

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label
Otherwise,
print
or type
See Specific
InstructionsThe Rees-Jones Foundation
5956 Sherry Lane #1603
Dallas, TX 75225A Employer identification number
20-5132900B Telephone number (see the instructions)
(214) 751-2977C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 326,271,998.J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants etc, received (att sch)

2 Cl ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

869,953.

869,953.

N/A

4 Dividends and interest from securities

6,774,350.

6,512,664.

5a Gross rents
b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-13,618,792.

b Gross sales price for all assets on line 6a 249647402.

7 Capital gain net income (from Part IV line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

88,502.

74,183.

12 Total. Add lines 1 through 11

-5,885,987.

7,456,800.

13 Compensation of officers, directors, trustees etc

192,006.

51,842.

141,857.

14 Other employee salaries and wages

422,802.

65,731.

357,576.

15 Pension plans, employee benefits

107,935.

19,156.

88,336.

16a Legal fees (attach schedule) See St 2

5,167.

982.

4,185.

b Accounting fees (attach sch) See St 3

35,260.

17,630.

17,630.

c Other prof fees (attach sch) See St 4

1,134,212.

1,021,052.

113,307.

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 5

52,301.

19 Depreciation (attach sch) and depletion

27,945.

5,310.

20 Occupancy

137,990.

26,218.

111,772.

21 Travel, conferences, and meetings

16,845.

3,201.

13,644.

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 6

890,061.

836,207.

51,429.

24 Total operating and administrative expenses. Add lines 13 through 23

3,022,524.

2,047,329.

899,736.

25 Contributions, gifts, grants paid Part XV

34,326,663.

17,086,668.

26 Total expenses and disbursements. Add lines 24 and 25

37,349,187.

2,047,329.

17,986,404.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-43,235,174.

b Net investment income (if negative, enter 0)

5,409,471.

c Adjusted net income (if negative, enter 0)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	43,262,937.	17,890,784.	17,890,784.
	3 Accounts receivable 702,339.			
	Less allowance for doubtful accounts	1,082,300.	702,339.	702,339.
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Statement 7	51,577,829.	65,320,015.	65,320,015.
	b Investments — corporate stock (attach schedule) Statement 8	141,774,985.	172,070,208.	172,070,208.
	c Investments — corporate bonds (attach schedule) Statement 9	9,153,207.	27,533,164.	27,533,164.
	11 Investments — land, buildings, and equipment basis			
L I A B I L I T I E S	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 10	48,674,114.	42,627,786.	42,627,786.
	14 Land, buildings, and equipment basis 182,747.			
	Less accumulated depreciation (attach schedule) See Stmt 11 66,069.	142,853.	116,678.	116,678.
	15 Other assets (describe See Statement 12)	118,147.	11,024.	11,024.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	295,786,372.	326,271,998.	326,271,998.
	17 Accounts payable and accrued expenses	303,028.	162,148.	
	18 Grants payable	4,365,005.	21,605,000.	
	19 Deferred revenue			
N E T A S S E T S F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 13)	638,261.	3,517,313.	
	23 Total liabilities (add lines 17 through 22)	5,306,294.	25,284,461.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	290,480,078.	300,987,537.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
F U N D B A L A N C E S	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	290,480,078.	300,987,537.	
	31 Total liabilities and net assets/fund balances (see the instructions)	295,786,372.	326,271,998.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	290,480,078.
2 Enter amount from Part I, line 27a	2	-43,235,174.
3 Other increases not included in line 2 (itemize) See Statement 14	3	53,742,633.
4 Add lines 1, 2, and 3	4	300,987,537.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	300,987,537.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a publicly traded securities		P	Various	Various
b short-term capital gain distributions		P	Various	Various
c long-term capital gain distributions		P	Various	Various
d K-1 pass-through capital gains		P	Various	Various
e Petrus Endowment Limited		P	10/01/07	3/31/09

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 235,136,261.		243,243,136.	-8,106,875.
b 35,173.			35,173.
c 64,549.			64,549.
d 336,909.			336,909.
e 14,074,510.		20,023,058.	-5,948,548.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-8,106,875.
b			35,173.
c			64,549.
d			336,909.
e			-5,948,548.

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-13,618,792.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	22,374,515.	362,217,528.	0.061771
2007	15,996,426.	408,999,291.	0.039111
2006	1,037,612.	78,668,137.	0.013190
2005			
2004			

2 Total of line 1, column (d)	2	0.114072
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.038024
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	298,118,131.
5 Multiply line 4 by line 3	5	11,335,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54,095.
7 Add lines 5 and 6	7	11,389,739.
8 Enter qualifying distributions from Part XII, line 4	8	17,986,404.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	54,095.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	54,095.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	54,095.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	65,038.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	65,038.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,943.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.rees-jonesfoundation.org</u>	13	X	
14	The books are in care of <u>Cissy Moses</u> Telephone no <u>(214) 751-2977</u> Located at <u>5956 Sherry Lane, Suite 1603 Dallas TX</u> ZIP + 4 <u>75225</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		N/A	N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b X

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15				
		192,006.	24,654.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Cissy Moses 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Chief Acct. 0 25	103,500.	14,602.	0.
Terese Stevenson 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Program Offic 40	102,200.	22,805.	0.
Anne Talley 5949 Sherry Lane, Suite 1603 Dallas, TX 75225	Program Offic 40	70,300.	15,469.	0.
Adrian Cook 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Research Asso 40	51,505.	10,710.	0.

Total number of other employees paid over \$50,000

▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Avalon Advisors LLC 717 Texas, Suite 3000 Houston, TX 77002	Investment Mgmt.	377,795.
Curtis W. Meadows, Jr. 2707 State Street Dallas, TX 75204	Consulting	99,813.
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	235,174,956.
b Average of monthly cash balances	1b	27,808,273.
c Fair market value of all other assets (see instructions)	1c	39,674,772.
d Total (add lines 1a, b, and c)	1d	302,658,001.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	302,658,001.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,539,870.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	298,118,131.
6 Minimum investment return. Enter 5% of line 5	6	14,905,907.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	14,905,907.
2a Tax on investment income for 2009 from Part VI, line 5	2a	54,095.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b	1,685.	
c Add lines 2a and 2b	2c	55,780.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	14,850,127.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	14,850,127.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	14,850,127.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	17,986,404.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	17,986,404.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	54,095.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,932,309.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				14,850,127.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	548,156.			
f Total of lines 3a through e	548,156.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 17,986,404.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				14,850,127.
e Remaining amount distributed out of corpus	3,136,277.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,684,433.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,684,433.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	548,156.			
e Excess from 2009	3,136,277.			

BAA

Form 990-PF (2009)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 20				17,086,668.
Total				▶ 3a 17,086,668.
b Approved for future payment See Statement 21				21,605,000.
Total				▶ 3b 21,605,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	869,953.	
4 Dividends and interest from securities			14	6,774,350.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-13,618,792.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership income	531390	14,319.	14	74,183.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		14,319.		-5,900,306.	
13 Total. Add line 12, columns (b) (d), and (e)					-5,885,987.

(See worksheet in the instructions for line 13 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership income	\$ 88,502.	\$ 74,183.	
Total	<u>\$ 88,502.</u>	<u>\$ 74,183.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	\$ 5,167.	\$ 982.		\$ 4,185.
Total	<u>\$ 5,167.</u>	<u>\$ 982.</u>		<u>\$ 4,185.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit services	\$ 35,260.	\$ 17,630.		\$ 17,630.
Total	<u>\$ 35,260.</u>	<u>\$ 17,630.</u>		<u>\$ 17,630.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grants management consulting	\$ 99,812.			\$ 107,675.
Investment mgmt. & custodian	1,027,851.	\$ 1,020,135.		
Payroll and benefits services	4,827.	917.		3,910.
Web design and maintenance	1,722.			1,722.
Total	<u>\$ 1,134,212.</u>	<u>\$ 1,021,052.</u>		<u>\$ 113,307.</u>

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax expense	\$ 50,616.			
Unrelated business income tax	1,685.			
Total	<u>\$ 52,301.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	\$ 215.	\$ 215.		
Community activities	2,131.	405.		\$ 1,726.
Computer and maintenance	4,607.	875.		3,732.
Equipment rental and maintenance	2,127.	404.		1,723.
Insurance	24,728.	4,698.		20,030.
Meals & entertainment	3,282.	312.		2,658.
Memberships	5,613.	1,066.		4,547.
Miscellaneous	75.	14.		61.
Office supplies	5,718.	1,086.		4,632.
Partnership deductions from K-1's	826,355.	824,242.		
Postage & delivery	1,910.	363.		1,547.
Printing and copying	3,624.	689.		2,935.
Publications and subscriptions	2,323.	441.		1,882.
Telephone and telecommunications	7,353.	1,397.		5,956.
Total	<u>\$ 890,061.</u>	<u>\$ 836,207.</u>	<u></u>	<u>\$ 51,429.</u>

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 18	Mkt Val	\$ 65,320,015.	\$ 65,320,015.
		\$ 65,320,015.	\$ 65,320,015.
Total		<u>\$ 65,320,015.</u>	<u>\$ 65,320,015.</u>

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Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 18	Mkt Val	\$ 172070208.	\$ 172,070,208.
	Total	<u>\$ 172070208.</u>	<u>\$ 172,070,208.</u>

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 18	Mkt Val	\$ 27,533,164.	\$ 27,533,164.
	Total	<u>\$ 27,533,164.</u>	<u>\$ 27,533,164.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 18	Mkt Val	\$ 42,627,786.	\$ 42,627,786.
	Total	<u>\$ 42,627,786.</u>	<u>\$ 42,627,786.</u>

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 77,858.	\$ 24,372.	\$ 53,486.	\$ 53,486.
Machinery and Equipment	45,214.	21,807.	23,407.	23,407.
Improvements	59,675.	19,890.	39,785.	39,785.
Total	<u>\$ 182,747.</u>	<u>\$ 66,069.</u>	<u>\$ 116,678.</u>	<u>\$ 116,678.</u>

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Statement 12
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Excise tax receivable	\$ 11,024.	\$ 11,024.
Total	<u>\$ 11,024.</u>	<u>\$ 11,024.</u>

Statement 13
Form 990-PF, Part II, Line 22
Other Liabilities

Payable on pending purchases	\$ 3,515,628.
Total	<u>\$ 3,517,313.</u>

Statement 14
Form 990-PF, Part III, Line 3
Other Increases

Unrealized gain on investments	\$ 53,742,633.
Total	<u>\$ 53,742,633.</u>

Statement 15
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/Other</u>
Trevor Rees-Jones 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Director 5.00	\$ 0.	\$ 0.	\$ 0.
Janice M. Rees-Jones 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Director 5.00	0.	0.	0.
Thornton Hardie, III 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	President 20.00	168,232.	21,602.	0.
David Hundley 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Secretary 5.00	8,320.	1,068.	0.

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Statement 15 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Lonnie Samford 5956 Sherry Lane, Suite 1603 Dallas, TX 75225	Treasurer 5.00	\$ 15,454.	\$ 1,984.	\$ 0.
Total		\$ <u>192,006.</u>	\$ <u>24,654.</u>	\$ <u>0.</u>

Statement 16
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Trevor Rees-Jones
Janice M. Rees-Jones

Statement 17
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Thornton Hardie, III
Care Of: The Rees-Jones Foundation
Street Address: 5956 Sherry Lane, Suite 1603
City, State, Zip Code: Dallas, TX 75225
Telephone: (214) 751-2977
Form and Content: See Statement 19 and/or www.rees-jonesfoundation.org
Submission Deadlines: See Statement 19 and/or www.rees-jonesfoundation.org
Restrictions on Awards: See Statement 19 and/or www.rees-jonesfoundation.org

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THE Rees-Jones Foundation

Statement 18

Form 990-PF, Part II, Line 10a, 10b, & 10c

Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
648	#REORG FACET BIOTECH CORP COM CASH MERGER EFF 04/21/2010	5,724 80	11,391 84
7707	#REORG/3COM CORP CASH MERGER EFF 4/12/10	37,763 53	57,802.50
	#REORG/AFFILIATED COMPUTER CASH & STK MERGER XEROX CORP		
310	2946695 EFF 2/8/10	13,518.43	18,503 90
	#REORG/ALLIED CAP CORP NEW COM STOCK MERGER ARES CAP		
3555	CORP COM 2009892 EFF 3/	12,833 19	12,833.55
	#REORG/AMERICAN ECOLOGY NAME CHANGE TO US ECOLOGY INC		
486	2058387 EFF 2/22/10	8,789 80	8,281 44
1437	#REORG/BARE ESCENTUALS INC CASH MERGER EFF 3/22/10	13,098 97	17,574 51
	#REORG/BJ SVCS CO CSH & STK MERGER BAKERHUGHES INC 2043327		
993	EFF 4/28/10	13,425 26	18,469 80
	#REORG/BLACK & DECKER CORP COM STOCK MERGER TO STANLEY		
288	BLACK & DECKER INC COMSE	12,497.62	18,671 04
8047	#REORG/BURLINGTON NORTHN CASH MERGER EFF2/12/10	723,609 69	793,595 14
893	#REORG/BURLINGTON NORTHN CASH MERGER EFF2/12/10	92,157 44	88,067 66
387	#REORG/CHATTEM INC COM CASH MERGER EFF 3/10/10	25,696 07	36,107 10
	#REORG/CONSECO INC NAME CHANGE & CUSIP CHNG CNO FINL		
4065	GROUP INC COM 2060055 EFF 5/	10,162 50	20,325 00
	#REORG/DYNEGY INC REVERSE SPLIT DYNEGY INC DEL COM 2060303		
2203	EFF 5/25/10	5,044 65	3,987 43
	#REORG/ELECTRO-OPTICAL SCIENCES INC NAMECHANGE MELA		
642	SCIENCES INC 2059917 EFF 4/	4,917 72	6,651 12
	#REORG/ENCORE CASH & STOCK MERGER DENBURY RES INC HLDG		
180	CO COM NW 2255553 EF	4,583.18	8,643 60
	#REORG/FINANCIAL FED CASH & STK MRGR PEOPLES UTD FINL INC		
605	2031554 EFF 2/19/10	12,681 85	16,637 50
	#REORG/GULFMARK STOCK MERGER GULFMARK OFFSHORE INC CL		
453	A 2058279 EFF 2/24/10	12,750 59	12,824.43
	#REORG/HARLEYSVILLE NATL STOCK MERGER FIRST NIAGARA FINL		
1448	GROUP 2000787 EFF 4/	10,404.96	9,325 12
	#REORG/HARRIS STRATEX NAME CHANGE AVIAT NETWORKS 2057800		
1584	EFF 1/28/10	10,443 87	10,945 44
881	#REORG/IMS HEALTH INC CASH MERGER EFF 2/26/10	15,250 85	18,553 86
100	#REORG/K TRON INTL INC CASH MERGER EFF 4/1/2010	10,182 97	10,874 00
	#REORG/LUMBER LIQ INC N/C FORMATION OF HOLDING LUMBER LIQ		
364	HLDG 2056954 EFF 12	5,805 79	9,755 20
	#REORG/MF GLOBAL LTD NAME CHANGE MF GLOBAL HOLDINGS LTD		
1925	2056953 EFF 01	11,319 00	13,378 75
1839	#REORG/MPS GROUP INC COM CASH MERGER EFF1/20/10	17,077 35	25,267 86
	#REORG/NCI BLDG REV STK SPLIT NCI BUILDING SYSTEMS 2058826		
2703	EFF 3/5/10	5,027 31	4,892 43
	#REORG/PEPSI BOTTLING CASH & STK MERGER PEPSICO INC COM		
478	2710850 EFF 2/26/10	14,548 90	17,925 00
	#REORG/PEPSIAMERICAS INC CASH & STK MERGER PEPSICO INC		
186	2710850 EFF 2/26/10	5,051 28	5,442 36
	#REORG/SPHERION CORP N/C & CUSIP CHNG SFN GROUP INC COM		
1334	2058428 EFF 03/01/10	5,571 58	7,497 08
	#REORG/STANLEY COM N/C & CUSIP CHG STANLEY BLK & DECKR INC		
268	COM 2058894 EFF 3/	9,036 93	13,804 68
	#REORG/STEAK NAME CH & CUSP CHNG BIGLRI HOLDINGS INC COM		
33 85	2059463 EFF 4/9/10	6,138 16	10,971 46
2541	#REORG/SUNMICROSYSTEMS INC CASH MERGER EFF 1/26/10	26,581 16	23,809 17

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THE Rees-Jones Foundation

Statement 18

Form 990-PF, Part II, Line 10a, 10b, & 10c

Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
	#REORG/SWITCH & DATA CASH & STK MERGER EQUINIX INC COM		
500	NEW 2001047 EFF 5/4/10	5,912.75	10,105.00
865	#REORG/TECHWELL INC COM CASH MERGER EFF 4/27/10	7,482.25	11,418.00
	#REORG/TERRA INDS INC CASH & STOCK MERGER TO CF INDS		
338	HOLDINGS INC SEC # 20	4,911.10	10,880.22
	#REORG/TICKETMASTER ENTMT INC STOCK MERGER LIVE NATION		
917	INC SEC # 2019355 EFF1/	6,180.58	11,205.74
	#REORG/UNION BANKSHARES NAME CHANGE UNION FIRST MKT		
511	2057870 EFF 2/1/10	7,865.21	6,331.29
573	#REORG/VARIAN INC COM CASH MERGER EFF 5/14/10	21,363.87	29,532.42
	#REORG/WATSON WYATT STOCK MERGER TOWERS WATSON & CO		
801	2056940 EFF 1/4/10	30,211.72	38,063.52
1135	#REORG/WHITE ELECTR DESIGNS CORP CASH MERGER EFF 4/30/10	5,300.45	5,300.45
742	#REORG/ZENITH NATL INS CORP COM CASH MERGER EFF 05/20/2010	16,561.44	22,081.92
	#REORGMAX CAP GROUP LTD NAM CHAN W/C CHAALTERRA		
917	CAPITAL HOLDINGS INC 2060090 05	20,979.71	20,449.10
2359	3M CO COM	187,052.05	195,018.53
654	3PAR INC COM	8,109.60	7,749.90
932	99 CENTS ONLY STORES COM	12,628.51	12,181.24
770	AAR CORP COM	12,687.60	17,694.60
163	AARONS INC	3,697.62	4,519.99
508	ABAXIS INC COM	11,609.38	12,979.40
11649	ABBOTT LABORATORIES, COMMON STOCK, NO PAR	635,411.29	628,929.51
5559	ABBOTT LABORATORIES, COMMON STOCK, NO PAR	295,990.55	300,130.41
299	ABERCROMBIE & FITCH CO CL A	6,165.86	10,420.15
1180	ABINGTON BANCORP INC PENN COM STK	9,572.60	8,130.20
770	ABIOMED INC COM	6,868.32	6,729.80
915	ABM INDS INC COM	17,011.73	18,903.90
280	ABOVENET INC COM STK	11,333.00	18,211.20
	ACACIA RESH CORP AR ACACIA TECHNOLOGIES COM AR ACACIA		
914	TECHNOLOGIES COM	7,166.04	8,326.54
925	ACADIA RLTY TR COM	14,558.01	15,604.75
1444	ACCELRYN INC COM	8,574.36	8,274.12
1768	ACCO BRANDS CORP COM	5,368.71	12,871.04
987	ACCURAY INC DEL COM	6,533.94	5,537.07
861	ACETO CORP COM	5,852.73	4,434.15
815	ACI WORLDWIDE INC COM STK	11,548.55	13,977.25
890	ACME PACKET INC COM STOCK	9,238.98	9,790.00
757	ACORDA THERAPEUTICS INC COM	18,666.28	19,091.54
757	ACTEL CORP COM	9,830.15	8,993.16
2775	ACTIVIDENTITY CORP COM STK	7,131.75	6,521.25
1898	ACTIVISION BLIZZARD INC COM STK	24,991.23	21,086.78
1129	ACTUANT CORP CL A NEW	19,001.47	20,920.37
1382	ACTUATE CORP COM	6,937.64	5,914.96
814	ACUTY BRANDS INC COM	23,394.64	29,010.96
1351	ACXIOM CORP COM	12,007.69	18,130.42
3011	ADAPTEC INC, COMMON STOCK	8,186.91	10,086.85
1922	ADC TELECOMMUNICATIONS INC COM NEW	11,682.88	11,935.62
1833	ADIDAS AG	63,908.66	49,765.95
445	ADMINISTAFF INC COM	10,734.22	10,497.55
1780	ADOBE SYS INC COM	63,962.76	65,468.40
3343	ADR ABB LTD SPONSORED ADR	77,724.75	63,851.30
7890	ADR ABB LTD SPONSORED ADR	151,870.81	150,699.00

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Statement 18

Form 990-PF, Part II, Line 10a, 10b, & 10c

Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

Quantity	Description	Cost	Fair Market Value
9925	ADR AEGON N V NY REGISTRY SHS SHS	179,827.76	63,619.25
5616	ADR AIR LIQUIDE ADR	148,316.88	134,166.24
42350	ADR ARM HLDS PLC SPONSORED ISIN US0420681068	323,640.78	362,516.00
12570	ADR ASML HOLDING NV NY REGISTERED SHS	401,478.46	428,511.30
3090	ADR AUSTRALIA & NEW ZEALAND BKG GROUP LTD SPONSORED ADR	84,273.57	63,345.00
8125	ADR AXA SA SPONSORED ADR	296,944.10	192,400.00
800	ADR BAE SYS PLC SPONSORED ADR	30,168.00	18,544.00
3682	ADR BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR	81,058.08	66,423.28
3595	ADR BARCLAYS PLC AMERICAN DEPOSITARY RECEIPT	135,763.74	63,272.00
353	ADR BG PLC ADR FINAL INSTALLMENT NEW	44,619.20	31,946.50
1525	ADR BHP BILLITON LTD SPONSORED ADR	128,630.85	116,784.50
13992	ADR BHP BILLITON LTD SPONSORED ADR	1,026,514.68	1,071,507.36
5534	ADR BHP BILLITON PLC SPONSORED ADR	334,828.27	353,345.90
5542	ADR CANON INC ADR REPSTG 5 SHS	291,445.71	234,537.44
4300	ADR CHINA LIFE INS CO LTD SPONSORED ADR REPSTG H SHS	314,576.58	315,405.00
5697	ADR COCA-COLA HELLENIC BOTTLING CO S A SPONSORED ADR	233,784.84	131,144.94
3780	ADR CREDIT SUISSE GROUP SPONSORED ADR ISIN US2254011081	179,070.74	185,824.80
4860	ADR CRH PLC ADR	200,724.74	132,823.80
4113	ADR DANONE SPONSORED ADR	71,422.25	50,137.47
12225	ADR DANSKE BK A/S ADR	236,163.25	138,142.50
	ADR EMBRAER-EMPRESA BRASILEIRA DE AERONAUTICA S A		
2840	SPONSORED ADR REPSTG PF	131,581.98	62,792.40
2730	ADR ENI S P A SPONSORED ADR	201,870.28	138,165.30
	ADR ERICSSON L M TEL CO ADR CL B SEK 10 NEW ERICSSON L M TEL		
11760	CO ADR	143,031.00	108,074.40
3920	ADR FRANCE TELECOM	124,419.23	98,940.80
2480	ADR GLAXOSMITHKLINE PLC SPONSORED ADR	123,718.77	104,780.00
	ADR HITACHI LTD AMERICAN DEPOSITARY RECEIPT FOR 10 COMMON		
1146	STOCK	79,920.44	35,159.28
3279	ADR HSBC HLDGS PLC SPONSORED ADR NEW	275,279.70	187,198.11
2979	ADR HSBC HLDGS PLC SPONSORED ADR NEW	189,306.82	170,071.11
903	ADR IBERDROLA S A SPONSORED ADR REPSTG IORD SHS	56,721.95	34,178.55
7914	ADR ICICI BK LTD	281,589.77	298,436.94
647	ADR IMPERIAL TOB GROUP PLC SPONSORED ADR	49,719.56	41,006.86
5595	ADR ING GROEP N V SPONSORED ADR	190,663.55	54,886.95
1400	ADR KOMATSU LTD SPONSORED ISIN US5004584018	174,599.31	116,970.00
5727	ADR LUXOTTICA GROUP S P A SPONSORED ADR	196,915.58	147,069.36
2904	ADR MINDRAY MED INTL LTD SPONSORED ADR REPSTG CL A	88,338.17	98,503.68
19930	ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	215,127.97	98,055.60
1987	ADR NOKIA CORP SPONSORED ADR	50,628.76	25,532.95
12207	ADR NOVARTIS AG	606,486.70	664,427.01
1713	ADR PANASONIC CORP ADR ADR	38,962.88	24,581.55
30100	ADR RECKITT BENCKISER GROUP PLC ADR ADR	270,738.03	326,585.00
575	ADR RIO TINTO PLC SPONSORED ADR	195,023.21	123,849.25
7115	ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104	295,024.82	300,253.00
2665	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	212,049.98	160,193.15
2739	ADR RYANAIR HLDGS PLC SPONSORED ADR	120,586.52	73,459.98
10270	ADR SABMILLER PLC SPONSORED ADR	213,747.05	303,478.50
11883	ADR SANDVIK AB ADR	217,762.20	143,546.64
632	ADR SIEMENS AG COM DM50 (NEW)	82,789.54	57,954.40
9930	ADR SOCIETE GENERALE FRANCE SPONSORED ADR	194,918.77	139,516.50

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
4995	ADR SOCIETE GENERALE FRANCE SPONSORED ADR	115,819.12	70,179.75
1567	ADR SYNGENTA AG SPONSORED ADR	97,567.54	88,175.09
2005	ADR TELEFONICA S A SPONSORED	148,565.85	167,457.60
2975	ADR TENARIS S A SPONSORED ADR	151,873.12	126,883.75
2080	ADR TESCO PLC SPONSORED ADR	59,623.20	42,785.60
19533	ADR TEVA PHARMACEUTICAL INDS	1,089,484.33	1,097,363.94
5290	ADR TEVA PHARMACEUTICAL INDS	235,616.76	297,192.20
5611	ADR TNT N V SPONSORED ADR	224,832.38	172,818.80
1040	ADR TOKIO MARINE HLDGS INC ADR COM STK	42,536.00	28,298.40
3226	ADR TOTAL SA	258,955.54	206,593.04
2900	ADR VALE S A ADR	116,145.00	84,187.00
4313	ADR VEOLIA ENVIRONNEMENT SPONSORED ADR	207,512.48	141,811.44
2010	ADR VESTAS WIND SYS A/S UNSPONSORED ADR REPSTG 3 ORD SHS	49,830.36	40,803.00
5830	ADR VODAFONE GROUP PLC NEW SPONSORED ADRNEW ADR	155,814.52	134,614.70
1691	ADR VODAFONE GROUP PLC NEW SPONSORED ADRNEW ADR	61,309.18	39,045.19
1001	ADTRAN INC COM	21,324.80	22,572.55
1129	ADVANCE AMER CASH ADVANCE CTRS INC COM STK	5,102.97	6,277.24
324	ADVANCE AUTO PTS INC COM	13,633.89	13,115.52
1612	ADVANCED ANALOGIC TECHNOLOGIES INC COM	7,413.08	6,351.28
1411	ADVANCED BATTERY TECHNOLOGIES INC COM COM	5,672.22	5,644.00
810	ADVANCED ENERGY INDS INC COM	7,857.00	12,214.80
1898	ADVANCED MICRO DEVICES. INC., COMMON STOCK, \$ 01 PAR	8,778.02	18,372.64
305	ADVENT SOFTWARE INC COM STK	10,160.77	12,422.65
390	ADVISORY BRD CO COM	9,947.89	11,957.40
322	AECOM TECHNOLOGY CORP DELAWARE COM	10,143.00	8,855.00
230	AEROPOSTALE COM	8,098.28	7,831.50
316	AEROVIRONMENT INC COM	10,154.00	9,189.28
2265	AES CORP COMMON STOCK	44,869.84	30,147.15
1519	AETNA INC	46,571.18	48,152.30
989	AFC ENTERPRISES INC COM	6,922.99	8,070.24
141	AFFILIATED MANAGERS GROUP INC COM STK	5,235.96	9,496.35
366	AFFYMAX INC COM	6,771.00	9,054.84
1605	AFFYMETRIX INC OC-CAP STK	9,678.15	9,373.20
1108	AFLAC INC COMMON STOCK	68,500.77	51,245.00
1811	AFLAC INC COMMON STOCK	85,543.55	83,758.75
315	AGCO CORP COMMON STOCK	9,251.52	10,187.10
844	AGFEED INDS INC COM STK	4,928.96	4,220.00
1166	AGILENT TECHNOLOGIES INC COM	27,265.14	36,227.62
242	AGL RES INC COM	7,842.72	8,825.74
466	AGREE RLTY CORP COM	9,988.36	10,853.14
263	AIR METHODS CORP COM NEW COM NEW	7,501.86	8,842.06
713	AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK. \$1 PAR	58,131.42	57,795.78
1916	AIR TRANS SVCS GROUP INC COM STK	5,077.40	5,058.24
1096	AIRCASTLE LIMITED COM STK	8,384.29	10,795.60
277	AIRGAS INC COM	11,273.87	13,185.20
2386	AIRTRAN HLDGS INC COM	15,389.46	12,454.92
372	AK STL HLDG CORP COM STK PAR \$0 01	10,698.07	7,942.20
601	AKAMAI TECHNOLOGIES INC COM STOCK	13,032.34	15,223.33
724	ALASKA AIR GROUP INC COM	13,531.52	25,021.44
1192	ALASKA COMMUNICATIONS SYS GROUP INC COM ISIN US01167P1012	12,868.43	9,512.16
654	ALBANY INTL CORP NEW CL A	4,921.99	14,688.84
311	ALBEMARLE CORP COM	8,057.98	11,311.07

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
290	ALBERTO-CULVER CO NEW COM STK	7,481 33	8.494 10
3472	ALCOA INC COM STK	84,794 24	55.968 64
1030	ALCON INC COM CHF0.20	168,096.22	169.280.50
140	ALEXANDER & BALDWIN INC COM	3,568.60	4,792 20
41	ALEXANDERS INC COM REIT FUND	12,302 47	12.481 22
140	ALEXANDRIA REAL ESTATE EQUITIES INC COM	5,077 20	9,000.60
273	ALEXION PHARMACEUTICALS INC COM	10,231.60	13.327 86
1160	ALIGN TECHNOLOGY INC COM	12,481.60	20.671 20
1880	ALKERMES INC COM	20,977.38	17.690 80
19	ALLEGHANY CORP DELAWARE COMMON STOCK	5.132 85	5.244 00
576	ALLEGHENY ENERGY INC COM	19,538.40	13,524 48
333	ALLEGHENY TECHNOLOGIES INC COM	8,389.23	14,908.41
306	ALLEGIAN T TRAVEL CO COM	11,930 94	14,434 02
1035	ALLERGAN INC COM STOCK	63,511.00	65,215 35
528	ALLETE INC COM NEW	15,633.08	17.255.04
198	ALLIANCE DATA SYS CORP COM	8,222.92	12.788.82
225	ALLIANCE FINL CORP COM	6,466 50	6,108.75
3498	ALLIANCE ONE INTL INC COM	15,000 46	17.070 24
430	ALLIANT ENERGY CORP COM ISIN #US0188021085	12,373.94	13.011 80
196	ALLIANT TECHSYSTEMS INC COM	15,776.34	17.300 92
9714	ALLIANZ SE ADR EACH REP 1/10 ORD SHS	202,090.83	120.939.30
2305	ALLIED HEALTHCARE INTL INC COM	4,909 65	6.707 55
1002	ALLIED NEV GOLD CORP COM STK	8,276 42	15,110 16
148	ALLIED WORLD ASSURANCE COM STK	6,099 07	6.818 36
	ALLIS-CHALMERS ENERGY INC FORMERLY ALLISCHALMERS MFG CO		
2165	TO 05/28/1971 & FORMERLYAL	5.369 00	8.162 05
1398	ALLOS THERAPEUTICS INC COM ISIN US019777101	11,615 98	9.184 86
213	ALLSCRIPT-MISYS HEALTHCARE SOLUTIONS INC	3,392.11	4,308 99
1823	ALLSTATE CORP COMMON STOCK	50,112 93	54,762.92
130	ALMOST FAMILY INC COM	5,086.12	5,138 90
717	ALNYLAM PHARMACEUTICALS INC COM	16,169 13	12,633 54
372	ALPHA NAT RES INC COM STK	9,478.71	16.137.36
997	ALTERA CORP COM	16,788.49	22,562 11
944	ALTRA HLDGS INC COM	7,423 62	11.658 40
7025	ALTRIA GROUP INC COM	144,242 42	137,900 75
339	AMAG PHARMACEUTICALS INC COM STK	19,091 12	12,892 17
13531	AMAZON COM INC COM	1,799,666 64	1,820,190 12
497	AMB PPTY CORP REIT	12,923 51	12.698 35
7398	AMBAC FINANCIAL GROUP COMMON STK	10,609 92	6.140 34
558	AMBASSADORS GROUP INC COM	7,780 34	7.415 82
542	AMCOL INTL CORP COM	12,008 88	15.403 64
657	AMDOCS ORD GBP0 01	14,132 06	18,744 21
545	AMEDISYS INC COM	18,682 55	26,465.20
224	AMERCO COM	7,158 66	11.137 28
726	AMEREN CORP COMMON STOCK	19,517.19	20,291 70
367	AMERICA SVC GROUP INC COM	5,982.06	5,824 29
1454	AMERICAN AXLE & MANUFACTURING HOLDINGS INC	5,147 01	11.661 08
1039	AMERICAN CAMPUS CMNTYS INC COM	24,012 12	29.195 90
251	AMERICAN CAP AGY CORP COM REIT FUND	6,947 95	6.661 54
5834	AMERICAN CAP LTD COM STK	18,559 00	14,234 96
183	AMERICAN DAIRY INC COM STK	6,854 27	3.967 44
622	AMERICAN EAGLE OUTFITTERS INC NEW COM	9,828.34	10.561 56

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Quantity	Description	Cost	Fair Market Value
1620	AMERICAN ELECTRIC POWER CO., INC., COMMON STOCK, \$6.50 PAR	43,620 17	56,359 80
1478	AMERICAN EQUITY INVT LIFE HLDG CO COM	12,640 21	10,996 32
3448	AMERICAN EXPRESS CO., COMMON STOCK, \$ 60PAR	141,309.62	139,712.96
226	AMERICAN FINL GROUP INC OHIO COM STK	4,765 66	5,638.70
990	AMERICAN GREETINGS CORP., CLASS A, COMMON STOCK, \$1 PAR	13,154 76	21,572 10
382	AMERICAN INTERNATIONAL GROUP INC COM	3,613.38	11,452 36
459	AMERICAN ITALIAN PASTA CO CL A	13,636 84	15,968 61
1469	AMERICAN MED SYS HLDGS INC COM STK	23,212.29	28,337 01
55	AMERICAN NATIONAL INSURANCE CO.. COMMON STOCK, \$1 PAR	3,389 10	6,569 20
1434	AMERICAN ORIENTAL BIOENGINEERING INC COMSTK	7,614 54	6,668.10
280	AMERICAN PHYSICIANS SVC GROUP INC COM COM	6,322 40	6,459 60
406	AMERICAN PUB ED INC COM STK	15,829.94	13,950 16
864	AMERICAN REPROGRAPHICS CO COM	7,545 44	6,056.64
540	AMERICAN SAFETY INS HLDGS LTD	7,554 60	7,803.00
208	AMERICAN SCIENCE & ENGR INC COM	10,746 86	15,774 72
978	AMERICAN SOFTWARE INC CL A	5,705 65	5,868 00
368	AMERICAN STS WTR CO COM	12,997 73	13,030 88
864	AMERICAN SUPERCONDUCTOR CORP SHS	24,714 41	35,337 60
1509	AMERICAN TOWER CORP CL A	60,811 58	65,203 89
497	AMERICAN VANGUARD CORP COM	5,879 46	4,125 10
323	AMERICAN WOODMARK CORP COM	7,811 74	6,356.64
791	AMERICAN WTR WKS CO INC NEW COM	15,499 48	17,726 31
308	AMERICAS CAR-MART INC COM	6,436 40	8,109 64
306	AMERICREDIT CORP COM	4,303 58	5,826 24
852	AMERIGON INC COM	5,322 50	6,764 88
980	AMERIGROUP CORP COM	26,626.50	26,420 80
745	AMERIPRISE FINL INC COM	29,114 53	28,920 90
581	AMERISAFE INC COM	9,062 44	10,440 57
1026	AMERISOURCEBERGEN CORP COM	18,092.74	26,747 82
536	AMERISTAR CASINOS INC COM STK USD0 01	10,393 04	8,163.28
184	AMERON INTL CORP DEL COM	10,376.19	11,676 64
351	AMETEK INC NEW COM	10,927 60	13,422.24
3440	AMGEN INC COMMON STOCK	185,964 23	194,600 80
2174	AMKOR TECHNOLOGY INC COM	10,412 16	15,565 84
235	AMPCO-PITTSBURG CORP COM	5,713 79	7,409 55
582	AMPHENOL CORP NEW CL A	19,312 76	26,876 76
1244	AMR CORP , COMMON STOCK, \$1 PAR	5,160.49	9,616 12
687	AMSURG CORP COM	15,127 74	15,127 74
527	AMYLIN PHARMACEUTICALS INC COM	9,884.07	7,478.13
1696	ANADARKO PETROLEUM CORP, COMMON STOCK	98,987 38	105,864 32
1602	ANADIGICS INC COM	6,678 69	6,760 44
990	ANALOG DEVICES, INC . COMMON STOCK. \$ 16 2/3 PAR	25,711 68	31,264 20
293	ANALOGIC CORP COM PAR \$0 05	11,066 59	11,283 43
474	ANAREN INC COM	8,541 48	7,133 70
406	ANDERSONS INC COM	11,751 52	10,482 92
627	ANGIODYNAMICS INC COM STK	8,619.30	10,082 16
544	ANIXTER INTL INC COM	23,797 90	25,622 40
1850	ANNALY CAPITAL MANAGEMENT INC COM	28,267 82	32,097 50
1294	ANN TAYLOR STORES CORP COM	10,829 26	17,650 16
298	ANSYS INC COM	13,651 73	12,951 08
2022	ANWORTH MTG ASSET CORP COM	14,659.50	14,154 00
369	AOL INC COM STK	6,721 73	8,590 32

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
941	AON CORP COMMON STOCK	36,690.95	36,077.94
1139	APACHE CORP., COMMON STOCK, \$1.25 PAR	121,250.77	117,510.63
738	APARTMENT INVT & MGMT CO CL A	10,457.46	11,748.96
671	APOGEE ENTERPRISES INC , COMMON STOCK \$ 33-1/3 PAR	8,867.45	9,394.00
451	APOLLO GROUP INC CL A	28,236.88	27,321.58
2916	APOLLO INVT CORP COM SH BEN INT	18,304.66	27,789.48
10989	APPLE INC	2,172,201.20	2,317,140.54
841	APPLIED INDL TECHNOLOGIES INC COM	16,820.00	18,560.87
4517	APPLIED MATERIALS. INC., COMMON STOCK, \$ 01 PAR	65,025.69	62,966.98
1319	APPLIED MICRO CIRCUITS CORP COM NEW STK	11,000.32	9,852.93
390	APPLIED SIGNAL TECHNOLOGY INC COM	10,061.99	7,523.10
211	APTARGROUP INC COMMON STOCK \$0.01 PAR	9,166.05	7,541.14
461	AQUA AMER INC COM	8,201.14	8,072.11
624	ARBITRON INC COM	7,970.33	14,614.08
177	ARCH CAPITAL GROUP COM STK	10,628.14	12,664.35
499	ARCH CHEMICALS INC COM	12,245.46	15,409.12
491	ARCH COAL INC COM	7,551.38	10,924.75
2182	ARCHER-DANIELS-MIDLAND CO.. COMMON STOCKNO PAR	60,337.06	68,318.42
367	ARCSIGHT INC STK	6,341.03	9,387.86
387	ARDEA BIOSCIENCES INC COM STK	6,271.27	5,418.00
1790	ARENA PHARMACEUTICALS INC COM ISIN US0400471027	8,892.72	6,354.50
709	ARENA RES INC COM	22,305.07	30,572.08
1933	ARES CAP CORP COM	15,549.67	24,065.85
613	ARGO GROUP INTERNATIONAL HOLDINGS COM STK	17,715.65	17,862.82
3145	ARIAD PHARMACEUTICALS INC COM	4,998.98	7,170.60
1739	ARIBA INC COM NEW	17,486.63	21,772.28
200	ARKANSAS BEST CORP DEL COM	6,741.20	5,886.00
1179	ARQULE INC COM	7,373.05	4,350.51
1593	ARRAY BIOPHARMA INC COM	5,174.75	4,476.33
2465	ARRIS GROUP INC COM	28,571.47	28,174.95
407	ARROW ELECTRONICS, INC . COMMON STOCK, \$1 PAR	8,783.02	12,051.27
407	ARROW FINL CORP COM	10,025.30	10,175.00
2799	ART TECHNOLOGY GROUP INC OC-COM ISIN US04289L107	10,944.09	12,623.49
466	ARTIO GLOBAL INVS INC COM CL A COM CL A	11,705.87	11,878.34
1291	ARUBA NETWORKS INC COM	11,190.39	13,762.06
1645	ARVINMERITOR INC COM STK ISIN# US0433531011	7,122.85	18,391.10
735	ASBURY AUTOMOTIVE GROUP INC COM	7,541.03	8,474.55
389	ASCENT MEDIA CORP COM SER A STK	9,998.15	9,931.17
640	ASCENT SOLAR TECHNOLOGIES INC COM	5,048.77	3,392.00
1401	ASHFORD HOSPITALITY TR INC COM SHS	5,265.77	6,500.64
252	ASHLAND INC NEW COM	6,807.12	9,984.24
581	ASIAINFO HLDGS INC COM	9,929.29	17,703.07
281	ASPEN INSURANCE HLDGS COM	6,552.83	7,151.45
400	ASSOCIATED BANC-CORP , COMMON STOCK. \$1 PAR	4,902.96	4,404.00
1547	ASSOCIATED ESTATES RLTY CORP COM	10,210.03	17,434.69
401	ASSURANT INC COM	14,365.11	11,821.48
2423	ASSURED GUARANTY LTD COMMON STK	34,666.67	52,724.48
361	ASTEC INDS INC COM	11,043.15	9,725.34
1702	ASTORIA FINL CORP COMMON STOCK	14,100.55	21,155.86
19576	AT&T INC COM	632,278.01	548,715.28
549	ATC TECHNOLOGY CORP COM	8,124.69	13,093.65
667	ATHENAHEALTH INC COM MON STOCK	24,134.73	30,175.08

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1215	ATHEROS COMMUNICATIONS INC COM	23,788.70	41,601.60
229	ATLANTIC TELE-NETWORK INC COM NEW	9,150.84	12,597.29
399	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	9,663.78	14,862.75
1022	ATLAS ENERGY INC COM STK	21,334.99	30,833.74
1341	ATMEL CORP COMMON STOCK	5,055.55	6,182.01
730	ATMI INC COM	11,918.57	13,592.60
200	ATMOS ENERGY CORP COM	5,159.48	5,880.00
786	ATP OIL & GAS CORP COM	5,437.94	14,368.08
201	ATWOOD OCEANICS INC COM	5,030.19	7,205.85
776	AUTODESK INC , COMMON STOCK	17,404.37	19,718.16
290	AUTOLIV INC COM STK	5,494.40	12,574.40
1724	AUTOMATIC DATA PROCESSING INC COM	63,284.61	73,821.68
289	AUTONATION INC DEL COM	5,154.98	5,534.35
143	AUTOZONE INC COMMON STOCK	20,084.54	22,604.01
850	AUXILIUM PHARMACEUTICALS INC COM	26,646.28	25,483.00
272	AVALONBAY CMNTYS REIT	20,554.02	22,333.92
2253	AVANIR PHARMACEUTICALS INC	4,143.27	4,280.70
383	AVERY DENNISON CORP COMMON STOCK	11,142.96	13,975.67
3165	AVI BIOPHARMA INC COM	5,063.72	4,620.90
657	AVID TECHNOLOGY INC COM	12,074.08	8,383.32
2025	AVIS BUDGET GROUP INC COM STK	11,927.05	26,568.00
1088	AVISTA CORP COM ISIN # US05379B1070	19,616.63	23,489.92
514	AVNET, INC , COMMON STOCK, \$1 PAR	14,899.99	15,502.24
1451	AVON PRODUCTS INC COM USD0.25	41,623.35	45,706.50
834	AVX CORP COMMON STOCK	10,049.62	10,566.78
483	AXIS CAPITAL HOLDINGS LTD COM USD0.0125	13,580.56	13,722.03
286	AZZ INC COM	10,318.48	9,352.20
333	BADGER METER INC COM	14,364.62	13,260.06
1053	BAKER HUGHES INC , COMMON STOCK	38,423.86	42,625.44
188	BAKER MICHAEL CORP COM	8,010.38	7,783.20
442	BALCHEM CORP COM	11,110.75	14,811.42
927	BALDOR ELEC CO COM	22,831.92	26,039.43
413	BALDWIN & LYONS INC CL B	8,443.31	10,163.93
320	BALL CORP . COMMON STOCK, \$2.50 PAR	15,372.60	16,544.00
1084	BALLY TECHNOLOGIES INC COM STK	34,900.39	44,758.36
739	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR SA	9,281.26	10,272.10
244	BANCORPSOUTH INC COM	5,067.37	5,724.24
163	BANK HAWAII CORP COM	5,869.61	7,670.78
287	BANK MARIN BANCORP COM STK	8,146.78	9,344.72
1341	BANK MUT CORP NEW COM STK	12,146.46	9,279.72
4062	BANK NEW YORK MELLON CORP COM STK	123,379.42	113,614.14
30549	BANK OF AMERICA CORP	547,547.43	460,067.94
228	BANK OF THE OZARKS INC COM	5,760.31	6,673.56
930	BANKFINANCIAL CORP COM	8,450.07	9,207.00
127	BARNES & NOBLE INC COM	2,270.53	2,421.89
927	BARNES GROUP INC COM	11,164.08	15,666.30
693	BARRETT BILL CORP COM STK	19,369.28	21,559.23
741	BASIC ENERGY SVCS INC NEW COM	4,904.23	6,594.90
2056	BAXTER INTL INC COMMON STOCK	119,875.99	120,646.08
2198	BB&T CORP COM	60,199.38	55,763.26
1003	BEACON ROOFING SUPPLY INC COM	16,005.12	16,048.00
247	BECKMAN COULTER INC COM	14,054.28	16,163.68

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
6374	BECTON, DICKINSON AND CO., COMMON STOCK,\$1 PAR	506.826 00	502,653 64
645	BECTON, DICKINSON AND CO., COMMON STOCK,\$1 PAR	52,272 12	50,864 70
887	BED BATH BEYOND INC COM	27,455.41	34,264 81
927	BELDEN INC COM	28,284.65	20,319.84
2290	BELO CORP	4,190.47	12,457 60
199	BEMIS CO . INC , COMMON STOCK, \$10 PAR	5,003 86	5,900 35
1299	BENCHMARK ELECTRS INC COM	19,282 15	24,564 09
654	BENEFICIAL MUT BANCORP INC COM STK	6,121 37	6,435.36
457	BERKLEY W R CORP COM	10,377.96	11,260 48
521	BERKSHIRE HILLS BANCORP INC COM	11,110 49	10,774 28
852	BERRY PETE CO CL A CL A	16,307 21	24,835 80
1145	BEST BUY, INC , COMMON STOCK	38,145 93	45,181 70
1733	BGC PARTNERS INC CL A CL A	6,715 83	8,006 46
632	BIG 5 SPORTING GOODS CORP COM	6,945 62	10,857 76
361	BIG LOTS INC COM	9,941 90	10,461.78
67	BIO RAD LABS INC CL A	5,086 64	6,462 82
466	BIOCRYST PHARMACEUTICALS INC COM	5,433 56	3,010 36
981	BIOGEN IDEC INC COM STK	47,562.86	52,483 50
570	BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010	10,065 29	10,721 70
1951	BIOMED RLTY TR INC COM	20,535.18	30,786.78
310	BIO-REFERENCE LABS INC COM PAR \$0 01 NEW	9,910 30	12,148 90
1131	BIOSCRIP INC COM	6,582.31	9,455 16
524	BJS RESTAURANTS INC COM	8,841 62	9,861 68
186	BJS WHSL CLUB INC COM STK	6,266 60	6,084 06
398	BLACK BOX CORP DEL COM	13,352.90	11,279 32
772	BLACK HILLS CORP COM	18,340.72	20,558 36
981	BLACKBAUD INC COM	11,362 85	23,181 03
630	BLACKBOARD INC COM	18,029 59	28,595 70
104	BLACKROCK INC COM STK	16,931 43	24,148 80
1154	BLOCK. H & R . INC . COMMON STOCK, NO PAR	20,899.61	26,103 48
913	BLOUNT INTL INC NEW COM	8,198 74	9,221 30
786	BLUE COAT SYS INC COM NEW	12,968.92	22,432 44
283	BLUE NILE INC COM	12,123 67	17,922 39
153	BLYTH INC COM NEW COM NEW	5,303 85	5,159 16
629	BMC SOFTWARE INC COM STK	20,315 94	25,222 90
1055	BMP SUNSTONE CORP COM STK	5,134.83	6,002 95
611	BOB EVANS FARMS INC COM	18,154 00	17,688 45
2468	BOEING CO COM	142,873 55	133,592 84
222	BOK FINL CORP COM NEW	10,279.82	10,549 44
554	BOLT TECHNOLOGY CORP COM	6,323 86	6,105 08
3598	BOOTS & COOTS INC	4,999 89	5,936 70
1726	BORDERS GROUP INC COM STK	7,216 11	2,036 68
396	BORG WARNER INC COM	13,733 26	13,155 12
413	BOSTON PPTYS INC	28,377 19	27,699 91
1731	BOSTON PRIVATE FINL HLDGS INC COM	7,789 50	9,987 87
5118	BOSTON SCIENTIFIC CORP COM	37,019.79	46,062 00
793	BOTTOMLINE TECHNOLOGIES DEL INC COM	7,263 86	13,933 01
856	BOVIE MED CORP COM STK	7,739 90	6,685 36
790	BOWNE & CO INC COM	5,564 30	5,277 20
1007	BOYD GAMING CORP COM	11,167 53	8,428 59
1534	BPZ RESOURCE INC	7,745 70	14,573 00
953	BRADY CORP CL A	24,967 46	28,599 53

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Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
672	BRANDYWINE RLTY TR SH BEN INT NEW REIT	5,207.50	7,660.80
211	BRE PPTYS INC COM CL A	5,078.75	6,979.88
991	BRIGGS & STRATTON CORP., CAPITAL STOCK, \$3 PAR	13,328.95	18,541.61
2047	BRIGHAM EXPL CO COM	7,102.07	27,736.85
1024	BRIGHTPOINT INC COM NEW	6,594.56	7,526.40
347	BRINKER INTL INC COM	6,249.47	5,177.24
155	BRINKS CO COM STOCK	4,702.38	3,772.70
14964	BRISTOL MYERS SQUIBB CO COMMON STOCK	386,071.20	377,841.00
6730	BRISTOL MYERS SQUIBB CO COMMON STOCK	155,325.54	169,932.50
580	BRISTOW GROUP INC COM	17,760.60	22,301.00
1670	BROADCOM CORP CL A	37,833.33	52,521.50
585	BROADPOINT GLEACHER SECS GROUP INC COM STK	5,059.75	2,609.10
477	BROADRIDGE FINL SOLUTIONS INC COM STK	8,041.24	10,761.12
712	BROADWIND ENERGY INC COM STK	8,058.68	5,760.08
1135	BROCADE COMMUNICATIONS SYS INC COM NEW STK	4,659.35	8,660.05
1547	BROOKLINE BANCORP INC DEL COM BROOKLINE BANCORP INC +	14,851.20	15,330.77
1576	BROOKS AUTOMATION INC COM	7,420.96	13,522.08
397	BROWN & BROWN INC COM	7,875.98	7,134.09
974	BROWN SHOE CO INC COM	9,850.42	9,613.38
	BROWN-FORMAN INC , CLASS B. NON-VOTING COMMON STOCK. \$ 30		
307	PAR	14,023.53	16,445.99
973	BRUKER CORP	9,367.07	11,734.38
1755	BRUNSWICK CORP , COMMON STOCK NO PAR	4,462.74	22,306.05
484	BRUSH ENGINEERED MATLS INC HOLDINGS CO COM	8,093.54	8,973.36
1114	BUCKEYE TECHNOLOGIES INC COM	5,588.49	10,872.64
508	BUCKLE INC COM	16,135.16	14,874.24
242	BUCYRUS INTL INC NEW COM CL A	10,240.56	13,641.54
358	BUFFALO WILD WINGS INC COM STK	11,862.37	14,416.66
386	BUNGE LIMITED	24,694.25	24,638.38
362	BURGER KING HLDGS INC COM	6,287.90	6,812.84
576	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	31,541.58	33,828.48
338	C R BARD	27,242.92	26,330.20
1335	CA INC COM	24,547.82	29,984.10
794	CABELAS INC COM STK	9,813.76	11,322.44
797	CABLEVISION NY GROUP CL A COM	16,737.96	20,578.54
398	CABOT CORP , COMMON STOCK. \$1 PAR	5,154.07	10,439.54
466	CABOT MICROELECTRONICS CORP COM	13,784.09	15,359.36
353	CABOT OIL & GAS CORP COM	11,211.28	15,387.27
547	CACI INTL INC CL A CL A	22,031.82	26,720.95
758	CADENCE DESIGN SYS INC COM	5,169.98	4,540.42
600	CADENCE PHARMACEUTICALS INC COM	6,094.98	5,802.00
962	CADIZ INC COM NEW STK	9,326.53	11,515.14
892	CAL DIVE INTL INC DEL COM	7,804.98	6,743.52
331	CAL MAINE FOODS INC COM NEW STK	8,490.15	11,280.48
477	CALAMOS ASSET MGMT INC CL A COM STK	6,797.25	5,499.81
391	CALAVO GROWERS INC COM	7,917.71	6,647.00
1089	CALGON CARBON CORP COM	15,028.19	15,137.10
391	CALIFORNIA WTR SVC GROUP COM	14,728.85	14,396.62
1576	CALLAWAY GOLF CO COMMON STOCK	11,146.59	11,883.04
1138	CALPINE CORP COM NEW STK	13,132.41	12,518.00
1214	CAMBREX CORP COM	5,335.53	6,774.12
277	CAMDEN NATL CORP COM	9,580.88	9,057.90

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Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

Quantity	Description	Cost	Fair Market Value
199	CAMDEN PPTY TR SH BEN INT	5,550.09	8,431.63
738	CAMERON INTL CORP COM STK	28,127.57	30,848.40
669	CAMPBELL SOUP CO COM	21,415.09	22,612.20
1075	CANADIAN PAC RY LTD COM CANADIAN PACIFICRAILWAY LTD	72,305.25	58,050.00
290	CAPELLA ED CO COM	14,058.71	21,837.00
1535	CAPITAL ONE FINANCIAL COMMON STOCK	61,292.40	58,851.90
85	CAPITAL SOUTHWEST CORP COM STK	6,297.65	6,698.00
1025	CAPITALSOURCE INC REIT	5,012.15	4,069.25
1145	CAPLEASE INC COM	5,287.03	5,015.10
1264	CAPSTEAD MTG CORP COM NO PAR COM NO PAR	16,090.72	17,253.60
2368	CARACO PHARMACEUTICAL LABS INC	6,770.69	14,302.72
384	CARBO CERAMICS INC COM	13,185.48	26,177.28
1043	CARDINAL FINL CORP COM	8,229.17	9,115.82
1224	CARDINAL HEALTH INC	41,383.88	39,461.76
550	CARDIONET INC COM STK	5,311.90	3,267.00
249	CAREER ED CORP COM	6,129.73	5,804.19
612	CAREFUSION CORP COM	11,516.90	15,306.12
208	CARLISLE COMPANIES INC COMMON STOCK \$1.00 PAR	5,166.70	7,126.08
749	CARMAX INC COM	11,055.17	18,163.25
1489	CARNIVAL CORP COM PAIRED	52,202.74	47,186.41
555	CARRIZO OIL & GAS INC COM	9,643.90	14,701.95
1128	CARTER INC FORMERLY CARTER HLDGS INC TO 09/13/2003 COM	19,902.90	29,610.00
1012	CASEYS GEN STORES INC COM	27,102.23	32,303.04
588	CASH AMER INVTS INC COM	22,332.58	20,556.48
253	CASS INFORMATION SYS INC COM	9,189.43	7,691.20
730	CATALYST HEALTH SOLUTIONS INC COM STK	18,388.70	26,623.10
2045	CATERPILLAR INC , COMMON STOCK. NO PAR	131,406.10	116,544.55
1134	CATHAY GENERAL BANCORP INC COM	11,090.52	8,561.70
650	CATO CORP NEW CL A CL A	11,688.00	13,039.00
344	CAVCO INDS INC DEL COM STK	9,332.13	12,356.48
818	CAVIUM NETWORKS INC COM	14,093.11	19,492.94
744	CB RICHARD ELLIS GROUP INC CL A CL A	6,688.56	10,096.08
461	CBeyond. INC	6,757.49	7,260.75
3000	CBL & ASSOC PPTYS INC COM	22,051.90	29,010.00
1853	CBS CORP NEW CL B	26,238.29	26,034.65
458	CEC ENTMT INC COM	14,001.12	14,619.36
1076	CEDAR SHOPPING CTRS INC COM NEW COM NEW	5,889.16	7,316.80
835	CELADON GROUP INC COM	7,464.82	9,059.75
542	CELANESE CORP DEL COM SER A STK	12,547.02	17,398.20
1807	CELERA CORP COM STK	23,243.68	12,486.37
1564	CELGENE CORP COM	83,711.61	87,083.52
857	CENTENE CORP DEL COM	17,356.82	18,142.69
1187	CENTERPOINT ENERGY INC COM	18,957.02	17,223.37
486	CENTERSTATE BANKS INC	4,994.08	4,903.74
2996	CENTRAL EUROPEAN DISTR CORP COM STK	137,224.48	85,116.36
1357	CENTRAL GARDEN & PET CO CL A NON-VTG STK	14,229.50	13,488.58
540	CENTRAL VT PUB SVC CORP COM	10,212.80	11,232.00
905	CENTURY ALUM CO COM	5,555.34	14,651.95
2063	CENTURYTEL INC COM STK	78,177.46	74,701.23
1348	CENVEO INC COM	5,702.04	11,795.00
251	CEPHALON INC CON	14,818.98	15,664.91
1153	CEPHEID INC COM	6,499.69	14,389.44

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Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
514	CERADYNE INC DEL COM	9,302.55	9,873.94
228	CERNER CORP COM	14,355.38	18,796.32
927	CEVA INC COM	8,331.98	11,921.22
40	CF INDS HLDGS INC COM	5,167.95	3,631.20
378	CH ENERGY GROUP INC COM	16,569.35	16,072.56
225	CHARLES RIV LABORATORIES INTL INC COM	7,559.98	7,580.25
2489	CHARMING SHOPPES INC. COMMON STOCK \$.10 PAR	9,308.86	16,103.83
629	CHART INDS INC COM PAR \$0.01 COM PAR \$0.01	12,193.79	10,409.95
774	CHECKPOINT SYS INC COM STK USD0 10	15,214.26	11,803.50
1196	CHEESECAKE FACTORY INC COM	9,394.82	25,821.64
450	CHEMED CORP NEW COM	16,248.84	21,586.50
564	CHEMICAL FINL CORP COM	11,562.00	13,299.12
1878	CHENIERE ENERGY INC COM NEW	6,101.62	4,544.76
2128	CHESAPEAKE ENERGY CORP COM	52,306.03	55,072.64
8006	CHEVRON CORP COM	638,030.02	616,381.94
6811	CHEVRON CORP COM	536,688.36	524,378.89
603	CHICOS FAS INC COM	5,956.68	8,472.15
475	CHILDRENS PL RETAIL STORES INC COM	12,840.30	15,679.75
2278	CHIMERA INVT CORP COM STK	7,960.34	8,838.64
295	CHINA FIRE & SEC GROUP INC COM STK	4,933.58	3,991.35
931	CHINA HSG & LD DEV INC COM STK	5,204.20	3,845.03
776	CHINA SEC & SURVEILLANCE TECHNOLOGY INC COM STK	5,781.12	5,928.64
897	CHINACAST ED CORP COM	6,485.30	6,781.32
456	CHINDEX INTL INC COM	5,923.39	6,443.28
109	CHIPOTLE MEXICAN GRILL INC COM STK	8,991.85	9,609.44
996	CHIQUITA BRANDS INTL INC COM	10,626.74	17,967.84
1003	CHRISTOPHER & BANKS CORP COM	6,799.74	7,642.86
1197	CHUBB CORP, COMMON STOCK, \$1 PAR	50,226.18	58,868.46
239	CHURCH & DWIGHT INC COM	12,672.30	14,447.55
242	CHURCHILL DOWNS INC COM	8,382.88	9,038.70
2183	CIBER INC COM	8,357.27	7,531.35
140	CIENA CORP COM NEW COM NEW	4,210.70	1,517.60
927	CIGNA CORP, COMMON STOCK,	33,622.20	32,695.29
283	CIMAREX ENERGY CO COM	8,281.94	14,990.51
4274	CINCINNATI BELL INC NEW COM STOCK	12,304.57	14,745.30
492	CINCINNATI FINANCIAL CORP. COMMON STOCK, \$2 PAR	12,079.79	12,910.08
642	CINEMARK HLDGS INC COM	7,267.38	9,225.54
447	CINTAS CORP COM	10,347.11	11,644.35
400	CIRCOR INTL INC COM	11,919.31	10,072.00
1675	CIRRUS LOGIC INC COM	8,591.79	11,423.50
48465	CISCO SYSTEMS INC COMMON STOCK	1,085,516.77	1,160,252.10
331	CITI TRENDS INC COM ORD USD1	8,472.60	9,142.22
51628	CITIGROUP INC COM	341,988.99	170,888.68
463	CITIZENS & NORTHN CORP COM	9,698.35	4,417.02
1304	CITIZENS INC CL A	7,931.40	8,515.12
615	CITRIX SYS INC COMMON STOCK	19,898.65	25,590.15
418	CITY HLDG CO COM	12,821.79	13,513.94
147	CITY NATIONAL CORP. COMMON STOCK. \$5 PAR	5,350.80	6,703.20
1154	CKE RESTAURANTS INC COM STK	10,120.46	9,762.84
1189	CKX INC COM	10,139.03	6,266.03
1013	CLARCOR INC COM	32,776.89	32,861.72
795	CLEAN ENERGY FUELS CORP COM	7,058.41	12,250.95

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
367	CLEAN HBRS INC COM	19,917.20	21,876.87
265	CLEARWATER PAPER CORP COM STK	6,982.72	14,567.05
905	CLEARWIRE CORP NEW CL A CL A	5,230.90	6,117.80
1059	CLECO CORP NEW COM	24,129.76	28,942.47
445	CLIFFS NAT RES INC COM STK	20,918.89	20,510.05
341	CLOROX CO., COMMON STOCK, \$1 PAR	18,867.94	20,801.00
470	CLOUD PEAK ENERGY INC COM	6,951.28	6,843.20
259	CME GROUP INC COM STK	86,626.26	87,011.05
414	CMS ENERGY CORP COMMON STOCK \$10 PAR	5,117.00	6,483.24
97	CNA FINANCIAL CORP. COMMON STOCK, \$2.50 PAR	2,443.43	2,328.00
1079	COACH INC COM	38,932.08	39,415.87
7865	COCA COLA CO COM	464,011.47	448,305.00
9521	COCA COLA CO COM	477,503.32	542,697.00
1050	COCA COLA ENTERPRISES INC COM	16,981.24	22,260.00
1366	COEUR D'ALENE MINES CORP IDAHO COM NEW COM NEW	17,907.30	24,669.96
1038	COGDELL SPENCER INC COM REIT	4,865.78	5,875.08
1003	COGENT COMMUNICATIONS GROUP INC COM NEW	8,263.01	9,889.58
849	COGENT INC COM	9,210.38	8,821.11
913	COGNEX CORP COM	13,348.32	16,178.36
993	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	40,815.85	44,982.90
246	COHEN & STEERS INC COM	5,118.15	5,618.64
517	COHERENT INC COM	10,703.57	15,370.41
601	COINSTAR INC COM	16,323.16	16,695.78
1302	COLDWATER CREEK INC COM	8,421.99	5,806.92
1698	COLGATE-PALMOLIVE CO, COMMON STOCK, \$1 PAR	141,828.06	139,490.70
1275	COLLECTIVE BRANDS INC COM STK	18,844.43	29,031.75
1149	COLONIAL PPTYS TR SH BEN INT SH BEN INT	8,626.48	13,477.77
313	COLUMBIA BKG SYS INC COM	4,998.61	5,064.34
569	COLUMBUS MCKINNON CORP N Y COM	7,616.60	7,772.54
9767	COMCAST CORP NEW-CL A	176,589.28	164,671.62
514	COMERICA, INC.. COMMON STOCK, \$5 PAR	14,092.16	15,198.98
913	COMFORT SYS USA INC COM	9,504.08	11,266.42
165	COMMERCE BANCSHARES, INC.. COMMON STOCK, \$10 PAR	5,067.86	6,388.80
383	COMMERCIAL METALS CO COM	5,474.45	5,993.95
283	COMMSCOPE INC COM	7,560.60	7,507.99
800	COMMUNITY BK SYS INC COM	12,800.32	15,448.00
315	COMMUNITY HEALTH SYS INC NEW COM	8,108.09	11,214.00
446	COMMUNITY TR BANCORP INC COM	12,192.25	10,904.70
917	COMMVAULT SYS INC COM STK	15,591.34	21,723.73
111	COMPASS MINERALS INTL INC COM	6,183.49	7,458.09
423	COMPELLENT TECHNOLOGIES INC COM STK	6,679.13	9,593.64
1162	COMPLETE PRODTN SVCS INC COM	7,879.35	15,106.00
194	COMPUTER PROGRAMS & SYS INC COM	7,616.44	8,933.70
515	COMPUTER SCIENCES CORP.. COMMON STOCK, \$1 PAR	22,863.87	29,627.95
823	COMPUWARE CORP COMMON	5,710.39	5,950.29
503	COMSCORE INC COM	6,712.25	8,827.65
268	COMSTOCK RES INC COM NEW COM NEW	11,266.72	10,872.76
560	COMTECH TELECOMMUNICATIONS CORP COM NEW	18,215.80	19,628.00
497	COMVERGE INC COM	6,033.57	5,586.28
1520	CONAGRA FOODS INC	30,373.88	35,036.00
697	CONCEPTUS INC COM	11,785.22	13,075.72
175	CONCHO RES INC COM STK	5,199.23	7,857.50

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
856	CONCUR TECHNOLOGIES INC COM	23,149.87	36,594.00
680	CONMED CORP COM	10,716.80	15,504.00
513	CONNECTICUT WTR SVC INC COM	11,780.05	12,707.01
5034	CONOCOPHILLIPS COM	251,625.67	257,086.38
11623	CONOCOPHILLIPS COM	808,369.36	593,586.61
614	CONSOL ENERGY INC COM	20,968.10	30,577.20
933	CONSOLIDATED EDISON INC COMMON STOCK	35,768.51	42,386.19
313	CONSOLIDATED GRAPHICS INC COM	5,641.54	10,961.26
205	CONSOLIDATED TOMOKA LD CO COM STK	7,625.98	7,162.70
465	CONSOLIDATED WATER CO LTD COM	7,509.70	6,644.85
551	CONSTANT CONTACT INC COM STK	11,347.29	8,816.00
551	CONSTELLATION BRANDS INC CL A CL A	8,276.82	8,777.43
620	CONSTELLATION ENERGY GROUP INC MARYLAND COM	22,331.62	21,805.40
243	CONTANGO OIL & GAS CO COM NEW	10,365.53	11,423.43
663	CONTINENTAL AIRLINES INC CL B	10,679.80	11,880.96
237	CONTINENTAL RES INC COM	10,326.07	10,164.93
539	CONVERGYS CORP DELAWARE COM	4,996.48	5,794.25
158	CON-WAY INC COM STK	5,751.18	5,515.78
154	COOPER COS INC COM NEW	4,362.80	5,870.48
510	COOPER INDUSTRIES PLC NEW IRELAND COM STK	17,102.32	21,746.40
1100	COOPER INDUSTRIES PLC NEW IRELAND COM STK	56,694.00	46,904.00
1173	COOPER TIRE & RUBBER CO , COMMON STOCK, NO PAR	12,562.71	23,518.65
122	COPA HOLDINGS SA COM STK	5,056.90	6,645.34
227	COPART INC COM	7,940.46	8,315.01
307	CORE-MARK HLDG CO INC COM	8,275.72	10,118.72
1593	CORINTHIAN COLLEGES INC COM STK	22,823.01	21,935.61
254	CORN PRODS INTL INC COM	6,941.81	7,424.42
5279	CORNING INC COMMON STOCK	102,815.81	101,937.49
769	CORPORATE EXECUTIVE BRD CO COMMON STOCK	16,168.07	17,548.58
171	CORPORATE OFFICE PPTYS TR COM	5,090.97	6,263.73
392	CORRECTIONS CORP AMER	6,663.99	9,623.60
445	COSTAR GROUP INC COM	23,664.70	18,587.65
1475	COSTCO WHOLESALE CORP NEW COM	103,752.39	87,275.75
15512	COSTCO WHOLESALE CORP NEW COM	959,850.30	917,845.04
1772 7	COUSINS PPTYS INC COM	17,605.98	13,525.70
218	COVANCE INC COMMON STOCK	7,624.33	11,896.26
439	COVANTA HLDG CORP COM	7,498.07	7,941.51
505	COVENTRY HEALTH CARE INC COM	10,862.30	12,266.45
294	CRA INTL INC COM	8,209.18	7,835.10
450	CRACKER BARREL OLD CTRY STORE INC COM	13,920.17	17,095.50
225	CRANE CO , COMMON STOCK, \$6.25 PAR	5,087.23	6,889.50
921	CRAY INC COM NEW STK	7,582.04	5,912.82
303	CREE INC COM	8,998.31	17,080.11
1996	CROCS INC COM	7,003.37	11,477.00
951	CROSS CTRY HEALTHCARE INC COM	6,985.57	9,424.41
1941	CROSSTEX ENERGY INC COM	6,567.37	11,743.05
989	CROWN CASTLE INTL CORP COM STK	24,640.94	38,610.56
666	CROWN HLDGS INC COM	16,760.07	17,036.28
903	CRYOLIFE INC COM	5,271.81	5,797.26
844	CSG SYS INTL INC COMMON STOCK	11,765.36	16,111.96
1330	CSX CORP., COMMON STOCK, \$1 PAR	68,198.17	64,491.70
1022	CTS CORP COM	7,111.38	9,831.64

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
311	CUBIC CORP COM	11,382.44	11,600.30
1147	CUBIST PHARMACEUTICALS INC COM	20,278.96	21,758.59
433	CULLEN / FROST BANKERS INC COM	21,115.75	21,650.00
686	CUMMINS INC	27,400.49	31,459.96
900	CURTISS WRIGHT CORP COM	26,980.00	28,188.00
795	CUTERA INC COM	6,781.08	6,765.45
1608	CVB FINL CORP COM	9,985.68	13,893.12
485	CVR ENERGY INC COM STK	4,990.60	3,327.10
4947	CVS CAREMARK CORP COM STK	154,236.57	159,342.87
630	CYBERONICS INC COM	10,791.90	12,877.20
1375	CYBERSOURCE CORP DEL COM	13,580.88	27,651.25
591	CYMER INC COM	17,809.15	22,682.58
943	CYPRESS BIOSCIENCES INC COM PAR \$ 02	8,776.50	5,431.68
544	CYPRESS SEMICONDUCTOR CORP COM	5,041.96	5,744.64
269	CYTEC INDUSTRIES COMMON STOCK	5,138.40	9,796.98
808	CYTORI THERAPEUTICS INC COM STK	4,669.03	4,928.80
943	D R HORTON INC COM	10,806.77	10,250.41
1751	DAIMLER AG	117,660.72	93,328.30
905	DAKTRONICS INC COM	7,157.19	8,335.05
2323	DANA HLDG CORP COM	11,993.52	25,181.32
879	DANAHER CORP. COMMON STOCK \$ 01 PAR	63,422.18	66,100.80
726	DANVERS BANCORP INC COM STK	9,743.63	9,430.74
466	DARDEN RESTAURANTS INC COM	15,754.80	16,342.62
1841	DARLING INTL INC COM	12,757.95	15,427.58
352	DAVITA INC COM	17,835.23	20,676.48
242	DAWSON GEOPHYSICAL CO COM	7,255.50	5,592.62
3503	DCT INDL TR INC COM	14,629.86	17,585.06
846	DEALERTRACK HLDGS INC COM STK	14,213.65	15,896.34
612	DEAN FOODS CO NEW COM	12,124.78	11,040.48
261	DECKERS OUTDOOR CORP COM	18,491.85	26,548.92
1436	DEERE & CO , COMMON STOCK. \$1 PAR	104,633.71	77,673.24
534	DEL MONTE FOODS CO COM	5,130.83	6,055.56
5820	DELL INC COM STK	115,714.86	83,575.20
855	DELPHI FINL GROUP INC CL A	16,825.40	19,126.35
2622	DELTA AIR LINES INC DEL COM NEW COM NEW	28,918.82	29,838.36
4841	DELTA PETROLEUM CORP DELAWARE	54,392.78	5,034.64
256	DELTIC TIMBER CORP COM	10,040.32	11,822.08
1124	DELUXE CORP , COMMON STOCK	16,529.61	16,623.96
846	DENBURY RES INC HLDG CO COM NEW	7,456.73	12,520.80
268	DENDREON CORP COM STK ISIN US24823Q1076	6,582.08	7,043.04
2842	DENNYS CORP COM	6,421.21	6,223.98
505	DENTSPLY INTL INC NEW COMMON STOCK	15,387.35	17,760.85
1740	DEPOMED INC COM	5,738.52	5,829.00
3295	DEVELOPERS DIVERSIFIED RLTY CORP COM	18,911.28	30,511.70
1541	DEVON ENERGY CORP NEW COM	110,580.55	113,263.50
248	DEVRY INC DEL COM	12,865.44	14,069.04
1124	DEXCOM INC COM	7,049.68	9,081.92
430	DG FASTCHANNEL INC COM STK	7,811.38	12,009.90
1321	DHT HOLDINGS INC	6,908.22	4,861.28
4430	DIAGEO PLC SPONSORED ADR NEW	333,904.26	307,486.30
9096	DIAGEO PLC SPONSORED ADR NEW	678,881.50	631,353.36
1855	DIAGEO PLC SPONSORED ADR NEW	150,718.75	128,755.55

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
377	DIAMOND FOODS INC COM	10,978.20	13,398.58
149	DIAMOND HILL INVT OH	5,981.64	9,570.27
235	DIAMOND OFFSHORE DRILLING INC COMMON STOCK	23,142.80	23,128.70
2148	DIAMONDROCK HOSPITALITY CO COM STK	7,786.89	18,193.56
291	DICKS SPORTING GOODS INC OC-COM	4,949.88	7,237.17
226	DIEBOLD INC., COMMON STOCK, \$1.25 PAR	6,131.64	6,429.70
772	DIGI INTL INC COM	6,222.08	7,040.64
760	DIGITAL RIV INC COM	27,335.46	20,512.40
259	DIGITAL RLTY TR INC COM	9,334.33	13,022.52
1019	DILLARDS INC CL A COMMON STOCK	9,597.67	18,800.55
350	DINEEQUITY INC COM STK	11,245.47	8,501.50
723	DIODES INC COM	12,044.10	14,785.35
352	DIONEX CORP COM	21,823.23	26,002.24
3428	DIRECTV COM CL A COM CL A	111,179.04	114,323.80
1834	DISCOVER FINL SVCS COM STK	29,563.90	26,978.14
869	DISCOVERY COMMUNICATIONS INC NEW COM SERC COM SER C	18,492.23	23,045.88
683	DISH NETWORK CORP CL A COM STK	12,268.59	14,185.91
1813	DIVX INC COM	9,274.49	10,225.32
673	DOLAN CO COM STK	9,220.03	6,871.33
179	DOLBY LABORATORIES INC CL A COM STK	6,635.51	8,543.67
577	DOLLAR FINL CORP COM STK	8,194.94	13,651.82
434	DOLLAR THRIFTY AUTOMOTIVE GROUP INC COM	6,144.39	11,114.74
254	DOLLAR TREE INC COM STK	10,056.30	12,268.20
2005	DOMINION RES INC VA NEW COM	80,161.67	78,034.60
911	DOMINOS PIZZA INC COM	7,251.55	7,634.18
826	DOMTAR CORP COM NEW COM NEW	16,227.59	45,768.66
263	DONALDSON INC COM	6,181.95	11,188.02
698	DONNELLEY, R R., & SONS CO, COMMON STOCK, \$1.25 PAR	8,207.15	15,544.46
557	DOUGLAS EMMETT INC COM REIT	5,068.67	7,937.25
632	DOVER CORP., COMMON STOCK \$1 PAR	22,361.33	26,297.52
3780	DOW CHEMICAL CO COM	121,318.56	104,441.40
394	DPL COMPANY COMMON STOCK	9,298.36	10,874.40
863	DR PEPPER SNAPPLE GROUP INC COM STK	19,253.44	24,422.90
246	DREAMWORKS ANIMATION INC CL A COM STK	5,022.76	9,827.70
1531	DRESS BARN INC COM	21,920.15	35,366.10
281	DRESSER-RAND GROUP INC COM	7,586.10	8,882.41
466	DREW INDS INC COM NEW COM NEW	5,753.10	9,622.90
579	DRIL-QUIP INC COM	22,210.38	32,701.92
3163	DRUGSTORE COM INC COM ISIN #US2622411021	5,819.92	9,773.67
136	DST SYSTEMS INC COMMON STOCK	5,106.79	5,922.80
556	DTE ENERGY CO COMMON STOCK	18,064.38	24,236.04
394	DTS INC COM	10,732.56	13,478.74
3070	DU PONT E I DE NEMOURS & CO COM STK	106,409.35	103,366.90
345	DUCOMMUN INC DEL COM	6,312.57	6,454.95
384	DUFF & PHELPS CORP NEW CL A COM STK	6,921.36	7,011.84
4373	DUKE ENERGY CORP NEW COM STK	74,356.16	75,259.33
761	DUKE RLTY CORP COM NEW REIT	6,689.44	9,261.37
88	DUN & BRADSTREET CORP DEL NEW COM	7,225.74	7,424.56
643	DUPONT FABROS TECHNOLOGY INC REIT	5,999.09	11,567.57
2366	DURECT CORP COM	5,842.84	5,844.02
2337	DYAX CORP COM	5,141.33	7,922.43
886	DYCOM INDS INC COM	11,163.74	7,114.58

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
430	DYNAMEX INC COM STK	10,890.48	7,783.00
324	DYNAMIC MATLS CORP COM	5,885.08	6,496.20
595	DYNCORP INTL INC COM CL A COM CL A	10,212.15	8,538.25
1030	DYNEX CAP INC NEW REIT	8,445.90	8,991.90
28668	E*TRADE FIN CORP COMMON STOCK	43,229.48	50,169.00
2647	EAGLE BULK SHIPPING INC EAGLE BULK SHIPPING COM	11,687.32	13,102.65
199	EAGLE MATLS INC COM	5,040.65	5,183.95
2103	EARTHLINK INC COM STK	16,024.65	17,475.93
1925	EAST WEST BANCORP INC COM	17,427.21	30,415.00
502	EASTGROUP PPTYS INC REIT	16,806.32	19,216.56
247	EASTMAN CHEMICAL CO COMMON STOCK	12,739.59	14,879.28
5336	EASTMAN KODAK CO., COMMON STOCK, \$2 50 PAR	15,794.92	22,517.92
563	EATON CORP., COMMON STOCK, \$ 50 PAR	38,831.56	35,818.06
3350	EBAY INC COM	81,494.61	78,859.00
	EBIX INC FORMERLY EBIX COM INC TO 01/02/2004 COM NEW COM		
191	NEW	6,360.45	9,326.53
785	ECHELON CORP OC-COM STK	9,258.98	9,074.60
1118	ECLIPSYS CORP COM	20,238.98	20,705.36
804	ECOLAB INC COMMON STOCK	34,372.45	35,842.32
1107	EDISON INTL COM	36,820.23	38,501.46
1857	EDUCATION RLTY TR INC COM REIT	7,831.34	8,987.88
191	EDWARDS LIFESCIENCES CORP COM	12,835.18	16,588.35
564	EHEALTH INC COM STK	9,948.60	9,266.52
2382	EL PASO CORP COM	21,890.44	23,415.06
1069	EL PASO ELEC CO COM NEW	15,607.39	21,679.32
824	ELECTRO SCIENTIFIC INDS INC COM	9,838.56	8,915.68
1098	ELECTRONIC ARTS COM STOCK	28,909.76	19,489.50
1143	ELECTRONICS FOR IMAGING INC COM	12,618.72	14,870.43
3442	ELI LILLY & CO COM	128,252.79	122,913.82
722	ELIZABETH ARDEN INC COM	6,574.42	10,425.68
6839	EMC CORP COM	112,586.24	119,477.33
1302	EMCOR GROUP INC COM	27,716.50	35,023.80
651	EMDEON INC CL A CL A	10,168.62	9,927.75
342	EMERGENCY MED SVCS CORP CL A COM STK	14,199.10	18,519.30
260	EMERGENT BIOSOLUTIONS INC COM	5,142.77	3,533.40
474	EMERITUS CORP COM STK	6,467.85	8,887.50
2553	EMERSON ELECTRIC CO COM	109,700.76	108,757.80
931	EMPIRE DIST ELEC CO COM	17,087.09	17,437.63
1036	EMPLOYERS HLDGS INC COM	14,429.48	15,892.24
421	EMS TECHNOLOGIES INC COM	8,899.92	6,104.50
1650	EMULEX CORP COM NEW	16,335.00	17,985.00
378	ENCORE CAP GROUP INC COM	4,807.25	6,577.20
440	ENCORE WIRE CORP COM	7,914.28	9,270.80
3677	ENDEAVOUR INTL CORP COM STK	5,252.96	3,971.16
280	ENDO PHARMACEUTICALS HLDGS INC COM	4,994.70	5,742.80
1670	ENDOLOGIX INC COM	5,694.53	8,817.60
167	ENDURANCE SPECIALTY HOLDINGS LTD COM USDI	4,455.14	6,217.41
1147	ENERI INC COM NEW STK	6,443.71	7,271.98
158	ENERGEN CORP COM	11,717.28	7,394.40
236	ENERGIZER HLDGS INC COM	14,575.14	14,462.08
910	ENERGY CONVERSION DEVICES INC COM	17,673.30	9,618.70
1502	ENERGY SOLUTIONS INC COMMON	14,707.13	12,751.98

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
285	ENERNOC INC COM	6,142.32	8,661.15
803	ENERSYS COM	15,101.46	17,561.61
744	ENNIS INC COM	11,528.02	12,491.76
473	ENPRO INDS INC COM	8,853.71	12,491.93
482	ENSCO PLC SPON ADR	20,328.35	19,251.08
132	ENSTAR GROUP LIMITED COM	8,025.60	9,638.64
2593	ENTEGRIIS INC COM	7,779.00	13,691.04
667	ENTERGY CORP NEW COMMON STOCK	53,669.82	54,587.28
696	ENTERTAINMENT PPTYS TR COM SH BEN INT	14,612.44	24,547.92
1083	ENZON PHARMACEUTICALS INC COM	8,724.65	11,403.99
851	EOG RESOURCES INC COM	64,241.49	82,802.30
1180	EPICOR SOFTWARE CORP COM	6,556.82	8,991.60
771	EPIQ SYS INC COM	12,297.45	10,786.29
445	EQT CORP COM	22,212.51	19,544.40
429	EQUIFAX INC COM	12,254.47	13,251.81
129	EQUINIX INC COM NEW COM NEW	9,454.89	13,693.35
417	EQUITY LIFESTYLE PPTYS INC REIT	15,500.39	21,045.99
306	EQUITY ONE INC COM	4,921.34	4,948.02
931	EQUITY RESIDENTIAL EFF 5/15/02	24,567.48	31,449.18
1164	ERESEARCH TECHNOLOGY INC COM	7,286.64	6,995.64
140	ERIE INDTY CO CL A	5,010.59	5,462.80
483	ESB FINL CORP COM	6,761.99	6,385.26
522	ESCO TECHNOLOGIES INC	24,225.97	18,713.70
847	ESSA BANCORP INC COM STK	11,671.58	9,909.90
81	ESSEX PPTY TR REIT	5,088.42	6,775.65
591	ESTERLINE TECHNOLOGIES CORP COMMON STK	16,390.61	24,095.07
481	ETHAN ALLEN INTERIORS INC COM	6,854.20	6,455.02
1039	EURONET WORLDWIDE INC COM	17,825.29	22,806.05
1410	EV3 INC COM	14,974.20	18,809.40
299	EVERCORE PARTNERS INC CL A CL A	5,973.99	9,089.60
209	EVEREST RE GROUP COM	15,383.68	17,907.12
3736	EVERGREEN SOLAR INC COM	7,992.80	5,641.36
473	EXCO RES INC COM	5,973.93	10,041.79
2361	EXELIXIS INC COM STK ISIN# US30161Q1040	11,521.68	17,400.57
2238	EXELON CORP COM	123,019.58	109,371.06
630	EXIDE TECHNOLOGIES COM NEW COM NEW	5,202.86	4,479.30
624	EXPEDIA INC DEL COM	11,356.18	16,043.04
722	EXPEDITORS INTERNATIONAL WASHINGTON INC., CO	26,545.42	25,075.06
349	EXPONENT INC COM STK	8,843.66	9,716.16
917	EXPRESS SCRIPTS INC COM	79,758.64	79,274.65
312	EXTERRAN HLDGS INC COM STK	5,020.05	6,692.40
1925	EXTRA SPACE STORAGE INC COM	16,458.66	22,233.75
2795	EXTREME NETWORKS INC COM	5,841.44	8,021.65
10568	EXXON MOBIL CORP COM	921,088.19	720,631.92
4161	EXXON MOBIL CORP COM	283,263.66	283,738.59
16885	EXXON MOBIL CORP COM	1,263,905.84	1,151,388.15
1039	EZCORP INC CL A NON VTG	11,003.01	17,881.19
2788	F N B CORP PA COM	18,262.98	18,930.52
1396	F P L GROUP INC., COMMON STOCK	80,825.89	73,736.72
267	F5 NETWORKS INC COM STK	13,650.32	14,145.66
142	FACTSET RESH SYS INC COM STK	7,153.96	9,353.54
972	FAIR ISAAC CORPORATION COM	14,626.40	20,713.32

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Quantity	Description	Cost	Fair Market Value
716	FAIRCHILD SEMICONDUCTOR INTL INC COM	5,226.73	7,152.84
1082	FALCONSTOR SOFTWARE INC COM	4,468.66	4,392.92
477	FAMILY DLR STORES INC COM	12,554.83	13,274.91
239	FARMERS CAP BK CORP COM	6,398.03	2,442.58
462	FARO TECHNOLOGIES INC COM	13,099.21	9,905.28
450	FASTENAL CO COM	14,758.51	18,738.00
361	FBL FINL GROUP INC CL A CL A	5,626.32	6,685.72
869	FEDERAL MOGUL CORP COM STK	10,033.03	15,033.70
201	FEDERAL RLTY INVT TR SH BEN INT NEW SH BEN INT NEW	10,539.17	13,611.72
1147	FEDERAL SIGNAL CORP COM	9,278.05	6,904.94
241	FEDERATED INVESTORS INC CL B	5,927.11	6,627.50
1058	FEDEX CORP COM	95,432.98	88,290.10
744	FEI CO COM	17,852.34	17,379.84
1511	FELCOR LODGING TR INC COM	4,623.66	5,439.60
1477	FERRO CORP COM	10,474.13	12,170.48
798	FIDELITY NATIONAL FINANCIAL INC CL A	11,937.55	10,741.08
1060	FIDELITY NATL INFORMATION SVCS INC COM STK	19,995.48	24,846.40
1961	FIFTH THIRD BANCORP , COMMON STOCK, \$6.66 PAR	13,981.93	19,119.75
520	FINANCIAL INSTNS INC COM	7,226.67	6,125.60
989	FINISH LINE INC CL A	7,327.01	12,411.95
317	FIRST AMERN CORP CALIF COM	8,562.14	10,495.87
545	FIRST BANCORP N C COM	8,695.75	7,613.65
1918	FIRST BANCORP P R COM	7,959.70	4,411.40
542	FIRST CASH FINANCIAL SERVICES INC	9,495.84	12,026.98
	FIRST COMMONWEALTH FINANCIAL CORP COMMONSTOCK \$5 PAR		
1993	LM	12,934.17	9,267.45
75	FIRST CTZNS BANCSHARES INC N C CL A	11,851.50	12,300.75
479	FIRST DEFIANCE FINANCIAL CORP COM STK USD0 01	6,257.66	5,407.91
1016	FIRST FINL BANCORP OHIO COM	7,892.80	14,792.96
414	FIRST FINL BANKSHARES INC COM	20,919.42	22,451.22
350	FIRST FINL CORP IND COM	11,368.00	10,682.00
695	FIRST FINL HLDGS INC COM	6,812.90	9,028.05
753	FIRST HORIZON NATL CORP COM	8,647.51	10,090.20
947	FIRST INDL RLTY TR INC COM	5,255.76	4,952.81
950	FIRST MIDWEST BANCORP INC DEL COM	22,571.81	10,345.50
438	FIRST NIAGARA FINL GROUP INC NEW COM	5,115.84	6,092.58
175	FIRST SOLAR INC COM	28,057.93	23,695.00
1036	FIRSTENERGY CORP COM	64,053.49	48,122.20
1642	FIRSTMERIT CORP COM	27,631.99	33,069.88
642	FISERV INC COMMON STOCK	29,050.54	31,124.16
4322	FLEXTRONICS INTERNATIONAL LTD COM STK	52,759.09	31,593.82
511	FLIR SYS INC COM	10,553.79	16,719.92
229	FLOWERS FOODS INC COM	5,305.93	5,441.04
191	FLOWERVE CORP COM	18,857.41	18,055.23
611	FLUOR CORP NEW COM	24,827.50	27,519.44
12350	FLUOR CORP NEW COM	591,120.37	556,244.00
860	FLUSHING FINL CORP COM	8,410.71	9,683.60
247	FMC CORP , COMMON STOCK. NO PAR. (NEW)	11,615.79	13,772.72
420	FMC TECHNOLOGIES INC COM	16,018.76	24,292.80
529	FOOT LOCKER INC COM	3,956.76	5,893.06
1501	FORCE PROTN INC COM NEW	7,938.61	7,820.21
10617	FORD MTR CO DEL COM PAR \$0 01 COM PAR \$0 01	95,529.12	106,170.00

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
852	FOREST CITY ENTERPRISES INC CL A	10,010.00	10,036.56
1025	FOREST LABORATORIES INC COM COM	28,139.30	32,912.75
379	FOREST OIL CORP COM PAR \$0.01 COM PAR \$0.01	7,369.47	8,432.75
786	FORESTAR GROUP INC	9,845.72	17,276.28
982	FORMFACTOR INC COM STK	17,723.63	21,368.32
378	FORRESTER RESH INC COM	11,499.55	9,809.10
511	FORTUNE BRANDS INC COM STK	20,773.93	22,075.20
658	FORWARD AIR CORP COM	23,482.40	16,482.90
934	FOSSIL INC COM	23,117.84	31,345.04
267	FOSTER L B CO CL A	7,964.58	7,959.27
305	FPIC INS GROUP INC COM	9,498.81	11,779.10
74144	FRACTIONAL FIRST HORIZON NATIONAL CORP COM STK	-	-
13633	FRACTIONAL MARRIOTT INTERNATIONAL	-	-
527	FRANKLIN ELEC INC COM	14,171.03	15,325.16
567	FRANKLIN RES INC COMMON STOCK,	49,673.84	59,733.45
1175	FRANKLIN STR PPTYS CORP COM	15,799.60	17,166.75
933	FREDS INC CL A	10,739.55	9,516.60
1399	FREEPORT-MCMORAN COPPER & GOLD INC	99,157.75	112,325.71
375	FREIGHTCAR AMER INC COM	6,380.36	7,436.25
5765	FRESENIUS MEDICAL CARE AG AND CO KGAA	295,982.66	305,602.65
815	FRESH DEL MONTE PRODUCE INC COM STK	13,754.59	18,011.50
1409	FRONTIER COMMUNICATIONS CORP COM	9,820.73	11,004.29
382	FRONTIER OIL CORP COM	5,332.68	4,599.28
175	FTI CONSULTING INC COM	7,862.77	8,253.00
299	FUEL SYS SOLUTIONS INC COM STK	6,207.24	12,330.76
1815	FUELCELL ENERGY INC COM	7,677.27	6,824.40
967	FULLER H B CO COM	18,982.02	21,999.25
242	FUQI INTL INC COM NEW STK	5,036.50	4,343.90
1342	FURMANITE CORP COM STK	6,077.68	5,113.02
1624	FX ENERGY INC COM	6,317.36	4,628.40
442	G & K SVCS INC CL A CL A	14,747.86	11,107.46
341	GALLAGHER ARTHUR J & CO COM	7,290.56	7,675.91
174	GAMCO INVS INC COM	8,581.14	8,402.46
560	GAMESTOP CORP NEW CL A	15,731.68	12,286.40
294	GANNETT INC COM	8,531.88	4,365.90
1638	GAP INC COM	27,344.99	34,316.10
199	GARDNER DENVER INC COM	5,030.72	8,467.45
382	GARMIN LTD COM STK	9,209.29	11,727.40
1179	GARTNER INC COM	18,655.57	21,269.16
161	GATX CORP COM	3,997.42	4,628.75
789	GAYLORD ENTMT CO NEW COM	9,940.40	15,582.75
512	GENCO SHIPPING & TRADING LTD COM STK	11,202.51	11,458.56
1795	GENCORP INC COM	4,031.95	12,565.00
177	GENERAL CABLE CORP DEL NEW COM	2,916.45	5,207.34
1043	GENERAL COMMUNICATION INC CL A	7,528.37	6,654.34
1223	GENERAL DYNAMICS CORP. COMMON STOCK, \$1 PAR	100,541.77	83,371.91
35976	GENERAL ELECTRIC CO	713,940.55	544,316.88
970	GENERAL MARITIME CORPORATION COM USD0.01	10,322.26	6,780.30
1118	GENERAL MILLS INC COM	68,196.21	79,165.58
2253	GENERAL MOLY INC COM STK	5,204.20	4,686.24
383	GENESCO INC COM	7,223.38	10,517.18
652	GENESEE & WYO INC CL A CL A	18,369.84	21,281.28

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Quantity	Description	Cost	Fair Market Value
244	GENOMIC HEALTH INC COM	5,057.63	4,772.64
387	GENOPTIX INC COM	11,884.77	13,750.11
177	GEN-PROBE INC NEW COM	8,086.05	7,593.30
468	GENTEX CORP COM	6,989.57	8,353.80
664	GENTIVA HEALTH SVCS INC COM	14,762.36	17,934.64
542	GENUINE PARTS CO COM	20,441.00	20,574.32
1472	GENWORTH FINL INC COM CL A COM CL A	17,080.03	16,707.20
14268	GENZYME CORP COM	1,045,239.53	699,274.68
1017	GEO GROUP INC COM STK	19,312.77	22,251.96
426	GEOEYE INC COM STK	10,247.22	11,876.88
314	GEOKINETICS INC COM PAR \$0.01 COM PAR \$0.01	5,611.17	3,020.68
1772	GERON CORP COM	13,194.50	9,834.60
562	GETTY RLTY CORP NEW COM	10,832.60	13,223.86
1291	GFI GROUP INC COM STK	9,062.82	5,899.87
364	GIBRALTAR INDS INC COM	5,097.75	5,725.72
464	G-III APPAREL GROUP LTD COM	5,233.73	10,054.88
13716	GILEAD SCIENCES INC	663,634.76	593,628.48
1224	GLACIER BANCORP INC NEW COM	20,205.96	16,793.28
945	GLADSTONE CAP CORP COM	9,981.04	7,276.50
437	GLADSTONE COML CORP COM STK	5,434.17	5,860.17
1072	GLADSTONE INVT CORP COM STK	5,206.64	4,888.32
906	GLATFELTER	8,208.18	11,007.90
2886	GLG PARTNERS INC COM STK	9,032.89	9,292.92
	GLIMCHER RLTY TR SH BEN INT SHS OF BENEFICIAL INTEREST		
2014	USD0.01	5,514.13	5,437.80
804	GLOBAL CASH ACCESS HLDGS INC COM	6,589.80	6,021.96
1985	GLOBAL INDS LTD COMMON STOCK	11,448.45	14,153.05
274	GLOBAL PMTS INC COM	10,417.45	14,757.64
884	GLOBECOMM SYS INC COM	6,334.30	6,912.88
586	GMX RES INC COM STK	6,010.02	8,051.64
845	GOLAR LNG LIMITED	9,593.96	10,832.90
1772	GOLDMAN SACHS GROUP INC COM	289,036.76	299,184.48
421	GOODRICH CORPORATION	22,371.39	27,049.25
488	GOODRICH PETE CORP COM NEW	12,185.31	11,882.80
912	GOODYEAR TIRE & RUBBER CO.. COMMON STOCK, NO PAR	10,827.65	12,859.20
2781	GOOGLE INC CL A CL A	1,659,517.79	1,724,164.38
388	GORMAN RUPP CO COM	10,575.46	10,724.32
1436	GRACE W R & CO DEL NEW COM STK	20,888.86	36,402.60
228	GRACO INC COM	5,109.46	6,513.96
2393	GRAFTECH INTL LTD COM	30,832.89	37,211.15
209	GRAINGER. W. W., INC., COMMON STOCK, \$1 PAR	17,154.70	20,237.47
2259	GRAMERCY CAP CORP COM STK	6,954.78	5,850.81
4409	GRAN TIERRA ENERGY INC COM	15,166.81	25,263.57
629	GRANITE CONSTRUCTION INC. COMMON STOCK	22,079.66	21,172.14
1047	GREAT LAKES DREDGE & DOCK CORP NEW COM	5,088.42	6,784.56
459	GREAT PLAINS ENERGY INC COM	7,233.79	8,900.01
324	GREAT SOUTHN BANCORP INC COM	6,719.64	6,920.64
540	GREATBATCH INC COM	12,287.60	10,384.20
85	GREEN MTN COFFEE ROASTERS	5,131.45	6,924.95
366	GREENBRIER COS INC COM STK	5,050.47	3,799.08
70	GREENHILL & CO INC COM	5,213.60	5,616.80
652	GREENLIGHT CAPITAL RE LTD CLASS A	11,741.92	15,367.64

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
114	GREIF INC	5,150.52	6,153.72
865	GRIFFON CORP COM	7,352.33	10,570.30
479	GROUP 1 AUTOMOTIVE INC COM	12,770.14	13,579.65
574	GSI COMM INC COM STK	8,236.90	14,573.86
199	GUESS INC COM	5,253.58	8,417.70
395	GULF IS FABRICATION INC COM	6,327.86	8,306.85
730	GULFPORT ENERGY CORP COM NEW COM NEW	5,006.88	8,358.50
581	GYMBOREE CORP COM	21,431.11	25,267.69
784	H & E EQUIP SVCS INC COM	7,502.80	8,224.16
13716	H J HEINZ	585,889.91	586,496.16
1069	H J HEINZ	41,158.64	45,710.44
448	HAEMONETICS CORP MASS COM	25,666.16	24,707.20
926	HAIN CELESTIAL GROUP INC COM	25,414.28	15,751.26
3048	HALLIBURTON CO COM	88,726.98	91,714.32
1406	HALOZYME THERAPEUTICS INC COM	9,462.38	8,253.22
1029	HAMPTON RDS BANKSHARES INC COM STK	8,183.13	1,780.17
475	HANCOCK HLDG CO COM	15,622.70	20,800.25
334	HANESBRANDS INC COM STK	5,040.03	8,052.74
625	HANGER ORTHOPEDIC GROUP INC COM NEW	8,786.50	8,643.75
174	HANOVER INS GROUP INC COM	6,770.34	7,730.82
234	HANSEN NAT CORP COM	7,340.58	8,985.60
797	HARLEY DAVIDSON INC COM	18,511.65	20,084.40
266	HARMAN INTL INDS INC NEW COM STK USD0 01	5,053.99	9,384.48
2115	HARMONIC INC COM	12,519.53	13,387.95
1164	HARRIS & HARRIS GROUP INC COM	7,040.63	5,319.48
450	HARRIS CORP. COMMON STOCK. \$1 PAR	15,290.41	21,397.50
273	HARSCO CORP.. COMMON STOCK, \$1 25 PAR	9,100.43	8,798.79
911	HARTE-HANKS INC COM (NEW)	8,817.39	9,820.58
1106	HARTFORD FINL SVCS GROUP INC COM	26,387.06	25,725.56
426	HASBRO INC COM	10,542.62	13,657.56
720	HATTERAS FINL CORP COM REIT	19,831.00	20,131.20
311	HAWAIIAN ELEC INDS INC COM	6,010.82	6,499.90
1523	HAWAIIAN HLDGS INC COM	8,843.34	10,661.00
377	HAWKINS INC COM	8,565.44	8,229.91
291	HAYNES INTL INC COM NEW COM NEW	6,910.67	9,594.27
382	HCC INS HLDGS INC COM	9,378.09	10,684.54
935	HCP INC COM REIT	23,406.57	28,554.90
378	HEALTH CARE REIT INC COM	12,926.36	16,752.96
1013	HEALTH MANAGEMENT ASSOCIATES INC NEW CL A COMMON STOCK	5,184.94	7,364.51
393	HEALTH NET INC COM	7,184.38	9,152.97
1180	HEALTHCARE RLTY TR	20,605.67	25,322.80
973	HEALTHCARE SVCS GROUP INC COM	18,096.80	20,880.58
1757	HEALTHSOUTH CORP COM NEW STK	25,318.37	32,978.89
1069	HEALTHSPRING INC COM STK	14,046.31	18,825.09
770	HEALTHWAYS INC COM STK	13,578.21	14,121.80
1004	HEARTLAND EXPRESS INC COM	14,988.21	15,331.08
909	HEARTLAND PMT SYS INC COM STK	8,908.20	11,935.17
1962	HECKMANN CORP COM STK	7,612.54	9,790.38
5128	HECLA MNG CO COM	17,342.48	31,691.04
505	HEICO CORP NEW COM	19,124.30	22,386.65
445	HEIDRICK & STRUGGLES INTL INC COM ISIN #954228191023	8,097.80	13,901.80

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
675	HELEN TROY LTD COM STK	12,247.26	16,510.50
460	HELIX ENERGY SOLUTIONS GROUP INC COM STK	5,058.80	5,405.00
359	HELMERICH & PAYNE INC COM	11,024.85	14,316.92
2487	HEMISPHERX BIOPHARMA INC COM	6,416.46	1,392.72
1667	HENRY JACK & ASSOC INC COM	35,384.31	38,541.04
209	HERBALIFE LTD COM STK	6,648.27	8,479.13
2003	HERCULES OFFSHORE INC COM STK	7,630.23	9,574.34
1113	HERCULES TECHNOLOGY GROWTH CAP INC COM	10,492.37	11,564.07
604	HERLEY INDS INC DEL COM	6,786.96	8,389.56
524	HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 COM	19,371.34	18,753.96
155	HERTZ GLOBAL HLDGS INC COM	1,334.55	1,847.60
987	HESS CORP COM STK	64,080.34	59,713.50
284	HEWITT ASSOCS INC CL A COM	8,500.09	12,001.84
8478	HEWLETT PACKARD CO COM	380,012.55	436,701.78
21830	HEWLETT PACKARD CO COM	1,146,269.29	1,124,463.30
1921	HEXCEL CORP NEW COM	13,698.84	24,934.58
651	HIBBETT SPORTS INC COM STK	11,827.37	14,315.49
1310	HIGHWOODS PPTYS INC COM	33,235.69	43,688.50
309	HILL ROM HLDGS INC COM STK	4,993.41	7,412.91
301	HILLENBRAND INC COM STK	5,138.07	5,670.84
962	HILLTOP HLDGS INC COM STK	11,464.69	11,197.68
426	HITTITE MICROWAVE CORP COM STK	15,092.33	17,359.50
515	HMS HLDGS CORP COM	21,395.16	25,075.35
893	HNI CORP COM	16,538.36	24,673.59
145	HOLLY CORP COM PAR \$0.01	3,098.93	3,716.35
872	HOLOGIC INC COM	14,412.34	12,644.00
649	HOME BANCORP INC COM STK	7,937.21	7,911.31
247	HOME BANCSHARES INC COM	5,063.97	5,945.29
5763	HOME DEPOT INC., COMMON STOCK, \$ 05 PAR	166,420.00	166,723.59
22674	HOME DEPOT INC., COMMON STOCK, \$ 05 PAR	666,917.16	655,958.82
655	HOME PROPERTIES INC COMMON STOCK	22,315.92	31,250.05
2528	HONEYWELL INTL INC COM STK	113,076.93	99,097.60
611	HOOKE FURNITURE CORP COM	7,197.58	7,558.07
988	HORACE MANN EDUCATORS CORP COMMON STOCK	12,519.52	12,350.00
237	HORMEL FOODS CORPORATION COMMON STOCK	8,403.59	9,112.65
456	HORNBECK OFFSHORE SVCS INC NEW COM	9,995.47	10,615.68
891	HORSEHEAD HLDG CORP COM STK	6,700.32	11,360.25
546	HOSPIRA INC COM	20,337.96	27,846.00
421	HOSPITALITY PPTYS TR COM SH BEN INT	5,186.68	9,981.91
2089	HOST HOTELS & RESORTS INC REIT	20,255.59	24,378.63
1041	HOT TOPIC INC COM	7,837.17	6,620.76
549	HOUSTON WIRE & CABLE CO COM STK	6,752.70	6,533.10
1188	HOVNANIAN ENTERPRISES INC CL A	5,046.98	4,561.92
638	HRPT PPTYS TR COM SH BEN INT	2,756.10	4,127.86
902	HSN INC DEL COM	9,461.91	18,211.38
774	HUB GROUP INC CL A	14,675.66	20,766.42
156	HUBBELL INC. CLASS B, COMMON STOCK \$5 PAR	5,196.36	7,378.80
1590	HUDSON CITY BANCORP INC COM STK	23,024.70	21,830.70
185	HUGHES COMMUNICATIONS INC COM STK	5,128.94	4,815.55
3587	HUMAN GENOME SCIENCES INC COM	28,703.20	109,762.20
577	HUMANA INC. COMMON STOCK, \$ 16 2/3 PAR	20,048.25	25,324.53
297	HUNT J B TRANS SVCS INC COM	9,143.83	9,584.19

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
1476	HUNTINGTON BANCSHARES INC COM	6,110.49	5,387.40
995	HUNTSMAN CORP COM STK	5,253.50	11,233.55
429	HURON CONSULTING GROUP INC COM STK	20,068.62	9,884.16
504	IAC / INTERACTIVECORP COM PAR \$ 001 STK	8,229.41	10,321.92
381	IBERIABANK CORP COM	15,147.57	20,501.61
1273	ICONIX BRAND GROUP INC COM	20,113.39	16,103.45
298	ICU MED INC COM	9,267.22	10,859.12
809	IDACORP INC COM	21,558.85	25,847.55
881	IDERA PHARMACEUTICALS INC COM NEW STK	5,229.95	4,554.77
275	IDEX CORP COM	5,761.91	8,566.25
201	IDEXX LABS INC	5,609.67	10,741.44
163	IHS INC COM CL A COM CL A	8,035.88	8,934.03
528	II-VI INC COM	11,637.12	16,790.40
1525	ILLINOIS TOOL WKS INC COM	72,867.17	73,184.75
418	ILLUMINA INC COM	15,983.48	12,811.70
1013	IMMERSION CORP COM	3,873.55	4,629.41
1402	IMMUCOR INC COM STK	19,445.74	28,376.48
1205	IMMUNOGEN INC COM	7,587.76	9,471.30
1969	IMMUNOMEDICS INC COM	5,080.02	6,320.49
1375	IMPAX LABORATORIES INC COM	10,257.40	18,700.00
1091	IMPERIAL OIL LTD COM NEW	55,002.77	42,178.06
431	IMPERIAL SUGAR CO NEW COM NEW COM NEW	5,572.83	7,516.64
1840	INCYTE CORP COM	6,235.24	16,762.40
542	INDEPENDENT BK CORP MASS COM	11,349.11	11,322.38
1671	INFINERA CORP COM STK USD0 001	15,623.84	14,821.77
397	INFINITY PPTY & CAS CORP COM	15,364.12	16,134.08
1698	INFORMATICA CORP COM	22,085.89	43,910.28
932	INFOSPACE INC COM PAR \$.0001 COM PAR \$ 0001	6,524.00	7,987.24
1200	INGERSOLL-RAND PLC COM STK	57,504.00	42,888.00
541	INGLES MKTS INC CL A	8,386.32	8,185.33
550	INGRAM MICRO INC CL A	9,844.98	9,597.50
1649	INLAND REAL ESTATE CORP COM NEW STK	14,642.11	13,439.35
413	INNOPHOS HLDGS INC COM STK	6,907.01	9,494.87
621	INNOSPEC INC COM STK	6,930.41	6,265.89
1010	INSIGHT ENTERPRISES INC COM	12,195.15	11,534.20
860	INSITUFORM TECHNOLOGIES INC CL A COMMON STOCK	14,408.67	19,539.20
1266	INSPIRE PHARMACEUTICALS INC COM	6,936.16	6,988.32
688	INSTEEL INDS INC COM	5,846.28	8,944.00
672	INSULET CORP COM STK	4,996.99	9,596.16
375	INTEGRA LIFESCIENCES HOLDING CORP COM DESPERATE	11,968.32	13,792.50
828	INTEGRATED DEVICE TECHNOLOGY INC COM	5,224.68	5,357.16
260	INTEGRYS ENERGY GROUP INC COM STK	7,968.97	10,917.40
35674	INTEL CORP COM	718,631.95	727,749.60
19052	INTEL CORP COM	374,325.95	388,660.80
322	INTERACTIVE BROKERS GROUP INC CL COM	5,071.47	5,705.84
124	INTERACTIVE DATA CORP COM	3,436.62	3,137.20
248	INTERCONTINENTALEXCHANGE INC COM	28,211.55	27,850.40
870	INTERDIGITAL INC PA COM	21,304.13	23,089.80
1138	INTERFACE INC CL A	7,170.78	9,456.78
748	INTERLINE BRANDS INC COM	10,792.37	12,917.96
1234	INTERMEC INC COM	16,424.86	15,869.24
844	INTERMUNE INC COM	12,814.36	11,005.76

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1742	INTERNAP DELAWARE INC COM PAR \$.001 COM STK	6,216.20	8,187.40
281	INTERNATIONAL ASSETS HLDG CORP COM	4,804.54	4,085.74
1038	INTERNATIONAL BANCSHARES CORP COM	11,083.76	19,649.34
4490	INTERNATIONAL BUSINESS MACHS CORP COM	564,840.21	587,741.00
9746	INTERNATIONAL BUSINESS MACHS CORP COM	1,061,361.89	1,275,751.40
2167	INTERNATIONAL COAL GROUP INC NEW COM	9,956.86	8,364.62
	INTERNATIONAL FLAVORS & FRAGRANCES INC COMMON STOCK \$ 12		
268	1/2 PAR	8,812.46	11,025.52
1007	INTERNATIONAL GAME TECHNOLOGY COMMON STOCK \$.01 PAR	18,310.03	18,901.39
1469	INTERNATIONAL PAPER CO. COMMON STOCK \$1 PAR	38,861.06	39,339.82
338	INTERNATIONAL RECTIFIER CORP COM	5,069.97	7,476.56
350	INTERNATIONAL SHIPHOLDING CORP COM NEW COM NEW	9,232.50	10,874.50
1010	INTERNET CAP GROUP INC COM NEW	7,537.24	6,716.50
1626	INTERPUBLIC GROUP OF COMPANIES INC COMMON STOCK \$ 10 PAR	9,954.29	11,999.88
416	INTERSIL CORP	5,295.18	6,381.44
1044	INTERVAL LEISURE GROUP INC COM STK	7,596.66	13,018.68
796	INTEVAC INC COM	7,625.60	9,130.12
179	INTREPID POTASH INC COM	4,779.28	5,221.43
1098	INTUIT COM	30,856.92	33,719.58
129	INTUITIVE SURGICAL INC COM NEW STK	38,467.07	39,128.28
575	INVACARE CORP COM	10,124.77	14,340.50
761	INVENTIV HEALTH INC COM STK	10,463.69	12,305.37
268	INVERNESS MED INNOVATIONS INC COM	9,374.61	11,124.68
1411	INVESCO LTD COM STK USD0 10	26,791.78	33,144.39
246	INVESTMENT TECHNOLOGY GROUP INC NEW COM	4,951.98	4,846.20
546	INVESTORS BANCORP INC COM STK	5,694.78	5,973.24
1665	INVESTORS REAL ESTATE TR COM STK	14,793.52	14,985.00
2165	ION GEOPHYSICAL CORP COM STK	16,806.35	12,816.80
816	IOWA TELECOMMUNICATION SVCS INC COM STK	10,002.30	13,676.16
368	IPC THE HOSPITALIST CO INC STK	6,926.09	12,236.00
369	IPG PHOTONICS CORP COM	5,132.79	6,177.06
562	IRIS INTL INC COM STK	6,691.68	6,946.32
527	IROBOT CORP COM	6,977.48	9,275.20
613	IRON MTN INC COM STK	17,370.28	13,951.88
1853	ISIS PHARMACEUTICALS CALIF COM	29,956.49	20,568.30
377	ISLE CAPRI CASINOS INC COM	5,255.38	2,819.96
1191	ISTA PHARMACEUTICALS INC COM NEW STK	5,299.86	5,430.96
2261	ISTAR FINL INC COM	6,398.42	5,788.16
140	ITC HLDGS CORP COM STK	6,457.47	7,292.60
135	ITRON INC COM STK NPV	7,506.00	9,121.95
619	ITT CORP INC COM	26,999.99	30,789.06
131	ITT EDL SVCS INC COM	11,949.47	12,570.76
359	J & J SNACK FOODS CORP COM STK NPV	13,255.72	14,345.64
1001	J CREW GROUP INC COM	26,596.47	44,784.74
888	J2 GLOBAL COMMUNICATONS INC COM NEW	19,947.36	18,070.80
840	JABIL CIRCUIT INC COM	10,012.72	14,590.80
1113	JACK IN THE BOX INC COM	25,821.52	21,892.71
799	JACKSON HEWITT TAX SVC INC COM	5,257.34	3,515.60
419	JACOBS ENGR GROUP INC COM	18,820.73	15,758.59
673	JAKKS PAC INC COM	8,802.79	8,156.76
550	JAMES RIV COAL CO COM NEW STK	8,298.68	10,191.50
612	JANUS CAP GROUP INC COM	9,933.10	8,231.40

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
298	JARDEN CORP COM	5,706.67	9,211.18
639	JDA SOFTWARE GROUP INC COMMON STOCK	10,068.72	16,275.33
875	JDS UNIPHASE CORP COM PAR \$0.001 COM PAR\$0.001	4,900.00	7,218.75
394	JEFFERIES GROUP INC NEW COM	7,026.05	9,349.62
4272	JETBLUE AWYS CORP COM	18,708.80	23,282.40
527	JO-ANN STORES INC COM STK	11,212.93	19,098.48
654	JOHN BEAN TECHNOLOGIES CORP COM STK	8,554.28	11,124.54
9522	JOHNSON & JOHNSON COMMON STOCK \$1 PAR	614,729.48	613,312.02
13153	JOHNSON & JOHNSON COMMON STOCK \$1 PAR	865,515.57	847,184.73
2018	JOHNSON CONTROLS INC. COMMON STOCK \$2 50 PAR	57,582.42	54,970.32
1699	JONES APPAREL GROUP INC COMMON STOCK	18,298.06	27,285.94
152	JONES LANG LASALLE INC COM STK	5,081.34	9,180.80
364	JOS A BANK CLOTHIERS INC COM	12,681.76	15,357.16
347	JOY GLOBAL INC COM	19,250.17	17,901.73
12771	JPMORGAN CHASE & CO COM	525,211.02	532,167.57
42887	JPMORGAN CHASE & CO COM	1,633,060.22	1,787,101.29
1777	JUNIPER NETWORKS INC COM	41,494.02	47,392.59
531	K12 INC COM STOCK USD.0001	11,150.97	10,763.37
307	KAISER ALUM CORP COM PAR \$0 01 COM PAR \$0.01	10,931.53	12,777.34
626	KAMAN CORP COM	10,772.83	14,454.34
311	KANSAS CITY SOUTHN	3,869.77	10,353.19
661	KAYDON CORP COM	27,541.34	23,637.36
365	KB HOME COM	4,890.01	4,993.20
545	KBR INC COM	12,602.68	10,355.00
694	KBW INC COM STK	20,403.53	18,987.84
864	KELLOGG CO. COMMON STOCK \$.50 PAR	41,107.48	45,964.80
652	KELLY SERVICES INC CLASS A COMMON STOCK	7,429.87	7,778.36
459	KENDLE INTL INC COM	5,558.49	8,404.29
627	KENEXA CORP COM	7,442.43	8,182.35
248	KENNAMETAL INC. CAPITAL STOCK \$1.25 PAR	4,474.32	6,428.16
2459	KEY ENERGY SVCS INC	14,550.29	21,614.61
1753	KEYCORP NEW COMMON STOCK	17,267.96	9,729.15
872	KEYNOTE SYS INC COM ISIN US4933081006	6,655.36	9,513.52
717	KFORCE INC	6,190.88	8,962.50
717	KILROY RLTY CORP COM	14,998.88	21,990.39
1196	KIMBALL INTL INC CL B	7,875.60	10,189.92
1407	KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR	85,083.83	89,639.97
1278	KIMCO REALTY CORP COMMON STOCK	16,921.39	17,291.34
776	KINDRED HEALTHCARE INC COM STK	10,265.16	14,324.96
208	KINETIC CONCEPTS INC COM NEW COM NEW	5,622.22	7,831.20
842	KING PHARMACEUTICALS INC COM	8,260.02	10,331.34
182	KIRBY CORP COM	5,829.86	6,339.06
338	KIRKLANDS INC COM	3,785.57	5,871.06
577	KLA-TENCOR CORP	16,643.89	20,864.32
1734	KNIGHT CAP GROUP INC COM	30,030.28	26,703.60
1007	KNIGHT TRANSN INC COM	16,927.14	19,425.03
1111	KNOLL INC COM NEW COM	13,313.39	11,476.63
784	KNOLOGY INC COM	6,895.67	8,584.80
794	KNOT INC COM STK	6,352.00	7,995.58
805	KOHLBERG CAP CORP COM	5,375.00	3,670.80
1035	KOHL'S CORP COMMON STOCK	55,024.64	55,817.55
1785	KOPIN CORP COM	7,104.30	7,461.30

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
407	KOPPERS HLDGS INC COM	11,099.88	12,389.08
1027	KORN / FERRY INTL COM NEW	11,368.89	16,945.50
5003	KRAFT FOODS INC CL A	137,034.64	135,981.54
1667	KRISPY KREME DOUGHNUTS INC COM STK	5,018.34	4,917.65
2216	KROGER CO., COMMON STOCK, \$1 PAR	54,790.71	45,494.48
824	K-SWISS INC CL A	7,671.36	8,190.56
1508	KULICKE & SOFFA INDS INC COM	5,711.16	8,128.12
1488	L-1 IDENTITY SOLUTIONS INC COM	24,904.06	11,145.12
395	L-3 COMMUNICATIONS HLDG CORP COMMON STOCK	30,451.39	34,345.25
1326	LA Z BOY INC COM	6,614.62	12,636.78
367	LABORATORY CORP AMER HLDGS COM NEW COM NEW	22,023.67	27,466.28
1498	LABRANCHE & CO INC COM ISIN US554471025	6,750.98	4,254.32
529	LACLEDE GROUP INC COM	17,874.86	17,864.33
478	LADISH INC COM NEW	6,200.66	7,208.24
429	LAM RESH CORP COM	12,412.75	16,821.09
327	LAMAR ADVERTISING CO CL A COMMON STOCK	5,342.18	10,166.43
381	LANCASTER COLONY CORP. COMMON STOCK \$1 PAR	14,292.00	18,935.70
631	LANCE INC COM STK USD0.83 1/3	12,835.17	16,595.30
217	LANDAUER INC COM	13,812.68	13,323.80
1065	LANDEC CORP COM	8,018.87	6,645.60
199	LANDSTAR SYS INC COM	7,219.90	7,715.23
1079	LAS VEGAS SANDS CORP COM STK	17,132.79	16,120.26
1062	LASALLE HOTEL PTYS COM SH BEN INT	13,190.04	22,546.26
3815	LATTICE SEMICONDUCTOR CORP COMMON STOCK	7,093.99	10,300.50
376	LAUDER ESTEE COS INC CL A	12,586.85	18,183.36
669	LAWSON PRODS INC COM	8,476.16	11,807.85
2735	LAWSON SOFTWARE INC NEW COM STK	15,726.23	18,187.75
451	LAYNE CHRISTENSEN CO COM	9,298.27	12,948.21
200	LEAP WIRELESS INTL INC COM NEW COM STK	6,023.50	3,510.00
675	LEGG MASON INC. COMMON STOCK	19,321.25	20,358.00
532	LEGGETT & PLATT INC COMMON STOCK \$1 PAR	8,019.56	10,852.80
324	LENDER PROCESSING SVCS INC COM STK	9,149.07	13,173.84
638	LENNAR CORP CL A CL A	10,392.96	8,147.26
285	LENNOX INTL INC COM	9,869.50	11,126.40
2762	LEXINGTON REALTY TRUST COM	11,489.64	16,792.96
315	LEXMARK INTL INC NEW CL A	5,269.93	8,183.70
368	LHC GROUP INC COM	8,522.84	12,368.48
904	LIBERTY GLOBAL INC COM SER A	17,858.71	19,806.64
368	LIBERTY MEDIA CORP NEW CAP COM SER A	4,908.16	8,787.84
2025	LIBERTY MEDIA CORP NEW INTERACTIVE COM SER A	22,030.99	21,951.00
	LIBERTY MEDIA CORP NEW LIBERTY STARZ COMSER A LIBERTY		
186	STARZ COM SER A	6,614.41	8,583.90
358	LIBERTY PPTY TR SH BEN INT	8,316.30	11,459.58
593	LIFE TECHNOLOGIES CORP COM STK	23,699.23	30,972.39
801	LIFE TIME FITNESS INC COM	19,057.49	19,968.93
2672	LIGAND PHARMACEUTICALS INC COM	7,881.06	5,798.24
212	LINCARE HLDGS INC COM	5,021.86	7,869.44
144	LINCOLN ELEC HLDGS INC COM	10,088.15	7,698.24
870	LINCOLN NATIONAL CORP COMMON STOCK NO PAR	15,103.19	21,645.60
283	LINDSAY CORPORATION COM	10,124.89	11,277.55
393	LINEAR TECH CORP DEL	9,873.89	12,002.22
2717	LIONBRIDGE TECHNOLOGIES INC COM	5,515.51	6,249.10

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
541	LITHIA MTRS INC CL A	5,306.99	4,447.02
511	LITTELFUSE INC COM	12,678.12	16,428.65
1879	LIVE NATION ENTERTAINMENT INC	9,507.55	15,990.29
1353	LIVEPERSON INC COM STK ISIN# US5381461012	5,290.23	9,430.41
2070	LIZ CLAIBORNE INC , COMMON STOCK NO PAR	6,023.49	11,654.10
476	LKQ CORP COM LKQ CORP	8,384.74	9,324.84
1080	LOCKHEED MARTIN CORP COM	109,057.52	81,378.00
1113	LOEWS CORP COM	35,265.14	40,457.55
5351	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	160,302.59	91,502.10
250	LORAL SPACE & COMMUNICATIONS INC COM	6,487.48	7,902.50
571	LORILLARD INC COM STK	39,702.38	45,811.33
2273	LOUISIANA-PACIFIC CORP COMMON STOCK, \$1 PAR	8,578.45	15,865.54
40032	LOWES COS INC COMMON STOCK \$.50 PAR	964,751.18	936,348.48
5007	LOWES COS INC COMMON STOCK \$.50 PAR	103,052.36	117,113.73
417	LSB INDS INC COM	7,036.79	5,879.70
2204	LSI CORP COM STK	11,937.46	13,246.04
572	LTC PTYS INC COM	12,052.90	15,301.00
229	LUBRIZOL CORP COMMON STOCK, NO PAR	11,234.72	16,705.55
334	LUFKIN INDS INC COM	14,168.96	24,448.80
890	LULULEMON ATHLETICA INC COM	11,657.44	26,789.00
915	LUMINEX CORP DEL COM	16,942.14	13,660.95
294	M & F WORLDWIDE CORP COM	5,906.46	11,613.00
243	M & T BK CORP COMMON STOCK	13,237.61	16,254.27
510	M / I HOMES INC	4,982.65	5,298.90
166	M D C HLDGS INC COM	4,975.02	5,152.64
293 11	MACERICH CO COM	5,393.21	10,537.30
265	MACK CALI RLTY CORP COM REIT	7,086.64	9,161.05
1428	MACYS INC COM STK	19,219.13	23,933.28
365	MADDEN STEVEN LTD COM	9,458.50	15,052.60
702	MAGELLAN HEALTH SVCS INC COM NEW	23,466.86	28,592.46
1290	MAIDEN HOLDINGS LTD\MAIDEN HOLDINGS LTD\COM STK	8,875.20	9,442.80
569	MANHATTAN ASSOCS INC COM	14,188.99	13,673.07
950	MANITOWOC INC COM	5,215.41	9,471.50
1163	MANNKIND CORP COM	9,732.57	10,187.88
318	MANPOWER INC WIS COM	13,284.11	17,356.44
435	MANTECH INTL CORP CL A CL A	21,190.16	21,001.80
2404	MARATHON OIL CORP COM	72,961.16	75,052.88
2398	MARCHEX INC CL B CL B	8,647.76	12,181.84
573	MARCUS CORP DEL COM	6,354.57	7,345.86
260	MARINER ENERGY INC COM STK	3,112.18	3,018.60
33	MARKEL CORP HOLDING CO COM	9,280.26	11,220.00
833	MARKETAXESS HLDGS INC COM STK	8,304.93	11,578.70
1217	MARRIOTT INTL INC NEW COM STK CL A	25,838.07	33,163.25
1775	MARSH & MCLENNAN CO'S INC , COMMON STOCK. \$1 PAR	37,403.71	39,192.00
1344	MARSHALL & ILSLEY CORP NEW COM STK	12,099.06	7,324.80
659	MARTEK BIOSCIENCES CORP COM STK USD0.10	11,552.27	12,481.46
151	MARTIN MARIETTA MATLS INC COMMON STOCK	12,507.88	13,500.91
1381	MARVELL TECH GROUP COM USD0.002	26,045.52	28,655.75
1220	MASCO CORP COMMON STOCK, \$1 PAR	13,930.46	16,848.20
1008	MASIMO CORP COM STK	23,238.90	30,663.36
290	MASSEY ENERGY CO COM	5,527.37	12,182.90
1036	MASTEC INC COM	12,090.09	12,950.00

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
289	MASTERCARD INC CL A	70,011.82	73,978.22
646	MATRIX SVC CO COM	7,587.59	6,879.90
1110	MATRIX INITIATIVES INC COM	6,127.09	4,684.20
1218	MATTEL INC COM STOCK \$1.00 PAR	19,987.26	24,335.64
605	MATTHEWS INTL CORP CL A	19,073.65	21,435.15
1035	MAXIM INTEGRATED PRODS INC COMMON STOCK	16,754.89	21,010.50
348	MAXIMUS INC COM	12,438.48	17,400.00
569	MAXWELL TECHNOLOGIES INC COM	7,942.93	10,150.96
898	MB FINL INC NEW COM	9,341.16	17,708.56
1623	MBIA INC COM	8,812.89	6,459.54
442	MC CORMICK & CO, INC, COMMON, NON-VOTING, STOCK, NO PAR	15,437.86	15,969.46
21226	MC DONALDS CORP. COMMON STOCK, NO PAR	1,257,934.98	1,325,351.44
3790	MC DONALDS CORP. COMMON STOCK, NO PAR	208,102.43	236,647.60
527	MCAFFEE INC COM	15,055.99	21,380.39
657	MCCORMICK & SCHMICKS SEAFOOD RESTAURANTS INC COM	4,723.76	4,572.72
776	MCDERMOTT INTL INC COM STK \$1 PAR	10,752.49	18,631.76
2057	MCG CAPITAL CORP COM	5,242.37	8,886.24
569	MCGRATH RENTCORP COM	11,205.40	12,722.84
1068	MCGRAW HILL COMPANIES INC COM	32,134.28	35,788.68
922	MCKESSON CORP	57,539.16	57,625.00
1434	MCMORAN EXPLORATION CO COM	8,302.43	11,500.68
624	MDU RES GROUP INC COM	11,966.80	14,726.40
398	MEAD JOHNSON NUTRITION CO COM COMMON STOCK	15,295.94	17,392.60
1514	MEADOWBROOK INS GROUP INC COM	10,181.65	11,203.60
588	MEADWESTVACO CORP COM	12,525.94	16,834.44
829	MEASUREMENT SPECIALTIES INC COM	5,980.38	8,331.45
784	MEDASSETS INC COM STK	15,065.73	16,628.64
9022	MEDCO HEALTH SOLUTIONS INC COM	572,142.58	576,596.02
1132	MEDIACOM MUNICATIONS CORP CL A ISIN US58446K1051	5,849.04	5,060.04
1867	MEDICAL PPTYS TR INC COM REIT	11,663.66	18,670.00
1163	MEDICINES COMPANY COM	9,936.65	9,699.42
1170	MEDICIS PHARMACEUTICAL CORP CL A NEW	25,506.55	31,648.50
372	MEDIFAST INC COM	4,271.38	11,375.76
621	MEDIVATION INC COM STK	14,705.91	23,380.65
155	MEDNAX INC COM	7,781.45	9,317.05
3802	MEDTRONIC, INC, COMMON STOCK, \$.10 PAR	169,964.55	167,211.96
759	MEMC ELECTR MATLS INC COM	19,961.46	10,337.58
1872	MENTOR GRAPHICS CORP COM	11,734.63	16,529.76
513	MERCADOLIBRE INC COM STK	13,675.58	26,609.31
10359	MERCK & CO INC NEW COM	351,091.80	378,517.86
637	MERCURY COMPUTER SYS INC COM	6,114.57	7,013.37
149	MERCURY GENERAL CORP.. NEW COMMON STOCK	5,086.96	5,849.74
355	MEREDITH CORP COM	10,287.86	10,951.75
806	MERIDIAN BIOSCIENCE INC COM	24,167.01	17,369.30
639	MERIT MED SYS INC COM	10,943.54	12,326.31
623	MERITAGE HOMES CORP COM	11,609.72	12,042.59
608	METABOLIX INC COM STK	4,784.82	6,730.56
1072	METALICO INC COM	4,695.36	5,274.24
983	METHODE ELECTRS INC COM	7,333.08	8,532.44
1960	METLIFE INC COM	55,320.63	69,286.00
718	MET-PRO CORP., COMMON STOCK, \$.10 PAR	7,919.30	7,625.16
429	METRO BANCORP INC PA COM STK	4,945.97	5,392.53

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
860	METROPCS COMMUNICATIONS INC COM COM	12,763.44	6,561.80
114	METTLER-TOLEDO INTL INC COM	8,950.39	11,968.86
5077	MFA FINL INC	33,848.38	37,315.95
25597	MFC ISHARES INC MSCI JAPAN INDEX FD	337,418.29	249,314.78
230685	MFC ISHARES TR MSCI EAFE INDEX FD	12,840,762.64	12,756,880.50
185460	MFC ISHARES TR MSCI EMERGING MKTS INDEX FD	7,615,395.61	7,696,590.00
56160	MFC ISHARES TR RUSSELL 2000 INDEX FD	3,373,531.20	3,496,521.60
87500	MFC ISHARES TR S&P 500 INDEX FD	12,432,632.66	9,765,875.00
455	MFC KAYNE ANDERSON ENERGY DEV CO COM STK	5,783.00	6,620.25
319884	19 MFO COHEN & STEERS INTL RLTY FD INC CL I	5,306,979.92	3,361,982.83
787282	74 MFO LAZARD FDS INC INTL SMALL CAP PORTFOLIO OPEN END FUND	10,100,000.00	5,259,048.70
559	MGE ENERGY INC COM	19,168.90	19,978.66
2488	MGIC INVT CORP WIS COM	5,572.59	14,380.64
665	MGM MIRAGE COMMON STK	20,490.21	6,064.80
621	MICROCHIP TECHNOLOGY INC COM	14,974.72	18,046.26
1275	MICROMET INC COM STK	6,426.00	8,491.50
2876	MICRON TECHNOLOGY, INC , COMMON STOCK, \$.10 PAR	24,272.30	30,370.56
260	MICROS SYS INC COM	8,758.72	8,067.80
1614	MICROSEMI CORP COM	23,321.68	28,648.50
26195	MICROSOFT CORP COM	768,289.74	798,685.55
18955	MICROSOFT CORP COM	497,122.47	577,937.95
212	MICROSTRATEGY INC CL A NEW	10,803.52	19,932.24
2952	MICROTUNE INC DEL COM	6,996.24	6,671.52
2186	MICROVISION INC DEL COM	6,623.36	6,929.62
636	MICRUS CORP STK	5,889.30	9,546.36
561	MID-AMER APT CMNTYS INC COM	18,594.73	27,085.08
324	MIDDLEBY CORP COM	14,563.80	15,882.48
782	MIDDLESEX WTR CO COM	11,344.82	13,786.66
1069	MILLER HERMAN INC COM	16,270.07	17,082.62
1354	MILLICOM INTERNATIONAL CELLULAR COM USD1 50 (POST-SUBD)	136,573.78	99,884.58
188	MILLIPORE CORP COM	13,176.92	13,601.80
530	MINE SAFETY APPLIANCES CO COM	13,169.40	14,060.90
372	MINERALS TECHNOLOGIES INC COM	16,079.94	20,262.84
445	MIRANT CORP NEW COM	9,878.48	6,795.15
1376	MISSION WEST PPTYS INC MD COM STK	9,612.28	9,893.44
980	MKS INSTRS INC COM	15,866.40	17,061.80
802	MOBILE MINI INC COM	17,305.99	11,300.18
1186	MODINE MFG CO COM STK	7,520.28	14,042.24
1102	MODUSLINK GLOBAL SOLUTIONS INC COM	7,712.90	10,369.82
188	MOHAWK INDS INC COMMON STOCK	6,699.23	8,948.80
447	MOLEX INC , COMMON STOCK, \$.05 PAR	7,116.24	9,632.85
434	MOLSON COORS BREWING CO CL B CL B	20,058.44	19,599.44
789	MOMENTA PHARMACEUTICALS INC COM STK	9,444.25	9,949.29
3106	MONEYGRAM INTL INC COM	7,451.37	8,945.28
673	MONOLITHIC PWR SYS INC COM	15,260.61	16,131.81
478	MONRO MUFFLER BRAKE INC COM	9,768.23	15,984.32
1854	MONSANTO CO NEW COM	142,304.55	151,564.50
9557	MONSANTO CO NEW COM	747,096.77	781,284.75
428	MONSTER WORLDWIDE INC COM	5,131.68	7,447.20
1717	MONTPELIER RE HOLDINGS LTD COM	24,621.77	29,738.44
637	MOODYS CORP COM	18,585.02	17,071.60

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
846	MOOG INC CL A	22,571.21	24,728.58
4669	MORGAN STANLEY COM STK USD0.01	143,933.88	138,202.40
34282	MORGAN STANLEY COM STK USD0.01	989,404.98	1,014,747.20
932	MORGANS HOTEL GROUP CO COM STK	4,854.32	4,221.96
537	MOSAIC CO COM	32,202.06	32,075.01
7787	MOTOROLA INC., COMMON STOCK, \$3 PAR	66,031.65	60,427.12
3523	MOVE INC COM STK	8,066.26	5,848.18
340	MSCI INC CL A CL A	8,278.97	10,812.00
426	MTS SYS CORP COM	9,031.20	12,243.24
738	MUELLER INDS INC COM	15,784.42	18,331.92
2554	MUELLER WTR PRODS INC COM SER A STK	9,239.48	13,280.80
1035	MULTIMEDIA GAMES INC COM	5,317.90	6,220.35
648	MURPHY OIL CORP. COMMON STOCK, \$1 PAR	38,400.24	35,121.60
725	MVC CAP INC COM	6,227.75	8,555.00
264	MWI VETERINARY SUPPLY INC COM STK	9,616.52	9,952.80
764	MYERS INDS INC COM	6,669.64	6,952.40
1036	MYLAN INC	13,229.72	19,093.48
404	MYR GROUP INC DEL COM STK	8,197.12	7,304.32
360	MYRIAD GENETICS INC COM	8,500.14	9,396.00
55	MYRIAD PHARMACEUTICALS INC COM	159.96	276.65
19	N V R INC COMMON STOCK	9,561.37	13,503.49
990	NABI BIOPHARMACEUTICALS COM	5,068.70	4,851.00
7461	NABORS INDUSTRIES COM USD0 10	238,439.80	163,321.29
469	NALCO HLDG CO COM	7,910.15	11,964.19
1245	NARA BANCORP INC COM	6,660.63	14,118.30
460	NASDAQ OMX GROUP	9,193.88	9,117.20
368	NASH FINCH CO COM	10,071.42	13,649.12
931	NATIONAL CINEMEDIA INC COM	13,265.63	15,426.67
934	NATIONAL FINL PARTNERS CORP COM	7,004.95	7,556.06
240	NATIONAL FUEL GAS CO, COMMON STOCK, \$10 PAR	8,800.78	12,000.00
607	NATIONAL HEALTH INVS INC COM	16,679.21	22,452.93
192	NATIONAL INSTRS CORP COM	5,478.58	5,654.40
1420	NATIONAL OILWELL VARCO COM STK	63,360.26	62,607.80
1953	NATIONAL PENN BANCSHARES INC COM	8,999.42	11,307.87
1465	NATIONAL RETAIL PPTYS INC COM STK	26,018.25	31,087.30
780	NATIONAL SEMICONDUCTOR CORP, COMMON STOCK, \$ 50 PAR	11,700.13	11,980.80
58	NATIONAL WESTN LIFE INS CO CL A	6,955.94	10,069.96
349	NATIONWIDE HEALTH PPTYS INC REIT	9,050.47	12,277.82
669	NATUS MED INC DEL COM	7,731.33	9,894.51
992	NAVIGANT CONSULTING INC COM	13,302.62	14,741.12
304	NAVIGATORS GROUP INC COM	13,835.04	14,321.44
213	NAVISTAR INTL CORP NEW COMMON STOCK	8,958.76	8,232.45
786	NBT BANCORP INC COM	17,259.37	16,010.82
177	NBTY INC COM	5,060.41	7,706.58
269	NCI INC CL A CL A	8,207.08	7,437.85
538	NCR CORP COMMON STOCK	6,369.87	5,987.94
567	NEENAH PAPER INC COM	5,304.00	7,909.65
1027	NEKTAR THERAPEUTICS COM	12,971.58	18,891.64
443	NELNET INC CL A CL A	6,116.72	7,632.89
550	NEOGEN CORP COM	8,837.20	12,985.50
1550	NESS TECHNOLOGIES INC COM	6,243.40	7,595.00

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
	NET 1 UEPS TECHNOLOGIES INC COM NEW NET 1 UEPS		
759	TECHNOLOGIES INC	10,838.44	14,739.78
1130	NETAPP INC COM STK	37,672.17	38,860.70
1081	NETEZZA CORP COM	9,047.16	10,485.70
143	NETFLIX INC COM STK	5,813.26	7,885.02
784	NETGEAR INC COM	11,548.24	17,004.96
359	NETLOGIC MICROSYSTEMS INC COM	13,303.71	16,607.34
611	NETSCOUT SYS INC COM	5,725.04	8,945.04
354	NETSUITE INC COM STK	5,059.79	5,656.92
1841	NEUROCRINE BIOSCIENCES INC COM	6,073.56	5,007.52
652	NEUTRAL TANDEM INC COM STK	19,589.29	14,833.00
746	NEW JERSEY RES CORP COM	28,260.94	27,900.40
1079	NEW YORK CMNTY BANCORP INC COM	14,107.16	15,656.29
907	NEW YORK TIMES CO CL A ISIN #US6501111073	5,042.83	11,210.52
2124	NEWALLIANCE BANCSHARES INC COM	24,659.41	25,509.24
943	NEWELL RUBBERMAID INC COM	13,761.12	14,154.43
450	NEWFIELD EXPLORATION	14,768.99	21,703.50
185	NEWMARKET CORP COM	12,899.40	21,232.45
1648	NEWMONT MINING CORP NEW COMMON STOCK	78,133.14	77,966.88
2328	NEWPARK RES INC COM PAR \$0.01 NEW COM PAR \$0.01 NEW	7,897.42	9,847.44
7734	NEWS CORP CL A COM	106,827.52	105,878.46
1203	NIC INC COM	8,404.52	10,995.42
766	NICOR, INC., COMMON STOCK, \$2.50 PAR	27,093.34	32,248.60
563	NII HLDGS INC COM NEW CL B NEW	12,172.48	18,905.54
1247	NIKE INC CL B CL B	76,611.29	82,389.29
932	NISOURCE INC COM	11,305.07	14,334.16
4075	NOBLE CORPORATION (SWITZERLAND) COM USD0.10	224,755.93	165,852.50
588	NOBLE ENERGY INC COM	35,344.62	41,877.36
773	NORDIC AMER TANKER SHIPPING COM STK ISIN#BMG657731060	24,277.26	23,190.00
668	NORDSON CORP COM	29,117.77	40,868.24
560	NORDSTROM, INC., COMMON STOCK, NO PAR	13,143.08	21,044.80
1246	NORFOLK SOUTHN CORP COM	66,895.45	65,315.32
594	NORTHEAST UTILITIES, COMMON STOCK, \$5 PAR	13,548.39	15,319.26
529	NORTHERN OIL & GAS INC NEW COM STK	5,760.76	6,263.36
15481	NORTHERN TRUST CORP COM	1,011,853.74	811,204.40
818	NORTHERN TRUST CORP COM	43,620.26	42,863.20
1098	NORTHROP GRUMMAN CORP COM	63,650.38	61,323.30
2424	NORTHSTAR RLTY FIN CORP COM	8,265.84	8,314.32
487	NORTHWEST NAT GAS CO COM	21,950.02	21,934.48
224	NORTHWEST PIPE CO COM	8,254.40	6,016.64
714	NORTHWESTERN CORP COM NEW COM NEW	16,650.41	18,578.28
718	NOVATEL WIRELESS INC COM NEW	6,747.76	5,722.46
1536	NOVAVAX INC COM	4,469.61	4,085.76
1158	NOVELL INC COM	5,512.08	4,805.70
331	NOVELLUS SYS INC COM	5,818.12	7,725.54
1551	NPS PHARMACEUTICALS INC COM	7,163.29	5,273.40
1116	NRG ENERGY INC COM NEW	28,727.08	26,348.76
362	NSTAR COM	11,774.19	13,321.60
600	NTELOS HLDGS CORP COM	11,085.00	10,692.00
1017	NU SKIN ENTERPRISES INC CL A	15,977.05	27,326.79
738	NUANCE COMMUNICATIONS INC COM	9,032.26	11,468.52
1295	NUCOR CORP. COMMON STOCK, \$.40 PAR	56,410.12	60,411.75

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
530	NUTRACEUTICAL INTL CORP COM	5,565.00	6,556.10
712	NUTRI SYS INC NEW COM	10,586.59	22,193.04
725	NUVASIVE INC COM	30,678.82	23,185.50
463	NV ENERGY INC COM	5,143.88	5,731.94
144	NVE CORP COM NEW COM NEW	7,113.60	5,948.64
1855	NVIDIA CORP COM	23,372.52	34,651.40
1048	NYSE EURONEXT COM STK	31,830.11	26,514.40
554	O CHARLEYS INC	5,083.23	3,628.70
460	O REILLY AUTOMOTIVE INC COM	16,410.77	17,535.20
2919	OCCIDENTAL PETROLEUM CORP	215,356.26	237,460.65
21988	OCCIDENTAL PETROLEUM CORP	1,518,709.80	1,788,723.80
185	OCEANEERING INTL INC COM	5,871.36	10,826.20
924	OCWEN FINL CORP COM NEW COM NEW	6,020.03	8,842.68
862	ODYSSEY HEALTHCARE INC COM	8,964.71	13,429.96
1517	OFFICEMAX INC DEL COM	9,617.63	19,250.73
326	OGE ENERGY CORP COMMON STOCK	9,456.61	12,026.14
206	OIL STS INTL INC COM ISIN US6780261052	5,182.94	8,093.74
553	OLD DOMINION FGHT LINE INC COM	18,505.38	16,977.10
1321	OLD NATL BANCORP IND COM	20,008.73	16,420.03
817	OLD REPUBLIC INTERNATIONAL CORP., COMMON STOCK, \$1 PAR	8,079.39	8,202.68
1420	OLIN CORP. COMMON STOCK, \$1 PAR	17,125.06	24,878.40
246	OLYMPIC STL INC COM	6,034.92	8,014.68
608	OM GROUP INC COM	19,852.24	19,085.12
1639	OMEGA HEALTHCARE INVS INC REIT	25,717.32	31,878.55
402	OMNICARE INC, COMMON STOCK	12,821.79	9,720.36
754	OMNICELL INC COM	8,194.47	8,814.26
1056	OMNICOM GROUP INC., COMMON STOCK \$.50 PAR	35,582.46	41,342.40
995	OMNIVISION TECHNOLOGIES INC COM	10,446.01	14,457.35
1533	OMNOVA SOLUTIONS INC COM	5,378.22	9,397.29
1416	ON ASSIGNMENT INC COM	5,663.86	10,124.40
1708	ON SEMICONDUCTOR CORP COM	9,829.71	15,047.48
561	ONEBEACON INSURANCE GROUP LTD COM STK USD0 01 CLASS 'A'	7,607.11	7,730.58
357	ONEOK INC COM STK	9,439.15	15,911.49
801	ONLINE RES CORP COM	5,097.56	4,213.26
1131	ONYX PHARMACEUTICALS INC DEL COM	32,594.85	33,183.54
2498	OPENWAVE SYS INC COM NEW	5,768.88	5,695.44
639	OPLINK COMMUNICATIONS INC COM NEW	7,572.09	10,473.21
302	OPPENHEIMER HLDGS INC CL A NON VTG SHS CL A NON VTG SHS	6,677.19	10,032.44
641	OPTIMER PHARMACEUTICALS INC COM STK	9,498.16	7,230.48
840	OPTIONSXPRESS HLDGS INC COM STK	13,280.40	12,978.00
12985	ORACLE CORPORATION COM	285,936.67	318,651.90
42621	ORACLE CORPORATION COM	956,378.84	1,045,919.34
1122	ORBITAL SCIENCES CORP COMMON STOCK	19,437.36	17,121.72
297	ORCHIDS PAPER PRODS CO DEL COM	6,115.20	5,945.94
750	OREXIGEN THERAPEUTICS INC COM	5,264.93	5,580.00
572	ORIENTAL FINL GROUP INC COM	5,571.22	6,177.60
1528	ORIENT-EXPRESS HOTELS COM	13,024.84	15,493.92
486	ORION MARINE GROUP INC COM STK	9,253.39	10,235.16
391	ORTHOFIX INTL N V COM STK USD0.10	9,862.74	12,109.27
1675	ORTHOVITA INC CDT-COM STK ISIN# US68750U1025	8,723.85	5,879.25
343	OSHKOSH CORPORATION	6,335.18	12,701.29
196	OSI PHARMACEUTICALS INC COM	5,469.85	6,081.88

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380	OSI SYS INC COM	7,865.01	10,366.40
997	OSIRIS THERAPEUTICS INC NEW COM	6,138.93	7,118.58
787	OTTER TAIL CORP	17,585.91	19,517.60
79	OVERSEAS SHIPHOLDING GROUP INC COM	1,806.82	3,472.05
434	OVERSTOCK COM INC DEL COM	5,550.86	5,885.04
756	OWENS & MINOR INC NEW COM	31,052.24	32,455.08
208	OWENS CORNING NEW COM STK	2,651.98	5,333.12
571	OWENS ILL INC COMMON STOCK NEW	18,952.50	18,768.77
496	OXFORD INDS INC COM	6,052.09	10,257.28
471	P F CHANGS CHINA BISTRO INC COM STK	13,446.67	17,855.61
1233	PACCAR INC , COMMON STOCK, \$12 PAR	43,477.86	44,720.91
2557	PACER INTL INC TENN COM	4,601.07	8,080.12
1572	PACIFIC CAP BANCORP NEW COM	4,084.84	1,509.12
1601	PACIFIC SUNWEAR CALIF INC COM	5,297.55	6,371.98
308	PACKAGING CORP AMER COM ISIN US6951561090	5,195.16	7,087.08
448	PACTIV CORP COM	11,055.16	10,814.72
645	PACWEST BANCORP DEL COM	9,306.42	12,996.75
2804	PAETEC HLDG CORP COM STK	7,793.44	11,636.60
1069	PAIN THERAPEUTICS INC COM ISIN US69562K1007	5,868.70	5,729.84
399	PALL CORP COMMON STOCK, \$.25 PAR	11,793.83	14,443.80
2742	PALM INC NEW COM	44,804.01	27,529.68
523	PALOMAR MED TECHNOLOGIES INC COM NEW	7,713.58	5,271.84
423	PANHANDLE OIL & GAS INC.CLASS A COMMON STOCK	8,375.36	10,955.70
531	PANTRY INC COM ISIN #US6986571031	8,572.65	7,216.29
433	PAPA JOHNS INTL INC COM	11,135.50	10,114.88
777	PAR PHARMACEUTICAL COS INC COM	12,128.97	21,025.62
2305	PARAMETRIC TECHNOLOGY CORP COM NEW STK	28,955.78	37,663.70
1254	PAREXEL INTL CORP COM	21,155.77	17,681.40
495	PARK ELECTROCHEMICAL CORP COM	12,677.07	13,681.80
218	PARK NATL CORP COM	12,458.26	12,835.84
2308	PARKER DRILLING CO COM	10,154.97	11,424.60
545	PARKER-HANNIFIN CORP., COMMON STOCK, NO PAR	28,593.00	29,364.60
657	PARKWAY PPTYS INC REIT	23,541.60	13,678.74
192	PARTNERRE HOLDING LTD COM STK	12,627.82	14,334.72
1270	PATRIOT COAL CORP-STOCK DISTRIBUTION	8,242.17	19,634.20
341	PATTERSON COS INC COM	7,494.26	9,541.18
521	PATTERSON-UTI ENERGY INC COM	6,668.75	7,997.35
1093	PAYCHEX INC , COMMON STOCK	28,120.92	33,489.52
1163	PC-TEL INC COM	6,685.51	6,884.96
2376	PDL BIOPHARMA INC COM	18,176.16	16,299.36
908	PEABODY ENERGY CORP COM STK	22,561.44	41,050.68
342	PEAPACK-GLADSTONE FINL CORP COM	6,350.78	4,336.56
356	PEETS COFFEE & TEA INC COM	8,306.29	11,865.48
298	PEGASYSTEMS INC COM	8,150.20	10,132.00
226	PENN NATL GAMING INC COM	6,635.36	6,142.68
902	PENN VA CORP COM	14,747.62	19,203.58
814	PENNANTPARK INVT CORP COM	6,011.80	7,260.88
755	PENNEY, J C. CO , INC., COMMON STOCK, \$.50 PAR	23,209.89	20,090.55
1000	PENNSYLVANIA REAL ESTATE INVT TR SH BEN INT	4,999.93	8,460.00
333	PENTAIR INC., COMMON STOCK, \$ 16 2/3 PAR	8,571.39	10,755.90
404	PEOPLES BANCORP INC COM STK	7,083.90	3,910.72
1173	PEOPLES UTD FINL INC COM	17,945.18	19,589.10

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
1084	PEP BOYS-MANNY, MOE & JACK, COMMON STOCK, \$1 PAR	11,673.20	9,170.64
747	PEPCO HLDGS INC COM	12,967.34	12,586.95
5288	PEPSICO INC COM	314,685.81	321,510.40
13424	PEPSICO INC COM	868,918.66	816,179.20
748	PERFICIENT INC COM STK	5,354.56	6,305.64
396	PERKINELMER INC COM	6,949.76	8,153.64
2066	PERMA-FIX ENVIRONMENTAL SVCS INC COM	5,123.68	4,689.82
270	PERRIGO CO COM	7,575.50	10,756.80
598	PETMED EXPRESS INC COM STK	9,004.68	10,542.74
936	PETROHAWK ENERGY CORP COM	20,431.29	22,454.64
410	PETROLEUM DEV CORP COMMON STOCK	6,375.50	7,466.10
1048	PETROQUEST ENERGY INC COM	4,611.10	6,424.24
428	PETSMART INC COMMON STOCK	9,293.16	11,423.32
27386	PFIZER INC COM STK \$.11 1/9 PAR	488,429.75	498,151.34
1251	PG& E CORP COMMON STOCK	47,592.61	55,857.15
356	PHARMACEUTICAL PROD DEV INC COMMON STOCK	8,147.88	8,344.64
557	PHARMASSET INC COM	6,483.59	11,529.90
689	PHARMERICA CORP COM STK	14,000.43	10,941.32
962	PHASE FORWARD INC COM	14,045.10	14,766.70
1081	PHH CORP COM NEW COM NEW	19,992.50	17,414.91
467	PHI INC COM NON VTG	8,217.80	9,666.90
6879	PHILIP MORRIS INTL INC COM	344,231.64	331,499.01
33852	PHILIP MORRIS INTL INC COM	1,627,005.43	1,631,327.88
175	PHILLIPS VAN HEUSEN CORP COM	5,053.98	7,119.00
2994	PHOENIX COS INC NEW COM	5,327.50	8,323.32
1059	PHOTRONICS INC COM	4,490.07	4,712.55
429	PICO HLDGS INC COM NEW STK	12,687.59	14,041.17
1317	PIEDMONT NAT GAS INC COM	32,595.67	35,229.75
2512	PIER 1 IMPORTS INC COM	5,648.48	12,786.08
1194	PINNACLE ENTMT INC COM	11,380.82	10,722.12
621	PINNACLE FINL PARTNERS INC COM	8,177.64	8,830.62
343	PINNACLE WEST CAPITAL CORP COMMON STOCK	10,518.88	12,546.94
1220	PIONEER DRILLING CO COM STK	6,002.31	9,638.00
387	PIONEER NATURAL RESOURCES CO COMMON STK	9,747.49	18,641.79
391	PIPER JAFFRAY COS COM	17,486.22	19,788.51
494	PITNEY BOWES INC., COMMON STOCK, \$2 PAR	14,762.77	11,243.44
408	PLAINS EXPL & PRODTN CO COM	11,277.08	11,285.28
972	PLANTRONICS INC NEW COM	18,736.95	25,252.56
937	PLATINUM UNDERWRITERS HLDGS INC COM USD0 01	30,904.33	35,877.73
784	PLEXUS CORP COM	16,732.91	22,344.00
553	PLUM CREEK TIMBER CO INC COM	18,509.63	20,881.28
1373	PLX TECHNOLOGY INC COM	5,297.28	4,434.79
1254	PMA CAP CORP CL A	6,367.40	7,900.20
1096	PMC SIERRA INC COMMON STOCK	8,176.10	9,491.36
567	PMFG INC COM STK	5,527.97	9,191.07
2525	PMI GROUP INC COMMON STOCK	5,100.23	6,363.00
1563	PNC FINANCIAL SERVICES GROUP COM STK	74,146.65	82,510.77
1723	PNM RES INC COM	19,050.18	21,795.95
609	POLARIS INDS INC COM	20,166.74	26,570.67
186	POLO RALPH LAUREN CORP CL A	9,969.58	15,062.28
1576	POLYCOM INC COM	24,315.79	39,352.72
2334	POLYONE CORP COM	8,543.22	17,434.98

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
529	POLYPORE INTL INC COM	4,031.56	6,295.10
837	PONIARD PHARMACEUTICALS INC COM NEW STK	5,691.60	1,531.71
962	POOL CORP COM STK	16,056.40	18,354.96
2272	POPULAR INC COM	4,862.08	5,134.72
346	PORTFOLIO RECOVERY ASSOCS INC COM	13,441.00	15,528.48
1321	PORTLAND GEN ELEC CO COM NEW STK\	26,218.85	26,961.61
882	POST PPTYS INC REIT	12,124.76	17,287.20
1022	POTASH CORP SASK INC COM	193,279.17	110,887.00
790	POTLATCH CORP NEW REIT	19,177.25	25,185.20
191	POWELL INDS INC COM	7,292.38	6,022.23
560	POWER INTEGRATIONS INC COM	18,369.03	20,361.60
3661	POWERWAVE TECHNOLOGIES INC COM	6,075.06	4,612.86
720	POZEN INC COM	5,639.40	4,312.80
558	PPG INDUSTRIES INC., COMMON STOCK, \$1.66 2/3 PAR	27,315.55	32,665.32
1277	PPL CORP COM ISIN US69351T1060	44,283.08	41,259.87
1044	PRAXAIR INC COMMON STOCK	84,904.53	83,843.64
316	PRECISION CASTPARTS CORP COM	31,367.79	34,870.60
1207	PREMIERE GLOBAL SVCS INC COM	13,871.04	9,957.75
474	PRESIDENTIAL LIFE CORP COM	4,748.20	4,337.10
862	PRESTIGE BRANDS HLDGS INC COM	5,344.39	6,775.32
867	PRICE T ROWE GROUP INC COM	38,012.09	46,167.75
141	PRICELINE COM INC COM NEW STK	27,509.57	30,808.50
402	PRICESMART INC COM STK	6,918.42	8,216.88
589	PRIDE INTL INC DEL COM	13,860.14	18,794.99
1055	PRINCIPAL FINL GROUP INC COM STK	27,629.49	25,362.20
1255	PRIVATEBANCORP INC COM	18,641.12	11,257.35
658	PROASSURANCE CORP COM	30,448.88	35,341.18
10075	PROCTER & GAMBLE CO., COMMON STOCK, NO PAR	625,860.10	610,847.25
947	PROGRESS ENERGY INC COM	36,587.29	38,836.47
793	PROGRESS SOFTWARE CORP COM	18,570.45	23,163.53
2313	PROGRESSIVE CORP , OHIO, COMMON STOCK, \$1 PAR	35,588.46	41,610.87
1503	PROLOGIS SH BEN INT SH BEN INT	20,651.07	20,576.07
1021	PROSPECT CAP CORP COM	9,836.19	12,058.01
917	PROSPERITY BANCSHARES INC COM	25,284.59	37,110.99
467	PROTALIX BIOTHERAPEUTICS INC COM STK	5,454.56	3,091.54
437	PROTECTIVE LIFE CORP., COMMON STOCK	5,243.66	7,232.35
1412	PROVIDENT FINL SVCS INC COM	16,340.25	15,037.80
1440	PRUDENTIAL FINL INC COM	67,690.32	71,654.40
300	PS BUSINESS PKS INC CALIF COM	14,815.23	15,015.00
1181	PSS WORLD MED INC COM	21,232.34	26,655.17
1118	PSYCHIATRIC SOLUTIONS INC COM	27,975.48	23,634.52
1718	PUBLIC SERVICE ENTERPRISE GROUP INC , COMMON STOCK	61,651.78	57,123.50
582	PUBLIC STORAGE COM	42,237.86	47,403.90
1304	PULTE GROUP INC	11,646.09	13,040.00
13644	QIAGEN N V COMMON STOCK	259,459.16	304,534.08
403	QLOGIC CORP COM	5,241.98	7,604.61
5622	QUALCOMM INC COM	246,569.55	260,073.72
439	QUALITY SYS INC COM STK	13,574.76	27,564.81
869	QUANEX BLDG PRODS CORP COM STK	11,184.24	14,746.93
671	QUANTA SVCS INC COM	17,013.07	13,983.64
4173	QUANTUM CORP DSSG COM	10,346.12	12,226.89
527	QUEST DIAGNOSTICS INC COM	29,089.18	31,820.26

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
1304	QUEST SOFTWARE INC COM ISIN US74834T1034	18,059.85	23,993.60
591	QUESTAR CORP., COMMON STOCK, \$5 PAR	18,740.55	24,567.87
1483	QUESTCOR PHARMACEUTICALS INC COM	7,962.71	7,044.25
538	QUICKSILVER RES INC COM	5,056.63	8,075.38
609	QUIDEL CORP COM	8,757.42	8,392.02
4611	QUIKSILVER INC COM	7,912.85	9,314.22
4988	QWEST COMMUNICATIONS INTL INC COM	19,702.60	20,999.48
1320	RACKSPACE HOSTING INC COM STK	18,556.52	27,522.00
1961	RADIAN GROUP INC COM	5,778.28	14,334.91
720	RADIANT SYS INC COM	6,262.92	7,488.00
425	RADIOSHACK CORP DEL COM	5,983.96	8,287.50
416	RADISYS CORP COM	2,595.80	3,972.80
2475	RAIT FINANCIAL TRUST COM	4,433.00	3,242.25
464	RALCORP HLDGS INC NEW COM	27,834.59	27,705.44
354	RAMBUS INC DEL COM	5,536.56	8,637.60
884	RAMCO-GERSHENSON PPTYS TR COM SH BEN INTCOM SH BEN INT	7,848.95	8,433.36
531	RANGE RES CORP COM	21,861.22	26,470.35
385	RAVEN INDS INC COM STOCK	10,397.70	12,231.45
332	RAYMOND JAMES FINANCIAL INC COMMON STK	5,717.01	7,891.64
268	RAYONIER INC REIT	9,681.15	11,298.88
1338	RAYTHEON CO USD0 01	71,441.44	68,933.76
531	RBC BEARINGS INC COM	11,155.51	12,919.23
487	RC2 CORP COM	6,743.49	7,183.25
1042	RCN CORP COM NEW	6,248.21	11,305.70
2004	REALNETWORKS INC COM	5,990.96	7,434.84
228	REALTY INCOME CORP COM	5,049.78	5,907.48
641	RED HAT INC COM	18,588.95	19,806.90
372	RED ROBIN GOURMET BURGERS INC COM	7,073.51	6,658.80
1541	REDWOOD TR INC COM	22,852.88	22,282.86
659	REGAL BELOIT CORP COM	26,903.61	34,228.46
741	REGAL ENTMT GROUP CL A CL A	10,006.91	10,700.04
271	REGENCY CTRS CORP COM	10,629.05	9,501.26
1253	REGENERON PHARMACEUTICALS INC COM	23,356.85	30,297.54
3923	REGIONS FINL CORP NEW COM	21,658.41	20,752.67
872	REGIS CORP MINN COM	15,268.22	13,577.04
423	REHABCARE GROUP INC COM	10,321.20	12,871.89
174	REINSURANCE GROUP AMER INC COM NEW STK	6,248.32	8,291.10
213	RELiance STL & ALUM CO COMMON STOCK	8,234.56	9,205.86
211	RENAISSANCE RE HLDGS LTD COMMON STOCK	10,266.90	11,214.65
622	RENASANT CORP COM	9,669.24	8,459.20
1313	RENT A CTR INC NEW COM	24,921.86	23,266.36
496	RENTRAK CORP COM	8,402.19	8,764.32
831	REPLIGEN CORP COM STK USD0 01	3,018.25	3,415.41
1001	REPUBLIC AWYS HLDGS INC COM USD0 001	6,576.47	7,397.39
1093	REPUBLIC SVCS INC COM	26,591.50	30,942.83
610	RES-CARE INC	9,344.20	6,832.00
256	RESMED INC COM	10,347.44	13,381.12
895	RESOURCES CONNECTION INC COM	18,963.55	18,991.90
280	REVLON INC CL A NEW COM STK	4,955.13	4,762.80
775	REX ENERGY CORP COM STK	5,888.45	9,300.00
507	REYNOLDS AMERICAN INC COM	20,985.44	26,855.79
5287	RF MICRO DEVICES INC COM	20,565.90	25,218.99

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Quantity	Description	Cost	Fair Market Value
833	RIGEL PHARMACEUTICALS INC COM NEW STK	10,272.28	7,921.83
551	RIGHTNOW TECHNOLOGIES INC COM	6,485.21	9,570.87
379	RIMAGE CORP COM	6,529.41	6,571.86
437	RISKMETRICS GROUP INC COM	7,651.85	6,952.67
3311	RITE AID CORP., COMMON STOCK, \$1 PAR	5,163.17	4,999.61
1088	RIVERBED TECHNOLOGY INC COM	25,174.69	24,991.36
371	RLI CORP COM	16,977.33	19,755.75
527	ROBBINS & MYERS INC COM	9,454.86	12,395.04
519	ROBERT HALF INTL INC COM	12,300.25	13,872.87
709	ROCK-TENN CO CL A CL A	28,306.75	35,740.69
481	ROCKWELL AUTOMATION	17,946.32	22,597.38
548	ROCKWELL COLLINS INC COM	32,368.64	30,337.28
979	ROCKWOOD HLDGS INC COM	14,430.36	23,065.24
654	ROFIN SINAR TECHNOLOGIES INC COM	13,726.48	15,440.94
1267	ROGERS COMMUNICATIONS INC CL B NON VTG CL B	52,702.89	39,277.00
375	ROGERS CORP COM	8,021.25	11,366.25
872	ROLLINS INC COM	13,404.19	16,812.16
307	ROPER INDS INC NEW COM	14,883.21	16,077.59
1290	ROSETTA RES INC COM	11,532.60	25,709.70
430	ROSS STORES INC COM	14,647.69	18,365.30
343	ROVI CORP COM	4,559.70	10,931.41
384	ROWAN COMPANIES, INC , COMMON STOCK, \$.125 PAR	7,445.72	8,693.76
444	ROYAL CARIBBEAN CRUISES COM STK	6,384.68	11,224.32
214	ROYAL GOLD INC COM STK USD0.01	10,159.05	10,079.40
436	RPM INTERNATIONAL INC	6,137.75	8,863.88
1197	RRI ENERGY INC COM	9,883.43	6,846.84
1153	RSC HLDGS INC COM	8,044.02	8,117.12
1602	RTI BIOLOGICS INC COM STK	6,880.92	6,151.68
541	RTI INTL METALS INC COM	9,483.68	13,616.97
391	RUBICON TECHNOLOGY INC COM MON STK	5,622.27	7,941.21
1173	RUBY TUESDAY INC COM	7,822.80	8,445.60
855	RUDDICK CORP COM	20,416.12	21,999.15
1104	RUDOPH TECHNOLOGIES INC COM	10,906.89	7,418.88
850	RUSH ENTERPRISES INC CL A CL A	10,284.92	10,106.50
189	RYDER SYSTEM, INC . COMMON STOCK, \$ 75 PAR	5,384.59	7,781.13
856	RYLAND GROUP, INC , COMMON STOCK, \$1 PAR	14,671.72	16,863.20
346	S & T BANCORP INC COM STK	5,830.07	5,885.46
1262	SI CORP COM STK	9,034.03	8,228.24
753	SAFEGUARD SCIENTIFICS INC COM NEW COM NEW	5,961.08	7,763.43
364	SAFETY INS GROUP INC COM	13,079.39	13,187.72
1446	SAFEWAY INC COMMON STOCK NEW	32,276.76	30,785.34
445	SAIA INC COM STK	8,179.06	6,594.90
1702	SAIC INC COM STK USD0 0001	32,322.67	32,235.88
2363	SAKS INC COM	11,459.95	15,501.28
367	SALESFORCE COM INC COM STK	15,021.59	27,073.59
1086	SALIX PHARMACEUTICALS LTD COM DELAWARE	10,696.10	27,584.40
1868	SALLY BEAUTY HLDGS INC COM STK	12,239.05	14,290.20
440	SANDERSON FARMS INC COM	20,472.58	18,550.40
770	SANDISK CORP COM	11,448.67	22,322.30
244	SANDRIDGE ENERGY INC COM	2,108.14	2,300.92
500	SANDY SPRING BANCORP INC CMT-COM	7,494.00	4,445.00
1209	SANGAMO BIOSCIENCES INC COM STK	6,080.45	7,157.28

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Quantity	Description	Cost	Fair Market Value
2016	SANTARUS INC COM	5,744.39	9,313.92
1677	SAPIENT CORP COM	11,156.04	13,868.79
2363	SARA LEE CORP COM	25,141.11	28,781.34
1289	SAVIENT PHARMACEUTICALS INC COM STK	17,909.10	17,543.29
	SAVVIS INC FORMERLY SAVVIS COMMUNICATIONS CORP TO		
817	05/16/2005 COM NE	9,361.19	11,478.85
395	SBA COMMUNICATIONS CORP CL A COM	9,634.05	13,493.20
413	SCANA CORP NEW COM	13,594.84	15,561.84
527	SCANSOURCE INC COM	12,969.47	14,070.90
394	SCBT FINL CORP COM	10,700.56	10,909.86
306	SCHEIN HENRY INC COM	14,470.13	16,095.60
4010	SCHLUMBERGER LTD COM STK	248,879.60	261,010.90
7536	SCHLUMBERGER LTD COM STK	603,723.81	490,518.24
2225	SCHLUMBERGER LTD COM STK	217,946.82	144,825.25
72	SCHNITZER STEEL INDS INC CL A	2,787.51	3,434.40
531	SCHOLASTIC CORP COM	12,166.48	15,839.73
473	SCHOOL SPECIALTY INC WI COM	8,399.07	11,063.47
578	SCHULMAN A INC COM	9,062.17	11,664.04
3225	SCHWAB CHARLES CORP COMMON STOCK NEW	57,294.15	60,694.50
364	SCHWEITZER-MAUDUIT INTL INC COM	10,603.17	25,607.40
142	SCOTTS MIRACLE-GRO COMPANY CL A CL A	4,908.94	5,582.02
298	SCRIPPS NETWORKS INTERACTIVE INC CL A COM STK	7,751.61	12,367.00
814	SEABRIGHT INS HLDGS INC COM	8,392.34	9,352.86
957	SEACHANGE INTL INC COM	7,988.08	6,287.49
110	SEACOR HLDGS INC COM	9,832.00	8,387.50
1669	SEAGATE TECHNOLOGY HLDGS COM USD0 00001	28,525.20	30,359.11
39	SEAHAWK DRILLING INC COM STK	964.15	879.06
538	SEALED AIR CORP NEW COM STK	10,285.59	11,760.68
169	SEARS HLDGS CORP COM	12,593.08	14,103.05
1584	SEATTLE GENETICS INC COM	15,594.46	16,093.44
411	SEI INVTs CO COM	7,396.93	7,200.72
1192	SELECTIVE INS GROUP INC COM	19,085.60	19,608.40
1032	SEMPRA ENERGY INC COM STK	51,527.70	57,771.36
1213	SEMTECH CORP COM	19,290.76	20,633.13
332	SENIOR HSG PPTYS TR SH BEN INT SH BEN INT	5,573.65	7,260.84
969	SENSIENT TECHNOLOGIES CORP COM	22,410.97	25,484.70
1434	SEQUENOM INC COM NEW STK	5,332.33	5,936.76
912	SERVICE CORPORATION INTERNATIONAL. COMMON STOCK, \$1 PAR	5,316.87	7,469.28
22180	SGS SA	272,203.96	289,227.20
283	SHAW GROUP INC COM	7,722.33	8,136.25
562	SHENANDOAH TELECOMMUNICATIONS CO CDT-COMCDT-COM	11,947.36	11,436.70
336	SHERWIN-WILLIAMS CO., COMMON STOCK, \$6.25 PAR	18,149.31	20,714.40
865	SHIP FINANCE INTERNATIONAL COMMON STK	10,048.36	11,789.95
471	SHORE BANCSHARES INC COM	10,348.08	6,810.66
1169	SHORETEL INC COM	9,756.44	6,756.82
1407	SHUFFLE MASTER INC COM	9,706.19	11,593.68
494	SHUTTERFLY INC COM	6,838.54	8,798.14
699	SIERRA BANCORP COM STK	5,633.94	5,333.37
662	SIGA TECHNOLOGIES INC COM	5,474.74	3,839.60
606	SIGMA DESIGNS INC COM	9,998.99	6,484.20
414	SIGMA-ALDRICH, CORP, COMMON STOCK, \$1 PAR	21,606.11	20,919.42
703	SIGNATURE BK NEW YORK N Y COM	17,828.08	22,425.70

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
289	SIGNET JEWELERS LTD ORD USD0 18	6,082.45	7,722.08
477	SILGAN HLDGS INC COM	23,527.79	27,608.76
2410	SILICON IMAGE INC COM STK	5,878.95	6,217.80
151	SILICON LABORATORIES INC COM	5,823.28	7,299.34
422	SIMMONS 1ST NATL CORP CL A \$5 PAR	11,583.90	11,731.60
816.02	SIMON PROPERTY GROUP INC COM	64,459.53	65,118.39
758	SIMPSON MFG INC COMMON STOCK	16,583.20	20,382.62
337	SIRONA DENTAL SYS INC COM STK	7,076.43	10,696.38
777	SKECHERS U S A INC CL A CL A ISIN #US8305661055	7,788.54	22,851.57
1106	SKYWEST INC COM	14,168.73	18,713.52
3179	SKYWORKS SOLUTIONS INC COM	32,593.87	45,110.01
260	SL GREEN RLTY CORP COM STK	6,308.61	13,062.40
1588	SLM CORP COM	18,291.42	17,896.76
1540	SMART BALANCE INC COM STK	10,545.92	9,240.00
1217	SMITH & WESSON HLDG CORP COM	4,399.33	4,977.53
436	SMITH A O CORP COM	14,992.91	18,918.04
745	SMITH INTERNATIONAL, INC , COMMON STOCK,NO PAR	40,143.31	20,241.65
673	SMITH MICRO SOFTWARE INC COM STK	6,864.60	6,151.22
412	SMITHFIELD FOODS INC COM	5,838.00	6,258.28
637	SMITHTOWN BANCORP INC COM	9,900.24	3,790.15
402	SMUCKER J M CO COM NEW COM NEW	19,632.59	24,823.50
195	SNAP-ON INC COM	5,584.78	8,240.70
102	SOHU COM INC COM	6,420.90	5,842.56
1382	SOLERA HLDGS INC COM	36,044.05	49,765.82
2293	SOLUTIA INC COM NEW COM NEW	17,239.13	29,121.10
547	SONIC AUTOMOTIVE INC CL A	4,042.33	5,683.33
1348	SONIC CORP COM	17,971.48	13,574.36
1341	SONICWALL INC COM	7,911.90	10,205.01
331	SONOCO PRODUCTS CO , COMMON STOCK, \$1.25 PAR	8,091.63	9,681.75
447	SONOSITE INC COM	8,868.48	10,562.61
4102	SONUS NETWORKS INC COM ISIN US8359161077	6,808.72	8,655.22
1332	SOTHEBYS HLDGS INC CL A (DELAWARE)	14,119.33	29,943.36
582	SOURCEFIRE INC COM	7,558.14	15,568.50
592	SOUTH JERSEY INDS INC COM	20,581.76	22,602.56
2658	SOUTHERN CO , COMMON STOCK, \$5 PAR	85,129.42	88,564.56
523	SOUTHERN COPPER CORP DEL COM	10,705.76	17,211.93
378	SOUTHERN UN CO NEW COM	7,030.78	8,580.60
417	SOUTHSIDE BANCSHARES INC CMT-COM CMT-COM	9,824.52	8,181.54
2516	SOUTHWEST AIRLINES CO , COMMON STOCK, \$1PAR	20,377.62	28,757.88
754	SOUTHWEST BANCORP INC OKLA COM	7,471.76	5,232.76
889	SOUTHWEST GAS CORP COM	21,597.26	25,363.17
1391	SOUTHWEST WTR CO COM STK	7,792.68	8,192.99
1321	SOUTHWESTERN ENERGY CO COM	52,227.70	63,672.20
535	SOVRAN SELF STORAGE INC COM	13,092.13	19,115.55
722	SPARTAN MTRS INC COM	5,991.73	4,064.86
643	SPARTAN STORES INC COM	7,907.90	9,188.47
902	SPARTECH CORP COM NEW	8,856.11	9,254.52
9593	SPDR S&P 500 ETF TRUST	1,063,192.19	1,069,043.92
2191	SPECTRA ENERGY CORP COM STK	47,018.53	44,937.41
1241	SPECTRANETICS CORP COM	6,359.47	8,637.36
721	SPECTRUM CONTROL INC., COMMON STOCK, NO PAR	6,431.32	6,827.87
876	SPECTRUM PHARMACEUTICALS INC COM	5,667.24	3,889.44

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
363	SPIRIT AEROSYSTEMS HLDGS INC CL A	5,067.44	7,209.18
8392	SPRINT NEXTEL CORP	36,656.31	30,714.72
166	SPX CORP COM	10,742.33	9,080.20
829	SRA INTL INC CL A	14,924.00	15,833.90
314	ST JOE CO COM	8,206.52	9,071.46
1176	ST JUDE MED INC COM	48,085.92	43,253.28
211	ST MARY LAND & EXPL CO COM	6,839.85	7,224.64
865	STAGE STORES INC COM NEW COM NEW	7,018.51	10,691.40
166	STANCORP FINL GROUP INC COM	3,141.47	6,643.32
514	STANDARD MICROSYSTEMS CORP COM	12,135.04	10,680.92
611	STANDARD MTR PRODS INC COM	5,395.07	5,205.72
2463	STANDARD PAC CORP NEW COM	5,221.56	9,211.62
507	STANDEX INTL CORP COM	6,098.35	10,185.63
279	STANLEY INC COM	8,955.87	7,647.39
2430	STAPLES INC COM	48,554.94	59,753.70
2500	STARBUCKS CORP COM	55,167.59	57,650.00
634	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK	17,822.72	23,185.38
319	STARWOOD PROPERTY TRUST INC COM REIT	6,025.88	6,025.91
1677	STATE STR CORP COM	84,258.22	73,016.58
488	STEC INC COM STK	12,380.56	7,973.92
618	STEEL DYNAMICS INC COM	12,036.55	10,950.96
1680	STEELCASE INC CL A COM	9,877.88	10,684.80
601	STEIN MART INC COM	5,409.00	6,406.66
342	STEINER LEISURE LTD COM STK USD0 01	11,035.82	13,597.92
731	STELLARONE CORP COM STK	9,746.18	7,280.76
3156	STEMCELLS INC COM	5,394.87	3,976.56
179	STEPAN CO COM	8,124.06	11,600.99
261	STERICYCLE INC COM	13,541.71	14,399.37
1085	STERIS CORP COM	29,075.04	30,347.45
1901	STERLING BANCSHARES INC COM	13,868.37	9,752.13
283	STERLING CONSTR INC COM	5,028.88	5,427.94
1835	STEWART ENTERPRISES INC CL A COMMON STOCK	9,591.36	9,450.25
411	STEWART INFORMATION SVCS CORP COM	6,086.13	4,636.08
544	STIFEL FINL CORP COM	26,554.08	32,226.56
805	STILLWATER MNG CO COM	6,931.04	7,631.40
809	STONE ENERGY CORP COM	6,091.69	14,602.45
2976	STRATEGIC HOTELS & RESORTS INC	4,761.32	5,535.36
47	STRAYER ED INC COM	11,030.12	9,987.03
1149	STRYKER CORP	61,887.78	57,875.13
205	STUDENT LN CORP COM	10,333.64	9,546.85
519	STURM RUGER & CO INC COM	6,670.34	5,034.30
862	SUCCESSFACTORS INC COM STK	7,882.13	14,291.96
381	SUFFOLK BANCORP COM	9,898.38	11,315.70
551	SUN COMMUNITIES INC COMMON STOCK	5,174.60	10,882.25
1071	SUN HEALTHCARE GROUP INC COM NEW COM NEW	9,486.92	9,821.07
1619	SUN TRUST BANKS, INC., COMMON STOCK \$2.50 PAR	36,823.16	32,849.51
4450	SUNCOR ENERGY INC NEW COM STK	225,191.08	157,129.50
397	SUNOCO INC COM	9,353.28	10,361.70
327	SUNPOWER CORP COM CL A	8,125.59	7,743.36
1216	SUNRISE SENIOR LIVING	5,289.48	3,915.52
1685	SUNSTONE HOTEL INVS INC NEW COM	9,065.07	14,962.80
781	SUPER VALU INC. COMMON STOCK	13,636.15	9,926.51

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
2674	SUPERGEN INC COM	5,508.44	7,005.88
289	SUPERIOR ENERGY SVCS INC COM	4,985.25	7,019.81
764	SUPERIOR INDS INTL INC COM	11,506.69	11,689.20
616	SUREWEST COMMUNICATIONS COM	6,773.16	6,135.36
2025	SUSQUEHANNA BANCSHARES INC PA COM STK	9,922.50	11,927.25
784	SVB FINL GROUP COM	24,925.78	32,684.96
619	SWIFT ENERGY CO COM	10,439.68	14,831.24
589	SWS GROUP INC COM	7,729.99	7,126.90
215	SYBASE INC COM	5,634.05	9,331.00
382.8	SYCAMORE NETWORKS INC COM NEW COM NEW	9,198.63	8,004.34
787	SYKES ENTERPRISES INC COM	15,038.39	20,044.89
2789	SYMANTEC CORP COM STOCK	44,329.11	49,895.21
1326	SYMMETRICOM INC DEL	7,796.75	6,895.20
855	SYMMETRY MED INC COM STK	8,241.70	6,891.30
1019	SYMYX TECHNOLOGIES INC COM	6,450.27	5,604.50
650	SYNAPTICS INC COM	25,157.60	19,922.50
472	SYNCHRONOSS TECHNOLOGIES INC COM STK	6,135.76	7,462.32
1249	SYNIVERSE HLDGS INC COM STK	21,132.52	21,832.52
382	SYNNEX CORP COM STK	10,730.37	11,712.12
489	SYNOPSYS INC COM	9,592.91	10,894.92
342	SYNOVIS LIFE TECHNOLOGIES INC COM	7,326.48	4,415.22
1672	SYNOVUS FINL CORP COMMON STOCK	5,016.00	3,427.60
196	SYNTEL INC COM	8,883.58	7,453.88
459	SYNUTRA INTL INC COM STK	5,058.46	6,201.09
2004	SYSCO CORP , COMMON STOCK, \$1 PAR	57,286.65	55,991.76
1597	TAKE-TWO INTERACTIVE SOFTWARE INC CDT-COM	15,600.49	16,049.85
689	TALEO CORP COM CL A COM CL A	5,735.93	16,205.28
662	TANGER FACTORY OUTLET CTRS INC COM	21,577.29	25,811.38
2554	TARGET CORP COM STK	113,591.07	123,536.98
1604	TASER INTL INC COM	7,568.47	7,025.52
186	TAUBMAN CTRS INC COM	4,950.68	6,679.26
1031	TCF FINANCIAL CORP COMMON STOCK	14,480.33	14,042.22
888	TD AMERITRADE HLDG CORP COM STK	16,676.64	17,209.44
524	TEAM INC COM STK	8,389.19	9,856.44
170	TECH DATA CORP , COMMON STOCK	5,608.30	7,932.20
126	TECHNE CORP COM	9,847.97	8,638.56
1055	TECHNITROL, INC., COMMON STOCK, \$.12 1/2PAR	7,100.08	4,620.90
723	TECO ENERGY, INC., COMMON STOCK, NO PAR	8,733.78	11,727.06
1065	TECUMSEH PRODS CO CL A	9,314.57	12,449.85
237	TEEKAY CORP COM	5,026.77	5,500.77
271	TEJON RANCH CO COM	7,243.83	7,918.62
1324	TEKELEC COM	22,784.05	20,230.72
927	TELECOMMUNICATION SYS INC CL A	6,691.09	8,973.36
716	TELEDYNE TECHNOLOGIES INC COM	24,068.27	27,465.76
135	TELEFLEX INC , COMMON STOCK, \$1 PAR	6,139.10	7,275.15
375	TELEPHONE & DATA SYS INC COM STK NEW	9,775.25	12,720.00
645	TELETECH HLDGS INC COM	11,683.26	12,919.35
1344	TELLABS, INC., COMMON STOCK, NO PAR	7,873.82	7,633.92
361	TEMPLE INLAND INC., COMMON STOCK	2,072.90	7,620.71
1489	TEMPUR-PEDIC INTL INC COM	19,190.83	35,185.07
1773	TENET HEALTHCARE CORP COM	5,103.82	9,556.47
444	TENNANT CO COM	8,359.10	11,628.36

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Quantity	Description	Cost	Fair Market Value
1023	TENNECO INC	2,566.20	18,137.79
586	TERADATA CORP DEL COM STK	14,003.67	18,417.98
728	TERADYNE INC COM	5,110.49	7,811.44
485	TEREX CORP NEW COM	9,957.47	9,607.85
1230	TERREMARK WORLDWIDE INC COM NEW COM NEW	7,242.86	8,413.20
314	TESORO CORP	4,107.09	4,254.70
967	TESSERA TECHNOLOGIES INC COM STK	25,101.87	22,502.09
1243	TETRA TECH INC NEW COM	27,662.89	33,772.31
1497	TETRA TECHNOLOGIES INC DEL COM	12,589.68	16,586.76
819	TEXAS CAP BANCSHARES INC COM	12,978.15	11,433.24
469	TEXAS INDS INC COM	16,984.44	16,410.31
5004	TEXAS INSTRUMENTS INC COM	131,053.25	130,404.24
994	TEXAS ROADHOUSE INC COMMON STOCK	11,141.40	11,162.62
982	TEXTRON, INC., COMMON STOCK, \$ 25 PAR	14,356.84	18,471.42
281	TFS FINL CORP COM STK	3,180.50	3,411.34
900	THE LIMITED BRANDS	11,916.70	17,316.00
1036	THE MEN'S WEARHOUSE INC COMMOM STOCK	23,452.66	21,818.16
1146	THERAVANCE INC COM STK	17,475.81	14,978.22
1421	THERMO FISHER CORP	66,453.22	67,767.49
179	THOMAS & BETTS CORP COM	3,792.83	6,406.41
889	THOMAS WEISEL PARTNERS GROUP INC COM	5,419.34	3,360.42
1123	THORATEC CORP	30,453.51	30,231.16
1496	T-HQ INC COM NEW	11,367.51	7,539.84
3491	TIBCO SOFTWARE INC COM	25,831.31	33,618.33
173	TIDEWATER, INC , COMMON STOCK, \$1 PAR	10,075.61	8,295.35
820	TIER TECHNOLOGIES INC COM DELAWARE	6,592.74	6,560.00
421	TIFFANY & CO COMMON STOCK	11,817.80	18,103.00
614	TIM HORTONS INC COM	17,256.47	18,733.14
866	TIMBERLAND CO CL A	11,855.45	15,527.38
1196	TIME WARNER CABLE INC COM	51,026.43	49,502.44
4064	TIME WARNER INC USD0 01	115,605.88	118,424.96
328	TIMKEN CO. COMMON STOCK, NO PAR	5,759.65	7,776.88
851	TITAN INTL INC ILL COMMON STOCK	6,339.86	6,901.61
439	TITAN MACHY INC COM	5,665.73	5,066.06
2130	TIVO INC COM	22,874.92	21,683.40
1404	TJX COS INC COMMON NEW	37,221.97	51,316.20
501	TNS INC COM	9,630.52	12,870.69
462	TOLL BROS INC COM	7,932.49	8,690.22
1912	TOMOTHERAPY INC COM	5,055.65	7,456.80
225	TOMPKINS FINL CORP COM USD0 10	10,788.73	9,112.50
480	TOOTSIE ROLL INDS INC COM	11,121.55	13,142.40
281	TORCHMARK CORP , COMMON STOCK, \$2 PAR	10,387.05	12,349.95
813	TOREADOR RES CORP COM	5,526.40	8,048.70
121	TORO CO COM	3,402.78	5,059.01
549	TOTAL SYS SVCS INC COM	8,597.98	9,481.23
875	TOWER GROUP INC COM	21,944.00	20,483.75
572	TOWNEBANK PORTSMOUTH VA COM	8,001.87	6,680.96
713	TRACTOR SUPPLY CO COM	28,047.26	37,760.48
900	TRADESTATION GROUP INC COM	7,965.00	7,101.00
115	TRANSATLANTIC HLDGS INC COM STOCK	5,024.90	5,992.65
431	TRANSCEND SVCS INC COM NEW COM NEW	6,891.93	9,206.16
217	TRANSDIGM GROUP INC COM	10,034.06	10,305.33

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
2007	TRANSOCEAN LTD	273,737.09	166,179.60
1988	TRAVELERS COS INC COM STK	93,065.13	99,121.68
709	TREDEGAR CORP INC	9,783.51	11,216.38
627	TREEHOUSE FOODS INC COM	14,646.66	24,365.22
453	TREX CO INC COM	5,922.57	8,878.80
588	TRIANGLE CAP CORP COM	6,526.80	7,108.92
406	TRIMBLE NAV LTD COM	10,251.54	10,231.20
267	TRINITY INDUSTRIES, INC , COMMON STOCK, \$1 PAR	3,424.17	4,656.48
529	TRIPLE-S MGMT CORP CL B CL B	8,495.74	9,310.40
2931	TRIQUINT SEMICONDUCTOR INC COM	16,120.50	17,586.00
331	TRIUMPH GROUP INC NEW COM	13,508.08	15,970.75
552	TRUE RELIGION APPAREL INC COM STK	12,286.69	10,206.48
1030	TRUEBLUE INC COM STK	9,097.20	15,254.30
2114	TRUSTCO BK CORP N Y COM	12,808.73	13,318.20
1141	TRUSTMARK CORP., COMMON STOCK	22,203.80	25,718.14
282	TRW AUTOMOTIVE HLDGS CORP COM	3,380.29	6,734.16
1031	TTM TECHNOLOGIES INC COM	8,423.25	11,887.43
1245	TUPPERWARE BRANDS CORPORATION	34,555.11	57,979.65
512	TUTOR PERINI CORP COM	11,791.14	9,256.96
954	TW TELECOM INC CL A STK	10,389.06	16,351.56
621	TYLER TECHNOLOGIES INC COM STK	9,643.26	12,364.11
1024	TYSON FOODS, INC., CLASS A COMMON STOCK,\$2 PAR (DELAWARE)	15,095.05	12,564.48
4334	U S AWYS GROUP INC COM	11,314.33	20,976.56
661	U S GLOBAL INVS INC CL A CL A STK	6,344.64	8,136.91
1946	U S GOLD CORP COM PAR \$0.10 COM PAR \$0.10	5,429.34	4,826.08
576	U S PHYSICAL THERAPY COM	6,330.24	9,751.68
3305	UAL CORP COM NEW STK	14,543.45	42,667.55
8044	UBS AG SHS COM	326,125.09	124,762.44
667	UDR INC COM STK	9,558.32	10,965.48
758	UGI CORP NEW COM	19,677.54	18,336.02
699	UIL HLDGS CORP COM	20,176.17	19,627.92
670	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	7,576.65	12,167.20
549	ULTIMATE SOFTWARE GROUP INC COM	7,359.34	16,124.13
647	ULTRATECH INC EFF 06-10-03	8,119.85	9,614.42
640	UMB FINL CORP COM STK	28,239.57	25,184.00
1420	UMPQUA HLDGS CORP COM	12,973.94	19,042.20
658	UNDER ARMOUR INC CL A	10,515.21	17,943.66
327	UNIFIRST CORP MASS COM	12,749.70	15,731.97
1712	UNION PAC CORP COM	111,437.44	109,396.80
708	UNISOURCE ENERGY CORP COM	18,517.85	22,790.52
795	UNISYS CORP COM NEW COM NEW	15,024.70	30,655.20
181	UNIT CORP COM	4,991.08	7,692.50
1396	UNITED AMER INDTY LTD COM	6,978.00	11,056.32
759	UNITED BANKSHARES INC W VA COM	15,359.88	15,157.23
1131	UNITED CMNTY BK BLAIRSVILLE GA CDT-CAP STK CDT-CAP STK	7,014.67	3,834.09
865	UNITED FINL BANCORP INC MD COM STK	11,930.13	11,340.15
557	UNITED FIRE & CAS CO COM	10,059.42	10,154.11
919	UNITED NAT FOODS INC COM	15,232.94	24,574.06
1827	UNITED ONLINE INC COM	13,599.73	13,136.13
7393	UNITED PARCEL SVC INC CL B	475,448.80	424,136.41
2361	UNITED PARCEL SVC INC CL B	142,582.94	135,450.57
1356	UNITED RENTALS INC COM	8,637.52	13,302.36

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
130	UNITED STATES CELLULAR CORP COMMON STOCK	4,993.59	5,513.30
471	UNITED STATIONERS INC COM	17,233.89	26,776.35
486	UNITED STS STL CORP NEW COM	23,034.38	26,788.32
11061	UNITED TECHNOLOGIES CORP COM	762,636.35	767,744.01
2841	UNITED TECHNOLOGIES CORP COM	198,084.76	197,193.81
158	UNITED THERAPEUTICS CORP DEL COM STK	6,590.97	8,318.70
4041	UNITEDHEALTH GROUP INC COM	128,791.47	123,169.68
415	UNITRIN INC. COMMON STOCK	5,145.75	9,150.75
571	UNIVERSAL CORP VA COM	19,807.87	26,043.31
687	UNIVERSAL DISPLAY CORP COM	6,998.47	8,491.32
361	UNIVERSAL ELECTRS INC COM	7,566.56	8,382.42
381	UNIVERSAL FST PRODS INC COM	12,909.09	14,024.61
361	UNIVERSAL HEALTH RLTY INCOME TR SH BEN INT SH BEN INT UNIVERSAL HEALTH SERVICES, INC., CLASS B COMMON STOCK, \$ 01	11,504.61	11,562.83
310	PAR	7,650.78	9,455.00
382	UNIVERSAL STAINLESS & ALLOY PRODS INC COM	6,524.52	7,204.52
494	UNIVERSAL TECHNICAL INST INC COM	6,350.16	9,978.80
405	UNIVERSAL TRAVEL GROUP COM NEW STK	4,511.67	4,106.70
468	UNIVEST CORP PA COM	9,879.43	8,204.04
1125	UNUM GROUP	20,603.38	21,960.00
1724	URANIUM ENERGY CORP COM	5,158.76	6,516.72
436	URBAN OUTFITTERS INC COM	9,072.64	15,255.64
282	URS CORP NEW COM	13,744.60	12,554.64
6446	US BANCORP	146,629.76	145,099.46
21584	US BANCORP	695,751.63	485,855.84
642	USA MOBILITY INC COM STK	8,241.05	7,068.42
2234	USEC INC COM	10,393.41	8,600.90
1423	U-STORE-IT TR COM	7,242.93	10,416.36
300	V F. CORP., COMMON STOCK, NO PAR	17,387.07	21,972.00
1576	VAALCO ENERGY INC COM NEW COM NEW	6,760.94	7,170.80
585	VAIL RESORTS INC COM	21,459.93	22,113.00
1097	VALASSIS COMMUNICATIONS INC COM	7,042.67	20,031.22
231	VALEANT PHARMACEUTICALS INTL COM STK	5,315.40	7,343.49
1754	VALERO ENERGY CORP COM STK NEW	36,494.95	29,379.50
420	VALHI INC NEW COM	3,702.72	5,867.40
145	VALIDUS HOLDING LTD COM STK USD0 175	3,226.24	3,906.30
427	VALLEY NATIONAL BANCORP, COMMON STOCK, NO PAR	5,135.70	6,033.51
69	VALMONT INDS INC COM	5,061.84	5,413.05
340	VALSPAR CORP COM	7,870.12	9,227.60
1730	VALUECLICK INC COM STK ISIN#US92046N1028	13,923.21	17,507.60
602	VANDA PHARMACEUTICALS INC COM	7,210.15	6,766.48
280113	VANGUARD EMERGING MARKETS ETF	11,423,456.32	11,484,633.00
425	VARIAN MEDICAL SYSTEMS INC	19,658.78	19,911.25
248	VARIAN SEMICONDUCTOR EQUIPMENT ASSOCS INC CO	6,181.35	8,898.24
743	VASCO DATA SEC INTL INC COM	5,540.21	4,658.61
733	VASCULAR SOLUTIONS INC COM	5,808.72	6,149.87
287	VCA ANTECH INC COM STK	7,601.88	7,152.04
213	VECTREN CORP COM	5,111.45	5,256.84
705	VEECO INSTRS INC DEL COM	10,305.87	23,293.20
531	VENTAS INC REIT	17,928.49	23,225.94
1435	VERIFONE SYSTEMS INC COM	11,063.22	23,505.30
655	VERISIGN INC COM	14,672.54	15,877.20

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
8824	VERIZON COMMUNICATIONS COM	328,699.30	292,339.12
588	VERTEX PHARMACEUTICALS INC COM	20,153.72	25,195.80
1843	VIACOM INC NEW CL B	56,041.71	54,792.39
513	VIAD CORP COM NEW	9,223.32	10,583.19
516	VIASAT INC COM	13,903.34	16,398.48
2393	VICAL INC COM COM	6,030.12	7,872.97
304	VILLAGE SUPER MKT INC CL A NEW CL A NEW	9,071.36	8,305.28
979	VIRGIN MEDIA INC COM STK	11,085.67	16,476.57
1539	VIROPHARMA INC COM STK	9,370.20	12,912.21
23395	VISA INC COM CL A STK	1,974,382.56	2,046,126.70
1556	VISA INC COM CL A STK	123,826.84	136,087.76
1591	VIVUS INC COM	9,909.54	14,621.29
183	VMWARE INC CL A COM CL A COM	5,352.73	7,755.54
393	VOCUS INC COM	7,994.41	7,074.00
1068	VOLCANO CORP COM STK	14,854.28	18,561.84
556	VOLTERRA SEMICONDUCTOR CORP COM	7,642.00	10,630.72
521	VORNADO RLTY TR COMMON STOCK	37,261.80	36,438.74
375	VULCAN MATERIALS CO , COMMON STOCK, \$1 PAR	19,473.46	19,751.25
675	W & T OFFSHORE INC COM	6,513.68	7,897.50
162	WABTEC CORP COM	6,594.29	6,616.08
292	WADDELL & REED FINL INC CL A COMMON STOCK	7,886.89	8,917.68
3369	WALGREEN CO. COMMON STOCK, \$1.25 PAR	128,096.47	123,709.68
7747	WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR	426,708.78	414,077.15
26905	WAL-MART STORES, INC. COMMON STOCK, \$ 10 PAR	1,434,131.41	1,438,072.25
6430	96 WALT DISNEY CO	216,585.39	207,398.46
183	WALTER ENERGY INC	8,735.32	13,781.73
417	WALTER INVT MGMT CORP	6,044.91	5,975.61
910	WARNACO GROUP INC COM NEW COM NEW	32,207.45	38,392.90
380	WARNER CHILCOTT PLC COM	5,053.96	10,818.60
2243	WARNER MUSIC GROUP CORP COM STK	10,090.50	12,695.38
2157	WARREN RES INC COM	5,412.78	5,284.65
384	WASHINGTON FED INC COM	5,099.52	7,426.56
20	WASHINGTON POST CO , CLASS B COMMON STOCK, \$1 PAR	7,058.00	8,792.00
1051	WASHINGTON REAL ESTATE INVT TR SH BEN INT	23,573.18	28,955.05
549	WASHINGTON TR BANCORP INC COM	10,395.10	8,553.42
251	WASTE CONNECTIONS INC COM	6,543.57	8,368.34
1671	WASTE MGMT INC DEL COM STK	46,323.27	56,496.51
327	WATERS CORP COM	17,417.46	20,260.92
474	WATSCO INC COM	23,291.84	23,216.52
506	WATSON PHARMACEUTICALS INC COMMON STOCK	17,116.91	20,042.66
581	WATTS WATER TECHNOLOGIES INC EFF	12,485.65	17,964.52
1044	WAUSAU PAPER CORP COM	7,099.10	12,110.40
467	WD 40 CO COM STK	14,643.26	15,112.12
7400	WEATHERFORD INTL LTD	253,493.00	132,534.00
998	WEB COM GROUP INC COM	5,795.39	6,516.94
170	WEBMD HEALTH CORP COMMON STOCK	5,007.27	6,543.30
880	WEBSense INC COM STK ISIN# US9476841062	15,944.28	15,364.80
1197	WEBSTER FINANCIAL CORP. WATERBURY CONN COMMON STOCK	9,727.61	14,208.39
386	WEIGHT WATCHERS INTL INC NEW COM	10,055.30	11,255.76
344	WEINGARTEN RLTY INVS COM	5,115.25	6,807.76
839	WELLCARE HEALTH PLANS INC COM	15,797.96	30,841.64
1646	WELLPOINT INC COM	95,003.32	95,945.34

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<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
16157	WELLS FARGO & CO NEW COM STK	476,521.92	436,077.43
33417	WELLS FARGO & CO NEW COM STK	1,023,194.91	901,924.83
1250	WENDYS / ARBYS GROUP INC COM STK	5,137.38	5,862.50
847	WERNER ENTERPRISES INC COM	16,090.00	16,762.13
622	WESBANCO INC COM	9,379.76	7,675.48
33	WESCO FINANCIAL CORP . CAPITAL STOCK, \$1 PAR	10,155.42	11,319.00
651	WEST PHARMACEUTICAL SVCS INC COM	22,937.24	25,519.20
580	WESTAMERICA BANCORPORATION COM	27,543.63	32,114.60
369	WESTAR ENERGY INC COM	8,556.18	8,014.68
2352	WESTERN ALLIANCE BANCORPORATION COM	12,692.71	8,890.56
757	WESTERN DIGITAL CORP , COMMON STOCK, \$ 10 PAR	21,899.70	33,421.55
927	WESTERN REFNG INC COM	5,217.43	4,366.17
2382	WESTERN UNION CO	41,462.05	44,900.70
1433	WESTFIELD FINL INC NEW COM STK	13,192.25	11,822.25
2418	WET SEAL INC CL A CL A	7,841.08	8,342.10
718	WEYERHAEUSER CO , COMMON STOCK, \$1 875 PAR	27,708.26	30,974.52
853	WGL HLDGS INC COM	27,875.95	28,609.62
250	WHIRLPOOL CORP COMMON STOCK, \$1 PAR	14,144.10	20,165.00
	WHITE MOUNTAINS INSURANCE GROUP WHITE MOUNTAIN COM		
26	STOCK	4,395.16	8,649.16
172	WHITING PETE CORP NEW COM STK	6,768.61	12,289.40
371	WHOLE FOODS MKT INC COM	4,637.91	10,183.95
150	WILEY JOHN & SONS INC CL A	5,047.49	6,282.00
785	WILLBROS GROUP INC COM	9,875.27	13,242.95
1970	WILLIAMS COMPANY INC COMMON STOCK \$1 PAR	40,581.82	41,527.60
320	WILLIAMS SONOMA INC COM	2,658.43	6,649.60
366	WILMINGTON TRUST CORP NEW COMMON STOCK	5,112.98	4,516.44
1882	WINDSTREAM CORP COM STK	16,185.20	20,683.18
1083	WINN DIXIE STORES INC COM NEW STK	17,203.42	10,873.32
672	WINTRUST FINL CORP COM	21,731.86	20,690.88
397	WISCONSIN ENERGY COMMON STOCK	16,630.39	19,782.51
158	WMS INDS INC COM STK	4,943.80	6,320.00
978	WOLVERINE WORLD WIDE INC COM	23,057.54	26,621.16
1199	WOODWARD GOVERNOR CO COM	26,828.41	30,898.23
375	WORLD ACCEP CORP S C NEW COM	7,518.60	13,436.25
1172	WORLD FUEL SERVICE COM STK USD0 01	24,454.73	31,397.88
1198	WORTHINGTON INDS INC COM	25,457.85	15,657.86
2635	WPP GROUP PLC AMERICAN DEPOSITARY SHARE	173,473.00	128,192.75
762	WRIGHT EXPRESS CORP COM STK	20,351.72	24,277.32
756	WRIGHT MED GROUP INC COM	12,646.75	14,326.20
321	WSFS FINANCIAL CORP COM	8,930.22	8,227.23
604	WYNDHAM WORLDWIDE CORP COM STK	7,435.18	12,182.68
227	WYNN RESORTS LTD COM	22,497.95	13,218.21
1548	XCEL ENERGY INC COM	29,234.78	32,848.56
594	XENOPORT INC COM STK	13,910.59	11,024.64
2937	XEROX CORP. COMMON STOCK, \$1 PAR	23,462.17	24,847.02
931	XILINX INC COMMON STOCK	18,967.73	23,330.86
1162	XL CAPITAL LTD COM STK	14,360.23	21,299.46
1969	XTO ENERGY INC COM	102,730.20	91,617.57
723	YADKIN VY FINL CORP COM STK	5,142.76	2,646.18
4337	YAHOO INC COMMON STOCK	72,248.79	72,774.86
1860	YRC WORLDWIDE INC COM	4,389.60	1,562.02

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Statement 18

Form 990-PF, Part II, Line 10a, 10b, & 10c

Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
1568	YUM BRANDS INC COM	55,174.73	54,832.96
19753	YUM BRANDS INC COM	669,208.17	690,762.41
211	ZEBRA TECHNOLOGIES CORP CL A	5,137.30	5,983.96
564	ZEP INC COM STK	7,745.86	9,768.48
598	ZHONGPIN INC COM STK	6,197.67	9,334.78
730	ZIMMER HLDGS INC COM	45,836.01	43,150.30
742	ZION OIL & GAS INC COM STK	6,212.45	5,305.30
432	ZIONS BANCORP COMMON STOCK NO PAR	4,903.20	5,542.56
492	ZOLL MED CORP COM	10,308.42	13,146.24
679	ZOLTEK COS INC COM	11,089.70	6,450.50
1027	ZORAN CORP COM	11,737.07	11,348.35
905	CLEARWIRE CORP NEW RT	-	362.00
	Subtotal Common and Preferred Stock	174,179,662.47	165,243,042.35
	MFC POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN		
139,200	INT	3,265,367.52	3,427,104.00
	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN		
410,635	STRATEGY FD INSTL	6,174,540.49	3,400,061.52
	Subtotal Commodity Linked funds	9,439,908.01	6,827,165.52
	Grand Total Corporate Stocks	183,619,570.48	172,070,207.87
	UNITED STATES OF AMER TREAS NOTES 0% TSYNT 15/11/2018		
3,175,000	USD1000 3 75% DUE 11	3,341,550.78	3,174,752.35
6,975,000	UNITED STATES TREAS NTS 2.375% DUE 09-30-2014	7,019,666.02	6,916,131.00
4,800,000	UNITED STATES TREAS NTS DTD 00251 3.0% DUE 08-31-2016 REG	4,852,781.25	4,720,876.80
3,400,000	UNITED STATES TREAS NTS NT 1 375% DUE 10-15-2012 REG	3,415,906.25	3,380,875.00
700,000	UNITED STATES TREAS NTS NT 1 5% DUE 07-15-2012 BEO	697,867.19	701,093.40
	FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS 2.25% DUE 01-12-		
1,000,000	2012/01-12-2010 REG	1,001,680.00	1,000,310.00
430,000	FEDERAL FARM CREDIT 2.2% DUE 04-08-2013 REG	430,954.60	432,016.70
1,000,000	FEDERAL HOME LN BKS 1 4% DUE 05-04-2011 REG	1,000,000.00	1,007,500.00
1,000,000	FEDERAL HOME LN BKS CONS BD 1.375% DUE 05-16-2011 REG	999,515.11	1,007,047.00
1,000,000	FEDERAL HOME LN BKS PREASSIGN 00232 5 068% DUE 04-17-2014 REG	982,120.00	1,096,560.00
	FEDERAL HOME LN MTG CORP FEDERAL HOME LNMTG 3 5000000		
1,000,000	20110505 20080505 CALLABLE3	1,040,843.08	1,032,470.00
	FEDERAL HOME LN MTG CORP TRANCHE # TR 00116 4 75% DUE 12-08-		
6,000	2010/12-08-2005 RE	6,079.11	6,231.58
	FEDERAL HOME LN MTG CORP TRANCHE # TR 00376 2 625% DUE 03-19-		
1,000,000	2012 REG	1,009,500.00	1,004,830.00
3,200,000	FNMA 1 7% DUE 04-29-2011	3,207,800.00	3,211,670.40
	FREDDIE MAC TRANCHE # TR 00521 2 0% DUE 04-27-2012/04-27-2011		
1,000,000	REG	1,000,000.00	1,006,660.00
1,000,000	BERGEN CNTY N J IMPT AUTH 7 77% DUE 05-15-2011 BEO TAXABLE	1,086,620.88	1,082,900.00
	ENERGY NORTHWEST WASH ELEC REV 5 07% DUE 07-01-2012 BEO		
2,185,000	TAXABLE	2,170,400.27	2,338,430.70
	IOWA FIN AUTH SINGLE FAMILY MTG REV 5.622% DUE 07-01-2012 BEO		
1,015,000	TAXABLE	1,015,401.80	1,074,245.55
1,000,000	KENT CNTY MICH 2.5% DUE 04-01-2011 BEO TAXABLE	1,007,390.00	1,019,250.00
	VIRGINIA ST HSG DEV AUTH RENTAL HSG-TAXABLE-SER D 3 73% DUE		
1,000,000	11-01-2011 BE	1,034,720.00	1,035,330.00
1,000,000	ANDREW W MELLON FNDTN 3 95% DUE 08-01-2014 REG	1,027,100.00	1,038,970.00

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Form 990-PF, Part II, Line 10a, 10b, & 10c

Investments - U.S. and State Government Obligations, Corporate Stocks, & Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Market Value</u>
	FEDERAL HOME LN MTG CORP POOL #M80894 4.5% DUE 01-01-2011		
813,519	BEO	836,145.00	830,806.27
1,065,000	FHLMC MULTICLASS SER 2541 CL JC 5.0% DUE12-15-2017 REG	1,121,578.13	1,127,858.43
1,122,655	FHLMC MULTICLASS SER 2773 CL OB 5 0% DUE02-15-2019 REG	1,190,365.13	1,187,195.31
848,266	FHLMC MULTICLASS SER 2814 CL GB 5.0% DUE06-15-2019 REG	830,876.03	880,252.90
1,193,814	FHLMC MULTICLASS SER R005 CL AB 5.5% DUE12-15-2018 REG	1,192,798.71	1,248,848.56
545,378	FHLMC MULTICLASS SER-3037 CL-BC 4 5% DUE02-15-2020 REG	552,706.69	567,189.41
	FNMA CMO FANNIE MAE 07-18 D02/25/07 0.010% JJ35 5.45% DUE 12-25-		
585,576	2020 BEO	581,947.54	620,201.92
651,251	FNMA POOL #254711 4.0% DUE 03-01-2010 REG	659,264.77	657,164.68
706,470	FNMA POOL #960382 5.5% DUE 12-01-2022 BEO	706,801.55	748,614.16
960,254	FNMA POOL #MA0174 4.0% DUE 09-01-2019 BEO	996,863.56	982,263.85
1,300,000	FNMA PREASSIGN 00344 5 0% DUE 03-25-2018BEO	1,370,078.13	1,377,168.00
920,578	FNMA REMIC SER 2002-M2 CL C 4 717% DUE 08-25-2032 BEO	963,154.38	962,703.30
1,337,736	GNMA 2004-006 REMIC PASSTHRU CTF CL B 3.949% DUE 07-16-2033	1,293,420.48	1,378,492.43
	GNMA 2004-009 REMIC PASSTHRU CTF CL FLTGRT 4 586% DUE 09-16-		
2,000,000	2029	1,953,063.34	2,089,492.00
1,467,000	GNMA 2004-020 REMIC TR CL C 4.43% DUE 04-16-2034	1,398,285.36	1,528,600.79
1,025,913	GNMA 2004-108 REMIC PASSTHRU CTF CL A 3.999% DUE 05-16-2027	994,170.92	1,056,536.47
	GNMA 2006-008 REMIC PASSTHRU CTF CL B FLTG RT 4 815% DUE 02-16-		
2,000,000	2030	1,972,048.15	2,090,582.00
	GNMA 2006-030 REMIC PASSTHRU CTF CL A 4.17500019073% DUE 04-16-		
1,294,779	2028	1,260,035.44	1,335,039.11
	GNMA 2006-032 REMIC PASS THRU CTF CL A 5 07899999619% DUE 01-16-		
3,517,217	2030	3,503,602.81	3,688,762.72
2,485,000	GNMA REMIC 2004-77 CL C 5 5% 10-16-2026 REG	2,514,897.66	2,650,222.68
1,000,000	ORIENTAL BK & TR FDIC GTD TLGP NT 2.75% DUE 03-16-2012 REG	1,019,160.00	1,023,870.00
	Grand Total US and State Government Obligations	64,259,160.12	65,320,015.47
1,000,546	MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	8,902,151.11	8,804,807.79
234,815	MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	2,548,470.57	2,536,005.99
387,348	MFO VANGUARD INTM TERM INVT GRADE ADMR	3,386,622.73	3,726,286.31
666,011	MFO VANGUARD SHORT TERM INVESTMENT GRADE ADMIRAL	6,624,741.99	7,053,054.16
511,144	MFO VANGUARD SHORT TERM INVESTMENT GRADE ADMIRAL	5,127,131.11	5,413,009.98
	Grand Total Corporate Bonds	26,589,117.51	27,533,164.23
	BELMONT STRATEGIC INCOME FUND QP, LP	2,178,717.00	-
	DEUTSCHE BANK BALANCED CURRENCY HARVEST INDEX	-	(150,563.28)
	DRAKE CAPITAL OFFSHORE PTNRS	3,000,000.00	2,940,285.87
	IRONWOOD INTERNATIONAL LTD	4,500,000.00	3,767,693.94
	COMMERCE STREET INCOME PARTNERS, LTD	9,885,276.00	4,777,989.00
	COTTON CREEK CAPITAL PARTNERS, LTD	878,334.76	886,002.00
	RIVANNA OFFSHORE PARTNERS LTD	10,000,000.00	10,916,170.59
	STRATFORD LAND FUND III, LP	15,064,211.00	14,774,135.00
	STRATFORD REALTY CAPITAL, LP	5,031,300.87	4,716,073.00
	Grand Total Alternative Investments	50,537,839.63	42,627,786.12
	Grand Total Investments	325,005,687.74	307,551,173.69

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The Rees-Jones Foundation

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Statement 19**Form 990-PF, Part XV****Supplementary Information - Grant Guidelines****(Please also see our website: www.rees-jonesfoundation.org)**

- 1) The Foundation's Board is strongly guided by the Foundation's Mission Statement. Proposals should explain how the organization and program or project is consistent with that Statement. Please see Mission Statement Below.
- 2) Proposals must contain a description of the proposed program or project, including a statement of the need, specific program components, logistics, projected benefits or numbers of people to be affected, and plans for evaluating the effectiveness
- 3) Proposals must include the names of the executive officers and members of the Board of Directors of the requesting organization, aggregate board financial contributions to the organization for the prior 12 months, financial information of the org
- 4) Proposals must include a copy of the organization's current IRS exemption letter and most recent IRS Form 990 federal tax return. The Foundation does not support other private foundations. Applicants that are classified as "supporting organizat
- 5) In general, the Foundation will not fund more than 25% of a project's budget or more than 10% of an organization's total annual operating budget.
- 6) In general, the Foundation will not make multi-year commitments.
- 7) Proposals should be submitted a minimum of 4 months before funds are required.
- 8) The Foundation will consider only one proposal from any one organization during any 12 month period.
- 9) Loans and grants are not made to individuals.
- 10) Organizations previously funded by the Foundation must provide a full report of previous grant expenditures.
- 11) In general, the Foundation does not support event fundraisers or sponsorships, or contribute to endowments.
- 12) The Foundation does not support lobbying of any kind.

Mission Statement:

Our mission is one of compassion designed to serve God by serving others, sharing His Word and His resources with those in need.

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The Rees-Jones Foundation

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Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Accion Texas 2014 South Hackberry Street San Antonio, Texas 78210	N/A	Public	Multi-year funding for the start-up and ongoing operations of a West Dallas satellite office and loan program.	\$980,000
Advocacy Inc. 7800 Shoal Creek, Suite 171-E Austin, Texas 78757	N/A	Public	Funding for the Focused Legal Advocacy Project which supports foster children in Texas Youth Commission or State School placements	\$75,000
Advocates for Community Transformation (ACT) 2215 Canada Drive Dallas, Texas 75212	N/A	Public	Funding for the Legal Advocacy Project in West Dallas which strives to eliminate blight and crime by directing legal action against owners of crime-ridden homes.	\$20,000
alley's house 4907 Spring Avenue, Suite 103 Dallas, Texas 75210	N/A	Public	Support for education and case management services for teen mothers who want to prepare for a life of independence	\$20,000
Apartment Life P O Box 1031 Bedford, Texas 76095	N/A	Public	Multi-year funding for a South Dallas Area Director who will coordinate development of Christian communities in apartment complexes	\$20,000
The ARK Group 2611 F M 1960 West, Suite H-201 Houston, Texas 77068	N/A	Public	Funding for a West Dallas Project Director and Spanish language material to facilitate self-esteem programs	\$47,000
Arlington Life Shelter 325 West Division Street Arlington, Texas 76011	N/A	Public	Funding for the Structured Rehabilitative Program which helps families that are homeless regain self-sufficiency through employment	\$10,000
Bea's Kids 14673 Midway Road, Suite 230 Addison, Texas 75001	N/A	Public	Funding for after-school Tutoring & Mentoring Program which provides academic support and mentoring for youth from low-income families	\$30,000
Big Brothers Big Sisters of North Texas 450 E John Carpenter Freeway Irving, Texas 75062	N/A	Public	Funding for the Big Churches Initiative which recruits mentors from churches and matches them to at-risk youth	\$50,000
Big Thought 2501 Oak Lawn Avenue, Suite 550 Dallas, Texas 75219	N/A	Public	Funding for the Thriving Minds After School Initiative to bring after-school programming to Dallas ISD on a district-wide basis	\$100,000
Bishop Dunne Catholic School 3900 Rugged Drive Dallas, Texas 75224	N/A	Public	Funding for tuition assistance for youth from low-income families	\$40,000

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Grants and Contributions Paid During the Year

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Booker T Washington High School P O. Box 192648 Dallas, Texas 75219	N/A	Public	Multi-year funding for the Student Enrichment Fund which helps students prepare for college	\$50,000
Boys & Girls Clubs of Arlington 608 North Elm Street Arlington, Texas 76011	N/A	Public	Funding for the Impacting Their Tomorrow Today campaign designated for Project Bright Star and the T E A M Project	\$50,000
Bridge Breast Network 3600 Gaston Avenue, Suite 401 Dallas, Texas 75246	N/A	Public	Funding for low-income women to access breast health services	\$20,000
Brighter Tomorrows P O Box 532151 Grand Prairie, Texas 75053	N/A	Public	Funding for childcare for participants in the Transitional Housing Program	\$40,000
Bryan's House P O Box 35868 Dallas, Texas 75235	N/A	Public	Funding to provide medically-managed child care, respite care, and community-based family support for special needs children	\$100,000
Builders of Hope P O Box 224723 Dallas, Texas 75222	N/A	Public	Multi-year funding for West Dallas Housing Collaborative to support the development of affordable housing	\$803,000
C5 Youth Foundation of Texas 14185 Dallas Parkway, Suite 1400 Dallas, Texas 75254	N/A	Public	Funding for Signature Experiences and Pathways Events which are designed to guide youth through meaningful growth opportunities and help them realize their life potential	\$20,000
Camp Fire USA- First Texas Council 2700 Meacham Boulevard Ft Worth, Texas 76137	N/A	Public	Funding for camperships for Dallas area campers to attend Camp El Tesoro de la Vida in Summer 2009	\$10,625
Captain Hope's Kids P O Box 540548 Dallas, Texas 75354	N/A	Public	Funding for Captain Hope's Closet Program which distributes basic care items for local homeless infants and children	\$20,000
Catholic Charities Diocese of Ft Worth 2701 Burchill Road North Ft Worth, Texas 76105	N/A	Public	Funding for the Clinical Counseling program which provides counseling services for low-income children, adolescents, and adults	\$10,000
Challenge Air for Kids & Friends 7363 Cedar Springs Road Dallas, Texas 75235	N/A	Public	Funding for Fly Day events which allow disabled children the opportunity to enjoy an aviation experience	\$25,000

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Chase's Place 14210 Marsh Lane Addison, Texas 75001	N/A	Public	Funding for families to send children with developmental disabilities to a school with special curriculum and programming	\$60,000
Child Abuse Prevention Center 2902 Swiss Avenue Dallas, Texas 75204	N/A	Public	Multi-year funding for the Healthy Families program which provides in-home parent training for low-income teen mothers	\$50,000
Child Care Group 1800 N Lamar Dallas, Texas 75202	N/A	Public	Funding for the Child Care Training Program which offers training and assistance to child care providers	\$20,000
Child Study Center 1300 West Lancaster Ft Worth, Texas 76102	N/A	Public	Funding for psychological and other pediatric care services for children of low-income families	\$10,000
Children's Education Fund P O Box 225748 Dallas, Texas 75222	N/A	Public	Funding for the high school tuition assistance program.	\$20,000
Circle of Support P O Box 398994 Dallas, Texas 75339	N/A	Public	Funding for the 2009 Girl S M A R T and S M A R T Boys summer learning programs which provide safe environments and education support for at-risk youth	\$25,000
Clayton Dabney Foundation 6500 Greenville Avenue, Suite 342 Dallas, Texas 75206	N/A	Public	Funding for the Medicine of the Heart program which provides end-of-life wishes for children with terminal illnesses	\$10,000
Communities in Schools Dallas Region 8700 N Stemmons Freeway, Suite 125 Dallas, Texas 75247	N/A	Public	Funding for the One Child at a Time program which provides academic support supplemented by individual guidance counseling and social services for academically failing youth	\$100,000
Community Partners of Dallas 1215 Skiles Street Dallas, Texas 75204	N/A	Public	Funding for items in the Rainbow Room which makes personal care items available to children removed from their homes by CPS	\$35,000
Community Partners of Dallas 1215 Skiles Street Dallas, Texas 75204	N/A	Public	Funding for Rainbow Room Christmas gifts for children removed by CPS	\$1,000
CONTACT Crisis Line P O Box 800742 Dallas, Texas 75380	N/A	Public	Funding for the Teen CONTACT Program which educates adults and youth about risk factors for emotional crisis and trains individuals to recognize suicide symptoms	\$10,000

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<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
CURE International 701 Bosler Avenue Lemoyne, Pennsylvania 17043	N/A	Public	Funding for CURE Ethiopia Children's Hospital which provides orthopedic and plastic surgery for disabled children of families with little or no resources	\$100,000
Dallas Area Habitat for Humanity 2800 N Hampton Road Dallas, Texas 75212	N/A	Public	Funding for the West Dallas Housing Collaborative to support the development of affordable housing	\$450,000
Dallas Children's Advocacy Center 3611 Swiss Avenue Dallas, Texas 75204	N/A	Public	Funding for the Therapy Program which provides therapy for child abuse victims and their non-offending family members	\$50,000
Dallas Christian Women's Job Corps 2918 Oates Drive Dallas, Texas 75228	N/A	Public	Funding for an 8-week program to help women with immediate needs as well as longer-term guidance toward job readiness	\$5,000
Dallas Concilio 400 S Zang Boulevard, Suite 300 Dallas, Texas 75208	N/A	Public	Funding for the Parent Involvement Program which increases parent involvement in their children's education process	\$25,000
Dallas Faith Communities Coalition 4514 Travis Street, Suite 350 Dallas, Texas 75205	N/A	Public	Multi-year funding for operating expenses to facilitate a West Dallas affordable housing initiative	\$200,000
Dallas Furniture Bank 1417 Upfield Drive, Suite 104 Carrollton, Texas 75006	N/A	Public	Funding to provide low-income families with furniture	\$15,000
Dallas Leadership Foundation 3101 Greenwood Dallas, Texas 75204	N/A	Public	Funding for the Community Transformation Initiative expansion of community development efforts to Jubilee and Love Field neighborhoods	\$75,000
Dallas Leadership Foundation 3101 Greenwood Dallas, Texas 75204	N/A	Public	Funding for the Treasures of Hope Christmas Store, designated to provide children's bikes	\$6,000
East Dallas Community School 924 Wayne Street Dallas, Texas 75223	N/A	Public	Funding for the Scholarship Assistance Program for the 2008-09 academic year	\$75,000
Eastland Independent School District 900 West Plummer Street P O Box 31 Eastland, Texas 76448	N/A	Public	Funding for college scholarships for Eastland ISD high school graduates	\$10,000

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Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Education is Freedom 2711 N Haskell Avenue, Suite 2070, LB18 Dallas, Texas 75204	N/A	Public	Multi-year funding for salaries and program expenses for Higher Education Advisors in three Dallas ISD high schools	\$125,000
Educational Opportunities 8350 North Central Expressway, Suite 775 Dallas, Texas 75206	N/A	Public	Multi-year funding for college scholarships for Dallas ISD seniors.	\$30,000
Equest P O Box 192747 Dallas, Texas 75219	N/A	Public	Funding for operating expenses for the therapeutic riding center which helps mentally and physically challenged children maximize their potential	\$25,000
Evergreen Presbyterian Ministries North Central Texas Division 10810 Sanden Road Dallas, Texas 75238	N/A	Public	Funding for a pilot computer-based vocational training program for clients with developmental disabilities	\$40,000
Exodus Ministries 4630 Munger Avenue, Suite 110 Dallas, Texas 75204	N/A	Public	Funding for the Comprehensive Ex-Offender Re-Entry Program which provides intensive transitional supportive housing services for women and reunification with their children	\$25,000
Faith & Philanthropy Institute 400 Fuller Wiser, Suite 124 Euless, Texas 76039	N/A	Public	Funding for IGNITE Greater Works Program, designed to promote collaboration among organizations involved in social justice and community transformation initiatives	\$10,000
The Family Place P O Box 7999 Dallas, Texas 75209	N/A	Public	Funding for Safe Campus Child Development Center which provides therapeutic child care for children of domestic abuse victims	\$25,000
Family Outreach of East Dallas 9100 Dickeyman Dallas, Texas 75218	N/A	Public	Funding for the Mentoring Our Mothers in-home visitation program which provides both casework and education for at-risk parents with children under age 10 and teen mothers	\$20,000
Family Outreach of Richardson-Plano 2205 Los Rios Boulevard Plano, Texas 75074	N/A	Public	Funding for in-home mentoring for families identified as being at risk for child abuse or neglect	\$10,000
Foundation for the Education of Young Women 15303 Dallas Parkway, Suite 999 Addison, Texas 75001	N/A	Public	Funding for the Educational Enhancement Initiative which provides academic enhancements to prepare girls for success in college.	\$25,000

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Freedom Classic 40 Downs Lake Circle Dallas, Texas 75230	N/A	Public	Scholarship awards for youth participating in the 2010 Freedom Classic horse show	\$25,000
Galaxy Counseling Center 1025 S Jupiter Road Garland, Texas 75042	N/A	Public	Funding for the Youth Mental Wellness programs which provide early intervention and family counseling for youth with mental health needs	\$30,000
Genesis Women's Shelter 4411 Lemmon Avenue, Suite 201 Dallas, Texas 75219	N/A	Public	Funding for the Children's Program which helps children deal with the trauma of witnessing and being victimized by domestic violence	\$50,000
Genesis Women's Shelter 4411 Lemmon Avenue, Suite 201 Dallas, Texas 75219	N/A	Public	Funding for Christmas gifts for children in residence	\$1,000
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, Texas 75252	N/A	Public	Funding for Girl Scouts Direct which brings life skills programming to girls from underserved communities	\$35,000
Girls Inc. 2040 Empire Central Drive Dallas, Texas 75235	N/A	Public	Funding for centers in low-income areas that focus on girls by reducing negative influences while providing for their developmental needs.	\$15,000
Gladney Center for Adoption 6300 John Ryan Drive Ft Worth, Texas 76132	N/A	Public	Funding for the New Beginnings program which places special needs foster children and medically fragile children into permanent adoptive homes	\$75,000
HEAD START of Greater Dallas 3954 Gannon Lane Dallas, Texas 75237	N/A	Public	Funding for the Early Childhood Math and Science program	\$35,000
The Hillier School 3821 University Boulevard Dallas, Texas 75205	N/A	Public	Multi-year funding for teacher enrichment and retention	\$50,000
Hope Cottage 4209 McKinney Avenue Dallas, Texas 75205	N/A	Public	Multi-year funding to expand the Foster-to-Adopt program .	\$75,000
HPPC Sudanese Refugee Education Fund Highland Park Presbyterian Church 3821 University Boulevard Dallas, Texas 75205	N/A	Public	Multi-year funding for college tuition assistance and to provide laptops for Sudanese refugees	\$110,000

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Client REESJONES

The Rees-Jones Foundation

75-5132900

Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Hugworks 752 Mary Drive Hurst, Texas 76053	N/A	Public	Funding for the Therapeutic Entertainment and Music Therapy program for children suffering from severe, chronic, and life-threatening illnesses	\$25,000
Human Rights Initiative of North Texas 2501 Oak Lawn, Suite 850 Dallas, Texas 75219	N/A	Public	Funding to provide advocacy and legal representation for individuals who are victims of international human rights abuses	\$20,000
Institute of Child Development at TCU TCU Box 297044 Ft Worth, Texas 76129	N/A	Public	Multi-year funding for the Institute's Outreach Program which trains foster or adoptive parents and child advocate professionals	\$900,000
Interfaith Housing Coalition 5600 Ross Avenue Dallas, Texas 75206	N/A	Public	Funding for Christmas gifts for children in residence	\$1,000
International Justice Mission P O Box 58147 Washington, D C 20037	N/A	Public	Funding for operations in India to rescue modern day slaves and victims of sex trafficking	\$200,000
Irving Cares P O Box 177425 Irving, Texas 75017	N/A	Public	Funding for the Emergency Assistance Program which provides financial assistance, food assistance, and referral assistance for families in need	\$15,000
Jeffries Street Learning Center 3001 Grand Avenue Dallas, Texas 75215	N/A	Public	Funding for the Youth Emphasis Program which provides after-school tutoring and summer enrichment for children.	\$20,000
Jonathan's Place P O Box 140085 Dallas, Texas 75214	N/A	Public	Funding for kitchen items for the Rees-Jones Lodge	\$1,000
Jubilee Park & Community Center P O Box 710759 Dallas, Texas 75371	N/A	Public	Funding for the Essential Building Blocks Program to help build organizational capacity to positively impact the Jubilee Neighborhood.	\$65,000
Kids Across America P O Box 930 Branson, Missouri 65615	N/A	Public	Funding for camperships for Dallas area urban youth to attend camp in the summer of 2009	\$50,000
KIPP Truth Academy 3200 S Lancaster Road, Suite 230-A Dallas, Texas 75216	N/A	Public	Funding toward the Room to Grow More Pathways to College capital campaign which will support the expansion of an Oak Cliff charter school	\$100,000

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Client REESJONES

The Rees-Jones Foundation

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Lena Pope Home 3131 Sanguinet Street Ft Worth, Texas 76107	N/A	Public	Funding for the art teacher at Chapel Hill Academy Charter School which provides an innovative school environment for children who are academically at risk	\$10,000
LifeNet 9708 Skillman Street Dallas, Texas 75243	N/A	Public	Funding for operating expenses that support programs that enhance and rebuild the lives of mentally ill and mentally disabled people	\$90,200
Literacy Instruction for Texas 2121 Main Street, Suite 100 Dallas, Texas 75201	N/A	Public	Funding for Family Literacy Workshops which provide English classes and GED preparation for illiterate and non-English speaking people.	\$5,000
March of Dimes 12660 Coit Road, Suite 200 South Dallas, Texas 75251	N/A	Public	Multi-year funding for the NICU Family Support Program at Parkland Hospital in Dallas	\$25,000
Media Projects 5215 Homer Street Dallas, Texas 75206	N/A	Public	Funding for the distribution of "A Reason to Live", an educational film about teen and young adult depression and suicide	\$5,000
Mental Health America of Greater Dallas 624 Good-Latimer, Suite 200 Dallas, Texas 75204	N/A	Public	Funding for the WHO Program which helps children avoid victimization	\$15,000
Metrocare Services 1380 River Bend Drive Dallas, Texas 75247	N/A	Public	Funding for facility renovations to the Lancaster-Keist Clinic which provides mental health services and an on-site pharmacy for low-income individuals	\$25,000
Mosaic Family Services 4144 N Central Expressway, Suite 530 Dallas, Texas 75204	N/A	Public	Funding for Christmas gifts for children in residence	\$1,000
Museum of Nature and Science P O. Box 151469 Dallas, Texas 75315	N/A	Public	Funding for the Capital Campaign for the new Museum of Nature and Science	\$3,500,000
Nelson's Children's Residential Treatment Center 4610 IH-35 North Denton, Texas 76207	N/A	Public	Funding for the CREATE enrichment program for resident foster children	\$15,380
New Beginning Center 218 North Tenth Street Garland, Texas 75040	N/A	Public	Funding for outreach and services to victims of domestic violence	\$10,000

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Client REESJONES

The Rees-Jones Foundation

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
New Beginning Center 218 North Tenth Street Garland, Texas 75040	N/A	Public	Funding for Christmas gifts for children in residence	\$1,000
Nexus Recovery Center 8733 La Prada Drive Dallas, Texas 75228	N/A	Public	Funding for operating expenses to support programs that help women break the cycle of addiction to alcohol and drugs	\$25,000
North Texas Food Bank 4500 S Cockrell Hill Road Dallas, Texas 75236	N/A	Public	Funding to purchase food for the Close the Gap Initiative to reduce hunger in North Texas	\$100,000
Oak Hill Academy 9407 Midway Road Dallas, Texas 75220	N/A	Public	Multi-year funding for the tuition assistance fund for children with learning differences	\$35,000
Operation Care Dallas 1200 Warwick Drive Mesquite, Texas 75150	N/A	Public	Funding for the Christmas Gift 2009 human services event for homeless individuals and families	\$10,000
The Parkland Foundation 2777 N Stemmons Freeway, Suite 1700 Dallas, Texas 75207	N/A	Public	Funding for The Campaign for a New Parkland	\$5,000,000
PediPlace 502 S Old Orchard Lane, Suite 126 Lewisville, Texas 75067	N/A	Public	Funding for the Healthy Kids and Illness to Wellness programs which promote the health of children in an underserved community	\$25,000
Pine Cove Christian Camps P. O. Box 9055 Tyler, Texas 75711	N/A	Public	Funding for camperships for Dallas area urban youth to attend camp in the summer of 2009	\$50,000
Presbyterian Night Shelter of Tarrant County 1989 Colonial Parkway Ft. Worth, Texas 76110	N/A	Public	Support for the children in the "Little Feet off the Street" program which offers intensive case management services to homeless children and their parents	\$35,000
Project Transformation 547 E Jefferson Boulevard Dallas, Texas 75203	N/A	Public	Funding for the Summer Program for Underserved Youth which provides summer day camps for youth and children of low-income families	\$15,000
Promise House 224 W Page Avenue Dallas, Texas 75208	N/A	Public	Funding for operating expenses for the Emergency Youth Shelter which provides housing and programming to transition teens from homelessness to long-term stability and success	\$50,000

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Client REESJONES

The Rees-Jones Foundation

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Promise House 224 W Page Avenue Dallas, Texas 75208	N/A	Public	Funding for Christmas gifts for children in residence	\$1,000
Ranger Independent School District 1842 Loop 254 East Ranger, Texas 76470	N/A	Public	Funding for college scholarships for Ranger ISD high school graduates	\$10,000
ReadyStart 1701 N Collins Boulevard, Suite 100 Richardson, Texas 75080	N/A	Public	Funding for the Early Childhood Intervention Program which supports families with developmentally delayed children ages 0-3	\$10,000
Richardson Regional Cancer Center Foundatio 401 West Campbell Road Richardson, Texas 75080	N/A	Public	Funding for the capital campaign for a new cancer center at Richardson Regional Hospital	\$398,263
Rio Bravo Ministries P O Box 2512 Mission, Texas 78573	N/A	Public	Funding for school supplies	\$25,000
RISE Adventures P O Box 141122 Irving, Texas 75014	N/A	Public	Funding for adaptive equipment that is used for programming for people with physical disabilities	\$25,000
The Rise School of Dallas 5923 Royal Lane Dallas, Texas 75230	N/A	Public	Funding for education programming for children with Down syndrome or other developmental disabilities	\$25,000
Services of Hope Entities P O Box 227252 Dallas, Texas 75222	N/A	Public	Funding for the Literacy, Character, and Connections Academies which assist at-risk students in low-performing DISD schools.	\$35,000
S M Wnght Foundation 100 North Central Expressway, Suite 805 Dallas, Texas 75201	N/A	Public	Funding for Christmas In The Park where all families attending receive hot meals, groceries, clothing, household items and toys for their children	\$5,000
Southern Methodist University Meadows School of the Arts P O Box 750356 Dallas, Texas 75275	N/A	Public	Funding to support the Music Therapy Practicum Program in collaboration with Hugworks	\$15,000
SpintHorse Therapeutic Riding Center 1960 Post Oak Drive Corinth, Texas 76210	N/A	Public	Funding for equine-assisted healthcare for children with autism	\$25,000

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Client REESJONES

The Rees-Jones Foundation

75-5132900

Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
St Anthony Foundation 8111 Preston Road, Suite 712 Dallas, Texas 75225	N/A	Public	Funding for academic enrichment programs which prepare students for success in higher education	\$25,000
St Philip's School & Community Center 1600 Pennsylvania Avenue Dallas, Texas 75215	N/A	Public	Funding for Phase I of the campus expansion project	\$250,000
Starlight Children's Foundation 4848 Lemmon Avenue #100-426 Dallas, Texas 75219	N/A	Public	Funding to support the PC Pals and Great Escapes programs which provide education and entertainment relief for children who are suffering from serious injury or illness	\$15,000
The Stewpot 408 Park Avenue Dallas, Texas 75201	N/A	Public	Funding for the Venturing Crew which provides high school students with once a week tutoring and mentoring supplemented with creative and recreational activities	\$15,000
Suicide & Crisis Center of North Texas 2808 Swiss Avenue Dallas, Texas 75204	N/A	Public	Funding for the Crisis Line Paid Staff Initiative which will ensure crisis line coverage during periods of the week volunteer staff are unavailable	\$35,000
Tarrant Area Food Bank 2600 Cullen Street Ft. Worth, Texas 76107	N/A	Public	Funding for the Kids Café program which provides free meals and snacks to children in after-school programs	\$30,000
Texas Hearing & Service Dogs 4803 Rutherglen Austin, Texas 78749	N/A	Public	Funding to train a hearing and service dog that will be matched with a disabled person	\$17,500
Trinity River Mission 2060 Singleton Boulevard, Suite 104 Dallas, Texas 75212	N/A	Public	Funding for out-of-school programs which raise the academic performance of youth	\$50,000
Union Gospel Mission 3211 Irving Boulevard Dallas, Texas 75247	N/A	Public	Funding for a counselor who will assist circumstantially homeless people with interventions to help them get back to self-sufficiency.	\$20,000
United Negro College Fund 2800 Swiss Avenue Dallas, Texas 75204	N/A	Public	Funding for the Campaign for Student Emergency Aid which provides emergency financial aid for students at risk of being forced to leave college because of economic conditions	\$25,000

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Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Vickery Meadow Learning Center 6329 Ridgecrest Dallas, Texas 75231	N/A	Public	Funding toward the purchase of a facility as part of the West Dallas Expansion project	\$50,000
Vickery Meadow Learning Center 6329 Ridgecrest Dallas, Texas 75231	N/A	Public	Funding for a children's Christmas party	\$1,000
Vogel Alcove 7557 Rambler Road, Suite 262 Dallas, Texas 75231	N/A	Public	Funding for a children's Holiday party	\$1,000
Voice of Hope P O. Box 224845 Dallas, Texas 75222	N/A	Public	Funding for summer and fall after-school programs serving West Dallas youth	\$110,000
Voice of Hope P O Box 224845 Dallas, Texas 75222	N/A	Public	Funding for the Christmas Shop for parents in West Dallas and a children's Christmas party	\$5,000
Volunteer Center of North Texas 2800 Live Oak Street Dallas, Texas 75204	N/A	Public	Funding for the Hands ON North Texas program which develops volunteers and promotes the volunteer needs of local non-profits	\$15,000
The Warren Center 320 Custer Road Richardson, Texas 75080	N/A	Public	Funding for the Rollercoaster Kids program which provides therapeutic support for children with developmental differences	\$80,000
Wednesday's Child 11882 Greenville Avenue, Suite 113 Dallas, Texas 75243	N/A	Public	Funding for education, medical, and therapeutic services for children in foster care	\$40,000
the Well Community 125 Sunset Avenue Dallas, Texas 75208	N/A	Public	Funding for the Well Community Life Center which offers a daytime, restorative environment for people with serious mental illness who need the support of a community	\$30,000
Wesley-Rankin Community Center 3100 Crossman Avenue Dallas, Texas 75212	N/A	Public	Funding for capital improvements and for the "Keys to Success" after-school and summer programs designed to prevent school dropout and truancy.	\$50,000
The Wilkinson Center P O Box 720248 Dallas, Texas 75372	N/A	Public	Funding for the CLIMB UP after-school program which provides education and social support for teen youth	\$58,000

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Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Yellowstone Academy 3000 Trulley Houston, Texas 77004	N/A	Public	Multi-year funding for "Reaching Up Reaching Out" capital campaign which will provide a permanent facility for the school	\$50,000
Young Life 11300 N Central Expressway, Suite 600 Dallas, Texas 75243	N/A	Public	Funding for Christian ministry work with a special focus on inner-city youth	\$15,000
Young Life 11300 N Central Expressway, Suite 600 Dallas, Texas 75243	N/A	Public	Funding for Christian ministry work with a special focus on youth with mental and physical disabilities	\$11,600
Youth Believing in Change 8574 Stults Road Dallas, Texas 75243	N/A	Public	Funding for Fall Educational Programs which help children develop academic and leadership skills	\$75,000
Youth Believing in Change 8574 Stults Road Dallas, Texas 75243	N/A	Public	Funding for a children's Christmas party	\$2,500
Youth Village Foundation 1508 E Langdon Road Dallas, Texas 75241	N/A	Public	Funding for the P R E P Dog Training Program which teaches juvenile offenders positive behaviors and trains hard-to-adopt dogs	\$55,000
YWCA of Metropolitan Dallas 4144 N. Central Expressway, Suite 580 Dallas, Texas 75204	N/A	Public	Funding for the Nurse-Family Partnership Program which equips first-time mothers with the skills to be effective parents and avoid abusive or neglectful behavior	\$75,000
Zero to Five Funders Collaborative c/o The Dallas Foundation 900 Jackson Street, Suite 150 Dallas, Texas 75202	N/A	Public	Funding for a project to equip, encourage, and support parents and caregivers in the Bachman Lake area to prepare children age birth to five for success in school	\$125,000
Subtotal grants paid				\$17,079,068

Matching Grants

Campus Crusade for Chrst International P O Box 628222 Orlando, FL 32862	N/A	public	Employee matching grant	\$ 600
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Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
CURE, International, Inc 701 Bosler Ave. Lemoyne, PA 17043	N/A	public	Employee matching grant	\$ 250
Dallas Leadership Foundation P. O Box 227455 Dallas, TX 75222	N/A	public	Employee matching grant	\$ 250
Exchange Club Center for the Prevention of Child Abuse 2902 Swiss Avenue Dallas, TX 75204	N/A	public	Employee matching grant	\$ 700
Highland Park Education Foundation 4201 Grassmere Dallas, TX 75205	N/A	public	Employee matching grant	\$ 500
Highland Park Presbyterian Church 3821 University Blvd Dallas, TX 75205	N/A	public	Employee matching grant	\$ 100
Holistic Hope for Children & Youth P O Box 7306 Longview, TX 75607-7306	N/A	public	Employee matching grant	\$ 500
Living Water International P O Box 35496 Houston, TX 77235	N/A	public	Employee matching grant	\$ 2,450
Mercy Ministries of America, Inc P O Box 111060 Nashville, TN 37222	N/A	public	Employee matching grant	\$ 900
Mercy Street 3801 Holystone Dallas, TX 75212	N/A	public	Employee matching grant	\$ 250
Mission to the World (PCA), Inc P O Box 116284 Atlanta, GA 30368	N/A	public	Employee matching grant	\$ 500
Museum of Nature and Science P O Box 151469 Dallas, TX 75315	N/A	public	Employee matching grant	\$ 100

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Vision Africa P O Box 600008 Dallas, TX 75360	N/A	public	Employee matching grant	\$ 500
			Subtotal matching grants	<u>\$ 7,600</u>
Grand Total Grants Paid During the Year				<u><u>\$ 17,086,668</u></u>

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The Rees-Jones Foundation

75-5132900

Statement 21

Form 990-PF, Part XV, Line 3a

Grants and Contributions Approved for Future Payment

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Association for Independent Living 2826 Storey Lane Dallas, Texas 75220	N/A	Public	Funding for housing and life skills training for developmentally disabled/mentally challenged young adults	\$30,000
The Battered Women's Foundation P O Box 54888 Hurst, Texas 76054	N/A	Public	Funding for the Emergency Care Program which helps victims of domestic violence become independent and break the cycle of abuse	\$20,000
Catholic Charities of Dallas 9461 LBJ Freeway, #100 Dallas, Texas 75243	N/A	Public	Funding for tuition assistance for children to attend the Saner Child Development Center	\$40,000
Children's Chorus of Greater Dallas 400 N St. Paul Street, Suite 510 Dallas, Texas 75201	N/A	Public	Funding for tuition assistance for children to participate in Summer Singing Camp and/or the Neighborhood Choir Program	\$10,000
Dallas CASA 2815 Gaston Avenue Dallas, Texas 75226	N/A	Public	Funding for renovation of office space to enhance recruitment and training of CASA advocates	\$95,000
Educational Opportunities 8350 North Central Expressway, Suite 775 Dallas, Texas 75206	N/A	Public	Multi-year funding for college scholarships for Dallas ISD seniors	\$30,000
Ferguson Road Initiative P O Box 570417 Dallas, Texas 75357	N/A	Public	Funding for the Science Enrichment program at four Dallas ISD elementary schools in the Ferguson Road Initiative neighborhood	\$15,000
The Hillier School 3821 University Boulevard Dallas, Texas 75205	N/A	Public	Multi-year funding for teacher enrichment and retention	\$50,000
HPPC Sudanese Refugee Education Fund Highland Park Presbyterian Church 3821 University Boulevard Dallas, Texas 75205	N/A	Public	Multi-year funding for college scholarship assistance and laptops for Sudanese refugees	\$110,000
Institute of Child Development at TCU TCU Box 297044 Ft Worth, Texas 76129	N/A	Public	Multi-year funding for the Institute's Outreach Program which trains foster or adoptive parents and child advocate professionals	\$500,000
Johnson County Child Advocacy Center 910 N Granbury Street Cleburne, Texas 76033	N/A	Public	Funding for the Forensic Extraction Program which is a technology that can be used to gather evidence of sexual exploitation crimes from cell phones.	\$10,000

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Client REESJONES

The Rees-Jones Foundation

75-5132900

Statement 21

Form 990-PF, Part XV, Line 3a

Grants and Contributions Approved for Future Payment

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Junior Players 4054 McKinney Avenue, Suite 104 Dallas, Texas 75204	N/A	Public	Funding for the Discover Arts After-School Programs which teach art and conflict resolution	\$10,000
Just Say Yes P O Box 670863 Dallas, Texas 75367	N/A	Public	Funding for the Underserved Youth Impact Plan which provides youth with factual and relational information to equip them to live healthy and successful lives	\$40,000
March of Dimes 12660 Coit Road, Suite 200 South Dallas, Texas 75251	N/A	Public	Multi-year funding for the NICU Family Support Program at Parkland Hospital in Dallas	\$25,000
Museum of Nature and Science P O Box 151469 Dallas, Texas 75315	N/A	Public	Funding for the Capital Campaign for the new Museum of Nature and Science	\$5,500,000
Parkland Foundation 2777 N Stemmons Freeway, Suite 1700 Dallas, Texas 75207	N/A	Public	Funding for The Campaign for a New Parkland.	\$15,000,000
TexProtects 2904 Floyd Street, Suite C2 Dallas, Texas 75204	N/A	Public	Funding for operating expenses	\$50,000
Volunteers in Service to Others P O Box 607 Gainesville, Texas 76241	N/A	Public	Funding for the Backpack Buddy program which sends children from low-income families home from school each Friday with food for the weekend	\$40,000
William Jewett Tucker Foundation Dartmouth College 6154 South Fairbanks Hall Hanover, New Hampshire 03755	N/A	Public	Funding for the Cross Cultural Education & Service Program which enables Dartmouth students to participate in local, national, and international service projects.	\$30,000

Grand Total Grants Approved for Future Payment

\$21,605,000

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	The Rees-Jones Foundation	20-5132900
	Number, street, and room or suite number. If a P.O. box, see instructions	
	5956 Sherry Lane #1603	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Dallas, TX 75225	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (section 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of Cissy Moses

Telephone No ► (214) 751-2977 FAX No ► (214) 751-2978

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	56,634.
3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	65,038.
3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	The Rees-Jones Foundation	20-5132900
	Number, street, and room or suite number. If a P.O. box, see instructions	For IRS use only
	5956 Sherry Lane #1603	
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions	
	Dallas, TX 75225	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (section 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Cissy Moses
Telephone No (214) 751-2977 FAX No (214) 751-2978
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 2010
- 5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension Due to circumstances beyond the taxpayer's control, certain partnership and other tax information has not been received to date and more time is needed to file an accurate and complete return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	54,014.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	65,038.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title President Date 8-6-10