SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

то

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1999

Commission file number: 1-8729

UNISYS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware38-0387840(State or other jurisdiction of<br/>incorporation or organization)(I.R.S. Employer<br/>Identification No.)

Unisys Way Blue Bell, Pennsylvania 19424 (Address of principal executive offices) (Zip Code)

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The undersigned registrant hereby amends its Annual Report on Form 10-K for the fiscal year ended December 31, 1999 by adding the following Exhibits:

EXHIBIT NO.	DESCRIPTION
99.1	Form 11-K for the fiscal year ended December 31, 1999 for the Unisys Savings Plan

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

#### UNISYS CORPORATION

Date: June 26, 2000

By: /s/ Janet Brutschea Haugen Vice President, Acting Chief Financial Officer and Controller

EXHIBIT INDEX

#### SECUTITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 11-K ANNUAL REPORT Pursuant to Section 15(d) of the Securities Exchange Act of 1934

(Mark One):

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

For the fiscal year ended December 31, 1999

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[\_] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-8729

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

### UNISYS SAVINGS PLAN

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

UNISYS CORPORATION Unisys Way Blue Bell, Pennsylvania 19424

#### REQUIRED INFORMATION

Financial Statements and Supplemental Schedule

Unisys Savings Plan

Years ended December 31, 1999 and 1998 with Report of Independent Auditors

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Schedule of Assets Held for Investment Purposes at End of Year 12

Exhibit:

Consent of Independent Auditors

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

UNISYS SAVINGS PLAN

UNISYS CORPORATION

Date: June 26, 2000

By: /s/ Janet Brutschea Haugen Janet Brutschea Haugen Vice President, Acting Chief Financial Officer and Controller Unisys Corporation Employee Benefits Administrative Committee

We have audited the accompanying statements of assets available for benefits of the Unisys Savings Plan (the "Plan") as of December 31, 1999 and 1998, and the related statements of changes in assets available for benefits 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 auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 provided a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan at December 31, 1999 and 1998, and the changes in assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets held for investment purposes at end of year as of December 31, 1999, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP Philadelphia, Pennsylvania May 17, 2000

# Unisys Savings Plan

# Statements of Assets Available for Benefits

## December 31

	1999	1998	
	(In Thousands)		
Investments at fair value:			
Fidelity Mutual Funds Unisys Common Stock Funds Unisys Interest Income Fund Fidelity Money Market Funds Unisys Global Performance Equity Fund Fidelity U.S. Equity Index Commingled Pool	\$2,023,196 497,535 404,086 171,390	\$1,752,239 446,204 414,074 151,512 51,221	
Fund Participants' Loans Frozen Investment Contracts	36,764 21,675 2,234	30,098 22,894 3,088	
Assets available for benefits	\$3,156,880	\$2,871,330	

See notes to financial statements.

# Unisys Savings Plan

# Statements of Changes in Assets Available for Benefits

	Year ended Dec 1999	
	(In Thou	sands)
Additions: Investment income: Interest and dividends Net appreciation in fair value of Investments	\$ 193,709 185,090	\$ 198,006 456,718
Contributions: Employer Employee Total additions		9,666 74,057 738,447
Deductions: Benefit payments Administrative and other expenses	184,084 287	
Total deductions	184,371	
Net increase	285,550	554,127
Assets available for benefits: Beginning of year	2,871,330	2,317,203
End of year	\$3,156,880	

See notes to financial statements.

#### Unisys Savings Plan Notes to Financial Statements December 31, 1999

### 1. PLAN DESCRIPTION

The Unisys Savings Plan (the "Plan") is a defined contribution plan that covers nonbargaining employees paid from a United States payroll of Unisys Corporation (the "Company") and bargaining unit employees whose collective bargaining agreement provides for participation in the Plan. The Employee Benefits Administrative Committee is the Plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participants should refer to the Plan document, summary plan description and their respective bargaining unit agreement, if applicable, for complete information.

#### CONTRIBUTIONS

Each year, participants may contribute up to 20% or 12% of their pretax compensation, as defined in the Plan, depending on their classification as a non-highly compensated or highly compensated employee, respectively. The Plan allows the Company to make discretionary matching contributions, as determined annually by the Company's Board of Director's. The matching contribution is made in Company common stock and was 25% of the first 4% of pretax compensation contributed by the participant. This formula will change to 50% of the first 4% beginning January 1, 2000. The Plan also allows for rollover contributions from other qualified defined contribution plans.

A participant who had Tax Deductible Contributions Accounts (L.E.R.A.) or After-Tax Contributions Accounts retains those accounts under the Plan. No additional L.E.R.A. or After Tax Contributions are allowed.

Under the Global Performance Equity Program (G-PEP) shares of Unisys Common Stock were awarded by the Company to participating employees based on the attainment of corporate and/or business unit performance goals. G-PEP awards are maintained in a separate account on behalf of each participant and are subject to special withdrawal and transfer rules. The G-PEP award in 1998 for the calendar year 1997 was the final award made by the Company. Through 1998, Unisys shares in G-PEP accounts were held in the Unisys Global Performance Equity Fund. During 1999, the Company allowed participants to invest all or part of their account balances in any of the other available funds. Unisys shares remaining in G-PEP accounts were transferred to the Unisys Common Stock Fund.

# 1. PLAN DESCRIPTION (continued)

#### INVESTMENT OPTIONS

Participants may elect to have their current contributions and existing account balances invested in any one or more of the investment options offered and managed by Fidelity Management & Research Company and Fidelity Management Trust Company (Fidelity). Information regarding the investment options is available in the Plan Prospectus, the quarterly participant statements and in each investment fund's prospectus made available by Fidelity.

#### PARTICIPANT ACCOUNTS

Participant accounts are credited with requested pre-tax, after-tax, rollover, L.E.R.A., G PEP, and Company matching contributions and an allocation of investment income (losses), and they are charged with an allocation of administrative expenses based on account balances. The benefit to which a participant is entitled is equal to the vested portion of their account.

#### VESTING AND FORFEITURES

Plan participants are immediately vested in their pre-tax, after tax, L.E.R.A., G-PEP and rollover contributions and earnings thereon. Plan participants acquire a nonforfeitable right to any Company matching contributions and earnings thereon upon completion of five years of service, attainment of age 65 or death prior to termination of employment. The amount of Company matching contributions and earnings thereon that is not vested at the time of distribution will be forfeited and shall be used to reinstate prior forfeitures of accounts of participants who are re-employed in accordance with the terms of the Plan, to reduce current Company matching contributions, if any, or to pay Plan expenses.

Effective January 1, 2000 the Plan was amended to immediately vest all past and future Company matching contributions.

## 1. PLAN DESCRIPTION (continued)

#### DISTRIBUTIONS/WITHDRAWALS

On termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account, or upon death, disability or retirement, elect to receive payments in the form of an annuity or annual installments over a maximum of twenty years. Plan participants also may receive in-service withdrawals in certain circumstances as defined in the Plan. Loans are also available to Plan participants in accordance with Plan rules and procedures.

#### PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its Matching Contributions and/or to terminate the Plan at any time subject to the provisions of ERISA.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

#### USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

### INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value, except for the Unisys Interest Income Fund which includes investments in guaranteed investment contracts issued principally by insurance companies and financial institutions which are valued at contract value as estimated by the insurance companies. Contract value represents contributions and reinvested income, less any withdrawals plus accrued interest, because these investments have fully benefit responsive features. All participant initiated transactions with the fund are permitted at contract value with no conditions, limits or restrictions. However, withdrawals influenced by Company-initiated events, such as in connection with the sale of a business, may result in a distribution at other than contract value. There are no

### 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### INVESTMENT VALUATION AND INCOME RECOGNITION (continued)

reserves against contract values for credit risk of contract issuers or otherwise. Contract value of these investment contracts approximates their fair value. The contract balances at December 31, 1999 and 1998 totaled \$404.1 million and \$414.1 million, respectively. Interest accrued on the contract balances at rates ranging from 4.94% to 8.71% for the year ended December 31, 1999 and from 4.56% to 8.71% for the year ended December 31, 1998. These interest rates are set at the time contract is negotiated and, depending on the terms of the contract, are fixed through the maturity date or are re-set quarterly, semi-annually or annually.

As of December 31, 1999 and 1998, because of the large number of investment contracts with numerous counterparties, the Plan had no significant concentrations of credit risk.

Shares of registered investment companies are valued at quoted market prices which represent net asset values of shares held by the Plan at the end of the period. Shares of Unisys common stock are valued at the closing market price on the last day of the Plan year. Participant loans are valued at the outstanding principal balance, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is reported on the accrual basis. Dividends are recorded on the ex-dividend date. Realized gains and losses from securities sold are reported on an average cost basis.

Investments in Frozen Investment Contracts represent the sum of the value of a restructured investment contract with MBL Life Assurance Company, and remaining cash balance from payments made to the Plan from the Conservation Estate of the Executive Life Insurance Company ("ELIC"). On December 31, 1998, the value of the investment contract with MBL was \$2.7 million. On June 30, 1999 the insurance contract with MBL matured and the assets were allocated to the participants' accounts. The value of the payments representing the ELIC contracts approximated \$.4 million on December 31, 1999 and 1998.

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

## INVESTMENT VALUATION AND INCOME RECOGNITION (continued)

The Plan has received periodic liquidation payments from the terminated investment contracts, originally with ELIC. Cumulative payments of \$164.2 million as of December 31, 1999, have been distributed to or allocated to the accounts of the Plan participants. The remaining cash balance described above at December 31, 1999 represents amounts that are to be distributed to Plan participants who have not yet cashed their distribution checks.

Notwithstanding the payment of the liquidation amounts by the Conservation Estate of ELIC, Plan participants have not fully recovered the principal amount of their investment in the ELIC contracts, nor interest on the principal amounts. Unisys, on behalf of the Plan and Plan participants, has attempted to recover these amounts from state guaranty associations. Unisys has obtained recoveries for Plan participants located in Arizona, Hawaii, North Dakota, Pennsylvania, South Dakota and Wisconsin. The proceeds of the settlements are expected to be allocated to the accounts of those participants in the second quarter of 2000.

Unisys is involved in litigation with state guaranty associations in Minnesota, Nebraska and Washington. The litigation is ongoing and there are no assurances that any recoveries will result from the litigation.

In addition, Unisys has filed claims for recovery with the state guaranty associations in Arkansas, Delaware, Florida, Idaho, Indiana, Iowa, Kansas, Kentucky, Maryland, Mississippi, Missouri, Montana, Nevada, North Carolina, Oklahoma, Rhode Island, Utah, Virginia and West Virginia. The claims have either been denied or have not been answered by the state guaranty associations. Unisys has not yet determined whether it will commence litigation in any of the states.

Unisys has been unable to recover any portion of the unpaid principal amounts (or interest on the principal amounts) in the remaining states and the District of Columbia. Plan participants located in those states and the District of Columbia will not receive any recovery of the unpaid principal or any interest, except as a result of any further payments made by the Conservation Estate of ELIC.

# 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### RECLASSIFICATION

Certain amounts in the 1998 financial statements have been reclassified to conform to the 1999 presentation.

### 3. INVESTMENTS

The Plan's investments at December 31, 1999 and 1998 were held in trusts with Fidelity Management Trust Company, First Union National Bank, and Oriental Bank & Trust (which was added as a trustee in July, 1999), each of which was established for the investment of the Plan's assets.

During 1999 and 1998 the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows (in thousands):

	1999	1998
Fidelity Mutual Funds	\$190,468	\$155,843
Unisys Common Stock Funds	(13,562)	264,588
Unisys Global Performance Equity Fund	-	29,875
Unisys U.S. Equity Index Commingled		
Pool Fund	6,378	6,380
Frozen Investment Contracts	1,806	32
	\$185,090	\$456,718

4000

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Investments that represent 5% or more of fair value of the Plan's assets are as follows:

	1999	1998
*Unisys Stock Fund	\$453,710	\$446,204
Unisys Interest Income Fund	404,086	414,074
Fidelity Magellan Fund	460,126	382,208
Fidelity Asset Manager Fund	273,764	264,888
Fidelity Asset Manager Growth Fund	311,052	304,085

\*Nonparticipant-directed

# 3. INVESTMENTS (continued)

The net assets and significant components of the changes in net assets relating to the non-participant-directed investments are as follows:

	Decembe 1999	r 31 1998	
	(In thousands)		
Net assets:			
Unisys Stock Fund	\$453,710	\$446,204	
Unisys Common Stock Fund	42,508	-	
Interest-Bearing Cash	1,317	-	
Unisys Interest Income Fund	404,086	414,074	
Unisys Global Performance Equity Fund	-	51,221	
Frozen Investment Contracts	2,234	3,088	
Total	\$903,855	\$914,587	
	=======================================		

	Year ended 1999	December 31 1998
	(In thousands)	
Changes in net assets:		
Interest and dividends	\$ 25,542	\$ 26,877
Net appreciation (depreciation) in fair		
value of investments	(11,783)	294,495
Contributions	19,794	20,036
Benefit payments	(60,252)	(51,607)
Administrative and other expenses	(87)	(69)
Net transfers	16,054	12,776
Total	\$(10,732) 	\$302,508

At December 31, 1999 the Plan held 1,330,985 and 14,081,197 shares of Unisys Common Stock in the Unisys Common Stock Fund and Unisys Stock Fund, respectively. At December 31, 1998 the Plan held 1,480,788 and 12,794,579 shares of Unisys Common Stock in the Unisys Global Performance Equity Fund and Unisys Stock Fund, respectively.

4. TAX STATUS OF THE PLAN

The Plan has received a determination letter from the Internal Revenue Service dated June 24, 1996, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code and, therefore, the related trusts are exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trusts are tax-exempt.

Supplemental Schedule

Unisys Savings Plan EIN 38-0387840 Plan-004

Schedule H, Line 4i Schedule of Assets Held for Investment Purposes at End of Year

December 31, 1999

	Description of Investment		
	Including Maturity Date,		
Identity of Issue, Borrower,	Rate of Interest, Par or		Current
Lessor or Similar Party	Maturity Value	Cost	Value

Fildelity Wirtlaf Punds:     770,467 shares     \$ 24,534,706     \$ 32,830,450       Puritan Fund     1,655,363 shares     16,655,463     20,555,407       Tinnie Me Portfolio Fund     23,367,676 shares     295,632,773     460,125,517       Contra Fund     1,987,676 shares     295,632,773     460,125,517       Equity Income Fund     337,933 shares     19,997,493     18,972,661       Growth Company Fund     15,729 shares     59,321,412     73,170,887       Income Portfolio Fund     1,551,546 shares     59,392,142     73,170,887       Intermediate Bond Fund     1989,396 shares     6,606,695     6,255,737       Crowth Campany Fund     173,723 shares     12,612,888     6,853,451       Value Fund     477,365 shares     23,253,290     29,913,401       Mortgage Securities Portfolio Fund     176,171 shares     9,977,199     12,748,766       Oversaes Fund     246,59 shares     9,771,199     12,763,767       Oversaes Fund     226,58 shares     1,731,948     27,883,714       Oversaes Fund     202,668 shares     6,470,169     13,999,412       Deversaes Fu	tridelite Matural random							
Puritan Fund     1,053,936 shares     18,695,493     20,965,497       Trend Fund     253,844 shares     2,709,537     2,629,221       Magellan Fund     1,987,611 shares     29,397,733     119,296,427       Contra Fund     1,987,611 shares     29,397,734     119,296,427       Equity Income Fund     337,259 shares     15,787,75     45,290,335       Investment Grade Bond Fund     909,396 shares     2,953,675     45,290,335       Intermediate Bond Fund     411,14 shares     4,174,525     4,012,476       Capital & Income Portfolio Fund     1,751,546 shares     2,923,390     20,913,401       Value Fund     407,726 shares     1,994,812     1,819,846       Governime Securities Fund     446,129 shares     9,97,1199     12,763,767       Over The Counter Portfolio Fund     410,228 shares     9,977,1199     12,763,767       Over The Counter Portfolio Fund     426,266 shares     3,792,887     3,387,412       Over The Counter Portfolio Fund     426,266 shares     3,792,887     3,387,412       Over The Counter Portfolio Fund     426,267 shares     7,467,128     16,952,944 <td>*Fidelity Mutual Funds:</td> <td>770 407</td> <td></td> <td><b>•</b></td> <td>04 504</td> <td>700</td> <td><b>•</b></td> <td>00 000 450</td>	*Fidelity Mutual Funds:	770 407		<b>•</b>	04 504	700	<b>•</b>	00 000 450
Trend Fund   62,501 shares   3,642,833   4,482,667     Ginnie Mee Portfolio Fund   3,367,676 shares   2,95,383,773   460,229,821     Magellan Fund   1,987,611 shares   925,383,773   460,229,821     Equity Income Fund   337,933 shares   15,788,792   18,972,661     Growth Company Fund   537,259 shares   29,537,675   45,290,935     Investment Grade Bond Fund   411,114 shares   5,392,142   73,170,887     Intermediate Bond Fund   411,114 shares   4,174,525   4,012,476     Value Fund   Mortgage Securities Portfolio Fund   176,171 shares   1,994,812   1,819,846     Government Securities Portfolio Fund   476,763 shares   9,31,401   27,637,677   0verrese Stind   29,376     Overses Fund   493,763 shares   9,377,109   12,766,767   0ver-the-Counter Portfolio Fund   202,876   18,847   3,867,412     Balanced Fund   102,276   59,878   8,640,544   12,666,946     Europe Fund   223,876   51,472   3,867,412   149,893,563     International Growth & Income Fund   301,918   shares   7,447,128   11,953,563	· · · · · · · · · · · · · · · · · · ·			\$			\$	
Ginnie Mae Portfolio Fund     253, 844 shares     2, 769, 527     2, 629, 627       Magellan Fund     1, 987, 676 shares     295, 363, 773     460, 125, 517       Contra Fund     1, 987, 611 shares     99, 399, 749     119, 296, 427       Equity Income Fund     537, 259 shares     29, 537, 675     48, 209, 395       Investment Grade Bond Fund     904, 396 shares     23, 932, 142     73, 170, 887       Intermediate Bond Fund     411, 114 shares     4, 174, 525     4, 012, 476       Capital & Income Portfolio Fund     77, 736 shares     7, 261, 388     6, 653, 451       Value Fund     403, 763 shares     1, 994, 812     1, 819, 846       Government Scourtites Fund     446, 129 shares     9, 977, 1199     12, 763, 767, 412       Overseas Fund     262, 569 shares     8, 640, 544     12, 606, 946       Pacific Fund     1415, 978 shares     7, 497, 128     14, 993, 651       Pacific Fund     102, 336 shares     8, 640, 544     12, 606, 946       Pacific Fund     102, 976 shares     7, 472, 128     14, 993, 693       Pacific Fund     102, 22, 204 shares     16, 406, 668     17,								
Magellan Fund     3,367,676     Shares     295,383,773     460,125,517       Equity Income Fund     337,933     Shares     15,798,792     18,072,661       Growth Company Fund     537,725     Shares     29,537,675     45,290,935       Investment Grade Bond Fund     909,396     Shares     6,608,605     6,226,737       Growth Company Fund     1,551,546     Shares     4,174,525     4,012,476       Capital Income PortFolio Fund     747,726     Shares     9,22,839     20,813,401       Mortgage Securities PortFolio Fund     477,376     Shares     9,316,616     7,911,930       Retirement Growth Fund     493,763     Shares     9,314,948     27,883,714       Overseas Fund     203,286     Shares     7,417,948     27,883,714       Pacific Fund     10,222,494     Shares     7,467,128     11,955,204       Real Estate Investment Portfolio Fund     21,976     Shares     5,476,512     149,930,503       International Growth & Income Fund     301,918     Shares     7,487,128     11,955,204       Real Estate Investment Portfolio Fund		•						
Contra Fund     1,987,611     shares     50,798,749     119,296,427       Equity Income Fund     537,259     shares     62,573     675     45,290,935       Investment Grade Bond Fund     90,936     shares     63,608,695     62,627,37       Growth & Income Portfolio Fund     1,114     shares     53,932,142     73,176,887       Value Fund     4177,326     shares     72,323,83     6,853,451       Value Fund     176,171     shares     1,944,812     1,819,846       Government Securities Fund     446,129     shares     9,977,109     12,763,767       Over -me- Counter Portfolio Fund     140,228     shares     9,977,109     12,763,767       Over seas Fund     293,386     shares     8,647,654     12,695,946       Pacific Fund     415,978     shares     7,471,893,749     11,955,244       Over seas Fund     202,976     shares     6,149,296     9,087,742       Balanced Fund     122,976     shares     15,657,891     19,693,653       Conv. Securities Fund     306,999     shares     16,6								2,029,021 460 125 517
Equity Income Fund     337, 393 shares     15, 798, 792     18, 972, 661       Growth Company Fund     537, 259 shares     29, 537, 675     45, 299, 935       Investment Grade Bond Fund     909, 396 shares     6, 608, 695     6, 255, 737       Growth & Income Portfolio Fund     4, 11, 114 shares     4, 174, 525     4, 102, 476       Capital & Income Portfolio Fund     477, 723 shares     7, 261, 388     6, 863, 451       Wartgage Securities Portfolio Fund     476, 171 shares     1, 904, 812     1, 819, 846       Government Securities Fund     496, 763, 763     7, 811, 948     27, 863, 763       Over-The-Counter Portfolio Fund     416, 228 shares     9, 977, 149     12, 763, 767       Over-The-Counter Portfolio Fund     229, 386 shares     8, 640, 644     12, 669, 946       Europe Fund     229, 386 shares     8, 647, 128     11, 952, 284       Real Estate Investment Portfolio Fund     229, 476 shares     7, 467, 128     11, 952, 384       Real Estate Investment Fund     301, 918 shares     61, 409, 286     10, 499, 953       Capital Appreciation Fund     301, 918 shares     61, 409, 226     10, 499, 955								
Growth Company Fund     537,259 shares     29,537,675     45,290,935       Investment Grade Bond Fund     1,551,546 shares     6,608,695     6,265,737       Growth & Income Portfolio Fund     1,351,546 shares     53,932,142     73,170,887       Value Fund     4177,366 shares     72,61,388     6,853,451       Value Fund     176,171 shares     1,904,812     1,819,846       Government Securities Fund     461,129 shares     8,310,156     7,911,392       Retirement Securities Fund     403,763 shares     9,977,109     12,763,767       Over remer Socurities Fund     225,386 shares     8,644,544     12,608,946       Europe Fund     228,376 shares     3,747,129     11,955,2042       Real Estate Investment Portfolio Fund     228,076 shares     3,747,129     11,955,2042       Balanced Fund     304,918 shares     6,149,920     9,087,736       Capital Appreciation Fund     304,918 shares     7,149,926     9,087,736       Canada Fund     328,388 shares     66,071,449     9,067,736       Canada Fund     328,388 shares     24,492,765     10,499,172       Co								
Investment Grade Bond Fund   909,396 shares   6,608,095   6,255,737     Growth & Income Portfolio Fund   411,114 shares   4,174,525   4,012,476     Capital & Income Portfolio Fund   477,723 shares   7,261,388   6,852,451     Value Fund   477,76,877   111,878   1,944,525   4,012,476     Mortgage Securities Portfolio Fund   476,171 shares   1,944,812   1,819,846     Government Securities Fund   486,129 shares   8,310,156   7,911,392     Retirement Growth Fund   293,786 shares   8,640,544   12,665,946     Europe Fund   293,386 shares   8,647,156   10,993,651     Pacific Fund   415,978 shares   7,487,128   11,993,053     International Growth & Income Fund   311,194 shares   7,224,087   3,367,412     Canital Appreciation Fund   315,194 shares   6,402,244   7,909,053     International Growth & Income Fund   311,194 shares   7,224,085   10,409,172     Conv. Securities Fund   956,668 shares   66,071,449   111,203,053     Canital Fund   956,668 shares   16,67,781   24,498,705     Canital Appreciation Fund   14,984,95								
Growth & Income Portfolio Fund   1,551,546 shares   53,232,142   73,176,887     Intermediate Bond Fund   41,114 shares   4,174,552   4,012,476     Capital & Income Portfolio Fund   73,723 shares   7,261,388   6,853,451     Value Fund   477,366 shares   23,253,399   20,913,481     Mortgage Securities Fund   146,129   Shares   9,310,116     Government Securities Fund   440,728   shares   9,77,109   12,763,767     Over The-Counter Portfolio Fund   410,228   shares   8,640,544   12,665,946     Europe Fund   233,886 shares   8,640,544   12,665,946   14,957,881,11948   27,883,1161     Pacific Fund   222,204   shares   7,447,128   11,945,224     Balanced Fund   301,318   shares   6,149,236   9,087,736     Capital Appreciation Fund   304,999   shares   5,542,643   7,366,663     Canada Fund   302,333 shares   564,051,203   14,499,765   14,499,765     Blue Chip Fund   14,894,864 shares   14,517,813,214   3,563,383   7,367,494     Conv. Securities Fund   2,625,546 shares <t< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>								
Intermediate Bond Fund   411,114 shares   4,74,525   4,012,476     Capital & Income PortFolio Fund   477,723 shares   7,261,388   6,83,451     Value Fund   477,366 shares   23,390   20,913,401     Mortgage Securities PortFolio Fund   176,171 shares   1,904,812   1,819,846     Government Securities Fund   484,129 shares   9,977,109   12,763,767     Over-The-Counter PortFolio Fund   228,386 shares   17,311,948   27,883,214     Overseas Fund   228,386 shares   8,647,665   10,983,161     Balanced Fund   229,976 shares   3,792,887   3,367,412     Balanced Fund   722,204 shares   10,466,612   11,093,963     International Growth & Income Fund   301,918 shares   7,522,443   7,366,963     Cany Lappreciation Fund   321,918 shares   5,522,443   7,366,963     Cany Lappreciation Fund   321,918 shares   5,522,443   7,366,963     Cany Lappreciation Fund   323,386 shares   5,64,952   635,682     Utilities Fund   959,668   810e   241,501,202   273,763,749     Disciplined Equity Fund   258,64 shares   64,402,82 </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>								
Capital & Income Portfolio Fund   737,723 shares   7,26,1388   6,853,451     Value Fund   477,366 shares   23,253,399   20,913,401     Mortgage Securities Fund   846,129 shares   8,310,156   7,911,392     Retirement Growth Fund   493,763 shares   9,977,109   12,763,767     Over-The-Counter Portfolio Fund   410,228 shares   17,311,948   27,863,214     Overses Fund   293,386 shares   8,640,544   12,665,944     Pacific Fund   293,386 shares   8,747,656   10,993,161     Pacific Fund   222,2076 shares   3,702,887   3,367,412     Balanced Fund   722,204 shares   5,928,887   3,367,412     Gapital Appreciation Fund   301,998 shares   5,522,443   7,366,663     Canada Fund   300,999 shares   5,522,443   7,366,663     Canada Fund   14,894,654 shares   18,407,801   111,201,652     Asset Manager Fund   14,894,654 shares   6,807,149   111,201,652     Asset Manager Fund   14,894,654 shares   13,648,798   13,568,289     Worldwide Fund   396,378   shares   5,93,357   7,879,667 <tr< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr<>								
Value Fund   477,366 shares   2,253,390   20,913,401     Mortgage Securities Portfolio Fund   176,171 shares   1,944,4012   1,819,846     Government Securities Fund   846,129 shares   9,977,109   12,763,767     Over-The-Counter Portfolio Fund   410,228 shares   9,777,109   12,763,767     Over-The-Counter Portfolio Fund   203,386 shares   8,640,644   12,665,946     Europe Fund   229,378 shares   7,487,128   11,995,204     Real Estate Investment Portfolio Fund   229,376 shares   3,792,887   3,387,412     Balanced Fund   722,204 shares   6,149,296   9,087,736     Capital Appreciation Fund   351,194 shares   7,224,695   10,499,177     Conv. Securities Fund   306,909 shares   5,522,443   7,366,063     Canada Fund   12,833 shares   564,052   635,682     Utilities Fund   950,668 shares   18,557,591   24,498,705     Blue Chip Fund   1,849,969 shares   6,401,861   7,888,241     Low-Priced Fund   289,546 shares   6,401,861   7,888,241     Low-Priced Fund   299,319   shares   3,644,798   13,56								
Mortpage Securities Portfolio Fund     176,171 shares     1,904,812     1,819,846       Government Securities Fund     486,129 shares     8,310,156     7,911,302       Retirement Growth Fund     410,228 shares     9,77,109     12,763,767       Over-The-Counter Portfolio Fund     262,569 shares     8,640,544     12,665,946       Europe Fund     233,386 shares     8,640,544     12,655,946       Pacific Fund     242,976 shares     7,487,128     11,955,204       Real Estate Investment Portfolio Fund     229,076 shares     7,487,128     11,939,3653       International Growth & Income Fund     361,918 shares     6,149,296     9,087,736       Capital Appreciation Fund     300,909 shares     5,522,443     7,306,063       Canada Fund     32,383 shares     58,071,449     11,201,652       Asset Manager Fund     14,894,654 shares     24,1501,203     273,763,749       Disciplined Equity Fund     258,946 shares     8,641,465     7,888,241       Low-Priced Fund     399,310     Shares     5,640,878     7,879,967       Stock Selector Fund     412,926,256     Shares     1,640	-							
Government Securities Fund     846, 129 shares     9, 310, 156     7, 911, 302       Retirement Growth Fund     493, 763 shares     9, 777, 109     12, 763, 767       Over-The-Counter Portfolio Fund     210, 228 shares     17, 311, 948     27, 883, 214       Overseas Fund     229, 386 shares     8, 547, 656     10, 993, 161       Pacific Fund     415, 978 shares     7, 487, 128     11, 955, 294       Real Estate Investment Portfolio Fund     312, 943 shares     6, 149, 296     9, 887, 736       Capital Appreciation Fund     311, 944 shares     6, 149, 296     9, 887, 736       Capital Appreciation Fund     320, 333 shares     564, 052     635, 682       Utilities Fund     950, 668 shares     18, 557, 991     24, 496, 765       Blue Chip Fund     1, 849, 669 shares     64, 071, 449     111, 201, 652       Asset Manager Fund     14, 894, 654 shares     64, 071, 449     132, 683, 241       Low-Priced Fund     599, 310 shares     13, 648, 798     13, 568, 389       Vorldwide Fund     295, 978 shares     29, 933, 357     7, 879, 967       Equity Tncome II Fund     2, 026, 256 shares     4		,						
Retirement Growth Fund     493,763 shares     9,977,109     12,763,767       Over-The-Counter Portfolio Fund     242,569 shares     17,311,948     27,863,214       Overseas Fund     293,386 shares     8,640,544     12,665,946       Europe Fund     293,386 shares     8,640,544     12,665,946       Pacific Fund     29,076 shares     7,487,128     11,955,244       Real Estate Investment Portfolio Fund     229,076 shares     3,792,887     3,367,412       Galanced Fund     nerves     7,24,095     19,499,172     700,907,736       Capital Appreciation Fund     301,194 shares     6,249,296     9,087,736     6,149,296     9,087,736       Canada Fund     300,909 shares     5,522,443     7,366,082     643,692     635,682       Utilities Fund     960,668 shares     18,557,891     24,498,705     68,071,449     111,216,52       Asset Manager Fund     14,894,654 shares     241,561,203     273,783,749     656,683,357     7,679,967       Otickipined Equity Fund     2,96,663 shares     13,648,788     13,648,788     13,199,109       Low-Priced Fund     15								
Over-The-Counter Portfolio Fund     410,228 shares     17,311,948     27,883,214       Oversas Fund     220,569 shares     8,640,544     12,665,946       Europe Fund     293,386 shares     8,547,656     10,993,161       Pacific Fund     415,978 shares     7,487,128     11,955,264       Real Estate Investment Portfolio Fund     229,076 shares     10,686,612     11,093,053       International Growth & Income Fund     301,918 shares     6,149,296     9,087,736       Capital Appreciation Fund     351,194 shares     7,224,695     10,490,172       Conv. Sccurities Fund     300,909 shares     564,652     635,682       Utilities Fund     950,668 shares     18,677,891     24,488,705       Blue Chip Fund     1,849,969 shares     68,071,449     111,201,652       Asset Manager Fund     14,844,654 shares     241,561,263     273,763,749       Disciplined Equity Fund     256,256 shares     49,438,241     Low-Priced Fund     399,373     7,879,967       Equity Income II Fund     2,026,256 shares     49,432,265     55,458,636       Stock Selector Fund     412,471,31518 shares								
Overseas Fund     262,569 shares     8,640,544     12,665,946       Europe Fund     293,366 shares     8,647,656     10,993,161       Pacific Fund     415,978 shares     7,487,128     11,955,204       Real Estate Investment Portfolio Fund     229,076 shares     3,792,887     3,367,412       Balanced Fund     1ncome Fund     301,918 shares     6,149,296     9,087,736       Capital Appreciation Fund     301,918 shares     7,224,695     10,490,172     Conv. Securities Fund     300,909 shares     5,522,443     7,366,063       Canada Fund     14,894,969 shares     68,071,449     111,201,652     635,682       Utilities Fund     950,668 shares     18,557,891     24,498,706       Blue Chip Fund     1,849,969 shares     64,062     635,682       Utilities Fund     950,668 shares     13,644,798     13,568,389       Worldwide Fund     599,377     7,889,461     7,888,241       Low-Priced Fund     2,026,256 shares     148,487,983     31,165,389       Worldwide Fund     2,026,256 shares     13,24,985,377     7,89,967       Equity Income II Fund <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>								
Europe Fund     293,386 shares     8,547,656     10,993,161       Pacific Fund     415,978 shares     7,487,128     11,955,204       Real Estate Investment Portfolio Fund     229,076     shares     3,792,887     3,367,412       Balanced Fund     722,204     shares     6,149,296     9,087,736       Capital Appreciation Fund     351,194     shares     7,224,695     10,499,172       Conv. Securities Fund     300,909     shares     552,443     7,386,063       Canada Fund     950,668     shares     564,052     635,682       Utilities Fund     1,849,969     shares     18,557,891     24,498,705       Blue Chip Fund     1,849,664     shares     6,401,861     7,888,241       Low-Priced Fund     299,310     shares     13,648,798     13,568,389       Worldwide Fund     2,026,256     shares     10,409,81,733     15,678,456       Garada Ranger Growth Fund     1,281,318     shares     10,492,265     55,458,636       Stock Selector Fund     412,472     shares     10,493,451,583,389     226,960     sh								
Pacific Fund     415,978 shares     7,487,128     11,955,204       Real Estate Investment Portfolio Fund     229,076 shares     10,686,612     11,093,053       International Growth & Income Fund     301,918 shares     6,149,296     9,087,736       Capital Appreciation Fund     301,918 shares     7,224,695     10,409,172       Conv. Securities Fund     300,909 shares     5,522,443     7,306,063       Canada Fund     1,849,069 shares     18,557,891     24,498,705       Blue Chip Fund     1,849,069 shares     24,1501,203     273,763,749       Disciplined Equity Fund     258,546 shares     6,461,661     7,888,241       Low-Priced Fund     593,357     7,879,967     5548,645       Equity Income IF Fund     2,026,256 shares     48,432,265     55,488,636       Stock Selector Fund     412,472 shares     10,202,216     13,199,109       Asset Manager Growth Fund     1,581,518 shares     254,098,123     311,061,898       Emerging Markets Fund     2,26,464     shares     37,373,78,787     239,857,341       Diversified Toreational Fund     1,562,818 shares     39,48,003     <								
Real Estate Investment Portfolio Fund     229,076 shares     3,792,887     3,867,412       Balanced Fund     722,204 shares     10,686,612     11,093,053       International Growth & Income Fund     351,194 shares     6,149,296     9,087,736       Conv. Securities Fund     380,909 shares     5,522,443     7,386,063       Canada Fund     32,383 shares     564,052     635,682       Utilities Fund     950,668 shares     68,071,449     111,201,652       Asset Manager Fund     14,894,054 shares     64,01,861     7,888,241       Low-Priced Fund     299,310 shares     13,648,798     13,568,389       Worldwide Fund     2,926,256 shares     48,432,265     55,488,636       Stock Selector Fund     412,472     shares     10,925     2,728,064       Emerging Markets Fund     226,960 shares     2,401,925     2,728,064       Emerging Markets Fund     1,201,334 shares     10,137,733     15,270,567       Asset Manager Income Fund     3,272,680 shares     37,48,9857,341     5,745,966       Diversified International Fund     1,562,818 shares     39,418,003     45,306,100	•							
Balanced Fund     722,204 shares     10,686,612     11,093,653       International Growth & Income Fund     301,918     shares     6,149,296     9,087,736       Capital Appreclation Fund     351,194 shares     7,224,695     10,496,172       Conv. Securities Fund     300,909     shares     5,522,443     7,306,063       Canada Fund     32,333 shares     5,522,443     7,306,063     635,682       Utilities Fund     950,668     shares     18,557,891     24,498,705       Blue Chip Fund     1,849,969     shares     64,01,861     7,888,241       Low-Priced Fund     599,310     shares     13,648,798     13,568,389       Worldwide Fund     2,026,256     shares     5,993,357     7,879,967       Equity Income II Fund     2,026,256     shares     24,401,925     2,728,064       Emerging Markets Fund     12,01,334     shares     51,631,159     71,635,569       Diversified International Fund     1,201,334     shares     51,631,159     71,635,569       Diversified Growth Fund     1,562,818     shares     19,418,003	Real Estate Investment Portfolio Fund							
International Growth & Income Fund   301,918 shares   6,149,296   9,087,736     Capital Appreciation Fund   310,909 shares   7,224,695   10,490,172     Conv. Securities Fund   300,909 shares   5,522,443   7,306,063     Canada Fund   32,383 shares   564,052   633,682     Utilities Fund   1,849,969 shares   68,071,449   111,201,652     Asset Manager Fund   1,849,664 shares   241,591,203   273,763,749     Disciplined Equity Fund   258,546 shares   64,01861   7,888,241     Low -Priced Fund   395,978 shares   5,993,357   7,879,967     Equity Income II Fund   2,026,256 shares   48,432,265   55,458,636     Stock Selector Fund   12,212,226   2,728,064   311,951,898     Emerging Markets Fund   226,960   shares   10,137,733   15,270,567     Diversified International Fund   302,213   shares   39,418,003   45,306,100     New Markets Income Fund   1,562,818   shares   39,418,003   45,306,100     New Markets Income Fund   1,562,818   shares   39,418,003   45,306,100     New Markets Income Fund <td>Balanced Fund</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Balanced Fund							
Capital Appreciation Fund   351,194 shares   7,224,695   10,490,172     Conv. Securities Fund   300,909 shares   5,522,443   7,306,063     Canada Fund   32,383 shares   564,052   635,682     Utilities Fund   950,668 shares   18,557,891   24,498,705     Blue Chip Fund   1,849,969 shares   68,071,449   111,201,652     Asset Manager Fund   14,894,654 shares   6,401,861   7,888,241     Low-Priced Fund   599,310 shares   13,648,798   13,568,389     Worldwide Fund   280,546 shares   48,432,265   55,458,636     Stock Selector Fund   412,472 shares   10,202,216   13,199,109     Asset Manager Growth Fund   15,813,518   shares   2,401,925   2,728,064     Emerging Markets Fund   2,206,960 shares   2,401,925   2,728,064     Emerging Markets Fund   1,201,334 shares   19,137,733   15,576,927     Diversified International Fund   3,272,360 shares   3,378,772   39,857,341     Diversified Growth Fund   1,562,818 shares   3,378,672   39,857,341     Diversified Growth Fund   1,562,818 shares   2,308,061	International Growth & Income Fund							
Conv. Securities Fund     300,909 shares     5,522,443     7,306,063       Canada Fund     32,383 shares     564,052     635,682       Utilities Fund     950,668     shares     18,557,891     24,498,705       Blue Chip Fund     1,849,969     shares     68,071,449     111,201,652       Asset Manager Fund     14,894,654     shares     64,01,861     7,888,241       Low-Priced Fund     599,310     shares     5,933,357     7,879,967       Equity Income II Fund     2,026,256     shares     5,448,633     55,458,636       Stock Selector Fund     412,472     shares     254,098,123     311,061,898       Emerging Markets Fund     226,960     shares     21,611,159     71,635,569       Diversified International Fund     1,201,334     shares     310,137,733     15,276,577       Asset Manager Income Fund     3,272,360     shares     39,418,003     45,366,100       New Markets Income Fund     1,262,818     shares     39,418,003     45,366,100       New Markets Income Fund     204,975     shares     3,476,096     2	Capital Appreciation Fund				7,224,	695		
Utilities Fund   950,668 shares   18,557,891   24,498,765     Blue Chip Fund   1,849,969 shares   68,071,449   111,201,652     Asset Manager Fund   14,894,654 shares   241,501,203   273,763,749     Disciplined Equity Fund   258,546 shares   64,401,861   7,888,241     Low-Priced Fund   395,978 shares   5,993,357   7,879,967     Equity Income II Fund   2,026,256 shares   48,432,265   55,458,636     Stock Selector Fund   412,472 shares   10,202,216   13,199,109     Asset Manager Growth Fund   15,813,518 shares   254,098,123   311,051,898     Emerging Markets Growth Fund   1,261,334 shares   51,631,159   71,635,569     Diversified International Fund   596,041 shares   10,137,733   15,270,567     Asset Manager Income Fund   3,272,360 shares   39,418,003   45,306,100     New Markets Income Fund   1049,566 shares   8,26,440   1,224,512     International Value Fund   1049,57 shares   7,308,061   2,223,206     Global Balanced Fund   5669 shares   826,440   1,224,512     International Value Fund   97,119 shares   1,45		300, 909	shares					
Utilities Fund   950,668 shares   18,557,891   24,498,765     Blue Chip Fund   1,849,969 shares   68,071,449   111,201,652     Asset Manager Fund   14,894,654 shares   241,501,203   273,763,749     Disciplined Equity Fund   258,546 shares   64,401,861   7,888,241     Low-Priced Fund   395,978 shares   5,993,357   7,879,967     Equity Income II Fund   2,026,256 shares   48,432,265   55,458,636     Stock Selector Fund   412,472 shares   10,202,216   13,199,109     Asset Manager Growth Fund   15,813,518 shares   254,098,123   311,051,898     Emerging Markets Growth Fund   1,261,334 shares   51,631,159   71,635,569     Diversified International Fund   596,041 shares   10,137,733   15,270,567     Asset Manager Income Fund   3,272,360 shares   39,418,003   45,306,100     New Markets Income Fund   1049,566 shares   8,26,440   1,224,512     International Value Fund   1049,57 shares   7,308,061   2,223,206     Global Balanced Fund   5669 shares   826,440   1,224,512     International Value Fund   97,119 shares   1,45	Canada Fund	32,383	shares		564,	052		635,682
Asset Manager Fund14,894,654shares241,501,203273,763,749Disciplined Equity Fund258,546shares6,401,8617,888,241Low-Priced Fund399,310shares13,648,79813,568,389Worldwide Fund395,978shares5,993,3577,879,967Equity Income II Fund2,026,256shares48,432,26555,458,636Stock Selector Fund412,472shares10,022,21613,199,109Asset Manager Growth Fund15,813,518shares2,401,9252,728,064Emerging Markets Growth Fund1,201,334shares51,631,15971,635,569Diversified International Fund596,041shares10,137,73315,270,567Asset Manager Income Fund3,272,360shares37,387,87239,857,341Diversified Growth Fund1,562,818shares39,418,00345,306,100New Markets Income Fund204,975shares2,308,0612,275,223Export & Multinational Fund101,193shares1,916,0962,223,206Global Balanced Fund55,669shares3,376,0184,084,191International Value Fund97,119shares7,316,5128,739,268Mid-Capital Stock Fund128,577shares3,376,0184,084,191Large-Capital Appreciation Stock Fund160,972shares3,376,0184,084,191Large-Capital Appreciation Stock Fund160,972shares1,657,6001,901,020Japan Fund747,534shar	Utilities Fund	950,668	shares		18,557,	891		
Disciplined Equity Fund     258,546     shares     6,401,861     7,888,241       Low-Priced Fund     599,310     shares     13,648,798     13,568,389       Worldwide Fund     395,978     shares     5,993,357     7,879,967       Equity Income II Fund     2,026,256     shares     48,432,265     55,458,636       Stock Selector Fund     412,472     shares     10,202,216     13,199,109       Asset Manager Growth Fund     15,813,518     shares     2,401,925     2,728,064       Emerging Markets Fund     226,960     shares     2,401,925     2,728,064       Emerging Markets Growth Fund     1,201,334     shares     16,631,513     15,270,567       Asset Manager Income Fund     3,272,360     shares     39,418,003     45,306,100       Diversified Growth Fund     101,52,818     shares     39,418,003     45,306,100       New Markets Income Fund     204,975     shares     2,308,061     2,275,223       Export & Multinational Fund     101,193     shares     1,916,096     2,223,206       Global Balanced Fund     53,669	Blue Chip Fund	1,849,969	shares		68,071,	449		111,201,652
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Equity Income II Fund2,026,256 shares48,432,26555,488,636Stock Selector Fund412,472 shares10,202,21613,199,109Asset Manager Growth Fund15,813,518 shares254,098,123311,051,898Emerging Markets Fund226,960 shares2,401,9252,728,064Emerging Markets Growth Fund1,201,334 shares51,631,15971,635,569Diversified International Fund596,041 shares37,387,87239,857,341Diversified Growth Fund1,562,818 shares39,418,00345,306,100New Markets Income Fund204,975 shares3,90612,275,223Global Balanced Fund101,193 shares1,916,0962,223,206Global Balanced Fund55,669 shares826,4401,124,515International Value Fund97,119 shares7,316,5128,739,268Mid-Capital Stock Fund232,577 shares3,376,0184,084,191Large-Capital Stock Fund203,398 shares1,657,6001,991,202Japan Fund747,534 shares13,478,16920,392,714Southeast Asia Fund203,398 shares2,477,5223,341,829Freedom Income Fund30,866 shares384,360400,953Freedom 2000 Fund66,190 shares384,360400,953Freedom 2010 Fund66,190 shares384,360400,953Freedom 2020 Fund66,190 shares384,360400,953Freedom 2020 Fund66,190 shares384,360400,953Freedom 2020 Fund66,190 shares50,6941,083,074 <td>Low-Priced Fund</td> <td>599,310</td> <td>shares</td> <td></td> <td>13,648,</td> <td>798</td> <td></td> <td></td>	Low-Priced Fund	599,310	shares		13,648,	798		
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Diversified International Fund     596,041 shares     10,137,733     15,270,567       Asset Manager Income Fund     3,272,360 shares     37,387,872     39,857,341       Diversified Growth Fund     1,562,818 shares     39,418,003     45,306,100       New Markets Income Fund     204,975 shares     2,308,061     2,275,223       Export & Multinational Fund     101,193 shares     1,916,096     2,223,206       Global Balanced Fund     55,669 shares     826,440     1,124,515       International Value Fund     97,119 shares     1,456,552     1,972,482       Small Capital Stock Fund     186,749 shares     3,376,018     4,084,191       Large-Capital Stock Fund     232,577 shares     4,171,072     5,016,690       Europe Capital Appreciation Stock Fund     160,972 shares     2,959,607     3,454,469       Latin America Fund     119,486 shares     1,657,600     1,901,020       Japan Fund     747,534 shares     24,775,22     3,341,829       Freedom Income Fund     50,972 shares     571,538     577,511       Freedom 2000 Fund     6190 shares     384,360     400,953 <t< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>								
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*Unisys Common Stock Funds: Unisys Scommon Stock Fund Unisys Stock Fund Interest-Bearing Cash *Unisys Common Stock Funds *Unisys Common Stock Funds *Unisys Common Stock Funds *Unisys Common Stock Funds *Unisys Interest Income Fund *Fidelity Money Market Funds: Retirement Gov't. Money Market Portfolio Fund Daily Income Trust Fund Total Fidelity Money Market Funds *Fidelity U.S. Equity Index Commingled Pool Fund *Participants' Loans Frozen Investment Contracts Total *Common Stock Funds *Endelity Money Market Funds *Participants' Loans Frozen Investment Contracts *Endelity Money Market Commingled Pool Fund *Participants' Loans Frozen Investment Contracts Total *Endelity Money Market Commingled Pool Fund *Participants' Loans Frozen Investment Contracts Total *Endelity Money Market Commingled Pool Fund *Participants' Loans Frozen Investment Contracts Total	Spartan Total Market Index Fund Spartan Extended Market Index Fund Spartan International Market Index Fund Short-Term Bond Fund Global Bond Fund Fifty Fund U.S. Bond Index Portfolio Fund Institutional Short-Intermed. Gov't. Portfolio Total Fidelity Mutual Funds		2,650,356 435,985 764,406 2,209,070 2,076,522 5,149,691 13,617,977 1,423,859 1,554,729,952	2,953,160 509,659 895,065 2,132,496 1,792,140 5,821,683 13,025,173 1,384,721 2,023,195,862
*Unisys Interest Income Fund404,086,389 shares404,086,389404,086,389*Fidelity Money Market Funds: Retirement Gov't. Money Market Portfolio Fund Daily Income Trust Fund137,710,239 shares 30,533,505 shares 3,146,818 shares137,710,239 30,533,505 30,533,505 3,146,818 3,146,818137,710,239 30,533,505 30,533,505 3,146,818 3,146,818Total Fidelity Money Market Funds137,710,239 shares 30,533,505 3,146,818 shares30,533,505 3,146,818 3,146,81830,533,505 3,146,818Total Fidelity U.S. Equity Index Commingled Pool Fund874,083 units21,615,32636,763,928*Participants' Loans Frozen Investment Contracts-21,674,932 2,233,5242,233,5242,233,524Total\$2,438,149,163\$3,156,880,249	Unisys Common Stock Fund Unisys Stock Fund Interest-Bearing Cash	9,138,160 units	269,967,822 1,317,094	453,709,620 1,317,094
*Fidelity Money Market Funds: Retirement Money Market Portfolio Fund Retirement Gov't. Money Market Portfolio Fund Daily Income Trust Fund Total Fidelity Woney Market Funds *Fidelity U.S. Equity Index Commingled Pool Fund *Participants' Loans Frozen Investment Contracts Total *\$2,438,149,163 *\$3,156,880,249	TOTAL UTILSYS COMMON SLOCK FUNDS		284,093,410	497,535,052
Retirement Money Market Portfolio Fund Retirement Gov't. Money Market Portfolio Fund Daily Income Trust Fund   137,710,239 shares 30,533,505 shares 3,146,818 shares   137,710,239 30,533,505 30,533,505 3,146,818   137,710,239 30,533,505 30,533,505 3,146,818     Total Fidelity Money Market Funds   171,390,562   171,390,562     *Fidelity U.S. Equity Index Commingled Pool Fund   874,083 units   21,615,326   36,763,928     *Participants' Loans Frozen Investment Contracts   -   21,674,932 2,233,524   2,233,524     Total   \$2,438,149,163   \$3,156,880,249	*Unisys Interest Income Fund	404,086,389 shares	404,086,389	404,086,389
Total Fidelity Money Market Funds   171,390,562   171,390,562     *Fidelity U.S. Equity Index Commingled Pool Fund   874,083 units   21,615,326   36,763,928     *Participants' Loans Frozen Investment Contracts   -   21,674,932   2,233,524     Total   \$2,438,149,163   \$3,156,880,249	Retirement Money Market Portfolio Fund Retirement Gov't. Money Market Portfolio Fund	30,533,505 shares	30,533,505	30,533,505
Pool Fund   874,083 units   21,615,326   36,763,928     *Participants' Loans   -   21,674,932     Frozen Investment Contracts   2,233,524   2,233,524     Total   \$2,438,149,163   \$3,156,880,249	Total Fidelity Money Market Funds			
Frozen Investment Contracts     2,233,524     2,233,524       Total     \$2,438,149,163     \$3,156,880,249		874,083 units	21,615,326	36,763,928
Total \$2,438,149,163 \$3,156,880,249			- 2,233,524	21,674,932 2,233,524
	Total		\$2,438,149,163	\$3,156,880,249

\*Party-In-Interest

## Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 33-38711 and Form S-8 No. 333-87411) pertaining to the Unisys Savings Plan of Unisys Corporation of our report dated May 17, 2000, with respect to the financial statements and schedule of the Unisys Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 1999.

Ernst & Young LLP Philadelphia, Pennsylvania June 21, 2000