

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 26, 2009
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

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

For the fiscal year ended December 31, 2008

OR

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

For the transition period from _____ to _____

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

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

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

SIGNATURES

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

FINANCIAL STATEMENTS:

Statements of Net Assets Available for Benefits as of December 31, 2008 and 2007

Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2008 and 2007

Notes to Financial Statements

SUPPLEMENTAL SCHEDULES:

Schedule of Assets (Held at End of Year) as of December 31, 2008

Schedule of Assets (Acquired and Disposed of Within Year) for Plan Year Ended December 31, 2008

EXHIBITS:

Exhibit Index

Consent of Independent Registered Public Accounting Firm

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SIGNATURES

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

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

Date: June 25, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2008 and 2007, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2008, and (2) assets acquired and disposed of for the Plan year ended December 31, 2008, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2008 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio
June 25, 2009

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2008 AND 2007

| ASSETS | 2008 | 2007 |
|--|------------------|------------------|
| Investments: | | |
| Participant directed investments | \$ 2,379,889,312 | \$ 3,127,587,464 |
| Wrapper Contracts | 1,712,868 | |
| Participant Loans | 60,521,812 | 58,519,891 |
| Total Investments | 2,442,123,992 | 3,186,107,355 |
| NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE | \$ 2,442,123,992 | \$ 3,186,107,355 |
| Adjustment from fair value to contract value for fully benefit responsive investment contracts | 106,018,835 | |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 2,548,142,827 | \$ 3,186,107,355 |

See notes to financial statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE
YEARS ENDED DECEMBER 31, 2008 AND 2007

| | 2008 | 2007 |
|---|------------------|------------------|
| NET INVESTMENT INCOME (LOSS) | | |
| Net (Decline) Appreciation in Fair Value of Investments | \$ (737,313,772) | \$ 152,440,809 |
| Interest | 43,946,885 | 49,794,619 |
| Dividends | 18,372,332 | 23,187,005 |
| TOTAL | (674,994,555) | 225,422,433 |
| CONTRIBUTIONS | | |
| Participants | 168,414,794 | 159,162,020 |
| Employer | 68,725,459 | 64,382,410 |
| TOTAL | 237,140,253 | 223,544,430 |
| DISTRIBUTIONS TO PARTICIPANTS | (193,748,297) | (206,175,376) |
| ADMINISTRATIVE AND MANAGEMENT FEES | | |
| Professional Fees | (571,150) | (772,380) |
| Investment Advisory and Management Fees | (5,342,141) | (6,047,575) |
| Other Fees | (448,638) | (427,355) |
| TOTAL | (6,361,929) | (7,247,310) |
| (DECREASE) INCREASE IN NET ASSETS | (637,964,528) | 235,544,177 |
| NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR | 3,186,107,355 | 2,950,563,178 |
| NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR | \$ 2,548,142,827 | \$ 3,186,107,355 |

See notes to financial statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION

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

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (“AEP” or the “Company”). Eligible employees will be automatically enrolled in the plan with a 3% pretax deferral unless they elect to opt out of the automatic enrollment or revise their elections during a 30-day grace period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pre-tax, after-tax or, effective beginning July 1, 2006, designated Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within IRS limits). Participants who are age 50 and older are able to save additional pre-tax or Roth 401(k) amounts as catch up contributions. The catch-up contribution limit was \$5,000 for 2008 and 2007. The Company contributes to the Plan, on behalf of each participant, an amount equal to 75% of the participant’s contributions up to 6% of the participant’s eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited to the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 et seq., of the Internal Revenue Code, restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan. Participants are immediately vested in their pre-tax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon.

American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP.

JP Morgan Chase Bank N.A. is the custodian and trustee and JP Morgan Retirement Plan Services LLC is the record keeper with respect to the Plan. The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts and self-directed mutual fund brokerage accounts for which JP Morgan affiliates provide custody, trustee, recordkeeping and other services.

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

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company’s payroll periods. Excluding their pre-tax and Roth 401(k) contributions, participants may make an unlimited number of withdrawals of their interest in the Plan, including Company matching contributions, which are immediately vested. Pre-tax and Roth 401(k) contributions are not eligible for withdrawal by participants until age 59-1/2, except under hardship (as defined by the Plan) or termination of employment. Individual accounts are maintained for each Plan participant. Each participant’s account is credited with an allocation of Company contributions, his or her employee contribution, and Plan earnings. The benefit to

which a participant is entitled is the benefit that can be provided from the participant's account.

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

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

2. ACCOUNTING POLICIES

As of January 1, 2008, the Plan adopted the provisions of Statement on Financial Accounting Standards ("SFAS") No. 157 ("SFAS 157"), Fair Value Measurements, for its investments. SFAS 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and expands fair value disclosures. Although the adoption of SFAS 157 did not materially impact the Plan's financial statements, the Plan is now required to provide additional disclosures as part of its financial statements

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

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

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

The Managed Income Fund includes investment contracts valued at fair value, which is equal to cost (contributions), plus interest, less withdrawals. As described in Financial Accounting Standards Board Staff Position, AAG INV-1, Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (FSP AAG INV-1), the Managed Income Fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

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

Administrative and Management Fees paid to JPMorgan during 2008 and 2007 totaled \$3,008,464 and \$2,860,390 respectively. The Plan directly pays for administrative, recordkeeping and management fees.

Distributions are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2008 and 2007.

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

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

3. INVESTMENT CONTRACTS

At December 31, 2008, the Managed Income Fund provides a self managed stable value investment option to participants that includes synthetic guaranteed investment contracts (“GIC”) which simulates the performance of a guaranteed investment contract through an issuer’s guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the Plan. The Plan entered into four synthetic GIC contracts in July 2006. The synthetic GIC contracts include underlying assets, which are held in a trust owned by the Plan and utilizes benefit-responsive wrapper contracts issued by four banking institutions. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value, but the rate cannot be less than 0%. Certain events such as plan termination or a plan merger initiated by the Plan Sponsor, may limit the ability of the Plan to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The Plan Sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable. During the year ended December 31, 2008, the credited rate and the average yield based on annualized earnings and interest credited to participants were 4.69% and 4.75%, respectively. During the year ended December 31, 2007 the credited rate and average yield based on annualized earnings and interest credited to participants were 5.34% and 5.06% respectively.

4. INVESTMENTS

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds, managed income funds, and investment contracts. The financial statements include investments in commingled funds valued at \$889 million (35% of net assets) and \$1,180 million (37% of net assets) as of December 31, 2008 and 2007, respectively. Of these balances, \$31 million and \$54 million were invested as of December 31, 2008 and 2007, respectively, in the JPMorgan Strategic Property Fund a real estate investment fund. The remaining portion of the commingled funds’ underlying investments were funds invested in equity securities and bonds. Additionally, the financial statements include investments in a Managed Income Fund valued at \$888 million (35% of net assets) and \$828 million (26% of net assets) as of December 31, 2008 and 2007, respectively. This fund invests in bond funds and guaranteed investment contracts whose fair values have been estimated by management in the absence of readily determinable fair values. Management’s estimates regarding the fair value of these commingled and managed income funds are based on information provided by the fund managers.

5. INVESTMENTS EXCEEDING 5% OF PLAN NET ASSETS

Investments exceeding five percent of net assets as of December 31, 2008 and 2007 were:

| | 2008 | 2007 |
|--|----------------|----------------|
| American Electric Power Company, Inc. Common Stock | \$ 267,992,159 | \$ 343,008,731 |
| EB Daily Liquidity Aggregate Bond Index Fund | \$ 267,155,971 | \$ 229,257,540 |
| EB Daily Liquidity Stock Index Fund | \$ 277,166,824 | \$ 418,665,678 |
| EB Daily Liquidity International Stock Index Fund | \$ 164,647,256 | \$ 226,251,737 |
| Intermediate Term Bond Fund | \$ 728,654,801 | \$ 794,926,246 |

6. NET (DECLINE) APPRECIATION OF INVESTMENTS

During 2008 and 2007, the Plan's investments (including investments purchased and sold as well as held during the year) (declined) appreciated in value as follows:

| | Year Ended December 31, | |
|--|----------------------------|----------------|
| | 2008 | 2007 |
| American Electric Power Company, Inc. - Common Stock | \$ (99,973,910) | \$ 36,819,913 |
| Participant Loans | 104,604 | 221,394 |
| Common / Collective Trusts | (361,388,798) | 81,332,844 |
| Corporate Stock | (255,804,906) | 34,238,290 |
| Fixed Income Securities | (7,479,660) | (508,882) |
| Registered Investment Companies | (12,771,102) | 337,250 |
| Total Net (Decline) Appreciation in Investments | \$ (737,313,772) | \$ 152,440,809 |

7. FAIR VALUE MEASUREMENTS

As of January 1, 2008, the Plan adopted the provisions of SFAS 157 for its investments. The statement defines fair value, establishes a fair value measurement framework and expands fair value disclosures. In accordance with SFAS 157, assets and liabilities are classified based on the inputs utilized in the fair value measurement. SFAS 157 provides definitions for two types of inputs: observable and unobservable. Observable inputs are valuation inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are valuation inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information in the circumstances.

As defined in SFAS 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

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Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that the observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. Level 3 inputs primarily consist of unobservable market data or are valued based on models and/or assumptions.

The following table sets forth by level within the fair value hierarchy the Plan's assets that were accounted for at fair value on a recurring basis as of December 31, 2008. As required by SFAS 157, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and their placement within the fair value hierarchy levels.

| | Level 1 | Level 2 | Level 3 | Total |
|--|----------------|------------------|----------------|------------------|
| Net Assets Available for Benefits: | | | | |
| Corporate Stock | \$ 345,027,766 | \$ | \$ | \$ 345,027,766 |
| Corporate Debt | | 28,808,270 | | 28,808,270 |
| Mortgage Backed Securities | | 9,848,119 | | 9,848,119 |
| Government Bonds | | 11,441,975 | | 11,441,975 |
| Common Collective Trust - Equities | | 581,443,853 | | 581,443,853 |
| Common Collective Trust - Debt | | 267,155,971 | | 267,155,971 |
| Common Collective Trust – Strategic Property | | | 31,212,837 | 31,212,837 |
| Common Collective Trust – Emerging Markets | | | 8,764,187 | 8,764,187 |
| Cash Equivalents | | 19,167,024 | | 19,167,024 |
| Registered Investment Companies | 33,465,370 | | | 33,465,370 |
| Stable Value | | 779,958,193 | | 779,958,193 |
| Wrapper Contracts | | | 1,712,868 | 1,712,868 |
| Company Stock Fund | 270,663,162 | | | 270,663,162 |
| Participant Loans | | | 60,521,812 | 60,521,812 |
| Unsettled Trades | 3,226,069 | (10,293,484) | | (7,067,415) |
| Total Assets | \$ 652,382,367 | \$ 1,687,529,921 | \$ 102,211,704 | \$ 2,442,123,992 |

The following table sets forth a reconciliation of changes in the fair value of participant loans classified as level 3 in the fair value hierarchy:

| | Strategic Property Fund | Emerging Markets Fund | Wrapper Contracts | Participant Loans | Total |
|----------------------------|-------------------------|-----------------------|-------------------|-------------------|----------------|
| Balance, beginning of year | \$ 53,073,359 | \$ 15,647,202 | \$ 0 | \$ 58,519,891 | \$ 127,240,452 |
| Realized gains | 2,233,758 | 820,004 | 0 | 0 | 3,053,762 |

| | | | | | |
|--|---------------|--------------|--------------|---------------|----------------|
| Unrealized gains (losses) | (4,040,239) | (6,571,629) | 1,712,868 | 0 | (8,899,000) |
| Purchases, sales, issuances, and settlements (net) | (20,054,041) | (1,131,390) | 0 | 2,001,921 | (19,183,510) |
| Balance, end of year | \$ 31,212,837 | \$ 8,764,187 | \$ 1,712,868 | \$ 60,521,812 | \$ 102,211,704 |

8. FEDERAL INCOME TAX

The Internal Revenue Service (IRS) has determined that the Plan meets the requirements of Section 401(a) of the Internal Revenue Code (the Code) and recognizes the exempt status of the Plan's Trust pursuant to Section 501(a) of the Code. By letter dated October 14, 2008, the IRS made a favorable determination on the Plan as amended by the various amendments described in the letter.

The Plan has been amended subsequent to the issuance of the IRS determination letter. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and that the Plan's Trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. PLAN TERMINATION

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

10. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A., has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

At December 31, 2008 and 2007, the Plan held 8,052,649 and 7,367,026 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan Sponsor, with a cost basis of \$290,548,737 and \$266,439,970, respectively. During the years ended December 31, 2008 and 2007, the Plan recorded dividend income of \$12,960,231 and \$12,657,548, respectively, related to this investment.

11. LEGAL ISSUES

In Re AEP ERISA Litigation - In 2002 and 2003, three putative class action lawsuits were filed in Federal District Court, Columbus, Ohio against AEP, certain executives and AEP's ERISA Plan Administrator alleging violations of ERISA in the selection of AEP Common stock as an investment alternative and in the allocation of assets to AEP Common stock. In these actions, the plaintiffs sought recovery of an unstated amount of compensatory damages, attorney fees and costs. Two of the three actions were dropped voluntarily by the plaintiffs in those cases. In 2006, the court entered judgment in the remaining case, denying the plaintiff's motion for class certification and dismissing all claims without prejudice. In 2007, the appeals court reversed the trial court's decision and held that the plaintiff did

have standing to pursue his claim. The appeals court remanded the case to the trial court to consider the issue of whether the plaintiff is an adequate representative for the class of plan participants. In September 2008, the trial court denied the plaintiff's motion for class certification and ordered briefing on whether the plaintiff may maintain an ERISA claim on behalf of the Plan in the absence of class certification. In March 2009, the court granted a motion to intervene on behalf of an individual seeking to intervene as a new plaintiff. The outcome of the litigation cannot be determined at this time.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2008

| Identity of Issuer, Borrower, Lessor or Similar Party | Number of SHARES/UNITS | FAIR VALUE |
|--|---------------------------|-----------------------|
| INVESTMENT CONTRACTS: | | |
| Stable Value Wrapper Contract | | |
| Bank of America | | |
| variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date | - | \$ 781,528 |
| Stable Value Wrapper Contract | | |
| ING | | |
| variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date | - | 450,631 |
| Stable Value Wrapper Contract | | |
| IXIS | | |
| variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date | - | 0 |
| Stable Value Wrapper Contract | | |
| State Street Bank | | |
| variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date | - | 480,709 |
| Subtotal Wrapper Contracts | | \$ 1,712,868 |
| Intermediate Bond Fund- | | |
| JPMorgan Chase Bank | - | \$ 728,654,801 |
| U.S. Treasury Notes (4.875%, due at May 31, 2009) | - | 738,820 |
| U.S. Treasury Notes (4.875%, due at June 30, 2009) | - | 567,639 |
| U.S. Treasury Notes (2.000%, due at February 28, 2010) | - | 96,711 |
| U.S. Treasury Notes (2.125%, due at April 30, 2010) | - | 112,630 |
| U.S. Treasury Notes (2.625%, due at May 31, 2010) | - | 257,549 |
| U.S. Treasury Notes (2.375%, due at August 31, 2010) | - | 592,452 |
| U.S. Treasury Notes (2.000%, due at September 30, 2010) | - | 1,389,086 |
| JPMorgan Chase Bank | | |
| Liquidity Fund | - | 47,548,505 |
| Subtotal Stable Value | | 779,958,193 |
| TOTAL – INVESTMENT CONTRACTS | | \$ 781,671,061 |
| ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE | | 106,018,835 |
| TOTAL – INVESTMENT CONTRACTS AT CONTRACT VALUE | | \$ 887,689,896 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2008 (continued)

| AEP STOCK FUND: | Number of Shares/Units | | Fair Value |
|---|------------------------|----|---------------|
| American Electric Power Company, Inc. Common Stock \$6.50 par value | 8,052,649 Units | \$ | 267,992,159 |
| JP Morgan Liquid Assets Money Market Fund | 2,671,003 Units | | 2,671,003 |
| | | \$ | 270,663,162 |
| PARTICIPANT LOANS (interest rate ranging from 5.00% through 9.25% maturing through December 2021) | | | \$ 60,521,812 |
| Identity of Issuer, Borrower, Lessor or Similar Party | Number of Shares/Units | | Fair Value |
| Cash Equivalents | | | |
| (VAN 2) JPMORGAN DOMESTIC LIQUIDITY | 16,786,260 Units | \$ | 16,786,260 |
| CASH – COMMINGLED FUNDS | 2,213,300 Units | | 2,213,300 |
| CASH | 167,464 Units | | 167,464 |
| Total Cash Equivalents | | \$ | 19,167,024 |
| Common/Collective Trusts | | | |
| ALLIANCE BERNSTEIN Int'l Style Blend | 7,273,237 Units | \$ | 53,676,491 |
| EB Daily Liquidity Aggregate Bond Index Fund | 1,562,727 Units | | 267,155,971 |
| EB Daily Liquidity Stock Index Fund | 1,319,088 Units | | 277,166,824 |
| Income - EB Daily Liquidity International Stock Index Fund | 1,440,761 Units | | 164,647,256 |
| Income - EB Daily Liquidity Small Cap Stock Index Fund | 704,482 Units | | 63,967,001 |
| JPMCB Emerging Markets - Equity Focused | 328,247 Units | | 8,764,187 |
| JPMCB Liquidity Fund | 11,023,966 Units | | 11,023,966 |
| JPMCB Strategic Property Fund | 18,125 Units | | 31,212,837 |
| JPMCB US Real Estate Securities Fund | 533,466 Units | | 10,962,315 |
| Total Common/Collective Trusts | | \$ | 888,576,848 |
| Corporate Stocks | | | |
| ABM INDUSTRIES INC COM STK USD0.01 | 5,925 Units | \$ | 112,871 |
| AMR CORP COM STK USD1 | 72,200 Units | | 770,374 |
| AARON RENTS INC COM VTG USD0.5 | 7,300 Units | | 194,450 |
| ABBOTT LABORATORIES COM STK NPV | 76,200 Units | | 4,066,794 |
| ABERCROMBIE & FITCH CO CLASS'A'COM STK USD0.01 | 7,105 Units | | 163,912 |
| ACXIOM CORP COM STK USD0.10 | 18,005 Units | | 146,021 |
| AEROPOSTALE INC COM STK USD0.01 | 21,700 Units | | 349,370 |
| AFFILIATED COMPUTER SERVICES INC CLASS'A'COM STK | 14,300 Units | | 657,085 |
| AFFILIATED MANAGERS GROUP INC COM STK USD0.01 | 10,295 Units | | 431,566 |
| AIR METHODS CORP COM STK USD0.06 | 8,100 Units | | 129,519 |

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| AIR PRODUCTS & CHEMICALS INC COM STK USD1 | 6,900 Units | 349,899 |
| ALEXANDRIA REAL ESTATE EQUITIES INC COM STK | 1,100 Units | 67,254 |
| ALLIANCE DATA SYSTEM COM STK USD0.01 | 21,900 Units | 1,019,007 |
| ALLIANCE HEALTHCARE SERVICES INC COM STK USD0.01 | 10,005 Units | 79,740 |
| ALLIANZ SE ADR EACH REP 1/10 ORD SH | 75,700 Units | 819,831 |
| ALLSTATE CORP COM STK USD0.01 | 44,300 Units | 1,467,299 |
| ALTERA CORP COM STK USD0.001 | 38,400 Units | 641,664 |
| AMAZON COM INC COM STK USD0.01 | 60,200 Units | 3,087,056 |
| AMEREN CORP COM STK USD0.01 | 16,400 Units | 545,464 |
| AMGEN INC COM STK USD0.0001 | 25,700 Units | 1,484,175 |
| AMPHENOL CORP CLASS'A'COM STK USD0.001 | 45,100 Units | 1,082,233 |
| ANNALY CAPITAL MANAGEMENT INC CLASS'A'COM STK | 13,790 Units | 225,742 |
| ANNTAYLOR STORES CORP COM STK USD0.0068 | 6,300 Units | 36,351 |
| ANWORTH MORTGAGE ASSET CORP COM STK USD0.01 | 47,440 Units | 317,374 |
| APOGEE ENTERPRISES INC COM STK USD0.33 1/3 | 4,300 Units | 44,548 |
| APPLE INC COM STK NPV | 29,100 Units | 2,483,685 |
| APTARGROUP INC COM STK USD0.01 | 19,900 Units | 701,276 |
| ARROW ELECTRONICS INC COM STK USD1 | 37,275 Units | 702,261 |
| ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01 | 21,710 Units | 99,215 |
| ASCENT MEDIA CORPORATION SER'A'USD0.01 | 2,905 Units | 63,445 |
| ASHLAND INC COM STK USD1 | 7,095 Units | 74,568 |
| ASTRAZENECA ADR EACH REP 1 ORD USD0.25(MGT) | 37,100 Units | 1,522,213 |
| ATMEL CORP COM STK USD0.001 | 163,900 Units | 513,007 |
| ATWOOD OCEANICS INC COM STK USD1 | 60,600 Units | 925,968 |
| AUTODESK INC COM STK NPV | 12,500 Units | 245,625 |
| AUTOLIV INC COM STK USD1 | 28,300 Units | 607,318 |
| AUTOMATIC DATA PROCESSING INC COM STK USD0.10 | 16,700 Units | 662,489 |
| AUTOZONE INC COM STK USD0.01 | 3,500 Units | 488,145 |
| AVNET INC COM STK USD1 | 44,720 Units | 814,351 |
| AVON PRODUCTS INC COM STK USD0.25 | 16,200 Units | 389,286 |
| BJ SERVICES COM STK USD0.10 | 62,000 Units | 726,640 |
| BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25 | 24,600 Units | 1,149,804 |
| BMC SOFTWARE INC COM STK USD0.01 | 28,700 Units | 772,317 |
| BALL CORP COM STK NPV | 8,500 Units | 353,515 |
| BANK OF HAWAII CORP COM STK USD2 | 10,400 Units | 469,768 |
| BAXTER INTERNATIONAL INC COM STK USD1 | 67,700 Units | 3,645,645 |
| BECKMAN COULTER INC COM STK USD0.10 | 21,846 Units | 959,913 |
| BEL FUSE INC CLASS'B'SHS USD0.1 | 4,000 Units | 84,800 |
| BELDEN INC COM STK USD0.01 | 15,470 Units | 323,787 |
| BELO CORP CLASS'A'COM STK USD1.67 | 21,100 Units | 32,916 |

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| BERKSHIRE HILLS BANCORP INC COM STK USD0.01 | 1,500 Units | 46,290 |
| BIO RAD LABORATORIES INC CLASS'A'COM STK USD0.0001 | 1,100 Units | 82,841 |
| BLACK BOX CORP COM STK USD0.001 | 4,700 Units | 123,046 |
| BLOCK(H & R) INC COM STK NPV | 32,985 Units | 754,367 |
| BORG-WARNER INC COM STK USD0.01 | 47,295 Units | 1,029,612 |
| BOSTON PRIVATE FINANCIAL HLDGS INC COM STK USD1 | 24,400 Units | 166,896 |
| BRADY CORP 'A'NON.V USD0.01 | 5,410 Units | 129,570 |
| BRISTOW GROUP INC COM STK USD0.01 | 13,805 Units | 369,836 |
| BROCADE COMM USD0.001 | 44,465 Units | 124,502 |
| BROOKS AUTOMATION INC | 59,400 Units | 345,114 |
| BROWN & BROWN INC COM STK USD0.10 | 3,700 Units | 77,330 |
| BROWN SHOE CO INC COM STK USD3.75 | 19,345 Units | 165,206 |
| BUCKLE COM STK USD0.05 | 38,950 Units | 849,889 |
| BUCYRUS INTERNATIONAL INC COM STK USD0.01 | 25,400 Units | 470,408 |
| CAE INC COM NPV | 112,700 Units | 748,328 |
| CEC ENTERTAINMENT COM STK USD0.10 | 6,000 Units | 145,500 |
| CIGNA CORP COM STK USD0.25 | 33,237 Units | 560,043 |
| CVS CAREMARK CORP COM STK USD0.01 | 89,600 Units | 2,575,104 |
| CABOT CORP COM STK USD1 | 2,400 Units | 36,720 |
| CACI INTL INC CLASS A COM | 3,900 Units | 175,851 |
| CAMBREX CORP COM STK USD0.10 | 9,700 Units | 44,814 |
| CARNIVAL CORP COM STK USD0.01(PAIRE D STOCK) | 18,900 Units | 459,648 |
| CELGENE CORP COM STK USD0.01 | 47,600 Units | 2,631,328 |
| CEPHALON INC COM STK USD0.01 | 9,900 Units | 762,696 |
| CHARLES RIVER LABORATORIES COM STK USD0.01 | 19,420 Units | 508,804 |
| CHARMING SHOPPES INC COM STK USD0.10 | 39,975 Units | 97,539 |
| CHECKPOINT SYSTEMS COM STK USD0.10 | 5,100 Units | 50,184 |
| CHEVRON CORP COM STK USD0.75 | 15,300 Units | 1,131,741 |
| CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG) | 20,800 Units | 209,040 |
| CHICO'S FAS INC COM STK USD0.01 | 51,000 Units | 213,180 |
| CHUBB CORP COM STK USD1 | 16,400 Units | 841,284 |
| CIMAREX ENERGY CO COM STK USD0.01 | 700 Units | 18,746 |
| CINCINNATI BELL NC USD0.01 | 237,100 Units | 457,603 |
| CITIZENS REPUBLIC BANCORP INC COM STK NPV | 21,669 Units | 64,574 |
| CITY HLDG CO COM STK USD2.50 | 1,300 Units | 45,214 |
| CLARCOR INC COM STK USD1 | 4,300 Units | 142,674 |
| COGNEX CORP COM STK USD0.002 | 40,500 Units | 599,400 |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP COM STK | 40,700 Units | 735,042 |
| COLGATE-PALMOLIVE CO COM STK USD1 | 53,400 Units | 3,660,036 |
| COMERICA INC COM STK USD5 | 26,000 Units | 524,680 |
| COMM TR BANCORPCOM USD5 | 1,700 Units | 62,985 |
| COMPUTER SCIENCES CORP COM STK USD1 | 19,900 Units | 699,286 |

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| COMSTOCK RESOURCES INC COM STK USD0.50 | 1,700 Units | 80,325 |
| COMTECH TELECOMMUNICATIONS COM STK USD0.10 | 9,600 Units | 439,872 |
| COOPER TIRE & RUBBER CO COM STK USD1 | 9,600 Units | 59,136 |
| CORN PRODUCTS INTERNATIONAL INC COM STK USD0.01 | 2,500 Units | 72,125 |
| COVANCE INC COM STK USD0.01 | 3,900 Units | 179,517 |
| COVENTRY HEALTHCARE INC COM STK USD0.01 | 61,980 Units | 922,262 |
| CREDIT SUISSE GROUP ADR-EACH REPR 1 ORD(DT) | 29,600 Units | 836,496 |
| CROWN MEDIA HOLDINGS CLASS'A'COM STK USD0.01 | 41,400 Units | 117,990 |
| CUBIST PHARMACEUTI COM USD0.001 | 13,900 Units | 335,824 |
| CUMMINS INC COM STK USD2.50 | 57,800 Units | 1,544,994 |
| CYTEC INDUSTRIES INC COM STK USD0.01 | 5,185 Units | 110,026 |
| DTE ENERGY CO COM STK NPV | 14,700 Units | 532,882 |
| DARDEN RESTAURANTS INC COM STK NPV | 20,749 Units | 584,707 |
| DELPHI FINANCIAL GROUP INC CLASS'A'COM STK USD0.01 | 9,000 Units | 165,960 |
| DIAMONDROCK HOSPIT COM USD0.01 | 13,900 Units | 70,473 |
| DIEBOLD INC COM STK USD1.25 | 18,100 Units | 508,429 |
| WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01 | 103,800 Units | 2,390,537 |
| DOLLAR TREE INC COM STK USD0.01 | 11,100 Units | 463,980 |
| DOMTAR CORPORATION COM STK USD0.01 | 17,465 Units | 29,167 |
| DONNELLEY(R.R.)& SONS CO COM STK USD1.25 | 50,100 Units | 680,358 |
| DOVER CORP COM STK USD1 | 6,100 Units | 200,812 |
| DRIL QUIP INC COM STK USD0.01 | 7,285 Units | 149,415 |
| DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30 | 13,500 Units | 341,550 |
| DUKE REALTY CORP COM STK USD0.01 | 76,554 Units | 839,032 |
| EARTHLINK INC COM STK USD0.01 | 26,520 Units | 179,275 |
| EASTMAN CHEMICAL CO COM STK USD0.01 | 10,900 Units | 350,435 |
| EATON CORP COM USD0.50 | 22,341 Units | 1,110,571 |
| EDISON INTERNATIONAL COM STK NPV | 16,700 Units | 541,581 |
| EL PASO ELECTRIC CO COM STK NPV | 14,800 Units | 267,732 |
| ELECTRONICS FOR IMAGING INC COM STK USD0.01 | 11,935 Units | 114,099 |
| EMULEX CORP COM STK USD0.10 | 43,330 Units | 302,443 |
| EQUIFAX INC COM STK USD1.25 | 33,380 Units | 885,238 |
| FLIR SYSTEMS INC COM STK USD0.01 | 35,054 Units | 1,075,457 |
| FAIRCHILD SEMICONDUCTOR INTL INC | 19,900 Units | 97,311 |
| FAMILY DOLLAR STORES INC COM STK USD0.10 | 4,900 Units | 128,356 |
| FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01 | 6,820 Units | 115,667 |
| FERRO CORP COM STK USD1 | 9,200 Units | 64,860 |
| FIRST AMERICAN CORP COM STK USD1 | 15,875 Units | 462,121 |
| FIRST MIDWEST BANCORP COM STK USD0.01 | 3,100 Units | 62,605 |

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| FISERV INC COM STK USD0.01 | 18,100 Units | 658,297 |
| FLUSHING FINANCIAL CORP COM STK USD0.01 | 41,800 Units | 499,928 |
| FOOT LOCKER INC COM STK USD0.01 | 29,540 Units | 216,824 |
| FORRESTER RESEARCH INC COM STK USD0.01 | 3,200 Units | 90,272 |
| FRANKLIN RESOURCES INC COM STK USD0.10 | 13,100 Units | 838,269 |
| FULLER(H.B.)CO COM STK USD1 | 12,400 Units | 199,764 |
| G & K SERVICES INC CLASS'A'COM STK USD0.50 | 7,615 Units | 153,975 |
| GAP INC COM STK USD0.05 | 33,900 Units | 453,921 |
| GARDNER DENVER INC COM STK USD0.01 | 6,085 Units | 142,024 |
| GENCORP INC COM STK USD0.10 | 65,400 Units | 240,672 |
| GENENTECH INC COM STK USD0.02 | 57,400 Units | 4,759,034 |
| GENERAL CABLE CORP COM STK USD0.01 | 30,300 Units | 536,007 |
| GENERAL DYNAMICS CORP COM STK USD1 | 11,400 Units | 656,526 |
| GENERAL MILLS INC COM STK USD0.1 | 25,900 Units | 1,573,425 |
| GENZYME CORP COM STK USD0.01 | 11,500 Units | 763,255 |
| GILEAD SCIENCES INC COM STK USD0.001 | 176,400 Units | 9,021,096 |
| GOODRICH CORP COM STK USD5 | 31,700 Units | 1,181,459 |
| GRACO INC COM STK USD1 | 36,000 Units | 854,280 |
| GRANITE CONSTRUCTION COM STK USD0.01 | 6,475 Units | 285,289 |
| GREIF INC COM STK CLASS'A' NPV | 2,400 Units | 81,144 |
| GRIFFON CORP COM STK USD0.25 | 18,221 Units | 170,002 |
| GROUP 1 AUTOMOTIVE INC COM STK NPV | 5,275 Units | 56,812 |
| GUESS INC COM STK USD0.01 | 33,100 Units | 511,355 |
| GYMBOREE CORP COM STK USD0.001 | 41,435 Units | 1,081,039 |
| HCC INSURANCE HLDG COM STK USD1 | 21,400 Units | 575,125 |
| HANOVER INSURANCE GROUP INC COM STK USD0.01 | 10,395 Units | 446,673 |
| HARMONIC INC COM STK USD0.001 | 157,400 Units | 883,014 |
| HARRIS CORP COM STK USD1 | 11,405 Units | 433,960 |
| HARSCO CORP COM STK USD1.25 | 27,700 Units | 766,736 |
| HARTE-HANKS INC COM STK USD1 | 13,500 Units | 84,240 |
| HARTFORD FINANCIAL SERVICES GRP INC COM STK | 13,600 Units | 246,352 |
| HASBRO INC COM STK USD0.50 | 15,500 Units | 452,135 |
| HEIDRICK & STRUGGLES COM STK USD0.01 | 25,930 Units | 558,532 |
| HELMERICH & PAYNE INC COM STK USD0.10 | 44,400 Units | 1,010,100 |
| HERCULES OFFSHORE INC COM STK NPV | 115,700 Units | 549,575 |
| HEWLETT-PACKARD CO COM STK USD0.01 | 122,700 Units | 4,462,719 |
| HEXCEL CORP COM STK USD0.01 | 57,000 Units | 421,230 |
| HORACE MANN EDUCATORS CORP COM STK USD0.001 | 7,415 Units | 68,144 |
| HORNBECK OFFSHORE SERVICES INC COM STK USD0.01 | 7,021 Units | 114,723 |
| HOSPIRA INC COM STK USD0.01 | 10,500 Units | 281,610 |
| HUB GROUP INC CLASS'A'COM SHS USD0.01 | 31,500 Units | 835,695 |
| HUMANA INC COM STK USD0.166 | 63,900 Units | 2,382,192 |
| HUNTINGTON BANCSHARES INC COM STK NPV | 119,400 Units | 929,709 |
| IMS HEALTH INC COM STK USD0.01 | 33,900 Units | 513,924 |
| IBERIABANK CORP COM STK USD1 | 3,000 Units | 145,020 |

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| IDACORP INC COM STK NPV | 8,200 Units | 241,490 |
| INDEPENDENT BANK CORP(MASS) COM STK USD0.01 | 2,500 Units | 65,850 |
| INFOSYS TECHNOLOGIES ADR EACH REPR 1ORD INR5 | 46,700 Units | 1,147,419 |
| ING GROEP N.V. ADR-EACH REPR 1 ORD(SPONS) | 74,800 Units | 830,280 |
| INGRAM MICRO INC CLASS'A'COM STK USD0.01 | 22,050 Units | 295,250 |
| INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 62,100 Units | 348,381 |
| INTERMEC INC COM STK USD0.01 | 48,700 Units | 646,736 |
| INTERNATIONAL BUS MACH CORP COM STK USD0.20 | 8,000 Units | 673,280 |
| INTERNATIONAL FLAVORS & FRAGRANCES COM STK | 11,600 Units | 347,202 |
| INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK | 11,910 Units | 342,174 |
| INTUIT INC COM STK USD0.01 | 28,100 Units | 668,499 |
| INVACARE CORP COM STK NPV | 5,415 Units | 84,108 |
| ION GEOPHYSICAL CORPORATION COM STK USD0.01 | 84,900 Units | 291,207 |
| ISIS PHARMACEUTICAL COM STK USD0.001 | 62,000 Units | 879,160 |
| JACK IN THE BOX INC COM STK USD0.01 | 8,900 Units | 196,601 |
| JACKSON HEWITT TAX SERVICE INC COM STK USD0.01 | 17,810 Units | 282,645 |
| JARDEN CORP COM STK NPV | 5,155 Units | 59,283 |
| JOHNSON & JOHNSON COM STK USD1 | 25,400 Units | 1,519,682 |
| JOHNSON CONTROLS INC COM STK USD0.01388 | 31,200 Units | 570,921 |
| JOURNAL COMMUNICATIONS INC COM STK USD0.01 | 11,400 Units | 27,930 |
| KENNAMETAL INC CAP STK USD1.25 | 7,400 Units | 164,206 |
| KFORCE INC COM STK USD0.01 | 5,092 Units | 39,107 |
| KINDRED HEALTHCARE INC COM STK USD0.25 | 21,345 Units | 277,912 |
| KNOLL INC COM STK USD1 | 25,540 Units | 230,371 |
| LSI CORPORATION COM STK USD0.01 | 123,700 Units | 406,973 |
| L3 COMMUNICATIONS HLDGS INC COM STK USD0.01 | 9,008 Units | 664,610 |
| LAM RESEARCH CORP COM STK USD0.001 | 34,000 Units | 723,520 |
| LANCE INC COM STK USD0.833 | 6,200 Units | 142,228 |
| LANDSTAR SYSTEMS INC COM STK USD0.01 | 6,770 Units | 260,171 |
| LEGGETT & PLATT INC COM STK USD0.01 | 27,200 Units | 419,968 |
| LENNOX INTERNATIONAL INC COM STK USD0.01 | 9,055 Units | 293,654 |
| LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01 | 4,500 Units | 121,050 |
| LIN TV CORP COM STK USD0.01 | 86,100 Units | 93,849 |
| LINCARE HLDGS INC COM STK USD0.01 | 18,745 Units | 504,803 |
| LINCOLN NATIONAL CORP COM STK USD1.25 | 80,600 Units | 1,518,504 |
| LIVE NATION INC COM STK USD0.01 | 22,885 Units | 131,360 |
| LOCKHEED MARTIN CORP COM STK USD1 | 29,200 Units | 2,455,136 |

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| LODGENET INTERACTIVE CORP | 70,400 Units | 49,280 |
| LUBRIZOL CORP COM STK NPV | 10,100 Units | 367,539 |
| MDC HLDGS INC COM STK USD0.01 | 3,940 Units | 119,382 |
| MPS GROUP INC COM STK USD0.01 | 19,025 Units | 143,258 |
| MACERICH CO COM STK USD0.01 | 5,782 Units | 105,001 |
| MACK CALI REALTY CORP COM STK USD0.01 | 2,500 Units | 61,250 |
| MANITOWOC CO INC COM STK USD0.01 | 11,175 Units | 96,776 |
| MARATHON OIL CORP COM STK USD1 | 42,800 Units | 1,171,008 |
| MASSEY ENERGY COM COM STK USD0.625 | 6,195 Units | 85,429 |
| MAXIMUS INC COM STK NPV | 7,216 Units | 253,354 |
| MCAFEE INC COM STK USD0.01 | 9,990 Units | 345,354 |
| MCDONALD'S CORP COM STK USD0.01 | 7,500 Units | 466,425 |
| MEADWESTVACO CORPORATION COM NPV | 31,700 Units | 354,723 |
| MEDAREX INC COM STK USD0.01 | 86,700 Units | 483,786 |
| MENS WEARHOUSE INC COM STK USD0.01 | 8,425 Units | 114,075 |
| MERCK & CO INC COM STK USD0.01 | - Units | 21,888 |
| METTLER TOLEDO COM STK USD0.01 | 4,400 Units | 296,560 |
| MICROSOFT CORP COM STK USD0.00000625 | 116,400 Units | 2,262,816 |
| MICROSTRATEGY INC. | 1,600 Units | 59,408 |
| MICROCHIP TECHNOLOGY COM STK USD0.001 | 21,500 Units | 419,895 |
| MILLER(HERMAN) INC COM STK USD0.20 | 44,500 Units | 584,816 |
| MINERALS TECHNOLOGIES INC COM STK USD0.10 | 1,900 Units | 77,710 |
| MONRO MUFFLER BRAKE INC COM STK USD0.01 | 3,300 Units | 84,150 |
| MONSTER WORLDWIDE INC COM STK USD0.001 | 8,200 Units | 99,138 |
| MOODYS CORP COM STK USD1 | 9,000 Units | 180,810 |
| MOOG INC CLASS'A'(LIM.V)USD1 | 4,500 Units | 164,565 |
| MUELLER INDUSTRIES INC COM STK USD0.01 | 5,220 Units | 130,918 |
| MYERS INDUSTRIES INC COM STK NPV | 6,200 Units | 49,972 |
| MYLAN INC COM STK USD0.50 | 67,000 Units | 662,630 |
| NBTY INC COM STK USD0.008 | 11,398 Units | 178,379 |
| NATIONAL OILWELL VARCO INC COM STK USD0.01 | 20,000 Units | 488,800 |
| NATIONAL PENN BANCSHARES COM STK NPV | 3,900 Units | 56,589 |
| NATIONWIDE HEALTH PROPERTIES INC COM STK USD0.10 | 412 Units | 11,833 |
| NAVIGATORS GROUP INC COM STK USD0.10 | 900 Units | 49,419 |
| NEW YORK TIMES CO COM CLASS'A'STK USD0.10 | 34,900 Units | 255,817 |
| NIKE INC CLASS'B'COM STK NPV | 47,100 Units | 2,413,475 |
| NOBLE ENERGY INC COM STK USD3.33 1/3 | 12,800 Units | 630,016 |
| NORTHWEST NATURAL GAS CO COM STK USD3.167 | 3,900 Units | 172,497 |
| NOVELLUS SYSTEMS INC COM STK NPV | 46,900 Units | 578,746 |
| NUCOR CORP COM STK USD0.40 | 7,600 Units | 353,780 |
| OSI PHARMACEUTICALS INC COM STK USD0.01 | 29,300 Units | 1,144,165 |
| OCCIDENTAL PETROLEUM CORP COM USD0.20 | 36,200 Units | 2,183,702 |
| OCEANEERING INTERNATIONAL INC COM STK USD0.25 | 4,200 Units | 122,388 |

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| OLD DOMINION FREIGHT LINE INC COM STK USD0.10 | 4,000 Units | 113,840 |
| OMNICARE INC COM STK USD1 | 20,870 Units | 579,351 |
| OMNIVISION TECHNOLOGIES INC COM STK USD0.001 | 16,935 Units | 88,909 |
| O'REILLY AUTOMOTIVE INC COM STK USD0.01 | 27,500 Units | 845,350 |
| OSHKOSH CORPORATION | 84,515 Units | 751,338 |
| OVERSEAS SHIPHOLDING GROUP INC COM STK USD1 | 14,000 Units | 589,540 |
| OXFORD INDUSTRIES INC COM STK USD1 | 3,000 Units | 26,310 |
| PHH CORP COM STK NPV | 26,630 Units | 339,000 |
| PPG INDUSTRIES INC COM STK USD1.666 | 8,000 Units | 339,440 |
| PACTIV CORP COM STK USD0.01 | 40,900 Units | 1,017,592 |
| PALL CORP COM STK USD0.10 | 41,800 Units | 1,188,374 |
| PALM INC COM STK USD0.001 | 75,000 Units | 230,250 |
| PANTRY INC COM STK USD0.01 | 3,900 Units | 83,655 |
| PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01 | 12,800 Units | 161,920 |
| PARKER-HANNIFIN CORP COM STK USD0.50 | 13,450 Units | 572,163 |
| PAYCHEX INC COM STK USD0.01 | 23,500 Units | 617,580 |
| PEPSICO INC CAP STK USD0.0166 | 62,300 Units | 3,438,649 |
| PERINI CORP COM STK USD1 | 6,140 Units | 143,553 |
| PEROT SYSTEMS CLASS'A'COM STK USD0.01 | 131,800 Units | 1,801,706 |
| PFIZER INC COM STK USD0.05 | 86,900 Units | 1,538,999 |
| PHILIP MORRIS INTERNATIONAL INC NPV | 34,500 Units | 1,520,319 |
| PINNACLE WEST CAPITAL CORP COM STK USD2.50 | 27,600 Units | 886,788 |
| PITNEY BOWES INC COM STK USD1 | 22,400 Units | 570,752 |
| PRECISION CASTPARTS CORP COM NPV | 39,900 Units | 2,373,252 |
| PRICELINE.COM INC COM STK USD0.008 | 15,000 Units | 1,104,750 |
| PROGRESS ENERGY INC COM STK NPV | 13,400 Units | 533,990 |
| PROGRESS SOFTWARE CORP COM STK USD0.01 | 5,200 Units | 100,152 |
| PROSPERITY BANCSHARES INC COM STK USD1 | 4,200 Units | 124,856 |
| PRUDENTIAL FINANCIAL INC COM STK USD0.01 | 28,300 Units | 856,358 |
| PUBLIC SERVICE ENTERPRISE GROUP INC COM STK NPV | 19,100 Units | 557,147 |
| PUGET ENERGY INC COM STK NPV | 13,215 Units | 360,373 |
| PULTE HOMES INC COM STK USD0.01 | 30,520 Units | 334,804 |
| QUALCOMM INC COM STK USD0.0001 | 117,500 Units | 4,228,825 |
| QUESTAR CORP COM STK NPV | 16,500 Units | 539,385 |
| QWEST COMMUNICATIONS INTL INC COM STK USD0.01 | 151,300 Units | 550,732 |
| RC2 CORP COM STK USD0.01 | 10,700 Units | 114,169 |
| RF MICRO DEVICES INC COM STK NPV | 140,800 Units | 109,824 |
| RAMCO-GERSHENSON PROPERTIES TRUST SBI USD0.01 | 7,600 Units | 48,726 |
| RAYMOND JAMES FINANCIAL INC COM STK USD0.01 | 11,000 Units | 189,640 |
| RAYONIER INC COM STK NPV | 5,100 Units | 159,885 |
| RAYTHEON CO COM STK USD0.01 | 35,000 Units | 1,796,200 |

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| REDWOOD TRUST INC COM STK USD0.01 | 4,270 Units | 66,868 |
| REGENCY CENTERS CORP COM STK USD0.01 | 2,300 Units | 107,410 |
| REGIS CORP COM STK USD0.05 | 7,580 Units | 110,137 |
| REINSURANCE GROUP OF AMERICA USD0.01 | 8,435 Units | 361,187 |
| RELIANCE STEEL & ALUMINIUM COM STK NPV | 14,400 Units | 288,886 |
| REPUBLIC SERVICES INC COM STK USD0.01 | 10,500 Units | 262,290 |
| RESEARCH IN MOTION COM NPV | 55,500 Units | 2,252,190 |
| ROBERT HALF INTERNATIONAL INC COM STK USD1 | 30,400 Units | 632,928 |
| ROCK-TENN CO CLASS'A'COM STK USD0.01 | 2,635 Units | 90,064 |
| ROCKWELL COLLINS INC COM STK USD0.01 | 17,000 Units | 664,530 |
| ROSS STORES INC COM STK USD0.01 | 15,100 Units | 450,358 |
| ROWAN COS INC COM STK USD0.125 | 23,900 Units | 380,010 |
| ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS | 20,000 Units | 1,058,800 |
| RUDDICK CORP COM STK USD1 | 11,200 Units | 311,024 |
| RYDER SYSTEM INC COM STK USD0.50 | 1,000 Units | 38,780 |
| S & T BANCORP INC COM STK USD2.50 | 2,100 Units | 75,201 |
| SY BANCORP INC COM STK NPV | 1,400 Units | 38,738 |
| ST.JUDE MEDICAL INC COM STK USD0.10 | 24,300 Units | 800,928 |
| ST MARY LAND & EXPLORATION COM STK USD0.01 | 20,700 Units | 420,417 |
| SARA LEE CORP COM STK USD0.01 | 46,400 Units | 459,360 |
| SCHLUMBERGER COM STK USD0.01 | 51,500 Units | 2,191,776 |
| SCHOLASTIC CORP COM STK USD0.01 | 1,700 Units | 23,086 |
| SCHWAB(CHARLES)CORP COM STK USD0.01 | 228,100 Units | 3,688,377 |
| SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV | 9,905 Units | 294,377 |
| SEABRIGHT INSURANCE HLDGS INC COM STK USD0.01 | 4,200 Units | 49,308 |
| SEACHANGE INTERNATIONAL INC COM STK USD0.01 | 82,600 Units | 595,546 |
| SEATTLE GENETICS INC COM STK USD0.01 | 59,600 Units | 532,824 |
| SERVICE CORPORATION INTERNATIONAL COM STK USD1 | 37,485 Units | 186,300 |
| SHERWIN-WILLIAMS CO COM STK USD1 | 8,200 Units | 489,950 |
| SIMON PROPERTY GROUP INC COM STK USD0.0001 | 13,300 Units | 706,629 |
| SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK | 60,000 Units | 198,000 |
| SKECHERS USA INC CLASS'A'COM STK USD0.001 | 15,435 Units | 197,877 |
| SKYWEST INC COM STK NPV | 3,000 Units | 55,920 |
| SMUCKER(J.M.)CO COM STK NPV | 4,200 Units | 182,112 |
| SONOCO PRODUCTS CO COM STK NPV | 23,800 Units | 551,208 |
| SOTHEBYS INC CLASS'A'LIM.V COM STK USD0.10 | 31,000 Units | 275,590 |
| SOUTHWESTERN ENERGY CO COM STK USD0.10 | 56,200 Units | 1,628,114 |
| SPARTAN STORES INC COM STK USD0.01 | 5,100 Units | 118,575 |
| STANCORP FINANCIAL GROUP COM STK NPV | 3,000 Units | 125,310 |

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| STANDEX INTERNATIONAL CORP COM STK USD1.5 | 9,100 Units | 180,544 |
| STATE AUTO FINANCIAL CORP COM STK NPV | 5,425 Units | 163,076 |
| STEEL DYNAMICS INC COM STK USD0.01 | 29,600 Units | 333,888 |
| STEELCASE INC COM STK NPV | 40,600 Units | 231,420 |
| STIFEL FINANCIAL CORP COM STK USD0.15 | 2,650 Units | 121,503 |
| SUN COMMUNITIES INC COM STK USD0.01 | 10,300 Units | 144,200 |
| SUN MICROSYSTEMS INC COM STK USD0.001 | 29,365 Units | 112,174 |
| SUPERVALU INC COM STK USD1 | 45,300 Units | 661,380 |
| SWIFT ENERGY CO COM STK USD0.01 | 3,600 Units | 60,516 |
| SYBASE INC COM STK USD0.001 | 15,774 Units | 390,722 |
| SYKES ENTERPRISES INC COM STK USD0.01 | 6,900 Units | 131,928 |
| SYMANTEC CORP COM STK USD0.01 | 50,300 Units | 680,056 |
| TCF FINANCIAL COM STK USD0.01 | 35,100 Units | 479,466 |
| TJX COS INC COM STK USD1 | 23,200 Units | 477,224 |
| TANGER FACTORY OUTLET CENTERS COM STK USD0.01 | 1,100 Units | 41,382 |
| TAUBMAN CENTRES INC COM STK USD0.01 | 1,500 Units | 38,813 |
| TECHNITROL INC COM STK USD0.125 | 28,780 Units | 102,673 |
| TERADYNE INC COM STK USD0.125 | 15,115 Units | 63,785 |
| TEREX CORP COM STK USD0.01 | 55,500 Units | 961,260 |
| TERRA INDUSTRIES COM STK NPV | 29,800 Units | 496,766 |
| TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1 | 78,000 Units | 3,320,460 |
| THERMO FISHER SCIENTIFIC INC COM STK USD1 | 64,200 Units | 2,187,294 |
| THOMAS & BETTS CORP COM STK USD0.10 | 37,200 Units | 893,544 |
| THOR INDUSTRIES COM STK USD0.10 | 14,490 Units | 191,993 |
| TORO CO COM STK USD1 | 7,765 Units | 257,410 |
| TRIMBLE NAVIGATION COM STK NPV | 21,500 Units | 464,615 |
| TUPPERWARE BRANDS CORP COM STK USD0.01 | 7,115 Units | 163,076 |
| URS CORP COM STK USD0.01 | 8,400 Units | 342,468 |
| ULTRA PETROLEUM CORP COM NPV | 18,400 Units | 634,984 |
| UNIFI INC COM STK USD0.10 | 95,000 Units | 267,900 |
| UNION PACIFIC CORP COM STK USD2.50 | 9,200 Units | 442,244 |
| UNITED BANKSHARES INC COM STK USD2.50 | 4,400 Units | 147,444 |
| UNITED RENTALS INC COM STK USD0.01 | 90,006 Units | 820,855 |
| UNITED STATES CELLULAR CORP COM STK USD1 | 19,900 Units | 860,476 |
| UNITED STATES STEEL CORP COM STK USD1 | 12,700 Units | 472,440 |
| UNITED STATIONERS INC COM STK USD0.10 | 8,200 Units | 274,618 |
| UNITRIN COM STK USD0.10 | 12,450 Units | 198,453 |
| UNIVERSAL CORP COM STK NPV | 3,035 Units | 90,655 |
| VF CORP COM STK NPV | 9,100 Units | 498,407 |
| VALSPAR CORP COM STK USD0.50 | 41,800 Units | 762,432 |
| VISHAY INTL USD0.10 | 89,900 Units | 307,458 |
| WADDELL & REED FINANCIAL INC CLASS'A'COM STK | 35,300 Units | 552,445 |
| WAL-MART STORES INC COM STK USD0.10 | 76,000 Units | 4,278,610 |
| | 2,785 Units | 54,670 |

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| WARNACO GROUP INC CLS'A'COM STK USD0.01 | | |
| WASHINGTON FEDERAL INC COM STK USD1 | 15,815 Units | 237,383 |
| WATERS CORP COM STK USD0.01 | 14,300 Units | 524,095 |
| WATSON WYATT WORLDWIDE INC CLASS'A'COM STK USD0.01 | 6,145 Units | 294,315 |
| WEBSTER FINANCIAL CORP COM STK USD0.01 | 13,765 Units | 189,682 |
| WERNER ENTERPRISES INC COM STK USD0.01 | 25,600 Units | 443,904 |
| WESTAMERICA BANCORP COM STK NPV | 1,900 Units | 97,185 |
| WESTERN UNION COMPANY (THE) COM STK USD0.01 | 55,700 Units | 798,738 |
| WHIRLPOOL CORP COM STK USD1 | 10,200 Units | 421,770 |
| WHITING PETROLEUM CORP COM STK USD0.001 | 8,020 Units | 268,349 |
| WORLD FUEL SERVICES CORP COM STK USD0.01 | 6,065 Units | 224,632 |
| WYETH COM USD0.333 | 98,600 Units | 3,698,486 |
| XEROX CORP COM STK USD1 | 72,900 Units | 584,345 |
| YUM BRANDS INC COM STK NPV | 5,200 Units | 163,800 |
| CADBURY PLC ADR EACH REPR 4 ORD | 14,700 Units | 524,349 |
| AMERISOURCEBERGEN CORP COM STK NPV | 51,970 Units | 1,853,250 |
| AMERICAN EAGLE OUTFITTER COM STK USD0.01 | 9,915 Units | 93,796 |
| INVENTIV HEALTH INC COM STK USD0.001 | 8,200 Units | 94,628 |
| USEC INC COM STK USD0.10 | 83,800 Units | 376,262 |
| TOTAL S A SPONSORED ADR(CNV 1/2 SHS EUR10) | 20,200 Units | 1,117,060 |
| TRAVELERS COS INC/THE | 19,000 Units | 858,800 |
| BARCLAYS ADR-EACH REP 4 ORD STK GBP0.25(JPM) | 78,764 Units | 771,887 |
| AFC ENTERPRISES INC COM STK USD0.001 | 7,700 Units | 36,113 |
| ACUITY BRANDS INC COM STK USD0.01 | 7,130 Units | 248,908 |
| ADOBE SYSTEMS INC COM STK USD0.0001 | 115,800 Units | 2,465,382 |
| ADVANCE AUTO PARTS INC COM STK USD0.0001 | 17,185 Units | 579,306 |
| AETNA INC NEW COM STK USD0.001 | 51,900 Units | 1,479,150 |
| AKAMAI TECHNOLOGIES COM STK USD0.01 | 58,700 Units | 885,783 |
| ALLEGHENY TECHNOLOGIES INC COM STK USD0.10 | 6,645 Units | 169,647 |
| ALTRIA GROUP INC COM STK USD0.333 | 99,000 Units | 1,525,852 |
| AMERIPRISE FINANCIAL INC COM STK USD0.01 | 50,900 Units | 1,189,024 |
| APARTMENT INVESTMENT & MANAGEMENT COM STK USD0.01 | 13,999 Units | 190,806 |
| APOLLO INVESTMENT CORP COM STK USD0.001 | 16,860 Units | 156,967 |
| APPROACH RESOURCES INC COM STK USD0.01 | 8,095 Units | 59,174 |
| ARES CAPITAL CORP COM STK USD0.001 | 13,425 Units | 90,619 |
| ARRIS GROUP INC COM STK USD0.01 | 70,700 Units | 562,065 |
| ASSURANT INC COM STK USD0.01 | 41,020 Units | 1,230,600 |
| BJS WHOLESALE CLUB INC COM STK USD0.01 | 13,400 Units | 459,084 |
| BILL BARRETT CORP COM NPV | 14,500 Units | 306,385 |

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| CRA INTERNATIONAL INC COM | 3,100 Units | 83,483 |
| CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01 | 62,200 Units | 1,047,448 |
| CAMECO CORP COM NPV | 74,800 Units | 1,293,972 |
| CAPITALSOURCE INC COM STK USD0.01 | 38,095 Units | 177,904 |
| CAPSTEAD MTGE.CORP COM STK USD0.01 | 38,715 Units | 430,898 |
| CENTENNIAL COMMUNICATIONS CORP CLASS'A'COM STK | 139,300 Units | 1,122,758 |
| CENTENE CORP(DEL) COM STK USD0.001 | 8,490 Units | 167,338 |
| CIBER INC COM STK USD0.01 | 23,100 Units | 111,111 |
| CISCO SYSTEMS INC COM STK USD0.001 | 227,800 Units | 3,713,140 |
| CLIFFS NATURAL RESOURCES INC | 12,500 Units | 320,125 |
| CONCHO RESOURCES INC COM STK USD0.001 | 11,295 Units | 257,752 |
| CONOCOPHILLIPS COM STK USD1.25 | 21,000 Units | 1,087,800 |
| CONSOL ENERGY INC COM STK USD0.01 | 8,000 Units | 228,640 |
| CORPORATE EXECUTIVE BOARD CO COM STK USD0.01 | 6,640 Units | 146,478 |
| COSTCO WHOLESALE CORP COM STK USD0.005 | 41,600 Units | 2,184,000 |
| DAVITA INC COM STK USD0.001 | 9,970 Units | 494,213 |
| DIRECTV GROUP INC COM STK USD0.01 | 20,400 Units | 467,364 |
| DISCOVERY COMMUNICATIONS INC CLS 'A' USD0.01 | 62,050 Units | 878,628 |
| DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01 | 29,050 Units | 388,980 |
| DYNCORP INTERNATIONAL INC COM STK USD0.01 | 2,500 Units | 37,925 |
| ENI ADR EACH REP 2 ORD (MGT) | 23,300 Units | 1,114,206 |
| EDUCATION REALTY TRUST INC COM STK USD0.01 | 4,864 Units | 25,390 |
| ENERGEN CORP COM STK USD0.01 | 12,000 Units | 351,960 |
| ENERSYS COM USD0.01 | 12,865 Units | 141,515 |
| ENTEGRIS INC COM STK USD0.01 | 28,755 Units | 62,973 |
| ENTERGY CORP COM STK USD0.01 | 6,300 Units | 523,719 |
| EXPEDIA INC COM STK USD0.001 | 27,895 Units | 229,855 |
| EXXON MOBIL CORP COM STK NPV | 14,600 Units | 1,165,518 |
| FACET BIOTECH CORP USD0.01 | 14,700 Units | 140,973 |
| FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK | 20,810 Units | 369,378 |
| FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS | 1,505 Units | 230,378 |
| FLOWSERVE CORP COM STK USD1.25 | 14,800 Units | 765,750 |
| FREEPORT-MCMORAN COPPER & GOLD INC COM STK USD0.10 | 13,900 Units | 339,716 |
| GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001 | 52,294 Units | 1,132,688 |
| GLAXOSMITHKLINE ADR EACH REPR 2 ORD GBP0.25 | 41,502 Units | 1,568,953 |
| GLOBAL PAYMENTS INC COM STK USD0.001 | 4,700 Units | 154,113 |
| GOLDMAN SACHS GROUP INC COM STK USD0.01 | 7,900 Units | 666,681 |

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| GOOGLE INC COM STK USD0.001 CLS'A' | 16,100 Units | 4,953,165 |
| GREATBATCH INC COM STK USD0.001 | 2,261 Units | 59,826 |
| HARRIS STRATEX NETWORKS INC COM STK USD0.01 CLS'A' | 26,500 Units | 136,740 |
| HATTERAS FINANCIAL CORP USD0.001 | 19,565 Units | 539,994 |
| HEALTH CARE REIT INC COM STK USD1 | 1,020 Units | 43,044 |
| HEALTHSPRING USD0.01 | 5,445 Units | 108,737 |
| HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV | 63,510 Units | 459,812 |
| HERTZ GLOBAL HOLDINGS INC COM STK USD0.01 | 104,725 Units | 530,956 |
| ICT GROUP INC COM STK USD0.01 | 6,300 Units | 28,854 |
| ITT EDUCATIONAL SERVICES INC COM STK USD0.01 | 4,800 Units | 455,904 |
| IMATION CORP COM STK USD0.01 | 14,365 Units | 194,933 |
| INFINITY PROPERTY & CASUALTY CORP COM NPV | 3,165 Units | 147,900 |
| INSIGHT ENTERPRISE INC COM STK USD0.01 | 16,300 Units | 112,470 |
| INTERACTIVE DATA CORP COM STK NPV | 10,500 Units | 258,930 |
| JPMORGAN CHASE & CO COM STK USD1 | 26,100 Units | 822,933 |
| JONES LANG LASALLE INC COM STK USD0.01 | 12,975 Units | 359,408 |
| KADANT INC COM STK USD0.01 | 4,600 Units | 62,008 |
| KB HOME COM STK USD1 | 40,800 Units | 555,696 |
| L-1 IDENTITY SOLUTIONS INC COM STK USD0.001 | 35,900 Units | 241,966 |
| LIFE TECHNOLOGIES CORP COM | 36,800 Units | 857,808 |
| LIFEPOINT HOSPITALS INC COM STK USD0.01 | 8,825 Units | 201,563 |
| MB FINANCIAL INC COM STK USD0.01 | 1,500 Units | 41,925 |
| MFA FINANCIAL INC COM STK USD0.01 | 124,475 Units | 759,298 |
| MANPOWER INC COM STK USD0.01 | 22,565 Units | 766,984 |
| MCKESSON CORP COM STK USD0.01 | 39,400 Units | 1,531,818 |
| MEDCO HEALTH SOLUTIONS INC COM STK USD0.01 | 53,500 Units | 2,242,185 |
| METLIFE INC COM STK USD0.01 | 24,500 Units | 854,070 |
| MOLINA HEALTHCARE INC COM STK USD0.001 | 7,700 Units | 135,597 |
| MONSANTO CO COM STK USD0.01 | 44,000 Units | 3,095,400 |
| THE MOSAIC COMPANY | 22,500 Units | 778,500 |
| MYRIAD GENETICS INC COM STK USD0.01 | 28,300 Units | 1,875,158 |
| NII HOLDINGS INC COM STK USD0.001 | 62,500 Units | 1,136,250 |
| NAVIGANT CONSULTING INC COM STK USD0.001 | 9,300 Units | 147,591 |
| NETAPP INC COM STK NPV | 59,400 Units | 829,818 |
| NISOURCE INC COM STK NPV | 49,200 Units | 539,724 |
| NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001 | 18,035 Units | 188,105 |
| NVIDIA CORP COM STK USD0.001 | 92,070 Units | 743,005 |
| NV ENERGY INC COM STK USD0.01 | 14,160 Units | 140,042 |
| ORACLE CORP COM STK USD0.01 | 98,000 Units | 1,737,540 |
| PDL BIOPHARMA INC COM STK USD0.01 | 73,500 Units | 454,230 |
| PG&E CORP COM STK NPV | 12,800 Units | 500,480 |
| PNM RESOURCES INC COM STK USD5 | 33,365 Units | 336,319 |

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| PACER INTL INC COM | 18,260 Units | 193,191 |
| PEPSIAMERICAS INC COM STK USD0.01 | 9,260 Units | 189,784 |
| POLYCOM INC COM STK USD0.0005 | 32,100 Units | 433,671 |
| PRICE T.ROWE ASSOC INC COM STK USD0.20 | 24,100 Units | 854,104 |
| PROASSURANCE CORP COM STK USD0.01 | 2,025 Units | 106,880 |
| PSYCHIATRIC SOLUTIONS INC COM STK USD0.01 | 25,900 Units | 721,315 |
| RTI INTERNATIONAL METALS INC COM STK USD0.01 | 27,900 Units | 399,249 |
| REGENERON PHARMACEUTICALS INC COM STK USD0.001 | 50,700 Units | 930,852 |
| RENT-A-CENTER INC COM STK USD0.01 | 17,925 Units | 316,376 |
| SLM CORP COM STK USD0.20 | 75,790 Units | 674,531 |
| SAKS INC COM STK USD0.10 | 78,000 Units | 341,640 |
| SANOFI-AVENTIS ADR ECH REP 1/2 ORD EUR2 SPON | 46,800 Units | 1,505,088 |
| SCANA CORP(NEW) COM STK NPV | 27,762 Units | 1,001,575 |
| SHIRE PLC | 20,280 Units | 908,138 |
| SIRIUS XM RADIO INC | 302,680 Units | 36,322 |
| STILLWATER MINING CO COM STK USD0.01 | 107,100 Units | 529,074 |
| SUNOCO INC COM STK USD1 | 27,900 Units | 1,212,534 |
| TW TELECOM INC CLS'A'COM STK USD0.01 | 72,200 Units | 611,534 |
| TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01 | 51,430 Units | 364,639 |
| 3M CO COM STK USD0.01 | 10,000 Units | 575,400 |
| TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001 | 155,800 Units | 535,952 |
| TRUE RELIGION APPAREL INC COM STK USD0.00001 | 46,300 Units | 575,972 |
| UNITED AMERICA INDEMNITY LTD COM STK | 3,980 Units | 50,984 |
| VALERO ENERGY CORP(NEW) COM STK USD0.01 | 54,500 Units | 1,179,380 |
| VECTREN CORP COM NPV | 9,100 Units | 227,591 |
| VIAD CORP COM STOCK USD1.5 | 8,300 Units | 205,674 |
| VISA INC USD0.0001 'A' | 61,400 Units | 3,220,430 |
| VOLCOM INC COM STK USD0.001 | 3,400 Units | 37,060 |
| WESCO INTERNATIONAL INC COM STK USD0.01 | 9,995 Units | 192,204 |
| WPT ENTERPRISES INC COM STK USD0.001 | 21,127 Units | 9,085 |
| YAMANA GOLD INC COM NPV | 30,500 Units | 235,778 |
| AMDOCS ORD GBP0.01 | 33,600 Units | 614,544 |
| ARGO GROUP INTL HLDGS COM STK USD0.01 | 7,919 Units | 268,612 |
| ASPEN INSURANCE HLDGS COM STK USD0.15144558 | 5,800 Units | 140,650 |
| ASSURED GUARANTY LTD COM STK USD0.01 | 86,700 Units | 988,380 |
| ACCENTURE COM STK CLS'A'USD0.0000225 | 19,800 Units | 649,242 |
| BUNGE LTD COM STK USD0.01 | 7,300 Units | 377,921 |
| CASTLEPOINT HOLDINGS LTD COM STK USD0.01 | 16,900 Units | 229,164 |
| ENDURANCE SPECIALTY HLDGS LTD USD1 | 19,500 Units | 595,335 |
| FOSTER WHEELER LTD ORD USD1 | 15,200 Units | 355,376 |

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| HERBALIFE LTD | 23,300 Units | | 505,144 |
| IPC HLDGS COM STK USD0.01 | 16,235 Units | | 485,427 |
| LAZARD LTD COM STK CLASS 'A' USD0.01 | 83,900 Units | | 2,495,186 |
| MAX CAPITAL GROUP COM STK USD1 | 40,015 Units | | 708,266 |
| NOBLE CORP COM STK USD0.1 | 25,400 Units | | 561,086 |
| OPENTV CORP NPV CLASS'A' | 216,900 Units | | 266,787 |
| PARTNERRE COM STK USD1 | 5,270 Units | | 375,593 |
| PLATINUM UNDERWRITERS HLDGS LTD SHS | 16,191 Units | | 584,171 |
| TYCO INTERNATIONAL LTD USD0.10 | 25,400 Units | | 553,720 |
| WILLIS GROUP HOLDINGS COM STK USD0.000115 | 18,328 Units | | 460,766 |
| XOMA LTD COM STK USD0.0005 | 186,800 Units | | 115,816 |
| ACE LIMITED CHF33.74 | 15,500 Units | | 820,260 |
| ALCON INC CHF0.20 | 33,900 Units | | 3,023,541 |
| CORE LABORATORIES NV EUR0.01 | 900 Units | | 53,874 |
| STEINER LEISURE COM STK USD0.01 | 24,000 Units | | 708,480 |
| FLEXTRONICS INTERNATIONAL ORD USD0.01 | 144,112 Units | | 368,927 |
| VERIGY LTD COM NPV | 8,430 Units | | 81,097 |
| Total Corporate Stock | | \$ | 345,027,766 |
| Corporate Debt Securities | | | |
| AIFUL CORPORATION 5% DUE 10/AUG/2005 | 70,000 Units | \$ | 39,857 |
| AIR 2 US 8.027% NTS 01/OCT/2020 USD1000 SER'A' | 79,386 Units | | 61,133 |
| ALCOA INC 6% BDS 15/JUL/2013 USD2000 | 80,000 Units | | 74,548 |
| ALTERNATIVE LOAN TRUST 2006-OA 4-A-1 VARIABLE | 248,462 Units | | 96,903 |
| ALTERNATIVE LOAN TRUST 2007-AL A-1 5.570% | 105,099 Units | | 39,727 |
| ALTRIA GROUP INC 9.7% NTS 10/NOV/2018 USD1000 | 140,000 Units | | 153,240 |
| AMERICA MOVIL SAB DE CV 5.625% SNR NTS 15/NOV/2017 | 40,000 Units | | 35,849 |
| AMERICAN EXPRESS CO FLTG RTE DEB 01/SEP/2066 | 50,000 Units | | 27,028 |
| AMERICAN EXPRESS CREDIT CORP 5.875% BDS | 20,000 Units | | 19,392 |
| AMERICAN HOME MORTGAGE ASSETS TRUST 2006-2 2A1 | 246,544 Units | | 97,697 |
| AMERICAN HOME MORTGAGE ASSETS TRUST 2006-3 3A12 | 219,542 Units | | 88,700 |
| AMERICAN HOME MORTGAGE ASSETS TRUST 2006-4 I-A-1- | 308,061 Units | | 107,346 |
| AMERICAN INTERNATIONAL GROUP INC 5.85% MTN | 20,000 Units | | 13,942 |
| ANADARKO FINANCE CORP 7.5% BDS 01/MAY/2031 USD1000 | 140,000 Units | | 125,549 |
| ANADARKO PETROLEUM CORP 5.79% SR FLTG RATE NTS | 110,000 Units | | 105,375 |
| ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016 | 20,000 Units | | 18,017 |
| | 90,000 Units | | 72,704 |

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| ANADARKO PETROLEUM CORP 6.45% SNR NTS 15/SEP/2036 | | |
| AOL TIME WARNER INC 6.875% NTS 01/MAY/2012 USD1000 | 100,000 Units | 97,215 |
| AOL TIME WARNER INC 7.7% BDS 01/MAY/2032 USD1000 | 30,000 Units | 30,422 |
| APACHE CORP 6% NTS 15/SEP/2013 USD2000 | 70,000 Units | 73,645 |
| BAC CAPITAL TRUST XIV 5.63% NTS PERP USD1000 | 10,000 Units | 4,175 |
| BAKER HUGHES INC 7.5% BDS 15/NOV/2018 USD1000 | 90,000 Units | 100,960 |
| BANC OF AMERICA COMMERCIAL MORTGAGE 5.8379% BDS | 90,000 Units | 59,270 |
| BANC OF AMERICA COMMERCIAL MORTGAGE TRUST 2006-3 | 430,000 Units | 352,539 |
| BANC OF AMERICA FUNDING 2006-E TRUST 2006-E 2-A-1 | 198,959 Units | 104,700 |
| BANC OF AMERICA FUNDING 2006-G TRUST 2006-G 2-A-2 | 184,258 Units | 160,029 |
| BANK OF AMERICA CORP 8.125% BDS 29/DEC/2049 | 70,000 Units | 53,098 |
| BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR | 288,409 Units | 224,984 |
| BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14 | 172,894 Units | 129,657 |
| BEAR STEARNS ALT-A TR 2004-11 MTG PASSTHRU CTF CL | 109,365 Units | 60,454 |
| BEAR STEARNS ALT-A TRUST 2004-11 II-A-6 VARIABLE | 88,857 Units | 56,842 |
| BEAR STEARNS CO 6.4% BDS 02/OCT/2017 USD1000 | 120,000 Units | 126,600 |
| BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000 | 20,000 Units | 22,521 |
| BEAR STEARNS SECURITIES TRUST 01-3 A-1 VARIABLE | 10,635 Units | 8,289 |
| BEAR STEARNS STRUCTURED PRODUCTS TRUST 2007-EM A-1 | 296,927 Units | 253,661 |
| BP CAPITAL MARKETS 5.25% GTD SNR NTS 07/NOV/2013 | 140,000 Units | 147,254 |
| CARDINAL HEALTH INC 5.85% NTS 15/DEC/2017 USD1000 | 100,000 Units | 90,428 |
| CATERPILLAR FINANCIAL SERVICES CORP SER'F' 6.2% MTN | 100,000 Units | 104,728 |
| C-BASS MORTGAGE LOAN ASSET BACKED CERTIFICATES | 95,100 Units | 62,696 |
| CITIGROUP INC 4.125% 22/FEB/2010 | 140,000 Units | 140,029 |
| CITIGROUP INC 5% NTS 15/SEP/2014 USD1000 | 180,000 Units | 160,975 |
| CITIGROUP INC 5.625% BDS 27/AUG/2012 USD1000 | 110,000 Units | 105,248 |
| CITIGROUP INC 5.875% BDS 29/MAY/2037 USD1000 | 20,000 Units | 20,089 |

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|---|---------------|---------|
| CITIGROUP INC 6.125% NTS 25/AUG/2036 USD1000 | 10,000 Units | 9,172 |
| CITIGROUP INC 6.875% SNR NTS 05/MAR/2038 | 120,000 Units | 139,205 |
| COMCAST CORP 6.5% BDS 15/JAN/2017 USD1000 | 90,000 Units | 91,592 |
| COMCAST CORP 6.50 15/JAN/2015 | 210,000 Units | 212,710 |
| COMM 2006-C8 A-4 5.306% 10/DEC/2046 | 310,000 Units | 227,627 |
| CONOCO INC 6.95% SNR NTS 15/APR/2029 USD1000 | 270,000 Units | 294,509 |
| COUNTRYWIDE ALTERNATIVE LOAN TRUST 2005-44 1A1 VAR | 300,028 Units | 138,605 |
| COUNTRYWIDE ALTERNATIVE LOAN TRUST SER#2005-59 | 214,843 Units | 107,444 |
| COUNTRYWIDE FINANCIAL CORP 5.8% BDS 07/JUN/2012 | 70,000 Units | 68,496 |
| COUNTRYWIDE HOME EQUITY LOAN TRUST 2004-R CL 2A | 167,721 Units | 50,753 |
| CREDIT SUISSE COMMERCIAL MORTGAGE TRUST 2006-C2 | 200,000 Units | 163,795 |
| CREDIT SUISSE COMMERCIAL MORTGAGE TRUST 2007-C5 | 70,000 Units | 41,916 |
| CREDIT SUISSE COMMERCIAL MTG TRUST 5.467% CMO | 360,000 Units | 266,515 |
| CREDIT SUISSE GUERNSEY 5.86% UNDATED BDS USD2000 | 40,000 Units | 18,974 |
| CREDIT SUISSE MORTGAGE CAPITAL CERTIFICATE 2007-C4 | 150,000 Units | 90,301 |
| CREDIT SUISSE MORTGAGE CAPITAL CERTIFICATE 2007-C4 | 200,000 Units | 124,665 |
| CSMC TRUST 2006-CF2 VAR 25/MAY/2036 | 139,785 Units | 87,688 |
| CVS CORP 126650AQ3 5.789% 10/JAN/2026 | 34,734 Units | 26,556 |
| CVS CORP BDS PASSTHRU CT 6.036% 10/DEC/2028 | 216,489 Units | 132,437 |
| CVS LEASE PASS THROUGH 5.88% 10/JAN/2028 | 2,791 Units | 2,553 |
| CWABS ASSET-BACKED NOTE TRUST 2006-SD A-1 14 | 175,264 Units | 125,721 |
| CWALT ALTERNATIVE LN TR SER 2006 OA FR CMO | 190,139 Units | 82,508 |
| CWALT INC 12667GPB3 20/JUL/2035 | 176,633 Units | 87,188 |
| CWHEQ REVOLVING HOME EQUITY LOAN RESECURITIZATION | 180,041 Units | 25,237 |
| CWMBS INC 12669GUX7 25/MAR/2035 | 119,659 Units | 56,160 |
| CWMBS, INC. 2003-60 DUE 25/FEB/2034 | 223,518 Units | 153,720 |
| DAIMLER NORTH AMERICA CORPORATION 5.875% BDS | 170,000 Units | 151,181 |
| DELTA AIR LINES INC 6.619% ASSET BKD NTS | 73,889 Units | 64,283 |
| DELTA AIR LINES VAR 10/AUG/2022 | 93,494 Units | 58,126 |
| DEUTSCHE TELEKOM INTL FINANCE B.V. 5.75% BDS | 70,000 Units | 68,102 |
| DIAGEO 7.375% BDS 15/JAN/2014 USD1000 | 140,000 Units | 151,143 |
| DOMINION RESOURCES INC 5.7% 17/SEP/2012 | 130,000 Units | 130,864 |
| | 20,000 Units | 21,716 |

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|---|-----------------|-----------|
| DOMINION RESOURCES INC(VIRGINIA) 8.875% BDS | | |
| DRIVE AUTO RECEIVABLES TRUST 2006-2 A-3 14 5.330% | 320,000 Units | 282,357 |
| DUKE ENERGY CORP 5.625% DUE 30/NOV/2012 | 170,000 Units | 173,952 |
| ENTERPRISE PRODUCTS OPER L P 9.75% BDS 31/JAN/2014 | 130,000 Units | 133,187 |
| EUROHYPO AG 5% MTN 20/JAN/2012 USD1000 '144A' | 10,000 Units | 10,867 |
| EXELON CORP 5.625% BDS 15/JUN/2035 USD1000 | 35,000 Units | 22,182 |
| FHLMC GOLD TBA 30 YR 5.5% MBPT 15/JAN/2033 USD1000 | 800,000 Units | 818,750 |
| FIRST HORIZON ALTERNATIVE MORTGAGE SECURITIES | 108,799 Units | 32,579 |
| FIRSTENERGY CORP 6.45% BDS 15/NOV/2011 USD1000 | 70,000 Units | 66,745 |
| FIRSTENERGY CORP 7.375% BDS 15/NOV/2031 USD1000 | 165,000 Units | 157,648 |
| FNMA TBA 15YR TBA 05.000% JAN | 500,000 Units | 513,125 |
| FNMA TBA 5% MBPT 15/JAN/2034 USD1000 | 5,100,000 Units | 5,206,784 |
| FNMA TBA 5.5% MBPT 15/JAN/2019 USD1000 | 500,000 Units | 514,844 |
| FREEMPORT-MCMORAN COPPER & GOLD INC 8.375% BDS | 140,000 Units | 117,731 |
| GENERAL ELECTRIC CAPITAL CORP FLTG RATE NTS | 180,000 Units | 114,632 |
| GLAXOSMITHKLINE CAPITAL INC 5.65% SNR NTS | 150,000 Units | 158,632 |
| GLITNIR BANKI HF 6.33% NTS 28/JUL/2011 USD1000 | 150,000 Units | 11,160 |
| GLITNIR BANKI HF 6.375% NTS 25/SEP/2012 USD1000 | 100,000 Units | 6,450 |
| GMAC COMMERCIAL MORTGAGE SECURITIES INC 2006-C1 | 300,000 Units | 240,373 |
| GNMA TBA 30 YR 6.5% MBPT 15/JAN/2036USD1000 | 700,000 Units | 727,782 |
| GOLDMAN SACHS CAPITAL II 5.793% BDS PERPETUAL | 70,000 Units | 27,255 |
| GOLDMAN SACHS GROUP LP 4.500 15JNE15/JUN/2010 | 110,000 Units | 108,613 |
| GREENPOINT MORTGAGE FUNDING TRUST 2006-AR 1-A1B | 287,932 Units | 233,649 |
| GREENPOINT MORTGAGE FUNDING TRUST 2006-AR A1-A | 194,358 Units | 146,202 |
| GREENPOINT MORTGAGE FUNDING TRUST FR CMO | 227,996 Units | 186,526 |
| GSA HOME EQUITY TRUST SER 2005-5 CL A4 | 62,347 Units | 27,544 |
| HARBORVIEW MORTGAGE LOAN TRUST 02/OCT/2007A-1A | 323,342 Units | 124,457 |
| HARBORVIEW MORTGAGE LOAN TRUST 2006-9 2A1A VAR | 275,892 Units | 118,736 |
| HARBORVIEW MTG LN TR 2005-7 MTG | 278,004 Units | 120,693 |

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| HARBORVIEW MTG LN TR 2006-7 2A-1A 19/SEP/2046 FLT | 249,207 Units | 101,580 |
| HBOS CAPITAL FDG FR NTS 29/DEC/2049 USD1000 | 20,000 Units | 7,400 |
| HOLDINGS III LTD 27/SEP/2037 | 377,202 Units | 366,856 |
| ILFC E-CAPITAL TRUST II 6.25% BDS 21/DEC/2065 | 100,000 Units | 41,950 |
| IMPERIAL CMB TRUST SERIES 2003-4 DUE | 5,350 Units | 3,109 |
| INDYMAC INDA 2007-AR7 1-A-1 25/NOV/2037 FLT | 47,021 Units | 29,231 |
| JPMORGAN CHASE & CO 2.125% GTD BDS 22/JUN/2012 | 60,000 Units | 60,282 |
| JPMORGAN CHASE & CO 5.125% 15/SEP/2014 | 270,000 Units | 265,725 |
| JPMORGAN CHASE & CO 5.15% 01/OCT/2015 | 140,000 Units | 133,998 |
| KAUPTHING BK HF MTN SR BK 144A FR | 310,000 Units | 12,400 |
| KERR MCGEE CORP 6.95% 01/JUL/2024 | 80,000 Units | 72,928 |
| KEY BANK NA 5.5% 17/SEPT/2012 | 20,000 Units | 18,963 |
| KINDER MORGAN ENER PART | 70,000 Units | 61,199 |
| KINDER MORGAN ENERGY PARTNERS 6% SNR NTS | 20,000 Units | 17,864 |
| KINDER MORGAN ENERGY PARTNERS 6.95% BDS | 120,000 Units | 100,895 |
| KONINKLIJKE KPN NV 8% BDS 01/OCT/2010 USD1000 | 120,000 Units | 123,504 |
| KROGER CO 6.15% NTS 15/JAN/2020 USD1000 | 10,000 Units | 10,150 |
| LANDSBANKI ISLANDS HF 6.1% NTS 25/AUG/2011 USD1000 | 150,000 Units | 2,625 |
| LEHMAN BROS CAP TR VII VAR PERP | 90,000 Units | 9 |
| LEHMAN BROS HLDGS INC 5.25% FR MTN '700' | 50,000 Units | 4,750 |
| LEHMAN BROS HLDGS INC 6.2% BDS 26/SEP/2014 USD1000 | 30,000 Units | 2,850 |
| LEHMAN BROS HLDGS INC 6.5% BDS 19/JUL/2017 USD1000 | 80,000 Units | 8 |
| LEHMAN BROS HLDGS INC 6.75% BDS 28/DEC/2017 | 210,000 Units | 21 |
| LEHMAN XS TRUST 2006-14 1-A1B VARIABLE 25/SEP/2046 | 312,554 Units | 82,825 |
| LEHMAN XS TRUST 2006-2N 1-A1 VARIABLE 25/FEB/2046 | 316,589 Units | 128,918 |
| LEHMAN XS TRUST 2006-GP4 3-A1A 25/AUG/2046 FLT | 170,335 Units | 130,864 |
| LEHMAN XS TRUST VAR 25/NOV/2035 | 197,954 Units | 89,039 |
| MASTR ADJUSTABLE RATE MORTGAGES TRUST 2007-3 1-2A1 | 333,240 Units | 128,521 |
| MERRILL LYNCH & CO INC 5.7% BDS 02/MAY/2017 | 110,000 Units | 98,483 |
| MERRILL LYNCH FIRST FRANKLIN MORTGAGE LOAN TRUST | 304,005 Units | 231,126 |
| MERRILL LYNCH MORTGAGE TRUST 2006-C1 A-4 VARIABLE | 400,000 Units | 327,706 |
| METLIFE INC BDS 6.4% 15/DEC/2066 USD1000 | 195,000 Units | 117,583 |

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| ML-CFC COML MTG TR 2007-5 A-4 12/AUG/2048 5.37800 | 90,000 Units | 66,934 |
| MORGAN STANLEY 5.625% BDS 09/JAN/2012 USD1000 | 130,000 Units | 126,774 |
| MORGAN STANLEY 6.6250% 01/APR/2018 | 100,000 Units | 89,385 |
| MORGAN STANLEY BDS 18/OCT/2016 USD100000 | 30,000 Units | 20,943 |
| MORGAN STANLEY MORTGAGE LOAN TRUST 4.215% CMO | 24,339 Units | 11,449 |
| NEWS AMERICA INC 6.65% SNR NTS 15/NOV/2037 USD1000 | 10,000 Units | 9,983 |
| NORTHWEST AIRLINES CORP 7.575% BDS 01/MAR/2019 | 40,177 Units | 30,143 |
| OCCIDENTAL PETROLEUM CORP 7% SNR NTS 01/NOV/2013 | 120,000 Units | 132,607 |
| PACIFIC GAS & ELECTRIC 6.05% 01/MAR/2034 | 70,000 Units | 75,756 |
| PACIFIC GAS & ELECTRIC CO 5.8% SNR NTS 01/MAR/2037 | 10,000 Units | 10,565 |
| PACIFIC GAS & ELECTRIC CO 8.25% SNR NTS | 10,000 Units | 12,175 |
| PEMEX PROJECT FUNDING MASTER TRUST 6.625% BDS | 60,000 Units | 50,967 |
| PEPSICO INC 7.9% SNR UNSEC NTS 01/NOV/2018 USD1000 | 70,000 Units | 86,824 |
| PETROBRAS INTERNATIONAL FINANCE 6.125% NTS | 90,000 Units | 89,052 |
| RALI SERIES TRUST 2006-QO8 I-A1B 25/OCT/2046 FLT | 371,004 Units | 93,724 |
| RBSGC MORTGAGE LOAN TRUST 2007-B 1A4 VARIABLE | 145,763 Units | 73,802 |
| RESONA PFD GLOBAL SECS VAR PERP 144A | 60,000 Units | 30,398 |
| REYNOLDS AMERICAN INC 7.625% SNR NTS 01/JUN/2016 | 40,000 Units | 33,567 |
| RIO TINTO FINANCE LTD 6.5% BDS 15/JUL/2018 USD2000 | 100,000 Units | 76,639 |
| RUSSIAN FEDERATION MINISTRY FINANCE VAR BDS | 300,000 Units | 267,874 |
| SECURITIZED ASSET BACKED RECEIVABLES LLC TRUST | 300,508 Units | 139,342 |
| SHELL INTL.FIN.BV 6.375% GTD NTS 15/DEC/2038 USD | 90,000 Units | 101,568 |
| SHINSEI FIN CAYMAN LTD 6.418% BDS 20/JUL/2016 | 110,000 Units | 26,198 |
| SIERRA TIMESHARE RECEIVABLES FUNDING LLC 2006-1 | 113,590 Units | 92,874 |
| SLM CORP 5% MTN 01/OCT/2013 USD1000 | 45,000 Units | 32,761 |
| SLM CORP 5.625% 01/AUG/2033 | 245,000 Units | 154,370 |
| SLM CORP 78442FCJ5 5.375% 15/MAY/2014 | 20,000 Units | 13,635 |
| SMFG PREFERRED CAPITAL VAR BDS PERPETUAL USD100000 | 100,000 Units | 70,106 |
| SOUTHERN NATURAL GAS CO 5.9% NTS 15/MAR/2017 | 20,000 Units | 16,144 |

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| SPRINT CAP CORP NT 8.375% DUE 15/MAR/2012 STRUCTURED ASSET MORTGAGE INVESTMENTS II TRUST | 190,000 Units | 156,685 |
| STRUCTURED ASSET MORTGAGE INVESTMENTS INC 2006-AR7 | 239,542 Units | 82,494 |
| STRUCTURED ASSET SECS CORP 4.956% MTG BDS | 297,061 Units | 118,052 |
| SUNTRUST CAPITAL VIII 6.1% NTS 15/DEC/2036 USD1000 | 117,608 Units | 80,201 |
| TBA FNMA SF 5.50 30 YRS JAN | 120,000 Units | 84,823 |
| TELECOM ITALIA CAPITAL 5.25% 01OCT20015 | 2,450,000 Units | 2,511,250 |
| TELECOM ITALIA CAPITAL 6.999% GTD NTS 04/JUN/2018 | 70,000 Units | 54,206 |
| TERWIN MORTGAGE TRUST TMTS 20 AF-3 VARIABLE | 50,000 Units | 40,825 |
| THORNBURG MORTGAGE SECURITIES TRUST 2006-1 A-3 | 200,000 Units | 168,671 |
| THORNBURG MORTGAGE SECURITIES TRUST 2007-4 3A-1 | 79,187 Units | 78,893 |
| THORNBURG MTG TR 2007-4 2A-1 25/SEP/2037 FLT | 146,436 Units | 113,105 |
| TIME WARNER CABLE INC 8.75% BDS 14/FEB/2019 | 155,542 Units | 110,964 |
| TNK-BP FINANCE CALL7.875%13/MAR/2018 | 80,000 Units | 87,823 |
| TOYOTA MTR CRD CORP MTN BE VR | 200,000 Units | 104,725 |
| TRAVELERS COS INC VAR 15/MAR/2067 | 70,000 Units | 69,657 |
| TYCO INTERNATIONAL 6% NTS 15/NOV/2013 USD1000 | 120,000 Units | 80,842 |
| VALE OVERSEAS LIMITED 6.875% GTD NTS 21/NOV/2036 | 220,000 Units | 208,116 |
| VERIZON COMMUNICATIONS INC 5.5% BDS 15/FEB/2018 | 165,000 Units | 151,031 |
| VERIZON COMMUNICATIONS INC 8.95% SNR NTS | 50,000 Units | 49,131 |
| VERIZON COMMUNICATIONS INC NT 6.1% 15/APR/2018 | 100,000 Units | 130,586 |
| VERIZON GLOBAL FUNDING CORP 7.375% BDS 01/SEP/2012 | 35,000 Units | 35,324 |
| WACHOVIA BANK COMMERCIAL MTG TST FLTG RATE NTS | 40,000 Units | 42,830 |
| WACHOVIA CORP 5.75% BDS 15/JUN/2017 USD1000 | 152,165 Units | 63,405 |
| WACHOVIA CORPORATION 5.25% 01/AUG/2014 | 30,000 Units | 29,937 |
| WAL-MART STORES INC 5.8% NTS 15/FEB/2018 USD1000 | 220,000 Units | 209,746 |
| WAL-MART STORES INC 6.2% BDS 15/APR/2038 USD1000 | 110,000 Units | 124,131 |
| WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2005-AR | 10,000 Units | 11,575 |
| WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2005-AR | 462,324 Units | 214,242 |
| | 132,004 Units | 60,920 |

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| WAMU MORTGAGE PASS-THROUGH TRUST | | |
| 2005 AR14 1A1 | 101,801 Units | 82,401 |
| WAMU MTG CERT 2007-OA6 1A-1B 25/JUL/2047 FLT | 362,969 Units | 108,769 |
| WAMU MTG PASS THRU CTFS SER 2006 AR FLTG RATE NTS | 129,163 Units | 75,322 |
| WASTE MGMT INC DEL SR NT 6.375% 15/NOV/2012 | 130,000 Units | 122,288 |
| WELLPOINT INC 5.875% BDS 15/JUN/2017 USD1000 | 10,000 Units | 9,127 |
| WELLS FARGO CAPITAL VAR BDS 01/DEC/2086 USD100000 | 100,000 Units | 85,983 |
| WELLS FARGO MORTGAGE BACKED SECURITIES TRUST | 224,933 Units | 163,889 |
| WEYERHAEUSER CO 6.75% NTS 15/MAR/2012 USD1000 | 90,000 Units | 82,352 |
| WISCONSIN POWER & LIGHT CO 6.375% DEB 15/AUG/2037 | 20,000 Units | 20,712 |
| WYETH 5.95% BDS 01/APR/2037 USD2000 | 70,000 Units | 78,761 |
| XTO ENERGY INC SR NT 6.5% 15/DEC/2018 | 130,000 Units | 126,219 |
| W/PUT EURO DOLLAR FUT OPT 98.750DUE 16/MAR/2009 | (11) Units | (2,888) |
| W/CALL EURO DOLLAR FUT OPT 97.750DUE 16/MAR/2009 | Units (16) | (48,200) |
| W/PUT EURO DOLLAR FUT OPT 97.250DUE 16/MAR/2009 | Units (21) | (394) |
| W/PUT USA TREAS NTS FUT 10 126.500DUE 20/FEB/2009 | Units (26) | (70,688) |
| W/CALL USA TREAS 20/FEB/2009 | (4)Units | (1,875) |
| US LONG BOND(CBT) FUTURE MAR09 20/MAR/2009 (USH9) | Units (5) | 16,875 |
| 2 YEAR T NOTES-CBT FUTURE SH MAR 09 (TUH9) | Units (1) | 31 |
| 10 YEAR T NOTES-CBT FUTURE SH MAR 09 (TYH9) | Units (112) | 173,250 |
| 5 YEAR T NOTES-CBT FUTURE LG MAR 09 (FVH9) | Units 183 | (97,219) |
| MAR 09 EURODOLLAR-CME FUTURE LG EDH9 90DAY EURO\$ FUTR FUTURE JUN09 15/JUN/2009 (EDM9) | 44 Units Units 9 | (2,200) (788) |
| Total Corporate Debt Securities | | \$ 28,808,270 |
| Government Bonds | | |
| UNITED MEXICAN STATES 6.75% NTS 27/SEP/2034 | 257,000 Units | 275,665 |
| UNITED STATES OF AMER TREAS STRIP PRIN PMT | 20,000 Units | 12,967 |
| UNITED STATES OF AMER TREAS BONDS 6.25% USA TREASURY BDS6.375% BDS 15/AUG/2027 USD1000 | 100,000 Units 90,000 Units | 138,751 133,877 |
| | 110,000 Units | 180,237 |

| | | | |
|---|-----------------|----|------------|
| UNITED STATES OF AMER TREAS NOTES FLT TIPS | | | |
| UNITED STATES OF AMER TREAS BONDS | | | |
| 2.375% BDS | 660,000 Units | | 753,888 |
| UNITED STATES TREAS BDS TIPS 02.000% | | | |
| 15/JAN/2026 | 290,000 Units | | 301,110 |
| UNITED STATES OF AMER TREAS NOTES NTS VAR | | | |
| | 540,000 Units | | 589,184 |
| UNITED STATES TREAS BDS VAR 15/JAN/2028 | 130,000 Units | | 125,299 |
| UNITED STATES OF AMER TREAS NOTES 2.625% | | | |
| | 40,000 Units | | 43,357 |
| UNITED STATES OF AMER TREAS BONDS 1.25% TB | | | |
| | 210,000 Units | | 212,486 |
| US Treasury Note – 4.625%, 2/28.2008 (912828EY) | 8,665,000 Units | | 8,675,154 |
| Total Government Bonds | | \$ | 11,441,975 |
| Mortgage Backed Securities | | | |
| FANNIE MAE 5.25% 01/AUG/2012 | 110,000 Units | \$ | 118,348 |
| FEDERAL AGRIC MTG CORP MNTS B FR 3.875% 19/AUG/2011 | | | |
| | 70,000 Units | | 75,359 |
| FEDERAL HOME LOAN BANKS 4.875% BDS 18/NOV/2011 | | | |
| | 140,000 Units | | 153,695 |
| FEDERAL HOME LOAN MORTGAGE CORP 4.75% NTS | | | |
| | 100,000 Units | | 114,257 |
| FEDERAL HOME LOAN MORTGAGE CORP 5.45% BDS | | | |
| | 20,000 Units | | 20,539 |
| FEDERAL HOME LOAN MTG CORP 90,000 Units | | | |
| | | | 88,887 |
| FEDERAL NATIONAL MORTGAGE ASSOC 5% MBPT | | | |
| | 1,075,558 Units | | 1,105,462 |
| FEDERAL NATIONAL MORTGAGE ASSOC 6% BDS 18/APR/2036 | | | |
| | 60,000 Units | | 68,258 |
| FEDERAL NATIONAL MORTGAGE ASSOCIATION 5.0% POOL | | | |
| | 791,306 Units | | 813,307 |
| FEDERAL NATL MTG ASSN PRIN ST PRINPMT 01/FEB/2019 | | | |
| | 30,000 Units | | 16,941 |
| FHLMC MORTPASS ARM 01/APR/2037 1N PN# 1N1454 | | | |
| | 405,182 Units | | 418,154 |
| FHLMC MORTPASS ARM 01/FEB/2037 1G PN# 1G2628 | | | |
| | 370,965 Units | | 383,507 |
| FHLMC MORTPASS ARM 01/SEP/2037 1G PN# 1G2201 | | | |
| | 168,671 Units | | 174,362 |
| FHLMCGLD MORTPASS 5.5% 01/JAN/2038 G0 PN# G03696 | | | |
| | 1,150,029 Units | | 1,183,676 |
| FHLMCGLD MORTPASS 5.5% 01/NOV/2035 A3 PN# A39803 | | | |
| | 231,373 Units | | 238,191 |
| FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695 | | | |
| | 1,068,810 Units | | 1,100,141 |
| FNMA MORTPASS 5% 01/SEP/2033 CL PN# 738567 | | | |
| | 1,045,327 Units | | 1,074,390 |
| FNMA MORTPASS 5.5% 01/FEB/2036 CL PN# 852523 | | | |
| | 383,334 Units | | 395,170 |

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| FNMA MORTPASS 5.5% 01/JUL/2037 CL PN# 928470 | 42,534 Units | 43,845 |
| FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745 | 286,342 Units | 295,541 |
| FNMA MORTPASS 5.5% 01/JUN/2037 CL PN# 899569 | 549,956 Units | 566,906 |
| FNMA MORTPASS 5.5% 01/NOV/2036 CL PN# 745959 | 531,433 Units | 547,842 |
| FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879 | 512,055 Units | 535,202 |
| FNMA MORTPASS 6.5% 01/NOV/2037 CL PN# 956793 | 302,466 Units | 316,139 |

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|----------------------------------|--|----|-----------|
| Total Mortgage Backed Securities | | \$ | 9,848,119 |
|----------------------------------|--|----|-----------|

Registered Investment Companies

| | | | |
|--|--------------|----|---------|
| ABERDEEN INTL EQUITY CLASS A | 539 Units | \$ | 4,963 |
| ACCESSOR INETNATNL EQUITY PORT INV CL | 548 Units | | 5,730 |
| AIM CHINA FD CL B | 100 Units | | 1,075 |
| AIM CHINA FD CLASS A | 43 Units | | 464 |
| AIM ENERGY CLASS B | 150 Units | | 3,444 |
| AIM ENERGY INVESTOR CLASS | 209 Units | | 5,147 |
| AIM GOLD & PRECIOUS METALS INV CLASS | 5,419 Units | | 28,502 |
| AIM INTERNATIONAL CORE EQUITY INV CL | 5,293 Units | | 44,779 |
| ALLIANCEBER GLOBAL BOND CLASS A | 8,680 Units | | 58,679 |
| ALLIANCEBER INTL VALUE ADVISOR | 1,106 Units | | 11,605 |
| ALLIANZ NFJ DIVIDEND VALUE FD CL D | 3,566 Units | | 34,165 |
| ALLIANZ RCM TECHNOLOGY CL A | 227 Units | | 5,320 |
| ALLIANZ RCM TECHNOLOGY CL D | 1,478 Units | | 34,231 |
| ALPINE DYNAMIC DIVID FUND | 10,411 Units | | 52,576 |
| ALPINE INTERNATIONAL REAL ESTATE EQUITY Y | 2,362 Units | | 26,544 |
| AMANA MUTUAL FUND TRUST GROWTH | 25,172 Units | | 405,519 |
| AMANA MUTUAL FUND TRUST INCOME | 3,318 Units | | 78,012 |
| AMER CENTURY TARGET MATURITIES TR 2010 | 420 Units | | 44,174 |
| AMER CENTURY TARGET MATURITIES TR 2015 | 212 Units | | 20,574 |
| AMER CENTURY TARGET MATURITIES TR 2025 | 1,122 Units | | 80,035 |
| AMERICAN AMCAP CLASS A | 841 Units | | 10,154 |
| AMERICAN BALANCED CL R5 | 1,639 Units | | 22,607 |
| AMERICAN BALANCED CLASS R3 | 237 Units | | 3,253 |
| AMERICAN BEACON BALANCED | 1,844 Units | | 17,521 |
| AMERICAN BEACON ERMG MKTS PLANAHEAD CL | 2,417 Units | | 18,107 |
| AMERICAN BEACON LARGE CAP VALUE PLAN | 4,188 Units | | 54,908 |
| AMERICAN BOND FUND OF AMERICA CL R3 | 5,635 Units | | 60,638 |
| AMERICAN BOND FUND OF AMERICA CLASS F1 | 3,837 Units | | 41,289 |
| AMERICAN CAPITAL INCOME BUILDER CL A | 2,510 Units | | 104,256 |
| AMERICAN CAPITAL INCOME BUILDER CL F1 | 350 Units | | 14,542 |
| AMERICAN CAPITAL INCOME BUILDER CL R3 | 235 Units | | 9,741 |
| AMERICAN CAPITAL INCOME BUILDER R5 | 545 Units | | 22,618 |

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| AMERICAN CAPITAL WOR LD BOND FD R5 | 4,679 Units | 88,250 |
| AMERICAN CAPITAL WORLD BOND CLASS F1 | 633 Units | 11,872 |
| AMERICAN CAPITAL WORLD GRTH & INC A | 1,026 Units | 27,268 |
| AMERICAN CAPITAL WORLD GRWTH & INC R5 | 1,043 Units | 27,714 |
| AMERICAN CASH MGT TR AMER SH BEN INT CL A | 12,623 Units | 12,623 |
| AMERICAN CENTURY CAPITAL PRESERVATION | 252,958 Units | 252,958 |
| AMERICAN CENTURY CAPITAL VAL INV SHR | 2,131 Units | 10,056 |
| AMERICAN CENTURY EMERGING MARKETS INV | 14,725 Units | 66,704 |
| AMERICAN CENTURY EQUITY GROWTH | 1,529 Units | 23,784 |
| AMERICAN CENTURY EQUITY INCOME | 22,283 Units | 134,141 |
| AMERICAN CENTURY GLOBAL GOLD | 7,693 Units | 109,476 |
| AMERICAN CENTURY HERITAGE | 3,393 Units | 39,600 |
| AMERICAN CENTURY INFLATION ADJ TREAS | 5,870 Units | 61,987 |
| AMERICAN CENTURY INTERNATIONAL BOND | 5,527 Units | 77,981 |
| AMERICAN CENTURY MID CAP VALUE INV SHS | 382 Units | 3,205 |
| AMERICAN CENTURY NEW OPP II CL C | 4,802 Units | 23,912 |
| AMERICAN CENTURY ONE CHOICE VERY AGGR INV | 237 Units | 1,947 |
| AMERICAN CENTURY REAL ESTATE | 421 Units | 4,914 |
| AMERICAN CENTURY TAX FREE BOND | 310 Units | 3,193 |
| AMERICAN CENTURY UTILITIES | 3,327 Units | 41,815 |
| AMERICAN CENTURY VISTA | 6,149 Units | 68,066 |
| AMERICAN EUROPACIFIC GROWTH CL R5 | 704 Units | 19,663 |
| AMERICAN EUROPACIFIC GROWTH CLASS A | 352 Units | 9,859 |
| AMERICAN EUROPACIFIC GROWTH CLASS F1 | 186 Units | 5,196 |
| AMERICAN FUNDAMENTAL INVESTORS R5 | 3,325 Units | 83,083 |
| AMERICAN GROWTH FUND OF AMERICA CL R3 | 140 Units | 2,834 |
| AMERICAN GROWTH FUND OF AMERICA CL R5 | 7,146 Units | 146,059 |
| AMERICAN GROWTH FUND OF AMERICA CLASS F1 | 2,291 Units | 46,590 |
| AMERICAN HIGH INCOME TRUST R3 | 3,823 Units | 29,898 |
| AMERICAN INCOME FUND OF AMER R1 | 272 Units | 3,553 |
| AMERICAN INCOME FUND OF AMERICA CLASS A | 5,648 Units | 73,932 |
| AMERICAN INCOME FUND OF AMERICA R5 | 519 Units | 6,789 |
| AMERICAN INVESTMENT CO OF AMERICA CL F1 | 125 Units | 2,619 |
| AMERICAN NEW PERSPECTIVE CLASS A | 4,515 Units | 85,242 |
| AMERICAN NEW WORLD CLASS F1 | 81 Units | 2,528 |
| AMERICAN SMALLCAP WORLD CLASS C | 394 Units | 7,685 |
| AMERICAN SMALLCAP WORLD CLASS F1 | 1,168 Units | 23,953 |
| AMERICAN WORLD GROWTH INCOME CL R3 | 1,036 Units | 27,395 |
| ANALYTIC SHORT TERM GOVERMENT INSTL | 488 Units | 4,754 |
| ARIEL FUND | 181 Units | 4,274 |
| ARTIO GLOBAL EQUITY FUND CL A | 125 Units | 3,310 |
| ARTIO INTERNATIONAL EQUITY FUND II CL A | 8,457 Units | 83,305 |
| ARTIO TOTAL RETURN BOND FUND CL A | 811 Units | 10,261 |

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| ARTISAN OPPORTUNISTIC VALUE | 1,003 Units | 6,428 |
| ARTISAN INTERNAT'L INVESTOR CLASS | 494 Units | 7,396 |
| ASTON/TAMRO ALL CAP FUND CL N | 2,280 Units | 17,873 |
| BANKS ULTRA SECTOR PRO FUND INVESTOR | 47 Units | 377 |
| BARON ASSET | 1,479 Units | 52,688 |
| BARON GROWTH | 433 Units | 13,348 |
| BARON PARTNERS FUND | 6,374 Units | 77,757 |
| BASIC MATERIAL ULTRA SEC PRO FD INVESTOR | 1,742 Units | 32,049 |
| BIOTECHNOLOGY ULTRA SECTOR PRO FD INVS | 126 Units | 6,366 |
| BLACK ROCK ALL CAP GLOBAL RES PORT CL A | 33 Units | 267 |
| BLACKROCK EQUITY DIVIDEND FD SRV CL | 1,711 Units | 22,637 |
| BLACKROCK GLOBAL RESOURCES PORT CL A | 715 Units | 12,853 |
| BLACKROCK GLOBAL RESOURCES PORT CL C | 699 Units | 9,475 |
| BLACKROCK HEALTH SCIENCES OPP PRT A | 176 Units | 3,827 |
| BLACKROCK HIGH YIELD BOND CLASS A | 2,800 Units | 14,198 |
| BLACKROCK LARGE CAP VALUE FD CL A | 577 Units | 6,803 |
| BLACKROCK LATIN AMERICA FD CL A | 37 Units | 1,093 |
| BLACKROCK LATIN AMERICA FD CL C | 43 Units | 1,185 |
| BLACKROCK NATURAL RESOURCES TR CL A | 84 Units | 2,984 |
| BRANDYWINE | 317 Units | 6,391 |
| BRANDYWINE BLUE | 6,389 Units | 126,637 |
| BRIDGEWAY AGGRESSIVE INVESTOR 2 | 11,374 Units | 111,355 |
| BRIDGEWAY BALANCED PORTFOLIO | 364 Units | 3,552 |
| BRIDGEWAY LARGE CAP GROWTH CL N | 1,765 Units | 14,313 |
| BRIDGEWAY SMALL CAP GROWTH CL N | 3,770 Units | 32,496 |
| BRIDGEWAY SMALL CAP VALUE FUND CL N | 611 Units | 5,697 |
| BRIDGEWAY ULTRA SMALL CO MARKET | 3,415 Units | 32,891 |
| BROWN CAPITAL MGMT SMALL COMPANY INST. | 2,306 Units | 56,780 |
| BUFFALO SCIENCE & TECHNOLOGY FD | 506 Units | 4,224 |
| BUFFALO BALANCED FUND | 1,319 Units | 10,740 |
| BUFFALO MID CAP FUND | 6,288 Units | 57,474 |
| CAN SLIM SELECT GROWTH FUND | 530 Units | 4,905 |
| CLIPPER | 577 Units | 23,050 |
| COHEN & STEERS REALTY SHARES | 1,362 Units | 50,405 |
| COLUMBIA EMERGING MARKETS CLASS Z | 1,090 Units | 6,902 |
| COLUMBIA ENERGY AND NATURAL RESOURCES Z | 1,213 Units | 17,110 |
| COLUMBIA GREATER CHINA FD CL Z | 200 Units | 6,786 |
| COLUMBIA INTL GROWTH CLASS Z | 1,670 Units | 17,921 |
| COLUMBIA MARSICO 21ST CENTURY CL Z | 892 Units | 8,266 |
| COLUMBIA MID CAP CORE FD CL Z | 959 Units | 10,122 |
| COLUMBIA MID CAP GROWTH CL Z | 752 Units | 10,728 |
| COLUMBIA MID CAP VALUE PRIMARY Z | 2,099 Units | 17,735 |
| COLUMBIA SELECT LRG CAP GROWTH CLASS Z | 2,547 Units | 17,750 |
| COLUMBIA SELECT SMALL CAP CLASS Z | 521 Units | 5,476 |
| COLUMBIA SMALL CAP GROWTH I CL Z | 520 Units | 9,099 |

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| COLUMBIA SMALL CAP VAL I FD CL Z | 3,217 Units | 98,090 |
| COLUMBIA SMALL CAP VALUE FD II Z | 1,377 Units | 12,170 |
| COLUMBIA SMALL CAP VALUE II CL A | 211 Units | 1,857 |
| COLUMBIA VALUE AND RESTRUCTURING CL Z | 8,298 Units | 245,042 |
| CONSUMER GOODS ULTRA SECTOR PRO FDS -INV | 487 Units | 11,583 |
| DAVIS NEW YORK VENTURE INSTL CL Y | 3,458 Units | 82,478 |
| DELAFIELD FUND INC | 2,482 Units | 37,482 |
| DIAMOND HILL FINANCIAL LONG/SHT A | 740 Units | 6,276 |
| DIAMOND HILL LARGE CAP CLASS A | 2,364 Units | 24,751 |
| DIAMOND HILL LONG SHORT CLASS A | 2,579 Units | 35,663 |
| DIAMOND HILL LONG SHORT CLASS C | 1,109 Units | 14,723 |
| DIREXION CHINA BULL 2X FUND INVESTOR | 654 Units | 18,748 |
| DIREXION DOLLAR BEAR 2.5X FD INVT CL | 501 Units | 10,180 |
| DIREXION EMERGING MKTS BEAR 2X INVST | 835 Units | 6,912 |
| DIREXION LATIN AMERICA BULL 2X INV | 580 Units | 11,288 |
| DIREXION NASDAQ 100 BEAR 2.5X FD INVT | 450 Units | 9,194 |
| DIREXION S&P 500 BEAR 2.5X INVT | 400 Units | 9,048 |
| DIREXION SMALL CAP BEAR 2.5X INV CL | 3,393 Units | 24,499 |
| DODGE & COX BALANCE | 72 Units | 3,687 |
| DODGE & COX GLOBAL STOCK FUND | 1,384 Units | 7,391 |
| DODGE & COX INCOME | 6,297 Units | 74,237 |
| DODGE & COX INTERNATL STOCK FUND | 24,084 Units | 527,436 |
| DODGE & COX STOCK | 525 Units | 39,031 |
| DREYFUS S&P 500 STOCK INDEX FUND | 102 Units | 1,877 |
| DREYFUS GREATER CHINA CL C | 1,846 Units | 35,996 |
| DREYFUS GREATER CHINA CL I | 2,989 Units | 64,393 |
| DREYFUS S&P STARS OPFR CL T | 129 Units | 1,953 |
| DWS CORE FIXED INCOME CLASS S | 8,902 Units | 77,451 |
| DWS GLOBAL BOND CLASS S | 847 Units | 8,474 |
| DWS GLOBAL OPPORTUNITIES CL S | 1,113 Units | 24,025 |
| DWS GLOBAL THEMATIC CL S | 1,490 Units | 22,155 |
| DWS GOLD & PRECIOUS METALS CL S | 601 Units | 8,316 |
| EATON VANCE GREATER INDIA FUND CLASS B | 88 Units | 966 |
| EATON VANCE TAX MNGD EMERGING MKTS INSTL | 1,820 Units | 46,109 |
| EMBARCADERO ALL-CAP GROWTH | 1,072 Units | 4,084 |
| EMBARCADERO SMALL CAP GROWTH | 2,353 Units | 4,305 |
| EVERGREEN EMERG MKTS GROWTH FUND CLASS C | 965 Units | 9,139 |
| EVERGREEN GLOBAL OPPORTUNITIES CL C | 499 Units | 8,649 |
| EVERGREEN PRECIOUS METALS CLASS A | 17 Units | 817 |
| FAIRHOLME FUND | 23,913 Units | 522,257 |
| FALLING US DOLLAR PRO FUND INV CLASS | 1,672 Units | 44,333 |
| FAM VALUE | 216 Units | 6,947 |
| FBR FOCUS FUND | 1,188 Units | 36,503 |
| FBR LARGE CAP FINANCIAL | 107 Units | 1,051 |
| FBR SMALL CAP FINANCIAL | 2,882 Units | 41,189 |
| FEDERATED BOND CLASS F | 7,362 Units | 54,699 |
| FEDERATED HIGH YIELD INSTL FUND | 6,718 Units | 25,729 |

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| FEDERATED PRUDENT BEAR FUND CLASS A | 295 Units | 1,976 |
| FEDERATED PRUDENT GLOBAL INC FD A | 570 Units | 6,861 |
| FEDERATED US GOVT SECS 2-5 YR INSTL FD | 5,798 Units | 70,102 |
| FIDELITY ADVISOR EMERGING ASIA CL I | 930 Units | 15,744 |
| FIDELITY ADVISOR FOCUS ENERGY CL I | 109 Units | 2,327 |
| FIDELITY ADVISOR HIGH INCOME ADV CL I | 164 Units | 892 |
| FIDELITY ADVISOR LEVERGED CO STK CL I | 1,559 Units | 27,433 |
| FIDELITY ADVISOR NEW INSIGHTS CL I | 304 Units | 4,102 |
| FIDELITY BALANCED | 1,045 Units | 13,716 |
| FIDELITY BLUE CHIP GROWTH | 292 Units | 7,685 |
| FIDELITY CANADA | 4,679 Units | 164,047 |
| FIDELITY CAPITAL & INCOME | 13,391 Units | 73,115 |
| FIDELITY CAPITAL APPRECIATION | 545 Units | 8,577 |
| FIDELITY CASH RESERVES | 40,286 Units | 40,286 |
| FIDELITY CHINA REGION | 8,341 Units | 141,873 |
| FIDELITY CONTRAFUND | 44 Units | 2,000 |
| FIDELITY DISCIPLINED EQUITY | 272 Units | 4,728 |
| FIDELITY EMERGING MARKETS | 8,149 Units | 105,852 |
| FIDELITY EQUITY INCOME | 253 Units | 7,819 |
| FIDELITY EUROPE | 1,112 Units | 25,332 |
| FIDELITY EUROPE CAPITAL APPRECIATION | 265 Units | 3,618 |
| FIDELITY EXPORT & MULTINATIONAL | 666 Units | 9,596 |
| FIDELITY FLOATING RATE HIGH INCOME | 11,226 Units | 85,096 |
| FIDELITY FREEDOM 2020 | 3,007 Units | 30,224 |
| FIDELITY GINNIE MAE | 946 Units | 10,548 |
| FIDELITY HIGH INCOME | 692 Units | 4,180 |
| FIDELITY INT'L DISCOVERY | 1,379 Units | 32,580 |
| FIDELITY INTL SMALL CAP OPP FUND | 282 Units | 1,691 |
| FIDELITY LATIN AMERICA | 1,373 Units | 37,911 |
| FIDELITY LEVERAGED COMPANY STOCK | 12,530 Units | 180,928 |
| FIDELITY LOW PRICED STOCK | 177 Units | 4,088 |
| FIDELITY NEW MARKETS INCOME | 362 Units | 4,063 |
| FIDELITY NORDIC | 419 Units | 7,874 |
| FIDELITY OVERSEAS | 294 Units | 7,366 |
| FIDELITY PURITAN | 5,801 Units | 75,755 |
| FIDELITY REAL ESTATE INVESTMENT | 1,446 Units | 22,570 |
| FIDELITY SELECT CHEMICALS | 589 Units | 27,195 |
| FIDELITY SELECT COMPUTERS | 101 Units | 2,518 |
| FIDELITY SELECT CONSTRUCTN & HOUSING | 367 Units | 8,771 |
| FIDELITY SELECT CONSUMER STPLS PORT | 922 Units | 47,006 |
| FIDELITY SELECT DEFENSE & AEROSPACE | 523 Units | 25,734 |
| FIDELITY SELECT ENERGY | 1,309 Units | 39,382 |
| FIDELITY SELECT ENERGY SERVICE | 1,610 Units | 57,826 |
| FIDELITY SELECT ENVIRONMENTAL SVCS | 844 Units | 11,295 |
| FIDELITY SELECT GOLD | 848 Units | 26,779 |
| FIDELITY SELECT INDUSTRIAL EQUIPMENT | 659 Units | 12,205 |
| FIDELITY SELECT INDUSTRIALS PORT | 784 Units | 10,302 |
| FIDELITY SELECT LEISURE | 247 Units | 13,316 |
| FIDELITY SELECT MATERIALS PORTFOLIO | 1,381 Units | 42,052 |
| FIDELITY SELECT MEDICAL DELIVERY | 10 Units | 297 |
| FIDELITY SELECT MEDICAL EQUIP&SYSTEM | 1,421 Units | 26,209 |

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| FIDELITY SELECT NATURAL GAS | 3,301 Units | 66,588 |
| FIDELITY SELECT NATURAL RESOURCES | 1,697 Units | 31,960 |
| FIDELITY SELECT SOFTWARE & COMPUTER | 129 Units | 6,055 |
| FIDELITY SELECT TECHNOLOGY | 79 Units | 3,148 |
| FIDELITY SELECT TRANSPORT | 143 Units | 4,616 |
| FIDELITY SELECT UTILITIES GROWTH | 204 Units | 8,197 |
| FIDELITY SMALL CAP VALUE | 837 Units | 7,797 |
| FIDELITY SOUTHEAST ASIA | 5,538 Units | 104,499 |
| FIDELITY STRATEGIC INCOME | 9,652 Units | 84,164 |
| FIDELITY STRATEGIC REAL RETURN | 777 Units | 5,333 |
| FIDELITY US TREASURY MONEY MARKET | 52,660 Units | 52,660 |
| FIDELITY VALUE | 174 Units | 6,935 |
| FIRST EAGLE GLOBAL CLASS A | 105 Units | 3,469 |
| FIRST EAGLE OVERSEAS CLASS C | 736 Units | 12,005 |
| FIRSTHAND ALTERNATIVE ENERGY | 1,514 Units | 8,597 |
| FMI COMMON STOCK | 1,801 Units | 28,666 |
| FMI LARGE CAP FUND | 3,786 Units | 41,803 |
| FMI PROVIDENT TRUST STRATEGY FUND | 9,339 Units | 56,969 |
| FORWARD INTERNTL SMALL CO INVESTOR CL | 1,030 Units | 9,791 |
| FORWARD SMALL CAP EQUITY INV CL | 2,874 Units | 34,435 |
| FPA CRESCENT INSTL | 701 Units | 13,729 |
| FPA NEW INCOME | 2,566 Units | 28,127 |
| FRANKLIN GOLD AND PRECIOUS METALS CL C | 167 Units | 4,049 |
| FRANKLIN INCOME CLASS C | 12,484 Units | 20,973 |
| FRANKLIN STRATEGIC INCOME C | 4,485 Units | 37,492 |
| GABELLI ASSET FUND | 1,197 Units | 37,106 |
| GABELLI EQUITY INCOME FUND | 857 Units | 12,120 |
| GABELLI UTILITIES | 598 Units | 3,846 |
| GAMCO GOLD FUND | 2,259 Units | 45,249 |
| GAMCO WESTWOOD BALANCED FD CL AAA | 88 Units | 811 |
| GLOBAL EMERGING MARKETS | 1,005 Units | 5,315 |
| GOLDMAN SACHS ASSET ALLOC GRWTH STRAT A | 11,112 Units | 87,452 |
| GOLDMAN SACHS BRIC FD CL C | 66 Units | 464 |
| GOLDMAN SACHS COMMODITY STRAT FD A | 433 Units | 2,342 |
| GREENSPRING FUND | 660 Units | 13,440 |
| GUINNESS ATKINSON ALTERNATIVE ENERGY | 1,171 Units | 6,019 |
| GUINNESS ATKINSON ASIA PACIFIC DIV | 1,028 Units | 7,197 |
| GUINNESS ATKINSON GLOBAL ENERGY | 2,638 Units | 41,368 |
| HARBOR BOND INST | 14,943 Units | 168,855 |
| HARBOR CAPITAL APPRECIATION INV CL | 2,495 Units | 57,689 |
| HARBOR INTERNATIONAL GROWTH INV CLASS | 2,904 Units | 23,551 |
| HARBOR INTERNATIONAL INSTITUTIONAL FD | 1,647 Units | 66,081 |
| HARBOR INTERNATIONAL INVESTOR SHARES | 2,916 Units | 121,154 |
| HARDING LOEVNER EMERGING MKT PORT | 653 Units | 17,226 |
| HARTFORD CAPITAL APPRECIATION CL A | 2,436 Units | 52,319 |
| HARTFORD CAPITAL APPRECIATION CL B | 137 Units | 2,638 |
| HARTFORD CAPITAL APPRECIATION CL C | 735 Units | 14,200 |
| HARTFORD GLOBAL HEALTH CL C | 1,252 Units | 14,052 |
| HEARTLAND SELECT VALUE | 1,869 Units | 33,777 |

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| HEARTLAND VALUE | 157 Units | 3,921 |
| HEARTLAND VALUE PLUS | 2,398 Units | 44,846 |
| HENNESSY BALANCED | 427 Units | 3,643 |
| HENNESSY CORNERSTONE GROWTH | 514 Units | 4,498 |
| HODGES FUND | 532 Units | 7,277 |
| ICON ENERGY | 2,476 Units | 35,310 |
| ICON FINANCIAL FUND | 494 Units | 2,700 |
| ICON HEALTHCARE | 1,700 Units | 19,273 |
| ICON MATERIALS | 2,469 Units | 16,569 |
| ING CORPORATE LEADER TRUST | 2,633 Units | 42,415 |
| ING REAL ESTATE FUND CLASS C | 103 Units | 932 |
| IVY GLOBAL NATURAL RESOURCES CLASS B | 51 Units | 488 |
| IVY INTERNATIONAL GROWTH FUND CL Y | 164 Units | 3,689 |
| JAMES ADVANTAGE SMALL CAP | 2,309 Units | 32,367 |
| JAMES BALANCED: GOLDEN RAINBOW FUND | 5,552 Units | 94,772 |
| JANUS ADVISER FORTY CL S | 585 Units | 12,846 |
| JANUS ADVISER LONG/SHORT CL C | 786 Units | 7,491 |
| JANUS ADVISER ORION CL R | 618 Units | 5,082 |
| JANUS BALANCED | 157 Units | 3,142 |
| JANUS CONTRARIAN FUND | 22,524 Units | 216,909 |
| JANUS MID CAP VALUE INVST SHS | 22,944 Units | 350,582 |
| JANUS ORION FUND | 12,333 Units | 79,797 |
| JANUS OVERSEAS | 10,626 Units | 256,087 |
| JENNISON NATURAL RESOURCES FD CL Z | 639 Units | 17,268 |
| JENNISON UTILITY CL C | 1,245 Units | 9,151 |
| JENSEN PORTFOLIO CLASS J | 4,213 Units | 81,062 |
| JORDAN OPPORTUNITY FUND | 1,445 Units | 10,942 |
| JPMORGAN 100% US TREAS MMKT MORGAN | 680,480 Units | 680,480 |
| JPMORGAN CAPITAL GROWTH CL A | 31 Units | 722 |
| JPMORGAN EMERGING MARKETS DEBT SELECT | 1,315 Units | 7,429 |
| JPMORGAN EMERGING MARKETS EQUITY CL A | 4,436 Units | 54,743 |
| JPMORGAN INTERNATL EQUITY INDEX CL A | 1,210 Units | 17,264 |
| JPMORGAN INTERNATL VALUE FUND CLASS A | 5,807 Units | 58,071 |
| JPMORGAN INTERNTL EQUITY FUND CLASS A | 756 Units | 7,506 |
| JPMORGAN INTREPID EUROPEAN CLASS A | 2,155 Units | 29,844 |
| JPMORGAN US GOVT MM KT MORGAN SHS | 830,621 Units | 830,621 |
| JPMORGAN US REAL ESTATE CLASS A | 499 Units | 5,047 |
| JPMORGAN VALUE OPPORTUNITIES CL A | 67 Units | 671 |
| KEELEY SMALL CAP VALUE CLASS A | 1,404 Units | 22,915 |
| KINETICS PARADIGM FUND | 1,688 Units | 24,365 |
| LAZARD EMERGING MKTS OPEN CLASS | 7,280 Units | 80,444 |
| LEGG MASON PRTN GLOB HI YIELD BOND CL C | 489 Units | 2,426 |
| LEUTHOLD ASSET ALLOCATION FD | 9,797 Units | 74,460 |
| LONGLEAF PARTNERS | 746 Units | 11,709 |
| LOOMIS SAYLES BOND RETAIL SHARES | 48,413 Units | 501,073 |
| LOOMIS SAYLES GLOBAL BOND RETAIL | 2,461 Units | 32,929 |
| LOOMIS SAYLES SMALL CAP VALUE RETAIL | 496 Units | 8,204 |
| MAINSTAY ICAP INTERNATIONAL FD I | 229 Units | 5,215 |

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| MAINSTAY ICAP SELECT EQUITY FD CL I | 8,997 Units | 214,216 |
| MANAGERS BOND | 8,356 Units | 164,204 |
| MANAGERS FREMONT BOND FUND | 3,242 Units | 30,474 |
| MANNING & NAPIER EQUITY SERIES | 1,334 Units | 16,238 |
| MARSICO 21ST CENTURY FUND | 32,088 Units | 305,480 |
| MARSICO FOCUS | 5,550 Units | 65,162 |
| MARSICO GLOBAL FUND | 917 Units | 6,173 |
| MARSICO GROWTH FUND | 6,033 Units | 76,133 |
| MARSICO INTERNAT'L OPPORTUNITIES | 3,137 Units | 27,419 |
| MATTHEWS ASIAN TECHNOLOGY FUND | 3,007 Units | 14,162 |
| MATTHEWS CHINA FUND | 701 Units | 10,047 |
| MATTHEWS INDIA FUND | 2,098 Units | 17,562 |
| MATTHEWS KOREA FUND | 2,358 Units | 6,483 |
| MERGER FUND | 214 Units | 3,064 |
| MERIDIAN GROWTH FUND | 435 Units | 10,913 |
| MERIDIAN VALUE FUND | 2,326 Units | 47,449 |
| MERK ASIAN CURRENCY FUND – INVESTOR | 2,495 Units | 23,927 |
| MERK HARD CURRENCY FUND INVESTOR CL | 5,287 Units | 56,253 |
| METZLER PAYDEN EURO EMERGING MKTS CL | 845 Units | 10,702 |
| MFS SECTOR ROTATIONAL CL C | 4,403 Units | 50,634 |
| MIDAS FUND | 1,730 Units | 3,668 |
| MOBILE TELCOMM ULTRA SECTOR PRO FD INVSTR | 299 Units | 442 |
| MUHLENKAMP FUND | 2,240 Units | 86,452 |
| MUTUAL SERIES DISCOVERY CLASS Z | 4,091 Units | 92,218 |
| MUTUAL SERIES EUROPEAN CLASS Z | 1,269 Units | 21,887 |
| MUTUAL SERIES FINCL SERVICES CLASS C | 385 Units | 4,159 |
| MUTUAL SERIES FINCL SERVICES CLASS Z | 211 Units | 2,275 |
| MUTUAL SERIES MUTUAL BEACON CLASS C | 3,202 Units | 28,303 |
| MUTUAL SERIES SHARES CLASS Z | 104 Units | 1,596 |
| NEUBERGER BERMAN INT'L INVESTOR CLASS | 138 Units | 1,515 |
| NEUBERGER BERMAN INT'L TRUST CLASS | 1,265 Units | 15,367 |
| NEUBERGER BERMAN PARTNERS INVESTOR | 4,965 Units | 76,458 |
| NEUBERGER BERMAN REAL ESTATE TRUST CL | 115 Units | 823 |
| NEUBERGER BERMAN REGENCY INVESTOR | 623 Units | 5,221 |
| NEUBERGER BERMAN REGENCY TRUST CLASS | 635 Units | 4,643 |
| NEW ALTERNATIVES FD | 282 Units | 8,871 |
| NICHOLAS II INC CLASS N | 1,352 Units | 18,487 |
| NORTHERN GLOBAL FIXED INCOME | 48 Units | 573 |
| NORTHERN GLOBAL REAL ESTATE INDEX FD | 419 Units | 2,251 |
| NORTHERN SMALL CAP VALUE | 587 Units | 6,179 |
| OAKMARK FUND I | 268 Units | 6,895 |
| OAKMARK INTERNAT'L SMALL CAP I | 740 Units | 5,325 |
| OAKMARK SELECT I | 7,403 Units | 118,300 |
| OBERWEIS CHINA OPPORTUNITIES FUND | 5,731 Units | 43,041 |
| OBERWEIS MICRO CAP FUND | 83 Units | 574 |
| OIL & GAS ULTRA SECT PRO FDS –INVESTOR | 1,682 Units | 43,560 |
| OIL EQUIPMENT SCVS & DIST ULTRA INVT CL | 999 Units | 8,897 |
| OPPENHEIMER COMMOD STRA TOT RETURN CL A | 682 Units | 2,122 |

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| OPPENHEIMER GOLD & SPL MINERALS CL N | 415 Units | 8,281 |
| OPPENHEIMER GOLD & SPEC MINERALS CL A | 134 Units | 2,744 |
| OPPENHEIMER GOLD & SPEC MINERALS CL C | 152 Units | 2,983 |
| OPPENHEIMER INTERNAT'L BD CL N | 2,595 Units | 15,310 |
| PARNASSUS EQUITY INCOME PORTFOLIO | 3,056 Units | 58,949 |
| PARNASSUS FIXED INCOME FUND | 1,556 Units | 25,186 |
| PERMANENT PORTFOLIO FAMILY OF FDS | 4,300 Units | 140,640 |
| PERRITT EMERGING OPPORTUNITIES FUND | 1,464 Units | 7,966 |
| PIMCO COMMODITY REAL RETURN CL D | 12,152 Units | 76,924 |
| PIMCO DEVELOPING LOCAL MKTS D | 3,804 Units | 32,182 |
| PIMCO EMERGING LOCAL BOND FUND CL D | 588 Units | 4,835 |
| PIMCO GNMA FUND CLASS D | 1,609 Units | 17,864 |
| PIMCO REAL ESTATE REAL RETURN CL D | 2,261 Units | 6,603 |
| PIMCO REAL RETURN CLASS C | 1,997 Units | 18,868 |
| PIMCO REAL RETURN CLASS D | 5,549 Units | 52,440 |
| PIMCO STOCKS PLUS CLASS D | 1,013 Units | 5,479 |
| PIMCO TOTAL RETURN CLASS A | 801 Units | 8,123 |
| PIMCO TOTAL RETURN CLASS D | 74,160 Units | 768,119 |
| PIMCO TOTAL RETURN INSTL | 10,956 Units | 111,096 |
| POLARIS GLOBAL VALUE | 1,004 Units | 8,695 |
| PRECIOUS METALS ULTRA SEC PRO INVST | 4,240 Units | 92,814 |
| PRECIOUS METALS ULTRA SECTOR PRO SVC | 540 Units | 11,388 |
| PRIMECAP ODYSSEY AGG RESSIVE GROWTH FUND | 623 Units | 5,794 |
| PUTNAM GLOBAL NATURAL RESOURCE C | 1,134 Units | 14,018 |
| QUAKER STRATEGIC GROWTH CLASS A | 380 Units | 4,728 |
| QUANT FOREIGN VALUE FUND ORDINARY SHS | 612 Units | 5,835 |
| QUANTITATIVE EMRG MKTS FD-ORDINARY SHS | 1,901 Units | 23,423 |
| RAINIER LARGE CAP EQUITY PORTFOLIO | 2,240 Units | 39,509 |
| RAINIER MID CAP EQ PORTFOLIO | 2,355 Units | 55,607 |
| REAL ESTATE ULTRA SECTOR PRO FD INVSTR | 1,678 Units | 21,711 |
| RICE HALL JAMES MICRO CAP PORT INSTL | 987 Units | 10,250 |
| RISING RATES OPPTY PRO FUND INVESTOR | 6,534 Units | 73,049 |
| RISING US DOLLAR PRO FUND INV CLASS | 259 Units | 7,621 |
| ROBECO SAM SUSTAIN WATER – INVESTOR | 4,698 Units | 26,166 |
| ROYCE MICROCAP INVESTMENT CLASS | 689 Units | 6,156 |
| ROYCE OPPORTUNITY FUND INVEST CLASS | 8,117 Units | 45,210 |
| ROYCE PENNSYLVANIA MUTUAL INVST CLASS | 14,918 Units | 103,528 |
| ROYCE SPECIAL EQUITY INVESTMENT CL | 1,499 Units | 20,515 |
| ROYCE TOTAL RETURN FD INVESTMENT CL | 5,756 Units | 50,074 |
| ROYCE VALUE FUND SERVICE CL | 6,380 Units | 44,661 |
| ROYCE VALUE PLUS SERVICE CLASS | 36,052 Units | 286,611 |
| RS GLOBAL NATURAL RESOURCES CL A | 280 Units | 5,622 |
| RS VALUE FUND CL A | 1,512 Units | 22,672 |
| RYDEX BIOTECHNOLOGY INV CLASS | 113 Units | 2,339 |
| RYDEX COMMODITIES STRATEGY CL A | 235 Units | 3,619 |
| RYDEX GOVT LONG BOND 1.2X STRATEGY ADV CL | 227 Units | 3,722 |

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| RYDEX INVERSE GOVT LONG BOND STRAT INV | 241 Units | 2,998 |
| RYDEX INVERSE NASDAQ 1002X CL H | 564 Units | 12,347 |
| RYDEX INVERSE S&P 500 2X STRATEGY CL H | 116 Units | 5,562 |
| RYDEX INVERSE S&P 500 STRATEGY INV CL | 9,635 Units | 484,812 |
| RYDEX NASDAQ 100 INV CLASS | 5,121 Units | 41,070 |
| RYDEX PRECIOUS METALS INVESTOR CL | 891 Units | 37,536 |
| RYDEX S&P 500 2X STRATEGY CL H | 1,318 Units | 19,908 |
| SARATOGA ENERGY & BASIC MATERIAL CL A | 30 Units | 252 |
| SCHNEIDER SMALL CAP VALUE FUND | 1,220 Units | 10,892 |
| SCHNEIDER VALUE FUND | 3,041 Units | 27,950 |
| SCHWAB HEALTH CARE FUND | 605 Units | 7,436 |
| SELECTED AMERICAN SHARES CL D | 1,594 Units | 45,419 |
| SELECTED AMERICAN SHARES CL S | 2,656 Units | 75,809 |
| SEMICONDUCTOR ULTRA SECTOR PRO FD INVSTR | 2,657 Units | 16,130 |
| SENTINEL MID CAP VALUE CL C | 592 Units | 4,972 |
| SEXTANT INTRNATIONAL FUND | 8,521 Units | 98,753 |
| SOUND MIND INVESTING FUND | 15,045 Units | 109,224 |
| SOUND SHORE FD INC | 829 Units | 18,861 |
| SPARTAN 500 INDEX INVESTOR CLASS | 604 Units | 37,488 |
| SPARTAN INTL INDEX INVESTOR CLASS | 11,153 Units | 298,240 |
| SSGA EMERGING MARKETS | 1,903 Units | 21,909 |
| SSGA INTERNATIONAL STOCK SELECTION | 10,689 Units | 85,937 |
| SSGA TUCKERMAN ACTIVE REIT | 2,112 Units | 15,545 |
| STRATTON SMALL CAP VALUE FUND | 2,871 Units | 98,326 |
| T ROWE PRICE BLUE CHIP GROWTH ADV CL | 285 Units | 6,576 |
| T ROWE PRICE BLUE CHIP GROWTH INC | 9,529 Units | 219,272 |
| T ROWE PRICE CAP APPRECIATION | 11,012 Units | 153,621 |
| T ROWE PRICE CAPITAL APPRECIATION ADV CL | 2,005 Units | 27,855 |
| T ROWE PRICE EMERGING MKTS STOCK | 8,210 Units | 134,150 |
| T ROWE PRICE EQUITY INCOME | 7,146 Units | 122,046 |
| T ROWE PRICE EQUITY INCOME ADVISOR CL | 194 Units | 3,304 |
| T ROWE PRICE EQUITY INDEX TR FD | 147 Units | 3,556 |
| T ROWE PRICE EXTEND EQU MKT INDEX FUND | 1,349 Units | 12,773 |
| T ROWE PRICE FINANCIAL SERVICES | 608 Units | 6,053 |
| T ROWE PRICE GLOBAL STOCK | 2,545 Units | 28,656 |
| T ROWE PRICE GROWTH STOCK | 5,077 Units | 97,686 |
| T ROWE PRICE GROWTH STOCK ADVISOR CL | 406 Units | 7,768 |
| T ROWE PRICE HEALTH SCIENCES | 3,122 Units | 61,815 |
| T ROWE PRICE INFLATION PROT BD FD | 289 Units | 3,081 |
| T ROWE PRICE INTERNATIONAL BOND | 4,930 Units | 47,182 |
| T ROWE PRICE INTL DISCOVERY FUND | 984 Units | 23,697 |
| T ROWE PRICE INTL EQUITY INDEX | 1,908 Units | 16,672 |
| T ROWE PRICE INT'L GROWTH & INCOME | 313 Units | 2,937 |
| T ROWE PRICE LATIN AMERICA FUND | 6,651 Units | 151,175 |
| T ROWE PRICE MEDIA & TELECOMMUNICATIONS | 374 Units | 9,210 |
| T ROWE PRICE NEW ASIA | 6,393 Units | 51,275 |
| T ROWE PRICE NEW ERA | 451 Units | 13,353 |

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| T ROWE PRICE NEW HORIZONS FD INC | 20,586 Units | 366,218 |
| T ROWE PRICE PERSONAL STRAT GRWTH | 134 Units | 1,994 |
| T ROWE PRICE REAL ESTATE FUND | 1,459 Units | 16,238 |
| T ROWE PRICE RET 2040 FD | 647 Units | 7,165 |
| T ROWE PRICE SMALL CAP VALUE FUND | 291 Units | 6,838 |
| T ROWE PRICE SPECTRUM INCOME | 1,714 Units | 17,701 |
| T ROWE PRICE US TREASURY LONG TERM | 5,669 Units | 77,948 |
| T ROWE PRICE VALUE | 267 Units | 4,043 |
| TAMARACK MICROCAP VALUE CL S | 2,939 Units | 30,742 |
| TCW TOTAL RETURN BOND CLASS I | 888 Units | 8,081 |
| TELECOMM ULTRA SECTOR PRO FD INVSTR | 583 Units | 6,317 |
| TEMPLETON BRIC FD CL C | 1,492 Units | 10,549 |
| TEMPLETON GLOBAL BOND ADVISOR CLASS | 879 Units | 9,816 |
| TEMPLETON GROWTH CLASS R | 448 Units | 5,801 |
| THIRD AVENUE INTL VALUE | 1,405 Units | 16,266 |
| THIRD AVENUE VALUE | 3,373 Units | 110,830 |
| THIRD MILLENNIUM RUSSIA | 162 Units | 1,513 |
| THORNBURG INTL VALUE CL A | 1,441 Units | 27,439 |
| THORNBURG INTL VALUE CL INSTL | 1,741 Units | 33,839 |
| TIAA-CREF INSTL LRG CAP VALUE –RETAIL | 204 Units | 1,722 |
| TIAA-CREF INSTL MID CAP VALUE –RETAIL | 3,782 Units | 39,260 |
| TIAA-CREF INSTL REAL ESTATE SEC – RETAIL | 4,243 Units | 27,497 |
| TOCQUEVILLE FUND | 1,258 Units | 19,459 |
| TOCQUEVILLE GOLD FUND | 1,975 Units | 60,929 |
| TRANSAMERICA PREMIER EQUITY | 4,371 Units | 60,753 |
| T-ROWE PRICE EMERG EURO & MEDITERRANEAN | 5,271 Units | 41,117 |
| TURNER NEW ENTERPRISE INV CL | 5,038 Units | 19,546 |
| TWEEDY BROWNE GLOBAL VALUE FUND | 1,714 Units | 26,769 |
| ULTRA BEAR PRO FUND INVESTORS SHARES | 687 Units | 14,356 |
| ULTRA CHINA PRO FUND – INVESTOR CLASS | 6,795 Units | 37,033 |
| ULTRA DOW 30 PRO FUND INVESTOR | 1,842 Units | 30,205 |
| ULTRA EMERGING MRKTS PRO FD INVT CL | 3,091 Units | 21,790 |
| ULTRA INTERNATIONAL PRO FD | 1,218 Units | 11,121 |
| ULTRA JAPAN PRO FUND INVESTORS SHS | 2,595 Units | 23,696 |
| ULTRA JAPAN PRO FUND SERVICE SHARES | 1,290 Units | 11,174 |
| ULTRA MID CAP PRO FUND INVESTOR SHS | 1,243 Units | 20,383 |
| ULTRA NASDAQ-100 PRO FUND INVESTOR CLASS | 3,362 Units | 30,321 |
| ULTRA NASDAQ-100 PRO FUND SERVICE CLASS | 1,385 Units | 11,371 |
| ULTRA SHORT CHINA PRO FUND – SERVICE | 262 Units | 9,102 |
| ULTRA SHORT INTL PRO FD INVT CL | 142 Units | 3,993 |
| UMB SCOUT BOND | 89 Units | 999 |
| UMB SCOUT INTERNATIONAL | 1,373 Units | 29,927 |
| UMB SCOUT SMALL CAP | 1,454 Units | 15,337 |
| UMB SCOUT STOCK | 7,000 Units | 71,258 |
| US GLOBAL INVESTORS CHINA REGION FD | 4,191 Units | 23,427 |
| US GLOBAL REGION EAST EUROPEAN | 1,734 Units | 8,878 |
| US GLOBAL RESOURCES | 24,754 Units | 130,205 |
| US GOLD AND PRECIOUS METALS | 16,426 Units | 177,897 |

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| US WORLD PRECIOUS MINERALS | 40,561 Units | 387,768 |
| UTILITIES ULTRA SECTOR PRO FUND INV | 1,019 Units | 15,290 |
| VALUE LINE | 94 Units | 585 |
| VALUE LINE EMERGING OPPORTUNITY | 1,471 Units | 30,583 |
| VALUE LINE INCOME | 579 Units | 3,702 |
| VALUE LINE PREMIER GROWTH FUND | 1,486 Units | 24,795 |
| VAN ECK EMERGING MARKETS CL C | 4,064 Units | 18,980 |
| VAN KAMPEN ASSETT ALLOCATION CONV A | 521 Units | 4,191 |
| VAN KAMPEN COMSTOCK CLASS C | 2,035 Units | 22,104 |
| VAN KAMPEN REAL ESTATE SEC CLASS C | 1,355 Units | 15,226 |
| VANGUARD 500 INDEX FD INVESTOR SHS | 5,439 Units | 451,923 |
| VANGUARD ASSET ALLOCATION | 5,001 Units | 93,015 |
| VANGUARD BOND INDEX TOTAL MARKET | 6,650 Units | 67,702 |
| VANGUARD EMERGING MARKETS STOCK INDEX | 1,254 Units | 18,678 |
| VANGUARD ENERGY | 1,964 Units | 86,654 |
| VANGUARD FINANCIALS INDEX ADMIRAL SHRS | 14,231 Units | 183,859 |
| VANGUARD GLOBAL EQUITY | 907 Units | 10,924 |
| VANGUARD GNMA | 683 Units | 7,228 |
| VANGUARD GROWTH INDEX | 112 Units | 2,275 |
| VANGUARD INDEX TRUST SMALL CAP GROWTH | 1,166 Units | 13,874 |
| VANGUARD INFLATION PROTECTED SECS | 14,747 Units | 169,882 |
| VANGUARD INTERMED TERM | 1,597 Units | 19,328 |
| VANGUARD INTERMED TRM INVST GR INVEST | 10,066 Units | 87,071 |
| VANGUARD INTERNATL VALUE PORTFOLIO | 251 Units | 5,880 |
| VANGUARD INTER-TERM BOND INDEX PORT | 1,456 Units | 15,293 |
| VANGUARD INT'L GROWTH PORTFOLIO | 1,142 Units | 13,928 |
| VANGUARD LARGE CAP INDEX INV CLASS SH | 265 Units | 4,347 |
| VANGUARD LIFE STRATEGY GRWTH PORT | 623 Units | 9,964 |
| VANGUARD LONG TERM INVMT GRADE INV | 1,489 Units | 12,982 |
| VANGUARD LONG TERM US TREASURY | 699 Units | 9,351 |
| VANGUARD LONG-TERM BOND INDEX PORT | 2,558 Units | 30,665 |
| VANGUARD MID CAP GRWTH INDX CL INVES | 235 Units | 3,155 |
| VANGUARD MID CAP INDEX | 2,355 Units | 27,788 |
| VANGUARD REIT INDEX FUND | 494 Units | 5,988 |
| VANGUARD SHORT TERM INVMT GRADE ADMIRAL | 9,425 Units | 91,140 |
| VANGUARD SHORT TERM INVMT GRADE INVESTOR | 413 Units | 3,996 |
| VANGUARD SHORT TERM TREASURY | 314 Units | 3,433 |
| VANGUARD SMALL CAP STOCK INDEX TRUST | 1,095 Units | 22,334 |
| VANGUARD STRATEGIC SMALL CAP EQ INVT | 2,962 Units | 35,992 |
| VANGUARD TARGET RET 2015 FD INVESTOR CL | 2,395 Units | 22,874 |
| VANGUARD TOTAL INTL STOCK INDEX FUND | 8,165 Units | 88,097 |
| VANGUARD TOTAL STOCK MARKET | 7,769 Units | 169,359 |
| VANGUARD VALUE INDEX | 517 Units | 8,319 |
| VANGUARD WELLINGTON FUND | 3,229 Units | 78,896 |
| VANGUARD WINDSOR II | 13,685 Units | 261,511 |

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| VANGUARD/WELLESLEY INCOME | 1,321 Units | 24,299 |
| VIRTUS FOREIGN OPPORTUNITES CL A | 861 Units | 14,335 |
| WASATCH 1ST SOURCE INC EQUITY FD | 9,802 Units | 101,553 |
| WASATCH EMERGING MARKETS SMALL CAP FD | 2,679 Units | 2,251 |
| WASATCH GLOBAL SCIENCE & TECHNOLOGY | 2,099 Units | 15,136 |
| WASATCH SMALL CAP GROWTH | 419 Units | 8,623 |
| WELLS FARGO ASIA PACIFIC FD-INVESTOR | 3,474 Units | 22,862 |
| WELLS FARGO MID CAP DISCIPLINED FD-INVES | 213 Units | 2,887 |
| WELLS FARGO SHORT TERM HI YIELD BD-INV | 1,145 Units | 8,517 |
| WELLS FARGO SHRT TRM HI YIELD BND CLASS A | 123 Units | 917 |
| WESTCORE PLUS BOND FUND | 1,525 Units | 15,019 |
| WESTERN ASSET CORE PLUS INSTITUTIONAL | 1,277 Units | 11,084 |
| WESTPORT SELECT CAP CLASS I | 1,444 Units | 23,198 |
| WILLIAM BLAIR VALUE DISCOVERY CLASS N | 869 Units | 7,242 |
| WINTERGREEN FUND | 10,112 Units | 88,275 |
| WRIGHT INTERNATIONAL BLUE CHIP | 1,277 Units | 13,808 |
| YACKTMAN FOCUSED FD | 2,392 Units | 23,848 |
| YACKTMAN FUND | 1,819 Units | 17,606 |
| CASH ACCOUNT | 8,406,324 Units | 8,406,324 |
| Total Registered Investment Companies | | \$ 33,465,370 |
| Net Assets Pending Settlement | | \$ (7,067,415) |
| TOTAL INVESTMENTS | | \$ 2,548,142,827 |

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 AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
 SUPPLEMENTAL SCHEDULE OF ASSETS ACQUIRED AND DISPOSED IN 2008

| | Number of SHARES/UNITS | FAIR VALUE |
|---|---------------------------|-------------------|
| AEP STOCK FUND: | | |
| American Electric Power Company, Inc. Common Stock \$6.50 par value | 738,949 Shares | * \$ (26,742,546) |
| TOTAL - AEP STOCK FUND | | \$ (26,742,546) |

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

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 23 | Consent of Independent Registered Public Accounting Firm |