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FIRST TENNESSEE NATIONAL CORP  
Form 13F-HR  
July 17, 2003

| NAME OF ISSUER             | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OF PRINCIPAL AMOUNT | INVESTMENT DISCRETION |         |         | MANAGEMENT INSTR |
|----------------------------|----------------|--------------|-------------------|----------------------------|-----------------------|---------|---------|------------------|
|                            |                |              |                   |                            | (A) SOL               | (B) SHR | (C) OTH |                  |
| COOPER INDS LTD            | CL A           | G24182100    | 264,320           | 6,400                      | X                     |         |         | 1                |
|                            |                |              | 16,520            | 400                        |                       | X       | X       | 1                |
|                            |                |              | 280,840           | 6,800                      |                       |         |         |                  |
| GLOBALSANTAFE CORP         | SHS            | G3930E101    | 167,442           | 7,174                      | X                     |         |         | 1                |
|                            |                |              | 102,697           | 4,400                      |                       | X       | X       | 1                |
|                            |                |              | 6,208             | 266                        | X                     |         |         | 2                |
|                            |                |              | 276,347           | 11,840                     |                       |         |         |                  |
| INGERSOLL-RAND COMPANY LTD | CL A           | G4776G101    | 1,330,449         | 28,116                     | X                     |         |         | 1                |
|                            |                |              | 692,055           | 14,625                     |                       | X       | X       | 1                |
|                            |                |              | 2,022,504         | 42,741                     |                       |         |         |                  |
| NOBLE CORPORATION          | SHS            | G65422100    | 181,791           | 5,300                      | X                     |         |         | 1                |
|                            |                |              | 102,900           | 3,000                      |                       | X       | X       | 1                |
|                            |                |              | 8,575             | 250                        | X                     |         |         | 2                |
|                            |                |              | 293,266           | 8,550                      |                       |         |         |                  |
| XL CAP LTD                 | CL A           | G98255105    | 5,912,256         | 71,232                     | X                     |         |         | 1                |
|                            |                |              | 374,745           | 4,515                      |                       | X       | X       | 1                |
|                            |                |              | 6,287,001         | 75,747                     |                       |         |         |                  |
| FLEXTRONICS INTL LTD       | ORD            | Y2573F102    | 183,569           | 17,600                     | X                     |         |         | 1                |
|                            |                |              | 73,950            | 7,090                      |                       | X       | X       | 1                |
|                            |                |              | 5,737             | 550                        | X                     |         |         | 2                |
|                            |                |              | 263,256           | 25,240                     |                       |         |         |                  |
| AFLAC INC                  | COM            | 001055102    | 4,383,419         | 142,550                    | X                     |         |         | 1                |
|                            |                |              | 518,446           | 16,860                     |                       | X       | X       | 1                |
|                            |                |              | 4,901,865         | 159,410                    |                       |         |         |                  |
| AGCO CORP                  | COM            | 001084102    | 227,164           | 13,300                     | X                     |         |         | 1                |
|                            |                |              | 227,164           | 13,300                     |                       |         |         |                  |
| AT&T CORP                  | COM NEW        | 001957505    | 234,209           | 12,166                     | X                     |         |         | 1                |
|                            |                |              | 95,256            | 4,948                      |                       | X       | X       | 1                |
|                            |                |              | 329,465           | 17,114                     |                       |         |         |                  |
| AT&T WIRELESS SVCS INC     | COM            | 00209A106    | 111,171           | 13,541                     | X                     |         |         | 1                |
|                            |                |              | 41,659            | 5,074                      |                       | X       | X       | 1                |
|                            |                |              | 152,830           | 18,615                     |                       |         |         |                  |

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|                            |              |           |           |         |   |   |   |   |
|----------------------------|--------------|-----------|-----------|---------|---|---|---|---|
| ABBOTT LABS                | COM          | 002824100 | 3,487,016 | 79,685  | X |   |   | 1 |
|                            |              |           | 1,468,279 | 33,553  |   | X | X | 1 |
|                            |              |           | 13,128    | 300     | X |   |   | 2 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 4,968,423 | 113,538 |   |   |   |   |
| ADAMS EXPRESS CO           | COM          | 006212104 | 1,854     | 157     | X |   |   | 1 |
|                            |              |           | 235,113   | 19,908  |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 236,967   | 20,065  |   |   |   |   |
| ADVANCED MICRO DEVICES INC | COM          | 007903107 | 101,919   | 15,900  | X |   |   | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 101,919   | 15,900  |   |   |   |   |
| AEGON N V                  | ORD AMER REG | 007924103 | 205,338   | 20,452  | X |   |   | 1 |
|                            |              |           | 16,446    | 1,638   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 221,784   | 22,090  |   |   |   |   |
| AETNA INC NEW              | COM          | 00817Y108 | 156,942   | 2,607   | X |   |   | 1 |
|                            |              |           | 54,180    | 900     |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 211,122   | 3,507   |   |   |   |   |
| AIR PRODS & CHEMS INC      | COM          | 009158106 | 870,064   | 20,915  | X |   |   | 1 |
|                            |              |           | 166,400   | 4,000   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 1,036,464 | 24,915  |   |   |   |   |
| ALBERTO CULVER CO          | CL A         | 013068200 | 632,206   | 12,700  | X |   |   | 1 |
|                            |              |           | 129,428   | 2,600   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 761,634   | 15,300  |   |   |   |   |
| ALCOA INC                  | COM          | 013817101 | 1,257,432 | 49,311  | X |   |   | 1 |
|                            |              |           | 909,816   | 35,679  |   | X | X | 1 |
|                            |              |           | 3,825     | 150     | X |   |   | 2 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 2,171,073 | 85,140  |   |   |   |   |
| ALLEN TELECOM INC          | COM          | 018091108 | 206,500   | 12,500  | X |   |   | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 206,500   | 12,500  |   |   |   |   |
| ALLSTATE CORP              | COM          | 020002101 | 276,216   | 7,748   | X |   |   | 1 |
|                            |              |           | 117,931   | 3,308   |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 394,147   | 11,056  |   |   |   |   |
| ALLTEL CORP                | COM          | 020039103 | 535,439   | 11,104  | X |   |   | 1 |
|                            |              |           | 291,925   | 6,054   |   | X | X | 1 |
|                            |              |           | 7,233     | 150     | X |   |   | 2 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 834,597   | 17,308  |   |   |   |   |
| ALTRIA GROUP INC           | COM          | 02209S103 | 4,562,313 | 100,403 | X |   |   | 1 |
|                            |              |           | 1,943,469 | 42,770  |   | X | X | 1 |
|                            |              |           | -----     | -----   |   |   |   |   |
|                            |              |           | 6,505,782 | 143,173 |   |   |   |   |

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|                              |     |           |           |         |   |   |   |   |
|------------------------------|-----|-----------|-----------|---------|---|---|---|---|
| AMERICAN ELEC PWR INC        | COM | 025537101 | 250,334   | 8,392   | X |   |   | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 250,334   | 8,392   |   |   |   |   |
| AMERICAN EXPRESS CO          | COM | 025816109 | 625,521   | 14,961  | X |   |   | 1 |
|                              |     |           | 617,117   | 14,760  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 1,242,638 | 29,721  |   |   |   |   |
| AMERICAN INTL GROUP INC      | COM | 026874107 | 7,409,525 | 134,279 | X |   |   | 1 |
|                              |     |           | 1,462,771 | 26,509  |   | X | X | 1 |
|                              |     |           | 9,657     | 175     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 8,881,953 | 160,963 |   |   |   |   |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 199,030   | 12,750  | X |   |   | 1 |
|                              |     |           | 57,368    | 3,675   |   | X | X | 1 |
|                              |     |           | 4,293     | 275     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 260,691   | 16,700  |   |   |   |   |
| AMGEN INC                    | COM | 031162100 | 249,055   | 3,777   | X |   |   | 1 |
|                              |     |           | 94,625    | 1,435   |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 343,680   | 5,212   |   |   |   |   |
| AMSOUTH BANCORPORATION       | COM | 032165102 | 4,529,132 | 207,378 | X |   |   | 1 |
|                              |     |           | 2,150,017 | 98,444  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 6,679,149 | 305,822 |   |   |   |   |
| ANADARKO PETE CORP           | COM | 032511107 | 242,852   | 5,461   | X |   |   | 1 |
|                              |     |           | 48,474    | 1,090   |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 291,326   | 6,551   |   |   |   |   |
| ANHEUSER BUSCH COS INC       | COM | 035229103 | 1,302,849 | 25,521  | X |   |   | 1 |
|                              |     |           | 667,020   | 13,066  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 1,969,869 | 38,587  |   |   |   |   |
| APPLIED MATLS INC            | COM | 038222105 | 648,252   | 40,925  | X |   |   | 1 |
|                              |     |           | 183,744   | 11,600  |   | X | X | 1 |
|                              |     |           | 10,296    | 650     | X |   |   | 2 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 842,292   | 53,175  |   |   |   |   |
| ARCHER DANIELS MIDLAND CO    | COM | 039483102 | 252,521   | 19,621  | X |   |   | 1 |
|                              |     |           | 81,467    | 6,330   |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 333,988   | 25,951  |   |   |   |   |
| ATLANTIS PLASTICS INC        | COM | 049156102 | 114,915   | 16,300  | X |   |   | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 114,915   | 16,300  |   |   |   |   |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 486,128   | 14,357  | X |   |   | 1 |
|                              |     |           | 409,503   | 12,094  |   | X | X | 1 |
|                              |     |           | -----     | -----   |   |   |   |   |
|                              |     |           | 895,631   | 26,451  |   |   |   |   |
| AVON PRODS INC               | COM | 054303102 | 2,345,127 | 37,703  | X |   |   | 1 |

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|                             |               |           |           |         |   |   |   |
|-----------------------------|---------------|-----------|-----------|---------|---|---|---|
|                             |               |           | 83,970    | 1,350   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 2,429,097 | 39,053  |   |   |   |
| BB&T CORP                   | COM           | 054937107 | 263,732   | 7,689   | X |   | 1 |
|                             |               |           | 4,665     | 136     |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 268,397   | 7,825   |   |   |   |
| BP PLC                      | SPONSORED ADR | 055622104 | 4,977,954 | 118,466 | X |   | 1 |
|                             |               |           | 2,775,508 | 66,052  |   | X | 1 |
|                             |               |           | 7,354     | 175     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 7,760,816 | 184,693 |   |   |   |
| BANK OF AMERICA CORPORATION | COM           | 060505104 | 2,616,925 | 33,113  | X |   | 1 |
|                             |               |           | 893,357   | 11,304  |   | X | 1 |
|                             |               |           | 9,958     | 126     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 3,520,240 | 44,543  |   |   |   |
| BANK ONE CORP               | COM           | 06423A103 | 1,155,038 | 31,066  | X |   | 1 |
|                             |               |           | 410,358   | 11,037  |   | X | 1 |
|                             |               |           | 11,154    | 300     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 1,576,550 | 42,403  |   |   |   |
| BARD C R INC                | COM           | 067383109 | 429,643   | 6,025   | X |   | 1 |
|                             |               |           | 195,389   | 2,740   |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 625,032   | 8,765   |   |   |   |
| BAXTER INTL INC             | COM           | 071813109 | 470,392   | 18,092  | X |   | 1 |
|                             |               |           | 794,638   | 30,563  |   | X | 1 |
|                             |               |           | 5,200     | 200     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 1,270,230 | 48,855  |   |   |   |
| BECTON DICKINSON & CO       | COM           | 075887109 | 246,698   | 6,350   | X |   | 1 |
|                             |               |           | 101,011   | 2,600   |   | X | 1 |
|                             |               |           | 7,770     | 200     | X |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 355,479   | 9,150   |   |   |   |
| BELDEN INC                  | COM           | 077459105 | 199,420   | 12,550  | X |   | 1 |
|                             |               |           | 19,068    | 1,200   |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 218,488   | 13,750  |   |   |   |
| BELLSOUTH CORP              | COM           | 079860102 | 6,188,553 | 232,390 | X |   | 1 |
|                             |               |           | 2,474,832 | 92,934  |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 8,663,385 | 325,324 |   |   |   |
| BERKSHIRE HATHAWAY INC DEL  | CL B          | 084670207 | 216,270   | 89      | X |   | 1 |
|                             |               |           | 51,030    | 21      |   | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |
|                             |               |           | 267,300   | 110     |   |   |   |
| BEST BUY INC                | COM           | 086516101 | 254,736   | 5,800   | X |   | 1 |
|                             |               |           | 133,956   | 3,050   |   | X | 1 |
|                             |               |           | 6,588     | 150     | X |   | 2 |

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|                         |     |           |                    |                  |   |   |     |
|-------------------------|-----|-----------|--------------------|------------------|---|---|-----|
|                         |     |           | -----<br>395,280   | -----<br>9,000   |   |   |     |
| BOEING CO               | COM | 097023105 | 957,219            | 27,891           | X |   | 1   |
|                         |     |           | 662,033            | 19,290           |   | X | X 1 |
|                         |     |           | -----<br>1,619,252 | -----<br>47,181  |   |   |     |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 5,700,368          | 209,958          | X |   | 1   |
|                         |     |           | 3,868,306          | 142,479          |   | X | X 1 |
|                         |     |           | 12,218             | 450              | X |   | 2   |
|                         |     |           | -----<br>9,580,892 | -----<br>352,887 |   |   |     |
| CBL & ASSOC PPTYS INC   | COM | 124830100 | 484,610            | 11,270           | X |   | 1   |
|                         |     |           | 176,300            | 4,100            |   | X | X 1 |
|                         |     |           | -----<br>660,910   | -----<br>15,370  |   |   |     |
| CIGNA CORP              | COM | 125509109 | 201,373            | 4,290            | X |   | 1   |
|                         |     |           | 17,603             | 375              |   | X | X 1 |
|                         |     |           | -----<br>218,976   | -----<br>4,665   |   |   |     |
| CSX CORP                | COM | 126408103 | 299,516            | 9,954            | X |   | 1   |
|                         |     |           | 143,589            | 4,772            |   | X | X 1 |
|                         |     |           | -----<br>443,105   | -----<br>14,726  |   |   |     |
| CAPITAL ONE FINL CORP   | COM | 14040H105 | 5,634,458          | 114,568          | X |   | 1   |
|                         |     |           | 408,981            | 8,316            |   | X | X 1 |
|                         |     |           | -----<br>6,043,439 | -----<br>122,884 |   |   |     |
| CARAUSTAR INDS INC      | COM | 140909102 | 102,528            | 12,800           | X |   | 1   |
|                         |     |           | -----<br>102,528   | -----<br>12,800  |   |   |     |
| CARDINAL HEALTH INC     | COM | 14149Y108 | 3,070,591          | 47,754           | X |   | 1   |
|                         |     |           | 834,295            | 12,975           |   | X | X 1 |
|                         |     |           | -----<br>3,904,886 | -----<br>60,729  |   |   |     |
| CASCADE CORP            | COM | 147195101 | 226,200            | 13,000           | X |   | 1   |
|                         |     |           | -----<br>226,200   | -----<br>13,000  |   |   |     |
| CATERPILLAR INC DEL     | COM | 149123101 | 134,363            | 2,414            | X |   | 1   |
|                         |     |           | 161,971            | 2,910            |   | X | X 1 |
|                         |     |           | -----<br>296,334   | -----<br>5,324   |   |   |     |
| CENDANT CORP            | COM | 151313103 | 440,816            | 24,062           | X |   | 1   |
|                         |     |           | 184,116            | 10,050           |   | X | X 1 |
|                         |     |           | 10,992             | 600              | X |   | 2   |
|                         |     |           | -----<br>635,924   | -----<br>34,712  |   |   |     |
| CHEVRONTEXACO CORP      | COM | 166764100 | 4,195,184          | 58,105           | X |   | 1   |
|                         |     |           | 1,579,088          | 21,871           |   | X | X 1 |
|                         |     |           | -----<br>5,774,272 | -----<br>79,976  |   |   |     |

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|                         |          |           |            |         |   |   |   |   |
|-------------------------|----------|-----------|------------|---------|---|---|---|---|
| CHUBB CORP              | COM      | 171232101 | 353,940    | 5,899   | X |   |   | 1 |
|                         |          |           | 181,500    | 3,025   |   | X | X | 1 |
|                         |          |           | 12,000     | 200     | X |   |   | 2 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 547,440    | 9,124   |   |   |   |   |
| CISCO SYS INC           | COM      | 17275R102 | 4,813,900  | 286,712 | X |   |   | 1 |
|                         |          |           | 1,151,746  | 68,597  |   | X | X | 1 |
|                         |          |           | 12,173     | 725     | X |   |   | 2 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 5,977,819  | 356,034 |   |   |   |   |
| CITIGROUP INC           | COM      | 172967101 | 2,967,836  | 69,342  | X |   |   | 1 |
|                         |          |           | 1,239,016  | 28,949  |   | X | X | 1 |
|                         |          |           | 8,860      | 207     | X |   |   | 2 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 4,215,712  | 98,498  |   |   |   |   |
| CLAYTON HOMES INC       | COM      | 184190106 | 173,316    | 13,810  | X |   |   | 1 |
|                         |          |           | 7,844      | 625     |   | X | X | 1 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 181,160    | 14,435  |   |   |   |   |
| COCA COLA CO            | COM      | 191216100 | 6,385,881  | 137,597 | X |   |   | 1 |
|                         |          |           | 6,167,102  | 132,883 |   | X | X | 1 |
|                         |          |           | 9,282      | 200     | X |   |   | 2 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 12,562,265 | 270,680 |   |   |   |   |
| COLGATE PALMOLIVE CO    | COM      | 194162103 | 546,989    | 9,439   | X |   |   | 1 |
|                         |          |           | 167,186    | 2,885   |   | X | X | 1 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 714,175    | 12,324  |   |   |   |   |
| COMCAST CORP NEW        | CL A     | 20030N101 | 708,417    | 23,473  | X |   |   | 1 |
|                         |          |           | 336,808    | 11,160  |   | X | X | 1 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 1,045,225  | 34,633  |   |   |   |   |
| COMCAST CORP NEW        | CL A SPL | 20030N200 | 6,203,873  | 214,000 | X |   |   | 1 |
|                         |          |           | 789,574    | 27,236  |   | X | X | 1 |
|                         |          |           | 10,147     | 350     | X |   |   | 2 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 7,003,594  | 241,586 |   |   |   |   |
| COMPUTER ASSOC INTL INC | COM      | 204912109 | 293,961    | 13,194  | X |   |   | 1 |
|                         |          |           | 137,289    | 6,162   |   | X | X | 1 |
|                         |          |           | 8,132      | 365     | X |   |   | 2 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 439,382    | 19,721  |   |   |   |   |
| COMPUTER SCIENCES CORP  | COM      | 205363104 | 318,683    | 8,360   | X |   |   | 1 |
|                         |          |           | 53,368     | 1,400   |   | X | X | 1 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 372,051    | 9,760   |   |   |   |   |
| CONAGRA FOODS INC       | COM      | 205887102 | 174,640    | 7,400   | X |   |   | 1 |
|                         |          |           | 57,820     | 2,450   |   | X | X | 1 |
|                         |          |           | -----      | -----   |   |   |   |   |
|                         |          |           | 232,460    | 9,850   |   |   |   |   |

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|                            |            |           |           |         |   |   |   |   |
|----------------------------|------------|-----------|-----------|---------|---|---|---|---|
| CONOCOPHILLIPS             | COM        | 20825C104 | 221,007   | 4,033   | X |   |   | 1 |
|                            |            |           | 216,789   | 3,956   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 437,796   | 7,989   |   |   |   |   |
| CORNING INC                | COM        | 219350105 | 88,660    | 11,997  | X |   |   | 1 |
|                            |            |           | 177,361   | 24,000  |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 266,021   | 35,997  |   |   |   |   |
| COSTCO WHSL CORP NEW       | COM        | 22160K105 | 6,421,581 | 175,453 | X |   |   | 1 |
|                            |            |           | 667,511   | 18,238  |   | X | X | 1 |
|                            |            |           | 5,490     | 150     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 7,094,582 | 193,841 |   |   |   |   |
| COX COMMUNICATIONS INC NEW | CL A       | 224044107 | 314,887   | 9,871   | X |   |   | 1 |
|                            |            |           | 110,056   | 3,450   |   | X | X | 1 |
|                            |            |           | 5,583     | 175     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 430,526   | 13,496  |   |   |   |   |
| DANAHER CORP DEL           | COM        | 235851102 | 40,830    | 600     | X |   |   | 1 |
|                            |            |           | 197,345   | 2,900   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 238,175   | 3,500   |   |   |   |   |
| DEAN FOODS CO NEW          | COM        | 242370104 | 530,996   | 16,857  |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 530,996   | 16,857  |   |   |   |   |
| DEERE & CO                 | COM        | 244199105 | 345,035   | 7,550   | X |   |   | 1 |
|                            |            |           | 219,360   | 4,800   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 564,395   | 12,350  |   |   |   |   |
| DELL COMPUTER CORP         | COM        | 247025109 | 663,705   | 20,845  | X |   |   | 1 |
|                            |            |           | 214,124   | 6,725   |   | X | X | 1 |
|                            |            |           | 8,756     | 275     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 886,585   | 27,845  |   |   |   |   |
| DIAMONDS TR                | UNIT SER 1 | 252787106 | 2,208,825 | 24,567  | X |   |   | 1 |
|                            |            |           | 979,571   | 10,895  |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 3,188,396 | 35,462  |   |   |   |   |
| DISNEY WALT CO             | COM DISNEY | 254687106 | 980,057   | 49,623  | X |   |   | 1 |
|                            |            |           | 418,702   | 21,200  |   | X | X | 1 |
|                            |            |           | 4,938     | 250     | X |   |   | 2 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 1,403,697 | 71,073  |   |   |   |   |
| DOLLAR GEN CORP            | COM        | 256669102 | 182,363   | 9,987   | X |   |   | 1 |
|                            |            |           | 117,686   | 6,445   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 300,049   | 16,432  |   |   |   |   |
| DOMINION RES INC VA NEW    | COM        | 25746U109 | 435,235   | 6,772   | X |   |   | 1 |
|                            |            |           | 349,180   | 5,433   |   | X | X | 1 |
|                            |            |           | -----     | -----   |   |   |   |   |
|                            |            |           | 784,415   | 12,205  |   |   |   |   |

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|                             |     |           |   |  |                  |             |
|-----------------------------|-----|-----------|---|--|------------------|-------------|
| DOVER CORP                  | COM | 260003108 | 642,343<br>179,760<br>-----<br>822,103                | 21,440<br>6,000<br>-----<br>27,440         | X<br><br><br>X X | 1<br>1      |
| DOW CHEM CO                 | COM | 260543103 | 1,700,168<br>789,976<br>-----<br>2,490,144            | 54,915<br>25,516<br>-----<br>80,431        | X<br><br><br>X X | 1<br>1      |
| DOW JONES & CO INC          | COM | 260561105 | 283,998<br>-----<br>283,998                           | 6,600<br>-----<br>6,600                    | X X              | 1           |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 1,439,329<br>1,434,916<br>4,164<br>-----<br>2,878,409 | 34,566<br>34,460<br>100<br>-----<br>69,126 | X<br><br>X X     | 1<br>1<br>2 |
| DUKE ENERGY CORP            | COM | 264399106 | 624,039<br>392,857<br>5,985<br>-----<br>1,022,881     | 31,280<br>19,692<br>300<br>-----<br>51,272 | X<br><br>X X     | 1<br>1<br>2 |
| E M C CORP MASS             | COM | 268648102 | 3,429,552<br>367,437<br>-----<br>3,796,989            | 327,559<br>35,094<br>-----<br>362,653      | X<br><br>X X     | 1<br>1      |
| EL PASO CORP                | COM | 28336L109 | 134,662<br>126,298<br>-----<br>260,960                | 16,666<br>15,631<br>-----<br>32,297        | X<br><br>X X     | 1<br>1      |
| ELAN PLC                    | ADR | 284131208 | 67,680<br>9,588<br>-----<br>77,268                    | 12,000<br>1,700<br>-----<br>13,700         | X<br><br>X X     | 1<br>1      |
| ELECTRONIC DATA SYS NEW     | COM | 285661104 | 592,278<br>321,861<br>-----<br>914,139                | 27,612<br>15,005<br>-----<br>42,617        | X<br><br>X X     | 1<br>1      |
| EMERSON ELEC CO             | COM | 291011104 | 934,112<br>857,203<br>-----<br>1,791,315              | 18,280<br>16,775<br>-----<br>35,055        | X<br><br>X X     | 1<br>1      |
| ENCANA CORP                 | COM | 292505104 | 146,573<br>141,202<br>-----<br>287,775                | 3,820<br>3,680<br>-----<br>7,500           | X<br><br>X X     | 1<br>1      |
| EQUIFAX INC                 | COM | 294429105 | 1,251,952<br>87,802<br>-----<br>1,339,754             | 48,152<br>3,377<br>-----<br>51,529         | X<br><br>X X     | 1<br>1      |



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|                              |              |           |            |           |   |   |   |   |
|------------------------------|--------------|-----------|------------|-----------|---|---|---|---|
| ERICSSON L M TEL CO          | ADR B SEK 10 | 294821608 | 4,252      | 400       | X |   |   | 1 |
|                              |              |           | 152,732    | 14,368    |   | X | X | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 156,984    | 14,768    |   |   |   |   |
| EXXON MOBIL CORP             | COM          | 30231G102 | 17,186,024 | 478,586   | X |   |   | 1 |
|                              |              |           | 11,958,639 | 333,017   |   | X | X | 1 |
|                              |              |           | 4,991      | 139       | X |   |   | 2 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 29,149,654 | 811,742   |   |   |   |   |
| FPL GROUP INC                | COM          | 302571104 | 426,104    | 6,374     | X |   |   | 1 |
|                              |              |           | 379,374    | 5,675     |   | X | X | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 805,478    | 12,049    |   |   |   |   |
| FEDERAL HOME LN MTG CORP     | COM          | 313400301 | 4,247,369  | 83,659    | X |   |   | 1 |
|                              |              |           | 599,036    | 11,799    |   | X | X | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 4,846,405  | 95,458    |   |   |   |   |
| FEDERAL NATL MTG ASSN        | COM          | 313586109 | 4,470,126  | 66,283    | X |   |   | 1 |
|                              |              |           | 837,200    | 12,414    |   | X | X | 1 |
|                              |              |           | 11,802     | 175       | X |   |   | 2 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 5,319,128  | 78,872    |   |   |   |   |
| FEDERATED DEPT STORES INC DE | COM          | 31410H101 | 1,769,945  | 48,031    | X |   |   | 1 |
|                              |              |           | 308,104    | 8,361     |   | X | X | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 2,078,049  | 56,392    |   |   |   |   |
| FEDEX CORP                   | COM          | 31428X106 | 583,085    | 9,400     | X |   |   | 1 |
|                              |              |           | 200,047    | 3,225     |   | X | X | 1 |
|                              |              |           | 7,754      | 125       | X |   |   | 2 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 790,886    | 12,750    |   |   |   |   |
| FIFTH THIRD BANCORP          | COM          | 316773100 | 1,717,893  | 29,918    | X |   |   | 1 |
|                              |              |           | 276,305    | 4,812     |   | X | X | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 1,994,198  | 34,730    |   |   |   |   |
| FIRST DATA CORP              | COM          | 319963104 | 485,884    | 11,725    | X |   |   | 1 |
|                              |              |           | 198,912    | 4,800     |   | X | X | 1 |
|                              |              |           | 12,432     | 300       | X |   |   | 2 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 697,228    | 16,825    |   |   |   |   |
| FIRST TENN NATL CORP         | COM          | 337162101 | 75,941,735 | 1,729,486 | X |   |   | 1 |
|                              |              |           | 15,991,495 | 364,188   |   | X | X | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 91,933,230 | 2,093,674 |   |   |   |   |
| FIRST VA BANKS INC           | COM          | 337477103 | 439,393    | 10,190    | X |   |   | 1 |
|                              |              |           | -----      | -----     |   |   |   |   |
|                              |              |           | 439,393    | 10,190    |   |   |   |   |
| FLEETBOSTON FINL CORP        | COM          | 339030108 | 3,234,561  | 108,871   | X |   |   | 1 |
|                              |              |           | 286,999    | 9,660     |   | X | X | 1 |
|                              |              |           | 5,942      | 200       | X |   |   | 2 |
|                              |              |           | -----      | -----     |   |   |   |   |

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|                     |                |           |            | 3,527,502 | 118,731 |   |   |   |
|---------------------|----------------|-----------|------------|-----------|---------|---|---|---|
| FLUOR CORP NEW      | COM            | 343412102 | 159,117    | 4,730     | X       |   |   | 1 |
|                     |                |           | 90,828     | 2,700     |         | X | X | 1 |
|                     |                |           | 4,205      | 125       | X       |   |   | 2 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 254,150    | 7,555     |         |   |   |   |
| FORD MTR CO DEL     | COM PAR \$0.01 | 345370860 | 150,245    | 13,671    | X       |   |   | 1 |
|                     |                |           | 90,624     | 8,246     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 240,869    | 21,917    |         |   |   |   |
| FORTUNE BRANDS INC  | COM            | 349631101 | 169,337    | 3,244     | X       |   |   | 1 |
|                     |                |           | 114,840    | 2,200     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 284,177    | 5,444     |         |   |   |   |
| FRANKLIN RES INC    | COM            | 354613101 | 715,455    | 18,312    | X       |   |   | 1 |
|                     |                |           | 48,134     | 1,232     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 763,589    | 19,544    |         |   |   |   |
| GANNETT INC         | COM            | 364730101 | 1,023,801  | 13,329    | X       |   |   | 1 |
|                     |                |           | 533,830    | 6,950     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 1,557,631  | 20,279    |         |   |   |   |
| GENERAL ELEC CO     | COM            | 369604103 | 23,781,713 | 829,209   | X       |   |   | 1 |
|                     |                |           | 10,671,026 | 372,072   |         | X | X | 1 |
|                     |                |           | 16,491     | 575       | X       |   |   | 2 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 34,469,230 | 1,201,856 |         |   |   |   |
| GENERAL MLS INC     | COM            | 370334104 | 509,897    | 10,755    | X       |   |   | 1 |
|                     |                |           | 390,469    | 8,236     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 900,366    | 18,991    |         |   |   |   |
| GENERAL MTRS CORP   | COM            | 370442105 | 751,176    | 20,866    | X       |   |   | 1 |
|                     |                |           | 221,148    | 6,143     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 972,324    | 27,009    |         |   |   |   |
| GILLETTE CO         | COM            | 375766102 | 560,100    | 17,580    | X       |   |   | 1 |
|                     |                |           | 364,290    | 11,434    |         | X | X | 1 |
|                     |                |           | 4,779      | 150       | X       |   |   | 2 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 929,169    | 29,164    |         |   |   |   |
| GLAXOSMITHKLINE PLC | SPONSORED ADR  | 37733W105 | 466,777    | 11,514    | X       |   |   | 1 |
|                     |                |           | 1,148,174  | 28,322    |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 1,614,951  | 39,836    |         |   |   |   |
| GRAINGER W W INC    | COM            | 384802104 | 656,370    | 14,037    | X       |   |   | 1 |
|                     |                |           | 362,110    | 7,744     |         | X | X | 1 |
|                     |                |           | -----      | -----     |         |   |   |   |
|                     |                |           | 1,018,480  | 21,781    |         |   |   |   |
| HEINZ H J CO        | COM            | 423074103 | 232,509    | 7,050     | X       |   |   | 1 |
|                     |                |           | 58,540     | 1,775     |         | X | X | 1 |

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|                              |                |           |            |         |   |   |   |   |
|------------------------------|----------------|-----------|------------|---------|---|---|---|---|
|                              |                |           | 291,049    | 8,825   |   |   |   |   |
| HERSHEY FOODS CORP           | COM            | 427866108 | 69,660     | 1,000   | X |   |   | 1 |
|                              |                |           | 139,320    | 2,000   |   | X | X | 1 |
|                              |                |           | 208,980    | 3,000   |   |   |   |   |
| HEWLETT PACKARD CO           | COM            | 428236103 | 1,077,741  | 50,598  | X |   |   | 1 |
|                              |                |           | 293,770    | 13,792  |   | X | X | 1 |
|                              |                |           | 1,371,511  | 64,390  |   |   |   |   |
| HOME DEPOT INC               | COM            | 437076102 | 5,943,714  | 179,460 | X |   |   | 1 |
|                              |                |           | 1,492,519  | 45,064  |   | X | X | 1 |
|                              |                |           | 12,420     | 375     | X |   |   | 2 |
|                              |                |           | 7,448,653  | 224,899 |   |   |   |   |
| ILLINOIS TOOL WKS INC        | COM            | 452308109 | 215,132    | 3,267   | X |   |   | 1 |
|                              |                |           | 112,867    | 1,714   |   | X | X | 1 |
|                              |                |           | 327,999    | 4,981   |   |   |   |   |
| INTEL CORP                   | COM            | 458140100 | 11,028,709 | 529,971 | X |   |   | 1 |
|                              |                |           | 2,708,443  | 130,151 |   | X | X | 1 |
|                              |                |           | 8,324      | 400     | X |   |   | 2 |
|                              |                |           | 13,745,476 | 660,522 |   |   |   |   |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 7,008,383  | 84,950  | X |   |   | 1 |
|                              |                |           | 2,831,318  | 34,319  |   | X | X | 1 |
|                              |                |           | 9,839,701  | 119,269 |   |   |   |   |
| INTL PAPER CO                | COM            | 460146103 | 282,839    | 7,916   | X |   |   | 1 |
|                              |                |           | 484,250    | 13,553  |   | X | X | 1 |
|                              |                |           | 767,089    | 21,469  |   |   |   |   |
| INTERPUBLIC GROUP COS INC    | COM            | 460690100 | 112,619    | 8,417   | X |   |   | 1 |
|                              |                |           | 33,450     | 2,500   |   | X | X | 1 |
|                              |                |           | 146,069    | 10,917  |   |   |   |   |
| ISHARES TR                   | DJ US TELECOMM | 464287713 | 229,971    | 11,115  | X |   |   | 1 |
|                              |                |           | 27,890     | 1,348   |   | X | X | 1 |
|                              |                |           | 257,861    | 12,463  |   |   |   |   |
| ISHARES TR                   | DJ US TECH SEC | 464287721 | 208,494    | 5,400   | X |   |   | 1 |
|                              |                |           | 208,494    | 5,400   |   |   |   |   |
| J P MORGAN CHASE & CO        | COM            | 46625H100 | 9,156,730  | 267,897 | X |   |   | 1 |
|                              |                |           | 1,695,398  | 49,602  |   | X | X | 1 |
|                              |                |           | 5,982      | 175     | X |   |   | 2 |
|                              |                |           | 10,858,110 | 317,674 |   |   |   |   |
| JEFFERSON PILOT CORP         | COM            | 475070108 | 788        | 19      | X |   |   | 1 |
|                              |                |           | 235,990    | 5,692   |   | X | X | 1 |

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|                              |                |           |            |         |       |   |   |   |   |
|------------------------------|----------------|-----------|------------|---------|-------|---|---|---|---|
|                              |                |           |            | 236,778 | 5,711 |   |   |   |   |
| JOHNSON & JOHNSON            | COM            | 478160104 | 8,218,286  | 158,961 | X     |   |   |   | 1 |
|                              |                |           | 2,872,040  | 55,552  |       | X | X | X | 1 |
|                              |                |           | 6,463      | 125     | X     |   |   |   | 2 |
|                              |                |           | 11,096,789 | 214,638 |       |   |   |   |   |
| KELLOGG CO                   | COM            | 487836108 | 242,309    | 7,050   | X     |   |   |   | 1 |
|                              |                |           | 89,362     | 2,600   |       | X | X | X | 1 |
|                              |                |           | 331,671    | 9,650   |       |   |   |   |   |
| KEYCORP NEW                  | COM            | 493267108 | 85,337     | 3,377   | X     |   |   |   | 1 |
|                              |                |           | 211,636    | 8,375   |       | X | X | X | 1 |
|                              |                |           | 296,973    | 11,752  |       |   |   |   |   |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 1,803,734  | 34,594  | X     |   |   |   | 1 |
|                              |                |           | 777,878    | 14,919  |       | X | X | X | 1 |
|                              |                |           | 5,214      | 100     | X     |   |   |   | 2 |
|                              |                |           | 2,586,826  | 49,613  |       |   |   |   |   |
| KINDER MORGAN ENERGY PARTNER | UT LTD PARTNER | 494550106 | 496,846    | 12,572  | X     |   |   |   | 1 |
|                              |                |           | 68,172     | 1,725   |       | X | X | X | 1 |
|                              |                |           | 565,018    | 14,297  |       |   |   |   |   |
| KOHL'S CORP                  | COM            | 500255104 | 1,110,377  | 21,611  | X     |   |   |   | 1 |
|                              |                |           | 365,312    | 7,110   |       | X | X | X | 1 |
|                              |                |           | 1,475,689  | 28,721  |       |   |   |   |   |
| KROGER CO                    | COM            | 501044101 | 24,937     | 1,495   | X     |   |   |   | 1 |
|                              |                |           | 213,504    | 12,800  |       | X | X | X | 1 |
|                              |                |           | 238,441    | 14,295  |       |   |   |   |   |
| LA Z BOY INC                 | COM            | 505336107 | 257,527    | 11,507  | X     |   |   |   | 1 |
|                              |                |           | 81,485     | 3,641   |       | X | X | X | 1 |
|                              |                |           | 339,012    | 15,148  |       |   |   |   |   |
| LILLY ELI & CO               | COM            | 532457108 | 778,120    | 11,282  | X     |   |   |   | 1 |
|                              |                |           | 413,820    | 6,000   |       | X | X | X | 1 |
|                              |                |           | 6,897      | 100     | X     |   |   |   | 2 |
|                              |                |           | 1,198,837  | 17,382  |       |   |   |   |   |
| LINCOLN NATL CORP IND        | COM            | 534187109 | 260,099    | 7,300   |       | X | X | X | 1 |
|                              |                |           | 260,099    | 7,300   |       |   |   |   |   |
| LOCKHEED MARTIN CORP         | COM            | 539830109 | 740,142    | 15,559  | X     |   |   |   | 1 |
|                              |                |           | 425,752    | 8,950   |       | X | X | X | 1 |
|                              |                |           | 1,165,894  | 24,509  |       |   |   |   |   |
| LUCENT TECHNOLOGIES INC      | COM            | 549463107 | 135,955    | 66,970  | X     |   |   |   | 1 |
|                              |                |           | 52,704     | 25,962  |       | X | X | X | 1 |

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|                     |             |           |           |         |   |   |   |   |
|---------------------|-------------|-----------|-----------|---------|---|---|---|---|
|                     |             |           | 3,350     | 1,650   | X |   |   | 2 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 192,009   | 94,582  |   |   |   |   |
| MBIA INC            | COM         | 55262C100 | 396,633   | 8,136   | X |   |   | 1 |
|                     |             |           | 7,313     | 150     |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 403,946   | 8,286   |   |   |   |   |
| MBNA CORP           | COM         | 55262L100 | 417,800   | 20,048  | X |   |   | 1 |
|                     |             |           | 194,833   | 9,349   |   | X | X | 1 |
|                     |             |           | 11,712    | 562     | X |   |   | 2 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 624,345   | 29,959  |   |   |   |   |
| MGIC INVT CORP WIS  | COM         | 552848103 | 197,054   | 4,225   | X |   |   | 1 |
|                     |             |           | 99,110    | 2,125   |   | X | X | 1 |
|                     |             |           | 3,498     | 75      | X |   |   | 2 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 299,662   | 6,425   |   |   |   |   |
| MANULIFE FINL CORP  | COM         | 56501R106 | 332,794   | 11,797  | X |   |   | 1 |
|                     |             |           | 28,407    | 1,007   |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 361,201   | 12,804  |   |   |   |   |
| MASCO CORP          | COM         | 574599106 | 502,758   | 21,080  | X |   |   | 1 |
|                     |             |           | 887,220   | 37,200  |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 1,389,978 | 58,280  |   |   |   |   |
| MAY DEPT STORES CO  | COM         | 577778103 | 16,695    | 750     | X |   |   | 1 |
|                     |             |           | 192,549   | 8,650   |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 209,244   | 9,400   |   |   |   |   |
| MAYTAG CORP         | COM         | 578592107 | 635,432   | 26,021  | X |   |   | 1 |
|                     |             |           | 1,985,053 | 81,288  |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 2,620,485 | 107,309 |   |   |   |   |
| MCCORMICK & CO INC  | COM NON VTG | 579780206 | 405,280   | 14,900  | X |   |   | 1 |
|                     |             |           | 163,200   | 6,000   |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 568,480   | 20,900  |   |   |   |   |
| MCDONALDS CORP      | COM         | 580135101 | 941,257   | 42,668  | X |   |   | 1 |
|                     |             |           | 191,922   | 8,700   |   | X | X | 1 |
|                     |             |           | 4,412     | 200     | X |   |   | 2 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 1,137,591 | 51,568  |   |   |   |   |
| MCGRAW HILL COS INC | COM         | 580645109 | 2,346,080 | 37,840  | X |   |   | 1 |
|                     |             |           | 266,910   | 4,305   |   | X | X | 1 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 2,612,990 | 42,145  |   |   |   |   |
| MCKESSON CORP       | COM         | 58155Q103 | 275,200   | 7,700   | X |   |   | 1 |
|                     |             |           | 110,794   | 3,100   |   | X | X | 1 |
|                     |             |           | 7,148     | 200     | X |   |   | 2 |
|                     |             |           | -----     | -----   |   |   |   |   |
|                     |             |           | 393,142   | 11,000  |   |   |   |   |

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|                              |            |           |            |         |   |   |   |   |
|------------------------------|------------|-----------|------------|---------|---|---|---|---|
| MEDTRONIC INC                | COM        | 585055106 | 6,141,229  | 128,022 | X |   |   | 1 |
|                              |            |           | 2,332,354  | 48,621  |   | X | X | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 8,473,583  | 176,643 |   |   |   |   |
| MELLON FINL CORP             | COM        | 58551A108 | 842,712    | 30,368  | X |   |   | 1 |
|                              |            |           | 111,000    | 4,000   |   | X | X | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 953,712    | 34,368  |   |   |   |   |
| MERCK & CO INC               | COM        | 589331107 | 9,863,429  | 162,897 | X |   |   | 1 |
|                              |            |           | 6,970,881  | 115,126 |   | X | X | 1 |
|                              |            |           | 21,193     | 350     | X |   |   | 2 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 16,855,503 | 278,373 |   |   |   |   |
| MICROSOFT CORP               | COM        | 594918104 | 9,734,994  | 379,680 | X |   |   | 1 |
|                              |            |           | 2,079,558  | 81,106  |   | X | X | 1 |
|                              |            |           | 8,974      | 350     | X |   |   | 2 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 11,823,526 | 461,136 |   |   |   |   |
| MID-AMER APT CMNTYS INC      | COM        | 59522J103 | 10,776     | 399     | X |   |   | 1 |
|                              |            |           | 229,585    | 8,500   |   | X | X | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 240,361    | 8,899   |   |   |   |   |
| MIDCAP SPDR TR               | UNIT SER 1 | 595635103 | 628,338    | 7,163   | X |   |   | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 628,338    | 7,163   |   |   |   |   |
| MIDWAY GAMES INC             | COM        | 598148104 | 43,560     | 12,000  | X |   |   | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 43,560     | 12,000  |   |   |   |   |
| MILACRON INC                 | COM        | 598709103 | 153,181    | 31,325  | X |   |   | 1 |
|                              |            |           | 47,433     | 9,700   |   | X | X | 1 |
|                              |            |           | 3,912      | 800     | X |   |   | 2 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 204,526    | 41,825  |   |   |   |   |
| MILLENNIUM PHARMACEUTICALS I | COM        | 599902103 | 162,019    | 10,300  | X |   |   | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 162,019    | 10,300  |   |   |   |   |
| MOODYS CORP                  | COM        | 615369105 | 188,438    | 3,575   | X |   |   | 1 |
|                              |            |           | 52,710     | 1,000   |   | X | X | 1 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 241,148    | 4,575   |   |   |   |   |
| MORGAN STANLEY               | COM NEW    | 617446448 | 1,115,736  | 26,099  | X |   |   | 1 |
|                              |            |           | 184,767    | 4,322   |   | X | X | 1 |
|                              |            |           | 10,688     | 250     | X |   |   | 2 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 1,311,191  | 30,671  |   |   |   |   |
| MOTOROLA INC                 | COM        | 620076109 | 1,172,125  | 124,297 | X |   |   | 1 |
|                              |            |           | 387,384    | 41,080  |   | X | X | 1 |
|                              |            |           | 4,715      | 500     | X |   |   | 2 |
|                              |            |           | -----      | -----   |   |   |   |   |
|                              |            |           | 1,564,224  | 165,877 |   |   |   |   |

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|                             |               |           |           |         |   |   |   |   |
|-----------------------------|---------------|-----------|-----------|---------|---|---|---|---|
| MYLAN LABS INC              | COM           | 628530107 | 589,735   | 16,961  | X |   |   | 1 |
|                             |               |           | 174,684   | 5,024   |   | X | X | 1 |
|                             |               |           | 14,325    | 412     | X |   |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 778,744   | 22,397  |   |   |   |   |
| NASDAQ 100 TR               | UNIT SER 1    | 631100104 | 655,128   | 21,874  | X |   |   | 1 |
|                             |               |           | 270,599   | 9,035   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 925,727   | 30,909  |   |   |   |   |
| NATIONAL CITY CORP          | COM           | 635405103 | 371,945   | 11,371  | X |   |   | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 371,945   | 11,371  |   |   |   |   |
| NATIONAL COMMERCE FINL CORP | COM           | 63545P104 | 1,700,019 | 76,612  | X |   |   | 1 |
|                             |               |           | 1,575,223 | 70,988  |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 3,275,242 | 147,600 |   |   |   |   |
| NOKIA CORP                  | SPONSORED ADR | 654902204 | 109,818   | 6,684   | X |   |   | 1 |
|                             |               |           | 95,294    | 5,800   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 205,112   | 12,484  |   |   |   |   |
| NORFOLK SOUTHERN CORP       | COM           | 655844108 | 725,090   | 37,765  | X |   |   | 1 |
|                             |               |           | 442,271   | 23,035  |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 1,167,361 | 60,800  |   |   |   |   |
| OLD NATL BANCORP IND        | COM           | 680033107 | 224,319   | 9,753   | X |   |   | 1 |
|                             |               |           | 54,441    | 2,367   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 278,760   | 12,120  |   |   |   |   |
| OMNICOM GROUP INC           | COM           | 681919106 | 3,007,821 | 41,950  | X |   |   | 1 |
|                             |               |           | 94,142    | 1,313   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 3,101,963 | 43,263  |   |   |   |   |
| ORACLE CORP                 | COM           | 68389X105 | 376,732   | 31,368  | X |   |   | 1 |
|                             |               |           | 273,444   | 22,768  |   | X | X | 1 |
|                             |               |           | 4,204     | 350     | X |   |   | 2 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 654,380   | 54,486  |   |   |   |   |
| PNC FINL SVCS GROUP INC     | COM           | 693475105 | 297,986   | 6,105   | X |   |   | 1 |
|                             |               |           | 79,463    | 1,628   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 377,449   | 7,733   |   |   |   |   |
| PPG INDS INC                | COM           | 693506107 | 360,254   | 7,100   | X |   |   | 1 |
|                             |               |           | 223,256   | 4,400   |   | X | X | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 583,510   | 11,500  |   |   |   |   |
| PARKER HANNIFIN CORP        | COM           | 701094104 | 372,872   | 8,880   | X |   |   | 1 |
|                             |               |           | -----     | -----   |   |   |   |   |
|                             |               |           | 372,872   | 8,880   |   |   |   |   |
| PENNEY J C INC              | COM           | 708160106 | 232,834   | 13,818  | X |   |   | 1 |

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|                              |     |           |            |         |   |   |   |
|------------------------------|-----|-----------|------------|---------|---|---|---|
|                              |     |           | 81,554     | 4,840   | X | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 314,388    | 18,658  |   |   |   |
| PEPSICO INC                  | COM | 713448108 | 8,709,369  | 195,716 | X |   | 1 |
|                              |     |           | 1,768,876  | 39,750  |   | X | 1 |
|                              |     |           | 11,125     | 250     | X |   | 2 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 10,489,370 | 235,716 |   |   |   |
| PERFORMANCE FOOD GROUP CO    | COM | 713755106 | 259,000    | 7,000   | X |   | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 259,000    | 7,000   |   |   |   |
| PFIZER INC                   | COM | 717081103 | 13,230,923 | 387,435 | X |   | 1 |
|                              |     |           | 6,441,716  | 188,630 |   | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 19,672,639 | 576,065 |   |   |   |
| PIER 1 IMPORTS INC           | COM | 720279108 | 286,110    | 14,025  | X |   | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 286,110    | 14,025  |   |   |   |
| PITNEY BOWES INC             | COM | 724479100 | 376,418    | 9,800   | X |   | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 376,418    | 9,800   |   |   |   |
| PLUM CREEK TIMBER CO INC     | COM | 729251108 | 428,382    | 16,508  | X |   | 1 |
|                              |     |           | 44,038     | 1,697   |   | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 472,420    | 18,205  |   |   |   |
| PROCTER & GAMBLE CO          | COM | 742718109 | 6,093,762  | 68,331  | X |   | 1 |
|                              |     |           | 2,304,859  | 25,845  |   | X | 1 |
|                              |     |           | 6,689      | 75      | X |   | 2 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 8,405,310  | 94,251  |   |   |   |
| PROGRESS ENERGY INC          | COM | 743263105 | 238,378    | 5,430   | X |   | 1 |
|                              |     |           | 260,721    | 5,939   |   | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 499,099    | 11,369  |   |   |   |
| PROVIDIAN FINL CORP          | COM | 74406A102 | 183,348    | 19,800  | X |   | 1 |
|                              |     |           | 9,880      | 1,067   |   | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 193,228    | 20,867  |   |   |   |
| PRUDENTIAL FINL INC          | COM | 744320102 | 614,181    | 18,252  | X |   | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 614,181    | 18,252  |   |   |   |
| QUALCOMM INC                 | COM | 747525103 | 314,044    | 8,738   | X |   | 1 |
|                              |     |           | 53,695     | 1,494   |   | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 367,739    | 10,232  |   |   |   |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 70,648     | 14,780  | X |   | 1 |
|                              |     |           | 37,805     | 7,909   |   | X | 1 |
|                              |     |           | -----      | -----   |   |   |   |
|                              |     |           | 108,453    | 22,689  |   |   |   |



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|                        |                |           |           |         |   |   |   |   |
|------------------------|----------------|-----------|-----------|---------|---|---|---|---|
| RADIOSHACK CORP        | COM            | 750438103 | 294,672   | 11,200  | X |   |   | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 294,672   | 11,200  |   |   |   |   |
| RAYTHEON CO            | COM NEW        | 755111507 | 714,237   | 21,749  | X |   |   | 1 |
|                        |                |           | 539,496   | 16,428  |   | X | X | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 1,253,733 | 38,177  |   |   |   |   |
| REGIONS FINL CORP      | COM            | 758940100 | 447,553   | 13,249  | X |   |   | 1 |
|                        |                |           | 5,019,067 | 148,581 |   | X | X | 1 |
|                        |                |           | 10,134    | 300     | X |   |   | 2 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 5,476,754 | 162,130 |   |   |   |   |
| REPSOL YPF S A         | SPONSORED ADR  | 76026T205 | 137,445   | 8,500   | X |   |   | 1 |
|                        |                |           | 40,425    | 2,500   |   | X | X | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 177,870   | 11,000  |   |   |   |   |
| ROYAL DUTCH PETE CO    | NY REG EUR .56 | 780257804 | 1,021,865 | 21,919  | X |   |   | 1 |
|                        |                |           | 949,883   | 20,375  |   | X | X | 1 |
|                        |                |           | 6,993     | 150     | X |   |   | 2 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 1,978,741 | 42,444  |   |   |   |   |
| RUBY TUESDAY INC       | COM            | 781182100 | 259,616   | 10,498  |   | X | X | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 259,616   | 10,498  |   |   |   |   |
| SBC COMMUNICATIONS INC | COM            | 78387G103 | 2,086,700 | 81,671  | X |   |   | 1 |
|                        |                |           | 1,267,997 | 49,628  |   | X | X | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 3,354,697 | 131,299 |   |   |   |   |
| SPDR TR                | UNIT SER 1     | 78462F103 | 3,976,083 | 40,726  | X |   |   | 1 |
|                        |                |           | 1,210,225 | 12,396  |   | X | X | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 5,186,308 | 53,122  |   |   |   |   |
| SAFECO CORP            | COM            | 786429100 | 479,591   | 13,590  | X |   |   | 1 |
|                        |                |           | 169,392   | 4,800   |   | X | X | 1 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 648,983   | 18,390  |   |   |   |   |
| SARA LEE CORP          | COM            | 803111103 | 751,706   | 39,963  | X |   |   | 1 |
|                        |                |           | 167,410   | 8,900   |   | X | X | 1 |
|                        |                |           | 6,113     | 325     | X |   |   | 2 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 925,229   | 49,188  |   |   |   |   |
| SCHERING PLOUGH CORP   | COM            | 806605101 | 5,609,054 | 301,562 | X |   |   | 1 |
|                        |                |           | 1,021,717 | 54,931  |   | X | X | 1 |
|                        |                |           | 5,115     | 275     | X |   |   | 2 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 6,635,886 | 356,768 |   |   |   |   |
| SCHLUMBERGER LTD       | COM            | 806857108 | 1,101,249 | 23,150  | X |   |   | 1 |
|                        |                |           | 409,103   | 8,600   |   | X | X | 1 |
|                        |                |           | 7,136     | 150     | X |   |   | 2 |
|                        |                |           | -----     | -----   |   |   |   |   |
|                        |                |           | 1,517,488 | 31,900  |   |   |   |   |

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|                       |                |           |         |        |   |   |   |   |
|-----------------------|----------------|-----------|---------|--------|---|---|---|---|
| SEARS ROEBUCK & CO    | COM            | 812387108 | 632,903 | 18,814 | X |   |   | 1 |
|                       |                |           | 114,241 | 3,396  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 747,144 | 22,210 |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI MATERIALS  | 81369Y100 | 235,057 | 11,339 | X |   |   | 1 |
|                       |                |           | 15,942  | 769    |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 250,999 | 12,108 |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 209,710 | 7,150  | X |   |   | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 209,710 | 7,150  |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 552,626 | 27,412 | X |   |   | 1 |
|                       |                |           | 58,625  | 2,908  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 611,251 | 30,320 |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI CONS DISCR | 81369Y407 | 257,355 | 9,500  | X |   |   | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 257,355 | 9,500  |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 211,207 | 8,782  | X |   |   | 1 |
|                       |                |           | 55,988  | 2,328  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 267,195 | 11,110 |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI INT-FINL   | 81369Y605 | 333,880 | 13,600 | X |   |   | 1 |
|                       |                |           | 81,752  | 3,330  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 415,632 | 16,930 |   |   |   |   |
| SELECT SECTOR SPDR TR | SBI INT-UTILS  | 81369Y886 | 514,290 | 23,250 | X |   |   | 1 |
|                       |                |           | 24,155  | 1,092  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 538,445 | 24,342 |   |   |   |   |
| SERVICE CORP INTL     | COM            | 817565104 | 84,753  | 21,900 | X |   |   | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 84,753  | 21,900 |   |   |   |   |
| SOUTHERN CO           | COM            | 842587107 | 474,411 | 15,225 | X |   |   | 1 |
|                       |                |           | 437,051 | 14,026 |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 911,462 | 29,251 |   |   |   |   |
| SPRINT CORP           | COM FON GROUP  | 852061100 | 218,880 | 15,200 | X |   |   | 1 |
|                       |                |           | 114,120 | 7,925  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 333,000 | 23,125 |   |   |   |   |
| STREETTRACKS SER TR   | FORTUNE 500    | 86330E885 | 264,250 | 3,775  | X |   |   | 1 |
|                       |                |           | 169,050 | 2,415  |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 433,300 | 6,190  |   |   |   |   |
| SUN MICROSYSTEMS INC  | COM            | 866810104 | 108,049 | 23,236 | X |   |   | 1 |
|                       |                |           | 53,495  | 11,504 |   | X | X | 1 |
|                       |                |           | -----   | -----  |   |   |   |   |
|                       |                |           | 161,544 | 34,740 |   |   |   |   |

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|                              |                |           |           |         |   |   |   |   |
|------------------------------|----------------|-----------|-----------|---------|---|---|---|---|
| SUNTRUST BKS INC             | COM            | 867914103 | 2,005,697 | 33,800  | X |   |   | 1 |
|                              |                |           | 3,000,111 | 50,558  |   | X | X | 1 |
|                              |                |           | 5,934     | 100     | X |   |   | 2 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 5,011,742 | 84,458  |   |   |   |   |
| SYSCO CORP                   | COM            | 871829107 | 2,384,695 | 79,384  | X |   |   | 1 |
|                              |                |           | 90,120    | 3,000   |   | X | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 2,474,815 | 82,384  |   |   |   |   |
| TARGET CORP                  | COM            | 87612E106 | 546,788   | 14,450  | X |   |   | 1 |
|                              |                |           | 185,416   | 4,900   |   | X | X | 1 |
|                              |                |           | 9,460     | 250     | X |   |   | 2 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 741,664   | 19,600  |   |   |   |   |
| TELECOM CORP NEW ZEALAND LTD | SPONSORED ADR  | 879278208 | 220,945   | 9,070   | X |   |   | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 220,945   | 9,070   |   |   |   |   |
| TELEFONOS DE MEXICO S A      | SPON ADR ORD L | 879403780 | 199,517   | 6,350   | X |   |   | 1 |
|                              |                |           | 28,278    | 900     |   | X | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 227,795   | 7,250   |   |   |   |   |
| TELLABS INC                  | COM            | 879664100 | 182,073   | 27,755  | X |   |   | 1 |
|                              |                |           | 74,292    | 11,325  |   | X | X | 1 |
|                              |                |           | 4,920     | 750     | X |   |   | 2 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 261,285   | 39,830  |   |   |   |   |
| TEXAS INSTRS INC             | COM            | 882508104 | 3,708,003 | 210,682 | X |   |   | 1 |
|                              |                |           | 1,004,573 | 57,078  |   | X | X | 1 |
|                              |                |           | 7,040     | 400     | X |   |   | 2 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 4,719,616 | 268,160 |   |   |   |   |
| 3M CO                        | COM            | 88579Y101 | 1,751,549 | 13,580  | X |   |   | 1 |
|                              |                |           | 4,700,548 | 36,444  |   | X | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 6,452,097 | 50,024  |   |   |   |   |
| TRACTOR SUPPLY CO            | COM            | 892356106 | 303,104   | 6,400   | X |   |   | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 303,104   | 6,400   |   |   |   |   |
| TYCO INTL LTD NEW            | COM            | 902124106 | 314,687   | 16,580  | X |   |   | 1 |
|                              |                |           | 75,996    | 4,004   |   | X | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 390,683   | 20,584  |   |   |   |   |
| UST INC                      | COM            | 902911106 | 182,857   | 5,220   | X |   |   | 1 |
|                              |                |           | 56,048    | 1,600   |   | X | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 238,905   | 6,820   |   |   |   |   |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 271,944   | 5,036   | X |   |   | 1 |
|                              |                |           | 185,814   | 3,441   |   | X | X | 1 |
|                              |                |           | -----     | -----   |   |   |   |   |
|                              |                |           | 457,758   | 8,477   |   |   |   |   |

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|                              |               |           |   |  |                  |             |
|------------------------------|---------------|-----------|---|--|------------------|-------------|
| UNION PAC CORP               | COM           | 907818108 | 678,021<br>163,268<br>-----<br>841,289                | 11,686<br>2,814<br>-----<br>14,500           | X<br><br><br>X X | 1<br>1      |
| UNION PLANTERS CORP          | COM           | 908068109 | 1,355,578<br>1,026,690<br>-----<br>2,382,268          | 43,686<br>33,087<br>-----<br>76,773          | X<br><br>X X     | 1<br>1      |
| UNITED CMNTY BKS BLAIRSVLE G | CAP STK       | 90984P105 | 160,047<br>55,181<br>-----<br>215,228                 | 6,407<br>2,209<br>-----<br>8,616             | X<br><br>X X     | 1<br>1      |
| UNITED TECHNOLOGIES CORP     | COM           | 913017109 | 1,008,478<br>311,653<br>-----<br>1,320,131            | 14,238<br>4,400<br>-----<br>18,638           | X<br><br>X X     | 1<br>1      |
| UNITEDHEALTH GROUP INC       | COM           | 91324P102 | 517,978<br>-----<br>517,978                           | 10,308<br>-----<br>10,308                    | X                | 1           |
| UNOCAL CORP                  | COM           | 915289102 | 333,379<br>158,885<br>-----<br>492,264                | 11,620<br>5,538<br>-----<br>17,158           | X<br><br>X X     | 1<br>1      |
| UNUMPROVIDENT CORP           | COM           | 91529Y106 | 592,468<br>488,098<br>-----<br>1,080,566              | 44,181<br>36,398<br>-----<br>80,579          | X<br><br>X X     | 1<br>1      |
| VERIZON COMMUNICATIONS       | COM           | 92343V104 | 7,299,888<br>2,455,098<br>7,890<br>-----<br>9,762,876 | 185,041<br>62,233<br>200<br>-----<br>247,474 | X<br><br>X X     | 1<br>1<br>2 |
| VIACOM INC                   | CL B          | 925524308 | 785,575<br>344,434<br>-----<br>1,130,009              | 17,993<br>7,889<br>-----<br>25,882           | X<br><br>X X     | 1<br>1      |
| VODAFONE GROUP PLC NEW       | SPONSORED ADR | 92857W100 | 7,241,477<br>1,254,599<br>-----<br>8,496,076          | 368,522<br>63,847<br>-----<br>432,369        | X<br><br>X X     | 1<br>1      |
| VULCAN MATLS CO              | COM           | 929160109 | 658,772<br>6,996,778<br>-----<br>7,655,550            | 17,771<br>188,745<br>-----<br>206,516        | X<br><br>X X     | 1<br>1      |
| WACHOVIA CORP 2ND NEW        | COM           | 929903102 | 1,278,920<br>781,419<br>5,994<br>-----<br>2,066,333   | 32,005<br>19,555<br>150<br>-----<br>51,710   | X<br><br>X X     | 1<br>1<br>2 |

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|                            |     |           |            |         |   |   |   |   |
|----------------------------|-----|-----------|------------|---------|---|---|---|---|
| WAL MART STORES INC        | COM | 931142103 | 5,925,175  | 110,400 | X |   |   | 1 |
|                            |     |           | 1,590,190  | 29,629  |   | X | X | 1 |
|                            |     |           | 10,734     | 200     | X |   |   | 2 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 7,526,099  | 140,229 |   |   |   |   |
| WALGREEN CO                | COM | 931422109 | 4,415,971  | 146,710 | X |   |   | 1 |
|                            |     |           | 3,745,704  | 124,442 |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 8,161,675  | 271,152 |   |   |   |   |
| WASTE MGMT INC DEL         | COM | 94106L109 | 945,412    | 39,245  | X |   |   | 1 |
|                            |     |           | 138,035    | 5,730   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 1,083,447  | 44,975  |   |   |   |   |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 363,332    | 9,000   | X |   |   | 1 |
|                            |     |           | 162,490    | 4,025   |   | X | X | 1 |
|                            |     |           | 10,093     | 250     | X |   |   | 2 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 535,915    | 13,275  |   |   |   |   |
| WAUSAU-MOSINEE PAPER CORP  | COM | 943315101 | 293,574    | 26,212  | X |   |   | 1 |
|                            |     |           | 58,800     | 5,250   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 352,374    | 31,462  |   |   |   |   |
| WELLS FARGO & CO NEW       | COM | 949746101 | 11,166,120 | 221,550 | X |   |   | 1 |
|                            |     |           | 2,133,179  | 42,325  |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 13,299,299 | 263,875 |   |   |   |   |
| WEYERHAEUSER CO            | COM | 962166104 | 646,812    | 11,978  | X |   |   | 1 |
|                            |     |           | 305,262    | 5,653   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 952,074    | 17,631  |   |   |   |   |
| WISCONSIN ENERGY CORP      | COM | 976657106 | 164,720    | 5,680   | X |   |   | 1 |
|                            |     |           | 94,250     | 3,250   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 258,970    | 8,930   |   |   |   |   |
| WORTHINGTON INDS INC       | COM | 981811102 | 243,880    | 18,200  | X |   |   | 1 |
|                            |     |           | 89,780     | 6,700   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 333,660    | 24,900  |   |   |   |   |
| WRIGLEY WM JR CO           | COM | 982526105 | 231,668    | 4,120   | X |   |   | 1 |
|                            |     |           | 174,313    | 3,100   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 405,981    | 7,220   |   |   |   |   |
| WYETH                      | COM | 983024100 | 1,323,184  | 29,049  | X |   |   | 1 |
|                            |     |           | 168,536    | 3,700   |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 1,491,720  | 32,749  |   |   |   |   |
| ZIMMER HLDGS INC           | COM | 98956P102 | 727,516    | 16,149  | X |   |   | 1 |
|                            |     |           | 480,145    | 10,658  |   | X | X | 1 |
|                            |     |           | -----      | -----   |   |   |   |   |
|                            |     |           | 1,207,661  | 26,807  |   |   |   |   |

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GRAND TOTAL

660,504,972