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FIRST TENNESSEE NATIONAL CORP

Form 13F-HR

October 27, 2003

| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OF PRINCIPAL AMOUNT | INVESTMENT DISCRETION | | | MANAGEMENT INSTR |
|----------------------------|----------------|--------------|-------------------|----------------------------|-----------------------|---------|---------|------------------|
| | | | | | (A) SOL | (B) SHR | (C) OTH | |
| COOPER INDS LTD | CL A | G24182100 | 224,973 | 6,300 | X | | | 1 |
| | | | 14,284 | 400 | | X | X | 1 |
| | | | 239,257 | 6,700 | | | | |
| GLOBALSANTAFE CORP | SHS | G3930E101 | 180,314 | 8,732 | X | | | 1 |
| | | | 91,191 | 4,416 | | X | X | 1 |
| | | | 5,493 | 266 | X | | | 2 |
| | | | 276,998 | 13,414 | | | | |
| INGERSOLL-RAND COMPANY LTD | CL A | G4776G101 | 1,173,762 | 30,416 | X | | | 1 |
| | | | 541,227 | 14,025 | | X | X | 1 |
| | | | 1,714,989 | 44,441 | | | | |
| NOBLE CORPORATION | SHS | G65422100 | 186,164 | 5,925 | X | | | 1 |
| | | | 84,834 | 2,700 | | X | X | 1 |
| | | | 7,855 | 250 | X | | | 2 |
| | | | 278,853 | 8,875 | | | | |
| XL CAP LTD | CL A | G98255105 | 5,031,046 | 71,080 | X | | | 1 |
| | | | 270,027 | 3,815 | | X | X | 1 |
| | | | 5,301,073 | 74,895 | | | | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 219,770 | 25,203 | X | | | 1 |
| | | | 66,185 | 7,590 | | X | X | 1 |
| | | | 4,796 | 550 | X | | | 2 |
| | | | 290,751 | 33,343 | | | | |
| AFLAC INC | COM | 001055102 | 3,566,208 | 111,270 | X | | | 1 |
| | | | 469,052 | 14,635 | | X | X | 1 |
| | | | 4,035,260 | 125,905 | | | | |
| AGCO CORP | COM | 001084102 | 214,130 | 13,300 | X | | | 1 |
| | | | 214,130 | 13,300 | | | | |
| AT&T CORP | COM NEW | 001957505 | 224,970 | 13,887 | X | | | 1 |
| | | | 73,028 | 4,508 | | X | X | 1 |
| | | | 297,998 | 18,395 | | | | |
| AT&T WIRELESS SVCS INC | COM | 00209A106 | 107,086 | 16,225 | X | | | 1 |
| | | | 33,807 | 5,122 | | X | X | 1 |
| | | | 140,893 | 21,347 | | | | |

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|----------------------------|--------------|-----------|-----------|---------|---|---|---|---|
| ABBOTT LABS | COM | 002824100 | 3,168,123 | 84,236 | X | | | 1 |
| | | | 1,261,930 | 33,553 | | X | X | 1 |
| | | | 11,283 | 300 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 4,441,336 | 118,089 | | | | |
| ADAMS EXPRESS CO | COM | 006212104 | 1,592 | 157 | X | | | 1 |
| | | | 205,071 | 20,224 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 206,663 | 20,381 | | | | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 98,262 | 15,900 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 98,262 | 15,900 | | | | |
| AEGON N V | ORD AMER REG | 007924103 | 148,493 | 19,668 | X | | | 1 |
| | | | 11,891 | 1,575 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 160,384 | 21,243 | | | | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 883,291 | 21,320 | X | | | 1 |
| | | | 165,720 | 4,000 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,049,011 | 25,320 | | | | |
| ALBERTO CULVER CO | CL A | 013068200 | 688,084 | 14,350 | X | | | 1 |
| | | | 244,545 | 5,100 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 932,629 | 19,450 | | | | |
| ALCOA INC | COM | 013817101 | 967,314 | 49,913 | X | | | 1 |
| | | | 688,553 | 35,529 | | X | X | 1 |
| | | | 2,907 | 150 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 1,658,774 | 85,592 | | | | |
| ALLEN TELECOM INC | COM | 018091108 | 121,875 | 12,500 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 121,875 | 12,500 | | | | |
| ALLSTATE CORP | COM | 020002101 | 289,641 | 8,732 | X | | | 1 |
| | | | 109,726 | 3,308 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 399,367 | 12,040 | | | | |
| ALLTEL CORP | COM | 020039103 | 537,299 | 12,004 | X | | | 1 |
| | | | 257,549 | 5,754 | | X | X | 1 |
| | | | 6,714 | 150 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 801,562 | 17,908 | | | | |
| ALTRIA GROUP INC | COM | 02209S103 | 2,744,425 | 91,603 | X | | | 1 |
| | | | 1,473,133 | 49,170 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 4,217,558 | 140,773 | | | | |
| AMERICAN ELEC PWR INC | COM | 025537101 | 214,013 | 9,366 | X | | | 1 |
| | | | 15,995 | 700 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 230,008 | 10,066 | | | | |

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|------------------------------|-----|-----------|---------------------------------|--------------------------|---|--|-----|---|
| AMERICAN EXPRESS CO | COM | 025816109 | 579,400 640,011 | 17,436 19,260 | X | | | 1 |
| | | | ----- | ----- | | | X X | 1 |
| | | | 1,219,411 | 36,696 | | | | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 6,295,302 1,252,176 8,654 | 127,306 25,322 175 | X | | X X | 1 |
| | | | ----- | ----- | | | X | 2 |
| | | | 7,556,132 | 152,803 | | | | |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 457,816 142,044 9,612 | 32,150 9,975 675 | X | | X X | 1 |
| | | | ----- | ----- | | | X | 2 |
| | | | 609,472 | 42,800 | | | | |
| AMGEN INC | COM | 031162100 | 336,208 82,585 | 5,842 1,435 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 418,793 | 7,277 | | | | |
| AMSOUTH BANCORPORATION | COM | 032165102 | 4,164,762 1,957,067 | 209,495 98,444 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 6,121,829 | 307,939 | | | | |
| ANADARKO PETE CORP | COM | 032511107 | 248,477 49,596 | 5,461 1,090 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 298,073 | 6,551 | | | | |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 1,210,510 801,506 | 25,971 17,196 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 2,012,016 | 43,167 | | | | |
| APPLIED MATLS INC | COM | 038222105 | 550,061 123,284 8,177 | 43,725 9,800 650 | X | | X X | 1 |
| | | | ----- | ----- | | | X | 2 |
| | | | 681,522 | 54,175 | | | | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 260,335 68,364 | 24,105 6,330 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 328,699 | 30,435 | | | | |
| ATLANTIS PLASTICS INC | COM | 049156102 | 75,632 | 16,300 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 75,632 | 16,300 | | | | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 382,012 495,535 | 12,407 16,094 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 877,547 | 28,501 | | | | |
| AVON PRODS INC | COM | 054303102 | 2,150,961 77,018 | 37,703 1,350 | X | | X X | 1 |
| | | | ----- | ----- | | | | 1 |
| | | | 2,227,979 | 39,053 | | | | |

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|-----------------------------|---------------|-----------|---------------------------------|--------------------------|---|---|---|---|
| BB&T CORP | COM | 054937107 | 241,664 4,274 | 7,689 136 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 245,938 | 7,825 | | | | |
| BP PLC | SPONSORED ADR | 055622104 | 4,360,691 2,800,441 6,753 | 113,000 72,569 175 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 7,167,885 | 185,744 | | | | 2 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 2,283,198 936,229 8,422 | 34,159 14,007 126 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 3,227,849 | 48,292 | | | | 2 |
| BANK ONE CORP | COM | 06423A103 | 1,152,052 382,102 10,386 | 33,277 11,037 300 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 1,544,540 | 44,614 | | | | 2 |
| BARD C R INC | COM | 067383109 | 379,937 245,934 | 6,025 3,900 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 625,871 | 9,925 | | | | |
| BAXTER INTL INC | COM | 071813109 | 326,144 536,143 3,728 | 17,497 28,763 200 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 866,015 | 46,460 | | | | 2 |
| BECTON DICKINSON & CO | COM | 075887109 | 208,362 89,544 6,888 | 6,050 2,600 200 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 304,794 | 8,850 | | | | 2 |
| BELDEN INC | COM | 077459105 | 139,213 12,900 | 12,950 1,200 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 152,113 | 14,150 | | | | |
| BELLSOUTH CORP | COM | 079860102 | 4,969,763 2,182,042 | 229,338 100,694 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 7,151,805 | 330,032 | | | | |
| BERKSHIRE HATHAWAY INC DEL | CL B | 084670207 | 297,043 66,247 | 139 31 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 363,290 | 170 | | | | |
| BEST BUY INC | COM | 086516101 | 180,029 82,261 4,046 | 6,675 3,050 150 | X | | | 1 |
| | | | ----- | ----- | | X | X | 1 |
| | | | 266,336 | 9,875 | | | | 2 |
| BOEING CO | COM | 097023105 | 712,082 | 28,415 | X | | | 1 |

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| | | | | | | | |
|-------------------------|-----|-----------|-----------|---------|---|---|---|
| | | | 508,467 | 20,290 | X | X | 1 |
| | | | ----- | ----- | | | |
| | | | 1,220,549 | 48,705 | | | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 4,621,604 | 218,722 | X | | 1 |
| | | | 3,121,092 | 147,709 | | X | 1 |
| | | | 9,509 | 450 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 7,752,205 | 366,881 | | | |
| BRUNSWICK CORP | COM | 117043109 | 753,768 | 39,672 | X | | 1 |
| | | | ----- | ----- | | | |
| | | | 753,768 | 39,672 | | | |
| CBL & ASSOC PPTYS INC | COM | 124830100 | 498,039 | 12,270 | X | | 1 |
| | | | 158,301 | 3,900 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 656,340 | 16,170 | | | |
| CIGNA CORP | COM | 125509109 | 196,139 | 4,290 | X | | 1 |
| | | | 17,145 | 375 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 213,284 | 4,665 | | | |
| CSX CORP | COM | 126408103 | 281,036 | 9,854 | X | | 1 |
| | | | 136,097 | 4,772 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 417,133 | 14,626 | | | |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 3,432,160 | 114,367 | X | | 1 |
| | | | 193,295 | 6,441 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 3,625,455 | 120,808 | | | |
| CARAUSTAR INDS INC | COM | 140909102 | 86,656 | 12,800 | X | | 1 |
| | | | ----- | ----- | | | |
| | | | 86,656 | 12,800 | | | |
| CARDINAL HEALTH INC | COM | 14149Y108 | 79,985 | 1,404 | X | | 1 |
| | | | 251,522 | 4,415 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 331,507 | 5,819 | | | |
| CASCADE CORP | COM | 147195101 | 187,200 | 13,000 | X | | 1 |
| | | | ----- | ----- | | | |
| | | | 187,200 | 13,000 | | | |
| CATERPILLAR INC DEL | COM | 149123101 | 118,769 | 2,414 | X | | 1 |
| | | | 143,173 | 2,910 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 261,942 | 5,324 | | | |
| CENDANT CORP | COM | 151313103 | 345,593 | 27,212 | X | | 1 |
| | | | 127,635 | 10,050 | | X | 1 |
| | | | 7,620 | 600 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 480,848 | 37,862 | | | |
| CHEVRONTEXACO CORP | COM | 166764100 | 3,781,641 | 58,494 | X | | 1 |
| | | | 1,447,900 | 22,396 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 5,229,541 | 80,890 | | | |

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|-------------------------|----------|-----------|------------|---------|---|---|---|---|
| CHUBB CORP | COM | 171232101 | 292,778 | 6,606 | X | | | 1 |
| | | | 134,068 | 3,025 | | X | X | 1 |
| | | | 8,864 | 200 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 435,710 | 9,831 | | | | |
| CISCO SYS INC | COM | 17275R102 | 4,468,853 | 344,287 | X | | | 1 |
| | | | 908,498 | 69,992 | | X | X | 1 |
| | | | 9,411 | 725 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 5,386,762 | 415,004 | | | | |
| CITIGROUP INC | COM | 172967101 | 2,598,198 | 75,419 | X | | | 1 |
| | | | 993,713 | 28,845 | | X | X | 1 |
| | | | 7,131 | 207 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 3,599,042 | 104,471 | | | | |
| CLAYTON HOMES INC | COM | 184190106 | 154,979 | 14,038 | X | | | 1 |
| | | | 20,391 | 1,847 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 175,370 | 15,885 | | | | |
| COCA COLA CO | COM | 191216100 | 5,728,367 | 141,511 | X | | | 1 |
| | | | 5,524,426 | 136,473 | | X | X | 1 |
| | | | 8,096 | 200 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 11,260,889 | 278,184 | | | | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 553,328 | 10,164 | X | | | 1 |
| | | | 157,059 | 2,885 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 710,387 | 13,049 | | | | |
| COMCAST CORP NEW | CL A | 20030N101 | 687,214 | 24,037 | X | | | 1 |
| | | | 291,018 | 10,179 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 978,232 | 34,216 | | | | |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 6,037,888 | 219,639 | X | | | 1 |
| | | | 721,917 | 26,261 | | X | X | 1 |
| | | | 15,120 | 550 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 6,774,925 | 246,450 | | | | |
| COMPUTER ASSOC INTL INC | COM | 204912109 | 227,482 | 16,653 | X | | | 1 |
| | | | 89,092 | 6,522 | | X | X | 1 |
| | | | 4,986 | 365 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 321,560 | 23,540 | | | | |
| COMPUTER SCIENCES CORP | COM | 205363104 | 288,394 | 8,860 | X | | | 1 |
| | | | 45,570 | 1,400 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 333,964 | 10,260 | | | | |
| CONAGRA FOODS INC | COM | 205887102 | 216,804 | 10,797 | X | | | 1 |
| | | | 49,196 | 2,450 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 266,000 | 13,247 | | | | |

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|----------------------------|------------|-----------|-----------|---------|---|---|---|---|
| CONCORD EFS INC | COM | 206197105 | 121,419 | 12,917 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 121,419 | 12,917 | | | | |
| CONOCOPHILLIPS | COM | 20825C104 | 259,206 | 4,836 | X | | | 1 |
| | | | 217,939 | 4,066 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 477,145 | 8,902 | | | | |
| CORNING INC | COM | 219350105 | 77,947 | 13,347 | X | | | 1 |
| | | | 140,160 | 24,000 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 218,107 | 37,347 | | | | |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 5,270,902 | 175,521 | X | | | 1 |
| | | | 484,626 | 16,138 | | X | X | 1 |
| | | | 4,505 | 150 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 5,760,033 | 191,809 | | | | |
| COX COMMUNICATIONS INC NEW | CL A | 224044107 | 621,301 | 19,971 | X | | | 1 |
| | | | 171,106 | 5,500 | | X | X | 1 |
| | | | 9,333 | 300 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 801,740 | 25,771 | | | | |
| DANAHER CORP DEL | COM | 235851102 | 39,456 | 600 | X | | | 1 |
| | | | 190,704 | 2,900 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 230,160 | 3,500 | | | | |
| DEAN FOODS CO NEW | COM | 242370104 | 482,223 | 11,238 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 482,223 | 11,238 | | | | |
| DEERE & CO | COM | 244199105 | 298,376 | 7,600 | X | | | 1 |
| | | | 198,263 | 5,050 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 496,639 | 12,650 | | | | |
| DELL COMPUTER CORP | COM | 247025109 | 676,061 | 24,755 | X | | | 1 |
| | | | 183,661 | 6,725 | | X | X | 1 |
| | | | 7,510 | 275 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 867,232 | 31,755 | | | | |
| DIAMONDS TR | UNIT SER 1 | 252787106 | 1,934,996 | 24,242 | X | | | 1 |
| | | | 981,387 | 12,295 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 2,916,383 | 36,537 | | | | |
| DISNEY WALT CO | COM DISNEY | 254687106 | 1,104,142 | 64,873 | X | | | 1 |
| | | | 499,113 | 29,325 | | X | X | 1 |
| | | | 10,212 | 600 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 1,613,467 | 94,798 | | | | |
| DOLLAR GEN CORP | COM | 256669102 | 121,941 | 9,987 | X | | | 1 |
| | | | 78,693 | 6,445 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 200,634 | 16,432 | | | | |

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|-----------------------------|-----|-----------|-----------|---------|---|---------|-------|---|
| DOMINION RES INC VA NEW | COM | 25746U109 | 280,338 | 5,063 | X | | | 1 |
| | | | 355,532 | 6,421 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 635,870 | 11,484 | | | | |
| DOVER CORP | COM | 260003108 | 690,877 | 28,525 | X | | | 1 |
| | | | 145,320 | 6,000 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 836,197 | 34,525 | | | | |
| DOW CHEM CO | COM | 260543103 | 1,561,045 | 56,539 | X | | | 1 |
| | | | 704,500 | 25,516 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 2,265,545 | 82,055 | | | | |
| DOW JONES & CO INC | COM | 260561105 | 233,904 | 6,600 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | | | | 233,904 | 6,600 | |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 1,235,482 | 31,793 | X | | | 1 |
| | | | 1,292,484 | 33,260 | | X | X | 1 |
| | | | 3,886 | 100 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 2,531,852 | 65,153 | | | | |
| DUKE ENERGY CORP | COM | 264399106 | 512,390 | 35,240 | X | | | 1 |
| | | | 268,148 | 18,442 | | X | X | 1 |
| | | | 4,362 | 300 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 784,900 | 53,982 | | | | |
| E M C CORP MASS | COM | 268648102 | 2,365,212 | 327,138 | X | | | 1 |
| | | | 256,112 | 35,423 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 2,621,324 | 362,561 | | | | |
| EASTMAN KODAK CO | COM | 277461109 | 327,109 | 11,051 | X | | | 1 |
| | | | 32,560 | 1,100 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 359,669 | 12,151 | | | | |
| EL PASO CORP | COM | 28336L109 | 112,790 | 18,643 | X | | | 1 |
| | | | 126,027 | 20,831 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 238,817 | 39,474 | | | | |
| ELAN PLC | ADR | 284131208 | 58,870 | 21,100 | X | | | 1 |
| | | | 6,417 | 2,300 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 65,287 | 23,400 | | | | |
| ELECTRONIC DATA SYS NEW | COM | 285661104 | 449,187 | 25,522 | X | | | 1 |
| | | | 297,000 | 16,875 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 746,187 | 42,397 | | | | |
| EMERSON ELEC CO | COM | 291011104 | 815,124 | 17,974 | X | | | 1 |
| | | | 772,991 | 17,045 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,588,115 | 35,019 | | | | |
| ENCANA CORP | COM | 292505104 | 185,746 | 5,740 | X | | | 1 |

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| | | | | | | | |
|------------------------------|--------------|-----------|------------|-----------|---|---|---|
| | | | 119,085 | 3,680 | X | X | 1 |
| | | | ----- | ----- | | | |
| | | | 304,831 | 9,420 | | | |
| EQUIFAX INC | COM | 294429105 | 929,016 | 46,474 | X | | 1 |
| | | | 71,224 | 3,563 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 1,000,240 | 50,037 | | | |
| ERICSSON L M TEL CO | ADR B SEK 10 | 294821608 | 2,544 | 400 | X | | 1 |
| | | | 91,380 | 14,368 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 93,924 | 14,768 | | | |
| EXXON MOBIL CORP | COM | 30231G102 | 16,245,290 | 464,815 | X | | 1 |
| | | | 12,129,504 | 347,053 | | X | 1 |
| | | | 4,858 | 139 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 28,379,652 | 812,007 | | | |
| FPL GROUP INC | COM | 302571104 | 390,355 | 6,624 | X | | 1 |
| | | | 347,687 | 5,900 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 738,042 | 12,524 | | | |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 4,246,410 | 79,970 | X | | 1 |
| | | | 792,465 | 14,924 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 5,038,875 | 94,894 | | | |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 4,489,555 | 68,700 | X | | 1 |
| | | | 796,227 | 12,184 | | X | 1 |
| | | | 11,436 | 175 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 5,297,218 | 81,059 | | | |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 1,180,064 | 42,115 | X | | 1 |
| | | | 110,987 | 3,961 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 1,291,051 | 46,076 | | | |
| FEDEX CORP | COM | 31428X106 | 437,809 | 7,950 | X | | 1 |
| | | | 177,601 | 3,225 | | X | 1 |
| | | | 6,884 | 125 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 622,294 | 11,300 | | | |
| FIFTH THIRD BANCORP | COM | 316773100 | 1,502,811 | 29,918 | X | | 1 |
| | | | 241,712 | 4,812 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 1,744,523 | 34,730 | | | |
| FIRST DATA CORP | COM | 319963104 | 528,654 | 14,284 | X | | 1 |
| | | | 177,648 | 4,800 | | X | 1 |
| | | | 11,103 | 300 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 717,405 | 19,384 | | | |
| FIRST TENN NATL CORP | COM | 337162101 | 70,086,886 | 1,764,968 | X | | 1 |
| | | | 15,128,596 | 380,977 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 85,215,482 | 2,145,945 | | | |

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| | | | | | | | | |
|-----------------------|----------------|-----------|------------|-----------|---|---|---|---|
| FIRST VA BANKS INC | COM | 337477103 | 399,752 | 10,190 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 399,752 | 10,190 | | | | |
| FLEETBOSTON FINL CORP | COM | 339030108 | 3,100,320 | 129,829 | X | | | 1 |
| | | | 236,053 | 9,885 | | X | X | 1 |
| | | | 10,149 | 425 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 3,346,522 | 140,139 | | | | |
| FLUOR CORP NEW | COM | 343412102 | 333,196 | 9,893 | X | | | 1 |
| | | | 143,140 | 4,250 | | X | X | 1 |
| | | | 8,420 | 250 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 484,756 | 14,393 | | | | |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 115,589 | 15,371 | X | | | 1 |
| | | | 66,191 | 8,802 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 181,780 | 24,173 | | | | |
| FORTUNE BRANDS INC | COM | 349631101 | 139,070 | 3,244 | X | | | 1 |
| | | | 94,314 | 2,200 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 233,384 | 5,444 | | | | |
| FRANKLIN RES INC | COM | 354613101 | 501,749 | 15,246 | X | | | 1 |
| | | | 40,545 | 1,232 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 542,294 | 16,478 | | | | |
| GANNETT INC | COM | 364730101 | 954,890 | 13,558 | X | | | 1 |
| | | | 489,489 | 6,950 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,444,379 | 20,508 | | | | |
| GENERAL ELEC CO | COM | 369604103 | 21,562,227 | 845,577 | X | | | 1 |
| | | | 9,756,583 | 382,611 | | X | X | 1 |
| | | | 14,663 | 575 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 31,333,473 | 1,228,763 | | | | |
| GENERAL MLS INC | COM | 370334104 | 418,561 | 9,189 | X | | | 1 |
| | | | 375,149 | 8,236 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 793,710 | 17,425 | | | | |
| GENERAL MTRS CORP | COM | 370442105 | 645,002 | 19,185 | X | | | 1 |
| | | | 213,252 | 6,343 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 858,254 | 25,528 | | | | |
| GILLETTE CO | COM | 375766102 | 599,311 | 19,370 | X | | | 1 |
| | | | 485,420 | 15,689 | | X | X | 1 |
| | | | 4,641 | 150 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 1,089,372 | 35,209 | | | | |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 397,261 | 11,289 | X | | | 1 |
| | | | 996,650 | 28,322 | | X | X | 1 |
| | | | ----- | ----- | | | | |

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| | | | | | | | | |
|------------------------------|-----|-----------|------------|---------|---|---|---|---|
| | | | 1,393,911 | 39,611 | | | | |
| GRAINGER W W INC | COM | 384802104 | 575,977 | 13,426 | X | | | 1 |
| | | | 332,217 | 7,744 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 908,194 | 21,170 | | | | |
| HEINZ H J CO | COM | 423074103 | 246,740 | 8,450 | X | | | 1 |
| | | | 42,340 | 1,450 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 289,080 | 9,900 | | | | |
| HEWLETT PACKARD CO | COM | 428236103 | 803,176 | 51,651 | X | | | 1 |
| | | | 241,523 | 15,532 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,044,699 | 67,183 | | | | |
| HOME DEPOT INC | COM | 437076102 | 4,321,634 | 177,407 | X | | | 1 |
| | | | 1,107,016 | 45,444 | | X | X | 1 |
| | | | 9,135 | 375 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 5,437,785 | 223,226 | | | | |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 213,236 | 3,667 | X | | | 1 |
| | | | 99,670 | 1,714 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 312,906 | 5,381 | | | | |
| INTEL CORP | COM | 458140100 | 8,852,037 | 543,737 | X | | | 1 |
| | | | 2,302,009 | 141,401 | | X | X | 1 |
| | | | 6,512 | 400 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 11,160,558 | 685,538 | | | | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 6,748,204 | 86,041 | X | | | 1 |
| | | | 2,935,401 | 37,427 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 9,683,605 | 123,468 | | | | |
| INTL PAPER CO | COM | 460146103 | 248,464 | 7,351 | X | | | 1 |
| | | | 458,091 | 13,553 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 706,555 | 20,904 | | | | |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 93,624 | 10,067 | X | | | 1 |
| | | | 27,435 | 2,950 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 121,059 | 13,017 | | | | |
| J P MORGAN CHASE & CO | COM | 46625H100 | 6,444,994 | 271,825 | X | | | 1 |
| | | | 1,226,883 | 51,745 | | X | X | 1 |
| | | | 7,113 | 300 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 7,678,990 | 323,870 | | | | |
| JEFFERSON PILOT CORP | COM | 475070108 | 731 | 19 | X | | | 1 |
| | | | 219,028 | 5,692 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 219,759 | 5,711 | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 9,341,500 | 161,422 | X | | | 1 |
| | | | 3,582,271 | 61,902 | | X | X | 1 |

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| | | | | | | | | |
|------------------------------|----------------|-----------|------------|---------|---|---|---|---|
| | | | 7,234 | 125 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 12,931,005 | 223,449 | | | | |
| KELLOGG CO | COM | 487836108 | 148,653 | 4,850 | X | | | 1 |
| | | | 202,290 | 6,600 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 350,943 | 11,450 | | | | |
| KEYCORP NEW | COM | 493267108 | 76,185 | 3,377 | X | | | 1 |
| | | | 188,940 | 8,375 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 265,125 | 11,752 | | | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 1,632,429 | 35,909 | X | | | 1 |
| | | | 666,853 | 14,669 | | X | X | 1 |
| | | | 4,546 | 100 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 2,303,828 | 50,678 | | | | |
| KINDER MORGAN ENERGY PARTNER | UT LTD PARTNER | 494550106 | 430,014 | 11,622 | X | | | 1 |
| | | | 63,825 | 1,725 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 493,839 | 13,347 | | | | |
| KOHL'S CORP | COM | 500255104 | 142,412 | 2,517 | X | | | 1 |
| | | | 161,253 | 2,850 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 303,665 | 5,367 | | | | |
| KROGER CO | COM | 501044101 | 19,659 | 1,495 | X | | | 1 |
| | | | 168,320 | 12,800 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 187,979 | 14,295 | | | | |
| LA Z BOY INC | COM | 505336107 | 198,841 | 11,507 | X | | | 1 |
| | | | 62,917 | 3,641 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 261,758 | 15,148 | | | | |
| LILLY ELI & CO | COM | 532457108 | 633,337 | 11,082 | X | | | 1 |
| | | | 334,327 | 5,850 | | X | X | 1 |
| | | | 5,715 | 100 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 973,379 | 17,032 | | | | |
| LINCOLN NATL CORP IND | COM | 534187109 | 204,400 | 7,300 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 204,400 | 7,300 | | | | |
| LOCKHEED MARTIN CORP | COM | 539830109 | 1,010,866 | 21,259 | X | | | 1 |
| | | | 435,083 | 9,150 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,445,949 | 30,409 | | | | |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 122,211 | 83,133 | X | | | 1 |
| | | | 40,916 | 27,834 | | X | X | 1 |
| | | | 2,426 | 1,650 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 165,553 | 112,617 | | | | |
| MBIA INC | COM | 55262C100 | 279,599 | 7,236 | X | | | 1 |

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| | | | | | | | |
|---------------------|-------------|-----------|-----------|---------|---|---|---|
| | | | 35,742 | 925 | X | X | 1 |
| | | | ----- | ----- | | | |
| | | | 315,341 | 8,161 | | | |
| MBNA CORP | COM | 55262L100 | 339,349 | 22,548 | X | | 1 |
| | | | 140,703 | 9,349 | | X | 1 |
| | | | 8,458 | 562 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 488,510 | 32,459 | | | |
| MGIC INVT CORP WIS | COM | 552848103 | 193,289 | 4,922 | X | | 1 |
| | | | 87,377 | 2,225 | | X | 1 |
| | | | 2,945 | 75 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 283,611 | 7,222 | | | |
| MANULIFE FINL CORP | COM | 56501R106 | 216,208 | 9,035 | X | | 1 |
| | | | 24,098 | 1,007 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 240,306 | 10,042 | | | |
| MASCO CORP | COM | 574599106 | 327,340 | 17,580 | X | | 1 |
| | | | 832,314 | 44,700 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 1,159,654 | 62,280 | | | |
| MAY DEPT STORES CO | COM | 577778103 | 201,884 | 10,150 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 201,884 | 10,150 | | | |
| MAYTAG CORP | COM | 578592107 | 495,180 | 26,021 | X | | 1 |
| | | | 1,690,929 | 88,856 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 2,186,109 | 114,877 | | | |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 376,584 | 15,600 | X | | 1 |
| | | | 144,840 | 6,000 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 521,424 | 21,600 | | | |
| MCDONALDS CORP | COM | 580135101 | 650,788 | 45,006 | X | | 1 |
| | | | 183,642 | 12,700 | | X | 1 |
| | | | 2,892 | 200 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 837,322 | 57,906 | | | |
| MCGRAW HILL COS INC | COM | 580645109 | 1,932,255 | 34,759 | X | | 1 |
| | | | 169,829 | 3,055 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 2,102,084 | 37,814 | | | |
| MCKESSON CORP | COM | 58155Q103 | 211,908 | 8,500 | X | | 1 |
| | | | 77,283 | 3,100 | | X | 1 |
| | | | 4,986 | 200 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 294,177 | 11,800 | | | |
| MEADWESTVACO CORP | COM | 583334107 | 71,529 | 3,140 | X | | 1 |
| | | | 130,051 | 5,709 | | X | 1 |
| | | | ----- | ----- | | | |
| | | | 201,580 | 8,849 | | | |

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| | | | | | | | |
|------------------------------|---------|-----------|---|---|---------------------|--------|-------------|
| MEDTRONIC INC | COM | 585055106 | 5,718,012 2,376,516 ----- 8,094,528 | 126,729 52,671 ----- 179,400 | X X X | X X | 1 1 |
| MELLON FINL CORP | COM | 58551A108 | 809,326 85,040 ----- 894,366 | 38,068 4,000 ----- 42,068 | X X X | X X | 1 1 |
| MERCK & CO INC | COM | 589331107 | 8,922,128 6,510,824 19,173 ----- 15,452,125 | 162,872 118,854 350 ----- 282,076 | X X X | X X | 1 1 2 |
| MICROSOFT CORP | COM | 594918104 | 8,915,362 1,898,771 8,474 ----- 10,822,607 | 368,251 78,429 350 ----- 447,030 | X X X | X X | 1 1 2 |
| MID-AMER APT CMNTYS INC | COM | 59522J103 | 9,456 201,450 ----- 210,906 | 399 8,500 ----- 8,899 | X X X | X X | 1 1 |
| MIDWAY GAMES INC | COM | 598148104 | 39,720 ----- 39,720 | 12,000 ----- 12,000 | X | | 1 |
| MILACRON INC | COM | 598709103 | 150,186 42,953 3,320 ----- 196,459 | 36,189 10,350 800 ----- 47,339 | X X X | X X | 1 1 2 |
| MILLENNIUM PHARMACEUTICALS I | COM | 599902103 | 110,040 ----- 110,040 | 14,000 ----- 14,000 | X | | 1 |
| MOODYS CORP | COM | 615369105 | 165,272 46,230 ----- 211,502 | 3,575 1,000 ----- 4,575 | X X X | X X | 1 1 |
| MORGAN STANLEY | COM NEW | 617446448 | 1,092,941 165,750 9,588 ----- 1,268,279 | 28,499 4,322 250 ----- 33,071 | X X X | X X | 1 1 2 |
| MOTOROLA INC | COM | 620076109 | 1,014,310 366,582 4,130 ----- 1,385,022 | 122,797 44,380 500 ----- 167,677 | X X X | X X | 1 1 2 |
| MYLAN LABS INC | COM | 628530107 | 539,007 150,910 11,845 ----- ----- | 18,748 5,249 412 ----- ----- | X X X | X X | 1 1 2 |

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| | | | | | | | | |
|-----------------------------|---------------|-----------|-----------|---------|---|---|---|---|
| | | | 701,762 | 24,409 | | | | |
| NASDAQ 100 TR | UNIT SER 1 | 631100104 | 567,977 | 22,494 | X | | | 1 |
| | | | 196,572 | 7,785 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 764,549 | 30,279 | | | | |
| NATIONAL CITY CORP | COM | 635405103 | 316,683 | 11,371 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 316,683 | 11,371 | | | | |
| NATIONAL COMMERCE FINL CORP | COM | 63545P104 | 2,050,338 | 86,512 | X | | | 1 |
| | | | 1,607,524 | 67,828 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 3,657,862 | 154,340 | | | | |
| NOKIA CORP | SPONSORED ADR | 654902204 | 106,252 | 7,584 | X | | | 1 |
| | | | 79,857 | 5,700 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 186,109 | 13,284 | | | | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 629,387 | 33,911 | X | | | 1 |
| | | | 432,969 | 23,328 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,062,356 | 57,239 | | | | |
| OLD NATL BANCORP IND | COM | 680033107 | 208,714 | 9,753 | X | | | 1 |
| | | | 50,654 | 2,367 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 259,368 | 12,120 | | | | |
| OMNICOM GROUP INC | COM | 681919106 | 2,206,454 | 40,732 | X | | | 1 |
| | | | 71,126 | 1,313 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 2,277,580 | 42,045 | | | | |
| ORACLE CORP | COM | 68389X105 | 418,267 | 38,553 | X | | | 1 |
| | | | 242,672 | 22,368 | | X | X | 1 |
| | | | 3,797 | 350 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 664,736 | 61,271 | | | | |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 258,730 | 6,105 | X | | | 1 |
| | | | 68,995 | 1,628 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 327,725 | 7,733 | | | | |
| PPG INDS INC | COM | 693506107 | 320,068 | 7,100 | X | | | 1 |
| | | | 90,160 | 2,000 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 410,228 | 9,100 | | | | |
| PARKER HANNIFIN CORP | COM | 701094104 | 344,011 | 8,880 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 344,011 | 8,880 | | | | |
| PENNEY J C INC | COM | 708160106 | 196,046 | 9,982 | X | | | 1 |
| | | | 98,986 | 5,040 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 295,032 | 15,022 | | | | |
| PEPSICO INC | COM | 713448108 | 7,739,400 | 193,485 | X | | | 1 |

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| | | | | | | | |
|---------------------------|-----|-----------|------------|---------|---|---|---|
| | | | 1,725,000 | 43,125 | X | X | 1 |
| | | | 10,000 | 250 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 9,474,400 | 236,860 | | | |
| PERFORMANCE FOOD GROUP CO | COM | 713755106 | 214,620 | 7,000 | X | | 1 |
| | | | ----- | ----- | | | |
| | | | 214,620 | 7,000 | | | |
| PFIZER INC | COM | 717081103 | 8,015,444 | 257,235 | X | | 1 |
| | | | 6,050,243 | 194,167 | | X | X |
| | | | ----- | ----- | | | |
| | | | 14,065,687 | 451,402 | | | |
| PHARMACIA CORP | COM | 71713U102 | 3,785,809 | 87,432 | X | | 1 |
| | | | 934,891 | 21,591 | | X | X |
| | | | ----- | ----- | | | |
| | | | 4,720,700 | 109,023 | | | |
| PIER 1 IMPORTS INC | COM | 720279108 | 222,437 | 14,025 | X | | 1 |
| | | | ----- | ----- | | | |
| | | | 222,437 | 14,025 | | | |
| PITNEY BOWES INC | COM | 724479100 | 280,896 | 8,800 | X | | 1 |
| | | | 63,840 | 2,000 | | X | X |
| | | | ----- | ----- | | | |
| | | | 344,736 | 10,800 | | | |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 356,407 | 16,508 | X | | 1 |
| | | | 36,638 | 1,697 | | X | X |
| | | | ----- | ----- | | | |
| | | | 393,045 | 18,205 | | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 6,344,371 | 71,245 | X | | 1 |
| | | | 2,524,123 | 28,345 | | X | X |
| | | | 6,679 | 75 | X | | 2 |
| | | | ----- | ----- | | | |
| | | | 8,875,173 | 99,665 | | | |
| PROGRESS ENERGY INC | COM | 743263105 | 259,173 | 6,620 | X | | 1 |
| | | | 272,915 | 6,971 | | X | X |
| | | | ----- | ----- | | | |
| | | | 532,088 | 13,591 | | | |
| PROVIDIAN FINL CORP | COM | 74406A102 | 129,888 | 19,800 | X | | 1 |
| | | | 7,000 | 1,067 | | X | X |
| | | | ----- | ----- | | | |
| | | | 136,888 | 20,867 | | | |
| PRUDENTIAL FINL INC | COM | 744320102 | 539,721 | 18,452 | X | | 1 |
| | | | ----- | ----- | | | |
| | | | 539,721 | 18,452 | | | |
| PUBLIC STORAGE INC | COM | 74460D109 | 106,050 | 3,500 | X | | 1 |
| | | | 95,233 | 3,143 | | X | X |
| | | | ----- | ----- | | | |
| | | | 201,283 | 6,643 | | | |
| QUALCOMM INC | COM | 747525103 | 255,600 | 7,100 | X | | 1 |
| | | | 53,784 | 1,494 | | X | X |
| | | | ----- | ----- | | | |
| | | | 309,384 | 8,594 | | | |

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| | | | | | | | | |
|------------------------------|----------------|-----------|-----------|---------|---|---|---|---|
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 154,920 | 44,390 | X | | | 1 |
| | | | 69,339 | 19,868 | | X | X | 1 |
| | | | 1,926 | 552 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 226,185 | 64,810 | | | | |
| RADIOSHACK CORP | COM | 750438103 | 249,648 | 11,200 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 249,648 | 11,200 | | | | |
| RAYTHEON CO | COM NEW | 755111507 | 512,846 | 18,077 | X | | | 1 |
| | | | 448,275 | 15,801 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 961,121 | 33,878 | | | | |
| REGIONS FINL CORP | COM | 758940100 | 415,498 | 12,824 | X | | | 1 |
| | | | 4,786,484 | 147,731 | | X | X | 1 |
| | | | 9,720 | 300 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 5,211,702 | 160,855 | | | | |
| REPSOL YPF S A | SPONSORED ADR | 76026T205 | 216,534 | 15,100 | X | | | 1 |
| | | | 35,850 | 2,500 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 252,384 | 17,600 | | | | |
| ROYAL DUTCH PETE CO | NY REG EUR .56 | 780257804 | 972,665 | 23,869 | X | | | 1 |
| | | | 848,701 | 20,827 | | X | X | 1 |
| | | | 6,113 | 150 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 1,827,479 | 44,846 | | | | |
| RUBY TUESDAY INC | COM | 781182100 | 214,159 | 10,498 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 214,159 | 10,498 | | | | |
| SBC COMMUNICATIONS INC | COM | 78387G103 | 1,618,663 | 80,691 | X | | | 1 |
| | | | 974,819 | 48,595 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 2,593,482 | 129,286 | | | | |
| SPDR TR | UNIT SER 1 | 78462F103 | 3,361,298 | 39,666 | X | | | 1 |
| | | | 997,899 | 11,776 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 4,359,197 | 51,442 | | | | |
| SAFECO CORP | COM | 786429100 | 475,242 | 13,590 | X | | | 1 |
| | | | 167,856 | 4,800 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 643,098 | 18,390 | | | | |
| SARA LEE CORP | COM | 803111103 | 712,959 | 38,126 | X | | | 1 |
| | | | 273,020 | 14,600 | | X | X | 1 |
| | | | 6,078 | 325 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 992,057 | 53,051 | | | | |
| SCHERING PLOUGH CORP | COM | 806605101 | 4,952,096 | 277,739 | X | | | 1 |
| | | | 1,360,822 | 76,322 | | X | X | 1 |
| | | | 4,903 | 275 | X | | | 2 |
| | | | ----- | ----- | | | | |

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| | | | 6,317,821 | 354,336 | | | | |
|-------------------------|----------------|-----------|-----------|---------|---|---|---|---|
| SCHLUMBERGER LTD | COM | 806857108 | 858,611 | 22,589 | X | | 1 | |
| | | | 334,489 | 8,800 | | X | X | 1 |
| | | | 5,702 | 150 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 1,198,802 | 31,539 | | | | |
| SEARS ROEBUCK & CO | COM | 812387108 | 439,870 | 18,214 | X | | 1 | |
| | | | 82,013 | 3,396 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 521,883 | 21,610 | | | | |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 397,102 | 21,384 | X | | 1 | |
| | | | 54,001 | 2,908 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 451,103 | 24,292 | | | | |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 197,487 | 8,848 | X | | 1 | |
| | | | 51,961 | 2,328 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 249,448 | 11,176 | | | | |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 333,023 | 18,099 | X | | 1 | |
| | | | 16,486 | 896 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 349,509 | 18,995 | | | | |
| SECURITY NATL FINL CORP | CL A NEW | 814785309 | 327,591 | 49,485 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 327,591 | 49,485 | | | | |
| SERVICE CORP INTL | COM | 817565104 | 60,882 | 21,900 | X | | 1 | |
| | | | ----- | ----- | | | | |
| | | | 60,882 | 21,900 | | | | |
| SOLECTRON CORP | COM | 834182107 | 116,348 | 38,525 | X | | 1 | |
| | | | 29,294 | 9,700 | | X | X | 1 |
| | | | 3,775 | 1,250 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 149,417 | 49,475 | | | | |
| SOUTHERN CO | COM | 842587107 | 608,332 | 21,390 | X | | 1 | |
| | | | 427,339 | 15,026 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 1,035,671 | 36,416 | | | | |
| SPRINT CORP | COM FON GROUP | 852061100 | 192,113 | 16,350 | X | | 1 | |
| | | | 93,119 | 7,925 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 285,232 | 24,275 | | | | |
| STREETTRACKS SER TR | FORTUNE 500 | 86330E885 | 230,766 | 3,775 | X | | 1 | |
| | | | 147,629 | 2,415 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 378,395 | 6,190 | | | | |
| SUN MICROSYSTEMS INC | COM | 866810104 | 93,615 | 28,716 | X | | 1 | |
| | | | 41,090 | 12,604 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 134,705 | 41,320 | | | | |

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| | | | | | | | | |
|-------------------------|----------------|-----------|-----------|---------|---|---|---|---|
| SUNTRUST BKS INC | COM | 867914103 | 1,707,392 | 32,429 | X | | | 1 |
| | | | 2,640,821 | 50,158 | | X | X | 1 |
| | | | 5,265 | 100 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 4,353,478 | 82,687 | | | | |
| SYSCO CORP | COM | 871829107 | 2,177,512 | 85,594 | X | | | 1 |
| | | | 82,680 | 3,250 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 2,260,192 | 88,844 | | | | |
| TARGET CORP | COM | 87612E106 | 438,903 | 15,000 | X | | | 1 |
| | | | 146,593 | 5,010 | | X | X | 1 |
| | | | 7,315 | 250 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 592,811 | 20,260 | | | | |
| TELEFONOS DE MEXICO S A | SPON ADR ORD L | 879403780 | 188,722 | 6,350 | X | | | 1 |
| | | | 26,748 | 900 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 215,470 | 7,250 | | | | |
| TELLABS INC | COM | 879664100 | 179,278 | 30,963 | X | | | 1 |
| | | | 55,729 | 9,625 | | X | X | 1 |
| | | | 4,343 | 750 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 239,350 | 41,338 | | | | |
| TEXAS INSTRS INC | COM | 882508104 | 2,401,010 | 146,671 | X | | | 1 |
| | | | 703,388 | 42,968 | | X | X | 1 |
| | | | 6,548 | 400 | X | | | 2 |
| | | | ----- | ----- | | | | |
| | | | 3,110,946 | 190,039 | | | | |
| 3M CO | COM | 88579Y101 | 1,531,753 | 11,780 | X | | | 1 |
| | | | 4,927,357 | 37,894 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 6,459,110 | 49,674 | | | | |
| TRACTOR SUPPLY CO | COM | 892356106 | 211,328 | 6,400 | X | | | 1 |
| | | | ----- | ----- | | | | |
| | | | 211,328 | 6,400 | | | | |
| TYCO INTL LTD NEW | COM | 902124106 | 217,850 | 16,940 | X | | | 1 |
| | | | 51,492 | 4,004 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 269,342 | 20,944 | | | | |
| UST INC | COM | 902911106 | 364,872 | 13,220 | X | | | 1 |
| | | | 44,160 | 1,600 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 409,032 | 14,820 | | | | |
| UNILEVER N V | N Y SHS NEW | 904784709 | 278,535 | 4,686 | X | | | 1 |
| | | | 204,533 | 3,441 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 483,068 | 8,127 | | | | |
| UNION PAC CORP | COM | 907818108 | 676,060 | 12,292 | X | | | 1 |
| | | | 154,770 | 2,814 | | X | X | 1 |
| | | | ----- | ----- | | | | |
| | | | 830,830 | 15,106 | | | | |

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| | | | | | | | |
|--------------------------|---------------|-----------|---|--|---------------------|--|----------------------|
| UNION PLANTERS CORP | COM | 908068109 | 1,593,544 869,857 ----- 2,463,401 | 60,614 33,087 ----- 93,701 | X X X | | 1 1 1 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 684,349 157,162 ----- 841,511 | 11,844 2,720 ----- 14,564 | X X X | | 1 1 1 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 472,468 ----- 472,468 | 5,154 ----- 5,154 | X X | | 1 1 |
| UNOCAL CORP | COM | 915289102 | 311,643 145,705 ----- 457,348 | 11,845 5,538 ----- 17,383 | X X X | | 1 1 1 |
| UNUMPROVIDENT CORP | COM | 91529Y106 | 409,886 360,278 ----- 770,164 | 41,825 36,763 ----- 78,588 | X X X | | 1 1 1 |
| VI TECHNOLOGIES INC | COM | 917920100 | 11,455 ----- 11,455 | 14,500 ----- 14,500 | X X | | 1 1 |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 6,673,101 2,289,729 7,070 ----- 8,969,900 | 188,772 64,773 200 ----- 253,745 | X X X | | 1 1 2 1 |
| VIACOM INC | CL B | 925524308 | 696,546 288,107 ----- 984,653 | 19,073 7,889 ----- 26,962 | X X X | | 1 1 1 |
| VODAFONE GROUP PLC NEW | SPONSORED ADR | 92857W100 | 6,857,505 1,163,294 ----- 8,020,799 | 376,372 63,847 ----- 440,219 | X X X | | 1 1 1 |
| VULCAN MATLS CO | COM | 929160109 | 447,918 5,866,223 ----- 6,314,141 | 14,817 194,053 ----- 208,870 | X X X | | 1 1 1 |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 1,076,036 683,819 5,111 ----- 1,764,966 | 31,583 20,071 150 ----- 51,804 | X X X | | 1 1 2 1 |
| WAL MART STORES INC | COM | 931142103 | 5,900,626 1,731,195 5,203 ----- 7,637,024 | 113,408 33,273 100 ----- 146,781 | X X X | | 1 1 2 1 |

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| | | | | | | | | |
|----------------------------|-----|-----------|-------------|---------|---|---|---|---|
| WALGREEN CO | COM | 931422109 | 4,270,090 | 144,847 | X | X | X | 1 |
| | | | 3,888,176 | 131,892 | | | | |
| | | | 8,158,266 | 276,739 | | | | |
| WASTE MGMT INC DEL | COM | 94106L109 | 805,605 | 38,036 | X | X | X | 1 |
| | | | 322,571 | 15,230 | | | | |
| | | | 1,128,176 | 53,266 | | | | |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 329,417 | 11,450 | X | X | X | 1 |
| | | | 115,800 | 4,025 | | | | |
| | | | 7,193 | 250 | | | | |
| | | | 452,410 | 15,725 | | | | |
| WAUSAU-MOSINEE PAPER CORP | COM | 943315101 | 289,802 | 28,412 | X | X | X | 1 |
| | | | 53,550 | 5,250 | | | | |
| | | | 343,352 | 33,662 | | | | |
| WELLS FARGO & CO NEW | COM | 949746101 | 9,661,344 | 214,744 | X | X | X | 1 |
| | | | 2,066,392 | 45,930 | | | | |
| | | | 11,727,736 | 260,674 | | | | |
| WEYERHAEUSER CO | COM | 962166104 | 568,611 | 11,888 | X | X | X | 1 |
| | | | 275,170 | 5,753 | | | | |
| | | | 843,781 | 17,641 | | | | |
| WILLIAMS COS INC DEL | COM | 969457100 | 37,556 | 8,200 | X | X | X | 1 |
| | | | 13,740 | 3,000 | | | | |
| | | | 51,296 | 11,200 | | | | |
| WISCONSIN ENERGY CORP | COM | 976657106 | 144,272 | 5,680 | X | X | X | 1 |
| | | | 82,550 | 3,250 | | | | |
| | | | 226,822 | 8,930 | | | | |
| WORTHINGTON INDS INC | COM | 981811102 | 239,197 | 20,050 | X | X | X | 1 |
| | | | 79,931 | 6,700 | | | | |
| | | | 319,128 | 26,750 | | | | |
| WRIGLEY WM JR CO | COM | 982526105 | 312,784 | 5,536 | X | X | X | 1 |
| | | | 175,150 | 3,100 | | | | |
| | | | 487,934 | 8,636 | | | | |
| WYETH | COM | 983024100 | 1,123,216 | 29,699 | X | X | X | 1 |
| | | | 153,171 | 4,050 | | | | |
| | | | 1,276,387 | 33,749 | | | | |
| ZIMMER HLDGS INC | COM | 98956P102 | 839,450 | 17,262 | X | X | X | 1 |
| | | | 537,753 | 11,058 | | | | |
| | | | 1,377,203 | 28,320 | | | | |
| GRAND TOTAL | | | 592,340,995 | | | | | |

