

HARRIS CORP /DE/
Form 11-K
December 26, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

(Mark One)

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

For the fiscal year ended June 30, 2001

OR

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

For the transition period from _____ to _____

Commission file number 1-3863

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Harris Corporation Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Harris Corporation
1025 West NASA Blvd.
Melbourne, Florida 32919

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**HARRIS CORPORATION
RETIREMENT PLAN**

Financial Statements
and Supplementary Information

June 30, 2001 and 2000

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HARRIS CORPORATION RETIREMENT PLAN

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INDEPENDENT AUDITOR S REPORT

Investment Committee
Harris Corporation Retirement Plan
Melbourne, Florida

We have audited the accompanying statements of net assets available for benefits of the Harris Corporation Retirement Plan (the Plan) as of June 30, 2001 and 2000, and the related statement of changes in net assets available for benefits with fund information for the years then ended. These 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 in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of June 30, 2001 and 2000, and the changes in its net assets available for benefits with fund information for the years then ended, in conformity with generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment as of June 30, 2001, assets held for investment which were both acquired and disposed of within the plan year, and transactions or series of transactions in excess of five percent of the current value of Plan assets for the year then ended are presented for purposes of complying with the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audit of the June 30, 2001 financial statements and, in our opinion, are fairly stated in all material respects in relation to the June 30, 2001 financial statements taken as a whole.

Melbourne, Florida
October 18, 2001

/s/ Bray, Beck & Koetter CPA, PA

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Financial Statements

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

June 30, 2001 and 2000

| | 2001 | 2000 |
|---|------------------------|------------------------|
| ASSETS | | |
| Investments, at fair value (Note 4): | | |
| U.S. Government securities | \$ 84,827,459 | \$ 109,168,072 |
| Corporate debt securities | 86,032,192 | 104,258,145 |
| Common stocks | 785,078,495 | 895,386,837 |
| Registered investment companies | 95,166,019 | 113,644,849 |
| Common/collective trust funds | 433,433,225 | 656,860,200 |
| Guaranteed Investment Contracts | 437,003,942 | 324,441,630 |
| Participant loans | 20,614,724 | 22,133,132 |
| | <hr/> | <hr/> |
| Total investments | 1,942,156,056 | 2,225,892,865 |
| Receivables: | | |
| Contributions receivable: | | |
| Harris Corporation | 11,430,832 | 12,470,534 |
| Participants | 1,951,434 | 3,235,400 |
| Loan payments | 424,175 | 1,029,441 |
| Accrued interest and dividends | 2,072,650 | 3,173,261 |
| Securities sold | 10,755,121 | 7,625,441 |
| | <hr/> | <hr/> |
| Total receivables | 26,634,212 | 27,534,077 |
| Cash and cash equivalents (Note 3) | 73,991,639 | 50,563,675 |
| | <hr/> | <hr/> |
| Total assets | 2,042,781,907 | 2,303,990,617 |
| LIABILITIES | | |
| Due to participants | 5,253,730 | 9,061,720 |
| Accrued expenses | 102,378 | |
| Securities purchased | 7,959,885 | 5,200,478 |
| Outstanding options | 1,204,544 | |
| | <hr/> | <hr/> |
| Total liabilities | 14,520,537 | 14,262,198 |
| | <hr/> | <hr/> |
| Net assets available for benefits | \$2,028,261,370 | \$2,289,728,419 |
| | <hr/> | <hr/> |

See accompanying notes to financial statements.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits With Fund Information

Year Ended June 30, 2001

| | Balanced Fund | Short-Term Bond Fund | Money Market Fund |
|---|-----------------------------|---------------------------------|----------------------------------|
| | <u> </u> | <u> </u> | <u> </u> |
| Increases: | | | |
| Interest | \$ 8,905,641 | \$ 3,328,408 | \$ 2,979,833 |
| Dividends | 5,911,625 | | |
| Net appreciation (depreciation) in fair value of investments | (49,897,474) | 2,461,628 | (4,315) |
| Contributions: | | | |
| Participant rollover | 952,215 | 73,187 | 105,503 |
| Employer profit sharing | 2,409,151 | | 307,867 |
| Employer matching | 3,890,309 | 428,304 | 542,926 |
| Employee | 9,006,610 | 753,108 | 901,316 |
| | <u> </u> | <u> </u> | <u> </u> |
| Total increases | (18,821,923) | 7,044,635 | 4,833,130 |
| Transfers: | | | |
| Net participants transfers between funds | (50,662,594) | (70,564,607) | 15,082,361 |
| Decreases: | | | |
| Benefits paid directly to participants | 66,604,378 | 5,171,626 | 9,566,559 |
| Administrative expenses | 2,642,367 | 103,666 | 173,292 |
| | <u> </u> | <u> </u> | <u> </u> |
| Total decreases | 69,246,745 | 5,275,292 | 9,739,851 |
| | <u> </u> | <u> </u> | <u> </u> |
| Net increase (decrease) in net assets available for benefits | (138,731,262) | (68,795,264) | 10,175,640 |
| Net assets available for benefits: | | | |
| Beginning of year | 784,321,170 | 68,795,264 | 48,988,794 |
| | <u> </u> | <u> </u> | <u> </u> |
| End of year | \$ 645,589,908 | \$ | \$59,164,434 |
| | <u> </u> | <u> </u> | <u> </u> |

Continued.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits With Fund Information

Year Ended June 30, 2001

| | Equity Income Fund | Equity Index Fund | Stable Value Fund | Growth Fund | Harris Corporation Stock Fund | International Fund |
|---|-----------------------------------|----------------------------------|----------------------------------|------------------------|--|-------------------------------|
| Increases: | | | | | | |
| Interest | \$ 594,340 | \$ 55,624 | \$ 22,123,448 | \$ 627,787 | \$ 6,065 | \$ 2,845 |
| Dividends | 4,616,936 | | | 3,973,088 | 220,041 | 1,400,261 |
| Net appreciation (depreciation) in fair value of investments | 29,484,109 | (57,638,969) | | (93,728,748) | (5,857,447) | (5,973,777) |
| Contributions: | | | | | | |
| Participant rollover | 217,985 | 421,771 | 523,222 | 629,533 | | 50,128 |
| Employer profit sharing | 1,384,205 | 1,896,294 | 1,639,404 | 2,134,629 | | 198,553 |
| Employer matching | 2,031,115 | 3,668,882 | 2,042,152 | 3,794,120 | 3,794,157 | 412,560 |
| Employee | 4,507,203 | 7,844,127 | 3,554,621 | 9,249,065 | 2,523,732 | 954,639 |
| Total increases | 42,835,893 | (43,752,271) | 29,882,847 | (73,320,526) | 686,548 | (2,954,791) |
| Transfers: | | | | | | |
| Net participants transfers between funds | 45,897,111 | (49,338,311) | 141,054,901 | (42,087,720) | (773,026) | (4,120,406) |
| Decreases: | | | | | | |
| Benefits paid directly to participants | 18,649,423 | 27,777,846 | 41,033,367 | 26,825,856 | 2,562,461 | 2,186,039 |
| Administrative expenses | 438,880 | 187,374 | 498,360 | 1,362,549 | 1,753 | 9,723 |
| Total decreases | 19,088,303 | 27,965,220 | 41,531,727 | 28,188,405 | 2,564,214 | 2,195,762 |
| Net increase (decrease) in net assets available for benefits | 69,644,701 | (121,055,802) | 129,406,021 | (143,596,651) | (2,650,692) | (9,270,959) |
| Net assets available for benefits: | | | | | | |
| Beginning of year | 173,641,020 | 400,763,913 | 335,099,799 | 389,872,334 | 34,625,833 | 31,487,160 |
| End of year | \$ 243,285,721 | \$ 279,708,111 | \$ 464,505,820 | \$ 246,275,683 | \$ 31,975,141 | \$ 22,216,201 |

Continued.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits With Fund Information

Year Ended June 30, 2001

| | Global Technology Fund | Extended Market Index Fund | Russell 2000 Growth Index Fund |
|---|---------------------------------------|---|---|
| Increases: | | | |
| Interest | \$ 1,733 | \$ 571 | \$ 660 |
| Dividends | | | |
| Net appreciation (depreciation) in fair value of investments | (410,477) | 1,668 | 24,475 |
| Contributions: | | | |
| Participant rollover | 40,482 | 28,019 | 5,633 |
| Employer profit sharing | 44,951 | 33,390 | 58,768 |
| Employer matching | 19,933 | 12,877 | 21,417 |
| Employee | 41,148 | 26,342 | 46,537 |
| Total increases | (262,230) | 102,867 | 157,490 |
| Transfers: | | | |
| Net participants transfers between funds | 4,556,452 | 2,507,491 | 5,401,478 |
| Decreases: | | | |
| Benefits paid directly to participants | 4,826 | 146,923 | 9,401 |
| Administrative expenses | 80 | 31 | 17,008 |
| Total decreases | 4,906 | 146,954 | 26,409 |
| Net increase (decrease) in net assets available for benefits | 4,289,316 | 2,463,404 | 5,532,559 |
| Net assets available for benefits: | | | |
| Beginning of year | | | |
| End of year | \$4,289,316 | \$2,463,404 | \$5,532,559 |

Continued.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits With Fund Information Continued

Year Ended June 30, 2001

| | Passive Bond Market Index Fund | Loan Fund | Total |
|---|---|---------------------|------------------------|
| Increases: | | | |
| Interest | \$ 287 | \$ 1,070,830 | \$ 39,698,072 |
| Dividends | | | 16,121,951 |
| Net appreciation (depreciation) in fair value of investments | (2,114) | | (181,541,441) |
| Contributions: | | | |
| Participant rollover | 1,850 | | 3,049,528 |
| Employer profit sharing | 47,124 | | 10,154,336 |
| Employer matching | 9,320 | | 20,668,072 |
| Employee | 18,080 | | 39,426,528 |
| | <u>74,547</u> | <u>1,070,830</u> | <u>(52,422,954)</u> |
| Transfers: | | | |
| Net participants transfers between funds | 2,566,299 | 480,571 | |
| Decreases: | | | |
| Benefits paid directly to participants | 440 | 3,069,809 | 203,608,954 |
| Administrative expenses | 58 | | 5,435,141 |
| | <u>498</u> | <u>3,069,809</u> | <u>209,044,095</u> |
| Net increase (decrease) in net assets available for benefits | 2,640,348 | (1,518,408) | (261,467,049) |
| Net assets available for benefits: | | | |
| Beginning of year | | 22,133,132 | 2,289,728,419 |
| End of year | \$2,640,348 | \$20,614,724 | \$2,028,261,370 |

See accompanying notes to financial statements.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits With Fund Information

Year Ended June 30, 2000

| | Balanced Fund | Short-Term Bond Fund | Money Market Fund | Equity Income Fund |
|---|--------------------------|---------------------------------|----------------------------------|-----------------------------------|
| Increases: | | | | |
| Plan interest in Harris Corporation Master Trust investment income | \$ 7,890,832 | \$ 1,410,723 | \$ 757,518 | \$ (19,713,901) |
| Interest | 9,199,199 | 2,825,235 | 1,756,815 | 315,027 |
| Dividends | 1,849,387 | | | 3,859,727 |
| Net appreciation (depreciation) in fair value of investments | 42,125,248 | (378,000) | 9,982 | (17,598,754) |
| Contributions: | | | | |
| Participant rollover | 360,544 | 4,232 | 89,479 | 128,514 |
| Employer profit sharing | 2,576,152 | 395,873 | 237,119 | 1,265,889 |
| Employer matching | 4,357,208 | 815,212 | 414,504 | 2,997,023 |
| Employee | 8,096,814 | 1,324,667 | 832,152 | 5,617,052 |
| Total increases | 76,455,384 | 6,397,942 | 4,097,569 | (23,129,423) |
| Transfers: | | | | |
| Net transfers (to) from Harris Corporation Union Retirement Plan | (2,533,558) | 22,449 | (59,933) | (1,172,332) |
| Net transfers from (to) other trustees (Note 6) | (90,392,884) | (11,912,740) | (4,805,868) | (32,283,960) |
| Net participants transfers between funds | (65,753,874) | (14,410,720) | 24,079,424 | (76,588,015) |
| Total transfers | (158,680,316) | (26,301,011) | 19,213,623 | (110,044,307) |
| Decreases: | | | | |
| Benefits paid directly to participants | 72,285,763 | 7,415,231 | 16,601,341 | 26,312,287 |
| Administrative expenses | 1,191,424 | 217,880 | 107,337 | 1,100,179 |
| Total decreases | 73,477,187 | 7,633,111 | 16,708,678 | 27,412,466 |
| Net increase (decrease) in net assets available for benefits | (155,702,119) | (27,536,180) | 6,602,514 | (160,586,196) |
| Net assets available for benefits: | | | | |
| Beginning of year | 940,023,289 | 96,331,444 | 42,386,280 | 334,227,216 |
| End of year | \$ 784,321,170 | \$ 68,795,264 | \$48,988,794 | \$ 173,641,020 |

Continued.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits With Fund Information Continued

Year Ended June 30, 2000

| | Equity Index Fund | Stable Value Fund | Growth Fund | Harris Corporation Stock Fund | International Fund | Loan Fund | Total |
|---|----------------------------------|----------------------------------|------------------------|--|-------------------------------|----------------------|----------------------|
| Increases: | | | | | | | |
| Plan interest in Harris Corporation Master Trust investment income | \$ (5,507,568) | \$ 8,044,386 | \$ 8,570,633 | \$(13,589,611) | \$ 893,371 | \$ | (11,243,617) |
| Interest | | 13,203,158 | 500,654 | 4,758 | 858,285 | 1,607,964 | 30,271,095 |
| Dividends | | | 2,693,664 | 3,821,212 | 216,538 | | 12,440,528 |
| Net appreciation (depreciation) in fair value of investments | 30,597,428 | | 48,391,818 | 9,959,073 | 1,233,743 | | 114,340,538 |
| Contributions: | | | | | | | |
| Participant rollover | 413,835 | 390,891 | 542,079 | | 71,757 | | 2,001,331 |
| Employer profit sharing | 2,314,143 | 889,831 | 2,509,376 | | 245,657 | | 10,434,040 |
| Employer matching | 4,752,964 | 1,693,581 | 3,956,302 | 4,260,283 | 320,726 | | 23,567,803 |
| Employee | 9,208,286 | 2,935,662 | 8,398,109 | 2,618,964 | 694,735 | | 39,726,441 |
| Total increases | 41,779,088 | 27,157,509 | 75,562,635 | 7,074,679 | 4,534,812 | 1,607,964 | 221,538,159 |
| Transfers: | | | | | | | |
| Net transfers (to) from Harris Corporation Union Retirement Plan | (1,369,342) | (200,663) | (1,382,855) | (3,105) | (122,196) | 9,678 | (6,811,857) |
| Net transfers from (to) other trustees (Note 6) | (60,206,835) | (49,514,624) | (40,301,980) | (3,969,803) | (2,624,056) | (6,664,383) | (302,677,133) |
| Net participants transfers between funds | (18,152,742) | 31,390,859 | 103,159,722 | (1,137,698) | 20,588,011 | (3,174,967) | |
| Total transfers | (79,728,919) | (18,324,428) | 61,474,887 | (5,110,606) | 17,841,759 | (9,829,672) | (309,488,990) |
| Decreases: | | | | | | | |
| Benefits paid directly to participants | 41,301,115 | 47,120,894 | 34,671,738 | 3,373,390 | 1,436,120 | 2,032,815 | 252,550,694 |
| Administrative expenses | 271,655 | 479,125 | 1,191,681 | 583 | 10,581 | | 4,570,445 |

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| | | | | | | | |
|---|----------------------|----------------------|----------------------|---------------------|---------------------|---------------------|------------------------|
| Total decreases | 41,572,770 | 47,600,019 | 35,863,419 | 3,373,973 | 1,446,701 | 2,032,815 | 257,121,139 |
| Net increase (decrease) in net assets available for benefits | (79,522,601) | (38,766,938) | 101,174,103 | (1,409,900) | 20,929,870 | (10,254,523) | (345,071,970) |
| Net assets available for benefits: | | | | | | | |
| Beginning of year | 480,286,514 | 373,866,737 | 288,698,231 | 36,035,733 | 10,557,290 | 32,387,655 | 2,634,800,389 |
| End of year | \$400,763,913 | \$335,099,799 | \$389,872,334 | \$34,625,833 | \$31,487,160 | \$22,133,132 | \$2,289,728,419 |

See accompanying notes to financial statements.

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HARRIS CORPORATION RETIREMENT PLAN

Notes to Financial Statements

June 30, 2001 and 2000

1. Description of the Plan

The following description of the Harris Corporation Retirement Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

General

The Harris Corporation Retirement Plan is a defined contribution plan covering substantially all domestic employees of Harris Corporation who are not covered by a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA)

Contributions

The Harris Corporation Retirement Plan features a Profit-Sharing Program and a Deferred Income Savings Program. The Corporation s annual contribution to the Profit-Sharing Program is equal to 11.5% of the Corporation s adjusted and consolidated net income as defined under the plan document, plus any discretionary amount determined by the Board of Directors of the Corporation. The Profit-Sharing contribution is allocated, in the subsequent Plan year, among participating employees individual account balances based on eligible compensation. The Deferred Income Savings Program was designed to take advantage of Internal Revenue Code Section 401(k). Under the Deferred Income Savings Program, participants may contribute up to 12% of their regular eligible compensation to the Plan in 1% increments. The contributions can be in pre-tax or after-tax dollars at the participant s election. The employer contributes a matching amount equal to 100% of the participant s contributions, to a maximum of 6.857% of eligible compensation. Participants are eligible to make elective contributions on a pre-tax or after-tax basis during the first year of service. Participants become eligible to receive allocations under the Profit-Sharing Program and matching contributions under the Deferred Income Savings Program after completing one year of credited service.

Payments of Benefits

Distributions from the Plans can be made in the event of death, disability, termination of employment or financial hardship.

Participant Loans

The loan program permits employees to borrow against their 401(k) plan contributions. Employees may borrow in increments of \$100 from a minimum of \$500 to a maximum of \$50,000, within certain limitations established by the Plan. Payback periods range from one to 4 1/2 years at the option of the participant. Interest rates are established by the Corporation based on market rates. The outstanding loans have been established as a separate fund. Principal and interest paid on the loans are allocated to the funds consistent with the allocation of 401(k) plan contributions.

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HARRIS CORPORATION RETIREMENT PLAN

Notes to Financial Statements

June 30, 2001 and 2000

1. Description of the Plan, continued

Vesting

A participant's right to profit-sharing funds and employer matched deferred income contributions becomes vested using a formula based upon service, with 30% vesting after three years of credited service, an additional 10% vesting for the fourth year, and an additional 20% vesting for each of the three following years of credited service. At the time of retirement, death, or termination of employment, a participant's vested share of the Plan's assets, net of any participant loans outstanding, becomes distributable in a lump-sum payment or through installments over a period of time as requested by the participant and approved by the Retirement Plan Administrative Committee.

Forfeitures

A participant who terminates employment for reasons other than retirement or other specified circumstances and is not 100% vested, will forfeit the non-vested portion of the Corporation's contributions unless the participant returns to employment within five years. The forfeited contributions reduce the cash contributions from the Corporation. For the year ended June 30, 2001, employer contributions were reduced by \$1,801,466 from forfeited nonvested accounts. Forfeited amounts included in Plan assets at June 30, 2001 which are available to reduce company contributions totaled \$3,252,361.

Plan Termination

Although it has not expressed any intent to do so, Harris Corporation has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination participants will become 100 percent vested in their accounts.

Investment Options

Upon enrollment into the Plan, a participant may direct employer, employee, and profit sharing contributions in any of twelve investment options, except that profit sharing contributions may not be invested in the Harris Stock Fund. The investment options are fully described in the Employer Summary Plan Description. Elections to change funds can be made daily; however, amounts in the Stable Value Fund, which is comprised of unallocated insurance contracts, cannot be transferred directly to the Money Market Fund.

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HARRIS CORPORATION RETIREMENT PLAN

Notes to Financial Statements

June 30, 2001 and 2000

2. Summary of Significant Accounting Policies

Basis of Accounting

The accounting records of the Plan are maintained on the accrual basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used when available, to value investments. Investments for which a quoted market value is not available are stated at fair values reported by the trustee or investee company. Guaranteed investment contracts held in the Plan's Stable Value Fund are fully benefit-responsive. In accordance with Statement of Position No. 94-4 *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pensions Plans*, these contracts are recorded at contract value, which approximates fair value. The average effective yield for the years ended June 30, 2001 and 2000 was 5.58% and 6.02%, respectively. Crediting interest rates range from 5.03% - 7.53% at June 30, 2001 and 5.09% - 7.53% at June 30, 2000. Participant loans are stated at cost.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation (depreciation) in fair value of investments represents the sum of the unrealized appreciation or depreciation in aggregate fair value of investments and the realized gain or loss on sale of investments.

Administrative Expenses

Unless otherwise elected by Harris Corporation, all ordinary and extraordinary charges and expenses incurred by the Trustee in connection with the administration of the Plan are paid by the Trustee from the assets of the Trust.

Payment of Benefits

Benefits are recorded when paid.

3. Transactions with Parties-in-Interest

Under Department of Labor regulations for reporting and disclosure, an employee benefit plan is required to report investment transactions and compensation paid to a party-in-interest

The term party-in-interest is broadly defined but would include Harris Corporation as the Plan Sponsor; Bankers Trust Company as Trustee; and any person or corporation that renders services to the Plan.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

June 30, 2001 and 2000

3. Transactions with Parties-in-Interest, continued

Investments of the Plan at June 30, 2001 and 2000 include the following:

| | 2001 | | 2000 | |
|---------------------------------|------------|----------------|------------|----------------|
| | Shares | Fair Value | Shares | Fair Value |
| Pyramid Broad Market | | | | |
| Fixed Income Fund | 44,333,798 | \$ 111,727,378 | 87,192,631 | \$ 197,175,672 |
| Pyramid Equity Index Fund | 107,258 | 321,705,847 | 130,608 | 459,684,528 |
| Harris Corporation common stock | 1,161,340 | 31,600,062 | 1,038,114 | 33,998,234 |

Cash and cash equivalents of the Plan at June 30, 2001 and 2000 include (but is not limited to) the following:

| | 2001 | | 2000 | |
|--------------------------|------------|---------------|------------|---------------|
| | Shares | Fair Value | Shares | Fair Value |
| Pyramid Directed Account | | | | |
| Cash Fund | 66,482,668 | \$ 66,482,668 | 47,130,926 | \$ 47,130,926 |

Pyramid Funds are managed by Bankers Trust Company, the Plan's Trustee.

4. Investments

The Harris Corporation Master Trust was established for the investment of assets of the Plan and the Harris Corporation Union Retirement Plan. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average daily balances invested by each plan. In August 1999, Harris Corporation sold its semiconductor business to Intersil Corporation. As a result, Intersil Corporation became sponsor of the Harris Corporation Union Retirement Plan and the Master Trust was discontinued in October 1999, following the transfer of net assets of the Harris Corporation Union Retirement Plan to the successor trustee (see Note 6).

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements

June 30, 2001 and 2000

4. Investments, continued

Investment income of the Master Trust during the year ended June 30, 2000 and the Plan during the year ended June 30, 2001 is as follows:

| | <u>2001</u> | <u>2000</u> |
|--|-------------------------|------------------------|
| Net appreciation (depreciation) in fair value as determined by quoted market prices: | | |
| U.S. government securities | \$ 4,749,441 | \$ (472,638) |
| Corporate debt securities | 2,275,907 | (454,297) |
| Foreign debt securities | 205,295 | (65,715) |
| Corporate equity securities | (113,526,034) | (31,911,234) |
| Registered investment companies | (386,449) | |
| Morgan Stanley International Magnum Fund | (19,639,081) | 4,665,883 |
| Putnam New Opportunities Fund | (9,641,371) | 4,042,031 |
| | <u>(135,962,292)</u> | <u>(24,195,970)</u> |
| Net appreciation (depreciation) in fair value as determined by investee company: | | |
| Pyramid Broad Market Fixed Income Fund | 19,308,875 | 2,172,814 |
| Pyramid Equity Index Fund | (64,888,024) | (6,564,163) |
| | <u>(45,579,149)</u> | <u>(4,391,349)</u> |
| Interest and dividends | 55,820,023 | 18,476,990 |
| Totals | <u>\$ (125,721,418)</u> | <u>\$ (10,110,329)</u> |
| Plan interest in Master Trust | <u>\$</u> | <u>\$ (11,243,617)</u> |

The fair value of individual investments that represent 5% or more of plan net assets at June 30, 2001 are as follows:

| | |
|--|-----------------------|
| Pyramid Equity Index Fund | <u>\$ 321,705,847</u> |
| Pyramid Broad Market Fixed Income Fund | <u>\$ 111,727,378</u> |

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HARRIS CORPORATION RETIREMENT PLAN

Notes to Financial Statements

June 30, 2001 and 2000

5. Tax Status

The plan obtained its latest determination letter on August 18, 1998, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the Plan continues to qualify under Section 401(a) and the related trust is tax-exempt as of June 30, 2001. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. Net Transfers from (to) Other Trustees

Transfers in

On July 1, 1999, Harris Intraplex, Inc. 401(k) Profit Sharing Plan was merged into the Plan.

Transfers out

During the year ended June 30, 2000, the Plan transferred assets to other qualified plans in connection with the spin-off of and sales of several business units.

These transfers included the following:

Intersil

In August 1999, Harris Corporation sold its semiconductor business to Intersil Corporation. Substantially all employees of Harris Semiconductor were offered positions with Intersil. In October 1999 the value of the Harris Semiconductor employees' participant accounts were transferred to the Intersil Plan's trustee.

Lanier Worldwide, Inc.

On November 5, 1999 Harris Corporation distributed one share of Lanier Worldwide, Inc. common stock for each share of Harris Corporation common stock owned to shareholders of record on November 1, 1999. In connection with this transaction the value of participant accounts of Lanier Worldwide, Inc. employees who had previously participated in the Harris Corporation Retirement Plan were transferred to the Lanier Worldwide, Inc. Plan's trustee in March 2000.

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Notes to Financial Statements

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6. Net Transfers from (to) Other Trustees, continued*Other*

In addition to the above transactions, Harris Corporation sold business units which resulted in the transfer of assets in December 1999, April 2000 and June 2000 to the trustees of plans for M2Global, Inc., Sanmina, Inc. and General Signal, Inc., respectively.

Amounts transferred in and amounts transferred out to other trustees as a result of these events were as follows:

| | <u>Cash</u> | <u>Participant Loans</u> | <u>Securities</u> | <u>Total</u> |
|--|-----------------------|------------------------------|-----------------------|-----------------------|
| M2Global, Inc. | \$ 2,317,758 | \$ 83,790 | \$ | \$ 2,401,548 |
| Lanier Worldwide, Inc. | 4,798,867 | 36,164 | | 4,835,031 |
| General Signal, Inc. | 2,072,897 | 7,179 | | 2,080,076 |
| Sanmina, Inc. | 1,426,374 | 83,869 | | 1,510,243 |
| Intersil, Inc. | 183,202,670 | 6,455,900 | 103,051,502 | 292,710,072 |
| | <u>193,818,566</u> | <u>6,666,902</u> | <u>103,051,502</u> | <u>303,536,970</u> |
| Total transfers out | | | | |
| Transfers in Harris Intraplex, Inc. | 857,318 | 2,519 | | 859,837 |
| | <u>857,318</u> | <u>2,519</u> | | <u>859,837</u> |
| Net transfers | <u>\$ 192,961,248</u> | <u>\$ 6,664,383</u> | <u>\$ 103,051,502</u> | <u>\$ 302,677,133</u> |

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Supplemental Schedules

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 DATED 11/21/01 E25A0 BRICKPAGE 1 ACCOUNT
 124079 COMBINED HARRIS
 CORPORATION RETIREMENT
 PLAN COMBINED
 REPORT 34-0276860

SCHEDULE H ITEM 41 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| ACE LTD COM | 11,400.000 | 450,576.84 | 445,626.00 |
| AMDOCS LTD COM STOCK | 11,200.000 | 683,953.06 | 603,120.00 |
| TRANSOCEAN SEDCO FOREX INC CON USD0.01 (FORMERLY SONAT OFFSHORE) | 17,450.000 | 920,296.84 | 719,812.50 |
| CHECK POINT SOFTWARE TECH COM | 3,700.000 | 229,515.87 | 187,109.00 |
| AMOCO COMPANY ISIN #XS0087845581 DTD 06/09/1998 6.000% 06/09/2008 | 1,500,000.000 | 1,558,080.00 | 1,486,050.00 |
| FLEXTRONICS INTL LTD | 33,400.000 | 933,254.24 | 872,074.00 |
| PYRAMID DISCRETIONARY ACCOUNT CASH FUND | 0.000 | 0.00 | 0.00 |
| PYRAMID DIRECTED ACCOUNT CASH FUND | 66,482,668.410 | 66,482,668.41 | 66,482,668.41 |
| RESERVE INVSTMT FUND INC 05/20/2000 | 7,483,658.800 | 7,483,658.80 | 7,483,658.80 |
| HARRIS RETIREMENT PLAN LOAN | 20,614,723.94 | 0.00 | 20,614,723.94 |
| AFLAC CORP | 29,500.000 | 752,908.54 | 928,955.00 |
| AES CORP COM STK USD0.01 | 18,300.000 | 463,701.09 | 787,815.00 |
| AIG FDG INC COMMERCIAL PAPER DISC DTD 18JUN2001 DUE 18JUL2001 | 1,800,000.000 | 1,794,345.00 | 1,794,345.00 |

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BANKERS TRUST COMPANY
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 124079 COMBINED HARRIS
 CORPORATION 34-0276860

SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|--------------|--------------|
| AOL TIME WARNER COMMON STOCK | 181,150.000 | 8,079,333.95 | 9,600,950.00 |
| AT&T CORP DTD 03/26/1999 5.625% 03/15/2004 | 1,500,000.000 | 1,478,190.00 | 1,493,580.00 |
| AT & T CORP COM | 139,524.000 | 3,762,403.36 | 3,069,528.00 |
| AT&T CORP COM LIBERTY MEDIA GROUP SER A | 58,400.000 | 831,188.16 | 1,021,416.00 |
| ABBAY NATL NORTH AMER CORP. DISC NOTE 08/08/1997 | 875,000.000 | 866,935.42 | 866,935.42 |
| ABBOTT LABORATORIES COM NPV | 80,400.000 | 3,204,301.64 | 3,859,200.00 |
| ABITIBI-CONSOLIDATED FIN L P NT DTD 07/26/1999 7.875% 08/01/2009 | 425,000.000 | 438,030.50 | 429,394.50 |
| ADOBE SYSTEMS COM NPV | 31,200.000 | 1,539,443.47 | 1,466,400.00 |
| AETNA INC 6.750% DTD 19AUG1996 DUE 15AUG2001 | 766,000.000 | 771,561.16 | 767,869.04 |
| AGERE SYSTEMS INC COM STK USD0 .01 | 146,100.000 | 876,600.00 | 1,066,530.00 |
| AGILENT TECHNOLOGIES INC COMMON STOCK USD0.01 | 15,900.000 | 876,627.61 | 516,750.00 |
| AIR PRODS & CHEMS INC COM | 81,650.000 | 3,822,598.85 | 3,735,487.50 |
| ALBERTSONS INC COM | 11,300.000 | 255,108.48 | 338,887.00 |
| ALCOA INC COM | 88,360.000 | 1,620,559.23 | 3,481,384.00 |

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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| SSGA US EXTENDED MARKET INDEX FUND | 231,183.757 | 2,411,755.08 | 2,418,875.65 |
| SSGA RUSSELL 2000 GROWTH INDEX FUND | 513,294.373 | 5,401,361.40 | 5,451,186.24 |
| ALLERGAN INC COM USD0.01 | 24,200.000 | 1,805,053.68 | 2,033,526.00 |
| ALLSTATE CORP COM STK USD0.01 | 19,100.000 | 764,599.44 | 840,209.00 |
| ALLTEL COM USD1 | 50,500.000 | 2,002,741.21 | 3,093,630.00 |
| ALTERA COM NPV | 134,440.000 | 1,797,091.17 | 3,898,760.00 |
| AMBAC INC COM | 6,750.000 | 219,934.80 | 392,850.00 |
| AMERADA HESS CORP NT 10/01/1999 7.375% 10/01/2009 | 1,000,000.000 | 995,470.00 | 1,036,370.00 |
| AMERADA HESS CORP COM | 28,100.000 | 1,672,434.21 | 2,270,480.00 |
| AMERICAN EXPRESS CR CORP DISC NT 08/27/1997 | 1,800,000.000 | 1,788,054.00 | 1,788,054.00 |
| AMERICAN EXPRESS CO COM | 29,300.000 | 903,839.81 | 1,136,840.00 |
| AMERICAN GEN FIN MEDTM SRNT BE COMMERCIA DISC DTD 04JUN2001 DUE 06JUL2001 | 1,500,000.000 | 1,494,733.33 | 1,494,733.33 |
| AMERICAN GEN CORP COM | 80,000.000 | 1,862,977.05 | 3,716,000.00 |
| AMERICAN HOME PRODS CORP COM | 140,500.000 | 6,767,292.02 | 8,254,375.00 |
| AMER HONDA FIN CORP MTN BE144A COMMERCIA DISC DTD 14JUN2001 DUE 26JUL2001 | 1,800,000.000 | 1,791,999.00 | 1,791,999.00 |

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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|---------------|
| AMERICAN INTL GROUP INC COM | 180,956.000 | 7,842,847.74 | 15,383,069.56 |
| ANGEN CORP COM NPV | 34,200.000 | 1,635,615.71 | 2,075,256.00 |
| ANADARKO PETE CORP | 285,000.000 | 267,979.80 | 278,348.10 |
| DEB DTD 03/18/1999 7.200% 03/15/2029 | | | |
| ANALOG DEVICES INCORPORATION COM STK USD0.16 2/3 | 15,700.000 | 1,125,771.89 | 679,025.00 |
| ANHEUSER BUSCH COS INC NT DTD 10/06/1998 5.125% 10/01/2008 | 500,000.000 | 497,765.00 | 470,275.00 |
| ANHEUSER BUSCH COS INC COM | 5,700.000 | 208,734.30 | 234,840.00 |
| AON CORP COM | 38,100.000 | 1,207,620.85 | 1,333,500.00 |
| APACHE CORP 7.700% DTD 27FEB1996 DUE 15MAR2026 | 300,000.000 | 291,573.00 | 314,283.00 |
| APPLIED MICRO CIRCUITS CORP CDT-COM | 78,820.000 | 3,271,351.12 | 1,355,704.00 |
| APPLIED MATLS INC COM | 33,000.000 | 1,599,933.82 | 1,620,300.00 |
| ARCHER-DANIELS-MIDLAND CO COMMERCIAL PAP DISC DTD 22JUN2001 DUE 22AUG2001 | 1,800,000.000 | 1,788,959.00 | 1,788,959.00 |
| ARCHER DANIELS MIDLAND CO NT DTD 04/23/1999 6.625% 05/01/2029 | 485,000.000 | 482,672.00 | 445,225.15 |
| ARMSTRONG HLDGS INC COM | 17,500.000 | 1,074,785.54 | 62,125.00 |

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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| AUTOMATIC DATA PROCESSING INC COM STK USD0.10 | 116,130.000 | 4,057,422.24 | 5,771,661.00 |
| AVON PRODS INC COM | 23,800.000 | 991,742.87 | 1,101,464.00 |
| AXCELIS TECHNOLOGIES INC COMMON STOCK USD0.001 | 606.000 | 4,325.43 | 8,968.80 |
| BISYS GROUP COM | 4,100.000 | 227,369.50 | 241,900.00 |
| BJS WHSL CLUB INC COM | 6,000.000 | 275,924.70 | 319,560.00 |
| BMW US CAPITAL CORP COMMERCIAL PAPER DISC DTD 01MAY2001 DUE 27JUL2001 | 1,500,000.000 | 1,485,057.50 | 1,485,057.50 |
| BP PLC ADR COM | 90,656.000 | 3,371,779.09 | 4,519,201.60 |
| BMC SOFTWARE INC COM STK | 15,800.000 | 354,221.00 | 356,132.00 |
| BAKER HUGHES COM US | 63,800.000 | 1,984,356.95 | 2,137,300.00 |
| BANK OF AMERICA CORP 7.400% DTD 23JAN2001 DUE 15JAN2011 | 1,200,000.000 | 1,249,776.00 | 1,246,536.00 |
| BANK OF AMERICA CORP COM STK USD0.01 (FRMLY BANKAMERICA CORP) | 35,900.000 | 1,946,606.67 | 2,155,077.00 |
| BANK OF NEW YORK COM USD7.5 | 16,400.000 | 628,798.74 | 787,200.00 |
| BANC ONE CORP SUB NOTES 7.875% DTD 02AUG2000 DUE 01AUG2010 | 1,355,000.000 | 1,459,240.15 | 1,452,410.95 |

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SCHEDULE H ITEM 41 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| BANC ONE CORP COM NPV | 118,800.000 | 4,405,006.50 | 4,253,040.00 |
| BEA SYS INC COM | 32,900.000 | 1,346,904.22 | 1,010,359.00 |
| BECTON DICKINSON & CO COM | 44,700.000 | 1,297,747.16 | 1,599,813.00 |
| BELLSOUTH CAPITAL FUNDING CORP 7.750% DTD 16FEB2000 15FEB2010 | 1,260,000.000 | 1,286,044.20 | 1,359,615.60 |
| BELLSOUTH CORP COM | 56,200.000 | 2,039,028.01 | 2,263,174.00 |
| BEST BUY INC COM | 25,500.000 | 1,282,524.09 | 1,619,760.00 |
| BLACK & DECKER CORP COM USD0.50 | 21,700.000 | 673,635.78 | 856,282.00 |
| BLOCK H & R COM NPV | 24,900.000 | 851,671.96 | 1,607,295.00 |
| BOEING CO COM | 4,600.000 | 189,250.99 | 255,760.00 |
| BRISTOL MYERS SQUIBB CO COM | 160,190.000 | 8,673,034.35 | 8,377,937.00 |
| BROCADE COMMUNICATIONS SYS INC COMMON STOCK | 12,700.000 | 575,597.44 | 558,673.00 |
| BROWN FORMAN CORP CL B | 32,500.000 | 1,635,293.08 | 2,078,050.00 |
| BURLINGTON NORTN SANTA FE CORP COM | 13,800.000 | 400,846.62 | 418,140.00 |
| CDW COMPUTERS CENTRE INC COM STK USD0.01 | 5,900.000 | 207,030.20 | 234,289.00 |
| CIT GROUP HLDGS INC COMMERCIAL PAPER DISC DTD 28JUN2001 DUE 10AUG2001 | 2,000,000.000 | 1,991,161.11 | 1,991,161.11 |
| CIT GROUP INC NT DTD 02/05/1999 5.500% 02/15/2004 | 455,000.000 | 452,492.95 | 449,599.15 |

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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| CVS CORP COM | 82,050.000 | 3,750,198.30 | 3,167,130.00 |
| CAMPBELL SOUP CO COM | 54,900.000 | 2,199,402.70 | 1,413,675.00 |
| CAMPBELL SOUP CO COMMERCIAL PAPER DISC DTD 04MAY2001 DUE 09JUL2001 | 1,500,000.000 | 1,489,718.33 | 1,489,718.33 |
| CANADIAN NATL RY CO NT DTD 07/07/1998 6.900% 07/15/2028 | 710,000.000 | 648,776.70 | 659,554.50 |
| CAPITAL ONE BANK 6.875% DTD 06FEB2001 DUE 01FEB2006 | 575,000.000 | 572,930.00 | 562,557.00 |
| CAPITAL ONE FINL CORP | 14,200.000 | 831,742.62 | 854,130.00 |
| CARDINAL HEALTH INC COM STK NPV | 25,650.000 | 1,230,531.20 | 1,769,850.00 |
| CATERPILLAR FINL SVCS MTNS BE COMMERCIAL DISC DTD 07JUN2001 DUE 16JUL2001 | 1,800,000.000 | 1,792,434.00 | 1,792,434.00 |
| CATERPILLAR INC 7.250% DTD 17SEP1999 DUE 15SEP2009 | 1,000,000.000 | 1,053,230.00 | 1,056,200.00 |
| CATERPILLAR INC DEL | 57,010.000 | 3,203,023.45 | 2,853,350.50 |
| CELESTICA INC SUB VTG SHS | 5,700.000 | 303,936.96 | 293,550.00 |
| CHEVRON CORP COM | 99,570.000 | 8,202,194.09 | 9,011,085.00 |
| CHUBB CORP COM | 35,900.000 | 2,267,867.44 | 2,779,737.00 |
| CIESCO L P DISC COMMERCIAL PAPER DISC DTD 05JUN2001 DUE 13JUL2001 | 1,500,000.000 | 1,493,777.50 | 1,493,777.50 |
| CIENA CORP COM STK USD 0.01 | 26,200.000 | 2,660,242.54 | 995,600.00 |

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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| CISCO SYSTEMS COMMON STOCK NPV | 362,980.000 | 8,073,672.25 | 6,606,236.00 |
| CINTAS CORP COM | 10,000.000 | 445,395.53 | 462,500.00 |
| CITIGROUP INC COM | 320,917.000 | 10,367,480.27 | 16,957,254.28 |
| CLEAR CHANNEL COMMUNICATIONS INC COM | 33,500.000 | 1,929,433.22 | 2,100,450.00 |
| CLOROX CO COM | 50,900.000 | 1,604,597.87 | 1,722,965.00 |
| COCA-COLA CO COMMERCIAL PAPER DISC DTD 06JUN2001 DUE 06JUL2001 | 1,500,000.000 | 1,495,137.50 | 1,495,137.50 |
| COCA COLA CO COM | 63,800.000 | 3,847,542.09 | 2,871,000.00 |
| COLGATE PALMOLIVE CO COM | 28,600.000 | 1,460,912.92 | 1,687,114.00 |
| COMCAST CORP | 20,200.000 | 628,669.76 | 876,680.00 |
| CL A SPL | | | |
| COMERICA | 42,610.000 | 2,679,551.99 | 2,454,336.00 |
| COMMON STOCK USD5 | | | |
| COMMERCE BANC SHARES INC COM | 7,558.000 | 199,849.94 | 278,890.20 |
| COMPAQ COMPUTER CORP | 73,400.000 | 1,706,179.62 | 1,124,488.00 |
| COMPUTER ASSOC INTL COMMON USD 0.10 | 46,900.000 | 1,912,372.14 | 1,688,400.00 |
| COMPUTER SCIENCES COM \$US1 | 45,670.000 | 2,314,872.98 | 1,580,182.00 |
| COMVERSE TECHNOLOGY INC COM PAR \$0.10 | 24,788.000 | 1,372,606.65 | 1,415,394.80 |
| CONCORD EFS COM STK USD0.33 1/3 | 10,700.000 | 529,650.00 | 556,507.00 |

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SCHEDULE H ITEM 41 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|--------------|--------------|
| COOPER INDS INC COM | 23,100.000 | 866,305.67 | 914,529.00 |
| CORNING INC COM | 67,600.000 | 1,379,762.13 | 1,129,596.00 |
| COSTCO WHOLESALE CORP COM STK USD0.01 (FORMERLY PRICE COSTCO/COSTCO CO) | 19,300.000 | 701,263.79 | 792,844.00 |
| COX COMMUNICATIONS INC CLASS A COM STK USD0.01 | 17,400.000 | 608,809.61 | 770,820.00 |
| DANA COM USD1 | 24,100.000 | 543,550.15 | 562,494.00 |
| DANAHER CORP COM | 18,700.000 | 1,033,414.52 | 1,047,200.00 |
| DEERE & CO COM \$US1 | 100,500.000 | 4,077,982.63 | 3,803,925.00 |
| DEERE & CO MED TERM NTS BE COMMERCIAL PA DISC DTD 26JUN2001 DUE 09AUG2001 | 1,500,000.000 | 1,493,345.00 | 1,493,345.00 |
| DELL COMPUTER COM USD1 | 241,380.000 | 7,717,274.07 | 6,312,087.00 |
| WALT DISNEY CO DISC NOTE 07/16/2001 | 1,500,000.000 | 1,488,643.75 | 1,488,643.75 |
| DISNEY WALT CO DISNEY COM | 148,217.000 | 4,499,685.14 | 4,281,989.13 |
| DONNELLEY R R & SONS CO COM | 55,100.000 | 1,682,819.96 | 1,636,470.00 |
| DOW CHEM CO COM | 45,600.000 | 1,318,561.01 | 1,516,200.00 |
| DOW CHEM COMMERCIAL PAPER DISC DTD 05JUN2001 DUE 12JUL2001 | 1,800,000.000 | 1,792,748.00 | 1,792,748.00 |
| DOW JONES COM USD1 | 27,600.000 | 1,298,607.53 | 1,647,996.00 |
| DU-PONT DE NEMOURS COM USD0.60 | 68,800.000 | 2,937,404.10 | 3,318,912.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| DUKE ENERGY CORPORATION | 26,200.000 | 655,144.08 | 1,022,062.00 |
| DUN & BRADSTREET CORP DEL NEW COMMON STOCK | 31,700.000 | 521,406.69 | 893,940.00 |
| DYNEGY INC NEW CL A COMMON STOCK USD.01 | 100.000 | 4,407.52 | 4,550.00 |
| EMC CORP MASSACHUSETTS COM STK USD0.01 | 156,120.000 | 8,482,909.87 | 4,566,510.00 |
| EASTMAN KODAK CO COM | 52,300.000 | 2,868,804.24 | 2,441,364.00 |
| EATON CORP COM | 18,600.000 | 1,198,600.58 | 1,303,860.00 |
| ECHOSTAR COMMUNICATIONS CORP CLASS A COM STK USD0.01 | 12,800.000 | 727,283.21 | 414,976.00 |
| ECOLAB INC COM | 14,700.000 | 530,949.80 | 602,259.00 |
| EL PASO CORPORATION COMMON STOCK USD3 (FORMERLY EL PASO ENERGY CORP) | 12,700.000 | 809,597.62 | 667,258.00 |
| ELAN PLC ADR(CNV TO 1 ORD IEP0.04) | 16,700.000 | 907,642.99 | 1,018,700.00 |
| ELECTRONIC ARTS COM STK NPV | 5,700.000 | 239,865.77 | 330,030.00 |
| ELECTRONIC DATA SYS CORP NEW COMMON STOCK | 16,800.000 | 880,526.24 | 1,050,000.00 |
| ENRON CORP COM | 38,500.000 | 2,030,127.83 | 1,890,350.00 |
| ENERGY CORP NEW COM | 700.000 | 28,257.32 | 26,873.00 |

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|---|----------------------------|---------------|-----------------|
| EQUILON ENTERPRISES LLC COMMERCIAL PAPER DISC DTD 02MAY2001 DUE 10JUL2001 | 1,500,000.000 | 1,490,125.00 | 1,490,125.00 |
| EXELON CORP COMMON STOCK | 32,925.000 | 1,145,497.94 | 2,111,151.00 |
| EXXON MOBIL CORP COMMON STOCK | 237,397.000 | 14,207,828.13 | 20,736,627.95 |
| FPL GROUP COM USD0.01 | 2,600.000 | 175,062.44 | 156,546.00 |
| FAMILY DOLLAR STORES, INC COM STK USD0.10 | 21,270.000 | 547,983.28 | 545,150.10 |
| FEDERAL HOME LN MTG CORP PARTN CTF GROUP #C00445 7.000% 02/01/2026 | 285,433.950 | 286,459.71 | 287,663.19 |
| FEDERAL HOME LN BKS 6.050% DTD 27MAY1998 DUE 27MAY2008 | 5,295,000.000 | 5,369,235.90 | 5,312,367.60 |
| FEDERAL HOME LN MTGE SR PARTN PFD | 159,610.000 | 6,977,534.92 | 10,861,460.50 |
| FEDERAL HOME LN MTG CORP PARTN CTF GROUP # 533914 11.500% 03/01/2018 | 25,996.030 | 26,574.16 | 29,540.07 |
| FEDERAL NATIONAL MORTGAGE ASSOC COM NPV | 168,830.000 | 9,247,644.13 | 14,355,614.90 |
| FEDERAL NATL MTG ASSN 02/05/1998 5.750% 02/15/2008 | 1,845,000.000 | 1,781,536.96 | 1,832,601.60 |
| FEDERAL NATL MTG ASSN DTD 09/01/1999 6.625% 09/15/2009 | 1,585,000.000 | 1,566,661.55 | 1,639,238.70 |
| FEDERAL NATIONAL MORTGAGE ASSOCIATION 6.625% DTD 3NOV2000 DUE 15NOV2010 | 1,630,000.000 | 1,708,191.10 | 1,682,975.00 |

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|--|----------------------------|--------------|-----------------|
| FEDERAL HOME MORTGAGE CORP 6.000% DTD 25MAY2001 DUE 15MAY2011 | 1,980,000.000 | 1,981,870.24 | 1,953,705.60 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #303590 7.000% 11/01/2010 | 652,054.400 | 665,044.54 | 665,095.49 |
| FEDERAL NATL MTG ASSN GTB MTG PASS THRU CTF POOL #303777 7.000% 03/01/2011 | 344,002.300 | 343,948.41 | 350,882.35 |
| FEDERAL NATIONAL MORTGAGE ASSOCIATION POOL #303901 7.500% DTD 01APR1996 DUE 01MAY2011 | 194,491.640 | 198,232.35 | 200,446.97 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #313078 7.500% 09/01/2011 | 655,872.330 | 655,667.26 | 675,541.94 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #335267 6.500% 01/01/2011 | 291,370.240 | 292,872.55 | 293,919.73 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #336399 7.000% 02/01/2026 | 1,012,618.340 | 1,004,074.34 | 1,019,888.94 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #336914 7.000% 02/01/2026 | 382,621.340 | 391,391.94 | 385,368.56 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #340687 6.000% 03/01/2011 | 480,350.460 | 466,915.62 | 475,546.96 |
| FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #357002 7.500% 06/01/2027 | 2,653,647.550 | 2,665,399.76 | 2,711,682.82 |

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|--|-------------------------|--------------|--------------|
| FEDERAL NATL MTG ASSN GTD MTG PASS TMRU CTF POOL #370203 7.500% 01/01/2027 | 1,565,476.590 | 1,562,296.69 | 1,601,185.11 |
| FEDERAL NATL MTG ASSN GTD MTG PASS TNRU CTF POOL #406723 6.500% 03/01/2013 | 1,708,041.880 | 1,720,655.78 | 1,717,185.09 |
| FIFTH THIRD DANCORP COM STK NPV | 22,400.000 | 818,723.66 | 1,345,120.00 |
| FINISAR CORP COM | 22,600.000 | 391,593.59 | 422,168.00 |
| FIRST DATA CORP COMMERCIAL PAPER DISC DTD 28JUN2001 DUE 31JUL2001 | 1,500,000.000 | 1,494,885.00 | 1,494,885.00 |
| FIRST ENERGY CORP COMMON STOCK | 50,235.000 | 1,080,901.79 | 1,615,557.60 |
| FLEET BOSTON CORP SUB NT 12/06/1999 7.375% 12/01/2009 | 610,000.000 | 607,346.50 | 636,919.30 |
| FLEET BOSTON FIN CORP COM STK USD.01 (FORMERLY FLEET BOSTON CORP) | 94,999.000 | 2,550,768.69 | 3,747,710.55 |
| FORD MOTOR COMMON STOCK | 51,500.000 | 1,349,144.60 | 1,264,325.00 |
| FORD MOTOR CRED COMMERCIAL PAPER DISC DTD 18APR2001 DUE 13JUL2001 | 2,000,000.000 | 1,988,502.22 | 1,988,502.22 |
| FORD MOTOR CR CO DTD 04/28/1998 6.125% 04/28/2003 | 565,000.000 | 551,553.00 | 573,655.80 |
| FOREST LABS INC COM | 12,500.000 | 924,113.11 | 887,500.00 |

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|---|-------------------------|--------------|--------------|
| FORT JAMES CORP SR NT DTD 09/29/1997 6.875% 09/15/2007 | 925,000.000 | 954,655.50 | 875,392.25 |
| FORTUNE BRANDS INC COM | 60,300.000 | 1,687,250.52 | 2,313,108.00 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #405559 8.000% 01/15/2026 | 172,793.260 | 177,059.06 | 179,326.57 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #431644 8.000% 11/15/2026 | 132,965.420 | 136,642.72 | 137,909.07 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #434181 6.500% 02/15/2029 | 643,216.130 | 612,160.81 | 636,584.57 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #434406 8.000% 06/15/2029 | 148,146.140 | 151,803.50 | 153,469.03 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #434427 8.000% 07/15/2029 | 127,284.230 | 130,804.45 | 131,857.55 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF PL # 434504 7.000% 08/15/2029 | 1,845,040.530 | 1,799,346.95 | 1,861,184.63 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #435038 7.000% 02/15/2031 | 965,874.620 | 972,515.00 | 974,326.02 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #437478 6.500% 03/15/2029 | 2,677,428.490 | 2,682,867.03 | 2,648,137.42 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #440437 8.000% 10/15/2026 | 42,725.210 | 43,779.98 | 44,313.73 |

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|---|-------------------------|--------------|--------------|
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #441027 8.000% 12/15/2026 | 369,083.760 | 379,291.23 | 382,806.29 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #486831 6.500% 10/15/2028 | 3,439,855.710 | 3,467,367.76 | 3,404,489.77 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #486845 6.500% 01/15/2029 | 1,409,265.910 | 1,327,572.54 | 1,394,736.38 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #487034 6.500% 03/15/2029 | 937,525.950 | 881,274.32 | 927,269.42 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #487056 6.500% 03/15/2029 | 1,839,117.350 | 1,731,696.47 | 1,818,997.41 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #490383 6.500% 04/15/2029 | 3,154,129.700 | 3,116,674.39 | 3,119,623.52 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #498286 6.500% 01/15/2029 | 1,021,190.020 | 968,694.40 | 1,010,661.55 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #499365 8.000% 07/15/2029 | 289,326.160 | 296,468.91 | 299,721.65 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #503168 8.000% 06/15/2030 | 438,503.340 | 445,286.44 | 454,258.77 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #506235 8.000% 06/15/2030 | 430,870.730 | 437,535.76 | 446,351.92 |

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|--|-------------------------|--------------|--------------|
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL # 506877 7.000% 05/15/2029 | 4,012,603.990 | 4,057,745.79 | 4,047,714.27 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #513586 8.000% 06/15/2030 | 434,682.250 | 441,406.23 | 450,300.38 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #515672 8.000% 04/15/2030 | 312,547.170 | 317,381.88 | 323,776.99 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #515673 8.000% 04/15/2030 | 738,519.800 | 749,943.79 | 765,054.82 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #520126 8.000% 08/15/2030 | 663,577.100 | 673,427.07 | 687,419.43 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #524786 8.000% 07/15/2030 | 417,288.290 | 423,743.21 | 432,281.46 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #527729 8.000% 03/15/2030 | 394,305.620 | 400,405.03 | 408,473.02 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #528232 8.000% 06/15/2030 | 729,938.320 | 721,726.52 | 756,165.00 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #529173 8.000% 06/15/2030 | 389,457.420 | 395,481.83 | 403,450.63 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #530048 8.000% 06/15/2030 | 353,365.940 | 358,832.02 | 366,062.38 |

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|---|-------------------------|--------------|--------------|
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #532749 8.000% 08/15/2030 | 918,481.590 | 932,115.26 | 951,482.63 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #543988 6.500% 03/15/2031 | 3,744,405.070 | 3,739,724.56 | 3,703,441.28 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #551219 7.000% 02/15/2031 | 1,500,000.800 | 1,522,266.44 | 1,513,125.81 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #564649 6.500% 06/15/2031 | 2,000,000.000 | 1,979,062.50 | 1,978,120.00 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #780105 7.000% 01/15/2025 | 1,942,139.910 | 1,986,444.88 | 1,971,272.01 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #781029 6.500% 05/15/2029 | 4,044,687.080 | 3,764,703.23 | 4,002,986.36 |
| GOVERNMENT NATL MTG ASSN PASS THRU CTF POOL #781231 7.000% 12/15/2030 | 1,761,852.120 | 1,796,538.58 | 1,777,268.33 |
| GTE CORP DEB 6.940% 04/15/2028 | 500,000.000 | 521,950.00 | 469,535.00 |
| GAP STORES INC COM | 36,837.000 | 1,002,433.81 | 1,068,273.00 |
| GEMSTAR TV-GUIDE INTL INC COM STK NPV | 7,100.000 | 278,345.01 | 302,460.00 |
| GENENTECH INC COM STK | 4,100.000 | 219,951.36 | 225,910.00 |

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|--|-------------------------|---------------|---------------|
| GENERAL DYNANICS CORP COM USD1 | 7,900.000 | 487,460.30 | 614,699.00 |
| GENERAL ELEC CAP CORP COMMERCIAL PAPER DISC DTD 20JUN2001 DUE 06AUG2001 | 2,000,000.000 | 1,988,441.67 | 1,988,441.67 |
| GENERAL ELECTRIC CO (U.S.) | 583,340.000 | 17,005,260.32 | 28,437,825.00 |
| GENERAL MILLS INC COM | 52,500.000 | 1,760,883.34 | 2,298,450.00 |
| GENERAL MOTORS COMMERCIAL PAPER DISC DTD 25JUN2001 DUE 13AUG2001 | 2,000,000.000 | 1,990,200.00 | 1,990,200.00 |
| GENERAL MTRS CORP CL H NEW | 30,800.000 | 1,012,301.14 | 642,488.00 |
| GENUINE PARTS CO COM | 67,000.000 | 1,991,845.45 | 2,110,500.00 |
| GENZYME CORP COM BIOSURGERY | 6.000 | 57.77 | 49.62 |
| GILLETTE CO COM | 145,600.000 | 5,028,265.19 | 4,220,944.00 |
| GOLDMAN SACHS GROUP INC COMMON STOCK | 6,600.000 | 717,816.00 | 566,280.00 |
| GREAT LAKES CHEM COM USD1 | 52,600.000 | 2,321,523.82 | 1,622,710.00 |
| GUIDANT CORP COM | 14,500.000 | 528,849.48 | 522,000.00 |
| HCA-HEALTHCARE CO COM | 43,600.000 | 1,586,929.00 | 1,970,284.00 |
| HARLEY DAVIDSON COM STK USD0.01 | 16,300.000 | 748,629.61 | 767,404.00 |
| HARRIS CORP DEL COM | 1,161,340.000 | 31,477,569.20 | 31,600,061.40 |
| HASBRO INC COM | 119,100.000 | 1,794,056.86 | 1,720,995.00 |

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|--|-------------------------|--------------|--------------|
| HEINZ H J CO COM | 40,900.000 | 1,607,036.47 | 1,672,401.00 |
| HERCULES INC COM | 87,200.000 | 3,082,140.08 | 985,360.00 |
| HERSHEY FOODS CORP NT DTD 08/15/1997 6.950% DUE 08/15/2012 | 995,000.000 | 1,090,141.90 | 1,038,033.75 |
| HERSHEY FOODS CORP COM | 54,400.000 | 3,016,926.88 | 3,357,024.00 |
| HEWLETT PACKARD CO COM | 79,900.000 | 2,832,478.92 | 2,285,140.00 |
| HILTON HOTELS CORP COM USD2.50 | 134,000.000 | 1,901,638.62 | 1,554,400.00 |
| HOME DEPOT INC COM | 177,190.000 | 6,169,464.73 | 8,248,194.50 |
| HONEYWELL INTL INC 6.875% DTD 25SEP2000 DUE 03OCT2005 | 775,000.000 | 774,388.91 | 806,000.00 |
| HONEYWELL INTERNATIONAL COM STK USD1 | 110,500.000 | 4,219,611.60 | 3,866,395.00 |
| FORMERLY ALLIED SIGNAL INC | | | |
| HOUSEHOLD FIN CORP SR MTNS BE COMMERCIAL DISC DTD 19JUN2001 DUE 31AUG2001 | 1,800,000.000 | 1,786,787.00 | 1,786,787.00 |
| HOUSEHOLD INTL CORP COM | 2,900.000 | 191,799.01 | 193,430.00 |
| HUDDALL HARVEY INC CL B | 58,700.000 | 1,810,083.47 | 1,702,300.00 |
| HUMAN GENOME SCIENCES INC COM | 11,000.000 | 654,736.86 | 662,750.00 |
| IBM CR CORP MEDIUM TERM NTS TRANCHE # TR 00016 6.640% 10/29/2001 | 500,000.000 | 504,585.00 | 504,165.00 |
| IDEC PHARMACEUTICALS CORP COM | 10,000.000 | 648,993.80 | 676,900.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| ILLINOIS TOOL WKS INC COM | 17,400.000 | 1,043,387.57 | 1,101,420.00 |
| IMMUNEX CORP (NEW) COM | 22,600.000 | 1,159,680.30 | 401,150.00 |
| INGERSOLL RAND DTD 05/23/2001 6.250% 05/15/2006 | 500,000.000 | 499,420.00 | 501,185.00 |
| INGERSOLL RAND CO COM | 106,700.000 | 5,011,542.91 | 4,396,040.00 |
| INTEGRATED DEVICE TECHNOLOGY COM NPV | 17,400.000 | 565,805.65 | 551,406.00 |
| INTEL CORP COMMON STOCK USD0.001 | 490,980.000 | 14,347,966.62 | 14,361,165.00 |
| INTERNATIONAL BUSINESS MACHS CORP NT DTD 02/01/1999 5.375% 02/01/2009 | 965,000.000 | 964,256.95 | 916,045.55 |
| INTERNATIONAL BUSINESS MACHS CORP COM | 51,100.000 | 5,325,869.43 | 5,774,300.00 |
| INTERNATIONAL FLAVORS & FRAGRANCES INC COM | 70,600.000 | 2,787,166.02 | 1,774,178.00 |
| INTERNATIONAL LEASE FIN MTN BE COMMERCIA DISC DTD 02MAY2001 DUE 07AUG2001 | 1,500,000.000 | 1,491,696.67 | 1,491,696.67 |
| INTERNATIONAL LEASE FIN NTN BE 5.250% DTD 05JUN2001 DUE 07JUN2004 | 1,000,000.000 | 999,970.00 | 1,001,840.00 |
| INTERNATIONAL PAPER CO COM | 83,296.000 | 2,982,963.90 | 2,973,667.20 |
| INTERNATIONAL RECTIFIER CORP COMMON STOCK USD1 | 10,900.000 | 597,100.70 | 371,690.00 |
| INTERPUBLIC COM USD0.10 | 85,840.000 | 3,417,830.98 | 2,519,404.00 |
| JDS UNIPHASE CORP COM | 69,310.000 | 4,924,813.82 | 866,375.00 |

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|--|-------------------------|--------------|--------------|
| JP MORGAN CHASE & CO COMMON STOCK (FORMERLY CHASE MAHATTAN CORP) | 152,520.000 | 5,807,581.50 | 6,802,392.00 |
| JOHNSON & JOHNSON COMMON STOCK | 168,320.000 | 7,782,002.23 | 8,416,000.00 |
| KLA-TENCOR CORPORATION COM STK USD0.001 (FORMERLY KLA INSTRUMENTS) | 24,600.000 | 1,374,020.87 | 1,438,362.00 |
| K N ENERGY INC SR NT 6.650% 03/01/2005 | 1,360,000.000 | 1,306,946.40 | 1,377,163.20 |
| KELLOGG CO COM | 23,700.000 | 802,689.70 | 687,300.00 |
| KIMBERLY CLARK CORP COM | 82,250.000 | 4,938,161.92 | 4,597,775.00 |
| KNIGHT RIDDER INC | 46,000.000 | 2,116,964.58 | 2,727,800.00 |
| KOHL S CORP COM | 18,100.000 | 1,065,192.68 | 1,135,413.00 |
| KRAFT FOODS INC CLASS A COMMON STOCK NPV | 32,900.000 | 1,024,367.73 | 1,019,900.00 |
| LSI LOGIC CORP COM STK USD0.01 | 14,900.000 | 803,766.93 | 280,120.00 |
| LAM RESEARCH CORPORATION CON. STK. NPV | 12,500.000 | 353,835.77 | 370,625.00 |
| ESTEE LAUDER CO COM | 25,700.000 | 1,037,494.43 | 1,107,670.00 |
| LEGGET & PLATT INC COM | 15,200.000 | 320,251.35 | 334,856.00 |
| LEHMAN BROTHERS HLDGS INC NT DTD 04/07/1998 6.250% 04/01/2003 | 1,000,000.000 | 1,018,690.00 | 1,020,990.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|--------------|--------------|
| LEXMARK INTERNATIONAL INC CLASS A COM STK USD0.01 | 18,200.000 | 1,198,441.83 | 1,223,950.00 |
| LILLY ELI & CO COM | 24,459.000 | 1,839,199.22 | 1,809,966.00 |
| LINCOLN NATIONAL CORP COM USD1.25 | 35,400.000 | 1,122,806.78 | 1,831,950.00 |
| LINEAR TECHNOLOGY CORP COM | 41,100.000 | 1,620,578.09 | 1,817,442.00 |
| LOCKHEED MARTIN CORP COM | 111,000.000 | 3,410,026.02 | 4,112,550.00 |
| LOWES COS INC COM | 56,000.000 | 1,629,435.56 | 2,031,400.00 |
| LUCENT TECHNOLOGIES INC COM STK USD0.01 | 68,625.000 | 2,346,145.06 | 426,161.25 |
| MBIA COM | 10,650.000 | 414,521.15 | 592,992.00 |
| MBNA CORP COM | 29,900.000 | 1,063,872.20 | 986,700.00 |
| MGIC INVT CORP WIS COM | 44,260.000 | 1,597,217.97 | 3,215,046.40 |
| MGM MIRAGE INC 8.500% DTD 15SEP2000 15SEP2010 | 965,000.000 | 962,606.80 | 1,005,414.20 |
| MARSH MCLENNAN USD1 | 38,230.000 | 3,839,412.79 | 3,861,230.00 |
| MARRIOTT INTERNATIONAL INC COMMON STOCK USD1 CLASS A | 8,500.000 | 361,350.57 | 402,390.00 |
| MASCO CORP COM | 192,890.000 | 4,795,975.51 | 4,814,534.40 |
| MAXIM INTERGRATED PRODUCTS COM STK NPV | 62,400.000 | 1,425,610.90 | 2,758,704.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| MAY DEPT STORES CO COM | 58,450.000 | 1,718,671.78 | 2,002,497.00 |
| MCCORMICK & CO, INC COM NON.V MPV | 34,900.000 | 917,241.39 | 1,466,498.00 |
| MCDONALDS CORP COM | 100,700.000 | 2,897,146.46 | 2,724,942.00 |
| MCGRAW HILL COMPANIES INC COM | 17,700.000 | 975,596.12 | 1,170,855.00 |
| MCKESSON HBOC INC COM | 27,600.000 | 888,242.53 | 1,024,512.00 |
| MEAD CORP COM | 23,300.000 | 572,589.56 | 632,362.00 |
| MEDTRONIC INC COM | 198,026.000 | 7,480,357.21 | 9,111,176.26 |
| MELLON FINL CORP COM | 134,600.000 | 3,169,653.87 | 6,031,426.00 |
| MERCANTILE BANKSHARES CORP COM | 39,000.000 | 1,033,465.10 | 1,526,070.00 |
| MERCK & CO INC COM | 148,780.000 | 8,496,985.70 | 9,508,529.80 |
| MERRILL LYNCH & CO DTD 11/24/1998 6.000% 11/15/2004 | 555,000.000 | 535,502.85 | 562,392.60 |
| MERRILL LYNCH & CO INC COM | 19,300.000 | 1,325,527.28 | 1,143,525.00 |
| MET LIFE FDG INC COMMERCIAL PAPER DISC DTD 21JUN2001 DUE 24JUL2001 | 1,800,000.000 | 1,794,096.00 | 1,794,096.00 |
| MICROSOFT CORP COMMON STOCK | 332,362.000 | 18,319,762.07 | 24,262,426.00 |
| MICRON TECHNOLOGY INC COM STK USD0.10 | 43,900.000 | 1,807,656.79 | 1,804,290.00 |
| MILLENNIUM PHARMACEUTICALS INC COM | 12,100.000 | 501,810.78 | 430,518.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| MINNESOTA MINING & MANUFACTURING CO COM STK NPV | 32,600.000 | 2,792,727.17 | 3,719,660.00 |
| MIMNESOTA MINING COMMERCIAL PAPER DISC DTD 11JUN2001 DUE 19JUL2001 | 1,800,000.000 | 1,792,685.00 | 1,792,685.00 |
| MOODYS CORP COMMON STOCK | 53,300.000 | 1,126,955.27 | 1,785,550.00 |
| MORGAN STANLEY INTERNATIONAL MAGNUM FUND | 6,780,549.787 | 71,953,850.41 | 70,110,884.80 |
| MORGAN STANLEY DEAN WITTER & CO GLOBAL NT DTD 01/20/99 5.625% 01/20/2004 | 1,000,000.000 | 1,004,390.00 | 1,006,390.00 |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO COM NEW | 87,210.000 | 6,598,563.78 | 5,601,498.30 |
| MOTOROLA INC H COM USD3.00 | 108,578.000 | 2,837,850.57 | 1,798,051.68 |
| NATIONAL CITY CORP COM USD4 | 46,200.000 | 953,190.82 | 1,422,036.00 |
| NEW YORK TIMES CO CL A | 15,200.000 | 637,713.97 | 638,400.00 |
| NEWELL RUBBERMAID INC COM | 17,500.000 | 430,282.50 | 439,250.00 |
| NEWS AMER HLDGS INC SR DEB DTB 10/30/1995 7.700% 10/30/2025 | 500,000.000 | 470,510.00 | 470,100.00 |
| NIAGRA MOHAWK HLDGS INC COM | 52,800.000 | 770,234.47 | 934,032.00 |
| NIKE INC COMMERCIAL PAPER DISC DTD 12JUN2001 DUE 17AUG2001 | 1,800,000.000 | 1,787,493.00 | 1,787,493.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| NOBLE DRILLING CORP COM STK USD0.10 | 12,500.000 | 455,888.36 | 409,375.00 |
| NORFOLK SOUTHERN CORP 7.800% 05/15/2027 | 500,000.000 | 573,695.00 | 516,050.00 |
| NORFOLK SOUTHN CORP COM | 96,800.000 | 2,753,911.97 | 2,008,600.00 |
| NORTHERN TRUST CORP COM | 10,000.000 | 462,939.98 | 625,000.00 |
| NOVELLUS SYS INC COM | 16,800.000 | 396,472.14 | 954,072.00 |
| OMNICOM GROUP COM USD0.5 | 29,400.000 | 1,781,085.50 | 2,528,400.00 |
| OPENWAVE SYSTEMS INC COMMON STOCK (FORMERLY PHONE.COM INC) | 7,001.000 | 438,719.18 | 242,934.70 |
| ORACLE CORP COM | 278,570.000 | 8,062,933.22 | 5,292,830.00 |
| PMC-SIERRA INC COM STK NPV (FRMLY SIERRA SEMICONDUCTOR) | 7,200.000 | 596,448.44 | 223,704.00 |
| PMI GROUP INC COM STK NPV | 40,735.000 | 1,376,564.86 | 2,918,662.75 |
| PALL CORP COM USD0.25 | 96,600.000 | 2,140,977.50 | 2,272,998.00 |
| PARKER HANNIFIN CORP COM NPV | 21,100.000 | 915,180.57 | 895,484.00 |
| PENNEY (JC) COM USD0.50 | 38,700.000 | 1,640,841.94 | 1,020,132.00 |
| PEOPLESOFT INC COM | 36,200.000 | 893,667.79 | 1,782,126.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| PEPSI BOTTLING GROUP INC COM | 10,000.000 | 427,170.21 | 401,000.00 |
| PEPSICO INC COM | 60,400.000 | 2,608,053.43 | 2,669,680.00 |
| PFIZER INC COM | 368,845.000 | 11,539,933.30 | 14,772,242.25 |
| PHARMACIA CORP COMMON STOCK | 28,441.000 | 1,192,201.39 | 1,306,863.95 |
| PHELPS DODGE CORP 8.750% DTD 30MAY2001 DUE 01JUN2011 | 500,000.000 | 499,145.00 | 491,880.00 |
| PHELPS DODGE CORP USD6.25 | 22,500.000 | 1,285,258.31 | 933,750.00 |
| PHILIP MORRIS COMMERCIAL PAPER DISC DTD 19JUN2001 DUE 26JUL2001 | 1,800,000.000 | 1,793,118.00 | 1,793,118.00 |
| PHILIP MORRIS COS INC COM | 167,100.000 | 6,451,701.89 | 8,480,325.00 |
| PHILIPS PETROLEUM COM \$US1.25 | 9,700.000 | 647,765.07 | 552,900.00 |
| PRAXAIR INC COM STK USD0.01 | 91,589.000 | 3,955,499.03 | 4,304,683.00 |
| PROCTER & GAMBLE COMMERCIAL PAPER DISC DTD 14JUN2001 DUE 16JUL2001 | 1,800,000.000 | 1,793,840.00 | 1,793,840.00 |
| PROCTER & GAMBLE CO COM | 61,400.000 | 4,291,976.40 | 3,917,320.00 |
| PROTEIN DESIGN LABS COM STK USD0.01 | 9,900.000 | 843,198.02 | 858,924.00 |
| PRUDENTIAL COMMERCIAL PAPER DISC DTD 28JUN2001 DUE 01AUG2001 | 1,800,000.000 | 1,793,608.00 | 1,793,608.00 |
| PUTNAM MEW OPPORTUNITIES FD SH BEN INT | 216,237.169 | 10,057,509.16 | 10,372,897.00 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|--------------|--------------|
| QUAKER OATS CO COM | 9,000.000 | 546,682.30 | 821,250.00 |
| QUALCOMM INC COM STK USD0.0001 | 78,400.000 | 5,200,744.62 | 4,584,832.00 |
| QUEENSLAND TREASURY CORP SERIES 11G 6.00% DTD 14 DEC 99 DUE 14 JUN 2011 | 2,300,000.000 | 1,164,176.54 | 1,133,443.22 |
| QWEST COMMUNICATIONS INTL INC COM | 55,500.000 | 2,298,865.05 | 1,768,785.00 |
| RCM EQUITY FDS INC GLOBAL TECHNOLOGY FD | 129,353.990 | 4,488,260.65 | 4,227,288.39 |
| RADIAN GROUP INC COM | 127,503.000 | 2,786,254.26 | 5,157,496.35 |
| RADIO SHACK | 82,130.000 | 2,398,506.99 | 2,504,965.00 |
| READERS DIGEST ASSN INC CLASS A NV COMMON | 13,100.000 | 450,150.85 | 376,625.00 |
| CANADIAN TAX REFUND (CDA\$) ACCRUAL FOR TAX RECLAIMS | 152.000 | 0.00 | 0.00 |
| ROCKWELL INTERNATIONAL CORP NEW COM STK USD1 | 60,900.000 | 2,273,424.60 | 2,321,508.00 |
| ROUSE COM USD 0.01 | 53,800.000 | 1,362,986.50 | 1,541,370.00 |
| ROYAL DUTCH PETE CO N Y REGISTRY SH PAR N CLDR 1.25 | 52,900.000 | 2,453,288.93 | 3,082,483.00 |
| SDC COMMUNICATIONS INC COM | 170,552.000 | 6,727,195.87 | 6,832,313.12 |
| SPX CORP COM STK USD10 | 28,440.000 | 3,374,581.53 | 3,560,119.20 |

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|--|-------------------------|--------------|--------------|
| SABRE HLDGS CORP CL A | 900.000 | 40,120.26 | 45,000.00 |
| SAFECO CORP | 56,800.000 | 2,059,715.33 | 1,675,600.00 |
| SAFEWAY STORES INC COM USD0.01 | 65,890.000 | 3,051,387.52 | 3,162,720.00 |
| ST. JUDE MEDICAL INC COM STK USD0.10 | 3,700.000 | 214,011.77 | 222,000.00 |
| ST PAUL COG INC COM | 35,254.000 | 1,256,085.77 | 1,787,377.80 |
| SANMINA CORP COM STK USD0.01 | 128,090.000 | 4,291,950.80 | 2,998,586.90 |
| SCANA CORP MED TERM NTS BK ENT 6.510% DTD 01JUL1993 DUE 01JUL2003 | 1,000,000.000 | 1,021,240.00 | 1,029,890.00 |
| SCHERING PLOUGH CORP COM | 108,400.000 | 4,107,290.41 | 3,928,416.00 |
| SCHLUMBERGER LTD COM | 62,770.000 | 3,603,226.20 | 3,304,840.50 |
| SCHWAB CHARLES CORP NEW COM | 59,450.000 | 1,556,258.66 | 936,337.50 |
| SCIENTIFIC-ATLANTA INC COM STK USD0.50 | 10,200.000 | 661,295.38 | 414,120.00 |
| SIEBEL SYS INC COM | 37,890.000 | 2,276,571.53 | 1,777,041.00 |
| SIMON PPTY GROUP INC NEW COM | 65,768.000 | 1,587,011.70 | 1,971,066.96 |
| SONY CORP ADR NEW 50 YEN SH | 13,000.000 | 1,004,119.38 | 855,400.00 |
| SOUTHERN CO COM | 46,000.000 | 677,523.91 | 1,069,500.00 |

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|---|-------------------------|--------------|--------------|
| SPRINT CORP COM | 82,200.000 | 2,300,253.50 | 1,755,792.00 |
| SPRINT CORP PCS CON SER 1 | 18,600.000 | 470,423.26 | 449,190.00 |
| STANLEY WORKS COM USD2.50 | 44,600.000 | 1,293,625.34 | 1,867,848.00 |
| STAPLES INC COM | 22,300.000 | 293,594.43 | 356,577.00 |
| STARBUCK CORP COM STK NPV | 29,800.000 | 594,591.91 | 685,400.00 |
| STARWOOD HOTELS & RESORTS WORLDWIDE INC COM | 73,102.000 | 3,034,450.32 | 2,725,242.56 |
| STATE STREET PASSIVE BOND MARKET INDEX FUND | 201,802.384 | 2,587,223.18 | 2,584,886.74 |
| STATE STREET CORP COM | 11,400.000 | 513,249.19 | 564,186.00 |
| SUN MICROSYSTEMS COM USD0.0006 | 160,140.000 | 5,970,091.30 | 2,517,400.80 |
| SYMBOL TECHNOLOGIES INC | 16,475.000 | 425,684.48 | 365,745.00 |
| SYSCO CORP USD1 | 28,500.000 | 604,407.05 | 773,775.00 |
| TRW INC COM | 10,400.000 | 371,630.25 | 426,400.00 |
| TARGET CORP COMMON STOCK USD.1667 FORMERLY DAYTON HUDSON CORP | 95,930.000 | 2,579,934.55 | 3,319,178.00 |
| TEKTRONIX INC COM | 15,700.000 | 414,285.63 | 426,255.00 |
| TELLABS INC COM | 41,770.000 | 2,770,723.53 | 809,502.60 |

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|--|-------------------------|--------------|--------------|
| TELLIUM INC COM | 300.000 | 4,500.00 | 5,460.00 |
| TENET HEALTHCARE CORP COM | 123,980.000 | 3,601,352.83 | 6,397,368.00 |
| TERADYNE, INC COM STK USD0.125 | 21,900.000 | 850,678.89 | 766,500.00 |
| TEXACO CAP INC NT DTD 01/25/1999 5.500% 01/15/2009 | 1,300,000.000 | 1,248,804.00 | 1,235,468.00 |
| TEXACO INC COMMERCIAL PAPER DISC DTD 08JUN2001 DUE 10AUG2001 | 1,800,000.000 | 1,788,061.50 | 1,788,061.50 |
| TEXACO INC COM | 107,480.000 | 5,459,769.55 | 7,164,616.80 |
| TEXAS INSTRS INC COM | 98,900.000 | 3,407,823.61 | 3,154,910.00 |
| TOSCO CORP NT DTD 02/15/2000 8.125% 02/15/2030 | 500,000.000 | 509,975.00 | 542,770.00 |
| TOYS R US COM USD0.10 | 113,000.000 | 1,965,018.86 | 2,796,750.00 |
| TYCO INTL GROUP S A NT 6.375% 06/15/2005 | 545,000.000 | 550,098.48 | 551,409.20 |
| TYCO INTL LTD NEW COM | 77,200.000 | 2,475,857.85 | 4,208,172.00 |
| UBS FINANCE COMMERCIAL PAPER DISC DTD 14JUN2001 DUE 02AUG2001 | 1,800,000.000 | 1,790,641.00 | 1,790,641.00 |
| USX-MARATHON GROUP INC COMMON STOCK | 46,500.000 | 1,169,573.81 | 1,372,215.00 |
| UST INC COM USD0.5 | 84,800.000 | 2,544,001.10 | 2,447,328.00 |
| US BANCORP COMMON STOCK USD1.25(NEW) | 79,084.000 | 1,762,632.53 | 1,802,324.36 |

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| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|--------------|--------------|
| UNION PAC CORP CON | 85,800.000 | 4,551,274.01 | 4,711,278.00 |
| UNISYS COM USD0.01 | 41,900.000 | 803,172.63 | 616,349.00 |
| US GOVERNMENT BOND 3.875% DTD 15APR1999 DUE 15APR2029 | 7,195,000.000 | 8,060,349.80 | 8,289,184.59 |
| US GOVERNMENT TREASURY NOTES 3.375% 15JAN07 INFLATION LINKED NOTE | 1,865,000.000 | 1,867,910.15 | 2,109,027.34 |
| UNITED STATES TREAS NTS DTD 05/15/1999 5. 500% 05/15/2009 | 5,450,000.000 | 5,171,226.44 | 5,494,254.00 |
| UNITED STATES TREAS NOTES 3.500% DTD 15JAN2001 15JAN2011 | 1,530,000.000 | 1,527,277.22 | 1,535,737.50 |
| UNITEDHEALTH GROUP INC COMMON STOCK USD0.01 | 11,900.000 | 579,125.21 | 734,825.00 |
| UNIVISION COMMUNICATIONS INC CL A | 7,700.000 | 288,611.68 | 329,406.00 |
| UNOCAL CORP COM | 72,700.000 | 2,534,813.74 | 2,482,705.00 |
| UNUMPROVIDENT CORP COM | 95,700.000 | 2,800,551.25 | 3,073,884.00 |
| VERISIGN INC COM | 12,500.000 | 1,121,822.92 | 750,125.00 |
| VERIZON COMMUNICATIONS COMMON STOCK | 72,734.000 | 2,957,958.48 | 3,891,269.00 |
| VERITAS SOFTWARE CO COM | 29,724.000 | 2,074,669.99 | 1,977,537.72 |
| VERTEX PHARMACEUTICAL COM STK USD0.01 | 1,900.000 | 134,006.35 | 94,050.00 |

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BANKERS TRUST COMPANY
 NEW YORK ASSETS HELD
 FOR INVESTMENT
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 2001 PREPARED ON
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 124079 COMBINED HARRIS
 CORPORATION 34-0276860

SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|--------------|---------------|
| VIACOM INC CLASS B COMMON | 74,154.000 | 2,956,632.80 | 3,837,469.50 |
| VITESSE SEMICONDUCTOR CORP COM STK USD0.01 | 47,870.000 | 2,572,839.54 | 1,007,184.80 |
| WAL MART STORES INC NT DTD 08/10/1999 6.150% 08/10/2001 | 860,000.000 | 864,016.20 | 861,659.80 |
| WAL MART STORES INC COM | 232,680.000 | 7,327,057.26 | 11,354,784.00 |
| WALGREEN CO COM | 122,290.000 | 3,262,797.92 | 4,214,113.40 |
| WASHINGTON MUT INC COM | 16,350.000 | 407,532.31 | 613,942.50 |
| WASTE MGMT INC DEL COM | 109,072.000 | 2,778,035.21 | 3,361,599.04 |
| WATERS CORP COM STK USD0.01 | 800.000 | 33,970.00 | 22,088.00 |
| WATSON PHARMACEUTICALS INC COM STK NPV | 5,900.000 | 345,679.42 | 363,676.00 |
| WEATHERFORD INTL INC NEW COM | 8,800.000 | 475,043.34 | 422,400.00 |
| WELLS FARGO FINL INC COMMERCIAL PAPER DISC DTD 08JUN2001 DUE 17JUL2001 | 1,800,000.000 | 1,792,434.00 | 1,792,434.00 |
| WELLPOINT HEALTH NETWORK INC 6.375% DTD 15JUN2001 DUE 15JUN2006 | 1,000,000.000 | 997,720.00 | 992,870.00 |
| WELLS FARGO & CO NEW COM | 39,900.000 | 1,267,583.18 | 1,852,557.00 |
| WEYERHAEUSER CO COM | 41,560.000 | 1,913,322.86 | 2,284,553.20 |

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BANKERS TRUST COMPANY
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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|---|-------------------------|---------------|---------------|
| WORLDCOM INC/WORLDCOM GROUP COMMON STOCK | 95,105.000 | 4,457,712.92 | 1,350,491.00 |
| WORLDCOM INC MCI GROUP COMMON STOCK USD.01 | 3,804.000 | 180,414.03 | 61,244.40 |
| WRIGLEY (WILLIAM) JUNIOR CO COW STK NPV | 13,540.000 | 630,164.67 | 634,349.00 |
| XILINX INC COMMON STOCK | 14,900.000 | 688,232.70 | 614,476.00 |
| XEROX CORP COM | 68,300.000 | 1,574,217.13 | 653,631.00 |
| YAHOO INC COM STK USD0.01 | 5,400.000 | 577,169.11 | 107,946.00 |
| METROPOLITAN LIFE INS COP GAC# 14095 7.18% 05/04/2000 | 6,287,078.480 | 6,287,078.48 | 6,287,078.48 |
| ALLSTATE LIFE INSURANCE GIC #77064 5.430% | 54,650,256.000 | 54,650,256.00 | 54,650,256.00 |
| JACKSON NATIONAL LIFE G-1236-1 5.090% 09/28/2001 | 10,054,731.250 | 10,054,731.25 | 10,054,731.25 |
| BUSINESS MEN S ASSURANCE #1309 5.410% 05/05/2003 | 5,776,435.170 | 5,776,435.17 | 5,776,435.17 |
| CDC INVESTMENT MGMT CORP BRIC #121-05 @ 6.020 % 22/DEC/2002 | 5,013,037.810 | 5,013,037.81 | 5,013,037.81 |
| STATE STREET BANK & TRUST GAC #97019 SYNTHETIC GIC #172481 | 50,472,484.120 | 50,472,484.12 | 50,472,484.12 |

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 CORPORATION 34-0276860

SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|-------------------------|---------------|---------------|
| CDC INVESTMENT MGMT CORP BRIC #121-06 5.890% 06/08/2003 | 7,523,634.950 | 7,523,634.95 | 7,523,634.95 |
| MONUMENTAL LIFE INS CO MDA-00086FR 6.550% 06/13/2002 | 3,413,575.550 | 3,413,575.55 | 3,413,575.55 |
| GE LIFE & ANNUITY ASSURANCE CO 7.160% 12/08/2003 | 11,140,389.840 | 11,140,389.84 | 11,140,389.84 |
| MONUMENTAL LIFE INS CO MDA 00076FR 6.000% 04/19/2004 | 8,093,775.630 | 8,093,775.63 | 8,093,775.63 |
| PRUDENTIAL-CAP MAC INSD GA-10010-213 5.890% 04/05/2002 | 5,680,675.020 | 5,680,675.02 | 5,680,675.02 |
| MONUMENTAL LIFE CONTRACT #00245TR 6.410% DTD 01JUL2000 DUE 01JUL2002 | 54,647,464.900 | 54,647,464.90 | 54,647,464.90 |
| SUNAMERICA LIFE #4993 7.530% DTD 28MAY2000 DUE 23JUN2003 | 3,227,825.500 | 3,227,825.50 | 3,227,825.50 |
| ALLSTATE LIFE INS #GA-6316 6.030% DTD 25JAN2001 DUE 27JAN2005 | 3,076,022.000 | 3,076,022.00 | 3,076,022.00 |
| METROPOLITAN LIFE #GAC 25857 5.430% DTD 03/01/2001 DUE 03/31/2003 | 5,067,819.730 | 5,067,819.73 | 5,067,819.73 |
| CAISSE DES DEPOT BRIC 121-07 | 8,040,958.690 | 8,040,958.69 | 8,040,958.69 |
| ALLSTATE LIFE INS #GA-6326 5.930% DTD 19APR2001 DUE 19APR2005 | 5,057,941.460 | 5,057,941.46 | 5,057,941.46 |

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 124079 COMBINED HARRIS
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SCHEDULE H ITEM 4I SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST | MARKET VALUE |
|--|----------------------------|------------------|------------------|
| SECURITY LIFE OF DENVER #SA-0240 5.360% 04/07/2004 | 5,061,890.970 | 5,061,890.97 | 5,061,890.97 |
| UBS AG #5012 5.898% 05/03/2005 | 58,965,317.970 | 58,965,317.97 | 58,965,317.97 |
| NEW YORK LIFE GA30972-002 5.330% DTD 19JUN2001 DUE 28JUN2004 | 6,009,637.810 | 6,009,637.81 | 6,009,637.81 |
| MASS MUTUAL LIFE INS CO #35069 5.030% DTD 04/06/2001 DUE 04/07/2003 | 5,058,150.920 | 5,058,150.92 | 5,058,150.92 |
| BANK of AMERICA NT&SA CONTRACT #99-220 GIC 5.96% | 42,989,711.000 | 42,989,711.00 | 42,989,711.00 |
| SUM AMERICA GIC #4991 7.530% DTD 14JUN2000 DUE 09JUN03 | 5,394,710.630 | 5,394,710.63 | 5,394,710.63 |
| CHASE SYNTHETIC GIC 433121-LT 5.710% DTD 01JUN2000 DUE 01SEP2003 | 50,726,727.800 | 50,726,727.80 | 50,726,727.80 |
| JOHN HANCOCK LIFE INS GAC #15017 7.420% 15AUG2005 | 9,579,104.530 | 9,579,104.53 | 9,579,104.53 |
| PRUDENTIAL GA#10010 6.170% 06/17/2003 | 5,994,184.310 | 5,994,584.31 | 5,994,584.31 |
| PYRAMID EQUITY INDEX FUND PYRAMID BROAD MARKET BOND INDEX FUND | 107,257.556 | 304,733,459.04 | 321,705,846.55 |
| ACCOUNT TOTAL | | 1,891,653,671.01 | 2,016,122,383.20 |
| LESS AMOUNTS INCLUDED IN CASH & CASH EQUIVALENTS ON THE BALANCE SHEET | | (73,966,327.20) | (73,966,327.20) |
| TOTAL INVESTMENTS | | 1,817,687,343.81 | 1,942,156,056.00 |

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BANKERS TRUST COMPANY
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 CORPORATION RETIREMENT
 PLAN COMBINED
 REPORT 34-0276860

SCHEDULE H ITEM 4I PART 2 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST OF ACQUISITIONS | PROCEEDS OF DISPOSITIONS |
|---|-------------------------|----------------------|--------------------------|
| GLOBAL CROSSING LTD | 32,300.000 | 701,682.04 | |
| COM | 32,300.000 | | 361,856.26 |
| TYCOM LTD | 5,600.000 | 179,200.00 | |
| COMMON STOCK USD0.25 | 5,600.000 | | 218,378.18 |
| WILLIS GROUP HOLDINGS LTD | 200.000 | 2,700.00 | |
| COMMON STOCK | 200.000 | | 3,278.47 |
| FLEXTRONICS INTL LTD | 19,900.000 | 638,870.09 | |
| | 5,100.000 | | 134,581.77 |
| RESERVE INVSTMT FUND INC | 21,761,374.710 | 21,761,374.71 | |
| 05/20/2000 | 17,700,000.000 | | 17,700,000.00 |
| HARRIS RETIREMENT PLAN LOAN | 13,951,840.350 | 13,951,840.35 | |
| | 12,940,346.930 | | 12,940,346.93 |
| BRITISH TELECOMMUNICATIONS | 320,000.000 | 319,484.80 | |
| 7.625% DTD 12DEC2000 DUE 15DEC2005 | 320,000.000 | | 328,857.60 |
| CHINA MOBILE HONG KONG LTD | 16,700.000 | 1,674,283.85 | |
| SPONSORED ADR | 39,800.000 | | 1,100,448.61 |
| CHINA UNICOM | 16,100.000 | 379,076.21 | |
| AMERICAN DEPOSITARY RECEIPT | 26,800.000 | | 561,101.35 |
| DECODE GENETICS INC | 200.000 | 3,600.00 | |
| COMMON STOCK | 200.000 | | 5,474.55 |
| NEW YORK LIFE INS | 322,188.670 | 322,188.67 | |
| GA #06885-004 | 6,355,532.050 | | 6,355,532.05 |
| 6.780% 05/01/2001 | | | |
| MORGAN STANLEY INTERNATIONAL | 19,349,905.186 | 219,880,460.07 | |
| MAGNUM FUND | 19,746,364.827 | | 225,640,153.01 |

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BANKERS TRUST COMPANY
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 COMBINED 34-0276860

SCHEDULE H ITEM 4I PART 2 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST OF ACQUISITIONS | PROCEEDS OF DISPOSITIONS |
|---|----------------------------------|----------------------|--------------------------|
| NOKIA CORP | 37,500.000 | 1,626,478.04 | |
| ABR | 83,900.000 | | 2,861,162.89 |
| NORTEL NETWORKS CORP NEW COMMON STOCK | 17,000.000 101,000.000 | 623,258.09 | 4,110,606.79 |
| PHARMACIA CORP COMMON STOCK | 16,600.000 67,900.000 | 943,294.69 | 3,628,191.79 |
| ROYAL DUTCH PETE CO N Y REGISTRY SH PAR N CLDR 1.25 | 16,200.000 17,500.000 | 983,438.50 | 1,032,779.82 |
| ROYAL PTT NEDERLAND 7.500% DTD 13FEB2001 DUE 01OCT2005 | 108,000.000 108,000.000 | 107,445.96 | 107,374.68 |
| SMTC CORP COMMON STOCK | 100.000 100.000 | 1,600.00 | 2,245.33 |
| SONY CORP ADR NEW 50 YEN SH | 15,100.000 2,100.000 | 1,167,494.76 | 146,314.87 |
| VODAFONE GROUP PLC NEW SPONSORED ADR | 80,400.000 80,400.000 | 3,565,935.43 | 2,913,228.97 |
| METROPOLITAN LIFE INS COP GAC# 14095 7.18% 05/04/2000 | 567,066.250 5,500,000.000 | 567,066.25 | 5,500,000.00 |
| JOHN HANCOCK MUTUAL LIFE GA-8646 6.650% 08/14/2000 | 37,253.140 6,828,222.470 | 37,253.14 | 6,828,222.47 |
| ALLSTATE LIFE INSURANCE GIC #77064 5.430% | 17,635,622.750 10,455,674.890 | 17,635,622.75 | 10,455,674.89 |
| JACKSON NATIONAL LIFE G-1236-1 5.090% 09/28/2001 | 616,796.220 632,910.460 | 616,796.22 | 632,910.46 |

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BANKERS TRUST COMPANY
 NEW YORK ASSETS HELD
 FOR INVESTMENT
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 124079 COMBINED HARRIS
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 COMBINED 34-0276860

SCHEDULE H ITEM 4I PART 2 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST OF ACQUISITIONS | PROCEEDS OF DISPOSITIONS |
|--|---|-------------------------------|------------------------------|
| CDC INVESTMENT MGMT CORP BRIC #121-05 @ 6.020% 22/DEC/2002 | 279,166.930 282,672.540 | 279,166.93 | 282,672.54 |
| STATE STREET BANK & TRUST GAC #97019 SYNTHETIC GIC #172481 | 22,895,939.200 3,829,728.340 | 22,895,939.20 | 3,829,728.34 |
| CDC INVESTMENT MGMT CORP BRIC #121-06 5.890% 06/08/2003 | 423,749.360 430,479.230 | 423,749.36 | 430,475.23 |
| PRUDENTIAL-CAP MAC INSD @6.080% 06/29/2001 PARTN CTF GROUP ANNUITY CONTRACT #1280 WITH BUSINESS MEN S ASSURANCE 5.860% 10/02/2000 | 511,522.180 8,948,517.880 91,523.960 6,353,582.270 | 511,522.18 91,523.96 | 8,948,517.88 6,353,582.27 |
| BUSINESS MEN S ASSURANCE CO GIC #1279 @5.89% 12/04/2000 NEW YORK LIFE GA-30972 5.660% 04/16/2001 | 126,715.810 5,244,101.780 142,756.080 3,346,685.680 | 126,715.81 142,756.08 | 5,244,101.78 3,346,685.68 |
| MONUMENTAL LIFE INS CO MBA 00076 FR 6.000% 04/19/2004 | 480,000.040 480,000.000 | 480,000.04 | 480,000.00 |
| MONUMENTAL LIFE CONTRACT #00245TR 6.410% DTD 01JUL2000 DUE 01JUL2002 CAISSE DES DEPOT BRIC 121-07 | 59,097,557.140 4,450,092.240 5,470,019.520 5,481,421.150 | 59,097,557.14 5,470,019.52 | 4,450,092.24 5,481,421.15 |

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 COMBINED 34-0276860

SCHEDULE H ITEM 4I PART 2 SCHEDULE OF GLOBAL ASSETS EB

| IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY | DESCRIPTION OF INTEREST | COST OF ACQUISITIONS | PROCEEDS OF DISPOSITIONS |
|---|----------------------------------|----------------------|--------------------------|
| SECURITY LIFE OF DENVER #SA-0246 5.340% DTD 09APR2001 DUE 08JUN2001 | 5,042,942.010 5,042,942.010 | 5,042,942.01 | 5,042,942.01 |
| JACKSON NATIONAL LIFE #S-1214 5.510% 03/19/2001 | 36,929,946.040 68,378,411.890 | 36,929,948.04 | 68,378,411.89 |
| BANK OF AMERICA NT&SA CONTRACT #99-220 GIC 5.96% | 34,525,212.800 11,796,166.430 | 34,525,212.80 | 11,796,166.43 |
| CHASE SYNTHETIC GIC# 433121-LT 5.710% DTD 01JUN2000 DUE 01SEP2003 | 24,035,758.950 3,390,454.510 | 24,035,758.95 | 3,390,454.51 |

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SCHEDULE V

NEW YORK
 BANKERS TRUST
 COMPANY PART 2 SCHEDULE
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 BY ISSUE
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 124079 COMBINED HARRIS
 CORPORATION RETIREMENT
 PLAN COMBINED
 REPORT MARKET VALUE
 06/30/2000
 \$2,283,355,850.9334-0276860
 -----D I
 S P O S E
 -----A
 C Q U I R E
 D-----

SCHEDULE H ITEM 4J

GLOBAL ASSETS EB

| SECURITY DESCRIPTION | SALES | PROCEEDS | GAIN OR LOSS | PURCHASES | COST |
|---|-------|------------------|--------------------|-----------|------------------|
| PYRAMID DIRECTED ACCOUNT CASH FUND | 1,281 | 1,280,561,123.18 | 0.00 | 1,324 | 1,299,912,866.16 |
| MORGAN STANLEY 138 225,640,153.01 4,151,060.04 114 219,880,460.07 INTERNATIONAL | | | | | |
| MAGNUM FUND 138 225,640,153.01 4,151,060.04 114 219,880,460.07 PYRAMID EQUITY | | | | | |
| INDEX FUND 141 171,344,478.13 24,032,978.08 108 98,253,821.10 | | | | | |

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SIGNATURES

The Plan. 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 their behalf by the undersigned hereunto duly authorized.

Harris Corporation Retirement Plan

By: Retirement Plan Administrative
Committee, as Plan Administrator

/s/ Jeffrey Pratt Morrill

Jeffrey Pratt Morrill

Date: December 21, 2001