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EDWARDS A G INC  
Form 13F-HR  
August 13, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2003

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

Institutional Investment Manager Filing this Report:

Name: A.G. Edwards, Inc.  
Address: One North Jefferson  
St. Louis, MO 63103

Form 13F File Number: 28-4192

The institutional investment manager filing this report and the person by who 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: Joseph G. Porter  
Assistant Treasurer  
314-955-3462

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 08/13/03  
[Signature] [City, State] [Date]

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:  
[If there are no entries in this list, omit this section.]

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 391

Form 13F Information Table Value Total: \$1,538,205  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name                           |
|-----|----------------------|--------------------------------|
| 1   | 28-3548              | A.G. Edwards & Sons, Inc.      |
| 2   | 28-6731              | A.G. Edwards Trust Company FSB |

| NAME OF ISSUER                   | -TITLE OF CLASS- | --CUSIP-- | VALUE<br>(x\$1000) | SHARES/<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DSCRETN | -M |
|----------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----|
| D * ADC TELECOMMUNICATIONS INC   | COM              | 000886101 | 40                 | 17248              |            |              | DEFINED            | 01 |
| D ACM INCOME FUND INC            | COM              | 000912105 | 147                | 15500              |            |              | DEFINED            | 01 |
| D AFLAC INC                      | COM              | 001055102 | 1335               | 43427              |            |              | DEFINED            | 01 |
| D AES CORP                       | COM              | 00130H105 | 85                 | 13385              |            |              | DEFINED            | 01 |
| D AMB PROPERTY CORP              | COM              | 00163T109 | 8980               | 318781             |            |              | DEFINED            | 01 |
| D AOL TIME WARNER INC (HLDG CO)  | COM              | 00184A105 | 1111               | 69028              |            |              | DEFINED            | 01 |
| D ABBOTT LABORATORIES            | COM              | 002824100 | 6570               | 150136             |            |              | DEFINED            | 01 |
| D ABERDEEN ASIA-PACIFIC INCOME   | COM              | 003009107 | 142                | 25451              |            |              | DEFINED            | 01 |
| D ADOBE SYSTEMS INC              | COM              | 00724F101 | 418                | 13032              |            |              | DEFINED            | 01 |
| D AEGON N V ORD                  | COM              | 007924103 | 202                | 20148              |            |              | DEFINED            | 01 |
| D * ADVENT SOFTWARE INC          | COM              | 007974108 | 1796               | 104905             |            |              | DEFINED            | 01 |
| D AFFILIATED COMPUTER SVCS INC   | COM              | 008190100 | 773                | 16905              |            |              | DEFINED            | 01 |
| D AFFILIATED MANAGERS GROUP INC  | COM              | 008252108 | 2357               | 38679              |            |              | DEFINED            | 02 |
| D ALCOA INC                      | COM              | 013817101 | 18993              | 744829             |            |              | DEFINED            | 01 |
| D ALLIED CAPITAL CORP NEW        | COM              | 01903Q108 | 391                | 16915              |            |              | DEFINED            | 01 |
| D ALLSTATE CORP                  | COM              | 020002101 | 812                | 22767              |            |              | DEFINED            | 01 |
| D ALLTEL CORP                    | COM              | 020039103 | 295                | 6118               |            |              | DEFINED            | 01 |
| D ALTRIA GROUP INC               | COM              | 02209S103 | 2663               | 58596              |            |              | DEFINED            | 01 |
| D AMBASSADORS GROUP INC          | COM              | 023177108 | 2077               | 148671             |            |              | DEFINED            | 01 |
| D AMEREN CORP                    | COM              | 023608102 | 1105               | 25053              |            |              | DEFINED            | 01 |
| D * AMERICAN CAP STRATEGIES LTD  | COM              | 024937104 | 1827               | 73013              |            |              | DEFINED            | 01 |
| D AMERICAN EXPRESS CO            | COM              | 025816109 | 22425              | 536354             |            |              | DEFINED            | 01 |
| D AMERICAN INTL GROUP INC        | COM              | 026874107 | 18681              | 338545             |            |              | DEFINED            | 01 |
| D AMERICAN POWER CONVERSION CORP | COM              | 029066107 | 367                | 23517              |            |              | DEFINED            | 01 |

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|                                  |     |           |       |        |         |    |
|----------------------------------|-----|-----------|-------|--------|---------|----|
| D * AMGEN                        | COM | 031162100 | 1880  | 28517  | DEFINED | 01 |
| D ANADARKO PETROLEUM CORP        | COM | 032511107 | 227   | 5115   | DEFINED | 01 |
| D ANHEUSER-BUSCH COS INC         | COM | 035229103 | 9086  | 177985 | DEFINED | 01 |
| D ANNALY MORTGAGE MANAGEMENT INC | COM | 035710409 | 3906  | 196205 | DEFINED | 01 |
| D APACHE CORP                    | COM | 037411105 | 814   | 12517  | DEFINED | 01 |
| D APOLLO GROUP INC               | COM | 037604105 | 788   | 12743  | DEFINED | 01 |
| D * APPLIED MATERIALS            | COM | 038222105 | 856   | 54024  | DEFINED | 01 |
| D ARCHSTONE-SMITH TRUST          | COM | 039583109 | 460   | 19183  | DEFINED | 01 |
| D ARGOSY GAMING COMPANY          | COM | 040228108 | 19061 | 911568 | DEFINED | 01 |
| D * ATMEL CORP                   | COM | 049513104 | 32    | 12500  | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSING INC  | COM | 053015103 | 4562  | 134733 | DEFINED | 01 |
| D AUTOZONE INC                   | COM | 053332102 | 585   | 7704   | DEFINED | 01 |
| D BB&T CORP                      | COM | 054937107 | 765   | 22317  | DEFINED | 01 |
| D BCE INC                        | COM | 05534B109 | 492   | 21281  | DEFINED | 01 |
| D BP P.L.C. SPONSORED ADR        | COM | 055622104 | 10662 | 253737 | DEFINED | 01 |
| D BAKER HUGHES INC               | COM | 057224107 | 422   | 12576  | DEFINED | 01 |
| D BANK OF AMERICA CORP           | COM | 060505104 | 7263  | 91900  | DEFINED | 01 |
| D BANK OF NEW YORK CO            | COM | 064057102 | 453   | 15746  | DEFINED | 01 |
| D BANK ONE CORP                  | COM | 06423A103 | 1090  | 29313  | DEFINED | 01 |
| D BANKNORTH GROUP INC NEW        | COM | 06646R107 | 833   | 32625  | DEFINED | 01 |
| D BAXTER INTERNATIONAL INC       | COM | 071813109 | 562   | 21620  | DEFINED | 01 |
| D * BED BATH & BEYOND INC        | COM | 075896100 | 1004  | 25863  | DEFINED | 01 |
| D BELLSOUTH CORPORATION          | COM | 079860102 | 1691  | 63496  | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC         | COM | 084670108 | 798   | 11     | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC DEL     | COM | 084670207 | 25843 | 10635  | DEFINED | 01 |
| D * BIOMET INC                   | COM | 090613100 | 1507  | 52494  | DEFINED | 01 |
| D BLACKROCK MUNI TARGET TERM     | COM | 09247M105 | 942   | 83963  | DEFINED | 01 |
| D H & R BLOCK INC                | COM | 093671105 | 351   | 8121   | DEFINED | 01 |
| D BLUE RHINO CORP                | COM | 095811105 | 124   | 10300  | DEFINED | 01 |
| D BOEING COMPANY                 | COM | 097023105 | 419   | 12202  | DEFINED | 01 |
| D BOSTON SCIENTIFIC CORP         | COM | 101137107 | 270   | 4425   | DEFINED | 01 |
| D BOYKIN LODGING CO              | COM | 103430104 | 98    | 12501  | DEFINED | 01 |
| D BRISTOL-MYERS SQUIBB CO        | COM | 110122108 | 10180 | 374945 | DEFINED | 01 |
| D BROWN SHOE CO INC NEW          | COM | 115736100 | 501   | 16825  | DEFINED | 01 |
| D BRUNSWICK CORP                 | COM | 117043109 | 7960  | 318137 | DEFINED | 01 |
| D BUCKEYE PARTNERS L.P.          | COM | 118230101 | 293   | 7460   | DEFINED | 01 |
| D BURLINGTON NORTHERN SANTA FE   | COM | 12189T104 | 905   | 31824  | DEFINED | 01 |
| D CBL & ASSOCIATES PROPERTIES    | COM | 124830100 | 6789  | 157881 | DEFINED | 01 |
| D CIGNA CORP                     | COM | 125509109 | 290   | 6184   | DEFINED | 01 |
| D CARDINAL HEALTH INC            | COM | 14149Y108 | 2188  | 34028  | DEFINED | 01 |
| D CARNIVAL CORP                  | COM | 143658300 | 264   | 8134   | DEFINED | 01 |
| D CATERPILLAR INC                | COM | 149123101 | 11641 | 209137 | DEFINED | 01 |
| D CENDANT CORP                   | COM | 151313103 | 465   | 25380  | DEFINED | 01 |
| D CENTRAL PARKING CORP           | COM | 154785109 | 173   | 14000  | DEFINED | 01 |
| D CEPHALON INC                   | COM | 156708109 | 222   | 5400   | DEFINED | 01 |
| D CHAMPIONSHIP AUTO RACING TEAM  | COM | 158711101 | 1266  | 506593 | DEFINED | 01 |
| D CHEVRONTEXACO CORP             | COM | 166764100 | 24913 | 345052 | DEFINED | 01 |
| D * CHIRON CORP                  | COM | 170040109 | 214   | 4880   | DEFINED | 01 |
| D CIENA CORP                     | COM | 171779101 | 55    | 10650  | DEFINED | 01 |
| D * CINCINNATI FINANCIAL CORP    | COM | 172062101 | 343   | 9266   | DEFINED | 01 |
| D * CISCO SYSTEMS INC            | COM | 17275R102 | 3408  | 202991 | DEFINED | 01 |
| D CITIGROUP INC                  | COM | 172967101 | 2781  | 64969  | DEFINED | 01 |
| D * CITRIX SYSTEMS INC           | COM | 177376100 | 446   | 21900  | DEFINED | 01 |
| D CLEAR CHANNEL COMMUNICATIONS   | COM | 184502102 | 24875 | 586818 | DEFINED | 01 |
| D CLOROX CO                      | COM | 189054109 | 228   | 5350   | DEFINED | 01 |
| D COCA-COLA CO                   | COM | 191216100 | 7267  | 156594 | DEFINED | 01 |
| D COLGATE-PALMOLIVE CO           | COM | 194162103 | 3507  | 60520  | DEFINED | 01 |
| D COLLINS & AIKMAN CORP #        | COM | 194830204 | 1452  | 492100 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A        | COM | 20030N101 | 350   | 11584  | DEFINED | 01 |
| D * COMCAST CORP NEW CL A SPL    | COM | 20030N200 | 20341 | 701644 | DEFINED | 01 |
| D * COMMERCE BANCSHARES INC      | COM | 200525103 | 356   | 9159   | DEFINED | 01 |
| D CONAGRA FOODS INC              | COM | 205887102 | 4199  | 177924 | DEFINED | 01 |

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|                                  |     |           |       |         |         |    |
|----------------------------------|-----|-----------|-------|---------|---------|----|
| D CONOCOPHILLIPS                 | COM | 20825C104 | 2838  | 51784   | DEFINED | 01 |
| D CONSOLIDATED EDISON INC        | COM | 209115104 | 584   | 13484   | DEFINED | 01 |
| D CORNING INC                    | COM | 219350105 | 246   | 33297   | DEFINED | 01 |
| D * COST PLUS INC (CA)           | COM | 221485105 | 851   | 23852   | DEFINED | 01 |
| D COUNTRYWIDE FINANCIAL CORP     | COM | 222372104 | 295   | 4236    | DEFINED | 01 |
| D * CROSSTEX ENERGY L.P.         | COM | 22765U102 | 517   | 15774   | DEFINED | 01 |
| D CYBERGUARD CORP                | COM | 231910100 | 85    | 12000   | DEFINED | 01 |
| D DNP SELECT INCOME FUND INC     | COM | 23325P104 | 112   | 10343   | DEFINED | 01 |
| D DEAN FOODS COMPANY NEW         | COM | 242370104 | 2104  | 66785   | DEFINED | 01 |
| D DEERE & CO                     | COM | 244199105 | 203   | 4441    | DEFINED | 01 |
| D * DELL COMPUTER CORP           | COM | 247025109 | 224   | 7050    | DEFINED | 01 |
| D DELTA & PINE LAND CO           | COM | 247357106 | 2204  | 100252  | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL INC NEW | COM | 249030107 | 1412  | 34465   | DEFINED | 01 |
| D DEVELOPERS DIVERSIFIED RLTY CP | COM | 251591103 | 623   | 21923   | DEFINED | 01 |
| D DIAGEO PLC NEW                 | COM | 25243Q205 | 22100 | 505028  | DEFINED | 01 |
| D DIAMONDS TRUST SER 1 (DJIA)    | COM | 252787106 | 1138  | 12655   | DEFINED | 01 |
| D WALT DISNEY CO                 | COM | 254687106 | 20511 | 1038517 | DEFINED | 01 |
| D DOMINION RES INC NEW (VA)      | COM | 25746U109 | 518   | 8054    | DEFINED | 01 |
| D DONALDSON CO INC               | COM | 257651109 | 844   | 18995   | DEFINED | 01 |
| D DOVER CORPORATION              | COM | 260003108 | 309   | 10301   | DEFINED | 01 |
| D DOW CHEMICAL COMPANY           | COM | 260543103 | 9780  | 315887  | DEFINED | 01 |
| D E.I. DU PONT DE NEMOURS&CO     | COM | 263534109 | 2695  | 64713   | DEFINED | 01 |
| D DUKE ENERGY CORP               | COM | 264399106 | 397   | 19889   | DEFINED | 01 |
| D DYNEX CAPITAL INC #            | COM | 26817Q506 | 60    | 10000   | DEFINED | 01 |
| D EMC CORPORATION (MA)           | COM | 268648102 | 550   | 52502   | DEFINED | 01 |
| D * EXCO RESOURCES INC #         | COM | 269279204 | 1734  | 96542   | DEFINED | 01 |
| D * EXCO RES INC 5% PFD          | PRE | 269279303 | 1755  | 98177   | DEFINED | 01 |
| D ECOLAB INC                     | COM | 278865100 | 1391  | 54320   | DEFINED | 01 |
| D A.G. EDWARDS, INC              | COM | 281760108 | 5872  | 171689  | DEFINED | 01 |
| D EL PASO CORP                   | COM | 28336L109 | 89    | 11071   | DEFINED | 01 |
| D ELAN CORP PLC ADR              | COM | 284131208 | 135   | 23975   | DEFINED | 01 |
| D EMERSON ELECTRIC CO            | COM | 291011104 | 23136 | 452752  | DEFINED | 01 |
| D EMPIRE DISTRICT ELECTRIC CO    | COM | 291641108 | 410   | 18857   | DEFINED | 01 |
| D ENERGEN CORP                   | COM | 29265N108 | 366   | 11000   | DEFINED | 01 |
| D ENERGIZER HOLDINGS INC         | COM | 29266R108 | 3866  | 123132  | DEFINED | 02 |
| D ENERPLUS RESOURCE FUND #       | COM | 29274D604 | 4792  | 206187  | DEFINED | 01 |
| D ENTERCOM COMMUNICATIONS CORP   | COM | 293639100 | 3127  | 63810   | DEFINED | 02 |
| D ENTERPRISE PRODS PARTNERS L.P. | COM | 293792107 | 685   | 30400   | DEFINED | 01 |
| D EQUITY RESIDENTIAL             | COM | 29476L107 | 292   | 11240   | DEFINED | 01 |
| D ETHAN ALLEN INTERIORS INC      | COM | 297602104 | 3103  | 88266   | DEFINED | 02 |
| D * EXPEDITORS INTL WASHINGTON   | COM | 302130109 | 9032  | 262115  | DEFINED | 01 |
| D * EXPRESS SCRIPTS INC          | COM | 302182100 | 423   | 6187    | DEFINED | 01 |
| D EXXON MOBIL CORP               | COM | 30231G102 | 37695 | 1049722 | DEFINED | 01 |
| D FPL GROUP INC                  | COM | 302571104 | 496   | 7421    | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS INC   | COM | 303075105 | 1025  | 23270   | DEFINED | 01 |
| D FREDDIE MAC                    | COM | 313400301 | 994   | 19569   | DEFINED | 01 |
| D FANNIE MAE                     | COM | 313586109 | 3627  | 53775   | DEFINED | 01 |
| D FEDEX CORP                     | COM | 31428X106 | 642   | 10351   | DEFINED | 01 |
| D * FIFTH THIRD BANCORP          | COM | 316773100 | 2215  | 38570   | DEFINED | 01 |
| D FINANCIAL FEDERAL CORP         | COM | 317492106 | 4759  | 195041  | DEFINED | 02 |
| D FIRST DATA CORP                | COM | 319963104 | 30749 | 742014  | DEFINED | 01 |
| D FLEETBOSTON FINANCIAL CORP     | COM | 339030108 | 916   | 30835   | DEFINED | 01 |
| D FLORIDA BANKS INC              | COM | 340560101 | 231   | 20000   | DEFINED | 01 |
| D FLORIDA EAST COAST INDS INC    | COM | 340632207 | 623   | 25000   | DEFINED | 01 |
| D FLUOR CORP NEW                 | COM | 343412102 | 743   | 22094   | DEFINED | 01 |
| D FORD MOTOR CO (NEW)            | COM | 345370860 | 497   | 45262   | DEFINED | 01 |
| D FORTUNE BRANDS INC             | COM | 349631101 | 356   | 6820    | DEFINED | 01 |
| D FORWARD AIR CORP               | COM | 349853101 | 808   | 32027   | DEFINED | 01 |
| D GANNETT CO INC                 | COM | 364730101 | 1082  | 14082   | DEFINED | 01 |
| D GENERAL ELECTRIC CO            | COM | 369604103 | 33670 | 1173994 | DEFINED | 01 |
| D GENERAL MILLS INC              | COM | 370334104 | 1279  | 26974   | DEFINED | 01 |
| D GENERAL MOTORS CORP            | COM | 370442105 | 266   | 7398    | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D GENERAL MOTORS CORP NEW        | COM | 370442832 | 304   | 23726   | DEFINED | 01 |
| D * GENTEX CORP                  | COM | 371901109 | 261   | 8500    | DEFINED | 01 |
| D GENUINE PARTS CO               | COM | 372460105 | 251   | 7835    | DEFINED | 01 |
| D GILLETTE CO                    | COM | 375766102 | 1984  | 62262   | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP         | COM | 376535100 | 3200  | 156252  | DEFINED | 01 |
| D GLAXOSMITHKLINE PLC            | COM | 37733W105 | 365   | 8999    | DEFINED | 01 |
| D GOLDMAN SACHS GROUP INC        | COM | 38141G104 | 18658 | 222787  | DEFINED | 01 |
| D * GRANITE BROADCASTING CORP    | COM | 387241102 | 96    | 31325   | DEFINED | 01 |
| D GREATER BAY BANCORP            | COM | 391648102 | 6502  | 324432  | DEFINED | 02 |
| D GULFTERRA ENERGY PARTNERS LP   | COM | 40274U108 | 225   | 6000    | DEFINED | 01 |
| D HRPT PROPERTIES TRUST          | COM | 40426W101 | 153   | 16599   | DEFINED | 01 |
| D HALLIBURTON CO                 | COM | 406216101 | 219   | 9518    | DEFINED | 01 |
| D HARLEY DAVIDSON INC            | COM | 412822108 | 9580  | 240354  | DEFINED | 01 |
| D HARMAN INTL INDUSTRIES INC NEW | COM | 413086109 | 847   | 10700   | DEFINED | 01 |
| D HARSCO CORP                    | COM | 415864107 | 3410  | 94588   | DEFINED | 01 |
| D HASBRO INC                     | COM | 418056107 | 187   | 10717   | DEFINED | 01 |
| D HEARST-ARGYLE TELEVISION INC   | COM | 422317107 | 871   | 33643   | DEFINED | 01 |
| D H.J. HEINZ CO                  | COM | 423074103 | 556   | 16855   | DEFINED | 01 |
| D HERSHEY FOODS CORP             | COM | 427866108 | 15205 | 218278  | DEFINED | 01 |
| D HEWLETT-PACKARD CO             | COM | 428236103 | 431   | 20249   | DEFINED | 01 |
| D HIGH INCOME OPPORTUNITY FUND   | COM | 42967Q105 | 148   | 19838   | DEFINED | 01 |
| D HILTON HOTELS CORP             | COM | 432848109 | 15899 | 1243062 | DEFINED | 01 |
| D HOME DEPOT INC                 | COM | 437076102 | 9052  | 273306  | DEFINED | 01 |
| D * HORIZON ORGANIC HOLDING CORP | COM | 44043T103 | 1130  | 47576   | DEFINED | 01 |
| D * HOT TOPIC INC                | COM | 441339108 | 665   | 24680   | DEFINED | 01 |
| D HUBBELL INC CLASS B            | COM | 443510201 | 3677  | 111095  | DEFINED | 01 |
| D IMS HEALTH INC                 | COM | 449934108 | 277   | 15376   | DEFINED | 01 |
| D ISTAR FINANCIAL INC            | COM | 45031U101 | 3668  | 100501  | DEFINED | 01 |
| D ITT EDUCATIONAL SERVICES INC   | COM | 45068B109 | 3877  | 132533  | DEFINED | 02 |
| D ILL TOOL WORKS INC             | COM | 452308109 | 10627 | 161381  | DEFINED | 01 |
| D IMAGISTICS INTERNATIONAL INC   | COM | 45247T104 | 2713  | 105152  | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW           | COM | 453038408 | 524   | 15001   | DEFINED | 01 |
| D * INERGY L P                   | COM | 456615103 | 279   | 7172    | DEFINED | 01 |
| D * INSITUFORM TECHNOLOGIES INC  | COM | 457667103 | 5440  | 308578  | DEFINED | 01 |
| D * INTEL CORP                   | COM | 458140100 | 3798  | 182522  | DEFINED | 01 |
| D INTL BUSINESS MACHINES CORP    | COM | 459200101 | 4905  | 59455   | DEFINED | 01 |
| D * INTERNATIONAL SPEEDWAY CORP  | COM | 460335201 | 3914  | 99074   | DEFINED | 01 |
| D INTRUSION INC                  | COM | 46121E106 | 15    | 20000   | DEFINED | 01 |
| D INVESTMENT TECH GROUP INC NEW  | COM | 46145F105 | 1724  | 92663   | DEFINED | 01 |
| D * INVESTORS FINL SERVICES CORP | COM | 461915100 | 239   | 8239    | DEFINED | 01 |
| D IRON MOUNTAIN INC (PA) NEW     | COM | 462846106 | 8135  | 219330  | DEFINED | 02 |
| D ISHARES TRUST                  | COM | 464287242 | 2591  | 22601   | DEFINED | 01 |
| D ISHARES TRUST                  | COM | 464287309 | 1315  | 26520   | DEFINED | 01 |
| D ISHARES TRUST                  | COM | 464287408 | 1362  | 28545   | DEFINED | 01 |
| D ISHARES TRUST                  | COM | 464287457 | 8351  | 100967  | DEFINED | 01 |
| D ISHARES TRUST                  | COM | 464287465 | 28709 | 265066  | DEFINED | 01 |
| D ISHARES TRUST DOW JONES        | COM | 464287580 | 8732  | 179228  | DEFINED | 01 |
| D ISHARES INC                    | COM | 464287606 | 35626 | 348418  | DEFINED | 01 |
| D ISHARES TRUST DOW JONES        | COM | 464287697 | 898   | 16568   | DEFINED | 01 |
| D ISHARES INC                    | COM | 464287705 | 36082 | 406097  | DEFINED | 01 |
| D ISHARES TRUST-DOW JONES U.S.   | COM | 464287713 | 1868  | 90282   | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S    | COM | 464287762 | 8070  | 148095  | DEFINED | 01 |
| D ISHARES TRUST DOW JONES        | COM | 464287796 | 346   | 8012    | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S    | COM | 464287812 | 5267  | 120387  | DEFINED | 01 |
| D ISHARES INC                    | COM | 464287879 | 24499 | 300606  | DEFINED | 01 |
| D ISHARES INC                    | COM | 464287887 | 24022 | 329072  | DEFINED | 01 |
| D JDS UNIPHASE CORP              | COM | 46612J101 | 58    | 16550   | DEFINED | 01 |
| D JP MORGAN CHASE & CO           | COM | 46625H100 | 2143  | 62695   | DEFINED | 01 |
| D JEFFERSON PILOT CORP           | COM | 475070108 | 363   | 8762    | DEFINED | 01 |
| D JOHNSON & JOHNSON              | COM | 478160104 | 23229 | 449306  | DEFINED | 01 |
| D * KLA-TENCOR CORP              | COM | 482480100 | 234   | 5029    | DEFINED | 01 |
| D KANEB PIPE LINE PARTNERS L.P.  | COM | 484169107 | 418   | 9599    | DEFINED | 01 |

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|                                  |     |           |       |         |         |    |
|----------------------------------|-----|-----------|-------|---------|---------|----|
| D KELLOGG CO                     | COM | 487836108 | 405   | 11782   | DEFINED | 01 |
| D KERR-MCGEE CORP (HOLDING CO)   | COM | 492386107 | 3650  | 81472   | DEFINED | 01 |
| D KEYCORP NEW                    | COM | 493267108 | 317   | 12561   | DEFINED | 01 |
| D KIMBERLY CLARK CORP            | COM | 494368103 | 1136  | 21784   | DEFINED | 01 |
| D KIMCO REALTY CORP              | COM | 49446R109 | 8981  | 236957  | DEFINED | 01 |
| D KINDER MORGAN ENRGY PARTNRS LP | COM | 494550106 | 491   | 12435   | DEFINED | 01 |
| D LNR PROPERTY CORP              | COM | 501940100 | 2407  | 64365   | DEFINED | 01 |
| D LEGGETT AND PLATT              | COM | 524660107 | 1101  | 53694   | DEFINED | 01 |
| D LEXINGTON CORP PPTYS TRUST SBI | COM | 529043101 | 426   | 24070   | DEFINED | 01 |
| D LIBERTY MEDIA CORP NEW         | COM | 530718105 | 25104 | 2171658 | DEFINED | 01 |
| D LIBERTY PROPERTY TRUST         | COM | 531172104 | 568   | 16411   | DEFINED | 01 |
| D LIFELINE SYSTEMS INC           | COM | 532192101 | 2284  | 80433   | DEFINED | 01 |
| D ELI LILLY AND CO               | COM | 532457108 | 946   | 13720   | DEFINED | 01 |
| D LINCARE HOLDINGS INC           | COM | 532791100 | 910   | 28798   | DEFINED | 01 |
| D LINCOLN NATL CONV SECS FD INC  | COM | 534183108 | 211   | 15001   | DEFINED | 01 |
| D LINCOLN NATIONAL CORP (IN)     | COM | 534187109 | 520   | 14601   | DEFINED | 01 |
| D LOWE'S COMPANIES INC           | COM | 548661107 | 2898  | 67483   | DEFINED | 01 |
| D LUCENT TECHNOLOGIES INC        | COM | 549463107 | 84    | 41482   | DEFINED | 01 |
| D MANAGED MUNIS PORTFOLIO INC    | COM | 561662107 | 906   | 83534   | DEFINED | 01 |
| D MARKEL CORP (HOLDING COMPANY)  | COM | 570535104 | 2612  | 10205   | DEFINED | 01 |
| D MASCO CORPORATION              | COM | 574599106 | 317   | 13287   | DEFINED | 01 |
| D MASSEY ENERGY COMPANY          | COM | 576206106 | 290   | 22029   | DEFINED | 01 |
| D MAY DEPARTMENT STORES CO       | COM | 577778103 | 548   | 24602   | DEFINED | 01 |
| D MAYTAG CORP                    | COM | 578592107 | 220   | 9001    | DEFINED | 01 |
| D MCDONALD'S CORP                | COM | 580135101 | 1310  | 59384   | DEFINED | 01 |
| D MEDTRONIC INC                  | COM | 585055106 | 8947  | 186521  | DEFINED | 01 |
| D MERCK & COMPANY INC            | COM | 589331107 | 33460 | 552609  | DEFINED | 01 |
| D MERRILL LYNCH & CO             | COM | 590188108 | 338   | 7235    | DEFINED | 01 |
| D * MICROSOFT CORP               | COM | 594918104 | 19079 | 744107  | DEFINED | 01 |
| D MOHAWK INDUSTRIES INC          | COM | 608190104 | 577   | 10395   | DEFINED | 02 |
| D ROBERT MONDAVI CORP            | COM | 609200100 | 240   | 9594    | DEFINED | 01 |
| D MORGAN STANLEY NEW             | COM | 617446448 | 378   | 8846    | DEFINED | 01 |
| D MOTOROLA INC                   | COM | 620076109 | 315   | 33385   | DEFINED | 01 |
| D MYLAN LABORATORIES             | COM | 628530107 | 257   | 7402    | DEFINED | 01 |
| D NN INC                         | COM | 629337106 | 2934  | 231755  | DEFINED | 01 |
| D NANOPHASE TECHNOLOGIES CORP    | COM | 630079101 | 52    | 10310   | DEFINED | 02 |
| D NASDAQ 100 TRUST               | COM | 631100104 | 854   | 28530   | DEFINED | 01 |
| D NATIONAL CITY CORP             | COM | 635405103 | 1514  | 46277   | DEFINED | 01 |
| D NATIONAL COMMERCE FINL CORP    | COM | 63545P104 | 11550 | 520507  | DEFINED | 01 |
| D NATUZZI S P A ADR              | COM | 63905A101 | 5023  | 626337  | DEFINED | 02 |
| D NAUTILUS GROUP INC             | COM | 63910B102 | 124   | 10001   | DEFINED | 01 |
| D NEW YORK TIMES CL A            | COM | 650111107 | 293   | 6429    | DEFINED | 01 |
| D NEWELL RUBBERMAID INC          | COM | 651229106 | 476   | 16985   | DEFINED | 01 |
| D NICOR INC                      | COM | 654086107 | 3385  | 91208   | DEFINED | 01 |
| D NOKIA CORP                     | COM | 654902204 | 914   | 55657   | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP          | COM | 655844108 | 727   | 37872   | DEFINED | 01 |
| D NORTEL NETWORKS CORP NEW       | COM | 656568102 | 28    | 10477   | DEFINED | 01 |
| D NORTH FORK BANCORPORATION (NY) | COM | 659424105 | 3548  | 104165  | DEFINED | 01 |
| D NORTHERN BORDER PARTNERS L P   | COM | 664785102 | 1475  | 35325   | DEFINED | 01 |
| D NUVEEN CALIF MUNI VALUE FUND   | COM | 67062C107 | 133   | 13202   | DEFINED | 01 |
| D NUVEEN CALIF PERFORMANCE PLUS- | COM | 67062Q106 | 217   | 14174   | DEFINED | 01 |
| D NUVEEN DIVIDEND ADVANTAGE      | COM | 67066V101 | 987   | 62656   | DEFINED | 01 |
| D NUVEEN QUALITY PFD INCOME FUND | COM | 67071S101 | 293   | 18456   | DEFINED | 01 |
| D NUVEEN PREFERRED & CONVERTIBLE | COM | 67073B106 | 165   | 10691   | DEFINED | 01 |
| D O CHARLEYS INC                 | COM | 670823103 | 574   | 26635   | DEFINED | 01 |
| D OGE ENERGY CORP                | COM | 670837103 | 466   | 21791   | DEFINED | 01 |
| D NUVEEN MUNICIPAL VALUE FD INC  | COM | 670928100 | 2010  | 212422  | DEFINED | 01 |
| D OCCIDENTAL PETROLEUM CORP      | COM | 674599105 | 402   | 11989   | DEFINED | 01 |
| D * ORACLE CORP                  | COM | 68389X105 | 1773  | 147613  | DEFINED | 01 |
| D OWENS-ILLINOIS INC NEW         | COM | 690768403 | 179   | 13000   | DEFINED | 01 |
| D PMC CAPITAL INC                | COM | 693430100 | 372   | 76700   | DEFINED | 01 |
| D PMC COMMERCIAL TRUST SBI       | COM | 693434102 | 463   | 34570   | DEFINED | 01 |

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|                                  |     |           |       |        |         |    |
|----------------------------------|-----|-----------|-------|--------|---------|----|
| D PACIFICARE HEALTH SYS INC DEL  | COM | 695112102 | 222   | 4500   | DEFINED | 01 |
| D * PAYCHEX INC                  | COM | 704326107 | 260   | 8831   | DEFINED | 01 |
| D PEOPLES BANK                   | COM | 710198102 | 267   | 9201   | DEFINED | 01 |
| D PEPSICO INC                    | COM | 713448108 | 25632 | 575997 | DEFINED | 01 |
| D PFIZER INC                     | COM | 717081103 | 30836 | 902959 | DEFINED | 01 |
| D PHOTOGEN TECHNOLOGIES INC #    | COM | 71932A309 | 101   | 43000  | DEFINED | 01 |
| D PIEDMONT NATURAL GAS CO INC    | COM | 720186105 | 217   | 5601   | DEFINED | 01 |
| D PLAINS RESOURCES INC #         | COM | 726540503 | 2210  | 156176 | DEFINED | 01 |
| D PLANTRONICS INC NEW            | COM | 727493108 | 3808  | 175733 | DEFINED | 01 |
| D PLUM CREEK TIMBER CO INC       | COM | 729251108 | 8687  | 334779 | DEFINED | 01 |
| D PROCTER & GAMBLE CO            | COM | 742718109 | 13285 | 148966 | DEFINED | 01 |
| D PROGRESS ENERGY INC            | COM | 743263105 | 676   | 15398  | DEFINED | 01 |
| D PROVINCE HEALTHCARE CO         | COM | 743977100 | 111   | 10000  | DEFINED | 01 |
| D PROVIDIAN FINANCIAL CORP       | COM | 74406A102 | 194   | 21000  | DEFINED | 01 |
| D PUBLIC STORAGE INC             | COM | 74460D109 | 1741  | 51398  | DEFINED | 01 |
| D PULITZER INC                   | COM | 745769109 | 1125  | 22756  | DEFINED | 01 |
| D PULTE HOMES INC                | COM | 745867101 | 775   | 12572  | DEFINED | 01 |
| D PUTNAM MASTER INCOME TRUST SBI | COM | 74683K104 | 74    | 11050  | DEFINED | 01 |
| D PUTNAM MASTER INTERMEDIATE -   | COM | 746909100 | 67    | 10434  | DEFINED | 01 |
| D QUAKER FABRIC CORP             | COM | 747399103 | 665   | 100000 | DEFINED | 01 |
| D * QUALCOMM INC                 | COM | 747525103 | 707   | 19669  | DEFINED | 01 |
| D QWEST COMMUNICATIONS           | COM | 749121109 | 71    | 14832  | DEFINED | 01 |
| D RAINBOW TECHNOLOGIES           | COM | 750862104 | 152   | 18100  | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW       | COM | 751028101 | 709   | 28419  | DEFINED | 02 |
| D RAYONIER INC                   | COM | 754907103 | 5789  | 175427 | DEFINED | 01 |
| D REALTY INCOME CORP             | COM | 756109104 | 250   | 6567   | DEFINED | 01 |
| D RENAL CARE GROUP INC           | COM | 759930100 | 271   | 7705   | DEFINED | 01 |
| D RESMED INC                     | COM | 761152107 | 724   | 18465  | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC        | COM | 773903109 | 408   | 17111  | DEFINED | 01 |
| D ROCKWELL COLLINS INC           | COM | 774341101 | 367   | 14905  | DEFINED | 01 |
| D ROYAL BANK OF CANADA           | COM | 780087102 | 1019  | 23937  | DEFINED | 01 |
| D ROYAL DUTCH PETROLEUM CO #     | COM | 780257804 | 3388  | 72679  | DEFINED | 01 |
| D RUSS BERRIE & CO INC           | COM | 782233100 | 1731  | 47413  | DEFINED | 01 |
| D SBC COMMUNICATIONS INC         | COM | 78387G103 | 3945  | 154411 | DEFINED | 01 |
| D SLM CORP                       | COM | 78442P106 | 488   | 12467  | DEFINED | 01 |
| D STANDARD & POOR'S 500          | COM | 78462F103 | 1159  | 11875  | DEFINED | 01 |
| D * SAFECO CORPORATION           | COM | 786429100 | 591   | 16750  | DEFINED | 01 |
| D ST JOE COMPANY                 | COM | 790148100 | 1903  | 61001  | DEFINED | 01 |
| D ST JUDE MEDICAL INC            | COM | 790849103 | 368   | 6400   | DEFINED | 01 |
| D SARA LEE CORP                  | COM | 803111103 | 1330  | 70703  | DEFINED | 01 |
| D SCANA CORP NEW                 | COM | 80589M102 | 459   | 13379  | DEFINED | 01 |
| D SCHERING-PLOUGH CORP           | COM | 806605101 | 1496  | 80423  | DEFINED | 01 |
| D SCHLUMBERGER LTD               | COM | 806857108 | 664   | 13952  | DEFINED | 01 |
| D A. SCHULMAN INC                | COM | 808194104 | 3341  | 207786 | DEFINED | 01 |
| D SCOTTS COMPANY                 | COM | 810186106 | 2122  | 42871  | DEFINED | 02 |
| D E W SCRIPPS CO NEW CL A        | COM | 811054204 | 7886  | 88885  | DEFINED | 01 |
| D SEA CONTAINERS LTD CL A        | COM | 811371707 | 229   | 20110  | DEFINED | 01 |
| D SEALED AIR CORP NEW            | COM | 81211K100 | 295   | 6200   | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST       | COM | 81369Y100 | 7916  | 381853 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST       | COM | 81369Y407 | 5530  | 204142 | DEFINED | 01 |
| D SECTOR SPDR TRUST (ENERGY)     | COM | 81369Y506 | 10586 | 440182 | DEFINED | 01 |
| D SECTOR SPDR TRUST (FINANCIAL)  | COM | 81369Y605 | 15318 | 623953 | DEFINED | 01 |
| D SECTOR SPDR TRUST (INDUSTRIAL) | COM | 81369Y704 | 9290  | 414925 | DEFINED | 01 |
| D SECTOR SPDR TRUST (TECHNOLOGY) | COM | 81369Y803 | 13104 | 767688 | DEFINED | 02 |
| D SERVICE CORP INTL              | COM | 817565104 | 201   | 51991  | DEFINED | 01 |
| D * SIGMA ALDRICH CORP           | COM | 826552101 | 13004 | 239395 | DEFINED | 01 |
| D SIMULA INC                     | COM | 829206101 | 27    | 10550  | DEFINED | 01 |
| D SMITH & WOLLENSKY RESTAURANT   | COM | 831758107 | 2039  | 399015 | DEFINED | 01 |
| D J.M. SMUCKER CO NEW            | COM | 832696405 | 5841  | 146425 | DEFINED | 01 |
| D SNAP-ON INC                    | COM | 833034101 | 7544  | 259852 | DEFINED | 01 |
| D SOUTHERN COMPANY               | COM | 842587107 | 1041  | 33420  | DEFINED | 01 |
| D SPRINT CORP (FON GROUP)        | COM | 852061100 | 261   | 18151  | DEFINED | 01 |

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|                                  |                  |           |         |        |                  |    |
|----------------------------------|------------------|-----------|---------|--------|------------------|----|
| D STATE STREET CORP              | COM              | 857477103 | 516     | 13096  | DEFINED          | 01 |
| D STEWART ENTERPRISES INC        | COM              | 860370105 | 208     | 48373  | DEFINED          | 01 |
| D STREETTRACKS SERIES TRUST      | COM              | 86330E604 | 6603    | 51664  | DEFINED          | 01 |
| D STRYKER CORP                   | COM              | 863667101 | 461     | 6651   | DEFINED          | 01 |
| D SUN COMMUNITIES INC            | COM              | 866674104 | 11705   | 297836 | DEFINED          | 01 |
| D * SUN MICROSYSTEMS INC         | COM              | 866810104 | 883     | 189904 | DEFINED          | 01 |
| D SUNTRUST BANKS INC             | COM              | 867914103 | 797     | 13433  | DEFINED          | 01 |
| D SURMODICS INC                  | COM              | 868873100 | 304     | 9960   | DEFINED          | 01 |
| D SYSCO CORPORATION              | COM              | 871829107 | 5158    | 171708 | DEFINED          | 01 |
| D TECO ENERGY INC                | COM              | 872375100 | 262     | 21868  | DEFINED          | 01 |
| D TEPPCO PARTNERS L.P.           | COM              | 872384102 | 208     | 5686   | DEFINED          | 01 |
| D TII NETWORK TECH INC           | COM              | 872479209 | 8       | 20000  | DEFINED          | 01 |
| D TLC VISION CORP                | COM              | 872549100 | 50      | 10051  | DEFINED          | 01 |
| D TARGET CORP                    | COM              | 87612E106 | 3214    | 84934  | DEFINED          | 01 |
| D TEMPLETON GLOBAL INCOME FUND   | COM              | 880198106 | 398     | 48573  | DEFINED          | 01 |
| D * TEVA PHARMACEUTICAL INDS ADR | COM              | 881624209 | 1883    | 33100  | DEFINED          | 01 |
| D TEXAS INSTRUMENTS INC          | COM              | 882508104 | 464     | 26388  | DEFINED          | 01 |
| D 3COM CORP                      | COM              | 885535104 | 82      | 17500  | DEFINED          | 01 |
| D 3M COMPANY                     | COM              | 88579Y101 | 4107    | 31842  | DEFINED          | 01 |
| D TOWER AUTOMOTIVE INC           | COM              | 891707101 | 73      | 20000  | DEFINED          | 01 |
| D TRIBUNE CO NEW                 | COM              | 896047107 | 4131    | 85530  | DEFINED          | 01 |
| D TYCO INTERNATIONAL LTD NEW     | COM              | 902124106 | 1648    | 86824  | DEFINED          | 01 |
| D * USA TRUCK INC                | COM              | 902925106 | 320     | 35520  | DEFINED          | 01 |
| D US BANCORP NEW                 | COM              | 902973304 | 1854    | 75669  | DEFINED          | 01 |
| D UNION PACIFIC CORP             | COM              | 907818108 | 848     | 14616  | DEFINED          | 01 |
| D UNION PLANTERS CORP            | COM              | 908068109 | 440     | 14192  | DEFINED          | 01 |
| D UNITED PARCEL SERVICE INC      | COM              | 911312106 | 973     | 15268  | DEFINED          | 01 |
| D UNITED TECHNOLOGIES CORP       | COM              | 913017109 | 1506    | 21263  | DEFINED          | 01 |
| D VARIAN MEDICAL SYSTEMS INC     | COM              | 92220P105 | 9454    | 164215 | DEFINED          | 01 |
| D VECTREN CORP                   | COM              | 92240G101 | 4135    | 165061 | DEFINED          | 01 |
| D * VERISIGN INC                 | COM              | 92343E102 | 237     | 17185  | DEFINED          | 01 |
| D VERIZON COMMUNICATIONS         | COM              | 92343V104 | 2421    | 61376  | DEFINED          | 01 |
| D VIACOM INC CL B                | COM              | 925524308 | 250     | 5724   | DEFINED          | 01 |
| D VODAFONE GROUP PLC NEW         | COM              | 92857W100 | 447     | 22753  | DEFINED          | 01 |
| D WD-40 COMPANY                  | COM              | 929236107 | 210     | 7376   | DEFINED          | 01 |
| D W.P. CAREY & CO LLC            | COM              | 92930Y107 | 218     | 7285   | DEFINED          | 01 |
| D WACHOVIA CORP (2ND NEW)        | COM              | 929903102 | 1234    | 30884  | DEFINED          | 01 |
| D WAL-MART STORES INC            | COM              | 931142103 | 50022   | 932021 | DEFINED          | 01 |
| D WALGREEN COMPANY               | COM              | 931422109 | 3803    | 126339 | DEFINED          | 01 |
| D WASHINGTON MUTUAL INC          | COM              | 939322103 | 1077    | 26069  | DEFINED          | 01 |
| D WASHINGTON POST CO CL B        | COM              | 939640108 | 311     | 425    | DEFINED          | 02 |
| D WASTE MANAGEMENT INC NEW       | COM              | 94106L109 | 471     | 19536  | DEFINED          | 01 |
| D WELLPOINT HEALTH NETWORKS NEW  | COM              | 94973H108 | 735     | 8720   | DEFINED          | 01 |
| D WELLS FARGO & CO NEW           | COM              | 949746101 | 29113   | 577631 | DEFINED          | 01 |
| D WESTWOOD ONE INC               | COM              | 961815107 | 7141    | 210464 | DEFINED          | 01 |
| D JOHN WILEY & SONS INC          | COM              | 968223206 | 2211    | 84395  | DEFINED          | 01 |
| D WILLIAMS ENERGY PARTNERS L.P.  | COM              | 969491109 | 320     | 6756   | DEFINED          | 01 |
| D WILMINGTON TRUST CORP          | COM              | 971807102 | 305     | 10401  | DEFINED          | 01 |
| D WYETH                          | COM              | 983024100 | 3875    | 85063  | DEFINED          | 01 |
| D XEROX CORPORATION              | COM              | 984121103 | 227     | 21418  | DEFINED          | 01 |
| D ZEBRA TECHNOLOGIES CORP        | COM              | 989207105 | 10216   | 135765 | DEFINED          | 02 |
| D ZILA INC                       | COM              | 989513205 | 72      | 24928  | DEFINED          | 01 |
| D ZIMMER HOLDINGS INC            | COM              | 98956P102 | 776     | 17230  | DEFINED          | 01 |
| D INGERSOLL-RAND COMPANY LIMITED | COM              | G4776G101 | 22333   | 471952 | DEFINED          | 01 |
| D W.P. STEWART & CO LTD          | COM              | G84922106 | 7496    | 334631 | DEFINED          | 02 |
| D TRANSOCEAN INC                 | COM              | G90078109 | 442     | 20104  | DEFINED          | 01 |
| D XL CAPITAL LTD                 | COM              | G98255105 | 283     | 3407   | DEFINED          | 01 |
| S REPORT SUMMARY                 | 391 DATA RECORDS |           | 1538205 |        | 2 OTHER MANAGERS |    |