

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2006-05-08** | Period of Report: **2006-03-31**
SEC Accession No. **0000950123-06-005872**

([HTML Version](#) on [secdatabase.com](#))

FILER

SCHUPF H A & CO LLC

CIK: **1167509** | IRS No.: **061629202** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-10124** | Film No.: **06815660**

Mailing Address
590 MADISON AVENUE
NEW YORK NY 10022

Business Address
590 MADISON AVENUE
NEW YORK NY 10022
2122946500

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

FORM 13F

Form 13F COVER PAGE

Report for the Quarter Ended March 31, 2006

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: H.A. Schupf & Co., LLC

Address: 590 Madison Avenue
New York, NY 10020

Form 13F File Number: 28-10124

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: H. Axel Schupf
Title: Managing Member
Phone: (212) 294-6500

Signature, Place, and Date of Signing:

/s/ H. Axel Schupf New York, New York May 8, 2006

[Signature]

[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 manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.] NONE

FORM 13F SUMMARY PAGE

Report Summary

<TABLE>	
<S>	<C>
Number of other Included Managers:	0
Form 13F Information Table Entry Total:	223
Form 13F Information Table Value Total:	\$2,011,501
	(thousands)

List of Other Included Managers: NONE

</TABLE>

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 NONE

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

FORM 13F

Page 1 of 6 NAME OF REPORTING MANAGER H.A. SCHUPF & CO., LLC (SEC USE ONLY)

<TABLE>
<CAPTION>

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 6: Investment Discretion						Item 7: Managers See			Item 8: Voting Authority (Shares)	
			Item 4: Fair Market Value (x \$1,000)	Item 5: Shares of Principal Amount	(a) Sole	(b)		Instr. V	(a) Sole	(b) Shared	(c) None		
						Shared-As Defined in Instr. V	(c) Shared- Other						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
3M COMPANY	COM	88579Y101	238	3,150 SH	X						3,150		
ABBOTT LABORATORIES	COM	002824100	17	400 SH	X						400		
ADVO SYS	COM	007585102	414	12,934 SH	X						12,934		
AGNICO EAGLE MINES LTD	COM	008474108	61	2,000 SH	X						2,000		
ALBERTO CULVER CO	COM	013068101	88	2,000 SH	X						2,000		
ALCON INC	COM	H01301102	99,657	955,846 SH	X						955,846		
ALLSTATE CORP	COM	020002101	91	1,738 SH	X						1,738		
ALTRIA GROUP INC	COM	02209S103	301	4,250 SH	X						4,250		
AMBAC FINANCIAL GROUP INC	COM	023139108	61,397	771,318 SH	X						771,318		
AMERICA MOVIL S.A.	ADR	02364W105	228	6,649 SH	X						6,649		
AMERICAN CAPITAL STRATEGIES	COM	024937104	35	1,000 SH	X						1,000		
AMERICAN EXPRESS COMPANY	COM	025816109	363	6,900 SH	X						6,900		
AMERICAN INTERNATIONAL GROUP INC.	COM	026874107	492	7,450 SH	X						7,450		
AMGEN CORP	COM	031162100	826	11,350 SH	X						11,350		
AMPHENOL CORP NEW-CL A	COM	032095101	115,314	2,209,920 SH	X						2,209,920		
ANADARKO PETROLEUM CORP	COM	032511107	74	730 SH	X						730		
ANDREW CORP	COM	034425108	25	2,000 SH	X						2,000		
APOLLO GROUP INC CLASS A	COM	037604105	47	900 SH	X						900		
APOLLO INVESTMENT CORP	COM	03761U106	59	3,287 SH	X						3,287		
APPLE COMPUTER INC	COM	037833100	48	767 SH	X						767		
ARACRUZ CELULOSE SA SPON	ADR	038496204	53	1,000 SH	X						1,000		
ARAMARK CORP- CL B	COM	038521100	36,347	1,230,425 SH	X						1,230,425		
ARBITRON INC	COM	03875Q108	94,790	2,802,771 SH	X						2,802,771		
ASTRAZENECA PLC SPONS	ADR	046353108	30	600 SH	X						600		
AT&T	COM	00206R102	104	3,846 SH	X						3,846		
AUTOMATIC DATA PROCESSING INC	COM	053015103	617	13,500 SH	X						13,500		
AVAYA INC	COM	053499109	17	1,530 SH	X						1,530		
BAA PLC-SPONSORED	ADR	05518L206	101	7,000 SH	X						7,000		
BANCO SANTANDER CEN-SPON	ADR	05964H105	15	1,025 SH	X						1,025		
BANK AMER CORP	COM	060505104	4,308	94,598 SH	X						94,598		
BANK OF NEW YORK CO INC	COM	064057102	45	1,240 SH	X						1,240		
BANK ONE CAPITAL VI 7.20% SECS	PFD	06423W204	20	800 SH	X						800		
BARR PHARMACEUTICALS INC	COM	068306109	213	3,375 SH	X						3,375		
BEA SYS INC	COM	073325102	1,345	102,436 SH	X						102,436		
BEAR STEARNS COMPANIES INC	PFD	073902702	20	400 SH	X						400		
BED BATH & BEYOND INC	COM	075896100	89,587	2,332,982 SH	X						2,332,982		
BERKSHIRE HATHAWAY I - CL B	COM	084670207	2,461	817 SH	X						817		
BERKSHIRE HATHAWAY INC CL A	COM	084670108	632	7 SH	X						7		
BEST BUY CO INC	COM	086516101	56	1,000 SH	X						1,000		
COLUMN TOTAL			510,536										

</TABLE>

<TABLE>
<CAPTION>

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4: Fair Market Value (x \$1,000)		Item 5: Shares of Principal Amount	Item 6: Investment Discretion			Item 8: Voting Authority (Shares)			
			(a) Sole	(b) Shared-As Defined in Instr. V		(c) Shared- Other	Item 7: Managers See Instr. V	(a) Sole	(b) Shared	(c) None		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
BG GROUP PLC SPON ADR	ADR	055434203	15		240 SH	X				240		
BLACKROCK NEW YORK INSD MUN	PFD	09249U204	50		2 SH	X				2		
BLACKROCK NEW YORK INSURED	COM	09247L107	57		3,729 SH	X				3,729		
BOARDWALK PIPELINE PARTNERS	COM	096627104	22		1,000 SH	X				1,000		
BOEING CO	COM	097023105	94		1,209 SH	X				1,209		
BOSTON PROPERTIES INC REIT	COM	101121101	914		9,800 SH	X				9,800		
BOSTON SCIENTIFIC CORP	COM	101137107	97,108		4,212,912 SH	X				4,212,912		
BP P L C SPONSORED	ADR	055622104	7,940		115,167 SH	X				115,167		
BP PRUDHOE ROYALTY SBI REIT	COM	055630107	410		5,800 SH	X				5,800		
BRISTOL MYERS SQUIBB CO	COM	110122108	214		8,701 SH	X				8,701		
BROOKFIELD ASSET MANAGE CL A	COM	112585104	62		1,130 SH	X				1,130		
CADBURY SCHWEPPES PLC	COM	061070900	31		3,170 SH	X				3,170		
CAMBRIDGE BANCORP	COM	132152109	105		4,000 SH	X				4,000		
CAMPBELL SOUP CO	COM	134429109	324		10,000 SH	X				10,000		
CANON INC SPONS ADR	ADR	138006309	12		186 SH	X				186		
CAPITAL ONE FINANCIAL CORP	COM	14040H105	1,155		14,344 SH	X				14,344		
CBSCORP CL B	COM	124857202	20		851 SH	X				851		
CEMEX SA SPONS ADR PART CER	ADR	151290889	46		700 SH	X				700		
CERIDIAN CORP NEW	COM	156779100	43		1,700 SH	X				1,700		
CHARLES RIVER LABORATORIES	COM	159864107	123,025		2,509,694 SH	X				2,509,694		
CHARTERMAC	COM	160908109	41		2,000 SH	X				2,000		
CHESAPEAKE ENERGY CORP	COM	165167107	28		900 SH	X				900		
CHEVRONTXACO CORP	COM	166764100	177		3,048 SH	X				3,048		
CHICAGO BRIDGE & IRON CO NV	COM	167250109	116,393		4,849,722 SH	X				4,849,722		
CIT GROUP	COM	125581108	214		4,000 SH	X				4,000		
CITIGROUP INC	COM	172967101	1,225		25,945 SH	X				25,945		
CITIGROUP INC-DEP SHS	PFD	172967812	227		4,500 SH	X				4,500		
COACH INC	COM	189754104	485		14,036 SH	X				14,036		
COCA-COLA CO	COM	191216100	4,808		114,842 SH	X				114,842		
COLGATE PALMOLIVE CO	COM	194162103	588		10,296 SH	X				10,296		
CONAGRA FOODS INC	COM	205887102	66		3,085 SH	X				3,085		
COVENTRY HEALTH CARE INC	COM	222862104	24		450 SH	X				450		
CROSSTEX ENERGY INC	COM	22765Y104	39		500 SH	X				500		
CULLEN FROST BANKERS	COM	229899109	591		11,000 SH	X				11,000		
CVS CORP	COM	126650100	32		1,068 SH	X				1,068		
DANAHER CORP DEL COM	COM	235851102	32		500 SH	X				500		
DEERFIELD TRIARC CAPITAL COR	COM	244572301	34		2,500 SH	X				2,500		
DELL INC	COM	24702R101	83		2,800 SH	X				2,800		
DEVON ENERGY CORPORATION NEW	COM	25179M103	73		1,200 SH	X				1,200		
DIAGEO ORD 28 101/108P	COM	023740905	63		4,000 SH	X				4,000		
COLUMN TOTAL			356,870									

</TABLE>

<TABLE>
<CAPTION>

Item 6:
Investment Discretion

Item 8:

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4:	Item 5:	(a) Sole	(b)	(c)	Item 7: Managers See Instr. V	Voting Authority (Shares)			
			Fair Market Value (x \$1,000)	Shares of Principal Amount		Shared-As Defined in Instr. V			Shared- Other	(a) Sole	(b) Shared	(c) None
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
DISCOVERY HOLDING CO-SER A W/I	COM	25468Y107	20	1,319 SH	X					1,319		
DUKE REALTY CORP REIT	COM	264411505	174	4,580 SH	X					4,580		
E I DU PONT DE NEMOURS & CO	COM	263534109	19	450 SH	X					450		
EDDIE BAUER HOLDINGS INC	COM	071625107	13	1,000 SH	X					1,000		
EDGAR ONLINE INC	COM	279765101	3,018	589,500 SH	X					589,500		
ELAN CORP PLC	ADR	284131208	29	2,000 SH	X					2,000		
ELI LILLY & CO	COM	532457108	219	3,956 SH	X					3,956		
EMERSON ELECTRIC CO	COM	291011104	125	1,500 SH	X					1,500		
ENERPLUS RESOURCES FUND	COM	29274D604	50	1,000 SH	X					1,000		
ESTEE LAUDER COMPANIES CL A	COM	518439104	74	2,000 SH	X					2,000		
EVEREST RE CAPITAL TRUST	PFD	299807206	17,562	684,150 SH	X					684,150		
EVEREST RE GROUP LTD	COM	G3223R108	81,034	867,885 SH	X					867,885		
EXXON MOBIL CORP	COM	30231G102	7,454	122,470 SH	X					122,470		
FASTENAL CO	COM	311900104	331	7,000 SH	X					7,000		
FEDERAL REALITY INVT TRUST	COM	313747206	75	1,000 SH	X					1,000		
FEDERATED INVESTR INC (PA.) CL B	COM	314211103	1,117	28,600 SH	X					28,600		
FIRST COASTAL BANCSHARES	COM	31969P504	34	326 SH	X					326		
FIRST DATA CORP	COM	319963104	47	1,000 SH	X					1,000		
FORTIS SPON ADR	ADR	34956J309	13	355 SH	X					355		
FOUR SEASONS HOTELS INC	COM	35100E104	76	1,500 SH	X					1,500		
FRANKLIN RESOURCES INC	COM	354613101	141	1,500 SH	X					1,500		
GENENTECH INC COM NEW	COM	368710406	12	139 SH	X					139		
GENERAL DYNAMICS CORP	COM	369550108	28	431 SH	X					431		
GENERAL ELECTRIC CO	COM	369604103	80,795	2,323,039 SH	X					2,323,039		
GENESIS ENERGY LP	COM	371927104	399	32,000 SH	X					32,000		
GLAXOSMITHKLINE PLC ADR	ADR	37733W105	16	315 SH	X					315		
GLENBOROUGH REALTY TRUST INC	COM	37803P105	22	1,000 SH	X					1,000		
GLOBAL PAYMENTS INC	COM	37940X102	17	320 SH	X					320		
GOLDEN WEST FINL CORP-DEL	COM	381317106	20	300 SH	X					300		
GOLDMAN SACHS GROUP INC PFD SER A	PFD	38143Y665	52	2,000 SH	X					2,000		
GUIDANT CORP	COM	401698105	70	900 SH	X					900		
HARTE-HANKS INC	COM	416196103	111,858	4,089,886 SH	X					4,089,886		
HEINEKEN HOLDING NV	COM	BOCCH4904	118	3,437 SH	X					3,437		
HILLMAN GROUP CAPITAL TR	PFD	43162L206	12	418 SH	X					418		
HOME DEPOT INC	COM	437076102	363	8,591 SH	X					8,591		
HONEYWELLINTERNATIONAL INC	COM	438516106	43	1,000 SH	X					1,000		
IMCLONE SYSTEMS INC.	COM	45245W109	34	1,000 SH	X					1,000		
INDUS INTERNATIONAL INC	COM	45578L100	18	5,000 SH	X					5,000		
ING GROUP NV SPONSORED ADR	ADR	456837103	16	400 SH	X					400		
INTEL CORP	COM	458140100	1,154	59,322 SH	X					59,322		
COLUMN TOTAL			306,672									

</TABLE>

FORM 13F

Page 4 of 6 NAME OF REPORTING MANAGER H.A. SCHUPF & CO., LLC (SEC USE ONLY)

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4:	Item 5:	(a) Sole	(b)	(c)	Item 7: Managers See Instr. V	Voting Authority (Shares)			
			Fair Market Value (x \$1,000)	Shares of Principal Amount		Shared-As Defined in Instr. V			Shared- Other	(a) Sole	(b) Shared	(c) None
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
INTERNATIONAL BUSINESS MACHINES	COM	459200101	259	3,145 SH	X					3,145		
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	158	4,500 SH	X					4,500		
INTERNATIONAL PAPER CO	COM	460146103	16	450 SH	X					450		
INTERNATIONAL SPEEDWAY												

CL A	COM	460335201	19	370	SH	X		370	
J & J SNACK FOOD CORP	COM	466032109	34	1,000	SH	X		1,000	
J C PENNY CO INC	COM	708160106	181	3,000	SH	X		3,000	
J P MORGAN CHASE & CO	COM	46625H100	175	4,196	SH	X		4,196	
JOHN WILEY & SONS INC									
CL A	COM	968223206	68	1,800	SH	X		1,800	
JOHNSON & JOHNSON	COM	478160104	4,083	68,938	SH	X		68,938	
KEYCORP NEW	COM	493267108	76	2,058	SH	X		2,058	
KINDER MORGAN INC	COM	49455P101	62	670	SH	X		670	
KOHL'S CORP	COM	500255104	11	200	SH	X		200	
KYPHON INC	COM	501577100	203	5,460	SH	X		5,460	
LAKELAND BANCORP INC	COM	511637100	75	4,817	SH	X		4,817	
LEHMAN BROTHERS HOLDINGS									
INC	COM	524908100	121	837	SH	X		837	
LEUCADIA NATIONAL CORP	COM	527288104	168	2,810	SH	X		2,810	
LIBERTY MEDIA CORP SER									
A NEW	COM	530718105	250	30,484	SH	X		30,484	
LLOYDS TSB GROUP PLC									
SP ADR	ADR	539439109	12	320	SH	X		320	
LOEWS CORP	COM	540424108	268	2,650	SH	X		2,650	
MANULIFE FINANCIAL CORP	COM	56501R106	439	7,000	SH	X		7,000	
MBIA INC	COM	55262C100	84,521	1,405,642	SH	X		1,405,642	
MCGRAW HILL COMPANIES									
INC	COM	580645109	161	2,800	SH	X		2,800	
MEDTRONIC INC	COM	585055106	1,936	38,149	SH	X		38,149	
MELLON FINL CORP	COM	58551A108	763	21,428	SH	X		21,428	
MERCK & CO INC	COM	589331107	42	1,195	SH	X		1,195	
MERRILL LYNCH & CO	COM	590188108	1,008	12,800	SH	X		12,800	
MERRILL LYNCH 7.28% PFD									
CAP	PFD	59021K205	26	1,000	SH	X		1,000	
MICROSOFT CORP	COM	594918104	2,854	104,900	SH	X		104,900	
MILLIPORE CORP	COM	601073109	73	1,000	SH	X		1,000	
MOODYS CORP	COM	615369105	90,300	1,263,646	SH	X		1,263,646	
MORGAN STANLEY	COM	617446448	15	243	SH	X		243	
NATIONAL AUSTRALIA BK SP									
ADR	ADR	632525408	15	110	SH	X		110	
NATIONAL CITY CORP	COM	635405103	155	4,452	SH	X		4,452	
NEUSTAR INC CL A	COM	64126X201	94,533	3,049,460	SH	X		3,049,460	
NEW PLAN EXCEL REALTY									
TRUST	COM	648053106	279	10,758	SH	X		10,758	
NIPPON TELEGRAPH & TELE									
ADR	ADR	654624105	10	465	SH	X		465	
NOKIA CORP-SPONSORED ADR									
REPSTG 1	ADR	654902204	62	3,000	SH	X		3,000	
NORTH FORK BANCORP INC									
DEL	COM	659424105	72	2,500	SH	X		2,500	
NOVARTIS AG-SPONSORED	ADR	66987V109	33	600	SH	X		600	
OCCULOGIX INC	COM	67461T107	17	5,000	SH	X		5,000	
COLUMN TOTAL			283,553						
			=====						

</TABLE>

FORM 13F

Page 5 of 6 NAME OF REPORTING MANAGER H.A. SCHUPF & CO., LLC (SEC USE ONLY)

<TABLE>
<CAPTION>

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 6: Investment Discretion					Item 8: Voting Authority (Shares)			
			Item 4: Fair Market Value (x \$1,000)	Item 5: Shares of Principal Amount	(b) Shared-As Defined in Instr. V		Item 7: Managers See Instr. V	(c) Shared- Other		(b) (c) Sole Shared None	
					(a) Sole	(c) Shared-Other		(a) Sole	(b) Shared	(c) None	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
PAYCHEX INC	COM	704326107	23	555 SH	X					555	
PEPSICO INC	COM	713448108	1,018	17,623 SH	X					17,623	
PERNOD RICARD	COM	468232004	48	250 SH	X					250	
PFIZER INC	COM	717081103	1,874	75,201 SH	X					75,201	
PLUM CREEK TIMBER CO INC	COM	729251108	288	7,800 SH	X					7,800	
PRAXAIR INC	COM	74005P104	55	1,000 SH	X					1,000	
PROCTER & GAMBLE CO	COM	742718109	1,215	21,079 SH	X					21,079	
PRUDENTIAL FINANCIAL INC	COM	744320102	76	1,000 SH	X					1,000	
R R DONNELLEY & SONS CO	COM	257867101	50	1,525 SH	X					1,525	
RICHEMONT (CIE FIN)-UTS											
A	COM	715111902	120	2,500 SH	X					2,500	
RIO TINTO PLC SPONSORED											
ADR	ADR	767204100	12	58 SH	X					58	
ROCKWELL COLLINS INC	COM	774341101	28	500 SH	X					500	

ROYAL BK SCOTLAND	PFD	780097879	10	400 SH	X	400
RWE AG SPONSORED ADR						
REPSTG ORD	COM	74975E303	16	185 SH	X	185
SANOFI SYNTHELABO SA	ADR	80105N105	114	2,400 SH	X	2,400
SCHERING PLOUGH CORP	COM	806605101	536	28,200 SH	X	28,200
SCHLUMBERGER LTD	COM	806857108	127	1,000 SH	X	1,000
SIGMA-ALDRICH CORP	COM	826552101	129,470	1,967,925 SH	X	1,967,925
SIMON PROPERTY GROUP INC	COM	828806109	200	2,382 SH	X	2,382
SLM CORPORATION	COM	78442F106	148,754	2,863,956 SH	X	2,863,956
SOCIETE GENERALE ADR	ADR	83364L109	18	600 SH	X	600
SOVEREIGN BANCORP INC	COM	845905108	144	6,577 SH	X	6,577
ST JUDE MEDICAL INC	COM	790849103	74	1,800 SH	X	1,800
STAPLES INC	COM	855030102	11	450 SH	X	450
STARBUCKS CORP	COM	855244109	40	1,076 SH	X	1,076
STATE STREET CORP	COM	857477103	532	8,800 SH	X	8,800
SUN BANCORP INC-N.J.	COM	86663B102	52	2,656 SH	X	2,656
SUNCOR ENERGY INC COM	COM	867229106	30	395 SH	X	395
SUNTRUST BANKS INC	COM	867914103	73	1,000 SH	X	1,000
SVB FINL GROUP	COM	78486Q101	163,933	3,090,161 SH	X	3,090,161
SYSCO CORP	COM	871829107	2,409	75,150 SH	X	75,150
TARGET CORP	COM	87612E106	110	2,113 SH	X	2,113
TEEKAY LNG PARTNERS LP	COM	Y8564M105	16	500 SH	X	500
TELEFONICA S A SPONSORED ADR	ADR	879382208	12	253 SH	X	253
TELEGRAAF HOLDINGSMIJ-CVA	COM	506291905	90	3,500 SH	X	3,500
TELUS CORP NON TRG SHS	COM	87971M202	46	1,200 SH	X	1,200
TEVA PHARM. INDS LTD	ADR	881624209	218	5,300 SH	X	5,300
TIME WARNER INC	COM	887317105	17	1,000 SH	X	1,000
TOTAL SA SPON ADR	ADR	89151E109	14	110 SH	X	110
TOYOTA MOTOR CORP SPON ADR	ADR	892331307	16	149 SH	X	149

COLUMN TOTAL			451,889			
			=====			

</TABLE>

<TABLE>
<CAPTION>

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4: Fair Market Value (x \$1,000)	Item 6: Investment Discretion			Item 7: Managers See Instr. V			Item 8: Voting Authority (Shares)		
				(a) Sole	(b) Shared-As Defined in Instr. V	(c) Shared-Other	(a) Sole	(b) Shared	(c) None			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
TRANSOCEAN INC	COM	G90078109	193	2,400 SH	X					2,400		
TRIARC COMPANIES INC - CL B SER 1	COM	895927309	203	11,600 SH	X					11,600		
TRIARC COMPANIES INC - CL A	COM	895927101	88	4,825 SH	X					4,825		
TRIBUNE CO NEW	COM	896047107	27	1,000 SH	X					1,000		
TRUSTREET PROPERTIES INC	COM	898404108	46	3,000 SH	X					3,000		
TXU CORP	COM	873168108	63	1,400 SH	X					1,400		
UNILEVER PLC SPONSORED ADR	ADR	904767704	12	290 SH	X					290		
UNITEDHEALTH GROUP	COM	91324P102	532	9,515 SH	X					9,515		
UNIVISION COMMUNICATIONS INC	COM	914906102	276	8,000 SH	X					8,000		
VERIZON COMMUNICATIONS	COM	92343V104	90	2,646 SH	X					2,646		
VIACOM INC	COM	92553P201	33	851 SH	X					851		
WACHOVIA CORP 2ND NEW	COM	929903102	2,080	37,110 SH	X					37,110		
WALGREEN CO COM	COM	931422109	441	10,233 SH	X					10,233		
WAL-MART STORES INC	COM	931142103	241	5,100 SH	X					5,100		
WALT DISNEY CO HOLDING CO	COM	254687106	28	1,012 SH	X					1,012		
WASHINGTON MUTUAL INC	COM	939322103	245	5,744 SH	X					5,744		
WELLS FARGO & CO-NEW	COM	949746101	1,530	23,960 SH	X					23,960		
WELLS FARGO CAPITAL VII	PFD	94979B204	17	700 SH	X					700		
WHITE MOUNT INS GROUP	COM	G9618E107	3,508	5,900 SH	X					5,900		
WM WRIGLEY JR CO	COM	982526105	70	1,100 SH	X					1,100		
WRIGHT EXPRESS CORP	COM	98233Q105	91,966	3,278,650 SH	X					3,278,650		
WRIGHT MEDICAL GROUP INC	COM	98235T107	19	971 SH	X					971		
WYETH	COM	983024100	146	3,000 SH	X					3,000		
ZIMMER HOLDINGS INC	COM	98956P102	127	1,886 SH	X					1,886		

COLUMN TOTAL

101,981

GRAND TOTAL

2,011,501

=====

</TABLE>