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JEFFERIES GROUP INC /DE/  
Form 13F-HR  
November 13, 2006

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2006

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

Institutional Investment Manager Filing this Report:

Name: Jefferies Group Inc.  
Address: 11100 Santa Monica Blvd, 11th Flr.  
Los Angeles, CA 90025

13F File Number: 28-10917

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Larry Scarpa  
Title: Managing Director  
Phone: 212-336-7090

Signature, Place, and Date of Signing:

/s/ Larry Scarpa Jersey City, NJ November 13, 2006

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3  
Form13F Information Table Entry Total: 487  
Form13F Information Table Value Total: \$1,460,888 (thousands)  
List of Other Included Managers:

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

No.	13F File Number	Name
01	28-10432	Jefferies & Company, Inc.
02	28-11239	Jefferies Asset Management, LLC
03	28-10937	Jefferies Group Inc.

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
3M CO	COM	88579Y101	1090	14600	SH		SOLE	01
3M CO	NOTE	11/2 88579YAB7	48	55000	PRN		SOLE	01
ABBOTT LABS	COM	002824100	315	6500	SH		SOLE	01
ABERCROMBIE & FITCH CO	CL A	002896207	31237	449600	SH		SOLE	01 0
ADOBE SYS INC	COM	00724F101	571	15218	SH		SOLE	01
ADVANCED MEDICAL OPTICS INC	NOTE	1.375% 7/0 00763MAJ7	6844	6000000	PRN		SOLE	01
ADVANCED MICRO DEVICES INC	COM	007903107	1193	47579	SH		SOLE	01
ADVANCED SEMICONDUCTOR ENGR	SPONSORED ADR	00756M404	126	26900	SH		SOLE	01
AEROPOSTALE	COM	007865108	22846	781600	SH		SOLE	02
AES CORP	COM	00130H105	271	13000	SH		SOLE	01
ALBERTO CULVER CO	COM	013068101	354	7000	SH		SOLE	01
ALCOA INC	COM	013817101	283	10112	SH		SOLE	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	577	9200	SH		SOLE	01
ALLIANT ENERGY CORP	COM	018802108	318	8700	SH		SOLE	01
ALLIANT TECHSYSTEMS INC	COM	018804104	266	3300	SH		SOLE	01
ALLIED HEALTHCARE INTL INC	COM	01923A109	32	17100	SH		SOLE	01
ALLOY INC	DBCV	5.375% 8/0 019855AB1	25761	23865000	PRN		SOLE	01
ALMOST FAMILY INC	COM	020409108	609	26318	SH		SOLE	02
ALTRIA GROUP INC	COM	02209S103	7222	86873	SH		SOLE	01
ALZA CORP	SDCV	7/2 02261WAB5	17	19000	PRN		SOLE	01
AMAZON COM INC	NOTE	4.750% 2/0 023135AF3	1551	1610000	PRN		SOLE	01
AMB PROPERTY CORP	COM	00163T109	363	6500	SH		SOLE	01
AMBAC FINL GROUP INC	COM	023139108	224	2700	SH		SOLE	01
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	2658	60630	SH		SOLE	01 0
AMERICAN EXPRESS CO	COM	025816109	236	4500	SH		SOLE	01
AMERICAN EXPRESS CO	DBCV	1.850%12/0 025816AS8	2022	2011000	PRN		SOLE	01
AMERICAN FINL GROUP INC OHIO	COM	025932104	253	5400	SH		SOLE	01
AMERICAN FINL GROUP INC OHIO	NOTE	1.486% 6/0 025932AD6	33	61000	PRN		SOLE	01
AMERICAN INTL GROUP INC	DBCV	11/0 026874AP2	70	100000	PRN		SOLE	01
AMGEN INC	COM	031162100	300	4200	SH		SOLE	01
AMGEN INC	NOTE	3/0 031162AL4	2227	3000000	PRN		SOLE	01
ANADARKO PETE CORP	COM	032511107	225	5100	SH		SOLE	01
ANALOG DEVICES INC	COM	032654105	512	16800	SH		SOLE	01
ANDREW CORP	COM	034425108	254	27518	SH		SOLE	01
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	377	10000	SH		SOLE	01
ANNALY CAP MGMT INC	COM	035710409	140	10900	SH		SOLE	01
ANNTAYLOR STORES CORP	COM	036115103	4033	96500	SH		SOLE	01 0
ANORMED INC	COM	035910108	7897	564112	SH		SOLE	01
AON CORP	COM	037389103	1310	37972	SH		SOLE	01
APACHE CORP	COM	037411105	272	4320	SH		SOLE	01
APOGENT TECHNOLOGIES INC	DBCV	12/1 03760AAK7	19	13000	PRN		SOLE	01
APPLE COMPUTER INC	COM	037833100	230	2988	SH		SOLE	01
APPLIED MATLS INC	COM	038222105	203	12000	SH		SOLE	01
ARCHER DANIELS MIDLAND CO	COM	039483102	420	10600	SH		SOLE	01

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ARCHSTONE SMITH OPER TR	NOTE	4.000%	7/1	039584AC1	3113	3000000	PRN	SOLE	01
ARCHSTONE SMITH TR	COM			039583109	522	9600	SH	SOLE	01
ARMOR HOLDINGS INC	NOTE	2.000%	11/0	042260AC3	8439	7000000	PRN	SOLE	01
ARROW ELECTRS INC	COM			042735100	224	8100	SH	SOLE	01
ASIAINFO HLDGS INC	COM			04518A104	47	10846	SH	SOLE	01
ASSOCIATED BANC CORP	COM			045487105	266	8300	SH	SOLE	01
ATHEROS COMMUNICATIONS INC	COM			04743P108	891	49170	SH	SOLE	02
ATI TECHNOLOGIES INC	COM			001941103	2897	135000	SH	SOLE	02
ATMOS ENERGY CORP	COM			049560105	261	9100	SH	SOLE	01
AUDICODES LTD	NOTE	2.000%	11/0	050732AB2	1791	2000000	PRN	SOLE	01
AUTOZONE INC	COM			053332102	547	5500	SH	SOLE	01
AXCAN PHARMA INC	NOTE	4.250%	4/1	054923AB3	2372	2255000	PRN	SOLE	01
BAIDU COM INC	SPON ADR REP A			056752108	515	6499	SH	SOLE	01
BAKER HUGHES INC	COM			057224107	235	3500	SH	SOLE	01
BANK NEW YORK INC	COM			064057102	221	6300	SH	SOLE	01
BANK OF AMERICA CORPORATION	COM			060505104	213	4000	SH	SOLE	01
BAUSCH & LOMB INC	FRNT		8/0	071707AM5	2470	2143000	PRN	SOLE	01
BE SEMICONDUCTOR INDS N V	NY REGSTRY SHS			073320103	138	25000	SH	SOLE	01
BEA SYS INC	NOTE	4.000%	12/1	073325AD4	10	10000	PRN	SOLE	01
BEAR STEARNS COS INC	COM			073902108	3443	25100	SH	SOLE	01
BEASLEY BROADCAST GROUP INC	CL A			074014101	126	17260	SH	SOLE	01
BEAZER HOMES USA INC	COM			07556Q105	673	16700	SH	SOLE	01
BEBE STORES INC	COM			075571109	226	9511	SH	SOLE	01
BEST BUY INC	COM			086516101	377	7600	SH	SOLE	01
BEST BUY INC	SDCV	2.250%	1/1	086516AF8	18632	17000000	PRN	SOLE	01
BIOMARIN PHARMACEUTICAL INC	NOTE	2.500%	3/2	09061GAC5	1504	1247000	PRN	SOLE	01
BJS WHOLESALE CLUB INC	COM			05548J106	5841	200200	SH	SOLE	01
BLUELINK HLDGS INC	COM			09624H109	715	75100	SH	SOLE	01
BOEING CO	COM			097023105	866	10900	SH	SOLE	01
BON-TON STORES INC	COM			09776J101	1548	52067	SH	SOLE	02
BOSTON PPTYS LTD PARTNERSHIP	NOTE	3.750%	5/1	10112RAG9	1526	1429000	PRN	SOLE	01
BRE PROPERTIES INC	CL A			05564E106	342	5800	SH	SOLE	01
BRINKER INTL INC	COM			109641100	265	6800	SH	SOLE	01
BRINKS CO	COM			109696104	901	16250	SH	SOLE	01
BROWN FORMAN CORP	CL B			115637209	397	5201	SH	SOLE	01
BRUNSWICK CORP	COM			117043109	148000	5740	SH	CALL SOLE	02
BUILD A BEAR WORKSHOP	COM			120076104	822	36100	SH	SOLE	01
BUILDERS FIRSTSOURCE INC	COM			12008R107	16154	1060651	SH	SOLE	01
BUILDING MATLS HLDG CORP	COM			120113105	24719	950000	SH	SOLE	02
BURLINGTON NORTHN SANTA FE C	COM			12189T104	336	5000	SH	SOLE	01
BUSINESS OBJECTS S A	SPONSORED ADR			12328X107	1180	34616	SH	SOLE	01
C D W CORP	COM			12512N105	260	4200	SH	SOLE	01
CADENCE DESIGN SYSTEM INC	NOTE		8/1	127387AB4	5618	5000000	PRN	SOLE	01
CAESARS ENTMT INC	FRNT		4/1	127687AB7	220	191000	PRN	SOLE	01
CALLAWAY GOLF CO	COM			131193104	224	17000	SH	SOLE	01
CATERPILLAR INC DEL	COM			149123101	7523	116688	SH	SOLE	01
CBRL GROUP INC	NOTE		4/0	12489VAB2	4399	9138000	PRN	SOLE	01
CENTERPOINT ENERGY INC	COM			15189T107	192	13600	SH	SOLE	01
CENTERPOINT ENERGY INC	NOTE	2.875%	1/1	15189TAL1	2937	2588000	PRN	SOLE	01
CENTERPOINT ENERGY INC	NOTE	3.750%	5/1	15189TAM9	6867	5333000	PRN	SOLE	01
CENTURY ALUM CO	NOTE	1.750%	8/0	156431AE8	29	21000	PRN	SOLE	01
CEPHALON INC	COM			156708109	2257	40183	SH	SOLE	01
CEPHALON INC	NOTE		6/1	156708AK5	6053	5500000	PRN	SOLE	01
CHAPARRAL STL CO DEL	COM			159423102	268	7300	SH	SOLE	01
CHARTER COMMUNICATIONS INC D	CL A			16117M107	112	74200	SH	SOLE	01
CHEMED CORP NEW	COM			16359R103	284	8800	SH	SOLE	02
CHIPOTLE MEXICAN GRILL INC	CL A			169656105	2504	50400	SH	SOLE	01
CHIQUITA BRANDS INTL INC	*W EXP	03/19/200		170032114	52	19570	SH	SOLE	01
CHRISTOPHER & BANKS CORP	COM			171046105	11214	380410	SH	SOLE	01
CHUBB CORP	COM			171232101	352	6900	SH	SOLE	01
CIBER INC	SDCV	2.875%	12/1	17163BAB8	21	23000	PRN	SOLE	01
CIENA CORP	NOTE	3.750%	2/0	171779AA9	6697	6949000	PRN	SOLE	01

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CIGNA CORP	COM		125509109	338	2900	SH	SOLE	01
CINCINNATI FINL CORP	COM		172062101	250	5280	SH	SOLE	01
CINTAS CORP	COM		172908105	623	15600	SH	SOLE	01
CIRCUIT CITY STORE INC	COM		172737108	512	19800	SH	SOLE	01
CISCO SYS INC	COM		17275R102	430	18800	SH	SOLE	01
CITIGROUP INC	COM		172967101	3148	63500	SH	SOLE	01
CLEAR CHANNEL COMMUNICATIONS	COM		184502102	269	9200	SH	SOLE	01
CLOROX CO DEL	COM		189054109	246	3900	SH	SOLE	01
COGNOS INC	COM		19244C109	546	14946	SH	SOLE	01
COMERICA INC	COM		200340107	217	3800	SH	SOLE	01
COMMERCE BANCORP INC NJ	COM		200519106	320	9500	SH	SOLE	01
COMMERCE GROUP INC MASS	COM		200641108	239	8000	SH	SOLE	01
CONAGRA FOODS INC	COM		205887102	546	22900	SH	SOLE	01
CONOCOPHILLIPS	COM		20825C104	544	9000	SH	SOLE	01
CONTINENTAL AIRLS INC	NOTE	4.500% 2/0	210795PD6	2645	2658000	PRN	SOLE	01
CONTINENTAL AIRLS INC	NOTE	5.000% 6/1	210795PJ3	7411	5000000	PRN	SOLE	01
COOPER TIRE & RUBR CO	COM		216831107	115	10800	SH	SOLE	01
CORNING INC	COM		219350105	703	28800	SH	SOLE	01
COUNTRYWIDE FINANCIAL CORP	COM		222372104	297	8500	SH	SOLE	01
COVAD COMMUNICATIONS GROUP I	COM		222814204	238	162500	SH	SOLE	01
COVENTRY HEALTH CARE INC	COM		222862104	1565	29400	SH	SOLE	01
CRA INTL INC	COM		12618T105	252	5200	SH	SOLE	01
CRESCENT REAL ESTATE EQUITIE	COM		225756105	266	12300	SH	SOLE	01
CRESUD S A C I F Y A	SPONSORED ADR		226406106	8839	663612	SH	SOLE	01
CSG SYS INTL INC	NOTE	2.500% 6/1	126349AB5	533	470000	PRN	SOLE	01
CSX CORP	DBC	10/3	126408GA5	11402	10284000	PRN	SOLE	01
CUBIST PHARMACEUTICALS INC	NOTE	2.250% 6/1	229678AC1	1262	1250000	PRN	SOLE	01
CURIS INC	COM		231269101	17	13391	SH	SOLE	01
CVS CORP	COM		126650100	523	16158	SH	SOLE	01
CYMER INC	NOTE	3.500% 2/1	232572AE7	4509	4385000	PRN	SOLE	01
CYPRESS SEMICONDUCTOR CORP	NOTE	1.250% 6/1	232806AH2	12085	9468000	PRN	SOLE	01
DANKA BUSINESS SYS PLC	SPONSORED ADR		236277109	93	50000	SH	SOLE	01
DARDEN RESTAURANTS INC	COM		237194105	557	13300	SH	SOLE	01
DAVITA INC	COM		23918K108	440	7600	SH	SOLE	01
DEALERTRACK HLDGS INC	COM		242309102	848	38350	SH	SOLE	01
DEVON ENERGY CORP NEW	COM		25179M103	326	5100	SH	SOLE	01
DEVON ENERGY CORP NEW	DEB	4.900% 8/1	25179MAA1	308	251000	PRN	SOLE	01
DEVON ENERGY CORP NEW	DEB	4.950% 8/1	25179MAB9	9527	7841000	PRN	SOLE	01
DICKS SPORTING GOODS INC	NOTE	1.606% 2/1	253393AB8	1603	2000000	PRN	SOLE	01
DIEBOLD INC	COM		253651103	326	7500	SH	SOLE	02
DISNEY WALT CO	NOTE	2.125% 4/1	254687AU0	2467	2219000	PRN	SOLE	01
DOBSON COMMUNICATIONS CORP	SDCV	1.500%10/0	256069AG0	486	500000	PRN	SOLE	01
DOMINION RES INC VA NEW	COM		25746U109	347	4506	SH	SOLE	01
DONALDSON INC	COM		257651109	324	8600	SH	SOLE	01
DONNELLEY R R & SONS CO	COM		257867101	743	22700	SH	SOLE	01
DOVER CORP	COM		260003108	304	6400	SH	SOLE	01
DST SYS INC DEL	DBC	3.625% 8/1	233326AD9	368	273000	PRN	SOLE	01
DST SYS INC DEL	DBC	4.125% 8/1	233326AB3	94	73000	PRN	SOLE	01
DUSA PHARMACEUTICALS INC	COM		266898105	45	11323	SH	SOLE	01
DYNEGY INC NEW	CL A		26816Q101	172	29900	SH	SOLE	01
E M C CORP MASS	COM		268648102	6201	533000	SH	SOLE	01
EASTMAN CHEM CO	COM		277432100	114560	2120700	SH	SOLE	01
EASTMAN CHEM CO	COM		277432100	17300	321	SH	CALL SOLE	02
ECC CAPITAL CORP	COM		26826M108	18	18100	SH	SOLE	01
ECHOSTAR COMMUNICATIONS NEW	CL A		278762109	367	11000	SH	SOLE	01
EL PASO CORP	COM		28336L109	290	21300	SH	SOLE	01
ELECTRONICS FOR IMAGING INC	DBC	1.500% 6/0	286082AA0	989	952000	PRN	SOLE	01
EMMIS COMMUNICATIONS CORP	PFD CV SER A		291525202	895	22100	SH	SOLE	01
EMULEX CORP	COM NEW		292475209	398	21900	SH	SOLE	02
ENERGIZER HLDGS INC	COM		29266R108	256	3800	SH	SOLE	01
ENERGY PARTNERS LTD	COM		29270U105	370	15000	SH	SOLE	02
EQUIFAX INC	COM		294429105	672	18500	SH	SOLE	01

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EQUITY OFFICE PROPERTIES TRU	PFD CV B 5.25%	294741509	446	7800	SH	SOLE	01
EURONET WORLDWIDE INC	DBCV 1.625%12/1	298736AD1	10	10000	PRN	SOLE	01
EXPEDIA INC DEL	*W EXP 02/04/200	30212P121	67	11000	SH	SOLE	01
EXPRESS SCRIPTS INC	COM	302182100	346	4477	SH	SOLE	01
EXXON MOBIL CORP	COM	30231G102	346	5200	SH	SOLE	01
FAIR ISAAC CORP	NOTE 1.500% 8/1	303250AD6	9056	9000000	PRN	SOLE	01
FAMILY DLR STORES INC	COM	307000109	299	10800	SH	SOLE	01
FEDERATED DEPT STORES INC DE	COM	31410H101	24289	562104	SH	SOLE	02
FEDEX CORP	COM	31428X106	417	4000	SH	SOLE	01
FIDELITY NATL FINL INC	COM	316326107	31190	775300	SH	SOLE	01
FIDELITY NATL TITLE GROUP IN	CL A	31620R105	9806	486400	SH	SOLE	01
FINISAR	COM	31787A101	1887	510100	SH	SOLE	01
FINISAR	NOTE 2.500%10/1	31787AAF8	56	45000	PRN	SOLE	01
FINISAR	NOTE 5.250%10/1	31787AAC5	124	126000	PRN	SOLE	01
FINISH LINE INC	CL A	317923100	199	15846	SH	SOLE	01
FIRST MARBLEHEAD CORP	COM	320771108	325	5100	SH	SOLE	01
FISERV INC	COM	337738108	802	17058	SH	SOLE	01
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	322	4100	SH	SOLE	01
FOOT LOCKER INC	COM	344849104	2917	115200	SH	SOLE	01
FRANCE TELECOM	SPONSORED ADR	35177Q105	23529	1009390	SH	SOLE	01
FRANKLIN RES INC	COM	354613101	387	3700	SH	SOLE	01
FREEPORT-MCMORAN COPPER & GO	CL B	35671D857	211	4000	SH	SOLE	01
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	475	12600	SH	SOLE	01
FTI CONSULTING INC	NOTE 3.750% 7/1	302941AB5	2110	1970000	PRN	SOLE	01
GABELLI DIVD & INCOME TR	COM	36242H104	251	13000	SH	SOLE	01
GATEWAY INC	NOTE 1.500%12/3	367626AB4	1275	1500000	PRN	SOLE	01
GATEWAY INC	NOTE 2.000%12/3	367626AD0	9499	11800000	PRN	SOLE	01
GENE LOGIC INC	COM	368689105	22	14000	SH	SOLE	02
GENERAL MLS INC	COM	370334104	897	16300	SH	SOLE	01
GENERAL MTRS CORP	COM	370442105	1139	34700	SH	SOLE	01
GENUINE PARTS CO	COM	372460105	345	8000	SH	SOLE	01
GENZYME CORP	COM	372917104	5378	80763	SH	SOLE	01
GEORGIA GULF CORP	COM PAR \$0.01	373200203	1123	41000	SH	SOLE	01
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	240	4500	SH	SOLE	01
GLOBAL PMTS INC	COM	37940X102	348	8300	SH	SOLE	01
GOLDMAN SACHS GROUP INC	COM	38141G104	7133	45000	SH	SOLE	01
GOODRICH CORP	COM	382388106	265	6600	SH	SOLE	01
GREAT PLAINS ENERGY INC	COM	391164100	342	11200	SH	SOLE	01
GULFPORT ENERGY CORP	COM NEW	402635304	5234	407336	SH	SOLE	01
HALLIBURTON CO	COM	406216101	800	27500	SH	SOLE	01
HALLIBURTON CO	NOTE 3.125% 7/1	406216AM3	17523	9854000	PRN	SOLE	01
HARBOR ACQUISITION CORPORATI	*W EXP 04/25/201	41145X115	3	10000	SH	SOLE	01
HARRIS CORP DEL	COM	413875105	284	6300	SH	SOLE	01
HARTFORD FINL SVCS GROUP INC	COM	416515104	612	7100	SH	SOLE	01
HEINZ H J CO	COM	423074103	434	10400	SH	SOLE	01
HERLEY INDS INC DEL	COM	427398102	619	50000	SH	SOLE	02
HESS CORP	COM	42809H107	307	7300	SH	SOLE	01
HEWLETT PACKARD CO	COM	428236103	1311	35900	SH	SOLE	01
HEWLETT PACKARD CO	NOTE 10/1	428236AC7	68	100000	PRN	SOLE	01
HEXCEL CORP NEW	COM	428291108	736	51949	SH	SOLE	01
HILLENBRAND INDS INC	COM	431573104	285	5000	SH	SOLE	01
HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	98	80000	PRN	SOLE	01
HORACE MANN EDUCATORS CORP N	NOTE 1.425% 5/1	440327AG9	15	32000	PRN	SOLE	01
HOSPIRA INC	COM	441060100	1443	39400	SH	SOLE	01
HUBBELL INC	CL B	443510201	298	6200	SH	SOLE	01
HUMAN GENOME SCIENCES INC	NOTE 2.250%10/1	444903AK4	2314	2350000	PRN	SOLE	01
HUNTSMAN CORP	PFD MND CV 5%	447011206	655	16300	SH	SOLE	01
ICO GLOBAL COMM HLDGS LTD DE	CL A	44930K108	3135	540500	SH	SOLE	01
ICOS CORP	NOTE 2.000% 7/0	449295AB0	10	12000	PRN	SOLE	01
IDEC PHARMACEUTICALS CORP	NOTE 2/1	449370AC9	1786	1000000	PRN	SOLE	01
INCO LTD	COM	453258402	3911	51292	SH	SOLE	01
INTERNATIONAL GAME TECHNOLOG	DBCV 1/2	459902AL6	11	13000	PRN	SOLE	01

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INTRAWEST CORPORATION	COM NEW	460915200	689	20000	SH	SOLE	01
INVITROGEN CORP	NOTE 1.500% 2/1	46185RAK6	903	1067000	PRN	SOLE	01
ISHARES TR	RUSL 2000 VALU	464287630	211	2831	SH	SOLE	01
ISHARES TR	S&P 100 IDX FD	464287101	3212	53098	SH	SOLE	01
JP MORGAN CHASE & CO	COM	46625H100	365	7800	SH	SOLE	01
JUNIPER NETWORKS INC	NOTE 6/1	48203RAC8	11055	11000000	PRN	SOLE	01
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	1109	25000	SH	SOLE	02
KB HOME	COM	48666K109	2878	67100	SH	SOLE	01
KEANE INC	SDCV 2.000% 6/1	486665AB8	211	206000	PRN	SOLE	01
KFX INC	COM	48245L107	6215	441024	SH	SOLE	01
KIMBERLY CLARK CORP	COM	494368103	235	3600	SH	SOLE	01
KIMCO REALTY CORP	COM	49446R109	590	13900	SH	SOLE	01
KLA-TENCOR CORP	COM	482480100	400	9000	SH	SOLE	02
KOHL'S CORP	COM	500255104	14661	225835	SH	SOLE	02
KOHL'S CORP	COM	500255104	5300	100	SH	CALL SOLE	02
KOMAG INC	COM NEW	500453204	229	7300	SH	SOLE	01
KRISPY KREME DOUGHNUTS INC	COM	501014104	27702	3420000	SH	SOLE	02
KRISPY KREME DOUGHNUTS INC	COM	501014104	42800	3171	SH	CALL SOLE	02
L-3 COMMUNICATIONS CORP	DEBT 3.000% 8/0	502413AW7	131	132000	PRN	SOLE	01
LAM RESEARCH CORP	COM	512807108	782	17300	SH	SOLE	01
LEHMAN BROS HLDGS INC	COM	524908100	1880	28800	SH	SOLE	01
LEUCADIA NATL CORP	NOTE 3.750% 4/1	527288AX2	3551	2759000	PRN	SOLE	01
LEVEL 3 COMMUNICATIONS INC	NOTE 3.500% 6/1	52729NBK5	5475	5250000	PRN	SOLE	01
LG PHILIP LCD CO LTD	SPONS ADR REP	50186V102	274	16500	SH	SOLE	01
LIBERTY MEDIA CORP	DEB 4.000%11/1	530715AG6	17	27000	PRN	SOLE	01
LIBERTY MEDIA CORP NEW	DEB 0.750% 3/3	530718AF2	540	500000	PRN	SOLE	01
LIBERTY PPTY TR	SH BEN INT	531172104	348	7300	SH	SOLE	01
LIMITED BRANDS INC	COM	532716107	318	11800	SH	SOLE	01
LINCARE HLDGS INC	COM	532791100	373	10762	SH	SOLE	01
LOCKHEED MARTIN CORP	COM	539830109	468	5500	SH	SOLE	01
LOCKHEED MARTIN CORP	DBCV 8/1	539830AP4	4180	3380000	PRN	SOLE	01
LOEWS CORP	COM	540424108	403	10500	SH	SOLE	01
LONE STAR TECHNOLOGIES INC	COM	542312103	484	10000	SH	SOLE	02
LONGVIEW FIBRE CO	COM	543213102	1372	67500	SH	SOLE	02
LOWES COS INC	NOTE 0.861%10/1	548661CG0	777	797000	PRN	SOLE	01
LSI LOGIC CORP	COM	502161102	326	39900	SH	SOLE	01
LSI LOGIC CORP	NOTE 4.000%11/0	502161AG7	30	30000	PRN	SOLE	01
LUMINENT MTG CAP INC	COM	550278303	140	13800	SH	SOLE	01
MACK CALI RLTY CORP	COM	554489104	382	7200	SH	SOLE	01
MAIR HOLDINGS INC	COM	560635104	54	10735	SH	SOLE	01
MAJESCO ENTERTAINMENT CO	COM NEW	560690208	18	13191	SH	SOLE	01
MANOR CARE INC NEW	NOTE 2.125% 8/0	564055AM3	9840	8000000	PRN	SOLE	01
MARATHON OIL CORP	COM	565849106	294	3700	SH	SOLE	01
MARSH & MCLENNAN COS INC	COM	571748102	950	33700	SH	SOLE	01
MARSHALL EDWARDS INC	COM	572322303	51	17400	SH	SOLE	01
MARTIN MARIETTA MATLS INC	COM	573284106	881	10700	SH	SOLE	01
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1285	66500	SH	SOLE	01
MASCO CORP	NOTE 7/2	574599BB1	4631	10000000	PRN	SOLE	01
MAVERICK TUBE CORP	COM	577914104	3890	60000	SH	SOLE	02
MAXIM INTEGRATED PRODS INC	COM	57772K101	582	20575	SH	SOLE	01
MAXTOR CORP	NOTE 2.375% 8/1	577729AE6	7158	5000000	PRN	SOLE	01
MB FINANCIAL INC NEW	COM	55264U108	299	8043	SH	SOLE	01
MCAFEE INC	COM	579064106	1846	81500	SH	SOLE	01
MCCORMICK & CO INC	COM NON VTG	579780206	524	13900	SH	SOLE	01
MCDONALDS CORP	COM	580135101	10843	280500	SH	SOLE	01
MCMORAN EXPLORATION CO	NOTE 6.000% 7/0	582411AB0	161	115000	PRN	SOLE	01
MEDICIS PHARMACEUTICAL CORP	NOTE 1.500% 6/0	584690AB7	3444	3500000	PRN	SOLE	01
MEDIMMUNE INC	COM	584699102	3207	115863	SH	SOLE	01
MEDTRONIC INC	COM	585055106	4246	91100	SH	SOLE	01
MEDTRONIC INC	NOTE 1.625% 4/1	585055AM8	4821	5000000	PRN	SOLE	01
MERCK & CO INC	COM	589331107	289	6900	SH	SOLE	01
MEREDITH CORP	COM	589433101	629	12700	SH	SOLE	01

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MERRILL LYNCH & CO INC	COM		590188108	1192	15400	SH	SOLE	01
MERRILL LYNCH & CO INC	NOTE	3/1	590188W46	38973	34500000	PRN	SOLE	01
METLIFE INC	COM		59156R108	586	10510	SH	SOLE	01
MGIC INVT CORP WIS	COM		552848103	276	4600	SH	SOLE	01
MICHAELS STORES INC	COM		594087108	544	12500	SH	SOLE	02
MICROSOFT CORP	COM		594918104	1472	57200	SH	SOLE	01
MILLER HERMAN INC	COM		600544100	401	11900	SH	SOLE	01
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	494	12661	SH	SOLE	01
MITTAL STEEL CO N V	NY REG SH CL A		60684P101	618	18039	SH	SOLE	01
MONEYGRAM INTL INC	COM		60935Y109	658	22500	SH	SOLE	01
MORTGAGEIT HLDGS INC	COM		61915Q108	330	23400	SH	SOLE	01
MYLAN LABS INC	COM		628530107	747	37500	SH	SOLE	01
NABORS INDS INC	NOTE	6/1	629568AL0	5720	5250000	PRN	SOLE	01
NABORS INDUSTRIES LTD	SHS		G6359F103	2549	86000	SH	SOLE	01
NANOGEN INC	COM		630075109	59	27100	SH	SOLE	01
NATIONAL AUSTRALIA BK LTD	SPONSORED ADR		632525408	7425	257000	SH	SOLE	01
NATIONAL CITY CORP	COM		635405103	221	6000	SH	SOLE	01
NATIONAL HEALTHCARE CORP	COM		635906100	338	6300	SH	SOLE	02
NATIONAL OILWELL VARCO INC	COM		637071101	307	5402	SH	SOLE	01
NATIONAL SEMICONDUCTOR CORP	COM		637640103	390	16600	SH	SOLE	01 0
NATROL INC	COM		638789107	256	160252	SH	SOLE	01
NAVISTAR INTL CORP NEW	COM		63934E108	218	8400	SH	SOLE	01
NAVTEQ CORP	COM		63936L100	418	16000	SH	SOLE	02
NCI BUILDING SYS INC	NOTE	2.125%11/1	628852AG0	10260	6500000	PRN	SOLE	01
NCR CORP NEW	COM		62886E108	532	13600	SH	SOLE	01
NEKTAR THERAPEUTICS	NOTE	3.250% 9/2	640268AH1	2637	2500000	PRN	SOLE	01
NETLOGIC MICROSYSTEMS INC	COM		64118B100	722	28343	SH	SOLE	01 0
NEW CENTURY FINANCIAL CORP M	COM		6435EV108	590	15000	SH	SOLE	02
NEW PLAN EXCEL RLTY TR INC	COM		648053106	295	10700	SH	SOLE	01
NEW YORK & CO INC	COM		649295102	7080	541300	SH	SOLE	02
NEW YORK CMNTY BANCORP INC	COM		649445103	738	45000	SH	SOLE	01 0
NEWELL RUBBERMAID INC	COM		651229106	337	12100	SH	SOLE	01
NEWMONT MINING CORP	COM		651639106	236	5400	SH	SOLE	01
NIKE INC	CL B		654106103	282	3300	SH	SOLE	01
NISOURCE INC	COM		65473P105	227	10700	SH	SOLE	01
NITROMED INC	COM		654798503	156	53316	SH	SOLE	01
NOBLE CORPORATION	SHS		G65422100	244	3800	SH	SOLE	01
NORTHROP GRUMMAN CORP	COM		666807102	531	7800	SH	SOLE	01
NOVELL INC	COM		670006105	108	17600	SH	SOLE	01
NSTAR	COM		67019E107	324	9800	SH	SOLE	01
NUCOR CORP	COM		670346105	530	10900	SH	SOLE	01
OCCULOGIX INC	COM		67461T107	57	28201	SH	SOLE	01
OCWEN FINL CORP	NOTE	3.250% 8/0	675746AD3	2974	2180000	PRN	SOLE	01
OFFICEMAX INC DEL	COM		67622P101	239	5800	SH	SOLE	01
OGE ENERGY CORP	COM		670837103	266	7400	SH	SOLE	01
OIL SVC HOLDERS TR	DEPOSTRY RCPT		678002106	354	2632	SH	SOLE	01
OMNICARE CAP TR II	PFD B TR 4.00%		68214Q200	16540	267500	SH	SOLE	01
OMNICARE INC	COM		681904108	302	7000	SH	SOLE	02
OMNICARE INC	DBCX	3.250%12/1	681904AL2	10342	11441000	PRN	SOLE	01
ONEOK INC NEW	COM		682680103	203	5300	SH	SOLE	01
ORACLE CORP	COM		68389X105	436	24550	SH	SOLE	01
OREGON STL MLS INC	COM		686079104	232	4800	SH	SOLE	01
ORIGEN FINL INC	COM		68619E208	65	10804	SH	SOLE	01
OSI PHARMACEUTICALS INC	COM		671040103	2939	78264	SH	SOLE	01
PACCAR INC	COM		693718108	407	7390	SH	SOLE	01
PACIFIC SUNWEAR CALIF INC	COM		694873100	6842	453715	SH	SOLE	02
PALL CORP	COM		696429307	1042	33800	SH	SOLE	01
PATHMARK STORES INC NEW	COM		70322A101	2511	252400	SH	SOLE	01 0
PATTERSON UTI ENERGY INC	COM		703481101	1030	45900	SH	SOLE	01
PAYCHEX INC	COM		704326107	830	22409	SH	SOLE	01
PENNEY J C INC	COM		708160106	2543	37300	SH	SOLE	01 0
PEOPLES BK BRIDGEPORT CONN	COM		710198102	216	5600	SH	SOLE	01

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PER-SE TECHNOLOGIES INC	SDCV	3.250%	6/3	713569AB7	42	30000	PRN	SOLE	01
PERKINELMER INC	COM			714046109	310	16300	SH	SOLE	01
PHARMACEUTICAL RES INC	NOTE	2.875%	9/3	717125AC2	1103	1250000	PRN	SOLE	01
PHELPS DODGE CORP	COM			717265102	2051	24433	SH	SOLE	01
PINNACLE WEST CAP CORP	COM			723484101	372	8200	SH	SOLE	01
PITNEY BOWES INC	COM			724479100	250	5600	SH	SOLE	01
PLX TECHNOLOGY INC	COM			693417107	794	76553	SH	SOLE	02
PORTLAND GEN ELEC CO	COM NEW			736508847	6592	258532	SH	SOLE	01
POWERWAVE TECHNOLOGIES INC	NOTE	1.875%	11/1	739363AD1	295	296000	PRN	SOLE	01
PROGRESSIVE CORP OHIO	COM			743315103	364	14706	SH	SOLE	01
PROSHARES TR	SHORT	S&P 500		74347R503	263	3900	SH	SOLE	01
PRUDENTIAL FINL INC	COM			744320102	353	4800	SH	SOLE	01
PUGET ENERGY INC NEW	COM			745310102	294	13000	SH	SOLE	01
QLT INC	NOTE	3.000%	9/1	746927AB8	5170	5500000	PRN	SOLE	01
QUALCOMM INC	COM			747525103	308	8236	SH	SOLE	01
QUEST DIAGNOSTICS INC	COM			74834L100	981	16000	SH	SOLE	01
QUIKSILVER INC	COM			74838C106	462	38000	SH	SOLE	02
QWEST COMMUNICATIONS INTL IN	COM			749121109	490	55551	SH	SOLE	01
QWEST COMMUNICATIONS INTL IN	NOTE	3.500%	11/1	749121BY4	3272	2000000	PRN	SOLE	01
RADIAN GROUP INC	COM			750236101	281	4700	SH	SOLE	01
RAYTHEON CO	*W EXP	06/16/201		755111119	417	29800	SH	SOLE	01
REGENT COMMUNICATIONS INC DE	COM			758865109	66	15691	SH	SOLE	01
REGIONS FINANCIAL CORP NEW	COM			7591EP100	350	9700	SH	SOLE	01
REYNOLDS AMERICAN INC	COM			761713106	218	3500	SH	SOLE	01
RHODIA	SPONSORED ADR			762397107	1611	653000	SH	SOLE	01
ROCKWELL COLLINS INC	COM			774341101	363	6700	SH	SOLE	01
ROYAL CARIBBEAN CRUISES LTD	COM			V7780T103	923	25200	SH	SOLE	01
RTI INTL METALS INC	COM			74973W107	912	20100	SH	SOLE	01
RYDER SYS INC	COM			783549108	220	4200	SH	SOLE	01
SAFECO CORP	COM			786429100	1038	17800	SH	SOLE	01
SANDERS MORRIS HARRIS GROUP	COM			80000Q104	13004	1040108	SH	SOLE	01
SANDISK CORP	COM			80004C101	1055	20013	SH	SOLE	01
SANOFI AVENTIS	SPONSORED ADR			80105N105	1157	26100	SH	SOLE	01
SAP AKTIENGESELLSCHAFT	SPONSORED ADR			803054204	766	12000	SH	SOLE	01
SCHEIN HENRY INC	NOTE	3.000%	8/1	806407AB8	3077	2500000	PRN	SOLE	01
SCHLUMBERGER LTD	DBCV	1.500%	6/0	806857AC2	3968	2314000	PRN	SOLE	01
SCHLUMBERGER LTD	DBCV	2.125%	6/0	806857AD0	1209	755000	PRN	SOLE	01
SCI SYS INC	NOTE	3.000%	3/1	783890AF3	2480	2535000	PRN	SOLE	01
SEAGATE TECHNOLOGY	SHS			G7945J104	1404	62755	SH	SOLE	01
SEARS HLDGS CORP	COM			812350106	1332	8455	SH	SOLE	01
SELECT SECTOR SPDR TR	SBI HEALTHCARE			81369Y209	2561	77800	SH	SOLE	01
SELECT SECTOR SPDR TR	SBI INT-FINL			81369Y605	1044	30363	SH	SOLE	01
SELECT SECTOR SPDR TR	SBI INT-TECH			81369Y803	305	14000	SH	SOLE	01
SERVICE CORP INTL	COM			817565104	129	15000	SH	SOLE	01
SFBC INTL INC	NOTE	2.250%	8/1	784121AB1	235	275000	PRN	SOLE	01
SHERWIN WILLIAMS CO	COM			824348106	254	4600	SH	SOLE	01
SHIRE PLC	SPONSORED ADR			82481R106	1028	20369	SH	SOLE	01
SHOE PAVILION INC	COM			824894109	288	39505	SH	SOLE	02
SILICON LABORATORIES INC	COM			826919102	737	23000	SH	SOLE	01
SILICONWARE PRECISION INDS L	SPONSD ADR SPL			827084864	153	25709	SH	SOLE	01
SINA CORP	NOTE		7/1	82922RAB9	3353	3000000	PRN	SOLE	01
SIRIUS SATELLITE RADIO INC	NOTE	2.500%	2/1	82966UAC7	64	58000	PRN	SOLE	01
SIX FLAGS INC	COM			83001P109	616	118100	SH	SOLE	01
SKYWORKS SOLUTIONS INC	NOTE	4.750%	11/1	83088MAB8	294	296000	PRN	SOLE	01
SLM CORP	DBCV		7/2	78442PAC0	5035	5000000	PRN	SOLE	01
SMITHFIELD FOODS INC	COM			832248108	225	7900	SH	SOLE	01
SOURCE INTERLINK COS INC	COM NEW			836151209	8550	900000	SH	SOLE	02
SOUTHWEST AIRLS CO	COM			844741108	256	15300	SH	SOLE	01
SOVEREIGN BANCORP INC	COM			845905108	220	10200	SH	SOLE	01
SPATIALIGHT INC	COM			847248101	63	27910	SH	SOLE	01
SPRINT NEXTEL CORP	COM FON			852061100	182	10700	SH	SOLE	01
STAGE STORES INC	COM NEW			85254C305	611	20800	SH	SOLE	01

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STARWOOD HOTELS&RESORTS WRLD	COM		85590A401	217	3900	SH	SOLE	01
STMICROELECTRONICS N V	NY REGISTRY		861012102	703	40800	SH	SOLE	01
STONE ENERGY CORP	COM		861642106	607	15000	SH	SOLE	02
STREETTRACKS GOLD TR	GOLD SHS		863307104	916	15400	SH	SOLE	01
SUN MICROSYSTEMS INC	COM		866810104	82	16202	SH	SOLE	01
SUNRISE SENIOR LIVING INC	COM		86768K106	329	11000	SH	SOLE	02
SUNTRUST BKS INC	COM		867914103	581	7600	SH	SOLE	01
SUPERVALU INC	NOTE	11/0	868536AP8	5898	18015000	PRN	SOLE	01
SYMANTEC CORP	COM		871503108	2888	149400	SH	SOLE	01 0
SYMBOL TECHNOLOGIES INC	COM		871508107	624	42600	SH	SOLE	01 0
TANGER PPTYS LTD PARTNERSHIP	NOTE	3.750% 8/1	875484AE7	534	500000	PRN	SOLE	01
TANOX INC	COM		87588Q109	312	22401	SH	SOLE	01
TCF FINL CORP	COM		872275102	291	11000	SH	SOLE	01
TEKTRONIX INC	COM		879131100	445	15200	SH	SOLE	01
TELLABS INC	COM		879664100	437	41241	SH	SOLE	01
TERADYNE INC	COM		880770102	265	19700	SH	SOLE	01
TEREX CORP NEW	COM		880779103	1422	32404	SH	SOLE	01
TESORO CORP	COM		881609101	1355	20900	SH	SOLE	01
TESSERA TECHNOLOGIES INC	COM		88164L100	1245	36383	SH	SOLE	01 0
TEVA PHARMACEUTICAL FIN CO B	NOTE	1.750% 2/0	88165FAA0	4003	4192000	PRN	SOLE	01
TEVA PHARMACEUTICAL FIN LLC	DBCV	0.250% 2/0	88163VAE9	10656	11000000	PRN	SOLE	01
TEVA PHARMACEUTICAL INDS LTD	ADR		881624209	1314	38216	SH	SOLE	01
TEXAS INDS INC	COM		882491103	219	4200	SH	SOLE	01
TIME WARNER INC	COM		887317105	492	27000	SH	SOLE	01 0
TIME WARNER TELECOM INC	CL A		887319101	304	17300	SH	SOLE	01
TJX COS INC NEW	NOTE	2/1	872540AL3	6854	7500000	PRN	SOLE	01
TOPPS INC	COM		890786106	2933	326959	SH	SOLE	01 0
TRIAD HOSPITALS INC	COM		89579K109	357	8100	SH	SOLE	01 0
TRIBUNE CO NEW	COM		896047107	240	7400	SH	SOLE	01
TRINITY INDS INC	NOTE	3.875% 6/0	896522AF6	583	600000	PRN	SOLE	01
TRIPLE CROWN MEDIA INC	COM		89675K102	83	11190	SH	SOLE	01
TWEEN BRANDS INC	COM		901166108	489	13000	SH	SOLE	02
TXU CORP	COM		873168108	1947	31000	SH	SOLE	01
TYCO INTL GROUP S A	DBCV	3.125% 1/1	902118BG2	201	161000	PRN	SOLE	01
TYCO INTL LTD NEW	NOTE	11/1	902124AC0	10	14000	PRN	SOLE	01
U S G CORP	COM NEW		903293405	2885	61000	SH	SOLE	01
UBS AG	SHS NEW		H89231338	2347	10000	SH	SOLE	01
ULTRA PETROLEUM CORP	COM		903914109	462	9600	SH	SOLE	01
UNITED INDL CORP	COM		910671106	1075	20100	SH	SOLE	01 0
UNITED INDL CORP	NOTE	3.750% 9/1	910671AB2	7517	5000000	PRN	SOLE	01
UNITED RENTALS NORTH AMER IN	NOTE	1.875%10/1	911365AH7	23	20000	PRN	SOLE	01
UNITED SURGICAL PARTNERS INT	COM		913016309	323	13000	SH	SOLE	02
UNITED TECHNOLOGIES CORP	COM		913017109	355	5600	SH	SOLE	01
UNITEDHEALTH GROUP INC	COM		91324P102	8662	168594	SH	SOLE	01
UNITRIN INC	COM		913275103	241	5500	SH	SOLE	01
UNIVERSAL HLTH SVCS INC	CL B		913903100	252	4400	SH	SOLE	01
UNIVISION COMMUNICATIONS INC	CL A		914906102	353	10200	SH	SOLE	01
V F CORP	COM		918204108	222	2997	SH	SOLE	01
VAALCO ENERGY INC	COM NEW		91851C201	90	10968	SH	SOLE	01
VECTOR GROUP LTD	COM		92240M108	85511	5271997	SH	SOLE	01 0
VECTOR GROUP LTD	NOTE	5.000%11/1	92240MAH1	2007	1640000	PRN	SOLE	01
WACHOVIA CORP 2ND NEW	COM		929903102	875	15700	SH	SOLE	01 0
WALGREEN CO	COM		931422109	5608	114000	SH	SOLE	01
WARRIOR ENERGY SVC CRP	COM		936258102	1096	42579	SH	SOLE	02
WASHINGTON MUT INC	COM		939322103	866	20100	SH	SOLE	01 0
WEATHERFORD INTERNATIONAL LT	COM		G95089101	2307	58000	SH	SOLE	01
WEBSIDESTORY INC	COM		947685103	888	67208	SH	SOLE	02
WEBSTER FINL CORP CONN	COM		947890109	644	13500	SH	SOLE	01
WEINGARTEN RLTY INVS	SH BEN INT		948741103	344	8100	SH	SOLE	01
WELLPOINT INC	COM		94973V107	285	3700	SH	SOLE	01
WELLS FARGO & CO NEW	DBCV	5/0	949746FA4	10141	10000000	PRN	SOLE	01
WENDYS INTL INC	COM		950590109	375	5770	SH	SOLE	01

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WESTAR ENERGY INC	COM	95709T100	339	14000	SH	SOLE	01
WESTELL TECHNOLOGIES INC	CL A	957541105	47	17555	SH	SOLE	01
WEYERHAEUSER CO	COM	962166104	606	9893	SH	SOLE	01
WHOLE FOODS MKT INC	COM	966837106	428	7067	SH	SOLE	01
WYETH	COM	983024100	1999	40000	SH	SOLE	01
WYNN RESORTS LTD	DBCV	6.000% 7/1 983134AB3	1878	558000	PRN	SOLE	01
XEROX CORP	COM	984121103	281	18200	SH	SOLE	01
YAHOO INC	COM	984332106	2187	78648	SH	SOLE	01
ZIONS BANCORPORATION	COM	989701107	357	4500	SH	SOLE	01