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CNA FINANCIAL CORP  
Form 13F-HR  
August 09, 2001

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2001

Check here if Amendment [ ]; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: CNA Financial Corporation  
Address: CNA Plaza  
Chicago, Il 60685

13F File Number: 28-346

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: Lynne Gugenheim  
Title: Group Vice President and Deputy General Counsel  
Phone: (312) 822 4921  
Signature, Place, and Date of Signing:  
August 6, 2001  
Chicago, Illinois,  
Report Type (Check only one.):

- [ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE  
ACT OF 1934

Loews Corporation also has investment discretion over the securities reported on herein by CNA Financial Corporation, Continental Assurance Company, Continental Casualty Company, and The Continental Corporation. Loews Corporation will report separately on securities over which it has investment discretion which are not part of such holdings.

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FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1,000)	OTHER MANAGERS	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVEST DISCR	
A T & T WIRELESS GROUP	COM WIRLES GRP	001957406	6,540.0	2,3	400,000	SH		DEFI	
ACME COMM INC	COM	004631107	3,633.7	2,3	442,595	SH		DEFI	
ADELPHIA COMM-CL A	CL A	006848105	16,092.5	2,3	392,500	SH		DEFI	
AETNA INC	COM	00817Y108	21,802.6	2,3	842,125	SH		DEFI	
AFFIL COMPUTER	SB NT CV 4% 05	008190AD2	3,164.5	1,3	1,820,000	PRN		DEFI	
AFFILIATED COMP SVCS-A	CL A	008190100	2,753.4	1,3	38,290	SH		DEFI	
AGCO CORP	COM	001084102	4,005.0	2,3	437,700	SH		DEFI	
AGRIUM INC	COM	008916108	658.4	2,3	99,700	SH		DEFI	
AK STEEL HOLD CORP	COM	001547108	3,621.6	2,3	288,800	SH		DEFI	
ALCOA INC	COM	013817101	11,859.4	1,2,3	301,000	SH		DEFI	
ALLEGHENY ENERGY INC	COM	017361106	1,510.2	2,3	31,300	SH		DEFI	
ALLTEL CORP	COM	020039103	14,142.0	2,3,4	230,852	SH		DEFI	
ALPHARMA INC	SRSBNTCV 3% 06	020813AD3	1,320.6	1,3	1,250,000	PRN		DEFI	
ALPHARMA INC-CL A	CL A	020813101	807.7	1,3	29,640	SH		DEFI	
AMBAC FIN GROUP INC	COM	023139108	5,645.4	1,2,3	97,000	SH		DEFI	
AMERADA HESS	COM	023551104	8,888.0	2,3	110,000	SH		DEFI	
AMERICA WEST HOLDINGS	CL B	023657208	107.9	3	10,825	SH		DEFI	
AMERICAN BUS FIN SVCS	COM	02476B106	227.2	2,3	1,900	SH		DEFI	
AMERICAN CAP STRTGIES	COM	024937104	4,559.8	2,3	162,500	SH		DEFI	
AMERICAN EXPRESS	COM	025816109	3,298.0	1,3	85,000	SH		DEFI	
AMERICAN INTL GRP INC	COM	026874107	3,327.3	1,2,3	38,690	SH		DEFI	
AMERICAN NATL INS	COM	028591105	100.9	3	1,350	SH		DEFI	
AMERICAN PHYS CAP INC	COM	028884104	147.7	3	7,575	SH		DEFI	
AMERISOURCE HEAL	SBNTCV 144A 07	03071PAB8	3,267.1	1,3	2,560,000	PRN		DEFI	
AMERISRCE HEALCRP-CL A	CL A	03071P102	2,137.1	1,3	38,610	SH		DEFI	
AMKOR TECHNOLOGY INC	COM	031652100	1,547.0	2,3	70,000	SH		DEFI	
AMR CORP	COM	001765106	2,077.5	2,3	57,500	SH		DEFI	
ANADARKO PETRO CORP	COM	032511107	12,520.6	2,3	232,250	SH		DEFI	
ANIXTER INTL INC	COM	035290105	125.1	3	4,075	SH		DEFI	
ANTEC CORP	COM	03664P105	496.0	3	40,000	SH		DEFI	
ANTEC CORP	SBNTCV144A 03	03664PAA3	1,814.1	2,3	2,250,000	PRN		DEFI	
AOL TIME WARNER	COM	00184A105	3,339.0	1,3	63,000	SH		DEFI	
AON CORP	COM	037389103	23,450.0	2,3	670,000	SH		DEFI	
APACHE CORP	COM	037411105	3,552.5	1,2,3	70,000	SH		DEFI	
APPL BIOSYSTEMS GRP	COM AP BIO GRP	038020103	267.5	1,3	10,000	SH		DEFI	
APPLIED MATERIALS INC.	COM	038222105	4,173.5	1,3	85,000	SH		DEFI	
ARGUSS COMM INC	COM	040282105	3,375.8	2,3	677,874	SH		DEFI	
AT & T CORPORATION	COM	001957109	10,440.4	2,3,4	474,565	SH		DEFI	
AT HOME CORP	SBDBC0.525%18	045919AC1	1,732.5	2,3	7,000,000	PRN		DEFI	
AT HOME CORP	SUBNTCV4.75%06	045919AF4	12,090.6	1,2,3	36,500,000	PRN		DEFI	
ATLAS AIR WORLDWD HLGS	COM	049164106	1,189.4	2,3	84,000	SH		DEFI	
BANK ONE CORP	COM	06423A103	9,845.0	2,3	275,000	SH		DEFI	
BARNES & NOBLE INC	COM	067774109	2,372.8	1,3	60,300	SH		DEFI	
BAYCORP HOLDINGS LTD	COM	072728108	3,671.2	1,3	386,442	SH		DEFI	
BEA SYSTEMS INC	COM	073325102	3,006.5	1,3	97,900	SH		DEFI	
BEA SYSTEMS INC	SB NT CV 4% 06	073325AD4	2,693.7	1,3	2,350,000	PRN		DEFI	
BEAR STEARNS COS INC	COM	073902108	4,127.9	2,3	70,000	SH		DEFI	
BELLSOUTH CORP	COM	079860102	1,006.8	2,3	25,000	SH		DEFI	
BETHLEHEM STEEL CORP	COM	087509105	810.2	2,3	401,100	SH		DEFI	
BOEING COMPANY	COM	097023105	5,560.0	2,3	100,000	SH		DEFI	
BORG WARNER AUTO INC	COM	099724106	105.4	3	2,125	SH		DEFI	
BOWATER INC	COM	102183100	4,554.5	2,3	101,800	SH		DEFI	
BOWNE & CO INC	COM	103043105	123.1	3	10,700	SH		DEFI	
BRISTOL-MYERS SQUIBB	COM	110122108	3,138.0	2,3	60,000	SH		DEFI	
BROADWING INC	PFD CV DEP1/20	111620407	475.0	1,3	10,000	SH		DEFI	

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BUCKHEAD AMERICA CORP	COM	11835A105	44.5	2,3	21,579	SH	DEFI
BURLINGTON NORTHERN SF	COM	12189T104	2,151.3	2,3	71,000	SH	DEFI
BURLINGTON RES INC	COM	122014103	5,167.5	2,3	130,000	SH	DEFI
CABOT OIL & GAS-CL A	CL A	127097103	1,220.0	2,3	50,000	SH	DEFI
CALPINE CORPORATION	COM	131347106	8,826.3	2,3	233,500	SH	DEFI
CANADIAN NATL RWAY CO	COM	136375102	9.1	1,3	224	SH	DEFI
CANADIAN PACIFIC LTD	COM	135923100	1,937.5	1,3	50,000	SH	DEFI
CAPITAL ONE FIN CORP	COM	14040H105	3,007.5	2,3	50,000	SH	DEFI
CARDINAL HEALTH INC	COM	14149Y108	4,446.2	1,3	64,437	SH	DEFI
CATELLUS DEV CORP	COM	149111106	1,879.8	2,3	107,724	SH	DEFI
CATERPILLAR INC	COM	149123101	1,751.8	2,3	35,000	SH	DEFI
CBRL GROUP INC	COM	12489V106	434.8	3	25,650	SH	DEFI
CELESTICA INC	SUB VTG SHS	15101Q108	6,803.2	2,3	132,100	SH	DEFI
CELESTICA INC	LYON ZERO 20	15101QAA6	15,213.2	2,3	34,380,000	PRN	DEFI
CHIRON CORP	COM	170040109	10,827.3	2,3	212,300	SH	DEFI
CIGNA CORP	COM	125509109	1,437.3	2,3	15,000	SH	DEFI
CISCO SYSTEMS INC	COM	17275R102	2,730.0	1,3	150,000	SH	DEFI
CITIGROUP INC	COM	172967101	5,706.7	1,3	108,000	SH	DEFI
CLEAR CHANNEL COMM	COM	184502102	2,859.5	2,3	45,606	SH	DEFI
CMS ENERGY	ADJ CV TR8.75%	125896308	323.0	1,3	10,000	SH	DEFI
CNA INC SHARES INC	COM	126119106	1,180.7	2,3	145,055	SH	DEFI
CNA SURETY CORP.	COM	12612L108	383,952.1	2,3,4	27,425,147	SH	DEFI
COLT TELECOM GRP	SPONSORED ADR	196877104	84.0	2,3	3,000	SH	DEFI
COMCAST CORP CL A SPL	CL A SPL	200300200	7,204.4	2,3	166,000	SH	DEFI
COMMUNICATION INTELL	COM	20338K106	600.6	3	660,000	SH	DEFI
COMPUTER ASSC INTL	COM	204912109	358.2	3	9,950	SH	DEFI
CONECTIV	COM	206829103	4,339.4	2,3	200,900	SH	DEFI
CONOCO INC-CL A	CL A	208251306	987.0	2,3	35,000	SH	DEFI
CONVERGYS CORP	COM	212485106	302.5	1,3	10,000	SH	DEFI
COOPER INDUS INC	COM	216669101	307.8	3	7,775	SH	DEFI
CORN PROD INTL INC	COM	219023108	4,284.0	2,3	133,875	SH	DEFI
CORNING INC	COM	219350105	935.8	1,2,3	56,000	SH	DEFI
CORRECTIONS CORP	PFD CV B 12%	22025Y308	1.4	2,3	98	SH	DEFI
COX COMM INC-CL A	CL A	224044107	3,544.0	1,2,3	80,000	SH	DEFI
CROWN CORK&SEAL INC	COM	228255105	1,696.9	2,3	452,500	SH	DEFI
CYTEC INDUSTRIES INC	COM	232820100	316.4	3	8,325	SH	DEFI
D.R. HORTON INC	COM	23331A109	7,037.0	2,3	310,000	SH	DEFI
DEERE & CO	COM	244199105	5,639.7	2,3	149,000	SH	DEFI
DEL MONTE FOODS CO	COM	24522P103	2,123.9	2,3	253,450	SH	DEFI
DELPHI AUTO SYSTEMS	COM	247126105	2,026.3	2,3	127,200	SH	DEFI
DELPHI FIN GRP-CL A	CL A	247131105	4,235.0	2,3	110,000	SH	DEFI
DILLARDS INC-CL A	CL A	254067101	1,186.5	2,3	77,700	SH	DEFI
DOLLAR THRIFTY AUTO	COM	256743105	2,760.0	3	115,000	SH	DEFI
DONNELLEY RR & SONS	COM	257867101	291.1	3	9,800	SH	DEFI
DOW CHEMICAL CORP	COM	260543103	4,655.0	2,3	140,000	SH	DEFI
DU PONT NEMOURS E.I.	COM	263534109	1,447.2	2,3	30,000	SH	DEFI
EAST-WEST BANCORP	COM	27579R104	32,211.0	2,3	1,193,000	SH	DEFI
ECHOSTAR COMM	SUBNTCV144A08	278762AB5	544.3	1,3	590,000	SH	DEFI
ECHOSTAR COMM - A	CL A	278762109	346.4	1,3	10,685	SH	DEFI
EL PASO CORP	COM	28336L109	3,698.8	2,3	70,400	SH	DEFI
ELDERTRUST	COM SH BEN INT	284560109	1,055.6	2,3	208,200	SH	DEFI
ELECTRONIC DATA SYS	COM	285661104	41,587.5	1,2,3	665,400	SH	DEFI
EMC CORPORATION	COM	268648102	2,074.2	1,3	71,400	SH	DEFI
ENCOMPASS SVCS CORP	COM	29255U104	401.0	2,3	44,800	SH	DEFI
ENERGY EAST CORP	COM	29266M109	2,831.2	2,3	135,400	SH	DEFI
ENGEL GEN DEVELOPERS	ORD	M40515104	454.8	2,3	120,000	SH	DEFI
ENRON CORP	COM	293561106	4,852.2	1,2,3	99,000	SH	DEFI
ESTEE LAUDER CO	CL A	518439104	43.1	2,3	1,000	SH	DEFI
ESTERLINE TECH CORP	COM	297425100	94.6	3	4,350	SH	DEFI
EXCITE@HOME	SBNTCV144A06	045919AD9	6,790.6	1,2,3	20,500,000	PRN	DEFI
EXELON CORP	COM	30161N101	2,435.0	2,3	37,975	SH	DEFI
FED HM LN MORT CORP	COM	313400301	3,220.0	1,3	46,000	SH	DEFI

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FIRST CITIZENS-CL A	CL A	31946M103	54.3	3	500	SH	DEFI
FIRST DATA CORP	COM	319963104	4,176.3	3	65,000	SH	DEFI
FLEMING COS INC	COM	339130106	2,224.1	1,3	62,300	SH	DEFI
FMC CORP (NEW)	COM	302491303	269.1	3	3,925	SH	DEFI
FMC TECHNOLOGIES INC	COM	30249U101	351.1	3	17,000	SH	DEFI
FORTUNE BRANDS INC	COM	349631101	333.7	3	8,700	SH	DEFI
FPL GROUP	COM	302571104	5,117.9	2,3	85,000	SH	DEFI
FRANKLIN RES INC	SRLYON144A31	354613AA9	11,375.0	1,2,3	20,000,000	PRN	DEFI
FRANKLIN RES INC	COM	354613101	3,506.0	1,2,3	76,600	SH	DEFI
FREEMPORT MCMORAN	CL B	35671D857	69.1	3	6,250	SH	DEFI
GABLES RES TRUST	SH BEN INT	362418105	157.2	3	5,250	SH	DEFI
GEN SEMICONDUCTR	SUBNTCV5.75%06	370787AB9	917.5	1,3	1,000,000	PRN	DEFI
GENENTECH INC	COM	368710406	2,148.9	3	39,000	SH	DEFI
GENERAL COMM-CL A	CL A	369385109	95.7	1,3	7,913	SH	DEFI
GENERAL DYNAMICS CRP	COM	369550108	2,334.3	1,3	30,000	SH	DEFI
GENERAL ELEC CO	COM	369604103	6,288.8	1,3	129,000	SH	DEFI
GENERAL MARITIME CORP	SHS	Y2692M103	219.0	2,3	15,000	SH	DEFI
GENERAL MOTORS CL H	CL H NEW	370442832	6,378.8	1,2,3	315,000	SH	DEFI
GENERAL SEMICONDUCTOR	COM	370787103	448.7	1,3	42,900	SH	DEFI
GEORGIA-PAC TIMBER GRP	COM-TIMBERGRP	373298702	1,251.3	2,3	35,000	SH	DEFI
GEORGIA-PACIFIC CORP	COM GA PAC GRP	373298108	191.3	3	5,650	SH	DEFI
GLIMCHER REALTY TRST	SH BEN INT	379302102	105.2	2,3	5,875	SH	DEFI
GOLD STANDARD INC	COM PAR\$0.001	380724302	179.7	2,3	82,813	SH	DEFI
GRAPHIC PACK INTL	COM	388690109	0.0	3,4	2	SH	DEFI
HAIN CELESTIAL GRP INC	COM	405217100	1,650.0	1,3	75,000	SH	DEFI
HANOVER COMPRESS	SRNTCV4.75%08	410768AC9	2,480.4	1,3	2,400,000	PRN	DEFI
HANOVER COMPRESSOR CO	COM	410768105	1,283.9	1,3	38,800	SH	DEFI
HAYES LEMMERZ INC	COM	420781106	1,752.3	3	273,800	SH	DEFI
HCA INC	COM	404119109	3,615.2	1,3	80,000	SH	DEFI
HEALTH CARE INVEST	COM	421915109	2,201.6	2,3	64,000	SH	DEFI
HEALTH NET INC	COM	42222G108	372.4	3	21.400	SH	DEFI
HEALTHCARE REALTY TRST	COM	421946104	5,814.9	2,3	221,100	SH	DEFI
HEALTHSOUTH CORP	SBDBC3.25%03	421924AF8	3,760.8	2,3	4,000,000	PRN	DEFI
HEALTHSOUTH CORP	COM	421924101	9,590.0	2,3	600,500	SH	DEFI
HEARST-ARGYLE TV INC	COM	422317107	4,798.0	2,3	239,900	SH	DEFI
HERBALIFE INTL-CL B	CL B	426908307	78.0	3	8,925	SH	DEFI
HERCULES INC	COM	427056106	3,661.8	2,3	324,050	SH	DEFI
HILTON HOTELS CORP	COM	432848109	7,018.0	2,3	605,000	SH	DEFI
HONEYWELL INTL INC	COM	438516106	5,758.5	2,3	165,000	SH	DEFI
HORIZON GRP PROP INC	COM	44041U102	1.6	2,3	630	SH	DEFI
HOUSEHOLD INTL INC	COM	441815107	9,338.0	2,3	140,000	SH	DEFI
HUGHES SUPPLY INC	COM	444482103	1,702.8	2,3	72,000	SH	DEFI
I2 TECHNOLOGIES	SUBNTCV5.25%06	465754AF6	1,863.8	1,3	2,130,000	SH	DEFI
I2 TECHNOLOGIES INC	COM	465754109	888.0	1,3	44,850	SH	DEFI
IBP INC	COM	449223106	133.2	3	5,275	SH	DEFI
IMC GLOBAL INC	COM	449669100	942.5	2,3	92,400	SH	DEFI
INGERSOLL RAND CO	COM	456866102	824.0	2,3	20,000	SH	DEFI
INSWEB CORPORATION	COM	45809K103	970.3	2,3	1,243,967	SH	DEFI
INTEL CORP	COM	458140100	1,731.6	1,3	59,200	SH	DEFI
INTL BUS MACHINE	COM	459200101	26,035.2	1,2,3	230,400	SH	DEFI
INTL PAPER CO	COM	460146103	3,570.0	2,3	100,000	SH	DEFI
INTERSTATE BAKERIES	COM	46072H108	1,638.4	1,3	102,400	SH	DEFI
INTL RECTIFIER CORP	COM	460254105	518.3	1,3	15,200	SH	DEFI
IRON MOUNTAIN INC	COM	462846106	176.4	1,3	3,935	SH	DEFI
ISPAT NV INT	NYREGSHCLA	464899103	929.5	2,3	275,000	SH	DEFI
IVAX CORP	COM	465823102	2,598.4	1,3	66,625	SH	DEFI
IVAX CORP	SRSBVC144A07	465823AB8	3,510.0	1,3	2,400,000	SH	DEFI
J.P.MORGAN CHASE CO	COM	46625H100	3,122.0	1,2,3	70,000	SH	DEFI
JDS UNIPHASE CORP	COM	46612J101	637.5	1,3	50,000	SH	DEFI
KENNAMETAL INC	COM	489170100	130.1	3	3,525	SH	DEFI
KERR MC GEE CORP	COM	492386107	9,277.8	2,3	140,000	SH	DEFI
KROGER COMPANY	COM	501044101	11,980.0	1,2,3	479,200	SH	DEFI

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KULICKE & SOFFA	SUBNTCV4.75%06	501242AE1	3,276.8	1,3	3,450,000	PRN	DEFI
KULICKE & SOFFA IND	COM	501242101	2,067.8	1,3	120,500	SH	DEFI
L-3 COMM HLDGS	SRBCV144A09	502424AA2	2,805.0	1,3	2,400,000	PRN	DEFI
L-3 COMM CORP	COM	502424104	2,164.6	1,3	28,370	SH	DEFI
LAM RESEARCH CORP	COM	512807108	1,296.6	1,3	43,730	SH	DEFI
LAMAR ADVERTISING	NTCV5.25%06	512815AF8	2,864.8	1,3	2,550,000	PRN	DEFI
LAMAR ADVERTISING	CL A	512815101	1,892.0	1,3	43,000	SH	DEFI
LATTICE SEMICOND	SUBNTCV4.75%06	518415AC8	3,364.8	1,3	2,450,000	PRN	DEFI
LATTICE SEMICOND	COM	518415104	2,452.2	1,3	100,500	SH	DEFI
LEAR CORPORATION	COM	521865105	397.0	3	11,375	SH	DEFI
LIBERTY MEDIA	COMLIBGRPA	001957208	9,410.5	1,3	538,048	SH	DEFI
LIBERTY PROP TRST	SHBENINT	531172104	13,320.0	1,2,3	450,000	SH	DEFI
LIGHTSPAN INC	COM	53226T103	9.4	1,3	7,500	SH	DEFI
LILLY (ELI) & CO	COM	532457108	3,322.6	1,3	44,900	SH	DEFI
LOCAL FIN CORP	COM	539553107	18,761.8	2,3	1,454,400	SH	DEFI
LOCKHEED MARTIN	COM	539830109	4,631.3	2,3	125,000	SH	DEFI
LONGVIEW FIBRE CO	COM	543213102	492.8	2,3	40,000	SH	DEFI
LORAL SPACE & COMM	COM	G56462107	1,133.7	2,3	404,900	SH	DEFI
LSI CORP	COM	502161102	1,987.2	1,3	105,700	SH	DEFI
LSI LOGIC	SBNTCV4.25%04	502161AD4	2,653.2	1,3	1,950,000	PRN	DEFI
LUBRIZOL CORP	COM	549271104	398.2	3	12,825	SH	DEFI
MARRIOTT INTL- CL A	CL A	571903202	946.8	1,2,3	20,000	SH	DEFI
MARRIOTT INTL	SRLYONZRO144A	571903AA1	10,411.2	1,2,3	12,000,000	PRN	DEFI
MAY DEPT STORES	COM	577778103	3,426.0	2,3	100,000	SH	DEFI
MCCORMICK&CO-NON VTG	COM NON VTG	579780206	1,050.5	2,3	25,000	SH	DEFI
MEDICALOGIC/MEDSCAPE	COM	584642102	1,684.5	2,3	1,684,500	SH	DEFI
MEDTRONIC INC	COM	585055106	6,119.3	1,3	133,000	SH	DEFI
MELLON FINL CORP	COM	58551A108	3,956.0	1,3	86,000	SH	DEFI
MERCK & CO INC	COM	589331107	3,195.5	2,3	50,000	SH	DEFI
MERCURY INTERACT	SBNTCV144A07	589405AA7	1,905.8	1,3	2,200,000	PRN	DEFI
MERCURY INTERACT	SBNTCV4.75%07	589405AB5	433.1	1,3	500,000	PRN	DEFI
MERCURY INTERACT CORP	COM	589405109	1,090.2	1,3	18,200	SH	DEFI
MERRILL LYNCH & CO	COM	590188108	5,925.0	1,2,3	100,000	SH	DEFI
MICROSOFT CORP	COM	594918104	3,412.2	1,3	47,000	SH	DEFI
MILACRON INC	COM	598709103	92.1	3	5,875	SH	DEFI
MIRANT CORP	COM	604675108	412.8	1,3	12,000	SH	DEFI
MITCHELL ENRGY&DEV	CL A	606592202	932.0	2,3	20,000	SH	DEFI
MOLEX CL A NON-VOTNG	CL A	608554200	2,594.1	1,3	86,993	SH	DEFI
MSDW ASIA PAC FND	COM	61744U106	1,663.6	2,3	197,348	SH	DEFI
MSDW INDIA INV FND	COM	61745C105	442.8	2,3	53,026	SH	DEFI
NABORS INDUST INC	COM	629568106	223.2	1,3	6,000	SH	DEFI
NACCO INDS CL A	CL A	629579103	130.6	3	1,675	SH	DEFI
NBC INTERNET INC-A	CL A	62873D105	1,024.9	2,3	474,500	SH	DEFI
NEIMAN MARCUS GRP-CLB	CL B	640204301	2,914.6	2,3	98,800	SH	DEFI
NETOPIA INC	COM	64114K104	98.0	3,4	15,957	SH	DEFI
NEWHALL LND&FARMNG-LP	DEPOS REC	651426108	2,461.3	2,3	89,500	SH	DEFI
NEWMONT MINING CORP	COM	651639106	651.4	2,3	35,000	SH	DEFI
NEWS CORP-SPNS ADR	ADR NEW	652487703	3,715.0	2,3	100,000	SH	DEFI
NEWS CORP-SPNS ADR PRF	SP ADR PFD	652487802	20,891.5	1,2,3	644,800	SH	DEFI
NEXTEL COMMNS-CL A	CL A	65332V103	225.4	1,3	12,880	SH	DEFI
NIAGARA MOHAWK HLDNG	COM	653520106	3,479.6	2,3	196,700	SH	DEFI
NOKIA CORP -SPON ADR	SPONSORED ADR	654902204	1,102.0	1,3	50,000	SH	DEFI
NORFOLK SOUTH CORP	COM	655844108	13,487.5	2,3	650,000	SH	DEFI
NORTEL NETWRKS CRP	COM	656568102	6,321.0	2,3	700,000	SH	DEFI
NORTH FORK BNCRPRTON	COM	659424105	4,650.0	2,3	150,000	SH	DEFI
NORTHROP GRUMMAN CORP	COM	666807102	3,252.1	2,3	40,600	SH	DEFI
NRG ENERGY INC	COM	629377102	1,214.4	2,3	55,000	SH	DEFI
OGE ENERGY CORP	COM	670837103	1,793.0	2,3	79,300	SH	DEFI
OLD REPBLC INTL CRP	COM	680223104	312.5	3	10,775	SH	DEFI
OMNICOM GROUP	COM	681919106	4,222.6	1,2,3	49,100	SH	DEFI
ON COMMAND CORP	COM	682160106	1,586.2	2,3	352,480	SH	DEFI
ON COMMAND CRP CLB WT	WTBEX10070	682160122	78.8	2,3	123,130	SH	CALL

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OVERSEAS SHIPHLDG GRP	COM	690368105	3,857.2	2,3	126,300	SH	DEFI
OWENS-ILL INC	PFDCONV\$.01	690768502	291.1	2,3	20,500	SH	DEFI
PACIFIC CENT FINL CRP	COM	694058108	415.9	3	16,125	SH	DEFI
PALL CORP	COM	696429307	2,353.0	2,3	100,000	SH	DEFI
PATHMARK STORES INC	COM	70322A101	20,711.5	2,3	841,932	SH	DEFI
PAYLESS SHOESRCE INC	COM	704379106	375.3	3	5,800	SH	DEFI
PEABODY ENERGY CORP	COM	704549104	2,973.7	1,2,3	90,800	SH	DEFI
PEPSI BOTTLING GRPINC	COM	713409100	4,010.0	2,3	100,000	SH	DEFI
PEPSICO INC	COM	713448108	3,624.4	1,3	82,000	SH	DEFI
PFIZER INC	COM	717081103	5,326.7	1,3	133,000	SH	DEFI
PHARMACIA CORP	COM	71713U102	3,216.5	1,3	70,000	SH	DEFI
PHILIP MORRIS CO INC	COM	718154107	193.1	3	3,900	SH	DEFI
PHILLIPS PET CO	COM	718507106	1,567.5	2,3	27,500	SH	DEFI
PLACER DOME INC	COM	725906101	2,992.4	2,3	305,352	SH	DEFI
POTASH CRP-SASKTCHWN	COM	73755L107	3,323.5	2,3	57,900	SH	DEFI
POTLATCH CORP	COM	737628107	1,892.6	2,3	55,000	SH	DEFI
POTOMAC ELEC POWER	COM	737679100	4,401.6	2,3	210,400	SH	DEFI
PRAXAIR INC	COM	74005P104	2,444.0	2,3	52,000	SH	DEFI
PRESIDENTIAL LIFE CO	COM	740884101	184.2	3	8,225	SH	DEFI
PRIME HOSP CORP	COM	741917108	964.3	2,3	81,375	SH	DEFI
PROVINCE HEALTHC	SBNTCV144A05	743977AA8	710.3	1,3	650,000	PRN	DEFI
PROVINCE HEALTHCARE	COM	743977100	395.2	1,3	11,200	SH	DEFI
PUBLIC SERV CO-N MEX	COM	744499104	87.5	3	2,725	SH	DEFI
QUALCOMM INC	COM	747525103	2,046.8	1,3	35,000	SH	DEFI
QUANTA SERVICES	SUBNTCONV4%07	74762EAA0	2,420.9	1,3	3,330,000	PRN	DEFI
QUANTA SERVICES INC	COM	74762E102	941.1	1,3	42,700	SH	DEFI
QUANTUM-DLT&STORAGE	COM DSSG	747906204	335.2	3	33,225	SH	DEFI
QWEST COMM INTL	COM	749121109	2,247.0	1,3,4	70,506	SH	DEFI
R.H. DONNELLEY CORP	COM NEW	74955W307	134.4	3	4,200	SH	DEFI
RADIAN GROUP INC	COM	750236101	289.2	3	7,150	SH	DEFI
RADIO UNICA COMM	COM	75040Q106	14.9	2,3	5,000	SH	DEFI
RATIONAL SOFTWAR	SUBNTCV144A07	75409PAA1	1,844.1	1,3	1,750,000	PRN	DEFI
RATIONAL SOFTWAR	SUBNTCONV5%07	75409PAC7	285.1	1,3	265,000	PRN	DEFI
RATIONAL SOFTWAR CRP	COM NEW	75409P202	1,187.5	1,3	42,335	SH	DEFI
RAYTHEON COMPANY	COM NEW	755111507	5,973.8	2,3	225,000	SH	DEFI
REPUBLIC BANCORP	COM	760282103	101.5	3	7,300	SH	DEFI
RUSSELL CORP	COM	782352108	1,753.4	2,3	103,200	SH	DEFI
SAFEWAY INC	COM NEW	786514208	1,440.0	1,3	30,000	SH	DEFI
SANMINA CORP	COM	800907107	2,234.4	1,3	95,445	SH	DEFI
SANMINA CORP	SUBNTCV4.25%04	800907AB3	3,037.0	1,3	2,450,000	PRN	DEFI
SCANA CORP	COM	80589M102	14,966.8	2,3	527,000	SH	DEFI
SCHLUMBERGER LTD	COM	806857108	3,085.3	1,3	58,600	SH	DEFI
SCHULMAN (A.) INC	COM	808194104	1,694.3	2,3	125,500	SH	DEFI
SCIENTIFIC ATLANTA	COM	808655104	4,064.1	2,3	100,100	SH	DEFI
SCUDDER INTRMD GOVT	SH BEN INT	811163104	1,021.6	2,3	149,800	SH	DEFI
SEARS ROEBUCK & CO	COM	812387108	5,940.3	2,3	140,400	SH	DEFI
SEMTECH CORP	COM	816850101	1,365.0	1,3	45,500	SH	DEFI
SEMTECH CORP	SUBNTCV4.5%07	816850AD3	2,319.0	1,3	2,400,000	PRN	DEFI
SHERWIN WILLIAMS CO	COM	824348106	2,453.1	2,3	110,500	SH	DEFI
SHOPKO STORES INC	COM	824911101	1,948.1	2,3	267,600	SH	DEFI
SIERRA PACIFIC RES	COM	826428104	2,037.1	2,3	127,400	SH	DEFI
SIRIUS SATLLT RADIO	COM	82966U103	28,691.3	2,3	2,353,672	SH	DEFI
SLI INC	COM	78442T108	83.9	3	10,175	SH	DEFI
SOUTHTRUST CORP	COM	844730101	208.2	3	8,000	SH	DEFI
SOVEREIGN BNCORP INC	COM	845905108	3,380.0	2,3	260,000	SH	DEFI
SPANISH BRDCSTNG-CLA	CL A	846425882	2,009.8	2,3	244,800	SH	DEFI
SPRINT CORP	COM FON GROUP	852061100	61.0	3,4	2,856	SH	DEFI
SPRINT CORP (PCS GRP)	PCS COM SER 1	852061506	2,087.2	2,3,4	86,428	SH	DEFI
STAR GAS-SENSUBUTS	SR SUB UN LTD	85512C204	799.9	2,3	42,434	SH	DEFI
STILWELL FINCL INC	COM	860831106	14,736.2	1,2,3	439,100	SH	DEFI
STILWELL FINL	LYONZERO144A31	860831AA4	33,180.0	1,2,3	42,000,000	PRN	DEFI
STORAGE TECH /NEW/COM	COMPAR\$.010	862111200	37.9	1,3	2,754	SH	DEFI

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SUN MICROS INC	COM	866810104	2,530.9	1,3	161,000	SH	DEFI
SUPERVALU INC	COM	868536103	222.9	3	12,700	SH	DEFI
T/R SYSTEMS INC	COM	87263U102	195.4	3,4	50,243	SH	DEFI
TAUBMAN CENTERS INC	COM	876664103	2,100.0	1,3	150,000	SH	DEFI
TECNOMATIX TECH LTD	ORD	M8743P105	9.0	2,3	1,000	SH	DEFI
TEEKAY SHIPPING CORP	COM	Y8564W103	8,824.4	2,3	220,500	SH	DEFI
TELLABS INC	COM	879664100	1,561.7	1,3	81,000	SH	DEFI
TEMPLE-INLAND INC	COM	879868107	799.4	2,3	15,000	SH	DEFI
TEXTRON INC	COM	883203101	14,310.4	2,3	260,000	SH	DEFI
THOUSAND TRAILS, INC	COM	885502104	830.2	2,3	159,660	SH	DEFI
TJX COS. INC.NEW	COM	872540109	7,674.3	1,2,3	240,800	SH	DEFI
TRANSOCEON SDC FRX INC	ORD	G90078109	2,293.7	1,3	55,606	SH	DEFI
TRENWICK GROUP LTD	COM	G9032C109	84,973.6	2,3	3,707,400	SH	DEFI
TRIBUNE CO NEW	COM	896047107	3,600.9	1,3	90,000	SH	DEFI
TRINITY INDUSTRIES	COM	896522109	112.2	3	5,475	SH	DEFI
TRIZEC HAHN CORP	SUB VTG	896938107	5,486.1	2,3	301,600	SH	DEFI
TVX GOLD INC	COM NEW	87308K200	264.6	2,3	490,080	SH	DEFI
TYCO INTL LTD	COM	902124106	34,531.0	1,2,3	633,500	SH	DEFI
TYCO INTL LTD	LYON ZERO 20	902124AC0	117,800.0	1,2,3	155,000,000	PRN	DEFI
UAL CORP	COM PAR \$0.01	902549500	2,460.5	2,3	70,000	SH	DEFI
UGLY DUCKLING CORP	COM	903512101	104.9	2,3	24,000	SH	DEFI
UNIFI INC	COM	904677101	2,063.0	2,3	242,700	SH	DEFI
UNION PACIFIC	COM	907818108	387.1	3	7.050	SH	DEFI
UNISYS CORP	COM	909214108	1,287.1	2,3	87,500	SH	DEFI
UNITED PARCEL SVC-CLB	CL B	911312106	346.8	1,3	6,000	SH	DEFI
UNITED TECH CORP	COM	913017109	1,465.2	2,3	20,000	SH	DEFI
UNIVERSAL CORP-VA	COM	913456109	99.2	3	2,500	SH	DEFI
UNOCAL CORP	COM	915289102	1,243.1	2,3	36,400	SH	DEFI
USFREIGHTWAYS CORP	COM	916906100	163.7	3	5,550	SH	DEFI
USX - MARATHON GRP	COM NEW	902905827	5,679.2	2,3	192,450	SH	DEFI
USX - U S STEEL GRP	COM	90337T101	4,735.3	2,3	235,000	SH	DEFI
VALERO ENERGY CORP	COM	91913Y100	8,275.5	2,3	225,000	SH	DEFI
VERIZON COMM INC	COM	92343V104	2,407.5	1,3	45,000	SH	DEFI
VIRCO MFG CORP	COM	927651109	110.7	3	10,750	SH	DEFI
VISTEON CORP -W/I	COM	92839U107	3,676.0	2,3	200,000	SH	DEFI
VODAFONE ARTCHPLC-ADR	SPNSRD ADR	92857W100	7,067.1	1,2,3	316,200	SH	DEFI
VORNADO REALTY TRUST	SH BEN INT	929042109	1,561.6	2,3	40,000	SH	DEFI
WACHOVIA CORP NEW	COM	929771103	4,624.8	2,3	65,000	SH	DEFI
WACKENHUT CORP-CL B	COM SER B	929794303	411.4	2,3	29,900	SH	DEFI
WAL MART STORES INC	COM	931142103	3,147.6	1,3	64,500	SH	DEFI
WATSON PHARM INC	COM	942683103	2,897.1	1,3	47,000	SH	DEFI
WELLS FARGO & CO	COM	949746101	4,643.0	1,3	100,000	SH	DEFI
WESTERN RESOURCES INC	COM	959425109	1,137.4	2,3	52,900	SH	DEFI
WHIRLPOOL CORP	COM	963320106	198.4	3	3,175	SH	DEFI
WILLAMETTE IND	COM	969133107	1,485.0	2,3	30,000	SH	DEFI
WILLIAMS COMMS GRP	CL A	969455104	5.6	3,4	1,901	SH	DEFI
WILLIAMS COS INC	COM	969457100	3,272.3	1,3,4	99,312	SH	DEFI
WISCONSIN ENRGY CRP	COM	976657106	2,070.4	2,3	87,100	SH	DEFI
XTRA CORP	COM	984138107	798.0	1,3	16,089	SH	DEFI
YOUNG BRDCSTNG INC-A	CL A	987434107	2,814.0	1,2,3	83,800	SH	DEFI

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4

Form 13F Information Table Entry Total: 353

Form 13F Information Table Value Total: 1,832,338.1 (in thousands)

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### List of Other Included Managers:

No.	13F File Number	Name
1	28-386	Continental Assurance Company
2	28-387	Continental Casualty Company
3	28-346	CNA Financial Corporation
4	28-172	The Continental Corporation