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



Form 13F

NOT PUBLIC

Form 13F COVER PAGE

Report for the calendar year or quarter ended: June 30, 2000

Check here if Amendment ☐; Amendment Number: _____
This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Staro Asset Management, L.L.C.
Address: 1500 W. Market Street
Suite 200
Mequon, WI 53092

CONFIDENTIAL TREATMENT EXPIRES
and
CONFIDENTIAL TREATMENT DENY

Form 13F File Number: 28- 5806

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Michael A. Roth
Title: Managing General Partner
Phone: (262) 241-1810

PROCESSED

JAN 23 2004

THOMSON
FINANCIAL

Signature, Place, and Date of Signing:

Michael A. Roth

Mequon, WI

August 8, 2000

Report Type (Check only one.):

CONFIDENTIAL

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 235

Form 13F Information Table Value Total: \$1,440,065
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

None.

Form 13F

STARO ASSET MANAGEMENT

Column 1: Name of Issuer	Column 2: Title of Class	Column 3: CUSIP Number	Column 4: Fair Market Value (X\$1000)	Column 5:			Column 6: Investment Discretion	Column 7: Other Managers	Column 8:		
				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Voting Authority		
									Sole	Shared	None
MBL INTL FIN BERMUDA	DEBT	55262XAA2	\$52	100	PRN AMT		SOLE		X		
ADVANCED ENERGY INDUSTRIES	COMMON	007973100	\$766	13,000	SHARES		SOLE		X		
AETHER SYS INC	DEBT	00808VAA3	\$9,775	9,200	PRN AMT		SOLE		X		
STANDARD AUTOMOTIVE CORP	COMMON	853097103	\$343	45,000	SHARES		SOLE		X		
STANDARD AUTOMOTIVE CORP	PREFERRED	853097202	\$622	77,700	SHARES		SOLE		X		
ALCATEL	COMMON	013904305	\$8,080	121,500	SHARES		SOLE		X		
ALKERMES INC	DEBT	01642TAB4	\$14,790	17,000	PRN AMT		SOLE		X		
ALEXION PHARMACEUTICALS INC	DEBT	015351AA7	\$1,650	2,000	PRN AMT		SOLE		X		
APPLIED MATERIALS INC	OPTION	038222905	\$6,797	750		CALL	SOLE		X		
AMERICAN TOWER CORP - CLASS A	COMMON	029912201	\$1,501	36,000	SHARES		SOLE		X		
AMERICAN TOWER CORP	DEBT	029912AD4	\$9,101	7,055	PRN AMT		SOLE		X		
AMERICAN TOWER CORP	DEBT	029912AB8	\$21,773	11,825	PRN AMT		SOLE		X		
ALLIED RISER COMMUNICATIONS	COMMON	019496108	\$212	15,000	SHARES		SOLE		X		
ASM INTL NV	COMMON	N07045102	\$252	9,500	SHARES		SOLE		X		
AT HOME CORP	COMMON	045919107	\$301	14,500	SHARES		SOLE		X		
BASE TEN SYSTEMS - CLASS A	COMMON	069779304	\$24	25,520	SHARES		SOLE		X		
BEST BUY CO INC	OPTION	086516901	\$6,325	1,000		CALL	SOLE		X		
BESTFOODS	COMMON	08658U101	\$21,627	312,300	SHARES		SOLE		X		
BESTFOODS	OPTION	08658U901	\$3,463	500		PUT	SOLE		X		
BIOGEN	OPTION	090597105	\$6,450	1,000		CALL	SOLE		X		
BOWNE & CO INC	COMMON	103043105	\$201	20,000	SHARES		SOLE		X		
BIOVAIL CORP	PREFERRED	09067J208	\$10,573	218,000	SHARES		SOLE		X		
BIOVAIL CORP	WARRANT	09067J117	\$43,123	576,900	SHARES		SOLE		X		
CITIGROUP INC	OPTION	172967901	\$12,050	2,000		CALL	SOLE		X		
CELL GENESYS INC	COMMON	150921104	\$291	10,400	SHARES		SOLE		X		
CEPHALON INC	PREFERRED	156708406	\$10,159	60,000	SHARES		SOLE		X		
CELESTICA INC	COMMON	15101Q108	\$487	10,000	SHARES		SOLE		X		
CELLSTAR CORP	DEBT	150925AC9	\$18,479	42,975	PRN AMT		SOLE		X		
CREDENCE SYSTEMS CORP	DEBT	225302AC2	\$10,532	6,427	PRN AMT		SOLE		X		
CMS ENERGY CORP	OPTION	125896951	\$443	200		PUT	SOLE		X		

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											Sole	Shared
COMVERSE TECHNOLOGY INC	DEBT	205862AG0	\$44,224	10,149	PRN AMT			SOLE			X	
CANADIAN NATL RAILWAY CO	COMMON	136375102	\$736	25,200	SHARES			SOLE			X	
3COM CORP	COMMON	885535104	\$29,291	508,300	SHARES			SOLE			X	
COREL CORP	COMMON	21868Q109	\$1,181	300,000	SHARES			SOLE			X	
CITRIX SYSTEMS INC	DEBT	177376AB6	\$10,868	31,500	PRN AMT			SOLE			X	
CYPRESS SEMICONDUCTOR CORP	COMMON	232806109	\$761	18,000	SHARES			SOLE			X	
CYBERSOURCE CORP	OPTION	23251J906	\$259	250			CALL	SOLE			X	
CYMER INC	DEBT	232572AC1	\$18,768	16,664	PRN AMT			SOLE			X	
ECHOSTAR COMMUNICATIONS	COMMON	278762109	\$225	6,800	SHARES			SOLE			X	
DISCOVERY LABORATORIES INC	COMMON	254668106	\$80	17,800	SHARES			SOLE			X	
DAISYTEK INTL CORP	COMMON	234053106	\$741	78,500	SHARES			SOLE			X	
ELAN PLC	WARRANT	284131703	\$1,598	26,200	SHARES			SOLE			X	
EMC CORP	OPTION	268648902	\$15,388	2,000			CALL	SOLE			X	
ETOYS INC	COMMON	297862104	\$160	25,200	SHARES			SOLE			X	
FEDERATED DEPT STORES INC	WARRANT	31410H127	\$1,586	168,000	SHARES			SOLE			X	
FRIEDE GOLDMAN HALTER INC	DEBT	358430AA4	\$7,456	13,080	PRN AMT			SOLE			X	
FLOWERS INDUSTRIES INC	COMMON	343496105	\$997	50,000	SHARES			SOLE			X	
GLOBAL CROSSING LTD	COMMON	G3921A100	\$19,340	735,011	SHARES			SOLE			X	
GLOBAL CROSSING LTD	PREFERRED	G3921A134	\$1,322	6,000	SHARES			SOLE			X	
GAP INC	COMMON	364760108	\$656	21,000	SHARES			SOLE			X	
HOLLINGER INTL INC	COMMON	435569108	\$239	17,542	SHARES			SOLE			X	
HMT TECHNOLOGY CORP	DEBT	403917AD9	\$2,365	8,523	PRN AMT			SOLE			X	
HUTCHINSON TECHNOLOGY INC	DEBT	448407AC0	\$3,316	4,700	PRN AMT			SOLE			X	
HEWLETT PACKARD CO	OPTION	428236903	\$12,488	1,000			CALL	SOLE			X	
HEXCEL CORP	DEBT	428291AA6	\$1,215	1,500	PRN AMT			SOLE			X	
INTERNATIONAL BUSINESS MACHS	OPTION	459200901	\$10,956	1,000			CALL	SOLE			X	
INTERNET CAP GROUP INC	DEBT	46059CAA4	\$8,204	12,360	PRN AMT			SOLE			X	
INTEL CORP	OPTION	458140900	\$36,764	2,750			CALL	SOLE			X	
INTERNATIONAL PAPER CO	COMMON	460146103	\$1,046	35,000	SHARES			SOLE			X	
IT GROUP INC	PREFERRED	465266302	\$8,520	516,380	SHARES			SOLE			X	

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				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Voting Authority	Shared	None
JACOR COMMUNICATIONS INC	WARRANT	469858138	\$4,318	358,300	SHARES		SOLE		X		
JUNIPER NETWORKS INC	DEBT	48203RAA2	\$11,271	10,200	SHARES		SOLE		X		
KLA-TENCOR CORP	COMMON	482480100	\$252	4,300	SHARES		SOLE		X		
KULICKE & SOFFA INDS INC	DEBT	501242AE1	\$11,631	8,000	PRN AMT		SOLE		X		
KMART FINANCING	PREFERRED	498778208	\$1,822	50,000	SHARES		SOLE		X		
KERR-MCGEE CORP	COMMON	492386107	\$619	10,500	SHARES		SOLE		X		
LASERSIGHT INC	COMMON	517924106	\$152	39,900	SHARES		SOLE		X		
LEHMAN BROS HOLDINGS INC	OPTION	524908100	\$4,728	500		CALL	SOLE		X		
LEARNOUT & HAUSPIE SPEECH PRODS	COMMON	B5628B104	\$6,574	149,200	SHARES		SOLE		X		
LEARNOUT & HAUSPIE SPEECH PRODS	OPTION	B5628B904	\$1,058	240		CALL	SOLE		X		
LEARNOUT & HAUSPIE SPEECH PRODS	OPTION	B5628B954	\$45,032	10,220		PUT	SOLE		X		
LEGG MASON INC	COMMON	524901105	\$200	4,000	SHARES		SOLE		X		
LAM RESEARCH CORP	OPTION	512807908	\$375	100		PUT	SOLE		X		
LATTICE SEMICONDUCTOR CORP	COMMON	518415104	\$2,136	30,900	SHARES		SOLE		X		
LATTICE SEMICONDUCTOR CORP	DEBT	518415AC8	\$13,463	7,500	PRN AMT		SOLE		X		
LSI LOGIC CORP	DEBT	502161AD4	\$48,393	13,790	PRN AMT		SOLE		X		
LEVEL 3 COMMUNICATIONS INC	OPTION	52729N900	\$880	100		CALL	SOLE		X		
MCDONALDS CORP	OPTION	580135901	\$2,470	750		CALL	SOLE		X		
MDC CORP	COMMON	55267W309	\$1,810	200,000	SHARES		SOLE		X		
MERRILL LYNCH & CO INC	OPTION	590188908	\$11,500	1,000		CALL	SOLE		X		
MERCURY INTERACTIVE CORP	COMMON	589405109	\$3,193	33,000	SHARES		SOLE		X		
METHODE ELECTRONICS INC - CL A	COMMON	591520200	\$1,711	44,300	SHARES		SOLE		X		
MAGNA INTERNATIONAL INC	DEBT	559222AG9	\$1,205	1,366	PRN AMT		SOLE		X		
MARKEL CORP	COMMON	570535104	\$10,173	71,834	SHARES		SOLE		X		
MILLENNIUM PHARMACEUTICALS INC	DEBT	599902AB9	\$10,812	7,250	PRN AMT		SOLE		X		
MOLEX INC - CLASS A	COMMON	608554200	\$331	9,450	SHARES		SOLE		X		
MOTOROLA INC	OPTION	620076909	\$8,719	3,000		CALL	SOLE		X		
MICROSOFT CORP	COMMON	594918104	\$480	6,000	SHARES		SOLE		X		
MORGAN STANLEY DEAN WITTER	OPTION	617446908	\$8,325	1,000		CALL	SOLE		X		
NATIONAL AUSTRALIA BK LTD	PREFERRED	632525309	\$7,063	250,000	SHARES		SOLE		X		

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				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Voting Authority	None
NEWFIELD EXPL CO	PREFERRED	651291205	\$1,287	22,480	SHARES		SOLE		X	
NETWORK PLUS CORP	PREFERRED	64122D605	\$1,740	60,000	SHARES		SOLE		X	
NTN COMMUNICATIONS INC	COMMON	629410309	\$378	155,000	SHARES		SOLE		X	
NEXTLINK COMMUNICATIONS INC-CL A	COMMON	65333H707	\$1,445	38,080	SHARES		SOLE		X	
NEXTLINK COMMUNICATIONS INC	OPTION	65333H907	\$2,656	700		CALL	SOLE		X	
NEXTEL COMMUNICATIONS INC - CL A	COMMON	65332V103	\$367	6,000	SHARES		SOLE		X	
OFFSHORE LOGISTICS	DEBT	676255AF9	\$13,464	15,235	PRN AMT		SOLE		X	
PALM INC	COMMON	696642107	\$7,549	226,200	SHARES		SOLE		X	
PALM INC	OPTION	696642909	\$1,168	350		CALL	SOLE		X	
SPRINT CORP	COMMON	852061506	\$59,500	1,000,000	SHARES		SOLE		X	
SPRINT CORP	OPTION	852061906	\$11,127	1,870		CALL	SOLE		X	
PRIDE INTERNATIONAL INC	DEBT	741932AB3	\$7,076	17,000	PRN AMT		SOLE		X	
PERLE SYSTEMS LTD	COMMON	714152105	\$65	19,500	SHARES		SOLE		X	
PATINA OIL & GAS CORP	WARRANT	703224113	\$802	91,662	SHARES		SOLE		X	
POGO PRODUCING CO	DEBT	730448AE7	\$3,606	4,494	SHARES		SOLE		X	
PEREGRINE SYSTEMS INC	COMMON	71366Q101	\$294	8,476	SHARES		SOLE		X	
PROVIDIAN FINANCIAL CORP	OPTION	74406A102	\$4,500	500		CALL	SOLE		X	
PROVIDENCE ENERGY CORP	COMMON	743743106	\$3,123	77,100	SHARES		SOLE		X	
QUANTUM CORP	DEBT	747906AC9	\$553	705	SHARES		SOLE		X	
NASDAQ 100	COMMON	631100104	\$1,777	19,000	SHARES		SOLE		X	
READERS DIGEST ASSN - CLASS B	COMMON	755267200	\$969	26,500	SHARES		SOLE		X	
READ-RITE CORP	COMMON	755246105	\$3,234	1,457,823	SHARES		SOLE		X	
READ-RITE CORP	DEBT	755246AB1	\$2,227	4,124	PRN AMT		SOLE		X	
REVLON INC - CLASS A	COMMON	761525500	\$1,416	224,300	SHARES		SOLE		X	
RES-CARE INC	DEBT	760943AC4	\$1,738	3,475	PRN AMT		SOLE		X	
ROUSE CO	PREFERRED	779273309	\$6,363	190,638	SHARES		SOLE		X	
SINCLAIR BROADCAST GROUP INC	PREFERRED	829226505	\$8,052	268,414	SHARES		SOLE		X	
SCHWAB CHARLES CORP	OPTION	808513905	\$3,363	1,000		CALL	SOLE		X	
SIEBEL SYSTEMS INC	OPTION	826170902	\$8,178	500		CALL	SOLE		X	
SEALED AIR CORP	PREFERRED	81211K209	\$10,330	205,064	SHARES		SOLE		X	

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				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Voting Authority	None
SEALED AIR CORP	OPTION	81211K900	\$19,379	3,700		CALL	SOLE		X	
SEPRACOR INC	COMMON	817315104	\$651	5,400	SHARES		SOLE		X	
SILICON GRAPHICS INC	DEBT	827056AC6	\$7,147	11,527	PRN AMT		SOLE		X	
SIMULA INC	DEBT	829206AB7	\$1,354	2,992	PRN AMT		SOLE		X	
SUNBEAM CORPORATION	COMMON	867071102	\$7,526	2,189,500	SHARES		SOLE		X	
SUNBEAM CORPORATION	DEBT	867071AA0	\$67	710	PRN AMT		SOLE		X	
S & P 500 DEPOSITARY RECEIPT	COMMON	78462F103	\$6,542	45,000	SHARES		SOLE		X	
SMURFIT-STONE CONTAINER CORP	COMMON	832727101	\$2,571	199,683	SHARES		SOLE		X	
SUN MICROSYSTEMS INC	OPTION	866810904	\$22,734	2,500		CALL	SOLE		X	
CNA SURETY CORPORATION	COMMON	12612L108	\$298	25,000	SHARES		SOLE		X	
AT&T CORP	OPTION	001957909	\$4,111	1,300		CALL	SOLE		X	
TELECOM INC - CLASS A	COMMON	87959Y103	\$406	17,200	SHARES		SOLE		X	
TELEFONOS DE MEXICO	DEBT	879403AD5	\$4,140	3,128	PRN AMT		SOLE		X	
TAIWAN SEMICONDUCTOR	COMMON	874039209	\$5,088	131,300	SHARES		SOLE		X	
TRANS WORLD AIRLINES	COMMON	893349837	\$1,494	683,151	SHARES		SOLE		X	
TOWER AUTOMOTIVE INC	DEBT	891707AE1	\$2,881	3,700	PRN AMT		SOLE		X	
TEXAS BIOTECHNOLOGY CORP	WARRANT	88221T120	\$285	27,800	SHARES		SOLE		X	
UNISYS CORP	COMMON	909214108	\$510	35,000	SHARES		SOLE		X	
UNISYS CORP	OPTION	909214908	\$510	350		CALL	SOLE		X	
WILLIAMS COMMUNICATIONS GROUP	COMMON	969455104	\$4,294	129,400	SHARES		SOLE		X	
WESTERN GAS RESOURCES INC	PREFERRED	958259301	\$1,657	48,650	SHARES		SOLE		X	
WHX CORP	COMMON	929248102	\$1,204	218,901	SHARES		SOLE		X	
WHX CORP - CLASS A	PREFERRED	929248201	\$1,672	77,303	SHARES		SOLE		X	
WESTPOINT STEVENS INC	COMMON	961238102	\$3,803	341,800	SHARES		SOLE		X	
Sheet A General Holdings Totals:			\$950,352							
Sheet B Risk Arb Totals:			\$489,713							
AGGREGATE TOTALS:			\$1,440,065							

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STARO ASSET MANAGEMENT

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				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Sole	Shared
ACME ELECTRONIC CORP	COMMON	004644100	\$1,951	226,000	SHARES		SOLE		X	
AMERICAN SOFTWARE INC	COMMON	029683109	\$85	16,500	SHARES		SOLE		X	
ACT NETWORKS INC	COMMON	000975102	\$4,131	269,800	SHARES		SOLE		X	
AMERICA ONLINE INC	COMMON	02364J104	\$2,547	48,285	SHARES		SOLE		X	
ACTIVE SOFTWARE INC	COMMON	00504E100	\$544	7,000	SHARES		SOLE		X	
BANKATLANTIC BANCORP	COMMON	065908105	\$335	57,000	SHARES		SOLE		X	
BURR-BROWN CORP	COMMON	122574106	\$2,115	24,400	SHARES		SOLE		X	
BERKSHIRE ENERGY RESOURCES	COMMON	084644103	\$269	7,200	SHARES		SOLE		X	
BUFFETS INC	COMMON	119882108	\$669	52,700	SHARES		SOLE		X	
BRADLEY REAL ESTATE INC	COMMON	104580105	\$5,902	276,950	SHARES		SOLE		X	
BIOMATRIX INC	COMMON	09060P102	\$215	9,500	SHARES		SOLE		X	
AMERICAN NATL CAN GROUP INC	COMMON	027714104	\$3,827	226,800	SHARES		SOLE		X	
CATSKILL FINANCIAL CORP	COMMON	149348104	\$284	13,000	SHARES		SOLE		X	
CONSOLIDATED PAPERS INC	COMMON	209759109	\$1,463	40,000	SHARES		SOLE		X	
COLUMBIA ENERGY GROUP	COMMON	197648108	\$27,748	422,820	SHARES		SOLE		X	
CTG RESOURCES INC	COMMON	125957100	\$739	20,150	SHARES		SOLE		X	
CMP GROUP INC	COMMON	125887109	\$2,401	81,919	SHARES		SOLE		X	
DESTRON FEARING CORP	COMMON	250637105	\$173	37,500	SHARES		SOLE		X	
DURAMED PHARMACEUTICALS INC	COMMON	266354109	\$1,438	264,372	SHARES		SOLE		X	
EGAIN COMMUNICATIONS	COMMON	28225C103	\$2,444	201,562	SHARES		SOLE		X	
ESKIMO PIE CORP	COMMON	296443104	\$335	33,900	SHARES		SOLE		X	
FIRST SEC CORP DEL	COMMON	336294103	\$716	52,800	SHARES		SOLE		X	
TEXARKANA FIRST FINL CORP	COMMON	881801104	\$1,130	50,350	SHARES		SOLE		X	
GLIATECH INC	COMMON	37929C103	\$2,325	114,800	SHARES		SOLE		X	
GENERAL MOTORS CORP	COMMON	370442105	\$3,321	57,203	SHARES		SOLE		X	
GENERAL MOTORS - CLASS H	COMMON	370442832	\$29,619	337,534	SHARES		SOLE		X	
GENZYME CORP - TISSUE REPAIR	COMMON	372917401	\$77	14,700	SHARES		SOLE		X	
HAVEN BANCORP INC	COMMON	419352109	\$559	30,100	SHARES		SOLE		X	
HIGHLAND BANCORP INC	COMMON	429879109	\$2,640	108,300	SHARES		SOLE		X	
HEALTHCON WEBMD CORP	COMMON	422209106	\$1,481	100,000	SHARES		SOLE		X	
HOMEGROCER.COM INC	COMMON	43740K100	\$549	91,100	SHARES		SOLE		X	

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				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Sole	Shared
INTERNATIONAL HOME FOODS INC	COMMON	459655106	\$7,188	343,300	SHARES		SOLE		X	
MARK IV INDS INC	COMMON	570387100	\$418	20,000	SHARES		SOLE		X	
JASON INC	COMMON	471171108	\$19,383	2,013,775	SHARES		SOLE		X	
JENNY CRAIG INC	COMMON	224206102	\$397	115,500	SHARES		SOLE		X	
JDS UNIPHASE CORP	COMMON	466121101	\$2,132	17,787	SHARES		SOLE		X	
JOHNS MANVILLE CORP	COMMON	478129109	\$3,198	242,500	SHARES		SOLE		X	
KEYSTONE FINANCIAL INC	COMMON	493482103	\$638	30,000	SHARES		SOLE		X	
LYCOS INC	COMMON	550818108	\$29,149	539,800	SHARES		SOLE		X	
LYCOS INC	OPTION	550818908	\$1,080	200		CALL	SOLE		X	
LILLY INDUSTRIES INC - CLASS A	COMMON	532491107	\$3,157	105,000	SHARES		SOLE		X	
LJL BIOSYSTEMS INC	COMMON	501873103	\$2,866	147,900	SHARES		SOLE		X	
LASER POWER CORP	COMMON	51806K104	\$770	154,000	SHARES		SOLE		X	
LUNAR CORP	COMMON	550362107	\$4,690	280,000	SHARES		SOLE		X	
MCN ENERGY GROUP INC	COMMON	55267J100	\$9,311	435,620	SHARES		SOLE		X	
MALLINCKRODT INC	COMMON	561232109	\$13,917	320,400	SHARES		SOLE		X	
MPW INDUSTRIAL SERVICES GROUP	COMMON	553444100	\$295	38,000	SHARES		SOLE		X	
NABISCO HOLDINGS CORP	OPTION	629526904	\$3,413	650		CALL	SOLE		X	
NABISCO HOLDINGS CORP	COMMON	629526104	\$20,606	392,500	SHARES		SOLE		X	
NEW CENTURY ENERGIES INC	COMMON	64352U103	\$7,199	234,600	SHARES		SOLE		X	
OLD GUARD GROUP INC	COMMON	679783100	\$1,279	110,643	SHARES		SOLE		X	
ONEMAIN.COM INC	COMMON	68267P109	\$394	35,000	SHARES		SOLE		X	
PAGING NETWORK INC	COMMON	695542100	\$590	609,200	SHARES		SOLE		X	
PETCO ANIMAL SUPPLIES	COMMON	716016100	\$3,346	170,500	SHARES		SOLE		X	
PACIFIC GATEWAY PROPERTIES	COMMON	694330101	\$138	11,600	SHARES		SOLE		X	
PIONEER GROUP INC	COMMON	723684106	\$8,522	201,100	SHARES		SOLE		X	
PRIMARK CORP	COMMON	741903108	\$9,717	260,850	SHARES		SOLE		X	
POLICY MANAGEMENT SYSTEMS	COMMON	731108106	\$1,696	110,300	SHARES		SOLE		X	
PSC INC	COMMON	69361E107	\$1,335	164,300	SHARES		SOLE		X	
QUALITY DINING INC	COMMON	74756P105	\$526	160,300	SHARES		SOLE		X	
RELIANCE GROUP HOLDINGS INC	COMMON	759464100	\$26	35,000	SHARES		SOLE		X	
RELIASTAR FINANCIAL CORP	COMMON	75952U103	\$33,932	647,100	SHARES		SOLE		X	

Form 13F

STARO ASSET MANAGEMENT

Column 1: Name of Issuer	Column 2: Title of Class	Column 3: CUSIP Number	Column 4: Fair Market Value (X\$1000)	Column 5:			Column 6: Investment Discretion	Column 7: Other Managers	Column 8:	
				Shares or Principal Amount	Shares/ Prn. Amt.	Put/ Call			Voting Authority	None
SCANA CORP	COMMON	80589M102	\$483	20,000	SHARES		SOLE		X	
SPIROS DEVELOPMENT CORP	COMMON	848936100	\$457	30,700	SHARES		SOLE		X	
SEAGATE TECH	COMMON	811804103	\$6,936	126,100	SHARES		SOLE		X	
SEAGATE TECH	OPTION	811804903	\$11,000	2,000		CALL	SOLE		X	
SCIENTIFIC GAMES HOLDINGS CORP	COMMON	808747109	\$10,038	409,700	SHARES		SOLE		X	
SCHEIN PHARMACEUTICAL INC	COMMON	806416103	\$3,784	175,000	SHARES		SOLE		X	
SECURITY PENNSYLVANIA FINL CORP	COMMON	814847109	\$586	35,000	SHARES		SOLE		X	
STAR TELECOMMUNICATIONS INC	COMMON	854923109	\$3,868	1,528,300	SHARES		SOLE		X	
TERRA NETWORKS SA	COMMON	88100W103	\$9,896	271,350	SHARES		SOLE		X	
TEXAS INSTRUMENTS INC	OPTION	882508904	\$10,303	1,500		CALL	SOLE		X	
TEXAS INSTRUMENTS INC	COMMON	882508104	\$378	5,500	SHARES		SOLE		X	
TYCO INTERNATIONAL LTD	OPTION	902124906	\$4,738	1,000		CALL	SOLE		X	
US AIRWAYS GROUP INC	COMMON	911905107	\$1,853	47,500	SHARES		SOLE		X	
UNION CARBIDE CORP	COMMON	905581104	\$7,797	165,900	SHARES		SOLE		X	
FIRST UNITED BANCSHARES ARK	COMMON	33741E104	\$1,276	84,000	SHARES		SOLE		X	
US CAN CORP	COMMON	90328W105	\$3,397	195,500	SHARES		SOLE		X	
US FRANCHISE SYSTEMS INC - CL A	COMMON	902956309	\$96	20,000	SHARES		SOLE		X	
VETERINARY CENTERS OF AMER INC	COMMON	925514101	\$3,167	230,300	SHARES		SOLE		X	
SEAGRAM LTD	PREFERRED	811850205	\$7,525	140,000	SHARES		SOLE		X	
SEAGRAM LTD	COMMON	811850106	\$870	15,000	SHARES		SOLE		X	
VASTAR RESOURCES INC	COMMON	922380100	\$36,293	441,921	SHARES		SOLE		X	
VERIO INC	COMMON	923433106	\$31,793	573,000	SHARES		SOLE		X	
VERITAS SOFTWARE CO	OPTION	923436909	\$16,952	1,500		CALL	SOLE		X	
VAN KAMPEN CONVERTIBLE SECS	COMMON	920956109	\$4,923	146,400	SHARES		SOLE		X	
WEBVAN GROUP INC	COMMON	94845V103	\$160	22,000	SHARES		SOLE		X	
WESLEY JESSEN VISIONCARE INC	COMMON	951018100	\$5,879	156,500	SHARES		SOLE		X	
YOUNG & RUBICAM INC	COMMON	987425105	\$11,255	196,800	SHARES		SOLE		X	
ZIFF-DAVIS INC - ZD	COMMON	989511100	\$585	65,000	SHARES		SOLE		X	
ZIFF-DAVIS INC - ZDNET	COMMON	989511209	\$90	10,000	SHARES		SOLE		X	
Sheet B Risk Arb Totals:			\$489,713							
AGGREGATE TOTALS:			\$1,440,065							