SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D. C. 20549



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FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

PROCESSED JUL 02 2004 THOMSON FINANCIAL

(Mark one):

X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED, EFFECTIVE OCTOBER 7, 1996]. For the fiscal year ended December 31, 2003.
TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]. For the transition period from to
Commission file number 1-6961
A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
The Gannett Co., Inc. 401(k) Savings Plan
B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Gannett Co., Inc. 7950 Jones Branch Drive McLean, Virginia 22107

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The Gannett Co., Inc 401(K) Savings Plan

Date: June 28, 2004

Roxanne V. Horning

Secretary, Gannett Benefit Plans

Committee

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-35305, 333-61859) of Gannett Co., Inc. of our report dated June 28, 2004 relating to the financial statements of The Gannett Co., Inc. 401 (k) Savings Plan, which appears in this Form 11-K.

Priewatchouse Coopers LLP

PricewaterhouseCoopers LLP

McLean, VA

June 28, 2004

THE GANNETT CO., INC. 401(k) SAVINGS PLAN REPORT, FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION DECEMBER 31, 2003

THE GANNETT CO., INC. 401(k) SAVINGS PLAN

INDEX TO REPORT, FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION DECEMBER 31, 2003 AND 2002

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PricewaterhouseCoopers LLP 1751 Pinnacle Drive McLean VA 22102-3811 Telephone (703) 918 3000 Facsimile (703) 918 3100

Report of Independent Registered Public Accounting Firm

To the Gannett Benefit Plans Committee and Participants of The Gannett Co., Inc. 401(k) Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of The Gannett Co., Inc. 401(k) Savings Plan (the "Plan") at December 31, 2003 and 2002, and the changes in net assets available for benefits for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America. financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets (held at end of year) and of nonexempt transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Prinwatchouse Cooper LLA

McLean, VA June 28, 2004

THE GANNETT CO., INC. 401(k) SAVINGS PLAN STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<u>Assets</u>	Allocated	December 3		Allocated	December 31, Unallocated	2002 <u>Total</u>
Cash	\$ 8,422,072	\$ -	\$ 8,422,072	\$ -	\$ -	s -
Investments: At fair value:						
Gannett Co., Inc. common stock Other investments	332,265,706 631,357,123	<u>30</u>	332,265,706 631,357,153	263,708,540 528,025,133	11,248,196 <u>125,528</u>	274,956,736 528,150,661
	963,622,829	30	963,622,859	791,733,673	11,373,724	803,107,397
At contract value: Insurance contracts	219,554,540	<u>-</u>	219,554,540	169,532,221		169,532,221
Total investments	1,183,177,369	<u>30</u>	1,183,177,399	961,265,894	11,373,724	972,639,618
Receivables: Employer contributions Employee contributions Interest and dividends Due from broker Other receivables Total receivables Accrued allocation of 579 shares of Gannett Co., Inc. common stock at December 31, 2002, at fair value Total assets	397,734 941,840 2,002,393 3,306,900 	- - - - - - - 30	397,734 941,840 2,002,393 3,306,900 	5,692 1,936,760 284,372 2,226,824 41,435 963,534,153	41,428 41,428 41,428 (41,435) 11,373,717	5,692 1,978,188 284,372 2,268,252
Liabilities						
Other payables Due to broker Cash overdraft ESOP loan payable	301,655 - 2,224,870 	- - -	301,655 2,224,870	529,302 941,075	50,483	529,302 941,075 50,483
Total liabilities	<u>2,526,525</u>		2,526,525	1,470,377	50,483	1,520,860
Net assets available for benefits	\$1,195,721,783	\$ 30	\$1,195,721,813	<u>\$ 962,063,776</u>	<u>\$11,323.234</u> \$	973,387,010

The accompanying notes are an integral part of these financial statements.

THE GANNETT CO., INC. 401(k) SAVINGS PLAN STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

		Year Ended December 31, 2003			
		Allocated		Unallocated	Total
Contributions:					
Employer, net	\$	15,322,711	\$	160,888	\$ 15,483,599
Employee Employee	Ψ	81,315,265	Φ	100,000	81,315,265
Allocation of 145,217 shares of		61,515,205		•	61,515,205
Gannett Co., Inc. common					
stock, at fair value		11,421,484		_	11,421,484
Stock, at fair farac		11,121,101			11,721,707
Total contributions		108,059,460		160,888	108,220,348
Investment income:					
Interest and dividends		23,264,158		24,989	23,289,147
Net appreciation in investments		155,416,824		214,879	155,631,703
		200,120,02.			100,0001,700
Total investment income		178,680,982		239,868	178,920,850
				-	
Total additions		286,740,442		<u>400,756</u>	287,141,198
Allocation of 145,217 shares of					
Gannett Co., Inc. common					
stock, at fair value		-		11,421,484	11,421,484
Interest expense		-		2,702	2,702
Benefits paid to participants		61,310,219		_,,	61,310,219
Administrative expenses		3,200,874		_	3,200,874
Transmittan to expenses		<u> </u>		_	<u> </u>
Total deductions		64,511,093		11,424,186	<u>75,935,279</u>
Net increase(decrease) prior to interfund					
transfers and transfers from other plans		222,229,349		(11,023,430)	211,205,919
Interfund transfers		299,774		(299,774)	_
interfaild transfers		279,774		(2)), (14)	-
Transfers from other plans		11,128,884		=	11,128,884
Net increase (decrease)		233,658,007		(11,323,204)	222,334,803
N					
Net assets available for benefits:		062 062 776		11 222 224	072 207 010
Beginning of year		962,063,776		11,323,234	973,387,010
End of year	<u>\$1</u>	1,195,721,783		\$ 30	<u>\$1,195,721,813</u>

THE GANNETT CO., INC. 401(k) SAVINGS PLAN NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

General

The Gannett 401(k) Savings Plan (the Plan) was formed in June 1990 as a voluntary defined contribution plan covering eligible employees of Gannett Co., Inc. (the Company or Gannett) and its participating subsidiaries. Generally, employees who are scheduled to work at least 1,000 hours during the year are eligible to participate in the Plan on their date of hire. Employees covered under collective bargaining agreements are eligible to participate in the Plan only if participation has been bargained. The Plan is subject to the applicable sections of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan purchased Company common stock using the proceeds of a borrowing from the Company and holds the stock in a trust established under the Plan. The borrowing was repaid by fully deductible Company contributions to the trust fund. As the Plan made each payment of principal and interest, an appropriate percentage of stock became available for allocation to eligible employees' accounts in accordance with the Plan agreement (see Note 5).

The borrowing was collateralized by the unallocated shares of stock. The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

- (a) the accounts of employees with vested rights in allocated stock plus employee contributions (Allocated) and
- (b) stock not yet allocated to employees (Unallocated).

In June of 2003, the debt was fully repaid and all the shares had been fully allocated to participants.

Administration of Plan Assets

The Plan assets are held under a trust agreement (The Trust) with Mellon Trust of New England N.A. (the Trustee), formerly Boston Safe Deposit and Trust Company, which is a subsidiary of Mellon Financial Corporation. Hewitt Associates LLC performs recordkeeping services for the Plan. Harrisdirect is the broker/dealer and holder of assets purchased through participant accounts in the brokerage window. The Gannett Benefit Plans Committee serves as the plan administrator.

Plan Benefits

Company common stock is allocated to participants to the extent necessary to provide the matching contribution. The Plan was amended, effective March 1, 2002, to allow all Plan participants, regardless of age or years of participation, to transfer all or part of their employer match in Gannett stock to one or more of the other investment options. Prior to March 1, 2002, all investments of Employer contributions had to remain in Gannett stock until a participant reached age 55 and had at least 10 years of "active" participation in the Plan.

Upon termination of an employee with vested benefits, employer contributions are paid out in cash or in Gannett stock, at the participant's election. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers ten core investment funds which include one privately managed fund, eight registered investment company mutual funds and Gannett Co., Inc. common stock. The Plan also offers three premixed portfolios composed of four core investment funds. These premixed funds are tailored for the conservative, moderate and aggressive investor. In addition, the

Plan offers a self-directed mutual fund window that gives participants access to invest in over 9,500 mutual funds. The Plan allocates investment income to participants' accounts daily, based upon the relationship among their account balances at the end of each day. Participants generally become fully vested in the Company's matching contribution after 3 years of service. Forfeitures are applied against future employer contributions. During 2003, the amount of forfeitures applied to employer contributions was \$287,817. The remaining forfeiture balance was \$2,267 and \$4,739 at December 31, 2003 and 2002, respectively.

Upon termination of employment, disability or death, participants or their beneficiaries are generally eligible to receive their benefits in a lump sum. Upon retirement, participants may elect to receive either a lump sum payment or installment payments. Limited hardship withdrawals are also available for active employees.

Participant Loans

Under the terms of the Plan, generally participants may borrow from their accounts up to 50 percent of their vested account balance, excluding the Company matching contributions and their earnings, with a minimum loan of \$500 up to a maximum of \$50,000. The loans are secured by the balance in the participants' accounts, bear interest at the prime rate plus 1% and have maturities for a period not to exceed five years.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his/her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote any share for which instructions have not been given by a participant. The Trustee will vote the unallocated shares, if any, in the same ratio as participants vote the allocated shares.

Contributions

Effective April 23, 2002, a participant may generally contribute, on a pre-tax basis, any whole percentage amount, up to 20 percent of compensation for a payroll period. Prior to April 23, 2002, such contributions were limited to 15 percent of compensation. Additionally an eligible participant who has attained age 50 before the close of the Plan Year shall be eligible to make tax-deferred catch-up contributions in accordance with, and subject to the limitations of Section 414(v) of the Code. However, employer matching contributions shall not be made on amounts treated as catch-up contributions. The employer match is generally 50 percent of the first 6 percent of compensation that a participant contributes. Participant contributions are subject to certain limitations. Allocations are determined based on participant earnings.

The Company, in conjunction with the leveraged ESOP, was obligated to make contributions in cash to the Plan, which when aggregated with the Plan's dividend earnings, equaled the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on the Plan's term loan. In addition, participants in certain operating units receive a cash matching contribution as stipulated in the Plan Document.

Gannett funded the employer match in Gannett common stock through a leveraged ESOP for the past 13 years. The leveraged ESOP expired at the end of June 2003. Gannett can fund the employer match through purchases of stock on the open market or through the use of existing treasury shares. From July 1, 2003 through December 31, 2003 the employer match was funded through open market purchases.

Plan Termination

Although the Company has not expressed any intent to terminate the Plan agreement, it may do so at any time. In the event of Plan termination, the accounts of all participants will become fully vested and the assets will be distributed in accordance with ERISA.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, in all material respects. The Plan's financial statements are prepared on the accrual basis of accounting, and reflect management's estimates and assumptions, such as those regarding fair value, that affect the recorded amounts. Actual results may differ from these estimates.

Valuation of Investments

Common stocks are valued based on prices quoted by major exchanges. Investments in common collective trusts and mutual funds are valued according to the fair value of the assets held. Insurance contracts are carried at the contract value reported by the insurance company, which approximates fair market value. Contract value represents contributions made under the contract, plus interest at the contract rate, less funds to pay benefits and administrative expenses charged by the insurance company. Synthetic investment contracts are comprised of the underlying assets which consist primarily of corporate bonds, agency bonds and US Treasury notes and a wrapper contract issued by a financially responsible third party. The issuer of the wrapper contract provides that the Trust may make withdrawals at contract value for benefit responsive requirements. At December 31, 2003 and 2002, the contract value of the synthetic contracts was approximately \$68,173,323 and \$62,479,299, respectively. The underlying assets' market value was \$72,791,386 and \$67,452,033, respectively, resulting in a wrapper value of (\$4,618,063) and (\$4,972,734), respectively, at December 31, 2003 and 2002. Participant loans are valued at cost, which approximates fair value.

Income Recognition

Contributions are recorded by the Plan at the time they are accrued by the employer. Income on Plan investments is accrued when earned. The Statement of Changes in Net Assets Available for Benefits presents the net appreciation (depreciation) in the fair value of investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the exdividend date.

Administrative Expenses

All administrative expenses are paid by the Plan.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - TAX STATUS

The Plan has been determined by the Internal Revenue Service (IRS) to be qualified under Section 401(a) and 4975(e)(7) and exempt from federal income taxes under Section 501(a) of the Internal Revenue Code (IRC). A favorable determination letter was received on May 19, 2003. The Plan has since been amended however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administration believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Nonexempt Transactions

Between April 2002 and April 2003, Advantus Capital Management Inc., an investment manager for the Plan's Fixed Income Fund, made six trades involving Plan assets where the opposite party to the trades were accounts owned by Advantus or its affiliates. Although these trades were executed through an independent broker, they violated ERISA's prohibited transaction rules. Advantus promptly undertook remedial action when its internal audit department uncovered the trades and engaged an independent expert who confirmed that the trades were fair to the Plan. Additionally, Advantus refunded the Plan \$1,047, which consisted of the trades' transaction costs plus the difference between the Plan's price for the security and the end-of-the-day price of the security as listed by an independent pricing service, if such difference was not in the Plan's favor. Accordingly, Plan participants were not adversely affected by the trades.

NOTE 4 - INVESTMENTS

The following investments represent assets held in excess of 5% of the Plan's net assets available for benefits:

	December 31, 2003		December 31, 2003 Decem		<u>Decem</u>	<u>ber 31, 2002</u> Market
	<u>Shares</u>	<u>Value</u>	<u>Shares</u>	<u>Value</u>		
Allocated:						
Gannett Co., Inc. common stock						
Participant directed	1,601,745	\$142,811,584	1,563,107	\$112,231,083		
Company match	2,124,878	189,454,122	2,109,714	151,477,457 *		
Fidelity Growth & Income Fund	3,456,066	123,139,637	3,404,721	103,197,093		
American Century Ultra Fund	4,502,824	120,000,267	4,300,012	91,074,259		
Brandywine Fund	3,809,749	91,548,264	3,343,658	61,122,063		
Dodge & Cox Balanced Fund	923,636	67,462,382	**	**		
Pimco Total Return Fund	**	**	5,268,436	53,579,990		

^{*}Non-participant directed up to March 1, 2002.

A summary of net appreciation during the year ended December 31, 2003 was:

	Year Ended
Dec	ember 31, 2003
\$	64,626,158
	90,964,543
	155,590,701
	(173,877)
	155,416,824
	<u>214,879</u>
\$_	155,631,703
	<u>Dec</u>

^{**}Investments did not exceed 5% of the Plan's net assets available for benefits at December 31.

The following investments represent the Plan's holdings in the Fixed Income Fund, which consists of insurance contracts at contract value at December 31, 2003 and 2002:

	December 31,	December 31,	Stated	Maturity
Guaranteed Investment Contracts (GIC)	<u>2003</u>	<u>2002</u>	Rate	<u>Date</u>
Hartford Life	\$2,200,123	\$3,103,043	6.30%	12/31/04
Protective Life	2,164,502	2,005,459	7.94%	12/29/06
New York Life	3,226,220	2,994,707	7.74%	3/30/07
Hartford Life	1,248,210	1,162,965	7.33%	9/30/07
Sun America Life	1,635,325	3,094,782	6.21%	3/31/05
Metropolitan Life	-	949,013	6.72%	6/30/03
Security Life Denver	-	1,254,671	6.52%	3/31/03
Hartford Life	2,643,365	2,489,982	6.16%	6/30/04
Canada Life Assurance	4,044,761	3,778,047	7.00%	9/30/05
Metropolitan Life	3,193,122	3,721,588	7.25%	9/30/06
Ohio National Life	-	1,962,478	6.27%	9/30/03
Allstate Life Insurance Co.	4,670,753	4,358,265	7.17%	6/30/06
Travelers	2,081,749	2,081,409	6.15%	3/31/04
Travelers	2,793,982	2,598,670	7.25%	3/31/06
Ohio National Life	2,173,413	3,394,897	6.70%	12/29/06
Metropolitan Life	3,602,969	3,380,530	6.58%	9/30/07
Security Life of Denver	3,059,867	4,350,109	5.51%	6/30/05
GE Life & Annuity	4,046,317	3,818,361	5.97%	6/30/06
John Hancock Life	5,161,516	4,876,716	5.84%	9/30/06
Mutual of America	5,499,868	5,254,484	4.67%	12/31/05
GE Life & Annuity	- · · · · · · · · · · · · · · · · · · ·	1,227,372	7.50%	3/03/03
John Hancock Life	-	1,761,661	7.21%	8/11/03
Metropolitan Life	-	2,304,473	7.12%	11/11/03
Monumental Life	-	2,348,755	7.27%	8/14/03
John Hancock Life	621,481	621,434	3.16%	3/1/05
Principal Life Insurance	6,709,890	6,336,063	5.90%	6/30/07
Canada Life Assurance	4,022,478	4,000,000	3.41%	9/30/06
Canada Life Assurance	4,027,081	4,040,914	4.12%	9/30/07
GE Capital	4,240,634	4,061,132	4.42%	12/31/07
Principal Life	4,231,143	4,058,813	4.25%	3/31/07
Protective Life	4,023,312	4,035,116	3.49%	9/30/06
Protective Life	4,086,561	4,000,000	3.25%	3/31/06
Prudential / Pace	2,737,738	2,601,176	5.25%	9/30/07
Travelers Life Insurance	5,188,675	5,025,837	3.24%	3/31/07
Ohio National Life	5,168,032	-	3.83%	12/31/07
GE Capital	5,171,491	_	3.86%	12/31/07
John Hancock	11,480	-	2.35%	6/30/05
GE Capital	5,155,596	-	3.58%	9/30/07
Monumental Life	5,160,800	-	3.70%	9/30/07
Principal Life	5,157,764	-	3.63%	9/30/07
Metropolitan Life	5,146,237	_	3.43%	12/31/07
Monumental Life	5,132,624	-	3.11%	3/31/07
Security Life Denver	5,131,251	_	3.16%	6/29/07
Security Life Denver	4,116,598	_	3.51%	12/31/07
Pacific Life	5,097,155	-	2.77%	9/30/06
Metropolitan Life	5,097,133	_	2.92%	3/31/07
Principal Life	2,500,000	_	3.23%	3/31/08
Timerpat Lite	0151 201 217	e107.052.022	2.2370	2.21.00

Total insurance contracts

\$<u>151,381,217</u> \$<u>107,052,922</u>

	December 31, 2003	December 31, 2002	Stated <u>Rate</u>	Maturity <u>Date</u>
<u>Guaranteed Investment Contracts – Synthetic</u>				
Bank of America				
Wrapper Contract Underlying Assets	\$ (1,908,173)	\$ (1,827,767)	6.36%	3/31/10
Cash & pending transactions	(149,262)	186,890		
Government Bonds	5,150,931	1,163,534		
Agency Bonds	1,467,313	858,319		
Asset Backed Securities	1,894,439	1,051,894		
Collaterized Mortgage Obligat Commercial Mortgage Backed		888,316		
Securities	1,627,414	416,238		
Mortgage Pass through	7,826,432	8,871,026		
Corporate Bonds	7,124,121	7,522,512		
Total	25,223,504	20,958,729		
Total Contract Value	\$ <u>23,315,331</u>	\$ <u>19,130,962</u>		
JP Morgan Chase				
Wrapper Contract	\$ <u>(1,324,869)</u>	\$ <u>(1,525,091)</u>	4.67%	10/14/12
Underlying Assets				
Cash & cash equivalents	781,896	1,018,486		
Government Bonds	4,322,926	2,656,308		
Agency Bonds	8,744,222	6,086,041		
Asset Backed Securities	583,174	862,208		
Corporate Bond Funds	296,460	419,425		
Mortgage Backed Securities	2,627,606	4,394,898		
Corporate Bonds	6,403,878	6,747,520		
Floating Rate Notes	117,931	755,982		
Total	23,878,093	22,940,868		
Total Contract Value	\$ <u>22,553,224</u>	\$ <u>21,415,777</u>		
UBS				
Wrapper Contract	\$ (1,385,021)	\$ (1,619,876)	6.96%	11/30/20
Underlying Assets	4 (110 00 110 11	<u> </u>		
Cash & cash equivalents	423,270	1,203,492		
Government Bonds	5,713,183	4,721,203		
Agency Bonds	10,986,357	11,032,308		
Corporate/Foreign Obligations		6,595,433		
Total	23,689,789	23,552,436		
Total Contract Value	\$ <u>22,304,768</u>	\$ <u>21,932,560</u>		
Total Guaranteed Investment Contracts – Synthetic	\$68,173,323	\$62,479,299		
Total Investment Contracts	<u>\$219,554,540</u>	\$169,532,221		

NOTE 5 - LOAN PAYABLE

In 1990, the Plan entered into a \$50,000,000 term loan agreement with the Company. The proceeds of the loan were used to purchase 2,500,000 shares of the Company's common stock. Unallocated shares are collateral for the loan. The agreement provided for the loan to be repaid over a period of up to thirty years. The loan bore interest at nine percent, payable monthly. In June of 2003, the debt was fully repaid.

NOTE 6 – NON-PARTICIPANT DIRECTED INVESTMENTS

The information about the net assets and the significant components of the changes in net assets, relating to non-participant directed investments, see "Plan Benefits" discussion in Note 1, is as follows:

	December 31,		
Net Assets:	<u>200</u>	<u>)3</u>	<u>2002</u>
Gannett Co., Inc. common stock Allocated	ø	0	6
Unallocated	\$	0	\$ 0
Unanocated		$\frac{0}{0}$	11,206,761
T :! J/m. T J			11,206,761
Liquidity Fund		30	125,528
Net Payable	Φ.	0	<u>(9,055)</u>
Net Assets	\$	<u>30</u>	\$ <u>11,323,234</u>
			Year Ended December 31, 2003
Changes in Net Assets:			
Contributions			\$160,888
Interest and dividends			24,989
Net appreciation			214,879
Interest expense			(2,702)
Net transfers to participant directed investments			(11,721,258)
•			\$(11,323,204)

NOTE 7 - RELATED PARTIES

Gannett Co., Inc. as Plan sponsor is a related party. At December 31, 2003 and 2002, the Plan held an investment of 3,726,623 and 3,829,481 shares of Gannett Co., Inc. common stock, respectively. The fair market value of the common stock at December 31, 2003 and 2002 was \$332,265,706 and \$274,956,736, respectively.

During 2002, the Plan's synthetic GIC investment with Bank of America had underlying investments that included Gannett Co., Inc. notes with a coupon rate of 5.5%, a yield of 5.42%, and maturity date of April 1, 2007. A third party investment manager is responsible for directing the investment of the synthetic GIC's underlying assets. The total amount of Gannett Co., Inc. notes were \$220,249 at December 31, 2002. No such investments were held at December 31, 2003.

In addition, \$5,420 of Gannett Co., Inc. notes with a coupon rate of 5.5%, a yield of 5.1%, and maturity date of April 1, 2007 were held under the Harrisdirect brokerage account at December 31, 2003.

The Plan's self-directed brokerage window account held investments in a money market fund managed by Hewitt Associates. Hewitt Associates is the Plan's record keeper and therefore is a related party.

The Plan's Dreyfus Cash Management Fund is managed by the Dreyfus Corporation, which is a wholly owned subsidiary of Mellon Financial Corporation. Mellon Financial Corporation also owns Mellon Trust of New England, N.A. (the Trustee).

Certain Plan investments are shares of a mutual fund managed by Mellon Trust of New England N.A., formerly Boston Safe Deposit and Trust Company. Mellon Trust of New England N.A. is the trustee and therefore these transactions qualify as party-in-interest transactions. No fees were paid by the Plan to Mellon Trust of New England N.A. for investment management services for the year ended December 31, 2003.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2003 to Form 5500:

Net assets available for benefits per the financial statements

\$1,195,721,813

Less: Amounts allocated to particiannt withdraws

(866,757)

Net assets available for benefits per the Form 5500

\$1,194,855,056

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2003 to Form 5500:

Benefits paid to participants per the financial statements

\$61,310,219

Add: Benefits payable to participants at December 31, 2003

<u>866,757</u>

Benefits paid to participants per Form 5500

\$62,176,976

Amounts payable to participants are recorded on the Form 5500 for benefits that have been processed and approved for payment prior to December 31, 2003, but not yet paid as of that date.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

THE GANNETT CO., INC. 401(k) SAVINGS PLAN SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2003

Shares/Par Value	Description	<u>Cost</u>	Current <u>Value</u>
Shares/1 at value	Description	Cost	value
	ALLOCATED		
3,726,623	<u>Common Stock</u> Gannett Co., Inc. Common Stock *	<u>\$166,232,846</u>	<u>\$332,265,706</u>
	Liquidity Fund		
9,799,894	The Boston Company, Inc. Pooled Employee Funds Daily Liquidity Fund*	<u>\$9,799,894</u>	\$9,799,894
	Insurance Contracts		
2,200,123	Hartford Life 6.30%, due 12/31/04	\$2,200,123	\$2,200,123
2,164,502	0.30%, due 12/31/04 Protective Life 7.94%, due 12/29/06	2,164,502	2,164,502
3,226,220	New York Life 7.74%, due 3/30/07	3,226,220	3,226,220
1,248,210	Hartford Life 7.33%, due 9/30/07	1,248,210	1,248,210
1,635,325	Sun America Life 6.21%, due 3/31/05	1,635,325	1,635,325
2,643,365	Hartford Life 6.16%, due 6/30/04	2,643,365	2,643,365
4,044,761	Canada Life Assurance 7%, due 9/30/05	4,044,761	4,044,761
3,193,122	Metropolitan Life 7.25%, due 9/30/06	3,193,122	3,193,122
4,022,478	Canada Life Assurance 3.41%, due 9/30/06	4,022,478	4,022,478
4,027,081	Canada Life Assurance 4.12%, due 9/30/07	4,027,081	4,027,081
4,240,634	GE Capital 4.42%, due 12/31/07	4,240,634	4,240,634
4,231,143	Principal Life 4.25%, due 3/31/07	4,231,143	4,231,143
4,023,312	Protective Life 3.49%, due 9/30/06	4,023,312	4,023,312
4,086,561	Protective Life 3.25%, due 3/31/06	4,086,561	4,086,561
	Prudential / Pace 5.25%, due 9/30/07	2,737,738	2,737,738
• •	Travelers Life Insurance 3.24%, due 3/31/07	5,188,675	5,188,675
4,670,753	Allstate Life Insurance Co. 7.17%, due 6/30/06	4,670,753	4,670,753

^{*} Represents a party-in-interest.

THE GANNETT CO., INC. 401(k) SAVINGS PLAN SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2003

Shares/Par			Current
<u>Value</u>	<u>Description</u>	<u>Cost</u>	<u>Value</u>
2,081,749	Travelers	2,081,749	2,081,749
2 502 002	6.15%, due 3/31/04	A #00 000	
2,793,982	Travelers 2/21/06	2,793,982	2,793,982
2 172 412	7.25%, due 3/31/06 Ohio National Life	2,173,413	2 172 412
2,173,415	6.70%, due 12/29/06	2,173,413	2,173,413
3.602.969	Metropolitan Life	3,602,969	3,602,969
2,222,22	6.58%, due 9/30/07	-,,	2,00=,202
3,059,867	Security Life of Denver	3,059,867	3,059,867
	5.51%, due 6/30/05		
4,046,317	GE Life & Annuity	4,046,317	4,046,317
	5.97%, due 6/30/06		
5,161,516	John Hancock Life	5,161,516	5,161,516
5 400 969	5.84%, due 9/30/06	£ 400 0C0	5 400 070
5,499,868	Mutual of America 4.67%, due 12/31/05	5,499,868	5,499,868
23 315 331	Bank of America	23,315,331	23,315,331
25,515,551	5.79%, due 3/31/10 **	25,515,551	23,313,331
22,553,224	JP Morgan Chase	22,553,224	22,553,224
, ,	5.67%, due 10/14/12 **	,- ,	· , ,
22,304,768	UBS	22,304,768	22,304,768
	7.07%, due 11/30/20 **		
621,481	John Hancock Life	621,481	621,481
< 3 00 000	3.16%, due 3/01/05	(5 00 000	< 500.000
6,709,890	Principal Life Insurance	6,709,890	6,709,890
5 169 022	5.90%, due 6/30/07	5 169 022	5,168,032
3,106,032	Ohio National Life 3.83%, due 12/31/07	5,168,032	3,100,032
5.171.491	GE Capital	5,171,491	5,171,491
2,2,2,02	3.86%, due 12/31/07	3,2,12,131	5,1,1,1,1
11,480	John Hancock	11,480	11,480
	2.35%, due 6/30/05		
5,155,596	GE Capital	5,155,596	5,155,596
	3.58%, due 9/30/07		
5,160,800	Monumental Life	5,160,800	5,160,800
5 157 764	3.70%, due 9/30/07 Principal Life	5,157,764	5 157 764
3,137,704	3.63%, due 9/30/07	3,137,704	5,157,764
5 146 237	Metropolitan Life	5,146,237	5,146,237
2,1,0,22,	3.43%, due 12/31/07	2,213,221	0,1 (0,40)
5,132,624	Monumental Life	5,132,624	5,132,624
	3.11%, due 3/31/07		
5,131,251	Security Life Denver	5,131,251	5,131,251
	3.16%, due 6/29/07		
4,116,598	Security Life Denver	4,116,598	4,116,598
E 007 155	3.51%, due 12/31/07	5.007.155	5 007 155
5,097,155	Pacific Life 2.77%, due 9/30/06	5,097,155	5,097,155
	2.77%, due 9/30/00		

^{**} Detail attached

THE GANNETT CO., INC. 401(k) SAVINGS PLAN SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2003

	BECEMBER 31, 2003		Current
Shares/Par Value	<u>Description</u>	Cost	<u>Value</u>
5,097,134	Metropolitan Life 2.92%, due 3/31/07	5,097,134	5,097,134
2,500,000	Principal Life 3.23%, due 3/31/08	2,500,000	2,500,000
	Total Insurance Contracts	\$219,554,540	\$219,554,540
	Participant Loans		
30,010,449	Participant Loans * Interest rates ranging from 5% to 11.5% with maturities ranging from 1 month to 5 years	\$30,010,449	\$30,010,449
	Mutual Funds		
3,809,749 923,636 40,147,406 3,456,066 4,845,124 1,297,306	American Century Ultra Fund Brandywine Fund Dodge & Cox Balanced Fund Dreyfus Cash Management Fund * Fidelity Growth & Income Fund Pimco Total Return Fund American Europacific Vanguard S&P 500 Fund	\$132,437,557 103,618,977 60,752,093 40,147,406 129,602,575 51,833,343 31,834,926 54,513,970	\$120,000,267 91,548,264 67,462,382 40,147,406 123,139,637 51,891,275 38,828,369 55,699,369
	Total Mutual Funds	\$604,740,847	\$588,716,969
	Self-Directed Brokerage Account	\$2,550,331	\$2,829,811
	Total Allocated Investments	\$1,032,888,907	\$1,183,177,369
	UNALLOCATED		
30	The Boston Company, Inc. Pooled Employee Funds Daily Liquidity Fund *	\$30	\$30
	Total Unallocated Investments	\$30	\$30
	Total Investments	\$1,032,888,937	\$1,183,177,399

^{*} Represents a party-in-interest.

Schedule I

THE GANNETT CO., INC. 401(k) SAVINGS PLAN DECEMBER 31, 2003

Synthetic GIC Details

Contract: Bank of America

Security Description	Maturity Date	Coupon	Acq. Yield	Par . Shares	Accrued Income	Book Value	Market Value	% of Assets	Market Value+Al	Unrealized I Gain/Loss I	Moody Rating	S & P Rating
US Treasuries												
	10/15/08 02/15/31	3.125 5.375	3.30 5.18	1,075,000 100,000	7,159 2,030	1,069,136 102,875	1,072,942 104,285	4.29 % 0.42 %	1,080,102 106,315	3,806 1,410	Aaa	AAA
US Treasury Bond US Treasury Bond US Treasury Inflation Indexed Notes	11/15/27 11/15/16 07/15/13	6.125 7.500 1.875	5.33 4.49 2.00	925,000 1,800,000 604,386	7,316 17,431 5,235	1,030,341 2,329,908 597,569	1,042,865 2,291,625 600,042	4.17 % 9.16 % 2.40 %	1,050,181 2,309,056 605,276	12,524 (38,283) 2,473	Aaa Aaa Aaa	AAA AAA
US Treasuries			4.14	4,504,386	39,171	5,129,829	5,111,760	20.43 %	5,150,931	(18,069)		
Pass Through									•			
			2		3))))		•	•
FGLMC #C71589 FHLM 30 Yr Fixed LLB FNCI #652591 FNMA LLB 15 Yr Fixed	09/01/32	6,000 5,500	5.05 3.80	208,089 430,578	1,040	214,543	216,228 448,275	0.86 % 1.79 %	217,268 450,248	1,685 2,088	Aaa Aaa	& & }
FNCI #653205 FNMA 15 Yr Fixed FNCI #720416 FNMA 15 Yr Fixed	09/01/17 07/01/18	6.000 5.000	4.42 3.26	334,366 155,131	1,672 646	348,837 160,512	353,285 158,835	1.41 % 0.63 %	354,956 159,481	4,447 (1,677)	Aaa Aaa	AAA AAA
FNCL #545639 LLB FNMA 30 Yr Fixed	04/01/32	6:500 6:500	5.87 5.34	358,807 61,924	1,944 335	366,99 2 63.927	377,797 65.201	1.51 % 0.26 %	379,741 65.536	10,806 1,274	Aaa Aaa	AAA
FNCL #645444 LLB FNMA 30 Yr Fixed	05/01/32	7.000	6.06	1,006,257	5,870	1,036,619	1,073,028	4.29 %	1,078,898	36,409	Aaa	24
FNCL #646186 LLB FNMA 30 Yr Fixed	07/01/32	6.500	6.31	447,862 104 492	2,426	451,711 108 737	471,576	1.88 %	474,002	19,865	Aaa	AAA
FNCL #659994 FNMA 30 Yr Fixed LLB	09/01/32	6.500	6.00	507,675	2,750	517,002	534,561 167 575	2.14 %	537,311	17,560 1 320	Aaa	AAA
FNCL #666360 FNMA 30 Yr Fixed	10/01/32	6.500	4.87	158,224	857	163,638	166,607	0.67 %	167,464	2,969	Aaa	AA.
FNCL #666904 FNMA 30 Yr Fixed	03/01/32	6.000	4.16	366,757 204.013	1,034	3/6,556 213.130	211.994	0.85 %	382,935 213.014	4,545 (1,137)	Aaa	AAA AAA
FNCL #694533 FNMA 30 Yr Fixed	03/01/33	6.000	4.73	646,362	3,232	667,188	670,808	2.68 %	674,040	3,620	Aaa	AAA
FNCL #741906 FNWA 30 TI FIXED FNCL #TBA FNMA 30 Yr Fixed FNGT 2001-T4 A1	02/01/34 07/25/41	5.500 7.500	5.22 6.51	249,344 300,000 575,032	3,594	302,930 595,158	302,813 630,163	1.21 %	302,813 633,757	2,394 (117) 35,005	Aaa	AAA S
Pass Through	z		5.30	7,411,831	37,905	7,626,372	7,788,526	31.13 %	7,826,432	162,154		
Financial					SZ.				-	.*		
International Lease Finance Corp Countrywide Home Loan Company Guar Duke Really Notes Ford Motor Credit Co Global Notes	09/15/08 05/10/04 11/01/07 10/28/09	4.350 7.260 3.500 7.375	4.39 4.22 3.61 5.97	250,000 250,000 50,000 150,000	3,383 2,319 326 1,936	249,598 264,520 49,787 160,292	255,131 255,087 50,198 164,724	1.02 % 1.02 % 0.20 % 0.66 %	258,514 257,406 50,523 166,660	5,534 (9,433) 411 4,433	A1 A3 Baa1 A3	AA- A 8BB+ BBB-

Contract: Bank of America

ecurity Jescription	Maturity Date	Coupon	Acq. Yield	Par Shares	Accrued Income	Book Value	Market Value	% of Assets	Market Value+Al	Unrealized Gain/Loss	Moody Rating	S & P Rating
Financial		٠.	- cont.			•						
Goldman Sachs Group Incorporated Bonds	02/15/33	6.125	6.13	200,000	4,628	200,000	201,409	0.81 %	206,037	1,409	Aa3	A+
Household Finance Corp	12/16/04	2.668	2.90	150,000	178	150,000	152,168	0.61 %	152,346	2,168	A1	>
Morgan Stanley Dean Witter Unsub Notes	04/15/11	6.750	6.52	250,000	3,563	253,835	282,855	1.13%	286,418	29,020	Aa3	}
New York Life Notes 144A Realty Income Corp	11/15/15	5.500	5.56	100,000	4,143 565	249,155 99,508	100,254	0.40 %	262,061 100,820	6,763 746	Aa1 Baa2	BBB AA+
Bank One NA Notes	03/26/07	5.500	5.44	250,000	3,438	250,690	270,200	1.08 %	273,637	19,510	Aa2	Α· C
Principal Life Global Notes 144A	02/15/12	6.250	6.42	250,000	5,903	246,858	272,300	1.09 %	278,202	25,442	Aa3	\$
Prudential Funding Sr N 144A	05/15/08	6.600 5.375	4.95	250,000	2,108 533	274,270	278,297	1.11%	280,405	4,027	A2	P 4+
Stancorp Financial Group Bonds	10/01/12	6.875	6,95	200,000	3.438	198,898	217,906	0.87 %	221,344	19,008	Baat	BBB+
Travelers Property Casually Notes	03/15/33	6.375	6.43	200,000	3,754	198,596	208,554	0.83 %	212,308	9,958	A2	Ą
Vornado Realty Bonds	06/15/07	5.625	5.66	250,000	625	249,640	266,911	1.07 %	267,536	17,271	Baa2	888
Weingarten Realty Investment MTN	06/01/05	7.220	2.07	200,000	4,252	220,104	214,353	0.86 %	218,605	(5,751)	A3	₽ }
Western & Southern Finance Bonds	07/15/33	5.750	5.79	250,000	6,948	248,720	235,607	0.94 %	242,555	(13,113)	A2	Ą
Financial			5.35	3,850,000	52,553	3,937,211	4,079,660	16.31 %	4,132,212	142,449		
Industrial (mastrial)												
Cargill Inc. 144A Notes Cox Communications Inc	06/01/12 10/01/15	6.375 5.500	6.41 5.58	250,000 100,000	1,328 1,513	249,340 99,295	271,371 100,591	1.08 % 0.40 %	272,699 102,103	22,03 1 1,296	A1 Baa2	A+
CRH America Inc	10/15/13	5.300 6.400	5.33 6.44	75,000 75,000	1,016 1,227	74,813 74,649	75,675 76,705	0.30 %	76,691 77,931	862 2,056	Baa1 Baa1	888+ 888+
General Motors Acceptance Corp Notes Miller Brewing Co Notes	08/28/07 08/15/13	6.125 5.500	6.03 5.60	75,000 250,000	1,570 5,271	75,297 248,065	80,558 255,411	0.32 % 1.02 %	82,128 260,682	5,261 7,346	A3 Baa1	888+
Bottling Group LLC Notes PHH Corporation Notes	10/16/06 03/01/13	2.450 7.125	3.60 7.22	250,000 200,000	1,429 4,750	241,870 198,666	248,892 223,979	0.99 % 0.90 %	250,321 228,729	7,022 25,313	A3 Baa1	A 8BB+
Schering-Plough Corporation Bonds Vulcan Materials Notes	12/01/33	6.500 6.400	5.56 5.51	125,000 250 000	790 6 667	124,101 257 468	130,030 271,009	0.52 %	130,819	5,928 13 541	A3	₽ P
Wyeth Note	02/01/34	6.500	8,2,9	250,000	677	254,512	255,632	1.02 %	256,309	1,121	Baa1	Α:
Industrial	ř		5.84	1,900,000	26,236	1,898,075	1,989,851	7.95%	2,016,088	91,777		
Telephone Companies												
Intl Telecom Satellite	11/01/08	5.250	5.26	100,000	788	99,975	102,906	0.41%	103,694	2,931	Baa3	888+

Contract: Bank of America

Security Description	Maturity Date	Coupon	Acq. Yield	Par Shares	Accrued Income	Book Value	Market Value	% of Assets	Market Value+Al	Unrealized M Gain/Loss R	Moody Rating	S & P Rating
Utility					-							
Ohio Power Company Bonds Wisconsin Power & Light Co Note Transalla Corporation Notes Oncor Electric Delivery	07/15/33 06/15/07 12/15/13 01/15/33	6.375 7.000 5.750 7.250	6.44 4.62 5.77 7.37	200,000 250,000 150,000 200,000	6,021 778 863 6,686	198,360 273,548 149,823 197,140	199,985 279,529 150,749 227,517	0.80 % 1.12 % 0.60 % 0.91 %	206,006 280,307 151,612 234,203	1,625 5,982 926 E 30,377 E	A3 A2 Baa2 Baa1	888+ 888+ 888- 888
Utility			5.93	800,000	14,347	818,871	857,780	3.43 %	872,127	38,909		
Agencies			•									
FHLB Bonds FHLMC Notes. FHLMC Notes FHLMC Notes FHLMC Blonds FANNA Global Bonds Fannie Mae Bonds New Brunswick (Province of)	09/11/06 12/04/06 07/28/05 02/04/10 02/13/06 01/28/08 10/23/07	1.750 2.500 2.500 4.375 2.650 3.500 3.500	1.89 2.50 2.36 4.38 2.66 3.52 3.63	250,000 150,000 100,000 250,000 250,000 250,000 250,000	243 281 1,063 4,466 2,540 2,975 1,653	250,000 150,000 100,141 250,000 249,913 199,820 248,573	249,998 149,531 100,095 249,846 250,310 199,994 254,321	1.00 % 0.60 % 0.40 % 1.00 % 1.00 % 0.80 %	250,241 149,812 101,157 254,312 252,849 202,969 255,974	(2) (469) (46) (155) 397 397 174 5,748	Aaa Aaa Aaa Aaa Aaa Aaa Aaa	NA AAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAA
Agencies			3.07	1,450,000	13,220	1,448,446	1,454,093	5.81 %	1,467,313	5,647		
Collaterized Mortgage Obligation												
BCF 1996-R1 B1 BSMSI Series 1998-2; Tranche B SMF 2002-B 1-A3	09/25/26 04/30/30 08/28/31	7.750 6.750 6.380	7.00 7.35 6.32	171,494 51,588 48,896	1,108 290 260	176,484 50,298 48,896	181,236 50,457 48,765	0.72 % 0.20 % 0.19 %	182,343 50,747 49,025	4,752 159 (131)	A2 Aa2 NR	NR A
Collaterized Mortgage Obligation			6.94	271,978	1,658	275,678	280,458	1.12 %	282,116	4,780		
Commercial Mortgage Backed Securities					· · ·							
ASC 1996-MD6 A2 CSFB 2003-C5 A4 GCCFC 2003-C2 A4 GS Mtg Securities Corp 1997-GL CI F	10/13/07 11/15/13 11/05/13 07/13/07	7.082 4.900 4.915 7.099	3.89 4.86 4.89 4.32	200,000 250,000 300,000 500,000	787 1,021 1,229 2,958	225,313 251,250 301,480 559,406	225,001 250,468 300,995 559,344	0.90 % 1.00 % 1.20 % 2.24 %	225,788 251,488 302,224 562,302	(311) (783) (485) (62)	Aaa NR Aaa A2	NR AAA
				•								

THE GANNETT CO., INC. 401(k) SAVINGS PLAN DECEMBER 31, 2003

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Security Description	Maturity Date	Coupon	Acq. Yield	Par Shares	Accrued Income	Book Value	Market Value	% of Assets	Market Value+Al	Unrealized Gain/Loss	Moody Rating	S & P Rating
Commercial Mortgage Backed Securities Park Avenue Finance Corp 1997-C1 CI A2	05/12/07	7.680	- cont. 3.71	250,000	1,600	286,875	284,012	1.14 %	285,612	(2,863)	NR	NR
Commercial Mortgage Backed Securities			4.34	1,500,000	7,594	1,624,324	1,619,820	6.47 %	1,627,414	(4,504)		
Asset Backed Security												
AMHPT 1997-1 M COMET 2003-C4 C4	06/15/28 08/15/13	7.725 6.000	5.35	200,000	687 400	221,000 156,064	206,378 155 508	0.82 %	207,064 155 908	(14,622) (556)	Aa3 Baa2	AA BBB
GT 1994-8 A6	04/15/25	8.900	5.10	64,125	254	67,412	67,799	0.27 %	68,053	388	Aaa	NR B
GT 1997-4 A5 GT 03-3 A7	02/15/29	6.880	5.38	345,294	1,056	359,969	356,087	1.42 %	357,143	(3,882)	A2	ĀĄ
GT 94-2 A5	05/15/19	8.300	5.29	157,220	580	169,006	168,184	0.62 %	168,764	(822)	Aa2	N X
MDST Series 6; Tranche A2 OAK 1996-1 A2	07/01/35 08/15/26	7.400 8.100	6.10 6.00	273,313 235,302	5,056 1,588	290,779 246,620	288,408 245,058	1.15 % 0.98 %	293,464 246,646	(2,371) (1,562)	Aa2 NR	AAA+
Olomi : 1997-3 V	47/01/00	0.880	0.00	232,033	1,300	114,447	240,555	0.96 %	241,890	(3,844)	ZEV	ZZ
Asset Backed Security			5.48	1,807,103	11,401	1,908,625	1,883,038	7.53 %	1,894,439	(25,586)		
Cash & Equiv.									•			
-Cash Balance- Federated Prime Obligations				(249,681)	•	(249,681) 0	(249,681)	(1.00)%	(249,681)			
One Group Institutional Prime Money Mar				100,419		100,419	100,419	0.40 %	100,419	*		
Cash & Equiv.		•		(149,262)		(149,262)	(149, 262)	(0.60)%	(149,262)			
			5.00	23,446,036	204,873	24,618,143	25,018,630	100.00 %	25,223,504	400,487		

Contract: J.P. Morgan Chase

-	31392.JYE3	3139ZJAC3	31392GVP7	31392DD74	31392CT20	3139286V3	31392A7C6	31389DS81	31385XDT1	31385XBD8	31385WRZ4	31385W3H0	31385JJC3	31377NZJI	31377NTK5	31377MSN2	31377MRZ6	31377LGQ0	31377E3D9	31374THY8	31371KRY9	31371KP88	31362WS/2	31362W3D6	31362W2W5	31296QCM0	31296MLK3	31287UAV4	31283KPD4			912828BF6	912828473	912810EW4		0100011000	31392RS93				CUSIP
	98 932 11 ENW 2003-16 AT		213,930.48 FNGT 2002-T19 A1	125,717.10 FNW 2002-W7 A5	105,810.18 FNW 2002-W3 A5	141,305.06 FNGT 2002-T4 A3	214,180.38 FNGT 2002-T1 A3	FNMA 622543	206,465.38 FNMA DWARF 555514	FNMA 555436			313,000.00 FNMA 505 383159 609 136 04 FNMA 545759	121,994.94 FNMA DUS 382445	336,993.84 FNMA DUS 382254	94,104.71 FNMA DUS 381325	126,918.23 FNMA DUS 381304			137,311.95 FNMA DWARF 323447	204.714.10 FNMA DWARF 254403	204,002.30 FNMA DVVARF 234261 80 366 08 ENMA 354347	119,518.95 FNMA DUS 73442		315,250.88 FNMA DUS 73689	214,978.56 FHLMC GOLD A15476	214,156.92 FHLMC GOLD A13030	71,963.18 FHLMC GOLD C68120	142,545.17 FHLMC GOLD G11320 NUGGET		4,000,000.00	1 470 000 00 HREASURY	35 000 00 LIS TREASURY	1,890,000.00 US TREASURY BONDS		117 930 59	117 930 50 ESPC T-44 A1	784)895:89	781.895.89 CASH		Quantity Description
	0.500 12/25/2042 6 500 08/25/2042												6.250 02/01/2011 6.500 07/01/2032			5.990 02/01/2009					6 000 08/01/2017				7.430 10/01/2006		5.000 09/01/2033		6.000 04/01/2014	MTG PASS	0007/01/00 010:7			US TSY & 6.000 02/15/2026		7007/02/01 617:1	FLOATERS		STIF FUNDS		Coupon Maturity
	2 Aaa/AAA	_			8 Aaa/AAA								Aaa/AAA			9 Aaa/AAA					Z ABB/AAA				6 Aaa/AAA	3 Aaa/AAA			4 Aaa/AAA	S THRUS				& AGCY 6 Aaa/AAA		Aga/AyA	ERS		JNDS	- 1	Moody's / S&P
	105.76	105.49	104.83	106.94	107.97	109.00	105.48	101.55	103.97	101.51	104.72	105.02	104.00	114.03	118.88	100.48	100.33	108.72	107.16	104 23	104.00	105.27	107.63	102.33	110.02	100.09	97.85	104.75	104.83		100.40	20	107.68	114.12		100.00				,	Cost
	104 929 88	207 997.42	224,259.32	134,438.72	114,241.93	154,022.52	225,926.83	140,926.59	214,659.47	61,198.11	161,560.65	141,299,13	367,565.62 633.507.51	139,107.79	400,601.43	94,560.54	127,334.69	173,131.05	269.931.07	143 126 25	92,837.55	299,041.01	128,633.93	38,032.70	346,825.23	215,181.00	209,555.89	75,381.44	149,427.44	***************************************	1,4/5,885.34	34,368.36	651,476.95	2,156,832.24			117 020 60	781,895.89 781,895.89	781.895.89		Total Cost
	106.00	102.03	105.00	109.13	109.13	109.13	109.13	103.41	104.88	103.41	105.13	104.88	104.63	118.97	117.71	108,92	108.30	109.24	110.75	105.00	105,88	105.91	107.76	110.14	110.06	101.31	98.81	107.13	105.03		33.1	_	107.03	110.88		98.88		L S			Price
	104 868 04	200 217 21	225,755.31	137,188.79	115,465.36	154,199.15	233,724.34	143,507.03	216,530.57	62,342,31	162,187.43	141.109.91	547,965.41 637.308.58	145,140.09	396,659.06	102,495.96	137,452.73	173,965.03	278.988.19	144.349.91	94,511.42	300,860.91	128,799.35	40,937.67	346,959.16	217,800.15	211,613.81	77,090.56	149;716.97	+1400,000.54	1,4//,809.38	34,475.00	647,539.06	2,095,537.50		00.706,711	117 005 00	781,895.89	781.895.89	İ	Mkt. Value
	6 431	13 777	13,905	9,429	7,936	10,598	16,064	8,327	12,388	3,617	9,257	8.073	39,594	9,613	25,477	5,637	7,425	10,112	17 432	8 230	6,249 12 283	18,465	8,456	2,778	23,423	11,824	10,708	5,397	8,553	- (19)40 H - 10H 2009	34,913	919	30,250	113,400	1,43/	222	4 427	7,741 0	7.741	- (Ann. Inc. /
4	536	1065	1,159	786	661	883	1,339	. 694	1,032	301	771	673	3,299	801	2,123	470	619	843	1 453	687	1 024	1,539	705	232	1,952	985	892	450	713	01,900	13,187	119	11,426	42,833	24	47	2	0			Accr. Int.

Contract: J.P. Morgan Chase

00184AAC9 00209AAG1 013817AD3 018548AA5 022249BA3 02635PRD7 053469AD4 05564EBA3 064057BE1 079867AW7 097023AS4 144141CS5 172967BA8	31393L-M0 31393TB54 31403F2U7 31403F2U7 31403H6C9 36225CK21 TBA135103 045424DS4 12669C3U2 22540ASM1 22540ASM1 22540ASM1 22540ASM1 22540VGE6 3133TNTM6 3139TUHR2 3139E0GG0 31392DYQ7 31392JAN9 36228CPT4 52108HAS3 52108HAS3 52108HXM1 61745MGJ6 03072SBP9 760985JL6 921796MD7	CUSIP 31393AP92 31393BU94
100,000.00 AOL TIME WARNER INC 75,000.00 AT&T WIRELESS SERVICES 35,000.00 ALCOA INC 155,000.00 ALCOA 225,000.00 ALCOA 225,000.00 AMERICAN GENERAL FINANCE 30,000.00 AVALON PROPERTIES 100,000.00 BRE PROPERTIES 200,000.00 BANK OF NEW YORK CO INC 75,000.00 BELLSOUTH 125,000.00 BOEING CO 100,000.00 CAROLINA POWER AND LIGHT 150,000.00 CITIGROUP INC	202,167.19 FSPC T-54 3A 242,814.01 FNW 2003-W15 1A 285,000.00 FNMA DWARF 747887 629,415.35 FNMA 749767 27,924.87 GNMA 278520 230,126.70 G2 80312 210,000.00 FHLMC GOLD TBA (UBS-JAN) 8,185,320:22 335,000.00 ASC 1997-D4 A1D 160,000.00 CWHL 2002-22, A20 39,091.93 GSFB 2000-C1 A1 230,000.00 CSFB 2001-CKN5 A4 98,360.10 FHR 2228 PE 100,941.98 FHR 2322 HC 182,641.43 FNR G93-35 ZO 245,000.00 FNR 2001-48 PB 225,000.00 FNR 2001-48 PB 225,000.00 FNR 2003-C1 A3 222,717.17 LBUBS 2003-C1 A3 222,717.17 LBUBS 2003-C3 A1 230,000.00 LBUBS 2003-C3 A1 120,000.00 MSC1 98 XL1 A3 2;465,698;52 235,000.00 RAMP 2002-RS2 A5 150,000.00 VMF 2002-B A3 570,000.00 VMF 2002-B A3	Quantity Do 228,839.91 FNW 2003-W4 3A 285,952.24 FNW 2003-W6 3A
ARNER INC LESS SERVICES APITAL MGMT SENERAL FINANCE OPERTIES RTIES RTIES W YORK CO INC OWER AND LIGHT NC	3A W15 1A W15 1A W15 1A W15 1A W15 1A 20 D TBA (UBS-JAN) D TBA (UBS-JAN) 4 A1D -22, A20 C1 A1 CKN5 A4 E C C C C A8 PB V2 C1 A3 -C3 A1 -C8 A4 I A3 AF4 A3	Description N4 3A N6 3A
CORPORATES 7.625 04/15/2031 Ba 8.125 05/01/2012 B; 6.500 06/01/2011 5.625 08/15/2006 6.500 06/15/2018 5.910 06/12/2006 6.625 01/15/2005 Ba 7.125 02/15/2013 B; 3.750 02/15/2008 / 6.375 06/01/2028 / 6.625 02/15/2038 6.625 02/15/2038 6.625 02/15/2038 6.500 07/15/2012 B; 6.750 12/01/2005 A		Coupon Maturity 7.000 10/25/2042 6.500 09/25/2032
ATES Baa1/BBB+ Baa2/BBB A2/A- A2/A- A2/A- A1/A+ Baa1/BBB+ Baa1/BBB+ Baa3/A+ A3/A+ A3/A+ A2/A Baa1/BBB A31/A+ A2/A	MOS	Moody's / S&P Aaa/AAA Aaa/AAA
112.59 99.09 103.53 100.21 92.07 106.05 94.51 102.18 99.31 92.68 94.74 99.96	106.81 105.94 97.34 102.69 105.25 103.13 98.92 113.30 104.00 104.76 104.83 107.84 103.88 105.94 107.09 103.05 104.75 101.74 1112.20 100.50 101.62 105.27 103.15 99.99	Cost 107.35 104.48
112,593.00 74,314.50 36,234.80 155,320.25 36,826.40 238,617.00 28,352.70 102,176.00 198,620.00 69,510.00 118,422.00 99,960.00 163,972.50	215,939.83 257,231.09 277,419.00 646,330.89 29,390.94 237,318.17 207,735.94 8,640,023.99 379,549.22 166,400.00 40,951.26 241,113.67 106,075.23 104,853.49 193,485.77 262,379.69 13,340.86 235,687.50 269,606.45 249,878.22 231,143.01 121,940.63 2,616,405.00 247,374.22 190,818.83 149,988.53 588,181.58	Total Cost 245,663.22 298,754.37
115.09 117.52 111.91 106.50 111.54 107.70 104.86 113.48 101.23 102.92 104.79 110.36 110.36	107.63 106.00 97.44 103.41 109.81 101.81 98.81 112.72 103.46 109.81 105.66 105.66 105.66 106.53 101.82 107.40 105.82 107.40 105.82 107.40 106.93 101.96 110.463 98.62 111.12 101.96 110.463	Price 107.63 106.00
115.091.17 88,141.42 39,170.04 165.081.46 44.615.24 242.322.33 31.459.27 113.484.22 202.450.6 77,189.43 130.986.47 110,357.65 162,754.58	107.63 217,582.44 106.00 257,382.85 97.44 277,696.88 103.41 650,854.81 109.81 30,665.00 101.81 207,506.25 98.81 207,598.36 103.46 165,541.28 105.66 103.46 165,541.28 105.66 104.37 105.56 243,023.14 106.53 104.779.33 107.40 107.82 108.82 108.779.79.83 107.48 108.82 108.779.83 108.82 108.779.83 108.82 108.779.83 108.82 108.779.83 108.82 108.779.83 108.82 108.779.83 108.82 108.779.38 108.82 243,023.14 108.82 259,258.00 109.86 235,406.25 98.62 261,355.70 111.12 247,493.20 101.96 132,579.28 100.61 236,433.50 104.05 151,575.00 151,575.00	Mkt. Value 246,288.95 303 109 37
7,625 6,094 2,275 8,719 2,600 13,298 1,988 7,125 7,500 4,781 8,281 6,500 10,125	14,152 15,783 11,400 37,765 2,318 11,506 10,500 522,603 25,092 10,000 2,863 12,501 7,377 6,561 11,872 14,700 841 12,375 14,700 841 17,706 11,785 11,776 11,776 11,776 11,776 11,776 11,776 11,776 11,776 11,776 11,776 11,776	Ann. Inc. Accr. Int. 16,019 1,335
		Accr. Int. 1,335

Contract: J.P. Morgan Chase

142,308.30 8,938 135,409.39 9,219 6,297,674.64 360,508	11.07	125,267.40 141.511.65	9,64 6,29	NDS	BOND FUNDS 0.750 0.440	13,000.00 BLACKROCK INCOME OPPTY TRUST	092475102 552939100
142	108.33	128,276.25 5,931,740.86	102.62	Baa2/BBB	7.375 03/15/2032	125,000.00 WEYERHAEUSER CO 5,902,207.51	962166BR4
	109.47	137,520.50	105.79	Aa2/A+	6.875 04/01/2006	130,000.00 WELLS FARGO COMPANY	949740BZ6
67,136.52	111.89	59,065.80	98.44	A3/BBB+			939322AD5
172,358.36	114.91	164,620.50	109.75	Aa2/AA			931142BE2
212,364.29	106,18	194,890.00	97.45	Aa3/A+			923 4 4UAA3
214,411.00 110.062.83	110.06	204,452.00 109,603.00	102.23	A1/A Baa2/BBB	6.000 02/15/2006 6.500 11/15/2007	100 000 00 TINION CAMP	905530AR2
146,374.74	97.58	120,403.75	80.27	Baa3/BBB-			852060AD4
103,850.51	103.85	99,807.00	99,81	Baa2/BBB			786514BE8
186,456.90	106.55	173,334.00	99.05	A1/A+	5.875 02/01/2012		78387GAH6
68,571.39	114.29	53,634.00	89.39	A3/A			713409AC4
107,618.01	107.62	101,582.00	101.58	A2/A-	5.750 08/01/2006	100,000.00 PNC FUNDING CORP	693476AR4
104,115.10	109.59	87,437.95	92.04	A3/BBB+		95,000.00 PNC FUNDING CORP	693476AL7
80,641.71	107.52	78,219.75	104.29	Aa1/AA-		75,000.00 WELLS FARGO & COMPANY	66938FJK1
116,281.44	105.71	116,791.40	106.17	Aa3/A		110,000.00 BANK OF AMERICA (NATIONSBANK)	638585AD1
148.611.24	114.32	144.900.55	111.46	A2/A-			635405AM5
100,017.33	100.02	00,000.70	98.00	A9/24	3 625 04/01/2008		617446HW2
1/0,927.21	106.83	160,000.00	100.00	A33/A+		100,000,00 MORGAN STANLEY DEAN WITTER	617446GL7
162,026.17	108.02	164,253.00	109.50	A1/A+		190,000.00 MEERON FONDING CORP	59018YI NO
116,077.72	116.08	106,020.00	106.02	Baa1/BBB+	_		507616007
7.2,359.70	103.37	74,269.30	106.10	Baa1/BBB+	7.150 08/15/2004		5///8AY9
91,007.86	107.07	84,898.00	. 99,88	A1/A+	5.350 03/01/2007		46625HAM2
103,166.53	103,17	100,758.00	100.76	A1/AA-	4.000 01/17/2006	100,000.00 INTERNATIONAL LEASE FINANCE CORP	45974VYY8
94.006.25	104.45	90,000.00	100.00	A1/AA-		90,000.00 INTERNATIONAL LEASE FINANCE CORP	45974VYT9
166.223.64	110.82	150,489,50	100.33	A1/A			441812FY5
180 707 72	103.71	174 304 50	99.51	A1/A+			381317AP1
193,199.51	100.33	49,331.00	00.10	Rap1/RBB			370442BB0
198,787.72	99.39	198,994.00	100.10	A3/BBB	6.875 09/15/2010		370425RX0
56,569.63	102.85	50,338.20	91,52	A3/888-		200 000 00 GENERAL ELECTRIC CAR CORR	36962GF75
182,628.52	89.09	167,272.75	81.60	Baa1/BBB-		55 000 00 FORD MOTOR COMPANY	345397SG9
24,725.18	111.34	22,899.71	103,12	Aá2/A+			3/537/FAX9
100,599.64	111.78	89,598.60	99.55	Baa1/BBB+			268766BF8
108,180.91	108.18	107,849.00	107.85	Baa1/BBB+	7.625 07/15/2005		25746UAB5
109,389.76	109.39	97,603,00	97.60	A2/A+	5.875 11/01/2008	100,000.00 DAYTON HUDSON CO (TARGET)	239753DM5
111,804.87	111.80	100,709.00	100.71	A3/BBB	7.300 01/15/2012	100,000.00 DAIMLERCHRYSLER NA HLDG	233835AT4
152,952.90	101.97	149,301.00	99.53	A2/A	4.375 09/15/2009	150,000.00 COCA-COLA ENTERPRISES	191219BM5

Market Value: Accrued Income:

23,646,868.89 231,223.62

CUSIP Contract: J.P. Morgan Chase Quantity Coupon Maturity Moody's / S&P Cost Total Cost Price Mkt. Value Ann. Inc. 'Accr. Int.

Total Market Value:

23,878,092.51

UNITED STATES TREAS BDS DTD 02/15/1991 7.875% DUE 02/15/2021 CUSIP: 912810EH7	UNITED STATES TREAS BDS DTD 08/15/1989 8.125% DUE 08/15/2019 CUSIP: 912810ED6	UNITED STATES TREAS BDS DTD 11/15/1984 11.75% DUE 11/15/2014 CUSIP: 912810DN5	UNITED STATES TREAS BDS DTD 08/15/1983 12.00% DUE 08/15/2013 CUSIP: 912810DF2	UNITED STATES TREAS EDS DTD 11/17/1980 12.75% DUE 11/15/2010 CUSIP: 912810CS5	UNITED STATES TREAS BD STRIPPED CALL PRIN & INT PMT 11.75% DUE 11/15/2014 CUSIP: 912800AA7	GOVERNMENT OBLIGATIONS	FIXED INCOME	ONE GROUP INSTITUTIONAL PRIME MONEY MARKET FUND CUSIP: 68231N206	CASH EQUIVALENTS	DESCRIPTION
200,000	200,000	400,000	750,000	400,000	400,000			422,944.06		SHARES/ FACE VALUE
246,429.68	248,742.19	597,734.38	1,027,634.77	512,421.88	261,776.00			422,944.06	,	ACQUISITION
133.063	135.094	143.406	138.156	119.844	80.445			1.000		MARKET
266,126.00	270,188.00	573,624.00	1,036,170.00	479,376.00	321,780.00			422,944.06		MARKET
15,750.00	16,250.00	47,000.00	90,000.00	51,000.00	16,518.98			4,144.85		ESTIMATED ANNUAL INCOME
5,949.05	6,137.91	6,068.68	33,994.57	6,585.16	0.00			326.03		ACCRUED
5.92	6.01	8.19	. 8.69	10.64	5.13			0.98		YIELD ON MARKET

UNITED STATES TREAS SEC STRIPPED INT PMT GENERIC TINT PMT DUE 02/15/2016 CUSIP: 912833KG4	UNITED STATES TREAS SEC STRIPPED INT PMT DUE 11/15/2015 CUSIP: 912833KF6	UNITED STATES TREAS SEC STRIPPED INT PMT GENERIC TINT PMT DUE 05/15/2012 CUSIP: 912833JY7	UNITED STATES TREAS SEC STRIPPED INT PMT DUE 05/15/2011 CUSIP: 912833JW1	UNITED STATES TREAS SEC STRIPPED INT PMT GENERIC TINT PMT DUE 08/15/2013 CUSIP: 912833DE7	UNITED STATES TREAS BDS DTD 01/18/2000 4 25% DUE 01/15/2010 INFLATION INDEX NT CUSIP: 9128275W8	UNITED STATES TREAS NTS DTD 11/15/1994 7.875% DUE 11/15/2004 CUSIP: 912827R87	UNITED STATES TREAS BDS DTD 08/15/1998 5.50% DUE 08/15/2028 CUSIP: 912810FE3	UNITED STATES TREAS BDS DTD 02/15/1997 6.625% DUE 02/15/2027 CUSIP: 912810EZ7	DESCRIPTION
500,000	1,200,000	200,000	400,000	500,000	219, 924	250,000	100,000	300,000	SHARES/ FACE VALUE
213,145.00	567,764.00	143,188.00	284,994.00	267,410.00	232, 103.94	277,978.51	103,031.25	342,219.72	ACQUISITION
55.085	56.026	69.805	74.087	64.923	116.250	105.719	104.156	119.438	MARKET
275,425.00	672,312.00	139,610.00	296,348.00	324,615.00	255,661.65	264,297.50	104,156.00	358,314.00	MARKET VALUE
15,019.05	35,401.29	5,603.14	12,335.28	16,776.40	9,346.//	19, 687, 50	5,500.00	19,875.00	ESTIMATED ANNUAL INCOME
. 0.00	0.00	0.00	0.00		# . U		2 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	7,507.13	ACCRUED
5.45	5.27	4.01	4.16	3.17	n	3 5 5	7	5.55 5.55	YÌELD ÓN MÀRKET

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
TOTAL GOVERNMENT OBLIGATIONS		5,326,573.32		5,638,003.15	376,063.41	75,179.82	6.67
COVERNMENT AGENCY OBLIGATIONS							
FED HOME LN MTG CORP PARTN CTFS GROUP NBR G3-0234 6.50% DUE 11/01/2022 CUSIP: 3128CUHK5	247,100.36	258,219.88	104.985	259,418.31	16,061.52	1,338.46	6.19
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 1254 CL-1254-N 8.00% DUE 04/15/2022 CUSIP: 312909NQ3	141,172.08	150,888.68	103.447	146,038.28	11,293.77	941.15	7.73
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 1246 CL 1246-J 7.50% DUE 05/15/2007 CUSIE: 312909RF3	79,776.74	84,887.43	104.212	83,136.94	5,983.26	498.60	7.20
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 1492 CL 1492-ZA 8.000% DUE 03/15/2023 CUSIP: 3129146U3	176,731.93	193,146.84	112.943	199,606.34	14,138.55	1,178.21	7.08
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CIFS GTD SER 1538 CL 1538-J 6:50% DUE 06/15/2008 CUSIP: 312916PX1	200,000	213,812.50	108.075	216,150.00	13,000.00	1,083.33	6.01
FED HOME LN MTG CORP PARTN CTFS GROUP NBR E0-1424 4.00% DUE 08/01/2018	342,339.66	323,671.45	97.809	334,839.00	13,693.59	1,141.13	4.09

CUSIP: 31294KSM8

FEDERAL HOME IN MTG CORP MULTICLASS MTG PARTN CTFS SER 2430 CL 2430-WF 6.50% DUE 03/15/2032 CUSIP: 31339NW36	FED HOME LOAN MTG CORP PARTN CTFS GROUP NBR 1B0129 ARM DUE 09/01/2031 CUSIP: 31336RVW7	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 1807 CL 1807-A 6.00% DUE 11/15/2008 CUSIP: 3133TGRN3	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2317 CL 2317-VG 6.50% DUE 04/15/2031 CUSIP: 3133TTJF9	FEDERAL HOME IN MTG CORP MULTICLASS GTD PARTN CTFS GTD SER 2115 CL 2115-PE 6.00% DUE 01/15/2014 CUSIP: 3133THZ26	FEDERAL HOME IN MTG CORP MULTICLASS MTG PARTN CTF GTD SER 2102 CL 2102-TU 6.00% DUE 12/15/2013 CUSIP: 3133THH75	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTF GTD SER 2055 CL 2055-OE 6.500% DUE 05/15/2013 CUSIP: 3133TDX50	DESCRIPTION
200,000	280,214.4	104,858.1	210,887.59	250,000	250,000	250,000	SHARES/ FACE VALUE
213,500.00	292,743.22	109,720.08	220,575.23	249,570.31	253,984.38	260,195.32	ACQUISITION
104.653	102.778	104.422	104.518	106.637	106.113	105.727	MARKET
209,306.00	287,998.76	109,494.93	220,415.49	266,592.50	265,282.50	264,317.50	MARKET VALUE
13,000.00	17,115.50	6,291.49	13,707.69	15,000.00	15,000.00	16,250.00	ESTIMATED ANNUAL INCOME
1,083.33	2,808.76	524.29	1,142.31	1,250.00	1,250.00	1,354.17	ACCRUED
6.21	5.94	5.75	6.22	5.63	5.65	6.15	YIELD ON MARKET

FEDERAL MATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 1993-008 CL-H 7.000% DUE 01/25/2008 CUSIP: 31358TEX3	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR CTF REMIC TR 2000-T6 CL-A1 7.50% DUE 06/25/2030 CUSIP: 31358SR37	FEDERAL HOME LN MTG CORP DEB DTD 04/09/1998 5.750% DUE 04/15/2008 CUSIP: 3134A2DT2	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2344 CL 2344-QG 6.00% DUE 08/15/2016 CUSIP: 313399AJ6	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTF SER 2435 CL 2435-VH 6.00% DUE 07/15/2019 CUSIP: 31339WTN6	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2419 CL 2419 VG 6.50% DUE 12/15/2012 CUSIP: 31339WKJ4	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2423 CL 2423-MC 7.00% DUE 03/15/2032 CUSIP: 31339WBV7	DESCRIPTION
83,006.07	662,648.35	500,000	185,000	100,000	189,309.98	200,000	SHARES/ FACE VALUE
87,934.54	671,588.05	529,804.50	191,995.31	108,375.00	196,409.10	208,000.00	ACQUISITION
105.399	109.188	109.813	106.228	102.718	104.926	105.820	MARKET
87,487.57	723,532.48	549,065.00	196,521.80	102,718.00	198,635.39	211,640.00	MARKET VALUE
5,810.42	49,698.63	28,750.00	11,100.00	6,000.00	12,305.15	14,000.00	ESTIMATED ANNUAL INCOME
484.20	4,141.55	6,069.44	925.00	500.00	1,025.43	1,166.67	ACCRUED
6.64	6.87	5.24	5.65	5.84	6.19	6.62	YIELD ON MARKET

FEDERAL NATL WIG ASSN GTD WIG PASS THRU CTF POOL NBR 254774 5.50% DUE 05/01/2013 CUSIP: 31371K6K2	FEDERAL NATL WTG ASSN GTD REMIC PASS THRU TR REMIC TR 1999-17 CL-C 6.350% DUE 04/25/2029 CUSIP: 31359VSW4	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2001-T7 CL A1 7.50% DUE 02/25/2041 CUSIP: 31359S6X3	FEDERAL NATL MTG ASSN DEB DTD 02/01/2001 6.25% DUE 02/01/2011 CUSIP: 31359MGT4	FEDERAL NATL MTG ASSN DEB DTD 07/14/2000 7.00% DUE 07/15/2005 CUSIP: 31359MFV0	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 1995-10 CL-C 6.15% DUE 12/25/2023 CUSIP: 31359LTD7	FEDERAL NATL MIG ASSN GID REMIX FASS THRU CTF SER 1995 CL 2-Z 8.50% DUE 01/25/2025 CUSIP: 31359LMW2	DACE	DESCRIPTION
239,191.75	93,672.78	462,271.18	165,000	900,000	22,600.97		95.141.07	SHARES/ FACE VALUE
251, 151.34	94,053.32	477,656.17	176,627.34	852,167.60	23,058.29		102,597.55	ACQUISITION COST
105.368	104.909	109.188	110.531	.108.031	100.135		110.447	MARKET
252,031.56	98,271.18	504,744.66	182,376.15	864,248.00	22,631.48		105,080.46	MARKET VALUE
13,155.55	5,948.22	34,670.34	10,312.50	56,000.00	H		8,086.99	ESTIMATED ANNUAL INCOME
1,096.30	495.69	2, 8889.19	4, 2, 30, 00	A 30		115.83	673.92	ACCRUED
5.22	6. 0. 0.	σ.) () (л с - - -	6 48	6.14	7.70	ON MARKET

FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC SER 2002 CL 21-QC 6.00% DUE 05/25/2026 CUSIP: 31392CNX8	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC SER 2002 CL 18-PC 5:50% DUE 04/25/2017 CUSIP: 31392CHD9	FEDERAL MATE MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2002-19 CL PE 6.00% DUE 04/25/2017 CUSIP: 31392CFB5	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2002-24 CL AJ 6.00% DUE 04/25/2017 CUSIP: 31392B7E0	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2002-1 CL HC 6.50% DUE 02/25/2022 CUSIP: 31392BVX1	FEDERAL NATL WIG ASSN GID REMIC PASS THRU CIF REMIC TR 2002-3 CL OG 6.00% DUE 02/25/2017 CUSIP: 31392BVK9	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 0408002 7.00% DUE 04/01/2020 CUSIP: 31378TGK5	DESCRIPTION
150,000	300,000	140,000	200,000	145,000	150,000	74,156.42	SHARES/ FACE VALUE
148,828.13	293,203.13	148,400.00	215,750.00	153,065.63	149,437.50	77,447.10	ACQUISITION
101.040	104.897	106.465	106.692	105.675	106.064	106.140	MARKET
151,560.00	314,691.00	149,051.00	213,384.00	153,228.75	159,096.00	78,709.62	MARKET VALUE
9,000.00	16,500.00	8,400.00	12,000.00	9,425.00	9,000.00	5,190.95	ESTIMATED ANNUAL INCOME
750.00	1,375.00	700.00	1,000.00	785.42	750.00	432.58	ACCRUED INCOME
5.94	5.24	ហ ស ស	5.62	6.15	5.66	6.60	YIELD ON MARKET

FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2617 CL GR 4.50% DUE 05/15/2033 CUSIP: 31393R6M7	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER T-54 CL T-54-2A 6.50% DUE 02/25/2043 CUSIP: 31393LFK4	FEDERAL HOME LN MTG CORP MULTICLÀSS MTG PARTN CTFS GTD SER 2543 CL 2543-YX 6.00% DUE 12/15/2032 CUSIP: 31393HGW6	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2003-83 CL PG 5.00% DUE 06/25/2023 CUSIP: 31393ERS0	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2458 CL 2458-OD 6.00% DUE 04/15/2016 CUSIP: 31392P3R4	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2457 CL 2457-PE 6.50% DUE 06/15/2032 CUSIP: 31392PKZ7	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2002-61 CL-PE 5.50% DUE 05/25/2016 CUSIP: 31392EYB0	DESCRIPTION	
140,000	147,503.29	160,000	170,000	250,000	160,000	250,000		SHARES/
131,468.75	156,238.26	169,400.00	164,953.13	261,250.00	172,600.00	256,320.13		ACQUISITION COST
94.039	106.344	102.815	97. 569	104.473	104.415		104 223	MARKET PRICE
131,654.60	156,860.90	164,504,00	100,000	261, 182.50			260.582.50	MARKET VALUE
6,300.00	9,587.71	, , , , , , , , , , , , , , , , , , ,				10.400.00	13,750.00	ESTIMATED ANNUAL INCOME
5	1		800 00	708.33	1 250 00	866.67	1,145.83	ACCRUED INCOME
	- O		5. 84.	5.12	5.74	6.23	5.28	YIELD ON MARKET

GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS REMIC TR 2002-45 CL QE 6.50% DUE 06/20/2032 CUSIP: 38373XDM5	GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS 2001-60 REMIC TR CL MX-VP 6.50% DUE 07/20/2017 CUSIP: 38373R6P9	GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS REMIC TR 2000-26 CL Z 7.75% DUE 09/20/2030 CUSIP: 3837H4A21	GOVERNMENT NATL WIG REMIC PASS THRU SECS REMIC TR 1999-44 CL ZG 8.00% DUE 12/20/2029 CUSIP: 3837H3ST5	GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS REMIC TR 1997-7 CL ZA 9.00% DUE 05/16/2027 CUSIP: 3837H0P98	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARIN CTFS GTD SER 2643 CL 2634-KG 4.00% DUE 05/15/2018 CUSIP: 31393WGT0	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2003-81 CL 81-LC 4.50% DUE 09/25/2018 CUSIP: 31393THN9	DESCRIPTION
160,000	230,067.71	101,977.99	118,044.55	59,543.74	203,795.71	140,000	SHARES/ FACE VALUE
176,400.00	238,191.96	108,040.43	126,425.32	64,846.86	209,400.10	132,650.00	ACQUISITION COST
105.136	105.440	105.387	107.211	110.397	102.317	94.368	MARKET
168,217.60	242,583.39	107,471.54	126,556.74	65,734.50	208,517.66	132,115.20	MARKET
10,400.00	14,954.40	7,903.29	9,443.56	5,358.94	8,151.83	6,300.00	ESTIMATED ANNUAL INCOME
866.67	1,246.20	658.61	786.96	446.58	679.32	525.00	ACCRUED
6.18	6.16	7.35	7.46	8.15	3.91	4.77	YIELD ON MARKET

ALBERTSONS INC SR NT DTD 07/27/1999 6.95% DUE 08/01/2009 CUSIP: 013104AE4	AT & T BROADBAND CORP NT DTD 11/18/2002 8.375% DUE 03/15/2013 CUSIP: 00209TAA3	AT & T WIRELESS SVCS INC SR NT DTD 09/01/2001 7.875% DUE 03/01/2011 CUSIP: 00209AAE6	AOL TIME WARNER INC NT DTD 04/19/2001 6.75% DUE 04/15/2011 CUSIP: 00184AAB1	AIG SUNAMERICA GLOBAL FING IX SR NT 144A DTD 01/17/2002 5.10% DUE 01/17/2007 CUSIP: 001388AA5	CORPORATE OBLIGATIONS	TOTAL GOVERNMENT AGENCY OBLIGATIONS	CUSIP: 9117601H7 CUSIP: 9117601H7 CUSIP: 9117601H7 CUSIP: 911760556	DESCRIPTION UNITED STATES DEPT VETERANS AFFAIRS GTD REMIC PASS THRU VENDEE MTG TR
35,000	25,000	35,000	25,000	45,000			145,000	SHARES/ FACE VALUE
35,757.75	29,381.75	35,633.25	26,450.50	46,851.30		10,720,918.92	152,886.06	ACQUISITION COST
111.481	122.355	115.715	111.696	106.051			103.944	MARKET PRICE
39,018.35	30,588.75	40,500.25	27,924.00	47,722.95		10,902,101.88	150,718.80	MARKET VALUE
2,432.50	2,093.75	2,756.25	1,687.50	2,295.00		655,266.31	8,337.50	ESTIMATED ANNUAL INCOME
1,013.54	616.49	918.75	356. 25	1,045.50		84,254.67	694.79	ACCRUED INCOME
6.23	6.84	6.81	6.04	4.81		6.01	5.53	YIELD ON MARKET

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET	MARKET	ESTIMATED ANNUAL INCOME	ACCRUED	YIELD ON MARKET
ALCOA INC NT DTD 08/13/2002 4.25% DUE 08/15/2007	30,000	29,901.00	103.977	31,193.10	1,275.00	481.67	3 4 0 09
AMERICAN EXPRESS CR CORP NTS DTD 05/16/2003 3.00% DUE 05/16/2008 CUSIP: 025818EM3	65,000	64,877.15	97.867	63,613.55	1. 450 . O	2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	6.77
ASSOCIATES CORP NORTH AMER SUB DEB DTD 08/01/1989 8.150% DUE 08/01/2009 CUSIP: 046003DD8	100,000	110,106.00	120.388	120,388.00) n i	ور ور
BANK AMER CORP SUB NT DTD 02/14/2000 7.80% DUE 02/15/2010 CUSIP: 060505AD6	80,000	88,092.80	118.920	95, 136.00	5,240.00	315.00	4.47
BEAR STEARNS COS INC GLOBAL NT DTD 10/28/2003 4.50% DUE 10/28/2010 CUSIP: 073902CE6	40,000	39,959.60	100.586	40,234.40	F. 000	2 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	ກ ກ ລ
BELLSOUTH CORP NT DTD 10/25/2001 6.00% DUE 10/15/2011 CUSIP: 079860AB8	35,000	35,229.95	108.424	37,948.40	7,100.00	Z (۶ ۲
CIT GROUP HLDGS INC NT DTD 06/13/1995 6.625% DUE 06/15/2005 CUSIP: 125569DJ9	25,000	25,233.50	106.819	26,704.75	1,656.25	, , , , , , , , , , , , , , , , , , ,	
CIT GROUP INC NT DTD 12/02/2002 5.50% DUE 11/30/2007 CUSIP: 125581AD0	20,000	19,948.40	107.068	21,413.60	1,100.00	1 4) () +
CNH EQUIP TR 2003-B NT CL A-4B VAR RT DUE 02/15/2011 CUSIP: 12613XBY6	50,000	49,999.87	99.899	49,949.50	1,690.00	. 75.11	

CAPITAL ONE AUTO FIN TR SER 2002-B NT CL A-4A 3.32% DUE 04/15/2009 CUSIP: 14041GAT3 CAROLINA PWR & LT CO 1ST MTG BD DTD 09/11/2003 5.125% DUE 09/15/2013 CUSIP: 144141CT3	SHARES/ FACE VALUE	ACQUISITION COST 114,993.30	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME 3,818.00	ACCRUED INCOME 169.69	VIELD ON MARKET 3.26
CHASE MANHATTAN AUTO OWNER TR 2000-A ASSET BKD NT CL A 4 6.26% DUE 06/15/2007 CUSIP: 161581BN2	175,091.87	175,072.63	. 102.011	178,612.97	10,960.75	487.14	
CHASE MANHATTAN CORP NEW SUB NT DTD 06/12/1997 7.125% DUE 06/15/2009 CUSIP: 16161ABQ0	40,000	41,984.80	114.836	45,934.40	2,850.00	126.67	
CHEVRONTEXACO CAP CO GTD NT DTD 09/10/2002 3.50% DUE 09/17/2007 CUSIÞ: 166760AA6	40,000	39,821.20	101.848	40,739.20	1,400.00	404.44	`
COCA COLA ENTERPRISES INC NT DTD 09/09/2002 4.375% DUE 09/15/2009 CUSIÞ: 191219BM5	40,000	39,428.40	102.705	41,082.00	1,750.00	515.28	
COMED TRANSITIONAL FDG TR SER 1998-1 NT CL A-6 5.630% DUE 06/25/2009 CUSIF: 20033TAF2	500,000	477,148.44	107.391	536,955.00	28,150.00	469.17	5.24
COMERICA BANK NT DTD 08/10/2000 7.65% DUE 08/15/2010 CUSIP: 200339CC1	45,000	48,156.75	105.115	47,301.75	3,442.50	1,300.50	7.28
CONSTELLATION ENERGY GROUP INC NT DTD 03/26/2002 7.00% DUE 04/01/2012 CUSIP: 210371AH3	35,000	35,581.00	113.140	39,599.00	2,450.00	612.50	6.19

DAIMLER CHRYSLER NORTH AMER HLDG CORP SR GLOBAL BD DTD 01/16/2002 7.30% DUE 01/15/2012 CUSIP: 233835AT4	DTE ENERGY CO SR NT DTD 04/05/2002 6.65% DUE 04/15/2009 CUSIP: 233331AG2	CREDIT SUISSE FIRST BOSTON USA INC NT DTD 11/06/2001 6.125% DUE 11/15/2011 CUSIP: 22541LAB9	COX COMMUNICATIONS INC NEW NT DTD 06/27/1995 6.875% DUE 06/15/2005 CUSIP: 224044AF4	COUNTRYWIDE HOME LNS INC MEDIUM TERM NTS TRANCHE #TR 00268 DTD 01/29/2002 5.50% DUE 02/01/2007 CUSIP: 22237LMD1	CONTINENTAL AIRLS PASS THRU TRS PASSTHRU CTF SER 1999-2 CL A-2 7.056% DUE 03/15/2011 CUSIP: 210805CU9	CONTINENTAL AIRLS PASS THRU TRS PASSTHRU CTF SER 1999-2 CL A- 7.256% DUE 09/15/2021 CUSIP: 210805CT2	DESCRIPTION	
60,000	35,000	65,000	30,000	45,000	20,000	12,033.1	SHARES/ FACE VALUE	
63,189.00	34,950.30	62,446.80	.30,211.80	47,803.95	17,600.00	10,167.97	ACQUISITION	
111.345	111.526	108.873	106.945	107.150	101.831	101.008	MARKET PRICE	
66,807.00	39,034.10	70,767.45	32, 083.50	48, 21, 50			MARKET VALUE	
4,380.00	2,327.50	3, 301.20		2 062 50	2 475 00	1.411.20	ESTIMATED ANNUAL INCOME	
2,019.67	49 H. 30		508 77	91.67	1.031.25	415.52	ACCRUED INCOME	
		n	ა ა ა	6.43	5.13	6.93	YIELD ON MARKET	

	DUKE ENERGY CORP SR NT 35,000 34,888.00 103.981 36,393.35 DTD 11/20/2002 5.625% DUE 11/30/2012 CUSIP: 264399EF9 EOP OPER LTD PARTNERSHIP NT 25,000 24,489.75 110.454 27,613.50 DTD 02/15/2002 6.75% DUE 02/15/2012 CUSIP: 268766BW1	DOMINION RES INC VA NEW SR NT SER B 40,000 40,664.60 108.462 43,384.80 DTD 06/27/2002 6.25% DUE 06/30/2012 CUSIP: 25746UAJ8 DOW CHEM CO NT DTD 02/08/2001 6.125% DUE 02/01/2011 25,000 26,111.25 107.599 26,899.75 CUSIP: 260543BL6	40,000 40,000.00 107.185 42,	PRICE 103.412 67	ACOHISTTION MARKET
2 24, 28, 4	36, 27,	2 43	42	2 67,	
3.50 1,125.00 5.00 1,737.50					ESTIMATED ANNUAL
10 17.22			1, 27	1,236.35	
6.19	4 6 C	5 5 6	5.76	3.99	YIELD ON YIELD

GENERAL MTRS ACCEP CORP GLOBAL BD DTD 03/02/2001 7.25% DUE 03/02/2011 CUSIP: 370425RU6	GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE #TR 00528 DTD 03/20/2002 6.75% DUE 03/15/2032 CUSIP: 36962GXZ2	GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE #TR 00482 DTD 02/21/2001 6.125% DUE 02/22/2011 CUSIP: 36962GWB6	GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE # TR 00590 DTD 05/02/2003 3.50% DUE 05/01/2008 CUSIP: 36962GB78	FORD MTR CR CO GLOBAL LANDMARK SECS GLOBLS DTD 06/14/2000 7.875% DUE 06/15/2010 CUSIP: 345397ST1	FORD MTR CR CORP NT DTD 10/28/1999 7.375% DUE 10/28/2009 CUSIP: 345397SM6	FLEET CR CARD MASTER TR II 2001-B ASSET BKD CTF CL A 5.60% DUE 12/15/2008 CUSIP: 33901HAY9	FPL GROUP CAP INC GTD DEB DTD 04/11/2003 3.25% DUE 04/11/2006 CUSIP: 302570AQ9	DESCRIPTION
125,000	30,000	45,000	45,000	35,000	125,000	250,000	50,000	SHARES/
126,834.50	29,539.30	48,350.25	44,955.00	34,785.80	124,783.25	249,804.52	49,959.00	ACQUISITION
109.711	110.712	110.012	100.102	111.736	109.816	106.848	101.747	MARKET
137,138.75	33,213.60	49,505.40					50, 873.50	
9,062.50	2,025.00	2,730.23			3 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	a 218 75	14 000 00	ESTIMATED ANNUAL INCOME
2,995.66	596.25		9 50	262 50	722.50	1,613.28	622.22	ACCRUED INCOME
Ф	o		5.57	ы . v	7.05	6.72	5.24	YIELD ON MARKET

INTERNATIONAL BUSINESS MACHS CORP MEDIUM TERM NTS TRANCHE # TR 00047 DTD 01/22/1999 5.39% DUE 01/22/2009 CUSIP: 45920QBY9	HOUSEHOLD FIN CORP GLOBAL NT DTD 01/14/2003 4.625% DUE 01/15/2008 CUSIP: 441812KC7	HOUSEHOLD FIN CORP NT DTD 05/09/2001 6.75% 05/15/2011 CUSIP: 441812JV7	HOUSEHOLD AUTOMOTIVE TR 2002-1 NT CL A-4 4.39% 05/17/2009 CUSIP: 44179CAR7	HEWLETT PACKARD CO MEDIUM TERM NTS TRANCHE # TR 00004 DTD 12/16/2002 3.375% DUE 12/15/2005 CUSIP: 42823HAD1	HARTFORD FINL SVCS GROUP INC SR NT DTD 08/29/2002 4.70% DUE 09/01/2007 CUSIP: 416515AG9	GOLDMAN SACHS GROUP INC NT DTD 09/29/1999 7.35% DUE 10/01/2009 CUSIP: 38141GAD6	GEORGIA PWR CO SR NT SER K DTD 11/22/2002 5.125% DUE 11/15/2012 CUSIP: 373334FN6	DESCRIPTION
35,000	50,000	65,000	175,000	35,000	25,000	45,000	25,000	SHARES/ FACE VALUE
35,396.20	49,748.50	63,346.40	174,962.20	34,916.00	24,958.00	47,279.70	24,924.75	ACQUISITION COST
107.267	103.953	112.574	103.429	102.091	105.055	116.628	102.018	MARKET
37,543.45	51,976.50	73,173.10	181,000.75	35,731.85	26, 263. 75	52,482.60	25,504.50	MARKET VALUE
1,886.50	2,312.50	4,387.50	7,682.50	1, 181. 25		1 17 00	1,281.25	ESTIMATED ANNUAL INCOME
833.20	1,066.32	560.63	298.70		л Э	391.67	163.72 826.88	ACCRUED
<u>ຫຸ</u>	. 4 . 45 5	6.00	, 4 , 6 , 6 , 7	7 (ມ ພ _	4.47	5.02 6.30	YIELD ON MARKET

MBNAS CR CARD MASTER NT TR 2002-C1 NT CL C-1 6.80% DUE 07/15/2014 CUSIP: 55264TAS0	MBNA MASTER CR CARD TR II 2000-I ASSET BKD CTF CL A 6.90% DUE 01/15/2008 CUSIP: 55262TFR9	LEHMAN BROS HLDGS INC MEDIUM TERM NTS TRANCHE #TR 00387 DTD 01/10/2002 6.625% DUE 01/18/2012 CUSIP: 52517PSC6	LEGGETT & PLATT INC NT DTD 03/21/2003 4.70% DUE 04/01/2013 CUSIP: 524660AS6	KERR MCGEE CORP SHELF 3 DTD 04/12/2002 5.375% DUE 04/15/2005 CUSIP: 492386AG2	KENTUCKY PWR CO SR NT DTD 06/28/2002 5.50% DUE 07/01/2007 CUSIP: 491386AK4	INTERNATIONAL PAPER CO NT DTD 04/30/2003 5.85% VAR 10/30/2012 CUSIP: 460146BQ5	INTL LEASE FINANCE CORP BDS DTD 03/08/2002 6.375% DUE 03/15/2009 CUSIP: 459745EZ4	DESCRIPTION
25,000	400,000	50,000	35,000	35,000	30,000	40,000	30,000	SHARES/ FACE VALUE
24,924.50	399,835.24	49,376.50	34,913.55	34,997.90	29,945.40	39,937.20	29,691.30	ACQUISITION
108.829	107.850	112.852	98.795	104.146	106.342	104.183	110.163	MARKET
27,207.25	431,400.00	56,42600	34,578.25	36,451.10	31,902.60	41,673.20	33,048.90	MARKET VALUE
1,700.00	27,600.00	3,312.50	1,645.00	1,881.25	1,650.00	2,340.00	1,912.50	ESTIMATED ANNUAL INCOMÉ
75.56	1,226.67	1,499.83	411.25	397.15	825.00	396.50	563.12	ACCRUED INCOME
6.25	6.40	5.87	4.76	5.16	5.17	5.62	5.79	YIELD ON MARKET

DESCRIPTION MGIC INVT CORP NT DTD 03/18/2002 6.00% DUE 03/15/2007 CUSIP: 552845AF6 ML TR CMO TR XLV11 CL-Z 8.985% DUE 10/20/2020 CUSIP: 55291HCY8	SHARES/ FACE VALUE 35,000	ACQUISITION COST 36,688.75 110,603.98	MARKET PRICE 107.494 108.252	MARKET VALUE 37,622.90 109,687.72	ESTIMATED ANNUAL INCOME 2,100.00 9,104.17 9,35.00	ACCRUED INCOME 618.33 758.68
ML TR CMO TR XLV11 CL-Z 8.985% DUE 10/20/2020 CUSTD: 55291HCY8	101,326.28	110,603.98	108.252	109,687.72	9,104.17	75
MERRILL LYNCH & CO INC MEDIUM TERM NTS TRANCHE # TR 00784 DTD 04/06/1999 6.07% DUE 04/06/2004 CUSIP: 59018S2R4	50,000	51,890.00	101.211	50,605.50	3,035.00	7
MERRILL LYNCH & CO INC MEDIUM TERM NTS TRANCHE #TR 00355 DTD 04/21/2003 3.70% DUE 04/21/2008 CUSIP: 59018YQU8	40,000	39,958.40	100.653	40,261.20	1,480.00	287.78
MONSANTO CO NEW SR NT DTD 08/14/2002 7.375% DUE 08/15/2012 CUSIP: 61166WAA9	25,000	24,787.25	114.112	28,528.00	1,843.75	696.53
MORGAN STANLEY DEAN WITTER & CO NT DTD 04/03/2002 6.60% DUE 04/01/2012 CUSIP: 617446HC6	85,000	84,558.85	111.684	94,931.40	5,610.00	1,402.50
NATIONAL CITY BK CLEVELAND OHIO MEDIUM TERM SUB BK NTS TRANCHE #SB 00004 DTD 05/08/2003 4.625% DUE 05/01/2013 CUSIP: 63534PAD9	60,000	59,953.20	97.736	58,641.60	2,775.00	462.50
NATIONAL RURAL UTILS COOP FIN CORP COLL TR BD DTD 05/23/2001 6.00% DUE 05/15/2006 CUSIP: 637432CQ6	100,000	100,974.00	107.842	107,842.00	6,000.00	766.67

POPULAR NORTH AMER INC MEDIUM TERM NTS TRANCHE #TR 00006DTD 10/15/2001 6.125% DUE 10/15/2006 CUSIP: 73318EAF0	PHILLIPS PETE CO NTS DTD 05/25/2000 0.75% DUE 5/25/2010 CUSIP: 718507BQ8	PSEG PWR LLC SR NT DTD 10/15/2001 7.75% DUE 04/15/2011 CUSIP: 69362BAF9	PHH CORP NTS DTD 02/19/2003 7.125% DUE 03/01/2013 CUSIP: 693320AF0	ONCOR ELEC DELIVERY CO DEB DTD 08/03/2002 7.00% DUE 09/01/2022 CUSIP: 68233DAR8	NORWEST FINL INC NT DTD 07/17/1997 6.850% DUE 07/15/2009 CUSIP: 669383DK4	NEW YORK TEL CO NT DTD 04/15/1998 6.000% DUE 04/15/2008 CUSIP: 650094CH6	NTS 144A TRANCHE # TR00001 DTD 09/10/2003 5.375% DUE 09/15/2013 CUSIP: 64952WAA1	NEW YORK LIFE GLOBAL FDG MEDIUM TERM	DESCRIPTION
30,000	50,000	25,000	25,000	25,000	65,000	150,000		60,000	SHARES/ FACE VALUE
32,991.90	61,322.00	27,186.60	25,240.40	24,914.75	68,194.75	151,582.50		59,797.20	ACQUISITION COST
108.698	124.920	117.702	111.989	110.169	114.595	108.140	-	103.167	MARKET PRICE
32,609.40	62,460.00	29,425.50	27,997.25	27,542.25	74,486.75	162,210.00		61,900.20	MARKET VALUE
1,837.50	4,375.00	1,937.50	1,781.25	1,750.00	4,45%			3,225.00	ESTIMATED ANNUAL INCOME
387.92	437.50	409.03	59 3 - 75			2 053 10	1 900.00	994.38	ACCRUED
5.63	7.00	6.58	٠ ن	, ,	יי ה ע	5. 98 8	ហ , ហ ហ	5.21	YIELD ON MARKET

SUNTRUST BKS INC DTD 02/15/1996 6.00% DUE 02/15/2026 CUSIP: 867914AH6	STATE STR CORP SUB NT DTD 06/20/2000 7.65% DUE 06/15/2010 CUSIP: 857477AB9	SPRINT CAP CORP GTD NT DTD 01/15/2002 6.00% DUE 01/15/2007 CUSIP: 852060AM4	SPRINT CAP CORP NT DTD 01/25/2001 7.625% DUE 01/30/2011 CUSIP: 852060AJ1	SCRIPPS E W CO OHIO NT DTD 07/02/2002 5.75% DUE 07/15/2012 CUSIP: 811054AC9	#TK 0000 / DID 12/00/2008 000/15/2013 01/15/2013 CUSIP: 78442FAG3	SLM CORP MEDIUM TERM NTS TRANCHE	RESIDENTIAL ACCREDIT LNS INC MTG PASS THRU CTF SER 2000-QS14 CL NB-4 7.75% DUE 12/25/2030 CUSIP: 76110GFH9	DTD 08/07/2002 4.30% DUE 08/15/2008 CUSIP: 742718BX6	DDOCTIVE & CAMBLE CO NT	DESCRIPTION
40,000	50,000	30,000	25,000	45,000		50,000	9,305.79		55,000	SHARES/ FACE VALUE
43,424.80	59,471.00	27,862.50	27,602.00	44,717.85		49,964.50	9,737.20		54,967.55	ACQUISITION COST
107.167	119.588	106.805	112.094	106.870		102.613	99.883		103.650	MARKET PRICE
42,866.80	59,794.00	32,041.50	28,023.50	48,091.50		51,306.50	9,294.90	;	57,007.50	MARKET VALUE
2,400.00	3,825.00	1,800.00	1,906.25		ם מ ט ט ס	2,687.50			2,365.00	ESTIMATED ANNUAL INCOME
906.67	170.00	8 83 C		מסס ה	1 193 13	1,239.24		60 10	893.44	ACCRUED
ა. ტ	, 6, 40		л . С	ЯО	5.38		л 24	7.76	4.15	ON MARKET

VIACOM INC SR NT DTD 08/01/2000 7.70% DUE 07/30/2010 CUSIP: 925524AJ9	U S BANCORP MEDIUM TERM NTS TRANCHE # TR 00151 DTD 03/10/2003 3.125% DUE 03/15/2008 CUSIP: 91159HGG9	UNIONBANCAL CORP SR NT DTD 11/30/2001 5.75% DUE 12/01/2006 CUSIP: 908906AB6	UNION PAC CORP NT DTD 04/18/2002 6.50% DUE 04/15/2012 CUSIP: 907818CP1	2.80% DUE 01/18/2006 CUSIP: 89233PQM1	TOYOTA MTR CR CORP MEDIUM TERM NTS	TIME WARNER COS INC DEB DTD 08/15/1995 8.180% DUE 08/15/2007 CUSIP: 887315AX7	TEXTRON FINL CORP NT DTD 06/03/2002 5.875% DUE 06/01/2007 CUSIP: 883199AP6	DTD 02/03/1992 9.800% DUE 02/01/2012 CUSIP: 879240AN9	TELE COMMUNICATIONS INC DEB	DESCRIPTION
45,000	50,000	40,000	25,000		35,000	50,000	40,000		35,000	SHARES/ FACE VALUE
48,487.50	49,903.00	39,605.60	24,794.00		35,000.00	53, 554.00	39,988.40		41,028.40	ACQUISITION COST
119.520	98.614	108.018	111.060	-	101.810	115.785	108.410		130.445	MARKET
53,784.00	49,307.00	43,207.20	27, 765.00		35,633.50	07,004.00	43,364.00		45,655.75	MARKET
3,465.00	1,562.50	2,300.00	1,625.00		980.00		4 090 00		3,430.00	ESTIMATED ANNUAL INCOME
1,453.37	460.07	191.67	343.00	242	71.044		1,545.11	195.83	1,429.17	ACCRUED
6.44	3.17	- ا ا ا ا	i (n a		2 75	7.06	5.42	7.51	YIELD ON MARKET

HANSON AUSTRALIA FDG LTD NT DTD 03/18/2003 5.25% DUE 03/15/2013 CUSIP: 411336AA8	DIAGEO PLC NT DTD 11/19/2002 3.50% DUE 11/19/2007 CUSIP: 25243QAB2	BRITISH TELECOMMUNICATIONS P L C NT DTD 12/12/2000 8.375% DUE 12/15/2010 CUSIP: 111021AD3	BP CDA FIN CO NT DTD 12/16/2002 3.625% DUE 01/15/2009 CUSIP: 05565UAB5	FOREIGN OBLIGATIONS	TOTAL CORPORATE OBLIGATIONS	WEYERHAEUSER CO NT DTD 09/15/2002 6.75% DUE 03/15/2012 CUSIP: 962166BP8	WASHINGTON MUT FIN CORP SR NT DTD 06/08/2000 8.25% DUE 06/15/2005 CUSIP: 939333AA8	WACHOVIA CORP NEW SUB NT DTD 06/08/1995 6.80% DUE 06/01/2005 CUSIP: 929771AD5	WFS FINL 2002-1 OWNER TR ASSET BKD NT CL A-4A 4.87% DUE 09/20/2009 CUSIP: 92925WAE8		DESCRIPTION
25,000	25,000	35,000	30,000			35,000	45,000	65,000	100,000		SHARES/ FACE VALUE
24,860.00	24,947.75	42,157.80	29,837.10		5,895,320.97	35,116.90	49,092.30	68,852.55	99	99 993 07	ACQUISITION COST
99.538	100.862	121.688	99.545			109.094	109.085	106.896		104.364	MARKET
24,884.50	25,215.50	42,590.80	29,863.50		6,260,403.93	38,182.90	49,088.25	69,482,40		104,364.00	MARKET
1,312.50	87,5.00	2,931.25	1,087.50		350,727.99	2,362.50	3, /14.00	4,420.00		4,870.00	ESTIMATED ANNUAL INCOME
386.46	102.08	130.28	501.46		69,329.22	695. 63		165 00	3 6 8 3 3	148.81	ACCRUED
5.27	3.47	6,88	3.64		5.60	0.10	70	7.56	٠ ١	4.67	YIELD ON MARKET

TOTAL VALUE (WITH ACCRUED INCOME)	ACCRUED INCOME	TOTAL ASSETS AND CASH	САЅН	TOTAL FIXED INCOME	TOTAL FOREIGN OBLIGATIONS	UNITED MEXICAN STS MEDIUM TERM NTS TRANCHE # TR 00013DTD 04/11/2003 7.50% DUE 04/08/2033 CUSIP: 91086QAN8	UNITED MEXICAN STS MEDIUM TERM NTS TRANCHE # TR 00010 DTD 01/16/2003 6.375% DUE 01/16/2013 CUSIP: 91086QAK4	THOMPSON CORP SR UNSECURED NT DTD 08/08/2003 4.25% DUE 08/15/2009 CUSIP: 884903AS4	POTASH CORP SASKATCHEWAN NT DTD 03/04/2003 4.875% DUE 03/01/2013 CUSIP: 73755LAC1	DESCRIPTION
						20,000	20,000	50,000	20,000	SHARES/ FACE VALUE
		22,596,916.52	0.00	22,173,972.46	231,159.25	19,707.20	20,199.30	49,562.50	19,887.60	ACQUISITION COST
	•					103.500	103.750	100.961	97.700	MARKET
23,689,788.94	232,311.12	23,457,477.82	0.00	23,034,533.76	234,024.80	20,700.00	20,750.00	-	19,540.00	MARKET VALUE
		1,398,283.81		1,394,138.96	12,081.25	1,500,00	L, 2/5, 00	2,125.00	975.00	ESTIMATED ANNUAL INCOME
		232,311.12		231,985.09	3;221.38	υ 4 0 0		28 A 4 4 . 10	326.79	ACCRUED
		5.96		. 6.05	5.16		ე (ე . ე .	6. 14	. 4.99 . 4.99	YIELD ON MARKET

THE GANNETT CO., INC. 401(k) SAVINGS PLAN SCHEDULE G, PART III-NONEXEMPT TRANSACTIONS FOR THE YEAR ENDED DECEMBER 31, 2003

Identity of party involved

Relationship to plan, employer or other party-in-interest

Description of transactions including maturity date, rate of interest, collateral, par or maturity value

Purchase <u>Price</u>

Selling <u>Price</u>

Lease Rental

with transaction

Cost of asset

12/31/2003 Current Value of

gain(loss)

Net

on each

asset

transaction

Expense Incurred in connection

Schedule II

Advantus Capital Management Inc.	Investment Adviser	All trades below were extended and were prohibited transpectations of its at because Advantus or its at side of	All trades below were executed on behalf of the Plan and were prohibited transactions under ERISA because Advantus or its affiliates were on the opposite side of the trade.							
2002		CUSIP 494368AU7	Kimberly Clark, due 08/01/2007, 7.10%, 250,000 par value	\$ 270,373	A	N A	\$ 350	\$ 270,373	* see below for sell	NA
2003		CUSIP 494368AU7	Kimberly Clark, due 08/01/2007, 7.10%, 250,000 par value	270,373	\$ 288,575	NA	0	270,373	NA	\$ 18,202
2003		CUSIP 205887AY8	Conagra Foods Inc,, due 09/10/2003, var. rate 150,000 par value	150,000	150,090	N A	0	150,000	NA	90
2003		CUSIP 3136F2YU6	FNMA Note, due 06/27/2005, 2.625% 250,000 par value	249,750	NA	Ä	75	249,750	*called 6/2003 at par	NA
2003		CUSIP 31391EEQ0	FNCL #664443 FNMA, due 10/01/2032, 6.00%, 505,474 par value	519,848	528,220	Ä	0	519,848	NA .	8,372
2003		CUSIP 59549NAB9	MDST Series 6, due 07/01/2035, 7.40%, 298,882 par value	317,981	NA	NA	30	317,981	293,464	NA

Note: As a result of the prohibited transactions listed above, Advantus refunded the Plan \$1,047.