

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **1999-07-27** | Period of Report: **1999-06-30**
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FILER

BERKELEY CAPITAL MANAGEMENT /

CIK: **906302** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: June 30, 1999

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: Berkeley Capital Management
Address: 650 California Street
Suite 2800
San Francisco CA 94108-2609

13F File Number: 28-3788

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: Danell J. Doty
Title: Compliance Officer
Phone: 415-393-0353
Signature, Place and Date of Signing:

Danell J. Doty San Francisco, CA July 21, 1999

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 368
Form 13F Information Table Value Total: \$850,423,366

<TABLE> <C> <C>

FORM 13F INFORMATION TABLE

TITLE OF NAME OF ISSUER	CLASS	SHARES/ MARKET CUSIP	PRINCIPAL VALUE	Voting Authority INVSTMT AMOUNT	OTHER DSCRETN	MANAGERS	SOLE (A)
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ABBOTT LABORATORIES	COM	002824100	311273	6860	6860	6860	6860
ACE LIMITED ORD	COM	0070K103	10171	360	360	360	360
ADVANCED MICRO DEVICES	COM	007903107	181	10	10	10	10
AES CORP	COM	00130H105	1817059	31261	31261	31261	31261
AFLAC INCORPORATED	COM	001055102	76362	1595	1595	1595	1595
AHL SERVICES INC	COM	001296102	2394	96	96	96	96
AIR PROD & CHEM INC	COM	009158106	42060	1045	1045	1045	1045
AIRTOUCH COMMUNICATIONS	COM	00949T100	64594	600	600	600	600
ALBERTSONS INC	COM	013104104	25522	495	495	495	495
ALLEGHENY ENERGY INC	COM	017361106	6413	200	200	200	200
ALEXANDER & BALDWIN INC	COM	014482103	12461	560	560	560	560
ALLERGAN INC	COM	018490102	15540	140	140	140	140
ALLIEDSIGNAL INC	COM	019512102	68355	1085	1085	1085	1085
ALLSTATE CORP	COM	020002101	93349	2602	2602	2602	2602
ALLTEL CORP DE	COM	020039103	57133	799	799	799	799
ALPHARMA INC	COM	020813101	2845	80	80	80	80
ALTERA CP	COM	021441100	1000759	27185	27185	27185	27185
AMEREN CORP	COM	263608102	190340	4960	4960	4960	4960
AMERICA ONLINE INC	COM	02364J104	1118700	10170	10170	10170	10170
AMERICAN EXPRESS CO	COM	025816109	307227	2361	2361	2361	2361
AMERICAN GENERAL CORP TEXAS	COM	026351106	66709	885	885	885	885
AMERICAN HOME PRODUCTS	COM	026609107	34604128	603115	603115	603115	603115
AMERICAN INTERNATIONAL GP	COM	026874107	381089	3250	3250	3250	3250
AMERICAN MANAGEMENT SYS INC	COM	027352103	3078	96	96	96	96
AMERITECH CORP	COM	030954101	45193099	614864	614864	614864	614864
ANHEUSER BUSCH COS INC	COM	035229103	29436090	414955	414955	414955	414955
ANN TAYLOR STORES CORP	COM	036115103	4275	95	95	95	95
APPLIED MATERIALS INC	COM	038222105	44325	600	600	600	600
ARCHER DANIELS MIDLAND	COM	039483102	6206	402	402	402	402
ASIA PULP&PPR WS 7 27 2000	COM	04516V209	753	280	280	280	280
ASTEC INDUSTRIES INC	COM	046224101	4442	109	109	109	109
ASSOCIATES FIRST CAP CP A	COM	046008108	833195	18882	18882	18882	18882
ASTORIA FINANCIAL CORP	COM	046265104	7909	180	180	180	180
AT&T CORPORATION	COM	001957109	454597	8145	8145	8145	8145
AT&T LIBERTY MEDIA GROUP A	COM	001957208	6248	170	170	170	170
ATLANTIC RICHFIELD CO DE	COM	048825103	84820	1015	1015	1015	1015
AUTOMATIC DATA PROCESSING INC	COM	053015103	3520	80	80	80	80
AVALONBAY COMM INC	COM	053484101	1480	40	40	40	40
AVERY DENNISON CORPORATION	COM	053611109	29738481	492557	492557	492557	492557
AVNET INC	COM	053807103	14416	310	310	310	310
AVON PRODUCTS INC	COM	054303102	38851	700	700	700	700
BANK OF AMERICA CORP	COM	060505104	33945525	463022	463022	463022	463022
BANK OF NEW YORK	COM	064057102	28982	790	790	790	790
BANK ONE CORP	COM	06423A103	97031	1629	1629	1629	1629
BANKBOSTON CORPORATION	COM	06605R106	43457	850	850	850	850
BAUSCH & LOMB INC	COM	071707103	76118	995	995	995	995
BAXTER INTL INC	COM	071813109	21826	360	360	360	360
BECTON DICKINSON & CO	COM	075887109	12450	415	415	415	415
BELL ATLANTIC CORP	COM	077853109	524996	8030	8030	8030	8030
BELLSOUTH CORP	COM	079860102	2852869	61850	61850	61850	61850
BEST BUY CO INC	COM	086516101	5333	79	79	79	79
BESTFOODS INC	COM	08658U101	108405	2190	2190	2190	2190
BINDLEY WESTERN INDUSTRIES	COM	090324104	1937	84	84	84	84
BOEING CO	COM	097023105	24200	550	550	550	550
BP AMOCO PLC ADS	COM	055622104	1445039	13318	13318	13318	13318
BRINKER INTL INC	COM	109641100	2695	98	98	98	98
BRISTOL MYERS SQUIBB CO	COM	110122108	29766492	422590	422590	422590	422590
BROWNING FERRIS IND	COM	115885105	1720	40	40	40	40
BURLINGTON IND INC	COM	121693105	8788	950	950	950	950
BURLINGTON NO SANTA FE CP	COM	12189T104	25420	820	820	820	820
CAMPBELL SOUP	COM	134429109	129160	2785	2785	2785	2785
CANADIAN NATL RAILWAY CO	COM	136375102	4020	60	60	60	60
CARDINAL HEALTH INC	COM	14149Y108	882371	13760	13760	13760	13760
CAROLINA POWER & LIGHT CO	COM	144141108	4281	600	600	600	600
CARPENTER TECHNOLOGY	COM	144285103	857	30	30	30	30
CATERPILLAR INC	COM	149123101	112140	1869	1869	1869	1869
CBS CORPORATION	COM	12490K107	1372186	31499	31499	31499	31499
CHARLES SCHWAB NEW	COM	808513105	36842	338	338	338	338
CHASE MANHATTAN CORP NEW	COM	16161A108	832486	9624	9624	9624	9624
CHEVRON CORP	COM	166751107	24963879	262601	262601	262601	262601
CHIQUITA BRANDS INTL INC	COM	170032106	12060	1340	1340	1340	1340
CHRIS CRAFT 1 PRIOR PR	PFD	170520308	2816	64	64	64	64
CHUBB CP	COM	171232101	4170	60	60	60	60
CIGNA CP	COM	125509109	356000	4000	4000	4000	4000
CIRCUIT CY STRS CIRCUIT CY GP	COM	172737108	52251	1134	1134	1134	1134
CISCO SYS INC	COM	17275R102	2896538	44951	44951	44951	44951
CIT GROUP INC A	PFD	125577106	16488	571	571	571	571
CITIGROUP INC	COM	172967101	837066	17622	17622	17622	17622

CHE RESTAURANTS INCORPORATED	COM		12561E105	4973	306	306	306		
CLEAR CHANNEL COMMUNICATION	COM		184502102	971209	14088	14088	14088		14088
CLOROX CO DE	COM	189054109	28054100	262647	262647			262647	
CNA FINANCIAL	COM	126117100	10482	260	260		260		
COASTAL CORP	COM	190441105	3623	90	90		90		
COCA COLA CO	COM	191216100	848594	13687	13687			13687	
COGNEX CORP	COM	192422103	1894	60	60		60		
COLGATE PALMOLIVE CO	COM	194162103	530602	5385	5385			5385	
COMPAQ COMPUTER CORP	COM	204493100	44746	1889	1889			1889	
COMPUTER ASSOC INTL INC	COM	204912109	8213	150	150			150	
COMPUWARE CORP	COM	205638109	1807938	56830	56830			56830	
CONAGRA INC	COM	205887102	20343940	764077	764077			764077	
CONEXANT SYSTEMS INC	COM	207142100	10684	184	184			184	
CONSECO INC	COM	208464107	8371	275	275		275		
CONSOLIDATED EDISON CO	COM	209115104	50001	1105	1105			1105	
CONSOLIDATED NAT GAS	COM	209615103	2430	40	40		40		
CONSOLIDATED STORES CORP	COM	210149100	15660	580	580			580	
CONSTELLATION ENERGY GP INC	COM	210371100	5921615	199882	199882			199882	199882
COUNTRYWIDE CREDIT INDS DEL	COM	222372104	5558	130	130			130	
CRESCENT REAL EST EQUITIES CO	COM	225756105	1900	80	80		80		80
CROWN CORK&SEAL CO PA	COM	228255105	10260	360	360			360	
CSX CORP	COM	126408103	4538	100	100		100		
DARDEN RESTAURANTS	COM	237194105	6544	300	300			300	
DATA GENERAL CORP	COM	237688106	8156	560	560			560	
DAYTON HUDSON CORP	COM	239753106	70980	1092	1092			1092	
DEERE & CO	COM	244199105	1176	30	30		30		
DELL COMPUTER CORP	COM	247025109	549820	14860	14860			14860	
DELPHI AUTOMOTIVE SYSTEMS CORP	COM	247126105	6571	355	355		355		355
DELTA AIRLINES	COM	247361108	5186	90	90		90		
DIAGEO PLC SPON ADR NEW	COM	25243Q205	43	1	1		1		
DOW CHEMICAL	COM	260543103	6344	50	50		50		
DPL INC	COM	233293109	12796838	691693	691693			691693	
DUKE ENERGY CORP	COM	264399106	14478	250	250			250	
DUKE REALTY INV INC COM NEW	COM	264411505	3836	170	170			170	
DUN & BRADSTREET CORP NEW	COM	26483B106	22721566	641161	641161			641161	641161
DU PONT DE NEMOURS	COM	263534109	28896	423	423			423	
ECI TELECOM LTD ORD	COM	268258100	3651	110	110			110	
EASTMAN KODAK CO	COM	277461109	4743	70	70		70		
ELAN PLC ADR	COM	284131208	941042	33910	33910			33910	
ELECTRONIC ARTS INC	COM	285512109	5425	100	100			100	
ELI LILLY & CO	COM	532457108	1904312	26587	26587			26587	
EMC CORP MASS	COM	268648102	1786565	32483	32483			32483	
EMERSON ELECTRIC CO	COM	291011104	219087	3481	3481			3481	
ENRON CORP	COM	293561106	265527	3248	3248			3248	
ENRON OIL & GAS CO	COM	293562104	506	25	25		25		
EQUITABLE RESOURCES INC	COM	294549100	13968	370	370			370	
EQUITY RESIDENTAL PROP TR	COM	29476L107	1803	40	40			40	
EVEREST REINSURANCE HLDGS INC	COM	299808105	1631	50	50		50		50
EXODUS COMMUNICATIONS INC	COM	302088109	1284530	10710	10710			10710	10710
EXPRESS SCRIPTS INC	COM	302182100	3070	51	51			51	
EXXON CORP	COM	302290101	19027266	246704	246704			246704	
FANNIE MAE	COM	313586109	23832390	349183	349183			349183	
FASTENAL CO	COM	311900104	3671	70	70		70		
FDX CORPORATION	COM	31304N107	9765	180	180			180	
FIFTH THIRD BANCORP	COM	316773100	20568	309	309			309	
FIRST DATA CORP	COM	319963104	11990	245	245			245	
FIRSTAR CORP	COM	33763V109	15120	540	540			540	
FIRST UNION CORP	COM	337358105	28803305	611211	611211			611211	611211
FLEET FINANCIAL GROUP INC NEW	COM	338915101	45975	1036	1036			1036	1036
FLEXTRONICS INTL LTD	COM	42573F102	4329	78	78			78	
FORD MOTOR CO	COM	345370100	249674	4424	4424			4424	
FORT JAMES CORPORATION	COM	347471104	6060	160	160		160		160
FORTUNE BRANDS INC	COM	349631101	22818860	551506	551506			551506	551506
FPL GROUP INC	COM	302571104	39986	732	732			732	
FREDDIE MAC	COM	313400301	266392	4653	4653			4653	
FREMONT GENERAL CORPORATION	COM	357288109	1510	80	80			80	
FRONTIER CORP	COM	35906P105	9966	170	170			170	
FRUIT OF THE LOOM	COM	G3682L105	2633	270	270			270	
GALILEO INTL INC	COM	363547100	2138	40	40		40		
GALLAHER GROUP PLC ADR	COM	363595109	44819	1834	1834			1834	
GANNETT COMPANY INC DE	COM	364730101	92790	1300	1300			1300	
GAP INC	COM	364760108	824305	16363	16363			16363	
GATEWAY INC	COM	367626108	3012	51	51		51		
GENERAL ELECTRIC CO	COM	369604103	45388588	401667	401667			401667	401667
GENERAL MILLS INC	COM	370334104	2215203	276392	276392			276392	276392
GENERAL MOTORS CORP	COM	370442105	33924	514	514			514	
GENL DYNAMICS CORP	COM	369550108	5612	143	143			143	
GILLETTE CO	COM	375766102	616640	15040	15040			15040	
GLAXO WELCOME PLC ADR	COM	37733W105	101189	1787	1787			1787	1787

GOODYEAR TIRE & RUBBER	COM	382550101	19114	325	325	325
GRANITE CONSTRUCTION CO	COM	387328107	2111	72	72	72
GTE CORP	COM	362320103	414359	5488	5488	5488
H & R BLOCK INC	COM	093671105	8550	171	171	171
H J HEINZ CO	COM	423074103	920369	18361	18361	18361
HALLIBURTON CO	COM	406216101	27150	600	600	600
HANNAFORD BROS CO	COM	410550107	1605	30	30	30
HARCOURT GENERAL INC	COM	41163G101	15726	305	305	305
HARLEY DAVIDSON INC	COM	412822108	457837	8420	8420	8420
THE HARTFORD FIN SERS GRP INC	COM	416515104	7872	135	135	135
HASBRO INC	COM	418056107	3967	142	142	142
HEALTH MGMT ASSOC CL A	COM	421933102	806174	71657	71657	71657
HEWLETT PACKARD	COM	428236103	150750	1500	1500	1500
HOME DEPOT INC	COM	437076102	1156541	17948	17948	17948
HONEYWELL INC	COM	438506107	1300697	11225	11225	11225
HORACE MANN EDUCATORS CP	COM	440327104	13322	490	490	490
HORMEL FOODS CORPORATION	COM	440452100	2013	50	50	50
HOUSEHOLD INTL INC	COM	441815107	46285	977	977	977
HYPERION 2005 INV GR OPP TM TR	COM	448918102	25	3	3	3
IBP INC	COM	449223106	11163	470	470	470
ILLINOIS TOOL WORKS INC	COM	452308109	7358	90	90	90
ICN PHARMACEUTICALS INC NEW	COM	448924100	6920	215	215	215
INCO LTD COM	COM	453258402	14580	810	810	810
INGERSOLL RAND	COM	456866102	20356	315	315	315
INTEL CORP	COM	458140100	1392570	23404	23404	23404
INTERNATIONAL PAPER CO	COM	460146103	54323	1081	1081	1081
INTIMATE BRANDS INC	COM	461156101	77932	1645	1645	1645
INTL BUSINESS MACHINES CORP	COM	459200101	286423	2216	2216	2216
INTUIT INC	COM	461202103	914315	10145	10145	10145
IPC HOLDINGS LTD	COM	G4933P101	1200	60	60	60
I2 TECHNOLOGIES INC	COM	465754109	1720	40	40	40
J P MORGAN & CO	COM	616880100	336943	2398	2398	2398
JOHNSON & JOHNSON	COM	478160104	568302	5799	5799	5799
JOSTENS INC	COM	481088102	6740	320	320	320
KENNAMETAL INC	COM	489170100	3720	120	120	120
KIMBERLY CLARK CORP	COM	494368103	26633535	467255	467255	467255
KLA TENCOR CORP	COM	482480100	8434	130	130	130
KOHL'S CORPORATION WISC	COM	500255104	654605	8515	8515	8515
KONIN PHILIPS ELEC NV NEW	COM	500472204	10592	105	105	105
LANDSTAR SYSTEMS INC	COM	515098101	3032	84	84	84
LEXMARK INTL GROUP INC A	COM	529771107	78600	1200	1200	1200
LIMITED INC	COM	532716107	18049574	397778	397778	397778
LINCOLN NTL CORP IND	COM	534187109	42008388	803023	803023	803023
LINENS 'N THINGS INC	COM	535679104	2975	68	68	68
LIZ CLAIBORNE	COM	539320101	3650	100	100	100
LOCKHEED MARTIN CORP	COM	539830109	17964022	482232	482232	482232
LOEWS CORP DELAWARE	COM	540424108	9496	120	120	120
LONGS DRUG STORES CORP	COM	543162101	2800	81	81	81
LUCENT TECHNOLOGIES	COM	549463107	485946	7206	7206	7206
MANDALAY RESORT GP	COM	562567107	14408	680	680	680
MARSH & MCLENNAN COS INC	COM	571748102	247046	3264	3264	3264
MASCO CORP	COM	574599106	19352	670	670	670
MATTEL INC	COM	577081102	18552	710	710	710
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	1719743	25860	25860	25860
MAY DEPARTMENT STORES	COM	577778103	23106360	565281	565281	565281
MAYTAG CORP	COM	578592107	48869	700	700	700
MBIA INC	COM	55262C100	64750	1000	1000	1000
MBNA CORP	COM	55262L100	964248	31485	31485	31485
MC DONALDS CORP	COM	580135101	162983	3963	3963	3963
MC GRAW HILL COS INC	COM	580645109	32346797	599703	599703	599703
MCI WORLDCOM INC	COM	55268B106	1661267	19303	19303	19303
MCKESSON HBOC INC	COM	58155Q103	25075	779	779	779
MDC HOLDINGS INC	COM	552676108	2172	101	101	101
MEDIAONE GROUP INC	COM	58440J104	16363	220	220	220
MEDTRONIC INC	COM	585055106	1224364	15722	15722	15722
MELLON BANK CORP	COM	585509102	39654	1090	1090	1090
MERCK & CO	COM	589331107	38946930	528982	528982	528982
MERRILL LYNCH & CO INC	COM	590188108	21864	275	275	275
METAL MANAGEMENT INC	COM	591097100	2250	1500	1500	1500
MICROSOFT CORP	COM	594918104	787254	8729	8729	8729
MINDSPRING ENTERPRISES INC	COM	602683104	8863	200	200	200
MINNESOTA MINING & MFG CO	COM	604059105	23219595	267076	267076	267076
MOBIL CORP DELAWARE	COM	607059102	454463	4602	4602	4602
MOLEX INC	COM	608554101	74000	2000	2000	2000
MONSANTO CO	COM	611662107	37585	950	950	950
MORGAN STANLEY DEAN WITTER	COM	617446448	15702	153	153	153
MOTOROLA INC	COM	620076109	69180	730	730	730
MSDW MUNI INCOME OPP	COM	61745P452	9	1	1	1
MYLAN LABORATORIES INC	COM	628530107	2915	110	110	110

NABISCO GROUP HOLDINGS	COM	62952P102	10172	520	520	520	520
NALCO CHEMICAL	COM	629853102	41500	800	800	800	800
NATIONAL CITY CORPORATION	COM	635405103	325818	4974	4974	4974	4974
NATIONAL SERVICE INDS INC	COM	637657107	23760	660	660	660	660
NCR CORPORATION	COM	62886E108	15230	312	312	312	312
NEWELL RUBBERMAID INC	COM	651229106	1269025	27364	27364	27364	27364
NICOR INC	COM	654086107	1789	47	47	47	47
NISOURCE INC	COM	65473P105	5163	200	200	200	200
NORFOLK SOUTHERN CORP	COM	655844108	28167	935	935	935	935
NOVA CHEMICALS CP	COM	66977W109	1772	76	76	76	76
NVR INC	COM	62944T105	3914	75	75	75	75
NY TIMES CO	COM	650111107	122735	3334	3334	3334	3334
O.M GROUP INC.	COM	670872100	2760	80	80	80	80
OGDEN CORP \$1.875 CUM CONV PFD	PVD	676346208	6300	40	40	40	40
OMNICOM GROUP INC	COM	681919106	256000	3200	3200	3200	3200
OSHKOSH TRUCK COPR	COM	688239201	3924	78	78	78	78
P H GLATFELTER	COM	377316104	12139	830	830	830	830
PALL CORPORATION	COM	696429307	4327	195	195	195	195
PARAMETRIC TECHNOLOGY CORP	COM	699173100	623494	44935	44935	44935	44935
PARKER HANNIFIN CORP	COM	701094104	38888	850	850	850	850
PEPSICO INC NC	COM	713448108	163261	4220	4220	4220	4220
PFIZER INC	COM	717081103	14665732	134548	134548	134548	134548
PHILIP MORRIS CO INC	COM	718154107	327336	8145	8145	8145	8145
PILGRIMS PRIDE CORP CL B	COM	721467108	2640	88	88	88	88
PITNEY BOWES INC	COM	724479100	25700	400	400	400	400
PLUM CREEK TIMBER CO	COM	729251108	31188	1000	1000	1000	1000
PNC BANK CORPORATION	COM	693475105	10373	180	180	180	180
PPG INDUSTRIES INC	COM	693506107	20382869	345105	345105	345105	345105
PRIORITY HEALTHCARE CORP	COM	74264T102	2481	42	42	42	42
PROCTER & GAMBLE	COM	742718109	311934	3495	3495	3495	3495
PROGRESSIVE CORP OHIO	COM	743315103	2175	15	15	15	15
PROLOGIS TRUST	COM	743410102	2633	130	130	130	130
PROVIDENT CO INC DELA	COM	743862104	2400	60	60	60	60
PROVIDIAN FINANCIAL CORP	COM	74406A102	2052	22	22	22	22
PUBLIC SERVICE CO NM	COM	744499104	3578	180	180	180	180
PUBLIC STORAGE INC	COM	74460D109	1400	50	50	50	50
QUALCOMM INC	COM	747525103	37310	260	260	260	260
QUANTUM CP	COM	747906105	3378	140	140	140	140
QWEST COMMUNICATIONS INTL INC	COM	749121109	1056532	31955	31955	31955	31955
RADIAN GROUP INC	COM	750236101	1806	37	37	37	37
RALSTON RALSTON PURINA GROUP	COM	751277302	6088	200	200	200	200
RAYTHEON CO (NEW) CLA	COM	755111309	3450	50	50	50	50
REINSURANCE GROUP OF	COM	759351109	1974	56	56	56	56
RELIASTAR FINCL CORP	COM	75952U103	2625	60	60	60	60
REPUBLIC SERVICES INC	COM	760759100	5445	220	220	220	220
RH DONNELLEY CORP NEW	COM	74955W307	2058	105	105	105	105
RITE AID CORP	COM	767754104	32013	1300	1300	1300	1300
RJ REYNOLDS TOBACCO HLDG INC	COM	76182K105	5493	173	173	173	173
ROYAL DUTCH PETE NY 1.25 GU	COM	780257804	23319594	387041	387041	387041	387041
SABRE GROUP HOLDINGS A	COM	785905100	3438	50	50	50	50
SAFECO CORPORATION	COM	786429100	8825	200	200	200	200
SAFeway INC COM NEW	COM	786514208	3465	70	70	70	70
SALTON INC	COM	795757103	6750	135	135	135	135
SANTA FE INTERNATIONAL	COM	G7805C108	2300	100	100	100	100
SAP AG	COM	803054204	804524	23235	23235	23235	23235
SARA LEE CORP	COM	803111103	739855	32610	32610	32610	32610
SBC COMMUNICATIONS	COM	78387G103	799588	13786	13786	13786	13786
SCHERING PLOUGH CORP	COM	806605101	43365	826	826	826	826
SCHLUMBERGER LTD	COM	806857108	272020	4271	4271	4271	4271
SCI SYSTEMS INC	COM	783890106	14213	300	300	300	300
SEAGATE TECHNOLOGY	COM	811804103	26901	1050	1050	1050	1050
SEARS ROEBUCK & CO	COM	812387108	47814	1073	1073	1073	1073
SENSORMATIC ELECTRNC	COM	817265101	19513	1400	1400	1400	1400
SERVICE CORP INTL	COM	817565104	6256	325	325	325	325
SERVICEMASTER CO	COM	81760N109	6319	337	337	337	337
SHARED MEDICAL SYSTEMS CORP	COM	819486101	7178	110	110	110	110
SHERWIN WILLIAMS CO	COM	824348106	27750	1000	1000	1000	1000
SIMON PPTY GROUP INC	COM	828806109	3045	120	120	120	120
SINGAPORE FINANCE LTD SGD1 ORD	COM	V8070K109	13	10	10	10	10
SMITHKLINE PLC ADS 5	COM	832378301	11231	170	170	170	170
SOLETRON CORP	COM	834182107	5202	78	78	78	78
SONAT INC	COM	835415100	9938	300	300	300	300
SOUTHERN CO	COM	842587107	7023	265	265	265	265
SOUTHWEST AIRLINES	COM	844741108	8093	260	260	260	260
SPIEKER PROPERTIES	COM	848497103	1166	30	30	30	30
SPRINT CORP (FON GROUP)	COM	852061100	123755	2335	2335	2335	2335
SPRINT PCS SERIES 1	COM	852061506	10089	177	177	177	177
ST PAUL COMPANIES INC NO PAR	COM	792860108	20235122	636068	636068	636068	636068
STORAGE TECHNOLOGY CORP NEW	COM	862111200	3413	150	150	150	150

SUMMIT BANCORP	COM	866005101	14635	350	350	350			
SYNOPSIS INC	COM	871607107	3311	60	60	60			
SYSCO CORP	COM	871829107	7751	260	260	260			
TECUMSEH PRODS CO CL A	COM	878895200	9690	160	160	160			
TELLABS INC DELAWARE	COM	879664100	4729	70	70	70			
TENNECO INC NEW	COM	88037E101	12177	510	510	510			
TEXACO INC	COM	881694103	433387	6948	6948	6948			
TEXAS INSTRUMENTS	COM	882508104	55008	382	382	382			
TEXAS UTILITIES CO	COM	882848104	20719	500	500	500			
TIME WARNER INC	COM	887315109	22515	310	310	310			
TJX COS INC NEW	COM	872540109	5164	155	155	155			
TOTAL RENAL CARE HOLDINGS INC	COM	89151A107	12139	780	780	780			
TPI ENTERPRISE W DUE BILLS	COM	872623103	-1	-50	-50	-50			
TRANSACTION SYS ARCH INC A	COM	893416107	1560	40	40	40			
TRANSAMERICA CORP	COM	893485102	12750	170	170	170			
TRANSOCEAN OFFSHORE INC ORD	COM	G90076103	2100	80	80	80			
TRW INC	COM	872649108	6036	110	110	110			
TRAVELERS PRPTY CASUALTY CP A	COM	893939108	1565	40	40	40			
TUPPERWARE CORP	COM	899896104	8160	320	320	320			
TYCO INTERNATIONAL LTD NEW	COM	902124106	1380929	14574	14574	14574			
UNILEVER NV NY SH NEW	COM	904784709	14857	213	213	213			
UNION PAC CORP	COM	907818108	11663	200	200	200			
UNION PLANTERS CORP	COM	908068109	7150	160	160	160			
UNIPHASE CORP	COM	909149106	1964278	11833	11833	11833			
UNITED TECHNOLOGIES	COM	913017109	14256	198	198	198			
UNOCAL CORP	COM	915289102	13076	330	330	330			
UNUMPROVIDENT CORP	COM	91529Y106	1001411	18290	18290	18290			
US BANCORP NEW	COM	902973106	15520	465	465	465			
US WEST INC	COM	91273H101	176313	3001	3001	3001			
USA NETWORKS INC	COM	902984103	856483	21345	21345	21345			
USEC INC	COM	90333112	16957	1140	1140	1140			
UTD ASSET MANAGEMENT	COM	909420101	14333	630	630	630			
UTD HEALTHCARE CORP	COM	910581107	5949	95	95	95			
VALASSIS COMMUNICATIONS INC	COM	918866104	1648	45	45	45			
VASTAR RESOURCES	COM	922380100	4195	80	80	80			
VERITAS SOFTWARE DE	COM	923436109	990690	10435	10435	10435			
VETERINARY CTRS AMER INC	COM	925514101	2089	154	154	154			
VITESSE SEMICONDUCTORS	COM	928497106	1254344	18600	18600	18600			
VLASIC FOODS INTL INC	COM	928559103	1973	270	270	270			
WAL MART STORES INC	COM	931142103	129214	2678	2678	2678			
WALGREEN CO	COM	931422109	589799	20079	20079	20079			
WALT DISNEY CO HLDG CO	COM	254687106	31117	1010	1010	1010			
WARNER LAMBERT CO	COM	934488107	158165	2288	2288	2288			
WASHINGTON FEDERAL INC	COM	938824109	6664	297	297	297			
WASHINGTON MUTUAL INC	COM	939322103	148050	4163	4163	4163			
WASTE MANAGEMENT INC	COM	94106L109	30638	570	570	570			
WEATHERFORD INTL INC	COM	947074100	28898	789	789	789			
WELLMAN INC	COM	949702104	15619	980	980	980			
WELLS FARGO & CO NEW	COM	949746101	169732	3970	3970	3970			
WICOR INC	COM	929253102	12851	460	460	460			
WILLIAMS COS INC	COM	969457100	156206	3670	3670	3670			
WPS RESOURCES CORP	COM	92931B106	6384	150	150	150			
XEROX CORP	COM	984121103	310374	5230	5230	5230			
XL CAPITAL LTD CL A	COM	G98255105	5650	100	100	100			

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