

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

13FCONP 5/15/02

Form 13F

Form 13F COVER PAGE

CONFIDENTIAL TREATMENT REQUESTED

Report for the Calendar Year or Quarter Ended: March 31, 2001

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: Deephaven Capital Management LLC
Address: 130 Cheshire Lane, Suite 102, Minnetonka, MN 55305

Form 13F File Number: 28-6461

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: Jim Korn
Title: Chief Legal Officer
Phone: (952) 249-5538

Signature, Place, and Date of Signing:



Minnetonka, Minnesota

PROCESSED

JAN 11 2007 *P*

THOMSON
FINANCIAL

5/9/01

Report type (check only one.):

- [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: N/A

CONFIDENTIAL TREATMENT EXPIRES

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	175
Form 13F Information Table Value Total:	710,496 (thousands)
List of Other Included Managers:	N/A

CONFIDENTIAL TREATMENT REQUESTED

COLUMN-1	COLUMN-2	COLUMN-3	COLUMN-4	COLUMN-5			COLUMN-6	COLUMN-7	COLUMN-8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x \$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INV. DISC.	OTHER MGRS	SOLE	SHARED	NONE
ACTION PERFORMANCE	CONV BD	004933AB3	762	1,813,000	PRN		SOLE	N/A	0	0	1,813,000
ACTIVISION INC	SUB NT CONV 6.75%	004930AC7	12,208	9,500,000	PRN		SOLE	N/A	0	0	9,500,000
ADELPHIA COMMUNICATIONS	COM CL A	006847107	583	14,400	SH		SOLE	N/A	14,400	0	0
AIRGAS INC	COM	009363102	79	10,000	SH		SOLE	N/A	10,000	0	0
ALCAN/ALUMINUM LTD	COM	013716105	2,729	75,800	SH		SOLE	N/A	75,800	0	0
ALLIANCE BANCORP	COM	01852105	4,912	195,000	SH		SOLE	N/A	195,000	0	0
ALPHARMA	CONV BD	020813AB7	4,907	4,410,000	PRN		SOLE	N/A	0	0	4,410,000
ALPHARMA INC	CONV SR SUB NT	020813AD3	4,628	4,000,000	PRN		SOLE	N/A	0	0	4,000,000
ALZA CORP	COM	022615108	13,223	326,500	SH		SOLE	N/A	326,500	0	0
AMERICAN GENERAL CORP	COM	026351106	4,514	118,000	SH		SOLE	N/A	118,000	0	0
AMERICAN TOWER CORP	144A CV BD 5%	029912AE2	2,166	2,750,000	PRN		SOLE	N/A	0	0	2,750,000
AMERICAN TOWER CORP	5.0% CV AF	029912AF9	14,520	18,600,000	PRN		SOLE	N/A	0	0	18,600,000
AMERICAN TOWER CORP	CL A	029912201	690	37,300	SH		SOLE	N/A	37,300	0	0
AMERITRADE HLDG CORP	CL A	03072H109	249	47,100	SH		SOLE	N/A	47,100	0	0
AMGEN INC	COM	03072H109	73	13,900	SH		SOLE	N/A	13,900	0	0
ANALOG DEVICES INC	COM	031162100	301	5,000	SH		SOLE	N/A	5,000	0	0
ANTEC CORP	144A 4.75 CV SB NT	032654AC9	16,744	19,000,000	PRN		SOLE	N/A	0	0	19,000,000
APACHE CORP	SUB NT CONV 4.50%	03664PAB1	13,523	21,089,000	PRN		SOLE	N/A	0	0	21,089,000
APP FIN VI MAURITIUS	COM	037411105	4,401	76,400	SH		SOLE	N/A	76,400	0	0
ARV ASSISTED LIVING INC	LYONS NT ZERO 12	00202NAA3	1,061	42,456,000	PRN		SOLE	N/A	0	0	42,456,000
ASM LITHOGRAPHY HOLDINGS	SB NT CV 144A O6	00204CAA5	1,785	7,000,000	PRN		SOLE	N/A	0	0	7,000,000
ASSISTED LIVING CONCEPTS INC	COM	N07059111	217	10,000	SH		SOLE	N/A	10,000	0	0
ASSISTED LIVING CONCEPTS INC	SB DB CV 6% 02	04543LAD1	1,059	2,435,000	PRN		SOLE	N/A	0	0	2,435,000
AT HOME CORP	CV 5 5/8 MN SB DB	04543LAG4	1,800	4,000,000	PRN		SOLE	N/A	0	0	4,000,000
AT HOME CORP	SB DB CV 144A 18	045919AA5	290	750,000	PRN		SOLE	N/A	0	0	750,000
AVATAR HLDGS INC	SB DB CV 0.525% 18	045919AC1	386	1,000,000	PRN		SOLE	N/A	0	0	1,000,000
AVNET INC	SUB NT CONV 7%05	05349AD2	2,881	3,140,000	PRN		SOLE	N/A	0	0	3,140,000
BACNO FRANCES DEL RIO DE LA	COM	053807103	715	34,900	SH		SOLE	N/A	34,900	0	0
BANKATLANTIC BANCORP	COM	059591107	2,641	101,000	SH		SOLE	N/A	101,000	0	0
BARRETT RESOURCES CORP NEW	SB DB CV 6.75%06	065908AB1	3,798	3,500,000	PRN		SOLE	N/A	0	0	3,500,000
BELCO OIL AND GAS	COM	068480201	7,807	130,000	SH		SOLE	N/A	130,000	0	0
BURLINGTON NORTHERN SANTA FE	PFV CONV	077410207	1,260	80,300	PRN		SOLE	N/A	0	0	80,300
CAPITAL ONE FINANCIAL CORP	COM	12189T104	3,047	100,300	SH		SOLE	N/A	100,300	0	0
CASINO DATA SYSTEMS	COM	14040H105	1,965	35,400	SH		SOLE	N/A	35,400	0	0
C-CUBE MICROSYSTEMS INC	COM	147583108	659	75,000	SH		SOLE	N/A	75,000	0	0
CELLSTAR CORP	COM	12501N108	246	20,000	SH		SOLE	N/A	20,000	0	0
CENDANT CORP	SUB NT CONV 5%02	150925AC9	300	1,500,000	PRN		SOLE	N/A	0	0	1,500,000
CENTENNIAL TECHNOLOGIES	COM	151313103	1,605	110,000	SH		SOLE	N/A	110,000	0	0
CENTEX CORP	COM	151392206	1,014	98,900	SH		SOLE	N/A	98,900	0	0
CENTURA BANKS INC	COM	152312104	6,797	163,200	SH		SOLE	N/A	163,200	0	0
CHARMING SHOPPES	COM	15640T100	10,004	202,300	SH		SOLE	N/A	202,300	0	0
CHARTER COMMUNICATIONS INC	SUB NT CV 7.50%	161133AA1	5,744	6,660,000	PRN		SOLE	N/A	0	0	6,660,000
	144 5.75 CV	16117MAA5	8,741	7,000,000	PRN		SOLE	N/A	0	0	7,000,000

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CONFIDENTIAL TREATMENT REQUESTED

COLUMN-1		COLUMN-2		COLUMN-3		COLUMN-4		COLUMN-5			COLUMN-6		COLUMN-7		COLUMN-8		
						VALUE (x \$1000)		SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INV. DISC.	OTHER MGRS	VOTING AUTHORITY				
NAME OF ISSUER		TITLE OF CLASS		CUSIP									SOLE	SHARED	NONE		
CHECKPOINT SYS INC		SB DB CV 5.25%05		162825AB9		1,180		1,625,000	PRN		SOLE	N/A	0	0	1,625,000		
CHEVRON CORP		COM		166751107		8,534		97,202	SH		SOLE	N/A	97,202	0	0	0	
CIT GROUP INC		COM		125577106		5,054		175,000	SH		SOLE	N/A	175,000	0	0	0	
COMCAST CORP		ZONES CV2% PCS		200300507		28,766		684,900	SH		SOLE	N/A	684,900	0	0	0	
COUER'D'ALENE MINES CORP		144A 7 1/4		192108AF5		573		1,350,000	PRN		SOLE	N/A	0	0	1,350,000		
COUER D'ALENE MINES CORP		CV 7 1/4 AO SB NT		192108AG3		638		1,500,000	PRN		SOLE	N/A	0	0	1,500,000		
CRESCENT REAL ESTATE EQUITIES		PFD CONV		225756204		996		58,300	PRN		SOLE	N/A	0	0	58,300		
CRITICAL PATH INC		COM		22674V100		89		43,600	SH		SOLE	N/A	43,600	0	0	0	
DDI CORP		COM		233162106		930		55,100	SH		SOLE	N/A	55,100	0	0	0	
DELHAIZE AMER INC.		CL A		246688105		1,585		77,500	SH		SOLE	N/A	77,500	0	0	0	
DOMINION RESOURCES INC-VA		COM		25746U109		1,019		15,800	SH		SOLE	N/A	15,800	0	0	0	
DUKE ENERGY CORP		COM		264399106		3,193		74,700	SH		SOLE	N/A	74,700	0	0	0	
E TRADE GROUP INC		6.0 CV AF		269246AB0		6,174		10,916,000	PRN		SOLE	N/A	0	0	10,916,000		
E TRADE GROUP INC		6.0% CV SB NT		269246AA2		1,131		2,000,000	PRN		SOLE	N/A	0	0	2,000,000		
ELAN PLC		WT EXP 123101		284131703		7,192		105,450	PRN		SOLE	N/A	0	0	105,450		
ELOT INC		SUB DB CV 7.5%11		290143AA4		29		290,000	PRN		SOLE	N/A	0	0	290,000		
EQUITY OFFICE PROP TR		PFD CONV		294741509		9,438		214,500	PRN		SOLE	N/A	0	0	214,500		
EQUITY RESIDENTIAL PPTYS TR		PFD 7%		294761883		3,074		106,000	PRN		SOLE	N/A	0	0	106,000		
F & M NATIONAL CORP		COM		302374103		1,562		41,000	SH		SOLE	N/A	41,000	0	0	0	
FEDERAL HOME LOAN MORTGAGE		COM		313400301		600		9,250	SH		SOLE	N/A	9,250	0	0	0	
FINANCIAL FEDERAL CORP		CV 4.50% SB NT		317492AC0		8,098		8,502,000	PRN		SOLE	N/A	0	0	8,502,000		
FREEPORT-MCMORAN COPPER		CL A		35671D105		144		12,300	SH		SOLE	N/A	12,300	0	0	0	
FREEPORT-MCMORAN COPPER & GOLD		PFD 7%		35671D501		348		24,600	PRN		SOLE	N/A	0	0	24,600		
FRITZ COMPANIES INC		COM		358846103		164		15,000	SH		SOLE	N/A	15,000	0	0	0	
GENENTECH INC		COM		368710406		505		10,000	SH		SOLE	N/A	10,000	0	0	0	
GENZYME CORP		CONV SUB NT 5 1/4		372917AF1		64,137		28,262,000	PRN		SOLE	N/A	0	0	28,262,000		
GLENBOROUGH REALTY TRUST INC		PFD CV		37803P204		2,024		104,600	PRN		SOLE	N/A	0	0	104,600		
GLOBAL CROSSING		6.375% PFD CV		G3921A126		3,903		70,000	PRN		SOLE	N/A	0	0	70,000		
GLOBAL CROSSING		7% PFD CV		G3921A142		418		7,500	PRN		SOLE	N/A	0	0	7,500		
GLOBAL MARINE INC NEW		COM		379352404		3,121		121,925	SH		SOLE	N/A	121,925	0	0	0	
GREAT PLAINS SOFTWARE		COM		39119E105		3,361		54,818	SH		SOLE	N/A	54,818	0	0	0	
GUIDANT CORP		COM		401698105		369		8,200	SH		SOLE	N/A	8,200	0	0	0	
HEXCEL CORP		SUB NT CV 7%		428291AA6		2,723		3,000,000	PRN		SOLE	N/A	0	0	3,000,000		
HOMEBASE INC		SB NT CV 5.25%04		43738EAB4		2,123		6,024,000	PRN		SOLE	N/A	0	0	6,024,000		
HONEYWELL INTERNATIONAL INC		COM		438516106		3,811		93,400	SH		SOLE	N/A	93,400	0	0	0	
HUMAN GENOME SCIENCES INC		SUB NT CV 144A07		444903AE8		2,083		2,000,000	PRN		SOLE	N/A	0	0	2,000,000		
HUMAN GENOME SCIENCES INC		COM		444903A08		420		9,132	SH		SOLE	N/A	9,132	0	0	0	
IBP INC		COM		449223106		410		25,000	SH		SOLE	N/A	25,000	0	0	0	
INTL PAPER CO		COM		460146103		902		25,000	SH		SOLE	N/A	25,000	0	0	0	
INVITROGEN CORP		CONV BD		46185RAB6		1,964		2,000,000	PRN		SOLE	N/A	0	0	2,000,000		
INVITROGEN CORP		144A		46185RAA8		6,875		7,000,000	PRN		SOLE	N/A	0	0	7,000,000		
JABIL CIRCUIT INC		COM		466313103		291		13,500	SH		SOLE	N/A	13,500	0	0	0	
KELLSTROM INDUSTRIES INC		CV 5.50% JD SUB NT		488035AE6		1,524		4,550,000	PRN		SOLE	N/A	0	0	4,550,000		

CONFIDENTIAL TREATMENT REQUESTED

COLUMN 1		COLUMN 2		COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
					VALUE (x \$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INV. DISC.	OTHER MGRS	SOLE	SHARED	NONE
NAME OF ISSUER	KERR MCGEE CORP	COM	492386107	1,064	16,400 SH				SOLE	N/A	16,400	0	0
	L-3 COMMUNICATIONS HLDGS INC	5.25 CONV JD	502424AA2	9,447	8,100,000 PRN				SOLE	N/A	0	0	8,100,000
	LITTON INDUSTRIES INC	COM	538021106	8,065	100,400 SH				SOLE	N/A	100,400	0	0
	LSI LOGIC CORP	COM	502161102	437	27,800 SH				SOLE	N/A	27,800	0	0
	LUMINENT INC	COM	55027R103	91	34,284 SH				SOLE	N/A	34,284	0	0
	MANULIFE	COM	56501R106	6,708	254,100 SH				SOLE	N/A	254,100	0	0
	MAXIM INTERGRATED PRODUCTS INC	COM	57772K101	1,289	31,000 SH				SOLE	N/A	31,000	0	0
	MCN ENERGY GROUP INC	COM	55267J100	3,225	125,000 SH				SOLE	N/A	125,000	0	0
	MEDAREX INC	COM	583916101	1,530	91,736 SH				SOLE	N/A	91,736	0	0
	MELLON FINANCIAL GROUP	COM	58551A108	8,469	209,000 SH				SOLE	N/A	209,000	0	0
	METHODE ELECTRONICS INC	CL A	591520200	2,165	120,723 SH				SOLE	N/A	120,723	0	0
	METHODE ELECTRS INC	CL A	591520200	7,047	392,865 SH				SOLE	N/A	392,865	0	0
	METHODE ELECTRS INC	CL A COM	591520200	2,737	152,574 SH				SOLE	N/A	152,574	0	0
	MIPS TECHNOLOGIED INC	CL B	604567206	435	18,900 SH				SOLE	N/A	18,900	0	0
	MIPS TECHNOLOGIES INC	CL B	604567206	4,107	178,577 SH				SOLE	N/A	178,577	0	0
	MOLEX INC	CL A	608554200	278	10,000 SH				SOLE	N/A	10,000	0	0
	MOTOROLA INC	COM	620076109	3,999	280,400 SH				SOLE	N/A	280,400	0	0
	MRV COMMUNICATIONS INC	COM	553477100	209	30,000 SH				SOLE	N/A	30,000	0	0
	MRV COMMUNICATIONS INC	144A CV 5%	553477AA8	337	500,000 PRN				SOLE	N/A	0	0	500,000
	MRV COMMUNICATIONS INC	SB NT CV 5%	553477AB6	4,863	7,205,000 PRN				SOLE	N/A	0	0	7,205,000
	MRV COMMUNICATIONS INC	COM	553477100	1,357	194,700 SH				SOLE	N/A	194,700	0	0
	MRV COMMUNICATIONS INC	COM	553477100	3,087	442,936 SH				SOLE	N/A	442,936	0	0
	NEW PLAN EXCEL REALTY TR	CONV PFD	648053205	1,329	54,800 PRN				SOLE	N/A	0	0	54,800
	OCEAN ENERGY INC	COM	67481E106	529	31,950 SH				SOLE	N/A	31,950	0	0
	OLD KENT FINANCIAL CORPORATION	COM	679833103	7,912	208,200 SH				SOLE	N/A	208,200	0	0
	ORBITAL SCIENCES CORP	SB NT CV 5%02	685564AC0	1,816	3,242,000 PRN				SOLE	N/A	0	0	3,242,000
OXFORD HEALTH PLANS INC	COM	691471106	3,062	114,450 SH				SOLE	N/A	114,450	0	0	
PENN TREATY AMERN CORP	SB NT CV 6.25%03	707874AC7	779	1,135,000 PRN				SOLE	N/A	0	0	1,135,000	
PFIZER INC	COM	717081103	4,070	99,400 SH				SOLE	N/A	99,400	0	0	
PFSWEB INC	COM	717098107	48	50,158 SH				SOLE	N/A	50,158	0	0	
PHILIPPINE LONG DIST SERIES III	CONV PFD	718252703	4,209	129,500 PRN				SOLE	N/A	0	0	129,500	
POWERTEL INC	COM	73936C109	688	12,518 SH				SOLE	N/A	12,518	0	0	
PRIME RETAIL INC	8.5% CONV	741570303	181	42,819 PRN				SOLE	N/A	0	0	42,819	
PROLOGIS TRUST	COM	743410102	1,078	53,703 SH				SOLE	N/A	53,703	0	0	
PROTECTION ONE ALARM	SRSBNTCV 6.75%03	743659AL8	567	880,000 PRN				SOLE	N/A	0	0	880,000	
PROVIDIAN FINANCIAL CORP	PREF CONV	74406AA88	5,843	14,100,000 PRN				SOLE	N/A	0	0	14,100,000	
PUBLIC SERVICE ENTERPRISE	COM	744573106	868	20,100 SH				SOLE	N/A	20,100	0	0	
QUANTUM CORP-HARD DISK DRIVE	COM	747906303	1,076	101,900 SH				SOLE	N/A	101,900	0	0	
RADIO ONE INC	CL D NON VTG	75040P405	1,813	117,900 SH				SOLE	N/A	0	0	117,900	
RALSTON-RALSTON PURINA GROUP	COM	751277302	7,367	236,500 SH				SOLE	N/A	236,500	0	0	
RATIONAL SOFTWARE CORP	COM NEW	75409P202	863	48,600 SH				SOLE	N/A	48,600	0	0	
RAYTHEON CO	CL A	755111309	1,460	50,000 SH				SOLE	N/A	50,000	0	0	
RAYTHEON CO	CL A	755111309	7,753	265,500 SH				SOLE	N/A	265,500	0	0	

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COLUMN-1	COLUMN-2	COLUMN-3	COLUMN-4	COLUMN-5		COLUMN-6	COLUMN-7	COLUMN-8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x \$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INV. DISC.	OTHER MGRS	VOTING AUTHORITY
RECKSON REALTY CORP	CONV PFD	75621K205	4,668	217,100	PRN		SOLE	N/A	SOLE 0 217,100
RES-CARE INC	144A CV SB NT 6%	760943AA8	820	1,485,000	PRN		SOLE	N/A	0 1,485,000
RES-CARE INC	CONV SUB NT 6%	760943AC4	1,044	1,890,000	PRN		SOLE	N/A	0 1,890,000
ROBBINS & MYERS INC	SUB NT CV 6.5%03	770196AA1	2,863	2,780,000	PRN		SOLE	N/A	0 2,780,000
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	3,471	150,600	SH		SOLE	N/A	150,600 0
ROYAL DUTCH PETROLEUM CO	COM	780257804	6,980	125,900	SH		SOLE	N/A	125,900 0
SAFEWAY INC	COM	786514208	4,247	77,000	SH		SOLE	N/A	77,000 0
SCHERING PLOUGH CORP	COM	806605101	1,315	36,000	SH		SOLE	N/A	36,000 0
SEA CONTAINERS LTD	CL A	811371707	281	15,400	SH		SOLE	N/A	15,400 0
SENSORMATIC ELECTRONICS	6.5% PFD CONV	817265804	3,983	150,000	PRN		SOLE	N/A	0 150,000
SOLETRON CORP	0.0 CONV	834182AK3	9,938	20,000,000	PRN		SOLE	N/A	0 20,000,000
SOLETRON CORP	0.0 CONV	834182AL1	20,646	49,600,000	PRN		SOLE	N/A	0 49,600,000
SOUTHWESTERN LIFE HLDGS INC	COM	845606102	222	16,500	SH		SOLE	N/A	16,500 0
SOVEREIGN BANCORP INC	TR PFD INCOME	845905306	11,369	224,300	PRN		SOLE	N/A	0 224,300
SPECTRASITE HOLDINGS	COM	84760T100	78	18,100	SH		SOLE	N/A	18,100 0
SPEEDWAY MOTORSPORTS INC	SB DB CV 5.75%03	847788AC0	1,973	2,000,000	PRN		SOLE	N/A	0 2,000,000
SPIEKER PROPERTIES INC	COM	848497103	9,621	175,400	SH		SOLE	N/A	175,400 0
SPRINT CORP	COM	852061506	475	25,000	SH		SOLE	N/A	25,000 0
STATE STREET CORP	COM	857477103	4,866	52,100	SH		SOLE	N/A	52,100 0
STMICROELECTRONICS N V	SR CV ZERO 144A10	861012AC6	7,980	12,000,000	PRN		SOLE	N/A	0 12,000,000
STMICROELECTRONICS N V	0% CONV SUB NOTE	861012AB8	18,189	17,500,000	PRN		SOLE	N/A	0 17,500,000
TELEFONOS DE MEXICO S A	SR DB CV 4.25%04	879403AD5	46,236	38,450,000	PRN		SOLE	N/A	0 38,450,000
THERMO ELECTRON CORP	UNIT EX 000001	883556201	1,386	68,697	SH		SOLE	N/A	68,697 0
TOLL BROTHERS INC	COM	889478103	4,308	111,900	SH		SOLE	N/A	111,900 0
TOSCO CORP NEW	COM	891490302	7,697	180,000	SH		SOLE	N/A	180,000 0
TOTAL SA-SPONSORED ADR	COM	89151E109	4,525	66,600	SH		SOLE	N/A	66,600 0
TRUE NORTH COMMUNICATIONS INC	COM	897844106	5,056	135,000	SH		SOLE	N/A	135,000 0
TYCOO INTL LTD NEW	COM	902124106	1,673	38,700	SH		SOLE	N/A	38,700 0
U S RESTAURANT PROP	CONV PFD	902971209	683	41,400	PRN		SOLE	N/A	0 41,400
UNITED DOMINION INDS LTD	COM	909914103	525	25,000	SH		SOLE	N/A	25,000 0
UNITED STATES CELLULAR CORP	LYON ZERO 15	911684AA6	5,938	10,000,000	PRN		SOLE	N/A	0 10,000,000
UTI ENERGY CORP	COM	903387108	242	8,000	SH		SOLE	N/A	8,000 0
VALHI INC NEW	LYON ZERO CPN 07	918905AC4	10,948	18,400,000	PRN		SOLE	N/A	0 18,400,000
VERIZON COMMUNICATIONS	COM	92343V104	1,474	29,900	SH		SOLE	N/A	29,900 0
VIACOM INC	CL-B COM	925524308	3,452	78,500	SH		SOLE	N/A	78,500 0
VOICESTREAM WIRELESS CORP	COM	928615103	2,401	26,001	SH		SOLE	N/A	26,001 0
WACHOVIA CORP NEW	COM	929771103	6,411	106,400	SH		SOLE	N/A	106,400 0
WADDELL & REDD FINANCIAL	CL B	930059209	966	34,000	SH		SOLE	N/A	34,000 0
WHX CORP	SER-A CV PFD	929248201	106	22,100	PRN		SOLE	N/A	0 22,100
WHX CORP	CONV PFD SER A	929248201	861	179,400	PRN		SOLE	N/A	0 179,400
WILLIAMS COMPANIES INC	COM	969457100	1,221	28,500	SH		SOLE	N/A	28,500 0
WISCONSIN CENTRAL	COM	976592105	1,992	124,996	SH		SOLE	N/A	124,996 0
WORLD.COM INC	COM	98157D106	2,650	141,800	SH		SOLE	N/A	141,800 0

CONFIDENTIAL TREATMENT REQUESTED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
									VOTING AUTHORITY		
			VALUE (x \$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INV. DISC.	OTHER MGRS	SOLE	SHARED	NONE
NAME OF ISSUER	TITLE OF CLASS	CUSIP									
WORLD COM INC	COM	98157D106	323	17,300 SH			SOLE	N/A	17,300	0	0
WORLD COM INC	COM	98157D106	301	16,100 SH			SOLE	N/A	16,100	0	0
XILINX INC	COM	983919101	1,286	36,619 SH			SOLE	N/A	36,619	0	0