

July 2001

Value on June 29
Value on July 31
Money funds in 07/31 value

Page 1 of 7

\$ 769,218.11
\$ 745,924.58
\$ 138,211.12

UBS PAINEWEBBER INC.
109 NORTH POST OAK LANE
SUITE 150
HOUSTON, TX 77024
EZ4G010863-X16 0701 - HM -

UBS PaineWebberSM Resource Management Account*

Account Number [REDACTED] C1
EZ4G010863-X16
4827255 - 000016

Your Financial Advisor
RATHJEN, ROBERT C. 713-957-7000

KENNETH L LAY
LINDA P LAY TEN
CAPROCK CAPITAL ADVISORS
[REDACTED]
TX [REDACTED]

Activity highlights

	Current period	Year-to-date
Private investment distributions received	\$.00	\$ 315.00
Deposits	526.73	128,644.65
Withdrawals	-641.00	-2,564.00
Securities transferred in (valued at time of transfer)	.00	579,059.78
Net change from activity listed above	\$ -114.27	\$ 705,455.43

Portfolio summary

	Current period	Year-to-date
Opening value	\$ 769,218.11	\$.00
Net change from Activity Highlights	-114.27	705,455.43
Net security earnings	725.87	1,640.87
Change in value of Investments	-23,905.13	38,828.28
Value on July 31	\$ 745,924.58	\$ 745,924.58

Asset summary

Refer to the disclosure on the back of the first page for information on assets excluded from this summary.

	% of portfolio	Value
Equities	81.47	607,713.46
Money funds	18.53	138,211.12
Net invested assets	100.00	\$ 745,924.58
Value on July 31		\$ 745,924.58

Account Instructions

Statement copies are sent to 1 interested party.

Bulletin Board

NEED TO FUND AN EDUCATION? THE NEW TAX LAW
HAS NOW MADE 529 COLLEGE SAVINGS PLANS MORE
ATTRACTIVE. READ INVESTMENT INTELLIGENCE FOR
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RESOURCELINE 1-800-RMA-1000; ACCOUNT #: 068080546
VISIT OUR WEB SITE AT WWW.UBSPAINEWEBBER.COM.

Investment objectives

The following return objective and risk profile describe overall goals for this account. For each account held, you choose one return objective and primary and, if applicable, secondary risk profile. A full description of the alternatives is included on the back of the first page. If you have questions regarding these objectives or wish to change them, please contact your Financial Advisor or Branch Manager at your branch office to update your account objectives.

Return objective: Current income & capital appreciation

Risk profile: Primary: Moderate

Secondary: None Selected

GOVERNMENT
EXHIBIT
24137
Crim No. H-04-0025

July 01/ [REDACTED] C1

ETF-0443F-000631

CONFIDENTIAL TREATMENT
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GPW-5652

July 2001

Account Number ██████████ C1

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UBS PaineWebberSM Resource Management Account*

 Your Financial Advisor
 RATHJEN, ROBERT C.
 713-957-7000

 EZ4G010864-X16
 4827255 - 000017

Earnings summary

Earnings below are classified as taxable or non-taxable based on the tax status for the specific security on which the earnings are received and does not attempt to reflect your account's tax status or reporting requirements. Use only official tax reporting documents (e.g. 1099) for tax reporting purposes. The classification of private investment distributions can only be determined by referring to the official year-end tax reporting document provided by the issuer.

	Current period		Year-to-date
Taxable			
UBS PaineWebber Money fund dividends	\$ 164.86	\$	613.03
Other dividends	561.01		1,027.84
Total taxable security earnings	\$ 725.87	\$	1,640.87
Total current year security earnings	\$ 725.87	\$	1,640.87
Net security earnings	\$ 725.87	\$	1,640.87
Private investment distributions	.00		315.00

Asset portfolio

When available, prices, income and current values may be approximate and thus gains/losses may not be accurately reflected. Refer to the disclosure on the back of the first page. An asterisk (*) indicates a change in the original transaction data from the prior month or the display of new data input at your branch office. Gains/losses are not calculated for zero coupon investments.

Equities

Common stock

Total shares	Description	Price	Current value	Est. annual income	Trade date	Shares purchased	Purchase price	Cost basis	Unrealized Gain/loss
450	AMER INTL GROUP INC	83.250	37,462.50	76	12/03/99	225,000	69.880	15,723	3,008
250	ANADARKO PETROLEUM CORP	56.800	14,200.00	50	01/27/00	225,000	67.760	15,246	3,485
700	AOL TIME WARNER INC	45.450	31,815.00		09/25/00	250,000	60.400	15,100	-900
					12/03/99	200,000	83.730	16,746	-7,656
					01/10/00	100,000	72.330	7,233	-2,688
					01/27/00	200,000	60.540	12,108	-3,018
					04/24/00	200,000	57.600	11,520	-2,430
400	AVOCENT CORP	25.900	10,360.00		04/23/01	400,000	20.810	8,324	2,036
195	CARDINAL HEALTH INC	73.630	14,357.85	20	02/07/01	195,000	64.330	12,545	1,812
250	CELESTICA INC SUB VTG SHS	48.250	12,062.50		04/19/01	250,000	43.500	10,875	1,187
500	CHARTER COMMUNICATIONS INC DEL CL A	21.540	10,770.00		04/26/01	500,000	21.060	10,530	240
425	CISCO SYS INC	19.220	8,168.50		12/03/99	125,000	47.440	5,930	-3,527
					02/07/01	300,000	30.130	9,039	-3,273
666	CITIGROUP INC	50.210	33,439.86	426	11/22/99	333,000	41.720	13,892	2,827

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ETF-0443F-000632

 CONFIDENTIAL TREATMENT
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 GPW-5653

July 2001

Account Number ████████ C1
 Your Financial Advisor
 RATHJEN, ROBERT C.
 713-957-7000

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UBS PaineWebberSM Resource Management Account*

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EZ4G010865-X16
 4827255 - 000018

Common stock - continued

Total shares	Description	Price	Current value	Est. annual income	Trade date	Shares purchased	Purchase price	Cost basis	Unrealized Gain/Loss
1,300	COMCAST CORP SPL CL A	38.030	49,439.00		12/28/99	333.000	41.060	13,672	3,047
					11/22/99	300.000	45.750	13,725	-2,316
					01/07/00	225.000	46.150	10,383	-1,826
					03/22/00	150.000	39.320	5,898	-193
600	COX COMMUNICATIONS INC CL A	40.930	24,558.00		05/18/00	625.000	30.650	19,156	4,612
					11/22/99	300.000	47.070	14,121	-1,842
					03/22/00	300.000	44.000	13,200	-921
350	EL PASO CORP	51.750	18,112.50	298	08/18/00	350.000	58.490	20,471	-2,358
300	EMC CORP MASS	19.720	5,916.00		12/03/99	300.000	48.130	14,439	-8,523
200	FANNIE MAE	83.250	16,650.00	240	01/18/01	100.000	78.890	7,889	436
					01/29/01	100.000	73.690	7,369	956
350	FLEXTRONICS INTL LTD	27.190	9,516.50		04/19/01	350.000	23.690	8,291	1,225
600	GENL ELECTRIC CO	43.500	26,100.00	384	12/03/99	300.000	45.300	13,590	-540
					03/22/00	300.000	50.530	15,159	-2,109
1,000	HILTON HOTELS CORP	12.110	12,110.00	80	05/18/01	750.000	13.123	9,842	-759
					05/23/01	250.000	13.150	3,287	-259
175	INGERSOLL RAND	43.680	7,644.00	119	04/16/01	175.000	42.070	7,362	282
600	J P MORGAN CHASE & CO	43.300	25,980.00	816	11/22/99	200.000	51.150	10,230	-1,570
					12/28/99	300.000	51.190	15,357	-2,367
					03/22/00	100.000	68.920	6,892	-2,562
300	JOHNSON & JOHNSON COM	54.100	16,230.00	216	12/06/99	300.000	48.535	14,560	1,670
250	KINDER MORGAN INC KANS	52.400	13,100.00	50	01/18/01	250.000	49.120	12,280	820
100	MARSH & MCLENNAN COS INC	100.400	10,040.00	212	01/11/01	100.000	105.760	10,576	-536
250	MORGAN STANLEY DEAN WITTER & CO NEW	59.820	14,955.00	230	11/24/99	100.000	59.380	5,938	44
					07/31/00	150.000	88.480	13,272	-4,299
2,300	NEXTEL COMMUNICATIONS INC CL A	16.650	38,295.00		06/02/00	300.000	51.070	15,321	-10,326
					06/27/00	500.000	61.090	30,545	-22,220
					08/11/00	125.000	54.350	6,793	-4,711
					08/29/00	100.000	49.190	4,919	-3,254
					10/20/00	275.000	38.750	10,656	-6,077
					04/20/01	500.000	16.420	8,210	115
					06/08/01	500.000	15.280	7,640	685
1,000	NOKIA CORP SPONS ADR FINLAND ADR	21.810	21,810.00	211	12/03/99	400.000	38.780	15,512	-6,788
					03/22/01	400.000	52.300	20,920	-12,196

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CONFIDENTIAL TREATMENT
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 GPW-5654

ETF-0443F-000633

July 2001

Account Number [REDACTED] C1

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UBS PaineWebberSM
Resource Management Account*Your Financial Advisor
RATHJEN, ROBERT C.
713-957-7000EZ4G010886-X16
4827255 - 000019

Common stock - continued

Total shares	Description	Price	Current value	Est. annual income	Trade date	Shares purchased	Purchase price	Cost basis	Unrealized Gain/Loss
200	PARKER HANNIFIN CORP	44.700	8,940.00	144	05/23/01	200.000	33.240	6,648	-2,286
375	PFIZER INC	41.220	15,457.50	165	04/19/01	200.000	45.500	9,100	-160
250	SKECHERS USA INC CL A	21.100	5,275.00		08/31/00	375.000	42.930	16,098	-640
225	TEVA PHARMACEUTICALS IND LTD	71.950	16,188.75	40	06/08/01	250.000	32.850	8,212	-2,937
	ISRAEL ADR				04/26/01	225.000	52.950	11,913	4,275
950	TYCO INTL LTD NEW	53.200	50,540.00	48	11/22/99	350.000	42.990	15,046	3,574
1,000	VION PHARMACEUTICALS INC	6.980	6,980.00		12/06/99	600.000	35.980	21,588	10,332
	Total	\$	586,473.46	3,825	05/04/01	1,000.000	4.900	4,900	2,080
								665,791	-79,319

Other equity investments

Cost basis and gains/losses have not been adjusted automatically for return of capital payments. Restricted security values are estimated for informational purposes. Refer to the disclosure on the back of the first page for details.

Total shares	Description	Price	Current value	Est. annual income	Trade date	Shares purchased	Purchase price	Cost basis	Unrealized Gain/Loss
300	KINDER MORGAN ENERGY PARTNERS MLP	70.800	21,240.00	1,260	03/22/01	300.000	54.590	16,378	4,862
	Total	\$	21,240.00	1,260				16,378	4,862

Money funds

Description	Opening balance	Closing balance	Closing share price	Average yield	Dividend period	Days in period
RMA MONEY MKT. PORTFOLIO	74,628.74	138,211.12	1.00	3.78%	06/21 - 07/18	28
Total	\$ 74,628.74	\$ 138,211.12				

Monthly activity

Cash flow	Date	Activity	Description	Amount
	06/29	Balance forward		6,788.68
	07/02	DIVIDEND	MERCK & CO	68.00
			PAID ON 200	
	07/02	DIVIDEND	EL PASO CORP	74.38
			PAID ON 350	
			NETHERLANDS ANTILLES	
			PAID ON 300	
			CHECK HM05795	-641.00
			CAPROCK ADVISORS	

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July 01/ [REDACTED] C1

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Account Number [REDACTED] C1
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UBS PaineWebberSM Resource Management Account*

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Cash flow - continued

Date	Activity	Description	Amount
07/16	DEPOSIT	NON-LOCAL CHECK	528.73
07/16	DIVIDEND	CHARLES SCHWAB	4.88
		CARDINAL HEALTH INC	
		PAID ON 195	
07/20	DIVIDEND	AS OF 07/15/01	
07/25	DIVIDEND	RMA MONEY MKT. PORTFOLIO	164.86
		GENL ELECTRIC CO	96.00
		PAID ON 600	
07/27	DIVIDEND	MORGAN STANLEY DEAN	57.50
		WITTER & CO NEW	
		PAID ON 250	

Date	Activity	Description	Amount
07/30	DIVIDEND	J P MORGAN CHASE & CO	204.00
		PAID ON 600	
		Proceeds from security transactions	\$ 56,182.10
		Proceeds from money fund transactions	\$ 190,580.42
		Funds used for money fund transactions	\$ -254,162.80
07/31		Closing balance	\$.00

Security transactions

Refer to the disclosure on the back of the first page regarding the Price/Value presented for restricted securities.

Date	Activity	Description	Quantity	Price / Value	Amount
07/03	SOLD	DYNEGY INC CL A UNSOLICITED	-400.000	44.21	\$ 17,683.41
07/18	SOLD	SMARTFORCE PUB LTD CO SPON ADR	-250.000	36.10	9,024.69
		UNSOLICITED			
07/26	SOLD	MERCK & CO UNSOLICITED	-200.000	66.30	13,259.55
07/26	SOLD	SCHLUMBERGER LTD NETHERLANDS ANTILLES	-300.000	54.05	16,214.45
		UNSOLICITED			
		Securities sold			\$ 56,182.10

Money fund transactions

The RMA Money Mkt. Portfolio is your primary sweep fund.

Date	Activity	Money fund	Amount
06/29		Opening RMA Money Mkt. Portfolio	\$ 74,628.74
07/02	BOUGHT	RMA MONEY MKT. PORTFOLIO	6,788.68
07/03	BOUGHT	RMA MONEY MKT. PORTFOLIO	68.00
07/03	BOUGHT	RMA MONEY MKT. PORTFOLIO	74.38
07/05	SOLD	RMA MONEY MKT. PORTFOLIO	-81,559.80
07/05	BOUGHT	RMA MONEY MKT. PORTFOLIO	1.08
07/06	BOUGHT	RMA MONEY MKT. PORTFOLIO	1.80
07/09	BOUGHT	RMA MONEY MKT. PORTFOLIO	81,558.00
07/09	BOUGHT	RMA MONEY MKT. PORTFOLIO	17,738.58
07/11	SOLD	RMA MONEY MKT. PORTFOLIO	-641.00
		AS OF 07/10/01	
07/17	BOUGHT	RMA MONEY MKT. PORTFOLIO	4.88
07/18	BOUGHT	RMA MONEY MKT. PORTFOLIO	521.85
07/18	BOUGHT	RMA MONEY MKT. PORTFOLIO	4.88
07/19	BOUGHT	RMA MONEY MKT. PORTFOLIO	9,024.69
07/20	BOUGHT	RMA MONEY MKT. PORTFOLIO	164.86
07/25	SOLD	RMA MONEY MKT. PORTFOLIO	-108,379.62
07/26	BOUGHT	RMA MONEY MKT. PORTFOLIO	1.91

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July 01/ [REDACTED] C1

ETF-0443F-000635

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GPW-5656

July 2001

Account Number [REDACTED] C1

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UBS PaineWebberSM
Resource Management Account*

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Your Financial Advisor
RATHJEN, ROBERT C.
713-957-7000

EZ4G010868-X16

4827255 - 000021

Money fund transactions - continued

The RMA Money Mkt. Portfolio is your primary sweep fund.

Date	Activity	Money fund	Amount
07/27	BOUGHT	RMA MONEY MKT. PORTFOLIO	13,259.55
07/27	BOUGHT	RMA MONEY MKT. PORTFOLIO	124,688.16
07/30	BOUGHT	RMA MONEY MKT. PORTFOLIO	57.50
07/31	BOUGHT	RMA MONEY MKT. PORTFOLIO	204.00
		Closing RMA Money Mkt. Portfolio	\$ 138,211.12
		Money funds purchased	\$ 254,162.80
		Money funds sold	\$ -190,580.42

Unsettled transaction activity

The following transactions are pending settlement.

Trade date	Settlement date	Activity	Description	Quantity	Price / Value	Amount
07/31	08/03	BOUGHT	WASH MUTUAL INC UNSOLICITED	250.000	40.74	-10,405.28
07/31	08/03	SOLD	CISCO SYS INC UNSOLICITED	-425.000	19.14	7,914.63
Total pending securities purchased					\$	\$ -10,405.28
Total pending securities sold					\$	\$ 7,914.63

Realized gains and losses

Estimated realized gains/losses are not for tax purposes. The oldest security lot is liquidated first to calculate gains/losses (first-in, first-out or FIFO accounting method) unless you specified which lot to close when you placed your order (a versus purchase or VSP order). An asterisk (*) indicates a manual change in information or a position opened and closed during the current month. Gains/losses may not adjust for all capital changes and are not calculated for zero coupon securities. Cost basis for tax-exempt and AMT eligible coupon municipal securities has been adjusted automatically for estimated amortization of bond premiums. Estimates in the "Unclassified" section are not able to be classified as short-term or long-term due to missing information or the product is one which a gain/loss calculation is not provided.

Security description	Method	Quantity/ Face value	Purchase date	Sale date	Purchase amount	Sale amount	Loss	Gain	Net gain/loss
Short-term capital gains and losses - Assets held one year or less:									
DYNEGY INC CL A	FIFO	400.000	08/31/00	06/28/01	\$ 18,020.00	\$ 17,683.41	\$ -336.59		
SMARTFORCE PUB LTD CO	FIFO	250.000	06/08/01	07/13/01	8,435.00	9,024.69		589.69	
SPON ADR									
Total					\$ 26,455.00	\$ 26,708.10	\$ -336.59	\$ 589.69	\$ 253.10

Long-term capital gains and losses - Assets held more than one year:

MERCK & CO	FIFO	200.000	11/24/99	07/23/01	\$ 15,696.00	\$ 13,259.55	\$ -2,436.45		
SCHLUMBERGER LTD	FIFO	300.000	01/25/00	07/23/01	18,975.00	16,214.45	\$ -2,760.55		
NETHERLANDS ANTILLES									
Total					\$ 34,671.00	\$ 29,474.00	\$ -5,197.00	\$	\$ -5,197.00
Net capital gains/losses								\$	\$ -4,943.90

July 01/ [REDACTED] C1

ETF-0443F-000636

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GPW-5657

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713-957-7000

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UBS PaineWebberSM
Resource Management Account*

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Year-to-date realized capital gain/loss totals

Short-term gains/losses held one year or less:

Long-term gains/losses held more than one year:

Net year-to-date capital gains/losses excluding transactions for which gains/losses are not calculated

\$	340.69
\$	-5,197.00
\$	-4,856.31

ETF-0443F-000637

CONFIDENTIAL TREATMENT
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GPW-5658

July 01/[REDACTED] C1