

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 30, 2008

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

FORM 11-K

(Mark One)

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

For the fiscal year ended December 31, 2007

OR

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

For the transition period from _____ to _____

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN
(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.
1 Riverside Plaza, Columbus, Ohio 43215
(Name of issuer of the securities held
pursuant to the plan and the address
of its principal executive office)

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

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Consent of Independent Registered Public Accounting Firm

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Stephan T. Haynes
Stephan T. Haynes, Secretary

Date: June 30, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of American Electric Power System Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2007 and 2006, and the related statements of changes in net 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 standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by Plan management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 4 to the financial statements, the financial statements include investments in commingled funds valued at \$1,180 million (37% of net assets) and \$892 million (30% of net assets) as of December 31, 2007 and 2006, respectively. Of these balances, \$54 million and \$46 million were invested as of December 31, 2007 and 2006, respectively, in the JPMorgan real estate investment fund. The remaining portion of the commingled funds' underlying investments were funds investing in equity securities and bonds. Additionally, the financial statements include investments in a managed income fund valued at \$828 million (26% of net assets) and \$848 million (29% of net assets) as of December 31, 2007 and 2006, respectively. This fund invests in bond funds and guaranteed investment contracts whose fair values have been estimated by management in absence of readily determinable fair values. Management's estimates regarding the fair value of these commingled and managed income funds are based on information provided by the fund managers.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2007, and (2) assets acquired and disposed for the Plan year ending December 31, 2007, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are 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. These supplemental schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2007 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic 2007 financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP

Columbus, Ohio

June 30, 2008

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2007 AND 2006

ASSETS	2007	2006
Investments:		
Participant – directed investments (at fair value)	\$ 3,127,587,464	\$ 2,895,323,884
Participant Loans	58,519,891	55,239,294
Total Investments	\$ 3,186,107,355	\$ 2,950,563,178
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	\$ 3,186,107,355	\$ 2,950,563,178

See notes to financial statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED
DECEMBER 31, 2007 AND 2006

	2007	2006
NET INVESTMENT INCOME		
Interest	\$ 49,794,619	\$ 44,815,428
Dividends	23,187,005	29,661,277
Net Appreciation in Fair Value of Investments	152,440,809	216,080,147
TOTAL	225,422,433	290,556,852
CONTRIBUTIONS		
Participants	159,162,020	145,140,492
Employer	64,382,410	60,107,657
TOTAL	223,544,430	205,248,149
Distributions To Participants	(206,175,376)	(377,061,437)
ADMINISTRATIVE AND MANAGEMENT FEES		
Professional Fees	(772,380)	(480,436)
Investment Advisory and Management Fees	(6,047,575)	(3,501,192)
Other Fees	(427,355)	(259,128)
TOTAL	(7,247,310)	(4,240,756)
INCREASE IN NET ASSETS	235,544,177	114,502,808
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	2,950,563,178	2,836,060,370
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	\$ 3,186,107,355	\$ 2,950,563,178

See notes to financial statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. ("AEP" or the "Company"). Eligible employees may enroll in the Plan upon commencement of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Generally, eligible employees participating in the Plan may make contributions (as pre-tax, after-tax or, effective beginning July 1, 2006, designated Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within IRS limits). Participants who are age 50 and older are able to save additional pre-tax or Roth 401(k) dollars; the catch-up contribution limit was \$5,000 for 2007 and 2006. The Company contributes to the Plan, on behalf of each participant, an amount equal to 75% of the participant's contributions up to 6% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited to the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 et seq., of the Internal Revenue Code, restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan. Participants are allowed to change investment elections, change investment percentages in the funds, or move existing fund balances on a daily basis. Participants are immediately vested in their pre-tax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon.

American Electric Power Service Corporation ("AEPSC") is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. Until July 1, 2006, Fidelity Management Trust Company ("Fidelity") was the trustee for all funds and the record keeper for the entire Plan.

Effective July 1, 2006, Fidelity Management Trust Company was replaced by JP Morgan Chase Bank N.A. as custodian and trustee and JP Morgan Retirement Plan Services LLC as record keeper with respect to the Plan. Also effective July 1, 2006, the investment options offered by the Plan were changed to a series of separately managed accounts, interests in commingled and collective trusts and self-directed mutual fund brokerage accounts for which JP Morgan affiliates provide custody, trustee, recordkeeping and other services.

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan ("ESOP"). As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically, but no less often than annually, and are treated as ordinary income for tax purposes. The 10 percent early withdrawal penalty for individuals under age 59-1/2 does not apply to these dividend payouts.

Participants may transfer the value of their own cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with Company payroll periods. Excluding their pre-tax and Roth 401(k) contributions, participants may make an unlimited number of withdrawals of their interest in the Plan, including Company matching contributions, which are immediately vested. Pre-tax and Roth 401(k) contributions are not eligible for withdrawal by participants not yet age 59-1/2, except under hardship (as defined by the Plan) or

termination of employment. Individual participant accounts are maintained for each Plan participant. Each participant's account is credited with an allocation of Company contributions, his or her employee contribution, and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may borrow from their savings plan accounts, a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate is in effect as of the first business day of the calendar quarter in which the loan is taken. For loans taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees make principal and interest payments through payroll deductions.

Retirees/surviving spouses may make monthly loan payments using a coupon book or through automatic withdrawal from their bank account. Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subjected to income taxes and possibly penalty taxes.

2. ACCOUNTING POLICIES

The accompanying financial statements are prepared on the accrual basis of accounting, in conformity with account principles generally accepted in the United States of America.

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value, except for its benefit responsive investment contract investments, which are stated at contract value.

Quoted market prices are used to value investments (including, but not limited to, the shares of AEP common stock held in the AEP Stock Fund), except investments in registered investment companies, collective trust funds or commingled funds, which are stated at estimated fair values based on the value of the underlying securities and assets as provided by the Trustee. All participant loans are valued at the outstanding loan balances.

The Managed Income Fund includes investment contracts valued at contract value, which is equal to cost (contributions), plus interest, less withdrawals. As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1, Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the "FSP AAG INV-1"), investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan adopted FSP AAG INV-1 in 2006. The adoption did not have a material effect on the Plan's financial statements as interest rates are adjusted to the market quarterly. Accordingly, contract value approximates fair value.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the same funds that generated such income with the exception of the AEP Stock Fund, which pays out or reinvests dividends at the direction of each participant.

Administrative and Management Fees paid to JPMorgan for 2007 totaled \$2,860,390 and such fees paid to both Fidelity and JPMorgan for 2006 totaled \$1,941,205. The structure for the payment of the Plan's administrative and management fees changed in connection with the transition from Fidelity to JPMorgan effective July 1, 2006 (as described in Footnote 1). Prior to July 1, 2006, the Plan was not charged separate fees to Fidelity for recordkeeping services. Fidelity received compensation in the form of management fees directly from the Plan's holdings in various mutual funds as many of the holdings were managed by Fidelity. Effective July 1, 2006, the Plan directly pays for administrative, recordkeeping and management fees.

Distributions are recorded when paid. There were no material amounts due to participants who requested distributions from the Plan as of December 31, 2007 and 2006.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from those estimates.

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

3. INVESTMENT CONTRACTS

During the six month period ended June 30, 2006, the Plan had a Managed Income Fund with Fidelity as trustee, which invested primarily in fully benefit responsive investment contracts. Fidelity maintained the assets in a custodian account. There were no reserves against contract value for credit risk of the contract issuer or otherwise. The account was credited with earnings on the underlying investments and charged for Plan withdrawals (credited interest rates ranged from 5.65% to 4.05% for 2006). The average yield for each investment contract ranged from 5.04% to 4.16% for fiscal years ending December 31, 2006. All investment contracts maintained by Fidelity were terminated in June of 2006 as part of the transfer of recordkeeping and investment functions from Fidelity to JPMorgan Retirement Plan Services LLC.

At December 31, 2007, the Managed Income Fund provides a self managed stable value investment option to participants that includes synthetic guaranteed investment contracts (“GIC”) which simulates the performance of a guaranteed investment contract through an issuer’s guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the Plan. The Plan entered into four synthetic GIC contracts in July 2006. The synthetic GIC contracts include underlying assets, which are held in a trust owned by the Plan and utilizes benefit-responsive wrapper contracts issued by four banking institutions. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value, but the rate cannot be less than 0%. Certain events such as plan termination or a plan merger initiated by the Plan Sponsor, may limit the ability of the Plan to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The Plan Sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable. During the year ended December 31, 2007, the credited rate and the average yield based on annualized earnings and interest credited to participants was 5.34% and 5.06%, respectively. During the six months ended December 31, 2006, the credited rate and average yield based on annualized earnings and interest credited to participants was 5.50% and 5.29%, respectively.

As of December 31, 2007 and December 31, 2006, the Fund had approximately \$20 million and \$10 million invested in guaranteed investment contracts, respectively.

4. INVESTMENTS

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds, managed income funds and investment contracts. The financial statements include investments in commingled funds valued at \$1,180 million (37% of net assets) and \$892 million (30% of net assets) as of December 31, 2007 and 2006,

respectively. Of these balances, \$54 million and \$46 million were invested as of December 31, 2007 and 2006, respectively, in the JPMorgan real estate investment fund. The remaining portion of the commingled funds' underlying investments were funds investing in equity securities and bonds. Additionally, the financial statements include investments in a managed income fund valued at \$828 million (26% of net assets) and \$848 million (29% of net assets) as of December 31, 2007 and 2006, respectively. This fund invests in bond funds and guaranteed investment contracts whose fair values have been estimated by management in absence of readily determinable fair values. Management's estimates regarding the fair value of these commingled and managed income funds are based on information provided by the fund managers.

5. INVESTMENTS EXCEEDING 5% OF PLAN NET ASSETS

Investments exceeding five percent of net assets as of December 31, 2007 and 2006 were:

	2007	2006
American Electric Power Company, Inc. Common Stock	\$ 343,008,731	\$ 401,083,727
Intermediate Bond Fund - JPMorgan Chase Bank	\$ -	\$ 828,681,084
EB Daily Liquidity Aggregate Bond Index Fund	\$ 229,257,540	\$ 185,242,997
EB Daily Liquidity Stock Index Fund	\$ 418,665,678	\$ 339,905,703
EB Daily Liquidity International Stock Index Fund	\$ 226,251,737	\$ -

6. NET APPRECIATION IN FAIR VALUE OF INVESTMENTS

During 2007 and 2006, the Plan's investments (including investments purchased, sold as well as held during the year) appreciated in value as follows:

	Year Ended December 31,	
	2007	2006
Investment at Fair Value:		
American Electric Power Company, Inc. – Common Stock	\$ 36,819,913	\$ 50,371,670
Investments at Estimated Fair Value:		
Securities, Mutual Funds and Group Annuity, Bank Investment and Other Fixed Income Contracts	\$ 115,620,896	\$ 165,708,477
Total Net Appreciation	\$ 152,440,809	\$ 216,080,147

7. FEDERAL INCOME TAX

The Internal Revenue Service (IRS) has determined that the Plan meets the requirements of Section 401(a) of the Internal Revenue Code (the Code); therefore, the Plan's Trust is exempt from federal income tax pursuant to Section 501(a) of the Code.

The Plan obtained its latest determination letter on February 15, 2005, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code; provided however, the letter merely acknowledges receipt of (without approving) the provisions intended to satisfy the requirements of the Code, as

amended by the Economic Growth and Tax Relief Reconciliation Act of 2001 (“EGTRRA”) and it contemplates that AEP will make some additional changes to the plan documents that were proposed in correspondence sent to the IRS in connections with its determination letter application. Those changes were made pursuant to documents signed on May 11, 2005.

On January 30, 2007, the Company submitted an application to the IRS for an updated determination letter with respect to compliance of the Plan and its trust with the applicable requirements of the Code. That application remains pending. The Company may timely further amend the Plan so that it remains in compliance with the requirements of the Code. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code, and the Plan continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

Under current income tax laws and regulations, participants are not subject to federal income tax on the employer contributions to their accounts or on the accumulated earnings on employee and Company contributions until such amounts are distributed to participants. Employees have the option to make contributions to the Plan on a pre-tax basis, in which case federal income tax is deferred until such amounts are distributed. Effective beginning July 1, 2006, employees have the option to make designated Roth Contributions to the Plan, in which case federal income tax does not apply to accumulated earnings distributed as part of a qualified distribution up to specified limits.

8. PLAN TERMINATION

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

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: While Fidelity Management Trust Company was acting as trustee custodian and record keeper under the plan, its affiliate was acting as the investment manager or investment advisor with respect to certain mutual funds made available as investment options under the Plan. While JPMorgan Chase Bank, N.A., was acting as trustee and custodian under the Plan, its affiliates have been acting as investment manager for a number of the Plan’s investment options, the Plan’s record keeper and investment advisor or investment manager for a number of plan participants with respect to the amounts held in their plan.

At December 31, 2007 and 2006, the Plan held 7,367,026 and 9,420,072 shares, respectively of common stock of American Electric Power, Inc., the parent company and Plan Sponsor, with a cost basis of \$266,439,970 and \$303,523,152, respectively. During the years ended December 31, 2007 and 2006, the Plan recorded dividend income of \$12,657,548 and \$18,700,272, respectively, related to this investment.

10. LEGAL ISSUES

Kermit Bridges v. American Electric Power Company, Inc. et al.; John N. Suhayda v. American Electric Power Company, Inc. et al.; and Selena Plentl v. American Electric Power Company, Inc. et al. In the fourth quarter of 2002 and the first quarter of 2003, three putative class action lawsuits were filed on behalf of the Plan against American Electric Power Company, Inc., certain AEP Executives, and AEP’s ERISA Plan Administrator alleging violations of ERISA in the selection of AEP Stock as an investment alternative and in the allocation of assets to AEP stock. The complaint requested compensation for losses suffered by the Plan, plus equitable relief, costs, attorney fees and other relief the court considers appropriate. The ERISA actions were originally pending in Federal District Court in

Columbus, Ohio. In July 2006, following the withdrawal of the other plaintiffs, the Federal District Court entered judgment denying the remaining plaintiff's motion for class certification and dismissing all claims without prejudice. In August 2006, the plaintiff filed a notice of appeal of that judgment in the U.S. Court of Appeals for the Sixth Circuit. In August 2007, the U.S. Court of Appeals for the Sixth Circuit reversed the decision of the Federal District Court, found that the plaintiff did have standing to maintain the litigation, and remanded the case back to the Federal District Court for consideration of the plaintiff's motion for class certification and further proceedings. In October 2007, the defendants filed a supplemental memorandum in further opposition to the plaintiff's motion for class certification, which remains pending. The outcome of the litigation cannot be determined at this time.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2007

Identity of Issuer, Borrower, Lessor or Similar Party	Number of SHARES/UNITS	FAIR VALUE
INVESTMENT CONTRACTS:		
Stable Value Wrap		
Bank of America		
variable annual yield (5.5% at December 31, 2007) with an indeterminate maturity date	-	\$ 5,016,981
Stable Value Wrap		
UBS		
variable annual yield (5.5% at December 31, 2007) with an indeterminate maturity date	-	5,016,981
Stable Value Wrap		
IXIS		
variable annual yield (5.5% at December 31, 2007) with an indeterminate maturity date	-	5,016,981
Stable Value Wrap		
State Street Bank		
variable annual yield (5.5% at December 31, 2007) with an indeterminate maturity date	-	5,016,981
Subtotal	\$	20,067,924
Intermediate Bond Fund-		
JPMorgan Chase Bank	-	\$ 794,926,246
U.S. Treasury Notes		
(4.875%, due at May 31, 2009)		742,899
U.S. Treasury Notes		
(4.875%, due at June 30, 2009)		569,222
JPMorgan Chase Bank		
Liquidity Fund	-	11,407,259
Cash		-
TOTAL – INVESTMENT CONTRACTS	\$	827,713,550

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2007 (continued)

AEP STOCK FUND:	Number of SHARES/UNITS	FAIR VALUE
American Electric Power Company, Inc. Common Stock \$6.50 par value	7,367,026 Shares	\$ 343,008,731
JP Morgan Liquid Assets Money Market Fund	1,967,665 Units	1,967,665
TOTAL - AEP STOCK FUND		\$ 344,976,396
PARTICIPANT LOANS (interest rate ranging from 5.00% through 9.25% maturing through December 2021)		\$ 58,519,891
Identity of Issuer, Borrower, Lessor or Similar Party	Number of SHARES/UNITS	FAIR VALUE
Cash Equivalents		
(VAN 2) JPMORGAN DOMESTIC LIQUIDITY	15,375,836 Units	\$ 15,464,515
CASH ACCOUNT	5,615,991 Units	5,615,991
CASH – COMMINGLED FUNDS	1,895,233 Units	1,895,233
Cash	(1,072,829) Units	* (1,072,829)
Total Cash Equivalents		\$ 21,902,910
Common/Collective Trusts		
Alliance Bernstein Int'l Style Blend	8,354,369 Units	122,558,590
EB Daily Liquidity Aggregate Bond Index Fund	1,415,817 Units	229,257,540
EB Daily Liquidity Stock Index Fund	1,256,571 Units	418,665,678
Income - EB Daily Liquidity International Stock Index Fund	1,779,762 Units	226,251,737
Income - EB Daily Liquidity Small Cap Stock Index Fund	850,960 Units	91,006,394
JPMCB Emerging Markets	294,841 Units	15,647,202
JPMCB Liquidity Fund	8,526,920 Units	8,526,920
JPMCB Strategic Property Fund	28,752 Units	53,871,656
JPMCB US Real Estate Securities Fund	412,389 Units	14,462,486
Total Common/Collective Trusts		\$ 1,180,248,203
Derivatives		
W/CALL EURO DOLLAR FUT OPT 95.000DUE 17/MAR/2008	(7) Units	* (13,475)
W/CALL US TREASURY NOTE 10 111.000DUE 22/FEB/2008	(11) Units	* (31,281)
W/CALL US TREASURY NOTE 10 114.000DUE 22/FEB/2008	(1) Units	* (1,125)
W/PUT US TREASURY NOTE 10 109.000DUE 22/FEB/2008	(3) Units	* (422)
W/PUT US TREASURY NOTE 10 108.000DUE 22/FEB/2008	(7) Units	* (438)

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W/PUT US TREASURY NOTE 10 107.000DUE 22/FEB/2008	(4)	Units	*	(188)
W/CALL US TRAS NTS 5 YERS 110.000DUE 22/FEB/2008	(2)	Units	*	(2,250)
W/PUT EURO DOLLAR OPTION 95.500DUE 17/MAR/2008	(7)	Units	*	(963)
W/PUT EURO DOLLAR OPTION 95.500DUE 16/JUN/2008	(1)	Units	*	(88)
W/PUT USA TREAS NTS FUT 10 110.500DUE 22/FEB/2008	(18)	Units	*	(6,188)
W/CALL USA TREAS NTS FUT 10 116.000DUE 22/FEB/2008	(6)	Units	*	(3,281)
W/PUT USA TREAS NTS FUT 10 111.000DUE 22/FEB/2008	(2)	Units	*	(906)
W/PUT USA TREAS NTS FUT 10 110.000DUE 22/FEB/2008	(1)	Units	*	(250)
W/PUT USA TREAS NTS FUT 10 109.500DUE 22/FEB/2008	(10)	Units	*	(1,875)
W/CALL USA TREAS NTS FUT 10 114.000DUE 22/FEB/2008	(7)	Units	*	(7,875)
W/PUT USA TREAS NTS FUT 10 109.000DUE 22/FEB/2008	(9)	Units	*	(1,266)
W/CALL USA TREAS NTS FUT 10 113.500DUE 22/FEB/2008	(16)	Units	*	(21,250)
W/PUT USA TREAS NTS FUT 10 107.000DUE 22/FEB/2008	(3)	Units	*	(141)
W/PUT USA TREAS NTS FUT 10 112.000DUE 22/FEB/2008	(11)	Units	*	(8,250)
W/PUT USA TREAS BDS 115.000DUE 22/FEB/2008	(1)	Units	*	(1,406)
W/PUT USA TREAS BDS 112.000DUE 22/FEB/2008	(1)	Units	*	(578)
W/CALL USA TREAS BDS OPT 116.000DUE 22/FEB/2008	(3)	Units	*	(6,656)
W/PUT USA TREAS BDS OPT 109.000DUE 22/FEB/2008	(3)	Units	*	(609)
W/PUT USA TREAS BDS OPT 108.000DUE 22/FEB/2008	(1)	Units	*	(141)
W/PUT USA TREAS BDS OPT 113.000DUE 22/FEB/2008	(4)	Units	*	(3,125)
W/PUT USA TREAS BDS 114.000DUE 22/FEB/2008	(1)	Units	*	(1,063)
W/PUT USTN 5 YR FUTURE 109.500DUE 22/FEB/2008	(2)	Units	*	(1,219)
W/PUT USTN 5 YR FUTURE 109.000DUE 22/FEB/2008	(7)	Units	*	(3,063)
W/PUT USTN 5 YR FUTURE 108.000DUE 22/FEB/2008	(2)	Units	*	(406)
W/PUT USTN 5 YR FUTURE 107.000DUE 22/FEB/2008	(2)	Units	*	(156)
Total Derivatives			\$	(119,934)
Corporate Stocks				
3M CO COM STK USD0.01	20,900	Units		1,762,288

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AARON RENTS INC COM VTG USD0.5	9,300	Units	179,081
ABB LTD ADR EACH REPR I CHF2.50(SPON)	71,300	Units	2,053,440
ABBOTT LABS COM NPV	79,700	Units	4,475,155
ABERCROMBIE & FITCH CO CLASS'A'COM STK USD0.01	2,110	Units	168,737
ABM INDUSTRIES INC COM STK USD0.01	8,530	Units	173,927
ACCENTURE COM STK CLS'A'USD0.0000225	41,100	Units	1,480,833
ACCO BRANDS CORP COM STK USD0.01	18,950	Units	303,958
ACE LTD COM STK NPV	36,700	Units	2,277,235
ACUITY BRANDS INC COM STK USD0.01	13,385	Units	602,325
ACXIOM CORP COM STK USD0.10	12,410	Units	145,569
ADOBE SYSTEMS INC COM STK USD0.0001	144,300	Units	6,165,939
ADVANCE AMER CASH ADVANCE CTRS INC COM USD0.01	6,700	Units	68,072
ADVANCE AUTO PARTS INC COM STK USD0.0001	8,545	Units	325,150
ADVANTA CORP CLASS'B'NON VTG USD0.01	9,762	Units	78,779
AETNA INC NEW COM STK USD0.001	40,800	Units	2,355,384
AFC ENTERPRISES INC COM STK USD0.001	3,000	Units	33,960
AFFILIATED MANAGERS GROUP INC COM STK USD0.01	13,200	Units	1,550,472
AFFYMETRIX INC COM STK USD0.01	44,200	Units	1,022,788
AIR METHODS CORP COM STK USD0.06	2,400	Units	119,208
AIR PRODUCTS & CHEMICALS INC COM STK USD1	7,900	Units	782,179
AKAMAI TECHNOLOGIES COM STK USD0.01	83,800	Units	2,899,480
ALCON INC CHF0.20	25,400	Units	3,633,216
ALEXANDRIA REAL ESTATE EQUITIES INC COM STK USD0.01	2,000	Units	204,900
ALLIANCE IMAGING INC COM STK USD0.01	12,405	Units	119,336
ALLIANT TECHSYSTEMS INC COM STK USD0.01	2,520	Units	286,675
ALLIANZ SE ADR EACH REP 1/10 ORD SH	103,300	Units	2,195,125
ALLIED WASTE INDUSTRIES INC COM STK USD0.01	28,145	Units	310,158
ALLSTATE CORP COM USD0.01	42,100	Units	2,212,943
ALPHARMA INC CLASS'A'COM STK USD0.20	12,530	Units	252,480
ALTRIA GROUP INC COM STK USD0.333	29,300	Units	2,236,469
AMEDISYS INC COM STK USD0.001	3,979	Units	193,061
AMERICAN EAGLE OUTFITTER COM STK USD0.01	64,100	Units	1,337,767
AMERICAN EQUITY INVT LIFE HLDG CO COM STK USD1	17,725	Units	146,940
AMERICAN EXPRESS CO COM USD0.20	41,800	Units	2,174,436
AMERICAN INTERNATIONAL GROUP INC COM STK USD2.50	93,100	Units	5,427,730
AMERISOURCEBERGEN CORP COM STK NPV	50,500	Units	2,265,935
AMERISTAR CASINOS INC COM STK USD0.01	3,700	Units	101,898
AMPHENOL CORP CLASS'A'COM STK USD0.001	78,800	Units	3,655,239
ANHEUSER-BUSCH COS COM USD1	42,200	Units	2,208,748
	4,600	Units	117,576

ANNTAYLOR STORES CORP COM STK USD0.0068			
ANWORTH MORTGAGE ASSET CORP COM STK USD0.01	23,490	Units	196,846
APARTMENT INVESTMENT & MANAGEMENT COM STK USD0.01 CLASS'A'	11,900	Units	443,156
APOGEE ENTERPRISES INC COM STK USD0.33 1/3	4,300	Units	73,573
APOLLO INVESTMENT CORP COM STK USD0.001	20,335	Units	346,712
APPLE INC COM STK NPV	31,400	Units	6,219,712
APTARGROUP INC COM STK USD0.01	45,200	Units	1,849,132
ARES CAPITAL CORP COM STK USD0.001	16,185	Units	236,787
ARGO GROUP INTL HLDGS COM STK USD0.01	5,319	Units	224,089
ARROW ELECTRONICS INC COM STK USD1	42,525	Units	1,670,382
ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01	20,550	Units	309,278
ASHLAND INC COM STK USD1	17,100	Units	811,053
ASPEN INSURANCE HLDGS COM STK USD0.15144558	18,515	Units	533,973
ASSURANT INC COM STK USD0.01	6,260	Units	418,794
ASTRAZENECA ADR EACH REP 1 ORD USD0.25(MGT)	44,200	Units	1,892,644
ATMEL CORP COM STK USD0.001	172,400	Units	744,768
ATMI INC COM STK USD0.01	3,600	Units	116,100
ATWOOD OCEANICS INC COM STK USD1	8,600	Units	862,064
AUTODESK INC COM STK NPV	52,200	Units	2,597,472
AUTOLIV INC COM STK USD1	31,700	Units	1,670,907
AUTOZONE INC COM STK USD0.01	15,200	Units	1,822,632
AVID TECHNOLOGIES INC COM STK USD0.01	5,660	Units	160,404
AVNET INC COM STK USD1	38,020	Units	1,329,559
BALL CORP COM STK NPV	16,100	Units	724,500
BANK OF HAWAII CORP COM STK USD2	3,200	Units	163,648
BANKUNITED FINANCIAL CORP COM STK USD0.01 CLASS'A'	36,495	Units	251,816
BANNER CORP COM STK USD0.01	2,500	Units	72,525
BARR PHARMACEUTICALS INC COM STK USD0.01	30,700	Units	1,630,170
BAXTER INTL INC COM USD1	55,700	Units	3,245,696
BECKMAN COULTER INC COM STK USD0.10	23,646	Units	1,721,429
BEL FUSE INC CLASS'B'SHS USD0.1	4,000	Units	117,080
BELDEN INC COM STK USD0.01	11,485	Units	511,536
BENCHMARK ELECTRONICS INC COM STK USD0.10	8,270	Units	146,627
BERKLEY(W.R.)CORP COM STK USD0.20	33,000	Units	985,380
BIG 5 SPORTING GOODS CORP COM STK USD0.01	3,400	Units	49,028
BIO RAD LABORATORIES INC CLASS'A'COM STK USD0.0001	1,100	Units	113,982
BJ SERVICES COM STK USD0.10	39,700	Units	965,107
BJS WHOLESALE CLUB INC COM STK USD0.01	10,975	Units	371,284

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BLACK BOX CORP COM STK USD0.001	4,700	Units	170,329
BLOCK(H & R) INC COM STK NPV	14,540	Units	270,008
BOEING CO COM STK USD5	21,900	Units	1,915,374
BOK FINANCIAL CORP COM STK USD0.00006	2,500	Units	129,250
BORG-WARNER INC COM STK USD0.01	40,400	Units	1,955,764
BRADY CORP 'A'NON.V USD0.01	9,890	Units	347,040
BRISTOW GROUP INC COM STK USD0.01	8,620	Units	488,323
BROADRIDGE FINANCIAL SOL COM STK NPV	16,085	Units	361,803
BROOKS AUTOMATION INC	62,400	Units	824,304
BROWN SHOE CO INC COM STK USD3.75	8,545	Units	130,241
BUCYRUS INTERNATIONAL INC COM STK USD0.01	14,300	Units	1,421,277
CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01	65,500	Units	1,604,750
CABOT CORP COM STK USD1	2,400	Units	80,016
CABOT OIL & GAS CO COM USD0.10	4,800	Units	193,776
CACI INTL INC CLASS A COM	12,000	Units	537,240
CADENCE DESIGN SYSTEMS INC COM STK USD0.01	101,100	Units	1,719,711
CAE INC COM NPV	120,400	Units	1,609,748
CAMBREX CORP COM STK USD0.10	8,500	Units	71,230
CAMECO CORP COM NPV	80,000	Units	3,188,868
CARLISLE COS INC COM STK USD1	19,600	Units	725,788
CARTERS INC COM STK USD0.01	83,700	Units	1,619,595
CEC ENTERTAINMENT COM STK USD0.10	6,300	Units	163,548
CEMEX S.A.B. DE C.V. ADR EACH REP 10 CPO(SPON)	31,688	Units	819,135
CENTENNIAL COMMUNICATIONS CORP CLASS'A'COM STK USD0.01	101,100	Units	939,219
CENTRAL PAC FINL CORP COM	6,600	Units	121,836
CEPHALON INC COM STK USD0.01	18,700	Units	1,341,912
CHAMPION ENTERPRISES INC COM STK USD1	37,330	Units	351,649
CHARLOTTE RUSSE HLDG INC COM STK USD0.01	15,735	Units	254,120
CHARMING SHOPPES INC COM STK USD0.10	57,425	Units	310,669
CHECKPOINT SYSTEMS COM STK USD0.10	5,100	Units	132,498
CHEVRON CORP COM STK USD0.75	24,400	Units	2,277,252
CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	1,600	Units	96,704
CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10	1,610	Units	41,747
CIBER INC COM STK USD0.01	23,100	Units	141,141
CIENA CORP COM STK USD0.01.	40,900	Units	1,395,099
CIGNA CORP COM STK USD0.25	46,700	Units	2,509,658
CIMAREX ENERGY CO COM STK USD0.01	3,400	Units	144,602
CINCINNATI BELL NC USD0.01	251,700	Units	1,195,575
CISCO SYSTEMS INC COM STK USD0.001	194,100	Units	5,254,287
CIT GROUP INC COM STK USD0.01	82,700	Units	1,987,281
CITIGROUP INC COM STK USD0.01	71,200	Units	2,096,128
CITIZENS REPUBLIC BANCORP INC COM STK NPV	16,600	Units	240,866

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CLARCOR INC COM STK USD1	8,700	Units	330,339
CLEVELAND CLIFFS INC COM STK USD1	16,500	Units	1,663,200
CME GROUP INC COM STK USD0.01 CLASS'A'	2,800	Units	1,920,800
CMS ENERGY CORP COM STK USD0.01	58,200	Units	1,011,516
CNET NETWORKS INC COM STK USD0.0001	79,500	Units	726,630
COACH INC COM STK USD0.01	76,500	Units	2,339,370
COGNEX CORP COM STK USD0.002	29,600	Units	596,440
COGNIZANT TECHNOLO COM CL'A'USD0.01	40,400	Units	1,371,176
COLGATE-PALMOLIVE CO COM STK USD1	62,100	Units	4,841,316
COLUMBIA BANKING SYSTEMS INC COM STK NPV	2,100	Units	62,433
COMERICA INC COM STK USD5	26,400	Units	1,166,088
COMMSCOPE INC COM STK USD0.01	3,334	Units	164,066
COMPLETE PRODUCTION SERVICES INC COM STK USD0.01	58,300	Units	1,047,651
COMPTON PETROLEUM CORP COM NPV	16,070	Units	147,844
COMPUTER SCIENCES CORP COM STK USD1	46,200	Units	2,285,514
COMSTOCK RESOURCES INC COM STK USD0.50	8,915	Units	303,110
COMTECH TELECOMMUNICATIONS COM STK USD0.10	11,000	Units	594,110
COMVERSE TECHNOLOGY INC COM USD0.10	14,480	Units	249,780
CONOCOPHILLIPS COM STK USD1.25	26,600	Units	2,348,780
CONSECO INC COM STK USD0.01	13,665	Units	171,632
CONSOL ENERGY INC COM STK USD0.01	4,200	Units	300,384
CORE LABORATORIES NV EUR0.01	900	Units	112,248
CORN PRODUCTS INTERNATIONAL INC COM STK USD0.01	3,800	Units	139,650
COSTCO WHOLESALE CORP COM STK USD0.005	29,800	Units	2,078,848
COVENTRY HEALTHCAR COM STK USD0.01	18,800	Units	1,113,900
COWEN GROUP INC COM STK NPV	10,080	Units	95,861
CRANE CO COM STK USD1	39,400	Units	1,690,260
CREDIT SUISSE GROUP ADR-EACH REPR 1 ORD(DT BK)LEVEL II	35,700	Units	2,145,570
CROWN MEDIA HOLDINGS CLASS'A'COM STK USD0.01	42,600	Units	276,900
CSG SYSTEMS INTL INC COM STK USD0.01	4,700	Units	69,184
CUMMINS INC COM STK USD2.50	32,900	Units	4,190,473
CVS CAREMARK CORP COM STK USD0.01	47,300	Units	1,880,175
CYTEC INDUSTRIES INC COM STK USD0.01	6,260	Units	385,491
DARDEN RESTAURANTS INC COM STK NPV	38,800	Units	1,075,148
DAVITA INC COM STK USD0.001	16,910	Units	952,879
DEL MONTE FOODS COM STK USD0.01	24,975	Units	236,264
DELPHI FINANCIAL GROUP INC CLASS'A'COM STK USD0.01	7,400	Units	261,072
DIEBOLD INC COM STK USD1.25	6,080	Units	176,198
DISCOVERY HLDG CO CLASS'A'COM STK USD0.01	50,900	Units	1,279,626
DOMINION RESOURCES INC(VIRGINIA) COM STK NPV	21,200	Units	1,005,940

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DOMTAR CORPORATION COM STK USD0.01	21,065	Units	161,990
DONNELLEY(R.R.)& SONS CO COM STK USD1.25	31,300	Units	1,181,262
DREAMWORKS ANIMATION SKG INC CLASS 'A' COM STK USD0.01	31,000	Units	791,740
DRS TECHNOLOGIES INC COM STK USD0.01	8,460	Units	459,124
DST SYSTEMS INC DELAWARE COM STK USD0.01	29,900	Units	2,468,245
DTE ENERGY CO COM STK NPV	20,000	Units	889,800
DUKE REALTY CORP COM STK USD0.01	40,000	Units	1,043,200
EARTHLINK INC COM STK USD0.01	31,970	Units	226,028
EAST WEST BANCORP INC COM STK USD0.01	3,600	Units	87,228
EASTMAN CHEMICAL CO COM STK USD0.01	12,200	Units	750,666
EATON CORP COM USD0.50	23,800	Units	2,307,410
EBAY INC COM STK USD0.001	45,200	Units	1,500,188
EDISON INTERNATIONAL COM STK NPV	17,300	Units	928,578
EDUCATION REALTY TRUST INC COM STK USD0.01	9,400	Units	105,656
EL PASO ELECTRIC CO COM STK NPV	12,300	Units	314,511
ELAN CORP ADR-EACH CNV INTO 1 ORD EUR0.05	49,700	Units	1,092,406
ELECTRONIC ARTS COM STK USD0.01	48,900	Units	2,856,249
ELECTRONICS FOR IMAGING INC COM STK USD0.01	14,400	Units	323,712
EMULEX CORP COM STK USD0.10	20,945	Units	341,822
ENCORE ACQUISITION CO COM STK USD0.01	7,695	Units	256,782
ENDO PHARMACEUTICAL HLDGS INC COM STK NPV	30,700	Units	818,769
ENDURANCE SPECIALTY HLDGS COM STK USD1	11,900	Units	496,587
ENERGEN CORP COM STK USD0.01	11,900	Units	764,337
ENERGY EAST CORP COM STK USD0.01	6,000	Units	163,260
ENERSYS COM USD0.01	10,415	Units	259,958
ENI ADR EACH REP 2 ORD (MGT)	30,100	Units	2,180,143
ENTERCOM COMMUNICATIONS COM STK USD0.01	16,300	Units	223,147
ENERGY CORP COM STK USD0.01	8,200	Units	980,064
EQUIFAX INC COM STK USD1.25	71,450	Units	2,597,922
EVEREST RE GROUP COM STK USD0.01	4,070	Units	408,628
FAIRCHILD SEMICONDUCTOR INTL INC	23,300	Units	336,219
FAMILY DOLLAR STORES INC COM STK USD0.10	31,200	Units	602,483
FANNIE MAE GOVT AG 8.25% BDS 31/12/49 SER'S'	5,000	Units	128,750
FANNIE MAE NON CUM PRF SER'O'	200	Units	9,219
FED HOME LOAN MTG 8.375% PRF 31/12/12 USD25	6,000	Units	156,900
FEI CO COM STK NPV	3,400	Units	84,422
FERRO CORP COM STK USD1	9,200	Units	190,716
FIRST AMERICAN CORP COM STK USD1	8,220	Units	282,321
	1,500	Units	57,179

FIRST FINANCIAL BANKSHARES INC COM STK
USD10

FIRST MIDWEST BANCORP COM STK USD0.01	3,900	Units	120,549
FIRST PLACE FINANCIAL/OHIO COM STK USD0.01	6,900	Units	96,531
FIRSTENERGY CORP COM STK USD0.10	14,300	Units	1,034,462
FISERV INC COM STK USD0.01	26,500	Units	1,470,485
FLEXTRONICS INTERNATIONAL ORD USD0.01	74,000	Units	892,440
FLIR SYSTEMS INC COM STK USD0.01	42,054	Units	1,316,290
FLUSHING FINANCIAL CORP COM STK USD0.01	44,700	Units	717,435
FOOT LOCKER INC COM STK USD0.01	46,065	Units	629,248
FOREST OIL CORP COM STK USD0.10	1,100	Units	55,924
FORESTAR REAL ESTATE GROUP INC COM STK USD1	5,500	Units	129,745
FORRESTER RESEARCH INC COM STK USD0.01	3,200	Units	89,664
FOUNDRY NETWORKS INC COM STK USD0.0001	82,800	Units	1,450,656
FREEPORT-MCMORAN COPPER & GOLD INC COM STK USD0.10	8,400	Units	860,496
FRIEDMAN BILLINGS RAMSEY GROUP INC CLASS'A'COM STK USD0.01	110,205	Units	346,044
FULLER(H.B.)CO COM STK USD1	12,400	Units	278,380
G & K SERVICES INC CLASS'A'COM STK USD0.50	7,210	Units	270,519
GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001	30,100	Units	1,869,511
GAP INC COM STK USD0.05	93,000	Units	1,979,040
GARMIN COM STK USD0.01	5,300	Units	514,100
GENCORP INC COM STK USD0.10	69,700	Units	812,702
GENENTECH INC COM USD0.02	41,100	Units	2,756,577
GENERAL CABLE CORP COM STK USD0.01	13,800	Units	1,011,264
GENERAL COMMUNICATIONS CLASS'A'COM NPV	18,100	Units	158,375
GENERAL DYNAMICS CORP COM STK USD1	17,200	Units	1,530,628
GENERAL ELECTRIC CO. COM STK USD0.06	141,700	Units	5,297,490
GENERAL MILLS INC COM STK USD0.1	37,700	Units	2,148,900
GENWORTH FINANCIAL INC COM STK USD0.001	24,300	Units	618,435
GEVITY HR INC COM USD0.01	20,420	Units	157,030
GILDAN ACTIVEWEAR INC COM NPV	33,300	Units	1,370,628
GILEAD SCIENCES INC COM STK USD0.001	197,200	Units	9,073,172
GLOBAL PAYMENTS INC COM STK USD0.001	6,900	Units	320,988
GOLDMAN SACHS GROUP INC COM STK USD0.01	21,100	Units	4,537,555
GOODRICH CORP COM STK USD5	34,200	Units	2,422,557
GOOGLE INC COM STK USD0.001 CLS'A'	12,700	Units	8,781,796
GRACO INC COM STK USD1	51,500	Units	1,918,890
GRAY TELEVISION INC.	50,900	Units	409,745
GREATBATCH INC COM STK USD0.001	3,361	Units	67,186
GREIF INC COM STK CLASS'A' NPV	1,400	Units	91,910
GRIFFON CORP COM STK USD0.25	13,440	Units	167,328

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GROUP 1 AUTOMOTIVE INC COM STK NPV	6,365	Units	151,169
GUARANTY FINANCIAL GROUP INC COM STK USD1.00 'WT'	5,500	Units	88,000
GUESS INC COM STK USD0.01	38,800	Units	1,473,236
GYMBOREE CORP COM STK USD0.001	63,600	Units	1,937,256
HAEMONETICS CORP COM STK USD0.01	6,825	Units	430,112
HANMI FINANCIAL CORP COM STK USD0.001	300	Units	2,658
HANOVER INSURANCE GROUP INC COM STK USD0.01	12,530	Units	573,874
HANSEN NATURAL CORP COM STK USD0.005	17,700	Units	783,933
HARLEYSVILLE GROUP INC COM STK USD1	1,100	Units	38,918
HARMONIC INC COM STK USD0.001	170,400	Units	1,785,792
HARRAHS ENTERTAINMENT INC COM STK USD0.10	13,000	Units	1,153,750
HARRIS CORP COM STK USD1	6,665	Units	417,762
HARRIS STRATEX NETWORKS INC COM STK USD0.01 CLS'A'	11,400	Units	190,380
HARSCO CORP COM STK USD1.25	39,800	Units	2,549,986
HARTE-HANKS INC COM STK USD1	18,400	Units	318,320
HARTFORD FINANCIAL SERVICES GRP INC COM STK USD0.01	24,800	Units	2,173,707
HASBRO INC COM STK USD0.50	63,500	Units	1,624,330
HEALTH CARE REIT INC COM STK USD1	5,661	Units	252,990
HEALTH NET INC COM STK USD0.001	16,100	Units	777,630
HEALTHSPRING USD0.01	8,380	Units	159,639
HEIDRICK & STRUGGLES COM STK USD0.01	18,500	Units	686,535
HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV	26,520	Units	1,100,580
HELMERICH & PAYNE INC COM STK USD0.10	46,700	Units	1,871,269
HERCULES OFFSHORE INC COM STK NPV	62,400	Units	1,483,872
HESS CORPORATION COM USD1	24,700	Units	2,494,222
HEWITT ASSOCIATES COM USD0.01 CLASS A	7,710	Units	295,216
HEWLETT-PACKARD CO COM STK USD0.01	129,800	Units	6,561,200
HEXCEL CORP COM STK USD0.01	61,700	Units	1,498,076
HILB ROGAL & HOBBS COM STK NPV	4,880	Units	197,982
HOLOGIC INC COM STK USD0.01	35,605	Units	2,443,927
HOME PROPERTIES INC COM STK USD0.01	8,700	Units	390,195
HORACE MANN EDUCATORS CORP COM STK USD0.001	8,940	Units	169,324
HORNBECK OFFSHORE SERVICES INC COM STK USD0.01	7,826	Units	351,779
HOSPIRA INC COM STK USD0.01	36,800	Units	1,569,152
HUB GROUP INC CLASS'A'COM SHS USD0.01	60,800	Units	1,616,064
HUMAN GENOME SCIENCES COM STK USD0.01	92,500	Units	965,700
HUMANA INC COM STK USD0.166	27,800	Units	2,093,618
IBERIABANK CORP COM STK USD1	3,700	Units	174,233
ICT GROUP INC COM STK USD0.01	8,500	Units	101,575
IDACORP INC COM STK NPV	25,200	Units	887,544
IKON OFFICE SOLUTIONS COM STK NPV	30,180	Units	392,944
IMATION CORP COM STK USD0.01	10,490	Units	220,290
IMS HEALTH INC COM STK USD0.01	35,600	Units	820,224

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INFINITY PROPERTY & CASUALTY CORP COM NPV	3,825	Units	138,197
INFOSYS TECHNOLOGIES ADR EACH REPR 10RD INR5	35,800	Units	1,623,888
ING GROEP N.V. ADR-EACH REPR 10RD(SPONS)	55,200	Units	2,147,832
INGRAM MICRO INC CLASS'A'COM STK USD0.01	26,590	Units	479,684
INSIGHT ENTERPRISE INC COM STK USD0.01	16,585	Units	302,510
INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	40,400	Units	456,924
INTERACTIVE DATA CORP COM STK NPV	10,500	Units	346,605
INTERCONTINENTAL EXCHANGE INC COM STK USD0.01	6,700	Units	1,289,750
INTERMEC INC COM STK USD0.01	38,700	Units	785,997
INTERNATIONAL BUS MACH CORP COM STK USD0.20	14,400	Units	1,556,640
INTERNATIONAL FLAVORS & FRAGRANCES COM STK USD0.125	18,400	Units	890,169
INTERNATIONAL GAME TECHNOLOGY COM STK USD0.000625	41,500	Units	1,829,003
INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK USD0.01	11,465	Units	472,129
INVACARE CORP COM STK NPV	14,500	Units	365,581
INVENTIV HEALTH INC COM STK USD0.001	5,100	Units	157,896
INVESCO LTD COM STK USD0.10	74,800	Units	2,347,224
INVITROGEN COM STK USD0.01	18,000	Units	1,681,380
ION GEOPHYSICAL CORPORATION COM STK USD0.01	91,900	Units	1,450,182
IPC HLDGS COM STK USD0.01	29,750	Units	858,883
ISIS PHARMACEUTICAL COM STK USD0.001	66,900	Units	1,053,675
JACK IN THE BOX INC COM STK USD0.01	6,200	Units	159,774
JARDEN CORP COM STK NPV	16,025	Units	378,350
JOHNSON & JOHNSON COM STK USD1	31,100	Units	2,074,370
JOHNSON CONTROLS INC COM STK USD0.01388	44,100	Units	1,595,097
JONES APPAREL GROUP INC COM STK USD0.01	11,465	Units	183,325
JOS A BANK CLOTHIERS COM STK USD0.01	46,856	Units	1,333,053
JOURNAL COMMUNICATIONS INC COM STK USD0.01	25,470	Units	227,702
JPMORGAN CHASE & CO COM STK USD1	48,900	Units	2,134,485
JUNIPER NETWORKS COM STK USD0.00001	61,100	Units	2,028,520
KADANT INC COM STK USD0.01	4,600	Units	136,482
KENNAMETAL INC CAP STK USD1.25	11,400	Units	431,604
KFORCE INC COM STK USD0.01	5,092	Units	49,647
KIMBERLY-CLARK CORP COM STK USD1.25	30,300	Units	2,117,061
KINDRED HEALTHCARE INC COM STK USD0.25	21,475	Units	536,446
KKR FINANCIAL HLDGS LLC COM STK USD0.01	24,024	Units	337,537
KLA TENCOR CORP COM STK USD0.001	17,300	Units	833,168
KNOLL INC COM STK USD1	30,180	Units	495,857
	37,700	Units	676,715

L-1 IDENTITY SOLUTIONS INC COM STK
USD0.001

LABORATORY CORP OF AMERICA HOLDINGS COM STK USD0.1	28,700	Units	2,167,711
LAKELAND FINANCIAL CORP COM STK USD0.01	3,400	Units	71,060
LAKES ENTERTAINMENT, INC.	38,410	Units	266,181
LAM RESEARCH CORP COM STK USD0.001	101,900	Units	4,405,137
LANCE INC COM STK USD0.833	8,400	Units	171,528
LANDSTAR SYSTEMS INC COM STK USD0.01	2,500	Units	105,375
LAZARD LTD COM STK CLASS 'A' USD0.01	61,600	Units	2,505,888
LEHMAN BROS HLDGS INC COM STK USD0.10	33,800	Units	2,211,872
LENNOX INTERNATIONAL INC COM STK USD0.01	14,890	Units	618,881
LEXINGTON REALTY TRUST COM STK USD0.0001	12,255	Units	209,286
LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01	7,700	Units	268,422
LIFEPOINT HOSPITALS INC COM STK USD0.01	22,205	Units	660,377
LIN TV CORP COM STK USD0.01	78,600	Units	956,562
LINCARE HLDGS INC COM STK USD0.01	25,380	Units	892,361
LINCOLN NATIONAL CORP COM STK USD1.25	15,600	Units	908,232
LIVE NATION INC COM STK USD0.01	27,605	Units	400,825
LOCKHEED MARTIN CORP COM STK USD1	13,400	Units	1,410,484
LODGENET INTERATIVE CORP	48,900	Units	852,816
MAGELLAN HEALTH SERVICES INC	4,240	Units	197,711
MANPOWER INC COM STK USD0.01	42,500	Units	2,418,250
MARATHON OIL CORP COM STK USD1	83,400	Units	5,075,724
MARRIOTT INTERNATIONAL INC COM STK USD0.01 CL'A'	86,500	Units	2,962,188
MASSEY ENERGY COM COM STK USD0.625	7,640	Units	273,522
MATTHEWS INTL CORP CLASS'A'COM STK USD1	7,895	Units	370,039
MAX CAPITAL GROUP COM STK USD1	31,905	Units	893,021
MAXIMUS INC COM STK NPV	7,966	Units	307,567
MB FINANCIAL INC COM STK USD0.01	4,400	Units	135,652
MBIA INC COM STK USD1	45,400	Units	882,250
MCAFEE INC COM STK USD0.01	16,910	Units	634,125
MCCLATCHY CO CLASS'A'COM STK USD0.01	12,300	Units	156,210
MCDONALD'S CORP COM STK USD0.01	33,000	Units	1,944,030
MCKESSON CORP COM STK USD0.01	32,400	Units	2,124,468
MDC HLDGS INC COM STK USD0.01	10,405	Units	386,338
MEADWESTVACO CORPORATION COM NPV	24,800	Units	776,240
MEDAREX INC COM STK USD0.01	91,200	Units	950,304
MEDIA GENERAL INC CLASS'A'COM USD5	28,500	Units	605,625
MEMC ELECTRONICS MATERIALS INC COM STK USD0.01	14,700	Units	1,300,803
MENTOR CORP COM STK USD0.10	8,995	Units	353,550
MERCK & CO INC COM STK USD0.01	88,400	Units	5,170,858
MERRILL LYNCH & CO INC COM STK USD1.333	64,400	Units	3,456,992
METLIFE INC COM STK USD0.01	35,500	Units	2,187,510

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METTLER TOLEDO COM STK USD0.01	8,300	Units	944,540
MFA MORTGAGE INVESTMENTS COM SHS	50,915	Units	478,533
MICROCHIP TECHNOLOGY COM STK USD0.001	18,600	Units	584,412
MICROSOFT CORP COM STK USD0.00000625	229,800	Units	8,180,880
MICROSTRATEGY INC.	1,600	Units	152,160
MILLENNIUM PHARMACEUTICALS INC COM STK USD0.001	89,700	Units	1,343,706
MILLER(HERMAN) INC COM STK USD0.20	52,500	Units	1,705,913
MINERALS TECHNOLOGIES INC COM STK USD0.10	1,900	Units	127,205
MOLINA HEALTHCARE INC COM STK USD0.001	4,500	Units	174,150
MONEYGRAM INTERNATIONAL INC COM USD0.01	25,960	Units	399,485
MONRO MUFFLER BRAKE INC COM STK USD0.01	3,300	Units	64,317
MONSANTO CO NEW(DELAWARE) COM STK USD0.01	46,500	Units	5,193,585
MOOG INC CLASS'A'(LIM.V)USD1	4,900	Units	224,469
MORGAN STANLEY COM STK USD0.01	45,000	Units	2,389,950
MPS GROUP INC COM STK USD0.01	22,940	Units	250,964
MYLAN INC COM STK USD0.50	36,100	Units	507,566
MYRIAD GENETICS IN COM USD0.01	62,100	Units	2,882,682
NATIONAL FINANCIAL PARTNERS COM STK USD0.10	8,555	Units	391,714
NATIONAL OILWELL VARCO INC COM STK USD0.01	12,400	Units	910,904
NATIONAL SEMICONDUCTOR CORP COM STK USD0.50	58,000	Units	1,316,600
NATIONWIDE FINANCIAL SOLUTIONS INC CLASS'A'COM STK USD0.01	5,535	Units	250,569
NAVIGANT CONSULTING INC COM STK USD0.001	7,200	Units	98,424
NAVIGATORS GROUP INC COM STK USD0.10	2,000	Units	130,000
NEENAH PAPER INC COM STK USD0.01	4,305	Units	125,491
NETWORK APPLIANCE INC COM STK NPV	40,200	Units	1,003,392
NEW YORK TIMES CO COM CLASS'A'STK USD0.10	18,785	Units	329,301
NEWPARK RESOURCES INC COM STK USD0.01	26,685	Units	145,433
NEWS CORP CLASS'A'NON VTG COM STKUSD0.01	42,800	Units	876,972
NII HOLDINGS INC COM STK USD0.001	46,500	Units	2,246,880
NIKE INC CLASS'B'COM STK NPV	79,300	Units	5,112,655
NISOURCE INC COM STK NPV	53,500	Units	1,010,615
NOBLE CORP COM STK USD0.1	36,800	Units	2,079,568
NOBLE ENERGY INC COM USD3.33 1/3	14,800	Units	1,176,896
NOBLE INTERNATIONAL LD COM STK NPV	3,900	Units	63,609
NOKIA CORP ADR EACH REPR 1 EUR0.06	88,300	Units	3,389,837
NORDSON CORP COM STK NPV	3,660	Units	212,819
NORTHROP GRUMMAN CORP COM STK USD1	17,800	Units	1,399,792
NORTHWEST NATURAL GAS CO COM STK USD3.167	5,900	Units	287,094

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NOVELLUS SYSTEMS INC COM STK NPV	50,300	Units	1,386,771
NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001	39,890	Units	655,393
NUCOR CORP COM STK USD0.40	13,400	Units	801,722
NVIDIA CORP COM STK USD0.001	46,350	Units	1,576,827
NYSE EURONEXT INC COM STK USD0.01	35,000	Units	3,071,950
OCCIDENTAL PETROLEUM CORP COM USD0.20	70,200	Units	5,422,398
OCEANEERING INTERNATIONAL INC COM STK USD0.25	4,800	Units	323,280
OLD DOMINION FREIGHT LINE INC COM STK USD0.10	5,200	Units	120,172
OLIN CORP COM STK USD1	10,010	Units	193,493
OMNICARE INC COM STK USD1	44,665	Units	1,018,809
ONEOK INC COM STK NPV	22,700	Units	1,016,279
OPENTV CORP NPV CLASS'A'	122,900	Units	162,228
ORACLE CORP COM STK USD0.01	66,800	Units	1,508,344
O'REILLY AUTOMOTIVE INC COM STK USD0.01	35,900	Units	1,164,237
OSHKOSH CORPORATION	38,800	Units	1,833,688
OSI PHARMACEUTICALS INC COM STK USD0.01	24,200	Units	1,173,942
OVERSEAS SHIPHOLDING GROUP INC COM STK USD1	21,900	Units	1,630,017
OWENS & MINOR INC COM STK USD2	7,845	Units	332,863
OXFORD INDUSTRIES INC COM STK USD1	19,245	Units	495,944
PACER INTL INC COM	15,650	Units	230,871
PACIFIC CONTINENTAL CORP COM STK USD1	4,800	Units	59,808
PACIFIC SUNWEAR OF CALIFORNIA INC COM STK USD0.01	10,075	Units	142,158
PACTIV CORP COM STK USD0.01	29,000	Units	772,270
PALL CORP COM STK USD0.10	44,900	Units	1,810,368
PALM INC COM STK USD0.001	79,600	Units	504,664
PANTRY INC COM STK USD0.01	5,500	Units	143,715
PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01	14,100	Units	251,685
PARKER-HANNIFIN CORP COM STK USD0.50	20,850	Units	1,570,214
PARKWAY PROPERTIES INC COM STK USD0.001	3,200	Units	118,336
PARTNERRE COM STK USD1	7,800	Units	643,734
PDL BIOPHARMA INC COM STK USD0.01	78,100	Units	1,368,312
PENNEY(J.C.)CO INC COM STK USD0.50	26,300	Units	1,156,937
PEPSICO INC CAP STK USD0.0166	55,800	Units	4,256,520
PERFORMANCE FOODS GROUP INC COM STK USD0.01	8,785	Units	236,053
PEROT SYSTEMS CLASS'A'COM STK USD0.01	157,310	Units	2,123,685
PERRIGO CO COM STK NPV	19,265	Units	674,468
PETROHAWK ENERGY CORP COM USD0.001	33,025	Units	571,663
PFIZER INC COM STK USD0.05	86,200	Units	1,959,326
PHH CORP COM STK NPV	12,690	Units	223,852
PHILADELPHIA CONSOLIDATED HOLDINGS COM STK NPV	5,800	Units	228,230
PHOTRONICS INC COM STK USD0.01	65,615	Units	818,219
	20,800	Units	882,128

PINNACLE WEST CAPITAL CORP COM STK USD2.50			
PLATINUM UNDERWRITERS HLDGS LTD SHS	29,360	Units	1,044,042
POLYCOM INC COM STK USD0.0005	26,000	Units	722,280
POTASH CORP OF SASKATCHEWAN INC COM NPV	14,700	Units	2,116,212
PPG INDUSTRIES INC COM STK USD1.666	11,000	Units	772,530
PRAXAIR INC COM STK USD0.01	9,300	Units	825,003
PRECISION CASTPARTS CORP COM NPV	40,100	Units	5,561,870
PREFERRED BK LOS ANGELES CALIFORNIA COM STK USD0.01	2,100	Units	54,642
PRICELINE.COM INC COM STK USD0.008	33,300	Units	3,824,838
PROASSURANCE CORP COM STK USD0.01	5,855	Units	321,557
PROGRESS SOFTWARE CORP COM STK USD0.01	5,200	Units	175,136
PROSPERITY BANCSHARES INC COM STK USD1	7,900	Units	233,131
PROTECTIVE LIFE CORP COM STK USD0.50	10,905	Units	447,323
PSYCHIATRIC SOLUTIONS INC COM STK USD0.01	34,700	Units	1,127,750
PUGET ENERGY INC COM STK NPV	17,515	Units	480,436
PULTE HOMES INC COM STK USD0.01	52,970	Units	560,444
QUALCOMM INC COM STK USD0.0001	70,600	Units	2,788,162
QUESTAR CORP COM STK NPV	16,500	Units	892,650
QWEST COMMUNICATIONS INTL INC COM STK USD0.01	144,500	Units	1,012,945
R.H. DONNELLEY CORP COM STK USD1	11,400	Units	415,872
RAMCO-GERSHENSON PROPERTIES TRUST SBI USD0.01	9,300	Units	203,042
RAYONIER INC COM STK NPV	6,800	Units	321,232
RC2 CORP COM STK USD0.01	8,500	Units	238,595
REDWOOD TRUST INC COM STK USD0.01	10,205	Units	357,268
REGENERON PHARMACEUTICALS INC COM STK USD0.001	54,100	Units	1,306,515
REGIS CORP COM STK USD0.05	4,545	Units	127,078
REHABCARE GROUP INC COM	11,875	Units	267,900
REINSURANCE GROUP OF AMERICA COM STK USD0.01	5,210	Units	273,421
RELIANCE STEEL & ALUMINIUM COM STK NPV	16,100	Units	873,708
RENT-A-CENTER INC COM STK USD0.01	13,705	Units	198,997
RESEARCH IN MOTION COM NPV	51,600	Units	5,851,440
REYNOLDS AMERICAN INC COM STK USD0.0001	31,000	Units	2,071,110
RF MICRO DEVICES INC COM STK NPV	150,000	Units	856,500
ROBERT HALF INTERNATIONAL INC COM STK USD1	32,600	Units	881,504
ROCHE HLDG AG ADR-REPR GENUS PTG CERT NPV SPONS(BNY)	41,800	Units	3,610,864
ROCK-TENN CO CLASS'A'COM STK USD0.01	5,285	Units	134,292
ROCKWELL COLLINS INC COM STK USD0.01	20,400	Units	1,468,188
ROHM & HAAS CO COM STK USD2.50	13,800	Units	732,366

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ROWAN COS INC COM USD0.125	25,500	Units	1,006,230
ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS	28,700	Units	2,416,540
RTI INTERNATIONAL METALS INC COM STK USD0.01	15,700	Units	1,082,201
RUDDICK CORP COM STK USD1	16,600	Units	577,610
RYDER SYSTEM INC COM STK USD0.50	1,400	Units	65,814
SAFECO CORP COM STK NPV	21,600	Units	1,202,688
SAFETY INSURANCE GROUP INC COM STK USD0.01	4,925	Units	180,354
SAKS INC COM STK USD0.10	71,900	Units	1,492,644
SANOFI-AVENTIS ADR ECH REP 1/2 ORD EUR2 SPON	45,500	Units	2,071,615
SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II	28,100	Units	1,434,505
SARA LEE CORP COM STK USD0.01	54,600	Units	883,617
SCANA CORP(NEW) COM STK NPV	44,100	Units	1,875,491
SCHERING-PLOUGH CORP COM STK USD0.50	53,400	Units	1,422,576
SCHLUMBERGER COM STK USD0.01	19,100	Units	1,882,262
SCHOLASTIC CORP COM STK USD0.01	9,765	Units	340,701
SCHWAB(Charles)CORP COM STK USD0.01	171,600	Units	4,384,380
SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV	14,420	Units	539,596
SEACHANGE INTERNATIONAL INC COM STK USD0.01	60,700	Units	438,861
SEAGATE TECHNOLOGY HLDGS COM STK USD0.00001	54,200	Units	1,382,100
SEALED AIR CORP COM STK USD0.1	38,000	Units	879,320
SEALY CORP COM STK USD0.01	30,905	Units	345,827
SEPRACOR INC COM STK USD0.1	12,600	Units	330,750
SHERWIN-WILLIAMS CO COM STK USD1	28,500	Units	1,654,140
SIERRA PACIFIC RESOURCES COM STK USD0.01	17,080	Units	290,018
SILGAN HLDGS INC COM STK USD0.01	8,215	Units	426,687
SIMON PROPERTY GROUP INC COM STK USD0.0001	6,300	Units	547,218
SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK USD0.01	48,100	Units	403,319
SKYWEST INC COM STK NPV	4,100	Units	110,208
SMITHFIELD FOODS COM STK USD0.5	12,843	Units	371,420
SMUCKER(J.M.)CO COM STK NPV	11,735	Units	603,648
SONOCO PRODUCTS CO COM STK NPV	35,800	Units	1,169,944
SOTHEBYS HOLDINGS INC CLASS'A' COM STK	21,700	Units	826,770
SOUTHWEST BANCORP INC OKLAHOMA COM STK USD1	3,100	Units	57,110
SOUTHWESTERN ENERGY CO COM STK USD0.10	9,500	Units	529,340
SPARTAN STORES INC COM STK USD0.01	6,900	Units	157,665
ST JOE CO COM STK NPV	5,565	Units	197,613
ST MARY LAND & EXPLORATION COM STK USD0.01	56,100	Units	2,166,021

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ST.JUDE MEDICAL INC COM STK USD0.10	71,100	Units	2,889,504
STANCORP FINANCIAL GROUP COM STK NPV	4,500	Units	226,710
STANDEX INTERNATIONAL CORP COM STK USD1.5	10,400	Units	181,480
STANLEY WORKS COM STK USD2.50	7,735	Units	374,993
STATE AUTO FINANCIAL CORP COM STK NPV	6,540	Units	172,002
STATOILHYDRO ASA ADR EACH REP 1 ORD NOK2.50 LVL111(BNY)	73,800	Units	2,252,376
STEEL DYNAMICS INC COM STK USD0.01	15,200	Units	907,744
STEINER LEISURE COM STK USD0.01	29,800	Units	1,315,968
STERIS CORP COM STK NPV	8,955	Units	258,262
STIFEL FINANCIAL CORP COM STK USD0.15	3,100	Units	162,967
STILLWATER MINING CO COM STK USD0.01	114,100	Units	1,102,206
STUDENT LOAN CORPORATION COM STK USD0.01	2,305	Units	253,550
SUN COMMUNITIES INC COM STK USD0.01	5,400	Units	113,778
SUNOCO INC COM STK USD1	57,600	Units	4,172,544
SUNPOWER CORP COM STK USD0.001 CLASS'A'	14,500	Units	1,890,655
SWIFT ENERGY CO COM STK USD0.01	4,000	Units	176,120
SY BANCORP INC COM STK NPV	3,000	Units	72,460
SYBASE INC COM STK USD0.001	9,800	Units	255,682
SYCAMORE NETWORK USD0.001	53,135	Units	204,038
SYKES ENTERPRISES INC COM STK USD0.01	9,500	Units	171,000
SYMMETRY MEDICAL INC COM STK USD0.0001	21,315	Units	371,520
TANGER FACTORY OUTLET CENTERS COM STK USD0.01	3,700	Units	139,527
TAUBMAN CENTRES INC COM STK USD0.01	3,700	Units	183,539
TECHNITROL INC COM STK USD0.125	32,495	Units	928,707
TEMPLE-INLAND INC COM STK USD1	16,500	Units	344,025
TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01	8,420	Units	218,667
TENNECO INC COM STK USD0.01	3,732	Units	97,293
TERADYNE INC COM STK USD0.125	18,230	Units	188,498
TEREX CORP COM STK USD0.01	29,900	Units	1,960,543
TESORO CORP COM STK USD0.1666	39,700	Units	1,893,690
TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1 ORD ILS0.10	61,700	Units	2,867,816
THE MOSAIC COMPANY	50,900	Units	4,801,906
THERAVANCE INC COM STK USD1	38,800	Units	756,600
THERMO FISHER SCIENTIFIC INC COM STK USD1	66,200	Units	3,818,416
THOMAS & BETTS CORP COM STK USD0.10	41,300	Units	2,025,352
TIFFANY & CO COM STK USD0.01	35,100	Units	1,620,918
TIME WARNER TEL USD0.01 A	50,000	Units	1,014,500
TORCHMARK CORP COM STK USD1	31,400	Units	1,900,642
TOTAL S A SPONSORED ADR(CNV 1/2 SHS EUR10)	26,400	Units	2,180,640
TOWER GROUP INC COM STK USD0.01	3,200	Units	106,880
TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001	165,700	Units	1,098,591
TRIUMPH GROUP INC COM STK USD0.001	5,500	Units	452,925

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TRUE RELIGION APPAREL INC COM STK USD0.00001	32,400	Units	691,740
TRUEBLUE INC COM STK NPV	4,817	Units	69,750
TRUSTMARK CORP COM STK NPV	6,200	Units	157,232
TUPPERWARE BRANDS CORP COM STK USD0.01	8,135	Units	270,583
UAP HLDG CORP COM STK USD0.001	13,065	Units	504,309
UBS AG CHF0.80	45,200	Units	2,079,200
UCBH HLDGS INC COM STK USD0.01	4,200	Units	59,598
ULTRA PETROLEUM CORP COM NPV	23,300	Units	1,665,950
UNIFI INC COM STK USD0.10	102,900	Units	249,018
UNITED AMERICA INDEMNITY LTD COM STK	4,800	Units	95,616
UNITED BANKSHARES INC COM STK USD2.50	8,000	Units	226,480
UNITED RENTALS INC COM STK USD0.01	20,200	Units	370,872
UNITED STATES CELLULAR CORP COM STK USD1	21,300	Units	1,791,330
UNITED STATES STEEL CORP COM STK USD1	17,300	Units	2,091,743
UNITED STATIONERS INC COM STK USD0.10	10,100	Units	466,721
UNITED TECHNOLOGIES CORP COM STK USD1	48,400	Units	3,704,536
UNITEDHEALTH GROUP INC COM STK USD0.01	42,800	Units	2,490,960
UNIVERSAL CORP COM STK NPV	3,660	Units	187,465
UNIVERSAL TECHNICAL INSTITUTE COM STK USD0.0001	12,770	Units	217,090
URBAN OUTFITTERS INC COM STK USD0.0001	16,100	Units	438,886
URS CORP COM STK USD0.01	31,600	Units	1,716,828
USEC INC COM STK USD0.10	86,945	Units	782,505
VALASSIS COMMUNICATIONS INC COM STK USD0.01	19,275	Units	225,325
VALERO ENERGY CORP(NEW) COM STK USD0.01	34,000	Units	2,381,020
VALSPAR CORP COM STK USD0.50	44,700	Units	1,013,796
VARIAN SEMICONDUCT EQUIP ASSOC INC COM STK USD1	31,100	Units	1,150,700
VECTREN CORP COM NPV	15,300	Units	443,853
VERIGY LTD COM NPV	10,170	Units	276,319
VF CORP COM STK NPV	15,800	Units	1,084,828
VIAD CORP COM STOCK USD1.5	8,100	Units	256,210
VISHAY INTL USD0.10	96,000	Units	1,095,360
VITAL SIGNS COM STK NPV	3,575	Units	183,121
WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01	129,600	Units	4,229,688
WARNACO GROUP INC CLS'A'COM STK USD0.01	19,520	Units	679,296
WATERS CORP COM STK USD0.01	18,500	Units	1,462,795
WATSON WYATT WORLDWIDE INC CLASS'A'COM STK USD0.01	11,710	Units	544,361
WAUSAU PAPER CORP COM STK NPV	9,600	Units	86,304
WERNER ENTERPRISES INC COM STK USD0.01	64,200	Units	1,093,326
WEST COAST BANCORP ORE COM STK USD0.01	4,100	Units	75,850
WESTAMERICA BANCORP COM STK NPV	5,000	Units	222,750
WESTERN DIGITAL CORP COM STK USD0.01	49,000	Units	1,480,290

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WESTERN UNION COMPANY (THE) COM STK USD0.01	30,300	Units	735,684
WHIRLPOOL CORP COM STK USD1	10,300	Units	840,789
WHITING PETROLEUM CORP COM STK USD0.001	6,660	Units	384,016
WHOLE FOODS MARKET INC COM STK NPV	49,800	Units	2,031,840
WILLIS GROUP HOLDINGS COM STK USD0.000115	7,565	Units	289,182
WINNEBAGO INDUSTRIES INC COM STK USD0.50	19,195	Units	405,904
WORLD FUEL SERVICES CORP COM STK USD0.01	4,720	Units	137,203
WSFS FINANCIAL CORP COM STK USD0.01	1,900	Units	95,380
WYETH COM USD0.333	84,700	Units	3,742,893
XEROX CORP COM STK USD1	97,600	Units	1,584,292
XM SATELLITE RADIO HLDGS CLASS'A'COM STK USD0.01	70,100	Units	858,024
XOMA LTD COM STK USD0.0005	196,700	Units	666,813
YAHOO INC COM STK USD0.001	52,500	Units	1,221,150
ZALE CORP COM STK USD0.01	7,410	Units	119,005
ZEP INC COM STK USD0.01	1,000	Units	13,870
ZUMIEZ INC COM STK NPV	14,800	Units	360,528
ABERCROMBIE & FITCH CO CLASS'A'COM STK USD0.01	(55)	Units *	4,493
ABM INDUSTRIES INC COM STK USD0.01	(215)	Units *	4,419
ACCO BRANDS CORP COM STK USD0.01	(480)	Units *	7,830
ACUITY BRANDS INC COM STK USD0.01	(290)	Units *	12,936
ACXIOM CORP COM STK USD0.10	(315)	Units *	3,704
ADOBE SYSTEMS INC COM STK USD0.0001	(2,200)	Units *	94,513
ADVANCE AUTO PARTS INC COM STK USD0.0001	(215)	Units *	8,246
ADVANTA CORP CLASS'B'NON VTG USD0.01	(245)	Units *	1,978
AKAMAI TECHNOLOGIES COM STK USD0.01	(900)	Units *	32,067
ALCON INC CHF0.20	(400)	Units *	57,942
ALLIANT TECHSYSTEMS INC COM STK USD0.01	(65)	Units *	7,587
ALLIED WASTE INDUSTRIES INC COM STK USD0.01	(715)	Units *	7,910
ALPHARMA INC CLASS'A'COM STK USD0.20	(315)	Units *	6,606
AMEDISYS INC COM STK USD0.001	(100)	Units *	4,924
AMERICAN EQUITY INVT LIFE HLDG CO COM STK USD1	(450)	Units *	
AMERICAN EXPRESS CO COM USD0.20	(700)	Units *	35,746
AMERICAN INTERNATIONAL GROUP INC COM STK USD2.50	(1,000)	Units *	57,913
AMPHENOL CORP CLASS'A'COM STK USD0.001	(2,000)	Units *	94,107
APOLLO INVESTMENT CORP COM STK USD0.001	(515)	Units *	8,849
APPLE INC COM STK NPV	(500)	Units *	99,716
APTARGROUP INC COM STK USD0.01	(900)	Units *	37,475
ARES CAPITAL CORP COM STK USD0.001	(410)	Units *	6,188
ARROW ELECTRONICS INC COM STK USD1	(230)	Units *	9,193

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ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01	(380)	Units *	5,763
ASPEN INSURANCE HLDGS COM STK USD0.15144558	(300)	Units *	8,859
ASSURANT INC COM STK USD0.01	(160)	Units *	10,844
ATMI INC COM STK USD0.01	(1,000)	Units *	32,609
AVID TECHNOLOGIES INC COM STK USD0.01	(145)	Units *	4,226
AVNET INC COM STK USD1	(185)	Units *	6,551
BANKUNITED FINANCIAL CORP COM STK USD0.01 CLASS'A'	(925)	Units *	6,606
BANNER CORP COM STK USD0.01	(1,000)	Units *	28,940
BAXTER INTL INC COM USD1	(900)	Units *	52,949
BECKMAN COULTER INC COM STK USD0.10	(400)	Units *	28,892
BELDEN INC COM STK USD0.01	(135)	Units *	6,245
BELDEN INC COM STK USD0.01	2,700	Units	(122,399)
BENCHMARK ELECTRONICS INC COM STK USD0.10	(210)	Units *	3,811
BJS WHOLESALE CLUB INC COM STK USD0.01	(280)	Units *	9,643
BLACK BOX CORP COM STK USD0.001	(800)	Units *	29,757
BLOCK(H & R) INC COM STK NPV	(370)	Units *	6,659
BOEING CO COM STK USD5	(400)	Units *	35,149
BRADY CORP 'A'NON.V USD0.01	(250)	Units *	9,141
BRISTOW GROUP INC COM STK USD0.01	(220)	Units *	12,517
BROADRIDGE FINANCIAL SOL COM STK NPV	(405)	Units *	9,281
BROWN SHOE CO INC COM STK USD3.75	(215)	Units *	3,422
CACI INTL INC CLASS A COM	1,100	Units	(50,313)
CACI INTL INC CLASS A COM	900	Units	(40,008)
CADENCE DESIGN SYSTEMS INC COM STK USD0.01	(1,800)	Units *	30,456
CHAMPION ENTERPRISES INC COM STK USD1	5,475	Units	(51,630)
CHARLOTTE RUSSE HLDG INC COM STK USD0.01	(400)	Units *	6,447
CHARMING SHOPPES INC COM STK USD0.10	(760)	Units *	4,060
CHARMING SHOPPES INC COM STK USD0.10	(7,900)	Units *	42,422
CHECKPOINT SYSTEMS COM STK USD0.10	(1,500)	Units *	34,079
CIENA CORP COM STK USD0.01.	(700)	Units *	24,018
CISCO SYSTEMS INC COM STK USD0.001	(3,300)	Units *	90,666
CLARCOR INC COM STK USD1	(700)	Units *	27,153
CLEVELAND CLIFFS INC COM STK USD1	(400)	Units *	41,839
CLEVELAND CLIFFS INC COM STK USD1	(500)	Units *	52,196
COACH INC COM STK USD0.01	(1,300)	Units *	39,390
COLGATE-PALMOLIVE CO COM STK USD1	(1,100)	Units *	86,712
COMPTON PETROLEUM CORP COM NPV	(405)	Units *	3,769
COMSTOCK RESOURCES INC COM STK USD0.50	(185)	Units *	6,412
COMSTOCK RESOURCES INC COM STK USD0.50	(900)	Units *	31,284
COMTECH TELECOMMUNICATIONS COM STK USD0.10	300	Units	(16,634)
COMVERSE TECHNOLOGY INC COM USD0.10	(365)	Units *	6,256
CONSECO INC COM STK USD0.01	(345)	Units *	4,263
CONSOL ENERGY INC COM STK USD0.01	(200)	Units *	14,323

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COSTCO WHOLESALE CORP COM STK USD0.005	(500)	Units *	35,009
COWEN GROUP INC COM STK NPV	(255)	Units *	2,678
CVS CAREMARK CORP COM STK USD0.01	1,600	Units	(63,414)
CVS CAREMARK CORP COM STK USD0.01	3,000	Units	(118,955)
CYTEC INDUSTRIES INC COM STK USD0.01	(160)	Units *	9,930
DAVITA INC COM STK USD0.001	(430)	Units *	24,362
DEL MONTE FOODS COM STK USD0.01	(630)	Units *	5,759
DIEBOLD INC COM STK USD1.25	(155)	Units *	4,579
DOMTAR CORPORATION COM STK USD0.01	(535)	Units *	4,196
DONNELLEY(R.R.)& SONS CO COM STK USD1.25	(900)	Units *	34,469
DRS TECHNOLOGIES INC COM STK USD0.01	(215)	Units *	11,823
EARTHLINK INC COM STK USD0.01	(810)	Units *	5,825
EATON CORP COM USD0.50	(600)	Units *	59,345
EBAY INC COM STK USD0.001	(800)	Units *	26,996
EDUCATION REALTY TRUST INC COM STK USD0.01	(2,400)	Units *	26,516
ELAN CORP ADR-EACH CNV INTO 1 ORD EUR0.05	(800)	Units *	17,403
ELECTRONIC ARTS COM STK USD0.01	(800)	Units *	46,707
ELECTRONICS FOR IMAGING INC COM STK USD0.01	(365)	Units *	8,223
EMULEX CORP COM STK USD0.10	(530)	Units *	8,852
ENCORE ACQUISITION CO COM STK USD0.01	(195)	Units *	6,617
ENDURANCE SPECIALTY HLDGS COM STK USD1	1,000	Units	(42,405)
ENDURANCE SPECIALTY HLDGS COM STK USD1	300	Units	(12,644)
ENERSYS COM USD0.01	(265)	Units *	6,570
EQUIFAX INC COM STK USD1.25	(485)	Units *	17,602
EVEREST RE GROUP COM STK USD0.01	(105)	Units *	10,587
FAMILY DOLLAR STORES INC COM STK USD0.10	(2,100)	Units *	40,067
FIRST AMERICAN CORP COM STK USD1	(210)	Units *	7,302
FIRST FINANCIAL BANKSHARES INC COM STK USD10	(700)	Units *	26,978
FLIR SYSTEMS INC COM STK USD0.01	3,100	Units	(96,037)
FOOT LOCKER INC COM STK USD0.01	(865)	Units *	11,649
FOREST OIL CORP COM STK USD0.10	(700)	Units *	36,042
FORRESTER RESEARCH INC COM STK USD0.01	(1,200)	Units *	33,615
FRIEDMAN BILLINGS RAMSEY GROUP INC CLASS'A'COM STK	(2,790)	Units *	8,712
G & K SERVICES INC CLASS'A'COM STK USD0.50	(125)	Units *	4,913
GENENTECH INC COM USD0.02	(700)	Units *	47,026
GENERAL ELECTRIC CO. COM STK USD0.06	(2,400)	Units *	89,385
GENWORTH FINANCIAL INC COM STK USD0.001	3,600	Units	(91,720)
GEVITY HR INC COM USD0.01	(690)	Units *	5,554
GEVITY HR INC COM USD0.01	(3,400)	Units *	27,580

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GILEAD SCIENCES INC COM STK USD0.001	(2,700)	Units *	125,280
GLOBAL PAYMENTS INC COM STK USD0.001	(600)	Units *	27,048
GOLDMAN SACHS GROUP INC COM STK USD0.01	(200)	Units *	42,718
GOOGLE INC COM STK USD0.001 CLS'A'	(200)	Units *	140,805
GRIFFON CORP COM STK USD0.25	(340)	Units *	4,450
GROUP 1 AUTOMOTIVE INC COM STK NPV	(160)	Units *	3,999
HAEMONETICS CORP COM STK USD0.01	(175)	Units *	10,976
HANMI FINANCIAL CORP COM STK USD0.001	(500)	Units *	4,502
HANMI FINANCIAL CORP COM STK USD0.001	(400)	Units *	3,472
HANOVER INSURANCE GROUP INC COM STK USD0.01	(315)	Units *	14,363
HARRIS CORP COM STK USD1	(170)	Units *	10,686
HARSCO CORP COM STK USD1.25	(800)	Units *	52,719
HEALTHSPRING USD0.01	(210)	Units *	3,987
HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV	(670)	Units *	27,909
HEWITT ASSOCIATES COM USD0.01 CLASS A	(195)	Units *	7,510
HEWLETT-PACKARD CO COM STK USD0.01	(1,700)	Units *	87,629
HILB ROGAL & HOBBS COM STK NPV	(125)	Units *	5,195
HOLOGIC INC COM STK USD0.01	(400)	Units *	27,856
HORACE MANN EDUCATORS CORP COM STK USD0.001	(225)	Units *	4,383
HORNBECK OFFSHORE SERVICES INC COM STK USD0.01	(120)	Units *	5,507
IDACORP INC COM STK NPV	(1,300)	Units *	45,642
IKON OFFICE SOLUTIONS COM STK NPV	(765)	Units *	10,200
IMATION CORP COM STK USD0.01	(265)	Units *	5,721
INFINITY PROPERTY & CASUALTY CORP COM NPV	(95)	Units *	3,495
INFOSYS TECHNOLOGIES ADR EACH REPR 10RD INR5	(600)	Units *	27,321
INGRAM MICRO INC CLASS'A'COM STK USD0.01	(675)	Units *	12,399
INSIGHT ENTERPRISE INC COM STK USD0.01	(280)	Units *	5,349
INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	(2,200)	Units *	24,882
INTERACTIVE DATA CORP COM STK NPV	(800)	Units *	25,712
INTERNATIONAL FLAVORS & FRAGRANCES COM STK	(600)	Units *	29,106
INTERNATIONAL GAME TECHNOLOGY COM STK USD0.000625	(700)	Units *	31,126
INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK	(290)	Units *	12,115
INVACARE CORP COM STK NPV	(365)	Units *	9,151
IPC HLDGS COM STK USD0.01	(635)	Units *	18,864
JARDEN CORP COM STK NPV	(405)	Units *	9,443
JONES APPAREL GROUP INC COM STK USD0.01	(290)	Units *	4,725
JOURNAL COMMUNICATIONS INC COM STK USD0.01	(355)	Units *	3,256
JUNIPER NETWORKS COM STK USD0.00001	(1,000)	Units *	33,936
KINDRED HEALTHCARE INC COM STK USD0.25	(545)	Units *	13,909
KKR FINANCIAL HLDGS LLC COM STK USD0.01	(610)	Units *	8,767
KNOLL INC COM STK USD1	(620)	Units *	10,318

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LAKELAND FINANCIAL CORP COM STK USD0.01	(1,400)	Units *	29,495
LANCE INC COM STK USD0.833	(1,300)	Units *	27,411
LANDSTAR SYSTEMS INC COM STK USD0.01	(700)	Units *	29,659
LAZARD LTD COM STK CLASS 'A' USD0.01	(1,100)	Units *	44,472
LENNOX INTERNATIONAL INC COM STK USD0.01	(375)	Units *	15,300
LEXINGTON REALTY TRUST COM STK USD0.0001	(310)	Units *	4,612
LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01	(195)	Units *	6,915
LIFEPOINT HOSPITALS INC COM STK USD0.01	(560)	Units *	16,689
LINCARE HLDGS INC COM STK USD0.01	(640)	Units *	22,795
LIVE NATION INC COM STK USD0.01	(700)	Units *	10,317
MAGELLAN HEALTH SERVICES INC	(105)	Units *	5,072
MARATHON OIL CORP COM STK USD1	(800)	Units *	50,032
MARRIOTT INTERNATIONAL INC COM STK USD0.01 CL'A'	(1,500)	Units *	50,927
MASSEY ENERGY COM COM STK USD0.625	(195)	Units *	7,188
MATTHEWS INTL CORP CLASS'A'COM STK USD1	(200)	Units *	9,754
MAX CAPITAL GROUP COM STK USD1	(630)	Units *	18,161
MAXIMUS INC COM STK NPV	(110)	Units *	4,224
MCAFEE INC COM STK USD0.01	(430)	Units *	15,981
MDC HLDGS INC COM STK USD0.01	(265)	Units *	10,150
MENTOR CORP COM STK USD0.10	(230)	Units *	8,823
MERCK & CO INC COM STK USD0.01	(900)	Units *	52,754
MERRILL LYNCH & CO INC COM STK USD1.333	(400)	Units *	21,191
MFA MORTGAGE INVESTMENTS COM SHS	(1,290)	Units *	11,834
MICROCHIP TECHNOLOGY COM STK USD0.001	(1,200)	Units *	38,171
MICROSOFT CORP COM STK USD0.00000625	(3,200)	Units *	115,075
MILLER(HERMAN) INC COM STK USD0.20	(1,200)	Units *	40,085
MILLER(HERMAN) INC COM STK USD0.20	(2,500)	Units *	82,913
MINERALS TECHNOLOGIES INC COM STK USD0.10	(500)	Units *	34,139
MONEYGRAM INTERNATIONAL INC COM USD0.01	(465)	Units *	7,029
MONSANTO CO NEW(DELAWARE) COM STK USD0.01	(800)	Units *	89,970
MOOG INC CLASS'A'(LIM.V)USD1	(700)	Units *	33,196
MPS GROUP INC COM STK USD0.01	(580)	Units *	6,602
MYLAN INC COM STK USD0.50	(600)	Units *	8,318
NATIONAL FINANCIAL PARTNERS COM STK USD0.10	(215)	Units *	9,970
NATIONWIDE FINANCIAL SOLUTIONS INC CLASS'A'COM STK	(140)	Units *	6,348
NEENAH PAPER INC COM STK USD0.01	(110)	Units *	3,281
NEW YORK TIMES CO COM CLASS'A'STK USD0.10	(475)	Units *	8,195
NEWPARK RESOURCES INC COM STK USD0.01	(675)	Units *	3,620
NEWS CORP CLASS'A'NON VTG COM STKUSD0.01	(700)	Units *	14,480

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NIKE INC CLASS'B'COM STK NPV	(800)	Units *	51,785
NOBLE CORP COM STK USD0.1	(1,100)	Units *	62,534
NOKIA CORP ADR EACH REPR 1 EUR0.06	(800)	Units *	31,064
NORDSON CORP COM STK NPV	(95)	Units *	5,649
NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001	(1,010)	Units *	16,782
NYSE EURONEXT INC COM STK USD0.01	(600)	Units *	51,832
OCCIDENTAL PETROLEUM CORP COM USD0.20	(600)	Units *	46,959
OLIN CORP COM STK USD1	(255)	Units *	4,965
OMNICARE INC COM STK USD1	(1,130)	Units *	25,561
OWENS & MINOR INC COM STK USD2	(200)	Units *	8,545
OXFORD INDUSTRIES INC COM STK USD1	(280)	Units *	7,304
OXFORD INDUSTRIES INC COM STK USD1	(1,700)	Units *	44,067
PACER INTL INC COM	(225)	Units *	3,247
PACIFIC SUNWEAR OF CALIFORNIA INC COM STK USD0.01	(255)	Units *	3,711
PARTNERRE COM STK USD1	(200)	Units *	16,022
PENNEY(J.C.)CO INC COM STK USD0.50	(400)	Units *	17,225
PEPSICO INC CAP STK USD0.0166	(1,000)	Units *	76,910
PERFORMANCE FOODS GROUP INC COM STK USD0.01	(220)	Units *	5,932
PEROT SYSTEMS CLASS'A'COM STK USD0.01	(880)	Units *	12,387
PERRIGO CO COM STK NPV	(490)	Units *	17,823
PETROHAWK ENERGY CORP COM USD0.001	(835)	Units *	14,853
PHH CORP COM STK NPV	(320)	Units *	5,948
PHOTRONICS INC COM STK USD0.01	(265)	Units *	3,377
PINNACLE WEST CAPITAL CORP COM STK USD2.50	(1,200)	Units *	51,025
PLATINUM UNDERWRITERS HLDGS LTD SHS	(560)	Units *	20,228
POTASH CORP OF SASKATCHEWAN INC COM NPV	(300)	Units *	43,913
PRICELINE.COM INC COM STK USD0.008	(600)	Units *	71,489
PRICELINE.COM INC COM STK USD0.008	(100)	Units *	11,881
PROASSURANCE CORP COM STK USD0.01	(150)	Units *	8,391
PROSPERITY BANCSHARES INC COM STK USD1	(1,200)	Units *	35,495
PROTECTIVE LIFE CORP COM STK USD0.50	(275)	Units *	11,453
PUGET ENERGY INC COM STK NPV	(445)	Units *	12,285
PULTE HOMES INC COM STK USD0.01	(525)	Units *	5,676
QUALCOMM INC COM STK USD0.0001	(1,200)	Units *	47,255
RAYONIER INC COM STK NPV	(700)	Units *	33,193
REDWOOD TRUST INC COM STK USD0.01	(260)	Units *	8,905
REGIS CORP COM STK USD0.05	1,575	Units	(44,506)
REGIS CORP COM STK USD0.05	335	Units	(9,446)
REHABCARE GROUP INC COM	(300)	Units *	6,597
REINSURANCE GROUP OF AMERICA COM STK USD0.01	(130)	Units *	6,828
RENT-A-CENTER INC COM STK USD0.01	3,345	Units	(48,659)
RESEARCH IN MOTION COM NPV	(900)	Units *	105,707
ROCHE HLDG AG ADR-REPR GENUS PTG CERT NPV	(700)	Units *	60,170
ROCK-TENN CO CLASS'A'COM STK USD0.01	(135)	Units *	3,531

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RUDDICK CORP COM STK USD1	(800)	Units *	28,488
SAFETY INSURANCE GROUP INC COM STK USD0.01	(125)	Units *	4,676
SAKS INC COM STK USD0.10	(1,200)	Units *	24,437
SARA LEE CORP COM STK USD0.01	(1,500)	Units *	24,315
SCHERING-PLOUGH CORP COM STK USD0.50	(900)	Units *	24,243
SCHLUMBERGER COM STK USD0.01	(300)	Units *	29,737
SCHOLASTIC CORP COM STK USD0.01	(205)	Units *	7,272
SCHWAB(CHARLES)CORP COM STK USD0.01	(2,900)	Units *	72,708
SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV	(85)	Units *	3,200
SEALY CORP COM STK USD0.01	(780)	Units *	9,374
SEPRACOR INC COM STK USD0.1	1,700	Units	(45,976)
SIERRA PACIFIC RESOURCES COM STK USD0.01	(430)	Units *	7,453
SILGAN HLDGS INC COM STK USD0.01	(210)	Units *	11,020
SMITHFIELD FOODS COM USD0.5	(325)	Units *	9,520
SMUCKER(J.M.)CO COM STK NPV	(140)	Units *	7,185
SONOCO PRODUCTS CO COM STK NPV	(1,100)	Units *	36,211
SOUTHWESTERN ENERGY CO COM STK USD0.10	(200)	Units *	11,014
SPARTAN STORES INC COM STK USD0.01	(1,300)	Units *	27,493
ST JOE CO COM STK NPV	(140)	Units *	4,759
ST MARY LAND & EXPLORATION COM STK USD0.01	800	Units	(31,124)
ST MARY LAND & EXPLORATION COM STK USD0.01	800	Units	(31,205)
ST MARY LAND & EXPLORATION COM STK USD0.01	1,600	Units	(62,655)
ST.JUDE MEDICAL INC COM STK USD0.10	(1,200)	Units *	49,557
STANLEY WORKS COM STK USD2.50	(195)	Units *	9,507
STATE AUTO FINANCIAL CORP COM STK NPV	(165)	Units *	4,592
STEINER LEISURE COM STK USD0.01	(2,000)	Units *	91,366
STERIS CORP COM STK NPV	(225)	Units *	6,668
STUDENT LOAN CORPORATION COM STK USD0.01	(60)	Units *	6,721
SUNPOWER CORP COM STK USD0.001 CLASS'A'	(200)	Units *	26,930
SY BANCORP INC COM STK NPV	(1,000)	Units *	24,260
SYCAMORE NETWORK USD0.001	(1,345)	Units *	5,221
SYMMETRY MEDICAL INC COM STK USD0.0001	(540)	Units *	9,519
TECHNITROL INC COM STK USD0.125	(550)	Units *	16,353
TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01	(215)	Units *	5,818
TERADYNE INC COM STK USD0.125	(460)	Units *	4,805
TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1	(1,100)	Units *	51,267
THERMO FISHER SCIENTIFIC INC COM STK USD1	700	Units	(40,987)
THOMAS & BETTS CORP COM STK USD0.10	400	Units	(20,259)
TRIUMPH GROUP INC COM STK USD0.001	(300)	Units *	24,759
TRUE RELIGION APPAREL INC COM STK USD0.00001	(1,000)	Units *	21,460

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TRUE RELIGION APPAREL INC COM STK USD0.00001	(1,900)	Units *	40,754
TUPPERWARE BRANDS CORP COM STK USD0.01	(205)	Units *	6,878
UAP HLDG CORP COM STK USD0.001	(330)	Units *	12,735
ULTRA PETROLEUM CORP COM NPV	(600)	Units *	41,184
ULTRA PETROLEUM CORP COM NPV	(1,000)	Units *	70,233
ULTRA PETROLEUM CORP COM NPV	(800)	Units *	57,168
UNITED AMERICA INDEMNITY LTD COM STK	(120)	Units *	2,467
UNITED STATIONERS INC COM STK USD0.10	(800)	Units *	37,378
UNITED TECHNOLOGIES CORP COM STK USD1	(800)	Units *	61,527
UNIVERSAL CORP COM STK NPV	(95)	Units *	4,950
UNIVERSAL TECHNICAL INSTITUTE COM STK USD0.0001	(325)	Units *	5,573
URBAN OUTFITTERS INC COM STK USD0.0001	(300)	Units *	8,087
URS CORP COM STK USD0.01	(800)	Units *	42,933
USEC INC COM STK USD0.10	(2,200)	Units *	20,003
VALASSIS COMMUNICATIONS INC COM STK USD0.01	(490)	Units *	5,915
VERIGY LTD COM NPV	(255)	Units *	6,610
VITAL SIGNS COM STK NPV	(90)	Units *	4,690
WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01	(2,200)	Units *	71,220
WARNACO GROUP INC CLS'A'COM STK USD0.01	(495)	Units *	17,515
WATSON WYATT WORLDWIDE INC CLASS'A'COM STK USD0.01	(295)	Units *	13,919
WAUSAU PAPER CORP COM STK NPV	(2,600)	Units *	23,928
WHITING PETROLEUM CORP COM STK USD0.001	(170)	Units *	9,831
WHOLE FOODS MARKET INC COM STK NPV	(900)	Units *	37,185
WILLIS GROUP HOLDINGS COM STK USD0.000115	(190)	Units *	7,260
WINNEBAGO INDUSTRIES INC COM STK USD0.50	(485)	Units *	10,503
WORLD FUEL SERVICES CORP COM STK USD0.01	(120)	Units *	3,574
WSFS FINANCIAL CORP COM STK USD0.01	(500)	Units *	26,327
WYETH COM USD0.333	(700)	Units *	30,772
YAHOO INC COM STK USD0.001	(900)	Units *	21,026
ZALE CORP COM STK USD0.01	(190)	Units *	2,964
ZUMIEZ INC COM STK NPV	(800)	Units *	21,562
Total Corporate Stock		\$	673,370,308
Corporate Debt Securities			
AIFUL CORPORATION 5% DUE 10/AUG/2005	70,000	Units	70,069
AIR 2 US 8.027% NTS 01/OCT/2020 USD1000 SER'A' 144A	93,921	Units	96,276
ALTERNATIVE LOAN TRUST 2006-OA 4-A-1 VARIABLE 25-Aug-46	273,633	Units	258,383
ALTERNATIVE LOAN TRUST 2007-AL A-1 VARIABLE 25-Jun-37	295,721	Units	278,738

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ALTRIA GROUP INC 7.00% 04/NOV/2013	70,000	Units	79,059
AMERICA MOVIL SAB DE CV SR NT 5.625% 15/NOV/2017	40,000	Units	39,465
AMERICAN EXPRESS CO FLTG RTE DEB 01/SEP/2066 USD1000	50,000	Units	51,838
AMERICAN HOME MORTGAGE ASSETS TRUST 2006-2 2A1 VARIABLE 25/SEP/2046	267,530	Units	249,804
AMERICAN HOME MORTGAGE ASSETS TRUST 2006-3 3A12 VAR 25/OCT/2046	240,857	Units	231,068
AMERICAN HOME MORTGAGE ASSETS TRUST 2006-4 I-A-1- VARIABLE 25/OCT/2046	326,690	Units	303,903
AMERICAN INTERNATIONAL GROUP INC 5.85% MTN 16/JAN/2018 USD1000 TR'79'	20,000	Units	20,193
ANADARKO FINANCE CORP 7.5% BDS 01/MAY/2031 USD1000	140,000	Units	159,154
ANADARKO PETROLEUM CORP 5.79% SR FLTG RATE NTS 15/SEP/2009 USD1000	110,000	Units	108,545
ANADARKO PETROLEUM CORP 6.45% SNR NTS 15/SEP/2036 USD1000	100,000	Units	103,733
AOL TIME WARNER INC 6.875% NTS 01/MAY/2012 USD1000	100,000	Units	106,447
AOL TIME WARNER INC 7.7% BDS 01/MAY/2032 USD1000	30,000	Units	33,717
BAC CAPITAL TRUST XIV VAR NTS PERP USD1000	10,000	Units	9,041
BANC OF AMERICA COMMERCIAL MORTGAGE TRUST 2006-3 A-4 VARIABLE 10/JUL/2044	430,000	Units	448,887
BANC OF AMERICA COMMERCIAL MORTGAGE TRUST 2007-3 A-4 VARIABLE 10/JUN/2049	90,000	Units	92,436
BANC OF AMERICA FUNDING 2006-E TRUST 2006-E 2-A-1 VARIABLE 20/JUN/2036	226,624	Units	228,827
BANC OF AMERICA FUNDING 2006-G TRUST 2006-G 2-A-2 VARIABLE 20/JUL/2036	253,099	Units	252,651
BANK OF AMERICA CORP 5.375% BDS 15/AUG/2011 USD1000	60,000	Units	62,409
BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR 25/NOV/2035 144A	358,602	Units	333,223
BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14 VARIABLE 25/JAN/2036	213,880	Units	201,188
BEAR STEARNS ALT-A TR 2004-11 MTG PASSTHRU CTF CL II-A-2	155,180	Units	160,640
BEAR STEARNS ALT-A TRUST 2004-11 II-A-6 VARIABLE 25-Nov-34	100,496	Units	97,373
BEAR STEARNS CO 6.4% BDS 02/OCT/2017 USD1000	120,000	Units	117,838
BEAR STEARNS MORTGAGE FUNDING TRUST MORTGAGE PASS- VAR 25/MAR/2037	381,250	Units	381,896
BEAR STEARNS SECURITIES TRUST 01-3 A-1 VARIABLE 25-Oct-32	12,563	Units	12,453
CAPITAL CORP AMERICA FLTG RATE NTS 17/APR/2009 USD1000	10,000	Units	7,276

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CARDINAL HEALTH INC 5.85% NTS 15/DEC/2017 USD1000	100,000	Units	100,405
C-BASS MORTGAGE LOAN ASSET BACKED CERTIFICATES 2006-MH AF-3 1 VARIABLE 25/OCT/2036	99,631	Units	102,490
CE ELEC UK FDG CO SRNT144A6.995% 30/DEC/2007	250,000	Units	250,000
CITIGROUP INC 4.125% 22/FEB/2010	140,000	Units	140,021
CLEAR CHANNEL COMMUNICATIONS INC 6.25% BDS 15/MAR/2011 USD1000	80,000	Units	73,872
COMCAST CORP 6.5% BDS 15/JAN/2017 USD1000	90,000	Units	96,536
COMCAST CORP 6.50 15/JAN/2015	210,000	Units	225,490
COMM 2006-C8 A-4 5.306% 10/DEC/2046	310,000	Units	310,448
CONOCO INC 6.95% SNR NTS 15/APR/2029 USD1000	270,000	Units	312,327
COUNTRYWIDE ALTERNATIVE LOAN TRUST SER#2005-59 FLTG RTE DUE 20/NOV/2035	232,003	Units	217,334
COUNTRYWIDE FINANCIAL CORP 5.8% BDS 07/JUN/2012 USD1000	70,000	Units	51,406
COUNTRYWIDE FINANCIAL CORP 6.25% NTS 15/MAY/2016 10000	400,000	Units	233,422
COUNTRYWIDE HOME EQUITY LOAN TRUST 2004-R CL 2A	195,696	Units	190,794
CREDIT SUISSE COMMERCIAL MTG TRUST 5.467% CMO 15/SEP/2039 USD1000 CL'A3'	360,000	Units	364,453
CREDIT SUISSE GUERNSEY 5.86% BDS PERP USD2000	40,000	Units	36,111
CREDIT SUISSE MORTGAGE CAPITAL CERTIFICATE 2007-C4 A4 VAR 15/SEPT/2039	840,000	Units	874,731
CSMC TRUST 2006-CF2 VAR 25/MAY/2036	197,171	Units	177,714
CVS CORP 126650AQ3 5.789% 10/JAN/2026	35,931	Units	35,214
CVS CORP BDS PASSTHRU CT 6.036% 10/DEC/2028 USD1000 '144A'	221,967	Units	213,905
CVS LEASE PASS THROUGH 5.88% 10/JAN/2028	2,868	Units	2,789
CWABS ASSET-BACKED NOTE TRUST 2006-SD A-1 14 VARIABLE 25/JUL/2036	224,836	Units	191,305
CWALT 2006-0A17 FR CMO 20/DEC/2046 USD1000 '	325,553	Units	306,681
CWALT INC 12667GPB3 20/JUL/2035	210,372	Units	198,760
CWALT INC 2005-44 MTG PASSTHRU CTF 1A1 FLT	327,139	Units	312,346
CWHEQ REVOLVING HOME EQUITY LOAN RESECURITIZATION TRUST 2006-RE 04-F-1 VARIABLE 15/MAY/2034	215,649	Units	216,124
CWMBS INC 12669GUX7 25/MAR/2035	167,003	Units	159,391
CWMBS, INC. 2003-60 DUE 25/FEB/2034	301,802	Units	303,583
DAIMLERCHRYSLER NA HLDGS 5.875% BDS 15/MAR/2011 USD100000	170,000	Units	175,440
DELTA AIR LINES INC 6.619% ASSET BKD NTS 18/MAR/2011 USD1000	84,382	Units	83,960
DELTA AIR LINES INC 6.821% 10/AUG/2022 144A	100,000	Units	96,141

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DEUTSCHE TELEKOM INTL FINANCE B.V. 5.75% BDS 23/MAR/2016 USD1000	70,000	Units	71,161
DOMINION RESOURCES INC 5.7% 17/SEP/2012	130,000	Units	135,633
DRIVE AUTO RECEIVABLES TRUST 2006-2 A-3 14 5.330% 15-Apr-14	320,000	Units	322,644
DUKE ENERGY CORP 5.625% DUE 30/NOV/2012	170,000	Units	177,264
EXELON CORP 5.625% BDS 15/JUN/2035 USD1000	35,000	Units	31,344
FIRSTENERGY CORP 6.45% BDS 15/NOV/2011 USD1000	70,000	Units	72,860
FIRSTENERGY CORP 7.375% BDS 15/NOV/2031 USD1000	165,000	Units	182,599
GE CAPITAL COMMERCIAL MORTGAGE CORP 5.489% MTG BDS 10/02/17 USD1000	100,000	Units	101,593
GENERAL ELECTRIC CAPITAL CORP FLTG RATE NTS 15/NOV/2067 USD5000 TR'804'	180,000	Units	187,328
GLITNIR BANKI HF 6.33% NTS 28/JUL/2011 USD1000 144A'	150,000	Units	150,676
GLITNIR BANKI HF 6.375% NTS 25/SEP/2012 USD1000 144A'	100,000	Units	99,797
GMAC COMMERCIAL MORTGAGE SECURITIES INC 2006-C1 A-4 VARIABLE 10/NOV/2045	300,000	Units	299,283
GOLDMAN SACHS CAPITAL II 5.793% BDS PERPETUAL USD1000	10,000	Units	8,952
GOLDMAN SACHS GROUP LP 4.500 15JNE15/JUN/2010	110,000	Units	109,858
GREENPOINT MORTGAGE FUNDING TRUST 2006-AR 1-A1A VARIABLE 25/OCT/2046	295,279	Units	285,769
GREENPOINT MORTGAGE FUNDING TRUST 2006-AR 1-A1B VARIABLE 25/JAN/2047	346,336	Units	334,796
GREENPOINT MORTGAGE FUNDING TRUST 2006-AR A1-A VARIABLE 25/SEP/2046	268,681	Units	261,207
GSAA HOME EQUITY TRUST SER 2005-5 CL A4	152,610	Units	152,004
HARBORVIEW MORTGAGE LOAN TRUST 02/OCT/2007A-1A VARIABLE 25/OCT/2037	353,986	Units	341,195
HARBORVIEW MORTGAGE LOAN TRUST 2006-7 2A1A VAR 19-Sep-36	265,735	Units	248,416
HARBORVIEW MORTGAGE LOAN TRUST 2006-9 2A1A VAR 19-Nov-36	304,775	Units	286,504
HARBORVIEW MTG LN TR 2005-7 MTG	335,769	Units	320,042
HBOS CAPITAL FDG FR NTS 29/DEC/2049 USD1000	20,000	Units	18,717
HOLDINGS III LTD 25/SEP/2037	366,460	Units	365,188
HOLDINGS III LTD 25/SEP/2037	393,808	Units	388,185
HOUSEHOLD FINANCE CORP 4.625% DUE 15/JAN/2008	300,000	Units	306,349
HYPOTHEKENBANK IN ESSEN 5% MTN 20/JAN/2012 USD1000 144A'	10,000	Units	10,378
ILFC E-CAPITAL TRUST II FRN BDS 21/DEC/2065 USD1000 '144A'	100,000	Units	95,758
	8,797	Units	8,416

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IMPERIAL CMB TRUST SERIES 2003-4 DUE
25FEB25/FEB/2033

INDYMAC INDA 2007-AR7 1-A-1 25/NOV/2037 FLT	57,261	Units	57,650
IXIS REAL ESTATE CAPITAL TRUST 2006-HE A-1 VARIABLE 25/AUG/2036	58,925	Units	58,582
JPMORGAN CHASE & CO 5.125% 15/SEP/2014	270,000	Units	268,723
JPMORGAN CHASE & CO 5.15% 01/OCT/2015	140,000	Units	136,831
KERR MCGEE CORP 6.95% 01/JUL/2024	80,000	Units	88,236
KEY BANK NA 5.5% 17/SEPT/2012	20,000	Units	20,672
KINDER MORGAN ENER PART	70,000	Units	68,068
KINDER MORGAN ENERGY PARTNERS 6% SNR NTS 01/FEB/2017 USD1000	20,000	Units	20,499
KONINKLIJKE KPN NV 8% BDS 01/OCT/2010 USD1000	120,000	Units	131,096
LANDSBANKI ISLAND 6.1% NTS 25/AUG/2011 USD1000 144A'	150,000	Units	151,036
LEHMAN BROS CAP TR VII VAR PERP	90,000	Units	80,673
LEHMAN BROS HLDGS INC 5.25% FR MTN '700' 06/FEB/2012 USD1000	50,000	Units	50,532
LEHMAN BROS HLDGS INC 6.2% BDS 26/SEP/2014 USD1000	30,000	Units	31,045
LEHMAN BROS HLDGS INC MTN BE VR 28/AUG/2007-15/SEP/2022	290,000	Units	287,339
LEHMAN XS TRUST 2006-14 1-A1B VARIABLE 25/SEP/2046	334,194	Units	312,599
LEHMAN XS TRUST 2006-2N 1-A1 VARIABLE 25/FEB/2046	345,909	Units	328,473
LEHMAN XS TRUST 2006-GP 3-A1A VAR 25/AUG/2046	240,868	Units	236,542
MASTR ADJUSTABLE RATE MORTGAGES TRUST 2007-3 1-2A1 VARIABLE 25/MAY/2047	354,699	Units	336,271
MERRILL LYNCH FIRST FRANKLIN MORTGAGE LOAN TRUST 2007-H1 2-A1 VARIABLE 25/OCT/2037	379,644	Units	371,802
MERRILL LYNCH MORTGAGE TRUST 2006-C1 A-4 VARIABLE 12-May-39	400,000	Units	413,733
MERRILL LYNCH/COUNTRYWIDE COMMERCIAL MGTE TRUST 2007-5 A4 5.378% 12/AUG/2048	90,000	Units	90,420
METLIFE INC BDS 6.4% 15/DEC/2066 USD1000	195,000	Units	179,295
MORGAN STANLEY 3.625% 01/APR/2008	40,000	Units	40,193
MORGAN STANLEY 5.625% BDS 09/JAN/2012 USD1000	130,000	Units	135,736
MORGAN STANLEY BDS 18/OCT/2016 USD100000	30,000	Units	28,344
MORGAN STANLEY MORTGAGE LOAN TRUST 4.215% CMO 25/AUG/2034 USD	30,802	Units	31,197
NELNET STUDENT LN TR 2005-2 A2	43,657	Units	43,695
NEWS AMERICA INC 6.65% BDS 15/NOV/2037 USD1000 144A'	10,000	Units	10,402
	42,653	Units	43,730

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NORTHWEST AIRLINES CORP 7.575% BDS 1/3/2019 USD1000 SER'992A'			
PACIFIC GAS & ELECTRIC 6.05% 01/MAR/2034	70,000	Units	71,295
PACIFIC GAS & ELECTRIC CO 5.8% SNR NTS 01/MAR/2037 USD1000	10,000	Units	9,836
PEMEX PROJECT FUNDING MASTER TRUST 6.625% BDS 15/JUN/2035 USD1000	60,000	Units	63,419
PETROBRAS INTERNATIONAL FINANCE 6.125% NTS 06/OCT/2016 USD1000	90,000	Units	93,102
RESIDENTIAL ACCREDIT LOANS INC 2006-QO8 I-A1B VAR 25-Oct-46	416,845	Units	384,293
RESIDENTIAL CAP LLC VAR 22/MAY/2009	20,000	Units	14,365
RESIDENTIAL CAPITAL CORP VAR BDS 22/FEB/2011 USD1000	465,000	Units	301,540
RESIDENTIAL CAPITAL LLC 6.5% BDS 01/JUN/2012 USD1000	30,000	Units	18,653
RESONA PFD GLOBAL SECS VAR PERP 144A	60,000	Units	61,362
SECURITIZED ASSET BACKED RECEIVABLES LLC TRUST 2007-BR A-2 VARIABLE 25/FEB/2037	370,113	Units	325,840
SHINSEI FIN CAYMAN LTD 6.418%/FR PRF SEC 29/1/49 USD1000'144A'	110,000	Units	96,574
SIERRA TIMESHARE RECEIVABLES FUNDING LLC 2006-1 A-2 14 VARIABLE 20/MAY/2018	168,877	Units	168,056
SIGMA FIN INC MTN VAR 22/JUN/2017	140,000	Units	134,168
SLM CORP 5% MTN 01/OCT/2013 USD1000	45,000	Units	40,005
SLM CORP 5.625% 01/AUG/2033	245,000	Units	195,112
SLM CORP 78442FCJ5 5.375% 15/MAY/2014	20,000	Units	17,919
SLM CORP EXTN FLT RT NTS BK EN VR 20/APR/2007-18/APR/2008	120,000	Units	118,930
SMFG PREFERRED CAPITAL VAR BDS PERPETUAL USD100000 144A'	100,000	Units	94,765
SOUTHERN NATURAL GAS CO 5.9% NTS 15/03/17 USD1000 144A'	20,000	Units	19,966
SPRINT CAP CORP NT 8.375% DUE 15/MAR/2012	190,000	Units	210,460
STRUCTURED ASSET MORTGAGE INVESTMENTS II TRUST 2006-AR I-A-3 VARIABLE 25/JUL/2036	266,235	Units	252,381
STRUCTURED ASSET MORTGAGE INVESTMENTS INC 2006-AR7 A1A VAR 25/AUG/2036	318,903	Units	306,915
SUNTRUST CAPITAL VIII 6.1% NTS 15/12/36 USD1000	120,000	Units	100,207
TELECOM ITALIA CAPITAL 5.25% 01OCT20015	70,000	Units	69,116
TERWIN MORTGAGE TRUST TMTS 20 AF-3 VARIABLE 25-Jul-36	200,000	Units	199,880
THORNBURG MORTGAGE SECURITIES TRUST 2005-2 A4 FLT 25-Jul-45	326,957	Units	327,139
THORNBURG MORTGAGE SECURITIES TRUST 2005-4 A-3 VARIABLE 25/DEC/2035	348,940	Units	348,398
THORNBURG MORTGAGE SECURITIES TRUST 2007-4 3A-1 VARIABLE 25/SEP/2037	353,857	Units	352,517
	306,166	Units	306,237

THORNBURG MORTGAGE SECURITIES TRUST SERIES 2005-2 CL A3 VAR 25/JUL/2045 THORNBURG MTG TR 2007-4 2A-1 25/SEP/2037 FLT	394,190	Units	397,604
TNK-BP FINANCE SA 7.875% MTN 13/MAR/2018 USD'144	200,000	Units	201,044
TRAVELERS COS INC VAR 15/MAR/2067	120,000	Units	114,760
TYCO INTERNATIONAL 6% NTS 15/NOV/2013 USD1000	220,000	Units	227,811
VALE OVERSEAS LIMITED 6.875% GTD NTS 21/NOV/2036 USD1000	165,000	Units	168,176
VERIZON GLOBAL FUNDING CORP 7.375% BDS 01/SEP/2012 USD1000	40,000	Units	45,148
WACHOVIA CORP 5.75% BDS 15/JUN/2017 USD1000	30,000	Units	29,893
WACHOVIA CORPORATION 5.25% 01/AUG/2014	220,000	Units	219,914
WACHOVIA MTG LN TR 2005-A 1-A-1 20/SEP/2035 FLT	245,255	Units	247,057
WAL-MART STORES INC 5.8% NTS 15/FEB/2018 USD1000	120,000	Units	126,340
WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2005-AR A-1A2 VARIABLE 25/DEC/2045	525,223	Units	498,105
WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2005-AR A-1A2 VARIABLE 25/DEC/2045	148,939	Units	140,870
WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2006-AR 1-A1 VARIABLE 25/SEP/2036	149,617	Units	151,921
WAMU MORTGAGE PASS-THROUGH TRUST 2005 AR14 1A1	129,253	Units	129,183
WAMU MTG CERT 2007-OA6 1A-1B 25/JUL/2047 FLT	375,799	Units	348,721
WASHINGTON MUTUAL BK FA 5.50% 15/JAN/2013	140,000	Units	127,771
WASHINGTON MUTUAL INC 5.25% 15/SEP/2017	90,000	Units	76,453
WASHINGTON MUTUAL MORTGAGE PASS-THROUGH CERTIFICATES WMALT 2007-OA A-1A VARIABLE	367,768	Units	352,427
WASTE MGMT INC DEL SR NT 6.375% 15/NOV/2012	130,000	Units	138,510
WELLPOINT INC 5.875% BDS 15/JUN/2017 USD1000	10,000	Units	10,094
WELLS FARGO CAPITAL VAR BDS 01/DEC/2086 USD100000	100,000	Units	93,604
WELLS FARGO MORTGAGE BACKED SECURITIES TRUST 2006-AR II-A-3 VARIABLE 25/APR/2036	278,330	Units	278,917
WEYERHAEUSER CO 6.75% NTS 15/MAR/2012 USD1000	90,000	Units	96,301
	20,000	Units	21,196

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WISCONSIN POWER & LIGHT CO 6.375% DEB

15/AUG/2037 USD1000

WYETH 5.95% BDS 01/APR/2037 USD2000	70,000	Units	71,227
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Total Corporate Debt Securities		\$	29,092,550
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Government Bonds

UNITED MEXICAN STATES 6.75% NTS 27/SEP/2034 USD1000'GMTN'	257,000	Units	288,386
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UNITED STATES OF AMER TREAS BONDS 2% BDS 15/JAN/2026 USD1000	290,000	Units	306,865
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UNITED STATES OF AMER TREAS BONDS 2.375% BDS 15/JAN/2025 USD1000	700,000	Units	823,111
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UNITED STATES OF AMER TREAS BONDS TIPS 3.375% BDS 15/APR/2032 USD1000	30,000	Units	45,480
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UNITED STATES OF AMER TREAS NOTES 2.625% 15/JUL/2017 USD1000	20,000	Units	22,000
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UNITED STATES OF AMER TREAS NOTES FLT TIPS 15/APR/2029 USD1000	110,000	Units	186,124
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UNITED STATES OF AMER TREAS NOTES NTS VAR 15/JAN/2027 USD1000	600,000	Units	664,216
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UNITED STATES OF AMER TREAS STRIP 0% 15/MAY/2030 USD1000	70,000	Units	25,361
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US TREAS NTS 04.500% 30/SEP/2011	520,000	Units	548,452
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US TREAS NTS 04.750% 31/JAN/2012	40,000	Units	42,958
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US TREASURY NOTES (CBT) 5% NTS 15/MAY/2037 USD1000	500,000	Units	548,189
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USA TREASURY NTS FLT DEB 15/JAN/2017 USD1000	20,000	Units	22,094
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US Treasury Note - 4.625%, 2/28.2008 (912828EY)	4,495,000	Units	4,506,053
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AMERICAN ELECTRIC POWER CO INC COM STK USD6.50	(58,281)	Units *	2,743,886
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RUSSIAN FEDERATION MINISTRY FINANCE 5% STP UP BDS 31/MAR/2030 USD1000 REG'S	300,000	Units	347,132
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Total Government Bonds		\$	11,120,307
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Mortgage Backed Securities

FEDERAL HOME LN BKS CONS BD 4.6% 29/OCT/2008	200,000	Units	201,865
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FEDERAL HOME LOAN BANKS 4.875% BDS 18/NOV/2011 USD10000	140,000	Units	146,086
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FEDERAL HOME LOAN MTG CORP	90,000	Units	90,607
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FEDERAL NATIONAL MORTGAGE ASSOC 6% BDS 18/APR/2036 USD1000 'REGS'	60,000	Units	65,070
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FEDERAL NATIONAL MORTGAGE ASSOC 6% MTG BCKD P/THRU 15/1/34 USD1000	100,000	Units	101,531
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FEDERAL NATIONAL MORTGAGE ASSOC 6.5% MTG BKD P/THRU 15/1/32 USD1000	2,380,000	Units	2,446,193
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FHLMC MORTPASS 5.89% 01/FEB/2037 1G PN# 1G2628	451,671	Units	461,952
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FHLMC MORTPASS 5.901% 01/APR/2037 1N PN# 1N1454	456,833	Units	466,220
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	196,436	Units	200,073
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FHLMC MORTPASS 6.116% 01/SEP/2037 1G PN# 1G2201			
FHLMCGLD MORTPASS 5.5% 01/JAN/2038 G0 PN# G03696	2,100,000	Units	2,105,290
FHLMCGLD MORTPASS 5.5% 01/NOV/2035 A3 PN# A39803	251,119	Units	251,849
FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695	1,200,000	Units	1,203,174
FHLMCGLD MORTPASS 6% 01/DEC/2037 G0 PN# G03698	1,200,000	Units	1,223,920
FHLMCGLD MORTPASS 6% 01/JAN/2038 G0 PN# G03697	500,000	Units	509,967
FHLMCGLD MORTPASS 6% 01/OCT/2037 G0 PN# G03441	189,383	Units	193,158
FNMA MORTPASS 5.5% 01/NOV/2036 CL PN# 745959	597,543	Units	599,636
FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879	558,163	Units	576,779
FNMA MORTPASS 6.5% 01/NOV/2037 CL PN# 956793	340,949	Units	352,320
FNMA TBA 15YR TBA 05.000% JAN	1,000,000	Units	1,000,938
FNMA TBA 5.5% MBPT 15/1/19 USD1000	2,000,000	Units	2,025,624
FNMA TBA SF 5.0 30 YR JAN	14,600,000	Units	14,244,125
TBA FNMA SF 5.50 30 YRS JAN	450,000	Units	449,438
TBA GNMA I SF 6.00 30 YRS JAN	2,300,000	Units	2,354,625
TBA GNMA I SF 6.50 30 YRS JAN	700,000	Units	722,750
FEDERAL NATIONAL MORTGAGE ASSOC 6% MTG BCKD P/THRU	100,000	Units	(100,563)
FEDERAL NATIONAL MORTGAGE ASSOC 6.5% MTG BKD	1,500,000	Units	(1,543,359)
FEDERAL NATIONAL MORTGAGE ASSOC 6.5% MTG BKD	100,000	Units	(102,820)
FEDERAL NATIONAL MORTGAGE ASSOC 6.5% MTG BKD	780,000	Units	(801,938)
FNMA TBA 15YR TBA 05.000% JAN	1,000,000	Units	(989,531)
FNMA TBA 5.5% MBPT 15/1/19 USD1000	2,000,000	Units	(2,009,063)
FNMA TBA SF 5.0 30 YR JAN	(200,000)	Units *	194,281
FNMA TBA SF 5.0 30 YR JAN	300,000	Units	(288,750)
FNMA TBA SF 5.0 30 YR JAN	300,000	Units	(288,563)
FNMA TBA SF 5.0 30 YR JAN	100,000	Units	(96,172)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(192,500)
FNMA TBA SF 5.0 30 YR JAN	6,200,000	Units	(6,066,313)
FNMA TBA SF 5.0 30 YR JAN	1,000,000	Units	(984,023)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(196,711)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(196,867)
FNMA TBA SF 5.0 30 YR JAN	2,000,000	Units	(1,966,250)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(196,664)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(196,688)
FNMA TBA SF 5.0 30 YR JAN	300,000	Units	(295,090)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(196,906)
FNMA TBA SF 5.0 30 YR JAN	800,000	Units	(786,750)
FNMA TBA SF 5.0 30 YR JAN	1,900,000	Units	(1,867,270)
FNMA TBA SF 5.0 30 YR JAN	300,000	Units	(294,867)
FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(195,938)

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FNMA TBA SF 5.0 30 YR JAN	200,000	Units	(193,656)
TBA FNMA SF 5.50 30 YRS JAN	200,000	Units	(198,375)
TBA FNMA SF 5.50 30 YRS JAN	250,000	Units	(248,047)
TBA GNMA I SF 6.00 30 YRS JAN	300,000	Units	(307,734)
TBA GNMA I SF 6.00 30 YRS JAN	2,000,000	Units	(2,043,750)
TBA GNMA I SF 6.50 30 YRS JAN	700,000	Units	(724,281)
Total Mortgage Backed Securities			\$ 8,618,034

Registered Investment Companies

ACCESSOR INTERNATL EQUITY ADV CLASS	8,966	Units	214,568
AIM CHINA FD CLASS A	1,198	Units	27,238
AIM CHINA FD CL B	99	Units	2,217
AIM ENERGY CLASS B	147	Units	6,191
AIM ENERGY INVESTOR CLASS	121	Units	5,410
AIM INTERNATIONAL CORE EQUITY INV CL	5,103	Units	74,299
ALGER CAPITAL APPREC INSTITUTIONAL CL R	1,156	Units	24,656
ALLIANCEBER GLOBAL BOND CLASS A	8,094	Units	65,725
ALLIANCEBER INTL VALUE ADVISOR	1,106	Units	24,925
ALLIANZ NFJ DIVIDEND VALUE FD CL D	2,232	Units	36,966
ALLIANZ RCM TECHNOLOGY CL A	227	Units	11,486
ALLIANZ RCM TECHNOLOGY CL D	316	Units	15,832
ALPINE DYNAMIC DIVID FUND	7,775	Units	94,000
ALPINE INTERNATIONAL REAL ESTATE EQUITY Y	5,814	Units	227,792
AMANA MUTUAL FUND TRUST GROWTH	28,600	Units	657,807
AMANA MUTUAL FUND TRUST INCOME	2,866	Units	88,782
AMERICAN AMCAP CLASS A	808	Units	16,293
AMERICAN BALANCED CLASS R3	400	Units	7,706
AMERICAN BALANCED CL R5	1,571	Units	30,353
AMERICAN BEACON BALANCED	1,754	Units	23,363
AMERICAN BEACON ERMG MKTS PLAN AHEAD CL	1,361	Units	25,397
AMERICAN BEACON LARGE CAP VALUE PLAN	3,220	Units	72,100
AMERICAN BOND FUND OF AMERICA CLASS F	6,912	Units	90,271
AMERICAN BOND FUND OF AMERICA CL R3	5,308	Units	69,317
AMERICAN CAPITAL INCOME BUILDER CL A	2,555	Units	159,844
AMERICAN CAPITAL INCOME BUILDER CL F	637	Units	39,875
AMERICAN CAPITAL INCOME BUILDER CL R3	276	Units	17,293
AMERICAN CAPITAL INCOME BUILDER R5	516	Units	32,264
AMERICAN CAPITAL WORLD BOND CLASS F	2,315	Units	45,555
AMERICAN CAPITAL WORLD BOND FD R5	4,216	Units	83,392
AMERICAN CAPITAL WORLD GRTH & INC A	888	Units	39,614
AMERICAN CAPITAL WORLD GRWTH & INC R5	1,272	Units	56,739
AMERICAN CENTURY CAPITAL VAL INV SHR	1,800	Units	13,971
AMERICAN CENTURY EMERGING MARKETS INV	12,648	Units	145,835
AMERICAN CENTURY EQUITY GROWTH	1,051	Units	25,428
AMERICAN CENTURY EQUITY INCOME	17,937	Units	139,906
AMERICAN CENTURY GLOBAL GOLD	5,314	Units	118,720
AMERICAN CENTURY HERITAGE	5,500	Units	120,624
AMERICAN CENTURY INFLATION ADJ TREAS	711	Units	7,996

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AMERICAN CENTURY INTERNATIONAL BOND	3,973	Units	57,682
AMERICAN CENTURY MID CAP VALUE INV SHS	703	Units	7,947
AMERICAN CENTURY NEW OPP II CL C	1,328	Units	11,531
AMERICAN CENTURY ONE CHOICE VERY AGGR INV	218	Units	3,228
AMERICAN CENTURY REAL ESTATE	417	Units	8,823
AMERICAN CENTURY TAX FREE BOND	298	Units	3,202
AMERICAN CENTURY UTILITIES	3,788	Units	71,295
AMERICAN CENTURY VISTA	183	Units	3,955
AMERICAN EUROPACIFIC GROWTH CLASS A	414	Units	21,067
AMERICAN EUROPACIFIC GROWTH CLASS F	186	Units	9,439
AMERICAN EUROPACIFIC GROWTH CL R5	598	Units	30,440
AMERICAN FUNDAMENTAL INVESTORS R3	785	Units	33,261
AMERICAN FUNDAMENTAL INVESTORS R5	3,236	Units	137,397
AMERICAN GROWTH FUND OF AMERICA CLASS F	1,503	Units	50,802
AMERICAN GROWTH FUND OF AMERICA CL R3	238	Units	7,986
AMERICAN GROWTH FUND OF AMERICA CL R5	6,245	Units	212,337
AMERICAN HIGH INCOME TRUST R3	3,275	Units	38,847
AMERICAN INCOME FUND OF AMERICA CLASS A	5,362	Units	103,906
AMERICAN INCOME FUND OF AMERICA R5	886	Units	17,171
AMERICAN INCOME FUND OF AMER R1	261	Units	5,038
AMERICAN INVESTMENT CO OF AMERICA CL F	122	Units	4,015
AMERICAN NEW PERSPECTIVE CLASS A	4,040	Units	137,122
AMERICAN SMALLCAP WORLD CLASS C	394	Units	15,300
AMERICAN SMALLCAP WORLD CLASS F	1,168	Units	47,322
AMERICAN WORLD GROWTH INCOME CL R3	1,027	Units	45,587
ARIEL FUND	178	Units	8,259
ARTISAN INTERNAT'L INVESTOR CLASS	849	Units	25,381
ARTISAN OPPORTUNISTIC VALUE	990	Units	10,282
ASTON/OPTIMUM MID CAP CL N	1,245	Units	35,259
ASTON/TAMRO LARGE CAP VALUE CL N	1,829	Units	22,921
BARON ASSET	1,225	Units	78,091
BARON GROWTH	406	Units	20,585
BARON PARTNERS FUND	6,747	Units	160,310
BASIC MATERIAL ULTRA SEC PRO FD INVESTOR	425	Units	27,207
BLACKROCK GLOBAL RESOURCES PORT CL A	74	Units	4,341
BLACKROCK HEALTH SCIENCES OPP PRT A	176	Units	5,278
BLACKROCK HIGH YIELD BOND CLASS A	2,800	Units	21,704
BLACKROCK LARGE CAP VALUE FD CL A	577	Units	10,660
BLACKROCK LATIN AMERICA FD CL A	22	Units	1,450
BLACKROCK LATIN AMERICA FD CL C	22	Units	1,366
BRANDYWINE BLUE	6,484	Units	228,834
BRIDGEWAY AGGRESSIVE INVESTOR 2	3,446	Units	75,097
BRIDGEWAY BALANCED PORTFOLIO	738	Units	9,738

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BRIDGEWAY LARGE CAP GROWTH CL N	770	Units	11,535
BRIDGEWAY SMALL CAP GROWTH CL N	3,770	Units	57,490
BRIDGEWAY SMALL CAP VALUE FUND CL N	606	Units	10,466
BRIDGEWAY ULTRA SMALL CO MARKET	3,057	Units	54,353
BUFFALO BALANCED FUND	732	Units	8,811
BUFFALO HIGH YIELD	369	Units	4,024
BUFFALO MID CAP FUND	6,433	Units	98,353
BUFFALO SCIENCE & TECHNOLOGY FD	498	Units	6,690
CAMBIAR OPPORTUNITY INVESTOR CL	257	Units	4,885
COHEN & STEERS REALTY SHARES	998	Units	58,662
COLUMBIA GREATER CHINA FD CL Z	251	Units	17,256
COLUMBIA MID CAP VALUE PRIMARY Z	1,385	Units	20,327
COLUMBIA SMALL CAP VALUE II CL A	208	Units	2,804
CONSUMER GOODS ULTRA SECTOR PRO FDS -INV	476	Units	19,442
DAVIS NEW YORK VENTURE INSTL CL Y	4,548	Units	183,974
DELAFIELD FUND INC	2,044	Units	49,703
DIAMOND HILL FINANCIAL LONG/SHT A	529	Units	8,572
DIAMOND HILL LARGE CAP CLASS A	2,015	Units	32,739
DIAMOND HILL LONG SHORT CLASS A	2,154	Units	39,612
DIAMOND HILL LONG SHORT CLASS C	1,109	Units	19,568
DIREXION 10 YEAR NOTE BULL 2.5X INVST	898	Units	19,551
DIREXION COMMODITY BULL 2X INVESTOR	647	Units	23,387
DIREXION HIGH YIELD BEAR INVESTOR SHS	2,627	Units	49,196
DIREXION LATIN AMERICA BULL 2X INV	545	Units	16,892
DIREXION SMALL CAP BEAR 2.5X INV CL	1,497	Units	17,081
DODGE & COX INCOME	5,683	Units	71,094
DODGE & COX INTERNATL STOCK FUND	19,741	Units	908,503
DREYFUS PREMIER GREATER CHINA CL C	1,506	Units	68,363
DREYFUS PREMIER GREATER CHINA CL I	5,092	Units	252,652
DREYFUS PREMIER INTL GROWTH CLASS A	63	Units	912
DREYFUS PREMIER S&P STARS OPR CL T	129	Units	3,136
DREYFUS S&P 500 STOCK INDEX FUND	98	Units	2,985
DWS CORE FIXED INCOME CLASS S	2,090	Units	22,359
DWS GLOBAL OPPORTUNITIES CL S	288	Units	12,485
DWS GLOBAL THEMATIC CL S	393	Units	11,243
DWS GOLD & PRECIOUS METALS CL S	575	Units	12,361
EATON VANCE GREATER INDIA FUND CLASS B	84	Units	2,792
EATON VANCE TAX MNGD EMERGING MKTS INSTL	2,688	Units	143,078
EVERGREEN EMERG MKTS GROWTH FUND CLASS C	794	Units	17,573
EVERGREEN GLOBAL OPPORTUNITIES CL C	499	Units	14,598
EXCELSIOR EMERGING MARKETS	1,381	Units	23,069
EXCELSIOR ENERGY & NATURAL RESOURCES	402	Units	10,220
EXCELSIOR INTERNATL	1,566	Units	31,754
EXCELSIOR LARGE CAP GROWTH	3,047	Units	37,996
EXCELSIOR MID CAP VALUE & RESTRUCTING	489	Units	10,316
EXCELSIOR SMALL CAP	133	Units	2,467
EXCELSIOR VALUE AND RESTRUCTURING	7,554	Units	429,238

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FAIRHOLME FUND	22,049	Units	702,497
FALLING US DOLLAR PRO FUND INV CLASS	557	Units	16,575
FAM VALUE	214	Units	9,740
FBR FOCUS FUND	937	Units	50,995
FBR LARGE CAP FINANCIAL	106	Units	1,481
FBR SMALL CAP FINANCIAL	1,116	Units	17,697
FEDERATED BOND CLASS F	2,756	Units	24,388
FEDERATED HIGH YIELD INSTL FUND	6,161	Units	35,921
FIDELITY ADVISOR DIVERSIFIED INT'L I	750	Units	16,632
FIDELITY ADVISOR EMERGING ASIA CL I	927	Units	28,881
FIDELITY ADVISOR HIGH INCOME ADV CL I	299	Units	2,898
FIDELITY ADVISOR LEVERGED CO STK CL I	1,532	Units	59,217
FIDELITY ADVISOR UTILITIES CLASS A	129	Units	2,976
FIDELITY BALANCED	1,768	Units	34,672
FIDELITY CANADA	4,346	Units	266,855
FIDELITY CAPITAL & INCOME	12,847	Units	111,513
FIDELITY CHINA REGION	1,973	Units	61,509
FIDELITY DISCIPLINED EQUITY	267	Units	7,894
FIDELITY EMERGING MARKETS	2,693	Units	91,158
FIDELITY EUROPE	1,008	Units	42,482
FIDELITY EUROPE CAPITAL APPRECIATION	757	Units	20,133
FIDELITY EXPORT & MULTINATIONAL	523	Units	13,454
FIDELITY FLOATING RATE HIGH INCOME	11,184	Units	107,029
FIDELITY FREEDOM 2020	2,816	Units	44,528
FIDELITY INT'L DISCOVERY	1,003	Units	43,221
FIDELITY INTL SMALL CAP OPP FUND	378	Units	5,454
FIDELITY LATIN AMERICA	1,671	Units	103,615
FIDELITY LEVERAGED COMPANY STOCK	9,308	Units	300,912
FIDELITY MID CAP VALUE	1,522	Units	24,772
FIDELITY NORDIC	601	Units	27,250
FIDELITY OTC PORT	422	Units	22,041
FIDELITY OVERSEAS	289	Units	13,982
FIDELITY PACIFIC BASIN	546	Units	16,491
FIDELITY PURITAN	4,729	Units	89,996
FIDELITY REAL ESTATE INVESTMENT	1,053	Units	27,365
FIDELITY SELECT CHEMICALS	134	Units	11,054
FIDELITY SELECT CONSTRUCTN & HOUSING	251	Units	8,493
FIDELITY SELECT CONSUMER STPLES PORT	62	Units	4,126
FIDELITY SELECT DEFENSE & AEROSPACE	500	Units	44,238
FIDELITY SELECT ENERGY	867	Units	57,814
FIDELITY SELECT ENERGY SERVICE	743	Units	75,511
FIDELITY SELECT ENVIRONMENTAL SVCS	839	Units	16,240
FIDELITY SELECT FINANCIAL SVCS	105	Units	10,044
FIDELITY SELECT GOLD	347	Units	13,854
FIDELITY SELECT INDUSTRIAL EQUIPMENT	675	Units	24,260
FIDELITY SELECT INDUSTRIALS PORT	773	Units	17,210
FIDELITY SELECT MATERIALS PORTFOLIO	396	Units	23,184
FIDELITY SELECT MEDICAL DELIVERY	392	Units	20,617
FIDELITY SELECT MEDICAL EQUIP&SYSTEM	1,117	Units	27,768
FIDELITY SELECT NATURAL GAS	1,287	Units	62,424
FIDELITY SELECT NATURAL RESOURCES	1,225	Units	49,051

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FIDELITY SELECT TECHNOLOGY	79	Units	6,437
FIDELITY SELECT TRANSPORT	279	Units	12,743
FIDELITY SELECT WIRELESS PORTFOLIOS	1,589	Units	13,729
FIDELITY SOUTHEAST ASIA	4,063	Units	161,127
FIDELITY STRATEGIC INCOME	9,061	Units	94,964
FIDELITY VALUE	105	Units	7,875
FIRST EAGLE GOLD CLASS A	3,311	Units	79,361
FMI LARGE CAP FUND	3,164	Units	48,285
FORWARD HOOVER SMALL CAP EQUITY INV CL	2,471	Units	48,712
FORWARD INTERNATIONAL EQUITY FUND	11	Units	204
FORWARD INTERNTL SMALL CO INVESTOR CL	1,150	Units	20,747
FPA NEW INCOME	1,768	Units	19,356
FRANKLIN GOLD AND PRECIOUS METALS CL C	116	Units	4,104
FRANKLIN INCOME CLASS C	10,840	Units	28,183
FRANKLIN STRATEGIC INCOME C	3,927	Units	40,170
GABELLI ASSET FUND	835	Units	41,593
GABELLI EQUITY INCOME FUND	1,600	Units	35,503
GAMCO GOLD FUND	2,049	Units	58,200
GLOBAL EMERGING MARKETS	990	Units	16,618
GOLDMAN SACHS ASSET ALLOC GRWTH STRAT A	10,055	Units	144,293
GOLDMAN SACHS BRIC FD CL C	66	Units	1,231
GREENSPRING FUND	181	Units	4,275
GUINNESS ATKINSON CHINA & HONG KONG	360	Units	15,506
GUINNESS ATKINSON GLOBAL ENERGY	226	Units	7,216
HARBOR BOND INST	22,298	Units	265,573
HARBOR CAPITAL APPRECIATION INV CL	1,978	Units	73,092
HARBOR INTERNATIONAL GROWTH INV CLASS	773	Units	12,486
HARBOR INTERNATIONAL INSTITUTIONAL FD	1,615	Units	115,242
HARBOR INTERNATIONAL INVESTOR SHARES	2,350	Units	166,213
HARDING LOEVNER EMERGING MKT PORT	629	Units	36,133
HARTFORD CAPITAL APPRECIATION CL A	2,084	Units	84,302
HARTFORD CAPITAL APPRECIATION CL B	137	Units	4,948
HARTFORD CAPITAL APPRECIATION CL C	731	Units	26,537
HARTFORD GLOBAL HEALTH CL C	1,184	Units	18,993
HEARTLAND SELECT VALUE	1,794	Units	47,495
HEARTLAND VALUE	306	Units	12,706
HENNESSY BALANCED	427	Units	4,825
HENNESSY CORNERSTONE GROWTH	514	Units	7,989
HODGES FUND	315	Units	8,628
HUSSMAN STRATEGIC GROWTH	4,777	Units	74,379
ICON ENERGY	3,255	Units	109,510
ICON FINANCIAL FUND	224	Units	2,765
ICON HEALTHCARE	1,366	Units	22,097
ICON LONG SHORT CLASS I	1,588	Units	29,069
ICON MATERIALS	2,527	Units	32,899
ICON TELECOMM AND UTILITIES	294	Units	2,505
ING CORPORATE LEADER TRUST	2,748	Units	63,155

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ING REAL ESTATE FUND CLASS C	100	Units	1,449
IVY GLOBAL NATURAL RESOURCES CLASS B	51	Units	1,858
IVY INTERNATIONAL GROWTH FUND CL Y	164	Units	6,649
JAMES ADVANTAGE SMALL CAP	2,089	Units	45,644
JAMES BALANCED: GOLDEN RAINBOW FUND	3,591	Units	66,082
JANUS ADVISER ORION CL R	613	Units	9,789
JANUS CONTRARIAN FUND	27,448	Units	533,597
JANUS CORE FUNDAMENTAL EQUITY	755	Units	20,000
JANUS MID CAP VALUE INVST SHS	19,081	Units	427,979
JANUS ORION FUND	16,922	Units	220,151
JANUS OVERSEAS	17,138	Units	923,899
JANUS RESEARCH FUND	901	Units	27,954
JENNISON NATURAL RESOURCES FD CL Z	745	Units	45,662
JENNISON UTILITY CL C	2,072	Units	29,220
JENSEN PORTFOLIO CLASS J	2,106	Units	59,886
JPMORGAN CAPITAL GROWTH CL A	31	Units	1,283
JPMORGAN DIVERSIF MID CAP GROWTH CL A	59	Units	1,315
JPMORGAN EMERGING MARKETS DEBT SELECT	1,060	Units	8,964
JPMORGAN EMERGING MARKETS EQUITY CL A	4,382	Units	109,762
JPMORGAN EMERGING MRKTS EQ CL C	395	Units	9,739
JPMORGAN INTERNATL EQUITY INDEX CL A	499	Units	14,613
JPMORGAN INTERNATL VALUE FUND CLASS A	5,067	Units	93,133
JPMORGAN INTERNTL EQUITY FUND CLASS A	399	Units	12,679
JPMORGAN INTREPID EUROPEAN CLASS A	2,090	Units	59,286
JPMORGAN INTREPID MID CAP FUND CLASS A	4,640	Units	71,834
JPMORGAN REALTY INCOME FUND CLASS A	634	Units	6,821
JPMORGAN US REAL ESTATE CLASS A	497	Units	8,494
JPMORGAN VALUE ADVANTAGE CL A	235	Units	4,288
JPMORGAN VALUE OPPORTUNITIES CL A	65	Units	1,117
JULIUS BAER GLOBAL EQUITY CLASS A	124	Units	5,558
JULIUS BAER INTL EQUITY FUND II CL A	7,466	Units	127,815
KEELEY SMALL CAP VALUE FD INC	5	Units	140
KINETICS PARADIGM FUND	4,196	Units	130,034
KINETICS SMALL CAP OPPORTUNITIES	1,136	Units	36,273
LAZARD EMERGING MKTS OPEN CLASS	6,048	Units	146,182
LEGG MASON PRTN GLOB HI YIELD BOND CL C	445	Units	3,563
LEUTHOLD ASSETT ALLOCATION FD	3,739	Units	42,133
LOOMIS SAYLES BOND RETAIL SHARES	42,176	Units	613,240
LOOMIS SAYLES GLOBAL BOND RETAIL	2,028	Units	32,056
MAINSTAY ICAP INTERNATIONAL FD I	221	Units	8,471
MAINSTAY ICAP SELECT EQUITY FD CL I	17,997	Units	699,019
MANAGERS BOND	2,011	Units	50,966
MANAGERS FREMONT BOND FUND	2,064	Units	21,795
MARSHALL MID CAP VALUE CL Y	1,598	Units	21,179
MARSHALL SMALL CAP GROWTH CL Y	1,034	Units	17,178
MARSICO 21ST CENTURY FUND	25,870	Units	451,174
MARSICO FOCUS	6,476	Units	129,454
MARSICO GROWTH FUND	6,879	Units	152,982

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MARSICO INTERNAT'L OPPORTUNITIES	2,504	Units	45,095
MATTHEWS ASIAN TECHNOLOGY FUND	4,775	Units	46,797
MATTHEWS ASIA PACIF EQUITY INCOME FD	547	Units	6,563
MATTHEWS ASIA PACIFIC FUND	1,046	Units	18,089
MATTHEWS CHINA FUND	1,404	Units	55,795
MATTHEWS INDIA FUND	6,289	Units	153,712
MATTHEWS KOREA FUND	3,477	Units	22,811
MERGER FUND	209	Units	3,135
MERIDIAN VALUE FUND	675	Units	21,556
MERK HARD CURRENCY FUND INVESTOR CL	11,944	Units	137,955
METZLER PAYDEN EURO EMERGING MKTS CL	2,235	Units	84,634
MFS SECTOR ROTATIONAL CL C	976	Units	18,802
MIDAS FUND	4,459	Units	25,152
MOBILE TELCOMM ULTRA SECTOR PRO FD INVSTR	299	Units	4,057
MUHLENKAMP FUND	2,515	Units	163,446
MUTUAL SERIES DISCOVERY CLASS Z	3,869	Units	125,560
MUTUAL SERIES EUROPEAN CLASS Z	1,231	Units	32,411
MUTUAL SERIES FINCL SERVICES CLASS Z	203	Units	3,797
MUTUAL SERIES MUTUAL BEACON CLASS C	2,372	Units	36,717
MUTUAL SERIES SHARES CLASS Z	101	Units	2,571
NATIONWIDE CHINA OPP CL A	474	Units	12,055
NEUBERGER BERMAN INT'L INVESTOR CLASS	920	Units	19,235
NEUBERGER BERMAN INT'L TRUST CLASS	1,387	Units	31,958
NEUBERGER BERMAN PARTNERS INVESTOR	4,650	Units	152,600
NEUBERGER BERMAN REAL ESTATE TRUST CL	111	Units	1,206
NEUBERGER BERMAN REGENCY INVESTOR	623	Units	10,592
NORTHERN GLOBAL REAL ESTATE INDEX FD	402	Units	4,332
NORTHERN SMALL CAP VALUE	1,868	Units	25,950
OAKMARK FUND I	253	Units	10,232
OAKMARK GLOBAL SELECT FD CL 1	623	Units	6,352
OAKMARK SELECT I	5,742	Units	146,203
OBERWEIS CHINA OPPORTUNITIES FUND	9,772	Units	283,984
OBERWEIS INTL OPPORTUNITIES FUND	138	Units	1,943
OIL EQUIPMENT SCVS DIST ULTRA SVCS CL	394	Units	16,280
OIL & GAS ULTRA SECT PRO FDS -INVESTOR	1,971	Units	117,023
OLD MUTUAL CLAY FIN CHINA FD A	648	Units	13,739
OLD MUTUAL COLUMBUS CIRCLE TECH&COMM Z	290	Units	4,942
OPPENHEIMER GOLD & SPL MINERALS CL N	815	Units	28,390
OPPENHEIMER INTERNAT'L BD CL N	2,442	Units	15,505
PARNASSUS FIXED INCOME FUND	1,501	Units	24,456
PERMANENT PORTFOLIO FD INC	3,641	Units	131,227
PERRITT EMERGING OPPORTUNITIES FUND	975	Units	12,858
PERRITT MICROCAP OPPORTUNITIES	635	Units	16,963
PHOENIX FOREIGN OPPORTUNITES CL A	852	Units	24,680
PIMCO COMMODITY REAL RETURN CL D	6,689	Units	107,832
PIMCO DEVELOPING LOCAL MKTS D	5,821	Units	61,467
PIMCO FLOATING RATE INCOME CL D	1,429	Units	14,057
PIMCO REAL RETURN CLASS C	1,851	Units	20,285

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PIMCO REAL RETURN CLASS D	6,768	Units	74,172
PIMCO STOCKS PLUS CLASS D	939	Units	10,304
PIMCO TOTAL RETURN CLASS A	729	Units	7,792
PIMCO TOTAL RETURN CLASS D	11,442	Units	122,318
POLARIS GLOBAL VALUE	2,103	Units	36,797
PRECIOUS METALS ULTRA SEC PRO INVST	1,651	Units	78,916
PRO FUNDS ULTRA SHORT MID-CAP-INV CL	797	Units	10,286
PRUDENT GLOBAL INC FUNDS	4,502	Units	58,259
PUTNAM GLOBAL NATURAL RESOURCE C	960	Units	28,988
QUANT FOREIGN VALUE FUND ORDINARY SHS	1,141	Units	23,134
QUANTITATIVE EMRG MKTS FD-ORDINARY SHS	1,891	Units	59,193
RAINIER MID CAP EQ PORTFOLIO	1,270	Units	56,169
REAL ESTATE ULTRA SECTOR PRO FD INVSTR	62	Units	2,306
RISING RATES OPP 10 PROFUND INV CLASS	528	Units	14,880
ROYCE MICROCAP INVESTMENT CLASS	380	Units	5,981
ROYCE OPPORTUNITY FUND INVEST CLASS	8,431	Units	92,912
ROYCE PENNSYLVANIA MUTUAL INVST CLASS	13,434	Units	145,351
ROYCE SPECIAL EQUITY INVESTMENT CL	1,634	Units	29,847
ROYCE TOTAL RETURN FD INVESTMENT CL	5,627	Units	72,753
ROYCE VALUE FUND SERVICE CL	4,830	Units	51,390
ROYCE VALUE PLUS SERVICE CLASS	31,937	Units	441,048
RS GLOBAL NATURAL RESOURCES CL A	717	Units	27,233
RS VALUE FUND CL A	1,556	Units	40,879
RYDEX BASIC MATERIALS ADVISOR CL	546	Units	26,806
RYDEX BIOTECHNOLOGY INV CLASS	113	Units	2,613
RYDEX INVERSE S&P 500 STRATEGY INV CL	4,277	Units	155,052
RYDEX OTC INVESTOR CLASS	5,121	Units	70,669
RYDEX PRECIOUS METALS INVESTOR CL	712	Units	48,144
RYDEX RUSSELL 2000 2X STRATEGY CL H	5,862	Units	140,326
RYDEX WEAKENING DOLLAR 2X STRAT CL H	7,189	Units	184,537
SCHNEIDER VALUE FUND	3,983	Units	85,402
SCHWAB HEALTH CARE FUND	536	Units	8,839
SELECTED AMERICAN SHARES CL D	958	Units	45,806
SELECTED AMERICAN SHARES CL S	3,043	Units	145,411
SENTINEL MID CAP VALUE CL C	592	Units	8,913
SHORT SMALL CAP PRO FUND INVESTOR	1,937	Units	30,585
SOUND MIND INVESTING FUND	4,281	Units	56,379
SOUND SHORE FD INC	821	Units	29,289
SPARTAN 500 INDEX INVESTOR CLASS	515	Units	52,223
SPARTAN INTL INDEX INVESTOR CLASS	572	Units	27,044
SSGA EMERGING MARKETS	2,094	Units	63,036
SSGA INTERNATIONAL STOCK SELECTION	13,281	Units	187,532
SSGA TUCKERMAN ACTIVE REIT	277	Units	3,872
STRATTON SMALL CAP VALUE FUND	1,927	Units	88,899
TAMARACK MICROCAP VALUE CL S	1,839	Units	35,062
TEMPLETON GROWTH CLASS R	764	Units	18,219
THIRD AVENUE VALUE	4,604	Units	279,733
THORNBURG INTL VALUE CL A	1,422	Units	47,223

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THORNBURG INTL VALUE CL INSTL	2,622	Units	88,855
TIAA-CREF INSTL LRG CAP VALUE -RETAIL	198	Units	2,868
TIAA-CREF INSTL MID CAP VALUE -RETAIL	3,419	Units	61,235
TIAA-CREF INSTL REAL ESTATE SEC - RETAIL	3,697	Units	40,523
TOCQUEVILLE FUND	674	Units	17,285
TOCQUEVILLE GOLD FUND	1,950	Units	95,256
TRANSAMERICA PREMIER EQUITY	6,294	Units	161,136
T ROWE PRICE AFRICA & MIDDLE EAST FD	840	Units	10,827
T ROWE PRICE BLUE CHIP GROWTH ADV CL	250	Units	10,050
T ROWE PRICE BLUE CHIP GROWTH INC	188	Units	7,551
T ROWE PRICE CAP APPRECIATION	15,314	Units	304,743
T ROWE PRICE CAPITAL APPRECIATION ADV CL	1,389	Units	27,521
T-ROWE PRICE EMERG EURO & MEDITERRANEAN	4,745	Units	177,287
T ROWE PRICE EMERGING MKTS STOCK	5,961	Units	255,827
T ROWE PRICE EQUITY INCOME	3,143	Units	88,327
T ROWE PRICE EQUITY INCOME ADVISOR CL	184	Units	5,153
T ROWE PRICE EQUITY INDEX TR FD	288	Units	11,334
T ROWE PRICE EXTEND EQU MKT INDEX FUND	1,388	Units	22,136
T ROWE PRICE GLOBAL STOCK	1,806	Units	45,446
T ROWE PRICE GLOBAL TECHNOLOGY	683	Units	5,198
T ROWE PRICE GROWTH STOCK	10,074	Units	339,082
T ROWE PRICE HEALTH SCIENCES	1,236	Units	35,001
T ROWE PRICE INTERNATIONAL BOND	826	Units	8,339
T ROWE PRICE INTL DISCOVERY FUND	729	Units	35,573
T ROWE PRICE INTL EQUITY INDEX	1,688	Units	26,725
T ROWE PRICE INT'L GROWTH & INCOME	300	Units	5,330
T ROWE PRICE LATIN AMERICA FUND	4,982	Units	268,492
T ROWE PRICE MEDIA & TELECOMMUNICATIONS	419	Units	20,318
T ROWE PRICE NEW ASIA	3,601	Units	77,717
T ROWE PRICE NEW ERA	1,185	Units	72,501
T ROWE PRICE NEW HORIZONS FD INC	16,122	Units	491,888
T ROWE PRICE PERSNL STRATEGY INCOME	1,066	Units	16,725
T ROWE PRICE PERSONAL STRAT GRWTH	131	Units	3,195
T ROWE PRICE REAL ESTATE FUND	515	Units	9,882
T ROWE PRICE RET 2040 FD	610	Units	11,717
T ROWE PRICE SPECTRUM INCOME	1,602	Units	19,566
T ROWE PRICE US TREAS INTERMEDIATE	66,432	Units	368,033
T ROWE PRICE VALUE	575	Units	14,876
TURNER NEW ENTERPRISE INV CL	4,026	Units	35,590
ULTRA BEAR PRO FUND SERVICE SHARES	4,041	Units	52,044
ULTRA EMERGING MRKTS PRO FD INVT CL	1	Units	61
ULTRA INTL PRO FD INVT CL	571	Units	20,761
ULTRA MID CAP PRO FUND INVESTOR SHS	1,030	Units	52,473
ULTRA NASDAQ-100 PRO FUND INVESTOR CLASS	1,699	Units	56,031
ULTRA SHORT DOW 30 INVESTOR SHARES	3,524	Units	56,805
	5,981	Units	43,186

ULTRA SHORT EMERGING MRKTS PRO FD INV
CL

ULTRA SHORT NASDAQ- 100 PROFUND INVESTOR	6,787	Units	62,103
UMB SCOUT INTERNATIONAL	2,338	Units	87,401
UMB SCOUT SMALL CAP	1,725	Units	30,427
US GLOBAL CHINA REGION OPPORTUNITY	7,176	Units	91,425
US GLOBAL REGION EAST EUROPEAN	2,300	Units	114,709
US GLOBAL RESOURCES	19,549	Units	342,099
US GOLD AND PRECIOUS METALS	6,791	Units	109,533
US WORLD PRECIOUS MINERALS	9,774	Units	256,566
UTILITIES ULTRA SECTOR PRO FUND INV	990	Units	28,660
VALUE LINE EMERGING OPPORTUNITY	1,302	Units	44,285
VALUE LINE INCOME	1,207	Units	10,197
VALUE LINE PREMIER GROWTH FUND	1,275	Units	37,447
VAN ECK EMERGING MARKETS CL C	2,549	Units	40,944
VANGUARD 500 INDEX FD INVESTOR SHS	728	Units	98,348
VANGUARD ASSET ALLOCATION	4,651	Units	139,473
VANGUARD CAPITAL VALUE	626	Units	6,355
VANGUARD DEVELOPED MRKTS INDEX INV	2,251	Units	30,540
VANGUARD EMERGING MARKETS STOCK INDEX	1,195	Units	39,584
VANGUARD ENERGY	3,980	Units	327,898
VANGUARD EUROPEAN STOCK INDEX	338	Units	13,427
VANGUARD GLOBAL EQUITY	1,565	Units	37,117
VANGUARD GROWTH INDEX	111	Units	3,688
VANGUARD INDEX TRUST SMALL CAP GROWTH	928	Units	18,567
VANGUARD INFLATION PROCTED SEC ADM CL	4,963	Units	121,344
VANGUARD INFLATION PROTECTED SECS	270	Units	3,365
VANGUARD INTERNATL VALUE PORTFOLIO	1,317	Units	55,269
VANGUARD INT'L GROWTH PORTFOLIO	795	Units	19,729
VANGUARD LONG-TERM BOND INDEX PORT	2,558	Units	29,795
VANGUARD LONG TERM INVMT GRADE INV	486	Units	4,401
VANGUARD MID CAP GRWTH INDX CL INVES	234	Units	5,961
VANGUARD MID CAP INDEX	2,307	Units	47,765
VANGUARD REIT INDEX FUND	388	Units	7,930
VANGUARD SMALL CAP STOCK INDEX TRUST	1,381	Units	44,980
VANGUARD STRATEGIC SMALL CAP EQ INVT	2,920	Units	56,442
VANGUARD TARGET RET 2015 FD INVESTOR CL	2,306	Units	30,120
VANGUARD TOTAL INTL STOCK INDEX FUND	6,304	Units	125,383
VANGUARD TOTAL STOCK MARKET	8,322	Units	294,256
VANGUARD VALUE INDEX	501	Units	12,991
VANGUARD/WELLESLEY INCOME	1,390	Units	30,338
VANGUARD WELLINGTON FUND	460	Units	14,997
VANGUARD WINDSOR II	2,506	Units	78,334
VAN KAMPEN COMSTOCK CLASS C	1,834	Units	32,083
VAN KAMPEN REAL ESTATE SEC CLASS C	1,170	Units	22,219
VAN WAGONER EMERGING GROWTH FUND	2,111	Units	8,951

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VAN WAGONER SMALL CAP GROWTH	1,072	Units	9,400
WASATCH EMERGING MARKETS SMALL CAP FD	1,167	Units	2,288
WASATCH GLOBAL SCIENCE & TECHNOLOGY	1,939	Units	29,592
WASATCH INTERNATIONAL GROWTH	446	Units	8,906
WASATCH ULTRA GROWTH	627	Units	15,143
WELLS FARGO ASIA PACIFIC FD-INVESTOR	2,921	Units	39,224
WELLS FARGO MID CAP DISCIPLINED FD-INVES	211	Units	4,129
WESTCORE PLUS BOND FUND	1,525	Units	16,087
WESTERN ASSET CORE PLUS INSTITUTIONAL	1,277	Units	13,013
WESTPORT SELECT CAP CLASS I	1,290	Units	30,697
WILLIAM BLAIR VALUE DISCOVERY CLASS N	893	Units	10,102
WINTERGREEN FUND	11,611	Units	169,398
WRIGHT INTERNATIONAL BLUE CHIP	439	Units	9,858
YACKTMAN FOCUSED FD	2,226	Units	31,164
Total Registered Investment Companies			\$ 30,916,663
Net Assets Pending Settlement			\$ (251,525)
TOTAL INVESTMENTS			\$ 3,186,107,355

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS ACQUIRED AND DISPOSED IN 2007

	Number of		FAIR
	SHARES/UNITS		VALUE
AEP STOCK FUND:			
American Electric Power Company, Inc. Common Stock \$6.50 par value	(1,902,102)	Shares	\$ 88,447,560
TOTAL - AEP STOCK FUND			\$ 88,447,560

* Transactions are recorded on the trade date. Negative units represent unsettled sale transactions.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

EXHIBIT INDEX

Exhibit Number	Description
23	Consent of Independent Registered Public Accounting Firm

EXHIBIT 23

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

American Electric Power Company, Inc.:

We consent to the incorporation by reference in Registration Statements No. 333-128043 and 333-39402 on Form S-8 and Post-Effective Amendment No. 3 to Registration Statement No. 33-01052 of American Electric Power System Retirement Savings Plan on Form S-8 of our report dated June 30, 2008 appearing in this Annual Report on Form 11-K of American Electric Power System Retirement Savings Plan for the year ended December 31, 2007.

/s/ DELOITTE & TOUCHE LLP
DELOITTE & TOUCHE LLP
Columbus, Ohio
June 30, 2008