



## FORM 13F

Name of Reporting Manager: ALLSTATE LIFE INSURANCE COMPANY

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (SHARES)		
					(A) SOLE	(B) SHARED	(C) SHARED OTHER		(A) SOLE	(B) SHARED	(C) NONE
A D C TELECOM	COMMON	000886101	534,100.00	11,200.00		X		1	X		
AFLAC CORP	COMMON	001055102	489,937.50	9,000.00		X		1	X		
AK STEEL HOLDING	COMMON	001547108	300,081.25	13,300.00		X		1	X		
A M R	COMMON	001765106	269,387.50	4,600.00		X		1	X		
AT & T	COMMON	001957109	3,013,640.17	37,759.00		X		1	X		
AT&T CORP - LIBERTY MEDIA -A	COMMON	001957208	273,650.00	5,200.00		X		1	X		
ABBOTT LABS	COMMON	002824100	1,338,837.50	28,600.00		X		1	X		
AMBERCROMBIE & FITCH CL A	COMMON	002896207	515,200.00	5,600.00		X		1	X		
AIRTOUCH COMM	COMMON	00949T100	1,149,837.50	11,900.00		X		1	X		
AIRTOUCH COMM. 6% CONV. SER. B	NON-RED. P/S	00949T209	6,292,125.00	79,900.00		X		1	X		
AIRTOUCH COMM 4.25% SER. C CONV.	RED. P/S	00949T308	20,262,425.00	150,650.00		X		1	X		
ALLIED-SIGNAL	COMMON	019512102	757,487.50	15,400.00		X		1	X		
ALLTEL	COMMON	020039103	324,350.00	5,200.00		X		1	X		
ALTERA	COMMON	021441100	232,050.00	3,900.00		X		1	X		
AMERICA ON-LINE	COMMON	02364J104	2,584,200.00	17,700.00		X		1	X		
AMERICAN EXPRESS	COMMON	025816109	857,750.00	7,300.00		X		1	X		
AMERICAN HOME PRODUCTS	COMMON	026609107	2,355,525.00	36,100.00		X		1	X		
AMERICAN INTL	COMMON	026874107	3,219,360.67	26,689.00		X		1	X		
AMERICAN STANDARD COMPANIES	COMMON	029712106	340,312.50	9,900.00		X		1	X		
AMERICAN STORES	COMMON	030096101	287,100.00	8,700.00		X		1	X		
AMERITECH NEW	COMMON	030954101	1,041,750.00	18,000.00		X		1	X		
AMGEN	COMMON	031162100	479,200.00	6,400.00		X		1	X		
ANALOG DEVICES	COMMON	032654105	279,679.75	9,401.00		X		1	X		
AON	COMMON	037389103	240,350.00	3,800.00		X		1	X		
APACHE	COMMON	037411105	521,250.00	20,000.00		X		1	X		
APPLIED MATERIALS	COMMON	038222105	579,862.50	9,400.00		X		1	X		
ASCEND COMMUNICATIONS INC	COMMON	043491109	225,956.25	2,700.00		X		1	X		
ASSOCIATES FIRST CAPITAL CRP	COMMON	046008108	958,860.00	21,308.00		X		1	X		
ATLANTIC RICHFIELD	COMMON	048825103	277,400.00	3,800.00		X		1	X		
BJ SERVICES	COMMON	055482103	300,000.00	12,800.00		X		1	X		
BAKER HUGHES	COMMON	057224107	1,723,756.25	70,900.00		X		1	X		
BANK OF AMERICA CORP	COMMON	060505104	2,708,610.00	38,352.00		X		1	X		
BANK OF NEW YORK	COMMON	064057102	812,187.50	22,600.00		X		1	X		
BANK ONE CORPORATION	COMMON	06423A103	1,426,890.18	25,914.01		X		1	X		
BANKBOSTON_CORP	COMMON	06605R106	225,225.00	5,200.00		X		1	X		
BAXTER INTL	COMMON	071813109	415,800.00	6,300.00		X		1	X		
BECTON DICKINSON	COMMON	075887109	260,525.00	6,800.00		X		1	X		
BELL ATLANTIC	COMMON	077853109	1,358,864.39	26,290.00		X		1	X		
BELLSOUTH	COMMON	079860102	1,326,068.75	33,100.00		X		1	X		
BEST BUY	COMMON	086516101	322,400.00	6,200.00		X		1	X		
BIOGEN	COMMON	090597105	297,212.50	2,600.00		X		1	X		
BOEING	COMMON	097023105	685,912.50	20,100.00		X		1	X		
BOISE CASCADE	COMMON	097383103	370,875.00	11,500.00		X		1	X		
BRISTOL-MYERS-SQUIBB	COMMON	110122108	2,861,906.24	44,500.00		X		1	X		
BURLINGTON NORTHERN	COMMON	12189T104	272,862.50	8,300.00		X		1	X		
BURLINGTON RESOURCES	COMMON	122014103	978,468.75	24,500.00		X		1	X		
CBS CORPORATION	COMMON	12490K107	548,562.50	13,400.00		X		1	X		
CNF TRUST I 5% SERIES A CONV.	RED. P/S	12612V205	3,024,750.00	54,500.00		X		1	X		
CVS CORP	COMMON	126650100	289,750.00	6,100.00		X		1	X		
CAPITAL ONE FINANCIAL	COMMON	14040H105	664,400.00	4,400.00		X		1	X		
CARDINAL HEALTH	COMMON	14149Y108	264,000.00	4,000.00		X		1	X		
CARLISLE	COMMON	142339100	215,050.00	4,600.00		X		1	X		
CARNIVAL CRUISE LINES	COMMON	143658102	286,518.75	5,900.00		X		1	X		
CATERPILLAR	COMMON	149123101	413,437.50	9,000.00		X		1	X		
CHAMPION INTL	COMMON	158525105	221,737.50	5,400.00		X		1	X		
CHASE MANHATTAN CORP NEW	COMMON	16161A108	983,881.25	12,100.00		X		1	X		
CHEVRON	COMMON	166751107	1,202,750.00	13,600.00		X		1	X		
CIRCUIT CITY STORES	COMMON	172737108	321,825.00	4,200.00		X		1	X		
CISCO SYSTEMS, INC.	COMMON	17275R102	3,829,209.41	34,950.00		X		1	X		
CITIGROUP INC	COMMON	172967101	2,954,218.75	46,250.00		X		1	X		
CITIZENS UTILITIES 5.0% CONV.	RED. P/S	177351202	4,084,368.75	101,475.00		X		1	X		
CLAIRES STORES	COMMON	179584107	222,925.00	7,400.00		X		1	X		
CLOROX	COMMON	189054109	421,875.00	3,600.00		X		1	X		
COASTAL	COMMON	190441105	458,700.00	13,900.00		X		1	X		
COCA-COLA	COMMON	191216100	2,467,275.00	40,200.00		X		1	X		
COLGATE-PALMOLIVE	COMMON	194162103	386,400.00	4,200.00		X		1	X		
COLUMBIA HEALTHCARE	COMMON	197677107	699,778.50	36,952.00		X		1	X		
COMCAST CLASS A SPECIAL	COMMON	200300200	289,512.50	4,600.00		X		1	X		
COMERICA	COMMON	200340107	393,356.25	6,300.00		X		1	X		
COMPAQ COMPUTER	COMMON	204493100	608,400.01	19,200.00		X		1	X		
COMPUTER ASSOCIATES INTL	COMMON	204912109	252,493.75	7,100.00		X		1	X		
CONSECO	COMMON	208464107	330,362.50	10,700.00		X		1	X		
CORNING	COMMON	219350105	240,000.00	4,000.00		X		1	X		
COSTO COMPANIES INC	COMMON	22160Q102	402,875.00	4,400.00		X		1	X		
COUNTRYWIDE CREDIT INDUSTRIES	COMMON	222372104	416,250.00	11,100.00		X		1	X		
CROWN CORK & SEAL CONV. 4.5%	NON-RED. P/S	228255303	5,024,900.00	184,400.00		X		1	X		
DAYTON-HUDSON	COMMON	239753106	426,400.00	6,400.00		X		1	X		
DELL COMPUTER	COMMON	247025109	1,729,012.50	42,300.00		X		1	X		
DIAMOND OFFSHORE DRILLING INC	COMMON	25271C102	290,950.00	9,200.00		X		1	X		
DISNEY (WALT)	COMMON	254687106	1,048,912.50	33,700.00		X		1	X		
DOLE FOODS	COMMON	256605106	291,550.00	9,800.00		X		1	X		

DOW CHEMICAL	COMMON	260543103	223,650.00	2,400.00	X	1	X
DU PONT DE NEMOURS	COMMON	263534109	1,138,025.00	19,600.00	X	1	X
DUKE ENERGY CORP	COMMON	264399106	252,695.25	4,626.00	X	1	X
E M C	COMMON	268648102	2,273,950.00	17,800.00	X	1	X
EVI INC., 5.0%,	RED. P/S	268939204	3,300,000.00	100,000.00	X	1	X
EL PASO ENE. CAP. TRUST I, 4.75%,	NON-RED. P/S	283678209	3,128,125.00	65,000.00	X	1	X
EL PASO ENERGY CORP DELAWARE	COMMON	283905107	317,068.75	9,700.00	X	1	X
EMERSON ELEC	COMMON	291011104	434,087.52	8,200.00	X	1	X
ENERGY EAST CORPORATION	COMMON	29266M109	241,787.50	4,600.00	X	1	X
ENRON	COMMON	293561106	10,498,450.00	163,400.00	X	1	X
EXXON	COMMON	302290101	3,358,775.01	47,600.00	X	1	X
FREDDIE MAC	COMMON	313400301	1,068,237.50	18,700.00	X	1	X
FEDERAL NAT'L MORT. ASSOC	COMMON	313586109	1,253,425.00	18,100.00	X	1	X
FEDERATED DEPARTMENT STORES	COMMON	31410H101	790,462.50	19,700.00	X	1	X
FINOVA FINANCE 5.5% CONVERTIBLE	RED. P/S	31808E207	2,880,000.00	40,000.00	X	1	X
FIRST DATA	COMMON	319963104	752,400.00	17,600.00	X	1	X
FIRST UNION	COMMON	337358105	486,281.24	9,100.00	X	1	X
FISERV INC.	COMMON	337738108	1,045,687.52	19,500.00	X	1	X
FLEET/NORSTAR FINANCIAL	COMMON	338915101	455,262.50	12,100.00	X	1	X
FORD MOTOR	COMMON	345370100	794,500.00	14,000.00	X	1	X
FOUNDATION HEALTH SYSTEMS - A	COMMON	350404109	404,625.00	33,200.00	X	1	X
G T E	COMMON	362320103	1,101,100.02	18,200.00	X	1	X
GANNETT	COMMON	364730101	472,500.00	7,500.00	X	1	X
GAP STORES	COMMON	364760108	531,768.75	7,900.00	X	1	X
GENERAL ELECTRIC	COMMON	369604103	6,991,500.00	63,200.00	X	1	X
GENERAL MOTORS	COMMON	370442105	807,937.50	9,300.00	X	1	X
GEORGIA-PACIFIC	COMMON	373298108	215,325.00	2,900.00	X	1	X
GILLETTE	COMMON	375766102	1,456,218.75	24,500.00	X	1	X
GOLDEN WEST FINL	COMMON	381317106	305,600.00	3,200.00	X	1	X
GUIDANT	COMMON	401698105	586,850.00	9,700.00	X	1	X
HALLIBURTON	COMMON	406216101	843,150.00	21,900.00	X	1	X
M. A. HANNA	COMMON	410522106	260,093.75	20,300.00	X	1	X
HARLEY DAVIDSON	COMMON	412822108	322,000.00	5,600.00	X	1	X
HARSCO	COMMON	415864107	241,800.00	9,600.00	X	1	X
HEINZ	COMMON	423074103	253,456.25	5,350.00	X	1	X
HEWLETT-PACKARD	COMMON	428236103	1,139,249.99	16,800.00	X	1	X
HOME DEPOT	COMMON	437076102	1,587,375.02	25,500.00	X	1	X
HONEYWELL	COMMON	438506107	568,593.75	7,500.00	X	1	X
HOUSEHOLD INTL	COMMON	441815107	378,687.50	8,300.00	X	1	X
HOUSTON INDS INC. 7% CONVERTIBLE	NON-RED. P/S	442161204	34,643,750.00	287,500.00	X	1	X
IMC FERTILIZER	COMMON	449669100	251,381.25	12,300.00	X	1	X
INGERSOLL-RAND	COMMON	456866102	491,287.50	9,900.00	X	1	X
INTEL	COMMON	458140100	3,970,425.01	33,400.00	X	1	X
INTL BUSINESS MACHINES	COMMON	459200101	2,853,725.00	16,100.00	X	1	X
JOHNSON & JOHNSON	COMMON	478160104	2,454,612.49	26,200.00	X	1	X
KIMBERLY-CLARK	COMMON	494368103	556,075.00	11,600.00	X	1	X
KNIGHT-RIDDER	COMMON	499040103	260,000.00	5,200.00	X	1	X
KROGER	COMMON	501044101	233,512.50	3,900.00	X	1	X
LEAR SEATING CORP	COMMON	521865105	264,662.50	6,200.00	X	1	X
LEXMARK INT'L GROUP A	COMMON	529771107	1,061,625.00	9,500.00	X	1	X
LILLY (ELI)	COMMON	532457108	1,841,787.50	21,700.00	X	1	X
LINCOLN NATIONAL	COMMON	534187109	692,125.00	7,000.00	X	1	X
LINEAR TECH	COMMON	535678106	215,250.00	4,200.00	X	1	X
LOCKHEED MARTIN	COMMON	539830109	667,068.75	17,700.00	X	1	X
LOWE'S	COMMON	548661107	477,950.00	7,900.00	X	1	X
LUCENT TECHNOLOGIES INC	COMMON	549463107	2,894,811.50	26,866.00	X	1	X
MBNA CORP	COMMON	55262L100	243,525.00	10,200.00	X	1	X
MCI WORLDCOM INC	COMMON	55268B106	3,352,179.19	37,851.00	X	1	X
MGIC INVESTMENT	COMMON	552848103	336,600.00	9,600.00	X	1	X
MATTEL	COMMON	577081102	368,150.00	14,800.00	X	1	X
MAXIM INTEGRATED PRODUCTS	COMMON	57772K101	200,262.50	3,700.00	X	1	X
MAYTAG	COMMON	578592107	247,537.50	4,100.00	X	1	X
MCDONALD'S	COMMON	580135101	1,431,875.00	31,600.00	X	1	X
MEDIAONE GROUP	COMMON	58440J104	260,350.00	4,100.00	X	1	X
MEDIAONE	RED. P/S	58440J203	3,214,062.50	25,000.00	X	1	X
MEDTRONICS	COMMON	585055106	753,375.00	10,500.00	X	1	X
MELLON BANK	COMMON	585509102	225,200.00	3,200.00	X	1	X
MERCANTILE BANCORP	COMMON	587342106	527,250.00	11,100.00	X	1	X
MERCK	COMMON	589331107	4,442,387.50	55,400.00	X	1	X
MEREDITH	COMMON	589433101	484,137.50	15,400.00	X	1	X
MERRILL LYNCH	COMMON	590188108	619,062.50	7,000.00	X	1	X
MICROSOFT	COMMON	594918104	8,514,375.00	95,000.00	X	1	X
MICROSOFT CORP. \$2.196 CONV. SER.	NON-RED. P/S	594918203	8,618,750.00	87,500.00	X	1	X
MOBIL	COMMON	607059102	1,812,799.99	20,600.00	X	1	X
MONSANTO	COMMON	611662107	330,750.00	7,200.00	X	1	X
MORGAN (J.P.)	COMMON	616880100	444,150.00	3,600.00	X	1	X
MORGAN STANLEY DEAN WITTER & CO	COMMON	617446448	1,638,975.00	16,400.00	X	1	X
MOTOROLA	COMMON	620076109	1,450,349.99	19,800.00	X	1	X
MYLAN LABS	COMMON	628530107	260,656.25	9,500.00	X	1	X
NAT. AUSTRALIA BANK 7.875% CONV	NON-RED. P/S	632525309	6,262,500.00	200,000.00	X	1	X
NATIONAL CITY	COMMON	635405103	438,075.00	6,600.00	X	1	X
NAVISTAR INTL	COMMON	63934E108	289,350.00	7,200.00	X	1	X
NIKE CL B	COMMON	654106103	219,212.50	3,800.00	X	1	X
NOBLE AFFILIATES	COMMON	654894104	304,500.00	10,500.00	X	1	X
NORTEL NETWORKS CORP	COMMON FOR.	656569100	521,850.00	8,400.00	X	1	X
OCCIDENTAL PETROLEUM CONV	NON-RED. P/S	674599790	2,462,500.00	50,000.00	X	1	X
OFFICE DEPOT INC	COMMON	676220106	5,289,956.25	143,700.00	X	1	X
ORACLE SYSTEMS	COMMON	68389X105	582,887.50	22,100.00	X	1	X
OWENS-ILLINOIS	COMMON	690768403	260,000.00	10,400.00	X	1	X
PACIFICARE HEALTH SYS INC - B	COMMON	695112201	341,250.00	5,000.00	X	1	X
PAINE WEBBER GROUP	COMMON	695629105	219,312.50	5,500.00	X	1	X
PEPSICO	COMMON	713448108	1,653,712.49	42,200.00	X	1	X
PFIZER	COMMON	717081103	3,427,125.00	24,700.00	X	1	X
PHELPS DODGE	COMMON	717265102	359,525.00	7,300.00	X	1	X
PROCTER & GAMBLE	COMMON	742718109	2,252,562.49	23,000.00	X	1	X
PROVIDIAN FINANCIAL CORP	COMMON	74406A102	781,000.00	7,100.00	X	1	X
QUALCOM	COMMON	747525103	273,625.00	2,200.00	X	1	X
RAYTHEON	COMMON	755111408	791,437.50	13,500.00	X	1	X
ROHM & HAAS	COMMON	775371107	228,225.00	6,800.00	X	1	X
ROSS STORES	COMMON	778296103	381,168.75	8,700.00	X	1	X

ROUSE CO \$3 CONVERTIBLE SERIES B	NON-RED. P/S	779273309	3,069,400.00	82,400.00	X	1	X
ROYAL DUTCH PETROLEUM	COMMON FOR.	780257804	2,340,000.01	45,000.00	X	1	X
SBC COMMUNICATIONS	COMMON	783876103	1,535,615.25	32,586.00	X	1	X
SARA LEE	COMMON	803111103	495,000.00	20,000.00	X	1	X
SCHERING-PLOUGH	COMMON	806605101	1,554,281.25	28,100.00	X	1	X
SCHLUMBERGER	COMMON	806857108	836,606.25	13,900.00	X	1	X
SCHWAB CHARLES CORP NEW	COMMON	808513105	595,975.00	6,200.00	X	1	X
SMURFIT-STONE CONTAINER CORP	COMMON	832727101	262,650.00	13,600.00	X	1	X
SOUTHERN	COMMON	842587107	202,818.75	8,700.00	X	1	X
SPRINT	COMMON	852061100	912,562.50	9,300.00	X	1	X
SPRINT CONV	NON-RED. P/S	852061407	7,299,999.98	100,000.00	X	1	X
SPRINT CORP (PCS GROUP)	COMMON	852061506	290,246.88	6,550.00	X	1	X
STARBUCKS, CORP	COMMON	855244109	294,656.25	10,500.00	X	1	X
STATE STREET CORP	COMMON	857477103	279,437.50	3,400.00	X	1	X
SUMMIT BANCORP	COMMON	866005101	234,000.00	6,000.00	X	1	X
SUN MICROSYSTEMS	COMMON	866810104	1,400,700.00	11,200.00	X	1	X
SUNGARD DATA SYSTEMS	COMMON	867363103	244,000.00	6,100.00	X	1	X
SYBRON CORP	COMMON	87114F106	370,000.00	14,800.00	X	1	X
TJX	COMMON	872540109	231,200.00	6,800.00	X	1	X
TANDY	COMMON	875382103	370,112.50	5,800.00	X	1	X
TELLABS	COMMON	879664100	244,375.00	2,500.00	X	1	X
TEXACO	COMMON	881694103	1,339,300.00	23,600.00	X	1	X
TEXAS INSTRUMENTS	COMMON	882508104	724,525.00	7,300.00	X	1	X
TEXTRON	COMMON	883203101	425,562.50	5,500.00	X	1	X
TIME WARNER	COMMON	887315109	1,428,356.25	20,100.00	X	1	X
TIMES MIRROR	COMMON	887364107	237,875.00	4,400.00	X	1	X
TRIBUNE	COMMON	896047107	366,450.00	5,600.00	X	1	X
TYCO INTERNATIONAL	COMMON	902124106	1,291,500.00	18,000.00	X	1	X
TYSON FOODS	COMMON	902494103	376,512.49	18,200.00	X	1	X
US BANCORP	COMMON	902973106	395,125.00	11,600.00	X	1	X
UNILEVER N.V.	COMMON FOR.	904784709	810,537.51	12,200.00	X	1	X
UNICOM	COMMON	904911104	270,562.50	7,400.00	X	1	X
UNISYS	COMMON	909214108	285,181.25	10,300.00	X	1	X
US WEST	COMMON	91273H101	341,387.50	6,200.00	X	1	X
UNITED TECH	COMMON	913017109	704,275.00	5,200.00	X	1	X
UNOCAL	COMMON	915289102	346,037.50	9,400.00	X	1	X
VIACOM -CL B	COMMON	925524308	428,081.26	5,100.00	X	1	X
WAL-MART STORES	COMMON	931142103	3,881,093.75	42,100.00	X	1	X
WARNER-LAMBERT	COMMON	934488107	847,200.00	12,800.00	X	1	X
WASHINGTON MUTUAL	COMMON	939322103	641,737.50	15,700.00	X	1	X
WASTE MANAGEMENT INC	COMMON	94106L109	465,937.50	10,500.00	X	1	X
WELLS FARGO & CO (NEW)	COMMON	949746101	722,287.50	20,600.00	X	1	X
WENDYS FINANCING SER. A CONV. 5.	RED. P/S	950588202	2,259,375.00	37,500.00	X	1	X
WENDY'S INTL	COMMON	950590109	281,531.25	9,900.00	X	1	X
WEYERHAEUSER	COMMON	962166104	227,550.00	4,100.00	X	1	X
WILLIAMS	COMMON	969457100	367,350.00	9,300.00	X	1	X
WRIGLEY	COMMON	982526105	289,400.00	3,200.00	X	1	X
XEROX	COMMON	984121103	320,250.00	6,000.00	X	1	X
YORK INTERNATIONAL	COMMON	986670107	289,562.50	8,200.00	X	1	X
ADT OPERATIONS INC CONV	DEBT	000945AC9	13,656,500.00	7,150,000.00	X	1	X
ALZA CORP CONV	DEBT	022615AD0	14,500,000.00	12,500,000.00	X	1	X
AMERICAN GENERAL DEL	DEBT	02637G200	10,292,500.00	11,500,000.00	X	1	X
ATHENA NEUROSCIENCES INC CONV	DEBT	046854AA3	6,352,500.00	5,250,000.00	X	1	X
AUTOMATIC DATA PROCESSING	DEBT	053015AC7	2,500,000.00	2,500,000.00	X	1	X
BAKER HUGHES	DEBT	057224AH0	2,760,000.00	4,000,000.00	X	1	X
COSTCO	DEBT	22160QAC6	8,480,000.00	8,000,000.00	X	1	X
DIAMOND OFFSHORE CONV	DEBT	25271CAA0	20,497,000.00	19,900,000.00	X	1	X
FRANCE TELECOM CONV	DEBT	35177QAB1	95,000.00	95,000.00	X	1	X
HEWLETT PACKARD CO CONV	DEBT	428236AA1	7,700,000.00	14,000,000.00	X	1	X
HEWLETT PACKARD CO CONV	DEBT	428236AC7	7,410,000.00	13,000,000.00	X	1	X
HILTON HOTELS CORP CONV	DEBT	432848AL3	4,982,000.00	5,300,000.00	X	1	X
HOME DEPOT INC CONV	DEBT	437076AE2	15,029,000.00	13,300,000.00	X	1	X
INCO LTD CONV	DEBT	453258AH8	3,591,150.00	4,035,000.00	X	1	X
INCO LTD CONV	DEBT	453258AK1	3,080,000.00	3,500,000.00	X	1	X
KONINKLIJKE AHOL	DEBT	500467AA3	2,095,790.40	1,599,840.00	X	1	X
MAGNA INTL INC CONV	DEBT	559222AE4	2,140,000.00	2,000,000.00	X	1	X
MAGNA INTL INC CONV	DEBT	559222AF1	6,900,000.00	6,900,000.00	X	1	X
MAGNA INTL INC CONV	DEBT	559222AG6	2,250,000.00	2,250,000.00	X	1	X
MUTUAL RISK MGMT LTD CONV	DEBT	628351AA6	5,932,010.00	7,147,000.00	X	1	X
NABORS INDS INC CONV	DEBT	629568AA4	4,294,000.00	3,800,000.00	X	1	X
OFFICE DEPOT	DEBT	676220AB2	5,160,000.00	6,000,000.00	X	1	X
OGDEN CORP CONV	DEBT	676346AD1	5,700,000.00	6,000,000.00	X	1	X
OMNICOM GROUP CONV	DEBT	681919AC0	2,570,000.00	1,000,000.00	X	1	X
OMNICOM GROUP CONV	DEBT	681919AE6	3,885,000.00	1,500,000.00	X	1	X
ORYX ENERGY CO	DEBT	68763FAD2	3,960,000.00	4,000,000.00	X	1	X
POTOMAC ELEC PWR CONV	DEBT	737679BT6	4,464,000.00	4,650,000.00	X	1	X
ROBBINS & MYERS INC CONV	DEBT	770196AA1	1,673,200.00	1,880,000.00	X	1	X
ROUSE CO CONV	DEBT	779273AA9	3,529,250.00	3,715,000.00	X	1	X
SCI SYS INC CONV	DEBT	783890AD8	5,879,400.00	4,780,000.00	X	1	X
ST PAUL CAPITAL CONV	DEBT	792856205	5,162,000.00	8,900,000.00	X	1	X
THERMO ELECTRON CORP CONV	DEBT	883556AF9	7,342,500.00	8,250,000.00	X	1	X
THERMO INSTR INC CONV	DEBT	883559AC0	4,450,000.00	5,000,000.00	X	1	X
THERMO INSTR INC CONV	DEBT	883559AE6	2,025,000.00	2,500,000.00	X	1	X
THERMO OPTEK CORP CONV	DEBT	883582AA6	1,012,800.00	1,055,000.00	X	1	X
THERMOQUEST CORP CONV	DEBT	883655AA0	1,013,650.00	1,045,000.00	X	1	X
UNITED STATES CELLULAR	DEBT	911684AA6	4,275,000.00	9,500,000.00	X	1	X
WMX TECHNOLOGIES INC CONV	DEBT	92929QAF4	18,240,000.00	19,000,000.00	X	1	X
WASTE MANAGEMENT	DEBT	94106LAA7	5,450,000.00	5,000,000.00	X	1	X
XEROX CREDIT CONV	DEBT	983931BG0	2,000,000.00	2,000,000.00	X	1	X
XEROX CREDIT CORP NEW	DEBT	984121AY9	2,950,000.00	5,000,000.00	X	1	X
PALL CORP	COMMON	696429307	6,625.00	6,625.00	X	1	X
SECURITY CAPITAL CORP	COMMON	81413P204	843,654.88	843,654.88	X	1	X

AMENDED COMPANY TOTAL

555,720,615.20