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Return of Private Foundation

2002

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation
 Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2002**, or tax year beginning , **2002**, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of organization AKONADI FOUNDATION		A Employer identification number 94-3329873	
	Number and street (or P O box number if mail is not delivered to street address) 469 NINTH STREET		Room/suite	B Telephone number (see page 10 of the instructions) (510) 663-3867
	City or town, state, and ZIP code OAKLAND, CA 94607		C If exemption application is pending check here <input type="checkbox"/> D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		I Fair market value of all assets at end of year (from Part II, col (c), line 16) 8,860,508		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B	6,992,240			STMT 1
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	9,064	9,064		STMT 2
4	Dividends and interest from securities	125,426	125,426		STMT 3
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10	-61,332			
b	Gross sales price for all assets on line 6a	1,896,920			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	7,065,398	134,490		
13	Compensation of officers, directors, trustees, etc.	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	5,000	NONE	NONE	5,000
c	Other professional fees (attach schedule) STMT 5	3,156			3,156
17	Interest				
18	Taxes (attach schedule) (see page 13 of the instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,109			1,109
22	Printing and publications	60			60
23	Other expenses (attach schedule) STMT 6	29,594	26,971		2,623
24	Total operating and administrative expenses. Add lines 13 through 23	38,919	26,971	NONE	11,948
25	Contributions, gifts, grants paid	577,500			577,500
26	Total expenses and disbursements. Add lines 24 and 25	616,419	26,971	NONE	589,448
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	6,448,979			
b	Net investment income (if negative, enter -0-)		107,519		
c	Adjusted net income (if negative, enter -0-)				

SCANNED MAY 15 2003

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	330	42,881	42,881
	2	Savings and temporary cash investments	312,345	4,795,644	4,795,644
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,433,374	2,176,437	1,826,267
	c	Investments - corporate bonds (attach schedule)	1,198,884	2,098,859	2,195,716
	11	Investments - land, buildings and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land buildings and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	2,944,933	9,113,821	8,860,508	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers directors trustees and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,944,933	9,113,821	
	28	Paid-in or capital surplus or land, bldg and equipment fund			
	29	Retained earnings accumulated income endowment or other funds			
	30	Total net assets or fund balances (see page 16 of the instructions)	2,944,933	9,113,821	
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)	2,944,933	9,113,821		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,944,933
2	Enter amount from Part I, line 27a	2	6,448,979
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	9,393,912
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	280,091
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,113,821

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo day, yr)	(d) Date sold (mo day, yr)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	-146,175	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }						

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 17 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2001	421,070	2,996,071	0.14054072817
2000	11,332	895,510	0.01265424172
1999	NONE	496,563	NONE
1998			
1997			

2 Total of line 1, column (d)	2	0.15319496989
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05106498996
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	4,679,655
5 Multiply line 4 by line 3	5	238,967
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,075
7 Add lines 5 and 6	7	240,042
8 Enter qualifying distributions from Part XII, line 4	8	589,448

If line 8 is equal to or greater than line 7 check the box in Part VI line 1b and complete that part using a 1% tax rate See the Part VI instructions on page 17

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic organizations, tax under section 511, and credits/payments. Total tax due is 4,420.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Includes questions about political influence, political expenditures, and organizational changes. Includes a section for state registration in California.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

		Yes	No
1 a	During the year did the organization (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
1 b			N/A
c	Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2002?		
1 c			X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002?	N/A <input type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," list the years		
b	Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 19 of the instructions)		
2 b			N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3 a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2002 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C Form 4720, to determine if the organization had excess business holdings in 2002)		
3 b			N/A
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		
4 a			X
b	Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2002?		
4 b			X
5 a	During the year did the organization pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
5 b			N/A
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
6 b			X
	If you answered "Yes" to 6b, also file Form 8870		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE STATEMENT 8		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions) If none, enter "NONE"

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ NONE

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u>	
2	
All other program-related investments See page 21 of the instructions	
3 <u>NONE</u>	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 21 of the instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc purposes		
a Average monthly fair market value of securities	1a	4,105,810
b Average of monthly cash balances	1b	645,109
c Fair market value of all other assets (see page 22 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	4,750,919
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	4,750,919
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	71,264
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,679,655
6 Minimum investment return Enter 5% of line 5	6	233,983

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6	1	233,983
2a Tax on investment income for 2002 from Part VI, line 5	2a	1,075
b Income tax for 2002 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,075
3 Distributable amount before adjustments Subtract line 2c from line 1	3	232,908
4a Recoveries of amounts treated as qualifying distributions	4a	NONE
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	NONE
5 Add lines 3 and 4c	5	232,908
6 Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	232,908

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	589,448
b Program-related investments - Total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	589,448
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	1,075
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	588,373

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				232,908
2 Undistributed income if any as of the end of 2001				
a Enter amount for 2001 only			NONE	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2002				
a From 1997				NONE
b From 1998				NONE
c From 1999				NONE
d From 2000				NONE
e From 2001				235,053
f Total of lines 3a through e	235,053			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 589,448				
a Applied to 2001, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2002 distributable amount				232,908
e Remaining amount distributed out of corpus	356,540			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d) the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	591,593			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions		NONE		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount see page 24 of the instructions			NONE	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions)	NONE			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	591,593			
10 Analysis of line 9				
a Excess from 1998				NONE
b Excess from 1999				NONE
c Excess from 2000				NONE
d Excess from 2001				235,053
e Excess from 2002				356,540

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

QUINN DELANEY

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc , Programs

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 9</p>				
Total			▶ 3a	577,500
<p>b <i>Approved for future payment</i></p>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 26 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,064.	
4 Dividends and interest from securities			14	125,426	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-61,332	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				73,158.	
13 Total Add line 12, columns (b), (d), and (e)				73,158	73,158

(See worksheet in line 13 instructions on page 26 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 26 of the instructions)

NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other Transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: M. Dina Delaney, President | Date: 5/8/03 | Title: President

Preparer's Use Only:

Preparer's signature: <u>[Signature]</u>	Date: <u>5/2/03</u>	Check if self-employed: <input type="checkbox"/>	Preparer's SSN or PTIN (See Signature on page 28 of the instructions): <u>P00286106</u>
Firm's name (or yours if self-employed), address, and ZIP code: <u>PRICEWATERHOUSECOOPERS LLP</u> <u>199 FREMONT STREET</u> <u>SAN FRANCISCO, CA 94105</u>	EIN: <u>13-4008324</u>	Phone no: <u>415-498-5000</u>	

Schedule of Contributors

2002

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization

Employer identification number

AKONADI FOUNDATION

94-3329873

Organization type (check one)

Filers of

Section

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note Only a section 501(c)(7) (B) or (10) organization can check box(es) for both the General Rule and a Special Rule - see instructions)

General Rule -

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

If a section 501(c)(7), (8), or (10) organization received contributions or bequests for use exclusively for religious, charitable, etc., purposes (sections 170(c)(4), 2055(a)(3), or 2522(a)(3)) -

List in Part I each contributor whose contributions total more than \$1,000 during the year that were for a religious, charitable, etc., purpose. To determine the \$1,000, aggregate all of a contributor's gifts for the year (regardless of amount). For a noncash contribution, complete Part II.

All section 501(c)(7), (8), or (10) organizations that received any charitable contributions and listed any charitable contributors on Part I must also complete Part III.

If a section 501(c)(7), (8), or (10) organization received charitable gifts, but is not required to list any charitable contributors on Part I, check the box on line A at the top of Schedule B (Form 990 or 990-EZ) and enter the amount of charitable contributions received in the space provided. The organization need not complete and attach Part III.

Specific Instructions

Note You may duplicate Parts I, II, and III if more copies are needed. Number each page of each Part.

Part I In column (a), identify the first contributor listed as no. 1 and the second contributor as no. 2, etc. Number consecutively. Show the contributor's name, address, aggregate contributions for the year, and the type of contribution (e.g., whether an individual, payroll, or noncash contribution). Report payroll contributions by listing the employer's name, address, and total amount given (unless an employee gave enough to be listed individually).

Part II In column (a), show the number that corresponds to the contributor's number in Part I. Describe the noncash contribution fully. Report on property with readily determinable market value (i.e., market quotations for securities) by listing its fair market value (FMV). For marketable securities registered and listed on a recognized securities exchange, measure market value by the average of the highest and lowest quoted selling prices (or the average between the bona fide bid and asked prices) on the contribution date. See Regulations section 20.2031-2 to determine the value of contributed stocks and bonds. When market value cannot be readily determined, use an appraised or estimated value. To determine the amount of a noncash contribution that is subject to an outstanding debt, subtract the debt from the property's fair market value.

Part III Section 501(c)(7), (8), or (10) organizations that received contributions or bequests for use exclusively for religious, charitable, etc., purposes must complete Parts I through III for those persons whose gifts totaled more than \$1,000 during the year. Show also, in the heading of Part III, total gifts that were \$1,000 or less and were for a religious, charitable, etc., purpose. Complete this information only on the first Part III page.

If an amount is set aside for a religious, charitable, etc., purpose, show in column (d) how the amount is held (e.g., whether it is mingled with amounts held for other purposes). If the organization transferred the gift to another organization, show the name and address of the transferee organization in column (e) and explain the relationship between the two organizations.

Name of organization

Employer identification number

AKONADI FOUNDATION

94-3329873

Part I Contributors (See Specific Instructions)

(a) No	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p><u>QUINN DELANEY & WAYNE JORDAN</u></p> <p><u>1 SEA VIEW AVENUE</u></p> <p><u>PIEDMONT, CA 94611</u></p>	<p><u>2,000,000</u></p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
2	<p><u>QUINN DELANEY & WAYNE JORDAN</u></p> <p><u>1 SEA VIEW AVENUE</u></p> <p><u>PIEDMONT, CA 94611</u></p>	<p><u>4,500,000</u></p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
3	<p><u>QUINN DELANEY & WAYNE JORDAN</u></p> <p><u>1 SEA VIEW AVENUE</u></p> <p><u>PIEDMONT, CA 94611</u></p>	<p><u>492,240</u></p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input checked="" type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
	<p>_____</p> <p>_____</p> <p>_____</p>	<p>_____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
	<p>_____</p> <p>_____</p> <p>_____</p>	<p>_____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
	<p>_____</p> <p>_____</p> <p>_____</p>	<p>_____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>

Name of organization

Employer identification number

AKONADI FOUNDATION

94-3329873

Part II Noncash Property (See Specific Instructions)

(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	1,600 SHS ALCOA, 1,100 SHS AIG, 2,000 SHS ANHEUSER-BUSCH, 2,500 SHS COLGATE, 850 SH HSHLD INTL 1,500 SHS HOME DEPOT INC	492,240.	04/29/2002

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					15,352.	
		BANK OF AMERICA--SEE STMT A					VAR	VAR
1,022,088		1,183,615				-161,527		
TOTAL GAIN(LOSS)	----- -146,175 =====		

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
QUINN DELANEY & WAYNE JORDAN 1 SEA VIEW AVENUE PIEDMONT, CA 94611	01/10/2002	2,000,000.
QUINN DELANEY & WAYNE JORDAN 1 SEA VIEW AVENUE PIEDMONT, CA 94611	12/23/2002	4,500,000.
QUINN DELANEY & WAYNE JORDAN 1 SEA VIEW AVENUE PIEDMONT, CA 94611	04/29/2002	492,240.

TOTAL CONTRIBUTION AMOUNTS 6,992,240.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST MONEY MARKET	9,064.	9,064.
TOTAL	9,064.	9,064.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST ACCT. 66-01-100-0	125,426.	125,426.
TOTAL	125,426.	125,426.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICewaterhouseCOOPERS LLP	5,000.			5,000.
TOTALS	5,000.	NONE	NONE	5,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	3,156.	3,156.
TOTALS	3,156.	3,156.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK OF AMERICA INVESTMENT FEE	26,971.	26,971.	
OTHER PROFESSIONAL DUES/FEES	2,400.		2,400.
BANK CHARGES	111.		111.
CA ATTORNEY GENERAL FEE	25.		25.
FTB FILING FEE	10.		10.
OFFICE SUPPLIES	62.		62.
MISCELLANEOUS EXPENSE	15.		15.
TOTALS	29,594.	26,971.	2,623.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
UNREALIZED GAIN ON SECURITIES	280,091.
TOTAL	----- 280,091. =====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
QUINN DELANEY AKONADI FOUNDATION 469 NINTH STREET OAKLAND, CA 94607	PRESIDENT 35 HRS/WK	NONE	NONE	NONE
WAYNE JORDAN AKONADI FOUNDATION 469 NINTH STREET OAKLAND, CA 94607	SECRETARY 5 HRS/WK	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR THIRD WORLD ORGANIZING 1218 EAST 21RD ST OAKLAND, CA 94606	NONE 501(C)(3)	CHARITABLE	25,000
CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U LUM PLACE SAN FRANCISCO, CA 94108	NONE 501(C)(3)	CHARITABLE	15,000
INSTITUTE FOR MULTIRACIAL JUSTICE 522 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE 501(C)(3)	CHARITABLE	15,000
INTERNATIONAL HUMAN RIGHTS LAW GROUP 1200 18TH STREET NW #602 WASHINGTON D C 20036	NONE 501(C)(3)	CHARITABLE	35,000
JUSTICE MATTERS INSTITUTE 1375 SUTTER STREET, SUITE 110 SAN FRANCISCO, CA 94109	NONE 501(C)(3)	CHARITABLE	25,000
LA RAZA CENTRO LEGAL 474 VALENCIA STREET SAN FRANCISCO, CA 94103	NONE 501(C)(3)	CHARITABLE	10,000
LAWYERS' COMMITTEE FOR CIVIL RIGHTS 131 STURTT STREET, SUITE 400 SAN FRANCISCO, CA 94103	NONE 501(C)(3)	CHARITABLE	30,000
LEADERSHIP EXCELLENCE 1629 TELEGRAPH AVE 5TH FLOOR OAKLAND, CA 94612	NONE 501(C)(3)	CHARITABLE	25,000
OYATE 2702 MATHEWS STREET BERKELEY, CA 94702	NONE 501(C)(3)	CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEOPLE UNITED FOR A BETTER OAKLAND 1920 PARK BLVD OAKLAND, CA 94606	NONE 501(C) (3)	CHARITABLE	30,000
WILDFLOWERS INSTITUTE 354 PINE STREET, 7TH FLOOR SAN FRANCISCO, CA 94104	NONE 501(C) (3)	CHARITABLE	25,000
ASIAN PACIFIC ENVIRONMENTAL NETWORK 310 8TH STREET, SUITE 309 OAKLAND, CA 94607	NONE 501(C) (3)	CHARITABLE	25,000
BLACK DOT ARTISTS, INC 2364 E 15TH STREET OAKLAND, CA 94601	NONE 501(C) (3)	CHARITABLE	15,000
APPLIED RESEARCH CENTER 3781 BROADWAY AVE OAKLAND, CA 94611	NONE 501(C) (3)	CHARITABLE	40,000
THE IMPACT FUND 125 UNIVERSITY AVENUE BERKELEY, CA 94710	NONE 501(C) (3)	CHARITABLE	2,500
CENTER FOR SOCIAL JUSTICE, UC BERKELEY UNIVERSITY OF CALIFORNIA BERKELEY, CA 94720-7200	NONE 501(C) (3)	CHARITABLE	15,000
DEVELOPMENT LEADERSHIP NETWORK 685 CENTRE ST BOSTON, MA 02130	NONE 501(C) (3)	CHARITABLE	15,000
CENTER FOR HUMAN RIGHTS EDUCATION/INCITE 123 FELIX ST #4 SANTA CRUZ, CA 95060	NONE 501(C) (3)	CHARITABLE	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INDEPENDENT MEDIA INSTITUTE 77 FEDERAL ST , 2ND FLOOR SAN FRANCISCO, CA 94103	NONE 501(C) (3)	CHARITABLE	30,000
INTERNATIONAL INDIAN TREATY COUNCIL 2390 MISSION STREET #301 SAN FRANCISCO, CA 94110	NONE 501(C) (3)	CHARITABLE	25,000
FILIPINOS FOR AFFIRMATIVE ACTION/NNIRR 310 8TH ST SUITE 303 OAKLAND, CA 94607	NONE 501(C) (3)	CHARITABLE	15,000
PEOPLE'S INSTITUTE FOR SURVIVAL AND BEYOND P O BOX 9334 BERKELEY, CA 94709	NONE 501(C) (3)	CHARITABLE	15,000
PROJECT CHANGE PRESERVATION PARK, 678 13TH ST #100 OAKLAND, CA 94612	NONE 501(C) (3)	CHARITABLE	30,000
ROBERT MAYNARD INSTITUTE FOR JOURNALISM 409 13TH STREET, 9TH FLOOR OAKLAND, CA 94612	NONE 501(C) (3)	CHARITABLE	20,000
WOMEN OF COLOR RESOURCE CENTER 2288 FULTON STREET #103 BERKELEY, CA 94704	NONE 501(C) (3)	CHARITABLE	30,000
FILM ARTS FOUNDATION 145 9TH STREET #101 SAN FRANCISCO, CA 94103	NONE 501(C) (3)	CHARITABLE	15,000
SPEAK OUT-INSTITUTE FOR DEMOCRATIC ED AND CULTURE P O BOX 99096 EMERYVILLE, CA 94662	NONE 501(C) (3)	CHARITABLE	10,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

CAPITOL AREA INDIAN RESOURCES
2701 COTTAGE WAY #9
SACRAMENTO, CA 95825-1223

NONE
501(C) (3)

CHARITABLE

15,000

TOTAL CONTRIBUTIONS PAID

577,500

Capital Gains and Losses

2002

▶ Attach to Form 1041 (or Form 5227) See the separate instructions for Form 1041 (or Form 5227)

Name of estate or trust

Employer identification number

AKONADI FOUNDATION

94-3329873

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see page 31)	(f) Gain or (Loss) (col (d) less col (e))
1					
SEE STATEMENT 1			1,022,088.	1,193,615	-161,527
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2001 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss) Combine lines 1 through 4 in column (f) Enter here and on line 14 below					5 -161,527

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see page 31)	(f) Gain or (Loss) (col (d) less col (e))	(g) 28% Rate Gain or (Loss) *(see instr below)
6 LONG-TERM CAPITAL GAIN DIVIDENDS					15,352	
SEE STATEMENT 2			874,831	789,988	84,843	NONE
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8	
9 Capital gain distributions					9	
10 Gain from Form 4797, Part I					10	
11 Long-term capital loss carryover Enter in both columns (f) and (g) the amount, if any, from line 14, of the 2001 Capital Loss Carryover Worksheet					11 () ()	
12 Combine lines 6 through 11 in column (g)					12	
13 Net long-term gain or (loss). Combine lines 6 through 11 in column (f) Enter here and on line 15 below					13 100,195	

*28% rate gain or loss includes all "collectibles gains and losses" (as defined on page 31 of the instructions) and up to 50% of the eligible gain on qualified small business stock (see page 30 of the instructions)

Part III Summary of Parts I and II

	(1) Beneficiaries (see page 32)	(2) Estate s or trust's	(3) Total
14 Net short-term gain or (loss) (from line 5 above)	14		-161,527
15 Net long-term gain or (loss)			
a Total for year (from line 13 above)	15a		100,195
b 28% rate gain or (loss) (from line 12 above)	15b		
c Qualified 5 - year gain	15c		
d Unrecaptured section 1250 gain (see line 17 of the worksheet on page 33)	15d		
16 Total net gain or (loss) Combine lines 14 and 15a	16		-61,332

Note If line 16, column (3), is a net gain, enter the gain on Form 1041 line 4. If lines 15a and 16, column (2), are net gains go to Part V and do not complete Part IV. If line 16, column (3), is a net loss complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation

17 Enter here and enter as a (loss) on Form 1041, line 4, the smaller of
 a The loss on line 16, column (3) or
 b \$3,000

	17 (3,000)
--	-------------

If the loss on line 16 column (3) is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 34 of the instructions to determine your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates (Complete this part only if both lines 15a and 16 in column (2) are gains, and Form 1041, line 22 is more than zero)

Note If line 15b, column (2) or line 15d, column (2) is more than zero complete the worksheet on page 35 of the instructions to figure the amount to enter on lines 20 and 38 below and skip all other lines below. Otherwise, go to line 18

18 Enter taxable income from Form 1041, line 22	18	
19 Enter the smaller of line 15a or 16 in column (2)	19	
20 If the estate or trust is filing Form 4952, enter the amount from line 4e, otherwise, enter -0- ▶	20	
21 Subtract line 20 from line 19. If zero or less, enter -0-	21	
22 Subtract line 21 from line 18. If zero or less, enter -0-	22	
23 Figure the tax on the amount on line 22. Use the 2002 Tax Rate Schedule on page 21 of the instructions		23
24 Enter the smaller of the amount on line 18 or \$1,850	24	
If line 24 is greater than line 22, go to line 25. Otherwise, skip lines 25 through 31 and go to line 32.		
25 Enter the amount from line 22	25	
26 Subtract line 25 from line 24. If zero or less, enter -0- and go to line 32.	26	
27 Enter the estate's or trust's allocable portion of qualified 5-year gain, if any, from line 15c, column (2)	27	
28 Enter the smaller of line 26 or line 27	28	
29 Multiply line 28 by 8% (.08)		29
30 Subtract line 28 from line 26	30	
31 Multiply line 30 by 10% (.10)		31
If the amounts on lines 21 and 26 are the same, skip lines 32 through 35 and go to line 36.		
32 Enter the smaller of line 18 or line 21	32	
33 Enter the amount, if any, from line 26	33	
34 Subtract line 33 from line 32	34	
35 Multiply line 34 by 20% (.20)		35
36 Add lines 23, 29, 31, and 35		36
37 Figure the tax on the amount on line 18. Use the 2002 Tax Rate Schedule on page 21 of the instructions		37
38 Tax on all taxable income (including capital gains). Enter the smaller of line 36 or line 37 here and on line 1a of Schedule G, Form 1041		38

AKONADI FOUNDATION
 Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
BANK OF AMERICA--SEE STMT A	VAR	VAR	1,022,088.	1,183,615.	-161,527.
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,022,088.	1,183,615.	-161,527.
Totals			1,022,088.	1,183,615.	-161,527.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

20% MAX RATE CAPITAL GAIN DIVIDENDS

BANK OF AMERICA ACC#157737

15,352.

TOTAL 20% MAX RATE CAPITAL GAIN DIVIDENDS

15,352.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

15,352.

=====

BANK 66 CALIFORNIA
 REGION 01 PRIVATE BANK NORTH
 OFFICE 100 SAN FRANCISCO

GAIN/LOSS DETAIL REPORT INTERNAL USE ONLY
 ACCOUNT 0157537 IM AKHMADI FOUNDATION
 FROM: 03/01/02 TO 12/31/02

REPORT TMS-TX-21
 PAGE: 1
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TAX CDE	EFFECT DATE	HISTORY DATE	PRIME SEQ#	ACQUIRED DATE	TRADE DATE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION			
									SHORT	5YR LONG	LONG	
ASSET 00184A105 AOL TIME WARNER INC												
COM												
830	05/10/02	05/15/02	00001	03/16/00	05/10/02	200 000	3,449 90	12,385 00-	00	00	8 935 10-	
830	05/10/02	05/15/02	00001	10/31/00	05/10/02	100 000	1,724 95	4,775 00-	00	00	3,050 05-	
830	05/10/02	05/15/02	00001	02/27/01	05/10/02	150 000	2,587 42	6 906 00-	00	00	4,318 58-	
830	05/10/02	05/15/02	00001	03/01/01	05/10/02	50 000	862.47	2,130 00-	00	00	1,267 53-	
830	06/06/02	06/11/02	00001	03/01/01	06/06/02	25 000	416 99	1,065.00-	00	00	648 01-	
830	06/06/02	06/11/02	00001	03/09/01	06/06/02	75 000	1,250 95	3,191 25-	00	00	1,940 30-	
830	06/23/02	08/28/02	00001	02/13/02	08/23/02	100 000	1,281 96	2 795.00-	1,513 04-	00	00	
830	10/16/02	10/21/02	00002	02/13/02	10/16/02	400 000	4,791 85	11,180 00-	6,388 15-	00	00	
830	10/16/02	10/21/02	00002	04/30/02	10/16/02	200 000	2,395 93	3,776 00-	1,380 07-	00	00	
						1,300 000	18,762 42	48 203 25-	9 281 26-	00	20,159 57-	
ASSET 013817101 ALCOA INC												
COM												
830	04/30/02	05/03/02	00003	04/19/99	04/30/02	1 600 000	54,334 36	44,972 12-	00	9 362 24	00	
ASSET 026874107 AMERICAN INTL GROUP INC												
COM												
830	02/13/02	02/19/02	00002	03/09/01	02/13/02	175 000	13,263 05	14 334 25	1,071.20	00	00	
830	07/13/02	02/19/02	00002	02/27/01	02/13/02	75 000	5,684 16	6,116 25-	432 09	00	00	
830	04/30/02	05/03/02	00004	02/27/01	04/30/02	250 000	17 376 98	20 387 50-	00	00	3,010 52-	
830	04/30/02	05/03/02	00004	03/19/01	04/30/02	150 000	10 426 18	11,545 50-	00	00	1,119 32-	
830	04/30/02	05/03/02	00004	12/13/95	04/30/02	500 000	34,753 95	10,950 59-	00	23 803 36	00	
830	10/16/02	10/21/02	00003	12/13/95	10/16/02	50 000	3,115 40	1,095 06-	00	2,020 34	00	
						1,200 000	84 619 72	64 429 15-	1,503 29-	25 823 70	4,129 84-	
ASSET 031162100 AMGEN INC												
COM												
830	10/16/02	10/21/02	00004	02/27/01	10/16/02	50 000	2 500 92	3 631 19-	00	00	1 130 27-	
ASSET 015229103 AMHEUSER BUSCH COS INC												
COM												
830	02/13/02	02/19/02	00003	03/19/01	02/13/02	225 000	10,799 83	9 938 25-	861 58	00	00	
830	02/13/02	02/19/02	00003	02/27/01	02/13/02	125 000	5,999 91	5 431 25-	568 66	00	00	
830	04/30/02	05/03/02	00006	02/27/01	04/30/02	300 000	15 821 52	13,035 00-	00	00	2 786 52	
830	04/30/02	05/03/02	00006	03/06/01	04/30/02	200 000	10 547 68	8 370 00-	00	00	2 177 68	
830	04/30/02	05/03/02	00006	01/17/96	04/30/02	1,400 000	73,833 78	23 926 39-	00	49,907 39	00	
						2 250 000	117 002 72	60,700 89-	1,430 24	49 907 39	4 964 20	
ASSET 053015103 AUTOMATIC DATA PROCESSING INC												
COM												
830	02/13/02	02/19/02	00004	02/27/01	02/13/02	100 000	5,424 91	5,765 00-	340 09-	00	00	

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TAX CUE	EFFECT DATE	HISTORY DATE	PRIME SEQ#	ACQUIRED DATE	TRADE DATE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION			
									SHORT	SYR LONG	LONG	
ASSET 951015103 AUTOMATIC DATA PROCESSING INC (CONT D)												
830	06/06/02	06/11/02	00002	02/27/01	06/06/02	50 000	2,617 42	1,882 50-	.00	00	265 00-	
						150 000	8,042 33	8,647 50-	340 09-	00	265 00-	
ASSET 064057102 BANK NEW YORK INC												
830	02/13/02	02/19/02	00005	10/31/00	02/13/02	300 000	11,594 82	17,115 00-	00	00	5,520 18-	
830	02/13/02	02/19/02	00005	02/27/01	02/13/02	275 000	10,628 59	14,231 25-	3,602 66-	00	00	
830	02/13/02	02/19/02	00005	03/06/01	02/13/02	275 000	10,628 59	13 876 50-	3,247 91-	00	00	
						850 000	32,851 00	45,222 75-	6,850 57-	00	5 520 18-	
ASSET 067774109 BARNES & NOBLE INC												
830	02/13/02	02/19/02	00006	02/27/01	02/13/02	350 000	11,024 83	9,516 50-	1,508 33	00	00	
830	02/13/02	02/19/02	00006	03/01/01	02/13/02	200 000	6,299 90	5,390 00-	909 90	00	.00	
830	02/13/02	02/19/02	00006	03/09/01	02/13/02	150 000	4,724 93	3,696 00-	1,028 93	00	00	
						700 000	22 049 66	18,602.50-	3 467 16	00	00	
ASSET 097023105 BOOKING CO												
830	08/14/02	08/19/02	00001	02/13/02	08/14/02	450 000	15,631 58	19,849 50-	4,217 92-	00	00	
ASSET 125896100 CMS ENERGY CORP												
830	04/30/02	05/03/02	00009	10/19/99	04/30/02	400 000	7,879 76	13,970 00-	00	00	6,090 24-	
ASSET 171779101 CIENA CORP												
830	02/13/02	02/19/02	00009	03/16/00	02/13/02	250 000	2,522 46	16,408 12-	00	00	13 965 66-	
ASSET 172758102 CISCO SYS INC												
830	08/23/02	08/28/02	00003	02/27/01	08/23/02	50 000	717 47	1 295 25-	00	00	577 78	
830	10/16/02	10/21/02	00005	02/27/01	10/16/02	300 000	2 371 41	7,771 50-	00	00	4 800 09-	
830	10/16/02	10/21/02	00005	03/01/01	10/16/02	200 000	1,980 94	4,649 76-	00	00	2 668 82-	
830	10/16/02	10/21/02	00005	03/09/01	10/16/02	150 000	1 485 70	3,079 50-	00	00	1 593 80-	
830	10/16/02	10/21/02	00005	02/13/02	10/16/02	100 000	990 47	1,749 00	758 51-	00	00	
830	10/16/02	10/21/02	00005	06/06/02	10/16/02	200 000	1 980 94	3,114 00	1,133 06-	00	00	
830	10/16/02	10/21/02	00005	04/04/97	10/16/02	600 000	5 942 82	3 358 33-	00	2 584 43	00	
830	10/16/02	10/21/02	00005	04/04/97	10/16/02	100 000	990 47	559 72-	00	430 75	00	
						1 700 000	17 060 22	25,577 06-	1 891 59	3,015 24	9 640 49-	
ASSET 172967101 CITIGROUP INC												
830	06/06/02	06/11/02	00004	02/27/01	06/06/02	300 000	12 434 62	15 015 00	00	00	2 580 38-	

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TAX CDE	EFFECT DATE	HISTORY DATE	PRIME SNO#	ACQUIRED DATE	TRADE DATE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION			
									SHORT	5YR LONG	FEDERAL LONG	
ASSET 186502102 CLEAR CHANNEL COMMUNICATIONS COM												
830	02/13/02	02/19/02	00011	03/16/00	02/13/02	200 000	10,013 84	13,060 00-	00	00	3,046 16-	
830	06/06/02	06/11/02	00005	02/27/01	06/06/02	50 000	2,557 42	2,852 50-	00	00	295 08-	
						250 000	12,571 26	15 912 50	00	00	3,341.24-	
ASSET 191216100 COCA COLA CO COM												
830	02/13/02	02/19/02	00012	02/27/01	02/13/02	200 000	9 125 86	10,506 00-	1 380 14-	00	00	
ASSET 198162103 COKGATE PALMOOLIVE CO COM												
830	04/30/02	05/03/02	00013	04/08/96	04/30/02	2 500 000	133,193 98	48 812 50-	00	84,381 48	00	
ASSET 200100200 COMCAST CORP CL A SPL												
830	06/06/02	06/11/02	00007	02/13/02	06/06/02	50 000	1,278 96	1 676 34-	397.38-	00	00	
830	07/15/02	07/18/02	00001	02/13/02	07/15/02	750 000	17,637 44	25 145 10-	7 507 66-	00	00	
830	07/15/02	07/18/02	00001	04/30/02	07/15/02	150 000	3 527 89	3 388 35-	460 86-	00	00	
						950 000	22,443 89	30,809 79-	8,365 90-	00	00	
ASSET 205862402 CONVERSE TECHNOLOGY INC COM PAR \$0 10												
830	02/13/02	02/19/02	00014	02/27/01	02/13/02	100 000	1,784 97	8,106 13-	6,321 16-	00	00	
830	02/13/02	02/19/02	00014	03/01/01	02/13/02	50 000	892 49	3,649 94-	2,757 45-	00	00	
830	02/13/02	02/19/02	00014	03/14/01	02/13/02	50 000	892 48	3,332 75-	2 340 27-	00	00	
						200 000	3 569 94	14 988 82-	11,418 88-	00	00	
ASSET 206197105 CONCORD EPS INC COM												
830	04/30/02	05/03/02	00015	02/13/02	04/30/02	350 000	11,406 15	10,328 50-	1 077 65	00	00	
830	06/06/02	06/11/02	00008	02/13/02	06/06/02	50 000	1 547 45	1,475 50-	71 95	00	00	
830	08/14/02	08/19/02	00002	02/13/02	08/14/02	600 000	13 264 00	17,706 00-	6 442 00-	00	00	
						1 000 000	24,117 60	29,510 00-	5,292 40	.00	00	
ASSET 247025109 DELL COMPUTER CORP COM												
830	06/06/02	06/11/02	00009	02/13/02	06/06/02	100 000	2,642 92	2,734 00-	91 08-	00	00	
830	08/23/02	08/28/02	00005	02/13/02	08/23/02	100 000	2,779 91	2 734 06-	45 91	00	00	
						200 000	5 422 83	5 468 00-	45 17	00	00	
ASSET 247361108 DELTA AIR LINES INC DEL COM												
830	04/30/02	05/03/02	00017	02/27/01	04/30/02	200 000	5,565 83	8 588 00-	00	00	3 022 17-	
830	04/30/02	05/03/02	00017	03/01/01	04/30/02	100 000	2,782 92	4 131 00-	00	00	1 348 08-	

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 RISE DATE: 04/24/03

TAX CDR	EFFECT DATE	HISTORY DATE	PRIME SEQ#	ACQUIRED DATE	TRADE DATE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION			
									SHORT	5YR LONG	FEDERAL LONG	
ASSET 247361108 DELTA AIR LINES INC DEL (CONT D)												
830	04/30/02	05/03/02	00017	03/14/01	04/30/02	100 000	2,782.91	3,905 00-	00	00	1,122.09-	
						400 000	11,131 66	16,624 00-	00	00	5,492 34-	
ASSET 254607106 DISNEY WALT CO COM DISNEY												
830	02/13/02	02/19/02	00017	10/31/00	02/13/02	300 000	6,903 89	10,365 00-	00	00	3,381 11-	
ASSET 268648102 EMC CORP COM												
830	05/10/02	05/15/02	00002	02/13/02	05/10/02	1,000 000	7,479 77	14,370 00-	6,890 23-	00	.00	
ASSET 283361109 EL PASO CORP COM												
830	05/10/02	05/15/02	00003	02/13/02	05/10/02	700 000	24,459 50	26 600 00-	2,140 50-	00	.00	
ASSET 302571104 PPL GROUP INC COM												
830	04/30/02	05/03/02	00018	02/27/01	04/30/02	125 000	7,913 51	8 063 75-	00	00	150 24-	
830	04/30/02	05/03/02	00018	03/19/01	04/30/02	125 000	7 913 51	7,878 75-	00	00	84 74	
						250 000	15,827 02	15,892 50-	00	00	65 40	
ASSET 3133H0M01 FEDERAL HOME LN BKS CONS BD HBR SC02 DTD 06/24/97 & 3904 DUE 05/24/02												
829	06/24/02	06/24/02	00002	10/31/00	06/24/02	50,000 000	50,000 00	49 921 50-	00	00	78 50	
ASSET 3133H1A05 FEDERAL HOME LN BKS CONS BD DTD 08/08/97 & 1454 DUE 08/08/02												
829	08/08/02	08/08/02	00002	10/31/00	08/08/02	75,000 000	75,000 00	75 000 00-	00	00	00	
ASSET 368710406 GENENTECH INC COM NEW												
830	02/13/02	02/19/02	00022	10/31/00	02/13/02	25 000	1 226 48	2,021 56	00	00	795 08-	
830	06/06/02	06/11/02	00011	10/31/00	06/06/02	50 000	1,687 94	4,043 13-	00	00	2 355 19-	
830	07/10/02	07/15/02	00006	10/31/00	07/10/02	25 000	639 48	2,021 56-	00	00	1,382 08-	
830	07/10/02	07/15/02	00006	10/31/00	07/10/02	100 000	1,557 92	7 680 00-	00	00	5 122 08-	
830	07/10/02	07/15/02	00006	02/27/01	07/10/02	50 000	1,278 96	2,780 00-	00	00	1,511 04-	
830	07/10/02	07/15/02	00006	03/01/01	07/10/02	75 000	1,918 44	3,503 75-	00	00	1 905 31-	
830	07/10/02	07/15/02	00006	04/30/02	07/10/02	150 000	3 836 89	5,278 50-	1,441 61-	00	00	
						475 000	13,146 11	27 738 50-	1,441 61	00	13 150 78-	
ASSET 369604103 GENERAL ELEC CO COM												
830	06/06/02	06/11/02	00012	10/31/00	06/06/02	100 000	2,945 91	5,417 50-	00	00	2 471 59-	

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TAX CODE	EFFECT DATE	HISTORY DATE	PRIME SEQ#	ACQUIRED DATE	TRADE DATE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION			
									SHORT	FEDERAL SYR LONG	LONG	
ASSET 369604103 GENERAL ELEC CO (CONT'D)												
830	06/06/02	06/11/02	00012	02/27/01	06/06/02	50 000	1,472 95	2,376 30-	.00	00	903 55-	
						150 000	4,418 86	7,794 00-	00	00	3,375 14-	
ASSET 428216103 HENWLETT PACKARD CO COM												
830	02/13/02	02/19/02	00024	01/16/96	02/13/02	700 000	14,608 77	18,490 20-	00	4,118 57	00	
830	02/13/02	02/19/02	00024	01/16/96	02/13/02	100 000	2,086 97	1,498 58-	00	588 33	00	
						800 000	16,695 74	11,988 78-	00	4,706 96	00	
ASSET 437076102 HOME DEPOT INC COM												
830	02/13/02	02/19/02	00025	02/27/01	02/13/02	400 000	20,447 69	17,820 00-	2,627 69	00	00	00
830	04/30/02	05/03/02	00022	10/02/98	04/30/02	500 000	23,079 30	12,134 60-	00	00	10,942 70	
830	04/30/02	05/03/02	00022	02/27/01	04/30/02	100 000	4,615 86	4,455 00-	00	00	160 86	
830	04/30/02	05/03/02	00022	03/01/01	04/30/02	250 000	11,539 65	10,612 50-	00	00	927 15	
830	04/30/02	05/03/02	00022	03/19/01	04/30/02	250 000	11,539 66	10,500 00-	00	00	1,039 66	
830	04/30/02	05/03/02	00022	10/08/98	04/30/02	200 000	9,231 72	4,571 67-	00	00	4,660 05	
830	07/10/02	07/15/02	00007	10/08/98	07/10/02	100 000	3,498 55	2,285 83-	00	00	1,212 72	
						1,800 000	83,952 43	62,381 60-	2,627 69	00	18,943 14	
ASSET 438516106 HOMERWELL INTL INC COM												
830	06/06/02	06/11/02	00013	02/27/01	06/06/02	100 000	3,679 88	4,655 00-	00	00	975 12-	
ASSET 441815107 HOUSEHOLD INTL INC COM												
830	04/30/02	05/03/02	00024	10/09/98	04/30/02	450 000	26,270 20	12,523 50-	00	00	13,746 70	
830	10/16/02	10/21/02	00010	10/09/98	10/16/02	400 000	11,151 66	11,132 00-	00	00	19 66	
						850 000	37,421 86	23,655 50-	00	00	13,766 36	
ASSET 450140100 INTFL CORP COM												
830	06/06/02	06/11/02	00014	02/13/02	06/06/02	50 000	1,355 45	1,665 10-	309 73-	00	00	
830	08/23/02	08/28/02	00008	02/13/02	08/23/02	100 000	1,807 94	3,330 36-	1,522 42-	00	00	
						150 000	2,163 39	4,995 54-	1,832 15-	00	00	
ASSET 459200101 INTERNATIONAL BUSINESS MACHS COM												
830	05/10/02	05/15/02	00006	02/13/02	05/10/02	100 000	7,844 76	10,755 00-	2,810 24-	00	00	
830	05/10/02	05/15/02	00006	04/30/02	05/10/02	50 000	1,972 38	4,240 00-	267 62-	00	00	

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TAX CDE	EFFECT DATE	HISTORY DATE	PRIME SEQ#	ACQUIRED DATE	TRADE DATE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION			
									SHORT	5YR LONG	LONG	
ASSET 459200101 INTERNATIONAL BUSINESS MACHS (CONT'D)												
830	07/10/02	07/15/02	00010	06/30/02	07/10/02	50 000	3,500 89	4,240 00-	739 11-	00	00	00
						200 000	15,418 03	19,235 00-	3,816 97-	00	00	00
ASSET 46612J101 JDS UNIPHASE CORP COM												
830	02/13/02	02/19/02	00028	02/27/01	02/13/02	400 000	2,611 96	12 737 00-	10 125 04-	00	00	00
830	02/13/02	02/19/02	00028	03/09/01	02/13/02	200 000	1,305 98	5,356 00-	4,050 02-	00	00	00
830	02/13/02	02/19/02	00028	03/01/01	02/13/02	200 000	1,305 98	5,331 00-	4,025 02-	00	00	00
						800 000	5,223 92	23,424 00-	18,200 08-	00	00	00
ASSET 478160104 JOHNSON & JOHNSON COM												
830	04/30/02	05/01/02	00027	02/13/02	04/30/02	50 000	3,282 40	2 922 00-	280 40	00	00	00
830	08/23/02	08/28/02	00010	02/13/02	08/23/02	50 000	2,755 91	2 922 00-	166 09-	00	00	00
						100 000	5,958 31	5,844 00-	114 31	00	00	00
ASSET 478366107 JOHNSON CTLS INC COM												
830	02/13/02	02/19/02	00030	02/27/01	02/13/02	125 000	10 643 59	8,537 50-	2,106 09	00	00	00
830	02/13/02	02/19/02	00030	03/14/01	02/13/02	125 000	10,643 59	7,977 50-	2,666 09	00	00	00
						250 000	21,287 18	16,515 00-	4 772 18	00	00	00
ASSET 518439104 LADDER ESTER COS INC CL A												
830	02/13/02	02/19/02	00031	02/27/01	02/13/02	225 000	6,851 14	8,790 75-	1 939 61-	00	00	00
830	02/13/02	02/19/02	00031	03/01/01	02/13/02	100 000	3,044 96	3,830 00-	785 04	00	00	00
830	02/13/02	02/19/02	00031	03/19/01	02/13/02	125 000	3,806 19	4,565 00-	758 81-	00	00	00
						450 000	13 702 29	17 185 75-	3 483 46-	00	00	00
ASSET 532457108 LILLY WLI & CO COM												
830	02/13/02	02/19/02	00032	10/31/00	02/13/02	150 000	11,372 83	13,170 00-	00	00	1 797 17-	00
830	02/13/02	02/19/02	00032	02/27/01	02/13/02	25 000	1,495 47	1,923 75-	28 28-	00	00	00
830	08/23/02	08/28/02	00011	02/27/01	08/23/02	50 000	3 012 40	3,847 50-	00	00	835 10	00
						225 000	16,280 70	18 941 25-	28 28-	00	2 632 27-	00
ASSET 539830109 LOCKHEED MARTIN CORP COM												
830	06/06/02	06/11/02	00016	04/30/02	06/06/02	50 000	3 192 40	3,142 00-	50 40	00	00	00

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									SHORT	FEDERAL	LONG	
ASSET 571748102 MARSH & MCLELLAN COS INC COM												
830	02/13/02	02/19/02	00034	02/27/01	02/13/02	200.000	21,399.68	21,229.00-	179.68	00	00	00
830	02/13/02	02/19/02	00034	03/06/01	02/13/02	200.000	21,399.67	20,044.00-	1,355.67	00	00	00
						400.000	42,799.35	41,264.00-	1,535.35	00	00	00
ASSET 582834107 HEAD CORP COM												
870	01/29/02	02/07/02	00001	02/27/01	01/29/02	300.000	360.00	300.58-	59.41	00	00	00
870	01/29/02	02/07/02	00001	03/14/01	01/29/02	375.000	450.00	346.27-	103.73	00	00	00
						675.000	810.00	646.86-	163.14	00	00	00
ASSET 583334107 HEADWESTVACO CORP COM												
830	02/13/02	02/19/02	00036	02/27/01	02/13/02	300.000	18,330.84	8,039.41-	2,091.43	00	00	00
830	02/13/02	02/19/02	00036	03/14/01	02/13/02	375.000	12,663.56	9,261.23-	3,402.33	00	00	00
						675.000	22,794.40	17,300.64	5,493.76	00	00	00
ASSET 585055106 MEDTRONIC INC COM												
830	08/23/02	08/28/02	00013	02/13/02	08/23/02	100.000	4,196.87	4,808.00-	611.13-	00	00	00
ASSET 589321107 MERCK & CO INC COM												
830	02/13/02	02/19/02	00038	10/31/00	02/13/02	75.000	4,491.68	6,655.21-	00	00	2,163.53-	00
830	02/13/02	02/19/02	00038	02/27/01	02/13/02	100.000	5,988.91	7,805.00-	1,816.09-	00	00	00
830	02/13/02	02/19/02	00038	10/19/99	02/13/02	25.000	1,497.23	1,863.75-	00	00	366.52-	00
830	07/15/02	07/18/02	00002	10/19/99	07/15/02	175.000	7,866.01	13,046.25-	00	00	5,180.24-	00
830	07/15/02	07/18/02	00002	03/14/01	07/15/02	125.000	5,628.58	8,935.00-	00	00	3,316.42-	00
830	07/15/02	07/18/02	00002	04/30/02	07/15/02	100.000	4,494.87	5,465.00-	970.13-	00	00	00
						600.000	29,957.28	43,770.31-	2,786.22-	00	11,026.81-	00
ASSET 590188108 MERRILL LYNCH & CO INC COM												
830	02/13/02	02/19/02	00039	02/27/01	02/13/02	225.000	10,955.08	14,118.75-	3,163.67-	00	00	00
830	02/13/02	02/19/02	00039	03/01/01	02/13/02	100.000	4,868.91	5,905.00-	1,036.07-	00	00	00
830	02/13/02	02/19/02	00039	03/09/01	02/13/02	25.000	1,217.23	1,422.00-	204.77-	00	00	00
						350.000	17,041.24	21,445.75-	4,404.51-	00	00	00
ASSET 594918104 MICROSOFT CORP COM												
830	02/13/02	02/19/02	00040	02/27/01	02/13/02	200.000	12,231.81	11,874.76-	357.05	00	00	00
830	06/06/02	06/11/02	00019	02/27/01	06/06/02	100.000	5,128.84	5,937.38-	00	00	808.54-	00

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									SHORT	SYR LONG	LONG	
ASSET 594918104 MICROSOFT CORP (CONT'D)												
830	07/10/02	07/15/02	00011	02/27/01	07/10/02	50 000	2,484 46	2,968 59-	00	00	284 23-	
						350 000	20,045 11	20,780 83-	357 05	00	1,092 77-	
ASSET 61166W101 MONSANTO CO NEW COM												
870	08/21/02	08/21/02	00002	02/13/02	08/21/02	237	3 78	3 16-	42	00	00	
830	08/23/02	08/28/02	00014	04/30/02	08/23/02	17 000	288 82	252 66-	36 16	00	00	
870	08/23/02	08/28/02	00014	02/13/02	08/23/02	51 000	866 46	722 05-	144 41	00	00	
						68 237	1,159 06	978 07-	180 99	00	00	
ASSET 617446448 MORGAN STANLEY COM												
830	07/10/02	07/15/02	00012	02/13/02	07/10/02	350 000	14,591 30	17,993 50-	3 402 20-	00	00	
ASSET 637432BX2 NATIONAL RURAL UTILS COOP FIM COLL TR BD LTD 06/12/97 6 7000 DJE 06/15/02												
830	03/06/02	03/11/02	00003	10/20/99	03/06/02	25 000 000	25,107 50	24,985 25	00	00	122 25	
ASSET 638579433 NATIONS MIDCAP GROWTH FUND PRIMARY A SHARES												
811	04/30/02	05/01/02	00001	02/13/02	04/30/02	15 400 000	189,882 00	201,422 00-	11 550 00-	00	00	
ASSET 63859B394 NATIONS INTERMEDIATE BOND FUND PRIMARY A SHARES												
081	11/22/02	11/22/02	00003		11/22/02	121,018 050	10,213 92	00	00	00	10,213 92	
ASSET 63859M505 NATIONS MIDCAP INDEX FUND PRIMARY A SHARES												
081	05/22/02	05/22/02	00003		05/22/02	43,900 000	3,542 73	00	00	00	3,542 73	
081	11/22/02	11/22/02	00005		11/22/02	43 900 000	1,595 33	00	00	00	1,595 33	
						67 800 000	5,138 06	00	00	00	5,138 06	
ASSET 638914325 NATIONS MIDCAP VALUE FUND PRIMARY A SHARES												
831	04/30/02	05/01/02	00004	02/13/02	04/30/02	19 100 000	212,281 00	201,314 00-	10,887 00	00	00	
ASSET 654902204 NOKIA CORP SPONSORED ADR FINLAND												
830	02/13/02	02/19/02	00043	10/31/00	02/13/02	500 000	11 394 82	20 431 25	00	00	9,036 43	
ASSET 656568102 NORTEL NETWORKS CORP NEW COM CANADA												
830	02/11/02	02/14/02	00006	02/27/01	02/11/02	900 000	6 856 90	16 767 00-	10 710 10	00	00	

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									SHORT	SYR LOSS	LONG	
ASSET 656568102 NORTEL NETWORKS CORP NEW (CONF D)												
830	02/11/02	02/14/02	00006	03/09/01	02/11/02	500 000	3,364 95	9 005 00-	5,640 05-	00	00	
						1,400 000	9,421 85	25,772 00-	16,350 15-	00	00	
ASSET 683718100 OPENWAVE SYS INC COM												
830	02/11/02	02/14/02	00007	03/27/01	02/11/02	200 000	1,245 98	8,212 26-	6 366 28-	00	00	
830	02/11/02	02/14/02	00007	03/01/01	02/11/02	125 000	778 74	4 507 64-	1,728 92-	00	00	
830	02/11/02	02/14/02	00007	03/01/01	02/11/02	100 000	622 99	3 196 75-	1,573 74	00	00	
						425 000	2,647 71	15 916 67-	11,268 96-	00	00	
ASSET 717081103 PETERB INC COM												
830	02/13/02	02/19/02	00045	02/27/01	02/13/02	200 000	8,163 87	9,024 00-	860 13-	00	00	
830	06/06/02	06/11/02	00020	02/27/01	06/06/02	150 000	5 171 84	6,768 00-	00	00	1,596 16-	
830	08/23/02	08/28/02	00016	02/27/01	08/23/02	50 000	1,726 94	2,256 00-	00	00	527 06-	
						400 000	15 064 65	18,048 00-	860 13-	00	2,123 22-	
ASSET 717130102 PHARMACIA CORP COM												
830	08/23/02	08/28/02	00017	04/10/02	08/23/02	50 000	2,288 93	1,944 67-	344 26	00	00	
ASSET 742718109 FROCTER & GAMBLE CO COM												
830	02/13/02	02/19/02	00047	10/19/99	02/13/02	50 000	4,155 43	4,936 80-	00	00	781 45-	
ASSET 749121109 QUEST COMMUNICATIONS INTL INC COM												
830	02/13/02	02/19/02	00048	02/27/01	02/13/02	500 000	4 384 94	19,260 00-	14,975 06-	00	00	
830	02/13/02	02/19/02	00048	03/01/01	02/13/02	250 000	2 142 47	8,987 50-	6,845 03-	00	00	
830	02/13/02	02/19/02	00048	03/09/01	02/13/02	250 000	2,142 46	8,572 50-	6,430 04-	00	00	
						1,000 000	8,569 87	36,820 00-	28 250 13-	00	00	
ASSET 783870103 SRC COMMUNICATIONS INC COM												
830	06/06/02	06/11/02	00021	02/27/01	06/06/02	150 000	4,880 85	7,552 50-	00	00	2 671 65-	
ASSET 78442P106 SLM CORP COM												
830	08/23/02	08/28/02	00018	04/30/02	08/23/02	50 000	4,633 86	4 785 50	151 64-	00	00	
ASSET 804605101 SCHERING PLOUGH CORP COM												
830	02/13/02	02/19/02	00049	02/27/01	02/13/02	350 000	11,871 82	14,192 50-	2 320 68-	00	00	

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									SHORT	5YR LOW	LONG	
ASSET 806405101 SCHERING PLOUGH CORP (COBT'D)												
810	02/13/02	02/19/02	00049	03/06/01	02/13/02	350 000	11,871 82	13,391 49-	1,519 67-	00		00
						700 000	23,743 64	27,583 99-	3,840 35-	00		00
ASSET 832696405 SMOCKER J M CO NEW COM												
810	04/05/02	04/10/02	00006	10/19/99	04/05/02	1 000	34 98	38 45-	00	00		3 67-
810	04/05/02	04/10/02	00006	04/10/02	04/05/02	1 000	34 98	35 43-	45-	00		.00
810	04/05/02	04/10/02	00006	02/27/01	04/05/02	2 800	69 96	69 54-	00	00		42
810	04/05/02	04/10/02	00006	03/06/01	04/05/02	3 800	104 93	67 72-	00	00		37 21
						7 000	244 85	211 34-	45-	00		33 96
ASSET 842587107 SOUTHERN CO COM												
810	07/10/02	07/15/02	00013	04/30/02	07/10/02	100 000	2,550 92	2,830 00-	279.08-	.00		00
810	08/23/02	08/28/02	00019	04/30/02	08/23/02	100 000	2,040 91	2,630 00-	10 91	00		00
						200 000	5,391 83	5,660 00-	268.17-	00		00
ASSET 85590A203 STARWOOD HOTELS&RESORTS WRLDWD PAIRED CTF												
810	02/13/02	02/19/02	00050	03/19/01	02/13/02	150 000	4,904 43	4,978 50-	72 07-	00		00
810	02/13/02	02/19/02	00050	02/27/01	02/13/02	150 000	4,906 42	4,822 50-	83 92	00		00
810	02/13/02	02/19/02	00050	10/11/00	02/13/02	300 000	9,812 85	8,527 50-	00	00		1,285 35
						600 000	19,625 70	18,328 50-	11 85	00		1,285 35
ASSET 876128106 TARGET CORP COM												
810	02/13/02	02/19/02	00051	02/27/01	02/13/02	450 000	20,602 19	17,235 00-	2,767 19	00		00
810	07/10/02	07/15/02	00014	04/30/02	07/10/02	50 000	1,899 94	2,185 50-	285 56	00		00
						500 000	21,902 13	19,420 50-	2,481 63	00		00
ASSET 882508104 TEXAS INSTRS INC COM												
810	07/10/02	07/15/02	00015	04/30/02	07/10/02	50 000	1,118 46	1,545 50-	427 04-	00		00
810	08/23/02	08/28/02	00020	04/30/02	08/23/02	50 000	1,099 96	1,545 50-	445 54-	00		00
						100 000	2,218 42	3,091 00-	872 58	00		00
ASSET 89420C109 TRAVELERS PPTY CAS CORP CL A												
810	09/05/02	09/05/02	00002	02/27/01	09/05/02	204	2 81	4 93-	00	00		2 12
810	09/12/02	09/17/02	00003	02/27/01	09/12/02	8 000	114 36	193 26-	00	00		78 96
810	09/12/02	09/17/02	00001	03/01/01	09/12/02	11 000	157 24	239 31-	00	00		82 09
810	09/12/02	09/17/02	00001	04/30/02	09/12/02	4 000	57 18	87 02-	29 84-	00		00
810	09/12/02	09/17/02	00001	03/14/01	09/12/02	11 000	157 24	222 55-	00	00		65 31

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TAX	EFFECT	HISTORY	PRIME	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	GAIN / LOSS INFORMATION		
									SHORT	SYR LONG	LONG
CD	DATE	DATE	SEQ#	DATE	DATE						
ASSET 89620G109 TRAVELERS PPTY CAS CORP (CONT'D)											
830	09/12/02	09/17/02	08001	07/10/02	09/12/02	9 000	128 65	149 96-	21 31-	00	00
						43 204	617 48	897 05-	51 15-	00	228 42-
ASSET 89420G406 TRAVELERS PPTY CAS CORP											
CL B											
870	09/05/02	09/05/02	00003	02/27/01	09/05/02	765	18 73	18 92-	00	00	8 19-
830	09/12/02	09/17/02	00002	02/27/01	09/12/02	17 000	249 38	420 51-	00	00	171 13-
830	09/12/02	09/17/02	00002	03/01/01	09/12/02	22 000	322 73	530 64-	00	00	207 91-
830	09/12/02	09/17/02	00002	03/14/01	09/12/02	23 000	337 40	493 43-	00	00	156 03-
830	09/12/02	09/17/02	00002	06/30/02	09/12/02	9 000	112 03	192 94-	60 91-	00	00
830	09/12/02	09/17/02	00002	07/10/02	09/12/02	17 000	249 38	332 48-	83 11-	00	00
						88 765	1 301 65	1 988 93-	144 02-	00	543 26-
ASSET 902174106 TYCO INTL LTD											
NEW COM											
810	01/14/02	01/17/02	00001	01/28/98	01/14/02	300 000	15,691 89	6,558 75-	00	00	9 333 14
830	01/30/02	02/04/02	00001	01/28/98	01/30/02	350 000	10,251 03	7 651 87-	00	00	2 599 16
						650 000	25,942 92	14,210 62-	00	00	11,732 30
ASSET 913017109 UNITED TECHNOLOGIES CORP											
COM											
830	02/13/02	02/19/02	00053	02/27/01	02/13/02	200 000	13,903 79	15 710 00-	1,806 21-	00	00
830	10/16/02	10/21/02	00029	02/27/01	10/16/02	25 000	1,388 71	1,963 75-	00	00	577 04-
830	10/16/02	10/21/02	00019	03/01/01	10/16/02	100 000	5,546 82	7,765 00-	00	00	2,218 18-
830	10/16/02	10/21/02	00019	03/19/01	10/16/02	25 000	1,386 71	1,796 75-	00	00	410 04-
						350 000	22,224 03	27,235 50-	1 806 21-	00	3 205 26-
ASSET 92143K102 VERIZON INC											
COM											
830	02/13/02	02/19/02	00054	02/27/01	02/13/02	175 000	4,563 93	8,957 60-	4 393 67-	00	00
830	02/13/02	02/19/02	00054	03/01/01	02/13/02	100 000	2 607 96	4,899 88	2,291 92-	00	00
830	02/13/02	02/19/02	00054	01/09/01	02/13/02	75 000	1,955 97	3 119 44-	1 163 47-	00	00
						350 000	9 127 86	16,976 92-	7 849 06-	00	00
ASSET 92343V104 VERIZON COMMUNICATIONS INC											
COM											
810	06/06/02	06/11/02	00023	10/19/99	06/06/02	50 000	2,048 43	3,255 63-	00	00	1 207 20-
830	10/16/02	10/23/02	00020	10/19/99	10/16/02	50 000	1,719 44	3 255 62-	00	00	1 516 18
						100 000	3,767 87	6,511 25	00	00	2 743 38-

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									SHORT	5YR LOSS	LONG	
ASSET 925524708 VIACOM INC												
CL B												
830	02/13/02	02/19/02	00055	02/27/01	02/13/02	350 000	15,392 76	17 605 00-	2,212 24-	00	00	
830	02/13/02	02/19/02	00055	03/09/01	02/13/02	200 000	8,795 87	9 812 00-	1 016 13-	00	00	
830	02/13/02	02/19/02	00055	03/14/01	02/13/02	150 000	6,596 90	6,789 00-	192 10-	00	00	
						700 000	30,785 53	34,206 00-	3,420 47-	00	00	
ASSET 931142103 WAL MART STORES INC												
COM												
830	02/13/02	02/19/02	00056	02/27/01	02/13/02	100 000	6,030 90	5 165 00-	845 90	00	00	
830	06/06/02	06/11/02	00024	04/30/02	06/06/02	100 000	5 474 83	5,561 00-	86 17-	00	00	
						200 000	11,505 73	10,726 00-	779 73	00	00	
ASSET 949746101 WELLS FARGO & CO SWW												
COM												
830	02/13/02	02/19/02	00057	03/09/01	02/13/02	150 000	6,937 39	7,541 00-	604 61-	00	00	
ASSET 959888204 WESTERN WIRELESS CORP												
CL A												
830	02/04/02	02/07/02	00004	02/15/00	02/04/02	200 000	1 911 97	10,899 76-	00	00	8,987 79-	
830	02/04/02	02/07/02	00004	02/27/01	02/04/02	150 000	1,433 98	6,323 25-	4,889 27-	00	00	
						350 000	3,345 95	17,223 01-	4,889 27	00	8,987 79-	
ASSET 983919201 XILINK INC												
COM												
830	02/13/02	02/19/02	00058	10/31/00	02/13/02	150 000	5 522 92	10,467 00-	00	00	4,944 08-	
830	02/13/02	02/19/02	00058	03/19/01	02/13/02	250 000	9 204 86	10,585 63-	1,380 77-	00	00	
830	02/13/02	02/19/02	00058	02/27/01	02/13/02	250 000	9 204 86	10,226 25-	1,021 39-	00	00	
						650 000	23,932 64	31,278 88	2,402 16-	00	4,944 08-	
						432 200 264	1912,271 75	1973,603 73-	161 527 32-	177,197 01	77,001 67-	
FED SHORT TERM GAIN/LOSS FOR PERIOD REQUESTED						161,527 22-						
FED 5YR LT TERM GAIN/LOSS FOR PERIOD REQUESTED						177 197 01						
FED LONG TERM GAIN/LOSS FOR PERIOD REQUESTED						77 001 67-						
NET GAIN/LOSS FOR PERIOD REQUESTED						61,331 98-						
CARRYOVER LOSS						00	(THIS FIGURE MAY NOT ACCURATELY REFLECT CARRYOVER LOSS)					
TOTAL GAIN/LOSS FOR PERIOD REQUESTED						61,331 98-						