

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

OMB No 1545 0052

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

2002

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

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

Use the IRS label Otherwise, print or type See Specific Instructions

Name of organization
J HOWARD PEW FREEDOM TRUST
THE GLENMEDE TRUST COMPANY, N A 0049-02-1-4

Employer identification number
23-6234671

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1650 MARKET STREET, SUITE 1200

Telephone number (see page 10 of the instructions)
(215) 419-6000

City or town, state, and ZIP code
PHILADELPHIA, PA 19103-7391

C If exemption application is pending check here
D 1 Foreign organizations check here
2 Foreign organizations meeting the 85% test check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A) check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) 513,931,449

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch. B				
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments	259,435	255,127	N/A	
4 Dividends and interest from securities	12,219,516	12,459,341		
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10	-12,745,532			
b Gross sales price for all assets on line 6a	182,070,796			
7 Capital gain net income (from Part IV, line 2)		-0-		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,826,695	610,227		
12 Total Add lines 1 through 11	2,560,114	13,324,695		
13 Compensation of officers, directors, trustees, etc.	1,639,152	1,483,642		155,510
14 Other employee salaries and wages				
15 Pension plans, employee benefits	28,139			28,139
16a Legal fees (attach schedule)	4,226	NONE	NONE	4,226
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	73,161	73,161		
17 Interest				
18 Taxes (attach schedule) (see page 13 of the instructions)	43,981			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	3,002,854			3,002,854
24 Total operating and administrative expenses	4,791,513	1,556,803	NONE	3,190,729
25 Contributions, gifts, grants, etc.	32,519,689			32,574,013
26 Total expenses and disbursements. Add lines 24 and 25	37,311,202	1,556,803	NONE	35,764,742
27 Subtotal from line 12	-34,751,088			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		11,767,892		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	340,111	211,455	211,455
	2	Savings and temporary cash investments	8,147,080	17,504,393	17,504,393
	3	Accounts receivable UNSETTLED TRADE			
		Less allowance for doubtful accounts	41,595	104,038	104,038
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	583,916,156	545,889,645	496,111,563	
14	Land buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	592,444,942	563,709,531	513,931,449	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers directors, trustees and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe UNSETTLED TRADE)	95,587	6,030,524	
23	Total liabilities (add lines 17 through 22)	95,587	6,030,524		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	589,284,710	556,454,312	
	28	Paid in or capital surplus or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,064,645	1,224,695		
30	Total net assets or fund balances (see page 16 of the instructions)	592,349,355	557,679,007		
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)	592,444,942	563,709,531		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	592,349,355
2	Enter amount from Part I, line 27a	2	-34,751,088
3	Other increases not included in line 2 (itemize) SEE SCHEDULE ATTACHED	3	120,731
4	Add lines 1, 2, and 3	4	557,718,998
5	Decreases not included in line 2 (itemize) SEE SCHEDULE ATTACHED	5	39,991
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	557,679,007

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P Purchase D Donation	(c) Date acquired (mo day, yr)	(d) Date sold (mo, day, yr)
1a SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 168,466,119.		183,914,676.	15,448,557.-
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			15,448,557.-
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,448,557.-
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2001	30,094,549	595,429,614	0 05054258017
2000	30,075,426	643,634,858	0 04672746609
1999	30,468,276	644,540,522	0 04727131183
1998	27,998,737	627,266,257	0 04463612810
1997	27,625,495	593,702,544	0 04653086849

2 Total of line 1, column (d)	2	0 23570835468
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 04714167094
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	533,972,107
5 Multiply line 4 by line 3	5	25,172,337
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	117,679
7 Add lines 5 and 6	7	25,290,016
8 Enter qualifying distributions from Part XII, line 4	8	35,764,742

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

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

1 a	Exempt operating foundations described in section 4940(d)(2) check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)	1	117,679
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	117,679
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	117,679
6	Credits/Payments		
a	2002 estimated tax payments and 2001 overpayment credited to 2002	6 a	189,000
b	Exempt foreign organizations - tax withheld at source	6 b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c	62,000
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	251,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	133,321
11	Enter the amount of line 10 to be Credited to 2003 estimated tax *SEE ABOVE 88,972 Refunded	11	44,349

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a	X	
4 b	X	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X
11	X	

12 The books are in care of THE GLENMEDE TRUST CO, N A Telephone no (215) 419-6000
 Located at 1650 MARKET ST, SUITE 1200, PHILA, PA ZIP+4 19103-7391

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 13

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

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

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE SCHEDULE ATTACHED		1,639,152	28,139	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
NONE	

All other program related investments See page 21 of the instructions	
NONE	

Total Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	542,103,662
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see page 22 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	542,103,662
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	542,103,662
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	8,131,555
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	533,972,107
6 Minimum investment return Enter 5% of line 5	6	26,698,605

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

1 Minimum investment return from Part X, line 6	1	26,698,605
2 a Tax on investment income for 2002 from Part VI, line 5	2a	117,679
b Income tax for 2002 (This does not include the tax from Part VI)	2b	26,972
c Add lines 2a and 2b	2c	144,651
3 Distributable amount before adjustments Subtract line 2c from line 1	3	26,553,954
4 a Recoveries of amounts treated as qualifying distributions	4a	54,324
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	54,324
5 Add lines 3 and 4c	5	26,608,278
6 Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	26,608,278

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	35,764,742
b Program-related investments - Total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	35,764,742
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	117,679
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	35,647,063

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

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

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				26,608,278
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only			4,780,531	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2002				
a From 1997	NONE			
b From 1998	NONE			
c From 1999	NONE			
d From 2000	NONE			
e From 2001	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 35,764,742				
a Applied to 2001, but not more than line 2a			4,780,531	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2002 distributable amount				26,608,278
e Remaining amount distributed out of corpus	4,375,933			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c and 4e Subtract line 5	4,375,933			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions		NONE		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions			NONE	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions)	NONE			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	4,375,933			
10 Analysis of line 9				
a Excess from 1998	NONE			
b Excess from 1999	NONE			
c Excess from 2000	NONE			
d Excess from 2001	NONE			
e Excess from 2002	4,375,933			

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

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

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

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

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

- 1 Information Regarding Foundation Managers**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
- Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number of the person to whom applications should be addressed
- SEE ATTACHED
- b** The form in which applications should be submitted and information and materials they should include
- SEE ATTACHED
- c** Any submission deadlines
- SEE ATTACHED
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- SEE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED				32,574,013
Total				32,574,013
b <i>Approved for future payment</i> SEE SCHEDULE ATTACHED				34,691,846
Total				34,691,846

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes.

NOT APPLICABLE

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy

Name of Exempt Organization J HOWARD PEW FREEDOM TRUST THE GLENMEDE TRUST COMPANY 0049-02-1-4 Employer Identification number 23-6234671

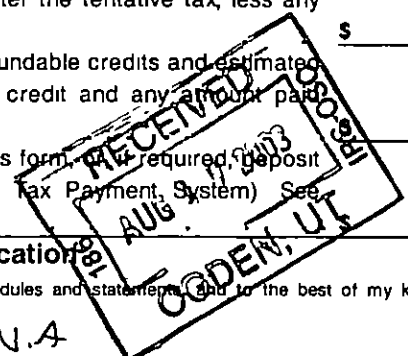
Check type of return to be filed (File a separate application for each return) Form 990 Form 990-EZ Form 990-T (sec 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870 Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

STOP Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

• If the organization does not have an office or place of business in the United States, check this box • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/17/2003 and ending 5 For calendar year 2002, or other tax year beginning and ending 6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period 7 State in detail why you need the extension THE TAXPAYER IS STILL IN THE PROCESS OF GATHERING ADDITIONAL INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN FOR TAX YEAR ENDING 12/31/2002

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 251,000 b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 251,000 c Balance Due Subtract line 8b from line 8a Include your payment with this form, if required, the deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions - 0 -



Signature and Verification

Under penalties of perjury, I declare that I have examined this form including accompanying schedules and statements, and to the best of my knowledge and belief it is true correct and complete, and that I am authorized to prepare this form

The Glenmede Trust Company, N.A. Signature By: Dennis X. McAffee Title TRUSTEE Date 08/14/2003

Notice to Applicant - To Be Completed by the IRS We have approved this application Please attach this form to the organization's return We have not approved this application However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting a 10-day grace period We cannot consider this application because it was filed after the due date of the return for which an extension was requested Other

EXTENSION APPROVED

SEP 02 2003

Director LINDA WEISKOPF, FIELD DIRECTOR, SOCIAL SECURITY ADMINISTRATION Alternate Mailing Address - Enter the address if you want the copy of this application for an additional copy returned to an address different than the one entered above

Name Number and street (include suite, room, or apt. no) Or a P O box number City or town, province or state, and country (including postal or ZIP code)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **(A) (B) (C) (D) (E) (F) (G) (H) (I) (J) (K) (L) (M) (N) (O) (P) (Q) (R) (S) (T) (U) (V) (W) (X) (Y) (Z)**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization	J HOWARD PEW FREEDOM TRUST	Employer identification number
		THE GLENMEDE TRUST COMPANY 0049-02-1-4	23-6234671
	Number, street, and room or suite no If a P O box, see instructions	1650 MARKET STREET, SUITE 1200	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	PHILADELPHIA, PA 19103-7391		

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until 08/15, 2003, to file the exempt organization return for the organization named above The extension is for the organization's return for calendar year 2002 or tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 251,000

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit \$ 189,000

c **Balance Due** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions 62,000

PAYMENT MADE WITH EFTPS \$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete, and that I am authorized to prepare this form

Signature *Dennis X. McRafferty* Title ▶ TRUSTEE Date ▶ 05/14/2003

For Paperwork Reduction Act Notice, see Instruction Form 8868 (12 2000)

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No 1545-0026

Attachment
 Sequence No **128**

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor The J. Howard Pew Freedom Trust	Identifying number (see instructions) 23-6234671
---	---

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
PCT PARTNERS LLC	51-0412836

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) AQR Absolute Return Offshore Fund Ltd.	4 Identifying number, if any NONE
--	--------------------------------------

5 Address (including country)
c/o Int'l Fund Serv Ltd., Bishop's Sqr, Redmond's Hill, 3/f, Dublin 2, Ireland

6 Country of incorporation or organization
Cayman Islands

7 Foreign law characterization (see instructions)
Corporation

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 03/01/02	10 Type of nonrecognition transaction (see instructions) Sec. 351
---------------------------------------	---

11 Description of property transferred
 Cash - \$2,744,700

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here

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

Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date _____ Date _____	Title _____
---	--------------------------------	----------------

Paid Preparer's Use Only

Preparer's signature _____ Firm's name (or yours if self-employed) and address _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no _____ EIN _____ ZIP code _____
---	---------------	---	---

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No 1545-0028

Attachment
 Sequence No **128**

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor The J. Howard Pew Freedom Trust	Identifying number (see instructions) 23-6234671
---	---

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
PCT PARTNERS LLC	51-0412836

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) Brookside Cayman, Limited	4 Identifying number, if any NONE
---	--------------------------------------

5 Address (including country)
c/o Goldman Sachs, Hartford Center, 2/f, P.O. Box 896, George Town, Grand Cayman

6 Country of incorporation or organization
Cayman Islands

7 Foreign law characterization (see instructions)
Corporation

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 04/01/02	10 Type of nonrecognition transaction (see instructions) Sec. 351
---------------------------------------	---

11 Description of property transferred
Cash - \$2,744,700

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

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

Signature	Date	Title
Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	

Paid Preparer's Use Only Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
Firm's name (or yours if self-employed) and address		EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No 1545-0026

Attachment
 Sequence No **128**

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor The J. Howard Pew Freedom Trust	Identifying number (see instructions) 23-6234671
---	---

- 1** If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
PCT PARTNERS LLC	51-0412836

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OZF Credit Opportunities Fund, Ltd.	4 Identifying number, if any NONE
--	---

5 Address (including country)
 c/o Goldman Sachs, P.O. Box 896 G.T., Harbour Centre, 2/f, N. Church St. George Town

6 Country of incorporation or organization
 Cayman Islands

7 Foreign law characterization (see instructions)
 Corporation

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 05/01/02	10 Type of nonrecognition transaction (see instructions) Sec. 351
---------------------------------------	---

11 Description of property transferred
 Cash - \$823,410

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No 1545-0026

▶ Attach to your income tax return

Attachment
 Sequence No **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor The J. Howard Pew Freedom Trust	Identifying number (see instructions) 23-6234671
---	---

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367) list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
PCT PARTNERS LLC	51-0412836

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) Lone Pinon, Ltd.	4 Identifying number, if any NONE
--	--------------------------------------

5 Address (including country)
c/o Goldman Sachs, P.O.Box 896 G.T., Harbour Centre, 2/f, N.Church St. George Town

6 Country of incorporation or organization
Cayman Islands

7 Foreign law characterization (see instructions)
Corporation

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 06/26/02	10 Type of nonrecognition transaction (see instructions) Sec. 351
---------------------------------------	---

11 Description of property transferred
 Cash - \$686,175

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here

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

Signature _____ Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date _____ Date _____	Title _____
--	--------------------------------	----------------

Paid Preparer's Use Only

Preparer's signature _____ Firm's name (or yours if self-employed) and address _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no _____ EIN _____ ZIP code _____
---	---------------	---	---

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor The J. Howard Pev Freedom Trust	Identifying number (see instructions) 23-6234671
---	---

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No

b Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
PCT PARTNERS LLC	51-0412836

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OZ Europe Overseas Fund, Ltd.	4 Identifying number, if any NONE
---	--------------------------------------

5 Address (including country)
c/o Goldman Sachs, P.O. Box 896 G.T., Harbour Centre, 2/f, N. Church St. George Town

6 Country of incorporation or organization
Cayman Islands

7 Foreign law characterization (see instructions)
Corporation

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 07/01/02	10 Type of nonrecognition transaction (see instructions) Sec. 351
---------------------------------------	---

11 Description of property transferred
 Cash - \$2,058,525

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature _____ Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign _____	Date	Date	Title
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST PARTNERSY-PARTNERSHIP FUND L.P.</u>	<u>04-3349964</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): ABINGWORTH BIOVENTURES II 4 Identifying number, if any: NONE

5 Address (including country): 38 JERMYN STREET, LONDON SW14 6AN

6 Country of incorporation or organization: UNITED KINGDOM

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions) I.R.C. 351

11 Description of property transferred
Cash - \$ 1,745.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

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

Signature	Date	Title
_____ Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date	

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367) list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST PARTNERSY - PARTNERSHIP FUND L.P.</u>	<u>04-3349964</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): NYCO HOLDINGS APS 4 Identifying number, if any: NONE

5 Address (including country): C/O BECH-BRUUN DRAGSTED, LANGELINIE ALLE 35, 2100 KOBENHAVN 0, DENMARK

6 Country of incorporation or organization: DENMARK

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
11 Description of property transferred Cash - \$ 1,415.	

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date Date	Title	
Paid Preparer's Use Only	Preparer's signature Firm's name (or yours if self employed) and address	Date	Check if self employed <input type="checkbox"/> EIN ZIP code	Preparer's social security no

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): ADVENT ACQUA HOLDINGS 4 Identifying number, if any: NONE

5 Address (including country): AV PEDRO C. LEITE PENTEADO, 415, JORDANESIA-LAJMAR CEP07760-000

6 Country of incorporation or organization: CAYMAN ISLANDS

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
---------------------------------------	--

11 Description of property transferred

Cash - \$ 562.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature _____ Spouse's signature. If a joint return and both spouses transfer jointly owned property both must sign.	Date _____ Date	Title _____	
Paid Preparer's Use Only	Preparer's signature ▶ _____ Firm's name (or yours if self-employed), and address ▶	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no. _____ EIN ▶ _____ ZIP code ▶ _____

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): SOUTH AFRICAN PRIVATE EQUITY FUNDS, LLC 4 Identifying number, if any: NONE

5 Address (including country): P.O. BOX 90867 WALKER HOUSE, GRAND CAYMAN, CAYMAN ISLANDS

6 Country of incorporation of organization: CAYMAN ISLANDS

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
11 Description of property transferred Cash - \$ 569.	

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature _____ Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date _____ Date _____	Title _____	
Paid Preparer's Use Only	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no. _____
	Firm's name (or yours if self-employed) and address _____		EIN <input type="checkbox"/>	
			ZIP code <input type="checkbox"/>	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): SA FINANCIERE ATYS 4 Identifying number, if any: NONE

5 Address (including country): 30 COURS ALBERT 1 ER, 75008 PARIS, FRANCE

6 Country of incorporation or organization: FRANCE

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions) I.R.C. 351

11 Description of property transferred

Cash - \$930.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
	Signature	Date	Title
	_____ Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/> Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN ZIP code

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): GROUP ATYS SA + SUBSIDIARIES 4 Identifying number, if any: NONE

5 Address (including country): 30 COURS ALBERT 1ER, 75008 PARIS, FRANCE

6 Country of incorporation or organization: FRANCE

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer: VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions): I.R.C. 351

11 Description of property transferred:
Cash - \$ 930.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date _____ Date _____	Title _____
Paid Preparer's Use Only	Preparer's signature _____ Firm's name (or yours if self-employed) and address _____	Date _____	Check if self-employed <input type="checkbox"/> Preparer's social security no. EIN _____ ZIP code _____

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBORVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): FIMEP 4 Identifying number, if any: NONE

5 Address (including country): 89 RUE TAITBOU, PARIS, FRANCE 75009

6 Country of incorporation or organization: FRANCE

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions) I.R.C. 351

11 Description of property transferred
Cash - \$ 1,427

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date	Title	
Paid Preparer's Use Only	Preparer's signature ▶ _____	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self employed) and address ▶ _____		EIN ▶ _____	ZIP code ▶ _____

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation complete questions 1a, 1b and 1c
- a If the transfer was a section 367(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): LUMINA HOLDING (GIBRALTAR) 4 Identifying number, if any: NONE

5 Address (including country): 57/63 LINE WALL ROAD, GIBRALTAR

6 Country of incorporation or organization: GIBRALTAR

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
11 Description of property transferred Cash - \$1,191	

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property, both must sign.	Date _____	Title _____	
Paid Preparer's Use Only	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no. _____
	Firm's name (or yours if self-employed) and address _____	EIN <input type="checkbox"/> ZIP code <input type="checkbox"/>		

Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No 1545 0026

Attachment
 Sequence No 128

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III	04-3402908

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GP FINANCIERE NEW SUB I S.C.S.	4 Identifying number, if any NONE
---	---

5 Address (including country)
398 ROUTE DESCH, BP 2501, LUXEMBOURG, L-1025

6 Country of incorporation or organization
GIBRALTAR

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
---------------------------------------	--

11 Description of property transferred

Cash - \$ 711

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature _____ Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date _____ Date	Title _____	
Paid Preparer's Use Only	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no. _____
	Firm's name (or yours if self-employed) and address _____	EIN <input type="checkbox"/>		ZIP code <input type="checkbox"/>

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 23-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): DCC LUXEMBOURG 2 S.A.R.L. 4 Identifying number, if any: NONE

5 Address (including country): 40 BOULEVARD JOSEPH II, LUXEMBOURG, L-1840

6 Country of incorporation or organization: LUXEMBOURG

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
11 Description of property transferred Cash - \$ 542.	

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date Date	Title 	
Paid Preparer's Use Only	Preparer's signature Firm's name (or yours if self-employed) and address	Date	Check if self-employed <input type="checkbox"/> EIN ZIP code	Preparer's social security no

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): MPM LUXEMBOURG 2(C) S.A.R.L. 4 Identifying number, if any: NONE

5 Address (including country): 40 BOULEVARD JOSEPH II, LUXEMBOURG, L-1840

6 Country of incorporation or organization: LUXEMBOURG

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
--	---

11 Description of property transferred
Cash - \$ 663,

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address	EIN		
				ZIP code

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): STABILIS LUXEMBOURG 2(C) S.A.R.L. 4 Identifying number, if any: NONE

5 Address (including country): 40 BOULEVARD JOSEPH II, LUXEMBOURG, L-1840

6 Country of incorporation or organization: LUXEMBOURG

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
---------------------------------------	--

11 Description of property transferred

Cash - \$ 289,

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property, both must sign.	Date _____ Date _____	Title _____ 	
Paid Preparer's Use Only	Preparer's signature _____ Firm's name (or yours if self-employed) and address _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's social security no. _____ EIN <input type="checkbox"/> ZIP code <input type="checkbox"/>

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III	04-3402908

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) NETWORKS LUXEMBOURG 2(e) S.A.R.L.	4 Identifying number, if any NONE
--	---

5 Address (including country)
40 BOULEVARD JOSEPH II, LUXEMBOURG, L-1840

6 Country of incorporation or organization
LUXEMBOURG

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions) I.R.C. 351

11 Description of property transferred
Cash - \$436.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
Paid Preparer's Use Only	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no.
	Firm's name (or yours if self-employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBORVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): METERING LUXEMBOURG 2(G) S.A.R.L. 4 Identifying number, if any: NONE

5 Address (including country): 40 BOULEVARD JOSEPH II, LUXEMBOURG, L-1840

6 Country of incorporation or organization: LUXEMBOURG

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer: VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions): I.R.C. 351

11 Description of property transferred:
Cash - \$ 394,

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
Paid Preparer's Use Only	Spouse's signature: If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no.
	Firm's name (or yours if self-employed) and address		EIN	ZIP code

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor J. HOWARD PEW FREEDOM TRUST Identifying number (see instructions) 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) ZUMTOBEL AG 4 Identifying number, if any NONE

5 Address (including country) HOCHESTER STASSE 8, A-6850 DORNBIERN, AUSTRIA

6 Country of incorporation or organization AUSTRIA

7 Foreign law characterization (see instructions) CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
--	---

11 Description of property transferred

Cash - \$652.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self employed <input type="checkbox"/>	Preparer's social security no
	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.		Date	
	Firm's name (or yours if self-employed) and address		EIN	ZIP code

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III</u>	<u>04-3402908</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): PERMIRA EUROPE II LPI 4 Identifying number, if any: NONE

5 Address (including country): PO BOX 255 BARFIELD HOUSE, ST. JULIAN'S AVE, GUERNSEY CHANNEL ISLANDS, CY139L

6 Country of incorporation or organization: GUERNSEY

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
---------------------------------------	--

11 Description of property transferred

Cash - \$ 3,241,

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

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

Sign Here

Signature	Date	Title
Spouse's signature. If a joint return and both spouses transfer jointly owned property both must sign	Date	

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
Firm's name (or yours if self-employed) and address		EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
HARBOURVEST INTERNATIONAL PRIVATE EQUITY PARTNERS III	04-3402908

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) APP HOLDINGS PTY LIMITED	4 Identifying number, if any NONE
---	---

5 Address (including country)
LEVEL 2, THE TERRANCE, 155 GEORGE STREET, SYDNEY, NSW 2000

6 Country of incorporation or organization
AUSTRALIA

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
---------------------------------------	--

11 Description of property transferred

Cash - \$ 338.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
	Signature _____ Spouse's signature. If a joint return and both spouses transfer jointly owned property both must sign	Date	Title
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self employed) and address	EIN	Preparer's social security no
		ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
DOVER STREET IV L.P.	04-3456831

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) DOVER STREET IV LTD	4 Identifying number, if any NONE
--	---

5 Address (including country)
CEDAR HOUSE, 41 CEDAR AVE., HAMILTON, HM 12, BERMUDA

6 Country of incorporation or organization
BERMUDA

7 Foreign law characterization (see instructions)
LIMITED COMPANY

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
---------------------------------------	--

11 Description of property transferred

Cash - \$ 48,061.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
Paid Preparer's Use Only	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
	Preparer's signature	Date	Check if self employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self employed) and address		EIN	ZIP code

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>BLACKSTONE MEZZANINE PARTNERS L.P.</u>	<u>13-4065246</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): HANOVER SQUARE CLO LTD. 4 Identifying number, if any: NONE

5 Address (including country): C/O DEUTSCHE BANK (CAYMAN) LTD, P.O. BOX 67 ELIZABETHAN SQUARE, GEORGETOWN, GRAND CAYMAN, CAYMAN ISLANDS, BRITISH WEST INDIES

6 Country of incorporation or organization: CAYMAN ISLANDS

7 Foreign law characterization (see instructions): CAYMAN CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer <u>11/26/2002</u>	10 Type of nonrecognition transaction (see instructions) <u>IRC 351</u>
---	--

11 Description of property transferred
CASH - \$ 35,315.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature _____ Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date	Title
Paid Preparer's Use Only	Preparer's signature _____ Firm's name (or yours if self-employed) and address _____	Date	Check if self-employed <input type="checkbox"/> <input checked="" type="checkbox"/> EIN _____ ZIP code _____
	Preparer's social security no		
	Title _____		

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor **J. HOWARD FEW FREEDOM TRUST** Identifying number (see instructions) **03-6234671**

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
 - a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
 - b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
BLACKSTONE F12 CAPITAL PARTNERS (CAYMAN) L.P.	13-4130013

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **ASPEN INSURANCE HOLDINGS LIMITED (P/R) / WELLINGTON RE HOLDINGS LIMITED** 4 Identifying number if any **NONE**

5 Address (including country) **VICTORIA HALL, 11 VICTORIA STREET, HAMILTON HM 11, BERMUDA**

6 Country of incorporation or organization **BERMUDA**

7 Foreign law characterization (see instructions) **CORPORATION**

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) I.R.C. 351
--	---

11 Description of property transferred

Cash - \$ 139,875.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
▶	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
Paid Preparer's Use Only	Preparer's signature ▶	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address ▶	EIN ▶		
				ZIP code ▶

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Identifying number (see instructions)

03-6234671

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No

b Did the transferor remain in existence after the transfer? Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No

If not list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>ATLAS VENTURE FUND VI, L.P.</u>	<u>04-3547778</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

AVIVIAS SA

4 Identifying number, if any

NONE

5 Address (including country)

4, rue d'ARGENSON, PARIS FRANCE 75008

6 Country of incorporation or organization

FRANCE

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

<p>9 Date of transfer 8/2/2002</p>	<p>10 Type of nonrecognition transaction (see instructions) SECTION 351</p>
--	---

11 Description of property transferred
CASH - \$ 534.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature 	Date	Title	
Paid Preparer's Use Only	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign. 	Date		
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD PEW FREEDOM TRUST	Identifying number (see instructions) 23-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
ATLAS VENTURE FUND VI, L.P.	04-3547778

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) AXOVAN LTD	4 Identifying number, if any NONE
---	---

5 Address (including country)
INNOVATION CENTER GEWERBESTRASSE 16 CH-4123, ALLSCHWIL, SWITZERLAND

6 Country of incorporation or organization
SWITZERLAND

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 4/9/2002	10 Type of nonrecognition transaction (see instructions) SECTION 351
--------------------------------	---

11 Description of property transferred
CASH - \$ 6,214.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature _____ Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor

Identifying number (see instructions)

J. HOWARD PEW FREEDOM TRUST

23-6234671

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

Yes No

b Did the transferor remain in existence after the transfer?

Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

Yes No

If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>ATLAS VENTURE FUND VI, L.P.</u>	<u>04-3547778</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

AZEA NETWORKS LIMITED

4 Identifying number, if any

NONE

5 Address (including country)

BATES HOUSE, CHURCH ROAD, HAROLD WOOD ROMFORD, ESSEX, UNITED KINGDOM RM3 0SD

6 Country of incorporation or organization

UNITED KINGDOM

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation?

Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 1/23/2002 & 5/2/2002	10 Type of nonrecognition transaction (see instructions) SECTION 351
--	---

11 Description of property transferred

CASH - \$ 1,324.

CASH - \$ 1.

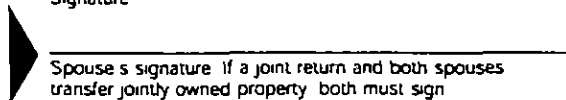
12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g. for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes describe the nature of the rights to the intangible property that was transferred in the transfer

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

Signature	Date	Title
 Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	

Paid Preparer's Use Only	Preparer's signature	Date	Check if self employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address	EIN		
		ZIP code		

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD PEW FREEDOM TRUST	Identifying number (see instructions) 23-6234671
--	--

- 1 If the transferor was a corporation complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
ATLAS VENTURE FUND VI, L.P.	04-3547778

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) CHOREOLOGY LTD.	4 Identifying number, if any NONE
--	---

5 Address (including country)
68 LOMBARD STREET, LONDON, UNITED KINGDOM EC3V 9LJ

6 Country of incorporation or organization
UNITED KINGDOM

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 3/6/2002	10 Type of nonrecognition transaction (see instructions) SECTION 351
--------------------------------	---

11 Description of property transferred
CASH - \$ 3,342.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature Spouse's signature: If a joint return and both spouses transfer jointly owned property both must sign	Date	Title
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed) and address	EIN	Preparer's social security no.
		ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD PEW FREEDOM TRUST	Identifying number (see instructions) 23-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
ATLAS VENTURE FUND VI, L.P.	04-3547778

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) NEWRON PHARMACEUTICALS S.P.A.	4 Identifying number if any NONE
--	--

5 Address (including country)
VIA ARIOSTO 2120091 BRESSO (MI), BRESSO MI, ITALY

6 Country of incorporation or organization
ITALY

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 3/27/2002	10 Type of nonrecognition transaction (see instructions) SECTION 351
---------------------------------	---

11 Description of property transferred
CASH - \$ 5,745.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
	Signature	Date	Title
	Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/> Preparer's social security no
	Firm's name (or yours if self-employed) and address	EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor J. HOWARD PEW FREEDOM TRUST Identifying number (see instructions) 73-6234671

- 1 If the transferor was a corporation complete questions 1a, 1b, and 1c
 - a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
 - b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>ATLAS VENTURE FUND VI, L.P.</u>	<u>04-3547778</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) NEXAGENT LTD 4 Identifying number, if any NONE

5 Address (including country) THAMES TOWER, 37-45 STATION ROAD, READING, RG1 1LX, UNITED KINGDOM

6 Country of incorporation or organization UNITED KINGDOM

7 Foreign law characterization (see instructions) CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 2/6/2002	10 Type of nonrecognition transaction (see instructions) SECTION 351
--------------------------------	---

11 Description of property transferred
CASH - \$ 5,766.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g. for tainted property depreciation recapture branch loss recapture etc)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature _____ Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	Title	
Paid Preparer's Use Only	Preparer's signature ▶	Date	Check if self employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address ▶		EIN ▶	
			ZIP code ▶	

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD PEW FREEDOM TRUST Identifying number (see instructions): 23-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
ATLAS VENTURE FUND VI, L.P.	04-3547778

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): PHYWORKS, LTD. 4 Identifying number, if any: NONE

5 Address (including country): BUILDING 3110/GREAT WESTERN COURT, HUNTS GROUND ROAD, BRISTOL, UNITED KINGDOM BS34 8HP

6 Country of incorporation or organization: UNITED KINGDOM

7 Foreign law characterization (see instructions): CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 2/13/2002	10 Type of nonrecognition transaction (see instructions) SECTION 351
---------------------------------	---

11 Description of property transferred
CASH - \$ 2,472.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g. for tainted property depreciation recapture, branch loss recapture, etc)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature 	Date	Title
Paid Preparer's Use Only	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date	
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/> Preparer's social security no.
	Firm's name (or yours if self-employed) and address		EIN ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
HARGOURVEST INTERNATIONAL PRIVATE PARTNERS III - DIRECT	04-3402925

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) GRUPO EMOHOTELLADORES DEL SURESTE S.A. DE C.V.	4 Identifying number, if any NONE
5 Address (including country) KM 6.5 CARRETERA OAXACA, PUERTO ANGEL, SAN AGUSTIN DELAS JUNTAS, OAXACA DE JUAREZ, OAXACA, MEXICO C.P. 72135	
6 Country of incorporation or organization MEXICO	
7 Foreign law characterization (see instructions) CORPORATION	

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer <u>1/11/2002</u>	10 Type of nonrecognition transaction (see instructions) <u>I.R.C. 351</u>
--	---

11 Description of property transferred

Cash - \$ 1,029.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
Paid Preparer's Use Only	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address	EIN		ZIP code

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c:
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
 - b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>HARBOURVEST INTERNATIONAL PRIVATE PARTNERS II - DIRECT</u>	<u>04-3402925</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): TASOFT LIMITED 4 Identifying number if any: NONE

5 Address (including country): 60 MEDITAN HAYEHUAIM STREET, HERZLIA 4440, P.O. BOX 4041 ISRAEL

6 Country of incorporation or organization: ISRAEL

7 Foreign law characterization (see instructions): LIMITED COMPANY

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 11/6/2002 10 Type of nonrecognition transaction (see instructions) SEC. 351

11 Description of property transferred

CASH - \$ 868.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
	_____ Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no.
	Firm's name (or yours if self-employed), and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
HARBOURVEST INTERNATIONAL PRIVATE PARTNERS II - DIRECT	04-3402925

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) OASIS TECHNOLOGY LTD.	4 Identifying number if any NONE
--	--

5 Address (including country)
90 SHEPPARD AVENUE EAST, SUITE 100, TORONTO, ONTARIO M2N 7B3

6 Country of incorporation or organization
CANADA

7 Foreign law characterization (see instructions)
LIMITED COMPANY

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer <u>VARIOUS IN 2002</u>	10 Type of nonrecognition transaction (see instructions) <u>SEC 351</u>
--	--

11 Description of property transferred

Cash - \$ 1,110.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature	Date	Title	
	_____ <small>Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign</small>	Date		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self employed) and address	EIN		
			ZIP code	

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 23-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>NATURAL GAS PARTNERS VI LP.</u>	<u>75-2869019</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): ACTION ENERGY INC. 4 Identifying number, if any: NONE

5 Address (including country): 435-4th Avenue S.W., Suite 550, Calgary, Alberta, Canada T2P 3A8

6 Country of incorporation or organization: CANADA

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 12/5/2002 10 Type of nonrecognition transaction (see instructions) SEC. 351

11 Description of property transferred
CASH - \$ 6,826.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature Spouse's signature. If a joint return and both spouses transfer jointly owned property both must sign.	Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>NATURAL GAS PARTNERS VI, LP.</u>	<u>25-2869019</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): ANDERSON ENERGY LTD 4 Identifying number, if any: NONE

5 Address (including country): 3116TH AVENUE S.W., SUITE 300, CALGARY, ALBERTA, CANADA T2P

6 Country of incorporation or organization: CANADA 3#2

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 4/26/2002 10 Type of nonrecognition transaction (see instructions) SEC. 351

11 Description of property transferred

Cash - \$ 37,210.


12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No





13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

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

Signature	Date	Title
		
Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date	

Paid Preparer's Use Only	Preparer's signature 	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address 		EIN 	ZIP code 

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD PEW FREEDOM TRUST Identifying number (see instructions): 23-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>NATURAL GAS PARTNERS VI, LP.</u>	<u>75-2869019</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): GRID RESOURCES LTD. 4 Identifying number, if any: NONE

5 Address (including country): 635-8TH AVENUE S.W., SUITE 900, CALGARY, ALBERTA, CANADA T2P 3M3

6 Country of incorporation or organization: CANADA

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 2/19/2002 + 11/22/2002 10 Type of nonrecognition transaction (see instructions) SEC. 351

11 Description of property transferred
Cash - \$ 33,081.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g. for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

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

Signature	Date	Title
_____	_____	_____
Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	
_____	_____	

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
TA IX L.P.	04-3520503

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SOPHOS PLC	4 Identifying number, if any NONE
---	---

5 Address (including country)
THE PENTAGON, ABINGDON SCIENCE PARK, ABINGDON, OXFORDSHIRE, ENGLAND

6 Country of incorporation or organization
ABINGDON, OXFORDSHIRE, ENGLAND

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer <i>5/15/02</i>	10 Type of nonrecognition transaction (see instructions) <i>Sec. 351</i>
--------------------------------------	---

11 Description of property transferred

Cash - \$ 33,065.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
	Signature	Date	Title
Paid Preparer's Use Only	Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date	
	Preparer's signature	Date	Check if self employed <input type="checkbox"/> Preparer's social security no
	Firm's name (or yours if self employed) and address	EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 23-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
DLJMB OVERSEAS PARTNERS III, CV	98-0231603

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) NYCOMES HOLDINGS	4 Identifying number, if any NONE
---	---

5 Address (including country)
NYCO HOLDINGS P.O. BOX 88, LANGJEBERG 1, DK-4000 ROSKILDE, DENMARK

6 Country of incorporation or organization
DENMARK

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) IRC Section 351
--	--

11 Description of property transferred
Cash - \$116,159.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
	Signature 	Date	Title
Paid Preparer's Use Only	Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign 	Date	
	Preparer's signature	Date	Check if self employed <input type="checkbox"/> Preparer's social security no
	Firm's name (or yours if self-employed) and address	EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 23-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
NJMB OVERSEAS PARTNERS III, CV	98-0231603

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) (FW)AWELLINGTON ASPEN INSURANCE HOLDINGS, LTD. REINSURANCE)	4 Identifying number, if any NONE
---	---

5 Address (including country)
CEDAR HOUSE, 41 CEDAR AVENUE, HAMILTON, BERMUDA

6 Country of incorporation or organization
BERMUDA

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) IRC SECTION 351.
---------------------------------------	--

11 Description of property transferred
 CASH - \$ 44,693.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature 	Date	Title	
Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.		Date	[Redacted]	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no.
	Firm's name (or yours if self-employed) and address	EIN		
			ZIP code	

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
TCV IV L.P.	77-0527868

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) TCV (BARBAOS) SRL	4 Identifying number, if any NONE
--	---

5 Address (including country)
CASTEK INC., 177 LAKESHORE BOULEVARD EAST, TORONTO ONTARIO, CANADA

6 Country of incorporation or organization
CANADIAN

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 7/12/02 10 Type of nonrecognition transaction (see instructions) I.R.C. 351

11 Description of property transferred

Cash - \$ 14,876.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
Paid Preparer's Use Only	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor J. HOWARD FEW FREEDOM TRUST	Identifying number (see instructions) 03-6234671
--	--

- 1 If the transferor was a corporation complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
TCV IV L.P.	77-0527868

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) TCV (BARBADOS) SRL	4 Identifying number, if any NONE
---	---

5 Address (including country)
TREVERSTY INC, 3550 VICTORIA PARK AVE, SUITE 400, TORONTO, ONTARIO, CANADA M2H2N5

6 Country of incorporation or organization
CANADIAN

7 Foreign law characterization (see instructions)
CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 11/26/02 10 Type of nonrecognition transaction (see instructions)

11 Description of property transferred

Cash - \$ 12,328.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	Signature	Date	Title	
Paid Preparer's Use Only	Spouse's signature If a joint return and both spouses transfer jointly owned property both must sign	Date		
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address	EIN		ZIP code

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Identifying number (see instructions)

23-6234671

1 If the transferor was a corporation complete questions 1a, 1b, and 1c

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

Yes No

b Did the transferor remain in existence after the transfer?

Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

Yes No

If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367) list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
J W Childs Equity Partners III, L P	03-0387301

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

J W Childs Holdings Sweden AB

4 Identifying number, if any

N/A

5 Address (including country)

111 Huntington Avenue, #2900, Boston, Massachusetts 02199-7610, USA

6 Country of incorporation or organization

Sweden

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer July 16, 2002	10 Type of nonrecognition transaction (see instructions) Section 351
--	--

11 Description of property transferred

Cash -- 163,011.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	Signature _____ Spouse's signature: If a joint return and both spouses transfer jointly owned property, both must sign.	Date _____	Title _____
Paid Preparer's Use Only	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed) and address _____	EIN _____	Preparer's social security no. _____
			ZIP code _____

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>BLACKSTONE FI CAPITAL PARTNERS (CAYMAN) L.P.</u>	<u>13-4116626</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): NYCO HOLDINGS APS 4 Identifying number, if any: NONE

5 Address (including country): C/O BECH-BRUNNDRAGSTED, LANGELINIE ALLE 35, 2100 KOBENHAVN O

6 Country of incorporation or organization: DENMARK

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) SEC. 351
--	---

11 Description of property transferred

Cash \$-89,232

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
- b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
	Spouse's signature. If a joint return and both spouses transfer jointly owned property both must sign.	Date		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address		EIN	
			ZIP code	

Return by a U.S. Transferor of Property
to a Foreign Corporation

▶ Attach to your income tax return

Part I U S Transferor Information (see instructions)

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Identifying number (see instructions)

23-6234671

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

Yes No

b Did the transferor remain in existence after the transfer?

Yes No

If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

Yes No

If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
BLACKSTONE FI CAPITAL PARTNERS (CAYMAN) LTD	13-4116626

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

CTI HOLDINGS SA

4 Identifying number, if any

NONE

5 Address (including country)

FIGUEROA ALCORTA 3259, CIUDAD AUTONOMA DE BUENOS

6 Country of incorporation or organization

ARGENTINA

(C1425CK4)-REPUBLICA ARGENTINA

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation?

Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002 10 Type of nonrecognition transaction (see instructions) SEC. 351

11 Description of property transferred
Cash - \$ 7,288.

- 12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No
- 13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No
- 14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No
 - b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self employed <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self employed) and address	EIN		ZIP code

Return by a U.S. Transferor of Property
 to a Foreign Corporation

▶ Attach to your income tax return

Part I U.S. Transferor Information (see instructions)

Name of transferor: J. HOWARD FEW FREEDOM TRUST Identifying number (see instructions): 03-6234671

- 1 If the transferor was a corporation, complete questions 1a, 1b, and 1c
- a If the transfer was a section 361(a) or (b) transfer was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s)

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation

Name of parent corporation	EIN of parent corporation

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership
<u>BLACKSTONE FI CAPITAL PARTNERS (CAYMAN) L.P.</u>	<u>13-4116626</u>

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation): CROWLEY DATA POLAND SP Z.O.O. 4 Identifying number, if any: NONE

5 Address (including country): P.O. BOX 309 GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS

6 Country of incorporation or organization: CAYMAN ISLANDS

7 Foreign law characterization (see instructions): CORPORATION

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer VARIOUS IN 2002	10 Type of nonrecognition transaction (see instructions) SEC. 351
--	---

11 Description of property transferred

Cash - \$1,574.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? Yes No

14a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
	Signature	Date	Title	
▶	Spouse's signature. If a joint return and both spouses transfer jointly owned property, both must sign.	Date		
Paid Preparer's Use Only	Preparer's signature ▶	Date	Check if self-employed ▶ <input type="checkbox"/>	Preparer's social security no
	Firm's name (or yours if self-employed) and address ▶	EIN ▶		
				ZIP code ▶

File With 2002 U.S. Federal Income Tax Return

SECTION 351/368(a)(1)(B) STATEMENT

Partner#: 79

The J.H Pew Freedom Trust

TIN # 23-6234671

Taxable Year Ended December 31, 2002

Statement by **The J.H Pew Freedom Trust** regarding the transfer of stock of **AXIS Specialty Limited**, a Bermuda insurance company ("AXIS Specialty"), in exchange for stock of **AXIS Capital Holdings Limited**, a Bermuda holding company ("AXIS Holdings") **AXIS Specialty's** employer identification number is 98-0364977 This statement is being made pursuant to the requirements of Treasury Regulation Sections 1.351-3(a) and 1.368-3(b)

- (1) On December 31, 2002, all of the shareholders of **AXIS Specialty** exchanged all of their **AXIS Specialty** voting common shares for voting common shares of **AXIS Holdings** As a result, **AXIS Holdings** acquired 100 percent of the issued and outstanding voting common shares of **AXIS Specialty**

The cost or other basis of the voting common stock in **AXIS Specialty** transferred on December 31, 2002 was \$ **106,986**.

- (2)
 - (i) The stock received in the exchange consisted of voting common stock of **AXIS Holdings**
 - (ii) The number of common shares of **AXIS Holdings** received in the exchange was equal to the number of shares exchanged in **AXIS Specialty** **1,063**.
 - (iii) The fair market value of the shares in **AXIS Holdings** received on the date of the exchange was \$ **148,374**.
- (3) No securities were received
- (4) No money was received
- (5) No other property was received
- (6) No liabilities were assumed

File With 2002 U.S. Federal Income Tax Return

**SECTION 367 STATEMENT
(SECTION 351/368(a)(1)(B) REORGANIZATION TO WHICH
SECTION 367(b) APPLIES)**

The J.H Pew Freedom Trust
TIN # 23-6234671
Taxable Year Ended December 31, 2002

Statement by **The J.H Pew Freedom Trust, who is a partner in Blackstone FI Capital Partners (Cayman) L.P.**, regarding the transfer of stock of AXIS Specialty Limited ("AXIS Specialty"), in exchange for stock of AXIS Capital Holdings Limited ("AXIS Holdings") AXIS Specialty's employer identification number is 98-0364977. This statement is being made pursuant to the notice requirement of Treasury Regulation Section 1.367(b)-1(c)(4)

- (i) The exchange is described in the Internal Revenue Code under Sections 351 and 368(a)(1)(B) involving the transfer of stock by a U.S. shareholder of a controlled foreign corporation in exchange for voting stock of another foreign corporation. All U.S. shareholders were "U S shareholders" of AXIS Specialty pursuant to section 953(c), but are not U S shareholders of AXIS Holdings. Accordingly, the exchange is one described in section 367(b)
- (ii) On December 31, 2002, all of the shareholders of AXIS Specialty exchanged all of their AXIS Specialty shares for voting common shares of AXIS Holdings. As a result, AXIS Holdings acquired 100 percent of the issued and outstanding shares of AXIS Specialty.
- (iii) The consideration received in the stock exchange consisted solely of voting common stock of AXIS Holdings.
- (iv) No amount is required to be taken into account under section 367(b) - See attached Section 1248 Statement.
- (v) Please see attached Section 351/368(a)(1)(B) Statement.
- (vi) No information is required to be provided under sections 6038, 6038A, 6038B, 6038C or 6046 or such information has been provided on the Form 5471 filed by Marsh & McLennan Companies.
- (vii) Not applicable. All U S shareholders were "U S shareholders" of AXIS Specialty pursuant to section 953(c)(1)(A) and Treas Reg. 1.367(b)-3(b)(2).

SECTION 1248 STATEMENT

The J.H Pew Freedom Trust

TIN # 23-6234671

Taxable Year Ended December 31, 2002

Statement by **The J.H Pew Freedom Trust** regarding the transfer of stock in **AXIS Specialty Limited** ("AXIS Specialty"), in exchange for stock in **AXIS Capital Holdings Limited** ("AXIS Holdings") **AXIS Specialty's** employer identification number is 98-0364977. This statement is being made pursuant to the requirement of Treasury Regulation Section 1.1248-7(b)

(1) The J.H Pew Freedom Trust

- (i) See attached earnings and profits schedule
 - (ii) The amount of earnings and profits attributable to the taxpayer's block of shares in **AXIS Specialty** is zero
- (2)
- (i) **AXIS Specialty**
 - (ii) **AXIS Specialty** is organized under the laws of Bermuda
 - (iii) December 31, 2002
- (3)
- (i) See attached earnings and profits schedule
 - (ii) The number of shares of **AXIS Specialty** that the taxpayer held was **1,063**. The total number of shares of **AXIS Specialty** outstanding during such period was **17,075,378**.
 - (iii) The taxpayer did not include any amount under I.R.C. Section 951 in its gross income
 - (iv) Not applicable
- (4) See attached earnings and profits schedule
- (5) Not applicable

Earnings and Profits Schedule

Earnings & Profits for Period Ending 9/30/02	\$178,755,236
Earnings & Profits for Period Ending 12/31/02	\$120,724,060
Total AXIS Specialty Earnings and Profits	\$299,479,296
Distribution on 12/31/02 out of AXIS Specialty's Earnings and profits	\$299,479,296
Section 1248 Amount Attributable to Shares	\$0

WESTBROOK REAL ESTATE FUND II, LP

EIN 13-3929552

A copy of Form 5471 was filed on your behalf by the partnership with respect to the partnership's interest in California Funding Corp , Allegro Resorts Corp , French Property Partners Holdings B V , and Carnegie Club, all foreign corporations You are required to attach a statement to your tax return for 2002 indicating that this Form 5471 was filed on you behalf Following is sample language that you may use in that statement

"The taxpayer was required to file Form 5471 with respect to California Funding Corp , a foreign corporation, because of the constructive ownership rules of IRC Section 554(a)(2) Pursuant to Regulation Section 1.6038-2(j), Form 5471 was filed on the foreign corporation Form 5471 will be included in Westbrook Real Estate Fund II, LP's Form 1065 for the year ended December 31, 2002, which will be filed by October 15, 2003 with the Ogden, UT service center This information is provided in accordance with Regulation Section 1.6038-2(j)(3) "

"The taxpayer was required to file Form 5471 with respect to Allegro Resorts Corp , a foreign corporation, because of the constructive ownership rules of IRC Section 554(a)(2) Pursuant to Regulation Section 1.6038-2(j), Form 5471 was filed on the foreign corporation Form 5471 will be included in Westbrook Allegro, LLC's Form 1065 for the year ended December 31, 2002, which will be filed by October 15, 2003 with the Ogden, UT service center This information is provided in accordance with Regulation Section 1.6038-2(j)(3) "

"The taxpayer was required to file Form 5471 with respect to French Property Partners Holdings B V , a foreign corporation, because of the constructive ownership rules of IRC Section 554(a)(2) Pursuant to Regulation Section 1.6038-2(j), Form 5471 was filed on the foreign corporation Form 5471 will be included in French Property Partners, LLC's Form 1065 for the year ended December 31, 2002, which will be filed by October 15, 2003 with the Ogden, UT service center This information is provided in accordance with Regulation Section 1.6038-2(j)(3) "

"The taxpayer was required to file Form 5471 with respect to Carnegie Club, a foreign corporation, because of the constructive ownership rules of IRC Section 554(a)(2) Pursuant to Regulation Section 1.6038-2(j), Form 5471 was filed on the foreign corporation Form 5471 will be included in Westbrook Carnegie Investments, LLC's Form 1065 for the year ended December 31, 2002, which will be filed by October 15, 2003 with the Ogden, UT service center This information is provided in accordance with Regulation Section 1.6038-2(j)(3) "

Please consult your tax advisor regarding your filing requirements

WESTBROOK REAL ESTATE FUND III, L.P

EIN 13-4009464

A copy of Form 5471 will be filed on your behalf by the partnership with respect to the partnership's interest in CI Capital Corporation, Westbrook Saint-Ouen Holding II, BV, WEP Evry-Mozart Holdings BV, WEP Wartford Holdings BV, Pacific Century Property Management, Pacific Century Leasing Limited, and Pacific Century Asset Management, which are all foreign corporations. You are required to attach a statement to your tax return for 2002 indicating that this Form 5471 will be filed on your behalf. Following is sample language that you may use in that statement.

"The taxpayer was required to file Form 5471 with respect to CI Capital Corporation, Westbrook Saint-Ouen Holding II, BV, WEP Evry-Mozart Holdings BV, WEP Wartford Holdings BV, Pacific Century Property Management, Pacific Century Leasing Limited, and Pacific Century Asset Management, which are all foreign corporations, because of the constructive ownership rules of IRC Section 554(a)(2). Pursuant to Regulation Section 1.6038-2(j), Forms 5471 will be filed on the foreign corporation. Form 5471 for CI Capital Corporation will be included in Westbrook Real Estate Fund III, LP's Form 1065 for the year ended December 31, 2002, which will be filed on or before April 15, 2003 with the Ogden, UT Service Center. Forms 5471 for Pacific Century Property Management, Pacific Century Leasing Limited, and Pacific Century Asset Management will be included in Pacific Century Japan Residential Property, LLC's Form 1065 for the year ended December 31, 2002, which will be filed on or before April 15, 2003 with the Ogden, UT Service Center. Form 5471 for Westbrook Saint-Ouen Holding II, BV will be included in WB France, LLC's Form 1065 for the year ended December 31, 2002, which will be filed on or before April 15, 2003 with the Ogden, UT Service Center. Forms 5471 for WEP Evry-Mozart Holdings BV and WEP Wartford Holdings BV will be included in Western European Partners, LLC's Form 1065 for the year ended December 31, 2002, which will be filed on or before April 15, 2003 with the Ogden, UT Service Center. This information is provided in accordance with Regulation Section 1.6038-2(j)(3)."

Please consult your tax advisor regarding your filing requirements.

WESTBROOK REAL ESTATE FUND IV, L P
EIN 13-4131512

A copy of Form 5471 will be filed on your behalf by the partnership with respect to the partnership's interest in Yuhwa Development Company, Ltd , Myungdong Development Company, Ltd , Bruton Topco Limited, WB-HX (Newbury), Ltd , WB-HX (Newbury) No 1 Ltd , WB-HX (Newbury) No 2 Ltd , Evelyn Road Development Company PTE Ltd , Blue Seas Company, Ltd , and EPP Columbia Holdings Lux, which are all foreign corporations. You are required to attach a statement to your tax return for 2002 indicating that these Forms 5471 will be filed on your behalf. Following is sample language that you may use in that statement:

"The taxpayer was required to file Form 5471 with respect to Yuhwa Development Company, Ltd , Myungdong Development Company, Ltd , Bruton Topco Limited, WB-HX (Newbury), Ltd , WB-HX (Newbury) No 1 Ltd , WB-HX (Newbury) No 2 Ltd , Evelyn Road Development Company PTE Ltd , Blue Seas Company, Ltd , and EPP Columbia Holdings Lux, which are all foreign corporations, because of the constructive ownership rules of IRC Section 554(a)(2). Pursuant to Regulation Section 1.6038-2(j), Forms 5471 will be filed for these foreign corporations by July 15, 2003 with the Ogden, UT Service Center, as follows:

Form 5471 for Yuhwa Development Company, Ltd will be included in Yuhwa Investors, LLC's Form 1065 for the year ended December 31, 2002.

Form 5471 for Myungdong Development Company, Ltd will be included in Myungdong Investors, LLC's Form 1065 for the year ended December 31, 2002.

Form 5471 for Bruton Topco Limited will be included in Bruton Holdings, LLC's Form 1065 for the year ended December 31, 2002.

Forms 5471 for WB-HX (Newbury), Ltd , WB-HX (Newbury) No 1 Ltd , WB-HX (Newbury) No 2 Ltd will be included in Westbrook Real Estate Fund IV, LP's Form 1065 for the year ended December 31, 2002.

Form 5471 for Evelyn Road Development Company PTE, Ltd will be included in Westbrook Evelyn Road, LLC's Form 1065 for the year ended December 31, 2002.

Form 5471 for Blue Seas Company, Ltd will be included in Ryuwa Investors, LLC's Form 1065 for the year ended December 31, 2002.

Form 5471 for EPP Columbia Holdings Lux will be included in French Property Partners II, LLC's Form 1065 for the year ended December 31, 2002.

This information is provided in accordance with Regulation Section 1.6038-2(j)(3)."

Please consult your tax advisor regarding your filing requirements.

**J.H. PEW Freedom Trust
23-6234671**

Tax Year Ended December 31, 2002

Statement Pursuant to Reg. Sec. 1.6038-2(j)(3)

The taxpayer hereby states that it complied with the filing requirements under Reg §1 6038-2, with respect to Forms 5471, the "Information Return of U S Persons With Respect to Certain Foreign Corporations " The taxpayer is excepted from filing Forms 5471 under Reg §1 6038-2(j)(2) as the required information was filed on the taxpayer's behalf pursuant to Reg § 1 6038-2(j) The following taxpayer filed Forms 5471 on behalf of the above taxpayer

Walton Street Real Estate Fund II, L P
36-4208917
900 North Michigan Avenue – Suite 1900
Chicago, IL 60611

Walton Street Real Estate Fund II, L P , U S A filed Form 1065, "U S Partnership Return of Income," with the Forms 5471 attached with the Internal Revenue Service Center in Utah, and filed a separate copy of Form 5471 with the Internal Revenue Service Center located in Philadelphia, Pennsylvania

J HOWARD PEW FREEDOM TRUST
EIN 23-6234671
12/31/2002

LEHMAN BROTHER MERCHANT BANKING
EIN 13-3969548

FORM 5471 FILING REQUIREMENTS HAVE BEEN SATISFIED BY

LEHMAN BROTHERS MERCHANT BANKING PARTNERSII, LP, II
EIN 13-3969548
399 PARK AVENUE
NEW YORK, NY 10022

LEHMAN BROTHERS MERCHANT BANKING PARTNERSII, LP, II, U S A FILED FORM 1065,
"U S PARTNERSHIP RETURN OF INCOME," WITH FORMS 5471 ATTACHED WITH THE
INTERNAL REVENUE SERVICE CENTER IN ODGEN UTAH

AXIS Capital Holdings Limited

Statement of Joint Filing of Form 5471

Subject: Filing of Form 5471

Name of Foreign Corporation: AXIS Specialty Limited
Address of Foreign Corporation: Overbay 106 Pitts Bay Road
Pembroke, Bermuda HM08
EIN 98-0364977

Tax Years of Foreign Corporation: September 30, 2002 and December 31, 2002

The filing requirements imposed upon me by IRC sections 6046 and 6038 to file Form 5471 will be satisfied by the joint filing of the Form 5471 by

Marsh & McLennan Companies, Inc.
1166 Avenue of the Americas
New York, NY 10036

EIN# 36-2668272
Filing in Holtsville Service Center

AXIS Capital Holdings Limited

Statement of Joint Filing of Form 5471

Subject: Filing of Form 5471

Name of Foreign Corporation: AXIS Re Limited

Address of Foreign Corporation: Regus House
Harcourt Centre
Harcourt Road
Dublin 2, Ireland
EIN Applied For

Tax Year of Foreign Corporation: December 31, 2002

The filing requirements imposed upon me by IRC sections 6046 and 6038 to file Form 5471 will be satisfied by the joint filing of the Form 5471 by:

Marsh & McLennan Companies, Inc
1166 Avenue of the Americas
New York, NY 10036

EIN# 36-2668272
Filing in Holtsville Service Center

AXIS Capital Holdings Limited

Statement of Joint Filing of Form 5471

Subject: Filing of Form 5471

Name of Foreign Corporation: AXIS Specialty Europe Limited

Address of Foreign Corporation: Regus House
Harcourt Center
Harcourt Road
Dublin 2, Ireland
EIN Applied For

Tax Year of Foreign Corporation: December 31, 2002

The filing requirements imposed upon me by IRC sections 6046 and 6038 to file Form 5471 will be satisfied by the joint filing of the Form 5471 by:

Marsh & McLennan Companies, Inc
1166 Avenue of the Americas
New York, NY 10036

EIN# 36-2668272
Filing in Holtsville Service Center

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

Department of the Treasury
Internal Revenue Service

▶ See separate instructions

Attachment
Sequence No **69**

Name of shareholder J. HOWARD PEW FREEDOM TR THE GLENMEDE TRUST COMPANY	Identifying number (see page 2 of instructions) 23-6234671
Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions) 1650 MARKET STREET, SUITE 1200	Shareholder tax year: calendar year 20 02 or other tax year beginning 20 and ending 20
City or town, state, and ZIP code or country PHILADELPHIA, PA 19103-7391	
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate	
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) SEE SCHEDULES ATTACHED	Employer identification number (if any)
Address (Enter number, street, city or town, and country) SEE SCHEDULES ATTACHED	Tax year of company or fund: calendar year 20 02 or other tax year beginning 20 and ending 20

Part I Elections (See instructions)

- A** **Election To Treat the PFIC as a QEF** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*
- B** **Deemed Sale Election** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*
- C** **Deemed Dividend Election** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e.*
- D** **Election To Extend Time For Payment of Tax** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: *If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.*
- E** **Election To Recognize Gain on Deemed Sale of PFIC** I, a shareholder of a former PFIC, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*
- F** **Election To Mark-to-Market PFIC Stock** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF) All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a Enter your pro rata share of the ordinary earnings of the QEF	1a	SEE ATTACHED	
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income.	1c	SEE ATTACHED	
2a Enter your pro rata share of the total net capital gain of the QEF	2a		
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)	2c		
3a Add lines 1c and 2c	3a		
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b	SEE ATTACHED	
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year.	3c		
d Add lines 3b and 3c	3d	SEE ATTACHED	
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets). Important: <i>If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.</i>	3e		
4a Enter the total tax for the tax year. (See instructions.)	4a		
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e.	4b		
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions.	4c		

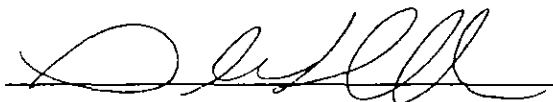
AMI IV-Q, LTD.

Annual Intermediary Statement for HMTF-LA Venezuela Cable, Ltd.

- (i) This Annual Intermediary Statement applies to the taxable year of HMTF-LA Venezuela Cable, Ltd beginning on January 1, 2002 and ending on December 31, 2002
- (ii) The shareholder's pro rata share of ordinary earnings and net capital gain of HMTF-LA Venezuela Cable, Ltd for the taxable year specified in (i) above
- | | |
|-------------------|------|
| Ordinary earnings | none |
| Net capital gain | none |
- (iii) The amount of cash and fair market value of other property distributed or deemed distributed by HMTF-LA Venezuela Cable, Ltd to the shareholder for the taxable year specified in (i) above
- | | |
|-------------------------------------|------|
| Cash | none |
| Fair market value of other property | none |
- (iv) HMTF-LA Venezuela Cable, Ltd will permit the shareholder to inspect and copy HMTF-LA Venezuela Cable, Ltd 's permanent books of account, records, and such other documents as may be maintained by HMTF-LA Venezuela Cable, Ltd that are necessary (i) to establish that HMTF-LA Venezuela Cable, Ltd 's ordinary earnings and net capital gains are computed in accordance with U S income tax principles, and (ii) to verify these amounts and the shareholder's pro rata shares thereof

AMI IV-Q, Ltd

By



David W Knickel, Treasurer and Vice President

March 10, 2003

(Rev July 1998)

▶ Attach to your tax return

Department of the Treasury
Internal Revenue Service

▶ If you received this form from a partnership, S corporation, or trust, see the instructions

Attachment
Sequence No **71**

Investor's name(s) shown on return J. HOWARD FEW FREEDOM TRUST		Investor's identifying number 23-6234671	Investor's tax year ended 12/31/02
	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11-digit number)	(c) Tax Shelter Identifying Number
1	ABRY BROADCAST PARTNERS II, LP.	97042000063	04-3350018
2			
3			
4			
5			
6			
7			
8			
9			
10			

General Instructions

Section references are to the Internal Revenue Code

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration- required tax shelters") and to report the name and identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration- required tax shelter must file Form 8271. If you are an investor in a partnership or an S corporation, look at item G, Schedule K-1 (Form 1065), or item C, Schedule K-1 (Form 1120S). If a tax shelter registration number or the words "Applied for" appear there, then the entity is a registration- required tax shelter. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration- required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration- required tax shelter.

In certain cases, a tax shelter that does not expect to reduce the cumulative tax liability of any investor during the 5-year period ending after the date the investment is first offered for sale may be considered a "projected income investment." Such a tax shelter will not have to register, and thus not have to furnish a tax shelter registration number to investors, unless and until it ceases to be a projected income investment. It is possible, therefore, that you may not be furnished a tax shelter registration number, and not have to report it, for several years after you purchase or otherwise acquire your interest in the tax shelter. If you are later furnished a tax shelter registration number because the tax shelter ceased to be a projected income investment, follow these instructions. However, you must file Form 8271 only for tax years ending on or after the date the tax shelter ceases to be a projected income investment.

Note Even if you have an interest in a registration- required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration- required tax shelter. This could occur, for example, if for a particular year you are unable to claim any portion of a loss because of the passive activity loss limitations and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported from an interest in a registration- required tax shelter. These returns include applications for tentative refunds (Forms 1045 and 1139) and amended returns (Forms 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration- required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Penalty For Not Including Registration Number on Return

A \$250 penalty will be charged for each failure to include a tax shelter registration number on a return on which it is required to be included unless the failure is due to reasonable cause.

Specific Instructions Investor's Identifying Number

Enter the social security number or employer identification number shown on the return to which this Form 8271 is attached.

Investor's Tax Year Ended

Enter the date the tax year ended for the return to which this Form 8271 is attached.

Investor Reporting of Tax Shelter Registration Number

OMB No 1545-0881

▶ Attach to your tax return.

▶ If you received this form from a partnership, S corporation, or trust, see the instructions.

Attachment
Sequence No **71**

Investor's name(s) shown on return J. HOWARD PEW FREEDOM TRUST BEACON CAPITAL STRATEGIC PARTNERS, L.P.	Investor's identifying number 23-6234671 04-3483915	Investor's tax year ended 12/31/2002
--	---	--

	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11-digit number)	(c) Tax Shelter Identifying Number
1	METRO CENTER PARCEL 2 ASSOCIATES	86343000179	
2	LLC		
3			
4			
5			
6			
7			
8			
9			
10			

General Instructions

Section references are to the Internal Revenue Code

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.
Note. A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If you are an investor in a partnership or an S corporation, look at item G, Schedule K-1 (Form 1065), or item C, Schedule K-1 (Form 1120S). If a tax shelter registration number or the words "Applied for" appear there, then the entity is a registration-required tax shelter. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

In certain cases, a tax shelter that does not expect to reduce the cumulative tax liability of any investor during the 5-year period ending after the date the investment is first offered for sale may be considered a "projected income investment." Such a tax shelter will not have to register, and thus not have to furnish a tax shelter registration number to investors, unless and until it ceases to be a projected income investment. It is possible, therefore, that you may not be furnished a tax shelter registration number, and not have to report it, for several years after you purchase or otherwise acquire your interest in the tax shelter. If you are later furnished a tax shelter registration number because the tax shelter ceased to be a projected income investment, follow these instructions. However, you must file Form 8271 only for tax years ending on or after the date the tax shelter ceases to be a projected income investment.

Note. Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Penalty for Not Including Registration Number on Return

A \$250 penalty will be charged for each failure to include a tax shelter registration number on a return on which it is required to be included unless the failure is due to reasonable cause.

Specific Instructions Investor's Identifying Number

Enter the social security number or employer identification number shown on the return to which this Form 8271 is attached.

Investor's Tax Year Ended

Enter the date the tax year ended for the return to which this Form 8271 is attached.

Investor Reporting of Tax Shelter Registration Number

▶ Attach to your tax return.

▶ If you received this form from a partnership, S corporation, or trust, see the instructions

Investor's name(s) shown on return J. HOWARD PEW FREEDOM TRUST CROW FAMILY HOLDINGS REALTY PARTNERS, L.P.	Investor's identifying number 23-6234671 75-2727421	Investor's tax year ended 12/31/2002
---	---	--

	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11-digit number)	(c) Tax Shelter Identifying Number
1	KIMPTON DEVELOPMENT		
2	OPPORTUNITY FUND, L.P.	99063000041	94-3279901
3			
4			
5			
6			
7			
8			
9			
10			

General Instructions

Section references are to the Internal Revenue Code

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers. Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If you are an investor in a partnership or an S corporation, look at item G, Schedule K-1 (Form 1065), or item C, Schedule K-1 (Form 1120S). If a tax shelter registration number or the words "Applied for" appear there, then the entity is a registration-required tax shelter. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

In certain cases, a tax shelter that does not expect to reduce the cumulative tax liability of any investor during the 5-year period ending after the date the investment is first offered for sale may be considered a "projected income investment." Such a tax shelter will not have to register, and thus not have to furnish a tax shelter registration number to investors, unless and until it ceases to be a projected income investment. It is possible, therefore, that you may not be furnished a tax shelter registration number, and not have to report it, for several years after you purchase or otherwise acquire your interest in the tax shelter. If you are later furnished a tax shelter registration number because the tax shelter ceased to be a projected income investment, follow these instructions. However, you must file Form 8271 only for tax years ending on or after the date the tax shelter ceases to be a projected income investment.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Penalty for Not Including Registration Number on Return

A \$250 penalty will be charged for each failure to include a tax shelter registration number on a return on which it is required to be included unless the failure is due to reasonable cause.

Specific Instructions Investor's Identifying Number

Enter the social security number or employer identification number shown on the return to which this Form 8271 is attached.

Investor's Tax Year Ended

Enter the date the tax year ended for the return to which this Form 8271 is attached.

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2002

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign partnership's tax year
(see instructions) beginning 01/01/2002, and ending 12/31/2002

Attachment
Sequence No **118**

Important: All information must be in English All amounts must be in U S dollars unless otherwise indicated

Name of person filing this return J. HOWARD PEW FREEDOM TRUST Filer's identifying number 03-8234671

Filer's address (if you are not filing this form with your tax return) _____
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4

B Filer's tax year beginning _____ and ending _____

C Filer's share of liabilities Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
HMTF FUND V CAYMAN, L.P.
C/O HICKS, MUSE, TATE & FURST, INCORPORATED
200 CRESCENT COURT, SUITE 1600, DALLAS, TEXAS 75201
2 EIN (if any) 98-0336423
3 Country under whose laws organized CAYMAN ISLANDS

4 Date of organization 11/22/2000 5 Principal place of business CAYMAN ISLANDS 6 Principal business activity code number 525990 7 Principal business activity INVESTMENTS 8 Functional currency US DOLLARS 8b Exchange rate (see instr) N/A

G Provide the following information for the foreign partnership's tax year

1 Name address, and identifying number of agent (if any) in the United States
NOT APPLICABLE
2 Check if the foreign partnership must file
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed
PHILADELPHIA, PA

3 Name and address of foreign partnership's agent in country of organization, if any
HUNTLAW CORPORATE SERVICES, LTD.
THE HUNTLAW BUILDING
FORT STREET
GEORGETOWN, GRAND CAYMAN, CAYMAN ISLANDS
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different
DAVID W. KNICKEL
HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600
DALLAS, TEXAS 75201

5 Were any special allocations made by the foreign partnership? Yes No

6 Number of foreign disregarded entities owned by the partnership (attach list) **THREE***

7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? Yes No

9 Does this partnership meet both of the following requirements? **NOT APPLICABLE**

- The partnership's total receipts for the tax year were less than \$250,000 and
- The value of the partnership's total assets at the end of the tax year was less than \$600,000

If "Yes," do not complete Schedules L, M-1, and M-2 **NOT APPLICABLE**

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return
Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Sign and Complete Only if Form Is Filed Separately
Preparer's signature _____ Date _____ Check if self employed Preparer's SSN or PTIN _____

Firm's name (or yours if self-employed) address and ZIP code _____ EIN _____ Phone no _____

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
N/A - PARTNER TRANSFERRED TO TRANSFEREE PARTNERSHIP	SOLELY CASH AND DID NOT OWN	10% OR GREATER INTEREST IN	

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
PAN AMERICAN SPORTS PARTNERSHIP COMPANY	C/O HICKS, MUSE, TATE & FURST INCORPORATED	98-0208123	N/A	X
HMTF BRIDGE IS (CAYMAN) Ltd	200 CRESCENT COURT	52-2248571	N/A	X
HMTF CAYMAN FOUR LTD	SUITE 1600 DALLAS, TEXAS 75201	523-2323722	N/A	X

Schedule B Income Statement - Trade or Business Income

Caution: include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a	Gross receipts or sales	1a		1c	
	b	Less returns and allowances	1b			
	2	Cost of goods sold			2	
	3	Gross profit Subtract line 2 from line 1c			3	
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5	Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6	Net gain (loss) from Form 4797, Part II, line 18			6	
	7	Other income (loss) (attach schedule)			7	
8	Total income (loss) Combine lines 3 through 7			8		
Deductions (see page 8 of the instructions for limitations)	9	Salaries and wages (other than to partners) (less employment credits)			9	
	10	Guaranteed payments to partners			10	
	11	Repairs and maintenance			11	
	12	Bad debts			12	
	13	Rent			13	
	14	Taxes and licenses			14	
	15	Interest			15	
	16 a	Depreciation (if required, attach Form 4562)	16a			
	b	Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17	Depletion (Do not deduct oil and gas depletion)			17	
	18	Retirement plans, etc.			18	
	19	Employee benefit programs			19	
	20	Other deductions (attach schedule)			20	
	21	Total deductions Add the amounts shown in the far right column for lines 9 through 20			21	
22	Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22		

**SCHEDULE O
(Form 8865)**

Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(under section 6038B)**

▶ Attach to Form 8865 See Instructions for Form 8865

OMB No 1545-1868

2002

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Filer's Identifying number

23-6234671

Name of foreign partnership

HMTF FUND V. CAYMAN, L.P.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	3/26 4/15, 6/19		10,805 23,266 4,195				.125225%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
NOT APPLICABLE							

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865

Schedule O (Form 8865) 2002

N/A

Form **8865**

(December 1999)

Department of the Treasury
Internal Revenue Service

Return of U.S. Persons With Respect to Certain Foreign Partnerships

▶ Attach to your tax return. See separate instructions
Information furnished for the foreign partnership's tax year

(see instructions) beginning 01/01 2002 and ending 12/31 2002

OMB No 1545-1668

Attachment
Sequence No 118

Important: All information **MUST** be in English. All amounts **MUST** be in U.S. dollars unless otherwise indicated.

Name of person filing this return: J. HOWARD PEW FREEDOM TRUST Identifying number: 23-6234671

Filer's address (if you are not filing this form with your tax return):
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4

B Filer's tax year beginning 1/1 and ending 12/31-02

C Filer's share of liabilities Nonrecourse \$ 0 Qualified nonrecourse financing \$ 0 Other \$ 0

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent.
Name: _____ EIN: _____
Address: _____

E Information about certain other partners (see instructions)			(4) Check applicable box(es)		
(1) Name	(2) Address	(3) Identifying number	Category 1	Category 2	Constructive owner
<u>NOT APPLICABLE</u>					

F1 Name and address of foreign partnership:
QUALIFIED FUND, C V.
C/O HICKS, MUSE, TATE, & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600, DALLAS, TX 75201
2 EIN (if any): 75-2785520
3 Country under whose laws organized: NETHERLANDS

4 Date of organization: 07/31/1998 5 Principal place of business: UNITED STATES/NETHERLANDS
6 Principal business activity code number: 525990 7 Principal business activity: INVESTMENTS
8 Functional currency and exchange rate (see instr): U S DOLLAR

G Provide the following information for the foreign partnership's tax year:
1 Name, address, and identifying number of agent (if any) in the United States:
NOT APPLICABLE
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: PHILADELPHIA, PENNSYLVANIA

3 Name and address of foreign partnership's agent in country of organization, if any:
MEESPIERSON TRUST B V.
HERENGRACHT 548, 1017 CG
AMSTERDAM, THE NETHERLANDS
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: DAVID W KNICKEL
HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600, DALLAS, TX 75201

5 Were any special allocations made by the foreign partnership? Yes No
6 Number of foreign disregarded entities owned by the partnership (attach list): NONE
7 How is this partnership classified under the law of the country in which it is organized? CLOSED LIMITED PARTNERSHIP
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$600,000
If "Yes," do not complete Schedules L, M-1, and M-2. Yes No
NOT APPLICABLE

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return:
Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____
Preparer's signature: _____ Date: _____ Check if self-employed: Preparer's SSN or PTIN: _____
Firm's name (or yours if self-employed) and address: _____ EIN: _____
ZIP code: _____

SCHEDULE O
(Form 8865)
 (December 1999)
 Department of the Treasury
 Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

Identifying number

J HOWARD FEW FREEDOM TRUST

23-6734671

Name of foreign partnership

QUALIFIED FUND, C V

Part I Transfers Reportable Under Section 6038B

N/A

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash							
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

NOT APPLICABLE

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865

Schedule O (Form 8865) (12-99)

Return of U.S. Persons With Respect to
Certain Foreign Partnerships

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return. See separate instructions
Information furnished for the foreign partnership's tax year
(see instructions) beginning 01/01, 2002 and ending 12/31 2002

Attachment
Sequence No 118

Important All information must be in English All amounts must be in U S dollars unless otherwise indicated

Name of person filing this return J. HOWARD FEW FREEDOM TRUST Filer's identifying number 23-623 4671

Filer's address (if you are not filing this form with your tax return) _____
 A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
 1 2 3 4
 B Filer's tax year beginning 1-1 2002 and ending 12-31 2002

C Filer's share of liabilities Nonrecourse \$ 0 Qualified nonrecourse financing \$ 0 Other \$ 0

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
 Name _____ EIN _____
 Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
NOT APPLICABLE					

F1 Name and address of foreign partnership
HMTF EQUITY FUND IV (1999) CAYMAN, LP
C/O HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600, DALLAS, TX 75201
 2 EIN (if any) 98-0214613
 3 Country under whose laws organized CAYMAN ISLANDS

4 Date of organization 11/5/99 5 Principal place of business CAYMAN ISLANDS 6 Principal business activity code number 525990 7 Principal business activity INVESTMENTS 8 Functional currency and exchange rate (see instr) US DOLLAR

G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States <u>NOT APPLICABLE</u>	2 Check if the foreign partnership must file <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed <u>PHILADELPHIA, PA</u>
3 Name and address of foreign partnership's agent in country of organization, if any <u>HUNTLOW CORPORATE SERVICES LIMITED</u> <u>THE HUNTLOW BUILDING, FORT STREET</u> <u>GEORGETOWN, GRAND CAYMAN, CAYMAN ISLANDS</u>	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records if different <u>LINDA THOMPSON</u> <u>HICKS, MUSE, TATE & FURST INCORPORATED</u> <u>200 CRESCENT COURT, SUITE 1600, DALLAS, TX 75201</u>

5 Were any special allocations made by the foreign partnership? ▶ Yes No
 6 Number of foreign disregarded entities owned by the partnership (attach list) ▶ NONE
 7 How is this partnership classified under the law of the country in which it is organized? ▶ EXEMPTED LIMITED PARTNERSHIP
 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No
 9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$600,000 }
 If "Yes," do not complete Schedules L, M-1, and M-2 ▶ Yes No
NOT APPLICABLE

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return

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

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed Preparer's SSN or PTIN _____
 Firm's name (or yours if self-employed) address and ZIP code _____ EIN _____
 Phone no _____

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Filer's identifying number

23-6734671

Name of foreign partnership

HMTF EQUITY FUND IV (1999) CAYMAN, LP

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	5/14/02		297.				027325%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

INTEREST IN A SENIOR SUBORDINATED PROMISSORY NOTE FROM STONEVILLE HOLDING CORPORATION - AT TAX BASIS

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865

Schedule O (Form 8865) 2001

Form **8865**

(December 1999)

Department of the Treasury
Internal Revenue Service

Return of U.S. Persons With Respect to Certain Foreign Partnerships

▶ Attach to your tax return. See separate instructions.

Information furnished for the foreign partnership's tax year

(see instructions) beginning 01/01, 2002 and ending 12/31, 2002

OMB No 1546-1668

Attachment
Sequence No 118

Important All information **MUST** be in English. All amounts **MUST** be in U.S. dollars unless otherwise indicated.

Name of person filing this return: **J. HOWARD FEW FREEDOM TRUS** Identifying number: **23-6234671**

Filer's address (if you are not filing this form with your tax return): [Blank] A Category of filer (see Categories of Filers in the instructions and check applicable boxes): 1 2 3 4

B Filer's tax year beginning 1/1 and ending 12/31, 02

C Filer's share of liabilities: Nonrecourse \$ 0, Qualified nonrecourse financing \$ 0, Other \$ 0

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name: [Blank] EIN: [Blank]
Address: [Blank]

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
NOT APPLICABLE					

F1 Name and address of foreign partnership: **AMI IV-Q LTD**
C/O HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600, DALLAS, TX 75201
2 EIN (if any): **98-0200346**
3 Country under whose laws organized: **CAYMAN ISLANDS**

4 Date of organization: **07/27/1998** 5 Principal place of business: **CAYMAN ISLANDS** 6 Principal business activity code number: **525990** 7 Principal business activity: **INVESTMENTS** 8 Functional currency and exchange rate (see instr): **U S DOLLAR**

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States: **NOT APPLICABLE**
2 Check if the foreign partnership must file: Form 1042, Form 8804, Form 1065 or 1065-B. Service Center where Form 1065 or 1065-B is filed: **PHILADELPHIA, PENNSYLVANIA**

3 Name and address of foreign partnership's agent in country of organization, if any: **W S WALKER & COMPANY**
CALEDONIAN HOUSE, MARY STREET
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records if different: **DAVID W RNICHEL**
HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, STE 1600, DALLAS, TX 75201

5 Were any special allocations made by the foreign partnership? Yes No
6 Number of foreign disregarded entities owned by the partnership (attach list): **NONE**
7 How is this partnership classified under the law of the country in which it is organized? **EXEMPTED LIMITED COMPANY**
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$600,000
If "Yes" do not complete Schedules L, M-1, and M-2. Yes No **NOT APPLICABLE**

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return: Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: [Blank] Date: [Blank]

Paid Preparer's Use Only: Preparer's signature: [Blank] Date: [Blank] Check if self-employed: Preparer's SSN or PTIN: [Blank]
Firm's name (or yours if self-employed) and address: [Blank] EIN: [Blank] ZIP code: [Blank]

Schedule A **Constructive Ownership of Partnership Interest** Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
AMI TV-O CAYMAN, L.P.	C/O HICKS, MUSE, TATE & FURST INCORPORATED	98-0193852	NOT APPLICABLE	X
HMTF AMI (SP) LTD	200 CRESCENT COURT	98-0211252	NOT APPLICABLE	X
ARGENTINA MEDIA INVESTMENTS, L.P.	SUITE 1600 DALLAS, TX 75201	98-0211249	APPLICABLE	X

Schedule B **Income Statement — Trade or Business Income**

Caution Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a	Gross receipts or sales	1a		1c	
		b Less returns and allowances	1b			
	2	Cost of goods sold			2	
	3	Gross profit (Subtract line 2 from line 1c)			3	
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5	Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6	Net gain (loss) from Form 4797, Part II, line 18			6	
7	Other income (loss) (attach schedule)			7		
8	Total income (loss) Combine lines 3 through 7			8		
Deductions (see page 7 of the instructions for limitations)	9	Salaries and wages (other than to partners) (less employment credits)			9	
	10	Guaranteed payments to partners			10	
	11	Repairs and maintenance			11	
	12	Bad debts			12	
	13	Rent			13	
	14	Taxes and licenses			14	
	15	Interest			15	
	16a	Depreciation (if required, attach Form 4562)	16a			
		b Less depreciation reported on Schedule A and elsewhere on return	16b			
	17	Depletion (Do not deduct oil and gas depletion)			17	
	18	Retirement plans, etc.			18	
	19	Employee benefit programs			19	
	20	Other deductions (attach schedule)			20	
	21	Total deductions Add the amounts shown in the far right column for lines 9 through 20			21	
	22	Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22	

Transfer of Property to a Foreign Partnership
 (under section 6038B)

OMB No 545-1055

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor: **J. HOWARD PEW FREEDOM TRUST** Identifying number: **23-6234671**

Name of foreign partnership:

AMI IV-Q, LTD

Part I Transfers Reportable Under Section 6038B

N/A

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash							
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

NOT APPLICABLE

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2002

Department of the Treasury
Internal Revenue Service

▶ **Attach to your tax return See separate instructions.**
Information furnished for the foreign partnership's tax year
(see instructions) beginning 01/01, 2002, and ending 12/31, 2002

Attachment
Sequence No **118**

Important: All information must be in English All amounts must be in U S dollars unless otherwise indicated

Name of person filing this return J HOWARD PEW FREEDOM TRUST Filer's identifying number 23-6234671

Filer's address (if you are not filing this form with your tax return) _____
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4

B Filer's tax year beginning _____ 20 _____ and ending _____, 20 _____

C Filer's share of liabilities Nonrecourse \$ 0 Qualified nonrecourse financing \$ 0 Other \$ 0

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
NOT APPLICABLE					

F1 Name and address of foreign partnership
PAN AM SPORTS FUND IV LIMITED PARTNERSHIP
C/O HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201
2 EIN (if any)
98-0211025
3 Country under whose laws organized

4 Date of organization 7/15/1999	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 525990	7 Principal business activity INVESTMENTS	8a Functional currency US DOLLAR	8b Exchange rate (see instr)
-------------------------------------	---	---	--	-------------------------------------	------------------------------

G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States
NOT APPLICABLE
2 Check if the foreign partnership must file
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed
PHILADELPHIA, PA

3 Name and address of foreign partnership's agent in country of organization, if any
HUNTLAW CORPORATE SERVICES LIMITED
THE HUNTLAW BUILDING, FORT STREET
GEORGETOWN, GRAND CAYMAN, CAYMAN ISLANDS
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different
DAVID W KNICKEL
HICKS, MUSE, TATE & FURST INCORPORATED
200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201

5 Were any special allocations made by the foreign partnership? ▶ Yes No
6 Number of foreign disregarded entities owned by the partnership (attach list) ▶ NONE
7 How is this partnership classified under the law of the country in which it is organized? ▶ EXEMPTED LIMITED PARTNERSHIP
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$600,000
If "Yes" do not complete Schedules L, M-1 and M-2 } ▶ Yes No
N/A

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return
Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief it is true correct, and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Sign and Complete Only If Form Is Filed Separately	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN _____
	Firm's name (or yours if self-employed) address and ZIP code _____	EIN _____	Phone no _____	

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U S taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
NOT APPLICABLE - PARTNER OWNS LESS THAN 10% IN TRANSFEREE PARTNERSHIP AND TRANSFERRED SOLELY IN CASH			

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
PAN AMERICAN SPORTS PARTNERS COMPANY	C/O HICKS, MUSE, TATE & FURST	98-0208123	N/A	X
PAN AMERICAN SPORTS HOLDINGS LTD	INCORPORATED 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201	98-0208125	N/A	X

Schedule B Income Statement — Trade or Business Income

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a	Gross receipts or sales	1a		1c	
	1b	Less returns and allowances	1b		1c	
	2	Cost of goods sold	2			
	3	Gross profit Subtract line 2 from line 1c	3			
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)	4			
	5	Net farm profit (loss) (attach Schedule F (Form 1040))	5			
	6	Net gain (loss) from Form 4797, Part II, line 18	6			
	7	Other income (loss) (attach schedule)	7			
8	Total income (loss). Combine lines 3 through 7	8				
Deductions (see page 8 of the instructions for limitations)	9	Salaries and wages (other than to partners) (less employment credits)	9			
	10	Guaranteed payments to partners	10			
	11	Repairs and maintenance	11			
	12	Bad debts	12			
	13	Rent	13			
	14	Taxes and licenses	14			
	15	Interest	15			
	16a	Depreciation (if required, attach Form 4562)	16a			
	16b	Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17	Depletion (Do not deduct oil and gas depletion)	17			
	18	Retirement plans, etc	18			
	19	Employee benefit programs	19			
	20	Other deductions (attach schedule)	20			
	21	Total deductions Add the amounts shown in the far right column for lines 9 through 20	21			
22	Ordinary income (loss) from trade or business activities Subtract line 21 from line 8	22				

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1868

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865. See Instructions for Form 8865.

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Filer's identifying number

23-6234671

Name of foreign partnership

PAN AM SPORTS FUND IV LIMITED PARTNERSHIP

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	3/26/02 6/19/02		3,164. 1,228.				027332%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner
				N/A			

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865

Schedule O (Form 8865) 2002

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2002

Department of the Treasury
Internal Revenue Service

▶ **Attach to your tax return See separate instructions**
Information furnished for the foreign partnership's tax year
(see instructions) beginning 2002 and ending 2002

Attachment
Sequence No **118**

Important All information must be in English All amounts must be in US dollars unless otherwise indicated

Name of person filing this return J HOWARD PEW FREEDOM TRUST		Filer's identifying number 23-6234671
Filer's address (if you are not filing this form with your tax return)		A Category of filer (see Categories of Filers in the instructions and check applicable box(es)) 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/>
		B Filer's tax year beginning 1/1 2002 and ending 12/31 2002

C Filer's share of liabilities Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent enter the following information about the parent

Name	EIN
Address	

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership	2 EIN (if any)
	3 Country under whose laws organized CAYMAN ISLANDS

4 Date of organization 3/7/2000	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency USD	8b Exchange rate (see instr)
---	--	--	---	--------------------------------------	------------------------------

G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States EASTPOINTE MANAGEMENT, LLC 330 OLD COUNTRY ROAD, SUITE 204 MINEOLA, NY 11501	2 Check if the foreign partnership must file <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed PHILADELPHIA
3 Name and address of foreign partnership's agent in country of organization if any NONE	4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records if different NONE

5 Were any special allocations made by the foreign partnership? ▶ Yes No

6 Number of foreign disregarded entities owned by the partnership (attach list) ▶ **NONE**

7 How is this partnership classified under the law of the country in which it is organized? ▶ **EXEMPTED LIMITED PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No N/A

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$600,000
 If "Yes" do not complete Schedules L, M-1, and M-2 } ▶ Yes No N/A

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return

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

Paid Preparer Sign and Complete Only if Form Is Filed Separately	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
	Firm's name (or yours if self-employed) address and ZIP code	EIN	Phone no ()	

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box b, enter the name, address, and U S taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
SEE SCHEDULE ATTACHED			

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
N/A	N/A	N/A	N/A	N/A

Schedule B Income Statement--Trade or Business Income N/A

Caution Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b		1c	
	2 Cost of goods sold			2	
	3 Gross profit Subtract line 2 from line 1c			3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 18			6	
	7 Other income (loss) (attach schedule)			7	
	8 Total income (loss) Combine lines 3 through 7			8	
Deductions (see page 8 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	
	14 Taxes and licenses			14	
	15 Interest			15	
	16a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17 Depletion (Do not deduct oil and gas depletion)			17	
	18 Retirement plans, etc			18	
	19 Employee benefit programs			19	
	20 Other deductions (attach schedule)			20	
		21 Total deductions Add the amounts shown in the far right column for lines 9 through 20			21
		22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Filer's identifying number

23-6234671

Name of foreign partnership

RESOURCE CAPITAL FUND II, L.P.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS IN 2002		384,426				LESS THAN 1%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No



Return of U.S. Persons With Respect to Certain Foreign Partnerships

2002

Department of the Treasury
Internal Revenue Service

► Attach to your tax return See separate instructions
Information furnished for the foreign partnership's tax year
(see instructions) beginning 2002 and ending 20

Attachment
Sequence No 118

Important All information must be in English All amounts must be in U S dollars unless otherwise indicated

Name of person filing this return **J. HOWARD PEW FREEDOM TRUST** Filer's identifying number **23-6234671**

Filer's address (if you are not filing this form with your tax return) A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4

B Filer's tax year beginning 1-1-2002 and ending 12-31-2002

C Filer's share of liabilities Nonrecourse \$ NONE Qualified nonrecourse financing \$ NONE Other \$ NONE

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent
Name EIN
Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
DLJMB OVERSEAS PARTNERS III, C.V.
C/O JOHN B. GORSIRAWEG 14
WILLEMSTAD, CURACAO
NETHERLANDS, ANTILLES
2 EIN (if any)
98-0231603
3 Country under whose laws organized
NETHERLANDS, ANTILLES

4 Date of organization 7/18/2000
5 Principal place of business NETHERLANDS, ANTILLES
6 Principal business activity code number 523900
7 Principal business activity INVESTMENTS
8a Functional currency USD
8b Exchange rate (see instr)

G Provide the following information for the foreign partnership's tax year N/A

1 Name address and identifying number of agent (if any) in the United States
NOT APPLICABLE
2 Check if the foreign partnership must file
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065 B is filed
PHILADELPHIA, PA 19255-0011

3 Name and address of foreign partnership's agent in country of organization, if any
NOT APPLICABLE
4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records, if different
DLJ MERCHANT BANKING III, INC.
C/O CFSB, ATTN: PRIVATE EQUITY
ELEVEN MADISON AVENUE, 13th FLOOR
NEW YORK, NY 10010

5 Were any special allocations made by the foreign partnership? Yes No
6 Number of foreign disregarded entities owned by the partnership (attach list) N/A
7 How is this partnership classified under the law of the country in which it is organized? PARTNERSHIP
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$600,000
If "Yes" do not complete Schedules L, M-1, and M-2 Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge

Signature of general partner or limited liability company member Date

Paid Preparer Sign and Complete Only if Form is Filed Separately Preparer's signature Date Check if self employed Preparer's SSN or PTIN Firm's name (or yours if self employed) address and ZIP code EIN Phone no ()

Schedule A **Constructive Ownership of Partnership Interest** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
NOT APPLICABLE - PARTNER OWNED LESS THAN 10% AND TRANSFERRED SOLEY CASH			

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
DLJMB OVERSEAS PARTNERS III, C.V. DOES NOT OWN A DIRECT OR INDIRECT 10% INTEREST IN ANY OTHER US OR NON-US PARTNERSHIP.				

Schedule B **Income Statement—Trade or Business Income** N/A

Caution Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b			1c
	2 Cost of goods sold				2
	3 Gross profit Subtract line 2 from line 1c				3
	4 Ordinary income (loss) from other partnerships, estates and trusts (attach schedule)				4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))				5
	6 Net gain (loss) from Form 4797, Part II, line 18				6
	7 Other income (loss) (attach schedule)				7
8 Total income (loss) Combine lines 3 through 7				8	
Deductions (see page 8 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)				9
	10 Guaranteed payments to partners				10
	11 Repairs and maintenance				11
	12 Bad debts				12
	13 Rent				13
	14 Taxes and licenses				14
	15 Interest				15
	16a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b			16c
	17 Depletion (Do not deduct oil and gas depletion)				17
	18 Retirement plans, etc.				18
	19 Employee benefit programs				19
	20 Other deductions (attach schedule)				20
	21 Total deductions Add the amounts shown in the far right column for lines 9 through 20				21
	22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8				22

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor
J. HOWARD PEW FREEDOM TRUST

Filer's identifying number
23-6234671

Name of foreign partnership
DIJMB OVERSEAS PARTNERS III, C.V.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS IN 2002		300,990.				LESS THAN 1%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

NOT APPLICABLE

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III

Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No



Return of U.S. Persons With Respect to Certain Foreign Partnerships

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return See separate instructions
Information furnished for the foreign partnership's tax year
(see instructions) beginning 2002 and ending 20

Attachment
Sequence No **118**

Important All information must be in English All amounts must be in U.S. dollars unless otherwise indicated

Name of person filing this return J. HOWARD PEW FREEDOM TRUST		Filer's identifying number 23-6234671
Filer's address (if you are not filing this form with your tax return)		A Category of filer (see Categories of Filers in the instructions and check applicable box(es)) 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/>
		B Filer's tax year beginning 1-1-2002 and ending 12-31-2002

C Filer's share of liabilities Nonrecourse \$ **0** Qualified nonrecourse financing \$ **0** Other \$ **0**

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent

Name	EIN
Address	

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
N/A					

F1 Name and address of foreign partnership BLACKSTONE F12 CAPITAL PARTNERS (CAYMAN). L.P. 345 PARK AVENUE NEW YORK, NY 10154	2 EIN (if any) 13-4130013
	3 Country under whose laws organized CAYMAN ISLANDS

4 Date of organization MAY 1, 2000	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency USD	8b Exchange rate (see instr) N/A
--	--	--	---	--------------------------------------	--

G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States WALKER & WALKER HOUSE MARY STREET, GEORGETOWN, P.O. BOX 2656T GRAND CAYMAN, CAYMAN ISLANDS	2 Check if the foreign partnership must file <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed OGDEN, UTAH
3 Name and address of foreign partnership's agent in country of organization if any NONE	4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records if different BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) III L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE, NEW YORK, NY 10154

5 Were any special allocations made by the foreign partnership? ▶ Yes No

6 Number of foreign disregarded entities owned by the partnership (attach list) **BCP EXCALIBUR HOLDCO (CAYMAN ISLANDS)**

7 How is this partnership classified under the law of the country in which it is organized? ▶ **CAYMAN ISLANDS**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$600,000 } ▶ Yes No
 If "Yes," do not complete Schedules L, M-1, and M-2

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return

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

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Sign and Complete Only If Form is Filed Separately	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
	Firm's name (or yours if self-employed) address and ZIP code	EIN	Phone no ()	

Schedule A **Constructive Ownership of Partnership Interest** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U S taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 **Affiliation Schedule** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
CALLAHAN INVESTCO GERMANY 1 S.A.R.L.				
CALLAHAN INVESTCO GERMANY 2 S.A.R.L.				

Schedule B **Income Statement—Trade or Business Income**

Caution Include *only* trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b		1c	
	2 Cost of goods sold			2	
	3 Gross profit Subtract line 2 from line 1c			3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 18			6	
	7 Other income (loss) (attach schedule)			7	
8 Total income (loss) Combine lines 3 through 7			8		
Deductions (see page 8 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	
	14 Taxes and licenses			14	
	15 Interest			15	
	16a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17 Depletion (Do not deduct oil and gas depletion)			17	
	18 Retirement plans, etc			18	
	19 Employee benefit programs			19	
	20 Other deductions (attach schedule)			20	
	21 Total deductions Add the amounts shown in the far right column for lines 9 through 20			21	
22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22		

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Filer's identifying number

23-6234671

Name of foreign partnership

BLACKSTONE FIR CAPITAL PARTNERS (CAYMAN) L.P.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	<u>VARIOUS IN 2002</u>		<u>139,875.</u>				<u>.07%</u>
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No



Return of U.S. Persons With Respect to Certain Foreign Partnerships

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return See separate instructions
Information furnished for the foreign partnership's tax year
(see instructions) beginning 2002 and ending 20

Attachment
Sequence No 118

Important All information must be in English All amounts must be in U S dollars unless otherwise indicated

Name of person filing this return **J. HOWARD PEW FREEDOM TRUST** Filer's identifying number **23-6234671**

Filer's address (if you are not filing this form with your tax return) _____
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4
B Filer's tax year beginning 20 .. and ending 20

C Filer's share of liabilities Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent enter the following information about the parent
Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)					
(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
CYPRESS MERCHANT B PARTNERS II (CAYMAN) L.P.
65 EAST 55TH STREET
NEW YORK, NY 10022
2 EIN (if any)
52-2358089
3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 12/11/2001	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency USD	8b Exchange rate (see instr) N/A
---	--	--	---	--------------------------------------	--

G Provide the following information for the foreign partnership's tax year

1 Name, address and identifying number of agent (if any) in the United States
CYPRESS ASSOCIATES II (CAYMAN) L.P.
65 EAST 55TH STREET (28TH FLOOR)
NEW YORK, NY 10022
2 Check if the foreign partnership must file
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed
OGDEN, UTAH

3 Name and address of foreign partnership's agent in country of organization if any
WALKERS
P.O. BOX 265 GT WALKER HOUSE
GRAND CAYMAN, CAYMAN ISLANDS
4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records, if different
CYPRESS ASSOCIATES II (CAYMAN)
65 EAST 55TH STREET
NEW YORK, NY 10022

- 5 Were any special allocations made by the foreign partnership? ▶ Yes No
- 6 Number of foreign disregarded entities owned by the partnership (attach list) ▶ NONE
- 7 How is this partnership classified under the law of the country in which it is organized? ▶ **PARTNERSHIP**
- 8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No
- 9 Does this partnership meet both of the following requirements?
 - The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$600,000
▶ Yes No
If "Yes," do not complete Schedules L, M-1, and M 2

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return
Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Sign and Complete Only if Form is Filed Separately	Preparer's signature ▶ _____	Date _____	Check if self-employed ▶ <input type="checkbox"/>	Preparer's SSN or PTIN _____
	Firm's name (or yours if self employed) address and ZIP code ▶ _____	EIN ▶ _____	Phone no () _____	

Schedule A Constructive Ownership of Partnership Interest Check the boxes that apply to the filer. If you check box b, enter the name, address, and U S taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest. N/A

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B Income Statement—Trade or Business Income N/A

Caution Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b			1c
	2 Cost of goods sold				2
	3 Gross profit Subtract line 2 from line 1c				3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)				4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))				5
	6 Net gain (loss) from Form 4797 Part II, line 18				6
	7 Other income (loss) (attach schedule)				7
8 Total income (loss) Combine lines 3 through 7				8	
Deductions (see page 8 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)				9
	10 Guaranteed payments to partners				10
	11 Repairs and maintenance				11
	12 Bad debts				12
	13 Rent				13
	14 Taxes and licenses				14
	15 Interest				15
	16a Depreciation (if required, attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b			16c
	17 Depletion (Do not deduct oil and gas depletion)				17
	18 Retirement plans, etc				18
	19 Employee benefit programs				19
	20 Other deductions (attach schedule)				20
	21 Total deductions Add the amounts shown in the far right column for lines 9 through 20				21
22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8				22	

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545 1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor
J. HOWARD PEW FREEDOM TRUST

Filer's identifying number
23-6234671

Name of foreign partnership
CYPRESS MERCHANT B PARTNERS II (CAYMAN) L.P.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	6/25/2002		70,958				.058921%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No



**Return of U.S. Persons With Respect to
Certain Foreign Partnerships**

2002

Department of the Treasury
Internal Revenue Service

▶ **Attach to your tax return. See separate instructions**
Information furnished for the foreign partnership's tax year
(see instructions) beginning 1-1, 2002 and ending 12-31, 2002

Attachment
Sequence No **118**

Important: All information must be in English. All amounts must be in U.S. dollars unless otherwise indicated.

Name of person filing this return: J. HOWARD PEW FREEDOM TRUST Filer's identifying number: 23-6234671

Filer's address (if you are not filing this form with your tax return): _____
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4

B Filer's tax year beginning 1-1, 2002 and ending 12-31, 2002

C Filer's share of liabilities Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent

Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership: Dover Street IV L.P.
Cedar House, 41 Cedar Avenue
Hamilton, HM 12, Bermuda
2 EIN (if any): 04-3456831
3 Country under whose laws organized: Bermuda

4 Date of organization: <u>March 15, 1999</u>	5 Principal place of business: <u>Bermuda</u>	6 Principal business activity code number: <u>523900</u>	7 Principal business activity: <u>Investments</u>	8a Functional currency: <u>US Dollars</u>	8b Exchange rate (see instr): <u>N/A</u>
---	---	--	---	---	--

G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States: <u>N/A</u>	2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed: <u>Philadelphia</u>
3 Name and address of foreign partnership's agent in country of organization, if any: <u>N/A</u>	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different: <u>HarbourVest Partners, LLC One Financial Center, 44th Floor Boston, MA 02111</u>

5 Were any special allocations made by the foreign partnership? ▶ Yes No

6 Number of foreign disregarded entities owned by the partnership (attach list) ▶ 1

7 How is this partnership classified under the law of the country in which it is organized? ▶ Limited Partnership

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$600,000
 If "Yes," do not complete Schedules L, M-1, and M-2 } ▶ Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return
Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Sign and Complete Only if Form is Filed Separately	Preparer's signature: _____	Date: _____	Check if self employed: <input type="checkbox"/>	Preparer's SSN or PTIN: _____
	Firm's name (or yours if self employed), address and ZIP code: _____	EIN: _____	Phone no: () _____	

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1

Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
See Attached Schedule				

Schedule B

Income Statement- Trade or Business Income

Caution Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a	Gross receipts or sales	1a		1c	
	b	Less returns and allowances	1b		1c	
	2	Cost of goods sold			2	
	3	Gross profit Subtract line 2 from line 1c			3	
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5	Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6	Net gain (loss) from Form 4797, Part II, line 18			6	
	7	Other income (loss) (attach schedule)			7	
8	Total income (loss) Combine lines 3 through 7			8		
Deductions (see page 8 of the instructions for limitations)	9	Salaries and wages (other than to partners) (less employment credits)			9	
	10	Guaranteed payments to partners			10	
	11	Repairs and maintenance			11	
	12	Bad debts			12	
	13	Rent			13	
	14	Taxes and licenses			14	
	15	Interest			15	
	16a	Depreciation (if required, attach Form 4562)	16a		16c	
	b	Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17	Depletion (Do not deduct oil and gas depletion)			17	
	18	Retirement plans, etc.			18	
	19	Employee benefit programs			19	
	20	Other deductions (attach schedule)			20	
	21	Total deductions Add the amounts shown in the far right column for lines 9 through 20			21	
22	Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22		

DOVER STREET IV L.P.
 EIN: 04-3456831

FORM 8865
 SCHEDULE A-2 ATTACHMENT

	Name	Address	EIN	Total Ordinary Income/ Loss US \$	Check if Foreign Partnership
1	Altos Ventures II, LP	2882 Sand Hill Road, Suite 100 Menlo Park, CA 94025	94-3338590	N/A	
2	Blackstone Offshore Capital Partners III L.P.	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-3958252	N/A	X
3	Blackstone CCC Offshore Capital Partners III L.P.	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-4034417	N/A	X
4	Blackstone FI Offshore Capital Partners (Cayman) L.P.	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-4116628	3,695	X
5	Blackstone IPCS Offshore Capital Partners, L.P.	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-4126775	N/A	X
6	Blackstone UTP Offshore Capital Partners, L.P.	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-4126903	(1,360,310)	X
7	Blackstone BC Offshore Capital Partners LP	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-4041664	(67,089)	X
8	Blackstone UC Offshore Capital Partners LP	c/o The Blackstone Group, 345 Park Avenue, 14th Floor, New York, NY 10154	13-4095437	(123,868)	X
9	Cambrian Fund, LLC	201 San Antonio Circle, #235 Mountain View, CA 94040	91-20691010	N/A	X

DOVER STREET IV L.P.

EIN: 04-3456831

FORM 8865

SCHEDULE A-2 ATTACHMENT

	Name	Address	EIN	Total Ordinary Income/Loss US \$	Check if Foreign Partnership
10	Edelson Technology Partners IV, L.P.	300 Tice Blvd. Woodcliff Lake, NJ 07675	22-3502346	N/A	X
11	Enterprise Partners IV Associates L.P.	2223 Avenida de la Playa, Suite 300, La Jolla, CA 92037	33-0761557	N/A	
12	Goense Bounds & Partners B, L.P	272 East Deer Path, Suite 300 Lake Forest, IL 60045	36-4375428	N/A	
13	Industri Kapital 1997 LP	30-32 New Street, 3rd Floor St. Helier, Jersey Channel Islands, JE2 3RA	Applied For	N/A	X
14	Innovacom 4 FCRP	23, rue Royale 75008 Paris, France	N/A	N/A	X
15	Kodiak Venture Partners II-A, L.P.	1000 Winter Street Waltham, MA 02451	04-3539629	N/A	
16	KPN-VNU-Argo II: The Wireless Internet Fund	c/o Argo Global Capital, LLC 601 Edgewater Drive, Suite 345 Wakefield, MA 01880	04-3551274	N/A	
17	Lehman Brothers Offshore Investment Partners II, L.P.	c/o Lehman Brothers Merchant Banking Partners, Inc., 3 World Financial Center, 18th Floor, New York, NY 10285	N/A	N/A	X
18	Magnum Communications Fund LP, A Cayman Esland Partnership	P.O. Box 309, Uglund House South Church Street George Town, Grand Cayman Cayman Islands	98-0212011	N/A	X

DOVER STREET IV L.P.**EIN: 04-3456831****FORM 8865****SCHEDULE A-2 ATTACHMENT**

	Name	Address	EIN	Total Ordinary Income/ Loss US \$	Check if Foreign Partnership
19	Menlo Entrepreneurs Fund IX, LP	3000 Sand Hill Road Building 4, Suite 100 Menlo Park, CA 94025	94-3377962	N/A	
20	Mobius (formerly SOFTBANK) Technology Venture Advisors Fund VI L.P.	200 W. Evelyn St. Suite 200, Mountain View, CA 94041	77-0545804	N/A	
21	Oak IX Affiliates Fund, L.P.	One Gorham Island Westport, CT 06880	06-1571899		
22	Redpoint Technology Partners Q-1, L.P.	3000 Sand Hill Road Building 2, Suite 290 Menlo Park, CA 94025	94-3348544	N/A	
23	TL Ventures IV Interfund L.P.	103 Foulk Road, Suite 202 Wilmington, DE 19803	51-0391210	N/A	
24	TL Ventures V Interfund L.P.	103 Foulk Road, Suite 202 Wilmington, DE 19803	23-3064638	N/A	
25	TL Ventures V L.P.	103 Foulk Road, Suite 202 Wilmington, DE 19803	23-3051374	N/A	
26	U.S Venture Partners Entrepreneur Partners VII-A, L.P.	2735 Sand Hill Road, Menlo Park, CA 94025	94-3360544	N/A	
27	WorldView Strategic Partners III, L.P.	435 Tasso Street, Suite 120 Palo Alto, CA 94301	77-0529666	N/A	
28	YankeeTek Incubator Fund, L.P.	One Memorial Drive Cambridge, MA 02142	04-3510776	N/A	

DOVER STREET IV L.P.
EIN: 04-3456831

FORM 8865
Number 6 ATTACHMENT

Name	Address	EIN
1 Techno VIII Investors LLC	c/o HarbourVest Partners, LLC One Financial Center, 44th Floor Boston, MA 02111	04-3508630

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545 1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDON TRUST

Filer's identifying number

23-6234671

Name of foreign partnership

DOVER STREET IV L.P.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS IN 2002		140,000.				1.309649%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No



Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return See separate instructions
Information furnished for the foreign partnership's tax year
(see instructions) beginning **2002** and ending **2002**

Attachment
Sequence No **118**

Important All information must be in English All amounts must be in U.S. dollars unless otherwise indicated

Name of person filing this return **J. HOWARD FEW FREEDOM TRUST** Identifying number **23-6234671**

Filer's address (if you are not filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es))

1 2 3 4

B Filer's tax year beginning 1 1 and ending 12 31 0 **2**

C Filer's share of liabilities Nonrecourse \$ 0 Qualified nonrecourse financing \$ 0 Other \$ 0

D If filer is a member of a consolidated group but not the parent enter the following information about the parent

Name

EIN

Address

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership
**DOUGHTY HANSON & CO
 EUROPEAN REAL ESTATE, L.P.
 NUMBER 1 TIMBER PLACE
 45 PALL MALL, LONDON SW1Y5JG**

2 EIN (if any)
98-0210487

3 Country under whose laws organized
UNITED KINGDOM

4 Date of organization **7/29/99** 5 Principal place of business **UNITED KINGDOM** 6 Principal business activity code number **523900** 7 Principal business activity **OTHER FINANCIAL INVESTMENTS** 8 Functional currency and exchange rate (see instr) **US \$**

G Provide the following information for the foreign partnership's tax year

1 Name address and identifying number of agent (if any) in the United States
N/A

2 Check if the foreign partnership must file
 Form 1042 Form 8804 Form 1065 or 1065 B
 Service Center where Form 1065 or 1065 B is filed
N/A

3 Name and address of foreign partnership's agent in country of organization if any
N/A

4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records if different
**DOUGHTY HANSON & CO
 EUROPEAN REAL ESTATE, L.P.
 TIMES PLACE 45
 PALL MALL, LONDON SW1Y5JG**

5 Were any special allocations made by the foreign partnership? ▶ Yes No

6 Number of foreign disregarded entities owned by the partnership (attach list) ▶ **NONE**

7 How is this partnership classified under the law of the country in which it is organized? ▶ **ENGLISH LIMITED PARTNERSHIP**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$600,000 } ▶ Yes No
 If "Yes" do not complete Schedules L, M 1, and M 2

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return

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

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self employed Preparer's SSN or PTIN _____

Firm's name (or yours if self employed) address and ZIP code _____ EIN _____ Phone no () _____

Schedule A Constructive Ownership of Partnership Interest Check the boxes that apply to the filer. If you check box b, enter the name, address and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
N/A			

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2 Affiliation Schedule List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
N/A				

Schedule B Income Statement—Trade or Business Income

Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b		1c	
	2 Cost of goods sold			2	
	3 Gross profit Subtract line 2 from line 1c			3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797 Part II line 18			6	
	7 Other income (loss) (attach schedule)			7	
8 Total income (loss) Combine lines 3 through 7			8		
Deductions (see page 7 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	
	14 Taxes and licenses			14	
	15 Interest			15	
	16a Depreciation (if required attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17 Depletion (Do not deduct oil and gas depletion)			17	
	18 Retirement plans, etc.			18	
	19 Employee benefit programs			19	
	20 Other deductions (attach schedule)			20	
	21 Total deductions Add the amounts shown in the far right column for lines 9 through 20			21	
22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22		

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545 1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Identifying number

23-6234671

Name of foreign partnership

DOUGHTY HANSON & CO EUROPEAN REAL ESTATE L.P

Part I Transfers Reportable Under Section 6038B

N/A

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash							
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No



Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No 1545 1663

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return See separate instructions
Information furnished for the foreign partnership's tax year
(see instructions) beginning 1-1 2002 and ending 12-31 2002

Attachment
Sequence No 118

Important All information must be in English All amounts must be in U.S. dollars unless otherwise indicated

Name of person filing this return J. HOWARD PEW FREEDOM TRUST Identifying number 23-6234671

Filer's address (if you are not filing this form with your tax return) _____
A Category of filer (see Categories of Filers in the instructions and check applicable box(es))
1 2 3 4
B Filer's tax year beginning 1 and ending 12 31-0

C Filer's share of liabilities Nonrecourse \$ 0 Qualified nonrecourse financing \$ 0 Other \$ 0

D If filer is a member of a consolidated group but not the parent enter the following information about the parent
Name _____ EIN _____
Address _____

E Information about certain other partners (see instructions)					
(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
N/A					

F1 Name and address of foreign partnership
Silver Lake Partners Cayman L P
C/o Walkers
P O Box 265 Walker House George Town Grand Cayman
2 EIN (if any) 98-0234429
3 Country under whose laws organized Grand Cayman

4 Date of organization 10/31/00 5 Principal place of business Grand Cayman 6 Principal business activity code number 525990 7 Principal business activity Investment 8 Functional currency and exchange rate (see instr) US

G Provide the following information for the foreign partnership's tax year
1 Name address and identifying number of agent (if any) in the United States _____
2 Check if the foreign partnership must file Not required but being filed
 Form 1042 Form 8804 Form 1065 or 1065 B
Service Center where Form 1065 or 1065 B is filed
Philadelphia PA 19255-011
3 Name and address of foreign partnership's agent in country of organization if any
Walkers P O Box 265 GT Walker House
Cayman Islands Grand Cayman
4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records if different
Silver Lake Technology Management
2725 Sand Hill Road Bldg C, Suite 150
Menlo Park CA 94025

5 Were any special allocations made by the foreign partnership? Yes No
6 Number of foreign disregarded entities owned by the partnership (attach list) 0
7 How is this partnership classified under the law of the country in which it is organized? General Partnership Limited Partnership
8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? Yes No
9 Does this partnership meet both of the following requirements?
• The partnership's total receipts for the tax year were less than \$250,000 and
• The value of the partnership's total assets at the end of the tax year was less than \$600,000
if Yes do not complete Schedules L, M-1, and M-2 Yes No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return
Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge
Signature of general partner or limited liability company member _____ Date _____

Paid Preparer's Use Only
Preparer's signature _____ Date _____ Check if self employed Preparer's SSN or PTIN _____
Firm's name (or yours if self employed) address and ZIP code _____ EIN _____
Phone no () _____

Schedule A

Constructive Ownership of Partnership Interest Check the boxes that apply to the filer if you check box **b**, enter the name address and U S taxpayer identifying number (if any) of the person(s) whose interest you constructively own See instructions

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
N/A			

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
N/A				

Schedule B Income Statement—Trade or Business Income

Caution Include only trade or business income and expenses on lines 1a through 22 below See the instructions for more information

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b			1c
	2 Cost of goods sold				2
	3 Gross profit Subtract line 2 from line 1c				3
	4 Ordinary income (loss) from other partnerships estates and trusts (attach schedule)				4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))				5
	6 Net gain (loss) from Form 4797 Part II line 18				6
	7 Other income (loss) (attach schedule)				7
8 Total income (loss) Combine lines 3 through 7				8	
Deductions (see page 7 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)				9
	10 Guaranteed payments to partners				10
	11 Repairs and maintenance				11
	12 Bad debts				12
	13 Rent				13
	14 Taxes and licenses				14
	15 Interest				15
	16a Depreciation (if required attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b			16c
	17 Depletion (Do not deduct oil and gas depletion)				17
	18 Retirement plans etc				18
	19 Employee benefit programs				19
	20 Other deductions (attach schedule)				20
	21 Total deductions Add the amounts shown in the far right column for lines 9 through 20				21
22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8				22	

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Identifying number

23-6734671

Name of foreign partnership

Silver Lake Partners Cayman LP

Part I Transfers Reportable Under Section 6038B

N/A

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash							
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

N/A

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

▶ Yes No



Form **8865**

Return of U.S. Persons With Respect to Certain Foreign Partnerships

OMB No 1545 1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return See separate instructions
information furnished for the foreign partnership's tax year
(see instructions) beginning 2002 and ending 20

Attachment
Sequence No 118

Important All information must be in English All amounts must be in U S dollars unless otherwise indicated

Name of person filing this return J. HOWARD PEW FREEDOM TRUST		Filer's identifying number 23-6234671
Filer's address (if you are not filing this form with your tax return)		A Category of filer (see Categories of Filers in the instructions and check applicable box(es)) 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/>
		B Filer's tax year beginning 20..... and ending 20

C Filer's share of liabilities Nonrecourse \$	Qualified nonrecourse financing \$	Other \$
D If filer is a member of a consolidated group but not the parent, enter the following information about the parent		
Name	EIN	
Address		

E Information about certain other partners (see instructions)					
(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner
N/A					

F1 Name and address of foreign partnership BLACKSTONE FI CAPITAL PARTNERS (CAYMAN), L.P. 345 PARK AVENUE NEW YORK, NY 10154		2 EIN (if any) 13-4116626
		3 Country under whose laws organized CAYMAN ISLANDS
4 Date of organization 5/1/2000	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900
		7 Principal business activity INVESTMENTS
		8a Functional currency USD
		8b Exchange rate (see instr) N/A

G Provide the following information for the foreign partnership's tax year	
1 Name, address, and identifying number of agent (if any) in the United States THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	2 Check if the foreign partnership must file <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065 B is filed OGDEN, UTAH
3 Name and address of foreign partnership's agent in country of organization if any NONE	4 Name and address of person(s) with custody of the books and records of the foreign partnership and the location of such books and records, if different

5 Were any special allocations made by the foreign partnership? ▶ Yes No

6 Number of foreign disregarded entities owned by the partnership (attach list) **BCP WIRELESS CAYMAN CORP** ▶

7 How is this partnership classified under the law of the country in which it is organized? ▶ **CAYMAN ISLANDS EXEMPTED, L.P.**

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ▶ Yes No

9 Does this partnership meet both of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$600,000
 If "Yes" do not complete Schedules L, M-1, and M-2 } ▶ Yes No

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge	
	Signature of general partner or limited liability company member	Date
Paid Preparer Sign and Complete Only if Form is Filed Separately	Preparer's signature	Date
	Firm's name (or yours if self-employed) address and ZIP code	Check if self employed <input type="checkbox"/>
		Preparer's SSN or PTIN
		EIN ▶
		Phone no ()

Schedule A

Constructive Ownership of Partnership Interest Check the boxes that apply to the filer. If you check box b, enter the name, address, and U S taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest

b Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
CROWLEY DATA L.L.C.				

Schedule B Income Statement—Trade or Business Income

Caution Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a			
	b Less returns and allowances	1b		1c	
	2 Cost of goods sold			2	
	3 Gross profit Subtract line 2 from line 1c			3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797 Part II, line 18			6	
	7 Other income (loss) (attach schedule)			7	
8 Total income (loss). Combine lines 3 through 7			8		
Deductions (see page 8 of the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	
	14 Taxes and licenses			14	
	15 Interest			15	
	16a Depreciation (if required attach Form 4562)	16a			
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	
	17 Depletion (Do not deduct oil and gas depletion)			17	
	18 Retirement plans, etc			18	
	19 Employee benefit programs			19	
	20 Other deductions (attach schedule)			20	
	21 Total deductions Add the amounts shown in the far right column for lines 9 through 20			21	
22 Ordinary income (loss) from trade or business activities Subtract line 21 from line 8			22		

SCHEDULE O
(Form 8865)

Transfer of Property to a Foreign Partnership
(under section 6038B)

OMB No 1545-1668

2002

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

J. HOWARD PEW FREEDOM TRUST

Filer's identifying number

23-6234671

Name of foreign partnership

BLACKSTONE FI CAPITAL PARTNERS (CAYMAN) L.P.

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	VARIOUS IN 2002		98,742				LESS THAN 1%
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No



WESTBROOK REAL ESTATE FUND IV, LP
EIN 13-4131512

The taxpayer is required to file Form 8865 with respect to WJ West I, Ltd and Duplex Second YK, which are both foreign partnership, because of the constructive ownership rules of IRC Section 554(a)(2) Pursuant to Regulation Section 1.6046A, Form 8865 is being filed on behalf of the foreign partnerships Form 8865 for WJ West I, Ltd will be included in the WB-Cesar Portfolio Investors, LLC Form 1065 for the year ended December 31, 2002, which will be filed by July 15, 2003 with the Ogden, UT service center Form 8865 for Duplex Second YK will be included in the WB-RETEC Portfolio Investors, LLC Form 1065 for the year ended December 31, 2002, which will be filed by July 15, 2003 with the Ogden, UT service center

FORM 8865 WAS

FILED AT THE PARTNERSHIP LEVEL

WESTBROOK REAL ESTATE FUND II, LP
EIN 13-3929552

The taxpayer is required to file Form 8865 with respect to TCI Ventures, Ltd and Leonardo T K , which are both foreign partnership, because of the constructive ownership rules of IRC Section 554(a)(2) Pursuant to Regulation Section 1.6046A, Form 8865 is being filed on behalf of the foreign partnerships Form 8865 for TCI Ventures, Ltd will be included in the Westbrook Allegro, LLC Form 1065 for the year ended December 31, 2002, which will be filed by October 15, 2003 with the Ogden, UT service center Form 8865 for Leonardo T K will be included in the Westbrook Real Estate Fund II, LP Form 1065 for the year ended December 31, 2002, which will be filed by October 15, 2003 with the Ogden, UT service center

FORM 8865 WAS

FILED AT THE PARTHERSHIP LEVEL

J HOWARD PEW FREEDOM TRUST
ACCOUNT #0049-02-1/4
EIN. 23-6234671
TAX YEAR ENDING 12/31/02

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE AND EXPENSES

REVENUE

LINE 11	OTHER INCOME		2,826,695
	- PARTNERSHIP INCOME		

EXPENSES

LINE 16a	LEGAL FEES		4,226
	- DECHERT, PRICE & RHOADS		

LINE 16c	OTHER PROFESSIONAL FEES		73,161
	- PRIMECAP MANAGEMENT CO , - INVESTMENT MANAGEMENT FEE	46,428	
	- NICHOLAS APPELGATE - INVESTMENT MANAGEMENT FEE	<u>26,733</u>	

LINE 18	TAXES		43,981
	- 2002 EXCISE TAX PAYMENTS	189,000	
	- LESS PRIOR YEAR TAX REFUNDS	<u>145,019</u>	

LINE 23	OTHER EXPENSES		3,002,854
	- GENERAL AND ADMINISTRATIVE EXPENSES OF THE PEW CHARITABLE TRUSTS DIVISION OF GLENMEDE TRUST COMPANY THESE GENERAL AND ADMINISTRATIVE EXPENSES INCLUDE, BUT ARE NOT LIMITED TO, J HOWARD PEW FREEDOM TRUST'S ALLOCATED PORTION OF SALARIES, WAGES, PENSION PLANS AND EMPLOYEE BENEFITS PAID TO GLENMEDE TRUST COMPANY EMPLOYEES WORKING EXCLUSIVELY ON BEHALF OF THE PEW CHARITABLE TRUSTS THEY DO NOT INCLUDE AMOUNTS REFLECTED ON LINES 13 AND 15 OF FORM 990-PF		

CONTRIBUTIONS

LINE 25	CONTRIBUTIONS, GIFTS, GRANTS PAID		32,519,689
	- 2002 CONTRIBUTIONS PAID PER PART XV, PAGE 10	32,574,013	
	- LESS PRIOR YEAR RETURNED CONTRIBUTIONS	<u>54,324</u>	

	TAX COST	MARKET VALUE	CURR YIELD	% OF TOTAL	% OF CATEGORY	EST ANNUAL INCOME
CASH & RESERVES	17,715,848	17,715,848	1.27	3.49	100.00	224,659
FIXED INCOME						
U.S. GOVERNMENT OBLIGATIONS	31,470,911	38,672,868	3.75	7.61	37.58	1,451,200
U.S. GOVERNMENT MUTUAL FUNDS	8,313,423	8,553,896	4.87	1.68	8.31	416,847
U.S. GOVERNMENT AGENCIES	5,104,163	5,495,016	5.25	1.08	5.34	288,750
CORPORATE BONDS - INDUSTRIAL	6,246,303	6,868,128	5.29	1.35	6.67	363,438
CORPORATE BONDS - FINANCE	6,248,729	6,583,218	5.58	1.30	6.40	367,537
CORPORATE BONDS - UTILITIES	5,062,212	3,443,589	21.47	0.68	3.35	739,325
OTHER TAXABLE BOND MUTUAL FUNDS	7,013,686	6,110,083	8.72	1.20	5.94	532,839
MORTGAGE BACKED SECURITIES	25,853,020	27,178,913	6.43	5.35	26.41	1,746,999
FIXED INCOME TOTAL	95,312,447	102,905,711	5.74	20.26	100.00	5,906,935
EQUITIES						
BASIC INDUSTRIES	9,445,424	9,224,503	2.23	1.82	3.73	205,354
COMMUNICATION SERVICES	3,546,565	3,104,102	2.82	0.61	1.26	87,662
CONSUMER DISCRETIONARY	12,457,521	11,197,191	1.33	2.20	4.53	149,315
CONSUMER STAPLES	6,032,423	6,258,095	2.61	1.23	2.53	163,141
ENERGY	6,282,690	6,137,145	1.90	1.21	2.48	116,678
FINANCIALS	17,231,644	16,828,056	2.23	3.31	6.81	374,788
HEALTH CARE	10,597,754	10,161,268	0.86	2.00	4.11	86,886
REITS	10,768,342	10,494,077	0.55	2.07	4.24	58,029
TECHNOLOGY	12,338,273	9,578,161	0.48	1.89	3.87	45,996
UTILITIES	2,417,781	2,665,545	4.22	0.52	1.08	112,355
OTHER ASSETS	129,507	123,262	1.41	0.02	0.05	1,732
U.S. MUTUAL FUNDS	116,439,084	82,563,693	1.24	16.26	33.39	1,024,899
INTERNATIONAL MUTUAL FUNDS	88,349,833	78,909,913	1.82	15.54	31.92	1,436,401
EQUITIES TOTAL	296,036,841	247,245,011	1.56	48.68	100.00	3,863,431
OTHER						
OTHER ASSETS	155,048,030	145,960,841	0.00	28.74	100.00	0
OTHER TOTAL	155,048,030	145,960,841	0.00	28.74	100.00	0

GLENMEDE

J HOWARD PEM FREEDOM TRUST
 0049-02-1/4
 ASSET DIVERSIFICATION
 12/31/02

CASH PAYABLE	6,030,524-	6,030,524-	-1.19	0
CASH RECEIVABLE	104,038	104,038	0.02	0
GRAND TOTAL	558,186,680	507,900,925	1.97	100.00
ADJUSTMENTS:				
EQUITIES				
REITS	190,356-			0
OTHER				
PARTNERSHIPS AND PRIVATE REITS	317,317-			0
ADJUSTED GRAND TOTAL	557,679,007	507,900,925		

GLENMEDE

J HOWARD PEM FREEDOM TRUST
 0049-02-1/4
 COMBINED LIST OF ASSETS
 12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
U.S. GOVERNMENT MUTUAL FUNDS										
	774809+ GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO			8,313,423	11.04	8,553,896	4.87	1.68	416,847	240,473 #
TOTAL				31,470,911		38,672,868	3.75	7.61	1,451,200	7,201,958
U.S. GOVERNMENT AGENCIES										
	1200000 INTERNATIONAL DEV AGENCY - ISRAELI DTD 3/15/1993 6.125% 3/15/2003	AAA	AAA	1,192,476	100.82	1,209,828	6.08	0.24	73,500	17,352
	2100000 FNMMA DTD 3/26/2001 5.5% 3/15/2011	AAA	AAA	1,994,454	109.59	2,301,474	5.02	0.45	115,500	307,020
	1900000 FNMMA DTD 7/26/2002 5.25% 8/1/2012	AAA	AAA	1,917,233	104.41	1,983,714	5.03	0.39	99,750	66,481
TOTAL				5,104,163		5,495,016	5.25	1.08	288,750	390,853
CORPORATE BONDS - INDUSTRIAL										
	2750000 ABBOTT LABORATORIES DTD 7/5/2001	AA3	AA3	2,740,953	109.32	3,006,383	5.15	0.59	154,688	265,430
	2000000 WAL MART STORES INC DTD 8/10/1999	AA2	AA2	2,032,290	117.80	2,355,940	5.84	0.46	137,500	323,650 #
	1500000 IBM CORP DTD 11/27/2002 4.75% 11/29/2012	AA1	AA1	1,473,060	100.39	1,505,805	4.73	0.30	71,250	32,745
TOTAL				6,246,303		6,868,128	5.29	1.35	363,438	621,825
CORPORATE BONDS - FINANCE										

GLENMEDE

J HOWARD PER FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
400000	ASSOC CORP N.A. DTD 4/21/1998 6% 4/15/2003	AA1	400,028	101.26	405,052	5.93	0.08	24,000	5,024
2409000	ASSOC CORP NA DTD 10/30/1998 5.75% 11/1/2003	AA1	2,408,060	103.50	2,493,411	5.56	0.49	138,518	85,351
650000	JP MORGAN CHASE & CO DTD 8/14/2001 5.625% 8/15/2006	A1	662,617	106.98	695,357	5.26	0.14	36,563	32,741
480000	CITIGROUP INC DTD 10/11/2000 7.25% 10/1/2010	AA2	513,216	116.09	557,218	6.25	0.11	34,800	44,002
2275000	GENERAL ELEC CAP CORP DTD 2/15/2002 5.875% 2/15/2012	AAA	2,264,808	106.91	2,432,180	5.50	0.48	133,656	167,372
CORPORATE BONDS - UTILITIES									
TOTAL									
5543000	HOME OWNERSHIP FUNDING CORP - 2 DTD 2/21/1997 13.338% 12/30/2006	N/R	5,062,212	62.13	3,443,589	21.47	0.68	739,325	1,618,623-
OTHER TAXABLE BOND MUTUAL FUNDS									
TOTAL									
717146+	PIMCO HIGH YIELD FUND INSTL		7,013,686	8.52	6,110,083	8.72	1.20	532,839	903,604- #
MORTGAGE BACKED SECURITIES									
TOTAL									
12622+	FNMA #44097 DTD 6/1/1991 6.5% 12/1/2003	AAA	12,660	100.52	12,688	6.47	0.00	820	28
ORIGINAL FACE VALUE: 1,327,000.00									

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
30+	FNMA #22355 DTD 12/1/1985 6.75% ORIGINAL FACE VALUE: 287,000.00	AAA		29	100.18	30	6.70	0.00	2	0
27+	FNMA #1405 DTD 1/1/1983 6.25% ORIGINAL FACE VALUE: 2,007,000.00	AAA		27	100.29	28	6.14	0.00	2	0
145+	FNMA #316218 DTD 6/1/1995 6.5% 8/1/2007 ORIGINAL FACE VALUE: 26,000.00	AAA		141	100.08	145	6.50	0.00	9	4
11052+	FHLMC #555359 DTD 11/1/1997 6.5% 4/1/2008 ORIGINAL FACE VALUE: 197,909.00	AAA		11,038	100.01	11,053	6.50	0.00	718	14
173687+	FNMA 1994-20 PN DTD 2/1/1994 6.5% 2/25/2009 ORIGINAL FACE VALUE: 1,108,000.00	AAA		30,992	10.12	17,577	64.23	0.00	11,290	13,415-
1737000	COUNTRYWIDE FUNDING CORP 1994 -10 A7 DTD 3/1/1994 6% 5/25/2009 ORIGINAL FACE VALUE: 1,737,000.00	AAA		1,671,679	102.51	1,780,529	5.85	0.35	104,220	108,850 #
373878+	CHASE 1993-M AS DTD 11/1/1993 6.25% 11/25/2009 ORIGINAL FACE VALUE: 843,000.00	AAA		371,892	102.18	382,022	6.12	0.08	23,367	10,129
1138140+	BEAR STEARNS 95-1 1A DTD 4/1/1995 6.47% 5/25/2010 ORIGINAL FACE VALUE: 5,900,000.00	AAA		1,083,583	101.59	1,156,225	6.15	0.23	71,128	72,642 #
18045+	FNMA #313815 DTD 10/1/1997 6.5% 1/1/2011 ORIGINAL FACE VALUE: 75,572.00	AAA		18,039	105.99	19,125	6.13	0.00	1,173	1,086
17206	FNMA #313801 DTD 10/1/1997 8.5% 1/1/2012 ORIGINAL FACE VALUE: 88,860.00	AAA		18,074	105.91	18,223	8.03	0.00	1,463	150

GLENMEDE

J HOWARD FRM FREEDOM TRUST
 0049-02-1/4
 COMBINED LIST OF ASSETS
 12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
32561+	FNMA #313811 DTD 10/1/1997 7% 3/1/2012 ORIGINAL FACE VALUE: 241,138.00	AAA		32,934	103.60	33,733	6.76	0.01	2,279	800
320000	RAILCAR LEASING DTD 3/7/1997 7.125% 1/15/2013 ORIGINAL FACE VALUE: 3,200,000.00	AAA		3,148,125	113.53	3,632,992	6.28	0.72	228,000	484,867
257494+	COUNTRYWIDE 6.5 6/25/13 DTD 4/1/1998 6.5% 6/25/2013 ORIGINAL FACE VALUE: 1,360,000.00	AAA		255,804	102.39	263,643	6.35	0.05	16,737	7,839
34828+	FHMC GOLD # E82132 DTD 12/1/2000 7% 1/1/2016 ORIGINAL FACE VALUE: 97,422.00	AAA		36,139	106.39	37,052	6.58	0.01	2,438	913
1385536+	FNMA #596498 DTD 7/1/2001 6% 7/1/2016 ORIGINAL FACE VALUE: 1,987,083.00	AAA		1,400,040	104.68	1,450,406	5.73	0.29	83,132	50,366
1604414+	FNMA #625990 DTD 1/1/2002 5.5% 12/1/2016 ORIGINAL FACE VALUE: 1,826,745.00	AAA		1,587,618	103.83	1,665,783	5.30	0.33	88,243	78,165
82660+	FHMC GOLD #A01668 DTD 12/1/1996 8.25% 5/1/2017 ORIGINAL FACE VALUE: 349,000.00	AAA		86,135	108.56	89,736	7.60	0.02	6,819	3,601
100000	TBA FNMA 15 YR DTD 1/1/2003 6.5% 1/1/2018 ORIGINAL FACE VALUE: 100,000.00	AAA		105,000	105.44	105,438	6.16	0.02	6,500	438
212226+	FNMA #313800 DTD 10/1/1997 8.5% 8/1/2019 ORIGINAL FACE VALUE: 1,042,480.00	AAA		224,756	108.40	230,053	7.84	0.05	18,039	5,297 #
13790+	FHMC GOLD #B70037 DTD 12/1/1991 9.5% 6/1/2020 ORIGINAL FACE VALUE: 503,000.00	AAA		14,973	112.04	15,449	8.48	0.00	1,310	477

GLENMEDE

J HOWARD REW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
356427+	FHMC GOLD #G00804 DTD 11/1/1997 8% 6/1/2020 ORIGINAL FACE VALUE: 1,649,836.00	AAA		373,358	106.51	379,634	7.51	0.07	28,514	6,277
130800+	FNMA #166121 DTD 7/1/1992 9% 6/1/2020 ORIGINAL FACE VALUE: 1,300,000.00	AAA		134,704	110.75	144,866	8.13	0.03	11,772	10,163
146298+	FANNIE MAE FNR 1998-4 PI REMIC DTD 1/1/1998 6.5% 2/18/2021 ORIGINAL FACE VALUE: 1,546,000.00	AAA		104,763	0.32	465	2045.02	0.00	9,509	104,298-
25530+	FHMC GOLD #G00805 DTD 11/1/1997 8.5% 6/1/2021 ORIGINAL FACE VALUE: 125,860.00	AAA		27,105	108.56	27,715	7.83	0.01	2,170	610
5188+	FNMA #313814 DTD 10/1/1997 6.5% 6/1/2021 ORIGINAL FACE VALUE: 29,286.00	AAA		5,163	104.61	5,428	6.21	0.00	337	264
142332+	GNMA #28598 DTD 12/1/1991 8.5% 12/15/2021 ORIGINAL FACE VALUE: 3,236,666.00	AAA		149,919	110.25	156,922	7.71	0.03	12,098	7,003 #
53864+	FHMC GOLD #C00109 DTD 4/1/1992 8% 4/1/2022 ORIGINAL FACE VALUE: 1,195,291.00	AAA		53,366	108.58	58,487	7.37	0.01	4,309	5,121
4055+	GNMA #25146 DTD 6/1/1992 7.5% 5/15/2022 ORIGINAL FACE VALUE: 365,400.00	AAA		41,394	107.49	43,056	6.98	0.01	3,004	1,662
22904+	FHMC GOLD #G00803 DTD 11/1/1997 7.5% 1/1/2023 ORIGINAL FACE VALUE: 1,250,694.00	AAA		234,872	107.54	246,276	6.97	0.05	17,175	11,403
68717+	FNMA #313807 DTD 10/1/1997 7.5% 2/1/2023 ORIGINAL FACE VALUE: 494,939.00	AAA		71,444	106.89	73,448	7.02	0.01	5,154	2,004 #

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
366269+	GNMA #366782 DTD 5/1/1994 7% 5/15/2024 ORIGINAL FACE VALUE: 1,338,200.00	AAA		328,154	106.70	390,809	6.56	0.08	25,639	62,655
172732+	GE CAP MTG SVC 1994-17 A10 DTD 5/1/1994 7% 5/25/2024 ORIGINAL FACE VALUE: 1,200,000.00	AAA		162,206	100.84	174,183	6.56	0.03	11,434	11,977
10970+	FNMA #288864 DTD 7/1/1994 8% 7/1/2024 ORIGINAL FACE VALUE: 201,068.00	AAA		10,912	108.66	11,921	7.36	0.00	878	1,009
232812+	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024 ORIGINAL FACE VALUE: 2,240,000.00	AAA		215,553	91.21	212,348	0.00	0.04	0	3,205-
34074+	FNMA #313799 DTD 10/1/1997 8.5% 1/1/2025 ORIGINAL FACE VALUE: 257,339.00	AAA		36,376	109.23	37,220	7.78	0.01	2,896	844
28682+	FHMC GOLD #D65025 DTD 10/1/1995 9% 5/1/2025 ORIGINAL FACE VALUE: 126,000.00	AAA		29,937	111.22	31,899	8.09	0.01	2,581	1,962
855563+	FHMC GOLD #G00802 DTD 11/1/1997 6.5% 11/1/2025 ORIGINAL FACE VALUE: 2,932,943.00	AAA		841,125	104.78	896,416	6.20	0.18	55,612	55,291
33420+	FNMA #368076 DTD 12/1/1996 8% 11/1/2025 ORIGINAL FACE VALUE: 203,000.00	AAA		34,047	109.35	36,543	7.32	0.01	2,674	2,496
439182+	FNMA #363680 DTD 11/1/1996 8% 11/1/2026 ORIGINAL FACE VALUE: 2,466,000.00	AAA		443,162	108.65	477,154	7.36	0.09	35,135	33,992
195570+	FNMA #365834 DTD 12/1/1996 8% 12/1/2026 ORIGINAL FACE VALUE: 987,000.00	AAA		197,144	108.65	212,479	7.36	0.04	15,646	15,335

GLENMEDE

J HOWARD PEW FREEDOM TRUST
 0049-02-1/4
 COMBINED LIST OF ASSETS
 12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
208750+	FHMC GOLD #D78101 DTD 2/1/1997 8.5% 2/1/2027 ORIGINAL FACE VALUE: 1,000,000.00	AAA		218,926	108.07	225,604	7.86	0.04	17,744	6,678
885178+	GNMA #451439 DTD 9/1/1997 7.5% 9/15/2027 ORIGINAL FACE VALUE: 4,340,000.00	AAA		882,413	106.94	946,574	7.01	0.19	66,388	64,161
1449362+	HEADLANDS MORTGAGE INC 1997-4 CLASS X DTD 8/1/1997 1.1284% 11/25/2027 ORIGINAL FACE VALUE: 16,100,000.00	AAA		71,630	1.55	22,480	71.75	0.00	16,129	49,151-
3050162+	GNMA #456875 DTD 5/1/1998 7% 5/15/2028 ORIGINAL FACE VALUE: 7,240,002.00	AAA		3,075,421	106.19	3,238,998	6.59	0.64	213,511	163,576
469176+	GNMA #474002 DTD 7/1/1998 7% 7/15/2028 ORIGINAL FACE VALUE: 1,281,209.00	AAA		473,061	106.19	498,222	6.59	0.10	32,842	25,161
318638+	FHMC GOLD #C00678 DTD 11/1/1998 7% 11/1/2028 ORIGINAL FACE VALUE: 850,000.00	AAA		320,754	105.26	335,402	6.65	0.07	22,305	14,648
392635+	FNMA #490056 DTD 3/1/1999 6% 3/1/2029 ORIGINAL FACE VALUE: 600,625.00	AAA		363,432	103.68	407,080	5.79	0.08	23,558	43,647
52739+	FNMA #489130 DTD 7/1/1999 6.5% 7/1/2029 ORIGINAL FACE VALUE: 118,014.00	AAA		49,427	104.19	54,950	6.24	0.01	3,428	5,524
64094+	FNMA #497970 DTD 7/1/1999 6.5% 7/1/2029 ORIGINAL FACE VALUE: 128,174.00	AAA		60,068	104.19	66,781	6.24	0.01	4,166	6,713
94391+	FNMA #499945 DTD 7/1/1999 6.5% 7/1/2029 ORIGINAL FACE VALUE: 160,453.00	AAA		88,462	104.19	98,348	6.24	0.02	6,135	9,886

GLENMEDE

J HOWARD PEM FREEDOM TRUST
 0049-02-1/4
 COMBINED LIST OF ASSETS
 12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
309886+	FNMA #504754 DTD 7/1/1999 6.5% ORIGINAL FACE VALUE: 639,768.00 7/1/2029	AAA		290,421	104.19	322,876	6.24	0.06	20,143	32,455
82458+	FNMA #505404 DTD 7/1/1999 6.5% ORIGINAL FACE VALUE: 164,269.00 7/1/2029	AAA		77,279	104.19	85,915	6.24	0.02	5,360	8,636
106033+	FNMA #505681 DTD 7/1/1999 6.5% ORIGINAL FACE VALUE: 168,368.00 7/1/2029	AAA		99,373	104.19	110,478	6.24	0.02	6,892	11,105
14613+	FNMA #506509 DTD 7/1/1999 7.5% ORIGINAL FACE VALUE: 31,000.00 7/1/2029	AAA		14,590	106.25	15,527	7.06	0.00	1,096	937
44442+	FNMA #508697 DTD 8/1/1999 6% ORIGINAL FACE VALUE: 114,432.00 8/1/2029	AAA		41,137	103.68	46,077	5.79	0.01	2,667	4,940
134211+	FNMA #511891 DTD 9/1/1999 7% ORIGINAL FACE VALUE: 272,675.00 9/1/2029	AAA		131,317	105.27	141,287	6.65	0.03	9,395	9,970
99550+	FNMA #495967 DTD 10/1/1999 7% ORIGINAL FACE VALUE: 239,792.00 11/1/2029	AAA		97,404	105.27	104,799	6.65	0.02	6,969	7,395
464100	THA FNMA 30 YR DTD 1/1/2003 6.5% ORIGINAL FACE VALUE: 4,641,000.00 1/1/2033	AAA		4,811,862	104.09	4,831,003	6.24	0.95	301,665	19,140 #
1034000	THA FNMA 30 YR DTD 1/1/2003 7% ORIGINAL FACE VALUE: 1,034,000.00 1/1/2033	AAA		1,081,661	105.16	1,087,313	6.66	0.21	72,380	5,652

GLENMEDE

J HOWARD PEW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
5411	LOCKHEED MARTIN CORP.			223,913	57.75	312,485	0.76	0.06	2,381	88,573 #
500	MARTIN MARIETTA MATERIALS INC			21,270	30.66	15,330	1.96	0.00	300	5,940- #
4600	MEADWESTVACO CORP			136,929	24.71	113,666	3.72	0.02	4,232	23,263- #
4100	MILLIPORE CORP.			158,291	34.00	139,400	1.29	0.03	1,804	18,891- #
700	MISSISSIPPI CHEMICAL CORP			2,503	0.32	224	37.50	0.00	84	2,279- #
67578	MONSANTO CO			1,125,133	19.25	1,300,877	2.49	0.26	32,437	175,744 #
1800	NEWMONT MINING CORP.			38,737	29.03	52,254	0.41	0.01	216	13,517 #
1800	NORFOLK SOUTHERN CORP.			44,513	19.99	35,982	1.40	0.01	504	8,531- #
2500	NORTROP CORP.			308,976	97.00	242,500	1.65	0.05	4,000	66,476- #
4530	PACKTV CORPORATION			62,520	21.86	99,026	0.00	0.02	0	36,506 #
700	PALT CORP.			11,179	16.68	11,676	2.16	0.00	252	497 #
8620	PRECISION CASTPARTS CORP			218,579	24.25	209,035	0.49	0.04	1,034	9,544- #
5200	RAYTHEON COMPANY			170,955	30.75	159,900	2.60	0.03	4,160	11,055- #
100	SIGMA-ALDRICH CORP.			4,110	48.70	4,870	0.74	0.00	36	760 #
1890	SILGAN HOLDINGS INC			61,883	24.68	46,645	0.00	0.01	0	15,237- #
717	SPX CORP.			27,496	37.45	26,852	1.07	0.01	287	645- #
300	STRATEC SECURITY CORP			11,463	47.94	14,382	0.00	0.00	0	2,919 #
5600	TELEFLEX INC.			218,317	42.89	240,184	1.68	0.05	4,032	21,867 #
1400	TEMPLE INLAND INC.			75,491	44.81	62,734	2.86	0.01	1,792	12,757- #
12350	UNION PACIFIC CORP.			755,993	59.87	739,395	1.54	0.15	11,362	16,599- #
350	UNITED PARCEL SERVICE - CL B			20,230	63.08	22,078	1.20	0.00	266	1,848 #
15354	UNITED TECHNOLOGIES CORP.			862,066	61.94	951,027	1.58	0.19	15,047	88,961 #
1100	UNICAN MATERIALS CO			53,181	37.50	41,250	2.51	0.01	1,034	11,931- #
500	WEYERHAEUSER CO.			31,053	49.21	24,605	3.25	0.00	800	6,448- #
TOTAL 9,445,424										
COMMUNICATION SERVICES										
70640	A T & T WIRELESS GROUP			395,281	5.65	399,116	0.00	0.08	0	3,835 #
10650	AT&T CORP.			252,096	26.11	278,072	2.87	0.05	7,988	25,975 #
14300	CENTURYTEL INC			437,952	29.38	420,134	0.71	0.08	3,003	17,818- #
6400	NETXEL COMMUNICATIONS INC. CLASS			59,369	11.55	73,920	0.00	0.01	0	14,551 #
37014	SBC COMMUNICATIONS INC.			1,175,851	27.11	1,003,450	3.98	0.20	39,975	172,402- #
3200	SPRINT CORP.			59,902	14.48	46,336	3.45	0.01	1,600	13,566- #
22789	VERIZON COMMUNICATIONS			1,166,114	38.75	883,074	3.97	0.17	35,095	283,040- #
TOTAL 3,546,565										
3,104,102										
2.82										
0.61										
87,661										
442,464-										

GLENMEDE

J HOWARD PEM FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
2600	A H BLO CORP			52,146	21.32	55,432	1.41	0.01	780	3,286
6530	AMERICAN EAGLE OUTFITTERS			158,061	13.78	89,983	0.00	0.02	0	68,078
3300	AMR CORP.			123,084	6.60	21,780	0.00	0.00	0	101,304
4300	AOI TIME WARNER			115,590	13.10	56,330	0.00	0.01	0	59,260
2610	BLACK & DECKER CORP.			111,275	42.89	111,943	1.12	0.02	1,253	668
2797	H & R BLOCK			110,153	40.20	112,439	1.79	0.02	2,014	2,286
18180	BRUNSWICK CORP.			459,187	19.86	361,055	2.52	0.07	9,090	98,132
1322	CABLEVISION SYSTEMS - CL A			28,480	16.74	22,130	0.00	0.00	0	6,350
6425	CBRT GROUP INC			183,850	30.13	193,585	0.07	0.04	129	9,736
67875	CENDANT CORP			901,425	10.48	711,330	0.00	0.14	0	190,095
17237	COMCAST CORP-CL A			408,345	23.57	406,276	0.00	0.08	0	2,069
15500	COOPER INDUSTRIES LTD CL A			557,185	36.45	564,975	3.84	0.11	21,700	7,790
900	COSTCO WHOLESALE CORP			30,361	28.06	25,254	0.00	0.00	0	5,107
900	COX COMMUNICATIONS INC. CL A			31,633	28.40	25,560	0.00	0.01	0	6,073
17059	DARDEN RESTAURANTS INC.			325,219	20.45	348,857	0.39	0.07	1,365	23,638
1350	WALT DISNEY CO.			36,242	16.31	22,019	1.29	0.00	284	14,223
4600	EASTMAN KODAK CO.			184,989	35.04	161,184	5.14	0.03	8,280	23,805
800	FAMILY DOLLAR STORES INC			24,941	31.21	24,968	0.83	0.00	208	27
4500	FLEETWOOD ENTERPRISES INC.			55,406	7.85	35,325	2.04	0.01	720	20,081
2300	FORD MOTOR COMPANY			52,973	9.30	21,390	4.30	0.00	920	31,583
4192	FOX ENTERTAINMENT GROUP INC - A			111,929	25.93	108,699	0.00	0.02	0	3,230
16900	GENERAL MOTORS - CLASS H			347,151	10.70	180,830	9.35	0.04	16,900	166,321
2900	GENERAL MOTORS CORP.			164,703	36.86	106,894	5.43	0.02	5,800	57,809
1500	HARLEY DAVIDSON INC.			76,437	46.20	69,300	0.30	0.01	210	7,137
1500	HARMAI INTERNATIONAL INDS INC			30,150	59.50	89,250	0.17	0.02	150	59,100
2869	HARRAH'S ENTERTAINMENT INC.			109,103	39.60	113,612	0.00	0.02	0	4,510
8570	HOME DEPOT INC.			357,967	24.02	205,851	1.00	0.04	2,057	152,115
20970	IKON OFFICE SOLUTION INC			254,089	7.15	149,936	2.24	0.03	3,355	104,154
1900	KOHL'S			116,822	55.95	106,305	0.00	0.02	0	10,517
400	LIBERTY CORP			16,055	38.80	15,520	2.27	0.00	352	535
4888	LIBERTY MEDIA CORP-A			69,603	8.94	43,699	0.00	0.01	0	25,904
3400	LINENS 'N THINGS INC			104,826	22.60	76,840	0.00	0.02	0	27,986
3200	LOWES COS INC			127,996	37.50	120,000	0.27	0.02	320	7,995
50900	MASCO CORP.			1,160,044	21.05	1,071,445	2.66	0.21	28,504	88,598
200	MC CLATCHY NEWSPAPER INC. CLASS A			8,552	56.73	11,346	0.71	0.00	80	2,794
1450	METRO-GOLDWYN-MAYER INC			29,269	13.00	18,850	0.00	0.00	0	10,419
9120	MGM GRAND INC			260,995	32.97	300,686	1.21	0.06	3,648	39,691
1300	MIDWEST EXPRESS			23,268	5.35	6,955	0.00	0.00	0	16,313
1300	NEIMAN MARCUS GROUP INC CLASS A			47,017	30.39	39,507	0.00	0.01	0	7,510
400	NEIMAN MARCUS GROUP INC CLASS B			13,533	27.33	10,932	0.00	0.00	0	2,601

GLENMEDE

J HOWARD PEW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RNG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
164	NVR INC			53,823	326.50	53,546	0.00	0.01	0	277-
46800	J C PENNEY CO. INC.			950,956	23.01	1,076,868	2.17	0.21	23,400	125,913
8590	PIER 1 INC			169,131	18.93	162,609	1.27	0.03	2,062	6,522-
1760	RARE HOSPITALITY INTL INC			48,675	27.62	48,611	0.00	0.01	0	63-
2609	HENT-A-CENTER INC			128,649	49.95	130,320	0.00	0.03	0	1,671
6830	RUBY TUESDAY INC			69,737	17.29	118,091	0.26	0.02	307	48,354
2411	SKYWEST INC			33,064	13.07	31,512	0.61	0.01	193	1,552-
1150	SONY CORP.			64,754	41.31	47,507	0.22	0.01	102	17,247-
2800	SOUTHWEST AIRLINES			52,929	13.90	38,920	0.13	0.01	50	14,009-
1960	TALBOT'S INC.			72,442	27.53	53,959	1.31	0.01	706	18,483-
8969	TARGET CORP			268,607	30.00	269,070	0.80	0.05	2,153	462
1300	THE MEN'S WEARHOUSE INC			18,912	17.15	22,295	0.00	0.00	0	3,383
25679	TJX COS INC			488,861	19.52	501,254	0.61	0.10	3,081	12,393
4100	TOMMY HILFINGER CORP			59,435	6.95	28,495	0.00	0.01	0	30,940-
3200	TOO INC			95,126	23.52	75,264	0.00	0.01	0	19,862-
9150	TRIBUNE CO.			417,001	45.46	415,959	0.97	0.08	4,026	1,042-
34800	VIACOM INC. CLASS B			1,592,737	40.76	1,418,448	0.00	0.28	0	174,289-
12650	VIAD CORP			289,422	22.35	282,728	1.61	0.06	4,554	6,695-
1500	WAL MART STORES INC.			83,121	50.51	75,765	0.59	0.01	450	7,356-
20	WASHINGTON POST B			11,861	738.00	14,760	0.76	0.00	112	2,899
4663	YUM BRANDS INC			108,224	24.22	112,938	0.00	0.02	0	4,714
TOTAL										
				12,457,521		11,197,191	1.33	2.20	149,315	1,260,327-
CONSUMER STAPLES										
2500	ACTION PERFORMANCE			93,075	19.00	47,500	0.16	0.01	75	45,575-
27420	ALTRIA GROUP INC			1,245,340	40.53	1,111,333	6.32	0.22	70,195	134,007-
11378	AMHUSER BUSCH COS INC.			464,973	48.40	550,695	1.61	0.11	8,875	85,722
5056	COCA-COLA ENTERPRISES			109,498	21.72	109,816	0.74	0.02	809	318
56175	CONAGRA INC.			1,349,933	25.01	1,404,937	3.96	0.28	55,613	55,004
13970	CONSTELLATION BRANDS INC A			108,548	23.71	331,229	0.00	0.07	0	222,680
943	ENERGIZER HOLDINGS INC -W/I			27,270	27.90	26,310	0.00	0.01	0	961-
3400	MANPOWER INC MIS COM			118,468	31.90	108,460	0.63	0.02	680	10,008-
14100	PEPSI BOTTLING GROUP INC			337,737	25.70	362,370	0.16	0.07	564	24,633
2590	PEPSICO INC.			116,481	42.22	109,350	1.42	0.02	1,554	7,131-
1660	POLARIS INDUSTRIES INC.			93,902	58.60	97,276	1.91	0.02	1,859	3,374
10147	PROCTER & GAMBLE CO.			737,653	85.94	872,034	1.91	0.17	16,641	134,381
2300	ROBERT HALF INTL INC			68,963	16.11	37,053	0.00	0.01	0	31,910-
29550	SAFEWAY STORES INC			688,627	23.36	690,288	0.00	0.14	0	1,661
1938	SARA LEE CORP.			43,192	22.51	43,624	2.75	0.01	1,202	432
31713	TYSON FOODS INC. CLASS A			428,763	11.22	355,820	1.43	0.07	5,074	72,944-

GLENMEDE

J HOWARD PEW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
1300	AMERADA HESS CORP.			107,071	55.05	71,565	2.18	0.01	1,560	35,506-#
11396	ANADARKO PETROLEUM CORP.			613,200	47.90	545,869	0.84	0.11	4,558	67,332-#
3980	CABOT OIL & GAS CORP. CLASS A			102,774	24.78	98,624	0.65	0.02	637	4,149-#
13800	CONOCOPHILLIPS			766,019	48.39	667,782	3.31	0.13	22,080	98,237-#
54979	EXXON MOBIL CORPORATION			2,032,419	34.94	1,920,966	2.63	0.38	50,581	111,453-#
600	FMC TECHNOLOGIES INC			11,206	20.43	12,258	0.00	0.00	0	1,052-#
2210	FOREST OIL CORP			66,711	27.65	61,107	0.00	0.01	0	5,605-#
51150	HALLIBURTON CO.			837,332	18.71	957,017	2.67	0.19	25,575	119,685-#
2040	HOUSTON EXPLORATION CO			65,310	30.60	62,424	0.00	0.01	0	2,886-#
6300	INPUT/OUTPUT INC			73,794	4.25	26,775	0.00	0.01	0	47,019-#
7110	KEY ENERGY GROUP INC.			77,072	8.97	63,777	0.00	0.01	0	13,295-#
1200	MURPHY OIL CORP.			50,806	42.85	51,420	3.73	0.01	1,920	614-#
1800	NOBLE ENERGY INC			75,024	37.55	67,590	0.43	0.01	288	7,434-#
2880	OCCIDENTAL PETROLEUM CORP.			64,314	28.45	81,936	3.66	0.02	2,995	17,622-#
2200	ROGO PRODUCING CO.			64,364	37.25	81,950	0.32	0.02	264	17,586-#
200	ROYAL DUTCH PETROLEUM NY SHARES			8,215	44.02	8,804	3.05	0.00	269	589-#
200	SCHLUMBERGER LTD.			10,523	42.09	8,418	1.78	0.00	150	2,105-#
11500	VALERO ENERGY CORP			350,316	36.94	424,810	1.08	0.08	4,600	74,494-#
3600	VARCO INTERNATIONAL INC			81,479	17.40	62,640	0.00	0.01	0	18,839-#
34875	XTO ENERGY INC			824,741	24.70	861,413	0.16	0.17	1,395	36,671-#
TOTAL				6,032,423	2.61	6,258,095	1.23		163,141	225,670
ENERGY				6,282,690	1.90	6,137,145	1.21		116,872	145,547-
FINANCIALS				979,310	2.27	154,656	0.91	0.19	22,239	88,462-#
26475	ALLSTATE CORP.			890,848	36.99	979,310	2.27	0.19	22,239	88,462-#
4375	AMERICAN EXPRESS CO.			143,578	35.35	154,656	0.91	0.03	1,400	11,079-#
22653	AMERICAN INTERNATIONAL GROUP INC.			1,557,757	57.85	1,310,477	0.32	0.26	4,259	247,281-#
900	AMLI RESIDENTIAL PROPERTIES			17,495	21.28	19,152	9.02	0.00	1,728	1,657-#
26250	ASIAN FINANCIAL CORP			26,250	4.65	122,063	0.00	0.02	0	95,813-#
25299	BANK OF AMERICA CORP			1,726,163	69.57	1,760,051	3.68	0.35	64,765	33,889-#
2200	BANK OF NEW YORK			81,260	23.96	52,712	3.17	0.01	1,672	28,548-#
2100	BANK ONE CORP			82,729	36.55	76,755	2.30	0.02	1,764	5,974-#
37275	BANKNORTH GROUP INC			840,909	22.60	842,415	2.65	0.17	22,365	1,506-#
7275	BEAR STEARNS COS. INC.			387,949	59.40	432,135	1.14	0.09	4,947	44,186-#
12	BERKSHIRE HATHAWAY INC-CL B			26,467	2423.00	29,076	0.00	0.01	0	2,609-#

GLENMEDE

J HOWARD PEM FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
18400	BUNGE LTD			441,697	24.06	442,704	1.60	0.09	7,084	1,007
1650	CDM COMPUTER CENTERS INC			76,082	43.85	72,353	0.00	0.01	0	3,729
9975	CHARTER ONE FINL INC.			305,677	28.73	286,582	3.06	0.06	8,778	19,096
7375	CHUBB CORP.			454,412	52.20	384,975	2.68	0.08	10,325	69,437
55692	CITICORP INC			2,115,533	35.19	1,959,801	2.05	0.39	40,098	155,732
5500	CULLEN / FROST BANKERS INC			143,378	32.70	179,850	2.69	0.34	4,840	36,472
4915	DORAL FINANCIAL CORP			125,717	28.60	140,569	1.54	0.03	2,163	14,852
1823	FED HOME LOAN MTG CORP.			82,534	59.05	107,648	1.49	0.02	1,604	25,114
9127	FED NAT'L MTG ASSN			606,357	64.33	587,140	2.05	0.12	12,048	19,217
1000	FIFTH THIRD BANK			60,162	58.55	58,550	1.78	0.01	1,040	1,612
38750	FLEETPOSTON FINANCIAL CORPORATION			886,824	24.30	941,625	5.76	0.19	54,250	54,801
25200	GALLAGHER ARTHUR J & CO COM			643,502	29.38	740,376	2.04	0.15	15,120	96,874
400	JEFFERSON PILOT CORP.			18,571	38.11	15,244	3.18	0.00	484	3,327
1100	JP MORGAN CHASE & CO			25,589	24.00	26,400	5.67	0.01	1,496	811
8600	LEHMAN BROTHERS HLDGS			555,179	53.29	458,294	0.68	0.09	3,096	96,885
200	LEUCADIA NATIONAL CORP			6,812	37.31	7,462	0.67	0.00	50	650
8700	LINCOLN NATIONAL CORP IND			276,686	31.54	274,746	4.24	0.05	11,658	1,940
17600	METLIFE INC			503,306	27.04	475,904	0.78	0.09	3,696	27,402
4710	MGIC INVESTMENT CORP			310,331	41.30	194,523	0.24	0.04	471	115,808
19875	MORGAN ST DEAN WITTER & CO			826,752	39.92	793,410	2.30	0.16	18,285	33,342
4620	NATIONWIDE FINANCIAL SERV -A			198,351	28.65	132,363	1.82	0.03	2,402	65,988
3448	NEW YORK COMMUNITY BANCCORP			98,687	28.88	99,578	2.77	0.02	2,758	891
18900	OLD REPUBLIC INTERNATIONAL CORP			524,127	28.00	529,200	2.29	0.10	12,096	5,073
3800	PATTERSON-UTI ENERGY INC			120,638	30.17	114,646	0.00	0.02	0	5,992
8589	QLOGIC CORP			332,595	34.51	296,406	0.00	0.06	0	36,189
4400	SUNTRUST BANKS INC.			302,006	56.92	250,448	3.02	0.05	7,568	51,558
1950	TEXAS REGIONAL BANCSHARES-A			54,774	35.54	69,305	1.24	0.01	858	14,531
10300	THE PMI GROUP INC			211,302	30.04	309,412	0.33	0.06	1,030	98,110
200	TORCHMARK CORP			7,491	36.53	7,306	0.99	0.00	72	185
23107	WELLS FARGO CO			1,124,447	46.87	1,083,026	2.39	0.21	25,880	41,422
400	ZENITH NATIONAL INSURANCE CORP			10,720	23.52	9,408	4.25	0.00	400	1,312
TOTAL				17,231,644		16,828,056	2.23	3.31	374,789	403,591
1675	ALTYNA INC NEW			59,671	41.12	68,876	0.10	0.01	67	9,205
2000	ALCON INC			77,155	39.45	78,900	0.00	0.02	0	1,745
1588	ALLERGAN INC			92,792	57.62	91,501	0.62	0.02	572	1,292
7625	AMGEN			395,602	48.34	368,593	0.00	0.07	0	27,010
3036	ANTHEM INC			190,414	62.90	190,964	0.00	0.04	0	551

HEALTH CARE

GLENMEDE

J HOWARD REW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
5000	APPLERA CORP-APPLIED BIOSYSTEMS GROUP			119,149	17.54	87,700	0.97	0.02	850	31,449-
3600	BIOGEN N V			211,040	40.06	144,216	0.00	0.03	0	66,824-
3000	BOSTON SCIENTIFIC			51,594	42.52	127,560	0.00	0.03	0	75,966
450	BRISTOL MYERS SQUIBB CO.			16,297	23.15	10,418	4.84	0.00	504	5,879-
7650	CARDINAL HEALTH INC.			487,622	59.19	452,804	0.17	0.09	765	34,819-
6534	CAREMARK RX INC			106,239	16.25	106,178	0.00	0.02	0	61-
1130	COHERENT INC.			41,054	19.95	22,544	0.00	0.00	0	18,510-
938	COVENTRY HEALTH CARE INC			27,390	29.03	27,230	0.00	0.01	0	160-
2118	FORREST LABS INC CLASS A			183,974	98.22	208,030	0.00	0.04	0	24,055
2850	GENZYME CORP.			58,066	29.57	84,275	0.00	0.02	0	26,208
3600	GILEAD SCIENCES INC.			120,630	34.00	122,400	0.00	0.02	0	1,770
6779	GTECH HLDGS CORP.			182,058	27.86	188,863	0.00	0.04	0	6,806
7828	GUIDANT CORP			279,342	30.85	241,494	0.08	0.05	196	37,848-
15242	HCA - THE HEALTHCARE COMPANY			572,544	41.50	632,544	0.19	0.12	1,219	59,999
10100	HEALTH MANAGEMENT CLASS A			203,734	17.90	180,790	0.45	0.04	808	22,944-
4400	ICOS CORP.			115,028	23.41	103,004	0.00	0.02	0	12,024-
18929	JOHNSON & JOHNSON			932,975	53.71	1,016,677	1.53	0.20	15,522	83,702
20330	LABORATORY CORP OF AMERICAN HLDGS			618,338	23.24	472,469	0.00	0.09	0	145,869-
1550	ELI LILLY & CO.			98,188	63.50	98,425	2.11	0.02	2,077	237
1920	LINGCARB HOLDING INC			54,986	31.62	60,710	0.00	0.01	0	5,724
4851	MEDICIS PHARMACEUTICAL CORP CL A			250,416	49.67	240,949	0.00	0.05	0	9,466-
1300	MEDTRONIC INC.			58,065	45.60	59,280	0.55	0.01	325	1,215
3295	MYLAN LABORATORIES INC.			108,542	34.90	114,996	0.57	0.02	659	6,453
9200	NOVARTIS AG ADR			370,211	36.73	337,916	1.24	0.07	4,195	32,295-
30968	PIZZER INC.			1,140,572	30.57	946,692	1.70	0.19	16,103	193,880
8218	PHARMACIA CORPORATION			355,979	41.80	343,512	1.29	0.07	4,438	12,467-
18925	SCHERING PLOUGH CORP.			412,655	22.20	420,135	3.06	0.08	12,869	7,480
3150	SEPRACOR INC			69,334	9.67	30,461	0.00	0.01	0	38,874-
11550	TENET HEALTH CARE			492,841	16.40	189,420	2.93	0.04	5,544	303,421-
9130	TRIAD HOSPITALS INC			322,116	29.83	272,348	0.00	0.05	0	49,768-
1295	UNITEHEALTH GROUP INC			90,461	83.50	108,133	0.04	0.02	39	17,672
2060	UNIVERSAL HEALTH SERVICES INC			67,700	45.10	92,906	0.00	0.02	0	25,206
3851	WATSON PHARMACEUTICALS CLASS B			109,589	28.27	108,868	0.00	0.02	0	721-
3500	WELLCHOICE INC			87,500	23.95	83,825	0.00	0.02	0	3,675-
11708	WELLPOINT HEALTH NETWORKS			583,440	71.16	833,141	0.00	0.16	0	249,701
TOTAL				10,597,754		10,161,268	0.86	2.00	86,886	436,490-

GLENMEDE

J HOWARD PEM FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
REITS									
259700	BEACON CAPITAL PARTNERS INC		1,352,950	3.59	932,323	0.00	0.18	0	420,627-
1870	BEDFORD PROPERTY INVESTORS		27,227	25.69	48,040	7.79	0.01	3,740	20,813
421212	DOUGHTY HANSON & CO EUROPEAN REAL EST		421,212	0.77	326,313	0.00	0.06	0	94,899-
4220	GLINCHEM REALTY TRUST		53,986	17.75	74,905	10.83	0.01	8,115	20,919
1	JDN REALTY CORP.		0	10.95	11	9.45	0.00	1	11
8760	MACR-CALI REALTY CORP		251,111	30.30	265,428	8.32	0.05	22,075	14,317
5400	MERISTAR HOSPITALTY CORP		94,229	6.60	35,640	0.61	0.01	216	58,589-
30660+	MEZZANINE CAPITAL PROP INV INC		3,500,005	140.16	4,297,441	0.00	0.85	0	797,436
7380	MGI PROPERTIES COM - LIQUIDATING TRUST		0	0.31	2,288	425.77	0.00	9,742	2,288
70000	NORTSTAR CAPITAL		1,400,000	10.49	734,573	0.00	0.14	0	665,427-
10100	PLUM CREEK TIMBER CO INC		308,942	23.60	238,360	5.93	0.05	14,140	70,582-
84074	SECURITY CAPITAL EUROPEAN REALTY		1,681,480	18.68	1,570,502	0.00	0.31	0	110,978-
83860	SECURITY CAPITAL PREFERRED GROWTH INCORPORATED - FUNDING NOTICE		1,677,200	23.47	1,968,253	0.00	0.39	0	291,053
TECHNOLOGY									
12003	ADobe SYS INCORP		405,054	24.80	297,687	0.20	0.06	600	107,368-
1400	ADVANCED FIBRE COMMUNICATION		30,544	16.68	23,352	0.00	0.00	0	7,192-
1300	ALTIANT TECHSYSTEMS INC.		80,337	62.35	81,055	0.00	0.02	0	718
1500	AMPHENOL CORP-CL A		80,180	38.00	57,000	0.00	0.01	0	23,180-
4600	APPLIED MATERIALS INC		77,261	13.03	59,938	0.00	0.01	0	17,323-
2658	AUTOMATIC DATA PROCESSING INC.		107,904	39.25	104,327	1.22	0.02	1,276	3,577-
1410	BLACK BOX CORPORATION		64,744	44.80	63,168	0.45	0.01	282	1,576-
1520	CHECKFREE CORPORATION		21,065	16.00	24,322	0.00	0.00	0	3,257
4000	CINEMA CORP		33,779	5.14	20,560	0.00	0.00	0	13,219-
32223	CISCO SYSTEMS		969,785	13.10	422,122	0.00	0.08	0	13,664-
3700	CITRIX SYSTEMS INC		95,451	12.32	45,584	0.00	0.01	0	49,867-
9500	CORNING INC.		73,146	3.31	31,445	7.25	0.01	2,280	41,701-
2180	CYMER INC		80,587	32.25	70,305	0.00	0.01	0	10,282-
28046	DELT COMPUTER		763,705	26.74	749,951	0.00	0.15	0	13,754-
1800	DESCANES SYSTEMS GROUP INC		8,984	3.10	5,580	0.00	0.00	0	3,404-
4420	DSP GROUP INC		78,097	15.82	69,924	0.00	0.01	0	8,173-
200	EBAY INC		14,034	67.82	13,564	0.00	0.00	0	470-
15630	ELECTR FOR IMAGING CORP.		331,330	16.26	254,159	0.00	0.05	0	77,171-
TOTAL									
			10,768,342		10,494,077	0.55	2.07	58,029	274,266-

GLENMEDE

J HOWARD PEM FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
13738	FIRST DATA CORP.			481,011	35.41	486,463	0.23	0.10	1,099	5,452
51350	HEWLETT PACKARD CORP.			795,258	17.36	891,436	1.84	0.18	16,432	96,178
1570	IMATION CORP.			57,642	35.08	55,076	0.00	0.01	0	2,566
37613	INTEL CORP.			1,158,084	15.57	585,634	0.51	0.12	3,009	572,450
14989	INTERNATIONAL BUSINESS MACHINES CORP.			1,497,765	77.50	1,161,648	0.77	0.23	8,993	336,117
5500	ITRON INC.			97,170	19.17	105,435	0.00	0.02	0	8,265
6025	KLA-TENCOR CORPORATION			282,461	35.37	213,104	0.00	0.04	0	69,356
5860	L M ERICSSON TELEPHONE CO CL B ADR			183,904	6.74	39,496	0.50	0.01	199	144,407
10060	LATTICE SEMICONDUCTOR CORP			129,444	60.50	88,226	0.00	0.02	0	41,217
700	LEXMARK INTL GROUP INC CL-A			42,857	60.50	42,350	0.00	0.01	0	507
3848	LINEAR TECH CORP.			110,705	25.72	98,971	0.78	0.02	770	11,735
3055	MAXIM INTEGRATED PROD INC			110,392	33.04	100,937	0.24	0.02	244	9,455
2628	MICROCHIP TECHNOLOGY INC.			67,048	24.45	64,255	0.33	0.01	210	2,794
7600	MICRON TECHNOLOGY INC			220,759	9.74	74,024	2.05	0.01	1,520	146,735
34354	MICROSOFT CORP.			1,982,859	51.70	1,776,102	0.00	0.35	206,758	206,758
10000	MOTOROLA INC.			162,630	8.65	86,500	1.85	0.02	1,600	76,130
2238	MYKROLIS CORP.			34,926	7.30	16,337	0.00	0.00	0	18,589
29500	NORTEL NETWORKS CORP			200,432	1.61	47,495	4.66	0.01	2,213	152,937
28279	ORACLE SYSTEMS			307,424	10.80	305,413	0.00	0.06	0	2,011
1846	PAYCHEX INC			49,742	27.90	51,503	1.58	0.01	812	1,761
7182	QUALCOMM CORP.			240,695	36.39	261,353	0.00	0.05	0	20,546
2900	RATIONAL SOFTWARE CORP			50,677	10.39	30,131	0.00	0.01	0	20,546
2800	RESEARCH IN MOTION			50,339	13.12	36,736	0.00	0.01	0	13,603
8100	REYNOLDS & REYNOLDS CO - CL A			115,086	25.47	206,307	1.73	0.04	3,564	91,221
4500	SEAGATE TECHNOLOGY HOLDINGS			54,000	10.73	48,285	0.00	0.01	0	5,715
300	SYMANTEC CORP			8,011	40.51	12,153	0.00	0.00	0	4,142
3400	TEKTRONIX INC.			98,732	18.19	61,846	0.33	0.01	204	36,886
1500	TELLABS INC			22,468	7.27	10,905	0.00	0.00	0	11,563
8100	TEXAS INSTRUMENTS INC.			235,624	15.01	121,581	0.57	0.02	689	114,043
1300	TRIQUINT SEMICONDUCTOR INC			19,967	4.24	5,512	0.00	0.00	0	14,455
3380	VISHAY INTERTECHNOLOGY INC.			88,581	11.18	37,788	0.00	0.01	0	50,792
3738	YAHOO			65,593	16.35	61,116	0.00	0.01	0	4,477

TOTAL										
				12,338,273		9,578,161	0.48	1.89	45,996	2,760,113

39850	EL PASO CORPORATION			239,445	6.96	277,356	12.50	0.05	34,670	37,910
8230	ENERGY EAST CORP			187,961	22.09	181,801	4.35	0.04	7,901	6,160
26350	ENERGY CORP. NEM			1,033,036	45.59	1,201,297	3.07	0.24	36,890	168,260

UTILITIES

GLENMEDE

J HOWARD PEW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
7600	EXELON CORPORATION			397,982	52.77	401,052	3.34	0.08	13,376	3,070
2430	MDU RESOURCES GROUP INC			52,388	25.81	62,718	3.72	0.01	2,333	10,330
21481	WISCONSIN ENERGY CORP.			506,969	25.20	541,321	3.17	0.11	17,185	34,352
TOTAL										
OTHER ASSETS										
950	NEWS CORP ADR ONE ADR REPRESENTS			30,057	22.65	21,518	0.61	0.00	132	8,540
1600	4 PFD LIMITED VOTING ORDINARY SHS POLASH CORP. OF SASKATCHEWAN INC.			99,450	63.59	101,744	1.57	0.02	1,600	2,294
TOTAL										
U.S. MUTUAL FUNDS										
1169846+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO			21,282,477	14.49	16,951,074	0.48	3.34	81,889	
2018125+	GLENMEDE FUND INC-SMALL CAP GROWTH			17,548,500	3.96	7,991,774	0.00	1.57	0	9,556,726
558823+	GMO FOREIGN SM COMP FUND - III VANGUARD INSTITUTIONAL TOTAL STK			5,400,000	9.47	5,292,051	1.12	1.04	59,235	107,950
2907155+	PLUS SHARES MARKET INDEX FUND INSTITUTIONAL			72,208,107	18.00	52,328,794	1.69	10.30	883,775	19,879,313
TOTAL										
INTERNATIONAL MUTUAL FUNDS										
5668676+	GLENMEDE FUND INC-INTERNATIONAL PORT			72,337,400	11.78	66,777,001	2.05	13.15	1,366,151	
428356+	GMO EMERGING MARKETS FUND NICHOLAS APPIGATE EMERGING			4,600,000	8.83	3,782,385	1.86	0.74	70,250	817,615
350762+	COUNTRIES FD PIONEER EMERGING MARKETS FUND -			4,829,420	9.40	3,297,167	0.00	0.65	0	1,532,253
484502+	CLASS Y			6,583,013	10.43	5,053,360	0.00	0.99	0	1,529,653
TOTAL										
INTERNATIONAL MUTUAL FUNDS										
TOTAL										

GLENMEDE

J HOWARD PEM FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
2367588+	BEACON CAPITAL STRATEGIC PARTNERS LP			2,367,588	0.98	2,329,470	0.00	0.46	0	38,118- #
1647684	BLACKSTONE CAPITAL PARTNERS III LP			1,647,684	0.87	1,432,661	0.00	0.28	0	215,023- #
516744+	BLACKSTONE MEZZANINE PARTNERS LP			516,744	0.84	431,688	0.00	0.08	0	85,056- #
3467433	BLACKSTONE REAL ESTATE ADVISORS III LP			3,467,433	0.94	3,275,337	0.00	0.64	0	192,096- #
1448980+	BLACKSTONE REAL ESTATE PARTNERS II L.P.			1,448,980	0.67	971,831	0.00	0.19	0	477,149- #
646771+	BRENTWOOD ASSOC BUYOUT FUND II L.P.			646,771	0.22	143,066	0.00	0.03	0	503,705- #
670556	BRENTWOOD ASSOCIATES PRIVATE EQUITY III			670,556	0.92	618,454	0.00	0.12	0	52,102- #
619494+	CENTENNIAL FUND V L.P. ("CV")			619,494	0.24	147,749	0.00	0.03	0	471,744- #
1547000	CENTENNIAL FUND VI LTD PARTNERS			1,547,000	0.33	512,366	0.00	0.10	0	1,034,634- #
1354500	CERBERUS INSTITUTIONAL SERIES II LP			1,354,500	1.00	1,361,137	0.00	0.27	0	6,637 #
1220778+	CHARTERHOUSE EQUITY PARTNERS III L.P.			1,220,778	0.79	961,363	0.00	0.19	0	259,415- #
1596895	COLONYINVESTOR III L.P.			1,596,895	0.93	1,487,827	0.00	0.29	0	109,068- #
634361+	COLUMBIA CAP EQUITY PARTNERS III (GP) LP			634,361	0.50	319,718	0.00	0.06	0	314,643- #
820398+	COLUMBIA CAPITAL EQUITY PARTNERS II			820,398	0.25	208,791	0.00	0.04	0	611,607- #
1932641+	CROW FAMILY HOLDINGS REALTY PARTNERS LP			1,932,641	0.82	1,583,606	0.00	0.31	0	349,035- #
632619+	CYPRESS MERCHANT BANKING PARTNERS			632,619	0.81	510,903	0.00	0.10	0	121,716- #
1439595+	CYPRESS MERCHANT BANKING PARTNERS L.P.			1,439,595	0.52	753,052	0.00	0.15	0	686,543- #
1139576+	DELPHI VENTURES III LP LIMITED PARTNERS			1,139,576	0.57	647,279	0.00	0.13	0	492,297- #
489957+	DELPHI VENTURES IV LP			489,957	0.88	431,309	0.00	0.08	0	58,648- #
1134294+	DLJ MERCHANT BANKING III LP			1,134,294	0.87	991,600	0.00	0.20	0	142,694- #
203773+	DLJ PHOENIX EQUITY PARTNERS III			203,773	0.76	154,582	0.00	0.03	0	49,191- #
1225690+	DLJ REAL ESTATE CAPITAL PARTNERS II L.P.			1,225,690	0.80	978,101	0.00	0.19	0	247,589- #
1149325	DLJ REAL ESTATE CAPITAL PARTNERS INC.			1,149,325	0.88	1,012,900	0.00	0.20	0	136,425- #
212660+	DOLPHIN COMMUNICATIONS FUND II LP			212,660	0.67	143,375	0.00	0.03	0	69,285- #
636082	DOLPHIN COMMUNICATIONS L.P.			636,082	0.31	197,185	0.00	0.04	0	438,897- #
2800000	DOUGLAS EMMETT "97"			2,800,000	1.30	3,634,960	0.00	0.72	0	834,960 #
1525377+	DOVER STREET IV LP			1,525,377	1.03	1,570,528	0.00	0.31	0	45,151 #

GLENMEDE

J HOWARD PEW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
2180278+	DOUGLAS EMMETT REALTY FUND 1996			2,176,940	1.33	2,907,837	0.00	0.57	0	730,897 #
1483395	DOUGLAS EMMETT REALTY FUND 1998			1,483,395	1.32	1,951,851	0.00	0.38	0	468,456 #
288358+	NEW ENTERPRISE ASSOCIATES 10 LP			288,358	0.82	236,050	0.00	0.05	0	52,308 #
3207287	GE INVESTMENT REALTY PARTNERS IV LP			3,207,287	0.94	3,021,906	0.00	0.59	0	185,381 #
98022+	HANCOCK INTERNATIONAL PRIVATE EQUITY PARTNERS II - DIRECT FUND LP			98,022	0.54	52,540	0.00	0.01	0	45,482 #
1476778	HANCOCK INTERNATIONAL PRIVATE EQUITY PARTNERS II PARTNERSHIP FUND LP			1,476,778	0.72	1,056,339	0.00	0.21	0	420,439 #
128934+	HARBORVEST INT'L PRIV EQ PART III DIR			128,934	0.59	76,393	0.00	0.02	0	52,540 #
301286	HARBORVEST INT'L PRIV EQ PART III PSSH			301,286	0.77	230,936	0.00	0.05	0	70,350 #
361896	HARBORVEST PARTNERS V-DIRECT PD LP			361,896	0.46	166,653	0.00	0.03	0	195,243 #
767359	HARBORVEST PARTNERS V-PARTNERSHIP PD LP			767,359	0.69	526,332	0.00	0.10	0	241,027 #
541719+	HEALTHCARE VENTURES V L.P.			541,719	0.74	402,552	0.00	0.08	0	139,168 #
906020	HICKS MUSE TATE & FIRST EQ FUND IV LP			906,020	0.45	405,172	0.00	0.08	0	500,848 #
1099068	HICKS MUSE TATE & FIRST EQ FUND V LP			1,099,068	0.70	770,227	0.00	0.15	0	328,841 #
1151500	INFINITY CAPITAL VENTURE FUND 1999 LP			1,151,500	0.36	417,534	0.00	0.08	0	733,966 #
382179+	INFORMATION TECHNOLOGY VENTURES II LP			382,179	0.25	95,506	0.00	0.02	0	286,672 #
271329+	INFORMATION TECHNOLOGY VENTURES L.P.			271,329	0.41	111,869	0.00	0.02	0	159,460 #
163011	J. W. CHILDS EQUITY PARTNERS III LP			163,011	0.86	140,010	0.00	0.03	0	23,001 #
402602+	JAFCO AMERICA TECHNOLOGY PD III LP			402,602	0.64	258,068	0.00	0.05	0	144,534 #
577008+	J.W. CHILDS EQUITY PARTNERS II K/B OPPORTUNITY FUND II L.P.			577,008	1.18	678,157	0.00	0.13	0	101,149 #
379202+	K/B OPPORTUNITY FUND III L.P.			379,202	1.09	412,988	0.00	0.08	0	33,787 #
140	K/B OPPORTUNITY FUND III L.P.			140	15.78	2,209	0.00	0.00	0	2,069 #
2827993+	KOLT BREX FUND V L.P.			2,827,993	0.94	2,655,769	0.00	0.52	0	172,225 #
1986468+	KOLT BREX FUND VI L.P.			1,986,468	0.97	1,933,827	0.00	0.38	0	52,641 #
1135694+	LEHMANN BROS MERCHANT BANKING PRS II			1,135,694	0.70	791,125	0.00	0.16	0	344,570 #
595000	M/C VENTURE PARTNERS V LP			595,000	0.78	461,244	0.00	0.09	0	133,756 #
525000	MENLO VENTURES IX LP			525,000	0.81	423,098	0.00	0.08	0	101,903 #

GLENMEDE

J HOWARD PEM FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	END	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
1154197+	NATURAL GAS PARTNERS VI LP			1,154,197	0.95	1,093,718	0.00	0.22	0	60,480-
407839	OAK INVESTMENT PARTNERS X LP			407,839	0.79	323,906	0.00	0.06	0	83,933-
664475+	OCM PRINCIPAL OPPORTUNITIES FD II LP			664,475	1.17	775,309	0.00	0.15	0	110,834 #
4008551	OLYMPUS REAL ESTATE FUND II LP			4,008,551	1.11	4,461,116	0.00	0.88	0	452,565 #
686271	OLYMPUS REAL ESTATE FUND III LP			686,271	1.04	715,163	0.00	0.14	0	28,892 #
21645473+	PCT PARTNERS LLC LP			22,094,834	1.08	23,356,157	0.00	4.60	0	1,261,323 #
1919451+	PEABODY GLOBAL REAL ESTATE PARTNERS			1,919,451	0.97	1,866,858	0.00	0.37	0	52,593-
35700	POLARIS VENTURE PARTNERS IV LP			35,700	0.98	34,990	0.00	0.01	0	710-
5741+	QUELOS STRATEGIC PARTNERS INC LP			5,480,000	1039.25	5,966,713	0.00	1.17	0	486,713
4200000	REALTY ASSOCIATES FUND V CORPORATION			4,200,000	1.02	4,269,300	0.00	0.84	0	69,300 #
4191887+	THE REALTY ASSOCIATES FUND IV RESOURCE CAPITAL FUND II LP ASSET BASED			4,191,887	1.25	5,227,702	0.00	1.03	0	1,035,815 #
806091+	RESOURCE CAPITAL FUND II LP ASSET BASED			806,091	0.97	783,843	0.00	0.15	0	22,248-
380425+	RESOURCE CAPITAL FUND L.P.			380,425	1.12	426,038	0.00	0.08	0	45,613 #
519750	SIGMA PARTNERS 6 LP			519,750	0.81	419,854	0.00	0.08	0	99,896-
459836+	SILVER LAKE PARTNERS L.P.			459,836	0.55	251,576	0.00	0.05	0	208,260-
252000	SOFINNOVA VENTURE PARTNERS V LP			252,000	0.76	192,049	0.00	0.04	0	59,951-
329000	SPROUT CAPITAL IX LP			329,000	0.75	246,224	0.00	0.05	0	82,776-
604994+	SPROUT CAPITAL VII L.P.			604,994	0.31	187,911	0.00	0.04	0	417,083-
252000	STARWOOD GLOBAL OPPORTUNITIES FD VI LP			252,000	1.00	252,000	0.00	0.05	0	
3415285	STARWOOD OPPORTUNITY FUND V L.P.			3,415,285	1.03	3,533,795	0.00	0.70	0	118,510 #
700000	STARWOOD HOTEL CAPITAL INC CONN DEB			700,000	1.00	700,000	0.00	0.14	0	
58333	STRATEGIC HOTEL CAPITAL INC LLC LP			699,996	2.90	169,166	0.00	0.03	0	530,830-
371000	TA IX LP			371,000	0.75	278,695	0.00	0.05	0	92,305-
271376	TA SUBORDINATED DEBT FUND LP			271,376	0.91	246,111	0.00	0.05	0	25,265-
873864+	TECHNOLOGY CROSSOVER VENTURES IV LP			873,864	0.56	486,218	0.00	0.10	0	387,646-
448000	THREE ARCH CAPITAL LP			448,000	0.86	383,578	0.00	0.08	0	64,422-
415852+	TL VENTURES III L.P.			415,852	0.38	159,064	0.00	0.03	0	256,789-
1444583+	TL VENTURES IV L.P.			1,444,583	0.40	581,734	0.00	0.11	0	862,850-
400984+	TL VENTURES V LP			400,984	0.67	269,862	0.00	0.05	0	131,122-
719745	TRANSWESTERN OFFICE PARTNERS II			719,745	1.27	914,508	0.00	0.18	0	194,763 #
509292+	VALUE ENHANCEMENT FUND II - LLC			509,292	2.11	1,074,504	0.00	0.21	0	565,212 #
467244+	VALUE ENHANCEMENT FUND III			467,244	3.43	1,604,514	0.00	0.32	0	1,137,271 #
2100000	VALUE ENHANCEMENT FUND IV LP			2,100,000	0.79	1,650,180	0.00	0.32	0	449,820-
836585+	WALTON STREET REAL ESTATE FUND I L.P.C.			836,585	1.31	1,094,922	0.00	0.22	0	258,337 #

GLENMEDE

J HOWARD PEW FREEDOM TRUST
0049-02-1/4
COMBINED LIST OF ASSETS
12/31/02

SHARES/PAR	DESCRIPTION OF ASSETS	BND	RTG	TAX COST	PRICE	MARKET VALUE	CURRENT YIELD	% OF TOTAL	EST ANNUAL INCOME	UNREALIZED CAPITAL CHANGE
3618900+	WALTON STREET REAL ESTATE FUND II LP			3,618,900	1.26	4,550,404	0.00	0.90	0	931,505 #
1163786+	WALTON STREET REAL ESTATE FUND III LP			1,163,786	1.13	1,313,099	0.00	0.26	0	149,314 #
819000	WELSH CARSON ANDERSON & STOWE IX LP			819,000	0.78	637,510	0.00	0.13	0	181,490- #
1750584+	WESTBROOK REAL EST PD II LP			1,750,584	0.77	1,346,899	0.00	0.27	0	403,685- #
3880668+	WESTBROOK REAL ESTATE FUND III LP			3,880,668	0.88	3,411,495	0.00	0.67	0	469,173- #
624737+	WESTBROOK REAL ESTATE FUND IV LP			624,737	0.92	572,072	0.00	0.11	0	52,665- #
353526+	WESTON PRESIDIO CAPITAL IV LP			351,150	0.81	288,089	0.00	0.06	0	63,061- #
1718419+	J H. WHITNEY IV LP			1,718,419	0.36	612,101	0.00	0.12	0	1,106,318- #
8+	MSC TENDER INVESTORS I L.P.			8	0.40	3	0.00	0.00	0	5- #
2258+	WYNDHAM VOTING TRUST SERIES II LP			183,810	90.48	204,287	0.00	0.04	0	20,476 #
1704049+	YARMOUTH CAPITAL PARTNERS L.P. II			1,704,049	1.17	1,997,316	0.00	0.39	0	293,267 #
TOTAL				155,048,030		145,960,841	0.00	28.74	0	9,087,190-
OTHER TOTAL				155,048,030		145,960,841	0.00	28.74	0	9,087,190-
-6030525	CASH PAYABLE			6,030,524-		6,030,524-		-1.19	0	0
104038	CASH RECEIVABLE			104,038		104,038		0.02	0	0
GRAND TOTAL				558,186,680		507,900,925	1.97	100.00	9,995,024	40,393,976-0
ADJUSTMENTS:										
BEACON CAPITAL PARTNERS, INC. (PAGE 20 REITS)				190,356-						
VARIOUS PARTNERSHIPS AND PRIVATE REITS (PAGES 23 THRU 27)				317,317-						0
ADJUSTED GRAND TOTAL				557,679,007		507,900,925				

J. HOWARD PEW FREEDOM TRUST
ACCOUNT #0049-02-1/4
E.I.N. 23-6234671
TAX YEAR ENDING 12/31/02

ATTACHMENTS PAGE 2 FORM 990-PF
PART III ANALYSIS OF CHANGES IN NET ASSETS OR FUND BALANCES

LINE 3 OTHER INCREASES NOT INCLUDED IN LINE 2 \$ 120,731.00

- ADJUST BASIS ON MORTGAGE
BACKED SECURITIES CORRECTED
2/03 120,731.00

LINE 5 DECREASES NOT INCLUDED IN LINE 2 39,991.00

- 2001 TRADES INCLUDED ON GAIN/
(LOSS) SCHEDULE AS OF 12/31/01
POSTED AND SETTLED 1/02 27,049.00

- 2002 TRADES INCLUDED ON GAIN/
(LOSS) SCHEDULE AS OF 12/31/02
POSTED AND SETTLED 1/03 12,936 00

- ROUNDING 6.00

ACCOUNT 0049-02-1/4
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BEHANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

0	GNMA #474002 DTD 7/1/1998	05/25/01	01/15/02	25,323 35	25,533 06	209 71-
0	GNMA #456875 DTD 5/1/1998	05/25/01	01/15/02	5,430 00	5,474 97	44 97-
0	FHLMC GOLD #C00678 DTD 11/1/1998	05/25/01	01/15/02	30,285 67	30,486 79	201 12-
0	GNMA #474002 DTD 7/1/1998	05/25/01	02/15/02	6,060 81	6,111 00	50 19-
0	GNMA #456875 DTD 5/1/1998	05/25/01	02/15/02	179,034 24	180,516 87	1,482 63-
0	FHLMC GOLD #C00678 DTD 11/1/1998	05/25/01	02/15/02	18,126 59	18,246 96	120 37-
0	GNMA #474002 DTD 7/1/1998	05/25/01	03/15/02	954 73	962 64	7 91-
0	GNMA #456875 DTD 5/1/1998	05/25/01	03/15/02	48,003 96	48,401 50	357 54-
0	FHLMC GOLD #C00678 DTD 11/1/1998	05/25/01	03/15/02	12,510 47	12,593 55	83 08-
0	GNMA #474002 DTD 7/1/1998	05/25/01	04/15/02	45,705 54	46,084 04	378 50-
0	GNMA #456875 DTD 5/1/1998	05/25/01	04/15/02	81,633 34	82,309 37	676 03-
0	FHLMC GOLD #C00678 DTD 11/1/1998	05/25/01	04/15/02	10,665 46	10,736 29	70 83-
0	FHLMC GOLD #E82132 DTD 12/1/2000	02/06/02	04/15/02	5,862 42	6,083 17	220 75-
0	GNMA #474002 DTD 7/1/1998	05/25/01	05/15/02	39,670 84	39,999 37	328 53-
0	GNMA #456875 DTD 5/1/1998	05/25/01	05/15/02	65,159 66	65,699 26	539 60-
0	FHLMC GOLD #C00678 DTD 11/1/1998	05/25/01	05/15/02	11,616 02	11,693 15	77 13-
0	FHLMC GOLD #E82132 DTD 12/1/2000	02/06/02	05/15/02	1,568 52	1,627 59	59 07-
0	FHLMC GOLD #E82132 DTD 12/1/2000	02/06/02	06/15/02	3,025 03	3,138 94	113 91-

Gain/Loss period is short
 Disposal method is redemption

CONFIDENTIAL

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

01/01/2002 TO 12/31/2002

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

0	FHLMC GOLD # E82132 DTD 12/1/2000 7% 1/1/2016	02/06/02	07/15/02	282 52	293 16	10 64-
0	FNMA #596498 DTD 7/1/2001 05/17/02 07/25/02 6% 7/1/2016	05/17/02	07/25/02	28,677 30	28,977 52	300 22-
0	FNMA #625990 DTD 1/1/2002 05/17/02 07/25/02 5 5% 12/1/2016	05/17/02	07/25/02	16,812 54	16,636 53	176 01
0	FHLMC GOLD # E82132 DTD 02/06/02 08/15/02 12/1/2000 7% 1/1/2016	02/06/02	08/15/02	2,385 25	2,475 07	89 82-
0	FNMA #596498 DTD 7/1/2001 05/17/02 08/25/02 6% 7/1/2016	05/17/02	08/25/02	29,301 29	29,608 04	306 75-
0	FNMA #625990 DTD 1/1/2002 05/17/02 08/25/02 5 5% 12/1/2016	05/17/02	08/25/02	21,584 11	21,358 15	225 96
0	FHLMC GOLD # E82132 DTD 02/06/02 09/15/02 12/1/2000 7% 1/1/2016	02/06/02	09/15/02	263 86	273 79	9 93-
0	FNMA #596498 DTD 7/1/2001 05/17/02 09/25/02 6% 7/1/2016	05/17/02	09/25/02	43,976 15	44,436 53	460 38-
0	FNMA #625990 DTD 1/1/2002 05/17/02 09/25/02 5 5% 12/1/2016	05/17/02	09/25/02	9,799 24	9,696 66	102 58
0	FHLMC GOLD # E82132 DTD 02/06/02 10/15/02 12/1/2000 7% 1/1/2016	02/06/02	10/15/02	5,976 83	6,201 90	225 07-
0	FNMA #596498 DTD 7/1/2001 05/17/02 10/25/02 6% 7/1/2016	05/17/02	10/25/02	77,179 34	77,987 31	807 97-
0	FNMA #625990 DTD 1/1/2002 05/17/02 10/25/02 5 5% 12/1/2016	05/17/02	10/25/02	35,094 97	34,727 57	367 40
0	FHLMC GOLD # E82132 DTD 02/06/02 11/15/02 12/1/2000 7% 1/1/2016	02/06/02	11/15/02	7,600 54	7,886 75	286 21-
0	FNMA #596498 DTD 7/1/2001 05/17/02 11/25/02 6% 7/1/2016	05/17/02	11/25/02	105,177 99	106,279 07	1,101 08-
0	FNMA #625990 DTD 1/1/2002 05/17/02 11/25/02 5 5% 12/1/2016	05/17/02	11/25/02	42,913 97	42,464 71	449 26

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FHLMC GOLD # E82132 DTD 12/1/2000 7% 1/1/2016	02/06/02	12/15/02	3,206 31	3,327 05	120 74-
0	FNMA #596498 DTD 7/1/2001 6% 7/1/2016	05/17/02	12/25/02	98,234 17	99,262 56	1,028 39-
0	FNMA #625990 DTD 1/1/2002 5% 12/1/2016	05/17/02	12/25/02	41,850 73	41,412 60	438 13

Disposal method is short redemption				1,160,953 76	1,169,003 49	8,049 73-

Total for disposal method redemption				1,160,953 76	1,169,003 49	8,049 73-

35,233	ABRY PARTNERS IV L P 03/30/01 01/03/02	03/30/01	01/03/02	35,233 00	35,233 00	0 00
325	A T & T WIRELESS GROUP 07/20/01 01/03/02	07/20/01	01/03/02	4,631 18	5,639 01	1,007 83-
450	ALTSTATE CORP 12/18/01 01/03/02	12/18/01	01/03/02	14,743 89	14,743 89	54 36-
300	ALCOA INC 11/26/01 01/03/02	11/26/01	01/03/02	10,866 91	11,509 86	642 95-
300	ANADARKO PETROLEUM CORP 02/06/01 01/03/02	02/06/01	01/03/02	16,039 02	18,965 37	2,926 35-
625	AFT CORP 09/26/01 01/03/02	09/26/01	01/03/02	11,566 01	11,318 75	247 26
325	BANK OF AMERICA CORP 08/24/01 01/03/02	08/24/01	01/03/02	20,633 94	20,637 50	3 56-
225	BANKNORTH GROUP INC 08/24/01 01/03/02	08/24/01	01/03/02	5,119 86	5,166 29	46 43-
400	BEAR STEARNS COS INC 07/23/01 01/03/02	07/23/01	01/03/02	23,775 64	23,291 64	484 00
275	BECTON DICKINSON & CO 04/25/01 01/03/02	04/25/01	01/03/02	9,160 11	8,724 84	435 27
75	BRISTOL MYERS SQUIBB CO 07/27/01 01/03/02	07/27/01	01/03/02	3,830 94	4,051 72	220 78-
1,075	CAREMARK RX INC 07/19/01 01/03/02	07/19/01	01/03/02	16,021 02	19,468 25	3,447 23-
1,425	CENDANT CORP 10/26/01 01/03/02	10/26/01	01/03/02	27,093 12	19,931 05	7,162 07
175	CHEVRONTXACO CORPORATION 10/12/01 01/03/02	10/12/01	01/03/02	15,578 26	16,077 14	498 88-
125	CIGNA CORP 01/10/01 01/03/02	01/10/01	01/03/02	11,417 33	15,378 15	3,963 82-
375	COMCAST CORP CLASS A 04/18/01 01/03/02	04/18/01	01/03/02	13,462 30	16,096 99	2,634 69-
200	COMPUTER ASSOC INTERNATIONAL INC 05/24/01 01/03/02	05/24/01	01/03/02	7,047 89	6,357 50	690 39
450	CONAGRA INC 12/18/01 01/03/02	12/18/01	01/03/02	10,565 75	10,792 98	227 23-
500	DARDEN RESTAURANTS INC 08/10/01 01/03/02	08/10/01	01/03/02	17,469 74	14,280 00	3,189 74
275	E I DU PONT DE NEMOURS & CO 06/01/01 01/03/02	06/01/01	01/03/02	12,165 82	12,736 57	570 75-
150	EASTMAN CHEMICAL CO 12/21/01 01/03/02	12/21/01	01/03/02	5,942 91	5,859 56	83 35
325	ENERGY CORP NEW 10/30/01 01/03/02	10/30/01	01/03/02	12,806 50	12,687 42	119 08
275	HOME DEPOT INC 01/31/01 01/03/02	01/31/01	01/03/02	13,815 79	13,037 03	778 76

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT	TAXPAYER ID	ADMINISTRATOR	INVESTOR	UNIT	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0049-02-1/4 (cont)	J HOWARD PEM FREEDOM TRUST	JAMES BELANGER	STEVE LEHMAN	UNITS						
23-6234671		FRANCIS MEHAFFEY								

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
275	INTERNATIONAL BUSINESS MACHINES CORP	11/06/01	01/03/02	33,736 49	30,195 99	3,540 50
400	JOHNSON & JOHNSON	11/26/01	01/03/02	23,279 65	24,177 40	897 75-
825	KROGER CO	09/04/01	01/03/02	16,871 57	22,676 77	5,805 20-
100	LABORATORY CORP OF AMERICAN HLDGS	11/26/01	01/03/02	7,716 88	8,154 92	438 04-
800	MASCO CORP	09/04/01	01/03/02	19,615 70	20,792 32	1,176 62-
125	MICRON TECHNOLOGY INC	05/09/01	01/03/02	4,281 18	5,172 70	891 52-
275	MONSANTO CO	04/19/01	01/03/02	8,896 97	9,526 99	630 02-
200	MORGAN ST DEAN WITTER & CO	02/02/01	01/03/02	11,299 83	17,956 80	6,656 97-
300	NATIONAL CITY CORP	01/10/01	01/03/02	8,729 87	8,509 50	220 37
200	NATIONALWIDE FINANCIAL SERV	01/10/01	01/03/02	8,103 88	8,418 48	314 60-
425	PEPSI BOTTLING GROUP INC	10/29/01	01/03/02	9,839 11	10,000 25	161 14-
25	PHARMACIA CORPORATION	02/26/01	01/03/02	1,043 73	1,227 00	183 27-
400	ALTRIA GROUP INC	10/29/01	01/03/02	18,603 72	20,078 76	1,475 04-
100	THE PMI GROUP INC	03/16/01	01/03/02	6,785 74	5,687 31	1,098 43
275	PROCTER & GAMBLE CO	10/30/01	01/03/02	21,746 67	20,331 93	1,414 74
475	SPRINT CORP	10/30/01	01/03/02	9,381 96	9,647 06	265 10-
325	TARGET CORP	01/10/01	01/03/02	13,073 02	11,184 71	1,888 31
300	TYCO INTERNATIONAL LTD	09/28/01	01/03/02	16,409 75	13,741 02	2,668 73
1,050	UNISYS INC	12/06/01	01/03/02	13,628 79	13,359 89	268 90
300	WACHOVIA CORPORATION	08/24/01	01/03/02	9,389 86	10,668 00	1,278 14-
100	WELLPOINT HEALTH NETWORKS	10/23/01	01/03/02	11,669 82	10,550 80	1,119 02
200	WEYERHAEUSER CO	11/26/01	01/03/02	10,741 84	10,690 44	51 40
400	WISCONSIN ENERGY CORP	10/05/01	01/03/02	9,095 86	9,403 48	307 62-
700	MONSANTO CO	08/23/01	01/03/02	22,209 75	24,108 00	1,898 25-
668	MONSANTO CO	08/24/01	01/03/02	21,194 45	23,413 40	2,218 95-
2,132	MONSANTO CO	08/27/01	01/03/02	67,644 57	74,428 12	6,783 55-
1,500	MONSANTO CO	05/01/01	01/03/02	47,592 33	48,101 10	508 77-
8,900	HECTON DICKINSON & CO	04/25/01	01/03/02	286,832 89	282,367 63	4,465 26
6,375	CENDANT CORP	10/26/01	01/03/02	120,204 55	89,165 21	31,039 34
1,500	CENDANT CORP	11/06/01	01/03/02	28,283 42	20,715 00	7,568 42
5,100	MASCO CORP	09/04/01	01/03/02	123,859 28	132,551 04	8,691 76-
300	EBAY INC	06/21/01	01/03/02	20,305 64	20,814 27	503 63-
200	EBAY INC	06/14/01	01/03/02	13,537 10	12,808 64	723 46
200	SEPRACOR INC	05/23/01	01/03/02	11,033 91	7,010 00	4,023 91
100	KLA-TENCOR CORPORATION	09/10/01	01/03/02	5,504 92	4,420 46	1,084 46
300	KLA-TENCOR CORPORATION	09/18/01	01/03/02	16,514 74	11,870 28	4,644 46
700	CITIGROUP INC	03/26/01	01/03/02	35,347 78	30,772 00	4,575 78

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	DATE	DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
4,200	AOL TIME WARNER	07/31/01	01/07/02	136,554 64	193,320 54	56,765 90-
500	AOL TIME WARNER	07/20/01	01/07/02	16,256 51	22,295 00	6,038 49-
300	QUALCOMM CORP	03/26/01	01/07/02	14,399 78	17,943 75	3,543 97-
700	QUALCOMM CORP	03/26/01	01/07/02	33,984 83	41,868 75	7,883 92-
600	CNF TRANSPORTATION INC	05/23/01	01/07/02	20,480 99	20,030 70	450 29
1,500	TEXAS INSTRUMENTS INC	08/01/01	01/07/02	44,527 13	55,164 30	10,637 17-
2,200	AOL TIME WARNER	03/26/01	01/04/02	67,838 61	90,002 00	22,163 39-
500	AOL TIME WARNER	11/08/01	01/04/02	15,417 87	18,232 00	2,814 13-
140	RENAISSANCE HOLDINGS LTD	03/07/01	01/08/02	12,318 41	10,108 00	2,210 41
450	A T & T WIRELESS GROUP	07/20/01	01/08/02	5,800 41	7,807 86	2,007 45-
650	ALLSTATE CORP	12/18/01	01/08/02	21,150 68	21,296 73	146 05-
375	ALCOA INC	11/26/01	01/08/02	13,927 29	14,387 33	460 04-
400	ANADARKO PETROLEUM CORP	02/06/01	01/08/02	21,479 67	25,287 16	3,807 49-
300	ANALOG DEVICES INC	01/03/02	01/08/02	14,060 78	14,231 70	170 92-
850	AFT CORP	09/26/01	01/08/02	15,724 76	15,393 50	331 26
850	BANK OF AMERICA CORP	08/24/01	01/08/02	3,107 45	3,175 00	67 55-
400	BANK OF AMERICA CORP	07/23/01	01/08/02	24,859 63	25,104 28	244 65-
325	BANKNORTH GROUP INC	08/24/01	01/08/02	7,276 64	7,462 42	185 78-
100	BEAR STEARNS COS INC	07/23/01	01/08/02	6,130 91	5,822 91	308 00
425	BEAR STEARNS COS INC	08/24/01	01/08/02	26,056 35	23,286 43	2,769 92
375	BECTON DICKINSON & CO	04/25/01	01/08/02	12,022 31	11,897 51	124 80
1,525	CAREMARK RX INC	07/19/01	01/08/02	22,254 60	27,617 75	5,363 15-
1,500	CENDANT CORP	11/06/01	01/08/02	28,184 57	20,715 00	7,469 57
225	CHEVRONTXACO CORPORATION	10/12/01	01/08/02	20,173 19	20,670 62	497 43-
175	CIGNA CORP	01/10/01	01/08/02	15,672 76	21,529 41	5,856 65-
450	CISCO SYSTEMS	01/11/01	01/08/02	9,296 86	16,200 00	6,903 14-
634 0002	CITIGROUP INC	11/26/01	01/08/02	31,877 05	31,959 95	82 90-
393	COMCAST CORP CLASS A SPECIAL	04/18/01	01/08/02	14,128 13	16,869 64	2,741 51-
132	COMCAST CORP CLASS A SPECIAL	01/10/01	01/08/02	4,745 33	5,541 11	795 78-
625	CONAGRA INC	12/18/01	01/08/02	14,524 78	14,990 25	465 47-
675	DARDEN RESTAURANTS INC	08/10/01	01/08/02	25,069 12	19,278 00	5,791 12
350	E I DU PONT DE NEMOURS & CO	06/01/01	01/08/02	15,515 26	16,210 18	694 92-
225	EASTMAN CHEMICAL CO	12/21/01	01/08/02	9,706 35	8,789 33	917 02
450	ENTERGY CORP NEW	10/30/01	01/08/02	17,617 23	17,567 19	50 04
350	HOME DEPOT INC	01/31/01	01/08/02	17,716 73	16,592 59	1,124 14

CONFIDENTIAL

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE DISPOSED BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	BASIS DISPOSED	GAIN/(LOSS)
375	INTERNATIONAL BUSINESS MACHINES CORP	11/06/01	01/08/02	41,176 35	5,300 45
575	JOHNSON & JOHNSON	11/26/01	01/08/02	33,021 75	1,733 26
1,125	KROGER CO	09/04/01	01/08/02	22,645 90	8,276 98
175	LABORATORY CORP OF AMERICAN HLDGS	11/26/01	01/08/02	13,499 29	771 82
750	MASCO CORP	09/04/01	01/08/02	18,727 21	765 59
175	MICRON TECHNOLOGY INC	05/09/01	01/08/02	6,145 90	1,095 88
375	MONSANTO CO	04/19/01	01/08/02	11,635 81	1,355 54
250	MORGAN ST DEAN WITTER & CO	02/02/01	01/08/02	14,587 28	7,858 72
450	NATIONAL CITY CORP	01/10/01	01/08/02	13,022 80	258 55
300	NATIONALWIDE FINANCIAL SERV -A	01/10/01	01/08/02	12,261 80	365 92
575	PEPSI BOTTLING GROUP INC	10/29/01	01/08/02	12,707 30	822 45
707	PIZZER INC	07/19/01	01/08/02	27,855 38	1,244 74
175	PHARMACIA CORPORATION	02/26/01	01/08/02	7,190 64	1,358 36
550	ALTRIA GROUP INC	10/29/01	01/08/02	25,838 61	1,769 68
125	THE PMI GROUP INC	03/16/01	01/08/02	8,267 37	1,158 23
350	PROCTER & GAMBLE CO	10/30/01	01/08/02	27,058 09	1,181 08
650	SPRINT CORP	10/30/01	01/08/02	12,902 30	298 94
475	TARGET CORP	01/10/01	01/08/02	19,802 45	3,455 56
250	TUX COS INC	01/03/02	01/08/02	9,999 84	179 84
425	TYCO INTERNATIONAL LTD	09/28/01	01/08/02	23,268 40	3,801 96
1,125	UNISYS INC	12/06/01	01/08/02	15,232 27	918 11
400	WACHOVIA CORPORATION	08/24/01	01/08/02	12,675 80	1,548 20
125	WELLPPOINT HEALTH NETWORKS	10/23/01	01/08/02	14,693 52	1,505 02
275	WEYERHAEUSER CO	11/26/01	01/08/02	15,003 77	304 41
575	WISCONSIN ENERGY CORP	10/05/01	01/08/02	13,161 55	355 95
2,375	BEAR STEARNS COS INC	08/24/01	01/08/02	145,200 33	15,070 28
950	BEAR STEARNS COS INC	09/07/01	01/08/02	58,080 13	10,733 27
4,200	BRISTOL MYERS SQUIBB CO	09/05/01	01/08/02	206,813 29	42,997 67
200	BRISTOL MYERS SQUIBB CO	10/17/01	01/08/02	9,848 25	1,859 75
4,500	SAFEWAY STORES INC	05/23/01	01/08/02	179,682 30	43,130 25
300	CNF TRANSPORTATION INC	05/23/01	01/08/02	10,068 50	53 15
800	MCKESSON HBOC INC	08/02/01	01/08/02	28,358 37	3,544 91
1,350	BECTON DICKINSON & CO	04/25/01	01/09/02	44,536 91	1,705 86
200	MCKESSON HBOC INC	08/02/01	01/09/02	7,222 67	753 15
200	FED NAT'L MTG ASSN	09/19/01	01/09/02	15,288 49	823 43
300	FED NAT'L MTG ASSN	09/19/01	01/09/02	22,932 73	1,235 15
200	FED NAT'L MTG ASSN	10/01/01	01/09/02	15,288 49	746 83

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,200	DELL COMPUTER	03/26/01	01/09/02	35,999	46	3,299
200	CNF TRANSPORTATION INC	05/23/01	01/09/02	6,759	90	82
300	AMR CORP	05/22/01	01/09/02	7,622	85	4,165
300	EBAY INC	06/14/01	01/09/02	20,461	70	1,248
1,760	RENAISSANCE HOLDINGS LTD	03/07/01	01/09/02	156,017	43	28,945
300	CIGNA CORP	01/10/01	01/10/02	27,699	96	9,267
1,600	CIGNA CORP	02/26/01	01/10/02	147,733	14	21,452
650	CIGNA CORP	05/08/01	01/10/02	60,016	59	1,822
2,800	CIGNA CORP	01/10/01	01/10/02	258,532	99	85,937
2,300	CIGNA CORP	04/20/01	01/10/02	212,366	39	19,684
1,700	CIGNA CORP	09/19/01	01/10/02	156,966	46	11,589
800	TEXAS INSTRUMENTS INC	08/01/01	01/10/02	21,931	43	7,489
600	MCKESSON HBOC INC	08/02/01	01/10/02	20,800	91	3,126
200	MCKESSON HBOC INC	08/03/01	01/10/02	6,933	63	1,024
100	ST PAUL COS INC	05/23/01	01/10/02	4,147	72	810
100	CNF TRANSPORTATION INC	05/23/01	01/10/02	3,327	16	11
200	AMR CORP	05/22/01	01/10/02	5,056	80	2,802
200	MCKESSON HBOC INC	08/03/01	01/10/02	6,933	63	1,024
100	ST PAUL COS INC	05/23/01	01/10/02	4,147	72	810
100	CNF TRANSPORTATION INC	05/23/01	01/10/02	3,327	16	11
200	MCKESSON HBOC INC	08/03/01	01/10/02	6,933	63	1,024
100	ST PAUL COS INC	05/23/01	01/10/02	4,147	72	810
100	CNF TRANSPORTATION INC	05/23/01	01/10/02	3,327	16	11
200	MCKESSON HBOC INC	08/03/01	01/10/02	6,933	63	1,024
200	MCKESSON HBOC INC	08/03/01	01/10/02	6,933	64	1,024
600	MCKESSON HBOC INC	08/13/01	01/10/02	20,800	90	3,030
0	UTILICORP UNTRD INC	05/22/01	01/11/02	24	92	21
1,350	BECTON DICKINSON & CO	04/25/01	01/11/02	44,831	04	1,974
2,700	BECTON DICKINSON & CO	04/25/01	01/11/02	90,437	56	4,775
100	CNF TRANSPORTATION INC	05/23/01	01/11/02	3,261	95	76
800	QUALCOMM CORP	03/26/01	01/11/02	37,198	32	10,651
100	GENETECH INC	12/18/01	01/11/02	5,364	02	181
300	GENETECH INC	10/25/01	01/11/02	16,092	05	646
100	ST PAUL COS INC	05/23/01	01/11/02	4,105	82	852
86,655	VANGUARD INSTLTUIONAL TOTAL STK MARKET	02/26/01	01/11/02	2,000,000	01	252,752
4,903	MONSANTO CO	05/01/01	01/14/02	159,778	02	2,551
500	TEXAS INSTRUMENTS INC	08/01/01	01/14/02	13,330	59	5,057
200	TEXAS INSTRUMENTS INC	08/14/01	01/14/02	5,332	24	1,760
900	GENETECH INC	12/18/01	01/14/02	47,185	03	2,722
600	CNF TRANSPORTATION INC	05/23/01	01/14/02	19,198	39	832
322	MONSANTO CO	05/01/01	01/15/02	10,497	03	171
400	MCKESSON HBOC INC	08/21/01	01/15/02	14,343	12	1,509
300	MCKESSON HBOC INC	08/21/01	01/15/02	10,757	27	1,131

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
300	MCKESSON HBOC INC	08/06/01	01/15/02	10,757 26	11,874 63	1,117 37-
300	MCKESSON HBOC INC	08/21/01	01/15/02	10,757 27	11,889 09	1,131 82-
100	MCKESSON HBOC INC	08/21/01	01/15/02	3,585 76	3,957 00	371 24-
100	MCKESSON HBOC INC	08/22/01	01/15/02	3,585 75	3,945 00	359 25-
300	QUALCOMM CORP	03/26/01	01/17/02	13,810 29	17,943 75	4,133 46-
600	QUALCOMM CORP	04/09/01	01/17/02	27,620 58	26,894 16	726 42
600	QUALCOMM CORP	10/11/01	01/17/02	27,620 59	28,896 00	1,275 41-
9,054 74	APOLLO REAL ESTATE ADVISORS III L P	03/29/01	01/18/02	51,447 38	9,054 74	42,392 64
1,790	AMERICREDIT CORP	04/17/01	01/18/02	37,482 03	72,820 07	35,338 04-
200	FED NAT'L MTG ASSN	10/01/01	01/22/02	16,507 37	16,035 32	472 05
400	FED NAT'L MTG ASSN	10/01/01	01/22/02	33,014 74	32,070 64	944 10
500	WORLDCOM INC-WORLDCOM GROUP	09/25/01	01/22/02	6,169 91	7,247 55	1,077 64-
400	WORLDCOM INC-WORLDCOM GROUP	10/29/01	01/22/02	4,935 92	5,580 52	644 60-
4,600	TYCO INTERNATIONAL LTD	09/28/01	01/23/02	47,392 61	48,093 57	700 96-
1,050	TYCO INTERNATIONAL LTD	06/18/01	01/23/02	856 32	551 32	304 70
22	DARDEN RESTAURANTS INC	08/10/01	01/23/02	15,680 65	11,509 68	4,170 97
403	DARDEN RESTAURANTS INC	08/08/01	01/23/02	315,379 28	223,035 12	92,344 16
8,100	TYCO INTERNATIONAL LTD	09/28/01	01/23/02	206,754 00	210,695 64	3,941 64-
4,600	TYCO INTERNATIONAL LTD	09/25/01	01/23/02	51,906 19	50,899 00	1,007 19
1,150	TYCO INTERNATIONAL LTD	10/29/01	01/23/02	56,168 83	64,175 98	8,007 15-
2,550	MICRON TECHNOLOGY INC	05/09/01	01/24/02	83,173 63	105,523 08	22,349 45-
175	MONSANTO CO	04/19/01	01/25/02	5,703 16	6,062 63	359 47-
1,050	MONSANTO CO	05/03/01	01/25/02	34,218 98	34,226 54	7 56-
1,250	MONSANTO CO	05/03/01	01/25/02	41,055 75	40,745 87	309 88
500	AMERICAN INTERNATIONAL GROUP INC	10/22/01	01/25/02	38,334 27	42,240 45	3,906 18-
2,035,000	HOUSEHOLD FINANCE CORP	04/18/01	01/28/02	1,952,256 90	1,938,093 30	14,163 60
200	KING PHARMACEUTICALS INC	10/11/01	01/28/02	7,675 44	8,376 30	700 86-
400	KING PHARMACEUTICALS INC	10/11/01	01/28/02	15,350 88	16,752 60	1,401 72-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

Gain/Loss period is short
 Disposal method is sale

6,000	AOL TIME WARNER	05/22/01	01/29/02	159,971 98	349,711 20	189,739 22-
1,800	AOL TIME WARNER	05/18/01	01/29/02	47,991 59	98,330 58	50,338 99-
700	TYCO INTERNATIONAL LTD	03/26/01	01/29/02	24,609 67	31,462 13	6,852 46-
400	KING PHARMACEUTICALS INC	10/11/01	01/29/02	15,012 49	16,752 60	1,740 11-
100	KING PHARMACEUTICALS INC	09/10/01	01/29/02	3,753 12	4,113 97	360 85-
200	INTERNATIONAL BUSINESS MACHINES CORP	09/20/01	01/29/02	20,834 43	19,018 60	1,815 83
800	INTERNATIONAL BUSINESS MACHINES CORP	09/20/01	01/29/02	83,337 70	76,074 40	7,263 30
800	KING PHARMACEUTICALS INC	09/10/01	01/29/02	30,024 98	32,911 76	2,886 78-
2,800	TYCO INTERNATIONAL LTD	09/20/01	01/30/02	81,639 49	118,048 00	36,408 51-
1,000	TYCO INTERNATIONAL LTD	09/25/01	01/30/02	29,156 96	44,260 00	15,103 04-
6,700	TYCO INTERNATIONAL LTD	09/26/01	01/30/02	195,351 63	292,317 65	96,966 02-
1,900	TYCO INTERNATIONAL LTD	09/28/01	01/30/02	55,398 22	87,026 46	31,628 24-
100	TORCHMARK CORP	05/23/01	01/30/02	3,692 57	3,745 67	53 10-
800	TYCO INTERNATIONAL LTD	03/26/01	01/30/02	24,108 83	35,956 72	11,847 89-
400	TYCO INTERNATIONAL LTD	03/26/01	01/30/02	12,054 41	17,978 36	5,923 95-
300	KING PHARMACEUTICALS INC	09/10/01	01/30/02	11,235 94	12,341 91	1,105 97-
200	KING PHARMACEUTICALS INC	12/18/01	01/30/02	7,490 62	8,220 68	730 06-
100	KING PHARMACEUTICALS INC	12/18/01	01/30/02	3,745 31	4,110 34	365 03-
300	KING PHARMACEUTICALS INC	12/18/01	01/30/02	11,235 94	12,341 91	1,105 97-
300	KING PHARMACEUTICALS INC	12/18/01	01/30/02	11,235 94	12,341 91	1,105 97-
500	KING PHARMACEUTICALS INC	09/17/01	01/30/02	18,726 57	20,095 40	1,368 83-
15,800	AT&T CORP	09/27/01	02/01/02	273,814 61	295,412 60	21,597 99-
6,100	AT&T CORP	11/16/01	02/01/02	105,713 23	103,858 60	1,854 63
6,300	A T & T WIRELESS GROUP	07/20/01	02/01/02	70,517 98	109,310 04	38,792 06-
700	JOHNSON & JOHNSON	12/21/01	02/01/02	40,464 99	41,209 28	744 29-
300	JOHNSON & JOHNSON	06/05/01	02/01/02	17,342 14	15,264 56	2,077 58-
1,400	SUN MICROSYSTEMS INC	11/30/01	02/01/02	14,256 40	20,188 00	5,931 60-
1,100	SUN MICROSYSTEMS INC	11/30/01	02/01/02	11,201 46	15,862 00	4,660 54-
1,200	SUN MICROSYSTEMS INC	11/30/01	02/01/02	12,062 82	17,304 00	5,241 18-
2,800	SUN MICROSYSTEMS INC	11/08/01	02/01/02	28,146 57	38,377 92	10,231 35-
700	SUN MICROSYSTEMS INC	11/08/01	02/01/02	6,997 16	9,594 48	2,597 32-
2,600	SUN MICROSYSTEMS INC	11/01/01	02/01/02	25,989 47	28,184 26	2,194 79-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 INV OFFICER STEVE LEHMAN
 ADMINISTRATOR JAMES BELANGER
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,400	SUN MICROSYSTEMS INC	11/01/01	02/01/02	14,256	15,176	919
800	SYMANTEC CORP	10/18/01	02/01/02	30,435	21,233	9,201
1,000	SUN MICROSYSTEMS INC	11/01/01	02/01/02	10,349	10,840	490
400	IDEC PHARMACEUTICALS CORP	09/17/01	01/31/02	23,105	21,884	1,220
100	IDEC PHARMACEUTICALS CORP	09/17/01	01/31/02	5,776	5,491	284
400	IDEC PHARMACEUTICALS CORP	09/21/01	01/31/02	23,105	19,599	3,505
200	KING PHARMACEUTICALS INC	09/17/01	01/31/02	7,366	8,038	671
300	KING PHARMACEUTICALS INC	09/17/01	01/31/02	11,050	12,057	1,006
400	KING PHARMACEUTICALS INC	09/18/01	01/31/02	14,733	15,499	765
100	TORCHMARK CORP	05/23/01	01/31/02	3,742	3,745	2
400	EBAY INC	06/14/01	02/04/02	22,263	25,617	3,353
400	EBAY INC	06/15/01	02/04/02	22,263	25,454	3,190
5,200	SPRINT CORP	10/26/01	02/05/02	74,284	104,312	30,028
13,100	SPRINT CORP	09/27/01	02/05/02	187,138	298,025	110,886
6,900	SPRINT CORP	10/03/01	02/05/02	98,569	160,061	61,492
11,100	SPRINT CORP	11/16/01	02/05/02	158,567	243,842	85,274
8,065	WEST COMMUNICATIONS INTL	01/23/02	02/05/02	72,100	103,551	31,451
6,835	WEST COMMUNICATIONS INTL	01/24/02	02/05/02	61,103	88,364	27,260
1,038	MONSANTO CO	05/01/01	02/05/02	33,192	33,285	93
700	TYCO INTERNATIONAL LTD	10/17/01	02/05/02	17,146	34,118	16,971
1,400	TYCO INTERNATIONAL LTD	03/26/01	02/05/02	33,176	62,924	29,747
800	SYMANTEC CORP	10/18/01	02/05/02	29,329	21,233	8,095
2,550	PHARMACIA CORPORATION	02/26/01	02/06/02	99,854	125,154	25,299
1,025	BANK OF AMERICA CORP	07/23/01	02/06/02	60,432	64,329	3,897
2,275	BANK OF AMERICA CORP	04/24/01	02/06/02	134,129	125,267	8,862
3,900	BANK OF AMERICA CORP	07/16/01	02/06/02	229,937	241,902	11,965
2,900	BANK OF AMERICA CORP	04/27/01	02/06/02	170,978	165,302	5,676
800	TYCO INTERNATIONAL LTD	03/26/01	02/06/02	20,778	35,956	15,178
600	TYCO INTERNATIONAL LTD	03/26/01	02/06/02	15,583	26,967	11,383
1,400	CITIGROUP INC	03/26/01	02/06/02	62,118	61,544	574
300	GENZYME CORP	10/17/01	02/07/02	11,883	13,962	2,078
2,493	SOLECTRON CORP	07/30/01	02/07/02	24,025	43,084	19,058
1,542	SOLECTRON CORP	08/02/01	02/07/02	14,860	28,731	13,870

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
3,465	SOLECTRON CORP	08/09/01	02/07/02	33,392 74	53,049 15	19,656 41-
2,500	SOLECTRON CORP	10/17/01	02/07/02	24,092 88	37,025 50	12,932 62-
100	MEDTRONIC INC	09/28/01	02/08/02	4,727 42	4,352 58	374 84
300	MEDTRONIC INC	09/28/01	02/08/02	14,206 76	13,057 74	1,149 02
3,050	BANK OF AMERICA CORP	04/24/01	02/12/02	186,235 99	167,940 62	18,295 37
3,250	BANK OF AMERICA CORP	04/27/01	02/12/02	198,448 19	185,252 60	13,195 59
1,450	BANK OF AMERICA CORP	05/17/01	02/12/02	88,538 42	81,651 10	6,867 32
25	ALSTARE CORP	12/18/01	02/12/02	846 73	819 11	27 62
25	AFT CORP	09/26/01	02/12/02	397 49	452 75	55 26-
75	CAREMARK RX INC	07/19/01	02/12/02	1,339 47	1,358 25	18 78-
100	CENDANT CORP	11/06/01	02/12/02	1,630 97	1,381 00	249 97
50	CITIGROUP INC	11/26/01	02/12/02	2,261 46	2,520 50	259 04-
25	E I DU PONT DE NEMOURS & CO	06/01/01	02/12/02	1,110 98	1,157 87	46 89-
25	ENERGY CORP NEW	10/30/01	02/12/02	1,026 73	975 95	50 78
25	INTERNATIONAL BUSINESS MACHINES CORP	11/06/01	02/12/02	2,673 70	2,745 09	71 39-
50	JOHNSON & JOHNSON	11/26/01	02/12/02	2,844 45	3,022 18	177 73-
50	KROGER CO	09/04/01	02/12/02	1,035 98	1,374 35	338 37-
50	MASCO CORP	09/04/01	02/12/02	1,293 98	1,299 52	5 54-
25	PEPSI BOTTLING GROUP INC	10/29/01	02/12/02	588 49	588 25	0 24
25	PIZZER INC	07/19/01	02/12/02	1,023 48	1,029 00	5 52-
25	ALTRIA GROUP INC	10/29/01	02/12/02	1,252 98	1,254 92	1 94-
25	THE PMI GROUP INC	03/16/01	02/12/02	1,771 97	1,421 83	350 14
25	PROCTER & GAMBLE CO	10/30/01	02/12/02	2,084 96	1,848 36	236 60
50	UNISYS INC	12/06/01	02/12/02	593 99	636 18	42 19-
25	WISCONSIN ENERGY CORP	10/05/01	02/12/02	585 49	587 72	2 23-
200	PITNEY BOWES INC	05/22/01	02/12/02	8,091 13	7,892 96	198 17
600	MEDTRONIC INC	09/27/01	02/12/02	28,474 43	24,842 46	3,631 97
100	PITNEY BOWES INC	05/22/01	02/11/02	4,055 04	3,946 48	108 56
500	VERITAS SOFTWARE CORP	01/28/02	02/11/02	19,157 96	23,191 65	4,033 69-
400	MEDTRONIC INC	09/27/01	02/11/02	18,923 16	16,821 40	2,101 76
1,200	MEDTRONIC INC	09/28/01	02/11/02	56,769 46	52,230 96	4,538 50
700	MEDTRONIC INC	09/27/01	02/11/02	33,115 52	28,982 87	4,132 65
900	VERITAS SOFTWARE CORP	01/28/02	02/11/02	35,063 74	41,744 97	6,681 23-
2,090,000	US TREASURY N/B DTD	09/27/01	02/13/02	2,096,367 97	2,149,107 81	52,739 84-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
40,000	US TREASURY N/B DTD 8/15/2001 5% 8/15/2011	01/28/02	02/13/02	40,121 87	39,668 75	453 12
200	PITNEY BOWES INC	05/22/01	02/13/02	7,965 58	7,892 96	72 62
62	MONSANTO CO	05/01/01	02/19/02	1,914 52	1,988 18	73 66-
3,900	MONSANTO CO	09/19/01	02/19/02	120,429 40	124,984 86	4,555 46-
100	QUALCOMM CORP	10/17/01	02/19/02	3,652 48	4,898 75	1,246 27-
2,200	QUALCOMM CORP	11/07/01	02/19/02	80,354 67	118,272 00	37,917 33-
200	HOME DEPOT INC	01/31/02	02/19/02	10,146 24	9,921 14	225 10
300	FORREST LABS INC CLASS A	01/30/02	02/19/02	23,674 50	24,491 61	817 11-
200	FORREST LABS INC CLASS A	01/31/02	02/19/02	15,783 00	16,581 56	798 56-
100	FORREST LABS INC CLASS A	01/30/02	02/19/02	7,891 50	8,163 87	272 37-
100	FORREST LABS INC CLASS A	01/30/02	02/19/02	7,921 63	8,163 87	242 24-
100	TENET HEALTH CARE	10/02/01	02/14/02	6,194 37	5,957 20	237 17
500	TENET HEALTH CARE	01/03/02	02/14/02	30,971 83	29,744 80	1,227 03
100	PITNEY BOWES INC	05/22/01	02/14/02	4,024 97	3,946 48	78 49
133,155 792	VANGUARD INSTITUTIONAL TOTAL STK MARKET	02/26/01	02/14/02	3,000,000 00	3,461,619 02	461,619 02-
49,000	US TREASURY N/B DTD 11/15/1999 5 875%	02/27/01	02/20/02	52,060 59	50,906 41	1,154 18
600,000	US TREASURY N/B DTD 11/15/1999 5 875%	12/13/01	02/20/02	637,476 56	635,835 93	1,640 63
1,700	RF MICRO DEVICES INC 11/15/2004	02/12/02	02/20/02	27,128 70	32,524 40	5,395 70-
200	FORREST LABS INC CLASS A	01/30/02	02/20/02	15,990 39	16,327 74	337 35-
100	FORREST LABS INC CLASS A	01/08/02	02/20/02	7,995 20	8,005 08	9 88-
400	ABBOTT LABORATORIES	12/21/01	02/20/02	22,923 25	22,463 72	459 53
300	ABBOTT LABORATORIES	12/21/01	02/20/02	17,192 44	16,847 79	344 65
1,300	COMPUTER ASSOC INTERNATIONAL INC	05/22/01	02/21/02	24,778 28	42,107 78	17,329 50-
8,700	COMPUTER ASSOC INTERNATIONAL INC	04/30/01	02/21/02	165,823 84	277,722 27	111,898 43-
100	GROUP INC AMERICAN INTERNATIONAL	10/22/01	02/21/02	7,081 27	8,448 09	1,366 82-
600	AMERICAN INTERNATIONAL GROUP INC	10/23/01	02/21/02	42,487 64	50,395 56	7,907 92-
200	AMERICAN INTERNATIONAL GROUP INC	12/05/01	02/21/02	14,162 55	16,412 00	2,249 45-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,100	CISCO SYSTEMS	06/05/01	02/21/02	32,946 82	44,651 04	11,704 22-
1,100	CISCO SYSTEMS	06/05/01	02/21/02	17,118 71	23,388 64	6,269 93-
1,000	RF MICRO DEVICES INC	02/12/02	02/21/02	16,241 26	19,132 00	2,890 74-
100	RF MICRO DEVICES INC	02/12/02	02/21/02	1,624 12	1,838 50	214 38-
900	RF MICRO DEVICES INC	02/11/02	02/21/02	14,617 13	16,605 00	1,987 87-
200	AMERICAN INTERNATIONAL GROUP INC	11/09/01	02/21/02	14,162 55	15,945 86	1,783 31-
600	AMERICAN INTERNATIONAL GROUP INC	11/09/01	02/21/02	42,487 64	47,837 58	5,349 94-
100	AMERICAN INTERNATIONAL GROUP INC	12/05/01	02/21/02	7,081 27	8,206 00	1,124 73-
1,100	CISCO SYSTEMS	06/05/01	02/21/02	17,090 99	23,388 64	6,297 65-
3,400	JP MORGAN CHASE & CO	07/03/01	02/22/02	94,334 97	156,481 60	62,146 63-
400	EMERSON ELECTRIC CO	10/17/01	02/22/02	22,334 02	19,828 00	2,506 02-
100	MERCK & CO INC	10/17/01	02/22/02	6,128 59	6,907 00	778 41-
200	TXU CORPORATION	10/17/01	02/22/02	9,974 89	9,264 00	710 89-
2,950	COMPUTER ASSOC INTERNATIONAL INC	04/30/01	02/22/02	44,756 72	94,170 19	49,413 47-
6,700	COMPUTER ASSOC INTERNATIONAL INC	05/24/01	02/22/02	101,650 87	212,976 25	111,325 38-
700	HARLEY DAVIDSON INTERNATIONAL INC	10/17/01	02/22/02	35,534 97	34,475 00	1,059 97-
1,891	MONSANTO CO	05/02/01	02/22/02	57,929 91	60,983 24	3,053 33-
1,134	MONSANTO CO	05/03/01	02/22/02	34,739 57	36,964 66	2,225 09-
700	CIRCUIT CITY STORES INC	02/20/02	02/22/02	11,884 77	16,827 37	4,942 60-
300	CIRCUIT CITY STORES INC	02/20/02	02/22/02	5,093 47	7,211 73	2,118 26-
400	CIRCUIT CITY STORES INC	02/20/02	02/22/02	6,791 30	9,615 64	2,824 34-
300	CIRCUIT CITY STORES INC	02/20/02	02/22/02	5,093 47	7,211 73	2,118 26-
1,100	EMC CORP	01/03/02	02/25/02	13,211 57	17,820 44	4,608 87-
1,000	EMC CORP	01/03/02	02/25/02	12,010 51	16,200 40	4,189 89-
3,925	AT&T CORP	09/26/01	02/26/02	59,739 95	71,081 75	11,341 80-
8,125	AT&T CORP	10/30/01	02/26/02	123,655 51	128,456 25	4,790 74-
300	CHECK POINT SOFTWARE TECH	11/07/01	02/26/02	9,005 86	10,366 98	1,361 12-
500	EMC CORP	01/03/02	02/26/02	6,110 65	8,100 20	1,989 55-
700	LOEWS GROUP - CAROLINA GROUP	01/31/02	02/26/02	20,538 39	19,600 00	938 39-
900	CIRCUIT CITY STORES INC	02/20/02	02/26/02	15,821 22	21,626 19	5,804 97-
1,200	CIRCUIT CITY STORES INC	02/20/02	02/26/02	21,094 96	28,834 92	7,739 96-
1,000	LOEWS GROUP - CAROLINA GROUP	01/31/02	02/26/02	29,340 55	28,000 00	1,340 55-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,700	EMC CORP	01/03/02	02/27/02	31,668 63	43,741 08	12,072 45-
400	EMC CORP	01/03/02	02/27/02	4,888 52	6,480 16	1,591 64-
300	LOEMS GROUP - CAROLINA	01/31/02	02/27/02	8,935 06	8,400 00	535 06-
400	CIRCUIT CITY STORES INC	02/20/02	02/27/02	6,989 09	9,611 64	2,622 55-
100	CIRCUIT CITY STORES INC	02/21/02	02/27/02	1,747 27	2,381 86	634 59-
300	CIRCUIT CITY STORES INC	02/21/02	02/27/02	5,241 82	7,145 58	1,903 76-
200	LOEMS GROUP - CAROLINA	01/31/02	02/27/02	5,956 71	5,600 00	356 71-
3,700	VALERO ENERGY CORP	12/14/01	02/28/02	159,406 55	128,589 06	30,817 49
200	AMR CORP	05/22/01	03/01/02	5,323 12	7,859 10	2,535 98-
900	ORACLE SYSTEMS	01/09/02	03/01/02	85,393 23	91,202 22	5,808 99-
5,400	ORACLE SYSTEMS	02/26/02	03/01/02	14,232 21	15,019 47	787 26-
500	TENET HEALTH CARE	01/03/02	03/01/02	29,044 56	29,744 80	700 24-
100	TENET HEALTH CARE	09/05/01	03/01/02	5,808 91	5,849 27	40 36-
100	FORREST LABS INC CLASS A	01/08/02	03/01/02	7,857 87	8,005 08	147 21-
400	FORREST LABS INC CLASS A	01/08/02	03/01/02	31,435 49	32,020 32	584 83-
300	FORREST LABS INC CLASS A	01/08/02	03/01/02	23,576 61	24,015 24	438 63-
200	FORREST LABS INC CLASS A	01/08/02	03/01/02	15,692 76	16,010 16	317 40-
25	SOLECTRON CORP 7 25 %	12/20/01	03/04/02	594 99	625 00	30 01-
100	ALCOA INC	12/05/01	03/04/02	3,830 94	4,034 31	203 37-
100	CITIGROUP INC	10/17/01	03/04/02	4,711 93	4,721 00	9 07-
100	COMCAST CORP CLASS A	01/23/02	03/04/02	3,423 94	3,563 25	139 31-
100	SPECIAL	01/28/02	03/04/02	1,179 98	1,707 45	527 47-
100	EMC CORP	02/26/02	03/04/02	6,230 90	6,006 00	224 90-
100	JOHNSON & JOHNSON	02/26/02	03/04/02	9,122 86	8,880 00	242 86-
100	MICROSOFT CORP	07/16/01	03/04/02	6,288 90	7,190 71	901 81-
100	THE PMI GROUP INC	02/26/02	03/04/02	7,319 89	7,056 00	263 89-
100	PROCTER & GAMBLE CO	02/26/02	03/04/02	8,657 87	8,622 00	35 87-
100	SOUTHWEST AIRLINES	02/26/02	03/04/02	2,051 97	2,116 03	64 06-
100	TUX COS INC	02/19/02	03/04/02	3,809 94	3,691 13	118 81-
400	AMR CORP	05/22/01	03/04/02	11,334 62	15,718 20	4,383 58-
500	INTEL CORP	01/03/02	03/04/02	15,681 91	17,153 80	1,471 89-
500	INTEL CORP	06/29/01	03/04/02	15,681 91	15,204 10	477 81-
300	PITNEY BOWES INC	05/22/01	03/04/02	12,851 71	11,839 44	1,012 27-
900	TENET HEALTH CARE	09/05/01	03/04/02	51,193 93	52,643 43	1,449 50-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
800	TENET HEALTH CARE	09/10/01	03/04/02	45,505 71	46,440 88	915 17-
500	WAL MART STORES INC	07/30/01	03/04/02	31,256 93	27,806 80	3,450 13
5,100	AOL TIME WARNER	05/18/01	03/05/02	137,980 46	278,603 31	140,622 85-
700	AOL TIME WARNER	08/31/01	03/05/02	18,938 49	26,313 63	7,375 14-
525	CAREMARK RX INC	07/19/01	03/05/02	8,963 66	9,507 75	544 09-
150	CAREMARK RX INC	07/27/01	03/05/02	2,561 05	2,559 00	2 05
1,163	CAREMARK RX INC	12/21/01	03/05/02	19,856 64	18,062 90	1,793 74
2,001	CAREMARK RX INC	11/27/01	03/05/02	34,164 35	29,686 84	4,477 51
1,850	AOL TIME WARNER	05/22/01	03/05/02	49,727 25	107,827 62	58,100 37-
0 088	MYKROLIS CORP	05/22/01	03/06/02	0 93	00 90	0 03
2,112	CAREMARK RX INC	12/21/01	03/06/02	36,108 31	32,802 11	3,306 20
2,299	CAREMARK RX INC	11/27/01	03/06/02	39,305 40	34,107 96	5,197 44
2,700	CAREMARK RX INC	12/21/01	03/06/02	47,933 99	41,934 51	5,999 48
4,600	CAREMARK RX INC	11/27/01	03/06/02	81,665 32	68,245 60	13,419 72
2,725	CAREMARK RX INC	12/21/01	03/07/02	47,604 75	42,322 79	5,281 96
1,025	CAREMARK RX INC	05/29/01	03/07/02	17,906 38	15,677 48	2,228 90
5,500	CAREMARK RX INC	11/27/01	03/07/02	96,082 99	81,598 00	14,484 99
800	CAREMARK RX INC	05/22/01	03/07/02	13,975 71	11,565 44	2,410 27
8,800	PROCTER & GAMBLE CO	08/02/01	03/07/02	740,053 04	628,710 72	111,342 32
500	MCDONALDS CORP	01/18/02	03/07/02	13,893 19	13,254 70	638 49
400	MCDONALDS CORP	01/22/02	03/07/02	11,114 55	10,770 60	343 95
600	MCDONALDS CORP	01/22/02	03/07/02	16,671 83	16,155 90	515 93
900	MCDONALDS CORP	01/17/02	03/07/02	25,007 74	23,820 66	1,187 08
200	CENDANT CORP	12/07/01	03/08/02	3,699 06	3,732 46	33 40-
400	CENDANT CORP	12/07/01	03/08/02	7,398 13	7,464 92	66 79-
1,300	MCDONALDS CORP	01/17/02	03/08/02	36,227 46	34,407 62	1,819 84
300	NABORS INDUSTRIES INC	11/12/01	03/08/02	11,402 58	10,152 99	1,249 59
100	CENDANT CORP	12/07/01	03/08/02	1,849 53	1,866 23	15 70-
300	CENDANT CORP	05/09/01	03/08/02	5,548 59	5,399 91	148 68
700	MICRON TECHNOLOGY INC	12/18/01	03/11/02	25,772 00	22,575 21	3,195 79
175,000	TBA FNMA 30 YR DTD 3/1/2003 6 5% 3/1/2033	02/06/02	03/11/02	175,075 20	176,148 44	1,073 24-
160,000	TBA FGLMC 7 0% DTD 3/1/2003 7% 3/1/2033	02/06/02	03/11/02	163,668 75	163,875 00	206 25-
100	TXU CORPORATION	02/26/02	03/12/02	5,185 62	5,079 00	106 62

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
750	SOLETRON CORP 7 25 %	12/20/01	03/12/02	18,333 47	18,750 00	416 53-
200	AGILENT TECHNOLOGIES INC	02/26/02	03/12/02	7,110 39	5,870 00	1,240 39
500	AGILENT TECHNOLOGIES INC	07/20/01	03/12/02	17,775 98	14,503 75	3,272 23
800	ALCOA INC	12/05/01	03/12/02	30,967 53	32,274 48	1,306 95-
800	ANADARKO PETROLEUM CORP	04/30/01	03/12/02	44,672 29	53,006 64	8,324 35-
300	ANHUSER BUSCH COS INC	02/26/02	03/12/02	15,049 21	14,943 00	106 21
400	ANHUSER BUSCH COS INC	10/17/01	03/12/02	20,065 62	16,369 32	3,696 30
1,200	AOL TIME WARNER	07/20/01	03/12/02	31,455 01	53,508 00	22,052 99-
900	CHECK POINT SOFTWARE TECH	11/07/01	03/12/02	31,718 76	31,100 94	617 82
200	CHEVRONTXACO CORPORATION	02/26/02	03/12/02	17,837 23	16,912 00	925 23
400	CITIGROUP INC	10/17/01	03/12/02	19,643 70	18,884 00	759 70
400	COMCAST CORP CLASS A	01/23/02	03/12/02	13,441 27	14,253 00	811 73-
900	EMC CORP	01/28/02	03/12/02	10,745 83	15,367 05	4,621 22-
200	EXXON MOBIL CORPORATION	10/17/01	03/12/02	8,752 31	8,430 72	321 59
500	EXXON MOBIL CORPORATION	02/26/02	03/12/02	21,880 77	20,520 00	1,360 77
200	FED HOME LOAN MTG CORP	10/17/01	03/12/02	12,948 16	13,328 00	379 84-
400	FED HOME LOAN MTG CORP	02/26/02	03/12/02	25,896 33	25,489 12	407 21
200	FIRST DATA CORP	10/17/01	03/12/02	16,917 83	13,400 00	3,517 83
200	FIRST DATA CORP	02/26/02	03/12/02	16,917 82	16,034 00	883 82
100	FIRST DATA CORP	06/26/01	03/12/02	8,458 91	6,540 99	1,917 92
200	GENERAL DYNAMICS CORP	02/26/02	03/12/02	18,067 72	17,877 12	190 60
400	HARLEY DAVIDSON INC	02/26/02	03/12/02	21,726 64	20,148 00	1,578 64
500	JOHNSON & JOHNSON	10/17/01	03/12/02	31,615 17	28,780 00	2,835 17
500	JOHNSON & JOHNSON	02/26/02	03/12/02	31,615 18	30,030 00	1,585 18
200	JOHNSON CONTROLS	02/26/02	03/12/02	18,310 05	17,760 00	550 05
300	KIMBERLY CLARK CORP	02/26/02	03/12/02	19,019 71	18,918 00	101 71
500	LEHMAN BROTHERS HLDGS	06/26/01	03/12/02	32,189 52	37,905 00	5,715 48-
300	LOCKHEED MARTIN CORP	03/04/02	03/12/02	17,133 76	17,131 71	2 05
900	MBNA CORP	08/28/01	03/12/02	34,334 30	31,855 05	2,479 25
400	MCGRAW HILL INC	02/26/02	03/12/02	26,775 47	26,673 76	101 71
200	MCGRAW HILL INC	03/12/01	03/12/02	13,387 74	11,712 00	1,675 74
1,200	MICROSOFT CORP	07/16/01	03/12/02	74,490 44	86,288 52	11,798 08-
200	OMNIGOM GROUP	03/04/02	03/12/02	18,780 41	18,977 16	196 75-
400	PEPSICO INC	02/26/02	03/12/02	19,861 14	20,340 00	478 86-
500	PEPSICO INC	10/17/01	03/12/02	24,826 43	23,905 10	921 33
400	THE BMI GROUP INC	02/26/02	03/12/02	29,524 51	28,224 00	1,303 51
100	PROCTER & GAMBLE CO	02/26/02	03/12/02	8,481 87	8,622 00	140 13-
200	SEI INVESTMENTS CO	02/26/02	03/12/02	8,443 87	8,000 00	443 87
200	SEI INVESTMENTS CO	09/05/01	03/12/02	8,443 87	7,799 86	644 01
500	SOUTHWEST AIRLINES	02/26/02	03/12/02	9,998 05	10,580 15	582 10-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,300	SOUTHWEST AIRLINES	12/05/01	03/12/02	25,994 92	25,407 20	587 72
400	SYSCO CORP	03/07/02	03/12/02	11,839 12	11,906 12	66 30-
500	TARGET CORP	02/26/02	03/12/02	22,115 11	22,525 00	409 89-
500	TENET HEALTH CARE	02/11/02	03/12/02	30,590 64	31,982 35	1,391 71-
400	TJX COS INC	02/19/02	03/12/02	15,555 76	14,764 52	791 24
300	UNITED TECHNOLOGIES CORP	03/04/02	03/12/02	22,496 66	22,734 12	237 46-
700	VERIZON COMMUNICATIONS	04/30/01	03/12/02	33,103 13	39,215 75	6,112 62-
300	WAL MART STORES INC	03/04/02	03/12/02	18,623 72	18,830 67	206 95-
500	WASHINGTON MUTUAL INC	02/11/02	03/12/02	16,974 74	16,344 00	630 74
200	WELLPOINT HEALTH NETWORKS	02/26/02	03/12/02	24,560 71	25,205 42	644 71-
100	ZIMMER HOLDINGS INC	02/26/02	03/12/02	3,442 27	3,538 00	95 73-
400	ZIMMER HOLDINGS INC	11/20/01	03/12/02	13,769 07	12,100 48	1,668 59
375	ORACLE SYSTEMS	07/27/01	03/12/02	5,359 34	7,226 25	1,866 91-
6,475	ORACLE SYSTEMS	01/09/02	03/12/02	92,538 02	110,874 01	18,335 99-
400	SEBEL SYSTEMS INC	03/12/02	03/12/02	14,514 02	14,337 88	176 14
4,500	AOL TIME WARNER	08/31/01	03/13/02	116,767 84	169,159 05	52,391 21-
1,700	AOL TIME WARNER	09/19/01	03/13/02	44,112 29	52,786 36	8,674 07-
1,400	BOEING CO	01/23/02	03/13/02	69,826 32	56,476 28	13,350 04
800	MICROSOFT CORP	07/16/01	03/13/02	49,651 09	57,525 68	7,874 59-
800	INTEL CORP	06/29/01	03/13/02	25,371 21	24,326 56	1,044 65
300	INTEL CORP	07/12/01	03/13/02	9,514 21	8,827 86	686 35
700	KLA-TENCOR CORPORATION	02/06/02	03/13/02	44,507 01	40,614 84	3,892 17
5,000	BOEING CO	01/24/02	03/14/02	239,415 40	200,098 00	39,317 40
6,800	BOEING CO	01/23/02	03/14/02	325,604 94	274,313 36	51,291 58
600	MICRON TECHNOLOGY INC	12/18/01	03/14/02	19,770 12	19,350 18	419 94
100,000	TBA FNMA 15 YR DTD 3/1/2003 6 5 & 3/1/2018	02/06/02	03/14/02	101,851 56	102,328 13	476 57-
400	ABBOTT LABORATORIES	12/21/01	03/15/02	21,281 08	22,463 72	1,182 64-
1,500	ABBOTT LABORATORIES	05/16/01	03/15/02	79,804 05	79,505 10	298 95
100	ABBOTT LABORATORIES	05/16/01	03/15/02	5,320 27	5,300 34	19 93
600	ABBOTT LABORATORIES	05/16/01	03/15/02	31,921 62	31,802 04	119 58
2,380	ABERCROMBIE & FITCH CO-CL A	04/18/01	03/19/02	70,792 51	70,396 59	395 92
900	ADVANCEPCS	04/25/01	03/19/02	27,476 13	26,291 93	1,184 20
400	ASTORIA FINANCIAL CORP	04/18/01	03/19/02	12,379 37	11,154 38	1,224 99
1,430	HEALTH MANAGEMENT CLASS A	05/01/01	03/19/02	28,138 40	26,058 46	2,079 94
1,970	ROSS STORES INC	04/19/01	03/19/02	74,360 27	42,897 14	31,463 13
1,170	ROSS STORES INC	05/01/01	03/19/02	44,163 21	26,123 06	18,040 15

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
760	ROSS STORES INC	04/18/01	03/19/02	28,687 21	16,012 36	12,674 85
2,530	TALBOT'S INC	04/30/01	03/19/02	90,294 34	106,270 12	15,975 78-
2,875	ANTHEM INC	01/10/02	03/19/02	164,143 35	143,385 16	20,758 19
4,600	ANTHEM INC	01/10/02	03/19/02	262,629 36	229,416 26	33,213 10
50	MERCK & CO INC	03/19/02	03/20/02	2,891 76	2,951 61	59 85-
2,150	LEAR CORPORATION	04/18/01	03/21/02	101,066 75	74,661 97	26,404 78
6,400	AMERICAN EXPRESS CO	11/05/01	03/21/02	255,786 85	197,343 36	58,443 49
2,120	ASTORIA FINANCIAL CORP	04/18/01	03/21/02	63,225 29	59,118 21	4,107 08
100	ALCON INC	03/20/02	03/21/02	3,378 93	3,300 00	78 93
100	ALCON INC	03/20/02	03/21/02	3,378 93	3,300 00	78 93
100	ALCON INC	03/20/02	03/21/02	3,378 93	3,300 00	78 93
600	ALCON INC	03/20/02	03/21/02	20,273 57	19,800 00	473 57
400	ALCON INC	03/20/02	03/21/02	13,575 79	13,200 00	375 79
1,600	ALCON INC	03/20/02	03/22/02	54,443 98	52,800 00	1,643 98
600	HOME DEPOT INC	01/31/02	03/22/02	29,552 13	29,763 42	211 29-
100	HOME DEPOT INC	01/31/02	03/22/02	4,925 36	4,960 57	35 21-
1,600	MICROSOFT CORP	07/16/01	03/25/02	96,053 43	115,051 36	18,997 93-
400	MICROSOFT CORP	07/12/01	03/25/02	24,013 36	28,464 76	4,451 40-
900	ALTSTATE CORP	12/18/01	03/25/02	32,894 50	29,487 78	3,406 72
500	ALCOA INC	02/15/02	03/25/02	18,519 72	18,557 10	37 38-
700	AMERICAN EXPRESS CO	11/05/01	03/25/02	28,517 57	21,584 43	6,933 14
500	ANADARKO PETROLEUM CORP	08/31/01	03/25/02	27,889 58	26,163 60	1,725 98
200	ANTHEM INC	01/10/02	03/25/02	11,343 82	9,974 62	1,369 20
600	APPLIED MATERIALS INC	05/17/01	03/25/02	31,225 39	32,008 26	782 87-
200	BANK OF AMERICA CORP	05/17/01	03/25/02	13,691 79	11,262 22	2,429 57
1,100	BANKNORTH GROUP INC	02/06/02	03/25/02	28,533 56	25,792 25	2,741 31
900	CAREMARK RX INC	05/22/01	03/25/02	17,326 26	13,011 12	4,315 14
2,100	CENDANT CORP	11/12/01	03/25/02	40,300 70	28,945 77	11,354 93
500	CENTURYTEL INC	02/15/02	03/25/02	16,735 14	15,968 25	766 89
300	CHEVRONTXACO CORPORATION	10/10/01	03/25/02	26,711 59	28,119 00	1,407 41-
1,400	CITIGROUP INC	07/16/01	03/25/02	68,684 50	70,396 48	1,711 98-
1,300	CONAGRA INC	02/06/02	03/25/02	30,744 53	31,190 12	445 59-
700	CONTINENTAL AIR LINES	02/21/02	03/25/02	18,664 30	22,419 18	3,754 88-
577	DARDEN RESTAURANTS INC	08/08/01	03/25/02	21,290 98	15,887 81	5,403 17
200	E I DU PONT DE NEMOURS & CO	06/01/01	03/25/02	9,405 85	9,062 26	343 59
200	EASTMAN CHEMICAL CO	03/15/02	03/25/02	9,551 85	9,192 74	359 11

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
300	ELECTRONIC DATA SYSTEMS CORP	03/19/02	03/25/02	18,758 71	19,730 91	972 20-
800	ENTERGY CORP NEW	10/26/01	03/25/02	34,599 48	30,526 96	4,072 52
100	FED NAT'L MTG ASSN	03/07/02	03/25/02	7,954 88	8,103 06	148 18-
600	FIRSTENERGY CORP	12/19/01	03/25/02	20,224 97	21,066 00	841 03-
300	GENERAL MOTORS CORP	02/25/02	03/25/02	17,807 73	16,026 00	1,781 73
700	HALLIBURTON CO	02/28/02	03/25/02	11,129 83	11,736 90	607 07-
300	INTERNATIONAL BUSINESS MACHINES CORP	11/05/01	03/25/02	31,214 52	33,054 03	1,839 51-
500	JOHNSON & JOHNSON	01/03/02	03/25/02	32,594 51	29,229 20	3,365 31
600	JP MORGAN CHASE & CO	07/03/01	03/25/02	21,413 67	27,614 40	6,200 73-
1,700	KROGER CO	08/02/01	03/25/02	37,909 42	45,443 55	7,534 13-
300	LEHMAN BROTHERS HLDGS	06/27/01	03/25/02	19,019 71	22,784 10	3,764 39-
500	LOCKHEED MARTIN CORP	02/07/02	03/25/02	28,049 57	26,854 20	1,195 37
600	MACK-CALI REALTY CORP	12/05/01	03/25/02	20,456 27	18,082 98	2,373 29
1,300	MASCO CORP	08/02/01	03/25/02	34,059 87	33,499 31	560 56
1,000	METLIFE INC	07/23/01	03/25/02	30,339 54	29,860 10	479 44
1,100	OLD REPUBLIC INTERNATIONAL CORP	06/11/01	03/25/02	33,275 59	32,072 59	1,203 00
800	PACTIV CORPORATION	12/13/01	03/25/02	15,145 69	14,208 00	937 69
500	PEPSI BOTTLING GROUP INC	03/14/02	03/25/02	13,094 80	12,592 85	501 95
600	ALTRIA GROUP INC	10/17/01	03/25/02	31,175 53	30,215 94	959 59
500	PINNACLE WEST CAP CORP	10/31/01	03/25/02	22,089 66	21,053 25	1,036 41
200	THE PMI GROUP INC	07/23/01	03/25/02	14,077 78	13,073 74	1,004 04
300	NBW ROCKWELL COLLINS	02/22/02	03/25/02	7,106 89	6,856 53	250 36
800	SBC COMMUNICATIONS INC	09/25/01	03/25/02	30,471 54	37,426 16	6,954 62-
500	STORAGE TECHNOLOGY CORP	03/18/02	03/25/02	10,544 84	10,753 95	209 11-
300	TALISMAN ENERGY	06/01/01	03/25/02	12,346 20	12,215 31	130 89
600	TENET HEALTH CARE	02/07/02	03/25/02	39,035 41	39,103 32	67 91-
1,300	UNISYS INC	12/06/01	03/25/02	16,045 52	16,540 81	495 29-
500	UNITED TECHNOLOGIES CORP	06/20/01	03/25/02	36,129 45	37,234 75	1,105 30-
200	VALERO ENERGY CORP	12/14/01	03/25/02	9,481 85	6,950 76	2,531 09
400	WACHOVIA CORPORATION	09/05/01	03/25/02	14,715 77	13,985 56	730 21
300	WELLPOINT HEALTH NETWORKS	10/23/01	03/25/02	18,455 72	15,826 20	2,629 52
600	WEYERHAEUSER CO	08/02/01	03/25/02	36,893 44	35,998 38	895 06
600	WISCONSIN ENERGY CORP	10/04/01	03/25/02	14,978 77	14,122 14	856 63
600	COMPASS BANCSHARES	02/14/02	03/25/02	17,993 73	17,937 66	56 07
3,750	AOL TIME WARNER	05/22/01	03/26/02	87,938 80	218,569 50	130,630 70-
2,225	AOL TIME WARNER	07/19/01	03/26/02	52,177 02	99,924 75	47,747 73-
2,225	AOL TIME WARNER	07/27/01	03/26/02	5,276 33	10,262 25	4,985 92-
2,225	AOL TIME WARNER	09/20/01	03/26/02	52,177 02	66,945 80	14,768 78-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE	DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,200	MICROSOFT CORP	03/27/01	03/26/02	70,764 14	69,676 08	1,088 06
800	MICROSOFT CORP	04/19/01	03/26/02	47,176 09	53,287 52	6,111 43-
400	MICROSOFT CORP	10/18/01	03/26/02	23,588 04	22,760 68	827 36
600	MICROSOFT CORP	06/28/01	03/27/02	35,606 65	44,116 14	8,509 49-
300	MICROSOFT CORP	11/13/01	03/27/02	17,803 32	20,100 00	2,296 68-
1,400	MICROSOFT CORP	04/19/01	03/27/02	83,082 17	93,253 16	10,170 99-
700	MICRON TECHNOLOGY INC	12/18/01	03/27/02	23,163 63	22,575 21	588 42
600	MICRON TECHNOLOGY INC	12/18/01	03/27/02	19,854 54	19,350 18	504 36
500	WELLS FARGO CO	05/22/01	03/27/02	24,811 97	23,600 10	1,211 87
1,387	ABRY PARTNERS IV L P	03/30/01	03/29/02	1,387 00	1,387 00	0 00
700	MICRON TECHNOLOGY INC	12/18/01	03/28/02	23,509 98	22,575 21	934 77
300	WELLS FARGO CO	05/22/01	03/28/02	14,808 40	14,160 06	648 34
400	MICRON TECHNOLOGY INC	12/18/01	03/28/02	13,434 27	12,900 12	534 15
25,900	CHARTERHOUSE EQUITY PARTNERS III L P	08/29/01	04/03/02	106,474 59	25,900 00	80,574 59
300	ENGELHARD CORP	05/22/01	04/02/02	9,359 59	8,480 79	878 80
1,675	MICROSOFT CORP	07/20/01	04/02/02	98,386 53	114,653 75	16,267 22-
1,125	INTEL CORP	01/24/02	04/02/02	34,266 47	37,493 15-	3,226 18-
1,200	APPLIED MATERIALS INC	01/09/02	04/02/02	65,080 52	56,724 00	8,356 52
3,400	APPLIED MATERIALS INC	05/04/01	04/02/02	184,394 80	174,828 00	9,566 80
2,700	APPLIED MATERIALS INC	05/17/01	04/02/02	146,431 17	144,037 17	2,394 00
8,500	APPLIED MATERIALS INC	08/24/01	04/02/02	460,987 01	395,204 95	65,782 06
1,968	PFIZER INC	07/19/01	04/04/02	76,828 40	81,002 88	4,174 48-
782	PFIZER INC	04/20/01	04/04/02	30,528 36	31,991 78	1,463 42-
100	ENGELHARD CORP	05/22/01	04/04/02	3,064 38	2,826 93	237 45
200	WYETH	03/28/02	04/04/02	13,141 36	13,244 96	103 60-
200	WYETH	03/28/02	04/04/02	13,141 36	13,244 96	103 60-
2,350	ROSS STORES INC	04/18/01	04/05/02	85,074 25	49,511 92	35,562 33
440	ROSS STORES INC	04/25/01	04/05/02	15,928 79	9,262 00	6,666 79
700	NOKIA CORP	03/07/02	04/08/02	13,405 85	16,830 31	3,424 46-
700	NOKIA CORP	03/07/02	04/08/02	13,405 86	16,830 31	3,424 45-
500	NOKIA CORP	01/23/02	04/08/02	9,575 61	11,071 80	1,496 19-
3,300	NOKIA CORP	01/23/02	04/08/02	63,199 03	73,073 88	9,874 85-
1,000	NOKIA CORP	02/07/02	04/08/02	19,151 22	21,982 50	2,831 28-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
175,000	TBA FNMA 30 YR DTD 4/1/2003 6 5% 4/1/2033	03/11/02	04/09/02	175,519 53	174,343 75	1,175 78
160,000	TBA FGLMC 30 YR DTD 4/1/2003 7% 4/1/2033	03/11/02	04/09/02	164,100 00	162,950 00	1,150 00
1,800	BMC SOFTWARE	01/04/02	04/09/02	29,549 88	36,391 68	6,841 80-
550	SEI INVESTMENTS CO	09/05/01	04/12/02	21,407 44	21,449 61	42 17-
1,900	SEI INVESTMENTS CO	09/18/01	04/12/02	73,952 99	64,140 77	9,812 22
300	SEI INVESTMENTS CO	10/17/01	04/12/02	11,676 79	10,463 10	1,213 69
2,500	MEDIMMUNE INC	04/30/01	04/12/02	88,660 82	95,891 50	7,230 68-
189	MEDIMMUNE INC	02/26/02	04/12/02	6,702 76	7,881 30	1,178 54-
2,900	ANADARKO PETROLEUM CORP	08/31/01	04/12/02	152,194 94	151,748 88	446 06
760	ROSS STORES INC	04/25/01	04/12/02	29,121 09	15,998 00	13,123 09
750	ROSS STORES INC	04/25/01	04/12/02	28,737 91	15,787 50	12,950 41
2,125	TALISMAN ENERGY	06/01/01	04/12/02	83,095 41	86,525 11	3,429 70-
2,575	TALISMAN ENERGY	05/30/01	04/12/02	100,692 08	103,464 02	2,771 94-
325	GENERAL ELECTRIC CO	09/17/01	04/11/02	11,891 39	11,813 52	77 87
8,257	FIRSTENERGY CORP	12/18/01	04/11/02	269,521 81	281,792 42	12,270 61-
5,443	FIRSTENERGY CORP	12/19/01	04/11/02	177,668 31	191,103 73	13,435 42-
2,350	SEI INVESTMENTS CO	09/05/01	04/11/02	91,054 58	91,648 36	593 78-
211	MEDIMMUNE INC	02/26/02	04/11/02	7,373 47	8,798 70	1,425 23-
100,000	TBA FNMA 15 YR DTD 4/1/2003 6 5% 4/1/2018	03/14/02	04/11/02	102,617 19	101,515 62	1,101 57
7,793 8	WESTBROOK REAL ESTATE FUND IV LP	05/01/01	04/11/02	9,115 19	7,793 80	1,321 39
1,000	GENETECH INC	03/18/02	04/16/02	38,262 04	53,396 90	15,134 86-
400 4733	CITIGROUP INC	02/26/02	04/17/02	19,077 57	17,424 59	1,652 98
300	WYETH	02/26/02	04/17/02	19,262 42	19,268 40	5 98-
200	WYETH	02/26/02	04/17/02	12,841 61	12,845 60	3 99-
1,000	ANADARKO PETROLEUM CORP	05/22/01	04/17/02	54,858 44	67,260 00	12,401 56-
100	ENGELHARD CORP	05/22/01	04/17/02	3,220 23	2,826 93	393 30
300	JOHNSON & JOHNSON	03/07/02	04/17/02	18,827 88	19,121 28	293 40-
100	JOHNSON & JOHNSON	02/25/02	04/17/02	6,275 96	5,989 70	286 26
3,203	HICKS MUSE TATE & FURST EQ FUND V LP	05/21/01	04/18/02	3,203 00	3,203 00	0 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
500	BMC SOFTWARE	01/04/02	04/18/02	7,791 01	10,108 80	2,317 79-
1,600	AOL TIME WARNER	02/22/02	04/18/02	33,890 34	37,136 32	3,245 98-
1,000	AOL TIME WARNER	02/28/02	04/18/02	21,181 46	24,710 00	3,528 54-
400	AOL TIME WARNER	02/22/02	04/18/02	8,472 58	9,284 08	811 50-
1,300	AOL TIME WARNER	02/22/02	04/18/02	27,427 09	30,173 26	2,746 17-
1,200	AOL TIME WARNER	02/26/02	04/18/02	25,317 31	27,841 08	2,523 77-
900	AOL TIME WARNER	02/26/02	04/18/02	18,987 99	20,880 81	1,892 82-
300	BMC SOFTWARE	01/04/02	04/18/02	4,660 71	6,065 28	1,404 57-
700	BMC SOFTWARE	01/04/02	04/18/02	10,875 01	14,005 18	3,130 17-
300	BMC SOFTWARE	03/28/02	04/18/02	4,660 72	5,821 17	1,160 45-
300	BMC SOFTWARE	03/28/02	04/18/02	4,632 55	5,821 17	1,188 62-
32	CONEXANT SYSTEMS INC	11/01/01	04/19/02	376 95	359 68	17 27
300	COLGATE PALMOLIVE CO	10/17/01	04/19/02	16,289 54	17,088 00	798 46-
400	COLGATE PALMOLIVE CO	02/26/02	04/19/02	21,719 38	22,580 00	860 62-
2,450	METRIS COMPANIES INC	01/15/02	04/19/02	30,592 22	57,495 62	26,903 40-
800	BMC SOFTWARE	01/04/02	04/19/02	12,246 75	16,174 08	3,927 33-
600	BMC SOFTWARE	01/04/02	04/19/02	9,185 06	12,004 44	2,819 38-
600	BMC SOFTWARE	03/28/02	04/19/02	9,203 66	11,642 34	2,438 68-
100	BMC SOFTWARE	03/28/02	04/19/02	1,533 94	1,917 50	383 56-
600	BMC SOFTWARE	04/04/02	04/19/02	9,203 66	10,930 68	1,727 02-
400	BMC SOFTWARE	04/04/02	04/19/02	6,135 77	7,287 12	1,151 35-
750	ROSS STORES INC	04/25/01	04/23/02	29,997 90	15,787 50	14,210 40
750	ROSS STORES INC	04/25/01	04/23/02	29,997 90	15,787 50	14,210 39
800	COSTCO WHOLESAL CORP	01/31/02	04/23/02	32,450 46	36,526 40	4,075 94-
1,800	COSTCO WHOLESAL CORP	01/30/02	04/23/02	73,013 54	81,435 96	8,422 42-
400	COSTCO WHOLESAL CORP	02/01/02	04/23/02	16,225 23	18,115 24	1,890 01-
2,875	LOCKHEED MARTIN CORP	02/07/02	04/24/02	177,854 21	155,952 07	21,902 14
4,600	LOCKHEED MARTIN CORP	02/07/02	04/24/02	284,566 74	247,058 64	37,508 10
3,300	OUTBACK STEAKHOUSE INC	03/19/02	04/22/02	118,462 79	113,936 46	4,526 33
200	ENGELHARD CORP	05/22/01	04/22/02	6,186 15	5,653 86	532 29
1,775	JP MORGAN CHASE & CO	07/23/01	04/22/02	64,950 27	77,130 32	12,180 05-
150	JP MORGAN CHASE & CO	07/27/01	04/22/02	5,488 75	6,631 50	1,142 75-
4,800	JP MORGAN CHASE & CO	07/03/01	04/22/02	175,640 14	220,915 20	45,275 06-
5,400	JP MORGAN CHASE & CO	12/18/01	04/22/02	197,595 16	199,930 68	2,335 52-
700	EBAY INC	06/15/01	04/25/02	35,658 39	44,544 85	8,886 46-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE	ACQUIRED	DISPOSED	PROCEEDS	BASIS	DISPOSED	GAIN/(LOSS)
-------	----------	------	----------	----------	----------	-------	----------	-------------

Gain/loss period is short
 Disposal method is sale

600	EBAY INC	06/15/01	04/26/02	30,212	33	38,181	30	7,968
400	EBAY INC	03/26/02	04/26/02	20,141	55	23,234	12	3,092
100	TOMMY HILFINGER CORP	05/22/01	04/26/02	1,599	92	1,449	64	150
925	ANTHEM INC	01/10/02	04/29/02	62,371	23	46,132	62	16,238
1,500	ANTHEM INC	01/10/02	04/29/02	101,142	54	74,809	65	26,332
1,900	PAYCHEX INC	03/08/02	04/29/02	69,184	32	78,306	60	9,122
400	NABORS INDUSTRIES INC	11/12/01	04/30/02	18,397	12	13,537	32	4,859
300	NABORS INDUSTRIES INC	11/12/01	04/30/02	13,797	84	10,152	99	3,644
700	AMERICAN EXPRESS CO	10/29/01	05/02/02	29,364	95	21,142	59	8,222
2,800	AMERICAN EXPRESS CO	11/05/01	05/02/02	117,459	81	86,337	72	31,122
3,100	AMERICAN EXPRESS CO	10/15/01	05/02/02	130,044	80	92,429	91	37,614
2,570	ANTHEM INC	01/10/02	05/02/02	182,784	19	128,173	87	54,610
4,200	ANTHEM INC	01/10/02	05/02/02	298,713	47	209,467	02	89,246
1,400	INTEL CORP	03/28/02	05/02/02	39,646	80	43,341	90	3,695
200	INTEL CORP	07/12/01	05/02/02	5,663	83	5,885	24	221
100	TOMMY HILFINGER CORP	05/22/01	05/02/02	1,575	15	1,449	64	125
725	NADARKO PETROLEUM CORP	09/04/01	05/03/02	38,789	30	38,451	10	338
2,775	TUX COS INC	01/24/02	05/03/02	122,389	07	112,146	08	10,242
64,453	OCM PRINCIPAL OPPORTUNITIES FD II LP	08/10/01	05/06/02	64,453	48	64,453	48	0
100	ENGELHARD CORP	05/22/01	05/07/02	3,108	63	2,826	93	281
100	TOMMY HILFINGER CORP	05/22/01	05/07/02	1,509	44	1,449	64	59
200	MASCO CORP	08/02/01	05/09/02	5,407	83	5,153	74	254
400	DUKE ENERGY CORP	02/26/02	05/09/02	14,579	04	13,624	00	955
300	ENGELHARD CORP	05/22/01	05/09/02	9,554	53	8,480	79	1,073
100	TOMMY HILFINGER CORP	05/22/01	05/09/02	1,490	63	1,449	64	40
100,000	TBA FNMA 30 YR DTD	04/11/02	05/09/02	102,750	00	102,234	38	515
160,000	TBA FGLMC 30 YR DTD	04/09/02	05/09/02	164,862	50	163,375	00	1,487
175,000	TBA FNMA 30 YR DTD	04/09/02	05/09/02	177,105	47	174,781	25	2,324
300	NABORS INDUSTRIES INC	11/12/01	05/08/02	13,884	09	10,152	99	3,731

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
200	TOMMY HILFGER CORP	05/22/01	05/08/02	3,049 44	2,899 28	150 16
300	ENGELHARD CORP	05/22/01	05/08/02	9,324 28	8,480 79	843 49
100	ANHEUSER BUSCH COS INC	02/25/02	05/08/02	5,191 64	5,023 38	168 26
400	ANHEUSER BUSCH COS INC	02/25/02	05/08/02	20,766 58	20,093 52	673 06
100	ANHEUSER BUSCH COS INC	02/26/02	05/08/02	5,191 64	4,996 27	195 37
3,010	SOUTHWEST AIRLINES	12/05/01	05/10/02	50,275 41	58,827 44	8,552 03-
1,800	E I DU PONT DE NEMOURS & CO	06/01/01	05/10/02	81,475 43	83,366 64	1,891 21-
2,300	E I DU PONT DE NEMOURS & CO	06/01/01	05/10/02	104,107 50	104,215 99	108 49-
100	NIKE INC CL B	01/30/02	05/10/02	5,419 85	5,946 00	526 15-
1,100	NIKE INC CL B	01/22/02	05/10/02	58,523 40	63,897 68	5,374 28-
100	NIKE INC CL B	01/30/02	05/10/02	5,320 31	5,946 00	625 69-
100	NIKE INC CL B	01/22/02	05/10/02	5,320 31	5,808 88	488 57-
2,990	SOUTHWEST AIRLINES	12/05/01	05/13/02	51,561 89	58,436 56	6,874 67-
100	ENGELHARD CORP	05/22/01	05/13/02	3,178 78	2,826 93	351 85
9,458 28	CHARTERHOUSE EQUITY PARTNERS III L P	07/10/01	05/14/02	16,428 03	9,458 28	6,969 75
5,218 08	CHARTERHOUSE EQUITY PARTNERS III L P	08/13/01	05/14/02	9,063 25	5,218 08	3,845 17
5,100	FACTIV CORPORATION	12/13/01	05/14/02	116,990 46	90,576 00	26,414 46
2,100	WEYERHAEUSER CO	08/02/01	05/14/02	140,176 01	125,994 33	14,181 68
400	ANHEUSER BUSCH COS INC	02/26/02	05/14/02	19,616 57	19,985 08	368 51-
300	ANHEUSER BUSCH COS INC	02/01/02	05/14/02	14,712 42	14,348 10	364 32
100	ANADARKO PETROLEUM CORP	05/22/01	05/14/02	5,438 17	6,726 00	1,287 83-
4,154	CAREMARK RX INC	05/29/01	05/15/02	82,469 36	63,535 84	18,933 52
1,000	WEYTH	01/17/02	05/15/02	30,097 15	22,113 29	7,983 86
200	WEYTH	02/26/02	05/15/02	57,509 57	63,211 50	5,701 93-
600	WEYTH	01/17/02	05/15/02	11,501 91	12,845 60	1,343 69-
100	WEYTH	01/17/02	05/15/02	34,505 74	37,926 90	3,421 16-
300	ANADARKO PETROLEUM CORP	05/22/01	05/15/02	5,761 32	6,321 15	559 83-
300	ANADARKO PETROLEUM CORP	05/22/01	05/15/02	16,000 46	20,178 00	4,177 54-
300	ANADARKO PETROLEUM CORP	05/22/01	05/16/02	15,964 64	20,178 00	4,213 36-
300	ALCOA INC	02/15/02	05/21/02	10,617 61	11,134 26	516 65-
600	ALSTATE CORP	12/18/01	05/21/02	22,683 33	19,658 52	3,024 81
200	AMERICAN EXPRESS CO	10/15/01	05/21/02	8,615 74	5,963 22	2,652 52

CONFIDENTIAL

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
100	AMERICAN INTERNATIONAL GROUP INC	04/26/02	05/21/02	6,765 79	6,929 21	163 42-
300	ANADARKO PETROLEUM CORP	08/31/01	05/21/02	15,951 27	15,698 16	253 11
400	BANK OF AMERICA CORP	05/02/02	05/21/02	30,439 08	29,134 12	1,304 96
800	BANKNORTH GROUP INC	02/06/02	05/21/02	21,465 19	18,758 00	2,707 19
500	CAREMARK RX INC	05/22/01	05/21/02	9,580 81	7,228 40	2,352 41
1,400	CENDANT CORP	11/12/01	05/21/02	25,409 23	19,297 18	6,112 05
500	CENTURYTEL INC	02/15/02	05/21/02	14,997 20	15,968 25	971 05-
400	CHARTER ONE FINL INC	04/05/02	05/21/02	14,016 66	13,115 60	901 06
200	CHEVRONTXACO CORPORATION	10/10/01	05/21/02	17,890 80	18,746 00	855 20-
900	CITIGROUP INC	07/16/01	05/21/02	41,258 62	45,254 88	3,996 26-
400	COMPASS BANCSHARES	04/03/02	05/21/02	13,828 54	12,268 92	1,559 62
800	CONAGRA INC	02/06/02	05/21/02	19,639 41	19,193 92	445 49
500	CONTINENTAL AIR LINES	02/21/02	05/21/02	11,504 65	16,013 70	4,509 05-
200	E I DU PONT DE NEMOURS & CO	06/01/01	05/21/02	9,283 72	9,062 26	221 46
200	EASTMAN CHEMICAL CO	03/15/02	05/21/02	9,348 00	9,192 74	155 26
300	ELECTRONIC DATA SYSTEMS CORP	03/19/02	05/21/02	16,285 97	19,730 91	3,444 94-
500	ENTERGY CORP NEW	10/26/01	05/21/02	22,644 32	19,079 35	3,564 97
200	FED NAT'L MTG ASSN	04/05/02	05/21/02	15,715 52	16,642 00	926 48-
700	GENERAL ELECTRIC CO	05/14/02	05/21/02	22,780 95	21,787 08	993 87
200	GENERAL MOTORS CORP	02/25/02	05/21/02	13,237 96	10,684 00	2,553 96
400	HALLIBURTON CO	02/28/02	05/21/02	6,927 79	6,706 80	220 99
100	INTERNATIONAL BUSINESS MACHINES CORP	11/05/01	05/21/02	8,419 13	11,018 01	2,598 88-
400	J C PENNEY CO INC	05/14/02	05/21/02	9,815 70	9,959 52	143 82-
200	JOHNSON & JOHNSON	01/03/02	05/21/02	12,153 63	11,691 68	461 95
1,200	KROGER CO	08/02/01	05/21/02	26,567 20	32,077 80	5,510 60-
400	LEHMAN BROTHERS HLDGS	06/27/01	05/21/02	26,495 20	30,378 80	3,883 60-
300	MACK-CALI REALTY CORP	12/05/01	05/21/02	9,863 70	9,041 49	822 21
900	MASCO CORP	08/02/01	05/21/02	24,029 27	23,191 83	837 44
600	METLIFE INC	07/23/01	05/21/02	18,738 81	17,916 06	822 75
300	NEW ROCKWELL COLLINS	02/22/02	05/21/02	7,564 87	6,856 53	708 34
700	OLD REPUBLIC INTERNATIONAL CORP	06/11/01	05/21/02	22,849 55	20,409 83	2,439 72
150	PACTIV CORPORATION	12/13/01	05/21/02	3,436 20	2,664 00	772 20
150	PACTIV CORPORATION	12/12/01	05/21/02	3,436 20	2,659 53	776 67
500	PEPSI BOTTLING GROUP INC	03/14/02	05/21/02	16,319 51	12,592 85	3,726 66
400	ALTRIA GROUP INC	10/17/01	05/21/02	21,868 98	20,143 96	1,725 02
500	PINNACLE WEST CAP CORP	10/31/01	05/21/02	20,524 38	21,053 25	528 87-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY DATE ACQUIRED DATE DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
400	PLUM CREEK TIMBER CO INC	05/14/02	05/21/02	12,283 63	12,235 32	48 31
500	SANMINA CORP	04/26/02	05/21/02	6,210 81	5,622 85	587 96
800	SBC COMMUNICATIONS INC	09/25/01	05/21/02	27,871 16	37,426 16	9,555 00
600	STORAGE TECHNOLOGY CORP	04/03/02	05/21/02	10,216 67	13,457 10	3,240 43
200	TALISMAN ENERGY	05/30/01	05/21/02	8,896 26	8,036 04	860 22
400	TENET HEALTH CARE	02/07/02	05/21/02	28,587 14	26,068 88	2,518 26
100	THE PMI GROUP INC	07/23/01	05/21/02	8,530 74	6,536 87	1,993 87
800	UNISYS INC	12/06/01	05/21/02	9,889 62	10,178 96	289 34
400	UNITED TECHNOLOGIES CORP	06/20/01	05/21/02	27,659 16	29,787 80	2,128 64
100	VALERO ENERGY CORP	12/14/01	05/21/02	4,157 87	3,475 38	682 49
100	VIACOM INC CLASS B	04/23/02	05/21/02	4,948 85	5,073 71	124 86
500	WACHOVIA CORPORATION	04/03/02	05/21/02	19,521 21	18,303 25	1,217 96
200	WELLPOINT HEALTH NETWORKS	04/04/02	05/21/02	13,564 93	12,996 34	568 59
300	WEYERHAEUSER CO	08/02/01	05/21/02	19,602 10	17,999 19	1,602 91
500	WISCONSIN ENERGY CORP	10/04/01	05/21/02	12,736 41	11,768 45	967 96
100	ANADARKO PETROLEUM CORP	05/22/01	05/21/02	5,324 83	6,726 00	1,401 17
380	ACTION PERFORMANCE	03/28/02	05/22/02	14,936 13	18,835 46	3,899 33
358	AFTERMARKET TECHNOLOGY CORP	04/19/02	05/22/02	8,577 42	8,291 21	286 21
42	AFTERMARKET TECHNOLOGY CORP	04/18/02	05/22/02	1,006 29	955 92	50 37
609	AMERICAN AXLE & MANUFACTURING HLDGS	04/22/02	05/22/02	20,309 17	20,321 30	12 13
81	AMERICAN AXLE & MANUFACTURING HLDGS	04/23/02	05/22/02	2,701 22	2,693 58	7 64
690	AMERICAN EAGLE OUTFITTERS MANUFACTURING HLDGS	04/23/02	05/22/02	15,955 90	18,510 63	2,554 73
480	AMERICAN EAGLE OUTFITTERS	04/17/02	05/22/02	11,099 76	11,852 54	752 78
2,000	AMERUS GROUP CO	03/19/02	05/22/02	73,170 19	77,128 80	3,958 61
3,500	BALL CORP	03/19/02	05/22/02	154,855 63	158,963 70	4,108 07
3,372	BOYD GAMING CORP	05/03/02	05/22/02	48,998 06	55,132 88	6,134 82
2,415	BOYD GAMING CORP	05/06/02	05/22/02	35,092 03	38,887 30	3,795 27
1,143	BOYD GAMING CORP	05/07/02	05/22/02	16,608 77	18,067 17	1,458 40
1,000	BROOKS-PRI AUTOMATION INC	03/19/02	05/22/02	33,263 70	50,893 60	17,629 90
740	CBRT GROUP INC	04/22/02	05/22/02	21,103 87	22,267 19	1,163 32
20	CBRT GROUP INC	04/23/02	05/22/02	570 37	601 03	30 66
3,100	COVANCE INC	03/19/02	05/22/02	57,832 78	61,797 88	3,965 10
190	CROWN HOLDINGS INC	03/21/02	05/22/02	1,642 00	1,672 00	29 69
550	CROWN HOLDINGS INC	03/21/02	05/22/02	4,754 06	4,799 69	45 63
760	CROWN HOLDINGS INC	03/22/02	05/22/02	6,569 24	6,690 43	121 19
2,640	CROWN HOLDINGS INC	03/04/02	05/22/02	22,819 46	18,224 71	4,594 75
1,700	CYMER INC	03/19/02	05/22/02	78,343 67	83,104 50	4,760 83

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
5,000	DAVITA INC	03/19/02	05/22/02	107,371 25	126,550 00	19,178 75-
290	DORAL FINANCIAL CORP	03/26/02	05/22/02	10,443 48	9,906 40	57 08-
830	DSP GROUP INC	04/16/02	05/22/02	16,790 39	18,734 01	1,943 62-
340	DUPONT PHOTOMASKS INC	04/16/02	05/22/02	12,171 63	16,716 44	4,544 81-
3,210	ESS TECHNOLOGY	01/09/02	05/22/02	51,973 14	78,229 63	26,256 49-
2,320	ESS TECHNOLOGY	01/03/02	05/22/02	37,563 15	52,805 52	15,242 37-
270	FOREST OIL CORP	04/23/02	05/22/02	8,404 84	8,473 44	68 60-
510	GENESSEE & WYOMING INC -	04/12/02	05/22/02	11,284 63	13,012 14	1,727 51-
2,230	GEORGIA GULF	05/02/02	05/22/02	50,667 20	50,941 45	274 25-
720	GEORGIA GULF	05/03/02	05/22/02	16,358 91	16,361 93	3 02-
9,500	IDEXX LABS INC	03/19/02	05/22/02	283,166 50	268,195 45	14,971 05-
3,200	ITRON INC	03/19/02	05/22/02	91,965 22	97,740 48	5,775 26-
1,380	JACOBS ENGINEERING GROUP	11/02/01	05/22/02	54,403 48	47,136 59	7,266 89-
950	KEY ENERGY GROUP INC	04/23/02	05/22/02	10,924 67	11,276 69	352 02-
360	KEY ENERGY GROUP INC	03/19/02	05/22/02	4,139 87	4,078 80	61 07-
1,100	KV PHARMACEUTICAL CO-CL A	12/21/01	05/22/02	34,494 96	29,695 16	4,799 80-
217	KV PHARMACEUTICAL CO-CL A	12/24/01	05/22/02	6,804 91	5,869 85	935 06-
213	KV PHARMACEUTICAL CO-CL A	12/17/01	05/22/02	6,679 48	5,681 97	997 51-
761	MERISTAR HOSPITALITY CORP	03/26/02	05/22/02	11,481 92	13,669 00	2,187 08-
359	MERISTAR HOSPITALITY CORP	03/25/02	05/22/02	5,416 57	6,415 40	998 83-
2,700	METTLER-TOLEDO INTERNATIONAL	03/19/02	05/22/02	112,452 69	120,602 79	8,150 10-
570	PAPA JOHN'S INTL INC	04/24/02	05/22/02	18,663 40	17,678 95	984 45-
12,000	PHOENIX COMPANIES INC	03/19/02	05/22/02	215,503 89	228,297 60	12,793 71-
1,400	PIER 1 INC	04/12/02	05/22/02	29,125 14	32,221 70	3,096 56-
200	POLARIS INDUSTRIES INC	04/12/02	05/22/02	14,240 13	14,342 00	101 87-
340	POLARIS INDUSTRIES INC	02/28/02	05/22/02	24,208 22	19,281 40	4,926 82-
166	RARE HOSPITALITY INTL INC	04/25/02	05/22/02	4,468 35	4,836 49	368 14-
960	RARE HOSPITALITY INTL INC	05/02/02	05/22/02	25,841 08	27,898 56	2,057 48-
1,000	RARE HOSPITALITY INTL INC	04/24/02	05/22/02	4,145 34	4,377 43	232 09-
1,000	RENAL CARE GROUP INC	03/19/02	05/22/02	31,199 76	32,910 00	1,710 24-
180	RENT-A-CENTER INC	03/25/02	05/22/02	11,109 26	9,128 83	1,980 43-
2,000	SILICON STORAGE TECHNOLOGY	03/19/02	05/22/02	21,509 55	22,411 80	902 25-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,160	SILICON STORAGE	03/01/02	05/22/02	23,230 31	20,975 11	2,255 20
700	STERICYCLE INC	03/19/02	05/22/02	49,009 30	44,736 58	4,272 72
700	TEXAS REGIONAL	03/19/02	05/22/02	34,992 64	29,493 80	5,498 84
590	TOO INC	04/23/02	05/22/02	18,878 96	17,587 90	1,291 06
1,700	YORK INTERNATIONAL	03/19/02	05/22/02	62,754 11	60,928 00	1,826 11
460	SILGAN HOLDINGS INC	03/21/02	05/22/02	17,131 63	15,146 05	1,985 58
410	SILGAN HOLDINGS INC	03/19/02	05/22/02	15,269 50	13,424 26	1,845 24
2,000	SICOR INC	03/19/02	05/22/02	34,258 97	30,754 00	3,504 97
200	ANADARKO PETROLEUM CORP	05/22/01	05/22/02	10,529 58	13,452 00	2,922 42-
3,500	METLIFE INC	07/23/01	05/23/02	108,568 46	104,510 35	4,058 11
1,219	OLD REPUBLIC	06/11/01	05/23/02	40,376 33	35,542 26	4,834 07
1,581	INTERNATIONAL CORP	06/08/01	05/23/02	52,366 67	45,877 46	6,489 21
2,300	ALLSTATE CORP	12/18/01	05/23/02	89,467 29	75,357 66	14,109 63
29	ALCATEL ALSTHOM ADR	11/13/01	05/23/02	346 22	428 62	82 40-
29	ALCATEL ALSTHOM ADR	12/27/01	05/23/02	346 23	428 62	82 39-
29	ALCATEL ALSTHOM ADR	01/31/02	05/23/02	346 22	428 62	82 40-
200	HOME DEPOT INC	01/31/02	05/23/02	8,569 64	9,921 14	1,351 50-
400	HOME DEPOT INC	04/29/02	05/23/02	17,139 28	19,232 32	2,093 04-
100	GENETECH INC	10/25/01	05/17/02	3,728 78	5,148 58	1,419 80-
200	GENETECH INC	03/18/02	05/17/02	7,457 55	10,679 38	3,221 83-
200	GENETECH INC	03/27/02	05/17/02	7,457 55	10,255 20	2,797 65-
100	ANADARKO PETROLEUM CORP	05/22/01	05/17/02	5,275 18	6,726 00	1,450 82-
1,800,000	US TREASURY N/B DTD	05/16/02	05/17/02	1,749,796 88	1,753,312 50	3,515 62-
200,000	US TREASURY N/B DTD	05/14/02	05/17/02	194,421 87	193,687 50	734 37
16,356	WESTBROOK REAL ESTATE	01/10/02	05/17/02	9,549 26	16,356 00	6,805 74-
15,447	WESTBROOK REAL ESTATE	04/04/02	05/17/02	9,018 55	15,447 00	6,428 45-
5,484	CAREMARK RX INC	11/26/01	05/28/02	106,559 67	79,992 91	26,566 76
10,200	EMC CORP	01/28/02	05/28/02	76,454 84	174,159 90	97,705 06-
600	EMC CORP	02/26/02	05/28/02	4,497 34	7,374 00	2,876 66-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
3,900	CHECK POINT SOFTWARE TECH	11/07/01	05/28/02	68,910 91	134,770 74	65,859 83-
3,900	AGILENT TECHNOLOGIES INC	07/20/01	05/28/02	105,633 38	113,129 25	7,495 87-
2,700	ANADARKO PETROLEUM CORP	08/31/01	05/29/02	136,502 74	141,283 44	4,780 70-
1,000	TENET HEALTH CARE	02/11/02	05/29/02	72,937 80	63,964 70	8,973 10
1,025	ANADARKO PETROLEUM CORP	09/04/01	05/30/02	52,102 97	54,361 90	2,258 93-
2,900	KROGER CO	08/02/01	05/30/02	64,067 75	77,521 35	13,453 60-
400	GENETECH INC	03/27/02	05/30/02	14,140 29	20,510 40	6,370 11-
400	GENETECH INC	10/25/01	05/30/02	14,140 29	20,177 00	6,036 71-
1,600	BROCADE COMMUNICATIONS SYS	12/05/01	05/30/02	29,557 35	58,920 16	29,362 81-
1,100	BROCADE COMMUNICATIONS SYS	02/13/02	05/30/02	20,320 67	38,643 77	18,323 10-
4,000	UNITED TECHNOLOGIES CORP	06/20/01	06/03/02	266,295 16	297,878 00	31,582 84-
1,200	TRAVELERS PROPERTY CASUALTY CL A	03/21/02	06/04/02	20,162 51	22,200 00	2,037 49-
3,325	BRINKER INTL INC	02/11/02	06/05/02	110,919 31	104,438 25	6,481 06
7,400	AMERICAN EXPRESS CO	10/15/01	06/07/02	288,619 41	220,639 14	67,980 27
1,400	TENET HEALTH CARE	02/07/02	06/07/02	104,318 12	91,241 08	13,077 04
1,400	JP MORGAN CHASE & CO	03/06/02	06/07/02	47,033 82	47,145 42	111 60-
1,000	JP MORGAN CHASE & CO	03/06/02	06/07/02	33,595 58	33,665 30	69 72-
600	JP MORGAN CHASE & CO	03/11/02	06/07/02	20,157 35	21,845 10	1,687 75-
200	JP MORGAN CHASE & CO	03/12/02	06/07/02	6,719 12	7,187 62	468 50-
700	IDEC PHARMACEUTICALS CORP	02/11/02	06/06/02	25,745 43	39,636 59	13,891 16-
800	IDEC PHARMACEUTICALS CORP	02/08/02	06/06/02	29,423 35	43,698 48	14,275 13-
1,200	TRAVELERS PROPERTY CASUALTY CL A	03/21/02	06/06/02	20,489 50	22,200 00	1,710 50-
175,000	TBA FNMA 30 YR DTD 6/1/2003 6 5% 6/1/2033	05/09/02	06/11/02	177,789 06	176,394 53	1,394 53
160,000	TBA FGLMC 30 YR DTD 6/1/2003 7% 6/1/2033	05/09/02	06/11/02	165,381 25	164,275 00	1,106 25

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
10,882 33	DLJ MERCHANT BANKING III LP	12/14/01	06/19/02	10,882 33	10,882 33	0 00
6,642 7	DLJ MERCHANT BANKING III LP	10/26/01	06/19/02	6,642 70	6,642 70	0 00
2,559 14	CHARTERHOUSE EQUITY PARTNERS III LP	08/13/01	06/13/02	2,559 14	2,559 14	0 00
1,875	HCA - THE HEALTHCARE COMPANY	04/05/02	06/13/02	93,880 47	83,785 69	10,094 78
2,300	FED NAT'L MTG ASSN	04/04/02	06/13/02	175,346 26	190,148 82	14,802 56-
1,200	FED NAT'L MTG ASSN	04/05/02	06/13/02	91,485 00	99,852 00	8,367 00-
200	FED NAT'L MTG ASSN	03/07/02	06/13/02	15,247 50	16,206 12	958 62-
5,100	KROGER CO	08/02/01	06/12/02	100,648 00	136,330 65	35,682 65-
100,000	TBA FNMA 15 YR DTD 6/1/2003 6 5/6/1/2018	05/09/02	06/12/02	103,398 44	102,375 00	1,023 44
1,300	MACHINES CORP INTERNATIONAL BUSINESS	11/05/01	06/12/02	95,792 68	143,234 13	47,441 45-
1,000	VIACOM INC CL A	06/04/02	06/17/02	46,533 79	49,902 00	3,368 21-
300	VIACOM INC CL A	06/05/02	06/17/02	13,960 14	14,923 98	963 84-
184	MASCO CORP	08/02/01	06/17/02	4,861 72	4,741 44	120 28
3,116	MASCO CORP	08/02/01	06/17/02	82,332 21	80,149 75	2,182 46
800	HEALTH NET INC	04/29/02	06/20/02	22,645 56	23,218 80	573 24-
200	HEALTH NET INC	04/29/02	06/20/02	5,661 39	5,804 70	143 31-
1,200	HEALTH NET INC	06/11/02	06/20/02	33,968 33	35,066 52	1,098 19-
300	HEALTH NET INC	04/26/02	06/20/02	8,492 08	8,649 42	157 34-
700	TRAVELERS PROPERTY CASUALTY CL A	03/21/02	06/20/02	11,712 25	12,950 00	1,237 75-
2,300	TRAVELERS PROPERTY CASUALTY CL A	03/21/02	06/20/02	38,483 12	42,550 00	4,066 88-
200	KLA-TENCOR CORPORATION	02/06/02	06/20/02	9,081 60	11,604 24	2,522 64-
400	KLA-TENCOR CORPORATION	09/18/01	06/20/02	18,163 21	15,827 04	2,336 17
200	KLA-TENCOR CORPORATION	09/19/01	06/20/02	9,081 61	7,563 34	1,518 27
900	KLA-TENCOR CORPORATION	10/17/01	06/20/02	40,867 22	34,998 03	5,869 19
300	KLA-TENCOR CORPORATION	02/06/02	06/20/02	13,622 41	17,406 36	3,783 95-
1,100	TRAVELERS PROPERTY CASUALTY CL A	03/21/02	06/21/02	17,995 67	20,350 00	2,354 33-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISP	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,100	TRAVELERS PROPERTY	03/21/02	06/21/02	34,355 38	38,850 00	4,494 62-
100	CASUALTY CL A	03/21/02	06/21/02	1,635 97	1,850 00	214 03-
100	TRAVELERS PROPERTY	03/21/02	06/21/02	1,635 97	1,850 00	214 03-
100	CASUALTY CL A	03/21/02	06/21/02	1,635 97	1,850 00	214 03-
200	HEALTH NET INC	04/26/02	06/21/02	5,526 15	5,766 28	240 13-
900	HEALTH NET INC	04/26/02	06/21/02	24,867 69	25,948 26	1,080 57-
400	HEALTH NET INC	04/26/02	06/21/02	11,052 31	11,449 28	396 97-
160,000	TBA EGLMC 30 YR DTD	06/11/02	06/21/02	165,550 00	164,775 00	775 00
3,000	SAFEMAY STORES INC	04/19/02	06/14/02	91,738 13	134,826 30	43,088 17-
300	HCA - THE HEALTHCARE COMPANY	04/05/02	06/14/02	14,824 68	13,405 71	1,418 97
1,625	HCA - THE HEALTHCARE COMPANY	02/07/02	06/14/02	80,300 36	69,051 94	11,248 42
1,500	WELLPOINT HEALTH NETWORKS	04/04/02	06/14/02	122,029 12	97,472 55	24,556 57
675	WELLPOINT HEALTH NETWORKS	04/04/02	06/14/02	54,913 10	43,862 65	11,050 45
2,000	TENET HEALTH CARE	02/07/02	06/14/02	149,820 88	130,344 40	19,476 48
400	TENET HEALTH CARE	02/07/02	06/14/02	29,964 18	26,068 88	3,895 30
900	HEALTH NET INC	04/25/02	06/24/02	23,229 64	25,760 88	2,531 24-
4,800	SIEBEL SYSTEMS INC	03/12/02	06/25/02	64,508 60	172,054 56	107,545 96-
1,800	OMNICOM GROUP	03/04/02	06/25/02	87,472 14	170,794 44	83,322 30-
300	INGERSOLL-RAND CO CLASS A	03/04/02	06/25/02	13,660 38	15,913 26	2,252 88-
300	INGERSOLL-RAND CO CLASS A	03/04/02	06/25/02	13,836 06	15,913 26	2,077 20-
100	INGERSOLL-RAND CO CLASS A	03/04/02	06/25/02	4,612 02	5,304 42	692 40-
1,200	INGERSOLL-RAND CO CLASS A	03/27/02	06/25/02	55,344 25	60,120 00	4,775 75-
39,967 2	DLJ REAL ESTATE CAPITAL PARTNERS II L P	12/19/01	06/27/02	73,082 88	39,967 20	33,115 68
200	GEORGIA PACIFIC CORP	03/26/02	06/27/02	4,876 27	6,105 22	1,228 95-
700	GEORGIA PACIFIC CORP	03/05/02	06/27/02	17,066 95	19,994 73	2,927 78-
13,849	PEABODY GLOBAL REAL ESTATE PARTNERS	03/01/02	06/28/02	13,849 00	13,849 00	0 00
100	GEORGIA PACIFIC CORP	03/26/02	06/28/02	2,464 60	3,049 67	585 07-
300	GEORGIA PACIFIC CORP	03/26/02	06/28/02	7,393 79	8,985 18	1,591 39-
200	GEORGIA PACIFIC CORP	03/27/02	06/28/02	4,929 19	6,084 74	1,155 55-
200	GEORGIA PACIFIC CORP	03/28/02	06/28/02	4,929 19	6,041 76	1,112 57-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,000	GEORGIA PACIFIC CORP	03/05/02	06/28/02	24,645 95	28,563 90	3,917 95-
500	INGERSOLL-RAND CO CLASS A	03/01/02	06/26/02	22,388 83	25,018 00	2,629 17-
300	INGERSOLL-RAND CO CLASS A	03/01/02	06/26/02	13,433 29	15,007 80	1,574 51-
100	INGERSOLL-RAND CO CLASS A	03/01/02	06/26/02	4,477 76	4,987 00	509 24-
400	INGERSOLL-RAND CO CLASS A	03/01/02	06/26/02	17,911 06	20,010 40	2,099 34-
500	VIACOM INC CL A	06/05/02	06/18/02	23,505 44	24,873 30	1,367 86-
100	VIACOM INC CL A	06/06/02	06/18/02	4,701 09	4,912 84	211 75-
3,200	THE PMI GROUP INC	07/23/01	06/18/02	124,904 07	104,589 92	20,314 15
16,887	WESTBROOK REAL ESTATE FUND III L P	10/04/01	06/18/02	28,197 96	16,887 00	11,310 96
111,000 19	WESTBROOK REAL ESTATE FUND III L P	04/29/02	06/18/02	185,348 46	111,000 19	74,348 27
300	GENETECH INC	10/25/01	07/01/02	9,984 65	15,132 75	5,148 10-
200	GEORGIA PACIFIC CORP	03/05/02	07/01/02	4,920 11	5,712 78	792 67-
400	GEORGIA PACIFIC CORP	03/06/02	07/01/02	9,840 22	11,380 28	1,540 06-
100	GEORGIA PACIFIC CORP	03/04/02	07/01/02	2,460 06	2,845 00	384 94-
75	AETNA INC NEW	03/19/02	07/01/02	3,524 73	2,872 55	652 18
100	WORLDSCOM INC-WORLDCOM GROUP	01/29/02	07/01/02	6 21	1,015 28	1,009 07-
200	WORLDSCOM INC-WORLDCOM GROUP	01/29/02	07/01/02	12 42	2,029 16	2,016 74-
300	WORLDSCOM INC-WORLDCOM GROUP	01/29/02	07/01/02	18 63	3,079 11	3,060 48-
800	WORLDSCOM INC-WORLDCOM GROUP	01/30/02	07/01/02	49 68	7,282 88	7,233 20-
200	WORLDSCOM INC-WORLDCOM GROUP	02/06/02	07/01/02	12 42	1,285 00	1,272 58-
100	WORLDSCOM INC-WORLDCOM GROUP	02/06/02	07/01/02	6 21	665 00	658 79-
200	WORLDSCOM INC-WORLDCOM GROUP	02/06/02	07/01/02	12 42	1,334 22	1,321 80-
400	WORLDSCOM INC-WORLDCOM GROUP	02/06/02	07/01/02	24 84	2,634 60	2,609 76-
300	WORLDSCOM INC-WORLDCOM GROUP	03/13/02	07/01/02	18 63	2,232 00	2,213 37-
5,200	WORLDSCOM INC-WORLDCOM GROUP	03/20/02	07/01/02	322 91	37,837 80	37,514 89-
1,100	WORLDSCOM INC-WORLDCOM GROUP	03/25/02	07/01/02	68 31	7,333 59	7,265 28-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHARFFREY

UNITS SECURITY DATE ACQUIRED DATE DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,000	WORLDCOM INC-WORLDCOM GROUP	04/10/02	07/01/02	62 09	4,627 80	4,565 71-
900	WORLDCOM INC-WORLDCOM GROUP	04/10/02	07/01/02	55 88	4,389 57	4,313 69-
400	WORLDCOM INC-WORLDCOM GROUP	04/10/02	07/01/02	24 84	1,964 24	1,929 40-
1,000	WORLDCOM INC-WORLDCOM GROUP	04/10/02	07/01/02	62 10	4,715 30	4,653 20-
1,000	WORLDCOM INC-WORLDCOM GROUP	04/16/02	07/01/02	62 10	5,670 00	5,607 90-
100	GENTECH INC	10/25/01	07/01/02	3,328 22	5,044 25	1,716 03-
400	GENTECH INC	10/25/01	07/01/02	13,312 87	20,177 00	6,864 13-
800	GEORGIA PACIFIC CORP	03/04/02	07/01/02	19,680 44	22,760 00	3,079 56-
300	GEORGIA PACIFIC CORP	03/04/02	07/02/02	6,997 40	8,535 00	1,537 60-
100	GEORGIA PACIFIC CORP	03/04/02	07/02/02	2,332 47	2,828 75	496 28-
200	GEORGIA PACIFIC CORP	03/04/02	07/02/02	4,664 93	5,690 00	1,025 07-
600	TERADYNE INC	03/04/02	07/02/02	12,639 39	23,589 96	10,950 57-
400	TERADYNE INC	03/04/02	07/03/02	8,015 08	15,918 84	7,903 76-
300	TERADYNE INC	03/05/02	07/03/02	6,011 31	11,853 24	5,841 93-
1,500	TERADYNE INC	03/04/02	07/03/02	30,056 53	58,974 90	28,918 37-
900	CITIGROUP INC	03/27/02	07/03/02	32,975 01	44,994 87	12,019 86-
500	CITIGROUP INC	06/25/02	07/03/02	18,319 45	20,101 50	1,782 05-
100	BJ SERVICES CO	12/27/01	07/03/02	3,277 07	3,333 68	56 61-
600	BJ SERVICES CO	12/27/01	07/03/02	19,662 43	20,002 08	339 65-
400	BJ SERVICES CO	12/05/01	07/03/02	13,108 28	12,570 80	537 48
1,500,000	MERCK & CO INC DTD 12/27/2001 4 125% 1/18/2005	12/18/01	07/08/02	1,524,405 00	1,498,725 00	25,680 00
700	TERADYNE INC	03/19/02	07/08/02	15,017 55	26,779 06	11,761 51-
400	TERADYNE INC	03/19/02	07/08/02	8,581 46	15,302 32	6,720 86-
2,800	AOL TIME WARNER	07/20/01	07/09/02	38,791 98	124,852 00	86,060 02-
2,500	AOL TIME WARNER	08/28/01	07/09/02	34,635 70	101,766 50	67,130 80-
800	AOL TIME WARNER	10/17/01	07/09/02	11,083 43	25,248 00	14,164 57-
500	AOL TIME WARNER	09/18/01	07/09/02	6,927 14	15,730 00	8,802 86-
1,600	MACK-CALI REALTY CORP	12/05/01	07/10/02	52,264 33	48,221 28	4,043 05
9,900	WACHOVIA CORPORATION	07/23/01	07/11/02	348,041 82	344,645 73	3,396 09

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
3,800	WACHOVIA CORPORATION	09/05/01	07/11/02	133,591 81	132,862 82	728 99
3,600	WACHOVIA CORPORATION	04/03/02	07/11/02	126,560 66	131,783 40	5,222 74-
4,125	WACHOVIA CORPORATION	07/23/01	07/11/02	143,748 20	142,964 66	783 54
100	WACHOVIA CORPORATION	07/27/01	07/11/02	3,484 80	3,518 00	33 20-
1,500	WACHOVIA CORPORATION	08/24/01	07/11/02	52,272 07	53,340 00	1,067 93-
175,000	TBA FNMA 30 YR DTD 7/1/2003 6 5% 7/1/2033	06/11/02	07/11/02	180,270 51	176,914 06	3,356 45
100,000	TBA FNMA 15 YR DTD 7/1/2003 6 5% 7/1/2018	06/12/02	07/16/02	104,121 09	103,062 50	1,058 59
300	WAL MART STORES INC	07/30/01	07/16/02	15,329 80	16,684 08	1,354 28-
400	DELPHI AUTOMOTIVE SYSTEMS	02/25/02	07/16/02	4,479 66	6,333 72	1,854 06-
200	DELPHI AUTOMOTIVE SYSTEMS	02/26/02	07/16/02	2,239 83	3,266 10	1,026 27-
200	DELPHI AUTOMOTIVE SYSTEMS	02/27/02	07/16/02	2,239 83	3,273 30	1,033 47-
300	DELPHI AUTOMOTIVE SYSTEMS	02/22/02	07/16/02	3,359 75	4,683 87	1,324 12-
1,000	DELPHI AUTOMOTIVE SYSTEMS	02/21/02	07/16/02	11,234 05	15,583 10	4,349 05-
300	DELPHI AUTOMOTIVE SYSTEMS	02/22/02	07/16/02	3,370 22	4,683 87	1,313 65-
300	DELPHI AUTOMOTIVE SYSTEMS	02/22/02	07/16/02	3,370 22	4,683 87	1,313 65-
800	DELPHI AUTOMOTIVE SYSTEMS	02/22/02	07/16/02	8,987 25	12,490 32	3,503 07-
300	DELPHI AUTOMOTIVE SYSTEMS	02/20/02	07/16/02	3,370 22	4,537 80	1,167 58-
900	DELPHI AUTOMOTIVE SYSTEMS	02/20/02	07/16/02	10,079 24	13,613 40	3,534 16-
1,500	ANADARKO PETROLEUM CORP	07/18/01	07/17/02	65,913 41	70,740 00	4,826 59-
4,200	ANADARKO PETROLEUM CORP	07/20/01	07/17/02	184,557 55	213,466 26	28,908 71-
400	ANADARKO PETROLEUM CORP	08/31/01	07/17/02	17,576 91	20,930 88	3,353 97-
500	DELPHI AUTOMOTIVE SYSTEMS	02/20/02	07/17/02	5,271 24	7,563 00	2,291 76-
900	DELPHI AUTOMOTIVE SYSTEMS	02/19/02	07/17/02	9,488 23	13,496 31	4,008 08-
5,550	SIEBEL SYSTEMS INC E I DU PONT DE NEMOURS & CO	03/12/02	07/18/02	55,043 22	198,938 09	143,894 87-
100	JOHNSON & JOHNSON	02/25/02	07/19/02	4,225 56	5,989 70	1,764 14-
200	JOHNSON & JOHNSON	02/25/02	07/19/02	8,451 13	11,979 40	3,528 27-
1,150,000	U S TREASURY NOTES DTD 8/16/1999 6 125% 8/15/2029	10/15/01	07/23/02	1,257,093 75	1,257,902 35	808 60-
84,243	PEABODY GLOBAL REAL ESTATE PARTNERS	05/07/02	07/23/02	84,243 00	84,243 00	0 00
8,897	SANMINA CORP	04/26/02	07/23/02	38,853 78	100,052 99	61,199 21-
14,130	SANMINA CORP	04/26/02	07/23/02	61,706 64	158,901 74	97,195 10-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
275	UNISYS INC	12/06/01	07/23/02	1,908 08	3,499 02	1,590 94
12,820	UNISYS INC	12/06/01	07/23/02	88,951 43	159,502 59	70,551 16
2,730	UNISYS INC	12/07/01	07/23/02	18,942 07	34,275 15	15,333 08
13,540	KROGER CO	09/04/01	07/23/02	240,078 60	372,173 98	132,095 38
900	ADR TAIWAN SEMICONDUCTOR SP	03/04/02	07/23/02	10,078 07	15,232 09	5,154 02
750	ADR TAIWAN SEMICONDUCTOR SP	03/04/02	07/23/02	8,398 39	12,693 41	4,295 02
950	ADR TAIWAN SEMICONDUCTOR SP	03/01/02	07/23/02	10,637 97	14,819 31	4,181 34
1,135	KROGER CO	09/04/01	07/24/02	20,152 79	31,197 74	11,044 95
1,350	KROGER CO	10/29/01	07/24/02	23,970 27	32,884 51	8,914 24
9,400	CONTINENTAL AIR LINES INC CLASS B	02/21/02	07/24/02	92,728 19	301,057 56	208,329 37
6,400	CONTINENTAL AIR LINES INC CLASS B	03/19/02	07/24/02	63,134 08	193,340 16	130,206 08
1,100	QUALCOMM CORP	05/16/02	07/25/02	28,712 76	35,306 70	6,593 94
200	QUALCOMM CORP	05/31/02	07/25/02	5,220 50	6,334 80	1,114 30
1,200	YAHOO	05/14/02	07/25/02	15,189 02	20,538 24	5,349 22
700	YAHOO	05/08/02	07/25/02	8,860 26	11,000 71	2,140 45
40	ADR TAIWAN SEMICONDUCTOR SP	03/01/02	07/25/02	366 10	623 97	257 87
660	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	07/25/02	6,040 59	10,050 00	4,009 41
700	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	07/25/02	6,247 80	10,659 09	4,411 29
1,700	QUALCOMM CORP	05/14/02	07/25/02	44,091 91	52,785 17	8,693 26
100	QUALCOMM CORP	05/31/02	07/25/02	2,593 64	3,167 40	573 76
100	NABORS INDUSTRIES LTD	11/12/01	07/25/02	2,854 93	3,384 33	529 40
500	NABORS INDUSTRIES LTD	10/26/01	07/25/02	14,274 67	16,180 30	1,905 63
600	NABORS INDUSTRIES LTD	10/26/01	07/25/02	17,129 60	19,416 36	2,286 76
900	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	07/25/02	8,032 88	13,704 55	5,671 67
700	RAYTHEON COMPANY	05/31/02	07/25/02	21,381 97	30,810 50	9,428 53
400	RAYTHEON COMPANY	05/23/02	07/25/02	12,218 27	17,377 24	5,158 97
600	RAYTHEON COMPANY	05/23/02	07/25/02	18,327 41	26,065 86	7,738 45
600	RAYTHEON COMPANY	04/04/02	07/25/02	18,327 40	23,643 60	5,316 20
30	JM SMUCKER CO/THE-NEW COM	09/20/01	07/29/02	997 90	860 96	136 94
4	JM SMUCKER CO/THE-NEW COM	10/30/01	07/29/02	149 69	130 25	19 44

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,540	UNISYS INC	12/06/01	07/29/02	11,293 40	19,594 50	8,301 10-
3,980	UNISYS INC	12/07/01	07/29/02	29,186 84	49,968 90	20,782 06-
9,515	UNISYS INC	12/06/01	07/29/02	69,777 07	118,382 78	48,605 71-
2,900	BRINKER INTL INC	02/11/02	07/29/02	91,281 12	91,089 00	192 12-
300	RAYTHEON COMPANY	04/04/02	07/29/02	9,179 45	11,821 80	2,642 35-
200	UNITEDHEALTH GROUP INC	08/02/01	07/29/02	17,461 47	12,918 62	4,542 85-
300	TAIWAN SEMICONDUCTOR SP	01/31/02	07/29/02	2,746 50	4,568 18	1,821 68-
200	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	07/29/02	1,831 00	3,045 45	1,214 45-
9,165	UNISYS INC	12/06/01	07/30/02	69,185 39	114,028 18	44,842 79-
100	NABORS INDUSTRIES LTD	10/26/01	07/26/02	2,805 04	3,236 06	431 02-
100	NABORS INDUSTRIES LTD	10/26/01	07/26/02	2,805 05	3,236 06	431 01-
300	NABORS INDUSTRIES LTD	10/26/01	07/26/02	8,415 13	9,708 18	1,293 05-
600	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	07/26/02	5,387 83	9,136 36	3,748 53-
1,000	RAYTHEON COMPANY WESTBROOK REAL ESTATE FUND III L P	04/04/02	07/26/02	29,476 31	39,406 00	9,929 69-
7,398 81		04/29/02	07/26/02	11,362 71	7,398 81	3,963 90-
6,600	AOL TIME WARNER	09/18/01	07/31/02	74,126 31	207,636 00	133,509 69-
600	AOL TIME WARNER	02/26/02	07/31/02	6,738 76	13,995 96	7,257 20-
320	ADVANCEPCS	05/22/02	08/01/02	5,664 44	8,400 00	2,735 56-
760	AFFILIATED MANAGERS GROUP	05/22/02	08/02/02	34,424 75	50,591 53	16,166 78-
2,100	APPLIED MATERIALS INC	01/09/02	08/02/02	27,689 76	49,633 50	21,943 74-
3,700	FED NAT'L MTG ASSN	03/07/02	08/07/02	261,514 40	299,813 22	38,298 82-
200	FED NAT'L MTG ASSN	03/07/02	08/07/02	14,135 91	16,206 12	2,070 21-
8,200	ALCOA INC	02/15/02	08/07/02	199,270 38	304,336 44	105,066 06-
175,000	TBA FNMA 30 YR DTD 8/1/2003 6 5% 8/1/2033	07/11/02	08/08/02	180,407 23	179,593 75	813 48-
100,000	TBA FNMA 15 YR DTD 8/1/2002 6 5% 8/1/2017	07/16/02	08/09/02	104,367 19	103,796 87	570 32-
649 33	CHARTEHOUSE EQUITY PARTNERS III L P	02/06/02	08/09/02	649 33	649 33	0 00

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
4,200	SOUTHWEST AIRLINES	12/05/01	08/13/02	54,777 26	82,084 80	27,307 54-
12,600	KROGER CO	11/06/01	08/13/02	243,772 39	303,264 36	59,491 97-
1,100	TAIWAN SEMICONDUCTOR SP	01/31/02	08/13/02	9,826 11	16,750 00	6,923 89-
700	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	08/13/02	6,204 26	10,659 09	4,454 83-
1,600	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	08/14/02	14,012 21	24,363 64	10,351 43-
500	YAHOO	05/08/02	08/16/02	6,019 82	7,857 65	1,837 83-
700	YAHOO	04/30/02	08/16/02	8,427 74	10,368 12	1,940 38-
2,100	YAHOO	04/30/02	08/16/02	25,164 16	31,104 36	5,940 20-
1,500	NABORS INDUSTRIES LTD	10/26/01	08/16/02	3,401 01	3,236 06	164 95
1,500	NABORS INDUSTRIES LTD	11/01/01	08/16/02	51,015 10	47,130 45	3,884 65
200	AQUILA INC	03/19/02	08/16/02	450 01	4,904 00	4,453 99-
100	AQUILA INC	10/24/01	08/16/02	225 00	2,957 82	2,732 82-
100	AQUILA INC	11/08/01	08/16/02	225 00	2,809 31	2,584 31-
100	AQUILA INC	11/07/01	08/16/02	225 00	2,884 33	2,659 33-
1,032	AQUILA INC	03/20/02	08/16/02	2,322 04	25,064 60	22,742 56-
600	NIKE INC CL B	01/22/02	08/15/02	25,393 27	34,853 28	9,460 01-
700	NIKE INC CL B	01/23/02	08/15/02	29,625 49	40,638 50	11,013 01-
200	YAHOO	04/30/02	08/15/02	2,419 92	2,962 32	542 40-
390	ADR TAIWAN SEMICONDUCTOR SP	01/31/02	08/15/02	3,626 03	5,938 64	2,312 61-
500	ADR TAIWAN SEMICONDUCTOR SP	07/05/02	08/15/02	4,648 75	6,764 35	2,115 60-
800	AQUILA INC	03/20/02	08/19/02	2,071 93	19,312 00	17,240 07-
168	AQUILA INC	03/20/02	08/19/02	435 11	4,080 28	3,645 17-
400	AQUILA INC	01/25/02	08/19/02	1,035 97	9,200 00	8,164 03-
100	NABORS INDUSTRIES LTD	11/01/01	08/19/02	3,403 82	3,142 03	261 79
400	LEHMAN BROTHERS HLDGS	05/02/02	08/22/02	23,411 97	24,703 32	1,291 35-
400	YAHOO	04/30/02	08/22/02	5,100 60	5,924 64	824 04-
900	YAHOO	04/26/02	08/22/02	11,476 36	13,138 65	1,662 29-
600	LEHMAN BROTHERS HLDGS	05/16/02	08/21/02	35,481 85	40,057 68	4,575 83-
0 533	CASUALTY CL A TRAVELERS PROPERTY	02/26/02	08/21/02	7 63	10 63	3 00-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0 626	TRAVELERS PROPERTY CASUALTY CL A	11/26/01	08/21/02	8 96	14 46	5 50-
0 401	TRAVELERS PROPERTY CASUALTY CL B	11/26/01	08/21/02	6 04	09 80	3 76-
0 645	TRAVELERS PROPERTY CASUALTY CL B	02/26/02	08/21/02	9 72	13 60	3 88-
1,400	YAHOO	04/26/02	08/26/02	15,985 27	20,437 90	4,452 63-
100	YAHOO	04/26/02	08/26/02	1,134 40	1,459 85	325 45-
800	YAHOO	04/26/02	08/27/02	8,759 81	11,678 80	2,918 99-
300	YAHOO	04/26/02	08/27/02	3,303 35	4,379 55	1,076 20-
700	YAHOO	07/03/02	08/27/02	7,707 81	8,806 42	1,058 61-
400	YAHOO	07/03/02	08/27/02	4,480 02	5,032 24	552 22-
4,800	COMCAST CORP CLASS A SPECIAL	01/23/02	08/28/02	112,814 83	171,036 00	58,221 17-
300	COMCAST CORP CLASS A SPECIAL	02/26/02	08/28/02	7,050 93	9,720 00	2,669 07-
4,375	VALERO ENERGY CORP	04/05/02	08/29/02	142,869 62	205,842 00	62,972 38-
5,250	ALCOA INC	11/26/01	09/03/02	124,691 61	201,422 55	76,730 94-
4,800	PEPSI BOTTLING GROUP INC	03/14/02	09/04/02	129,035 45	120,891 36	8,144 09
3,260	ATLEGHEMY ENERGY INC	05/22/02	09/04/02	60,441 83	121,467 60	61,025 77-
8,000	PEPSI BOTTLING GROUP INC	03/14/02	09/04/02	208,340 11	201,485 60	6,854 51
300	SONY CORP	05/31/02	09/04/02	12,404 14	17,477 13	5,072 99-
440 9998	CITIGROUP INC	11/26/01	09/04/02	13,136 99	20,814 70	7,677 71-
9,868 64	DLJ MERCHANT BANKING III LP	06/19/02	09/06/02	9,868 64	9,868 64	0 00
300	SONY CORP	05/29/02	09/06/02	12,449 38	17,269 32	4,819 94-
300	SONY CORP	05/30/02	09/06/02	12,449 38	17,454 15	5,004 77-
200	SONY CORP	05/31/02	09/06/02	8,299 59	11,651 42	3,351 83-
300	WASHINGTON MUTUAL INC	03/20/02	09/06/02	11,393 23	10,072 44	1,320 79
900	LEHMAN BROTHERS HLDGS	05/02/02	09/05/02	47,865 05	55,582 47	7,717 42-
600	SONY CORP	05/31/02	09/05/02	24,585 27	34,954 26	10,368 99-
3,000	TENET HEALTH CARE	02/07/02	08/23/02	144,832 92	130,344 40	14,488 52

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHARFFBY

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
34,375	PEABODY GLOBAL REAL ESTATE PARTNERS	07/23/02	34,375 00	34,375 00	0 00
299 5267	CITIGROUP INC	02/26/02	10,168 27	12,202 25	2,033 98-
1,330,000	US TREASURY N/B DTD	01/28/02	1,429,022 67	1,318,985 94	110,036 73
145,000	US TREASURY N/B DTD	01/28/02	155,795 70	143,799 22	11,996 48
3,100	NEW ROCKWELL COLLINS	05/29/02	64,624 67	77,638 26	13,013 59-
300	NEW ROCKWELL COLLINS	02/22/02	6,254 00	6,856 53	602 53-
6,000	CENDANT CORP	11/12/01	87,144 95	82,702 20	4,442 75
200	SONY CORP	06/28/02	8,538 04	10,660 10	2,122 06-
200	SONY CORP	07/01/02	8,538 04	10,436 00	1,897 96-
400	WASHINGTON MUTUAL INC	03/20/02	15,255 38	13,429 92	1,825 46
500	SONY CORP	06/28/02	20,901 37	26,650 25	5,748 88-
13,650	AUSTIN VENTURES VIII LP	12/11/01	32,184 01	13,650 00	18,534 01
175,000	TBA FNMA 30 YR DTD	08/08/02	181,220 70	179,785 16	1,435 54
9/1/2002 6 5% 9/1/2032					
210	PAPA JOHN'S INTL INC	04/23/02	5,922 05	6,386 10	464 05-
130	PAPA JOHN'S INTL INC	04/24/02	3,666 03	4,032 04	366 01-
1,460	PAPA JOHN'S INTL INC	03/19/02	21,150 19	20,715 90	434 29
1,460	ESS TECHNOLOGY	12/06/01	11,531 46	31,287 80	19,756 34-
757	ESS TECHNOLOGY	12/07/01	5,978 98	16,483 67	10,504 69-
693	ESS TECHNOLOGY	12/10/01	5,473 49	14,795 55	9,322 06-
3,300	ESS TECHNOLOGY	12/12/01	26,064 27	70,153 05	44,088 78-
250	ESS TECHNOLOGY	01/03/02	1,974 56	5,690 25	3,715 69-
590	ESS TECHNOLOGY	12/05/01	4,659 97	12,473 01	7,813 04-
989	PAPA JOHN'S INTL INC	03/19/02	27,928 61	27,317 37	611 24
3,460	ESS TECHNOLOGY	12/05/01	25,551 67	73,146 83	47,595 16-
4,010	ESS TECHNOLOGY	05/14/02	29,613 35	72,489 17	42,875 82-
7,700	NEW ROCKWELL COLLINS	02/22/02	161,297 80	175,984 27	14,686 47-
100,000	TBA FNMA 15 YR DTD	08/09/02	104,917 97	104,109 38	808 59
800	BROCADE COMMUNICATIONS	12/27/01	8,606 14	27,812 96	19,206 82-
1,000	BROCADE COMMUNICATIONS	02/13/02	10,757 67	35,130 70	24,373 03-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
800	BROCADE COMMUNICATIONS	03/21/02	09/17/02	8,606 14	20,301 52	11,695 38-
1,200	BROCADE COMMUNICATIONS	07/10/02	09/17/02	12,909 21	21,097 56	8,188 35-
420	PAPA JOHN'S INTL INC	03/19/02	09/18/02	11,745 82	11,600 90	144 92
18 4271	TRAVELERS PROPERTY	11/26/01	09/18/02	239 36	425 71	186 35-
138 2537	CASUALTY CL A	04/15/02	09/18/02	1,795 86	2,900 62	1,104 76-
38 7446	TRAVELERS PROPERTY	11/26/01	09/18/02	512 96	966 13	453 17-
284 05	TRAVELERS PROPERTY	04/15/02	09/18/02	3,760 71	6,431 17	2,670 46-
641	PAPA JOHN'S INTL INC	03/19/02	09/19/02	17,906 43	17,705 19	201 24
2,400	ELECTRONIC DATA SYSTEMS	03/28/02	09/19/02	49,534 50	139,060 08	89,525 58-
800	IDEC PHARMACEUTICALS	02/08/02	09/19/02	31,652 00	43,698 48	12,046 48-
400	IDEC PHARMACEUTICALS	07/12/02	09/19/02	15,826 00	14,647 96	1,178 04
12 4078	TRAVELERS PROPERTY	02/26/02	09/19/02	160 98	247 41	86 43-
25 9427	TRAVELERS PROPERTY	02/26/02	09/19/02	340 62	558 52	217 90-
2,200	ELECTRONIC DATA SYSTEMS	03/19/02	09/20/02	38,095 58	144,693 34	106,597 76-
3,600	ELECTRONIC DATA SYSTEMS	03/19/02	09/20/02	62,338 23	236,770 92	174,432 69-
2,525	ELECTRONIC DATA SYSTEMS	03/19/02	09/20/02	42,003 36	166,068 49	124,065 13-
1,565	ELECTRONIC DATA SYSTEMS	05/02/02	09/20/02	26,033 77	86,168 90	60,135 13-
3,700	ELECTRONIC DATA SYSTEMS	03/19/02	09/20/02	61,549 49	243,347 89	181,798 40-
2,771	ELECTRONIC DATA SYSTEMS	05/02/02	09/20/02	46,095 57	152,571 26	106,475 69-
1,400	TEXAS INSTRUMENTS INC	04/16/02	09/20/02	22,337 72	47,638 08	25,300 36-
1,000	TEXAS INSTRUMENTS INC	04/16/02	09/20/02	15,955 52	34,027 20	18,071 68-
1,200	TEXAS INSTRUMENTS INC	05/14/02	09/20/02	19,146 62	38,253 24	19,105 62-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

Gain/Loss period is short disposal method is sale

4,000	MACK-CALI REALTY CORP	12/05/01	09/23/02	131,282	83	120,553	20	10,729	63
400	TEXAS INSTRUMENTS INC	05/08/02	09/25/02	6,457	44	11,646	68	5,189	24-
100	TEXAS INSTRUMENTS INC	05/14/02	09/25/02	1,614	36	3,187	77	1,573	41-
1,485	COMPASS BANCSHARES	02/14/02	09/26/02	44,567	07	44,395	71	171	36
600	COMPASS BANCSHARES	02/14/02	09/26/02	18,006	90	17,937	66	69	24
2,600	COMPASS BANCSHARES	04/03/02	09/26/02	78,029	88	79,747	98	1,718	10-
1,915	COMPASS BANCSHARES	02/13/02	09/26/02	57,472	01	56,643	40	828	61
600	WELLPOINT HEALTH NETWORKS	04/04/02	09/26/02	43,662	18	38,989	02	4,673	16
700	WELLPOINT HEALTH NETWORKS	10/23/01	09/26/02	50,939	21	36,927	80	14,011	41
900	COMPASS BANCSHARES	02/13/02	09/27/02	27,001	16	26,620	92	380	24
1,680	COMPASS BANCSHARES	02/19/02	09/27/02	50,402	17	49,678	10	724	07
3,620	COMPASS BANCSHARES	02/19/02	09/30/02	106,792	21	107,044	49	252	28-
675	JOHNSON & JOHNSON	11/26/01	10/02/02	39,362	58	40,799	36	1,436	78-
3,600	JOHNSON & JOHNSON	01/03/02	10/02/02	209,933	78	210,450	24	516	46-
2,775	VISHAY INTERTECHNOLOGY INC	05/22/02	10/02/02	25,238	97	70,235	25	44,996	28-
800	HOME DEPOT INC	07/17/02	10/01/02	20,330	35	25,191	36	4,861	01-
800	HOME DEPOT INC	07/16/02	10/01/02	20,330	34	24,722	40	4,392	06-
200	HOME DEPOT INC	07/16/02	10/01/02	5,082	59	6,180	60	1,098	01-
300	HOME DEPOT INC	07/16/02	10/01/02	7,631	76	9,270	90	1,639	14-
400	HOME DEPOT INC	07/16/02	10/01/02	10,165	17	12,361	20	2,196	03-
200	HOME DEPOT INC	07/17/02	10/01/02	5,082	59	6,150	82	1,068	23-
1,500	AMERICAN INTERNATIONAL GROUP INC	06/06/02	10/04/02	80,233	62	97,501	50	17,267	88-
300	AMERICAN INTERNATIONAL GROUP INC	06/07/02	10/04/02	16,046	73	19,552	62	3,505	89-
200	AMERICAN INTERNATIONAL GROUP INC	06/17/02	10/04/02	10,697	82	13,550	88	2,853	06-
200	AMERICAN INTERNATIONAL GROUP INC	06/25/02	10/04/02	10,697	82	13,725	18	3,027	36-
3,775	WEYERHAEUSER CO	11/26/01	10/09/02	142,558	57	201,782	05	59,223	48-
3,600	WEYERHAEUSER CO	12/05/01	10/09/02	135,949	90	192,540	24	56,590	34-
350	DUPONT PHOTOMASKS INC	04/16/02	10/09/02	5,845	59	17,208	10	11,362	51-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
549	DUPONT PHOTOMASKS INC	04/17/02	10/09/02	9,169 23	26,830 18	17,660 95-
750	DUPONT PHOTOMASKS INC	04/18/02	10/09/02	4,192 13	12,031 61	7,839 48-
251	DUPONT PHOTOMASKS INC	05/14/02	10/09/02	12,526 27	29,135 55	16,609 28-
1,000	BJ SERVICES CO	12/05/01	10/09/02	25,411 33	31,427 00	6,015 67-
500	BJ SERVICES CO	12/05/01	10/09/02	12,705 67	15,713 50	3,007 83-
1,200	BJ SERVICES CO	01/25/02	10/09/02	30,493 60	36,786 24	6,292 64-
1,000	BJ SERVICES CO	01/25/02	10/09/02	25,411 33	30,655 20	5,243 87-
700	CISCO SYSTEMS	04/30/02	10/09/02	6,220 57	10,199 77	3,979 20-
1,700	CISCO SYSTEMS	04/30/02	10/09/02	14,684 32	24,770 87	10,086 55-
200	L-3 COMMUNICATIONS HLDGS INC	06/28/02	10/09/02	9,086 52	11,069 94	1,983 42-
400	LOCKHEED MARTIN CORP INC	09/04/02	10/09/02	23,257 33	25,611 20	2,353 87-
100	L-3 COMMUNICATIONS HLDGS INC	06/28/02	10/09/02	4,543 26	5,534 97	951 71-
3,550	GENERAL MOTORS CORP	02/27/02	10/10/02	116,289 88	193,786 34	77,496 46-
175,000	TBA FNMA 30 YR DTD 10/1/2002 6 5% 10/1/2032	09/12/02	10/10/02	181,418 95	180,742 19	676 76
200	L-3 COMMUNICATIONS HLDGS INC	06/28/02	10/10/02	9,200 96	11,069 94	1,868 98-
200	L-3 COMMUNICATIONS HLDGS INC	06/28/02	10/10/02	9,200 96	11,069 94	1,868 98-
225	PROCTER & GAMBLE CO	10/30/01	10/15/02	20,055 89	16,504 95	3,550 94
5,500	GENERAL MOTORS CORP	02/25/02	10/15/02	195,587 29	293,810 00	98,222 71-
300	LOWES COS INC	03/20/02	10/15/02	12,611 16	13,436 58	825 42-
100	FEDERX CORPORATION	03/19/02	10/15/02	5,368 06	5,784 00	415 94-
200	FOREST LABS INC CLASS A	09/11/02	10/15/02	19,362 35	15,533 74	3,828 61
100	PROCTER & GAMBLE CO	07/01/02	10/15/02	9,032 52	9,055 92	23 40-
3,700	STORAGE TECHNOLOGY CORP	04/03/02	10/16/02	44,096 36	82,985 45	38,889 09-
1,000	STORAGE TECHNOLOGY CORP	04/05/02	10/16/02	11,917 94	22,202 10	10,284 16-
1,000	COCA COLA CO	04/19/02	10/16/02	47,641 66	54,973 60	7,331 94-
200	ANTHEM INC	06/20/02	10/16/02	14,456 02	14,527 02	71 00-
100	ANTHEM INC	06/20/02	10/16/02	7,228 01	7,263 51	35 50-
400	AUTOZONE INC	04/25/02	10/16/02	32,933 84	31,058 96	1,874 88
200	FEDERX CORPORATION	03/20/02	10/16/02	10,433 08	11,371 90	938 82-
300	LOWES COS INC	03/20/02	10/16/02	12,459 64	13,436 58	976 94-
100,000	TBA FNMA 15 YR DTD 10/1/2002 6 5% 10/1/2017	09/17/02	10/17/02	104,445 31	104,703 13	257 82-
12,050	MOTOROLA INC	06/14/02	10/17/02	90,390 32	187,899 27	97,508 95-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

4,700	MOTOROLA INC	06/14/02	10/17/02	35,255	98	38,012
9,300	MOTOROLA INC	06/13/02	10/17/02	69,761	37	79,325
100	FEDEX CORPORATION	03/20/02	10/17/02	5,336	28	349
100	FEDEX CORPORATION	03/20/02	10/17/02	5,284	79	401
800	STARBUCKS CORP	10/10/02	10/17/02	17,423	71	342
100	STARBUCKS CORP	10/10/02	10/17/02	2,299	93	79
200	STARBUCKS CORP	07/25/02	10/17/02	4,298	35	251
800	PHARMACIA CORPORATION	08/15/02	10/17/02	35,447	25	295
1,000	PHARMACIA CORPORATION	08/15/02	10/17/02	44,309	06	369
100	STARBUCKS CORP	07/25/02	10/17/02	2,147	93	124
300	STARBUCKS CORP	07/24/02	10/17/02	6,443	77	513
500	STARBUCKS CORP	07/24/02	10/17/02	10,763	22	880
700	ANTHEM INC	06/21/02	10/17/02	49,073	63	1,342
200	ANTHEM INC	06/24/02	10/17/02	14,021	04	22
500	ANTHEM INC	06/24/02	10/17/02	35,052	59	56
100	FEDEX CORPORATION	03/20/02	10/18/02	5,283	45	402
400	INTUIT INC	07/09/02	10/18/02	20,175	55	911
300	STARBUCKS CORP	07/25/02	10/18/02	6,608	17	537
100	ANTHEM INC	06/20/02	10/18/02	7,092	67	170
100	ANTHEM INC	06/21/02	10/18/02	7,092	66	109
600	INTUIT INC	07/09/02	10/18/02	30,206	81	1,311
200	INTUIT INC	07/03/02	10/18/02	10,068	93	573
800	STARBUCKS CORP	07/24/02	10/18/02	17,647	14	1,834
700	STARBUCKS CORP	07/24/02	10/18/02	15,472	68	1,636
117,690	NATURAL GAS PARTNERS VI LP	07/24/02	10/21/02	117,690	75	0
100	FEDEX CORPORATION	03/20/02	10/21/02	5,309	55	376
400	ANTHEM INC	07/02/02	10/21/02	28,609	65	2,900
5,200	GENERAL ELECTRIC CO	05/14/02	10/22/02	138,202	97	23,643
5,100	GENERAL ELECTRIC CO	05/14/02	10/22/02	136,967	57	21,766
1,200	CHECK POINT SOFTWARE TECH	11/07/01	10/22/02	15,611	41	25,856
4,000	JOHNSON & JOHNSON	01/03/02	10/24/02	233,628	15	205
1,100	NEXTEL COMMUNICATIONS INC CLASS A	10/04/02	10/24/02	12,235	37	3,142
600	EBAY INC	03/26/02	10/23/02	37,882	31	3,031

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

2,340	SILICON STORAGE TECHNOLOGY	03/01/02	10/25/02	9,746 27	22,723 04	12,976 77-
335	SILICON STORAGE TECHNOLOGY	01/28/02	10/25/02	1,395 30	2,936 28	1,540 98-
1,901	SILICON STORAGE TECHNOLOGY	01/28/02	10/28/02	8,112 45	16,662 26	8,549 81-
1,264	SILICON STORAGE TECHNOLOGY	01/29/02	10/28/02	5,394 08	11,007 04	5,612 96-
91,240	PEABODY GLOBAL REAL ESTATE PARTNERS	10/10/02	10/29/02	91,240 00	91,240 00	0 00
1,425	NORTROP CORP	08/27/02	10/30/02	147,107 58	176,290 31	29,182 73-
1,800	NORTROP CORP	08/27/02	10/30/02	185,820 10	222,682 50	36,862 40-
3,075	ALTLSTATE CORP	12/18/01	10/30/02	121,983 10	100,749 91	21,233 19
2,550	AMGEN	10/03/02	10/31/02	120,611 36	117,208 45	3,402 91
1,425	AMGEN	10/14/02	10/31/02	67,400 47	70,282 00	2,881 53-
2,000	ZIMMER HOLDINGS INC	11/20/01	10/31/02	82,383 71	60,502 40	21,881 31
1,025	INTERNATIONAL BUSINESS MACHINES CORP	11/06/01	11/04/02	84,439 62	112,548 69	28,109 07-
400	INTUIT INC	07/03/02	11/04/02	21,142 84	18,990 52	2,152 32
200	INTUIT INC	07/03/02	11/04/02	10,571 42	9,232 00	1,339 42
500	INTUIT INC	07/03/02	11/04/02	26,428 55	23,100 35	3,328 20
1,300	LOCKHEED MARTIN CORP	07/25/02	11/04/02	67,003 10	77,074 01	10,070 91-
100	LOCKHEED MARTIN CORP	09/04/02	11/04/02	5,154 08	6,395 30	1,241 22-
200	LOCKHEED MARTIN CORP	09/04/02	11/04/02	10,308 17	12,805 60	2,497 43-
100	AUTOZONE INC	04/25/02	11/04/02	8,644 89	7,764 74	880 15
800	VIACOM INC CLASS B	06/07/02	11/04/02	36,177 06	39,737 92	3,560 86-
400	VIACOM INC CLASS B	06/18/02	11/04/02	18,088 54	18,803 44	714 90-
100	VIACOM INC CLASS B	06/19/02	11/04/02	4,522 13	4,652 19	130 06-
100	FORREST LABS INC CLASS A	09/11/02	11/04/02	10,131 24	7,766 87	2,364 37
100	FORREST LABS INC CLASS A	08/27/02	11/04/02	10,131 24	7,451 20	2,680 04
1,900	COCA COLA CO	04/08/02	11/04/02	86,588 94	100,575 36	13,986 42-
1,225	CHEVRONTXACO CORPORATION	12/21/01	11/05/02	83,229 01	107,812 25	24,583 24-
950	CHEVRONTXACO CORPORATION	02/06/02	11/05/02	64,544 95	78,698 57	14,153 62-
2,100	AMERISOURCEBERGEN CORP	06/07/02	11/05/02	140,643 46	165,045 09	24,401 63-
100	AUTOZONE INC	04/25/02	11/05/02	8,525 68	7,764 74	760 94

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
200	AUTOZONE INC	04/18/02	11/05/02	17,051 36	15,040 20	2,011 16
1,200	NEXTEL COMMUNICATIONS INC CLASS A	10/04/02	11/05/02	14,836 71	9,920 04	4,916 67
2,971	ANALOG DEVICES INC	01/03/02	11/06/02	83,990 90	140,941 27	56,950 37-
1,329	ANALOG DEVICES INC	01/04/02	11/06/02	37,571 16	62,787 94	25,216 78-
2,000	ANALOG DEVICES INC	01/09/02	11/06/02	56,540 49	97,084 20	40,543 71-
2,575	WELLS FARGO CO	02/12/02	11/06/02	126,222 95	119,415 37	6,807 58
1,800	AMERISOURCEBERGEN CORP	06/07/02	11/06/02	126,247 82	141,467 22	15,219 40-
1,800	WELLS FARGO CO	09/06/02	11/06/02	87,632 69	92,237 22	4,604 53-
2,625	WYETH	06/10/02	11/06/02	94,397 92	139,699 09	45,301 17-
4,350	TENET HEALTH CARE	01/23/02	11/06/02	113,352 79	184,286 59	70,933 80-
2,250	TENET HEALTH CARE	02/11/02	11/06/02	58,630 76	95,947 05	37,316 29-
450	TENET HEALTH CARE	02/26/02	11/06/02	11,726 15	18,348 00	6,621 85-
175,000	TBA FNMA 30 YR DTD 11/1/2002 6 5% 11/1/2032	10/30/02	11/08/02	181,473 63	181,282 23	191 40
825,000	TBA FNMA 30 YR DTD 11/1/2002 6 5% 11/1/2032	10/30/02	11/08/02	855,454 10	854,616 21	837 89
141,000	TBA FNMA 30 YR DTD 11/1/2002 6 5% 11/1/2032	10/10/02	11/08/02	146,204 88	145,957 03	247 85
34,000	TBA FNMA 30 YR DTD 11/1/2002 6 5% 11/1/2032	10/10/02	11/08/02	35,255 08	35,195 31	59 77
966,000	TBA FNMA 30 YR DTD 11/1/2002 6 5% 11/1/2032	10/16/02	11/08/02	1,001,658 98	996,149 77	5,509 21
1,034,000	TBA FNMA 30 YR DTD 11/1/2002 7% 11/1/2032	10/16/02	11/08/02	1,082,064 84	1,076,692 89	5,371 95
2,103	PEABODY GLOBAL REAL ESTATE PARTNERS	09/19/02	11/13/02	2,103 00	2,103 00	0 00
3,000,000	US TREASURY N/B DTD 6/30/2002 2 875% 6/30/2004	07/23/02	11/13/02	3,060,468 75	3,028,828 13	31,640 62
400	ANHUEUSER BUSCH COS INC	07/03/02	11/12/02	19,890 16	20,545 48	655 32-
100	ANHUEUSER BUSCH COS INC	02/01/02	11/12/02	4,972 54	4,782 70	189 84
0 332	PARTHUSCEVA INC	04/16/02	11/14/02	1 73	02 96	1 23-
500	ST JUDE MEDICAL INC	09/20/02	11/14/02	15,901 87	18,087 10	2,185 23-
200	ST JUDE MEDICAL INC	09/20/02	11/14/02	6,360 75	7,234 84	874 09-
900	ST JUDE MEDICAL INC	09/23/02	11/14/02	28,623 36	32,579 37	3,956 01-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT	TAXPAYER ID	ADMINISTRATOR	INVESTOR	DATE	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0049-02-1/4 (cont)	J HOWARD PEW FREEDOM TRUST	JAMES BELANGER	STEVE LEHMAN						
	23-6234671	FRANCIS MEHAFFEY							
				11/1/2002	6 5% 11/1/2017		104,976 56	104,375 00	601 56
				06/19/02	11/15/02		1,680 29	1,680 29	0 00
				02/26/02	11/15/02		11,521 45	14,130 96	2,609 51
				05/22/02	11/15/02		9,988 64	17,346 00	7,357 36
				05/22/02	11/15/02		26,873 89	36,286 68	9,412 79
				03/20/02	11/15/02		5,002 57	7,012 93	2,010 36
				03/21/02	11/15/02		394 94	555 12	160 18
				03/22/02	11/15/02		488 97	692 07	203 10
				03/22/02	11/15/02		18 81	26 47	7 66
				03/22/02	11/15/02		1,598 57	2,257 02	658 45
				04/16/02	11/15/02		806 81	1,272 82	466 01
				11/07/02	11/18/02		26,885 95	27,092 00	206 05
				03/19/02	11/18/02		3,988 73	9,658 38	5,669 65
				03/20/02	11/18/02		2,393 23	5,647 41	3,254 18
				09/10/02	11/18/02		17 31	16 69	0 62
				10/09/02	11/20/02		107,479 01	58,188 55	49,290 46
				10/09/02	11/20/02		169,390 88	91,707 30	77,683 58
				05/22/02	11/20/02		77,645 64	90,249 84	12,604 20
				04/18/02	11/20/02		16,474 32	15,040 20	1,434 12
				03/20/02	11/19/02		1,512 56	3,764 94	2,252 38
				05/14/02	11/21/02		253,621 15	301,906 68	48,285 53
				05/23/02	11/21/02		268,027 15	305,412 80	37,385 65
				03/14/02	11/21/02		90,608 49	85,936 00	4,672 49
				03/18/02	11/21/02		110,498 16	107,539 50	2,958 66
				04/05/02	11/21/02		81,768 64	82,147 77	379 13
				08/16/02	11/21/02		4,630 67	4,287 05	343 62
				08/27/02	11/21/02		10,482 74	7,451 20	3,031 54
				06/27/02	11/21/02		4,418 24	5,408 50	990 26
				06/27/02	11/21/02		8,836 47	10,769 06	1,932 59

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,500,000	US TREASURY N/B DTD 2/15/2002 4 875%	05/14/02	11/22/02	1,587,890 63	1,452,656 25	135,234 38
1,440,000	US TREASURY N/B DTD 11/15/2002 4 11/15/2012	11/22/02	11/22/02	1,433,137 50	1,422,900 00	10,237 50
475	CHEVRONTXACO CORPORATION	02/06/02	11/26/02	31,866 79	39,349 28	7,482 49-
2,400	CHEVRONTXACO CORPORATION	01/29/02	11/26/02	161,011 14	206,054 16	45,043 02-
1,300	CHEVRONTXACO CORPORATION	06/17/02	11/26/02	87,214 37	114,800 01	27,585 64-
1,590	SANMINA CORP	10/31/02	11/26/02	7,361 47	4,994 51	2,366 96
400	AUTOZONE INC	04/18/02	11/26/02	32,601 53	30,080 40	2,521 13
1,090	SANMINA CORP	10/31/02	11/27/02	5,323 72	3,423 91	1,899 81
990	SANMINA CORP	10/31/02	11/27/02	4,835 31	3,109 79	1,725 52
375	EL PASO CORPORATION	10/09/02	11/27/02	2,939 90	2,011 13	928 77
600	EL PASO CORPORATION	10/09/02	11/27/02	4,703 85	3,217 80	1,486 05
2,360	SANMINA CORP	10/31/02	11/27/02	11,971 67	7,413 23	4,558 44
300	AUTOZONE INC	04/18/02	11/25/02	25,329 46	22,560 30	2,769 16
1,870	EL PASO CORPORATION	10/09/02	12/02/02	15,499 95	10,028 81	5,471 14
2,961	EL PASO CORPORATION	10/09/02	12/02/02	24,542 98	15,879 84	8,663 14
600	IMC GLOBAL INC	08/19/02	12/02/02	7,308 56	8,063 34	754 78-
200	IMC GLOBAL INC	08/19/02	12/02/02	2,436 18	2,687 78	251 60-
200	PROCTER & GAMBLE CO	07/01/02	12/03/02	16,621 41	18,111 84	1,490 43-
600	L-3 COMMUNICATIONS HLDGS INC	06/27/02	12/03/02	26,840 01	32,307 18	5,467 17-
500	NOKIA CORP	11/21/02	12/03/02	9,263 92	9,504 30	241 38-
700	NOKIA CORP	10/17/02	12/03/02	12,969 48	11,616 22	1,353 26
693	TIVO INC	10/08/02	12/04/02	3,532 52	2,487 87	1,044 65
1,730	EL PASO CORPORATION	10/09/02	12/04/02	12,134 88	9,277 99	2,856 89
2,739	EL PASO CORPORATION	10/09/02	12/04/02	19,212 39	14,689 26	4,523 13
7,750	SANMINA CORP	10/31/02	12/04/02	32,561 40	24,344 30	8,217 10
1,319	SANMINA CORP	11/19/02	12/04/02	5,541 74	4,028 23	1,513 51
360	SANMINA CORP	11/20/02	12/04/02	1,512 53	1,098 00	414 53
550	ACTION PERFORMANCE	03/28/02	12/04/02	11,909 83	27,261 85	15,352 02-
800	L-3 COMMUNICATIONS HLDGS INC	06/27/02	12/04/02	34,688 15	43,076 24	8,388 09-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
200	L-3 COMMUNICATIONS HLDGS INC	08/19/02	12/04/02	8,672 04	10,057 28	1,385 24-
100	L-3 COMMUNICATIONS HLDGS INC	08/19/02	12/04/02	4,336 02	5,028 64	692 62-
200	QUALCOMM CORP	10/21/02	12/04/02	7,972 45	7,343 08	629 37
200	CLEAR CHANNEL COMMUNICATIONS INC	12/18/01	12/04/02	8,129 85	9,585 02	1,455 17-
500	CLEAR CHANNEL COMMUNICATIONS INC	12/18/01	12/04/02	20,324 64	23,962 55	3,637 91-
100	INTERNATIONAL BUSINESS MACHINES CORP	10/21/02	12/04/02	8,324 73	7,532 28	792 45
200	INTERNATIONAL BUSINESS MACHINES CORP	11/21/02	12/04/02	16,649 46	16,659 50	10 04-
100	INTERNATIONAL BUSINESS MACHINES CORP	10/17/02	12/04/02	8,324 72	7,206 91	1,117 81
300	KOHL'S	07/29/02	12/05/02	18,141 62	20,232 69	2,091 07-
175,000	TBA FNMA 30 YR DTD 5% 12/1/2032	11/08/02	12/09/02	181,391 60	181,234 38	157 22
1,791,000	TBA FNMA 30 YR DTD 5% 12/1/2032	11/08/02	12/09/02	1,856,763 28	1,854,804 37	1,958 91
175,000	TBA FNMA 30 YR DTD 5% 12/1/2032	11/08/02	12/09/02	181,425 78	181,234 37	191 41
1,034,000	TBA FNMA 30 YR DTD 5% 12/1/2032	11/08/02	12/09/02	1,082,307 19	1,081,984 06	323 13
100,000	TBA FNMA 30 YR DTD 5% 12/1/2032	11/14/02	12/09/02	105,148 44	104,890 62	257 82
3,100	J C PENNEY CO INC	05/14/02	12/09/02	72,387 46	77,186 28	4,798 82-
2,000	J C PENNEY CO INC	05/10/02	12/09/02	46,701 58	45,149 40	1,552 18
800	HARLEY DAVIDSON INC	11/07/02	12/10/02	38,604 36	42,528 00	3,923 64-
600	MBNA CORP	02/26/02	12/10/02	12,127 13	13,404 00	1,276 87-
300	MEDTRONIC INC	02/26/02	12/10/02	13,790 31	13,367 79	422 52
800	MEDTRONIC INC	11/07/02	12/10/02	36,774 17	37,462 24	688 07-
2,670	DUKE ENERGY CORP	09/25/02	12/10/02	50,560 53	49,110 38	1,450 15
9,330	DUKE ENERGY CORP	09/25/02	12/10/02	176,677 81	171,205 50	5,472 31
300	DUKE ENERGY CORP	11/07/02	12/10/02	5,680 96	6,188 10	507 14-
200	CLEAR CHANNEL COMMUNICATIONS INC	12/18/01	12/10/02	7,888 16	9,585 02	1,696 86-
800	MICRON TECHNOLOGY INC	10/25/02	12/10/02	11,021 82	13,572 08	2,550 26-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

Gain/Loss period is short
 Disposal method is sale

8,285	PEABODY GLOBAL REAL ESTATE PARTNERS	08/23/02	12/11/02	8,285 00	8,285 00	0 00
100	JEFFERSON PILOT CORP	03/20/02	12/12/02	3,755 03	5,028 38	1,273 35-
3,632 72	SILVER LAKE PARTNERS L P	04/05/02	12/16/02	11,352 25	3,632 72	7,719 53
2,887	SOLECTRON CORP 7 25 %	12/20/01	12/16/02	33,922 67	72,175 00	38,252 33-
5,538	SOLECTRON CORP 7 25 %	12/20/01	12/16/02	65,072 30	138,450 00	73,377 70-
325	SOLECTRON CORP 7 25 %	02/26/02	12/16/02	3,818 80	7,745 89	3,927 09-
300	ALLTEL CORP	02/26/02	12/16/02	15,711 49	17,274 00	1,562 51-
300	ALLTEL CORP	11/07/02	12/16/02	15,711 48	15,030 27	681 21-
1,353	AMERISOURCEBERGEN CORP	05/30/02	12/16/02	76,229 78	106,669 44	30,439 66-
534	AMERISOURCEBERGEN CORP	05/29/02	12/16/02	30,086 25	42,008 71	11,922 46-
13	AMERISOURCEBERGEN CORP	05/30/02	12/16/02	732 44	1,024 91	292 47-
100	AMERISOURCEBERGEN CORP	11/07/02	12/16/02	5,634 13	7,135 00	1,500 87-
2,100	AMERISOURCEBERGEN CORP	11/19/02	12/16/02	118,316 73	121,086 00	2,769 27-
547	ANHUSER BUSCH COS INC	11/07/02	12/16/02	26,314 94	28,652 68	2,337 74-
800	APPLIED MATERIALS INC	02/26/02	12/16/02	11,042 79	17,664 00	6,621 21-
900	APPLIED MATERIALS INC	11/07/02	12/16/02	12,423 13	14,400 00	1,976 87-
1,876	BLACK & DECKER CORP	11/19/02	12/16/02	78,936 88	81,673 72	2,736 84-
1,650	C R BARD INC	04/02/02	12/16/02	93,380 58	98,049 11	4,668 53-
650	C R BARD INC	04/02/02	12/16/02	36,786 29	38,625 40	1,839 11-
2,700	C R BARD INC	10/31/02	12/16/02	152,804 59	151,990 02	814 57
2,508	CENTURYTEL INC	04/24/02	12/16/02	74,249 61	80,787 70	6,538 09-
1,592	CENTURYTEL INC	04/24/02	12/16/02	47,131 33	51,281 50	4,150 17-
300	CENTURYTEL INC	11/07/02	12/16/02	8,881 53	8,669 67	211 86
3,200	CENTURYTEL INC	11/19/02	12/16/02	94,736 34	95,507 20	770 86-
2,562	CHARTER ONE FINL INC	04/17/02	12/16/02	75,300 03	84,088 50	8,788 47-
1,533	CHARTER ONE FINL INC	04/17/02	12/16/02	45,056 58	50,315 25	5,253 67-
3,570	CHARTER ONE FINL INC	08/13/02	12/16/02	104,926 27	115,049 54	10,123 27-
100	CHARTER ONE FINL INC	11/07/02	12/16/02	2,939 11	2,981 00	41 89-
1,000	FED HOME LOAN MTG CORP	11/07/02	12/16/02	60,132 59	60,600 00	467 41-
1,000	FIRST DATA CORP	11/07/02	12/16/02	36,543 40	35,926 10	617 30
3,975	FIRST DATA CORP	04/12/02	12/16/02	145,260 01	165,722 91	20,462 90-
660	GENERAL DYNAMICS CORP	02/26/02	12/16/02	51,356 35	58,994 50	7,638 15-
1,240	GENERAL DYNAMICS CORP	02/26/02	12/16/02	96,487 69	110,838 14	14,350 45-
100	GENERAL DYNAMICS CORP	11/07/02	12/16/02	7,781 26	8,183 00	401 74-
500	JOHNSON CONTROLS	11/07/02	12/16/02	39,842 35	40,310 00	467 65-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHARFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,125	JOHNSON CONTROLS	07/18/02	12/16/02	169,329 99	166,927 04	2,402 95
2,310	KELLOGG CO	06/25/02	12/16/02	77,147 28	82,766 84	5,619 56-
1,090	KELLOGG CO	06/25/02	12/16/02	36,402 83	39,054 48	2,651 65-
3,500	KELLOGG CO	08/06/02	12/16/02	116,889 82	118,956 95	2,067 13-
10	KELLOGG CO	11/07/02	12/16/02	333 97	319 60	14 37-
90	KELLOGG CO	11/07/02	12/16/02	3,005 74	2,876 40	129 34
500	KIMBERLY CLARK CORP	11/07/02	12/16/02	23,393 89	25,351 20	1,957 31-
3,000	LEHMAN BROTHERS HLDGS	01/25/02	12/16/02	167,872 54	192,645 60	24,773 06-
300	LEHMAN BROTHERS HLDGS	02/26/02	12/16/02	16,787 25	16,908 00	120 75-
600	LEHMAN BROTHERS HLDGS	11/07/02	12/16/02	33,574 51	34,174 38	599 87-
1,089	LOCKHEED MARTIN CORP	03/04/02	12/16/02	54,193 10	62,188 11	7,995 01-
600	MCGRAW HILL INC	11/07/02	12/16/02	35,722 74	39,204 00	3,481 26-
300	NATIONWIDE FINANCIAL SERV	02/26/02	12/16/02	8,860 89	12,267 00	3,406 11-
400	-A NATIONWIDE FINANCIAL SERV	11/07/02	12/16/02	11,814 53	10,504 00	1,310 53
1,089	PINNACLE WEST CAP CORP	05/09/02	12/16/02	34,189 43	47,342 42	13,152 99-
111	PINNACLE WEST CAP CORP	05/09/02	12/16/02	3,484 87	4,825 54	1,340 67-
1,800	PINNACLE WEST CAP CORP	05/10/02	12/16/02	56,511 45	77,393 70	20,882 25-
300	PINNACLE WEST CAP CORP	11/07/02	12/16/02	9,418 58	8,685 00	733 58
3,036	SBC COMMUNICATIONS INC	11/15/02	12/16/02	82,270 38	75,355 95	6,914 43
200	SOUTHWEST AIRLINES	11/07/02	12/16/02	3,018 21	3,158 00	139 79-
200	SYSCO CORP	11/07/02	12/16/02	6,043 24	6,386 00	342 76-
2,447	SYSCO CORP	03/07/02	12/16/02	73,939 68	72,835 68	1,103 33
1,073	SYSCO CORP	03/07/02	12/16/02	32,421 97	31,938 17	483 80
4,300	SYSCO CORP	08/13/02	12/16/02	129,929 61	125,416 38	4,513 23
331	TARGET CORP	11/07/02	12/16/02	10,393 75	10,209 66	184 09
500	UNITE PARCEL SERVICE - CL B	11/07/02	12/16/02	32,100 63	30,868 00	1,232 63
300	UNITE PARCEL SERVICE - CL B	02/26/02	12/16/02	19,260 38	17,179 80	2,080 58
100	UNITE TECHNOLOGIES CORP	02/26/02	12/16/02	6,119 41	7,121 00	1,001 59-
250	UNITE TECHNOLOGIES CORP	03/04/02	12/16/02	15,298 51	18,945 10	3,646 59-
675	UNITE TECHNOLOGIES CORP	02/19/02	12/16/02	41,305 99	46,467 41	5,161 42-
1,848	WAL MART STORES INC	03/04/02	12/16/02	95,197 96	115,996 93	20,798 97-
852	WAL MART STORES INC	03/04/02	12/16/02	43,889 97	53,479 10	9,589 13-
2,600	WAL MART STORES INC	05/16/02	12/16/02	133,936 52	151,845 72	17,909 20-
300	WAL MART STORES INC	11/07/02	12/16/02	15,454 21	16,176 00	721 79-
100	WELLPOINT HEALTH NETWORKS	11/07/02	12/16/02	7,013 55	7,881 00	867 45-
300	WELLPOINT HEALTH NETWORKS	04/04/02	12/16/02	21,040 65	19,494 51	1,546 14
2,112	AIR PRODUCTS & CHEMICALS INC	05/16/02	12/16/02	91,290 98	109,819 35	18,528 37-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
800	ALCOA INC	02/26/02	12/16/02	19,218 78	30,048 00	10,829 22-
900	ALCOA INC	11/07/02	12/16/02	21,621 13	21,177 00	444 13
1,155	HOME DEPOT INC	06/18/02	12/16/02	30,932 39	44,299 79	13,367 40-
2,500	TJX COS INC	05/10/02	12/16/02	50,539 47	54,223 75	3,684 28-
1,000	TJX COS INC	11/07/02	12/16/02	20,215 79	20,955 20	739 41-
1,846	TJX COS INC	05/13/02	12/16/02	37,318 35	38,343 64	1,025 29-
275	TJX COS INC	05/13/02	12/16/02	5,559 34	5,712 08	152 74-
278	PROCTER & GAMBLE CO	11/07/02	12/16/02	24,287 73	24,482 90	195 17-
726	BANK OF AMERICA CORP	03/19/02	12/16/02	50,384 40	50,439 43	55 03-
1,400	THE PMI GROUP INC	11/07/02	12/16/02	42,408 78	42,108 92	299 86-
3,168	WASHINGTON MUTUAL INC	04/24/02	12/16/02	114,644 56	118,489 22	3,844 66-
3,504	WASHINGTON MUTUAL INC	02/11/02	12/16/02	126,803 83	114,538 75	12,265 08
1,596	WASHINGTON MUTUAL INC	02/19/02	12/16/02	57,756 54	51,857 55	5,898 99
300	WASHINGTON MUTUAL INC	02/26/02	12/16/02	10,856 49	9,792 00	1,064 49
432	WASHINGTON MUTUAL INC	04/24/02	12/16/02	15,633 35	16,157 62	524 27-
600	WASHINGTON MUTUAL INC	11/07/02	12/16/02	21,712 99	21,672 00	40 99
617	KV PHARMACEUTICAL CO-CL A	12/17/01	12/16/02	13,539 59	16,459 03	2,919 44-
523	KV PHARMACEUTICAL CO-CL A	12/18/01	12/16/02	11,476 84	13,885 65	2,408 81-
200	IMC GLOBAL INC	08/19/02	12/16/02	2,267 91	2,687 78	419 87-
600	AGILENT TECHNOLOGIES INC	11/07/02	12/16/02	10,445 44	8,790 00	1,655 44
307	CABLEVISION SYSTEMS - CL A	03/19/02	12/16/02	4,931 53	7,004 50	2,072 97-
2,706	TALISMAN ENERGY	10/31/02	12/16/02	98,630 19	98,814 19	184 00-
1,194	TALISMAN ENERGY	10/31/02	12/16/02	43,519 75	43,600 94	81 19-
1,653	TALISMAN ENERGY	11/18/02	12/16/02	60,249 70	58,192 05	2,057 65
2,647	TALISMAN ENERGY	11/19/02	12/16/02	96,479 72	93,408 92	3,070 80
25	KV PHARMACEUTICAL CO-CL A	12/18/01	12/17/02	554 79	663 75	108 96-
570	GLIMCHER REALTY TRUST	05/22/02	12/17/02	10,376 82	10,961 10	584 28-
300	IMC GLOBAL INC	08/19/02	12/17/02	3,359 84	4,031 67	671 83-
700	IMC GLOBAL INC	08/16/02	12/17/02	7,839 62	9,232 65	1,393 03-
100	ELECTRONIC ARTS	10/24/02	12/17/02	5,731 62	6,815 80	1,084 18-
200	ELECTRONIC ARTS	10/25/02	12/17/02	11,463 23	13,380 64	1,917 41-
1,648	NORTHWESTERN CORPORATION	10/03/02	12/18/02	8,770 05	14,518 88	5,748 83-
3,172	NORTHWESTERN CORPORATION	10/02/02	12/18/02	16,880 23	27,755 00	10,874 77-
840	ALLIANT ENERGY CORP	05/22/02	12/18/02	12,950 14	23,297 90	10,347 76-

CONFIDENTIAL

Gain/Loss period is short disposal method sale

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
100	ELECTRONIC ARTS	10/25/02	12/18/02	5,669 24	6,690 32	1,021 08-
400	ELECTRONIC ARTS	10/10/02	12/18/02	22,676 95	26,342 92	3,665 97-
400	MICRON TECHNOLOGY INC	10/25/02	12/18/02	4,379 86	6,786 04	2,406 18-
500	ELECTRONIC ARTS	10/10/02	12/18/02	28,595 28	32,928 65	4,333 37-
1,200	MICRON TECHNOLOGY INC	10/25/02	12/18/02	12,317 62	20,358 12	8,040 50-
200	MICRON TECHNOLOGY INC	10/25/02	12/18/02	2,052 94	3,393 02	1,340 08-
600	MICRON TECHNOLOGY INC	10/25/02	12/18/02	6,332 02	10,179 06	3,847 04-
200	IMC GLOBAL INC	08/14/02	12/18/02	2,190 15	2,508 14	317 99-
700	IMC GLOBAL INC	08/16/02	12/18/02	7,665 53	9,232 65	1,567 12-
400	IMC GLOBAL INC	08/13/02	12/18/02	4,380 31	4,874 60	494 29-
28,891	DLJ REAL ESTATE CAPITAL PARTNERS II L P	06/27/02	12/19/02	36,492 97	28,891 00	7,601 97
900	NOKIA CORP	10/17/02	12/19/02	14,514 67	14,935 14	420 47-
800	IMC GLOBAL INC	08/13/02	12/19/02	8,726 46	9,749 20	1,022 74-
200	IMC GLOBAL INC	08/14/02	12/19/02	2,181 61	2,426 18	244 57-
1,200	MICRON TECHNOLOGY INC	10/25/02	12/19/02	11,998 43	20,358 12	8,359 69-
500	MICRON TECHNOLOGY INC	10/25/02	12/19/02	4,995 99	8,482 55	3,486 56-
1,300	NOKIA CORP	10/17/02	12/19/02	20,965 63	21,572 98	607 35-
2,300	NOKIA CORP	10/17/02	12/19/02	37,093 05	38,167 58	1,074 53-
17,037	DOUGHTY HANSON & CO EUROPEAN REAL EST	01/02/02	12/20/02	17,402 01	17,037 00	365 01
5,600	BANKNORTH GROUP INC	07/11/02	12/20/02	126,388 18	138,709 20	12,321 02-
2,000	BANKNORTH GROUP INC	02/06/02	12/20/02	45,138 63	46,895 00	1,756 37-
2,775	WYETH	06/13/02	12/20/02	104,743 10	145,755 49	41,012 39-
2,150	WYETH	07/24/02	12/20/02	81,152 31	70,816 05	10,336 26
1,100	WYETH	07/30/02	12/20/02	41,519 79	42,952 36	1,432 57-
4,075	WYETH	12/16/02	12/20/02	153,811 94	157,175 60	3,363 66-
400	IMC GLOBAL INC	08/14/02	12/20/02	4,350 38	4,852 36	501 98-
1,404 3	DLJ MERCHANT BANKING III LP	06/19/02	12/27/02	1,404 30	1,404 30	0 00
100	MICHAELS STORES INC	10/10/02	12/27/02	3,117 67	3,991 86	874 19-
100	MICHAELS STORES INC	10/08/02	12/27/02	3,117 66	3,979 52	861 86-
200	MICHAELS STORES INC	10/10/02	12/26/02	6,409 06	7,983 72	1,574 66-
400	MICHAELS STORES INC	11/27/02	12/31/02	12,469 22	14,749 96	2,280 74-
4,965	JAFECO AMERICA TECHNOLOGY FD III LP	07/15/02	12/31/02	4,715 56	4,965 00	249 44-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-62234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

100	MICHAELS STORES INC	10/08/02	12/30/02	3,082 41	3,979 52	897 11-
200	MICHAELS STORES INC	10/09/02	12/30/02	6,164 81	7,956 24	1,791 43-
200	MICHAELS STORES INC	10/09/02	12/30/02	6,162 81	7,956 24	1,793 43-
1,000	MICHAELS STORES INC	10/09/02	12/30/02	30,809 87	39,781 20	8,971 33-
600	MICHAELS STORES INC	12/03/02	12/30/02	18,485 92	22,696 98	4,211 06-
14,540	WESTBROOK REAL ESTATE FUND III L P	07/05/02	12/30/02	17,349 31	14,540 00	2,809 31
28,579 54	DLJ MERCHANT BANKING III LP	06/19/02	12/30/02	28,757 50	28,579 54	177 96
100	MICHAELS STORES INC	10/08/02	12/30/02	3,082 41	3,979 52	897 11-
200	MICHAELS STORES INC	10/09/02	12/30/02	6,164 81	7,956 24	1,791 43-
200	MICHAELS STORES INC	10/09/02	12/30/02	6,162 81	7,956 24	1,793 43-
1,000	MICHAELS STORES INC	10/09/02	12/30/02	30,809 87	39,781 20	8,971 33-
600	MICHAELS STORES INC	12/03/02	12/30/02	18,485 92	22,696 98	4,211 06-
14,540	WESTBROOK REAL ESTATE FUND III L P	07/05/02	12/30/02	17,349 31	14,540 00	2,809 31
28,579 54	DLJ MERCHANT BANKING III LP	06/19/02	12/30/02	28,757 50	28,579 54	177 96

Gain/Loss period is short Disposal method is sale						
28,579 54	DLJ MERCHANT BANKING III LP	06/19/02	12/30/02	28,757 50	28,579 54	177 96
100	MICHAELS STORES INC	10/08/02	12/30/02	3,082 41	3,979 52	897 11-
200	MICHAELS STORES INC	10/09/02	12/30/02	6,164 81	7,956 24	1,791 43-
200	MICHAELS STORES INC	10/09/02	12/30/02	6,162 81	7,956 24	1,793 43-
1,000	MICHAELS STORES INC	10/09/02	12/30/02	30,809 87	39,781 20	8,971 33-
600	MICHAELS STORES INC	12/03/02	12/30/02	18,485 92	22,696 98	4,211 06-
14,540	WESTBROOK REAL ESTATE FUND III L P	07/05/02	12/30/02	17,349 31	14,540 00	2,809 31
28,579 54	DLJ MERCHANT BANKING III LP	06/19/02	12/30/02	28,757 50	28,579 54	177 96

Total for disposal method sale						
86,766,505 38				87,927,459 14	95,624,353 34	7,696,854 20-

Total for gain/loss period short						
86,766,505 38				87,927,459 14	95,624,353 34	7,696,854 20-

Gain/Loss period is long Disposal method is redemption						

0	FHLMC GOLD #C00109 DTD	03/30/92	01/15/02	5,039 94	4,993 26	46 68
0	FHLMC GOLD #B70037 DTD	04/16/93	01/15/02	109 55	118 95	9 40-
0	GNMA #325146 DTD 6/1/1992	05/21/98	01/15/02	8,790 35	9,084 28	293 93-
0	GNMA #298598 DTD 7 5% 5/15/2022	03/14/94	01/15/02	14,835 46	15,637 88	802 42-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	01/15/02	316 49	336 37	19 88-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	01/15/02	659 49	680 09	20 60-
0	GNMA #366782 DTD 5/1/1994	01/24/95	01/15/02	16,100 93	14,425 43	1,675 50
0	FHLMC GOLD #D65025 DTD 7% 5/15/2024	07/10/96	01/15/02	128 95	134 59	5 64-
0	FHLMC GOLD #A01668 DTD 10/1/1995 9% 5/1/2025	12/05/96	01/15/02	1,716 63	1,788 78	72 15-
0	FHLMC GOLD #G00802 DTD 12/1/1996 8 25% 5/1/2017	11/03/97	01/15/02	54,051 50	53,139 38	912 12
0	FHLMC GOLD #G00803 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	01/15/02	16,454 01	16,875 64	421 63-
0	FHLMC GOLD #G00804 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	01/15/02	11,196 94	11,728 80	531 86-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FHLMC GOLD #G00805 DTD	11/03/97	01/15/02	780 72	828 91	48 19-
0	FHLMC #555359 DTD	11/03/97	01/15/02	1,132 73	1,131 32	1 41
0	FHLMC GOLD #D78101 DTD	01/12/99	01/15/02	26,236 60	27,515 63	1,279 03-
0	GNMA #451439 DTD	06/15/00	01/15/02	75,020 63	74,786 19	234 44
0	FHLMC #166121 DTD	07/25/94	01/25/02	7,664 05	7,892 77	228 72-
0	FHLMC #288864 DTD	06/22/94	01/25/02	13 67	13 60	0 07
0	FHLMC #22355 DTD	04/25/95	01/25/02	342 51	338 29	4 22
0	FHLMC #316218 DTD	06/21/95	01/25/02	39 39	38 39	1 00
0	FHLMC #44097 DTD	12/05/96	01/25/02	4,495 41	4,508 76	13 35-
0	FHLMC #363680 DTD	08/21/96	01/25/02	12,738 94	12,854 38	115 44-
0	FHLMC #1405 DTD	12/05/96	01/25/02	656 01	654 57	1 44
0	FHLMC #368076 DTD	12/09/96	01/25/02	8,634 65	8,796 55	161 90-
0	FHLMC #365834 DTD	12/05/96	01/25/02	5,503 30	5,547 59	44 29-
0	FHLMC #313799 DTD	10/17/97	01/25/02	1,817 34	1,940 15	122 81-
0	FHLMC #313800 DTD	10/17/97	01/25/02	5,749 30	6,096 73	347 43-
0	FHLMC #313800 DTD	05/21/98	01/25/02	2,867 46	3,028 75	161 29-
0	FHLMC #313801 DTD	10/17/97	01/25/02	707 79	743 48	35 69-
0	FHLMC #313807 DTD	10/17/97	01/25/02	3,545 77	3,656 99	111 22-
0	FHLMC #313807 DTD	05/21/98	01/25/02	13,497 77	14,062 99	565 22-
0	FHLMC #313811 DTD	10/17/97	01/25/02	1,982 22	2,004 91	22 69-

CONFIDENTIAL

Gain/loss period is long disposal method is redemption

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #313814 DTD 10/17/97 01/25/02	10/17/97	01/25/02	105 39	104 88	0 51
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/1/1997	01/25/02	717 01	716 79	0 22
0	FNMA #505681 DTD 08/21/99 01/25/02	08/21/99	01/25/02	161 65	151 50	10 15
0	FNMA #504754 DTD 08/21/99 01/25/02	08/21/99	01/25/02	6,341 66	5,943 32	398 34
0	FNMA #505404 DTD 08/21/99 01/25/02	08/21/99	01/25/02	156 37	146 54	9 83
0	FNMA #499945 DTD 08/21/99 01/25/02	08/21/99	01/25/02	183 03	171 53	11 50
0	FNMA #497970 DTD 08/21/99 01/25/02	08/21/99	01/25/02	4,151 78	3,890 99	260 79
0	FNMA #489130 DTD 08/21/99 01/25/02	08/21/99	01/25/02	8,739 11	8,190 18	548 93
0	FNMA #495967 DTD 09/14/99 01/25/02	09/14/99	01/25/02	4,670 15	4,569 45	100 70
0	FNMA #511891 DTD 09/13/99 01/25/02	09/13/99	01/25/02	12,539 63	12,269 24	270 39
0	FNMA #508697 DTD 08/1/1999 10/07/99 01/25/02	08/1/1999	10/07/99	670 15	620 31	49 84
0	FNMA #490056 DTD 03/1/1999 10/07/99 01/25/02	03/1/1999	10/07/99	592 97	548 87	44 10
0	BEAR STEARNS 95-1 1A DTD 04/06/95 01/25/02	04/06/95	01/25/02	68,348 81	64,473 10	3,875 71
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	4/1/1995	01/25/02	18,373 34	18,092 00	281 34
0	GE CAP MTG SVC 1994-17 4/1/1995 6 47% 5/25/2010	08/09/00	01/25/02	94,175 80	88,436 96	5,738 84
0	A10 DTD 5/1/1994 7% 5/25/2024	02/25/98	01/25/02	40,263 61	39,999 38	264 23
0	COUNTRYWIDE 6 5 6/25/13 DTD 4/1/1998 6 5%	12/11/97	01/25/02	21,809 22	21,693 36	115 86
0	CHASE 1993-M A5 DTD 6/25/2013	11/1/1993	6 25%			
0	FNMA #506509 DTD 7/1/1999 11/07/99 01/26/02	7/1/1999	11/07/99	45 80	45 73	0 07

Gain/Loss period is long
 Disposal method redemption

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHARFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-62234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

0	FHLMC GOLD #C00109 DTD	03/30/92	02/15/02	4,317 99	4,277 99	40 00
0	FHLMC GOLD #B70037 DTD	04/16/93	02/15/02	110 51	119 99	9 48-
0	FHLMC GOLD #325146 DTD	05/21/98	02/15/02	1,455 37	1,504 03	48 66-
0	GNMA #298598 DTD	03/14/94	02/15/02	8,266 23	8,713 34	447 11-
0	GNMA #298598 DTD	01/28/98	02/15/02	176 35	187 42	11 07-
0	GNMA #298598 DTD	10/18/00	02/15/02	367 46	378 94	11 48-
0	GNMA #366782 DTD	01/24/95	02/15/02	17,553 44	15,726 78	1,826 66
0	FHLMC GOLD #D65025 DTD	07/10/96	02/15/02	125 92	131 43	5 51-
0	FHLMC GOLD #A01668 DTD	12/05/96	02/15/02	563 32	587 00	23 68-
0	FHLMC GOLD #G00802 DTD	11/03/97	02/15/02	47,392 84	46,593 08	799 76
0	FHLMC GOLD #G00804 DTD	11/03/97	02/15/02	16,841 36	17,641 33	799 97-
0	FHLMC GOLD #G00803 DTD	11/03/97	02/15/02	15,601 28	16,001 06	399 78-
0	FHLMC GOLD #G00805 DTD	11/03/97	02/15/02	892 90	948 01	55 11-
0	FHLMC #555359 DTD	11/03/97	02/15/02	1,010 68	1,009 42	1 26
0	FHLMC GOLD #D78101 DTD	01/12/99	02/15/02	331 00	347 14	16 14-
0	GNMA #451439 DTD	06/15/00	02/15/02	75,044 55	74,810 03	234 52
0	FHLMC #166121 DTD	07/25/94	02/25/02	23,108 71	23,798 36	689 65-
0	FHLMC #288864 DTD	06/22/94	02/25/02	13 77	13 69	0 08
0	FHLMC #22355 DTD	04/25/95	02/25/02	226 24	223 45	2 79
0	FHLMC #316218 DTD	06/21/95	02/25/02	61 54	59 98	1 56

CONFIDENTIAL

Gain/loss period is long
 Disposal method is redemption

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #44097 DTD 6/1/1991	12/05/96	02/25/02	4,302 81	4,315 59	12 78-
0	FNMA #363680 DTD 6 5% 12/1/2003	08/21/96	02/25/02	30,245 81	30,519 91	274 10-
0	FNMA #1405 DTD 1/1/1983	12/05/96	02/25/02	587 17	585 89	1 28
0	FNMA #365834 DTD 6 25% 4/1/2004	12/05/96	02/25/02	16,990 48	17,127 20	136 72-
0	FNMA #368076 DTD 12/1/1996 8% 12/1/2026	12/09/96	02/25/02	112 17	114 27	2 10-
0	FNMA #313799 DTD 12/1/1996 8% 11/1/2025	10/17/97	02/25/02	1,189 58	1,269 96	80 38-
0	FNMA #313800 DTD 10/1/1997 8 5% 1/1/2025	10/17/97	02/25/02	9,686 64	10,271 99	585 35-
0	FNMA #313801 DTD 10/1/1997 8 5% 8/1/2019	05/21/98	02/25/02	4,831 19	5,102 95	271 76-
0	FNMA #313801 DTD 10/1/1997 8 5% 1/1/2012	10/17/97	02/25/02	780 40	819 76	39 36-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	10/17/97	02/25/02	1,178 68	1,215 65	36 97-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98	02/25/02	4,486 90	4,674 79	187 89-
0	FNMA #313811 DTD 10/1/1997 7% 3/1/2012	10/17/97	02/25/02	1,934 32	1,956 46	22 14-
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97	02/25/02	95 73	95 27	0 46
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97	02/25/02	911 39	911 11	0 28
0	FNMA #505681 DTD 7/1/1999 6 5% 1/1/2029	08/21/99	02/25/02	6,337 03	5,938 98	398 05
0	FNMA #504754 DTD 7/1/1999 6 5% 7/1/2029	08/21/99	02/25/02	2,605 89	2,442 21	163 68
0	FNMA #499945 DTD 7/1/1999 6 5% 7/1/2029	08/21/99	02/25/02	6,259 71	5,866 52	393 19
0	FNMA #489130 DTD 7/1/1999 6 5% 7/1/2029	08/21/99	02/25/02	117 98	110 57	7 41
0	FNMA #497970 DTD 7/1/1999 6 5% 7/1/2029	08/21/99	02/25/02	3,283 99	3,077 72	205 27
0	FNMA #495967 DTD 10/1/1999 7% 11/1/2029	09/14/99	02/25/02	4,340 58	4,246 99	93 59

CONFIDENTIAL

Gain/Loss period is long
 Disposal method redemption

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #511891 DTD 9/1/1999 09/13/99 02/25/02	9/1/1999	09/13/99	245 65	240 35	5 30
0	FNMA #508697 DTD 8/1/1999 10/07/99 02/25/02	8/1/1999	10/07/99	5,095 81	4,716 81	379 00
0	FNMA #490056 DTD 3/1/1999 10/07/99 02/25/02	3/1/1999	10/07/99	578 75	535 71	43 04
0	COUNTRYWIDE 6 5 6/25/13	02/25/98	02/25/98	21,263 67	21,124 13	139 54
0	GE CAP MTG SVC 1994-17	08/09/00	02/25/02	69,538 56	65,301 06	4,237 50
0	CHASE 1993-M AS DTD	12/11/97	02/25/02	21,045 66	20,933 85	111 81
0	BEAR STEARNS 95-1 1A DTD	04/06/95	02/25/02	49,284 05	46,489 40	2,794 65
0	BEAR STEARNS 95-1 1A DTD	12/19/96	02/25/02	13,248 40	13,045 54	202 86
0	FNMA #506509 DTD 7/1/1999 11/07/99 02/26/02	7/1/1999	11/07/99	418 38	417 73	0 65
0	FHLMC GOLD #C00109 DTD	03/30/92	03/15/02	4,631 39	4,588 49	42 90
0	FHLMC GOLD #B70037 DTD	04/16/93	03/15/02	111 26	120 81	9 55-
0	GNMA #325146 DTD 6/1/1992	05/21/98	03/15/02	155 57	160 77	5 20-
0	GNMA #298598 DTD	03/14/94	03/15/02	3,493 75	3,682 72	188 97-
0	GNMA #298598 DTD	01/28/98	03/15/02	74 53	79 21	4 68-
0	GNMA #298598 DTD	10/18/00	03/15/02	155 31	160 16	4 85-
0	GNMA #366782 DTD 5/1/1994	01/24/95	03/15/02	5,124 06	4,590 84	533 22
0	FHLMC GOLD #D65025 DTD	07/10/96	03/15/02	139 63	145 74	6 11-
0	FHLMC GOLD #A01668 DTD	12/05/96	03/15/02	1,081 66	1,127 12	45 46-

CONFIDENTIAL

Gain/loss period is long disposal method redemption

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FHLMC GOLD #G00802 DTD	11/03/97	03/15/02	49,398 68	48,565 08	833 60
0	FHLMC GOLD #G00804 DTD	11/03/97	03/15/02	15,459 29	16,193 61	734 32-
0	FHLMC GOLD #G00803 DTD	11/03/97	03/15/02	15,797 14	16,201 94	404 80-
0	FHLMC GOLD #G00805 DTD	11/03/97	03/15/02	1,010 87	1,073 26	62 39-
0	FHLMC #555359 DTD	11/03/97	03/15/02	815 05	814 03	1 02
0	FHLMC GOLD #D78101 DTD	01/12/99	03/15/02	300 40	315 04	14 64-
0	GNMA #451439 DTD	06/15/00	03/15/02	92,485 10	92,196 08	289 02
0	FNMA #166121 DTD	07/25/94	03/25/02	592 44	610 12	17 68-
0	FNMA #288864 DTD	06/22/94	03/25/02	13 87	13 79	0 08
0	FNMA #22355 DTD	04/25/95	03/25/02	175 44	173 28	2 16
0	FNMA #316218 DTD	06/21/95	03/25/02	19 10	18 62	0 48
0	FNMA #44097 DTD	12/05/96	03/25/02	4,487 97	4,501 29	13 32-
0	FNMA #363680 DTD	08/21/96	03/25/02	22,270 13	22,471 95	201 82-
0	FNMA #1405 DTD	12/05/96	03/25/02	446 76	445 78	0 98
0	FNMA #368076 DTD	12/09/96	03/25/02	112 96	115 08	2 12-
0	FNMA #365834 DTD	12/05/96	03/25/02	2,420 75	2,440 23	19 48-
0	FNMA #313799 DTD	10/17/97	03/25/02	1,312 35	1,401 04	83 69-
0	FNMA #313800 DTD	10/17/97	03/25/02	5,383 40	5,708 72	325 32-
0	FNMA #313800 DTD	05/21/98	03/25/02	2,684 97	2,835 99	151 02-
0	FNMA #313801 DTD	10/17/97	03/25/02	1,195 95	1,256 26	60 31-

CONFIDENTIAL

Gain/loss period is long disposal method redemption

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	10/17/97	03/25/02	639 78	659 85	20 07-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98	03/25/02	2,435 47	2,537 46	1C1 99-
0	FNMA #313811 DTD 10/1/1997 7% 3/1/2012	10/17/97	03/25/02	1,256 02	1,270 39	14 37-
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97	03/25/02	447 39	445 24	2 15
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97	03/25/02	611 93	611 73	0 20
0	FNMA #505681 DTD 7/1/1999 08/21/99 03/25/02	08/21/99	03/25/02	158 32	148 38	9 94
0	FNMA #505404 DTD 7/1/1999 08/21/99 03/25/02	08/21/99	03/25/02	205 50	192 59	12 91
0	FNMA #49945 DTD 7/1/1999 08/21/99 03/25/02	08/21/99	03/25/02	186 95	175 20	11 75
0	FNMA #497970 DTD 7/1/1999 08/21/99 03/25/02	08/21/99	03/25/02	176 75	165 65	11 10
0	FNMA #489130 DTD 7/1/1999 08/21/99 03/25/02	08/21/99	03/25/02	131 17	122 93	8 24
0	FNMA #504754 DTD 7/1/1999 08/21/99 03/25/02	08/21/99	03/25/02	13,236 60	12,405 17	831 43
0	FNMA #495967 DTD 09/14/99 03/25/02	09/14/99	03/25/02	3,509 60	3,433 92	75 68
0	FNMA #511891 DTD 9/13/99 03/25/02	09/13/99	03/25/02	242 65	237 42	5 23
0	FNMA #508697 DTD 8/1/1999 10/07/99 03/25/02	08/1/1999	10/07/99	113 21	104 79	8 42
0	FNMA #490056 DTD 3/1/1999 10/07/99 03/25/02	03/1/1999	10/07/99	581 89	538 61	43 28
0	COUNTRYWIDE 6 5 6/25/13 DTD 4/1/1998 6 5% 6/25/2013	02/25/98	03/25/02	25,544 61	25,376 97	167 64
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	04/06/95	03/25/02	39,036 47	36,822 91	2,213 56
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96	03/25/02	10,493 68	10,332 99	160 69
0	GE CAP MTC SVC 1994-17 A10 DTD 5/1/1994 7%	08/09/00	03/25/02	76,490 57	71,829 43	4,661 14

CONFIDENTIAL

Gain/loss period as long disposal method redemption

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	CHASE 1993-M A5 DTD 11/1/1993 6 25% 11/25/2009	12/11/97	03/25/02	20,307 80	20,199 92	107 88
0	GMAC MTG CORP LN TR SER 2001HLTI CL A12 DTD 1/1/2001 6 04% 9/25/2026	01/19/01	03/25/02	216,871 71	216,848 46	23 25
0	FNMA #506509 DTD 7/1/1999 7 5% 7/1/2029	11/07/99	03/26/02	446 48	445 78	0 70
0	FHLMC GOLD #C00109 DTD 4/1/1992 8% 4/1/2022	03/30/92	04/15/02	4,181 01	4,142 28	38 73
0	FHLMC GOLD #B70037 DTD 12/1/1991 9 5% 6/1/2020	04/16/93	04/15/02	6,431 06	6,982 72	551 66
0	GNMA #325146 DTD 6/1/1992 7 5% 5/15/2022	05/21/98	04/15/02	3,661 55	3,783 99	122 44
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	03/14/94	04/15/02	19,017 21	20,045 82	1,028 61
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	04/15/02	405 70	431 18	25 48
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	04/15/02	845 38	871 79	26 41
0	GNMA #366782 DTD 5/1/1994 7% 5/15/2024	01/24/95	04/15/02	20,693 42	18,540 01	2,153 41
0	FHLMC GOLD #D65025 DTD 10/1/1995 9% 5/1/2025	07/10/96	04/15/02	2,196 82	2,292 93	96 11
0	FHLMC GOLD #A01668 DTD 12/1/1996 8 25% 5/1/2017	12/05/96	04/15/02	964 04	1,004 56	40 52
0	FHLMC GOLD #G00802 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	04/15/02	27,887 30	27,416 70	470 60
0	FHLMC GOLD #G00804 DTD 11/1/1997 8% 6/1/2020	11/03/97	04/15/02	16,458 43	17,240 21	781 78
0	FHLMC GOLD #G00803 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	04/15/02	12,128 10	12,438 89	310 79
0	FHLMC GOLD #G00805 DTD 11/1/1997 8 5% 6/1/2021	11/03/97	04/15/02	1,013 53	1,076 08	62 55
0	FHLMC #555359 DTD 11/1/1997 6 5% 4/1/2008	11/03/97	04/15/02	904 23	903 10	1 13
0	FHLMC GOLD #D78101 DTD 2/1/1997 8 5% 2/1/2027	01/12/99	04/15/02	326 00	341 89	15 89
0	GNMA #451439 DTD 9/1/1997 7 5% 9/15/2027	06/15/00	04/15/02	43,044 12	42,909 61	134 51

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHARFFY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

Gain/loss period is long
 Disposal method redemption

0	FNMA #166121 DTD 7/1/1992 07/25/94 04/25/02	597 29	615 11	17 82-
0	9% 6/1/2020			
0	FNMA #288864 DTD 7/1/1994 06/22/94 04/25/02	13 96	13 89	0 07
0	8% 7/1/2024			
0	FNMA #22355 DTD 12/1/1985 04/25/95 04/25/02	284 59	281 08	3 51
0	6 75% 1/1/2004			
0	FNMA #316218 DTD 6/1/1995 06/21/95 04/25/02	19 22	18 74	0 48
0	6 5% 8/1/2007			
0	FNMA #44097 DTD 6/1/1991 12/05/96 04/25/02	4,332 92	4,345 78	12 86-
0	6 5% 12/1/2003			
0	FNMA #363680 DTD 08/21/96 04/25/02	7,445 54	7,513 02	67 48-
0	11/1/1996 8% 11/1/2026			
0	FNMA #1405 DTD 1/1/1983	291 92	291 28	0 64
0	6 25% 4/1/2004			
0	FNMA #368076 DTD 12/09/96 04/25/02	119 00	121 23	2 23-
0	12/1/1996 8% 11/1/2025			
0	FNMA #365834 DTD 12/1/1996 8% 12/1/2026	9,409 58	9,485 30	75 72-
0	FNMA #313799 DTD 10/17/97 04/25/02	1,996 84	2,131 78	134 94-
0	10/1/1997 8 5% 1/1/2025			
0	FNMA #313800 DTD 10/17/97 04/25/02	5,405 74	5,732 41	326 67-
0	10/1/1997 8 5% 8/1/2019			
0	FNMA #313800 DTD 05/21/98 04/25/02	2,696 11	2,847 76	151 65-
0	10/1/1997 8 5% 8/1/2019			
0	FNMA #313801 DTD 10/17/97 04/25/02	689 07	723 82	34 75-
0	10/1/1997 8 5% 1/1/2012			
0	FNMA #313807 DTD 10/17/97 04/25/02	731 69	754 64	22 95-
0	10/1/1997 7 5% 2/1/2023			
0	FNMA #313807 DTD 05/21/98 04/25/02	2,785 33	2,901 97	116 64-
0	10/1/1997 7 5% 2/1/2023			
0	FNMA #313811 DTD 10/17/97 04/25/02	2,900 17	2,933 36	33 19-
0	10/1/1997 7% 3/1/2012			
0	FNMA #313814 DTD 10/17/97 04/25/02	89 65	89 22	0 43
0	10/1/1997 6 5% 6/1/2021			
0	FNMA #313815 DTD 10/17/97 04/25/02	639 75	639 55	0 20
0	10/1/1997 6 5% 1/1/2011			
0	FNMA #505681 DTD 7/1/1999 08/21/99 04/25/02	146 55	137 34	9 21
0	6 5% 7/1/2029			
0	FNMA #505404 DTD 7/1/1999 08/21/99 04/25/02	2,267 65	2,125 21	142 44
0	6 5% 7/1/2029			

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

0	FNMA #49945 DTD 7/1/1999 08/21/99 04/25/02	4,380 09	4,104 97	275 12
0	FNMA #497970 DTD 7/1/1999 08/21/99 04/25/02	157 93	148 01	9 92
0	FNMA #489130 DTD 7/1/1999 08/21/99 04/25/02	1,261 03	1,181 82	79 21
0	FNMA #504754 DTD 7/1/1999 08/21/99 04/25/02	10,022 89	9,393 33	629 56
0	FNMA #495967 DTD 7/1/2029	9,558 67	9,352 56	206 11
0	FNMA #511891 DTD 9/1/1999 09/13/99 04/25/02	254 31	248 83	5 48
0	FNMA #508697 DTD 8/1/1999 10/07/99 04/25/02	6,214 37	5,752 17	462 20
0	FNMA #49056 DTD 3/1/1999 10/07/99 04/25/02	65,298 51	60,441 94	4,856 57
0	COUNTRYWIDE 6 5 6/25/13 DTD 4/1/1998 6 5%	27,663 12	27,481 58	181 54
0	GMAC MTG CORP LN TR SER 2001HLTI CL A12 DTD 1/1/2001 6 04% 9/25/2026	325,664 82	325,629 91	34 91
0	CHASE 1993-M A5 DTD 11/1/1993 6 25%	19,594 81	19,490 71	104 10
0	GE CAP MTG SVC 1994-17 11/25/2009	73,196 17	68,735 78	4,460 39
0	BEAR STEARNS 95-1 1A DTD 04/06/95 04/25/02	22,960 49	21,658 52	1,301 97
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	6,172 18	6,077 66	94 52
0	FNMA #506509 DTD 7/1/1999 11/07/99 04/26/02	34 93	34 87	0 06
0	FHLMC GOLD #C00109 DTD 03/30/92 05/15/02	3,548 34	3,515 47	32 87
0	FHLMC GOLD #B70037 DTD 04/16/93 05/15/02	65 94	71 60	5 66-
0	GNMA #325146 DTD 6/1/1992 05/21/98 05/15/02	1,164 99	1,203 94	38 95-

CONFIDENTIAL

Gain/loss period is long disposal method redemption

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE	ACQUIRED	DISP	PROCEEDS	BASIS	DISPOSED	GAIN/(LOSS)
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	03/14/94	05/15/02	483	60	509	75	26 15-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	05/15/02	10	32	10	96	0 64-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	05/15/02	21	49	22	17	0 68-
0	GNMA #366782 DTD 5/1/1994	01/24/95	05/15/02	15,510	61	13,896	54	1,614 07
0	FHLMC GOLD #D65025 DTD 7% 5/15/2024	07/10/96	05/15/02	112	13	117	03	4 90-
0	FHLMC GOLD #A01668 DTD 10/1/1995 9% 5/1/2025	12/05/96	05/15/02	654	03	681	52	27 49-
0	FHLMC GOLD #G00802 DTD 12/1/1996 8 25% 5/1/2017	11/03/97	05/15/02	14,719	56	14,471	17	248 39
0	FHLMC GOLD #G00803 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	05/15/02	11,865	08	12,169	13	304 05-
0	FHLMC GOLD #G00804 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	05/15/02	20,556	96	21,533	41	976 45-
0	FHLMC GOLD #G00805 DTD 11/1/1997 8 5% 6/1/2020	11/03/97	05/15/02	681	37	723	42	42 05-
0	FHLMC #555359 DTD 11/1/1997 8 5% 6/1/2021	11/03/97	05/15/02	1,113	99	1,112	60	1 39
0	FHLMC GOLD #D78101 DTD 11/1/1997 6 5% 4/1/2008	01/12/99	05/15/02	16,872	80	17,695	35	822 55-
0	GNMA #451439 DTD 9/1/1997	06/15/00	05/15/02	44,943	35	44,802	90	140 45
0	FNMA #166121 DTD 7/1/1992	07/25/94	05/25/02	602	20	620	17	17 97-
0	9% 6/1/2020	06/22/94	05/25/02	14	06	13	99	0 07
0	8% 7/1/2024	04/25/95	05/25/02	166	95	164	89	2 06
0	6 75% 1/1/2004	06/21/95	05/25/02	19	34	18	85	0 49
0	6 5% 8/1/2007	12/05/96	05/25/02	4,441	56	4,454	75	13 19-
0	6 5% 12/1/2003	12/05/96	05/25/02	4,441	56	4,454	75	13 19-
0	FNMA #363680 DTD 11/1/1996 8% 11/1/2026	08/21/96	05/25/02	41,211	74	41,585	22	373 48-
0	FNMA #1405 DTD 1/1/1983	12/05/96	05/25/02	268	58	267	99	0 59

CONFIDENTIAL

Gain/loss period is long disposal method redemption

01/01/2002 TO 12/31/2002

FEDERAL SCHEDULE D CHRONOLOGICALLY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #368076 DTD 12/09/96 05/25/02	12/09/96	05/25/02	114 61	116 75	2 14-
0	FNMA #365834 DTD 12/11/1996 8% 11/1/2025	12/05/96	05/25/02	285 18	287 48	2 30-
0	FNMA #313799 DTD 12/11/1996 8% 12/1/2026	10/17/97	05/25/02	1,185 39	1,265 50	80 11-
0	FNMA #313800 DTD 10/1/1997 8 5% 1/1/2025	10/17/97	05/25/02	4,809 83	5,100 48	290 65-
0	FNMA #313800 DTD 10/1/1997 8 5% 8/1/2019	05/21/98	05/25/02	2,398 89	2,533 83	134 94-
0	FNMA #313801 DTD 10/1/1997 8 5% 1/1/2012	10/17/97	05/25/02	544 83	572 31	27 48-
0	FNMA #313807 DTD 10/17/97 05/25/02	10/17/97	05/25/02	820 57	846 30	25 73-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98	05/25/02	3,123 67	3,254 47	130 80-
0	FNMA #313811 DTD 10/1/1997 7% 3/1/2012	10/17/97	05/25/02	1,416 72	1,432 93	16 21-
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97	05/25/02	553 82	551 16	2 66
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97	05/25/02	504 11	503 95	0 16
0	FNMA #505681 DTD 08/21/99 05/25/02	08/21/99	05/25/02	169 35	158 71	10 64
0	FNMA #504754 DTD 7/1/1999 08/21/99 05/25/02	08/21/99	05/25/02	3,123 02	2,926 86	196 16
0	FNMA #49945 DTD 7/1/1999 08/21/99 05/25/02	08/21/99	05/25/02	323 25	302 95	20 30
0	FNMA #497970 DTD 7/1/1999 08/21/99 05/25/02	08/21/99	05/25/02	2,344 01	2,196 78	147 23
0	FNMA #489130 DTD 7/1/1999 08/21/99 05/25/02	08/21/99	05/25/02	3,607 91	3,381 29	226 62
0	FNMA #505404 DTD 7/1/1999 08/21/99 05/25/02	08/21/99	05/25/02	5,208 65	4,881 49	327 16
0	FNMA #511891 DTD 9/1/1999 09/13/99 05/25/02	09/13/99	05/25/02	7,400 29	7,240 72	159 57
0	FNMA #495967 DTD 9/1/1999 09/14/99 05/25/02	09/14/99	05/25/02	3,267 27	3,196 82	70 45
0	FNMA #508697 DTD 8/1/1999 10/07/99 05/25/02	10/07/99	05/25/02	8,963 26	8,296 62	666 64
0	FNMA #490056 DTD 3/1/1999 10/07/99 05/25/02	10/07/99	05/25/02	531 45	491 92	39 53

CONFIDENTIAL

Gain/Loss period is long disposal method redemption

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

0	COUNTRYWIDE 6 5 6/25/13 DTD 4/1/1998 6 5%	02/25/98	05/25/02	16,097 88	15,992 24	105 64
0	CHASE 1993-M AS DTD 11/1/1993 6 25% 6/25/2013	12/11/97	05/25/02	18,905 87	18,805 43	100 44
0	BEAR STEARNS 95-1 1A DTD 11/25/2009	04/06/95	05/25/02	54,587 52	51,492 13	3,095 39
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96	05/25/02	14,674 06	14,449 37	224 69
0	GE CAP MTG SVC 1994-17 4/1/1995 6 47% 5/25/2010	08/09/00	05/25/02	53,295 20	50,047 53	3,247 67
0	GMAC MTG CORP LN TR SER 2001HLTI CL A12 DTD 1/1/2001 6 04% 9/25/2026	01/19/01	05/25/02	282,884 22	282,853 90	30 32
0	FNMA #506509 DTD 7/1/1999 7 5% 7/1/2029	11/07/99	05/26/02	572 73	571 83	0 90
0	FHLMC GOLD #C00109 DTD 4/1/1992 8% 4/1/2022	03/30/92	06/15/02	3,191 31	3,161 75	29 56
0	FHLMC GOLD #B70037 DTD 12/1/1991 9 5% 6/1/2020	04/16/93	06/15/02	90 09	97 82	7 73-
0	GNMA #325146 DTD 6/1/1992 7 5% 5/15/2022	05/21/98	06/15/02	1,193 93	1,233 85	39 92-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	03/14/94	06/15/02	328 92	346 72	17 80-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	06/15/02	7 02	07 46	0 44-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	06/15/02	14 62	15 08	0 46-
0	GNMA #366782 DTD 5/1/1994 7% 5/15/2024	01/24/95	06/15/02	12,983 16	11,632 10	1,351 06
0	FHLMC GOLD #D65025 DTD 10/1/1995 9% 5/1/2025	07/10/96	06/15/02	144 71	151 04	6 33-
0	FHLMC GOLD #A01668 DTD 12/1/1996 8 25% 5/1/2017	12/05/96	06/15/02	1,447 76	1,508 61	60 85-
0	FHLMC GOLD #G00802 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	06/15/02	34,147 08	33,570 85	576 23
0	FHLMC GOLD #G00803 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	06/15/02	10,013 93	10,270 54	256 61-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 INV OFFICER JAMES BELANGER
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FHLMC GOLD #G00804 DTD	11/03/97	06/15/02	17,713 30	18,554 68	841 38-
0	FHLMC GOLD #G00805 DTD	11/03/97	06/15/02	885 39	940 03	54 64-
0	FHLMC #555359 DTD	11/03/97	06/15/02	676 67	675 82	0 85
0	FHLMC GOLD #D78101 DTD	01/12/99	06/15/02	312 40	327 63	15 23-
0	GNMA #451439 DTD 9/1/1997	06/15/00	06/15/02	52,854 04	52,688 92	165 12
0	GNMA #474002 DTD 7/1/1998	05/25/01	06/15/02	30,171 27	30,421 12	249 85-
0	GNMA #456875 DTD 5/1/1998	05/25/01	06/15/02	128,985 20	130,053 36	1,068 16-
0	FHLMC GOLD #C00678 DTD	05/25/01	06/15/02	11,459 02	11,535 12	76 10-
0	FHLMC GOLD #D78101 DTD	01/12/99	06/15/02	312 40	327 63	15 23-
0	GNMA #451439 DTD 9/1/1997	06/15/00	06/15/02	52,854 04	52,688 92	165 12
0	GNMA #474002 DTD 7/1/1998	05/25/01	06/15/02	30,171 27	30,421 12	249 85-
0	GNMA #456875 DTD 5/1/1998	05/25/01	06/15/02	128,985 20	130,053 36	1,068 16-
0	FHLMC GOLD #C00678 DTD	05/25/01	06/15/02	11,459 02	11,535 12	76 10-
0	FHLMC #166121 DTD 7/1/1992	07/25/94	06/25/02	607 14	625 26	18 12-
0	FHLMC #288864 DTD 7/1/1994	06/22/94	06/25/02	14 16	14 09	0 07
0	FHLMC #22355 DTD 12/1/1985	04/25/95	06/25/02	142 32	140 56	1 76
0	FHLMC #316218 DTD 6/1/1995	06/21/95	06/25/02	19 63	19 13	0 50
0	FHLMC #44097 DTD 6/1/1991	12/05/96	06/25/02	4,018 98	4,030 91	11 93-
0	FHLMC #363680 DTD	08/21/96	06/25/02	13,109 43	13,228 23	118 80-
0	FHLMC #1405 DTD 1/1/1983	12/05/96	06/25/02	209 19	208 73	0 46
0	FHLMC #368076 DTD	12/09/96	06/25/02	115 42	117 58	2 16-
0	FHLMC #365834 DTD	12/05/96	06/25/02	4,304 69	4,339 33	34 64-
0	FHLMC #313799 DTD	10/17/97	06/25/02	3,373 91	3,601 91	228 00-
0	FHLMC #313800 DTD	10/17/97	06/25/02	6,651 50	7,053 45	401 95-
0	FHLMC #313800 DTD	05/21/98	06/25/02	3,317 42	3,504 03	186 61-

Gain/loss period is long disposal method redemption

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

0	FNMA #313801 DTD 10/1/1997 8 5% 1/1/2012	10/17/97	06/25/02	359 49	377 62	18 13-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	10/17/97	06/25/02	861 88	888 92	27 04-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98	06/25/02	3,280 95	3,418 34	137 39-
0	FNMA #313811 DTD 10/1/1997 7% 3/1/2012	10/17/97	06/25/02	1,814 45	1,835 22	20 77-
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97	06/25/02	74 70	74 34	0 36
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97	06/25/02	553 07	552 89	0 18
0	FNMA #505681 DTD 7/1/1999	08/21/99	06/25/02	156 72	146 88	9 84
0	FNMA #504754 DTD 7/1/1999	08/21/99	06/25/02	16,412 39	15,381 49	1,030 90
0	FNMA #499945 DTD 7/1/1999	08/21/99	06/25/02	217 23	203 58	13 65
0	FNMA #505404 DTD 7/1/1999	08/21/99	06/25/02	207 33	194 31	13 02
0	FNMA #489130 DTD 7/1/1999	08/21/99	06/25/02	1,323 14	1,240 03	83 11
0	FNMA #497970 DTD 7/1/1999	08/21/99	06/25/02	877 07	821 98	55 09
0	FNMA #495967 DTD 7/1/1999	09/14/99	06/25/02	154 98	151 64	3 34
0	FNMA #51891 DTD 9/1/1999	09/13/99	06/25/02	4,240 12	4,148 70	91 42
0	FNMA #508697 DTD 8/1/1999	10/07/99	06/25/02	2,621 29	2,426 33	194 96
0	FNMA #490056 DTD 3/1/1999	10/07/99	06/25/02	526 13	487 00	39 13
0	COUNTRYWIDE 6 5 6/25/13 DTD 4/1/1998 6 5% 6/25/2013	02/25/98	06/25/02	19,254 50	19,128 15	125 35
0	GE CAP MFG SVC 1994-17 A10 DTD 5/1/1994 7% 5/25/2024	08/09/00	06/25/02	29,139 44	27,363 76	1,775 68
0	CHASE 1993-M 25 DTD 11/1/1993 6 25% 11/25/2009	12/11/97	06/25/02	18,240 20	18,143 30	95 90

Gain/loss period is long disposal method redemption

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	04/06/95	06/25/02	30,786 81	29,041 05	1,745 76
0	BEAR STEARNS 95-1 1A DTD 4/1/1992 8 4/1/2022	03/30/92	07/15/02	2,647 45	2,622 93	24 52
0	FHLMC GOLD #B70037 DTD 04/16/93 07/15/02	04/16/93	07/15/02	90 89	98 69	7 80-
0	GNMA #325146 DTD 12/1/1991 9 5% 6/1/2020	05/21/98	07/15/02	162 01	167 43	5 42-
0	GNMA #298598 DTD 7 5% 5/15/2022	03/14/94	07/15/02	360 27	379 75	19 48-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	07/15/02	7 69	08 17	0 48-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	07/15/02	16 01	16 52	0 51-
0	GNMA #366782 DTD 5/1/1994	01/24/95	07/15/02	10,230 59	9,165 97	1,064 62
0	FHLMC GOLD #D65025 DTD 7% 5/15/2024	07/10/96	07/15/02	104 86	109 44	4 58-
0	FHLMC GOLD #A01668 DTD 12/1/1996 8 25% 5/1/2017	12/05/96	07/15/02	618 92	644 93	26 01-
0	FHLMC GOLD #G00802 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	07/15/02	27,338 84	26,877 50	461 34
0	FHLMC GOLD #G00803 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	07/15/02	8,262 08	8,473 80	211 72-
0	FHLMC GOLD #G00804 DTD 11/1/1997 8 6/1/2020	11/03/97	07/15/02	9,800 19	10,265 70	465 51-
0	FHLMC GOLD #G00805 DTD 11/1/1997 8 5% 6/1/2021	11/03/97	07/15/02	1,398 83	1,485 17	86 34-
0	FHLMC #555359 DTD 11/1/1997 6 5% 4/1/2008	11/03/97	07/15/02	678 37	677 52	3 85
0	FHLMC GOLD #D78101 DTD 2/1/1997 8 5% 2/1/2027	01/12/99	07/15/02	17,784 10	18,651 08	865 98-

CONFIDENTIAL

Gain/Loss period is long
Disposal method is redemption

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	GNMA #451439 DTD 9/1/1997	06/15/00	07/15/02	48,827 82	48,675 28	152 54
0	GNMA #474002 DTD 7/1/1998	05/25/01	07/15/02	50,036 30	50,450 66	414 36-
0	GNMA #456875 DTD 5/1/1998	05/25/01	07/15/02	391,566 46	394,809 12	3,242 66-
0	FHLMC GOLD #C00678 DTD 11/1/1998	05/25/01	07/15/02	9,640 96	9,704 98	64 02-
0	FNMA #166121 DTD 7/1/1992	07/25/94	07/25/02	527 12	542 86	15 74-
0	FNMA #288864 DTD 7/1/1994	06/22/94	07/25/02	14 27	14 20	0 07
0	FNMA #22355 DTD 12/1/1985	04/25/95	07/25/02	140 58	138 84	1 74
0	FNMA #316218 DTD 6/1/1995	06/21/95	07/25/02	19 58	19 08	0 50
0	FNMA #44097 DTD 6/1/1991	12/05/96	07/25/02	3,760 72	3,771 88	11 16-
0	FNMA #363680 DTD 11/1/2026	08/21/96	07/25/02	38,261 69	38,608 44	346 75-
0	FNMA #1405 DTD 1/1/1983	12/05/96	07/25/02	117 79	117 53	0 26
0	6 25% 4/1/2004	12/09/96	07/25/02	116 24	118 42	2 18-
0	FNMA #368076 DTD 12/1/1996	08/11/2025	07/25/02	8,887 63	8,959 15	71 52-
0	FNMA #365834 DTD 12/1/1996	08/12/2026	07/25/02	959 05	1,023 86	64 81-
0	FNMA #313800 DTD 10/1/1997	08/11/2019	07/25/02	5,895 67	6,251 95	356 28-
0	FNMA #313800 DTD 10/1/1997	08/11/2019	07/25/02	2,940 46	3,105 86	165 40-
0	FNMA #313801 DTD 10/1/1997	08/11/2012	07/25/02	587 50	617 13	29 63-
0	FNMA #313807 DTD 10/1/1997	07/25/02	07/25/02	215 09	221 84	6 75-
0	FNMA #313807 DTD 10/1/1997	07/25/02	07/25/02	818 80	853 08	34 28-
0	FNMA #313811 DTD 10/1/1997	07/25/02	07/25/02	3,817 41	3,861 10	43 69-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/LOSS
-------	----------	---------------	---------------	----------	----------------	-----------

0	FNMA #313814 DTD 10/17/97 6 5% 6/1/2021	10/17/97	07/25/02	362 11	360 37	1 74
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/1/1997	07/25/02	892 59	892 31	0 28
0	FNMA #505681 DTD 7/1/1999	08/21/99	07/25/02	156 14	146 33	9 81
0	FNMA #504754 DTD 7/1/1999	08/21/99	07/25/02	8,429 80	7,900 30	529 50
0	FNMA #505404 DTD 7/1/1999	08/21/99	07/25/02	2,696 98	2,527 58	169 40
0	FNMA #497970 DTD 7/1/1999	08/21/99	07/25/02	5,306 44	4,973 13	333 31
0	FNMA #489130 DTD 7/1/1999	08/21/99	07/25/02	1,217 11	1,140 66	76 45
0	FNMA #499945 DTD 7/1/1999	08/21/99	07/25/02	2,118 46	1,985 40	133 06
0	FNMA #495967 DTD 09/14/99 7% 11/1/2029	09/14/99	07/25/02	8,707 99	8,520 22	187 77
0	FNMA #511891 DTD 9/1/1999 7% 11/1/2029	09/13/99	07/25/02	240 78	235 59	5 19
0	FNMA #508697 DTD 8/1/1999 7% 9/1/2029	10/07/99	07/25/02	2,806 37	2,597 65	208 72
0	FNMA #490056 DTD 3/1/1999 6% 3/1/2029	10/07/99	07/25/02	519 41	480 78	38 63
0	COUNTRYWIDE 6 5 6/25/13 DTD 02/25/98 07/25/02	02/25/98	07/25/02	24,418 33	24,258 09	160 24
0	DTD 4/1/1998 6 5% 6/25/2013	04/06/95	07/25/02	27,432 26	25,876 71	1,555 55
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96	07/25/02	7,374 26	7,261 35	112 91
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	08/09/00	07/25/02	41,109 98	38,604 85	2,505 13
0	GE CAP MTG SVC 1994-17 AIO DTD 5/1/1994 7% 5/25/2024	12/11/97	07/25/02	17,597 03	17,503 55	93 48
0	CHASE 1993-M AS DTD 11/1/1993 6 25% 11/25/2009	11/07/99	07/26/02	21 04	21 01	0 03
0	FNMA #506509 DTD 7/1/1999 7 5% 7/1/2029					

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

Gain/Loss period is long
 Disposal method is redemption

0	FHLMC GOLD #C00109 DTD	03/30/92	08/15/02	1,960 64	1,942 47	18 17
0	FHLMC GOLD #B70037 DTD	04/16/93	08/15/02	91 65	99 51	7 86-
0	GNMA #325146 DTD 6/1/1992	05/21/98	08/15/02	132 31	136 74	4 43-
0	GNMA #298598 DTD	03/14/94	08/15/02	6,699 29	7,061 65	362 36-
0	GNMA #298598 DTD	12/1/1991	8 5% 12/15/2021			8 98-
0	GNMA #298598 DTD	01/28/98	08/15/02	142 92	151 90	9 30-
0	GNMA #366782 DTD 5/1/1994	01/24/95	08/15/02	5,588 55	5,006 99	581 56
0	FHLMC GOLD #D65025 DTD	07/10/96	08/15/02	240 65	251 18	10 53-
0	FHLMC GOLD #A01668 DTD	12/05/96	08/15/02	529 08	551 32	22 24-
0	FHLMC GOLD #G00802 DTD	11/03/97	08/15/02	17,866 61	17,565 11	301 50
0	FHLMC GOLD #G00803 DTD	11/03/97	08/15/02	6,264 23	6,424 75	160 52-
0	FHLMC GOLD #G00804 DTD	11/03/97	08/15/02	13,545 98	14,189 41	643 43-
0	FHLMC GOLD #G00805 DTD	11/03/97	08/15/02	784 11	832 50	48 39-
0	FHLMC #555359 DTD	11/03/97	08/15/02	590 74	590 00	0 74
0	FHLMC GOLD #D78101 DTD	01/12/99	08/15/02	369 90	387 93	18 03-
0	GNMA #451439 DTD 9/1/1997	06/15/00	08/15/02	37,069 03	36,953 22	115 81
0	GNMA #474002 DTD 7/1/1998	05/25/01	08/15/02	20,231 70	20,399 24	167 54-
0	GNMA #456875 DTD 5/1/1998	05/25/01	08/15/02	136,985 25	138,119 66	1,134 41-
0	FHLMC GOLD #C00678 DTD	05/25/01	08/15/02	14,196 53	14,290 80	94 27-
0	FNMA #166121 DTD 7/1/1992	07/25/94	08/25/02	534 72	550 67	15 95-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BRILANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #288864 DTD 7/1/1994	06/22/94	08/25/02	14 36	14 28	0 08
0	FNMA #22355 DTD 12/1/1985	04/25/95	08/25/02	166 09	164 04	2 05
0	FNMA #316218 DTD 6/1/1995	06/21/95	08/25/02	19 70	19 20	0 50
0	FNMA #44097 DTD 6/1/1991	12/05/96	08/25/02	3,873 13	3,884 63	11 50-
0	FNMA #363680 DTD 12/1/2003	08/21/96	08/25/02	11,207 80	11,309 37	101 57-
0	FNMA #1405 DTD 1/1/1983	12/05/96	08/25/02	81 73	81 55	0 18
0	FNMA #368076 DTD 4/1/2004	12/09/96	08/25/02	117 06	119 25	2 19-
0	FNMA #11996 8% 11/1/2025	12/1/1996	08/25/02	255 70	257 76	2 06-
0	FNMA #313799 DTD 12/1/1996 8% 12/1/2026	12/05/96	08/25/02	255 70	257 76	2 06-
0	FNMA #313800 DTD 10/1/1997 8 5% 1/1/2025	10/17/97	08/25/02	1,480 31	1,580 34	100 03-
0	FNMA #313800 DTD 10/1/1997 8 5% 8/1/2019	10/17/97	08/25/02	4,685 03	4,968 14	283 11-
0	FNMA #313800 DTD 10/1/1997 8 5% 8/1/2019	05/21/98	08/25/02	2,336 65	2,468 09	131 44-
0	FNMA #313801 DTD 10/1/1997 8 5% 1/1/2012	10/17/97	08/25/02	584 90	614 40	29 50-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	10/17/97	08/25/02	307 64	317 29	9 65-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98	08/25/02	1,171 10	1,220 14	49 04-
0	FNMA #313811 DTD 10/1/1997 7% 3/1/2012	10/17/97	08/25/02	2,221 72	2,247 15	25 43-
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97	08/25/02	339 94	338 30	1 64
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97	08/25/02	600 22	600 04	0 18
0	FNMA #505681 DTD 7/1/1999	08/21/99	08/25/02	155 28	145 53	9 75
0	FNMA #505404 DTD 7/1/1999	08/21/99	08/25/02	2,872 79	2,692 34	180 45
0	FNMA #499945 DTD 7/1/1999	08/21/99	08/25/02	2,139 57	2,005 18	134 39
0	FNMA #504754 DTD 7/1/1999	08/21/99	08/25/02	17,747 70	16,632 92	1,114 78

CONFIDENTIAL

Gain/loss period is long disposal method redemption

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

TAXPAYER ID 23-6234671
 UNITS SECURITY DATE ACQUIRED DATE DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #497970 DTD 7/1/1999	08/21/99	08/25/02	163 79	153 51	10 28
0	FNMA #489130 DTD 7/1/1999	08/21/99	08/25/02	3,743 38	3,508 25	235 13
0	FNMA #495967 DTD 10/1/1999	09/14/99	08/25/02	3,387 66	3,314 61	73 05
0	FNMA #511891 DTD 9/1/1999	09/13/99	08/25/02	947 20	926 78	20 42
0	FNMA #508697 DTD 8/1/1999	10/07/99	08/25/02	103 57	95 87	7 70
0	FNMA #490056 DTD 3/1/1999	10/07/99	08/25/02	522 23	483 39	38 84
0	COUNTRYWIDE 6 5 6/25/13	02/25/98	08/25/02	28,435 71	28,249 10	186 61
0	DTD 4/1/1998 6 5%					
0	BEAR STEARNS 95-1 1A DTD 6/25/2013	04/06/95	08/25/02	30,782 26	29,036 75	1,745 51
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96	08/25/02	8,274 80	8,148 09	126 71
0	GE CAP MTG SVC 1994-17	08/09/00	08/25/02	33,852 78	31,789 88	2,062 90
0	5/25/2024 AIO DTD 5/1/1994 7%					
0	CHASE 1993-M AS DTD 11/1/1993 6 25%	12/11/97	08/25/02	16,975 63	16,885 45	90 18
0	FNMA #506509 DTD 7/1/1999	11/07/99	08/26/02	27 96	27 92	0 04
0	FHLMC GOLD #C00109 DTD 4/1/1992 8% 4/1/2022	03/30/92	09/15/02	2,183 32	2,163 09	20 23
0	FHLMC GOLD #B70037 DTD 12/1/1991 9 5% 6/1/2020	04/16/93	09/15/02	92 05	99 95	7 90-
0	FNMA #325146 DTD 6/1/1992 7 5% 5/15/2022	05/21/98	09/15/02	4,160 69	4,299 82	139 13-
0	FNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	03/14/94	09/15/02	7,113 92	7,498 70	384 78-
0	FNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	09/15/02	151 76	161 30	9 54-
0	FNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	09/15/02	316 24	326 12	9 88-

CONFIDENTIAL

Gain/Loss period is long disposal method redemption

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	GNMA #366782 DTD 5/1/1994	01/24/95	09/15/02	13,472 81	12,070 80	1,402 01
0	FHLMC GOLD #D65025 DTD 7%/5/15/2024	07/10/96	09/15/02	80 30	83 81	3 51-
0	FHLMC GOLD #A01668 DTD 10/1/1995 9% 5/1/2025	12/05/96	09/15/02	1,114 53	1,161 38	46 85-
0	FHLMC GOLD #G00802 DTD 12/1/1996 8 25% 5/1/2017	11/03/97	09/15/02	67,778 55	66,634 79	1,143 76
0	FHLMC GOLD #G00803 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	09/15/02	10,566 36	10,837 13	270 77-
0	FHLMC GOLD #G00804 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	09/15/02	14,627 78	15,322 60	694 82-
0	FHLMC GOLD #G00805 DTD 11/1/1997 8 5% 6/1/2020	11/03/97	09/15/02	557 52	591 93	34 41-
0	FHLMC GOLD #D78101 DTD 11/1/1997 8 5% 6/1/2021	11/03/97	09/15/02	686 82	685 96	0 86
0	FHLMC GOLD #D78101 DTD 11/1/1997 6 5% 4/1/2008	01/12/99	09/15/02	235 80	247 30	11 50-
0	GNMA #451439 DTD 9/1/1997 2/1/1997 8 5% 2/1/2027	06/15/00	09/15/02	80,137 93	79,887 58	250 35
0	GNMA #474002 DTD 7/1/1998 7 5% 9/15/2027	05/25/01	09/15/02	14,338 84	14,457 59	118 75-
0	GNMA #456875 DTD 5/1/1998 7% 7/15/2028	05/25/01	09/15/02	177,361 95	178,830 73	1,468 78-
0	FHLMC GOLD #C00678 DTD 7% 5/15/2028	05/25/01	09/15/02	18,261 23	18,382 50	121 27-
0	MGI PROPERTIES COM - LIQUIDATING TRUST	n/a	09/13/02	1,592 50	0 00	1,592 50
0	MGI PROPERTIES COM - LIQUIDATING TRUST	n/a	09/13/02	764 40	0 00	764 40
0	MGI PROPERTIES COM - LIQUIDATING TRUST	n/a	09/13/02	682 50	0 00	682 50
0	MGI PROPERTIES COM - LIQUIDATING TRUST	n/a	09/13/02	318 50	0 00	318 50
0	FNMA #166121 DTD 7/1/1992 07/25/94	09/25/02	09/25/02	539 50	555 60	15 10-
0	FNMA #288864 DTD 7/1/1994 06/22/94	09/25/02	09/25/02	14 46	14 39	0 07
0	FNMA #22355 DTD 12/1/1985 04/25/95	09/25/02	09/25/02	90 45	89 33	1 12

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	PROCEEDS	BASIS DISPOSED	GAIN/LOSS (LOSS)
0	FNMA #316218 DTD 6/1/1995	06/21/95 09/25/02	36 83	35 89	0 94
0	FNMA #44097 DTD 6/1/1991	12/05/96 09/25/02	3,546 20	3,556 72	10 52-
0	6 5% 12/1/2003	08/21/96 09/25/02	815 28	822 67	7 39-
0	FNMA #363680 DTD 11/1/1996 8% 11/1/2026	12/05/96 09/25/02	46 08	45 98	0 10
0	6 25% 4/1/2004	12/09/96 09/25/02	117 89	120 10	2 21-
0	FNMA #368076 DTD 12/1/1996 8% 11/1/2025	12/05/96 09/25/02	3,868 78	3,899 91	31 13-
0	12/1/1996 8% 12/1/2026	10/17/97 09/25/02	1,361 50	1,453 50	92 00-
0	FNMA #313799 DTD 10/1/1997 8 5% 1/1/2025	10/17/97 09/25/02	3,945 35	4,183 76	238 41-
0	FNMA #313800 DTD 10/1/1997 8 5% 8/1/2019	05/21/98 09/25/02	1,967 73	2,078 42	110 69-
0	FNMA #313801 DTD 10/1/1997 8 5% 1/1/2012	10/17/97 09/25/02	541 85	569 17	27 32-
0	10/1/1997 8 5% 1/1/2012	10/17/97 09/25/02	1,132 68	1,168 21	35 53-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98 09/25/02	4,311 82	4,492 37	180 55-
0	FNMA #313811 DTD 10/1/1997 7 5% 2/1/2023	10/17/97 09/25/02	1,608 85	1,627 27	18 42-
0	10/1/1997 6 5% 6/1/2021	10/17/97 09/25/02	56 94	56 67	0 27
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97 09/25/02	728 60	728 37	0 23
0	10/1/1997 6 5% 1/1/2011	08/21/99 09/25/02	160 03	149 98	10 05
0	FNMA #505681 DTD 7/1/1999	08/21/99 09/25/02	21,977 62	20,597 15	1,383 47
0	6 5% 7/1/2029	08/21/99 09/25/02	8,546 86	8,010 01	536 85
0	FNMA #505404 DTD 7/1/1999	08/21/99 09/25/02	2,061 34	1,931 86	129 48
0	6 5% 7/1/2029	08/21/99 09/25/02	179 18	167 92	11 26
0	FNMA #499945 DTD 7/1/1999	08/21/99 09/25/02	9,475 20	8,880 04	595 16

CONFIDENTIAL

Gain/Loss period as long as redemption

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #495967 DTD 10/1/1999 7% 11/1/2029	09/14/99	09/25/02	7,158 23	7,003 88	154 35
0	FNMA #511891 DTD 9/1/1999 7% 11/1/2029	09/13/99	09/25/02	7,120 78	6,967 24	153 54
0	FNMA #508697 DTD 8/1/1999 7% 9/1/2029	10/07/99	09/25/02	92 97	86 06	6 91
0	FNMA #490056 DTD 3/1/1999 6% 8/1/2029	10/07/99	09/25/02	525 05	486 00	29 05
0	COUNTRYWIDE 6 5 6/25/13 6% 3/1/2029	02/25/98	09/25/02	32,981 19	32,764 76	216 43
0	CHASE 1993-M A5 DTD 6/25/2013	12/11/97	09/25/02	16,375 29	16,288 30	86 99
0	GE CAP MTC SVC 1994-17 11/25/2009	08/09/00	09/25/02	44,780 20	42,051 40	2,728 80
0	A10 DTD 5/1/1994 7% 5/25/2024	04/06/95	09/25/02	45,024 97	42,471 83	2,553 14
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96	09/25/02	12,103 49	11,918 15	185 34
0	FNMA #506509 DTD 7/1/1999 7 5% 7/1/2029	11/07/99	09/26/02	27 00	26 96	0 04
0	FHLMC GOLD #C00109 DTD 03/30/92 10/15/02	03/30/92	10/15/02	2,371 34	2,349 37	21 97
0	4/1/1992 8% 4/1/2022	04/16/93	10/15/02	8,741 84	9,491 72	749 88-
0	12/1/1991 9 5% 6/1/2020	05/21/98	10/15/02	137 92	142 53	4 61-
0	7 5% 5/15/2022	03/14/94	10/15/02	7,291 34	7,685 71	394 37-
0	12/1/1991 8 5% 12/15/2021	01/28/98	10/15/02	155 55	165 32	9 77-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	10/15/02	324 12	334 25	10 13-
0	GNMA #366782 DTD 5/1/1994 7% 5/15/2024	01/24/95	10/15/02	15,557 71	13,938 74	1,618 97
0	FHLMC GOLD #D65025 DTD 10/1/1995 9% 5/1/2025	07/10/96	10/15/02	87 15	90 97	3 82-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BFW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FHLMC GOLD #A01668 DTD 12/05/96 10/15/02	12/05/96	10/15/02	916 75	955 29	38 54-
0	FHLMC GOLD #G00802 DTD 12/1/1996 8 25% 5/1/2017	11/03/97	10/15/02	102,816 96	101,081 92	1,735 04
0	FHLMC GOLD #G00803 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	10/15/02	16,868 24	17,300 48	412 24-
0	FHLMC GOLD #G00804 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	10/15/02	9,829 06	10,295 94	466 88-
0	FHLMC GOLD #G00805 DTD 11/1/1997 8 5% 6/1/2020	11/03/97	10/15/02	555 22	589 49	34 27-
0	FHLMC #555359 DTD 11/1/1997 8 5% 6/1/2021	11/03/97	10/15/02	671 43	670 59	0 84
0	FHLMC GOLD #D78101 DTD 11/1/1997 6 5% 4/1/2008	01/12/99	10/15/02	41,866 00	43,906 97	2,040 97-
0	GNMA #451439 DTD 9/1/1997 8 5% 2/1/2027	06/15/00	10/15/02	54,118 37	53,949 30	169 07
0	GNMA #474002 DTD 7/1/1998 7 5% 9/15/2027	05/25/01	10/15/02	23,541 95	23,736 90	194 95-
0	GNMA #456875 DTD 5/1/1998 7 5% 7/15/2028	05/25/01	10/15/02	107,788 06	108,680 68	892 62-
0	FHLMC GOLD #C00678 DTD 11/1/1998 7 5% 5/15/2028	05/25/01	10/15/02	15,094 98	15,195 22	100 24-
0	FNMA #166121 DTD 7/1/1992 07/25/94 10/25/02	07/25/94	10/25/02	596 06	613 85	17 79-
0	9% 6/1/2020 FNMA #288864 DTD 7/1/1994 06/22/94 10/25/02	06/22/94	10/25/02	14 57	14 49	0 08
0	8% 7/1/2024 FNMA #22355 DTD 12/1/1985 04/25/95 10/25/02	04/25/95	10/25/02	132 49	130 85	1 64
0	6 75% 1/1/2004 FNMA #316218 DTD 6/1/1995 06/21/95 10/25/02	06/21/95	10/25/02	9 53	09 29	0 24
0	6 5% 8/1/2007 FNMA #44097 DTD 6/1/1991 12/05/96 10/25/02	12/05/96	10/25/02	3,565 66	3,576 25	10 59-
0	6 5% 12/1/2003 FNMA #363680 DTD 11/1/1996 8 5% 11/1/2026	08/21/96	10/25/02	11,763 95	11,870 57	106 62-
0	FNMA #1405 DTD 1/1/1983 12/05/96 10/25/02	12/05/96	10/25/02	24 69	24 63	0 06
0	6 25% 4/1/2004 FNMA #368076 DTD 12/09/96 10/25/02	12/09/96	10/25/02	118 72	120 95	2 23-
0	FNMA #365834 DTD 12/1/1996 8 5% 11/1/2025	12/05/96	10/25/02	3,119 19	3,144 29	25 10-

CONFIDENTIAL

Gain/Loss period as long as redemption method

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

0	FNMA #313799 DTD 10/17/97	10/17/97	10/25/02	882 95	942 61	59 66-
0	FNMA #313800 DTD 10/1/1997 8 5% 1/1/2025	10/1/1997	10/25/02	4,981 60	5,282 63	301 03-
0	FNMA #313800 DTD 10/1/1997 8 5% 8/1/2019	10/1/1997	10/25/02	2,484 56	2,624 32	129 76-
0	FNMA #313801 DTD 10/1/1997 8 5% 8/1/2019	10/1/1997	10/25/02	728 65	765 40	36 75-
0	FNMA #313807 DTD 10/1/1997 7 5% 1/1/2012	10/1/1997	10/25/02	876 95	904 46	27 51-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	10/1/1997	10/25/02	3,338 33	3,478 12	139 79-
0	FNMA #313811 DTD 10/1/1997 7 5% 2/1/2023	10/1/1997	10/25/02	1,040 84	1,052 75	11 91-
0	FNMA #313814 DTD 10/1/1997 6 5% 3/1/2012	10/1/1997	10/25/02	58 31	58 03	0 28
0	FNMA #313815 DTD 10/1/1997 6 5% 6/1/2021	10/1/1997	10/25/02	728 95	728 72	0 23
0	FNMA #505681 DTD 10/1/1997 6 5% 1/1/2011	08/21/99	10/25/02	155 64	145 87	9 77
0	FNMA #504754 DTD 7/1/1999	08/21/99	10/25/02	25,912 84	24,285 19	1,627 65
0	FNMA #505404 DTD 7/1/1999	08/21/99	10/25/02	2,110 27	1,977 72	132 55
0	FNMA #499945 DTD 7/1/1999	08/21/99	10/25/02	10,721 59	10,048 14	673 45
0	FNMA #489130 DTD 7/1/1999	08/21/99	10/25/02	3,474 30	3,256 07	218 23
0	FNMA #497970 DTD 7/1/1999	08/21/99	10/25/02	11,885 48	11,138 92	746 56
0	FNMA #495967 DTD 10/1/1999 7% 11/1/2029	09/14/99	10/25/02	4,183 58	4,093 38	90 20
0	FNMA #511891 DTD 9/1/1999	09/13/99	10/25/02	22,799 49	22,307 88	491 61
0	FNMA #508697 DTD 8/1/1999	10/07/99	10/25/02	92 58	85 70	6 88
0	FNMA #490056 DTD 3/1/1999	10/07/99	10/25/02	549 60	508 72	40 88
0	GE CAP MTG SVC 1994-17 6% 3/1/2029	08/09/00	10/25/02	57,091 43	53,612 42	3,479 01

Gain/Loss period as long as redemption method

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	BEAR STEARNS 95-1 1A DTD	04/06/95 10/25/02	04/06/95 10/25/02	48,058 07	45,332 94	2,725 13
0	BEAR STEARNS 95-1 1A DTD	12/19/96 10/25/02	12/19/96 10/25/02	12,918 84	12,721 02	197 82
0	CHASE 1993-M A5 DTD	12/11/97 10/25/02	12/11/97 10/25/02	15,795 32	15,711 40	83 92
0	COUNTRYWIDE 6 5 6/25/13	02/25/98 10/25/02	02/25/98 10/25/02	44,788 22	44,494 30	293 92
0	FNMA #506509 DTD 7/1/1999	11/07/99 10/26/02	11/07/99 10/26/02	23 56	23 52	0 04
0	GLENMEDE FUND INC - ADVISOR SMALL CAP	n/a 10/28/02	n/a 10/28/02	825,872 64	0 00	825,872 64
0	FHLMC GOLD #C00109 DTD	03/30/92 11/15/02	03/30/92 11/15/02	3,036 16	3,008 04	28 12
0	FHLMC GOLD #B70037 DTD	04/16/93 11/15/02	04/16/93 11/15/02	15,968 59	17,338 38	1,369 79-
0	GNMA #325146 DTD 6/1/1992	05/21/98 11/15/02	05/21/98 11/15/02	3,229 41	3,337 40	107 99-
0	GNMA #298598 DTD	03/14/94 11/15/02	03/14/94 11/15/02	360 50	380 01	19 51-
0	GNMA #298598 DTD	01/28/98 11/15/02	01/28/98 11/15/02	7 69	08 17	0 48-
0	GNMA #298598 DTD	10/18/00 11/15/02	10/18/00 11/15/02	16 03	16 53	0 50-
0	GNMA #366782 DTD 5/1/1994	01/24/95 11/15/02	01/24/95 11/15/02	22,102 92	19,802 83	2,300 09
0	FHLMC GOLD #D65025 DTD	07/10/96 11/15/02	07/10/96 11/15/02	129 69	135 37	5 68-
0	FHLMC GOLD #A01668 DTD	12/05/96 11/15/02	12/05/96 11/15/02	4,684 77	4,881 67	196 90-
0	FHLMC GOLD #G00802 DTD	11/03/97 11/15/02	11/03/97 11/15/02	114,745 24	112,808 91	1,936 33
0	FHLMC GOLD #G00803 DTD	11/03/97 11/15/02	11/03/97 11/15/02	9,034 14	9,265 64	231 50-
0	FHLMC GOLD #G00804 DTD	11/03/97 11/15/02	11/03/97 11/15/02	16,504 13	17,288 08	783 95-

CONFIDENTIAL

Gain/Loss period is long disposal method redemption

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FHLMC GOLD #G00805 DTD	11/03/97	11/15/02	669 16	710 46	41 30-
0	FHLMC #555359 DTD	11/03/97	11/15/02	502 19	501 57	0 62
0	FHLMC GOLD #D78101 DTD	01/12/99	11/15/02	273 80	287 15	13 35-
0	GNMA #451439 DTD	06/15/00	11/15/02	53,368 81	53,202 08	166 73
0	GNMA #474002 DTD	05/25/01	11/15/02	37,193 41	37,501 42	308 01-
0	GNMA #456875 DTD	05/25/01	11/15/02	315,751 26	318,366 07	2,614 81-
0	FHLMC GOLD #C00678 DTD	05/25/01	11/15/02	34,575 11	34,804 71	229 60-
0	FNMA #166121 DTD	07/25/94	11/25/02	7,161 66	7,375 39	213 73-
0	FNMA #288864 DTD	06/22/94	11/25/02	14 67	14 59	0 08
0	FNMA #22355 DTD	04/25/95	11/25/02	56 53	55 83	0 70
0	FNMA #316218 DTD	06/21/95	11/25/02	9 59	09 35	0 24
0	FNMA #44097 DTD	12/05/96	11/25/02	3,366 31	3,376 30	9 99-
0	FNMA #363680 DTD	08/21/96	11/25/02	27,607 39	27,857 58	250 19-
0	FNMA #1405 DTD	12/05/96	11/25/02	16 12	16 08	0 04
0	FNMA #368076 DTD	12/09/96	11/25/02	5,858 55	5,968 39	109 84-
0	FNMA #365834 DTD	12/05/96	11/25/02	7,144 98	7,202 48	57 50-
0	FNMA #313799 DTD	10/17/97	11/25/02	2,184 10	2,331 70	147 60-
0	FNMA #313800 DTD	10/17/97	11/25/02	7,192 65	7,627 30	434 65-
0	FNMA #313800 DTD	05/21/98	11/25/02	3,587 32	3,789 11	201 79-
0	FNMA #313801 DTD	10/17/97	11/25/02	590 58	620 37	29 79-

Gain/loss period is long
 Disposal method redemption

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	PROCEEDS	BASIS DISPOSED	GAIN/LOSS
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	10/17/97 11/25/02	950 15	979 95	29 80-
0	FNMA #313807 DTD 10/1/1997 7 5% 2/1/2023	05/21/98 11/25/02	3,616 94	3,768 41	151 47-
0	FNMA #313811 DTD 10/1/1997 7 3/1/2012	10/17/97 11/25/02	1,174 48	1,187 92	13 44-
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97 11/25/02	1,575 99	1,568 41	7 58
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97 11/25/02	660 03	659 83	0 20
0	FNMA #505681 DTD 08/21/99 11/25/02	08/21/99 11/25/02	7,837 87	7,345 55	492 32
0	FNMA #505404 DTD 08/21/99 11/25/02	08/21/99 11/25/02	5,258 25	4,927 97	330 28
0	FNMA #499945 DTD 08/21/99 11/25/02	08/21/99 11/25/02	14,251 13	13,355 98	895 15
0	FNMA #504754 DTD 08/21/99 11/25/02	08/21/99 11/25/02	10,545 77	9,883 36	662 41
0	FNMA #497970 DTD 08/21/99 11/25/02	08/21/99 11/25/02	5,486 17	5,141 56	344 61
0	FNMA #489130 DTD 08/21/99 11/25/02	08/21/99 11/25/02	7,068 64	6,624 64	444 00
0	FNMA #495967 DTD 09/14/99 11/25/02	09/14/99 11/25/02	11,203 55	10,961 98	241 57
0	FNMA #511891 DTD 09/13/99 11/25/02	09/13/99 11/25/02	13,298 28	13,011 53	286 75
0	FNMA #508697 DTD 08/1/1999 11/25/02	10/07/99 11/25/02	5,638 14	5,218 80	419 34
0	FNMA #490056 DTD 08/1/1999 11/25/02	10/07/99 11/25/02	553 40	512 24	41 16
0	COUNTRYWIDE 6 5 6/25/13 DTD 02/25/98 11/25/02	02/25/98 11/25/02	42,211 87	41,934 85	277 02
0	CHASE 1993-M AS DTD 11/1/1993 6 25% 6/25/2013	12/11/97 11/25/02	17,098 00	17,007 16	90 84
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	04/06/95 11/25/02	39,901 28	37,638 68	2,262 60
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96 11/25/02	10,726 15	10,561 91	164 24

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	GE CAP MTG SVC 1994-17 AIO DTD 5/1/1994 7% 5/25/2024	08/09/00	11/25/02		54,268 63	50,961 64	3,306 99
0	FNMA #506509 DTD 7/1/1999 7 5% 7/1/2029	11/07/99	11/26/02		571 39	570 50	0 89
2,500,000	GMAC DTD 12/10/1999 6 75% 12/10/2002	12/07/99	12/10/02		2,500,000 00	2,496,525 00	3,475 00
0	FHLMC GOLD #C00109 DTD 4/1/1992 8% 4/1/2022	03/30/92	12/15/02		3,779 27	3,744 26	35 01
0	GNMA #3225146 DTD 6/1/1992 7 5% 5/15/2022	05/21/98	12/15/02		1,370 21	1,416 03	45 82-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	03/14/94	12/15/02		340 73	359 17	18 44-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	01/28/98	12/15/02		7 27	07 73	0 46-
0	GNMA #298598 DTD 12/1/1991 8 5% 12/15/2021	10/18/00	12/15/02		15 15	15 62	0 47-
0	GNMA #366782 DTD 5/1/1994 7% 5/15/2024	01/24/95	12/15/02		31,985 64	28,657 14	3,328 50
0	FHLMC GOLD #D65025 DTD 10/1/1995 9% 5/1/2025	07/10/96	12/15/02		102 50	106 99	4 49-
0	FHLMC GOLD #A01668 DTD 12/1/1996 8 25% 5/1/2017	12/05/96	12/15/02		1,379 25	1,437 22	57 97-
0	FHLMC GOLD #G00802 DTD 11/1/1997 6 5% 11/1/2025	11/03/97	12/15/02		107,385 02	105,572 89	1,812 13
0	FHLMC GOLD #G00804 DTD 11/1/1997 8% 6/1/2020	11/03/97	12/15/02		12,476 55	13,069 19	592 64-
0	FHLMC GOLD #G00803 DTD 11/1/1997 7 5% 1/1/2023	11/03/97	12/15/02		13,686 59	14,037 31	350 72-
0	FHLMC GOLD #G00805 DTD 11/1/1997 8 5% 6/1/2021	11/03/97	12/15/02		765 88	813 15	47 27-
0	FHLMC #555359 DTD 11/1/1997 6 5% 4/1/2008	11/03/97	12/15/02		494 75	494 13	0 62
0	FHLMC GOLD #D78101 DTD 2/1/1997 8 5% 2/1/2027	01/12/99	12/15/02		167 30	175 46	3 16-
0	GNMA #451439 DTD 9/1/1997 7 5% 9/15/2027	06/15/00	12/15/02		70,158 18	69,939 01	219 17
0	GNMA #474002 DTD 7/1/1998 7% 7/15/2028	05/25/01	12/15/02		1,805 68	1,820 64	14 96-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHARFFY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)	Gain/Loss period is long disposal method redemption
0	GNMA #456875 DTD 5/1/1998	05/25/01	12/15/02	132,963 00	134,064 10	1,101 10-	
0	FHLMC GOLD #C00678 DTD 7/5/15/2028	05/25/01	12/15/02	24,573 59	24,736 77	163 18-	
600,000	NEW ENGLAND TELEPHONE & TELEGRAPH CO DTD 11/1/1998	07/31/98	12/16/02	600,000 00	606,306 00	6,306 00-	
0	FNMA #166121 DTD 7/1/1992	07/25/94	12/25/02	481 39	495 76	14 37-	
0	9% 6/1/2020 FNMA #288864 DTD 7/1/1994	06/22/94	12/25/02	14 77	14 69	0 08	
0	8% 7/1/2024 FNMA #22355 DTD 12/1/1985	04/25/95	12/25/02	40 85	40 35	0 50	
0	6 75% 1/1/2004 FNMA #16218 DTD 6/1/1995	06/21/95	12/25/02	9 65	09 41	0 24	
0	6 5% 8/1/2007 FNMA #44097 DTD 6/1/1991	12/05/96	12/25/02	3,079 82	3,088 97	9 15-	
0	6 5% 12/1/2003 FNMA #363680 DTD 11/1/1996	08/21/96	12/25/02	15,953 39	16,097 97	144 58-	
0	FNMA #1405 DTD 1/1/1983	12/05/96	12/25/02	13 95	13 92	0 03	
0	6 25% 4/1/2004 FNMA #368076 DTD 12/09/96	12/25/02	103 54	105 48	1 94-		
0	12/1/1996 8% 11/1/2025 FNMA #365834 DTD 12/1/1996	12/25/02	7,563 49	7,624 35	60 86-		
0	FNMA #13799 DTD 10/1/1997	12/25/02	1,228 29	1,311 30	83 01-		
0	10/1/1997 8 5% 1/1/2025 FNMA #313800 DTD 10/1/1997	12/25/02	4,750 78	5,037 87	287 09-		
0	10/1/1997 8 5% 8/1/2019 FNMA #313800 DTD 10/1/1997	12/25/02	2,369 44	2,502 72	133 28-		
0	10/1/1997 8 5% 1/1/2012 FNMA #13801 DTD 10/1/1997	12/25/02	346 53	364 01	17 48-		
0	10/1/1997 7 5% 2/1/2023 FNMA #313807 DTD 10/1/1997	12/25/02	1,027 25	1,059 47	32 22-		
0	10/1/1997 7 5% 2/1/2023 FNMA #313811 DTD 10/1/1997	12/25/02	3,910 47	4,074 22	163 75-		
0	10/1/1997 7% 3/1/2012 FNMA #313811 DTD 10/1/1997	12/25/02	753 84	762 47	8 63-		

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
0	FNMA #313814 DTD 10/1/1997 6 5% 6/1/2021	10/17/97	12/25/02	47 73	47 50	0 23
0	FNMA #313815 DTD 10/1/1997 6 5% 1/1/2011	10/17/97	12/25/02	929 61	929 32	0 29
0	FNMA #505681 DTD 7/1/1999	08/21/99	12/25/02	141 30	132 42	8 88
0	FNMA #504754 DTD 7/1/1999	08/21/99	12/25/02	28,073 15	26,309 80	1,763 35
0	FNMA #499945 DTD 7/1/1999	08/21/99	12/25/02	6,924 46	6,489 51	434 95
0	FNMA #505404 DTD 7/1/1999	08/21/99	12/25/02	12,157 40	11,393 76	763 64
0	FNMA #497970 DTD 7/1/1999	08/21/99	12/25/02	6,820 17	6,391 78	428 39
0	FNMA #489130 DTD 7/1/1999	08/21/99	12/25/02	11,658 56	10,926 26	732 30
0	FNMA #495967 DTD 09/14/99	12/25/02		16,697 58	16,337 53	360 05
0	FNMA #511891 DTD 9/13/99	12/25/02		3,271 87	3,201 32	70 55
0	FNMA #508697 DTD 8/1/1999	10/07/99	12/25/02	5,149 41	4,766 42	382 99
0	FNMA #490056 DTD 3/1/1999	10/07/99	12/25/02	533 88	494 17	39 71
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	04/06/95	12/25/02	70,667 96	66,660 73	4,007 23
0	BEAR STEARNS 95-1 1A DTD 4/1/1995 6 47% 5/25/2010	12/19/96	12/25/02	18,996 76	18,705 88	290 88
0	CHASE 1993-M AS DTD 4/1/1995 6 47% 5/25/2010	12/11/97	12/25/02	15,754 57	15,670 87	83 70
0	COUNTRYWIDE 6 5 6/25/13	02/25/98	12/25/02	38,424 76	38,172 60	252 16
0	GE CAP MTC SVC 1994-17	08/09/00	12/25/02	54,593 75	51,266 94	3,326 81

Gain/loss period is long
 Disposal method is redemption

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont) J HOWARD PEW FREEDOM TRUST TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER INV OFFICER STEVE LEHMAN TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

Disposal method is long redemption

0 FNMA #506509 DTD 7/1/1999 11/07/99 12/26/02 1,315 13 1,313 07 2 06

Total for disposal method redemption

12,106,352 29 11,189,824 61 916,527 68

Disposal method sale

300	AMERICAN EXPRESS CO	12/22/00	01/03/02	10,932 70	16,046 64	5,113 94
275	AMERICAN INTERNATIONAL GROUP INC	05/03/00	01/03/02	21,185 68	20,418 29	767 39
200	ANHEUSER BUSCH COS INC	07/31/00	01/03/02	8,980 52	8,113 69	866 83
600	AOL TIME WARNER	08/24/00	01/03/02	18,803 72	35,536 74	16,733 02
200	APPLIED MATERIALS INC	10/26/00	01/03/02	8,931 86	10,077 52	1,145 66
125	BRISTOL MYERS SQUIBB CO	07/18/00	01/03/02	6,384 91	6,297 79	87 12
675	CISCO SYSTEMS	10/26/00	01/03/02	13,526 80	34,298 44	20,771 64
500	CITIGROUP INC	07/31/00	01/03/02	25,394 62	25,830 82	436 20
275	COMPUTER ASSOC INTERNATIONAL INC	10/26/00	01/03/02	9,690 86	8,556 05	1,134 81
275	DELL COMPUTER	10/26/00	01/03/02	7,944 00	7,321 87	622 13
225	DUKE ENERGY CORP	07/19/00	01/03/02	8,795 68	6,982 03	1,813 65
700	EXXON MOBIL CORPORATION	07/31/00	01/03/02	27,866 58	28,022 40	155 82
75	FED NAT'L MTG ASSN	07/18/00	01/03/02	5,906 82	3,923 25	1,983 57
1,000	GENERAL ELECTRIC CO	06/08/00	01/03/02	40,549 39	50,747 50	10,198 11
225	HCA - THE HEALTHCARE COMPANY	05/03/00	01/03/02	8,555 98	6,442 20	2,213 78
675	INTEL CORP	05/22/00	01/03/02	23,422 87	38,722 87	14,799 72
200	JP MORGAN CHASE & CO	05/02/00	01/03/02	7,389 89	10,141 33	2,751 44
200	LOCKHEED MARTIN CORP	09/26/00	01/03/02	9,237 86	6,110 08	3,127 78
200	MERCK & CO INC	07/31/00	01/03/02	11,764 10	14,112 00	2,347 90
525	MICROSOFT CORP	05/02/00	01/03/02	36,056 46	36,717 19	660 73
275	OCCIDENTAL PETROLEUM CORP	09/18/00	01/03/02	7,218 64	6,686 16	532 48
575	ORACLE SYSTEMS	05/02/00	01/03/02	8,515 62	22,442 97	13,927 35
625	PRIZER INC	05/03/00	01/03/02	24,622 13	26,617 48	1,995 35
100	PHARMACIA CORPORATION	12/08/00	01/03/02	4,174 94	5,928 61	1,753 67
400	SBC COMMUNICATIONS INC	10/11/00	01/03/02	15,855 76	19,810 44	3,954 68
350	SUN MICROSYSTEMS INC	05/22/00	01/03/02	4,679 43	12,731 25	8,051 82
175	UNITED TECHNOLOGIES CORP	08/09/00	01/03/02	11,415 08	10,676 50	738 58
450	VERIZON COMMUNICATIONS	11/01/00	01/03/02	22,202 67	25,170 75	2,968 08
275	VISHAY INTERTECHNOLOGY INC	09/14/00	01/03/02	5,634 66	10,094 70	4,460 04

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
25	WAL MART STORES INC	05/22/00	01/03/02	1,443 96	1,419 87	24 09
275	WAL MART STORES INC	08/09/00	01/03/02	15,883 60	14,849 31	1,034 29
270	RENAISSANCE HOLDINGS LTD	12/20/00	01/03/02	24,873 37	20,073 83	4,799 54
277	RENAISSANCE HOLDINGS LTD	12/19/00	01/03/02	25,518 24	20,503 79	5,014 45
413	RENAISSANCE HOLDINGS LTD	12/19/00	01/04/02	37,970 64	30,570 63	7,400 01
980	RENAISSANCE HOLDINGS LTD	12/19/00	01/08/02	86,228 90	72,540 48	13,688 42
450	AMERICAN EXPRESS CO	12/22/00	01/08/02	16,618 25	24,069 96	7,451 71-
375	AMERICAN INTERNATIONAL GROUP INC	05/03/00	01/08/02	28,690 81	27,843 13	847 68
300	ANHEUSER BUSCH COS INC	07/31/00	01/08/02	13,649 79	12,170 54	1,479 25
825	AOL TIME WARNER	08/24/00	01/08/02	26,523 35	48,863 02	22,339 67-
275	APPLIED MATERIALS INC	10/26/00	01/08/02	12,410 56	13,856 59	1,446 03-
300	BRISTOL MYERS SQUIBB CO	07/18/00	01/08/02	14,843 77	15,114 69	270 92-
475	CISCO SYSTEMS	10/26/00	01/08/02	9,813 35	24,135 94	14,322 59-
40	CITIGROUP INC	07/31/00	01/08/02	2,061 44	2,118 12	56 68-
675	COMPUTER ASSOC INTERNATIONAL INC	10/26/00	01/08/02	24,819 37	21,001 21	3,818 16
350	DELT COMPUTER	10/26/00	01/08/02	10,475 34	9,318 75	1,156 59
350	DUKE ENERGY CORP	07/19/00	01/08/02	13,474 79	10,860 94	2,613 85
950	EXXON MOBIL CORPORATION	07/31/00	01/08/02	37,685 93	38,030 40	344 47-
100	FED NAT'L MTG ASSN	07/18/00	01/08/02	7,634 88	5,231 00	2,403 88
800	GENERAL ELECTRIC CO	06/08/00	01/08/02	31,575 52	40,598 00	9,022 48-
400	GENERAL ELECTRIC CO	05/22/00	01/08/02	15,787 76	19,676 80	3,889 04-
175	GENERAL ELECTRIC CO	05/22/00	01/08/02	6,907 15	8,608 60	1,701 45-
300	HCA - THE HEALTHCARE COMPANY	05/03/00	01/08/02	11,657 82	8,589 60	3,068 22
925	INTEL CORP	05/22/00	01/08/02	32,883 25	52,378 13	19,494 88-
249 5	JP MORGAN CHASE & CO	05/02/00	01/08/02	9,595 62	12,651 32	3,055 70-
50	JP MORGAN CHASE & CO	07/31/00	01/08/02	1,942 20	2,485 75	543 55-
300	LOCKHEED MARTIN CORP	09/26/00	01/08/02	14,147 78	9,165 12	4,982 66
300	MERCK & CO INC	07/31/00	01/08/02	17,477 73	21,168 00	3,690 27-
750	MICROSOFT CORP	05/02/00	01/08/02	52,086 71	52,453 13	366 42-
350	OCCIDENTAL PETROLEUM CORP	09/18/00	01/08/02	9,124 36	8,509 65	614 71
300	ORACLE SYSTEMS	05/02/00	01/08/02	4,715 93	11,709 37	6,993 44-
500	ORACLE SYSTEMS	07/18/00	01/08/02	7,859 88	18,781 25	10,921 37-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

168	PFIZER INC	05/03/00	01/08/02	6,619 10	7,154 78	535 68-
550	SBC COMMUNICATIONS INC	10/11/00	01/08/02	21,642 17	27,239 35	5,597 18-
500	SUN MICROSYSTEMS INC	05/22/00	01/08/02	6,849 89	18,187 50	11,337 61-
225	UNITED TECHNOLOGIES CORP	08/09/00	01/08/02	14,681 02	13,726 94	954 08
625	VERIZON COMMUNICATIONS	11/01/00	01/08/02	31,080 78	34,959 38	3,878 60-
350	VISHAY INTERTECHNOLOGY INC	09/14/00	01/08/02	7,328 88	12,847 80	5,518 92-
450	WAL MART STORES INC	08/09/00	01/08/02	25,937 61	24,298 88	1,638 73
6,800	SBC COMMUNICATIONS INC	11/22/00	01/08/02	268,787 03	392,693 20	123,906 17-
1,500	SBC COMMUNICATIONS INC	11/29/00	01/08/02	59,291 26	82,698 00	23,406 74-
475	HICKS MUSE TATE & FURST EQ FUND IV LP	03/23/99	01/09/02	1,460 00	475 00	985 00
46,255	PEABODY GLOBAL REAL ESTATE PARTNERS	07/06/00	01/09/02	46,255 00	46,255 00	0 00
19,439 14	APOLLO INVESTMENTS FUND IV LP	08/03/98	01/11/02	19,439 14	19,439 14	0 00
147,103 274	GLENMEDE FUND INC-INTERNATIONAL PORT	10/28/99	01/11/02	1,993,249 36	2,584,604 52	591,355 16-
74,298 94	GLENMEDE FUND INC-INTERNATIONAL PORT	10/28/99	01/11/02	1,006,750 64	1,305,432 38	298,681 74-
15,640 52	APOLLO REAL ESTATE ADVISORS III LP	05/01/98	01/18/02	88,866 59	15,640 52	73,226 07
38,899 49	CROM FAMILY HOLDINGS REALTY PARTNERS LP	07/22/98	01/18/02	38,899 49	38,899 49	0 00
4,173	BRENTWOOD ASSOC BUYOUT FUND II LP	07/25/97	01/18/02	4,892 67	4,173 00	719 67
52,554 52	WESTBROOK REAL EST FD II LP MANAGEMENT	01/20/98	01/17/02	87,322 81	52,554 52	34,768 29
4,175	DARDEN RESTAURANTS INC	11/27/00	01/23/02	162,448 47	108,649 78	53,798 69
65,110 22	WESTBROOK REAL ESTATE FUND III LP	04/07/99	01/22/02	74,191 09	65,110 22	9,080 87
4,200	GENERAL ELECTRIC CO	05/22/00	01/24/02	161,055 39	206,606 40	45,551 01-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
775,000	DOW CHEMICAL CO DTD 11/1/1999 7 375% 11/1/2029	11/04/99	01/28/02	799,792 25	766,242 50	33,549 75
2,400	OCCIDENTAL PETROLEUM CORP	09/22/00	01/29/02	59,507 82	53,791 68	5,716 14
400	OCCIDENTAL PETROLEUM CORP	10/31/00	01/29/02	9,917 97	8,116 00	1,801 97
9,300	OCCIDENTAL PETROLEUM CORP	11/22/00	01/29/02	230,592 81	202,833 00	27,759 81
35,536	PEABODY GLOBAL REAL ESTATE PARTNERS	07/06/00	01/29/02	35,536 00	35,536 00	0 00
75,737	PEABODY GLOBAL REAL ESTATE PARTNERS	09/22/00	01/29/02	75,737 00	75,737 00	0 00
6,025	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	01/30/02	6,025 00	6,025 00	0 00
200	TYCO INTERNATIONAL LTD	07/19/00	01/30/02	5,776 85	10,812 50	5,035 65
3,600	TYCO INTERNATIONAL LTD	07/31/00	01/30/02	103,983 36	192,274 92	88,291 56
3,700	TYCO INTERNATIONAL LTD	08/09/00	01/30/02	106,871 78	198,506 48	91,634 70
6,225	NATIONAL CITY CORP	01/10/01	01/30/02	170,653 93	176,572 12	5,918 19
3,768	NATIONAL CITY CORP	12/20/00	01/30/02	103,297 03	103,173 87	123 16
6,463	NATIONAL CITY CORP	12/21/00	01/30/02	177,178 54	177,247 13	68 59
2,069	NATIONAL CITY CORP	12/21/00	01/30/02	56,720 16	56,400 94	319 22
7,486 96	COLUMBIA CAPITAL EQUITY PARTNERS II	06/18/99	01/31/02	90,382 33	7,486 96	82,895 37
6,463 61	COLUMBIA CAP EQUITY PARTNRS III (QP) LP	09/12/00	01/31/02	18,402 76	6,463 61	11,939 15
4,049	BLACKSTONE CAPITAL PARTNERS III	01/02/98	02/04/02	4,049 00	4,049 00	0 00
16,737	BLACKSTONE CAPITAL PARTNERS III	01/29/98	02/04/02	16,737 00	16,737 00	0 00
3,100	TYCO INTERNATIONAL LTD	12/08/98	02/05/02	75,932 41	105,522 45	29,590 04
100	TYCO INTERNATIONAL LTD	05/12/00	02/05/02	2,449 43	4,906 00	2,456 57
3,200	TYCO INTERNATIONAL LTD	05/01/00	02/05/02	78,381 85	152,992 00	74,610 15
200	TYCO INTERNATIONAL LTD	05/01/00	02/05/02	4,898 87	9,687 00	4,788 13
800	TYCO INTERNATIONAL LTD	09/20/00	02/05/02	19,595 46	41,248 00	21,652 54

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY DATE ACQUIRED DATE DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

Gain/Loss period is long
Disposal method sale

43 49	CHARTERHOUSE EQUITY PARTNERS III L P CORP	01/14/98	02/06/02	43 49	43 49	0 00	6,684 76
5,050	OCCIDENTAL PETROLEUM CORP	09/18/00	02/06/02	129,466 92	122,782 16	6,684 76	
4,800	GENZYME CORP	10/11/00	02/07/02	190,140 97	156,479 28	33,661 69	
2,000	GENZYME CORP	10/17/00	02/07/02	79,225 41	70,185 50	9,039 91	
1,650	MERCK & CO INC	07/18/00	02/07/02	96,217 15	109,617 75	13,400 60	
1,725	MERCK & CO INC	05/02/00	02/07/02	100,590 65	119,559 75	18,969 10	
1,075	MERCK & CO INC	07/31/00	02/07/02	62,686 93	75,852 00	13,165 07	
50	AMERICAN EXPRESS CO	12/22/00	02/12/02	1,645 47	2,674 44	1,028 97	
25	AMERICAN INTERNATIONAL GROUP INC	05/03/00	02/12/02	1,845 22	1,856 21	10 99	
25	ANADARKO PETROLEUM CORP	02/06/01	02/12/02	1,211 73	1,580 45	368 72	
25	ANHEUSER BUSCH COS INC	07/31/00	02/12/02	1,200 73	1,014 21	186 52	
50	AOL TIME WARNER	08/24/00	02/12/02	1,391 97	2,961 40	1,569 43	
25	BRISTOL MYERS SQUIBB CO	07/18/00	02/12/02	1,128 73	1,259 56	130 83	
75	CISCO SYSTEMS	01/11/01	02/12/02	1,295 98	2,700 00	1,404 02	
25	COMCAST CORP CLASS A SPECIAL	01/10/01	02/12/02	817 48	1,049 45	231 97	
25	COMPUTER ASSOC INTERNATIONAL INC	10/26/00	02/12/02	719 23	777 82	58 59	
25	DELL COMPUTER	10/26/00	02/12/02	670 23	665 63	4 60	
25	EXXON MOBIL CORPORATION	07/31/00	02/12/02	961 48	1,000 80	39 32	
25	FED NAT'L MTG ASSN	07/18/00	02/12/02	1,973 72	1,307 75	665 97	
25	HOME DEPOT INC	01/31/01	02/12/02	1,258 73	1,185 19	73 54	
25	JP MORGAN CHASE & CO	07/31/00	02/12/02	781 73	1,230 57	448 84	
25	MICROSOFTE CORP	05/02/00	02/12/02	1,512 47	1,748 44	235 97	
25	MORGAN ST DEAN WITTER & CO	02/02/01	02/12/02	1,271 73	2,244 60	972 87	
25	NATIONWIDE FINANCIAL SERV -A	01/10/01	02/12/02	1,050 48	1,052 31	1 83	
25	SBC COMMUNICATIONS INC	10/11/00	02/12/02	896 73	1,238 15	341 42	
25	TARGET CORP	01/10/01	02/12/02	1,094 98	860 36	234 62	
25	UNITED TECHNOLOGIES CORP	08/09/00	02/12/02	1,709 97	1,525 21	184 76	
25	VERIZON COMMUNICATIONS INC	11/01/00	02/12/02	1,132 48	1,398 37	265 89	
25	VISHAY INTERTECHNOLOGY	09/14/00	02/12/02	474 74	917 70	442 96	
25	WAL MART STORES INC	08/09/00	02/12/02	1,497 72	1,349 94	147 78	

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,400	QUALCOMM CORP	07/18/00	02/15/02	51,811 26	92,238 86	40,427 60-
2,350	QUALCOMM CORP	01/31/01	02/15/02	86,968 90	201,953 12	114,984 22-
1,050	QUALCOMM CORP	07/31/00	02/15/02	38,858 45	68,906 25	30,047 80-
810	NATIONWIDE FINANCIAL SERV	12/07/00	02/15/02	33,497 04	36,178 97	2,681 93-
720	NATIONWIDE FINANCIAL SERV	12/07/00	02/19/02	29,540 86	32,159 09	2,618 23-
550	QUALCOMM CORP	07/31/00	02/19/02	20,088 67	36,093 75	16,005 08-
1,700	QUALCOMM CORP	08/09/00	02/19/02	62,092 25	105,081 25	42,989 00-
151,000	US TREASURY N/B DTD	03/02/00	02/20/02	160,431 60	146,705 94	13,725 66
4,209	VERISOR INC	12/31/97	02/20/02	75,190 86	17,109 59	58,081 27
800	AMERICAN INTERNATIONAL GROUP INC	09/20/00	02/20/02	57,622 09	71,095 84	13,473 75-
1,500	AMERICAN INTERNATIONAL GROUP INC	08/09/00	02/20/02	108,041 43	131,397 90	23,356 47-
163,987 08	WALTON STREET REAL ESTATE FUND I L C	11/21/97	02/21/02	184,337 99	163,987 08	20,350 91
3,905	BRENTWOOD ASSOCIATES PRIVATE EQUITY III	10/07/99	02/21/02	3,905 00	3,905 00	0 00
5,530	BRENTWOOD ASSOCIATES PRIVATE EQUITY III	12/28/99	02/21/02	5,530 00	5,530 00	0 00
1,080	NATIONWIDE FINANCIAL SERV	12/07/00	02/22/02	43,838 81	48,238 63	4,399 82-
6,250	JP MORGAN CHASE & CO	02/02/99	02/22/02	173,409 89	321,407 08	147,997 19-
750	JP MORGAN CHASE & CO	05/05/00	02/22/02	20,809 19	35,773 95	14,964 76-
1,600	EMERSON ELECTRIC CO	07/18/00	02/22/02	89,336 10	98,669 12	9,333 02-
741	EMERSON ELECTRIC CO	07/31/00	02/22/02	41,373 78	46,310 65	4,936 87-
959	EMERSON ELECTRIC CO	07/31/00	02/22/02	53,545 82	59,132 23	5,586 41-
100	EMERSON ELECTRIC CO	09/20/00	02/22/02	5,583 51	6,131 00	547 49-
1,200	MERCK & CO INC	07/18/00	02/22/02	73,543 06	79,722 00	6,178 94-
1,200	MERCK & CO INC	05/12/00	02/22/02	73,543 05	82,047 00	8,503 95-
1,400	MERCK & CO INC	05/01/00	02/22/02	85,800 23	95,532 64	9,732 41-
3,600	TXU CORPORATION	07/12/00	02/22/02	179,548 02	115,267 32	64,280 70

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE	ACQUIRED	DATE	DISPOSED	PROCEEDS	BASIS	DISPOSED	GAIN/(LOSS)	
1,000	TXU CORPORATION	08/09/00	02/22/02	49,874	45	34,685	00	15,189	45	
5,231	COMPUTER ASSOC INTERNATIONAL INC	10/26/00	02/22/02	79,363	53	162,751	58	83,388	05-	
4,219	COMPUTER ASSOC INTERNATIONAL INC	10/26/00	02/22/02	64,009	70	129,745	64	65,735	94-	
506	HARLEY DAVIDSON INTERNATIONAL INC	07/31/00	02/22/02	25,686	70	23,243	11	2,443	59	
123	CHARLES RIVER LABORATORIES	09/01/99	02/22/02	3,501	23	655	22	2,846	01	
1,294	HARLEY DAVIDSON INC	07/31/00	02/25/02	66,218	68	59,439	89	6,778	79	
800	HARLEY DAVIDSON INC	08/09/00	02/25/02	40,938	90	36,551	44	4,387	46	
6,141	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	02/28/02	6,141	00	6,141	00	0	00	
5,400	NRG ENERGY INC	05/30/00	02/28/02	61,276	65	81,000	00	19,723	35-	
1,100	NRG ENERGY INC	08/31/00	02/28/02	12,482	28	29,078	50	16,596	22-	
28,753	BLACKSTONE CAPITAL PARTNERS III	01/29/98	02/27/02	28,753	00	28,753	00	0	00	
2,790	B/S WHOLESALE CLUB INC WESTBROOK REAL ESTATE FUND III L P	01/07/97	02/27/02	116,994	65	27,544	34	89,450	31	
50,174	47	04/07/99	02/27/02	50,174	47	50,174	47	0	00	
18,362	PEABODY GLOBAL REAL ESTATE PARTNERS	09/22/00	03/01/02	18,362	00	18,362	00	0	00	
108	149	MAXIM INTEGRATED PROD INC	03/02/99	03/01/02	5,214	37	2,988	51	2,225	86
2,818	389	MAXIM INTEGRATED PROD INC	03/03/99	03/01/02	135,887	71	75,788	92	60,093	79
1,243	062	MAXIM INTEGRATED PROD INC	03/25/99	03/01/02	59,933	83	33,931	30	26,002	53
390	4	MAXIM INTEGRATED PROD INC	10/13/00	03/01/02	18,823	01	18,900	39	77	38-
100	100	AMERICAN INTERNATIONAL GROUP INC	08/09/00	03/04/02	7,483	88	8,759	86	1,275	98-
100	100	CISCO SYSTEMS	05/01/00	03/04/02	1,585	97	7,127	78	5,541	81-
100	100	GENERAL ELECTRIC CO	08/09/00	03/04/02	3,983	94	5,529	01	1,545	07-
100	100	PRIZER INC	07/19/00	03/04/02	4,156	93	4,487	50	330	57-
100	100	UNITED PARCEL SERVICE - CT B	05/01/00	03/04/02	5,932	91	6,554	75	621	84-
300	300	NATIONWIDE FINANCIAL SERV -A	12/07/00	03/04/02	12,773	17	13,399	62	626	45-
1,350	1,350	CULLEN / FROST BANKERS INC	12/13/00	03/04/02	47,350	81	48,849	75	1,498	94-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
420	CULLEN / FROST BANKERS INC	11/07/00	03/04/02	14,731 36	14,121 45	609 91
10,130	BLACKSTONE REAL ESTATE PARTNERS II L P	01/16/98	03/04/02	12,584 91	10,130 00	2,454 91
680	CULLEN / FROST BANKERS INC	11/07/00	03/05/02	24,054 63	22,863 30	1,191 33
380	CULLEN / FROST BANKERS INC	04/27/99	03/05/02	13,442 30	9,959 59	3,482 71
1,450	AOL TIME WARNER BLACKSTONE REAL ESTATE ADVISORS III LP	08/24/00	03/05/02	38,975 41	85,880 45	46,905 04-
3,358	OLYMPUS REAL ESTATE FUND III LP	11/21/00	03/06/02	3,358 00	3,358 00	0 00
8,763	OLYMPUS REAL ESTATE FUND III LP	12/19/00	03/06/02	8,763 00	8,763 00	0 00
1,270	COLGATE PALMOLIVE CO	02/12/01	03/07/02	69,476 46	74,861 93	5,385 47-
600	NATIONWIDE FINANCIAL SERV -A	12/07/00	03/07/02	25,732 95	26,799 24	1,066 29-
34,143 75	DELPHI VENTURES IV LP	04/17/98	03/11/02	15,997 40	34,143 75	18,146 35-
3,166 25	DELPHI VENTURES IV LP	02/09/99	03/11/02	1,483 49	3,166 25	1,682 76-
1,660	OCEAN ENERGY INC	03/14/00	03/12/02	31,485 74	18,982 10	12,503 64
1,700	TXU CORPORATION	07/18/00	03/12/02	88,155 57	53,120 75	35,034 82
1,900	TXU CORPORATION	07/31/00	03/12/02	98,526 82	59,726 50	38,800 32
490	NATIONWIDE FINANCIAL SERV -A	12/07/00	03/12/02	21,353 29	21,886 05	532 76-
110	NATIONWIDE FINANCIAL SERV -A	12/06/00	03/12/02	4,793 59	4,887 94	94 35-
600	AGILENT TECHNOLOGIES INC	10/13/00	03/12/02	21,331 18	26,221 86	4,890 68-
500	ALLTEL CORP	11/29/00	03/12/02	28,976 41	30,467 90	1,491 49-
800	AMERICAN INTERNATIONAL GROUP INC	08/09/00	03/12/02	58,687 11	70,078 88	11,391 77-
50	APPLIED MATERIALS INC	07/18/00	03/12/02	2,508 51	4,456 25	1,947 74-
750	APPLIED MATERIALS INC	05/12/00	03/12/02	37,627 68	64,734 38	27,106 70-
200	CHEVRONTXACO CORPORATION	08/09/00	03/12/02	17,837 23	16,589 40	1,247 83
700	CISCO SYSTEMS	05/01/00	03/12/02	27,986 85	121,172 26	93,185 41-
1,700	CISCO SYSTEMS	08/09/00	03/12/02	11,523 99	47,543 44	36,019 45-
900	CITIGROUP INC	05/01/00	03/12/02	44,198 34	41,737 54	2,460 80

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
600	COLGATE PALMOLIVE CO	02/12/01	03/12/02	32,981 49	35,367 84	2,386 35-
900	DUKE ENERGY CORP	08/09/00	03/12/02	32,210 51	30,726 31	1,484 20
300	EXXON MOBIL CORPORATION	07/12/00	03/12/02	13,128 46	11,999 62	1,128 84
100	EXXON MOBIL CORPORATION	05/05/00	03/12/02	4,376 15	3,995 82	380 33
400	FED HOME LOAN MTG CORP	09/20/00	03/12/02	25,896 33	18,774 00	7,122 33
700	GENERAL ELECTRIC CO	08/09/00	03/12/02	28,659 53	38,703 07	10,043 54-
1,000	GENERAL ELECTRIC CO	05/01/00	03/12/02	40,942 18	53,526 00	12,583 82-
400	HARLEY DAVIDSON INC	08/09/00	03/12/02	21,726 63	18,275 72	3,450 91
900	INTEL CORP	07/31/00	03/12/02	29,204 29	59,990 85	30,786 56-
472	INTERNATIONAL BUSINESS MACHINES CORP	08/09/00	03/12/02	51,088 51	56,519 21	5,430 70-
128	INTERNATIONAL BUSINESS MACHINES CORP	08/09/00	03/12/02	13,854 51	15,311 68	1,457 17-
200	JOHNSON & JOHNSON	08/09/00	03/12/02	12,646 07	9,592 39	3,053 68
200	JOHNSON CONTROLS	08/09/00	03/12/02	18,310 04	11,500 66	6,809 38
200	KIMBERLY CLARK CORP	05/01/00	03/12/02	12,679 81	11,593 86	1,085 95
700	MEDIMMUNE INC	08/09/00	03/12/02	28,851 26	49,831 25	20,979 99-
700	MEDTRONIC INC	08/09/00	03/12/02	31,238 57	39,679 28	8,440 71-
500	NATIONWIDE FINANCIAL SERV	12/06/00	03/12/02	21,674 22	22,217 90	543 68-
1,453	PFIZER INC	07/19/00	03/12/02	57,669 29	65,203 38	7,534 09-
747	PFIZER INC	07/18/00	03/12/02	29,648 28	33,495 71	3,847 43-
300	THE PMI GROUP INC	11/22/00	03/12/02	22,143 39	19,079 85	3,063 54
200	PROCTER & GAMBLE CO	01/25/01	03/12/02	16,963 74	14,006 22	2,957 52
600	TARGET CORP	01/05/01	03/12/02	26,538 14	21,772 26	4,765 88
200	UNITED PARCEL SERVICE - CL B	05/01/00	03/12/02	12,003 66	13,109 50	1,105 84-
200	UNITED PARCEL SERVICE - CL B	05/12/00	03/12/02	12,003 65	12,312 00	308 35-
200	WELLPOINT HEALTH NETWORKS	02/16/01	03/12/02	24,560 71	20,378 42	4,182 29
2,000	ORACLE SYSTEMS	07/18/00	03/12/02	28,583 17	75,125 00	46,541 83-
3,650	ORACLE SYSTEMS	05/22/00	03/12/02	52,164 28	118,054 69	65,890 41-
2,500	ORACLE SYSTEMS	07/31/00	03/12/02	35,728 96	92,777 50	57,048 54-
2,850	ORACLE SYSTEMS	10/26/00	03/12/02	40,731 02	95,653 12	54,922 10-
130,961 442	GLENMEDE FUND	10/28/99	03/13/02	1,832,150 57	2,300,992 53	468,841 96-
83,477 443	INC-INTERNATIONAL PORT GLENMEDE FUND	10/30/00	03/13/02	1,167,849 43	1,307,256 76	139,407 33-
9,807	OLYMPUS REAL ESTATE FUND	05/19/98	03/13/02	10,519 55	9,807 00	712 55

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
59,463	OLYMPUS REAL ESTATE FUND	05/29/98	03/13/02	63,783 41	59,463 00	4,320 41
98,556 3	VALUE ENHANCEMENT FUND	06/25/99	03/14/02	98,556 30	98,556 30	0 00
75,265 73	VALUE ENHANCEMENT FUND	07/20/98	03/14/02	75,265 73	75,265 73	0 00
59,133 75	VALUE ENHANCEMENT FUND	03/11/99	03/14/02	59,133 75	59,133 75	0 00
4,361 17	VALUE ENHANCEMENT FUND	03/30/98	03/14/02	4,361 17	4,361 17	0 00
36,021	BLACKSTONE CAPITAL PARTNERS III	01/29/98	03/15/02	36,021 00	36,021 00	0 00
6,400	EQUITY RESIDENTIAL PROPS	08/05/99	03/15/02	184,625 69	131,064 64	53,561 05
3,480	EQUITY RESIDENTIAL PROPS	08/05/99	03/18/02	99,547 02	71,266 40	28,280 62
2,320	EQUITY RESIDENTIAL PROPS	08/05/99	03/19/02	66,428 71	47,510 93	18,917 78
1,500	AFFILIATED MANAGERS GROUP	06/14/00	03/19/02	109,166 71	58,590 00	50,576 71
900	ALLEGHENY ENERGY INC	01/11/01	03/19/02	33,493 81	37,629 00	4,135 19-
3,300	ALLEGHENY ENERGY INC	01/16/01	03/19/02	122,810 62	133,879 35	11,068 73-
1,688	ALLIANT ENERGY CORP	12/22/99	03/19/02	49,559 27	46,723 16	2,836 11
312	ALLIANT ENERGY CORP	12/21/99	03/19/02	9,160 24	8,627 08	533 16
500	CONSTELLATION BRANDS INC	06/03/99	03/19/02	26,691 40	11,681 45	15,009 95
3,800	CONSTELLATION BRANDS INC	03/08/00	03/19/02	202,854 63	86,504 15	116,350 48
700	CONSTELLATION BRANDS INC	08/14/00	03/19/02	37,367 96	15,826 06	21,541 90
1,965	DARDEN RESTAURANTS INC	12/21/00	03/19/02	77,109 57	46,211 89	30,897 68
35	DARDEN RESTAURANTS INC	12/21/00	03/19/02	1,373 45	818 86	554 59
3,700	ELECTR FOR IMAGING CORP	02/12/99	03/19/02	64,227 33	126,466 00	62,238 67-
582	ELECTR FOR IMAGING CORP	02/23/99	03/19/02	10,102 79	20,848 70	10,745 91-
1,718	ELECTR FOR IMAGING CORP	02/23/99	03/19/02	29,822 31	62,096 94	32,271 63-
3,600	ELECTR FOR IMAGING CORP	08/31/00	03/19/02	62,491 46	101,932 92	39,441 46-
10,610	ENERGY EAST CORP	01/25/00	03/19/02	219,329 80	239,957 89	20,628 09-
8,100	HEALTH MANAGEMENT CLASS A	12/13/00	03/19/02	159,385 35	163,091 07	3,705 72-
3,500	HEALTH MANAGEMENT CLASS A	01/18/01	03/19/02	68,870 22	56,210 00	12,660 22

CONFIDENTIAL

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCERDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCERDS	BASIS DISPOSED	GAIN/(LOSS)
1,000	MGC INVESTMENT CORP	11/15/00	03/19/02	70,851 13	66,123 40	4,727 73
400	MGM GRAND INC	11/14/00	03/19/02	14,717 90	12,510 80	2,207 10
1,100	MGM GRAND INC	11/13/00	03/19/02	40,474 22	33,637 45	6,836 77
3,000	NATIONWIDE FINANCIAL SERV	12/22/00	03/19/02	129,118 06	129,153 90	35 84-
1,000	OCCIDENTAL PETROLEUM CORP -A	09/21/00	03/19/02	28,950 36	22,331 40	6,618 96
1,900	OCEAN ENERGY INC	03/14/00	03/19/02	37,505 43	21,726 50	15,778 93
2,900	PACTIV CORPORATION	10/27/00	03/19/02	59,934 55	31,615 51	28,319 04
647	THE PMI GROUP INC	11/09/98	03/19/02	48,865 82	23,906 69	24,959 13
1,353	THE PMI GROUP INC	11/11/98	03/19/02	102,187 71	48,602 65	53,585 06
1,660	PRECISION CASTPARTS CORP	01/19/01	03/19/02	57,234 94	58,136 19	901 25-
1,690	PRECISION CASTPARTS CORP	01/22/01	03/19/02	58,269 32	59,175 69	906 37-
650	PRECISION CASTPARTS CORP	01/19/01	03/19/02	22,411 27	22,628 25	216 98-
4,100	REYNOLDS & REYNOLDS CO - CL A	08/13/98	03/19/02	119,888 75	63,780 42	56,108 33
1,100	REYNOLDS & REYNOLDS CO - CL A	09/18/98	03/19/02	32,165 28	15,923 60	16,241 68
349	TELEFLEX INC	11/14/00	03/19/02	18,935 37	12,580 09	6,355 28
325	TELEFLEX INC	11/15/00	03/19/02	17,633 23	12,066 86	5,566 37
950	TELEFLEX INC	11/17/00	03/19/02	51,543 28	35,531 23	16,012 05
376	TELEFLEX INC	11/10/00	03/19/02	20,400 29	13,546 56	6,853 73
2,127	TRIAD HOSPITALS INC	10/03/00	03/19/02	68,125 09	68,188 01	62 92-
709	TRIAD HOSPITALS INC	10/04/00	03/19/02	22,708 36	23,397 00	64- 688 64-
1,744	TRIAD HOSPITALS INC	10/06/00	03/19/02	55,858 08	57,770 00	1,911 92-
1,420	TRIAD HOSPITALS INC	09/19/00	03/19/02	45,480 78	42,269 14	3,211 64
839	VISHAY INTERTECHNOLOGY INC	08/22/00	03/19/02	17,371 23	31,935 02	14,563 79-
1,522	VISHAY INTERTECHNOLOGY INC	08/22/00	03/19/02	31,512 54	57,932 19	26,419 65-
139	VISHAY INTERTECHNOLOGY INC	08/22/00	03/19/02	2,877 95	5,290 78	2,412 83-
292	AMERICAN INTERNATIONAL GROUP INC	08/09/00	03/19/02	21,619 35	25,578 79	3,959 44-
8	AMERICAN INTERNATIONAL GROUP INC	08/09/00	03/19/02	592 31	700 54	108 23-
700	AMERICAN INTERNATIONAL GROUP INC	07/31/00	03/19/02	51,827 22	61,244 40	9,417 18-
1,100	THE PMI GROUP INC	11/22/00	03/19/02	83,002 11	69,959 45	13,042 66
1,680	AVNET INC	11/04/99	03/19/02	46,013 66	44,879 27	1,134 39
3,280	AVNET INC	11/04/99	03/19/02	89,836 20	87,621 43	2,214 77
3,040	AVNET INC	11/04/99	03/19/02	83,262 82	81,210 10	2,052 72

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
35,347	DELPHI VENTURES III LP LIMITED PARTNERS	10/23/96	03/22/02	198,255 40	35,347 00	162,908 40
2,290	PACTIV CORPORATION	10/27/00	03/21/02	45,323 68	24,965 35	20,358 33
3,280	AVNET INC	11/04/99	03/21/02	89,287 47	87,621 43	1,666 04
18,325	WESTBROOK REAL ESTATE FUND III L P	07/01/99	03/21/02	23,235 46	18,325 00	4,910 46
121,873	WESTBROOK REAL ESTATE FUND III L P	03/02/99	03/21/02	154,530 72	121,873 00	32,657 72
82,855 43	WESTBROOK REAL ESTATE FUND III L P	09/27/99	03/21/02	105,057 80	82,855 43	22,202 37
2,200	ALTEL CORP	11/29/00	03/25/02	116,763 24	134,058 76	17,295 52
900	COLGATE PALMOLIVE CO	02/12/01	03/25/02	50,480 69	53,051 76	2,571 07
1,100	AMERICAN INTERNATIONAL GROUP INC	07/31/00	03/25/02	78,073 97	96,241 20	18,167 23
700	AMERICAN INTERNATIONAL GROUP INC	07/19/00	03/25/02	49,683 43	55,620 83	5,937 40
800	COMCAST CORP CLASS A SPECIAL	01/04/01	03/25/02	25,908 73	33,796 72	7,887 99
223	DARDEN RESTAURANTS INC	11/22/00	03/25/02	8,228 57	5,811 38	2,417 19
1,100	EXXON MOBIL CORPORATION	03/08/99	03/25/02	47,321 28	38,877 63	8,443 65
200	MORGAN ST DEAN WITTER & CO	02/02/01	03/25/02	11,019 83	17,956 80	6,936 97
200	NATIONWIDE FINANCIAL SERV -A	12/22/00	03/25/02	8,347 59	8,610 26	262 67
800	TARGET CORP	07/30/96	03/25/02	34,793 79	6,075 92	28,717 87
1,000	VERIZON COMMUNICATIONS	04/16/99	03/25/02	45,604 31	58,074 20	12,469 89
111,111 111	PIONEER EMERGING MARKETS FUND - CLASS Y	01/19/00	03/26/02	1,297,777 77	2,000,000 00	702,222 23
17,313 547	PIONEER EMERGING MARKETS FUND - CLASS Y	01/03/00	03/26/02	202,222 23	302,987 07	100,764 84
35,109	BLACKSTONE CAPITAL PARTNERS III	01/29/98	03/26/02	35,109 00	35,109 00	0 00
6,114	BLACKSTONE CAPITAL PARTNERS III	09/30/98	03/26/02	6,114 00	6,114 00	0 00
64,199	BLACKSTONE CAPITAL PARTNERS III	05/15/98	03/26/02	64,199 00	64,199 00	0 00
44,507	BLACKSTONE CAPITAL PARTNERS III	03/11/98	03/26/02	44,507 00	44,507 00	0 00

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
912	BLACKSTONE CAPITAL PARTNERS III	07/22/98	03/26/02	912 00	912 00	0 00
3,646	BLACKSTONE CAPITAL PARTNERS III	12/31/98	03/26/02	3,646 00	3,646 00	0 00
36,993	TRANSWESTERN OFFICE PARTNERS II	04/09/98	03/28/02	36,993 00	36,993 00	0 00
15,507	TRANSWESTERN OFFICE PARTNERS II	04/29/98	03/28/02	15,507 00	15,507 00	0 00
43,066 3211	NICHOLAS APPLGATE PARTNERS II	01/18/00	03/28/02	522,394 48	999,999 98	477,605 50-
18,287 741	NICHOLAS APPLGATE EMERGING COUNTRIES FD	09/05/00	03/28/02	221,830 30	361,000 00	139,169 70-
62,306 2839	NICHOLAS APPLGATE EMERGING COUNTRIES FD	08/23/00	03/28/02	755,775 22	1,220,580 10	464,804 88-
18,796 09	CHARTERHOUSE EQUITY PARTNERS III L P	01/14/98	04/03/02	77,270 50	18,796 09	58,474 41
1,500	MEDIMMUNE INC	05/12/00	04/02/02	58,751 86	83,500 00	24,748 14-
600	MEDIMMUNE INC	05/01/00	04/02/02	23,500 75	31,975 00	8,474 25-
1,400	MEDIMMUNE INC	07/31/00	04/02/02	54,835 07	84,350 00	29,514 93-
500	MEDIMMUNE INC	08/09/00	04/02/02	19,583 96	35,593 75	16,009 79-
125	MICROSOFT CORP	05/02/00	04/02/02	7,342 28	8,742 18	1,399 90-
725	INTEL CORP	05/22/00	04/02/02	22,082 83	41,053 12	18,970 29-
3,650	INTEL CORP	10/26/00	04/02/02	111,175 64	154,668 75	43,493 11-
1,150	APPLIED MATERIALS INC	10/26/00	04/02/02	62,368 83	57,945 74	4,423 09
3,733	E PIPHANY INC	03/18/97	04/02/02	22,982 26	2,799 75	20,182 51
3,441	E PIPHANY INC	03/18/97	04/02/02	21,184 55	2,580 75	18,603 80
2,357	E PIPHANY INC	03/18/97	04/02/02	14,510 90	1,791 32	12,719 58
1,414	E PIPHANY INC	03/18/97	04/02/02	8,705 31	1,074 64	7,630 67
1	E PIPHANY INC	03/18/97	04/02/02	6 16	00 76	5 40
23,517	APA EXCELSIOR IV L P NATIONALWIDE FINANCIAL SERV -A	11/05/99	04/05/02	59,045 58	23,517 00	35,528 58
200		12/06/00	04/05/02	8,924 35	8,887 16	37 19
11,934	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	03/29/02	11,934 00	11,934 00	0 00
4,473	J W CHILDS EQUITY PARTNERS II	12/11/98	03/29/02	1,642 07	4,473 00	2,830 93-
23,090	COLONYINVESTOR III L P	12/28/98	03/29/02	23,090 00	23,090 00	0 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DISPOSED DATE DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
37,546	BLACKSTONE REAL ESTATE PARTNERS II L P	01/16/98	04/09/02	79,110 33	37,546 00	41,564 33
119,632 13	APOLLO REAL ESTATE ADVISORS II L P	10/29/96	04/12/02	197,250 01	119,632 13	77,617 88
720	OCEAN ENERGY INC	03/14/00	04/12/02	13,678 36	8,233 20	5,445 16
3,040	OCEAN ENERGY INC	03/14/00	04/12/02	57,753 09	34,729 88	23,023 21
3,181	PACTIV CORPORATION	10/27/00	04/12/02	63,697 60	34,678 94	29,018 66
1,690	BRINKER INTL INC	11/10/00	04/12/02	55,708 49	43,041 93	12,666 56
249	PACTIV CORPORATION	10/27/00	04/12/02	4,984 82	2,714 57	2,270 25
46,690 3	PEABODY GLOBAL REAL ESTATE PARTNERS	09/22/00	04/15/02	46,690 30	46,690 30	0 00
3,400	GENERAL ELECTRIC CO	05/01/00	04/15/02	108,660 72	181,988 40	73,327 68-
25,354	ABRY BROADCAST PARTNERS III L P	04/30/99	04/16/02	25,354 00	25,354 00	0 00
64,333	OLYMPUS REAL ESTATE FUND III L P	12/19/00	04/16/02	64,333 00	64,333 00	0 00
1,010	KILROY REALTY CORP III LP	09/01/99	04/16/02	28,524 77	23,166 87	5,357 90
1,726	OCEAN ENERGY INC	03/14/00	04/16/02	34,008 59	19,718 34	14,290 25
2,034	OCEAN ENERGY INC	03/15/00	04/16/02	40,077 34	23,182 92	16,894 42
1,000	GENERAL ELECTRIC CO	05/22/00	04/11/02	36,588 89	49,192 00	12,603 11-
600	MEDIMMUNE INC	05/01/00	04/11/02	20,967 20	31,975 00	11,007 80-
6,214	WESTBROOK REAL ESTATE FUND IV LP	04/06/01	04/11/02	7,267 55	6,214 00	1,053 55
34,029 69	LEHMAN BROS MERCHANT BANKING PRS II	05/07/98	04/18/02	65,221 30	34,029 69	31,191 61
300	KILROY REALTY CORP	09/01/99	04/18/02	8,361 43	6,881 25	1,480 18
25,704	OLYMPUS REAL ESTATE FUND III	05/29/98	04/17/02	25,704 00	25,704 00	0 00
116,071	OLYMPUS REAL ESTATE FUND II	06/10/98	04/17/02	116,071 00	116,071 00	0 00
2,133 3333	CITIGROUP INC	05/05/00	04/17/02	101,626 80	95,248 00	6,373 80
366 1934	CITIGROUP INC	05/01/00	04/17/02	17,444 56	16,982 24	462 32
4,627 66	WESTBROOK REAL EST FD II LP MANAGEMENT	01/20/98	04/17/02	4,627 66	4,627 66	0 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

Gain/loss period is long
Disposal method sale

1,400	COLGATE PALMOLIVE CO	07/12/00	04/19/02	76,017 85	75,421 50	596 35
600	COLGATE PALMOLIVE CO	07/18/00	04/19/02	32,579 08	32,998 50	419 42-
1,230	COLGATE PALMOLIVE CO	02/12/01	04/19/02	66,787 11	72,504 07	5,716 96-
70	COLGATE PALMOLIVE CO	08/09/00	04/19/02	3,800 89	3,730 76	70 13
1,750 2082	METRIS COMPANIES INC	11/05/98	04/19/02	21,854 19	18,741 81	3,112 38
549 7918	METRIS COMPANIES INC	02/20/97	04/19/02	6,865 04	5,795 01	1,070 03
18,460	DLJ REAL ESTATE CAPITAL PARTNERS II L P	12/22/99	04/22/02	46,907 40	18,460 00	28,447 40
6,691	DLJ REAL ESTATE CAPITAL PARTNERS II L P	04/12/00	04/22/02	17,002 02	6,691 00	10,311 02
510	KILROY REALTY CORP	09/01/99	04/22/02	14,121 42	11,698 13	2,423 29
1,537 5	JP MORGAN CHASE & CO	05/22/00	04/22/02	56,259 73	73,156 81	16,897 08-
599 5	JP MORGAN CHASE & CO	07/31/00	04/22/02	21,936 72	29,509 07	7,572 35-
100	JP MORGAN CHASE & CO	10/31/00	04/22/02	3,659 17	4,499 75	840 58-
200	KILROY REALTY CORP	09/01/99	04/23/02	5,547 83	4,587 50	960 33
1,685	BRINKER INTL INC	11/10/00	04/23/02	54,770 11	42,914 59	11,855 52
1,257 8049	METRIS COMPANIES INC	02/04/97	04/23/02	17,611 63	12,809 96	4,801 67
2,119 2627	METRIS COMPANIES INC	02/05/97	04/23/02	29,673 65	21,417 56	8,256 09
252 1341	METRIS COMPANIES INC	02/06/97	04/23/02	3,530 35	2,535 18	995 17
1,073 7983	METRIS COMPANIES INC	02/20/97	04/23/02	15,035 19	11,318 24	3,716 95
426	KILROY REALTY CORP	09/01/99	04/24/02	11,817 09	9,771 37	2,045 72
354	KILROY REALTY CORP	09/01/99	04/24/02	9,819 84	8,119 87	1,699 97
1,000	LOCKHEED MARTIN CORP	09/26/00	04/24/02	61,862 34	30,550 40	31,311 94
1,500	LOCKHEED MARTIN CORP	09/26/00	04/24/02	92,793 50	45,825 60	46,967 90
35,396	JAFCO AMERICA TECHNOLOGY ED III LP	03/13/01	04/24/02	53,669 60	35,396 00	18,273 60
4,983	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	04/30/02	4,983 00	4,983 00	0 00
47,031 76	RESOURCE CAPITAL FUND L P	11/09/98	05/01/02	72,356 56	47,031 76	25,324 80
1,176	NATIONWIDE FINANCIAL SERV -A	01/10/01	05/01/02	51,436 69	49,500 66	1,935 03
574	NATIONWIDE FINANCIAL SERV -A	01/11/01	05/01/02	25,106 00	24,065 64	1,040 36
1,400	ANADARKO PETROLEUM CORP	02/06/01	05/03/02	74,903 48	88,505 05	13,601 57-

CONFIDENTIAL

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

 Disposal method is long term capital gain

1,150	AMERICAN EXPRESS CO	12/22/00	05/02/02	48,242 43	61,512 12	08 69	13,269 69-
0 5	DARDEN RESTAURANTS INC	11/22/00	05/02/02	13 40	08 69	4 71	101,824 99
2,551	BAXTER INTL INC	04/02/01	05/06/02	144,221 33	42,396 34	0 00	1,384 35
2,133	COLONYINVESTOR III L P	12/28/98	05/09/02	2,133 00	2,133 00	0 00	8,056 28
1,530	DUKE ENERGY CORP	08/09/00	05/09/02	21,868 56	20,484 21	12,021 78	5,685 61
2,200	DUKE ENERGY CORP	07/19/00	05/10/02	80,290 53	68,268 75	1,600,000 01	119,698 00-
1,070	DUKE ENERGY CORP	07/31/00	05/10/02	39,050 40	33,364 79	1,960,040 00	380 00
109,814 688	GLENMEDE FUND INC-INTERNATIONAL PORT	10/30/00	05/13/02	1,600,000 01	1,719,698 01	1,960,040 00	2,868 84
5,208	LOCKHEED MARTIN CORP	09/26/00	05/14/02	319,021 00	159,106 48	15,914 52	72,752 02
2,100	TARGET CORP	07/30/96	05/14/02	88,701 31	15,949 29	2,868 84	5,392 00
200	MGM GRAND INC	03/26/01	05/14/02	7,759 64	4,890 80	2,868 84	159,914 52
400,000	MERRILL LYNCH & CO DTD	03/31/99	05/14/02	392,084 00	386,692 00	159,914 52	15,914 52
2,000,000	MERRILL LYNCH & CO DTD	2/17/1999 6% 2/17/2009	04/15/99 05/14/02	1,960,420 00	1,960,040 00	159,914 52	15,914 52
2,200,000	IBM CORP DTD 2/1/1999	04/15/99 05/16/02	2,142,954 00	2,117,258 00	25,696 00	15,914 52	15,914 52
300,000	IBM CORP DTD 2/1/1999	02/04/00 05/16/02	292,221 00	260,601 00	31,620 00	15,914 52	15,914 52
3,000	JOHNSON & JOHNSON	07/18/00 05/16/02	181,255 44	142,819 95	38,435 49	15,914 52	15,914 52
100	JOHNSON & JOHNSON	08/09/00 05/16/02	6,041 85	4,796 19	1,245 66	15,914 52	15,914 52
800	JOHNSON & JOHNSON	04/26/01 05/16/02	48,334 78	37,828 00	10,506 78	15,914 52	15,914 52
1,300	PFIZER INC	07/18/00 05/16/02	45,432 72	58,292 39	12,859 67-	15,914 52	15,914 52
1,598	PFIZER INC	08/09/00 05/16/02	55,847 29	71,406 63	15,559 34-	15,914 52	15,914 52
202	PFIZER INC	08/09/00 05/16/02	7,059 55	8,824 27	1,764 72-	15,914 52	15,914 52
24,889	YARMOUTH CAPITAL PARTNERS	04/23/97 05/20/02	24,889 00	24,889 00	0 00	15,914 52	15,914 52
373,333	YARMOUTH CAPITAL PARTNERS	05/27/98 05/20/02	373,333 00	373,333 00	0 00	15,914 52	15,914 52
0 22	YARMOUTH CAPITAL PARTNERS	10/09/97 05/20/02	0 22	0 22	0 00	15,914 52	15,914 52
170	ARDEN REALTY GROUP INC	10/03/96 05/20/02	4,448 99	3,400 00	1,048 99	15,914 52	15,914 52

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
17,440 36	APOLLO REAL ESTATE	10/29/96	05/21/02	42,024 96	17,440 36	24,584 60
33,726 65	ADVISORS II L P APOLLO REAL ESTATE	11/27/96	05/21/02	81,269 04	33,726 65	47,542 39
3,783 31	SILVER LAKE PARTNERS L P ADVISORS II L P	09/30/99	05/21/02	3,783 31	3,783 31	0 00
23,294 38	SILVER LAKE PARTNERS L P	12/11/00	05/21/02	23,294 38	23,294 38	0 00
6,297 82	TL VENTURES III L P	06/05/98	05/21/02	6,557 89	6,297 82	260 07
1,030	ARDEN REALTY GROUP INC	10/03/96	05/21/02	26,734 28	20,600 00	6,134 28
500	COMCAST CORP CLASS A	01/04/01	05/21/02	15,173 89	21,122 95	5,949 06-
800	DARDEN RESTAURANTS INC SPECIAL	11/22/00	05/21/02	20,103 39	13,898 67	6,204 72
700	EXXON MOBIL CORPORATION	03/08/99	05/21/02	27,992 16	24,740 31	3,251 85
200	MORGAN ST DEAN WITTER & CO	02/02/01	05/21/02	9,933 70	17,956 80	8,023 10-
300	NATIONWIDE FINANCIAL SERV	12/22/00	05/21/02	12,944 37	12,915 39	28 98
500	TARGET CORP -A	07/30/96	05/21/02	20,869 37	3,797 45	17,071 92
700	VERIZON COMMUNICATIONS	04/16/99	05/21/02	30,191 00	40,651 94	10,460 94-
16,684	BLACKSTONE REAL ESTATE PARTNERS II L P	01/16/98	05/21/02	24,615 30	16,684 00	7,931 30
190	ARDEN REALTY GROUP INC	10/03/96	05/22/02	4,929 68	3,800 00	1,129 68
700	AMLI RESIDENTIAL PROPERTIES	05/08/96	05/22/02	17,108 04	13,607 30	3,500 74
1,130	BEDFORD PROPERTY INVESTORS	09/24/96	05/22/02	29,887 26	16,452 80	13,434 46
470	BRANDYWINE REALTY TRUST CHARLES RIVER LABORATORIES	03/25/99	05/22/02	10,781 66	7,900 70	2,880 96
610	LABORATORY CORP OF AMERICAN HLDS	11/03/00	05/22/02	22,737 18	15,286 60	7,450 58
320	COHERENT INC	05/04/01	05/22/02	9,496 57	11,625 82	2,129 25-
520	CULLEN / FROST BANKERS INC	04/27/99	05/22/02	20,014 19	13,628 91	6,385 28
950	HARMAN INTERNATIONAL INDS INC	12/29/97	05/22/02	54,097 35	19,354 07	34,743 28
610	LABORATORY CORP OF AMERICAN HLDS	04/25/01	05/22/02	28,883 24	22,934 35	5,949 89
580	LINCARE HOLDING INC	04/25/01	05/22/02	17,375 75	16,610 33	765 42
1,160	MACK-CALI REALTY CORP	10/03/00	05/22/02	37,827 15	31,712 77	6,114 38
1,253	MDU RESOURCES GROUP INC	06/19/00	05/22/02	36,912 77	28,015 45	8,897 32
1,450	MDU RESOURCES GROUP INC	06/06/00	05/22/02	4,625 14	3,512 48	1,112 66
10,412 32	MDU RESOURCES GROUP INC	06/15/00	05/22/02	42,716 29	32,303 97	10,412 32

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
210	MEDICIS PHARMACEUTICAL	09/19/00	05/22/02	09/19/00	10,415 98	11,982 60	1,566 62-
80	CORP CL A OCCIDENTAL PETROLEUM	09/21/00	05/22/02	09/21/00	2,390 33	1,786 51	603 82
490	RUBY TUESDAY INC	05/18/99	05/22/02	05/18/99	11,862 54	4,670 61	7,191 93
1,460	RUBY TUESDAY INC	05/04/99	05/22/02	05/04/99	35,345 53	13,865 40	21,480 13
700	VISHAY INTERTECHNOLOGY	08/22/00	05/22/02	08/22/00	17,579 62	26,644 24	9,064 62-
520	VISHAY INTERTECHNOLOGY	10/30/00	05/22/02	10/30/00	13,059 14	14,492 50	1,433 36-
11,713 69	WESTBROOK REAL ESTATE FUND III L P	09/30/99	05/17/02	09/30/99	6,838 90	11,713 69	4,874 79-
610	ARDEN REALTY GROUP INC	10/03/96	05/23/02	10/21/99	15,977 25	12,200 00	3,777 25
101,010	BLACKSTONE REAL ESTATE	10/21/99	05/23/02	10/21/99	134,161 21	101,010 00	33,151 21
563	ALCATEL ALSTHOM ADR	09/17/99	05/23/02	09/17/99	6,721 54	8,613 90	1,892 36-
239	ALCATEL ALSTHOM ADR	05/26/00	05/23/02	05/26/00	2,853 37	4,689 18	1,835 81-
36	ALCATEL ALSTHOM ADR	06/22/00	05/23/02	06/22/00	429 80	706 32	276 52-
65	ALCATEL ALSTHOM ADR	06/22/00	05/23/02	06/22/00	776 02	1,095 90	319 88-
1,500	HOME DEPOT INC	03/26/01	05/23/02	03/26/01	64,272 31	61,896 60	2,375 71
1,000	HOME DEPOT INC	03/26/01	05/23/02	03/26/01	42,848 21	41,264 40	1,583 81
2,375	NATIONWIDE FINANCIAL SERV	01/11/01	05/28/02	01/11/01	101,927 41	99,574 72	2,352 69
1,900	APPLIED MATERIALS INC	05/12/00	05/28/02	05/12/00	44,982 47	81,996 87	37,014 40-
2,100	APPLIED MATERIALS INC	07/31/00	05/28/02	07/31/00	49,717 47	78,684 38	28,966 91-
1,000	WELLPOINT HEALTH NETWORKS	02/16/01	05/29/02	02/16/01	73,137 79	50,946 05	22,191 74
1,409 52	LEHMAN BROS MERCHANT BANKING PTRS II	01/23/98	05/30/02	01/23/98	2,701 49	1,409 52	1,291 97
9,913 76	K/B OPPORTUNITY FUND III	05/13/97	05/31/02	05/13/97	9,913 76	9,913 76	0 00
2,315 24	K/B OPPORTUNITY FUND III	12/07/95	05/31/02	12/07/95	2,315 24	2,315 24	0 00
4,693	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	05/31/02	04/12/99	4,693 00	4,693 00	0 00
100	UNITED TECHNOLOGIES CORP	07/31/98	06/03/02	07/31/98	6,657 38	4,845 27	1,812 11

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
9,500	CAREMARK RX INC	05/22/01	06/04/02	174,791 86	137,339 60	37,452 26
10,161 54	RESOURCE CAPITAL FUND II LP ASSET BASED	06/20/00	06/05/02	31,754 81	10,161 54	21,593 27
600	BRISTOL MYERS SQUIBB CO	07/18/00	06/05/02	16,809 51	30,229 39	13,419 88-
1,675	BRISTOL MYERS SQUIBB CO	05/02/00	06/05/02	46,926 56	82,198 32	35,271 76-
1,075	BRISTOL MYERS SQUIBB CO	07/31/00	06/05/02	30,117 04	50,643 87	20,526 83-
1,075	BRISTOL MYERS SQUIBB CO	08/09/00	06/05/02	30,117 04	53,265 72	23,148 68-
5,051	ANTHRACITE CAPITAL INC	12/02/99	06/05/02	65,452 41	37,377 40	28,075 01
10,282 7	SPROUT CAPITAL VIII L P	10/01/98	06/07/02	13,710 27	10,282 70	3,427 57
8,101 3	SPROUT CAPITAL VIII L P	11/12/98	06/07/02	10,801 73	8,101 30	2,700 43
33,016 47	TL VENTURES V LP	04/20/01	06/07/02	5,815 39	33,016 47	27,201 08-
8,826 72	APOLLO INVESTMENTS FUND IV L P	08/03/98	06/12/02	8,826 72	8,826 72	0 00
25,138 28	APOLLO INVESTMENTS FUND IV L P	12/18/98	06/12/02	25,138 28	25,138 28	0 00
37,240	COLONYINVESTOR III L P	12/28/98	06/13/02	37,240 00	37,240 00	0 00
1,454	BRENTWOOD ASSOCIATES PRIVATE EQUITY III	12/28/99	06/14/02	1,454 00	1,454 00	0 00
1,310	BRENTWOOD ASSOCIATES PRIVATE EQUITY III	01/19/00	06/14/02	1,310 00	1,310 00	0 00
1,282	SUN MICROSYSTEMS INC	05/22/00	06/14/02	7,661 12	46,632 75	38,971 63-
5,675	SUN MICROSYSTEMS INC	01/11/01	06/14/02	33,913 33	172,378 13	138,464 80-
7,800	CAREMARK RX INC	05/22/01	06/14/02	139,927 77	112,763 04	27,164 73
1,300	BOSTON SCIENTIFIC	05/23/01	06/17/02	36,723 76	22,357 53	14,366 23
2,299	NATIONWIDE FINANCIAL SERV	12/22/00	06/17/02	93,304 40	98,974 94	5,670 54-
701	NATIONWIDE FINANCIAL SERV	12/21/00	06/17/02	28,449 93	29,859 66	1,409 73-
854	NATIONWIDE FINANCIAL SERV	12/21/00	06/19/02	34,973 65	36,376 81	1,403 16-
701	NATIONWIDE FINANCIAL SERV	12/21/00	06/19/02	28,707 88	29,859 65	1,151 77-
115	NATIONWIDE FINANCIAL SERV	12/20/00	06/19/02	4,709 57	4,863 29	153 72-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD BEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/LOSS
5,515	DARDEN RESTAURANTS INC	11/22/00	06/19/02	151,316 54	95,813 93	55,502 61
385	DARDEN RESTAURANTS INC	06/18/01	06/19/02	10,563 35	6,432 07	4,131 28
10,196	HARBOR EST INT'L PRIVATE EQ PTRS II	02/03/97	06/20/02	50,461 88	10,196 00	40,265 88
2,030	NATIONWIDE FINANCIAL SERV EQ PTRS II	12/20/00	06/20/02	81,774 25	85,847 69	4,073 44
2,939,000	FED HM LN BK BD DTD	04/16/98	06/21/02	2,975,296 65	2,977,882 97	2,586 32
2,000	COLGATE PALMOLIVE CO	08/09/00	06/25/02	96,030 90	106,593 00	10,562 10
300	INTERNATIONAL BUSINESS MACHINES CORP	08/09/00	06/26/02	20,258 39	35,886 75	15,628 36
1,100	INTERNATIONAL BUSINESS MACHINES CORP	04/30/01	06/26/02	74,280 76	128,446 01	54,165 25
6,700	HARBOR EST INT'L PRIVATE EQ PTRS II	02/03/97	06/27/02	26,600 45	6,700 00	19,900 45
6,011	HARBOR EST INT'L PRIVATE EQ PTRS II	04/28/97	06/27/02	23,864 98	6,011 00	17,853 98
3,502	HARBORVEST INT'L PRIV EQ PART III DIR	07/28/98	06/27/02	6,930 36	3,502 00	3,428 36
20,608	TA SUBORDINATED DEBT FUND LP	06/14/00	06/27/02	20,608 00	20,608 00	0 00
19,697	DOUGLAS EMMETT REALTY LP	04/12/99	06/27/02	19,697 00	19,697 00	0 00
2,668	APA EXCELSTOR V L P	10/30/98	06/27/02	9,897 93	2,668 00	7,229 93
9,720	PEABODY GLOBAL REAL ESTATE PARTNERS	10/20/00	06/28/02	9,720 00	9,720 00	0 00
186,534 91	THE REALTY ASSOCIATES FUND IV	05/15/97	06/28/02	186,534 91	186,534 91	0 00
358,113 09	THE REALTY ASSOCIATES FUND IV	07/15/97	06/28/02	358,113 09	358,113 09	0 00
7,378	COLONYINVESTOR III L P	12/28/98	06/28/02	7,378 00	7,378 00	0 00
1,809	HARBORVEST PARTNERS V-PRISHD LP	10/19/98	06/28/02	16,171 79	1,809 00	14,362 79
4,363	HARBORVEST INT'L PRIV EQ PART III PLSH	01/08/99	06/28/02	9,745 34	4,363 00	5,382 34

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,278	HARBORVEST INT'L PRIV EQ	07/08/98	06/18/02	3,549 39	2,278 00	1,271 39
396	HARBORVEST INT'L PRIV EQ	01/08/99	06/18/02	617 01	396 00	221 01
6,400	DARDEN RESTAURANTS INC	11/22/00	06/18/02	170,870 36	111,189 33	59,681 03
6,812 31	WESTBROOK REAL ESTATE FUND III L P	09/30/99	06/18/02	11,375 22	6,812 31	4,562 91
54,801 36	APOLLO REAL ESTATE MANAGEMENT IV LP	01/20/00	07/01/02	64,930 52	54,801 36	10,129 16
7,875	APOLLO REAL ESTATE MANAGEMENT IV LP	01/20/00	07/01/02	9,330 57	7,875 00	1,455 57
2,807 91	APOLLO REAL ESTATE MANAGEMENT IV LP	03/15/00	07/01/02	3,326 91	2,807 91	519 00
7,800	WORLDCOM INC-WORLDCOM GROUP	05/22/01	07/01/02	484 36	138,236 94	137,752 58-
312	WORLDCOM INC-MCI GROUP	05/22/01	07/01/02	79 74	5,595 06	5,515 32-
30,444	K/B OPPORTUNITY FUND III	10/14/97	07/02/02	33,773 01	30,444 00	3,329 01
32,941	K/B OPPORTUNITY FUND III	12/19/95	07/02/02	36,543 05	32,941 00	3,602 05
39,296 91	K/B OPPORTUNITY FUND III	12/07/95	07/02/02	43,593 97	39,296 91	4,297 06
400	CUNO INCORPORATED	05/24/01	07/02/02	14,099 57	10,900 00	3,199 57
1,405	BLACKSTONE REAL ESTATE PARTNERS II L P	02/27/98	07/03/02	4,276 12	1,405 00	2,871 12
8,099	BLACKSTONE REAL ESTATE PARTNERS II L P	01/16/98	07/03/02	24,649 34	8,099 00	16,550 34
16,515	BLACKSTONE REAL ESTATE PARTNERS II L P	03/24/98	07/03/02	50,263 49	16,515 00	33,748 49
2,300	CITIGROUP INC	03/26/01	07/03/02	84,269 45	101,108 00	16,838 55-
15,771 7	APOLLO INVESTMENTS FUND IV L P	10/30/00	07/09/02	15,771 70	15,771 70	0 00
26,366 24	RESOURCE CAPITAL FUND L P	11/09/98	07/11/02	46,256 56	26,366 24	19,890 32

CONFIDENTIAL

Gain/Loss period is long
 Disposal method sale

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671
 ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
34,427	RESOURCE CAPITAL FUND	11/12/98	07/11/02	60,398 24	34,427 00	25,971 24
9,424 11	RESOURCE CAPITAL FUND	02/17/99	07/11/02	16,533 53	9,424 11	7,109 42
1,998	OLYMPUS REAL ESTATE FUND III LP	12/19/00	07/12/02	18,656 29	1,998 00	16,658 29
3,485	OLYMPUS REAL ESTATE FUND II	06/10/98	07/12/02	14,982 47	3,485 00	11,497 47
8,141	OLYMPUS REAL ESTATE FUND I	06/12/98	07/12/02	34,999 21	8,141 00	26,858 21
193,617 41	WESTBROOK REAL EST FD II LP MANAGEMENT	01/20/98	07/05/02	194,042 99	193,617 41	425 58
155,707 4	WESTBROOK REAL EST FD II LP MANAGEMENT	03/13/98	07/05/02	156,049 65	155,707 40	342 25
23,461 45	CROW FAMILY HOLDINGS REALTY PARTNERS LP	07/22/98	07/15/02	23,461 45	23,461 45	0 00
3,075	E I DU PONT DE NEMOURS & CO	06/01/01	07/18/02	124,419 96	142,418 01	17,998 05-
2,000	JOHNSON & JOHNSON	06/05/01	07/19/02	84,511 25	101,763 70	17,252 45-
900,000	U S TREASURY NOTES DTD 8/16/1999 6 125% 8/15/2029	11/20/00	07/23/02	983,812 50	939,234 37	44,578 13
150	EASTMAN KODAK CO	05/22/01	07/25/02	4,249 03	7,204 50	2,955 47-
67 5	JM SMUCKER CO/THE-NEW COM FUND 1998	07/19/01	07/29/02	2,245 29	1,831 34	413 95
6,952	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	07/30/02	6,952 00	6,952 00	0 00
21,923 68	WESTBROOK REAL ESTATE FUND III LP	11/12/99	07/26/02	33,669 26	21,923 68	11,745 58
28,463 99	ASIAN REALTY PARTNERS LP	06/24/99	07/31/02	31,499 99	28,463 99	3,036 00
1,000	MELLPPOINT HEALTH NETWORKS	02/16/01	07/31/02	71,282 05	50,946 05	20,336 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

Gain/loss period is long
 Disposal method sale

11,079	COLONYINVESTOR III L P	12/28/98	08/01/02	22,036 75	11,079 00	10,957 75
27,237	COLONYINVESTOR III L P	02/23/99	08/01/02	54,175 92	27,237 00	26,938 92
1,680	ADVANCEPCS	04/25/01	08/01/02	29,738 29	49,078 26	19,339 97-
18,375	APOLLO REAL ESTATE	06/04/01	08/02/02	25,699 30	18,375 00	7,324 30
251,185 72	APOLLO REAL ESTATE	06/25/98	08/02/02	351,308 70	251,185 72	100,122 98
1,500	AFFILIATED MANAGERS GROUP	06/14/00	08/02/02	67,943 60	58,590 00	9,353 60
490	HARMAN INTERNATIONAL INDS	12/29/97	08/02/02	19,879 39	9,982 62	9,896 77
230	BRANDYWINE REALTY TRUST	03/25/99	08/02/02	5,240 80	3,866 30	1,374 50
580	BEDFORD PROPERTY	09/24/96	08/02/02	14,259 91	8,444 80	5,815 11
280	AMLI RESIDENTIAL	05/08/96	08/02/02	6,451 00	5,442 92	1,008 08
950	APPLIED MATERIALS INC	12/08/00	08/02/02	12,526 32	20,772 89	8,246 57-
50,938 552	GLENMEDE FUND	12/23/97	08/02/02	622,978 49	753,890 57	130,912 08-
255,698 57	GLENMEDE FUND	10/30/00	08/02/02	3,127,193 51	4,004,239 61	877,046 10-
20,427 473	GLENMEDE FUND	02/27/97	08/02/02	249,828 00	301,100 95	51,272 95-
38,854 41	WALTON STREET REAL ESTATE	09/15/97	08/06/02	219,764 76	38,854 41	180,910 35
30	FUND I L C	08/09/00	08/06/02	1,556 73	1,598 89	42 16-
2,100	COLGATE PALMOLIVE CO	10/19/00	08/06/02	108,970 75	106,179 78	2,790 97
1,525	TARGET CORP	01/10/01	08/09/02	48,689 64	52,482 11	3,792 47-
1,294	TARGET CORP	07/30/96	08/09/02	41,314 36	9,827 80	31,486 56
1,806	TARGET CORP	07/31/96	08/09/02	57,661 30	13,689 48	43,971 82
1,300	SOUTHWEST AIRLINES	03/28/01	08/13/02	16,954 87	23,442 51	6,487 64-
15,600	KROGER CO	08/02/01	08/13/02	301,813 44	417,011 40	115,197 96-
2,170 83	CROW FAMILY HOLDINGS	07/22/98	08/16/02	2,170 83	2,170 83	0 00
3,700	TARGET CORP	07/31/96	08/16/02	128,719 10	28,046 00	100,673 10
1,068	AQUILA INC	05/22/01	08/16/02	2,403 03	39,995 43	37,592 40-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,831 13	INFORMATION TECHNOLOGY	12/31/98	08/19/02	1,831 13	1,831 13	0 00
17,024 09	VENTURES L P INFORMATION TECHNOLOGY	02/20/97	08/19/02	17,024 09	17,024 09	0 00
44,545	VENTURES L P ATLANTIC EQUITY PARTNERS	12/14/00	08/19/02	44,545 00	44,545 00	0 00
68	AQUILA INC	05/22/01	08/15/02	191 75	3,289 56	3,097 81-
1,332	AQUILA INC	05/22/01	08/15/02	3,755 98	49,881 93	46,125 95-
100	UNITEDHEALTH GROUP INC	08/02/01	08/15/02	8,916 78	6,459 31	2,457 47
200	UNITEDHEALTH GROUP INC	04/09/01	08/15/02	17,833 56	11,947 04	5,886 52
2,200	VERIZON COMMUNICATIONS	11/01/00	08/20/02	70,693 32	123,057 00	52,363 68-
1,125	VERIZON COMMUNICATIONS	05/02/00	08/20/02	36,150 00	61,169 06	25,019 06-
5,200	VERIZON COMMUNICATIONS	04/16/99	08/20/02	167,093 31	301,985 84	134,892 53-
350	SBC COMMUNICATIONS INC	10/11/00	08/20/02	9,800 54	17,334 14	7,533 60-
3,450	SBC COMMUNICATIONS INC	09/22/00	08/20/02	96,605 36	163,207 77	66,602 41-
10,295	PARTNERS II L P BLACKSTONE REAL ESTATE	03/24/98	08/20/02	23,266 02	10,295 00	12,971 02
100	HORACE MANN EDUCATORS	05/23/01	08/21/02	1,603 74	2,037 00	433 26-
32,124	BLACKSTONE REAL ESTATE	10/21/99	08/21/02	32,124 00	32,124 00	0 00
41,577	ADVISORS III LP BLACKSTONE REAL ESTATE	11/17/99	08/21/02	41,577 00	41,577 00	0 00
400	PHARMACIA CORPORATION	05/22/01	08/21/02	17,995 81	18,614 74	618 93-
0 583	TRAVELERS PROPERTY	07/16/01	08/21/02	8 34	13 43	5 09-
0 354	CASUALTY CL A TRAVELERS PROPERTY	07/16/01	08/21/02	5 33	08 63	3 30-
5,546 52	OCM PRINCIPAL	08/10/01	08/22/02	5,546 52	5,546 52	0 00
25,705 87	OPPORTUNITIES FD II LP OCM PRINCIPAL	01/23/01	08/22/02	25,705 87	25,705 87	0 00
7,814	TARGET CORP OPPORTUNITIES FD II LP	07/31/96	08/22/02	284,934 38	59,230 12	225,704 26
100	HORACE MANN EDUCATORS	05/23/01	08/22/02	1,621 00	2,037 00	416 00-
400	PHARMACIA CORPORATION	05/22/01	08/22/02	18,094 01	18,614 74	520 73-
1,390	TALISMAN ENERGY	05/30/01	08/22/02	57,999 34	55,850 48	2,148 86

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,020	TALISMAN ENERGY	05/30/01	08/22/02	42,560 66	40,983 80	1,576 86
1,301,000	U S TREASURY BONDS DTD 11/15/1997 6 125% 11/15/2027	06/16/98	08/26/02	1,468,961 13	1,387,191 25	81,769 88
780	TALISMAN ENERGY	05/30/01	08/26/02	32,488 35	31,340 56	1,147 79
500	WASHINGTON MUTUAL INC	05/22/01	08/26/02	18,605 63	18,335 00	270 63
20,090 32	COLUMBIA CAP EQUITY PRTNRS III (QP) LP	09/12/00	08/28/02	49,092 39	20,090 32	29,002 07
6,952	DOUGLAS EMMETT REALTY FUND 1998	04/12/99	08/28/02	6,952 00	6,952 00	0 00
600	WELLPOINT HEALTH NETWORKS	02/16/01	08/28/02	43,985 21	30,567 63	13,417 58
2,200	WELLPOINT HEALTH NETWORKS	02/22/01	08/28/02	161,279 12	104,016 00	57,263 12
2,125	MORGAN ST DEAN WITTER & CO	02/02/01	08/28/02	90,133 40	190,791 00	100,657 60-
1,550	MORGAN ST DEAN WITTER & CO	08/24/01	08/28/02	65,744 37	87,405 27	21,660 90-
2,000	MORGAN ST DEAN WITTER & CO	02/02/01	08/28/02	84,831 44	179,568 00	94,736 56-
3,900	MORGAN ST DEAN WITTER & CO	07/26/01	08/28/02	165,421 31	224,310 06	58,888 75-
100	HORACE MANN EDUCATORS CORP	05/23/01	08/28/02	1,608 18	2,037 00	428 82-
200	WASHINGTON MUTUAL INC	05/22/01	08/28/02	7,393 07	7,334 00	59 07
1,066 46	CITIGROUP INC	05/12/00	08/28/02	35,856 71	37,328 88	1,472 17-
1,483 54	CITIGROUP INC	07/31/00	08/28/02	49,879 86	50,540 62	660 76-
100	WASHINGTON MUTUAL INC	05/22/01	08/27/02	3,747 61	3,667 00	80 61
23,016	TA SUBORDINATED DEBT FUND LP	06/14/00	08/29/02	28,000 00	23,016 00	4,984 00
3,275	EXXON MOBIL CORPORATION	07/31/00	08/29/02	114,922 83	131,104 80	16,181 97-
525	EXXON MOBIL CORPORATION	07/19/00	08/29/02	18,422 74	20,524 22	2,101 48-
18,425	ABRY PARTNERS IV LP	03/30/01	08/30/02	18,425 00	18,425 00	0 00
2,231	ABRY PARTNERS IV LP	04/13/01	08/30/02	2,231 00	2,231 00	0 00
36,993	TRANSWESTERN OFFICE PARTNERS II	04/29/98	08/30/02	36,993 00	36,993 00	0 00
45,807	TRANSWESTERN OFFICE PARTNERS II	10/13/98	08/30/02	45,807 00	45,807 00	0 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEM FREEDOM TRUST
TAXPAYER ID 23-6234671

UNITS SECURITY DATE ACQUIRED DATE DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
114,660 115	GLENMEDE FUND INC-INTERNATIONAL PORT	02/27/97	09/03/02	1,400,000 01	1,690,090 10	290,090 09-
200	WASHINGTON MUTUAL INC	05/22/01	09/05/02	7,448 25	7,334 00	114 25
400	WASHINGTON MUTUAL INC	05/22/01	09/06/02	15,190 98	14,668 00	522 98
0 574	MONSANTO CO	05/22/01	08/23/02	9 27	10 17	0 90-
610	TALISMAN ENERGY	05/30/01	08/23/02	25,429 02	24,509 92	919 10
4,300	APPLIED MATERIALS INC	12/08/00	08/23/02	67,194 06	94,024 66	26,830 60-
1,900	PIZIER INC	08/09/00	08/23/02	66,029 46	83,000 55	16,971 09-
156,006 24	GLENMEDE FUND INC-INTERNATIONAL PORT	02/27/97	08/23/02	2,000,000 00	2,299,531 98	299,531 98-
2,709	PEABODY GLOBAL REAL ESTATE PARTNERS	10/20/00	08/23/02	2,709 00	2,709 00	0 00
133 3333	CITIGROUP INC	12/17/99	08/23/02	4,526 37	5,077 70	551 33-
660 06	CITIGROUP INC	08/09/00	08/23/02	22,407 57	23,884 81	1,477 24-
1,207 08	CITIGROUP INC	05/12/00	08/23/02	40,977 68	42,250 95	1,273 27-
155,000	US TREASURY NT DTD 8/15/2000 5 75% 8/15/2010	11/09/00	09/10/02	174,829 10	154,200 78	20,628 32
600	THE PMI GROUP INC	07/23/01	09/10/02	19,946 82	19,610 61	336 21
2,500	THE PMI GROUP INC	07/23/01	09/10/02	83,111 73	81,710 88	1,400 85
100	HORACE MANN EDUCATORS CORP	05/23/01	09/10/02	1,628 71	2,037 00	408 29-
2,940	CHARLES RIVER LABORATORIES	11/03/00	09/11/02	109,161 84	73,676 40	35,485 44
473	CHARLES RIVER LABORATORIES	11/17/00	09/11/02	17,562 43	11,676 01	5,886 42
607	CHARLES RIVER LABORATORIES	11/20/00	09/11/02	22,537 84	14,832 05	7,705 79
2,150	THE PMI GROUP INC	07/23/01	09/11/02	70,383 49	70,271 35	112 14
860	THE PMI GROUP INC CORP	07/23/01	09/12/02	27,897 55	28,108 54	210 99-
100	HORACE MANN EDUCATORS CORP	05/23/01	09/12/02	1,604 10	2,037 00	432 90-
890	THE PMI GROUP INC	07/23/01	09/13/02	28,140 58	29,089 07	948 49-
1,673 49	SILVER LAKE PARTNERS L P	12/31/99	09/13/02	1,673 49	1,673 49	0 00
3,966 5	SILVER LAKE PARTNERS L P	07/02/01	09/13/02	3,966 50	3,966 50	0 00

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-62234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
5,117 31	SILVER LAKE PARTNERS L P	02/18/00	09/13/02	5,117 31	5,117 31	0 00
194,783	BEACON CAPITAL STRATEGIC PARTNERS LP	08/14/01	09/16/02	194,783 00	194,783 00	0 00
237,628 6	BEACON CAPITAL STRATEGIC PARTNERS LP	09/06/01	09/16/02	237,628 60	237,628 60	0 00
144,061	DOVER STREET IV LP	03/02/00	09/16/02	144,061 00	144,061 00	0 00
94,426	SECURITY CAPITAL EUROPEAN REALTY	04/08/98	09/17/02	1,763,877 68	1,888,520 00	124,642 32-
154 0953	TRAVELERS PROPERTY CASUALTY CL A	05/02/00	09/18/02	2,001 64	3,243 97	1,242 33-
164 1763	TRAVELERS PROPERTY CASUALTY CL A	05/22/00	09/18/02	2,132 58	3,374 12	1,241 54-
74 8874	TRAVELERS PROPERTY CASUALTY CL A	07/19/00	09/18/02	972 76	1,716 54	743 78-
2 1602	TRAVELERS PROPERTY CASUALTY CL A	07/27/01	09/18/02	28 06	49 64	21 58-
64 2235	TRAVELERS PROPERTY CASUALTY CL A	07/16/01	09/18/02	834 24	1,479 98	645 74-
1,110 7765	TRAVELERS PROPERTY CASUALTY CL A	12/16/99	09/18/02	14,428 54	20,484 90	6,056 36-
100	HORACE MANN EDUCATORS CORP	05/23/01	09/18/02	1,565 49	2,037 00	471 51-
316 5974	TRAVELERS PROPERTY CASUALTY CL B	05/02/00	09/18/02	4,191 62	7,192 45	3,000 83-
337 3093	TRAVELERS PROPERTY CASUALTY CL B	05/22/00	09/18/02	4,465 84	7,481 00	3,015 16-
153 8604	TRAVELERS PROPERTY CASUALTY CL B	07/19/00	09/18/02	2,037 05	3,805 86	1,768 81-
4 4383	TRAVELERS PROPERTY CASUALTY CL B	07/27/01	09/18/02	58 76	110 06	51 30-
132 7944	TRAVELERS PROPERTY CASUALTY CL B	07/16/01	09/18/02	1,758 14	3,302 52	1,544 38-
2,283 2056	TRAVELERS PROPERTY CASUALTY CL B	12/16/99	09/18/02	30,228 72	45,439 53	15,210 81-
10,588	HICKS MUSE TATE & FURST EQ FUND V LP	05/21/01	09/23/02	10,588 00	10,588 00	0 00
18,480	COLONYINVESTOR III L P	02/23/99	09/25/02	18,480 00	18,480 00	0 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY ACQUIRED DATE DISPOSED DATE PROCEEDS BASIS DISPOSED GAIN/(LOSS)

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
40,230 43	APOLLO REAL ESTATE ADVISORS II L P	11/27/96	09/27/02	98,604 00	40,230 43	58,373 57
77,788 13	TL VENTURES IV L P	09/12/01	09/27/02	48,465 57	77,788 13	29,322 56-
16,749	WESTBROOK REAL ESTATE FUND III L P	07/06/01	09/27/02	17,355 71	16,749 00	606 71
95,693 08	WESTBROOK REAL ESTATE FUND III L P	11/12/99	09/27/02	99,159 45	95,693 08	3,466 37
500	SBC COMMUNICATIONS INC	09/08/00	09/27/02	10,038 10	22,219 25	12,181 15-
6,400	SBC COMMUNICATIONS INC	09/25/01	09/27/02	128,487 63	299,409 28	170,921 65-
900	SBC COMMUNICATIONS INC	06/29/01	09/27/02	18,068 57	35,826 93	17,758 36-
13,101 64	TL VENTURES III L P	06/05/98	09/27/02	11,968 64	13,101 64	1,133 00-
43,957 16	TL VENTURES III L P	08/31/98	09/27/02	40,155 84	43,957 16	3,801 32-
200	WASHINGTON MUTUAL INC	05/22/01	09/04/02	7,523 63	7,334 00	189 63
1,733 3334	CITIGROUP INC	07/19/00	09/04/02	51,634 45	81,171 36	29,536 91-
50	CITIGROUP INC	07/27/01	09/04/02	1,489 45	2,347 30	857 85-
200 6668	CITIGROUP INC	05/02/00	09/04/02	5,977 68	8,630 59	2,652 91-
86	JM SMUCKER CO/THE-NEW COM	01/25/01	09/19/02	3,211 14	2,357 88	853 26
4,449 36	COLUMBIA CAPITAL EQUITY PARTNERS II	06/18/99	09/19/02	2,496 25	4,449 36	1,953 11-
3,481 26	COLUMBIA CAPITAL EQUITY PARTNERS II	07/21/99	09/19/02	1,953 11	3,481 26	1,528 15-
5 7606	TRAVELERS PROPERTY CASUALTY CL A	12/17/99	09/19/02	74 74	107 39	32 65-
155 2617	TRAVELERS PROPERTY CASUALTY CL A	05/01/00	09/19/02	2,014 43	2,146 32	131 89-
98 2268	TRAVELERS PROPERTY CASUALTY CL A	05/12/00	09/19/02	1,274 44	1,682 88	408 44-
123 5756	TRAVELERS PROPERTY CASUALTY CL A	07/18/00	09/19/02	1,603 32	1,876 72	273 40-
136 25	TRAVELERS PROPERTY CASUALTY CL A	07/31/00	09/19/02	1,767 76	2,271 96	504 20-
28 5175	TRAVELERS PROPERTY CASUALTY CL A	08/09/00	09/19/02	370 00	505 09	135 09-
11 8354	TRAVELERS PROPERTY CASUALTY CL B	12/17/99	09/19/02	155 39	238 08	82 69-
318 9934	TRAVELERS PROPERTY CASUALTY CL B	05/01/00	09/19/02	4,188 26	4,758 77	570 51-
201 8122	TRAVELERS PROPERTY CASUALTY CL B	05/12/00	09/19/02	2,649 71	3,731 23	1,081 52-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
253 8927	TRAVELERS PROPERTY CASUALTY CL B	07/18/00	09/19/02	3,333 51	4,161 00	827 49-
279 933	TRAVELERS PROPERTY CASUALTY CL B	07/31/00	09/19/02	3,675 41	5,037 33	1,361 92-
58 5906	TRAVELERS PROPERTY CASUALTY CL B	08/09/00	09/19/02	769 27	1,119 88	350 61-
260,044 45	VALUE ENHANCEMENT FUND II	08/27/96	09/30/02	260,044 45	260,044 45	0 00
51,861 33	VALUE ENHANCEMENT FUND II	05/22/97	09/30/02	51,861 33	51,861 33	0 00
277 4	VALUE ENHANCEMENT FUND II	12/16/98	09/30/02	277 40	277 40	0 00
261,333 33	YARMOUTH CAPITAL PARTNERS - LLC	12/05/00	09/30/02	261,333 33	261,333 33	0 00
237,328 67	VALUE ENHANCEMENT FUND L P II	03/30/98	09/30/02	237,328 67	237,328 67	0 00
42,429	KOLL BREN FUND V L P	06/12/98	09/30/02	8,475 61	42,429 00	33,953 39-
1,242	HICKS MUSE TATE & FURST EQ FUND IV LP	03/23/99	09/30/02	1,242 00	1,242 00	0 00
570	CHARLES RIVER LABORATORIES	11/20/00	10/01/02	22,229 04	13,927 95	8,301 09
150	CHARLES RIVER LABORATORIES	11/30/00	10/01/02	5,849 75	3,213 20	2,636 55
2,125	JOHNSON & JOHNSON INC	09/04/01	10/02/02	123,919 25	118,866 34	5,052 91
4,950	VISHAY INTERTECHNOLOGY INC	09/14/00	10/02/02	45,020 86	181,704 60	136,683 74-
75	VISHAY INTERTECHNOLOGY INC	07/27/01	10/02/02	682 13	1,792 50	1,110 37-
600	CENDANT CORP	05/09/01	10/04/02	6,298 85	10,799 82	4,500 97-
300	CENDANT CORP	05/09/01	10/04/02	3,149 42	5,399 91	2,250 49-
3,200	CENDANT CORP	04/30/01	10/04/02	33,407 94	56,645 44	23,237 50-
700	CENDANT CORP	05/09/01	10/04/02	7,307 99	12,599 79	5,291 80-
1,200	CENDANT CORP	04/18/01	10/04/02	12,527 98	20,317 92	7,789 94-
100	PHARMACIA CORPORATION	05/22/01	10/04/02	3,874 41	4,653 68	779 27-
300	CENDANT CORP	04/18/01	10/04/02	3,149 42	5,079 48	1,930 06-
100	CENDANT CORP	04/18/01	10/04/02	1,043 99	1,693 16	649 17-
200	WAL MART STORES INC	07/30/01	10/04/02	10,104 90	11,122 72	1,017 82-
1,000	WAL MART STORES INC	07/27/01	10/04/02	50,524 47	55,491 00	4,966 53-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
INV OFFICER STEVE LEHMAN
TAX OFFICER FRANCIS MEHAFFEY

UNITS SECURITY DATE ACQUIRED DATE DISPOSED PROCEEDS BASIS DISPOSED GAIN/(LOSS)

Gain/Loss period is long
Disposal method sale

3,200	CENDANT CORP	04/17/01	10/07/02	32,506 21	52,301 76	19,795 55-
500	CENDANT CORP	04/18/01	10/07/02	5,079 10	8,465 80	3,386 70-
4,350	DUKE ENERGY CORP	06/01/00	10/09/02	75,126 57	125,872 69	50,746 12-
500	DUKE ENERGY CORP	07/19/00	10/09/02	8,635 24	15,515 63	6,880 39-
2,900	WEYERHAEUSER CO	08/02/01	10/09/02	109,515 19	173,992 17	64,476 98-
2,800	WEYERHAEUSER CO	08/16/01	10/09/02	105,738 81	164,693 20	58,954 39-
1,400	CISCO SYSTEMS	06/05/01	10/09/02	12,281 82	29,767 36	17,485 54-
800	CISCO SYSTEMS	06/05/01	10/09/02	6,987 62	17,009 92	10,022 30-
1,800	CISCO SYSTEMS	06/05/01	10/09/02	15,266 23	38,272 32	23,006 09-
200	CISCO SYSTEMS	06/05/01	10/09/02	1,710 94	4,252 48	2,541 54-
2,400	CISCO SYSTEMS	06/05/01	10/09/02	21,327 67	51,029 76	29,702 09-
1,500	CISCO SYSTEMS	06/29/01	10/09/02	13,329 80	29,506 35	16,176 55-
3,750	THE PMI GROUP INC	03/16/01	10/10/02	102,536 90	106,637 06	4,100 16-
5,486	BRENTWOOD ASSOC BUYOUT FUND II L P	07/25/97	10/11/02	14,100 27	5,486 00	8,614 27
56,000	SECURITY CAPITAL PREFERRED GROWTH INC	11/10/97	10/15/02	1,305,360 00	1,120,000 00	185,360 00
140	SECURITY CAPITAL PREFERRED GROWTH INC	07/29/97	10/15/02	3,263 40	2,800 00	463 40
525	PROCTER & GAMBLE CO	09/20/01	10/15/02	46,797 09	38,183 37	8,613 72
600	CHARLES RIVER LABORATORIES	11/30/00	10/15/02	23,303 29	12,852 78	10,450 51
100	PHARMACIA CORPORATION LABORATORIES	05/22/01	10/15/02	4,259 29	4,653 68	394 39-
1,000,000	U S TREASURY BONDS DTD 11/15/1997 6 125%	06/16/98	10/16/02	1,135,625 01	1,066,250 00	69,375 01
1,150	CHARLES RIVER LABORATORIES	11/30/00	10/16/02	45,006 08	24,634 49	20,371 59
500	PHARMACIA CORPORATION	05/22/01	10/16/02	21,454 10	23,268 42	1,814 32-
37,896 47	CROW FAMILY HOLDINGS REALTY PARTNERS LP	07/22/98	10/17/02	37,896 47	37,896 47	0 00
84,715	STARWOOD OPPORTUNITY FUND V L P	08/16/99	10/17/02	84,715 00	84,715 00	0 00
13,608	BLACKSTONE MEZZANINE PARTNERS LP	04/20/00	10/17/02	17,010 00	13,608 00	3,402 00

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
8,503 2	BLACKSTONE MEZZANINE PARTNERS LP	05/26/00	10/17/02	10,629 00	8,503 20	2,125 80
18,969	OLYMPUS REAL ESTATE FUND	06/12/98	10/17/02	18,969 00	18,969 00	0 00
1,600	PHARMACIA CORPORATION	05/22/01	10/17/02	70,161 88	74,458 94	4,297 06-
290	HARMAN INTERNATIONAL INDS INC	12/29/97	10/21/02	15,346 92	5,908 08	9,438 84
200	LEXMARK INTL GROUP INC	05/22/01	10/21/02	11,624 42	13,790 00	2,165 58-
100	LOWES COS INC	05/22/01	10/18/02	4,329 96	3,567 50	762 46
1,900	DELT COMPUTER	03/26/01	10/18/02	52,883 95	51,775 00	1,108 95
3,800	CHECK POINT SOFTWARE TECH	08/27/01	10/22/02	49,436 12	126,475 72	79,039 60-
1,200	CHECK POINT SOFTWARE TECH	10/17/01	10/22/02	15,611 40	39,120 00	23,508 60-
2,000	VERIZON COMMUNICATIONS	04/30/01	10/22/02	74,289 96	112,045 00	37,755 04-
400	VERIZON COMMUNICATIONS	11/29/00	10/22/02	14,857 99	22,157 24	7,299 25-
200	PHARMACIA CORPORATION	05/22/01	10/23/02	8,254 93	9,307 37	1,052 44-
400	EBAY INC	09/07/01	10/23/02	25,254 88	21,668 00	3,586 88
34,101	DLJ REAL ESTATE CAPITAL PARTNERS INC	12/11/98	10/25/02	42,504 45	34,101 00	8,403 45
100	PHARMACIA CORPORATION	05/22/01	10/25/02	4,207 32	4,653 68	446 36-
11,670	WESTBROOK REAL ESTATE FUND III LP	04/06/01	10/25/02	15,290 31	11,670 00	3,620 31
106,276	PEABODY GLOBAL REAL ESTATE PARTNERS	10/20/00	10/29/02	106,276 00	106,276 00	0 00
8,175	PEABODY GLOBAL REAL ESTATE PARTNERS	11/08/00	10/29/02	8,175 00	8,175 00	0 00
2,025	AMERICAN EXPRESS CO	10/29/01	10/30/02	71,561 34	61,162 49	10,398 85
400	PIZIER INC	07/31/00	10/31/02	12,673 74	17,361 80	4,688 06-
1,500	PIZIER INC	08/09/00	10/31/02	47,526 52	65,526 75	18,000 23-
800	PIZIER INC	05/01/00	10/31/02	25,347 47	34,673 12	9,325 65-
200	JOHNSON & JOHNSON	04/26/01	10/31/02	11,621 07	9,457 00	2,164 07
1,200	JOHNSON & JOHNSON	07/31/00	10/31/02	69,726 42	55,986 00	13,740 42

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
-------	----------	---------------	---------------	----------	----------------	-------------

1	TRAVELERS PROPERTY CASUALTY CL A	12/16/99	11/04/02	13 88	18 44	4 56-
1	TRAVELERS PROPERTY CASUALTY CL B	12/16/99	11/04/02	13 94	19 90	5 96-
354,802 47	VALUE ENHANCEMENT FUND III	12/18/98	11/05/02	354,802 47	354,802 47	0 00
65,403 54	VALUE ENHANCEMENT FUND III	03/30/98	11/05/02	65,403 54	65,403 54	0 00
78,845 04	VALUE ENHANCEMENT FUND III	11/26/99	11/05/02	78,845 04	78,845 04	0 00
165,487 38	VALUE ENHANCEMENT FUND III	02/08/00	11/05/02	165,487 38	165,487 38	0 00
15,120	HARBOR EST INT'L PRIV EQ III	08/07/98	11/05/02	49,137 44	15,120 00	34,017 44
10,674	HARBOR EST INT'L PRIV EQ PTNRS II-DIR	07/09/96	11/05/02	34,688 69	10,674 00	24,014 69
25	CHEVRONTXACO CORPORATION	08/09/00	11/05/02	1,698 55	2,073 67	375 12-
325	CHEVRONTXACO CORPORATION	10/12/01	11/05/02	22,081 17	29,857 55	7,776 38-
2,800	CHEVRONTXACO CORPORATION	10/10/01	11/05/02	190,237 74	262,444 00	72,206 26-
1,000	CHEVRONTXACO CORPORATION	10/12/01	11/05/02	67,942 05	91,869 40	23,927 35-
300	LEXMARK INTL GROUP INC	05/22/01	11/05/02	18,622 17	20,685 00	2,062 83-
700	JOHNSON & JOHNSON	09/04/01	11/06/02	42,425 72	39,155 97	3,269 75
2,200	JOHNSON & JOHNSON	07/31/00	11/06/02	131,972 04	102,641 00	29,331 04
1,200	JOHNSON & JOHNSON	09/20/00	11/06/02	71,984 75	54,448 50	17,536 25
1,400	JOHNSON & JOHNSON	05/12/00	11/06/02	83,982 21	60,198 25	23,783 96
1,150	WAL MART STORES INC	08/09/00	11/07/02	62,933 12	62,097 12	836 00
2,075	WAL MART STORES INC	05/03/00	11/07/02	113,553 23	112,029 25	1,523 98
600	MBNA CORP	08/28/01	11/07/02	12,743 60	14,157 80	1,414 20-
100	PFIZER INC	05/01/00	11/07/02	3,348 89	4,334 14	985 25-
300	MGM GRAND INC	03/26/01	11/07/02	9,295 87	7,336 20	1,959 67
8,709	DELPHI VENTURES III LP	10/23/96	11/08/02	8,709 00	8,709 00	0 00
91,398	DELPHI VENTURES III LP LIMITED PARTNERS	01/17/97	11/08/02	91,398 00	91,398 00	0 00
7,800	PINNACLE WEST CAP CORP	10/23/01	11/11/02	202,388 29	318,842 94	116,454 65-

CONFIDENTIAL

Gain/loss period is long disposal method sale

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFREY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
2,032	PINNACLE WEST CAP CORP	10/30/01	11/11/02	52,724 74	85,196 68	32,471 94-
4,068	PINNACLE WEST CAP CORP	10/31/01	11/11/02	105,553 28	171,289 24	65,735 96-
425	WAL MART STORES INC	05/03/00	11/13/02	23,119 64	22,945 75	173 89
2,650	WAL MART STORES INC	10/26/00	11/13/02	144,157 77	116,262 13	27,895 64
5,200	VERIZON COMMUNICATIONS	11/29/00	11/15/02	199,705 17	288,044 12	88,338 95-
100	VERIZON COMMUNICATIONS	10/17/01	11/15/02	3,840 49	5,219 00	1,378 51-
1,480	PRECISION CASTPARTS CORP	01/19/01	11/15/02	30,169 78	51,522 80	21,353 02-
910	PRECISION CASTPARTS CORP	01/18/01	11/15/02	18,550 33	30,725 06	12,174 73-
7,468	COMCAST CORP CLASS A SPECIAL	01/10/01	11/18/02	178,107 91	313,492 45	135,384 54-
16,006	COMCAST CORP CLASS A SPECIAL	01/04/01	11/18/02	381,734 77	676,187 88	294,453 11-
1,600	CHEVRONTXACO CORPORATION	07/18/00	11/18/02	107,543 80	130,194 56	22,650 76-
1,800	CHEVRONTXACO CORPORATION	07/31/00	11/18/02	120,986 77	146,198 70	25,211 93-
1,100	CHEVRONTXACO CORPORATION	08/09/00	11/18/02	73,936 36	91,241 70	17,305 34-
554	EXPEDIA INC CL A	08/25/00	11/19/02	39,875 05	9,198 73	30,676 32
278	EXPEDIA INC CL A	09/17/01	11/19/02	20,009 50	05 00	20,004 50
300	CABLEVISION SYSTEMS -CL A	10/18/01	11/19/02	4,537 69	10,837 08	6,299 39-
7	CABLEVISION SYSTEMS -CL A	10/17/01	11/19/02	105 88	252 35	146 47-
100	PHARMACIA CORPORATION	05/22/01	11/19/02	4,519 42	4,653 68	134 26-
48,873 03	CROW FAMILY HOLDINGS	07/22/98	11/20/02	76,001 01	48,873 03	27,127 98
17,427 25	CROW FAMILY HOLDINGS	09/30/98	11/20/02	27,100 61	17,427 25	9,673 36
252	BRANDYWINE REALTY TRUST	03/25/99	11/20/02	5,097 63	4,236 12	861 51
360	CONSTELLATION BRANDS INC	08/14/00	11/20/02	8,574 36	4,069 56	4,504 80
2,750	BLACKSTONE REAL ESTATE PARTNERS II L P	03/24/98	11/21/02	7,806 48	2,750 00	5,056 48
400	BRANDYWINE REALTY TRUST	03/25/99	11/21/02	8,156 67	6,724 00	1,432 67
100	UNITEHEALTH GROUP INC	04/09/01	11/21/02	8,810 54	5,973 52	2,837 02
96,841	BLACKSTONE REAL ESTATE ADVISORS III LP	11/17/99	11/21/02	96,841 00	96,841 00	0 00
2,531	HICKS MUSE TATE & FURST EQ FUND IV LP	03/23/99	11/22/02	3,451 79	2,531 00	920 79

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE	ACQUIRED DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
186,666 67	YARMOUTH CAPITAL PARTNERS L P II	10/30/97	11/22/02	186,666 67	186,666 67	0 00
248	BRANDYMIANE REALTY TRUST L P I	03/25/99	11/22/02	5,015 97	4,168 88	847 09
7,100	GENERAL ELECTRIC CO	09/17/01	11/22/02	188,215 32	258,080 03	69,864 71-
3,900	VERIZON COMMUNICATIONS	04/16/99	11/22/02	155,588 52	226,489 38	70,900 86-
100	UNITEDHEALTH GROUP INC	04/09/01	11/22/02	8,627 24	5,973 52	2,653 72
3,800	LEHMAN BROTHERS HLDGS	06/27/01	11/25/02	234,926 39	288,598 60	53,672 21-
200	UNITEDHEALTH GROUP INC	04/09/01	11/25/02	15,576 19	11,947 04	3,629 15
200	UNITEDHEALTH GROUP INC	04/09/01	11/25/02	15,268 24	11,947 04	3,321 20
200	UNITEDHEALTH GROUP INC	04/09/01	11/25/02	15,268 24	11,947 04	3,321 20
800	CHEVRONTXACO CORPORATION	07/18/00	11/26/02	53,670 38	65,097 28	11,426 90-
850	CHEVRONTXACO CORPORATION	07/31/00	11/26/02	57,024 78	69,038 28	12,013 50-
1,000	CHEVRONTXACO CORPORATION	10/12/01	11/26/02	67,087 97	91,869 40	24,781 43-
485	INTEL CORP	06/19/99	11/26/02	9,926 92	9,226 35	9,000 57
7,617	DARDEN RESTAURANTS INC	06/18/01	12/03/02	157,180 42	127,254 68	29,925 74
11,015	DARDEN RESTAURANTS INC	06/18/01	12/03/02	227,299 77	184,023 93	43,275 84
21,283	BRENTWOOD ASSOCIATES PRIVATE EQUITY III	01/19/00	12/04/02	21,283 00	21,283 00	0 00
400	DELL COMPUTER	03/26/01	12/04/02	11,323 25	10,900 00	423 25
1,976	ABRY BROADCAST PARTNERS III L P	04/30/99	12/05/02	2,947 30	1,976 00	971 30
1,338	ABRY BROADCAST PARTNERS III L P	06/30/99	12/05/02	1,995 70	1,338 00	657 70
2,944	WISCONSIN ENERGY CORP	10/05/01	12/09/02	70,477 23	69,209 61	1,267 62
1,700	HARLEY DAVIDSON INC	07/18/00	12/10/02	82,034 26	74,795 75	7,238 51
1,800	HARLEY DAVIDSON INC	05/12/00	12/10/02	86,859 80	74,695 50	12,164 30
1,800	HARLEY DAVIDSON INC	05/01/00	12/10/02	86,859 80	75,595 50	11,264 30
900	HARLEY DAVIDSON INC	08/09/00	12/10/02	43,429 90	41,120 37	2,309 53
2,700	HARLEY DAVIDSON INC	09/28/01	12/10/02	130,289 70	109,151 55	21,138 15
9,300	MBNA CORP	06/27/01	12/10/02	187,970 58	207,073 18	19,102 60-
4,950	MBNA CORP	08/28/01	12/10/02	100,048 85	116,801 85	16,753 00-
300	MBNA CORP	10/17/01	12/10/02	6,063 57	6,410 00	346 43-
1,600	MEDTRONIC INC	07/18/00	12/10/02	73,548 34	83,695 50	10,147 16-
1,600	MEDTRONIC INC	05/12/00	12/10/02	73,548 34	87,908 62	14,360 28-
1,800	MEDTRONIC INC	05/01/00	12/10/02	82,741 88	96,032 86	13,290 98-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
1,800	MEDTRONIC INC	07/31/00	12/10/02	82,741 89	95,619 94	12,878 05-
400	MEDTRONIC INC	08/09/00	12/10/02	18,387 09	22,673 88	4,286 79-
400	MEDTRONIC INC	09/20/00	12/10/02	18,387 09	18,898 87	511 78-
2,200	DUKE ENERGY CORP	05/10/00	12/10/02	41,660 36	66,374 44	24,714 08-
2,600	DUKE ENERGY CORP	05/01/00	12/10/02	49,234 97	76,494 21	27,259 24-
3,080	CONSTELLATION BRANDS INC	08/14/00	12/10/02	72,445 57	34,817 32	37,628 25
150	HARMAN INTERNATIONAL INDS INC	12/29/97	12/10/02	8,744 19	3,055 91	5,688 28
400	CLEAR CHANNEL COMMUNICATIONS INC	11/20/01	12/10/02	15,776 32	19,302 56	3,526 24-
600	CLEAR CHANNEL COMMUNICATIONS INC	11/20/01	12/10/02	23,664 49	28,953 84	5,289 35-
52,851	PEABODY GLOBAL REAL ESTATE PARTNERS	11/08/00	12/11/02	52,851 00	52,851 00	0 00
1,112	CONSTELLATION BRANDS INC	05/29/97	12/11/02	25,772 93	8,811 04	16,961 89
1,960	CONSTELLATION BRANDS INC	08/14/00	12/11/02	45,427 11	22,156 47	23,270 64
418	CONSTELLATION BRANDS INC	06/13/97	12/11/02	9,688 03	3,265 63	6,422 40
300	PHARMACIA CORPORATION	05/22/01	12/11/02	12,911 55	13,961 05	1,049 50-
49,245	ATLANTIC EQUITY PARTNERS III LP	12/14/00	12/12/02	49,245 00	49,245 00	0 00
200	JEFFERSON PILOT CORP	06/18/01	12/12/02	7,510 05	9,521 18	2,011 13-
10,015 92	APOLLO REAL ESTATE ADVISORS II L P	11/27/96	12/13/02	17,571 79	10,015 92	7,555 87
46,572 54	APOLLO REAL ESTATE ADVISORS II L P	12/23/96	12/13/02	81,706 21	46,572 54	35,133 67
27,288 4	SILVER LAKE PARTNERS I P	02/18/00	12/16/02	85,276 25	27,288 40	57,987 85
10,072 9	SILVER LAKE PARTNERS I P	04/03/00	12/16/02	31,477 81	10,072 90	21,404 91
1,254	ALLTEL CORP	11/29/00	12/16/02	65,674 01	76,413 49	10,739 48-
1,946	ALLTEL CORP	11/29/00	12/16/02	101,915 17	118,581 07	16,665 90-
1,700	AMERICAN INTERNATIONAL GROUP INC	07/19/00	12/16/02	101,556 98	135,079 17	33,522 19-
940	AMERICAN INTERNATIONAL GROUP INC	05/12/00	12/16/02	56,155 03	71,869 27	15,714 24-

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	DATE	ACQUIRED	DATE	DISPOSED	PROCEEDS	BASIS	DISPOSED	GAIN/(LOSS)
1,300	AMERICAN INTERNATIONAL	05/12/00	12/16/02	77,661	22	99,393	66	21,732	44-
1,200	ANADARKO PETROLEUM CORP	04/30/01	12/16/02	60,038	63	79,509	96	19,471	33-
754	ANADARKO PETROLEUM CORP	01/24/01	12/16/02	37,724	27	45,638	34	7,914	07-
3,034	ANADARKO PETROLEUM CORP	01/24/01	12/16/02	151,797	66	183,642	86	31,845	20-
966	ANADARKO PETROLEUM CORP	06/26/01	12/16/02	48,331	10	54,726	70	6,395	60-
2,700	ANHUSER BUSCH COS INC	10/17/01	12/16/02	129,890	92	110,492	91	19,398	01
1,300	APPLIED MATERIALS INC	07/31/00	12/16/02	17,944	53	48,709	37	30,764	84-
3,400	APPLIED MATERIALS INC	08/09/00	12/16/02	46,931	84	123,356	25	76,424	41-
415	APPLIED MATERIALS INC	03/20/01	12/16/02	5,728	45	9,717	66	3,989	21-
7,885	APPLIED MATERIALS INC	03/20/01	12/16/02	108,840	46	184,635	56	75,795	10-
800	APPLIED MATERIALS INC	10/17/01	12/16/02	11,042	79	13,463	72	2,420	93-
2,177	CISCO SYSTEMS	08/09/00	12/16/02	29,209	45	147,860	10	118,650	65-
3,700	CISCO SYSTEMS	01/11/01	12/16/02	49,643	99	133,200	00	83,556	01-
4,000	CISCO SYSTEMS	05/12/00	12/16/02	53,669	18	243,250	00	189,580	82-
568	CISCO SYSTEMS	07/31/00	12/16/02	7,621	02	36,813	50	29,192	48-
2,182	CISCO SYSTEMS	12/05/01	12/16/02	29,276	54	47,628	04	18,351	50-
3,700	EXXON MOBIL CORPORATION	05/05/00	12/16/02	132,282	11	147,845	15	15,563	04-
821	EXXON MOBIL CORPORATION	05/01/00	12/16/02	29,352	33	37,286	31	3,321	98-
950	EXXON MOBIL CORPORATION	05/01/00	12/16/02	33,964	33	37,286	31	3,321	98-
400	FED HOME MTG CORP	09/20/00	12/16/02	24,053	04	18,774	00	5,279	04
770	FED HOME MTG CORP	05/01/00	12/16/02	46,302	09	34,984	95	11,317	14
2,407	FED HOME MTG CORP	05/12/00	12/16/02	144,739	14	107,560	41	37,178	73
1,100	FED HOME MTG CORP	07/18/00	12/16/02	66,145	85	44,478	50	21,667	35
2,300	FED HOME MTG CORP	07/31/00	12/16/02	138,304	95	92,281	75	46,023	20
2,300	FED HOME MTG CORP	08/09/00	12/16/02	138,304	95	101,033	02	37,271	93
637	FIRST DATA CORP	06/26/01	12/16/02	23,278	14	20,833	05	2,445	09
100	GENERAL ELECTRIC CO	05/01/00	12/16/02	2,622	66	5,352	60	2,729	94-
5,000	GENERAL ELECTRIC CO	07/31/00	12/16/02	131,133	05	263,737	50	132,604	45-
609	GENERAL ELECTRIC CO	07/18/00	12/16/02	15,972	00	32,080	72	16,108	72-
3,050	GENERAL ELECTRIC CO	07/18/00	12/16/02	79,991	15	160,666	98	80,675	83-
361	INTERNATIONAL BUSINESS MACHINES CORP	04/30/01	12/16/02	28,710	44	42,153	65	13,443	21-
600	INTERNATIONAL BUSINESS MACHINES CORP	07/31/00	12/16/02	47,718	18	67,761	00	20,042	82-
1,315	JOHNSON CONTROLS	08/09/00	12/16/02	104,785	38	75,616	84	29,168	54
75	JOHNSON CONTROLS	08/09/00	12/16/02	5,976	35	4,312	75	1,663	60
1,200	KIMBERLY CLARK CORP	05/01/00	12/16/02	56,145	35	69,563	16	13,417	81-
1,077	KIMBERLY CLARK CORP	08/09/00	12/16/02	50,390	45	62,033	69	11,643	24-
2,100	KIMBERLY CLARK CORP	07/19/00	12/16/02	98,254	36	120,093	75	21,839	39-
1,423	KIMBERLY CLARK CORP	08/09/00	12/16/02	66,579	02	81,962	81	15,383	79-
200	KIMBERLY CLARK CORP	09/20/00	12/16/02	9,357	56	10,262	00	904	44-

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
400	KIMBERLY CLARK CORP	10/17/01	12/16/02	18,715	22,144	3,428
1,860	LEHMAN BROTHERS HLDGS	06/26/01	12/16/02	12,758	17,284	4,526
240	LEHMAN BROTHERS HLDGS	08/09/01	12/16/02	104,080	127,516	23,435
100	LEHMAN BROTHERS HLDGS	10/17/01	12/16/02	5,595	6,307	711
763	MCGRAW HILL INC	03/12/01	12/16/02	45,427	44,681	746
1,178	MCGRAW HILL INC	03/08/01	12/16/02	70,135	68,910	1,224
5,159	MCGRAW HILL INC	03/08/01	12/16/02	307,156	301,792	5,363
2,046	MICROSOFT CORP	07/12/01	12/16/02	109,817	145,597	35,780
2,208	NATIONWIDE FINANCIAL SERV	12/06/00	12/16/02	65,216	98,114	32,898
3,600	-A NATIONWIDE FINANCIAL SERV	11/22/00	12/16/02	106,330	151,155	44,824
182	-A NATIONWIDE FINANCIAL SERV	12/06/00	12/16/02	5,375	8,087	2,711
3,000	PIZZER INC	05/01/00	12/16/02	92,932	130,024	37,091
2,800	PIZZER INC	05/01/00	12/16/02	86,736	120,326	33,589
225	PIZZER INC	05/01/00	12/16/02	6,969	9,669	2,699
200	PIZZER INC	03/08/01	12/16/02	6,195	8,452	2,256
1,000	SOUTHWEST AIRLINES	03/28/01	12/16/02	15,091	18,032	2,941
1,803	SOUTHWEST AIRLINES	09/28/01	12/16/02	27,209	26,667	541
6,097	SOUTHWEST AIRLINES	09/28/01	12/16/02	92,010	90,177	1,832
4,356	TARGET CORP	01/05/01	12/16/02	136,782	158,066	21,283
1,200	TARGET CORP	05/03/00	12/16/02	37,681	39,561	1,879
450	TARGET CORP	01/10/01	12/16/02	14,130	15,486	1,356
2,600	TARGET CORP	05/12/00	12/16/02	81,642	89,606	7,963
544	TARGET CORP	01/05/01	12/16/02	17,082	19,740	2,658
100	TARGET CORP	10/17/01	12/16/02	3,140	3,171	30
1,000	UNITED PARCEL SERVICE	05/12/00	12/16/02	64,201	61,560	2,641
480	CL B UNITED PARCEL SERVICE	07/18/00	12/16/02	30,816	29,248	1,567
720	CL B UNITED PARCEL SERVICE	07/18/00	12/16/02	46,224	43,873	2,351
1,300	CL B UNITED PARCEL SERVICE	07/31/00	12/16/02	83,461	75,819	7,642
1,300	CL B UNITED PARCEL SERVICE	08/09/00	12/16/02	83,461	73,502	9,959
100	CL B UNITED PARCEL SERVICE	09/20/00	12/16/02	6,420	5,293	1,126
300	CL B UNITED PARCEL SERVICE	10/17/01	12/16/02	19,260	15,228	4,032

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT J HOWARD PEM FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
200	WELLPOINT HEALTH NETWORKS	02/22/01	12/16/02	14,027 10	9,456 00	4,571 10
1,317	WELLPOINT HEALTH NETWORKS	05/10/01	12/16/02	92,368 43	55,756 05	36,612 38
225	WELLPOINT HEALTH NETWORKS	10/23/01	12/16/02	15,780 48	11,869 65	3,910 83
1,485	ZIMMER HOLDINGS INC	11/20/01	12/16/02	57,872 71	44,923 03	12,949 68
3,015	ZIMMER HOLDINGS INC	11/20/01	12/16/02	117,499 14	91,207 37	26,291 77
3,663	ALCOA INC	12/05/01	12/16/02	87,997 99	147,776 78	59,778 79-
5,400	ALCOA INC	11/20/01	12/16/02	129,726 77	205,242 66	75,515 89-
337	ALCOA INC	12/05/01	12/16/02	8,095 91	13,595 62	5,499 71-
1,271	PEPPICO INC	10/17/01	12/16/02	53,510 16	60,766 76	7,256 60-
7,839	PEPPICO INC	09/20/00	12/16/02	330,028 41	331,081 73	1,053 32-
125	PROCTER & GAMBLE CO	09/20/01	12/16/02	10,920 74	9,091 28	1,829 46
186 54	CITIGROUP INC	07/31/00	12/16/02	6,875 51	6,354 97	520 54
1,483 54	CITIGROUP INC	07/31/00	12/16/02	54,680 44	50,540 62	4,139 82
1,010 92	CITIGROUP INC	07/18/00	12/16/02	37,260 58	31,366 04	5,894 54
5,148	THE PMI GROUP INC	12/06/00	12/16/02	155,943 15	155,513 10	430 05
1,950	THE PMI GROUP INC	12/06/00	12/16/02	59,069 38	58,906 48	162 90
902	THE PMI GROUP INC	12/07/00	12/16/02	27,323 37	26,273 19	1,050 18
6,200	THE PMI GROUP INC	01/25/01	12/16/02	187,810 32	176,858 72	10,951 60
300	INTEL CORP	07/31/00	12/16/02	5,372 39	19,996 95	14,624 56-
2,200	INTEL CORP	05/01/00	12/16/02	39,397 51	141,762 50	102,364 99-
1,262	INTEL CORP	08/09/00	12/16/02	22,599 84	80,575 04	57,975 20-
1,600	LABORATORY CORP OF AMERICAN HLDS	11/26/01	12/16/02	36,766 89	65,239 36	28,472 47-
2,125	LABORATORY CORP OF AMERICAN HLDS	05/31/01	12/16/02	48,831 02	73,046 88	24,215 86-
3,630	AGILENT TECHNOLOGIES INC	07/20/01	12/16/02	63,194 94	105,297 23	42,102 29-
770	AGILENT TECHNOLOGIES INC	07/20/01	12/16/02	13,404 99	22,335 77	8,930 78-
6,000	AGILENT TECHNOLOGIES INC	11/07/01	12/16/02	104,454 45	150,126 60	45,672 15-
193	CABLEVISION SYSTEMS - CL A	10/17/01	12/16/02	3,100 27	6,957 65	3,857 38-
375	KV PHARMACEUTICAL CO-CL A	12/14/01	12/17/02	8,321 78	9,839 93	1,518 15-
220	AMLI RESIDENTIAL PROPERTIES	05/08/96	12/17/02	4,673 07	4,276 58	396 49
348	BEDFORD PROPERTY INVESTORS	09/24/96	12/17/02	8,918 62	5,066 88	3,851 74
490	GLIMCHER REALTY TRUST	04/06/00	12/17/02	8,920 42	6,348 34	2,572 08
160,900 75	CROW FAMILY HOLDINGS REALTY PARTNERS LP	09/30/98	12/18/02	231,311 66	160,900 75	70,410 91
19,783 44	CROW FAMILY HOLDINGS REALTY PARTNERS LP	03/06/98	12/18/02	28,440 76	19,783 44	8,657 32

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
29,050	CROW FAMILY HOLDINGS	01/21/99	12/18/02	41,762	29,050	12,712
118,012	REALTY PARTNERS LP	04/19/99	12/18/02	169,654	118,012	51,642
165,892	CROW FAMILY HOLDINGS	06/08/99	12/18/02	238,488	165,892	72,595
122	REALTY PARTNERS LP	09/24/96	12/18/02	3,097	1,776	1,321
1,538	ALLIANT ENERGY CORP	12/20/99	12/18/02	23,711	41,431	17,720
1,622	ALLIANT ENERGY CORP	12/21/99	12/18/02	25,006	44,849	19,843
37,333	YARMOUTH CAPITAL PARTNERS	10/30/97	12/19/02	37,333	37,333	0
74,678	APOLLO REAL ESTATE	03/29/01	12/19/02	93,935	74,678	19,256
105	KV PHARMACEUTICAL CO-CL A	12/13/01	12/19/02	2,323	2,717	394
175	KV PHARMACEUTICAL CO-CL A	12/14/01	12/19/02	3,872	4,591	719
120	KV PHARMACEUTICAL CO-CL A	12/12/01	12/19/02	2,655	3,085	429
5,000	PACTIV CORPORATION	12/12/01	12/19/02	107,292	88,651	18,641
9,524	OLYMPUS REAL ESTATE FUND	06/12/98	12/19/02	9,524	9,524	0
3,473	OLYMPUS REAL ESTATE FUND	12/19/00	12/19/02	3,473	3,473	0
6,559	DOUGHTY HANSON & CO	03/13/00	12/20/02	6,699	6,559	140
29,143	EUROPEAN REAL EST	03/15/00	12/20/02	48,771	29,143	19,627
54,641	APOLLO REAL ESTATE	01/25/01	12/20/02	85,477	54,641	30,835
7,200	MANAGEMENT IV LP	12/12/01	12/20/02	156,362	127,657	28,705
2,400	FUND III L P	03/08/01	12/20/02	72,981	101,424	28,442
175	PACTIV CORPORATION	05/12/00	12/20/02	5,321	7,353	2,031
6,483	PIZIER INC	03/25/01	12/23/02	19,059	12,123	6,936
133,038	SUN MICROSYSYSTEMS INC	05/25/01	12/23/02	296,300	133,038	163,261
614,447	WALTON STREET REAL ESTATE	11/12/99	12/23/02	1,368,478	614,447	754,031
13,508	FUND II LP	03/24/98	12/23/02	25,160	13,508	11,652
13,508	BLACKSTONE REAL ESTATE	03/24/98	12/23/02	25,160	13,508	11,652

CONFIDENTIAL

FEDERAL SCHEDULE D CHRONOLOGICALLY

01/01/2002 TO 12/31/2002

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

UNITS	SECURITY	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	BASIS DISPOSED	GAIN/(LOSS)
						8,619 37
	BLACKSTONE REAL ESTATE PARTNERS II L P	03/31/98	12/23/02	18,611 37	9,992 00	
5,668 22	CHARTERHOUSE EQUITY PARTNERS III L P	10/01/01	12/24/02	5,668 22	5,668 22	0 00
9,798 25	CHARTERHOUSE EQUITY PARTNERS III L P	11/07/01	12/24/02	9,798 25	9,798 25	0 00
2,764 21	CHARTERHOUSE EQUITY PARTNERS III L P	03/03/98	12/24/02	2,764 21	2,764 21	0 00
1,650	KV PHARMACEUTICAL CO-CL A	12/11/01	12/26/02	36,463 07	42,339 00	5,875 93-
430	KV PHARMACEUTICAL CO-CL A	12/12/01	12/26/02	9,502 50	11,054 91	1,552 41-
1,955	HARBORVEST INT'L PRIV EQ	01/08/99	12/27/02	5,041 55	1,955 00	3,086 55
300	CLEAR CHANNEL COMMUNICATIONS INC	11/13/01	12/27/02	11,244 08	13,566 60	2,322 52-
800	CLEAR CHANNEL COMMUNICATIONS INC	11/14/01	12/27/02	29,984 21	37,327 12	7,342 91-
200	CLEAR CHANNEL COMMUNICATIONS INC	11/13/01	12/27/02	7,496 05	9,044 40	1,548 35-
400	CLEAR CHANNEL COMMUNICATIONS INC	12/18/01	12/27/02	14,992 11	19,170 04	4,177 93-
84,000	TRANSWESTERN OFFICE PARTNERS II	10/22/98	12/31/02	66,002 47	84,000 00	17,997 53-
122,193	TRANSWESTERN OFFICE PARTNERS II	10/13/98	12/31/02	96,012 39	122,193 00	26,180 61-
936	TRANSWESTERN OFFICE PARTNERS II	11/20/98	12/31/02	735 46	936 00	200 54-
55,244 23	ASIAN REALTY PARTNERS LP	06/24/99	12/31/02	102,262 93	55,244 23	47,018 70
232	ALLOS THERAPEUTICS INC	03/06/98	12/30/02	1,568 75	686 72	882 03
36,933 44	DLJ MERCHANT BANKING III LP	10/26/01	12/30/02	37,163 41	36,933 44	229 97
37,576 09	DLJ MERCHANT BANKING III LP	11/08/01	12/30/02	37,810 07	37,576 09	233 98
64,024	KOHL BREN FUND VI L P	06/28/99	12/30/02	73,440 17	64,024 00	9,416 17
4,016	HARBORVEST PARTNERS V-PRISHP FD LP	10/19/98	12/30/02	16,169 84	4,016 00	12,153 84
3,315	COLONYINVESTOR III L P	02/23/99	12/30/02	3,315 00	3,315 00	0 00

CONFIDENTIAL

01/01/2002 TO 12/31/2002

ACCOUNT 0049-02-1/4 (cont)
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

ADMINISTRATOR JAMES BELANGER
 INV OFFICER STEVE LEHMAN
 TAX OFFICER FRANCIS MEHAFFEY

UNITS	SECURITY	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	BASIS DISPOSED	GAIN/ (LOSS)
Gain/loss period is long						
Disposal method sale						
61,192	BLACKSTONE REAL ESTATE ADVISORS III LP	11/17/99	12/30/02	98,042 75	61,192 00	36,850 75
20,730	WESTBROOK REAL EST FD II LP MANAGEMENT	03/13/98	12/30/02	27,329 57	20,730 00	6,599 57
5,094	WESTBROOK REAL ESTATE FUND III L P	04/06/01	12/30/02	6,078 22	5,094 00	984 22
789	WESTBROOK REAL ESTATE FUND III L P	11/12/99	12/30/02	941 44	789 00	152 44
Total for disposal method sale				81,429,647 61	87,602,584 11	6,172,906 50-
Disposal method tendered						
969 4763	CYPRESS COMMUNICATIONS INC	03/17/98	03/07/02	3,393 16	29,031 23	25,618 07-
37 4563	CYPRESS COMMUNICATIONS INC	05/04/99	03/07/02	131 10	1,220 62	1,089 52-
279 0674	CYPRESS COMMUNICATIONS INC	03/17/98	03/07/02	976 74	11,734 50	10,757 76-
Total for disposal method tendered				4,501 00	41,986 35	37,485 35-
Total for Gain/Loss period long				93,540,500 90	98,834,395 07	5,293,894 17-
LONG TERM CAPITAL GAIN DISTRIBUTION						
Gain/loss period is long						
Disposal method redemption						
2,083,129 2	WESTBROOK REAL EST FD II LP MANAGEMENT	N/A	03/07/02	19,782 48	0 00	19,782 48
Total for disposal method redemption				19,782 48	0 00	19,782 48
TOTAL FOR GAIN/LOSS PERIOD: long				93,560,283.38	98,834,395.07	5,274,111.69-

Note Unknown and N/A amounts are treated as 0 00 in totals and subtotals

CONFIDENTIAL

*ADJUSTMENTS TO FEDERAL SCHEDULE "D" ABOVE.

FEDERAL SCHEDULE D CHRONOLOGICALLY
1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
--------------	-------------	---------------	---------------	----------	------	-----------

SHORT-TERM GAIN OR LOSS

TOTAL GAIN/LOSS SHORT

PAGE 53 OF ORIGINAL FEDERAL SCHEDULE D

01/01/02	12/31/02	87,927,459.14	95,624,353.34	7,696,894.20
----------	----------	---------------	---------------	--------------

ADJUSTED SHORT-TERM GAIN OR LOSS

LONG-TERM GAIN OR LOSS

TOTAL GAIN/LOSS LONG

PAGE 126 OF ORIGINAL FEDERAL SCHEDULE D

01/01/02	12/31/02	93,560,283.38	98,834,395.07	-5,274,111.69
----------	----------	---------------	---------------	---------------

GNMA #1095 DTD 9/1/1972 & 5% 7/15/2002

NOT INCLUDED ON THE ORIGINAL SCHEDULE D

01/15/02	625.30	540.88	84.42
----------	--------	--------	-------

FNMA 1998-4 PI REMIC DTD 1/1/1998 & 5% 1/1/2000

NOT INCLUDED ON THE ORIGINAL SCHEDULE D

01/31/02	3,955.07	3,955.07	0.00
----------	----------	----------	------

FNMA 1994-20 DTD 2/1/1994 & 5% 2/25/2009

NOT INCLUDED ON THE ORIGINAL SCHEDULE D

01/31/02	1,866.57	2,104.96	-238.39
----------	----------	----------	---------

FNMA STRIP 264 1 PO DTD 7/1/1994 0% 7/1/2024

NOT INCLUDED ON THE ORIGINAL SCHEDULE D

01/31/02	15,762.10	15,762.09	0.01
----------	-----------	-----------	------

HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027

NOT INCLUDED ON THE ORIGINAL SCHEDULE D

01/31/02	2,661.82	5,798.39	3,136.57
----------	----------	----------	----------

FNMA 1998-4 PI REMIC DTD 1/1/1998 & 5% 2/18/2021
NOT INCLUDED ON THE ORIGINAL SCHEDULE D

02/27/02	3,944.62	3,944.62	0.00
----------	----------	----------	------

"ADJUSTMENTS TO FEDERAL SCHEDULE "D" ABOVE"

FEDERAL SCHEDULE D CHRONOLOGICALLY

1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
	FNMA 1994 20 DTD 2/1/1994 6 5% 2/25/2009 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	02/28/02	02/28/02	1,778 55	2,054 06	-275 51
	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	02/28/02	02/28/02	13,598 01	13,598 01	0 00
	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	02/28/02	02/28/02	2 524 82	6 845 02	-4,320 20
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	03/29/02	03/29/02	3,934 22	3,934 21	0 01
	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	03/29/02	03/29/02	1,692 65	2,004 28	-311 63
	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	03/29/02	03/29/02	13,427 63	13,427 64	-0 01
	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	03/29/02	03/29/02	2 368 13	4,948 02	-2 579 89
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	04/30/02	04/30/02	3,923 86	3,923 86	0 00
	HEADLANDS MTG INC 1997 4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	04/30/02	04/30/02	2 243 31	5,299 21	3,055 90

ADJUSTMENTS TO FEDERAL SCHEDULE "D" ABOVE

FEDERAL SCHEDULE D CHRONOLOGICALLY

1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
--------------	-------------	---------------	---------------	----------	------	-----------

	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009	04/30/02	1 608 84	1 955 64	-346 80	
--	--	----------	----------	----------	---------	--

	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024	04/30/02	11 236 00	11 236 00	0 00	
--	--	----------	-----------	-----------	------	--

	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009	05/30/02	1 527 06	1 908 07	-381 01	
--	--	----------	----------	----------	---------	--

	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024	05/31/02	9,941 81	9,941 81	0 00	
--	--	----------	----------	----------	------	--

	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021	05/30/02	3,834 26	3,913 54	-79 28	
--	--	----------	----------	----------	--------	--

	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 1284% 11/25/2027	05/31/02	2,128 74	6,091 95	-3,963 21	
--	--	----------	----------	----------	-----------	--

	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021	06/26/02	3,729 41	3,903 26	-173 85	
--	--	----------	----------	----------	---------	--

	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009	06/27/02	1,447 27	1,861 56	-414 29	
--	--	----------	----------	----------	---------	--

	FNMA STRIP 264 1 PO DTD 7/1/1994 0% 7/1/2024	06/27/02	6,255 80	6,255 80	0 00	
--	--	----------	----------	----------	------	--

"ADJUSTMENTS TO FEDERAL SCHEDULE "D" ABOVE"

FEDERAL SCHEDULE D CHRONOLOGICALLY

1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23 6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
--------------	-------------	---------------	---------------	----------	------	-----------

	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	06/27/02		1,991 39	5 646 79	-3 655 40
--	--	----------	--	----------	----------	-----------

	GMAC MTG CORP LN TR SER 2001HLTI CL A12 DTD 1/1/2001 6 04% 9/25/2026 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	07/29/02		31,976 79	31 973 36	3 43
--	--	----------	--	-----------	-----------	------

	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	07/31/02		3,624 84	3 893 02	268 18
--	---	----------	--	----------	----------	--------

	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	07/31/02		1 369 42	1 816 11	-446 69
--	---	----------	--	----------	----------	---------

	FNMA STRIP 264 1 PO DTD 7/1/1994 0% 7/1/2024 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	07/31/02		6 690 84	6 690 84	0 00
--	---	----------	--	----------	----------	------

	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	07/31/02		1 869 96	3 915 40	-2 045 44
--	--	----------	--	----------	----------	-----------

	JDN REALTY CORP CLASS ACTION SETTLEMENT NOT INCLUDED ON THE ORIGINAL SCHEDULE D	08/20/02		18 59	0 00	18 59
--	---	----------	--	-------	------	-------

	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	08/28/02		3,520 55	3 882 82	-362 27
--	---	----------	--	----------	----------	---------

"ADJUSTMENTS TO FEDERAL SCHEDULE "D" ABOVE"

FEDERAL SCHEDULE D CHRONOLOGICALLY

1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	08/29/02	08/29/02	1,293 47	1,771 67	-478 20
	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	08/29/02	08/29/02	6 794 09	6 794 09	0 00
	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	08/29/02	08/29/02	1,566 29	3 975 51	-2,409 22
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	09/23/02	09/23/02	3,416 53	3,872 67	456 14
	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	09/27/02	09/27/02	1 219 39	1,728 23	-508 84
	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	09/27/02	09/27/02	6,686 70	6,686 69	0 01
	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	09/30/02	09/30/02	1 695 04	5 350 06	-3 655 02
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	10/18/02	10/18/02	3,312 78	17,571 33	-14,258 55
	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	10/30/02	10/30/02	1,147 12	1 685 77	-538 65

ADJUSTMENTS TO FEDERAL SCHEDULE "D" ABOVE

FEDERAL SCHEDULE D CHRONOLOGICALLY

1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
 J HOWARD PEW FREEDOM TRUST
 TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	ACQUIRED DATE	DISPOSED DATE	PROCEEDS	COST	GAIN/LOSS
	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027	10/30/02	10/30/02	1 574 08	3 409 34	-1 835 26
	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024	10/31/02	10/31/02	6 518 64	6 518 65	-0 01
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021	11/29/02	11/29/02	2,842 03	38,913 11	36,071 08
	FNMA 1994-20 DTD 2/1/1994 6 5% 2/25/2009	11/29/02	11/29/02	1,076 62	1,644 26	567 64
	FNMA STRIP 264-1 PO DTD 7/1/1994 0% 7/1/2024	11/29/02	11/29/02	10,290 89	10,290 89	0 00
	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 1 11284% 11/25/2027	11/29/02	11/29/02	1,502 15	2,233 26	-731 11
	SALE OF EXPEDIA INC	12/20/02	12/20/02	28 99	0 00	28 99
	NOT INCLUDED ON THE ORIGINAL SCHEDULE D					
	PROCTER & GAMBLE					
	CLASS ACTION SETTLEMENT					
	NOT INCLUDED ON THE ORIGINAL SCHEDULE D					
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021	12/27/02	12/27/02	206 37	0 00	206 37
	NOT INCLUDED ON THE ORIGINAL SCHEDULE D					
	FNMA 1998-4 PI REMIC DTD 1/1/1998 6 5% 2/18/2021	12/27/02	12/27/02	1,799 54	37,591 65	-35,792 11

"ADJUSTMENTS TO FEDERAL SCHEDULE 'D' ABOVE"

FEDERAL SCHEDULE D CHRONOLOGICALLY
1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
--------------	-------------	------------------	------------------	----------	------	-----------

	FNMA 1994-20 DTD 2/1/1994 6.5% 2/25/2009	12/27/02	1,007.86	1,603.69	-595.83	
--	--	----------	----------	----------	---------	--

	FNMA STRIP 264 1 PO DTD 7/1/1994 0% 7/1/2024	12/27/02	9,235.12	9,235.12	0.00	
--	--	----------	----------	----------	------	--

	HEADLANDS MTG INC 1997-4 CLASS X DTD 8/1/1997 11.284% 11/25/2027	12/30/02	1,456.33	3,678.02	-2,221.69	
--	--	----------	----------	----------	-----------	--

	VARIOUS PARTNERSHIPS - REVERSAL OF THE ORIGINAL ENTRIES ON GAIN/LOSS SCHEDULE SHORT-TERM AND LONG-TERM POSTING REPORTED PER K 1	12/31/02	-14,310,291.65	-10,866,465.16	-3,443,826.49	
--	--	----------	----------------	----------------	---------------	--

	VARIOUS PARTNERSHIPS - GAIN/(LOSS) PER PARTNERSHIP SCHEDULE K-1'S SHORT TERM AND LONG-TERM	12/31/02	705,614.00	0.00	705,614.00	
--	--	----------	------------	------	------------	--

	COST BASIS ADJUSTMENT RETURN OF CAPITAL ON REITS SOLD IN 2002 NOT INCLUDED ON THE ORIGINAL SCHEDULE D	12/31/02	0.00	-35,187.87	35,187.87	
--	---	----------	------	------------	-----------	--

	LONG-TERM CAPITAL GAIN DIVIDENDS ON VARIOUS REAL ESTATE INVESTMENT TRUSTS NOT INCLUDED ON THE ORIGINAL SCHEDULE D	12/31/02	351,305.67	0.00	351,305.67	
--	---	----------	------------	------	------------	--

ADJUSTMENTS TO FEDERAL SCHEDULE 'D' ABOVE

FEDERAL SCHEDULE D CHRONOLOGICALLY
1/1/2002 TO 12/31/2002

ACCOUNT #0049-02-1/4
J HOWARD PEW FREEDOM TRUST
TAXPAYER ID 23-6234671

SHARES/UNITS	DESCRIPTION	DATE ACQUIRED	DATE DISPOSED	PROCEEDS	COST	GAIN/LOSS
				80,538,659 66	88 290 322 34	-7,751 662 68
				168,466,118 80	183,914,675 68	-15,448,556 88
TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS						
ADJUSTED LONG-TERM GAIN OR LOSS						

THE J. HOWARD PEW FREEDOM TRUST¹ **23-6234671**
FORM 990PF, PART VIII, LINE 1 – LIST OF OFFICERS, DIRECTORS, AND TRUSTEES 2002

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>TIME DEVOTED TO POSITION²</u>	<u>COMPENSATION³</u>	<u>CONTRIBUTION TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMP.⁴</u>	<u>EXPENSE ACCOUNT AND OTHER ALLOWANCES</u>
The Glenmede Trust Company 1650 Market Street, Suite 1200 Philadelphia, PA 19103-7291	Trustee	Part	\$1,483,642	-	-
J. Howard Pew II c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Chairman	Part	2,503	-	-
Robert H. Campbell c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,030	-	-
Susan W. Catherwood c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
Thomas W. Langfitt, M.D. c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
Arthur E. Pew III c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
J. N. Pew, 3rd c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	-	-	-
J.N. Pew IV, M.D. c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
Mary Catharine Pew, M.D. c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>TIME DEVOTED TO POSITION²</u>	<u>COMPENSATION³</u>	<u>CONTRIBUTION TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMP.⁴</u>	<u>EXPENSE ACCOUNT AND OTHER ALLOWANCES</u>
R. Anderson Pew c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
Richard F. Pew c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
Robert G. Williams c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member	Part	2,165	-	-
Rebecca Rimel c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Board Member, President and Chief Executive Officer	Full	73,470	18,838	-
Joy A. Horwitz c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Director, Legal Affairs, General Counsel and Board Secretary	Full	31,303	4,602	-
Henry B. Bernstein c/o The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Director, Finance	Full	<u>28,884</u>	<u>4,699</u>	-
TOTAL			<u>1,639,152</u>	<u>28,139</u>	

¹ This trust is one of seven trusts established by the Pew family that together comprise The Pew Charitable Trusts, an unincorporated division of the trustee, the Glenmede Trust Company. The seven trusts are The Pew Memorial Trust, The J. Howard Pew Freedom Trust, The Mabel Pew Myrin Trust, The J.N. Pew Jr. Charitable Trust, The Medical Trust, The Mary Anderson Trust and The Knollbrook Trust.

² Although a precise allocation among the trusts of hours worked is not possible, each of the officers and directors listed on this schedule devotes a minimum of 40 hours per week, and each of the board members devotes a minimum of 160 hours per year, to his or her work on behalf of the seven trusts that comprise The Pew Charitable Trusts. See footnote 1.

³ The compensation listed in this column, as well as the contributions to employee benefit plans and deferred compensation listed in column 5 of this table, represents 13.5319% of the total amount paid to the Glenmede Trust Company and each individual listed for work performed for the seven trusts that comprise The Pew Charitable Trusts. See footnote 1. The allocation percentage was derived by dividing the sum of the assets held in this trust by the total assets held in the seven trusts.

⁴ See footnote 3.

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002370 STD AIDS Law Project of Pennsylvania, Philadelphia, PA	\$42,000	\$0	\$42,000	\$0	\$0	\$0	\$0	\$0
To help people with AIDS to enter the workforce without losing critical health care and related benefits								
2000-002560 STD Albert Einstein Healthcare Network, Philadelphia, PA	\$30,000	\$0	\$30,000	\$0	\$0	\$0	\$0	\$0
To provide start-up support for a substance abuse consultation service for medical and rehabilitation patients								
2001-000641 STD Alliance for Better Campaigns, Inc , Washington, DC	\$1,150,000	\$0	\$800,000	\$0	\$0	\$0	\$0	\$350,000
In support of a public education and accountability project designed to build support for political communication reform on broadcast television								
1997-003473 STD American Enterprise Institute for Public Policy Research, Washington, DC	\$231,000	\$0	\$100,000	\$0	\$0	\$0	\$0	\$131,000
In support of a project entitled Preparing the Nation to Govern, designed to help the three branches of government make a smoother transition from campaigning to governing in the wake of the 2000 elections								
2000-003822 STD American Enterprise Institute for Public Policy Research, Washington, DC	\$464,000	\$0	\$464,000	\$0	\$0	\$0	\$0	\$0
To build on the "Five Practical Ideas for Reform" by convening an advisory group on campaign finance reform								
2000-002424 STD American National Red Cross - Lower Bucks County Chapter, Levittown, PA	\$48,000	\$0	\$48,000	\$0	\$0	\$0	\$0	\$0
For continued support to provide case management and supplemental services to shelter residents								
2000-002424-001 STD American National Red Cross - Lower Bucks County Chapter, Levittown, PA	\$4,000	\$0	\$4,000	\$0	\$0	\$0	\$0	\$0
For technology and staff training to improve data management								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-001701 STD American Oceans Campaign, Washington, DC	\$75,000	\$0	\$75,000	\$0	\$0	\$0	\$0	\$0
For support of a public education effort to reform the nation's fishery management system								
2000-002312 STD ARC of Montgomery County, The, King of Prussia, PA	\$42,000	\$0	\$42,000	\$0	\$0	\$0	\$0	\$0
To establish The Family Trust to assist disabled individuals and their families to plan for future financial needs								
2002-002449 STD Aspen Institute, Inc , The, Washington, DC	\$0	\$500,000	\$0	\$0	\$0	\$0	\$0	\$500,000
In support of the Aspen Institute's Congressional Program, a nonpartisan educational initiative designed to foster leadership on public policy issues among members of the U S Congress								
2000-002400-001 STD Bethesda Project, Philadelphia, PA	\$7,000	\$0	\$7,000	\$0	\$0	\$0	\$0	\$0
To provide clinical training for staff								
2000-002400 STD Bethesda Project, Philadelphia, PA	\$62,000	\$0	\$62,000	\$0	\$0	\$0	\$0	\$0
For continued operating support to provide services to individuals who are chronically homeless								
2000-003821 STD Brandeis University, Waltham, MA	\$210,000	\$0	\$210,000	\$0	\$0	\$0	\$0	\$0
In support of a project on mapping and facilitating youth networks for civic engagement								
2001-003525 STD Brown University, Providence, RI	\$0	\$2,773,000	\$668,000	\$0	\$0	\$0	\$0	\$2,105,000
To support efforts to provide college students with opportunities to engage in civic activity through their campuses								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002613-001 STD Bucks County Housing Group, Inc , Wnghtstown, PA	\$44,000	\$0	\$36,000	\$0	\$0	\$0	\$0	\$8,000
To establish a comprehensive organizational database to enhance its ability to monitor and assess its programs								
2000-002613 STD Bucks County Housing Group, Inc , Wnghtstown, PA	\$76,000	\$0	\$76,000	\$0	\$0	\$0	\$0	\$0
For support of case-management services to clients leaving its shelters and transitional housing programs to ensure their success in achieving and maintaining stability and independence								
2000-002340-001 STD / Split Trust Calcutta House, Philadelphia, PA	\$12,000	\$0	\$12,000	\$0	\$0	\$0	\$0	\$0
To develop a database to track resident outcomes and assess program results								
1998-000108 STD Calvin College, Grand Rapids, MI	\$207,000	\$0	\$146,000	\$0	\$0	\$0	\$0	\$61,000
To support the Calvin College Seminars in Christian Scholarship over four years								
2001-000271 STD Campaign Finance Institute, Washington, DC Transferred from George Washington University	\$504,513	\$0	\$504,513	\$0	\$0	\$0	\$0	\$0
In support of a project to create a campaign finance policy forum that will conduct, collect and disseminate research, monitor trends, convene opinion leaders and develop and promote recommendations for incremental reform								
2002-001453 STD Campaign Finance Institute, Washington, DC	\$0	\$300,000	\$150,000	\$0	\$0	\$0	\$0	\$150,000
In support of ongoing research and analysis on new and emerging issues related to how elections are financed in the United States								
1999-003698 STD Catholic University of America, The, Washington, DC	\$235,000	\$0	\$199,000	\$0	\$0	\$0	\$0	\$36,000
For a research project to study the role of religion in the civic and cultural life of new immigrants in Washington, DC								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Paw Freedom Trust 0049-02-1/4								
1998-001646 STD Center for Jewish Community Studies, Philadelphia, PA	\$307,000	\$0	\$97,000	\$0	\$0	\$0	\$0	\$210,000
In support of a major project to examine the role of the Jewish community in American public life, over three years								
2000-002331 STD Center for Literacy Inc , Philadelphia, PA	\$70,000	\$0	\$70,000	\$0	\$0	\$0	\$0	\$0
To identify, assess and better serve individuals with learning disabilities who are currently students in its programs								
2001-002567 STD Center for National Independence in Politics, Philipsburg, MT	\$500,000	\$0	\$500,000	\$0	\$0	\$0	\$0	\$0
For an effort to increase the political interest, knowledge and engagement of young adults during the 2002 election cycle								
2001-000626 STD Center for Public Integrity, Washington, DC	\$605,000	\$0	\$507,000	\$0	\$0	\$0	\$0	\$98,000
In support of a project to study the flow of soft money at the state level and create an informational database								
2000-001006 STD Center for Responsive Politics, Washington, DC	\$197,000	\$0	\$197,000	\$0	\$0	\$0	\$0	\$0
To expand the nation's understanding of the role and implications of money in politics								
2002-002624 STD Center for Responsive Politics, Washington, DC	\$0	\$650,000	\$0	\$0	\$0	\$0	\$0	\$650,000
To initiate a study tracking and analyzing campaign activities and organizations as the Bipartisan Campaign Reform Act takes effect in the next election cycle								
2000-002397 STD Chester Education Foundation, Chester, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
For support of the Social Work Consultation Services project to enhance the capacity of social service agencies in the city of Chester to serve adults with multiple and chronic problems								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4 1997-001737 STD Chicago, The University of, Chicago, IL In support of the Public Religion Project, which aims to explain the role religion plays in American public life	\$307,000	\$0	\$42,000	\$0	\$0	\$359	\$0	\$265,359
1997-003436 STD Columbia Theological Seminary, Decatur, GA For a project to strengthen community-based theological education in the Hispanic community	\$204,000	\$0	\$153,000	\$0	\$0	\$0	\$0	\$51,000
2000-002425 STD Committee for Dignity and Fairness for the Homeless Housing Development, Inc , Philadelphia, PA For operating support to provide services to promote the self-sufficiency of homeless or formerly homeless women	\$30,000	\$0	\$30,000	\$0	\$0	\$0	\$0	\$0
1999-002016 STD Commonweal Foundation, New York, NY For a project that will examine the role of Catholics in American public life	\$576,000	\$0	\$576,000	\$0	\$0	\$0	\$0	\$0
2000-002506-001 STD Community Legal Services, Inc , Philadelphia, PA To improve the organization's overall technological capacity	\$10,000	\$0	\$10,000	\$0	\$0	\$0	\$0	\$0
2000-002506 STD Community Legal Services, Inc , Philadelphia, PA For support of legal assistance to both the working poor and individuals transitioning from welfare to work	\$40,000	\$0	\$40,000	\$0	\$0	\$0	\$0	\$0
2000-002332 STD Community Women's Education Project, Philadelphia, PA For continued operating support to provide services to women transitioning from welfare to work	\$25,000	\$0	\$25,000	\$0	\$0	\$0	\$0	\$0
2000-002603 STD Congreso de Latinos Unidos, Inc , Philadelphia, PA For support of specialized job-training and placement services for Latino women participating in CASAWORKS for Families, an addiction treatment and family support program	\$53,000	\$0	\$8,000	\$0	\$0	\$0	\$0	\$45,000

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
1998-000435 STD Council for Christian Colleges & Universities, Washington, DC	\$537,000	\$0	\$452,000	\$0	\$0	\$0	\$0	\$85,000
In support of the Civitas Program in Faith and Public Affairs, a program of civic education and leadership development for Christian graduate students, over four years								
2000-002953 STD Council for Excellence in Government, Washington, DC	\$292,000	\$0	\$265,000	\$0	\$0	\$0	\$0	\$27,000
In support of a project to research, develop and promote a set of standards for media coverage of the federal government								
2002-001274 STD Council for Excellence in Government, Washington, DC	\$0	\$50,000	\$15,000	\$0	\$0	\$0	\$0	\$35,000
In support of a program to bring former members of Congress to college campuses								
2001-001771 STD Council for Excellence in Government, Washington, DC	\$649,000	\$0	\$432,000	\$0	\$0	\$0	\$0	\$217,000
In support of a project to increase outreach to young voters by candidates for national, state and local office during the 2001 and 2002 elections through the development and promotion of a candidate toolkit								
2001-002673 STD Council for Excellence in Government Washington, DC Transferred from Aspen Institute, Inc , The	\$87,000	\$0	\$22,000	\$109,592	\$0	\$44,592	\$0	\$0
In support of a third Bipartisan Congressional Retreat, designed to foster improved conduct, more respectful and constructive dialogue among House members and higher productivity in Congress								
2000-002419 STD Deaf-Hearing Communications Center, Inc , Swarthmore, PA	\$61,000	\$0	\$0	\$0	\$0	\$0	\$0	\$61,000
To provide video sign language interpreting services to aid deaf adults in accessing health and social services								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2001-001564 STD Declaration of Independence, Inc , Beverly Hills, CA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
To cover costs associated with the launch of the Declaration of Independence Road Trip project, which is scheduled to take place in Philadelphia on July 4, 2001, an initiative to re-ignite Americans' interest in the Declaration and thereby improve civic engagement and voter turnout in the 2004 presidential election								
2000-002421 STD Delaware County Community College Educational Foundation, Media, PA	\$55,000	\$0	\$55,000	\$0	\$0	\$0	\$0	\$0
For continued support to provide specialized job counseling, training and placement assistance to low-income women living in Chester and Delaware counties								
2000-002608 STD Delaware County Literacy Council, Chester, PA	\$30,000	\$0	\$30,000	\$0	\$0	\$0	\$0	\$0
For continued support of a mobile counseling service and to convene a coalition of service providers to address key community issues in Chester								
2000-002375 STD Delaware County Women Against Rape, Media, PA	\$30,000	\$0	\$30,000	\$0	\$0	\$0	\$0	\$0
For continued operating support to provide comprehensive services to victims of sexual assault								
2000-002337 STD Domestic Violence Center of Chester County, West Chester, PA	\$35,000	\$0	\$35,000	\$0	\$0	\$0	\$0	\$0
To increase the accessibility of services for victims of domestic violence in the city of Coatesville								
2000-001842 STD Educational Broadcasting Corporation New York, NY	\$232,000	\$0	\$232,000	\$0	\$0	\$0	\$0	\$0
For the production and distribution of segments on religion and public life derived from stories aired on PBS' Religion & Ethics NewsWeekly								
2000-002472 STD Empowerment Group, Philadelphia, PA	\$40,000	\$0	\$40,000	\$0	\$0	\$0	\$0	\$0
For support of Empowered Painters, which provides job training, social services and financial planning to unemployed residents of Kensington								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002379 STD Energy Coordinating Agency of Philadelphia, Inc , Philadelphia, PA	\$4,000	\$0	\$4,000	\$0	\$0	\$0	\$0	\$0
To enhance a new database to integrate information across several programs and train staff in its use								
1998-001065 STD Ethics and Public Policy Center, Inc , Washington, DC	\$117,000	\$0	\$117,000	\$0	\$0	\$0	\$0	\$0
In support of a seminar series for journalists on the role of religion in American public life								
1999-001813 STD Ethics and Public Policy Center, Inc , Washington, DC	\$536,000	\$0	\$202,000	\$0	\$0	\$0	\$0	\$334,000
For a project to examine the role of Evangelicals in American public life								
2001-002266 STD Ethics and Public Policy Center, Inc , Washington, DC	\$430,000	\$0	\$100,000	\$0	\$0	\$0	\$0	\$330,000
To strengthen the national media's reporting on the impact of religious conviction and religiously grounded moral argument in American political and public life								
2000-002469 STD Executive Service Corps of the Delaware Valley, Ardmore, PA	\$38,000	\$0	\$38,000	\$0	\$0	\$0	\$0	\$0
To improve the effectiveness of small nonprofit organizations in the Philadelphia region								
1999-003509 STD Florida International University Research Foundation, Inc , Miami, FL	\$322,000	\$0	\$228,000	\$0	\$0	\$0	\$0	\$94,000
For a research project to study the role of religion in the civic and cultural life of new immigrants in Miami								
2000-002372 STD Fund for Philadelphia, Inc , Philadelphia, PA	\$80,000	\$0	\$0	\$0	\$0	\$0	\$0	\$80,000
For continued support of adult literacy programs throughout Philadelphia with a special emphasis on the development of job readiness and workplace education programs								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002952 STD George Mason University Foundation, Inc , The Arlington, VA	\$925,000	\$0	\$468,000	\$0	\$0	\$0	\$0	\$457,000
In support of a project to develop a National Youth Civic Engagement Index, designed to measure the levels and types of participation of young adults in public life								
2001-000676 STD George Washington University, Washington, DC	\$1,460,000	\$0	\$760,000	\$0	\$0	\$0	\$0	\$700,000
To establish the Center for the Study of Democracy Online, an effort to improve campaigns through use of the Internet								
1999-000542 STD Georgetown University, Washington, DC	\$361,000	\$0	\$291,000	\$0	\$0	\$0	\$0	\$70,000
For a research project on the role of the Muslim community in American public life								
2002-001263 STD Greater Washington Educational Telecommunications Association, Inc , The, Arlington, VA	\$0	\$2,500,000	\$92,000	\$0	\$0	\$0	\$0	\$2,408,000
In support of the NewsHour's Media Watch, which provides in-depth coverage of the media and the powerful trends that are reshaping the news business								
2000-002389 STD Homeless Advocacy Project, Philadelphia, PA	\$30,000	\$0	\$30,000	\$0	\$0	\$0	\$0	\$0
To provide free legal services to homeless individuals								
2000-002593 STD Hospitality House of Philadelphia, Philadelphia, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
For support of the Training, Attitude, Skills and Knowledge program, to provide training and employment to ex-offenders								
2002-000165 STD Hudson Institute, Inc Washington, DC	\$0	\$300,000	\$0	\$0	\$0	\$0	\$0	\$300,000
In support of an extensive series of roundtable discussions with government officials, opinion leaders, the press and others, focused on the history and evolution of current campaign finance policies								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002388 STD Impact Services Corporation, Philadelphia, PA	\$80,000	\$0	\$80,000	\$0	\$0	\$0	\$0	\$0
To provide job-placement assistance postemployment training and other supports to young fathers who recently have been released from prison								
2000-000714 STD Independent Production Fund, Inc The, New York, NY	\$500,000	\$0	\$500,000	\$0	\$0	\$0	\$0	\$0
For the production of a television documentary series that examines Islam's relation to the West								
2000-002393 STD Indochinese American Council, Philadelphia, PA	\$40,000	\$0	\$40,000	\$0	\$0	\$0	\$0	\$0
For continued support for services to promote self-sufficiency of immigrants and refugees								
2001-002628 STD Institute for Global Ethics, The, Camden, ME	\$795,000	\$0	\$733,000	\$0	\$0	\$0	\$0	\$62,000
To continue and expand their project to encourage voluntary codes of conduct through the 2002 elections								
1999-003479 STD Institute for Global Ethics, The, Camden, ME	\$33,000	\$0	\$33,000	\$0	\$0	\$0	\$0	\$0
In support of a project to encourage candidates to construct, agree to and abide by voluntary codes of campaign conduct								
2000-002371 STD Jewish Family and Children's Service of Greater Philadelphia, Philadelphia, PA	\$54,000	\$0	\$54,000	\$0	\$0	\$0	\$0	\$0
For support of a program addressing the spiritual, medical and psychosocial needs of residents of 21 personal care boarding homes in the Philadelphia region								
2000-002386 STD La Comunidad Hispana, Inc , Kennett Square, PA	\$35,000	\$0	\$35,000	\$0	\$0	\$0	\$0	\$0
For continued operating support to provide social, health and employment, and other support services to Latino farm workers and their families								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002401 STD Liberty Resources, Inc , Philadelphia, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
For support of its Workplace Technology Training Academy to provide basic office literacy and computer training to persons with disabilities								
1999-003764 STD Loyola University of Chicago, Chicago, IL	\$252,000	\$0	\$132,000	\$0	\$0	\$0	\$0	\$120,000
For a research project to study the role of religion in the civic and cultural life of new immigrants in Chicago								
2000-002562-001 STD Lutheran Social Mission Society Philadelphia, PA	\$5,000	\$0	\$5,000	\$0	\$0	\$0	\$0	\$0
For support of an agencywide database and improved technology								
2000-002562 STD Lutheran Social Mission Society, Philadelphia, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
For continued support of counseling and follow-up services to low-income adults in employment and training programs								
2000-000558 STD Manpower Demonstration Research Corporation, New York, NY	\$375,000	\$0	\$295,500	\$0	\$0	\$0	\$0	\$79,500
To develop and test improved strategies for evaluating the implementation and impacts of social programs, and disseminate the lessons and tools to evaluation practitioners in government, foundations, universities and other research organizations								
2000-003823 STD Maryland Foundation, Inc , The University of, College Park, MD	\$125,000	\$0	\$72,000	\$0	\$0	\$0	\$0	\$53,000
To support the Environmental Compliance Consortium in efforts to use performance measures to enhance public sector performance								
2001-000625 STD Maryland Foundation, Inc , The University of, College Park, MD	\$3,770,000	\$0	\$1,752,000	\$0	\$0	\$0	\$0	\$2,018,000
To create a research center to advance knowledge of the factors that encourage young people to engage in civic and political life								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002325 STD Maternity Care Coalition, Philadelphia, PA	\$66,000	\$0	\$66,000	\$0	\$0	\$0	\$0	\$0
To expand its efforts in North and West Philadelphia to help low-income women to access public benefits that would help them make the transition from welfare to work								
2000-002394 STD Matrix Research Institute, Philadelphia, PA	\$93,000	\$0	\$93,000	\$0	\$0	\$0	\$0	\$0
For support of an Employment Resource Center, targeted to individuals dually diagnosed with mental illness and substance abuse disorders and the organizations that serve them								
2000-002599 STD Mental Health Association of Southeastern Pennsylvania, Philadelphia, PA	\$65,000	\$0	\$65,000	\$0	\$0	\$0	\$0	\$0
For continued support of Project Connect, which provides supportive services to people who are homeless and have severe and persistent mental illness								
2000-002462 STD Metropolitan AIDS Neighborhood Nutrition Alliance, Inc , Philadelphia, PA	\$40,000	\$0	\$40,000	\$0	\$0	\$0	\$0	\$0
For continued operating support to provide meals and nutrition education programs to people living with HIV/AIDS in the Philadelphia region								
2000-002611-001 STD Metropolitan Career Center, Philadelphia, PA	\$30,000	\$0	\$18,000	\$0	\$0	\$0	\$0	\$12,000
To develop an agencywide case management system that will enhance program efficiency, evaluation of services and monitoring of individual client progress								
2000-002611 STD Metropolitan Career Center, Philadelphia, PA	\$60,000	\$0	\$60,000	\$0	\$0	\$0	\$0	\$0
To provide follow-up case management to graduates of STRIVE, an intensive job preparation program for low-income adults								
1999-001135 STD Mexican-American Cultural Center, The, San Antonio, TX	\$567,000	\$0	\$567,000	\$0	\$0	\$0	\$0	\$0
For a research project focusing on the Hispanic Church and public life in the United States								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2001-003353 STD Minnesota Public Radio, St Paul, MN	\$0	\$650,000	\$190,000	\$0	\$0	\$0	\$0	\$460,000
To support the weekly production of a new radio/Internet program titled, First Person Speaking of Faith								
2000-002434 STD Montgomery County Association for the Blind, Inc , North Wales, PA	\$40,000	\$0	\$40,000	\$0	\$0	\$0	\$0	\$0
To provide vocational assessment, training, placement and follow-up services to Montgomery County residents who are visually impaired								
2001-003510 STD National Institute on Money in State Politics, Helena, MT	\$0	\$653,000	\$322,000	\$0	\$0	\$0	\$0	\$331,000
To create campaign finance databases to document and publicize the flow of money between state and national political parties								
2001-003354 STD National Public Radio, Inc , Washington, DC	\$0	\$500,000	\$167,000	\$0	\$0	\$0	\$0	\$333,000
To support the production of news stories on religion and public life issues that would air on National Public Radio								
2000-002081 STD National Right to Work Legal Defense and Education Foundation Inc Springfield, VA	\$100,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$50,000
For general operating support of the foundation's legal aid program								
2001-001066 STD National Trust for Historic Preservation in the United States, Washington, DC	\$200,000	\$0	\$200,000	\$0	\$0	\$0	\$0	\$0
To provide emergency stabilization for three of the six historic, colonial era structures that comprise the Continental Army's winter encampment at Valley Forge National Historical Park								
2000-002437-001 STD Nationalities Service Center of Philadelphia, Philadelphia, PA	\$60,000	\$0	\$0	\$60,000	\$0	\$0	\$0	\$0
To develop a plan to expand services to immigrants and refugees								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002437 STD Nationalities Service Center of Philadelphia, Philadelphia, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
For continued operating support to provide a range of services to immigrants and refugees								
2000-001008 STD New Citizenship Project, Inc , Washington, DC	\$166,000	\$0	\$0	\$0	\$0	\$0	\$0	\$166,000
For a one-hour documentary focusing on faith-based programs in the inner city, primarily Philadelphia								
1998-002549 STD New School University, New York, NY	\$126,000	\$0	\$126,000	\$0	\$0	\$0	\$0	\$0
For a project on religion and new immigrants in New York City								
2002-001350 STD New York University, New York, NY	\$0	\$1,550,000	\$0	\$0	\$0	\$0	\$0	\$1,550,000
To support the creation of the Center for Religion and Media at New York University and its research activities, fellows programs, curricular offerings and lecture series								
2000-002594 STD Northwest Interfaith Movement, Inc , Philadelphia, PA	\$45,000	\$0	\$45,000	\$0	\$0	\$0	\$0	\$0
For continued support of the Neighbor to Neighbor Program, which coordinates the work of religious organizations in providing services to vulnerable adults in personal care homes in Northwest Philadelphia								
2002-001229 STD Notre Dame du Lac, University of, Notre Dame, IN	\$0	\$400,000	\$0	\$0	\$0	\$0	\$0	\$400,000
For the support of the Traditio program, whose goal is to educate undergraduate students on Christianity's rich intellectual heritage and its potential contribution to contemporary scholarship								
2000-003567 STD Notre Dame du Lac, University of, Notre Dame, IN	\$1,866,000	\$0	\$417,000	\$0	\$0	\$0	\$0	\$1,249,000
To promote research that is grounded in Christian, Jewish and Islamic intellectual traditions and that is focused on contemporary issues in scholarship in the humanities and social sciences								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002334 STD Penn Foundation for Mental Health, Inc , Sellersville, PA	\$55,000	\$0	\$55,000	\$0	\$0	\$0	\$0	\$0
For continued support of the Wellspring Clubhouse, a psychiatric rehabilitation program that seeks to improve the social, educational and vocational functioning of people with severe and persistent mental illness								
2000-002513 STD People's Emergency Center, Philadelphia, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
To enhance its Job Opportunitis and Business Skills program to more effectively serve homeless families								
2000-002399 STD Philabundance, Philadelphia, PA	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
For support of the Delaware Valley Community Kitchen Collaborative to provide training and employment in food services to welfare recipients and young adults who have aged out of the foster care system								
2001-002367 STD Presbyterian Lay Committee, Inc , Lenoir, NC	\$560,000	\$0	\$187,000	\$0	\$0	\$0	\$0	\$373,000
In support of the programs of the Presbyterian Lay Committee and the publication of The Presbyterian Layman								
2002-000780 STD / Split Trust President and Trustees of Colby College, Waterville, ME	\$0	\$322,000	\$0	\$0	\$0	\$0	\$0	\$322,000
To evaluate the effectiveness of efforts to improve candidate and consultant conduct as a way to increase citizen engagement								
2000-002886 STD Princeton Theological Seminary, Prnceton, NJ	\$2,578,000	\$0	\$682,000	\$0	\$0	\$0	\$0	\$1,896,000
To support the work of the Hispanic Theological Initiative, which through fellowships and other support programs, seeks to increase the number of Hispanic faculty in theological institutions in the United States								
1998-003447 STD Princeton University, Princeton, NJ	\$851,000	\$0	\$540,000	\$0	\$0	\$0	\$0	\$311,000
For the start-up phase of the Center for the Study of Religion and its program of research projects, interdisciplinary seminars and curriculum development								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4 2000-002563 STD Project HOME Philadelphia, PA For continued operating support to provide comprehensive supports to homeless and formerly homeless adults	\$75,000	\$0	\$75,000	\$0	\$0	\$0	\$0	\$0
2001-001598 STD Providence College, Providence, RI To establish a national coalition to promote the expansion of civic engagement opportunities for youth via high schools	\$3,003,000	\$0	\$2,097,000	\$0	\$0	\$0	\$0	\$906,000
2000-002082 STD Quebec Labrador Foundation, Inc , Ipswich, MA In support of the Quebec-Labrador Foundation's ministry of serving the people and clergy of the Quebec Lower North Shore, and of establishing an archival collection that will document the ministry's accomplishments in that region	\$240,000	\$0	\$120,000	\$0	\$0	\$0	\$0	\$120,000
2000-002887 STD Rector and Visitors of the University of Virginia, Charlottesville, VA To establish the Center on Religion and Democracy and to support its research and teaching activities, fellows program and dissemination efforts	\$2,330,000	\$0	\$810,000	\$0	\$0	\$0	\$0	\$1,520,000
2001-000773 STD Regents of the University of California, Berkeley, Berkeley, CA In support of an effort to improve the campaign behavior of political consultants through the integration of best practices in consultant training programs and the development of professional codes of conduct	\$1,779,000	\$0	\$718,000	\$0	\$0	\$0	\$0	\$1,061,000
2002-000049 STD Regents of the University of California, Los Angeles, Los Angeles, CA In support of a project designed to bring greater transparency and accountability to the role of money in state and federal campaigns	\$0	\$1,100,000	\$365,000	\$0	\$0	\$0	\$0	\$735,000
2000-001726 STD Regents of the University of Minnesota, Minneapolis, MN To support the expansion of the youth civic education initiative "Public Achievement "	\$385,000	\$0	\$257,000	\$0	\$0	\$0	\$0	\$128,000

Trust	Begin Balance	Awards	Payments	PY Resclssions	CY Resclssions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4 2000-003181 STD Resources for Human Development, Inc , Philadelphia, PA For support of a range of therapeutic and educational programs designed to help people with mental retardation, their families and the human service professionals that serve them, prevent, identify and treat instances of sexual abuse	\$50,000	\$0	\$50,000	\$0	\$0	\$0	\$0	\$0
2002-001260 STD Richmond, University of, Richmond VA To strengthen the Pew Center on the States' ability to serve as the leading source of information and research on state government capacity and performance on emerging policy issues	\$0	\$915,000	\$495,000	\$0	\$0	\$0	\$0	\$420,000
2001-000437 STD Richmond, University of, Richmond, VA To create the Election Reform Information Project, a central clearinghouse of information on issues related to how, when and where Americans vote	\$2,812,000	\$0	\$1,103,000	\$0	\$0	\$0	\$0	\$1,709,000
1997-002219 STD Richmond University of Richmond, VA In support of an effort to systematically document and publicize best practices in civic problem solving	\$1,490,987	\$0	\$971,000	\$0	\$0	\$0	\$0	\$519,987
2001-003148 STD Rock the Vote Education Fund, Los Angeles, CA To better understand young American's issue concerns in light of the events of September 11, and their aftermath	\$100,000	\$0	\$100,000	\$0	\$0	\$0	\$0	\$0
2001-002721 STD Rutgers University Foundation, New Brunswick, NJ To support a project to learn from young elected officials about the attitudes, opinions and experiences that led to their participation in public life	\$211,000	\$0	\$96,000	\$0	\$0	\$0	\$0	\$115,000
1999-000569 STD Social Science Research Council, New York, NY For a research project on religion and immigrants in the United States	\$226,000	\$0	\$113,000	\$0	\$0	\$0	\$0	\$113,000

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002430 STD Southeast Asian Mutual Assistance Association Coalition, Inc , Philadelphia, PA	\$63,000	\$0	\$63,000	\$0	\$0	\$0	\$0	\$0
For support of services to improve literacy and other skills of immigrants and refugees								
1999-000534 STD Southern California, University of, Los Angeles, CA	\$112,000	\$0	\$96,000	\$0	\$0	\$0	\$0	\$16,000
For a research project on religion and new immigrants in Los Angeles								
2001-003307 STD Southern California, University of, Los Angeles, CA	\$0	\$2,400,000	\$371,000	\$0	\$0	\$0	\$0	\$2,029,000
To support the expansion of the Center for Religion and Civic Culture at the University of Southern California and its ongoing research activities, fellows program, curricular offerings and lecture series								
2000-002619 STD Speaking for Ourselves, Plymouth Meeting, PA	\$40,000	\$0	\$40,000	\$0	\$0	\$0	\$0	\$0
To provide operating support for the use of a self-determination model to assist persons with mental retardation to live in the community and to make decisions about their care								
2000-003899 STD Syracuse University, Syracuse, NY	\$21,000	\$0	\$21,000	\$0	\$0	\$0	\$0	\$0
To evaluate eight cities in New Jersey using the methodology of the Government Performance Project								
2000-002913 STD Temple University, Philadelphia, PA	\$210,000	\$0	\$110,000	\$0	\$0	\$0	\$0	\$100,000
In support of a project to develop and assess ways to network local efforts to engage young adults in the civic life of their communities								
2000-003964 STD Tides Center, San Francisco, CA	\$130,000	\$0	\$130,000	\$0	\$0	\$0	\$0	\$0
In support of an effort to expand and refine the activities of the National Youth Vote 2000 Coalition and to increase youth involvement in the electoral process								

Trust	Begin Balance	Awards	Payments	PY Resciissions	CY Resciissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4 2001-003607 STD Tides Center, San Francisco, CA	\$0	\$3,208,000	\$2,493,000	\$0	\$0	\$0	\$0	\$715,000
In support of an effort to increase young adults' civic participation over the long-term by educating them about the importance of exercising their right to vote								
2001-000536 STD Trinity College, Hartford, CT	\$350,000	\$0	\$320,000	\$0	\$0	\$0	\$0	\$30,000
For the production and distribution of Religion in the News, a magazine that tracks news coverage of religion and public life stories								
2001-000535 STD Trustees of the University of Pennsylvania, Philadelphia, PA	\$2,302,000	\$0	\$641,000	\$0	\$0	\$0	\$0	\$1,661,000
To support the research activities, fellows programs, curricular offerings, and public lectures of the Center for Research on Religion and Urban Civil Society at the University of Pennsylvania								
1999-003301 STD Twin Cities Public Television, Inc., St. Paul, MN	\$400,000	\$0	\$294,000	\$0	\$0	\$0	\$0	\$106,000
In support of a three-part documentary on the life and times of Benjamin Franklin								
2002-000748 STD University of Minnesota Foundation, Minneapolis, MN	\$0	\$375,000	\$65,000	\$0	\$0	\$0	\$0	\$310,000
To research the utility of school-based efforts to increase high school students' civic engagement								
2002-002133 STD University of Missouri Medical School Foundation, Columbia, MO	\$0	\$1,400,000	\$0	\$0	\$0	\$0	\$0	\$1,400,000
To establish the Center for Religion, the Professions and the Public at the University of Missouri, and to support its research activities, fellows programs, curricular offerings and conferences								
1999-003736 STD University of Virginia Law School Foundation, Charlottesville, VA	\$290,000	\$0	\$100,000	\$0	\$0	\$0	\$0	\$190,000
To develop and disseminate a practice guide to current campaign finance regulation for use by citizens, public interest groups and policy makers								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2001-003511 STD Washington Foundation, The University of, Seattle, WA	\$0	\$535,000	\$402,000	\$0	\$0	\$0	\$0	\$133,000
In support of a project to archive and study candidates' Web sites in the 2002 elections								
2000-002458 STD Whosoever Gospel Mission and Rescue Association of Germantown, Philadelphia, PA	\$62,000	\$0	\$62,000	\$0	\$0	\$0	\$0	\$0
For continued support of the Career Track Learning Program, which is designed to equip homeless men with the skills and resources they need to achieve meaningful employment and productive, independent living								
2002-000409 STD Wisconsin Foundation, University of, Madison, WI	\$0	\$508,000	\$298,000	\$0	\$0	\$0	\$0	\$210,000
In support of a project to study political issue advertising and express advocacy on broadcast and cable television								
2001-001627 STD Wisconsin Foundation University of, Madison, WI	\$1,038,000	\$0	\$875,000	\$0	\$0	\$0	\$0	\$163,000
In support of a project to encourage change within the broadcast industry by promoting quality and innovative coverage of politics, campaigns and elections on local television news								
2000-002316 STD Women Against Abuse, Philadelphia, PA	\$23,000	\$0	\$0	\$0	\$0	\$0	\$0	\$23,000
To enhance the long-term effectiveness and sustainability of the organization through board and staff development, training in outcomes measurement and improved internal and external communication								
2000-002518 STD Women's Community Revitalization Project Philadelphia, PA	\$60,000	\$0	\$60,000	\$0	\$0	\$0	\$0	\$0
For support of the Employment Initiative to assist welfare recipients and other low-income adults in moving toward self-sufficiency								
2000-002518-001 STD Women's Community Revitalization Project, Philadelphia, PA	\$20,000	\$0	\$20,000	\$0	\$0	\$0	\$0	\$0
To support the development of a business plan								

Trust	Begin Balance	Awards	Payments	PY Rescissions	CY Rescissions	Grant Returns	Transfers	End Balance
J Howard Pew Freedom Trust 0049-02-1/4								
2000-002517-001 STD Women's Opportunities Resource Center, Philadelphia, PA	\$31,000	\$0	\$31,000	\$0	\$0	\$0	\$0	\$0
To strengthen the organization's long-range planning, fund-raising strategies, information systems and computer capacities								
2000-002517 STD Women's Opportunities Resource Center, Philadelphia, PA	\$85,000	\$0	\$85,000	\$0	\$0	\$0	\$0	\$0
For continued operating support to provide micro-enterprise training and related loans and savings programs to low-income women								
2000-001371 STD Woodrow Wilson National Fellowship Foundation, Pnncton, NJ	\$870,000	\$0	\$472,000	\$0	\$0	\$0	\$0	\$398,000
To support a national initiative to develop standards, assessments and model course sequences in core disciplines for grades 11 to 14								
1999-003508 STD Yale University, New Haven, CT	\$442,000	\$0	\$225,000	\$0	\$0	\$0	\$0	\$217,000
To complete the 27-volume scholarly edition of The Works of Jonathan Edwards								
Total for JHP	\$45,801,500	\$21,589,000	\$32,574,013	\$169,592	\$0	\$44,951	\$0	\$34,691,846*

*END BALANCE COMPOSED OF:

GRANTS APPROVED IN PRIOR YEARS NOT PAID AS OF 12/31/2002	\$ 13,102,846.
GRANTS APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2002	21,589,000.

	34,691,846.
	=====