

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2000

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: Honeywell International Inc.  
Address: P.O. Box 1219  
101 Columbia Road  
Morristown, New Jersey 07960

Form 13F File Number: 28-1879

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: Edward T. Tokar  
Title: Vice President - Investments of Honeywell International Inc.  
Phone: (973) 455-5681

Signature, Place, and Date of Signing:

/s/ Edward T. Tokar Morris Township, New Jersey May 8, 2000

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Edward T. Tokar

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.]

| Form 13F File Number | Name |
|----------------------|------|
| NONE                 |      |

Form 13F SUMMARY PAGE

Report Summary:

|   |                          |
|---|--------------------------|
| Number of Other Included Managers:      | 1                        |
| Form 13F Information Table Entry Total: | 170                      |
| Form 13F Information Table Value Total: | \$467,463<br>(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.

| No. | Form 13F File Number | Name                          |
|-----|----------------------|-------------------------------|
| 1.  | 28-7176              | Allied Capital Management LLC |

13F REPORT  
MARCH 31, 2000

NAME OF REPORTING MANAGER: HONEYWELL INTERNATIONAL, INC.

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(X\$1000) | SHRS/<br>PRN AMT | SH/<br>PRN | PUT<br>CAL | INVSTMN<br>DSCR TN | MANAGR | VOTING<br>SOLE | AUTHORITY<br>SHARE NONE |
|------------------------------|----------------|-----------|--------------------|------------------|------------|------------|--------------------|--------|----------------|-------------------------|
| XL CAP LTD                   | CL A           | G98255105 | 81                 | 1,463            | SH         | N/A        | DEFINED            | 1      | 1,463          |                         |
| AT & T CORP COM STK          | COM            | 001957109 | 90                 | 1,600            | SH         | N/A        | DEFINED            | 1      | 1,600          |                         |
| AVX CORP                     | COM            | 002444107 | 2,199              | 29,000           | SH         | N/A        | DEFINED            | 1      | 29,000         |                         |
| ADAPTEC INC                  | COM            | 00651F108 | 4,936              | 127,800          | SH         | N/A        | DEFINED            | 1      | 127,800        |                         |
| ALLIED CAP CORP NEW          | COM            | 01903Q108 | 737                | 42,240           | SH         | N/A        | DEFINED            | 1      | 42,240         |                         |
| ALTERA CORP                  | COM            | 021441100 | 1,919              | 21,500           | SH         | N/A        | DEFINED            | 1      | 21,500         |                         |
| AMERICAN GEN CORP            | COM            | 026351106 | 7,100              | 126,500          | SH         | N/A        | DEFINED            | 1      | 126,500        |                         |
| AMER GREETINGS CORP          | CL A           | 026375105 | 35                 | 1,900            | SH         | N/A        | DEFINED            | 1      | 1,900          |                         |
| AMERICAN MGMT SYS INC        | COM            | 027352103 | 8,456              | 193,000          | SH         | N/A        | DEFINED            | 1      | 193,000        |                         |
| AMERICAN PWR CONVERSION CORP | COM            | 029066107 | 6,003              | 140,000          | SH         | N/A        | DEFINED            | 1      | 140,000        |                         |
| AMERICAN STD COS INC DEL     | COM            | 029712106 | 7,193              | 194,400          | SH         | N/A        | DEFINED            | 1      | 194,400        |                         |
| APPLEBEES INTL INC           | COM            | 037899101 | 728                | 25,900           | SH         | N/A        | DEFINED            | 1      | 25,900         |                         |
| ARROW ELECTRS INC            | COM            | 042735100 | 8,072              | 229,000          | SH         | N/A        | DEFINED            | 1      | 229,000        |                         |
| ATMOS ENERGY CORP            | COM            | 049560105 | 273                | 16,650           | SH         | N/A        | DEFINED            | 1      | 16,650         |                         |
| AVADO BRANDS INC             | COM            | 05336P108 | 653                | 232,200          | SH         | N/A        | DEFINED            | 1      | 232,200        |                         |
| BEI MED SYS INC              | COM            | 05538E109 | 8                  | 4,300            | SH         | N/A        | DEFINED            | 1      | 4,300          |                         |
| BEI TECHNOLOGIES INC         | COM            | 05538P104 | 232                | 13,100           | SH         | N/A        | DEFINED            | 1      | 13,100         |                         |
| BACOU USA INC                | COM            | 056439102 | 709                | 45,400           | SH         | N/A        | DEFINED            | 1      | 45,400         |                         |
| BALL CORP                    | COM            | 058498106 | 5,067              | 146,600          | SH         | N/A        | DEFINED            | 1      | 146,600        |                         |
| BANK N.Y. CO INC             | COM            | 064057102 | 158                | 3,800            | SH         | N/A        | DEFINED            | 1      | 3,800          |                         |
| BANTA CORP                   | COM            | 066821109 | 1,562              | 85,000           | SH         | N/A        | DEFINED            | 1      | 85,000         |                         |
| BARD C R INC                 | COM            | 067383109 | 7,931              | 205,000          | SH         | N/A        | DEFINED            | 1      | 205,000        |                         |
| BELL ATLANTIC CORP           | COM            | 077853109 | 55                 | 900              | SH         | N/A        | DEFINED            | 1      | 900            |                         |
| BLACK & DECKER CORP          | COM            | 091797100 | 7,644              | 203,500          | SH         | N/A        | DEFINED            | 1      | 203,500        |                         |
| BON-TON STORES INC           | COM            | 09776J101 | 102                | 33,500           | SH         | N/A        | DEFINED            | 1      | 33,500         |                         |
| CFI PROSERVICES INC          | COM            | 12525N100 | 108                | 15,900           | SH         | N/A        | DEFINED            | 1      | 15,900         |                         |
| CIGNA CORP                   | COM            | 125509109 | 6,893              | 91,000           | SH         | N/A        | DEFINED            | 1      | 91,000         |                         |
| CADMUS COMMUNICATIONS CORP   | COM            | 127587103 | 43                 | 4,900            | SH         | N/A        | DEFINED            | 1      | 4,900          |                         |
| CANADIAN PAC LTD NEW         | COM            | 135923100 | 8,362              | 373,700          | SH         | N/A        | DEFINED            | 1      | 373,700        |                         |
| CANANDAIGUA BRANDS INC       | CL A           | 137219200 | 6,181              | 121,200          | SH         | N/A        | DEFINED            | 1      | 121,200        |                         |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 2,152              | 46,900           | SH         | N/A        | DEFINED            | 1      | 46,900         |                         |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 138                | 3,000            | SH         | N/A        | DEFINED            | 1      | 3,000          |                         |
| CAREMARK RX INC              | COM            | 141705103 | 3,727              | 890,000          | SH         | N/A        | DEFINED            | 1      | 890,000        |                         |
| CARLISLE COMPANIES INC       | COM            | 142339100 | 56                 | 1,400            | SH         | N/A        | DEFINED            | 1      | 1,400          |                         |
| CARMIKE CINEMAS INC CL A     | CL A           | 143436103 | 13                 | 2,400            | SH         | N/A        | DEFINED            | 1      | 2,400          |                         |
| CARRIER ACCESS CORP          | COM            | 144460102 | 943                | 17,700           | SH         | N/A        | DEFINED            | 1      | 17,700         |                         |
| CELLSTAR CORP                | COM            | 150925105 | 183                | 22,825           | SH         | N/A        | DEFINED            | 1      | 22,825         |                         |
| CENTRAL NEWSPAPERS INC       | CL A           | 154647101 | 70                 | 2,100            | SH         | N/A        | DEFINED            | 1      | 2,100          |                         |
| CHAMPION ENTERPRISES INC     | COM            | 158496109 | 42                 | 7,300            | SH         | N/A        | DEFINED            | 1      | 7,300          |                         |
| CHASE MANHATTAN CORP         | COM            | 16161A108 | 3,723              | 42,700           | SH         | N/A        | DEFINED            | 1      | 42,700         |                         |
| CHEVRON CORP                 | COM            | 166751107 | 9,798              | 106,000          | SH         | N/A        | DEFINED            | 1      | 106,000        |                         |
| CITIGROUP INC                | COM            | 172967101 | 12,430             | 207,600          | SH         | N/A        | DEFINED            | 1      | 207,600        |                         |
| CLEAN HARBORS INC            | COM            | 184496107 | 4                  | 1,500            | SH         | N/A        | DEFINED            | 1      | 1,500          |                         |
| COAST DENTAL SVCS INC        | COM            | 19034H102 | 102                | 42,800           | SH         | N/A        | DEFINED            | 1      | 42,800         |                         |
| COLORADO MEDTECH INC         | COM            | 19652U104 | 55                 | 7,000            | SH         | N/A        | DEFINED            | 1      | 7,000          |                         |
| COLUMBIA / HCA HEALTHCARE    | COM            | 197677107 | 5,569              | 220,000          | SH         | N/A        | DEFINED            | 1      | 220,000        |                         |
| COMPUTER TASK GROUP INC      | COM            | 205477102 | 327                | 29,700           | SH         | N/A        | DEFINED            | 1      | 29,700         |                         |
| CONCURRENT COMPUTER CORP     | COM            | 206710204 | 1,004              | 79,100           | SH         | N/A        | DEFINED            | 1      | 79,100         |                         |
| CONEXANT SYSTEMS INC         | COM            | 207142100 | 2,016              | 28,400           | SH         | N/A        | DEFINED            | 1      | 28,400         |                         |
| COOPER INDS INC              | COM            | 216669101 | 46                 | 1,300            | SH         | N/A        | DEFINED            | 1      | 1,300          |                         |
| CROSSMANN CMNTYS INC         | COM            | 22764E109 | 136                | 8,600            | SH         | N/A        | DEFINED            | 1      | 8,600          |                         |
| CROWN CRAFTS INC             | COM            | 228309100 | 46                 | 35,300           | SH         | N/A        | DEFINED            | 1      | 35,300         |                         |
| CYTYC CORP                   | COM            | 232946103 | 1,946              | 40,330           | SH         | N/A        | DEFINED            | 1      | 40,330         |                         |
| DT INDUSTRIES INC            | COM            | 23333J108 | 608                | 47,700           | SH         | N/A        | DEFINED            | 1      | 47,700         |                         |
| DATA BROADCASTING CORP       | COM            | 237596101 | 36                 | 4,700            | SH         | N/A        | DEFINED            | 1      | 4,700          |                         |
| DELUXE CORP                  | COM            | 248019101 | 58                 | 2,200            | SH         | N/A        | DEFINED            | 1      | 2,200          |                         |
| DEXTER CORP                  | COM            | 252165105 | 122                | 2,300            | SH         | N/A        | DEFINED            | 1      | 2,300          |                         |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 223                | 5,795            | SH         | N/A        | DEFINED            | 1      | 5,795          |                         |
| DONNELLEY R R + SONS CO      | COM            | 257867101 | 3,030              | 144,700          | SH         | N/A        | DEFINED            | 1      | 144,700        |                         |
| EEX CORP                     | COM            | 26842V207 | 440                | 130,500          | SH         | N/A        | DEFINED            | 1      | 130,500        |                         |
| ESS TECH INC                 | COM            | 269151106 | 907                | 51,800           | SH         | N/A        | DEFINED            | 1      | 51,800         |                         |
| EARTHLINK INC                | COM            | 270321102 | 651                | 33,468           | SH         | N/A        | DEFINED            | 1      | 33,468         |                         |
| EASTMAN KODAK CO             | COM            | 277461109 | 6,518              | 120,000          | SH         | N/A        | DEFINED            | 1      | 120,000        |                         |
| ECHELON INTL CORP            | COM            | 278747100 | 391                | 11,582           | SH         | N/A        | DEFINED            | 1      | 11,582         |                         |
| ELECTROGLAS INC              | COM            | 285324109 | 1,161              | 33,900           | SH         | N/A        | DEFINED            | 1      | 33,900         |                         |
| ENCOMPASS SVCS CORP          | COM            | 29255U104 | 88                 | 15,238           | SH         | N/A        | DEFINED            | 1      | 15,238         |                         |
| ENGELHARD CORP               | COM            | 292845104 | 61                 | 4,000            | SH         | N/A        | DEFINED            | 1      | 4,000          |                         |
| ENESCO GROUP INC             | COM            | 292973104 | 529                | 74,900           | SH         | N/A        | DEFINED            | 1      | 74,900         |                         |
| ETHAN ALLEN INTERIORS INC    | COM            | 297602104 | 5,113              | 204,500          | SH         | N/A        | DEFINED            | 1      | 204,500        |                         |
| EXABYTE CORP                 | COM            | 300615101 | 431                | 58,000           | SH         | N/A        | DEFINED            | 1      | 58,000         |                         |
| FBL FINL GROUP INC           | CL A           | 30239F106 | 350                | 23,300           | SH         | N/A        | DEFINED            | 1      | 23,300         |                         |
| FNCL SEC ASSURN HLDGS LTD    | COM            | 31769P100 | 1,325              | 18,040           | SH         | N/A        | DEFINED            | 1      | 18,040         |                         |
| FINLAY ENTERPRISES INC       | COM            | 317884203 | 294                | 23,900           | SH         | N/A        | DEFINED            | 1      | 23,900         |                         |
| FOOTSTAR INC                 | COM            | 344912100 | 2,989              | 105,800          | SH         | N/A        | DEFINED            | 1      | 105,800        |                         |
| FORTUNE BRANDS INC           | COM            | 349631101 | 7,288              | 291,500          | SH         | N/A        | DEFINED            | 1      | 291,500        |                         |
| FURNITURE BRANDS INTL INC    | COM            | 360921100 | 2,320              | 123,300          | SH         | N/A        | DEFINED            | 1      | 123,300        |                         |
| GATX CORP                    | COM            | 361448103 | 95                 | 2,500            | SH         | N/A        | DEFINED            | 1      | 2,500          |                         |

|                              |              |           |        |         |    |     |         |   |         |
|------------------------------|--------------|-----------|--------|---------|----|-----|---------|---|---------|
| GTE CORP                     | COM          | 362320103 | 57     | 800     | SH | N/A | DEFINED | 1 | 800     |
| GENERAL DYNAMICS CORP        | COM          | 369550108 | 4,229  | 85,000  | SH | N/A | DEFINED | 1 | 85,000  |
| GOLDEN W. FNCL CORP          | COM          | 381317106 | 384    | 12,300  | SH | N/A | DEFINED | 1 | 12,300  |
| GRACE W R & CO DEL NEW       | COM          | 38388F108 | 5,263  | 408,800 | SH | N/A | DEFINED | 1 | 408,800 |
| GREATER BAY BANCORP          | COM          | 391648102 | 233    | 5,800   | SH | N/A | DEFINED | 1 | 5,800   |
| HAGGAR CORP                  | COM          | 405173105 | 305    | 22,200  | SH | N/A | DEFINED | 1 | 22,200  |
| HEALTHCARE RECOVERIES INC    | COM          | 42220K101 | 98     | 30,300  | SH | N/A | DEFINED | 1 | 30,300  |
| HERBALIFE INTL INC CL B      | CL B         | 426908307 | 435    | 33,000  | SH | N/A | DEFINED | 1 | 33,000  |
| HIBERNIA CORP                | CL A         | 428656102 | 1,581  | 150,600 | SH | N/A | DEFINED | 1 | 150,600 |
| HONEYWELL INTL INC           | COM          | 438516106 | 7,409  | 140,625 | SH | N/A | DEFINED | 1 | 140,625 |
| HOUSEHOLD INTL INC           | COM          | 441815107 | 9,164  | 245,600 | SH | N/A | DEFINED | 1 | 245,600 |
| ICN PHARMACEUTICALS INC      | COM          | 448924100 | 2,098  | 77,000  | SH | N/A | DEFINED | 1 | 77,000  |
| HYPERION SOLUTIONS CORP      | COM          | 44914M104 | 1,235  | 38,000  | SH | N/A | DEFINED | 1 | 38,000  |
| IMATION CORP                 | COM          | 45245A107 | 3,240  | 121,400 | SH | N/A | DEFINED | 1 | 121,400 |
| INGERSOLL RAND CO            | COM          | 456866102 | 3,443  | 77,800  | SH | N/A | DEFINED | 1 | 77,800  |
| INTEG INC                    | COM          | 458100104 | 96     | 32,000  | SH | N/A | DEFINED | 1 | 32,000  |
| INTERNATIONAL BUSINESS MACHS | COM          | 459200101 | 8,968  | 76,000  | SH | N/A | DEFINED | 1 | 76,000  |
| IPALCO ENTERPRISES INC       | COM          | 462613100 | 714    | 36,600  | SH | N/A | DEFINED | 1 | 36,600  |
| IVAX CORP                    | COM          | 465823102 | 12,573 | 461,400 | SH | N/A | DEFINED | 1 | 461,400 |
| JASON INC                    | COM          | 471171108 | 780    | 74,300  | SH | N/A | DEFINED | 1 | 74,300  |
| JO-ANN STORES INC            | CL A         | 47758P109 | 71     | 8,500   | SH | N/A | DEFINED | 1 | 8,500   |
| JOHNSON CTLS INC             | COM          | 478366107 | 87     | 1,600   | SH | N/A | DEFINED | 1 | 1,600   |
| KENDLE INTL INC              | COM          | 48880L107 | 147    | 13,500  | SH | N/A | DEFINED | 1 | 13,500  |
| KEYSPAN CORP                 | COM          | 49337W100 | 5,879  | 212,800 | SH | N/A | DEFINED | 1 | 212,800 |
| KULICKE & SOFFA INDS INC     | COM          | 501242101 | 1,659  | 25,900  | SH | N/A | DEFINED | 1 | 25,900  |
| LA Z BOY INC                 | COM          | 505336107 | 81     | 5,300   | SH | N/A | DEFINED | 1 | 5,300   |
| LEAR CORP                    | COM          | 521865105 | 4,118  | 146,400 | SH | N/A | DEFINED | 1 | 146,400 |
| LEXMARK INTL GROUP INC       | CL A         | 529771107 | 1,110  | 10,500  | SH | N/A | DEFINED | 1 | 10,500  |
| LIMITED INC                  | COM          | 532716107 | 5,009  | 118,900 | SH | N/A | DEFINED | 1 | 118,900 |
| LINCOLN ELEC HLDGS INC       | COM          | 533900106 | 1,292  | 53,400  | SH | N/A | DEFINED | 1 | 53,400  |
| M & F WORLDWIDE CORP         | COM          | 552541104 | 176    | 40,300  | SH | N/A | DEFINED | 1 | 40,300  |
| MGM GRAND INC                | COM          | 552953101 | 17     | 700     | SH | N/A | DEFINED | 1 | 700     |
| M S CARRIERS INC             | COM          | 553533100 | 313    | 13,300  | SH | N/A | DEFINED | 1 | 13,300  |
| MAC-GRAY CORP                | COM          | 554153106 | 92     | 30,800  | SH | N/A | DEFINED | 1 | 30,800  |
| MARSH + MCLENNAN COS INC     | COM          | 571748102 | 10,094 | 91,500  | SH | N/A | DEFINED | 1 | 91,500  |
| MAY DEPT STORES CO           | COM          | 577778103 | 54     | 1,900   | SH | N/A | DEFINED | 1 | 1,900   |
| MIDDLEBY CORP                | COM          | 596278101 | 150    | 26,400  | SH | N/A | DEFINED | 1 | 26,400  |
| MIDWAY AIRLS CORP            | COM          | 598126100 | 133    | 26,600  | SH | N/A | DEFINED | 1 | 26,600  |
| MILLENNIUM PHARM INC         | COM          | 599902103 | 5,436  | 41,856  | SH | N/A | DEFINED | 1 | 41,856  |
| MTR CARGO INDS INC           | COM          | 619907108 | 225    | 48,600  | SH | N/A | DEFINED | 1 | 48,600  |
| OCULAR SCIENCES INC          | COM          | 675744106 | 109    | 6,900   | SH | N/A | DEFINED | 1 | 6,900   |
| PBOC HLDGS INC               | COM          | 693166108 | 220    | 24,400  | SH | N/A | DEFINED | 1 | 24,400  |
| PALL CORP                    | COM          | 696429307 | 10,344 | 461,000 | SH | N/A | DEFINED | 1 | 461,000 |
| PERKINELMER INC              | COM          | 714046109 | 173    | 2,600   | SH | N/A | DEFINED | 1 | 2,600   |
| PICCADILLY CAFETERIAS INC    | COM          | 719567109 | 35     | 11,800  | SH | N/A | DEFINED | 1 | 11,800  |
| PRECISION RESPONSE CORP      | COM          | 740314109 | 121    | 5,000   | SH | N/A | DEFINED | 1 | 5,000   |
| PRINTRONIX INC               | COM          | 742578107 | 453    | 22,800  | SH | N/A | DEFINED | 1 | 22,800  |
| PROGRESS SOFTWARE CORP       | COM          | 743312100 | 1,526  | 65,100  | SH | N/A | DEFINED | 1 | 65,100  |
| PROMEDCO MGMT CO             | COM          | 74342L105 | 206    | 84,600  | SH | N/A | DEFINED | 1 | 84,600  |
| QUANTUM CORP                 | COM DSSG     | 747906204 | 6,213  | 520,500 | SH | N/A | DEFINED | 1 | 520,500 |
| QUEST ED CORP                | COM          | 74835F102 | 706    | 81,897  | SH | N/A | DEFINED | 1 | 81,897  |
| RADIAN GROUP INC             | COM          | 750236101 | 9,349  | 196,300 | SH | N/A | DEFINED | 1 | 196,300 |
| RAMSAY YOUTH SVCS INC        | COM          | 75158K206 | 12     | 4,733   | SH | N/A | DEFINED | 1 | 4,733   |
| READERS DIGEST ASSN INC      | CL A NON VTG | 755267101 | 7,153  | 202,200 | SH | N/A | DEFINED | 1 | 202,200 |
| REGIS CORP MINN              | COM          | 758932107 | 1,852  | 125,000 | SH | N/A | DEFINED | 1 | 125,000 |
| REMEDYTEMP INC               | CL A         | 759549108 | 332    | 15,000  | SH | N/A | DEFINED | 1 | 15,000  |
| ROSLYN BANCORP INC           | COM          | 778162107 | 1,063  | 59,700  | SH | N/A | DEFINED | 1 | 59,700  |
| SCP POOL CORP                | COM          | 784028102 | 119    | 3,900   | SH | N/A | DEFINED | 1 | 3,900   |
| SOS STAFFING SVCS INC        | COM          | 78462X104 | 63     | 14,200  | SH | N/A | DEFINED | 1 | 14,200  |
| SANFILIPPO JOHN B & SON INC  | COM          | 800422107 | 155    | 36,500  | SH | N/A | DEFINED | 1 | 36,500  |
| SENSORMATIC ELECTRS CORP     | COM          | 817265101 | 7,279  | 324,400 | SH | N/A | DEFINED | 1 | 324,400 |
| SHAW INDS INC                | COM          | 820286102 | 7,574  | 498,700 | SH | N/A | DEFINED | 1 | 498,700 |
| SHERWIN-WILLIAMS CO          | COM          | 824348106 | 77     | 3,500   | SH | N/A | DEFINED | 1 | 3,500   |
| SMITH-GARDNER & ASSOCS       | COM          | 832059109 | 271    | 15,382  | SH | N/A | DEFINED | 1 | 15,382  |
| SPECIAL METALS CORP          | COM          | 84741Y103 | 26     | 8,500   | SH | N/A | DEFINED | 1 | 8,500   |
| SPECTRIAN CORP               | COM          | 847608106 | 639    | 28,400  | SH | N/A | DEFINED | 1 | 28,400  |
| SPRINGS INDS INC             | CL A         | 851783100 | 4,818  | 126,800 | SH | N/A | DEFINED | 1 | 126,800 |
| SUIZA FOODS CORP             | COM          | 865077101 | 9,624  | 239,100 | SH | N/A | DEFINED | 1 | 239,100 |
| SUN MICROSYSTEMS INC         | COM          | 866810104 | 13,025 | 139,000 | SH | N/A | DEFINED | 1 | 139,000 |
| SUPERVALU INC                | COM          | 868536103 | 8,103  | 427,900 | SH | N/A | DEFINED | 1 | 427,900 |
| SYBASE INC                   | COM          | 871130100 | 7,755  | 381,800 | SH | N/A | DEFINED | 1 | 381,800 |
| SYMANTEC CORP                | COM          | 871503108 | 12,463 | 165,900 | SH | N/A | DEFINED | 1 | 165,900 |
| SYSTEMAX INC                 | COM          | 871851101 | 111    | 12,200  | SH | N/A | DEFINED | 1 | 12,200  |
| TMP WORLDWIDE INC            | COM          | 872941109 | 2,177  | 28,000  | SH | N/A | DEFINED | 1 | 28,000  |
| TARGET CORP                  | COM          | 87612E106 | 9,164  | 122,600 | SH | N/A | DEFINED | 1 | 122,600 |
| TELEFLEX INC                 | COM          | 879369106 | 5,310  | 150,100 | SH | N/A | DEFINED | 1 | 150,100 |
| TELLABS INC                  | COM          | 879664100 | 1,251  | 19,866  | SH | N/A | DEFINED | 1 | 19,866  |
| TEMPLE INLAND INC            | COM          | 879868107 | 6,750  | 135,500 | SH | N/A | DEFINED | 1 | 135,500 |
| TRANSMONTAIGNE INC           | COM          | 893934109 | 240    | 35,495  | SH | N/A | DEFINED | 1 | 35,495  |
| TYCO INTL LTD NEW            | COM          | 902124106 | 11,704 | 233,500 | SH | N/A | DEFINED | 1 | 233,500 |
| TYSON FOODS INC              | CL A         | 902494103 | 46     | 4,100   | SH | N/A | DEFINED | 1 | 4,100   |
| UCBH HLDGS INC COM           | COM          | 90262T308 | 340    | 15,800  | SH | N/A | DEFINED | 1 | 15,800  |
| UST INC                      | COM          | 902911106 | 42     | 2,700   | SH | N/A | DEFINED | 1 | 2,700   |
| ULTRAMAR DIAMOND SHAMROCK    | COM          | 904000106 | 9,762  | 384,700 | SH | N/A | DEFINED | 1 | 384,700 |
| UNION PAC CORP               | COM          | 907818108 | 7,966  | 203,600 | SH | N/A | DEFINED | 1 | 203,600 |
| UNISYS CORP                  | COM          | 909214108 | 5,461  | 212,600 | SH | N/A | DEFINED | 1 | 212,600 |
| WARNER LAMBERT CO            | COM          | 934488107 | 7,815  | 80,000  | SH | N/A | DEFINED | 1 | 80,000  |

|                               |     |           |        |         |    |     |         |   |         |
|-------------------------------|-----|-----------|--------|---------|----|-----|---------|---|---------|
| WEBB DEL CORP                 | COM | 947423109 | 250    | 16,900  | SH | N/A | DEFINED | 1 | 16,900  |
| WEBHIRE INC                   | COM | 94768W104 | 362    | 22,088  | SH | N/A | DEFINED | 1 | 22,088  |
| WELLPOINT HEALTH NETWORKS INC | COM | 94973H108 | 10,488 | 150,100 | SH | N/A | DEFINED | 1 | 150,100 |
| WESLEY JESSEN VISIONCARE INC  | COM | 951018100 | 83     | 2,300   | SH | N/A | DEFINED | 1 | 2,300   |
| WHITEHALL JEWELLERS INC       | COM | 965063100 | 196    | 8,350   | SH | N/A | DEFINED | 1 | 8,350   |
| ZALE CORP NEW                 | COM | 988858106 | 4,563  | 96,700  | SH | N/A | DEFINED | 1 | 96,700  |