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

FORM 13F

INFORMATION REQUIRED OF INSTITUTIONAL INVESTMENT MANAGERS PURSUANT TO SECTION 13(f) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULES THEREUNDER

REPORT FOR THE CALENDAR YEAR OR QUARTER ENDED December 31, 1999

(PLEASE READ INSTRUCTIONS BEFORE PREPARING FORM.)

IF AMENDED REPORT CHECK HERE: |_|

ALLSTATE LIFE INSURANCE COMPANY
NAME OF INSTITUTIONAL INVESTMENT MANAGER

3075 SANDERS ROAD SUITE G4A NORTHBROOK ILLINOIS 60062-7127
BUSINESS ADDRESS (STREET) (CITY) (STATE) (ZIP)

DOUGLAS B. WELCH (847)402-6046 ASSISTANT VICE PRESIDENT, INVESTMENT OPERATIONS
NAME, PHONE NO., AND TITLE OF PERSON DULY AUTHORIZED TO SUBMIT THIS REPORT.

ATTENTION

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS.
SEE 18 U.S.C. 1001 AND 15 U.S.C. 78FF(A).

THE INSTITUTIONAL INVESTMENT MANAGER SUBMITTING THIS FORM AND ITS ATTACHMENTS AND THE PERSON BY WHOM IT IS SIGNED REPRESENT HEREBY THAT ALL INFORMATION CONTAINED THEREIN IS TRUE, CORRECT AND COMPLETE. IT IS UNDERSTOOD THAT ALL REQUIRED ITEMS, STATEMENTS AND SCHEDULES ARE CONSIDERED INTEGRAL PARTS OF THIS FORM AND THAT THE SUBMISSION OF ANY AMENDMENT REPRESENTS THAT ALL UNAMENDED ITEMS, STATEMENTS AND SCHEDULES REMAIN TRUE, CORRECT AND COMPLETE AS PREVIOUSLY SUBMITTED.

PURSUANT TO THE REQUIREMENTS OF SECURITIES EXCHANGE ACT OF 1934, THE UNDERSIGNED INSTITUTIONAL INVESTMENT MANAGER HAS CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF IN ON THE 11 DAY OF FEBRUARY, 2000.

ALLSTATE LIFE INSURANCE COMPANY
(NAME OF INSTITUTIONAL INVESTMENT MANAGER)

/S/ DOUGLAS B. WELCH
(MANUAL SIGNATURE OF PERSON DULY AUTHORIZED TO SUBMIT THIS REPORT)

NAME AND 13F FILE NUMBERS OF ALL INSTITUTIONAL INVESTMENT MANAGERS WITH RESPECT TO WHICH THIS SCHEDULE IS FILED (OTHER THAN THE ONE FILING THIS REPORT): (LIST IN ALPHABETICAL ORDER).

13F FILE NUMBERS WILL BE ASSIGNED TO INSTITUTIONAL INVESTMENT MANAGERS AFTER THEY FILE THEIR FIRST REPORT.

NAME:	13F FILE NO.:
1. ALLSTATE INSURANCE COMPANY	28-35
2.	
3.	
4.	
5.	

FORM 13F REPORT
NAME OF REPORTING MANAGER: ALLSTATE LIFE INSURANCE COMPANY

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INVESTMENT DISCRETION			ITEM 7:	ITEM 8: VOTING AUTHORITY (SHARES)		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	(A) SOLE	(B) SHARED	(C) SHARED OTHER	MANA-GERS	(A) SOLE	(B) SHARED	(C) NONE
3 COM	COMMON STOCK	885535104	333,700.00	7,100		X		1	X		
A D C TELECOM	COMMON STOCK	000886101	442,631.25	6,100		X		1	X		
ABBOTT LABS	COMMON STOCK	002824100	537,425.01	14,800		X		1	X		
AK STEEL HOLDING	COMMON STOCK	001547108	453,000.00	24,000		X		1	X		
ALLTEL	COMMON STOCK	020039103	901,293.75	10,900		X		1	X		
ALTERA	COMMON STOCK	021441100	376,675.00	7,600		X		1	X		
ALUMINUM CO OF AMERICA	COMMON STOCK	013817101	522,900.00	6,300		X		1	X		
AMERICA ON-LINE	COMMON STOCK	02364J104	3,025,043.75	40,100		X		1	X		
AMERICAN EXPRESS	COMMON STOCK	025816109	1,862,000.00	11,200		X		1	X		
AMERICAN HOME PRODUCTS	COMMON STOCK	026609107	410,150.00	10,400		X		1	X		
AMERICAN INTL	COMMON STOCK	026874107	3,150,330.05	29,136		X		1	X		
AMERICAN POWER CONVERSION	COMMON STOCK	029066107	211,000.00	8,000		X		1	X		
AMERICAN STANDARD COMPANIES	COMMON STOCK	029712106	619,312.50	13,500		X		1	X		
AMGEN	COMMON STOCK	031162100	1,339,393.75	22,300		X		1	X		
ANALOG DEVICES	COMMON STOCK	032654105	232,500.00	2,500		X		1	X		
AON	COMMON STOCK	037389103	436,000.00	10,900		X		1	X		
APPLE COMPUTER	COMMON STOCK	037833100	390,687.50	3,800		X		1	X		
APPLIED MATERIALS	COMMON STOCK	038222105	633,437.50	5,000		X		1	X		
ASSOCIATES FIRST CAPITAL CRP	COMMON STOCK	046008108	584,638.25	21,308		X		1	X		
AT & T	COMMON STOCK	001957109	2,752,680.32	54,240		X		1	X		
AT&T CORP - LIBERTY MEDIA -A	COMMON STOCK	001957208	368,875.00	6,500		X		1	X		
ATLANTIC RICHFIELD	COMMON STOCK	048825103	415,200.00	4,800		X		1	X		
ATMEL CORP	COMMON STOCK	049513104	413,875.00	14,000		X		1	X		
BAKER HUGHES	COMMON STOCK	057224107	212,731.25	10,100		X		1	X		
BANK OF AMERICA CORP	COMMON STOCK	060505104	885,909.78	17,652		X		1	X		
BANK OF NEW YORK	COMMON STOCK	064057102	1,012,000.00	25,300		X		1	X		
BANK ONE CORPORATION	COMMON STOCK	06423A103	500,175.01	15,600		X		1	X		
BAXTER INTL	COMMON STOCK	071813109	427,125.00	6,800		X		1	X		
BELL ATLANTIC	COMMON STOCK	077853109	1,630,790.63	26,490		X		1	X		
BELLSOUTH	COMMON STOCK	079860102	739,637.50	15,800		X		1	X		
BEST BUY	COMMON STOCK	086516101	260,975.00	5,200		X		1	X		
BIOGEN	COMMON STOCK	090597105	735,150.00	8,700		X		1	X		
BJ SERVICES	COMMON STOCK	055482103	1,538,700.00	36,800		X		1	X		
BLOCK (H & R)	COMMON STOCK	093671105	415,625.00	9,500		X		1	X		
BMC SOFTWARE	COMMON STOCK	055921100	335,897.38	4,202		X		1	X		
BOEING	COMMON STOCK	097023105	731,500.00	17,600		X		1	X		
BOWATER	COMMON STOCK	102183100	244,406.25	4,500		X		1	X		
BRISTOL-MYERS-SQUIBB	COMMON STOCK	110122108	2,208,050.02	34,400		X		1	X		
BROADWING INC	COMMON STOCK	111620100	2,975,812.50	80,700		X		1	X		
BURLINGTON RESOURCES	COMMON STOCK	122014103	1,395,237.50	42,200		X		1	X		
CALLOWAY GOLF CO	COMMON STOCK	131193104	337,831.25	19,100		X		1	X		
CARNIVAL CRUISE LINES	COMMON STOCK	143658102	320,343.75	6,700		X		1	X		
CBS CORPORATION	COMMON STOCK	12490K107	1,176,450.00	18,400		X		1	X		
CDW COMPUTER CENTERS INC	COMMON STOCK	125129106	220,150.00	2,800		X		1	X		
CENTURYTEL INC	COMMON STOCK	156700106	477,303.13	10,075		X		1	X		
CHAMPION INTL	COMMON STOCK	158525105	222,975.00	3,600		X		1	X		
CHASE MANHATTAN CORP NEW	COMMON STOCK	16161A108	1,328,456.25	17,100		X		1	X		
CHEVRON	COMMON STOCK	166751107	822,937.50	9,500		X		1	X		
CHIRON	COMMON STOCK	170040109	368,662.50	8,700		X		1	X		
CISCO SYSTEMS, INC.	COMMON STOCK	17275R102	6,866,712.59	64,100		X		1	X		
CITIGROUP INC	COMMON STOCK	172967101	3,740,745.34	67,325		X		1	X		
CITIZENS UTILITIES 5.0%	REDEEMABLE P/S	177351202	5,720,653.13	101,475		X		1	X		
CLEAR CHANNEL COMMUNICATIONS	COMMON STOCK	184502102	794,325.00	8,900		X		1	X		
CNF TRUST I 5% CONV	REDEEMABLE P/S	12612V205	2,616,000.00	54,500		X		1	X		
COCA-COLA	COMMON STOCK	191216100	2,324,175.00	39,900		X		1	X		
COLGATE-PALMOLIVE	COMMON STOCK	194162103	604,500.00	9,300		X		1	X		
COLUMBIA HEALTHCARE	COMMON STOCK	197677107	208,118.75	7,100		X		1	X		
COMCAST CLASS A SPECIAL	COMMON STOCK	200300200	616,862.50	12,200		X		1	X		
COMDISCO	COMMON STOCK	200336105	212,325.00	5,700		X		1	X		
COMPAQ COMPUTER	COMMON STOCK	204493100	278,743.75	10,300		X		1	X		
COMPUTER ASSOCIATES INTL	COMMON STOCK	204912109	601,462.50	8,600		X		1	X		
COMPUTER SCIENCES	COMMON STOCK	205363104	274,412.50	2,900		X		1	X		
CORNING	COMMON STOCK	219350105	257,875.00	2,000		X		1	X		
COSTO WHOLESALE CORP	COMMON STOCK	22160K105	620,500.00	6,800		X		1	X		
DARDEN RESTAURANTS	COMMON STOCK	237194105	203,000.00	11,200		X		1	X		
DAYTON-HUDSON	COMMON STOCK	239753106	315,781.00	4,300		X		1	X		
DAYTON-HUDSON	COMMON STOCK	239753106	102,813.00	1,400		X		1	X		
DELL COMPUTER	COMMON STOCK	247025109	2,259,300.00	44,300		X		1	X		
DEVON ENERGY CORP	COMMON STOCK	25179M103	664,075.00	20,200		X		1	X		
DISNEY (WALT)	COMMON STOCK	254687106	465,075.00	15,900		X		1	X		
DOW CHEMICAL	COMMON STOCK	260543103	293,975.00	2,200		X		1	X		
DU PONT DE NEMOURS	COMMON STOCK	263534109	594,719.51	9,028		X		1	X		
E M C	COMMON STOCK	268648102	2,294,250.00	21,000		X		1	X		
E TRADE GROUP INC	COMMON STOCK	269246104	313,500.00	12,000		X		1	X		
EDWARDS (AG)	COMMON STOCK	281760108	269,325.00	8,400		X		1	X		
EL PASO ENERGY CAPITAL TRUST I, 4.75%,	NON-REDEEM P/S	283678209	8,936,525.00	177,400		X		1	X		
ELECTRONIC DATA SYSTEMS	COMMON STOCK	285661104	274,443.75	4,100		X		1	X		
EMERSON ELEC	COMMON STOCK	291011104	355,725.02	6,200		X		1	X		
EMMIS COMMUNICATIONS CORP	COMMON STOCK	291525103	1,582,935.62	12,700		X		1	X		
ENDESA	COMMON FOREIGN	29258N107	337,541.00	17,086		X		1	X		
ENRON	COMMON STOCK	293561106	20,093,000.00	452,800		X		1	X		
ENSCO INTERNATIONAL	COMMON STOCK	26874Q100	315,675.00	13,800		X		1	X		
ETHAN ALLEN INTERIORS	COMMON STOCK	297602104	250,087.51	7,800		X		1	X		
EVI INC., 5.0%,	REDEEMABLE P/S	268939204	3,987,500.00	100,000		X		1	X		

EXXON	COMMON STOCK	30231G102	4,751,415.13	58,978	X	1	X
FEDERAL NAT'L MORT. ASSOC	COMMON STOCK	313586109	830,418.75	13,300	X	1	X
FEDERATED DEPARTMENT STORES	COMMON STOCK	31410H101	333,712.50	6,600	X	1	X
FINOVA FINANCE 5.5% CONV	REDEEMABLE P/S	31808E207	1,000,000.00	20,000	X	1	X
FIRST TENNESSEE NATIONAL	COMMON STOCK	337162101	259,350.00	9,100	X	1	X
FIRSTAR CORPORATION	COMMON STOCK	33763V109	823,875.00	39,000	X	1	X
FLEET BOSTON FINANCIAL CORP	COMMON STOCK	339030108	928,964.61	26,685	X	1	X
FORD MOTOR	COMMON STOCK	345370100	1,298,531.24	24,300	X	1	X
FOREST LABS	COMMON STOCK	345838106	903,131.25	14,700	X	1	X
FREDDIE MAC	COMMON STOCK	313400301	804,768.75	17,100	X	1	X
FREEPORT MCMORAN B	COMMON STOCK	35671D857	445,737.50	21,100	X	1	X
G T E	COMMON STOCK	362320103	1,312,462.52	18,600	X	1	X
GAP STORES	COMMON STOCK	364760108	326,600.00	7,100	X	1	X
GENERAL ELECTRIC	COMMON STOCK	369604103	8,201,750.00	53,000	X	1	X
GENERAL INSTRUMENT CORP	COMMON STOCK	370120107	280,500.00	3,300	X	1	X
GENERAL MILLS	COMMON STOCK	370334104	235,950.00	6,600	X	1	X
GENERAL MOTORS	COMMON STOCK	370442105	537,887.50	7,400	X	1	X
GENERAL MOTORS CL H	COMMON STOCK	370442832	393,600.00	4,100	X	1	X
GEORGIA-PACIFIC	COMMON STOCK	373298108	365,400.00	7,200	X	1	X
GILLETTE	COMMON STOCK	375766102	387,162.50	9,400	X	1	X
GLOBAL CROSSING LTD	COMMON STOCK	G3921A100	713,250.00	14,265	X	1	X
GLOBAL MARINE	COMMON STOCK	379352404	616,787.50	37,100	X	1	X
GRAINGER	COMMON STOCK	384802104	2,094,187.50	43,800	X	1	X
HALLIBURTON	COMMON STOCK	406216101	213,325.00	5,300	X	1	X
HARRAH'S ENTERTAINMENT	COMMON STOCK	413619107	214,143.75	8,100	X	1	X
HEWLETT-PACKARD	COMMON STOCK	428236103	1,629,306.25	14,300	X	1	X
HOME DEPOT	COMMON STOCK	437076102	2,571,093.81	37,500	X	1	X
HONEYWELL INTERNATIONAL INC	COMMON STOCK	438516106	1,144,375.78	19,838	X	1	X
INFINITY BROADCASTING CORP	COMMON STOCK	45662S102	372,731.25	10,300	X	1	X
INGERSOLL-RAND	COMMON STOCK	456866102	214,743.75	3,900	X	1	X
INTEL	COMMON STOCK	458140100	4,494,262.50	54,600	X	1	X
INTERPUBLIC GROUP OF COS	COMMON STOCK	460690100	490,343.75	8,500	X	1	X
INTL BUSINESS MACHINES	COMMON STOCK	459200101	2,883,600.01	26,700	X	1	X
INTUIT INC	COMMON STOCK	461202103	455,525.00	7,600	X	1	X
IVAX CORP	COMMON STOCK	465823102	339,900.00	13,200	X	1	X
JABIL CIRCUIT INC	COMMON STOCK	466313103	313,900.00	4,300	X	1	X
JOHNSON & JOHNSON	COMMON STOCK	478160104	1,927,687.51	20,700	X	1	X
KANSAS CITY SOUTHERN IND	COMMON STOCK	485170104	298,500.00	4,000	X	1	X
KEYSTONE FINANCIAL INC	COMMON STOCK	493482103	252,750.00	12,000	X	1	X
KIMBERLY-CLARK	COMMON STOCK	494368103	1,363,725.00	20,900	X	1	X
KNIGHT-RIDDER	COMMON STOCK	499040103	285,600.00	4,800	X	1	X
L S I LOGIC	COMMON STOCK	502161102	492,750.00	7,300	X	1	X
LEGATO SYS INC	COMMON STOCK	524651106	220,200.00	3,200	X	1	X
LEGG MASON	COMMON STOCK	524901105	210,250.00	5,800	X	1	X
LEHMAN BROS HOLDING	COMMON STOCK	524908100	542,000.00	6,400	X	1	X
LEXMARK INT'L GROUP A	COMMON STOCK	529771107	669,700.00	7,400	X	1	X
LILLY (ELI)	COMMON STOCK	532457108	1,522,850.00	22,900	X	1	X
LINCARE HOLDINGS INC	COMMON STOCK	532791100	343,406.25	9,900	X	1	X
LINCOLN NATIONAL	COMMON STOCK	534187109	532,000.00	13,300	X	1	X
LINEAR TECH	COMMON STOCK	535678106	429,375.00	6,000	X	1	X
LOWE'S	COMMON STOCK	548661107	956,000.00	16,000	X	1	X
LUCENT TECHNOLOGIES INC	COMMON STOCK	549463107	3,794,639.65	50,722	X	1	X
MANPOWER	COMMON STOCK	56418H100	443,975.00	11,800	X	1	X
MARSH & MC LENNAN	COMMON STOCK	571748102	430,593.75	4,500	X	1	X
MARSHALL & ILSLEY	COMMON STOCK	571834100	307,781.25	4,900	X	1	X
MAXIM INTEGRATED PRODUCTS	COMMON STOCK	57772K101	415,250.00	8,800	X	1	X
MBNA CORP	COMMON STOCK	55262L100	354,250.00	13,000	X	1	X
MCDONALD'S	COMMON STOCK	580135101	528,093.75	13,100	X	1	X
MCI WORLDCOM INC	COMMON STOCK	55268B106	2,344,115.54	44,177	X	1	X
MEDIAONE GROUP	COMMON STOCK	58440J104	299,568.75	3,900	X	1	X
MEDIMMUNE INC	COMMON STOCK	584699102	447,862.50	2,700	X	1	X
MEDTRONICS	COMMON STOCK	585055106	644,943.75	17,700	X	1	X
MERCK	COMMON STOCK	589331107	2,374,012.50	35,400	X	1	X
MEREDITH	COMMON STOCK	589433101	200,100.00	4,800	X	1	X
MERRILL LYNCH	COMMON STOCK	590188108	1,002,000.00	12,000	X	1	X
MGC COMMUNICATIONS	COMMON STOCK	552763302	395,850.00	7,800	X	1	X
MICRON TECH	COMMON STOCK	595112103	598,675.00	7,700	X	1	X
MICROSOFT	COMMON STOCK	594918104	10,262,325.02	87,900	X	1	X
MINIMED INC	COMMON STOCK	60365K108	344,275.00	4,700	X	1	X
MINNESOTA MNG & MFG	COMMON STOCK	604059105	244,687.50	2,500	X	1	X
MIRAGE RESORTS	COMMON STOCK	60462E104	286,343.75	18,700	X	1	X
MONSANTO	COMMON STOCK	611662107	477,375.00	13,400	X	1	X
MONTANA PWR	COMMON STOCK	612085100	450,781.25	12,500	X	1	X
MORGAN STANLEY DEAN WITTER & CO	COMMON STOCK	617446448	1,655,900.00	11,600	X	1	X
MOTOROLA	COMMON STOCK	620076109	2,105,674.99	14,300	X	1	X
NABORS INDUSTRIES	COMMON STOCK	629568106	563,449.22	18,213	X	1	X
NATIONAL AUSTRALIA BANK 7.875% CONVERTIB	NON-REDEEM P/S	632525309	2,762,500.00	100,000	X	1	X
NATIONAL SEMICONDUCTOR	COMMON STOCK	637640103	458,093.75	10,700	X	1	X
NEW YORK TIMES	COMMON STOCK	650111107	255,450.00	5,200	X	1	X
NEXTEL COMMUNICATIONS INC	COMMON STOCK	65332V103	804,375.00	7,800	X	1	X
NEXTLINK COMMUNICATIONS - A	COMMON STOCK	65333H707	1,461,900.00	17,600	X	1	X
NIKE CL B	COMMON STOCK	654106103	431,193.75	8,700	X	1	X
NOBLE AFFILIATES	COMMON STOCK	654894104	302,268.75	14,100	X	1	X
NOBLE DRILLING	COMMON STOCK	655042109	2,043,600.00	62,400	X	1	X
NORTEL NETWORKS CORP	COMMON FOREIGN	656569100	2,626,000.00	26,000	X	1	X
NORTHERN TRUST	COMMON STOCK	665859104	450,500.00	8,500	X	1	X
NORTHWESTERN	COMMON STOCK	668074107	11,000.00	500	X	1	X
NUCOR	COMMON STOCK	670346105	323,393.75	5,900	X	1	X
ORACLE SYSTEMS	COMMON STOCK	68389X105	3,389,890.63	30,250	X	1	X
P N C FINANCIAL	COMMON STOCK	693475105	404,950.00	9,100	X	1	X
PARKER-HANNIFIN	COMMON STOCK	701094104	246,300.00	4,800	X	1	X
PEPSICO	COMMON STOCK	713448108	1,011,675.00	28,700	X	1	X
PFIZER	COMMON STOCK	717081103	1,654,312.50	51,000	X	1	X
PHARMACIA & UPJOHN INC	COMMON STOCK	716941109	247,500.00	5,500	X	1	X
PROCTER & GAMBLE	COMMON STOCK	742718109	2,684,281.22	24,500	X	1	X
QUALCOM	COMMON STOCK	747525103	2,536,200.00	14,400	X	1	X
RADIAN GROUP INC	COMMON STOCK	750236101	296,050.00	6,200	X	1	X
RALSTON-RALSTON PURINA	COMMON STOCK	751277302	518,475.00	18,600	X	1	X
READERS DIGEST	COMMON STOCK	755267101	1,412,775.00	48,300	X	1	X

RELIASTAR FINL	COMMON STOCK	75952U103	493,762.50	12,600	X	1	X
REPSOL-YPF SA	COMMON FOREIGN	76026T205	377,474.00	16,360	X	1	X
REYNOLDS & REYNOLDS	COMMON STOCK	761695105	677,250.00	30,100	X	1	X
ROYAL DUTCH PETROLEUM	COMMON FOREIGN	780257804	1,686,206.27	27,900	X	1	X
S C I SYSTEMS	COMMON STOCK	783890106	361,625.00	4,400	X	1	X
SANMINA CORP	COMMON STOCK	800907107	319,600.00	3,200	X	1	X
SANTA FE SNYDER CORP	COMMON STOCK	80218K105	119,200.00	14,900	X	1	X
SBC COMMUNICATIONS	COMMON STOCK	78387G103	2,562,982.50	52,574	X	1	X
SCHERING-PLOUGH	COMMON STOCK	806605101	966,093.75	22,900	X	1	X
SCHWAB CHARLES CORP NEW	COMMON STOCK	808513105	690,750.00	18,000	X	1	X
SIEBEL SYSTEMS INC	COMMON STOCK	826170102	621,600.00	7,400	X	1	X
SMURFIT-STONE CONTAINER CORP	COMMON STOCK	832727101	360,150.00	14,700	X	1	X
SOLECTRON CORP	COMMON STOCK	834182107	694,412.50	7,300	X	1	X
SONOCO PRODUCTS	COMMON STOCK	835495102	338,975.00	14,900	X	1	X
SPRINT	COMMON STOCK	852061100	955,837.50	14,200	X	1	X
SPRINT CORP (PCS GROUP)	COMMON STOCK	852061506	907,125.00	8,850	X	1	X
STAPLES	COMMON STOCK	855030102	452,350.00	21,800	X	1	X
STARBUCKS, CORP	COMMON STOCK	855244109	244,925.00	10,100	X	1	X
STATE STREET CORP	COMMON STOCK	857477103	255,718.75	3,500	X	1	X
SUMMIT BANCORP	COMMON STOCK	866005101	226,625.00	7,400	X	1	X
SUN MICROSYSTEMS	COMMON STOCK	866810104	2,187,144.75	28,244	X	1	X
SYMBOL TECH	COMMON STOCK	871508107	209,756.25	3,300	X	1	X
TANDY	COMMON STOCK	875382103	231,181.25	4,700	X	1	X
TELEPHONE & DATA SYSTEMS	COMMON STOCK	879433100	554,400.00	4,400	X	1	X
TELLABS	COMMON STOCK	879664100	404,381.25	6,300	X	1	X
TEMPLE-INLAND	COMMON STOCK	879868107	230,781.25	3,500	X	1	X
TENET HEALTHCARE	COMMON STOCK	88033G100	249,100.00	10,600	X	1	X
TEXACO	COMMON STOCK	881694103	581,143.75	10,700	X	1	X
TEXAS INSTRUMENTS	COMMON STOCK	882508104	1,259,375.00	13,000	X	1	X
TEXTRON	COMMON STOCK	883203101	383,437.50	5,000	X	1	X
TIDEWATER	COMMON STOCK	886423102	1,447,200.00	40,200	X	1	X
TIME WARNER	COMMON STOCK	887315109	1,303,875.00	18,000	X	1	X
TIMES MIRROR	COMMON STOCK	887364107	241,200.00	3,600	X	1	X
TYCO INTERNATIONAL	COMMON STOCK	902124106	1,152,643.75	29,650	X	1	X
TYSON FOODS	COMMON STOCK	902494103	502,125.00	30,900	X	1	X
UNILEVER N.V.	COMMON FOREIGN	904784709	202,780.15	3,725	X	1	X
UNITED TECH	COMMON STOCK	913017109	1,170,000.00	18,000	X	1	X
UNIVISION COMMUNICATION INC	COMMON STOCK	914906102	327,000.00	3,200	X	1	X
US BANCORP	COMMON STOCK	902973106	269,081.25	11,300	X	1	X
US WEST	COMMON STOCK	91273H101	259,200.00	3,600	X	1	X
USA NETWORKS	COMMON STOCK	902984103	403,325.00	7,300	X	1	X
VERITAS SOFTWARE CORP	COMMON STOCK	923436109	1,445,562.50	10,100	X	1	X
VIACOM -CL B	COMMON STOCK	925524308	465,368.75	7,700	X	1	X
VIAD CORP	COMMON STOCK	92552R109	326,137.50	11,700	X	1	X
VITESSE SEMICONDUCTOR	COMMON STOCK	928497106	283,162.50	5,400	X	1	X
WALGREEN	COMMON STOCK	931422109	617,175.00	21,100	X	1	X
WAL-MART STORES	COMMON STOCK	931142103	4,963,175.01	71,800	X	1	X
WARNER-LAMBERT	COMMON STOCK	934488107	934,087.50	11,400	X	1	X
WASHINGTON MUTUAL	COMMON STOCK	939322103	247,000.00	9,500	X	1	X
WEATHERFORD INTERNATIONAL	COMMON STOCK	947074100	375,412.50	9,400	X	1	X
WELLS FARGO & CO (NEW)	COMMON STOCK	949746101	901,756.25	22,300	X	1	X
WENDYS FINANCING SERIES A	REDEEMABLE P/S	950588202	2,800,687.50	58,500	X	1	X
WESTERN WIRELESS CORP CL A	COMMON STOCK	95988E204	347,100.00	5,200	X	1	X
WESTWOOD ONE	COMMON STOCK	961815107	646,000.00	8,500	X	1	X
WEYERHAEUSER	COMMON STOCK	962166104	509,868.75	7,100	X	1	X
WINSTAR COMMUNICATIONS INC	COMMON STOCK	975515107	285,950.00	3,800	X	1	X
XILINX, INC.	COMMON STOCK	983919101	318,281.60	7,000	X	1	X
XIRCOM INC	COMMON STOCK	983922105	217,500.00	2,900	X	1	X
ADT OPERATIONS INC CONV	DEBT	000945AC9	60,113,625.00	21,450,000	X	1	X
ALZA CORP CONV	DEBT	022615AD0	68,400,000.00	57,000,000	X	1	X
AMERICAN EXPRESS CR CONV	DEBT	025818CJ2	7,252,500.00	6,000,000	X	1	X
AMERICAN GEN DEL CONV	DEBT	02637G200	27,600,000.00	34,500,000	X	1	X
ATHENA NEUROSCIENCES INC., CONVERTIBLE	DEBT	046854AA3	17,718,750.00	15,750,000	X	1	X
ATHENA	DEBT	046854AB1	9,450,000.00	8,400,000	X	1	X
AUTOMATIC DATA PROCESSING INC CONV	DEBT	053015AC7	23,312,812.50	20,250,000	X	1	X
BAKER HUGHES INTL CONV	DEBT	057224AH0	8,715,000.00	12,000,000	X	1	X
BELL ATLANTIC FINL SVCS INC., CONV.	DEBT	07785GAB6	5,263,125.00	5,250,000	X	1	X
BELL ATLANTIC FINL SVCS INC., CONVERT.	DEBT	07785GAC4	6,285,000.00	6,000,000	X	1	X
BERKSHIRE HATHAWAY INC DEL CONV	DEBT	084670AF5	50,987,250.00	25,800,000	X	1	X
CUC INTL INC CONV	DEBT	126545AB8	15,159,375.00	16,500,000	X	1	X
CUC INTL INC	DEBT	126545AD4	22,050,000.00	24,000,000	X	1	X
CENTOCOR INC.	DEBT	152342AE1	29,475,000.00	22,500,000	X	1	X
CLEAR CHANNEL COMM., INC., CONVERTIBLE	DEBT	184502AB8	48,256,875.00	34,500,000	X	1	X
COSTCO	DEBT	22160QAC6	31,050,000.00	36,000,000	X	1	X
DSC COMMUNICATIONS CORP	DEBT	233311AC3	30,150,000.00	30,000,000	X	1	X
DEVON ENERGY CORP.	DEBT	25179MAB9	51,340,170.00	52,122,000	X	1	X
DIAMOND OFFSHORE CONV	DEBT	25271CAA0	62,610,375.00	59,700,000	X	1	X
ELAN INTL FIN CONV	DEBT	284129AA1	33,600,000.00	60,000,000	X	1	X
FRANCE TELECOM	DEBT	35177QAB1	2,946,187.50	2,850,000	X	1	X
GOLDMAN SACHS / WELLS FARGO	DEBT	38141GAB0	8,595,000.00	9,000,000	X	1	X
HEALTH CARE PPTY INVS INC CONV	DEBT	421915AC3	20,475,000.00	21,000,000	X	1	X
HEWLETT PACKARD CO., CONVERRTIBLE	DEBT	428236AA1	25,357,500.00	42,000,000	X	1	X
HEWLETT PACKARD CO CONV	DEBT	428236AC7	38,036,250.00	63,000,000	X	1	X
HILTON HOTELS CORP CONV	DEBT	432848AL3	24,758,625.00	30,900,000	X	1	X
HOME DEPOT INC CONV	DEBT	437076AE2	41,967,125.00	47,700,000	X	1	X
INCO LTD CONV	DEBT	453258AH8	10,758,318.75	12,105,000	X	1	X
INCO LTD CONV	DEBT	453258AK1	9,896,250.00	10,500,000	X	1	X
INTERPUBLIC GROUP	DEBT	460690AG5	10,350,000.00	11,250,000	X	1	X
INTERPUBLIC GROUP	DEBT	460690AJ9	9,660,000.00	10,500,000	X	1	X
KERR-MCGEE CORP	DEBT	492386AL1	34,233,375.00	35,475,000	X	1	X
AHOLD	DEBT	500467AA3	5,639,436.00	4,799,520	X	1	X
LIEBERT CONV	DEBT	531735AA6	14,070,000.00	3,000,000	X	1	X

MAGNA INTL INC CONV	DEBT	559222AE4	15,037,500.00	15,000,000	X	1	X
MAGNA INTL INC., CONVERTIBLE	DEBT	559222AF1	18,681,750.00	20,700,000	X	1	X
MAGNA INTL INC	DEBT	559222AG9	6,091,875.00	6,750,000	X	1	X
MARRIOTT INTL INC CONV	DEBT	571900AH2	11,902,500.00	18,000,000	X	1	X
MUTUAL RISK MGMT LTD CONV	DEBT	628351AA6	9,085,623.75	21,441,000	X	1	X
OFFICE DEPOT INC	DEBT	676220AA4	8,953,500.00	14,100,000	X	1	X
OFFICE DEPOT	DEBT	676220AB2	11,767,500.00	18,000,000	X	1	X
OGDEN CORP., CONVERTIBLE	DEBT	676346AD1	2,377,500.00	3,000,000	X	1	X
OMNICOM GROUP CONV.	DEBT	681919AC0	7,582,500.00	3,000,000	X	1	X
OMNICOM	DEBT	681919AE6	11,373,750.00	4,500,000	X	1	X
POTOMAC ELEC PWR CO	DEBT	737679BT6	13,531,500.00	13,950,000	X	1	X
RITE AID CORP, CONVERTIBLE	DEBT	767754AK0	12,895,312.50	15,750,000	X	1	X
RITE AID CORP	DEBT	767754AL8	7,368,750.00	9,000,000	X	1	X
ROBBINS & MYERS INC CONV	DEBT	770196AA1	4,688,250.00	5,640,000	X	1	X
ROCHE HLDGS INC., CONVERTIBLE	DEBT	771196AC6	10,721,250.00	18,000,000	X	1	X
ST PAUL CAPITAL CONV.	DEBT	792856205	14,601,562.50	26,700,000	X	1	X
SOLECTRON CORP.	DEBT	834182AG2	44,010,000.00	72,000,000	X	1	X
THERMO ELECTRON CORP CONV	DEBT	883556AF9	21,532,500.00	24,750,000	X	1	X
THERMO INSTR SYS INC CONV	DEBT	883559AC0	12,975,000.00	15,000,000	X	1	X
THERMO INSTR SYS INC., CONVERTIBLE	DEBT	883559AE6	5,934,375.00	7,500,000	X	1	X
THERMO OPTEK CORP CONV	DEBT	883582AA6	1,627,537.50	1,665,000	X	1	X
THERMOQUEST CORP CONV	DEBT	883655AA0	3,029,193.75	3,135,000	X	1	X
U S CELLULAR CORP CONV	DEBT	911684AA6	18,133,125.00	28,500,000	X	1	X
WMX TECHNOLOGIES CONVERTIBLE	DEBT	92929QAF4	32,986,125.00	40,350,000	X	1	X
USA WASTE SVCS INC CONV	DEBT	94106LAA7	13,350,000.00	15,000,000	X	1	X
WELLPOINT	DEBT	94973HAA6	12,180,000.00	21,000,000	X	1	X
XEROX CREDIT CORP., CONVERTIBLE	DEBT	984121AY9	8,306,250.00	15,000,000	X	1	X
XEROX	DEBT	984121BB8	14,369,812.50	25,950,000	X	1	X
TECNOST INTL	DEBT	EC1437234	279,721.95	273,006	X	1	X
HEALTH & RETIREMENT PPTYS TR TR CONV	DEBT	U40488AA3	19,950,000.00	21,000,000	X	1	X
BELL ATLANTIC / TELECOM CORP OF NEW ZEAL	DEBT	VV3077219	3,007,500.00	3,000,000	X	1	X
TEXACO CAPITAL	DEBT	VV3081575	6,015,000.00	6,000,000	X	1	X