

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 1999

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

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

Institutional Investment Manager Filing this Report:

Name: PNC Bank Corp.

Address: 249 Fifth Avenue

Pittsburgh, PA 15222-2707

Form 13F File Number: 28-1235

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

Person Signing the Report on behalf of Reporting Manager:

Name: Robert L. Haunschild

Title: Senior Vice President and Chief Financial Officer

Phone: (412) 762-5770

Signature, Place, and Date of Signing:

/s/ Robert L. Haunschild Pittsburgh, PA November 12, 1999

[Signature] [City, State] [Date]

Report Type (Check only one.):

[] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[X] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number

Name

28-

J.J.B. Hilliard, W.L. Lyons, Inc.

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 8

Form 13F Information Table Entry Total: 1,218

Form 13F Information Table Value Total: \$34,659,377

| | | | | | | | |
|---------------------------------------|--------------|-----------|------------|---------|-----|---------|--------|
| GLOBAL CROSSING LTD 965 | COM | G3921A100 | 454,740 | 17,160 | X | 28-423 | 16195 |
| 9138 3280 | | | 743,802 | 28,068 | X X | 28-423 | 15650 |
| MIH LTD 25000 | CL A | G6116R101 | 721,875 | 25,000 | X | 28-BFMG | |
| PARTNERRE LTD 50200 | COM | G6852T105 | 1,761,825 | 50,700 | X | 28-1115 | 500 |
| | | | 52,125 | 1,500 | X X | | 1500 |
| XL CAP LTD 1500 | CL A | G98255105 | 829,530 | 18,434 | X | 28-423 | 16934 |
| 2000 | | | 671,175 | 14,915 | X X | 28-423 | 12915 |
| 11900 | | | 10,890,000 | 242,000 | X | 28-1115 | 230100 |
| | | | 18,225 | 405 | X | | 405 |
| CHECK POINT SOFTWARE TECH LTD 8000 | ORD | M22465104 | 675,496 | 8,000 | X | 28-BFMG | |
| ASM LITHOGRAPHY HLDG N V | N Y SHS | N07059111 | 4,935,763 | 73,600 | X | 28-BFMG | 73600 |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 14,805,000 | 329,000 | X | 28-BFMG | 329000 |
| TEEKAY SHIPPING CORP 7500 | COM | V89564104 | 3,954,688 | 253,100 | X | 28-1115 | 245600 |
| | | | 35,938 | 2,300 | X X | | 2300 |
| ASE TEST LTD 24000 | ORD | Y02516105 | 582,000 | 24,000 | X | 28-BFMG | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 785,525 | 13,500 | X | 28-423 | 13500 |
| 0 | | | 28,732,741 | 493,800 | X | 28-BFMG | 493800 |
| 0 | COLUMN TOTAL | | 91,689,388 | | | | |
| 0 | | | | | | | |
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OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT (B) SHARED (A) SOLE (C) OTH | ITEM 7: INSTR V MANAGERS | VOTING (A) SOLE |
|--|---------------------------|----------------------------|---------------------------------|---|---|--------------------------------|----------------------|
| <S> <C> ACM GOVT INCOME FD INC | <C> COM | <C> 000912105 | <C> 346,695 20,468 | <C> 42,347 2,500 | <C> X X X | <C> 28-423 | <C> 42347 2500 |
| ACT MFG INC 100000 | COM | 000973107 | 2,506,200 | 100,000 | X | 28-BFMG | |
| AFLAC INC 18800 | COM | 001055102 | 811,119 | 19,370 | X X | 28-423 | 570 |
| | | | 283,410 | 6,768 | X | | 6768 |
| AES CORP 500 26400 | COM | 00130H105 | 4,538,929 | 76,931 | X | 28-423 | 50031 |
| 9712 1360 | | | 846,473 | 14,347 | X X | 28-423 | 3275 |
| | | | 4,779,000 | 81,000 | X | 28-BFMG | 81000 |
| 460 | | | 215,940 | 3,660 | X | 28-1332 | 3200 |
| | | | 124,195 | 2,105 | X | | 1720 |
| 385 | | | 29,500 | 500 | X X | | |

500

| | | | | | | | |
|---------------------------|---------------|--------------|-------------|-----------|---|-----------|---------|
| AMFM INC 2274 | COM | 001693100 | 245,673 | 4,044 | X | 28-423 | 1770 |
| | | | 20,169 | 332 | X | | 332 |
| AMR CORP 13500 | COM | 001765106 | 643,100 | 11,800 | X | 28-423 | 11800 |
| | | | 283,400 | 5,200 | X | X 28-423 | 5200 |
| | | | 18,606,300 | 341,400 | X | 28-1115 | 327900 |
| | | | 12,644 | 232 | X | | 232 |
| AT&T CORP 39927 299466 | COM | 001957109 | 122,916,732 | 2,825,672 | X | 28-423 | 2486279 |
| | | | 57,439,575 | 1,320,450 | X | X 28-423 | 616284 |
| 597212 106954 | | | 5,633,250 | 129,500 | X | 28-BFMG | 129500 |
| | | | 105,537,525 | 2,426,150 | X | 28-1115 | 2327900 |
| 98250 | | | 13,405,178 | 308,165 | X | 28-1332 | 300398 |
| 750 7017 | | | 2,333,558 | 53,645 | X | X 28-1332 | 48105 |
| 4050 1490 | | | 3,638,949 | 83,654 | X | PNC-FLA | 83654 |
| | | | 1,188,203 | 27,315 | X | X PNC-FLA | 27115 |
| 200 | | | 1,496,748 | 34,408 | X | PNC-MASS | 31366 |
| 3042 | | | 49,590 | 1,140 | X | X | 1140 |
| AT&T CORP 416 3244 | COM LIB GRP A | 001957208 | 726,129 | 19,461 | X | 28-423 | 19461 |
| | | | 327,749 | 8,784 | X | X 28-423 | 5124 |
| | | | 10,783,168 | 289,000 | X | 28-BFMG | 289000 |
| | | | 445,580 | 11,942 | X | PNC-MASS | 11942 |
| | | | 189,545 | 5,080 | X | | 5080 |
| 0 | | COLUMN TOTAL | 360,424,694 | | | | |
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| ITEM 8: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING | |
|--|---------------------------|-------------|------------|--------------------------------|----------|-----------|---------|
| AUTHORITY | CUSIP | FAIR MARKET | SHARES OR | INVESTMENT | MANAGERS | | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | VALUE | PRINCIPAL | (B) SHARED (A) SOLE (C) OTH | INSTR V | (A) SOLE | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| ABBOTT LABS 37240 125080 | COM | 002824100 | 70,130,722 | 1,911,596 | X | 28-423 | 1749276 |
| | | | 91,997,972 | 2,507,645 | X | X 28-423 | 1824046 |
| 471939 211660 | | | 4,371,953 | 119,169 | X | 28-1332 | 119169 |
| | | | 3,155,082 | 86,000 | X | X 28-1332 | 72200 |
| 13800 | | | 1,562,132 | 42,580 | X | PNC-FLA | 42580 |
| | | | 550,305 | 15,000 | X | X PNC-FLA | 15000 |
| | | | 486,103 | 13,250 | X | PNC-MASS | 13250 |
| ABERCROMBIE & FITCH CO 11660 | CL A | 002896207 | 409,834 | 12,032 | X | 28-423 | 372 |
| | | | 136 | 4 | X | X | 4 |
| ACNIELSEN CORP 83 | COM | 004833109 | 217,841 | 9,602 | X | 28-423 | 9519 |
| | | | 3,017 | 133 | X | | 133 |
| | | | 76,160 | 3,357 | X | X | 2238 |
| 942 177 | | | | | | | |
| ADAC LABS | COM NEW | 005313200 | 156,992 | 16,000 | X | 28-1115 | 12700 |

3300

| | | | | | | | |
|---------------------------------|--------------|-----------|------------------------------------|----------------------------|-------------|---------------------|-------------------------|
| ADAMS EXPRESS CO | COM | 006212104 | 863,845 37,527 | 30,178 1,311 | X X | 28-423 X | 30178 1311 |
| ADAPTEC INC | COM | 00651F108 | 396,870 349,246 | 10,000 8,800 | X X | 28-423 X 28-423 | 10000 8800 |
| ADOBE SYS INC 3000 | COM | 00724F101 | 488,050 7,320,750 11,350 | 4,300 64,500 100 | X X | X 28-423 28-BFMG | 1300 64500 100 |
| ADVANCED DIGITAL INFORMATION | COM | 007525108 | 347,650 18,703,570 | 12,500 672,500 | X X | 28-423 28-BFMG | 12500 672500 |
| AERIAL COMMUNICATIONS INC | COM | 007655103 | 480,113 16,527,263 | 17,700 609,300 | X X | 28-423 28-BFMG | 17700 609300 |
| AEGON N V 1400 2788 14701 | ORD AMER REG | 007924103 | 13,353,957 2,866,783 122,225 | 154,381 33,142 1,413 | X X X | 28-423 X 28-423 | 150193 18441 1413 |
| ADVANTA CORP | CL A | 007942105 | 8,068,539 4,388 | 551,695 300 | X X | 28-423 | 551695 300 |
| ADVANCED ENERGY INDS | COM | 007973100 | 294,177 7,036,413 | 9,528 227,900 | X X | 28-423 28-BFMG | 9528 227900 |
| 0 | COLUMN TOTAL | | 250,390,965 | | | | |
| 0 | | | | | | | |
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|--|---------------------------|----------------------------|--|---|--------------------------------|--|---|-------------------------------|
| | | | | | (B) SHARED (A) SOLE (C) OTH | (C) OTH | | |
| <S> <C> AETNA INC 450 5383 2584 600 4500 | COM | 008117103 | 864,190 1,105,219 231,475 11,278 | 17,547 22,441 4,700 229 | X X X X | 28-423 X 28-423 28-1115 | 11714 19257 200 229 | <C> <C> |
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 284,375 | 7,000 | X | | 7000 | |
| AFFYMETRIX INC 200 | COM | 00826T108 | 551,247 26,952,051 4,922 | 5,600 273,800 50 | X X X | 28-423 28-BFMG | 5400 273800 50 | |
| AIR PRODS & CHEMS INC 4100 9640 126242 25758 117400 | COM | 009158106 | 10,002,827 8,746,101 22,408,425 839,475 251,550 239,850 | 341,977 299,012 766,100 28,700 8,600 8,200 | X X X X X X | 28-423 X 28-423 28-1115 28-1332 PNC-FLA X PNC-FLA | 328237 147012 648700 28700 8600 8200 | |
| AIRBORNE FGHT CORP | COM | 009266107 | 5,768,882 | 273,900 | X | 28-1115 | 263700 | |

| | | | | | | | | | |
|--------------------------------|--------------|-----------|-------------|---------|-----|---------|--------|--|--|
| 10200 | | | | | | | | | |
| AIRONET WIRELESS COMM 95000 | COM | 00943A107 | 1,995,000 | 95,000 | X | 28-BFMG | | | |
| ALAMO GROUP INC 11600 | COM | 011311107 | 2,452,823 | 265,170 | X | 28-1115 | 253570 | | |
| ALASKA AIR GROUP INC 4000 | COM | 011659109 | 4,121,593 | 101,300 | X | 28-1115 | 97300 | | |
| | | | 33,160 | 815 | X | | 715 | | |
| 100 | | | | | | | | | |
| ALBERTSONS INC 1000 5091 | COM | 013104104 | 2,922,564 | 73,873 | X | 28-423 | 67782 | | |
| 9571 1000 | | | 1,748,166 | 44,188 | X X | 28-423 | 33617 | | |
| 30000 | | | 26,743,912 | 676,000 | X | 28-1115 | 646000 | | |
| | | | 10,766,363 | 272,139 | X | 28-1332 | 272139 | | |
| 500 1000 | | | 209,679 | 5,300 | X X | 28-1332 | 3800 | | |
| | | | 178,029 | 4,500 | X | | 4500 | | |
| | | | 11,869 | 300 | X X | | 300 | | |
| ALCOA INC 1280 19735 | COM | 013817101 | 10,342,818 | 166,653 | X | 28-423 | 145638 | | |
| 47916 11288 | | | 7,925,938 | 127,710 | X X | 28-423 | 68506 | | |
| | | | 2,110,108 | 34,000 | X | 28-BFMG | 34000 | | |
| 31800 | | | 32,061,229 | 516,600 | X | 28-1115 | 484800 | | |
| | | | 1,312,984 | 21,156 | X | 28-1332 | 21156 | | |
| | | | 231,491 | 3,730 | X | PNC-FLA | 3730 | | |
| | | | 209,273 | 3,372 | X X | | 3372 | | |
| 0 | COLUMN TOTAL | | 183,638,866 | | | | | | |
| 0 | | | | | | | | | |
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|---------------------------------------|----------------|-----------|-------------|------------------|------------------|----------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| ITEM 1: (SHARES) | NUMBER | VALUE | PRINCIPAL | (B) SHARED | (A) SOLE (C) OTH | INSTR V | (A) SOLE |
| NAME OF ISSUER (B) SHARED (C) NONE | | | AMOUNT | (A) SOLE (C) OTH | | | |
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| ALEXANDER & BALDWIN INC 1000 | COM | 014482103 | 883,375 | 37,000 | X X | 28-423 | 36000 |
| ALEXANDRIA REAL ESTATE EQ INC 7700 | COM | 015271109 | 6,025,754 | 204,700 | X | 28-1115 | 197000 |
| ALKERMES INC | COM | 01642T108 | 498,448 | 17,300 | X | 28-423 | 17300 |
| | | | 21,058,691 | 730,900 | X | 28-BFMG | 730900 |
| 500 | | | 14,406 | 500 | X X | | |
| ALLEGHANY CORP DEL 305955 | COM | 017175100 | 54,220,410 | 306,330 | X X | 28-423 | 375 |
| ALLEGHENY ENERGY INC 7000 5700 | COM | 017361106 | 4,224,107 | 132,521 | X | 28-423 | 119821 |
| 31649 28110 | | | 3,595,978 | 112,815 | X X | 28-423 | 53056 |
| | | | 216,750 | 6,800 | X | PNC-FLA | 6800 |
| | | | 127,946 | 4,014 | X | | 2550 |

1464

| | | | | | | | | |
|---------------------------------|----------------|-----------|-------------|---------|---|---|---------|--------|
| | | | 15,938 | 500 | X | X | | 500 |
| ALLEGHENY TELEDYNE INC 1247 | COM | 017415100 | 2,719,018 | 161,127 | X | | 28-423 | 159880 |
| ALLEGIANCE TELECOM INC | COM | 01747T102 | 694,650 | 13,200 | X | | 28-423 | 13200 |
| | | | 30,459,350 | 578,800 | X | | 28-BFMG | 578800 |
| | | | 15,788 | 300 | X | | | 300 |
| ALLERGAN INC 6000 | COM | 018490102 | 2,350,150 | 21,365 | X | | 28-423 | 15365 |
| 12718 | | | 9,663,280 | 87,848 | X | X | 28-423 | 75130 |
| | | | 217,800 | 1,980 | X | X | 28-1332 | 1980 |
| | | | 136,400 | 1,240 | X | | | 1240 |
| ALLIANCE CAP MGMT L P 900 | UNIT LTD PARTN | 018548107 | 475,209 | 17,320 | X | | 28-423 | 17320 |
| | | | 35,476 | 1,293 | X | | | 1293 |
| | | | 123,467 | 4,500 | X | X | | 3600 |
| ALLIANT CORP 4104 2500 | COM | 018802108 | 229,608 | 8,293 | X | | 28-423 | 1689 |
| 8550 | | | 8,299,953 | 299,778 | X | | 28-1115 | 291228 |
| | | | 53,048 | 1,916 | X | | | 1916 |
| 900 2000 | | | 117,504 | 4,244 | X | X | | 1344 |
| ALLIED CAP CORP NEW 1240 | COM | 01903Q108 | 27,822 | 1,240 | X | | | |
| 5280 | | | 211,312 | 9,418 | X | X | | 4138 |
| ALLIED IRISH BKS P L C 15900 | SPON ADR ORD | 019228402 | 2,138,590 | 84,074 | X | | 28-423 | 68174 |
| 12138 | | | 308,754 | 12,138 | X | X | 28-423 | |
| | | | 73,106 | 2,874 | X | | | 2874 |
| 0 | COLUMN TOTAL | | 149,232,088 | | | | | |
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|-------------------------------|---------------------|----------------|--------------|-------------------|----------------------------|--|----------|----------|
| AUTHORITY | NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OR PRINCIPAL AMOUNT | INVESTMENT (B) SHARED (A) SOLE (C) OTH INSTR V | MANAGERS | (A) SOLE |
| (SHARES) | (B) SHARED (C) NONE | | | | | | | |
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| ALLIEDSIGNAL INC 500 45969 | COM | 019512102 | 18,486,968 | 308,440 | X | | 28-423 | 261971 |
| 21612 13000 | | | 5,498,201 | 91,733 | X | X | 28-423 | 57121 |
| 66500 | | | 7,504,112 | 125,200 | X | | 28-BFMG | 125200 |
| | | | 74,711,471 | 1,246,500 | X | | 28-1115 | 1180000 |
| | | | 554,058 | 9,244 | X | | 28-1332 | 9244 |
| | | | 223,505 | 3,729 | X | | PNC-FLA | 3729 |
| | | | 255,332 | 4,260 | X | | PNC-MASS | 4260 |
| | | | 257,609 | 4,298 | X | X | | 4298 |
| ALLIED WASTE INDS INC 2500 | COM PAR\$.01NEW | 019589308 | 1,272,691 | 108,898 | X | | 28-423 | 106398 |
| 158900 | | | 4,514,688 | 386,300 | X | | 28-1115 | 227400 |
| | | | 13,498 | 1,155 | X | | | 1155 |

| | | | | | | | |
|------------------------------|--------------|-----------|-------------|-----------|---|-----------|--------|
| ALLMERICA FINL CORP 2491 | COM | 019754100 | 672,703 | 14,125 | X | 28-423 | 11634 |
| 60300 | | | 2,890,838 | 60,700 | X | 28-1115 | 400 |
| | | | 101,632 | 2,134 | X | X | 2134 |
| ALLSTATE CORP 4630 253046 | COM | 020002101 | 31,119,730 | 1,247,934 | X | 28-423 | 990258 |
| 359224 26522 | | | 15,391,141 | 617,201 | X | X 28-423 | 231455 |
| 41984 | | | 2,393,952 | 96,000 | X | 28-BFMG | 96000 |
| 2920 | | | 20,384,801 | 817,452 | X | 28-1115 | 775468 |
| 1370 300 | | | 3,265,001 | 130,930 | X | 28-1332 | 128010 |
| | | | 262,736 | 10,536 | X | X 28-1332 | 8866 |
| 1236 | | | 203,137 | 8,146 | X | PNC-FLA | 8146 |
| | | | 58,602 | 2,350 | X | | 2350 |
| | | | 93,788 | 3,761 | X | X | 2525 |
| ALLTEL CORP 8584 117040 | COM | 020039103 | 74,475,188 | 1,058,262 | X | 28-423 | 932638 |
| 90568 12938 | | | 15,291,854 | 217,291 | X | X 28-423 | 113785 |
| 58100 | | | 7,136,025 | 101,400 | X | 28-BFMG | 101400 |
| 2920 | | | 13,709,050 | 194,800 | X | 28-1115 | 136700 |
| 3015 | | | 4,888,740 | 69,467 | X | 28-1332 | 66547 |
| | | | 263,906 | 3,750 | X | PNC-FLA | 3750 |
| | | | 2,247,848 | 31,941 | X | PNC-MASS | 28926 |
| | | | 64,041 | 910 | X | X | 910 |
| ALPHA INDS INC | COM | 020753109 | 490,732 | 8,700 | X | 28-423 | 8700 |
| | | | 25,495,512 | 452,000 | X | 28-BFMG | 452000 |
| ALTERA CORP | COM | 021441100 | 5,716,825 | 131,800 | X | 28-BFMG | 131800 |
| 0 | | | 107,570 | 2,480 | X | | 2480 |
| 0 | COLUMN TOTAL | | 340,017,485 | | | | |
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|---------------------------------------|----------------|-----------|-------------|-----------|------------------|----------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | INVESTMENT | MANAGERS | |
| ITEM 1: (SHARES) | | NUMBER | VALUE | PRINCIPAL | (B) SHARED | | (A) SOLE |
| NAME OF ISSUER (B) SHARED (C) NONE | | | | AMOUNT | (A) SOLE (C) OTH | INSTR V | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| ALZA CORP DEL 200 | COM | 022615108 | 201,216 | 4,700 | X | 28-423 | 4500 |
| 75 | | | 46,023 | 1,075 | X | | 1000 |
| 1900 | | | 81,343 | 1,900 | X | X | |
| AMAZON COM INC 100 500 | COM | 023135106 | 273,864 | 3,426 | X | 28-423 | 2826 |
| 980 | | | 82,335 | 1,030 | X | | 1030 |
| | | | 110,313 | 1,380 | X | X | 400 |
| AMERADA HESS CORP | COM | 023551104 | 975,835 | 15,932 | X | 28-423 | 12865 |

| | | | | | | | | | |
|-------------------------------|-------|-----|--------------|-------------|---------|---|---|----------|--------|
| 352 | 2715 | | | 339,570 | 5,544 | X | X | 28-423 | 4722 |
| 822 | | | | | | | | | |
| AMEREN CORP | | COM | 023608102 | 348,740 | 9,223 | X | | 28-423 | 7423 |
| 1000 | 800 | | | 327,830 | 8,670 | X | X | 28-423 | 4890 |
| 3780 | | | | 2,665,746 | 70,500 | X | | 28-1115 | 512 |
| 69988 | | | | 39,892 | 1,055 | X | X | | 1055 |
| AMERICA ONLINE INC DEL | | COM | 02364J104 | 35,597,945 | 342,084 | X | | 28-423 | 294885 |
| 1685 | 45514 | | | 4,849,081 | 46,598 | X | X | 28-423 | 21081 |
| 20115 | 5402 | | | 30,833,571 | 296,300 | X | | 28-BFMG | 296300 |
| | | | | 14,318,931 | 137,600 | X | | 28-1115 | 133500 |
| 4100 | | | | 523,432 | 5,030 | X | | 28-1332 | 4830 |
| 200 | | | | 1,174,340 | 11,285 | X | | PNC-FLA | 11285 |
| | | | | 2,335,463 | 22,443 | X | | PNC-MASS | 21843 |
| 600 | | | | 192,515 | 1,850 | X | X | | 1850 |
| AMERICAN EAGLE OUTFITTERS NEW | | COM | 02553E106 | 339,059 | 7,000 | X | | 28-423 | 7000 |
| AMERICAN ELEC PWR INC | | COM | 025537101 | 2,407,792 | 70,558 | X | | 28-423 | 64042 |
| 430 | 6086 | | | 3,642,707 | 106,746 | X | X | 28-423 | 86218 |
| 18129 | 2399 | | | 237,442 | 6,958 | X | | 28-1332 | 6458 |
| 500 | | | | 37,572 | 1,101 | X | | | 1101 |
| | | | | 67,056 | 1,965 | X | X | | 1965 |
| AMERICAN EXPRESS CO | | COM | 025816109 | 32,515,425 | 240,855 | X | | 28-423 | 219485 |
| 2088 | 19282 | | | 20,684,430 | 153,218 | X | X | 28-423 | 59479 |
| 84086 | 9653 | | | 26,885,250 | 199,150 | X | | 28-BFMG | 199150 |
| | | | | 9,463,500 | 70,100 | X | | 28-1115 | 68000 |
| 2100 | | | | 810,000 | 6,000 | X | X | 28-1332 | 6000 |
| | | | | 1,177,200 | 8,720 | X | | PNC-MASS | 8720 |
| | | | | 153,360 | 1,136 | X | | | 1136 |
| | | | | 108,000 | 800 | X | X | | 800 |
| 0 | | | COLUMN TOTAL | 193,846,778 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS | VOTING (A) SOLE |
|--|---------------------------|----------------------------|---------------------------------|---|--------------------------------|---------|---------------------|--------------------|
| | | | | | (B) SHARED (A) SOLE (C) OTH | INSTR V | | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| AMERICAN GENERAL CORP | COM | 026351106 | 961,780 | 15,206 | X | | 28-423 | 15206 |
| 3706 | 13118 | | 2,172,132 | 34,342 | X | X | 28-423 | 17518 |
| 15600 | | | 17,469,650 | 276,200 | X | | 28-1115 | 260600 |
| | | | 832,497 | 13,162 | X | X | 28-1332 | 13162 |
| | | | 38,899 | 615 | X | | | 615 |
| AMERICAN HOME PRODS CORP | COM | 026609107 | 149,506,738 | 3,602,572 | X | | 28-423 | 3283647 |
| 39875 | 279050 | | | | | | | |

| | | | | | | | | | |
|--------------------------------|--------|------|-----------|-------------|-----------|---|---|----------|---------|
| 1056423 | 163786 | | | 110,063,935 | 2,652,143 | X | X | 28-423 | 1431934 |
| | | | | 8,059,300 | 194,200 | X | | 28-BFMG | 194200 |
| | | | | 31,075,200 | 748,800 | X | | 28-1115 | 721800 |
| 27000 | | | | 9,742,831 | 234,767 | X | | 28-1332 | 231397 |
| 3370 | | | | 7,950,819 | 191,586 | X | X | 28-1332 | 171686 |
| 16100 | 3800 | | | 2,075,830 | 50,020 | X | | PNC-FLA | 50020 |
| | | | | 1,210,970 | 29,180 | X | X | PNC-FLA | 28880 |
| 300 | | | | 1,329,826 | 32,044 | X | | PNC-MASS | 31094 |
| 950 | | | | 78,850 | 1,900 | X | X | | 300 |
| 1600 | | | | | | | | | |
| AMERICAN INTL GROUP INC | | COM | 026874107 | 165,165,955 | 1,899,835 | X | | 28-423 | 1641708 |
| 9281 | 248846 | | | 81,666,097 | 939,371 | X | X | 28-423 | 676942 |
| 177091 | 85338 | | | 25,959,388 | 298,600 | X | | 28-BFMG | 298600 |
| | | | | 48,499,892 | 557,874 | X | | 28-1115 | 528187 |
| 29687 | | | | 20,260,668 | 233,050 | X | | 28-1332 | 228880 |
| 1358 | 2812 | | | 741,920 | 8,534 | X | X | 28-1332 | 4534 |
| 4000 | | | | 2,171,947 | 24,983 | X | | PNC-FLA | 24983 |
| | | | | 293,412 | 3,375 | X | X | PNC-FLA | 3125 |
| 250 | | | | 5,700,111 | 65,566 | X | | PNC-MASS | 61077 |
| 4489 | | | | 135,969 | 1,564 | X | X | | 689 |
| 875 | | | | | | | | | |
| AMERICAN ITALIAN PASTA CO | | CL A | 027070101 | 429,375 | 15,000 | X | X | 28-423 | |
| 15000 | | | | | | | | | |
| AMERICAN LOCKER GROUP | | COM | 027284108 | 270,000 | 40,000 | X | | 28-423 | 40000 |
| AMERICAN MOBILE SATELLITE CORP | | COM | 02755R103 | 4,362,750 | 249,300 | X | | 28-BFMG | 249300 |
| | | | | 75,250 | 4,300 | X | | | 4300 |
| AMERICAN WTR WKS INC | | COM | 030411102 | 212,976 | 7,360 | X | | 28-423 | 4460 |
| 2900 | | | | 153,048 | 5,289 | X | X | | 1789 |
| 3500 | | | | | | | | | |
| AMERISOURCE HEALTH CORP | | CL A | 03071P102 | 8,643,386 | 364,900 | X | | 28-1115 | 350800 |
| 14100 | | | | 9,475 | 400 | X | | | 400 |
| 0 | | | | 707,320,876 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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| ITEM 8: | ITEM 5: | ITEM 6: | ITEM 7: | ITEM 3: | ITEM 4: | ITEM 7: | VOTING |
|---------------------|-----------|--------------------------|----------|-----------|-------------|--------------------------|----------|
| AUTHORITY | SHARES OR | INVESTMENT | MANAGERS | ITEM 3: | ITEM 4: | ITEM 7: | VOTING |
| ITEM 1: | PRINCIPAL | (B) SHARED | MANAGERS | CUSIP | FAIR MARKET | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| (SHARES) | AMOUNT | (A) SOLE (C) OTH INSTR V | MANAGERS | NUMBER | VALUE | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| NAME OF ISSUER | AMOUNT | (A) SOLE (C) OTH INSTR V | MANAGERS | NUMBER | VALUE | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| (B) SHARED (C) NONE | AMOUNT | (A) SOLE (C) OTH INSTR V | MANAGERS | NUMBER | VALUE | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| AMERITECH CORP NEW | 356,200 | X | 28-423 | 030954101 | 23,776,350 | X | 317953 |
| 6650 31597 | 385,729 | X | X 28-423 | | 25,747,411 | X | 206006 |
| 142825 36898 | 44,664 | X | 28-1332 | | 2,981,322 | X | 44040 |

624

| | | | | | | | | | |
|------------------------|-------|--------------|-----------|-------------|---------|---|---|----------|--------|
| 1200 | 296 | | | 1,608,208 | 24,093 | X | X | 28-1332 | 22597 |
| | | | | 776,036 | 11,626 | X | | PNC-FLA | 11626 |
| | | | | 611,697 | 9,164 | X | X | PNC-FLA | 9164 |
| | | | | 436,545 | 6,540 | X | | PNC-MASS | 6380 |
| 160 | | | | 33,375 | 500 | X | X | | 500 |
| AMGEN INC | | COM | 031162100 | 25,329,874 | 310,796 | X | | 28-423 | 209746 |
| 1300 | 99750 | | | 18,685,831 | 229,274 | X | X | 28-423 | 173170 |
| 39880 | 16224 | | | 15,639,850 | 191,900 | X | | 28-BFMG | 191900 |
| | | | | 831,300 | 10,200 | X | X | 28-1332 | 4400 |
| 5800 | | | | 391,200 | 4,800 | X | | PNC-FLA | 4800 |
| | | | | 653,223 | 8,015 | X | | PNC-MASS | 7735 |
| 280 | | | | 122,087 | 1,498 | X | | | 1498 |
| | | | | 65,200 | 800 | X | X | | 800 |
| ANADARKO PETE CORP | | COM | 032511107 | 422,367 | 13,820 | X | | 28-423 | 11820 |
| 2000 | | | | 479,823 | 15,700 | X | X | 28-423 | 5700 |
| 6400 | 3600 | | | | | | | | |
| ANGLO AMERN PLC | | ADR | 03485P102 | 390,734 | 6,993 | X | X | 28-423 | 6895 |
| 98 | | | | | | | | | |
| ANHEUSER BUSCH COS INC | | COM | 035229103 | 16,407,189 | 234,181 | X | | 28-423 | 216359 |
| 9700 | 8122 | | | 14,051,425 | 200,557 | X | X | 28-423 | 108803 |
| 82076 | 9678 | | | 8,691,191 | 124,050 | X | | 28-1115 | 120250 |
| 3800 | | | | 1,650,310 | 23,555 | X | | 28-1332 | 23555 |
| | | | | 21,019 | 300 | X | | | 300 |
| | | | | 266,236 | 3,800 | X | X | | 3800 |
| ANN TAYLOR STORES CORP | | COM | 036115103 | 478,238 | 11,700 | X | | 28-423 | 5700 |
| 6000 | | | | 179,850 | 4,400 | X | | | 4400 |
| | | | | 4,088 | 100 | X | X | | |
| 100 | | | | | | | | | |
| ANTEC CORP | | COM | 03664P105 | 759,688 | 14,300 | X | | 28-423 | 14300 |
| | | | | 44,077,813 | 829,700 | X | | 28-BFMG | 829700 |
| AON CORP | | COM | 037389103 | 1,318,317 | 44,595 | X | | 28-423 | 42683 |
| 1912 | | | | 1,610,745 | 54,487 | X | X | 28-423 | 38137 |
| 8250 | 8100 | | | 9,962 | 337 | X | | | 337 |
| | | | | 109,734 | 3,712 | X | X | | 3712 |
| 0 | | COLUMN TOTAL | | 208,618,238 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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| PAGE 10 OF 116 | | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | AS | | |
| OF 09/30/99 | | | | | | | | | | |
| ITEM 8: | | ITEM 3: | | ITEM 4: | ITEM 5: | | ITEM 6: | | VOTING | |
| AUTHORITY | | CUSIP | | FAIR MARKET | SHARES OR | DISCRETION | | ITEM 7: | | |
| ITEM 1: | | ITEM 2: | | VALUE | PRINCIPAL | (B) SHARED | | MANAGERS | | |
| (SHARES) | | TITLE OF CLASS | | AMOUNT | (A) SOLE | (C) OTH INSTR V | | (A) SOLE | | |
| NAME OF ISSUER | | NUMBER | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | |
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| <C> | | | | | | | | | | |
| APACHE CORP | COM | 037411105 | 1,112,065 | 25,750 | X | X | 28-423 | 25750 | | |
| | | | 17,275 | 400 | X | | | 400 | | |
| APPLE COMPUTER INC | COM | 037833100 | 243,751 | 3,850 | X | | 28-423 | 3850 | | |

| | | | | | | | | |
|-------------------------------|---------------|-----------|-------------|-----------|---|---|---------|---------|
| 5200 | | | 354,547 | 5,600 | X | X | 28-423 | 400 |
| | | | 15,511 | 245 | X | | | 245 |
| APPLIED INDL TECHNOLOGIES INC | COM | 03820C105 | 311,400 | 17,300 | X | | 28-423 | 17300 |
| APPLIED MICRO CIRCUITS CORP | COM | 03822W109 | 1,407,900 | 24,700 | X | | 28-423 | 24700 |
| | | | 61,161,000 | 1,073,000 | X | | 28-BFMG | 1073000 |
| APPLIED MATLS INC | COM | 038222105 | 19,499,903 | 251,006 | X | | 28-423 | 233171 |
| 1450 | 16385 | | | | | | | |
| 58630 | 9250 | | 6,228,167 | 80,170 | X | X | 28-423 | 12290 |
| 5000 | | | 12,997,035 | 167,300 | X | | 28-1115 | 162300 |
| | | | 180,622 | 2,325 | X | | | 2325 |
| | | | 170,911 | 2,200 | X | X | | 2200 |
| ARCADIA FINL LTD | COM | 039101100 | 1,354,248 | 314,065 | X | | 28-423 | 314065 |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 992,504 | 81,856 | X | | 28-423 | 69773 |
| 1644 | 10439 | | | | | | | |
| | | | 1,357,370 | 111,948 | X | X | 28-423 | 103699 |
| 1052 | 7197 | | | | | | | |
| | | | 37,333 | 3,079 | X | | | 3079 |
| ARDEN RLTY GROUP INC | COM | 039793104 | 2,027,100 | 93,200 | X | | 28-1115 | 725 |
| 92475 | | | | | | | | |
| | | | 8,700 | 400 | X | X | | 400 |
| ARIAD PHARMACEUTICALS INC | COM | 04033A100 | 7,190 | 10,000 | X | | 28-423 | 10000 |
| ARM HLDGS PLC | SPONSORED ADR | 042068106 | 564,000 | 12,000 | X | | 28-BFMG | |
| 12000 | | | | | | | | |
| ARMCO INC | COM | 042170100 | 1,780,800 | 254,400 | X | X | 28-423 | 4400 |
| 250000 | | | | | | | | |
| | | | 53,900 | 7,700 | X | | | |
| 7700 | | | | | | | | |
| ARMSTRONG WORLD INDS INC | COM | 042476101 | 464,289 | 10,332 | X | | 28-423 | 10332 |
| | | | 531,425 | 11,826 | X | X | 28-423 | 5142 |
| 3684 | 3000 | | | | | | | |
| ARROW ELECTRS INC | COM | 042735100 | 2,892,263 | 164,100 | X | | 28-1115 | 1100 |
| 163000 | | | | | | | | |
| | | | 17,625 | 1,000 | X | | | 1000 |
| ARTHROCARE CORP | COM | 043136100 | 9,848,888 | 180,300 | X | | 28-BFMG | 130300 |
| 50000 | | | | | | | | |
| | | | 120,175 | 2,200 | X | | | 2200 |
| 0 | COLUMN TOTAL | | 125,757,897 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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OF 09/30/99

| ITEM 8: | ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | ITEM 8: |
|-------------|----------|----------------|--------------|-------------------|----------------------------|--|---------|-----------------|
| AUTHORITY | (SHARES) | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OR PRINCIPAL AMOUNT | INVESTMENT (B) SHARED (A) SOLE (C) OTH | INSTR V | VOTING (A) SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| ASHLAND INC | COM | 044204105 | 318,866 | 9,483 | X | 28-423 | 8475 | |
| 1008 | | | 2,185,625 | 65,000 | X | 28-1115 | 400 | |
| 64600 | | | 7,061 | 210 | X | | 210 | |
| | | | 6,725 | 200 | X | X | 200 | |

| | | | | | | | |
|---|----------------|-----------|-------------|-----------|-----|----------|---------|
| AT HOME CORP 1852 | COM SER A | 045919107 | 510,918 | 12,330 | X | 28-423 | 10478 |
| 100 | | | 49,724 | 1,200 | X X | | 1100 |
| ASSOCIATES FIRST CAP CORP 14206 196186 | CL A | 046008108 | 46,220,940 | 1,283,915 | X | 28-423 | 1073523 |
| 117866 18176 | | | 9,263,124 | 257,309 | X X | 28-423 | 121267 |
| 5374 | | | 3,884,400 | 107,900 | X | 28-BFMG | 107900 |
| 262 4568 | | | 5,941,008 | 165,028 | X | 28-1115 | 159654 |
| 1250 | | | 2,031,696 | 56,436 | X | 28-1332 | 51606 |
| 1428 586 | | | 561,024 | 15,584 | X | PNC-FLA | 15584 |
| | | | 1,390,464 | 38,624 | X | PNC-MASS | 37374 |
| | | | 208,584 | 5,794 | X X | | 3780 |
| ATLANTIC COAST AIRLINES HLDGS 3800 | COM | 048396105 | 1,750,150 | 98,600 | X | 28-1115 | 94800 |
| ATLANTIC RICHFIELD CO 14682 22721 | COM | 048825103 | 50,404,583 | 568,740 | X | 28-423 | 531337 |
| 265452 35677 | | | 49,064,307 | 553,617 | X X | 28-423 | 252488 |
| 34200 | | | 48,070,200 | 542,400 | X | 28-1115 | 508200 |
| 288 | | | 2,349,183 | 26,507 | X | 28-1332 | 26219 |
| 14000 | | | 2,898,481 | 32,705 | X X | 28-1332 | 18705 |
| | | | 202,508 | 2,285 | X | PNC-FLA | 2285 |
| | | | 35,450 | 400 | X | | 400 |
| | | | 210,573 | 2,376 | X X | | 2376 |
| ATLANTIC RICHFIELD CO 10 | PREF CV \$2.80 | 048825400 | 264,350 | 622 | X | 28-423 | 612 |
| | | | 42,500 | 100 | X X | | 100 |
| ATMEL CORP | COM | 049513104 | 6,938,222 | 205,200 | X | 28-BFMG | 205200 |
| | | | 3,381 | 100 | X | | 100 |
| ATRIX LABS INC | COM | 04962L101 | 316,250 | 46,000 | X | 28-423 | 46000 |
| ATWOOD OCEANICS INC | COM | 050095108 | 385,081 | 12,600 | X | 28-423 | 12600 |
| | | | 18,697,832 | 611,800 | X | 28-BFMG | 611800 |
| AUDIOVOX CORP 120000 | CL A | 050757103 | 2,085,000 | 120,000 | X | 28-BFMG | |
| | | | 17,375 | 1,000 | X | | 1000 |
| AURORA BIOSCIENCES CORP 145000 | COM | 051920106 | 1,975,625 | 145,000 | X | 28-BFMG | |
| 0 | COLUMN TOTAL | | 258,291,210 | | | | |
| 0 | | | | | | | |
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| ITEM 8: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|---|----------------|--------------|--------------------|----------------------------|--|----------|--------------|
| AUTHORITY | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OR PRINCIPAL AMOUNT | INVESTMENT (B) SHARED (A) SOLE (C) OTH INSTR V | MANAGERS | (A) SOLE |
| (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | | | | | | |
| <S> <C> AUTOLIV INC | COM | 052800109 | 201,256 106,441 | 5,349 2,829 | X X X | 28-423 | 5349 2544 |

285

| | | | | | | | |
|---|----------------|-----------|-------------|-----------|-----|---------|---------|
| AUTOMATIC DATA PROCESSING INC 15100 205530 | COM | 053015103 | 68,699,831 | 1,539,492 | X | 28-423 | 1318862 |
| 233001 45126 | | | 47,535,264 | 1,065,216 | X X | 28-423 | 787089 |
| 500 | | | 19,144,125 | 429,000 | X | 28-BFMG | 429000 |
| 400 | | | 16,274,202 | 364,688 | X | 28-1332 | 364188 |
| | | | 952,030 | 21,334 | X X | 28-1332 | 20934 |
| | | | 1,115,625 | 25,000 | X | PNC-FLA | 25000 |
| | | | 53,550 | 1,200 | X | | 1200 |
| | | | 133,875 | 3,000 | X X | | 3000 |
| AUTOZONE INC 1400 | COM | 053332102 | 255,364 | 9,100 | X | 28-423 | 7700 |
| | | | 28,062 | 1,000 | X | | 1000 |
| AVANT IMMUNOTHERAPEUTICS INC | COM | 053491106 | 514,250 | 242,000 | X | 28-423 | 242000 |
| AVATAR HLDGS INC | SUB NT CONV 7% | 053494AD2 | 4,531,250 | 50,000 | X X | 28-423 | 50000 |
| AVERY DENNISON CORP 2875 | COM | 053611109 | 12,844,625 | 243,500 | X | 28-423 | 240625 |
| 336 | | | 274,511 | 5,204 | X X | 28-423 | 4868 |
| | | | 47,053 | 892 | X | | 892 |
| | | | 52,750 | 1,000 | X X | | 1000 |
| AVNET INC 9600 | COM | 053807103 | 407,400 | 9,700 | X | 28-1115 | 100 |
| 1900 | | | 196,350 | 4,675 | X | | 2775 |
| 67 | | | 15,414 | 367 | X X | | 300 |
| AVON PRODS INC 1440 | COM | 054303102 | 546,956 | 22,044 | X | 28-423 | 20604 |
| | | | 29,774 | 1,200 | X | | 1200 |
| 2000 | | | 99,248 | 4,000 | X X | | 2000 |
| BB&T CORP | COM | 054937107 | 487,794 | 15,067 | X | 28-423 | 15067 |
| | | | 126,263 | 3,900 | X | | 3900 |
| BCE INC 1200 | COM | 05534B109 | 567,857 | 11,400 | X X | 28-423 | 10200 |
| 100 | | | 124,530 | 2,500 | X | | 2400 |
| BJS WHOLESALE CLUB INC 8000 | COM | 05548J106 | 236,496 | 8,000 | X X | 28-423 | |
| 0 | | | 39,909 | 1,350 | X | | 1350 |
| 0 | COLUMN TOTAL | | 175,642,055 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | |
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | |
| ITEM 1: | | ITEM 2: | | FAIR MARKET | | PRINCIPAL | | (B) SHARED | |
| (SHARES) | | TITLE OF CLASS | | VALUE | | AMOUNT | | (A) SOLE (C) OTH INSTR V | |
| NAME OF ISSUER | | NUMBER | | VALUE | | AMOUNT | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | | | |
| BP AMOCO P L C | SPONSORED ADR | 055622104 | 86,180,598 | 777,719 | X | 28-423 | 710507 | | |
| 22182 45030 | | | 74,027,070 | 668,042 | X X | 28-423 | 325511 | | |
| 324574 17957 | | | 29,439,313 | 265,669 | X | 28-1115 | 255150 | | |

| | | | | | | | | | |
|---|--------------|-----------|--|-------------|-----------|---|-----------|---------|--|
| 10519 | | | | 4,731,783 | 42,701 | X | 28-1332 | 42040 | |
| 661 | | | | 5,987,948 | 54,037 | X | X 28-1332 | 38124 | |
| 2514 | 13399 | | | 604,923 | 5,459 | X | PNC-FLA | 5459 | |
| | | | | 344,847 | 3,112 | X | X PNC-FLA | 3112 | |
| | | | | 586,085 | 5,289 | X | PNC-MASS | 5289 | |
| BRE PROPERTIES INC 9186 | CL A | 05564E106 | | 5,692,937 | 237,830 | X | 28-1115 | 228644 | |
| | | | | 2,394 | 100 | X | | 100 | |
| | | | | 23,937 | 1,000 | X | X | | |
| 1000 | | | | | | | | | |
| BMC SOFTWARE INC 12000 | COM | 055921100 | | 880,213 | 12,300 | X | 28-423 | 12300 | |
| | | | | 1,331,053 | 18,600 | X | X 28-423 | 6600 | |
| | | | | 4,179,221 | 58,400 | X | 28-BFMG | 58400 | |
| BANCROFT CONV FD INC | COM | 059695106 | | 479,443 | 21,250 | X | 28-423 | 21250 | |
| BANCWEST CORP NEW 60500 | COM | 059790105 | | 2,474,063 | 60,900 | X | 28-1115 | 400 | |
| | | | | 71,500 | 1,760 | X | | 1760 | |
| BANK OF AMERICA CORPORATION 9979 83898 | COM | 060505104 | | 54,652,391 | 981,421 | X | 28-423 | 887544 | |
| | | | | 39,475,401 | 708,880 | X | X 28-423 | 307772 | |
| 377773 23335 | | | | 5,407,208 | 97,100 | X | 28-BFMG | 97100 | |
| | | | | 87,897,363 | 1,578,418 | X | 28-1115 | 1511913 | |
| 66505 | | | | 3,265,152 | 58,634 | X | 28-1332 | 57534 | |
| 500 600 | | | | 1,105,777 | 19,857 | X | PNC-FLA | 19857 | |
| | | | | 934,818 | 16,787 | X | X PNC-FLA | 16787 | |
| | | | | 709,898 | 12,748 | X | PNC-MASS | 12616 | |
| 132 | | | | 174,579 | 3,135 | X | X | 1326 | |
| 1809 | | | | | | | | | |
| BANK NEW YORK INC 72270 | COM | 064057102 | | 4,851,341 | 145,089 | X | 28-423 | 72819 | |
| | | | | 2,165,246 | 64,756 | X | X 28-423 | 47144 | |
| 17612 | | | | 1,216,405 | 36,379 | X | X PNC-FLA | 36379 | |
| | | | | 530,980 | 15,880 | X | PNC-MASS | 15880 | |
| | | | | 200,154 | 5,986 | X | | 5986 | |
| | | | | 56,843 | 1,700 | X | X | 1700 | |
| 0 | COLUMN TOTAL | | | 419,680,884 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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|---------------------|----------------|-----------|-------------|-----------|------------------|----------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| (SHARES) | | NUMBER | VALUE | PRINCIPAL | (B) SHARED | | (A) SOLE |
| NAME OF ISSUER | | | | AMOUNT | (A) SOLE (C) OTH | INSTR V | (A) SOLE |
| (B) SHARED (C) NONE | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| BANK ONE CORP | COM | 06423A103 | 64,256,442 | 1,845,813 | X | 28-423 | 1672353 |
| 14632 158828 | | | 15,820,348 | 454,451 | X | X 28-423 | 238587 |
| 185290 30574 | | | 5,632,582 | 161,800 | X | 28-BFMG | 161800 |
| | | | 20,473,703 | 588,122 | X | 28-1115 | 558581 |
| 29541 | | | 3,112,471 | 89,408 | X | 28-1332 | 85262 |

| | | | | | | | | |
|---------------------------------|----------------|-----------|-------------|---------|---|---|----------|--------|
| 4146 | | | 434,210 | 12,473 | X | X | 28-1332 | 11073 |
| 1400 | | | 1,150,502 | 33,049 | X | | PNC-FLA | 33049 |
| | | | 1,042,585 | 29,949 | X | | PNC-MASS | 28899 |
| 1050 | | | 77,805 | 2,235 | X | X | | 2035 |
| 200 | | | | | | | | |
| BANK UTD CORP 7800 | CL A | 065412108 | 6,530,038 | 201,700 | X | | 28-1115 | 193900 |
| BANKATLANTIC BANCORP 100000 | SB DB CV 6.75% | 065908AB1 | 10,400,000 | 100,000 | X | X | 28-423 | |
| BANKATLANTIC BANCORP 14835 | CL B | 065908105 | 1,288,301 | 203,074 | X | | 28-1115 | 188239 |
| | | | 3,172 | 500 | X | | | 500 |
| BANKATLANTIC BANCORP 16790 | CL A | 065908501 | 3,538,144 | 636,128 | X | | 28-1115 | 619338 |
| | | | 1,213 | 218 | X | | | 218 |
| BANKBOSTON CORP 1980 4400 | COM | 06605R106 | 959,715 | 22,126 | X | | 28-423 | 15746 |
| | | | 352,292 | 8,122 | X | X | 28-423 | |
| 6700 1422 | | | 31,131,192 | 717,722 | X | | 28-1115 | 678740 |
| 38982 | | | 176,927 | 4,079 | X | | | 4079 |
| | | | 60,725 | 1,400 | X | X | | 1400 |
| BANKNORTH GROUP INC DEL 8300 | COM | 06646L100 | 6,587,438 | 220,500 | X | | 28-1115 | 212200 |
| BARD C R INC 44300 | COM | 067383109 | 2,098,965 | 44,600 | X | | 28-1115 | 300 |
| | | | 9,412 | 200 | X | | | 200 |
| 1200 | | | 56,474 | 1,200 | X | X | | |
| BARNES GROUP INC 5283 | COM | 067806109 | 384,348 | 19,158 | X | | 28-423 | 13875 |
| | | | 35,209 | 1,755 | X | X | | 1755 |
| BARRICK GOLD CORP 79400 | COM | 067901108 | 416,078 | 19,130 | X | | 28-423 | 19130 |
| | | | 5,724,600 | 263,200 | X | | 28-1115 | 183800 |
| 10200 | | | 221,850 | 10,200 | X | X | 28-1332 | |
| | | | 43,500 | 2,000 | X | | | 2000 |
| | | | 4,350 | 200 | X | X | | 200 |
| BARR LABS INC 4700 | COM | 068306109 | 4,013,200 | 126,400 | X | | 28-1115 | 121700 |
| | | | 12,700 | 400 | X | | | 400 |
| 0 | COLUMN TOTAL | | 186,050,491 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| ITEM 8: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|---------------------------------------|---------------------------|-------------|-----------|------------------|--------------------------|----------|
| AUTHORITY | CUSIP | FAIR MARKET | SHARES OR | INVESTMENT | MANAGERS | |
| ITEM 1: (SHARES) | ITEM 2: TITLE OF CLASS | NUMBER | PRINCIPAL | (B) SHARED | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| NAME OF ISSUER (B) SHARED (C) NONE | | VALUE | AMOUNT | (A) SOLE (C) OTH | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | |
| BASIN EXPL INC 120000 | COM | 070107107 | 2,880,000 | 120,000 | X | 28-BFMG |

| | | | | | | | |
|--------------------------------|----------------|-----------|--------------|------------|---|-----------|--------|
| BATTLE MTN GOLD CO 7000 | COM | 071593107 | 67,488 | 21,176 | X | X 28-423 | 14176 |
| | | | 9,042 | 2,837 | X | | 2837 |
| BAUSCH & LOMB INC 1900 | COM | 071707103 | 1,499,803 | 22,746 | X | 28-423 | 22746 |
| | | | 243,967 | 3,700 | X | X 28-423 | 1800 |
| BAXTER INTL INC 400 2138 | COM | 071813109 | 2,479,408 | 41,152 | X | 28-423 | 38614 |
| 17809 5486 | | | 2,572,374 | 42,695 | X | X 28-423 | 19400 |
| | | | 27,715 | 460 | X | | 460 |
| | | | 12,050 | 200 | X | X | 200 |
| BEAR STEARNS COS INC 680 | COM | 073902108 | 237,541 | 6,180 | X | X 28-423 | 5500 |
| 1200 | | | 58,232 | 1,515 | X | | 315 |
| BECKMAN COULTER INC 2599 | COM | 075811109 | 330,496 | 7,324 | X | 28-423 | 4725 |
| 5242 139 | | | 353,509 | 7,834 | X | X 28-423 | 2453 |
| 56700 | | | 2,576,638 | 57,100 | X | 28-1115 | 400 |
| | | | 11,868 | 263 | X | | 263 |
| | | | 43,997 | 975 | X | X | 975 |
| BECTON DICKINSON & CO 1300 | COM | 075887109 | 745,495 | 26,566 | X | 28-423 | 25266 |
| 75075 1100 | | | 2,460,336 | 87,675 | X | X 28-423 | 11500 |
| | | | 269,395 | 9,600 | X | X PNC-FLA | 9600 |
| | | | 16,837 | 600 | X | | 600 |
| BED BATH & BEYOND INC 4532 | COM | 075896100 | 3,822,108 | 109,400 | X | 28-BFMG | 109400 |
| | | | 172,309 | 4,932 | X | | 400 |
| | | | 13,975 | 400 | X | X | 400 |
| BEDFORD PPTY INVS INC 11700 | COM PAR \$0.02 | 076446301 | 5,499,563 | 325,900 | X | 28-1115 | 314200 |
| BELDEN INC 13100 | COM | 077459105 | 7,448,675 | 363,350 | X | 28-1115 | 350250 |
| BELL & HOWELL CO NEW 9400 | COM | 077852101 | 8,940,622 | 243,700 | X | 28-1115 | 234300 |
| 0 | | | COLUMN TOTAL | 42,793,443 | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
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OF 09/30/99

| ITEM 8: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|------------------------------------|----------------|-----------|-------------|-----------|------------|-----------------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| (SHARES) | NUMBER | VALUE | AMOUNT | (A) SOLE | (B) SHARED | (C) OTH INSTR V | (A) SOLE |
| (B) SHARED (C) NONE | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| BELL ATLANTIC CORP 74534 320379 | COM | 077853109 | 228,291,340 | 3,391,540 | X | 28-423 | 2996627 |
| 1201228 191644 | | | 202,204,911 | 3,003,995 | X | X 28-423 | 1611123 |
| | | | 8,474,581 | 125,900 | X | 28-BFMG | 125900 |
| | | | 89,851,423 | 1,334,850 | X | 28-1115 | 1277746 |
| 57104 | | | 12,213,628 | 181,448 | X | 28-1332 | 176774 |

| | | | | | | | | |
|--------------------------------|-----|-----------|--|-------------|---------|---|-----------|--------|
| | | | | 4,190,901 | 86,300 | X | 28-BFMG | 86300 |
| | | | | 17,142,386 | 353,000 | X | 28-1115 | 342800 |
| 10200 | | | | | | | | |
| | | | | 1,046,123 | 21,542 | X | 28-1332 | 21542 |
| | | | | 835,266 | 17,200 | X | X 28-1332 | 15200 |
| 2000 | | | | | | | | |
| | | | | 447,547 | 9,216 | X | PNC-FLA | 9216 |
| | | | | 415,205 | 8,550 | X | X PNC-FLA | 8550 |
| | | | | 46,620 | 960 | X | | 360 |
| 600 | | | | | | | | |
| BETHLEHEM STL CORP | COM | 087509105 | | 84,813 | 11,500 | X | 28-423 | 11500 |
| | | | | 7,375 | 1,000 | X | | 1000 |
| BIOGEN INC | COM | 090597105 | | 1,253,268 | 15,902 | X | 28-423 | 1982 |
| 320 13600 | | | | | | | | |
| | | | | 409,822 | 5,200 | X | X 28-423 | 5200 |
| | | | | 220,674 | 2,800 | X | PNC-FLA | 2800 |
| | | | | 10,246 | 130 | X | | 130 |
| BIOMARIN PHARMACEUTICAL INC | COM | 09061G101 | | 2,258,750 | 130,000 | X | 28-BFMG | |
| 130000 | | | | | | | | |
| BLACK & DECKER CORP | COM | 091797100 | | 5,160,347 | 112,950 | X | 28-423 | 105035 |
| 450 7465 | | | | | | | | |
| | | | | 1,409,809 | 30,858 | X | X 28-423 | 13504 |
| 15690 1664 | | | | | | | | |
| | | | | 14,592,428 | 319,400 | X | 28-1115 | 249000 |
| 70400 | | | | | | | | |
| | | | | 435,580 | 9,534 | X | 28-1332 | 9334 |
| 200 | | | | | | | | |
| | | | | 75,384 | 1,650 | X | | 1650 |
| BLACKROCK INVT QUALITY MUN TR | COM | 09247D105 | | 2,232,981 | 165,406 | X | 28-423 | 165406 |
| | | | | 100,278 | 7,428 | X | X | 7428 |
| BLACKROCK NY INVT QUALITY MUN | COM | 09247E103 | | 276,183 | 20,458 | X | 28-423 | 20458 |
| | | | | 47,250 | 3,500 | X | X | 3500 |
| BLACKROCK INCOME TR INC | COM | 09247F100 | | 236,513 | 37,842 | X | 28-423 | 37842 |
| | | | | 5,625 | 900 | X | X | 400 |
| 500 | | | | | | | | |
| BLACKROCK INVT QUALITY TERM TR | COM | 09247J102 | | 88,000 | 11,000 | X | 28-423 | 11000 |
| BLACKROCK MUN TARGET TERM TR | COM | 09247M105 | | 545,524 | 53,551 | X | 28-423 | 53551 |
| | | | | 111,038 | 10,900 | X | X 28-423 | 10000 |
| 900 | | | | | | | | |
| | | | | 401,368 | 39,400 | X | 28-1332 | |
| 39400 | | | | | | | | |
| BLACKROCK STRATEGIC TERM TR | COM | 09247P108 | | 199,688 | 22,500 | X | X 28-423 | 22500 |
| 0 COLUMN TOTAL | | | | 117,255,638 | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS | VOTING (A) SOLE |
|--|---------------------------|----------------------------|---------------------------------|---|-----------------------|-----------------|---------------------|--------------------|
| | | | | | (B) SHARED | (C) OTH INSTR V | | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| BLACKROCK INSD MUN TERM TR INC | COM | 092474105 | 534,175 | 52,758 | X | 28-423 | 50256 | |
| 2502 | | | 30,375 | 3,000 | X | X | | |
| 3000 | | | | | | | | |
| BLACKROCK NORTH AMERN GV INCM | COM | 092475102 | 116,035 | 11,532 | X | 28-423 | 11532 | |

| | | | | | | | |
|--------------------------------------|--------------|-----------|----------------------|-----------------|---|--------------|---------------|
| BLACKROCK TARGET TERM TR INC 3000 | COM | 092476100 | 139,949 | 14,636 | X | | 11636 |
| 4000 | | | 38,248 | 4,000 | X | X | |
| BLACKROCK 2001 TERM TR INC 698 | COM | 092477108 | 95,400 6,282 | 10,600 698 | X | 28-423 X | 10600 |
| BLACKROCK HIGH YIELD TR | SH BEN INT | 09248N102 | 194,128 | 13,929 | X | 28-423 | 13929 |
| BLAIR CORP 12000 | COM | 092828102 | 10,951,541 | 621,364 | X | 28-423 | 609364 |
| 308160 | | | 6,227,018 | 353,306 | X | X 28-423 | 45146 |
| BLOCK H & R INC 250 | COM | 093671105 | 911,395 | 20,982 | X | 28-423 | 20732 |
| 4360 | | | 293,634 | 6,760 | X | X 28-423 | 2400 |
| | | | 30,406 | 700 | X | | 700 |
| | | | 130,311 | 3,000 | X | X | 3000 |
| BOEING CO 5878 119057 | COM | 097023105 | 38,548,601 | 904,366 | X | 28-423 | 779431 |
| 129360 26304 | | | 13,365,836 | 313,568 | X | X 28-423 | 157904 |
| | | | 1,470,563 | 34,500 | X | 28-BFMG | 34500 |
| 17500 | | | 17,911,025 | 420,200 | X | 28-1115 | 402700 |
| 1377 | | | 2,235,511 | 52,446 | X | 28-1332 | 51069 |
| | | | 323,098 | 7,580 | X | PNC-FLA | 7580 |
| 1480 | | | 586,818 | 13,767 | X | PNC-MASS | 12287 |
| 700 | | | 96,588 | 2,266 | X | X | 1566 |
| BON-TON STORES INC 15000 | COM | 09776J101 | 1,738,819 | 438,100 | X | 28-1115 | 423100 |
| BORG-WARNER AUTOMOTIVE INC 6100 | COM | 099724106 | 6,918,700 | 160,900 | X | 28-1115 | 154800 |
| BOSTON SCIENTIFIC CORP 250 | COM | 101137107 | 1,890,900 188,719 | 76,400 7,625 | X | 28-BFMG X | 76400 7375 |
| 2200 | | | 79,200 | 3,200 | X | X | 1000 |
| BOWATER INC 81600 | COM | 102183100 | 25,446,750 | 484,700 | X | 28-1115 | 403100 |
| | | | 34,125 | 650 | X | | 650 |
| | | | 26,250 | 500 | X | X | 500 |
| 0 | COLUMN TOTAL | | 130,560,400 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
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|---------------------|----------------|-----------|----------------------|-------------------|------------------|-------------------|-----------------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| (SHARES) | NUMBER | NUMBER | VALUE | PRINCIPAL | (B) SHARED | | |
| NAME OF ISSUER | | | | AMOUNT | (A) SOLE (C) OTH | INSTR V | (A) SOLE |
| (B) SHARED (C) NONE | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| BRANDYWINE RLTY TR | SH BEN INT NEW | 105368203 | 180,375 5,429,125 | 11,100 334,100 | X | 28-423 28-1115 | 11100 319800 |
| 14300 | | | | | | | |

| | | | | | | | | | |
|---|----------------|-----------|---------------|-----------|-------|---|---|----------|---------|
| 2000 | | | | 48,750 | 3,000 | X | X | | 1000 |
| BRAUN CONSULTING INC 150000 | COM | 105651103 | 2,493,750 | 150,000 | | X | | 28-BFMG | |
| BRIGGS & STRATTON CORP 300 4000 | COM | 109043109 | 251,013 | 4,300 | | X | X | 28-423 | |
| 480 | | | 74,720 | 1,280 | | X | | | 800 |
| BRISTOL MYERS SQUIBB CO 71990 273329 | COM | 110122108 | 500,215,028 | 7,410,593 | | X | | 28-423 | 7065274 |
| 994930 194113 | | | 420,745,995 | 6,233,274 | | X | X | 28-423 | 5044231 |
| 26600 | | | 48,559,500 | 719,400 | | X | | 28-BFMG | 719400 |
| 2400 5930 | | | 48,870,000 | 724,000 | | X | | 28-1115 | 697400 |
| 23900 | | | 21,943,373 | 325,087 | | X | | 28-1332 | 316757 |
| 15296 | | | 12,589,965 | 186,518 | | X | X | 28-1332 | 162618 |
| 100 | | | 6,449,355 | 95,546 | | X | | PNC-FLA | 80250 |
| 6333 | | | 1,086,750 | 16,100 | | X | X | PNC-FLA | 16000 |
| 1200 | | | 4,751,933 | 70,399 | | X | | PNC-MASS | 64066 |
| BRITISH AWYS PLC 6700 | ADR 2ND INSTAL | 110419306 | 438,434 | 7,675 | | X | | 28-423 | 975 |
| BRITISH TELECOMMUNICATIONS PLC 1300 | ADR FINAL INST | 111021408 | 379,596 | 2,450 | | X | X | 28-423 | 1150 |
| | | | 75,144 | 485 | | X | | | 485 |
| BROADCOM CORP 200 | CL A | 111320107 | 436,000 | 4,000 | | X | | PNC-MASS | 4000 |
| | | | 136,250 | 1,250 | | X | | | 1250 |
| | | | 21,800 | 200 | | X | X | | |
| BROADVISION INC | COM | 111412102 | 7,092,205 | 53,300 | | X | | 28-BFMG | 53300 |
| BROCADE COMMUNICATIONS SYS INC | COM | 111621108 | 6,216,000 | 29,600 | | X | | 28-BFMG | 29600 |
| BROOKS AUTOMATION INC | COM | 11434A100 | 1,989,107 | 113,262 | | X | | 28-BFMG | 113262 |
| | | | 80,961 | 4,610 | | X | | | 4610 |
| BROWN & SHARPE MFG CO 300 | CL A | 115223109 | 45,363 | 19,100 | | X | | 28-1115 | 18800 |
| BROWN FORMAN CORP | CL A | 115637100 | 2,163,347 | 37,139 | | X | | 28-423 | 37139 |
| BROWN FORMAN CORP 0 0 0 0 | CL B | 115637209 | 8,103,386 | 129,914 | | X | | 28-423 | 129914 |
| | COLUMN TOTAL | | 1,101,114,275 | | | | | | |

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|--|---------------------------|----------------------------|---------------------------------|---|-----------------------|-----------------|---------------------|--------------------|--------|
| | | | | | (B) SHARED | (C) OTH INSTR V | | | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| BROWN SHOE INC NEW 16700 | COM | 115736100 | 6,660,074 | 363,700 | | X | | 28-1115 | 347000 |

| NAME OF ISSUER (B) SHARED (C) NONE | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE |
|--|----------------|-----------|-------------|-----------|----------|-----------------|----------|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| C-CUBE MICROSYSTEMS INC 33200 | COM | 125015107 | 1,452,900 | 33,400 | X | 28-1115 | 200 |
| C D I CORP 9800 | COM | 125071100 | 6,598,579 | 241,600 | X | 28-1115 | 231800 |
| CFM TECHNOLOGIES INC | COM | 12525K106 | 132,056 | 16,507 | X | 28-423 | 16507 |
| CIGNA CORP 12139 12371 | COM | 125509109 | 12,780,701 | 164,382 | X | 28-423 | 139872 |
| 168170 10401 | | | 19,147,493 | 246,270 | X X | 28-423 | 67699 |
| 18400 | | | 44,523,538 | 572,650 | X | 28-1115 | 554250 |
| 900 | | | 2,337,321 | 30,062 | X | 28-1332 | 30062 |
| | | | 208,292 | 2,679 | X X | 28-1332 | 1779 |
| | | | 187,766 | 2,415 | X | | 2415 |
| | | | 160,476 | 2,064 | X X | | 2064 |
| CIT GROUP INC 149800 | CL A | 125577106 | 284,270 | 13,825 | X | 28-423 | 13825 |
| | | | 21,694,966 | 1,055,100 | X | 28-1115 | 905300 |
| | | | 47,293 | 2,300 | X X | | 2300 |
| CLECO CORP NEW 7000 | COM | 12561W105 | 7,071,266 | 218,000 | X | 28-1115 | 211000 |
| 688 | | | 80,184 | 2,472 | X | | 2472 |
| | | | 57,089 | 1,760 | X X | | 1072 |
| CK WITCO CORP 17100 | COM | 12562C108 | 6,809,775 | 457,800 | X | 28-1115 | 440700 |
| 1325 | | | 48,656 | 3,271 | X | | 1946 |
| 1160 | | | 26,091 | 1,754 | X X | | 594 |
| CMGI INC 3762 | COM | 125750109 | 1,227,335 | 11,974 | X | 28-423 | 8212 |
| 550 | | | 61,500 | 600 | X | | 600 |
| | | | 89,688 | 875 | X X | | 325 |
| CMP GROUP INC 1800 | COM | 125887109 | 661,617 | 25,085 | X | 28-423 | 23285 |
| | | | 13,188 | 500 | X X | | 500 |
| CMS ENERGY CORP 10000 | COM | 125896100 | 339,370 | 10,000 | X X | 28-423 | |
| | | | 1,697 | 50 | X | | 50 |
| CNET INC | COM | 125945105 | 492,800 | 8,800 | X | 28-423 | 8800 |
| | | | 5,600 | 100 | X X | | 100 |
| CNF TRANSN INC 700 | COM | 12612W104 | 1,441,575 | 38,700 | X | 28-423 | 38000 |
| CNB BANCSHARES INC 0 0 0 0 | COM | 126126101 | 912,183 | 17,211 | X | 28-423 | 17211 |
| | | | 128,895,265 | | | | |

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OF 09/30/99

FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

AS

ITEM 8: ITEM 5: ITEM 6: INVESTMENT
ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING
AUTHORITY
ITEM 1: ITEM 2: CUSIP FAIR MARKET PRINCIPAL (B) SHARED MANAGERS

| (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH | INSTR V | (A) SOLE | |
|---|----------------|-----------|-------------|---------|----------|---------|---------|----------|-----|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| CSX CORP 4000 2040 | COM | 126408103 | 5,762,873 | 135,997 | X | | 28-423 | 129957 | |
| 33414 3804 | | | 3,604,079 | 85,052 | X | X | 28-423 | 47834 | |
| | | | 64,410 | 1,520 | X | | | 1520 | |
| CTC COMMUNICATIONS CORP 80000 | COM | 126418102 | 1,314,960 | 80,000 | X | | 28-BFMG | | |
| 500 | | | 8,219 | 500 | X | | | | |
| CT COMMUNICATIONS INC 3700 | COM NEW | 126426402 | 4,542,500 | 92,000 | X | | 28-1115 | 88300 | |
| CTS CORP | COM | 126501105 | 385,250 | 6,700 | X | | 28-423 | 6700 | |
| | | | 13,173,250 | 229,100 | X | | 28-BFMG | 229100 | |
| CVS CORP 8520 1800 | COM | 126650100 | 2,011,868 | 49,296 | X | | 28-423 | 38976 | |
| 40500 | | | 4,971,310 | 121,810 | X | X | 28-423 | 81310 | |
| | | | 83,052 | 2,035 | X | | | 2035 | |
| CABLE & WIRELESS HKT 300 | SPONSORED ADR | 126828102 | 270,788 | 12,450 | X | | 28-423 | 12450 | |
| | | | 47,850 | 2,200 | X | | | 1900 | |
| CABLE DESIGN TECHNOLOGIES CORP 6900 | COM | 126924109 | 4,062,817 | 178,100 | X | | 28-1115 | 171200 | |
| CABOT CORP 400 | COM | 127055101 | 513,333 | 21,614 | X | | 28-423 | 21614 | |
| | | | 57,000 | 2,400 | X | X | | 2000 | |
| CADBURY SCHWEPPES PLC | ADR | 127209302 | 332,244 | 12,000 | X | X | 28-1332 | 12000 | |
| | | | 8,860 | 320 | X | | | 320 | |
| CADENCE DESIGN SYSTEM INC | COM | 127387108 | 230,719 | 17,250 | X | | 28-423 | 17250 | |
| | | | 13,709 | 1,025 | X | X | | 1025 | |
| CAL DIVE INTL INC | COM | 127914109 | 513,750 | 15,000 | X | | 28-423 | 15000 | |
| | | | 12,532,075 | 365,900 | X | | 28-BFMG | 365900 | |
| CALIFORNIA FED BK FSB LOS ANGL | CONT LITIG REC | 130209604 | 36,555 | 15,000 | X | | 28-423 | 15000 | |
| | | | 853 | 350 | X | X | | 350 | |
| CALPINE CORP 1676 | COM | 131347106 | 1,256,876 | 14,776 | X | | 28-423 | 13100 | |
| | | | 52,236,574 | 614,100 | X | | 28-BFMG | 614100 | |
| CAMBREX CORP 0 0 0 0 | COM | 132011107 | 285,520 | 10,800 | X | | 28-423 | 10800 | |
| | COLUMN TOTAL | | 108,321,294 | | | | | | |

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FILE NO. 28-1235
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|--|---------------------------|--|-------------|-----------|-----------------------|----------|---------|----------|-----|--|
| PAGE 23 OF 116 OF 09/30/99 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | | AS | | |
| ITEM 8: | | | | ITEM 5: | ITEM 6: INVESTMENT | | | | | |
| AUTHORITY | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | | | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | | | |
| | | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH | INSTR V | (A) SOLE | | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| CAMBRIDGE TECH PARTNERS MASS | COM | 132524109 | 145,000 | 10,000 | X | | 28-423 | 10000 | | |

| | | | | | | | |
|---------------------------------|--------------|-----------|-------------|-----------|---|----------|--------|
| 9900 | | | 3,749,700 | 258,600 | X | 28-1115 | 248700 |
| | | | 14,500 | 1,000 | X | X | 1000 |
| CAMDEN PPTY TR 10400 | SH BEN INT | 133131102 | 7,640,563 | 284,300 | X | 28-1115 | 273900 |
| | | | 54,556 | 2,030 | X | | 1630 |
| 400 | | | 47,273 | 1,759 | X | X | 1000 |
| 759 | | | | | | | |
| CAMPBELL SOUP CO 4200 8000 | COM | 134429109 | 6,590,332 | 168,443 | X | 28-423 | 156243 |
| | | | 68,479,001 | 1,750,262 | X | X 28-423 | 192568 |
| 1554364 3330 | | | 539,651 | 13,793 | X | 28-1332 | 13793 |
| | | | 95,543 | 2,442 | X | | 2442 |
| | | | 164,325 | 4,200 | X | X | 4200 |
| CANANDAIGUA BRANDS INC 3500 | CL A | 137219200 | 5,502,975 | 92,100 | X | 28-1115 | 88600 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 229,866 | 5,894 | X | 28-423 | 5894 |
| | | | 5,187,000 | 133,000 | X | 28-BFMG | 133000 |
| | | | 5,850 | 150 | X | | |
| 150 | | | 58,500 | 1,500 | X | X | 1500 |
| CAPITAL SOUTHWEST CORP 5129 | COM | 140501107 | 594,615 | 8,090 | X | 28-423 | 2961 |
| CARAUSTAR INDS INC 12100 | COM | 140909102 | 8,941,830 | 350,660 | X | 28-1115 | 338560 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 741,146 | 13,599 | X | 28-423 | 13599 |
| | | | 259,257 | 4,757 | X | X 28-423 | 1500 |
| 1867 1390 | | | | | | | |
| CARESIDE INC | COM | 141728105 | 287,094 | 51,617 | X | 28-423 | 51617 |
| CAREY DIVERSIFIED LLC | COM | 14174P105 | 291,480 | 14,574 | X | 28-423 | 14574 |
| | | | 118,000 | 5,900 | X | X | 1500 |
| 4400 | | | | | | | |
| CARDIOTHORACIC SYS INC 27500 | COM | 141907105 | 460,625 | 27,500 | X | 28-BFMG | |
| CARLISLE COS INC 1200 | COM | 142339100 | 878,638 | 22,244 | X | 28-423 | 21044 |
| | | | 1,848,600 | 46,800 | X | X 28-423 | 2500 |
| 400 43900 | | | | | | | |
| CARNIVAL CORP 1420 13655 | COM | 143658102 | 10,831,370 | 248,997 | X | 28-423 | 233922 |
| | | | 3,977,292 | 91,432 | X | X 28-423 | 67182 |
| 23450 800 | | | 2,044,065 | 46,990 | X | PNC-MASS | 40765 |
| 6225 | | | 184,875 | 4,250 | X | | 4250 |
| | | | 230,550 | 5,300 | X | X | 5300 |
| 0 | COLUMN TOTAL | | 130,194,072 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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PAGE 24 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|---------------------|----------------|-------------|-----------|--------------------------|--------------------------|----------|
| AUTHORITY | CUSIP | FAIR MARKET | SHARES OR | INVESTMENT | MANAGERS | |
| ITEM 1: | ITEM 2: | VALUE | PRINCIPAL | (B) SHARED | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| (SHARES) | TITLE OF CLASS | NUMBER | AMOUNT | (A) SOLE (C) OTH INSTR V | | |
| NAME OF ISSUER | | | | | | |
| (B) SHARED (C) NONE | | | | | | |

| | | | | | | | |
|---------------------------------------|--------------|-----------|-------------|-----------|-----|---------|---------|
| CENTRAL NEWSPAPERS INC 800 7000 | CL A | 154647101 | 347,100 | 7,800 | X X | 28-423 | |
| | | | 2,210,226 | 49,668 | X | 28-BFMG | 49668 |
| CENTURYTEL INC | COM | 156700106 | 210,234 | 5,175 | X | 28-423 | 5175 |
| | | | 45,703 | 1,125 | X X | | 1125 |
| CHAMPION INTL CORP 11900 | COM | 158525105 | 384,234 | 7,479 | X | 28-423 | 7479 |
| | | | 611,363 | 11,900 | X | 28-1115 | |
| 492 | | | 130,287 | 2,536 | X X | | 2044 |
| CHAMPIONSHIP AUTO RACING TEAM | COM | 158711101 | 507,000 | 19,500 | X | 28-423 | 19500 |
| | | | 20,987,200 | 807,200 | X | 28-BFMG | 807200 |
| | | | 83,200 | 3,200 | X X | | 3200 |
| CHARTER ONE FINL INC 115408 | COM | 160903100 | 8,200,102 | 354,599 | X | 28-1115 | 239191 |
| | | | 22,639 | 979 | X | | 979 |
| CHARMING SHOPPES INC 35600 | COM | 161133103 | 3,646,950 | 711,600 | X | 28-1115 | 676000 |
| 894 | | | 4,582 | 894 | X | | |
| CHASE MANHATTAN CORP NEW 400 13536 | COM | 16161A108 | 5,870,130 | 77,879 | X | 28-423 | 63943 |
| | | | 4,275,496 | 56,723 | X X | 28-423 | 22573 |
| 10084 24066 | | | 80,818,206 | 1,072,215 | X | 28-1115 | 1027115 |
| 45100 | | | 241,200 | 3,200 | X X | PNC-FLA | 3200 |
| | | | 266,752 | 3,539 | X | | 3339 |
| 200 | | | | | | | |
| CHECKPOINT SYS INC 2000 | COM | 162825103 | 1,101,665 | 118,306 | X X | 28-423 | 116306 |
| | | | 32,592 | 3,500 | X | | 3500 |
| CHELSEA GCA RLTY INC 200 | COM | 163262108 | 230,863 | 7,300 | X | | 7100 |
| CHEMDEX CORP | COM | 163595101 | 267,202 | 8,672 | X | 28-423 | 8672 |
| | | | 17,519,179 | 568,583 | X | 28-BFMG | 568583 |
| | | | 30,812 | 1,000 | X | | 1000 |
| CHESAPEAKE CORP 6400 | COM | 165159104 | 3,953,675 | 130,700 | X | 28-1115 | 124300 |
| | | | 87,786 | 2,902 | X | | 2902 |
| 0 | COLUMN TOTAL | | 152,086,378 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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PAGE 26 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|---------------------|----------------|-----------|-------------|-----------|------------|-----------------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| (SHARES) | NUMBER | VALUE | AMOUNT | (A) SOLE | (B) SHARED | (C) OTH INSTR V | (A) SOLE |
| NAME OF ISSUER | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| CHEVRON CORPORATION | COM | 166751107 | 110,476,533 | 1,244,806 | X | 28-423 | 1121570 |
| 14957 108279 | | | 43,376,030 | 488,744 | X X | 28-423 | 272117 |
| 183476 33151 | | | 6,895,875 | 77,700 | X | 28-BFMG | 77700 |
| | | | 63,509,500 | 715,600 | X | 28-1115 | 683000 |
| 32600 | | | 4,609,764 | 51,941 | X | 28-1332 | 50006 |

| | | | | | | | | | |
|-------------------------------|---------------|-----------|--------------|-------------|--------|---|---|----------|---------|
| 1935 | | | | 1,504,224 | 16,949 | X | X | 28-1332 | 16399 |
| 550 | | | | 1,066,864 | 12,021 | X | | PNC-FLA | 12021 |
| | | | | 1,533,245 | 17,276 | X | | PNC-MASS | 16266 |
| 1010 | | | | 187,440 | 2,112 | X | X | | 2112 |
| CHICAGO TITLE CORP 916965 | COM | 168228104 | 36,665,161 | 918,075 | | X | X | 28-423 | 1110 |
| CHIREX INC | COM | 170038103 | 299,419 | 11,600 | | X | | 28-423 | 11600 |
| | | | 14,178,532 | 549,300 | | X | | 28-BFMG | 549300 |
| CHOICEPOINT INC 120 | COM | 170388102 | 394,413 | 5,854 | | X | X | 28-423 | 5734 |
| | | | 72,967 | 1,083 | | X | | | 738 |
| 260 85 | | | | | | | | | |
| CHUBB CORP 2900 78054 | COM | 171232101 | 11,959,724 | 241,002 | | X | | 28-423 | 160048 |
| | | | 9,910,758 | 199,713 | | X | X | 28-423 | 60699 |
| 136929 2085 | | | | 325,143 | 6,552 | X | | 28-1115 | 5159 |
| 1393 | | | | 562,450 | 11,334 | X | | 28-1332 | 11334 |
| | | | | 240,681 | 4,850 | X | | PNC-FLA | 4850 |
| | | | | 29,775 | 600 | X | X | | 400 |
| 200 | | | | | | | | | |
| CHURCHILL DOWNS INC | COM | 171484108 | 2,536,489 | 109,686 | | X | | 28-423 | 109686 |
| CIDCO INC 55000 | COM | 171768104 | 718,410 | 55,000 | | X | | 28-BFMG | |
| | | | 26,124 | 2,000 | | X | X | | |
| 2000 | | | | | | | | | |
| CILCORP INC 3500 | COM | 171794100 | 6,280,283 | 96,900 | | X | | 28-1115 | 93400 |
| | | | 19,444 | 300 | | X | | | 300 |
| | | | 61,571 | 950 | | X | X | | |
| 950 | | | | | | | | | |
| CINCINNATI BELL INC 3720 | COM | 171870108 | 12,739,088 | 655,404 | | X | | 28-423 | 651684 |
| | | | 3,368,218 | 173,289 | | X | X | 28-423 | 170489 |
| 800 2000 | | | | 122,453 | 6,300 | X | | | 6300 |
| CINAR CORP | SUB VTG SHS B | 171905300 | 831,875 | 27,500 | | X | | 28-423 | 27500 |
| | | | 38,490,100 | 1,272,400 | | X | | 28-BFMG | 1272400 |
| CINCINNATI FINL CORP 45000 | SR CV DB 5.5% | 172062AB7 | 43,200,000 | 180,000 | | X | | 28-423 | 135000 |
| 0 | | | COLUMN TOTAL | 416,192,553 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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FILE NO. 28-1235
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| PAGE | 27 OF | 116 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | | AS |
| OF | 09/30/99 | | | | | | | | | |
| ITEM 8: | | | | | ITEM 5: | ITEM 6: | INVESTMENT | | | |
| AUTHORITY | | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | | |
| ITEM 1: | ITEM 2: | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | | | |
| (SHARES) | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE | | | |
| NAME OF ISSUER | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| <C> | | | | | | | | | | |
| CINCINNATI FINL CORP | COM | 172062101 | 32,682,896 | 870,824 | X | 28-423 | 860436 | | | |
| 100 10288 | | | 6,163,941 | 164,236 | X | X 28-423 | 164236 | | | |
| | | | 467,374 | 12,453 | X | X PNC-FLA | 12453 | | | |

| | | | | | | | |
|-------------------------------------|----------------|-----------|-------------|-----------|---|-----------|---------|
| CINERGY CORP 1242 | COM | 172474108 | 6,524,925 | 230,465 | X | 28-423 | 229223 |
| 2358 | | | 3,875,573 | 136,888 | X | X 28-423 | 134530 |
| 133500 | | | 21,463,327 | 758,100 | X | 28-1115 | 624600 |
| | | | 205,885 | 7,272 | X | | 7272 |
| | | | 50,962 | 1,800 | X | X | 1800 |
| CIRCLE INTL GROUP INC | COM | 172574105 | 8,313,772 | 406,800 | X | 28-BFMG | 406800 |
| | | | 143,059 | 7,000 | X | | 7000 |
| CIRCUIT CITY STORE INC 2230 9600 | CIRCT CITY GRP | 172737108 | 2,303,832 | 54,610 | X | 28-423 | 42780 |
| 5500 600 | | | 588,509 | 13,950 | X | X 28-423 | 7850 |
| 675 | | | 1,373,187 | 32,550 | X | PNC-FLA | 32550 |
| 1000 | | | 201,021 | 4,765 | X | | 4090 |
| | | | 194,060 | 4,600 | X | X | 3600 |
| CISCO SYS INC 47628 469517 | COM | 17275R102 | 275,970,483 | 4,025,123 | X | 28-423 | 3507978 |
| 444303 69368 | | | 107,527,430 | 1,568,324 | X | X 28-423 | 1054653 |
| 20700 | | | 97,995,667 | 1,429,300 | X | 28-BFMG | 1429300 |
| 400 7754 | | | 47,750,005 | 696,450 | X | 28-1115 | 675750 |
| 30150 400 | | | 12,897,266 | 188,111 | X | 28-1332 | 179957 |
| 1350 | | | 3,505,712 | 51,132 | X | X 28-1332 | 20582 |
| 300 | | | 5,405,360 | 78,839 | X | PNC-FLA | 77489 |
| 13209 | | | 830,971 | 12,120 | X | X PNC-FLA | 11820 |
| | | | 9,010,829 | 131,426 | X | PNC-MASS | 118217 |
| | | | 94,616 | 1,380 | X | X | 1380 |
| CINTAS CORP 36300 | COM | 172908105 | 14,718,241 | 254,588 | X | 28-423 | 218288 |
| 4600 8000 | | | 8,668,909 | 149,950 | X | X 28-423 | 137350 |
| | | | 10,611,393 | 183,550 | X | 28-1332 | 183550 |
| | | | 17,344 | 300 | X | X | 300 |
| CITIGROUP INC 11200 152739 | COM | 172967101 | 63,494,156 | 1,443,049 | X | 28-423 | 1279110 |
| 142264 13090 | | | 27,347,364 | 621,531 | X | X 28-423 | 466177 |
| 105075 | | | 16,174,400 | 367,600 | X | 28-BFMG | 367600 |
| 3200 | | | 108,830,700 | 2,473,425 | X | 28-1115 | 2368350 |
| 640 | | | 2,241,668 | 50,947 | X | 28-1332 | 47747 |
| 675 | | | 781,308 | 17,757 | X | PNC-FLA | 17757 |
| 0 | | | 1,729,640 | 39,310 | X | PNC-MASS | 38670 |
| 0 | | | 29,700 | 675 | X | X | |
| 0 | COLUMN TOTAL | | 900,185,485 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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PAGE 28 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

ITEM 8: ITEM 5: ITEM 6: INVESTMENT

AUTHORITY ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING
ITEM 1: ITEM 2: CUSIP FAIR MARKET PRINCIPAL (B) SHARED MANAGERS
(SHARES)

| NAME OF ISSUER (B) SHARED (C) NONE | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE |
|---|----------------|-----------|-------------|-----------|----------|-----------------|----------|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> <C> | <C> <C> |
| CITIZENS UTILS CO DEL 1835 | CL B | 177342201 | 324,903 | 28,722 | X | 28-423 | 26887 |
| | | | 277,732 | 24,552 | X | X 28-423 | 24552 |
| | | | 14,706 | 1,300 | X | X | 1300 |
| CLAIRE'S STORES INC | COM | 179584107 | 233,524 | 14,100 | X | | 14100 |
| | | | 19,874 | 1,200 | X | X | 1200 |
| CLARIFY INC | COM | 180492100 | 606,914 | 12,063 | X | 28-423 | 12063 |
| | | | 27,291,090 | 542,437 | X | 28-BFMG | 542437 |
| CLEAR CHANNEL COMMUNICATIONS 880 14420 | COM | 184502102 | 5,546,360 | 69,438 | X | 28-423 | 54138 |
| 5834 340 | | | 553,454 | 6,929 | X | X 28-423 | 755 |
| 160 | | | 22,163,555 | 277,478 | X | 28-BFMG | 277478 |
| | | | 207,196 | 2,594 | X | | 2434 |
| CLEARNET COMMUNICATIONS INC 15000 | CL A NON-VTG | 184902104 | 270,930 | 15,000 | X | 28-BFMG | |
| CLOROX CO DEL 2000 5800 | COM | 189054109 | 1,546,830 | 40,440 | X | 28-423 | 32640 |
| 19076 4000 | | | 9,269,964 | 242,352 | X | X 28-423 | 219276 |
| | | | 15,300 | 400 | X | | 400 |
| | | | 22,950 | 600 | X | X | 600 |
| COAST FEDERAL LITIGATION TR | RT | 19034Q110 | 17,308 | 16,788 | X | X 28-423 | 16788 |
| | | | 206 | 200 | X | | 200 |
| COASTAL CORP 2800 | COM | 190441105 | 221,060 | 5,400 | X | X 28-423 | 2600 |
| 74400 | | | 3,066,181 | 74,900 | X | 28-1115 | 500 |
| 1260 | | | 163,994 | 4,006 | X | | 2746 |
| COCA COLA CO 35580 185950 | COM | 191216100 | 134,886,204 | 2,795,569 | X | 28-423 | 2574039 |
| 586640 251384 | | | 102,382,930 | 2,121,926 | X | X 28-423 | 1283902 |
| 13700 | | | 33,297,325 | 690,100 | X | 28-BFMG | 690100 |
| 600 2290 | | | 22,262,550 | 461,400 | X | 28-1115 | 447700 |
| 12550 200 | | | 14,088,614 | 291,992 | X | 28-1332 | 289102 |
| 760 | | | 4,884,492 | 101,233 | X | X 28-1332 | 88483 |
| 100 | | | 1,654,010 | 34,280 | X | PNC-FLA | 33520 |
| 990 | | | 923,988 | 19,150 | X | X PNC-FLA | 19050 |
| 1400 | | | 1,784,864 | 36,992 | X | PNC-MASS | 36002 |
| 0 | | | 69,963 | 1,450 | X | X | 50 |
| 0 | COLUMN TOTAL | | 388,068,971 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

ITEM 8: ITEM 5: ITEM 6: INVESTMENT

AUTHORITY ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING
ITEM 1: ITEM 2: CUSIP FAIR MARKET PRINCIPAL (B) SHARED MANAGERS
(SHARES)

| NAME OF ISSUER (B) SHARED (C) NONE | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE |
|--|----------------|-----------|--------------|-------------|----------|-----------------|----------|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| COLGATE PALMOLIVE CO 15840 208942 | COM | 194162103 | 48,688,248 | 1,064,224 | X | 28-423 | 839442 |
| 242646 37146 | | | 24,167,209 | 528,245 | X | X 28-423 | 248453 |
| 8800 | | | 7,896,450 | 172,600 | X | 28-BFMG | 172600 |
| | | | 12,713,925 | 277,900 | X | 28-1115 | 269100 |
| 6200 | | | 556,183 | 12,157 | X | 28-1332 | 12157 |
| | | | 315,675 | 6,900 | X | X 28-1332 | 700 |
| 120 | | | 333,975 | 7,300 | X | X PNC-FLA | 7300 |
| | | | 442,403 | 9,670 | X | PNC-MASS | 9550 |
| | | | 37,515 | 820 | X | | 820 |
| COLLAGENEX PHARMACEUTICALS INC 100000 | COM | 19419B100 | 1,750,000 | 100,000 | X | 28-BFMG | |
| | | | 7,000 | 400 | X | | 400 |
| COLONIAL HIGH INCOME MUN TR | SH BEN INT | 195743109 | 83,106 | 12,200 | X | | 12200 |
| COLUMBIA ENERGY GROUP 3450 | COM | 197648108 | 767,830 | 13,866 | X | 28-423 | 10416 |
| 49400 | | | 28,147,113 | 508,300 | X | 28-1115 | 458900 |
| | | | 119,776 | 2,163 | X | | 2163 |
| 300 | | | 78,688 | 1,421 | X | X | 1121 |
| COLUMBIA/HCA HEALTHCARE CORP 3694 | COM | 197677107 | 2,769,374 | 130,711 | X | 28-423 | 127017 |
| 1385 11079 | | | 434,524 | 20,509 | X | X 28-423 | 8045 |
| 35400 | | | 16,656,160 | 786,150 | X | 28-1115 | 750750 |
| | | | 188,564 | 8,900 | X | | 8900 |
| | | | 29,662 | 1,400 | X | X | 1400 |
| COMAIR HOLDINGS INC 675 | COM | 199789108 | 1,020,260 | 61,141 | X | 28-423 | 60466 |
| 3655 | | | 94,365 | 5,655 | X | X | 2000 |
| COMCAST CORP 1000 | CL A | 200300101 | 5,011,572 | 138,971 | X | 28-423 | 137971 |
| | | | 95,564 | 2,650 | X | | 2650 |
| | | | 46,808 | 1,298 | X | X | 1298 |
| COMCAST CORP 9124 2300 | CL A SPL | 200300200 | 68,516,216 | 1,718,275 | X | 28-423 | 1706851 |
| 6436 | | | 439,901 | 11,032 | X | X 28-423 | 4596 |
| | | | 10,475,163 | 262,700 | X | 28-BFMG | 262700 |
| | | | 398,750 | 10,000 | X | PNC-MASS | 10000 |
| | | | 39,875 | 1,000 | X | | 1000 |
| COMDISCO INC 38924 500 | COM | 200336105 | 792,255 | 41,024 | X | X 28-423 | 1600 |
| 1000 | | | 32,328 | 1,674 | X | | 674 |
| 0 | | | COLUMN TOTAL | 233,146,437 | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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ITEM 8: ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING

ITEM 5: ITEM 6: INVESTMENT

| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE | |
|--|---------------------------|-----------------|----------------------|---------------------|--------------------------------|---------------------|----------|-----|
| <S> <C> COMERICA INC 232 | COM | 200340107 | 1,363,281 | 26,929 | X | 28-423 | 26697 | <C> |
| 925 3190 | | | 689,614 | 13,622 | X X | 28-423 | 9507 | <C> |
| 59800 | | | 19,348,875 | 382,200 | X | 28-1115 | 322400 | <C> |
| | | | 53,156 | 1,050 | X | | 1050 | <C> |
| | | | 22,781 | 450 | X X | | 450 | <C> |
| COMM BANCORP INC | COM | 200468106 | 937,090 | 24,340 | X | 28-423 | 24340 | <C> |
| COMMERCE BANCORP INC NJ 7994 | COM | 200519106 | 8,398,272 | 202,368 | X | 28-1115 | 194374 | <C> |
| | | | 574,609 | 13,846 | X X | 28-1332 | 13846 | <C> |
| 288 | | | 155,957 | 3,758 | X | | 3470 | <C> |
| 382 | | | 160,273 | 3,862 | X X | | 3480 | <C> |
| COMMERCE ONE INC DEL | COM | 200693109 | 908,787 | 9,300 | X | 28-BFMG | 9300 | <C> |
| COMMONWEALTH BANCORP INC 4845 | COM | 20268X102 | 309,573 | 18,144 | X | 28-423 | 13299 | <C> |
| 13924 | | | 237,571 | 13,924 | X X | 28-423 | | <C> |
| COMMONWEALTH TEL ENTERPRISES 2000 | COM | 203349105 | 208,252 | 4,733 | X | 28-423 | 2733 | <C> |
| 1666 | | | 73,304 | 1,666 | X X | | | <C> |
| COMMSCOPE INC | COM | 203372107 | 6,938,750 | 213,500 | X | 28-BFMG | 213500 | <C> |
| 7400 | | | 6,236,750 | 191,900 | X | 28-1115 | 184500 | <C> |
| | | | 35,750 | 1,100 | X | | 1100 | <C> |
| COMMUNICATION INTELLIGENCE NEW 10000 | COM | 20338K106 | 13,120 | 10,000 | X | 28-423 | | <C> |
| COMMUNITY TR BANCORP INC | COM | 204149108 | 566,378 | 26,116 | X | 28-423 | 26116 | <C> |
| COMPASS BANCSHARES INC 135600 | COM | 20449H109 | 3,412,500 | 136,500 | X | 28-1115 | 900 | <C> |
| COMPAQ COMPUTER CORP 39476 83413 | COM | 204493100 | 24,938,439 | 1,090,205 | X | 28-423 | 967316 | <C> |
| 171920 22358 | | | 9,150,778 | 400,034 | X X | 28-423 | 205756 | <C> |
| 40700 | | | 12,700,200 | 555,200 | X | 28-1115 | 514500 | <C> |
| 1500 | | | 1,509,247 | 65,978 | X | 28-1332 | 64478 | <C> |
| | | | 1,160,426 | 50,729 | X | PNC-FLA | 50729 | <C> |
| 200 | | | 285,938 | 12,500 | X X | PNC-FLA | 12300 | <C> |
| 9974 | | | 1,676,646 | 73,296 | X | PNC-MASS | 63322 | <C> |
| 1500 | | | 194,849 | 8,518 | X X | | 7018 | <C> |
| COMPLETE BUSINESS SOLUTIONS 15000 | COM | 20452F107 | 5,595,246 | 408,800 | X | 28-1115 | 393800 | <C> |
| 0 | | | 1,369 | 100 | X X | | 100 | <C> |
| 0 | COLUMN TOTAL | | 107,857,781 | | | | | <C> |
| 0 | | | | | | | | <C> |
| 0 | | | | | | | | <C> |
| 0 | | | | | | | | <C> |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|---------------------------|--------------|----------------|-------------|-------------|-----|-----------|--------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | ITEM 2: | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | | |
| ITEM 1: | | CUSIP | | VALUE | | PRINCIPAL | | (B) SHARED | | | | (A) SOLE | |
| (SHARES) | | NUMBER | | | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | TITLE OF CLASS | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| CONOCO INC | CL B | 208251405 | 616,512 | 22,521 | X | 28-423 | 22401 | | | | | | |
| 120 | | | 1,669,738 | 60,995 | X | X 28-423 | 3617 | | | | | | |
| 54804 | 2574 | | 3,326,856 | 121,529 | X | 28-1332 | 121529 | | | | | | |
| | | | 5,614,476 | 205,095 | X | X 28-1332 | 200553 | | | | | | |
| 613 | 3929 | | | | | | | | | | | | |
| CONSECO INC | COM | 208464107 | 558,163 | 29,377 | X | 28-423 | 28377 | | | | | | |
| 1000 | | | 16,818,800 | 885,200 | X | 28-1115 | 748600 | | | | | | |
| 136600 | | | 134,710 | 7,090 | X | X | 6590 | | | | | | |
| 500 | | | | | | | | | | | | | |
| CONSOLIDATED EDISON INC | COM | 209115104 | 1,872,439 | 45,119 | X | 28-423 | 41969 | | | | | | |
| 3150 | | | 790,160 | 19,040 | X | X 28-423 | 16902 | | | | | | |
| 1488 | 650 | | 37,350 | 900 | X | | 900 | | | | | | |
| | | | 49,800 | 1,200 | X | X | 1200 | | | | | | |
| CONSOLIDATED NAT GAS CO | COM | 209615103 | 11,416,995 | 183,038 | X | 28-423 | 167948 | | | | | | |
| 3000 | 12090 | | 12,419,861 | 199,116 | X | X 28-423 | 91136 | | | | | | |
| 91117 | 16863 | | 4,422,388 | 70,900 | X | 28-1115 | 500 | | | | | | |
| 70400 | | | 402,631 | 6,455 | X | 28-1332 | 6055 | | | | | | |
| 400 | | | 324,350 | 5,200 | X | PNC-FLA | 5200 | | | | | | |
| | | | 147,267 | 2,361 | X | X | 2361 | | | | | | |
| CONSOLIDATED PAPERS INC | COM | 209759109 | 209,625 | 7,800 | X | 28-423 | 7800 | | | | | | |
| CONSTELLATION ENERGY CORP | COM | 210371100 | 1,028,109 | 36,555 | X | 28-423 | 35205 | | | | | | |
| 1350 | | | 764,128 | 27,169 | X | X 28-423 | 17640 | | | | | | |
| 9529 | | | 209,981 | 7,466 | X | | 7466 | | | | | | |
| 559 | | | 15,722 | 559 | X | X | | | | | | | |
| CONTINENTAL AIRLS INC | CL B | 210795308 | 1,941,682 | 59,288 | X | 28-423 | 48088 | | | | | | |
| 11200 | | | 2,826,325 | 86,300 | X | 28-BFMG | 86300 | | | | | | |
| | | | 13,041,050 | 398,200 | X | 28-1115 | 381900 | | | | | | |
| 16300 | | | 149,013 | 4,550 | X | | 4300 | | | | | | |
| 250 | | | 9,825 | 300 | X | X | 300 | | | | | | |
| CONVERGYS CORP | COM | 212485106 | 13,011,789 | 656,763 | X | 28-423 | 650643 | | | | | | |
| 6120 | | | 3,418,343 | 172,539 | X | X 28-423 | 169739 | | | | | | |
| 800 | 2000 | | 59,436 | 3,000 | X | | 3000 | | | | | | |
| COOPER CAMERON CORP | COM | 216640102 | 4,862,200 | 128,800 | X | 28-BFMG | 128800 | | | | | | |
| | | | 5,663 | 150 | X | | 150 | | | | | | |
| | | | 137,410 | 3,640 | X | X | 3640 | | | | | | |
| 0 | COLUMN TOTAL | | 102,312,797 | | | | | | | | | | |
| 0 | | | | | | | | | | | | | |
| 0 | | | | | | | | | | | | | |
| 0 | | | | | | | | | | | | | |

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| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | | ITEM 7: MANAGERS | VOTING (A) SOLE |
|--|---------------------------|----------------------------|---------------------------------|---|--------------------------|-----------------|----------|---------------------|--------------------|
| | | | | | DISCRETION (B) SHARED | (C) OTH INSTR V | (A) SOLE | | |
| <S> <C> COOPER INDS INC 800 | COM | 216669101 | 728,412 | 15,581 | X | | 28-423 | 14781 | |
| 5248 6316 | | | 766,887 | 16,404 | X | X | 28-423 | 4840 | |
| 69200 | | | 3,258,475 | 69,700 | X | | 28-1115 | 500 | |
| COOPER TIRE & RUBR CO | COM | 216831107 | 775,500 | 44,000 | X | | 28-423 | 44000 | |
| COORS ADOLPH CO 6700 | CL B | 217016104 | 7,842,713 | 144,900 | X | | 28-1115 | 138200 | |
| CORAM HEALTHCARE CORP | COM | 218103109 | 7,196 | 11,514 | X | | 28-423 | 11514 | |
| CORN PRODS INTL INC 1702 1684 | COM | 219023108 | 1,410,755 | 46,350 | X | | 28-423 | 42964 | |
| 10917 2207 | | | 1,262,588 | 41,482 | X | X | 28-423 | 28358 | |
| 250 | | | 38,046 | 1,250 | X | | | 1250 | |
| | | | 39,568 | 1,300 | X | X | | 1050 | |
| CORNING INC 14300 5600 | COM | 219350105 | 24,104,342 | 351,570 | X | | 28-423 | 331670 | |
| 214064 30792 | | | 27,982,346 | 408,132 | X | X | 28-423 | 163276 | |
| | | | 9,057,040 | 132,100 | X | | 28-BFMG | 132100 | |
| | | | 425,084 | 6,200 | X | | 28-1332 | 6200 | |
| | | | 384,839 | 5,613 | X | X | 28-1332 | 5613 | |
| | | | 452,509 | 6,600 | X | | PNC-FLA | 6600 | |
| | | | 97,358 | 1,420 | X | | | 1270 | |
| 150 | | | 181,689 | 2,650 | X | X | | 2650 | |
| CORPORATE EXPRESS INC | COM | 219888104 | 1,889,665 | 200,900 | X | | 28-423 | 200900 | |
| COST PLUS INC CALIF | COM | 221485105 | 1,067,000 | 22,000 | X | | 28-423 | 22000 | |
| | | | 28,886,600 | 595,600 | X | | 28-BFMG | 595600 | |
| COSTCO WHSL CORP NEW 200 | COM | 22160K105 | 219,600 | 3,050 | X | X | 28-423 | 2850 | |
| | | | 87,840 | 1,220 | X | | | 1220 | |
| COVANCE INC 700 | COM | 222816100 | 180,682 | 18,652 | X | | 28-423 | 17952 | |
| 16872 650 | | | 299,638 | 30,932 | X | X | 28-423 | 13410 | |
| | | | 19,374 | 2,000 | X | | | 2000 | |
| | | | 969 | 100 | X | X | | 100 | |
| COX COMMUNICATIONS INC NEW | CL A | 224044107 | 375,917 | 9,004 | X | | 28-423 | 9004 | |
| 17222 600 | | | 744,069 | 17,822 | X | X | 28-423 | | |
| | | | 83,500 | 2,000 | X | | | 2000 | |
| CRANE CO | COM | 224399105 | 267,359 | 11,916 | X | | 28-423 | 11916 | |
| 0 | | | 163,790 | 7,300 | X | X | | 7300 | |
| 0 | COLUMN TOTAL | | 113,101,350 | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH | | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE | <C> |
|--|---------------------------|----------------------------|---|---|---|-----|--------------------------------|--|-----|
| | | | | | <C> | <C> | | | |
| <S> <C> CROSS TIMBERS OIL CO 17300 | COM | 227573102 | 6,011,550 | 445,300 | X | | 28-1115 | 428000 | <C> |
| CROWN CORK & SEAL INC 825 | COM | 228255105 | 203,700 1,203,406 | 8,400 49,625 | X X | | 28-423 28-423 | 8400 48800 | <C> |
| CULLEN FROST BANKERS INC 13300 | COM | 229899109 | 8,527,500 50,000 | 341,100 2,000 | X X | | 28-1115 | 327800 2000 | <C> |
| CUMULUS MEDIA INC | CL A | 231082108 | 264,765 15,255,023 | 8,100 466,700 | X X | | 28-423 28-BFMG | 8100 466700 | <C> |
| CURAGEN CORP 75000 | COM | 23126R101 | 993,750 | 75,000 | X | | 28-BFMG | | <C> |
| CYBERSOURCE CORP | COM | 23251J106 | 4,900,688 83,063 | 88,500 1,500 | X X | | 28-BFMG | 88500 1500 | <C> |
| CYBEX COMPUTER PRODS CORP 61000 | COM | 232522102 | 2,035,875 60,075 | 61,000 1,800 | X X | | 28-BFMG | 1800 | <C> |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 452,339 23,819,850 | 21,039 1,107,900 | X X | | 28-423 28-BFMG | 21039 1107900 | <C> |
| D & K HEALTHCARE RES INC | COM | 232861104 | 524,886 | 22,455 | X | | 28-423 | 22455 | <C> |
| CYTYC CORP | COM | 232946103 | 228,253 13,200,004 | 5,900 341,200 | X X | | 28-423 28-BFMG | 5900 341200 | <C> |
| DII GROUP INC 9600 240 | COM | 232949107 | 391,139 17,611,094 8,075,417 39,409 | 11,116 500,500 229,500 1,120 | X X X X | | 28-423 28-BFMG 28-1115 | 11116 500500 219900 880 | <C> |
| DQE INC 300 3429 8874 3000 | COM | 23329J104 | 1,527,205 1,037,517 129,113 | 39,034 26,518 3,300 | X X X | | 28-423 28-423 | 35305 14644 3300 | <C> |
| DPL INC 425 1350 171650 | COM | 233293109 | 1,488,449 809,675 3,043,838 59,484 35,691 | 84,451 45,939 172,700 3,375 2,025 | X X X X X | | 28-423 28-423 28-1115 | 84026 44589 1050 3375 2025 | <C> |
| 0 0 0 0 | COLUMN TOTAL | | 112,062,758 | | | | | | <C> |

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| ITEM 8: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|---------|---------|------------|---------|--------|
| | | INVESTMENT | | |

| AUTHORITY | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | |
|--|---------------------------|-----------------|--------------------------|---------------------|--------------------------------|-----------------------|------------------|
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| DSP COMMUNICATIONS INC | COM | 23332K106 | 287,926 57,000 | 15,154 3,000 | X X | 28-BFMG | 15154 3000 |
| DAL-TILE INTL INC 33000 | COM | 23426R108 | 6,821,058 | 859,400 | X | 28-1115 | 826400 |
| DALLAS SEMICONDUCTOR CORP 7100 | COM | 235204104 | 10,067,531 93,942 | 188,400 1,758 | X X | 28-1115 | 181300 |
| 1758 | | | | | | | |
| DANA CORP 51683 | COM | 235811106 | 2,304,386 1,338,282 | 62,071 36,048 | X X | 28-423 X 28-423 | 10388 9324 |
| 26724 | | | 24,973,988 | 672,700 | X | 28-1115 | 564300 |
| 108400 | | | 41,803 37,942 | 1,126 1,022 | X X | X | 1126 1022 |
| DANAHER CORP DEL 7000 | COM | 235851102 | 398,841 15,806 | 7,570 300 | X X | 28-423 | 570 300 |
| DARDEN RESTAURANTS INC 5000 | COM | 237194105 | 883,322 324,475 | 45,155 16,587 | X X | 28-423 X 28-423 | 45155 11587 |
| 124900 | | | 2,458,943 62,598 | 125,700 3,200 | X X | 28-1115 | 800 3200 |
| DATATEC SYS INC 13500 | COM | 238128102 | 32,900 | 13,500 | X | 28-423 | |
| DAYTON HUDSON CORP 1900 567865 | COM | 239753106 | 120,118,474 4,374,616 | 1,999,908 72,835 | X X | 28-423 X 28-423 | 1430143 57285 |
| 13250 2300 | | | 10,006,329 792,818 | 166,600 13,200 | X X | 28-BFMG 28-1332 | 166600 13200 |
| 5505 | | | 1,705,761 1,451,638 | 28,400 24,169 | X X | X 28-1332 PNC-MASS | 28400 18664 |
| | | | 27,028 33,034 | 450 550 | X X | X | 450 550 |
| DEERE & CO 1275 | COM | 244199105 | 1,197,595 1,308,317 | 30,956 33,818 | X X | 28-423 X 28-423 | 29681 26268 |
| 6175 1375 | | | 33,096,729 | 855,500 | X | 28-1115 | 738100 |
| 117400 | | | 870,458 12,573 | 22,500 325 | X X | PNC-FLA | 22500 325 |
| DEL MONTE FOODS CO 24800 | COM | 24522P103 | 8,532,913 | 604,100 | X | 28-1115 | 579300 |
| DELHAIZE AMER INC 101161 | CL B | 246688204 | 2,304,605 8,281 | 101,861 366 | X X | 28-1115 | 700 366 |
| 0 | | | COLUMN TOTAL | 236,041,912 | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
</TABLE>

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|-------------------------------|--------------|----------------|-------------|-------------|-----|-----------|--------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | ITEM 2: | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | | |
| ITEM 1: | | CUSIP | | VALUE | | PRINCIPAL | | (B) SHARED | | | | (A) SOLE | |
| (SHARES) | | NUMBER | | | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | TITLE OF CLASS | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| DELL COMPUTER CORP | COM | 247025109 | 31,709,552 | 758,384 | X | 28-423 | 634469 | | | | | | |
| 5085 118830 | | | 2,406,866 | 57,564 | X | X 28-423 | 34895 | | | | | | |
| 18757 3912 | | | 28,381,986 | 678,800 | X | 28-BFMG | 678800 | | | | | | |
| 12100 | | | 16,958,947 | 405,600 | X | 28-1115 | 393500 | | | | | | |
| 1820 | | | 1,121,189 | 26,815 | X | 28-1332 | 24995 | | | | | | |
| 2000 | | | 1,244,116 | 29,755 | X | PNC-MASS | 27755 | | | | | | |
| | | | 127,945 | 3,060 | X | | 3060 | | | | | | |
| | | | 127,527 | 3,050 | X | X | 3050 | | | | | | |
| DELPHI AUTOMOTIVE SYS CORP | COM | 247126105 | 3,076,692 | 191,551 | X | 28-423 | 172781 | | | | | | |
| 5971 12799 | | | 2,517,847 | 156,758 | X | X 28-423 | 56790 | | | | | | |
| 86260 13708 | | | 4,566,603 | 284,311 | X | 28-1115 | 273077 | | | | | | |
| 11234 | | | 448,740 | 27,938 | X | 28-1332 | 27938 | | | | | | |
| | | | 32,702 | 2,036 | X | | 2036 | | | | | | |
| | | | 157,777 | 9,823 | X | X | 9651 | | | | | | |
| 172 | | | | | | | | | | | | | |
| DELTA AIR LINES INC DEL | COM | 247361108 | 378,737 | 7,809 | X | 28-423 | 7469 | | | | | | |
| 340 | | | 293,910 | 6,060 | X | X 28-423 | 906 | | | | | | |
| 4554 600 | | | 21,587,350 | 445,100 | X | 28-1115 | 392500 | | | | | | |
| 52600 | | | | | | | | | | | | | |
| DELUXE CORP | COM | 248019101 | 252,994 | 7,441 | X | X 28-423 | 1941 | | | | | | |
| 5500 | | | 176,800 | 5,200 | X | | 5200 | | | | | | |
| DENDRITE INTL INC | COM | 248239105 | 505,575 | 10,700 | X | 28-423 | 10700 | | | | | | |
| 500 | | | 203,175 | 4,300 | X | X 28-423 | 3800 | | | | | | |
| | | | 25,699,275 | 543,900 | X | 28-BFMG | 543900 | | | | | | |
| DIAL CORP NEW | COM | 25247D101 | 792,030 | 31,060 | X | 28-423 | 26672 | | | | | | |
| 4388 | | | 331,500 | 13,000 | X | X 28-423 | | | | | | | |
| 3500 9500 | | | 25,500 | 1,000 | X | | 1000 | | | | | | |
| DIAMOND OFFSHORE DRILLING INC | COM | 25271C102 | 4,135,163 | 123,900 | X | 28-1115 | 900 | | | | | | |
| 123000 | | | 16,688 | 500 | X | | 500 | | | | | | |
| | | | 1,335 | 40 | X | X | 40 | | | | | | |
| DIAMOND TECHNOLOGY PARTNERS | CL A | 252762109 | 2,468,125 | 55,000 | X | 28-BFMG | | | | | | | |
| 55000 | | | 15,258 | 340 | X | | 340 | | | | | | |
| DIGEX INC DEL | CL A | 253756100 | 208,446 | 8,800 | X | 28-BFMG | 8800 | | | | | | |
| | | | 11,844 | 500 | X | | 500 | | | | | | |
| DIGITAL MICROWAVE CORP | COM | 253859102 | 523,946 | 33,400 | X | 28-BFMG | 33400 | | | | | | |
| 0 | | | 58,042 | 3,700 | X | | 3700 | | | | | | |
| 0 | COLUMN TOTAL | | 150,564,182 | | | | | | | | | | |
| 0 | | | | | | | | | | | | | |
| 0 | | | | | | | | | | | | | |
| 0 | | | | | | | | | | | | | |

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| AUTHORITY | ITEM 1: | ITEM 2: | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | |
|---------------------|--------------------------------|----------------|-----------|-------------|-----------|------------|-----------------|----------|-----|
| (SHARES) | NAME OF ISSUER | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | DOW CHEM CO | COM | 260543103 | 67,299,179 | 592,292 | X | 28-423 | 528349 | |
| 2775 | 61168 | | | 27,819,377 | 244,835 | X | X 28-423 | 133522 | |
| 88303 | 23010 | | | 4,908,600 | 43,200 | X | 28-BFMG | 43200 | |
| | | | | 17,596,195 | 154,862 | X | 28-1115 | 147962 | |
| 6900 | | | | 1,930,489 | 16,990 | X | 28-1332 | 16210 | |
| 200 | 580 | | | 406,664 | 3,579 | X | X 28-1332 | 3379 | |
| 200 | | | | 557,899 | 4,910 | X | PNC-FLA | 4910 | |
| | | | | 284,063 | 2,500 | X | X PNC-FLA | 2500 | |
| | | | | 760,151 | 6,690 | X | PNC-MASS | 6665 | |
| 25 | | | | | | | | | |
| | DOW JONES & CO INC | COM | 260561105 | 1,199,870 | 22,480 | X | 28-423 | 19680 | |
| 1300 | 1500 | | | 2,507,397 | 46,977 | X | X 28-423 | 34509 | |
| 11568 | 900 | | | 288,225 | 5,400 | X | 28-1332 | 5400 | |
| | | | | 101,413 | 1,900 | X | X | 1900 | |
| | DREYFUS STRATEGIC MUNS INC | COM | 261932107 | 96,512 | 12,064 | X | PNC-FLA | 12064 | |
| 1000 | | | | 27,832 | 3,479 | X | | 2479 | |
| | DREYFUS STRATEGIC MUN BD FD | COM | 26202F107 | 101,741 | 12,522 | X | 28-423 | 12522 | |
| | | | | 56,883 | 7,001 | X | | 7001 | |
| | DU PONT E I DE NEMOURS & CO | COM | 263534109 | 200,000,779 | 3,305,798 | X | 28-423 | 2964136 | |
| 57374 | 284288 | | | 170,211,547 | 2,813,414 | X | X 28-423 | 1037774 | |
| 1615343 | 160297 | | | 6,267,800 | 103,600 | X | 28-BFMG | 103600 | |
| | | | | 48,528,260 | 802,120 | X | 28-1115 | 769670 | |
| 32450 | | | | 76,558,636 | 1,265,432 | X | 28-1332 | 1259859 | |
| 5573 | | | | 43,090,157 | 712,234 | X | X 28-1332 | 700111 | |
| 3505 | 8618 | | | 1,010,653 | 16,705 | X | PNC-FLA | 15565 | |
| 1140 | | | | 742,940 | 12,280 | X | X PNC-FLA | 10280 | |
| 2000 | | | | 2,241,162 | 37,044 | X | PNC-MASS | 34724 | |
| 2320 | | | | 229,900 | 3,800 | X | X PNC-MASS | 2700 | |
| 1100 | | | | | | | | | |
| | DUANE READE INC | COM | 263578106 | 5,274,888 | 175,100 | X | 28-1115 | 171500 | |
| 3600 | | | | | | | | | |
| | DUFF & PHELPS UTILS INCOME INC | COM | 264324104 | 141,401 | 14,597 | X | 28-423 | 13387 | |
| 1210 | | | | 65,174 | 6,728 | X | | 6728 | |
| | | | | 24,218 | 2,500 | X | X | 2500 | |
| 0 | COLUMN TOTAL | | | 680,330,005 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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ITEM 8: ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING
AUTHORITY

ITEM 5: INVESTMENT

| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE | |
|--|---------------------------|-----------------|----------------------|---------------------|--------------------------------|---------------------|----------|-----|
| <S> <C> DUKE ENERGY CORP 4450 5071 | COM | 264399106 | 13,786,266 | 250,091 | X | 28-423 | 240570 | <C> |
| 66974 4957 | | | 7,491,543 | 135,901 | X X | 28-423 | 63970 | <C> |
| 20300 | | | 26,063,100 | 472,800 | X | 28-1115 | 452500 | <C> |
| | | | 245,306 | 4,450 | X | 28-1332 | 4450 | <C> |
| | | | 303,188 | 5,500 | X X | PNC-FLA | 5500 | <C> |
| | | | 1,021,907 | 18,538 | X | PNC-MASS | 18538 | <C> |
| | | | 127,118 | 2,306 | X | | 2306 | <C> |
| DUKE WEEKS REALTY CORP 124300 | COM NEW | 264411505 | 2,441,400 | 125,200 | X | 28-1115 | 900 | <C> |
| 400 | | | 144,027 | 7,386 | X | | 6986 | <C> |
| | | | 1,463 | 75 | X X | | 75 | <C> |
| DUN & BRADSTREET CORP DEL 1150 | COM | 26483B106 | 1,976,739 | 66,167 | X | 28-423 | 65017 | <C> |
| 16334 10043 | | | 1,374,280 | 46,001 | X X | 28-423 | 19624 | <C> |
| 113200 | | | 3,405,750 | 114,000 | X | 28-1115 | 800 | <C> |
| | | | 104,563 | 3,500 | X | | 3500 | <C> |
| | | | 103,577 | 3,467 | X X | | 3467 | <C> |
| ECI TELECOM LTD 10000 | ORD | 268258100 | 249,339 | 10,100 | X X | 28-423 | 100 | <C> |
| EG & G INC | COM | 268457108 | 564,848 | 14,210 | X | 28-423 | 14210 | <C> |
| | | | 465,075 | 11,700 | X X | 28-423 | 11700 | <C> |
| E M C CORP MASS 800 41538 | COM | 268648102 | 19,537,479 | 273,730 | X | 28-423 | 231392 | <C> |
| 28040 2600 | | | 9,368,326 | 131,255 | X X | 28-423 | 100615 | <C> |
| | | | 38,303,394 | 536,650 | X | 28-BFMG | 536650 | <C> |
| 7000 | | | 16,630,375 | 233,000 | X | 28-1115 | 226000 | <C> |
| | | | 280,504 | 3,930 | X | 28-1332 | 3580 | <C> |
| 350 | | | 830,805 | 11,640 | X | PNC-MASS | 11640 | <C> |
| | | | 131,330 | 1,840 | X | | 1840 | <C> |
| | | | 14,275 | 200 | X X | | 200 | <C> |
| E TOWN | SB DB CV 6.75% | 269242AA1 | 255,500 | 2,000 | X | 28-423 | 2000 | <C> |
| EAGLE USA AIRFREIGHT INC | COM | 270018104 | 341,282 | 11,400 | X | 28-423 | 11400 | <C> |
| | | | 15,119,682 | 505,050 | X | 28-BFMG | 505050 | <C> |
| EARTHGRAINS CO 14600 | COM | 270319106 | 8,409,713 | 380,100 | X | 28-1115 | 365500 | <C> |
| 192 60 | | | 21,063 | 952 | X | | 700 | <C> |
| 976 12 | | | 29,913 | 1,352 | X X | | 364 | <C> |
| EARTHLINK NETWORK INC 300 | COM | 270322100 | 442,251 | 10,300 | X | 28-423 | 10300 | <C> |
| 0 | | | 12,881 | 300 | X X | | | <C> |
| 0 | COLUMN TOTAL | | 169,598,262 | | | | | <C> |
| 0 | | | | | | | | <C> |
| 0 | | | | | | | | <C> |
| 0 | | | | | | | | <C> |

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FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

AS

ITEM 5: ITEM 6:
INVESTMENT

ITEM 8:

| AUTHORITY | ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING |
|-------------------------------------|----------------|----------------|--------------|-------------------|------------------|-----------------------------|------------------|----------|
| (SHARES) | NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE |
| (B) SHARED (C) NONE | | | | | | | | |
| <S> | | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | | |
| EASTERN ENTERPRISES 3700 | | COM | 27637F100 | 4,481,171 | 96,500 | X | 28-1115 | 92800 |
| | | | | 18,250 | 393 | X | | 393 |
| | | | | 2,554 | 55 | X X | | 55 |
| EASTMAN CHEM CO 2400 857 | | COM | 277432100 | 682,381 | 17,113 | X | 28-423 | 13856 |
| | | | | 700,245 | 17,561 | X X | 28-423 | 6178 |
| 10652 731 | | | | 20,735 | 520 | X | | 520 |
| | | | | 51,638 | 1,295 | X X | | 1295 |
| EASTMAN KODAK CO 10738 6339 | | COM | 277461109 | 11,548,316 | 152,705 | X | 28-423 | 135628 |
| | | | | 10,555,435 | 139,576 | X X | 28-423 | 58084 |
| 69654 11838 | | | | 2,464,316 | 32,586 | X | 28-1332 | 32586 |
| | | | | 506,007 | 6,691 | X X | 28-1332 | 6691 |
| | | | | 280,418 | 3,708 | X | PNC-FLA | 3708 |
| | | | | 125,462 | 1,659 | X X | | 1659 |
| EATON CORP 15800 667 | | COM | 278058102 | 1,036,780 | 12,012 | X | 28-423 | 12012 |
| | | | | 1,895,843 | 21,965 | X X | 28-423 | 5498 |
| ECHOSTAR COMMUNICATIONS NEW 200 | | CL A | 278762109 | 490,385 | 5,400 | X | 28-423 | 5200 |
| ECLIPSE SURGICAL TECHNOLOGIES | | COM | 278849104 | 202,950 | 12,300 | X | 28-423 | 12300 |
| | | | | 1,859,550 | 112,700 | X | 28-BFMG | 112700 |
| ECOLAB INC 2800 160 | | COM | 278865100 | 356,948 | 10,460 | X X | 28-423 | 7500 |
| | | | | 1,601,828 | 46,940 | X | 28-1332 | 46940 |
| | | | | 81,934 | 2,401 | X | | 2401 |
| | | | | 40,950 | 1,200 | X X | | 1200 |
| EDISON INTL 5317 | | COM | 281020107 | 1,089,323 | 44,806 | X | 28-423 | 39489 |
| | | | | 2,206,144 | 90,743 | X X | 28-423 | 63160 |
| 26083 1500 | | | | 12,892,654 | 530,300 | X | 28-1115 | 383600 |
| 146700 | | | | 55,918 | 2,300 | X | | 2300 |
| | | | | 14,587 | 600 | X X | | 600 |
| EL PASO ENERGY CORP DEL 458 6466 | | COM | 283905107 | 1,202,147 | 29,867 | X | 28-423 | 22943 |
| | | | | 1,363,992 | 33,888 | X X | 28-423 | 14756 |
| 19096 36 | | | | 3,171,700 | 78,800 | X | 28-1115 | 500 |
| 78300 | | | | 147,798 | 3,672 | X | | 3600 |
| 72 | | | | 112,459 | 2,794 | X X | | 2604 |
| 190 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| | | COLUMN TOTAL | | 61,260,818 | | | | |

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ITEM 8: ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING
AUTHORITY

| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE | |
|--|---------------------------|-----------------|----------------------|---------------------|--------------------------------|---------------------|----------|-----|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| ELAN PLC 2600 | ADR | 284131208 | 419,491 | 12,499 | X | 28-423 | 9899 | |
| | | | 557,129 | 16,600 | X | PNC-MASS | 16600 | |
| | | | 9,062 | 270 | X | | 270 | |
| 2400 | | | 198,016 | 5,900 | X X | | 3500 | |
| ELBIT COMPUTERS LTD 40000 | ORD | 284275104 | 515,000 | 40,000 | X | 28-BFMG | | |
| ELECTRO SCIENTIFIC INDS 5200 | COM | 285229100 | 7,019,132 | 131,738 | X | 28-BFMG | 131738 | |
| | | | 7,081,045 | 132,900 | X | 28-1115 | 127700 | |
| | | | 125,530 | 2,356 | X | | 2356 | |
| ELECTRONIC ARTS INC | COM | 285512109 | 8,670,525 | 119,800 | X | 28-BFMG | 119800 | |
| | | | 101,325 | 1,400 | X X | | 1400 | |
| ELECTRONIC DATA SYS NEW 444 4475 | COM | 285661104 | 10,440,076 | 197,217 | X | 28-423 | 192298 | |
| 73409 10588 | | | 7,341,833 | 138,690 | X X | 28-423 | 54693 | |
| | | | 10,301,540 | 194,600 | X | 28-BFMG | 194600 | |
| 3000 | | | 5,426,043 | 102,500 | X | 28-1115 | 99500 | |
| | | | 434,877 | 8,215 | X | 28-1332 | 8215 | |
| | | | 345,679 | 6,530 | X X | 28-1332 | 6530 | |
| 1000 | | | 166,752 | 3,150 | X | | 2150 | |
| | | | 10,587 | 200 | X X | | 200 | |
| ELECTRONICS BOUTIQUE HLDGS CP | COM | 286045109 | 262,650 | 10,200 | X | 28-423 | 10200 | |
| | | | 9,148,975 | 355,300 | X | 28-BFMG | 355300 | |
| ELF AQUITAINE | SPONSORED ADR | 286269105 | 213,395 | 2,329 | X | 28-423 | 2329 | |
| | | | 458,125 | 5,000 | X X | 28-423 | 5000 | |
| EMERGING MKTS TELECOMMUNICATNS | COM | 290887108 | 107,625 | 10,500 | X | 28-423 | 10500 | |
| EMERSON ELEC CO 7825 158917 | COM | 291011104 | 96,608,247 | 1,528,926 | X | 28-423 | 1362184 | |
| 350397 53263 | | | 52,190,377 | 825,967 | X X | 28-423 | 422307 | |
| | | | 3,273,087 | 51,800 | X | 28-BFMG | 51800 | |
| 17700 | | | 28,623,711 | 453,000 | X | 28-1115 | 435300 | |
| | | | 2,054,652 | 32,517 | X | 28-1332 | 31777 | |
| 500 240 | | | 1,737,643 | 27,500 | X X | 28-1332 | 24800 | |
| 1900 800 | | | 401,869 | 6,360 | X | PNC-FLA | 6360 | |
| | | | 954,124 | 15,100 | X X | PNC-FLA | 15100 | |
| | | | 570,579 | 9,030 | X | PNC-MASS | 9030 | |
| 1400 | | | 88,462 | 1,400 | X X | | | |
| 0 | COLUMN TOTAL | | 255,857,163 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| ITEM 8: AUTHORITY (SHARES) NAME OF ISSUER | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE | ITEM 6: ITEM 5: INVESTMENT | ITEM 7: VOTING |
|--|---------------------------|-----------------|----------------------|---------------------|--------------------------------|---------------------|----------|----------------------------------|-------------------|
| ITEM 1: (SHARES) NAME OF ISSUER | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE | | |

(B) SHARED (C) NONE

| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
|--|--------------|-----------|--|---|--|---|-----|---|-----|
| EMMIS COMMUNICATIONS CORP | CL A | 291525103 | 343,522 21,351,238 | 5,200 323,200 | X X | 28-423 28-BFMG | | 5200 323200 | |
| EMULEX CORP 46000 | COM NEW | 292475209 | 704,175 38,008,275 | 8,200 442,600 | X X | 28-423 28-BFMG | | 8200 396600 | |
| ENERGY EAST CORP 1700 600 1200 | COM | 29266M109 | 306,043 159,078 | 12,886 6,698 | X X X | 28-423 | | 11186 4898 | |
| ENGAGE TECHNOLOGIES INC | COM | 292827102 | 2,962,198 56,531 | 78,600 1,500 | X X | 28-BFMG | | 78600 1500 | |
| ENESCO GROUP INC 8100 | COM | 292973104 | 4,168,163 | 271,100 | X | 28-1115 | | 263000 | |
| ENHANCE FINL SVCS GROUP INC 11400 | COM | 293310108 | 5,138,074 67,211 | 290,500 3,800 | X X | 28-1115 | | 279100 3800 | |
| ENRON CORP 23880 15980 7200 | COM | 293561106 | 5,363,724 5,436,116 9,924,685 | 130,625 132,388 241,700 | X X X X | 28-423 28-423 28-1115 | | 106745 116408 234500 | |
| | | | 128,442 159,649 | 3,128 3,888 | X X X | | | 3128 3888 | |
| ENTERCOM COMMUNICATIONS CORP | CL A | 293639100 | 594,000 26,298,000 | 16,500 730,500 | X X | 28-423 28-BFMG | | 16500 730500 | |
| ENTERGY CORP NEW 7240 89063 52962 3280 31700 2920 80 800 | COM | 29364G103 | 23,032,926 3,689,612 4,682,007 23,739,915 5,126,710 557,298 20,256 56,427 | 795,968 127,505 161,800 820,400 177,168 19,259 700 1,950 | X X X X X X X X X X | 28-423 28-423 28-BFMG 28-1115 28-1332 PNC-MASS | | 699665 71263 161800 788700 174248 19179 700 1150 | |
| EQUIFAX INC 2600 9050 4400 70100 3000 0 0 0 0 | COM | 294429105 | 1,632,628 2,160,563 7,259,063 8,631,703 98,438 | 58,049 76,820 258,100 306,905 3,500 | X X X X X X X | 28-423 28-423 28-1115 28-1332 | | 46399 72420 188000 306905 500 | |
| 0 | COLUMN TOTAL | | 201,856,670 | | | | | | |

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<TABLE>
<CAPTION>
PAGE 43 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|----------------|----------------|-------------|-----------|--------------------------|--------------------------|----------|
| AUTHORITY | CUSIP | FAIR MARKET | SHARES OR | INVESTMENT | MANAGERS | |
| (SHARES) | NUMBER | VALUE | PRINCIPAL | (B) SHARED | (A) SOLE (C) OTH INSTR V | (A) SOLE |
| NAME OF ISSUER | TITLE OF CLASS | NUMBER | AMOUNT | (A) SOLE (C) OTH INSTR V | (A) SOLE | |

(B) SHARED (C) NONE

| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
|--------------------------------------|----------------|-----------|---------------|-----------|-----|------------|-----|---------|-----|
| EQUITABLE RES INC 329 | COM | 294549100 | 1,275,550 | 33,734 | X | 28-423 | | 33405 | |
| | | | 771,176 | 20,395 | X | X 28-423 | | 9003 | |
| 9392 2000 | | | 76,569 | 2,025 | X | | | 2025 | |
| | | | 26,809 | 709 | X | X | | 709 | |
| EQUITY INCOME FD 70 800 | UT 1 EX SR-ATT | 294700703 | 1,710,938 | 8,696 | X | 28-423 | | 7826 | |
| 200 | | | 426,554 | 2,168 | X | X 28-423 | | 1968 | |
| EQUITY RESIDENTIAL PPTYS TR 69000 | SH BEN INT | 29476L107 | 2,945,063 | 69,500 | X | 28-1115 | | 500 | |
| | | | 64,834 | 1,530 | X | | | 1530 | |
| | | | 76,784 | 1,812 | X | X | | 1812 | |
| ERICSSON L M TEL CO 1800 | ADR CL B SEK10 | 294821400 | 1,589,875 | 50,876 | X | 28-423 | | 49076 | |
| 47500 | | | 2,611,500 | 83,568 | X | X 28-423 | | 36068 | |
| | | | 205,625 | 6,580 | X | PNC-FLA | | 6580 | |
| | | | 50,000 | 1,600 | X | | | 1600 | |
| ERIE INDY CO 6658500 | CL A | 29530P102 | 232,127,262 | 7,047,614 | X | 28-423 | | 389114 | |
| | | | 3,837,161 | 116,500 | X | X 28-423 | | 116500 | |
| ETHYL CORP | COM | 297659104 | 50,375 | 13,000 | X | 28-423 | | 13000 | |
| | | | 31,000 | 8,000 | X | X | | 8000 | |
| EXCHANGE APPLICATIONS 1900 | COM | 300867108 | 773,049 | 26,600 | X | 28-BFMG | | 24700 | |
| | | | 20,343 | 700 | X | | | 700 | |
| EXXON CORP 163070 312151 | COM | 302290101 | 447,740,320 | 5,891,320 | X | 28-423 | | 5416099 | |
| 2268609 237638 | | | 344,355,620 | 4,530,995 | X | X 28-423 | | 2024748 | |
| | | | 9,180,800 | 120,800 | X | 28-BFMG | | 120800 | |
| 60600 | | | 107,365,200 | 1,412,700 | X | 28-1115 | | 1352100 | |
| 2770 | | | 25,637,460 | 337,335 | X | 28-1332 | | 334565 | |
| 45400 161388 | | | 37,417,232 | 492,332 | X | X 28-1332 | | 285544 | |
| | | | 4,268,388 | 56,163 | X | PNC-FLA | | 56163 | |
| | | | 5,154,624 | 67,824 | X | X PNC-FLA | | 67824 | |
| 3491 | | | 2,963,088 | 38,988 | X | PNC-MASS | | 35497 | |
| 1475 | | | 413,820 | 5,445 | X | X PNC-MASS | | 3970 | |
| FNB CORP PA 1480 | COM | 302520101 | 337,002 | 13,897 | X | 28-423 | | 12417 | |
| FPIC INS GROUP INC 10700 | COM | 302563101 | 4,160,124 | 276,200 | X | 28-1115 | | 265500 | |
| | | | 8,405 | 558 | X | | | 558 | |
| 0 | COLUMN TOTAL | | 1,237,672,550 | | | | | | |

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| <TABLE> <CAPTION> | PAGE 44 OF 116 OF 09/30/99 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | AS | |
|----------------------|-------------------------------|----------|--|-----------|------------|-----------------------|---------------------|-------------------|
| ITEM 8: | ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: INVESTMENT | ITEM 7: MANAGERS | ITEM 8: VOTING |
| AUTHORITY | (SHARES) | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | | | |

| NAME OF ISSUER (B) SHARED (C) NONE | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE | | |
|---------------------------------------|----------------|-----------|--------------|-------------|----------|-----------------|----------|-----|-----|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| FPL GROUP INC 12419 110879 | COM | 302571104 | 55,841,796 | 1,108,522 | X | 28-423 | 985224 | | |
| 171689 13209 | | | 16,267,498 | 322,928 | X | X 28-423 | 138030 | | |
| 46400 | | | 2,800,850 | 55,600 | X | 28-BFMG | 55600 | | |
| 2580 | | | 54,505,750 | 1,082,000 | X | 28-1115 | 1035600 | | |
| 100 | | | 9,716,431 | 192,882 | X | 28-1332 | 190302 | | |
| 200 | | | 345,069 | 6,850 | X | PNC-FLA | 6750 | | |
| 110 | | | 250,465 | 4,972 | X | X PNC-FLA | 4772 | | |
| 600 | | | 1,040,999 | 20,665 | X | PNC-MASS | 20555 | | |
| FACTORY 2-U INC 60000 | COM | 303072102 | 1,792,500 | 60,000 | X | 28-BFMG | | | |
| FACTSET RESH SYS INC | COM | 303075105 | 264,469 | 4,650 | X | 28-423 | 4650 | | |
| FAMILY DLR STORES INC | COM | 307000109 | 12,228,125 | 215,000 | X | 28-BFMG | 215000 | | |
| 6000 6000 | | | 291,525 | 13,800 | X | 28-423 | 13800 | | |
| FARMERS CAP BK CORP | COM | 309562106 | 285,188 | 13,500 | X | X 28-423 | 1500 | | |
| FDX CORP 2000 | COM | 31304N107 | 303,160 | 8,480 | X | 28-423 | 8480 | | |
| 7200 | | | 1,244,816 | 32,021 | X | 28-423 | 30021 | | |
| 5102 | | | 5,675,750 | 146,000 | X | 28-1115 | 138800 | | |
| FEDERAL HOME LN MTG CORP 3710 | COM | 313400301 | 15,550 | 400 | X | | 400 | | |
| 4460 3400 | | | 215,834 | 5,552 | X | X | 450 | | |
| 75 | | | 4,645,732 | 89,341 | X | 28-423 | 85631 | | |
| FEDERAL NATL MTG ASSN 22031 277707 | COM | 313586109 | 1,713,920 | 32,960 | X | X 28-423 | 25100 | | |
| 344634 77050 | | | 5,803,200 | 111,600 | X | 28-BFMG | 111600 | | |
| 29800 | | | 52,000 | 1,000 | X | | 925 | | |
| 3610 | | | 78,000 | 1,500 | X | X | 1500 | | |
| 1700 | | | 174,343,831 | 2,781,180 | X | 28-423 | 2481442 | | |
| 200 | | | 58,289,570 | 929,851 | X | X 28-423 | 508167 | | |
| 2004 | | | 9,741,560 | 155,400 | X | 28-BFMG | 155400 | | |
| 1000 | | | 44,420,008 | 708,600 | X | 28-1115 | 678800 | | |
| 0 | | | 17,887,485 | 285,346 | X | 28-1332 | 281736 | | |
| 0 | | | 225,673 | 3,600 | X | X 28-1332 | 1900 | | |
| 0 | | | 2,640,126 | 42,116 | X | PNC-FLA | 42116 | | |
| 0 | | | 467,645 | 7,460 | X | X PNC-FLA | 7260 | | |
| 0 | | | 2,311,771 | 36,878 | X | PNC-MASS | 34874 | | |
| 0 | | | 62,687 | 1,000 | X | X | | | |
| 0 | | | COLUMN TOTAL | 485,936,732 | | | | | |

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FILE NO. 28-1235
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| (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE | |
|---|----------------|-----------|--------------|-------------|----------|-----------------|----------|-----|
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| FIRST UN CORP 27976 107970 | COM | 337358105 | 28,131,531 | 789,657 | X | 28-423 | 653711 | |
| 489011 63064 | | | 39,200,183 | 1,100,356 | X | X 28-423 | 548281 | |
| 200 | | | 1,457,953 | 40,925 | X | 28-1332 | 40725 | |
| | | | 883,001 | 24,786 | X | X 28-1332 | 24786 | |
| | | | 302,278 | 8,485 | X | PNC-FLA | 8485 | |
| | | | 285,534 | 8,015 | X | PNC-MASS | 8015 | |
| | | | 45,814 | 1,286 | X | X | 1286 | |
| FIRST VA BANKS INC 2745 | COM | 337477103 | 245,036 | 5,625 | X | 28-423 | 5625 | |
| | | | 158,783 | 3,645 | X | X | 900 | |
| FIRSTAR CORP NEW WIS 48603 | COM | 33763V109 | 43,116,061 | 1,682,578 | X | 28-423 | 1633975 | |
| 6000 16575 | | | 17,000,676 | 663,441 | X | X 28-423 | 640866 | |
| | | | 230,625 | 9,000 | X | X PNC-FLA | 9000 | |
| FIRSTMERIT CORP | COM | 337915102 | 262,733 | 10,354 | X | 28-423 | 10354 | |
| | | | 284,200 | 11,200 | X | X 28-423 | 11200 | |
| FIRSTENERGY CORP 2876 | COM | 337932107 | 1,748,705 | 69,086 | X | 28-423 | 66210 | |
| 13289 1325 | | | 628,168 | 24,817 | X | X 28-423 | 10203 | |
| 1000 | | | 86,061 | 3,400 | X | | 2400 | |
| 900 | | | 22,781 | 900 | X | X | | |
| FISHER SCIENTIFIC INTL INC | COM NEW | 338032204 | 671,768 | 31,245 | X | PNC-MASS | 31245 | |
| FLEET FINL GROUP INC NEW 13680 219040 | COM | 338915101 | 63,681,975 | 1,738,757 | X | 28-423 | 1506037 | |
| 215096 38126 | | | 17,149,144 | 468,236 | X | X 28-423 | 215014 | |
| | | | 7,903,675 | 215,800 | X | 28-BFMG | 215800 | |
| 45100 | | | 38,723,613 | 1,057,300 | X | 28-1115 | 1012200 | |
| 4110 | | | 3,366,277 | 91,912 | X | 28-1332 | 87802 | |
| 1500 | | | 209,971 | 5,733 | X | X 28-1332 | 4233 | |
| | | | 861,237 | 23,515 | X | PNC-FLA | 23515 | |
| 3958 | | | 693,531 | 18,936 | X | PNC-MASS | 14978 | |
| 200 | | | 34,977 | 955 | X | X | 755 | |
| FLORIDA PROGRESS CORP 600 | COM | 341109106 | 290,866 | 6,289 | X | 28-423 | 5689 | |
| 3377 | | | 432,345 | 9,348 | X | X 28-423 | 5971 | |
| | | | 212,750 | 4,600 | X | 28-1332 | 4600 | |
| | | | 23,125 | 500 | X | | 500 | |
| | | | 138,750 | 3,000 | X | X | 3000 | |
| FLORIDA ROCK INDS INC 0 0 0 0 | COM | 341140101 | 319,700 | 9,200 | X | X 28-423 | 9200 | |
| | | | COLUMN TOTAL | 268,803,827 | | | | |

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OF 09/30/99

FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP.

AS

ITEM 6:
ITEM 5: INVESTMENT

ITEM 8:

| AUTHORITY | ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING |
|---------------------------------|----------------|----------------|-------------|-------------|-----------|------------------|----------|----------|
| (SHARES) | NAME OF ISSUER | TITLE OF CLASS | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | (A) SOLE |
| (B) SHARED (C) NONE | | | NUMBER | VALUE | AMOUNT | (A) SOLE (C) OTH | INSTR V | (A) SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| FLUOR CORP 7813 167 | COM | 343861100 | 353,395 | 8,780 | X X | 28-423 | 800 | |
| | | | 69,472 | 1,726 | X | | 1726 | |
| | | | 48,300 | 1,200 | X X | | 500 | |
| 700 | | | | | | | | |
| FOCAL COMMUNICATIONS CORP | COM | 344155106 | 376,688 | 14,700 | X | 28-423 | 14700 | |
| | | | 10,949,563 | 427,300 | X | 28-BFMG | 427300 | |
| FORD MTR CO DEL 15503 225027 | COM | 345370100 | 69,103,951 | 1,375,203 | X | 28-423 | 1134673 | |
| | | | 20,107,889 | 400,157 | X X | 28-423 | 180857 | |
| | | | 5,421,975 | 107,900 | X | 28-BFMG | 107900 | |
| | | | 47,966,138 | 954,550 | X | 28-1115 | 912750 | |
| 41800 | | | | | | | | |
| 400 3430 | | | 6,311,149 | 125,595 | X | 28-1332 | 121765 | |
| | | | 261,602 | 5,206 | X X | 28-1332 | 1736 | |
| 2350 1120 | | | 583,905 | 11,620 | X | PNC-FLA | 11620 | |
| | | | 246,225 | 4,900 | X X | PNC-FLA | 4800 | |
| 100 | | | | | | | | |
| 1005 | | | 1,089,722 | 21,686 | X | PNC-MASS | 20681 | |
| FOREST LABS INC 1743 | CL A | 345838106 | 207,803 | 4,933 | X | 28-423 | 3190 | |
| | | | 206,413 | 4,900 | X X | | 4900 | |
| FOREST OIL CORP | COM NEW | 346091606 | 255,998 | 15,004 | X | 28-423 | 15004 | |
| | | | 15,052,096 | 882,200 | X | 28-BFMG | 882200 | |
| FORT JAMES CORP 472 7200 | COM | 347471104 | 204,743 | 7,672 | X X | 28-423 | | |
| | | | 20,719,787 | 776,400 | X | 28-1115 | 668600 | |
| 107800 | | | 109,016 | 4,085 | X | | 4085 | |
| FORTE SOFTWARE INC | COM | 349546101 | 3,162,500 | 115,000 | X | PNC-MASS | 115000 | |
| FORTUNE BRANDS INC 3400 1840 | COM | 349631101 | 5,352,404 | 165,966 | X | 28-423 | 160726 | |
| | | | 4,529,448 | 140,448 | X X | 28-423 | 66916 | |
| 68013 5519 | | | 202,014 | 6,264 | X | 28-1332 | 6224 | |
| 40 | | | 6,450 | 200 | X | | 200 | |
| | | | 180,600 | 5,600 | X X | | 5600 | |
| 4 KIDS ENTMT INC 40000 | COM | 350865101 | 1,250,000 | 40,000 | X | 28-BFMG | | |
| | | | 25,781 | 825 | X | | | |
| 825 | | | | | | | | |
| FOX ENTMT GROUP INC 10600 | CL A | 35138T107 | 7,371,700 | 350,000 | X | 28-1115 | 339400 | |
| | | | 11,310 | 537 | X | | 537 | |
| | | | 21,062 | 1,000 | X X | | 1000 | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| | COLUMN TOTAL | | 221,759,099 | | | | | |

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| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | SHARES OR PRINCIPAL AMOUNT | DISCRETION (B) SHARED (A) SOLE (C) OTH | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE (C) <C> |
|--|---------------------------|----------------------------|---------------------------------|----------------------------------|--|--------------------------------|-------------------------------|
| <S> <C> FRANCHISE FIN CORP AMER 15000 | COM | 351807102 | 355,744 | 15,219 | X X | 28-423 | 219 |
| | | | 65,801 | 2,815 | X | | 2815 |
| FRANKLIN RES INC 4100 | COM | 354613101 | 1,785,585 | 58,425 | X | 28-423 | 54325 |
| 12800 | | | 1,115,513 | 36,500 | X X | 28-423 | 23700 |
| FRESENIUS MED CARE AG 10051 | SPONSORED ADR | 358029106 | 235,102 | 10,537 | X X | 28-423 | 486 |
| 300 | | | 37,730 | 1,691 | X | | 1391 |
| FULTON FINL CORP PA 6189 | COM | 360271100 | 304,856 | 16,259 | X | 28-423 | 10070 |
| 52864 | | | 991,200 | 52,864 | X X | 28-423 | |
| | | | 287,438 | 15,330 | X | 28-1332 | 15330 |
| GBC BANCORP CALIF 7200 | COM | 361475106 | 674,250 | 34,800 | X | 28-1115 | 27600 |
| GPU INC 2400 1004 | COM | 36225X100 | 1,505,089 | 46,133 | X | 28-423 | 42729 |
| 4806 2024 | | | 416,491 | 12,766 | X X | 28-423 | 5936 |
| | | | 11,093 | 340 | X X | | 340 |
| GTE CORP 24749 105727 | COM | 362320103 | 86,963,076 | 1,131,227 | X | 28-423 | 1000751 |
| 430202 43020 | | | 58,851,964 | 765,554 | X X | 28-423 | 292332 |
| | | | 5,642,625 | 73,400 | X | 28-BFMG | 73400 |
| 38100 | | | 70,617,375 | 918,600 | X | 28-1115 | 880500 |
| 600 | | | 3,656,559 | 47,565 | X | 28-1332 | 46965 |
| 1400 1048 | | | 726,315 | 9,448 | X X | 28-1332 | 7000 |
| | | | 1,496,603 | 19,468 | X | PNC-FLA | 19468 |
| 254 | | | 609,158 | 7,924 | X X | PNC-FLA | 7670 |
| 500 | | | 76,875 | 1,000 | X | | 500 |
| GZA GEOENVIRONMENTAL TECH INC | COM | 362386104 | 96,000 | 24,000 | X | 28-1332 | 24000 |
| GALLAHER GROUP PLC 3000 1153 | SPONSORED ADR | 363595109 | 2,082,932 | 76,615 | X | 28-423 | 72462 |
| 25667 2453 | | | 5,629,585 | 207,069 | X X | 28-423 | 178949 |
| | | | 169,212 | 6,224 | X | | 6224 |
| | | | 54,374 | 2,000 | X X | | 2000 |
| GANNETT INC 2200 18897 | COM | 364730101 | 17,740,100 | 256,408 | X | 28-423 | 235311 |
| 60474 3400 | | | 8,287,011 | 119,777 | X X | 28-423 | 55903 |
| | | | 1,209,043 | 17,475 | X | 28-1332 | 17475 |
| | | | 982,455 | 14,200 | X X | 28-1332 | 14200 |
| | | | 130,210 | 1,882 | X | | 1882 |
| 950 | | | 65,728 | 950 | X X | | |
| 0 | COLUMN TOTAL | | 272,873,092 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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 OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS INSTR V | VOTING | |
|--|---------------------------|----------------------------|---------------------------------|---|--------------------------|------------------|--------------------------------|----------|-----|
| | | | | | DISCRETION (B) SHARED | (A) SOLE (C) OTH | | (A) SOLE | <C> |
| <S> <C> GENERAL MLS INC 1000 2300 | COM | 370334104 | 13,496,198 | 166,363 | X | | 28-423 | 163063 | <C> |
| 41566 4792 | | | 14,732,219 | 181,599 | X | X | 28-423 | 135241 | <C> |
| 200 | | | 1,695,513 | 20,900 | X | | 28-1332 | 20700 | <C> |
| | | | 66,928 | 825 | X | | | 825 | <C> |
| 300 200 | | | 77,069 | 950 | X | X | | 450 | <C> |
| GENERAL MTRS CORP 11031 57184 | COM | 370442105 | 40,375,030 | 641,515 | X | | 28-423 | 573300 | <C> |
| 146377 20756 | | | 18,066,506 | 287,057 | X | X | 28-423 | 119924 | <C> |
| | | | 2,989,508 | 47,500 | X | | 28-BFMG | 47500 | <C> |
| 24900 | | | 39,837,799 | 632,979 | X | | 28-1115 | 608079 | <C> |
| 1690 | | | 3,959,618 | 62,914 | X | | 28-1332 | 61224 | <C> |
| 249 | | | 1,010,642 | 16,058 | X | X | 28-1332 | 15809 | <C> |
| | | | 218,895 | 3,478 | X | | PNC-FLA | 3478 | <C> |
| 265 | | | 619,048 | 9,836 | X | | PNC-MASS | 9571 | <C> |
| 100 | | | 66,084 | 1,050 | X | X | | 950 | <C> |
| GENERAL MTRS CORP 2954 192 | CL H NEW | 370442832 | 336,344 | 5,875 | X | X | 28-423 | 2729 | <C> |
| 233 | | | 188,410 | 3,291 | X | | | 3058 | <C> |
| | | | 6,069 | 106 | X | X | | 106 | <C> |
| GENESEE & WYO INC | CL A | 371559105 | 738,044 | 64,883 | X | X | 28-423 | 64883 | <C> |
| | | | 86,643 | 7,617 | X | | | 7617 | <C> |
| GENTEX CORP | COM | 371901109 | 221,019 | 10,700 | X | | 28-BFMG | 10700 | <C> |
| | | | 105,346 | 5,100 | X | | | 5100 | <C> |
| GENZYME TRANSGENICS CORP 70000 | COM | 37246E105 | 472,500 | 70,000 | X | | 28-BFMG | | <C> |
| GENUINE PARTS CO 6300 16313 | COM | 372460105 | 3,586,268 | 135,015 | X | | 28-423 | 112402 | <C> |
| 77160 2813 | | | 3,109,932 | 117,082 | X | X | 28-423 | 37109 | <C> |
| | | | 478,435 | 18,012 | X | | 28-1332 | 18012 | <C> |
| GEORGIA PAC CORP 1600 | COM GA PAC GRP | 373298108 | 1,735,152 | 42,910 | X | | 28-423 | 41310 | <C> |
| 33316 396 | | | 3,796,064 | 93,876 | X | X | 28-423 | 60164 | <C> |
| | | | 6,720,629 | 166,200 | X | | 28-BFMG | 166200 | <C> |
| 45100 | | | 1,835,840 | 45,400 | X | | 28-1115 | 300 | <C> |
| GEORGIA PAC CORP 1800 | COM-TIMBER GRP | 373298702 | 377,483 | 16,502 | X | | 28-423 | 14702 | <C> |
| 16458 198 | | | 1,049,688 | 45,888 | X | X | 28-423 | 29232 | <C> |
| GIBRALTAR STL CORP 13000 | COM | 37476F103 | 7,563,364 | 359,100 | X | | 28-1115 | 346100 | <C> |

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OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | | ITEM 6: INVESTMENT (B) SHARED (A) SOLE (C) OTH | | ITEM 7: INSTR V MANAGERS | VOTING (A) SOLE (C) |
|--|---------------------------|----------------------------|--|---|-----------------------|---|--|--------------------------------|---------------------------|
| | | | | | | | | | |
| <S> <C> HARMONIC INC 15000 | COM | 413160102 | 1,478,176 57,910,472 | 11,300 442,700 | X X | 28-423 28-BFMG | 11300 427700 | | |
| HARRIS FINL INC 275 | COM | 414541102 | 399,474 | 36,525 | X | 28-423 | 36250 | | |
| HARSCO CORP | COM | 415864107 | 538,107 262,438 | 19,479 9,500 | X X | 28-423 28-423 | 19479 9500 | | |
| HARTFORD FINL SVCS GROUP INC 5350 5602 1000 | COM | 416515104 | 777,116 1,002,746 68,139 | 19,012 24,532 1,667 | X X X | 28-423 28-423 | 13662 17930 1667 | | |
| HEALTHSOUTH CORP 4800 | COM | 421924101 | 116,228 7,963 4,288 | 18,976 1,300 700 | X X X | 28-423 | 14176 1300 700 | | |
| HEALTH MGMT ASSOC INC NEW 9700 | CL A | 421933102 | 125,178 | 16,152 | X | 28-423 | 6452 | | |
| HEALTHCARE RLTY TR 300 | COM | 421946104 | 198,750 155,231 | 10,600 8,279 | X X | 28-1115 | 10600 7979 | | |
| HEINZ H J CO 12100 59634 598619 71935 21300 | COM | 423074103 | 38,864,776 59,644,397 21,960,100 | 903,832 1,387,079 510,700 | X X X | 28-423 28-423 | 832098 716525 489400 | | |
| 2600 | | | 3,442,021 1,826,253 614,900 212,850 25,800 | 80,047 42,471 14,300 4,950 600 | X X X X X | 28-1332 28-1332 PNC-FLA PNC-FLA | 80047 42471 11700 4950 600 | | |
| HELIX TECHNOLOGY CORP | COM | 423319102 | 353,182 15,357,444 | 10,622 461,878 | X X | 28-423 28-BFMG | 10622 461878 | | |
| HERCULES INC 536 19436 3547 | COM | 427056106 | 531,624 688,660 1,434,742 403,126 | 18,572 24,058 50,122 14,083 | X X X X | 28-423 28-423 28-1332 28-1332 | 18036 1075 50122 14083 | | |
| HERSHEY FOODS CORP 894 31973 2600 | COM | 427866108 | 2,574,958 4,278,273 53,556 | 52,888 87,873 1,100 | X X X | 28-423 28-423 | 51994 53300 1100 | | |
| 0 0 0 0 | COLUMN TOTAL | | 215,310,968 | | | | | | |

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 OF 09/30/99

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|--|---------------------------|----------------------------|---------------------------------|---|------------------------|-----------------|---------------------|--------------------|-----|
| | | | | | (B) SHARED (A) SOLE | (C) OTH INSTR V | | | |
| <S> <C> HERTZ CORP 38700 | CL A | 428040109 | 1,716,000 | 39,000 | X | | 28-1115 | 300 | <C> |
| | | | 26,400 | 600 | X | | | 600 | <C> |
| HEWLETT PACKARD CO 7760 77260 | COM | 428236103 | 67,396,395 | 742,660 | X | | 28-423 | 657640 | <C> |
| 312703 46695 | | | 82,516,525 | 909,273 | X | X | 28-423 | 549875 | <C> |
| 8300 | | | 25,019,775 | 275,700 | X | | 28-1115 | 267400 | <C> |
| | | | 18,071,501 | 199,135 | X | | 28-1332 | 199135 | <C> |
| | | | 1,923,900 | 21,200 | X | X | 28-1332 | 21200 | <C> |
| | | | 2,398,069 | 26,425 | X | | PNC-FLA | 26425 | <C> |
| 300 | | | 582,434 | 6,418 | X | X | PNC-FLA | 6118 | <C> |
| 3540 | | | 2,403,514 | 26,485 | X | | PNC-MASS | 22945 | <C> |
| 1775 | | | 304,466 | 3,355 | X | X | PNC-MASS | 1580 | <C> |
| HI / FN INC 13000 | COM | 428358105 | 1,433,250 | 13,000 | X | | 28-BFMG | | <C> |
| HILB ROGAL & HAMILTON CO 18000 | COM | 431294107 | 451,116 | 18,000 | X | X | 28-423 | | <C> |
| HILLENBRAND INDS INC 17800 | COM | 431573104 | 661,353 | 25,075 | X | | 28-423 | 7275 | <C> |
| | | | 55,388 | 2,100 | X | X | | 2100 | <C> |
| HILTON HOTELS CORP 350000 | SUB NT CONV 5% | 432848AL3 | 28,350,000 | 350,000 | X | X | 28-423 | | <C> |
| HILTON HOTELS CORP 792 | COM | 432848109 | 649,657 | 65,788 | X | | 28-423 | 64996 | <C> |
| | | | 1,511 | 153 | X | | | 153 | <C> |
| 3400 | | | 70,468 | 7,136 | X | X | | 3736 | <C> |
| HISPANIC BROADCASTING CORP | CL A | 43357B104 | 1,979,250 | 26,000 | X | | 28-BFMG | 26000 | <C> |
| HOLLYWOOD ENTMT CORP 8700 | COM | 436141105 | 3,448,500 | 229,900 | X | | 28-1115 | 221200 | <C> |
| | | | 28,500 | 1,900 | X | | | 1900 | <C> |
| HOLOGIC INC 13800 | COM | 436440101 | 1,517,268 | 376,400 | X | | 28-1115 | 362600 | <C> |
| HOME DEPOT INC 11910 145109 | COM | 437076102 | 57,214,172 | 833,722 | X | | 28-423 | 676703 | <C> |
| 93946 38191 | | | 29,399,225 | 428,404 | X | X | 28-423 | 296267 | <C> |
| | | | 36,824,175 | 536,600 | X | | 28-BFMG | 536600 | <C> |
| 6700 | | | 15,543,563 | 226,500 | X | | 28-1115 | 219800 | <C> |
| | | | 12,262,944 | 178,695 | X | | 28-1332 | 178695 | <C> |
| 2896 | | | 480,101 | 6,996 | X | X | 28-1332 | 4100 | <C> |
| 1304 | | | 4,377,726 | 63,792 | X | | PNC-FLA | 62488 | <C> |
| | | | 651,251 | 9,490 | X | X | PNC-FLA | 9490 | <C> |
| | | | 3,672,261 | 53,512 | X | | PNC-MASS | 46567 | <C> |

6945
 0
 0
 0
 0

137,250
 2,000 X X
 2000

0 COLUMN TOTAL 401,567,908

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 OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|-----------------------------|-------|----------------|------------|-------------|-----|-----------|--------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | | | AMOUNT | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| NAME OF ISSUER | | NUMBER | | | | | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| HOMESTAKE MNG CO | COM | 437614100 | 92,789 | 10,100 | X | 28-423 | 10100 | | | | | | |
| | | | 23,886 | 2,600 | X | | 2600 | | | | | | |
| | | | 9,554 | 1,040 | X | X | 240 | | | | | | |
| 800 | | | | | | | | | | | | | |
| HONEYWELL INC | COM | 438506107 | 1,611,241 | 14,475 | X | 28-423 | 12139 | | | | | | |
| 2336 | | | 3,019,895 | 27,130 | X | X 28-423 | 12108 | | | | | | |
| 14182 | 840 | | 24,644,477 | 221,400 | X | 28-1115 | 179700 | | | | | | |
| 41700 | | | 598,413 | 5,376 | X | X 28-1332 | 5376 | | | | | | |
| | | | 535,188 | 4,808 | X | X PNC-FLA | 4808 | | | | | | |
| | | | 99,068 | 890 | X | | 890 | | | | | | |
| HOST MARRIOTT CORP NEW | COM | 44107P104 | 253,641 | 26,699 | X | X 28-423 | 3345 | | | | | | |
| 341 | 23013 | | 36,737 | 3,867 | X | | 2237 | | | | | | |
| 1630 | | | | | | | | | | | | | |
| HOUSEHOLD INTL INC | COM | 441815107 | 5,252,844 | 130,912 | X | 28-423 | 123815 | | | | | | |
| 1800 | 5297 | | 3,014,391 | 75,125 | X | X 28-423 | 18535 | | | | | | |
| 50557 | 6033 | | 33,299,417 | 829,892 | X | 28-1115 | 795833 | | | | | | |
| 34059 | | | 124,949 | 3,114 | X | | 3114 | | | | | | |
| HUBBELL INC | CL A | 443510102 | 882,354 | 26,241 | X | 28-423 | 26241 | | | | | | |
| | | | 161,400 | 4,800 | X | X | 4800 | | | | | | |
| HUBBELL INC | CL B | 443510201 | 897,632 | 28,161 | X | 28-423 | 27661 | | | | | | |
| 500 | | | 652,354 | 20,466 | X | X 28-423 | 5766 | | | | | | |
| 14700 | | | 35,063 | 1,100 | X | | 1100 | | | | | | |
| HUMANA INC | COM | 444859102 | 591,147 | 85,985 | X | 28-423 | 85985 | | | | | | |
| | | | 22,688 | 3,300 | X | X | 3300 | | | | | | |
| HUMAN GENOME SCIENCES INC | COM | 444903108 | 2,876,250 | 39,000 | X | 28-BFMG | 39000 | | | | | | |
| | | | 147,500 | 2,000 | X | X | 2000 | | | | | | |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 1,270,540 | 47,833 | X | 28-423 | 47228 | | | | | | |
| 605 | | | 332,078 | 12,502 | X | X 28-423 | 12502 | | | | | | |
| | | | 1,703,421 | 64,130 | X | 28-1115 | 407 | | | | | | |
| 63723 | | | 545,769 | 20,547 | X | X 28-1332 | 20547 | | | | | | |
| | | | 47,121 | 1,774 | X | | 1774 | | | | | | |
| ICN PHARMACEUTICALS INC NEW | COM | 448924100 | 2,621,018 | 152,500 | X | 28-1115 | 146600 | | | | | | |
| 5900 | | | 36,093 | 2,100 | X | | 2100 | | | | | | |
| IMC GLOBAL INC | COM | 449669100 | 194,184 | 13,335 | X | | 3245 | | | | | | |

10090
 817
 0
 0
 0
 0

48,739 3,347 X X 2530

COLUMN TOTAL 85,681,841

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|--|---------------------------|----------------------------|--|--|---|---|---|--|---------------------------|
| | | | | | | | | | |
| I-LINK CORP 2000 | COM | 449927102 | 50,888 5,750 | 17,700 2,000 | X X | X | 28-423 | 17700 | |
| IMS HEALTH INC 500 1500 35626 6084 | COM | 449934108 | 3,977,614 1,989,161 314,806 25,093 180,990 | 174,365 87,198 13,800 1,100 7,934 | X X X X X | X | 28-423 28-423 28-1332 | 172365 45488 13800 1100 7934 | |
| ITC DELTACOM INC | COM | 45031T104 | 701,250 30,835,750 | 25,500 1,121,300 | X X | | 28-423 28-BFMG | 25500 1121300 | |
| ITT INDS INC IND 5300 2285 97700 | COM | 450911102 | 289,966 291,207 3,130,301 20,900 | 9,115 9,154 98,400 657 | X X X X | X | 28-423 28-423 28-1115 | 3815 6869 700 657 | |
| IKON OFFICE SOLUTIONS INC 1200 17500 | COM | 451713101 | 314,198 187,023 75,878 | 29,400 17,500 7,100 | X X X | X | 28-423 28-1115 | 28200 7100 | |
| ILEX ONCOLOGY INC 25000 | COM | 451923106 | 306,250 | 25,000 | X | | 28-BFMG | | |
| ILLINOIS TOOL WKS INC 6650 145654 113960 10345 5200 1410 2700 3835 | COM | 452308109 | 64,259,097 15,286,328 20,512,006 12,988,700 17,034,882 1,170,623 1,446,279 2,808,303 102,150 | 861,821 205,015 275,100 174,200 228,466 15,700 19,397 37,664 1,370 | X X X X X X X X X | X | 28-423 28-423 28-BFMG 28-1115 28-1332 28-1332 PNC-FLA PNC-MASS | 709517 80710 275100 169000 227056 13000 19397 33829 1370 | |
| ILLINOVA CORP 4400 | COM | 452317100 | 3,221,518 73,635 22,450 | 114,800 2,624 800 | X X X | X | 28-1115 | 110400 2624 800 | |
| IMATION CORP 114 | COM | 45245A107 | 205,437 | 6,627 | X | | 28-423 | 6513 | |

| | | | | | | | | |
|------|-----|--------------|-------------|--------|---|---|--------|------|
| 1814 | 275 | | 336,691 | 10,861 | X | X | 28-423 | 8772 |
| | | | 18,910 | 610 | X | | | 610 |
| | | | 45,663 | 1,473 | X | X | | 1473 |
| 0 | | COLUMN TOTAL | 182,229,697 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|--|---------|---------------------------|-------------|-------------|---|-----------|----------|-----------------------|--|------------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS | | NUMBER | | VALUE | | PRINCIPAL | | (B) SHARED | | (A) SOLE | |
| <S> <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| IMMUNEX CORP NEW | COM | 452528102 | 294,950 | 6,800 | X | X | 28-423 | 6800 | | | | | |
| | | | 173,500 | 4,000 | X | | | 4000 | | | | | |
| IMPERIAL BANCORP | COM | 452556103 | 382,500 | 18,000 | X | | 28-423 | 18000 | | | | | |
| INGERSOLL-RAND CO 3000 2600 | COM | 456866102 | 2,008,442 | 36,559 | X | | 28-423 | 30959 | | | | | |
| 16012 19800 | | | 2,971,872 | 54,096 | X | X | 28-423 | 18284 | | | | | |
| 41500 | | | 2,296,367 | 41,800 | X | | 28-1115 | 300 | | | | | |
| | | | 38,456 | 700 | X | | | 700 | | | | | |
| 636 | | | 42,137 | 767 | X | X | | 131 | | | | | |
| INKTOMI CORP | COM | 457277101 | 240,062 | 2,000 | X | | 28-423 | 2000 | | | | | |
| | | | 10,598,737 | 88,300 | X | | 28-BFMG | 88300 | | | | | |
| | | | 9,002 | 75 | X | X | | 75 | | | | | |
| INNOTRAC CORP 9600 | COM | 45767M109 | 4,468,750 | 250,000 | X | | 28-1115 | 240400 | | | | | |
| INSIGHT COMMUNICATIONS INC | CL A | 45768V108 | 8,444,375 | 295,000 | X | | 28-BFMG | 295000 | | | | | |
| | | | 143,125 | 5,000 | X | | | 5000 | | | | | |
| INTEGRATED DEVICE TECHNOLOGY 9400 | COM | 458118106 | 4,510,300 | 243,800 | X | | 28-1115 | 234400 | | | | | |
| | | | 18,500 | 1,000 | X | X | | 1000 | | | | | |
| INTEGRATED SILICON SOLUTION | COM | 45812P107 | 145,218 | 14,800 | X | | 28-423 | 14800 | | | | | |
| INTEL CORP 66646 507191 | COM | 458140100 | 337,767,584 | 4,545,263 | X | | 28-423 | 3971426 | | | | | |
| 760210 119714 | | | 210,898,050 | 2,838,008 | X | X | 28-423 | 1958084 | | | | | |
| | | | 78,153,930 | 1,051,700 | X | | 28-BFMG | 1051700 | | | | | |
| 24700 | | | 53,274,273 | 716,900 | X | | 28-1115 | 692200 | | | | | |
| 1600 5150 | | | 36,017,466 | 484,679 | X | | 28-1332 | 477929 | | | | | |
| 17100 200 | | | 5,621,554 | 75,648 | X | X | 28-1332 | 58348 | | | | | |
| 200 | | | 5,186,309 | 69,791 | X | | PNC-FLA | 69591 | | | | | |
| 200 | | | 312,110 | 4,200 | X | X | PNC-FLA | 4000 | | | | | |
| 7750 | | | 7,075,246 | 95,210 | X | | PNC-MASS | 87460 | | | | | |
| 1520 | | | 452,560 | 6,090 | X | X | PNC-MASS | 4570 | | | | | |
| INTERIM SVCS INC | COM | 45868P100 | 3,149,404 | 192,330 | X | | 28-1115 | 192330 | | | | | |
| INTERLEAF INC | COM NEW | 458729209 | 2,975,000 | 175,000 | X | | 28-BFMG | | | | | | |

175000

| | | | | | | | |
|-------------------|--------------|-----------|-------------|--------|---|---------|--|
| INTERLINK ELECTRS | COM | 458751104 | 564,340 | 70,000 | X | 28-BFMG | |
| 70000 | | | | | | | |
| 0 | COLUMN TOTAL | | 778,234,119 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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OF 09/30/99

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|--------------------------------|----------------|----------------|-------------|-------------|-----------|------------------|----------|--------------------|---------|---------|----------|--------|-----|
| AUTHORITY | ITEM 1: | ITEM 2: | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | ITEM 7: | | | | | | |
| (SHARES) | NAME OF ISSUER | TITLE OF CLASS | NUMBER | VALUE | PRINCIPAL | (B) SHARED | MANAGERS | (A) SOLE | (C) OTH | INSTR V | (A) SOLE | | |
| (B) SHARED (C) NONE | | | | | AMOUNT | (A) SOLE (C) OTH | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 256,006,355 | 2,115,755 | X | 28-423 | 1910684 | | | | | | |
| 21100 183971 | | | 187,498,091 | 1,549,571 | X | X 28-423 | 736441 | | | | | | |
| 595067 218063 | | | 39,917,900 | 329,900 | X | 28-BFMG | 329900 | | | | | | |
| 48500 | | | 141,926,950 | 1,172,950 | X | 28-1115 | 1124450 | | | | | | |
| 1330 | | | 16,136,076 | 133,356 | X | 28-1332 | 132026 | | | | | | |
| 1600 | | | 6,269,010 | 51,810 | X | X 28-1332 | 50210 | | | | | | |
| 40 | | | 2,241,888 | 18,528 | X | PNC-FLA | 18528 | | | | | | |
| | | | 2,090,880 | 17,280 | X | X PNC-FLA | 17280 | | | | | | |
| | | | 3,448,621 | 28,501 | X | PNC-MASS | 28461 | | | | | | |
| INTERNATIONAL ELECTRONICS INC | COM PAR \$0.01 | 459436507 | 20,966 | 11,000 | X | PNC-MASS | | | | | | | |
| 11000 | | | | | | | | | | | | | |
| INTERNATIONAL FLAVORS&FRAGRANC | COM | 459506101 | 1,302,099 | 37,742 | X | 28-423 | 37442 | | | | | | |
| 300 | | | 603,957 | 17,506 | X | X 28-423 | | | | | | | |
| 17506 | | | | | | | | | | | | | |
| INTERNATIONAL HOME FOODS INC | COM | 459655106 | 3,643,500 | 208,200 | X | 28-1115 | 1500 | | | | | | |
| 206700 | | | | | | | | | | | | | |
| INTERNATIONAL NETWORK SVCS | COM | 460053101 | 312,874 | 5,754 | X | 28-423 | 5754 | | | | | | |
| | | | 554,625 | 10,200 | X | 28-BFMG | 10200 | | | | | | |
| INTL PAPER CO | COM | 460146103 | 11,298,896 | 235,090 | X | 28-423 | 232199 | | | | | | |
| 200 2691 | | | 3,616,185 | 75,240 | X | X 28-423 | 41641 | | | | | | |
| 12043 21556 | | | 284,239 | 5,914 | X | 28-1332 | 5914 | | | | | | |
| | | | 28,837 | 600 | X | | 600 | | | | | | |
| | | | 150,338 | 3,128 | X | X | 3128 | | | | | | |
| INTERNATIONAL SPEEDWAY CORP | CL A | 460335201 | 6,727,936 | 128,000 | X | 28-BFMG | 128000 | | | | | | |
| | | | 5,256 | 100 | X | | 100 | | | | | | |
| INTERNET CAP GROUP INC | COM | 46059C106 | 4,393,750 | 50,000 | X | 28-BFMG | 50000 | | | | | | |
| | | | 146,751 | 1,670 | X | | 1560 | | | | | | |
| 110 | | | | | | | | | | | | | |
| INTERNET INITIATIVE JAPAN INC | SPONSORED ADR | 46059T109 | 672,000 | 10,500 | X | 28-BFMG | | | | | | | |
| 10500 | | | | | | | | | | | | | |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 8,538,619 | 207,626 | X | 28-423 | 192326 | | | | | | |
| 15300 | | | 27,091,094 | 658,750 | X | X 28-423 | 644850 | | | | | | |
| 13900 | | | 205,625 | 5,000 | X | 28-1332 | 5000 | | | | | | |

| | | | | | | | |
|------------------------------|--------------|-----------|-------------|---------|---|---------|--------|
| INVESTORS FINL SERVICES CORP | COM | 461915100 | 501,875 | 14,600 | X | 28-423 | 14600 |
| | | | 25,550,938 | 743,300 | X | 28-BFMG | 743300 |
| | | | 82,500 | 2,400 | X | X | 2400 |
| 0 | COLUMN TOTAL | | 751,268,631 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
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FILE NO. 28-1235
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| PAGE | 59 OF | 116 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | | AS | |
| OF | 09/30/99 | | | | | | | | | | |
| ITEM 8: | | | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | |
| AUTHORITY | | | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | |
| ITEM 1: | | | | ITEM 2: | | VALUE | | PRINCIPAL | | ITEM 7: | |
| NAME OF ISSUER | | | | TITLE OF CLASS | | NUMBER | | AMOUNT | | MANAGERS | |
| (B) SHARED (C) NONE | | | | | | | | (A) SOLE (C) OTH | | INSTR V | |
| | | | | | | | | | | (A) SOLE | |
| <S> | | | | <C> | | <C> | | <C> | | <C> | |
| <C> | | | | <C> | | <C> | | <C> | | <C> | |
| IOMEGA CORP | COM | 462030107 | 72,864 | 22,000 | X | 28-423 | 22000 | | | | |
| | | | 994 | 300 | X | | 300 | | | | |
| IPALCO ENTERPRISES INC | COM | 462613100 | 748,869 | 38,528 | X | 28-423 | 31878 | | | | |
| 4818 1832 | | | 1,359,968 | 69,968 | X | X 28-423 | 17650 | | | | |
| 52318 | | | 200,201 | 10,300 | X | X 28-1332 | 10300 | | | | |
| | | | 110,791 | 5,700 | X | | 5700 | | | | |
| ISOCOR | COM | 464902105 | 157,500 | 20,000 | X | 28-423 | 20000 | | | | |
| ITURF INC | CL A | 46575Q100 | 179,550 | 17,100 | X | 28-BFMG | 17100 | | | | |
| | | | 22,050 | 2,100 | X | | 2100 | | | | |
| JDS UNIPHASE CORP | COM | 46612J101 | 22,102,290 | 194,200 | X | 28-BFMG | 194200 | | | | |
| | | | 455,248 | 4,000 | X | PNC-MASS | 4000 | | | | |
| | | | 101,293 | 890 | X | | 890 | | | | |
| | | | 22,762 | 200 | X | X | | | | | |
| 200 | | | | | | | | | | | |
| JLG INDS INC | COM | 466210101 | 3,058,662 | 201,400 | X | 28-1115 | 193700 | | | | |
| 7700 | | | 19,743 | 1,300 | X | | 300 | | | | |
| 1000 | | | 30,374 | 2,000 | X | X | | | | | |
| 2000 | | | | | | | | | | | |
| JACOR COMMUNICATIONS INC | WT EXP | 091801 469858138 | 2,593,724 | 185,266 | X | 28-423 | 185266 | | | | |
| JAKKS PAC INC | COM | 47012E106 | 2,812,500 | 75,000 | X | 28-BFMG | | | | | |
| 75000 | | | | | | | | | | | |
| JEFFBANKS INC | COM | 472317106 | 232,819 | 8,063 | X | | 8063 | | | | |
| JEFFERSON PILOT CORP | COM | 475070108 | 776,379 | 12,287 | X | 28-423 | 12287 | | | | |
| 4037 135 | | | 326,803 | 5,172 | X | X 28-423 | 1000 | | | | |
| | | | 473,903 | 7,500 | X | PNC-MASS | 7500 | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 315,024,951 | 3,428,843 | X | 28-423 | 3185205 | | | | |
| 21921 221717 | | | 170,184,197 | 1,852,345 | X | X 28-423 | 1100831 | | | | |
| 637603 113911 | | | 39,065,250 | 425,200 | X | 28-BFMG | 425200 | | | | |
| | | | 21,168,000 | 230,400 | X | 28-1115 | 223500 | | | | |
| 6900 | | | 16,595,473 | 180,631 | X | 28-1332 | 178851 | | | | |
| 1780 | | | 9,716,700 | 105,760 | X | X 28-1332 | 94710 | | | | |
| 10850 200 | | | 3,427,489 | 37,306 | X | PNC-FLA | 35306 | | | | |
| 2000 | | | 1,928,824 | 20,994 | X | X PNC-FLA | 20994 | | | | |
| | | | 5,011,322 | 54,545 | X | PNC-MASS | 51550 | | | | |

2995
 1550
 0
 0
 0
 0

271,031 2,950 X X PNC-MASS 1400

COLUMN TOTAL 618,252,524

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 PAGE 60 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
 OF 09/30/99

| ITEM 8: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|--|----------------|-----------|-------------|-----------|--------------------------------|-----------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | NUMBER | VALUE | AMOUNT | PRINCIPAL | (B) SHARED (A) SOLE (C) OTH | INSTR V | (A) SOLE |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| JOHNSON CTLS INC 150 | COM | 478366107 | 354,769 | 5,350 | X | 28-423 | 5200 |
| | | | 934,999 | 14,100 | X | X 28-423 | 14100 |
| | | | 40,583 | 612 | X | | 612 |
| JONES APPAREL GROUP INC | COM | 480074103 | 1,168,688 | 40,650 | X | 28-423 | 40650 |
| JUNIPER NETWORKS | COM | 48203R104 | 1,019,547 | 5,600 | X | 28-BFMG | 5600 |
| KLA-TENCORP CORP 55800 | COM | 482480100 | 3,653,000 | 56,200 | X | 28-1115 | 400 |
| | | | 36,400 | 560 | X | | 560 |
| K MART CORP 1900 | COM | 482584109 | 406,661 | 34,796 | X | 28-423 | 32896 |
| | | | 158,055 | 13,524 | X | X 28-423 | 3600 |
| 6524 3400 | | | 12,720,131 | 1,088,400 | X | 28-1115 | 1001300 |
| 87100 | | | 41,372 | 3,540 | X | | 3540 |
| | | | 23,374 | 2,000 | X | X | 2000 |
| KANSAS CITY PWR & LT CO 300 1350 | COM | 485134100 | 2,073,600 | 85,732 | X | 28-423 | 84082 |
| | | | 359,467 | 14,862 | X | X 28-423 | 13500 |
| 1362 | | | 152,378 | 6,300 | X | | 6300 |
| KANSAS CITY SOUTHN INDS INC 30000 | COM | 485170104 | 570,090 | 12,260 | X | 28-423 | 12260 |
| | | | 1,404,300 | 30,200 | X | 28-1115 | 200 |
| | | | 162,750 | 3,500 | X | X | 3500 |
| KEANE INC 53100 | COM | 486665102 | 1,220,442 | 53,500 | X | 28-1115 | 400 |
| KEEBLER FOODS CO 112300 | COM | 487256109 | 3,378,863 | 113,100 | X | 28-1115 | 800 |
| KELLOGG CO 250 5387 | COM | 487836108 | 3,578,041 | 95,575 | X | 28-423 | 89938 |
| | | | 4,403,153 | 117,615 | X | X 28-423 | 70065 |
| 47000 550 | | | 767,459 | 20,500 | X | 28-1332 | 20500 |
| | | | 416,299 | 11,120 | X | X 28-1332 | 7920 |
| 3200 | | | 142,261 | 3,800 | X | | 3800 |
| KELLWOOD CO 12700 | COM | 488044108 | 7,744,000 | 352,000 | X | 28-1115 | 339300 |
| KEMET CORP | COM | 488360108 | 409,203 | 12,800 | X | 28-423 | 12800 |
| | | | 23,657,060 | 740,000 | X | 28-BFMG | 740000 |
| KEMPER HIGH INCOME TR | SH BEN INT | 48841G106 | 107,744 | 12,492 | X | 28-423 | 12492 |

0 COLUMN TOTAL 86,250 10,000 X X PNC-FLA 10000
 0 71,190,939
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 0

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 PAGE 61 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
 OF 09/30/99

| ITEM 8: | ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|-----------------------------------|---------------------|----------------|--------------|-------------------|----------------------------|--|----------|----------|
| AUTHORITY | NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES OR PRINCIPAL AMOUNT | DISCRETION (B) SHARED (A) SOLE (C) OTH INSTR V | MANAGERS | (A) SOLE |
| (SHARES) | (B) SHARED (C) NONE | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| KEMPER MUN INCOME TR | COM SH BEN INT | 48842C104 | 995,715 | 91,041 | X | 28-423 | 91041 | |
| | | | 65,622 | 6,000 | X | | 6000 | |
| | | | 5,469 | 500 | X X | | 500 | |
| KERR MCGEE CORP 4200 | COM | 492386107 | 422,766 | 7,678 | X | 28-423 | 3478 | |
| 37863 | | | 3,822,019 | 69,413 | X X | 28-423 | 31550 | |
| | | | 5,985,239 | 108,700 | X | 28-BFMG | 108700 | |
| KEYCORP NEW 480 4100 | COM | 493267108 | 2,390,578 | 92,615 | X | 28-423 | 88035 | |
| 300 2200 | | | 762,332 | 29,534 | X X | 28-423 | 27034 | |
| 1000 | | | 74,080 | 2,870 | X | | 2870 | |
| | | | 25,812 | 1,000 | X X | | | |
| KEYSPAN CORP 1600 | COM | 49337W100 | 224,248 | 7,834 | X | 28-423 | 6234 | |
| 880 | | | 19,608 | 685 | X | | 685 | |
| | | | 25,190 | 880 | X X | | | |
| KEYSTONE FINANCIAL INC 3150 | COM | 493482103 | 525,896 | 22,143 | X | 28-423 | 18993 | |
| 98650 | | | 4,658,729 | 196,157 | X X | 28-423 | 97507 | |
| | | | 270,655 | 11,396 | X | PNC-FLA | 11396 | |
| | | | 30,020 | 1,264 | X X | | 1264 | |
| KIMBALL INTL INC | CL B | 494274103 | 486,717 | 25,284 | X | 28-423 | 25284 | |
| KIMBERLY CLARK CORP 1400 18942 | COM | 494368103 | 48,475,035 | 918,958 | X | 28-423 | 898616 | |
| 68050 26908 | | | 31,373,379 | 594,756 | X X | 28-423 | 499798 | |
| 15600 | | | 17,903,350 | 339,400 | X | 28-1115 | 323800 | |
| 500 | | | 1,164,720 | 22,080 | X | 28-1332 | 21580 | |
| | | | 336,018 | 6,370 | X X | 28-1332 | 6370 | |
| | | | 498,488 | 9,450 | X | PNC-FLA | 9450 | |
| | | | 211,000 | 4,000 | X X | PNC-FLA | 4000 | |
| | | | 224,715 | 4,260 | X | PNC-MASS | 4260 | |
| 440 | | | 86,510 | 1,640 | X X | | 1200 | |
| KIMCO REALTY CORP 200 | COM | 49446R109 | 652,616 | 18,255 | X | 28-423 | 18055 | |
| 600 | | | 323,538 | 9,050 | X X | 28-423 | 8450 | |
| | | | 39,325 | 1,100 | X | | 1100 | |
| KING PHARMACEUTICALS INC | COM | 495582108 | 288,750 | 8,250 | X | 28-423 | 8250 | |
| | | | 13,671,000 | 390,600 | X | 28-BFMG | 390600 | |

KING WORLD PRODTNS INC COM 495667107 300,000 8,000 X X 28-423 8000
 0 COLUMN TOTAL 136,339,139
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 OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | ITEM 8: | |
|--------------------------------|----------------|----------------|------------|-------------|---|-----------|---------|------------------|--|----------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | VOTING | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
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| <C> | | | | | | | | | | | | | |
| KNIGHT RIDDER INC | COM | 499040103 | 792,000 | 14,400 | X | 28-423 | 11800 | | | | | | |
| 2200 400 | | | 992,475 | 18,045 | X | X 28-423 | 9812 | | | | | | |
| 7333 900 | | | | | | | | | | | | | |
| KOHL'S CORP | COM | 500255104 | 1,390,675 | 21,031 | X | 28-423 | 21031 | | | | | | |
| 600 | | | 211,600 | 3,200 | X | X 28-423 | 2600 | | | | | | |
| | | | 11,604,938 | 175,500 | X | 28-BFMG | 175500 | | | | | | |
| KOLLMORGEN CORP | SB DB CV 8.75% | 500440AA0 | 693,000 | 7,000 | X | X 28-423 | | | | | | | |
| 7000 | | | | | | | | | | | | | |
| KONINKLIJKE PHILIPS ELECTRS NV | SPON ADR NEW | 500472204 | 278,457 | 2,757 | X | 28-423 | 1341 | | | | | | |
| 1416 | | | 43,935 | 435 | X | | 435 | | | | | | |
| | | | 130,088 | 1,288 | X | X | 368 | | | | | | |
| 920 | | | | | | | | | | | | | |
| KROGER CO | COM | 501044101 | 46,960,908 | 2,128,588 | X | 28-423 | 1857103 | | | | | | |
| 13300 258185 | | | 3,816,947 | 173,010 | X | X 28-423 | 101068 | | | | | | |
| 46880 25062 | | | 10,013,942 | 453,900 | X | 28-BFMG | 453900 | | | | | | |
| | | | 12,606,227 | 571,400 | X | 28-1115 | 542700 | | | | | | |
| 28700 | | | 968,963 | 43,920 | X | 28-1332 | 40910 | | | | | | |
| 3010 | | | 213,340 | 9,670 | X | PNC-FLA | 9670 | | | | | | |
| | | | 1,927,116 | 87,350 | X | PNC-MASS | 81620 | | | | | | |
| 5730 | | | 134,137 | 6,080 | X | X | 4880 | | | | | | |
| 1200 | | | | | | | | | | | | | |
| LG&E ENERGY CORP | COM | 501917108 | 8,137,050 | 382,920 | X | 28-423 | 376920 | | | | | | |
| 3300 2700 | | | 434,053 | 20,426 | X | X 28-423 | 19792 | | | | | | |
| 634 | | | 263,075 | 12,380 | X | X 28-1332 | 11106 | | | | | | |
| 1274 | | | 35,488 | 1,670 | X | | 1670 | | | | | | |
| LTV CORP NEW | COM | 501921100 | 3,588,964 | 660,100 | X | 28-1115 | 635200 | | | | | | |
| 24900 | | | 5,834 | 1,073 | X | | 73 | | | | | | |
| 1000 | | | 16,311 | 3,000 | X | X | | | | | | | |
| 3000 | | | | | | | | | | | | | |
| LSI LOGIC CORP | COM | 502161102 | 7,467,200 | 143,600 | X | 28-BFMG | 143600 | | | | | | |
| 1850 | | | 184,080 | 3,540 | X | | 1690 | | | | | | |
| | | | 26,000 | 500 | X | X | 500 | | | | | | |
| LAKEHEAD PIPE LINE PARTNERS LP | COM UNIT-CL A | 511557100 | 238,700 | 5,600 | X | 28-423 | 5600 | | | | | | |
| | | | 181,796 | 4,265 | X | X | 4100 | | | | | | |

| | | | | | | | |
|-----------------------|--------------|-----------|-------------|--------|---|---------|-------|
| LAM RESH CORP 3600 | COM | 512807108 | 5,947,500 | 97,500 | X | 28-1115 | 93900 |
| | | | 91,500 | 1,500 | X | | 1500 |
| LAMAR ADVERTISING CO | CL A | 512815101 | 2,722,500 | 55,000 | X | 28-BFMG | 55000 |
| | | | 9,900 | 200 | X | | 200 |
| 0 | COLUMN TOTAL | | 122,128,699 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
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FILE NO. 28-1235
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|------------------------|----------------|--|-------------|-----------|------------|-----------------|----------|--------|-----|
| <CAPTION> | | | | | | | | | |
| PAGE 63 OF 116 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | | | AS |
| OF 09/30/99 | | | | | | | | | |
| | | | | | ITEM 5: | ITEM 6: | | | |
| | | | | | | INVESTMENT | | | |
| ITEM 8: | | | | | | | | | |
| AUTHORITY | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | | VOTING | |
| ITEM 1: | ITEM 2: | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | | |
| (SHARES) | TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH INSTR V | (A) SOLE | | |
| NAME OF ISSUER | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | |
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| <C> | | | | | | | | | |
| LANDS END INC | COM | 515086106 | 257,400 | 3,900 | X | 28-423 | 3900 | | |
| | | | 12,731,400 | 192,900 | X | 28-BFMG | 192900 | | |
| LAUDER ESTEE COS INC | CL A | 518439104 | 4,687,440 | 120,000 | X | 28-BFMG | 120000 | | |
| | | | 179,685 | 4,600 | X | | 4600 | | |
| | | | 15,625 | 400 | X | X | 400 | | |
| LEAR CORP | COM | 521865105 | 413,447 | 11,750 | X | 28-423 | 550 | | |
| 11200 | | | | | | | | | |
| 83000 | | | 15,879,893 | 451,300 | X | 28-1115 | 368300 | | |
| LEGATO SYS INC | COM | 524651106 | 865,428 | 19,852 | X | 28-423 | 17100 | | |
| 2752 | | | | | | | | | |
| | | | 12,934,340 | 296,700 | X | 28-BFMG | 296700 | | |
| | | | 174,376 | 4,000 | X | X | 4000 | | |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 672,247 | 11,516 | X | 28-423 | 11016 | | |
| 500 | | | | | | | | | |
| 1763 | 727 | | 307,753 | 5,272 | X | X 28-423 | 2782 | | |
| 51100 | | | 19,141,163 | 327,900 | X | 28-1115 | 276800 | | |
| | | | 7,005 | 120 | X | X | 120 | | |
| LENNAR CORP | COM | 526057104 | 6,177,994 | 387,651 | X | 28-1115 | 374560 | | |
| 13091 | | | | | | | | | |
| LEXFORD RESIDENTIAL TR | SH BEN INT | 528933104 | 649,671 | 33,000 | X | 28-423 | 33000 | | |
| LEXMARK INTL GROUP INC | CL A | 529771107 | 407,330 | 5,060 | X | 28-423 | 960 | | |
| 4100 | | | | | | | | | |
| | | | 32,200 | 400 | X | | 400 | | |
| LIBBEY INC | COM | 529898108 | 4,301,271 | 145,500 | X | 28-1115 | 140600 | | |
| 4900 | | | | | | | | | |
| LIBERTY PPTY TR | SH BEN INT | 531172104 | 1,134,350 | 50,000 | X | X 28-423 | 600 | | |
| 49400 | | | | | | | | | |
| 300 | | | 6,806 | 300 | X | | | | |
| LIGHTBRIDGE INC | COM | 532226107 | 393,740 | 20,000 | X | 28-BFMG | | | |
| 20000 | | | | | | | | | |
| LILLY ELI & CO | COM | 532457108 | 69,366,634 | 1,080,696 | X | 28-423 | 882376 | | |
| 17120 | 181200 | | | | | | | | |
| 166295 | 14977 | | 33,171,842 | 516,800 | X | X 28-423 | 335528 | | |
| | | | 22,131,678 | 344,800 | X | 28-BFMG | 344800 | | |
| | | | 17,529,470 | 273,100 | X | 28-1115 | 264900 | | |

| | | | | | | | |
|------|--------------|--|-------------|--------|---|-----------|-------|
| 8200 | | | 1,905,455 | 29,686 | X | 28-1332 | 28766 |
| 920 | | | 946,758 | 14,750 | X | X 28-1332 | 13000 |
| 1750 | | | 1,084,118 | 16,890 | X | PNC-FLA | 16890 |
| | | | 1,100,165 | 17,140 | X | PNC-MASS | 16980 |
| 160 | | | 164,319 | 2,560 | X | X | 1260 |
| 1300 | | | | | | | |
| 0 | COLUMN TOTAL | | 228,771,003 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|----------------------------|---------|----------------|------------|-------------|-----|-----------|---------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | | | AMOUNT | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| NAME OF ISSUER | | NUMBER | | | | | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | (A) SOLE (C) OTH | | | | (A) SOLE | |
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| LILLY INDS INC | CL A | 532491107 | 145,897 | 10,708 | X | X | 28-423 | 10708 | | | | | |
| LIMITED INC | COM | 532716107 | 489,141 | 12,788 | X | | 28-423 | 12188 | | | | | |
| 600 | | | 86,904 | 2,272 | X | X | | 1500 | | | | | |
| 272 | 500 | | | | | | | | | | | | |
| LINCOLN NATL CORP IND | COM | 534187109 | 471,779 | 12,560 | X | | 28-423 | 12560 | | | | | |
| 4000 | 1000 | | 479,291 | 12,760 | X | X | 28-423 | 7760 | | | | | |
| 45000 | | | 1,701,559 | 45,300 | X | | 28-1115 | 300 | | | | | |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 926,389 | 15,760 | X | | 28-423 | 15760 | | | | | |
| | | | 893,471 | 15,200 | X | X | 28-423 | 15200 | | | | | |
| | | | 6,407,129 | 109,000 | X | | 28-BFMG | 109000 | | | | | |
| LINENS N THINGS INC | COM | 535679104 | 617,625 | 18,300 | X | | 28-423 | 18300 | | | | | |
| | | | 19,922,389 | 590,293 | X | | 28-BFMG | 590293 | | | | | |
| LIQUID AUDIO INC | COM | 53631T102 | 5,320,600 | 143,800 | X | | 28-BFMG | 143800 | | | | | |
| | | | 62,900 | 1,700 | X | | | 1700 | | | | | |
| LOCKHEED MARTIN CORP | COM | 539830109 | 3,482,604 | 106,544 | X | | 28-423 | 106544 | | | | | |
| 8642 | | | 8,293,542 | 253,726 | X | X | 28-423 | 245084 | | | | | |
| 28400 | | | 21,756,467 | 665,600 | X | | 28-1115 | 637200 | | | | | |
| LODGENET ENTMT CORP | COM | 540211109 | 910,000 | 70,000 | X | | 28-BFMG | | | | | | |
| 70000 | | | | | | | | | | | | | |
| LOEWS CORP | COM | 540424108 | 584,658 | 8,330 | X | | 28-423 | 3198 | | | | | |
| 5132 | | | 31,584 | 450 | X | X | | 250 | | | | | |
| 200 | | | | | | | | | | | | | |
| LONE STAR INDS INC | COM NEW | 542290408 | 8,758,050 | 175,600 | X | | 28-1115 | 166900 | | | | | |
| 8700 | | | | | | | | | | | | | |
| LOUIS DREYFUS NAT GAS CORP | COM | 546011107 | 214,370 | 10,000 | X | | 28-423 | 10000 | | | | | |
| | | | 6,619,746 | 308,800 | X | | 28-BFMG | 308800 | | | | | |
| | | | 43 | 2 | X | X | | | | | | | |
| 2 | | | | | | | | | | | | | |
| LOUISIANA PAC CORP | COM | 546347105 | 329,141 | 21,065 | X | X | 28-423 | 19921 | | | | | |
| 1144 | | | 70,625 | 4,520 | X | | | 4520 | | | | | |

0 COLUMN TOTAL 88,575,904
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 0

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 FILE NO. 28-1235
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 PAGE 65 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
 OF 09/30/99

| ITEM 8: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|-------------------------|----------------|-------------|-------------|------------------|----------|-----------------|
| AUTHORITY | CUSIP | FAIR MARKET | SHARES OR | INVESTMENT | MANAGERS | |
| ITEM 1: | ITEM 2: | FAIR MARKET | PRINCIPAL | (B) SHARED | | (A) SOLE |
| (SHARES) | TITLE OF CLASS | VALUE | AMOUNT | (A) SOLE (C) OTH | INSTR V | (A) SOLE |
| NAME OF ISSUER | NUMBER | | | | | |
| (B) SHARED (C) NONE | | | | | | |
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| LOWES COS INC | COM | 548661107 | 66,237,844 | 1,358,725 | X | 28-423 1122340 |
| 5550 230835 | | | 9,878,749 | 202,641 | X X | 28-423 100083 |
| 92602 9956 | | | 24,950,250 | 511,800 | X | 28-BFMG 511800 |
| | | | 6,391,125 | 131,100 | X | 28-1115 127200 |
| 3900 | | | 1,635,709 | 33,553 | X | 28-1332 30203 |
| 3350 | | | 236,438 | 4,850 | X X | 28-1332 3450 |
| 1400 | | | 696,394 | 14,285 | X | PNC-FLA 14285 |
| | | | 1,508,081 | 30,935 | X | PNC-MASS 30625 |
| 310 | | | 27,300 | 560 | X X | 560 |
| LUBRIZOL CORP | COM | 549271104 | 1,137,061 | 44,266 | X | 28-423 42266 |
| 2000 | | | 1,115,920 | 43,443 | X X | 28-423 26463 |
| 15180 1800 | | | 57,796 | 2,250 | X | 2250 |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 235,116,018 | 3,624,139 | X | 28-423 3181626 |
| 48914 393599 | | | 124,587,507 | 1,920,424 | X X | 28-423 823432 |
| 907045 189947 | | | 70,032,563 | 1,079,500 | X | 28-BFMG 1079500 |
| | | | 35,862,122 | 552,788 | X | 28-1115 536288 |
| 16500 | | | 29,564,057 | 455,708 | X | 28-1332 449260 |
| 776 5672 | | | 3,883,547 | 59,862 | X X | 28-1332 53362 |
| 6164 336 | | | 4,951,909 | 76,330 | X | PNC-FLA 76330 |
| | | | 1,517,037 | 23,384 | X X | PNC-FLA 23284 |
| 100 | | | 6,713,070 | 103,477 | X | PNC-MASS 93392 |
| 10085 | | | 286,942 | 4,423 | X X | PNC-MASS 4423 |
| LUMINANT WORLDWIDE CORP | COM | 550260103 | 3,317,925 | 107,900 | X | 28-BFMG 107900 |
| | | | 156,825 | 5,100 | X | 5100 |
| LYCOS INC | COM | 550818108 | 1,518,788 | 30,300 | X | 28-BFMG 30300 |
| 200 | | | 165,413 | 3,300 | X | 3100 |
| LYONDELL CHEMICAL CO | COM | 552078107 | 5,588,075 | 417,800 | X | 28-1115 401700 |
| 16100 | | | 28,088 | 2,100 | X | 1300 |
| 800 | | | 46,492 | 3,476 | X X | 2476 |
| 1000 | | | | | | |
| M & T BK CORP | COM | 55261F104 | 709,155 | 1,545 | X | 28-423 1545 |
| | | | 68,850 | 150 | X X | 150 |
| MBIA INC | COM | 55262C100 | 800,645 | 17,172 | X | 28-423 10172 |

| | | | | | | | |
|-------|--------------|-------------|---------|---|---|----------|--------|
| 7000 | | 451,936 | 9,693 | X | X | 28-423 | 7600 |
| 2093 | | | | | | | |
| 17300 | | 16,379,363 | 351,300 | X | | 28-1115 | 334000 |
| | | 419,625 | 9,000 | X | | PNC-MASS | 9000 |
| | | 6,994 | 150 | X | | | 150 |
| 0 | COLUMN TOTAL | 656,045,613 | | | | | |
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FILE NO. 28-1235
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| <TABLE> <CAPTION> | | FORM 13F | | | | | | | NAME OF REPORTING MANAGER-PNC BANK CORP. | | AS |
|--|-----|---------------------------|-----------------|----------------------|---------------------|--------------------------------|---------------------|----------|--|--------|----|
| PAGE 66 OF 116 OF 09/30/99 | | ITEM 8: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
| AUTHORITY | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | | | | | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | PRINCIPAL AMOUNT | (B) SHARED (A) SOLE (C) OTH | MANAGERS INSTR V | (A) SOLE | | | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| MBNA CORP 9373 80836 | COM | 55262L100 | 27,535,658 | 1,207,069 | X | | 28-423 | 1116860 | | | |
| 149850 12200 | | | 5,332,077 | 233,740 | X | X | 28-423 | 71690 | | | |
| | | | 13,986,699 | 613,129 | X | | 28-1332 | 613129 | | | |
| | | | 299,271 | 13,119 | X | X | 28-1332 | 13119 | | | |
| | | | 392,207 | 17,193 | X | | PNC-FLA | 17193 | | | |
| | | | 105,962 | 4,645 | X | | | 4065 | | | |
| 580 | | | | | | | | | | | |
| MCI WORLDCOM INC 9724 181923 | COM | 55268B106 | 84,733,006 | 1,178,894 | X | | 28-423 | 987247 | | | |
| 116720 16863 | | | 23,609,428 | 328,479 | X | X | 28-423 | 194896 | | | |
| | | | 38,719,063 | 538,700 | X | | 28-BFMG | 538700 | | | |
| | | | 57,965,391 | 806,475 | X | | 28-1115 | 774975 | | | |
| 31500 | | | 2,743,828 | 38,175 | X | | 28-1332 | 36295 | | | |
| 200 1680 | | | 571,406 | 7,950 | X | X | 28-1332 | 3500 | | | |
| 4450 | | | 2,972,822 | 41,361 | X | | PNC-FLA | 41361 | | | |
| | | | 299,000 | 4,160 | X | X | PNC-FLA | 4060 | | | |
| 100 | | | 2,171,703 | 30,215 | X | | PNC-MASS | 28890 | | | |
| 1325 | | | 17,969 | 250 | X | X | | 250 | | | |
| MDU RES GROUP INC | COM | 552690109 | 344,408 | 15,307 | X | | 28-423 | 15307 | | | |
| | | | 131,333 | 5,837 | X | X | | 5837 | | | |
| MEMC ELECTR MATLS INC | COM | 552715104 | 162,250 | 11,800 | X | | 28-423 | 11800 | | | |
| | | | 2,272,875 | 165,300 | X | | 28-BFMG | 165300 | | | |
| MGIC INVT CORP WIS 7600 | COM | 552848103 | 365,288 | 7,650 | X | X | 28-423 | 50 | | | |
| | | | 154,615 | 3,238 | X | | | 3238 | | | |
| MGM GRAND INC | COM | 552953101 | 7,101,263 | 138,900 | X | | 28-BFMG | 138900 | | | |
| | | | 25,563 | 500 | X | | | 500 | | | |
| MRV COMMUNICATIONS INC | COM | 553477100 | 6,667,891 | 281,500 | X | | 28-BFMG | 281500 | | | |
| | | | 125,541 | 5,300 | X | | | 5300 | | | |
| MACROCHEM CORP DEL | COM | 555903103 | 60,000 | 10,000 | X | | PNC-FLA | 10000 | | | |
| | | | 66,000 | 11,000 | X | X | PNC-FLA | 11000 | | | |
| MACROVISION CORP 10000 | COM | 555904101 | 443,750 | 10,000 | X | | 28-BFMG | | | | |
| | | | 115,375 | 2,600 | X | X | | 2600 | | | |

1855
 0 COLUMN TOTAL 66,832,176
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|-----------------------------------|-------------|----------------|-------------|-------------|-----|-----------|---------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | NUMBER | | | | AMOUNT | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| NAME OF ISSUER | | TITLE OF CLASS | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
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| MAXXIM MED INC 12700 | COM | 57777G105 | 7,269,667 | 303,700 | X | 28-1115 | 291000 | | | | | | |
| MAY DEPT STORES CO 14103 13713 | COM | 577778103 | 10,715,101 | 294,072 | X | 28-423 | 266256 | | | | | | |
| 71019 15368 | | | 8,330,628 | 228,631 | X | X 28-423 | 142244 | | | | | | |
| 23700 | | | 11,776,438 | 323,200 | X | 28-1115 | 299500 | | | | | | |
| | | | 355,261 | 9,750 | X | PNC-FLA | 9750 | | | | | | |
| | | | 60,012 | 1,647 | X | | 1647 | | | | | | |
| MAYTAG CORP 6800 110 | COM | 578592107 | 663,242 | 19,910 | X | X 28-423 | 13000 | | | | | | |
| 200 | | | 95,905 | 2,879 | X | | 2679 | | | | | | |
| | | | 13,325 | 400 | X | X | 400 | | | | | | |
| MCCORMICK & CO INC 11200 | COM NON VTG | 579780206 | 340,539 | 10,300 | X | 28-423 | 10300 | | | | | | |
| | | | 900,940 | 27,250 | X | X 28-423 | 16050 | | | | | | |
| | | | 241,353 | 7,300 | X | 28-1332 | 7300 | | | | | | |
| MCDONALDS CORP 21670 301159 | COM | 580135101 | 128,311,462 | 2,966,739 | X | 28-423 | 2643910 | | | | | | |
| 280209 65500 | | | 39,567,652 | 914,859 | X | X 28-423 | 569150 | | | | | | |
| | | | 16,772,350 | 387,800 | X | 28-BFMG | 387800 | | | | | | |
| 12200 | | | 17,369,200 | 401,600 | X | 28-1115 | 389400 | | | | | | |
| 1000 5890 | | | 4,448,652 | 102,859 | X | 28-1332 | 95969 | | | | | | |
| 1600 | | | 537,079 | 12,418 | X | X 28-1332 | 10818 | | | | | | |
| | | | 2,108,784 | 48,758 | X | PNC-FLA | 48758 | | | | | | |
| 200 | | | 402,658 | 9,310 | X | X PNC-FLA | 9110 | | | | | | |
| 1170 | | | 2,419,794 | 55,949 | X | PNC-MASS | 54779 | | | | | | |
| 1400 | | | 60,550 | 1,400 | X | X | | | | | | | |
| MCGRAW HILL COS INC 3440 24084 | COM | 580645109 | 21,629,430 | 447,120 | X | 28-423 | 419596 | | | | | | |
| 150272 22060 | | | 12,334,271 | 254,972 | X | X 28-423 | 82640 | | | | | | |
| 300 | | | 695,826 | 14,384 | X | 28-1332 | 14084 | | | | | | |
| | | | 270,900 | 5,600 | X | X 28-1332 | 5600 | | | | | | |
| | | | 135,450 | 2,800 | X | | 2800 | | | | | | |
| MCKESSON HBOC INC 1309 | COM | 58155Q103 | 1,838,861 | 63,409 | X | 28-423 | 62100 | | | | | | |
| 800 1792 | | | 470,960 | 16,240 | X | X 28-423 | 13648 | | | | | | |
| | | | 77,169 | 2,661 | X | | 2661 | | | | | | |
| | | | 41,876 | 1,444 | X | X | 1444 | | | | | | |

| | | | | |
|---------|--------|---|-----------|-------|
| 444,792 | 13,228 | X | PNC-FLA | 13228 |
| 302,625 | 9,000 | X | X PNC-FLA | 9000 |
| 15,131 | 450 | X | | 450 |

| | | | | | | | |
|--------------------------|--------------|-----------|-------------|---------|---|---------|--------|
| MENTOR CORP MINN 9200 | COM | 587188103 | 6,754,500 | 237,000 | X | 28-1115 | 227800 |
| 0 | COLUMN TOTAL | | 300,359,737 | | | | |
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FILE NO. 28-1235
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PAGE 70 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|------------------------------|------|----------------|-------------|-------------|-----|-----------|----------|------------------|-----|----------|-----|----------|------|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
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| MERCANTILE BANKSHARES CORP | COM | 587405101 | 309,370 | 10,000 | X | X | 28-423 | 10000 | | | | | |
| | | | 6,254,595 | 202,172 | X | | 28-1332 | 202172 | | | | | |
| | | | 345,628 | 11,172 | X | X | 28-1332 | | | | | | |
| 11172 | | | 154,066 | 4,980 | X | | | | | | | | 4980 |
| MERCK & CO INC | COM | 589331107 | 325,661,310 | 5,024,707 | X | | 28-423 | 4672073 | | | | | |
| 45106 307528 | | | 494,028,239 | 7,622,481 | X | X | 28-423 | 2833098 | | | | | |
| 4274488 514895 | | | 42,263,905 | 652,100 | X | | 28-BFMG | 652100 | | | | | |
| 23900 | | | 46,308,174 | 714,500 | X | | 28-1115 | 690600 | | | | | |
| 1050 | | | 23,569,921 | 363,666 | X | | 28-1332 | 362616 | | | | | |
| 1400 2706 | | | 5,456,522 | 84,190 | X | X | 28-1332 | 80084 | | | | | |
| | | | 4,697,639 | 72,481 | X | | PNC-FLA | 72481 | | | | | |
| | | | 3,111,041 | 48,001 | X | X | PNC-FLA | 48001 | | | | | |
| 3590 | | | 4,521,415 | 69,762 | X | | PNC-MASS | 66172 | | | | | |
| | | | 64,812 | 1,000 | X | X | | 1000 | | | | | |
| MERCURY INTERACTIVE CORP | COM | 589405109 | 1,168,572 | 18,100 | X | | 28-423 | 18100 | | | | | |
| | | | 56,511,119 | 875,300 | X | | 28-BFMG | 875300 | | | | | |
| MERITOR AUTOMOTIVE INC | COM | 59000G100 | 631,156 | 30,235 | X | | 28-423 | 29817 | | | | | |
| 418 | | | 280,184 | 13,422 | X | X | 28-423 | 7351 | | | | | |
| 4154 1917 | | | 772 | 37 | X | | | 37 | | | | | |
| | | | 5,114 | 245 | X | X | | 245 | | | | | |
| MERRILL LYNCH & CO INC | COM | 590188108 | 9,999,326 | 148,413 | X | | 28-423 | 118913 | | | | | |
| 700 28800 | | | 2,415,326 | 35,849 | X | X | 28-423 | 20784 | | | | | |
| 9265 5800 | | | 143,509 | 2,130 | X | | | 2130 | | | | | |
| 400 | | | 26,950 | 400 | X | X | | | | | | | |
| METRIS COS INC | COM | 591598107 | 5,576,385 | 189,030 | X | | 28-1115 | 181746 | | | | | |
| 7284 | | | | | | | | | | | | | |
| METRO ONE TELECOMMUNICATIONS | COM | 59163F105 | 1,439,025 | 75,000 | X | | 28-BFMG | | | | | | |
| 75000 | | | | | | | | | | | | | |
| METROMEDIA FIBER NETWORK INC | CL A | 591689104 | 291,869 | 11,913 | X | | 28-423 | 11913 | | | | | |
| | | | 788,900 | 32,200 | X | | 28-BFMG | 32200 | | | | | |
| MICREL INC | COM | 594793101 | 641,950 | 14,800 | X | | 28-423 | 14800 | | | | | |
| | | | 29,039,563 | 669,500 | X | | 28-BFMG | 669500 | | | | | |

0 COLUMN TOTAL 1,065,706,357
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 OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|--|--------------|----------------|-------------|-----------|---|-------------|---------|-----------------------|--|------------|--|----------|--|
| AUTHORITY | | ITEM 2: | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | TITLE OF CLASS | | NUMBER | | VALUE | | PRINCIPAL | | (B) SHARED | | (A) SOLE | |
| <S> <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| MICROSOFT CORP 56293 532495 490992 117631 | COM | 594918104 | 340,705,926 | 3,762,129 | X | 28-423 | 3173341 | | | | | | |
| | | | 157,587,027 | 1,740,101 | X | X 28-423 | 1131478 | | | | | | |
| | | | 110,476,584 | 1,219,900 | X | 28-BFMG | 1219900 | | | | | | |
| | | | 92,223,813 | 1,018,350 | X | 28-1115 | 988150 | | | | | | |
| 30200 | | | 19,165,002 | 211,623 | X | 28-1332 | 204753 | | | | | | |
| 800 6070 | | | 3,840,734 | 42,410 | X | X 28-1332 | 27810 | | | | | | |
| 14400 200 | | | 8,124,045 | 89,707 | X | PNC-FLA | 89707 | | | | | | |
| | | | 1,240,699 | 13,700 | X | X PNC-FLA | 13500 | | | | | | |
| 200 | | | 9,242,486 | 102,057 | X | PNC-MASS | 95147 | | | | | | |
| 6910 | | | 14,490 | 160 | X | X | 160 | | | | | | |
| MICROCELL TELECOMMUNICATIONS 48500 | CL B NON VTG | 59501T304 | 630,500 | 48,500 | X | 28-BFMG | | | | | | | |
| MICRON TECHNOLOGY INC 29700 | COM | 595112103 | 229,425 | 3,450 | X | 28-423 | 3450 | | | | | | |
| | | | 1,988,350 | 29,900 | X | 28-1115 | 200 | | | | | | |
| | | | 84,788 | 1,275 | X | | 1275 | | | | | | |
| | | | 59,850 | 900 | X | X | 400 | | | | | | |
| 500 | | | | | | | | | | | | | |
| MIDCAP SPDR TR 54186 | UNIT SER 1 | 595635103 | 18,461,644 | 257,083 | X | 28-423 | 202897 | | | | | | |
| | | | 10,143,876 | 141,256 | X | X 28-423 | 112866 | | | | | | |
| 28390 | | | | | | | | | | | | | |
| MID AMER BANCORP | COM | 595915109 | 257,197 | 10,661 | X | 28-423 | 10661 | | | | | | |
| MIDDLESEX WATER CO 7512 | COM | 596680108 | 286,549 | 9,512 | X | 28-423 | 2000 | | | | | | |
| | | | 30,125 | 1,000 | X | X | | | | | | | |
| 1000 | | | | | | | | | | | | | |
| MIDWEST EXPRESS HLDGS INC 6150 | COM | 597911106 | 4,230,772 | 161,560 | X | 28-1115 | 155410 | | | | | | |
| MILACRON INC | COM | 598709103 | 492,563 | 27,750 | X | 28-423 | 27750 | | | | | | |
| | | | 26,088,276 | 1,469,762 | X | X 28-423 | 1469762 | | | | | | |
| | | | 8,875 | 500 | X | | 500 | | | | | | |
| MILLENNIUM PHARMACEUTICALS INC COM | COM | 599902103 | 1,378,000 | 21,200 | X | 28-423 | 21200 | | | | | | |
| | | | 46,111,000 | 709,400 | X | 28-BFMG | 709400 | | | | | | |
| | | | 65,000 | 1,000 | X | X | 1000 | | | | | | |
| MILLIPORE CORP 200 | COM | 601073109 | 385,987 | 10,276 | X | 28-423 | 10076 | | | | | | |
| | | | 353,045 | 9,399 | X | X 28-423 | 2067 | | | | | | |
| 7332 | | | 2,937,348 | 78,200 | X | 28-BFMG | 78200 | | | | | | |
| MINE SAFETY APPLIANCES CO | COM | 602720104 | 19,771,200 | 329,520 | X | 28-423 | 58144 | | | | | | |

271376
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78,000
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 PAGE 72 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
 OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT (B) SHARED (A) SOLE (C) OTH | ITEM 7: INSTR V | VOTING (A) SOLE |
|--|---------------------------|-------------------------|------------------------------|---------------------------------------|--|--------------------|--------------------|
| MINIMED INC 2000 | COM | 60365K108 | 1,552,350 | 15,800 | X | 28-423 | 13800 |
| | | | 46,708,050 | 475,400 | X | 28-BFMG | 475400 |
| | | | 29,475 | 300 | X X | | |
| MINNESOTA MNG & MFG CO 19206 34462 | COM | 604059105 | 116,535,022 | 1,213,123 | X | 28-423 | 1159455 |
| | | | 78,155,851 | 813,598 | X X | 28-423 | 373410 |
| | | | 9,617,343 | 100,116 | X | 28-1332 | 99616 |
| | | | 4,852,956 | 50,519 | X X | 28-1332 | 47619 |
| | | | 960,620 | 10,000 | X | PNC-FLA | 10000 |
| | | | 1,927,388 | 20,064 | X X | PNC-FLA | 20064 |
| | | | 3,170 | 33 | X | | 33 |
| | | | 38,425 | 400 | X X | | 400 |
| MINNESOTA PWR INC 2000 | COM | 604110106 | 179,132 | 10,200 | X | 28-423 | 10200 |
| | | | 17,562 | 1,000 | X | | 1000 |
| | | | 128,554 | 7,320 | X X | | 5320 |
| MIPS TECHNOLOGIES INC | CL A | 604567107 | 206,778 | 6,500 | X | 28-423 | 6500 |
| | | | 7,838,477 | 246,400 | X | 28-BFMG | 246400 |
| MITCHELL ENERGY & DEV CORP 10900 | CL B | 606592301 | 7,409,550 | 315,300 | X | 28-1115 | 304400 |
| | | | 8,225 | 350 | X | | 200 |
| MOBIL CORP 40490 180138 | COM | 607059102 | 183,760,041 | 1,823,921 | X | 28-423 | 1603293 |
| | | | 144,032,502 | 1,429,603 | X X | 28-423 | 728024 |
| | | | 8,694,725 | 86,300 | X | 28-BFMG | 86300 |
| | | | 76,927,663 | 763,550 | X | 28-1115 | 729550 |
| | | | 5,895,991 | 58,521 | X | 28-1332 | 54756 |
| | | | 6,435,406 | 63,875 | X X | 28-1332 | 62575 |
| | | | 1,415,336 | 14,048 | X | PNC-FLA | 14048 |
| | | | 445,718 | 4,424 | X X | PNC-FLA | 4424 |
| | | | 3,172,718 | 31,491 | X | PNC-MASS | 29470 |
| MODIS PROFESSIONAL SVCS INC 172300 | COM | 607830106 | 2,298,875 | 173,500 | X | 28-1115 | 1200 |
| | | | 21,200 | 1,600 | X | | |
| MOLEX INC 2625 | COM | 608554101 | 289,618 | 7,962 | X | 28-423 | 5337 |
| | | | 239,457 | 6,583 | X X | 28-423 | 3440 |

3143

| | | | | | | | |
|--------------------|--------------|-----------|-------------|--------|---|----------|------|
| MOLEX INC 24533 | CL A | 608554200 | 914,950 | 28,261 | X | X 28-423 | 3728 |
| | | | 204,027 | 6,302 | X | | 6302 |
| 0 | COLUMN TOTAL | | 710,917,155 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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PAGE 73 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | ITEM 8: | |
|--|---------|----------------|-------------|-------------|-----|-----------|---------|------------|-----|--------------------------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | VOTING | |
| ITEM 1: | | ITEM 2: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | VALUE | | AMOUNT | | (A) SOLE (C) OTH INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| MONSANTO CO 11755 63022 | COM | 611662107 | 26,881,839 | 753,267 | X | 28-423 | 678490 | | | | | | |
| 200994 51540 | | | 23,312,140 | 653,239 | X | X 28-423 | 400705 | | | | | | |
| | | | 299,771 | 8,400 | X | X PNC-FLA | 8400 | | | | | | |
| | | | 346,878 | 9,720 | X | | 9720 | | | | | | |
| | | | 53,531 | 1,500 | X | X | 1500 | | | | | | |
| MONTANA POWER CO 6524 6204 | COM | 612085100 | 508,846 | 16,718 | X | X 28-423 | 3990 | | | | | | |
| 2000 | | | 146,098 | 4,800 | X | | 2800 | | | | | | |
| MONY GROUP INC 11239 16 | COM | 615337102 | 483,310 | 16,738 | X | 28-423 | 5483 | | | | | | |
| | | | 2,570 | 89 | X | X | 89 | | | | | | |
| MORGAN J P & CO INC 9630 7735 | COM | 616880100 | 32,093,853 | 280,909 | X | 28-423 | 263544 | | | | | | |
| 125848 8174 | | | 24,965,339 | 218,515 | X | X 28-423 | 84493 | | | | | | |
| 110 | | | 2,533,265 | 22,173 | X | 28-1332 | 22063 | | | | | | |
| 150 | | | 751,994 | 6,582 | X | X 28-1332 | 6432 | | | | | | |
| | | | 342,750 | 3,000 | X | X PNC-FLA | 3000 | | | | | | |
| | | | 186,799 | 1,635 | X | | 1635 | | | | | | |
| MORGAN STANLEY D WITTER HI YLD 18060 | COM | 61744M104 | 257,213 | 21,660 | X | X 28-423 | 3600 | | | | | | |
| MORGAN STANLEY DEAN WITTER&CO 5031 143622 | COM NEW | 617446448 | 89,971,578 | 1,008,797 | X | 28-423 | 860144 | | | | | | |
| 182179 26580 | | | 27,403,330 | 307,257 | X | X 28-423 | 98498 | | | | | | |
| 35009 | | | 13,476,156 | 151,100 | X | 28-BFMG | 151100 | | | | | | |
| 1370 | | | 73,618,250 | 825,437 | X | 28-1115 | 790428 | | | | | | |
| 156 | | | 2,057,098 | 23,065 | X | 28-1332 | 21695 | | | | | | |
| | | | 219,578 | 2,462 | X | X 28-1332 | 2306 | | | | | | |
| 150 | | | 935,572 | 10,490 | X | PNC-FLA | 10490 | | | | | | |
| 520 | | | 1,186,187 | 13,300 | X | PNC-MASS | 13150 | | | | | | |
| | | | 177,482 | 1,990 | X | X | 1470 | | | | | | |
| MOTIVEPOWER INDS INC | COM | 61980K101 | 110,000 | 10,000 | X | 28-423 | 10000 | | | | | | |
| MOTOROLA INC 16590 136983 | COM | 620076109 | 103,044,568 | 1,170,961 | X | 28-423 | 1017388 | | | | | | |
| | | | 41,876,032 | 475,864 | X | X 28-423 | 299176 | | | | | | |

| | | | | | | | |
|--------|--------------|--|-------------|---------|---|-----------|--------|
| 147337 | 29351 | | 18,409,600 | 209,200 | X | 28-BFMG | 209200 |
| | | | 32,199,200 | 365,900 | X | 28-1115 | 353400 |
| 12500 | | | | | | | |
| 1890 | | | 6,408,072 | 72,819 | X | 28-1332 | 70929 |
| 3400 | 1000 | | 1,530,232 | 17,389 | X | X 28-1332 | 12989 |
| 750 | | | 1,390,400 | 15,800 | X | PNC-FLA | 15050 |
| 100 | | | 1,148,400 | 13,050 | X | X PNC-FLA | 12950 |
| 1275 | | | 2,161,632 | 24,564 | X | PNC-MASS | 23289 |
| 0 | | | 134,640 | 1,530 | X | X | 1530 |
| 0 | COLUMN TOTAL | | 530,624,203 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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|--------------------------|--------|----------------|-----------|--|---------|-----------|----------|--------------------------|--|----|
| <CAPTION> | | | | | | | | | | |
| PAGE | 74 OF | 116 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | | AS |
| OF 09/30/99 | | | | | | | | | | |
| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | |
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | INVESTMENT | | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (B) SHARED | | |
| NAME OF ISSUER | | NUMBER | | VALUE | | AMOUNT | | (A) SOLE (C) OTH INSTR V | | |
| (B) SHARED (C) NONE | | NUMBER | | VALUE | | AMOUNT | | (A) SOLE | | |
| <S> | | <C> | | <C> | | <C> | | <C> | | |
| <C> | | <C> | | <C> | | <C> | | <C> | | |
| MOVADO GROUP INC | 13700 | COM | 624580106 | 8,797,201 | 382,487 | X | 28-1115 | 368787 | | |
| MUELLER INDS INC | 9600 | COM | 624756102 | 8,760,634 | 295,100 | X | 28-1115 | 285500 | | |
| | 184 | | | 124,210 | 4,184 | X | X | 4000 | | |
| MUNIHOLDINGS PENN INS FD | 10700 | SH BEN INT | 625918107 | 124,388 | 10,700 | X | X 28-423 | | | |
| MUNIVEST PA INSD FD | 3720 | COM | 62629M102 | 152,398 | 13,040 | X | 28-423 | 9320 | | |
| | | | | 31,555 | 2,700 | X | X | 2700 | | |
| MUNIYIELD QUALITY FD II | 475 | COM | 62630T104 | 173,391 | 14,375 | X | | 13900 | | |
| MUNIYIELD PA FD | | COM | 62630V109 | 905,720 | 72,100 | X | 28-1332 | 72100 | | |
| | | | | 113,937 | 9,070 | X | | 9070 | | |
| | | | | 88,763 | 7,066 | X | X | 7066 | | |
| MUTUAL RISK MGMT LTD | | COM | 628351108 | 151,900 | 12,400 | X | X 28-423 | 12400 | | |
| | | | | 110,250 | 9,000 | X | | 9000 | | |
| MYLAN LABS INC | 4200 | COM | 628530107 | 322,445 | 17,548 | X | 28-423 | 13348 | | |
| | | | | 503,475 | 27,400 | X | X 28-423 | | | |
| | 23900 | 3500 | | 55 | 3 | X | | 3 | | |
| | | | | 16,538 | 900 | X | X | | | |
| | 900 | | | | | | | | | |
| NCO GROUP INC | 225162 | COM | 628858102 | 11,351,064 | 241,512 | X | 28-423 | 16350 | | |
| | | | | 19,884,008 | 423,064 | X | X 28-423 | | | |
| | 423064 | | | 34,307,650 | 729,950 | X | 28-BFMG | 729950 | | |
| NCR CORP NEW | 73 | COM | 62886E108 | 215,630 | 6,522 | X | 28-423 | 5767 | | |
| | 682 | | | 252,098 | 7,625 | X | X 28-423 | 5206 | | |
| | 2200 | 219 | | | | | | | | |

| | | | | | | | |
|-------------------------|-----|--------------|------------|---------|---|---------|-------|
| | | | 12,861 | 389 | X | | 389 |
| | | | 4,529 | 137 | X | X | 137 |
| NSD BANCORP INC | COM | 62938D108 | 946,000 | 47,300 | X | 28-423 | 47300 |
| 366 | | | 7,320 | 366 | X | X | |
| NABISCO GROUP HLDG CORP | COM | 62952P102 | 259,335 | 17,289 | X | 28-423 | 11423 |
| 5866 | | | 1,590,000 | 106,000 | X | 28-1115 | |
| 106000 | | | 113,505 | 7,567 | X | X | 1980 |
| 4909 | 678 | | | | | | |
| NABORS INDS INC | COM | 629568106 | 1,920,000 | 76,800 | X | 28-BFMG | 76800 |
| 0 | | | 56,250 | 2,250 | X | | 2250 |
| 0 | | COLUMN TOTAL | 91,297,110 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS | VOTING (A) SOLE (C) <C> |
|--|---------------------------|----------------------------|--|--|--------------------------------|---------------------------------|---|-------------------------------|
| | | | | | (B) SHARED (A) SOLE (C) OTH | INSTR V | | |
| <S> <C> NALCO CHEM CO 1200 2600 | COM | 629853102 | 530,250 791,436 | 10,500 15,672 | X X | 28-423 X X 28-423 | 9300 13072 | |
| NASDAQ 100 TR 150 | UNIT SER 1 | 631100104 | 589,838 1,709,325 124,107 | 4,900 14,200 1,031 | X X X | 28-423 X X 28-423 | 4750 14200 1031 | |
| NATIONAL CITY CORP 12800 21750 125128 7788 | COM | 635405103 | 20,724,404 8,751,735 494,670 207,091 176,348 | 776,573 327,940 18,536 7,760 6,608 | X X X X X | 28-423 X X 28-423 28-1332 | 742023 195024 18536 7760 6608 | |
| NATIONAL FUEL GAS CO N J 4380 440 | COM | 636180101 | 630,466 28,312 96,261 | 13,361 600 2,040 | X X X | 28-423 X X | 8981 600 1600 | |
| NATIONAL PENN BANCSHARES INC | COM | 637138108 | 515,763 69,988 | 18,755 2,545 | X X | 28-423 X X | 18755 2545 | |
| NATIONAL WESTMINSTER BK PLC | ADR | 638539403 | 451,055 | 3,245 | X | 28-423 | 3245 | |
| NATIONWIDE FINL SVCS INC 89000 | CL A | 638612101 | 14,528,513 6,191 | 410,700 175 | X | 28-1115 | 321700 175 | |
| NAVISTAR INTL CORP NEW 44600 | COM | 63934E108 | 2,087,850 23,250 176,700 | 44,900 500 3,800 | X X X | 28-1115 X X | 300 500 3800 | |
| NEOTHERAPEUTICS INC | COM | 640656104 | 351,488 | 30,900 | X | 28-423 | 30900 | |
| NET2PHONE | COM | 64108N106 | 521,250 | 10,000 | X | 28-BFMG | 10000 | |

| | | | | | | | |
|---------------------------|--------------|-----------|------------|---------|---|---------|--------|
| 6700 | | | 5,790,310 | 179,200 | X | 28-1115 | 172500 |
| 78 | | | 28,111 | 870 | X | | 792 |
| NEWS CORP LTD | ADR NEW | 652487703 | 362,572 | 12,750 | X | 28-423 | 12750 |
| | | | 92,705 | 3,260 | X | X | 3260 |
| NEXTEL COMMUNICATIONS INC | CL A | 65332V103 | 2,597,200 | 38,300 | X | 28-BFMG | 38300 |
| | | | 156,646 | 2,310 | X | | 2310 |
| | | | 135,624 | 2,000 | X | X | 2000 |
| 0 | COLUMN TOTAL | | 37,512,895 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| | | | | ITEM 5: | | ITEM 6: INVESTMENT | | | |
|--|---------------------------|----------------------------|---|-------------------------------------|--|--------------------------------|---------------------------------|-----|-----|
| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | SHARES OR PRINCIPAL AMOUNT | DISCRETION (B) SHARED (A) SOLE (C) OTH | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE | | |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| NEXTLINK COMMUNICATIONS INC | CL A | 65333H707 | 7,859,550 38,883 | 151,600 750 | X X | 28-BFMG | 151600 750 | | |
| NIELSEN MEDIA RESH INC 83 83 | COM NEW | 653929307 | 1,522,622 270,052 | 40,945 7,262 | X X | 28-423 28-423 | 40779 3896 | | |
| 2955 411 | | | 44,728,524 43,918 49,124 | 1,202,800 1,181 1,321 | X X X | 28-BFMG 28-423 | 1202800 1181 1321 | | |
| NIKE INC | CL B | 654106103 | 1,075,165 210,438 8,042,125 79,625 | 18,904 3,700 141,400 1,400 | X X X X | 28-423 28-423 28-BFMG | 18904 3700 141400 1200 | | |
| 200 | | | | | | | | | |
| NISOURCE INC 49820 | COM | 65473P105 | 5,019,056 665,564 | 226,850 30,082 | X X | 28-423 28-423 | 177030 8650 | | |
| 20032 1400 | | | 3,055,463 14,996,325 | 138,100 677,800 | X X | 28-BFMG 28-1115 | 138100 646100 | | |
| 31700 | | | 118,369 | 5,350 | X | | 5350 | | |
| NOKIA CORP 3000 20870 | SPONSORED ADR | 654902204 | 11,962,812 5,077,219 | 133,105 56,492 | X X | 28-423 28-423 | 109235 19800 | | |
| 22400 14292 | | | 6,336,188 1,096,475 | 70,500 12,200 | X X | 28-BFMG 28-1332 | 70500 4400 | | |
| 7800 | | | 521,275 58,419 | 5,800 650 | X X | PNC-FLA | 5800 650 | | |
| NOBLE DRILLING CORP | COM | 655042109 | 6,555,938 87,500 4,375 | 299,700 4,000 200 | X X X | 28-BFMG | 299700 4000 | | |
| 200 | | | | | | | | | |
| NORAM ENERGY CORP 22500 | SUB DEB CV 6% | 655419AC3 | 2,002,500 | 22,500 | X | 28-423 | | | |
| NORDSON CORP | COM | 655663102 | 5,867,162 | 119,738 | X | 28-423 | 119738 | | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 18,681,299 | 762,502 | X | 28-423 | 697937 | | |

| | | | | | | | | |
|-----------------|-------|---------------|------------|-------------|--------|---|---------|--------|
| 29930 | 34635 | | 20,121,875 | 821,301 | X | X | 28-423 | 496008 |
| 288359 | 36934 | | 431,323 | 17,605 | X | | 28-1332 | 17305 |
| 300 | | | 213,150 | 8,700 | X | | PNC-FLA | 8700 |
| | | | 9,800 | 400 | X | | | 400 |
| | | | 58,237 | 2,377 | X | X | | 1777 |
| 600 | | | | | | | | |
| NORSK HYDRO A S | | SPONSORED ADR | 656531605 | 552,120 | 12,840 | X | 28-423 | 11940 |
| 900 | | | | | | | | |
| 0 | | COLUMN TOTAL | | 167,412,470 | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|------------------------------|----------------|----------------|------------|-------------|-----|-----------|--------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| NORTEL NETWORKS CORP | COM | 656569100 | 1,140,207 | 22,357 | X | 28-423 | 21997 | | | | | | |
| 360 | | | 3,780,120 | 74,120 | X | X 28-423 | 47320 | | | | | | |
| 26800 | | | 10,219,380 | 200,380 | X | 28-1332 | 200380 | | | | | | |
| | | | 431,664 | 8,464 | X | PNC-FLA | 8464 | | | | | | |
| | | | 127,500 | 2,500 | X | | 2500 | | | | | | |
| NORTHEAST PA FINL CORP | COM | 663905107 | 440,938 | 42,500 | X | X 28-423 | | | | | | | |
| 42500 | | | | | | | | | | | | | |
| NORTHEAST OPTIC NETWORK INC | COM | 664334109 | 2,076,250 | 55,000 | X | 28-BFMG | | | | | | | |
| 55000 | | | | | | | | | | | | | |
| NORTHERN BORDER PARTNERS L P | UNIT LTD PARTN | 664785102 | 234,900 | 8,100 | X | X 28-423 | 8100 | | | | | | |
| | | | 29,000 | 1,000 | X | | 1000 | | | | | | |
| NORTHN STS PWR CO MINN | COM | 665772109 | 1,283,500 | 59,526 | X | 28-423 | 56166 | | | | | | |
| 1000 | | | 1,311,832 | 60,840 | X | X 28-423 | 17536 | | | | | | |
| 38304 | 5000 | | 40,558 | 1,881 | X | | 1881 | | | | | | |
| | | | 8,625 | 400 | X | X | 400 | | | | | | |
| NORTHERN TR CORP | COM | 665859104 | 3,055,850 | 36,597 | X | 28-423 | 36097 | | | | | | |
| 500 | | | 2,122,988 | 25,425 | X | X 28-423 | 24925 | | | | | | |
| 500 | | | 150,300 | 1,800 | X | | 1800 | | | | | | |
| NOVA CHEMICALS CORP | COM | 66977W109 | 291,565 | 13,601 | X | 28-423 | 13601 | | | | | | |
| | | | 2,572 | 120 | X | X | 120 | | | | | | |
| NOVA CORP GA | COM | 669784100 | 285,000 | 11,400 | X | X 28-423 | | | | | | | |
| 11400 | | | | | | | | | | | | | |
| NOVACARE CORP | COM | 669930109 | 18,992 | 16,000 | X | 28-423 | 16000 | | | | | | |
| 400 | | | 475 | 400 | X | X | | | | | | | |
| NOVELLUS SYS INC | COM | 670008101 | 418,109 | 6,200 | X | 28-1115 | 4500 | | | | | | |
| 1700 | | | | | | | | | | | | | |
| NOVO-NORDISK A S | ADR | 670100205 | 396,501 | 6,636 | X | 28-423 | 6636 | | | | | | |
| 4300 | | | 256,925 | 4,300 | X | X 28-423 | | | | | | | |

| | | | | | | | |
|--------------------------------|--------------|-----------|------------|--------|---|---------|-------|
| NUCOR CORP 1600 | COM | 670346105 | 286,322 | 6,012 | X | 28-423 | 4412 |
| | | | 3,462,338 | 72,700 | X | 28-1115 | 500 |
| 72200 | | | 23,813 | 500 | X | | 500 |
| | | | 38,100 | 800 | X | X | 400 |
| 400 | | | | | | | |
| NUVEEN PA PREM INCOME MUN FD 2 | COM | 67061F101 | 425,261 | 33,030 | X | 28-423 | 33030 |
| | | | 469,938 | 36,500 | X | 28-1332 | 36500 |
| | | | 97,811 | 7,597 | X | X | 7147 |
| 450 | | | | | | | |
| 0 | COLUMN TOTAL | | 32,927,334 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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PAGE 79 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|---|----------------|-----------|------------------------------|---------------------------|------------------|----------|------------------------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| ITEM 1: (SHARES) | | NUMBER | VALUE | PRINCIPAL | (B) SHARED | INSTR V | (A) SOLE |
| NAME OF ISSUER (B) SHARED (C) NONE | | | | AMOUNT | (A) SOLE (C) OTH | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| NUVEEN PERFORMANCE PLUS MUN FD | COM | 67062P108 | 140,505 | 10,913 | X | | 10913 |
| NUVEEN PREM INCOME MUN FD | COM | 67062T100 | 191,454 13,107 | 15,016 1,028 | X X | 28-423 | 15016 1028 |
| NUVEEN PREM INCOME MUN FD 2 | COM | 67063W102 | 179,521 19,730 | 12,120 1,332 | X X | X | 12120 1332 |
| OGE ENERGY CORP 1000 | COM | 670837103 | 220,275 35,600 11,526 | 9,900 1,600 518 | X X X | 28-423 | 8900 1600 518 |
| NUVEEN MUN VALUE FD INC 11687 | COM | 670928100 | 258,299 119,443 79,308 | 30,615 14,157 9,400 | X X X | X 28-423 | 18928 11557 9400 |
| 2600 | | | | | | | |
| NUVEEN NJ INVT QUALITY MUN FD 6400 | COM | 670971100 | 359,730 191,037 | 22,572 11,987 | X X | 28-423 | 16172 11987 |
| NUVEEN PA INVT QUALITY MUN FD 8406 361 | COM | 670972108 | 373,628 620,074 33,441 | 24,301 40,330 2,175 | X X X | 28-423 | 24301 31563 2175 |
| NUVEEN INSD MUN OPPORTUNITY FD 9300 | COM | 670984103 | 169,969 | 12,250 | X | 28-423 | 2950 |
| OAK INDS INC 8500 | COM NEW | 671400505 | 7,449,400 | 219,100 | X | 28-1115 | 210600 |
| OCEANEERING INTL INC | COM | 675232102 | 9,098,654 156,352 | 541,200 9,300 | X X | 28-BFMG | 541200 9300 |
| OFFICE DEPOT INC 1650 | COM | 676220106 | 171,413 42,525 85,050 | 16,325 4,050 8,100 | X X X | 28-423 | 14675 4050 8100 |
| OHIO CAS CORP | COM | 677240103 | 261,563 20,250 105,300 | 15,500 1,200 6,240 | X X X | 28-423 | 15500 1200 6240 |

OLD REP INTL CORP COM 680223104 453,322 31,400 X 28-423
 31400
 0 COLUMN TOTAL 20,860,476
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 0
 0

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 OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | | ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH INSTR V | | ITEM 7: MANAGERS | VOTING (A) SOLE (C) |
|--|---------------------------|----------------------------|---------------------------------|---|---|---|---------|---------------------|---------------------------|
| | | | | | | | | | |
| <S> <C> OMNICOM GROUP INC 9752 24104 116598 | COM | 681919106 | 21,141,662 | 266,984 | X | 28-423 | 233128 | | |
| | | | 14,815,017 | 187,089 | X | X 28-423 | 70491 | | |
| | | | 12,749,107 | 161,000 | X | 28-BFMG | 161000 | | |
| | | | 285,073 | 3,600 | X | PNC-FLA | 3600 | | |
| | | | 31,675 | 400 | X | | 400 | | |
| OMEGA FINL CORP 4725 | COM | 682092101 | 227,921 | 7,207 | X | 28-423 | 2482 | | |
| ONE VALLEY BANCORP INC | COM | 682419106 | 815,615 | 23,641 | X | X 28-423 | 23641 | | |
| | | | 121,268 | 3,515 | X | | 3515 | | |
| ONEOK INC NEW 7900 | COM | 682680103 | 6,158,489 | 203,170 | X | 28-1115 | 195270 | | |
| | | | 75,780 | 2,500 | X | | 2500 | | |
| | | | 151,560 | 5,000 | X | X | 5000 | | |
| OPTICAL COATING LAB INC | COM | 683829105 | 218,739 | 2,376 | X | 28-423 | 2376 | | |
| | | | 13,569,939 | 147,400 | X | 28-BFMG | 147400 | | |
| ORACLE CORP 3300 280066 89006 24810 10100 2110 12037 200 14885 | COM | 68389X105 | 68,898,466 | 1,514,252 | X | 28-423 | 1230886 | | |
| | | | 14,732,491 | 323,791 | X | X 28-423 | 209975 | | |
| | | | 16,798,600 | 369,200 | X | 28-BFMG | 369200 | | |
| | | | 15,331,771 | 336,962 | X | 28-1115 | 326862 | | |
| | | | 1,634,497 | 35,923 | X | 28-1332 | 33813 | | |
| | | | 597,734 | 13,137 | X | X 28-1332 | 900 | | |
| | | | 438,711 | 9,642 | X | PNC-FLA | 9642 | | |
| | | | 5,757,934 | 126,548 | X | PNC-MASS | 111663 | | |
| | | | 271,635 | 5,970 | X | X PNC-MASS | 5970 | | |
| | | | 18,200 | 400 | X | X | 400 | | |
| OUTDOOR SYS INC | COM | 690057104 | 3,932,500 | 110,000 | X | 28-BFMG | 110000 | | |
| | | | 33,248 | 930 | X | | 930 | | |
| OWENS ILL INC 86400 6000 | COM NEW | 690768403 | 1,723,644 | 87,000 | X | 28-1115 | 600 | | |
| | | | 125,806 | 6,350 | X | | 350 | | |
| PECO ENERGY CO 300 16205 21214 923 146397 | COM | 693304107 | 3,683,625 | 98,230 | X | 28-423 | 81725 | | |
| | | | 1,508,963 | 40,239 | X | X 28-423 | 18102 | | |
| | | | 3,236,250 | 86,300 | X | 28-BFMG | 86300 | | |
| | | | 25,402,275 | 677,394 | X | 28-1115 | 530997 | | |
| | | | 270,525 | 7,214 | X | 28-1332 | 6914 | | |

| | | | | | | | | |
|-----------|--------------|-----|-----------|-------------|---------|---|---------|--------|
| | | | | 26,811 | 3,000 | X | | 3000 |
| PXRE CORP | | COM | 693674103 | 1,612,596 | 110,740 | X | 28-1115 | 110740 |
| 0 | COLUMN TOTAL | | | 497,338,536 | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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FILE NO. 28-1235
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| PAGE | 82 OF | 116 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | | AS |
| OF 09/30/99 | | | | | | | | | | |
| ITEM 8: | | | | ITEM 5: | | | ITEM 6: | | | |
| AUTHORITY | | | | INVESTMENT | | | VOTING | | | |
| ITEM 1: | | ITEM 2: | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | | |
| (SHARES) | | TITLE OF CLASS | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | (A) SOLE | (C) OTH INSTR V | |
| NAME OF ISSUER | | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH | INSTR V | (A) SOLE | | |
| (B) SHARED (C) NONE | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | |
| <C> | | | | | | | | | | |
| PACIFIC CENTY FINL CORP 10000 | COM | 694058108 | 302,100 | 14,782 | X | X | 28-423 | 4782 | | |
| 4500 | | | 122,111 | 5,975 | X | | | 1475 | | |
| PACIFIC SUNWEAR CALIF INC | COM | 694873100 | 971,274 | 34,650 | X | | 28-423 | 34650 | | |
| | | | 40,807,530 | 1,455,800 | X | | 28-BFMG | 1455800 | | |
| PACIFICORP | COM | 695114108 | 453,859 | 22,552 | X | | 28-423 | 22552 | | |
| 5442 1032 | | | 253,897 | 12,616 | X | X | 28-423 | 6142 | | |
| 400 | | | 22,138 | 1,100 | X | | | 700 | | |
| 362 | | | 7,285 | 362 | X | X | | | | |
| PAIRGAIN TECHNOLOGIES INC | COM | 695934109 | 415,650 | 32,600 | X | | 28-423 | 32600 | | |
| PAMECO CORP | COM | 697934107 | 65,000 | 10,000 | X | | 28-423 | 10000 | | |
| PAPA JOHNS INTL INC | COM | 698813102 | 318,450 | 7,720 | X | | 28-423 | 7720 | | |
| | | | 13,408,725 | 325,060 | X | | 28-BFMG | 325060 | | |
| | | | 4,125 | 100 | X | X | | 100 | | |
| PARAMETRIC TECHNOLOGY CORP 400 | COM | 699173100 | 502,848 | 37,248 | X | | 28-423 | 36848 | | |
| 1200 | | | 32,576 | 2,413 | X | X | | 1213 | | |
| PARK ELECTROCHEMICAL CORP 11900 | COM | 700416209 | 10,556,163 | 321,100 | X | | 28-1115 | 309200 | | |
| PARK PL ENTMT CORP 92 | COM | 700690100 | 126,100 | 10,088 | X | | 28-423 | 9996 | | |
| 210900 | | | 2,653,750 | 212,300 | X | | 28-1115 | 1400 | | |
| 200 | | | 1,913 | 153 | X | | | 153 | | |
| | | | 49,200 | 3,936 | X | X | | 3736 | | |
| PARKER HANNIFIN CORP 675 | COM | 701094104 | 259,686 | 5,795 | X | | 28-423 | 5120 | | |
| 8465 | | | 452,377 | 10,095 | X | X | 28-423 | 1630 | | |
| PATTERSON DENTAL CO | COM | 703412106 | 747,147 | 15,075 | X | X | 28-423 | 15075 | | |
| PAXSON COMMUNICATIONS CORP | COM | 704231109 | 128,625 | 10,500 | X | | 28-423 | 10500 | | |
| | | | 7,466,375 | 609,500 | X | | 28-BFMG | 609500 | | |
| PAYCHEX INC 2655 | COM | 704326107 | 1,414,823 | 41,460 | X | | 28-423 | 38805 | | |
| 300 | | | 14,455,282 | 423,598 | X | X | 28-423 | 423298 | | |
| | | | 19,178 | 562 | X | | | 562 | | |

3289 112,237 3,289 X X
 0 COLUMN TOTAL 96,130,424
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 0

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| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE | <C> |
|--|---------------------------|----------------------------|---|---|----------------------------|-------------|--|--|-----|
| | | | | | (A) SOLE | (C) OTH | | | |
| PAYLESS SHOESOURCE INC 112 56100 | COM | 704379106 | 249,218 2,853,250 127,462 | 4,935 56,500 2,524 | X X X | X X X | 28-423 28-1115 | 4823 400 2524 | <C> |
| PEGASUS COMMUNICATIONS CORP 59800 | CL A | 705904100 | 717,488 2,698,475 26,032,613 | 15,900 59,800 576,900 | X X X | X X | 28-423 28-423 28-BFMG | 15900 576900 | <C> |
| PENN ENGR & MFG CORP 112750 | CL A | 707389102 | 4,594,079 | 211,222 | X | X | 28-423 | 98472 | <C> |
| PENN ENGR & MFG CORP 183250 | COM NON VTG | 707389300 | 9,362,199 | 381,166 | X | X | 28-423 | 197916 | <C> |
| PENN TREATY AMERN CORP 14800 | COM | 707874103 | 7,375,138 | 353,300 | X | | 28-1115 | 338500 | <C> |
| PENNEY J C INC 1325 3000 37208 4209 17800 | COM | 708160106 | 4,297,734 3,511,583 12,264,750 455,918 193,200 199,859 | 124,572 101,785 355,500 13,215 5,600 5,793 | X X X X X X | X X X | 28-423 28-423 28-1115 28-1332 | 120247 60368 337700 13215 5600 5793 | <C> |
| PENNSYLVANIA ENTERPRISES INC 4600 1000 | COM | 708720107 | 554,673 32,437 | 17,100 1,000 | X X | | 28-423 | 12500 | <C> |
| PENNSYLVANIA RL ESTATE INVT TR SH BEN INT 50850 675 | | 709102107 | 1,135,445 1,012,172 | 60,156 53,625 | X X | X X | 28-423 28-423 | 60156 2100 | <C> |
| PENNZOIL-QUAKER STATE COMPANY 5050 | COM | 709323109 | 143,673 1,136 78,906 | 11,380 90 6,250 | X X X | X X | 28-423 | 11380 90 1200 | <C> |
| PENTACON INC 25000 | COM | 709620108 | 320,936 | 90,100 | X | | 28-423 | 65100 | <C> |
| PENTAIR INC 7800 500 | COM | 709631105 | 6,616,613 11,235 112,350 | 164,900 280 2,800 | X X X | X X | 28-1115 | 157100 280 2300 | <C> |
| PEOPLES HERITAGE FINL GROUP 18500 | COM | 711147108 | 8,194,463 295,094 | 492,900 17,750 | X X | | 28-1115 PNC-FLA | 474400 17750 | <C> |

| | | | | | | |
|------|--------------|------------|-------|---|---|------|
| | | 56,658 | 3,408 | X | | 3408 |
| | | 33,250 | 2,000 | X | X | |
| 2000 | | | | | | |
| 0 | COLUMN TOTAL | 93,532,007 | | | | |
| 0 | | | | | | |
| 0 | | | | | | |
| 0 | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--|-----|----------------|-------------|-------------|-----|-----------|---------|------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE | | (C) OTH | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | (A) SOLE | | (C) OTH | | (A) SOLE | |
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| PEPSI BOTTLING GROUP INC 131400 | COM | 713409100 | 2,257,303 | 132,300 | X | 28-1115 | 900 | | | | | | |
| 300 | | | 5,119 | 300 | X | | | | | | | | |
| PEPSICO INC 29487 259014 | COM | 713448108 | 85,182,444 | 2,792,867 | X | 28-423 | 2504366 | | | | | | |
| 528018 163802 | | | 43,281,605 | 1,419,069 | X | X 28-423 | 727249 | | | | | | |
| 12400 | | | 11,712,000 | 384,000 | X | 28-BFMG | 384000 | | | | | | |
| 1000 3280 | | | 12,694,100 | 416,200 | X | 28-1115 | 403800 | | | | | | |
| 2100 | | | 4,283,786 | 140,452 | X | 28-1332 | 136172 | | | | | | |
| 200 | | | 509,015 | 16,689 | X | X 28-1332 | 14589 | | | | | | |
| 5500 | | | 2,391,139 | 78,398 | X | PNC-FLA | 78398 | | | | | | |
| 2850 | | | 724,741 | 23,762 | X | X PNC-FLA | 23562 | | | | | | |
| PEREGRINE SYSTEMS INC | COM | 71366Q101 | 1,624,857 | 53,274 | X | PNC-MASS | 47774 | | | | | | |
| | | | 115,595 | 3,790 | X | X | 940 | | | | | | |
| | | | 884,275 | 21,700 | X | 28-423 | 21700 | | | | | | |
| | | | 38,622,850 | 947,800 | X | 28-BFMG | 947800 | | | | | | |
| | | | 179,300 | 4,400 | X | X | 4400 | | | | | | |
| PERFORMANCE TECHNOLOGIES INC 100000 | COM | 71376K102 | 2,256,200 | 100,000 | X | 28-BFMG | | | | | | | |
| PERRIGO CO | COM | 714290103 | 306,338 | 38,900 | X | 28-1115 | 38900 | | | | | | |
| PHARMACYCLICS INC | COM | 716933106 | 12,074,475 | 295,400 | X | 28-BFMG | 295400 | | | | | | |
| | | | 188,025 | 4,600 | X | | 4600 | | | | | | |
| PHARMACIA & UPJOHN INC 4054 | COM | 716941109 | 2,581,443 | 52,019 | X | 28-423 | 47965 | | | | | | |
| 3575 200 | | | 1,286,776 | 25,930 | X | X 28-423 | 22155 | | | | | | |
| 14500 | | | 14,386,288 | 289,900 | X | 28-1115 | 275400 | | | | | | |
| | | | 259,043 | 5,220 | X | X 28-1332 | 5220 | | | | | | |
| | | | 228,622 | 4,607 | X | PNC-FLA | 4607 | | | | | | |
| | | | 215,869 | 4,350 | X | X PNC-FLA | 4350 | | | | | | |
| PFIZER INC 23000 285684 | COM | 717081103 | 139,976,071 | 3,901,772 | X | 28-423 | 3593088 | | | | | | |
| 1672752 246544 | | | 131,638,075 | 3,669,354 | X | X 28-423 | 1750058 | | | | | | |
| | | | 30,249,800 | 843,200 | X | 28-BFMG | 843200 | | | | | | |
| 21500 | | | 24,567,200 | 684,800 | X | 28-1115 | 663300 | | | | | | |
| 2670 | | | 1,624,564 | 45,284 | X | 28-1332 | 42614 | | | | | | |

| | | | | | | | |
|------|--------------|-------------|---------|---|---|----------|-------|
| 1800 | | 3,449,381 | 96,150 | X | X | 28-1332 | 94350 |
| | | 2,570,013 | 71,638 | X | | PNC-FLA | 71638 |
| 300 | | 770,595 | 21,480 | X | X | PNC-FLA | 21180 |
| 8070 | | 3,645,725 | 101,623 | X | | PNC-MASS | 93553 |
| 0 | COLUMN TOTAL | 38,745 | 1,080 | X | X | | 1080 |
| 0 | | 576,781,377 | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | | | |
|--|--|-------------------------------------|--|-------------|--|---------------------|--|--|--|----------|--|----------|--|---------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | | | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS NUMBER | | VALUE | | PRINCIPAL AMOUNT | | (B) SHARED (A) SOLE (C) OTH INSTR V | | | | (A) SOLE | | | |
| <S> <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | | |
| PHELPS DODGE CORP 150 | | COM | | 717265102 | | 722,524 | | 13,122 | | X | | 28-423 | | 12972 | |
| 2183 57 | | | | | | 266,665 | | 4,843 | | X X | | 28-423 | | 2603 | |
| | | | | | | 199,985 | | 3,632 | | X | | | | 3632 | |
| | | | | | | 2,202 | | 40 | | X X | | | | 40 | |
| PHILADELPHIA SUBN CORP 2573 3800 | | COM PAR \$0.50 | | 718009608 | | 606,203 | | 25,728 | | X | | 28-423 | | 19355 | |
| 45891 18733 | | | | | | 1,821,201 | | 77,294 | | X X | | 28-423 | | 12670 | |
| | | | | | | 47,124 | | 2,000 | | X X | | | | 2000 | |
| PHILIP MORRIS COS INC 35920 78425 | | COM | | 718154107 | | 83,374,811 | | 2,438,787 | | X | | 28-423 | | 2324442 | |
| 611660 122427 | | | | | | 169,022,340 | | 4,944,053 | | X X | | 28-423 | | 4209966 | |
| 22500 | | | | | | 13,561,983 | | 396,700 | | X | | 28-BFMG | | 396700 | |
| 17410 | | | | | | 41,314,990 | | 1,208,500 | | X | | 28-1115 | | 1186000 | |
| 2228 900 | | | | | | 9,321,462 | | 272,661 | | X | | 28-1332 | | 255251 | |
| | | | | | | 1,832,355 | | 53,598 | | X X | | 28-1332 | | 50470 | |
| 200 | | | | | | 724,491 | | 21,192 | | X | | PNC-FLA | | 21192 | |
| 1160 | | | | | | 258,112 | | 7,550 | | X X | | PNC-FLA | | 7350 | |
| | | | | | | 1,023,012 | | 29,924 | | X | | PNC-MASS | | 28764 | |
| PHILLIPS PETE CO 2490 5750 | | COM | | 718507106 | | 2,681,591 | | 55,007 | | X | | 28-423 | | 46767 | |
| 4193 3634 | | | | | | 1,118,618 | | 22,946 | | X X | | 28-423 | | 15119 | |
| | | | | | | 67,811 | | 1,391 | | X | | | | 1391 | |
| PIEDMONT NAT GAS INC 5700 | | COM | | 720186105 | | 4,471,020 | | 147,500 | | X | | 28-1115 | | 141800 | |
| 1600 | | | | | | 79,933 | | 2,637 | | X | | | | 2637 | |
| | | | | | | 169,747 | | 5,600 | | X X | | | | 4000 | |
| PINNACLE HLDGS INC | | COM | | 72346N101 | | 937,888 | | 35,900 | | X | | 28-423 | | 35900 | |
| | | | | | | 41,606,675 | | 1,592,600 | | X | | 28-BFMG | | 1592600 | |
| PINNACLE SYS INC | | COM | | 723481107 | | 627,150 | | 14,800 | | X | | 28-423 | | 14800 | |
| | | | | | | 23,001,150 | | 542,800 | | X | | 28-BFMG | | 542800 | |
| PIONEER HI BRED INTL INC 600 46915 | | COM | | 723686101 | | 5,589,596 | | 140,842 | | X | | 28-423 | | 93327 | |

| | | | | | | | | | | |
|------------------|-------|--------------|-----|-------------|------------|-----------|---|---------|---------|--------|
| 58800 | 30450 | | | 6,164,383 | 155,325 | X | X | 28-423 | 66075 | |
| | | | | 119,061 | 3,000 | X | | | 3000 | |
| PITNEY BOWES INC | 1000 | 23100 | COM | 724479100 | 54,193,407 | 889,335 | X | 28-423 | 865235 | |
| | | | | | 66,239,921 | 1,087,023 | X | X | 28-423 | 968784 |
| 89439 | 28800 | | | | 2,531,323 | 41,540 | X | 28-1332 | 41340 | |
| 200 | | | | | 1,060,304 | 17,400 | X | X | 28-1332 | 16400 |
| 1000 | | | | | 414,372 | 6,800 | X | X | PNC-FLA | 6800 |
| | | | | | 30,469 | 500 | X | | | 500 |
| 0 | | COLUMN TOTAL | | 535,203,879 | | | | | | |
| 0 | | | | | | | | | | |
| 0 | | | | | | | | | | |
| 0 | | | | | | | | | | |

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| <CAPTION> | | | | | | | | | |
| PAGE | 86 OF | 116 | FORM 13F | NAME OF REPORTING MANAGER-PNC BANK CORP. | | | | | AS |
| OF | 09/30/99 | | | | | | | | |
| ITEM 8: | | | | | | | | | |
| ITEM 5: ITEM 6: INVESTMENT | | | | | | | | | |
| AUTHORITY | ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | |
| (SHARES) | NAME OF ISSUER | TITLE OF CLASS | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | (A) SOLE | (A) SOLE |
| (B) SHARED | (C) NONE | | NUMBER | VALUE | AMOUNT | (A) SOLE (C) OTH | INSTR V | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| | PITT DESMOINES INC | COM | 724508106 | 1,395,193 39,487 | 63,600 1,800 | X X | 28-423 | 63600 1800 | |
| | PLANTRONICS INC NEW 3600 | COM | 727493108 | 4,903,360 14,925 69,650 | 98,560 300 1,400 | X X X | 28-1115 | 94960 300 1400 | |
| | POLYCOM INC | COM | 73172K104 | 624,294 22,417,382 | 13,100 470,400 | X X | 28-423 28-BFMG | 13100 470400 | |
| | POLYMEDICA CORP 115000 | COM | 731738100 | 2,673,750 | 115,000 | X | 28-BFMG | | |
| | POTOMAC ELEC PWR CO 400 7620 | COM | 737679100 | 1,003,871 550,355 | 39,465 21,636 | X X | 28-423 X 28-423 | 31445 10536 | |
| | 11100 | | | 53,392 15,262 | 2,099 600 | X X | | 2099 600 | |
| | POWER INTEGRATIONS INC 800 | COM | 739276103 | 270,075 893,325 | 3,900 12,900 | X X | 28-423 28-BFMG | 3900 12100 | |
| | POWERTEL INC | COM | 73936C109 | 528,595 33,708,956 | 9,600 612,200 | X X | 28-423 28-BFMG | 9600 612200 | |
| | PRAXAIR INC 5600 | COM | 74005P104 | 573,344 296,332 | 12,464 6,442 | X X | 28-423 X 28-423 | 6864 1550 | |
| | 4392 500 | | | 13,800 13,800 | 300 300 | X X | | 300 300 | |
| | PREMARK INTL INC 1974 9060 | COM | 740459102 | 218,766 769,115 | 4,332 15,230 | X X | 28-423 X 28-423 | 4332 4196 | |
| | 39800 | | | 2,020,000 30,300 | 40,000 600 | X X | 28-1115 | 200 600 | |
| | PRENTISS PPTYS TR 14700 | SH BEN INT | 740706106 | 9,058,952 | 408,300 | X | 28-1115 | 393600 | |

| | | | | | | | |
|---------------------------|--------------|-----------|-------------|---------|---|---------|--------|
| PRICE COMMUNICATIONS CORP | COM NEW | 741437305 | 443,973 | 17,715 | X | 28-423 | 17715 |
| 178000 | | | 17,607,433 | 702,555 | X | 28-BFMG | 524555 |
| PRICE T ROWE & ASSOCIATES | COM | 741477103 | 2,136,135 | 77,856 | X | 28-423 | 75056 |
| 2800 | | | 5,487 | 200 | X | | 200 |
| | | | 112,217 | 4,090 | X | X | 4090 |
| 0 | COLUMN TOTAL | | 102,461,526 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | ITEM 7: | VOTING |
|-------------------------------|----------------|-----------|-------------|-----------|------------------|------------|----------|
| AUTHORITY | TITLE OF CLASS | CUSIP | FAIR MARKET | SHARES OR | DISCRETION | MANAGERS | |
| ITEM 1: | | NUMBER | VALUE | PRINCIPAL | (B) SHARED | INSTR V | (A) SOLE |
| (SHARES) | | | | AMOUNT | (A) SOLE (C) OTH | | (A) SOLE |
| NAME OF ISSUER | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| PRIDE INTL INC | COM | 741932107 | 11,961,939 | 843,162 | X | 28-1115 | 811478 |
| 31684 | | | 14,187 | 1,000 | X | X | 1000 |
| PRISON RLTY TR | COM | 74264N105 | 256,656 | 23,875 | X | 28-423 | 23875 |
| 1800 | | | 90,300 | 8,400 | X | | 6600 |
| PRIORITY HEALTHCARE CORP | CL B | 74264T102 | 318,013 | 10,300 | X | 28-BFMG | 10300 |
| PROCTER & GAMBLE CO | COM | 742718109 | 741,437,344 | 7,908,665 | X | 28-423 | 7477547 |
| 36518 394600 | | | 228,509,719 | 2,437,437 | X | X 28-423 | 1720257 |
| 549082 168098 | | | 36,787,500 | 392,400 | X | 28-BFMG | 392400 |
| 7500 | | | 23,760,938 | 253,450 | X | 28-1115 | 245950 |
| 600 2380 | | | 27,931,406 | 297,935 | X | 28-1332 | 294955 |
| 3150 | | | 5,118,375 | 54,596 | X | X 28-1332 | 51446 |
| 340 | | | 2,411,250 | 25,720 | X | PNC-FLA | 25380 |
| 100 | | | 680,625 | 7,260 | X | X PNC-FLA | 7160 |
| 2750 | | | 4,126,594 | 44,017 | X | PNC-MASS | 41267 |
| | | | 330,938 | 3,530 | X | X PNC-MASS | 3530 |
| PROGENICS PHARMACEUTICALS INC | COM | 743187106 | 1,267,500 | 65,000 | X | 28-BFMG | |
| 65000 | | | | | | | |
| PROGRESS FINL CORP | COM | 743266108 | 379,838 | 28,940 | X | 28-423 | |
| 28940 | | | | | | | |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 709,533 | 8,686 | X | 28-423 | 8336 |
| 350 | | | 228,724 | 2,800 | X | X 28-423 | 2700 |
| 100 | | | 40,844 | 500 | X | | 500 |
| 400 | | | 32,675 | 400 | X | X | |
| PROTEIN DESIGN LABS INC | COM | 74369L103 | 6,115,132 | 169,277 | X | 28-BFMG | 169277 |
| | | | 63,761 | 1,765 | X | | 1765 |
| PROVIDENT BANKSHARES CORP | COM | 743859100 | 3,811,427 | 179,100 | X | 28-1115 | 172200 |
| 6900 | | | | | | | |

| | | | | | | | |
|----------------------------------|--------------|-----------|---------------|---------|---|----------|--------|
| PROVIDENT FINL GROUP INC 3374 | COM | 743866105 | 1,918,774 | 52,480 | X | 28-423 | 49106 |
| PROVIDIAN FINL CORP 2000 6117 | COM | 74406A102 | 22,702,359 | 286,693 | X | 28-423 | 278576 |
| 19675 | | | 3,216,338 | 40,617 | X | X 28-423 | 20942 |
| | | | 190,049 | 2,400 | X | | 2400 |
| PROXICOM INC | COM | 744282104 | 9,640,800 | 164,800 | X | 28-BFMG | 164800 |
| 0 | | | 152,100 | 2,600 | X | | 2600 |
| 0 | COLUMN TOTAL | | 1,134,205,638 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| | | | | ITEM 5: | | ITEM 6: INVESTMENT | | | |
|--|---------------------------|-----------|--|-------------------------------------|------------------|-------------------------------|---------|---------------------------------|---------|
| ITEM 8: | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | | |
| AUTHORITY | | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | (A) SOLE | (C) OTH |
| ITEM 1: (SHARES) | ITEM 2: TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH | INSTR V | (A) SOLE | (C) OTH |
| NAME OF ISSUER (B) SHARED (C) NONE | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| PUBLIC SVC ENTERPRISE GROUP 11192 14058 | COM | 744573106 | 7,134,308 | 184,707 | X | 28-423 | | 159457 | |
| 105490 13945 | | | 8,343,232 | 216,006 | X | X 28-423 | | 96571 | |
| 1000 | | | 323,214 | 8,368 | X | | | 7368 | |
| 1000 | | | 57,706 | 1,494 | X | X | | 494 | |
| PUBLICARD INC | COM | 744627100 | 319,974 | 37,644 | X | 28-423 | | 37644 | |
| PUTNAM MANAGED MUN INCOM TR 5700 | COM | 746823103 | 149,511 77,477 | 14,859 7,700 | X X | X | | 14859 2000 | |
| PUTNAM MASTER INTER INCOME TR 600 | SH BEN INT | 746909100 | 96,549 3,862 | 14,999 600 | X X | X | | 14999 | |
| QLT PHOTOTHERAPEUTICS INC | COM | 746927102 | 733,795 39,426,205 | 9,600 515,800 | X X | 28-423 28-BFMG | | 9600 515800 | |
| QLOGIC CORP | COM | 747277101 | 1,153,992 251,323 31,649,968 90,756 | 16,530 3,600 453,360 1,300 | X X X X | 28-423 X 28-423 28-BFMG | | 16530 3600 453360 1300 | |
| QUAKER OATS CO 2946 | COM | 747402105 | 4,376,419 1,811,824 | 70,730 29,282 | X X | 28-423 X 28-423 | | 67784 4796 | |
| 23686 800 | | | 78,334 74,250 | 1,266 1,200 | X X | X X | | 1266 1200 | |
| QUALCOMM INC 5500 | COM | 747525103 | 1,780,250 208,106 | 9,410 1,100 | X X | 28-423 X 28-423 | | 3910 600 | |
| 100 400 | | | 264,862 945,935 | 1,400 5,000 | X X | 28-1332 PNC-MASS | | 1400 5000 | |
| QUANTUM CORP 64900 | COM DSSG | 747906204 | 919,655 49,569 | 65,400 3,525 | X X | 28-1115 | | 500 2725 | |
| 800 | | | | | | | | | |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 299,676 | 11,526 | X | 28-423 | | 9276 | |

| | | | | | | | | |
|----------------------------------|------|-----|--------------|-------------|---------|---|----------|--------|
| 350 | 1900 | | | 10,400 | 400 | X | | 400 |
| | | | | 172,588 | 6,638 | X | X | 4941 |
| 1372 | 325 | | | | | | | |
| QUESTAR CORP 44044 | | COM | 748356102 | 827,298 | 45,644 | X | X 28-423 | 1600 |
| | | | | 65,268 | 3,601 | X | | 3601 |
| QUORUM HEALTH GROUP INC 16000 | | COM | 749084109 | 3,092,895 | 439,894 | X | 28-1115 | 423894 |
| 0 | | | COLUMN TOTAL | 104,789,201 | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| | | | | ITEM 5: | | ITEM 6: INVESTMENT | | | |
|--|---------------------------|-----------|-------------|-----------|------------------|-----------------------|--------|----------|----------|
| ITEM 8: | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | | |
| AUTHORITY | | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | (A) SOLE | (C) NONE |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE (C) OTH | INSTR V | | (A) SOLE | (C) NONE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| QWEST COMMUNICATIONS INTL INC 433 | COM | 749121109 | 207,141 | 7,007 | X | 28-423 | | 6574 | |
| 800 | | | 61,548 | 2,082 | X | | | 1282 | |
| 1398 | | | 198,006 | 6,698 | X | X | | 5300 | |
| RCN CORP 8140 | COM | 749361101 | 650,465 | 15,865 | X | 28-423 | | 7725 | |
| 5440 | | | 460,840 | 11,240 | X | X 28-423 | | 5800 | |
| RTI INTL METALS INC 20700 | COM | 74973W107 | 5,310,000 | 531,000 | X | 28-1115 | | 510300 | |
| RF MICRODEVICES INC | COM | 749941100 | 475,800 | 10,400 | X | 28-423 | | 10400 | |
| | | | 20,724,750 | 453,000 | X | 28-BFMG | | 453000 | |
| RADIAN GROUP INC 900 | COM | 750236101 | 210,391 | 4,900 | X | 28-423 | | 4000 | |
| RADIO ONE INC | CL A | 75040P108 | 232,400 | 5,600 | X | 28-423 | | 5600 | |
| | | | 4,793,250 | 115,500 | X | 28-BFMG | | 115500 | |
| RALSTON PURINA CO | COM RAL-PUR GP | 751277302 | 374,361 | 13,430 | X | 28-423 | | 13430 | |
| 20913 | | | 1,952,337 | 70,039 | X | X 28-423 | | 49126 | |
| 109931 | | | 3,085,902 | 110,705 | X | 28-1115 | | 774 | |
| | | | 151,724 | 5,443 | X | | | 5443 | |
| | | | 8,363 | 300 | X | X | | 300 | |
| RAYONIER INC 7600 | COM | 754907103 | 5,787,600 | 137,800 | X | 28-1115 | | 130200 | |
| | | | 39,522 | 941 | X | | | 941 | |
| 33 | | | 11,508 | 274 | X | X | | 241 | |
| RAYTHEON CO 226 | CL A | 755111309 | 368,746 | 7,603 | X | 28-423 | | 6695 | |
| 6461 | 682 | | 513,276 | 10,583 | X | X 28-423 | | 3492 | |
| 29 | | | 84,099 | 1,734 | X | | | 1705 | |
| | | | 39,625 | 817 | X | X | | 817 | |
| RAYTHEON CO | CL B | 755111408 | 7,396,259 | 149,043 | X | 28-423 | | 143593 | |

| | | | | | | | | | |
|----------------------|------|-----|--------------|-------------|---------|---|---|---------|--------|
| 500 | 4950 | | | 44,885,614 | 904,496 | X | X | 28-423 | 252392 |
| 646904 | 5200 | | | 141,233 | 2,846 | X | | | 2846 |
| | | | | 248,125 | 5,000 | X | X | | 4500 |
| 500 | | | | | | | | | |
| REALNETWORKS INC | | COM | 75605L104 | 4,987,607 | 47,700 | X | | 28-BFMG | 47700 |
| | | | | 78,422 | 750 | X | | | 750 |
| | | | | 10,456 | 100 | X | X | | 100 |
| REDBACK NETWORKS INC | | COM | 757209101 | 5,508,000 | 51,000 | X | | 28-BFMG | 51000 |
| 0 | | | COLUMN TOTAL | 108,997,370 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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OF 09/30/99

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|------------------------|---------------|----------------|-----------|-------------|-----|-----------|--------|--------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | | | | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| REGIONS FINL CORP | COM | 758940100 | 2,232,000 | 74,400 | X | 28-1115 | 500 | | | | | | |
| 73900 | | | 84,240 | 2,808 | X | | 2808 | | | | | | |
| RELIANT ENERGY INC | COM | 75952J108 | 724,747 | 26,781 | X | 28-423 | 26781 | | | | | | |
| 21552 | 6000 | | 1,001,132 | 36,994 | X | X 28-423 | 9442 | | | | | | |
| 135000 | | | 3,677,726 | 135,900 | X | 28-1115 | 900 | | | | | | |
| | | | 708,321 | 26,174 | X | X 28-1332 | 26174 | | | | | | |
| | | | 37,887 | 1,400 | X | | 1400 | | | | | | |
| RENAL CARE GROUP INC | COM | 759930100 | 536,697 | 24,500 | X | 28-BFMG | 24500 | | | | | | |
| | | | 120,483 | 5,500 | X | | 5500 | | | | | | |
| REPUBLIC N Y CORP | COM | 760719104 | 577,508 | 9,400 | X | X PNC-FLA | 9400 | | | | | | |
| 1200 | | | 170,795 | 2,780 | X | | 1580 | | | | | | |
| | | | 188,489 | 3,068 | X | X | 3068 | | | | | | |
| REPUBLIC SVCS INC | COM | 760759100 | 9,235,050 | 849,200 | X | 28-1115 | 679200 | | | | | | |
| 170000 | | | 76,125 | 7,000 | X | | 3300 | | | | | | |
| 3700 | | | | | | | | | | | | | |
| RESPIRONICS INC | COM | 761230101 | 95,106 | 11,528 | X | 28-423 | 11528 | | | | | | |
| 300 | | | 20,625 | 2,500 | X | X | 2200 | | | | | | |
| REUTERS GROUP PLC | SPONSORED ADR | 76132M102 | 1,191,538 | 17,300 | X | 28-423 | 17300 | | | | | | |
| 2556 | 3458 | | 597,560 | 8,676 | X | X 28-423 | 2662 | | | | | | |
| | | | 59,646 | 866 | X | | 866 | | | | | | |
| REX STORES CORP | COM | 761624105 | 2,170,000 | 70,000 | X | 28-BFMG | | | | | | | |
| 70000 | | | | | | | | | | | | | |
| REYNOLDS & REYNOLDS CO | CL A | 761695105 | 824,536 | 40,468 | X | 28-423 | 37300 | | | | | | |
| 3168 | | | 4,824,800 | 236,800 | X | X 28-423 | 236800 | | | | | | |
| RITE AID CORP | COM | 767754104 | 558,115 | 40,408 | X | 28-423 | 38408 | | | | | | |
| 2000 | | | 455,796 | 33,000 | X | X 28-423 | 28200 | | | | | | |
| 4800 | | | 205,799 | 14,900 | X | 28-1332 | 14900 | | | | | | |

| | | | | | | | |
|--------------------------------|--------------|-----------|------------|--------|---|----------|-------|
| ROBINSON NUGENT INC | COM | 770810109 | 45,000 | 10,000 | X | 28-423 | 10000 |
| ROCK-TENN CO | CL A | 772739207 | 320,790 | 22,220 | X | PNC-MASS | 22220 |
| ROCKWELL INTL CORP NEW 2376 | COM | 773903109 | 3,228,225 | 61,490 | X | 28-423 | 59114 |
| 13888 | 9105 | | 3,018,488 | 57,495 | X | X 28-423 | 34502 |
| | | | 19,215 | 366 | X | | 366 |
| | | | 38,640 | 736 | X | X | 736 |
| 0 | COLUMN TOTAL | | 37,045,079 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--|----------------|-------------------------------------|-------------|-------------|-----|---------------------|---------|--------------------------------|-----|------------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | INVESTMENT | | DISCRETION | | MANAGERS | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS NUMBER | | VALUE | | PRINCIPAL AMOUNT | | (B) SHARED (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| ROHM & HAAS CO 3198 | COM | 775371107 | 2,218,870 | 61,422 | X | 28-423 | 58224 | | | | | | |
| 81773 | 16788 | | 4,055,501 | 112,263 | X | X 28-423 | 13702 | | | | | | |
| 39900 | | | 1,452,225 | 40,200 | X | 28-1115 | 300 | | | | | | |
| | | | 76,224 | 2,110 | X | | 2110 | | | | | | |
| | | | 7,153 | 198 | X | X | 198 | | | | | | |
| ROSLYN BANCORP INC 13730 | COM | 778162107 | 6,656,918 | 372,415 | X | 28-1115 | 358685 | | | | | | |
| | | | 9,152 | 512 | X | | 512 | | | | | | |
| ROSS STORES INC 75500 | COM | 778296103 | 1,529,500 | 76,000 | X | 28-1115 | 500 | | | | | | |
| 1000 | | | 20,125 | 1,000 | X | | | | | | | | |
| 600 | | | 12,075 | 600 | X | X | | | | | | | |
| ROWAN COS INC | COM | 779382100 | 403,975 | 24,860 | X | 28-423 | 24860 | | | | | | |
| | | | 19,586,125 | 1,205,300 | X | 28-BFMG | 1205300 | | | | | | |
| ROYAL DUTCH PETE CO 18843 207711 | NY REG GLD1.25 | 780257804 | 104,374,780 | 1,767,207 | X | 28-423 | 1540653 | | | | | | |
| 313806 | 48520 | | 76,300,013 | 1,291,863 | X | X 28-423 | 929537 | | | | | | |
| | | | 8,156,462 | 138,100 | X | 28-BFMG | 138100 | | | | | | |
| 14800 | | | 73,608,971 | 1,246,300 | X | 28-1115 | 1231500 | | | | | | |
| 3108 | | | 7,589,054 | 128,493 | X | 28-1332 | 125385 | | | | | | |
| 3850 | | | 280,545 | 4,750 | X | X 28-1332 | 900 | | | | | | |
| | | | 898,687 | 15,216 | X | PNC-FLA | 15216 | | | | | | |
| 200 | | | 242,154 | 4,100 | X | X PNC-FLA | 3900 | | | | | | |
| 1500 | | | 2,774,674 | 46,979 | X | PNC-MASS | 45479 | | | | | | |
| 400 | | | 70,874 | 1,200 | X | X | 800 | | | | | | |
| RUBY TUESDAY INC 12542 | COM | 781182100 | 244,569 | 12,542 | X | X 28-423 | | | | | | | |
| 14200 | | | 7,737,600 | 396,800 | X | 28-1115 | 382600 | | | | | | |
| | | | 40,911 | 2,098 | X | X | 2098 | | | | | | |

| | | | | | | | |
|-------------------------------|---------------|-----------|-------------|---------|---|----------|--------|
| RURAL CELLULAR CORP 100000 | CL A | 781904107 | 5,115,063 | 111,500 | X | 28-BFMG | 11500 |
| RYANAIR HLDGS PLC 7000 | SPONSORED ADR | 783513104 | 321,125 | 7,000 | X | 28-BFMG | |
| | | | 22,938 | 500 | X | | 500 |
| S & T BANCORP INC 1400 | COM | 783859101 | 914,982 | 40,219 | X | 28-423 | 38819 |
| | | | 3,435,250 | 151,000 | X | X 28-423 | 151000 |
| 0 | COLUMN TOTAL | | 328,156,495 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--|------------|----------------------------------|-------------|-------------|-----|---------------------|---------|--|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | INVESTMENT | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS NUMBER | | VALUE | | PRINCIPAL AMOUNT | | (B) SHARED (A) SOLE (C) OTH INSTR V | | | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| SBC COMMUNICATIONS INC 25043 199877 | COM | 78387G103 | 104,335,444 | 2,043,309 | X | 28-423 | 1818389 | | | | | | |
| 437892 56854 | | | 50,905,138 | 996,928 | X | X 28-423 | 502182 | | | | | | |
| 69512 | | | 17,141,513 | 335,700 | X | 28-BFMG | 335700 | | | | | | |
| 1914 | | | 89,497,695 | 1,752,726 | X | 28-1115 | 1683214 | | | | | | |
| 1505 444 | | | 6,439,735 | 126,116 | X | 28-1332 | 124202 | | | | | | |
| 1200 | | | 1,899,149 | 37,193 | X | X 28-1332 | 35244 | | | | | | |
| 100 | | | 1,130,717 | 22,144 | X | PNC-FLA | 20944 | | | | | | |
| | | | 541,155 | 10,598 | X | X PNC-FLA | 10598 | | | | | | |
| | | | 1,452,203 | 28,440 | X | PNC-MASS | 28340 | | | | | | |
| SDL INC | COM | 784076101 | 839,432 | 11,000 | X | 28-423 | 11000 | | | | | | |
| | | | 34,531,180 | 452,500 | X | 28-BFMG | 452500 | | | | | | |
| SLM HLDG CORP | COM | 78442A109 | 258,645 | 6,015 | X | 28-423 | 6015 | | | | | | |
| | | | 30,100 | 700 | X | | 700 | | | | | | |
| SPDR TR 17933 | UNIT SER 1 | 78462F103 | 15,848,739 | 123,097 | X | 28-423 | 105164 | | | | | | |
| 40025 | | | 10,137,646 | 78,739 | X | X 28-423 | 38714 | | | | | | |
| | | | 19,313 | 150 | X | | 150 | | | | | | |
| SPS TECHNOLOGIES INC 500 | COM | 784626103 | 246,591 | 6,500 | X | X 28-423 | 6000 | | | | | | |
| | | | 24,507 | 646 | X | | 646 | | | | | | |
| SPX CORP 1279 | COM | 784635104 | 557,114 | 6,139 | X | 28-423 | 4860 | | | | | | |
| 9155 | | | 1,519,427 | 16,743 | X | X 28-423 | 7588 | | | | | | |
| | | | 12,342 | 136 | X | | 136 | | | | | | |
| SABRE HLDGS CORP | CL A | 785905100 | 335,400 | 7,800 | X | 28-423 | 7800 | | | | | | |
| SAFEGUARD SCIENTIFICS INC 1100 | COM | 786449108 | 769,080 | 11,310 | X | 28-423 | 10210 | | | | | | |
| 29600 | | | 2,026,400 | 29,800 | X | 28-1115 | 200 | | | | | | |
| SAFETY-KLEEN CORP NEW | COM NEW | 78648R203 | 149,195 | 12,369 | X | X 28-423 | 2520 | | | | | | |

| | | | | | | | | |
|-----------------------|--------------|-----------|-------------|---------|-------|----------|--|--------|
| | | | | 20,300 | 1,683 | X | | 1683 |
| SAFEWAY INC 23500 | COM NEW | 786514208 | 1,377,235 | 36,184 | X | 28-423 | | 12684 |
| 1802 | | | 430,177 | 11,302 | X | X 28-423 | | 9500 |
| | | | 178,739 | 4,696 | X | | | 4696 |
| SAGA SYS INC 11400 | COM | 786610105 | 4,058,241 | 281,100 | X | 28-1115 | | 269700 |
| 0 | COLUMN TOTAL | | 346,712,552 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| | | | | ITEM 5: | | ITEM 6: INVESTMENT | | | |
|---------------------------------------|---------------------------|-----------|-------------|-----------|------------|-----------------------|---------|----------|---------|
| ITEM 8: | | ITEM 3: | ITEM 4: | SHARES OR | DISCRETION | ITEM 7: | VOTING | | |
| AUTHORITY | | CUSIP | FAIR MARKET | PRINCIPAL | (B) SHARED | MANAGERS | | (A) SOLE | (C) OTH |
| ITEM 1: (SHARES) | ITEM 2: TITLE OF CLASS | NUMBER | VALUE | AMOUNT | (A) SOLE | (C) OTH | INSTR V | (A) SOLE | (C) OTH |
| NAME OF ISSUER (B) SHARED (C) NONE | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | | | |
| ST PAUL COS INC 56 | COM | 792860108 | 377,795 | 13,738 | X | 28-423 | | 13682 | |
| 520 | | | 1,220,560 | 44,384 | X | X 28-423 | | 43864 | |
| 5412 | | | 148,830 | 5,412 | X | | | | |
| | | | 132,000 | 4,800 | X | X | | 4800 | |
| SAKS INC 129700 | COM | 79377W108 | 1,983,422 | 130,600 | X | 28-1115 | | 900 | |
| | | | 2,126 | 140 | X | | | 140 | |
| SANCHEZ COMPUTER ASSOCS INC 2000 | COM | 799702105 | 417,285 | 11,880 | X | 28-423 | | 9880 | |
| | | | 11,840,638 | 337,100 | X | 28-BFMG | | 337100 | |
| SANDISK CORP | COM | 80004C101 | 397,641 | 6,100 | X | 28-423 | | 6100 | |
| | | | 17,698,271 | 271,500 | X | 28-BFMG | | 271500 | |
| SANTA FE SNYDER CORP 219900 | COM | 80218K105 | 11,782,800 | 1,309,200 | X | 28-1115 | | 1089300 | |
| | | | 3,249 | 361 | X | | | 361 | |
| 2224 | | | 23,202 | 2,578 | X | X | | 354 | |
| SAPIENT CORP | COM | 803062108 | 3,204,500 | 34,000 | X | 28-BFMG | | 34000 | |
| | | | 37,700 | 400 | X | | | 400 | |
| SARA LEE CORP 13400 72920 | COM | 803111103 | 30,235,726 | 1,293,507 | X | 28-423 | | 1207187 | |
| 336694 21990 | | | 29,312,484 | 1,254,010 | X | X 28-423 | | 895326 | |
| | | | 738,650 | 31,600 | X | 28-1332 | | 31600 | |
| | | | 949,025 | 40,600 | X | X 28-1332 | | 40600 | |
| | | | 501,160 | 21,440 | X | PNC-FLA | | 21440 | |
| 2140 | | | 106,356 | 4,550 | X | | | 2410 | |
| | | | 60,775 | 2,600 | X | X | | 2600 | |
| SAWTEK INC | COM | 805468105 | 2,352,000 | 67,200 | X | 28-BFMG | | 67200 | |
| | | | 22,750 | 650 | X | | | 650 | |
| SCANA CORP 400 | COM | 805898103 | 234,541 | 9,697 | X | 28-423 | | 9297 | |
| | | | 4,354 | 180 | X | | | 180 | |
| 500 | | | 90,677 | 3,749 | X | X | | 3249 | |

0 COLUMN TOTAL 113,878,517
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 0
 0

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|--|--|---------------------------|--|-------------|--|------------|--|-----------------------|--|------------|--|----------------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS | | NUMBER | | VALUE | | PRINCIPAL | | (B) SHARED | | (A) SOLE | |
| <S> <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| SCHERING PLOUGH CORP 40091 100972 | | COM | | 806605101 | | 70,581,062 | | 1,617,904 | | X | | 28-423 1476841 | |
| 303282 68700 | | | | | | 67,866,453 | | 1,555,678 | | X X | | 28-423 1183696 | |
| 300 | | | | | | 15,478,150 | | 354,800 | | X | | 28-BFMG 354800 | |
| 200 | | | | | | 10,865,199 | | 249,059 | | X | | 28-1332 248759 | |
| 40 | | | | | | 2,739,650 | | 62,800 | | X X | | 28-1332 62600 | |
| | | | | | | 1,375,758 | | 31,536 | | X | | PNC-FLA 31536 | |
| | | | | | | 467,660 | | 10,720 | | X X | | PNC-FLA 10720 | |
| | | | | | | 598,971 | | 13,730 | | X | | PNC-MASS 13690 | |
| | | | | | | 195,222 | | 4,475 | | X X | | 4475 | |
| SCHLUMBERGER LTD 8738 82660 | | COM | | 806857108 | | 34,289,733 | | 550,291 | | X | | 28-423 458893 | |
| 123350 16882 | | | | | | 21,619,398 | | 346,954 | | X X | | 28-423 206722 | |
| 5300 | | | | | | 6,050,495 | | 97,100 | | X | | 28-BFMG 97100 | |
| 400 | | | | | | 11,097,767 | | 178,100 | | X | | 28-1115 172800 | |
| 800 | | | | | | 870,748 | | 13,974 | | X | | 28-1332 13574 | |
| | | | | | | 801,021 | | 12,855 | | X | | PNC-FLA 12855 | |
| | | | | | | 1,064,912 | | 17,090 | | X | | PNC-MASS 16290 | |
| | | | | | | 199,398 | | 3,200 | | X X | | 3200 | |
| SCHWAB CHARLES CORP NEW 1450 | | COM | | 808513105 | | 2,308,791 | | 69,049 | | X | | 28-423 67599 | |
| 11000 | | | | | | 467,784 | | 13,990 | | X X | | 28-423 2990 | |
| | | | | | | 10,164,848 | | 304,000 | | X | | 28-BFMG 304000 | |
| | | | | | | 518,274 | | 15,500 | | X | | 28-1332 15500 | |
| SCIENT CORP | | COM | | 80864H109 | | 1,280,000 | | 20,000 | | X | | 28-BFMG 20000 | |
| SCIENTIFIC ATLANTA INC | | COM | | 808655104 | | 4,520,054 | | 91,200 | | X | | 28-BFMG 91200 | |
| 2000 | | | | | | 148,686 | | 3,000 | | X | | 1000 | |
| SCUDDER GLOBAL HIGH INCOME FD 303 | | COM | | 81115E101 | | 66,164 | | 13,572 | | X | | 28-423 13269 | |
| SCUDDER NEW ASIA FD INC | | COM | | 811183102 | | 209,693 | | 14,400 | | X | | 28-423 14400 | |
| 500 | | | | | | 14,562 | | 1,000 | | X X | | 1000 | |
| SEAGATE TECHNOLOGY | | COM | | 811804103 | | 524,882 | | 17,139 | | X | | 28-423 17139 | |
| | | | | | | 60,576 | | 1,978 | | X | | 1978 | |
| | | | | | | 136,281 | | 4,450 | | X X | | 3950 | |
| SEAGRAM LTD | | COM | | 811850106 | | 2,006,550 | | 44,100 | | X | | 28-423 44100 | |
| | | | | | | 5,460 | | 120 | | X X | | 120 | |
| SEALED AIR CORP NEW 10996 | | COM | | 81211K100 | | 576,952 | | 11,244 | | X X | | 28-423 248 | |

500 88,000 1,715 X 1215
 0 COLUMN TOTAL 269,259,154
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 0
 0

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| ITEM 8: AUTHORITY (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | | ITEM 6: INVESTMENT (B) SHARED (A) SOLE (C) OTH | | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE |
|---|---------------------------|----------------------------|--------------------------------------|---|-------------|---|-----------------------------|--------------------------------|--------------------|
| | | | | <C> | <C> | <C> | <C> | | |
| SEALED AIR CORP NEW 5402 | PFD CV A \$2 | 81211K209 | 290,798 30,704 | 5,730 605 | X X | X X | 28-423 | 328 605 | |
| SEARS ROEBUCK & CO 1700 8622 | COM | 812387108 | 4,497,261 7,172,482 17,435,088 | 143,339 228,605 555,700 | X X X | X X | 28-423 28-423 28-1115 | 133017 39821 532300 | |
| 179145 9639 | | | 257,275 51,769 149,565 | 8,200 1,650 4,767 | X X X | X | 28-1332 | 8200 1650 3900 | |
| 23400 | | | | | | | | | |
| 867 | | | | | | | | | |
| SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 910,000 | 40,000 | X | X | 28-423 | 40000 | |
| SEDONA CORP PA | COM | 815677109 | 887,600 | 400,000 | X | | 28-423 | 400000 | |
| SELECTIVE INS GROUP INC 6444 | COM | 816300107 | 1,082,859 755,000 82,597 | 57,370 40,000 4,376 | X X X | X | 28-423 28-1332 | 50926 40000 4376 | |
| SEMTECH CORP 90000 | COM | 816850101 | 593,325 32,142,100 | 16,200 877,600 | X X | | 28-423 28-BFMG | 16200 787600 | |
| SEMPRA ENERGY 300 | COM | 816851109 | 333,616 180,065 | 16,030 8,652 | X | X | 28-423 | 15730 5150 | |
| 2100 1402 | | | | | | | | | |
| SERVICE CORP INTL 15700 | COM | 817565104 | 165,823 84,496 | 15,700 8,000 | X | X | 28-423 | 6800 | |
| 1200 | | | | | | | | | |
| SERVICEMASTER CO 65743 | COM | 81760N109 | 328,179 1,336,599 16,062 | 20,432 83,215 1,000 | X X X | X | 28-423 28-423 | 20432 17472 | |
| 1000 | | | | | | | | | |
| SHAW GROUP INC 80000 | COM | 820280105 | 1,794,960 | 80,000 | X | | 28-BFMG | | |
| SHELL TRANS & TRADING PLC 2450 | NEW YRK SH NEW | 822703609 | 818,045 2,083,900 | 17,979 45,800 | X X | | 28-423 28-423 | 15529 42800 | |
| 3000 | | | 304,850 136,500 | 6,700 3,000 | X X | | 28-1332 | 6700 3000 | |
| SHERWIN WILLIAMS CO 700 | COM | 824348106 | 1,490,756 | 71,202 | X | | 28-423 | 70502 | |

| | | | | | | | | |
|-------|-----|--------------|------------|---------|---|---|--------|--------|
| 14300 | 700 | | 6,297,850 | 300,800 | X | X | 28-423 | 285800 |
| | | | 83,957 | 4,010 | X | | | 4010 |
| | | | 125,622 | 6,000 | X | X | | 6000 |
| 0 | | COLUMN TOTAL | 81,919,703 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--------------------------------|---------------|----------------|------------|-------------|-----|-----------|---------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | | | | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| SHIRE PHARMACEUTICALS GRP PLC | SPONSORED ADR | 82481R106 | 694,369 | 24,100 | X | 28-423 | 24100 | | | | | | |
| | | | 32,643,996 | 1,133,000 | X | 28-BFMG | 1133000 | | | | | | |
| | | | 48,001 | 1,666 | X | X | 1666 | | | | | | |
| SIEBEL SYS INC | COM | 826170102 | 263,169 | 3,950 | X | 28-423 | 3950 | | | | | | |
| | | | 15,623,563 | 234,500 | X | 28-BFMG | 234500 | | | | | | |
| | | | 13,325 | 200 | X | X | 200 | | | | | | |
| SIERRA HEALTH SVCS INC | COM | 826322109 | 4,640,288 | 458,300 | X | 28-1115 | 441100 | | | | | | |
| 17200 | | | | | | | | | | | | | |
| SIERRA PAC RES NEW | COM | 826428104 | 5,141,130 | 231,062 | X | 28-1115 | 231062 | | | | | | |
| | | | 38,938 | 1,750 | X | X | 1750 | | | | | | |
| SIGMA ALDRICH CORP | COM | 826552101 | 440,373 | 13,870 | X | 28-423 | 13620 | | | | | | |
| 250 | | | | | | | | | | | | | |
| | | | 1,521,714 | 47,928 | X | X | 28-423 | 43028 | | | | | |
| 4900 | | | 63,500 | 2,000 | X | | 2000 | | | | | | |
| SILGAN HOLDINGS INC | COM | 827048109 | 6,084,000 | 304,200 | X | 28-1115 | 294400 | | | | | | |
| 9800 | | | | | | | | | | | | | |
| SILVERSTREAM SOFTWARE INC | COM | 827907106 | 1,867,500 | 60,000 | X | 28-BFMG | | | | | | | |
| 60000 | | | | | | | | | | | | | |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 2,171,902 | 96,800 | X | 28-1115 | 800 | | | | | | |
| 96000 | | | | | | | | | | | | | |
| | | | 22,437 | 1,000 | X | | 1000 | | | | | | |
| 1350 | | | 30,290 | 1,350 | X | X | | | | | | | |
| SKY FINL GROUP INC | COM | 83080P103 | 747,817 | 31,822 | X | 28-423 | 31822 | | | | | | |
| 48300 | | | 1,135,050 | 48,300 | X | X | 28-423 | | | | | | |
| SKYWEST INC | COM | 830879102 | 2,020,398 | 92,100 | X | 28-1115 | 88500 | | | | | | |
| 3600 | | | | | | | | | | | | | |
| SMITH BARNEY INTER QUALITY MUN | COM | 831802103 | 122,406 | 13,145 | X | 28-423 | 13145 | | | | | | |
| | | | 19,900 | 2,137 | X | | 2137 | | | | | | |
| | | | 33,840 | 3,634 | X | X | 3634 | | | | | | |
| SMITH CHARLES E RESDNTL RLTY | COM | 832197107 | 290,590 | 8,500 | X | X | 28-423 | 1000 | | | | | |
| 7500 | | | | | | | | | | | | | |
| | | | 51,281 | 1,500 | X | | 1500 | | | | | | |
| SMITHKLINE BEECHAM PLC | ADR REP ORD | 832378301 | 32,211,165 | 558,979 | X | 28-423 | 484545 | | | | | | |
| 6900 | 67534 | | | | | | | | | | | | |
| | | | 45,574,691 | 790,884 | X | X | 28-423 | 482983 | | | | | |
| 288257 | 19644 | | | | | | | | | | | | |
| | | | 830,376 | 14,410 | X | 28-1332 | 14410 | | | | | | |
| | | | 962,338 | 16,700 | X | X | 28-1332 | 16700 | | | | | |
| | | | 85,112 | 1,477 | X | | 1477 | | | | | | |

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 OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | | ITEM 6: INVESTMENT (B) SHARED (A) SOLE (C) OTH | | ITEM 7: INSTR V MANAGERS | VOTING (A) SOLE <C> |
|--|---------------------------|----------------------------|---------------------------------|---|----------|---|---------|--------------------------------|---------------------------|
| | | | | DISCRETION | (A) SOLE | (B) SHARED | (C) OTH | | |
| <S> <C> STAPLES INC 9655 359954 | COM | 855030102 | 44,343,382 | 2,032,981 | | X | 28-423 | 1663372 | <C> |
| 132989 9207 | | | 8,012,006 | 367,321 | | X X | 28-423 | 225125 | |
| 7000 | | | 11,080,496 | 508,000 | | X | 28-BFMG | 508000 | |
| 5240 | | | 5,125,820 | 235,000 | | X | 28-1115 | 228000 | |
| 11675 | | | 1,647,940 | 75,552 | | X | 28-1332 | 70312 | |
| 3275 | | | 282,465 | 12,950 | | X X | 28-1332 | 1275 | |
| 300 | | | 1,202,059 | 55,110 | | X | PNC-FLA | 55110 | |
| STARBUCKS CORP 135 400 | COM | 855244109 | 452,129 | 18,245 | | X X | 28-423 | 17710 | |
| 200 | | | 12,886 | 520 | | X | | 320 | |
| STARWOOD HOTELS&RESORTS WRLDWD PAIRED CTF 4600 | | 85590A203 | 244,562 | 10,961 | | X | 28-423 | 6361 | |
| 113392 | | | 18,961,965 | 849,855 | | X | 28-1115 | 736463 | |
| 715 300 | | | 402 | 18 | | X | | 18 | |
| STATE STR CORP 2770 29660 | COM | 857477103 | 16,416,689 | 254,030 | | X | 28-423 | 221600 | |
| 17508 2280 | | | 10,354,282 | 160,221 | | X X | 28-423 | 140433 | |
| 3700 | | | 10,465,696 | 161,945 | | X | 28-1332 | 161945 | |
| 1196 | | | 420,063 | 6,500 | | X X | 28-1332 | 2800 | |
| STEEL DYNAMICS INC 14700 | COM | 858119100 | 5,975,178 | 380,900 | | X | 28-1115 | 366200 | |
| STERIS CORP 2400 | COM | 859152100 | 207,543 | 15,094 | | X | 28-423 | 12694 | |
| STEWART & STEVENSON SVCS INC 20800 | COM | 860342104 | 7,028,438 | 535,500 | | X | 28-1115 | 514700 | |
| STMICROELECTRONICS N V 18800 | COM | 861012102 | 1,407,178 | 19,000 | | X | 28-1115 | 200 | |
| STONE ENERGY CORP | COM | 861642106 | 540,600 | 10,600 | | X | 28-423 | 10600 | |
| STRATEGIC DIAGNOSTICS INC 110000 | COM | 862700101 | 33,119,400 | 649,400 | | X | 28-BFMG | 649400 | |
| 1000 | | | 9,062 | 1,000 | | X | | | |
| STRYKER CORP 500 | COM | 863667101 | 996,820 | 110,000 | | X | 28-BFMG | | |
| | | | 3,081 | 340 | | X X | | 340 | |
| | | | 1,250,006 | 24,450 | | X | 28-423 | 23950 | |
| | | | 2,290,400 | 44,800 | | X X | 28-423 | 40400 | |

4400
 409,000 8,000 X PNC-FLA 8000
 153,375 3,000 X X 2400
 600
 0 COLUMN TOTAL 185,043,873
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 0
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 OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|-------------------------------------|----------------|----------------|------------|---------|-----|-------------|--------|--------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | ITEM 3: | | ITEM 4: | | SHARES OR | | DISCRETION | | ITEM 7: | | VOTING | |
| ITEM 1: | | ITEM 2: | | CUSIP | | FAIR MARKET | | (B) SHARED | | MANAGERS | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | VALUE | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | | | | | AMOUNT | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| SUIZA FOODS CORP 11600 | COM | 865077101 | 10,350,000 | 276,000 | X | 28-1115 | 264400 | | | | | | |
| | | | 12,188 | 325 | X | | 325 | | | | | | |
| SUMMIT BANCORP 13340 | COM | 866005101 | 3,748,712 | 115,569 | X | 28-423 | 102229 | | | | | | |
| 8175 7966 | | | 1,795,096 | 55,341 | X X | 28-423 | 39200 | | | | | | |
| | | | 480,100 | 14,801 | X | PNC-FLA | 14801 | | | | | | |
| | | | 68,118 | 2,100 | X X | | 2100 | | | | | | |
| SUN BANCORP INC 9800 | COM | 86663B102 | 3,520,000 | 220,000 | X | 28-1115 | 210200 | | | | | | |
| 525 | | | 8,400 | 525 | X | | | | | | | | |
| SUN INC | SB DB CV 6.75% | 866762AG2 | 997,500 | 10,000 | X X | 28-423 | 10000 | | | | | | |
| SUN MICROSYSTEMS INC 2815 115520 | COM | 866810104 | 34,606,881 | 372,117 | X | 28-423 | 253782 | | | | | | |
| 48190 1800 | | | 8,776,224 | 94,368 | X X | 28-423 | 44378 | | | | | | |
| | | | 26,625,900 | 286,300 | X | 28-BFMG | 286300 | | | | | | |
| 4500 | | | 13,912,800 | 149,600 | X | 28-1115 | 145100 | | | | | | |
| 600 | | | 623,100 | 6,700 | X | PNC-FLA | 6100 | | | | | | |
| 735 | | | 1,113,210 | 11,970 | X | PNC-MASS | 11235 | | | | | | |
| | | | 18,972 | 204 | X | | 204 | | | | | | |
| 400 | | | 41,850 | 450 | X X | | 50 | | | | | | |
| SUNBEAM CORP | COM | 867071102 | 76,775 | 13,500 | X | 28-423 | 13500 | | | | | | |
| 6500 | | | 22,748 | 4,000 | X | | 4000 | | | | | | |
| | | | 36,966 | 6,500 | X X | | | | | | | | |
| SUNOCO INC 96 | COM | 86764P109 | 408,079 | 14,907 | X | 28-423 | 14811 | | | | | | |
| 9543 300 | | | 626,970 | 22,903 | X X | 28-423 | 13060 | | | | | | |
| | | | 6,187 | 226 | X | | 226 | | | | | | |
| SUNTRUST BKS INC 200 21925 | COM | 867914103 | 9,262,334 | 140,872 | X | 28-423 | 118747 | | | | | | |
| 15806 4260 | | | 4,945,321 | 75,214 | X X | 28-423 | 55148 | | | | | | |
| | | | 2,807,525 | 42,700 | X | 28-BFMG | 42700 | | | | | | |
| 25500 | | | 37,201,350 | 565,800 | X | 28-1115 | 540300 | | | | | | |
| | | | 223,419 | 3,398 | X | PNC-FLA | 3398 | | | | | | |
| 280 | | | 279,766 | 4,255 | X | | 3975 | | | | | | |

| | | | | | | | |
|--------------------------|--------------|-----------|-------------|---------|---|---------|--------|
| | | | 67,657 | 1,029 | X | X | 1029 |
| SUPERIOR ENERGY SVCS INC | COM | 868157108 | 1,954,826 | 309,700 | X | 28-BFMG | 309700 |
| | | | 33,454 | 5,300 | X | | 5300 |
| SUPERVALU INC | COM | 868536103 | 2,417,995 | 109,600 | X | 28-1115 | 800 |
| 108800 | | | | | | | |
| 0 | COLUMN TOTAL | | 167,070,423 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--|------------|-------------------------------------|------------|-------------|---|---------------------|---------|--------------------------------|--|----------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS NUMBER | | VALUE | | PRINCIPAL AMOUNT | | (B) SHARED (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| <S> <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| SUSQUEHANNA BANCSHARES INC PA 12156 | COM | 869099101 | 282,917 | 16,401 | X | X | 28-423 | 4245 | | | | | |
| 11975 | | | 5,578,650 | 323,400 | X | | 28-1115 | 311425 | | | | | |
| 450 | | | 152,559 | 8,844 | X | | | 8394 | | | | | |
| SYNOVUS FINL CORP | COM | 87161C105 | 217,591 | 11,644 | X | | 28-423 | 11644 | | | | | |
| | | | 206,118 | 11,030 | X | X | 28-423 | 11030 | | | | | |
| SYSCO CORP | COM | 871829107 | 12,736,622 | 363,260 | X | | 28-423 | 355760 | | | | | |
| 7500 | | | 1,658,433 | 47,300 | X | X | 28-423 | 29600 | | | | | |
| 17700 | | | 14,025 | 400 | X | | | 400 | | | | | |
| TCW/DW TERM TR 2002 | SH BEN INT | 87234T101 | 102,938 | 10,980 | X | | PNC-FLA | 10980 | | | | | |
| TCW/DW TERM TR 2003 | SH BEN INT | 87234U108 | 168,886 | 18,508 | X | | | 17258 | | | | | |
| 1250 | | | 11,863 | 1,300 | X | X | | | | | | | |
| 1300 | | | | | | | | | | | | | |
| TECO ENERGY INC | COM | 872375100 | 5,582,556 | 264,263 | X | | 28-423 | 254727 | | | | | |
| 3000 6536 | | | 2,911,131 | 137,805 | X | X | 28-423 | 42474 | | | | | |
| 83682 11649 | | | 253,500 | 12,000 | X | X | | 12000 | | | | | |
| TJX COS INC NEW | COM | 872540109 | 1,163,451 | 41,460 | X | | 28-423 | 34467 | | | | | |
| 1442 5551 | | | 10,411 | 371 | X | | | 371 | | | | | |
| | | | 16,837 | 600 | X | X | | 600 | | | | | |
| TNP ENTERPRISES INC | COM | 872594106 | 7,701,739 | 197,800 | X | | 28-1115 | 191100 | | | | | |
| 6700 | | | | | | | | | | | | | |
| TRW INC | COM | 872649108 | 5,437,625 | 109,299 | X | | 28-423 | 104879 | | | | | |
| 2220 2200 | | | 9,601,054 | 192,986 | X | X | 28-423 | 81462 | | | | | |
| 104044 7480 | | | 6,193,875 | 124,500 | X | | 28-1115 | 68300 | | | | | |
| 56200 | | | 363,175 | 7,300 | X | | 28-1332 | 7300 | | | | | |
| | | | 417,900 | 8,400 | X | X | 28-1332 | 8400 | | | | | |
| | | | 194,025 | 3,900 | X | | | 3900 | | | | | |
| | | | 159,200 | 3,200 | X | X | | 3200 | | | | | |
| TALBOTS INC | COM | 874161102 | 441,284 | 9,875 | X | | 28-423 | 9875 | | | | | |
| | | | 8,445,843 | 189,000 | X | | 28-BFMG | 189000 | | | | | |

| | | | | | | | |
|-------------------|--------------|-----------|------------|--------|---|----------|-------|
| TANDY CORP | COM | 875382103 | 578,894 | 11,200 | X | 28-423 | 11200 |
| | | | 728,787 | 14,100 | X | X 28-423 | 9700 |
| 4400 | | | 2,284,565 | 44,200 | X | 28-BFMG | 44200 |
| TECUMSEH PRODS CO | CL A | 878895200 | 476,689 | 9,510 | X | 28-423 | 9510 |
| 0 | COLUMN TOTAL | | 74,093,143 | | | | |
| 0 | | | | | | | |
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| 0 | | | | | | | |

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| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | | ITEM 6: INVESTMENT (B) SHARED (A) SOLE (C) OTH | | ITEM 7: INSTR V | VOTING (A) SOLE <C> |
|--|---------------------------|----------------------------|---------------------------------|---|-----|---|--------|--------------------|---------------------------|
| | | | | <C> | <C> | <C> | <C> | | |
| TEKTRONIX INC 7600 | COM | 879131100 | 6,884,250 | 205,500 | X | 28-1115 | 197900 | <C> | |
| TELEFLEX INC 2500 | COM | 879369106 | 268,172 | 6,800 | X | 28-423 | 4300 | <C> | |
| 5500 | | | 469,300 | 11,900 | X | X 28-423 | 6400 | <C> | |
| | | | 295,778 | 7,500 | X | 28-1332 | 7500 | <C> | |
| TELEFONICA S A 1560 | SPONSORED ADR | 879382208 | 224,640 | 4,680 | X | X 28-423 | 3120 | <C> | |
| | | | 130,896 | 2,727 | X | | 2727 | <C> | |
| TELEFONOS DE MEXICO S A 2000 | SPON ADR ORD L | 879403780 | 269,111 | 3,777 | X | 28-423 | 1777 | <C> | |
| | | | 10,118 | 142 | X | | 142 | <C> | |
| | | | 208,905 | 2,932 | X | X | 2932 | <C> | |
| TELLABS INC 310 2000 | COM | 879664100 | 2,823,961 | 49,598 | X | 28-423 | 47288 | <C> | |
| | | | 22,775 | 400 | X | | 400 | <C> | |
| | | | 136,649 | 2,400 | X | X | 2400 | <C> | |
| TEMPLE INLAND INC 450 | COM | 879868107 | 1,700,863 | 27,883 | X | 28-423 | 27433 | <C> | |
| | | | 32,940 | 540 | X | | 540 | <C> | |
| 430 | | | 144,570 | 2,370 | X | X | 1940 | <C> | |
| TEMPLETON EMERGING MKTS FD INC 9604 | COM | 880191101 | 409,338 | 37,004 | X | 28-423 | 27400 | <C> | |
| | | | 616,142 | 55,699 | X | X 28-423 | 39350 | <C> | |
| 16349 | | | 5,210 | 471 | X | X | 471 | <C> | |
| TEMPLETON EMERG MKTS INCOME FD 1000 | COM | 880192109 | 133,762 | 13,461 | X | X 28-423 | 12461 | <C> | |
| TEMPLETON VIETNAM S-E ASIA FD 47000 | COM | 88022J107 | 405,375 | 47,000 | X | 28-423 | | <C> | |
| | | | 16,388 | 1,900 | X | X | 1900 | <C> | |
| TENFOLD CORP | COM | 88033A103 | 4,960,800 | 187,200 | X | 28-BFMG | 187200 | <C> | |
| | | | 92,750 | 3,500 | X | | 3500 | <C> | |
| TENET HEALTHCARE CORP 4600 | COM | 88033G100 | 403,294 | 22,964 | X | 28-423 | 18364 | <C> | |
| | | | 2,297,110 | 130,800 | X | 28-1115 | 900 | <C> | |
| 129900 | | | | | | | | <C> | |
| TENNECO INC NEW 200 9514 | COM | 88037E101 | 1,169,991 | 68,823 | X | 28-423 | 59109 | <C> | |

| | | | | | | | |
|-------|--------------|------------|--------|---|---|--------|-------|
| 10549 | 2529 | 586,891 | 34,523 | X | X | 28-423 | 21445 |
| 394 | | 214,115 | 12,595 | X | | | 12201 |
| 0 | | 1,547 | 91 | X | X | | 91 |
| 0 | COLUMN TOTAL | 24,935,641 | | | | | |
| 0 | | | | | | | |
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| 0 | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--------------------------------|-----|----------------|------------|-------------|---|-----------|--------|------------------|--|----------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | | |
| ITEM 1: | | ITEM 2: | | FAIR MARKET | | PRINCIPAL | | (B) SHARED | | MANAGERS | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | VALUE | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | NUMBER | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
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| <C> | | | | | | | | | | | | | |
| TERADYNE INC 3000 | COM | 880770102 | 261,414 | 7,416 | X | 28-423 | 4416 | | | | | | |
| | | | 16,708,500 | 474,000 | X | 28-BFMG | 474000 | | | | | | |
| | | | 225,600 | 6,400 | X | X 28-1332 | 6400 | | | | | | |
| | | | 109,275 | 3,100 | X | | 3100 | | | | | | |
| | | | 44,627 | 1,266 | X | X | 600 | | | | | | |
| 666 | | | | | | | | | | | | | |
| TERAYON COMMUNICATION SYS | COM | 880775101 | 298,138 | 6,100 | X | 28-423 | 6100 | | | | | | |
| | | | 273,700 | 5,600 | X | 28-BFMG | 5600 | | | | | | |
| TEREX CORP NEW 11700 | COM | 880779103 | 9,717,750 | 308,500 | X | 28-1115 | 296800 | | | | | | |
| TESORO PETE CORP 16900 | COM | 881609101 | 6,855,750 | 415,500 | X | 28-1115 | 398600 | | | | | | |
| | | | 4,950 | 300 | X | | 300 | | | | | | |
| TEXACO INC 4650 19073 | COM | 881694103 | 21,418,944 | 339,310 | X | 28-423 | 315587 | | | | | | |
| 136712 6250 | | | 16,673,648 | 264,137 | X | X 28-423 | 121175 | | | | | | |
| 31900 | | | 3,042,625 | 48,200 | X | 28-1115 | 16300 | | | | | | |
| 700 | | | 2,633,701 | 41,722 | X | 28-1332 | 41022 | | | | | | |
| 1500 | | | 523,938 | 8,300 | X | X 28-1332 | 6800 | | | | | | |
| | | | 554,743 | 8,788 | X | PNC-FLA | 8788 | | | | | | |
| 100 | | | 56,813 | 900 | X | | 800 | | | | | | |
| | | | 164,125 | 2,600 | X | X | 2600 | | | | | | |
| TEXAS INDS INC | COM | 882491103 | 277,500 | 7,500 | X | X 28-423 | 7500 | | | | | | |
| TEXAS INSTRS INC 2440 10975 | COM | 882508104 | 17,820,532 | 216,663 | X | 28-423 | 203248 | | | | | | |
| 70946 9200 | | | 38,524,584 | 468,384 | X | X 28-423 | 388238 | | | | | | |
| | | | 26,690,125 | 324,500 | X | 28-BFMG | 324500 | | | | | | |
| 7400 | | | 20,122,463 | 244,650 | X | 28-1115 | 237250 | | | | | | |
| | | | 349,234 | 4,246 | X | 28-1332 | 4246 | | | | | | |
| | | | 595,490 | 7,240 | X | PNC-FLA | 7240 | | | | | | |
| | | | 246,750 | 3,000 | X | PNC-MASS | 3000 | | | | | | |
| | | | 131,600 | 1,600 | X | X | 1600 | | | | | | |
| TEXAS UTILS CO 4940 2311 | COM | 882848104 | 2,035,817 | 54,562 | X | 28-423 | 47311 | | | | | | |
| 58236 7800 | | | 3,152,827 | 84,499 | X | X 28-423 | 18463 | | | | | | |
| | | | 56,863 | 1,524 | X | | 1524 | | | | | | |
| | | | 60,371 | 1,618 | X | X | 1618 | | | | | | |

| | | | | | | | |
|----------------------|--------------|-----------|-------------|--------|---|----------|-------|
| TEXTRON INC 20288 | COM | 883203101 | 2,495,808 | 32,256 | X | 28-423 | 11968 |
| 2862 | 1400 | | 1,672,693 | 21,618 | X | X 28-423 | 17356 |
| | | | 158,774 | 2,052 | X | | 2052 |
| | | | 69,638 | 900 | X | X | |
| 900 | | | | | | | |
| 0 | COLUMN TOTAL | | 194,029,310 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|--|-----------|---------------------------|------------|-------------|---|-----------|--------|--------------------|--|------------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | VOTING | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS | | NUMBER | | VALUE | | PRINCIPAL | | (B) SHARED | | (A) SOLE | |
| | | | | | | | | | | (A) SOLE | | (A) SOLE | |
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| THERMO ELECTRON CORP | COM | 883556102 | 209,859 | 15,618 | X | 28-423 | 15618 | | | | | | |
| THOMAS & BETTS CORP 300 | COM | 884315102 | 1,964,214 | 38,514 | X | 28-423 | 38214 | | | | | | |
| 400 | | | 507,552 | 9,952 | X | X 28-423 | 9552 | | | | | | |
| THOMAS INDS INC | COM | 884425109 | 308,560 | 16,512 | X | 28-423 | 16512 | | | | | | |
| | | | 738,510 | 39,520 | X | PNC-FLA | 39520 | | | | | | |
| 3COM CORP 3000 | COM | 885535104 | 1,142,295 | 39,732 | X | 28-423 | 36732 | | | | | | |
| 1880 | 1000 | | 420,613 | 14,630 | X | X 28-423 | 11750 | | | | | | |
| 87900 | | | 2,544,375 | 88,500 | X | 28-1115 | 600 | | | | | | |
| | | | 43,125 | 1,500 | X | | 1500 | | | | | | |
| | | | 64,688 | 2,250 | X | X | 2250 | | | | | | |
| TIFFANY & CO NEW | COM | 886547108 | 8,576,985 | 143,100 | X | 28-BFMG | 143100 | | | | | | |
| TIME WARNER INC 4350 39630 | COM | 887315109 | 11,506,172 | 189,402 | X | 28-423 | 145422 | | | | | | |
| 14786 | 10428 | | 4,914,128 | 80,891 | X | X 28-423 | 55677 | | | | | | |
| 6800 | | | 23,959,800 | 394,400 | X | 28-BFMG | 394400 | | | | | | |
| | | | 13,513,838 | 222,450 | X | 28-1115 | 215650 | | | | | | |
| 225 | 600 | | 614,243 | 10,111 | X | 28-1332 | 9286 | | | | | | |
| 40 | | | 2,113,918 | 34,797 | X | PNC-FLA | 34797 | | | | | | |
| | | | 537,638 | 8,850 | X | PNC-MASS | 8810 | | | | | | |
| 600 | | | 201,386 | 3,315 | X | X | 2715 | | | | | | |
| TIME WARNER TELECOM INC 100 | CL A | 887319101 | 8,011,825 | 383,800 | X | 28-BFMG | 383800 | | | | | | |
| | | | 91,850 | 4,400 | X | | 4300 | | | | | | |
| TIMES MIRROR CO NEW 500 | COM SER A | 887364107 | 335,641 | 5,100 | X | 28-423 | 4600 | | | | | | |
| 2958 | | | 199,081 | 3,025 | X | X | 67 | | | | | | |
| TITAN CORP | COM | 888266103 | 503,125 | 35,000 | X | 28-BFMG | 35000 | | | | | | |
| TOLL BROTHERS INC 25300 | COM | 889478103 | 494,144 | 25,923 | X | 28-423 | 623 | | | | | | |

| | | | | | | | |
|-------------------------------|---------------|-----------|------------|---------|-----|---------|--------|
| TOTAL FINA S A 1400 | SPONSORED ADR | 89151E109 | 222,030 | 3,500 | X | 28-423 | 2100 |
| TOWER AUTOMOTIVE INC 15200 | COM | 891707101 | 7,770,266 | 392,200 | X | 28-1115 | 377000 |
| TOYS R US INC 24440 | COM | 892335100 | 723,165 | 48,211 | X | 28-423 | 23771 |
| 8300 | | | 224,100 | 14,940 | X X | 28-423 | 6640 |
| 3500 | | | 52,500 | 3,500 | X | | |
| 0 | COLUMN TOTAL | | 92,509,626 | | | | |
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| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE (C) <C> |
|--|---------------------------|----------------------------|---|--|--------------------------------|-------------------------------|--|---------------------------------|
| | | | | | (B) SHARED (A) SOLE (C) OTH | (C) OTH | | |
| <S> <C> TRANSKARYOTIC THERAPIES INC | COM | 893735100 | 2,948,206 46,238 | 57,386 900 | X X | 28-BFMG | 57386 900 | <C> <C> |
| TRANSWITCH CORP 51300 | COM | 894065101 | 1,365,150 33,741,150 | 23,950 591,950 | X X | 28-423 28-BFMG | 23950 540650 | <C> <C> |
| TRI CONTL CORP 4700 1567 | COM | 895436103 | 284,661 46,157 | 9,732 1,578 | X X | X 28-423 | 5032 11 | <C> <C> |
| TRICON GLOBAL RESTAURANTS 400 4574 27744 11415 75000 320 | COM | 895953107 | 3,149,570 2,793,009 3,340,459 149,215 139,595 | 76,937 68,227 81,600 3,645 3,410 | X X X X X | 28-423 X 28-423 28-1115 | 71963 29068 6600 3645 3090 | <C> <C> <C> <C> <C> |
| TRIBUNE CO NEW 1400 7400 600 | COM | 896047107 | 268,650 12,253,425 312,132 | 5,400 246,300 6,274 | X X X | X 28-423 28-1115 | 4000 238900 5674 | <C> <C> <C> |
| TRIMERIS INC 110000 | COM | 896263100 | 1,835,570 | 110,000 | X | 28-BFMG | | <C> |
| TROPICAL SPORTSWEAR INTL CORP 11700 200 | COM | 89708P102 | 5,768,163 3,725 74,500 | 309,700 200 4,000 | X X X | 28-1115 | 298000 4000 | <C> <C> <C> |
| TRUE NORTH COMMUNICATIONS INC | COM | 897844106 | 2,546,250 | 70,000 | X | 28-BFMG | 70000 | <C> |
| TRUSTMARK CORP | COM | 898402102 | 204,660 | 9,096 | X | 28-423 | 9096 | <C> |
| TURNER CORP 21060 | COM | 900273103 | 0 0 | 12,000 21,060 | X X | 28-423 X 28-423 | 12000 | <C> <C> |

TUSCARORA INC COM 900902107 213,363 16,900 X 28-423 16900
 0 COLUMN TOTAL 71,620,648
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 0
 0

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 FILE NO. 28-1235
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 OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|-----------------------|----------------|----------------|------------|-------------|-----|-----------|---------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | INVESTMENT | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | | | AMOUNT | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| NAME OF ISSUER | | NUMBER | | | | | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | (A) SOLE (C) OTH | | | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| TYCO INTL LTD NEW | COM | 902124106 | 75,429,391 | 730,551 | X | 28-423 | 644706 | | | | | | |
| 6991 78854 | | | 32,219,163 | 312,050 | X | X 28-423 | 109767 | | | | | | |
| 182659 19624 | | | 19,741,400 | 191,200 | X | 28-BFMG | 191200 | | | | | | |
| 6300 | | | 21,858,025 | 211,700 | X | 28-1115 | 205400 | | | | | | |
| 261 1370 | | | 9,946,176 | 96,331 | X | 28-1332 | 94700 | | | | | | |
| 630 522 | | | 1,810,179 | 17,532 | X | X 28-1332 | 16380 | | | | | | |
| 895 | | | 772,104 | 7,478 | X | PNC-FLA | 7478 | | | | | | |
| | | | 1,467,699 | 14,215 | X | PNC-MASS | 13320 | | | | | | |
| | | | 170,363 | 1,650 | X | X | 1650 | | | | | | |
| UAL CORP | COM PAR \$0.01 | 902549500 | 633,526 | 9,700 | X | 28-1115 | | | | | | | |
| 9700 | | | 35,726 | 547 | X | | 347 | | | | | | |
| 200 | | | | | | | | | | | | | |
| UGI CORP NEW | COM | 902681105 | 470,743 | 20,247 | X | X 28-423 | 10303 | | | | | | |
| 9944 | | | 24,366 | 1,048 | X | | 1048 | | | | | | |
| UICI | COM | 902737105 | 222,389 | 8,700 | X | 28-423 | 8700 | | | | | | |
| | | | 112,473 | 4,400 | X | X | 4400 | | | | | | |
| UST CORP | COM | 902900109 | 5,159,850 | 167,800 | X | 28-1115 | 157200 | | | | | | |
| 10600 | | | 13,499 | 439 | X | | 439 | | | | | | |
| USX MARATHON GROUP | COM NEW | 902905827 | 801,684 | 27,408 | X | 28-423 | 10895 | | | | | | |
| 16513 | | | 264,596 | 9,046 | X | X 28-423 | 4316 | | | | | | |
| 3439 1291 | | | 3,875,625 | 132,500 | X | 28-1115 | 900 | | | | | | |
| 131600 | | | 188,019 | 6,428 | X | | 6428 | | | | | | |
| 500 | | | 14,625 | 500 | X | X | | | | | | | |
| UST INC | COM | 902911106 | 1,716,071 | 56,848 | X | 28-423 | 53573 | | | | | | |
| 3275 | | | 344,132 | 11,400 | X | X 28-423 | 11400 | | | | | | |
| | | | 211,309 | 7,000 | X | X PNC-FLA | 7000 | | | | | | |
| | | | 93,580 | 3,100 | X | | 2100 | | | | | | |
| 1000 | | | 84,524 | 2,800 | X | X | 2800 | | | | | | |
| U S PLASTIC LMBR CORP | COM | 902948108 | 990,000 | 80,000 | X | 28-BFMG | | | | | | | |
| 80000 | | | | | | | | | | | | | |
| US BANCORP DEL | COM | 902973106 | 688,143 | 22,796 | X | 28-423 | 22196 | | | | | | |
| 600 | | | 35,874,231 | 1,188,400 | X | 28-1115 | 1134200 | | | | | | |

| | | | | | | | |
|-----------------------|--------------|-----------|-------------|---------|---|---|----------------|
| 54200 | | | 31,696 | 1,050 | X | | 1050 |
| | | | 191,687 | 6,350 | X | X | 6350 |
| U S CAN CORP 50000 | COM | 90328W105 | 1,021,850 | 50,000 | X | | 28-BFMG |
| | | | 6,526,352 | 319,340 | X | | 28-1115 306740 |
| 12600 | | | | | | | |
| 0 | COLUMN TOTAL | | 223,005,196 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|---|-------------|----------------|------------|-------------|------------|-----------|-----|--------------------|---------|----------|-----|----------|--------|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | VOTING | |
| ITEM 1: | | ITEM 2: | | FAIR MARKET | | PRINCIPAL | | (B) SHARED | | MANAGERS | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | VALUE | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | NUMBER | | VALUE | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| (B) SHARED (C) NONE | | | | | | | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| USEC INC 18900 | COM | 90333E108 | 4,363,425 | 425,700 | 23,575 | 2,300 | X | X | 28-1115 | | | 406800 | |
| 2300 | | | | | | | | | | | | | |
| U S INTERACTIVE INC 60000 | COM | 90334M109 | 1,323,720 | 60,000 | 11,803 | 535 | X | | 28-BFMG | | | 480 | |
| 55 | | | | | | | | | | | | | |
| UTI ENERGY CORP 120000 | COM | 903387108 | 2,332,440 | 120,000 | | | X | | 28-BFMG | | | | |
| ULTIMATE ELECTRS INC 65000 | COM | 903849107 | 1,015,625 | 65,000 | | | X | | 28-BFMG | | | | |
| ULTRAMAR DIAMOND SHAMROCK CORP 19474 | COM | 904000106 | 9,614,444 | 377,037 | 90,219 | 3,538 | X | | 28-1115 | | | 357563 | 3538 |
| UNIFY CORP 125000 | COM | 904743101 | 2,812,500 | 125,000 | | | X | | 28-BFMG | | | | |
| UNILEVER N V 4996 14292 | N Y SHS NEW | 904784709 | 17,309,677 | 254,087 | 27,767,409 | 407,595 | X | X | 28-423 | | | 234799 | 283172 |
| 115765 8658 | | | | | 405,344 | 5,950 | X | X | 28-1332 | | | 2200 | |
| 3750 | | | | | 96,533 | 1,417 | X | | | | | 1417 | |
| UNICOM CORP 100 2000 | COM | 904911104 | 354,595 | 9,600 | 23,804,419 | 644,460 | X | | 28-423 | | | 7500 | 553730 |
| 90730 | | | | | 3,694 | 100 | X | | | | | 100 | |
| 120 | | | | | 4,432 | 120 | X | X | | | | | |
| UNION CARBIDE CORP 5292 490 | COM | 905581104 | 555,224 | 9,773 | 373,937 | 6,582 | X | X | 28-423 | | | 9773 | 800 |
| | | | | | 39,768 | 700 | X | | | | | 700 | |
| | | | | | 17,044 | 300 | X | X | | | | 300 | |
| UNION PAC CORP 350 4956 | COM | 907818108 | 11,397,759 | 237,147 | 8,126,852 | 169,091 | X | X | 28-423 | | | 231841 | 79076 |
| 74811 15204 | | | | | 461,395 | 9,600 | X | | 28-1332 | | | 9600 | |

| | | | | | | | |
|-------------------------|--------------|-----------|-------------|---------|---|----------|--------|
| | | | 129,767 | 2,700 | X | | 2700 |
| | | | 263,860 | 5,490 | X | X | 5090 |
| 400 | | | | | | | |
| UNION PAC RES GROUP INC | COM | 907834105 | 1,908,384 | 117,439 | X | 28-423 | 110352 |
| 7087 | | | 1,596,075 | 98,220 | X | X 28-423 | 47460 |
| 43993 | 6767 | | 214,630 | 13,208 | X | 28-1332 | 13208 |
| | | | 27,511 | 1,693 | X | | 1693 |
| | | | 47,271 | 2,909 | X | X | 2571 |
| 338 | | | | | | | |
| 0 | COLUMN TOTAL | | 116,493,331 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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PAGE 108 OF 116 FORM 13F NAME OF REPORTING MANAGER-PNC BANK CORP. AS
OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|-------------------------------|---------|----------------|------------|-------------|-----|-----------|--------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | INSTR V | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | | | | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| UNION PLANTERS CORP | COM | 908068109 | 254,891 | 6,255 | X | 28-423 | 6255 | | | | | | |
| | | | 51,671 | 1,268 | X | | 1268 | | | | | | |
| UNIONBANCAL CORP | COM | 908906100 | 3,407,500 | 94,000 | X | 28-1115 | 600 | | | | | | |
| 93400 | | | | | | | | | | | | | |
| UNISYS CORP | COM | 909214108 | 265,606 | 5,886 | X | 28-423 | 5280 | | | | | | |
| 606 | | | 878,313 | 19,464 | X | X 28-423 | 18600 | | | | | | |
| 864 | | | 3,163,263 | 70,100 | X | 28-1115 | 500 | | | | | | |
| 69600 | | | | | | | | | | | | | |
| UNITED BANKSHARES INC WEST VA | COM | 909907107 | 563,163 | 23,164 | X | 28-423 | 23164 | | | | | | |
| | | | 29,952 | 1,232 | X | X | 1232 | | | | | | |
| UNITED DOMINION REALTY TR INC | COM | 910197102 | 251,708 | 22,500 | X | X 28-423 | 2800 | | | | | | |
| 19700 | | | 41,392 | 3,700 | X | | 3700 | | | | | | |
| UNITED HEALTHCARE CORP | COM | 910581107 | 4,084,742 | 83,898 | X | 28-423 | 61798 | | | | | | |
| 22100 | | | 703,625 | 14,452 | X | X 28-423 | 5802 | | | | | | |
| 8650 | | | 3,885,223 | 79,800 | X | 28-BFMG | 79800 | | | | | | |
| | | | 16,913,864 | 347,400 | X | 28-1115 | 328200 | | | | | | |
| 19200 | | | 175,273 | 3,600 | X | | 3600 | | | | | | |
| | | | 19,475 | 400 | X | X | 400 | | | | | | |
| UNITED NATL BANCORP N J | COM | 910909100 | 227,222 | 9,773 | X | X 28-423 | 7573 | | | | | | |
| 2200 | | | 130,851 | 5,628 | X | | 4696 | | | | | | |
| 932 | | | | | | | | | | | | | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 9,860,000 | 145,000 | X | 28-BFMG | 145000 | | | | | | |
| U S INDS INC NEW | COM | 912080108 | 372,204 | 23,632 | X | X 28-423 | 3520 | | | | | | |
| 20112 | | | 5,040 | 320 | X | | 320 | | | | | | |
| U S OFFICE PRODS CO | COM NEW | 912325305 | 35,000 | 10,000 | X | 28-423 | 10000 | | | | | | |
| U S WEST INC NEW | COM | 91273H101 | 17,863,944 | 313,062 | X | 28-423 | 271333 | | | | | | |
| 21820 | 19909 | | 17,484,196 | 306,407 | X | X 28-423 | 87831 | | | | | | |

| | | | | | | | | |
|-----------------|-------|--------------|-----------|-------------|---------|---|-----------|--------|
| 207531 | 11045 | | | 47,883,577 | 839,150 | X | 28-1115 | 806450 |
| 32700 | | | | 684,002 | 11,987 | X | 28-1332 | 11887 |
| 100 | | | | 363,371 | 6,368 | X | X 28-1332 | 1839 |
| 4429 | 100 | | | 381,574 | 6,687 | X | PNC-FLA | 6687 |
| | | | | 293,413 | 5,142 | X | X PNC-FLA | 5142 |
| | | | | 22,939 | 402 | X | | 402 |
| U S TR CORP NEW | | COM | 91288L105 | 306,229 | 3,810 | X | X 28-423 | 3810 |
| | | | | 128,600 | 1,600 | X | | 1600 |
| 0 | | COLUMN TOTAL | | 130,731,823 | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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FILE NO. 28-1235
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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|---|------|----------------|------------|-------------|-----|-----------|--------|------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | | |
| ITEM 1: | | ITEM 2: | | VALUE | | PRINCIPAL | | (B) SHARED | | | | (A) SOLE | |
| (SHARES) | | TITLE OF CLASS | | NUMBER | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| NAME OF ISSUER | | | | | | | | | | | | | |
| (B) SHARED (C) NONE | | | | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| UNITED STATIONERS INC 12700 | COM | 913004107 | 6,966,893 | 326,900 | X | 28-1115 | 314200 | | | | | | |
| UNITED TECHNOLOGIES CORP 5000 165360 | COM | 913017109 | 60,926,769 | 1,027,225 | X | 28-423 | 856865 | | | | | | |
| 63494 13107 | | | 25,115,607 | 423,449 | X | X 28-423 | 346848 | | | | | | |
| 3400 | | | 21,684,467 | 365,600 | X | 28-BFMG | 365600 | | | | | | |
| 1850 | | | 6,678,531 | 112,600 | X | 28-1115 | 109200 | | | | | | |
| 4570 | | | 12,543,005 | 211,475 | X | 28-1332 | 209625 | | | | | | |
| 700 | | | 499,526 | 8,422 | X | PNC-FLA | 8422 | | | | | | |
| | | | 2,137,308 | 36,035 | X | PNC-MASS | 31465 | | | | | | |
| | | | 205,220 | 3,460 | X | X | 2760 | | | | | | |
| UNITED THERAPEUTICS CORP DEL 145000 | COM | 91307C102 | 4,186,875 | 145,000 | X | 28-BFMG | | | | | | | |
| UNITED WTR RES INC 843 1000 | COM | 913190104 | 228,016 | 6,989 | X | 28-423 | 6989 | | | | | | |
| | | | 235,194 | 7,209 | X | X 28-423 | 5366 | | | | | | |
| UNITIL CORP | COM | 913259107 | 541,453 | 22,271 | X | 28-423 | 22271 | | | | | | |
| UNITRIN INC | COM | 913275103 | 510,825 | 14,700 | X | 28-423 | 14700 | | | | | | |
| UNIVERSAL ELECTRS INC 27500 | COM | 913483103 | 635,938 | 27,500 | X | 28-BFMG | | | | | | | |
| UNIVISION COMMUNICATIONS INC | CL A | 914906102 | 6,143,813 | 75,500 | X | 28-BFMG | 75500 | | | | | | |
| | | | 10,172 | 125 | X | | 125 | | | | | | |
| UNOCAL CORP 340 | COM | 915289102 | 1,357,359 | 36,624 | X | 28-423 | 36284 | | | | | | |
| 14744 732 | | | 865,546 | 23,354 | X | X 28-423 | 7878 | | | | | | |
| 127200 | | | 34,137,808 | 921,100 | X | 28-1115 | 793900 | | | | | | |
| | | | 42,918 | 1,158 | X | | 1158 | | | | | | |
| UNUMPROVIDENT CORP 1992 | COM | 91529Y106 | 915,873 | 31,113 | X | 28-423 | 29121 | | | | | | |

| | | | | | | | |
|-------------------------------------|------|--------------|-------------|------------|---|----------|--------|
| 52132 | | | 1,544,795 | 52,478 | X | 28-1115 | 346 |
| 50 | | | 365,961 | 12,432 | X | PNC-MASS | 12382 |
| 1544 | | | 294 | 10 | X | | 10 |
| | | | 115,687 | 3,930 | X | X | 2386 |
| V F CORP 168 | COM | 918204108 | 897,946 | 28,966 | X | 28-423 | 28798 |
| 22930322 | 2000 | | 712,250,482 | 22,975,822 | X | X 28-423 | 43500 |
| | | | 43,400 | 1,400 | X | | 1400 |
| VALASSIS COMMUNICATIONS INC 5700 | COM | 918866104 | 250,441 | 5,700 | X | 28-423 | |
| 9600 | | | 10,656,919 | 242,550 | X | 28-1115 | 232950 |
| 450 | | | 19,772 | 450 | X | X | |
| 0 | | COLUMN TOTAL | 912,714,813 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|--|-----|---------------------------|-----------|-------------|---|-----------|--------|-----------------------|--|--------------------------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS | | NUMBER | | VALUE | | AMOUNT | | (A) SOLE (C) OTH INSTR V | | (A) SOLE | |
| <S> <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| VALERO ENERGY CORP NEW 10800 | COM | 91913Y100 | 5,445,825 | 282,900 | X | 28-1115 | 272100 | | | | | | |
| 800 | | | 15,400 | 800 | X | | | | | | | | |
| VAN KAMPEN PA QUALITY MUN TR 25595 | COM | 920924107 | 723,186 | 47,230 | X | 28-423 | 21635 | | | | | | |
| 10641 | | | 567,172 | 37,041 | X | X 28-423 | 26400 | | | | | | |
| | | | 15,312 | 1,000 | X | X | 1000 | | | | | | |
| VAN KAMPEN TR INSD MUNS 3100 | COM | 920928108 | 201,828 | 13,344 | X | 28-423 | 10244 | | | | | | |
| VAN KAMPEN TR INVT GRADE PA 3500 | COM | 920934106 | 382,646 | 23,730 | X | 28-423 | 20230 | | | | | | |
| 208 | | | 121,615 | 7,542 | X | X | 7334 | | | | | | |
| VAN KAMPEN PA VALUE MUN INCOME 1000 | COM | 92112T108 | 130,884 | 10,068 | X | 28-423 | 10068 | | | | | | |
| | | | 13,000 | 1,000 | X | X | | | | | | | |
| VENATOR GROUP INC 230900 | COM | 922944103 | 1,985,870 | 231,940 | X | X 28-423 | 1040 | | | | | | |
| 28100 | | | 6,230,567 | 727,700 | X | 28-1115 | 699600 | | | | | | |
| | | | 35,960 | 4,200 | X | | 4200 | | | | | | |
| VERITY INC 60000 | COM | 92343C106 | 4,128,720 | 60,000 | X | 28-BFMG | | | | | | | |
| VERISIGN INC | COM | 92343E102 | 4,398,450 | 41,300 | X | 28-BFMG | 41300 | | | | | | |
| 500 | | | 101,175 | 950 | X | | 450 | | | | | | |
| 300 | | | 31,950 | 300 | X | X | | | | | | | |

| | | | | | | | |
|---------------------------|--------------|-----------|-------------------------|-------------------|--------|-------------------|-----------------|
| VERITAS SOFTWARE CO | COM | 923436109 | 1,136,321 74,188,475 | 14,964 976,974 | X X | 28-423 28-BFMG | 14964 976974 |
| VIAD CORP 3388 | COM | 92552R109 | 349,929 29,500 | 11,862 1,000 | X X | 28-423 | 8474 1000 |
| VIACOM INC 1380 150 | CL A | 925524100 | 216,683 64,875 | 5,010 1,500 | X X | 28-423 X | 3630 1350 |
| VIACOM INC 62 | CL B | 925524308 | 669,916 87,120 | 15,856 2,062 | X X | 28-423 X | 15856 2000 |
| VIANT CORP 50000 | COM | 92553N107 | 2,418,750 | 50,000 | X | 28-BFMG | |
| VIGNETTE CORP | COM | 926734104 | 2,334,900 126,700 | 25,800 1,400 | X X | 28-BFMG | 25800 1400 |
| 0 | COLUMN TOTAL | | 106,152,729 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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FILE NO. 28-1235
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OF 09/30/99

| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT DISCRETION (B) SHARED (A) SOLE (C) OTH | ITEM 7: MANAGERS INSTR V | VOTING (A) SOLE (C) |
|--|---------------------------|----------------------------|--|---|---|---|--|
| VISHAY INTERTECHNOLOGY INC 1525 161856 | COM | 928298108 | 472,625 3,871,226 | 19,900 162,999 | X X | 28-423 28-1115 | 18375 1143 |
| VISX INC DEL 800 6400 | COM | 928444S105 | 232,220 506,202 23,728 | 2,936 6,400 300 | X X X | 28-423 X X 28-423 | 2136 300 |
| VISUAL NETWORKS INC 145 | COM | 928444108 | 252,288 8,474,669 59,242 | 5,945 199,700 1,396 | X X X | 28-423 28-BFMG X X | 5800 199700 1396 |
| VITESSE SEMICONDUCTOR CORP 1300 | COM | 928497106 | 865,190 213,438 37,199,937 | 10,134 2,500 435,724 | X X X | 28-423 X X 28-423 28-BFMG | 8834 2500 435724 |
| VLASIC FOODS INTL INC 146906 192 100 | COM | 928559103 | 1,130,995 61,982 971 | 163,038 8,935 140 | X X X | X X 28-423 X X 28-423 | 15940 8835 140 |
| VODAFONE AIRTOUCH PLC 2620 24845 33089 2086 530 175 | SPONSORED ADR | 92857T107 | 53,996,116 16,156,777 25,486,800 2,838,022 295,999 | 227,113 67,957 107,200 11,937 1,245 | X X X X X | 28-423 X X 28-423 28-BFMG 28-1332 X X 28-1332 | 199648 32782 107200 11407 1070 |
| | | | 2,398,184 | 10,087 | X | PNC-FLA | 10087 |

| | | | | | | | |
|---------------------------|---------------|-----------|-------------|---------|---|----------|--------|
| 15 | | | 1,281,235 | 5,389 | X | PNC-MASS | 5374 |
| | | | 178,313 | 750 | X | X | 750 |
| VOICESTREAM WIRELESS CORP | COM | 928615103 | 246,876 | 4,000 | X | 28-423 | 4000 |
| | | | 9,504,726 | 154,000 | X | 28-BFMG | 154000 |
| VULCAN INTL CORP | COM | 929136109 | 1,177,710 | 42,440 | X | 28-423 | 42440 |
| | | | 128,594 | 4,634 | X | X | 4634 |
| WMX TECHNOLOGIES INC | SUB NTS CV 2% | 92929QAF4 | 2,700,000 | 24,000 | X | X 28-423 | 24000 |
| WPS RESOURCES CORP | COM | 92931B106 | 85,140 | 3,034 | X | | 3034 |
| | | | 211,082 | 7,522 | X | X | 5822 |
| 1700 | | | | | | | |
| 0 | COLUMN TOTAL | | 170,050,287 | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |
| 0 | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--|-----|-------------------------------------|-------------|-------------|-----|---------------------|---------|--------------------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS NUMBER | | VALUE | | PRINCIPAL AMOUNT | | (B) SHARED (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| WACHOVIA CORP 800 4325 | COM | 929771103 | 11,449,215 | 145,618 | X | 28-423 | 140493 | | | | | | |
| 85688 | | | 8,791,219 | 111,812 | X | X 28-423 | 26124 | | | | | | |
| 4400 | | | 1,159,719 | 14,750 | X | 28-1332 | 14750 | | | | | | |
| | | | 1,375,938 | 17,500 | X | X 28-1332 | 13100 | | | | | | |
| | | | 98,281 | 1,250 | X | | 1250 | | | | | | |
| | | | 31,450 | 400 | X | X | 400 | | | | | | |
| WAL MART STORES INC 24540 410936 | COM | 931142103 | 178,796,830 | 3,759,237 | X | 28-423 | 3323761 | | | | | | |
| 370726 85894 | | | 114,064,473 | 2,398,227 | X | X 28-423 | 1941607 | | | | | | |
| 25100 | | | 40,641,729 | 854,500 | X | 28-BFMG | 854500 | | | | | | |
| 7580 | | | 40,070,985 | 842,500 | X | 28-1115 | 817400 | | | | | | |
| 300 | | | 10,457,172 | 219,864 | X | 28-1332 | 212284 | | | | | | |
| 11630 | | | 1,902,718 | 40,005 | X | PNC-FLA | 40005 | | | | | | |
| 1100 200 | | | 1,022,583 | 21,500 | X | X PNC-FLA | 21200 | | | | | | |
| | | | 5,711,578 | 120,087 | X | PNC-MASS | 108457 | | | | | | |
| | | | 136,598 | 2,872 | X | X | 1572 | | | | | | |
| WALGREEN CO 32550 | COM | 931422109 | 13,319,388 | 524,902 | X | 28-423 | 492352 | | | | | | |
| 39898 10600 | | | 22,149,787 | 872,898 | X | X 28-423 | 822400 | | | | | | |
| 12490 | | | 12,820,465 | 505,240 | X | 28-1332 | 505240 | | | | | | |
| | | | 1,783,101 | 70,270 | X | PNC-MASS | 57780 | | | | | | |
| | | | 147,175 | 5,800 | X | | 5800 | | | | | | |
| | | | 144,638 | 5,700 | X | X | 5700 | | | | | | |
| WARNER LAMBERT CO 19746 29892 | COM | 934488107 | 49,060,683 | 739,144 | X | 28-423 | 689506 | | | | | | |
| 417366 54038 | | | 64,361,382 | 969,663 | X | X 28-423 | 498259 | | | | | | |
| | | | 16,832,700 | 253,600 | X | 28-BFMG | 253600 | | | | | | |
| | | | 16,042,838 | 241,700 | X | 28-1115 | 234500 | | | | | | |

| | | | | | | | | |
|------------------------------|--------------|-----------|--|-------------|---------|---|-----------|--------|
| 7200 | | | | 7,366,165 | 110,978 | X | 28-1332 | 110428 |
| 550 | | | | 1,818,675 | 27,400 | X | X 28-1332 | 27400 |
| | | | | 282,758 | 4,260 | X | | 4260 |
| | | | | 192,488 | 2,900 | X | X | 2900 |
| WASHINGTON GAS LT CO 8800 | COM | 938837101 | | 6,561,538 | 241,900 | X | 28-1115 | 233100 |
| | | | | 103,075 | 3,800 | X | | 1800 |
| 2000 | | | | 192,371 | 7,092 | X | X | 6092 |
| 1000 | | | | | | | | |
| 0 | COLUMN TOTAL | | | 628,889,715 | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| OF 09/30/99 | | | | | | | | | |
| ITEM 8: | | | | | | | | | |
| ITEM 5: ITEM 6: INVESTMENT | | | | | | | | | |
| ITEM 7: VOTING | | | | | | | | | |
| AUTHORITY | | | | | | | | | |
| ITEM 1: ITEM 2: ITEM 3: ITEM 4: SHARES OR DISCRETION ITEM 7: VOTING | | | | | | | | | |
| (SHARES) | | | | | | | | | |
| NAME OF ISSUER TITLE OF CLASS CUSIP FAIR MARKET PRINCIPAL (B) SHARED MANAGERS | | | | | | | | | |
| (B) SHARED (C) NONE (A) SOLE (C) OTH INSTR V (A) SOLE | | | | | | | | | |
| <S> <C> <C> <C> <C> <C> <C> <C> <C> <C> | | | | | | | | | |
| <C> | | | | | | | | | |
| WASHINGTON MUT INC 3770 180158 | COM | 939322103 | 27,997,193 | 957,169 | X | 28-423 | | 773241 | |
| 53673 14566 | | | 3,747,773 | 128,129 | X | X 28-423 | | 59890 | |
| 39150 | | | 2,650,050 | 90,600 | X | 28-BFMG | | 90600 | |
| 2770 | | | 26,291,363 | 898,850 | X | 28-1115 | | 859700 | |
| 2830 | | | 1,212,764 | 41,462 | X | 28-1332 | | 38692 | |
| 700 | | | 1,265,794 | 43,275 | X | PNC-MASS | | 40445 | |
| WASTE MGMT INC DEL 1449 3637 | COM | 94106L109 | 887,714 | 46,115 | X | 28-423 | | 41029 | |
| 4724 | | | 334,873 | 17,396 | X | X 28-423 | | 12672 | |
| WATERS CORP | COM | 941848103 | 3,972,867 | 65,600 | X | 28-BFMG | | 65600 | |
| 1691 | | | 24,225 | 400 | X | | | 400 | |
| WATSON PHARMACEUTICALS INC 62200 | COM | 942683103 | 1,900,956 | 62,200 | X | 28-1115 | | | |
| | | | 79,186 | 2,591 | X | | | 900 | |
| | | | 3,637 | 119 | X | X | | 119 | |
| WEATHERFORD INTL INC 642 12000 | COM | 947074100 | 404,544 | 12,642 | X | X 28-423 | | | |
| WEBSTER FINL CORP CONN 10500 | COM | 947890109 | 7,015,050 | 275,100 | X | 28-1115 | | 264600 | |
| WELLMAN INC 17200 | COM | 949702104 | 8,191,117 | 453,500 | X | 28-1115 | | 436300 | |
| WELLPOINT HEALTH NETWORK NEW 22100 | COM | 94973H108 | 1,265,400 | 22,200 | X | 28-1115 | | 100 | |
| | | | 6,441 | 113 | X | | | 113 | |
| WELLS FARGO & CO NEW 2100 40150 | COM | 949746101 | 29,260,685 | 738,440 | X | 28-423 | | 696190 | |

| | | | | | | | | | |
|--------------------------|-------|--------------|-----------|-------------|-----------|---|---|----------|---------|
| 207300 | 11600 | | | 15,784,104 | 398,337 | X | X | 28-423 | 179437 |
| 67700 | | | | 60,903,625 | 1,537,000 | X | | 28-1115 | 1469300 |
| 600 | 300 | | | 411,466 | 10,384 | X | | 28-1332 | 10384 |
| | | | | 273,413 | 6,900 | X | X | 28-1332 | 6000 |
| | | | | 890,295 | 22,468 | X | | PNC-FLA | 22468 |
| | | | | 427,950 | 10,800 | X | X | PNC-FLA | 10800 |
| | | | | 250,906 | 6,332 | X | | PNC-MASS | 6332 |
| | | | | 3,963 | 100 | X | X | | 100 |
| WENDYS INTL INC 93000 | | COM | 950590109 | 2,480,400 | 93,600 | X | | 28-1115 | 600 |
| | | | | 113,738 | 4,292 | X | | | 4292 |
| | | | | 33,125 | 1,250 | X | X | | 1250 |
| 0 | | COLUMN TOTAL | | 198,314,025 | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |
| 0 | | | | | | | | | |

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OF 09/30/99

| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: INVESTMENT | | ITEM 7: | | VOTING | |
|---|------|---------------------------|-----------|-------------|---------|-----------|---|-----------------------|--|----------|--|----------|--|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) | | ITEM 2: TITLE OF CLASS | | VALUE | | PRINCIPAL | | (B) SHARED | | (A) SOLE | | (A) SOLE | |
| NAME OF ISSUER (B) SHARED (C) NONE | | NUMBER | | | | AMOUNT | | (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| <S> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| <C> | | <C> | | <C> | | <C> | | <C> | | <C> | | <C> | |
| WESBANCO INC | | COM | 950810101 | 2,153,093 | 84,435 | X | | 28-423 | | | | 84435 | |
| | | | | 497,250 | 19,500 | X | X | 28-423 | | | | 19500 | |
| WESTELL TECHNOLOGIES INC | | CL A | 957541105 | 124,313 | 15,300 | X | | 28-423 | | | | 15300 | |
| | | | | 2,313,188 | 284,700 | X | | 28-BFMG | | | | 284700 | |
| WESTERN WIRELESS CORP | | CL A | 95988E204 | 11,610,112 | 258,900 | X | | 28-BFMG | | | | 258900 | |
| | | | | 179,376 | 4,000 | X | | | | | | 4000 | |
| WESTINGHOUSE AIR BRAKE CO NEW 118221 | | COM | 960386100 | 6,329,076 | 348,000 | X | | 28-423 | | | | 229779 | |
| | | | | 3,517,366 | 193,400 | X | X | 28-423 | | | | 101400 | |
| 92000 | | | | 727,480 | 40,000 | X | | 28-1332 | | | | 40000 | |
| WESTVACO CORP | | COM | 961548104 | 339,147 | 13,235 | X | | 28-423 | | | | 13235 | |
| | | | | 242,797 | 9,475 | X | X | 28-423 | | | | 3030 | |
| 4045 | 2400 | | | | | | | | | | | | |
| WESTWOOD ONE INC | | COM | 961815107 | 7,220,000 | 160,000 | X | | 28-BFMG | | | | 160000 | |
| | | | | 67,688 | 1,500 | X | X | | | | | 1500 | |
| WEYERHAEUSER CO 271 | 1418 | COM | 962166104 | 1,354,591 | 23,507 | X | | 28-423 | | | | 21818 | |
| | | | | 1,226,548 | 21,285 | X | X | 28-423 | | | | 10938 | |
| 9937 | 410 | | | 158,469 | 2,750 | X | X | | | | | 2600 | |
| 150 | | | | | | | | | | | | | |
| WHIRLPOOL CORP 43900 | | COM | 963320106 | 2,886,790 | 44,200 | X | | 28-1115 | | | | 300 | |
| | | | | 193,258 | 2,959 | X | | | | | | 2959 | |
| | | | | 52,250 | 800 | X | X | | | | | 800 | |
| WHITEHALL JEWELLERS INC 35000 | | COM | 965063100 | 1,006,250 | 35,000 | X | | 28-BFMG | | | | | |
| WHITMAN CORP NEW | | COM | 96647R107 | 365,228 | 25,630 | X | | 28-423 | | | | 25630 | |
| | | | | 35,255 | 2,474 | X | X | | | | | 400 | |
| 2074 | | | | | | | | | | | | | |
| WILLAMETTE INDS INC | | COM | 969133107 | 483,000 | 11,200 | X | | 28-423 | | | | 10700 | |

| | | | | | | | | |
|------------------------------|--------------|-----------|------------|--------|---|---|----------|-------|
| 500 | | | 194,063 | 4,500 | X | X | | 800 |
| 3700 | | | | | | | | |
| WILLIAMS COS INC DEL 6050 | COM | 969457100 | 1,368,609 | 36,375 | X | | 28-423 | 30325 |
| | | | 1,435,243 | 38,146 | X | X | 28-423 | 10086 |
| 27560 | 500 | | 338,625 | 9,000 | X | | PNC-MASS | 1000 |
| 8000 | | | | | | | | |
| | | | 37,211 | 989 | X | | | 989 |
| 0 | COLUMN TOTAL | | 46,456,276 | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |
| 0 | | | | | | | | |

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| ITEM 8: | | ITEM 3: | | ITEM 4: | | ITEM 5: | | ITEM 6: | | ITEM 7: | | VOTING | |
|--|-------|-------------------------------------|---|---------------------------------|------------------|---------------------|--------------------|--------------------------------|-----|----------|-----|----------|-----|
| AUTHORITY | | CUSIP | | FAIR MARKET | | SHARES OR | | DISCRETION | | MANAGERS | | (A) SOLE | |
| ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | | ITEM 2: TITLE OF CLASS NUMBER | | VALUE | | PRINCIPAL AMOUNT | | (B) SHARED (A) SOLE (C) OTH | | INSTR V | | (A) SOLE | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| WILMINGTON TRUST CORP 800 | COM | 971807102 | 285,739 | 5,884 | X | | 28-423 | 5084 | | | | | |
| 20480 | 12200 | | 1,820,104 | 37,480 | X | X | 28-423 | 4800 | | | | | |
| 200 | | | 7,622,389 | 156,962 | X | | 28-1332 | 156762 | | | | | |
| 2872 | 1200 | | 3,627,484 | 74,698 | X | X | 28-1332 | 70626 | | | | | |
| WINN DIXIE STORES INC 664 | COM | 974280109 | 197,122 | 6,640 | X | | | 5976 | | | | | |
| 620 | | | 207,334 | 6,984 | X | X | | 6364 | | | | | |
| WINSTAR COMMUNICATIONS INC | COM | 975515107 | 16,738,067 156,248 | 428,500 4,000 | X X | | 28-BFMG | 428500 4000 | | | | | |
| WISCONSIN ENERGY CORP 300 | COM | 976657106 | 870,380 | 37,137 | X | | 28-423 | 34187 | | | | | |
| 12770 | 1200 | | 716,258 | 30,561 | X | X | 28-423 | 16591 | | | | | |
| | | | 42,187 | 1,800 | X | | | 1800 | | | | | |
| | | | 48,046 | 2,050 | X | X | | 2050 | | | | | |
| WOLVERINE TUBE INC 10400 | COM | 978093102 | 3,523,150 | 227,300 | X | | 28-1115 | 216900 | | | | | |
| WORTHINGTON INDS INC | COM | 981811102 | 580,550 76,500 | 34,150 4,500 | X X | | 28-423 | 34150 | | | | | |
| 4500 | | | | | | | | | | | | | |
| WRIGLEY WM JR CO 850 | COM | 982526105 | 580,085 | 8,430 | X | | 28-423 | 7580 | | | | | |
| 1500 | | | 867,031 | 12,600 | X | X | 28-423 | 11100 | | | | | |
| | | | 877,766 | 12,756 | X | | 28-1332 | 12756 | | | | | |
| | | | 123,862 | 1,800 | X | | | 1800 | | | | | |
| | | | 48,168 | 700 | X | X | | 700 | | | | | |
| WYNDHAM INTL INC | CL A | 983101106 | 248,745 171,071 6,069 | 94,760 65,170 2,312 | X X X | | 28-423 28-1115 | 94760 65170 2312 | | | | | |
| XILINX INC | COM | 983919101 | 5,131,077 393,186 15,072 104,850 | 78,300 6,000 230 1,600 | X X X X | X | 28-BFMG 28-1332 | 78300 6000 230 1600 | | | | | |

0 COLUMN TOTAL 45,078,540
 0
 0
 0

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| ITEM 8: AUTHORITY ITEM 1: (SHARES) NAME OF ISSUER (B) SHARED (C) NONE | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INVESTMENT | | ITEM 7: MANAGERS | VOTING (A) SOLE |
|--|---------------------------|----------------------------|---|--|--|---|--|--------------------|
| | | | | | (B) SHARED | (C) OTH INSTR V | | |
| <S> <C> XEROX CORP 6000 115874 99498 13000 51800 400 600 | COM | 984121103 | 32,700,837 8,193,903 4,885,661 49,043,225 456,904 613,329 88,487 221,847 | 779,761 195,386 116,500 1,169,450 10,895 14,625 2,110 5,290 | X X X X X X X X X X | <C> <C> 28-423 28-423 28-BFMG 28-1115 28-1332 PNC-FLA PNC-FLA | <C> <C> 657887 82888 116500 1117650 10495 14625 2110 4690 | <C> <C> |
| YAHOO INC 100 1161 2750 100 | COM | 984332106 | 1,496,671 646,200 198,348 | 8,338 3,600 1,105 | X X X X | 28-423 28-423 | 7077 750 1105 | |
| ZARING NATL CORP | COM | 989136106 | 262,500 | 50,000 | X | 28-423 | 50000 | |
| ZORAN CORP 60000 | COM | 98975F101 | 1,627,500 | 60,000 | X | 28-BFMG | | |
| ZOLL MED CORP 0 0 0 0 | COM | 989922109 | 535,425 100,970,837 34,659,376,902 | 17,700 | X | PNC-FLA | 17700 | |
| COLUMN TOTAL GRANDTOTAL | | | | | | | | |

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 OF 09/30/99

| 0 ENTITY TOTALS | FAIR MARKET | ENTITY |
|-----------------|----------------|----------|
| <S> <C> <C> <C> | | <C> |
| 401,981,927 | 21,792,178,710 | 28-423 |
| 104,947,816 | 5,721,737,342 | 28-BFMG |
| 136,067,454 | 5,440,931,031 | 28-1115 |
| 22,206,102 | 1,263,135,213 | 28-1332 |
| 4,433,793 | 241,545,631 | PNC-FLA |
| 3,614,259 | 199,849,001 | PNC-MASS |
| 0 GRAND TOTALS | 34,659,376,928 | |
| 673,251,351 | | |

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