

Ref

Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2002

Department of the Treasury Internal Revenue Service

Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2002, or tax year beginning, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of organization

29 IG ND 94-3142932 200312 COMPTON FOUNDATION INC EDITH T EDDY 535 MIDDLEFIELD RD STE 160 MENLO PARK CA 94025-3465

MAR 14 2003 COMPTON FOUNDATION

A Employer identification number

94-3142932

B Telephone number

(650) 328-0101

C If exemption application is pending check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year Accounting method Cash Accrual Other (specify)

\$ 70,468,840. (Part I, column (d) must be on cash basis)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, distributions, interest, dividends, rents, net gain/loss, other income, and total expenses.

SCANNED OCT 31 2003

RECEIVED SEP 09 2003 OGDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	14,543.	388,924.	388,924.
	2	Savings and temporary cash investments	3,125,338.	195,830.	195,830.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	22,714.	22,714.	22,714.
	10a	Investments - US and state government obligations Stmt 11	2,273,508.	4,380,479.	4,477,640.
	b	Investments - corporate stock Stmt 12	61,047,434.	57,770,781.	49,555,239.
	c	Investments - corporate bonds Stmt 13	18,738,523.	12,291,254.	10,831,378.
11	Investments - land buildings and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other Stmt 14	852,280.	4,929,049.	4,948,513.	
14	Land, buildings, and equipment: basis ▶ 161,664.				
	Less accumulated depreciation ▶ 113,062.	58,334.	48,602.	48,602.	
15	Other assets (describe ▶ Statement 15)	250,000.	250,000.	0.	
16	Total assets (to be completed by all filers)	86,382,674.	80,277,633.	70,468,840.	
Liabilities	17	Accounts payable and accrued expenses	8,675.	5,262.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers directors trustees and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	8,675.	5,262.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted	86,373,999.	76,855,163.	
	25	Temporarily restricted		3,417,208.	
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	86,373,999.	80,272,371.		
31	Total liabilities and net assets/fund balances	86,382,674.	80,277,633.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	86,373,999.
2	Enter amount from Part I, line 27a	2	<6,859,887.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 10	3	758,315.
4	Add lines 1, 2, and 3	4	80,272,427.
5	Decreases not included in line 2 (itemize) ▶ Loss on disposition of equipment	5	56.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	80,272,371.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 80,281,178.		83,269,800.	<2,988,622.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			<2,988,622.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<2,988,622.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2001	11,783,471.	92,385,498.	.1275468
2000	9,078,497.	109,771,389.	.0827037
1999	8,508,979.	109,627,399.	.0776173
1998	8,153,979.	107,531,734.	.0758286
1997	6,415,326.	97,981,732.	.0654747

2 Total of line 1, column (d)	2	.4291711
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.0858342
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	77,405,987.
5 Multiply line 4 by line 3	5	6,644,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,896.
7 Add lines 5 and 6	7	6,661,977.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	10,481,042.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	17,896.
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	17,896.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	17,896.
6	Credits/Payments		
6a	2002 estimated tax payments and 2001 overpayment credited to 2002	6a	32,209.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	32,209.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,313.
11	Enter the amount of line 10 to be Credited to 2003 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	
11	X	

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
 If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities
 c Did the organization file Form 1120-POL for this year?
 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
 (1) On the organization ► \$ 0. (2) On organization managers ► \$ 0.
 e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ► \$ 0.
 2 Has the organization engaged in any activities that have not previously been reported to the IRS?
 If "Yes," attach a detailed description of the activities
 3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
 4a Did the organization have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by General Instruction T
 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
 • By language in the governing instrument or
 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
 7 Did the organization have at least \$5,000 in assets at any time during the year?
 If "Yes," complete Part II, col (c), and Part XV
 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► California
 b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation
 9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (see instructions for Part XIV)? If "Yes," complete Part XIV
 10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses Stmt 16
 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
 Web site address ► www.comptonfoundation.org
 12 The books are in care of ► Edith Eddy Telephone no ► 650-328-0101
 Located at ► 535 Middlefield Road #160, Menlo Park, CA ZIP+4 ► 94025
 13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► 13 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

Table with columns for question descriptions and Yes/No checkboxes. Rows include questions 1a through 6b regarding disqualifying activities, disaster assistance, and business holdings.

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 17		178,071.	23,064.	0.

2 Compensation of five highest-paid employees (other than those included on line 1) If none, enter "NONE"

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
Suzanne G. Michell 535 Middlefield Road, Menlo Park, CA	Program officer 40	67,168.	9,999.	
Charlotte M. Johnson 535 Middlefield Road, Menlo Park, CA	Director of Grants 40	64,520.	9,617.	

Total number of other employees paid over \$50,000 ▶ 0

3 Five highest-paid independent contractors for professional services If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Metropolitan West Asset Management 11766 Wilshire Blvd, Los Angeles, CA	Investment advisory	73,738.
Harding Loevner Management 50 Division St, Somerville, NJ	Investment advisory	251,521.
Mellon Equity Associates 500 Grant St, 4200, Pittsburgh, PA	Investment advisory	121,283.
Cambridge Associates 100 Summer Street, Boston, MA	Investment advisory	57,961.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year (include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc)	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	77,817,160.
b Average of monthly cash balances	1b	767,598.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	78,584,758.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	78,584,758.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,178,771.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	77,405,987.
6 Minimum investment return Enter 5% of line 5	6	3,870,299.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	3,870,299.
2a Tax on investment income for 2002 from Part VI, line 5	2a	17,896.	
b Income tax for 2002 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	17,896.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	3,852,403.	
4a Recoveries of amounts treated as qualifying distributions	4a	12,000.	
b Income distributions from section 4947(a)(2) trusts	4b	0.	
c Add lines 4a and 4b	4c	12,000.	
5 Add lines 3 and 4c	5	3,864,403.	
6 Deduction from distributable amount (see instructions)	6	0.	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,864,403.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	10,481,042.
b Program-related investments - Total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,481,042.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	17,896.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	10,463,146.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				3,864,403.
2 Undistributed income if any as of the end of 2001				
a Enter amount for 2001 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2002				
a From 1997	2,349,289.			
b From 1998	3,007,994.			
c From 1999	3,152,347.			
d From 2000	3,723,461.			
e From 2001	7,173,151.			
f Total of lines 3a through e	19,406,242.			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 10,481,042.				
a Applied to 2001, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2002 distributable amount				3,864,403.
e Remaining amount distributed out of corpus	6,616,639.			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a))				0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f 4c and 4e Subtract line 5	26,022,881.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	966,292.			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7	1,382,997.			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	23,673,592.			
10 Analysis of line 9				
a Excess from 1998	3,007,994.			
b Excess from 1999	3,152,347.			
c Excess from 2000	3,723,461.			
d Excess from 2001	7,173,151.			
e Excess from 2002	6,616,639.			

Part XIV Private Operating Foundations (see instructions and Part VII A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 of the instructions.)

1 **Information Regarding Foundation Managers**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc , Programs**

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

Edith Eddy
535 Middlefield Rd #160, Menlo Park, CA 94025 (650) 328-0101

b The form in which applications should be submitted and information and materials they should include

See attached

c Any submission deadlines

February 15th and September 15th

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

See attached

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting organization to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other Transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule...

Table with columns 'Yes' and 'No'. Rows include 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), and 1c. All 'No' boxes are checked with an 'X'.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The first row contains 'N/A' in column (c).

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The first row contains 'N/A' in column (b).

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature section containing: Signature of officer or trustee (Edith T. Eddy), Preparer's signature (Nini Charles McCone), Firm's name (Nini Charles McCone), address and ZIP code (61 Fifth Avenue, San Francisco, CA 94118).

Schedule B
(Form 990, 990-EZ, or
990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545 0047

2002

Name of organization

Compton Foundation, Inc.

Employer identification number

94-3142932

Organization type (check one)

Filers of

Section

Form 990 or 990 EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990 PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** (Note Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule-see instructions)

General Rule-

For organizations filing Form 990, 990 EZ, or 990 PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990 EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990 EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990 EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990 and Form 990-EZ

Schedule B (Form 990, 990-EZ, or 990-PF) (2002)

Name of organization Compton Foundation, Inc.	Employer identification number 94-3142932
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Part I Contributors (See Specific Instructions)

(a) No	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	The Danforth Foundation 211 North Broadway, 2390 St. Louis, MO 63102	\$ 4,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a Mellon - schedule	P	Various	Various
b MetWest - schedule	P	Various	Various
c MetWest paydowns - schedule	P	Various	Various
d Harding Loevner - schedule	P	Various	Various
e Partnership ID# 33-0383489	P	Various	Various
f Stock grants, Energizer Holding Co	D	Various	Various
g Capital Gains Dividends			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,874,900.		17,569,665.	<2,694,765.>
b 50,516,473.		50,520,908.	<4,435.>
c 3,949,679.		3,964,300.	<14,621.>
d 9,327,171.		10,214,735.	<887,564.>
e 224,240.			224,240.
f 1,000,192.		1,000,192.	0.
g 388,523.			388,523.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<2,694,765.>
b			<4,435.>
c			<14,621.>
d			<887,564.>
e			224,240.
f			0.
g			388,523.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	<2,988,622.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Mellon - schedule			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
14,874,900.	17,569,665.	0.	0.	<2,694,765.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
MetWest - schedule			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
50,516,473.	50,520,908.	0.	0.	<4,435.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
MetWest paydowns - schedule			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
3,949,679.	3,964,300.	0.	0.	<14,621.>	

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Harding Loevner - schedule		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9,327,171.	10,214,735.	0.	0.	<887,564.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Partnership ID# 33-0383489		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
224,240.	0.	0.	0.	224,240.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Stock grants, Energizer Holding Co		Donated	Various	Various
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,000,192.	221,901.	0.	0.	778,291.

Capital Gains Dividends from Part IV	388,523.
Total to Form 990-PF, Part I, line 6a	<2,210,331.>

Form 990-PF Rental Income Statement 2

Kind and Location of Property	Activity Number	Gross Rental Income
Office sublease	1	60,000.
Total to Form 990-PF, Part I, line 5a		60,000.

Form 990-PF Other Income Statement 3

Description	Amount
Partnership ordinary income	<8,754.>
Non-taxable distribution	674.
Total to Form 990-PF, Part I, line 11, Column A	<8,080.>

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultation	8,503.	0.		8,503.
To Fm 990-PF, Pg 1, ln 16a	8,503.	0.		8,503.

Form 990-PF Accounting Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and tax preparation	30,379.	0.		30,379.
To Form 990-PF, Pg 1, ln 16b	30,379.	0.		30,379.

Form 990-PF	Other Professional Fees	Statement 6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management	511,502.	511,502.		0.
Program consultants	82,481.	0.		82,481.
Payroll processing	1,222.	0.		1,222.
Computer consulting	3,445.	0.		3,445.
To Form 990-PF, Pg 1, ln 16c	598,650.	511,502.		87,148.

Form 990-PF	Taxes	Statement 7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax on investment income	10,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	10,000.	0.		0.

Form 990-PF	Other Expenses	Statement 8
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Banking fees	41,947.	41,947.		0.
Grantee rent subsidy	36,268.	0.		36,268.
Insurance	5,795.	0.		5,795.
Postage	7,176.	0.		7,176.
Supplies	7,218.	0.		7,218.
Telephone and internet service	9,408.	0.		9,408.
Temporary employees	6,437.	0.		6,437.
Other expenses	4,610.	0.		4,610.
Other deductible partnership expenses	14,806.	14,806.		0.
To Form 990-PF, Pg 1, ln 23	133,665.	56,753.		76,912.

Footnotes

Statement 9

FORM 990-PF, PART II, LINE 14, LAND, BUILDING AND EQUIPMENT

Furniture and equipment

137,246.

Leasehold improvements

24,418.

Accumulated depreciation

161,664.

Accumulated amortization

<102,888.>

<10,174.>

48,602.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 10

Description	Amount
Unrealized gain on partnership interest	755,128.
REIT undistributed income	3,187.
Total to Form 990-PF, Part III, line 3	758,315.

Form 990-PF U.S. and State/City Government Obligations Statement 11

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Statement	X		4,380,479.	4,477,640.
Total U.S. Government Obligations			4,380,479.	4,477,640.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			4,380,479.	4,477,640.

Form 990-PF Corporate Stock Statement 12

Description	Book Value	Fair Market Value
Statement	57,770,781.	49,555,239.
Total to Form 990-PF, Part II, line 10b	57,770,781.	49,555,239.

Form 990-PF Corporate Bonds Statement 13

Description	Book Value	Fair Market Value
Statement	12,291,254.	10,831,378.
Total to Form 990-PF, Part II, line 10c	12,291,254.	10,831,378.

Form 990-PF	Other Investments	Statement 14
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Description	Book Value	Fair Market Value
Statement - LLC	1,804,597.	1,804,597.
Statement - cash management funds	3,124,452.	3,143,916.
Total to Form 990-PF, Part II, line 13	4,929,049.	4,948,513.

Form 990-PF	Other Assets	Statement 15
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Description	Book Value	Fair Market Value
Program-related investment	250,000.	0.
Total to Form 990-PF, Part II, line 15	250,000.	0.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement 16
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Name of Contributor	Address
Danforth Foundation	211 North Broadway, 2390, St. Louis, MO 63102

Form 990-PF Part VIII - List of Officers, Directors Statement 17
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Edith T. Eddy 535 Middlefield Road Menlo Park, CA 94025	Executive Director 34	131,159.	17,964.	0.
James R. Compton 535 Middlefield Road Menlo Park, CA 94025	President to May 2002 20	34,412.	5,100.	0.
Randolph O. Compton 535 Middlefield Road Menlo Park, CA 94025	President May to Dec 7.5	7,500.	0.	0.
Ann C. Stephens 535 Middlefield Road Menlo Park, CA 94025	Vice President to May 2002 3	0.	0.	0.
Dan Compton 535 Middlefield Road Menlo Park, CA 94025	VP & Sect May to Dec 5	5,000.	0.	0.
Gloria Duffy 535 Middlefield Road Menlo Park, CA 94025	Treasurer 2	0.	0.	0.
Rebecca DiDomenico 535 Middlefield Road Menlo Park, CA 94025	Director 2	0.	0.	0.
Richard Morrison 535 Middlefield Road Menlo Park, CA 94025	Director 2	0.	0.	0.
David W. Orr 535 Middlefield Road Menlo Park, CA 94025	Director 2	0.	0.	0.
Stephen Perry 535 Middlefield Road Menlo Park, CA 94025	Director 2	0.	0.	0.
Lee Etta Powell 535 Middlefield Road Menlo Park, CA 94025	Director 2	0.	0.	0.

Carol C. Wall
535 Middlefield Road
Menlo Park, CA 94025

Director
2

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

178,071. 23,064. 0.

Form 990-PF Grants and Contributions Statement 18
Paid During the Year

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Peace & World Order - schedule	Public Charity			2085722.
Population - schedule	Public Charity			3083672.
Environment - schedule	Public Charity			2910903.
Equal Education Opportunity - schedule	Public Charity			105,030.
General Education Support - schedule	Public Charity			343,105.
Civil Rights/Equal Opportunity - schedule	Public Charity			15,400.
Health & Mental Health - schedule	Public Charity			2,600.
Youth & Children's Services - schedule	Public Charity			49,475.
Community Welfare - schedule	Public Charity			103,150.

Arts & Culture - schedule	Public Charity	362,750.
3rd Generation, Arts - schedule	Public Charity	69,000.
3rd Generation, Children & Youth - schedule	Public Charity	80,000.
3rd Generation, Sustainable Living - schedule	Public Charity	116,000.
3rd Generation, Spiritual Awareness - schedule	Public Charity	85,000.
Miscellaneous - schedule	Public Charity	22,184.
Total to Form 990-PF, Part XV, line 3a		<u>9,433,991.</u>

Form 990-PF

Grants and Contributions
Approved for Future Payment

Statement 19

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Peace & World Order - schedule	Public Charity			762,533.
Population - schedule	Public Charity			571,000.
Environment - schedule	Public Charity			771,500.
General Education Support - schedule	Public Charity			38,780.
Community Welfare - schedule	Public Charity			
Total to Form 990-PF, Part XV, line 3b				<u>2,143,813.</u>

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions
▶ Attach to the corporation's tax return

Form **990-PF**

2002

Name Compton Foundation, Inc.	Employer identification number 94-3142932
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Note In most cases, the corporation **does not** need to file Form 2220 (See Part I below for exceptions) The IRS will figure any penalty owed and bill the corporation If the corporation does not need to file Form 2220, it may still use it to figure the penalty Enter the amount from line 34 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220

Part I Reasons For Filing - Check the boxes below that apply to the corporation If any boxes are checked, the corporation must file Form 2220, even if it does not owe the penalty If the box on line 1 or line 2 applies, the corporation may be able to lower or eliminate the penalty

- 1 The corporation is using the annualized income installment method
- 2 The corporation is using the adjusted seasonal installment method
- 3 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Part II Figuring the Underpayment

4 Total tax (see instructions)		4	17,896.
5a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	5a		
b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or of section 167(g) for property depreciated under the income forecast method	5b		
c Credit for Federal tax paid on fuels (see instructions)	5c		
d Total Add lines 5a through 5c		5d	
6 Subtract line 5d from line 4 If the result is less than \$500, do not complete or file this form The corporation does not owe the penalty		6	17,896.
7 Enter the tax shown on the corporation's 2001 income tax return Caution If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8		7	26,585.
8 Enter the smaller of line 6 or line 7 If the corporation is required to skip line 7, enter the amount from line 6		8	17,896.
9 Installment due dates Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	(a)	(b)	(c)
g	05/15/02	06/15/02	09/15/02
10 Required installments If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 40 If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter If none of these boxes are checked, enter 25% of line 8 above in each column	10	2,232.	3,895.
11 Estimated tax paid or credited for each period (see instructions) For column (a) only, enter the amount from line 11 on line 15	11	22,209.	
12 Enter amount, if any, from line 18 of the preceding column	12		19,977.
13 Add lines 11 and 12	13	19,977.	16,082.
14 Add amounts on lines 16 and 17 of the preceding column	14		
15 Subtract line 14 from line 13 If zero or less, enter -0-	15	22,209.	19,977.
16 If the amount on line 15 is zero, subtract line 13 from line 14 Otherwise, enter -0-	16	0.	0.
17 Underpayment If line 15 is less than or equal to line 10, subtract line 15 from line 10 Then go to line 12 of the next column Otherwise, go to line 18	17		
18 Overpayment If line 10 is less than line 15, subtract line 10 from line 15 Then go to line 12 of the next column	18	19,977.	16,082.

Complete Part III on page 2 to figure the penalty If there are no entries on line 17, no penalty is owed

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers Use 5th month instead of 3rd month)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2002 and before 1/1/2003				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\%}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 12/31/2002 and before 4/1/2003				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\%}{365}$	\$	\$	\$	\$
25 Number of days on line 20 after 3/31/2003 and before 7/1/2003				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\%}{365}$	\$	\$	\$	\$
27 Number of days on line 20 after 6/30/2003 and before 10/1/2003				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\%}{365}$	\$	\$	\$	\$
29 Number of days on line 20 after 9/30/2003 and before 1/1/2004				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 4\%}{365}$	\$	\$	\$	\$
31 Number of days on line 20 after 12/31/2003 and before 2/15/2004				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 4\%}{365}$	\$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
34 Penalty Add columns (a) through (d), of line 33 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns				\$ 0.

* For underpayments paid after March 31, 2003 For lines 26, 28, 30 and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS Web Site at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.

Schedule A Annualized Income Installment Method and/or the Adjusted Seasonal Installment Method Under Section 6855(e) (see instructions)

Form 1120S filers For lines 2, 14, 15, and 16, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a) (or the corresponding provisions of prior law), whichever applies

Part I - Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
1 Annualization periods (see instructions)	1				
2 Enter taxable income for each annualization period (see instructions)	2	148,788.	306,356.	902,797.	1,316,106.
3 Annualization amounts (see instructions)	3	6.000000	4.000000	2.000000	1.333333
4 Annualized taxable income Multiply line 2 by line 3	4	892,728.	1,225,424.	1,805,594.	1,754,808.
5 Figure the tax on the amount in each column on line 4 using the instructions for Form 1120, Schedule J, line 3 (or the comparable line of the tax return)	5	8,927.	12,254.	18,056.	17,548.
6 Enter any alternative minimum tax and other taxes for each payment period (see instructions)	6				
7 Total tax Add lines 5 and 6	7	8,927.	12,254.	18,056.	17,548.
8 For each period, enter the same type of credits as allowed on Form 2220, lines 4 and 5c (see instructions)	8				
9 Total tax after credits Subtract line 8 from line 7 If zero or less, enter -0-	9	8,927.	12,254.	18,056.	17,548.
10 Applicable percentage	10	25%	50%	75%	100%
11 Multiply line 9 by line 10	11	2,232.	6,127.	13,542.	17,548.
12 Add the amounts in all preceding columns of line 10 (see instructions)	12		2,232.	6,127.	13,422.
13 Annualized income installments Subtract line 12 from line 11 If zero or less, enter -0-	13	2,232.	3,895.	7,415.	4,126.

Part II - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70% See instructions for more information)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
14 Enter taxable income for the following periods					
a Tax year beginning in 1999	14a				
b Tax year beginning in 2000	14b				
c Tax year beginning in 2001	14c				
15 Enter taxable income for each period for the tax year beginning in 2002	15				
16 Enter taxable income for the following periods		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 1999	16a				
b Tax year beginning in 2000	16b				
c Tax year beginning in 2001	16c				
17 Divide the amount in each column on line 14a by the amount in column (d) on line 16a	17				
18 Divide the amount in each column on line 14b by the amount in column (d) on line 16b	18				
19 Divide the amount in each column on line 14c by the amount in column (d) on line 16c	19				

		(a)	(b)	(c)	(d)
		First 4 months	First 6 months	First 9 months	Entire year
20	Add lines 17 through 19	20			
21	Divide line 20 by 3	21			
22	Divide line 15 by line 21	22			
23	Figure the tax on the amount on line 22 using the instructions for Form 1120, Schedule J, line 3 (or the comparable line of the return)	23			
24	Divide the amount in columns (a) through (c) on line 16a by the amount in column (d) on line 16a	24			
25	Divide the amount in columns (a) through (c) on line 16b by the amount in column (d) on line 16b	25			
26	Divide the amount in columns (a) through (c) on line 16c by the amount in column (d) on line 16c	26			
27	Add lines 24 through 26	27			
28	Divide line 27 by 3	28			
29	Multiply the amount in columns (a) through (c) of line 23 by columns (a) through (c) of line 28. In column (d), enter the amount from line 23, column (d)	29			
30	Enter any alternative minimum tax and other taxes for each payment period (see instructions)	30			
31	Total tax. Add lines 29 and 30	31			
32	For each period, enter the same type of credits as allowed on Form 2220, lines 4 and 5c (see instructions)	32			
33	Total tax after credits. Subtract line 32 from line 31. If zero or less, enter -0-	33			
34	Add the amounts in all preceding columns of line 40 (see instructions)	34			
35	Adjusted seasonal installments. Subtract line 34 from line 33. If zero or less, enter -0-	35			

Part III - Required Installments

		1st installment	2nd installment	3rd installment	4th installment	
36	If only one of the above parts is completed, enter the amount in each column from line 13 or line 35. If both parts are completed, enter the smaller of the amounts in each column from line 13 or line 35	36	2,232.	3,895.	7,415.	4,126.
37	Enter 25% of line 8 on page 1 of Form 2220 in each column. (Note: "Large corporations" see the instructions for line 10 for the amounts to enter.)	37	4,474.	4,474.	4,474.	4,474.
38	Subtract line 40 of the preceding column from line 39 of the preceding column	38		2,242.	2,821.	
39	Add lines 37 and 38	39	4,474.	6,716.	7,295.	4,474.
40	Required installments. Enter the smaller of line 36 or line 39 here and on page 1 of Form 2220, line 10	40	2,232.	3,895.	7,295.	4,126.

JWA

Form 2220 2002

**** Annualized Income Installment Method Using Standard Option**

The Compton Foundation
#94-3142932
December 31, 2002

INDEX TO ATTACHMENTS

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

APPLICATION PROCEDURES, PRIORITIES AND CONCERNS, GENERAL CRITERIA

PROPOSAL OUTLINE FORM

Tab 1 SCHEDULE OF GRANTS PAID AND PAYABLE

Tab 2 CAPITAL GAINS AND LOSSES

Tab 3 INVESTMENTS

Compton Foundation Inc
 94-3142932
 12/31/02

Substantiation of Exercise of Expenditure Responsibility The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the Foundation exercised fiscal responsibility in regard to its grants and program-related investments

Name and address of grantee	Amount of grant	Date of grant	Purpose of grant	Amounts expended by grantee as of 12/31/02	To the grantor's knowledge, grantee has diverted a portion of funds from the purpose of the grant (yes/no)	Dates of reports received from grantee	Dates and results of any verification of the grantee's report
Women's Capital Corporation 11808 Northup Way, Suite W290 Bellevue, WA 98005	\$ 250,000	Paid 9/30/98	Produce and market a dedicated emergency contraceptive drug	\$ 250,000	No	12/31/99 12/31/00 12/31/01 12/31/02	None required

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APPLICATION PROCEDURES

Before submitting a proposal, prospective applicants are strongly encouraged to review the Foundation's Priorities and Concerns, the General Criteria, and the program description, to determine whether their proposal is relevant to the Foundation's interests. Please check for cut-off dates in Grantmaking Policies.

The Foundation does not accept proposals sent by fax or email.

Proposals should be no more than four pages, one sided only, and should describe

- the organization making the request
- the goals and objectives of the designated project, including specific outcomes
- the means by which the project's effectiveness will be measured
- a one-half to one page update of previous work supported by the Foundation (if relevant)

Each of the following attachments should be limited to **one side of one page**

- Proposal Outline Form
- qualifications of key people involved
- list of Board members with affiliations
- project budget, including income and expenses
- organization's budget, including revenue sources, for year in which project will be carried out
- Statement of Assets and Liabilities (preferably audited, and from the most current year-end)
- Statement of Revenue and Expenses (preferably audited, and from the most current year-end)
- names and contact information for 3-5 references (include phone numbers and email addresses)
- a copy of the organization's 501(c)(3) IRS tax exemption letter

For those applicants with a sponsoring organization, please include the sponsor's organizational budget. In addition, please submit the sponsor's Statement of Assets and

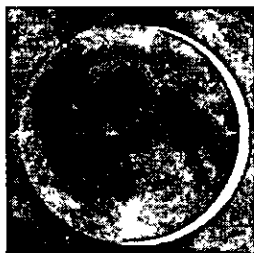
Liabilities, and Statement of Revenue and Expenses, which may take the place of the applying organization's.

In the interest of preserving the environment, the Foundation actively discourages prospective applicants from sending more than the minimum amount of information requested. If additional information is required, the applicant will be notified.

The Foundation makes grants only to organizations and institutions that qualify under the requirements of the Federal Tax Reform Act of 1969. The Foundation files annual tax returns with the Internal Revenue Service, the California State Franchise Tax Board, and the Office of the Attorney General of the State of California.

The Compton Foundation is a member of the Council on Foundations, a national organization which strives to make private philanthropy more responsive to public needs. The Foundation is also a member of the Northern California Grantmakers, the Environmental Grantmakers Association, the Funders Network for Population, Reproductive Health and Rights, the Peace and Security Funders Group, and the Consultative Group on Biological Diversity. The Foundation is a founder and endorser of the Environmental Grantmakers Association's "Philanthropy as Stewardship" principles.

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PRIORITIES AND CONCERNS

The Compton Foundation was founded to address community, national, and international concerns in the fields of Peace & Security, Population, and the Environment. Other concerns of the Foundation include Equal Educational Opportunity, Community Welfare & Social Justice, and Culture & the Arts.

In a world in which most problems have become increasingly interrelated and universal in dimension, and where survival of human life under conditions worth living is in jeopardy, the Foundation is concerned first and foremost with the prevention of war, and the amelioration of world conditions that tend to cause conflict. Primary among these conditions are the increasing pressures and destabilizing effects of excessive population growth, the alarming depletion of the earth's natural resources, the steady deterioration of the world's environment, and the tenuous status of human rights.

To address these problems the Compton Foundation focuses most of its grantmaking in the areas of Peace & Security, Population, and the Environment, with special emphasis on projects that explore the interconnections between these three categories. The Foundation believes that prevention is a more effective strategy than remediation, that research and activism should inform each other, and that both perspectives are needed for productive public debate.

In order to demonstrate what can be done to bring about the necessary societal transformations, the Foundation seeks to encourage positive models of change. It actively encourages collaboration between agencies, institutions and/or foundations, and projects that connect theory, research, and practice.

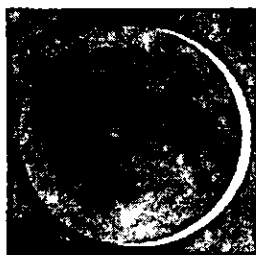
Within the areas of Peace & Security, Population, and the Environment, grants are made for the following kinds of activities:

- Education of the public
- Education of policy makers
- Education of the media

- Advocacy and public activism
- Demonstration projects
- Fellowship support to selected institutions for promising young scholars
- Scholarly research in selected academic centers of excellence, with special priority given to projects which
 - a) are interdisciplinary
 - b) are policy related
 - c) lead to action

No grants are awarded to individuals.

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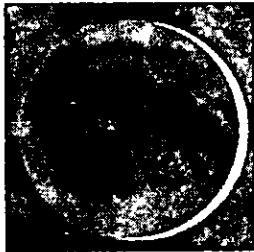
GENERAL CRITERIA

- The sponsoring organization has demonstrated strong leadership and management capability
- The proposed project has a specific focus in an area not presently supported adequately by other sources of funding
- If relevant, the project has a sound scientific basis and there are measurable goals
- The project is likely to make an important contribution to the field
- The project is responsive to the local population, involves local people in the planning and implementation process, and takes into account the cultural and economic impact of the project on the local population
- The project requires a relatively modest investment in order to make a significant impact

Priority is given to projects which have more than local application, are replicable, and are likely to be taken over and managed by a long-term funding source. If appropriate and warranted, a project may receive more than one year of support. In all program areas, the Foundation has a special interest in providing support for minorities.

No grants are awarded to individuals.

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PROPOSAL OUTLINE FORM (Please place on top of proposal submission)

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DATE

ORGANIZATION

FISCAL SPONSOR {501(c)(3)}

CONTACT PERSON

TITLE

ADDRESS

PHONE

FAX

EMAIL

WEBSITE URL

PROJECT TITLE (Please limit to 5 words. If project has been previously funded by the Foundation, please use same project title.)

PROPOSAL SUMMARY (less than 1000 characters including spaces, see test box)

AMOUNT REQUESTED

PROJECT BUDGET PER YEAR

TOTAL PROJECT BUDGET

ORGANIZATION BUDGET

PROJECT FUNDING SOURCES AND AMOUNTS

1) RECEIVED/COMMITTED

2) APPLIED FOR

Compton Foundation
 Recap of Grants Paid Schedule
 Year ended December 31, 2002

Category	Unpaid 12/01	Awarded 12/02	Paid 12/02	Unpaid 12/02
Peace	1,238,430	1,609,825	2,085,722	762,533
Population	75,000	3,579,672	3,083,672	571,000
Environment	1,188,516	2,493,887	2,910,903	771,500
Equal Education Opportunity		105,030	105,030	
General Education Support	78,720	303,165	343,105	38,780
Civil Rights/Equal Opportunity		15,400	15,400	
Health & Mental Health		2,600	2,600	
Youth & Children's Services		49,475	49,475	
Community Welfare	8,500	94,650	103,150	
Arts & Culture		362,750	362,750	
3G-Arts		69,000	69,000	
3G-Children & Youth		80,000	80,000	
3G-Sustainable Living		116,000	116,000	
3G-Spiritual Awareness		85,000	85,000	
Miscellaneous		22,184	22,184	
Total	2,589,166	8,988,638	9,433,991	2,143,813

2002

RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
<u>Peace & Security</u>				
Alaska Public Interest Research Group Inc P O Box 101093 Anchorage, AK 99510-1093		10,000	10,000	
ALEPH. Alliance for Jewish Renewal 6711 Lincoln Drive Philadelphia, PA 19119		500	500	
American Forum, Inc 120 Wall Street, #2600 New York, NY 10005	300,000		300,000	
American Leadership Forum 12345 El Monte Road Los Altos Hills, CA 94022		1,000	1,000	
Arts of Peace Mainstream Media Project 854 Ninth Street, Ste B Arcata, CA 05521		20,000	20,000	
British American Security Information Council 1012 14th Street, NW, Ste 900 Washington, DC 20005		15,000	15,000	
Buddha Sasana Foundation 46 Dominican Drive San Rafael, CA 94901		1,000	1,000	
Business Executives for National Security, Inc 1717 Pennsylvania Avenue, NW, Ste 350 Washington, DC 20006-4603		1,000	1,000	
Center for Defense Information 1779 Massachusetts Avenue, NW, Ste 615 Washington, DC 20036		20,000	20,000	
Center for International Policy 1717 Massachusetts Avenue, NW, Ste 801 Washington, DC 20036		15,000	15,000	
Center for Media and Security, Ltd 358 Saw Mill River Road Millwood, NY 10546		10,000	10,000	
Challenge Day P O Box 1366 Martinez, CA 94553		1,000	1,000	
Circle Foundation Inc, Program on International Policy Attitudes 1779 Massachusetts Avenue, NW, Ste 510 Washington, DC 20036		25,000	25,000	
Columbia University, School of International & Public Affairs Center for International Conflict Resolution MC 3369-1102 IAB 420 West 118th Street New York City, NY 10027		15,000	15,000	

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RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Commonwealth Club of California 595 Market Street San Francisco, CA 94105		200	200	
Conservative Caucus Research, Analysis and Education Foundation, Inc 450 Maple Avenue East Vienna, VA 22180		1,000	1,000	
Colorado Forum on Community and Restorative Justice 900 Auraria Parkway, Ste 129 Denver, CO 80204		2,000	2,000	
Dwight D Eisenhower World Affairs Institute 915 15th Street, NW, Ste 800 Washington, DC 20005-2311		35,000	35,000	
Earth Island Institute Center for Safe Energy 2828 Cherry Street Berkeley, CA 94705		15,000	15,000	
European Centre for Conflict Prevention Korte Elisabeth Straat 6 3511 JG Utrecht The Netherlands,		25,000	25,000	
Federation of American Scientists 1717 K Street, NW, Ste 209 Washington, DC 20036		15,000	15,000	
Fund for reace 1700 K Street, NW, 11th Floor Washington, DC 20006		25,000	25,000	
Fund for Peace , DC		5,000	5,000	
Future Wave PMB LM-014 P O Box 189003 Coronado, CA 92178-9003		2,000	2,000	
Gangaji Foundation 505A San Marin Drive, Ste 120 Novato, CA 94945		5,000	5,000	
Global Green USA 1025 Vermont Avenue, NW, #300 Washington, DC 20005-6303		10,000	10,000	
Global Security Institute 1801 Bush Street San Francisco, CA 94109		20,000	20,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Global Security Institute 1801 Bush, Ste 304 San Francisco, CA 94109		10,000	10,000	
Global Security Institute 1801 Bush, Ste 304 San Francisco, CA 94109		1,000	1,000	
Greater Birmingham Ministries, Inc. Fannie Lou Hamer Project 729 Academy Street Kalamazoo, MI 49007-2568		20,000	20,000	
Harvard University Preventive Defense Project Kennedy School of Government 79 John F Kennedy Street Cambridge, MA 02138		25,000	25,000	
Henry L. Stimson Center 11 Dupont Circle, NE, 9TH Floor Washington, DC 20036		20,000	20,000	
Indiana University African Studies Program Woodburn Hall 221 Bloomington, IN 47405-6001		45,000	45,000	
Institute for Policy Studies Foreign Policy In Focus 733 15th Street, NW, Suite 1020 Washington, DC 20005		20,000	20,000	
Institute for Science and International Security 236 Massachusetts Avenue, NE, Ste 500 Washington, DC 20002		10,000	10,000	
Institute of International Education 41 Sutter Street, Ste 510 San Francisco, CA 94104		5,000	5,000	
Institute of Noetic Sciences 101 San Antonio Road Petaluma, CA 94952		2,000	2,000	
International Alert 1 Glyn Street London SE11 5HT,		30,000	30,000	
International Campaign for Tibet 1825 K Street, NW, Ste 520 Washington, DC 20006		1,000	1,000	
International Diplomacy Council 312 Sutter Street, Suite 402 San Francisco, CA 94108-4317		10,000	10,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
International Forum on Globalization Thoreau Center for Sustainability 1009 General Kennedy Avenue, #2 San Francisco, CA 94129		1,000	1,000	
Kentucky Environmental Foundation P O Box 467 Berea, KY 40403		15,000	15,000	
Landmine Survivors Network 1420 K Street, NW, #650 Washington, DC 20005		20,000	20,000	
Lawyers Committee for Human Rights 333 Seventh Avenue, 13th Floor New York, NY 10001		1,000	1,000	
Michigan State University African Studies Center 100 Center for International Programs East Lansing, MI 48824	63,000			63,000
Miller Center Foundation 2201 Old Ivy Road, P O Box 400406 Charlottesville, VA 22904-4406		15,000	15,000	
Monterey Institute of International Studies Center for Nonproliferation Studies 425 Van Buren Street Monterey, CA 93940	200,000		100,000	100,000
National Council for International Visitors 1420 K Street, NW, Suite 800 Washington, DC 20005-2401		500	500	
Network, Inc 68 Leonard Street 2nd floor Belmont, MA 02478-2522		10,000	10,000	
New Israel Fund P O Box 91588 Washington, DC 20090-1588		5,000	5,000	
Nuclear Age Peace Foundation 1187 Coast Village Road, Suite 123 PMB 121 Santa Barbara, CA 93108-2794		70,725	70,725	
Occidental College 1600 Campus Road Los Angeles, CA 90041-3314		100,000	100,000	
Oxford Research Group 51 Plantation Road Oxford OX2 6JE, England	20,000		20,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Partners for Democratic Change 182 Second Street, Ste 301 San Francisco, CA 94105		35,000	35,000	
Peace Brigades International 428 8th Street, 2nd Floor Washington, DC 20003		10,000	10,000	
People for the American Way Foundation 2000 M Street, NW, Ste 400 Washington, DC 20077-6464		500	500	
Ploughshares Fund Fort Mason Center San Francisco, CA 94123		25,000	25,000	
Ploughshares Fund Fort Mason Center San Francisco, CA 94123		10,000	10,000	
Project Victory 560 Oxford Avenue, #1 Palo Alto, CA 94300		5,000	5,000	
Proteus Fund Inc 264 North Pleasant Street Amherst, MA 01002		40,000	40,000	
Proteus Fund Inc 264 North Pleasant Street Amherst, MA 01002		10,000	10,000	
Public Campaign 1320 19th Street, NW, Ste M-1 Washington, DC 20036		30,000	30,000	
ReclaimDemocracy.org P O Box 532 Boulder, CO 80306		1,500	1,500	
Rocky Mountain Peace and Justice Center 1520 Euclid Avenue Boulder, CO 80302		500	500	
Sadat Peace Foundation 227 East 56th Street New York, NY 10022		1,000	1,000	
School Mediation Center 5485 Conestoga Court, Ste 101 Boulder, CO 80301	35,250		35,250	
School Mediation Center 5485 Conestoga Court, Ste 101 Boulder, CO 80301		2,500	2,500	
School Mediation Center 5485 Conestoga Court, Ste 101 Boulder, CO 80301		2,500	2,500	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Search for Common Ground 1601 Connecticut Avenue, NW, Ste 200 Washington, DC 20009		20,000	20,000	
Southern Poverty Law Center P O Box 548 Montgomery, AL 36177-9621		200	200	
Stanford University Institute for International Studies Encina Hall Stanford, CA 94305		30,000	30,000	
Stanford University Center for International Security and Cooperation Encina Hall, 2nd Floor 616 Serra Street Stanford, CA 94305-6165		91,700	30,567	61,133
Stanford University Center for International Security & Arms Control Encina Hall Stanford, CA 94305-6165		3,000	3,000	
Stanford University Center for International Security & Arms Control Encina Hall Stanford, CA 94305-6165		1,000	1,000	
Stanford University Center for International Security & Cooperation Encina Hall, 2nd Floor, 616 Serra Street Stanford, CA 94305-6165		30,000	30,000	
Tides Center September Eleventh Families for Peaceful Tomorrows 5111 Telegraph Avenue, #185 Oakland, CA 94609		15,000	15,000	
Tides Foundation Iraq Peace Fund P O Bx 29903 San Francisco, CA 94129-0903		10,000	10,000	
Tides Foundation Iraq Peace Fund P O Bx 29903 San Francisco, CA 94129-0903		1,000	1,000	
Tides Foundation Iraq Peace Fund P O Bx 29903 San Francisco, CA 94129-0903		1,000	1,000	

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
				RIRS990
Tides Foundation		1,000	1,000	
Iraq Peace Fund P O Bx 29903 San Francisco, CA 94129-0903				
Tides Foundation		2,000	2,000	
Iraq Peace Fund P O Bx 29903 San Francisco, CA 94129-0903				
Union of Concerned Scientists		20,000	20,000	
Two Brattle Square Cambridge, MA 02238-9105				
United States Catholic Conference		100,000	50,000	50,000
University of San Diego, WorldLink Program 5998 Alcalá Park San Diego, CA 92110				
University Foundation, Inc , University of Colorado - Boulder, INVST		315,000	315,000	
301 Regent Administrative Center Campus Box 17 Boulder, CO 80309-0017				
University of Minnesota	82,280		82,280	
Interdisciplinary Center for the Study of Global Change 214 Social Sciences Building 267-19th Avenue South Minneapolis, MN 55455				
University of Wisconsin - Madison		16,500	16,500	
African Studies Program 205 Ingraham Hall 1155 Observatory Drive Madison, WI 53706				
University of Wisconsin - Madison	49,500		49,500	
African Studies Program 205 Ingraham Hall 1155 Observatory Drive Madison, WI 53706				
Vietnam Veterans of America Foundation		20,000	20,000	
1725 Eye Street, NW, Fourth Floor Washington, DC 20006-2412				
Washington Office on Latin America		10,000	10,000	
1630 Connecticut Avenue, NW, 2nd Floor Washington, DC 20009				

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
World Federalist Association 418-420 Seventh Street, S E Washington, DC 20003-2796		2,000	2,000	
World Learning, Inc Kipling Road Brattleboro, VT 05302-0676		15,000	15,000	
World Learning, Inc Kipling Road, P O Box 676 Brattleboro, VT 05302-0676	488,400			488,400
	<hr/>	<hr/>	<hr/>	<hr/>
	1,238,430	1,609,825	2,085,722	762,533

Population

Abortion Access Project 552 Massachusetts Avenue, Suite 215 Cambridge, MA 02139		25,000	25,000	
Action Canada for Population and Development, Youth Coalition 260 Dalhousie Street, Suite 205 Ottawa, KIN 7E4 Ontario, Canada		20,000	20,000	
Advocates for Youth 1025 Vermont Avenue, NW, Suite 200 Washington, DC 20005		4,000	4,000	
Alaska Pro-Choice Alliance P O Box 254 Haines, AK 99827		25,000	25,000	
American Civil Liberties Union Foundation of Northern California, Inc 1663 Mission Street, #460 San Francisco, CA 94103-9883		10,000	10,000	
American Youth Foundation 8845 West Garfield Road Shelby, MI 49455		40,000	40,000	
Boston Women's Health Book Collective, Inc 34 Plympton Street Boston, MA 02118		10,000	10,000	
Boston Women's Health Book Collective, Inc Pro-Media Communications 34 Plympton Street Boston, MA 02118		15,000	15,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Brown University Population Studies and Training Center Maxcy Hall, Box 1916 Providence, RI 02912		45,000	45,000	
Californians for Population Stabilization 1129 State Street, Suite 3-D Santa Barbara, CA 93101		5,000	5,000	
CARAL Pro-Choice Education Fund 32 Monterey Boulevard San Francisco, CA 94131		35,000	35,000	
Catholics for a Free Choice 1436 U Street, NW, Suite 301 Washington, DC 20009-3997		25,000	25,000	
Center for Immigration Studies 1522 K Street, NW, Suite 820 Washington, DC 20005-1202		10,000	10,000	
Choice U S A 1010 Wisconsin Ave , NW, Suite 410 Washington, DC 20007		25,000	25,000	
Columbia University Center for Population & Family Health 60 Haven Avenue, B-2 New York, NY 10032		55,968	55,968	
Concern America 2015 N Broadway, P O Box 1790 Santa Ana, CA 92702		13,000	13,000	
Education Fund of Family Planning Advocates of New York State, Inc 17 Elk Street, 3rd Floor Albany, NY 12207		61,000	30,000	31,000
Equilibres & Populations 205, boulevard Saint Germain Paris, 75007 France		300,000	150,000	150,000
Family Health International International Consortium for Emergency Contraception P O Box 13950 Research Triangle Park, NC 27709		40,000	40,000	
Family Tree Inc 1619 Dayton Avenue Saint Paul, MN 55104		150,000	75,000	75,000
Federation for American Immigration Reform 1666 Connecticut Avenue, NW Suite 400 Washington, DC 20009		750	750	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Feminist Majority Foundation 8105 W Third Street Los Angeles, CA 90048		100,000	50,000	50,000
Hesperian Foundation 1919 Addison Street, Suite 304 Berkeley, CA 94704		20,000	20,000	
High Country Foundation P O Box 1090 Paonia, CO 81428		15,000	15,000	
International Planned Parenthood, Western Hemisphere Region, Inc 120 Wall Street New York, NY 10005-3902		5,000	5,000	
International Rescue Committee, Inc Women's Commission for Refugee Women & Children 122 East 42nd Street New York, NY 10168		75,000	75,000	
IPAS, Inc 300 Market Street, Suite 200 Chapel Hill, NC 27516		25,000	25,000	
Marie Stopes International 2119 Quay Village Court, Unit 202 Annapolis, MD 21403		1,000	1,000	
Medical Students for Choice 2041 Bancroft Way, Suite 201 Berkeley, CA 94704		45,000	45,000	
Midwives for Midwives and Woman's Health International 1081 High Falls Road Catskill, NY 12414		20,000	20,000	
NARAL Foundation 1156 15th Street NW Washington, DC 20005		2,500	2,500	
National Abortion Federation 1755 Massachusetts Ave, NW Suite 600 Washington, DC 20036		10,000	10,000	
National Campaign to Prevent Teen Pregnancy 1776 Massachusetts Avenue, NW Washington, DC 20036		39,000	39,000	
National Womens Health Network, Inc. 514 Tenth Street, NW, Suite 400 Washington, DC 20004		35,000	35,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Negative Population Growth 1717 Massachusetts Avenue, NW, Ste 101 Washington, DC 20036		2,000	2,000	
Pacific Institute for Woman's Health 3450 Wilshire Boulevard, Suite 1000 Los Angeles, CA 90010		200,000	200,000	
PATH 1455 NW Leary Way Seattle, WA 98107-5136		150,000	75,000	75,000
Physicians for Reproductive Choice and Health 55 West 39th Street, 10th Floor New York, NY 10018		20,000	20,000	
Planned Parenthood - Alaska Alaska Emergency Contraception Project 4100 Lake Otis Parkway, Ste 330 Anchorage, AK 99508		80,000	40,000	40,000
Planned Parenthood - Golden Gate 815 Eddy Street San Francisco, CA 94109		15,000	15,000	
Planned Parenthood - Mar Monte 1691 The Alameda San Jose, CA 95126		25,000	25,000	
Planned Parenthood - New York City 26 Bleecker Street New York, NY 10012-2413		20,000	20,000	
Planned Parenthood - Stark County 2663 Cleveland Avenue, NW Canton, OH 44709		2,000	2,000	
Planned Parenthood - Western Washington 2001 E Madison Street Seattle, WA 98122-2959	50,000		50,000	
Planned Parenthood Federation of America, Inc. 434 West 33rd Street New York, NY 10001-2601		500,096	500,096	
Planned Parenthood Federation of America, Inc Fundación Oriéntame-Bogota, Columbia 434 West 33rd Street New York, NY 10001-2601		10,000	10,000	
Population Action International 1300 19th Street, NW, Second Floor Washington, DC 20036		60,000	60,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Population Action International 1120 19th Street, NW, Suite 550 Washington, DC 20036		15,000	15,000	
Population Coalition 634 Golden West Drive Redlands, CA 92373		15,000	15,000	
Population Communications International 777 United Nations Plaza New York, NY 10017		15,000	15,000	
Population Connection 1400 Sixteenth Street, NW Suite 320 Washington, DC 20036-2290		10,000	10,000	
Population Reference Bureau 1875 Connecticut Ave, NW, #520 Washington, DC 20009-5728		38,000	38,000	
Population Resource Center 15 Roszel Road Princeton, NJ 8540		15,000	15,000	
Tides Center Pro-Choice Public Education Project 850 Seventh Ave, Suite 405 New York, NY 10019		10,000	10,000	
Public Health Institute 614 Grand Avenue, Suite 400 Oakland, CA 94610		275,000	125,000	150,000
Religious Coalition for Reproductive Choice Educational Fund 1025 Vermont Avenue, NW, Ste 1130 Washington, DC 20005		500	500	
Religious Coalition for Reproductive Choice of Southern CA Education Fund P O Box 8396 Van Nuys, CA 91405		20,000	20,000	
Religious Coalition for Reproductive Choice Educational Fund 1025 Vermont Avenue, NW, Ste 1130 Washington, DC 20005		2,500	2,500	
Reproductive Health Technologies Project 1300 19th Street, NW, Second Floor Washington, DC 20036		80,000	80,000	
Rutgers University Foundation Network for Family Life Education 41 Gordon Road, Suite A Piscataway, NJ 08854		10,000	10,000	

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RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
ScenariosUSA, Inc 110 W 18Th Street, 6th Floor New York, NY 10011		35,000	35,000	
Sexuality Information and Education Council of the U S 130 West 42nd Street, Suite 350 New York, NY 10036-7802		10,000	10,000	
Tides Center Woman's Rights International PO Box 1667 Laramie, WY 82073		5,000	5,000	
Tulane University Medical Center Public Health & Tropical Medicine Dept of International Health & Dev 1440 Canal Street, Suite 2200 New Orleans, LA 70112-2737		35,654	35,654	
United States Committee for UNFPA, Inc 220 East 42nd Street, Suite 2800 New York, NY 10017		20,000	20,000	
Universidad de Costa Rica Programa Centroamericano de Poblacion Escuela de Estadistica San Jose, 2060 Costa Rica		23,100	23,100	
University of California - San Francisco New Generation Health Center 3333 California Street, Ste 315 San Francisco, CA 94118		25,000	25,000	
University of California - San Francisco Center for Reproductive Health Research & Policy UCSF, Box 0744 3333 California Street, STE 335 San Francisco, CA 94143-0744	25,000		25,000	
University of Michigan Population Fellows Program 1214 South University, 2nd Floor Ann Arbor, MI 48104		30,000	30,000	
University of Michigan School of Public Health Population Fellows Program M4537 SPH II, 109 Observatory Ann Arbor, MI 48104-2458		350,000	350,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
University of North Carolina at Chapel Hill Carolina Population Center University Square 123 W Franklin Street Chapel Hill, NC 27516-3997		64,934	64,934	
University of Pennsylvania Population Studies Center 3718 Locust Walk Philadelphia, PA 19104-6298		23,670	23,670	
University of Texas at Austin Population Research Center P O Box 7726 Austin, TX 78713-7726		40,000	40,000	
World Neighbors, Inc 4127 NW 122 Street Oklahoma City, OK 73120-8869		20,000	20,000	
	75,000	3,579,672	3,083,672	571,000

Environment

Acterra Action for a Sustainable Earth 3921 East Bayshore Road Palo Alto, CA 94303-4303		5,000	5,000	
Acterra Action for a Sustainable Earth 3921 East Bayshore Road Palo Alto, CA 94303-4303		5,000	5,000	
African Wildlife Foundation 1400 16th Street, NW, Ste 120 Washington, DC 20036		400	400	
Alaska Marine Conservation Council P O Box 101145 Anchorage, AK 99510-1145		200	200	
American Farmland Trust 1200 18th Street, NW, Ste 800 Washington, DC 20036		30,000	30,000	
American Farmland Trust 1200 18th Street, NW, Ste 800 Washington, DC 20036		8,000	8,000	
American Rivers, Inc 150 Nickerson Street, Suite 311 Seattle, WA 98109		500,000	100,000	400,000
American Whitewater Affiliation, Inc Conservation & Access Program 1430 Fenwick Lane Silver Spring, MD 20910		35,000	35,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Appleseed Foundation Inc 727 15th Street, NW, 11th Floor Washington, DC 20005		200	200	
Archaeological Conservancy 5301 Central Avenue, NE, Ste 402 Albuquerque, NM 87108		200	200	
Ashoka 1700 North Moore Street, Ste 1920 Arlington, VA 22209		5,000	5,000	
Bay Institute of San Francisco 500 Palm Drive, Suite 200 Novato, CA 94949		20,000	20,000	
Berea College Berea, KY 40404	499,016	1,080	500,096	
Berea College International Center CPO 2173 Berea, KY 40404		40,000	40,000	
Big Sur Land Trust P O Box 221864 Carmel, CA 93922		300	300	
California Academy of Sciences Golden Gate Park San Francisco, CA 94118-4599		15,000	15,000	
California Oak Foundation Local Power 4281 Piedmont Avenue Oakland, CA 94611		10,000	10,000	
California State Parks Foundation P O Box 548 Kentfield, CA 94914-9924		230	230	
California Trout 870 Market Street, Suite 1185 San Francisco, CA 94102		200	200	
California Trout 870 Market Street, Suite 1185 San Francisco, CA 94102		15,000	15,000	
California Wilderness Coalition 2655 Portage Bay East Davis, CA 95616		25,000	25,000	
Cascadia Times Research Fund Inc 25-6 Northwest 23rd Place, #406 Portland, OR 97210		10,000	10,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Center for a New American Dream 6930 Carroll Avenue, Suite 900 Takoma Park, MD 20912	30,000		30,000	
Center for a New American Dream 6930 Carroll Avenue, Suite 900 Takoma Park, MD 20912		200	200	
Clan Morrison Society of North America 2600 W La Habra Boulevard, #143 La Habra, CA 90631		200	200	
Clark University Research Office 950 Main Street Worcester, MA 0161-1477		80,000	80,000	
Clark University Program for Intl Development & Social Change 950 Main Street Worcester, MA 01610	36,500		36,500	
Climate Solutions 610 - 4th Avenue E Olympia, WA 98501		25,000	25,000	
Collective Heritage Institute 901 W San Mateo Road, Suite L Santa Fe, NM 87505		7,500	7,500	
Columbia River Inter-Tribal Fish Commission 729 NE Oregon, Suite 200 Portland, OR 97232		15,000	15,000	
Conservation Fund 1800 North Kent Street, Ste 1120 Arlington, VA 22209-2156		5,000	5,000	
Conservation International Foundation 1919 M Street, N W , Suite 600 Washington, DC 20036		15,000	15,000	
Consultative Group on Biological Diversity Presidio Building 1016, P O Box 29361 San Francisco, CA 94129-0361		10,000	10,000	
Cook Inlet Keeper P O Box 3269 Homer, AL 99603		1,000	1,000	
Council of Canadians 502 151 Slater St Ottawa, Ontario, K1P5H3 Canada		7,500	7,500	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Development Center for Appropriate Technology P O Box 27513 Tucson, AZ 85726-7513		20,000	20,000	
Earth Action Network 28 Knight Street Norwalk, CT 06851-0000		1,000	1,000	
Earth Action Network 28 Knight Street Norwalk, CT 06851-0000		5,000	5,000	
Earth Day Network 1616 P Street, NW, Suite 200 Washington, DC 20036		12,500	12,500	
Earth Force 1908 Mt Vernon Avenue, Second Floor Alexandria, VA 22301		5,000	5,000	
Earth Island Institute 300 Broadway Suite 28 San Francisco, CA 94133		500	500	
Earthjustice 426 17th Street, 6th Floor Oakland, CA 94612-2820		200	200	
Earthjustice 426 17th Street, 6th Floor Oakland, CA 94612-2820	50,000		50,000	
Earthjustice 426 17th Street, 6th Floor Oakland, CA 94612-2820		5,000	5,000	
Earthlight Magazine 111 Fairmount Avenue Oakland, CA 94611		500	500	
Earthwatch Expeditions, Inc 3 Clock Tower Place, Ste 100 Box 75 Maynard, MA 01754		2,728	2,728	
Earthwatch Expeditions, Inc. 3 Clock Tower Place, Ste 100 Box 75 Maynard, MA 01754		4,249	4,249	
Ecological Design Innovation Center 122 Elm Street Oberlin, OH 44074		10,000	10,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Ecotrust Canada 1226 Hamilton Street, Suite 202 Vancouver, BC, V6B 2S8 Canada		35,000	35,000	
Elkhorn Slough Foundation P O Box 267 Moss Landing, CA 95039		4,000	4,000	
Elkhorn Slough Foundation P O Box 267 Moss Landing, CA 95039		4,000	4,000	
Elkhorn Slough Foundation P O Box 267 Moss Landing, CA 95039		15,000	15,000	
Elkhorn Slough Foundation P O Box 267 Moss Landing, CA 95039		4,000	4,000	
Environmental Defense, Inc 257 Park Avenue, South New York, NY 1000		2,000	2,000	
Environmental Defense, Inc 2334 North Broadway Rocky Mountain Office Boulder, CO 80304		15,000	15,000	
Environmental Law Alliance Worldwide 1877 Garden Avenue Eugene, OR 97403		750	750	
Environmental Protection Information Center P O Box 397 Garberville, CA 95542		20,000	20,000	
Environmental Volunteers 3921 E Bayshore Drive Palo Alto, CA 94303		700	700	
Exloco 3030 Bridgeway, Suite 206 Sausalito, CA 94965		10,000	10,000	
Earth Works Institute 40 County Road, 55A Cerrillos, NM 87010		5,000	5,000	

Organization Name	2002 Unpaid 12/31/01	Awarded	Paid	2002 Unpaid 12/31/02 RIRS990
Foothill-De Anza Foundation De Anza College 21250 Stevens Creek Blvd Cupertino, CA 95014	125,000			125,000
Fresh Air Fund 633 Third Avenue, 14th Floor New York, NY 10017		1,250	1,250	
Friends of Recreation and Parks Conservatory of Flowers 501 Stanyan Street Golden Gate Park San Francisco, CA 94117		10,000	10,000	
Friends of Stevens Creek Trail 22221 McClellan Road		500	500	
Friends of the Earth 1025 Vermont Avenue, NW, #300 Washington, DC 20005		2,000	2,000	
Friends of the Earth 1025 Vermont Avenue, NW, #300 Washington, DC 20005		1,000	1,000	
Friends of the River Foundation 915 20th Street Sacramento, CA 95814		400	400	
Friends of the River Foundation California Wild Heritage Campaign 915 - 20th Street Sacramento, CA 95814		25,000	25,000	
Friends of the River Foundation 915 20th Street Sacramento, CA 95814		30,000	30,000	
Friends of the Santa Clara River 660 Randy Drive Newbury Park, CA 91320		2,000	2,000	
Glen Canyon Institute P O Box 1925 Flagstaff, AZ 86002		5,000	5,000	
Global Greengrants Fund, Inc 2840 Wilderness Place, Suite E Boulder, CO 80301		15,000	15,000	
Golden Gate National Parks Association Golden Gate Raptor Observatory Building 201, Fort Mason San Francisco, CA 94123		2,000	2,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Grand Canyon Trust 2601 N Fort Valley Road Flagstaff, AZ 86001		30,000	30,000	
Green Corps, Inc 3435 Wilshire Boulevard, Suite 385 Los Angeles, CA 90010		2,500	2,500	
Green Foothills Foundation 3921 East Bayshore Road Palo Alto, CA 94303		2,500	2,500	
Greenbelt Alliance 631 Howard Street, Ste 510 San Francisco, CA 94105		400	400	
Greenbelt Alliance 631 Howard Street, Ste 510 San Francisco, CA 94105		10,000	10,000	
Greenpeace Fund 702 H Street, NW Washington, DC 20001		20,000	20,000	
Guadalupe River Park and Gardens Corporation 50 W San Fernando Street, Ste 1500 San Jose, CA 95113		5,000	5,000	
Hidden Villa, Inc 26870 Moody Road Los Altos, CA 94022		2,500	2,500	
Institutes for Journalism & Natural Resources P O Box 1996 Missoula, MT 59806	45,000		45,000	
International Crane Foundation E-11376 Shady Lane Road P O Box 447 Baraboo, WI 53913		450	450	
International Rivers Network 1847 Berkeley Way Berkeley, CA 94703		1,000	1,000	
International Rivers Network 1847 Berkeley Way Berkeley, CA 94703		20,000	20,000	
Land Trust for Santa Clara County 6140 Camino Verde Drive, Suite K San Jose, CA 95119		20,000	20,000	
League of Conservation Voters Education Fund 1920 L Street, NW, #800 Washington, DC 20036		5,000	5,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Lindsay Wildlife Museum 1935 First Avenue Walnut Creek, CA 94596		200	200	
Lindsay Wildlife Museum 1935 First Avenue Walnut Creek, CA 94596		200	200	
Makerere University Inst of Environment and Natural Resources Science Quadrangle, Main Campus Kampala, Uganda	73,000		36,500	36,500
Mono Lake Foundation P O Box 29 Lee Vining, CA 93541		250	250	
National Arbor Day Foundation 211 North 12th Street Lincoln, NE 68508		200	200	
National Audubon Society, Inc 700 Broadway New York, NY 10003		2,500	2,500	
National Park Trust 415 Second Street, NE, Ste 210 Washington, DC 20002		350	350	
National Wildlife Refuge Association 1010 Wisconsin Avenue, NW, Ste 200 Washington, DC 20007		10,000	10,000	
Native Seeds/SEARCH 526 North 4th Avenue Tucson, AZ 85705		4,000	4,000	
Native Seeds/SEARCH 526 North 4th Avenue Tucson, AZ 85705		1,000	1,000	
Natural Resources Defense Council, Inc 71 Stevenson Street San Francisco, CA 94105		3,000	3,000	
Natural Resources Defense Council 71 Stevenson Street, #1825 San Francisco, CA 94105		30,000	30,000	
Natural Step, Inc. 116 New Montgomery, Suite 800 San Francisco, CA 94105		25,000	25,000	
Natural Step, Inc P O Box 29372 San Francisco, CA 94129-0372		40,000	40,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Nature Conservancy 4245 N Fairfax Drive, Ste 100 Arlington, VA 22203-1606		200	200	
Nature Conservancy - Colorado 2424 Spruce Street Boulder, CO 80302		4,000	4,000	
Nature Conservancy - Montana 32 South Ewing Street Helena, MT 59601		5,000	5,000	
Northwest Earth Institute 506 SW Sixth Avenue, #1100 Portland, OR 97204		10,000	10,000	
Oberlin College 70 N Professor Street Cox Building, Room 100 Oberlin, OH 44074		40,000	40,000	
Ocean Arks International, Inc 176 Battery Street, Floor 3 Burlington, VT 05401		30,000	30,000	
Ocean Conservancy, Inc 1725 DeSales Street, NW, Ste 600 Washington, DC 20036		200	200	
Organic Consumers Association 6114 Highway 61 Little Marais, MN 55614		1,000	1,000	
Organization for Tropical Studies Box 90630 Durham, NC 27708-0630	30,000		30,000	
Pacific Crest Biodiversity Project 4649 Sunnyside Avenue N, #321 Seattle, WA 98103		5,000	5,000	
Pacific Forest Trust 416 Aviation Boulevard, Suite A Santa Rosa, CA 95403		20,000	20,000	
Pacific Institute for Studies in Development, Environment and Security 654 13th Street, Preservation Park Oakland, CA 94612		1,000	1,000	
Pacific Institute for Studies in Development, Environment and Security 654 13th Street, Suite 104 Oakland, CA 94612		60,000	60,000	
Pacific Institute for Studies in Development, Environment and Security 654 - 13th Street Oakland, CA 94612		20,000	20,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Pacific Rivers Council P O Box 10798 Eugene, OR 97440		30,000	30,000	
Pacific Rivers Council, Inc P O Box 10798 Eugene, OR 97440		25,000	25,000	
PCL Foundation 926 J Street, #612 Sacramento, CA 95814-9607		1,000	1,000	
PCL Foundation California Environmental Dialogue 100 Spear Street, #805 San Francisco, CA 94105		20,000	20,000	
Peninsula Open Space Trust 3000 Sand Hill Road, 4-135 Menlo Park, CA 94025		8,000	8,000	
Pinchot Institute for Conservation 1616 P Street, NW, Ste 100 Washington, DC 20036		1,000	1,000	
Point Reyes Bird Observatory 4990 Shoreline Highway Stinson Beach, CA 94970-9701		10,000	10,000	
Public Citizen Foundation, Inc 2000 P Street, N W Washington, DC 20077-7547		3,000	3,000	
Rails to Trails Conservancy 1400 16th Street, NW Washington, DC 20036		15,000	15,000	
Rainforest Action Network 221 Pine Street, Suite 500 San Francisco, CA 94104		25,000	25,000	
Resource Media 1007 General Kennedy Avenue, #8 San Francisco, CA 94129		25,000	25,000	
Resource Renewal Institute Fort Mason Building A San Francisco, CA 94123		5,000	5,000	
Resource Renewal Institute Fort Mason Building A San Francisco, CA 94123		2,000	2,000	
River Network 520 SW Sixth Avenue, Ste 1130 Portland, OR 97204-1535		8,000	8,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
River Network 44 N Last Chance Gulch #4 Helena, MT 59601		5,000	5,000	
Rivers Foundation of the Americas 3619 SE Milwaukie Avenue Portland, OR 97202-3858		10,000	10,000	
Rockefeller Family Fund Environmental Grantmakers Association 437 Madison Avenue, 37th Floor New York, NY 10022-7001		8,000	8,000	
Rocky Mountain Institute 1739 Snowmass Creek Road Snowmass, CO 81654-9199		20,000	20,000	
Rose Foundation for Communities and the Environment 6008 College Avenue, #10 Oakland, CA 94618		3,000	3,000	
Rose Foundation for Communities and the Environment 6008 College Avenue, #10 Oakland, CA 94618		5,000	5,000	
Rose Foundation for Communities and the Environment Northern California Grassroots Environmental Fund 6008 College Avenue, Suite 10 Oakland, CA 94618		10,000	10,000	
Rural Advancement Foundation International USA P O Box 640 Pittsboro, NC 27312		2,000	2,000	
San Francisco Beautiful 564 Market Street, Ste 709 San Francisco, CA 94104-5415		2,500	2,500	
San Francisco Foundation John Krautkraemer Memorial Fund 225 Bush Street, Suite 500 San Francisco, CA 94104-4224	70,000		70,000	
San Francisco State University Foundation Romberg Tiburon Center for Environmental Studies 3152 Paradise Drive Tiburon, CA 94920	55,000			55,000
San Jose Conservation Corps 2650-A Senter Road San Jose, CA 95111		1,000	1,000	
San Jose Poetry Center, Inc. 110 South Market Street San Jose, CA 94113-2307		2,500	2,500	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Satyana Institute P O Box 17904 Boulder, CO 80308		2,000	2,000	
Save San Francisco Bay Association 1600 Broadway, Ste 300 Oakland, CA 94612		10,000	10,000	
Scenic America 801 Pennsylvania Avenue, SE Washington, DC 20003		10,000	10,000	
Scenic California 2215 Fifth Street Berkeley, CA 94710		1,000	1,000	
Scenic California 915 Cole Street, PMB 362 San Francisco, CA 94117		3,000	3,000	
Second Nature West Coast Education for Sustainability Network P O Box 12007 Boston, MA 02112-0007		50,000	50,000	
Seed Savers Exchange 3076 N Winn Road Decorah, IA 52101		1,000	1,000	
Sempervirens Fund Drawer BE Los Altos, CA 94023		5,000	5,000	
Sierra Business Council P O Box 2428 Truckee, CA 96160		50,000	50,000	
Sierra Business Council P O Box 2428 Truckee, CA 96160		1,000	1,000	
Sierra Business Council P O Box 2428 Truckee, CA 96160		2,000	2,000	
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105-3441		40,000	40,000	
Silicon Valley Toxics Coalition 760 North First Street San Jose, CA 95112		20,000	20,000	
Smith River Alliance P O Box 2129 Crescent City, CA 95531		10,000	10,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Social Investment Forum Foundation, Inc 1612 K Street, NW, Ste 650 Washington, DC 20006		2,500	2,500	
Solar Cookers International 1919 21st Street, #101 Sacramento, CA 95814		500	500	
Sonoran Institute Sonoran Desert Ecoregion Program 7650 E Broadway Blvd , Suite 203 Tucson, AZ 85710		15,000	15,000	
Sonoran Institute 7650 E Broadway , Ste 203 Tucson, AZ 85710		400	400	
South Yuba River Citizens League 216 Main Street Nevada City, CA 95959		250	250	
Student Conservation Association P O Box 550 Charlestown, NH 3603		5,000	5,000	
Student Conservation Association P O Box 550 Charlestown, NH 03603-0550		500	500	
Sustainable Conservation 121 Second Street, 6th Floor San Francisco, CA 94105		2,000	2,000	
Sustainable Conservation 121 Second Street, 6th Floor San Francisco, CA 94105		35,000	35,000	
Sustainable Conservation 121 Second Street, 6th Floor San Francisco, CA 94105		1,000	1,000	
Sustainable Northwest 620 SW Main Street, Suite 112 Portland, OR 97205		35,000	35,000	
Tides Center Regeneration Project Presidio Building P O Box 29336 San Francisco, CA 94129-0907		5,000	5,000	
Tides Center World Wise Presidio Main Post, Building #37 P O Box 29903 San Francisco, CA 94129		5,000	5,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Tides Foundation P O Box 29903 San Francisco, CA 94129-0903		30,000	10,000	20,000
Treepeople 12601 Mullholland Drive Beverly Hills, CA 90210		200	200	
Trout Unlimited 213 SW Ash, #205 Portland, OR 97204		30,000	30,000	
Trust for Public Land 116 New Montgomery Street, 3rd Floor San Francisco, CA 94105		1,000	1,000	
Trust for Public Land 116 New Montgomery Street, Ste 300 San Francisco, CA 94105		2,000	2,000	
Tuolumne River Preservation Trust Fort Mason Center, Building C San Francisco, CA 94123		5,000	5,000	
University Foundation, Inc University of Colorado at Boulder P O Box 1140 Boulder, CO 80306		10,000	10,000	
University Foundation, Inc University of Colorado at Boulder P O Box 1140 Boulder, CO 80306		15,000	15,000	
University of California - San Diego Center for U S -Mexican Studies 9500 Gilman Drive, Dept 0510 La Jolla, CA 92093-0510	40,000		40,000	
University of Florida Prog for Studies in Tropical Conservation P O Box 110440 Gainesville, FL 32611-0440	45,000			45,000
University of Missouri - St Louis International Center for Tropical Ecology 224 Research Building 8001 Natural Bridges Road St Louis, MO 63121	45,000			45,000
Urban Ecology 414 13th Street, Suite 500 Oakland, CA 94612		500	500	
Urban Ecology 414 13th Street, Suite 500 Oakland, CA 94612		600	600	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Vassar College Box 14 Poughkeepsie, NY 12601		80,000	80,000	
Water Watch of Oregon 213 SW Ash, Suite 208 Portland, OR 97204		15,000	15,000	
Western Rivers Conservancy P O Box 40768 Portland, OR 97240		15,000	15,000	
Whirling Disease Foundation P O Box 327 Bozeman, MT 59771-0327		4,000	4,000	
Wild Salmon Center Natural Capital Center 721 NW Ninth Avenue, Ste 290 Portland, OR 97209		60,000	60,000	
WildAid Inc 450 Pacific Avenue, Ste 201 San Francisco, CA 94133		1,000	1,000	
Wilderness Society P O Box 29241 San Francisco, CA 94129		12,500	12,500	
World Wildlife Fund, Inc 1250 Twenty-Fourth Street, NW Washington, DC 20037-1175		2,000	2,000	
Yale University School of Forestry & Environmental Studies Sage Hall 205 Prospect Street New Haven, CT 06511	45,000			45,000
Yosemite National Institutes Golden Gate National Recreation Area Building 1055 Sausalito, CA 94965		50,000	50,000	
	1,188,516	2,493,887	2,910,903	771,500
<u>Equal Educational Opportunity</u>				
Boulder Valley School District 3995 Aurora Avenue Boulder, CO 80303		2,000	2,000	
Dominican University of California 50 Acacia Avenue San Rafael, CA 94091		35,000	35,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Friends' School, Inc 5465 Pennsylvania Avenue Boulder, CO 80303		10,000	10,000	
Friends' School, Inc. 5465 Pennsylvania Avenue Boulder, CO 80303		8,000	8,000	
Friends' School, Inc. 5465 Pennsylvania Avenue Boulder, CO 80303		3,000	3,000	
Marin Education Fund 1010 B Street San Rafael, CA 94901		2,000	2,000	
Meharry Medical College 1005 Dr D B Todd Jr Blvd Nashville, TN 37208		25,000	25,000	
Menlo College 1000 El Camino Real Atherton, CA 94027-4301		5,000	5,000	
Mount Holyoke College Mary Woolley Hall South Hadley, MA 01075-1485		700	700	
Oakland Unified School District Fruitvale Elementary School 3200 Boston Avenue Oakland, CA 94602		330	330	
Teach for America, Inc 4300 Horton Street, Suite 15 Emeryville, CA 94608		12,000	12,000	
Woodrow Wilson National Fellowship Foundation CN 5281 Princeton, NJ 08543-5281		2,000	2,000	
		105,030	105,030	
<u>General Education Support</u>				
Advocates for Youth Education, Inc 3670 Dogwood Lane Cincinnati, OH 45213		5,000	5,000	
Allen-Chase Foundation, Eaglebrook School 271 Pine Nook Road Deerfield, MA 01342		10,000	10,000	
American Beethoven Studies One Washington Square San Jose, CA 95192-0171		1,000	1,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
American Youth Foundation 2331 Hampton Avenue St Louis, MO 63139-2908		15,000	15,000	
American Youth Foundation 2331 Hampton Avenue St Louis, MO 63139-2908		2,000	2,000	
American Youth Foundation 2331 Hampton Avenue St Louis, MO 63139-2908		15,000	15,000	
American Youth Foundation 2331 Hampton Avenue St Louis, MO 63139-2908		5,000	5,000	
Bell Policy Network 1801 Broadway, #280 Denver, CO 80202		1,000	1,000	
College of Marin Foundation P O Box 446 Kentfield, CA 94914-9901		1,000	1,000	
Columbia University School of Social Work 622 West 113th Street New York, NY 10025		5,000	5,000	
Dixie Children's Fund P O Box 6182 San Rafael, CA 94903		200	200	
EarthAction Alerts Network 30 Cottage Street Amherst, MA 01002		1,000	1,000	
Education for a Global Society 1404 Chelsea Way Redwood City, CA 94061-5624				
Full Circle Elementary School, Inc 21 Parmenter Road Bernardston, MA 01357		4,000	4,000	
Hotchkiss School P O Box 800 Lakeville, CT 06039-0800		1,000	1,000	
Institute for Conservation & Health P O Box 770 Redwood Valley, CA 95470		23,400	23,400	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Mount Holyoke College Mary Woolley Hall South Hadley, MA 01075-1485		700	700	
National Outdoor Leadership School 284 Lincoln Street Lander, WY 82520-2848		1,250	1,250	
National Relief Charities American Indian Education Foundation 70 Main Street, Ste 43 Warrenton, VA 22186		1,250	1,250	
Pitzer College 1050 North Mills Avenue Claremont, CA 91711-6110		10,000	10,000	
Population Reference Bureau 1875 Connecticut Ave , NW, #520 Washington, DC 20009-5728	36,080		18,620	17,460
Prescott College 220 Grove Avenue Prescott, AZ 86301		15,000	15,000	
Presidio World College P O Box 29502 Presidio Building 36 San Francisco, CA 94129		3,000	3,000	
Princeton University c/o Box 46 Princeton, NJ 08544-0046		3,500	3,500	
Princeton University 35 Lexington Avenue Buffalo, NY 14222-1807		200	200	
Putney School Elm Lea Farm Putney, VT 05346		1,250	1,250	
Resource Area for Teachers 1355 Ridder Park Drive San Jose, CA 95131		7,500	7,500	
San Francisco Education Fund 47 Kearney Street Suite 200 San Francisco, CA 94108		15,000	15,000	
San Francisco School Volunteers 601 McAllister Street, First Floor San Francisco, CA 94102		1,000	1,000	
San Jose State University Foundation One Washington Square San Jose, CA 95192-0171		2,000	2,000	

2002

RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
San Jose State University Foundation One Washington Square San Jose, CA 95192-0171		10,000	10,000	
Saratoga Education Foundation P O Box 2392 Saratoga, CA 95070		300	300	
Seven Hills School 5400 Red Bank Road Cincinnati, OH 45227-1198		300	300	
Shady Hill School 178 Coolidge Hill Cambridge, MA 02138-5520		1,915	1,915	
Stanford University Stanford, CA 94305		1,000	1,000	
Terra Rosa Charter School 45 Birch Boulevard Sedona, AZ 86336		10,000	10,000	
United Negro College Fund 220 Montgomery Street, Ste 460 Mills Building San Francisco, CA 94104		25,000	25,000	
University of Chicago 1101 East 58th Street Chicago, IL 60637		2,000	2,000	
University of Michigan Population Fellows Programs 1214 South University, 2nd Floor Ann Arbor, MI 48104-2548		95,700	95,700	
University of Minnesota International Center for Global Change 214 Social Science Building 267 19th Avenue South Minneapolis, MN 55455	42,640		21,320	21,320
Wesleyan University 48 Wyllys Avenue Middletown, CT 06459		700	700	
Women's Educational Media 2180 Bryant Street, Ste 203 San Francisco, CA 94110		4,000	4,000	
Woodrow Wilson National Fellowship Foundation CN 5281 Princeton, NJ 08543-5281		1,000	1,000	
	78,720	303,165	343,105	38,780

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RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
<u>Civil Rights/Equal Opportunity</u>				
National Executive Service Corps 120 Wall Street, 16th Floor New York, NY 10005		15,000	15,000	
Native American Rights Fund P O Box 992 Boulder, CO 80306-9903		400	400	
		15,400	15,400	
<u>Health & Mental Health</u>				
Action on Smoking and Health 2013 H Street, NW Washington, DC 20077-2410		200	200	
Alzheimers Disease & Related Disorders Northern California Chapter 2065 West El Camino Real, Ste C Mountain View, CA 94040-2217		600	600	
Avon Products Foundation, Inc 135 S La Salle, Dept 3955 Chicago, IL 60674-3955		200	200	
Breast Cancer Fund 2107 O'Farrell at Divisadero San Francisco, CA 94115-3419		100	100	
Cancer Care, Inc 1180 Avenue of the Americas New York, NY 10109-0080		200	200	
Doctors of the World 375 S Broadway, 4th Floor New York, NY 10012		200	200	
Family Caregiver Alliance 690 Market Street San Francisco, CA 94104		500	500	
Leukemia & Lymphoma Society Inc 405 Riverview Drive Auburn, CA 95603		300	300	
Stanford University Stanford, CA 94305		300	300	
		2,600	2,600	

Youth & Children's Services

2002

RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
A Place for Teens P O Box 1476 Los Gatos, CA 95031		1,500	1,500	
Avon Products Foundation, Inc 2709 Media Center Drive Los Angeles, CA 90065-1007		600	600	
Boys & Girls Clubs - Silicon Valley 1229 Naglee Avenue San Jose, CA 95126		300	300	
Canelo Project HC1 Box 324 Elgin, AZ 85611		5,000	5,000	
Children's Council of San Francisco 445 Church Street San Francisco, CA 94114		4,000	4,000	
Eastfield Ming Quong Foundation 251 Llewellyn Avenue Campbell, CA 95008		500	500	
Family Education Foundation P O Box 8540 San Jose, CA 95155-8540		5,000	5,000	
Film Arts Foundation P O Box 67 Santa Cruz, CA 95063		1,000	1,000	
Friendship Bridge 3560 Highway 74, Ste B2 Evergreen, CO 80439		4,000	4,000	
Friendship Bridge 3560 Highway 74, Ste B2 Evergreen, CO 80439		2,000	2,000	
International Institute of San Francisco 657 Mission Street, Ste 500 San Francisco, CA 94105		15,000	15,000	
Northern California Grantmakers 116 New Montgomery Street #742 San Francisco, CA 94105		5,000	5,000	
Project Avary, Inc 1016 Lincoln Avenue San Rafael, CA 94901		1,000	1,000	
U.S Committee for UNICEF 333 East 38th Street New York, NY 10016		200	200	
West Bee Nursery School Inc P O Box 2389, 880 Western Avenue Brattleboro, VT 05303		800	800	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
YMCA of Santa Clara 1922 The Alameda San Jose, CA 95126		275	275	
Youth Quest Inc P O Box 3504 Sedona, AZ 86340		1,500	1,500	
Youth Science Institute 296 Garden Hill Drive Los Gatos, CA 95030		800	800	
Youth Tennis Advantage 650 California Street, 4th Floor San Francisco, CA 94108		1,000	1,000	
		49,475	49,475	
<u>Community Welfare</u>				
Access Exchange International 112 San Pablo Avenue San Francisco, CA 94127		500	500	
American Red Cross, Santa Clara Valley Chapter 2731 North First Street San Jose, CA 95134		350	350	
America's Second Harvest 35 East Wacker Drive, Ste 2000 Chicago, IL 60601		200	200	
Aris Project 380 North First Street, Ste 200 San Jose, CA 95112-4050		300	300	
Boulder Shelter for the Homeless 4645 N Broadway Boulder, CO 80304		1,000	1,000	
Brazelton Foundation Inc. 4031 University Drive, Ste 200 Fairfax, VA 22030		6,000	6,000	
Bread and Roses Benefit Agency 233 Tamalpais Drive Corte Madera, CA 94925		1,000	1,000	
Canelo Project HC1 Box 324 Elgin, AZ 85611	8,500		8,500	
CARE, Inc 151 Ells Street, NE, Room 950 Atlanta, GA 30303		200	200	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Center for Visionary Law, Business and Public Policy P O Box 57100 Washington, DC 20037		3,000	3,000	
Community Foundation Silicon Valley 60 S Market Street, Ste 1000 San Jose, CA 95113		5,000	5,000	
First Presbyterian Church 1140 Cowper Street Palo Alto, CA 94301		5,000	5,000	
Fortune Society 39 West 19th Street New York, NY 10114-0726		800	800	
Foundation for National Progress 731 Market Street, Suite 600 San Francisco, CA 94103		4,000	4,000	
Friends of Tibetan Settlements in India 315 Skylark Way Boulder, CO 80303		1,500	1,500	
Garden Project Pier 28 San Francisco, CA 94105		4,000	4,000	
Garden Project Pier 28 San Francisco, CA 94105		6,000	6,000	
Habitat for Humanity International 121 Habitat Street Americus, GA 31709		1,000	1,000	
Habitat for Humanity International - Mt Diablo 2350 Stanwell Drive Concord, CA 94520		200	200	
Hope Rehabilitation Services 4351 Lafayette Street Santa Clara, CA 95054-1701		200	200	
Humane Society of Boulder Valley 2323 55th Street Boulder, CO 80301		4,000	4,000	
Humane Society of Santa Clara Valley P O Box 58024 Santa Clara, CA 95052-8024		200	200	
Indian Law Resource Center 602 North Ewing Street Helena, MT 59601		2,000	2,000	
Institute for Food and Development Policy 398 60th Street Oakland, CA 94618		2,500	2,500	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Kids in Common 1046 W Taylor Street, Ste 100 San Jose, CA 95126		3,000	3,000	
Lionheart Foundation P O Box 194, Back Bay Boston, MA 02117		2,000	2,000	
Marin Charitable Association P O Box 759 Ross, CA 94957		1,000	1,000	
Mothers Against Drunk Driving P O Box 10165 Des Moines, IA 50340-0165		500	500	
National Conference for Community and Justice 777 North First Street, Mezzanine San Jose, CA 95112		10,000	10,000	
New York Public Library 476 Fifth Avenue New York, NY 10018-2788		300	300	
Opportunities Industrialization Center West 1200 O'Brien Drive Menlo Park, CA 94025		200	200	
Recycled Racers 6200 Dahlia Street Commerce City, CO 80022-3130		200	200	
San Jose Cathedral Foundation 80 South Market Street San Jose, CA 95113		200	200	
School of Business Alumni Association, SJSU Business Tower, Ste 950 One Washington Square San Jose, CA 95192		300	300	
Second Harvest Food Bank 750 Curtner Avenue San Jose, CA 95125		1,000	1,000	
St Andrew's Episcopal Church 13601 Saratoga Avenue Saratoga, CA 95070		1,000	1,000	
Summer Search Foundation 2701 Sutter Street San Francisco, CA 94115		5,000	5,000	
Technoserve, Inc. 49 Day Street So Norwalk, CT 06854-3106		1,000	1,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
United Way of Santa Clara County 1922 The Alameda San Jose, CA 95126-1430		10,000	10,000	
Vallecitos Mountain Refuge P O Box 3160 Taos, NM 87571		1,000	1,000	
YMCA of Santa Clara 13500 Quito Road Saratoga, CA 95070		5,000	5,000	
YWCA of Santa Clara 375 South Third Street San Jose, CA 95112		4,000	4,000	
	8,500	94,650	103,150	
<u>Arts and Culture</u>				
American Conservatory Theatre 30 Grant Avenue San Francisco, CA 94108		1,000	1,000	
American Federation of Arts 41 East 65th Street New York, NY 10021		2,500	2,500	
American Symphony Orchestra League 33 West 60th Street, 5th Floor New York, NY 10023		10,000	10,000	
Arts Council Silicon Valley 4 North 2nd Street, Ste 210 San Jose, CA 95113		6,500	6,500	
Asian Art Museum of San Francisco Golden Gate Park San Francisco, CA 94118		10,000	10,000	
Bay Area Discovery Museum 557 East Fort Baker Sausalito, CA 94965		10,000	10,000	
Belle Foundation for Cultural Development P O Box 8601 San Jose, CA 95155-8601		300	300	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		12,500	12,500	
Boulder Museum of Contemporary Art 1750 13th Street Boulder, CO 80302		8,000	8,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Boulder Public Library Foundation 2207 Bluebell Avenue Boulder, CO 80302-8029		2,000	2,000	
Boulder Public Library Foundation 2207 Bluebell Avenue Boulder, CO 80302-8029		1,000	1,000	
Boulder Public Library Foundation 2207 Bluebell Avenue Boulder, CO 80302-8029		1,000	1,000	
City Lights Performance Group of San Jose, Inc 529 South Second Street San Jose, CA 95112		1,000	1,000	
Community School of Music and Arts 220 View Street Mountain View, CA 94040		300	300	
CompumentoR Project 89 Stillman Street San Francisco, CA 94107-1309		10,000	10,000	
Corporation of the Fine Arts Museums 233 Post Street San Francisco, CA 94108		15,000	15,000	
Cultural Initiatives/Silicon Valley 1153 Lincoln Avenue, Ste 1 San Jose, CA 95125-3009		15,000	15,000	
Dairy Center for the Arts 2590 Walnut Street Boulder, CO 80302		4,000	4,000	
Dance Palace Community Center P O Box 217 Point Reyes Station, CA 94956		5,000	5,000	
Flagstaff Symphony Association P O Box 122 Flagstaff, AZ 86002-0122		500	500	
Friends of the Saratoga Libraries P O Box 2642 Saratoga, CA 95070		500	500	
Grand Canyon Chamber Music Festival P O Box 1332 Grand Canyon, AZ 86023		10,000	10,000	
Hispanic Foundation of Silicon Valley P O Box 720591 San Jose, CA 95172		10,000	10,000	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
International Media Project 830 Los Trancos Road Portola Valley, CA 94028		3,000	3,000	
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110		1,000	1,000	
KQED, Inc 2601 Mariposa Street San Francisco, CA 94110		8,000	8,000	
KQED, Inc. 2601 Mariposa Street San Francisco, CA 94110		300	300	
KTEH Foundation P O Box 1030 San Jose, CA 95108-1030		300	300	
Living Memorial Park Snow Sports, Inc P O Box 1945 Brattleboro, VT 05302		1,000	1,000	
Marin Arts Council 650 Las Gallinas Avenue, Ste C San Rafael, CA 94903		5,000	5,000	
Marin Symphony Association 4340 Redwood Highway San Rafael, CA 94903		15,000	15,000	
Mariposa's Art P O Box 734 Mount Herman, CA 95041		1,000	1,000	
Memorial Foundation for Jewish Culture Picture Start Films, Inc 15 East 26 Street New York, NY 10010		3,000	3,000	
Merola Opera Program War Memorial Opera House 301 Van Ness Ave San Francisco, CA 94108		5,000	5,000	
Montalvo Association P O Box 158 Saratoga, CA 95070		1,000	1,000	
Museum of Contemporary Art/Denver 1275 19th Street Denver, CO 80202		4,000	4,000	
Museum of Contemporary Art/Denver 1275 19th Street Denver, CO 80202		300	300	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Museum of Contemporary Art/Denver 1275 19th Street Denver, CO 80202		300	300	
Museum of Glass 1801 E Dock Street Tacoma, WA 98402-3217		250	250	
Oakland Museum of California Foundation 1000 Oak St Oakland, CA 94607-4892		10,000	10,000	
Opera San Jose 2149 Paragon Drive San Jose, CA 95131-1312		1,500	1,500	
Performing Arts Workshop Fort Mason Center Landmark Building C, Room 265 San Francisco, CA 94123		5,000	5,000	
Richmond District Neighborhood Center 741 30th Avenue San Francisco, CA 94121		2,000	2,000	
San Domenico School 1500 Butterfield Road San Anselmo, CA 94960-1099		15,000	15,000	
San Francisco Arts Education Project c/o Norse Auditorium 135 Van Ness Avenue, Room 110 San Francisco, CA 94102		5,000	5,000	
San Francisco Ballet Association 455 Franklin Street San Francisco, CA 94102		5,000	5,000	
San Francisco Community Music Center 544 Capp Street San Francisco, CA 94110		15,000	15,000	
San Francisco Craft & Folk Art Museum Fort Mason San Francisco, CA 94123-1382		15,000	15,000	
San Francisco Foundation Community Initiative Funds 25 Van Ness Avenue San Francisco, CA 94102		5,000	5,000	
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103-3159		10,000	10,000	
San Francisco Opera 301 Van Ness Avenue San Francisco, CA 94102-4509		10,000	10,000	

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RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
San Francisco Performing Arts Library & Museum 399 Grove Street San Francisco, CA 94102		10,000	10,000	
San Francisco Symphony Association Davies Symphony Hall San Francisco, CA 94102-4585		15,000	15,000	
San Jose Museum of Art Association 110 South Market Street San Jose, CA 95113		15,000	15,000	
San Jose Repertory Theatre P O Box 2399 San Jose, CA 95109-2399		11,000	11,000	
San Jose State University Foundation One Washington Square San Jose, CA 95192-0171		3,000	3,000	
San Jose State University Foundation One Washington Square San Jose, CA 95192-0171		1,500	1,500	
San Mateo County Community College District 1700 West Hillsdale Boulevard San Mateo, CA 94402-3784		200	200	
Smithsonian Institution 1100 Jefferson Drive, SW Washington, DC 20560		2,000	2,000	
Sunny Hills Children's Services 300 Sunny Hills Drive San Anselmo, CA 94960-1995		5,000	5,000	
University of California - Berkeley 19 Morrison Hall Berkeley, CA 94720		5,000	5,000	
University of Colorado - Boulder Campus Box 401 Boulder, CO 80309-0401		2,000	2,000	
Young Audiences of the Bay Area 125 Stillman Street San Francisco, CA 94107		9,000	9,000	
Youth in Arts 1115 3rd Street, Ste 3 San Rafael, CA 94901		1,000	1,000	
		362,750	362,750	

3G- Arts

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RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Headlands Center for the Arts 944 Fort Barry Sausalito, CA 94965		20,000	20,000	
River of Words 2530-C San Pablo Avenue Berkeley, CA 94702		29,000	29,000	
Village of Arts and Humanities 2544 Germantown Avenue Philadelphia, PA 19133		20,000	20,000	
		69,000	69,000	
<u>3G- Children & Youth</u>				
Adopt-A-Watershed The Presidio 38 Keyes Avenue, #5 San Francisco, CA 94129		10,000	10,000	
Collective Heritage Institute Bioneers 901 W San Mateo Road, Suite L Santa Fe, NM 87505		15,000	15,000	
Mediators Foundation, Inc PassageWays Institute 3833 North 57th Street Boulder, CO 80301		10,000	10,000	
Occidental Arts and Ecology Center 15290 Coleman Valley Road Occidental, CA 95465		20,000	20,000	
Positive Futures Network P O Box 10818 Bainbridge Island, WA 98110		15,000	15,000	
Tides Center Institute for Children s Environmental Health P O Box 757 Langley, WA 98260		10,000	10,000	
		80,000	80,000	
<u>3G- Sustainable Living</u>				
Center for Food Safety 660 Pennsylvania Avenue, SE, Suite 302 Washington, DC 20003		20,000	20,000	
Center for Rural Affairs 101 South Tallman Street PO Box 406 Walthill, NE 68067		10,000	10,000	

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RIRS990

Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Friends of the Earth 1025 Vermont Avenue, NW, #300 Washington, DC 20005		16,000	16,000	
National Campaign for Sustainable Agriculture P O Box 396 Pine Bush, NY 12566		20,000	20,000	
Natural Resources Defense Council, Inc 71 Stevenson Street, Suite 1825 San Francisco, CA 94105		10,000	10,000	
Organic Consumers Association 6101 Cliff Estate Road Little Marais, MN 55614		20,000	20,000	
Tides Center Wild Farm Alliance 406 Main Street, Suite 213 Watsonville, CA 95076		20,000	20,000	
		116,000	116,000	
<u>3G- Spiritual Awareness</u>				
Mountain Institute, Inc Sacred Mountain Program 1828 L Street, Suite 725 Washington, DC 20036		15,000	15,000	
Northern Arizona University Foundation, Inc Center for Sustainable Environments P O Box 5765 Flagstaff, AZ 86011-5765		20,000	20,000	
Trust for Public Land 116 New Montgomery, Fourth Floor San Francisco, CA 94105		30,000	30,000	
Wilderness Society 1615 M Street, NW Washington, DC 20036		20,000	20,000	
		85,000	85,000	
<u>Miscellaneous Grants</u>				
Council on Foundations 1828 L Street, NW Washington, DC 20036-5168		9,780	9,780	
Funders Network on Population Reproductive Health & Rights 6 Grant Avenue Takoma Park, MD 20912		2,500	2,500	

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Organization Name	Unpaid 12/31/01	Awarded	Paid	Unpaid 12/31/02
Northern California Grantmakers 116 New Montgomery Street #742 San Francisco, CA 94105		8,100	8,100	
Rockefeller Family Fund 437 Madison Avenue, 37th Floor New York, NY 10022-7001		1,804	1,804	
		22,184	22,184	
Total grants listed 580	2,589,166	8,988,638	9,433,991	2,143,813

Compton Foundation
#94-3142932
Form 990-PF, year ended 12/31/02

RECAP OF REALIZED GAINS/LOSSES

Portfolio	Cost	Proceeds	Gain/(loss)
Mellon equities - detail schedule attached	17,569,665	14,874,900	(2,694,765)
MetWest - detail schedule attached	50,520,908	50,516,473	(4,435)
MetWest paydowns - detail schedule attached	3,964,300	3,949,679	(14,621)
Harding Loevner international equities	10,214,735	9,327,171	(887,564)
Global Environment Capital Co, partnership pass-through		224,240	224,240
EII capital gains dividends		<u>388,523</u>	<u>388,523</u>
Subtotal taxable gain	<u>82,269,608</u>	<u>79,280,986</u>	<u>(2,988,622)</u>
Energizer Holding Inc - tax-exempt stock grants	<u>221,901</u>	<u>1,000,192</u>	<u>778,291</u>
 Total	 <u>164,761,117</u>	 <u>159,562,164</u>	 <u>(2,210,331)</u>

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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EQUITIES
 COMMON STOCK
 SALES

AOL TIME WARNER INC
 CUSIP# 00184A105

BKR THOMSON INSTITUTIONAL SVCS INC
 T/D 07/10/02 S/D 07/15/02

3,600 000 14 1000 181 53 147,789 60 50,578 47 (97,211 13)

3,600 000 181 53 147,789 60 50,578 47 (97,211 13)

TOTAL ISSUE

A T & T CORP COM
 CUSIP# 001957109

BKR CREDIT SUISSE FIRST BOSTON
 T/D 02/22/02 S/D 02/27/02

3,200 000 14 6100 160 71 59,243 31 46,591 29 (12,652 02)

BKR FIDELITY CAPITAL MARKETS
 T/D 04/15/02 S/D 04/18/02

11,900 000 13 7010 599 91 220,311 07 162,450 32 (57,860 75)

TOTAL ISSUE

ABBOTT LABORATORIES
 CUSIP# 002824100

BKR SG COMEN SECURITIES CORP
 T/D 06/17/02 S/D 06/20/02

2,600 000 36 7520 132 88 131,540 82 95,422 84 (36,117 98)

2,600 000 132 88 131,540 82 95,422 84 (36,117 98)

ADOBE SYS INC COM
 CUSIP# 00724E101

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	INSTINET CORPORATION	T/D	12/16/02	S/D	12/19/02	800 000	25 6450	32 62	31,908 40	20,483 54	(11,424 86)	
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BKR	KNIGHT SECURITIES	T/D	12/16/02	S/D	12/19/02	100 000	25 6300	2 08	3,988 55	2,560 92	(1,427 63)	
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BKR	CREDIT SUISSE FIRST BOSTON	T/D	12/16/02	S/D	12/19/02	1,300 000	25 8340	66 02	51,851 15	33,518 44	(18,332 71)	
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TOTAL ISSUE												
						2,200 000		100 72	87,748 10	56,562 90	(31,185 20)	

AETNA INC		CUSIP# 00817Y108	BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	200 000	40 8600	4 25	8,125 62	8,167 75	42 13
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TOTAL ISSUE												
						200 000		4 25	8,125 62	8,167 75	42 13	

AIR PRODUCTS AND CHEMICALS INC COMMON		CUSIP# 009158106	BKR	SPAR, LEEDS & KELOGG (GOLD)	T/D	02/22/02	S/D	02/27/02	1,300 000	47 0530	39 92	49,477 73	61,129 89	11,652 16
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BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	200 000	42 3000	4 26	7,702 55	8,455 74	753 19	
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TOTAL ISSUE												
						1,500 000		44 18	57,180 28	69,585 63	12,405 35	

AETNA INC
 CUSIP# 013817101



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

013197

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 02/05/02 S/D 02/08/02 1,700 000 34 0600 85 87 69,310 96 57,817 15 (11,493 81)

BKR WEEDEN & CO T/D 03/22/02 S/D 03/27/02 2,500 000 36 9570 126 39 101,927 89 92,266 36 (9,661 53)

BKR BRIDGE TRADING CO T/D 04/15/02 S/D 04/18/02 2,300 000 36 9710 117 56 93,773 65 84,916 66 (8,856 99)

TOTAL ISSUE 6,500 000 329 82 265,012 50 235,000 17 (30,012 33)

ALLEGHENY ENERGY INC CUSIP# 01736110B T/D 10/08/02 S/D 10/11/02 3,100 000 3 8280 155 36 124,109 59 11,714 23 (112,395 36)

TOTAL ISSUE 3,100 000 155 36 124,109 59 11,714 23 (112,395 36)

ALLETE INC CUSIP# 01852210Z BKR SMITH BARNEY INC (SALOMON) T/D 08/02/02 S/D 08/07/02 2,600 000 22 6090 105 77 74,963 71 58,678 67 (16,285 04)

TOTAL ISSUE 2,600 000 105 77 74,963 71 58,678 67 (16,285 04)

ALLSTATE CORP COM CUSIP# 020002101 BKR JEFFERIES & COMPANY, INC T/D 03/22/02 S/D 03/27/02 2,700 000 37 0170 136 50 78,656 75 99,809 94 21,153 19

DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY N

015198

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	2,700,000		136.50	78,656.75	99,809.94	21,153.19	
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AMBAC FINANCIAL GROUP INC							
CUSIP# 023139108							
BKR GOLDMAN, SACHS & CO							
T/D 12/18/02 S/D 12/23/02							

	200,000	56.9000	4.35	11,532.63	11,375.65	(156.98)	
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TOTAL ISSUE

AMERADA HESS CORP COM							
CUSIP# 023551104							
BKR GOLDMAN, SACHS & CO							
T/D 12/18/02 S/D 12/23/02							

	200,000		4.35	11,532.63	11,375.65	(156.98)	
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TOTAL ISSUE

AMERICAN INTERNATIONAL GROUP INC COM							
CUSIP# 026874107							
BKR STANDARD & POOR'S SEC INC							
T/D 04/15/02 S/D 04/18/02							

	100,000	55.7700	2.17	6,821.56	5,574.83	(1,246.73)	
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TOTAL ISSUE

AMERICAN PWR CONVERSION CORP							
CUSIP# 029066107							
BKR GOLDMAN, SACHS & CO							
T/D 05/07/02 S/D 05/10/02							

	1,623,000	68.1440	84.48	109,842.32	110,513.72	671.40	
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TOTAL ISSUE

AMERICAN PWR CONVERSION CORP							
CUSIP# 029066107							
BKR GOLDMAN, SACHS & CO							
T/D 12/18/02 S/D 12/23/02							

	200,000	58.6400	4.36	13,180.08	11,723.64	(1,456.44)	
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	4,223,000		214.10	285,450.98	296,569.06	11,118.08	
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DISPOSITIONS

013199

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR ARCHIPELAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02 300 000 15 4110 6 14 4,630 96 4,617 16 (13 80)

TOTAL ISSUE 300 000 6 14 4,630 96 4,617 16 (13 80)

AMERICREDIT CORP COM
 CUSIP# 03060R101
 BKR BANC OF AMERICA SECURITIES LLC T/D 08/12/02 S/D 08/15/02 1,700 000 11 6760 85 60 49,088 69 19,763 60 (29,325 09)

BKR BANC OF AMERICA SECURITIES LLC T/D 08/13/02 S/D 08/16/02 1,700 000 12 1460 85 63 49,088 69 20,562 57 (28,526 12)

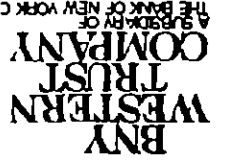
TOTAL ISSUE 3,400 000 171 23 98,177 38 40,326 17 (57,851 21)

AM SOUTH BANCFORATION COM
 CUSIP# 032165102
 BKR KEEFE BRUYETTE & WOODS INC T/D 09/12/02 S/D 09/17/02 6,600 000 21 6450 334 31 119,281 82 142,528 63 23,246 81

TOTAL ISSUE 6,600 000 334 31 119,281 82 142,528 63 23,246 81

ANADARKO PEJE CORP
 CUSIP# 032511107
 BKR KNIGHT SECURITIES T/D 05/07/02 S/D 05/10/02 1,600 000 51 8500 50 50 65,371 44 82,909 50 17,538 06

BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 48 3000 4 30 8,591 14 9,655 70 1,064 56



A SUBSIDIARY OF THE BANK OF NEW YORK COMPANY, INC

DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC.

013200

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	1,800,000		54.80	73,962.58	92,565.20	18,602.62	
APPLE COMPUTER INC COM CUSIP# 037833100 BKR WESTMINSTER RESEARCH T/D 08/02/02 S/D 08/07/02	3,300,000	14,5080	166.45	71,308.42	47,710.28	(23,598.14)	
BKR B-TRADE SERVICES LLC T/D 08/02/02 S/D 08/07/02	400,000	14,5600	8.18	8,643.44	5,815.82	(2,827.62)	
BKR DEUTSCHE BANC/ALEX BROWN T/D 08/02/02 S/D 08/07/02	2,600,000	14,7620	131.16	56,182.39	38,251.86	(17,930.53)	
TOTAL ISSUE	6,300,000		305.79	136,134.25	91,777.96	(44,356.29)	
AQUILA INC DEL NEW CUSIP# 03840P102 BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02	3,200,000	3,8220	96.37	97,886.00	12,135.63	(85,750.37)	
TOTAL ISSUE	3,200,000		96.37	97,886.00	12,135.63	(85,750.37)	
AT&T CORP NEW CUSIP# 001957505 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	100,000	26,2200	2.08	2,530.48	2,619.92	89.44	
TOTAL ISSUE	100,000		2.08	2,530.48	2,619.92	89.44	
AT&T WIRELESS SVCS INC CUSIP# 00209A106	100,000		2.08	2,530.48	2,619.92	89.44	

COMPTON FOUNDATION
 COMPTON FOUNDATION - MELLON EQUITIES
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

013201

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR INVESTMENT TECHNOLOGY GROUP,
 T/D 06/27/02 S/D 07/02/02

5,400 000 5 2000 162 85 82,079 86 (54,162 71)

TOTAL ISSUE

5,400 000

162 85

82,079 86

(54,162 71)

AUTOMATIC DATA PROCESSING INC COMMON

CUSIP# 053015103

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

200 000 39 2000

4 24

11,083 39

(3,247 63)

TOTAL ISSUE

200 000

4 24

11,083 39

(3,247 63)

AUTOZONE INC

CUSIP# 053332102

BKR BEAR STEARNS & CO INC

T/D 10/28/02 S/D 10/31/02

600 000 84 1200

19 52

45,197 87

5,254 61

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

100 000 71 6700

2 22

7,668 81

(504 03)

TOTAL ISSUE

700 000

21 74

52,866 68

4,750 58

BANK AMER CORP

CUSIP# 060505104

BKR CAPITAL INSTITUTIONAL SVCS, INC

T/D 12/16/02 S/D 12/19/02

1,800 000 69 0000

93 74

96,788 07

27,318 19

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

600 000 68 1500

13 24

32,262 69

8,614 07

DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY N.Y.

013202

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	2,400,000		106.98	129,050.76	164,983.02	35,932.26	
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BANK OF NEW YORK COMPANY INC COM
 CUSIP# 064057102
 BKR CREDIT SUISSE FIRST BOSTON
 T/D 01/17/02 S/D 01/23/02

	1,600,000	43.0640	81.04	57,749.16	68,822.32	11,073.16	
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BKR JEFFERIES & COMPANY, INC
 T/D 02/22/02 S/D 02/27/02

	2,300,000	36.8500	116.28	83,014.42	84,639.41	1,624.99	
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TOTAL ISSUE

	3,900,000		197.32	140,763.58	153,461.73	12,698.15	
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BANK ONE CORP
 CUSIP# 06423A103
 BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

	600,000	35.9900	12.65	23,455.31	21,581.35	(1,873.96)	
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TOTAL ISSUE

BARNES & NOBLE INC COM
 CUSIP# 06774109
 BKR MORGAN STANLEY & CO
 T/D 07/10/02 S/D 07/15/02

	2,700,000	23.8790	136.95	84,847.23	64,336.89	(20,510.34)	
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TOTAL ISSUE

BEAR STEARNS COS INC COM
 CUSIP# 073902108

	2,700,000		136.95	84,847.23	64,336.89	(20,510.34)	
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DISPOSITIONS

013205

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 62 0800 4 38 12,792 94 12,411 62 (381 32)

TOTAL ISSUE 200 000 4 38 12,792 94 (381 32)

BELSOOTH CORPORATION CUSIP# 079860102 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 900 000 26 6600 18 73 30,462 71 23,975 27 (6,487 44)

TOTAL ISSUE 900 000 18 73 30,462 71 23,975 27 (6,487 44)

BEMIS COMPANY INC COM CUSIP# 081437105 BKR INVESTMENT TECHNOLOGY GROUP, T/D 12/16/02 S/D 12/19/02 1,300 000 50 1440 40 97 63,866 13 65,146 36 1,280 23

BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 50 2600 2 16 4,912 78 5,023 84 111 06

TOTAL ISSUE 1,400 000 43 13 68,778 91 70,170 20 1,391 29

BOEING COMPANY CUSIP# 097023105 BKR: MERRILL LYNCH PIERCE FENNER & T/D 02/22/02 S/D 02/27/02 2,000 000 44 6500 101 34 71,299 48 89,198 66 17,899 18

BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 03/22/02 S/D 03/27/02 4,000 000 46 4980 202 79 142,598 95 185,792 81 43,193 86



DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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013204

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY N

TOTAL ISSUE	6,000 000	304 13		213,898.43	274,991 47	61,093 04	
BRINKER INTL INC CUSIP# 109641100	800 000	31 5870	40 38	21,717 68	25,229 86	3,512 18	
BKR CREDIT SUISSE FIRST BOSTON T/D 03/22/02 S/D 03/27/02	3,000 000	26 5210	152 40	81,441 32	79,411 50	(2,029 82)	
BKR CANTOR, FITZGERALD & CO, INC T/D 09/12/02 S/D 09/17/02	3,800 000		192 78	103,159 00	104,641 36	1,482 36	
TOTAL ISSUE	5,700 000	24 5460	289 22	221,643 97	139,625 83	(82,018 14)	
BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 12/16/02 S/D 12/19/02	300 000	23 8400	6 22	11,665 47	7,145 78	(4,519 69)	
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	6,000 000		295 44	233,309 44	146,771 61	(86,537 83)	
TOTAL ISSUE	3,300 000	25 7780	101 57	84,263 19	84,966 49	703 30	
BURLINGTON NORTHERN SANTA FE CORP CUSIP# 121897104	3,300 000		101 57	84,263 19	84,966 49	703 30	
BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02	3,300 000		101 57	84,263 19	84,966 49	703 30	
TOTAL ISSUE	3,300 000		101 57	84,263 19	84,966 49	703 30	
CALPINE CORP CUSIP# 131347106	3,300 000		101 57	84,263 19	84,966 49	703 30	

DISPOSITIONS

013205

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR BEAR STEARNS & CO INC I/D 08/02/02 S/D 08/07/02 7 600 000 3 7600 228 87 235,823 00 28,347 13 (207,475 87)

TOTAL ISSUE 7,600 000 228 87 235,823 00 28,347 13 (207,475 87)

CAPITAL ONE FINL CORP COM CUSIP# 14040H105

I/D 12/18/02 S/D 12/23/02 BKR GOLDMAN, SACHS & CO 100 000 30 5300 2 10 3,135 00 3,050 90 (84 10)

TOTAL ISSUE 100 000 2 10 3,135 00 3,050 90 (84 10)

CARDINAL HEALTH INC COM CUSIP# 14149Y108

I/D 06/17/02 S/D 06/20/02 BKR CAPITAL INSTITUTIONAL SVCS, INC 850 000 63 4490 44 13 41,120 53 53,887 95 12,767 42

TOTAL ISSUE 850 000 44 13 41,120 53 53,887 95 12,767 42

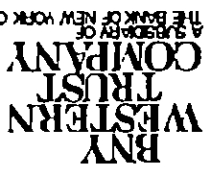
CAREMARK RA INC CUSIP# 141705103

I/D 12/18/02 S/D 12/23/02 BKR GOLDMAN, SACHS & CO 500 000 16 2500 10 25 8,017 75 8,114 75 97 00

TOTAL ISSUE 500 000 10 25 8,017 75 8,114 75 97 00

CATERPILLAR INC CUSIP# 149123101

DISPOSITIONS



A MEMBER OF THE BANK OF NEW YORK COMPANY IN

0133206

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTITUTIONAL SVCS, INC
 T/D 05/07/02 S/D 05/10/02

3,300 000

52 4900

170 22

164,207 67

173,048 10

8,840 43

TOTAL ISSUE

CENTEX CORP
 BKR BRIDGE TRADING CO
 CUSIP# 152312104
 T/D 11/19/02 S/D 11/22/02

1,300 000

44 5080

66 75

71,641 31

57,793 65

(13,847 66)

TOTAL ISSUE

CHARTER ONE FINL INC
 BKR CREDIT SUISSE FIRST BOSTON
 CUSIP# 160903100
 T/D 07/10/02 S/D 07/15/02

1,700 000

33 5620

86 72

43,766 39

56,969 36

13,202 97

BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

300 000

28 8600

6 27

7,357 18

8,651 73

1,294 55

TOTAL ISSUE

2,000 000

92 99

51,123 57

65,621 09

14,497 52

CHEVRONTE/ACO CORP
 BKR BEAR STEARNS & CO INC
 CUSIP# 166764100
 T/D 01/17/02 S/D 01/23/02

500 000

87 7000

15 66

43,930 89

43,834 34

(96 55)

BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

500 000

67 0600

11 01

43,930 89

33,518 99

(10,411 90)

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	1,000,000		26.67	87,861.78	77,353.33	(10,508.45)	
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CIGNA CORP COM
 CUSIP# 125509109
 BKR J P MORGAN INVT MGMT, NEW YORK
 T/D 06/17/02 S/D 06/20/02

2,100,000	100,7470		111.37	249,613.40	211,457.54	(38,155.86)	
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CINERGY CORP COM
 CUSIP# 172474108
 BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

300,000	33,6000		6.31	9,737.37	10,073.69	336.32	
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CITIGROUP INC
 CUSIP# 172967101
 BKR ABN AMRO SECURITIES LLC
 T/D 01/17/02 S/D 01/23/02

1,200,000	50,0130		60.91	58,321.66	59,955.05	1,633.39	
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BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

2,900,000			96.81	135,680.97	122,984.22	(12,696.75)	
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CLEAR CHANNEL COMMUNICATIONS INC COM
 CUSIP# 184502102

DISPOSITIONS



A SUBSIDIARY OF THE BANK OF NEW YORK COMPANY IN

013208

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 38 6500 4 24 7,879 10 7,725 76 (153 34)

TOTAL ISSUE 200 000 4 24 7,879 10 7,725 76 (153 34)

CLOROX COMPANY COMMON CUSIP# 189054109 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 43 8100 4 27 7,948 82 8,757 73 808 91

TOTAL ISSUE 200 000 4 27 7,948 82 8,757 73 808 91

COACH INC CUSIP# 189754104 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 31 6400 2 10 3,167 36 3,161 90 (5 46)

TOTAL ISSUE 100 000 2 10 3,167 36 3,161 90 (5 46)

COMCAST CORP NEW CL A CUSIP# 20030N101 BKR ARCHIFELAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02 200 000 23 4100 4 15 5,237 11 4,677 85 (559 26)

TOTAL ISSUE 200 000 4 15 5,237 11 4,677 85 (559 26)

COMMERCE BANCSHARES INC CUSIP# 200525103

COMPTON FOUNDATION
 COMPTON FOUNDATION - WELTON EQUITIES
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR ARCHIFELAGO BCC CAPITAL CLEAR
 T/D 12/18/02 S/D 12/25/02

200 000 38 6600 4 24 7,781 12 (53 36)

TOTAL ISSUE

7,727 76 7,727 76 (53 36)

COMWARF CORP

CUSIP# 205638109
 BKR MERRILL LYNCH PIERCE FENNER &
 T/D 07/10/02 S/D 07/15/02

8,800 000 4 1280 441 10 90,900 59 (55,014 41)

TOTAL ISSUE

90,900 59 35,886 18 (55,014 41)

CONAGRA FOODS INC

CUSIP# 205887102
 BKR CAPITAL INSTITUTIONAL SVCS, INC
 T/D 11/19/02 S/D 11/22/02

5,700 000 24 0560 289 13 108,324 66 28,508 26

TOTAL ISSUE

136,832 92 136,832 92 28,508 26

CONOCOPHILLIPS

CUSIP# 20825C104
 BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

300 000 49 2500 6 45 16,508 72 (1,740 17)

TOTAL ISSUE

16,508 72 14,768 55 (1,740 17)

CONSOL ENERGY INC

CUSIP# 20854P109

DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY N.Y.

013210

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	FULCRUM GLOBAL PARTNERS LLC	T/D	05/07/02	S/D	05/10/02	3,100 000	23 6970	157 22	80,469 03	73,303 48	(7,165 55)	
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	TOTAL ISSUE					3,100 000		157 22	80,469 03	73,303 48	(7,165 55)	
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CONSLIDATED EDISON INC	CUSIP# 209115104	BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	200 000	42 9400	4 26	8,124 00	8,583 74	459 74
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	TOTAL ISSUE					200 000		4 26	8,124 00	8,583 74	459 74	
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COOPER INDUSTRIES LTD	CUSIP# 624182100	BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	200 000	35 9100	4 22	7,107 96	7,177 78	69 82
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	TOTAL ISSUE					200 000		4 22	7,107 96	7,177 78	69 82	
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COUNTRYWIDE FINANCIAL CORP	CUSIP# 222372104	BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	200 000	52 0000	4 32	8,645 79	10,395 68	1,749 89
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	TOTAL ISSUE					200 000		4 32	8,645 79	10,395 68	1,749 89	
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DANAHER CORP COMMON
 CUSIP# 235851102

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	BEAR STEARNS & CO INC	T/D	10/28/02	S/D	10/31/02	1,200 000	58 1350	38 10	74,790 00	69,723 90	(5,066 10)	
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TOTAL ISSUE											
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DARDEN RESTAURANTS INC COM	CUSIP# 237194105	BKR	ABN AMRO SECURITIES LLC	T/D	02/05/02	S/D	02/08/02	1,500 000	40 0130	75 91	24,804 15	59,944 79	35,140 64
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BKR	BEAR STEARNS & CO INC	T/D	10/28/02	S/D	10/31/02	3,000 000	23 0450	92 09	33,072 20	69,045 01	35,972 81	
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BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	300 000	20 2800	6 19	3,307 22	6,077 81	2,770 59	
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TOTAL ISSUE											
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DEAN FOODS CO NEW	CUSIP# 242370104	BKR	FIDELITY CAPITAL MARKETS	T/D	10/04/02	S/D	10/09/02	4,030 000	39 7030	206 32	91,279 04	159,800 40	68,521 36
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BKR	BEAR STEARNS & CO INC	T/D	10/28/02	S/D	10/31/02	4,000 000	36 4370	124 39	90,599 55	145,625 61	55,026 06	
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TOTAL ISSUE											
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DEERE & COMPANY
 CUSIP# 244199105

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	200 000	46 7500	4 29	9,342 20	9,345 71	3 51	
TOTAL ISSUE	200 000		4 29	9,342 20	9,345 71	3 51	
DELUXE CORPORATION BKR: BEAR STEARNS & CO INC CUSIP# 248019101 T/D 10/30/02 S/D 11/04/02	500 000	45 5040	15 69	18,739 05	22,736 36	3,997 31	
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	100 000	40 2900	2 13	3,747 81	4,026 87	279 06	
TOTAL ISSUE	600 000		17 82	22,486 86	26,763 23	4,276 37	
DEVON ENERGY CORPORATION NEW BKR WEEDEN & CO CUSIP# 25179M103 T/D 03/22/02 S/D 03/27/02	1,345 000	47 5010	68 21	52,349 97	63,820 77	11,470 80	
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	200 000	46 9600	4 29	9,715 38	9,387 71	(327 67)	
TOTAL ISSUE	1,545 000		72 50	62,065 35	73,208 48	11,143 13	
DISNEY (WALT) COMPANY HOLDING CO CUSIP# 254687106 BKR FALCETT DATA SYSTEMS, INC T/D 10/30/02 S/D 11/04/02	13,600 000	16 8890	686 92	305,884 90	229,004 84	(76,880 06)	

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	13,600 000		686 92	305,884 90	229,004 84	(76,880 06)	
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DOLE FOOD CO INC COM

CUSIP# 256605106

BKR JONES & ASSOCIATES

T/D 10/04/02 S/D 10/09/02

1,000 000 28 8240

50 87

30,248 88 28,773 73

(1,475 15)

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

100 000 28 2500

2 09

3,024 89 2,822 91

(201 98)

TOTAL ISSUE

1,100 000

52 96

33,273 77 31,596 64

(1,677 13)

DOVER CORPORATION

CUSIP# 260003108

BKR MORGAN STANLEY & CO

T/D 05/07/02 S/D 05/10/02

3,400 000 35 9710

173 69

131,324 75 122,130 77

(9,193 98)

TOTAL ISSUE

3,400 000

173 69

131,324 75 122,130 77

(9,193 98)

DYNEGY INC NEW CL A

CUSIP# 268160101

BKR BEAR STEARNS & CO INC

T/D 08/02/02 S/D 08/07/02

4,800 000 2 4100

144 35

177,401 04 11,423 65

(165,977 39)

TOTAL ISSUE

4,800 000

144 35

177,401 04 11,423 65

(165,977 39)

EATON CORPORATION COMMON
 CUSIP# 278058102

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	100 000	75 9100	2 23	7,509 74	7,588 77	79 03	
TOTAL ISSUE							
ELECTRONIC ARTS CUSIP# 285512109							
BKR ARCHPETAO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02	100 000	56 6610	2 18	5,747 82	5,663 92	(83 90)	
TOTAL ISSUE							
ELECTRONIC DATA SYS CORP CUSIP# 285661104							
BKR SMITH BARNEY INC (SALOMON) T/D 07/10/02 S/D 07/15/02	2,200 000	33 7680	112 24	152,630 00	74,178 46	(78,451 54)	
TOTAL ISSUE							
EMERSON ELECTRIC COMPANY CUSIP# 291011104							
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	300 000	49 9300	6 46	19,093 83	14,972 54	(4,121 29)	
TOTAL ISSUE							
ENGELHARD CORPORATION COM CUSIP# 292845104							
	300 000		6 46	19,093 83	14,972 54	(4,121 29)	
TOTAL ISSUE							

013215



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTITUTIONAL SVCS, INC
 T/D 11/19/02 S/D 11/22/02

1,900 000 22 5520 96 29 44,246 73 42,754 03 (1,492 70)

BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

300 000 22 3700 6 21 6,986 33 6,704 79 (281 54)

TOTAL ISSUE

2,200 000 102 50 51,233 06 49,458 82 (1,774 24)

ENTERCOM COMMUNICATIONS CORP
 CUSIP# 293639100

BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

100 000 47 6600 2 15 4,900 21 4,763 85 (136 36)

TOTAL ISSUE

100 000 2 15 4,900 21 4,763 85 (136 36)

EQUITY RESIDENTIAL SBI

BKR LEGG MASON WOOD WALKER, INC
 CUSIP# 29476L107

2,200 000 30 4890 112 02 62,839 70 66,965 32 4,125 62

TOTAL ISSUE

2,200 000 112 02 62,839 70 66,965 32 4,125 62

EQUITY OFFICE PPTYS TR

BKR CAPITAL INSTITUTIONAL SVCS, INC
 CUSIP# 294741103

2,700 000 28 7520 137 34 84,997 89 77,493 06 (7,504 83)

TOTAL ISSUE

2,700 000 137 34 84,997 89 77,493 06 (7,504 83)

EXXON MOBIL CORP
 CUSIP# 30231G102

DISPOSITIONS



A MEMBER OF THE BANK OF NEW YORK COMPANY, N.Y.

013216

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR: GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 2,100 000 35 3800 44 24 93,824 76 74,253 76 (19,571 00)

TOTAL ISSUE 2,100 000 44 24 93,824 76 74,253 76 (19,571 00)

FREDDIE MAC CUSIP# 313400301 BKR: GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 60 2200 2 19 6,520 55 6,019 81 (500 74)

TOTAL ISSUE 100 000 2 19 6,520 55 6,019 81 (500 74)

FANNIE MAE CUSIP# 313586109 BKR: MORGAN STANLEY & CO T/D 06/17/02 S/D 06/20/02 3,200 000 76 1910 167 34 213,118 13 243,643 86 30,525 73

BKR: INVESTMENT TECHNOLOGY GROUP, T/D 07/10/02 S/D 07/15/02 2,200 000 70 0780 70 65 146,518 71 154,101 83 7,583 12

TOTAL ISSUE 5,400 000 237 99 359,636 84 397,745 69 38,108 85

FEDERATED DEPT STORES INC COM CUSIP# 31410H101 BKR: GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 28 1900 4 17 8,151 58 5,633 83 (2,517 75)

TOTAL ISSUE 200 000 4 17 8,151 58 5,633 83 (2,517 75)

FEDERATED INVS INC PA CUSIP# 314211103

COMPTON FOUNDATION
 COMPTON FOUNDATION - MELTON EQUITIES
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

015217

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 25 3600 4 16 5,218 70 5,067 84 (150 86)

TOTAL ISSUE 200 000 4 16 5,218 70 5,067 84 (150 86)

FIDELITY NATL FINL INC COM CUSIP# 316326107 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 400 000 31 9900 8 39 11,950 05 12,787 61 837 56

TOTAL ISSUE 400 000 8 39 11,950 05 12,787 61 837.56

FIRST TENNESSEE NATL CORP CUSIP# 337162101 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 300 000 35 4800 6 33 10,583 12 10,637 67 54 55

TOTAL ISSUE 300 000 6 33 10,583 12 10,637 67 54 55

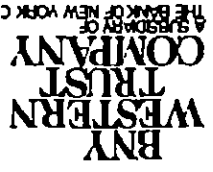
FIRST DATA CORP COM CUSIP# 319963104 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 36 2500 4 22 6,877 00 7,245 78 368 78

TOTAL ISSUE 200 000 4 22 6,877 00 7,245 78 368.78

EMC TECHNOLOGIES INC CUSIP# 30249U101

BNY
 WESTERN
 TRUST
 COMPANY
 A MEMBER OF
 THE BANK OF NEW YORK COMPANY INC

DISPOSITIONS



A MEMBER OF THE BANK OF NEW YORK COMPANY N

013210

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR: WEEDEN & CO T/D 07/10/02 S/D 07/15/02 2,407 000 19 6430 121 78 47,518 85 (359 45)

TOTAL ISSUE 2,407 000 121 78 47,518 85 47,159 40 (359 45)

FORD MOTOR CO DEL CUSIP# 345370860

BKR: CAPITAL INSTITUTIONAL SVCS, INC T/D 02/05/02 S/D 02/08/02 4,700 000 14 5340 122,566 74 68,075 65 (54,491 09)

BKR: WESTMINSTER RESEARCH T/D 03/22/02 S/D 03/27/02 3,100 000 16 7100 80,841 89 51,645 22 (29,196 67)

TOTAL ISSUE 7,800 000 391 81 203,408 63 119,720 87 (83,687 76)

FOX ENTMT GROUP INC CUSIP# 35138T107

BKR: SMITH BARNEY INC (SALOMON) T/D 02/22/02 S/D 02/27/02 2,800 000 20 6090 62,680 66 57,566 57 (5,114 09)

BKR: LEHMAN BROTHERS INC, USA T/D 03/22/02 S/D 03/27/02 3,200 000 24 0250 71,635 05 76,719 16 5,084 11

BKR: GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 300 000 26 2100 6 24 7,580 34 7,856 76 276 42

TOTAL ISSUE 6,300 000 308 27 141,896 05 142,142 49 246 44

FRESH DEL MONTE PROD USDO 01 CUSIP# G36738105

COMPTON FOUNDATION
 COMPTON FOUNDATION - MILLON EQUITIES
 ACCOUNT NUMBER C
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

013219

BNY
WESTERN
TRUST
COMPANY
 A DIVISION OF
 THE BANK OF NEW YORK COMPANY INC

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

200 000 19 2500 4 12 5,236 46 3,845 88 (1,390 58)

TOTAL ISSUE

200 000 5,236 46 3,845 88 (1,390 58)

H B FULLER CO COM

CUSIP# 359694106

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

300 000 26 0000 6 24 7,880 43 7,793 76 (86 67)

TOTAL ISSUE

GTECH HLDGS CORP
 CUSIP# 400518106

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

200 000 28 7350 4 18 4,776 87 5,742 82 965 95

TOTAL ISSUE

GANNETT CO INC COM
 CUSIP# 364730101

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

200 000 '1 5600 4 44 10,895 53 14,307 56 3,412 03

TOTAL ISSUE

GARMIN LTD
 CUSIP# 637250109

DISPOSITIONS

BNY
WESTERN
TRUST
COMPANY
 A subsidiary of
 THE BANK OF NEW YORK COMPANY, INC.

015220

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR INVESTMENT TECHNOLOGY GROUP, T/D 12/16/02 S/D 12/19/02	2,500 000	26 7270	77 02	50,351 84	66,742 73	16,390 89	
BKR ARCHIPELAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02	100 000	27 3900	2 09	2,014 07	2,736 91	722 84	
TOTAL ISSUE	2,600 000		79.11	52,365 91	69,479.64	17,113.73	
GENERAL DYNAMICS CORPORATION COM CUSIP# 369550108 BKR INVESTMENT TECHNOLOGY GROUP, T/D 07/10/02 S/D 07/15/02	500 000	106 2060	16 60	41,760 88	53,086 45	11,325 57	
BKR SMITH BARNEY INC (SALOMON) T/D 08/02/02 S/D 08/07/02	1,900 000	81 4030	80 66	158,691 32	154,586 37	(4,104 95)	
TOTAL ISSUE	2,400 000		97 26	200,452 20	207,672 82	7,220 62	
GENERAL MILLS INC COM CUSIP# 370334104 BKR MORGAN STANLEY & CO T/D 02/22/02 S/D 02/27/02	1,100 000	46 7580	55 78	48,289 81	51,378 35	3,088 54	
BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 05/07/02 S/D 05/10/02	1,200 000	44 7000	61 62	52,679 80	53,578 38	898 58	
TOTAL ISSUE	2,300 000		117 40	100,969 61	104,956 73	3,987 12	

GENERAL MOTORS CORPORATION COM
 CUSIP# 370442105

013221



DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 300 000 36 1700 6 33 14,880 57 10,844 67 (4,035 90)

TOTAL ISSUE 300 000 6 33 14,880 57 10,844 67 (4,035 90)

GENZYME CORP GENERAL DIVISION COM STK
 CUSIP# 372917104
 BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02

1,800 000 27 6010 55 50 57,919 92 49,627 56 (8,292 36)

TOTAL ISSUE 1,800 000 55 50 57,919 92 49,627 56 (8,292 36)

GREENPOINT FINL CORP COM
 CUSIP# 395384100
 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02

200 000 44 3300 4 27 6,314 80 8,861 73 2,546 93

TOTAL ISSUE 200 000 4 27 6,314 80 8,861 73 2,546 93

GUIDANT CORP COM
 CUSIP# 401698105
 BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 10/04/02 S/D 10/09/02

2,300 000 26 0760 116 81 80,504 14 59,857 99 (20,646 15)

TOTAL ISSUE 2,300 000 116 81 80,504 14 59,857 99 (20,646 15)

HARLEY DAVIDSON INC
 CUSIP# 412822108

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	100 000	46 1800	2 14	4,973 63	4,973 63	(357 77)	
TOTAL ISSUE							
HEALTHSOUTH CORP BKR CREDIT SUISSE FIRST BOSTON CUSIP# 421924101	5,300 000	14 1140	267 26	72,020 11	74,538 53	2,518 42	
TOTAL ISSUE							
HEWLETT PACKARD COMPANY CUSIP# 428236103	700 000	18 6600	14 40	17,497 00	13,047 60	(4,449 40)	
TOTAL ISSUE							
HIBERNIA CORP BKR THOMSON INSTITUTIONAL SVCS INC CUSIP# 428656102	4,400 000		220 00	88,503 80	88,503 80		
TOTAL ISSUE							
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	300 000	19 0900	6 18	6,034 35	5,720 82	(313 53)	
TOTAL ISSUE							
HOME DEPOT INC USD 0 05 CUSIP# 437076102	4,700 000		226 18	94,538 15	94,224 62	(313 53)	

COMPTON FOUNDATION
 COMPTON FOUNDATION - WELTON EQUITIES
 ACCOUNT NUMBER -
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

013223

BNY
WESTERN
TRUST
COMPANY
 A subsidiary of
 THE BANK OF NEW YORK COMPANY INC

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

200 000

25 3400

4 16

4,991 08
 5,063 84

72 76

TOTAL ISSUE

200 000

4 16

4,991 08
 5,063 84

72 76

HONEYWELL INTL INC

CUSIP# 438516106

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

400 000

23 7200

8 29

14,082 92
 9,479 71

(4,603 21)

TOTAL ISSUE

400 000

8 29

14,082 92
 9,479 71

(4,603 21)

HOUSEHOLD INTL INC

CUSIP# 441815107

BKR STANDARD & POOR'S SEC INC

T/D 10/30/02 S/D 11/04/02

4,600 000

23 0040

233 19

248,857 27
 105,587 97

(143,269 30)

TOTAL ISSUE

4,600 000

233 19

248,857 27
 105,587 97

(143,269 30)

IDACORP INC

CUSIP# 451107106

BKR SC COMEN SECURITIES CORP

T/D 02/22/02 S/D 02/27/02

3,100 000

38 2560

156 78

118,519 03
 118,438 37

(80 66)

TOTAL ISSUE

3,100 000

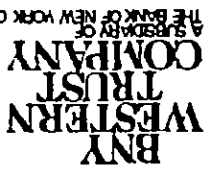
156 78

118,519 03
 118,438 37

(80 66)

ITT EDL SVCS INC COM
 CUSIP# 45068B109

DISPOSITIONS



A SUBSIDIARY OF THE BANK OF NEW YORK COMPANY, N.Y.

013226

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

300 000 21 3000 6 20 5,542 82 6,383 80 840 98

TOTAL ISSUE

ITT INDS INC
 CUSIP# 450911102

BKR, GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

200 000 59 9300 4 37 9,881 68 11,981 63 2,099 95

TOTAL ISSUE

IHS HEALTH INC
 CUSIP# 449934108

BKR BEAR STEARNS & CO INC
 T/D 10/28/02 S/D 10/31/02

2,300 000 15 5870 70 08 62,873 81 35,780 02 (27,093 79)

TOTAL ISSUE

INTEGRATED CIRCUIT SYS INC
 CUSIP# 45811K208

BKR ARCHIBELAGO BCC CAPITAL CLEAR
 T/D 12/18/02 S/D 12/23/02

400 000 19 4600 8 24 7,507 50 7,775 76 268 26

TOTAL ISSUE

INTERNATIONAL BUSINESS MACHINES CORP
 CUSIP# 459200101

400 000 8 24 7,507 50 7,775 76 268 26

013225

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 12/18/02 S/D 12/23/02 BKR GOLDMAN, SACHS & CO
 400 000 78 5900 8 95 33,116 61 31,427 05 (1,689 56)

TOTAL ISSUE 400 000 8 95 33,116 61 (1,689 56)
 INTERNATIONAL PAPER COMPANY COMMON
 CUSIP# 460146103
 BKR FIDELITY CAPITAL MARKETS
 T/D 01/17/02 S/D 01/23/02 BKR

T/D 03/22/02 S/D 03/27/02 BKR CAPITAL INSTITUTIONAL SVCS, INC
 3,600 000 42 4090 182 30 145,278 72 152,493 34 7,214 62
 TOTAL ISSUE 4,800 000 243 00 193,704 96 198,884 40 5,179 44

INTEREST CORPORATION
 CUSIP# 460695109
 BKR B-TRADE SERVICES LLC
 T/D 10/04/02 S/D 10/09/02
 1,600 000 11 4840 32 56 57,492 39 18,342 16 (39,150 23)
 TOTAL ISSUE 1,600 000 32 56 57,492 39 18,342 16 (39,150 23)

JABIL CIRCUIT INC
 CUSIP# 466313103
 BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02
 300 000 18 2760 6 17 5,709 75 5,476 84 (232 91)
 TOTAL ISSUE 300 000 6 17 5,709 75 5,476 84 (232 91)

JOHN HANCOCK FINL SVCS INC
 CUSIP# 41014S106

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	GOLDMAN, SACHS & CO	12/18/02	S/D	12/23/02	200 000	28 8600	4 18	7,839 74	5,767 82	(2,071 92)	
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TOTAL ISSUE											
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J P MORGAN CHASE & CO	CUSIP# 46625H100	BKR:	LEHMAN BROTHERS INC, USA	T/D	02/05/02	S/D	02/08/02	2,200 000	28 7170	110 95	84,105 30	63,066 45	(21,038 85)
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BKR	MORGAN KEEGAN & COMPANY, INC	T/D	08/02/02	S/D	08/07/02	6,300 000	24 1700	319 59	226,329 38	151,955 82	(74,373 56)
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BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	900 000	23 9600	18 65	26,432 41	21,545 35	(4,887 06)
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TOTAL ISSUE											
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JOHNSON & JOHNSON COM	CUSIP# 478160104	BKR	CREDIT SUISSE FIRST BOSTON	T/D	06/17/02	S/D	06/20/02	2,900 000	57 0590	149 99	138,341 29	165,321 98	26,980 69
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BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	200 000	53 5200	4 33	9,540 78	10,699 67	1,158 89
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TOTAL ISSUE											
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JOHNSON CONTROLS INC
 CUSIP# 478366107

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTITUTIONAL SVCS, INC
 T/D 11/19/02 S/D 11/22/02

600 000 82 4100

31 49

49,220 55
 49,414 87

194 32

BKR INVESTMENT TECHNOLOGY GROUP,
 T/D 12/16/02 S/D 12/19/02

1,400 000 79 8600

45 37

114,847 95
 111,759 19

(3,088 76)

TOTAL ISSUE

2,000 000

76 86

164,068 50
 161,174 06

(2,894 44)

KEMET CORP

CUSIP# 488360108

BKR LEHMAN BROTHERS INC, USA
 T/D 02/22/02 S/D 02/27/02

3,200 000 15 7970

160 76

68,840 00
 50,392 52

(18,447 48)

TOTAL ISSUE

3,200 000

160 76

68,840 00
 50,392 52

(18,447 48)

KEYSPAN CORP

CUSIP# 49337M100

BKR EULCRUM GLOBAL PARTNERS LLC
 T/D 09/12/02 S/D 09/17/02

2,500 000 33 7730

127 55

83,823 50
 84,306 20

482 70

TOTAL ISSUE

2,500 000

127 55

83,823 50
 84,306 20

482 70

KIMBERLY-CLARK CORP COM

CUSIP# 494368103

BKR DEUTSCHE BANK/ALEX BROWN
 T/D 06/17/02 S/D 06/20/02

4,000 000 64 7550

207 80

279,800 60
 258,812 20

(20,988 40)

TOTAL ISSUE

4,000 000

207 80

279,800 60
 258,812 20

(20,988 40)

KINDER MORGAN ENERGY PARTNERS L P
 CUSIP# 494550106

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR INVESTMENT TECHNOLOGY GROUP, I/D 12/16/02 S/D 12/19/02 2,100 000 34 1600 65 16 68,813 64 71,671 68 2,858 04

TOTAL ISSUE 2,100 000 65.16 68,813 64 71,671 68 2,858 04

KNIGHT RIDDER INC CUSIP# 499040103 BKR GOLDMAN, SACHS & CO I/D 12/18/02 S/D 12/23/02 100 000 61 7300 2 19 6,417 19 6,170 81 (246 38)

TOTAL ISSUE 100 000 2 19 6,417 19 6,170 81 (246 38)

KOHL'S CORP CUSIP# 500255104 BKR GOLDMAN, SACHS & CO I/D 12/18/02 S/D 12/23/02 100 000 58 8000 2 18 6,397 40 5,877 82 (519 58)

TOTAL ISSUE 100 000 2 18 6,397 40 5,877 82 (519.58)

L-3 COMMUNICATIONS HLDGS INC CUSIP# 502424104 BKR BEAR STEARNS & CO INC I/D 03/22/02 S/D 03/27/02 400 000 110 0470 12 67 32,055 27 44,006 49 11,951 22

BKR BRIDGE TRADING CO I/D 06/17/02 S/D 06/20/02 1,400 000 52 9670 72 24 56,096 73 74,081 70 17,984 97

TOTAL ISSUE 1,800 000 84 91 88,152 00 118,088 19 29,936 19

LEHMAN BROTHERS HLDGS INC CUSIP# 524908100

DISPOSITIONS

0132229

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR WEEDEN & CO T/D 01/23/02 S/D 01/17/02 900 000 64 5000 45 88 71,322 47 58,004 12 (13,318 35)

BKR CANTOR, FITZGERALD & CO, INC T/D 09/12/02 S/D 09/17/02 1,600 000 55 0000 82 65 126,795 51 87,917 35 (38,878 16)

TOTAL ISSUE 2,500 000 128 53 198,117 98 145,921 47 (52,196 51)

LENNAR CORP CUSIP# 526057104 BKR SMITH BARNEY INC (SALOMON) T/D 08/02/02 S/D 08/07/02 800 000 46 2200 33 12 32,446 83 36,942 88 4,496 05

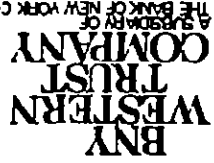
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 52 4200 4 32 8,111 71 10,479 68 2,367 97

TOTAL ISSUE 1,000 000 37 44 40,558 54 47,422 56 6,864 02

LEVEL 3 COMMUNICATIONS INC CUSIP# 52729N100 BKR ARCHIBELAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02 1,000 000 5 0800 20 16 4,664 00 5,059 84 395 84

TOTAL ISSUE 1,000 000 20 16 4,664 00 5,059 84 395 84

LEXMARK INTERNATIONAL INC CUSIP# 529771107 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 60 0000 2 19 4,764 75 5,997 81 1,233 06



DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A DIVISION OF
 THE BANK OF NEW YORK COMPANY NY

015250

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	100 000	4,764 75	2 19	5,997 81	1,233 06		
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LIBERTY MEDIA CORP NEW CUSIP# 530718105 BKR, BRIDGE TRADING CO	T/D 02/05/02 S/D 02/08/02	5,500 000	12 6220	276 05	86,917 48	69,145 50	(17,771 98)
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BANC OF AMERICA SECURITIES LLC T/D 05/07/02 S/D 05/10/02	9,600 000	10 1630	482 94	151,710 50	97,087 62	(54,622 88)	
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TOTAL ISSUE	15,100 000	238,627 98	758 99	166,233 12	(72,394 86)		
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LIMITED BRANDS INC CUSIP# 532716107 BKR, GOLDMAN, SACHS & CO	T/D 12/18/02 S/D 12/23/02	600 000	13 6300	12 25	11,545 36	8,165 75	(3,379 61)
LINEAR TECHNOLOGY CORP COM CUSIP# 535678106 BKR ARCHIBELAGO BCC CAPITAL CLEAR	T/D 12/18/02 S/D 12/23/02	600 000	12 25	11,545 36	8,165 75	(3,379 61)	

TOTAL ISSUE	100 000	2,964 65	2 09	2,676 01	(288 64)		
TOTAL ISSUE	100 000	2,964 65	2 09	2,676 01	(288 64)		

LUBRIZOL CORP NEW
CUSIP# 549271104

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR INVESTMENT TECHNOLOGY GROUP, T/D 06/27/02 S/D 07/02/02 3,800 000 33 4150 117 83 111,296 94 126,859 17 15,562 23

TOTAL ISSUE 3,800 000 117 83 111,296 94 126,859 17 15,562 23

MGIC INVT CORP MIS COM CUSIP# 552848103 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 42 1700 4 26 8,579 76 8,429 74 (150 02)

TOTAL ISSUE 200 000 4 26 8,579 76 8,429 74 (150 02)

MAGNA INTL INC CL A CUSIP# 559222401 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 54 2100 2 17 6,183 49 5,418 83 (764 66)

TOTAL ISSUE 100 000 2 17 6,183 49 5,418 83 (764 66)

F M C CORP COM NEW CUSIP# 302491303 BKR MORGAN STANLEY & CO T/D 05/07/02 S/D 05/10/02 1,100 000 38 7910 56 29 41,938 78 42,613 81 675 03

TOTAL ISSUE 100 000 2 17 6,183 49 5,418 83 (764 66)

BKR SPEAR, LEEDS & KELLOGG CAP MKTS T/D 05/07/02 S/D 05/10/02 200 000 38 7200 4 24 7,625 23 7,739 82 114 59

TOTAL ISSUE 100 000 3 12 3,812 62 3,877 05 64 43

BKR KNIGHT SECURITIES T/D 05/07/02 S/D 05/10/02 100 000 38 8010 3 12 3,812 62 3,877 05 64 43

DISPOSITIONS

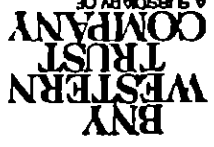
DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	1,400,000	63.65	53,376.63	54,230.68	854.05		
MBIA INC CUSIP# 55262C100							
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	200,000	43.3700	4.27	9,037.78	(368.05)		
TOTAL ISSUE	200,000		9,037.78	8,669.73	(368.05)		
MBNA CORP CUSIP# 55262L100							
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	300,000	19.5230	6.18	6,588.53	(737.72)		
TOTAL ISSUE	300,000		6,588.53	5,850.81	(737.72)		
MERCX & CO INC CUSIP# 589331107							
BKR INVESTMENT TECHNOLOGY GROUP, T/D 07/10/02 S/D 07/15/02	1,800,000	45.0740	56.45	154,032.10	(72,954.63)		
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	400,000	56.8000	8.69	30,350.80	(7,639.49)		
TOTAL ISSUE	2,200,000	65.14	184,382.90	103,788.78	(80,594.12)		

MERRILL LYNCH & CO INC
 CUSIP# 590188108

DISPOSITIONS

013233



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR FIDELITY CAPITAL MARKETS
 T/D 04/15/02 S/D 04/18/02

5,000 000 47 3620 257 13 300,541 54 (63,985 67)

BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

500 000 40 4000 10 61 17,983 80 2,205 59

TOTAL ISSUE

5,500 000 267 74 318,525 34 (61,780 08)

MICHAELS STORES INC
 CUSIP# 594087108

BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

100 000 32 6900 2 10 3,424 11 (157 21)

TOTAL ISSUE

100 000 2 10 3,424 11 (157.21)

MIRANT CORP
 CUSIP# 604675108

BKR SMITH BARNEY INC (SALOMON)
 T/D 08/02/02 S/D 08/07/02

4,000 000 3 2620 160 40 137,709 84 (124,819 44)

TOTAL ISSUE

4,000 000 160 40 137,709 84 (124,819 44)

MITCHELL ENERGY & DEV CORP CL A
 CUSIP# 606592202

BKR MERGER
 T/D 01/28/02 S/D 01/28/02

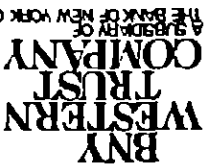
2,300 000 31 0000 71,300 00 71,300 00

TOTAL ISSUE

2,300 000 71,300 00 71,300 00

MOHAWK INDS INC
 CUSIP# 608190104

DISPOSITIONS



A MEMBER OF THE BANK OF NEW YORK COMPANY

013254

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 11/19/02 S/D 11/22/02	1,100 000	57 3910	56 91	66,974 64	63,074 07	(3,900 57)	
BKR INVESTMENT TECHNOLOGY GROUP, T/D 12/16/02 S/D 12/19/02	900 000	60 4320	28 64	54,797 43	54,360 25	(437 18)	
TOTAL ISSUE	2,000 000		85 55	121,772 07	117,434 32	(4,337 75)	
MONSANTO CO NEW CUSIP# 61166W101 BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 07/10/02 S/D 07/15/02	2,900 000	17 8980	146 57	92,177 66	51,759 08	(40,418 58)	
TOTAL ISSUE	2,900 000		146 57	92,177 66	51,759 08	(40,418 58)	
MOODY'S CORP CUSIP# 615369105 BKR MORGAN STANLEY & CO T/D 11/19/02 S/D 11/22/02	1,800 000	42 4410	92 30	71,509 21	76,302 76	4,793 55	
TOTAL ISSUE	1,800 000		92 30	71,509 21	76,302 76	4,793 55	
MORGAN STANLEY CUSIP# 617446448 BKR STANDARD & POOR'S SEC INC T/D 10/30/02 S/D 11/04/02	1,800 000	38 2000	92 07	104,755 37	68,667 93	(36,087 44)	
BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 12/16/02 S/D 12/19/02	900 000	42 4250	46 15	52,377 68	38,137 07	(14,240 61)	

013235



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 300 000 40 9500 6 37 17,459 23 12,278 63 (5,180 60)

TOTAL ISSUE 3,000 000 144 59 174,592 28 119,083 63 (55,508 65)

MOTOROLA INC COM CUSIP# 620076109 BKR THOMSON INSTITUTIONAL SVCS INC T/D 04/15/02 S/D 04/18/02

7,600 000 13 7910 383 16 136,468 64 104,429 20 (32,039 44)

TOTAL ISSUE 7,600 000 383 16 136,468 64 104,429 20 (32,039 44)

NCR CORP CUSIP# 62886E108 BKR FIDELITY CAPITAL MARKETS T/D 10/04/02 S/D 10/09/02

2,400 000 19 8500 121 44 108,806 25 47,519 28 (61,286 97)

TOTAL ISSUE 2,400 000 121 44 108,806 25 47,519 28 (61,286 97)

NATIONAL CITY CORP CUSIP# 635405103 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02

500 000 26 9800 10 41 12,415 81 13,479 59 1,063 78

TOTAL ISSUE 500 000 10 41 12,415 81 13,479 59 1,063 78

NATIONAL SEMICONDUCTOR CORP COMMON CUSIP# 637640103

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR SMITH BARNEY INC (SALOMON)	T/D	08/02/02	S/D	08/07/02	2,900 000	16 1440	117 41	91,530 67	46,702 22	(44,828 45)			
TOTAL ISSUE													
NEWFIELD EXPL CO	BKR	FIRST UNION SECURITIES INC	CUSIP# 651290108	T/D	02/22/02	S/D	02/27/02	3,500 000	35 4050	176 86	127,710 25	123,742 04	(3,968 21)
TOTAL ISSUE													
NEXTEL COMMUNICATIONS INC CL A	BKR	ARCHERLACO BCC CAPITAL CLEAR	CUSIP# 65332V103	T/D	12/18/02	S/D	12/23/02	300 000	12 5410	6 12	3,826 77	3,756 21	(70 56)
TOTAL ISSUE													
NIKE INC CL B	BKR	FIDELITY CAPITAL MARKETS	CUSIP# 654106103	T/D	02/05/02	S/D	02/08/02	1,200 000	59 8000	61 08	58,075 32	71,699 04	13,623 72
TOTAL ISSUE													
FIDELITY CAPITAL MARKETS	BKR	FIDELITY CAPITAL MARKETS	CUSIP# 665422100	T/D	09/12/02	S/D	09/17/02	1,100 000	42 3460	56 41	53,235 71	46,524 85	(6,710 86)
TOTAL ISSUE													
NOBLE CORP								2,300 000	117 49		111,311.03	118,223.89	6,912 86

DISPOSITIONS

013237

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR INVESTMENT TECHNOLOGY GROUP	T/D 12/16/02 S/D 12/19/02	1,500 000	36 1460	46 64	66,377 88	54,172 81	(12,205 07)
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TOTAL ISSUE		1,500 000		46 64	66,377 88	54,172 81	(12,205 07)
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NOKIA CORP ADR-A SHS	CUSIP# 654902204	BKR STANDARD & POOR'S SEC INC	T/D 12/16/02 S/D 12/19/02	3,700 000	17 3860	186 94	53,454 66	64,141 63	10,686 97
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BKR GOLDMAN, SACHS & CO	T/D 12/18/02 S/D 12/23/02	300 000	16 4000	6 15	4,334 16	4,913 85	579 69
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TOTAL ISSUE		4,000 000		193 09	57,788 82	69,055 48	11,266 66
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NORTH FORK BAN CORPORATION INC	CUSIP# 659424105	BKR GOLDMAN, SACHS & CO	T/D 09/12/02 S/D 09/17/02	2,600 000	38 7410	133 04	70,400 10	100,595 64	30,195 54
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BKR GOLDMAN, SACHS & CO	T/D 12/18/02 S/D 12/23/02	300 000	34 1000	6 31	8,123 09	10,223 69	2,100 60
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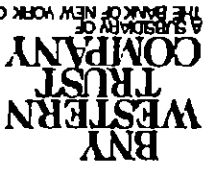
TOTAL ISSUE		2,900 000		139 35	78,523 19	110,819 33	32,296 14
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NOVELLUS SYS INC	CUSIP# 670008101	BKR B-TRADE SERVICES LLC	T/D 02/05/02 S/D 02/08/02	1,900 000	40 7510	39 17	85,428 08	77,388 49	(8,039 59)
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DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	1,900,000	39 17	85,428 08	77,388 49	(8,039 59)		
OCCEIDENTAL PETROLEUM CORPORATION COMMON							
CUSIP# 674599105							
BKR: GOLDMAN, SACHS & CO							
T/D 12/18/02 S/D 12/23/02	400,000	28 4700	8 35	11,419 40	11,379 65	(39 75)	
TOTAL ISSUE	400,000		8 35	11,419 40	11,379 65	(39 75)	
OCEAN ENERGY INC NEW							
CUSIP# 67481E106							
BKR: GOLDMAN, SACHS & CO							
T/D 12/18/02 S/D 12/23/02	300,000	20 2000	6 19	6,534 18	6,053 81	(480 37)	
TOTAL ISSUE	300,000		6 19	6,534 18	6,053 81	(480 37)	
OHIO CASUALTY CORP COM							
CUSIP# 670837103							
BKR: GOLDMAN, SACHS & CO							
T/D 12/18/02 S/D 12/23/02	400,000	17 4300	8 21	8,976 00	6,963 79	(2,012 21)	
TOTAL ISSUE	400,000		8 21	8,976 00	6,963 79	(2,012 21)	
ARCHIPELAGO BCC CAPITAL CLEAR							
CUSIP# 672240103							
BKR: ARCHIPELAGO BCC CAPITAL CLEAR							
T/D 12/18/02 S/D 12/23/02	200,000	13 2200	4 08	3,080 62	2,639 92	(440 70)	
TOTAL ISSUE	200,000		4 08	3,080 62	2,639 92	(440 70)	



DISPOSITIONS

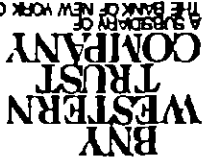
DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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013239

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

OLD REPUBLIC INTERNATIONAL CORP CUSIP# 680223104 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	300 000	28 7700	6 26	8,921 74	8,921 74	(297 00)	
TOTAL ISSUE	300 000		6 26	8,921 74	8,624 74	(297.00)	
OMNICOM GROUP INC COM CUSIP# 681919106 BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02	1,200 000	59 1150	38 14	35,407 13	70,900 82	35,493 69	
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	100 000	64 7500	2 20	2,950 59	6,472 80	3,522 21	
TOTAL ISSUE	1,300 000		40 34	38,357 72	77,373 62	39,015 90	
PMI GROUP INC CUSIP# 69344M101 BKR SPEAR, LEEDS & KELLOGG CAP MKTS T/D 02/05/02 S/D 02/08/02	300 000	68 6500	6 31	15,721 63	20,588 69	4,867 06	
BKR STANDARD & POOR'S SEC INC T/D 10/30/02 S/D 11/04/02	3,200 000	29 3970	162 84	99,236 02	93,909 48	(5,326 54)	
TOTAL ISSUE	3,500 000		169 15	114,957 65	114,498 17	(459 48)	

DISPOSITIONS



A subsidiary of THE BANK OF NEW YORK COMPANY N.Y.

015240

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	STANDARD & POOR'S SEC INC	T/D	12/16/02	S/D	12/19/02	82,356 15	73,553 88	(8,802 27)
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BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	5,490 41	4,917 85	(572 56)
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TOTAL ISSUE					87,846 56	78,471 73	(9,374 83)
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PACTIV CORP								
CUSIP# 695257105								
BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	12,884 93	13,157 60	272 67

TOTAL ISSUE					12,884 93	13,157 60	272 67
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PARKER HANNIFIN CORP								
CUSIP# 701094104								
BKR	GOLDMAN, SACHS & CO	T/D	12/18/02	S/D	12/23/02	9,679 44	9,285 72	(393 72)

TOTAL ISSUE					9,679 44	9,285 72	(393 72)
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PENNEY J C CO INC								
CUSIP# 708160106								
BKR	BEAR STEARNS & CO INC	T/D	10/28/02	S/D	10/31/02	99,964 08	70,017 88	(29,946 20)

TOTAL ISSUE					99,964 08	70,017 88	(29,946 20)
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PEOPLESOFT INC COM
 CUSIP# 712713106

013241

BNY
WESTERN
TRUST
COMPANY
 A MEMBER OF
 THE BANK OF NEW YORK COMPANY INC.

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR ARCHIPELAGO BCC CAPITAL CLEAR
 T/D 12/18/02 S/D 12/23/02

300 000 17 8300 6 17 5,476 89 5,342 83 (134 06)

TOTAL ISSUE

300 000 6 17 5,476 89 5,342 83 (134 06)

PEPCO HLDGS INC

CUSIP# 713291102
 BKR INVESTMENT TECHNOLOGY GROUP,
 T/D 09/12/02 S/D 09/17/02

4,600 000 20 8320 140 89 99,771 94 95,688 15 (4,083 79)

TOTAL ISSUE

4,600 000 140 89 99,771 94 95,688 15 (4,083 79)

POLYCOM INC

CUSIP# 73172K104
 BKR B-TRADE SERVICES LLC
 T/D 07/10/02 S/D 07/15/02

3,600 000 11 0730 73 20 72,263 16 39,789 60 (32,473 56)

BKR DEUTSCHE BANC/ALEX BROWN
 T/D 07/10/02 S/D 07/15/02

1,100 000 10 0550 55 34 22,080 41 11,006 04 (11,074 37)

TOTAL ISSUE

4,700 000 128 54 94,343 57 50,795 64 (43,547 93)

PRINCIPAL FINL GROUP INC

CUSIP# 74251V102
 BKR MORGAN STANLEY & CO
 T/D 09/12/02 S/D 09/17/02

5,320 000 28 8580 270 63 152,469 36 153,256 59 787 23

PROCTER & GAMBLE CO COM
 CUSIP# 742718109

DISPOSITIONS



013262

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02	4,000 000	86 4700	130 42	319,088 05	345,749 58	26,661.53	
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	200 000	87 2000	4 53	15,954 40	17,435 47	1,481.07	
TOTAL ISSUE	4,200 000		134 95	335,042 45	363,185 05	28,142.60	
PUBLIC STORAGE INC COM CUSIP# 74460D109 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	200 000	31 0800	4 19	7,802 35	6,211 81	(1,590.54)	
TOTAL ISSUE	200 000		4.19	7,802 35	6,211 81	(1,590.54)	
PUGET ENERGY INC NEW CUSIP# 745310102 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	400 000	22 0550	8 27	8,307 84	8,813 73	505.89	
TOTAL ISSUE	400 000		8 27	8,307 84	8,813 73	505.89	
QUALCOMM INC CUSIP# 747525103 BKR ARCHIBELAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02	100 000	38 3700	2 12	2,963 21	3,834 88	871.67	
TOTAL ISSUE	100 000		2 12	2,963 21	3,834 88	871.67	
RADIAN GROUP INC CUSIP# 750236101							

013243

BNY
WESTERN
TRUST
COMPANY
 A DIVISION OF
 THE BANK OF NEW YORK COMPANY, INC.

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 12/18/02 S/D 12/23/02
 BKR GOLDMAN, SACHS & CO

300 000 37 7600

6 35

8,666 20 11,321 65

2,655 45

TOTAL ISSUE

300 000

6 35

8,666 20 11,321 65

2,655 45

RELIANT ENERGY INC

CUSIP# 75952J108

BKR MORGAN STANLEY & CO

T/D 06/05/02 S/D 06/10/02

5,700 000 16 8000

287 89

154,004 88 95,472 11

(58,532 77)

TOTAL ISSUE

5,700 000

287 89

154,004 88 95,472 11

(58,532 77)

RENAISSANCE RE HLDGS LTD

CUSIP# G7496G103

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

200 000 39 6600

4 24

6,861 00 7,927 76

1,066 76

TOTAL ISSUE

200 000

4 24

6,861 00 7,927 76

1,066 76

REPUBLIC SVCS COM

CUSIP# 760759100

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

400 000 20 9600

8 26

7,793 48 8,375 74

582 26

TOTAL ISSUE

400 000

8 26

7,793 48 8,375 74

582 26

ROCKWELL COLLINS INC
 CUSIP# 774341101

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	300 000	21 9000	6 20	7,391 90	7,391 90	(828 10)	(828 10)
TOTAL ISSUE				6,563 80	7,391 90	(828 10)	
ROCKWELL AUTOMATION INC CUSIP# 773903109 BKR WESTMINSTER RESEARCH T/D 02/05/02 S/D 02/08/02	6,600 000	18 7860	331 86	111,478 75	123,655 74	12,176 99	
BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02	300 000	20 7100	6 19	6,538 83	6,206 81	(332 02)	
TOTAL ISSUE				118,017.58	129,862 55	11,844 97	
ROSS STORES INC CUSIP# 778296103 BKR ARCHIBLAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02	200 000	43 8850	4 27	7,587 60	8,772 83	1,185 23	
TOTAL ISSUE				7,587 60	8,772 83	1,185 23	
RUSSELL CORP COM CUSIP# 782352108 BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02	2,200 000	14 8450	66 99	34,359 28	32,593 11	(1,766 17)	
TOTAL ISSUE				34,359 28	32,593 11	(1,766 17)	
SMUCKER J M CO CUSIP# 832696405	2,200 000		66 99	34,359 28	32,593 11	(1,766 17)	

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR JEFFERIES & COMPANY, INC
 T/D 06/17/02 S/D 06/20/02

72 000

35 7980

3 68

2,041 20

2,573 83

532 63

TOTAL ISSUE

72 000

3 68

2,041 20

2,573 83

532 63

SBC COMMUNICATIONS INC

CUSIP# 783876103

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

1,100 000

27 6500

22 92

48,259 71

30,392 08

(17,867 63)

TOTAL ISSUE

1,100 000

22 92

48,259 71

30,392 08

(17,867 63)

SCIENTIFIC ATLANTA INC

CUSIP# 808655104

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

300 000

12 0600

6 11

3,688 95

3,611 89

(77 06)

TOTAL ISSUE

300 000

6 11

3,688 95

3,611 89

(77 06)

SEARS ROEBUCK & COMPANY

CUSIP# 812387108

BKR INVESTMENT TECHNOLOGY GROUP,

T/D 11/19/02 S/D 11/22/02

800 000

22 2700

16 54

33,027 89

17,799 46

(15,228 43)

TOTAL ISSUE

4,500 000

204 02

185,781 89

99,754 20

(86,027 69)

SIGMA ALDRICH CORP
 CUSIP# 826552101

BKR MORGAN KEEGAN & COMPANY, INC
 T/D 11/19/02 S/D 11/22/02

3,700 000

22 2000

187 48

152,754 00

81,954 74

(70,799 26)

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR B-TRADE SERVICES LLC T/D 08/02/02 S/D 08/07/02	2,400 000	48 3000	51 49	108,405 51	108,405 51	7,463 00	7,463 00
TOTAL ISSUE			51 49	115,868 51	108,405 51	7,463 00	
SMITHFIELD FOODS CUSTIP# 832248108 BKR MORGAN STANLEY & CO T/D 09/12/02 S/D 09/17/02	3,500 000	17 4460	176 84	88,941 30	88,941 30	(28,056 79)	(28,056 79)
TOTAL ISSUE			176.84	60,884 51	88,941 30	(28,056 79)	
SOUTHRUST CORP CUSTIP# 844730101 BKR MERRILL LYNCH PIERCE FENNER & T/D 09/12/02 S/D 09/17/02	1,300 000	25 0960	65 99	28,170 63	28,170 63	4,388 57	4,388 57
TOTAL ISSUE			76 37	39,005 49	44,978 82	5,973 33	5,973 33
BKR ARCHIPETLAGO BCC CAPITAL CLEAR T/D 12/18/02 S/D 12/23/02	500 000	24 8600	10 38	10,834 86	10,834 86	1,584 76	1,584 76
TOTAL ISSUE			10 38	12,419 62	12,419 62	1,584 76	1,584 76
SOUTHWEST AIRLINES CO CUSTIP# 844741108 BKR J P MORGAN INVT MGMT, NEW YORK T/D 03/22/02 S/D 03/27/02	4,600 000	19 1210	231 32	85,095 80	85,095 80	2,633 62	2,633 62
TOTAL ISSUE			231 32	87,729 42	87,729 42	2,633 62	2,633 62
SPX CORP COM CUSTIP# 784635104	4,600 000			85,095 80	85,095 80	2,633 62	2,633 62
TOTAL ISSUE				87,729 42	87,729 42	2,633 62	2,633 62

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02 1,200 000 43 3070 37 57 77,996 52 51,931 43 (26,065 09)

TOTAL ISSUE 1,200 000 37 57 77,996 52 51,931 43 (26,065.09)

SPRINT CORP CUSIP# 852061100 BKR STANDARD & POOR'S SEC INC T/D 12/16/02 S/D 12/19/02 3,100 000 14 4310 156 35 42,029 16 44,580 37 2,551 21

BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 900 000 14 6900 18 40 12,202 01 13,202 60 1,000 59

TOTAL ISSUE 4,000 000 174 75 54,231 17 57,782 97 3,551 80

STANLEY WORKS COMMON CUSIP# 854616109 BKR INVESTMENT TECHNOLOGY GROUP, T/D 06/27/02 S/D 07/02/02 3,500 000 41 3550 109 36 117,624 15 144,633 14 27,008 99

TOTAL ISSUE 3,500 000 109 36 117,624 15 144,633 14 27,008 99

STARWOOD HOTELS & RESORTS WORLDWIDE INC CUSIP# 85590A203 BKR BEAR STEARNS & CO INC T/D 01/17/02 S/D 01/23/02 3,400 000 30 3390 171 55 79,305 93 102,983 77 23,677 84

TOTAL ISSUE 3,400 000 171 55 79,305 93 102,983 77 23,677 84

STATE ST CORP COM CUSIP# 857477103

DISPOSITIONS



A MEMBER OF THE BANK OF NEW YORK COMPANY N.Y.

013248

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTITUTIONAL SVCS, INC T/D 05/07/02 S/D 05/10/02 2,900 000 47 1490 143,071 47 136,583 85 (6,487 62)

TOTAL ISSUE 2,900 000 149 12 143,071 47 136,583 85 (6,487 62)

STORAGE TECHNOLOGY CORP NEW CUSIP# 862111200 BKR, GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 400 000 21 0500 8 26 7,096 29 8,411 74 1,315 45

TOTAL ISSUE 400 000 8 26 7,096 29 8,411 74 1,315 45

TALBOTS INC CUSIP# 874161102 BKR, MORGAN STANLEY & CO T/D 01/17/02 S/D 01/23/02 2,000 000 35 1980 101 06 89,581 02 70,296 34 (19,284 68)

BKR, UBS WARBURG LLC T/D 02/22/02 S/D 02/27/02 2,400 000 35 6000 121 29 107,497 23 85,318 71 (22,178 52)

TOTAL ISSUE 4,400 000 222 35 197,078 25 155,615 05 (41,463 20)

TEKAY SHIPPING CORP CUSIP# Y8564M103 BKR, SMITH BARNEY INC (SALOMON) T/D 08/02/02 S/D 08/07/02 2,700 000 33 6940 110 74 116,061 36 90,863 06 (25,198 30)

TOTAL ISSUE 2,700 000 110 74 116,061 36 90,863 06 (25,198 30)

TENET HEALTHCARE CORP COM CUSIP# 880336100

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR SG COMEN SECURITIES CORP T/D 06/17/02 S/D 06/20/02 2,000 000 75 2000 104 53 86,466 56 150,295 47 63,828 91

BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02 1,500 000 44 1460 47 00 43,233 28 66,172 00 22,938 72

BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 17 2000 2 06 2,882 22 1,717 94 (1,164 28)

TOTAL ISSUE 3,600 000 153 59 132,582 06 218,185 41 85,603.35

BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 19 3600 4 12 3,817 04 3,867 88 50 84

TOTAL ISSUE 200 000 4 12 3,817.04 3,867.88 50.84

TORCHMARK CORP COM CUSIP# 891027104 BKR BEAR STEARNS & CO INC T/D 10/28/02 S/D 10/31/02 3,500 000 36 5800 108 86 135,308 95 127,924 29 (7,384 66)

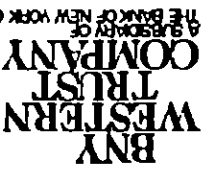
TOTAL ISSUE 3,500 000 108 86 135,308 95 127,924 29 (7,384 66)

BKR CAPITAL INSTITUTIONAL SVCS, INC CUSIP# 89420G109 TRAVELERS PRTY CAS CORP NEW CL A T/D 09/12/02 S/D 09/17/02 976 000 14 1230 49 22 21,748 15 13,735 41 (8,012 74)

015249

BNY
 WESTERN
 TRUST
 COMPANY
 A MEMBER OF
 THE BANK OF NEW YORK COMPANY, INC

DISPOSITIONS



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE 976.000 49 22 21,748 15 13,735.41 (8,012 74)

TRAVELERS PPTY CAS CORP CL B NEW
 CUSIP# 89420G406
 BKR: CAPITAL INSTITUTIONAL SVCS, INC
 T/D 09/12/02 S/D 09/17/02

2,006 000 14 2720 101 17 48,219 38 28,530 27 (19,689 11)

TOTAL ISSUE 2,006 000 45 5390 107 88 90,922 44 95,525 28 4,602 84

TRIBUNE CO NEW COM
 CUSIP# 896047107
 BKR: STANDARD & POOR'S SEC INC
 T/D 12/16/02 S/D 12/19/02

2,100 000 13 2640 156 24 178,888 00 40,963 40 (137,924 60)

TYCO INTL LTD COM
 CUSIP# 902124106
 BKR: STANDARD & POOR'S SEC INC
 T/D 10/04/02 S/D 10/09/02

3,100 000 12 8500 150 58 27,763 80 38,399 42 10,635 62

TYSON FOODS INC CL A
 CUSIP# 902494103
 BKR: PRUDENTIAL SECURITIES INC
 T/D 03/22/02 S/D 03/27/02

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR WEEDEN & CO T/D 09/12/02 S/D 09/17/02 7,100 000 11 6170 357 49 65,707 65 82,127 47 16,419 82

TOTAL ISSUE 10,100 000 508 07 93,471 45 120,526 89 27,055 44

US BANCORP DEL

CUSIP# 902973304

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

400 000 20 9000 8 26 7,720 00 8,351 74 631 74

TOTAL ISSUE

8,351 74

UNION PACIFIC CORP

CUSIP# 907818108

BKR INVESTMENT TECHNOLOGY GROUP,

T/D 12/16/02 S/D 12/19/02

1,100 000 60 3140 35 00 65,540 58 66,310 73 770 15

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

200 000 59 7200 4 36 11,916 47 11,939 64 23 17

TOTAL ISSUE

77,457 05 78,250 37 793.32

UNION PLANTERS CORP

CUSIP# 908068109

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

400 000 28 0300 8 34 9,600 54 11,203 66 1,603 12

TOTAL ISSUE

11,203 66

USA INTERACTIVE INC
 CUSIP# 902984103

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR: B-TRADE SERVICES LLC I/D 01/17/02 S/D 01/23/02	3,500 000	26 4710	71 39	72,422 04	92,580 26	20,158 22	
TOTAL ISSUE				72,422 04	92,580 26	20,158 22	
UNITED STS STL CORP NEW CUSIP# 912909108 BKR, GOLDMAN, SACHS & CO I/D 12/18/02 S/D 12/23/02	400 000	12 9800	8 16	4,942 64	5,183 84	241 20	
TOTAL ISSUE				4,942 64	5,183 84	241 20	
UNITED TECHNOLOGIES CORP CUSIP# 913017109 BKR GOLDMAN, SACHS & CO I/D 12/18/02 S/D 12/23/02	200 000	61 1300	4 37	11,786 52	12,221 63	435 11	
TOTAL ISSUE				11,786 52	12,221 63	435 11	
UNIVISION COMMUNICATIONS INC CUSIP# 914906102 BKR MORGAN KEEGAN & COMPANY, INC I/D 04/15/02 S/D 04/18/02	1,800 000	42 0660	92 28	77,265 94	75,627 60	(1,638 34)	
TOTAL ISSUE				77,265 94	75,627 60	(1,638 34)	
VALERO ENERGY CORP NEW CUSIP# 91913X100	1,800 000		92 28	77,265 94	75,627 60	(1,638 34)	

COMPTON FOUNDATION
 COMPTON FOUNDATION - MILLON EQUITIES
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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015253

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

THE BANK OF NEW YORK COMPANY, INC.

BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 36 7000 4 23 7,130 63 7,335 77 205 14

TOTAL ISSUE 200 000 4 23 7,130 63 7,335 77 205 14

VARCO INTL INC DEL

CUSIP# 922122106

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

300 000 17 3600 6 16 4,799 03 5,201 84 402 81

4,799 03 5,201 84 402 81

TOTAL ISSUE

300 000

6 16

4,799 03 5,201 84

402.81

VERIZON COMMUNICATIONS INC

CUSIP# 92343V104

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

800 000 39 1500 16 95 42,712 53 31,303 05 (11,409 48)

42,712 53 31,303 05 (11,409 48)

TOTAL ISSUE

800 000

16 95

42,712 53 31,303 05

(11,409.48)

VIACOM INC CL B

CUSIP# 925524308

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

600 000 41 6100 12 76 22,672 79 24,953 24 2,280 45

22,672 79 24,953 24 2,280 45

TOTAL ISSUE

600 000

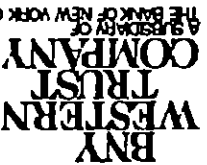
12 76

22,672 79 24,953 24

2,280.45

VIASHAY INTERTECHNOLOGY INC COM
 CUSIP# 928298108

DISPOSITIONS



A subsidiary of
 THE BANK OF NEW YORK COMPANY N.Y.

013254

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR, LEHMAN BROTHERS INC, USA T/D 02/22/02 S/D 02/27/02 2,700 000 17 5890 135 72 54,938 00 47,354 85 (7,583 15)

TOTAL ISSUE 2,700 000 135.72 54,938 00 47,354 85 (7,583.15)

VORNADO RLT Y TR COM CUSIP# 929042109 BKR, GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 200 000 36 5700 4 23 8,971 96 7,309 77 (1,662 19)

TOTAL ISSUE 200 000 4 23 8,971 96 7,309 77 (1,662.19)

MACHOVIA CORP ZND NEW CUSIP# 929903102 BKR, GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 700 000 36 7500 14 78 23,094 92 25,710 22 2,615 30

TOTAL ISSUE 700 000 14.78 23,094 92 25,710 22 2,615 30

WASHINGTON MUT INC COM CUSIP# 939322103 BKR, STANDARD & POOR'S SEC INC T/D 12/16/02 S/D 12/19/02 2,300 000 36 0860 117 50 79,149 99 82,881 22 3,731 23

BKR, GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 400 000 35 8300 8 44 13,765 22 14,323 56 558 34

TOTAL ISSUE 2,700 000 125 94 92,915 21 97,204.78 4,289 57

MELLPOINT HEALTH NETWORKS INC CUSIP# 94973H108

DISPOSITIONS

013255

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR FIDELITY CAPITAL MARKETS
 T/D 09/12/02 S/D 09/17/02

1,400 000 76 8830

73 24

69,981 65
 107,563 94

37,582 29

TOTAL ISSUE

1,400 000

73 24

69,981 65
 107,563 94

37,582 29

WELLS FARGO & CO NEW

CUSIP# 949746101

BKR GOLDMAN, SACHS & CO

T/D 12/18/02 S/D 12/23/02

700 000 46 1700

14 98

33,164 16
 32,304 02

(860 14)

TOTAL ISSUE

700 000

14 98

33,164 16
 32,304 02

(860 14)

WESTWOOD ONE INC

CUSIP# 961815107

BKR CAPITAL INSTITUTIONAL SVCS, INC

T/D 11/19/02 S/D 11/22/02

1,300 000 36 4080

66 43

46,992 89
 47,265 01

272 12

TOTAL ISSUE

1,500 000

70 66

54,222 57
 54,668 78

446.21

WHOLE FOODS MKT INC

CUSIP# 966837106

BKR ARCHIBELAGO BCC CAPITAL CLEAR

T/D 12/18/02 S/D 12/23/02

100 000 53 3700

2 17

5,297 34
 5,334 83

37 49

TOTAL ISSUE

100 000

2 17

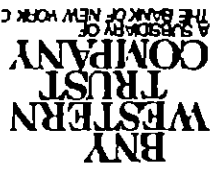
5,297 34
 5,334 83

37 49

WILLIAMS CO INC

CUSIP# 969457100

DISPOSITIONS



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY N.Y.

013256

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR CAPITAL INSTIUTIONAL SVCS, INC T/D 07/10/02 S/D 07/15/02 5,906 000 5 1980 296 23 179,490 40 30,406 11 (149,084 29)

TOTAL ISSUE 5,906 000 296 23 179,490 40 30,406 11 (149,084 29)

WORLD COM INC CUSIP# 98157D106 T/D 07/05/02 S/D 07/08/02 34,300 000 1 0000 391,753 61 2,102 51 (389,651 10)

TOTAL ISSUE 34,300 000 391,753 61 2,102 51 (389,651 10)

MYETH CUSIP# 983024100 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 100 000 37 7100 3,854 69 3,768 88 (85 81)

TOTAL ISSUE 100 000 2 12 3,854 69 3,768 88 (85 81)

XEROX CORPORATION COM CUSIP# 984121103 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 500 000 8 1000 4,066 29 4,039 87 (26 42)

TOTAL ISSUE 500 000 10 13 4,066 29 4,039 87 (26 42)

YORK INTL CORP COM NEW CUSIP# 986670107 BKR GOLDMAN, SACHS & CO T/D 12/18/02 S/D 12/23/02 300 000 25 1500 7,894 88 7,538 77 (356 11)

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL ISSUE	300 000	6 23	7,894 88	7,538 77	(356.11)		
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YUM BRANDS INC
 CUSIP# 988498101
 BKR: CAPITAL INSTITUTIONAL SVCS, INC
 T/D 12/16/02 S/D 12/19/02

4,400 000	22 9730	223 05	119,695 51	100,861 67	(18,833 84)		
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3M CO
 CUSIP# 88579Y101
 BKR BEAR STEARNS & CO INC
 T/D 11/19/02 S/D 11/22/02

300 000	127 1800	10 15	36,951 03	38,143 85	1,192 82		
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BKR GOLDMAN, SACHS & CO
 T/D 12/18/02 S/D 12/23/02

100 000	120 5200	2 37	12,317 01	12,049 63	(267 38)		
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TOTAL ISSUE

400 000		12 52	49,268 04	50,193 48	925.44		
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TOTAL SALES

551,035 000		22,509 12	17,575,175 76	14,874,838 13	(2,700,337 63)		
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CAPITAL CHANGES

A T & T CORP COM
 CUSIP# 001957109
 COMPANY'S BASIS ALLOCATION 1 SHARE AT&T
 T/D 11/22/02 S/D 11/22/02

0 000

67,768 26
 0 00

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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EXCH INTO A I & T CORP COM NEW CU# 00195
 T/D 11/27/02 S/D 11/27/02

8,000 000

40,487 74

0 00

8,000 000

108,256 00

0 00

CITIGROUP INC
 CUSIP# 172967101
 BASIS ALLOCATION
 T/D 08/26/02 S/D 08/26/02
 CITIGROUP 93 63%

0 000

48,219 38

0 00

BASIS ALLOCATION
 T/D 08/26/02 S/D 08/26/02
 CITIGROUP 93 63%

0 000

21,748 15

0 00

0 000

69,967 53

0 00

COOPER INDUSTRIES INCORPORATED COM
 CUSIP# 216669101
 CORP NAME CHANGE TO COOPER INDUSTRIES
 T/D 05/24/02 S/D 05/24/02

2,600 000

92,403 44

0 00

2,600 000

92,403 44

0 00

F M C CORP COM NEW
 CUSIP# 302491303
 CGH BASIS ALLOCATION
 T/D S/D

0 000

47,518 85

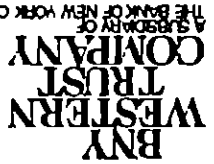
0 00

0 000

47,518 85

0 00

MITCHELL ENERGY & DEV CORP CL A
 CUSIP# 606592202



COMPTON FOUNDATION
 COMPTON FOUNDATION - MELLON EQUITIES
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

013259

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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CASH PORTION OF MERGER AT \$31 STOCK AT 0
 T/D S/D

0 000 52,349 97 0 00

0 000 52,349 97 0 00

NOBLE DRILLING CORP COM
 CUSIP# 655042109
 CORP NAME CHANGE TO NOBLE CORP CUF# 66542
 T/D 05/03/02 S/D 05/03/02

1,500 000 66,377 88 0 00

1,500 000 66,377 88 0 00

PHILLIPS PETROLEUM COMPANY COMMON
 CUSIP# 718507106
 CORP NAME CHANGE TO CONOCOPHILLIPS COM C
 T/D 09/05/02 S/D 09/05/02

3,300 000 181,595 90 0 00

3,300 000 181,595 90 0 00

POTOMAC ELECTRIC POWER COMPANY COM
 CUSIP# 737679100
 EXCH INTO PEPCO HLDGS INC COM CUF# 713291
 T/D 08/07/02 S/D 08/07/02

4,600 000 99,771 94 0 00

4,600 000 99,771 94 0 00

PROCTER & GAMBLE CO COM
 CUSIP# 742718109

DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A DIVISION OF
 THE BANK OF NEW YORK COMPANY

013260

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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COMPANY'S BASIS ALLOCATION T/D 06/06/02 S/D 06/06/02 0 000 2,041 20 0 00

TOTAL ISSUE 0 000 2,041 20 0 00

TRICON GLOBAL RESTAURANTS INC

CUSIP# 895953107

CORP NAME CHANGE TO YUM BRANDS INC COM

T/D 05/22/02 S/D 05/22/02

2,200 000

119,695 51 0 00

TOTAL ISSUE

2,200 000

119,695 51 0 00

UTILICORP UNITED INC COM

CUSIP# 918005109

CORP NAME CHANGE TO AGUILA INC DEL NEW C

T/D 03/20/02 S/D 03/20/02

3,200 000

97,886 00 0 00

TOTAL ISSUE

3,200 000

97,886 00 0 00

TOTAL CAPITAL CHANGES

25,400 000

937,864 22 0 00

CASH IN LIEU OF FRACTIONS

DEVON ENERGY CORPORATION NEW

CUSIP# 25179M103

T/D S/D 02/11/02

0 000

0 00 18 07

TOTAL ISSUE

0 000

0 00 18 07

100TH FRAC TRAVELERS PPTY CL A

CUSIP# 89420G992

DISPOSITIONS

013261

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
-------------	-------	-------------	--------------------	----------	--------------	-------------	-------------------

T/D 08/30/02 S/D 08/30/02 0 000 0 00 5 98 5 98

TOTAL ISSUE 0 000 0 00 5 98

100TH FRAC TRAVELERS PPTY CL B

CUSIP# 894206984

T/D 08/30/02 S/D 08/30/02

1 49 0 00 1 49 1 49

TOTAL ISSUE

100TH FRACS CHARTER ONE FINL INC

CUSIP# 160903985

T/D 10/04/02 S/D 10/04/02

26 93 0 00 26 93 26 93

TOTAL ISSUE

100TH FRACS FMC TECHNOLOGIES

CUSIP# 30249U994

T/D 01/16/02 S/D 01/16/02

9 69 0 00 9 69 9 69

TOTAL ISSUE

TOTAL CASH IN LIEU OF FRACTIONS 0 000 0 00 62 16 62 16

TOTAL COMMON STOCK

576,435 000

22,509 12

17,569,664 76

(2,694,764 47)

TOTAL EQUITIES

576,435 000

22,509 12

17,569,664 76

(2,694,764 47)

14,874,900 29

(2,694,764 47)

COMPTON FOUNDATION
 COMPTON FOUNDATION - METWEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

013369

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FIXED INCOME INVESTMENTS
 CORPORATE BONDS

SALES

BEAR STEARNS COS INC
 7 000 DUE 03/01/07
 CUSIP# 073902AZ1 ISSUED 02/27/97
 BKR UBS WARBURG LLC
 T/D 03/14/02 S/D 03/19/02

TOTAL ISSUE

850,000 000

103 7570

872,729 00

881,934 50

9,205 50

2,975 00

CIT GROUP INC M/T/N SR NTS

4 270 DUE 04/07/03
 CUSIP# 12560PBZ3 ISSUED 04/06/01
 BKR LEHMAN-LBI

T/D 07/19/02 S/D 07/24/02

500,000 000

99 9010

500,000 00

499,507 50

(492 50)

513 33

TOTAL ISSUE

500,000 000

500,000 00

499,507 50

(492.50)

513 33

CWBS INC PASS THRU CTRS

7 750 DUE 04/25/18
 CUSIP# 12669BTS1 ISSUED 08/01/00

T/D 06/25/02 S/D 06/25/02

800,000 000

1810

147,954 72

145,120 34

(2,834 38)

TOTAL ISSUE

800,000 000

147,954 72

145,120 34

(2,834 38)

DELTA AIR LINES INC DEL PASS

7 570 DUE 11/18/10

CUSIP# 247367AP0 ISSUED 11/16/00

DISPOSITIONS

BNY
WESTERN
TRUST
COMPANY
 A DIVISION OF
 THE BANK OF NEW YORK COMPANY, N.C.

013370

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR LEHMAN BROTHERS INC, USA
 T/D 02/13/02 S/D 02/19/02
 ORIGINAL FACE 500,000 000

500,000 000

505,635 00
 514,155 00

8,520 00

9,567 64

FORD MTR CR CO
 7 875 DUE 06/15/10
 CUSIP# 345397ST1 ISSUED 06/14/00
 BKR MORGAN STANLEY & CO
 T/D 03/14/02 S/D 03/19/02

600,000 000

598,116 00
 609,786 00

11,670 00

12,337 50

GENERAL MTRS ACCEP CORP
 7 750 DUE 01/19/10
 CUSIP# 370425RP7 ISSUED 01/19/00
 BKR MORGAN STANLEY & CO
 T/D 03/14/02 S/D 03/19/02

500,000 000

506,890 00
 513,705 00

6,815 00

6,458 33

GREEN TREE FINL CORP
 7 690 DUE 01/15/28
 CUSIP# 393505GY1 ISSUED 11/07/96
 BKR BEAR STEARNS & CO INC
 T/D 08/07/02 S/D 08/12/02

998,822 890

1,055,123 75
 1,064,994 91

9,871 16

5,760 71

998,822 890

1,055,123 75
 1,064,994 91

9,871 16

5,760 71

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
-------------	-------	-------------	--------------------	----------	--------------	-------------	-------------------

RESOLUTION TR CORP MTG PASS
 8 000 DUE 06/25/26
 CUSIP# 76116NVM7 ISSUED 09/01/94
 T/D 11/25/02 S/D 11/25/02
 ORIGINAL FACE 1,244,000 000

TOTAL ISSUE 642,841 170

RESIDENTIAL ACCREDIT LOANS, INC

8 000 DUE 10/25/28
 CUSIP# 76110EYNT7 ISSUED 10/01/98
 T/D 11/25/02 S/D 11/25/02

TOTAL ISSUE 750,000 000

SIMON PPTY GROUP LP
 6 750 DUE 02/09/04
 CUSIP# 828807AA5 ISSUED 02/09/99
 BKR LEHMAN BROTHERS INC, USA
 T/D 09/03/02 S/D 09/04/02

TOTAL ISSUE 600,000 000

WORLD COM INC GA NEW DELHI
 7 500 DUE 05/15/11
 CUSIP# 98157DAJ5 ISSUED 05/16/01
 BKR UBS WARBURG LLC
 T/D 05/02/02 S/D 05/07/02

TOTAL ISSUE 500,000 000

653,762 34

(10,921 16)

653,762 34

(10,921 16)

35,575 01

(133 99)

35,575 01

(133 99)

750,000 000

750,000 000

642,841 170

642,841 170

4 7250

10 0000

598,368 00

24,396 00

598,368 00

24,396 00

600,000 000

600,000 000

435,785 00

(210,785 00)

435,785 00

(210,785 00)

500,000 000

500,000 000

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL SALES

7,741,664.060

5,909,938.82

(154,689.37)

58,341.68

FREE DELIVERS

FEDERAL HOME LN MTC CORP

7 500 DUE 11/15/25
 CUSIP# 313317EM6 ISSUED 07/01/96

T/D 01/15/02 S/D 01/15/02

500,000.000

TOTAL ISSUE

500,000.000

0.00

TOTAL FREE DELIVERS

500,000.000

0.00

TOTAL CORPORATE BONDS

7,741,664.060

5,909,938.82

(154,689.37)

58,341.68

GOVERNMENT BONDS

SALES

U S TREASURY NOTES

7 000 DUE 07/15/06
 CUSIP# 912827Y55 ISSUED 07/15/96

BKR GOLDMAN, SACHS & CO
 T/D 04/05/02 S/D 04/08/02

361,000.000

TOTAL ISSUE

361,000.000

397,635.86

(2,510.08)

5,793.95

U S TREASURY NOTES TRSY INFL INDX
 3 875 DUE 01/15/09
 CUSIP# 9128274Y5 ISSUED 01/15/99

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR BARCLAYS BZWSIFED
 T/D 03/20/02 S/D 03/25/02

171,068 180

180,162 23
 175,916 62

(4,245 61)

1,259 57

ORIGINAL FACE 158,000 000

BKR CREDIT SUISSE FIRST BOSTON
 T/D 03/26/02 S/D 03/27/02

171,068 180

180,162 23
 176,767 21

(3,395 02)

1,296 26

ORIGINAL FACE 158,000 000

TOTAL ISSUE

342,136 360

360,324 46
 352,683 83

(7,640 63)

2,555 83

UNITED STATES TREAS NTS
 5 750 DUE 08/15/10
 CUSIP# 9128276J6 ISSUED 08/15/00
 BKR CREDIT SUISSE FIRST BOSTON
 T/D 03/14/02 S/D 03/18/02

497,000 000
 102 2180

524,581 53
 508,027 19

(16,554 34)

2,447 24

BKR GOLDMAN, SACHS & CO
 T/D 03/20/02 S/D 03/25/02

392,000 000
 102 0620

402,638 85
 400,085 00

(2,553 85)

2,366 08

BKR BEAR STEARNS & CO
 T/D 06/24/02 S/D 06/26/02

195,000 000
 107 3430

203,526 27
 209,320 31

5,794 04

4,057 56

BKR BEAR STEARNS & CO
 T/D 07/31/02 S/D 08/02/02

18,000 000
 109 8630

18,787 04
 19,775 39

988 35

480 33

BKR DEUTSCHE BANK ALEX BROWN INC
 T/D 08/02/02 S/D 08/06/02

124,000 000
 111 3670

129,421 83
 138,095 31

8,673 48

3,387 73

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR DEUTSCHE BANK ALEX BROWN INC	82,000 000	85,585 41	93,060 39	7,474 98	269 06		
T/D 09/03/02 S/D 09/05/02							
BKR GOLDMAN, SACHS & CO	210,000 000	219,182 13	239,482 03	20,299 90	721 88		
T/D 09/05/02 S/D 09/06/02							
BKR DEUTSCHE BANK ALEX BROWN INC	626,000 000	653,371 51	712,172 81	58,801 30	2,445 31		
T/D 09/05/02 S/D 09/09/02							
BKR DEUTSCHE BANK ALEX BROWN INC	135,000 000	140,902 80	155,207 81	14,305 01	759 38		
T/D 09/19/02 S/D 09/20/02							
BKR DEUTSCHE BANK ALEX BROWN INC	126,000 000	144,900 00	142,409 53	(2,490 47)	1,260 00		
T/D 10/16/02 S/D 10/18/02							
BKR DEUTSCHE BANK ALEX BROWN INC	240,000 000	276,000 00	269,615 63	(6,384 37)	2,400 00		
T/D 10/18/02 S/D 10/18/02							
BKR BEAR STEARNS & CO	374,000 000	422,125 00	426,316 17	4,191 17	4,441 25		
T/D 10/29/02 S/D 10/30/02							
BKR GOLDMAN, SACHS & CO	148,000 000	165,409 03	166,338 13	929 10	2,890 62		
T/D 12/16/02 S/D 12/18/02							
BKR DEUTSCHE BANK ALEX BROWN INC	46,000 000	51,410 91	52,021 33	610 42	905 63		
T/D 12/18/02 S/D 12/19/02							

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	GOLDMAN, SACHS & CO	12/19/02	S/D	12/20/02	125,000 000	139,703 57	142,309 57	2,606 00	2,480 47
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BKR	GOLDMAN, SACHS & CO	12/30/02	S/D	12/31/02	113,000 000	126,292 03	130,325 20	4,033 17	2,436 56
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				3,451,000 000		3,703,837 91		100,723 89		33,749 10	
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						3,804,561 80					
BKR	U S TREASURY NOTES	04/05/02	S/D	04/08/02	800,000 000	863,165 33	867,812 50	4,647 17	21,082 87		

BKR	BEAR STEARNS & CO	04/23/02	S/D	04/25/02	97,000 000	104,658 80	105,582 23	923 43	2,858 08		
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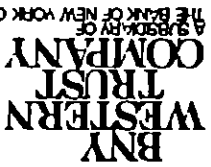
BKR	J P MORGAN SECURITIES	04/25/02	S/D	04/29/02	224,000 000	241,686 29	244,737 50	3,051 21	6,764 09		
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BKR	DRESNER SECS FED	04/26/02	S/D	04/30/02	409,000 000	441,293 27	447,343 75	6,050 48	12,425 35		
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BKR	BEAR STEARNS & CO	04/30/02	S/D	05/01/02	90,000 000	97,106 10	98,223 05	1,116 95	2,750 65		
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BKR	CREDIT SUISSE FIRST BOSTON	05/03/02	S/D	05/07/02	141,000 000	152,132 89	154,461 09	2,328 20	4,464 19		
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DISPOSITIONS



013376

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR	BEAR STEARNS & CO	T/D	05/07/02	S/D	05/09/02	251,000 000	109 6830	270,818 12	275,305 82	4,487 70	8,038 76
BKR	CREDIT SUISSE FIRST BOSTON	T/D	06/28/02	S/D	07/01/02	150,000 000	110 9720	161,843 50	166,458 98	4,615 48	1,269 19
BKR	J P MORGAN SECURITIES	T/D	07/09/02	S/D	07/10/02	227,000 000	111 7530	244,923 16	253,681 37	8,758 21	2,288 51
T/D		07/12/02	S/D	07/18/02		71,000 000		76,605 92	79,802 89	3,196 97	779 70
BKR	CREDIT SUISSE FIRST BOSTON	T/D	07/23/02	S/D	07/25/02	160,000 000	113 6710	172,633 06	181,875 00	9,241 94	2,045 11
BKR	BEAR STEARNS & CO	T/D	07/31/02	S/D	08/02/02	52,000 000	113 7140	56,105 75	59,131 72	3,025 97	739 55
BKR	GOLDMAN, SACHS & CO	T/D	08/21/02	S/D	08/22/02	350,000 000	114 7420	402,718 75	401,597 66	(1,121 09)	6,237 94
BKR	DEUTSCHE BANK ALEX BROWN INC	T/D	09/03/02	S/D	09/05/02	102,000 000		117,363 75	118,212 42	848 67	2,074 99
TOTAL ISSUE						3,124,000 000		3,403,054 69	3,454,225 98	51,171 29	73,818 98

U S TREASURY BONDS
 5 250 DUE 02/15/29
 CUSIP# 912810FC8 ISSUED 02/15/99



0135377

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BKR BEAR STEARNS & CO	I/D	04/03/02	S/D	91 0310	160,000 000	149,124 45	145,650 00	(3,474 45)	1,206 63
BKR LEHMAN-LBI	I/D	05/21/02	S/D	92 1010	266,000 000	247,919 40	244,990 16	(2,929 24)	3,742 00
BKR DEUTSCHE BANK ALEX BROWN INC	I/D	10/29/02	S/D	101 4600	105,000 000	97,862 92	106,533 98	8,671 06	1,138 45
BKR BEAR STEARNS & CO	I/D	10/30/02	S/D		30,000 000	27,960 83	30,309 38	2,348 55	329 55
BKR BEAR STEARNS & CO	I/D	11/26/02	S/D		90,000 000	83,882 50	91,743 75	7,861 25	1,361 01
BKR CREDIT SUISSE FIRST BOSTON	I/D	12/10/02	S/D	102 0780	110,000 000	102,523 06	112,285 94	9,762 88	1,867 46
BKR CHASE SECURITIES, INC	I/D	12/12/02	S/D	102 9060	33,000 000	30,756 92	33,959 06	3,202 14	579 07
TOTAL ISSUE					794,000 000	740,030 08	765,472 27	25,442 19	10,224 17
FED'L HOME LOAN MTCR CORP GRP # M90727						660,096 30	668,865 32	8,769 02	1,612 70
6 000 DUE 05/01/07									
CUSIP# 31282UY17 ISSUED 05/01/02									
BKR LEHMAN-LBI	I/D	08/23/02	S/D	103 6870	645,078 070				
ORIGINAL FACE									700,000 000

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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EHLMC TBA 15YR GOLD SFM 05 50% NOV
 5 500 DUE 11/01/16
 CUSIP# 02R0524B0 ISSUED 11/01/01
 BKR PAIR OFF ONLY SALOMON
 T/D 11/07/02 S/D 11/19/02

180,000 000

184,106 25
 186,131 25

2,025 00

495 00

EHLMC TBA 15YR GOLD SFM 05 50% DEC
 CUSIP# 02R0524C8 ISSUED 12/18/02
 BKR PAIR OFF ONLY SALOMON
 T/D 12/06/02 S/D 12/17/02

370,000 000

194,809 38
 196,471 88

1,662 50

522 50

EHLMC TBA 15YR GOLD SFM 05 50% OCT
 DUE 10/01/17
 CUSIP# 02R0524A2 ISSUED 09/09/02
 BKR PAIR OFF ONLY SALOMON
 T/D 10/15/02 S/D 10/21/02

190,000 000

195,239 84
 195,403 13

163 29

580 56

EHLMC TBA 15YR GOLD SFM 05 50% OCT
 DUE 12/01/17
 CUSIP# 02R0524C8 ISSUED 12/18/02
 BKR PAIR OFF ONLY SALOMON
 T/D 12/06/02 S/D 12/17/02

370,000 000

381,331 25
 381,331 25

381,331 25

904 44

EHLMC TBA 15YR GOLD SFM 05 50% OCT
 DUE 10/01/17
 CUSIP# 02R0524A2 ISSUED 09/09/02
 BKR PAIR OFF ONLY SALOMON
 T/D 10/15/02 S/D 10/21/02

190,000 000

195,239 84
 195,403 13

163 29

580 56

9,647,214 430

10,220,466 02
 10,400,272 49

179,806 47

130,257 23

DISPOSITIONS

013379

BNY
WESTERN
TRUST
COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC.

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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OTHER BONDS

SALES

AT&T CORP RESTR *PP*
 7 300 DUE 11/15/11
 CUSIP# 001957AZ2 ISSUED 11/21/01
 BKR CHASE SECURITIES, INC
 T/D 06/04/02 S/D 06/07/02

TOTAL ISSUE

500,000 000

498,265 00
 465,937 50

(32,327 50)

2,230.56

LEHMAN BROS HLDC
 DUE 03/17/07

CUSIP# 05689JAL2 ISSUED 03/17/97
 T/D 03/18/02 S/D 03/18/02

TOTAL ISSUE

800,000 000

796,000 00
 800,000 00

4,000 00

MERRILL LYNCH MTG INVS INC V/R RESTR
 7 524 DUE 06/25/22

CUSIP# 589929GZ5 ISSUED 04/01/94
 T/D 04/25/02 S/D 05/08/02

TOTAL ISSUE

570,000 000

193,880 27
 194,305 32

425 05

STRUCTURED ASSET SECS CORP V/R RESTR
 8 412 DUE 06/25/30

CUSIP# 86357ZMH3 ISSUED 11/01/96

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D	01/30/02	S/D	27,000 00	27,000 00	27,000 00		
T/D	02/14/02	S/D	71,700 00	71,700 00	71,700 00		
T/D	02/27/02	S/D	512,904 87	512,904 87	512,904 87		
T/D	03/01/02	S/D	32,450 00	32,450 00	32,450 00		
T/D	03/05/02	S/D	131,557 71	131,557 71	131,557 71		
T/D	03/13/02	S/D	654,250 66	654,250 66	654,250 66		
T/D	03/19/02	S/D	1,360,838 60	1,360,838 60	1,360,838 60		
T/D	03/22/02	S/D	30,927 28	30,927 28	30,927 28		
T/D	03/27/02	S/D	96,412 28	96,412 28	96,412 28		
T/D	04/05/02	S/D	217 00	217 00	217 00		
T/D	04/11/02	S/D	9,736 28	9,736 28	9,736 28		
T/D	04/12/02	S/D	100,000 00	100,000 00	100,000 00		

015581

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 04/26/02	S/D	234,840 07		234,840 07	234,840 07		
T/D 04/30/02	S/D	242,393 35		242,393 35	242,393 35		
T/D 05/07/02	S/D	190,065 00		190,065 00	190,065 00		
T/D 05/09/02	S/D	286,655 42		286,655 42	286,655 42		
T/D 05/13/02	S/D	25,000 00		25,000 00	25,000 00		
T/D 05/14/02	S/D	514,230 87		514,230 87	514,230 87		
T/D 05/15/02	S/D	53,895 57		53,895 57	53,895 57		
T/D 05/23/02	S/D	974,827 45		974,827 45	974,827 45		
T/D 05/24/02	S/D	173,503 50		173,503 50	173,503 50		
T/D 05/29/02	S/D	73,850 00		73,850 00	73,850 00		
T/D 05/30/02	S/D	399,469 00		399,469 00	399,469 00		
T/D 06/05/02	S/D	12,676 35		12,676 35	12,676 35		

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D	06/07/02	S/D	06/07/02	31,551 200	31,551 20		
T/D	06/11/02	S/D	06/11/02	17,800 000	17,800 00		
T/D	06/12/02	S/D	06/12/02	71,000 000	71,000 00		
T/D	06/28/02	S/D	06/28/02	928,405 580	928,405 58		
T/D	07/05/02	S/D	07/05/02	79 610	79 61		
T/D	07/11/02	S/D	07/11/02	209,807 150	209,807 15		
T/D	07/12/02	S/D	07/12/02	24,600 000	24,600 00		
T/D	07/15/02	S/D	07/15/02	858,198 330	858,198 33		
T/D	07/17/02	S/D	07/17/02	230,954 090	230,954 09		
T/D	07/29/02	S/D	07/29/02	17,803 850	17,803 85		
T/D	08/05/02	S/D	08/05/02	1,141,594 710	1,141,594 71		
T/D	08/06/02	S/D	08/06/02	192,958 630	192,958 63		

015563

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 08/07/02	S/D	133,000 00		133,000 00	133,000 00		
T/D 08/13/02	S/D	124,900 00		124,900 00	124,900 00		
T/D 08/21/02	S/D	719,673 38		719,673 38	719,673 38		
T/D 08/28/02	S/D	47,000 00		47,000 00	47,000 00		
T/D 08/29/02	S/D	823,898 62		823,898 62	823,898 62		
T/D 09/10/02	S/D	520,007 77		520,007 77	520,007 77		
T/D 09/17/02	S/D	467,573 62		467,573 62	467,573 62		
T/D 09/23/02	S/D	349,591 67		349,591 67	349,591 67		
T/D 09/26/02	S/D	207,069 49		207,069 49	207,069 49		
T/D 10/08/02	S/D	231,699 94		231,699 94	231,699 94		
T/D 10/09/02	S/D	136,570 42		136,570 42	136,570 42		
T/D 10/11/02	S/D	42,000 00		42,000 00	42,000 00		

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D	10/17/02	S/D	66,900 900		66,900 90		
T/D	10/18/02	S/D	23,105 430		23,105 43		
T/D	10/23/02	S/D	313,825 360		313,825 36		
T/D	10/31/02	S/D	1,041,194 780		1,041,194 78		
T/D	11/12/02	S/D	29,944 370		29,944 37		
T/D	11/18/02	S/D	43,000 000		43,000 00		
T/D	11/26/02	S/D	155,709 060		155,709 06		
T/D	11/27/02	S/D	100,770 180		100,770 18		
T/D	12/02/02	S/D	122,523 070		122,523 07		
T/D	12/03/02	S/D	61,638 130		61,638 13		
T/D	12/04/02	S/D	100,000 000		100,000 00		
T/D	12/09/02	S/D	173,907 640		173,907 64		

013385

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

COMPTON FOUNDATION
 COMPTON FOUNDATION - WEIHEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 12/11/02	S/D	828,594 420		828,594 42	828,594 42		
T/D 12/12/02	S/D	44,821 920		44,821 92	44,821 92		
T/D 12/19/02	S/D	356,030 920		356,030 92	356,030 92		
T/D 12/20/02	S/D	55,014 960		55,014 96	55,014 96		
T/D 12/23/02	S/D	64,000 000		64,000 00	64,000 00		
T/D 12/31/02	S/D	226,875 740		226,875 74	226,875 74		
TOTAL ISSUE		18,206,971 380		18,206,971 38	18,206,971 38		
TOTAL SALES		18,206,971 380		18,206,971 38	18,206,971 38		
TOTAL POOLED FUNDS & MUTUAL FUNDS		18,206,971 380		18,206,971 38	18,206,971 38		
COMMERCIAL PAPER							
SALES							
GENERAL ELEC CAP CORP DISC C/P CPDS							
DUE 01/04/02							
CUSIP# 36959JAA45 ISSUED 04/09/01							
T/D 01/04/02	S/D	290,000 000	100 0000	289,689 86	289,689 86		
TOTAL ISSUE		290,000 000		289,689 86	289,689 86		

310 14
 310 14

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBDIVISION OF
 THE BANK OF NEW YORK COMPANY INC.

COMPTON FOUNDATION
 COMPTON FOUNDATION - METWEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

013587

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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GENERAL MTRS ACCEP CORP C/P CPDS
 DUE 10/22/02
 CUSIP# 37042EKNO ISSUED 01/25/02
 T/D 10/22/02 S/D 10/22/02

420,000 000

419,206 67

793 33

COCA COLA CO DISC C/P 3(A) CPDS

DUE 12/26/02
 CUSIP# 19121E1M99 ISSUED 12/11/02
 T/D 12/26/02 S/D 12/26/02

785,000 000

784,594 42

405 58

COCA COLA CO DISC C/P 3(A) CPDS

DUE 11/18/02
 CUSIP# 19121E1J0 ISSUED 10/23/02
 T/D 11/18/02 S/D 11/18/02

200,000 000

199,753 00

247 00

DAIMLER CHRYSLER NO 3 CPDS CPDS

DUE 10/18/02
 CUSIP# 2338E1KJ2 ISSUED 09/13/02
 T/D 10/18/02 S/D 10/18/02

475,000 000

474,190 12

809 88

FORD MTR CR CO CPDS

DUE 10/21/02
 CUSIP# 34539UKM3 ISSUED 08/20/02

475,000 000

474,190 12

809 88

DISPOSITIONS

BNY
 WESTERN
 TRUST
 COMPANY
 A DIVISION OF
 THE BANK OF NEW YORK COMPANY INC.

013568

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 10/21/02 S/D 10/21/02	100,000 000	100,000 000		99,832 08	99,832 08		167 92
TOTAL ISSUE		100,000 000		99,832 08	99,832 08		167 92
FORD MTR CR CO CPDS							
CPDS							
DUE 09/20/02							
CUSIP# 34539JL7 ISSUED 08/21/02							
T/D 09/20/02 S/D 09/20/02	100 0000	194,673 38		194,673 38	194,673 38		326 62
TOTAL ISSUE		195,000 000		194,673 38	194,673 38		326 62

GENERAL ELEC CAP CORP DISC C/P CPDS							
DUE 05/28/02							
CUSIP# 36959JE03 ISSUED 11/26/01							
BKR, MERRILL LYNCH GOVT SECS/M MKTS							
T/D 05/24/02 S/D 05/24/02	150,000 000	149,970 00		149,970 00	149,970 00		
T/D 05/28/02 S/D 05/28/02	100 0000	903,389 36		903,389 36	903,389 36		
TOTAL ISSUE		195,000 000		194,673 38	194,673 38		326 62

GENERAL ELEC CAP CORP DISC C/P CPDS							
DUE 05/28/02							
CUSIP# 36959JE03 ISSUED 11/26/01							
BKR, MERRILL LYNCH GOVT SECS/M MKTS							
T/D 05/24/02 S/D 05/24/02	150,000 000	149,970 00		149,970 00	149,970 00		
T/D 05/28/02 S/D 05/28/02	100 0000	903,389 36		903,389 36	903,389 36		
TOTAL ISSUE		1,055,000,000		1,053,359 36	1,053,359 36		1,610 64

GENERAL ELEC CAP CORP DISC C/P CPDS							
DUE 04/04/02							
CUSIP# 36959JD42 ISSUED 10/02/01							
BKR, MERRILL LYNCH GOVT SECS/M MKTS							
T/D 03/22/02 S/D 03/22/02	250,000 000	249,832 08		249,832 08	249,832 08		
T/D 04/04/02 S/D 04/04/02	260,000 000	259,700 79	100 0000	259,700 79	259,700 79		
TOTAL ISSUE		510,000,000		509,532 87	509,532 87		299 21

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	GAIN/(LOSS)	INTEREST RECEIVED
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GENERAL ELEC CAP CORP DISC C/P CPDS
 DUE 04/25/02
 CUSIP# 36959JDR1 ISSUED 11/26/01
 T/D 04/25/02 S/D 04/25/02

500,000 000 100 0000

499,579 72 499,579 72

420 28

TOTAL ISSUE

500,000 000

499,579 72 499,579 72

420 28

GENERAL ELEC CAP CORP DISC C/P CPDS
 DUE 09/25/02
 CUSIP# 36959JJK5 ISSUED 08/19/02
 T/D 09/25/02 S/D 09/25/02

825,000 000 100 0000

823,898 62 823,898 62

1,101 38

TOTAL ISSUE

825,000 000

823,898 62 823,898 62

1,101 38

GENERAL ELEC CAP CORP DISC C/P CPDS
 DUE 08/22/02
 CUSIP# 36959JHN6 ISSUED 02/26/02
 T/D 08/22/02 S/D 08/22/02

175,000 000 100 0000

174,804 34 174,804 34

195 66

TOTAL ISSUE

175,000 000

174,804 34 174,804 34

195 66

GENERAL ELEC CAP CORP DISC C/P CPDS
 DUE 11/07/02
 CUSIP# 36959JL76 ISSUED 02/12/02
 BKR BANKERS TRUST CO/CP/1PA
 T/D 10/31/02 S/D 10/31/02

420,000 000

419,854 63 419,854 63

609 48

T/D 11/07/02 S/D 11/07/02

440,000 000 100 0000

439,390 52 439,390 52

609 48

TOTAL ISSUE

860,000 000

859,245.15 859,245.15

609 48

DISPOSITIONS

BNY
WESTERN
TRUST
COMPANY
A DIVISION OF
THE BANK OF NEW YORK COMPANY, INC.

0133390

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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GENERAL ELEC CAP CORP DISC C/P CPDS
DUE 07/30/02
CUSIP# 36959JGM7 ISSUED 01/09/02
T/D 07/30/02 S/D 07/30/02

210,000 000

100 0000

209,807 15

209,807 15

TOTAL ISSUE

210,000 000

209,807 15

209,807 15

GENERAL ELEC CAP CORP DISC C/P CPDS
DUE 10/22/02
CUSIP# 36959JKN2 ISSUED 01/25/02
BRK: BANKERS TRUST CO/CP/TPA
T/D 10/09/02 S/D 10/09/02

450,000 000

100 0000

449,712 37

449,712 37

TOTAL ISSUE

905,000 000

903,822 63

903,822 63

GENERAL ELEC CAP CORP DISC C/P CPDS
DUE 06/26/02
CUSIP# 36959JF87 ISSUED 11/28/01
T/D 06/26/02 S/D 06/26/02

400,000 000

100 0000

399,469 00

399,469 00

TOTAL ISSUE

400,000 000

399,469 00

399,469 00

GENERAL ELEC CAP CORP DISC C/P CPDS
DUE 01/24/02
CUSIP# 36959JAG6 ISSUED 10/18/01
T/D 01/24/02 S/D 01/24/02

140,000 000

100 0000

139,863 11

139,863 11

TOTAL ISSUE

140,000 000

139,863 11

139,863 11

COMPTON FOUNDATION
 COMPTON FOUNDATION - MEIWEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
-------------	-------	-------------	--------------------	----------	--------------	-------------	-------------------

GENERAL ELEC CAP CORP DISC C/P CPDS

DUE 03/12/02

CUSIP# 36959JCC5 ISSUED 06/15/01

T/D 03/12/02 S/D 03/12/02

645,000 000

100 0000

644,587 74

644,587 74

644,587 74

412 26

TOTAL ISSUE

GENERAL ELEC CAP CORP DISC C/P

DUE 02/04/02

CUSIP# 36959JB44 ISSUED 11/05/01

T/D 02/04/02 S/D 02/04/02

155,000 000

100 0000

154,852 75

154,852 75

154,852 75

147 25

TOTAL ISSUE

GENERAL MTRS ACCEP CORP C/P CPDS

DUE 09/05/02

CUSIP# 3704ZEJ51 ISSUED 06/10/02

T/D 09/05/02 S/D 09/05/02

335,000 000

100 0000

334,441 67

334,441 67

334,441 67

558 33

TOTAL ISSUE

NATIONAL RURAL UTIL COOP CPDS

DUE 09/18/02

CUSIP# 63743DJJ1 ISSUED 08/09/02

T/D 09/18/02 S/D 09/18/02

425,000 000

100 0000

424,239 96

424,239 96

424,239 96

760 04

TOTAL ISSUE

NATIONAL RURAL UTILS COOP C/P CPDS

DUE 09/24/02

CUSIP# 63743DJG5 ISSUED 08/16/02

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D	09/24/02	S/D	09/24/02	570,000 000	100 0000	569,030 21	569,030 21	569,030 21	569,030 21	969.79
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NATIONAL RURAL UTILS COOP C/P CPDS

DUE 10/24/02

CUSIP# 63743DK03 ISSUED 09/19/02

T/D 10/24/02 S/D 10/24/02

350,000 000 100 0000

349,397 71

602 29

TOTAL ISSUE

350,000 000

349,397 71

602 29

SALOMON SMITH BARNEY DISC C/P CPDS

DUE 05/10/02

CUSIP# 79541EA7 ISSUED 04/24/02

T/D 05/10/02 S/D 05/10/02

235,000 000 100 0000

234,840 07

159 93

TOTAL ISSUE

235,000 000

234,840 07

159 93

SALOMON SMITH BARNEY DISC C/P CPDS

DUE 07/18/02

CUSIP# 79541GJ6 ISSUED 05/17/02

T/D 07/18/02 S/D 07/18/02

230,000 000 100 0000

229,570 28

429 72

TOTAL ISSUE

230,000.000

229,570 28

429 72

SALOMON SMITH BARNEY DISC C/P CPDS

DUE 09/19/02

CUSIP# 79541JK0 ISSUED 08/21/02

COMPTON FOUNDATION
 COMPTON FOUNDATION - WEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

DISPOSITIONS

013393

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D 09/19/02 S/D 09/19/02 370,000 000 100 0000 369,502 14 369,502 14 497 86

TOTAL ISSUE 370,000 000 369,502 14 497 86

TOTAL SALES 11,360,000 000 11,345,784 01 13,585 07

TOTAL COMMERCIAL PAPER 11,360,000 000 11,345,784 01 13,585 07

U S AGENCIES

SALES

FEDERAL HOME LN MTG CORP DISC NTS

DUE 08/20/02

CUSIP# 313397C66 ISSUED 08/20/01

T/D 08/20/02 S/D 08/20/02

1,000,000 000 100 0000

998,280 00

1,720 00

TOTAL ISSUE

1,000,000 000

998,280 00

1,720 00

FEDERAL HOME LOAN BANK DISCOUNT

DUE 10/18/02

CUSIP# 313385K96

BKR FIRST TENN MEMPHIS (1010)

T/D 10/08/02 S/D 10/08/02

350,000 000

349,591 67

245 00

TOTAL ISSUE

350,000 000

349,591 67

245 00

FEDERAL NATL MTGE ASSN DISCOUNT NT

DUE 10/07/02

CUSIP# 313589J61 ISSUED 10/12/01

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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T/D	10/07/02	S/D	100 0000	625,000 000	624,031 77	968 23	968 23
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FEDERAL NATL MTGE ASSN DISCOUNT NT

DUE 10/28/02

CUSIP# 313589M34 ISSUED 10/28/01

BKR LEHMAN-LBI

T/D 10/17/01 S/D 10/17/02

100,000 000

99,947 14

968 23

BKR LEHMAN-LBI

T/D 10/21/02 S/D 10/21/02

100,000 000

99,966 75

968 23

T/D 10/28/02 S/D 10/28/02

100 0000

369,181 71

818 29

TOTAL ISSUE

570,000 000

569,095 60

818 29

FEDERAL NATL MTGE ASSN DISCOUNT NT

DUE 11/25/02

CUSIP# 313589Q71 ISSUED 11/30/01

T/D 11/25/02 S/D 11/25/02

100 0000

194,708 80

291 20

TOTAL ISSUE

195,000 000

194,708 80

291 20

FEDERAL NATL MTGE ASSN DISCOUNT NT

DUE 05/21/02

CUSIP# 313589XB4 ISSUED 05/21/01

T/D 05/21/02 S/D 05/21/02

100 0000

489,511 22

488 78

TOTAL ISSUE

490,000 000

489,511 22

488 78

DISPOSITIONS

DESCRIPTION	UNITS	GROSS PRICE	COMMISSIONS & FEES	NET COST	NET PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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TOTAL SALES	3,230,000 000	3,225,219 06	(98)	4,531 50			
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TOTAL U S AGENCIES	3,230,000 000	3,225,219 06	(98)	4,531 50			
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TOTAL SHORT TERM INVESTMENTS	32,796,971 380	32,777,974 45	(98)	18,116 57			
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ACCOUNT TOTAL DISPOSITIONS	52,178,584 150	50,520,908 08	(4,435 57)	209,810 40			
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50,516,472 51

COMPTON FOUNDATION
 COMPTON FOUNDATION - METWEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

PAYDOWNS & PAYUPS

BNY
 WESTERN
 TRUST
 COMPANY
 A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY INC

013396

DESCRIPTION	PRIOR/CURRENT RECORD/ FACTOR	PAYABLE DT	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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PAYDOWNS

FIXED INCOME INVESTMENTS
 CORPORATE BONDS

BEAR STEARNS MTG SECS INC	31916998 12/31/01	23614354 01/25/02	383,003 98	283,372 25	104,160 89	99,631 73	(4,529 16)	2,233 82
BEAR STEARNS MTG SECS INC	23614354 01/31/02	16219713 02/26/02	283,372 25	194,636 56	92,769 52	88,735 69	(4,033 83)	1,685 18
BEAR STEARNS MTG SECS INC	16219713 02/28/02	14650858 03/25/02	194,636 56	175,810 30	19,682 08	18,826 26	(855 82)	1,156 10
BEAR STEARNS MTG SECS INC	14650858 03/31/02	13608467 04/25/02	175,810 29	163,301 60	13,077 32	12,508 69	(568 63)	1,033 76
BEAR STEARNS MTG SECS INC	13608468 04/30/02	12557113 05/28/02	163,301 61	150,685 36	13,189 77	12,616 25	(573 52)	947 42
BEAR STEARNS MTG SECS INC	12557113 06/30/02	10429388 07/25/02	150,685 35	125,152 66	26,693 38	25,532 69	(1,160 69)	887 00
BEAR STEARNS MTG SECS INC	10429389 07/31/02	09316481 08/26/02	125,152 67	111,797 77	11,596 23	13,354 90	1,758 67	750 77
BEAR STEARNS MTG SECS INC	09316481 08/31/02	08199262 09/25/02	111,797 77	98,391 14	14,299 78	13,406 63	(893 15)	666 19

PAYDOWNS & PAYUPS

0135397

BNY
 WESTERN
 TRUST
 COMPANY
 A Subsidiary of
 THE BANK OF NEW YORK COMPANY INC

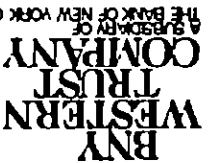
DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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BEAR STEARNS MTG SECS INC 7 200 DUE 07/25/24 CUSIP# 073914HM6 07/01/93	08199262 09/30/02	98,391 14	14,351 14	13,454 78	(896 36)	575 02
BEAR STEARNS MTG SECS INC 7 200 DUE 07/25/24 CUSIP# 073914HM6 07/01/93	07078030 10/31/02	84,936 36	14,398 82	13,499 48	(899 34)	486 32
BEAR STEARNS MTG SECS INC 7 200 DUE 07/25/24 CUSIP# 073914HM6 07/01/93	05953073 11/25/02	71,436 88				
BEAR STEARNS MTG SECS INC 7 200 DUE 07/25/24 CUSIP# 073914HM6 07/01/93	05953073 11/30/02	71,436 88	43,222 70	40,523 04	(2,699 66)	402 16
BEAR STEARNS MTG SECS INC 7 200 DUE 04/25/18 CUSIP# 12669BTSI 08/01/00	1 00000000 03/04/02	118,442 29	120,755 62	118,442 29	(2,313 33)	
BEAR STEARNS MTG SECS INC 7 200 DUE 04/25/18 CUSIP# 12669BTSI 08/01/00	85194713 02/28/02	681,557 70	171,346 37	168,063 87	(3,282 50)	4,401 73
BEAR STEARNS MTG SECS INC 7 200 DUE 04/25/18 CUSIP# 12669BTSI 08/01/00	64186729 03/31/02	513,493 83	228,396 61	224,021 20	(4,375 41)	3,316 31
BEAR STEARNS MTG SECS INC 7 200 DUE 04/25/18 CUSIP# 12669BTSI 08/01/00	36184079 04/25/02	289,472 63				
BEAR STEARNS MTG SECS INC 7 200 DUE 04/25/18 CUSIP# 12669BTSI 08/01/00	36184080 04/30/02	289,472 64	147,171 68	144,352 30	(2,819 38)	1,869 51
BEAR STEARNS MTG SECS INC 7 200 DUE 04/25/18 CUSIP# 12669BTSI 08/01/00	18140043 05/28/02	145,120 34				
CHASE MTC FIN TR 7 250 DUE 02/25/30 CUSIP# 1616ZTSA5 01/01/00	1 00000000	189,212 82	172,908 00	189,212 82	16,304 82	
CHASE MTC FIN TR 7 250 DUE 02/25/30 CUSIP# 1616ZTSA5 01/01/00	81078718 11/30/02	810,787 18	202,615 43	221,721 59	19,106 16	4,785 74
CHASE MTC FIN TR 7 250 DUE 02/25/30 CUSIP# 1616ZTSA5 01/01/00	58906559 12/26/02	589,065 59				

PAYDOWNS & PAYUPS

DESCRIPTION	PRIOR/CURRENT RECORD/ AMORTIZED FACE	PRIOR/CURRENT PAYABLE DT	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FEDERAL HOME LN MTG CORP 7 500 DUE 11/15/25 CUSIP# 313377EM6 07/01/96	21697272 12/31/01	00000002 01/15/02	108,486 36	108,757 56	108,486 35	(271 21)	678 04
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	59107300 12/31/01	56392104 01/11/02	295,536 50	12,825 08	13,575 98	750 90	1,852 03
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	56392106 01/31/02	53849622 02/12/02	281,960 53	12,009 28	12,712 42	703 14	1,766 96
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	53849622 02/28/02	53849622 02/12/02	269,248 11	11,556 81	12,233 46	676 65	1,687 29
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	51402930 03/11/02	51402930 03/11/02	257,014 65	10,063 85	10,653 09	589 24	1,610 63
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	51402930 03/31/02	49272312 04/11/02	257,014 65	9,266 52	9,809 07	542 55	1,543 87
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	49272310 04/30/02	47310496 05/10/02	246,361 55	9,266 52	9,809 07	542 55	1,543 87
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	47310498 05/31/02	45511190 06/10/02	236,552 49	8,498 93	8,996 54	497 61	1,482 40
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	45511192 06/30/02	43850582 07/10/02	227,555 96	7,843 80	8,303 05	459 25	1,426 02
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	43850582 07/31/02	42072564 08/12/02	219,252 91	8,398 37	8,890 09	491 72	1,373 99
FIRSTPLUS HOME LN OWNER TR 7 520 DUE 11/10/23 CUSIP# 337925CB5 09/01/97	42072566 08/31/02	40041890 09/10/02	210,362 83	9,591 78	10,153 38	561 60	1,318 28



PAYDOWNS & PAYUPS

015599



A SUBSIDIARY OF
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FIRSTPLUS HOME LN OWNER TR	40041892 09/30/02	200,209 46	7,491 72	7,930 36	438 64	1,254 65
CUSIP# 337925CB5 09/01/97	38455820 10/10/02	192,279 10				
7 520 DUE 11/10/23						
FIRSTPLUS HOME LN OWNER TR	38455820 10/31/02	192,279 10	7,757 77	8,550 68	792 91	1,204 95
CUSIP# 337925CB5 09/01/97	36745684 11/12/02	183,728 42				
7 520 DUE 11/10/23						
FIRSTPLUS HOME LN OWNER TR	36745684 11/30/02	183,728 42	7,241 01	7,650 87	409 86	1,151 37
CUSIP# 337925CB5 09/01/97	35215510 12/10/02	176,077 55				
7 520 DUE 11/10/23						
FIRST ALLIANCE MTG TR	12057551 12/31/01	241,151 02	6,209 59	6,078 52	(131 07)	1,572 50
CUSIP# 318461ALO 08/01/94	11753625 01/25/02	235,072 50				
7 825 DUE 10/25/25						
FIRST ALLIANCE MTG TR	11753624 01/31/02	235,072 48	9,834 07	9,626 50	(207 57)	1,532 86
CUSIP# 318461ALO 08/01/94	11272299 02/26/02	225,445 98				
7 825 DUE 10/25/25						
FIRST ALLIANCE MTG TR	11272299 02/28/02	225,445 98	5,839 00	5,715 76	(123 24)	1,470 10
CUSIP# 318461ALO 08/01/94	10986511 03/25/02	219,730 22				
7 825 DUE 10/25/25						
FIRST ALLIANCE MTG TR	10986511 03/31/02	219,730 22	16,975 40	16,617 10	(358 30)	1,432 82
CUSIP# 318461ALO 08/01/94	10155656 04/25/02	203,113 12				
7 825 DUE 10/25/25						
FIRST ALLIANCE MTG TR	10155657 04/30/02	203,113 14	7,816 85	7,651 86	(164 99)	1,324 46
CUSIP# 318461ALO 08/01/94	09773064 05/28/02	195,461 28				
7 825 DUE 10/25/25						
FIRST ALLIANCE MTG TR	09773064 05/31/02	195,461 28	1,778 66	1,741 12	(37 54)	1,274 58
CUSIP# 318461ALO 08/01/94	09686008 06/25/02	193,720 16				
7 825 DUE 10/25/25						
FIRST ALLIANCE MTG TR	09686008 06/30/02	193,720 16	1,883 74	1,843 98	(39 76)	1,263 22
CUSIP# 318461ALO 08/01/94	09593809 07/25/02	191,876 18				
7 825 DUE 10/25/25						

PAYDOWNS & PAYUPS

DESCRIPTION	FACTOR	RECORD/ PAYABLE DT	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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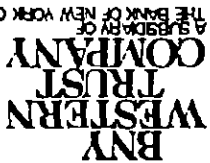
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09593809 07/31/02	191,876 18	471 02	461 08	1,251 20
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09570755 08/26/02	191,415 10			
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09570755 08/31/02	191,415 10	516 60	505 70	1,248 18
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09545470 09/25/02	190,909 40			
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09545470 09/30/02	190,909 40	5,574 68	5,457 02	1,244 88
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09272619 10/25/02	185,452 38			
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09272619 10/30/02	185,452 38	4,627 68	4,530 00	1,209 30
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09046119 11/25/02	180,922 38			
FIRST ALLIANCE MTC TR	7 825 DUE 10/25/25	CUSIP# 31846LALO 08/01/94	09046120 11/30/02	180,922 40	4,060 53	3,974 82	1,179 76
GREEN TREE FINL CORP	7 690 DUE 01/15/28	CUSIP# 393505QY1 11/07/96	99948878 01/14/02	999,488 78	282 31	267 25	6,405 06
GREEN TREE FINL CORP	7 690 DUE 01/15/28	CUSIP# 393505QY1 11/07/96	99922153 01/15/02	999,221 53			
GREEN TREE FINL CORP	7 690 DUE 01/15/28	CUSIP# 393505QY1 11/07/96	99922153 07/14/02	999,221 53	421 11	398 64	6,403 34
MID-STATE TR VI	7 790 DUE 07/01/35	CUSIP# 59549NADS 04/01/97	99882289 07/15/02	998,822 89			
MID-STATE TR VI	7 790 DUE 07/01/35	CUSIP# 59549NADS 04/01/97	65155595 12/15/01	716,711 55	15,882 23	15,889 68	13,957 96
MID-STATE TR VI	7 790 DUE 07/01/35	CUSIP# 59549NADS 04/01/97	63711079 01/03/02	700,821 87			
MID-STATE TR VI	7 790 DUE 07/01/35	CUSIP# 59549NADS 04/01/97	63711079 03/15/02	700,821 87	20,065 49	20,074 90	13,648 50

PAYDOWNS & PAYUPS

013601

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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MID-STATE TR VI 7 790 DUE 07/01/35 ORIG 1,100,000 00 AMRT CUSIP# 59549NAD5 04/01/97	61886088 06/15/02	680,746 97	20,716 72	20,726 44	9 72	13,257 54
MID-STATE TR VI 7 790 DUE 07/01/35 ORIG 1,100,000 00 AMRT CUSIP# 59549NAD5 04/01/97	60001866 07/01/02	660,020 53				
MID-STATE TR VI 7 790 DUE 07/01/35 ORIG 1,100,000 00 AMRT CUSIP# 59549NAD5 04/01/97	6001865 09/15/02	660,020 52	16,001 28	16,008 78	7 50	12,853 90
MID-STATE TR VI 7 790 DUE 07/01/35 ORIG 1,100,000 00 AMRT CUSIP# 59549NAD5 04/01/97	58546522 10/01/02	644,011 74				
RESIDENTIAL FDJ MTC SECS I INC 6 250 DUE 03/25/14 CUSIP# 7609726P9 02/01/99	10/31/02	359,845 56	38,572 12	37,482 78	(1,089 34)	1,812 93
RESIDENTIAL FDJ MTC SECS I INC 6 250 DUE 03/25/14 CUSIP# 7609726P9 02/01/99	11/30/02	322,362 78	40,647 86	39,499 89	(1,147 97)	1,621 47
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	54440971 12/31/01	677,245 68	3,728 85	3,666 65	(62 20)	4,514 97
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	54146224 01/28/02	673,579 03				
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	54146223 01/31/02	673,579 02	3,622 50	3,562 08	(60 42)	4,490 53
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	53859883 02/27/02	670,016 94				
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	53859884 02/28/02	670,016 96	3,602 21	3,542 13	(60 08)	4,466 78
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	53575147 03/26/02	666,474 83				
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	53575147 03/26/02	666,474 83	3,453 11	3,395 51	(57 60)	4,443 17
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	53302196 04/26/02	663,079 32				
RESOLUTION TR CORP MTC PASS 8 000 DUE 06/25/26 CUSIP# 76116NWM7 09/01/94	53302195 04/30/02	663,079 31	3,393 28	3,353 77	(39 51)	4,420 53



PAYDOWNS & PAYUPS

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	53032600 05/31/02	659,725 55	3,372 31	3,315 98	(56 33)	4,398 17
RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	52766043 06/26/02	656,409 57				
RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	52766042 06/30/02	656,409 56	3,579 88	3,520 08	(59 80)	4,376 07
RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	52483076 07/31/02	652,889 47	3,438 90	3,381 45	(57 45)	4,352 59
RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	52212556 08/31/02	649,508 02	3,385 27	3,328 72	(56 55)	4,330 05
RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	51943674 09/26/02	646,179 30				
RESOLUTION TR CORP MTG PASS 8 000 DUE 06/25/26 CUSIP# 76116NVM7 09/01/94	51943674 09/30/02	646,179 30	3,394 83	3,338 12	(56 71)	4,307 86
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	51345868 12/31/01	385,094 01	47,368 67	47,190 31	(178 36)	2,541 42
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	45053827 01/25/02	337,903 70				
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	45053827 01/31/02	337,903 70	40,370 59	40,218 58	(152 01)	2,244 13
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	39691349 02/25/02	297,685 12				
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	39691349 02/28/02	297,685 12	35,988 53	35,853 02	(135 51)	1,977 99
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	34910948 03/31/02	261,832 11	36,341 48	36,204 64	(136 84)	1,738 40
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	30083663 04/25/02	225,627 47				
RESIDENTIAL ACCREDIT LOANS, INC 8 000 DUE 10/25/28 CUSIP# 76110RYN7 10/01/98	30083661 04/30/02	225,627 46	39,427 03	39,278 57	(148 46)	1,488 11

PAYDOWNS & PAYUPS

013603



A subsidiary of
 THE BANK OF NEW YORK COMPANY, INC.

DESCRIPTION	PRIOR/CURRENT RECORD/ FACTOR	PAYABLE DT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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RESIDENTIAL ACCREDIT LOANS, INC	24846520	05/31/02	186,348 90	32,719 35	32,596 15	(123 20)	1,232 51
8 000 DUE 10/25/28	20500367	06/25/02	153,752 75				
CUSIP# 76110EY7 10/01/98							

RESIDENTIAL ACCREDIT LOANS, INC	20500365	06/30/02	153,752 74	28,136 76	28,030 82	(105 94)	1,022 64
8 000 DUE 10/25/28	16762923	07/25/02	125,721 92				
CUSIP# 76110EY7 10/01/98							

RESIDENTIAL ACCREDIT LOANS, INC	16762924	07/31/02	125,721 93	27,953 55	27,848 29	(105 26)	837 12
8 000 DUE 10/25/28	13049819	08/26/02	97,873 64				
CUSIP# 76110EY7 10/01/98							

RESIDENTIAL ACCREDIT LOANS, INC	13049819	08/31/02	97,873 64	30,820 57	30,704 52	(116 05)	649 47
8 000 DUE 10/25/28	08955883	09/25/02	67,169 12				
CUSIP# 76110EY7 10/01/98							

RESIDENTIAL ACCREDIT LOANS, INC	08955883	09/30/02	67,169 12	31,847 97	31,728 06	(119 91)	443 35
8 000 DUE 10/25/28	04725475	10/25/02	35,441 06				
CUSIP# 76110EY7 10/01/98							

RESIDENTIAL ASSET MTG PRODS	10/31/02	499,000 00	3,391 42	3,298 65	(92 77)	2,709 92
6 640 DUE 07/25/28	99338948	11/25/02	495,701 35			
CUSIP# 760985CV1 05/01/01						

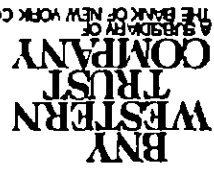
RESIDENTIAL ASSET MTG PRODS	11/30/02	495,701 35	54,161 34	52,679 72	(1,481 62)	2,772 13
6 640 DUE 07/25/28	88781890	12/26/02	443,021 63			
CUSIP# 760985CV1 05/01/01						

WELLS FARGO MTG BACKED SECS	11/30/02	500,000 00	112,410 00	110,953 73	(1,456 27)	2,458 30
5 899 DUE 02/25/32	77809254	12/26/02	389,046 27			
CUSIP# 94978NAC4 02/01/02						

TOTAL CORPORATE BONDS
 GOVERNMENT BONDS

2,406,023 16 2,411,390.92 5,367 76 195,728 28

PAYDOWNS & PAYUPS



A SUBSIDIARY OF THE BANK OF NEW YORK COMPANY INC.

013406

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FEDERAL HOME LN MTG CORP REMIC TR	06/30/02	683,885 52	19,528 68	19,116 48	(412 20)	3,419 42
6 000 DUE 09/15/28	55397420 07/15/02	664,769 04				
CUSIP# 3133TRAU9 01/01/01						
FEDERAL HOME LN MTG CORP REMIC TR	07/31/02	664,769 04	26,413 81	25,856 28	(557 53)	3,323 84
6 000 DUE 09/15/28	53242730 08/15/02	638,912 76				
CUSIP# 3133TRAU9 01/01/01						
FEDERAL HOME LN MTG CORP REMIC TR	08/31/02	638,912 76	33,974 02	33,256 92	(717 10)	3,194 57
6 000 DUE 09/15/28	50471320 09/16/02	605,655 84				
CUSIP# 3133TRAU9 01/01/01						
FEDERAL HOME LN MTG CORP REMIC TR	09/30/02	605,655 84	43,940 75	43,013 28	(927 47)	3,028 28
6 000 DUE 09/15/28	46868880 10/15/02	562,642 56				
CUSIP# 3133TRAU9 01/01/01						
FEDERAL HOME LN MTG CORP REMIC TR	10/31/02	562,642 56	62,589 13	61,268 04	(1,321 09)	2,813 21
6 000 DUE 09/15/28	41781210 11/15/02	501,374 52				
CUSIP# 3133TRAU9 01/01/01						
FEDERAL HOME LN MTG CORP REMIC TR	11/30/02	501,374 52	61,717 90	60,415 20	(1,302 70)	2,506 87
6 000 DUE 09/15/28	36746610 12/16/02	440,959 32				
CUSIP# 3133TRAU9 01/01/01						
FEDERAL HOME LN MTG CORP REMIC TR	09/30/02	487,156 10	52,519 72	51,403 30	(1,116 42)	2,476 38
6 100 DUE 02/15/29	87150560 10/15/02	435,752 80				
CUSIP# 31392U6X7 08/01/02						
FEDERAL HOME LN MTG CORP REMIC TR	10/31/02	435,752 80	65,412 73	64,022 25	(1,390 48)	2,215 08
6 100 DUE 02/15/29	74346110 11/15/02	371,730 55				
CUSIP# 31392U6X7 08/01/02						

PAYDOWNS & PAYUPS

0135405

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FEDERAL HOME LN MTG CORP REMIC TR	11/30/02	371,730 55	57,101 92	55,888 10	(1,213 82)	1,889 63
ORIG 500,000 00 AMRT		315,842 45				
CUSIP# 31392U6X7 08/01/02						

FEDERAL NATL MTG ASSN GTD	12/31/01	122,221 27	10,218 33	10,156 46	(61 87)	712 96
7 000 DUE 03/18/26		112,064 81				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						

FEDERAL NATL MTG ASSN GTD	01/31/02	112,064 81	11,577 00	11,506 90	(70 10)	653 71
7 000 DUE 03/18/26		100,557 91				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						

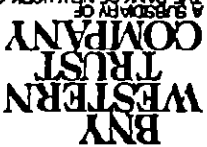
FEDERAL NATL MTG ASSN GTD	02/28/02	100,557 91	9,727 02	9,668 13	(58 89)	586 59
7 000 DUE 03/18/26		90,889 78				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						

FEDERAL NATL MTG ASSN GTD	03/31/02	90,889 78	9,339 57	9,283 02	(56 55)	530 19
7 000 DUE 03/18/26		81,606 76				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						

FEDERAL NATL MTG ASSN GTD	04/30/02	81,606 76	7,987 02	7,938 66	(48 36)	476 04
7 000 DUE 03/18/26		73,668 10				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						

FEDERAL NATL MTG ASSN GTD	05/31/02	73,668 10	8,054 07	8,005 31	(48 76)	429 73
7 000 DUE 03/18/26		65,662 79				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						

FEDERAL NATL MTG ASSN GTD	06/30/02	65,662 79	6,914 62	6,872 75	(41 87)	383 03
7 000 DUE 03/18/26		58,790 04				
ORIG 1,000,000 00 AMRT						
CUSIP# 31359GCL6 07/01/97						



PAYDOWNS & PAYUPS

DESCRIPTION	FACTOR	RECORD/ PRIOR/CURRENT	AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FEDERAL NATL MTG ASSN GTD 7 000 DUE 03/18/26 ORIG 1,000,000 00 AMRT CUSIP# 31359QCL6 07/01/97	52,826 45	05282645 08/19/02	52,826 45	58,790 04	5,999 92	5,963 59	342 94
FEDERAL NATL MTG ASSN GTD 7 000 DUE 03/18/26 ORIG 1,000,000 00 AMRT CUSIP# 31359QCL6 07/01/97	47,676 20	04767620 09/18/02	47,676 20	5,181 62	5,150 25	(31 37)	308 15
FEDERAL NATL MTG ASSN GTD 7 000 DUE 03/18/26 ORIG 1,000,000 00 AMRT CUSIP# 31359QCL6 07/01/97	42,155 57	04215557 10/18/02	42,155 57	5,554 26	5,520 63	(33 63)	278 11
FEDERAL NATL MTG ASSN GTD 7 000 DUE 03/18/26 ORIG 1,000,000 00 AMRT CUSIP# 31359QCL6 07/01/97	36,796 78	03679678 11/18/02	36,796 78	5,391 43	5,358 79	(32 64)	245 91
FEDERAL NATL MTG ASSN GTD 7 000 DUE 03/18/26 ORIG 1,000,000 00 AMRT CUSIP# 31359QCL6 07/01/97	31,687 83	03168783 12/18/02	31,687 83	5,140 07	5,108 95	(31 12)	214 65
FEDERAL HOME LN MTG CORP 2 570 DUE 12/25/32 ORIG 400,000 00 AMRT CUSIP# 31392VXE7 10/01/02	400,000 00	94156940 12/23/02	394,176 34	5,823.33	5,823 66	33	856 67
FEDERAL HOME LN MTG CORP 2 570 DUE 12/25/32 ORIG 400,000 00 AMRT CUSIP# 31392VXE7 10/01/02	376,627 76	94156940 12/26/02	376,627 76	17,547 59	17,548 57	98	844 20
FED'L HOME LOAN MTGE CORP GRP #M90727 6 000 DUE 05/01/07 ORIG 700,000 00 AMRT CUSIP# 31282UXX7 05/01/02	700,000 00	99907860 06/17/02	699,355 02	660 00	644.98	(15 02)	3,500 00

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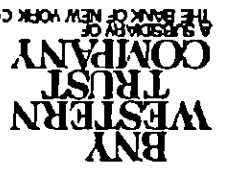
DESCRIPTION	PRIOR/CURRENT RECORD/ FACTOR	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FED'L HOME LOAN MTCG CORP GRP #M90727	06/30/02	699,355 02	13,547 82	13,239 59	(308 23)	3,496 78
ORIG 6 000 DUE 05/01/07		686,115 43				
CUSIP# 31282UYY7 05/01/02						
FED'L HOME LOAN MTCG CORP GRP #M90727	07/31/02	686,115 43	16,822 30	16,439 57	(382 73)	3,430 58
ORIG 700,000 00 AMRT		669,675 86				
CUSIP# 31282UYY7 05/01/02						
FED'L HOME LOAN MTCG CORP GRP #M90727	08/31/02	669,675 86	25,170 46	24,597 79	(572 67)	3,348 38
ORIG 6 000 DUE 05/01/07		645,078 07				
CUSIP# 31282UYY7 05/01/02						
FED'L HOME LOAN MTCG CORP GRP #P50019	09/30/02	217,021 72	12,901 15	12,375 20	(525 95)	1,265 96
ORIG 400,000 00 AMRT		204,646 52				
CUSIP# 31288LAU5 08/01/99						
FED'L HOME LOAN MTCG CORP GRP #P50019	10/31/02	204,646 52	14,452 55	13,863 36	(589 19)	1,193 77
ORIG 400,000 00 AMRT		190,783 16				
CUSIP# 31288LAU5 08/01/99						
FED'L HOME LOAN MTCG CORP GRP #P50019	11/30/02	190,783 16	11,660 70	11,185 32	(475 38)	1,112 90
ORIG 400,000 00 AMRT		179,597 84				
CUSIP# 31288LAU5 08/01/99						
FED'L HOME LOAN MTCG CORP GRP #P50019	05/31/02	500,000 00	418 13	418 13		2,355 42
ORIG 5 654 DUE 05/01/32		499,581 87				
CUSIP# 31390HUH6 05/01/02						
FEDERAL NAT'L MTCG ASSN POOL #646884	06/30/02	499,581 87	712 54	708 33	(4 21)	2,353 45
ORIG 500,000 00 AMRT		498,873 54				
CUSIP# 31390HUH6 05/01/02						

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013408

DESCRIPTION	FACTOR	RECORD/ PAYABLE DT	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FEDERAL NAT'L MTGE ASSN POOL #646884	5 654 DUE 05/01/32	07/31/02	498,873 55	498,221 54	655 88	652 01	2,352 60
	ORIG 500,000 00 AMRT	99644308 08/26/02				(3 87)	
	CUSIP# 31390HH6 05/01/02						
FEDERAL NAT'L MTGE ASSN POOL #646884	5 654 DUE 05/01/32	08/31/02	498,221 54	495,467 37	2,770 54	2,754 17	2,349 95
	ORIG 500,000 00 AMRT	99093474 09/25/02				(16 37)	
	CUSIP# 31390HH6 05/01/02						
FEDERAL NAT'L MTGE ASSN POOL #646884	5 654 DUE 05/01/32	09/30/02	495,467 38	494,842 53	628 56	624 85	2,334 06
	ORIG 500,000 00 AMRT	98968506 10/25/02				(3 71)	
	CUSIP# 31390HH6 05/01/02						
FEDERAL NAT'L MTGE ASSN POOL #646884	5 654 DUE 05/01/32	10/31/02	494,842 53	494,103 42	743 50	739 11	2,331 12
	ORIG 500,000 00 AMRT	98820684 11/25/02				(4 39)	
	CUSIP# 31390HH6 05/01/02						
FEDERAL NAT'L MTGE ASSN POOL #646884	5 654 DUE 05/01/32	11/30/02	494,103 43	483,859 92	10,304 38	10,243 51	2,328 05
	ORIG 500,000 00 AMRT	96771984 12/26/02				(60 87)	
	CUSIP# 31390HH6 05/01/02						
TOTAL GOVERNMENT BONDS			649,103.02	636,631.44		(12,471.58)	65,483 18
OTHER BONDS							
FIRSTCITY CAP HOME EQUITY LN	6 720 DUE 06/25/28	89303473	25,439 18	25,272 23		25,439 18	166 95
	ORIG 650,000 00 AMRT	54654700 02/08/02					
	CUSIP# 33763NAG2 06/01/98						
FIRSTCITY CAP HOME EQUITY LN	6 720 DUE 06/25/28	85389755 01/31/02	555,033 41	536,402 95	18,508 20	18,630 46	3,108 18
	ORIG 650,000 00 AMRT	82523531 02/26/02					
	CUSIP# 33763NAG2 06/01/98						

COMPTON FOUNDATION
COMPTON FOUNDATION - METWEST

ACCOUNT NUMBER
ANNUAL REPORT / TRADE DATE BASIS
JANUARY 01, 2002 - DECEMBER 31, 2002

PAYDOWNS & PAYUPS

DESCRIPTION	FACTOR	RECORD/ PRIOR/CURRENT	PAYABLE DT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FIRSTICITY CAP HOME EQUITY LN	82523531	02/28/02	536,402 95	15,351 98	15,453 39	101 41	3,003 86
6 720 DUE 06/25/28	80146086	03/25/02	520,949 56				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	80146086	03/31/02	520,949 56	20,705 09	20,841 87	136 78	2,917 32
6 720 DUE 06/25/28	76939645	04/25/02	500,107 69				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	76939645	04/30/02	500,107 69	14,974 92	15,073 84	98 92	2,800 60
6 720 DUE 06/25/28	74620592	05/28/02	485,033 85				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	74620592	05/31/02	485,033 85	26,273 41	26,446 97	173 56	2,716 19
6 720 DUE 06/25/28	70551828	06/25/02	458,586 88				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	70551828	06/30/02	458,586 88	21,400 88	21,542 25	141 37	2,568 09
6 720 DUE 06/25/28	67237635	07/25/02	437,044 63				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	67237635	07/31/02	437,044 63	19,348 87	19,476 69	127 82	2,447 45
6 720 DUE 06/25/28	64241222	08/26/02	417,567 94				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	64241222	08/31/02	417,567 94	8,677 75	8,735 07	57 32	2,338 38
6 720 DUE 06/25/28	62897365	09/25/02	408,832 87				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							
FIRSTICITY CAP HOME EQUITY LN	62897365	09/30/02	408,832 87	17,658 70	17,775 35	116 65	2,289 46
6 720 DUE 06/25/28	60162695	10/25/02	391,057 52				
ORIG 650,000 00 AMRT							
CUSIP# 33763NAG2 06/01/98							

013409

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PAYDOWNS & PAYUPS

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DI	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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FIRSTCITY CAP HOME EQUITY LN 6 720 DUE 06/25/28 ORIG 650,000 00 AMRT CUSIP# 33763NAG2 06/01/98	58285378 11/30/02	378,854 96	23,444 54	23,599 41	154 87	2,121 59
FIRSTCITY CAP HOME EQUITY LN 6 720 DUE 06/25/28 ORIG 650,000 00 AMRT CUSIP# 33763NAG2 06/01/98	60162694 10/31/02	391,057 51	12,122 47	12,202 55	80 08	2,189 92
FIRSTCITY CAP HOME EQUITY LN 6 720 DUE 06/25/28 ORIG 650,000 00 AMRT CUSIP# 33763NAG2 06/01/98	58285378 11/30/02	378,854 96	23,444 54	23,599 41	154 87	2,121 59
MERRILL LYNCH MTG INVS INC V/R RESTR 7 524 DUE 06/25/22 CUSIP# 589929GZ5 04/01/94	35154088 12/31/01	200,378 30	2,005 22	2,009 62	4 40	1,404 46
MERRILL LYNCH MTG INVS INC V/R RESTR 7 524 DUE 06/25/22 CUSIP# 589929GZ5 04/01/94	34801523 01/28/02	198,368 68	2,019 86	2,024 29	4 43	1,390 30
MERRILL LYNCH MTG INVS INC V/R RESTR 7 524 DUE 06/25/22 CUSIP# 589929GZ5 04/01/94	34446384 02/27/02	196,344 39	2,034 61	2,039 07	4 46	1,376 04
MERRILL LYNCH MTG INVS INC V/R RESTR 7 524 DUE 06/25/22 CUSIP# 589929GZ5 04/01/94	34446386 02/28/02	196,344 40	2,034 61	2,039 07	4 46	1,376 04
STRUCTURED ASSET SECS CORP V/R RESTR 8 412 DUE 06/25/30 CUSIP# 863572MH3 11/01/96	80568807 11/30/01	805,688 07	12,756.51	12,587 37	(169 14)	5,678 40
STRUCTURED ASSET SECS CORP V/R RESTR 8 412 DUE 06/25/30 CUSIP# 863572MH3 11/01/96	79310070 01/14/02	793,100 70	26,961 33	26,603 84	(357 49)	5,578 23
STRUCTURED ASSET SECS CORP V/R RESTR 8 412 DUE 06/25/30 CUSIP# 863572MH3 11/01/96	79310070 12/31/01	793,100 70	26,961 33	26,603 84	(357 49)	5,578 23
STRUCTURED ASSET SECS CORP V/R RESTR 8 412 DUE 06/25/30 CUSIP# 863572MH3 11/01/96	76649686 01/31/02	766,496 86	323,873 75	319,579 39	(4,294 36)	5,383 97
STRUCTURED ASSET SECS CORP V/R RESTR 8 412 DUE 06/25/30 CUSIP# 863572MH3 11/01/96	44691747 02/28/02	446,917 47	127,655 73	125,963 10	(1,692 63)	3,090 28

COMPTON FOUNDATION
 COMPTON FOUNDATION - NETWEST
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 JANUARY 01, 2002 - DECEMBER 31, 2002

PAYDOWNS & PAYUPS

015611

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 THE BANK OF NEW YORK COMPANY INC

DESCRIPTION	PRIOR/CURRENT RECORD/ PAYABLE DT	PRIOR/CURRENT AMORTIZED FACE	COST	PROCEEDS	GAIN/(LOSS)	INTEREST RECEIVED
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STRUCTURED ASSET SECS CORP V/R RESTR 320,954 37 4,897 94 4,833 00 (64 94) 2,214 61
 B 412 DUE 06/25/30 31612137 04/29/02 316,121 37
 CUSIP# 863572MH3 11/01/96

STRUCTURED ASSET SECS CORP V/R RESTR 316,121 37 176,619 91 174,278 04 (2,341 87) 2,181 44
 B 412 DUE 06/25/30 14184333 06/03/02 141,843 33
 CUSIP# 863572MH3 11/01/96

STRUCTURED ASSET SECS CORP V/R RESTR 141,843 33 19,365 83 19,109 05 (256 78) 994 65
 B 412 DUE 06/25/30 12273428 06/28/02 122,734 28
 CUSIP# 863572MH3 11/01/96

TOTAL OTHER BONDS 921,929 73 914,243 80 (7,685 93) 57,793 42
 TOTAL FIXED INCOME INVESTMENTS 3,977,055.91 3,962,266.16 (14,789 75) 319,004 88
 TOTAL PAYDOWNS 3,977,055 91 3,962,266 16 (14,789 75) 319,004 88

PAYDOWN-REVERSALS
 FIXED INCOME INVESTMENTS
 OTHER BONDS
 STRUCTURED ASSET SECS CORP V/R RESTR 79310070 805,688 08 12,756 50 12,587 36 (169 14) 5,678 40
 B 412 DUE 06/25/30 1 00000000 01/24/02 793,100 72
 ORIG 1,000,000 00 AMRT 793,100 72
 CUSIP# 863572MH3 11/01/96

TOTAL OTHER BONDS 12,756 50 12,587.36 (169 14) 5,678 40
 TOTAL FIXED INCOME INVESTMENTS 12,756 50 12,587 36 (169 14) 5,678 40
 TOTAL PAYDOWN-REVERSALS 12,756 50 12,587 36 (169 14) 5,678 40

NET TOTAL PAYDOWNS 3,964,299.41 3,949,678 80 (14,620 61) 313,326 48

COMPTON FOUNDATION
94-3142932
INVESTMENTS
Year ended December 31, 2002

DESCRIPTION	Key	Basis	Market
METWEST - Schedule			
Corp bonds	D	10,346,035	9,817,801
Govt bonds	G	3,496,315	3,593,401
Other bonds	D	1,945,219	1,013,577
Pooled funds and mutual funds	C	337,424	337,424
US Agencies	G	884,164	884,239
Commercial paper	E	779,297	779,336
		<u>17,788,454</u>	<u>16,425,778</u>
MELLON- Schedule			
Equities	E	17,879,937	16,627,763
Pooled funds & mutual funds	C	117,999	117,999
		<u>17,997,936</u>	<u>16,745,762</u>
HARDING LOEVNER - Schedule			
Equities	E	19,582,451	16,912,868
Pooled funds & mutual funds	C	257,385	257,385
Cash	C	409,878	429,342
		<u>20,249,714</u>	<u>17,599,595</u>
GRANT SECURITIES			
1500 sh Coronado Oil	E	52,093	-
SCHWAB			
Equities (Energizer)	E	33,005	142,876
Cash	C	2,001,766	2,001,766
		<u>2,034,771</u>	<u>2,144,642</u>
EII REALTY SECURITIES FUND	E	4,500,000	4,321,646
DOMINI SOCIAL INVESTMENT	E	14,940,811	10,767,563
GLOBAL ENVIRONMENT FUND, LP	LP	<u>1,839,924</u>	<u>1,839,924</u>
TOTALS		<u>79,403,703</u>	<u>69,844,910</u>
Summary:			
Cash management funds	C	3,124,452	3,143,916
Debt securities	D	12,291,254	10,831,378
Equity securities	E	57,767,594	49,552,052
Govt securities	G	4,380,479	4,477,640
Limited partnership	LP	<u>1,839,924</u>	<u>1,839,924</u>
		<u>79,403,703</u>	<u>69,844,910</u>

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK MARKET	UNREALIZED	EST ANNUAL INC/	YLD AT	BR/MKT
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180,000 000	BANK CORPORATE BONDS	100 789	105 049	181,420 20	189,088 20	7,668 00	10,800 00	5 95	
	MORGAN J P & CO INC M/T/N								
	6 0000% DUE 01/15/09								
	CUSIP # 61688AAK6								
	ISSUED 01/25/99								
170,000 000	CAPITAL ONE BANK	100 000	98 882	170,000 00	168,099 40	(1,900 60)	11,254 00	6 62	
	6 6200% DUE 08/04/03								
	CUSIP # 14040EGZ9								
	ISSUED 02/04/99								
350,000 000	TOTAL BANK CORPORATE BONDS			351,420.20	357,187 60	5,767 40	22,054.00	6 28	
	ASSET BACKED SECURITIES								
	MORTGAGE PASS-THROUGH CERTIFICATE								
30,913 836	BEAR STEARNS MTG SECS INC	106 662	100 186	32,973 32	30,971 26	(2,002 06)	2,226 00	6 75	
	7 2000% DUE 07/25/24								
	ORIGINAL FACE								
	1,200,000 000								
	CUSIP # 073914HW6								
	ISSUED 07/01/93								
589,065 590	CHASE MTG FIN TR	91 383	100 902	538,304 70	594,378 96	56,074 26	42,707 00	7 93	
	7 2500% DUE 02/25/30								
	ORIGINAL FACE								
	1,000,000 000								
	CUSIP # 16162TSA5								
	ISSUED 01/01/00								
990,000 000	CONSECO FIN HOME EQUITY LN TR	100 000	106 797	990,000 00	1,057,292 78	67,292 78	79,398 00	8 02	
	8 0200% DUE 03/15/32								
	CUSIP # 20847TAH4								
	ISSUED 01/31/01								
176,077 550	FIRSTPLUS HOME LN OWNER TR	94 643	101 017	166,645 09	177,868 29	11,223 20	13,241 00	7 95	
	7 5200% DUE 11/10/23								
	ORIGINAL FACE								
	500,000 000								
	CUSIP # 337925CB5								
	ISSUED 09/01/97								
176,947 580	FIRST ALLIANCE MTG TR	102 156	99 770	180,762 92	176,540 80	(4,222 12)	13,846 00	7 66	
	7 8250% DUE 10/25/25								
	ORIGINAL FACE								
	2,000,000 000								
	CUSIP # 31846LALO								
	ISSUED 08/01/94								



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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/ ACCRUED INCOME	YLD AT BK/MKT
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1,000,000 000	GREEN TREE HOME IMPR & HOME	99 969	99 969	999,687 50		105,400 00	10 54
	10 5400% DUE 07/15/26		107 522	1,075,222 20		4,684 43	9 80
	CUSIP # 393511AD2 ISSUED 06/30/99						
644,011 742	MID-STATE TR VI	99 953	99 953	643,709 87		50,168 80	7 79
	7 7900% DUE 07/01/35		105 381	678,666 59		12,542 07	7 39
	ORIGINAL FACE 1,100,000 000						
	CUSIP # 59549NADS ISSUED 04/01/97						
282,862 888	RESIDENTIAL EDG MTG SECS I INC	102 906	102 841	291,083 58	(185 21)	17,679 20	6 07
	6 2500% DUE 03/25/14						
	ORIGINAL FACE 800,000 000						
	CUSIP # 7609726P9 ISSUED 02/01/99						
443,021 631	RESIDENTIAL ASSET MTG PRODS	102 813	101 287	455,481 62	(6,756 57)	29,416 54	6 46
	6 6400% DUE 07/25/28						
	ORIGINAL FACE 499,000 000						
	CUSIP # 760985CV1 ISSUED 05/01/01						
389,046 270	WELLS FARGO MTG BACKED SECS	101 312	100 321	394,152 50	(3,855 76)	22,953 73	5 82
	5 8996% DUE 02/25/32						
	ORIGINAL FACE 500,000 000						
	CUSIP # 94978NAC4 ISSUED 02/01/02						
4,721,947 087	TOTAL MORTGAGE PASS-THROUGH CERTIFICATE	4,692,801 10	4,920,861 04	228,059 94		377,036 27	8 03
						52,443 80	7 66
	MISCELLANEOUS ASSET BACKED						
184,193 470	CONTINENTAL AIRLS PASS THRU	87 500	87 879	161,169 28		14,195 80	8 81
	7 7070% DUE 04/02/21						
	ORIGINAL FACE 200,000 000						
	CUSIP # 210805DD6 ISSUED 11/28/00						
184,193 470	TOTAL MISCELLANEOUS ASSET BACKED	161,169 28	161,866 66	697 38		14,195 80	8 81
						3,509 51	8 77
4,906,140 557	TOTAL ASSET BACKED SECURITIES	4,853,970 38	5,082,727 70	228,757 32		391,232 07	8 06
						55,953 31	7 70

INVESTMENT HOLDINGS

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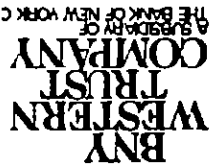
UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/ YLD AT	ACCRUED INCOME	BR/MKT
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288,000 000	CNA FINL CORP DEB 7 2500% DUE 11/15/23 CUSIP # 126117AE0 ISSUED 11/17/93	79 000	83 782	227,520 00	241,292 16	13,772 16	20,880 00	9 18
200,000 000	CAPITAL ONE BK M/T/N 6 5000% DUE 07/30/04 CUSIP # 14040EES7 ISSUED 07/26/01	95 000	97 799	190,000 00	195,598 00	5,598 00	13,000 00	6 84
800,000 000	FORD MTR CR CO 7 8750% DUE 06/15/10 CUSIP # 345397ST1 ISSUED 06/14/00	99 686	100 626	797,488 00	805,008 00	7,520 00	63,000 00	7 90
500,000 000	GENERAL MTRS ACCEP CORP 6 8750% DUE 09/15/11 CUSIP # 370425RX0 ISSUED 09/12/01	97 469	99 726	487,345 00	498,630 00	11,285 00	34,375 00	7 05
100,000 000	HOUSEHOLD FIN CORP 6 3750% DUE 10/15/11 CUSIP # 441812JW5 ISSUED 10/23/01	89 750	104 551	89,750 00	104,551 00	14,801 00	6,375 00	7 10
60,000 000	HOUSEHOLD FIN CORP 6 5000% DUE 01/24/06 CUSIP # 441812J72 ISSUED 01/24/01	102 045	106 492	61,227 00	63,895 20	2,668 20	3,900 00	6 37
300,000 000	NATIONWIDE MUTUAL INS 8 2500% DUE 12/01/31 CUSIP # 638671AC1 ISSUED 11/30/01	103 837	105 135	311,511 00	315,405 00	3,894 00	24,750 00	7 95
200,000 000	SIMON PPTY GROUP LP 6 7500% DUE 02/09/04 CUSIP # 828807AA5 ISSUED 02/09/99	99 728	104 003	199,456 00	208,006 00	8,550 00	13,500 00	6 77
600,000 000	WILLIAMS COS INC 8 1250% DUE 03/15/12 CUSIP # 969457BJ8 ISSUED 03/19/02	99 102	68 000	594,612 00	408,000 00	(186,612 00)	48,750 00	8 20
3,048,000 000	TOTAL FINANCE & INSUR CORPORATE BONDS	2,958,909 00	2,840,385 36	(118,523 64)	228,530 00	45,830 64	7 72	8.05

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK/MARKET	UNREALIZED	EST ANNUAL INC/	YLD AT	ACCRUED INCOME	BK/MKT
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500,000 000	SPRINT CAP CORP 6 1250% DUE 11/15/08 CUSIP # 852060AC6 ISSUED 11/16/98	90 747	91 000	453,735 00	455,000 00	1,265 00	30,625 00	6 75	3,913 19	6 73
700,000 000	U S WEST COMMUNICATIONS DEB 8 8750% DUE 06/01/31 CUSIP # 912920AA3 ISSUED 06/01/91	109 000	90 000	763,000 00	630,000 00	(133,000 00)	62,125 00	8 14	5,177 08	9 86
500,000 000	WORLD COM INC GA DELT 6 4000% DUE 08/15/05 CUSIP # 98155KAH5 ISSUED 08/11/98	49 500	23 500	247,500 00	117,500 00	(130,000 00)	0 00	0 00	0 00	0 00
500,000 000	WORLD COM INC GA DELT 6 2500% DUE 08/15/03 CUSIP # 98155KAG7 ISSUED 08/11/98	66 000	23 500	330,000 00	117,500 00	(212,500 00)	0 00	0 00	0 00	0 00
2,200,000 000	TOTAL TELEPHONE CORPORATE BONDS	1,794,235 00	1,320,000 00	(474,235 00)	92,750 00	5 17	9,090 27	7 03		
500,000 000	UTILITY (ELECTRIC) CORPORATE BONDS CALPINE CDA ENERGY FIN ULC 8 5000% DUE 05/01/08 CUSIP # 13134VAA1 ISSUED 04/25/01	77 500	43 500	387,500 00	217,500 00	(170,000 00)	42,500 00	10 97	7,083 33	19 54
500,000 000	TOTAL UTILITY (ELECTRIC) CORPORATE BONDS	387,500 00	217,500 00	(170,000 00)	42,500 00	10 97	7,083 33	19 54		
11,004,140 557	TOTAL CORPORATE BONDS	10,346,034 58	9,817,800 66	(528,233 92)	777,066 07	7 51	127,532 93	7 91		
135,000 000	U S TREASURIES U S TREASURY BONDS 6 7500% DUE 08/15/26 CUSIP # 912810EX2 ISSUED 08/15/96	122 448	125 125	165,304 69	168,918 75	3,614 06	9,112 50	5 51	3,441 95	5 39



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INVESTMENT HOLDINGS

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UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED GAIN/(LOSS)	EST ANNUAL INC/ACCRUED INCOME	XLD AT BK/MKT
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265,000 000	U S TREASURY BD STRIPPED DUE 11/15/28 CUSIP # 912803BV4 ISSUED 11/16/98	25 272	66,971 20	66,971 20		0 00	0 00
781,000 000	U S TREASURY NTS STRIP PRIN PMT DUE 08/15/28 CUSIP # 912803BP7 ISSUED 08/24/98	25 317	197,725 77	197,725 77		0 00	0 00
434,248 620	U S TREASURY NOTES TRSY INFL INDEX 4 2500% DUE 01/15/10 ORIGINAL FACE 403,000 000 CUSIP # 9128275W8 ISSUED 01/15/00	109 827	476,921 44	495,314 83	18,393 39	18,054 36	3 79
298,000 000	U S TREASURY BONDS 5 2500% DUE 02/15/29 CUSIP # 912810FG8 ISSUED 02/15/99	93 203	277,744 29	311,410 00	33,665 71	15,645 00	5 63
1,913,248 620	TOTAL U S TREASURIES		1,184,667.39	1,249,921 61	65,254 22	42,811 86	3 61
U S AGENCIES							
45,000 000	FEDERAL HOME LN MTG CORP REMIC 6 5000% DUE 09/15/30 CUSIP # 31337TD24 ISSUED 05/01/01	99 480	44,766 21	47,027 20	2,260 99	2,925 00	6 53
440,959 320	FEDERAL HOME LN MTG CORP REMIC TR 6 0000% DUE 09/15/28 ORIGINAL FACE 1,200,000 000 CUSIP # 31337RAU9 ISSUED 01/01/01	102 156	450,467 51	447,980 14	(2,487 37)	26,457 60	5 87
315,842 450	FEDERAL HOME LN MTG CORP REMIC TR 6 1000% DUE 02/15/29 ORIGINAL FACE 500,000 000 CUSIP # 31392U6X7 ISSUED 08/01/02	102 172	322,702 15	321,894 69	(807 46)	19,266 50	5 97
396,862 791	FEDERAL NATL MTG ASSN GTD REMIC DUE 10/25/21 ORIGINAL FACE 164,000 000 CUSIP # 31358KRH3 ISSUED 11/01/91	103 627	411,258 18	431,135 47	19,877 29	26,184 56	6 37

INVESTMENT HOLDINGS

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UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK MARKET	UNREALIZED	EST ANNUAL INC/	YLD AT	BK/MKT
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31,687 830	FEDERAL NATL MTG ASSN GTD 7 0000% DUE 03/18/26 ORIGINAL FACE 1,000,000 000 CUSIP # 313590CL6 ISSUED 07/01/97	100 609	100 787	31,880 86	31,937 22	56 36	2,218 00	6 96	6 94
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376,627 760	FEDERAL HOME LN MTG CORP 2 5700% DUE 12/25/32 ORIGINAL FACE 400,000 000 CUSIP # 31392VXE7 ISSUED 10/01/02	99 994	100 175	376,606 68	377,286 90	680 22	9,679 20	2 57	2 57
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179,597 840	FED'L HOME LOAN MTGE CORP # P50019 7 0000% DUE 07/01/24 ORIGINAL FACE 400,000 000 CUSIP # 31288LAV5 ISSUED 08/01/99	104 250	104 200	187,230 74	187,140 95	(89 79)	13,354 80	7 13	7 14
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483,859 915	FEDERAL NAT'L MTGE ASSN POOL # 646884 5 6540% DUE 05/01/32 ORIGINAL FACE 500,000 000 CUSIP # 31390HUH6 ISSUED 05/01/02	100 594	103 145	486,735 22	499,077 31	12,342 09	27,357 50	5 62	5 48
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2,270,437 906	TOTAL U S AGENCIES	2,311,647 55	2,343,479 88	31,832 33	31,832 33	5 51	127,443 16	5 44	5 44
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4,183,686 526	TOTAL GOVERNMENT BONDS	3,496,314 94	3,593,401 49	97,086.55	97,086.55	4 87	170,255 02	4 87	4 74
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355,255 550	OTHER BONDS PRIVATE PLACEMENTS FIRSTCITY CAP HOME EQUITY LN 6 7200% DUE 06/25/28 ORIGINAL FACE 650,000 000 CUSIP # 33763NAG2 ISSUED 06/01/98	99 344	104 586	352,924 19	371,546 93	18,622 74	23,873 20	6 76	6 43
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1,500,000 000	LUMBERMENS MUT CAS CO RESTR 144A *PP* 8 4500% DUE 12/01/97 CUSIP # 550060AD9 ISSUED 11/21/97	106 153	42 802	1,592,295 00	642,030 00	(950,265 00)	126,750 00	7 96	7 96
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1,855,255 550	TOTAL PRIVATE PLACEMENTS	1,945,219 19	1,013,576 93	(931,642 26)	(931,642 26)	7 74	150,623 20	7 74	14 86
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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE BOOK/MARKET	TOTAL VALUE BOOK MARKET	UNREALIZED GAIN/(LOSS)	EST ANNUAL INC/ YLD AT	ACCRUED INCOME BK/MKT
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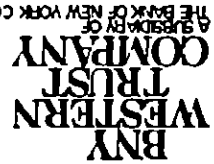
1,855,255.550	TOTAL OTHER BONDS	1,945,219.19	1,013,576.93	(931,642.26)	150,623.20	7.74
17,043,082.633	TOTAL FIXED INCOME INVESTMENTS	15,787,568.71	14,424,779.08	(1,362,789.63)	1,097,944.29	6.95

	SHORT TERM INVESTMENTS					
	POOLED FUNDS & MUTUAL FUNDS					
337,424.210	NATIONS CASH RESERVE INVESTOR CL FD #241	1,000	337,424.21	0.00	3,340.49	0.99
	CUSIP # 599995860					
337,424.210	TOTAL POOLED FUNDS & MUTUAL FUNDS		337,424.21	0.00	3,340.49	0.99

	COMMERCIAL PAPER					
780,000.000	GENERAL ELEC CAP CORP DISC C/P CPDS	99,910	779,297.38	37.31	13,519.66	1.73
	DUE 01/16/03					
	CUSIP # 36959JNG4 ISSUED 09/19/02					
780,000.000	TOTAL COMMERCIAL PAPER		779,297.38	37.31	13,519.66	1.73

	U S AGENCIES					
360,000.000	FEDERAL NATL MTGE ASSN DISCOUNT NT	99,899	359,637.50	26.00	4,500.00	1.25
	DUE 01/29/03					
	CUSIP # 313588BR4 ISSUED 01/29/02					
525,000.000	FEDERAL NATL MTGE ASSN DISCOUNT NT	99,910	524,526.04	49.59	6,562.44	1.25
	DUE 01/21/03					
	CUSIP # 313588AM5 ISSUED 01/21/02					
885,000.000	TOTAL U S AGENCIES		884,163.54	75.59	11,062.44	1.25

2,002,424.210	TOTAL SHORT TERM INVESTMENTS		2,000,885.13	112.90	27,922.59	1.40
19,045,506.843	TOTAL INVESTMENTS		17,788,453.84	(1,362,676.73)	1,125,866.88	6.33



INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	GAIN/(LOSS)	EST ANNUAL INC/	YLD AT
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EQUITIES
 COMMON STOCKS
 CONSUMER NON-DURABLES
 APPAREL & SHOES

1,700 000	COACH INC CUSIP # 189754104	31 674	32 920	53,845 12	55,964 00	2,118 88	0 00	0 00
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1,700 000 TOTAL APPAREL & SHOES

0 00		53,845 12		55,964.00		2,118.88	0 00	0 00
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BROADCASTING & PUBLISHING
 1,200 000 ENTERCOM COMMUNICATIONS CORP
 CUSIP # 293639100

3,000 000	FOX ENTMT GROUP INC CUSIP # 35138T107	25 268	25 930	75,803 40	77,790 00	1,986 60	0 00	0 00
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1,800 000	GANNETT CO INC COM CUSIP # 364730101	54 478	71 800	98,059 75	129,240 00	31,180 25	1,728 00	1 76
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1,600 000	KNIGHT RIDDER INC CUSIP # 499040103	64 172	63 250	102,675 10	101,200 00	(1,475 10)	1,728 00	1 68
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6,900 000	VIACOM INC CL B CUSIP # 925524308	37 788	40 760	260,737 03	281,244 00	20,506 97	0 00	0 00
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2,400 000	WESTWOOD ONE INC CUSIP # 961815107	36 148	37 360	86,756 10	89,664 00	2,907 90	0 00	0 00
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16,900 000 TOTAL BROADCASTING & PUBLISHING

52,608 10		682,833 90		735,442 00		3,456 00	480.00	0 47
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COSMETICS & RELATED PRODUCTS

1,800 000	PROCTER & GAMBLE CO COM CUSIP # 742718109	79 772	85 940	143,589 62	154,692 00	11,102 38	2,952 00	2 06
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1,800 000 TOTAL COSMETICS & RELATED PRODUCTS

11,102 38		143,589 62		154,692 00		11,102 38	2,952 00	2 06
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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/ YTD AT	ACCRUED INCOME	BK/MKT
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DRUGS & HEALTH CARE PRODUCTS
 3,300 000 BRISTOL MYERS SQUIBB CO COM CUSIP # 110122108
 4,500 000 MERCK & CO INC CUSIP # 589331107

7,800 000 TOTAL DRUGS & HEALTH CARE PRODUCTS
 469,766 74 (138,626 74)
 10,176 00 2 17
 2,076 00 3 07

FOODS
 1,500 000 DOLE FOOD CO INC COM CUSIP # 256605106
 2,700 000 FRESH DEL MONTE PROD USDO 01 CUSIP # G36738105

4,200 000 TOTAL FOODS
 116,065 47 (16,138 47)
 1,440 00 1 24
 0 00 1 44

RESTAURANTS, FOOD SERVICE & LODGING
 3,300 000 DARDEN RESTAURANTS INC COM CUSIP # 237194105
 3,300 000 TOTAL RESTAURANTS, FOOD SERVICE & LODGING

3,300 000 TOTAL RESTAURANTS, FOOD SERVICE & LODGING
 36,379 43 31,105 57
 264 00 0 73
 0 00 0 39

RETAILING
 2,600 000 FEDERATED DEPT STORES INC COM CUSIP # 31410H101
 700 000 KOHL'S CORP CUSIP # 500255104

6,700 000 LIMITED BRANDS INC CUSIP # 532716107
 1,500 000 MICHAEL'S STORES INC CUSIP # 594087108

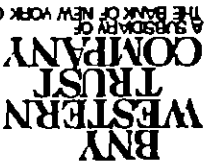
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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK MARKET	UNREALIZED	GAIN/(LOSS)	EST ANNUAL INC/	YLD AT	ACCURED INCOME	BK/MKT
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2,400 000	ROSS STORES INC CUSIP # 778296103	37 938	91 051 20	101,684 80	456 00	123 50	0 45	0 50	0 00	0 00	0 00
900 000	WHOLE FOODS MKT INC CUSIP # 9668837106	52 973	47,676 06	(219 06)	0 00	0 00	0 00	0 00	0 00	0 00	0 00
14,800 000	TOTAL RETAILING	469,764 43	403,415 00	(66,349 43)	2,466 00	123 50	0.61				
2,100 000	SOAP & OTHER HOUSEHOLD PRODUCTS CLOROX COMPANY COMMON CUSIP # 189054109	39 744	83,462 66	3,162 34	1,848 00	0 00	2 13				
2,100 000	TOTAL SOAP & OTHER HOUSEHOLD PRODUCTS	83,462 66	86,625 00	3,162 34	1,848 00	0 00	2 13				
52,600 000	TOTAL CONSUMER NON-DURABLES	2,055,707 37	1,934,690 00	(121,017.37)	22,602 00	2,679.50	1 17				

1,100 000	AUTOZONE INC AUTOZONE INC CUSIP # 053332102	76 688	84,356 96	(6,641 96)	0 00	0 00	0 00	0 00	0 00	0 00	0 00
3,700 000	GENERAL MOTORS CORPORATION COM CUSIP # 370442105	49 602	183,527 07	(47,145 07)	7,400 00	4 03	5 43				
1,200 000	HARLEY DAVIDSON INC CUSIP # 412822108	49 736	59,683 56	(4,243 56)	168 00	0 28	0 30				
2,600 000	ITT INDS INC CUSIP # 450911102	49 408	128,461 84	29,332 16	1,560 00	1 21	0 99				
1,700 000	MAGNA INTL INC CL A CUSIP # 559222401	61 835	105,119 26	(9,664 26)	2,312 00	2 20	2 42				
10,300 000	TOTAL AUTOS, TIRES & RELATED PRODUCTS	561,148 69	522,786 00	(38,362 69)	11,440 00	2 04	2 19				



A SUBSIDIARY OF THE BANK OF NEW YORK COMPANY INC

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/	YLD AT	BR/MKT
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10,300 000 TOTAL CONSUMER DURABLES

561,148 69 522,786 00

(38,362.69)

11,440.00 2 04 420.00 2 19

MATERIALS & SERVICES

BUILDING

2,100 000 HOME DEPOT INC USD 0 05

24 955

52,406 34 50,442 00

(1,964 34)

504 00 0 96 0 00 1 00

2,100 000 LENNAR CORP

40 559

85,172 94 108,360 00

23,187 06

105 00 0 12 0 00 0 10

1,900 000 VORNADO RLTY TR COM

44 860

85,233 62 70,680 00

(14,553 62)

5,168 00 6 06 0 00 7 31

3,900 000 YORK INTL CORP COM NEW

26 316

102,633 40 99,723 00

(2,910 40)

2,340 00 2 28 0 00 2 35

10,000 000 TOTAL BUILDING

325,446 30 329,205 00

3,758.70

8,117 00 2 49 0.00 2 47

BUSINESS PRODUCTS & SERVICES

2,200 000 AUTOMATIC DATA PROCESSING INC COMMON

55 417

121,917 32 86,350 00

(35,567 32)

1,056 00 0 87 288 00 1 22

5,500 000 CAREMARK RX INC

16 036

88,195 25 89,375 00

1,179 75

0 00 0 00 0 00 0 00

2,388 000 COMCAST CORP NEW CL A

26 186

62,531 15 56,285 16

(6,245 99)

0 00 0 00 0 00 0 00

3,000 000 CONOCOPHILLIPS

55 029

165,087 18 145,170 00

(19,917 18)

4,800 00 2 91 0 00 3 31

2,400 000 COOPER INDUSTRIES LTD

35 540

85,295 48 87,480 00

2,184 52

3,360 00 3 94 910 00 3 84

1,200 000 DELUXE CORPORATION

37 478

44,973 72 50,520 00

5,546 28

1,776 00 3 95 0 00 3 52

2,300 000 FEDERATED INVS INC PA

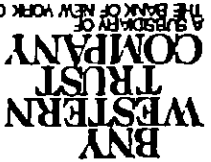
26 094

60,015 05 58,351 00

(1,664 05)

524 40 0 87 0 00 0 90

INVESTMENT HOLDINGS



015106

UNITS	DESCRIPTION	UNIT VALUE	TOTAL VALUE	UNREALIZED GAIN/(LOSS)	EST ANNUAL INC/	YLD AT BK/MKT
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3,000 000	FIRST DATA CORP COM CUSIP # 319963104	34 385	103,155 00	3,075 00	240 00	0 23
5,300 000	HONEYWELL INTL INC CUSIP # 438516106	35 207	186,598 66	(59,398 66)	3,975 00	2 13
3,500 000	ITT EDL SVCS INC COM CUSIP # 45068B109	18 476	64,666 18	17,758 82	0 00	0 00
12,600 000	LEVEL 3 COMMUNICATIONS INC CUSIP # 52729N100	4 664	58,766 40	2,973 60	0 00	0 00
800 000	LEXMARK INTERNATIONAL INC CUSIP # 529771107	47 648	38,118 00	10,282 00	0 00	0 00
1,100 000	OMNICO GROUP INC COM CUSIP # 681919106	29 506	32,456 53	38,603 47	880 00	2 71
5,100 000	PUGET ENERGY INC NEW CUSIP # 745310102	20 770	105,924 96	6,530 04	5,100 00	4 81
4,400 000	REPUBLIC SVCS COM CUSIP # 760759100	19 484	85,728 28	6,583 72	0 00	0 00
4,100 000	ROCKWELL COLLINS INC CUSIP # 774341101	24 640	101,022 61	(5,656 61)	1,476 00	1 46
5,500 000	UNITED STS STL CORP NEW CUSIP # 912909108	12 357	67,961 30	4,198 70	1,100 00	1 62
3,200 000	VARCO INTL INC DEL CUSIP # 922122106	15 997	51,189 62	4,490 38	0 00	0 00
1,600 000	WYETH CUSIP # 983024100	38 547	61,675 04	(1,835 04)	1,472 00	2 39
1,300 000	3M CO CUSIP # 88579Y101	123 170	160,121 13	168 87	3,224 00	2 01
70,488 000	TOTAL BUSINESS PRODUCTS & SERVICES		1,745,398 86	(26,709 70)	28,983 40	1 66
			1,718,689 16		1,498 00	1 69

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/	ACCRUED INCOME	YLD AT	BK/MKT
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CHEMICALS
 2,400 000 AIR PRODUCTS AND CHEMICALS INC COMMON CUSIP # 009158106
 38 513 92,430 54 102,600 00 2 18 2,016 00 1 96 504 00

3,100 000 ENGELHARD CORPORATION COM CUSIP # 292845104
 23 288 72,192 03 (2,907 03) 1 72 1,240 00 1 79 0 00

3,300 000 H B FULLER CO COM CUSIP # 359694106
 26 268 86,684 72 (1,280 72) 1 68 1,452 00 1 68 0 00

1,700 000 PPG INDUSTRIES INC CUSIP # 693506107
 54 904 93,336 97 (8,081 97) 2,924 00 3 13 0 00

TOTAL CHEMICALS 10,500 000 344,644 26 (2,100 26) 7,632 00 2 21 504 00 2 23

DIVERSIFIED COMPANIES
 800 000 EATON CORPORATION COMMON CUSIP # 278058102
 75 097 60,077 92 2,410 08 2 34 1,408 00 2 25 0 00

800 000 TOTAL DIVERSIFIED COMPANIES 60,077 92 2,410 08 2 34 1,408 00 2 25 0 00

CONTAINERS

1,300 000 BEMIS COMPANY INC COM CUSIP # 081437105
 49 128 63,866 12 652 88 2 12 1,352 00 2 12 0 00

7,200 000 PACTIV CORP CUSIP # 695257105
 21 475 154,619 20 2,772 80 0 00 0 00 0 00

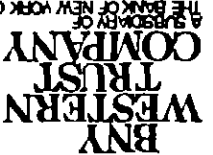
8,500 000 TOTAL CONTAINERS 218,485 32 3,425 68 0 62 1,352 00 0 61 0 00

HOSPITAL SUPPLIES & MEDICAL SVCS

2,400 000 JOHNSON & JOHNSON COM CUSIP # 478160104
 47 704 114,489 35 14,414 65 1 72 1,968 00 1 72 0 00

1,250 000 TENET HEALTHCARE CORP COM CUSIP # 880336100
 28 822 36,027 74 (15,527 74) 0 00 0 00 0 00

16 400 20,500 00



INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE BOOK/MARKET	TOTAL VALUE BOOK MARKET	UNREALIZED GAIN/(LOSS)	EST ANNUAL INC/ YLD AT	ACCRUED INCOME BK/HKTI
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3,650 000	TOTAL HOSPITAL SUPPLIES & MEDICAL SVCS	150,517 09	149,404 00	(1,113 09)	1,968 00	1 31
103,938 000	TOTAL MATERIALS & SERVICES	2,844,569 75	2,824,241 16	(20,328 59)	49,460 40	1 74

2,200 000	DEERE & COMPANY CUSIP # 244199105	46 711	102,764 20	(1,894 20)	1,936 00	1 88
1,700 000	GARMIN LTD CUSIP # G37260109	20 141	34,239 26	15,570 74	0 00	0 00
2,600 000	THERMO ELECTRON CORP CUSIP # 883556102	19 085	49,621 52	2,690 48	0 00	0 00

6,500 000	TOTAL MACHINERY	186,624 98	202,992 00	16,367 02	1,936 00	1 04
4,000 000	AMERICAN PWR CONVERSION CORP CUSIP # 029066107	15 437	61,746 17	(1,146 17)	0 00	0 00
4,200 000	SCIENTIFIC ATLANTA INC CUSIP # 808655104	12 297	51,645 30	(1,833 30)	168 00	0 33

8,200 000	TOTAL MISCELLANEOUS CAPITAL GOODS	113,391 47	110,412 00	(2,979.47)	168 00	0 15
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4,900 000	OFFICE EQUIPMENT INTERNATIONAL BUSINESS MACHINES CORP CUSIP # 459200101	82 792	405,678 50	(25,928 50)	2,940 00	0 72
6,300 000	XEROX CORPORATION COM CUSIP # 984121103	8 133	51,235 32	(520 32)	0 00	0 00

11,200 000	TOTAL OFFICE EQUIPMENT	456,913 82	430,465 00	(26,448 82)	2,940 00	0 64
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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK MARKET	UNREALIZED	EST ANNUAL INC/	ACCRUED INCOME	YLD AT	BK/MKT
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25,900 000 TOTAL CAPITAL GOODS & SERVICES

743,869 00

(13,061 27)

5,044.00 0 67

TECHNOLOGY

2,400 000 AEROSPACE & DEFENSE

UNITED TECHNOLOGIES CORP
CUSIP # 913017109

58 933

141,438 24

7,217 76

2,352 00 1 66

2,400 000 TOTAL AEROSPACE & DEFENSE

141,438 24

7,217 76

2,352.00 1 66

COMPUTER EQUIPMENT & SOFTWARE

1,100 000 ELECTRONIC ARTS

CUSIP # 285512109

57 478

63,226 02

(8,479 02)

0 00 0 00

2,000 000 GTECH HLDCS CORP

CUSIP # 400518106

23 884

47,768 74

7,951 26

0 00 0 00

8,900 000 HEWLETT PACKARD COMPANY

CUSIP # 428236103

24 996

222,461 88

(67,957 88)

2,848 00 1 28

4,700 000 INTEGRATED CIRCUIT SYS INC

CUSIP # 4581K208

18 769

88,213 09

(2,438 09)

0 00 0 00

3,300 000 PEOPLESOFT INC COM

CUSIP # 712713106

18 256

60,245 82

144 18

0 00 0 00

4,900 000 STORAGE TECHNOLOGY CORP NEW

CUSIP # 862111200

17 741

86,929 55

18,028 45

0 00 0 00

24,900 000 TOTAL COMPUTER EQUIPMENT & SOFTWARE

568,845 10

(52,751 10)

2,848 00 0 50

ELECTRICAL EQUIPMENT & ELECTRONICS

3,000 000 EMERSON ELECTRIC COMPANY

CUSIP # 291011104

63 646

190,938 30

(38,388 30)

4,710 00 2 47

3,300 000 JABIL CIRCUIT INC

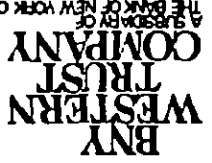
CUSIP # 466313103

19 033

62,807 25

(3,671 25)

0 00 0 00



INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK MARKET	UNREALIZED	EST ANNUAL INC/	YLD AT	ACCURED INCOME	BK/MKT
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1,400 000	LINEAR TECHNOLOGY CORP COM CUSIP # 535678106	29 647	41 505 10	36,008 00	36,008 00	(5,497 10)	280 00	0 67	0 00	0 78
3,700 000	ROCKWELL AUTOMATION INC CUSIP # 773903109	21 796	80,645 57	76,627 00	80,645 57	(4,018 57)	2,442 00	3 03	0 00	3 19

11,400,000	TOTAL ELECTRICAL EQUIPMENT & ELECTRONICS	375,896 22	324,321 00	1,086,179 56	989,071.00	(97,108 56)	12,632 00	1 16	768 00	1 28
38,700 000	TOTAL TECHNOLOGY	1,086,179 56	989,071.00							

1,600 000	AMERADA HESS CORP COM CUSIP # 023551104	68 216	109,144 96	88,080 00	109,144 96	(21,064 96)	1,920 00	1 76	510 00	2 18
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1,900 000	ANADARKO PETE CORP CUSIP # 032511107	42 956	81,615 83	91,010 00	81,615 83	9,394 17	760 00	0 93	0 00	0 84
6,080 000	CHEVRONTARXACO CORP CUSIP # 166764100	87 862	534,199 62	404,198 40	534,199 62	(130,001 22)	17,024 00	3 19	0 00	4 21

2,200 000	DEVON ENERGY CORPORATION NEW CUSIP # 25179M103	48 577	106,869 18	100,980 00	106,869 18	(5,889 18)	440 00	0 41	0 00	0 44
24,900 000	EXXON MOBIL CORP CUSIP # 30231G102	44 678	1,112,493 52	870,006 00	1,112,493 52	(242,487 52)	22,908 00	2 06	0 00	2 63

4,500 000	OCCIDENTAL PETROLEUM CORPORATION COMMON CUSIP # 674599105	28 549	128,468 25	128,025 00	128,468 25	(443 25)	4,680 00	3 64	1,225 00	3 66
4,100 000	OCEAN ENERGY INC NEW CUSIP # 67481E106	21 781	89,300 46	81,877 00	89,300 46	(7,423 46)	656 00	0 73	0 00	0 80

2,000 000	VALERO ENERGY CORP NEW CUSIP # 91913Y100	35 653	71,306 33	73,880 00	71,306 33	2,573 67	800 00	1 12	0 00	1 08
47,280 000	TOTAL OIL & COAL	2,233,398 15	1,838,056 40		2,233,398 15	(395,341 75)	49,188.00	2 20	1,735 00	2 68

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK/MARKET	UNREALIZED	EST ANNUAL INC/	YLD AT	BR/MKT
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47,280 000	TOTAL ENERGY	2,233,398 15	1,838,056 40	(395,341 75)	49,188.00	2 20	1,735 00	2 68	
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TRANSPORTATION PRODUCTS & SERVICES

2,600 000	PUBLIC STORAGE INC COM	39 012	101,430 51	(17,424 51)	4,680 00	4 61	0 00	5 57	
2,000 000	UNION PACIFIC CORP	59 582	119,164 68	575 32	1,840 00	1 54	1,840 00	1 54	

2,000 000	CUSIP # 907818108	59 870	119,740 00		1,759 00	1 54	1,759 00	1 54	
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TOTAL TRANSPORTATION PRODUCTS & SERVICES

4,600 000	TOTAL TRANSPORTATION PRODUCTS & SERVICES	220,595 19	203,746 00	(16,849.19)	6,520.00	2 96	759.00	3 20	
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TOTAL TRANSPORTATION

4,600 000	TOTAL TRANSPORTATION	220,595 19	203,746 00	(16,849 19)	6,520.00	2 96	759 00	3 20	
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UTILITIES

UTILITIES - ELECTRIC

3,500 000	CINERGY CORP COM	32 458	113,602 63	4,417 37	6,300 00	5 55	0.00	5 34	
3,500 000	CUSIP # 172474108	33 720	118,020 00		6,300 00	5 55	0.00	5 34	

CONSOLIDATED EDISON INC

2,500 000	CONSOLIDATED EDISON INC	40 620	101,550 00	5,500 00	5,550 00	5 47	0 00	5 18	
2,500 000	CUSIP # 209115104	42 820	107,050 00		5,550 00	5 47	0 00	5 18	

JOHNSON CONTROLS INC

0 000	JOHNSON CONTROLS INC	0 000	0 00	0 00	0 00	0 00	504 00	0 00	
0 000	CUSIP # 478366107	80 170	0 00		0 00	0 00	504 00	0 00	

TOTAL UTILITIES - ELECTRIC

6,000 000	TOTAL UTILITIES - ELECTRIC	215,152 63	225,070 00	9,917 37	11,850 00	5 51	504 00	5 27	
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UTILITIES - GAS

4,600 000

OGE ENERGY CO

4,600 000	OGE ENERGY CO	22 440	103,224 00	(22,264 00)	6,118 00	5 93	0 00	7 56	
4,600 000	CUSIP # 670837103	17 600	80,960 00		6,118 00	5 93	0 00	7 56	

TOTAL UTILITIES - GAS

4,600 000	TOTAL UTILITIES - GAS	103,224 00	80,960.00	(22,264.00)	6,118 00	5 93	0 00	7 56	
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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK/MARKET	UNREALIZED	EST ANNUAL INC/ ACCRUED INCOME	YLD AT BR/MKT
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7,400 000	BANK AMER CORP CUSIP # 060505104	53 771	69 570	397,906 50	514,818 00	116,911 50	18,944 00	4 76
6,900 000	BANK ONE CORP CUSIP # 06423A103	39 092	36 550	269,736 05	252,195 00	(17,541 05)	5,796 00	2 15
2,000 000	BEAR STEARNS COS INC COM CUSIP # 073902108	63 965	59 400	127,929 40	118,800 00	(9,129 40)	1,360 00	1 06
1,600 000	CAPITAL ONE FINL CORP COM CUSIP # 14040H105	31 350	29 720	50,160 00	47,552 00	(2,608 00)	171 20	0 34
4,149 000	CHARTER ONE FINL INC CUSIP # 160903100	24 524	28 730	101,749 86	119,200 77	17,450 91	3,651 12	3 59
20,900 000	CITICORP INC CUSIP # 172967101	45 505	35 190	951,064 50	735,471 00	(215,593 50)	15,048 00	1 58
2,110 000	COMMERCE BANCSHARES INC CUSIP # 200525103	38 906	39 290	82,090 86	82,901 90	811 04	1,371 50	1 67
2,500 000	COUNTRYWIDE FINANCIAL CORP CUSIP # 222372104	43 229	51 650	108,072 34	129,125 00	21,052 66	1,200 00	1 11
1,800 000	FREDDIE MAC CUSIP # 313400301	65 205	59 050	117,369 88	106,290 00	(11,079 88)	1,584 00	1 35
3,500 000	FIRST TENNESSEE NATL CORP CUSIP # 337162101	35 277	35 940	123,469 72	125,790 00	2,320 28	4,200 00	3 40
2,800 000	GREENPOINT FINL CORP COM CUSIP # 395384100	31 574	45 180	88,407 21	126,504 00	38,096 79	2,800 00	3 17
4,100 000	HIBERNIA CORP CUSIP # 428656102	20 115	19 260	82,469 45	78,966 00	(3,503 45)	2,460 00	2 98
11,525 000	J P MORGAN CHASE & CO CUSIP # 46625H100	29 369	24 000	338,481 63	276,600 00	(61,881 63)	15,674 00	4 63
1,800 000	MGIC INVT CORP WIS COM CUSIP # 552848103	42 899	41 300	77,217 84	74,340 00	(2,877 84)	180 00	0 23

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	BOOK MARKET	UNREALIZED	EST ANNUAL INC/	YLD AT
						GAIN/(LOSS)	ACCRUED INCOME	BK/MKT

1,900 000	MBA INC CUSIP # 55262C100	45 189	83,334 00	85,858 91	(2,524 91)	1,292 00	357 00	1 50
3,150 000	MBNA CORP CUSIP # 55262L100	21 962	69,179 57	69,179 57	(9,266 57)	882 00	241 50	1 27
5,500 000	MERRILL LYNCH & CO INC CUSIP # 590188108	35 968	197,821 80	197,821 80	10,903 20	3,520.00	1 78	1 69
3,000 000	MORGAN STANLEY CUSIP # 617446448	58 197	174,592 28	174,592 28	(54,832.28)	2,760 00	1 58	1 58
6,140 000	NATIONAL CITY CORP CUSIP # 635405103	24 832	152,466 14	167,744 80	15,278.66	7,490 80	4 91	4 47
3,200 000	NORTH FORK BANCFORATION INC CUSIP # 659424105	27 077	86,646 28	86,646 28	21,321 72	3,456 00	3 99	3 20
3,300 000	OLD REPUBLIC INTERNATIONAL CORP CUSIP # 680223104	29 739	98,139 14	92,400 00	(5,739 14)	2,112 00	2 15	2 29
2,200 000	PARKER HANNIFIN CORP CUSIP # 701094104	48 397	106,473 84	101,486 00	(4,987 84)	1,584 00	1 49	1 56
3,000 000	RADIAN GROUP INC CUSIP # 750236101	28 887	86,662 04	111,450 00	24,787 96	240 00	0 28	0 22
5,500 000	SOUTHRUST CORP CUSIP # 844730101	21 670	119,183 46	136,675 00	17,491 54	3,740 00	3 14	2 74
4,300 000	US BANCFOR DEL CUSIP # 902973304	19 300	82,990 00	91,246 00	8,256 00	3,354 00	4 04	3 68
4,250 000	UNION PLANTERS CORP CUSIP # 908068109	24 001	102,005 76	119,595.00	17,589 24	5,669 50	5 56	4 74
8,200 000	WACHOVIA CORP 2ND NEW CUSIP # 929903102	32 993	270,540 52	298,808 00	28,267 48	8,528 00	3 15	2 85
5,200 000	WASHINGTON MUT INC COM CUSIP # 939322103	34 413	178,947 79	179,556 00	608 21	5,824 00	3 25	3 24

INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	BOOK/MARKET	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/	ACCRUED INCOME	YLD AT	BR/MKT
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8,200 000	WELLS FARGO & CO NEW CUSIP # 949746101	47 377	388,494 40	384,334 00	(4,160 40)	9,184 00	0 00	2 39	
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144,224 000	TOTAL BANKS & OTHER FINANCIAL SERVICES		5,368,196 84	5,285,191 47	(83,005 37)	135,313 32	5,172 00	2 56	
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3,000 000	NETNA INC CUSIP # 00817Y108	40 628	121,884 30	123,360 00	1,475 70	120 00	0 00	0 10	
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4,500 000	FIDELITY NATL FINL INC COM CUSIP # 316326107	29 875	134,438 01	147,735 00	13,296 99	2,160 00	0 00	1 61	
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2,800 000	JOHN HANCOCK FINL SVCS INC CUSIP # 41014S106	39 199	109,756 30	78,120 00	(31,636 30)	896 00	0 00	0 82	
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3,000 000	OHIO CASUALTY CORP COM CUSIP # 677240103	15 403	46,209 30	38,850 00	(7,359 30)	0 00	0 00	0 00	
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2,500 000	RENAISSANCE HLDGS LTD CUSIP # 67496G103	34 305	85,762 56	99,000 00	13,237 44	1,417 50	0 00	1 65	
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15,800 000	TOTAL INSURANCE		498,050 47	487,065 00	(10,985 47)	4,593.50	0 92	0 94	
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160,024 000	TOTAL FINANCIAL		5,866,247 31	5,772,256.47	(93,990.84)	139,906 82	2 38	2 42	
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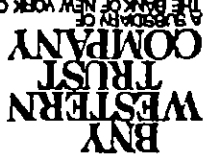
512,142 000	TOTAL COMMON STOCKS		17,879,937 22	16,627,763 03	(1,252,174.19)	360,785 62	2 02	2 17	
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512,142 000	TOTAL EQUITIES		17,879,937 22	16,627,763 03	(1,252,174 19)	360,785 62	2 02	2 17	
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SHORT TERM INVESTMENTS
 POOLED FUNDS & MUTUAL FUNDS
 117,999 380
 NATIONS CASH RESERVE INVESTOR CL FD #241
 CUSIP # S99995860

1 000	117,999 38	117,999 38	0 00
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0 99	1,168.19	236 90	0 99
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INVESTMENT HOLDINGS

UNITS	DESCRIPTION	UNIT VALUE	TOTAL VALUE	UNREALIZED	EST ANNUAL INC/	YLD AT
		BOOK/MARKET	BOOK MARKET	GAIN/(LOSS)	ACCRUED INCOME	BK/MKT

117,999 380	TOTAL POOLED FUNDS & MUTUAL FUNDS	117,999 38	117,999 38	0 00	1,168.19	0.99
117,999 380	TOTAL SHORT TERM INVESTMENTS	117,999 38	117,999 38	0.00	1,168.19	0.99
630,141 380	TOTAL INVESTMENTS	17,997,936 60	16,745,762 41	(1,252,174 19)	361,953.81	2.01
					15,041.65	2.16

	PAYABLES	0 00	0 00			
	RECEIVABLES	0 00	0 00			
	CASH	0 00	0 00			
	ACCRUED INCOME	15,041.65	15,041.65			
	TOTAL FUND	18,012,978 25	16,760,804.06	(1,252,174.19)	361,953.81	

COMPTON FOUNDATION
 COMPTON FOUNDATION - HARDING LOWMYER
 ACCOUNT NUMBER
 ANNUAL REPORT / TRADE DATE BASIS
 AS OF DECEMBER 31, 2002

COMPARATIVE INVESTMENT SUMMARY

DESCRIPTION	BOOK VALUE PRIOR	BOOK VALUE CURRENT	MARKET VALUE PRIOR	MARKET VALUE CURRENT
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REPORTING CURRENCY US DOLLAR				
SHORT-TERM INVESTMENTS	0 00	257,384 85	0 00	257,384 85
POOLED FUNDS AND MUTUAL FUNDS	0 00	257,384 85	0 00	257,384 85
TOTAL SHORT-TERM INVESTMENTS	0 00	257,384 85	0 00	257,384 85
EQUITY INVESTMENTS				
COMMON STOCK	21,378,847 65	18,870,198 83	20,860,801 35	16,318,766 72
PREFERRED STOCK	664,553 74	712,251 96	813,647 63	594,101 46
TOTAL EQUITY INVESTMENTS	22,043,401 39	19,582,450 79	21,674,448 98	16,912,868 18
TOTAL INVESTMENTS	22,043,401 39	19,839,835 64	21,674,448 98	17,170,253 03
PAYABLES	0 00	0 00	0 00	0 00
RECEIVABLES	0 00	0 00	0 00	0 00
CASH	626,021 29	409,877 65	626,031 17	429,362 23
TOTAL FUND	20,249,713 29	20,249,713 29	17,599,595 26	17,599,595 26

004390

BNY
 WESTERN
 TRUST
 COMPANY
 A MEMBER OF
 THE BANK OF NEW YORK COMPANY INC.

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.		
Type or print.	Name of Exempt Organization Compton Foundation, Inc.	Employer identification number 94-3142932
File by the extended due date for filing the return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 535 Middlefield Road, No. 160	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions Menlo Park, CA 94025	

Check type of return to be filed (File a separate application for each return)

- Form 990
- Form 990 EZ
- Form 990 T (sec 401(a) or 408(a) trust)
- Form 1041 A
- Form 5227
- Form 8870
- Form 990 BL
- Form 990 PF
- Form 990 T (trust otr)
- Form 6069

STOP Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group ID number . If it is for **part** of the group, check this box and

MAIL
TO
IRS

If this is for the **whole group**, check this box . If all members the extension is for

- 4 I request an additional 3 month extension of time until **Nov**
- 5 For calendar year **2002**, or other tax year beginning _____
- 6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
All information required to complete the return is not yet available.

- 8a If this application is for Form 990 BL, 990 PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ _____
- b If this application is for Form 990 PF, 990 T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ _____
- c **Balance Due** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ **NONE**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Nini McCone* Title **CPA** Date **7/31/03**

Notice to Applicant - To Be Completed by the IRS

- We have approved this application Please attach this form to the organization's return
- We have not approved this application However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for payments otherwise required to be made on a timely return Please attach this form to the organization's return
- We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting the 10-day grace period
- We cannot consider this application because it was filed after the due date of the return for which an extension was requested
- Other _____

EXTENSION APPROVED
AUG 12 2003
LINDA WEISKOPF FIELD DIRECTOR
SUBMISSION PROCESSING, OGDEN

Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3 month extension returned to an address different than the one entered above

Name	Nini Charles McCone
Number and street (include suite, room, or apt no) Or a P O box number	61 Fifth Avenue
City or town, province or state, and country (including postal or ZIP code)	San Francisco, CA 94118