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FIRST TENNESSEE NATIONAL CORP

Form 13F-HR

October 22, 2002

| NAME OF ISSUER             | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OF PRINCIPAL AMOUNT | INVESTMENT DISCRETION |         |         | MANAGEMENT INSTR |
|----------------------------|----------------|--------------|-------------------|----------------------------|-----------------------|---------|---------|------------------|
|                            |                |              |                   |                            | (A) SOL               | (B) SHR | (C) OTH |                  |
| COOPER INDS LTD            | CL A           | G24182100    | 191,205           | 6,300                      | X                     |         |         | 1                |
|                            |                |              | 12,140            | 400                        |                       | X       | X       | 1                |
|                            |                |              | 203,345           | 6,700                      |                       |         |         |                  |
| GLOBALSANTAFE CORP         | SHS            | G3930E101    | 241,182           | 10,791                     | X                     |         |         | 1                |
|                            |                |              | 99,792            | 4,465                      |                       | X       | X       | 1                |
|                            |                |              | 5,945             | 266                        | X                     |         |         | 2                |
|                            |                |              | 346,919           | 15,522                     |                       |         |         |                  |
| INGERSOLL-RAND COMPANY LTD | CL A           | G4776G101    | 1,107,797         | 32,166                     | X                     |         |         | 1                |
|                            |                |              | 602,700           | 17,500                     |                       | X       | X       | 1                |
|                            |                |              | 1,710,497         | 49,666                     |                       |         |         |                  |
| NOBLE CORPORATION          | SHS            | G65422100    | 258,850           | 8,350                      | X                     |         |         | 1                |
|                            |                |              | 106,175           | 3,425                      |                       | X       | X       | 1                |
|                            |                |              | 7,750             | 250                        | X                     |         |         | 2                |
|                            |                |              | 372,775           | 12,025                     |                       |         |         |                  |
| XL CAP LTD                 | CL A           | G98255105    | 4,454,621         | 60,607                     | X                     |         |         | 1                |
|                            |                |              | 224,175           | 3,050                      |                       | X       | X       | 1                |
|                            |                |              | 4,678,796         | 63,657                     |                       |         |         |                  |
| FLEXTRONICS INTL LTD       | ORD            | Y2573F102    | 207,298           | 29,733                     | X                     |         |         | 1                |
|                            |                |              | 44,620            | 6,400                      |                       | X       | X       | 1                |
|                            |                |              | 3,835             | 550                        | X                     |         |         | 2                |
|                            |                |              | 255,753           | 36,683                     |                       |         |         |                  |
| AFLAC INC                  | COM            | 001055102    | 3,241,141         | 105,609                    | X                     |         |         | 1                |
|                            |                |              | 283,883           | 9,250                      |                       | X       | X       | 1                |
|                            |                |              | 3,525,024         | 114,859                    |                       |         |         |                  |
| AGCO CORP                  | COM            | 001084102    | 308,560           | 13,300                     | X                     |         |         | 1                |
|                            |                |              | 308,560           | 13,300                     |                       |         |         |                  |
| AOL TIME WARNER INC        | COM            | 00184A105    | 124,957           | 10,680                     | X                     |         |         | 1                |
|                            |                |              | 19,598            | 1,675                      |                       | X       | X       | 1                |
|                            |                |              | 144,555           | 12,355                     |                       |         |         |                  |
| AT&T CORP                  | COM            | 001957109    | 914,552           | 76,148                     | X                     |         |         | 1                |
|                            |                |              | 401,187           | 33,404                     |                       | X       | X       | 1                |
|                            |                |              | 1,315,739         | 109,552                    |                       |         |         |                  |

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|                            |              |           |           |         |   |   |   |   |
|----------------------------|--------------|-----------|-----------|---------|---|---|---|---|
| AT&T WIRELESS SVCS INC     | COM          | 00209A106 | 90,877    | 22,056  | X |   |   | 1 |
|                            |              |           | 42,882    | 10,407  |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 133,759   | 32,463  |   |   |   |   |
| ABBOTT LABS                | COM          | 002824100 | 3,778,489 | 93,527  | X |   |   | 1 |
|                            |              |           | 1,418,161 | 35,103  |   | X | X | 1 |
|                            |              |           | 12,120    | 300     | X |   |   | 2 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 5,208,770 | 128,930 |   |   |   |   |
| ADAMS EXPRESS CO           | COM          | 006212104 | 1,542     | 150     | X |   |   | 1 |
|                            |              |           | 272,965   | 26,553  |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 274,507   | 26,703  |   |   |   |   |
| ADVANCED MICRO DEVICES INC | COM          | 007903107 | 84,906    | 15,900  | X |   |   | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 84,906    | 15,900  |   |   |   |   |
| AEGON N V                  | ORD AMER REG | 007924103 | 185,470   | 19,668  | X |   |   | 1 |
|                            |              |           | 16,267    | 1,725   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 201,737   | 21,393  |   |   |   |   |
| AGERE SYS INC              | CL B         | 00845V209 | 11,684    | 11,800  | X |   |   | 1 |
|                            |              |           | 5,375     | 5,431   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 17,059    | 17,231  |   |   |   |   |
| AIR PRODS & CHEMS INC      | COM          | 009158106 | 1,031,728 | 24,559  | X |   |   | 1 |
|                            |              |           | 252,060   | 6,000   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 1,283,788 | 30,559  |   |   |   |   |
| ALBERTO CULVER CO          | CL A         | 013068200 | 767,565   | 16,650  | X |   |   | 1 |
|                            |              |           | 242,025   | 5,250   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 1,009,590 | 21,900  |   |   |   |   |
| ALCOA INC                  | COM          | 013817101 | 1,047,878 | 54,294  | X |   |   | 1 |
|                            |              |           | 618,160   | 32,029  |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 1,666,038 | 86,323  |   |   |   |   |
| ALLEN TELECOM INC          | COM          | 018091108 | 66,750    | 12,500  | X |   |   | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 66,750    | 12,500  |   |   |   |   |
| ALLSTATE CORP              | COM          | 020002101 | 275,442   | 7,748   | X |   |   | 1 |
|                            |              |           | 117,600   | 3,308   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 393,042   | 11,056  |   |   |   |   |
| ALLTEL CORP                | COM          | 020039103 | 560,980   | 13,979  | X |   |   | 1 |
|                            |              |           | 232,914   | 5,804   |   | X | X | 1 |
|                            |              |           | 6,020     | 150     | X |   |   | 2 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 799,914   | 19,933  |   |   |   |   |
| AMERICAN ELEC PWR INC      | COM          | 025537101 | 277,632   | 9,738   | X |   |   | 1 |

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|                              |     |           |           |         |   |   |   |
|------------------------------|-----|-----------|-----------|---------|---|---|---|
|                              |     |           | 23,378    | 820     | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 301,010   | 10,558  |   |   |   |
| AMERICAN EXPRESS CO          | COM | 025816109 | 546,929   | 17,541  | X |   | 1 |
|                              |     |           | 600,527   | 19,260  |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 1,147,456 | 36,801  |   |   |   |
| AMERICAN INTL GROUP INC      | COM | 026874107 | 6,415,991 | 117,294 | X |   | 1 |
|                              |     |           | 1,149,197 | 21,009  |   | X | 1 |
|                              |     |           | 9,573     | 175     | X |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 7,574,761 | 138,478 |   |   |   |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 386,941   | 40,475  | X |   | 1 |
|                              |     |           | 106,116   | 11,100  |   | X | 1 |
|                              |     |           | 6,453     | 675     | X |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 499,510   | 52,250  |   |   |   |
| AMGEN INC                    | COM | 031162100 | 245,280   | 5,882   | X |   | 1 |
|                              |     |           | 55,670    | 1,335   |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 300,950   | 7,217   |   |   |   |
| AMSOUTH BANCORPORATION       | COM | 032165102 | 4,848,603 | 233,780 | X |   | 1 |
|                              |     |           | 2,201,530 | 106,149 |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 7,050,133 | 339,929 |   |   |   |
| ANADARKO PETE CORP           | COM | 032511107 | 251,785   | 5,653   | X |   | 1 |
|                              |     |           | 48,548    | 1,090   |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 300,333   | 6,743   |   |   |   |
| ANHEUSER BUSCH COS INC       | COM | 035229103 | 1,507,982 | 29,802  | X |   | 1 |
|                              |     |           | 1,021,917 | 20,196  |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 2,529,899 | 49,998  |   |   |   |
| APPLIED MATLS INC            | COM | 038222105 | 559,000   | 48,398  | X |   | 1 |
|                              |     |           | 109,149   | 9,450   |   | X | 1 |
|                              |     |           | 7,508     | 650     | X |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 675,657   | 58,498  |   |   |   |
| ARCHER DANIELS MIDLAND CO    | COM | 039483102 | 430,896   | 34,444  | X |   | 1 |
|                              |     |           | 79,188    | 6,330   |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 510,084   | 40,774  |   |   |   |
| ATLANTIS PLASTICS INC        | COM | 049156102 | 59,006    | 16,300  | X |   | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 59,006    | 16,300  |   |   |   |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 466,162   | 13,407  | X |   | 1 |
|                              |     |           | 559,589   | 16,094  |   | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |
|                              |     |           | 1,025,751 | 29,501  |   |   |   |
| AVON PRODS INC               | COM | 054303102 | 1,075,101 | 23,321  | X |   | 1 |

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|                             |               |           |           |         |   |   |   |
|-----------------------------|---------------|-----------|-----------|---------|---|---|---|
|                             |               |           | 57,625    | 1,250   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 1,132,726 | 24,571  |   |   |   |
| BB&T CORP                   | COM           | 054937107 | 274,188   | 7,825   | X |   | 1 |
|                             |               |           | 4,765     | 136     |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 278,953   | 7,961   |   |   |   |
| BP PLC                      | SPONSORED ADR | 055622104 | 4,915,798 | 123,203 | X |   | 1 |
|                             |               |           | 2,759,642 | 69,164  |   | X | 1 |
|                             |               |           | 6,983     | 175     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 7,682,423 | 192,542 |   |   |   |
| BANK OF AMERICA CORPORATION | COM           | 060505104 | 2,690,703 | 42,174  | X |   | 1 |
|                             |               |           | 1,103,483 | 17,296  |   | X | 1 |
|                             |               |           | 8,039     | 126     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 3,802,225 | 59,596  |   |   |   |
| BANK ONE CORP               | COM           | 06423A103 | 1,429,877 | 38,232  | X |   | 1 |
|                             |               |           | 531,865   | 14,221  |   | X | 1 |
|                             |               |           | 11,220    | 300     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 1,972,962 | 52,753  |   |   |   |
| BARD C R INC                | COM           | 067383109 | 350,998   | 6,425   | X |   | 1 |
|                             |               |           | 213,057   | 3,900   |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 564,055   | 10,325  |   |   |   |
| BAXTER INTL INC             | COM           | 071813109 | 641,277   | 20,991  | X |   | 1 |
|                             |               |           | 858,853   | 28,113  |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 1,500,130 | 49,104  |   |   |   |
| BELDEN INC                  | COM           | 077459105 | 224,785   | 16,750  | X |   | 1 |
|                             |               |           | 16,104    | 1,200   |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 240,889   | 17,950  |   |   |   |
| BELLSOUTH CORP              | COM           | 079860102 | 4,596,590 | 250,359 | X |   | 1 |
|                             |               |           | 1,903,565 | 103,680 |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 6,500,155 | 354,039 |   |   |   |
| BERKSHIRE HATHAWAY INC DEL  | CL B          | 084670207 | 342,635   | 139     | X |   | 1 |
|                             |               |           | 51,765    | 21      |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 394,400   | 160     |   |   |   |
| BEST BUY INC                | COM           | 086516101 | 186,559   | 8,362   | X |   | 1 |
|                             |               |           | 74,741    | 3,350   |   | X | 1 |
|                             |               |           | 3,347     | 150     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 264,647   | 11,862  |   |   |   |
| BOEING CO                   | COM           | 097023105 | 1,045,748 | 30,640  | X |   | 1 |
|                             |               |           | 614,000   | 17,990  |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 1,659,748 | 48,630  |   |   |   |

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|                         |     |           |            |         |   |   |   |   |
|-------------------------|-----|-----------|------------|---------|---|---|---|---|
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 6,406,938  | 269,199 | X |   |   | 1 |
|                         |     |           | 3,663,058  | 153,910 |   | X | X | 1 |
|                         |     |           | 10,710     | 450     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 10,080,706 | 423,559 |   |   |   |   |
| CBL & ASSOC PPTYS INC   | COM | 124830100 | 521,963    | 13,470  | X |   |   | 1 |
|                         |     |           | 131,750    | 3,400   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 653,713    | 16,870  |   |   |   |   |
| CIGNA CORP              | COM | 125509109 | 388,418    | 5,490   | X |   |   | 1 |
|                         |     |           | 26,531     | 375     |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 414,949    | 5,865   |   |   |   |   |
| CSX CORP                | COM | 126408103 | 265,225    | 10,054  | X |   |   | 1 |
|                         |     |           | 125,885    | 4,772   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 391,110    | 14,826  |   |   |   |   |
| CAPITAL ONE FINL CORP   | COM | 14040H105 | 3,170,177  | 90,784  | X |   |   | 1 |
|                         |     |           | 199,917    | 5,725   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 3,370,094  | 96,509  |   |   |   |   |
| CARAUSTAR INDS INC      | COM | 140909102 | 119,680    | 12,800  | X |   |   | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 119,680    | 12,800  |   |   |   |   |
| CARDINAL HEALTH INC     | COM | 14149Y108 | 103,438    | 1,663   | X |   |   | 1 |
|                         |     |           | 274,612    | 4,415   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 378,050    | 6,078   |   |   |   |   |
| CASCADE CORP            | COM | 147195101 | 182,650    | 13,000  | X |   |   | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 182,650    | 13,000  |   |   |   |   |
| CATERPILLAR INC DEL     | COM | 149123101 | 122,007    | 3,278   | X |   |   | 1 |
|                         |     |           | 108,310    | 2,910   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 230,317    | 6,188   |   |   |   |   |
| CENDANT CORP            | COM | 151313103 | 339,607    | 31,562  | X |   |   | 1 |
|                         |     |           | 103,565    | 9,625   |   | X | X | 1 |
|                         |     |           | 6,456      | 600     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 449,628    | 41,787  |   |   |   |   |
| CHEVRONTEXACO CORP      | COM | 166764100 | 4,551,755  | 65,729  | X |   |   | 1 |
|                         |     |           | 1,598,156  | 23,078  |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 6,149,911  | 88,807  |   |   |   |   |
| CHUBB CORP              | COM | 171232101 | 407,446    | 7,431   | X |   |   | 1 |
|                         |     |           | 146,672    | 2,675   |   | X | X | 1 |
|                         |     |           | 10,966     | 200     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 565,084    | 10,306  |   |   |   |   |

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|                            |          |           |            |         |   |   |   |   |
|----------------------------|----------|-----------|------------|---------|---|---|---|---|
| CISCO SYS INC              | COM      | 17275R102 | 4,574,899  | 436,536 | X |   |   | 1 |
|                            |          |           | 860,282    | 82,088  |   | X | X | 1 |
|                            |          |           | 7,598      | 725     | X |   |   | 2 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 5,442,779  | 519,349 |   |   |   |   |
| CITIGROUP INC              | COM      | 172967101 | 2,587,166  | 87,257  | X |   |   | 1 |
|                            |          |           | 752,755    | 25,388  |   | X | X | 1 |
|                            |          |           | 6,138      | 207     | X |   |   | 2 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 3,346,059  | 112,852 |   |   |   |   |
| CITIZENS COMMUNICATIONS CO | COM      | 17453B101 | 83,882     | 12,372  | X |   |   | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 83,882     | 12,372  |   |   |   |   |
| CLAYTON HOMES INC          | COM      | 184190106 | 154,137    | 14,038  | X |   |   | 1 |
|                            |          |           | 20,280     | 1,847   |   | X | X | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 174,417    | 15,885  |   |   |   |   |
| COCA COLA CO               | COM      | 191216100 | 7,402,578  | 154,349 | X |   |   | 1 |
|                            |          |           | 7,008,443  | 146,131 |   | X | X | 1 |
|                            |          |           | 9,592      | 200     | X |   |   | 2 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 14,420,613 | 300,680 |   |   |   |   |
| COLGATE PALMOLIVE CO       | COM      | 194162103 | 797,866    | 14,789  | X |   |   | 1 |
|                            |          |           | 177,226    | 3,285   |   | X | X | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 975,092    | 18,074  |   |   |   |   |
| COMCAST CORP               | CL A SPL | 200300200 | 4,453,679  | 213,503 | X |   |   | 1 |
|                            |          |           | 432,825    | 20,749  |   | X | X | 1 |
|                            |          |           | 11,473     | 550     | X |   |   | 2 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 4,897,977  | 234,802 |   |   |   |   |
| COMPUTER ASSOC INTL INC    | COM      | 204912109 | 245,386    | 25,561  | X |   |   | 1 |
|                            |          |           | 52,829     | 5,503   |   | X | X | 1 |
|                            |          |           | 3,504      | 365     | X |   |   | 2 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 301,719    | 31,429  |   |   |   |   |
| COMPUTER SCIENCES CORP     | COM      | 205363104 | 251,778    | 9,060   | X |   |   | 1 |
|                            |          |           | 38,906     | 1,400   |   | X | X | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 290,684    | 10,460  |   |   |   |   |
| CONAGRA FOODS INC          | COM      | 205887102 | 280,730    | 11,297  | X |   |   | 1 |
|                            |          |           | 60,883     | 2,450   |   | X | X | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 341,613    | 13,747  |   |   |   |   |
| CONCORD EFS INC            | COM      | 206197105 | 265,068    | 16,692  | X |   |   | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 265,068    | 16,692  |   |   |   |   |
| CONOCOPHILLIPS             | COM      | 20825C104 | 233,004    | 5,039   | X |   |   | 1 |
|                            |          |           | 146,672    | 3,172   |   | X | X | 1 |
|                            |          |           | -----      | -----   |   |   |   |   |
|                            |          |           | 379,676    | 8,211   |   |   |   |   |

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|                            |            |           |           |         |   |   |   |   |
|----------------------------|------------|-----------|-----------|---------|---|---|---|---|
| CORNING INC                | COM        | 219350105 | 109,195   | 68,247  | X |   |   | 1 |
|                            |            |           | 59,200    | 37,000  |   | X | X | 1 |
|                            |            |           | 1,240     | 775     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 169,635   | 106,022 |   |   |   |   |
| COSTCO WHSL CORP NEW       | COM        | 22160K105 | 4,527,113 | 139,855 | X |   |   | 1 |
|                            |            |           | 263,494   | 8,140   |   | X | X | 1 |
|                            |            |           | 4,856     | 150     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 4,795,463 | 148,145 |   |   |   |   |
| COX COMMUNICATIONS INC NEW | CL A       | 224044107 | 616,501   | 25,071  | X |   |   | 1 |
|                            |            |           | 152,459   | 6,200   |   | X | X | 1 |
|                            |            |           | 7,377     | 300     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 776,337   | 31,571  |   |   |   |   |
| DANAHER CORP DEL           | COM        | 235851102 | 62,535    | 1,100   | X |   |   | 1 |
|                            |            |           | 164,865   | 2,900   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 227,400   | 4,000   |   |   |   |   |
| DEAN FOODS CO NEW          | COM        | 242370104 | 447,048   | 11,238  |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 447,048   | 11,238  |   |   |   |   |
| DEERE & CO                 | COM        | 244199105 | 345,422   | 7,600   | X |   |   | 1 |
|                            |            |           | 229,523   | 5,050   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 574,945   | 12,650  |   |   |   |   |
| DELL COMPUTER CORP         | COM        | 247025109 | 659,343   | 28,045  | X |   |   | 1 |
|                            |            |           | 261,550   | 11,125  |   | X | X | 1 |
|                            |            |           | 6,465     | 275     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 927,358   | 39,445  |   |   |   |   |
| DIAMONDS TR                | UNIT SER 1 | 252787106 | 1,897,112 | 24,962  | X |   |   | 1 |
|                            |            |           | 943,540   | 12,415  |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 2,840,652 | 37,377  |   |   |   |   |
| DISNEY WALT CO             | COM DISNEY | 254687106 | 1,102,926 | 72,848  | X |   |   | 1 |
|                            |            |           | 438,683   | 28,975  |   | X | X | 1 |
|                            |            |           | 9,084     | 600     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 1,550,693 | 102,423 |   |   |   |   |
| DIXIE GROUP INC            | CL A       | 255519100 | 322,350   | 92,100  | X |   |   | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 322,350   | 92,100  |   |   |   |   |
| DOLLAR GEN CORP            | COM        | 256669102 | 154,156   | 11,487  | X |   |   | 1 |
|                            |            |           | 86,492    | 6,445   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 240,648   | 17,932  |   |   |   |   |
| DOMINION RES INC VA NEW    | COM        | 25746U109 | 202,109   | 3,984   | X |   |   | 1 |
|                            |            |           | 279,067   | 5,501   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |

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|                             |     |           |           |         |   |   |   |   |
|-----------------------------|-----|-----------|-----------|---------|---|---|---|---|
|                             |     |           | 481,176   | 9,485   |   |   |   |   |
| DOVER CORP                  | COM | 260003108 | 696,682   | 27,450  | X |   |   | 1 |
|                             |     |           | 253,800   | 10,000  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 950,482   | 37,450  |   |   |   |   |
| DOW CHEM CO                 | COM | 260543103 | 1,671,843 | 61,217  | X |   |   | 1 |
|                             |     |           | 728,252   | 26,666  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 2,400,095 | 87,883  |   |   |   |   |
| DOW JONES & CO INC          | COM | 260561105 | 253,506   | 6,600   |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 253,506   | 6,600   |   |   |   |   |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 1,449,949 | 40,198  | X |   |   | 1 |
|                             |     |           | 1,321,209 | 36,629  |   | X | X | 1 |
|                             |     |           | 3,607     | 100     | X |   |   | 2 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 2,774,765 | 76,927  |   |   |   |   |
| DUKE ENERGY CORP            | COM | 264399106 | 808,436   | 41,352  | X |   |   | 1 |
|                             |     |           | 306,779   | 15,692  |   | X | X | 1 |
|                             |     |           | 5,865     | 300     | X |   |   | 2 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 1,121,080 | 57,344  |   |   |   |   |
| E-LOAN INC                  | COM | 26861P107 | 46,230    | 33,500  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 46,230    | 33,500  |   |   |   |   |
| E M C CORP MASS             | COM | 268648102 | 1,571,452 | 343,860 | X |   |   | 1 |
|                             |     |           | 155,631   | 34,054  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 1,727,083 | 377,914 |   |   |   |   |
| EASTMAN KODAK CO            | COM | 277461109 | 273,843   | 10,053  | X |   |   | 1 |
|                             |     |           | 29,964    | 1,100   |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 303,807   | 11,153  |   |   |   |   |
| EL PASO CORP                | COM | 28336L109 | 383,256   | 46,343  | X |   |   | 1 |
|                             |     |           | 181,264   | 21,918  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 564,520   | 68,261  |   |   |   |   |
| ELAN PLC                    | ADR | 284131208 | 46,611    | 24,150  | X |   |   | 1 |
|                             |     |           | 8,299     | 4,300   |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 54,910    | 28,450  |   |   |   |   |
| ELECTRONIC DATA SYS NEW     | COM | 285661104 | 819,368   | 58,610  | X |   |   | 1 |
|                             |     |           | 237,660   | 17,000  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 1,057,028 | 75,610  |   |   |   |   |
| EMERSON ELEC CO             | COM | 291011104 | 812,848   | 18,499  | X |   |   | 1 |
|                             |     |           | 736,874   | 16,770  |   | X | X | 1 |
|                             |     |           | -----     | -----   |   |   |   |   |
|                             |     |           | 1,549,722 | 35,269  |   |   |   |   |



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|                              |                |           |            |           |   |   |   |   |
|------------------------------|----------------|-----------|------------|-----------|---|---|---|---|
| ENCANA CORP                  | COM            | 292505104 | 172,774    | 5,740     | X |   |   | 1 |
|                              |                |           | 110,768    | 3,680     |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 283,542    | 9,420     |   |   |   |   |
| EQUIFAX INC                  | COM            | 294429105 | 359,015    | 16,514    | X |   |   | 1 |
|                              |                |           | 60,937     | 2,803     |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 419,952    | 19,317    |   |   |   |   |
| ERICSSON L M TEL CO          | ADR CL B SEK10 | 294821400 | 1,980      | 5,500     | X |   |   | 1 |
|                              |                |           | 51,725     | 143,680   |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 53,705     | 149,180   |   |   |   |   |
| EXXON MOBIL CORP             | COM            | 30231G102 | 15,705,999 | 492,351   | X |   |   | 1 |
|                              |                |           | 10,943,708 | 343,063   |   | X | X | 1 |
|                              |                |           | 4,434      | 139       | X |   |   | 2 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 26,654,141 | 835,553   |   |   |   |   |
| FPL GROUP INC                | COM            | 302571104 | 236,074    | 4,388     | X |   |   | 1 |
|                              |                |           | 273,627    | 5,086     |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 509,701    | 9,474     |   |   |   |   |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 4,255,110  | 76,120    | X |   |   | 1 |
|                              |                |           | 820,333    | 14,675    |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 5,075,443  | 90,795    |   |   |   |   |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 4,342,972  | 72,942    | X |   |   | 1 |
|                              |                |           | 727,581    | 12,220    |   | X | X | 1 |
|                              |                |           | 10,420     | 175       | X |   |   | 2 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 5,080,973  | 85,337    |   |   |   |   |
| FEDERATED DEPT STORES INC DE | COM            | 31410H101 | 1,232,153  | 41,853    | X |   |   | 1 |
|                              |                |           | 121,440    | 4,125     |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 1,353,593  | 45,978    |   |   |   |   |
| FEDEX CORP                   | COM            | 31428X106 | 298,167    | 5,955     | X |   |   | 1 |
|                              |                |           | 55,077     | 1,100     |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 353,244    | 7,055     |   |   |   |   |
| FIFTH THIRD BANCORP          | COM            | 316773100 | 2,405,789  | 39,291    | X |   |   | 1 |
|                              |                |           | 295,804    | 4,831     |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 2,701,593  | 44,122    |   |   |   |   |
| FIRST DATA CORP              | COM            | 319963104 | 466,322    | 16,684    | X |   |   | 1 |
|                              |                |           | 144,642    | 5,175     |   | X | X | 1 |
|                              |                |           | 8,385      | 300       | X |   |   | 2 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 619,349    | 22,159    |   |   |   |   |
| FIRST TENN NATL CORP         | COM            | 337162101 | 64,892,814 | 1,871,728 | X |   |   | 1 |
|                              |                |           | 13,870,532 | 400,073   |   | X | X | 1 |
|                              |                |           | -----      | -----     |   |   |   |   |
|                              |                |           | 78,763,346 | 2,271,801 |   |   |   |   |

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|                       |                |           |            |           |   |   |   |   |
|-----------------------|----------------|-----------|------------|-----------|---|---|---|---|
| FIRST VA BANKS INC    | COM            | 337477103 | 408,062    | 10,940    | X |   |   | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 408,062    | 10,940    |   |   |   |   |
| FLEETBOSTON FINL CORP | COM            | 339030108 | 2,809,528  | 138,196   | X |   |   | 1 |
|                       |                |           | 226,539    | 11,143    |   | X | X | 1 |
|                       |                |           | 8,640      | 425       | X |   |   | 2 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 3,044,707  | 149,764   |   |   |   |   |
| FLUOR CORP NEW        | COM            | 343412102 | 286,388    | 11,718    | X |   |   | 1 |
|                       |                |           | 97,149     | 3,975     |   | X | X | 1 |
|                       |                |           | 6,110      | 250       | X |   |   | 2 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 389,647    | 15,943    |   |   |   |   |
| FORD MTR CO DEL       | COM PAR \$0.01 | 345370860 | 169,000    | 17,245    | X |   |   | 1 |
|                       |                |           | 87,965     | 8,976     |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 256,965    | 26,221    |   |   |   |   |
| FORTUNE BRANDS INC    | COM            | 349631101 | 219,615    | 4,644     | X |   |   | 1 |
|                       |                |           | 165,515    | 3,500     |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 385,130    | 8,144     |   |   |   |   |
| FRANKLIN RES INC      | COM            | 354613101 | 476,673    | 15,327    | X |   |   | 1 |
|                       |                |           | 24,881     | 800       |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 501,554    | 16,127    |   |   |   |   |
| GANNETT INC           | COM            | 364730101 | 964,180    | 13,358    | X |   |   | 1 |
|                       |                |           | 501,651    | 6,950     |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 1,465,831  | 20,308    |   |   |   |   |
| GENERAL ELEC CO       | COM            | 369604103 | 21,930,140 | 889,660   | X |   |   | 1 |
|                       |                |           | 9,737,075  | 395,013   |   | X | X | 1 |
|                       |                |           | 14,174     | 575       | X |   |   | 2 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 31,681,389 | 1,285,248 |   |   |   |   |
| GENERAL MLS INC       | COM            | 370334104 | 417,061    | 9,389     | X |   |   | 1 |
|                       |                |           | 352,518    | 7,936     |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 769,579    | 17,325    |   |   |   |   |
| GENERAL MTRS CORP     | COM            | 370442105 | 760,379    | 19,547    | X |   |   | 1 |
|                       |                |           | 246,742    | 6,343     |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 1,007,121  | 25,890    |   |   |   |   |
| GILLETTE CO           | COM            | 375766102 | 884,892    | 29,895    | X |   |   | 1 |
|                       |                |           | 471,794    | 15,939    |   | X | X | 1 |
|                       |                |           | 4,440      | 150       | X |   |   | 2 |
|                       |                |           | -----      | -----     |   |   |   |   |
|                       |                |           | 1,361,126  | 45,984    |   |   |   |   |
| GLAXOSMITHKLINE PLC   | SPONSORED ADR  | 37733W105 | 456,702    | 11,884    | X |   |   | 1 |
|                       |                |           | 1,169,117  | 30,422    |   | X | X | 1 |
|                       |                |           | -----      | -----     |   |   |   |   |

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|                              |     |           |           |         |   |   |   |   |
|------------------------------|-----|-----------|-----------|---------|---|---|---|---|
|                              |     |           | 1,625,819 | 42,306  |   |   |   |   |
| GRAINGER W W INC             | COM | 384802104 | 613,827   | 14,426  | X |   |   | 1 |
|                              |     |           | 314,870   | 7,400   |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 928,697   | 21,826  |   |   |   |   |
| HEALTHSOUTH CORP             | COM | 421924101 | 115,721   | 27,884  | X |   |   | 1 |
|                              |     |           | 37,454    | 9,025   |   | X | X | 1 |
|                              |     |           | 2,075     | 500     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 155,250   | 37,409  |   |   |   |   |
| HEINZ H J CO                 | COM | 423074103 | 323,524   | 9,695   | X |   |   | 1 |
|                              |     |           | 48,388    | 1,450   |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 371,912   | 11,145  |   |   |   |   |
| HEWLETT PACKARD CO           | COM | 428236103 | 616,082   | 52,792  | X |   |   | 1 |
|                              |     |           | 195,263   | 16,732  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 811,345   | 69,524  |   |   |   |   |
| HOME DEPOT INC               | COM | 437076102 | 4,012,417 | 153,732 | X |   |   | 1 |
|                              |     |           | 1,004,960 | 38,504  |   | X | X | 1 |
|                              |     |           | 9,788     | 375     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 5,027,165 | 192,611 |   |   |   |   |
| HOUSEHOLD INTL INC           | COM | 441815107 | 458,969   | 16,212  | X |   |   | 1 |
|                              |     |           | 153,583   | 5,425   |   | X | X | 1 |
|                              |     |           | 5,662     | 200     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 618,214   | 21,837  |   |   |   |   |
| ILLINOIS TOOL WKS INC        | COM | 452308109 | 213,896   | 3,667   | X |   |   | 1 |
|                              |     |           | 99,978    | 1,714   |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 313,874   | 5,381   |   |   |   |   |
| INTEL CORP                   | COM | 458140100 | 7,456,690 | 536,838 | X |   |   | 1 |
|                              |     |           | 1,817,885 | 130,877 |   | X | X | 1 |
|                              |     |           | 5,556     | 400     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 9,280,131 | 668,115 |   |   |   |   |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 5,519,752 | 94,662  | X |   |   | 1 |
|                              |     |           | 2,333,275 | 40,015  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 7,853,027 | 134,677 |   |   |   |   |
| INTL PAPER CO                | COM | 460146103 | 269,893   | 8,083   | X |   |   | 1 |
|                              |     |           | 452,533   | 13,553  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 722,426   | 21,636  |   |   |   |   |
| INTERPUBLIC GROUP COS INC    | COM | 460690100 | 1,387,450 | 87,536  | X |   |   | 1 |
|                              |     |           | 238,544   | 15,050  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 1,625,994 | 102,586 |   |   |   |   |
| J P MORGAN CHASE & CO        | COM | 46625H100 | 5,290,012 | 278,567 | X |   |   | 1 |

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|                              |                |           |            |         |   |   |   |
|------------------------------|----------------|-----------|------------|---------|---|---|---|
|                              |                |           | 1,044,208  | 54,987  | X | X | 1 |
|                              |                |           | 5,697      | 300     | X |   | 2 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 6,339,917  | 333,854 |   |   |   |
| JEFFERSON PILOT CORP         | COM            | 475070108 | 762        | 19      | X |   | 1 |
|                              |                |           | 228,249    | 5,692   |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 229,011    | 5,711   |   |   |   |
| JOHNSON & JOHNSON            | COM            | 478160104 | 10,270,063 | 189,905 | X |   | 1 |
|                              |                |           | 3,663,595  | 67,744  |   | X | 1 |
|                              |                |           | 6,760      | 125     | X |   | 2 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 13,940,418 | 257,774 |   |   |   |
| KELLOGG CO                   | COM            | 487836108 | 161,263    | 4,850   | X |   | 1 |
|                              |                |           | 219,450    | 6,600   |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 380,713    | 11,450  |   |   |   |
| KEYCORP NEW                  | COM            | 493267108 | 96,809     | 3,877   | X |   | 1 |
|                              |                |           | 257,191    | 10,300  |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 354,000    | 14,177  |   |   |   |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 2,008,906  | 35,468  | X |   | 1 |
|                              |                |           | 1,218,044  | 21,505  |   | X | 1 |
|                              |                |           | 5,664      | 100     | X |   | 2 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 3,232,614  | 57,073  |   |   |   |
| KINDER MORGAN ENERGY PARTNER | UT LTD PARTNER | 494550106 | 382,266    | 11,972  | X |   | 1 |
|                              |                |           | 55,080     | 1,725   |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 437,346    | 13,697  |   |   |   |
| KOHL'S CORP                  | COM            | 500255104 | 203,836    | 3,352   | X |   | 1 |
|                              |                |           | 173,309    | 2,850   |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 377,145    | 6,202   |   |   |   |
| KROGER CO                    | COM            | 501044101 | 21,080     | 1,495   | X |   | 1 |
|                              |                |           | 214,320    | 15,200  |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 235,400    | 16,695  |   |   |   |
| LA Z BOY INC                 | COM            | 505336107 | 266,962    | 11,507  | X |   | 1 |
|                              |                |           | 84,472     | 3,641   |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 351,434    | 15,148  |   |   |   |
| LILLY ELI & CO               | COM            | 532457108 | 707,357    | 12,782  | X |   | 1 |
|                              |                |           | 341,726    | 6,175   |   | X | 1 |
|                              |                |           | 5,534      | 100     | X |   | 2 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 1,054,617  | 19,057  |   |   |   |
| LINCOLN NATL CORP IND        | COM            | 534187109 | 223,015    | 7,300   |   | X | 1 |
|                              |                |           | -----      | -----   |   |   |   |
|                              |                |           | 223,015    | 7,300   |   |   |   |

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|                         |             |           |           |         |   |   |   |   |
|-------------------------|-------------|-----------|-----------|---------|---|---|---|---|
| LOCKHEED MARTIN CORP    | COM         | 539830109 | 1,401,011 | 21,664  | X |   |   | 1 |
|                         |             |           | 653,167   | 10,100  |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 2,054,178 | 31,764  |   |   |   |   |
| LUCENT TECHNOLOGIES INC | COM         | 549463107 | 85,048    | 111,907 | X |   |   | 1 |
|                         |             |           | 29,078    | 38,262  |   | X | X | 1 |
|                         |             |           | 1,254     | 1,650   | X |   |   | 2 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 115,380   | 151,819 |   |   |   |   |
| MBIA INC                | COM         | 55262C100 | 304,061   | 7,611   | X |   |   | 1 |
|                         |             |           | 36,954    | 925     |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 341,015   | 8,536   |   |   |   |   |
| MBNA CORP               | COM         | 55262L100 | 311,032   | 16,922  | X |   |   | 1 |
|                         |             |           | 118,534   | 6,449   |   | X | X | 1 |
|                         |             |           | 4,816     | 262     | X |   |   | 2 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 434,382   | 23,633  |   |   |   |   |
| MGIC INVT CORP WIS      | COM         | 552848103 | 247,924   | 6,072   | X |   |   | 1 |
|                         |             |           | 74,516    | 1,825   |   | X | X | 1 |
|                         |             |           | 3,062     | 75      | X |   |   | 2 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 325,502   | 7,972   |   |   |   |   |
| MANITOWOC INC           | COM         | 563571108 | 281,705   | 10,300  | X |   |   | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 281,705   | 10,300  |   |   |   |   |
| MANULIFE FINL CORP      | COM         | 56501R106 | 327,882   | 15,606  | X |   |   | 1 |
|                         |             |           | 142,952   | 6,804   |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 470,834   | 22,410  |   |   |   |   |
| MASCO CORP              | COM         | 574599106 | 422,769   | 21,625  | X |   |   | 1 |
|                         |             |           | 873,885   | 44,700  |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 1,296,654 | 66,325  |   |   |   |   |
| MAY DEPT STORES CO      | COM         | 577778103 | 259,282   | 11,387  |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 259,282   | 11,387  |   |   |   |   |
| MAYTAG CORP             | COM         | 578592107 | 643,200   | 27,748  | X |   |   | 1 |
|                         |             |           | 2,136,870 | 92,186  |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 2,780,070 | 119,934 |   |   |   |   |
| MCCORMICK & CO INC      | COM NON VTG | 579780206 | 392,160   | 17,200  | X |   |   | 1 |
|                         |             |           | 136,800   | 6,000   |   | X | X | 1 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 528,960   | 23,200  |   |   |   |   |
| MCDONALDS CORP          | COM         | 580135101 | 937,714   | 53,098  | X |   |   | 1 |
|                         |             |           | 315,232   | 17,850  |   | X | X | 1 |
|                         |             |           | 3,532     | 200     | X |   |   | 2 |
|                         |             |           | -----     | -----   |   |   |   |   |
|                         |             |           | 1,256,478 | 71,148  |   |   |   |   |

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|                         |     |           |            |         |   |   |   |   |
|-------------------------|-----|-----------|------------|---------|---|---|---|---|
| MCGRAW HILL COS INC     | COM | 580645109 | 241,821    | 3,950   | X |   |   | 1 |
|                         |     |           | 24,488     | 400     |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 266,309    | 4,350   |   |   |   |   |
| MCKESSON CORP           | COM | 58155Q103 | 291,094    | 10,275  | X |   |   | 1 |
|                         |     |           | 82,157     | 2,900   |   | X | X | 1 |
|                         |     |           | 5,666      | 200     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 378,917    | 13,375  |   |   |   |   |
| MEDTRONIC INC           | COM | 585055106 | 7,178,216  | 170,423 | X |   |   | 1 |
|                         |     |           | 2,449,995  | 58,167  |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 9,628,211  | 228,590 |   |   |   |   |
| MELLON FINL CORP        | COM | 58551A108 | 1,006,551  | 38,818  | X |   |   | 1 |
|                         |     |           | 103,720    | 4,000   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 1,110,271  | 42,818  |   |   |   |   |
| MERCK & CO INC          | COM | 589331107 | 9,435,477  | 206,420 | X |   |   | 1 |
|                         |     |           | 5,839,682  | 127,755 |   | X | X | 1 |
|                         |     |           | 15,999     | 350     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 15,291,158 | 334,525 |   |   |   |   |
| MICROSOFT CORP          | COM | 594918104 | 8,241,414  | 188,418 | X |   |   | 1 |
|                         |     |           | 1,531,911  | 35,023  |   | X | X | 1 |
|                         |     |           | 7,655      | 175     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 9,780,980  | 223,616 |   |   |   |   |
| MID-AMER APT CMNTYS INC | COM | 59522J103 | 22,394     | 899     | X |   |   | 1 |
|                         |     |           | 211,735    | 8,500   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 234,129    | 9,399   |   |   |   |   |
| MIDWAY GAMES INC        | COM | 598148104 | 65,760     | 12,000  | X |   |   | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 65,760     | 12,000  |   |   |   |   |
| MILACRON INC            | COM | 598709103 | 195,913    | 43,439  | X |   |   | 1 |
|                         |     |           | 52,880     | 11,725  |   | X | X | 1 |
|                         |     |           | 3,608      | 800     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 252,401    | 55,964  |   |   |   |   |
| MIRANT CORP             | COM | 604675108 | 54,359     | 24,597  | X |   |   | 1 |
|                         |     |           | 28,450     | 12,873  |   | X | X | 1 |
|                         |     |           | 650        | 294     | X |   |   | 2 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 83,459     | 37,764  |   |   |   |   |
| MONSANTO CO NEW         | COM | 61166W101 | 104,003    | 6,802   | X |   |   | 1 |
|                         |     |           | 54,569     | 3,569   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |
|                         |     |           | 158,572    | 10,371  |   |   |   |   |
| MOODYS CORP             | COM | 615369105 | 185,513    | 3,825   | X |   |   | 1 |
|                         |     |           | 48,500     | 1,000   |   | X | X | 1 |
|                         |     |           | -----      | -----   |   |   |   |   |

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|                             |               |           |           |         |   |   |   |   |
|-----------------------------|---------------|-----------|-----------|---------|---|---|---|---|
|                             |               |           | 234,013   | 4,825   |   |   |   |   |
| MORGAN STANLEY              | COM NEW       | 617446448 | 1,152,734 | 34,024  | X |   |   | 1 |
|                             |               |           | 142,194   | 4,197   |   | X | X | 1 |
|                             |               |           | 8,470     | 250     | X |   |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 1,303,398 | 38,471  |   |   |   |   |
| MOTOROLA INC                | COM           | 620076109 | 1,660,936 | 163,156 | X |   |   | 1 |
|                             |               |           | 464,122   | 45,591  |   | X | X | 1 |
|                             |               |           | 5,090     | 500     | X |   |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 2,130,148 | 209,247 |   |   |   |   |
| MYLAN LABS INC              | COM           | 628530107 | 487,010   | 14,875  | X |   |   | 1 |
|                             |               |           | 117,046   | 3,575   |   | X | X | 1 |
|                             |               |           | 9,004     | 275     | X |   |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 613,060   | 18,725  |   |   |   |   |
| NASDAQ 100 TR               | UNIT SER 1    | 631100104 | 459,859   | 22,194  | X |   |   | 1 |
|                             |               |           | 288,733   | 13,935  |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 748,592   | 36,129  |   |   |   |   |
| NATIONAL CITY CORP          | COM           | 635405103 | 327,411   | 11,476  | X |   |   | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 327,411   | 11,476  |   |   |   |   |
| NATIONAL COMMERCE FINL CORP | COM           | 63545P104 | 2,412,515 | 96,308  | X |   |   | 1 |
|                             |               |           | 1,824,341 | 72,828  |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 4,236,856 | 169,136 |   |   |   |   |
| NOKIA CORP                  | SPONSORED ADR | 654902204 | 138,118   | 10,424  | X |   |   | 1 |
|                             |               |           | 75,525    | 5,700   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 213,643   | 16,124  |   |   |   |   |
| NORFOLK SOUTHERN CORP       | COM           | 655844108 | 758,760   | 37,581  | X |   |   | 1 |
|                             |               |           | 489,164   | 24,228  |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 1,247,924 | 61,809  |   |   |   |   |
| NORTEL NETWORKS CORP NEW    | COM           | 656568102 | 2,916     | 5,400   | X |   |   | 1 |
|                             |               |           | 3,402     | 6,300   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 6,318     | 11,700  |   |   |   |   |
| OLD NATL BANCORP IND        | COM           | 680033107 | 230,925   | 9,289   | X |   |   | 1 |
|                             |               |           | 56,059    | 2,255   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 286,984   | 11,544  |   |   |   |   |
| OMNICOM GROUP INC           | COM           | 681919106 | 1,711,716 | 30,742  | X |   |   | 1 |
|                             |               |           | 61,248    | 1,100   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 1,772,964 | 31,842  |   |   |   |   |
| ORACLE CORP                 | COM           | 68389X105 | 375,388   | 47,759  | X |   |   | 1 |
|                             |               |           | 177,386   | 22,568  |   | X | X | 1 |
|                             |               |           | 2,751     | 350     | X |   |   | 2 |

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|                           |     |           |            |         |   |   |   |   |
|---------------------------|-----|-----------|------------|---------|---|---|---|---|
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 555,525    | 70,677  |   |   |   |   |
| PNC FINL SVCS GROUP INC   | COM | 693475105 | 257,448    | 6,105   | X |   |   | 1 |
|                           |     |           | 68,653     | 1,628   |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 326,101    | 7,733   |   |   |   |   |
| PPG INDS INC              | COM | 693506107 | 323,405    | 7,235   | X |   |   | 1 |
|                           |     |           | 89,400     | 2,000   |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 412,805    | 9,235   |   |   |   |   |
| PARKER HANNIFIN CORP      | COM | 701094104 | 339,306    | 8,880   | X |   |   | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 339,306    | 8,880   |   |   |   |   |
| PENNEY J C INC            | COM | 708160106 | 161,843    | 10,166  | X |   |   | 1 |
|                           |     |           | 64,317     | 4,040   |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 226,160    | 14,206  |   |   |   |   |
| PEPSICO INC               | COM | 713448108 | 7,252,780  | 196,286 | X |   |   | 1 |
|                           |     |           | 1,699,705  | 46,000  |   | X | X | 1 |
|                           |     |           | 9,238      | 250     | X |   |   | 2 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 8,961,723  | 242,536 |   |   |   |   |
| PERFORMANCE FOOD GROUP CO | COM | 713755106 | 237,720    | 7,000   | X |   |   | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 237,720    | 7,000   |   |   |   |   |
| PFIZER INC                | COM | 717081103 | 7,340,676  | 252,952 | X |   |   | 1 |
|                           |     |           | 5,524,167  | 190,357 |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 12,864,843 | 443,309 |   |   |   |   |
| PHARMACIA CORP            | COM | 71713U102 | 3,273,190  | 84,187  | X |   |   | 1 |
|                           |     |           | 858,276    | 22,075  |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 4,131,466  | 106,262 |   |   |   |   |
| PHILIP MORRIS COS INC     | COM | 718154107 | 3,857,303  | 99,415  | X |   |   | 1 |
|                           |     |           | 2,726,476  | 70,270  |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 6,583,779  | 169,685 |   |   |   |   |
| PIER 1 IMPORTS INC        | COM | 720279108 | 267,457    | 14,025  | X |   |   | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 267,457    | 14,025  |   |   |   |   |
| PITNEY BOWES INC          | COM | 724479100 | 268,312    | 8,800   | X |   |   | 1 |
|                           |     |           | 60,980     | 2,000   |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 329,292    | 10,800  |   |   |   |   |
| PLUM CREEK TIMBER CO INC  | COM | 729251108 | 384,552    | 17,008  | X |   |   | 1 |
|                           |     |           | 38,369     | 1,697   |   | X | X | 1 |
|                           |     |           | -----      | -----   |   |   |   |   |
|                           |     |           | 422,921    | 18,705  |   |   |   |   |
| PROCTER & GAMBLE CO       | COM | 742718109 | 6,582,752  | 73,649  | X |   |   | 1 |



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|                              |                |           |           |         |   |   |   |
|------------------------------|----------------|-----------|-----------|---------|---|---|---|
|                              |                |           | 2,658,968 | 29,749  | X | X | 1 |
|                              |                |           | 6,704     | 75      | X |   | 2 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 9,248,424 | 103,473 |   |   |   |
| PROGRESS ENERGY INC          | COM            | 743263105 | 402,039   | 9,837   | X |   | 1 |
|                              |                |           | 284,905   | 6,971   |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 686,944   | 16,808  |   |   |   |
| PROVIDIAN FINL CORP          | COM            | 74406A102 | 97,020    | 19,800  | X |   | 1 |
|                              |                |           | 5,228     | 1,067   |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 102,248   | 20,867  |   |   |   |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 513,737   | 17,988  | X |   | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 513,737   | 17,988  |   |   |   |
| PUBLIC STORAGE INC           | COM            | 74460D109 | 111,650   | 3,500   | X |   | 1 |
|                              |                |           | 100,262   | 3,143   |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 211,912   | 6,643   |   |   |   |
| QUALCOMM INC                 | COM            | 747525103 | 2,256,335 | 81,692  | X |   | 1 |
|                              |                |           | 80,098    | 2,900   |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 2,336,433 | 84,592  |   |   |   |
| QWEST COMMUNICATIONS INTL IN | COM            | 749121109 | 126,560   | 55,509  | X |   | 1 |
|                              |                |           | 54,811    | 24,040  |   | X | 1 |
|                              |                |           | 1,259     | 552     | X |   | 2 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 182,630   | 80,101  |   |   |   |
| RADIOSHACK CORP              | COM            | 750438103 | 261,582   | 13,040  | X |   | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 261,582   | 13,040  |   |   |   |
| RAYTHEON CO                  | COM NEW        | 755111507 | 429,040   | 14,643  | X |   | 1 |
|                              |                |           | 372,843   | 12,725  |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 801,883   | 27,368  |   |   |   |
| REGIONS FINL CORP            | COM            | 758940100 | 112,974   | 3,458   | X |   | 1 |
|                              |                |           | 4,738,292 | 145,035 |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 4,851,266 | 148,493 |   |   |   |
| RELIANT ENERGY INC           | COM            | 75952J108 | 72,162    | 7,209   | X |   | 1 |
|                              |                |           | 83,083    | 8,300   |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 155,245   | 15,509  |   |   |   |
| REPSOL YPF S A               | SPONSORED ADR  | 76026T205 | 200,665   | 16,750  | X |   | 1 |
|                              |                |           | 101,830   | 8,500   |   | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |
|                              |                |           | 302,495   | 25,250  |   |   |   |
| ROYAL DUTCH PETE CO          | NY REG EUR .56 | 780257804 | 1,126,855 | 28,052  | X |   | 1 |
|                              |                |           | 760,299   | 18,927  |   | X | 1 |
|                              |                |           | 6,026     | 150     | X |   | 2 |

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|                        |               |           |           |         |   |   |   |   |
|------------------------|---------------|-----------|-----------|---------|---|---|---|---|
|                        |               |           | 1,893,180 | 47,129  |   |   |   |   |
| RUBY TUESDAY INC       | COM           | 781182100 | 326,734   | 17,398  | X | X | 1 |   |
|                        |               |           | 326,734   | 17,398  |   |   |   |   |
| SBC COMMUNICATIONS INC | COM           | 78387G103 | 2,278,899 | 113,378 | X |   | 1 |   |
|                        |               |           | 1,175,829 | 58,499  |   | X | X | 1 |
|                        |               |           | 4,020     | 200     | X |   |   | 2 |
|                        |               |           | 3,458,748 | 172,077 |   |   |   |   |
| SPDR TR                | UNIT SER 1    | 78462F103 | 3,429,219 | 41,927  | X |   | 1 |   |
|                        |               |           | 847,837   | 10,366  |   | X | X | 1 |
|                        |               |           | 4,277,056 | 52,293  |   |   |   |   |
| SAFECO CORP            | COM           | 786429100 | 434,275   | 13,665  | X |   | 1 |   |
|                        |               |           | 152,544   | 4,800   |   | X | X | 1 |
|                        |               |           | 586,819   | 18,465  |   |   |   |   |
| SARA LEE CORP          | COM           | 803111103 | 768,659   | 42,026  | X |   | 1 |   |
|                        |               |           | 267,949   | 14,650  |   | X | X | 1 |
|                        |               |           | 5,944     | 325     | X |   |   | 2 |
|                        |               |           | 1,042,552 | 57,001  |   |   |   |   |
| SCHERING PLOUGH CORP   | COM           | 806605101 | 6,155,916 | 288,739 | X |   | 1 |   |
|                        |               |           | 2,161,422 | 101,380 |   | X | X | 1 |
|                        |               |           | 5,863     | 275     | X |   |   | 2 |
|                        |               |           | 8,323,201 | 390,394 |   |   |   |   |
| SCHLUMBERGER LTD       | COM           | 806857108 | 998,042   | 25,950  | X |   | 1 |   |
|                        |               |           | 365,373   | 9,500   |   | X | X | 1 |
|                        |               |           | 5,769     | 150     | X |   |   | 2 |
|                        |               |           | 1,369,184 | 35,600  |   |   |   |   |
| SEARS ROEBUCK & CO     | COM           | 812387108 | 683,046   | 17,514  | X |   | 1 |   |
|                        |               |           | 132,444   | 3,396   |   | X | X | 1 |
|                        |               |           | 815,490   | 20,910  |   |   |   |   |
| SERVICE CORP INTL      | COM           | 817565104 | 77,560    | 22,160  | X |   | 1 |   |
|                        |               |           | 77,560    | 22,160  |   |   |   |   |
| SOLECTRON CORP         | COM           | 834182107 | 96,800    | 45,875  | X |   | 1 |   |
|                        |               |           | 23,158    | 10,975  |   | X | X | 1 |
|                        |               |           | 2,638     | 1,250   | X |   |   | 2 |
|                        |               |           | 122,596   | 58,100  |   |   |   |   |
| SOUTHERN CO            | COM           | 842587107 | 639,491   | 22,220  | X |   | 1 |   |
|                        |               |           | 463,387   | 16,101  |   | X | X | 1 |
|                        |               |           | 1,102,878 | 38,321  |   |   |   |   |
| SPRINT CORP            | COM FON GROUP | 852061100 | 183,403   | 20,110  | X |   | 1 |   |

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|                         |                |           |           |         |   |   |   |
|-------------------------|----------------|-----------|-----------|---------|---|---|---|
|                         |                |           | 90,516    | 9,925   | X | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 273,919   | 30,035  |   |   |   |
| SPRINT CORP             | PCS COM SER 1  | 852061506 | 20,482    | 10,450  | X |   | 1 |
|                         |                |           | 12,740    | 6,500   |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 33,222    | 16,950  |   |   |   |
| STREETTRACKS SER TR     | FORTUNE 500    | 86330E885 | 197,469   | 3,330   | X |   | 1 |
|                         |                |           | 143,210   | 2,415   |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 340,679   | 5,745   |   |   |   |
| SUN MICROSYSTEMS INC    | COM            | 866810104 | 117,193   | 45,248  | X |   | 1 |
|                         |                |           | 40,610    | 15,679  |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 157,803   | 60,927  |   |   |   |
| SUNTRUST BKS INC        | COM            | 867914103 | 2,358,371 | 38,360  | X |   | 1 |
|                         |                |           | 2,775,331 | 45,142  |   | X | 1 |
|                         |                |           | 6,148     | 100     | X |   | 2 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 5,139,850 | 83,602  |   |   |   |
| SYSCO CORP              | COM            | 871829107 | 4,084,671 | 143,877 | X |   | 1 |
|                         |                |           | 92,268    | 3,250   |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 4,176,939 | 147,127 |   |   |   |
| TECO ENERGY INC         | COM            | 872375100 | 164,501   | 10,359  | X |   | 1 |
|                         |                |           | 23,820    | 1,500   |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 188,321   | 11,859  |   |   |   |
| TXU CORP                | COM            | 873168108 | 89,218    | 2,139   | X |   | 1 |
|                         |                |           | 144,901   | 3,474   |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 234,119   | 5,613   |   |   |   |
| TARGET CORP             | COM            | 87612E106 | 458,593   | 15,535  | X |   | 1 |
|                         |                |           | 147,157   | 4,985   |   | X | 1 |
|                         |                |           | 7,380     | 250     | X |   | 2 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 613,130   | 20,770  |   |   |   |
| TELEFONOS DE MEXICO S A | SPON ADR ORD L | 879403780 | 180,724   | 6,420   | X |   | 1 |
|                         |                |           | 25,335    | 900     |   | X | 1 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 206,059   | 7,320   |   |   |   |
| TELLABS INC             | COM            | 879664100 | 153,188   | 37,638  | X |   | 1 |
|                         |                |           | 40,293    | 9,900   |   | X | 1 |
|                         |                |           | 3,053     | 750     | X |   | 2 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 196,534   | 48,288  |   |   |   |
| TEXAS INSTRS INC        | COM            | 882508104 | 458,509   | 31,043  | X |   | 1 |
|                         |                |           | 429,513   | 29,080  |   | X | 1 |
|                         |                |           | 5,908     | 400     | X |   | 2 |
|                         |                |           | -----     | -----   |   |   |   |
|                         |                |           | 893,930   | 60,523  |   |   |   |

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|                          |             |           |  |                                     |               |               |               |                |
|--------------------------|-------------|-----------|--|-------------------------------------|---------------|---------------|---------------|----------------|
| 3M CO                    | COM         | 88579Y101 | 1,463,921<br>4,290,920<br>-----<br>5,754,841 | 13,312<br>39,019<br>-----<br>52,331 | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| TOYS R US INC            | COM         | 892335100 | 40,771<br>61,080<br>-----<br>101,851         | 4,005<br>6,000<br>-----<br>10,005   | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| TRACTOR SUPPLY CO        | COM         | 892356106 | 266,952<br>-----<br>266,952                  | 8,400<br>-----<br>8,400             | X<br><br><br> | <br><br><br>  | <br><br><br>  | 1<br><br><br>  |
| TYCO INTL LTD NEW        | COM         | 902124106 | 274,784<br>60,687<br>-----<br>335,471        | 19,488<br>4,304<br>-----<br>23,792  | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UST INC                  | COM         | 902911106 | 376,180<br>73,346<br>-----<br>449,526        | 13,335<br>2,600<br>-----<br>15,935  | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNILEVER N V             | N Y SHS NEW | 904784709 | 302,364<br>225,792<br>-----<br>528,156       | 5,086<br>3,798<br>-----<br>8,884    | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNION PAC CORP           | COM         | 907818108 | 784,486<br>185,994<br>-----<br>970,480       | 13,556<br>3,214<br>-----<br>16,770  | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNION PLANTERS CORP      | COM         | 908068109 | 1,522,823<br>1,034,199<br>-----<br>2,557,022 | 55,456<br>37,662<br>-----<br>93,118 | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNITED TECHNOLOGIES CORP | COM         | 913017109 | 774,929<br>215,792<br>-----<br>990,721       | 13,718<br>3,820<br>-----<br>17,538  | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNITEDHEALTH GROUP INC   | COM         | 91324P102 | 620,920<br>21,805<br>-----<br>642,725        | 7,119<br>250<br>-----<br>7,369      | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNOCAL CORP              | COM         | 915289102 | 371,816<br>173,838<br>-----<br>545,654       | 11,845<br>5,538<br>-----<br>17,383  | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| UNUMPROVIDENT CORP       | COM         | 91529Y106 | 939,664<br>790,273<br>-----<br>1,729,937     | 46,175<br>38,834<br>-----<br>85,009 | X<br><br><br> | <br>X<br><br> | <br>X<br><br> | 1<br>1<br><br> |
| VI TECHNOLOGIES INC      | COM         | 917920100 | 11,600<br>-----<br>11,600                    | 14,500<br>-----<br>14,500           | <br><br><br>  | <br><br><br>  | <br><br><br>  | 1<br><br><br>  |

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|                            |               |           |            |         |   |   |   |   |
|----------------------------|---------------|-----------|------------|---------|---|---|---|---|
|                            |               |           | 11,600     | 14,500  |   |   |   |   |
| VERIZON COMMUNICATIONS     | COM           | 92343V104 | 6,118,758  | 222,987 | X |   |   | 1 |
|                            |               |           | 2,091,998  | 76,239  |   | X | X | 1 |
|                            |               |           | 5,488      | 200     | X |   |   | 2 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 8,216,244  | 299,426 |   |   |   |   |
| VIACOM INC                 | CL B          | 925524308 | 916,798    | 22,609  | X |   |   | 1 |
|                            |               |           | 319,900    | 7,889   |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 1,236,698  | 30,498  |   |   |   |   |
| VODAFONE GROUP PLC NEW     | SPONSORED ADR | 92857W100 | 4,856,411  | 378,518 | X |   |   | 1 |
|                            |               |           | 876,950    | 68,351  |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 5,733,361  | 446,869 |   |   |   |   |
| VULCAN MATLS CO            | COM           | 929160109 | 535,783    | 14,817  | X |   |   | 1 |
|                            |               |           | 7,197,756  | 199,053 |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 7,733,539  | 213,870 |   |   |   |   |
| WACHOVIA CORP 2ND NEW      | COM           | 929903102 | 1,211,463  | 37,059  | X |   |   | 1 |
|                            |               |           | 673,937    | 20,616  |   | X | X | 1 |
|                            |               |           | 4,904      | 150     | X |   |   | 2 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 1,890,304  | 57,825  |   |   |   |   |
| WAL MART STORES INC        | COM           | 931142103 | 6,153,127  | 124,962 | X |   |   | 1 |
|                            |               |           | 1,712,764  | 34,784  |   | X | X | 1 |
|                            |               |           | 4,924      | 100     | X |   |   | 2 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 7,870,815  | 159,846 |   |   |   |   |
| WALGREEN CO                | COM           | 931422109 | 4,557,094  | 148,150 | X |   |   | 1 |
|                            |               |           | 4,078,530  | 132,592 |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 8,635,624  | 280,742 |   |   |   |   |
| WASTE MGMT INC DEL         | COM           | 94106L109 | 885,249    | 37,961  | X |   |   | 1 |
|                            |               |           | 355,161    | 15,230  |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 1,240,410  | 53,191  |   |   |   |   |
| WATSON PHARMACEUTICALS INC | COM           | 942683103 | 344,369    | 14,050  | X |   |   | 1 |
|                            |               |           | 110,296    | 4,500   |   | X | X | 1 |
|                            |               |           | 6,128      | 250     | X |   |   | 2 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 460,793    | 18,800  |   |   |   |   |
| WAUSAU-MOSINEE PAPER CORP  | COM           | 943315101 | 269,043    | 29,212  | X |   |   | 1 |
|                            |               |           | 48,352     | 5,250   |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 317,395    | 34,462  |   |   |   |   |
| WELLS FARGO & CO NEW       | COM           | 949746101 | 11,144,176 | 231,399 | X |   |   | 1 |
|                            |               |           | 2,231,686  | 46,339  |   | X | X | 1 |
|                            |               |           | -----      | -----   |   |   |   |   |
|                            |               |           | 13,375,862 | 277,738 |   |   |   |   |
| WEYERHAEUSER CO            | COM           | 962166104 | 561,837    | 12,836  | X |   |   | 1 |

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|                       |     |           |             |        |   |   |   |
|-----------------------|-----|-----------|-------------|--------|---|---|---|
|                       |     |           | 250,718     | 5,728  | X | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 812,555     | 18,564 |   |   |   |
| WILLIAMS COS INC DEL  | COM | 969457100 | 19,549      | 8,650  | X |   | 1 |
|                       |     |           | 6,780       | 3,000  |   | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 26,329      | 11,650 |   |   |   |
| WISCONSIN ENERGY CORP | COM | 976657106 | 192,699     | 7,930  | X |   | 1 |
|                       |     |           | 78,975      | 3,250  |   | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 271,674     | 11,180 |   |   |   |
| WORTHINGTON INDS INC  | COM | 981811102 | 391,765     | 20,950 | X |   | 1 |
|                       |     |           | 125,290     | 6,700  |   | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 517,055     | 27,650 |   |   |   |
| WRIGLEY WM JR CO      | COM | 982526105 | 337,522     | 6,820  | X |   | 1 |
|                       |     |           | 153,419     | 3,100  |   | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 490,941     | 9,920  |   |   |   |
| WYETH                 | COM | 983024100 | 2,551,888   | 80,248 | X |   | 1 |
|                       |     |           | 298,825     | 9,397  |   | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 2,850,713   | 89,645 |   |   |   |
| ZIMMER HLDGS INC      | COM | 98956P102 | 850,348     | 22,179 | X |   | 1 |
|                       |     |           | 517,167     | 13,489 |   | X | 1 |
|                       |     |           | -----       | -----  |   |   |   |
|                       |     |           | 1,367,515   | 35,668 |   |   |   |
|                       |     |           |             |        |   |   |   |
| GRAND TOTAL           |     |           | 601,274,348 |        |   |   |   |