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LOEWS CORP  
Form 13F-HR  
November 13, 2002

FORM 13F

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

-----  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended September 30, 2002

Check here if Amendment: [ ]; Amendment Number: -----

This Amendment:

[ ] is a restatement.

[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Loews Corporation  
-----

Address: 667 Madison Avenue New York New York 10021  
-----  
(Street) (City) (State) (Zip)

Form 13F File Number: 28-217

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Gary W. Garson  
-----

Title: General Counsel and Senior Vice President  
-----

Phone: 212-521-2932  
-----

Signature, Place, and Date of Signing:

/s/ Gary W. Garson  
-----

(Signature)

Place: 667 Madison Avenue New York New York 10021  
-----  
(Street) (City) (State) (Zip)

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Date: November 13, 2002

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Loews Corporation ("Loews"), by virtue of its approximately 90% ownership of voting securities of CNA Financial Corporation whose business address is CNA Plaza, Chicago, Illinois 60685 ("CNA"), may be deemed to have investment discretion regarding certain securities (the "CNA Securities") as to which investment discretion is deemed to be exercised by CNA. CNA is reporting on behalf of Loews regarding the CNA Securities.

Mr. Laurence A. Tisch owns approximately 10% and Mr. Preston R. Tisch owns approximately 16% of the outstanding Common Stock of Loews. Mr. Laurence A. Tisch and Mr. Preston R. Tisch are the Co-Chairmen of the Board of Loews. Laurence A. Tisch and Preston R. Tisch are brothers and may be deemed to be control persons of Loews.

Report Type:

- 13F HOLDINGS REPORT.
- 13F NOTICE.
- 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager.

Form 13F File Number: 28-346

Name: CNA Financial Corporation

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FORM 13F SUMMARY PAGE

REPORT SUMMARY

Number of Other Included Managers: NONE.

Form 13F Information Table Entry Total: 323

Form 13F Information Table Value Total: \$7,012.8 (thousands)

List of Other Included Managers: NONE.

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN Put/Call	Investment Discretion





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INC DEL

BRUNSWICK CORP	Common	117043109	337	16,000	SH		Sole
BURLINGTON RES INC	Common	122014103	687	17,900	SH		Sole
CABLEVISION SYS CORP	Common	12686C109	583	64,400	SH		Sole
CADIZ INC	Common	127537108	444	148,000	SH		Sole
CALPINE CORP	Common	131347106	2,544	1,030,000	SH		Sole
CAMPBELL SOUP CO	Common	134429109	291	13,200	SH		Sole
CAPSTONE TURBINE CORP	Common	14067D102	59	100,000	SH		Sole
CARNIVAL CORP	Common	143658102	5,286	210,600	SH		Sole
CATALINA MARKETING CORP	Common	148867104	236	8,400	SH		Sole
CATERPILLAR INC DEL	Common	149123101	819	22,000	SH		Sole
CDW COMPUTER CTRS INC	Common	125129106	2,118	50,000	SH		Sole
CENTEX CORP	Common	152312104	1,331	30,000	SH		Sole
			-----				
	TOTAL \$		22,069				
			-----				

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion
CHARTER COMMUNICATIONS INC DEL	Common	16117M107	279	150,000	SH		Sole
CIRCUIT CITY STORE INC	Common	172737108	144	14,300	SH		Sole
CIT GROUP INC	Common	125581108	1,955	108,750	SH		Sole
CITIGROUP INC	Common	172967101	3,926	132,400	SH		Sole
CLEAR CHANNEL COMMUNICATIONS	Common	184502102	692	19,900	SH		Sole
CLEVELAND CLIFFS	Common	185896107	206	8,550	SH		Sole

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INC

CNA FINANCIAL CORP	Common	126117100	5,032,337	201,293,500	SH		Sole
CNF INC	Common	12612W104	921	29,350	SH		Sole
COMCAST CORP	Common	200300200	614	29,300	SH		Sole
COMPUTER ASSOC INTL INC	Common	204912109	1,030	107,250	SH		Sole
CONAGRA FOODS INC	Common	205887102	470	18,900	SH		Sole
CONOCOPHILLIPS	Common	20825C104	1,138	24,608	SH		Sole
CONTINENTAL AIRLS INC	Common	210795308	2,602	482,800	SH		Sole
COORS ADOLPH CO	Common	217016104	236	4,200	SH		Sole
COX RADIO INC	Common	224051102	688	26,300	SH		Sole
CROMPTON CORP	Common	227116100	119	11,800	SH		Sole
CSX CORP	Common	126408103	274	10,400	SH		Sole
			-----				
		TOTAL \$	5,047,631				
			-----				

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:			Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Ot Ma
CUMULUS MEDIA INC	Common	231082108	459	26,000	SH		Sole	
CYTEC INDS INC	Common	232820100	590	26,875	SH		Sole	
D R HORTON INC	Common	23331A109	1,676	90,000	SH		Sole	
DANA CORP	Common	235811106	275	21,000	SH		Sole	
DEL MONTE FOODS CO	Common	24522P103	150	18,375	SH		Sole	
DELPHI FINL GROUP INC	Common	247131105	2,146	58,925	SH		Sole	
DELTA AIR LINES INC DEL	Common	247361108	1,435	154,500	SH		Sole	
DEVELOPERS DIVERSIFIED RLTY CO	Common	251591103	2,201	100,000	SH		Sole	
DIAL CORP NEW	Common	25247D101	275	12,800	SH		Sole	

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DIAMOND OFFSHORE DRILLING INC	Common	25271C102	1,398,495	70,100,000	SH		Sole
DILLARDS INC	Common	254067101	1,164	57,700	SH		Sole
DOUBLECLICK INC	Common	258609304	1,054	205,000	SH		Sole
DU PONT E I DE NEMOURS & CO	Common	263534109	1,443	40,000	SH		Sole
DUKE ENERGY CORP	Common	264399106	3,949	202,000	SH		Sole
DUN & BRADSTREET CORP DEL NEW	Common	26483B106	339	10,100	SH		Sole
EATON CORP	Common	278058102	472	7,400	SH		Sole
TOTAL \$			1,416,123				

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion
EL PASO CORP	Common	28336L109	1,018	123,100	SH		Sole
ENCANA CORP	Common	292505104	442	14,700	SH		Sole
ENTERASYS NETWORKS INC	Common	293637104	200	154,125	SH		Sole
ENTERCOM COMMUNICATIONS CORP	Common	293639100	1,336	28,200	SH		Sole
EQUITABLE RES INC	Common	294549100	1,085	31,400	SH		Sole
ESTERLINE TECHNOLOGIES CORP	Common	297425100	217	13,050	SH		Sole
EXPRESSJET HOLDINGS INC	Common	302184108	5,083	552,500	SH		Sole
F M C CORP	Common	302491303	6,571	254,475	SH		Sole
FEDERAL HOME LN MTG CORP	Common	313400301	2,516	45,000	SH		Sole
FEDERATED DEPT STORES INC DEL	Common	31410H101	3,235	109,900	SH		Sole

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FIRST DATA CORP	Common	319963104	710	25,400	SH	Sole
FISERV INC	Common	337738108	281	10,000	SH	Sole
FLEETBOSTON FINL CORP	Common	339030108	211	10,400	SH	Sole
FLUOR CORP NEW	Common	343861100	447	18,300	SH	Sole
FMC TECHNOLOGIES INC	Common	30249U101	3,911	233,359	SH	Sole

TOTAL \$ -----  
27,263  
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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN Put/Call	Investment Discretion	Ot Ma
FOOT LOCKER INC	Common	922944103	182	18,200	SH	Sole	
FOOTSTAR INC	Common	344912100	278	35,675	SH	Sole	
FORD MTR CO DEL	Common	345370860	2,965	302,500	SH	Sole	
FOX ENTMT GROUP INC	Common	35138T107	663	30,100	SH	Sole	
FPL GROUP INC	Common	302571104	355	6,600	SH	Sole	
FREEPOR-T-MCMORAN COPPER & GOLD	Common	35671D857	636	47,275	SH	Sole	
GANNETT INC	Common	364730101	332	4,600	SH	Sole	
GAP INC DEL	Common	364760108	195	18,000	SH	Sole	
GENERAL CABLE CORP DEL NEW	Common	369300108	4,183	1,086,525	SH	Sole	
GENERAL MTRS CORP	Common	370442105	485	43,600	SH	Sole	
GENESIS HEALTH VENTURE INC NEW	Common	37183F107	7,825	476,000	SH	Sole	
GEORGIA PAC CORP	Common	373298108	320	24,425	SH	Sole	
GIBRALTAR STL CORP	Common	37476F103	4,007	180,000	SH	Sole	
GLAMIS GOLD LTD	Common	376775102	2,775	300,000	SH	Sole	

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GLIMCHER RLTY TR	Common	379302102	406	21,650	SH	Sole
GOODRICH CORP	Common	382388106	380	20,100	SH	Sole

TOTAL \$ 25,987

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion
HEALTH NET INC	Common	42222G108	659	30,725	SH		Sole
HEALTHSOUTH CORP	Common	421924101	830	200,000	SH		Sole
HEARST-ARGYLE TELEVISION INC	Common	422317107	1,155	46,500	SH		Sole
HEWLETT PACKARD CO	Common	428236103	4,377	375,058	SH		Sole
HILLENBRAND INDS INC	Common	431573104	364	6,700	SH		Sole
HILTON HOTELS CORP	Common	432848109	1,270	111,600	SH		Sole
HONEYWELL INTL INC	Common	438516106	507	23,400	SH		Sole
HOUSEHOLD INTL INC	Common	441815107	1,132	40,000	SH		Sole
IKON OFFICE SOLUTIONS INC	Common	451713101	391	49,600	SH		Sole
INGRAM MICRO INC	Common	457153104	5,175	389,100	SH		Sole
INSITUFORM TECHNOLOGIES INC	Common	457667103	861	60,000	SH		Sole
INTER TEL INC	Common	458372109	210	10,300	SH		Sole
INTERNATIONAL BUSINESS MACHS	Common	459200101	3,831	65,700	SH		Sole
INTERPUBLIC GROUP COS INC	Common	460690100	384	24,200	SH		Sole
INTL PAPER CO	Common	460146103	1,282	38,400	SH		Sole

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INTUIT Common 461202103 314 6,900 SH Sole

TOTAL \$ 22,742

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:	Column 8:	Column 9:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Other
IOMEGA CORP	Common	462030107	112	10,500	SH		Sole	
JABIL CIRCUIT INC	Common	466313103	322	21,800	SH		Sole	
JACOBS ENGR GROUP INC DEL	Common	469814107	448	14,500	SH		Sole	
JEFFERSON PILOT CORP	Common	475070108	630	15,700	SH		Sole	
JONES APPAREL GROUP INC	Common	480074103	371	12,100	SH		Sole	
JUNIPER NETWORKS INC	Common	48203R104	48	10,100	SH		Sole	
KERR MCGEE CORP	Common	492386107	1,955	45,000	SH		Sole	
KINDRED HEALTHCARE INC	Common	494580103	3,796	102,500	SH		Sole	
KINROSS GOLD CORP	Common	496902107	438	200,000	SH		Sole	
KOREA ELECTRIC PWR	Common	500631106	347	37,200	SH		Sole	
KROGER CO	Common	501044101	1,410	100,000	SH		Sole	
KT CORP	Common	48268K101	4,398	198,300	SH		Sole	
LA QUINTA CORP	Common	50419U202	6,422	1,338,000	SH		Sole	
LEAR CORP	Common	521865105	356	8,550	SH		Sole	
LENNOX INTL INC	Common	526107107	3,379	255,400	SH		Sole	
LIBERTY MEDIA CORP NEW	Common	530718105	1,292	180,000	SH		Sole	
LIBERTY PPTY TR	Common	531172104	5,974	192,700	SH		Sole	



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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:			Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Other Ma
MORGAN STANLEY ASIA PAC FD INC	Common	61744U106	239	33,200	SH		Sole	
MORGAN STANLEY INDIA INVS FD	Common	61745C105	168	19,600	SH		Sole	
MOTOROLA INC	Common	620076109	3,424	336,300	SH		Sole	
MUELLER INDS INC	Common	624756102	6,801	262,600	SH		Sole	
NATIONAL CITY CORP	Common	635405103	223	7,800	SH		Sole	
NETIQ CORP	Common	64115P102	168	11,600	SH		Sole	
NEWS CORP LTD	Common	652487802	5,261	285,000	SH		Sole	
NIPPON TELEG & TEL CORP	Common	654624105	447	27,500	SH		Sole	
NISOURCE INC	Common	65473P105	799	46,400	SH		Sole	
NOKIA CORP	Common	654902204	3,180	240,000	SH		Sole	
NORFOLK SOUTHERN CORP	Common	655844108	1,621	80,300	SH		Sole	
NORTEL NETWORKS CORP NEW	Common	656568102	445	823,500	SH		Sole	
NORTHERN TR CORP	Common	665859104	3,859	102,300	SH		Sole	
NUANCE COMMUNICATIONS INC	Common	669967101	34	20,000	SH		Sole	
NUCOR CORP	Common	670346105	7,625	201,200	SH		Sole	
OAKLEY INC	Common	673662102	172	17,100	SH		Sole	
		TOTAL \$	----- 34,466 -----					

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1:	2:	3:	4:	5:	6:	7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN Put/Call	Investment Discretion
OFFICE DEPOT INC	Common	676220106	6,761	547,900	SH	Sole
OFFICEMAX INC	Common	67622M108	3,243	794,900	SH	Sole
OLD REP INTL CORP	Common	680223104	2,042	71,950	SH	Sole
ON COMMAND CORP	Common	682160106	16	57,296	SH	Sole
OPEN JT STK CO-VIMPEL COMMUNIC	Common	68370R109	389	16,400	SH	Sole
ORACLE CORP	Common	68389X105	244	31,100	SH	Sole
ORIENT-EXPRESS HOTELS LTD	Common	G67743107	1,424	104,200	SH	Sole
OWENS ILL INC	Common	690768403	172	15,200	SH	Sole
PARK PL ENTMT CORP	Common	700690100	102	12,800	SH	Sole
PAYLESS SHOESOURCE INC	Common	704379106	847	15,675	SH	Sole
PENNZOIL-QUAKER STATE COMPANY	Common	709323109	626	28,500	SH	Sole
PEOPLESOFT INC	Common	712713106	197	15,900	SH	Sole
PFIZER INC	Common	717081103	1,451	50,000	SH	Sole
PHARMACIA CORP	Common	71713U102	222	5,700	SH	Sole
PHELPS DODGE CORP	Common	717265102	4,193	163,600	SH	Sole
PINNACLE SYS INC	Common	723481107	186	17,200	SH	Sole
TOTAL \$			22,115			

Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN Put/Call	Investment Discretion



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RAYTHEON CO	Common	755111101	6,191	211,300	SH		Sole
RELIANT RES INC	Common	75952B105	130	74,500	SH		Sole
REPUBLIC BANCORP INC	Common	760282103	197	15,130	SH		Sole
REYNOLDS & REYNOLDS CO	Common	761695105	224	10,000	SH		Sole
RFS HOTEL INVS INC	Common	74955J108	184	16,775	SH		Sole
ROHM & HAAS CO	Common	775371107	248	8,000	SH		Sole
RUSSELL CORP	Common	782352108	3,577	238,600	SH		Sole
RYERSON TULL INC NEW	Common	78375P107	8,566	1,332,200	SH		Sole
SARA LEE CORP	Common	803111103	604	33,025	SH		Sole
SBC COMMUNICATIONS INC	Common	78387G103	11,055	550,000	SH		Sole
SCHEIN HENRY INC	Common	806407102	280	5,300	SH		Sole
SCHERING PLOUGH CORP	Common	806605101	3,322	155,800	SH		Sole
SCHLUMBERGER LTD	Common	806857108	769	20,000	SH		Sole
SCIENTIFIC ATLANTA INC	Common	808655104	166	13,300	SH		Sole
SCP POOL CORP	Common	784028102	280	10,200	SH		Sole
			-----				
	TOTAL \$		37,158				
			-----				

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN Put/Call	Investment Discretion	Other Ma
SEMPRA ENERGY	Common	816851109	5,331	271,300	SH	Sole	
SERVICEMASTER CO	Common	81760N109	344	31,725	SH	Sole	
SHERWIN WILLIAMS CO	Common	824348106	346	14,625	SH	Sole	
SINCLAIR BROADCAST GROUP INC	Common	829226109	178	13,000	SH	Sole	

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SOLETRON CORP	Common	834182107	93	44,150	SH	Sole
SOUTHTRUST CORP	Common	844730101	278	11,475	SH	Sole
SOUTHWEST AIRLS CO	Common	844741108	392	30,000	SH	Sole
SPANISH BROADCASTING SYS INC	Common	846425882	207	31,600	SH	Sole
SPHERION CORP	Common	848420105	172	24,375	SH	Sole
SPRINT CORP	Common	852061506	980	500,000	SH	Sole
STEIN MART INC	Common	858375108	73	12,475	SH	Sole
SYBASE INC	Common	871130100	121	10,400	SH	Sole
SYMANTEC CORP	Common	871503108	441	13,100	SH	Sole
TECH DATA CORP	Common	878237106	272	10,300	SH	Sole
TECO ENERGY INC	Common	872375100	729	45,900	SH	Sole
TEEKAY SHIPPING MARSHALL ISLND	Common	Y8564W103	998	35,000	SH	Sole
TELEFONOS DE MEXICO S A	Common	879403780	515	18,300	SH	Sole

TOTAL \$ 11,470

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:	
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Ot Ma
TELLABS INC	Common	879664100	304	74,700	SH		Sole	
TENET HEALTHCARE CORP	Common	88033G100	322	6,500	SH		Sole	
THORATEC CORP	Common	885175307	1,411	180,000	SH		Sole	
TMP WORLDWIDE INC	Common	872941109	122	13,600	SH		Sole	
TRAVELERS PPTY CAS CORP NEW	Common	89420G109	4,224	320,000	SH		Sole	
TRIZEC PROPERTIES INC	Common	89687P107	432	38,075	SH		Sole	



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WESTERN WIRELESS CORP	Common	95988E204	270	100,000	SH		Sole
WESTWOOD ONE INC	Common	961815107	797	22,300	SH		Sole
WHIRLPOOL CORP	Common	963320106	229	5,000	SH		Sole
WILLIAMS COS INC DEL	Common	969457100	42	18,500	SH		Sole
WILSONS THE LEATHER EXPERTS	Common	972463103	142	19,950	SH		Sole
WINNEBAGO INDS INC	Common	974637100	233	5,900	SH		Sole
XCEL ENERGY INC	Common	98389B100	386	41,500	SH		Sole
XEROX CORP	Common	984121103	50	10,200	SH		Sole

TOTAL \$ 34,350

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:	
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Ot Ma
XL CAP LTD	Common	G98255105	307	4,175	SH		Sole	
XTO ENERGY CORP	Common	98385X106	365	17,700	SH		Sole	

TOTAL \$ 672

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:	
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Ot Ma
ABBOTT LABS	Common	002824950	4,040	100,000	SH	Put	Sole	

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AES CORP	Common	00130H955	38	15,000	SH	Put	Sole
ALCATEL	Common	013904955	350	150,000	SH	Put	Sole
ALLEGHENY ENERGY	Common	017361956	393	30,000	SH	Put	Sole
AMERADA HESS CORP	Common	023551954	4,752	70,000	SH	Put	Sole
BALLARD PWR SYS INC	Common	05858H954	1,480	160,000	SH	Put	Sole
BLACK BOX CORP DEL	Common	091826957	1,328	40,000	SH	Put	Sole
BROADCOM CORP	Common	111320957	1,335	125,000	SH	Put	Sole
CALPINE CORP	Common	131347956	741	300,000	SH	Put	Sole
CATERPILLAR INC DEL	Common	149123951	3,722	100,000	SH	Put	Sole
CENDANT CORP	Common	151313953	1,851	172,000	SH	Put	Sole
CHARTER COMMUNICATIONS INC DEL	Common	16117M957	186	100,000	SH	Put	Sole
CISCO SYS INC	Common	17275R952	1,467	140,000	SH	Put	Sole
D R HORTON INC	Common	23331A959	931	50,000	SH	Put	Sole
DEERE & CO	Common	244199955	9,090	200,000	SH	Put	Sole
DILLARDS INC	Common	254067951	1,009	50,000	SH	Put	Sole
DISNEY WALT CO	Common	254687956	3,785	250,000	SH	Put	Sole
DOW CHEM CO	Common	260543953	3,277	120,000	SH	Put	Sole

TOTAL \$ 39,775

Column 1:	Column 2:	Column 3:	Column 4:	Column 5:		Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion
DU PONT E I DE NEMOURS & CO	Common	263534959	3,607	100,000	SH	Put	Sole
EL PASO CORP	Common	28336L959	317	38,300	SH	Put	Sole
FORD MTR CO DEL	Common	345370950	980	100,000	SH	Put	Sole

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GAP INC DEL	Common	364760958	2,170	200,000	SH	Put	Sole
GENERAL MTRS CORP	Common	370442955	1,556	40,000	SH	Put	Sole
INTERNATIONAL BUSINESS MACHS	Common	459200951	2,916	50,000	SH	Put	Sole
INTL PAPER CO	Common	460146953	10,017	300,000	SH	Put	Sole
MERRILL LYNCH & CO INC	Common	590188958	2,636	80,000	SH	Put	Sole
MOTOROLA INC	Common	620076959	611	60,000	SH	Put	Sole
NORTEL NETWORKS CORP NEW	Common	656568952	108	200,000	SH	Put	Sole
PFIZER INC	Common	717081953	7,255	250,000	SH	Put	Sole
PHELPS DODGE CORP	Common	717265952	1,153	45,000	SH	Put	Sole
PLACER DOME INC	Common	725906901	2,739	300,000	SH	Call	Sole
QUALCOMM INC	Common	747525953	1,105	40,000	SH	Put	Sole
SCHERING PLOUGH CORP	Common	806605951	2,558	120,000	SH	Put	Sole
SCHLUMBERGER LTD	Common	806857958	3,846	100,000	SH	Put	Sole

TOTAL \$	----- 43,574 -----
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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:			Column 6:	Column 7:
Name of Issuer	Title of Class	CUSIP Number	Value (x\$1000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion	Ot Ma
SOUTHWEST AIRLS CO	Common	844741958	1,959	150,000	SH	Put	Sole	
SUNOCO INC	Common	86764P909	4,524	150,000	SH	Call	Sole	
TEXAS INSTRS INC	Common	882508954	1,883	127,500	SH	Put	Sole	
TIFFANY & CO NEW	Common	886547958	2,143	100,000	SH	Put	Sole	
TYCO INTL LTD NEW	Common	902124956	4,230	300,000	SH	Put	Sole	
UNION PAC CORP	Common	907818958	5,787	100,000	SH	Put	Sole	

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TOTAL \$	----- 20,526 -----
AGGREGATE TOTAL \$	----- 7,012,813 =====