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ST PAUL COMPANIES INC /MN/  
Form 13F-HR  
November 19, 2001

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

FORM 13F

FORM 13F COVER PAGE

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

If amended report check here:

Institutional Investment Manager Filing This Report:

Name: The St. Paul Companies, Inc.  
Address: 385 Washington Street  
St. Paul, MN 55102-1396

13F File Number: 28-62

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: Bruce Backberg  
Title: Corporate Secretary  
Phone: (651) 310-7916

Signature, Place and Date of signing:

/s/ Bruce Backberg, St. Paul, Minnesota, November 13, 2001

Report Type (Check only one.):

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: 343  
Form 13F Information Table Value Total: \$1,265,288

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List of Other Included Managers:

|     |                  |  |
|-----|------------------|--|
| No. | 13F Filing Numbe | Name                                       |
| 01  | 28-29            | ST. PAUL FIRE AND MARINE INSURANCE COMPANY |

### FORM 13F INFORMATION TABLE

| NAME OF ISSUER                     | TITLE<br>OF<br>CLASS | CUSIP     | VALUE<br>(X\$1000) | SHARES<br>PRN/AMT | SH/<br>PRN | PUT/<br>CALL | INVESTMT<br>DISCRETN |
|------------------------------------|----------------------|-----------|--------------------|-------------------|------------|--------------|----------------------|
| AFLAC INC                          | COMM                 | 001055102 | 3,240              | 120,000           | SH         |              | SHARED               |
| AFLAC INC                          | COMM                 | 001055102 | 79                 | 2,920             | SH         |              | SHARED               |
| AFLAC INC                          | COMM                 | 001055102 | 2,144              | 79,400            | SH         |              | SOLE                 |
| AOL TIME WARNER INC                | COMM                 | 00184A105 | 13,358             | 403,560           | SH         |              | SHARED               |
| AOL TIME WARNER INC                | COMM                 | 00184A105 | 321                | 9,690             | SH         |              | SHARED               |
| AOL TIME WARNER INC                | COMM                 | 00184A105 | 9,796              | 295,956           | SH         |              | SOLE                 |
|                                    |                      |           |                    |                   |            |              |                      |
| AMERICAN TELEPHONE & TELEGRAPH CO. | COMM                 | 001957109 | 155                | 8,050             | SH         |              | SHARED               |
| AT&T WIRELESS                      | COMM                 | 00209A106 | 39                 | 2,590             | SH         |              | SHARED               |
| ABBOTT LABORATORIES                | COMM                 | 002824100 | 14,777             | 285,000           | SH         |              | SHARED               |
| ABBOTT LABORATORIES                | COMM                 | 002824100 | 172                | 3,310             | SH         |              | SHARED               |
| ABBOTT LABORATORIES                | COMM                 | 002824100 | 9,639              | 185,900           | SH         |              | SOLE                 |
| AGILENT TECH                       | COMM                 | 00846U101 | 20                 | 1,029             | SH         |              | SHARED               |
| ALCOA INC                          | COMM                 | 013817101 | 5,582              | 180,000           | SH         |              | SHARED               |
| ALCOA INC                          | COMM                 | 013817101 | 3,664              | 118,150           | SH         |              | SOLE                 |
| ALLEGHENY ENGY                     | COMM                 | 017361106 | 3,303              | 90,000            | SH         |              | SHARED               |
| ALLEGHENY ENGY                     | COMM                 | 017361106 | 2,202              | 60,000            | SH         |              | SOLE                 |
| ALLIANCE CAP                       | COMM                 | 01855A101 | 63                 | 1,370             | SH         |              | SHARED               |
| ALLIED WASTE                       | COMM                 | 019589308 | 73                 | 5,730             | SH         |              | SHARED               |
| ALLSTATE CORP.                     | COMM                 | 020002101 | 280                | 7,500             | SH         |              | SHARED               |
| AMERICAN EXPRESS COMPANY           | COMM                 | 025816109 | 80                 | 2,760             | SH         |              | SHARED               |
| AMERICAN HOME PRODUCTS             | COMM                 | 026609107 | 15,902             | 273,000           | SH         |              | SHARED               |
| AMERICAN HOME PRODUCTS             | COMM                 | 026609107 | 165                | 2,830             | SH         |              | SHARED               |
| AMERICAN HOME PRODUCTS             | COMM                 | 026609107 | 7,691              | 132,040           | SH         |              | SOLE                 |
| AMERICAN INTERNATIONAL GROUP, INC. | COMM                 | 026874107 | 26,519             | 339,990           | SH         |              | SHARED               |
| AMERICAN INTERNATIONAL GROUP, INC. | COMM                 | 026874107 | 396                | 5,080             | SH         |              | SHARED               |
| AMERICAN INTERNATIONAL GROUP, INC. | COMM                 | 026874107 | 17,370             | 222,689           | SH         |              | SOLE                 |
| AMGEN INC.                         | COMM                 | 031162100 | 7,052              | 120,000           | SH         |              | SHARED               |
| AMGEN INC.                         | COMM                 | 031162100 | 4,684              | 79,700            | SH         |              | SOLE                 |
| ANADARKO PETROLEUM CO              | COMM                 | 032511107 | 33                 | 690               | SH         |              | SHARED               |
| ANHEUSER BUSCH COS. INC.           | COMM                 | 035229103 | 83                 | 1,970             | SH         |              | SHARED               |
| APPLIED MICRO CIRCUIT CORP.        | COMM                 | 03822W109 | 4                  | 620               | SH         |              | SHARED               |
| ASCENTIAL SOFTWARE CORP            | COMM                 | 04362P108 | 3                  | 987               | SH         |              | SOLE                 |
| AUTODESK, INC                      | COMM                 | 052769106 | 35                 | 1,090             | SH         |              | SHARED               |
| AUTOMATIC DATA PROCESSING          | COMM                 | 053015103 | 3,906              | 83,040            | SH         |              | SHARED               |
| AUTOMATIC DATA PROCESSING          | COMM                 | 053015103 | 65                 | 1,390             | SH         |              | SHARED               |
| AUTOMATIC DATA PROCESSING          | COMM                 | 053015103 | 2,427              | 51,600            | SH         |              | SOLE                 |
| AUTONATION INC.                    | COMM                 | 05329W102 | 117                | 13,270            | SH         |              | SHARED               |
| BB&T CORP                          | COMM                 | 054937107 | 166                | 4,550             | SH         |              | SHARED               |
| BP AMOCO PLC (ADR)                 | COMM                 | 055622104 | 496                | 10,080            | SH         |              | SHARED               |

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|                                |      |           |        |           |    |        |
|--------------------------------|------|-----------|--------|-----------|----|--------|
| BP AMOCO PLC (ADR)             | COMM | 055622104 | 3,176  | 64,596    | SH | SHARED |
| BP AMOCO PLC (ADR)             | COMM | 055622104 | 1,591  | 32,352    | SH | SOLE   |
| BANK OF AMERICA CORP           | COMM | 060505104 | 7,884  | 135,000   | SH | SHARED |
| BANK OF AMERICA CORP           | COMM | 060505104 | 209    | 3,580     | SH | SHARED |
| BANK OF AMERICA CORP           | COMM | 060505104 | 5,229  | 89,540    | SH | SOLE   |
| BANK OF NEW YORK CO., INC.     | COMM | 064057102 | 57     | 1,630     | SH | SHARED |
| BANK ONE CORP.                 | COMM | 06423A103 | 79     | 2,520     | SH | SHARED |
| BAXTER INTERNATIONAL INC.      | COMM | 071813109 | 6,606  | 120,000   | SH | SHARED |
| BAXTER INTERNATIONAL INC.      | COMM | 071813109 | 4,386  | 79,670    | SH | SOLE   |
| BELL SOUTH CORP.               | COMM | 079860102 | 395    | 9,500     | SH | SHARED |
| BERKSHIRE HATHAWAY A           | COMM | 084670108 | 8,750  | 124       | SH | SHARED |
| BERKSHIRE HATHAWAY A           | COMM | 084670108 | 490    | 7         | SH | SHARED |
| BERKSHIRE HATHAWAY A           | COMM | 084670108 | 5,460  | 75        | SH | SOLE   |
| BOEING COMPANY                 | COMM | 097023105 | 109    | 3,250     | SH | SHARED |
| BRISTOL-MYERS SQUIBB CO.       | COMM | 110122108 | 16,135 | 290,400   | SH | SHARED |
| BRISTOL-MYERS SQUIBB CO.       | COMM | 110122108 | 232    | 4,170     | SH | SHARED |
| BRISTOL-MYERS SQUIBB CO.       | COMM | 110122108 | 11,620 | 209,146   | SH | SOLE   |
| BROADCOM CORP                  | COMM | 111320107 | 9      | 440       | SH | SHARED |
| CVS CORP.                      | COMM | 126650100 | 48     | 1,460     | SH | SHARED |
| CANADIAN PACIFIC RAILROAD LTD  | COMM | 13645T100 | 69     | 2,160     | SH | SHARED |
| CAP ONE FIN                    | COMM | 14040H105 | 6,214  | 135,000   | SH | SHARED |
| CAP ONE FIN                    | COMM | 14040H105 | 4,099  | 89,040    | SH | SOLE   |
| CARDINAL HEALTH INC.           | COMM | 14149Y108 | 69     | 930       | SH | SHARED |
| CATELLUS DEVELOPMENT           | COMM | 149111106 | 119    | 6,780     | SH | SHARED |
| CATERPILLAR INC                | COMM | 149123101 | 2,688  | 60,000    | SH | SHARED |
| CATERPILLAR INC                | COMM | 149123101 | 1,779  | 39,700    | SH | SOLE   |
| CELESTICA                      | COMM | 15101Q108 | 5,178  | 190,000   | SH | SHARED |
| CELESTICA                      | COMM | 15101Q108 | 3,873  | 142,140   | SH | SOLE   |
| CHEVRONTEXACO CORP             | COMM | 166764100 | 118    | 1,390     | SH | SHARED |
| CISCO SYSTEMS INC.             | COMM | 17275R102 | 12,883 | 1,057,720 | SH | SHARED |
| CISCO SYSTEMS INC.             | COMM | 17275R102 | 220    | 18,080    | SH | SHARED |
| CISCO SYSTEMS INC.             | COMM | 17275R102 | 8,704  | 714,592   | SH | SOLE   |
| CITIGROUP INC                  | COMM | 172967101 | 22,794 | 562,824   | SH | SHARED |
| CITIGROUP INC                  | COMM | 172967101 | 450    | 11,100    | SH | SHARED |
| CITIGROUP INC                  | COMM | 172967101 | 14,909 | 368,115   | SH | SOLE   |
| CLEAR CHANNEL                  | COMM | 184502102 | 2,077  | 52,260    | SH | SHARED |
| CLEAR CHANNEL                  | COMM | 184502102 | 1,683  | 42,351    | SH | SOLE   |
| COCA COLA CO                   | COMM | 191216100 | 14,655 | 312,806   | SH | SHARED |
| COCA COLA CO                   | COMM | 191216100 | 251    | 5,360     | SH | SHARED |
| COCA COLA CO                   | COMM | 191216100 | 9,701  | 207,057   | SH | SOLE   |
| COLGATE POLMOLIVE CO           | COMM | 194162103 | 70     | 1,210     | SH | SHARED |
| COMCAST CORP. CL A             | COMM | 200300200 | 3,766  | 105,000   | SH | SHARED |
| COMCAST CORP. CL A             | COMM | 200300200 | 2,502  | 69,740    | SH | SOLE   |
| COMPAQ COMPUTER                | COMM | 204493100 | 65     | 7,770     | SH | SHARED |
| COMPUTER ASSOCIATES INTL, INC. | COMM | 204912109 | 37     | 1,450     | SH | SHARED |
| COMPUTER SCIENCES CORP         | COMM | 205363104 | 41     | 1,230     | SH | SHARED |
| CONCORD EFS INC.               | COMM | 206197105 | 92     | 1,870     | SH | SHARED |
| DELL COMPUTER CORP             | COMM | 247025109 | 176    | 9,490     | SH | SHARED |
| DEVON ENERGY CORP.             | COMM | 25179M103 | 50     | 1,440     | SH | SHARED |
| DIEBOLD                        | COMM | 253651103 | 92     | 2,420     | SH | SHARED |
| DISNEY, WALT CO.               | COMM | 254687106 | 84     | 4,490     | SH | SHARED |
| DONNELLEY (R R) & SONS INC.    | COMM | 257867101 | 77     | 2,830     | SH | SHARED |
| DOW CHEMICAL COMPANY           | COMM | 260543103 | 3,931  | 120,000   | SH | SHARED |
| DOW CHEMICAL COMPANY           | COMM | 260543103 | 2,621  | 80,000    | SH | SOLE   |
| DU PONT E I DE NEMOURS AND CO. | COMM | 263534109 | 86     | 2,290     | SH | SHARED |
| DUKE POWER                     | COMM | 264399106 | 1,136  | 30,000    | SH | SHARED |

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|                               |      |           |        |         |    |        |
|-------------------------------|------|-----------|--------|---------|----|--------|
| DUKE POWER                    | COMM | 264399106 | 324    | 8,560   | SH | SHARED |
| DUKE POWER                    | COMM | 264399106 | 674    | 17,820  | SH | SOLE   |
| DUKE REALTY INVESTMENTS, INC. | COMM | 264411505 | 115    | 4,850   | SH | SHARED |
| EMC CORP.                     | COMM | 268648102 | 997    | 84,860  | SH | SHARED |
| EMC CORP.                     | COMM | 268648102 | 56     | 4,740   | SH | SHARED |
| EMC CORP.                     | COMM | 268648102 | 618    | 52,570  | SH | SOLE   |
| EOG RESOURCES INC             | COMM | 26875P101 | 61     | 2,110   | SH | SHARED |
|                               |      |           |        |         |    |        |
| EBIX.COM INC                  | COMM | 278715107 | 6      | 12,785  | SH | SHARED |
| ECOLAB INC                    | COMM | 278865100 | 2,699  | 74,300  | SH | SHARED |
| ECOLAB INC                    | COMM | 278865100 | 1,526  | 42,001  | SH | SOLE   |
| EDWARDS (AG) INC              | COMM | 281760108 | 91     | 2,590   | SH | SHARED |
| ELAN CORP., PLC               | COMM | 284131208 | 1,647  | 34,000  | SH | SHARED |
| ELAN CORP., PLC               | COMM | 284131208 | 824    | 17,000  | SH | SOLE   |
| ELECTRONIC ARTS               | COMM | 285512109 | 2,740  | 60,000  | SH | SHARED |
| ELECTRONIC ARTS               | COMM | 285512109 | 1,827  | 40,000  | SH | SOLE   |
| ELECTRONIC DATA SYSTEMS       | COMM | 285661104 | 58     | 1,000   | SH | SHARED |
| EMERSON ELECTRIC COMPANY      | COMM | 291011104 | 45     | 960     | SH | SHARED |
| ENRON CORP.                   | COMM | 293561106 | 41     | 1,510   | SH | SHARED |
| EXXON MOBIL CORP              | COMM | 30231G102 | 18,724 | 475,236 | SH | SHARED |
| EXXON MOBIL CORP              | COMM | 30231G102 | 604    | 15,340  | SH | SHARED |
| EXXON MOBIL CORP              | COMM | 30231G102 | 12,376 | 314,100 | SH | SOLE   |
| FPL GROUP                     | COMM | 302571104 | 3,213  | 60,000  | SH | SHARED |
| FPL GROUP                     | COMM | 302571104 | 2,142  | 40,000  | SH | SOLE   |
| FED HOME LOAN MTG CO.         | COMM | 313400301 | 9,750  | 150,000 | SH | SHARED |
| FED HOME LOAN MTG CO.         | COMM | 313400301 | 96     | 1,480   | SH | SHARED |
| FED HOME LOAN MTG CO.         | COMM | 313400301 | 6,266  | 96,400  | SH | SOLE   |
| (R) FEDERAL NATIONAL MORTGAGE | COMM | 313586109 | 14,411 | 180,000 | SH | SHARED |
| (R) FEDERAL NATIONAL MORTGAGE | COMM | 313586109 | 636    | 7,941   | SH | SHARED |
| (R) FEDERAL NATIONAL MORTGAGE | COMM | 313586109 | 9,450  | 118,040 | SH | SOLE   |
| FIFTH THIRD BANCORP.          | COMM | 316773100 | 11,620 | 189,000 | SH | SHARED |
| FIFTH THIRD BANCORP.          | COMM | 316773100 | 58     | 950     | SH | SHARED |
| FIFTH THIRD BANCORP.          | COMM | 316773100 | 7,732  | 125,770 | SH | SOLE   |
| FILENET CORPORATION           | COMM | 316869106 | 247    | 35,616  | SH | SHARED |
| FIRST HEALTH GROUP            | COMM | 320960107 | 183    | 6,220   | SH | SHARED |
| FIRSTENERGY CP                | COMM | 337932107 | 3,236  | 90,000  | SH | SHARED |
| FIRSTENERGY CP                | COMM | 337932107 | 2,157  | 60,000  | SH | SOLE   |
| FLEETBOSTON FINANCIAL         | COMM | 339030108 | 68     | 1,850   | SH | SHARED |
| FORD MOTOR CO                 | COMM | 345370860 | 71     | 4,110   | SH | SHARED |
| FOX ENTERTAINMENT GROUP       | COMM | 35138T107 | 4,298  | 225,000 | SH | SHARED |
| FOX ENTERTAINMENT GROUP       | COMM | 35138T107 | 2,857  | 149,560 | SH | SOLE   |
| FRANKLIN RESOURCES            | COMM | 354613101 | 68     | 1,960   | SH | SHARED |
| GARDEN FRESH COMMON           | COMM | 365235100 | 1,327  | 217,104 | SH | SHARED |
| GENENTECH                     | COMM | 368710406 | 9,152  | 208,000 | SH | SHARED |
| GENENTECH                     | COMM | 368710406 | 5,803  | 131,880 | SH | SOLE   |
| GENL DYNAMICS                 | COMM | 369550108 | 305    | 3,450   | SH | SHARED |
| GENERAL ELECTRIC CO.          | COMM | 369604103 | 34,897 | 938,100 | SH | SHARED |
| GENERAL ELECTRIC CO.          | COMM | 369604103 | 890    | 23,930  | SH | SHARED |
| GENERAL ELECTRIC CO.          | COMM | 369604103 | 22,858 | 614,464 | SH | SOLE   |
| GENERAL MILLS INC             | COMM | 370334104 | 71     | 1,570   | SH | SHARED |
| GENERAL MOTORS                | COMM | 370442105 | 50     | 1,170   | SH | SHARED |
| INTERDENT, INC.               | COMM | 37245B102 | 21     | 43,725  | SH | SHARED |
| GILLETTE CO.                  | COMM | 375766102 | 65     | 2,170   | SH | SHARED |
| GLOBAL ONLINE INDIA INC       | COMM | 37940N104 | 0      | 706     | SH | SHARED |
| HCA INC COM                   | COMM | 404119109 | 11,964 | 270,000 | SH | SHARED |
| HCA INC COM                   | COMM | 404119109 | 7,822  | 176,530 | SH | SOLE   |

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|   |      |           |        |           |    |        |
|---|------|-----------|--------|-----------|----|--------|
| HARLEY-DAVIDSON                             | COMM | 412822108 | 3,645  | 90,000    | SH | SHARED |
| HARLEY-DAVIDSON                             | COMM | 412822108 | 2,414  | 59,600    | SH | SOLE   |
| HEWLETT-PACKARD                             | COMM | 428236103 | 68     | 4,250     | SH | SHARED |
| HOME DEPOT, INC.                            | COMM | 437076102 | 8,603  | 224,200   | SH | SHARED |
| HOME DEPOT, INC.                            | COMM | 437076102 | 195    | 5,080     | SH | SHARED |
| HOME DEPOT, INC.                            | COMM | 437076102 | 5,928  | 154,494   | SH | SOLE   |
| HONEYWELL INTERNATIONAL                     | COMM | 438516106 | 4,620  | 175,000   | SH | SHARED |
| HONEYWELL INTERNATIONAL                     | COMM | 438516106 | 68     | 2,590     | SH | SHARED |
| HONEYWELL INTERNATIONAL                     | COMM | 438516106 | 3,227  | 122,230   | SH | SOLE   |
| HOUSEHOLD INTERNATIONAL, INC.               | COMM | 441815107 | 55     | 980       | SH | SHARED |
| ICO INC PFD                                 | PREF | 449293307 | 245    | 20,000    | SH | SHARED |
| ISTAR FINANCIAL INC                         | COMM | 45031U101 | 75     | 3,030     | SH | SHARED |
| INTEL CORP                                  | COMM | 458140100 | 11,084 | 542,260   | SH | SHARED |
| INTEL CORP                                  | COMM | 458140100 | 457    | 22,340    | SH | SHARED |
| INTEL CORP                                  | COMM | 458140100 | 7,259  | 355,120   | SH | SOLE   |
| INTERNATIONAL BUSINESS<br>MACHINES CORP CAP | COMM | 459200101 | 9,480  | 103,360   | SH | SHARED |
| INTERNATIONAL BUSINESS<br>MACHINES CORP CAP | COMM | 459200101 | 465    | 5,070     | SH | SHARED |
| INTERNATIONAL BUSINESS<br>MACHINES CORP CAP | COMM | 459200101 | 6,312  | 68,818    | SH | SOLE   |
| INTERNATIONAL PAPER CO                      | COMM | 460146103 | 5,226  | 150,000   | SH | SHARED |
| INTERNATIONAL PAPER CO                      | COMM | 460146103 | 3,408  | 97,810    | SH | SOLE   |
| INTRA BIOTICS                               | COMM | 46116T100 | 1,840  | 1,886,828 | SH | SHARED |
| JP MORGAN CHASE & CO                        | COMM | 46625H100 | 4,866  | 142,500   | SH | SHARED |
| JP MORGAN CHASE & CO                        | COMM | 46625H100 | 136    | 3,996     | SH | SHARED |
| JP MORGAN CHASE & CO                        | COMM | 46625H100 | 2,985  | 87,421    | SH | SOLE   |
| JOHNSON & JOHNSON                           | COMM | 478160104 | 13,850 | 250,000   | SH | SHARED |
| JOHNSON & JOHNSON                           | COMM | 478160104 | 334    | 6,020     | SH | SHARED |
| JOHNSON & JOHNSON                           | COMM | 478160104 | 15,166 | 273,762   | SH | SOLE   |
| KAUFMAN & BROAD HOME CORP.                  | COMM | 48666K109 | 159    | 5,600     | SH | SHARED |
| KIMBERLY-CLARK CORP.                        | COMM | 494368103 | 5,220  | 84,200    | SH | SHARED |
| KIMBERLY-CLARK CORP.                        | COMM | 494368103 | 69     | 1,120     | SH | SHARED |
| KIMBERLY-CLARK CORP.                        | COMM | 494368103 | 3,381  | 54,532    | SH | SOLE   |
| KNIGHT RIDDER INC                           | COMM | 499040103 | 6,702  | 120,000   | SH | SHARED |
| KNIGHT RIDDER INC                           | COMM | 499040103 | 4,418  | 79,100    | SH | SOLE   |
| KOREA TELECOM CORP. ADR                     | COMM | 50063P103 | 1,024  | 56,000    | SH | SHARED |
| KOREA TELECOM CORP. ADR                     | COMM | 50063P103 | 512    | 28,000    | SH | SOLE   |
| L THREE COMM HOLDINGS                       | COMM | 502424104 | 6,996  | 80,000    | SH | SHARED |
| L THREE COMM HOLDINGS                       | COMM | 502424104 | 4,634  | 52,990    | SH | SOLE   |
| LEAR SEATING                                | COMM | 521865105 | 46     | 1,710     | SH | SHARED |
| LIBERTY MEDIA CORP CL A                     | COMM | 530718105 | 8,603  | 677,400   | SH | SHARED |
| LIBERTY MEDIA CORP CL A                     | COMM | 530718105 | 5,675  | 446,822   | SH | SOLE   |
| LILLY, ELI & CO.                            | COMM | 532457108 | 8,474  | 105,000   | SH | SHARED |
| LILLY, ELI & CO.                            | COMM | 532457108 | 196    | 2,430     | SH | SHARED |
| LILLY, ELI & CO.                            | COMM | 532457108 | 5,629  | 69,750    | SH | SOLE   |
| LINEAR TECHNOLOGY CORP                      | COMM | 535678106 | 1,968  | 60,000    | SH | SHARED |
| LINEAR TECHNOLOGY CORP                      | COMM | 535678106 | 1,289  | 39,300    | SH | SOLE   |
| LOEWS CORP.                                 | COMM | 540424108 | 219    | 4,740     | SH | SHARED |
| LUCENT TECHNOLOGIES INC.                    | COMM | 549463107 | 40     | 6,900     | SH | SHARED |
| MBNA CORP.                                  | COMM | 55262L100 | 11,033 | 364,250   | SH | SHARED |

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|  |      |           |        |           |    |        |
|--|------|-----------|--------|-----------|----|--------|
| MBNA CORP.                               | COMM | 55262L100 | 158    | 5,210     | SH | SHARED |
| MBNA CORP.                               | COMM | 55262L100 | 7,276  | 240,202   | SH | SOLE   |
| MARSH & MCLENNAN COS INC                 | COMM | 571748102 | 5,802  | 60,000    | SH | SHARED |
| MARSH & MCLENNAN COS INC                 | COMM | 571748102 | 56     | 580       | SH | SHARED |
| MARSH & MCLENNAN COS INC                 | COMM | 571748102 | 3,868  | 40,000    | SH | SOLE   |
| MASTEC INC.                              | COMM | 576323109 | 33     | 6,380     | SH | SHARED |
| MATTEL, INC.                             | COMM | 577081102 | 47     | 3,020     | SH | SHARED |
| MCDONALD'S CORP                          | COMM | 580135101 | 77     | 2,820     | SH | SHARED |
| MCGRAW-HILL COMPANIES INC.               | COMM | 580645109 | 6,984  | 120,000   | SH | SHARED |
| MCGRAW-HILL COMPANIES INC.               | COMM | 580645109 | 4,656  | 80,000    | SH | SOLE   |
| MEDTRONIC INC                            | COMM | 585055106 | 7,012  | 161,200   | SH | SHARED |
| MEDTRONIC INC                            | COMM | 585055106 | 113    | 2,590     | SH | SHARED |
| MEDTRONIC INC                            | COMM | 585055106 | 4,484  | 103,084   | SH | SOLE   |
| MERCK AND CO INC                         | COMM | 589331107 | 8,192  | 123,000   | SH | SHARED |
| MERCK AND CO INC                         | COMM | 589331107 | 336    | 5,040     | SH | SHARED |
| MERCK AND CO INC                         | COMM | 589331107 | 5,421  | 81,400    | SH | SOLE   |
| MERRILL LYNCH & CO.                      | COMM | 590188108 | 4,588  | 113,000   | SH | SHARED |
| MERRILL LYNCH & CO.                      | COMM | 590188108 | 77     | 1,890     | SH | SHARED |
| MERRILL LYNCH & CO.                      | COMM | 590188108 | 2,855  | 70,320    | SH | SOLE   |
| MICROSOFT CORP.                          | COMM | 594918104 | 19,561 | 382,280   | SH | SHARED |
| MICROSOFT CORP.                          | COMM | 594918104 | 602    | 11,770    | SH | SHARED |
| MICROSOFT CORP.                          | COMM | 594918104 | 12,678 | 247,772   | SH | SOLE   |
| MINNESOTA MINING AND<br>MANUFACTURING CO | COMM | 604059105 | 2,952  | 30,000    | SH | SHARED |
| MINNESOTA MINING AND<br>MANUFACTURING CO | COMM | 604059105 | 87     | 880       | SH | SHARED |
| MINNESOTA MINING AND<br>MANUFACTURING CO | COMM | 604059105 | 1,958  | 19,900    | SH | SOLE   |
| MONSANTO COMPANY                         | COMM | 61166W101 | 4,048  | 120,000   | SH | SHARED |
| MONSANTO COMPANY                         | COMM | 61166W101 | 2,688  | 79,690    | SH | SOLE   |
| MORGAN STANLEY DEAN WITT                 | COMM | 617446448 | 115    | 2,487     | SH | SHARED |
| MOTOROLA INC                             | COMM | 620076109 | 40     | 2,550     | SH | SHARED |
| NASDAQ - 100 SHARES                      | COMM | 631100104 | 10,433 | 360,000   | SH | SHARED |
| NASDAQ - 100 SHARES                      | COMM | 631100104 | 6,922  | 238,850   | SH | SOLE   |
| NEW YORK TIMES CO.                       | COMM | 650111107 | 6,440  | 165,000   | SH | SHARED |
| NEW YORK TIMES CO.                       | COMM | 650111107 | 4,250  | 108,900   | SH | SOLE   |
| NOKIA CORP. ADR                          | COMM | 654902204 | 4,476  | 286,000   | SH | SHARED |
| NOKIA CORP. ADR                          | COMM | 654902204 | 2,386  | 152,480   | SH | SOLE   |
| NORTEL NETWORK CORPORATION               | COMM | 656568102 | 15     | 2,670     | SH | SHARED |
| OLD REPUBLIC INTERNATIONAL CORP.         | COMM | 680223104 | 50     | 1,900     | SH | SHARED |
| ORACLE CORPORATION                       | COMM | 68389X105 | 2,124  | 168,800   | SH | SHARED |
| ORACLE CORPORATION                       | COMM | 68389X105 | 79     | 6,250     | SH | SHARED |
| ORACLE CORPORATION                       | COMM | 68389X105 | 1,362  | 108,236   | SH | SOLE   |
| PPL CORPORATION                          | COMM | 69351T106 | 31     | 940       | SH | SHARED |
| PEPSICO INC                              | COMM | 713448108 | 14,516 | 299,300   | SH | SHARED |
| PEPSICO INC                              | COMM | 713448108 | 192    | 3,964     | SH | SHARED |
| PEPSICO INC                              | COMM | 713448108 | 9,617  | 198,291   | SH | SOLE   |
| (R) PETROCORP INC.                       | COMM | 71645N101 | 7,703  | 1,731,000 | SH | SHARED |
| PFIZER INC                               | COMM | 717081103 | 26,596 | 663,250   | SH | SHARED |
| PFIZER INC                               | COMM | 717081103 | 551    | 13,740    | SH | SHARED |
| PFIZER INC                               | COMM | 717081103 | 17,267 | 430,590   | SH | SOLE   |
| PHARMACIA CORP.                          | COMM | 71713U102 | 113    | 2,780     | SH | SHARED |
| PHILIP MORRIS COS INC                    | COMM | 718154107 | 14,487 | 300,000   | SH | SHARED |
| PHILIP MORRIS COS INC                    | COMM | 718154107 | 718    | 14,870    | SH | SHARED |
| PHILIP MORRIS COS INC                    | COMM | 718154107 | 9,625  | 199,320   | SH | SOLE   |
| POPULAR INC                              | COMM | 733174106 | 113    | 3,610     | SH | SHARED |

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|                             |      |           |        |           |    |        |
|-----------------------------|------|-----------|--------|-----------|----|--------|
| PRICE (T. ROWE) ASSOCIATES  | COMM | 74144T108 | 50     | 1,690     | SH | SHARED |
| PROCTER AND GAMBLE          | COMM | 742718109 | 13,539 | 186,000   | SH | SHARED |
| PROCTER AND GAMBLE          | COMM | 742718109 | 205    | 2,820     | SH | SHARED |
| PROCTER AND GAMBLE          | COMM | 742718109 | 8,916  | 122,490   | SH | SOLE   |
| PROGRESS ENERGY INC         | COMM | 743263105 | 3,224  | 75,000    | SH | SHARED |
| PROGRESS ENERGY INC         | COMM | 743263105 | 2,150  | 50,000    | SH | SOLE   |
| PROGRESSIVE CORP.           | COMM | 743315103 | 133    | 990       | SH | SHARED |
| PROLOGIS TRUST              | COMM | 743410102 | 68     | 3,210     | SH | SHARED |
| QUALCOMM INC                | COMM | 747525103 | 4,279  | 90,000    | SH | SHARED |
| QUALCOMM INC                | COMM | 747525103 | 2,838  | 59,700    | SH | SOLE   |
| QWEST COMMUNICATIONS        | COMM | 749121109 | 59     | 3,560     | SH | SHARED |
| RADIO ONE INC - CL D        | COMM | 75040P405 | 1,039  | 90,000    | SH | SHARED |
| RADIO ONE INC - CL D        | COMM | 75040P405 | 688    | 59,600    | SH | SOLE   |
| RELIANT ENERGY INC          | COMM | 75952J108 | 150    | 5,710     | SH | SHARED |
| ROBT HALF INTL              | COMM | 770323103 | 113    | 5,630     | SH | SHARED |
| ROYAL DUTCH PETROLEUM CO.   | COMM | 780257804 | 235    | 4,680     | SH | SHARED |
| SBC COMMUNICATIONS INC.     | COMM | 78387G103 | 12,787 | 271,361   | SH | SHARED |
| SBC COMMUNICATIONS INC.     | COMM | 78387G103 | 593    | 12,590    | SH | SHARED |
| SBC COMMUNICATIONS INC.     | COMM | 78387G103 | 8,340  | 176,985   | SH | SOLE   |
| SEI INVESTMENTS             | COMM | 784117103 | 31     | 980       | SH | SHARED |
| SAFeway INC.                | COMM | 786514208 | 3,575  | 90,000    | SH | SHARED |
| SAFeway INC.                | COMM | 786514208 | 41     | 1,040     | SH | SHARED |
| SAFeway INC.                | COMM | 786514208 | 2,383  | 60,000    | SH | SOLE   |
| ST. JOE CORP.               | COMM | 790148100 | 142    | 5,490     | SH | SHARED |
| SARA LEE CORP.              | COMM | 803111103 | 119    | 5,600     | SH | SHARED |
| SCHERING PLOUGH CORP        | COMM | 806605101 | 117    | 3,150     | SH | SHARED |
| SCHLUMBERGER LTD            | COMM | 806857108 | 4,707  | 103,000   | SH | SHARED |
| SCHLUMBERGER LTD            | COMM | 806857108 | 62     | 1,350     | SH | SHARED |
| SCHLUMBERGER LTD            | COMM | 806857108 | 3,085  | 67,500    | SH | SOLE   |
| SCHWAB (CHARLES) CORP       | COMM | 808513105 | 34     | 2,930     | SH | SHARED |
| SELECT COMFORT COMMON STOCK | COMM | 81616*106 | 3,120  | 4,800,113 | SH | SHARED |
| SIEBEL SYSTEMS              | COMM | 826170102 | 11     | 840       | SH | SHARED |
| SOUTHERN COMPANY            | COMM | 842587107 | 2,878  | 120,000   | SH | SHARED |
| SOUTHERN COMPANY            | COMM | 842587107 | 1,918  | 80,000    | SH | SOLE   |
| SPRINT CORP (PCS)           | COMM | 852061506 | 53     | 2,000     | SH | SHARED |
| SUN MICROSYSTEMS INC        | COMM | 866810104 | 2,706  | 327,220   | SH | SHARED |
| SUN MICROSYSTEMS INC        | COMM | 866810104 | 30     | 3,640     | SH | SHARED |
| SUN MICROSYSTEMS INC        | COMM | 866810104 | 2,001  | 241,980   | SH | SOLE   |
| TEXAS UTILITIES             | COMM | 873168108 | 4,632  | 100,000   | SH | SHARED |
| TEXAS UTILITIES             | COMM | 873168108 | 182    | 3,920     | SH | SHARED |
| TEXAS UTILITIES             | COMM | 873168108 | 3,004  | 64,850    | SH | SOLE   |
| TAIWAN SEMICONDUCTOR        | COMM | 874039100 | 2,289  | 241,200   | SH | SHARED |
| TAIWAN SEMICONDUCTOR        | COMM | 874039100 | 1,403  | 147,864   | SH | SOLE   |
| TARGET CORP                 | COMM | 87612E106 | 11,430 | 360,000   | SH | SHARED |
| TARGET CORP                 | COMM | 87612E106 | 62     | 1,960     | SH | SHARED |
| TARGET CORP                 | COMM | 87612E106 | 7,577  | 238,650   | SH | SOLE   |
| TECH DATA CORP              | COMM | 878237106 | 93     | 2,450     | SH | SHARED |
| TEXACO INC                  | COMM | 881694103 | 75     | 1,160     | SH | SHARED |
| TEXAS INSTRUMENT            | COMM | 882508104 | 94     | 3,780     | SH | SHARED |
| TORCHMARK                   | COMM | 891027104 | 151    | 3,860     | SH | SHARED |
| TYCO INTERNATIONAL LTD.     | COMM | 902124106 | 8,704  | 191,300   | SH | SHARED |
| TYCO INTERNATIONAL LTD.     | COMM | 902124106 | 173    | 3,810     | SH | SHARED |
| TYCO INTERNATIONAL LTD.     | COMM | 902124106 | 5,664  | 124,476   | SH | SOLE   |
| USX-MARATHON GROUP COM      | COMM | 902905827 | 267    | 9,990     | SH | SHARED |
| US BANCORP - NEW            | COMM | 902973304 | 91     | 4,124     | SH | SHARED |
| USA NETWORKS                | COMM | 902984103 | 4,315  | 240,000   | SH | SHARED |

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|                               |      |           |        |         |    |        |
|-------------------------------|------|-----------|--------|---------|----|--------|
| USA NETWORKS                  | COMM | 902984103 | 2,687  | 149,420 | SH | SOLE   |
| UNILEVER NV                   | COMM | 904784709 | 68     | 1,260   | SH | SHARED |
| UNION PACIFIC CORP.           | COMM | 907818108 | 4,221  | 90,000  | SH | SHARED |
| UNION PACIFIC CORP.           | COMM | 907818108 | 2,795  | 59,600  | SH | SOLE   |
| UNITED PARCEL SERVICE         | COMM | 911312106 | 10,136 | 195,000 | SH | SHARED |
| UNITED PARCEL SERVICE         | COMM | 911312106 | 6,654  | 128,010 | SH | SOLE   |
| UNITED TECHNOLOGIES CORP.     | COMM | 913017109 | 45     | 970     | SH | SHARED |
| VENATOR GROUP INC             | COMM | 922944103 | 58     | 3,820   | SH | SHARED |
| VERIZON COMMUNICATIONS        | COMM | 92343V104 | 16,264 | 300,570 | SH | SHARED |
| VERIZON COMMUNICATIONS        | COMM | 92343V104 | 468    | 8,650   | SH | SHARED |
| VERIZON COMMUNICATIONS        | COMM | 92343V104 | 10,456 | 193,241 | SH | SOLE   |
| VIACOM INC. CL B              | COMM | 925524308 | 4,554  | 132,000 | SH | SHARED |
| VIACOM INC. CL B              | COMM | 925524308 | 110    | 3,190   | SH | SHARED |
| VIACOM INC. CL B              | COMM | 925524308 | 3,022  | 87,600  | SH | SOLE   |
| VINTAGE PETRO                 | COMM | 927460105 | 131    | 8,280   | SH | SHARED |
| VISHAY INTERTECHNOLOGY INC.   | COMM | 928298108 | 126    | 6,840   | SH | SHARED |
| WACHOVIA CORP - NEW           | COMM | 929903102 | 56     | 1,810   | SH | SHARED |
| WAL-MART STORES INC           | COMM | 931142103 | 16,474 | 332,800 | SH | SHARED |
| WAL-MART STORES INC           | COMM | 931142103 | 485    | 9,800   | SH | SHARED |
| WAL-MART STORES INC           | COMM | 931142103 | 10,722 | 216,608 | SH | SOLE   |
| WALGREEN CO.                  | COMM | 931422109 | 2,066  | 60,000  | SH | SHARED |
| WALGREEN CO.                  | COMM | 931422109 | 74     | 2,140   | SH | SHARED |
| WALGREEN CO.                  | COMM | 931422109 | 1,367  | 39,700  | SH | SOLE   |
| WASHINGTON MUTUAL INC         | COMM | 939322103 | 404    | 10,500  | SH | SHARED |
| WELLS FARGO & CO              | COMM | 949746101 | 190    | 4,270   | SH | SHARED |
| WORLDCOM INC                  | COMM | 98157D106 | 95     | 6,290   | SH | SHARED |
| WORLDCOM INC - MCI GROUP      | COMM | 98157D304 | 4      | 251     | SH | SHARED |
| XANTEL                        | COMM | 98388#102 | -      | 229,697 | SH | SHARED |
| ZIMMER HOLDINGS INC           | COMM | 98956P102 | 7,050  | 254,040 | SH | SHARED |
| ZIMMER HOLDINGS INC           | COMM | 98956P102 | 12     | 417     | SH | SHARED |
| ZIMMER HOLDINGS INC           | COMM | 98956P102 | 4,714  | 169,864 | SH | SOLE   |
| AMDOCS LTD                    | COMM | G02602103 | 746    | 28,000  | SH | SHARED |
| AMDOCS LTD                    | COMM | G02602103 | 373    | 14,000  | SH | SOLE   |
| FLEXTRONICS INTERNATIONAL LTD | COMM | Y2573F102 | 6,699  | 405,000 | SH | SHARED |
| FLEXTRONICS INTERNATIONAL LTD | COMM | Y2573F102 | 4,410  | 266,630 | SH | SOLE   |
| TEEKAY SHIPPING               | COMM | Y8564W103 | 47     | 1,520   | SH | SHARED |