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EDWARDS A G INC
Form 13F-HR
May 14, 2007

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2007

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

Institutional Investment Manager Filing this Report:

Name: A.G. Edwards, Inc.
Address: One North Jefferson
St. Louis, MO 63103

Form 13F File Number: 28-4192

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Joseph G. Porter
Assistant Treasurer
314-955-3462

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 05/14/07
[Signature] [City, State] [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 413

Form 13F Information Table Value Total: \$8,674,718
(thousands)

List of Other Included Managers:

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

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-----|----------------------|---------------------------------|
| 1 | 28-3548 | A.G. Edwards & Sons, Inc. |
| 2 | 28-6731 | A.G. Edwards Trust Company FSB |
| 3 | 28-11624 | Gallatin Asset Management, Inc. |

| NAME OF ISSUER | -TITLE OF CLASS- | --CUSIP-- | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | -M |
|----------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----|
| D AFLAC INC | COM | 001055102 | 1048 | 22279 | | | DEFINED | 01 |
| D AT&T INC | COM | 00206R102 | 5315 | 134787 | | | DEFINED | 01 |
| D ABBOTT LABORATORIES | COM | 002824100 | 5719 | 102485 | | | DEFINED | 01 |
| D ADESA INCORPORATED | COM | 00686U104 | 26128 | 945657 | | | DEFINED | 01 |
| D AETNA INC NEW | COM | 00817Y108 | 652 | 14895 | | | DEFINED | 01 |
| D AFFILIATED MANAGERS | COM | 008252108 | 7486 | 69095 | | | DEFINED | 01 |
| D ALCOA INC | COM | 013817101 | 806 | 23774 | | | DEFINED | 01 |
| D ALEXANDRIA REAL ESTATE | COM | 015271109 | 6309 | 62863 | | | DEFINED | 01 |
| D ALLERGAN INC | COM | 018490102 | 407 | 3672 | | | DEFINED | 01 |
| D ALLIANCEBERNSTEIN | COM | 01881G106 | 323 | 3655 | | | DEFINED | 01 |
| D ALLIED CAPITAL | COM | 01903Q108 | 586 | 20338 | | | DEFINED | 01 |
| D ALLSTATE CORP | COM | 020002101 | 1986 | 33064 | | | DEFINED | 01 |
| D ALLTEL CORP | COM | 020039103 | 515 | 8305 | | | DEFINED | 01 |
| D ALTRIA GROUP INC | COM | 02209S103 | 1628 | 24707 | | | DEFINED | 01 |
| D AMBASSADORS GROUP INC | COM | 023177108 | 5574 | 167687 | | | DEFINED | 01 |
| D AMEREN CORPORATION | COM | 023608102 | 865 | 17191 | | | DEFINED | 01 |
| D AMERN CAP STRATEGIES | COM | 024937104 | 467 | 10530 | | | DEFINED | 01 |
| D AMERICAN EXPRESS COMPANY | COM | 025816109 | 32370 | 573930 | | | DEFINED | 01 |
| D AMERICAN FINANCIAL GROUP | COM | 025932104 | 334 | 9812 | | | DEFINED | 01 |
| D AMERICAN INTERNATIONAL | COM | 026874107 | 2549 | 37916 | | | DEFINED | 01 |
| D AMERIPRISE FINANCIAL INC | COM | 03076C106 | 1160 | 20307 | | | DEFINED | 01 |
| D AMGEN INC | COM | 031162100 | 2540 | 45448 | | | DEFINED | 01 |
| D ANADARKO PETROLEUM CORP | COM | 032511107 | 814 | 18941 | | | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D ANHEUSER BUSCH COMPANIES | COM | 035229103 | 65729 | 1302594 | DEFINED | 01 |
| D ANNALY CAPITAL | COM | 035710409 | 17718 | 1144569 | DEFINED | 01 |
| D APACHE CORP | COM | 037411105 | 6402 | 90546 | DEFINED | 01 |
| D APOLLO GROUP INC CL A | COM | 037604105 | 249 | 5671 | DEFINED | 01 |
| D APOLLO INVESTMENT CORP | COM | 03761U106 | 25360 | 1185061 | DEFINED | 01 |
| D APPLE INC | COM | 037833100 | 257 | 2771 | DEFINED | 01 |
| D APPLIED MATERIALS INC | COM | 038222105 | 295 | 16089 | DEFINED | 01 |
| D ATMOS ENERGY CORP | COM | 049560105 | 6521 | 208457 | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSNG | COM | 053015103 | 16931 | 389443 | DEFINED | 01 |
| D AVERY DENNISON CORP | COM | 053611109 | 29768 | 463236 | DEFINED | 01 |
| D AVON PRODUCTS INC | COM | 054303102 | 7928 | 212782 | DEFINED | 01 |
| D BB&T CORP | COM | 054937107 | 492 | 11988 | DEFINED | 01 |
| D BP PLC | COM | 055622104 | 27321 | 421941 | DEFINED | 01 |
| D BAKER HUGHES INC | COM | 057224107 | 587 | 8881 | DEFINED | 01 |
| D BALDOR ELECTRIC COMPANY | COM | 057741100 | 211 | 5582 | DEFINED | 01 |
| D BANK OF AMERICA CORP | COM | 060505104 | 8564 | 167846 | DEFINED | 01 |
| D BARCLAYS BANK PLC | PRE | 06738C778 | 9970 | 196180 | DEFINED | 01 |
| D BAXTER INTERNATIONAL INC | COM | 071813109 | 402 | 7631 | DEFINED | 01 |
| D BECTON DICKINSON & | COM | 075887109 | 1833 | 23835 | DEFINED | 01 |
| D BED BATH & BEYOND INC | COM | 075896100 | 1723 | 42893 | DEFINED | 01 |
| D BEMIS COMPANY INC | COM | 081437105 | 409 | 12251 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC | COM | 084670108 | 327 | 3 | DEFINED | 02 |
| D BERKSHIRE HATHAWAY INC | COM | 084670207 | 53563 | 14715 | DEFINED | 01 |
| D BIOENVISION INC | COM | 09059N100 | 99 | 24255 | DEFINED | 01 |
| D BOEING COMPANY | COM | 097023105 | 771 | 8668 | DEFINED | 01 |
| D BOSTON SCIENTIFIC CORP | COM | 101137107 | 188 | 12946 | DEFINED | 01 |
| D BRISTOL MYERS SQUIBB | COM | 110122108 | 998 | 35941 | DEFINED | 01 |
| D BROWN & BROWN INC | COM | 115236101 | 4070 | 150455 | DEFINED | 01 |
| D BURLINGTON NTHRN SANTA | COM | 12189T104 | 9757 | 121306 | DEFINED | 01 |
| D CBL & ASSOC PPTYS INC | COM | 124830100 | 6368 | 142016 | DEFINED | 01 |
| D C P I CORP | COM | 125902106 | 5159 | 98250 | DEFINED | 01 |
| D CADBURY SCHWEPPEES PLC | COM | 127209302 | 61210 | 1191551 | DEFINED | 01 |
| D CALIFORNIA PIZZA | COM | 13054D109 | 3844 | 116886 | DEFINED | 03 |
| D CAMPBELL SOUP COMPANY | COM | 134429109 | 814 | 20901 | DEFINED | 01 |
| D CANADIAN IMPERIAL BANK | COM | 136069101 | 347 | 4001 | DEFINED | 01 |
| D CANADIAN NATURAL | COM | 136385101 | 927 | 16801 | DEFINED | 01 |
| D CAPITAL ONE FINL CORP | COM | 14040H105 | 582 | 7718 | DEFINED | 01 |
| D CARDINAL HEALTH INC | COM | 14149Y108 | 1182 | 16204 | DEFINED | 01 |
| D CASS INFORMATION | COM | 14808P109 | 1229 | 36401 | DEFINED | 01 |
| D CATERPILLAR INC | COM | 149123101 | 1372 | 20468 | DEFINED | 01 |
| D CELL GENESYS INC | COM | 150921104 | 194 | 46130 | DEFINED | 01 |
| D CEMEX S A B DE CV SPONS | COM | 151290889 | 1002 | 30596 | DEFINED | 01 |
| D CHESAPEAKE ENERGY CORP | COM | 165167107 | 207 | 6691 | DEFINED | 01 |
| D CHEVRON CORP | COM | 166764100 | 75224 | 1017096 | DEFINED | 01 |
| D CHICO'S FAS INC | COM | 168615102 | 231 | 9460 | DEFINED | 01 |
| D CINCINNATI | COM | 172062101 | 6349 | 149736 | DEFINED | 01 |
| D CISCO SYSTEMS INC | COM | 17275R102 | 6288 | 246301 | DEFINED | 01 |
| D CITIGROUP INC | COM | 172967101 | 4632 | 90217 | DEFINED | 01 |
| D CLEAR CHANNEL | COM | 184502102 | 212 | 6052 | DEFINED | 01 |
| D CLOROX COMPANY | COM | 189054109 | 307 | 4815 | DEFINED | 01 |
| D COCA-COLA COMPANY | COM | 191216100 | 5783 | 120473 | DEFINED | 01 |
| D COLE KENNETH PRODCNTNS A | COM | 193294105 | 7640 | 297618 | DEFINED | 01 |
| D COLGATE-PALMOLIVE | COM | 194162103 | 9084 | 136011 | DEFINED | 01 |
| D COMCAST CORP CLASS A NEW | COM | 20030N101 | 417 | 16052 | DEFINED | 01 |
| D COMCAST CORP NEW CLASS A | COM | 20030N200 | 1365 | 53592 | DEFINED | 01 |
| D COMMERCE BANCORP INC | COM | 200519106 | 5926 | 177525 | DEFINED | 01 |
| D COMMERCE BANCSHARES INC | COM | 200525103 | 6158 | 127466 | DEFINED | 01 |
| D COMPASS BANCSHARES INC | COM | 20449H109 | 924 | 13424 | DEFINED | 01 |
| D CONAGRA FOODS INC | COM | 205887102 | 298 | 11984 | DEFINED | 01 |
| D CONOCOPHILLIPS | COM | 20825C104 | 10974 | 160551 | DEFINED | 01 |
| D CONSOL ENERGY INC | COM | 20854P109 | 228 | 5819 | DEFINED | 01 |
| D CONSOLIDATED EDISON INC | COM | 209115104 | 2268 | 44421 | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|--------|---------|----|
| D CORNING INC | COM | 219350105 | 276 | 12133 | DEFINED | 01 |
| D CORPORATE OFFICE | COM | 22002T108 | 6120 | 133978 | DEFINED | 01 |
| D DANAHER CORP | COM | 235851102 | 303 | 4234 | DEFINED | 01 |
| D DEAN FOODS COMPANY NEW | COM | 242370104 | 329 | 7041 | DEFINED | 01 |
| D DEERE & COMPANY | COM | 244199105 | 653 | 6011 | DEFINED | 01 |
| D DELTA & PINE LAND | COM | 247357106 | 5134 | 124623 | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL | COM | 249030107 | 385 | 11761 | DEFINED | 01 |
| D DEVELOPERS DIVERSIFIED | COM | 251591103 | 6705 | 106594 | DEFINED | 01 |
| D DEVON ENERGY CORPORATION | COM | 25179M103 | 404 | 5837 | DEFINED | 01 |
| D DIAGEO PLC NEW SPN ADR | COM | 25243Q205 | 67911 | 838926 | DEFINED | 01 |
| D DIRECTV GROUP INC | COM | 25459L106 | 222 | 9606 | DEFINED | 01 |
| D DISNEY WALT COMPANY | COM | 254687106 | 606 | 17613 | DEFINED | 01 |
| D DOMINION RES INC VA NEW | COM | 25746U109 | 2688 | 30279 | DEFINED | 01 |
| D DONALDSON COMPANY INC | COM | 257651109 | 892 | 24711 | DEFINED | 01 |
| D DOVER CORP COMMON | COM | 260003108 | 203 | 4153 | DEFINED | 01 |
| D DOW CHEMICAL COMPANY | COM | 260543103 | 1054 | 22989 | DEFINED | 01 |
| D DU PONT E.I.DE NEMOUR | COM | 263534109 | 1276 | 25825 | DEFINED | 01 |
| D DUKE ENERGY CORP NEW | COM | 26441C105 | 310 | 15300 | DEFINED | 01 |
| D E M C CORP MASS | COM | 268648102 | 418 | 30146 | DEFINED | 01 |
| D ENSCO INTL INC | COM | 26874Q100 | 329 | 6040 | DEFINED | 01 |
| D EOG RESOURCES INC | COM | 26875P101 | 350 | 4914 | DEFINED | 01 |
| D EATON CORP | COM | 278058102 | 828 | 9906 | DEFINED | 02 |
| D EATON VANCE CORP | COM | 278265103 | 7518 | 210956 | DEFINED | 01 |
| D A G EDWARDS INC | COM | 281760108 | 4594 | 66407 | DEFINED | 01 |
| D EMERSON ELECTRIC COMPANY | COM | 291011104 | 27495 | 638095 | DEFINED | 01 |
| D ENCANA CORP | COM | 292505104 | 1283 | 25340 | DEFINED | 01 |
| D ENERGEN CORPORATION | COM | 29265N108 | 7501 | 147398 | DEFINED | 01 |
| D ENERGY TRANSFER PARTNERS | COM | 29273R109 | 537 | 9215 | DEFINED | 01 |
| D ENERPLUS RESOURCES FUND | COM | 29274D604 | 14372 | 340403 | DEFINED | 01 |
| D ENTERCOM COMMNS CORP | COM | 293639100 | 620 | 21988 | DEFINED | 01 |
| D EQUITABLE RESOURCES INC | COM | 294549100 | 532 | 11008 | DEFINED | 01 |
| D EXELON CORPORATION | COM | 30161N101 | 687 | 9995 | DEFINED | 01 |
| D EXPEDITORS INTERNATIONAL | COM | 302130109 | 1016 | 24579 | DEFINED | 01 |
| D EXXON MOBIL CORP | COM | 30231G102 | 72313 | 958419 | DEFINED | 01 |
| D FPL GROUP INC | COM | 302571104 | 9301 | 152054 | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS | COM | 303075105 | 1954 | 31088 | DEFINED | 01 |
| D FEDL HOME LOAN MTG CORP | COM | 313400301 | 468 | 7868 | DEFINED | 01 |
| D FANNIE MAE | COM | 313586109 | 1220 | 22358 | DEFINED | 01 |
| D FEDEX CORPORATION | COM | 31428X106 | 2651 | 24678 | DEFINED | 01 |
| D FIFTH THIRD BANCORP | COM | 316773100 | 910 | 23517 | DEFINED | 01 |
| D FINANCIAL FED CORP | COM | 317492106 | 18548 | 704702 | DEFINED | 01 |
| D FINISAR CORP | COM | 31787A101 | 53 | 15000 | DEFINED | 01 |
| D FIRST DATA CORP | COM | 319963104 | 7415 | 275663 | DEFINED | 01 |
| D FISERV INC | COM | 337738108 | 1792 | 33764 | DEFINED | 01 |
| D FIRSTENERGY CORP | COM | 337932107 | 281 | 4243 | DEFINED | 01 |
| D FORTUNE BRANDS INC | COM | 349631101 | 1876 | 23795 | DEFINED | 01 |
| D FORWARD AIR CORP | COM | 349853101 | 6314 | 192035 | DEFINED | 01 |
| D FRANKLIN RESOURCES INC | COM | 354613101 | 6508 | 53860 | DEFINED | 01 |
| D FRIEDMAN BILLNGS RAMSEY | COM | 358434108 | 76 | 13699 | DEFINED | 01 |
| D GALLAHER GROUP PLC | COM | 363595109 | 386 | 4320 | DEFINED | 01 |
| D GANNETT COMPANY INC DE | COM | 364730101 | 588 | 10450 | DEFINED | 01 |
| D GENENTECH INC NEW | COM | 368710406 | 252 | 3072 | DEFINED | 01 |
| D GENERAL DYNAMICS | COM | 369550108 | 492 | 6440 | DEFINED | 01 |
| D GENERAL ELECTRIC COMPANY | COM | 369604103 | 32657 | 923562 | DEFINED | 01 |
| D GENERAL MILLS INC | COM | 370334104 | 1761 | 30256 | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP | COM | 376535100 | 8757 | 369805 | DEFINED | 01 |
| D GLADSTONE COMMERCIAL | COM | 376536108 | 3578 | 178436 | DEFINED | 01 |
| D GLAXOSMITHKLINE PLC | COM | 37733W105 | 19074 | 345161 | DEFINED | 01 |
| D GOLDMAN SACHS GROUP INC | COM | 38141G104 | 526 | 2548 | DEFINED | 01 |
| D GOOGLE INC CLASS A | COM | 38259P508 | 597 | 1304 | DEFINED | 01 |
| D GRAINGER W W INC | COM | 384802104 | 3172 | 41070 | DEFINED | 01 |
| D H&Q HEALTHCARE INVESTORS | COM | 404052102 | 259 | 15152 | DEFINED | 01 |

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|----------------------------|-----|-----------|--------|---------|---------|----|
| D HARLEY DAVIDSON INC | COM | 412822108 | 11092 | 188805 | DEFINED | 01 |
| D HARMAN INTERNATIONAL | COM | 413086109 | 743 | 7736 | DEFINED | 01 |
| D HARTFORD FINL SVCS GROUP | COM | 416515104 | 758 | 7930 | DEFINED | 01 |
| D HEALTH CARE REIT INC | COM | 42217K106 | 239 | 5456 | DEFINED | 01 |
| D HEARST ARGYLE | COM | 422317107 | 748 | 27494 | DEFINED | 01 |
| D HEARTLAND EXPRESS INC | COM | 422347104 | 2942 | 185265 | DEFINED | 01 |
| D HEINZ HJ COMPANY | COM | 423074103 | 1922 | 40796 | DEFINED | 01 |
| D HENRY JACK & ASSOC INC | COM | 426281101 | 2855 | 118716 | DEFINED | 01 |
| D HERSHEY COMPANY | COM | 427866108 | 31626 | 578591 | DEFINED | 01 |
| D HEWLETT-PACKARD COMPANY | COM | 428236103 | 450 | 11211 | DEFINED | 01 |
| D HIBBETT SPORTS INC | COM | 428567101 | 1330 | 46510 | DEFINED | 01 |
| D HILLENBRAND IND INC | COM | 431573104 | 574 | 9671 | DEFINED | 01 |
| D HILTON HOTELS CORP | COM | 432848109 | 1604 | 44610 | DEFINED | 01 |
| D HOME DEPOT INC | COM | 437076102 | 25055 | 681951 | DEFINED | 01 |
| D HONDA MOTOR LTD NEW | COM | 438128308 | 549 | 15731 | DEFINED | 01 |
| D HONEYWELL INTL INC | COM | 438516106 | 938 | 20372 | DEFINED | 01 |
| D ISTAR FINANCIAL INC | COM | 45031U101 | 23569 | 503296 | DEFINED | 01 |
| D ITT CORP | COM | 450911102 | 278 | 4616 | DEFINED | 01 |
| D ILLINOIS TOOL WORKS INC | COM | 452308109 | 40049 | 776136 | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW | COM | 453038408 | 1670 | 45001 | DEFINED | 01 |
| D INERGY | COM | 456615103 | 248 | 7601 | DEFINED | 01 |
| D INFOSYS TECHNOLOGY | COM | 456788108 | 1947 | 38752 | DEFINED | 01 |
| D INTEL CORP | COM | 458140100 | 3725 | 194722 | DEFINED | 01 |
| D INTEGRYS ENERGY GROUP | COM | 45822P105 | 235 | 4228 | DEFINED | 02 |
| D INTERNATIONAL BUSINESS | COM | 459200101 | 9654 | 102417 | DEFINED | 01 |
| D INTL FLAVOR & FRAGRANCES | COM | 459506101 | 263 | 5576 | DEFINED | 01 |
| D IRON MOUNTAIN INC DE | COM | 462846106 | 3622 | 138628 | DEFINED | 02 |
| D ISHARES INC | COM | 464286103 | 32764 | 1262564 | DEFINED | 01 |
| D ISHARES INC | COM | 464286202 | 1076 | 27683 | DEFINED | 01 |
| D ISHARES INC | COM | 464286673 | 31939 | 2581998 | DEFINED | 01 |
| D ISHARES INC | COM | 464286699 | 31020 | 1288726 | DEFINED | 01 |
| D ISHARES MSCI SWEDEN | COM | 464286756 | 961 | 28661 | DEFINED | 01 |
| D ISHARES INC | COM | 464286764 | 31836 | 564261 | DEFINED | 01 |
| D ISHARES INC | COM | 464286772 | 1023 | 20222 | DEFINED | 01 |
| D ISHARES MSCI NETHRLANDS | COM | 464286814 | 32503 | 1144861 | DEFINED | 01 |
| D ISHARES INC | COM | 464286822 | 32169 | 591780 | DEFINED | 01 |
| D ISHARES INC MSCI JAPAN | COM | 464286848 | 30805 | 2114261 | DEFINED | 01 |
| D ISHARES MSCI HONG KONG | COM | 464286871 | 29674 | 1847703 | DEFINED | 01 |
| D ISHARES DOW JONES | COM | 464287168 | 3577 | 50064 | DEFINED | 01 |
| D ISHARES TR | COM | 464287176 | 9264 | 91685 | DEFINED | 01 |
| D ISHARES TRUST FTSE* | COM | 464287184 | 348 | 3401 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287192 | 1105 | 12841 | DEFINED | 01 |
| D ISHARES TR | COM | 464287200 | 975648 | 6854349 | DEFINED | 01 |
| D ISHARES LEHMAN AGGREGAT | COM | 464287226 | 17029 | 169846 | DEFINED | 01 |
| D ISHARES TR MSCI | COM | 464287234 | 2377 | 20405 | DEFINED | 01 |
| D ISHARES IBOXX | COM | 464287242 | 265994 | 2479664 | DEFINED | 01 |
| D ISHARES TR S&P GLOBAL* | COM | 464287275 | 284 | 4326 | DEFINED | 01 |
| D ISHARES S&P 500 GROWTH | COM | 464287309 | 142146 | 2199383 | DEFINED | 01 |
| D ISHARES TRUST* | COM | 464287333 | 461 | 5151 | DEFINED | 01 |
| D ISHARES TR | COM | 464287341 | 218 | 1957 | DEFINED | 01 |
| D ISHARES TR | COM | 464287390 | 1019 | 5716 | DEFINED | 01 |
| D ISHARES S&P 500 VALUE | COM | 464287408 | 145729 | 1877951 | DEFINED | 01 |
| D ISHARES TR 20+ TREAS | COM | 464287432 | 12864 | 145714 | DEFINED | 01 |
| D ISHARES TR 7 10YR TREAS | COM | 464287440 | 52289 | 629311 | DEFINED | 01 |
| D ISHARES TR 1 3 YR TREAS | COM | 464287457 | 144595 | 1797106 | DEFINED | 01 |
| D I SHARES TRUST MSCI | COM | 464287465 | 492531 | 6458576 | DEFINED | 01 |
| D ISHARES TR | COM | 464287473 | 480 | 3131 | DEFINED | 01 |
| D ISHARES TR | COM | 464287499 | 286 | 2745 | DEFINED | 01 |
| D ISHARES TR | COM | 464287507 | 71591 | 846235 | DEFINED | 01 |
| D ISHARES TR | COM | 464287549 | 4603 | 89857 | DEFINED | 01 |
| D ISHARES TR | COM | 464287564 | 1129 | 10943 | DEFINED | 01 |
| D ISHARES TR | COM | 464287580 | 5477 | 80196 | DEFINED | 01 |

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| D ISHARES TR | COM | 464287598 | 427 | 5141 | DEFINED | 01 |
| D ISHARES S&P MIDCAP 400 | COM | 464287606 | 317948 | 3779248 | DEFINED | 01 |
| D ISHARES TR | COM | 464287630 | 626 | 7726 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287655 | 217 | 2725 | DEFINED | 01 |
| D ISHARES TR | COM | 464287697 | 99107 | 1020562 | DEFINED | 01 |
| D ISHARES S&P MIDCAP 400 | COM | 464287705 | 317958 | 3806510 | DEFINED | 01 |
| D ISHARES TR | COM | 464287713 | 155770 | 5005469 | DEFINED | 01 |
| D ISHARES TR | COM | 464287721 | 13176 | 244221 | DEFINED | 03 |
| D ISHARES TR DOW JONES US | COM | 464287739 | 1846 | 21654 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287754 | 13094 | 195986 | DEFINED | 03 |
| D ISHARES TR DOW JONES US | COM | 464287762 | 268937 | 4031431 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287770 | 996 | 7792 | DEFINED | 01 |
| D ISHARES TR | COM | 464287788 | 20172 | 176934 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287796 | 9737 | 93289 | DEFINED | 01 |
| D ISHARES TR | COM | 464287804 | 19022 | 280104 | DEFINED | 01 |
| D ISHARES TR | COM | 464287812 | 20192 | 334971 | DEFINED | 01 |
| D ISHARES TR | COM | 464287838 | 1243 | 19344 | DEFINED | 01 |
| D ISHARES S&P SMALLCAP | COM | 464287879 | 19510 | 254342 | DEFINED | 01 |
| D ISHARES S&P SMALLCAP | COM | 464287887 | 19514 | 146064 | DEFINED | 01 |
| D JPMORGAN CHASE & | COM | 46625H100 | 2659 | 54954 | DEFINED | 01 |
| D JABIL CIRCUIT INC | COM | 466313103 | 332 | 15504 | DEFINED | 01 |
| D JOHNSON & JOHNSON | COM | 478160104 | 73168 | 1214198 | DEFINED | 01 |
| D JOHNSON CONTROLS INC | COM | 478366107 | 234 | 2469 | DEFINED | 01 |
| D KELLOGG COMPANY | COM | 487836108 | 1506 | 29282 | DEFINED | 01 |
| D KIMBERLY-CLARK CORP | COM | 494368103 | 1906 | 27829 | DEFINED | 01 |
| D KIMCO REALTY CORP | COM | 49446R109 | 7027 | 144176 | DEFINED | 01 |
| D KOHL'S CORP | COM | 500255104 | 2206 | 28791 | DEFINED | 01 |
| D KRAFT FOODS CL A | COM | 50075N104 | 6423 | 202865 | DEFINED | 01 |
| D LACLEDE GROUP INC | COM | 505597104 | 257 | 8262 | DEFINED | 01 |
| D LANDAUER INC | COM | 51476K103 | 6434 | 127465 | DEFINED | 01 |
| D LANDSTAR SYSTEM INC | COM | 515098101 | 350 | 7644 | DEFINED | 01 |
| D LAS VEGAS SANDS CORP | COM | 517834107 | 302 | 3491 | DEFINED | 01 |
| D LEGGETT&PLATT INC COM | COM | 524660107 | 6010 | 265101 | DEFINED | 01 |
| D LEGG MASON INC | COM | 524901105 | 244 | 2590 | DEFINED | 01 |
| D LEHMAN BROTHERS HOLDINGS | COM | 524908100 | 646 | 9224 | DEFINED | 01 |
| D LIBERTY MEDIA HOLDING | COM | 53071M104 | 226 | 9492 | DEFINED | 01 |
| D LIBERTY MEDIA HOLDING | COM | 53071M302 | 443 | 4010 | DEFINED | 01 |
| D LILLY ELI & COMPANY | COM | 532457108 | 13641 | 253982 | DEFINED | 01 |
| D LINCOLN NATIONAL CORP | COM | 534187109 | 1219 | 17977 | DEFINED | 01 |
| D LOCKHEED MARTIN CORP | COM | 539830109 | 265 | 2729 | DEFINED | 01 |
| D LONGS DRUG STORES CORP | COM | 543162101 | 305 | 5900 | DEFINED | 01 |
| D LOWES COMPANIES INC | COM | 548661107 | 23997 | 762053 | DEFINED | 01 |
| D LYDALL INC | COM | 550819106 | 412 | 25920 | DEFINED | 02 |
| D MDU RESOURCES GROUP INC | COM | 552690109 | 7332 | 255104 | DEFINED | 01 |
| D MARATHON OIL CORP | COM | 565849106 | 638 | 6458 | DEFINED | 01 |
| D MARKEL CORP | COM | 570535104 | 31158 | 64266 | DEFINED | 02 |
| D MARKWEST ENERGY PARTNERS | COM | 570759100 | 327 | 9220 | DEFINED | 01 |
| D MCDONALDS CORP | COM | 580135101 | 15928 | 353561 | DEFINED | 01 |
| D MCGRAW-HILL COMPANIES | COM | 580645109 | 434 | 6908 | DEFINED | 01 |
| D MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 565 | 7784 | DEFINED | 01 |
| D MEDICAL ACTION INDS INC | COM | 58449L100 | 5746 | 240436 | DEFINED | 03 |
| D MEDTRONIC INC | COM | 585055106 | 2603 | 53053 | DEFINED | 01 |
| D MERCK & COMPANY INC | COM | 589331107 | 7328 | 165900 | DEFINED | 01 |
| D MERCURY GENERAL CORP NEW | COM | 589400100 | 27076 | 510486 | DEFINED | 01 |
| D MERRILL LYNCH & | COM | 590188108 | 346 | 4237 | DEFINED | 01 |
| D MICROSOFT CORP | COM | 594918104 | 69134 | 2480600 | DEFINED | 01 |
| D MIDCAP SPDR TR | COM | 595635103 | 13617 | 88098 | DEFINED | 01 |
| D MONSANTO COMPANY NEW | COM | 61166W101 | 940 | 17102 | DEFINED | 01 |
| D MORGAN STANLEY | COM | 617446448 | 861 | 10936 | DEFINED | 01 |
| D NYSE GROUP INC | COM | 62949W103 | 396 | 4229 | DEFINED | 01 |
| D NASDAQ STOCK MARKET INC | COM | 631103108 | 384 | 13050 | DEFINED | 01 |
| D NATIONAL CITY CORP | COM | 635405103 | 383 | 10274 | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D NATIONAL FUEL GAS | COM | 636180101 | 457 | 10554 | DEFINED | 01 |
| D NATIONWIDE FINANCIAL | COM | 638612101 | 306 | 5687 | DEFINED | 01 |
| D NEWELL RUBBERMAID INC | COM | 651229106 | 424 | 13650 | DEFINED | 01 |
| D NOKIA CORPORATION | COM | 654902204 | 906 | 39541 | DEFINED | 01 |
| D NORDSTROM INC | COM | 655664100 | 1105 | 20878 | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP | COM | 655844108 | 7816 | 154458 | DEFINED | 01 |
| D NORTHERN TRUST CORP | COM | 665859104 | 376 | 6248 | DEFINED | 01 |
| D NORTHWESTERN CORPORATION | COM | 668074305 | 21693 | 612271 | DEFINED | 01 |
| D NOVARTIS AG | COM | 66987V109 | 11544 | 211317 | DEFINED | 01 |
| D OGE ENERGY CORP | COM | 670837103 | 242 | 6227 | DEFINED | 01 |
| D NUVEEN TAX ADVANTAGED | COM | 67090H102 | 226 | 8406 | DEFINED | 01 |
| D OCCIDENTAL PETRO CORP | COM | 674599105 | 1185 | 24035 | DEFINED | 01 |
| D ONEOK PARTNERS | COM | 68268N103 | 496 | 7341 | DEFINED | 01 |
| D ORACLE CORP | COM | 68389X105 | 625 | 34500 | DEFINED | 01 |
| D O REILLY AUTOMOTIVE INC | COM | 686091109 | 1059 | 32006 | DEFINED | 01 |
| D ORMAT TECHNOLOGIES INC | COM | 686688102 | 5245 | 125000 | DEFINED | 01 |
| D PNC FINANCIAL SERVICES | COM | 693475105 | 531 | 7374 | DEFINED | 01 |
| D PPL CORP | COM | 69351T106 | 258 | 6303 | DEFINED | 01 |
| D PATTERSON COMPANIES INC | COM | 703395103 | 13385 | 377154 | DEFINED | 02 |
| D PAYCHEX INC | COM | 704326107 | 6230 | 164518 | DEFINED | 01 |
| D PEABODY ENERGY CORP | COM | 704549104 | 306 | 7594 | DEFINED | 01 |
| D PENNEY J C COMPANY INC | COM | 708160106 | 1793 | 21827 | DEFINED | 01 |
| D PEPSI BOTTLING GROUP INC | COM | 713409100 | 221 | 6935 | DEFINED | 01 |
| D PEPSICO INC | COM | 713448108 | 71990 | 1132632 | DEFINED | 01 |
| D PFIZER INCORPORATED | COM | 717081103 | 60108 | 2379575 | DEFINED | 01 |
| D PIEDMONT NATURAL GAS | COM | 720186105 | 6349 | 240671 | DEFINED | 01 |
| D PITNEY BOWES INC | COM | 724479100 | 210 | 4623 | DEFINED | 01 |
| D PLUM CREEK TIMBER | COM | 729251108 | 17401 | 441427 | DEFINED | 01 |
| D POLARIS INDUSTRIES INC | COM | 731068102 | 6329 | 131909 | DEFINED | 01 |
| D POWERSHARES EXCHANGE | COM | 73935X575 | 271 | 14477 | DEFINED | 01 |
| D POWERSHARES EXCHANGE | COM | 73935X625 | 273 | 13000 | DEFINED | 01 |
| D POWERSHARES EXCHANGE | COM | 73935X856 | 516 | 28739 | DEFINED | 01 |
| D PRAXAIR INC | COM | 74005P104 | 6639 | 105456 | DEFINED | 01 |
| D PROCTER & GAMBLE COMPANY | COM | 742718109 | 29667 | 469706 | DEFINED | 01 |
| D PROGRESS ENERGY INC | COM | 743263105 | 333 | 6600 | DEFINED | 01 |
| D PROSHARES TRUST | COM | 74347R883 | 604 | 10360 | DEFINED | 01 |
| D PRUDENTIAL FINANCIAL INC | COM | 744320102 | 2495 | 27637 | DEFINED | 01 |
| D QUALCOMM INC | COM | 747525103 | 247 | 5781 | DEFINED | 01 |
| D QUEST DIAGNOSTICS INC | COM | 74834L100 | 17875 | 358436 | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW | COM | 751028101 | 1697 | 26386 | DEFINED | 01 |
| D RAYONIER INC | COM | 754907103 | 26178 | 608802 | DEFINED | 01 |
| D REALTY INCOME CORP | COM | 756109104 | 4108 | 145686 | DEFINED | 01 |
| D REGIONS FINANCIAL | COM | 7591EP100 | 595 | 16821 | DEFINED | 01 |
| D RESMED INC | COM | 761152107 | 1246 | 24728 | DEFINED | 01 |
| D ROBERT HALF INTL INC | COM | 770323103 | 241 | 6509 | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC | COM | 773903109 | 1020 | 17030 | DEFINED | 01 |
| D ROCKWELL COLLINS INC DE | COM | 774341101 | 1490 | 22255 | DEFINED | 01 |
| D ROSS STORES INC | COM | 778296103 | 6897 | 200487 | DEFINED | 01 |
| D ROYAL BANK CANADA | COM | 780087102 | 356 | 7136 | DEFINED | 01 |
| D ROYAL DUTCH SHELL PLC | COM | 780259206 | 2232 | 33663 | DEFINED | 01 |
| D RUBY TUESDAY INC | COM | 781182100 | 877 | 30656 | DEFINED | 01 |
| D SLM CORP | COM | 78442P106 | 1866 | 45631 | DEFINED | 01 |
| D STANDARD & POORS | COM | 78462F103 | 71828 | 505832 | DEFINED | 01 |
| D ST MARY LAND & | COM | 792228108 | 5347 | 145786 | DEFINED | 01 |
| D SANOFI AVENTIS | COM | 80105N105 | 201 | 4624 | DEFINED | 01 |
| D SARA LEE CORP | COM | 803111103 | 324 | 19157 | DEFINED | 01 |
| D SCANA CORP NEW | COM | 80589M102 | 7042 | 163128 | DEFINED | 01 |
| D SCHERING PLOUGH CORP | COM | 806605101 | 1121 | 43960 | DEFINED | 01 |
| D SCHLUMBERGER LTD | COM | 806857108 | 939 | 13589 | DEFINED | 01 |
| D SCOTTS MIRACLE-GRO CO | COM | 810186106 | 5540 | 125819 | DEFINED | 01 |
| D SCRIPPS E W CO CL A NEW | COM | 811054204 | 2168 | 48519 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y100 | 3745 | 98429 | DEFINED | 01 |

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|----------------------------|-----|-----------|--------|----------|---------|----|
| D SECTOR SPDR TR SHS BEN | COM | 81369Y209 | 238819 | 7097146 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y308 | 399956 | 15007735 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y407 | 170109 | 4473016 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y506 | 243853 | 4045342 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y605 | 417109 | 11706675 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y704 | 314726 | 8853039 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y803 | 350743 | 15040450 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y886 | 5556 | 139939 | DEFINED | 01 |
| D SIGMA ALDRICH CORP | COM | 826552101 | 32430 | 781072 | DEFINED | 01 |
| D SIRIUS SATELLITE RADIO | COM | 82966U103 | 66 | 20535 | DEFINED | 01 |
| D SKYWEST INC | COM | 830879102 | 260 | 9708 | DEFINED | 01 |
| D SMITH & NEPHEW PLC NEW | COM | 83175M205 | 17842 | 281064 | DEFINED | 01 |
| D SNAP ON INC | COM | 833034101 | 17491 | 363629 | DEFINED | 01 |
| D SOURCE CAPITAL INC | COM | 836144105 | 1308 | 19676 | DEFINED | 01 |
| D SOUTH JERSEY IND INC | COM | 838518108 | 383 | 10072 | DEFINED | 01 |
| D SOUTHERN COMPANY | COM | 842587107 | 22697 | 619284 | DEFINED | 01 |
| D SPRINT NEXTEL CORP | COM | 852061100 | 598 | 31559 | DEFINED | 01 |
| D STAPLES INC | COM | 855030102 | 408 | 15794 | DEFINED | 01 |
| D STATE STREET CORP | COM | 857477103 | 7249 | 111947 | DEFINED | 01 |
| D STEEL DYNAMICS INC | COM | 858119100 | 357 | 8274 | DEFINED | 01 |
| D STORA ENSO CORP | COM | 86210M106 | 590 | 34143 | DEFINED | 01 |
| D STREETTRACKS GOLD TRUST | COM | 863307104 | 586 | 8916 | DEFINED | 01 |
| D STREETTRACKS SERIES TR | COM | 86330E604 | 13242 | 146403 | DEFINED | 01 |
| D STRYKER CORP | COM | 863667101 | 2640 | 39806 | DEFINED | 01 |
| D SYSCO CORPORATION | COM | 871829107 | 8093 | 239231 | DEFINED | 01 |
| D TCF FINANCIAL CORP | COM | 872275102 | 47832 | 1814565 | DEFINED | 01 |
| D TEPPCO PRTRNS UT INT | COM | 872384102 | 236 | 5308 | DEFINED | 01 |
| D TARGET CORP | COM | 87612E106 | 13683 | 230901 | DEFINED | 01 |
| D TEREX CORP NEW | COM | 880779103 | 268 | 3735 | DEFINED | 01 |
| D TEXAS INSTRUMENTS INC | COM | 882508104 | 1277 | 42417 | DEFINED | 01 |
| D 3M COMPANY | COM | 88579Y101 | 44101 | 577016 | DEFINED | 01 |
| D TIDEWATER INC | COM | 886423102 | 374 | 6380 | DEFINED | 01 |
| D TIME WARNER INC NEW | COM | 887317105 | 310 | 15716 | DEFINED | 01 |
| D TOYOTA MOTOR CORP | COM | 892331307 | 202 | 1580 | DEFINED | 01 |
| D TRANSCANADA CORP | COM | 89353D107 | 366 | 11001 | DEFINED | 01 |
| D TRIBUNE CO NEW 10/83 | COM | 896047107 | 1440 | 44840 | DEFINED | 01 |
| D TYCO INTERNATIONAL | COM | 902124106 | 19880 | 630102 | DEFINED | 01 |
| D U S BANCORP DE NEW | COM | 902973304 | 1728 | 49425 | DEFINED | 01 |
| D UNILEVER PLC | COM | 904767704 | 296 | 9853 | DEFINED | 01 |
| D UNION PACIFIC CORP | COM | 907818108 | 992 | 9772 | DEFINED | 01 |
| D UNITED PARCEL SERVICE | COM | 911312106 | 247 | 3525 | DEFINED | 01 |
| D UNITED TECHNOLOGIES CORP | COM | 913017109 | 11945 | 183767 | DEFINED | 01 |
| D UNITEDHEALTH GROUP INC | COM | 91324P102 | 1783 | 33659 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A108 | 4009 | 65610 | DEFINED | 03 |
| D VANGUARD WORLD FUNDS | COM | 92204A207 | 13061 | 198952 | DEFINED | 01 |
| D VANGUARD WORLD FUNDS | COM | 92204A306 | 11004 | 124818 | DEFINED | 01 |
| D VANGUARD WORLD FUNDS | COM | 92204A405 | 5895 | 92915 | DEFINED | 01 |
| D VANGUARD WORLD FUNDS | COM | 92204A603 | 12440 | 186228 | DEFINED | 01 |
| D VANGUARD WORLD FUNDS | COM | 92204A702 | 9017 | 172146 | DEFINED | 03 |
| D VANGUARD WORLD FUNDS | COM | 92204A876 | 650 | 7801 | DEFINED | 01 |
| D VARIAN MEDICAL SYSTEMS | COM | 92220P105 | 4489 | 94125 | DEFINED | 01 |
| D VECTREN CORP | COM | 92240G101 | 16292 | 569659 | DEFINED | 01 |
| D VANGUARD INDEX FUNDS | COM | 922908553 | 2615 | 32953 | DEFINED | 01 |
| D VERASUN ENERGY CORP | COM | 92336G106 | 215 | 10836 | DEFINED | 01 |
| D VERIZON COMMUNICATIONS | COM | 92343V104 | 3678 | 96982 | DEFINED | 01 |
| D WACHOVIA CORP NEW | COM | 929903102 | 4554 | 82729 | DEFINED | 01 |
| D WAL-MART STORES INC | COM | 931142103 | 51306 | 1092779 | DEFINED | 01 |
| D WALGREEN COMPANY | COM | 931422109 | 8029 | 174961 | DEFINED | 01 |
| D WASHINGTON MUTUAL INC | COM | 939322103 | 314 | 7773 | DEFINED | 01 |
| D WASTE MANAGEMENT INC DEL | COM | 94106L109 | 308 | 8952 | DEFINED | 01 |
| D WATERS CORP | COM | 941848103 | 32592 | 561927 | DEFINED | 02 |
| D WEIGHT WATCHERS | COM | 948626106 | 18328 | 397667 | DEFINED | 01 |

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|--------------------------|------------------|-----------|---------|---------|------------------|
| D WELLPOINT INC | COM | 94973V107 | 1948 | 24020 | DEFINED 01 |
| D WELLS FARGO & CO NEW | COM | 949746101 | 54352 | 1578636 | DEFINED 01 |
| D WESCO FINANCIAL CORP | COM | 950817106 | 4605 | 10011 | DEFINED 01 |
| D WESTAMERICA | COM | 957090103 | 19138 | 397309 | DEFINED 01 |
| D WESTERN UNION COMPANY | COM | 959802109 | 39755 | 1811167 | DEFINED 01 |
| D WHOLE FOODS MARKET INC | COM | 966837106 | 217 | 4833 | DEFINED 01 |
| D WILEY JOHN & SONS CL A | COM | 968223206 | 10005 | 264962 | DEFINED 01 |
| D WILMINGTON TRUST CORP | COM | 971807102 | 851 | 20178 | DEFINED 01 |
| D WYETH | COM | 983024100 | 3815 | 76257 | DEFINED 01 |
| D YM BIOSCIENCES INC | COM | 984238105 | 54 | 27695 | DEFINED 01 |
| D ZIMMER HOLDINGS INC | COM | 98956P102 | 858 | 10043 | DEFINED 01 |
| D ENDURANCE SPECIALTY | COM | G30397106 | 4298 | 120248 | DEFINED 01 |
| D INGERSOLL RAND COMPANY | COM | G4776G101 | 25197 | 580983 | DEFINED 01 |
| D NABORS INDUSTRIES LTD | COM | G6359F103 | 286 | 9653 | DEFINED 01 |
| D STEWART W P & CO LTD | COM | G84922106 | 8900 | 883765 | DEFINED 01 |
| D TRANSOCEAN INC | COM | G90078109 | 268 | 3277 | DEFINED 01 |
| D WHITE MOUNTAINS | COM | G9618E107 | 25189 | 44464 | DEFINED 01 |
| D WILLIS GROUP HOLDINGS | COM | G96655108 | 6823 | 172373 | DEFINED 01 |
| S REPORT SUMMARY | 413 DATA RECORDS | | 8674718 | | 3 OTHER MANAGERS |