SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K/A

AMENDMENT TO APPLICATION OR REPORT Filed Pursuant to Section 13 or 15 (d) of The Securities Exchange Act Of 1934

Eastman Kodak Company (Exact name of registrant as specified in its charter)

AMENDMENT NO. 1

The undersigned registrant hereby amends the following items, financial statements, exhibits, or other portions of its Annual Report on Form 10-K for the year ended December 31, 2002 as set forth below:

The exhibits listed below and attached hereto are hereby added to the registrant's Annual Report on Form 10-K for the year ended December 31, 2002.

Exhibit

- (99) Eastman Kodak Employees' Savings and Investment Plan Annual Report on Form 11-K for the fiscal year ended December 30, 2002.
- (99.1) Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (99.2) Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (99.3) Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (99.4) Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Eastman Kodak Company (Registrant)

Robert P. Rozek Controller

Date: June 27, 2003

INDEX TO Form 10-K/A EXHIBITS

(c)	Exhibi	ts	Page
	. ,	Eastman Kodak Employees' Savings and Investment Plan Annual Report on Form 11-K for the fiscal year ended December 30, 2002.	1
	(99.1)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	59
	(99.2)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	61
	(99.3)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	63
	(99.4)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	64

Exhibit (99)

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 30, 2002

0R

[] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from to

Commission file number 1-87

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NEW YORK 14650

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN

INDEX TO FINANCIAL STATEMENTS, SCHEDULES AND EXHIBIT DECEMBER 30, 2002

(a)	Financi	al Statements*	Page No.
	Stateme Stateme for B	of Independent Auditors ont of Net Assets Available for Benefits ont of Changes in Net Assets Available denefits o Financial Statements	3 4 5 6-12
(b)	Schedul	es*	
	I. S	chedule of Assets (Held at End of Year)	13-57
(c)	Exhibit	s	
	(23) Co	nsent of Independent Accountants	58
	(99.5)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	65

^{*} Prepared in accordance with the filing requirements of ERISA.
Other Schedules required by Section 2520.103-10 of the Department
Of Labor Rules and Regulations for Reporting and Disclosure under
ERISA have been omitted because they are not applicable.

REPORT OF INDEPENDENT AUDITORS

To the Savings and Investment Plan Committee and the Participants of the Eastman Kodak Employees' Savings and Investment Plan

In our opinion, the financial statements and related schedules listed in the index appearing on page 2 of this Annual Report on Form 11-K present fairly, in all material respects, the net assets available for benefits of the Eastman Kodak Employees' Savings and Investment Plan at December 30, 2002 and 2001, and the changes in net assets available for benefits for the two years ended December 30, 2002, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at the end of the year is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP Rochester, New York June 20, 2003

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS (in thousands)

	December 30,		30,	
		2002		2001
ASSETS				
Investments at Fair Value:				
Eastman Kodak Company common stock		150,389	\$	
Other common and preferred stocks		240,724		314,384
Mutual funds		658,954		847,917
Interest in common/collective		260 024		E00 001
trusts (pooled) funds U.S. government securities		368,924 397		502,331 299
Loans to participants		59,728		65,369
Louis to participants		33,720		00,000
Investments at Contract Value: Group annuity and other investment contracts	3,	931,026	3	,579,574
Other Assets:				
Dividends and interest receivable		319		399
Participants' contributions receivable		-		81
Receivables for securities sold		289		679
Total assets	5,	410,750	5	, 454, 915
LIABILITIES Payables for coourities purebased		347		1 160
Payables for securities purchased Accrued expenses		347 292		1,162 455
Accided expenses				
Total liabilities		639		1,617
				-,
Net assets available for benefits	•	410,111 ======		, 453, 298 ======

(See accompanying notes to financial statements)

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (in thousands)

For the fiscal year ended December 30, 2002 2001 --------ADDITIONS TO NET ASSETS: Dividends on Eastman Kodak 9,563 \$ 6,228 10,764 13,796 262,766 252,708 Company common stock Other dividends 252,708 Interest 262,766 Net realized and unrealized gains (losses) from investments (283,475)(260,944)15,263 Employer contributions 13,413 249,946 206,491 Participants' contributions Total Additions 264,827 231,684 DEDUCTIONS FROM NET ASSETS: Distributions to participants (303,894) (328,687)Administrative expenses (4,120) (4,378) -----**Total Deductions** 308,014 333,065 ----------(Decrease) increase in net assets (43, 187)(101, 381)Net assets available for benefits 5,554,679 at beginning of year 5,453,298 -----Net assets available for benefits \$5,410,111 \$5,453,298 ======= at end of year

(See accompanying notes to financial statements)

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

General

The Eastman Kodak Employees' Savings and Investment Plan (the Plan or SIP) is a defined contribution plan of a controlled group of corporations consisting of Eastman Kodak Company and certain United States subsidiaries operating in the United States (Kodak or the Company). The principal provisions of the Plan are described below and are provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. Regular full-time, regular part-time, supplementary or conditional employees of Kodak are eligible to participate in the Plan. Kodak Ambassadors, co-ops and special program employees are not eligible to participate in the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974.

The Plan is administered by the Savings and Investment Plan Committee (SIPCO), which is the Plan Administrator and named fiduciary. The Trust, forming part of the Plan, is administered by Boston Safe Deposit and Trust Company (Boston Safe) (the Plan Trustee).

Plan participants are able to direct the investment of their Plan holdings (employer and employee) into various investment options offered under the Plan on a daily basis. The investment options consist of thirty-six funds comprised of common and preferred stocks, mutual funds, common/collective trusts (pooled) funds, group annuity and other investment contracts, and U.S. government securities.

Investment Option Changes

Effective December 1, 2003, the Putnam Investors, PBHG Growth, Putnam OTC & Emerging Growth, SSgA Emerging Markets Index, Matthews Pacific Tiger and Scudder Latin America Funds will no longer be available as investment options under the Plan, and participant's balances remaining in these funds on November 30, 2003, if any, will be transferred into the Fixed Income Fund. Effective February 1, 2003, new contributions of any kind will not be allowed to these funds.

Effective January 1, 2003, new investment options were added to the Plan. Those options are the Turner Midcap Growth Fund, PIMCO Opportunity Fund, Batterymarch Small Cap Equity Fund, MFS International New Discover Fund, and American Century Emerging Markets Fund.

Effective February 1, 2001, the Acorn International Fund was replaced by the Artisan International Fund. Participants in the Acorn International Fund had the opportunity to elect to transfer their balance to the Artisan International Fund. If no election was made, any account balance remaining as of January 31, 2001 was automatically transferred to the Fixed Income Fund. Transfers, deferrals and rollovers into the Acorn International Fund were not allowed after November 30, 2000.

Administrative Expenses

The Plan provides for the payment of certain administrative expenses by the Trusts, including fees for investment advisors, the recordkeeper, the Plan Trustee, attorneys and accountants. The recordkeeper was Hewitt Associates through December 2001. Effective January 1, 2002, the recordkeeper is T. Rowe Price Retirement Plan Services, Inc.

Contributions

The Plan includes a salary reduction provision allowing eligible Kodak participants to defer up to a certain percentage of qualifying compensation as defined in the Plan. The maximum deferral for Plan years 2002 and 2001 was limited to 30% and 20%, respectively, of the aggregate of qualifying compensation and wage dividend, but not more than the statutory limit of \$11,000 for calendar year 2002 and \$10,500 for calendar year 2001. Effective January 1, 2000, the Company began to match SIP contributions for an amount up to 3% of wages for employees who contributed up to 5% of their wages to SIP and who also participated in the Cash Balance Plus portion of the Kodak Retirement Income Plan. All contributions to the Plan are immediately vested. Boston Safe invests participant and employer contributions to the Plan into the investment funds, as directed by the participant. Participants are eligible to make transfers between investment funds on a daily basis. Company match funds cannot be used for loans or hardship withdrawals.

Loans

The Plan Administrator may grant a loan to a participant provided that the aggregate of the participant's outstanding loans will not exceed the lesser of: 1) \$50,000 less the highest outstanding loan balance during the previous 12 months, or 2) 50% of the current value of the participant's account excluding any Company match funds. A new loan must be at least \$1,000 and repaid within four years of the date of the loan. In accordance with the Plan provisions, the rate of interest is fixed at the discretion of the Plan Administrator. Interest is charged at the lesser of the maximum legal rate or the prime rate. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.5% in 2002 and 5.0% to 11.5% in 2001, which are commensurate with local prevailing rates as determined by the Plan Administrator.

Distributions

Distributions from the Plan are made under the following circumstances:

1. Approval of hardship withdrawals is made by the Plan Administrator or its designee. Hardship withdrawals will only be granted a) in order to meet obligations relating to the payment of substantial out-of-pocket medical (or dental) bills for the participant, the participant's spouse or any of the participant's dependents, b) for the purchase or construction of a primary residence, c) for tuition, room and board or other post-secondary educational expenses, or d) for payments to prevent eviction/foreclosure.

- 2. Upon attaining age 59 1/2, a participant may elect to receive a lump sum cash distribution from the Plan while still actively employed.
- 3. Upon separation from service for any reason except death, the full value of a participant's account is distributed as a lump sum if the account balance is less than a certain amount as defined in the Plan and the participant is not retirement eligible. Otherwise, the full value of the account is distributed when and as designated by the participant in a lump sum payment, or in monthly or annual installments. If an appropriate designation is not made by the participant, the account is paid in a lump sum cash payment in February following the year the participant turns age 65.
- 4. In the event of death, the value of a participant's account is paid in a lump sum to a designated beneficiary, if any, or to the decedent's estate, except that if there is a surviving spouse, then the entire sum will be paid to such spouse unless the spouse consents to the beneficiary designation of the participant.
- 5. The Plan Trustee is authorized to honor "qualified domestic relations orders" issued and served in accordance with Section 414(p) of the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution, if applicable, and an allocation of Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Plan Termination

While Kodak expects to continue the Plan, it has the right to discontinue contributions and amend or terminate the Plan at any time. In the event that contributions to the Plan are discontinued, the Plan Trustee will continue to administer the Trust. In the event of the termination of the Trust as a result of or incident to termination of the Plan, the pro rata value of the participants' accounts will be paid in accordance with the provisions of the Plan.

NOTE 2: SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan operates on a fiscal year ending December 30.

The Plan's financial statements have been prepared on the accrual basis of accounting. Distributions to participants are recorded when paid.

Investment Valuation and Income Recognition

The group annuity and other investment contracts are included in the financial statements at current value because they are fully benefit responsive. In aggregate, the recorded value of the group annuity and other investment contracts approximates their fair value. Interest rates on these contracts remain fixed and are not reset until a contract matures. There are no minimum crediting interest rates under the terms of the contracts. Effective annual yields on these contracts ranged between 3.72% and 8.39% in 2002, and between 3.72% and 10.10% in 2001, depending on the date of the contribution, transfer or rollover. The blended rate of return on the Fixed Income Fund was approximately 7.6% in 2002 and 8.0% in 2001.

Interest in common/collective trusts (pooled) funds reflects market values based upon the net asset value of the underlying funds. Shares of mutual funds are valued at the net asset value of shares held by the Plan at December 30. Current values of all other investments are based upon active market quotations on national exchanges, if available, at December 30, or, if not available, upon amounts believed by the Plan Administrator to be realizable at that time. Loans to participants are valued at principle plus accrued interest which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at year end and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties

Investment securities are exposed to various risks, such as interest rate and market. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risk in the near term could have materially affected participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

In the normal course of business, the Plan enters into agreements that contain a variety of representations and warranties, which provide general indemnifications. The Plan's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Plan that have not yet occurred. However, based on experience, the Plan expects the risk of loss to be remote.

NOTE 3: INVESTMENTS

The Plan Trustee is not required to furnish a bond in connection with the custody of investments or other assets of the Plan.

The Plan Trustee is authorized to keep any portion of any of the foregoing funds in cash or liquid investments as it may deem advisable.

All dividends, interest or gains derived from investments in each Fund are reinvested in the respective Fund by the Plan Trustee.

NOTE 4: NET REALIZED AND UNREALIZED GAINS (LOSSES) FROM INVESTMENTS

Net realized and unrealized gains (losses) from investments for the fiscal year ended on December 30 are:

(in thousands)	Net Realized and Unrealized gains (losses) from investments	
	2002	2001
Eastman Kodak Company common stock Other common and preferred stocks Mutual funds Interest in common/collective trusts	\$ 22,575 (62,925) (179,407)	\$ (35,651) 18,373 (213,499)
(pooled) funds Pre-mixed portfolio of other funds	(70,064) 6,346	(43,235) 13,068
	\$(283,475)	\$(260,944)

NOTE 5: SIGNIFICANT INVESTMENTS

The following table represents investments having a value equal to or greater than 5% of net assets at December 30, 2002 and 2001:

(in thousands)

Investment 2002	Maturity Date	Interest Rate	•	Current Value
John Hancock Mutual Life Ins. GAC #15187	04/01/2011	6.79%	\$ 289,602	\$289,602
Principal Mutual Life Ins. #4-20445-2	11/15/2007	7.70%	527,335	527,335
TOTAL				\$816,937 ======
2001				
John Hancock Mutual Life Ins. GAC #15187	04/01/2011	6.79%	\$ 385,557	\$387,785
Principal Mutual Life Ins. #4-20445-2	11/15/2007	7.7%	489,633	492,462
TOTAL				\$880,247 ======

NOTE 6: FEDERAL INCOME TAX STATUS

In June 1998, the Plan received a favorable tax determination letter from the Internal Revenue Service (IRS) in which the IRS stated that the Plan is in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving such letter. On June 1, 1999, the Plan Administrator applied for a new determination letter prompted by a series of changes in the IRS Code that affect qualified retirement plans. The Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7: RELATED PARTY TRANSACTIONS

During 2002, certain Plan investments were shares of mutual funds managed by T. Rowe Price. T. Rowe Price Retirement Plan Services, Inc. was the recordkeeper since January 1, 2002; therefore, these transactions constitute related party transactions. Fees paid by the Plan to T. Rowe Price for management services amounted to \$4,120,404 for the fiscal year ended December 30, 2002.

The Kodak Stock Fund, the SIP Smaller Stock Fund, and the Fixed Income Fund hold small amounts of cash invested in short-term investments. Mellon Trust, the Parent of Boston Safe Deposit and Trust Company, the Plan Trustee, manages these short-term investments; therefore, these transactions constitute related party transactions.

The Kodak Stock Fund is not actively managed, but Boston Safe Deposit and Trust Company, the Plan Trustee, buys, sells and holds the assets for this fund including the cash that is necessary to maintain liquidity. During the year ended December 30, 2002, the Plan purchased shares in the Fund in the amount of \$72,833,844, sold shares in the Fund in the amount of \$31,685,986, and had net appreciation in the Fund in the amount of \$22,574,733. The total value of the Plan's investment in the Fund was \$156,947,036 and \$148,254,569 at December 30, 2002 and 2001, respectively.

Description 	Principal Amount or Shares/Units	Current Value
5 TO 8 YEAR TIME HORIZON FUND - Pre-mixe	ed portfolio of other	funds
Fixed Income Fund* - group annuity contr Russell 2000 Fund - com./collective trus EAFE Equity Index - com./collective trus Lehman Aggregate Fund - com./collective S&P 500 Fund - com./collective trust Emerging Mkts. Index - com./collective t	t 102 t 212 trust 435 317	\$ 6,642 1,144 1,858 6,812 6,846 470
Total		\$ 23,772 ======
8 TO 20 YEAR TIME HORIZON FUND - Pre-mix	ed portfolio of other	funds
Fixed Income Fund* - group annuity contr Russell 2000 Fund - com./collective trus EAFE Equity Index - com./collective trus Lehman Aggregate Fund - com./collective S&P 500 Fund - com./collective trust Emerging Mkts. Index - com./collective t	291 t 756 trust 282 603	\$ 4,309 3,261 6,622 4,416 13,013 1,675 \$ 33,296
20 OR MORE YEAR TIME HORIZON FUND - Pre-	mixed portfolio of ot	her funds
Russell 2000 Fund - com./collective trus EAFE Equity Index - com./collective trus S&P 500 Fund - com./collective trust Emerging Mkts. Index - com./collective t	734 585	\$ 3,795 6,424 12,622 2,598
Total		\$ 25,439

 $^{^{\}star}$ Comprised of funds listed on pages 14-24

Description	Maturity Dates	Interest Rates	Current Value
	FIXED INCOME FU		
Group Annuity Contracts Aetna Life Insurance Co. Bankers Trust CDC Capital John Hancock Mutual Life Insurance Co. Metropolitan Life Insurance Co Monumental Life Insurance Co. New York Life Insurance Co. Principal Mutual Life	01/02/03-04/01/03 12/31/02 03/31/04 3/31/04-04/01/11 . 1/15/05-01/15/08 02/15/06 12/31/04-10/01/07	6.72%- 7.87% 5 7.58% 6.21% 6.21%- 6.79% 7.27%- 7.34% 5.72% 7.15%- 8.39%	33,869 52,329 37,981 569,378 287,241 86,276 339,870
Insurance Co. The Prudential Life Insurance	11/23/03-11/01/08	6.31%- 7.70%	1,004,902
Co. of America Travelers Insurance Company	12/31/03-10/02/06 07/01/10	7.75%- 7.97% 7.60%	583,846 93,648
Total			\$3,089,340 ======
Investment Contracts NISA/AEGON (Wrapper)	10/01/75	3.72%	-20,313
U.S. Government Securities: Federal Home Ln Mtg Corp Mtn Federal Home Ln Bks Cons BD Federal Home Ln Mtg Corp Debs Federal Home Ln Mtg Corp Debs Federal Natl Mtg Assn Debs Federal Natl Mtg Assn FHLMC Multiclass Mtg Student Ln Mktg Assn Mtn U.S. Treasury Bonds U.S. Treasury Notes	4/15/05-5/25/12 4/15/04 1/15/05 3/15/09 2/15/06-5/15/08 11/15/11 3/15/17-2/25/42 7/15/04 2/15/15-2/15/31 1/31/04-11/15/12	3.75% 6.875% 5.75% 5.50%-6.625% 5.375% 5.50% 3.375% 5.375%- 11.25%	4,316 30,601 1,441 8,565 35,986 5,817 2,415 17,724 2,940 119,763
Corporate Debt Instruments: AIG Sunamerica Global Nt AOL Time Warner Inc Gl Nt AOL Time Warner Inc Deb AOL Time Warner Inc Deb AOL Time Warner Inc Nt AT&T Corps Bonds AT&T Corps Sr Nt AT&T Corp Sr Nt	5/10/11 4/15/06 4/15/31 5/01/32 5/01/05-5/01/12 3/15/09 11/15/06 11/15/31	6.30% 6.125% 7.625% 7.70% 5.625%- 6.875% 6.00% Var Step	1,586 1,033 1,675 417 4,076 58 1,070

Description	Maturity Dates	Interest Rates	Current Value
	 FIXED INCOME FUND (0	Cont'd.)	
Corporate Debt Instruments:			
AT&T Corp Sr Nt	11/15/11	Step	1,227
AT&T Corp Nt	3/15/13	6.50%	2,329
AT&T Wireless Svcs Inc Nt	5/01/07	7.50	517
AT&T Wireless Svcs Inc Sr Nt	3/01/06-3/01/31	7.35%- 8.75%	
AT&T Broadband Corp Nt	3/15/13	8.375%	1,204
African Dev Bk Sub Bd	9/01/19	8.80%	2,463
Ahold Fin USA Inc Gtd Nt	7/15/10	8.25%	387
Albertsons Inc Sr Deb	8/01/29	7.45%	3,054
Alcoa Inc Nt	8/01/10	7.375%	1,185
Alcoa Inc Nt	1/15/13	5.375%	849
Alcoa Inc Sr Nt	1/15/12	6.00%	828
Alliant Energy Res Inc	1/15/13	9.75%	1,233
Allstate Corp. Sr Nt	12/15/32	6.125%	1,800
Amerada Hess Corp Nt	8/15/06-8/15/31		3,265
American Elec Pwr Inc Sr Nt	5/15/06	6.125%	1,587
American Express Co Nt	9/12/06	5.50%	2,865
American Gen Fin Mtn	3/15/07	5.75%	2,160
American Gen Fin Mtn	10/01/12	5.375%	869
American Home Prods Corp Nt	3/15/06 5/01/11-5/01/31	6.25%	1,938
Anadarko Fin Co Sr Nt Anadarko Pete Corp Sr Nt			2,084
Anheuser Busch Deb	3/01/07 1/15/31	5.375% 6.80%	535 1,389
Anheuser Busch Cos Inc Deb	1/15/31	4.375%	499
Anheuser Busch Cos Inc Nt	1/15/33	5.95%	842
Apache Corp Nt	4/15/12	6.25%	675
Archer Daniels Midland Co Debs	12/15/27	6.75%	415
Archer Daniels Midland Co Nt	2/01/31	7.00%	2,440
Associates Corp NA Bonds	2/15/04	5.50%	7,507
Avalon Bay Cmntys Inc Sr Nts	7/15/06	6.80%	1,594
Avalon Bay Cmntys Mtn	8/01/09	7.50%	325
BP Cap Mkts PLC Gtd Nt	4/29/05	4.00%	408
BRE PPTYS Inc Nt	3/15/07	5.95%	1,335
Bank Amer Corp Nt	2/15/10	7.80%	1,169
Bank Amer Corp Sr Nt	9/15/12	4.875%	2,373
Bank Amer Corp Sub Nt	1/15/11	7.40%	1,032
Bank Amer Corp Global Nt	2/01/07	5.25%	1,402
Bank One Corp Nt	9/01/07	4.125%	1,341
Bank One Corp Mtn	2/17/09	6.00%	3,011
Bank One Corp Sub Nt	1/30/13	5.25%	878
BankAmerica Corp Sub Nt	4/15/06	7.20%	6,090
Bayerische Landesbank Sr Dep	1/14/05	4.125%	2,188

Description	Maturity Dates	Interest Rates	Current Value
	 ED INCOME FUND (Con		
TINE	INCOME TOND (COM	c u.,	
Corporate Debt Instruments:			
Bear Stearns & Co Inc	11/15/14	5.70%	946
Bear Stearns Cos Inc Global Nt	1/15/07	5.70%	1,623
Bellsouth Corp Nt Bellsouth Corp Nt	10/15/06 10/15/11	5.00% 6.00%	1,497 660
Bellsouth Telecommunicat Bnds	6/01/28	6.375	398
Boeing Co.	8/15/24	7.95%	4,337
Boeing Cap Corp Global Nt	1/15/13	5.80%	813
Bristol Myers Squibb	6/15/23	7.15%	1,677
Bristol Myers Squibb Co Nt	10/01/06-10/01/11	4.75%- 5.75%	848
British Telecommunications Nt	12/15/10	Step Up	2,164
British Telecommunications PLC	12/15/30	Step Up	2,844
Burlington North Santa Fe	5/13/29	7.082%	1,141
Burlington Northn Santa Fe Nt	7/15/11	6.75%	1,707
Burlington Resources Finance	12/01/06	5.60%	1,861
CIT Group Inc New Sr Nt	11/30/07	5.50%	3,624
CIT Group Inc Sr Nt	4/02/12	7.75%	732
California Infrastructure	9/25/08	6.38%	770
Campbell Soup Co Nt	12/03/12	5.00%	410
Canadian National Railway Co	10/15/11	6.375%	559
Canadian Pacific Railway Co Capital Auto Rec 02 2 Cl	10/15/11-10/15/31 7/15/05	6.25%- 7.125% 3.82%	1,467
Capital Auto Rec 82 2 CI	9/15/05	3.05%	1,149 3,300
Carramerica Rlty Corp Nts	7/01/04	7.20%	500
Caterpillar Inc Nt	5/01/11	6.55%	913
Charter One Bk FSB Sub Nt	5/15/12	6.375%	1,573
Chase Manhattan Auto	3/15/06	3.49%	4,085
Chevrontexaco Cap Co Gtd Nt	9/17/07	3.50%	1,019
Cingular Wireless LLC Sr Nt	12/15/11	6.50%	431
Citigroup Inc Global Sub Nt	10/01/10	7.25%	6,540
Citigroup Inc Global Sr Nt	1/18/11	6.50%	2,436
Citigroup Inc Global Sr Nt	3/06/07-2/21/12	5.00%- 6.00%	2,776
Citigroup Inc Global Sr Nt	6/30/05	4.125%	1,302
Citigroup Inc Global Sub Nt	8/27/12	5.625%	200
Citizens Communications Co B	8/15/31	9.00%	686
Citizens Communications Co Nt Clear Channel Comm Inc Nt	5/15/06 11/01/06	8.50% 6.00%	831 532
Coca-Cola Co Nts	4/30/09	5.75%	4,557
Coca-Cola Enterprises	9/15/28	6.75%	1,692
Comcast Cable Commns Nts	11/15/08-01/30/11	6.20%- 6.75%	405
Comcast Cable Communs Inc Nt	1/30/11	6.75%	782
Compaq Computer Corp Nt	8/01/05	7.65%	547

Description	Maturity Dates	Interest Rates	Current Value
	FIXED INCOME FUND	(Cont'd.)	
Corporate Debt Instruments: Compaq Computer Mtn	5/15/03	6.20%	507
Conagra Inc Sr Nts	8/01/27	6.70%	1,512
Conagra Foods Inc. Nt	9/15/11	6.75%	1,864
Conoco Phillips Nt	10/15/07-10/15/32	3.625%-5.90%	2,413
Conoco Phillips Nt	10/15/12-10/15/32	4.75%- 5.90%	832
Conoco Fdg Co Nt	10/15/06-10/15/31	5.45%- 7.25%	2,785
Conoco Inc Sr Nts	4/15/09-4/15/29		2,540
Constellation Energy Group			,
Inc	4/01/32	7.60%	1,744
Corporate PPTY Invs Nt	3/15/16	7.875%	1,882
Costco Whsl Corp New Sr Nt	3/15/07	5.50%	1,347
Countrywide Home Lns Mtn	8/01/06	5.50%	1,304
Cox Communications Inc New Nt	3/15/11	6.75%	1,036
Cox Communications Inc New Nt	10/01/12	7.125%	668
Credit Suisse FB USA Nts	8/01/06	5.875%	2,144
Credit Suisse FB USA Inc Nt	1/15/12	6.50%	536
Credit Suisse First Boston Inc	4/15/07	5.75%	450
Credit Suisse FB USA Inc Sr Nt	1/15/08	4.625%	437
Daimlerchrysler Auto	9/06/06	5.32%	2,030
Daimlerchrysler Auto Tr	11/08/06	2.56%	1,042
Daimlerchrysler North Amer Nt	9/01/09	7.20%	1,336
Daimler Chrysler North Amer	9/01/04	6.90%	2,596
Daimler Chrysler N A Hldg Nt	5/15/06	6.40%	539
Daimler Chrysler N A Hldg Corp	1/15/12	7.30%	985
Daimler Chrylser Hldg Corp Nt	1/18/31	8.50%	1,729
Deere John Cap Corp Nt Deere & Co Global Nt	3/15/12 4/25/14	7.00% 6.95%	1,395 591
John Deere Capital Corp Notes	8/22/07	4.50%	310
Delphi Corporation Deb	5/01/29	7.125%	1,926
Detroit Edison Co Sr Nt	10/15/12	5.20%	701
Deutsche Telekom Intl Fin BV	6/15/05	Step	1,149
Deutsche Telekom Intl Fin BV	6/01/32	9.250%	3,454
Devon Fing Corp ULC Nt	9/30/11	6.875%	2,290
Devon Fing Corp ULC Deb	9/30/31	7.875%	1,312
Diageo PLC Nt	11/19/07	3.50%	428
Disney Global Bonds	3/30/06	6.75%	2,562
Disney Walt Co Mtn	3/01/12	6.375%	878
Dominion Res Inc Del Nt	9/17/12	5.70%	791
Dominion Res Inc Del Sr Nt	12/15/32	6.75%	1,745
Dominion Res Inc Del Sr Nt D	12/15/09	5.125%	264

Description	Maturity Dates	Interest Rates	Current Value
	INCOME FUND (Cont'		
Corporate Debt Instruments: Dow Chem Co Nt Dow Chem Co Global Nt DuPont EI de Nemours & Co Nt DuPont EI de Nemours & Co Nt Duke Cap Corp Sr Nt Duke Energy Corp Sr Nt Duke Energy Field Svcs LLC Duke Energy Field Svcs LLC Nt Duke-Weeks Rlty Ltd Partnrship EOP Oper LTD Partnership Nt	10/01/12-11/01/29 12/15/08 10/15/09 11/15/12 2/15/32 1/15/12-11/30/12 8/16/10 8/16/30 3/15/05 1/15/04	6.00%-7.375% 5.75% 6.875% 4.75% 6.75% 5.625%-6.25% 7.875% 8.125% 6.875% 6.50%	3,125 1,390 1,768 465 1,452 812 191 1,506 1,554 1,147
EOP Operating LP Nts EOP Operating LP Nts Electronic Data Sys Corp Nt Emerson Elec Co Nt Emerson Elec Co Nt Energy East Corp Nt Evans Withcombe Res Nts Exelon Corp Sr Nt FMR Corp Nt FMR Corp Debs Federated Dept Stores Inc	2/15/12 4/13/05 10/15/29 6/01/05 8/15/32 6/15/12 4/15/04 5/01/11 6/15/19 6/15/29	6.75% Var 7.45% 7.875% 6.00% 6.75% 7.50% 6.75% 7.50% 7.49%	2,947 2,383 467 1,799 622 2,109 1,078 933 2,274 507
Del First Chicago Corp Sub Nt First Sec Corp Del Sr Nt First Un Corp Sub Nts First Un Natl Bk Mtn Firstar Bk Na Cincinnati Oh Nt First Energy Corp Nt Ser A First Energy Corp Nt Ser B First Energy Corp Nt Ser C FleetBoston Finl Corp Sr Nt	9/01/08-4/01/29 1/30/09 11/15/06 10/15/35 8/18/10 12/01/09 11/15/06 11/15/11 11/15/31 9/15/05	6.625%- 6.90% 6.375% 6.875% 6.55% 7.80% 7.125% 5.50% 6.45% 7.375% 7.25%	1,773 3,229 5,043 3,325 545 2,812 916 399 389 831
FleetBoston Finl Corp Sr Nt Ford Mtr Co Ford Mtr Cr Co Ford Motor Credit Co Sr Nts Ford Mter Cr Co Global Landmark Ford Mtr Cr Co Global Secs Ford Mtr Cr Co Global Secs France Telecom SA Nt France Telecom SA Nt France Telecom SA Nt	12/01/06 7/16/31 10/25/11 1/12/09 < 7/16/04 2/01/06 1/25/07 3/01/11 3/01/06 3/01/31	4.875% 7.45% 7.25% 5.80% 6.70% 6.875% 6.50% Step Step Var	2,547 4,084 1,705 2,480 2,038 9,670 2,472 1,020 877 2,300

Description	Maturity Dates	Interest Rates	Current Value
	ED INCOME FUND (Cont		
	•	,	
Corporate Debt Instruments:	4 /4 5 /00	0.040/	4 400
GTE Corp	4/15/28	6.94%	1,420
General Elec Cap Mtn			,
General Elec Cap Mtn	1/15/08-3/15/32	4.25%- 6.75%	3,102
General Elec Cap Corp Nt	5/21/07	8.75%	2,411
General Elec Cap Corp Mtn General Mls Inc Bd	6/15/12 11/30/07	6.00%	647
General MIS INC Nt	2/15/07	3.875%	2,731 532
General Mtrs Accep Corp Nts		5.125%	11,716
General Mtrs Accep Corp Nts			1,450
General Mtrs Accep Corp Sr Nt		6.875%	1,430
General Mtrs Accep Corp Sr Nt			,
General Mtrs Corp Sr Nt	1/15/11	7.20%	3,191
Goldman Sachs Group Inc Nt	8/17/05	7.625%	1,125
Goldman Sachs Group Inc Sr Nt	9/01/12	5.70%	1,674
Goldman Sachs Group Inc Sr Nt	1/15/12	6.60%	776
Goodrich Corp Nt	12/15/12	7.625%	1,180
HCA Inc Nts	10/01/12	6.30%	480
HSBC Hldgs PLC Sub Nt	12/12/12	5.25%	463
Hrpt PPTYS Tr Nt	1/15/13	6.50%	655
Harman Intl Inds Inc New Nt	2/15/07	7.125%	316
Harrahs Oper Inc Sr Nt	6/01/07	7.125%	552
Hartford Life Inc Sr Nt	3/01/31	7.375%	134
Heinz H J Finance Co	3/15/32	Step	440
Heinz H J Fin Co Gtd Nt	7/15/11	6.625%	1,044
Heinz H J Fin Co Gtd Nt	3/15/12	Step	1,471
Heinz Corp Nt	6/01/12	7.625%	352
Home Depot Inc Sr Nt	9/15/04	6.50%	536
Household Fin Corp Nt	6/17/08	6.40%	1,319
Household Fin Corp Nt	1/24/06-5/15/11	6.50%- 6.75%	6,948
Household Fin Corp Nt	1/30/07-5/15/12	5.75%- 7.00%	2,684
Household Finance Corp Sr Nts	9/25/04	5.875%	363
Hyatt Equities LLc Nt	6/15/07	6.875%	509
Hydro-Quebec	4/01/16	7.50%	1,879
Imperial TOB Overseas BV	4/01/09	7.125%	892
International Bk Recon & Dev	1/27/05-3/28/06	5.00%- 7.00%	7,935
IBM Corp	10/1/06-10/30/25	4.875%-7.00%	2,702
IBM Corp	11/29/12-11/29/32		
J P Morgan Chase & Co Gbl Nt	2/01/11	6.750%	431
J P Morgan Chase & Co Nt	3/01/07	5.35%	1,853
JP Morgan Chase & Co Sub Nt	1/02/13	5.75%	1,117

Corporate Debt Instruments: JP Morgan Chase & Co Nts	Description FI	Maturity Dates XED INCOME FUND (Interest Rates Cont'd.)	Current Value
Motorola Inc Nts 11/15/10 7.625% 1,126 Nabisco Inc Debs 6/15/15 7.55% 997 National City Corp Sub Deb 5/15/19 6.875% 1,745 National Rural Utils Coop Fin 3/01/12 7.25% 1,495 News Amer Hldgs 2/01/13 9.25% 305 News Amer Hldgs Inc Sr Deb 10/30/25 7.70% 2,435 News Amer Inc Gtd Sr Debs 4/08/28 7.125% 481 Niagara Mohawk Pwr Corp Sr Nts 10/01/08 7.75% 781	Corporate Debt Instruments: JP Morgan Chase & Co Nts JP Morgan Chase & Co Gloval Nt JP Morgan Chase & Co Sub Nt KN Energy Inc Debs Kellogg Co Nt Ser B Kellogg Co Nt Ser B Kellogg Co Deb Ser B Kimberly Clark Corp Bd Kinder Morgan Inc Sr Nt Korea Dev Bk Nt Korea Dev Bk Nt Korea Elec Pwr Corp Nt Kraft Foods Inc Global Nt Kroger Co Sr Nt Ser B Lehman Brothers Holdgs Tr Liberty Media Corp Sr Deb Lockheed Martin GTD Lockheed Martin Corp Deb Lockheed Martin Corp Nt Loews Corp MMCA Auto Owner Tr Marathon Oil Corp Nt Marsh & McLennan Cos Inc Sr Nt May Dept Stores Co Nt Meadwestvaco Corp Nt Merrill Lynch & Co Inc Nts Metlife Inc Sr Nts Midamerican Energy Hldgs	8/15/06 3/15/12 1/02/13 3/01/28 4/01/06 4/01/11 4/01/31 2/15/12 9/01/12 11/13/07 11/16/06 9/12/07 11/01/11 6/01/09 5/15/06 1/18/12 2/01/30 5/15/06 12/01/29 12/01/09 6/01/23 3/15/07 6/01/07 3/15/12 1/15/32 4/01/12 2/17/09 12/01/06 10/01/12	5.625% 6.625% 5.75% 7.25% 6.00% 6.60% 7.45% 5.625% 6.50% 4.25% 5.25% 4.25% 5.625% 6.25% 6.25% 6.25% 6.25% 6.25% 6.625% 8.25% 7.25% 8.50% 8.20% 7.625% 2.97% 5.375% 6.25% 6.90% 6.85% 6.90% 6.85% 6.00% 5.25% 5.875%	3,019 1,755 757 790 2,549 565 611 546 613 1,335 532 505 2,193 1,885 1,094 3,630 822 507 1,475 743 509 2,254 1,309 1,387 658 1,772 762 1,506 458
	Morgan Stanley DW & Co Nt Motorola Inc Nts Nabisco Inc Debs National City Corp Sub Deb National Rural Utils Coop Fin News Amer Hldgs News Amer Hldgs Inc Sr Deb News Amer Inc Gtd Sr Debs	4/01/07 11/15/10 6/15/15 5/15/19 3/01/12 2/01/13 10/30/25 4/08/28	5.80% 7.625% 7.55% 6.875% 7.25% 9.25% 7.70% 7.125%	1,632 1,126 997 1,745 1,495 305 2,435 481

Description 	Maturity Dates XED INCOME FUND ((Interest Rates	Current Value
Lī	YED INCOME FOND (cont u.)	
Corporate Debt Instruments:			
Norfolk Southn Corp Unsecd Deb	3/01/21	9.00%	456
Norfolk Southern Corp Sr Nts	4/15/09	6.20%	3,271
	2/15/31	7.25%	
Norfolk Southn Corp Sr Nt			817
Northrup Grumman Corp Deb	2/15/31	7.75%	1,204
Occidental Pete Corp Sr Debs	4/01/28	7.20%	371
Occidental Pete Corp Nt	1/15/07	5.875%	336
Occidental Pete Corp Nt	1/15/12	6.75%	569
Oncor Elec Delivery Co	9/01/22	7.00%	1,216
PDVSA Fin Ltd Nt	11/16/12	8.50%	488
PSEG PWr LLC Sr Nt	6/01/12-4/15/31		1,426
Peco Energy 99-A CL A-4	3/01/07	5.80%	3,740
Pemex Proj Fdg Mtn	11/15/11	8.00%	2,033
Pepsi Bottling Grp Inc Gtd Sr	3/01/29	7.00%	583
Pepsi Bottling Holdgs Nt	2/17/04	5.375%	1,172
Petronas Cap Ltd USD Gtd	5/22/12	7.00%	1,793
Philip Morris Cos Inc	2/01/06	6.375%	553
Philip Morris Debs	1/15/27	7.75%	883
Phillips Pete Co Nt	5/25/10	8.75%	765
Procter & Gamble Co Deb	9/01/24	8.00%	2,599
Procter & Gamble ESOP Deb	1/01/21	9.36%	3,332
Procter & Gamble Co Sr Nt	8/15/08	4.30%	529
Progress Energy Inc Sr Nt	3/01/31	7.75%	1,990
Progress Energy Inc Sr Nt	3/01/11	7.10%	470
Prudential Ins	7/01/25	8.30%	974
Pulte Corp Shelf 3	10/24/05	7.30%	941
Raytheon Co Bds	8/15/27	7.20%	549
Raytheon Co Nts	11/01/08	6.15%	4,009
Raytheon Co Nts	3/01/06-3/01/10		1,753
Republic Svcs Inc Nt	8/15/11	6.75%	548
Reynolds R J Tob Hldgs Inc Nt	6/01/07	6.50%	554
Rohm & Haas Co Deb	7/15/29	7.85%	1,757
Rohm & Haas Co Nt	7/15/09	7.40%	578
Royal KPN NV Nt	10/01/30	8.375%	1,058
Royal KPN NV Nt	10/01/30	8.00%	610
SBC Commn Inc Global Nt	8/15/12	5.875%	1,354
SBC Communication Inc Nt	5/02/06	5.75%	2,602
			•
Safeway Inc Nt	8/15/05 8/15/12	3.80% 5.80%	1,754 525
Safeway Inc Nt			
Salomon Smith Barney Hldgs Nt	2/15/08	6.50%	560
SANWA Bk Ltd N Y Brh Sub Nt	6/15/11	7.40%	297

Description 	Maturity Dates FIXED INCOME FUND (Interest Rates Cont'd.)	Current Value
Corporate Debt Instruments: Sara Lee Corp Nt SCANA Corp Mtn Sears Roebuck Accep Corp Sr Shopping Ctr Assocs Sr Nt Simon Debartolo Group LP Nt Simon PPTY Group LP Nt Spieker Properties Notes Spieker PPTYS LP Nt Sprint Cap Corp Sprint Cap Corp Strint Cap Corp Strint Cap Corp Sprint Cap Corp Sprint Cap Corp Strint Cap Corp Sub Suntrust Bks Inc Sub Nts TCI Commun Inc TCI Commun Inc TCI Communications Inc Nts TCI Communications Inc Debs Teco Energy Inc Nt Target Corp Nt Target Corp Nt Telefonica Europe BV US Nt Tenet Healthcare Corp Sr Nt Texaco Cap Inc Texaco Cap Inc Texaco Cap Inc Nt Texas Eastn Transmission Cor Toyota Motor Credit Nts Transocean Sedco Forex Inc N Tyson Foods Inc Nt Unilever Cap Corp Union Pac Corp Nt Union Pac Res Group Inc Deb United Airls 00-2 CTF CL A2 United Technologies Corp Nt Unilever Cap Corp	9/15/11 5/15/11 Nt 4/15/12 1/15/04 6/15/03 11/15/07 12/01/17 5/01/09 5/01/04-5/01/19 3/15/12-3/15/32 1/15/07 Nt 6/15/12 2/15/26 8/01/05 8/01/15 2/15/06 2/15/28 5/01/11 8/15/10 3/01/12 9/15/30 7/01/07 3/15/20 1/15/09 rp 7/15/07 12/15/08 Nt 4/15/31 10/01/11 11/01/05 1/15/11 5/15/28 10/01/12 3/01/11 11/01/05-11/01/1	6.25% 6.875% 6.70% 6.75% 6.625% 6.375% 7.35% 7.25% 5.875%- 6.90% 8.375%- 8.75% 6.00% 8.00% 8.00% 8.00% 8.75% 7.125% 7.125% 7.20% 7.50% 5.875% 8.25% 5.00% 9.75% 5.50% 5.55% 5.50% 7.50% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875% 6.875%	562 1,136 1,390 620 1,019 542 664 964 2,904 1,353 1,181 752 2,109 1,610 808 1,369 2,502 1,569 2,469 1,305 554 543 877 2,399 911 544 1,152 2,797 2,272 1,993 2,686 883 1,920 1,153
Union Pacific Corp Bds Union Pacific Corp Nt United Technologies Corp Deb United Technologies Corp Nt US Bk Natl Assn Mtn US Bancorp Mtn Valero Energy Corp Nt		6.625% 6.50% 7.50% 6.10% 6.375% 5.10% 6.875%- 7.50%	551 563 999 897 957 484 1,476

Description	Maturity Dates	Interest Rates	Current Value
	INCOME FUND (Cont		
Corporate Debt Instruments:	40 (04 (05	0.75%	1 001
Verizon Global Fdg Corp Nt	12/01/05	6.75%	1,934
Verizon Global Fdg Corp Nt	6/15/07	6.125%	1,922
Verizon Global Fdg Corp Bd	6/15/12	6.875%	951
Verizon New Eng Inc Deb Verizon New York Inc Deb Ser A	9/15/11	6.50%	2,602
	4/01/12	6.875%	541
Verizon New York Inc Deb Ser A	4/01/32	7.375%	696
Verizon Wireless Cap LLC Nt	12/15/06	5.375%	523
Viacom Inc Sr Nt	1/30/06-8/15/12	5.625%- 6.40%	1,082
Viacom Ind Sr Nt	7/30/30	7.875%	2,749
Virginia Elec & Pwr Co Sr Nt	2/01/07	5.375%	1,644
Vodafone Airtouch PLC Nt	2/15/10	7.75%	472
Wachovia Corp 2nd New Global	11/01/06 8/10/09-2/15/30	4.95%	4,080
Wal Mart Stores Inc Nt			6,436
Wal Mart Stores Inc Global Bd	7/12/07	4.375%	739
Washington Mut Inc Sr Nt	1/15/07	5.625%	3,171
Wells Fargo & Co New Nt	2/15/07	5.125%	1,613
Wells Fargo & Co New Sub Nt	11/15/14	5.00%	989
Wells Fargo Bk NA Nt	2/01/11	6.45%	506
Westinghouse Cr Corp Nt	6/14/14	8.875%	2,569
Weyerhaeuser Co Nt	3/15/07-12/15/09		5,532
Weyerhaeuser Co Nts	3/15/12	6.75%	656
Weyerhaeuser Co Nts	3/15/32	7.375%	327
Other Investments:			
Financement Quebec	10/25/12	5.00%	2,886
Korea Rep Bds	4/15/08	8.875%	1,241
Prov of British Columbia	10/03/06	4.625%	2,721
Prov of New Brunswick	10/23/07	3.50%	1,520
Prov of Nova Scotia	2/27/12	5.75%	2,643
Prov of Ontario	8/04/05	7.00%	2,880
Prov of Ontario	7/17/12	5.125%	535
Prov of Quebec	1/30/07-9/15/29	7.00%- 7.50%	3,393
Prov of Quebec	7/22/36	Step	1,627
Prov of Quebec	1/22/11-9/15/29	•	1,768
Mexico United Mexican Sts	5/15/26	11.50%	1,283
United Mexican Mtn	1/14/11	8.375%	983
United Mexican Sts Mtn	1/14/12-8/15/31	7.50%- 8.30%	7,290

	Description	Maturity Dates	Interest Rates	Current Value
	FIXED	INCOME FUND (Cont'd.)		
	Common/Collective Trust: TBC Inc. Pooled Emp Daily	12/31/99	Var	21,570
	Cash:			7,998
	Total Investment Contracts			\$ 830,735 ======
	Description 	Principal Amount or Shares/Units		Current Value
t	*Common/Collective Trusts TBC Inc. Daily Liquidity Fund	\$13,109		\$ 13,109

LEHMAN BROTHERS AGGREGATE BOND INDEX FUND - Common/collective trust

Lehman Aggregate Fund 1,938 \$ 30,283

Principal

Amount or Current
Description Shares/Units Value

S&P 500 LARGE STOCK INDEX FUND - Common/collective trust

S&P 500 Fund 8,886 \$191,714

=====

NON-U.S. STOCK INDEX FUND - Common/collective trust

EAFE Equity Index 408 \$ 3,577
Emerging Mkts. Index 67 402

Total \$ 3,979

RUSSELL 2000 SMALL STOCK INDEX FUND - Common/collective trust

Russell 2000 Fund 2,262 \$ 25,334

**KODAK STOCK FUND - Common stock

Eastman Kodak Company Common

Stock 4,233 \$150,389 ======

*Common/Collective Trust

TBC Inc. Daily Liquidity Fund \$ 6,558 \$ 6,558 =======

 ${\tt PIMCO\ TOTAL\ RETURN\ FUND\ -\ Mutual\ fund}$

PIMCO Funds Pac.

Investment Mgmt. Ser. 3,280 \$ 35,001

(in thousands)

Principal

Current Amount or Description Shares/Units Value

MSIF TRUST HIGH YIELD FUND - Mutual fund

MSIF High Yield

Portfolio 1,453 \$ 6,553

=======

FIDELITY PURITAN FUND - Mutual fund

Fidelity Puritan Tr

Puritan Fund 3,653 \$ 57,573

=======

**T. ROWE PRICE EQUITY INCOME FUND - Mutual fund

T. Rowe Price Equity

Income Fund 1,969 \$ 38,873

FIDELITY GROWTH AND INCOME FUND - Mutual fund

Fidelity Securities Fund

Growth & Income Portfolio 1,495 \$ 45,336

=======

PUTNAM INVESTORS FUND - Mutual fund

Putnam Investors Fund Inc.

2,947 \$ 26,227 CL

=======

PUTNAM VISTA FUND - Mutual fund

Putnam Vista Fund Inc. CL 3,450 \$ 21,290 =======

(in thousands)

Principal

Amount or Current
Description Shares/Units Value

PBHG GROWTH FUND - Mutual fund

PBHG Funds Inc. Growth Fund 1,360 \$ 19,288 ======

**T. ROWE PRICE SMALL-CAP VALUE FUND - Mutual fund

T. Rowe Price Small Cap. Value

Fund Inc. Cap. Stk. 3,215 \$ 70,321 ======

SKYLINE SPECIAL EQUITY FUND - Mutual fund

Skyline Fund Special

Equities Portfolio 1,406 \$ 29,205

PUTNAM OTC & EMERGING GROWTH FUND - Mutual fund

Putnam OTC & Emerging

Growth Fund CL 3,554 \$ 18,338

 ${\tt MSIF\ TRUST\ VALUE\ FUND\ -\ Mutual\ fund}$

MSIF Trust Value Portfolio 2,004 \$ 23,183 ======

Principal

Description 	Amount or Shares/Units			urrent Value
		r preferred stocks		
Preferred Stocks				
Angelo & Maxies Inc.			_	
Pfd. Ser. A	11		\$	23
			==	=====
Common Stocks				
AAR Corp.	52		\$	269
AGCO Corp. Com.	16			359
AK Stl. Hldg. Corp. Com	2			17
AMDOCS Ltd.	263			2,622
ANFI Inc. Com.	1			17
ATMI Inc. Com.	1			24
Aaipharma Inc. Com.	14			200
Aaron Rents Inc. Com.	40			855
Abercrombie & Fitch Co. CL A	7			142
Abgenix Inc. Com	14			99
Accredo Health Inc. Com.	17			591
Ace Cash Express Inc.	5			44
Aceto Corp.	3			47
Action Performance Cos. Inc.	8			146
Activision Inc.	53			760
Adaptec Inc. Com.	8			41
Administaff Inc. Com.	57			337
Advanced Auto Pts. Inc. Com.	2			74
Advanced Fiber Communications				
Inc. Com.	13			207
Advance PCS Com.	9			191
Advanta Corp. Cl. A	8			75
Advisory Board Co. Com.	16			482
Agile Software Corp. Del. Com.	11			93
Agrium Inc. Com.	3			34
Airborne Inc. Com.	11			168
Airgas Inc.	60			1,012
Airnet Sys. Inc. Com.	3			12
Albany Intl. Corp. CL A	14			285
Albany Molecular Resh. Inc. Com	n. 11			162
Albemarle Corp.	4			107

Principal

	Amount or	Current
•	nares/Units	Value
	LER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Allen Telecom Inc. Com.	31	281
Alliance Atlantic Commns. Inc.		
CL B	48	476
Alliant Techsystems Inc. Com.	4	221
Allied Resh. Corp.	4	72
Almost Family Inc. Com.	1	3
Altiris Inc. Com.	2	32
Ambassadors Group	1	4
American Biltrite Inc.	2	16
American Business Finl. Svcs. Inc		
Com.	1	5
American Eagle Outfitters New	10	133
American Financial Group Inc. Ohi	10	
Com.	6	142
American Healthways Inc.	6	112
American Italian Pasta Co. CL A	3	101
American Med. Sec. Grp. Inc. Com.		63
American Mgmt. Sys. Inc. Com.	19	233
American Natl. Ins. Co.	9	714
American PAC Corp.	2	16
American Pharmaceuticals Partners		
Inc. Com.	18	320
American Physicians Cap. Inc.	1	2
Americas Car Mart Inc. Com.	1	4
Ameron International Corp.	2	129
Amli Residential PPTYS. Tr.		
Sh. Ben. Int.	12	265
Ampco Pittsburgh Corp.	6	66
Amrep Corp.	1	7
Andersons Inc. Com.	1	10
Andrx Group	32	458
Angelica Corp. Com.	4	73
AnnTaylor Stores Corp. Com.	11	232
Aon Corp. Com.	106	2,003
Apogent Technologies Inc. Com.	23	463

Description	Principal Amount or Shares/Units	Current Value
	ALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Apollo Grp. Inc. Univ. Phoeni		
Online.com	1	18
Applied Films Corp. Com.	5	105
Arbitron Inc. Com.	7	234
Arden Group Inc. CL A	1	61
Ark Restaurants Corp.	1	2
Armor Hldgs. Inc.	9	122
Arris Group Inc. Com.	17	54
Aspen Technology Inc. Com.	25	71
Asta Fdg. Inc. Com.	2	20
Astoria Finl. Corp. Com.	43	1,187
Atlantic Tele-Network Inc.		
Com. New	1	12
Auburn Natl. Bancorp Com.	1	15
Axcan Pharma Inc. Com.	44	495
Axcelis Technologies Inc. Com		91
Aztar Corporation	25	350
BHA Group Holdgs. Inc.	1	2
BJS Whsl. Club Inc. Com.	6	111
BNCCORP Inc.	1 2	9
Baker Michael Corp.	2 15	16
Ball Corp. Com.		740
Bancorp Rhode Island Inc. Com		2
Bank of Hawaii Corp.	1	37
Bankunited Fin. Corp. CL A	16 13	255
Banta Corp. Barnwell Inds. Inc.		408
	1 8	10
Bassett Furniture Inds. Inc.	26	110
Bausch & Lomb Inc. Com.	∠6 1	915
Bay St. Bancorp Inc. Com.	1 55	16 633
BEA Sys. Inc. Com. Beazer Homes USA Inc.	55 3	199
Belden Inc. Com.	5	199 78
	5 6	_
Bell Microproducts Inc. Com.	2	34
Belo Corporation	۷	36

	Principal	
	Amount or	Current
Description	Shares/Units	Value

Description	Shares/Units	Value
SIP SMALLE	R STOCK FUND (Cont'd)	
	(11 1)	
Common Stocks (Cont'd)	10	000
Benchmark Electrs. Inc.	10	286
Berkley W. R. Corp. Com.	7	267
Berkshire Bancorp Inc. Del. Co		31
Big Lots Inc. Com.	28	365
Bio Rad Labs Inc. CL A	6 1	256
Biosource Intl. Inc.	-	6
Biosite Incorporated Com.	26	900
Blair Corp.	3	78
Blyth Inc. Com.	35	933
Borders Group Inc. Com.	9	136
Boston Beer Inc. CL A	4	52
Boston Private Finl. Hldgs. In		871
Bostonfed Bancorp Inc. Com.	3	70
Bowne & Co. Inc. Com.	36	415
Brandywine Rlty Tr. Sh. Ben. I		
New	18	379
Brookline Bancorp. Inc. Del. C		18
Brooks Pri. Automation Inc. Co		116
Brookstone Inc.	10	142
Brown Shoe Inc. New Com.	2	55
Brunswick Corp. Com.	51	1,002
Bunge Limited Com.	14	328
Burlington Coat Factory Whse.		
Corp. Com.	13	233
Bush Inds. Inc. Com.	44	215
Business Objects SA Spon. ADR	12	177
Butler Mfg. Co. Del.	3	50
CB Bancshares Inc.	3	130
CBL & Assoc. PPTYS Inc. Com.	7	274
CBRL Group Inc. Com.	25	733
CCC Information Svcs. Group Co		61
CDI Corp. Com.	7	180
CDW Computer Ctrs. Inc. Com.	9	372
CFS Bancorp Inc. Com.	6	85
C H Robinson Worlwide Inc.	14	419
CNF Inc.	11	374

Description 	Principal Amount or Shares/Units	Current Value
	MALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
CPAC Inc.	3	16
CPB Inc.	1	5
CPI Corp.	5	67
CSG Sys. Intl. Inc.	12	152
CSS Inds. Inc.	3	92
CTS Corp.	32	267
CV Therapeutics Inc. Com.	7	125
Cable Design Technologies Co Com.	7 p. 25	147
Cabot Corp. Com.	5	122
California First Natl. Banco		122
Com.	4	45
California Pizza Kitchen Inc	-	619
Callaway Golf Co. Com.	37	493
Callon Pete Co. Del.	1	2
Cambrex Corp. Com.	6	186
Capital Corp. of the West Co	m. 1	30
Capital TR Inc. Md. CL A	6	29
Career Ed. Corp. Com.	5	193
Carlisle Cos. Inc. Com.	15	616
Carmax Inc. Com.	25	452
Carver Bancorp Inc. Com.	2	25
Cascade Corp.	9	148
Cascade Finl. Corp.	1	2
Cash America International I		122
Cass Information Sys. Inc. C	om. 1 12	23
Cato Corp. CL A Celgene Corp.	9	253 194
Centex Corp. Com.	23	1,128
Central Garden & Pet Co. Com	_	5
Champps Entmt. Inc. Com.	4	36
Charles Riv. Laboratories In	•	00
Inc. Com.	3	114
Charming Shoppes Inc. PA Com	. 44	187
Checkfree Corp. New Com.	8	129
Checkpoint Sys Inc. Com.	6	56

Principal

Description	Amount or	Current
•	Shares/Units	Value
	ALLER STOCK FUND (Cont'd	
Common Stocks (Cont'd)		
Cheesecake Factory (The)	12	442
Chesapeake Utils. Corp.	1	9
Chicago Mercantile Exch. Hldgs.		
Inc. CL A	1	21
Chicago Rivet & Mach. Co.	1	14
Chicos Fas. Inc. Com.	36	695
Children's Pl. Retail Stores		
Inc. Com.	9	103
Chittenden Corp.	1	35
Chromcraft Revington Inc.	2	25
Ciber Inc. Com.	1	2
Cintas Corp.	15	693
Cirrus Logic Inc. Com.	37	110
Claires Stores Inc. Com.	1	31
Clarcor Inc.	9	292
Clayton Homes Inc. Com.	30	366
Cobra Electrs. Corp.	1	6
Cognizant Tech. Solutions CL A	4	327
Coinstar Inc. Com.	1	19
Colonial Bancgroup Inc. Com.	40	475
Comcast Corp. New CL A	80	1,903
Comcast Corp. New CL A SPL	76	1,720
Commerce Bancshares Inc.	1	31
Commercial Fed. Corp. Com.	1	31
Commercial Metals Co.	4	56
Commscope Inc. Com.	29	227
Community TR Bancorp Inc. Com.	1	18
Compex Technologies Inc. Com.	6	22
Compucom Sys. Inc. Com.	1	5
Computer Horizons Corp. Com.	29	96
Computer Task Group Inc. Com.	24	84
Comtech Telecommunications Cor.		
New	3	31
Concerto Software Inc. Com.	1	2
Concord EFS Inc. Com.	44	689
Conmed Corp. Com.	5	91

Description	Principal Amount or Shares/Units	Current Value
	ALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Continental Matls. Corp. Com.	1	24
Cooper Cos. Inc. Com. New	13	332
Coors Adolph Co. CL B	1	73
Core Laboratories N.V.	15	170
Corinthian Colleges Inc. Com.	19	728
Corn Prods. Intl. Inc. Com.	27	800
Cornell Companies Inc.	1	13
Corporate Executive Bd. Co. Com	n. 33	1,074
Corporate Office PPTYS TR Com.	8	111
Corus Bankshares Inc.	8	343
Cost Plus Inc. Calif.	16	477
Covenant Trans. Inc. CL A	6	114
Coventry Health Care Inc. Com.	29	858
Cowlitz Bancorp Longview Wash.		
CDT-Com.	3	23
Cox Radio Inc. CL A	45	1,020
Cray Inc. Com.	33	251
Credence Sys. Corp.	25	230
Crompton Corp. Com.	15	87
Cross Ctry. Inc. Com.	36	510
Cubic Corp. Com.	2	30
Cummins Inc. Com.	17	481
Cumulus Media Inc. CL A	26	382
Curative Health Svcs. Inc. Com.	. 1	9
Curtiss Wright Corp.	2	135
Cymer Inc. Com.	5	148
D [°] R Horton Inc.	1	9
DVI Inc.	1	1
Daisytek Intl. Corp. Com.	50	375
Danaher Corp. Com.	15	1,006
Datascope Corp.	1	25
Del Labs Inc. Com.	1	13
Delphi Finl. Group Inc. CL A Co	om. 1	23
Deluxe Corp. Com.	3	116
Denbury Res. Inc. Com. New	1	2
Devry İnc. Del. Com.	19	316

Description S	Principal Amount or hares/Units	Current Value
	ER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Dial Corp. New Com.	5	98
Dicks Sporting Goods Inc. OC Com		74
Diodes Inc.	1	2
Disney Walt Co. Com.	145	2,326
Dominion Homes Inc. Com.	2	35
Dominion Resources Black Warrior	4	44
TR VA Unit Ben. Int.	1 7	11 125
Duane Reade Inc. Com. EGL Inc. Com.	16	232
EMS Technologies Inc. Com.	1	12
E Piphany Inc. Com.	27	115
ESB Finl. Corp. Com.	2	20
E-Z-EM Inc. Com. New	10	84
Ebay Inc. Com.	7	468
Edelbrock Corp.	2	24
Education Mgmt. Corp.	25	944
Edwards A G Inc. Com	4	120
Edwards Life Sciences Corp. Com.	9	221
Electro Rent Corp.	14	168
Electro Scientific Inds. Inc.	40	800
Elite Information Grp. Inc. Com.	6	54
Elkcorp Com.	30	521
Elmira Svgs. Bk. FSB Elmira NY	1	10
Emmis Communications Corp. Com.	52	1,067
Emulex Corp. New	7	133
Encore Acquisition Co. Com. Endo Pharmaceuticals Hldgs.	4	81
Inc. Com.	1	2
Energizer Hldgs. Inc. Com.	36	1,012
Enesco Group Inc. Com.	7	46
Ennis Business Forms Inc. Com.	4	51
Entercom Communications Corp. Entravision Communications Cor.	7	312
CL A	70	679
Equity Marketing Inc.	3	43
Esco Technologies Inc. Com.	1	39

	Amount or	Current
Description	Shares/Units	Value
SIP	SMALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Espey Mfg. & Electrs. Corp.	1	14
Esterline Technologies Corp.	15	259
Evans & Sutherland Computer	21	128
Exar Corp. Com.	15	186
Excel Technology Inc.	10	174
Exponent Inc. Com.	5	64
Express Scripts Inc. Com.	10	480
Extended Stay America Inc.	19	275
FBL Fin'l Group Inc. CL A	5	95
FFW Corp.	1	20
FFLC Bancorp Inc. Com.	1	3
FLIR Sys. Inc.	4	201
FMC Technologies Inc. Com.	19	376
FMC Corp. New Com.	14	376
FPIC Ins. Group Inc. Com.	1	8
FSF Financial Corp.	2	35
FSI Int'l. Inc.	24	112
FTI Consulting Inc. Com.	17	697
Factory 2-U Inc. Com.	22	77
Factual Data Corp. Com.	2	16
Fair Isaac & Co. Inc.	1	30
Fairchild Semiconductor Intl.		
Inc. CL A	9	91
Fairmont Hotels & Resorts Inc		
Com.	8	187
Farmer Bros. Co.	1	93
Fastenal Co.	25	936
Federal Screw Wks. Com.	1	21
Federal Signal Corp.	21	393
Fedex Corp. Com.	48	2,600
Fidelity Bancorp Inc.	2	45
Fidelity Natl. Finl. Corp.	31	1,035
Filenet Corp.	10	124
Financial Inds. Corp.	4	58
Finishmaster Indiana Inc.	3	37
First American Corp. Com.	11	238

Principal Amount or

	Amount or	Current
Description	Shares/Units	Value
SIP	SMALLER STOCK FUND (Cont'	d)
Common Stocks (Cont'd)		
First Citizens Bancshares		
Inc. N C CL A	5	451
First Fed. Bancorp Inc. Ohio C	om. 1	2
First Franklin Corp.	1	16
First Health Group Corp. Com.	27	662
First Kans. Finl. Corp. Com.	1	11
First Niagara Finl. Group Inc.	Com. 3	78
First Service Corp.	45	722
Fiserv Inc. Com.	23	777
Flagstar Bancorp Inc. Com.	2	33
Flexsteel Inds. Inc.	1	11
Florida East Coast Inds. Inc.		
CL A Com.	6	137
Flowers Food Inc. Com.	2	38
Flowserve Corp. Com.	41	592
Foodarama Supermarkets Inc.	1	23
Foot Locker Inc. Com.	79	838
Forest Oil Corp. Com.	17	460
Foster L. B. Co. CL A	5	20
Franklin Bancorp Inc. Mich. Co		25
Fresh Brands Inc. Com.	3	38
Fresh Del Monte Produce	23	411
Friedman Billings Ramsey Group		
Inc. CL A	11	105
Friedmans Inc. CL A	12	101
Frischs Restaurants Inc.	1	17
Furniture Brands Intl. Inc. Co		620
G & K Svcs. Inc. CL A	3 3	116
G III Apparel Group Ltd.	_	16
GSI Commerce Inc. Com.	4 2	15
GTSI Corp. Com.	2	23
Garden Fresh Restaurant Corp. CA Com.	4	40
	4 5	40
Gardner Denver Inc. Com. Gartner Inc.	53	104 486
Garther Inc. Gehl Co.	53 4	486 36
GENT CO.	4	30

Description 	Principal Amount or Shares/Units	Current Value
	LLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Gen. Probe Inc. New Com.	8	181
Genencore Intl. Inc. Com.	1	5
General Motors Corp. Com.	63	2,329
General Motors Corp. CL H New	220	2,317
Gentex Corp. Com.	38	1,208
Genlyte Group Inc. Com.	6	194
Gentiva Health Svcs. Inc.	7	58
Gerber Scientific Inc. Com.	8	34
Getty Images Inc. Com.	8	241
Glatfelter	9	115
Glenborough Rlty. Tr. Inc.	19	346
Gold Banc Corp. Inc. Com.	1	5
Goodrich Corp.	2	38
Graham Corp.	1	4
Gray Television Inc. Com.	30	291
Great Lakes Chem. Corp. Com.	21 30	492 675
Great Plains Energy Inc. Com.	2	49
Green Mountain Power Corp. Grey Global Group Inc. Com.	1	183
Griffon Corp. Com.	24	328
Group 1 Software Inc. New Com.	5	58
Gtech Hldgs. Corp. Com.	41	1,173
Gundle/Slt. Environmental Inc.	6	51
Gymboree Corp. Com.	6	95
HCC Ins. Hldgs. Inc. Com.	20	484
HPSC Inc.	2	19
HRPT Pptys. Tr. Com. SBI	4	35
H T E Inc. Com.	1	3
Haggar Corp. Com.	2	22
Hain Celestial Group Inc. Com.	4	63
Hampshire Group Ltd.	2	43
Handleman Co. Del.	8	92
Hardinge Inc.	4	31
Harley Davidson Inc. Com.	15	668
Harman Intl. Inds. Inc. New Cor	n. 32	1,860
Harmonic Inc. Com.	8	18

Ar Description Sha	rincipal mount or ares/Units	Current Value
	ALLER STOCK FUND (Cor	
Common Stocks (Cont'd)		
Harsco Corp.	1	25
Healthcare Svcs. Group Inc.	4	50
Health Net Inc.	13	338
Hector Communications Corp.	2	20
Hercules Inc. Com.	28	251
Hewitt Assocs. Inc. Com.	13	420
Hi-Tech Pharmacal Inc.	1	32
Hibernia Corp. CL A Com.	24	465
Highwoods PPTYS Inc. Com.	12	278
Hilton Hotels Corp. Com.	255	3,226
Hollywood Entmt. Corp. Com.	46	690
Home PPTYS N.Y. Inc. Com.	15	499
Horizon Health Corp. Com.	4	71
Host Marriott Corp. New Com.	63	550
Hot Topic Inc.	5	103
Hovnanian Enterprises Inc. CL A	4 1	121
Huffy Corp. Com.	14	5 381
Hughes Supply Inc. Com. Humana Inc. Com.	26	264
Humboldt Bancorp CDT Com.	3	32
Hunt J.B. Trans. Svcs. Inc.	9	266
Hutchinson Technology Inc. Com.	13	262
Hyperion Solutions Corp. Com.	16	424
ICOS Corp.	6	148
IDX Sys. Corp. Com.	1	18
IMCO Recycling Inc.	1	2
IPC Holdings Ltd. Com.	3	84
ISTAR Fin'l. Inc.	44	1,235
ITLA Cap. Corp.	5	162
Imation Corp. Com.	27	959
Impax Laboratories Inc. Com.	17	66
Independence Cmnty. Bk. Corp. Com	. 30	757
Independence Hldg. Co. New Com.	3	63
Indymac Bancorp Inc. Com.	15	279
Information Hldgs. Inc. Com.	7	113
Information Res. Inc.	15	23

Description 	Principal Amount or Shares/Units	Current Value
	IALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Innkeepers USA TR Com.	15	112
Insignia Finl. Group Inc. Com.	New 3	18
Insight Commn. Inc. CL A Com.	13	162
Insurance Auto Auctions Inc.	1	2
Integra Lifesciences Hldg. Corp Integrated Circuit Sys. Inc.	. 44	772
Com. New	66	1,194
Inter Tel. Inc. Com.	10	217
Interactive Data Corp. Com.	9	117
Intergraph Corp.	3	44
Intermet Corp.	1	2
Intermune Inc. Com.	7	172
International Bancshares Corp.	1	37
International Rectifier Corp. C	com. 9	171
Interpool Inc. Com.	16	263
Intersil Corp. CL A	30	416
Interstate Bakeries Corp. Del.		
New Com.	9	136
Intertan Inc.	10	72
Interwoven Inc.	71	175
Invacare Corp.	12	404
Inveresk Resh Group Inc. Com	15	304
Invitrogen Corp. Com.	6	186
Invision Technologies Inc. Com.		145
Invivo Corp.	4 7	52
Investors Financial Svcs. CP	•	202
Iomega Corp. Com. New Ionics Inc.	14 2	111
Iron Mtn. Inc. PA Com.	2 38	45
Irwin Finl. Corp.	8	1,211 125
J & J Snack Foods Corp.	3	106
J Jill Group Inc. Com.	6	81
JLG Inds. Inc. Com.	4	27
Jabil Circuit Inc. Com.	42	738
Jacksonville Bancorp Inc.	2	42
JAKKS Pac. Inc.	1	7

Description 	Amount or Shares/Units	Current Value
	P SMALLER STOCK FUND (Cont'd	
Common Stocks (Cont'd)		
Johnson Outdoors Inc. CL A	1	3
Jones Lang LaSalle Inc. Com.	8	114
Jos. A. Bank Clothiers Inc.	4	93
Journal Register Co. Com.	5	95
Kaman Corp. CL A	6	69
Kankakee Bancorp Inc.	1	15
Kansas City Life Ins. Co.	2	92
KB Home Com.	4	149
Keithley Instrs. Inc. Com.	8	105
Kellwood Co.	3	72
Kelly Svcs. Inc. CL A	8	208
Kemet Corp. Com.	52	442
Kendle Intl. Inc.	7	70
Kennametal Inc. Com.	35	1,186
Kennedy-Wilson Inc.	1	2
Kerzner Intl. Ltd. Com.	1	12
Kewaunee Scientific Corp.	1	7
Kimball Intl. Inc. CL B	15 54	220
Knight Ridder Inc. Knight Transn. Inc. Com.	23	3,413 473
Koninklijke Philips Electrs		988
Kroll Inc. Com.	35	677
Kulicke & Soffa Inds. Inc.	51	285
LNR PPTY Corp. Com.	9	302
LTX Corp.	17	104
Labor Ready Inc.	95	635
Lafarge North America Inc.	22	699
Lakeland Inds. Inc.	2	13
Lam Resh Corp. Com.	18	198
Lamar Advertising Co. CL A	14	476
Lamson & Sessions Co.	14	44
Landamerica Finl. Group Inc.	Com. 16	590
Landry's Restaurants Inc.	26	521
Landstar Sys. Inc. Com.	6	347
Learning Tree Int'l. Inc.	22	300
Lecroy Corp. Com.	18	195

	Amount or	Current
Description	Shares/Units	Value
CTD CMALL	LED CTOCK FUND (Cont.Id)	
SIP SMAL	LER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Lending Tree Inc. Com.	12	157
Lennar Corp. Com	15	771
Lennox Int'l. Inc. Com.	36	458
Lincoln Elec. Hldgs. Inc. Com.	19	428
Linens N Things Inc. Com.	9	204
Lin TV Corp. CL A	20	480
Liz Claiborne Inc. Com.	47	1,372
Local Finl. Corp. Com.	6	84
Lone Star Steakhouse Saloon	1	4
Lone Star Technologies Inc.	8	109
Long Is. Finl. Corp. Com.	1	11
Longs Drug Stores Corp. Com.	18	370
Longview Fibre Co.	8	55
Lubrizol Corp.	21	622
Lufkin Inds. Inc. Com.	5	108
Lydall Inc.	10	111
MAF Bancorp Inc.	9	293
MEMC Electronics Materials	15	120
MGP Ingredienta Inc. Com.	2	17
MKS Instrs. Inc.	37	615
MPS Group Inc.	40	212
MSC Indl. Direct Inc. CL A	52	902
MTS Sys. Corp.	7	75 617
Macdermid Inc. Macerich Co. Com.	27 4	617 128
Mack Cali Rlty. Corp. Com.	30	907
Macrovision Corp. Com.	28	443
Macromedia Inc. Com.	5	52
Magnetek Inc. Com.	18	83
Manor Care Inc. New Com.	1	9
Manugistics Group Inc.	20	45
Maritrans Inc.	1	1
Marriott Intl. Inc. New CL A	67	2,182
Marten Trans. LTD Com.	1	8
Martin Marietta Matls. Inc. Co	_	597
Marvell Technology Group Ltd.	19	352
	-	

	Amount or	Current
	Shares/Units	Value
SIP	SMALLER STOCK FUND (Cont	'd)
Common Stocks (Cont'd)		
Massbank Corp. Reading Mass.		
Com.	2	48
Matrix Svc. Co.	1	5
Maxcor Finl. Group Inc.	6	40
Maxim Integrated Prods. Inc. Co	m. 13 53	444 269
Maxtor Corp. Com. New Maxwell Technologies Inc.	5	209 31
Maverick Tube Corp. Com.	12	160
Mcdata Corp. CL A	8	54
Mcrae Inds. Inc. CL A	1	3
Media Gen. Inc. CL A	12	726
Mediacom Communications Corp. C	L A 30	262
Medicis Pharmaceutical Corp.		
CL A New Com.	7	338
Medstone Intl. Inc.	4	11
Mentor Corp. Minn. Com.	10	365
Mercury Interactive Corp.	9	277
Merry Ld. PPTYS Inc. Com.	1	4
Mesa Labs Inc.	3	17
Methode Electrs. Inc. CL A Com.	4	42
Metrologic Instrs. Inc.	2	19
Mettler-Toledo Intl. Inc.	9	289
Michaels Stores Inc. Com.	26	821
Microbin Toohnology Inc. Com	19 23	170 582
Microchip Technology Inc. Com. Midas Group Inc. Com.	1	302
Mid Atlantic Med. Svcs. Inc. Co		234
Midway Games Inc.	13	55
Herman Miller Inc. Com.	9	165
Mine Safety Appliances Co.	9	291
Minerals Technologies Inc.	-	
Com.	21	899
Minuteman Intl. Inc.	2	13
Molex Inc. CL A	39	779
Mondavi Robert Corp. CL A	1	30
Monro Muffler Brake Inc.	1	3

I	Principal Amount or Shares/Units	Current Value
	ALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Moore Ltd.	54	477
Movado Group Inc. Com.	5	98
Movie Gallery Inc. Com.	9	116
Mueller Inds. Inc. Com.	27	733
Myers Inds. Inc.	7	78
Myriad Genetics Inc.	3	46
NBTY Inc.	31	549
NCO Group Inc.	17	262
Nabi Biopharmaceuticals Com.	5	29
Nam Tai Electrs. Inc. Com.	5	109
Nashua Corp.	2	15
Natco Group Inc. CL A	8	49
National Beverage Corp. Com.	1	12
National Fuel Gas Co. N.J.	37	768
National Home Health Care	4	38
Corp. National-Oilwell Inc.	40	36 861
National Westn. Life Ins. Co.	2	183
Natures Sunshine Prods. Inc.	1	103
Navigant Int'l. Inc. Com.	1	16
Neiman-Marcus Group Inc.	3	76
Nelson Thomas Inc.	14	143
Netiq Corp. Com.	26	301
Networks Associates Inc.	13	209
Neurocrine Biosciences Inc. Com.		263
New Brunswick Scientific Inc.	3	15
New Centy Finl. Corp. Com.	9	237
Newfield Expl. Co. Com.	3	115
New Horizon's Worldwide Inc. Com.	. 23	91
Newport Corp. Com.	19	242
New York Cmnty. Bancorp Inc. Con	n. 1	3
Nextel Partners CL A	42	275
99 Cents Only Stores	11	304
Noble Energy Inc. Com.	4	165
Noland Co.	2	54
Nortech Sys. Inc.	2	10

A Description Sh	rincipal mount or ares/Units	Current Value
	ER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
North Cent Bancshares Inc.	1	15
Northeast Ind. Bancorp Inc. Com.	1	9
Northeast PA Finl. Corp. Com.	1	3
Northway Finl. Inc. Com.	1	3
Novastar Finl. Inc. Com.	1	18
Nuevo Energy Co. Com.	6	70
Numerical Tech Inc. Com.	9	30
Nvidia Corp. Com.	7	76
O I Corp. Com.	3	10
Oceaneering Int'l. Inc. Com.	7	160
Octel Corp. Com.	2	34
Ocular Sciences Inc. Com.	9	147
Odyssey Re. Hldgs. Corp. Com.	8	142
Offshore Logistics Inc. Com.	15	335
Oglebay Norton Co.	1	1
Ohio Cas. Corp.	4	47
Oil Sts. Intl. Inc. Com.	3	34
Old Dominion Fght. Lines Inc.	5	137
Old Rep. Intl. Corp. Com.	1	14
Olin Corp. Com.	11	174
Olympic Stl. Inc.	3 7	10
Omnicare Inc. Com. Omnova Solutions Inc. Com.	•	164
	81 1	340 14
One Liberty PPTYS Inc. Oneok Inc. New Com.	5	86
Opinion Resh Corp.	4	21
Opnet Technologies Inc. Com.	79	653
Optimal Robotics Corp. CL A New	41	245
O'Reilly Automotive Inc.	34	844
Orleans Homebuilders Inc. Com.	2	19
Orthodontic Ctrs. Amer. Inc. Com.	46	493
Outlook Group Corp.	3	16
Overture Svcs. Inc. Com.	37	1,032
Owens Ill. Inc. New	16	234
Oxford Inds. Inc. Com.	5	122
P & F Inds. Inc. CL A New	3	18

Description	Principal Amount or Shares/Units	Current Value
	ER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
P A M Transn. Svcs. Inc.	3	77
PFF Bancorp Inc. Com.	2	61
PRG Schultz Intl. Inc.	4	37
PSS World Med. Inc. Com.	12	84
PXRE Group Ltd.	7	167
Pacer Intl. Inc. Tenn. Com.	13	174
Parexel Intl. Corp.	11	120
Parkway PPTYS Inv.	5	174
Pathmark Stores Inc. New Com.	47	226
Patina Oil & Gas Corp.	7	227
Patriot Bk. Corp. PA Com.	1	1
Patterson Uti. Energy Inc. Com.	4	106
Paxar Corp.	14	207
Peabody Energy Corp. Com.	14	409
Peets Coffee & Tea Inc. Com.	15	210
Pegasus Solutions Inc. Com.	3	30
Pelican Finl. Inc. Com.	4	17
Pemstar Inc. Com.	14	33
Penford Corp.	6	82
Penn. Engr. & Mgr. Corp.	13	144
Penn VA Corp.	2	77
Pentair Inc. Com.	31	1,065
Peoples Banctrust Inc. Com.	2	27
Performance Food Group Co.	16	542
Perkinelmer Inc. Com.	42	333
Perrigo Co. Com.	48	589
Petco Animal Supplies Com. New	14	320
Petrocorp Inc.	1	6
Petsmart Inc.	31	542
Pharmaceutical Prod. Dev. Inc.	4	114
Pharmaceutical Res. Inc.	24	692
Phillips Van Heusen Corp. Com.	5	61
Phoenix Technology Ltd. Com.	19	105
Photon Dynamics Inc. Com.	18	397
Pinnacle Sys. Inc. Com.	9	124
Pioneer Nat. Res. Co.	87	2,173

Description Sh	Principal Amount or nares/Units	Current Value
	R STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Pittston Co. Brinks Group Com.	21	391
Plantronics Inc.	6 7	93
Platinum Unerwriters Hldgs. Pogo Producing Co. Com.	, 11	176 404
Polaris Inds. Partners Inc. Com.	9	547
Polycom Inc.	21	196
Polyone Corp. Com.	36	146
Pomeroy Computer Res. Inc. Com.	5	55
Powerwave Technologies Inc. Com.	18	97
Pre Paid Legal Svcs. Inc. Com.	32	840
Precision Drilling Corp. CL A	8 1	273
Premcor Inc. Com. Prentiss PPTYS TR Sh. Ben. Int.	1	4
Com.	9	247
Pride Int'l. Inc. Com.	31	454
Prime Hospitality Corp. Com.	42	346
Princeton Review Inc. Com.	103	519
Printronix Inc. Com.	4	45
Priority Healthcare Corp. B	16	375
Proquest Co. Com.	19	377
Provident Finl. Group Inc. Com. Provident Finl. Hldgs. Inc. Com.	19 4	497 111
Plute Homes Inc. Com.	1	14
Quaker City Bancorp Inc. Com.	3	94
Quaker Chem. Corp. Com.	8	174
Quaker Fabric Corp. New	1	5
Quanex Corp.	13	402
Quest Software Inc. Com.	25	261
R & B Inc.	6	61
R & G Financial RGC Res. Inc. Com.	4 1	98 26
RLI Corp.	6	178
Radian Group Inc.	12	439
Radio One Inc. CL A	20	288
Radio One Inc. CL D Non-Vtg.	71	993
Raindance Communications Inc. Com	1. 12	38

Description 	Principal Amount or Shares/Units	Current Value
	ER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Ralcorp Hldgs. Inc. New Com.	3	73
Rare Hospitality Intl. Inc. Con	n. 1	16
Raven Inds. Inc. Com.	1	3
Raymond James Fin'l. Inc. Com.	20	592
Rayovac Corp. Com.	21	279
Raytech Corp.	1	4
Regal Beloit Corp.	4	86
Regis Corp. Minn.	24	624
Rehabcare Group Inc. Com.	7	124
Remec Inc. Com.	17	64
Rent A Ctr. Inc. New Com.	13	654
Resmed Inc.	13	409
Resource Amer. Inc. New	10	88
Resources Connection Inc. Com.	7	170
Retek Inc. Com.	33	83
Reynolds & Reynolds Co. CL A	35	897
Riggs Natl. Corp. Wash DC Com.	7	116
Rowan Cos. Inc. Com.	22	498
Royal Caribbean Cruises Ltd.	50	828
Royal Gold Inc.	6	146
Rubios Restaurants Inc. Com.	1	7
Ruby Tuesday Inc.	13	226
Ruddick Corp. Com.	15	200
Rush Enterprises Inc. CL A	6	22
Rush Enterprises Inc. CL B	6	23
Russ Berrie & Co. Inc. Com.	9	287
Russell Corp.	46	743
Ryans Family Steak Houses Inc.		
Com.	40	460
Ryder Sys Inc. Com.	26	584
Ryland Group Inc.	4	128
SCP Pool Corp.	1	15
SEI Investment Co. Com.	8	222
SL Green Realty Corp.	2	70
Sabre Group Hldgs. Inc. CL A	7	128
ST Francis Cap Corp. Com.	3	69
Sanderson Farms Inc.	1	10

	Amount or	Current
cription	Shares/Units	Value
	OFF CHALLER OFFICE (S. L.L.)	

Description Sha	res/Units	Value
	STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Sanfilippo John B. & Son Inc.	4	41
Scansource Inc. Com.	1	64
Schlotzskys Inc. Com.	4	13
Schnitzer Stl. Inds. Inc. CL A	1	17
Scholastic Corp. Com.	11	373
School Specialty Inc. Com.	25	488
Schulman A Inc. Com.	1	2
Schweitzer Mauduit Intl. Inc. Com.	1	2
Scientific Games Corp. CL A	19	127
Scios Inc.	18	593
Seaboard Corp. Del.	1	49
Seacor Smit Inc. Com.	3	143
Security Cap. Corp Del. CL A New	1	10
Selectica Inc. Del. Com.	27	72
Selective Ins. Group Inc. Com.	1	10
Semtech Corp.	32	345
Serena Software Inc. Com.	21	324
Service Master Co. Com.	201	2,195
Sharper Image Corp.	2	40
Sherwin Williams Co. Com.	26	736
Shopko Stores Inc. Com.	26	316
Siebel Sys. Inc.	33	241
Sierra Health Svcs. Inc. Com.	7	77
Silicon Image Inc. Com.	29	164
Silicon Laboratories Inc. Oc. Com. Silicon Valley Bancshares	4	81
Com.	19	345
Skyline Corp.	3	99
Skyworks Solutions Inc. Com.	20	173
Skillsoft Pub. Ltd. Co.	26	67
Smith Intl. Inc. Com.	12	396
Snap On Inc. Com.	1	11
Sola Intl. Inc. Com.	1	10
Sonesta Intl. Hotel Corp.	2	8
Sonoco Prods. Co.	3	57
Sothebys Hldgs. Inc. CL A Ltd.	22	200

Description	Principal Amount or Shares/Units	Current Value
	ALLER STOCK FUND (Cont'd)	
Common Stocks (Cont'd)		
Southern Mo. Bancorp Inc. Com.	1	15
Southern Peru Copper Corp.	4	52
Sovereign Bancorp Inc. Com.	7	103
Span Amer. Med. Sys. Inc.	3	20
Spanish Broadcasting Sys. Inc.		
CL A	36	264
Sparton Corp.	2	17
Speedway Motorsports Inc. Com.	33	864
Sport Chalet Inc.	3	19
SS+C Technologies Inc.	3 1	28
Standard Microsystems Corp. Standard Mtr. Prods. Inc.	1	20 14
	4	97
Standex Intl. Corp. Com. Startek Inc. Com.	47	1,301
Staten Is. Bancorp Inc. Com.	17	332
Station Casinos Inc.	7	124
Steel Technologies Inc.	1	10
Steelcase Inc. CL A	6	64
Stepan Chem. Co. Com.	3	82
Stericycle Inc. Com.	17	554
Sterling Finl. Corp/Spokane	4	83
Stewart Information Svcs. Corp.	5	103
Stifel Finl. Corp.	2	17
Storage Technology Corp. Com.	57	1,204
Stratos Lightwave Inc. Com. New	2	7
Strayer Ed. Inc.	4	217
Stride Rite Corp. Com.	12	88
Student Ln. Corp.	3	329
Sun Bancorp Inc. NJ Com.	1	16
Sungard Data Sys. Inc. Com.	30	717
Sunoco Inc. Com.	6	190
Sunrise Assisted Living Inc. Co		299
Superior Finl. Corp. Del. Com.	5	95
Superior Uniform Group Inc. Com		37
Sylase Inc. Com.	67 2	886
Sykes Enterprises Inc. Com.	۷	6

Description 		•		Current Value
	SIP SMALLER		(Cont'd)	
Common Stocks (Cont'd)				
Symbol Technologies Inc. (Com.	16		126
Symmetricom Inc.		8		32
Systems & Computer Technol	logy	37		314
TBC Corp.		8		96
TESSCO Technologies Inc.	Com.	4		35
THQ Inc.	_	4		49
Take-Two Interactive Soft	ware Inc.	6		132
Talbots Inc.		4		100
Techteam Global Inc. Com.	Com	1 2		4 22
Technical Olympic USA Inc Technitrol Inc.	. Com.	2		32
Technology Solutions Co.		24		25
Tecumseh Prods. Co. CL B	Com	6		246
Tekelec Com.	COIII.	10		107
Teleflex Inc. Com.		28		1,160
Telephone & Data Sys. Inc	. Com.	38		1,748
Teletech Hldgs. Inc.		28		213
Teradyne Inc. Com.		7		92
Tetra Tech. Inc. New		33		405
Thoratec Corp. Com. New		11		88
3Com Corp. Com.		45		200
Timken Co.		22		422
Titan Corp.		37		371
Toll Bros. Inc. Com.		17		338
Toys R Us Inc. Com.		6		63
Tractor Supply Co.		6		231
Transmell Crow Co. Com.		1		2 53
Transmontaigne Inc. Com.	m -	11 l15		
Trizec Properties Inc. Com Trover Solutions Inc. Com		1		1,098 4
UICI	•	26		406
UMB Finl. Corp.		12		457
USEC Inc. Com.		30		182
US Concrete Inc. Com.		1		1
US Xpress Enterprises Inc	. CL A	4		37
US Oncology Inc. Com.		9		74

	Amount or	Current
Description	Shares/Units	Value
<u>-</u>		
SIP S	SMALLER STOCK FUND (Cont'	'd)
Common Stocks (Cont'd)		
Unionbancorp Inc.	1	3
United Cmnty Finl. Corp. OH Cor		5
United Fire & Casualty	1	10
United Natl. Inc.	18	450
United States Cellular Corp.	6	137
United Stationers Inc. Com.	11	318
Unity Bancorp Inc. Com.	1	2
Universal Fst. Prods. Inc.	1	2
Utah Med. Prods. Inc.	1	6
VCA Antech Inc. Com.	5	77
Vail Bks. Inc. OC Com.	5	56
Valley Nat'l. Bancorp	7	176
Valuevision Media Inc. CL A	3	47
Vans Inc. Com.	11	61
Varco International Inc. Com.	50	864
Varian Inc. Com.	16	449
Varian Semiconductor Equipment		
Assocs. Inc.	5	122
Veeco Instrs. Inc. Del. Com.	18	218
Ventiv Health Inc. Com.	31	66
Veridian Corp. Del. Com.	4	92
Verisign Inc. Com.	6	51
Vertex Pharmaceuticals Inc. Cor	n. 3	52
Viad Corp. Com.	38	863
Video Display Corp.	2	15
Village Super Mkt. Inc. CL A		
New	1	30
Vishay Intertechnology Inc.	56	621
Visteon Corp. Com.	9	64
Vital Signs Inc. Com.	1	38
Vivendi Universal New	189	2,960
WFS Financial Inc.	1	26
WSFS Finl. Corp.	2	57
Wabash Natl. Corp. Com.	13	106
Wabtec Com.	7	103
	•	105

Description 	Amount or Shares/Units	Current Value
	SIP SMALLER STOCK FUND (Cont'	d)
Common Stocks (Cont'd)		
Wainwright Bk. & TR Co. Bo	ston	
Mass	4	35
Washington Bkg. Co. Oak HB	R	
Wash Com.	1	9
Waste Mgmt. Inc. Del. Com.		2,969
Water Pik Technologies Inc		45
Watsco Inc. CL B Conv.	1	5
Webex Commns Inc. Com.	50	770
Websense Inc. Com.	7	145
Weight Watchers Intl. Inc.		
New	14	638
Wellman Inc. Com.	14	181
Wells Finl. Corp.	1	23
Wesco Finl. Corp.	1	31
Westcorp	4	75
Westwood One Inc. Com.	23	845
Wet Seal Inc. CL A Com.	7	70
Whole Foods Mkt. Inc.	29	1,559
Wiley John & Sons Inc. CL		260
Williams Sonoma Inc. Com.	53	1,402
Willis Lease Fin. Corp.	4	21
Winston Hotels Inc. Com.	1	2
Wright Med. Group Inc. Com	. 6 14	103 357
XTO Energy Inc. Com. Xicor Inc.	14 29	35 <i>7</i> 108
Yellow Corp. Com.	39	979
York Intl Corp. New Com.	5	136
Yum Brands Inc. Com.	105	2,545
Zale Corp. New Com.	16	491
Zapata Corp. Com.	1	6
Zebra Technologies Corp. C		577
Zoran Corp.	18	256
20.41.00191	10	
Total		\$240,701
		=======

Principal

Amount or Current
Description Shares/Units Value

SIP SMALLER STOCK FUND (Cont'd)

U.S. Government Securities 400 \$ 397 =======

**Common/Collective Trusts

TBC Inc. Daily Liquidity Fund \$ 5,736 \$ 5,736 ======

MFS INSTITUTIONAL RESEARCH FUND - Mutual fund

MFS Institutional Tr

Research Fund 880 \$ 6,251 ======

PUTNAM VOYAGER FUND - Mutual fund

Putnam Voyager Fund

Inc. CL 2,177 \$ 28,433

** Parties-in-interest

(in thousands)

Principal

Current Amount or Shares/Units Value

COHEN & STEERS REALTY FUND - Mutual fund

Cohen & Steers Realty

Description

Shares Fund Com. 455 \$ 19,684

=======

FIRST EAGLE FUND OF AMERICA - Mutual fund

First Eagle Fund Amer.

Inc. Com. 1,440 \$ 28,591 =======

**T. ROWE PRICE BLUE CHIP GROWTH FUND - Mutual fund

T. Rowe Price Blue Chip Growth

Fund Inc. Com. 1,744 \$ 38,186

=======

**T. ROWE PRICE NEW ERA FUND - Mutual fund

T. Rowe Price New Era Fund Inc.

\$ 7,142 Com. 347

**T. ROWE PRICE SCIENCE & TECHNOLOGY FUND - Mutual fund

T. Rowe Price Science & Tech.

Fund Inc. Cap. Stk. 5,317 \$ 66,143 =======

** Parties-in-interest

Principal

Amount or Current
Description Shares/Units Value

MORGAN STANLEY INSTITUTIONAL INT'L EQUITY FUND - Mutual fund

Morgan Stanley Institutional Fund

Inc. Intl. Equity Portfolio CL 3,057 \$ 44,327

======

SIP MANAGED INTERNATIONAL STOCK FUND - Common/collective trust

Common/Collective Trusts

Aim Int'l. CL Fund 1,872 \$ 18,361

=======

ARTISAN INTERNATIONAL FUND - Mutual fund

Artisan Funds Inc. International

Fund 845 \$ 12,385

=======

SSGA EMERGING MARKETS INDEX FUND - Common/collective trust

Emerging Markets Index 384 \$ 2,294

======

TEMPLETON DEVELOPING MARKETS FUND - Mutual fund

Templeton Developing Mkts. Tr 583 \$ 5,811

======

(in thousands)

Principal Amount or

Current Shares/Units Value

MATTHEWS PACIFIC TIGER FUND - Mutual fund

Matthews Int'l Funds Pacific

Description

Tiger Fund CL \$ 7,397 904

=======

SCUDDER LATIN AMERICA FUND - Mutual fund

Scudder Int'l. Fund Inc. Latin

Amer. Fund 214 \$ 3,416

=======

Maturity Dates Interest Current Description Dates Rates Value

PARTICIPANT LOANS

Participant Loans 2002-2006 4.25%-9.5% \$ 59,728

=======

Total Plan Investments \$5,388,692

========

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-43524) of Eastman Kodak Company of our report dated June 20, 2003 relating to the financial statements of Eastman Kodak Employees' Savings and Investment Plan, which appears in this Form 11-K.

PricewaterhouseCoopers LLP Rochester, New York June 27, 2003

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

- I, Daniel A. Carp, certify that:
- 1. I have reviewed this annual report on Form 10-K/A of Eastman Kodak Company;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
- c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- 6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 27, 2003

/s/ Daniel A. Carp Daniel A. Carp Chief Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

- I, Robert H. Brust, certify that:
- 1. I have reviewed this annual report on Form 10-K/A of Eastman Kodak Company;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
- c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
- 6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 27, 2003

/s/ Robert H. Brust Robert H. Brust Chief Financial Officer

Exhibit (99.3)

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Eastman Kodak Company (the "Company") on Form 10-K/A for the period ended December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel A. Carp, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- 1) The Report fully complies with the requirements of section 13(a)
- or 15(d) of the Securities Exchange Act of 1934; and
 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Daniel A. Carp Daniel A. Carp Chief Executive Officer June 27, 2003

Exhibit (99.4)

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Eastman Kodak Company (the "Company") on Form 10-K/A for the period ended December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert H. Brust, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- 1) The Report fully complies with the requirements of section 13(a)
- or 15(d) of the Securities Exchange Act of 1934; and
 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert H. Brust Robert H. Brust Chief Financial Officer June 27, 2003

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Eastman Kodak Employees' Savings and Investment Plan (the "Plan") on Form 11-K for the period ended December 30, 2002, as filed with the Securities and Exchange Commission (the "SEC") on the date hereof (the "Report"), I, Robert H. Brust, Chief Financial Officer of Eastman Kodak Company (the "Company") certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ("Section 906"), that to the best of my knowledge:

- 1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information in the Report fairly presents, in all material respects, the net assets available for benefits and the changes in net assets available for benefits for the Plan.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

/s/ Robert H. Brust Robert H. Brust Chief Financial Officer June 27, 2003