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CNA FINANCIAL CORP  
Form 13F-HR/A  
November 13, 2001

FORM 13F COVER PAGE

"Report for the Calendar Year or Quarter Ended: September 30, 2001"

Check here if Amendment [ x ]; Amendment Number:  
This Amendment (Check only one.): [ x ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: CNA Financial Corporation  
Address: CNA Plaza  
"Chicago, Il 60685"

13F File Number: 28-346

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person "signing the report is authorized to submit it, that all" "information contained herein is true, correct, and complete, and" "that it is understood that all required items, statements," "schedules, lists, and tables, are considered integral parts of" this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Lynne Gugenheim  
Title: Group Vice President and Deputy General Counsel  
Phone: (312) 822 4921  
"Signature, Place, and Date of Signing:"  
"November 5, 2001"  
"Chicago, Illinois, "  
Report Type (Check only one.):

- [ X ] 13F HOLDINGS REPORT.
- [ ] 13F NOTICE.
- [ ] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

Loews Corporation also has investment discretion over the securities reported on herein by "CNA Financial Corporation, Continental Assurance Company, Continental Casualty Company," and The Continental Corporation. Loews Corporation will report separately on securities over which it has investment discretion which are not part of such holdings.

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FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	VALUE	OTHER CUSIP	SHARES/ (x1000)	SH/ MANAGERS	PUT/	INVSTMT PRN AMT	VOTING PRN	AMOUNT
ACCENTURE LTD-CL A	CL A	G1150G111	" 6,279.4 "	" 2,3 "	" 492,500 "	SH			
ACME COMMUNICATIONS INC	COM	004631107	" 3,028.2 "	" 1,2,3 "	" 432,595 "	SH			
ADELPHIA COMMUNICATIONS-CL A	CL A	006848105	" 8,880.0 "	" 2,3 "	" 400,000 "	SH			
AETNA INC	COM	00817Y108	" 10,279.1 "	" 2,3 "	" 355,800 "	SH			
AFFIL COMPUTER SUB NT CV 3.5%06		008190AF7	" 2,784.0 "	" 1,3 "	" 2,400,000 "	PRN			
AFFILIATED COMPUTER SVCS-A	CL A	008190100	" 1,465.4 "	" 1,3 "	" 18,000 "	SH			
AGCO CORP	COM	001084102	" 4,039.0 "	" 2,3 "	" 446,300 "	SH			
AGERE SYSTEMS INC-A	CL A	00845V100	517.5	" 2,3 "	" 125,000 "	SH			
AIR PRODUCTS & CHEMICAL	COM	009158106	964.5	" 2,3 "	" 25,000 "	SH			
AK STEEL HOLDING CORP	COM	001547108	" 2,524.9 "	" 2,3 "	" 298,800 "	SH			
AKAMAI TECHNOLOGIES	COM	00971T101	87.3	" 2,3 "	" 30,000 "	SH			
ALCAN INC	COM	013716105	600.0	3	" 20,000 "	SH		DEFINED	
ALCOA INC	COM	013817101	" 7,628.5 "	" 1,2,3 "	" 246,000 "	SH			
ALLEGHENY ENERGY INC	COM	017361106	" 1,148.7 "	" 2,3 "	" 31,300 "	SH			
ALLMERICA FINANCIAL CORP	COM	019754100	672.8	" 2,3 "	" 15,000 "	SH			
ALLTEL CORP	COM	020039103	" 9,011.2 "	" 2,3 "	" 155,500 "	SH			
ALPHARMA INC SR SB NT CV 3%06		020813AD3	" 1,385.1 "	" 1,3 "	" 1,250,000 "	PRN			
ALPHARMA INC-CL A	CL A	020813101	853.6	" 1,3 "	" 29,640 "	SH			
AMBAC FINANCIAL GROUP INC	COM	023139108	" 4,923.9 "	" 2,3 "	" 90,000 "	SH			
AMERADA HESS	COM	023551104	" 6,985.0 "	" 2,3 "	" 2,3 "	SH			
AMERICA WEST HOLDINGS	CL B	023657208	20.0	3	" 10,825 "	SH			
AMERICAN EXPRESS	COM	025816109	" 9,113.2 "	" 1,2,3 "	" 48,690 "	SH			
AMERICAN INTL GROUP INC	COM	026874107	" 3,797.8 "	" 1,2,3 "	" 1,350 "	SH			
AMERICAN NATIONAL INSURANCE	COM	028591105	109.4	3	" 7,575 "	SH			
AMERICAN PHYSICIANS CAP INC	COM	028884104	157.3	3	" 41,110 "	SH			
AMERISOURCEBERGEN CORP	COM	03073E105	" 2,916.8 "	" 1,3 "	" 90,000 "	SH			
AMKOR TECHNOLOGY INC	COM	031652100	946.8	" 2,3 "	" 162,250 "	SH			
ANADARKO PETROLEUM CORP	COM	032511107	" 7,801.0 "	" 2,3 "	" 2,094.0 "	SH			
ANHEUSER BUSCH CO	COM	035229103	101.0	3	" 4,075 "	SH			
ANIXTER INTERNATIONAL INC	COM	035290105	69.0	3	" 3,150 "	SH			
ANNTAYLOR STORES CORP	COM	036115103	" 2,118.4 "	" 1,3 "	" 64,000 "	SH			
AOL TIME WARNER	COM	00184A105	" 22,890.0 "	" 2,3 "	" 545,000 "	SH			
AON CORP	COM	037389103	" 1,075.0 "	" 1,2,3 "	" 25,000 "	SH			
APACHE CORP	COM	037411105	" 1,075.0 "	" 1,2,3 "	" 25,000 "	SH			
APPLIED MATERIALS INC.	COM	038222105	" 2,417.4 "	" 1,3 "	" 677,874 "	SH			
ARGUSS COMMUNICATIONS INC	COM	040282105	" 1,593.0 "	" 1,2,3 "	" 677,874 "	SH			
ARRIS GROUP	COM	04269Q100	143.2	" 1,2,3 "	" 40,000 "	SH		DEFINED	
ARVINMERITOR INC	COM	043353101	106.8	3	" 7,475 "	SH			
AT & T CORPORATION	COM	001957109	" 14,185.5 "	" 2,3 "	" 735,000 "	SH			
AT HOME CORP "SB DB CV0,525%18"		045919AC1	315.0	" 2,3 "	" 3,000,000 "	PRN			
AT HOME CORP SUB NT CV4.75%06		045919AF4	" 5,525.0 "	" 1,2,3 "	" 32,500,000 "	PRN			
AT&T WIRELESS SERVICES INC	COM	00209A106	" 8,202.0 "	" 2,3 "	" 548,993 "	SH			
ATLAS AIR WORLDWIDE HLDGS	COM	049164106	" 1,088.4 "	" 2,3,4 "	" 110,500 "	SH			
BANK OF NEW YORK	COM	064057102	" 1,750.0 "	" 2,3 "	" 2,3 "	SH			
BANK ONE CORP	COM	06423A103	" 9,441.0 "	" 2,3 "	" 300,000 "	SH			
BARNES & NOBLE SUB NT CV 144A09		067774AC3	" 3,247.5 "	" 1,3 "	" 2,450,000 "	PRN			
BARNES & NOBLE INC	COM	067774109	" 2,233.9 "	" 1,3 "	" 61,880 "	SH			
BAYCORP HOLDINGS LTD	COM	072728108	" 3,307.9 "	" 1,3 "	" 386,442 "	SH			
BEA SYSTEMS INC COM	COM	073325102	" 1,466.3 "	" 1,3 "	" 152,900 "	SH			
BEA SYSTEMS INC SB NT CV 4%06		073325AD4	" 1,703.8 "	" 1,3 "	" 2,350,000 "	PRN			
BEAR STEARNS COMPANIES INC	COM	073902108	" 2,000.4 "	" 2,3 "	" 40,000 "	SH			
BED BATH & BEYOND INC	COM	075896100	381.9	" 1,3 "	" 15,000 "	SH			
BELLSOUTH CORP	COM	079860102	" 2,908.5 "	" 2,3 "	" 70,000 "	SH			
BETHLEHEM STEEL CORP	COM	087509105	711.8	" 2,3 "	" 556,100 "	SH			

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BOEING COMPANY	COM	097023105		" 6,480.6 "	"2,3"	" 193,450 "	SH		D
BORG WARNER AUTOMOTIVE	INC		COM	099724106		85.6	3	" 2,125 "	"
BOWATER INC	COM	102183100		" 2,280.2 "	"2,3"	" 51,800 "	SH		D
BOWNE & CO INC	COM	103043105		108.6	3	" 10,700 "	SH	DEFINED	"
BRISTOL-MYERS SQUIBB CO	COM	110122108		" 5,000.4 "	"2,3"	" 90,000 "		SH	"
BROADWING INC	PFD CV DEPL/20	111620407		399.9	"1,3"	" 10,000 "	SH		D
BUCKHEAD AMERICA CORP			COM	11835A105		19.4	"2,3"	" 21,579 "	"
BURLINGTON RESOURCES INC			COM	122014103		" 4,789.4 "		"2,3"	"
CABLEVISION SYSTEMS	-CL A	CL A NY	CABLVS	12686C109		601.8	"2,3"	" 14,700 "	S
CABOT OIL & GAS CORP	-CL A	CL A		127097103		997.5	"2,3"	" 50,000 "	SH
CALPINE CORPORATION	COM	131347106		" 6,888.6 "	"1,2,3"	" 302,000 "		SH	"
CANADIAN PACIFIC LTD	COM	135923100		" 1,604.5 "	"1,3"	" 50,000 "		SH	"
CARDINAL HEALTH INC.	COM	14149Y108		" 4,765.1 "	"1,3"	" 64,437 "		SH	"
CATELLUS DEVELOPMENT CORP	COM	149111106		" 1,883.0 "	"2,3"	" 107,724 "		SH	S
CATERPILLAR INC	COM	149123101		896.0	"2,3"	" 20,000 "	SH	DEFINED	"
CBRL GROUP INC	COM	12489V106		901.3	3	" 41,025 "	SH	DEFINED	"
CELESTICA INC	SUB VTG SHS	15101Q108		" 3,191.0 "	"1,2,3"	" 117,100 "		SH	"
CELESTICA INC	LYON ZERO	15101QAA6		" 12,613.3 "	"1,2,3"	" 34,380,000 "		PRN	"
CENDANT CORPORATION	COM	151313103		" 2,351.4 "	"1,2,3"	" 183,700 "		SH	"
CENTEX CORP	COM	152312104		438.5	3	" 13,000 "	SH	DEFINED	"
CHIRON CORP	COM	170040109		" 6,970.5 "	"1,2,3"	" 157,100 "	SH		D
CHIRON CORP	LYON ZRO	144A31	170040AD1		" 30,111.3 "	"1,2,3"	" 54,500,000 "	PRN	"
CHUBB CORP	COM	171232101		" 1,335.4 "	3	" 18,700 "	SH		D
CISCO SYSTEMS INC	COM	17275R102		" 2,436.0 "	"1,3"	" 200,000 "		SH	"
CITIGROUP INC	COM	172967101		" 8,707.5 "	"1,2,3"	" 215,000 "	SH		D
CLEAR CHANNEL COMMUNICATIONS	COM	184502102		" 1,987.5 "	"1,3"	" 50,000 "		SH	S
CLEVELAND-CLIFFS INC	COM	185896107		215.3	"2,3"	" 14,950 "	SH		D
CMS ENERGY	ADJ CV TR8.75%	125896308		305.0	"1,3"	" 10,000 "	SH		D
CNA SURETY CORPORATION	COM	12612L108		" 371,610.7 "	"2,3,4"	" 27,425,147 "	SH		"
CNF INC	COM	12612W104		798.5	3	" 34,975 "	SH	DEFINED	" 34,975 "
COLT TELECOM GROUP-SPONS	ADR	SPONSORED	ADR	196877104		13.7	"2,3"	" 3,000 "	S
COMCAST CORP	CL A SPL	CL A SPL		200300200		" 4,304.4 "	"1,3"	" 120,000 "	S
COMMUNICATION INTELLIGENCE	COM	20338K106		462.0	"1,3"	" 660,000 "	SH		"
COMPAQ COMPUTER CORP	COM	204493100		" 3,781.1 "	"2,3"	" 455,000 "	SH		"
COMPUTER ASSOCIATES INTL INC	COM	204912109		909.9	3	" 35,350 "	SH		"
CONOCO INC-CL A	CL A	208251306		" 2,288.7 "	"2,3"	" 90,000 "	SH		D
CONSTELLATION ENERGY GROUP	COM	210371100		" 3,146.0 "	"2,3"	" 130,000 "		SH	S
COOPER INDUSTRIES INCORPORATED	COM	216669101		930.0	3	" 22,425 "	SH		"
CORN PRODUCTS INTL INC	COM	219023108		" 3,815.3 "	"2,3"	" 132,800 "	SH		"
CORNING INC.	COM	219350105		79.4	"2,3"	" 9,000 "	SH	DEFINED	"
CORRECTIONS CORP	PFD CV B 12%	22025Y308		1.5	"2,3"	101	SH		D
COX COMMUNICATIONS INC-CL A	CL A	224044107		" 2,592.7 "	"1,2,3"	" 62,100 "		SH	S
CROWN CORK & SEAL CO INC.			COM	228255105		" 1,336.4 "		"2,3"	"
CVS CORP	COM	126650100		" 1,992.0 "	"1,3"	" 60,000 "	SH		D
CYTEC INDUSTRIES INC	COM	232820100		364.0	3	" 15,725 "	SH		D
D.R. HORTON INC	COM	23331A109		" 6,883.8 "	"2,3"	" 330,000 "	SH		D
DEERE & CO	COM	244199105		" 1,692.5 "	"2,3"	" 45,000 "	SH		D
DEL MONTE FOODS CO	COM	24522P103		" 1,951.6 "	"2,3"	" 253,450 "	SH		"
DELL COMPUTER CORP	COM	247025109		741.2	"1,3"	" 40,000 "	SH		D
DELPHI AUTOMOTIVE SYSTEMS	COM	247126105		" 1,494.6 "	"2,3"	" 127,200 "		SH	S
DELPHI FINANCIAL GROUP-CL A	CL A	247131105		" 3,718.0 "	"2,3"	" 110,000 "		SH	S
DILLARDS INC-CL A	CL A	254067101		101.4	3	" 7,700 "	SH		D
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105		" 1,144.3 "	3	" 115,000 "		SH	S
DOW CHEMICAL CORP			COM	260543103		" 2,948.4 "		"2,3"	"
DU PONT DE NEMOURS E.I.			COM	263534109		" 1,313.2 "		"2,3"	"
EAST-WEST BANCORP INC.	COM	27579R104		" 22,628.0 "	"2,3"	" 967,420 "	SH		"
EATON VANCE CORP	COM NON VTG	278265103		921.7	"1,2,3"	" 29,400 "	SH		"
ECHOSTAR COMM	SUB NT CV 144A07	278762AB5		470.6	"1,3"	" 590,000 "		PRN	"
ECHOSTAR COMMUNICATIONS - A			CL A	278762109		248.6	"1,3"	" 10,685 "	"
EL PASO CORP	COM	28336L109		" 4,578.8 "	"2,3"	" 110,200 "	SH		D
ELDERTRUST	COM SH BEN INT	284560109		" 1,486.5 "	"2,3"	" 208,200 "	SH		"
ELECTRONIC _DATA SYSTEMS_CORP	COM	285661104		" 18,488.9 "	"2,3"	" 321,100 "		SH	S

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ENCOMPASS SERVICES CORP COM	29255U104	150.4	"2,3"	" 39,800 "	SH			
ENERGY EAST CORPORATION COM	29266M109	" 2,722.9 "	" 2,3"	" 135,400 "	SH			
ENGEL GENERAL DEVELOPERS	ORD M40515104	465.6	"2,3"	" 120,000 "	SH			
ENRON CORP COM	293561106	" 2,110.3 "	"1,3"	" 77,500 "	SH			
EQUITY OFFICE PROPERTIES TR	COM 294741103	320.0	"1,3"	" 10,000 "	SH			
ESTERLINE TECHNOLOGIES CORP	COM 297425100	68.9	3	" 4,350 "	SH			
EXCITE@HOME SB NT CV 144A 06	045919AD9	" 3,485.0 "	" 1,2,3"	" 20,500,000 "	P			
EXELON CORP COM	30161N101	" 1,561.0 "	"2,3"	" 35,000 "	SH			
FEDERATED DEPART STORES INC	COM 31410H101	" 4,512.0 "	"2,3"	" 160,000 "	S			
FIRST CENTRAL FINANCIAL	SUB DEB CV 9%00 318908AA8	161.2	"1,3,4"	" "	"			
FIRST CITIZENS BCSHS -CL A	CL A 31946M103	41.6	3	500	SH			
FIRST DATA CORP	COM 319963104	" 3,786.9 "	" 1,3"	" "	"			
FIRSTENERGY CORP COM	337932107	" 3,595.0 "	"2,3"	" 100,000 "	SH			
FLEMING COS INC COM	339130106	" 1,837.9 "	"1,3"	" 62,300 "	SH			
FMC CORP (NEW) COM NEW	302491303	" 6,633.2 "	"2,3"	" 135,400 "	SH			
FMC TECHNOLOGIES INC	COM 30249U101	196.4	3	" 17,000 "	SH			
FORTUNE BRANDS INC	COM 349631101	862.6	3	" 25,750 "	SH			
FREDDIE MAC COM	313400301	" 2,990.0 "	"1,3"	" 46,000 "	SH			
FREEMONT MCMORAN COPPER&GOLD	CL B 35671D857	630.3	3	" 57,350 "	SH			
FRONTLINE LTD. ORD	G3682E127	" 2,266.8 "	"2,3"	" 250,000 "	SH			
GABLES RESIDENTIAL TRUST	SH BEN INT 362418105	161.0	3	" 5,250 "	S			
GEN SEMICONDUCTR	SUB NT CV5.75%06 370787AB9	982.5	"1,3"	" 1,000,000 "	P			
GENENTECH INC COM NEW	368710406	" 1,716.0 "	"1,3"	" 39,000 "	SH			
GENERAL ELECTRIC CO	COM 369604103	" 8,518.8 "	"1,2,3"	" "	"			
GENERAL MOTORS CORP CLASS H	CL H NEW 370442832	" 2,599.4 "	" "	" "	"			
GENERAL SEMICONDUCTOR INC	COM 370787103	411.8	"1,3"	" 42,900 "	SH			
GENUITY INC-A CL A	37248E103	39.3	"2,3"	" 25,000 "	SH			DEFINED "
GEORGIA-PACIFIC (TIMBER GRP)	COM-TIMBER GRP 373298702	" 1,267.7 "	"2,3"	" 35,000 "	"			
GEORGIA-PACIFIC CORPORATION	COM GA PAC GRP 373298108	575.1	3	" 19,975 "	S			
GLIMCHER REALTY TRUST	SH BEN INT 379302102	138.7	3	" 8,575 "	SH			
GOLD STANDARD INC	COM PAR \$0.001 380724302	99.4	"2,3"	" 82,813 "	SH			
HANOVER COMPRESS	SR NT CV 4.75%08 410768AC9	" 2,025.0 "	"1,3"	" 2,400,000 "	P			
HANOVER COMPRESSOR CO	COM 410768105	839.6	"1,3"	" 38,800 "	SH			
HAYES LEMMERZ INTL INC COM	COM 420781106	273.8	"1,3"	" 273,800 "	SH			
HCA INC	COM 404119109	" 2,460.8 "	"2,3"	" 64,000 "	S			
HEALTH CARE PPTYS INVEST INC	COM 421915109	" 1,099.9 "	3	" 57,225 "	SH			
HEALTH NET INC COM	42222G108	" 6,143.6 "	"2,3"	" 240,925 "	S			
HEALTHCARE REALTY TRUST INC	COM 421946104	" 3,800.4 "	"2,3"	" 4,000,000 "	P			
HEALTHSOUTH CORP	SB DBCV 3.25%03 421924AF8	" 9,764.1 "	"2,3"	" "	"			
HEALTHSOUTH CORP.	COM 421924101	" 4,198.3 "	"2,3"	" 239,900 "	S			
HEARST-ARGYLE TELEVISION INC	COM 422317107	85.2	3	" 8,925 "	SH			
HERBALIFE INTERNATIONAL-CL B	CL B 426908307	" 3,168.4 "	"2,3"	" 384,050 "	SH			
HERCULES INC COM	427056106	" 4,749.3 "	"2,3"	" 605,000 "	SH			
HEWLETT-PACKARD CO.	COM 428236103	" 6,867.4 "	"2,3"	" "	"			
HILTON HOTELS CORP	COM 432848109	" 1,726.7 "	"1,3"	" "	"			
HOME DEPOT	COM 437076102	" 2,508.0 "	"1,2,3"	" 95,000 "	S			
HONEYWELL INTERNATIONAL INC	COM 438516106	" 2,819.0 "	"2,3"	" 50,000 "	SH			
HOUSEHOLD INTL INC	COM 441815107	23.5	3	994	SH	DEFINED	994	0
IBP INC COM	449223106	954.9	"2,3"	" 106,100 "	SH			DEFINED "
IMC GLOBAL INC COM	449669100	" 1,352.0 "	"2,3"	" 40,000 "	SH			
INGERSOLL RAND CO	COM 456866102	528.6	"2,3"	" 1,149,117 "	SH			
INSWEB CORPORATION	COM 45809K103	" 1,411.0 "	"1,3"	" 69,200 "	SH			
INTEL CORP COM	458140100	" 3,484.0 "	"2,3"	" 100,000 "	SH			
INTERNATIONAL BUSINESS MACHINE	COM 459200101	168.3	3	" 6,600 "	SH			
INTERNATIONAL PAPER CO. COM	460146103	" 1,125.0 "	"1,3"	" 1,465,000 "	P			
INTERSTATE BAKERIES	COM 46072H108	413.9	"1,3"	" 15,200 "	SH			
INTL RECTIFIER SUB NT CV 144A07	460254AD7	413.9	"1,3"	" 15,200 "	SH			
INTL RECTIFIER CORP	COM 460254105	413.9	"1,3"	" 15,200 "	SH			
ISPAT INTL NV-NY REG SHS	NY REG SH CL A 464899103	550.0	"2,3"	" 275,000 "	S			
IVAX CORP COM	465823102	" 1,477.1 "	"1,3"	" 66,625 "	SH			
IVAX CORP	SR SB CV 144A07 465823AB8	" 2,493.0 "	"1,3"	" 2,400,000 "	PRN			
J.P. MORGAN CHASE & CO. COM	46625H100	" 1,024.5 "	"2,3"	" 30,000 "	SH			

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JOY GLOBAL INC	COM	481165108	" 1,559.3 "	" 2,3 "	" 105,000 "	SH		
KELLWOOD CO	COM	488044108	119.3 3	" 6,450 "	" SH		DEFINED	"
KENNAMETAL INC	COM	489170100	112.5 3	" 3,525 "	" SH		DEFINED	"
KERR MC GEE CORP	COM	492386107	" 7,267.4 "	" 2,3 "	" 140,000 "	SH		
KEY3MEDIA GROUP	COM	49326R104	28.6 3	" 7,225 "	" SH		DEFINED	"
KEYSPAN CORPORATION	COM	49337W100	" 7,811.4 "	" 2,3 "	" 235,000 "	SH		
KIMBERLY CLARK	COM	494368103	" 1,860.0 "	" 1,3 "	" 30,000 "	SH		D
KMART FINANCING PFD TRCV 7.75%	498778208	" 1,115.7 "	" 2,3 "	" 30,000 "	SH			
KROGER COMPANY	COM	501044101	" 11,807.5 "	" 1,2,3 "	" 479,200 "	SH		D
KULICKE & SOFFA SUB NT CV4.75%06		501242AE1	" 2,561.6 "	" 1,3 "	" 3,450,000 "	P		
KULICKE & SOFFA INDUSTRIES	COM	501242101	" 1,313.5 "	" 1,3 "	" 120,500 "	S		
L-3 COMM HLDGS SR SB CV 144A 09		502424AA2	" 3,063.0 "	" 1,3 "	" 2,400,000 "	P		
L-3 COMMUNICATIONS CORP	COM	502424104	" 2,043.7 "	" 1,3 "	" 23,370 "	SH		
LABORATORY CRP OF AMER HLDGS	COM NEW	50540R409	" 6,435.7 "	" 1,2,3 "	" 79,600 "	S		
LAM RESEARCH CORP	COM	512807108	741.2	" 1,3 "	" 43,730 "	SH		D
LAMAR ADVERTISIN	NT CV 5.25%06	512815AF8	" 2,403.4 "	" 1,3 "	" 2,550,000 "	P		
LAMAR ADVERTISING CO	CL A	512815101	" 1,170.4 "	" 1,3 "	" 38,600 "	SH		
LATTICE SEMICOND	SUB NT CV4.75%06	518415AC8	" 2,483.7 "	" 1,3 "	" 2,450,0			
LATTICE SEMICONDUCTOR CORP	COM	518415104	" 1,577.9 "	" 1,3 "	" 100,500 "	S		
LEAR CORPORATION	COM	521865105	" 1,210.5 "	3	" 44,800 "	SH		
LEGG MASON INC	COM	524901105	" 3,769.2 "	" 1,2,3 "	" 94,800 "	SH		D
LIBERTY MEDIA	COM SER A	530718105	" 6,833.2 "	" 1,3 "	" 538,048 "	SH		
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	" 2,869.0 "	" 2,3 "	" 100,000 "	S		
LILLY (ELI) & CO.	COM	532457108	" 3,623.4 "	" 1,3 "	" 44,900 "	SH		
LINCOLN NATIONAL CORP INDIANA	COM	534187109	699.5	" 2,3 "	" 15,000 "	SH		
LOCAL FINANCIAL CORP	COM	539553107	" 17,518.7 "	" 2,3 "	" 1,310,300 "	SH		
LONGVIEW FIBRE CO	COM	543213102	" 1,414.0 "	" 2,3 "	" 140,000 "	SH		
LORAL SPACE & COMMUNICATIONS	COM	G56462107	246.2	" 2,3 "	" 189,400 "	SH		
LSI CORP	COM	502161102	" 1,242.0 "	" 1,3 "	"	"		"
LSI LOGIC	SB NT CV 4.25%04	502161AD4	" 1,993.9 "	" 1,3 "	" 1,950,000 "	P		
LUBRIZOL CORP	COM	549271104	992.2 3	" 31,400 "	" SH		DEFINED	"
LUCENT TECH	PFD CV 8% 144A	549463206	" 24,630.0 "	" 1,2,3 "	" 24,000 "	SH		
LUCENT TECHNOLOGIES	COM	549463107	" 9,741.0 "	" 1,2,3 "	" 1,700,000 "	SH		
MARRIOTT INTERNATIONAL-	CL A	CL A	571903202	541.1	" 2,3 "	" 16,200 "	SH	
MARRIOTT INTL	SRLYON ZRO144A21	571903AA1	" 8,117.9 "	" 2,3 "	" 9,700,000 "	P		
MEDICALOGIC/MEDSCAPE INC	COM	584642102	409.6	" 2,3 "	" 1,077,800 "	SH		
MEDTRONIC INC	COM	585055106	" 5,785.5 "	" 1,3 "	" 133,000 "	SH		D
MERRILL LYNCH & CO INC	COM	590188108	158.3	" 1,2,3 "	" 3,900 "	SH		D
METLIFE INC	COM	59156R108	" 5,821.2 "	" 2,3 "	" 196,000 "	SH		D
MICROSOFT CORP	COM	594918104	" 3,172.5 "	" 1,2,3 "	" 62,000 "	SH		D
MILACRON INC	COM	598709103	70.3 3	" 5,875 "	" SH		DEFINED	"
MIRANT CORPORATION	COM	604675108	262.8	" 1,3 "	" 12,000 "	SH		D
MOLEX - CLASS A NON-VOTING	CL A	608554200	" 2,113.9 "	" 1,3 "	"	"		"
MONSANTO CO	COM	61166W101	564.1 3	" 16,725 "	" SH		DEFINED	"
MSDW ASIA PACIFIC FUND	COM	61744U106	" 1,243.3 "	" 2,3 "	" 197,348 "	SH		
MSDW INDIA INVESTMENT FUND	COM	61745C105	392.4	" 2,3 "	" 53,026 "	SH		
NABORS INDUSTRIES INC	COM	629568106	188.7	" 1,3 "	" 9,000 "	SH		D
NACCO INDS INC	CL A	CL A	629579103	93.4 3	" 1,675 "	" SH		D
NATIONWIDE FINANCIAL SERV-A	CL A	638612101	929.5	" 2,3 "	" 25,000 "	SH		
NEIMAN MARCUS GROUP -CL B	CL B	640204301	" 2,341.6 "	" 2,3 "	" 98,800 "	S		
NEWHALL LAND & FARMING CO-LP	DEPOSITARY REC	651426108	" 2,537.3 "	" 2,3 "	" 89,500 "			
NEWMONT MINING CORP	COM	651639106	" 1,062.0 "	" 2,3 "	" 45,000 "	SH		
NEWS CORP LTD -SPONS ADR	ADR NEW	652487703	" 3,374.0 "	" 2,3 "	" 140,000 "	S		
NEWS CORP LTD -SPONS ADR PRF	SP ADR PFD	652487802	" 10,353.3 "	" 1,2,3 "	" 486,300 "	S		
NIAGARA MOHAWK HOLDINGS INC	COM	653520106	" 3,338.0 "	" 2,3 "	" 196,700 "	S		
NOKIA CORP -SPON ADR	SPONSORED ADR	654902204	782.5	" 1,3 "	" 50,000 "	SH		
NORFOLK SOUTHERN CORP.	COM	655844108	" 10,478.0 "	" 2,3 "	" 650,000 "	SH		
NORTEL NETWORKS CORP	COM	656568102	" 5,189.3 "	" 2,3 "	" 925,000 "	SH		
NORTH FORK BANCORPORATION	COM	659424105	" 4,461.0 "	" 2,3 "	" 150,000 "	S		
NORTHERN TRUST CORP	COM	665859104	" 7,410.2 "	" 2,3 "	"	"		"
NOVELLUS SYSTEMS	LYON ZERO 144A31	670008AA9	" 21,593.8 "	" 1,2,3 "	" 25,000,			
NOVELLUS SYSTEMS INC	COM	670008101	913.9	" 1,2,3 "	" 32,000 "	SH		D

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NRG ENERGY INC	COM	629377102	891.6	"2,3"	" 55,000 "	SH	DEFINED	"
OCEAN ENERGY INC	COM	67481E106	790.6	3	" 48,500 "	SH		D
OFFICEMAX INC	COM	67622M108	152.5	"2,3"	" 50,000 "	SH	DEFINED	"
OGE ENERGY CORP	COM	670837103	" 1,734.3 "	"2,3"	" 79,300 "	SH		D
OLD REPUBLIC INTL CORP	COM	680223104	" 5,944.4 "	"2,3"	" 226,800 "	SH		D
OMNICOM GROUP	COM	681919106	181.7	"1,2,3"	" 2,800 "	SH	DEFINED	"
ON COMMAND CORPORATION	COM	682160106	771.9	"1,2,3"	" 352,480 "	SH		D
ON COMMAND CORPORATION- CLASS B WTS	WT B EX	100703	682160122	39.4	"1,2,3"	" 123,130 "		D
ORACLE CORP	COM	68389X105	" 1,509.6 "	"2,3"	" 120,000 "	SH		D
OVERSEAS SHIPHOLDING GROUP	COM	690368105	" 2,778.6 "	"2,3"	" 126,300 "	SH		D
OWENS-ILL INC	PFD CONV \$ .01	690768502	274.7	"2,3"	" 20,500 "	SH		D
PACIFIC CENTURY FINL CORP	COM	694058108	981.5	3	" 42,000 "	SH		D
PALL CORP	COM	696429307	" 2,723.0 "	"2,3"	" 140,000 "	SH		D
PATHMARK STORES INC	COM	70322A101	" 18,134.0 "	"2,3"	" 761,932 "	SH		D
PAYLESS SHOESOURCE INC	COM	704379106	" 1,268.6 "	3	" 23,150 "	SH		D
PEABODY ENERGY CORP	COM	704549104	" 1,928.0 "	"1,3"	" 80,000 "	SH		D
PEPSI BOTTLING GROUP INC	COM	713409100	" 4,607.0 "	"2,3"	" 100,000 "	SH		D
PEPSICO INCORPORATED	COM	713448108	" 3,977.0 "	"1,3"	" 82,000 "	SH		D
PFIZER INC	COM	717081103	" 5,333.3 "	"1,3"	"	SH		D
PHILLIPS PETROLEUM COMPANY	COM	718507106	" 2,831.9 "	"2,3"	" 52,500 "	SH		D
PHOENIX COMPANIES INC	COM	71902E109	" 3,106.8 "	"2,3"	" 215,000 "	SH		D
PLACER DOME INC	COM	725906101	" 2,544.3 "	"2,3"	"	SH		D
POTASH CORP OF SASKATCHEWAN	COM	73755L107	" 3,224.5 "	"2,3"	" 57,900 "	SH		D
POTLATCH CORPORATION	COM	737628107	" 1,889.3 "	"2,3"	" 70,000 "	SH		D
POTOMAC ELECTRIC POWER	COM	737679100	" 4,620.4 "	"2,3"	" 210,400 "	SH		D
PRAXAIR INC	COM	74005P104	" 3,570.0 "	"2,3"	"	SH		D
PRECISION DRILLING CORP	COM	74022D100	701.2	3	" 33,200 "	SH		D
PRESIDENTIAL LIFE CORP	COM	740884101	149.5	3	" 8,225 "	SH		D
PRIME HOSPITALITY CORP	COM	741917108	716.1	"2,3"	" 81,375 "	SH		D
PROVIDIAN FINANCIAL CORP	COM	74406A102	542.5	3	" 26,925 "	SH		D
PROVINCE HEALTHC	SB NT CV 144A 05	743977AA8	755.6	"1,3"	" 650,000 "	SH		D
PROVINCE HEALTHC	SB NT CV 4.5%05	743977AC4	" 1,417.7 "	"1,3"	" 1,200,000 "	SH		D
PROVINCE HEALTHCARE CO	COM	743977100	" 1,190.4 "	"1,3"	" 32,400 "	SH		D
PUBLIC SERVICE CO OF N MEX	COM	744499104	68.7	3	" 2,725 "	SH		D
PULTE CORP	COM	745867101	" 3,432.8 "	"2,3"	" 112,000 "	SH		D
QUALCOMM INC	COM	747525103	" 1,663.9 "	"1,3"	" 35,000 "	SH		D
QUANTA SERVICES SUB NT CONV 4%07		74762EAA0	452.8	"1,3"	" 690,000 "	SH		D
QUANTA SERVICES INC	COM	74762E102	125.2	"1,3"	" 8,785 "	SH		D
QUANTUM CORP-DLT & STORAGE	COM DSSG	747906204	551.0	3	" 67,525 "	SH		D
QWEST COMMUNICATIONS INTL	COM	749121109	" 4,175.0 "	"1,2,3"	" 250,000 "	SH		D
R.H. DONNELLEY CORP	COM NEW	74955W307	109.7	3	" 4,200 "	SH		D
RADIAN GROUP INC	COM	750236101	964.4	3	" 25,050 "	SH		D
RADIO UNICA COMMUNICATIONS	COM	75040Q106	8.1	"2,3"	" 5,000 "	SH		D
RATIONAL SOFTWAR	SUB BT CV 144A07	75409PAA1	" 1,471.0 "	"1,3"	" 2,015,000 "	SH		D
RAYTHEON COMPANY	COM NEW	755111507	" 6,950.0 "	"2,3"	" 200,000 "	SH		D
REPUBLIC BANCORP	COM	760282103	104.5	3	" 7,300 "	SH		D
RUSSELL CORP	COM	782352108	" 1,416.9 "	"2,3"	" 103,200 "	SH		D
SANMINA CORP	COM	800907107	" 1,050.3 "	"1,3"	" 77,345 "	SH		D
SANMINA CORP	SUB NTCV 4.25%04	800907AB3	" 2,330.6 "	"1,3"	" 2,450,000 "	SH		D
SCANA CORP	COM	80589M102	" 14,339.7 "	"2,3"	"	SH		D
SCHLUMBERGER LIMITED	COM	806857108	" 2,678.0 "	"1,3"	" 58,600 "	SH		D
SCHULMAN (A.) INC	COM	808194104	" 1,286.4 "	"2,3"	" 125,500 "	SH		D
SCIENTIFIC ATLANTA INC	COM	808655104	" 2,626.8 "	"2,3"	" 150,100 "	SH		D
SCUDDER INTERMEDIATE GOVT TR	SH BEN INT	811163104	" 1,071.1 "	"2,3"	" 149,800 "	SH		D
SEMTECH CORP	COM	816850101	" 1,291.3 "	"1,3"	" 45,500 "	SH		D
SEMTECH CORP	SUB NT CV 4.5%07	816850AD3	" 2,268.0 "	"1,3"	" 2,400,000 "	SH		D
SERVICEMASTER COMPANY	COM	81760N109	834.5	3	" 75,250 "	SH		D
SHERWIN WILLIAMS CO	COM	824348106	" 3,197.5 "	"2,3"	" 143,900 "	SH		D
SHOPKO STORES INC	COM	824911101	" 2,218.4 "	"2,3"	" 267,600 "	SH		D
SIERRA PACIFIC RESOURCES	COM	826428104	" 1,923.7 "	"2,3"	" 127,400 "	SH		D
SIRIUS SATELLITE RADIO INC	COM	82966U103	" 8,449.7 "	"1,2,3"	" 2,353,672 "	SH		D
SLI INC	COM	78442T108	26.4	3	" 10,175 "	SH	DEFINED	" 10,175 "

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SOUTHTRUST CORP COM	844730101	390.3	3	" 15,325 "	SH	DEFINED
SOUTHWEST AIR CO	COM 844741108	296.8	"1,3"	" 20,000 "	SH	D
SOVEREIGN BANCORP INC	COM 845905108	" 2,470.0 "	" 2,3"	" 260,000 "	SH	S
SPANISH BROADCASTING SYS CLA	CL A 846425882	" 1,735.6 "	"1,2,3"	" 244,800 "	S	S
SPRINT CORP (PCS)	EQUITY UNIT 852061605	" 54,128.0 "	"1,2,3"	" 1,990,000 "	S	S
SPRINT CORP-FON GROUP	COM FON GROUP 852061100	68.6	"3,4"	"	"	"
SPRINT CORP-PCS GROUP	PCS COM SER 1 852061506	" 46,008.2 "	"1,2,3,4"	" 1,750,0	"	"
STAR GAS PARTNER-SEN SUB UTS	SR SUB UN LTD 85512C204	944.2	"2,3"	" 42,434 "	S	S
STILWELL FINANCIAL INC	COM 860831106	" 1,051.1 "	"1,2,3"	" 53,900 "	SH	S
STILWELL FINL LYON ZERO 144A31	860831AA4	" 15,881.4 "	"1,2,3"	" 22,000,000 "	P	P
SUN MICROSYSTEMS INC	COM 866810104	" 1,356.3 "	"1,3"	" 164,000 "	SH	S
TEEKAY SHIPPING CORP	COM Y8564W103	" 6,875.2 "	" 2,3"	" 220,500 "	SH	S
TEJON RANCH	COM 879080109	225.0	"2,3"	" 10,000 "	SH	DEFINED
TELLABS INC	COM 879664100	527.3	3	" 53,375 "	SH	DEFINED
TEXTRON INC	COM 883203101	" 5,209.6 "	" 2,3"	" 155,000 "	SH	D
THE GAP INC.	COM 364760108	" 1,756.1 "	" 2,3"	"	"	"
"THOUSAND TRAILS, INC"	COM 885502104	918.0	"2,3"	" 159,660 "	SH	D
TJX COS. INC. NEW	COM 872540109	" 2,750.4 "	"1,2,3"	" 83,600 "	SH	S
TORCH OFFSHORE INC	COM 891019101	740.0	"2,3"	" 125,000 "	SH	D
TRANSOCEAN SEDCO FOREX INC	ORD G90078109	" 1,468.0 "	"1,3"	" 55,606 "	S	S
TRENWICK GROUP LTD	COM G9032C109	" 30,104.1 "	" 2,3"	" 3,707,400 "	SH	S
TRIBUNE CO NEW	COM 896047107	" 4,396.0 "	"1,2,3"	" 140,000 "	SH	D
TRINITY INDUSTRIES	COM 896522109	118.5	3	" 5,475 "	"	"
TRIZEC HAHN CORPORATION	SUB VTG 896938107	" 5,840.6 "	" 2,3"	" 324,300 "	SH	S
TVX GOLD INC	COM NEW 87308K200	240.1	"2,3"	" 490,080 "	SH	DEFINED
TYCO INTERNATIONAL LTD	COM 902124106	" 4,777.5 "	"1,3"	" 105,000 "	SH	S
TYCO INTL LTD LYON ZERO 20	902124AC0	" 43,275.0 "	" 2,3"	" 57,700,000 "	PRN	P
UAL CORP	COM PAR \$0.01 902549500	328.7	"2,3"	"	"	"
UCAR INTERNATIONAL INC	COM 90262K109	46.9	3	" 5,275 "	SH	D
UGLY DUCKLING CORP	COM 903512101	66.5	"2,3"	" 24,000 "	SH	D
UNIFI INC	COM 904677101	" 1,936.0 "	" 2,3"	" 236,100 "	SH	D
UNION PACIFIC	COM 907818108	" 1,150.2 "	3	"	"	"
UNISYS CORP	COM 909214108	433.0	"2,3"	" 50,000 "	SH	DEFINED
UNITED PARCEL SERVICE -CL B	CL B 911312106	311.9	"1,3"	" 6,000 "	SH	S
UNIVERSAL CORP-VA	COM 913456109	83.4	3	" 2,500 "	SH	D
UNOCAL CORP	COM 915289102	" 1,183.0 "	" 2,3"	"	"	"
US BANCORP	COM NEW 902973304	" 2,994.3 "	" 2,3"	" 135,000 "	SH	D
USFREIGHTWAYS CORPORATION	COM 916906100	173.9	3	" 5,550 "	SH	S
USX - MARATHON GROUP INC	COM NEW 902905827	" 5,872.3 "	" 2,3"	"	"	"
USX - U S STEEL GROUP	COM 90337T101	" 3,215.4 "	" 2,3"	" 230,000 "	SH	S
VALERO ENERGY CORP	COM 91913Y100	" 9,828.0 "	" 2,3"	" 280,000 "	SH	S
VENTAS INC	COM 92276F100	116.6	3	" 10,750 "	SH	DEFINED
VERIZON COMMUNICATIONS INC.	COM 92343V104	" 2,435.0 "	"1,3"	" 45,000 "	S	S
VISTEON CORP -W/I	COM 92839U107	" 2,550.0 "	" 2,3"	" 200,000 "	SH	S
VODAFONE AIRTOUCH PLC-SP ADR	SPONSORED ADR 92857W100	" 3,843.0 "	" 2,3"	" 175,000	"	"
W.P. STEWART & CO LTD	COM G84922106	" 1,939.0 "	" 2,3"	" 100,000 "	SH	S
WACHOVIA CORP	COM 929903102	" 1,550.0 "	" 2,3"	" 50,000 "	SH	D
WACKENHUT CORP-CL B	COM SER B 929794303	693.8	"2,3"	" 37,500 "	SH	S
WAL MART STORES INC	COM 931142103	" 3,192.8 "	"1,3"	" 64,500 "	SH	S
WATSON PHARMACEUTICALS INC	COM 942683103	" 2,571.4 "	"1,3"	" 47,000 "	S	S
WELLS FARGO & COMPANY	COM 949746101	" 4,445.0 "	"1,3"	" 100,000 "	SH	S
WESTERN RESOURCES INC	COM 959425109	627.2	"2,3"	" 37,900 "	SH	D
WEYERHAEUSER COMPANY	COM 962166104	974.2	"2,3"	" 20,000 "	SH	D
WHIRLPOOL CORPORATION	COM 963320106	577.0	3	" 10,425 "	SH	D
WILLIAMS COS INC	COM 969457100	63.1	"3,4"	" 2,312 "	SH	D
WISCONSIN ENERGY CORP	COM 976657106	" 1,959.8 "	" 2,3"	"	"	"
WORLDCOM INC-MCI GROUP	MCI GROUP COM 98157D304	304.6	"1,3"	" 20,000 "	SH	S
WORLDCOM INC-WORLDCOM GROUP	WRLDCOM GP COM 98157D106	" 1,955.2 "	"	"	"	"
XL CAPITAL LTD-CLASS A	CL A G98255105	" 3,786.1 "	"1,2,3"	" 47,925 "	SH	S
YOUNG BROADCASTING INC-A	CL A 987434107	" 1,296.3 "	" 2,3"	" 89,400 "	S	S

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4

Form 13F Information Table Entry Total: 362

"Form 13F Information Table Value Total: 1,593,388.7 (in thousands) "

List of Other Included Managers:

No.	13F File Number	Name
1	28-386	Continental Assurance Company
2	28-387	Continental Casualty Company
3	28-346	CNA Financial Corporation
4	28-172	The Continental Corporation