

Edgar Filing: STATE STREET CORP - Form 13F-HR

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 13
 Form 13F Information Table Entry Total: 3,212
 Form 13F Information Table Value Total: 295,964,125
 (thousands)

List of Other Included Managers:

Provide a numbered list of the names(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report. [If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-----|----------------------|-----------------------|
| 1 | 28-1932 | Frederick Ballou |
| 2 | 28-3602 | Francis L. Coolidge |
| 3 | 28-2710 | F. Davis Dossori, Jr. |
| 4 | 28-3488 | Nicholas A. Grace |
| 5 | 28-5798 | Roy A. Hammer |
| 6 | 28-6740 | Edward J. Joyce |
| 7 | 28-5796 | George H. Kidder |
| 8 | 28-1487 | Peter B. Loring |
| 9 | 28-4282 | Dean Ridlon |
| 10 | 28-6281 | Michael B. Elefante |
| 11 | 28-5362 | John Cornish |
| 12 | 28-6476 | William A. Lowell |
| 13 | 28-4918 | Thomas H.P. Whitney |

State Street Corporation (STT)
 SEC13F Report - March 31, 2003

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |

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| | | | | | | | | |
|-------------------|-----------|----------|-----------------|-------------|-------------|------------|-----------|--|
| INTERNATIONAL | | | | | | | | |
| BUSINE | COM | 45920010 | 10,362,224,775 | 132,120,678 | 106,660,765 | 25,121,738 | 338,175 | |
| CITIGROUP INC | COM | 17296710 | 8,785,927,948 | 255,034,193 | 239,008,182 | 15,428,080 | 597,931 | |
| JOHNSON & JOHNSON | COM | 47816010 | 7,544,501,714 | 130,369,824 | 124,287,988 | 4,262,320 | 1,819,516 | |
| GENERAL ELEC CO | COM | 36960410 | 7,465,394,382 | 292,760,564 | 281,013,138 | 6,610,236 | 5,137,190 | |
| MICROSOFT CORP | COM | 59491810 | 7,162,648,145 | 295,854,942 | 289,730,063 | 4,457,623 | 1,667,256 | |
| EXXON MOBIL CORP | COM | 30231G10 | 6,893,599,861 | 197,241,770 | 189,671,981 | 4,202,223 | 3,367,566 | |
| WAL MART STORES | | | | | | | | |
| INC | COM | 93114210 | 5,792,740,486 | 111,334,624 | 108,176,989 | 2,018,319 | 1,139,316 | |
| PFIZER INC | COM | 71708110 | 5,454,989,846 | 175,063,859 | 168,686,230 | 3,740,336 | 2,637,293 | |
| 3M CO | COM | 88579Y10 | 4,382,560,766 | 33,704,228 | 29,075,065 | 4,324,505 | 304,658 | |
| MORGAN STANLEY | COM NEW | 61744644 | 4,123,537,538 | 107,523,795 | 28,740,320 | 78,713,837 | 69,638 | |
| LOCKHEED MARTIN | | | | | | | | |
| CORP | COM | 53983010 | 3,967,541,092 | 83,439,350 | 83,339,686 | 89,348 | 10,316 | |
| MERCK & CO INC | COM | 58933110 | 3,862,876,176 | 70,516,177 | 66,944,534 | 2,022,674 | 1,548,969 | |
| PROCTER & GAMBLE | | | | | | | | |
| CO | COM | 74271810 | 3,808,310,251 | 42,765,977 | 40,841,166 | 1,076,078 | 848,733 | |
| MERRILL LYNCH & | | | | | | | | |
| CO I | COM | 59018810 | 3,530,772,919 | 99,739,348 | 23,702,567 | 76,023,701 | 13,080 | |
| AMERICAN INTL | | | | | | | | |
| GROUP | COM | 02687410 | 3,529,298,620 | 71,371,054 | 68,179,868 | 2,049,299 | 1,141,887 | |
| BELLSOUTH CORP | COM | 07986010 | 3,418,951,094 | 157,773,470 | 154,468,183 | 2,953,046 | 352,241 | |
| GENERAL MTRS CORP | COM | 37044210 | 3,403,702,550 | 101,240,409 | 101,109,111 | 103,460 | 27,838 | |
| INTEL CORP | COM | 45814010 | 3,198,833,089 | 196,488,519 | 189,623,831 | 4,388,994 | 2,475,694 | |
| BANK OF AMERICA | | | | | | | | |
| CORP | COM | 06050510 | 2,902,504,140 | 43,424,658 | 42,877,670 | 451,515 | 95,473 | |
| COCA COLA CO | COM | 19121610 | 2,858,823,654 | 70,623,114 | 67,898,452 | 1,439,214 | 1,285,448 | |
| LOWES COS INC | COM | 54866110 | 2,765,694,318 | 67,753,413 | 20,301,505 | 47,332,991 | 118,917 | |
| VERIZON | | | | | | | | |
| COMMUNICATIO | COM | 92343V10 | 2,750,431,318 | 77,805,695 | 76,276,178 | 979,257 | 550,260 | |
| CISCO SYS INC | COM | 17275R10 | 2,689,700,685 | 207,218,851 | 202,322,321 | 3,360,744 | 1,535,786 | |
| BP PLC | SPONSORED | 05562210 | 2,630,701,138 | 68,170,540 | 68,115,035 | 55,505 | | |
| TARGET CORP | COM | 87612E10 | 2,567,000,223 | 87,730,698 | 86,831,635 | 706,784 | 192,279 | |
| BOEING CO | COM | 09702310 | 2,450,400,931 | 97,781,362 | 32,264,949 | 65,471,026 | 45,387 | |
| CHEVRONTEXACO | | | | | | | | |
| CORP | COM | 16676410 | 2,413,963,764 | 37,338,960 | 29,836,634 | 7,319,127 | 183,199 | |
| WELLS FARGO & CO | | | | | | | | |
| NEW | COM | 94974610 | 2,156,078,714 | 47,923,510 | 46,049,918 | 1,290,046 | 583,546 | |
| HONEYWELL INTL | | | | | | | | |
| INC | COM | 43851610 | 2,149,520,410 | 100,632,978 | 27,111,719 | 73,475,855 | 45,404 | |
| AMGEN INC | COM | 03116210 | 2,063,914,671 | 35,862,983 | 35,301,530 | 401,978 | 159,475 | |
| PEPSICO INC | COM | 71344810 | 2,062,060,440 | 51,551,511 | 48,872,357 | 1,678,288 | 1,000,866 | |
| SBC | | | | | | | | |
| COMMUNICATIONS I | COM | 78387G10 | 2,046,428,643 | 102,015,386 | 97,733,009 | 3,757,739 | 524,638 | |
| DELL COMPUTER | | | | | | | | |
| CORP | COM | 24702510 | 1,971,166,705 | 72,177,470 | 70,683,739 | 1,254,627 | 239,104 | |
| FEDERAL NATL MTG | | | | | | | | |
| ASS | COM | 31358610 | 1,862,552,374 | 28,501,184 | 28,268,919 | 183,785 | 48,480 | |
| COMCAST CORP NEW | CL A | 20030N10 | 1,714,008,381 | 59,951,325 | 56,943,384 | 2,939,226 | 68,715 | |
| HOME DEPOT INC | COM | 43707610 | 1,692,948,893 | 69,497,081 | 67,000,870 | 1,866,951 | 629,260 | |
| VIACOM INC | CL B | 92552430 | 1,679,963,057 | 46,001,179 | 45,788,714 | 184,422 | 28,043 | |
| Page Total | | | 140,116,273,711 | | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |
| LILLY ELI & CO | COM | 53245710 | 1,656,967,037 | 28,993,299 | 28,739,251 | 209,109 | 44,93 |
| DU PONT E I DE NEMOU | COM | 26353410 | 1,639,222,869 | 42,182,781 | 41,391,489 | 463,543 | 327,74 |
| ALTRIA GROUP INC | COM | 02209S10 | 1,628,616,911 | 54,359,710 | 53,585,258 | 504,868 | 269,58 |
| ABBOTT LABS | COM | 00282410 | 1,598,684,208 | 42,506,892 | 41,138,949 | 691,577 | 676,36 |
| PHARMACIA CORP | COM | 71713U10 | 1,525,415,959 | 35,229,006 | 34,902,099 | 258,584 | 68,32 |
| MEDTRONIC INC | COM | 58505510 | 1,500,725,987 | 33,260,771 | 32,114,999 | 878,338 | 267,43 |
| J P MORGAN CHASE & C | COM | 46625H10 | 1,474,376,925 | 62,183,759 | 61,272,415 | 552,214 | 359,13 |
| ORACLE CORP | COM | 68389X10 | 1,465,553,785 | 135,086,532 | 134,248,349 | 667,634 | 170,54 |
| AMERICAN EXPRESS CO | COM | 02581610 | 1,440,084,721 | 43,336,886 | 42,182,149 | 957,857 | 196,88 |
| HEWLETT PACKARD CO | COM | 42823610 | 1,364,051,069 | 87,720,326 | 85,583,516 | 1,057,388 | 1,079,42 |
| WYETH | COM | 98302410 | 1,352,470,506 | 35,760,722 | 34,437,088 | 715,542 | 608,09 |
| UNITED PARCEL SERVIC | CL B | 91131210 | 1,329,708,027 | 23,328,211 | 23,120,778 | 177,266 | 30,16 |
| SOUTHWEST AIRLS CO | COM | 84474110 | 1,317,402,239 | 91,741,103 | 91,648,176 | 65,095 | 27,83 |
| INTL PAPER CO | COM | 46014610 | 1,316,941,727 | 38,962,773 | 17,587,820 | 21,365,241 | 9,71 |
| AOL TIME WARNER INC | COM | 00184A10 | 1,316,757,591 | 121,248,397 | 120,662,300 | 535,035 | 51,06 |
| WACHOVIA CORP 2ND NE | COM | 92990310 | 1,270,735,160 | 37,297,774 | 36,839,355 | 334,410 | 124,00 |
| GILLETTE CO | COM | 37576610 | 1,203,945,695 | 38,912,272 | 28,491,013 | 10,140,924 | 280,33 |
| DUKE ENERGY CORP | COM | 26439910 | 1,130,231,553 | 77,732,569 | 26,183,314 | 51,492,124 | 57,13 |
| BRISTOL MYERS SQUIBB | COM | 11012210 | 1,128,758,218 | 53,419,698 | 51,635,694 | 861,674 | 922,33 |
| BANK ONE CORP | COM | 06423A10 | 1,094,215,299 | 31,606,450 | 31,467,680 | 108,230 | 30,54 |
| ANHEUSER BUSCH COS I | COM | 03522910 | 1,078,315,078 | 23,134,844 | 22,612,046 | 311,634 | 211,16 |
| DISNEY WALT CO | COM | | | | | | |
| | DISNEY | 25468710 | 1,075,524,521 | 63,191,805 | 60,675,461 | 1,679,300 | 837,04 |
| FEDERAL HOME LN MTG | COM | 31340030 | 1,049,022,891 | 19,755,610 | 19,226,595 | 407,617 | 121,39 |
| US BANCORP DEL | COM NEW | 90297330 | 1,044,104,129 | 55,010,755 | 54,373,586 | 561,732 | 75,43 |
| UNITED TECHNOLOGIES | COM | 91301710 | 1,029,043,657 | 17,809,686 | 17,606,891 | 112,826 | 89,96 |
| PROGRESS ENERGY INC | COM | 74326310 | 976,143,275 | 24,933,417 | 24,912,724 | 15,503 | 5,19 |
| WASHINGTON MUT INC | COM | 93932210 | 970,454,649 | 27,515,017 | 27,405,442 | 104,346 | 5,22 |
| FIRST DATA CORP | COM | 31996310 | 937,932,216 | 25,342,670 | 21,030,395 | 4,215,064 | 97,21 |
| CONOCOPHILLIPS | COM | 20825C10 | 924,774,360 | 17,253,253 | 17,101,848 | 105,864 | 45,54 |
| PENNEY J C INC | COM | 70816010 | 921,491,909 | 46,919,140 | 46,875,003 | 42,437 | 1,70 |
| WALGREEN CO | COM | 93142210 | 843,526,274 | 28,613,510 | 27,006,408 | 1,026,938 | 580,16 |
| COLGATE PALMOLIVE CO | COM | 19416210 | 800,414,062 | 14,702,683 | 14,029,986 | 536,742 | 135,95 |
| TEXAS INSTRS INC | COM | 88250810 | 799,013,004 | 48,809,591 | 48,579,500 | 178,667 | 51,42 |
| CONAGRA FOODS INC | COM | 20588710 | 793,392,265 | 39,511,567 | 18,250,221 | 21,233,954 | 27,39 |
| QUALCOMM INC | COM | 74752510 | 786,619,512 | 21,850,542 | 21,771,880 | 50,547 | 28,11 |
| FIFTH THIRD BANCORP | COM | 31677310 | 783,721,693 | 15,602,351 | 14,343,067 | 876,610 | 382,67 |
| SEARS ROEBUCK & CO | COM | 81238710 | 751,939,471 | 31,136,210 | 31,111,925 | 23,715 | 57 |
| UNITEDHEALTH GROUP I | COM | 91324P10 | 745,055,716 | 8,127,585 | 8,097,108 | 27,937 | 2,54 |
| FLEETBOSTON FINL COR | COM | 33903010 | 737,550,778 | 30,885,711 | 29,995,685 | 580,527 | 309,49 |
| CARDINAL HEALTH INC | COM | 14149Y10 | 734,931,116 | 12,900,318 | 12,501,512 | 341,296 | 57,51 |
| GOLDMAN SACHS GROUP | COM | 38141G10 | 729,873,017 | 10,720,814 | 10,258,124 | 426,671 | 36,01 |
| Page Total | | | 46,267,709,079 | | | | |

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| Name of | Title of | Cusip | Fair Market | Shares | Investment Discretion | | |
|---------|----------|-------|-------------|--------|-----------------------|-----------|------|
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| Issuer | Class | Number | Value | Prin Amt | Defined | Othe | |
|----------------------|-----------|----------|----------------|------------|------------|------------|--------|
| HARTFORD FINL SVCS G | COM | 41651510 | 727,538,816 | 20,616,005 | 7,351,497 | 13,201,329 | 63, |
| NORTHROP GRUMMAN COR | COM | 66680710 | 707,493,586 | 8,245,846 | 8,231,128 | 11,440 | 3, |
| FIRSTENERGY CORP | COM | 33793210 | 703,731,042 | 22,340,668 | 22,315,826 | 22,970 | 1, |
| KIMBERLY CLARK CORP | COM | 49436810 | 690,931,129 | 15,198,661 | 14,494,371 | 497,331 | 206, |
| DOW CHEM CO | COM | 26054310 | 687,098,815 | 24,885,868 | 24,695,052 | 106,853 | 83, |
| AON CORP | COM | 03738910 | 682,573,737 | 33,006,467 | 11,645,861 | 21,351,035 | 9, |
| MARSH & MCLENNAN COS | COM | 57174810 | 681,160,598 | 15,978,433 | 14,680,281 | 1,002,966 | 295, |
| GLAXOSMITHKLINE PLC | SPONSORED | 37733W10 | 672,254,241 | 19,103,559 | 18,886,745 | 216,814 | |
| CATERPILLAR INC DEL | COM | 14912310 | 672,115,050 | 13,660,875 | 13,531,863 | 89,590 | 39, |
| SCHERING PLOUGH CORP | COM | 80660510 | 640,209,792 | 35,906,326 | 35,440,368 | 282,344 | 183, |
| AIR PRODS & CHEMS IN | COM | 00915810 | 635,763,774 | 15,345,493 | 6,387,013 | 8,781,306 | 177, |
| ALLSTATE CORP | COM | 02000210 | 632,161,223 | 19,058,222 | 18,997,400 | 53,363 | 7, |
| AUTOMATIC DATA PROCE | COM | 05301510 | 627,781,497 | 20,389,136 | 17,421,856 | 1,971,196 | 996, |
| EBAY INC | COM | 27864210 | 605,927,071 | 7,102,650 | 7,091,621 | 10,829 | |
| CLEAR CHANNEL COMMUN | COM | 18450210 | 593,886,149 | 17,508,436 | 17,214,094 | 269,025 | 25, |
| APPLIED MATLS INC | COM | 03822210 | 591,827,295 | 47,045,095 | 45,453,013 | 1,228,569 | 363, |
| GENERAL MTRS CORP | CL H NEW | 37044283 | 586,706,848 | 52,384,540 | 52,333,205 | 37,602 | 13, |
| SOUTHERN CO | COM | 84258710 | 584,548,081 | 20,553,730 | 20,464,754 | 79,738 | 9, |
| HCA INC | COM | 40411910 | 574,180,654 | 13,882,511 | 13,451,507 | 377,067 | 53, |
| MCDONALDS CORP | COM | 58013510 | 565,203,963 | 39,087,411 | 38,217,810 | 632,877 | 236, |
| DELPHI CORP | COM | 24712610 | 563,234,338 | 82,464,764 | 82,099,359 | 324,096 | 41, |
| EDISON INTL | COM | 28102010 | 557,774,900 | 40,743,236 | 40,727,716 | 14,680 | |
| EMERSON ELEC CO | COM | 29101110 | 556,221,287 | 12,265,078 | 11,258,512 | 643,578 | 362, |
| SYSCO CORP | COM | 87182910 | 553,082,136 | 21,740,650 | 18,148,821 | 2,215,141 | 1,376, |
| TYCO INTL LTD NEW | COM | 90212410 | 550,749,664 | 42,826,568 | 42,824,000 | 2,568 | |
| ALCOA INC | COM | 01381710 | 540,360,408 | 27,882,374 | 27,800,759 | 67,139 | 14, |
| STATE STR CORP | COM | 85747710 | 531,557,142 | 16,805,474 | 8,473,670 | 7,943,031 | 388, |
| MBNA CORP | COM | 55262L10 | 530,495,042 | 35,248,840 | 34,978,620 | 179,891 | 90, |
| MOTOROLA INC | COM | 62007610 | 522,149,217 | 63,214,191 | 61,959,223 | 787,712 | 467, |
| GANNETT INC | COM | 36473010 | 515,412,092 | 7,318,076 | 7,175,020 | 68,297 | 74, |
| FOREST LABS INC | COM | 34583810 | 513,837,090 | 9,520,791 | 9,450,871 | 34,685 | 35, |
| ELECTRONIC DATA SYS | COM | 28566110 | 510,638,409 | 29,013,546 | 16,016,031 | 12,995,679 | 1, |
| DOMINION RES INC VA | COM | 25746U10 | 502,322,619 | 9,072,108 | 8,969,665 | 59,734 | 42, |
| EXELON CORP | COM | 30161N10 | 502,208,364 | 9,962,475 | 9,896,592 | 61,054 | 4, |
| NATIONAL CITY CORP | COM | 63540510 | 497,538,773 | 17,864,947 | 17,272,843 | 78,712 | 513, |
| ILLINOIS TOOL WKS IN | COM | 45230810 | 496,936,583 | 8,545,771 | 7,671,746 | 587,073 | 286, |
| FEDEX CORP | COM | 31428X10 | 494,900,322 | 8,986,750 | 8,887,594 | 25,661 | 73, |
| AFLAC INC | COM | 00105510 | 493,004,125 | 15,382,344 | 15,163,243 | 166,842 | 52, |
| PG&E CORP | COM | 69331C10 | 491,480,565 | 36,541,306 | 36,512,496 | 28,230 | |
| SCHLUMBERGER LTD | COM | 80685710 | 476,665,659 | 12,540,533 | 11,657,744 | 541,559 | 341, |
| METLIFE INC | COM | 59156R10 | 472,341,998 | 17,905,307 | 17,849,632 | 54,380 | 1, |
| Page Total | | | 23,736,004,094 | | | | |

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------|
| | | | | | Sole | Shared as Defined | Shar Othe |
| KOHL'S CORP | COM | 50025510 | 470,831,771 | 8,321,523 | 8,290,626 | 29,292 | 1, |
| AT&T CORP | COM NEW | 00195750 | 466,391,665 | 28,789,609 | 26,887,407 | 1,862,898 | 39, |

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|----------------------|-------------|----------|----------------|------------|------------|------------|------|
| TRAVELERS PPTY CAS C | CL B | 89420G40 | 462,809,735 | 32,800,123 | 24,718,783 | 8,077,685 | 3, |
| E M C CORP MASS | COM | 26864810 | 456,899,481 | 63,194,949 | 62,121,766 | 758,133 | 315, |
| AT&T WIRELESS SVCS I | COM | 00209A10 | 456,246,898 | 69,128,318 | 68,798,775 | 286,670 | 42, |
| GENERAL MLS INC | COM | 37033410 | 455,790,244 | 10,006,372 | 9,568,484 | 197,006 | 240, |
| PRUDENTIAL FINL INC | COM | 74432010 | 429,395,323 | 14,680,182 | 14,642,419 | 36,213 | 1, |
| WASTE MGMT INC DEL | COM | 94106L10 | 427,870,714 | 20,201,639 | 16,287,913 | 3,911,739 | 1, |
| XEROX CORP | COM | 98412110 | 420,027,943 | 48,279,074 | 20,142,352 | 28,136,022 | |
| BANK NEW YORK INC | COM | 06405710 | 418,952,514 | 20,436,708 | 20,245,909 | 92,362 | 98, |
| SLM CORP | COM | 78442P10 | 414,144,666 | 3,733,724 | 3,722,068 | 11,436 | |
| BOSTON SCIENTIFIC CO | COM | 10113710 | 411,477,865 | 10,095,139 | 10,071,359 | 22,180 | 1, |
| BECTON DICKINSON & C | COM | 07588710 | 411,155,052 | 11,938,300 | 11,905,095 | 27,325 | 5, |
| SARA LEE CORP | COM | 80311110 | 401,542,482 | 21,472,860 | 21,310,548 | 81,716 | 80, |
| BAXTER INTL INC | COM | 07181310 | 400,600,031 | 21,491,418 | 16,039,019 | 5,424,936 | 27, |
| EASTMAN KODAK CO | COM | 27746110 | 400,178,354 | 13,519,539 | 13,476,079 | 26,099 | 17, |
| ALLTEL CORP | COM | 02003910 | 398,992,922 | 8,914,051 | 7,964,944 | 783,602 | 165, |
| FORD MTR CO DEL | COM PAR \$0 | 34537086 | 386,191,750 | 51,355,286 | 51,235,750 | 100,639 | 18, |
| SUNTRUST BKS INC | COM | 86791410 | 385,447,596 | 7,320,942 | 7,283,342 | 35,614 | 1, |
| RAYTHEON CO | COM NEW | 75511150 | 384,232,556 | 13,543,622 | 13,384,899 | 133,906 | 24, |
| ENTERGY CORP NEW | COM | 29364G10 | 383,351,040 | 7,961,600 | 7,657,802 | 268,350 | 35, |
| STRYKER CORP | COM | 86366710 | 382,126,632 | 5,566,302 | 4,902,308 | 508,916 | 155, |
| WELLPOINT HEALTH NET | COM | 94973H10 | 378,899,783 | 4,936,805 | 4,926,627 | 9,978 | |
| AVON PRODS INC | COM | 05430310 | 377,055,259 | 6,609,207 | 6,557,097 | 43,705 | 8, |
| UNION PAC CORP | COM | 90781810 | 375,626,130 | 6,829,566 | 6,719,492 | 46,894 | 63, |
| LEHMAN BROS HLDGS IN | COM | 52490810 | 372,671,664 | 6,453,189 | 6,426,639 | 24,769 | 1, |
| CENDANT CORP | COM | 15131310 | 371,293,618 | 29,235,718 | 29,129,970 | 62,813 | 42, |
| BERKSHIRE HATHAWAY I | CL B | 08467020 | 363,559,262 | 170,126 | 166,227 | 1,470 | 2, |
| COSTCO WHSL CORP NEW | COM | 22160K10 | 356,847,991 | 11,883,050 | 11,831,700 | 49,110 | 2, |
| BB&T CORP | COM | 05493710 | 354,769,959 | 11,287,622 | 11,259,959 | 26,863 | |
| PROGRESSIVE CORP OHI | COM | 74331510 | 353,144,788 | 5,954,220 | 5,926,351 | 11,769 | 16, |
| YAHOO INC | COM | 98433210 | 352,684,819 | 14,682,965 | 14,657,620 | 23,565 | 1, |
| GUIDANT CORP | COM | 40169810 | 345,789,495 | 9,552,196 | 9,514,399 | 35,502 | 2, |
| TRIBUNE CO NEW | COM | 89604710 | 344,043,252 | 7,643,707 | 7,495,767 | 77,463 | 70, |
| PNC FINL SVCS GROUP | COM | 69347510 | 343,797,494 | 8,112,258 | 8,016,661 | 59,225 | 36, |
| NEXTEL COMMUNICATION | CL A | 65332V10 | 342,600,503 | 25,586,296 | 25,448,632 | 109,569 | 28, |
| ANADARKO PETE CORP | COM | 03251110 | 338,039,383 | 7,429,437 | 6,993,906 | 287,987 | 147, |
| EQUITY OFFICE PROPER | COM | 29474110 | 337,661,081 | 13,267,626 | 13,251,735 | 15,891 | |
| HARLEY DAVIDSON INC | COM | 41282210 | 334,181,093 | 8,415,540 | 8,115,848 | 262,411 | 37, |
| OCCIDENTAL PETE CORP | COM | 67459910 | 333,934,729 | 11,146,019 | 11,115,797 | 29,342 | |
| MCGRAW HILL COS INC | COM | 58064510 | 330,050,560 | 5,937,229 | 5,676,076 | 151,749 | 109, |
| Page Total | | | 15,931,308,097 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------|
| | | | | | Sole | Shared as Defined | Shar Othe |
| MATTEL INC | COM | 57708110 | 320,436,450 | 14,241,620 | 14,190,986 | 48,849 | 1,7 |
| LIBERTY MEDIA CORP N | COM SER A | 53071810 | 319,833,925 | 32,870,907 | 29,795,309 | 3,010,450 | 65,1 |
| FPL GROUP INC | COM | 30257110 | 318,788,317 | 5,409,610 | 5,303,761 | 61,674 | 44,1 |
| GAP INC DEL | COM | 36476010 | 318,143,063 | 21,956,043 | 21,877,586 | 78,057 | 4 |
| MAXIM INTEGRATED PRO | COM | 57772K10 | 313,802,866 | 8,687,787 | 8,635,140 | 39,411 | 13,2 |
| ANALOG DEVICES INC | COM | 03265410 | 305,052,742 | 11,092,827 | 10,586,858 | 380,069 | 125,9 |
| BURLINGTON NORTHN SA | COM | 12189T10 | 303,070,947 | 12,171,524 | 11,831,308 | 283,542 | 56,6 |

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| | | | | | | | |
|----------------------|------------|----------|----------------|------------|------------|---------|-------|
| HEINZ H J CO | COM | 42307410 | 299,956,094 | 10,272,469 | 10,186,983 | 46,614 | 38,8 |
| GENERAL DYNAMICS COR | COM | 36955010 | 298,617,735 | 5,422,512 | 5,211,654 | 177,039 | 33,8 |
| APACHE CORP | COM | 03741110 | 297,745,471 | 4,822,570 | 4,731,369 | 69,243 | 21,9 |
| KROGER CO | COM | 50104410 | 295,713,360 | 22,487,708 | 22,428,743 | 56,365 | 2,6 |
| LINEAR TECHNOLOGY CO | COM | 53567810 | 292,468,399 | 9,474,195 | 8,711,204 | 585,261 | 177,7 |
| KELLOGG CO | COM | 48783610 | 292,424,140 | 9,540,755 | 9,515,780 | 21,615 | 3,3 |
| BAKER HUGHES INC | COM | 05722410 | 291,049,795 | 9,724,350 | 9,155,313 | 504,211 | 64,8 |
| DEERE & CO | COM | 24419910 | 289,392,919 | 7,371,190 | 7,352,767 | 15,468 | 2,9 |
| OMNICOM GROUP INC | COM | 68191910 | 288,964,339 | 5,334,398 | 5,195,929 | 119,939 | 18,5 |
| NIKE INC | CL B | 65410610 | 286,323,528 | 5,568,330 | 5,555,870 | 5,235 | 7,2 |
| WEYERHAEUSER CO | COM | 96216610 | 284,988,502 | 5,958,363 | 5,928,379 | 17,674 | 12,3 |
| ANTHEM INC | COM | 03674B10 | 283,629,301 | 4,281,197 | 4,203,966 | 77,125 | 1 |
| DANAHER CORP DEL | COM | 23585110 | 282,655,155 | 4,298,284 | 4,240,324 | 55,560 | 2,4 |
| BURLINGTON RES INC | COM | 12201410 | 282,035,136 | 5,911,447 | 5,846,520 | 54,517 | 10,4 |
| GOLDEN WEST FINL COR | COM | 38131710 | 281,668,744 | 3,915,873 | 3,909,047 | 6,726 | 1 |
| WRIGLEY WM JR CO | COM | 98252610 | 281,658,884 | 4,985,113 | 4,964,662 | 16,651 | 3,8 |
| SUN MICROSYSTEMS INC | COM | 86681010 | 277,653,616 | 85,169,821 | 84,555,717 | 464,481 | 149,6 |
| BED BATH & BEYOND IN | COM | 07589610 | 276,319,758 | 7,999,993 | 7,905,923 | 82,935 | 11,1 |
| CLOROX CO DEL | COM | 18905410 | 275,665,187 | 5,970,656 | 5,955,069 | 9,080 | 6,5 |
| PRAXAIR INC | COM | 74005P10 | 274,904,714 | 4,878,522 | 4,866,557 | 11,695 | 2 |
| KEYCORP NEW | COM | 49326710 | 273,078,377 | 12,104,538 | 12,046,871 | 37,765 | 19,9 |
| SPRINT CORP | COM FON GR | 85206110 | 271,381,313 | 23,096,282 | 23,002,916 | 85,510 | 7,8 |
| LEXMARK INTL NEW | CL A | 52977110 | 271,147,299 | 4,049,997 | 4,029,138 | 20,759 | 1 |
| HALLIBURTON CO | COM | 40621610 | 270,834,381 | 13,064,852 | 13,010,167 | 52,505 | 2,1 |
| NEWMONT MINING CORP | COM | 65163910 | 270,669,079 | 10,350,634 | 10,306,873 | 15,725 | 28,0 |
| PAYCHEX INC | COM | 70432610 | 267,525,055 | 9,738,808 | 9,558,835 | 96,616 | 83,3 |
| CARNIVAL CORP | COM | 14365810 | 266,405,952 | 11,049,604 | 11,049,354 | 250 | |
| AMERICAN ELEC PWR IN | COM | 02553710 | 264,289,223 | 11,566,268 | 11,526,607 | 32,867 | 6,7 |
| CVS CORP | COM | 12665010 | 263,924,004 | 11,065,996 | 10,893,605 | 95,709 | 76,6 |
| YUM BRANDS INC | COM | 98849810 | 263,818,608 | 10,843,346 | 10,809,266 | 27,700 | 6,3 |
| STARBUCKS CORP | COM | 85524410 | 263,040,486 | 10,211,199 | 10,160,115 | 41,889 | 9,1 |
| ZIMMER HLDGS INC | COM | 98956P10 | 262,875,057 | 5,405,615 | 5,289,404 | 54,571 | 61,6 |
| TJX COS INC NEW | COM | 87254010 | 259,940,876 | 14,769,368 | 14,407,937 | 330,411 | 31,0 |
| ST JUDE MED INC | COM | 79084910 | 259,792,552 | 5,329,078 | 5,312,608 | 10,042 | 6,4 |
| Page Total | | | 11,661,685,349 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| MASCO CORP | COM | 57459910 | 255,578,380 | 13,726,014 | 13,675,952 | 29,678 | 20,3 |
| MELLON FINL CORP | COM | 58551A10 | 252,886,700 | 11,894,953 | 11,700,504 | 148,731 | 45,7 |
| STAPLES INC | COM | 85503010 | 250,711,159 | 13,677,641 | 13,354,658 | 220,445 | 102,5 |
| PUBLIC SVC ENTERPRIS | COM | 74457310 | 250,425,833 | 6,825,452 | 6,808,679 | 15,938 | 8 |
| HANCOCK JOHN FINL SV | COM | 41014S10 | 240,674,641 | 8,663,594 | 8,630,610 | 20,639 | 12,3 |
| SCHWAB CHARLES CORP | COM | 80851310 | 239,940,801 | 33,232,798 | 33,182,562 | 36,548 | 13,6 |
| CONSOLIDATED EDISON | COM | 20911510 | 236,716,604 | 6,153,278 | 6,101,646 | 22,799 | 28,8 |
| PEPSI BOTTLING GROUP | COM | 71340910 | 233,854,212 | 13,042,622 | 13,038,372 | 4,050 | 2 |
| ALLERGAN INC | COM | 01849010 | 232,803,594 | 3,413,042 | 3,404,762 | 7,780 | 5 |
| MARATHON OIL CORP | COM | 56584910 | 232,749,538 | 9,710,035 | 9,687,490 | 17,405 | 5,1 |
| TENET HEALTHCARE COR | COM | 88033G10 | 230,790,242 | 13,819,775 | 13,787,392 | 31,723 | 6 |
| SAFEWAY INC | COM NEW | 78651420 | 229,703,075 | 12,134,341 | 12,085,836 | 44,015 | 4,4 |

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| | | | | | | | |
|----------------------|------------|----------|---------------|------------|------------|-----------|-------|
| XILINX INC | COM | 98391910 | 228,162,755 | 9,746,380 | 9,693,720 | 40,140 | 12,5 |
| PPG INDS INC | COM | 69350610 | 227,469,397 | 5,045,905 | 5,013,880 | 26,005 | 6,0 |
| NEWELL RUBBERMAID IN | COM | 65122910 | 225,272,728 | 7,946,128 | 7,852,726 | 77,002 | 16,4 |
| CAMPBELL SOUP CO | COM | 13442910 | 224,808,864 | 10,705,184 | 10,673,352 | 21,340 | 10,4 |
| SOUTHTRUST CORP | COM | 84473010 | 224,579,419 | 8,796,687 | 8,771,909 | 24,538 | 2 |
| MEDIMMUNE INC | COM | 58469910 | 220,820,916 | 6,726,193 | 6,695,562 | 20,258 | 10,3 |
| ELECTRONIC ARTS INC | COM | 28551210 | 219,872,204 | 3,749,526 | 3,743,681 | 5,480 | 3 |
| PITNEY BOWES INC | COM | 72447910 | 219,785,351 | 6,885,506 | 6,857,211 | 24,265 | 4,0 |
| CAPITAL ONE FINL COR | COM | 14040H10 | 219,002,206 | 7,297,641 | 7,099,232 | 173,949 | 24,4 |
| MARRIOTT INTL INC NE | CL A | 57190320 | 218,279,774 | 6,861,986 | 5,625,947 | 1,234,874 | 1,1 |
| BEST BUY INC | COM | 08651610 | 218,263,409 | 8,092,822 | 8,056,339 | 30,525 | 5,9 |
| BLOCK H & R INC | COM | 09367110 | 217,381,450 | 5,092,093 | 5,049,048 | 31,420 | 11,6 |
| HARRAHS ENTMT INC | COM | 41361910 | 216,003,314 | 6,050,513 | 6,045,821 | 4,592 | 1 |
| BIOMET INC | COM | 09061310 | 215,403,878 | 7,027,859 | 6,991,433 | 34,996 | 1,4 |
| CHUBB CORP | COM | 17123210 | 215,021,227 | 4,851,562 | 4,798,765 | 38,184 | 14,6 |
| COMPUTER ASSOC INTL | COM | 20491210 | 214,905,745 | 15,732,485 | 15,693,664 | 38,021 | 8 |
| INTUIT | COM | 46120210 | 212,502,991 | 5,712,446 | 5,696,007 | 16,019 | 4 |
| NORTHERN TR CORP | COM | 66585910 | 211,735,780 | 6,953,556 | 5,515,077 | 1,104,172 | 334,3 |
| HERSHEY FOODS CORP | COM | 42786610 | 210,145,411 | 3,353,741 | 3,293,308 | 30,209 | 30,2 |
| ECOLAB INC | COM | 27886510 | 210,100,021 | 4,259,072 | 3,749,246 | 407,496 | 102,3 |
| PRINCIPAL FINANCIAL | COM | 74251V10 | 209,117,798 | 7,705,151 | 7,684,351 | 18,700 | 2,1 |
| ST PAUL COS INC | COM | 79286010 | 207,176,650 | 6,514,989 | 6,482,013 | 30,584 | 2,3 |
| NORFOLK SOUTHERN COR | COM | 65584410 | 205,373,731 | 11,065,395 | 10,758,183 | 247,666 | 59,5 |
| AVERY DENNISON CORP | COM | 05361110 | 204,185,563 | 3,480,238 | 3,191,744 | 213,026 | 75,4 |
| SIMON PPTY GROUP INC | COM | 82880610 | 203,795,271 | 5,687,839 | 5,676,294 | 11,545 | |
| ADOBE SYS INC | COM | 00724F10 | 202,896,484 | 6,581,138 | 6,564,918 | 15,440 | 7 |
| AUTOZONE INC | COM | 05333210 | 202,487,889 | 2,946,993 | 2,942,038 | 4,855 | 1 |
| SPDR TR | UNIT SER 1 | 78462F10 | 201,539,768 | 2,378,331 | 2,378,331 | | |
| GENZYME CORP | COM GENL D | 37291710 | 201,488,346 | 5,527,801 | 5,498,504 | 24,622 | 4,6 |
| Page Total | | | 9,094,413,119 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| VERITAS SOFTWARE CO | COM | 92343610 | 200,586,896 | 11,403,462 | 11,372,124 | 30,698 | 6 |
| FRANKLIN RES INC | COM | 35461310 | 200,455,303 | 6,091,015 | 5,797,310 | 236,912 | 56,7 |
| INTERNATIONAL GAME T | COM | 45990210 | 199,254,837 | 2,432,904 | 2,429,637 | 2,967 | 3 |
| DEVON ENERGY CORP NE | COM | 25179M10 | 198,424,721 | 4,114,988 | 4,097,322 | 11,088 | 6,5 |
| APOLLO GROUP INC | CL A | 03760410 | 194,476,916 | 3,897,333 | 3,884,024 | 12,609 | 7 |
| AETNA INC NEW | COM | 00817Y10 | 194,052,589 | 3,936,158 | 3,925,143 | 9,765 | 1,2 |
| KERR MCGEE CORP | COM | 49238610 | 193,855,449 | 4,773,589 | 4,766,213 | 6,037 | 1,3 |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L10 | 193,129,760 | 8,023,671 | 8,023,471 | 200 | |
| ALBERTSONS INC | COM | 01310410 | 192,141,122 | 10,193,163 | 10,152,374 | 22,115 | 18,6 |
| MCKESSON CORP | COM | 58155Q10 | 191,742,488 | 7,691,235 | 7,675,760 | 15,275 | 2 |
| FORTUNE BRANDS INC | COM | 34963110 | 189,518,838 | 4,420,780 | 4,048,364 | 327,570 | 44,8 |
| PPL CORP | COM | 69351T10 | 189,338,227 | 5,316,996 | 5,301,241 | 13,375 | 2,3 |
| ARCHER DANIELS MIDLA | COM | 03948310 | 187,537,960 | 17,364,626 | 17,323,053 | 33,493 | 8,0 |
| COMERICA INC | COM | 20034010 | 187,439,861 | 4,948,254 | 4,924,919 | 15,795 | 7,5 |
| XL CAP LTD | CL A | G9825510 | 186,983,914 | 2,641,762 | 2,641,762 | | |
| DTE ENERGY CO | COM | 23333110 | 185,950,135 | 4,811,129 | 4,801,206 | 8,823 | 1,1 |
| CIGNA CORP | COM | 12550910 | 185,232,294 | 4,051,450 | 4,010,743 | 25,187 | 15,5 |

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|-----------------------|---------|----------|---------------|------------|------------|-----------|---------|
| KLA-TENCOR CORP | COM | 48248010 | 185,021,400 | 5,147,777 | 5,131,970 | 15,567 | 2 |
| MOODYS CORP | COM | 61536910 | 184,510,355 | 3,991,139 | 3,810,792 | 156,379 | 23,9 |
| UNOCAL CORP | COM | 91528910 | 182,386,971 | 6,932,230 | 6,879,084 | 18,866 | 34,2 |
| BEAR STEARNS COS INC | COM | 07390210 | 182,146,862 | 2,776,629 | 2,767,881 | 8,648 | 1 |
| COUNTRYWIDE FINANCI | COM | 22237210 | 181,005,745 | 3,147,926 | 3,140,496 | 7,330 | 1 |
| AM SOUTH BANCORPORATI | COM | 03216510 | 180,316,450 | 9,070,244 | 9,008,492 | 41,931 | 19,8 |
| ACE LTD | ORD | G0070K10 | 179,606,900 | 6,204,038 | 6,203,898 | 140 | |
| AGILENT TECHNOLOGIES | COM | 00846U10 | 179,169,039 | 13,625,022 | 13,386,112 | 125,450 | 113,4 |
| TXU CORP | COM | 87316810 | 178,389,794 | 9,993,826 | 9,971,051 | 19,910 | 2,8 |
| AMEREN CORP | COM | 02360810 | 177,947,608 | 4,556,917 | 4,550,822 | 5,695 | 4 |
| CORNING INC | COM | 21935010 | 177,330,122 | 30,364,747 | 30,244,456 | 92,226 | 28,0 |
| MAY DEPT STORES CO | COM | 57777810 | 176,822,080 | 8,889,999 | 8,678,977 | 128,672 | 82,3 |
| JOHNSON CTLS INC | COM | 47836610 | 176,387,995 | 2,434,953 | 2,424,994 | 6,759 | 3,2 |
| NEW YORK TIMES CO | CL A | 65011110 | 176,098,688 | 4,081,082 | 3,853,612 | 227,150 | 3 |
| OWENS ILL INC | COM NEW | 69076840 | 174,833,807 | 19,340,023 | 11,604,421 | 7,735,602 | |
| LIMITED BRANDS INC | COM | 53271610 | 174,116,363 | 13,528,855 | 13,495,520 | 32,895 | 4 |
| COCA COLA ENTERPRISE | COM | 19121910 | 174,105,274 | 9,315,424 | 9,291,808 | 23,086 | 5 |
| SUNGARD DATA SYS INC | COM | 86736310 | 173,667,270 | 8,153,393 | 7,545,347 | 517,371 | 90,6 |
| FEDERATED DEPT STORE | COM | 31410H10 | 173,577,623 | 6,194,776 | 6,180,296 | 14,340 | 1 |
| REGIONS FINL CORP | COM | 75894010 | 170,159,648 | 5,251,841 | 5,212,371 | 28,690 | 10,7 |
| FISERV INC | COM | 33773810 | 169,317,352 | 5,378,569 | 5,362,984 | 15,135 | 4 |
| CHIRON CORP | COM | 17004010 | 168,959,587 | 4,505,589 | 4,491,491 | 12,337 | 1,7 |
| DOW JONES & CO INC | COM | 26056110 | 167,581,619 | 4,728,601 | 2,022,306 | 47,332 | 2,658,9 |
| CINERGY CORP | COM | 17247410 | 166,519,077 | 4,948,561 | 4,938,625 | 8,814 | 1,1 |
| Page Total | | | 7,500,098,939 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| KINDER MORGAN INC KA | COM | 49455P10 | 165,510,135 | 3,678,003 | 3,667,850 | 8,453 | 1,7 |
| COMPUTER SCIENCES CO | COM | 20536310 | 164,804,556 | 5,063,120 | 4,991,622 | 31,558 | 39,9 |
| ROHM & HAAS CO | COM | 77537110 | 162,987,339 | 5,473,047 | 5,457,458 | 13,014 | 2,5 |
| SYMANTEC CORP | COM | 87150310 | 160,309,005 | 4,091,603 | 4,080,003 | 11,000 | 6 |
| EATON CORP | COM | 27805810 | 159,624,920 | 2,281,986 | 2,273,851 | 8,035 | 1 |
| CHARTER ONE FINL INC | COM | 16090310 | 159,518,926 | 5,767,134 | 5,740,273 | 26,432 | 4 |
| CSX CORP | COM | 12640810 | 156,453,333 | 5,485,741 | 5,460,901 | 19,932 | 4,9 |
| FIRST TENN NATL CORP | COM | 33716210 | 153,888,083 | 3,875,298 | 3,865,318 | 8,630 | 1,3 |
| ALTERA CORP | COM | 02144110 | 152,899,475 | 11,292,428 | 11,164,817 | 90,311 | 37,3 |
| SEMPRA ENERGY | COM | 81685110 | 152,424,405 | 6,106,747 | 6,092,587 | 14,160 | |
| STARWOOD HOTELS&RESO | PAIRED CTF | 85590A20 | 151,550,174 | 6,370,331 | 5,097,786 | 1,272,545 | |
| QUEST DIAGNOSTICS IN | COM | 74834L10 | 151,482,535 | 2,537,821 | 2,531,808 | 5,163 | 8 |
| MBIA INC | COM | 55262C10 | 151,103,999 | 3,910,559 | 3,889,330 | 11,704 | 9,5 |
| BJ SVCS CO | COM | 05548210 | 150,539,748 | 4,377,428 | 4,370,618 | 6,330 | 4 |
| JEFFERSON PILOT CORP | COM | 47507010 | 149,696,858 | 3,890,251 | 3,852,574 | 18,664 | 19,0 |
| NABORS INDUSTRIES LT | SHS | G6359F10 | 148,038,386 | 3,713,027 | 3,576,275 | 136,752 | |
| EOG RES INC | COM | 26875P10 | 147,442,889 | 3,727,070 | 3,523,691 | 171,999 | 31,3 |
| GENUINE PARTS CO | COM | 37246010 | 146,757,096 | 4,810,131 | 4,770,037 | 29,894 | 10,2 |
| LUCENT TECHNOLOGIES | COM | 54946310 | 146,726,206 | 99,813,746 | 99,164,121 | 522,797 | 126,8 |
| KEYSPAN CORP | COM | 49337W10 | 146,227,692 | 4,534,192 | 4,514,539 | 17,253 | 2,4 |
| CINCINNATI FINL CORP | COM | 17206210 | 145,993,674 | 4,162,922 | 4,154,927 | 7,875 | 1 |
| QWEST COMMUNICATIONS | COM | 74912110 | 144,570,307 | 41,424,157 | 41,319,717 | 100,542 | 3,8 |

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|----------------------|------|----------|---------------|------------|------------|---------|------|
| LOEWS CORP | COM | 54042410 | 142,975,879 | 3,588,752 | 3,579,492 | 8,060 | 1,2 |
| V F CORP | COM | 91820410 | 142,541,988 | 3,787,988 | 3,777,873 | 6,715 | 3,4 |
| LINCOLN NATL CORP IN | COM | 53418710 | 142,369,920 | 5,084,640 | 5,053,165 | 23,524 | 7,9 |
| OFFICE DEPOT INC | COM | 67622010 | 141,997,714 | 12,003,188 | 11,969,836 | 20,732 | 12,6 |
| UNIVISION COMMUNICAT | CL A | 91490610 | 140,552,031 | 5,734,477 | 5,412,506 | 287,925 | 34,0 |
| TRANSOCEAN INC | ORD | G9007810 | 140,541,888 | 6,872,464 | 6,824,709 | 22,826 | 24,9 |
| AMERISOURCEBERGEN CO | COM | 03073E10 | 140,414,032 | 2,674,553 | 2,669,686 | 4,582 | 2 |
| NORTH FORK BANCORPOR | COM | 65942410 | 140,281,393 | 4,763,375 | 4,740,550 | 10,925 | 11,9 |
| PACCAR INC | COM | 69371810 | 140,240,280 | 2,789,741 | 2,777,616 | 8,750 | 3,3 |
| SAFECO CORP | COM | 78642910 | 139,571,005 | 3,991,164 | 3,978,025 | 6,740 | 6,3 |
| AMBAC FINL GROUP INC | COM | 02313910 | 139,179,770 | 2,754,944 | 2,744,834 | 5,280 | 4,8 |
| XCEL ENERGY INC | COM | 98389B10 | 139,009,482 | 10,851,638 | 10,808,646 | 40,486 | 2,5 |
| BIOGEN INC | COM | 09059710 | 138,154,787 | 4,611,308 | 3,891,028 | 718,980 | 1,3 |
| APPLE COMPUTER INC | COM | 03783310 | 137,345,072 | 9,713,230 | 9,689,810 | 22,160 | 1,2 |
| DOVER CORP | COM | 26000310 | 136,589,125 | 5,639,518 | 5,550,563 | 22,909 | 66,0 |
| CINTAS CORP | COM | 17290810 | 135,874,960 | 4,129,938 | 4,082,166 | 9,372 | 38,4 |
| INGERSOLL-RAND COMPA | CL A | G4776G10 | 135,528,967 | 3,512,023 | 3,501,329 | 6,274 | 4,4 |
| CONSTELLATION ENERGY | COM | 21037110 | 135,096,511 | 4,871,854 | 4,855,924 | 12,514 | 3,4 |
| NISOURCE INC | COM | 65473P10 | 134,496,689 | 7,389,928 | 7,376,031 | 12,297 | 1,6 |
| Page Total | | | 6,011,311,234 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| CENTURYTEL INC | COM | 15670010 | 133,646,817 | 4,842,276 | 4,688,976 | 115,035 | 38,2 |
| MONSANTO CO NEW | COM | 61166W10 | 133,606,224 | 8,146,721 | 8,116,628 | 25,457 | 4,6 |
| MARSHALL & ILSLEY CO | COM | 57183410 | 133,337,165 | 5,216,634 | 5,206,304 | 9,730 | 6 |
| SHERWIN WILLIAMS CO | COM | 82434810 | 133,299,202 | 5,043,481 | 5,026,606 | 9,000 | 7,8 |
| MEADWESTVACO CORP | COM | 58333410 | 132,509,642 | 5,816,929 | 5,800,618 | 11,807 | 4,5 |
| UNION PLANTERS CORP | COM | 90806810 | 131,218,805 | 4,991,206 | 4,975,966 | 15,240 | |
| MICRON TECHNOLOGY IN | COM | 59511210 | 128,059,684 | 15,732,148 | 15,701,488 | 30,280 | 3 |
| PARKER HANNIFIN CORP | COM | 70109410 | 127,618,470 | 3,294,230 | 3,235,157 | 30,671 | 28,4 |
| SYNOVUS FINL CORP | COM | 87161C10 | 127,480,901 | 7,125,819 | 7,113,579 | 12,040 | 2 |
| ITT INDS INC IND | COM | 45091110 | 127,450,947 | 2,386,275 | 2,370,406 | 4,900 | 10,9 |
| PEOPLESOFT INC | COM | 71271310 | 126,878,784 | 8,292,731 | 8,266,775 | 25,696 | 2 |
| FAMILY DLR STORES IN | COM | 30700010 | 126,839,136 | 4,107,485 | 4,093,645 | 11,240 | 2,6 |
| HEALTH MGMT ASSOC IN | CL A | 42193310 | 123,745,461 | 6,512,919 | 6,493,760 | 18,479 | 6 |
| CONCORD EFS INC | COM | 20619710 | 123,043,396 | 13,089,723 | 13,082,313 | 6,890 | 5 |
| KNIGHT RIDDER INC | COM | 49904010 | 121,692,109 | 2,080,207 | 2,071,862 | 8,165 | 1 |
| JONES APPAREL GROUP | COM | 48007410 | 120,662,595 | 4,398,928 | 4,392,746 | 5,882 | 3 |
| BMC SOFTWARE INC | COM | 05592110 | 120,278,104 | 7,970,716 | 7,949,702 | 20,494 | 5 |
| APPLERA CORP | COM AP BIO | 03802010 | 119,893,032 | 7,573,786 | 7,080,556 | 443,460 | 49,7 |
| AMERICAN STD COS INC | COM | 02971210 | 118,786,489 | 1,727,301 | 1,724,096 | 2,905 | 3 |
| MGIC INVT CORP WIS | COM | 55284810 | 116,766,910 | 2,973,438 | 2,958,637 | 10,901 | 3,9 |
| RADIOSHACK CORP | COM | 75043810 | 116,241,257 | 5,214,951 | 5,200,499 | 8,212 | 6,2 |
| HUNTINGTON BANCSHARE | COM | 44615010 | 116,093,471 | 6,244,942 | 6,228,562 | 15,560 | 8 |
| SEALED AIR CORP NEW | COM | 81211K10 | 111,938,983 | 2,789,409 | 2,769,075 | 20,234 | 1 |
| COX COMMUNICATIONS I | CL A | 22404410 | 111,490,929 | 3,583,765 | 3,392,279 | 166,438 | 25,0 |
| BARD C R INC | COM | 06738310 | 110,964,159 | 1,759,660 | 1,755,045 | 4,615 | |
| NOBLE CORPORATION | SHS | G6542210 | 110,714,402 | 3,523,692 | 3,371,856 | 124,861 | 26,9 |
| NOVELLUS SYS INC | COM | 67000810 | 110,198,751 | 4,041,025 | 4,024,325 | 10,805 | 5,8 |

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|----------------------|------------|----------|---------------|------------|------------|-----------|------|
| SPRINT CORP | PCS COM SE | 85206150 | 109,915,007 | 25,209,864 | 25,165,174 | 35,904 | 8,7 |
| ZIONS BANCORPORATION | COM | 98970110 | 108,605,885 | 2,538,707 | 2,534,347 | 4,160 | 2 |
| TORCHMARK CORP | COM | 89102710 | 108,458,749 | 3,029,574 | 3,010,714 | 12,860 | 6,0 |
| MYLAN LABS INC | COM | 62853010 | 108,078,955 | 3,759,268 | 3,748,893 | 8,600 | 1,7 |
| SONOCO PRODS CO | COM | 83549510 | 107,443,066 | 5,133,448 | 1,452,855 | 3,678,858 | 1,7 |
| COMCAST CORP NEW | CL A SPL | 20030N20 | 107,308,012 | 3,903,529 | 3,576,980 | 283,363 | 43,1 |
| QLOGIC CORP | COM | 74727710 | 106,807,026 | 2,875,795 | 2,863,899 | 5,696 | 6,2 |
| IMS HEALTH INC | COM | 44993410 | 106,565,739 | 6,826,761 | 6,806,757 | 15,784 | 4,2 |
| EL PASO CORP | COM | 28336L10 | 106,284,179 | 17,567,633 | 17,510,678 | 50,205 | 6,7 |
| LIZ CLAIBORNE INC | COM | 53932010 | 105,533,546 | 3,413,116 | 3,404,596 | 6,720 | 1,8 |
| JABIL CIRCUIT INC | COM | 46631310 | 105,374,797 | 6,021,417 | 5,961,303 | 37,289 | 22,8 |
| HILTON HOTELS CORP | COM | 43284810 | 105,195,214 | 9,060,742 | 9,034,739 | 24,363 | 1,6 |
| BALL CORP | COM | 05849810 | 104,132,876 | 1,869,531 | 1,865,501 | 3,830 | 2 |
| WPS RESOURCES CORP | COM | 92931B10 | 103,003,640 | 2,575,091 | 544,161 | 2,030,810 | 1 |
| Page Total | | | 4,807,162,516 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| BROWN FORMAN CORP | CL B | 11563720 | 102,632,047 | 1,334,617 | 1,332,737 | 1,880 | |
| LEAR CORP | COM | 52186510 | 102,508,707 | 2,899,822 | 2,889,486 | 6,441 | 3,89 |
| GRAINGER W W INC | COM | 38480210 | 102,436,319 | 2,387,793 | 2,376,668 | 10,401 | 72 |
| AMERADA HESS CORP | COM | 02355110 | 101,702,929 | 2,297,852 | 2,293,302 | 1,275 | 3,27 |
| TEXTRON INC | COM | 88320310 | 101,698,137 | 3,703,501 | 3,680,567 | 17,235 | 5,69 |
| KRAFT FOODS INC | CL A | 50075N10 | 101,652,737 | 3,604,707 | 3,305,091 | 251,009 | 48,60 |
| CENTEX CORP | COM | 15231210 | 101,541,653 | 1,867,948 | 1,863,148 | 4,500 | 30 |
| GILEAD SCIENCES INC | COM | 37555810 | 101,057,836 | 2,406,712 | 2,360,028 | 29,844 | 16,84 |
| GREENPOINT FINL CORP | COM | 39538410 | 99,748,404 | 2,226,030 | 2,219,860 | 5,870 | 30 |
| NETWORK APPLIANCE IN | COM | 64120L10 | 99,538,787 | 8,895,334 | 8,874,429 | 20,215 | 69 |
| JDS UNIPHASE CORP | COM | 46612J10 | 99,468,314 | 34,901,163 | 34,680,702 | 217,233 | 3,22 |
| SIEBEL SYS INC | COM | 82617010 | 98,521,622 | 12,299,828 | 12,273,302 | 25,466 | 1,06 |
| ROCKWELL AUTOMATION | COM | 77390310 | 98,452,449 | 4,756,157 | 4,720,671 | 15,204 | 20,28 |
| GEORGIA PAC CORP | COM | 37329810 | 98,067,558 | 7,055,220 | 7,029,938 | 21,834 | 3,44 |
| BLACK & DECKER CORP | COM | 09179710 | 96,050,420 | 2,755,319 | 2,750,899 | 4,320 | 10 |
| APARTMENT INVT & MGM | CL A | 03748R10 | 95,430,184 | 2,615,959 | 2,602,334 | 13,625 | |
| WHIRLPOOL CORP | COM | 96332010 | 95,339,913 | 1,944,522 | 1,909,597 | 27,025 | 7,90 |
| UST INC | COM | 90291110 | 94,780,552 | 3,434,078 | 3,415,002 | 14,396 | 4,68 |
| DOLLAR GEN CORP | COM | 25666910 | 94,448,501 | 7,735,340 | 7,717,702 | 14,298 | 3,34 |
| WATSON PHARMACEUTICA | COM | 94268310 | 94,357,429 | 3,279,716 | 3,253,782 | 24,834 | 1,10 |
| GENENTECH INC | COM NEW | 36871040 | 94,067,598 | 2,686,878 | 2,642,868 | 32,879 | 11,13 |
| TRAVELERS PPTY CAS C | CL A | 89420G10 | 93,912,653 | 6,665,199 | 1,279,088 | 5,384,350 | 1,76 |
| SIGMA ALDRICH CORP | COM | 82655210 | 93,837,240 | 2,109,176 | 2,079,169 | 27,917 | 2,09 |
| PLUM CREEK TIMBER CO | COM | 72925110 | 93,182,504 | 4,316,003 | 4,313,536 | 2,467 | |
| MOLEX INC | COM | 60855410 | 92,972,055 | 4,328,308 | 4,322,098 | 4,722 | 1,48 |
| ROCKWELL COLLINS INC | COM | 77434110 | 90,102,443 | 4,904,869 | 4,872,273 | 15,314 | 17,28 |
| TIFFANY & CO NEW | COM | 88654710 | 89,702,275 | 3,588,091 | 3,574,671 | 9,420 | 4,00 |
| INTERPUBLIC GROUP CO | COM | 46069010 | 89,583,645 | 9,632,650 | 9,409,619 | 129,490 | 93,54 |
| CITRIX SYS INC | COM | 17737610 | 89,521,321 | 6,802,532 | 6,744,230 | 58,182 | 12 |
| PACTIV CORP | COM | 69525710 | 89,357,534 | 4,401,849 | 4,394,099 | 7,500 | 25 |
| NUCOR CORP | COM | 67034610 | 88,795,596 | 2,326,319 | 2,279,523 | 22,791 | 24,00 |
| COOPER INDS LTD | CL A | G2418210 | 87,795,570 | 2,458,571 | 2,448,174 | 10,297 | 10 |

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|----------------------|------|----------|---------------|-----------|-----------|-----------|-------|
| LEGGETT & PLATT INC | COM | 52466010 | 86,216,066 | 4,716,415 | 4,567,786 | 140,699 | 7,93 |
| LUBRIZOL CORP | COM | 54927110 | 85,857,049 | 2,860,948 | 905,470 | 1,954,078 | 1,40 |
| VULCAN MATLS CO | COM | 92916010 | 85,340,559 | 2,823,042 | 2,818,326 | 4,716 | |
| M & T BK CORP | COM | 55261F10 | 85,188,342 | 1,084,097 | 1,046,922 | 6,964 | 30,21 |
| BROADCOM CORP | CL A | 11132010 | 84,811,920 | 6,867,362 | 6,854,022 | 13,120 | 22 |
| PINNACLE WEST CAP CO | COM | 72348410 | 83,556,750 | 2,513,741 | 2,501,601 | 5,140 | 7,00 |
| AUTONATION INC | COM | 05329W10 | 82,676,457 | 6,484,428 | 6,467,608 | 16,180 | 64 |
| THERMO ELECTRON CORP | COM | 88355610 | 81,522,725 | 4,504,018 | 4,489,458 | 13,772 | 78 |
| AMERICAN PWR CONVERS | COM | 02906610 | 80,142,064 | 5,627,954 | 5,613,824 | 13,890 | 24 |
| Page Total | | | 3,827,576,864 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| SUPERVALU INC | COM | 86853610 | 79,686,414 | 5,141,059 | 5,133,139 | 5,710 | 2,2 |
| NATIONAL SEMICONDUCT | COM | 63764010 | 79,616,758 | 4,672,345 | 4,658,877 | 12,548 | 9 |
| WATERS CORP | COM | 94184810 | 77,900,730 | 3,681,509 | 3,671,339 | 2,770 | 7,4 |
| UNISYS CORP | COM | 90921410 | 77,587,752 | 8,378,807 | 8,358,512 | 19,320 | 9 |
| EQUIFAX INC | COM | 29442910 | 77,340,090 | 3,868,939 | 3,854,739 | 9,200 | 5,0 |
| MCCORMICK & CO INC | COM NON VT | 57978020 | 76,876,533 | 3,184,612 | 3,160,312 | 23,700 | 6 |
| UNUMPROVIDENT CORP | COM | 91529Y10 | 76,722,994 | 7,828,877 | 7,811,604 | 13,313 | 3,9 |
| SUNOCO INC | COM | 86764P10 | 76,685,278 | 2,096,945 | 2,090,036 | 6,809 | 1 |
| KING PHARMACEUTICALS | COM | 49558210 | 76,400,483 | 6,404,064 | 6,397,741 | 5,990 | 3 |
| PHELPS DODGE CORP | COM | 71726510 | 76,367,982 | 2,351,231 | 2,338,994 | 11,261 | 9 |
| PRICE T ROWE GROUP I | COM | 74144T10 | 76,336,372 | 2,814,763 | 2,734,040 | 58,073 | 22,6 |
| KB HOME | COM | 48666K10 | 76,007,125 | 1,672,324 | 1,670,014 | 2,310 | |
| ENGELHARD CORP | COM | 29284510 | 75,967,679 | 3,546,577 | 3,538,629 | 5,755 | 2,1 |
| FLUOR CORP NEW | COM | 34341210 | 75,918,963 | 2,254,126 | 2,249,006 | 5,120 | |
| DARDEN RESTAURANTS I | COM | 23719410 | 74,113,842 | 4,152,036 | 4,138,664 | 12,022 | 1,3 |
| WENDYS INTL INC | COM | 95059010 | 74,086,878 | 2,693,089 | 2,687,709 | 5,380 | |
| SOLECTRON CORP | COM | 83418210 | 73,664,416 | 24,392,191 | 24,282,269 | 89,447 | 20,4 |
| INTERNATIONAL FLAVOR | COM | 45950610 | 73,386,359 | 2,360,449 | 2,351,524 | 3,325 | 5,6 |
| AMAZON COM INC | COM | 02313510 | 73,272,732 | 2,814,934 | 2,806,624 | 7,170 | 1,1 |
| CITIZENS COMMUNICATI | COM | 17453B10 | 72,482,384 | 7,262,764 | 7,242,346 | 20,218 | 2 |
| MERCURY INTERACTIVE | COM | 58940510 | 72,185,707 | 2,432,133 | 2,398,705 | 27,428 | 6,0 |
| OLD REP INTL CORP | COM | 68022310 | 70,199,169 | 2,624,268 | 2,616,227 | 7,341 | 7 |
| BANKNORTH GROUP INC | COM | 06646R10 | 69,506,986 | 3,186,932 | 2,166,908 | 978,597 | 41,4 |
| FREEMPORT-MCMORAN COP | CL B | 35671D85 | 69,174,271 | 4,057,142 | 4,034,515 | 5,550 | 17,0 |
| NATIONAL COMMERCE FI | COM | 63545P10 | 69,090,500 | 2,915,211 | 2,904,011 | 10,410 | 7 |
| IDEC PHARMACEUTICALS | COM | 44937010 | 68,887,255 | 2,013,070 | 1,983,418 | 9,919 | 19,7 |
| FIDELITY NATL FINL I | COM | 31632610 | 67,833,989 | 1,986,354 | 1,979,345 | 2,712 | 4,2 |
| CONVERGYS CORP | COM | 21248510 | 67,619,217 | 5,122,668 | 5,013,342 | 47,830 | 61,4 |
| REEBOK INTL LTD | COM | 75811010 | 67,452,514 | 2,053,349 | 2,049,739 | 1,710 | 1,9 |
| SCIENTIFIC ATLANTA I | COM | 80865510 | 67,257,038 | 4,894,981 | 4,883,521 | 11,340 | 1 |
| PROLOGIS | SH BEN INT | 74341010 | 67,175,605 | 2,653,065 | 2,629,497 | 23,568 | |
| TELLABS INC | COM | 87966410 | 66,880,469 | 11,551,031 | 11,524,431 | 25,740 | 8 |
| PULTE HOMES INC | COM | 74586710 | 66,869,007 | 1,333,380 | 1,328,756 | 4,435 | 1 |
| XTO ENERGY CORP | COM | 98385X10 | 66,513,699 | 3,500,721 | 3,496,270 | 4,051 | 4 |
| TEMPLE INLAND INC | COM | 87986810 | 66,368,431 | 1,774,557 | 1,391,644 | 382,813 | 1 |
| WILLIAMS COS INC DEL | COM | 96945710 | 66,123,740 | 14,437,498 | 14,370,503 | 65,080 | 1,9 |
| ROSS STORES INC | COM | 77829610 | 65,556,342 | 1,815,412 | 1,812,402 | 2,610 | 4 |

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| | | | | | | | |
|----------------------|------|----------|---------------|-----------|-----------|--------|------|
| DELUXE CORP | COM | 24801910 | 64,268,074 | 1,601,497 | 1,581,817 | 8,090 | 11,5 |
| USA INTERACTIVE | COM | 90298410 | 63,054,738 | 2,353,667 | 2,345,016 | 8,231 | 4 |
| ECHOSTAR COMMUNICATI | CL A | 27876210 | 62,900,726 | 2,178,003 | 2,169,053 | 8,850 | 1 |
| CENTERPOINT ENERGY I | COM | 15189T10 | 62,602,801 | 8,879,830 | 8,848,270 | 28,224 | 3,3 |
| Page Total | | | 2,927,942,042 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------------|
| | | | | | Sole | Shared as Defined | Shar Other |
| SMITH INTL INC | COM | 83211010 | 62,225,656 | 1,766,269 | 1,746,619 | 11,595 | 8 |
| STANLEY WKS | COM | 85461610 | 62,047,831 | 2,586,404 | 2,563,330 | 22,314 | |
| AFFILIATED COMPUTER | CL A | 00819010 | 61,670,246 | 1,393,363 | 1,389,023 | 3,780 | |
| DONNELLEY R R & SONS | COM | 25786710 | 61,310,224 | 3,346,628 | 3,337,488 | 3,780 | 5 |
| SANMINA SCI CORP | COM | 80090710 | 61,283,479 | 15,169,178 | 15,122,758 | 46,064 | |
| WILEY JOHN & SONS IN | CL A | 96822320 | 61,220,509 | 2,699,317 | 416,053 | 245,260 | 2,038 |
| JANUS CAP GROUP INC | COM | 47102X10 | 61,137,419 | 5,367,640 | 5,336,930 | 25,510 | 5 |
| ALBERTO CULVER CO | CL B CONV | 01306810 | 60,878,245 | 1,235,354 | 1,233,584 | 1,770 | |
| PALL CORP | COM | 69642930 | 59,724,760 | 2,986,238 | 2,980,608 | 5,630 | |
| HASBRO INC | COM | 41805610 | 59,122,896 | 4,256,508 | 4,198,280 | 58,228 | |
| REYNOLDS R J TOB HLD | COM | 76182K10 | 59,027,347 | 1,829,738 | 1,818,440 | 11,018 | |
| SABRE HLDGS CORP | CL A | 78590510 | 58,950,479 | 3,705,247 | 3,690,070 | 14,997 | |
| ROBERT HALF INTL INC | COM | 77032310 | 58,943,694 | 4,428,527 | 4,422,407 | 5,880 | |
| BOISE CASCADE CORP | COM | 09738310 | 58,699,937 | 2,686,496 | 1,346,612 | 1,339,551 | |
| PROVIDIAN FINL CORP | COM | 74406A10 | 58,690,732 | 8,946,758 | 8,912,458 | 34,080 | |
| EASTMAN CHEM CO | COM | 27743210 | 58,430,359 | 2,015,535 | 2,012,923 | 1,204 | 1 |
| WASHINGTON POST CO | CL B | 93964010 | 57,632,154 | 84,584 | 75,455 | 2,343 | 6 |
| TERADYNE INC | COM | 88077010 | 56,965,263 | 4,893,923 | 4,877,060 | 16,743 | |
| EDWARDS LIFESCIENCES | COM | 28176E10 | 56,773,813 | 2,072,037 | 1,110,248 | 961,589 | |
| ADVANCED MICRO DEVIC | COM | 00790310 | 56,062,920 | 9,071,670 | 9,056,000 | 15,430 | |
| BARR LABS INC | COM | 06830610 | 55,399,041 | 971,913 | 970,828 | 935 | |
| COMVERSE TECHNOLOGY | COM PAR \$0 | 20586240 | 55,128,174 | 4,874,286 | 4,859,066 | 14,660 | |
| BEMIS INC | COM | 08143710 | 54,811,035 | 1,303,163 | 1,286,768 | 6,495 | 9 |
| EXPRESS SCRIPTS INC | COM | 30218210 | 54,554,942 | 979,460 | 967,252 | 12,008 | |
| ASHLAND INC | COM | 04420410 | 54,343,126 | 1,831,585 | 1,827,601 | 2,090 | 1 |
| VALERO ENERGY CORP N | COM | 91913Y10 | 54,239,290 | 1,310,761 | 1,305,745 | 4,687 | |
| MICROCHIP TECHNOLOGY | COM | 59501710 | 54,158,745 | 2,721,545 | 2,707,730 | 13,015 | |
| WINN DIXIE STORES IN | COM | 97428010 | 53,718,134 | 4,063,399 | 4,058,559 | 4,740 | |
| ROWAN COS INC | COM | 77938210 | 53,524,546 | 2,722,510 | 2,717,260 | 4,990 | |
| CAREMARK RX INC | COM | 14170510 | 53,014,643 | 2,920,917 | 2,315,335 | 605,422 | |
| COMPASS BANCSHARES I | COM | 20449H10 | 52,526,345 | 1,679,768 | 1,672,718 | 5,850 | 1 |
| DEAN FOODS CO NEW | COM | 24237010 | 52,447,562 | 1,222,269 | 1,204,565 | 16,536 | 1 |
| ARCHSTONE SMITH TR | COM | 03958310 | 52,232,035 | 2,378,508 | 2,378,329 | 179 | |
| POPULAR INC | COM | 73317410 | 52,215,879 | 1,536,213 | 1,536,063 | 150 | |
| GENERAL GROWTH PPTYS | COM | 37002110 | 51,972,894 | 963,353 | 955,118 | 8,235 | |
| CIENA CORP | COM | 17177910 | 51,032,562 | 11,677,932 | 11,654,911 | 22,041 | |
| SYMBOL TECHNOLOGIES | COM | 87150810 | 50,745,049 | 5,893,734 | 5,879,074 | 14,360 | |
| NORDSTROM INC | COM | 65566410 | 50,428,380 | 3,112,863 | 3,104,123 | 4,660 | 4 |
| DST SYS INC DEL | COM | 23332610 | 50,385,144 | 1,852,395 | 1,801,026 | 4,220 | 47 |
| SERVICEMASTER CO | COM | 81760N10 | 50,236,080 | 5,023,608 | 5,012,748 | 10,640 | |
| AES CORP | COM | 00130H10 | 50,191,683 | 13,865,106 | 13,831,325 | 33,041 | |
| Page Total | | | 2,298,103,252 | | | | |

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |
| TECO ENERGY INC | COM | 87237510 | 49,983,025 | 4,702,072 | 4,587,675 | 71,633 | 42,766 |
| PUBLIC STORAGE INC | COM | 74460D10 | 49,478,627 | 1,632,958 | 1,630,183 | 2,775 | |
| MANOR CARE INC NEW | COM | 56405510 | 49,469,213 | 2,572,502 | 2,568,277 | 2,975 | 1,250 |
| BRUNSWICK CORP | COM | 11704310 | 48,976,661 | 2,577,719 | 2,574,519 | 3,200 | |
| ENSCO INTL INC | COM | 26874Q10 | 47,792,372 | 1,873,476 | 1,865,406 | 7,770 | 300 |
| SOVEREIGN BANCORP IN | COM | 84590510 | 47,697,668 | 3,443,875 | 3,421,921 | 14,960 | 6,990 |
| DUKE REALTY CORP | COM NEW | 26441150 | 47,578,123 | 1,763,459 | 1,763,359 | 100 | |
| WESTWOOD ONE INC | COM | 96181510 | 46,535,728 | 1,489,620 | 1,478,834 | 10,486 | 300 |
| NVIDIA CORP | COM | 67066G10 | 46,497,212 | 3,610,032 | 3,549,167 | 59,985 | 880 |
| MURPHY OIL CORP | COM | 62671710 | 46,494,269 | 1,052,621 | 1,025,457 | 15,740 | 11,420 |
| BEA SYS INC | COM | 07332510 | 45,893,640 | 4,526,000 | 4,483,206 | 26,054 | 16,740 |
| VARIAN MED SYS INC | COM | 92220P10 | 45,567,344 | 844,935 | 841,115 | 2,460 | 1,360 |
| KIMCO REALTY CORP | COM | 49446R10 | 45,554,222 | 1,297,102 | 1,297,102 | | |
| SYNOPSIS INC | COM | 87160710 | 45,535,814 | 1,069,644 | 1,039,196 | 22,173 | 8,270 |
| MINERALS TECHNOLOGIE | COM | 60315810 | 45,403,339 | 1,191,376 | 1,191,376 | | |
| TOYS R US INC | COM | 89233510 | 45,363,340 | 5,419,754 | 5,412,284 | 7,330 | 140 |
| PEOPLES ENERGY CORP | COM | 71103010 | 45,116,951 | 1,261,307 | 1,260,210 | 1,097 | |
| CABOT CORP | COM | 12705510 | 45,082,420 | 1,889,456 | 753,699 | 39,418 | 1,096,330 |
| HUMANA INC | COM | 44485910 | 45,005,232 | 4,688,045 | 4,672,221 | 15,330 | 490 |
| GOODRICH CORP | COM | 38238810 | 44,948,877 | 3,196,933 | 3,182,645 | 13,728 | 560 |
| GTECH HLDGS CORP | COM | 40051810 | 44,837,640 | 1,372,861 | 1,372,421 | 200 | 240 |
| BOSTON PROPERTIES IN | COM | 10112110 | 44,401,669 | 1,171,548 | 1,164,798 | 6,750 | |
| MILLIPORE CORP | COM | 60107310 | 44,101,901 | 1,348,682 | 1,346,342 | 1,540 | 800 |
| STORAGE TECHNOLOGY C | COM PAR \$0 | 86211120 | 43,947,098 | 2,173,447 | 2,166,027 | 7,020 | 400 |
| LENNAR CORP | COM | 52605710 | 43,943,022 | 820,598 | 808,111 | 12,387 | 100 |
| EXPEDITORS INTL WASH | COM | 30213010 | 43,857,562 | 1,219,960 | 1,214,370 | 5,230 | 360 |
| FOX ENTMT GROUP INC | CL A | 35138T10 | 43,606,970 | 1,635,057 | 1,629,627 | 5,330 | 100 |
| HILLENBRAND INDS INC | COM | 43157310 | 43,303,992 | 849,431 | 845,211 | 3,720 | 500 |
| MEREDITH CORP | COM | 58943310 | 43,237,284 | 1,132,459 | 1,129,655 | 600 | 2,200 |
| NCR CORP NEW | COM | 62886E10 | 43,094,286 | 2,349,743 | 2,332,397 | 16,990 | 350 |
| BAUSCH & LOMB INC | COM | 07170710 | 42,948,847 | 1,305,833 | 1,304,003 | 1,730 | 100 |
| A D C TELECOMMUNICAT | COM | 00088610 | 42,872,023 | 20,811,662 | 20,790,086 | 19,466 | 2,110 |
| AUTODESK INC | COM | 05276910 | 42,858,793 | 2,808,571 | 2,801,671 | 6,700 | 200 |
| COACH INC | COM | 18975410 | 42,804,260 | 1,116,730 | 1,099,966 | 10,734 | 6,030 |
| MAYTAG CORP | COM | 57859210 | 42,439,183 | 2,230,120 | 2,221,567 | 2,313 | 6,240 |
| PIONEER NAT RES CO | COM | 72378710 | 42,306,326 | 1,685,511 | 1,680,409 | 3,670 | 1,430 |
| NAVISTAR INTL CORP N | COM | 63934E10 | 41,982,100 | 1,705,896 | 1,703,686 | 2,110 | 100 |
| OCEAN ENERGY INC DEL | COM | 67481E10 | 41,933,860 | 2,096,693 | 2,087,103 | 9,190 | 400 |
| CDW COMPUTER CTRS IN | COM | 12512910 | 41,933,220 | 1,027,775 | 1,025,165 | 2,310 | 300 |
| RADIAN GROUP INC | COM | 75023610 | 41,878,314 | 1,254,593 | 1,251,518 | 3,075 | |
| PENTAIR INC | COM | 70963110 | 41,704,303 | 1,179,754 | 1,178,134 | 1,620 | |
| Page Total | | | 1,837,966,730 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| LEGG MASON INC | COM | 52490110 | 41,434,751 | 850,118 | 838,648 | 4,625 | 6,8 |
| HEALTH NET INC | COM | 42222G10 | 41,378,924 | 1,545,720 | 1,539,955 | 5,500 | 2 |
| SCANA CORP NEW | COM | 80589M10 | 41,328,017 | 1,381,284 | 1,371,258 | 9,426 | 6 |
| L-3 COMMUNICATIONS H | COM | 50242410 | 41,327,940 | 1,028,826 | 1,026,366 | 2,260 | 2 |
| LIBERTY PPTY TR | SH BEN INT | 53117210 | 41,109,701 | 1,313,409 | 1,313,009 | 400 | |
| AVALONBAY CMNTYS INC | COM | 05348410 | 41,050,364 | 1,112,476 | 1,103,836 | 8,640 | |
| WHOLE FOODS MKT INC | COM | 96683710 | 41,036,113 | 737,529 | 733,479 | 3,510 | 5 |
| COORS ADOLPH CO | CL B | 21701610 | 40,943,748 | 844,201 | 842,531 | 1,670 | |
| HIBERNIA CORP | CL A | 42865610 | 40,927,634 | 2,413,186 | 2,366,946 | 9,540 | 36,7 |
| OXFORD HEALTH PLANS | COM | 69147110 | 40,792,637 | 1,343,631 | 1,339,616 | 3,715 | 3 |
| CABLEVISION SYS CORP | CL A NY CA | 12686C10 | 40,776,182 | 2,147,245 | 2,133,111 | 10,583 | 3,5 |
| LINCARE HLDGS INC | COM | 53279110 | 40,733,087 | 1,327,243 | 1,318,113 | 7,230 | 1,9 |
| VORNADO RLTY TR | SH BEN INT | 92904210 | 40,530,970 | 1,132,150 | 1,131,650 | 500 | |
| WISCONSIN ENERGY COR | COM | 97665710 | 40,494,991 | 1,594,291 | 1,571,659 | 3,510 | 19,1 |
| NEW YORK CMNTY BANCO | COM | 64944510 | 40,460,205 | 1,357,725 | 1,357,625 | 100 | |
| LSI LOGIC CORP | COM | 50216110 | 40,337,641 | 8,924,257 | 8,910,897 | 13,120 | 2 |
| CADENCE DESIGN SYSTE | COM | 12738710 | 40,158,980 | 4,015,898 | 4,000,428 | 15,290 | 1 |
| FAIR ISAAC & CO INC | COM | 30325010 | 40,153,542 | 790,113 | 788,133 | 1,830 | 1 |
| REPUBLIC SVCS INC | COM | 76075910 | 40,095,747 | 2,020,955 | 2,011,165 | 9,390 | 4 |
| CHECKFREE CORP NEW | COM | 16281310 | 39,898,066 | 1,774,825 | 1,769,760 | 4,865 | 2 |
| COMPUWARE CORP | COM | 20563810 | 39,841,310 | 11,752,599 | 11,727,879 | 24,280 | 4 |
| INVITROGEN CORP | COM | 46185R10 | 39,578,646 | 1,292,153 | 1,056,500 | 200,228 | 35,4 |
| LAUDER ESTEE COS INC | CL A | 51843910 | 39,470,337 | 1,300,077 | 1,191,583 | 97,444 | 11,0 |
| UBS AG | NAMEN AKT | H8920M85 | 39,175,200 | 917,452 | 198,693 | 718,759 | |
| TEKTRONIX INC | COM | 87913110 | 39,046,622 | 2,276,771 | 2,274,921 | 1,750 | 1 |
| CHOICEPOINT INC | COM | 17038810 | 39,042,053 | 1,151,683 | 1,147,764 | 3,586 | 3 |
| QUINTILES TRANSNATIO | COM | 74876710 | 38,997,521 | 3,207,033 | 3,173,620 | 33,313 | 1 |
| NVR INC | COM | 62944T10 | 38,601,241 | 117,329 | 116,509 | 820 | |
| LABORATORY CORP AMER | COM NEW | 50540R40 | 38,499,309 | 1,298,459 | 1,294,849 | 3,530 | |
| BRINKER INTL INC | COM | 10964110 | 38,467,789 | 1,261,239 | 1,226,406 | 24,373 | 10,4 |
| CBL & ASSOC PPTYS IN | COM | 12483010 | 38,327,716 | 944,265 | 933,285 | 10,980 | |
| TCF FINL CORP | COM | 87227510 | 38,242,764 | 955,114 | 941,445 | 6,262 | 7,4 |
| SPX CORP | COM | 78463510 | 38,197,165 | 1,118,184 | 1,000,416 | 87,930 | 29,8 |
| AMB PROPERTY CORP | COM | 00163T10 | 37,897,177 | 1,341,493 | 1,341,293 | 200 | |
| GENTEX CORP | COM | 37190110 | 37,226,885 | 1,462,746 | 1,115,969 | 234,923 | 111,8 |
| UNITED DOMINION REAL | COM | 91019710 | 36,940,358 | 2,311,662 | 2,292,987 | 18,675 | |
| ROUSE CO | COM | 77927310 | 36,455,397 | 1,055,149 | 1,052,209 | 2,940 | |
| ENERGIZER HLDGS INC | COM | 29266R10 | 36,216,829 | 1,420,825 | 1,418,601 | 1,924 | 3 |
| MOHAWK INDS INC | COM | 60819010 | 36,074,418 | 752,491 | 750,850 | 1,441 | 2 |
| RYDER SYS INC | COM | 78354910 | 35,998,987 | 1,755,192 | 1,753,602 | 1,590 | |
| ABERCROMBIE & FITCH | CL A | 00289620 | 35,620,324 | 1,186,158 | 1,175,047 | 8,961 | 2,1 |
| Page Total | | | 1,612,887,288 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Shared as Defined | Share Oth |
|----------------------|----------------|--------------|-------------------|-----------------|------------|-------------------|-----------|
| MICHAELS STORES INC | COM | 59408710 | 35,542,236 | 1,421,121 | 876,994 | 543,967 | |
| CNF INC | COM | 12612W10 | 35,492,185 | 1,165,589 | 1,163,689 | 1,800 | |
| MARTIN MARIETTA MATL | COM | 57328410 | 35,460,958 | 1,284,352 | 1,282,692 | 1,560 | |
| ALLIED WASTE INDS IN | COM PAR\$.0 | 01958930 | 35,422,051 | 4,433,298 | 4,421,628 | 11,670 | |
| PROTECTIVE LIFE CORP | COM | 74367410 | 35,369,767 | 1,238,871 | 1,235,946 | 1,000 | 1, |
| MANPOWER INC | COM | 56418H10 | 35,005,137 | 1,171,524 | 1,168,544 | 2,780 | |
| NICOR INC | COM | 65408610 | 34,872,969 | 1,276,463 | 1,275,603 | 860 | |
| PEPCO HOLDINGS INC | COM | 71329110 | 34,819,505 | 2,001,121 | 1,986,547 | 12,836 | 1, |
| CALPINE CORP | COM | 13134710 | 34,639,347 | 10,496,772 | 10,463,922 | 25,650 | 7, |
| AIRGAS INC | COM | 00936310 | 34,569,368 | 1,867,605 | 1,867,555 | 50 | |
| CHELSEA PTY GROUP I | COM | 16342110 | 34,521,288 | 926,746 | 910,081 | 16,665 | |
| UNIONBANCAL CORP | COM | 90890610 | 34,507,045 | 875,369 | 874,269 | 1,100 | |
| DUN & BRADSTREET COR | COM | 26483E10 | 34,273,530 | 896,040 | 890,858 | 3,857 | 1, |
| FIRST HEALTH GROUP C | COM | 32096010 | 33,834,564 | 1,329,975 | 1,325,665 | 3,830 | |
| FIRST VA BANKS INC | COM | 33747710 | 33,607,203 | 856,671 | 844,436 | 9,085 | 3, |
| OUTBACK STEAKHOUSE I | COM | 68989910 | 33,585,632 | 949,283 | 928,658 | 17,925 | 2, |
| DEVELOPERS DIVERSIFI | COM | 25159110 | 33,518,195 | 1,387,917 | 1,373,692 | 14,225 | |
| POLYONE CORP | COM | 73179P10 | 33,478,469 | 8,584,223 | 1,436,948 | 7,147,275 | |
| SNAP ON INC | COM | 83303410 | 33,386,532 | 1,348,406 | 1,346,026 | 2,380 | |
| BIG LOTS INC | COM | 08930210 | 33,352,380 | 2,964,656 | 2,960,096 | 4,460 | |
| MILLENNIUM PHARMACEU | COM | 59990210 | 33,167,502 | 4,219,784 | 4,188,176 | 30,040 | 1, |
| DOLLAR TREE STORES I | COM | 25674710 | 32,990,399 | 1,657,809 | 1,641,051 | 16,408 | |
| HOSPITALITY PPTYS TR | COM SH BEN | 44106M10 | 32,855,547 | 1,075,468 | 1,075,268 | 200 | |
| PATTERSON UTI ENERGY | COM | 70348110 | 32,786,637 | 1,014,752 | 979,577 | 29,085 | 6, |
| CARLISLE COS INC | COM | 14233910 | 32,779,124 | 809,561 | 808,961 | 600 | |
| MID ATLANTIC MED SVC | COM | 59523C10 | 32,766,224 | 808,045 | 808,025 | 20 | |
| WESTERN DIGITAL CORP | COM | 95810210 | 32,448,544 | 3,581,517 | 3,573,417 | 8,100 | |
| PATTERSON DENTAL CO | COM | 70341210 | 32,254,342 | 702,250 | 698,810 | 3,080 | |
| CONSTELLATION BRANDS | CL A | 21036P10 | 32,234,658 | 1,420,029 | 1,373,483 | 30,271 | 16, |
| PMI GROUP INC | COM | 69344M10 | 32,086,149 | 1,255,818 | 1,251,690 | 3,928 | |
| DANA CORP | COM | 23581110 | 31,953,849 | 4,526,041 | 4,518,885 | 4,690 | 2, |
| ONEOK INC NEW | COM | 68268010 | 31,915,543 | 1,740,215 | 1,739,945 | 70 | |
| JACOBS ENGR GROUP IN | COM | 46981410 | 31,893,823 | 759,196 | 756,956 | 2,040 | |
| PRECISION CASTPARTS | COM | 74018910 | 31,866,929 | 1,337,261 | 1,324,351 | 12,610 | |
| QUESTAR CORP | COM | 74835610 | 31,821,518 | 1,076,142 | 989,337 | 71,650 | 15, |
| PAN PACIFIC RETAIL P | COM | 69806L10 | 31,762,735 | 839,174 | 821,443 | 17,731 | |
| JUNIPER NETWORKS INC | COM | 48203R10 | 31,743,472 | 3,885,370 | 3,874,650 | 10,540 | |
| COVANCE INC | COM | 22281610 | 31,662,354 | 1,369,479 | 1,323,116 | 39,838 | 6, |
| AGL RES INC | COM | 00120410 | 31,486,478 | 1,332,479 | 1,331,829 | 650 | |
| ENERGY EAST CORP | COM | 29266M10 | 31,457,281 | 1,767,263 | 1,759,387 | 7,876 | |
| WORTHINGTON INDS INC | COM | 98181110 | 31,374,456 | 2,629,879 | 2,611,714 | 8,965 | 9, |
| Page Total | | | 1,364,565,925 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------|
| | | | | | Sole | Shared as Defined | Share Oth |

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|----------------------|------------|----------|---------------|-----------|-----------|---------|--------|
| DENTSPLY INTL INC NE | COM | 24903010 | 31,235,679 | 897,835 | 891,232 | 6,443 | |
| IMATION CORP | COM | 45245A10 | 31,027,485 | 833,624 | 831,434 | 1,390 | |
| COMMERCE BANCORP INC | COM | 20051910 | 30,987,344 | 779,752 | 770,430 | 3,792 | 5, |
| DIAL CORP NEW | COM | 25247D10 | 30,883,946 | 1,591,956 | 1,590,166 | 1,490 | |
| FEDERATED INVS INC P | CL B | 31421110 | 30,650,605 | 1,204,346 | 1,204,096 | 250 | |
| EQUITABLE RES INC | COM | 29454910 | 30,596,531 | 815,690 | 808,246 | 3,520 | 3, |
| CERIDIAN CORP NEW | COM | 15677910 | 30,306,375 | 2,167,838 | 2,160,884 | 6,654 | |
| SCIOS INC | COM | 80890510 | 30,239,435 | 686,324 | 684,324 | 2,000 | |
| GREAT LAKES CHEM COR | COM | 39056810 | 30,119,272 | 1,356,724 | 1,354,224 | 1,000 | 1, |
| COOPER CAMERON CORP | COM | 21664010 | 30,116,982 | 608,301 | 607,801 | 400 | |
| WEATHERFORD INTERNAT | COM | G9508910 | 30,105,598 | 797,077 | 788,892 | 6,460 | 1, |
| DIEBOLD INC | COM | 25365110 | 30,087,572 | 886,493 | 871,384 | 4,685 | 10, |
| SEI INVESTMENTS CO | COM | 78411710 | 29,982,782 | 1,144,381 | 1,128,939 | 14,157 | 1, |
| FLEXTRONICS INTL LTD | ORD | Y2573F10 | 29,957,507 | 3,435,494 | 2,634,851 | 800,643 | |
| CIRCUIT CITY STORE I | COM | 17273710 | 29,693,565 | 5,710,301 | 5,702,671 | 7,470 | |
| TELEPHONE & DATA SYS | COM | 87943310 | 29,529,942 | 721,827 | 716,757 | 4,840 | |
| D R HORTON INC | COM | 23331A10 | 29,524,953 | 1,537,758 | 1,533,139 | 4,359 | |
| RENT A CTR INC NEW | COM | 76009N10 | 29,515,921 | 537,337 | 535,917 | 1,320 | |
| FASTENAL CO | COM | 31190010 | 29,461,566 | 1,045,107 | 1,022,381 | 11,026 | 11, |
| PERKINELMER INC | COM | 71404610 | 29,390,011 | 3,305,963 | 3,296,293 | 9,550 | |
| HSBC HLDGS PLC | SPON ADR N | 40428040 | 29,331,224 | 573,772 | 536,617 | 37,155 | |
| NEW PLAN EXCEL RLTY | COM | 64805310 | 29,251,415 | 1,493,181 | 1,492,971 | 210 | |
| WILEY JOHN & SONS IN | CL B | 96822330 | 29,172,248 | 1,287,958 | | 4,000 | 1,283, |
| THOMAS & BETTS CORP | COM | 88431510 | 29,059,598 | 2,049,337 | 2,046,533 | 1,804 | 1, |
| C H ROBINSON WORLDWI | COM | 12541W10 | 28,961,997 | 885,688 | 882,088 | 3,300 | |
| CBRL GROUP INC | COM | 12489V10 | 28,857,443 | 1,051,273 | 1,046,713 | 4,360 | |
| MACK CALI RLTY CORP | COM | 55448910 | 28,772,709 | 929,051 | 928,871 | 180 | |
| CAREER EDUCATION COR | COM | 14166510 | 28,729,248 | 587,270 | 585,710 | 1,560 | |
| SMUCKER J M CO | COM NEW | 83269640 | 28,722,574 | 821,349 | 811,997 | 2,554 | 6, |
| OMNICARE INC | COM | 68190410 | 28,714,930 | 1,055,308 | 1,052,008 | 2,900 | |
| TMP WORLDWIDE INC | COM | 87294110 | 28,621,277 | 2,667,407 | 2,664,537 | 2,770 | |
| ASSOCIATED BANC CORP | COM | 04548710 | 28,605,648 | 884,802 | 882,202 | 2,402 | |
| BELO CORP | COM SER A | 08055510 | 28,546,704 | 1,409,018 | 1,405,708 | 2,910 | |
| HARRIS CORP DEL | COM | 41387510 | 28,346,699 | 1,020,767 | 1,019,707 | 760 | |
| PARK PL ENTMT CORP | COM | 70069010 | 28,314,994 | 3,976,825 | 3,964,705 | 11,520 | |
| SCHEIN HENRY INC | COM | 80640710 | 28,270,484 | 626,840 | 625,940 | 800 | |
| AIRBORNE INC | COM | 00926910 | 28,243,773 | 1,440,274 | 1,438,774 | 1,500 | |
| BOWATER INC | COM | 10218310 | 28,200,007 | 759,085 | 753,645 | 2,340 | 3, |
| ARROW ELECTRS INC | COM | 04273510 | 28,091,229 | 1,910,968 | 1,901,818 | 8,700 | |
| CABOT MICROELECTRONI | COM | 12709P10 | 28,058,992 | 669,027 | 413,065 | 22,727 | 233, |
| POGO PRODUCING CO | COM | 73044810 | 27,943,674 | 702,632 | 700,742 | 1,390 | |
| Page Total | | | 1,204,229,938 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| DPL INC | COM | 23329310 | 27,943,119 | 2,242,626 | 2,234,181 | 8,195 | |
| MERCANTILE BANKSHARE | COM | 58740510 | 27,816,579 | 819,581 | 807,881 | 7,800 | 3, |
| ITT EDUCATIONAL SERV | COM | 45068B10 | 27,790,112 | 992,504 | 992,104 | 200 | |
| MACERICH CO | COM | 55438210 | 27,738,786 | 875,593 | 875,493 | 100 | |
| CORINTHIAN COLLEGES | COM | 21886810 | 27,696,254 | 701,171 | 700,872 | 99 | |

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|----------------------|-----------|----------|---------------|-----------|-----------|---------|-----|
| FISHER SCIENTIFIC IN | COM NEW | 33803220 | 27,437,259 | 981,304 | 980,244 | 960 | |
| WILLIAMS SONOMA INC | COM | 96990410 | 27,360,526 | 1,255,070 | 1,252,910 | 1,880 | |
| BECKMAN COULTER INC | COM | 07581110 | 27,352,565 | 803,778 | 789,244 | 1,334 | 13, |
| VIAD CORP | COM | 92552R10 | 27,327,809 | 1,274,618 | 1,259,118 | 2,300 | 13, |
| EDWARDS AG INC | COM | 28176010 | 27,290,467 | 1,053,686 | 1,037,756 | 15,430 | |
| CRESCENT REAL ESTATE | COM | 22575610 | 27,245,670 | 1,894,692 | 1,874,172 | 20,520 | |
| ASTORIA FINL CORP | COM | 04626510 | 27,233,504 | 1,172,342 | 1,164,332 | 7,410 | |
| INTERSIL CORP | CL A | 46069S10 | 27,060,333 | 1,739,096 | 1,733,646 | 5,190 | |
| TYSON FOODS INC | CL A | 90249410 | 27,011,175 | 3,485,313 | 3,479,061 | 5,186 | 1, |
| ADVANCEPCS | COM | 00790K10 | 26,956,781 | 951,192 | 949,242 | 1,730 | |
| DILLARDS INC | CL A | 25406710 | 26,901,998 | 2,082,198 | 2,078,328 | 3,770 | |
| HORMEL FOODS CORP | COM | 44045210 | 26,845,634 | 1,268,098 | 1,261,813 | 6,040 | |
| NETWORKS ASSOCS INC | COM | 64093810 | 26,829,211 | 1,942,738 | 1,936,258 | 5,980 | |
| DELTA AIR LINES INC | COM | 24736110 | 26,779,744 | 3,008,960 | 2,999,520 | 9,340 | |
| LOUISIANA PAC CORP | COM | 54634710 | 26,740,562 | 3,372,076 | 3,362,706 | 5,980 | 3, |
| ZALE CORP NEW | COM | 98885810 | 26,707,655 | 815,750 | 814,950 | 600 | |
| IDEXX LABS INC | COM | 45168D10 | 26,633,012 | 761,596 | 752,049 | 700 | 8, |
| HOST MARRIOTT CORP N | COM | 44107P10 | 26,590,446 | 3,842,550 | 3,842,550 | | |
| TECH DATA CORP | COM | 87823710 | 26,478,860 | 1,106,051 | 1,101,351 | 4,400 | |
| STERIS CORP | COM | 85915210 | 26,463,665 | 1,011,608 | 1,010,308 | 1,300 | |
| NATIONAL FUEL GAS CO | COM | 63618010 | 26,450,430 | 1,209,439 | 1,191,979 | 16,660 | |
| CRANE CO | COM | 22439910 | 26,378,356 | 1,514,257 | 1,511,757 | 2,500 | |
| ENTERCOM COMMUNICATI | CL A | 29363910 | 26,347,361 | 600,031 | 597,846 | 1,885 | |
| MERCURY GENL CORP NE | COM | 58940010 | 26,314,530 | 693,400 | 317,739 | 367,061 | 8, |
| CENTERPOINT PPTYS TR | COM | 15189510 | 26,162,476 | 452,638 | 443,413 | 9,225 | |
| UNIVERSAL HLTH SVCS | CL B | 91390310 | 26,070,254 | 639,447 | 637,667 | 1,460 | |
| GALLAGHER ARTHUR J & | COM | 36357610 | 25,861,068 | 1,053,404 | 1,033,824 | 3,800 | 15, |
| SMURFIT-STONE CONTAI | COM | 83272710 | 25,849,844 | 1,940,679 | 1,930,087 | 9,992 | |
| NSTAR | COM | 67019E10 | 25,654,660 | 641,046 | 625,950 | 9,941 | 5, |
| COMMERCE BANCSHARES | COM | 20052510 | 25,582,222 | 699,924 | 655,068 | 42,601 | 2, |
| COOPER TIRE & RUBR C | COM | 21683110 | 25,517,520 | 2,091,600 | 2,083,395 | 7,405 | |
| SCRIPPS E W CO OHIO | CL A | 81105420 | 25,426,296 | 335,705 | 334,765 | 940 | |
| SMITHFIELD FOODS INC | COM | 83224810 | 25,317,184 | 1,428,735 | 1,425,785 | 2,550 | |
| VODAFONE GROUP PLC N | SPONSORED | 92857W10 | 25,266,457 | 1,386,743 | 818,394 | 568,349 | |
| PUGET ENERGY INC NEW | COM | 74531010 | 25,179,150 | 1,181,565 | 1,171,430 | 9,760 | |
| WEBSTER FINL CORP CO | COM | 94789010 | 25,104,583 | 714,823 | 705,754 | 8,815 | |
| Page Total | | | 1,090,714,117 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| IVAX CORP | COM | 46582310 | 24,997,987 | 2,040,652 | 2,032,255 | 6,272 | 2,1 |
| LYONDELL CHEMICAL CO | COM | 55207810 | 24,992,541 | 1,791,580 | 1,784,880 | 6,400 | 3 |
| LANDAMERICA FINL GRO | COM | 51493610 | 24,947,974 | 627,622 | 627,622 | | |
| APPLIED MICRO CIRCUIT | COM | 03822W10 | 24,946,067 | 7,652,168 | 7,626,774 | 15,214 | 10,1 |
| REGIS CORP MINN | COM | 75893210 | 24,839,355 | 997,164 | 997,064 | 100 | |
| MILLS CORP | COM | 60114810 | 24,835,012 | 795,994 | 780,929 | 15,065 | |
| DYNEGY INC NEW | CL A | 26816Q10 | 24,798,536 | 9,501,355 | 9,484,400 | 16,795 | 1 |
| NOBLE ENERGY INC | COM | 65504410 | 24,754,911 | 721,928 | 697,872 | 5,675 | 18,3 |
| CREE INC | COM | 22544710 | 24,637,693 | 1,330,329 | 1,321,069 | 7,140 | 2,1 |
| MGM MIRAGE | COM | 55295310 | 24,636,660 | 842,279 | 839,239 | 2,940 | 1 |

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|----------------------|------------|----------|-------------|------------|------------|-----------|------|
| VALSPAR CORP | COM | 92035510 | 24,601,140 | 601,054 | 598,994 | 1,560 | 5 |
| PHARMACEUTICAL RES I | COM | 71712510 | 24,577,738 | 578,572 | 576,572 | 1,900 | 1 |
| CITY NATL CORP | COM | 17856610 | 24,474,448 | 556,997 | 554,597 | 2,400 | |
| UGI CORP NEW | COM | 90268110 | 24,403,114 | 533,985 | 532,785 | 1,200 | |
| MDU RES GROUP INC | COM | 55269010 | 24,324,657 | 871,227 | 823,877 | 34,000 | 13,3 |
| CARMAX INC | COM | 14313010 | 24,272,774 | 1,665,942 | 1,662,382 | 3,170 | 3 |
| WEINGARTEN RLTY INVS | SH BEN INT | 94874110 | 24,240,729 | 619,809 | 619,809 | | |
| UNITED STATES STL CO | COM | 91290910 | 24,205,922 | 2,462,454 | 2,459,954 | 2,400 | 1 |
| WEBMD CORP | COM | 94769M10 | 24,179,300 | 2,680,632 | 2,665,439 | 11,600 | 3,5 |
| CUMMINS INC | COM | 23102110 | 24,140,816 | 981,334 | 980,344 | 990 | |
| CORN PRODS INTL INC | COM | 21902310 | 24,138,123 | 827,782 | 821,400 | 1,590 | 4,7 |
| SL GREEN RLTY CORP | COM | 78440X10 | 24,071,561 | 787,682 | 775,162 | 12,520 | |
| ALLMERICA FINL CORP | COM | 01975410 | 24,060,804 | 1,714,954 | 686,212 | 1,027,911 | 8 |
| AMERICAN GREETINGS C | CL A | 02637510 | 24,016,950 | 1,833,355 | 1,829,455 | 3,900 | |
| TUPPERWARE CORP | COM | 89989610 | 23,988,327 | 1,735,769 | 1,734,647 | 670 | 4 |
| PMC-SIERRA INC | COM | 69344F10 | 23,735,966 | 3,989,238 | 3,983,985 | 5,133 | 1 |
| GOODYEAR TIRE & RUBR | COM | 38255010 | 23,726,758 | 4,589,315 | 4,569,465 | 19,850 | |
| BROWN & BROWN INC | COM | 11523610 | 23,723,524 | 757,698 | 757,698 | | |
| BANK HAWAII CORP | COM | 06254010 | 23,571,825 | 765,319 | 759,019 | 6,300 | |
| APTARGROUP INC | COM | 03833610 | 23,571,051 | 728,626 | 539,171 | 106,185 | 83,2 |
| COGNIZANT TECHNOLOGY | CL A | 19244610 | 23,512,258 | 349,313 | 349,313 | | |
| NORTHEAST UTILS | COM | 66439710 | 23,444,356 | 1,684,221 | 1,659,039 | 9,622 | 15,5 |
| ALEXANDRIA REAL ESTA | COM | 01527110 | 23,395,400 | 556,371 | 543,346 | 13,025 | |
| TRIAD HOSPITALS INC | COM | 89579K10 | 23,229,118 | 863,536 | 861,686 | 1,628 | 2 |
| VERISIGN INC | COM | 92343E10 | 23,225,815 | 2,657,416 | 2,644,023 | 13,160 | 2 |
| CERTEGY INC | COM | 15688010 | 23,169,963 | 919,443 | 916,608 | 2,575 | 2 |
| ENERGEN CORP | COM | 29265N10 | 23,098,877 | 720,489 | 718,689 | 500 | 1,3 |
| NOVELL INC | COM | 67000610 | 23,097,503 | 10,743,025 | 10,710,992 | 31,793 | 2 |
| TIDEWATER INC | COM | 88642310 | 22,910,317 | 797,713 | 792,433 | 4,980 | 3 |
| NATIONAL-OILWELL INC | COM | 63707110 | 22,892,968 | 1,022,464 | 998,079 | 16,795 | 7,5 |
| FEDERAL REALTY INVT | SH BEN INT | 31374720 | 22,839,576 | 752,044 | 752,044 | | |
| Page Total | | | 985,228,414 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------|
| | | | | | Sole | Shared as Defined | Shar Othe |
| WGL HLDGS INC | COM | 92924F10 | 22,802,459 | 860,795 | 857,020 | 3,455 | 3 |
| STANCORP FINL GROUP | COM | 85289110 | 22,793,141 | 442,156 | 441,956 | 200 | |
| CATELLUS DEV CORP | COM | 14911110 | 22,753,710 | 1,083,510 | 1,039,785 | 43,725 | |
| 3COM CORP | COM | 88553510 | 22,408,619 | 4,553,672 | 4,532,339 | 20,173 | 1,1 |
| HERCULES INC | COM | 42705610 | 22,379,210 | 2,572,323 | 2,564,910 | 7,413 | |
| OGE ENERGY CORP | COM | 67083710 | 22,320,393 | 1,242,092 | 1,233,094 | 7,698 | 1,3 |
| VISHAY INTERTECHNOLO | COM | 92829810 | 22,319,935 | 2,192,528 | 2,082,264 | 82,175 | 28,0 |
| SANDISK CORP | COM | 80004C10 | 22,317,818 | 1,326,862 | 1,323,002 | 3,400 | 4 |
| ZEBRA TECHNOLOGIES C | CL A | 98920710 | 22,238,092 | 345,312 | 344,322 | 790 | 2 |
| OSHKOSH TRUCK CORP | COM | 68823920 | 22,147,961 | 355,505 | 329,908 | 21,227 | 4,3 |
| BRIGGS & STRATTON CO | COM | 10904310 | 22,144,703 | 570,152 | 569,552 | 600 | |
| FIRST AMERN CORP CAL | COM | 31852230 | 22,116,794 | 906,426 | 905,326 | 940 | 1 |
| LEE ENTERPRISES INC | COM | 52376810 | 22,060,848 | 699,900 | 698,080 | 1,820 | |
| TIMBERLAND CO | CL A | 88710010 | 21,992,143 | 526,002 | 525,002 | 780 | 2 |
| NBTY INC | COM | 62878210 | 21,989,409 | 1,159,779 | 1,159,619 | | 1 |

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|----------------------|------------|----------|-------------|-----------|-----------|-----------|------|
| ALLEGHENY ENERGY INC | COM | 01736110 | 21,894,895 | 3,525,748 | 3,497,168 | 21,080 | 7,5 |
| IRON MTN INC PA | COM | 46284610 | 21,698,268 | 567,275 | 561,119 | 6,006 | 1 |
| BISYS GROUP INC | COM | 05547210 | 21,650,536 | 1,326,626 | 1,324,306 | 1,920 | 4 |
| CEPHALON INC | COM | 15670810 | 21,593,401 | 540,646 | 534,363 | 3,788 | 2,4 |
| PRENTISS PPTYS TR | SH BEN INT | 74070610 | 21,575,204 | 796,133 | 784,778 | 11,355 | |
| CHICOS FAS INC | COM | 16861510 | 21,557,400 | 1,077,870 | 1,010,915 | 51,860 | 15,0 |
| COVENTRY HEALTH CARE | COM | 22286210 | 21,553,579 | 655,124 | 650,444 | 4,440 | 2 |
| HON INDS INC | COM | 43809210 | 21,426,157 | 751,795 | 748,135 | 3,460 | 2 |
| PAYLESS SHOESOURCE I | COM | 70437910 | 21,401,124 | 1,367,484 | 1,363,449 | 3,735 | 3 |
| FTI CONSULTING INC | COM | 30294110 | 21,385,531 | 462,690 | 462,690 | | |
| BRITISH AMERN TOB PL | SPONSORED | 11044810 | 21,361,449 | 1,148,465 | 31,395 | 1,117,070 | |
| HILB ROGAL & HAMILTO | COM | 43129410 | 21,360,787 | 683,764 | 655,903 | 21,651 | 6,2 |
| SHURGARD STORAGE CTR | COM | 82567D10 | 21,353,674 | 687,719 | 687,619 | 100 | |
| WILMINGTON TRUST COR | COM | 97180710 | 21,336,611 | 767,504 | 755,884 | 7,020 | 4,6 |
| REYNOLDS & REYNOLDS | CL A | 76169510 | 21,235,352 | 839,342 | 837,522 | 1,620 | 2 |
| NEUBERGER BERMAN INC | COM | 64123410 | 21,214,957 | 751,504 | 748,684 | 2,820 | |
| RPM INTL INC | COM | 74968510 | 21,183,666 | 2,017,492 | 2,012,160 | 2,120 | 3,2 |
| COMMERCIAL FEDERAL C | COM | 20164710 | 21,045,724 | 968,956 | 968,756 | 100 | 1 |
| CHEESECAKE FACTORY I | COM | 16307210 | 20,965,754 | 649,698 | 630,548 | 4,800 | 14,3 |
| RENAL CARE GROUP INC | COM | 75993010 | 20,843,642 | 668,494 | 665,214 | 1,660 | 1,6 |
| ELECTRONICS FOR IMAG | COM | 28608210 | 20,819,192 | 1,176,957 | 1,174,757 | 2,100 | 1 |
| PNM RES INC | COM | 69349H10 | 20,816,676 | 925,597 | 925,457 | 40 | 1 |
| CYTEC INDS INC | COM | 23282010 | 20,805,453 | 747,054 | 746,024 | 1,030 | |
| BENCHMARK ELECTRS IN | COM | 08160H10 | 20,779,431 | 733,478 | 689,079 | 44,399 | |
| CHESAPEAKE ENERGY CO | COM | 16516710 | 20,749,142 | 2,639,840 | 2,633,040 | 6,800 | |
| ALLETE INC | COM | 01852210 | 20,740,381 | 999,055 | 991,315 | 5,940 | 1,8 |
| Page Total | | | 887,133,221 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| DEL MONTE FOODS CO | COM | 24522P10 | 20,714,726 | 2,776,773 | 2,750,253 | 13,353 | 13 |
| DREYERS GRAND ICE CR | COM | 26187810 | 20,554,073 | 296,510 | 296,120 | 290 | |
| VALLEY NATL BANCORP | COM | 91979410 | 20,539,572 | 833,925 | 827,672 | 6,147 | |
| INVESTORS FINL SERVI | COM | 46191510 | 20,520,700 | 843,432 | 841,912 | 1,320 | |
| CAMDEN PPTY TR | SH BEN INT | 13313110 | 20,478,841 | 632,063 | 625,628 | 6,435 | |
| AUTOLIV INC | COM | 05280010 | 20,463,678 | 1,024,721 | 995,043 | 23,291 | 6 |
| HUBBELL INC | CL B | 44351020 | 20,379,430 | 651,100 | 639,992 | 6,180 | 4 |
| LEVEL 3 COMMUNICATIO | COM | 52729N10 | 20,290,033 | 3,932,177 | 3,913,297 | 16,160 | 2 |
| AGERE SYS INC | CL B | 00845V20 | 20,259,906 | 13,506,604 | 13,348,910 | 152,478 | 5 |
| PETSMART INC | COM | 71676810 | 20,220,379 | 1,604,792 | 1,599,852 | 4,600 | |
| EATON VANCE CORP | COM NON VT | 27826510 | 20,138,756 | 753,414 | 749,434 | 3,940 | |
| GREAT PLAINS ENERGY | COM | 39116410 | 20,135,108 | 843,532 | 840,075 | 2,757 | |
| LAMAR ADVERTISING CO | CL A | 51281510 | 20,040,452 | 683,042 | 681,092 | 1,850 | |
| VISTEON CORP | COM | 92839U10 | 20,035,792 | 3,373,029 | 3,363,868 | 8,731 | |
| NEWFIELD EXPL CO | COM | 65129010 | 19,979,070 | 589,527 | 563,172 | 20,510 | 5 |
| NEUROCRINE BIOSCIENC | COM | 64125C10 | 19,924,853 | 478,273 | 477,553 | 720 | |
| APPLEBEES INTL INC | COM | 03789910 | 19,908,904 | 710,018 | 684,518 | 25,500 | |
| ADTRAN INC | COM | 00738A10 | 19,833,703 | 552,317 | 551,217 | 1,000 | |
| PIER 1 IMPORTS INC | COM | 72027910 | 19,796,991 | 1,248,234 | 1,243,934 | 4,000 | |
| SEPRACOR INC | COM | 81731510 | 19,777,512 | 1,460,673 | 1,398,453 | 3,320 | 58 |

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|----------------------|------|----------|-------------|-----------|-----------|--------|---|
| RESPIRONICS INC | COM | 76123010 | 19,732,700 | 574,109 | 571,782 | 2,327 | |
| ALLIANT ENERGY CORP | COM | 01880210 | 19,722,662 | 1,227,297 | 1,212,047 | 10,450 | 4 |
| DEVRY INC DEL | COM | 25189310 | 19,704,840 | 1,055,428 | 1,053,948 | 1,180 | |
| FIRSTMERIT CORP | COM | 33791510 | 19,670,279 | 1,066,718 | 1,031,998 | 34,320 | |
| DORAL FINL CORP | COM | 25811P10 | 19,629,819 | 555,299 | 555,299 | | |
| COMMUNITY FIRST BANK | COM | 20390210 | 19,626,999 | 768,180 | 768,180 | | |
| STERICYCLE INC | COM | 85891210 | 19,572,586 | 520,686 | 518,886 | | 1 |
| ALLIED CAP CORP NEW | COM | 01903Q10 | 19,528,392 | 977,397 | 955,880 | 12,840 | 8 |
| BANTA CORP | COM | 06682110 | 19,523,867 | 662,275 | 657,155 | 4,220 | |
| TRINITY INDS INC | COM | 89652210 | 19,473,925 | 1,130,890 | 1,130,090 | 500 | |
| VARCO INTL INC DEL | COM | 92212210 | 19,472,721 | 1,063,502 | 1,019,555 | 43,887 | |
| THORNBURG MTG INC | COM | 88521810 | 19,420,091 | 941,352 | 941,352 | | |
| IMPAC MTG HLDGS INC | COM | 45254P10 | 19,410,593 | 1,494,272 | 1,494,272 | | |
| WALLACE COMPUTER SER | COM | 93227010 | 19,358,731 | 777,147 | 776,947 | 200 | |
| CORPORATE EXECUTIVE | COM | 21988R10 | 19,353,129 | 543,322 | 541,122 | 2,200 | |
| WASHINGTON FED INC | COM | 93882410 | 19,337,527 | 919,084 | 910,552 | 3,692 | 4 |
| LANCASTER COLONY COR | COM | 51384710 | 19,272,520 | 502,556 | 502,396 | 160 | |
| HISPANIC BROADCASTIN | CL A | 43357B10 | 19,182,871 | 928,503 | 922,773 | 5,430 | |
| AMETEK INC NEW | COM | 03110010 | 19,178,050 | 580,977 | 578,877 | 2,100 | |
| CLAIRES STORES INC | COM | 17958410 | 19,157,649 | 811,421 | 810,441 | 780 | |
| PATINA OIL & GAS COR | COM | 70322410 | 19,113,814 | 580,967 | 580,967 | | |
| Page Total | | | 812,436,244 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| PRIDE INTL INC DEL | COM | 74153Q10 | 19,074,657 | 1,413,985 | 1,408,735 | 4,690 | 56 |
| KRISPY KREME DOUGHNU | COM | 50101410 | 19,072,491 | 563,275 | 559,975 | 2,150 | 1,15 |
| INTERNATIONAL SPEEDW | CL A | 46033520 | 19,030,102 | 475,040 | 467,614 | 1,600 | 5,82 |
| AVNET INC | COM | 05380710 | 19,004,735 | 1,813,429 | 1,804,693 | 7,064 | 1,67 |
| TAKE-TWO INTERACTIVE | COM | 87405410 | 18,941,819 | 849,790 | 848,330 | 1,460 | |
| HCC INS HLDGS INC | COM | 40413210 | 18,913,019 | 739,946 | 733,740 | 6,206 | |
| PHARMACEUTICAL PROD | COM | 71712410 | 18,816,321 | 700,768 | 699,948 | 680 | 14 |
| APRIA HEALTHCARE GRO | COM | 03793310 | 18,811,948 | 805,306 | 805,276 | 30 | |
| LAM RESEARCH CORP | COM | 51280710 | 18,746,647 | 1,646,031 | 1,618,501 | 27,030 | 50 |
| SICOR INC | COM | 82584610 | 18,739,654 | 1,122,135 | 1,120,895 | 1,240 | |
| WESTAMERICA BANCORPO | COM | 95709010 | 18,630,513 | 471,778 | 471,188 | 590 | |
| COLONIAL BANCGROUP I | COM | 19549330 | 18,629,043 | 1,655,915 | 1,645,699 | 10,216 | |
| CARRAMERICA RLTY COR | COM | 14441810 | 18,597,089 | 733,613 | 733,613 | | |
| ESSEX PPTY TR INC | COM | 29717810 | 18,540,390 | 354,840 | 352,145 | 2,695 | |
| ARDEN RLTY INC | COM | 03979310 | 18,504,952 | 815,915 | 815,775 | 140 | |
| LEUCADIA NATL CORP | COM | 52728810 | 18,503,670 | 517,730 | 517,530 | 200 | |
| CYTYC CORP | COM | 23294610 | 18,448,680 | 1,413,692 | 1,403,982 | 9,610 | 10 |
| BLYTH INC | COM | 09643P10 | 18,402,546 | 723,655 | 720,393 | 3,262 | |
| INDEPENDENCE CMNTY B | COM | 45341410 | 18,383,517 | 695,029 | 694,979 | 50 | |
| HRPT PPTYS TR | COM SH BEN | 40426W10 | 18,346,623 | 2,155,890 | 2,155,890 | | |
| RUBY TUESDAY INC | COM | 78118210 | 18,320,179 | 898,048 | 848,153 | 49,895 | |
| HAWAIIAN ELEC INDUST | COM | 41987010 | 18,319,011 | 449,436 | 446,316 | 3,120 | |
| DQE INC | COM | 23329J10 | 18,158,114 | 1,489,591 | 1,486,616 | 2,975 | |
| VECTREN CORP | COM | 92240G10 | 18,147,449 | 843,675 | 840,475 | 1,700 | 1,50 |
| ACXIOM CORP | COM | 00512510 | 18,120,019 | 1,076,650 | 1,072,150 | 4,100 | 40 |

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|-----------------------|-------------|----------|-------------|------------|------------|--------|-------|
| INTERDIGITAL COMMUNI | COM | 45866A10 | 18,031,213 | 796,678 | 795,878 | 700 | 10 |
| WASHINGTON REAL ESTA | SH BEN INT | 93965310 | 18,026,997 | 694,147 | 693,927 | 220 | |
| ALLIANT TECHSYSTEMS | COM | 01880410 | 18,013,955 | 333,530 | 331,750 | 1,360 | 42 |
| MANDALAY RESORT GROU | COM | 56256710 | 18,006,959 | 653,373 | 638,047 | 15,126 | 20 |
| LANDSTAR SYS INC | COM | 51509810 | 17,937,585 | 311,958 | 311,958 | | |
| ANN TAYLOR STORES COR | COM | 03611510 | 17,917,454 | 872,745 | 871,805 | 790 | 15 |
| AVOCENT CORP | COM | 05389310 | 17,895,898 | 766,748 | 764,448 | 2,100 | 20 |
| OLIN CORP | COM PAR \$1 | 68066520 | 17,891,726 | 984,685 | 984,385 | 100 | 20 |
| CELGENE CORP | COM | 15102010 | 17,885,168 | 685,781 | 683,281 | 2,400 | 10 |
| DONALDSON INC | COM | 25765110 | 17,866,623 | 488,426 | 482,501 | 5,925 | |
| NATIONAL INSTRS CORP | COM | 63651810 | 17,845,526 | 505,969 | 505,079 | 550 | 34 |
| ROPER INDS INC NEW | COM | 77669610 | 17,816,404 | 617,553 | 596,618 | 15,810 | 5,12 |
| BRE PROPERTIES INC | CL A | 05564E10 | 17,807,943 | 604,684 | 604,684 | | |
| TELEFLEX INC | COM | 87936910 | 17,801,055 | 498,629 | 497,809 | 620 | 20 |
| MIRANT CORP | COM | 60467510 | 17,734,435 | 11,084,022 | 11,039,484 | 31,715 | 12,82 |
| FIRST BANCORP P R | COM | 31867210 | 17,709,968 | 656,411 | 656,261 | 150 | |
| Page Total | | | 751,392,097 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| PIEDMONT NAT GAS INC | COM | 72018610 | 17,698,264 | 496,445 | 495,895 | 550 | |
| APOGENT TECHNOLOGIES | COM | 03760A10 | 17,693,019 | 1,213,513 | 1,211,733 | 680 | 1, |
| ROSLYN BANCORP INC | COM | 77816210 | 17,626,836 | 980,358 | 976,688 | 3,670 | |
| BLOCKBUSTER INC | CL A | 09367910 | 17,624,679 | 1,030,683 | 1,030,583 | 100 | |
| EMULEX CORP | COM NEW | 29247520 | 17,603,943 | 919,266 | 850,677 | 55,774 | 12, |
| CMS ENERGY CORP | COM | 12589610 | 17,571,772 | 3,984,529 | 3,983,109 | 1,420 | |
| MEDICIS PHARMACEUTIC | CL A NEW | 58469030 | 17,505,068 | 314,896 | 312,746 | 2,050 | |
| CAPITAL AUTOMOTIVE R | COM SH BEN | 13973310 | 17,478,750 | 700,832 | 700,732 | 100 | |
| EGL INC | COM | 26848410 | 17,441,657 | 1,173,732 | 1,083,677 | 90,055 | |
| ALEXANDER & BALDWIN | COM | 01448210 | 17,412,590 | 700,426 | 700,326 | 100 | |
| AVAYA INC | COM | 05349910 | 17,374,014 | 8,516,674 | 8,446,082 | 69,041 | 1, |
| BOB EVANS FARMS INC | COM | 09676110 | 17,343,860 | 719,961 | 718,261 | 1,700 | |
| WADDELL & REED FINL | CL A | 93005910 | 17,339,815 | 986,899 | 980,733 | 2,890 | 3, |
| GRACO INC | COM | 38410910 | 17,334,496 | 616,886 | 612,034 | 4,342 | |
| FULTON FINL CORP PA | COM | 36027110 | 17,289,344 | 919,646 | 916,292 | 3,354 | |
| PARAMETRIC TECHNOLOG | COM | 69917310 | 17,265,073 | 7,956,255 | 7,920,194 | 35,881 | |
| KENNAMETAL INC | COM | 48917010 | 17,254,885 | 613,398 | 612,838 | 560 | |
| RAMBUS INC DEL | COM | 75091710 | 17,148,772 | 1,298,166 | 1,294,852 | 3,234 | |
| REALTY INCOME CORP | COM | 75610910 | 17,122,319 | 478,946 | 478,846 | 100 | |
| ALPHARMA INC | CL A | 02081310 | 17,099,554 | 953,684 | 952,674 | 1,010 | |
| HEALTHCARE RLTY TR | COM | 42194610 | 17,062,522 | 698,711 | 698,711 | | |
| YELLOW CORP | COM | 98550910 | 16,927,815 | 702,399 | 519,849 | 182,110 | |
| GLOBAL PMTS INC | COM | 37940X10 | 16,917,083 | 554,295 | 553,675 | 460 | |
| HARMAN INTL INDS INC | COM | 41308610 | 16,904,414 | 288,619 | 287,599 | 920 | |
| HEALTH CARE PPTY INV | COM | 42191510 | 16,901,079 | 506,779 | 506,779 | | |
| MARKEL CORP | COM | 57053510 | 16,799,870 | 75,100 | 74,440 | 660 | |
| TRANSATLANTIC HLDGS | COM | 89352110 | 16,787,355 | 256,100 | 255,060 | 1,040 | |
| COMMUNITY HEALTH SYS | COM | 20366810 | 16,753,709 | 817,653 | 803,593 | 3,600 | 10, |
| YORK INTL CORP NEW | COM | 98667010 | 16,640,022 | 792,382 | 789,092 | 3,090 | |
| UNITED BANKSHARES IN | COM | 90990710 | 16,624,071 | 600,147 | 599,447 | 100 | |

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| | | | | | | | |
|----------------------|-------------|----------|-------------|-----------|-----------|--------|-----|
| PHILADELPHIA SUBN CO | COM PAR \$0 | 71800960 | 16,595,538 | 756,061 | 754,643 | 300 | 1, |
| MAXTOR CORP | COM NEW | 57772920 | 16,573,278 | 2,943,744 | 2,937,070 | 6,332 | |
| AMYLIN PHARMACEUTICA | COM | 03234610 | 16,489,218 | 1,017,853 | 1,017,653 | 100 | |
| KEY ENERGY SVCS INC | COM | 49291410 | 16,486,535 | 1,635,569 | 1,634,419 | 1,150 | |
| HARTE-HANKS INC | COM | 41619610 | 16,474,246 | 862,526 | 861,726 | 500 | |
| 99 CENTS ONLY STORES | COM | 65440K10 | 16,459,969 | 645,489 | 644,069 | 1,300 | |
| SOUTHWEST BANCORPORA | COM | 84476R10 | 16,441,154 | 547,491 | 509,783 | 27,003 | 10, |
| GATEWAY INC | COM | 36762610 | 16,406,519 | 6,951,915 | 6,945,162 | 5,275 | 1, |
| ENGINEERED SUPPORT S | COM | 29286610 | 16,400,248 | 418,908 | 418,908 | | |
| UNITRIN INC | COM | 91327510 | 16,349,169 | 705,618 | 704,118 | 300 | 1, |
| GLOBALSANTAFE CORP | SHS | G3930E10 | 16,348,997 | 791,719 | 768,815 | 1,095 | 21, |
| Page Total | | | 697,571,521 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | | Other |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------|-------|
| | | | | | Sole | Shared as Defined | | |
| FMC TECHNOLOGIES INC | COM | 30249U10 | 16,309,593 | 849,458 | 847,833 | 1,540 | | |
| CHITTENDEN CORP | COM | 17022810 | 16,303,073 | 623,683 | 597,017 | 15,824 | 10,8 | |
| CACI INTL INC | CL A | 12719030 | 16,244,385 | 486,942 | 486,942 | | | |
| RAYONIER INC | COM | 75490710 | 16,217,560 | 368,079 | 367,479 | 500 | 1 | |
| TORO CO | COM | 89109210 | 16,176,506 | 230,928 | 230,428 | 500 | | |
| PEPSIAMERICAS INC | COM | 71343P20 | 16,154,253 | 1,373,661 | 1,369,381 | 3,880 | 4 | |
| HOME PPTYS N Y INC | COM | 43730610 | 16,139,449 | 486,128 | 486,128 | | | |
| WERNER ENTERPRISES I | COM | 95075510 | 16,106,309 | 836,257 | 835,631 | 26 | 6 | |
| KELLWOOD CO | COM | 48804410 | 16,071,684 | 555,345 | 554,985 | 360 | | |
| PACKAGING CORP AMER | COM | 69515610 | 15,993,222 | 888,019 | 887,579 | 440 | | |
| VALASSIS COMMUNICATI | COM | 91886610 | 15,988,869 | 605,639 | 604,239 | 1,200 | 2 | |
| POST PPTYS INC | COM | 73746410 | 15,949,819 | 660,448 | 660,448 | | | |
| CROWN CASTLE INTL CO | COM | 22822710 | 15,875,233 | 2,886,406 | 2,871,216 | 15,090 | 1 | |
| CULLEN FROST BANKERS | COM | 22989910 | 15,868,841 | 522,345 | 520,965 | 1,280 | 1 | |
| REGENCY CTRS CORP | COM | 75884910 | 15,857,681 | 481,265 | 481,265 | | | |
| WOLVERINE WORLD WIDE | COM | 97809710 | 15,832,619 | 945,231 | 939,265 | 5,966 | | |
| RESMED INC | COM | 76115210 | 15,748,646 | 492,453 | 491,753 | 600 | 1 | |
| VARIAN INC | COM | 92220610 | 15,744,600 | 549,358 | 549,258 | 100 | | |
| FIRST MIDWEST BANCOR | COM | 32086710 | 15,742,964 | 609,956 | 608,791 | 1,165 | | |
| PACIFICARE HEALTH SY | COM | 69511210 | 15,717,674 | 651,105 | 651,045 | 60 | | |
| PERFORMANCE FOOD GRO | COM | 71375510 | 15,644,755 | 510,266 | 507,986 | 2,100 | 1 | |
| SENSIENT TECHNOLOGIE | COM | 81725T10 | 15,620,284 | 780,234 | 779,934 | 300 | | |
| WASTE CONNECTIONS IN | COM | 94105310 | 15,608,731 | 452,427 | 452,327 | | 1 | |
| BERKLEY W R CORP | COM | 08442310 | 15,595,514 | 363,956 | 363,956 | | | |
| BROCADE COMMUNICATIO | COM | 11162110 | 15,573,178 | 3,191,225 | 3,007,828 | 162,237 | 21,1 | |
| OVERTURE SVCS INC | COM | 69039R10 | 15,518,545 | 1,022,976 | 1,022,156 | 820 | | |
| ARCH COAL INC | COM | 03938010 | 15,499,917 | 815,356 | 814,649 | 159 | 5 | |
| BORG WARNER INC | COM | 09972410 | 15,492,122 | 323,832 | 321,022 | 2,610 | 2 | |
| INTERNATIONAL RECTIF | COM | 46025410 | 15,467,720 | 786,361 | 782,036 | 3,765 | 5 | |
| SOUTH FINL GROUP INC | COM | 83784110 | 15,462,343 | 714,196 | 713,179 | 1,017 | | |
| ATMOS ENERGY CORP | COM | 04956010 | 15,459,825 | 727,179 | 726,879 | 300 | | |
| KRONOS INC | COM | 50105210 | 15,442,854 | 440,595 | 439,735 | 860 | | |
| SONIC CORP | COM | 83545110 | 15,425,424 | 605,869 | 605,769 | 100 | | |
| AMERICAN CAPITAL STR | COM | 02493710 | 15,409,004 | 687,902 | 686,002 | 1,400 | 5 | |
| E TRADE GROUP INC | COM | 26924610 | 15,367,876 | 3,650,327 | 3,644,087 | 3,960 | 2,2 | |

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| | | | | | | | |
|----------------------|------|----------|-------------|-----------|-----------|-------|---|
| ETHAN ALLEN INTERIOR | COM | 29760210 | 15,345,096 | 521,410 | 520,274 | 1,036 | 1 |
| HUNT J B TRANS SVCS | COM | 44565810 | 15,339,931 | 569,834 | 569,794 | 40 | |
| FIRST INDUSTRIAL REA | COM | 32054K10 | 15,315,994 | 540,819 | 540,639 | 180 | |
| CHURCH & DWIGHT INC | COM | 17134010 | 15,250,678 | 502,328 | 502,228 | 100 | |
| INGRAM MICRO INC | CL A | 45715310 | 15,228,900 | 1,380,680 | 1,377,970 | 2,710 | |
| CLARCOR INC | COM | 17989510 | 15,129,102 | 417,931 | 416,891 | 600 | 4 |
| Page Total | | | 644,240,773 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | | Sh Ot |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----|-------|
| | | | | | Sole | Shared as Defined | | |
| HELMERICH & PAYNE IN | COM | 42345210 | 15,121,666 | 590,229 | 588,309 | 1,320 | | |
| HUDSON CITY BANCORP | COM | 44368310 | 15,118,146 | 746,944 | 743,824 | 3,120 | | |
| DIME CMNTY BANCSHARE | COM | 25392210 | 15,091,771 | 661,050 | 661,050 | | | |
| ADVANCED FIBRE COMMU | COM | 00754A10 | 15,088,887 | 996,624 | 993,354 | 2,970 | | |
| PROTEIN DESIGN LABS | COM | 74369L10 | 15,073,783 | 2,028,773 | 2,028,673 | 100 | | |
| BLACK HILLS CORP | COM | 09211310 | 15,054,706 | 547,643 | 546,103 | 1,440 | | |
| DOWNEY FINL CORP | COM | 26101810 | 15,045,949 | 381,780 | 380,580 | 1,200 | | |
| IKON OFFICE SOLUTION | COM | 45171310 | 15,035,883 | 2,117,730 | 2,087,980 | 29,750 | | |
| TETRA TECH INC NEW | COM | 88162G10 | 15,003,077 | 1,061,038 | 1,037,015 | 24,023 | | |
| HIGHWOODS PPTYS INC | COM | 43128410 | 14,957,542 | 731,778 | 731,478 | 300 | | |
| LIFEPPOINT HOSPITALS | COM | 53219L10 | 14,942,157 | 595,068 | 594,922 | 46 | | |
| MILLER HERMAN INC | COM | 60054410 | 14,931,961 | 927,451 | 926,811 | 340 | | |
| ARBITRON INC | COM | 03875Q10 | 14,931,872 | 471,037 | 469,214 | 1,819 | | |
| IDEX CORP | COM | 45167R10 | 14,911,133 | 514,177 | 482,442 | 25,565 | 6, | |
| COOPER COS INC | COM NEW | 21664840 | 14,877,193 | 497,565 | 490,565 | 3,000 | 4, | |
| HUDSON UNITED BANCOR | COM | 44416510 | 14,876,708 | 483,010 | 481,827 | 1,183 | | |
| OFFICEMAX INC | COM | 67622M10 | 14,868,194 | 2,887,028 | 2,887,028 | | | |
| BROADWING INC | COM | 11162010 | 14,796,012 | 3,699,003 | 3,688,947 | 7,820 | 2, | |
| PACIFIC CAP BANCORP | COM | 69404P10 | 14,774,082 | 491,323 | 491,270 | 53 | | |
| SYBASE INC | COM | 87113010 | 14,763,077 | 1,140,006 | 1,135,781 | 3,925 | | |
| SUN COMMUNITIES INC | COM | 86667410 | 14,681,651 | 410,102 | 402,607 | 7,495 | | |
| PACIFIC SUNWEAR CALI | COM | 69487310 | 14,660,140 | 720,400 | 716,500 | 3,750 | | |
| GREATER BAY BANCORP | COM | 39164810 | 14,653,445 | 1,021,146 | 940,472 | 50,784 | 29, | |
| GRANT PRIDECO INC | COM | 38821G10 | 14,651,923 | 1,214,919 | 1,211,469 | 3,150 | | |
| DAVITA INC | COM | 23918K10 | 14,649,766 | 706,694 | 705,014 | 1,580 | | |
| TECHNE CORP | COM | 87837710 | 14,504,188 | 698,694 | 697,934 | 600 | | |
| HARSCO CORP | COM | 41586410 | 14,495,525 | 475,419 | 474,819 | 400 | | |
| LINENS N THINGS INC | COM | 53567910 | 14,363,517 | 706,866 | 652,006 | 41,360 | 13, | |
| UNIT CORP | COM | 90921810 | 14,348,418 | 707,167 | 706,609 | 100 | | |
| UNITED STATIONERS IN | COM | 91300410 | 14,315,068 | 670,495 | 670,495 | | | |
| INTEGRATED CIRCUIT S | COM | 45811K20 | 14,241,970 | 656,312 | 654,592 | 1,720 | | |
| HEALTH CARE REIT INC | COM | 42217K10 | 14,236,556 | 543,380 | 543,380 | | | |
| FLIR SYS INC | COM | 30244510 | 14,202,092 | 299,559 | 299,559 | | | |
| TOTAL FINA ELF S A | SPONSORED | 89151E10 | 14,189,309 | 224,266 | 167,602 | 56,664 | | |
| SUPERIOR INDS INTL I | COM | 86816810 | 14,183,656 | 389,340 | 389,340 | | | |
| FOOT LOCKER INC | COM | 34484910 | 14,174,707 | 1,324,739 | 1,316,739 | 6,020 | 1, | |
| AGCO CORP | COM | 00108410 | 14,159,917 | 879,498 | 877,558 | 1,820 | | |
| IMCLONE SYS INC | COM | 45245W10 | 14,118,163 | 853,577 | 847,109 | 1,690 | 4, | |
| TOLL BROTHERS INC | COM | 88947810 | 14,091,123 | 730,110 | 729,730 | 80 | | |
| READERS DIGEST ASSN | COM | 75526710 | 14,085,266 | 1,379,556 | 1,372,246 | 6,710 | | |

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STATEN IS BANCORP IN COM 85755010 14,078,153 943,576 943,576
 Page Total 600,348,352

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|---------------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| FAIRCHILD SEMICONDUCTOR | CL A | 30372610 | 14,064,013 | 1,344,552 | 1,340,732 | 3,820 | |
| SKYWORKS SOLUTIONS INC | COM | 83088M10 | 14,063,390 | 2,257,366 | 2,243,639 | 9,139 | 4,5 |
| COUSINS PPTYS INC | COM | 22279510 | 14,030,526 | 542,767 | 542,767 | | |
| PERRIGO CO | COM | 71429010 | 14,021,821 | 1,180,288 | 1,177,388 | 2,900 | |
| INTERSTATE BAKERIES | COM | 46072H10 | 13,979,815 | 1,331,411 | 1,330,811 | 600 | |
| CHARLES RIV LABS INTL | COM | 15986410 | 13,956,479 | 546,884 | 535,284 | 11,600 | |
| CLAYTON HOMES INC | COM | 18419010 | 13,937,359 | 1,262,442 | 1,258,272 | 3,250 | 9 |
| AMERITRADE HLDG CORP | COM | 03074K10 | 13,902,200 | 2,802,863 | 2,801,763 | 1,100 | |
| ISTAR FINL INC | COM | 45031U10 | 13,897,929 | 476,446 | 476,446 | | |
| SKY FINL GROUP INC | COM | 83080P10 | 13,897,287 | 706,522 | 704,312 | 2,210 | |
| EXPEDIA INC | CL A | 30212510 | 13,887,241 | 268,820 | 268,460 | 360 | |
| DYCOM INDS INC | COM | 26747510 | 13,874,109 | 1,343,089 | 1,342,169 | 920 | |
| UCBH HOLDINGS INC | COM | 90262T30 | 13,871,116 | 315,396 | 310,896 | 4,500 | |
| MCDATA CORP | CL A | 58003120 | 13,862,859 | 1,613,837 | 1,610,291 | 3,263 | 2 |
| SUSQUEHANNA BANCSHARE | COM | 86909910 | 13,851,216 | 668,495 | 667,835 | | 6 |
| INDYMAC BANCORP INC | COM | 45660710 | 13,848,030 | 711,981 | 711,981 | | |
| DOUBLECLICK INC | COM | 25860930 | 13,840,203 | 1,781,236 | 1,777,936 | 3,200 | 1 |
| ACTIVISION INC NEW | COM NEW | 00493020 | 13,805,067 | 955,368 | 955,168 | 200 | |
| WESTAR ENERGY INC | COM | 95709T10 | 13,785,966 | 1,137,456 | 1,128,496 | 8,960 | |
| BORDERS GROUP INC | COM | 09970910 | 13,779,192 | 937,360 | 934,820 | 2,240 | 3 |
| WHITNEY HLDG CORP | COM | 96661210 | 13,731,026 | 401,492 | 400,602 | 140 | 7 |
| FIRSTFED FINL CORP | COM | 33790710 | 13,730,019 | 454,787 | 454,087 | 700 | |
| UNIVERSAL CORP VA | COM | 91345610 | 13,717,339 | 363,277 | 361,927 | 1,350 | |
| BRANDYWINE RLTY TR | SH BEN INT | 10536820 | 13,684,858 | 622,039 | 622,019 | 20 | |
| AMERICAN EAGLE OUTFITTERS | COM | 02553E10 | 13,680,803 | 942,269 | 941,479 | 600 | 1 |
| COMMERCE GROUP INC M | COM | 20064110 | 13,674,972 | 399,853 | 363,353 | 36,500 | |
| FERRO CORP | COM | 31540510 | 13,650,215 | 638,756 | 638,176 | 580 | |
| NEIMAN MARCUS GROUP | CL A | 64020420 | 13,619,357 | 469,795 | 466,713 | 2,782 | 3 |
| NEW JERSEY RES | COM | 64602510 | 13,596,439 | 416,430 | 412,361 | 300 | 3,7 |
| EVEREST RE GROUP LTD | COM | G3223R10 | 13,567,351 | 237,150 | 237,150 | | |
| SWIFT TRANSN CO | COM | 87075610 | 13,560,624 | 847,539 | 845,429 | 1,910 | 2 |
| INTERNATIONAL BANCSHARE | COM | 45904410 | 13,554,237 | 349,246 | 348,895 | 351 | |
| INVACARE CORP | COM | 46120310 | 13,485,970 | 428,262 | 427,802 | 460 | |
| WEIGHT WATCHERS INTL | COM | 94862610 | 13,485,466 | 292,844 | 292,704 | 140 | |
| GABLES RESIDENTIAL TR | SH BEN INT | 36241810 | 13,470,769 | 503,392 | 503,292 | 100 | |
| CORPORATE OFFICE PPT | SH BEN INT | 22002T10 | 13,444,895 | 902,342 | 866,752 | 35,590 | |
| FACTSET RESH SYS INC | COM | 30307510 | 13,419,243 | 413,536 | 398,436 | | 15,1 |
| CROWN HOLDINGS INC | COM | 22836810 | 13,418,334 | 2,387,604 | 2,385,704 | 1,900 | |
| UTSTARCOM INC | COM | 91807610 | 13,408,112 | 670,741 | 669,841 | 900 | |
| MAVERICK TUBE CORP | COM | 57791410 | 13,349,871 | 717,735 | 658,360 | 44,825 | 14,5 |
| EVERGREEN RES INC | COM NO PAR | 29990030 | 13,335,729 | 294,322 | 294,322 | | |
| Page Total | | | 562,741,447 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| FOUNDRY NETWORKS INC | COM | 35063R10 | 13,329,250 | 1,657,867 | 1,648,087 | 9,680 | 1 |
| EDUCATION MGMT CORP | COM | 28139T10 | 13,322,989 | 335,001 | 334,901 | 100 | |
| BANCORPSOUTH INC | COM | 05969210 | 13,280,052 | 721,742 | 721,012 | 730 | |
| DELTA & PINE LD CO | COM | 24735710 | 13,226,239 | 584,973 | 584,693 | 280 | |
| EAST WEST BANCORP IN | COM | 27579R10 | 13,201,239 | 427,917 | 427,917 | | |
| LAFARGE NORTH AMERIC | COM | 50586210 | 13,197,821 | 454,314 | 452,734 | 1,580 | |
| PROVIDENT FINL GROUP | COM | 74386610 | 13,161,538 | 619,950 | 618,370 | 1,580 | |
| SEMTECH CORP | COM | 81685010 | 13,147,427 | 867,817 | 865,937 | 1,680 | 2 |
| HYPERION SOLUTIONS C | COM | 44914M10 | 13,133,800 | 541,600 | 541,400 | | 2 |
| P F CHANGS CHINA BIS | COM | 69333Y10 | 13,108,989 | 354,297 | 312,922 | 16,990 | 24,3 |
| AMERICAN TOWER CORP | CL A | 02991220 | 13,089,708 | 2,371,324 | 2,285,454 | 69,050 | 16,8 |
| PITTSTON CO | COM BRINKS | 72570110 | 13,084,976 | 944,082 | 942,902 | 980 | 2 |
| CLECO CORP NEW | COM | 12561W10 | 13,061,989 | 1,040,796 | 1,038,496 | 2,100 | 2 |
| BROWN TOM INC | COM NEW | 11566020 | 13,025,650 | 538,250 | 538,090 | 60 | 1 |
| HARLAND JOHN H CO | COM | 41269310 | 13,010,079 | 535,174 | 535,054 | 120 | |
| OHIO CAS CORP | COM | 67724010 | 13,004,458 | 1,006,537 | 1,002,087 | 4,450 | |
| ANNALY MTG MGMT INC | COM | 03571040 | 13,001,436 | 744,215 | 743,855 | 360 | |
| PINNACLE SYS INC | COM | 72348110 | 12,944,314 | 1,243,450 | 1,242,550 | 900 | |
| SCOTTS CO | CL A | 81018610 | 12,903,069 | 249,094 | 245,594 | 3,400 | 1 |
| ANDREW CORP | COM | 03442510 | 12,900,112 | 2,345,475 | 2,340,875 | 4,350 | 2 |
| CABOT OIL & GAS CORP | COM | 12709710 | 12,876,096 | 536,504 | 511,151 | 6,985 | 18,3 |
| RECKSON ASSOCS RLTY | COM | 75621K10 | 12,837,128 | 682,826 | 682,826 | | |
| CV THERAPEUTICS INC | COM | 12666710 | 12,802,508 | 710,067 | 656,252 | 41,845 | 11,9 |
| J D EDWARDS & CO | COM | 28166710 | 12,773,368 | 1,158,057 | 1,153,997 | 3,960 | 1 |
| WESTERN GAS RES INC | COM | 95825910 | 12,758,688 | 391,972 | 391,972 | | |
| TOOTSIE ROLL INDS IN | COM | 89051610 | 12,757,503 | 447,161 | 445,565 | 1,384 | 2 |
| HOLLYWOOD ENTMT CORP | COM | 43614110 | 12,729,495 | 796,091 | 796,091 | | |
| APOGEE ENTERPRISES I | COM | 03759810 | 12,635,775 | 1,537,012 | 1,536,912 | | 1 |
| ASCENTIAL SOFTWARE C | COM | 04362P10 | 12,615,204 | 4,505,430 | 4,489,965 | 12,865 | 2,6 |
| TEXAS REGL BANCSHARE | CL A VTG | 88267310 | 12,615,072 | 417,856 | 417,753 | 103 | |
| BIOSITE INC | COM | 09094510 | 12,613,267 | 328,385 | 327,385 | 1,000 | |
| STANDARD PAC CORP NE | COM | 85375C10 | 12,597,934 | 493,843 | 493,603 | 240 | |
| LATTICE SEMICONDUCTO | COM | 51841510 | 12,542,955 | 1,663,522 | 1,650,942 | 8,280 | 4,3 |
| ANIXTER INTL INC | COM | 03529010 | 12,534,174 | 552,897 | 552,577 | 320 | |
| RYLAND GROUP INC | COM | 78376410 | 12,473,876 | 288,814 | 288,694 | 120 | |
| INTERGRAPH CORP | COM | 45868310 | 12,459,258 | 718,527 | 717,827 | 700 | |
| HOVNIANIAN ENTERPRISE | CL A | 44248720 | 12,458,349 | 360,589 | 360,589 | | |
| STONE ENERGY CORP | COM | 86164210 | 12,429,469 | 370,145 | 369,545 | 500 | 1 |
| NORTHWEST AIRLS CORP | CL A | 66728010 | 12,424,547 | 1,800,659 | 494,199 | 1,306,460 | |
| FEDERAL SIGNAL CORP | COM | 31385510 | 12,423,480 | 874,893 | 869,443 | 5,250 | 2 |
| OLD NATL BANCORP IND | COM | 68003310 | 12,418,141 | 580,287 | 574,996 | 5,291 | |
| Page Total | | | 526,911,422 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| HUGHES SUPPLY INC | COM | 44448210 | 12,409,773 | 532,837 | 532,816 | 21 | |
| TRIZEC PROPERTIES IN | COM | 89687P10 | 12,407,824 | 1,459,744 | 1,459,744 | | |
| FURNITURE BRANDS INT | COM | 36092110 | 12,370,643 | 632,446 | 630,546 | 1,900 | |
| NATIONWIDE FINL SVCS | CL A | 63861210 | 12,349,010 | 506,730 | 505,041 | 400 | 1,2 |
| IRWIN FINL CORP | COM | 46411910 | 12,342,997 | 633,299 | 633,299 | | |
| TEVA PHARMACEUTICAL | ADR | 88162420 | 12,302,410 | 295,376 | 295,376 | | |
| R H DONNELLEY CORP | COM NEW | 74955W30 | 12,239,705 | 412,389 | 411,820 | 569 | |
| ARVINMERITOR INC | COM | 04335310 | 12,088,521 | 864,083 | 860,524 | 3,160 | 3 |
| TECUMSEH PRODS CO | CL A | 87889520 | 12,066,356 | 294,445 | 293,975 | 370 | 1 |
| POLARIS INDS INC | COM | 73106810 | 12,066,049 | 242,680 | 241,400 | 1,100 | 1 |
| GATX CORP | COM | 36144810 | 12,050,371 | 832,208 | 780,375 | 37,673 | 14,1 |
| MAF BANCORP INC | COM | 55261R10 | 12,020,486 | 357,221 | 356,041 | 500 | 6 |
| NETIQ CORP | COM | 64115P10 | 11,996,743 | 1,074,977 | 1,074,477 | 400 | 1 |
| IMC GLOBAL INC | COM | 44966910 | 11,989,935 | 1,246,355 | 1,242,889 | 1,945 | 1,5 |
| BARNES & NOBLE INC | COM | 06777410 | 11,975,910 | 630,643 | 625,043 | 2,900 | 2,7 |
| RALCORP HLDGS INC NE | COM | 75102810 | 11,971,160 | 459,722 | 459,622 | 100 | |
| AFFYMETRIX INC | COM | 00826T10 | 11,943,464 | 459,364 | 457,664 | 1,600 | 1 |
| PRIORITY HEALTHCARE | CL B | 74264T10 | 11,940,905 | 448,064 | 448,044 | 20 | |
| ROLLINS INC | COM | 77571110 | 11,925,970 | 517,845 | 517,635 | 210 | |
| DIAMOND OFFSHORE DRI | COM | 25271C10 | 11,914,304 | 613,823 | 612,333 | 1,350 | 1 |
| SERVICE CORP INTL | COM | 81756510 | 11,873,694 | 4,271,113 | 4,250,599 | 20,294 | 2 |
| O REILLY AUTOMOTIVE | COM | 68609110 | 11,873,308 | 438,615 | 436,355 | 1,900 | 3 |
| SAKS INC | COM | 79377W10 | 11,869,953 | 1,543,557 | 1,539,777 | 3,780 | |
| INVESTMENT TECHNOLOG | COM | 46145F10 | 11,853,978 | 848,531 | 845,481 | 2,900 | 1 |
| AMERUS GROUP CO | COM | 03072M10 | 11,843,862 | 482,635 | 480,575 | 2,060 | |
| TRUSTMARK CORP | COM | 89840210 | 11,836,471 | 498,168 | 494,418 | 3,750 | |
| M D C HLDGS INC | COM | 55267610 | 11,835,432 | 308,375 | 308,264 | 11 | 1 |
| RF MICRODEVICES INC | COM | 74994110 | 11,831,807 | 1,969,670 | 1,958,870 | 10,700 | 1 |
| KANSAS CITY SOUTHERN | COM NEW | 48517030 | 11,813,420 | 1,051,952 | 1,008,545 | 3,380 | 40,0 |
| NOVARTIS A G | SPONSORED | 66987V10 | 11,800,571 | 318,418 | 122,283 | 196,135 | |
| IDACORP INC | COM | 45110710 | 11,787,782 | 517,008 | 512,818 | 1,340 | 2,8 |
| COGNEX CORP | COM | 19242210 | 11,786,606 | 556,497 | 542,217 | 2,020 | 12,2 |
| PLEXUS CORP | COM | 72913210 | 11,765,417 | 1,285,838 | 1,205,313 | 80,425 | 1 |
| GLIMCHER RLTY TR | SH BEN INT | 37930210 | 11,752,742 | 612,122 | 612,102 | 20 | |
| VENTAS INC | COM | 92276F10 | 11,749,036 | 1,012,848 | 1,012,728 | 120 | |
| PAPA JOHNS INTL INC | COM | 69881310 | 11,739,095 | 469,001 | 466,226 | 2,775 | |
| KILROY RLTY CORP | COM | 49427F10 | 11,631,009 | 526,290 | 526,290 | | |
| METTLER TOLEDO INTER | COM | 59268810 | 11,534,747 | 387,202 | 386,382 | 720 | 1 |
| EMCOR GROUP INC | COM | 29084Q10 | 11,511,050 | 238,571 | 238,571 | | |
| BEDFORD PPTY INVS IN | COM PAR \$0 | 07644630 | 11,498,515 | 439,882 | 439,882 | | |
| COLONIAL PPTYS TR | COM SH BEN | 19587210 | 11,498,045 | 347,583 | 347,583 | | |
| Page Total | | | 489,059,076 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |

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|----------------------|------------|----------|-------------|-----------|-----------|--------|-----|
| W HLDG CO INC | COM | 92925110 | 11,497,986 | 626,252 | 626,072 | 180 | |
| RUDDICK CORP | COM | 78125810 | 11,496,687 | 934,690 | 934,490 | 100 | 1 |
| NEW CENTURY FINANCI | COM | 64352D10 | 11,464,973 | 367,691 | 364,891 | 800 | 2,0 |
| AFFILIATED MANAGERS | COM | 00825210 | 11,462,054 | 275,729 | 253,494 | 15,195 | 7,0 |
| PANERA BREAD CO | CL A | 69840W10 | 11,458,142 | 375,800 | 375,420 | 380 | |
| TIMKEN CO | COM | 88738910 | 11,454,427 | 733,318 | 732,248 | 1,070 | |
| MUELLER INDS INC | COM | 62475610 | 11,412,488 | 457,048 | 456,248 | 600 | 2 |
| MERCURY COMPUTER SYS | COM | 58937810 | 11,411,596 | 419,544 | 419,044 | 500 | |
| NORTHWEST NAT GAS CO | COM | 66765510 | 11,405,339 | 454,396 | 453,796 | 600 | |
| HOT TOPIC INC | COM | 44133910 | 11,395,722 | 488,877 | 488,817 | 60 | |
| STATION CASINOS INC | COM | 85768910 | 11,395,684 | 539,824 | 539,824 | | |
| HUMAN GENOME SCIENCE | COM | 44490310 | 11,374,808 | 1,330,387 | 1,326,462 | 3,825 | 1 |
| MENTOR CORP MINN | COM | 58718810 | 11,370,350 | 664,156 | 664,076 | 80 | |
| LENNOX INTL INC | COM | 52610710 | 11,341,800 | 787,625 | 787,425 | 200 | |
| REPUBLIC BANCORP INC | COM | 76028210 | 11,337,248 | 962,415 | 961,942 | 473 | |
| FNB CORP PA | COM | 30252010 | 11,328,637 | 395,553 | 393,757 | 1,796 | |
| ST MARY LD & EXPL CO | COM | 79222810 | 11,321,923 | 451,973 | 439,867 | 12,106 | |
| TAUBMAN CTRS INC | COM | 87666410 | 11,320,266 | 664,725 | 664,725 | | |
| JEFFERIES GROUP INC | COM | 47231910 | 11,287,221 | 313,970 | 312,570 | 1,400 | |
| QUIKSILVER INC | COM | 74838C10 | 11,276,978 | 368,288 | 366,088 | 2,200 | |
| MCCLATCHY CO | CL A | 57948910 | 11,266,332 | 210,232 | 207,172 | 2,960 | 1 |
| BROOKLINE BANCORP IN | COM | 11373M10 | 11,254,541 | 898,925 | 898,925 | | |
| USFREIGHTWAYS CORP | COM | 91690610 | 11,243,410 | 444,228 | 444,008 | 120 | 1 |
| AMERICAN ITALIAN PAS | CL A | 02707010 | 11,237,474 | 259,826 | 259,806 | 20 | |
| MACROMEDIA INC | COM | 55610010 | 11,236,349 | 929,392 | 928,122 | 1,010 | 2 |
| AMERICAN FINL GROUP | COM | 02593210 | 11,221,681 | 565,324 | 564,024 | 1,300 | |
| PRICE COMMUNICATIONS | COM NEW | 74143730 | 11,211,112 | 937,384 | 937,194 | 90 | 1 |
| ADVO INC | COM | 00758510 | 11,210,859 | 339,723 | 339,623 | 100 | |
| PLANTRONICS INC NEW | COM | 72749310 | 11,202,188 | 766,748 | 765,348 | 1,000 | 4 |
| PIXAR | COM | 72581110 | 11,198,645 | 206,999 | 205,199 | 1,740 | |
| LNR PPTY CORP | COM | 50194010 | 11,123,460 | 330,073 | 330,073 | | |
| HUTCHINSON TECHNOLOG | COM | 44840710 | 11,066,031 | 447,655 | 446,135 | 1,520 | |
| HERITAGE PPTY INVT T | COM | 42725M10 | 11,040,537 | 440,740 | 440,740 | | |
| ENTERTAINMENT PPTYS | COM SH BEN | 29380T10 | 10,998,772 | 415,048 | 415,048 | | |
| CERNER CORP | COM | 15678210 | 10,995,924 | 339,590 | 338,070 | 1,520 | |
| CIMAREX ENERGY CO | COM | 17179810 | 10,984,815 | 564,772 | 563,807 | 647 | 3 |
| PEABODY ENERGY CORP | COM | 70454910 | 10,977,364 | 393,595 | 393,595 | | |
| FULLER H B CO | COM | 35969410 | 10,960,429 | 474,067 | 473,267 | 600 | 2 |
| LABRANCHE & CO INC | COM | 50544710 | 10,938,599 | 595,136 | 594,316 | 620 | 2 |
| SILICON VY BANCSHARE | COM | 82706410 | 10,922,894 | 600,489 | 599,719 | 770 | |
| NORDSON CORP | COM | 65566310 | 10,916,648 | 453,161 | 452,661 | 500 | |
| Page Total | | | 461,022,393 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discreti | | |
|----------------------|----------------|--------------|-------------------|-----------------|---------------------|-------------------|---|
| | | | | | Sole | Shared as Defined | S |
| MONY GROUP INC | COM | 61533710 | 10,898,994 | 521,483 | 520,550 | 933 | |
| PEDIATRIX MED GROUP | COM | 70532410 | 10,871,365 | 432,433 | 432,433 | | |
| SILICON LABORATORIES | COM | 82691910 | 10,831,094 | 414,191 | 413,491 | 700 | |

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|----------------------|------------|----------|-------------|-----------|-----------|---------|----|
| FLORIDA ROCK INDS IN | COM | 34114010 | 10,811,723 | 319,401 | 318,621 | 630 | |
| MILLENNIUM CHEMICALS | COM | 59990310 | 10,795,555 | 924,277 | 924,277 | | |
| TRUSTCO BK CORP N Y | COM | 89834910 | 10,787,718 | 1,120,220 | 1,120,105 | 115 | |
| FLOWERS FOODS INC | COM | 34349810 | 10,774,815 | 393,385 | 392,769 | 526 | |
| RAYMOND JAMES FINANC | COM | 75473010 | 10,761,531 | 415,985 | 414,915 | 670 | |
| ACCREDO HEALTH INC | COM | 00437V10 | 10,756,815 | 441,958 | 441,663 | 145 | |
| ICN PHARMACEUTICALS | COM | 44892410 | 10,725,706 | 1,203,783 | 1,193,191 | 10,492 | |
| APPLERA CORP | COM CE GEN | 03802020 | 10,721,021 | 1,243,738 | 1,240,638 | 2,900 | |
| ICOS CORP | COM | 44929510 | 10,716,695 | 572,779 | 530,424 | 33,480 | 8, |
| GREY WOLF INC | COM | 39788810 | 10,706,654 | 2,717,425 | 2,537,110 | 180,315 | |
| MENTOR GRAPHICS CORP | COM | 58720010 | 10,701,832 | 1,197,073 | 1,196,673 | | |
| LIBERTY CORP S C | COM | 53037010 | 10,687,711 | 245,131 | 243,731 | 1,400 | |
| BALDOR ELEC CO | COM | 05774110 | 10,600,233 | 495,338 | 495,058 | 20 | |
| COPART INC | COM | 21720410 | 10,520,455 | 1,369,851 | 1,369,311 | | |
| SCHOLASTIC CORP | COM | 80706610 | 10,507,375 | 390,754 | 389,754 | 800 | |
| GRANITE CONSTR INC | COM | 38732810 | 10,492,043 | 668,283 | 668,283 | | |
| CH ENERGY GROUP INC | COM | 12541M10 | 10,467,992 | 251,031 | 249,845 | 1,086 | |
| ARIBA INC | COM | 04033V10 | 10,365,163 | 3,675,590 | 3,669,970 | 5,500 | |
| VARIAN SEMICONDUCTOR | COM | 92220710 | 10,345,879 | 508,647 | 507,007 | 1,640 | |
| CAL DIVE INTL INC | COM | 12791410 | 10,344,403 | 574,370 | 568,870 | 5,500 | |
| POTLATCH CORP | COM | 73762810 | 10,333,165 | 531,815 | 530,363 | 100 | 1, |
| CYPRESS SEMICONDUCTO | COM | 23280610 | 10,318,722 | 1,495,467 | 1,486,847 | 8,400 | |
| BIO RAD LABS INC | CL A | 09057220 | 10,295,177 | 287,977 | 287,977 | | |
| HARLEYSVILLE GROUP I | COM | 41282410 | 10,280,872 | 412,059 | 411,659 | | |
| EARTHLINK INC | COM | 27032110 | 10,262,887 | 1,784,850 | 1,779,800 | 4,950 | |
| SOUTHWEST GAS CORP | COM | 84489510 | 10,238,939 | 503,142 | 501,242 | 1,900 | |
| SYBRON DENTAL SPECIA | COM | 87114210 | 10,220,465 | 585,700 | 584,731 | 816 | |
| SELECTIVE INS GROUP | COM | 81630010 | 10,188,541 | 415,181 | 414,981 | 100 | |
| STERLING BANCSHARES | COM | 85890710 | 10,143,299 | 853,095 | 853,095 | | |
| BANKATLANTIC BANCORP | CL A | 06590850 | 10,141,402 | 1,035,894 | 1,035,894 | | |
| BLACK BOX CORP DEL | COM | 09182610 | 10,105,370 | 341,052 | 340,852 | 200 | |
| NETBANK INC | COM | 64093310 | 10,084,926 | 1,085,568 | 1,081,568 | 4,000 | |
| RELIANT RES INC | COM | 75952B10 | 10,069,705 | 2,828,569 | 2,770,040 | 55,101 | 3, |
| FLAGSTAR BANCORP INC | COM | 33793010 | 10,035,472 | 380,564 | 378,089 | 2,475 | |
| PANAMSAT CORP NEW | COM | 69793310 | 10,025,143 | 709,996 | 709,996 | | |
| S & T BANCORP INC | COM | 78385910 | 10,021,701 | 391,932 | 391,932 | | |
| NATIONWIDE HEALTH PP | COM | 63862010 | 10,017,641 | 779,583 | 779,583 | | |
| PARK NATL CORP | COM | 70065810 | 10,016,128 | 107,354 | 107,054 | 300 | |
| Page Total | | | 427,992,327 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| JACK IN THE BOX INC | COM | 46636710 | 10,013,942 | 552,951 | 552,351 | 600 | |
| MEMC ELECTR MATLS IN | COM | 55271510 | 10,013,141 | 890,057 | 890,057 | | |
| MEDIA GEN INC | CL A | 58440410 | 10,008,965 | 203,269 | 202,359 | 710 | 2 |
| BEAZER HOMES USA INC | COM | 07556Q10 | 10,006,991 | 170,158 | 170,058 | 100 | |
| CITIZENS BKG CORP MI | COM | 17442010 | 9,993,267 | 423,085 | 420,585 | 2,500 | |
| BORLAND SOFTWARE COR | COM | 09984910 | 9,953,167 | 1,081,866 | 1,081,866 | | |
| CHARTER MUN MTG ACCE | SH BEN INT | 16090810 | 9,920,144 | 564,607 | 564,587 | | |
| MPS GROUP INC | COM | 55340910 | 9,916,695 | 1,899,750 | 1,889,990 | 9,460 | 3 |

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|----------------------|-------------|----------|-------------|-----------|-----------|---------|------|
| TOTAL SYS SVCS INC | COM | 89190610 | 9,907,784 | 632,681 | 630,731 | 1,950 | |
| CAMBREX CORP | COM | 13201110 | 9,879,954 | 411,322 | 390,927 | 13,565 | 6,8 |
| AMPHENOL CORP NEW | CL A | 03209510 | 9,871,891 | 242,255 | 241,655 | 500 | 1 |
| OSI PHARMACEUTICALS | COM | 67104010 | 9,870,432 | 616,902 | 572,494 | 43,408 | 1,0 |
| CALLAWAY GOLF CO | COM | 13119310 | 9,847,700 | 828,931 | 827,361 | 1,370 | 2 |
| FOREST OIL CORP | COM PAR \$0 | 34609170 | 9,832,493 | 440,919 | 440,139 | 380 | 4 |
| COMMONWEALTH TEL ENT | COM | 20334910 | 9,825,769 | 253,111 | 252,511 | 600 | |
| KELLY SVCS INC | CL A | 48815220 | 9,822,352 | 456,429 | 451,806 | 4,623 | |
| PHILADELPHIA CONS HL | COM | 71752810 | 9,822,060 | 272,835 | 272,835 | | |
| TOWN & CTRY TR | SH BEN INT | 89208110 | 9,819,603 | 486,119 | 474,979 | 11,140 | |
| DIONEX CORP | COM | 25454610 | 9,811,066 | 297,035 | 296,895 | 40 | 1 |
| FREDS INC | CL A | 35610810 | 9,786,517 | 351,401 | 351,251 | | 1 |
| ABGENIX INC | COM | 00339B10 | 9,775,815 | 1,123,657 | 1,118,857 | 700 | 4,1 |
| MODINE MFG CO | COM | 60782810 | 9,764,441 | 651,397 | 651,297 | | 1 |
| ALBANY INTL CORP | CL A | 01234810 | 9,759,912 | 426,011 | 425,807 | 100 | 1 |
| MASSEY ENERGY CORP | COM | 57620610 | 9,759,719 | 1,038,268 | 1,037,568 | 700 | |
| POWER-ONE INC | COM | 73930810 | 9,759,455 | 2,218,058 | 2,217,558 | 400 | 1 |
| CATALINA MARKETING C | COM | 14886710 | 9,733,552 | 506,165 | 504,165 | 100 | 1,9 |
| BJS WHOLESALE CLUB I | COM | 05548J10 | 9,731,921 | 861,232 | 855,904 | 5,128 | 2 |
| PSS WORLD MED INC | COM | 69366A10 | 9,729,352 | 1,492,232 | 1,492,072 | 160 | |
| CURTISS WRIGHT CORP | COM | 23156110 | 9,722,955 | 160,710 | 159,010 | 1,700 | |
| SEACOR SMIT INC | COM | 81190410 | 9,714,740 | 277,564 | 277,014 | 550 | |
| SYLVAN LEARNING SYS | COM | 87139910 | 9,714,399 | 611,738 | 611,438 | 300 | |
| SIMPSON MANUFACTURIN | COM | 82907310 | 9,705,805 | 287,154 | 287,154 | | |
| EMMIS COMMUNICATIONS | CL A | 29152510 | 9,672,594 | 573,021 | 572,521 | 400 | 1 |
| PROVINCE HEALTHCARE | COM | 74397710 | 9,655,854 | 1,091,057 | 941,224 | 129,488 | 20,3 |
| VERTEX PHARMACEUTICA | COM | 92532F10 | 9,646,939 | 865,973 | 865,053 | 720 | 2 |
| QUANTUM CORP | COM DSSG | 74790620 | 9,640,162 | 2,670,405 | 2,670,405 | | |
| HEARTLAND EXPRESS IN | COM | 42234710 | 9,635,571 | 502,376 | 502,376 | | |
| UMB FINL CORP | COM | 90278810 | 9,633,575 | 262,710 | 258,605 | 4,000 | 1 |
| ROGERS CORP | COM | 77513310 | 9,623,544 | 323,807 | 323,807 | | |
| POLYCOM INC | COM | 73172K10 | 9,606,101 | 1,188,874 | 1,184,414 | 4,360 | 1 |
| VISX INC DEL | COM | 92844S10 | 9,598,724 | 905,540 | 905,140 | 400 | |
| Page Total | | | 401,509,063 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discret | | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------------|-------------------|---|
| | | | | | Sole | Shared as Defined | S |
| DELPHI FINL GROUP IN | CL A | 24713110 | 9,593,497 | 244,857 | 230,521 | 300 | 1 |
| INTEGRATED DEVICE TE | COM | 45811810 | 9,591,321 | 1,207,975 | 1,203,635 | 3,500 | |
| IOMEGA CORP | COM NEW | 46203030 | 9,584,639 | 863,481 | 861,181 | 2,300 | |
| WESCO FINL CORP | COM | 95081710 | 9,566,694 | 32,103 | 31,403 | | |
| FEI CO | COM | 30241L10 | 9,549,761 | 598,356 | 597,656 | 600 | |
| WAUSAU-MOSINEE PAPER | COM | 94331510 | 9,542,089 | 935,499 | 935,099 | 400 | |
| INAMED CORP | COM | 45323510 | 9,536,174 | 266,597 | 266,577 | 20 | |
| ANSYS INC | COM | 03662Q10 | 9,523,549 | 397,643 | 397,643 | | |
| R & G FINANCIAL CORP | CL B | 74913610 | 9,509,170 | 432,235 | 432,235 | | |
| AMERICAN NATL INS CO | COM | 02859110 | 9,504,109 | 121,957 | 121,197 | 760 | |
| FIRST COMWLTH FINL C | COM | 31982910 | 9,501,588 | 815,587 | 815,587 | | |
| KROLL INC | COM | 50104910 | 9,491,631 | 443,327 | 443,327 | | |
| KEANE INC | COM | 48666510 | 9,472,799 | 1,158,044 | 1,153,784 | 2,960 | |

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|----------------------|-------------|----------|-------------|-----------|-----------|--------|
| AZTAR CORP | COM | 05480210 | 9,471,413 | 705,243 | 705,223 | 20 |
| PROVIDENT BANKSHARES | COM | 74385910 | 9,470,231 | 410,322 | 410,322 | |
| BEARINGPOINT INC | COM | 07400210 | 9,425,173 | 1,479,619 | 1,474,319 | 5,200 |
| CATHAY BANCORP INC | COM | 14915010 | 9,423,506 | 241,319 | 233,319 | |
| WAYPOINT FINL CORP | COM | 94675610 | 9,423,067 | 545,001 | 545,001 | |
| GEORGIA GULF CORP | COM PAR \$0 | 37320020 | 9,422,832 | 468,099 | 467,999 | 100 |
| KIRBY CORP | COM | 49726610 | 9,397,273 | 382,003 | 381,583 | 420 |
| TRIMERIS INC | COM | 89626310 | 9,372,802 | 227,827 | 227,227 | 600 |
| EXTENDED STAY AMER I | COM | 30224P10 | 9,355,609 | 926,298 | 925,208 | 1,010 |
| OTTER TAIL CORP | COM | 68964810 | 9,345,134 | 360,816 | 358,351 | 465 |
| HENRY JACK & ASSOC I | COM | 42628110 | 9,308,779 | 879,016 | 877,816 | 800 |
| LONGS DRUG STORES CO | COM | 54316210 | 9,295,335 | 619,689 | 617,789 | 1,900 |
| MATTHEWS INTL CORP | CL A | 57712810 | 9,245,936 | 400,257 | 400,257 | |
| TRUST CO NJ JERSEY C | COM | 89830410 | 9,241,454 | 338,267 | 260,453 | 77,814 |
| ENTEGRIS INC | COM | 29362U10 | 9,205,569 | 924,254 | 924,254 | |
| CANON INC | ADR | 13800630 | 9,196,632 | 262,087 | 193,167 | 68,920 |
| LONE STAR TECHNOLOGI | COM | 54231210 | 9,187,031 | 434,992 | 434,792 | 100 |
| SCP POOL CORP | COM | 78402810 | 9,184,668 | 309,144 | 306,689 | 2,085 |
| OWENS & MINOR INC NE | COM | 69073210 | 9,183,493 | 523,276 | 523,196 | 80 |
| ALBEMARLE CORP | COM | 01265310 | 9,158,132 | 376,104 | 375,554 | |
| ENDO PHARMACEUTICALS | COM | 29264F20 | 9,139,636 | 677,512 | 677,512 | |
| CYMER INC | COM | 23257210 | 9,132,122 | 385,810 | 384,810 | 900 |
| ALLIANCE GAMING CORP | COM NEW | 01859P60 | 9,131,640 | 608,776 | 607,976 | |
| WILSON GREATBATCH TE | COM | 97223210 | 9,101,060 | 325,154 | 311,669 | 13,485 |
| TECHNITROL INC | COM | 87855510 | 9,095,612 | 621,285 | 619,285 | 1,500 |
| MACROVISION CORP | COM | 55590410 | 9,073,768 | 756,778 | 756,438 | 300 |
| RED HAT INC | COM | 75657710 | 9,064,896 | 1,669,410 | 1,665,010 | 4,100 |
| FIRST CTZNS BANCShar | CL A | 31946M10 | 9,061,807 | 96,310 | 96,310 | |
| Page Total | | | 383,081,631 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discret | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| CVB FINL CORP | COM | 12660010 | 9,055,479 | 467,259 | 467,259 | |
| EXAR CORP | COM | 30064510 | 9,053,155 | 712,286 | 708,286 | 4,000 |
| DOCUMENTUM INC | COM | 25615910 | 9,052,878 | 690,006 | 689,806 | 200 |
| LEGATO SYS INC | COM | 52465110 | 9,051,423 | 1,764,410 | 1,739,901 | 24,409 |
| ADVANCED AUTO PARTS | COM | 00751Y10 | 9,050,431 | 195,685 | 195,585 | 100 |
| PROGRESS SOFTWARE CO | COM | 74331210 | 9,040,086 | 503,626 | 500,794 | 2,832 |
| ERIE INDY CO | CL A | 29530P10 | 9,024,325 | 248,604 | 247,804 | 800 |
| NDCHEALTH CORP | COM | 63948010 | 9,023,819 | 538,093 | 537,693 | 400 |
| ALLEGHANY CORP DEL | COM | 01717510 | 9,019,841 | 55,083 | 53,039 | 2,044 |
| AMERICAN MGMT SYS IN | COM | 02735210 | 8,991,494 | 744,329 | 742,429 | 1,900 |
| ESS TECHNOLOGY INC | COM | 26915110 | 8,977,345 | 1,506,266 | 1,506,166 | 100 |
| ACUITY BRANDS INC | COM | 00508Y10 | 8,974,068 | 667,217 | 667,217 | |
| FRONTIER OIL CORP | COM | 35914P10 | 8,953,525 | 523,598 | 523,598 | |
| KAYDON CORP | COM | 48658710 | 8,915,504 | 473,725 | 472,805 | 920 |
| REGAL ENTMT GROUP | CL A | 75876610 | 8,890,832 | 495,311 | 495,311 | |
| LINCOLN ELEC HLDGS I | COM | 53390010 | 8,881,492 | 491,777 | 491,697 | 80 |
| CHEMICAL FINL CORP | COM | 16373110 | 8,878,078 | 334,643 | 334,643 | |
| HEADWATERS INC | COM | 42210P10 | 8,865,690 | 631,010 | 631,010 | |

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|----------------------|------------|----------|-------------|-----------|-----------|---------|
| OVERSEAS SHIPHOLDING | COM | 69036810 | 8,856,377 | 530,322 | 529,922 | 400 |
| ST JOE CO | COM | 79014810 | 8,845,902 | 325,217 | 324,117 | 1,100 |
| CHATEAU CMNTYS INC | COM | 16172610 | 8,820,310 | 467,921 | 467,921 | |
| OCEANEERING INTL INC | COM | 67523210 | 8,813,547 | 403,366 | 403,366 | |
| TOO INC | COM | 89033310 | 8,812,418 | 530,549 | 529,995 | 554 |
| RARE HOSPITALITY INT | COM | 75382010 | 8,783,770 | 315,509 | 312,618 | 2,891 |
| MANUFACTURED HOME CM | COM | 56468210 | 8,781,195 | 296,662 | 296,662 | |
| WESBANCO INC | COM | 95081010 | 8,778,859 | 374,046 | 370,646 | 3,400 |
| SOUTHERN UN CO NEW | COM | 84403010 | 8,765,568 | 721,446 | 714,711 | |
| ALLIANCE DATA SYSTEM | COM | 01858110 | 8,764,486 | 515,558 | 515,258 | 300 |
| HORACE MANN EDUCATOR | COM | 44032710 | 8,735,492 | 665,815 | 665,639 | 176 |
| F M C CORP | COM NEW | 30249130 | 8,731,956 | 556,885 | 556,385 | 500 |
| SOVRAN SELF STORAGE | COM | 84610H10 | 8,715,734 | 306,030 | 306,030 | |
| ABM INDS INC | COM | 00095710 | 8,715,380 | 663,271 | 663,071 | 200 |
| MENS WEARHOUSE INC | COM | 58711810 | 8,709,936 | 582,215 | 582,115 | |
| NTT DOCOMO INC | SPONS ADR | 62942M20 | 8,700,551 | 461,323 | 118,347 | 342,976 |
| TELEFONOS DE MEXICO | SPON ADR O | 87940378 | 8,688,523 | 292,346 | 292,346 | |
| POWER INTEGRATIONS I | COM | 73927610 | 8,686,346 | 419,023 | 415,203 | 3,820 |
| THORATEC CORP | COM NEW | 88517530 | 8,642,587 | 681,055 | 681,055 | |
| DIAGNOSTIC PRODS COR | COM | 25245010 | 8,639,689 | 231,317 | 231,217 | |
| AXCELIS TECHNOLOGIES | COM | 05454010 | 8,629,000 | 1,824,313 | 1,723,684 | 100,289 |
| UNISOURCE ENERGY COR | COM | 90920510 | 8,627,717 | 498,712 | 498,372 | 100 |
| AVID TECHNOLOGY INC | COM | 05367P10 | 8,621,902 | 388,549 | 388,449 | |
| Page Total | | | 362,566,710 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| EL PASO ELEC CO | COM NEW | 28367785 | 8,610,310 | 797,251 | 796,451 | 700 | |
| LA Z BOY INC | COM | 50533610 | 8,609,846 | 498,255 | 495,655 | 2,460 | |
| BRADY CORP | CL A | 10467410 | 8,587,108 | 303,646 | 300,206 | 3,340 | |
| EQUITY ONE | COM | 29475210 | 8,555,076 | 559,521 | 559,521 | | |
| CAPITOL FED FINL | COM | 14057C10 | 8,541,451 | 284,810 | 281,410 | 3,400 | |
| ARKANSAS BEST CORP D | COM | 04079010 | 8,495,109 | 334,190 | 334,190 | | |
| KT CORP | SPONSORED | 48268K10 | 8,489,603 | 494,444 | 494,444 | | |
| IGEN INC | COM | 44953610 | 8,472,684 | 239,409 | 236,709 | 400 | 2, |
| INTERNET SEC SYS INC | COM | 46060X10 | 8,459,009 | 851,007 | 808,670 | 42,337 | |
| FLOWERVE CORP | COM | 34354P10 | 8,448,661 | 725,207 | 722,552 | 2,655 | |
| SOTHEBYS HLDGS INC | CL A | 83589810 | 8,445,829 | 920,025 | 916,725 | 3,300 | |
| CNA FINL CORP | COM | 12611710 | 8,427,776 | 376,240 | 376,140 | 100 | |
| MOOG INC | CL A | 61539420 | 8,420,569 | 275,182 | 275,182 | | |
| EXTREME NETWORKS INC | COM | 30226D10 | 8,403,754 | 1,940,821 | 1,750,181 | 162,750 | 27, |
| COMMERCIAL NET LEASE | COM | 20221810 | 8,401,202 | 556,371 | 556,351 | 20 | |
| SIERRA PAC RES NEW | COM | 82642810 | 8,394,894 | 2,639,904 | 2,639,224 | | |
| CROMPTON CORP | COM | 22711610 | 8,391,697 | 2,072,024 | 2,067,137 | 3,140 | 1, |
| HARBOR FLA BANCSHARE | COM | 41190110 | 8,386,496 | 359,011 | 358,931 | 80 | |
| ARACRUZ CELULOSE S A | SPON ADR C | 03849620 | 8,376,906 | 418,636 | 418,636 | | |
| CUNO INC | COM | 12658310 | 8,361,999 | 248,795 | 248,755 | 40 | |
| INSIGHT COMMUNICATIO | CL A | 45768V10 | 8,309,886 | 695,388 | 693,288 | 2,100 | |
| SYCAMORE NETWORKS IN | COM | 87120610 | 8,304,591 | 2,722,817 | 2,354,367 | 368,350 | |
| LANDAUER INC | COM | 51476K10 | 8,289,062 | 225,860 | 182,348 | 43,512 | |

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|----------------------|---------|----------|-------------|-----------|-----------|--------|
| COST PLUS INC CALIF | COM | 22148510 | 8,275,350 | 314,413 | 314,373 | 40 |
| TELEDYNE TECHNOLOGIE | COM | 87936010 | 8,263,751 | 652,745 | 652,276 | 469 |
| SONY CORP | ADR NEW | 83569930 | 8,260,468 | 235,140 | 189,629 | 45,511 |
| VERITAS DGC INC | COM | 92343P10 | 8,255,150 | 1,241,376 | 1,241,351 | 25 |
| ATMI INC | COM | 00207R10 | 8,252,775 | 428,493 | 424,053 | 4,440 |
| AMSURG CORP | COM | 03232P40 | 8,250,253 | 327,391 | 327,391 | |
| FLORIDA EAST COAST I | CL A | 34063210 | 8,247,669 | 337,328 | 332,888 | 440 |
| US ONCOLOGY INC | COM | 90338W10 | 8,244,775 | 1,161,236 | 1,159,836 | 1,300 |
| MACDERMID INC | COM | 55427310 | 8,236,953 | 402,785 | 402,585 | 200 |
| MICREL INC | COM | 59479310 | 8,217,096 | 892,096 | 879,806 | 11,050 |
| COHERENT INC | COM | 19247910 | 8,215,931 | 438,183 | 437,873 | 110 |
| FIRST FINL BANCORP O | COM | 32020910 | 8,213,037 | 517,846 | 515,141 | 2,705 |
| UICI | COM | 90273710 | 8,210,880 | 854,410 | 854,290 | |
| VINTAGE PETE INC | COM | 92746010 | 8,183,870 | 861,460 | 861,460 | |
| HANCOCK HLDG CO | COM | 41012010 | 8,181,400 | 190,000 | 190,000 | |
| NEWPORT CORP | COM | 65182410 | 8,174,905 | 692,202 | 691,382 | 800 |
| ENZON PHARMACEUTICAL | COM | 29390410 | 8,167,891 | 719,638 | 668,913 | 50,725 |
| OMNIVISION TECHNOLOG | COM | 68212810 | 8,156,241 | 393,641 | 393,641 | |
| Page Total | | | 342,191,913 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| RUSSELL CORP | COM | 78235210 | 8,135,190 | 464,868 | 464,768 | 100 | |
| TRIMBLE NAVIGATION L | COM | 89623910 | 8,107,303 | 427,375 | 427,175 | 200 | |
| INTERMUNE INC | COM | 45884X10 | 8,100,694 | 379,246 | 379,146 | 100 | |
| FIRST CHARTER CORP | COM | 31943910 | 8,094,259 | 467,336 | 467,336 | | |
| QUANEX CORP | COM | 74762010 | 8,085,053 | 255,049 | 255,049 | | |
| THQ INC | COM NEW | 87244340 | 8,075,189 | 618,362 | 618,062 | 300 | |
| PETROLEO BRASILEIRO | SPONSORED | 71654V40 | 8,056,224 | 531,764 | 531,764 | | |
| DRS TECHNOLOGIES INC | COM | 23330X10 | 8,039,314 | 321,444 | 320,844 | 500 | |
| UNITED ONLINE INC | COM | 91126810 | 8,028,909 | 465,714 | 465,714 | | |
| PENN NATL GAMING INC | COM | 70756910 | 8,019,663 | 451,812 | 451,812 | | |
| SUMMIT PPTYS INC | COM | 86623910 | 8,019,176 | 433,469 | 433,469 | | |
| MARTEK BIOSCIENCES C | COM | 57290110 | 8,013,150 | 280,966 | 280,966 | | |
| F&M BANCORP MD | COM | 30236710 | 8,007,399 | 181,945 | 181,845 | 100 | |
| NBT BANCORP INC | COM | 62877810 | 7,993,711 | 458,618 | 458,618 | | |
| CREDENCE SYS CORP | COM | 22530210 | 7,944,521 | 1,168,312 | 1,168,202 | 10 | |
| KEMET CORP | COM | 48836010 | 7,922,592 | 1,015,717 | 1,012,267 | 3,350 | |
| AEROFLEX INC | COM | 00776810 | 7,904,654 | 1,396,582 | 1,396,182 | 300 | |
| BANDAG INC | COM | 05981510 | 7,898,897 | 247,692 | 247,442 | 250 | |
| CHOICE HOTELS INTL I | COM | 16990510 | 7,891,659 | 323,694 | 321,744 | 1,800 | |
| SMITH A O | COM | 83186520 | 7,889,518 | 294,385 | 294,365 | 20 | |
| GEMSTAR-TV GUIDE INT | COM | 36866W10 | 7,875,343 | 2,146,455 | 2,135,455 | 11,000 | |
| EASTGROUP PPTY INC | COM | 27727610 | 7,861,412 | 307,567 | 307,567 | | |
| GETTY IMAGES INC | COM | 37427610 | 7,821,212 | 284,822 | 284,722 | 100 | |
| GARTNER INC | COM | 36665110 | 7,819,445 | 1,125,100 | 1,116,621 | 5,879 | 2, |
| LONE STAR STEAKHOUSE | COM | 54230710 | 7,802,497 | 368,216 | 359,716 | | 8, |
| BROWN SHOE INC NEW | COM | 11573610 | 7,799,462 | 288,122 | 287,962 | 60 | |
| CORUS BANKSHARES INC | COM | 22087310 | 7,783,128 | 195,017 | 195,017 | | |
| DSP GROUP INC | COM | 23332B10 | 7,778,875 | 429,061 | 428,261 | 600 | |

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|----------------------|------|----------|-------------|-----------|-----------|--------|
| ATMEL CORP | COM | 04951310 | 7,769,246 | 4,855,779 | 4,854,159 | 1,320 |
| MID-AMER APT CMNTYS | COM | 59522J10 | 7,766,869 | 327,716 | 327,716 | |
| ARGOSY GAMING CO | COM | 04022810 | 7,757,534 | 388,265 | 388,165 | 100 |
| AMCORE FINL INC | COM | 02391210 | 7,733,226 | 355,224 | 355,224 | |
| ANCHOR BANCORP WIS I | COM | 03283910 | 7,712,966 | 351,388 | 351,368 | 20 |
| CONMED CORP | COM | 20741010 | 7,694,714 | 468,904 | 468,364 | 540 |
| FOREST CITY ENTERPRI | CL A | 34555010 | 7,683,249 | 220,910 | 219,410 | 1,500 |
| AVX CORP NEW | COM | 00244410 | 7,677,252 | 853,028 | 852,528 | 500 |
| BROOKS AUTOMATION IN | COM | 11434010 | 7,670,156 | 793,191 | 692,486 | 80,445 |
| CEC ENTMT INC | COM | 12513710 | 7,653,302 | 281,268 | 281,168 | 100 |
| KNIGHT TRANSN INC | COM | 49906410 | 7,651,278 | 388,587 | 388,587 | |
| MB FINANCIAL INC NEW | COM | 55264U10 | 7,651,211 | 213,721 | 209,621 | 4,100 |
| PS BUSINESS PKS INC | COM | 69360J10 | 7,624,568 | 256,288 | 256,208 | 80 |
| Page Total | | | 322,814,020 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| AVISTA CORP | COM | 05379B10 | 7,616,222 | 719,190 | 719,190 | | |
| NPS PHARMACEUTICALS | COM | 62936P10 | 7,601,202 | 491,669 | 474,989 | 16,680 | |
| ESTERLINE TECHNOLOGI | COM | 29742510 | 7,592,201 | 448,977 | 448,977 | | |
| RITE AID CORP | COM | 76775410 | 7,574,138 | 3,381,312 | 3,358,972 | 17,120 | 5, |
| STEWART INFORMATION | COM | 86037210 | 7,565,160 | 325,944 | 325,944 | | |
| JDA SOFTWARE GROUP I | COM | 46612K10 | 7,556,304 | 747,409 | 747,409 | | |
| UNITED NAT FOODS INC | COM | 91116310 | 7,553,355 | 296,210 | 295,410 | 800 | |
| PROASSURANCE CORP | COM | 74267C10 | 7,552,648 | 321,116 | 321,116 | | |
| AMERICAN AXLE & MFG | COM | 02406110 | 7,550,267 | 358,853 | 358,553 | 100 | |
| COMMSCOPE INC | COM | 20337210 | 7,547,160 | 1,006,288 | 1,006,158 | 30 | |
| ARAMARK CORP | CL B | 03852110 | 7,546,420 | 329,538 | 328,578 | 960 | |
| ANTHRACITE CAP INC | COM | 03702310 | 7,502,821 | 655,841 | 649,241 | 6,600 | |
| CASEYS GEN STORES IN | COM | 14752810 | 7,495,691 | 629,890 | 628,430 | 720 | |
| G & K SVCS INC | CL A | 36126810 | 7,479,168 | 311,632 | 311,437 | 75 | |
| PFF BANCORP INC | COM | 69331W10 | 7,462,754 | 232,557 | 232,557 | | |
| MICROS SYS INC | COM | 59490110 | 7,458,618 | 317,253 | 317,213 | 40 | |
| LASALLE HOTEL PPTYS | COM SH BEN | 51794210 | 7,440,464 | 622,633 | 610,853 | 11,780 | |
| ANWORTH MORTGAGE ASS | COM | 03734710 | 7,438,753 | 569,583 | 567,583 | | 2, |
| TEREX CORP NEW | COM | 88077910 | 7,420,944 | 600,400 | 600,380 | 20 | |
| STRAYER ED INC | COM | 86323610 | 7,403,649 | 134,857 | 134,657 | 200 | |
| RIO TINTO PLC | SPONSORED | 76720410 | 7,384,686 | 97,552 | 83,865 | 13,687 | |
| SENIOR HSG PPTYS TR | SH BEN INT | 81721M10 | 7,372,388 | 638,302 | 638,242 | 60 | |
| SPINNAKER EXPL CO | COM | 84855W10 | 7,355,616 | 378,765 | 366,265 | 500 | 12, |
| PENNSYLVANIA RL ESTA | SH BEN INT | 70910210 | 7,343,539 | 256,319 | 256,219 | 100 | |
| FOSSIL INC | COM | 34988210 | 7,313,179 | 424,691 | 424,691 | | |
| HOLLY CORP | COM PAR \$0 | 43575830 | 7,299,935 | 254,886 | 254,886 | | |
| SCHULMAN A INC | COM | 80819410 | 7,295,803 | 502,120 | 502,020 | 100 | |
| ROYAL DUTCH PETE CO | NY REG EUR | 78025780 | 7,289,808 | 178,891 | 161,065 | 17,826 | |
| RYANS FAMILY STEAK H | COM | 78351910 | 7,287,021 | 693,936 | 688,416 | 4,080 | 1, |
| ACTION PERFORMANCE C | COM | 00493310 | 7,275,050 | 343,974 | 343,574 | 100 | |
| ALASKA AIR GROUP INC | COM | 01165910 | 7,263,969 | 463,855 | 463,535 | 320 | |
| GLOBESPANVIRATA INC | COM | 37957V10 | 7,257,388 | 1,612,753 | 1,606,985 | 5,768 | |
| IHOP CORP | COM | 44962310 | 7,256,347 | 321,932 | 319,532 | 2,400 | |

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|----------------------|---------|----------|-------------|-----------|-----------|-------|
| HAEMONETICS CORP | COM | 40502410 | 7,229,859 | 330,886 | 330,726 | 160 |
| ADAPTEC INC | COM | 00651F10 | 7,223,493 | 1,197,926 | 1,194,686 | 3,240 |
| MARVEL ENTERPRISES I | COM | 57383M10 | 7,213,224 | 521,941 | 519,941 | 2,000 |
| NATIONAL HEALTH INVS | COM | 63633D10 | 7,201,406 | 469,147 | 469,147 | |
| TRACTOR SUPPLY CO | COM | 89235610 | 7,197,765 | 217,982 | 215,472 | 2,510 |
| CORRECTIONS CORP AME | COM NEW | 22025Y40 | 7,185,505 | 411,541 | 411,541 | |
| PEOPLES BK BRIDGEPOR | COM | 71019810 | 7,184,130 | 284,520 | 272,890 | 5,380 |
| UMPQUA HLDGS CORP | COM | 90421410 | 7,168,017 | 396,242 | 396,242 | |
| Page Total | | | 302,956,067 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| UNITED RENTALS INC | COM | 91136310 | 7,165,745 | 744,880 | 743,799 | 1,081 | |
| INTEGRA LIFESCIENCES | COM NEW | 45798520 | 7,164,362 | 311,494 | 311,394 | 100 | |
| MGE ENERGY INC | COM | 55277P10 | 7,153,783 | 270,158 | 266,908 | 2,800 | |
| BARRA INC | COM | 06831310 | 7,128,658 | 240,103 | 239,553 | 550 | |
| BOYD GAMING CORP | COM | 10330410 | 7,117,713 | 558,252 | 558,252 | | |
| GREY GLOBAL GROUP IN | COM | 39787M10 | 7,105,873 | 11,517 | 11,517 | | |
| YANKEE CANDLE INC | COM | 98475710 | 7,101,118 | 416,977 | 416,211 | 600 | |
| UIL HLDG CORP | COM | 90274810 | 7,080,604 | 204,052 | 203,252 | 700 | |
| CONNETICS CORP | COM | 20819210 | 7,077,511 | 422,538 | 422,538 | | |
| FILENET CORP | COM | 31686910 | 7,069,494 | 673,927 | 673,527 | | |
| NOKIA CORP | SPONSORED | 65490220 | 7,065,355 | 504,308 | 395,983 | 108,325 | |
| RAMCO-GERSHENSON PPT | COM SH BEN | 75145220 | 7,060,147 | 321,354 | 310,304 | 11,050 | |
| JOY GLOBAL INC | COM | 48116510 | 7,033,229 | 649,421 | 649,421 | | |
| CYBERONICS INC | COM | 23251P10 | 7,018,037 | 328,099 | 322,039 | 6,060 | |
| ROADWAY CORP | COM | 76974210 | 7,010,942 | 209,157 | 209,057 | 100 | |
| USEC INC | COM | 90333E10 | 6,970,546 | 1,267,372 | 1,267,372 | | |
| ACTUANT CORP | CL A NEW | 00508X20 | 6,963,812 | 198,117 | 197,977 | 140 | |
| ALKERMES INC | COM | 01642T10 | 6,952,880 | 766,580 | 764,880 | 1,600 | |
| SUNRISE ASSISTED LIV | COM | 86768K10 | 6,946,800 | 289,450 | 289,150 | 300 | |
| NATIONAL PENN BANCSH | COM | 63713810 | 6,942,350 | 261,187 | 261,187 | | |
| RADIO ONE INC | CL D NON V | 75040P40 | 6,922,719 | 522,864 | 516,004 | 6,860 | |
| MANITOWOC INC | COM | 56357110 | 6,914,221 | 411,316 | 411,216 | | |
| J2 GLOBAL COMMUNICAT | COM NEW | 46626E20 | 6,911,105 | 243,864 | 243,864 | | |
| PHOENIX COS INC NEW | COM | 71902E10 | 6,910,898 | 954,544 | 945,212 | 8,557 | |
| ISHARES TR | RUSSELL100 | 46428759 | 6,898,777 | 158,958 | 158,958 | | |
| CUMULUS MEDIA INC | CL A | 23108210 | 6,868,170 | 471,715 | 387,835 | 69,645 | 14, |
| RLI CORP | COM | 74960710 | 6,856,229 | 255,163 | 254,163 | 1,000 | |
| WOODWARD GOVERNOR CO | COM | 98074510 | 6,845,871 | 196,551 | 196,531 | 20 | |
| LACLEDE GROUP INC | COM | 50559710 | 6,844,649 | 295,028 | 294,428 | 600 | |
| BIOMARIN PHARMACEUTI | COM | 09061G10 | 6,844,345 | 603,026 | 602,726 | 300 | |
| SEACOAST FINL SVCS C | COM | 81170Q10 | 6,833,330 | 374,224 | 368,748 | 2,876 | 2, |
| CELESTICA INC | SUB VTG SH | 15101Q10 | 6,827,653 | 597,345 | 428,026 | 169,319 | |
| TESORO PETE CORP | COM | 88160910 | 6,824,154 | 922,183 | 917,483 | 4,700 | |
| LA QUINTA CORP | PAIRED CTF | 50419U20 | 6,800,969 | 2,229,826 | 2,229,826 | | |
| CITY HLDG CO | COM | 17783510 | 6,792,604 | 248,177 | 247,877 | 300 | |
| MEDIACOM COMMUNICATI | CL A | 58446K10 | 6,782,327 | 770,719 | 770,719 | | |
| CHRISTOPHER & BANKS | COM | 17104610 | 6,767,825 | 382,363 | 382,363 | | |
| THOR INDS INC | COM | 88516010 | 6,763,656 | 270,222 | 270,222 | | |

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|----------------------|------|----------|-------------|-----------|-----------|--------|
| TRIQUINT SEMICONDUCT | COM | 89674K10 | 6,763,423 | 2,398,377 | 2,386,756 | 11,520 |
| AGERE SYS INC | CL A | 00845V10 | 6,760,032 | 4,225,020 | 4,218,827 | 5,893 |
| PACIFIC NORTHWEST BA | COM | 69466M10 | 6,753,406 | 243,366 | 243,366 | |
| Page Total | | | 284,615,322 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| JO-ANN STORES INC | CL A | 47758P10 | 6,715,540 | 335,777 | 335,777 | | |
| FREMONT GEN CORP | COM | 35728810 | 6,703,101 | 964,475 | 964,475 | | |
| METRO GOLDWYN MAYER | COM | 59161010 | 6,700,879 | 638,179 | 613,219 | 4,860 | 20, |
| POLO RALPH LAUREN CO | CL A | 73157210 | 6,681,899 | 291,786 | 290,966 | 720 | |
| JARDEN CORP | COM | 47110910 | 6,678,048 | 256,848 | 256,348 | 500 | |
| APOLLO GROUP INC | COM UNV PH | 03760420 | 6,673,360 | 156,468 | 155,935 | 533 | |
| MEDICINES CO | COM | 58468810 | 6,672,225 | 357,952 | 354,284 | 3,668 | |
| ALFA CORP | COM | 01538510 | 6,670,995 | 574,541 | 574,341 | 200 | |
| ADVENT SOFTWARE INC | COM | 00797410 | 6,659,801 | 547,276 | 546,779 | 497 | |
| TALBOTS INC | COM | 87416110 | 6,646,531 | 258,218 | 257,298 | 520 | |
| ZORAN CORP | COM | 98975F10 | 6,624,818 | 513,154 | 511,584 | 1,570 | |
| COMPANHIA VALE DO RI | SPONSORED | 20441220 | 6,614,042 | 245,419 | 245,419 | | |
| TITAN CORP | COM | 88826610 | 6,611,234 | 887,414 | 885,614 | 1,700 | |
| WEBSense INC | COM | 94768410 | 6,600,422 | 449,314 | 449,214 | 100 | |
| NOVEN PHARMACEUTICAL | COM | 67000910 | 6,590,975 | 466,783 | 466,783 | | |
| WATSON WYATT & CO HL | CL A | 94271210 | 6,583,956 | 327,560 | 327,560 | | |
| HARLEYSVILLE NATL CO | COM | 41285010 | 6,579,805 | 270,440 | 270,440 | | |
| TEXAS INDS INC | COM | 88249110 | 6,548,911 | 340,557 | 340,517 | 40 | |
| COX RADIO INC | CL A | 22405110 | 6,539,447 | 316,527 | 311,687 | 4,840 | |
| PEROT SYS CORP | CL A | 71426510 | 6,529,186 | 636,373 | 633,023 | 3,350 | |
| CONNECTICUT BANCSHAR | COM | 20754010 | 6,521,954 | 157,042 | 157,042 | | |
| WEBEX INC | COM | 94767L10 | 6,514,859 | 629,455 | 629,455 | | |
| COMMERCIAL METALS CO | COM | 20172310 | 6,508,986 | 466,594 | 466,594 | | |
| KIMBALL INTL INC | CL B | 49427410 | 6,503,113 | 466,173 | 466,173 | | |
| SURMODICS INC | COM | 86887310 | 6,501,609 | 210,340 | 210,040 | 300 | |
| CHIQUITA BRANDS INTL | COM | 17003280 | 6,488,447 | 591,472 | 591,472 | | |
| SIX FLAGS INC | COM | 83001P10 | 6,482,722 | 1,157,629 | 1,152,309 | 5,220 | |
| LEXINGTON CORP PPTYS | COM | 52904310 | 6,479,477 | 380,028 | 380,028 | | |
| RSA SEC INC | COM | 74971910 | 6,466,658 | 910,797 | 910,777 | 20 | |
| VERITY INC | COM | 92343C10 | 6,457,870 | 464,595 | 464,595 | | |
| SANDY SPRING BANCORP | COM | 80036310 | 6,414,797 | 196,586 | 196,586 | | |
| CARAUSTAR INDS INC | COM | 14090910 | 6,408,624 | 946,621 | 431,377 | 515,244 | |
| COMMUNITY BK SYS INC | COM | 20360710 | 6,404,491 | 203,770 | 203,270 | 500 | |
| UNITED STATES CELLUL | COM | 91168410 | 6,398,144 | 270,993 | 268,983 | 1,610 | |
| HOLLINGER INTL INC | CL A | 43556910 | 6,390,949 | 808,981 | 808,781 | 200 | |
| DIAGEO P L C | SPON ADR N | 25243Q20 | 6,386,964 | 155,325 | 63,901 | 91,424 | |
| ANDRX CORP DEL | ANDRX GROU | 03455310 | 6,374,950 | 540,250 | 540,250 | | |
| NAUTILUS GROUP INC | COM | 63910B10 | 6,371,581 | 446,815 | 446,432 | 383 | |
| WINTRUST FINANCIAL C | COM | 97650W10 | 6,365,273 | 222,562 | 222,562 | | |
| HONDA MOTOR LTD | AMERN SHS | 43812830 | 6,363,394 | 383,337 | 324,339 | 58,998 | |
| VEECO INSTRS INC DEL | COM | 92241710 | 6,359,493 | 410,820 | 406,805 | 4,015 | |
| Page Total | | | 267,789,530 | | | | |

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| TEKELEC | COM | 87910110 | 6,350,999 | 731,682 | 728,582 | 3,100 | |
| ALLIANCE CAP MGMT HL | UNIT LTD P | 01855A10 | 6,349,334 | 220,463 | 213,488 | 4,900 | 2, |
| WESTPORT RES CORP NE | COM | 96141810 | 6,349,103 | 315,092 | 315,092 | | |
| CROWN AMERN RLTY TR | SH BEN INT | 22818610 | 6,327,625 | 644,361 | 644,361 | | |
| NU SKIN ENTERPRISES | CL A | 67018T10 | 6,327,232 | 628,325 | 628,125 | 200 | |
| HANOVER COMPRESSOR C | COM | 41076810 | 6,313,573 | 971,319 | 971,159 | 60 | |
| LONGVIEW FIBRE CO | COM | 54321310 | 6,302,584 | 947,757 | 932,757 | | 15, |
| WABTEC CORP | COM | 92974010 | 6,299,423 | 542,586 | 542,586 | | |
| C&D TECHNOLOGIES INC | COM | 12466110 | 6,291,440 | 525,162 | 525,162 | | |
| BLACKROCK INC | CL A | 09247X10 | 6,285,434 | 144,360 | 144,360 | | |
| WD-40 CO | COM | 92923610 | 6,266,116 | 252,666 | 252,666 | | |
| KOPIN CORP | COM | 50060010 | 6,264,730 | 1,243,002 | 1,038,112 | 2,690 | 202, |
| TRIARC COS INC | CL A | 89592710 | 6,254,664 | 224,584 | 223,284 | 800 | |
| GENESIS MICROCHIP IN | COM | 37184C10 | 6,243,082 | 500,247 | 500,047 | 200 | |
| FIRST FINL BANKSHARE | COM | 32020R10 | 6,239,231 | 175,753 | 175,753 | | |
| CARBO CERAMICS INC | COM | 14078110 | 6,230,363 | 189,661 | 188,761 | 900 | |
| GRIFFON CORP | COM | 39843310 | 6,195,263 | 480,253 | 480,253 | | |
| IDT CORP | COM | 44894710 | 6,194,724 | 413,533 | 412,753 | 780 | |
| STEEL DYNAMICS INC | COM | 85811910 | 6,186,814 | 528,336 | 525,266 | 3,070 | |
| JOURNAL REGISTER CO | COM | 48113810 | 6,181,093 | 405,052 | 401,447 | 3,605 | |
| JONES LANG LASALLE I | COM | 48020Q10 | 6,174,921 | 452,044 | 452,044 | | |
| RAIT INVT TR | COM | 74922710 | 6,166,796 | 272,385 | 272,385 | | |
| ALLEGHENY TECHNOLOGI | COM | 01741R10 | 6,166,374 | 2,126,336 | 2,125,116 | 1,220 | |
| AIRTRAN HLDGS INC | COM | 00949P10 | 6,160,392 | 915,363 | 915,363 | | |
| HAIN CELESTIAL GROUP | COM | 40521710 | 6,158,412 | 407,572 | 405,617 | 1,955 | |
| FORWARD AIR CORP | COM | 34985310 | 6,155,055 | 282,848 | 242,539 | 40,309 | |
| AMERICREDIT CORP | COM | 03060R10 | 6,144,933 | 1,862,101 | 1,850,901 | 11,100 | |
| TELIK INC | COM | 87959M10 | 6,143,208 | 457,084 | 455,584 | 1,500 | |
| ARMOR HOLDINGS INC | COM | 04226010 | 6,142,250 | 614,225 | 614,225 | | |
| UNITED DEFENSE INDS | COM | 91018B10 | 6,136,476 | 283,571 | 283,571 | | |
| ANALOGIC CORP | COM PAR \$0 | 03265720 | 6,132,033 | 134,560 | 134,160 | 400 | |
| CENTRAL VT PUB SVC C | COM | 15577110 | 6,113,258 | 355,422 | 354,782 | | |
| W-H ENERGY SVCS INC | COM | 92925E10 | 6,106,121 | 356,666 | 356,666 | | |
| PROQUEST COMPANY | COM | 74346P10 | 6,096,947 | 294,966 | 231,466 | | 63, |
| SIERRA HEALTH SVCS I | COM | 82632210 | 6,095,379 | 472,510 | 472,510 | | |
| GROUP 1 AUTOMOTIVE I | COM | 39890510 | 6,069,510 | 283,622 | 283,342 | 180 | |
| ACTEL CORP | COM | 00493410 | 6,064,983 | 355,509 | 355,509 | | |
| GLOBAL IMAGING SYSTE | COM | 37934A10 | 6,051,442 | 327,105 | 327,105 | | |
| ADVANCED MEDICAL OPT | COM | 00763M10 | 6,045,048 | 449,446 | 448,061 | 1,363 | |
| NUVEEN INVTS INC | CL A | 67090F10 | 6,045,004 | 270,470 | 270,310 | 160 | |
| REDWOOD TR INC | COM | 75807540 | 6,038,597 | 185,803 | 185,003 | 800 | |
| Page Total | | | 253,859,966 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| GLENBOROUGH RLTY TR | COM | 37803P10 | 6,033,620 | 390,273 | 390,273 | | |
| EMPIRE DIST ELEC CO | COM | 29164110 | 6,030,235 | 342,627 | 342,407 | 120 | |
| ADVANCED DIGITAL INF | COM | 00752510 | 6,015,218 | 873,036 | 869,436 | 3,500 | |
| ODYSSEY RE HLDGS COR | COM | 67612W10 | 6,008,159 | 332,862 | 332,862 | | |
| GYMBOREE CORP | COM | 40377710 | 6,007,261 | 399,419 | 399,419 | | |
| GENESIS HEALTH VENTU | COM | 37183F10 | 6,005,475 | 404,137 | 403,772 | | |
| GENLYTE GROUP INC | COM | 37230210 | 5,987,958 | 181,839 | 181,539 | 300 | |
| COINSTAR INC | COM | 19259P30 | 5,987,246 | 356,596 | 356,556 | 40 | |
| ELKCORP | COM | 28745610 | 5,983,252 | 314,908 | 314,908 | | |
| ODYSSEY HEALTHCARE I | COM | 67611V10 | 5,977,180 | 251,459 | 251,459 | | |
| SUPERIOR ENERGY SVCS | COM | 86815710 | 5,973,337 | 698,636 | 698,116 | | |
| AMLI RESIDENTIAL PPT | SH BEN INT | 00173510 | 5,971,169 | 283,666 | 283,666 | | |
| VITESSE SEMICONDUCTO | COM | 92849710 | 5,961,083 | 2,785,553 | 2,784,173 | 1,240 | |
| BOSTON COMMUNICATION | COM | 10058210 | 5,956,171 | 380,343 | 380,343 | | |
| ITRON INC | COM | 46574110 | 5,954,825 | 356,363 | 356,363 | | |
| BANKUNITED FINL CORP | CL A | 06652B10 | 5,953,874 | 337,330 | 337,330 | | |
| HEARST-ARGYLE TELEVI | COM | 42231710 | 5,948,540 | 287,508 | 287,208 | 300 | |
| PAXAR CORP | COM | 70422710 | 5,933,264 | 518,189 | 518,129 | 60 | |
| WINNEBAGO INDS INC | COM | 97463710 | 5,925,737 | 217,858 | 217,358 | 500 | |
| KOGER EQUITY INC | COM | 50022810 | 5,924,863 | 387,246 | 387,246 | | |
| LANDRYS RESTAURANTS | COM | 51508L10 | 5,920,656 | 352,420 | 352,300 | 20 | |
| ARCH CHEMICALS INC | COM | 03937R10 | 5,915,707 | 316,348 | 316,248 | | |
| PEP BOYS MANNY MOE & | COM | 71327810 | 5,910,436 | 777,689 | 768,781 | 8,908 | |
| FINANCIAL FED CORP | COM | 31749210 | 5,907,572 | 309,297 | 309,177 | | |
| THOMAS INDS INC | COM | 88442510 | 5,898,704 | 237,851 | 237,851 | | |
| INSTINET GROUP INC | COM | 45775010 | 5,890,159 | 1,678,108 | 1,652,568 | 25,540 | |
| CONSOLIDATED GRAPHIC | COM | 20934110 | 5,870,892 | 349,250 | 175,341 | 173,909 | |
| TUESDAY MORNING CORP | COM NEW | 89903550 | 5,865,210 | 298,029 | 298,029 | | |
| POSCO | SPONSORED | 69348310 | 5,860,750 | 297,500 | 297,500 | | |
| NEW ENGLAND BUSINESS | COM | 64387210 | 5,859,123 | 228,872 | 224,352 | | |
| IMAGISTICS INTERNATI | COM | 45247T10 | 5,849,789 | 314,167 | 312,126 | 1,959 | |
| PREMCO INC | COM | 74045Q10 | 5,847,686 | 227,625 | 227,045 | 580 | |
| PULITZER INC | COM | 74576910 | 5,842,737 | 134,100 | 133,000 | 1,000 | |
| STAGE STORES INC | COM NEW | 85254C30 | 5,840,787 | 275,769 | 275,769 | | |
| DIGITAL INSIGHT CORP | COM | 25385P10 | 5,833,876 | 418,199 | 418,199 | | |
| MANHATTAN ASSOCS INC | COM | 56275010 | 5,821,502 | 332,088 | 331,888 | 100 | |
| WEBMETHODS INC | COM | 94768C10 | 5,816,786 | 637,107 | 636,807 | 300 | |
| ADOLOR CORP | COM | 00724X10 | 5,807,616 | 586,036 | 514,482 | 71,554 | |
| FELCOR LODGING TR IN | COM | 31430F10 | 5,806,366 | 932,001 | 932,001 | | |
| DOLLAR THRIFTY AUTOM | COM | 25674310 | 5,804,839 | 348,639 | 347,399 | 1,240 | |
| GLACIER BANCORP INC | COM | 37637Q10 | 5,803,360 | 216,867 | 216,867 | | |
| Page Total | | | 242,513,020 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Shared as Defined | Sha Oth |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|-------------------|---------|
| LIBBEY INC | COM | 52989810 | 5,789,167 | 235,332 | 234,632 | 700 | |
| ARROW INTL INC | COM | 04276410 | 5,772,577 | 141,937 | 139,937 | 2,000 | |
| RETEK INC | COM | 76128Q10 | 5,746,931 | 996,002 | 995,902 | | |
| HUDSON RIV BANCORP I | COM | 44412810 | 5,736,175 | 249,616 | 247,516 | 2,100 | |
| CORNERSTONE RLTY INC | COM | 21922V10 | 5,734,135 | 823,870 | 823,870 | | |
| ALABAMA NATL BANCORP | COM | 01031710 | 5,731,226 | 139,786 | 139,786 | | |
| UNIZAN FINANCIAL COR | COM | 91528W10 | 5,722,142 | 312,344 | 312,344 | | |
| INTERNATIONAL MULTIF | COM | 46004310 | 5,719,357 | 296,033 | 295,633 | 400 | |
| SHUFFLE MASTER INC | COM | 82554910 | 5,716,375 | 283,677 | 283,677 | | |
| RUSS BERRIE & CO | COM | 78223310 | 5,701,600 | 178,175 | 177,575 | 600 | |
| HANDLEMAN CO DEL | COM | 41025210 | 5,698,043 | 387,622 | 387,622 | | |
| WPP GROUP PLC | SPON ADR N | 92930930 | 5,675,532 | 206,233 | 170,042 | 36,191 | |
| SKYWEST INC | COM | 83087910 | 5,670,674 | 548,952 | 545,352 | 2,950 | |
| RELIANCE STEEL & ALU | COM | 75950910 | 5,664,855 | 375,156 | 373,556 | 1,600 | |
| DATASCOPE CORP | COM | 23811310 | 5,658,853 | 208,968 | 208,968 | | |
| CHARMING SHOPPES INC | COM | 16113310 | 5,653,067 | 1,615,162 | 1,615,162 | | |
| DIGITAL RIV INC | COM | 25388B10 | 5,644,647 | 412,319 | 412,219 | 100 | |
| SOUTH JERSEY INDS IN | COM | 83851810 | 5,644,326 | 178,901 | 178,101 | 800 | |
| GAYLORD ENTMT CO NEW | COM | 36790510 | 5,641,846 | 314,309 | 314,059 | 150 | |
| BARCLAYS PLC | ADR | 06738E20 | 5,641,651 | 241,716 | 113,017 | 128,699 | |
| MID-ATLANTIC RLTY TR | SH BEN INT | 59523210 | 5,641,000 | 309,435 | 309,435 | | |
| ADVANCED NEUROMODULA | COM | 00757T10 | 5,635,858 | 131,372 | 131,072 | 300 | |
| RESOURCES CONNECTION | COM | 76122Q10 | 5,628,262 | 264,486 | 264,486 | | |
| VIASYS HEALTHCARE IN | COM NEW | 92553Q20 | 5,613,020 | 400,930 | 399,623 | 1,229 | |
| UNITED NATL BANCORP | COM | 91090910 | 5,608,381 | 238,553 | 238,553 | | |
| PHILLIPS VAN HEUSEN | COM | 71859210 | 5,607,122 | 454,018 | 454,018 | | |
| BOK FINL CORP | COM NEW | 05561Q20 | 5,604,211 | 171,540 | 171,280 | 260 | |
| NEXTEL PARTNERS INC | CL A | 65333F10 | 5,601,486 | 1,111,406 | 1,105,146 | 6,260 | |
| MAXIMUS INC | COM | 57793310 | 5,592,531 | 263,550 | 263,550 | | |
| FRONTIER FINL CORP W | COM | 35907K10 | 5,587,760 | 226,684 | 226,684 | | |
| PIONEER STD ELECTRS | COM | 72387710 | 5,574,214 | 660,452 | 660,432 | 20 | |
| REGAL BELOIT CORP | COM | 75875010 | 5,562,015 | 363,293 | 363,193 | 100 | |
| BURLINGTON COAT FACT | COM | 12157910 | 5,552,676 | 340,655 | 330,689 | 9,966 | |
| ELECTRO SCIENTIFIC I | COM | 28522910 | 5,535,920 | 440,758 | 440,538 | | |
| PHOTRONICS INC | COM | 71940510 | 5,529,575 | 465,061 | 460,861 | 4,200 | |
| MFA MTG INVTS INC | COM | 55272X10 | 5,525,213 | 638,753 | 638,753 | | |
| REMINGTON OIL & GAS | COM | 75959430 | 5,520,053 | 324,137 | 324,137 | | |
| CSG SYS INTL INC | COM | 12634910 | 5,511,267 | 635,671 | 635,571 | | |
| INTERMAGNETICS GEN C | COM | 45877110 | 5,511,025 | 308,914 | 308,914 | | |
| LITTELFUSE INC | COM | 53700810 | 5,499,564 | 307,410 | 307,410 | | |
| REHABCARE GROUP INC | COM | 75914810 | 5,485,019 | 307,284 | 307,284 | | |
| Page Total | | | 230,889,351 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| VALMONT INDS INC | COM | 92025310 | 5,477,349 | 253,581 | 253,581 | | |

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|----------------------|---------|----------|-------------|-----------|-----------|--------|----|
| MID-STATE BANCSHARES | COM | 59544010 | 5,464,855 | 327,041 | 327,041 | | |
| QUEST SOFTWARE INC | COM | 74834T10 | 5,443,389 | 604,821 | 602,821 | 2,000 | |
| S1 CORPORATION | COM | 78463B10 | 5,428,008 | 1,060,158 | 1,053,951 | 6,107 | |
| CALIFORNIA WTR SVC G | COM | 13078810 | 5,423,825 | 210,634 | 210,634 | | |
| OFFSHORE LOGISTICS I | COM | 67625510 | 5,415,180 | 300,010 | 298,690 | 1,320 | |
| SONUS NETWORKS INC | COM | 83591610 | 5,396,199 | 2,398,311 | 2,397,991 | 100 | |
| IDENTIX INC | COM | 45190610 | 5,388,835 | 1,197,519 | 1,197,519 | | |
| INFORMATICA CORP | COM | 45666Q10 | 5,383,421 | 834,639 | 834,539 | | |
| MICROMUSE INC | COM | 59509410 | 5,382,910 | 1,035,175 | 1,030,085 | 5,030 | |
| ALBANY MOLECULAR RES | COM | 01242310 | 5,374,145 | 360,439 | 360,439 | | |
| BOWNE & CO INC | COM | 10304310 | 5,370,070 | 537,007 | 536,847 | 160 | |
| DENDRITE INTL INC | COM | 24823910 | 5,369,875 | 631,750 | 627,273 | 1,977 | 2, |
| PARKWAY PPTYS INC | COM | 70159Q10 | 5,361,298 | 142,285 | 142,285 | | |
| AMERICAN STS WTR CO | COM | 02989910 | 5,352,906 | 223,971 | 223,971 | | |
| WEIS MKTS INC | COM | 94884910 | 5,341,383 | 174,498 | 170,938 | 260 | 3, |
| K V PHARMACEUTICAL C | CL A | 48274020 | 5,335,391 | 294,773 | 294,773 | | |
| ATLANTIC COAST AIRLI | COM | 04839610 | 5,325,192 | 857,519 | 857,519 | | |
| TIBCO SOFTWARE INC | COM | 88632Q10 | 5,324,285 | 1,267,687 | 1,256,289 | 11,298 | |
| AMERIGROUP CORP | COM | 03073T10 | 5,322,159 | 181,892 | 181,892 | | |
| COLUMBIA SPORTSWEAR | COM | 19851610 | 5,310,180 | 142,862 | 142,312 | 550 | |
| SHOPKO STORES INC | COM | 82491110 | 5,309,231 | 455,728 | 455,628 | | |
| CROSS CTRY INC | COM | 22748P10 | 5,300,879 | 460,946 | 460,946 | | |
| EXULT INC DEL | COM | 30228410 | 5,295,983 | 722,508 | 721,908 | 500 | |
| SAUL CTRS INC | COM | 80439510 | 5,270,543 | 228,657 | 228,657 | | |
| HOTELS COM | COM | 44147T10 | 5,269,683 | 91,367 | 91,367 | | |
| OSHKOSH B GOSH INC | CL A | 68822220 | 5,263,622 | 202,447 | 202,447 | | |
| STERLING FINL CORP | COM | 85931710 | 5,251,022 | 233,068 | 233,068 | | |
| WATTS INDS INC | CL A | 94274910 | 5,245,380 | 336,674 | 336,674 | | |
| UNITED CMNTY BKS BLA | CAP STK | 90984P10 | 5,245,211 | 227,558 | 227,558 | | |
| ESCO TECHNOLOGIES IN | COM | 29631510 | 5,244,654 | 159,898 | 159,897 | 1 | |
| BUNGE LIMITED | COM | G1696210 | 5,241,054 | 208,309 | 208,309 | | |
| MOVIE GALLERY INC | COM | 62458110 | 5,223,474 | 299,855 | 299,855 | | |
| COMSTOCK RES INC | COM NEW | 20576820 | 5,221,942 | 517,024 | 516,924 | 100 | |
| STUDENT LN CORP | COM | 86390210 | 5,211,449 | 53,396 | 53,046 | 350 | |
| C D I CORP | COM | 12507110 | 5,210,369 | 223,621 | 223,621 | | |
| AMKOR TECHNOLOGY INC | COM | 03165210 | 5,199,050 | 1,005,619 | 1,005,199 | 320 | |
| WATSCO INC | COM | 94262220 | 5,198,742 | 380,025 | 380,025 | | |
| SPEEDWAY MOTORSPORTS | COM | 84778810 | 5,171,258 | 219,214 | 219,114 | 100 | |
| RAYOVAC CORP | COM | 75508110 | 5,166,856 | 476,208 | 476,208 | | |
| CRAY INC | COM | 22522310 | 5,164,432 | 781,306 | 781,306 | | |
| Page Total | | | 217,695,689 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| M/I SCHOTTENSTEIN HO | COM | 55305B10 | 5,150,813 | 179,596 | 179,596 | | |
| SOUTHWESTERN ENERGY | COM | 84546710 | 5,146,793 | 392,885 | 392,885 | | |
| SUREWEST COMMUNICATI | COM | 86873310 | 5,135,558 | 187,978 | 187,078 | 900 | |
| CPB INC | COM | 12590310 | 5,133,061 | 201,692 | 201,692 | | |
| RFS HOTEL INVS INC | COM | 74955J10 | 5,129,447 | 528,809 | 528,789 | 20 | |
| FIRST FED CAP CORP | COM | 31996010 | 5,120,638 | 250,901 | 250,901 | | |

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|----------------------|-----------|----------|-------------|-----------|-----------|---------|
| STRIDE RITE CORP | COM | 86331410 | 5,099,532 | 599,945 | 599,945 | |
| MICROSEMI CORP | COM | 59513710 | 5,095,604 | 465,352 | 465,352 | |
| DENBURY RES INC | COM NEW | 24791620 | 5,091,204 | 470,102 | 470,102 | |
| ANTEON INTL CORP | COM | 03674E10 | 5,060,881 | 225,429 | 225,429 | |
| DRESS BARN INC | COM | 26157010 | 5,052,573 | 375,656 | 375,576 | 80 |
| EXPRESSJET HOLDINGS | CL A | 30218U10 | 5,047,214 | 615,514 | 615,514 | |
| UNITED SURGICAL PART | COM | 91301630 | 5,046,827 | 272,949 | 272,949 | |
| SYMYX TECHNOLOGIES | COM | 87155S10 | 5,040,207 | 335,790 | 335,790 | |
| WELLMAN INC | COM | 94970210 | 5,034,794 | 539,635 | 539,635 | |
| SERENA SOFTWARE INC | COM | 81749210 | 5,015,648 | 314,244 | 314,144 | 100 |
| SAXON CAPITAL INC | COM | 80556P30 | 5,002,297 | 375,830 | 375,830 | |
| COHU INC | COM | 19257610 | 5,002,289 | 341,920 | 337,800 | 4,120 |
| REINSURANCE GROUP AM | COM | 75935110 | 4,998,088 | 190,186 | 190,046 | 140 |
| ENZO BIOCHEM INC | COM | 29410010 | 4,987,394 | 381,591 | 379,842 | 1,749 |
| SUFFOLK BANCORP | COM | 86473910 | 4,979,353 | 161,510 | 161,510 | |
| HANCOCK FABRICS INC | COM | 40990010 | 4,978,882 | 358,193 | 358,193 | |
| DIVERSA CORP | COM | 25506410 | 4,964,553 | 530,401 | 530,394 | 7 |
| CRH PLC | ADR | 12626K20 | 4,963,082 | 344,898 | 38,809 | 306,089 |
| HYDRIL CO | COM | 44877410 | 4,962,639 | 198,585 | 198,585 | |
| K-SWISS INC | CL A | 48268610 | 4,958,079 | 194,054 | 194,054 | |
| PAREXEL INTL CORP | COM | 69946210 | 4,956,075 | 361,230 | 361,230 | |
| EXELIXIS INC | COM | 30161Q10 | 4,953,033 | 744,817 | 741,117 | 3,600 |
| ORIENTAL FINL GROUP | COM | 68618W10 | 4,952,577 | 229,286 | 228,886 | 400 |
| ZOLL MED CORP | COM | 98992210 | 4,944,688 | 121,045 | 121,045 | |
| INDEPENDENT BANK COR | COM | 45383810 | 4,943,976 | 245,969 | 245,969 | |
| ASTRAZENECA PLC | SPONSORED | 04635310 | 4,942,218 | 144,046 | 127,827 | 16,219 |
| CHEMED CORP | COM | 16359610 | 4,941,358 | 155,928 | 154,428 | 1,500 |
| EFUNDS CORP | COM | 28224R10 | 4,936,541 | 718,565 | 713,571 | 1,471 |
| SONOSITE INC | COM | 83568G10 | 4,929,062 | 313,953 | 313,853 | |
| NEKTAR THERAPEUTICS | COM | 64026810 | 4,916,511 | 777,929 | 773,729 | 4,000 |
| VIGNETTE CORP | COM | 92673410 | 4,904,482 | 3,226,633 | 3,191,613 | 34,860 |
| FIRST CMNTY BANCORP | COM | 31983B10 | 4,900,587 | 169,506 | 169,506 | |
| XM SATELLITE RADIO H | CL A | 98375910 | 4,887,086 | 829,726 | 829,626 | 100 |
| BAY VIEW CAP CORP DE | COM | 07262L10 | 4,884,845 | 896,302 | 896,102 | 200 |
| TETRA TECHNOLOGIES I | COM | 88162F10 | 4,871,354 | 211,798 | 211,798 | |
| Page Total | | | 205,061,843 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| TREDEGAR CORP | COM | 89465010 | 4,867,366 | 407,311 | 407,311 | | |
| KNIGHT TRADING GROUP | COM | 49906310 | 4,866,821 | 1,247,903 | 1,243,503 | 4,300 | |
| FRANKLIN ELEC INC | COM | 35351410 | 4,863,275 | 103,518 | 103,518 | | |
| INTER TEL INC | COM | 45837210 | 4,859,082 | 323,723 | 323,623 | 100 | |
| NACCO INDS INC | CL A | 62957910 | 4,857,232 | 105,592 | 91,595 | 13,797 | |
| MAGNUM HUNTER RES IN | COM PAR \$0 | 55972F20 | 4,856,493 | 873,470 | 760,440 | 113,030 | |
| NCO GROUP INC | COM | 62885810 | 4,851,859 | 334,611 | 334,511 | 100 | |
| FIRST SENTINEL BANCO | COM | 33640T10 | 4,849,591 | 350,151 | 350,151 | | |
| TRANSACTION SYS ARCH | CL A | 89341610 | 4,842,484 | 815,233 | 815,133 | | |
| CIMA LABS INC | COM | 17179610 | 4,831,895 | 222,668 | 222,648 | | |
| CHECKPOINT SYS INC | COM | 16282510 | 4,831,745 | 491,031 | 490,031 | 1,000 | |

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|----------------------|-------------|----------|-------------|-----------|-----------|---------|
| LIGAND PHARMACEUTICA | CL B | 53220K20 | 4,826,126 | 743,625 | 743,617 | |
| ALLEN TELECOM INC | COM | 01809110 | 4,821,170 | 494,479 | 487,779 | 6,700 |
| TRIUMPH GROUP INC NE | COM | 89681810 | 4,820,441 | 214,719 | 214,719 | |
| MGI PHARMA INC | COM | 55288010 | 4,816,992 | 382,301 | 382,201 | |
| CALIFORNIA PIZZA KIT | COM | 13054D10 | 4,808,978 | 209,086 | 208,986 | |
| BERRY PETE CO | CL A | 08578910 | 4,804,560 | 320,304 | 320,104 | 200 |
| IBERIABANK CORP | COM | 45082810 | 4,799,628 | 117,927 | 117,927 | |
| LITHIA MTRS INC | CL A | 53679710 | 4,798,180 | 390,096 | 154,360 | 235,736 |
| FREEMARKETS INC | COM | 35660210 | 4,789,532 | 875,600 | 578,646 | 111,886 |
| TANOX INC | COM | 87588Q10 | 4,788,871 | 369,797 | 367,697 | 2,100 |
| INTERACTIVE DATA COR | COM | 45840J10 | 4,785,535 | 341,580 | 339,580 | |
| EON LABS INC | COM | 29412E10 | 4,782,931 | 179,136 | 179,136 | |
| WESTERN WIRELESS COR | CL A | 95988E20 | 4,782,226 | 850,930 | 846,530 | 4,300 |
| CABLE DESIGN TECHNOL | COM | 12692410 | 4,773,223 | 717,778 | 717,778 | |
| CATO CORP NEW | CL A | 14920510 | 4,764,055 | 250,213 | 250,213 | |
| TELEFONICA S A | SPONSORED | 87938220 | 4,754,923 | 169,516 | 111,232 | 58,284 |
| PRIMEDIA INC | COM | 74157K10 | 4,753,205 | 1,940,084 | 1,937,564 | 2,400 |
| PARK ELECTROCHEMICAL | COM | 70041620 | 4,750,477 | 313,770 | 313,620 | 150 |
| NOVASTAR FINL INC | COM | 66994740 | 4,750,025 | 139,093 | 138,993 | 100 |
| POLYMEDICA CORP | COM | 73173810 | 4,745,845 | 155,857 | 155,657 | 200 |
| CENTRAL GARDEN & PET | COM | 15352710 | 4,741,865 | 219,125 | 219,125 | |
| GLOBAL INDS LTD | COM | 37933610 | 4,739,443 | 1,017,048 | 1,012,623 | 4,425 |
| AMERICAN MED SYS HLD | COM | 02744M10 | 4,731,797 | 327,460 | 326,735 | 725 |
| ICU MED INC | COM | 44930G10 | 4,717,689 | 171,490 | 171,490 | |
| BOSTON PRIVATE FINL | COM | 10111910 | 4,713,432 | 315,069 | 295,419 | 150 |
| TOYOTA MOTOR CORP | SP ADR REP | 89233130 | 4,712,198 | 104,832 | 81,549 | 23,283 |
| ADVANTEST CORP | SPONSORED | 00762U10 | 4,710,681 | 529,290 | 39,250 | 490,040 |
| NEWPARK RES INC | COM PAR \$. | 65171850 | 4,709,455 | 1,039,615 | 1,035,815 | 3,800 |
| SEQUA CORPORATION | CL A | 81732010 | 4,707,183 | 137,436 | 137,436 | |
| AARON RENTS INC | COM | 00253520 | 4,703,724 | 230,801 | 230,701 | 100 |
| Page Total | | | 196,282,233 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| STANDARD REGISTER CO | COM | 85388710 | 4,703,170 | 315,649 | 315,599 | 50 | |
| INSIGHT ENTERPRISES | COM | 45765U10 | 4,702,815 | 667,066 | 664,966 | 2,100 | |
| INSITUFORM TECHNOLOG | CL A | 45766710 | 4,699,214 | 349,384 | 349,284 | | |
| STEWART & STEVENSON | COM | 86034210 | 4,695,687 | 430,797 | 429,587 | 1,210 | |
| METHODE ELECTRS INC | CL A | 59152020 | 4,694,938 | 579,622 | 577,922 | 1,700 | |
| MYRIAD GENETICS INC | COM | 62855J10 | 4,684,379 | 463,754 | 416,539 | 47,215 | |
| SPS TECHNOLOGIES INC | COM | 78462610 | 4,684,092 | 191,971 | 191,671 | 300 | |
| MYKROLIS CORP | COM | 62852P10 | 4,680,241 | 560,508 | 554,532 | 5,029 | |
| GENESCO INC | COM | 37153210 | 4,665,909 | 328,123 | 328,123 | | |
| APPLIED INDL TECHNOL | COM | 03820C10 | 4,662,958 | 279,052 | 276,252 | 2,800 | |
| O CHARLEYS INC | COM | 67082310 | 4,653,996 | 242,775 | 242,775 | | |
| STEAK N SHAKE CO | COM | 85787310 | 4,642,873 | 507,973 | 507,973 | | |
| SCHOOL SPECIALTY INC | COM | 80786310 | 4,638,058 | 261,005 | 260,765 | 240 | |
| TOPPS INC | COM | 89078610 | 4,632,980 | 546,342 | 546,242 | 100 | |
| UNIFI INC | COM | 90467710 | 4,631,159 | 962,819 | 962,819 | | |
| FIRST NIAGARA FINL G | COM | 33582V10 | 4,629,811 | 393,993 | 393,993 | | |

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|----------------------|------------|----------|-------------|---------|---------|-------|-----|
| WMS INDS INC | COM | 92929710 | 4,629,244 | 363,078 | 363,078 | | |
| VALHI INC NEW | COM | 91890510 | 4,626,688 | 420,608 | 420,608 | | |
| HOUSTON EXPL CO | COM | 44212010 | 4,604,148 | 170,524 | 170,424 | 100 | |
| PENN VA CORP | COM | 70788210 | 4,601,280 | 119,825 | 119,425 | 400 | |
| LTX CORP | COM | 50239210 | 4,595,665 | 919,133 | 890,348 | 500 | 28, |
| FIRST MERCHANTS CORP | COM | 32081710 | 4,594,321 | 201,417 | 201,417 | | |
| RENAISSANCE LEARNING | COM | 75968L10 | 4,590,164 | 260,361 | 260,361 | | |
| COMMUNITY TR BANCORP | COM | 20414910 | 4,586,864 | 181,658 | 181,658 | | |
| KADANT INC | COM | 48282T10 | 4,580,005 | 279,439 | 278,966 | 459 | |
| PEOPLES HLDG CO | COM | 71114810 | 4,579,627 | 107,503 | 107,503 | | |
| SILICONIX INC | COM NEW | 82707920 | 4,558,723 | 191,543 | 191,543 | | |
| AMERICA MOVIL S A DE | SPON ADR L | 02364W10 | 4,558,287 | 340,934 | 340,934 | | |
| FIRST FINL CORP IND | COM | 32021810 | 4,539,323 | 96,050 | 96,050 | | |
| RAINBOW TECHNOLOGIES | COM | 75086210 | 4,527,065 | 479,562 | 479,562 | | |
| IMPATH INC | COM | 45255G10 | 4,524,834 | 336,169 | 336,169 | | |
| VCA ANTECH INC | COM | 91819410 | 4,514,393 | 291,816 | 291,816 | | |
| BRIGHT HORIZON FAMIL | COM | 10919510 | 4,500,796 | 160,628 | 157,108 | 3,520 | |
| GENTA INC | COM NEW | 37245M20 | 4,495,439 | 629,878 | 628,878 | 1,000 | |
| IONICS INC | COM | 46221810 | 4,490,660 | 271,339 | 269,789 | 550 | 1, |
| CORIXA CORP | COM | 21887F10 | 4,487,819 | 656,114 | 656,014 | | |
| BOCA RESORTS INC | CL A | 09688T10 | 4,472,922 | 406,260 | 405,760 | 500 | |
| FIRST FINL HLDGS INC | COM | 32023910 | 4,462,408 | 180,884 | 180,884 | | |
| BUILDING MATLS HLDG | COM | 12011310 | 4,455,642 | 334,759 | 334,759 | | |
| BARNES GROUP INC | COM | 06780610 | 4,453,016 | 210,445 | 209,445 | 1,000 | |
| SANGSTAT MED CORP | COM | 80100310 | 4,450,228 | 453,642 | 453,342 | 300 | |
| Page Total | | | 188,181,841 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| KORN FERRY INTL | COM NEW | 50064320 | 4,450,227 | 679,424 | 679,354 | 70 | |
| SPARTECH CORP | COM NEW | 84722020 | 4,444,390 | 229,803 | 229,803 | | |
| EPIQ SYS INC | COM | 26882D10 | 4,441,516 | 231,329 | 231,329 | | |
| TOMPKINSTRUSTCO INC | COM | 89011010 | 4,439,970 | 98,666 | 98,666 | | |
| ENTERASYS NETWORKS I | COM | 29363710 | 4,436,993 | 2,398,375 | 2,249,384 | 148,871 | |
| URS CORP NEW | COM | 90323610 | 4,413,315 | 382,768 | 382,768 | | |
| PROBUSINESS SERVICES | COM | 74267410 | 4,382,599 | 329,024 | 328,724 | 300 | |
| AQUILA INC | COM | 03840P10 | 4,382,466 | 2,106,955 | 2,100,465 | 6,010 | |
| PRG-SCHULTZ INTERNAT | COM | 69357C10 | 4,372,915 | 606,507 | 606,507 | | |
| INTEGRATED DEFENSE T | COM | 45819B10 | 4,363,660 | 307,300 | 225,718 | 67,032 | 14, |
| IMMUCOR INC | COM | 45252610 | 4,361,437 | 199,599 | 196,999 | | 2, |
| MARCUS CORP | COM | 56633010 | 4,360,649 | 320,636 | 320,636 | | |
| ANGELICA CORP | COM | 03466310 | 4,352,336 | 255,269 | 254,689 | | |
| HANMI FINL CORP | COM | 41049510 | 4,342,820 | 255,460 | 233,352 | | 22, |
| TENNANT CO | COM | 88034510 | 4,330,651 | 137,481 | 137,481 | | |
| PALM INC | COM NEW | 69664220 | 4,330,011 | 433,478 | 424,824 | 8,133 | |
| ULTRATECH STEPPER IN | COM | 90403410 | 4,329,007 | 362,260 | 362,260 | | |
| ESPERION THERAPEUTIC | COM | 29664R10 | 4,327,712 | 434,946 | 434,646 | 300 | |
| OMEGA FINL CORP | COM | 68209210 | 4,326,861 | 124,514 | 124,514 | | |
| MERITAGE CORP | COM | 59001A10 | 4,325,772 | 129,012 | 129,012 | | |
| POSSIS MEDICAL INC | COM | 73740710 | 4,319,357 | 267,287 | 267,287 | | |

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|----------------------|------------|----------|-------------|-----------|-----------|---------|
| PRIME HOSPITALITY CO | COM | 74191710 | 4,307,103 | 834,710 | 834,610 | |
| EDO CORP | COM | 28134710 | 4,301,157 | 237,633 | 237,633 | |
| GUITAR CTR MGMT INC | COM | 40204010 | 4,294,790 | 210,839 | 210,739 | 100 |
| SHAW GROUP INC | COM | 82028010 | 4,293,802 | 427,244 | 426,444 | 800 |
| KRAMONT RLTY TR | COM SH BEN | 50075Q10 | 4,287,780 | 285,852 | 285,852 | |
| CUBIC CORP | COM | 22966910 | 4,284,408 | 262,525 | 261,625 | 900 |
| GLATFELTER | COM | 37731610 | 4,274,318 | 400,968 | 400,828 | 140 |
| SCHWEITZER-MAUDUIT I | COM | 80854110 | 4,262,422 | 189,441 | 189,401 | |
| PRECISION DRILLING C | COM | 74022D10 | 4,255,575 | 127,527 | 11,075 | 116,452 |
| NCI BUILDING SYS INC | COM | 62885210 | 4,254,997 | 274,339 | 274,239 | 100 |
| WESTCORP INC | COM | 95790710 | 4,253,997 | 229,079 | 229,079 | |
| CIBER INC | COM | 17163B10 | 4,253,369 | 893,565 | 892,565 | |
| GARDNER DENVER INC | COM | 36555810 | 4,244,953 | 230,704 | 230,629 | 75 |
| UNIVERSAL COMPRESSIO | COM | 91343110 | 4,243,927 | 243,205 | 243,205 | |
| F5 NETWORKS INC | COM | 31561610 | 4,242,303 | 335,891 | 335,791 | 100 |
| REGENERON PHARMACEUT | COM | 75886F10 | 4,235,459 | 563,226 | 561,626 | 1,600 |
| LIN TV CORP | CL A | 53277410 | 4,233,120 | 206,393 | 192,109 | 14,284 |
| COSTAR GROUP INC | COM | 22160N10 | 4,232,012 | 191,928 | 191,928 | |
| CNET NETWORKS INC | COM | 12613R10 | 4,228,072 | 1,684,491 | 1,684,391 | |
| MTS SYS CORP | COM | 55377710 | 4,222,594 | 390,981 | 390,981 | |
| Page Total | | | 177,040,822 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| NUI CORP | COM | 62943110 | 4,215,983 | 288,766 | 288,766 | | |
| INVESTORS REAL ESTAT | SH BEN INT | 46173010 | 4,215,679 | 452,812 | 445,112 | 7,700 | |
| RANGE RES CORP | COM | 75281A10 | 4,202,691 | 736,023 | 736,023 | | |
| ILEX ONCOLOGY INC | COM | 45192310 | 4,199,937 | 453,557 | 453,557 | | |
| FIRST ESSEX BANCORP | COM | 32010310 | 4,195,579 | 135,254 | 132,254 | 3,000 | |
| BELDEN INC | COM | 07745910 | 4,189,619 | 389,732 | 389,632 | | |
| DUANE READE INC | COM | 26357810 | 4,187,836 | 330,271 | 328,771 | 1,400 | |
| NORTH PITTSBURGH SYS | COM | 66156210 | 4,184,844 | 309,759 | 309,699 | 60 | |
| PHOTON DYNAMICS INC | COM | 71936410 | 4,181,730 | 255,607 | 253,922 | 1,685 | |
| MINE SAFETY APPLIANC | COM | 60272010 | 4,177,019 | 117,332 | 117,332 | | |
| LOCAL FINL CORP | COM | 53955310 | 4,173,681 | 289,437 | 289,437 | | |
| HOOPER HOLMES INC | COM | 43910410 | 4,171,175 | 834,235 | 834,235 | | |
| MSC INDL DIRECT INC | CL A | 55353010 | 4,168,545 | 260,697 | 258,497 | 2,200 | |
| EQUITY INNS INC | COM | 29470310 | 4,167,674 | 712,423 | 712,423 | | |
| INVISION TECHNOLOGIE | COM | 46185110 | 4,158,859 | 185,085 | 184,985 | 100 | |
| UNIVERSAL FST PRODS | COM | 91354310 | 4,151,814 | 267,859 | 267,609 | 250 | |
| CARPENTER TECHNOLOGY | COM | 14428510 | 4,149,736 | 408,841 | 407,441 | 1,400 | |
| MIDWEST BANC HOLDING | COM | 59825110 | 4,146,434 | 227,576 | 227,576 | | |
| SOLA INTL INC | COM | 83409210 | 4,144,864 | 335,345 | 335,345 | | |
| ENDESA S A | SPONSORED | 29258N10 | 4,143,672 | 341,043 | 138,864 | 202,179 | |
| CASCADE NAT GAS CORP | COM | 14733910 | 4,132,413 | 213,011 | 212,211 | 100 | |
| RIGGS NATL CORP WASH | COM | 76657010 | 4,131,264 | 287,893 | 287,773 | | |
| PEGASUS SOLUTIONS IN | COM | 70590610 | 4,127,905 | 368,563 | 368,523 | 40 | |
| ARTHROCARE CORP | COM | 04313610 | 4,117,893 | 330,224 | 330,224 | | |
| TRIAD GTY INC | COM | 89592510 | 4,110,263 | 119,311 | 119,311 | | |
| ESPEED INC | CL A | 29664310 | 4,109,239 | 353,331 | 353,331 | | |

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|----------------------|-------------|----------|-------------|-----------|-----------|-------|
| ATWOOD OCEANICS INC | COM | 05009510 | 4,108,264 | 162,768 | 160,668 | 2,100 |
| POWERWAVE TECHNOLOGI | COM | 73936310 | 4,101,787 | 1,206,408 | 1,206,208 | |
| INTEGRA BK CORP | COM | 45814P10 | 4,086,364 | 238,272 | 238,272 | |
| GETTY RLTY CORP NEW | COM | 37429710 | 4,075,748 | 217,026 | 217,026 | |
| FIDELITY NATIONAL SO | COM | 31620P10 | 4,075,546 | 229,997 | 229,854 | 143 |
| ATRIX LABS INC | COM | 04962L10 | 4,068,275 | 289,557 | 289,557 | |
| MAXYGEN INC | COM | 57777610 | 4,067,603 | 560,276 | 559,969 | 307 |
| PLAINS RES INC | COM PAR \$0 | 72654050 | 4,066,625 | 381,127 | 381,027 | |
| LANCE INC | COM | 51460610 | 4,063,366 | 504,766 | 503,806 | 240 |
| FARMER BROS CO | COM | 30767510 | 4,057,533 | 13,215 | 13,115 | 100 |
| CELL THERAPEUTICS IN | COM | 15093410 | 4,054,846 | 489,125 | 489,125 | |
| SWIFT ENERGY CO | COM | 87073810 | 4,045,007 | 475,324 | 475,324 | |
| TANGER FACTORY OUTLE | COM | 87546510 | 4,043,290 | 130,978 | 130,978 | |
| BANK MUT CORP | COM | 06374810 | 4,026,319 | 159,332 | 159,332 | |
| FORRESTER RESH INC | COM | 34656310 | 4,017,878 | 284,754 | 284,754 | |
| Page Total | | | 169,214,799 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| OLD SECOND BANCORP I | COM | 68027710 | 4,012,626 | 106,098 | 106,098 | | |
| REMEC INC | COM | 75954310 | 4,008,662 | 835,138 | 830,638 | 4,500 | |
| HIBBETT SPORTING GOO | COM | 42856510 | 4,007,114 | 162,028 | 162,028 | | |
| REED ELSEVIER P L C | SPONSORED | 75820510 | 4,000,376 | 137,944 | 111,689 | 26,255 | |
| MONACO COACH CORP | COM | 60886R10 | 3,994,401 | 385,560 | 385,550 | 10 | |
| HECLA MNG CO | COM | 42270410 | 3,993,454 | 1,213,816 | 1,213,816 | | |
| STEPAN CO | COM | 85858610 | 3,992,140 | 173,270 | 173,270 | | |
| SEROLOGICALS CORP | COM | 81752310 | 3,974,557 | 467,595 | 390,380 | 77,215 | |
| ARCTIC CAT INC | COM | 03967010 | 3,970,965 | 254,386 | 254,366 | 20 | |
| SKYLINE CORP | COM | 83083010 | 3,966,234 | 151,963 | 151,963 | | |
| UNITED THERAPEUTICS | COM | 91307C10 | 3,965,372 | 230,010 | 230,010 | | |
| STRATTEC SEC CORP | COM | 86311110 | 3,964,708 | 90,107 | 90,107 | | |
| DUPONT PHOTOMASKS IN | COM | 26613X10 | 3,958,921 | 197,354 | 197,054 | 300 | |
| ECHELON CORP | COM | 27874N10 | 3,945,934 | 373,668 | 372,998 | 670 | |
| ATHEROGENICS INC | COM | 04743910 | 3,941,112 | 421,059 | 421,059 | | |
| NAUTICA ENTERPRISES | COM | 63908910 | 3,923,174 | 404,451 | 404,451 | | |
| STERLING BANCORP | COM | 85915810 | 3,917,267 | 158,980 | 158,980 | | |
| WRIGHT MED GROUP INC | COM | 98235T10 | 3,915,930 | 223,512 | 223,322 | | |
| NARA BANCORP INC | COM | 63080P10 | 3,913,606 | 308,158 | 308,158 | | |
| SILICON GRAPHICS INC | COM | 82705610 | 3,903,840 | 2,551,530 | 2,551,130 | 400 | |
| FIDELITY BANKSHARES | COM | 31604Q10 | 3,903,717 | 213,085 | 213,085 | | |
| GABELLI ASSET MGMT I | CL A | 36239Y10 | 3,902,760 | 141,661 | 141,261 | 400 | |
| UNIVERSAL HEALTH RLT | SH BEN INT | 91359E10 | 3,894,116 | 150,352 | 149,652 | 700 | |
| COMPUTER NETWORK TEC | COM | 20492510 | 3,893,130 | 565,862 | 561,522 | 4,340 | |
| PRE PAID LEGAL SVCS | COM | 74006510 | 3,883,507 | 224,740 | 224,740 | | |
| SIMMONS 1ST NATL COR | CL A \$5 PA | 82873020 | 3,876,961 | 107,544 | 107,544 | | |
| SAGA COMMUNICATIONS | CL A | 78659810 | 3,864,854 | 223,402 | 223,402 | | |
| WIND RIVER SYSTEMS I | COM | 97314910 | 3,862,038 | 1,295,986 | 1,295,886 | | |
| JAKKS PAC INC | COM | 47012E10 | 3,861,741 | 372,755 | 372,755 | | |
| HAVERTY FURNITURE IN | COM | 41959610 | 3,858,390 | 358,920 | 358,920 | | |
| ASML HLDG NV | N Y SHS | N0705911 | 3,856,865 | 587,042 | 230,242 | 356,800 | |

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| | | | | | | |
|----------------------|------|----------|-------------|---------|---------|-------|
| ECLIPSYS CORP | COM | 27885610 | 3,856,728 | 483,845 | 480,805 | 3, |
| SELECT MEDICAL CORP | COM | 81619610 | 3,855,052 | 270,530 | 270,530 | |
| RIGHT MGMT CONSULTAN | COM | 76657310 | 3,854,652 | 296,740 | 296,740 | |
| GENERAL COMMUNICATIO | CL A | 36938510 | 3,840,421 | 642,211 | 642,211 | |
| UNITED CMNTY FINL CO | COM | 90983910 | 3,809,636 | 434,890 | 434,890 | |
| FIRST CMNTY BANCSHAR | COM | 31983A10 | 3,804,504 | 115,288 | 115,288 | |
| SINCLAIR BROADCAST G | CL A | 82922610 | 3,803,053 | 483,849 | 483,849 | |
| JETBLUE AWYS CORP | COM | 47714310 | 3,802,338 | 137,219 | 137,017 | 202 |
| INDEPENDENT BANK COR | COM | 45383610 | 3,796,357 | 189,723 | 186,302 | 3,421 |
| CONSOL ENERGY INC | COM | 20854P10 | 3,791,866 | 229,393 | 229,393 | |
| Page Total | | | 160,143,079 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| GOLD BANC CORP INC | COM | 37990710 | 3,791,099 | 470,944 | 467,644 | 3,300 | |
| CHESAPEAKE CORP | COM | 16515910 | 3,789,930 | 224,389 | 224,009 | 300 | |
| KEYSTONE PPTY TR COR | COM | 49359610 | 3,785,083 | 220,063 | 220,063 | | |
| U S INDS INC NEW | COM | 91208010 | 3,766,957 | 951,252 | 950,752 | | |
| MONDAVI ROBERT CORP | CL A | 60920010 | 3,765,843 | 187,729 | 187,729 | | |
| STEWART ENTERPRISES | CL A | 86037010 | 3,764,817 | 1,394,377 | 1,394,377 | | |
| IDX SYS CORP | COM | 44949110 | 3,761,056 | 239,848 | 239,848 | | |
| UNOVA INC | COM | 91529B10 | 3,760,680 | 700,313 | 697,753 | 2,560 | |
| SOURCECORP | COM | 83616710 | 3,756,417 | 268,124 | 268,024 | | |
| ARTISAN COMPONENTS I | COM | 04292310 | 3,752,907 | 232,220 | 232,220 | | |
| CAPITAL CITY BK GROU | COM | 13967410 | 3,749,905 | 95,881 | 95,881 | | |
| CSK AUTO CORP | COM | 12596510 | 3,742,065 | 411,216 | 411,136 | 80 | |
| VENTANA MED SYS INC | COM | 92276H10 | 3,729,924 | 186,403 | 186,403 | | |
| MEDQUIST INC | COM | 58494910 | 3,728,872 | 218,574 | 217,665 | 909 | |
| WASHINGTON TR BANCOR | COM | 94061010 | 3,722,015 | 184,167 | 184,167 | | |
| GBC BANCORP CALIF | COM | 36147510 | 3,718,279 | 153,775 | 145,175 | 100 | 8, |
| AK STL HLDG CORP | COM | 00154710 | 3,712,627 | 1,142,347 | 1,141,867 | 100 | |
| FINISH LINE INC | CL A | 31792310 | 3,708,660 | 247,244 | 247,244 | | |
| BUCKLE INC | COM | 11844010 | 3,704,291 | 209,282 | 209,282 | | |
| WEST PHARMACEUTICAL | COM | 95530610 | 3,701,597 | 188,857 | 188,837 | 20 | |
| CENTEX CONSTRUCTION | COM | 15231R10 | 3,695,616 | 102,656 | 102,456 | 200 | |
| TBC CORP | COM | 87218010 | 3,686,998 | 263,357 | 255,357 | 8,000 | |
| STARTEK INC | COM | 85569C10 | 3,684,928 | 161,266 | 161,266 | | |
| SPORTS AUTH INC | COM | 84917610 | 3,684,797 | 527,908 | 526,908 | 1,000 | |
| ON ASSIGNMENT INC | COM | 68215910 | 3,681,149 | 870,248 | 764,903 | 75,410 | 29, |
| GULFMARK OFFSHORE IN | COM | 40262910 | 3,676,839 | 273,371 | 273,371 | | |
| AGILE SOFTWARE CORP | COM | 00846X10 | 3,670,031 | 571,656 | 568,756 | 2,900 | |
| ZENITH NATL INS CORP | COM | 98939010 | 3,664,089 | 170,820 | 170,720 | 100 | |
| OIL STS INTL INC | COM | 67802610 | 3,663,648 | 305,304 | 305,304 | | |
| YOUNG BROADCASTING I | CL A | 98743410 | 3,658,433 | 299,136 | 299,136 | | |
| HARDINGE INC | COM | 41232430 | 3,653,872 | 533,412 | 533,412 | | |
| FBL FINL GROUP INC | CL A | 30239F10 | 3,648,654 | 184,742 | 184,742 | | |
| 21ST CENTY INS GROUP | COM | 90130N10 | 3,647,931 | 294,188 | 293,698 | 490 | |
| WEST CORP | COM | 95235510 | 3,647,731 | 206,203 | 206,053 | 150 | |
| U S RESTAURANT PPTYS | COM | 90297110 | 3,641,212 | 258,242 | 258,242 | | |
| SYSTEMS & COMPUTER T | COM | 87187310 | 3,630,158 | 473,911 | 473,831 | | |

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| | | | | | | |
|--------------------|-----|----------|-------------|-----------|-----------|-------|
| SPHERION CORP | COM | 84842010 | 3,629,354 | 914,195 | 912,995 | 1,200 |
| ARRIS GROUP INC | COM | 04269Q10 | 3,627,898 | 980,513 | 980,513 | |
| CHATTEM INC | COM | 16245610 | 3,626,607 | 235,647 | 235,647 | |
| MCDERMOTT INTL INC | COM | 58003710 | 3,624,321 | 1,249,766 | 1,249,766 | |
| NUEVO ENERGY CO | COM | 67050910 | 3,623,703 | 267,432 | 267,432 | |
| Page Total | | | 151,680,993 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| RYANAIR HLDGS PLC | SPONSORED | 78351310 | 3,620,847 | 86,956 | 83,906 | 3,050 | |
| HANGER ORTHOPEDIC GR | COM NEW | 41043F20 | 3,577,944 | 313,031 | 313,031 | | |
| ERESEARCHTECHNOLOGY | COM | 29481V10 | 3,575,410 | 133,212 | 133,212 | | |
| UNIFIRST CORP MASS | COM | 90470810 | 3,568,409 | 230,965 | 192,165 | 38,800 | |
| CT COMMUNICATIONS IN | COM NEW | 12642640 | 3,560,402 | 371,262 | 371,262 | | |
| PORT FINL CORP | COM | 73411910 | 3,558,626 | 74,495 | 73,995 | | |
| OCEANFIRST FINL CORP | COM | 67523410 | 3,554,036 | 167,013 | 167,013 | | |
| AMC ENTMT INC | COM | 00166910 | 3,552,393 | 409,734 | 409,734 | | |
| PERICOM SEMICONDUCTO | COM | 71383110 | 3,551,297 | 456,465 | 456,465 | | |
| SONIC AUTOMOTIVE INC | CL A | 83545G10 | 3,549,756 | 241,480 | 241,420 | 60 | |
| CELL GENESYS INC | COM | 15092110 | 3,546,630 | 479,923 | 479,823 | | |
| KULICKE & SOFFA INDS | COM | 50124210 | 3,545,333 | 746,386 | 746,386 | | |
| E PIPHANY INC | COM | 26881V10 | 3,528,003 | 886,433 | 886,333 | | |
| LABOR READY INC | COM NEW | 50540120 | 3,505,044 | 614,920 | 614,920 | | |
| DELTIC TIMBER CORP | COM | 24785010 | 3,504,480 | 146,631 | 146,631 | | |
| HELIX TECHNOLOGY COR | COM | 42331910 | 3,500,886 | 406,607 | 406,507 | | |
| CASH AMER INTL INC | COM | 14754D10 | 3,498,432 | 369,033 | 369,033 | | |
| FIRST REP BK SAN FRA | COM | 33615810 | 3,488,680 | 161,513 | 160,653 | 800 | |
| ADVISORY BRD CO | COM | 00762W10 | 3,486,017 | 99,743 | 99,743 | | |
| FEDERAL AGRIC MTG CO | CL C | 31314830 | 3,481,475 | 159,774 | 159,674 | | |
| VIASAT INC | COM | 92552V10 | 3,479,606 | 306,034 | 305,934 | 100 | |
| STANDARD MICROSYSTEM | COM | 85362610 | 3,478,920 | 229,027 | 229,027 | | |
| PLAYTEX PRODS INC | COM | 72813P10 | 3,470,152 | 430,540 | 428,240 | 2,200 | |
| PER-SE TECHNOLOGIES | COM NEW | 71356930 | 3,468,863 | 436,335 | 425,038 | 11,297 | |
| LIFELINE SYS INC | COM | 53219210 | 3,463,722 | 169,624 | 60,861 | 108,763 | |
| STERLING FINL CORP W | COM | 85931910 | 3,461,385 | 163,119 | 163,119 | | |
| FOOTSTAR INC | COM | 34491210 | 3,454,491 | 411,249 | 408,549 | 2,700 | |
| ENCANA CORP | COM | 29250510 | 3,452,229 | 106,682 | 36,217 | 70,465 | |
| UNION BANKSHARES COR | COM | 90539910 | 3,443,058 | 128,434 | 128,434 | | |
| SANOFI-SYNTHELABO | SPONSORED | 80105N10 | 3,442,760 | 134,746 | 8,650 | 126,096 | |
| KAMAN CORP | CL A | 48354810 | 3,441,278 | 351,869 | 351,869 | | |
| WSFS FINL CORP | COM | 92932810 | 3,441,113 | 108,896 | 108,896 | | |
| INSIGNIA FINL GROUP | COM | 45767A10 | 3,439,995 | 314,442 | 314,442 | | |
| OCULAR SCIENCES INC | COM | 67574410 | 3,437,192 | 247,280 | 247,240 | 40 | |
| CURAGEN CORP | COM | 23126R10 | 3,431,396 | 836,926 | 557,942 | 278,684 | |
| PALM HARBOR HOMES | COM | 69663910 | 3,417,421 | 242,027 | 242,027 | | |
| TELETECH HOLDINGS IN | COM | 87993910 | 3,412,239 | 628,405 | 628,405 | | |
| CASCADE CORP | COM | 14719510 | 3,408,609 | 236,709 | 236,709 | | |
| WALTER INDS INC | COM | 93317Q10 | 3,406,965 | 390,707 | 390,707 | | |
| LINDSAY MFG CO | COM | 53555510 | 3,403,622 | 158,308 | 157,868 | | |
| PACKETEER INC | COM | 69521010 | 3,401,374 | 347,079 | 344,994 | 2,085 | |

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143,010,490

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| QUICKSILVER RESOURCE | COM | 74837R10 | 3,395,710 | 142,857 | 142,857 | | |
| GREAT LAKES REIT INC | COM | 39075210 | 3,395,071 | 239,258 | 239,258 | | |
| OAKLEY INC | COM | 67366210 | 3,381,171 | 409,839 | 409,839 | | |
| NATIONAL WESTN LIFE | CL A | 63852210 | 3,379,508 | 36,102 | 36,102 | | |
| SCIENTIFIC GAMES COR | CL A | 80874P10 | 3,374,211 | 624,854 | 624,854 | | |
| STANDEX INTL CORP | COM | 85423110 | 3,367,506 | 176,772 | 176,772 | | |
| ALIGN TECHNOLOGY INC | COM | 01625510 | 3,367,272 | 556,574 | 523,461 | 6,600 | 26,510 |
| OPENWAVE SYS INC | COM | 68371810 | 3,361,192 | 2,367,037 | 2,366,577 | 300 | 160 |
| CONEXANT SYSTEMS INC | COM | 20714210 | 3,357,607 | 2,253,428 | 2,234,424 | 8,800 | 10,200 |
| GREIF BROS CORP | CL A | 39762410 | 3,357,279 | 186,723 | 186,623 | 100 | |
| INFOCUS CORP | COM | 45665B10 | 3,354,902 | 679,130 | 678,930 | | 200 |
| HAWTHORNE FINL CORP | COM | 42054210 | 3,354,882 | 113,494 | 107,844 | | 5,650 |
| STATE AUTO FINL CORP | COM | 85570710 | 3,354,126 | 198,469 | 198,469 | | |
| CIT GROUP INC | COM | 12558110 | 3,343,742 | 198,324 | 198,324 | | |
| MEDAREX INC | COM | 58391610 | 3,335,811 | 1,032,759 | 1,032,559 | 100 | 100 |
| RTI INTL METALS INC | COM | 74973W10 | 3,330,892 | 339,887 | 338,647 | 720 | 520 |
| TREX INC | COM | 89531P10 | 3,329,907 | 103,157 | 103,157 | | |
| BRADLEY PHARMACEUTIC | COM | 10457610 | 3,322,347 | 244,650 | 244,650 | | |
| MEMBERWORKS INC | COM | 58600210 | 3,319,398 | 160,280 | 160,280 | | |
| REALNETWORKS INC | COM | 75605L10 | 3,315,828 | 802,864 | 798,464 | 4,300 | 100 |
| MCGRATH RENTCORP | COM | 58058910 | 3,313,928 | 146,634 | 146,634 | | |
| BANK OF GRANITE CORP | COM | 06240110 | 3,308,280 | 199,174 | 199,174 | | |
| SPANISH BROADCASTING | CL A | 84642588 | 3,307,974 | 538,758 | 538,558 | 200 | |
| WEST COAST BANCORP O | COM | 95214510 | 3,304,053 | 233,008 | 233,008 | | |
| AMERON INTL INC | COM | 03071010 | 3,302,335 | 55,223 | 55,173 | 50 | |
| TRAMMELL CROW CO | COM | 89288R10 | 3,298,918 | 414,437 | 414,437 | | |
| UNITED FIRE & CAS CO | COM | 91033110 | 3,292,721 | 110,494 | 103,557 | 6,937 | |
| AMR CORP | COM | 00176510 | 3,282,222 | 1,562,963 | 1,557,773 | 5,050 | 140 |
| GORMAN RUPP CO | COM | 38308210 | 3,274,849 | 166,236 | 166,236 | | |
| NABI BIOPHARMACEUTIC | COM | 62951910 | 3,263,304 | 543,884 | 541,955 | 1,929 | |
| SILICON IMAGE INC | COM | 82705T10 | 3,260,941 | 819,332 | 819,312 | 20 | |
| SILGAN HOLDINGS INC | COM | 82704810 | 3,248,991 | 146,549 | 146,549 | | |
| WFS FINL INC | COM | 92923B10 | 3,240,534 | 167,124 | 167,124 | | |
| BOMBAY CO INC | COM | 09792410 | 3,238,760 | 594,268 | 594,268 | | |
| COMMUNITY BKS INC MI | COM | 20362810 | 3,233,737 | 111,125 | 111,125 | | |
| CCC INFORMATION SVCS | COM | 12487Q10 | 3,223,800 | 199,246 | 199,246 | | |
| FLUSHING FINL CORP | COM | 34387310 | 3,218,530 | 184,973 | 184,973 | | |
| SCANSOFT INC | COM | 80603P10 | 3,215,862 | 714,636 | 711,636 | 3,000 | |
| INNKEEPERS USA TR | COM | 4576J010 | 3,209,323 | 493,742 | 493,742 | | |
| NAVIGANT CONSULTING | COM | 63935N10 | 3,198,279 | 603,449 | 602,149 | 1,300 | |
| MERISTAR HOSPITALITY | COM | 58984Y10 | 3,194,167 | 936,706 | 925,831 | 10,875 | |
| Page Total | | | 135,529,870 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------|
| | | | | | Sole | Shared as Defined | Sha Ot |
| J JILL GROUP INC | COM | 46618910 | 3,185,209 | 274,587 | 274,397 | 40 | |
| RAYTECH CORP DEL | COM | 75510310 | 3,182,813 | 542,217 | 542,217 | | |
| CORVEL CORP | COM | 22100610 | 3,180,622 | 97,625 | 97,625 | | |
| AMCOL INTL CORP | COM | 02341W10 | 3,171,075 | 558,288 | 558,288 | | |
| GENCORP INC | COM | 36868210 | 3,169,181 | 507,069 | 506,969 | 100 | |
| HEIDRICK & STRUGGLES | COM | 42281910 | 3,165,651 | 272,901 | 271,901 | 1,000 | |
| MOBILE MINI INC | COM | 60740F10 | 3,157,520 | 197,592 | 197,292 | 300 | |
| SCS TRANSN INC | COM | 81111T10 | 3,156,987 | 298,392 | 207,117 | 91,055 | |
| BRYN MAWR BK CORP | COM | 11766510 | 3,153,521 | 88,038 | 87,638 | 400 | |
| MERIT MED SYS INC | COM | 58988910 | 3,152,451 | 165,483 | 165,483 | | |
| BANNER CORP | COM | 06652V10 | 3,148,223 | 197,877 | 197,877 | | |
| WILD OATS MARKETS IN | COM | 96808B10 | 3,148,075 | 339,965 | 339,795 | 170 | |
| ORBITAL SCIENCES COR | COM | 68556410 | 3,147,506 | 608,802 | 607,302 | 1,500 | |
| ALEXION PHARMACEUTIC | COM | 01535110 | 3,137,048 | 257,981 | 255,081 | 2,900 | |
| CKE RESTAURANTS INC | COM | 12561E10 | 3,126,525 | 710,574 | 710,574 | | |
| SWS GROUP INC | COM | 78503N10 | 3,125,774 | 222,001 | 222,001 | | |
| INCYTE GENOMICS INC | COM | 45337C10 | 3,114,494 | 1,041,637 | 1,041,347 | 190 | |
| CCBT FINL COS INC | COM | 12500Q10 | 3,107,412 | 141,246 | 122,247 | 10,999 | 8, |
| 3TEC ENERGY CORP | COM NEW | 88575R30 | 3,105,597 | 206,215 | 205,975 | 140 | |
| HARMONIC INC | COM | 41316010 | 3,105,118 | 932,468 | 932,368 | 100 | |
| PENWEST PHARMACEUTIC | COM | 70975410 | 3,101,168 | 193,823 | 193,823 | | |
| SUREBEAM CORP | CL A | 86866R10 | 3,088,251 | 862,640 | 861,558 | 13 | 1, |
| CUBIST PHARMACEUTICA | COM | 22967810 | 3,084,723 | 385,109 | 384,109 | 1,000 | |
| TRC COS INC | COM | 87262510 | 3,080,038 | 234,759 | 234,759 | | |
| URSTADT BIDDLE PPTYS | CL A | 91728620 | 3,073,828 | 256,580 | 255,580 | 1,000 | |
| 1ST SOURCE CORP | COM | 33690110 | 3,072,729 | 240,057 | 240,057 | | |
| JLG INDS INC | COM | 46621010 | 3,070,614 | 650,554 | 650,554 | | |
| POPE & TALBOT INC | COM | 73282710 | 3,063,655 | 244,116 | 243,676 | | |
| ROYAL GOLD INC | COM | 78028710 | 3,062,289 | 208,319 | 207,819 | 500 | |
| VECTOR GROUP LTD | COM | 92240M10 | 3,053,435 | 277,585 | 260,745 | 16,840 | |
| CHURCHILL DOWNS INC | COM | 17148410 | 3,048,032 | 89,648 | 89,648 | | |
| MCG CAPITAL CORP | COM | 58047P10 | 3,041,345 | 304,439 | 304,439 | | |
| FIRST BUSEY CORP | COM | 31938310 | 3,040,268 | 129,926 | 129,926 | | |
| DAKTRONICS INC | COM | 23426410 | 3,035,997 | 195,241 | 194,741 | 500 | |
| AFC ENTERPRISES INC | COM | 00104Q10 | 3,032,174 | 225,273 | 225,273 | | |
| OAK TECHNOLOGY INC | COM | 67180210 | 3,029,167 | 858,121 | 858,121 | | |
| CENTRAL PKG CORP | COM | 15478510 | 3,027,440 | 302,744 | 302,244 | 500 | |
| AMERICAN WOODMARK CO | COM | 03050610 | 3,026,387 | 68,610 | 68,499 | 11 | |
| WORLD FUEL SVCS CORP | COM | 98147510 | 3,026,086 | 148,629 | 148,179 | 300 | |
| MOVADO GROUP INC | COM | 62458010 | 3,014,616 | 158,664 | 158,664 | | |
| CIRCOR INTL INC | COM | 17273K10 | 3,002,438 | 220,930 | 220,930 | | |
| Page Total | | | 127,015,482 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| INFORMATION HLDGS IN | COM | 45672710 | 2,999,285 | 186,291 | 184,841 | 1,450 | |
| CONTINENTAL AIRLS IN | CL B | 21079530 | 2,993,889 | 584,744 | 578,054 | 6,690 | |
| ROCK-TENN CO | CL A | 77273920 | 2,980,185 | 232,827 | 229,827 | 3,000 | |
| UNITED AUTO GROUP IN | COM | 90944010 | 2,976,874 | 253,351 | 252,791 | 560 | |
| PLAINS EXPL & PRODTN | COM | 72650510 | 2,976,509 | 360,789 | 360,289 | 400 | |
| ASYST TECHNOLOGY COR | COM | 04648X10 | 2,969,618 | 547,900 | 547,900 | | |
| NEW FOCUS INC | COM | 64438310 | 2,964,995 | 950,319 | 950,319 | | |
| FISHER COMMUNICATION | COM | 33775620 | 2,961,723 | 66,332 | 66,332 | | |
| NATURES SUNSHINE PRO | COM | 63902710 | 2,958,164 | 337,305 | 337,305 | | |
| INVERNESS MED INNOVA | COM | 46126P10 | 2,957,898 | 147,821 | 147,418 | 403 | |
| ARENA PHARMACEUTICAL | COM | 04004710 | 2,951,426 | 448,545 | 448,545 | | |
| SHELL TRANS & TRADIN | ADR NY SHS | 82270360 | 2,948,742 | 81,412 | 81,412 | | |
| SOLUTIA INC | COM | 83437610 | 2,946,703 | 1,901,099 | 1,898,619 | 2,080 | |
| PRAECIS PHARMACEUTIC | COM | 73942110 | 2,945,440 | 736,360 | 729,060 | 7,200 | |
| FIRST ST BANCORPORAT | COM | 33645310 | 2,942,472 | 137,563 | 137,563 | | |
| WET SEAL INC | CL A | 96184010 | 2,932,994 | 401,780 | 401,780 | | |
| AMERICAN PHYSICIANS | COM | 02888410 | 2,932,214 | 138,312 | 138,312 | | |
| SJW CORP | COM | 78430510 | 2,932,015 | 38,327 | 38,327 | | |
| 7-ELEVEN INC | COM NEW | 81782620 | 2,929,331 | 420,881 | 420,881 | | |
| BSB BANCORP | COM | 05565210 | 2,923,103 | 134,954 | 134,734 | 220 | |
| CLEVELAND CLIFFS INC | COM | 18589610 | 2,922,921 | 156,725 | 156,025 | 700 | |
| ELECTRO RENT CORP | COM | 28521810 | 2,917,830 | 307,140 | 307,140 | | |
| PROSPERITY BANCSHARE | COM | 74360610 | 2,916,886 | 175,928 | 175,928 | | |
| DIGENE CORP | COM | 25375210 | 2,916,862 | 176,352 | 176,352 | | |
| J & J SNACK FOODS CO | COM | 46603210 | 2,912,751 | 96,067 | 96,067 | | |
| CENTURY BANCORP INC | CL A NON V | 15643210 | 2,906,621 | 106,275 | 52,275 | | 54, |
| FIRST IND CORP | COM | 32054R10 | 2,906,188 | 183,936 | 183,936 | | |
| LOEWS CORP | CAROLNA GP | 54042420 | 2,896,989 | 156,594 | 154,254 | 2,340 | |
| MOLECULAR DEVICES CO | COM | 60851C10 | 2,894,864 | 239,245 | 239,245 | | |
| HERLEY INDS INC DEL | COM | 42739810 | 2,891,203 | 168,191 | 168,191 | | |
| PATHMARK STORES INC | COM | 70322A10 | 2,889,714 | 432,592 | 429,692 | 2,900 | |
| PRICELINE COM INC | COM | 74150310 | 2,889,627 | 1,761,968 | 1,761,868 | | |
| TULARIK INC | COM | 89916510 | 2,889,135 | 572,106 | 566,126 | 5,900 | |
| ANTIGENICS INC DEL | COM | 03703210 | 2,888,808 | 348,469 | 348,119 | 350 | |
| GREEN MTN COFFEE ROA | COM | 39312210 | 2,888,766 | 157,169 | 157,169 | | |
| HARRIS INTERACTIVE I | COM | 41454910 | 2,881,745 | 525,866 | 525,866 | | |
| VALUEVISION MEDIA IN | CL A | 92047K10 | 2,874,471 | 285,449 | 285,449 | | |
| NORTHWEST BANCORP IN | COM | 66732810 | 2,872,957 | 177,782 | 177,782 | | |
| U S PHYSICAL THERAPY | COM | 90337L10 | 2,867,414 | 257,861 | 257,861 | | |
| FIRSTFED AMER BANCOR | COM | 33792910 | 2,856,560 | 102,020 | 102,020 | | |
| GENTIVA HEALTH SERVI | COM | 37247A10 | 2,853,246 | 340,077 | 340,077 | | |
| Page Total | | | 119,859,138 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |

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|----------------------|-------------|----------|-------------|-----------|-----------|-------------|
| VITAL SIGNS INC | COM | 92846910 | 2,850,668 | 107,613 | 107,513 | 100 |
| PC-TEL INC | COM | 69325Q10 | 2,848,754 | 316,177 | 316,177 | |
| BEVERLY ENTERPRISES | COM NEW | 08785130 | 2,846,620 | 1,409,218 | 1,409,218 | |
| SEACOAST BKG CORP FL | COM | 81170730 | 2,845,695 | 146,761 | 146,761 | |
| TOLLGRADE COMMUNICAT | COM | 88954210 | 2,844,844 | 198,247 | 198,247 | |
| PEOPLES BANCORP INC | COM | 70978910 | 2,843,677 | 122,784 | 122,784 | |
| MATRIXONE INC | COM | 57685P30 | 2,842,880 | 841,089 | 650,797 | 190,292 |
| UNILEVER N V | N Y SHS NE | 90478470 | 2,841,053 | 47,797 | 47,797 | |
| PARKER DRILLING CO | COM | 70108110 | 2,836,949 | 1,197,025 | 1,096,025 | 1,000 100,0 |
| INTEGRAL SYS INC MD | COM | 45810H10 | 2,832,850 | 133,625 | 133,625 | |
| PRIMA ENERGY CORP | COM PAR \$0 | 74190120 | 2,828,409 | 150,929 | 150,929 | |
| AMERICAN HEALTHWAYS | COM | 02649V10 | 2,827,713 | 148,827 | 148,827 | |
| CTS CORP | COM | 12650110 | 2,826,715 | 463,396 | 463,396 | |
| DIMON INC | COM | 25439410 | 2,826,162 | 493,222 | 492,622 | 600 |
| ISLE OF CAPRI CASINO | COM | 46459210 | 2,825,275 | 240,449 | 240,369 | 80 |
| SOUTHERN PERU COPPER | COM | 84361110 | 2,820,150 | 193,161 | 193,161 | |
| ELECTRONICS BOUTIQUE | COM | 28604510 | 2,819,930 | 167,953 | 167,553 | 400 |
| GOLDEN TELECOM INC | COM | 38122G10 | 2,819,601 | 189,235 | 189,235 | |
| MKS INSTRUMENT INC | COM | 55306N10 | 2,814,687 | 225,175 | 225,075 | 100 |
| GREAT SOUTHN BANCORP | COM | 39090510 | 2,809,484 | 75,932 | 75,932 | |
| MADDEN STEVEN LTD | COM | 55626910 | 2,807,546 | 179,167 | 179,167 | |
| VALUECLICK INC | COM | 92046N10 | 2,805,446 | 925,890 | 925,890 | |
| PHARMACOPEIA INC | COM | 71713B10 | 2,804,856 | 319,824 | 319,824 | |
| PIXELWORKS INC | COM | 72581M10 | 2,803,786 | 513,514 | 513,514 | |
| CAMDEN NATL CORP | COM | 13303410 | 2,803,369 | 111,466 | 111,466 | |
| CHOLESTECH CORP | COM | 17039310 | 2,783,505 | 341,954 | 341,954 | |
| MYERS INDS INC | COM | 62846410 | 2,782,679 | 291,380 | 291,380 | |
| MSC SOFTWARE CORP | COM | 55353110 | 2,781,366 | 358,886 | 358,886 | |
| BEL FUSE INC | CL B | 07734730 | 2,780,412 | 138,329 | 138,329 | |
| CENTURY BUSINESS SVC | COM | 15649010 | 2,776,488 | 1,084,566 | 1,034,566 | 50,000 |
| FIRST PL FINL CORP | COM | 33610T10 | 2,775,732 | 182,614 | 182,614 | |
| ROYAL CARIBBEAN CRUI | COM | V7780T10 | 2,774,748 | 184,614 | 184,614 | |
| MAIN STR BKS INC NEW | COM | 56034R10 | 2,768,625 | 150,061 | 150,061 | |
| BALDWIN & LYONS INC | CL B | 05775520 | 2,768,281 | 139,460 | 139,460 | |
| LOOKSMART LTD | COM | 54344210 | 2,766,044 | 1,002,190 | 1,002,190 | |
| OXFORD INDS INC | COM | 69149730 | 2,765,360 | 112,185 | 111,925 | 100 1 |
| ANAREN INC | COM | 03274410 | 2,761,910 | 319,296 | 319,296 | |
| TEJON RANCH CO DEL | COM | 87908010 | 2,759,660 | 104,335 | 104,335 | |
| NATIONAL PROCESSING | COM | 63722910 | 2,758,387 | 198,160 | 196,460 | 1,700 |
| CHIPPAC INC | CL A | 16965710 | 2,755,648 | 765,458 | 765,458 | |
| CONNECTICUT WTR SVC | COM | 20779710 | 2,748,190 | 103,510 | 103,510 | |
| Page Total | | | 114,984,154 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| WABASH NATL CORP | COM | 92956610 | 2,744,519 | 435,638 | 435,638 | | |
| STEELCASE INC | CL A | 85815520 | 2,743,361 | 287,263 | 287,063 | 200 | |
| MULTIMEDIA GAMES INC | COM | 62545310 | 2,742,409 | 142,611 | 142,611 | | |
| BOYKIN LODGING CO | COM | 10343010 | 2,741,595 | 371,994 | 371,894 | 100 | |

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|----------------------|------------|----------|-------------|-----------|-----------|---------|-----|
| TROY FINL CORP | COM | 89732910 | 2,735,539 | 107,150 | 107,150 | | |
| KEYNOTE SYS INC | COM | 49330810 | 2,732,535 | 293,821 | 293,821 | | |
| INTUITIVE SURGICAL I | COM | 46120E10 | 2,724,931 | 421,816 | 421,626 | 190 | |
| BEI TECHNOLOGIES INC | COM | 05538P10 | 2,720,850 | 280,500 | 280,500 | | |
| ENERGY PARTNERS LTD | COM | 29270U10 | 2,720,146 | 266,681 | 266,681 | | |
| TALX CORP | COM | 87491810 | 2,715,191 | 208,380 | 208,380 | | |
| ALLEGIANT BANCORP IN | COM | 01747610 | 2,714,140 | 160,600 | 160,600 | | |
| U S B HLDG INC | COM | 90291010 | 2,712,988 | 166,441 | 166,441 | | |
| TEEKAY SHIPPING MARS | COM | Y8564W10 | 2,707,580 | 69,783 | 35,900 | 27,633 | 6,2 |
| SCANSOURCE INC | COM | 80603710 | 2,705,606 | 144,299 | 144,299 | | |
| AKSYS LTD | COM | 01019610 | 2,703,659 | 386,237 | 374,837 | 11,400 | |
| NETSCREEN TECHNOLOGI | COM | 64117V10 | 2,703,526 | 161,116 | 160,416 | 700 | |
| AXA | SPONSORED | 05453610 | 2,699,709 | 228,983 | 143,410 | 85,573 | |
| PTEK HLDGS INC | COM | 69366M10 | 2,685,644 | 720,012 | 625,012 | 95,000 | |
| FARMERS CAP BK CORP | COM | 30956210 | 2,684,448 | 83,889 | 83,889 | | |
| GRAFTECH INTL LTD | COM | 38431310 | 2,675,973 | 938,938 | 938,838 | 100 | |
| NAVIGATORS GROUP INC | COM | 63890410 | 2,675,960 | 104,042 | 104,042 | | |
| CITIZENS FIRST BANCO | COM | 17461R10 | 2,667,461 | 137,498 | 137,498 | | |
| PETROLEO BRASILEIRO | SPONSORED | 71654V10 | 2,661,376 | 193,414 | 193,414 | | |
| S Y BANCORP INC | COM | 78506010 | 2,659,860 | 73,885 | 73,885 | | |
| SONICWALL INC | COM | 83547010 | 2,656,364 | 737,879 | 734,079 | 3,800 | |
| ENNIS BUSINESS FORMS | COM | 29338910 | 2,651,956 | 234,065 | 228,765 | 5,300 | |
| AMVESCAP PLC | SPONSORED | 03235E10 | 2,651,897 | 290,142 | 51,401 | 238,741 | |
| BLAIR CORP | COM | 09282810 | 2,649,929 | 112,715 | 112,715 | | |
| II VI INC | COM | 90210410 | 2,645,874 | 159,390 | 159,390 | | |
| BANCFIRST CORP | COM | 05945F10 | 2,645,012 | 59,964 | 59,964 | | |
| PENNROCK FINL SVCS C | COM | 70835210 | 2,643,648 | 94,080 | 94,080 | | |
| COLE KENNETH PRODTNS | CL A | 19329410 | 2,634,723 | 120,307 | 120,307 | | |
| GARTNER INC | CL B | 36665120 | 2,626,411 | 348,793 | 348,183 | 310 | 3 |
| INTERWOVEN INC | COM | 46114T10 | 2,624,663 | 1,442,123 | 1,441,123 | 900 | 1 |
| STURM RUGER & CO INC | COM | 86415910 | 2,622,691 | 299,394 | 295,474 | 3,920 | |
| NL INDS INC | COM NEW | 62915640 | 2,615,251 | 162,438 | 162,438 | | |
| E ON AG | SPONSORED | 26878010 | 2,610,444 | 63,039 | 42,046 | 20,993 | |
| ENTERPRISE PRODS PAR | COM | 29379210 | 2,608,960 | 125,130 | 123,630 | 1,500 | |
| AO TATNEFT | SPON ADR R | 03737P30 | 2,606,553 | 152,430 | 152,430 | | |
| CHECK POINT SOFTWARE | ORD | M2246510 | 2,605,728 | 180,078 | 180,078 | | |
| URBAN OUTFITTERS INC | COM | 91704710 | 2,598,937 | 115,457 | 115,457 | | |
| Page Total | | | 109,678,047 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| LAWSON PRODS INC | COM | 52077610 | 2,598,406 | 100,909 | 100,909 | | |
| COLUMBIA BKG SYS INC | COM | 19723610 | 2,597,938 | 188,941 | 188,941 | | |
| ARGONAUT GROUP INC | COM | 04015710 | 2,596,780 | 303,717 | 303,717 | | |
| ST FRANCIS CAP CORP | COM | 78937410 | 2,592,300 | 113,548 | 113,548 | | |
| COURIER CORP | COM | 22266010 | 2,586,251 | 52,501 | 52,501 | | |
| CURATIVE HEALTH SVCS | COM | 23126410 | 2,584,118 | 151,295 | 151,295 | | |
| AEROPOSTALE | COM | 00786510 | 2,580,318 | 194,741 | 194,741 | | |
| COACHMEN INDS INC | COM | 18987310 | 2,577,278 | 234,298 | 234,298 | | |
| RIVERSTONE NETWORKS | COM | 76932010 | 2,576,593 | 1,840,424 | 1,813,249 | 27,094 | |

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|----------------------|---------|----------|-------------|-----------|-----------|-------|------|
| APPLIED FILMS CORP | COM | 03819710 | 2,574,118 | 159,398 | 159,398 | | |
| SECOND BANCORP INC | COM | 81311410 | 2,571,792 | 116,108 | 116,108 | | |
| THERASENSE INC | COM | 88338110 | 2,564,371 | 383,888 | 383,888 | | |
| LIGHTBRIDGE INC | COM | 53222610 | 2,557,812 | 400,911 | 400,911 | | |
| KEYSTONE AUTOMOTIVE | COM | 49338N10 | 2,557,456 | 144,326 | 144,326 | | |
| QUANTA SVCS INC | COM | 74762E10 | 2,556,179 | 798,806 | 798,706 | | |
| FUELCELL ENERGY INC | COM | 35952H10 | 2,555,633 | 506,066 | 473,866 | 200 | 32,0 |
| PETCO ANIMAL SUPPLIE | COM NEW | 71601620 | 2,535,268 | 134,497 | 134,497 | | |
| ARROW FINL CORP | COM | 04274410 | 2,533,490 | 88,429 | 88,429 | | |
| FIRST NATL CORP ORAN | COM | 32094210 | 2,531,172 | 99,849 | 99,849 | | |
| ENCORE ACQUISITION C | COM | 29255W10 | 2,529,347 | 137,092 | 137,092 | | |
| TRANSKARYOTIC THERAP | COM | 89373510 | 2,520,354 | 427,904 | 423,204 | 4,700 | |
| BIO TECHNOLOGY GEN C | COM | 09057810 | 2,515,163 | 931,542 | 931,542 | | |
| ORTHODONTIC CTRS AME | COM | 68750P10 | 2,513,918 | 482,518 | 472,618 | 1,200 | 8,7 |
| ROBBINS & MYERS INC | COM | 77019610 | 2,499,885 | 185,727 | 185,727 | | |
| OM GROUP INC | COM | 67087210 | 2,498,378 | 285,529 | 282,829 | 2,700 | |
| INPUT/OUTPUT INC | COM | 45765210 | 2,492,946 | 692,485 | 692,485 | | |
| PMA CAP CORP | CL A | 69341920 | 2,489,714 | 367,757 | 367,757 | | |
| ADVANCED MARKETING S | COM | 00753T10 | 2,487,100 | 222,261 | 222,261 | | |
| ADVANCED ENERGY INDS | COM | 00797310 | 2,477,948 | 288,469 | 288,469 | | |
| DVI INC | COM | 23334310 | 2,471,847 | 289,105 | 287,105 | 2,000 | |
| CENTENE CORP DEL | COM | 15135B10 | 2,471,574 | 84,614 | 84,614 | | |
| MAGNA ENTMT CORP | CL A | 55921110 | 2,469,319 | 572,928 | 572,928 | | |
| SILICON STORAGE TECH | COM | 82705710 | 2,468,744 | 1,073,367 | 1,073,367 | | |
| FIRST BANCORP N C | COM | 31891010 | 2,461,500 | 97,795 | 96,895 | 900 | |
| PEETS COFFEE & TEA I | COM | 70556010 | 2,461,035 | 148,434 | 134,544 | 890 | 13,0 |
| CASCADE BANCORP | COM | 14715410 | 2,460,622 | 167,846 | 167,846 | | |
| RAILAMERICA INC | COM | 75075310 | 2,456,543 | 402,712 | 402,712 | | |
| ISIS PHARMACEUTICALS | COM | 46433010 | 2,449,185 | 684,130 | 684,130 | | |
| STRATEX NETWORKS INC | COM | 86279T10 | 2,447,791 | 1,182,508 | 1,182,408 | | |
| WEST MARINE INC | COM | 95423510 | 2,447,342 | 146,110 | 145,610 | | |
| RUDOLPH TECHNOLOGIES | COM | 78127010 | 2,442,888 | 169,058 | 169,058 | | |
| Page Total | | | 103,360,416 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------|
| | | | | | Sole | Shared as Defined | Shar Othe |
| HOLOGIC INC | COM | 43644010 | 2,442,880 | 283,693 | 283,693 | | |
| SKECHERS U S A INC | CL A | 83056610 | 2,441,168 | 376,143 | 376,143 | | |
| EXCEL TECHNOLOGY INC | COM | 30067T10 | 2,439,986 | 120,019 | 119,919 | 100 | |
| POWELL INDS INC | COM | 73912810 | 2,437,695 | 177,416 | 177,416 | | |
| MIDDLESEX WATER CO | COM | 59668010 | 2,420,182 | 109,461 | 109,461 | | |
| LAKELAND BANCORP INC | COM | 51163710 | 2,416,195 | 151,962 | 151,962 | | |
| ALCAN INC | COM | 01371610 | 2,410,169 | 86,386 | 86,386 | | |
| PLANAR SYS INC | COM | 72690010 | 2,408,647 | 204,817 | 204,817 | | |
| REGISTER COM INC | COM | 75914G10 | 2,408,436 | 436,311 | 436,311 | | |
| ONEIDA LTD | COM | 68250510 | 2,407,275 | 224,979 | 224,979 | | |
| HEALTHCARE SVCS GRP | COM | 42190610 | 2,405,664 | 202,924 | 202,924 | | |
| APEX MORTGAGE CAPITA | COM | 03756410 | 2,399,336 | 399,224 | 399,224 | | |
| A C MOORE ARTS & CRA | COM | 00086T10 | 2,398,578 | 173,433 | 173,433 | | |
| CALGON CARBON CORP | COM | 12960310 | 2,394,811 | 488,737 | 488,737 | | |

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|----------------------|------------|----------|------------|---------|---------|-------|----|
| KANSAS CITY LIFE INS | COM | 48483610 | 2,388,695 | 55,889 | 55,889 | | |
| GENESE & WYO INC | CL A | 37155910 | 2,384,923 | 153,866 | 153,866 | | |
| NATIONAL PRESTO INDS | COM | 63721510 | 2,384,357 | 91,180 | 90,880 | 300 | |
| PRACTICEWORKS INC | COM | 73941910 | 2,383,256 | 232,060 | 232,060 | | |
| QUAKER CHEM CORP | COM | 74731610 | 2,379,864 | 116,660 | 116,120 | | 54 |
| VIRGINIA FINL CORP | COM | 92781010 | 2,377,795 | 89,056 | 89,056 | | |
| RADIO ONE INC | CL A | 75040P10 | 2,377,294 | 179,554 | 175,694 | 3,760 | 10 |
| PRESIDENTIAL LIFE CO | COM | 74088410 | 2,372,084 | 377,120 | 375,660 | 1,020 | 44 |
| AMERICAN PHARMACEUTI | COM | 02886P10 | 2,369,755 | 123,747 | 123,747 | | |
| CAPITOL BANCORP LTD | COM | 14056D10 | 2,369,201 | 112,019 | 112,019 | | |
| CFS BANCORP INC | COM | 12525D10 | 2,368,950 | 172,790 | 172,790 | | |
| BERKSHIRE HILLS BANC | COM | 08468010 | 2,363,503 | 102,761 | 102,761 | | |
| CITY BK LYNNWOOD WAS | COM | 17770A10 | 2,360,722 | 104,921 | 104,921 | | |
| MESA AIR GROUP INC | COM | 59047910 | 2,357,022 | 474,250 | 474,250 | | |
| SUPERTEX INC | COM | 86853210 | 2,351,717 | 171,034 | 171,034 | | |
| TEXAS GENCO HLDGS IN | COM | 88244310 | 2,348,936 | 135,074 | 133,366 | 1,542 | 16 |
| INTERFACE INC | CL A | 45866510 | 2,345,706 | 710,820 | 710,820 | | |
| BALLY TOTAL FITNESS | COM | 05873K10 | 2,334,015 | 460,358 | 460,358 | | |
| QUAKER CITY BANCORP | COM | 74731K10 | 2,329,811 | 68,645 | 68,645 | | |
| MIM CORP | COM | 55304410 | 2,326,459 | 313,539 | 313,539 | | |
| COBALT CORP | COM | 19074W10 | 2,323,473 | 160,794 | 160,794 | | |
| GIBRALTAR STL CORP | COM | 37476F10 | 2,322,003 | 124,571 | 124,571 | | |
| GRUPO TELEVIS SA DE | SP ADR REP | 40049J20 | 2,314,730 | 92,037 | 92,037 | | |
| CLARK / BARDES INC | COM | 18066810 | 2,306,366 | 192,840 | 192,840 | | |
| KENSEY NASH CORP | COM | 49005710 | 2,301,091 | 112,358 | 112,358 | | |
| TARO PHARMACEUTICAL | ORD | M8737E10 | 2,300,130 | 60,087 | 60,087 | | |
| NBC CAP CORP | COM | 62872910 | 2,298,312 | 95,763 | 95,763 | | |
| Page Total | | | 97,271,192 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |
| ALARIS MED INC | COM | 01163710 | 2,293,443 | 221,803 | 221,803 | | |
| REGENT COMMUNICATION | COM | 75886510 | 2,292,055 | 482,538 | 482,538 | | |
| ASPECT COMMUNICATION | COM | 04523Q10 | 2,289,129 | 743,224 | 743,224 | | |
| ITLA CAP CORP | COM | 45056510 | 2,285,013 | 69,159 | 69,159 | | |
| CORRECTIONAL PPTYS T | COM | 22025E10 | 2,276,282 | 110,285 | 110,285 | | |
| RYERSON TULL INC NEW | COM | 78375P10 | 2,275,793 | 364,127 | 364,127 | | |
| U S G CORP | COM NEW | 90329340 | 2,274,151 | 546,671 | 546,539 | | 13 |
| BRUSH ENGINEERED MAT | COM | 11742110 | 2,273,139 | 448,351 | 448,291 | 60 | |
| DEB SHOPS INC | COM | 24272810 | 2,270,488 | 121,540 | 121,540 | | |
| REED ELSEVIER N V | SPONSORED | 75820410 | 2,268,410 | 110,979 | 110,979 | | |
| CB BANCSHARES INC HA | COM | 12478510 | 2,267,099 | 46,476 | 46,476 | | |
| ALEXANDERS INC | COM | 01475210 | 2,264,057 | 35,459 | 35,459 | | |
| SAFEGUARD SCIENTIFIC | COM | 78644910 | 2,263,436 | 1,605,274 | 1,605,074 | 100 | 10 |
| FINANCIAL INSTNS INC | COM | 31758540 | 2,260,292 | 114,041 | 114,041 | | |
| K2 INC | COM | 48273210 | 2,259,358 | 292,663 | 292,616 | 47 | |
| CONCEPTUS INC | COM | 20601610 | 2,258,676 | 250,964 | 250,964 | | |
| ING GROUP N V | SPONSORED | 45683710 | 2,258,623 | 193,541 | 106,291 | 87,250 | |
| GERMAN AMERN BANCORP | COM | 37386510 | 2,253,735 | 128,418 | 128,418 | | |
| FRIEDMANS INC | CL A | 35843810 | 2,253,264 | 234,715 | 234,715 | | |

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|----------------------|---------|----------|------------|-----------|-----------|-------|------|
| HARVEST NATURAL RESO | COM | 41754V10 | 2,236,751 | 460,237 | 460,237 | | |
| X-RITE INC | COM | 98385710 | 2,233,586 | 265,587 | 265,587 | | |
| SALEM COMMUNICATIONS | CL A | 79409310 | 2,231,616 | 136,909 | 136,909 | | |
| GENENCOR INTL INC | COM | 36870910 | 2,229,041 | 219,610 | 219,610 | | |
| INFOUSA INC NEW | COM | 45681830 | 2,228,390 | 464,248 | 464,248 | | |
| CIRRUS LOGIC INC | COM | 17275510 | 2,228,267 | 1,108,591 | 1,107,521 | | 1,07 |
| TALK AMERICA HLDGS I | COM NEW | 87426R20 | 2,223,565 | 306,741 | 306,741 | | |
| WELLCHOICE INC | COM | 94947510 | 2,220,772 | 105,200 | 105,200 | | |
| FRONTIER AIRLINES IN | COM | 35906510 | 2,219,984 | 446,677 | 446,677 | | |
| KINDRED HEALTHCARE I | COM | 49458010 | 2,213,144 | 195,663 | 194,563 | 1,100 | |
| STANDARD COML CORP | COM | 85325810 | 2,212,650 | 141,023 | 141,023 | | |
| SPSS INC | COM | 78462K10 | 2,212,267 | 195,430 | 195,430 | | |
| ORASURE TECHNOLOGIES | COM | 68554V10 | 2,211,625 | 378,703 | 378,703 | | |
| CASELLA WASTE SYS IN | CL A | 14744810 | 2,200,473 | 266,724 | 266,704 | | 2 |
| AT RD INC | COM | 04648K10 | 2,196,851 | 324,978 | 324,978 | | |
| CONCORD COMMUNICATIO | COM | 20618610 | 2,196,171 | 254,481 | 251,441 | 3,000 | 4 |
| SEACHANGE INTL INC | COM | 81169910 | 2,194,247 | 303,492 | 303,492 | | |
| SPECTRALINK CORP | COM | 84758010 | 2,194,162 | 299,340 | 299,190 | 150 | |
| F N B CORP VA | COM | 30293010 | 2,192,062 | 78,428 | 78,428 | | |
| STONERIDGE INC | COM | 86183P10 | 2,188,167 | 227,224 | 227,124 | 100 | |
| WATCHGUARD TECHNOLOG | COM | 94110510 | 2,187,108 | 364,518 | 364,518 | | |
| FLEETWOOD ENTERPRISE | COM | 33909910 | 2,181,121 | 537,222 | 537,222 | | |
| Page Total | | | 91,768,463 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| NETEGRITY INC | COM | 64110P10 | 2,180,819 | 587,822 | 587,602 | | 22 |
| ALLOY INC | COM | 01985510 | 2,180,091 | 435,148 | 435,148 | | |
| MAXWELL SHOE INC | CL A | 57776610 | 2,169,511 | 194,575 | 194,575 | | |
| COLUMBIA BANCORP | COM | 19722710 | 2,161,929 | 88,242 | 88,242 | | |
| BHP BILLITON LTD | SPONSORED | 08860610 | 2,161,236 | 194,706 | 115,117 | 79,589 | |
| OCTEL CORP | COM | 67572710 | 2,157,923 | 148,925 | 148,925 | | |
| STAMPS COM INC | COM | 85285710 | 2,150,844 | 513,328 | 513,328 | | |
| COCA COLA BOTTLING C | COM | 19109810 | 2,148,244 | 43,051 | 42,851 | | 20 |
| SRA INTL INC | CL A | 78464R10 | 2,147,694 | 90,620 | 90,520 | 100 | |
| UNIVERSAL AMERN FINL | COM | 91337710 | 2,146,054 | 366,847 | 366,847 | | |
| LEARNING TREE INTL I | COM | 52201510 | 2,145,921 | 158,722 | 158,722 | | |
| MAINSOURCE FINANCIAL | COM | 56062Y10 | 2,144,304 | 91,247 | 91,247 | | |
| INTERCHANGE FINL SVC | COM | 45844710 | 2,144,086 | 125,532 | 125,532 | | |
| NATIONAL HEALTHCARE | COM | 63590610 | 2,143,502 | 116,179 | 116,179 | | |
| KEITHLEY INSTRS INC | COM | 48758410 | 2,137,699 | 197,752 | 197,752 | | |
| ABC BANCORP | COM | 00040010 | 2,133,408 | 155,837 | 155,837 | | |
| PDF SOLUTIONS INC | COM | 69328210 | 2,132,025 | 335,752 | 335,752 | | |
| MIDLAND CO | COM | 59748610 | 2,130,117 | 119,001 | 119,001 | | |
| NETFLIX COM INC | COM | 64110L10 | 2,127,348 | 104,538 | 104,538 | | |
| RIVIANA FOODS INC | COM | 76953610 | 2,125,944 | 91,164 | 91,164 | | |
| STEIN MART INC | COM | 85837510 | 2,124,869 | 416,641 | 416,641 | | |
| WIRELESS FACILITIES | COM | 97653A10 | 2,124,449 | 366,917 | 364,137 | 2,780 | |
| INTEGRATED ELECTRICA | COM | 45811E10 | 2,121,630 | 496,869 | 493,269 | 3,600 | |
| GREAT AMERN FINL RES | COM | 38991510 | 2,120,671 | 139,886 | 139,886 | | |

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| | | | | | | | |
|----------------------|------------|----------|------------|---------|---------|--------|--------|
| MAGMA DESIGN AUTOMAT | COM | 55918110 | 2,120,252 | 273,581 | 273,581 | | |
| UNIVERSAL DISPLAY CO | COM | 91347P10 | 2,117,098 | 258,814 | 258,814 | | |
| OCWEN FINL CORP | COM | 67574610 | 2,115,038 | 700,344 | 656,744 | 1,000 | 42,600 |
| AAIPHARMA INC | COM | 00252W10 | 2,113,977 | 245,241 | 245,241 | | |
| STMICROELECTRONICS N | NY REGISTR | 86101210 | 2,113,832 | 111,843 | 111,843 | | |
| ROXIO INC | COM | 78000810 | 2,113,803 | 340,936 | 340,902 | 34 | |
| AVIALL INC NEW | COM | 05366B10 | 2,113,662 | 273,083 | 273,083 | | |
| CHARTER FINL CORP WE | COM | 16122M10 | 2,112,243 | 69,688 | 69,688 | | |
| VICOR CORP | COM | 92581510 | 2,107,335 | 369,708 | 369,588 | | 120 |
| ADMINISTAFF INC | COM | 00709410 | 2,099,656 | 335,945 | 335,945 | | |
| MRO SOFTWARE INC | COM | 55347W10 | 2,092,162 | 304,980 | 304,980 | | |
| BASSETT FURNITURE IN | COM | 07020310 | 2,090,109 | 199,058 | 198,418 | | 640 |
| BROOKSTONE INC | COM | 11453710 | 2,089,187 | 128,171 | 128,171 | | |
| UNITEDGLOBALCOM | CL A | 91324750 | 2,068,186 | 678,094 | 677,994 | | 100 |
| RADIANT SYSTEMS INC | COM | 75025N10 | 2,067,412 | 279,380 | 279,380 | | |
| AVENTIS | SPONSORED | 05356110 | 2,063,261 | 46,733 | 34,894 | 11,839 | |
| WINSTON HOTELS INC | COM | 97563A10 | 2,058,462 | 310,946 | 310,946 | | |
| Page Total | | | 87,115,993 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| AKAMAI TECHNOLOGIES | COM | 00971T10 | 2,054,523 | 1,457,109 | 1,281,384 | 1,125 | 174,600 |
| PRESSTEK INC | COM | 74111310 | 2,053,600 | 457,372 | 457,372 | | |
| NS GROUP INC | COM | 62891610 | 2,046,805 | 271,100 | 271,100 | | |
| TOWER AUTOMOTIVE INC | COM | 89170710 | 2,040,138 | 860,818 | 860,818 | | |
| GULF ISLAND FABRICAT | COM | 40230710 | 2,039,467 | 114,128 | 114,128 | | |
| PENN ENGR & MFG CORP | COM NON VT | 70738930 | 2,035,215 | 176,668 | 176,668 | | |
| BUCKEYE TECHNOLOGIES | COM | 11825510 | 2,034,900 | 428,400 | 428,400 | | |
| STANLEY FURNITURE IN | COM NEW | 85430520 | 2,033,069 | 94,826 | 94,826 | | |
| PINNACLE ENTMT INC | COM | 72345610 | 2,011,477 | 412,188 | 411,968 | | 220 |
| MACATAWA BK CORP | COM | 55422510 | 2,010,690 | 93,477 | 93,477 | | |
| NORTEL NETWORKS CORP | NOTE 4.25 | 656568AB | 2,007,500 | 2,750,000 | 2,750,000 | | |
| PEAPACK-GLADSTONE FI | COM | 70469910 | 2,006,880 | 80,115 | 80,115 | | |
| SYNTEL INC | COM | 87162H10 | 2,006,102 | 104,648 | 104,648 | | |
| AUDIOVOX CORP | CL A | 05075710 | 2,003,903 | 271,900 | 271,900 | | |
| NEOPHARM INC | COM | 64091910 | 2,003,430 | 174,060 | 174,060 | | |
| MANUGISTICS GROUP IN | COM | 56501110 | 1,998,150 | 876,382 | 868,822 | | 7,560 |
| ELIZABETH ARDEN INC | COM | 28660G10 | 1,997,470 | 202,995 | 202,995 | | |
| EMS TECHNOLOGIES INC | COM | 26873N10 | 1,991,910 | 142,687 | 142,687 | | |
| FALCONSTOR SOFTWARE | COM | 30613710 | 1,987,108 | 516,132 | 516,132 | | |
| CEMEX S A | SPON ADR 5 | 15129088 | 1,979,527 | 113,505 | 113,505 | | |
| CONCURRENT COMPUTER | COM | 20671020 | 1,979,399 | 895,656 | 895,656 | | |
| RACING CHAMPIONS ERT | COM | 75006910 | 1,972,782 | 128,520 | 128,520 | | |
| ABN AMRO HLDG NV | SPONSORED | 00093710 | 1,970,263 | 134,489 | 134,489 | | |
| DATASTREAM SYS INC | COM | 23812410 | 1,967,419 | 288,478 | 288,478 | | |
| ENERGY CONVERSION DE | COM | 29265910 | 1,967,107 | 231,697 | 231,697 | | |
| SUPERIOR FINANCIAL C | COM | 86816110 | 1,963,674 | 106,202 | 106,202 | | |
| MISSION WEST PPTYS I | COM | 60520310 | 1,963,481 | 208,881 | 208,881 | | |
| SHARPER IMAGE CORP | COM | 82001310 | 1,958,443 | 108,501 | 108,501 | | |
| UNIVERSAL ELECTRS IN | COM | 91348310 | 1,956,769 | 202,774 | 202,774 | | |

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|----------------------|------|----------|------------|-----------|-----------|--------|-------|----|
| CHARLES RIVER ASSOCI | COM | 15985210 | 1,952,495 | 114,181 | 114,181 | | | |
| TIME WARNER TELECOM | CL A | 88731910 | 1,944,939 | 600,290 | 599,650 | 540 | | 10 |
| TIER TECHNOLOGIES IN | CL B | 88650Q10 | 1,942,938 | 191,990 | 191,990 | | | |
| LEXICON GENETICS INC | COM | 52887210 | 1,940,297 | 486,290 | 484,590 | | 1,700 | |
| I2 TECHNOLOGIES INC | COM | 46575410 | 1,940,008 | 2,455,707 | 2,395,343 | 60,164 | | 20 |
| ALLOS THERAPEUTICS I | COM | 01977710 | 1,935,328 | 483,832 | 483,832 | | | |
| VITALWORKS INC | COM | 92848310 | 1,928,974 | 502,337 | 502,337 | | | |
| ENTRAVISION COMMUNIC | CL A | 29382R10 | 1,923,339 | 356,174 | 356,174 | | | |
| D & K HEALTHCARE RES | COM | 23286110 | 1,920,355 | 187,718 | 187,518 | | 200 | |
| FIRST CONSULTING GRO | COM | 31986R10 | 1,916,161 | 296,161 | 296,161 | | | |
| PRIVATEBANCORP INC | COM | 74296210 | 1,914,810 | 83,434 | 83,434 | | | |
| FIRST OAK BROOK BANC | COM | 33584720 | 1,911,865 | 62,911 | 62,911 | | | |
| Page Total | | | 81,212,710 | | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------------|
| | | | | | Sole | Shared as Defined | Shar Other |
| INTERPORE INTL | COM | 46062W10 | 1,911,264 | 238,908 | 238,908 | | |
| CITIZENS INC | CL A | 17474010 | 1,907,062 | 315,217 | 315,217 | | |
| BOSTON BEER INC | CL A | 10055710 | 1,906,834 | 151,818 | 137,480 | 14,138 | 20 |
| PLAYBOY ENTERPRISES | CL B | 72811730 | 1,906,737 | 224,322 | 224,322 | | |
| 4 KIDS ENTMT INC | COM | 35086510 | 1,905,605 | 161,492 | 161,472 | | 20 |
| CHILDRENS PL RETAIL | COM | 16890510 | 1,905,162 | 206,858 | 206,858 | | |
| SANTANDER BANCORP | COM | 80280910 | 1,902,878 | 142,431 | 142,431 | | |
| VALUE LINE INC | COM | 92043710 | 1,900,964 | 41,191 | 41,191 | | |
| DEL LABS INC | COM | 24509110 | 1,893,151 | 100,646 | 100,646 | | |
| MTR GAMING GROUP INC | COM | 55376910 | 1,891,406 | 285,280 | 285,280 | | |
| LYON WILLIAM HOMES | COM | 55207410 | 1,890,676 | 74,819 | 74,819 | | |
| CSS INDS INC | COM | 12590610 | 1,888,595 | 58,326 | 58,326 | | |
| AMERICAN NATL BANKSH | COM | 02774510 | 1,887,052 | 76,616 | 76,616 | | |
| LYDALL INC DEL | COM | 55081910 | 1,885,892 | 214,306 | 214,306 | | |
| IXIA | COM | 45071R10 | 1,884,853 | 387,830 | 387,830 | | |
| GENE LOGIC INC | COM | 36868910 | 1,884,524 | 371,701 | 371,601 | | 100 |
| VERINT SYS INC | COM | 92343X10 | 1,884,451 | 111,506 | 111,506 | | |
| TRIZETTO GROUP INC | COM | 89688210 | 1,882,714 | 455,863 | 455,863 | | |
| WOODHEAD INDS INC | COM | 97943810 | 1,881,589 | 157,984 | 157,984 | | |
| ALDERWOODS GROUP INC | COM | 01438310 | 1,879,120 | 537,045 | 537,045 | | |
| NAVIGANT INTL INC | COM | 63935R10 | 1,877,161 | 177,930 | 177,930 | | |
| DEPARTMENT 56 INC | COM | 24950910 | 1,874,559 | 190,892 | 190,892 | | |
| PENNFED FINL SVCS IN | COM | 70816710 | 1,873,876 | 70,846 | 70,846 | | |
| RADISYS CORP | COM | 75045910 | 1,871,304 | 282,248 | 282,248 | | |
| GENERAL CABLE CORP D | COM | 36930010 | 1,864,422 | 503,898 | 503,898 | | |
| IDINE REWARDS NETWOR | COM | 45168A10 | 1,864,206 | 250,229 | 250,229 | | |
| PACIFIC UN BK CALIF | COM | 69502510 | 1,859,819 | 160,745 | 160,745 | | |
| STATE BANCORP INC N. | COM | 85571610 | 1,859,231 | 100,499 | 100,499 | | |
| LLOYDS TSB GROUP PLC | SPONSORED | 53943910 | 1,859,062 | 89,378 | 83,028 | 6,350 | |
| CNA SURETY CORP | COM | 12612L10 | 1,855,424 | 231,928 | 231,928 | | |
| MERCHANTS BANCSHARES | COM | 58844810 | 1,849,113 | 75,351 | 55,421 | | 19,93 |
| VASTERA INC | COM | 92239N10 | 1,848,566 | 485,188 | 485,188 | | |
| MAPICS INC | COM | 56491010 | 1,847,293 | 279,893 | 279,893 | | |
| GLADSTONE CAPITAL CO | COM | 37653510 | 1,845,248 | 114,045 | 114,045 | | |

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|----------------------|-----|----------|------------|---------|---------|--------|
| GLOBAL POWER EQUIPME | COM | 37941P10 | 1,844,925 | 361,750 | 356,050 | 5,700 |
| CONCORD CAMERA CORP | COM | 20615610 | 1,844,802 | 368,224 | 368,224 | |
| 1-800 CONTACTS INC | COM | 68197710 | 1,844,228 | 91,073 | 90,973 | 100 |
| HYPERCOM CORP | COM | 44913M10 | 1,843,387 | 491,570 | 491,570 | |
| AMERICAN MED SEC GRO | COM | 02744P10 | 1,840,717 | 139,027 | 92,032 | 46,995 |
| TRICO BANCSHARES | COM | 89609510 | 1,840,499 | 72,747 | 72,747 | |
| UNITED INDL CORP | COM | 91067110 | 1,834,320 | 147,335 | 147,335 | |
| Page Total | | | 76,822,691 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| SAPIENT CORP | COM | 80306210 | 1,833,022 | 1,198,054 | 1,160,108 | 37,846 | 10 |
| BANK OF THE OZARKS I | COM | 06390410 | 1,829,789 | 65,678 | 65,678 | | |
| ADVANTA CORP | CL B | 00794220 | 1,828,515 | 241,229 | 241,229 | | |
| LAKELAND FINL CORP | COM | 51165610 | 1,828,375 | 73,135 | 73,135 | | |
| PILGRIMS PRIDE CORP | CL B | 72146710 | 1,821,395 | 228,245 | 228,245 | | |
| HUMBOLDT BANCORP | COM | 44506910 | 1,819,942 | 142,183 | 142,183 | | |
| PRIME MED SVCS INC N | COM | 74156D10 | 1,819,498 | 246,879 | 246,879 | | |
| CARDIAC SCIENCE INC | COM NEW | 14141020 | 1,818,612 | 797,637 | 797,637 | | |
| EXACT SCIENCES CORP | COM | 30063P10 | 1,802,363 | 174,817 | 174,617 | 200 | |
| B A S F A G | SPONSORED | 05526250 | 1,797,090 | 48,102 | 48,102 | | |
| SUN BANCORP INC | COM | 86663B10 | 1,792,097 | 122,244 | 122,244 | | |
| MONOLITHIC SYS TECHN | COM | 60984210 | 1,790,264 | 254,299 | 254,299 | | |
| THREE FIVE SYS INC | COM | 88554L10 | 1,789,625 | 350,907 | 350,907 | | |
| DREXLER TECHNOLOGY C | COM | 26187610 | 1,789,430 | 123,409 | 117,059 | 950 | 5,40 |
| EURONET WORLDWIDE IN | COM | 29873610 | 1,783,947 | 222,715 | 220,715 | | 2,00 |
| SPORTS RESORTS INTL | COM | 84918U10 | 1,779,962 | 355,282 | 355,282 | | |
| SALIX PHARMACEUTICAL | COM | 79543510 | 1,773,232 | 261,925 | 261,925 | | |
| IMPAX LABORATORIES I | COM | 45256B10 | 1,770,083 | 394,228 | 394,228 | | |
| L S B BANCSHARES N C | COM | 50215810 | 1,765,842 | 113,195 | 113,195 | | |
| SOUTHWEST WTR CO | COM | 84533110 | 1,764,275 | 141,142 | 140,982 | 160 | |
| LSI INDS INC | COM | 50216C10 | 1,761,654 | 194,658 | 194,658 | | |
| GALYANS TRADING INC | COM | 36458R10 | 1,760,677 | 140,967 | 140,967 | | |
| KOS PHARMACEUTICALS | COM | 50064810 | 1,757,639 | 100,609 | 100,609 | | |
| FIRST LONG IS CORP | COM | 32073410 | 1,756,364 | 50,983 | 50,983 | | |
| COASTAL BANCORP INC | COM | 19041P10 | 1,755,012 | 58,113 | 58,113 | | |
| GERON CORP | COM | 37416310 | 1,752,481 | 331,282 | 331,282 | | |
| SIEMENS A G | SPONSORED | 82619750 | 1,751,946 | 42,585 | 42,585 | | |
| TELECOM ITALIA SPA | SPON ADR O | 87927W10 | 1,749,495 | 25,355 | 25,355 | | |
| PHOENIX TECHNOLOGY L | COM | 71915310 | 1,744,484 | 410,467 | 410,467 | | |
| INSURANCE AUTO AUCTI | COM | 45787510 | 1,744,017 | 158,547 | 158,447 | 100 | |
| ACADIA RLTY TR | COM SH BEN | 00423910 | 1,730,443 | 215,766 | 215,766 | | |
| GRAPHIC PACKAGING IN | COM | 38869010 | 1,729,348 | 314,427 | 314,427 | | |
| KINDER MORGAN MANAGE | SHS | 49455U10 | 1,727,425 | 53,398 | 53,398 | | |
| CENTRAL COAST BANCOR | COM | 15314510 | 1,717,915 | 108,045 | 108,045 | | |
| TYLER TECHNOLOGIES I | COM | 90225210 | 1,717,532 | 486,553 | 486,553 | | |
| CERUS CORP | COM | 15708510 | 1,717,513 | 195,172 | 192,072 | 3,100 | |
| HICKORY TECH CORP | COM | 42906010 | 1,714,815 | 191,151 | 191,151 | | |
| SBS TECHNOLOGIES INC | COM | 78387P10 | 1,714,325 | 236,133 | 236,133 | | |
| HEICO CORP NEW | COM | 42280610 | 1,712,902 | 192,461 | 192,461 | | |

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|----------------------|-----------|----------|------------|---------|---------|
| NATIONAL AUSTRALIA B | SPONSORED | 63252540 | 1,712,869 | 17,861 | 17,861 |
| OMNOVA SOLUTIONS INC | COM | 68212910 | 1,707,498 | 578,813 | 578,813 |
| Page Total | | | 72,433,712 | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| GAMESTOP CORP | CL A | 36466R10 | 1,699,884 | 141,657 | 141,657 | | |
| SHOE CARNIVAL INC | COM | 82488910 | 1,699,876 | 111,687 | 111,687 | | |
| CRYOLIFE INC | COM | 22890310 | 1,692,662 | 247,104 | 241,504 | 5,600 | |
| CENTILLIUM COMMUNICA | COM | 15231910 | 1,689,113 | 417,065 | 417,065 | | |
| SANDERSON FARMS INC | COM | 80001310 | 1,688,014 | 88,055 | 87,855 | | 2 |
| FIRST DEFIANCE FINL | COM | 32006W10 | 1,687,586 | 90,975 | 90,975 | | |
| RESOURCE AMERICA INC | CL A | 76119520 | 1,686,413 | 211,861 | 211,861 | | |
| GART SPORTS CO | COM | 36663010 | 1,684,821 | 88,303 | 88,303 | | |
| AMN HEALTHCARE SERVI | COM | 00174410 | 1,673,582 | 152,421 | 151,621 | 800 | |
| MANTECH INTL CORP | CL A | 56456310 | 1,672,605 | 112,869 | 112,869 | | |
| AMERISTAR CASINOS IN | COM | 03070Q10 | 1,670,926 | 155,870 | 155,870 | | |
| PARTNERS TRUST FINCL | COM | 70213A10 | 1,670,573 | 98,269 | 98,269 | | |
| STILLWATER MNG CO | COM | 86074Q10 | 1,669,737 | 667,895 | 667,795 | | 1 |
| MITSUBISHI TOKYO FIN | SPONSORED | 60681610 | 1,662,278 | 446,849 | 311,446 | 135,403 | |
| BOYDS COLLECTION LTD | COM | 10335410 | 1,656,163 | 306,697 | 306,697 | | |
| CPI CORP | COM | 12590210 | 1,652,082 | 125,825 | 123,525 | 2,300 | |
| QRS CORP | COM | 74726X10 | 1,651,277 | 336,309 | 333,109 | 3,200 | |
| WHITE ELECTR DESIGNS | COM | 96380110 | 1,651,099 | 243,525 | 243,525 | | |
| CRAWFORD & CO | CL B | 22463310 | 1,644,611 | 396,292 | 396,292 | | |
| ARTESYN TECHNOLOGIES | COM | 04312710 | 1,643,120 | 530,039 | 530,039 | | |
| MIDWAY GAMES INC | COM | 59814810 | 1,641,971 | 496,064 | 496,064 | | |
| YARDVILLE NATL BANCO | COM | 98502110 | 1,639,440 | 96,381 | 96,381 | | |
| SYKES ENTERPRISES IN | COM | 87123710 | 1,637,974 | 420,965 | 420,965 | | |
| MONRO MUFFLER BRAKE | COM | 61023610 | 1,637,454 | 77,974 | 77,974 | | |
| INTRADO INC | COM | 46117A10 | 1,634,731 | 206,928 | 206,528 | 400 | |
| UNITIL CORP | COM | 91325910 | 1,632,650 | 65,306 | 64,040 | | 1,2 |
| LEXAR MEDIA INC | COM | 52886P10 | 1,627,729 | 496,259 | 496,259 | | |
| TIVO INC | COM | 88870610 | 1,625,890 | 318,802 | 315,302 | 3,500 | |
| OSI SYSTEMS INC | COM | 67104410 | 1,625,552 | 102,818 | 102,818 | | |
| PENFORD CORP | COM | 70705110 | 1,623,179 | 135,604 | 135,024 | | 5 |
| OPTION CARE INC | COM | 68394810 | 1,620,867 | 191,140 | 191,140 | | |
| ASIAINFO HLDGS INC | COM | 04518A10 | 1,615,997 | 400,992 | 400,992 | | |
| QUIXOTE CORP | COM | 74905610 | 1,614,839 | 102,205 | 102,205 | | |
| ENCORE WIRE CORP | COM | 29256210 | 1,613,223 | 189,791 | 177,491 | 12,300 | |
| DIGIMARC CORP | COM | 25380710 | 1,608,544 | 137,600 | 137,600 | | |
| SOUTHWEST BANCORP IN | COM | 84476710 | 1,606,921 | 70,479 | 70,479 | | |
| AAON INC | COM PAR \$0 | 00036020 | 1,606,918 | 126,529 | 126,529 | | |
| GRAY TELEVISION INC | CL A | 38937520 | 1,605,984 | 151,508 | 151,508 | | |
| LTC PPTYS INC | COM | 50217510 | 1,604,233 | 255,045 | 255,045 | | |
| MATERIAL SCIENCES CO | COM | 57667410 | 1,602,590 | 159,145 | 158,245 | | 9 |
| ENTRUST INC | COM | 29384810 | 1,601,942 | 640,777 | 640,677 | | 1 |
| Page Total | | | 67,475,050 | | | | |

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|---|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| COLLINS & AIKMAN COR | COM NEW | 19483020 | 1,600,368 | 393,211 | 389,911 | 3,300 | |
| KONINKLIJKE PHILIPS | NY REG SH | 50047230 | 1,594,607 | 102,284 | 84,945 | 17,339 | |
| DRIL-QUIP INC | COM | 26203710 | 1,592,828 | 116,520 | 116,520 | | |
| DOVER DOWNS GAMING & WARWICK CMNTY BANCOR | COM | 26009510 | 1,591,963 | 160,967 | 160,967 | | |
| COMPUCREDIT CORP | COM | 93655910 | 1,591,414 | 53,764 | 53,764 | | |
| MANUFACTURERS SVCS L | COM | 20478N10 | 1,590,271 | 253,228 | 253,228 | | |
| SCHNITZER STL INDS | CL A | 56500510 | 1,588,538 | 337,987 | 336,087 | 1,900 | |
| AETHER SYS INC | COM | 80688210 | 1,586,357 | 65,068 | 65,068 | | |
| CORNELL COMPANIES IN | COM | 00808V10 | 1,582,487 | 502,377 | 494,177 | 8,200 | |
| ASSOCIATED ESTATES R | COM | 21914110 | 1,578,922 | 187,967 | 187,667 | 300 | |
| IMMUNOMEDICS INC | COM | 04560410 | 1,578,362 | 286,975 | 286,475 | 500 | |
| SEEBEYOND TECHNOLOGI | COM | 45290710 | 1,575,039 | 592,120 | 592,120 | | |
| INTERPOOL INC | COM | 81570410 | 1,571,739 | 778,089 | 778,089 | | |
| VAIL RESORTS INC | COM | 46062R10 | 1,562,486 | 116,170 | 110,065 | 6,105 | |
| TEPPCO PARTNERS L P | UT LTD PAR | 91879Q10 | 1,561,412 | 140,037 | 140,037 | | |
| TERAYON COMMUNICATIO | COM | 87238410 | 1,561,085 | 49,339 | 46,439 | 500 | 2,400 |
| CAPSTEAD MTG CORP | COM NO PAR | 88077510 | 1,559,208 | 911,818 | 911,818 | | |
| PEC SOLUTIONS INC | COM | 14067E50 | 1,553,996 | 136,196 | 136,146 | | 500 |
| NASH FINCH CO | COM | 70510710 | 1,553,946 | 131,914 | 131,714 | 200 | |
| YOUNG INNOVATIONS IN | COM | 63115810 | 1,553,783 | 184,316 | 184,316 | | |
| VOLT INFORMATION SCI | COM | 98752010 | 1,553,311 | 70,573 | 70,573 | | |
| NEOFORMA COM INC | COM NEW | 92870310 | 1,552,153 | 151,282 | 151,282 | | |
| AAR CORP | COM | 64047550 | 1,546,583 | 122,163 | 122,163 | | |
| OVERLAND STORAGE INC | COM | 00036110 | 1,541,945 | 407,922 | 407,922 | | |
| METRO ONE TELECOMMUN | COM | 69031010 | 1,541,311 | 107,259 | 107,259 | | |
| FINANCIAL INDS CORP | COM | 59163F10 | 1,540,752 | 309,388 | 306,288 | 2,500 | 600 |
| JOHNSON OUTDOORS INC | CL A | 31757410 | 1,540,040 | 106,651 | 106,051 | 600 | |
| C COR NET CORP | COM | 47916710 | 1,539,762 | 173,007 | 173,007 | | |
| THERAGENICS CORP | COM | 12501010 | 1,533,506 | 464,699 | 464,699 | | |
| COVENANT TRANS INC | CL A | 88337510 | 1,528,302 | 441,706 | 441,706 | | |
| FINISAR | COM | 22284P10 | 1,518,090 | 89,352 | 89,352 | | |
| BELL MICROPRODUCTS I | COM | 31787A10 | 1,517,738 | 1,945,819 | 1,945,719 | | 100 |
| CENTURY ALUM CO | COM | 07813710 | 1,516,985 | 296,866 | 296,866 | | |
| TRIPATH IMAGING INC | COM | 15643110 | 1,515,788 | 240,220 | 240,220 | | |
| VIVUS INC | COM | 89694210 | 1,515,082 | 356,490 | 356,490 | | |
| LUFKIN INDS INC | COM | 92855110 | 1,511,616 | 444,593 | 444,593 | | |
| FSI INTL INC | COM | 54976410 | 1,495,461 | 78,092 | 78,092 | | |
| MOLDFLOW CORP | COM | 30263310 | 1,485,344 | 637,487 | 637,487 | | |
| CEPHEID | COM | 60850710 | 1,484,340 | 224,900 | 224,900 | | |
| KINDER MORGAN ENERGY | UT LTD PAR | 15670R10 | 1,481,994 | 353,698 | 353,698 | | |
| Page Total | | 49455010 | 63,469,950 | 40,028 | 9,992 | 19,136 | 10,900 |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| RPC INC | COM | 74966010 | 1,476,581 | 161,375 | 161,375 | | |
| COLUMBIA LABS INC | COM | 19777910 | 1,475,728 | 368,932 | 368,932 | | |
| GUCCI GROUP N V | COM NY REG | 40156610 | 1,475,494 | 15,481 | 15,481 | | |
| CASS INFORMATION SYS | COM | 14808P10 | 1,474,410 | 56,168 | | | 56,168 |
| SUN BANCORP INC | COM | 86663410 | 1,471,132 | 75,404 | 70,704 | 4,700 | |
| SECURE COMPUTING CORP | COM | 81370510 | 1,470,624 | 400,715 | 400,715 | | |
| ZYGO CORP | COM | 98985510 | 1,465,315 | 257,978 | 257,978 | | |
| ULTIMATE ELECTRS INC | COM | 90384910 | 1,462,140 | 183,917 | 183,917 | | |
| LABONE INC NEW | COM | 50540L10 | 1,461,075 | 75,900 | 75,900 | | |
| INTERTAN INC | COM | 46112010 | 1,459,895 | 310,616 | 310,616 | | |
| MRV COMMUNICATIONS I | COM | 55347710 | 1,456,142 | 1,288,622 | 1,288,522 | | |
| DAVE & BUSTERS INC | COM | 23833N10 | 1,453,565 | 160,615 | 160,615 | | |
| SUMMIT BANCSHARES IN | COM | 86601110 | 1,453,043 | 75,996 | 75,996 | | |
| GROUPE DANONE | SPONSORED | 39944910 | 1,451,984 | 57,848 | 57,848 | | |
| COBIZ INC | COM | 19089710 | 1,445,419 | 103,987 | 103,987 | | |
| CEDAR FAIR L P | DEPOSITRY | 15018510 | 1,445,184 | 57,900 | 47,700 | 6,000 | 4,284 |
| CIPHERGEN BIOSYSTEMS | COM | 17252Y10 | 1,444,212 | 256,066 | 255,536 | 530 | |
| WHITEHALL JEWELLERS | COM | 96506310 | 1,444,192 | 169,905 | 169,865 | 40 | |
| ANSWERTHINK INC | COM | 03691610 | 1,443,169 | 655,986 | 655,886 | 100 | |
| INGLES MKTS INC | CL A | 45703010 | 1,438,965 | 150,677 | 150,177 | | 500 |
| FIRST SOUTH BANCORP | COM | 33646W10 | 1,436,886 | 43,861 | 43,861 | | |
| FOMENTO ECONOMICO ME | SPON ADR U | 34441910 | 1,435,068 | 43,134 | 43,134 | | |
| TRANSMETA CORP DEL | COM | 89376R10 | 1,434,902 | 1,434,902 | 1,434,902 | | |
| MASSBANK CORP READ M | COM | 57615210 | 1,430,737 | 51,989 | 51,989 | | |
| CHAMPION ENTERPRISES | COM | 15849610 | 1,428,874 | 776,562 | 776,462 | | |
| LODGENET ENTMT CORP | COM | 54021110 | 1,428,348 | 168,041 | 168,041 | | |
| BUTLER MFG CO DEL | COM | 12365510 | 1,427,144 | 87,021 | 86,281 | 400 | |
| ORTHOLOGIC CORP | COM | 68750J10 | 1,426,748 | 419,632 | 419,632 | | |
| BENTLEY PHARMACEUTIC | COM | 08265710 | 1,424,343 | 177,599 | 177,599 | | |
| NYFIX INC | COM | 67071210 | 1,412,363 | 380,691 | 379,671 | | 1,000 |
| ENERGYSOUTH INC | COM | 29297010 | 1,411,372 | 53,360 | 53,360 | | |
| ONYX PHARMACEUTICALS | COM | 68339910 | 1,410,019 | 169,270 | 169,270 | | |
| SIZELER PPTY INVS IN | COM | 83013710 | 1,407,853 | 151,545 | 151,545 | | |
| TURNSTONE SYSTEMS IN | COM | 90042310 | 1,395,560 | 493,131 | 493,131 | | |
| CARDIODYNAMICS INTL | COM | 14159710 | 1,395,372 | 462,044 | 462,044 | | |
| GRACE W R & CO DEL N | COM | 38388F10 | 1,393,869 | 941,804 | 928,805 | 12,999 | |
| PLUG POWER INC | COM | 72919P10 | 1,393,665 | 275,428 | 275,228 | 200 | |
| NU HORIZONS ELECTRS | COM | 66990810 | 1,391,803 | 283,463 | 283,463 | | |
| MARTHA STEWART LIVIN | CL A | 57308310 | 1,390,215 | 169,332 | 168,732 | 500 | |
| REPUBLIC BANCORP KY | CL A | 76028120 | 1,388,303 | 120,722 | 120,722 | | |
| CHEROKEE INC DEL NEW | COM | 16444H10 | 1,386,840 | 92,456 | 79,656 | | 12,800 |
| Page Total | | | 58,818,553 | | | | |

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| Name of Issuer | Title of Class | Cusip | Fair Market Value | Shares | Investment Discretion | | |
|----------------|----------------|-------|-------------------|--------|-----------------------|-----------|-----------|
| | | | | | Sole | Shared as | Shared as |

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| Issuer | Class | Number | Value | Prin Amt | Defined | Ot |
|----------------------|------------|----------|------------|-----------|-----------|-------|
| AVATAR HLDGS INC | COM | 05349410 | 1,385,187 | 54,236 | 54,236 | |
| COMPUTER HORIZONS CO | COM | 20590810 | 1,383,890 | 449,315 | 449,315 | |
| TWEETER HOME ENTMT G | COM | 90116710 | 1,380,609 | 289,436 | 289,036 | 400 |
| FRANKLIN FINL CORP T | COM NEW | 35352320 | 1,378,104 | 47,325 | 47,325 | |
| WORLD ACCEP CORP DEL | COM | 98141910 | 1,376,784 | 152,976 | 152,976 | |
| RIBAPHARM INC | COM | 76253710 | 1,369,555 | 264,393 | 264,393 | |
| AMERICAN HOME MTG HL | COM | 02660M10 | 1,368,427 | 136,706 | 136,706 | |
| IMCO RECYCLING INC | COM | 44968110 | 1,363,649 | 214,748 | 214,748 | |
| SS&C TECHNOLOGIES IN | COM | 85227Q10 | 1,360,301 | 111,959 | 111,959 | |
| MEDICAL STAFFING NET | COM | 58463F10 | 1,359,895 | 128,292 | 128,292 | |
| PARKVALE FINL CORP | COM | 70149210 | 1,357,554 | 61,707 | 61,707 | |
| STANDARD MTR PRODS I | COM | 85366610 | 1,356,531 | 122,210 | 122,210 | |
| BANCO SANTANDER CENT | ADR | 05964H10 | 1,356,492 | 213,285 | 210,695 | 2,590 |
| MILACRON INC | COM | 59870910 | 1,356,336 | 326,828 | 326,816 | |
| ASTEC INDS INC | COM | 04622410 | 1,355,775 | 233,352 | 233,292 | |
| BANCO BILBAO VIZCAYA | SPONSORED | 05946K10 | 1,355,303 | 162,897 | 162,897 | |
| METRIS COS INC | COM | 59159810 | 1,353,059 | 575,770 | 575,670 | |
| DURA AUTOMOTIVE SYST | CL A | 26590310 | 1,351,677 | 241,371 | 241,371 | |
| DRUGSTORE COM INC | COM | 26224110 | 1,349,056 | 352,234 | 352,234 | |
| ZYMOGENETICS INC | COM | 98985T10 | 1,344,294 | 146,119 | 146,119 | |
| PROVIDENT BANCORP IN | COM | 74383510 | 1,341,994 | 42,603 | 42,603 | |
| INFONET SVCS CORP | CL B | 45666T10 | 1,341,335 | 1,047,918 | 1,047,118 | 800 |
| RENT WAY INC | COM | 76009U10 | 1,340,776 | 372,438 | 372,438 | |
| MATSUSHITA ELEC INDL | ADR | 57687920 | 1,333,972 | 156,386 | 155,116 | 1,270 |
| COASTAL FINL CORP DE | COM | 19046E10 | 1,333,230 | 112,890 | 112,890 | |
| CREDIT ACCEP CORP MI | COM | 22531010 | 1,332,393 | 271,917 | 271,917 | |
| ALLIANCE SEMICONDUCT | COM | 01877H10 | 1,328,016 | 415,005 | 415,005 | |
| APPLICA INC | COM | 03815A10 | 1,326,803 | 271,330 | 271,330 | |
| CLOSURE MED CORP | COM | 18909310 | 1,320,074 | 102,015 | 102,015 | |
| BKF CAP GROUP INC | COM | 05548G10 | 1,318,703 | 81,151 | 81,151 | |
| U S CONCRETE INC | COM | 90333L10 | 1,312,248 | 312,440 | 312,440 | |
| AFTERMARKET TECHNOLO | COM | 00831810 | 1,295,364 | 114,634 | 114,634 | |
| INET TECHNOLOGIES IN | COM | 45662V10 | 1,295,321 | 219,546 | 219,546 | |
| COLE NATIONAL CORP N | CL A | 19329010 | 1,294,506 | 143,834 | 143,834 | |
| GREAT ATLANTIC & PAC | COM | 39006410 | 1,293,499 | 300,116 | 294,316 | 5,800 |
| UNILEVER PLC | SPON ADR N | 90476770 | 1,291,711 | 34,864 | 34,114 | 750 |
| TENNECO AUTOMOTIVE I | COM | 88034910 | 1,289,513 | 570,581 | 570,511 | 20 |
| MOBILE TELESYSTEMS O | SPONSORED | 60740910 | 1,287,517 | 31,296 | 31,296 | |
| EPIX MEDICAL INC | COM | 26881Q10 | 1,287,448 | 160,931 | 160,931 | |
| XICOR INC | COM | 98490310 | 1,285,322 | 316,582 | 316,482 | |
| CALIPER TECHNOLOGIES | COM | 13087610 | 1,282,767 | 366,505 | 365,468 | 1,037 |
| Page Total | | | 54,794,990 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretio | | |
|-------------------|----------------|--------------|-------------------|-----------------|----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| 1 800 FLOWERS COM | CL A | 68243Q10 | 1,282,619 | 190,866 | 190,866 | | |
| ZOMAX INC MINN | COM | 98992910 | 1,281,800 | 442,000 | 442,000 | | |

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|----------------------|------------|----------|------------|-----------|-----------|-------|--------|
| COMPANHIA SIDERURGIC | SPONSORED | 20440W10 | 1,277,894 | 66,557 | 66,557 | | |
| INTERMET CORP | COM | 45881K10 | 1,276,799 | 350,769 | 350,769 | | |
| CANADIAN NATL RY CO | COM | 13637510 | 1,274,241 | 29,772 | 29,772 | | |
| NEOSE TECHNOLOGIES I | COM | 64052210 | 1,269,539 | 178,056 | 177,956 | | |
| MICROTUNE INC DEL | COM | 59514P10 | 1,265,533 | 599,779 | 599,679 | 100 | |
| ROYAL BANCSHARES PA | CL A | 78008110 | 1,264,199 | 64,964 | 64,964 | | |
| ASPEN TECHNOLOGY INC | COM | 04532710 | 1,262,834 | 526,181 | 526,181 | | |
| HORIZON ORGANIC HOLD | COM | 44043T10 | 1,261,273 | 96,872 | 96,872 | | |
| LENDINGTREE INC | COM | 52602Q10 | 1,257,979 | 107,796 | 107,796 | | |
| EMC INS GROUP INC | COM | 26866410 | 1,255,867 | 66,448 | 66,448 | | |
| SPARTAN MTRS INC | COM | 84681910 | 1,254,878 | 143,251 | 143,251 | | |
| WORLD WRESTLING ENTM | CL A | 98156Q10 | 1,250,456 | 163,245 | 162,545 | 700 | |
| CHICAGO MERCANTILE H | CL A | 16776010 | 1,249,396 | 25,948 | 25,948 | | |
| NEWS CORP LTD | ADR NEW | 65248770 | 1,247,292 | 48,158 | 48,158 | | |
| IMMUNOGEN INC | COM | 45253H10 | 1,246,948 | 535,171 | 535,171 | | |
| REPUBLIC BANCSHARES | COM | 75992910 | 1,243,224 | 62,317 | 62,317 | | |
| DAIMLERCHRYSLER AG | ORD | D1668R12 | 1,242,773 | 42,401 | 42,401 | | |
| REX STORES CORP | COM | 76162410 | 1,240,939 | 122,260 | 122,260 | | |
| ROANOKE ELEC STL COR | COM | 76984110 | 1,240,854 | 142,627 | 142,627 | | |
| NN INC | COM | 62933710 | 1,240,223 | 141,902 | 141,902 | | |
| WACKENHUT CORRECTION | COM | 92979810 | 1,239,464 | 126,476 | 126,476 | | |
| SOUNDVIEW TECHNOLOGY | COM | 83611Q10 | 1,236,101 | 965,704 | 965,704 | | |
| QUIDEL CORP | COM | 74838J10 | 1,228,966 | 371,289 | 371,289 | | |
| OPLINK COMMUNICATION | COM | 68375Q10 | 1,218,216 | 1,243,078 | 1,243,078 | | |
| TRANSMONTAIGNE INC | COM | 89393410 | 1,217,881 | 289,283 | 285,783 | 3,500 | |
| ARRAY BIOPHARMA INC | COM | 04269X10 | 1,208,081 | 282,923 | 282,923 | | |
| SHENANDOAH TELECOMMU | COM | 82312B10 | 1,206,206 | 44,232 | 44,232 | | |
| GUILFORD PHARMACEUTI | COM | 40182910 | 1,206,048 | 325,959 | 325,959 | | |
| SIPEX CORP | COM | 82990910 | 1,205,760 | 321,536 | 321,536 | | |
| DYNAMICS RESH CORP | COM | 26805710 | 1,203,557 | 92,156 | 92,156 | | |
| SAUER-DANFOSS INC | COM | 80413710 | 1,201,711 | 151,349 | 151,289 | 60 | |
| LUMINEX CORP DEL | COM | 55027E10 | 1,199,307 | 256,811 | 256,811 | | |
| BUCKEYE PARTNERS L P | UNIT LTD P | 11823010 | 1,196,802 | 33,300 | 23,100 | 9,200 | 1,000 |
| SYNPLICITY INC | COM | 87160Y10 | 1,192,874 | 373,942 | 373,942 | | |
| ASTROPOWER INC | COM | 04644A10 | 1,190,999 | 284,928 | 284,928 | | |
| TASTY BAKING CO | COM | 87655330 | 1,188,602 | 144,073 | 103,873 | 200 | 40,000 |
| KOREA ELECTRIC PWR | SPONSORED | 50063110 | 1,184,758 | 148,466 | 148,466 | | |
| BOSTONFED BANCORP IN | COM | 10117810 | 1,176,261 | 51,455 | 51,305 | 150 | |
| GLAMIS GOLD LTD | COM | 37677510 | 1,170,891 | 113,239 | 113,239 | | |
| Page Total | | | 50,560,045 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| TAYLOR CAP GROUP INC | COM | 87685110 | 1,169,002 | 57,700 | 57,700 | | |
| WATER PIK TECHNOLOGI | COM | 94113U10 | 1,166,690 | 166,670 | 166,555 | 115 | |
| COMFORT SYS USA INC | COM | 19990810 | 1,163,730 | 526,575 | 526,395 | 180 | |
| SIX CONTINENTS PLC | SPONSORED | 83001810 | 1,161,693 | 119,026 | 119,026 | | |
| VANS INC | COM | 92193010 | 1,157,581 | 272,372 | 271,172 | 1,200 | |
| HEALTHTRONICS SURGIC | COM | 42222L10 | 1,152,513 | 141,430 | 141,430 | | |
| POZEN INC | COM | 73941U10 | 1,146,528 | 301,718 | 301,718 | | |

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|----------------------|-------------|----------|------------|-----------|-----------|--------|-----|
| WILLOW GROVE BANCORP | COM | 97111W10 | 1,142,086 | 77,168 | 76,668 | 500 | |
| VESTA INS GROUP INC | COM | 92539110 | 1,141,815 | 509,739 | 509,739 | | |
| DEUTSCHE TELEKOM AG | SPONSORED | 25156610 | 1,139,423 | 103,396 | 103,396 | | |
| PORTAL SOFTWARE INC | COM | 73612610 | 1,131,115 | 1,549,473 | 1,546,953 | 2,420 | 1 |
| VIACOM INC | CL A | 92552410 | 1,131,062 | 30,988 | 30,088 | 900 | |
| PLAINS ALL AMERN PIP | UNIT LTD P | 72650310 | 1,128,871 | 45,519 | 42,769 | 750 | 2,0 |
| BUCA INC | COM | 11776910 | 1,125,404 | 204,619 | 201,659 | 2,960 | |
| KOSAN BIOSCIENCES IN | COM | 50064W10 | 1,124,664 | 252,167 | 252,167 | | |
| COMPUCOM SYS INC | COM | 20478010 | 1,122,411 | 320,689 | 320,689 | | |
| CREDIT SUISSE GROUP | SPONSORED | 22540110 | 1,122,122 | 64,564 | 64,564 | | |
| AMDOCS LTD | ORD | G0260210 | 1,121,735 | 84,468 | 82,268 | 2,200 | |
| CHARLOTTE RUSSE HLDG | COM | 16104810 | 1,121,164 | 138,758 | 138,758 | | |
| NORTHWESTERN CORP | COM | 66807410 | 1,120,950 | 533,786 | 533,786 | | |
| WCI CMNTYS INC | COM | 92923C10 | 1,120,663 | 107,138 | 107,138 | | |
| ROYAL BK CDA MONTREA | COM | 78008710 | 1,120,578 | 28,963 | 28,963 | | |
| PICO HLDGS INC | COM NEW | 69336620 | 1,117,684 | 89,846 | 89,806 | 40 | |
| DYNACQ INTL INC | COM PAR \$. | 26791930 | 1,112,709 | 82,301 | 82,301 | | |
| SUPERGEN INC | COM | 86805910 | 1,108,963 | 397,478 | 397,478 | | |
| LECROY CORP | COM | 52324W10 | 1,107,994 | 113,874 | 113,874 | | |
| CAMINUS CORP | COM | 13376610 | 1,096,279 | 123,316 | 123,016 | 300 | |
| STARRETT L S CO | CL A | 85566810 | 1,092,140 | 78,010 | 75,410 | 2,600 | |
| RMH TELESERVICES INC | COM | 74993810 | 1,090,641 | 167,791 | 167,791 | | |
| SPECIALTY LABORATORI | COM | 84749R10 | 1,087,783 | 129,498 | 129,103 | 395 | |
| ALICO INC | COM | 01623010 | 1,086,642 | 44,847 | 44,847 | | |
| SALTON INC | COM | 79575710 | 1,084,377 | 103,274 | 103,274 | | |
| STEINWAY MUSICAL INS | COM ORD | 85849510 | 1,082,773 | 73,309 | 73,309 | | |
| ARDEN GROUP INC | CL A | 03976210 | 1,078,000 | 20,355 | 20,355 | | |
| SUMMIT AMER TELEVISI | COM | 86600T10 | 1,075,812 | 452,212 | 452,212 | | |
| DEUTSCHE BANK AG NAM | ORD | D1819089 | 1,074,268 | 25,511 | 25,511 | | |
| BIOPURE CORP | CL A | 09065H10 | 1,073,713 | 321,471 | 316,601 | 2,870 | 2,0 |
| OPEN JT STK CO-VIMPE | SPONSORED | 68370R10 | 1,072,984 | 31,101 | 31,101 | | |
| NYMAGIC INC | COM | 62948410 | 1,070,538 | 55,325 | 55,325 | | |
| NASB FINL INC | COM | 62896810 | 1,065,982 | 47,377 | 47,377 | | |
| AMERICAN SUPERCONDU | COM | 03011110 | 1,063,998 | 295,555 | 284,930 | 10,625 | |
| Page Total | | | 45,675,080 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretio | | |
|-----------------------|----------------|--------------|-------------------|-----------------|----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| SEMCO ENERGY INC | COM | 78412D10 | 1,055,809 | 299,946 | 299,946 | | |
| BONE CARE INTL INC | COM | 09807210 | 1,052,749 | 148,066 | 148,066 | | |
| CANTEL MEDICAL CORP | COM | 13809810 | 1,051,711 | 82,358 | 82,358 | | |
| BRITISH SKY BROADCAST | SPONSORED | 11101310 | 1,050,408 | 26,559 | 26,559 | | |
| REDBACK NETWORKS INC | COM | 75720910 | 1,046,955 | 1,805,096 | 1,804,996 | | 1 |
| RESEARCH FRONTIERS I | COM | 76091110 | 1,045,598 | 145,222 | 145,222 | | |
| BE AEROSPACE INC | COM | 07330210 | 1,041,086 | 547,940 | 547,940 | | |
| GOODYS FAMILY CLOTHI | COM | 38258810 | 1,037,394 | 257,418 | 257,418 | | |
| ALTIRIS INC | COM | 02148M10 | 1,031,911 | 82,619 | 82,619 | | |
| MANULIFE FINL CORP | COM | 56501R10 | 1,031,670 | 43,112 | 43,112 | | |
| INTERLAND INC | COM | 45872710 | 1,026,631 | 1,555,502 | 1,555,502 | | |
| SCHAWK INC | CL A | 80637310 | 1,023,456 | 105,511 | 105,511 | | |

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| | | | | | | | |
|----------------------|------------|----------|------------|---------|---------|--|--------|
| WELLSFORD REAL PPTYS | COM NEW | 95024020 | 1,023,035 | 70,457 | 70,457 | | |
| PLATO LEARNING INC | COM | 72764Y10 | 1,022,725 | 228,287 | 228,287 | | |
| MIPS TECHNOLOGIES IN | CL A | 60456710 | 1,020,244 | 560,574 | 560,474 | | 1 |
| INDEVUS PHARMACEUTIC | COM | 45407210 | 1,015,656 | 423,190 | 423,090 | | 1 |
| IRSA INVERSIONES Y R | GLOBL DEP | 45004720 | 1,014,560 | 128,263 | 128,263 | | |
| BANCO SANTANDER CHIL | SP ADR REP | 05965X10 | 1,012,604 | 55,243 | 55,243 | | |
| NORTHWEST PIPE CO | COM | 66774610 | 1,009,372 | 81,401 | 81,401 | | |
| COLDWATER CREEK INC | COM | 19306810 | 1,006,320 | 106,264 | 106,114 | | 150 |
| ISHARES TR | RUSSELL 20 | 46428765 | 1,002,600 | 13,925 | 13,925 | | |
| DUCOMMUN INC DEL | COM | 26414710 | 1,002,527 | 98,287 | 98,287 | | |
| QUAKER FABRIC CORP N | COM | 74739910 | 1,001,176 | 182,032 | 182,032 | | |
| ULTICOM INC | COM | 90384410 | 1,000,576 | 155,853 | 155,853 | | |
| VIRAGE LOGIC CORP | COM | 92763R10 | 997,325 | 159,572 | 159,572 | | |
| CROWN MEDIA HLDGS IN | CL A | 22841110 | 997,315 | 362,660 | 362,580 | | |
| W P CAREY & CO LLC | COM | 92930Y10 | 989,375 | 39,575 | 30,426 | | 9,1 |
| DREW INDS INC | COM NEW | 26168L20 | 986,185 | 64,838 | 64,838 | | |
| FINLAY ENTERPRISES I | COM NEW | 31788420 | 984,935 | 77,799 | 77,799 | | |
| POMEROY COMPUTER RES | COM | 73182210 | 984,254 | 141,213 | 141,213 | | |
| FUJI PHOTO FILM LTD | ADR | 35958630 | 980,609 | 32,342 | 32,342 | | |
| NATIONAL HEALTH REAL | COM | 63590510 | 978,860 | 73,488 | 73,488 | | |
| ISHARES TR | S&P SMLCAP | 46428780 | 978,836 | 10,700 | 10,700 | | |
| TORONTO DOMINION BK | COM NEW | 89116050 | 978,740 | 44,167 | 44,167 | | |
| SEMITOOL INC | COM | 81690910 | 978,651 | 239,279 | 239,279 | | |
| LA JOLLA PHARMACEUTI | COM | 50345910 | 968,797 | 573,253 | 573,253 | | |
| PAXSON COMMUNICATION | COM | 70423110 | 967,920 | 444,000 | 444,000 | | |
| COMPUTER PROGRAMS & | COM | 20530610 | 966,059 | 39,431 | 39,431 | | |
| NELSON THOMAS INC | COM | 64037610 | 965,212 | 113,421 | 113,381 | | |
| RAINDANCE COMM | COM | 75086X10 | 964,130 | 573,887 | 542,487 | | 31,400 |
| INTERCEPT INC | COM | 45845L10 | 963,503 | 234,429 | 230,829 | | 3,500 |
| Page Total | | | 41,257,479 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| SPEECHWORKS INTL INC | COM | 84764M10 | 963,349 | 415,237 | 415,202 | | 35 |
| CHARTER COMMUNICATIO | CL A | 16117M10 | 961,843 | 1,158,847 | 1,156,552 | | 2,295 |
| MOTHERS WK INC | COM | 61990310 | 961,265 | 43,398 | 43,398 | | |
| HARVARD BIOSCIENCE I | COM | 41690610 | 959,801 | 255,947 | 255,947 | | |
| CHICAGO PIZZA & BREW | COM | 16788910 | 958,924 | 136,599 | 136,599 | | |
| BT GROUP PLC | ADR | 05577E10 | 958,782 | 37,688 | 37,688 | | |
| DECODE GENETICS INC | COM | 24358610 | 956,405 | 516,976 | 516,976 | | |
| PRINCETON REVIEW INC | COM | 74235210 | 954,216 | 231,606 | 226,991 | | 4,6 |
| WESTPAC BKG CORP | SPONSORED | 96121430 | 949,064 | 20,997 | 20,997 | | |
| OREGON STL MLS INC | COM | 68607910 | 947,623 | 403,244 | 403,244 | | |
| PROXIM CORP | CL A | 74428310 | 936,702 | 1,561,170 | 1,561,170 | | |
| SYNAPTICS INC | COM | 87157D10 | 928,980 | 123,864 | 123,864 | | |
| ACME COMMUNICATION I | COM | 00463110 | 928,741 | 143,991 | 141,291 | | 2,700 |
| INTEGRATED SILICON S | COM | 45812P10 | 919,087 | 391,101 | 390,886 | | 215 |
| COMPANIA DE TELECOMU | SPON ADR N | 20444930 | 917,705 | 97,421 | 97,421 | | |
| WILLIS GROUP HOLDING | SHS | G9665510 | 916,316 | 33,080 | 33,000 | | 80 |
| MAPINFO CORP | COM | 56510510 | 911,152 | 235,440 | 235,440 | | |

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|----------------------|-------------|----------|------------|---------|---------|-------|
| WESCO INTL INC | COM | 95082P10 | 910,304 | 260,087 | 260,087 | |
| ANADIGICS INC | COM | 03251510 | 909,687 | 429,098 | 429,098 | |
| BIORELIANCE CORP | COM | 09095110 | 903,074 | 46,743 | 46,743 | |
| ACCENTURE LTD BERMUD | CL A | G1150G11 | 898,860 | 57,991 | 57,991 | |
| P A M TRANSN SVCS IN | COM | 69314910 | 887,452 | 40,560 | 40,560 | |
| APAC CUSTOMER SERVIC | COM | 00185E10 | 885,214 | 381,558 | 381,558 | |
| IXYS CORP | COM | 46600W10 | 884,144 | 167,135 | 166,935 | 200 |
| MODTECH HLDGS INC | COM | 60783C10 | 883,885 | 126,995 | 126,995 | |
| HEXCEL CORP NEW | COM | 42829110 | 881,270 | 302,842 | 302,842 | |
| MATRIA HEALTHCARE IN | COM NEW | 57681720 | 880,776 | 90,336 | 90,336 | |
| CHECKERS DRIVE-IN RE | COM NEW | 16280930 | 876,418 | 154,299 | 154,299 | |
| ACTUATE CORP | COM | 00508B10 | 875,165 | 630,069 | 629,969 | |
| NASTECH PHARMACEUTIC | COM PAR \$0 | 63172840 | 871,267 | 102,502 | 102,502 | |
| PRICESMART INC | COM | 74151110 | 870,454 | 58,459 | 58,459 | |
| NETSCOUT SYS INC | COM | 64115T10 | 867,577 | 305,485 | 305,485 | |
| MESTEK INC | COM | 59082910 | 867,220 | 47,415 | 38,415 | 9,0 |
| KFORCE INC | COM | 49373210 | 865,098 | 320,407 | 320,407 | |
| SELECT SECTOR SPDR T | SBI CONS S | 81369Y30 | 864,804 | 46,570 | 46,570 | |
| KYPHON INC | COM | 50157710 | 862,812 | 98,259 | 98,259 | |
| INFORTE CORP | COM | 45677R10 | 862,334 | 145,911 | 141,611 | 4,300 |
| MARINE PRODS CORP | COM | 56842710 | 859,282 | 92,396 | 92,396 | |
| WILSONS THE LEATHER | COM | 97246310 | 850,522 | 213,699 | 213,699 | |
| MASTEC INC | COM | 57632310 | 844,841 | 375,485 | 375,485 | |
| NEUROGEN CORP | COM | 64124E10 | 843,118 | 231,626 | 231,626 | |
| Page Total | | | 37,035,533 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| MARINEMAX INC | COM | 56790810 | 839,743 | 93,098 | 93,098 | | |
| WESTFIELD FINANCIAL | COM | 96008D10 | 838,222 | 54,430 | 54,430 | | |
| ALLIANZ AKTIENGESELL | SP ADR 1/1 | 01880510 | 836,906 | 169,072 | 103,640 | 65,432 | |
| EMPRESA NACIONAL DE | SPONSORED | 29244T10 | 832,838 | 118,638 | 118,638 | | |
| MIDAS GROUP INC | COM | 59562610 | 832,608 | 114,056 | 110,156 | 3,900 | |
| ESCALADE INC | COM | 29605610 | 832,297 | 60,885 | 60,885 | | |
| SITEL CORP | COM | 82980K10 | 830,942 | 791,374 | 791,374 | | |
| ALLSCRIPTS HEALTHCAR | COM | 01988P10 | 828,467 | 301,261 | 301,261 | | |
| MESABA HLDGS INC | COM | 59066B10 | 826,541 | 149,492 | 149,492 | | |
| NETRO CORP | COM | 64114R10 | 825,668 | 306,940 | 306,840 | 100 | |
| EUNIVERSE INC | COM | 29841210 | 824,834 | 162,050 | 162,050 | | |
| TERRA INDS INC | COM | 88091510 | 824,108 | 605,962 | 605,962 | | |
| STORAGENETWORKS INC | COM | 86211E10 | 822,612 | 914,014 | 910,753 | 3,261 | |
| HORIZON OFFSHORE INC | COM | 44043J10 | 822,585 | 241,937 | 241,937 | | |
| BANC CORP | COM | 05944B10 | 820,884 | 166,508 | 166,508 | | |
| FIRST HORIZON PHARMA | COM | 32051K10 | 816,987 | 322,920 | 322,920 | | |
| PROTON ENERGY SYS IN | COM | 74371K10 | 816,764 | 332,018 | 332,018 | | |
| VICAL INC | COM | 92560210 | 816,081 | 312,675 | 312,675 | | |
| MEDIS TECHNOLOGIES L | COM | 58500P10 | 815,032 | 159,186 | 159,186 | | |
| CAPSTONE TURBINE COR | COM | 14067D10 | 812,840 | 1,128,945 | 1,126,785 | 2,100 | |
| BEBE STORES INC | COM | 07557110 | 810,247 | 68,665 | 68,665 | | |
| ASBURY AUTOMOTIVE GR | COM | 04343610 | 809,064 | 101,133 | 101,133 | | |

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|----------------------|------------|----------|------------|-----------|-----------|-------|-----|
| CHAMPS ENTMT INC DEL | COM | 15878710 | 806,322 | 96,450 | 96,450 | | |
| BEASLEY BROADCAST GR | CL A | 07401410 | 805,512 | 82,957 | 82,957 | | |
| COVANSYS CORP | COM | 22281W10 | 805,060 | 339,688 | 339,688 | | |
| MERIX CORP | COM | 59004910 | 802,232 | 200,558 | 200,058 | 500 | |
| NUANCE COMMUNICATION | COM | 66996710 | 799,979 | 366,963 | 362,388 | 4,475 | 1 |
| GENERAL BINDING CORP | COM | 36915410 | 797,986 | 101,011 | 101,011 | | |
| FPIC INS GROUP INC | COM | 30256310 | 795,909 | 107,121 | 107,121 | | |
| PDI INC | COM | 69329V10 | 785,924 | 106,206 | 106,206 | | |
| MAGNETEK INC | COM | 55942410 | 783,645 | 326,519 | 326,519 | | |
| MICROSTRATEGY INC | NOTE 7.50 | 594972AA | 775,250 | 1,107,574 | 1,107,574 | | |
| GREEN MOUNTAIN PWR C | COM | 39315410 | 771,941 | 38,196 | 37,916 | | 2 |
| INFOSYS TECHNOLOGIES | SPONSORED | 45678810 | 771,292 | 12,572 | 12,572 | | |
| GALLAHER GROUP PLC | SPONSORED | 36359510 | 769,992 | 20,099 | 20,099 | | |
| PARTNERRE LTD | COM | G6852T10 | 766,965 | 15,263 | 15,263 | | |
| LAWSON SOFTWARE INC | COM | 52078010 | 764,834 | 164,835 | 164,835 | | |
| VOTORANTIM CELULOSE | SPONSORED | 92906P10 | 763,873 | 40,827 | 40,827 | | |
| ALAMO GROUP INC | COM | 01131110 | 763,415 | 65,473 | 65,473 | | |
| BG PLC | ADR FIN IN | 05543420 | 762,946 | 39,613 | 39,613 | | |
| NETRATINGS INC | COM | 64116M10 | 761,858 | 117,209 | 113,009 | | 4,2 |
| Page Total | | | 32,991,205 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| DOVER MOTORSPORTS IN | COM | 26017410 | 761,320 | 239,409 | 239,409 | | |
| TENARIS S A | SPONSORED | 88031M10 | 761,217 | 34,538 | 34,538 | | |
| TRICO MARINE SERVICE | COM | 89610610 | 755,808 | 291,818 | 291,818 | | |
| RICHARDSON ELECTRS L | COM | 76316510 | 747,756 | 90,189 | 90,189 | | |
| MAIL-WELL INC | COM | 56032120 | 746,583 | 367,775 | 367,775 | | |
| TTM TECHNOLOGIES IN | COM | 87305R10 | 745,448 | 216,700 | 216,700 | | |
| ARQULE INC | COM | 04269E10 | 742,149 | 307,946 | 305,246 | 2,700 | |
| AMBASSADORS GROUP IN | COM | 02317710 | 741,117 | 61,300 | 61,200 | | 1 |
| TEXAS BIOTECHNOLOGY | COM | 88221T10 | 739,006 | 595,973 | 595,973 | | |
| SIRIUS SATELLITE RAD | COM | 82966U10 | 735,829 | 1,007,985 | 1,007,785 | 100 | 1 |
| IGATE CORP | COM | 45169U10 | 734,025 | 255,758 | 255,758 | | |
| MILLEA HOLDINGS INC | ADR | 60032R10 | 731,850 | 23,800 | 23,800 | | |
| SEQUENOM INC | COM | 81733710 | 731,158 | 395,221 | 395,221 | | |
| LANNET INC | COM | 51601210 | 727,288 | 65,818 | 65,818 | | |
| AMERCO | COM | 02358610 | 726,919 | 179,886 | 179,306 | 580 | |
| BENIHANA INC | CL A | 08204720 | 726,901 | 70,573 | 70,573 | | |
| OPNET TECHNOLOGIES I | COM | 68375710 | 725,497 | 132,632 | 132,632 | | |
| PEREGRINE PHARMACEUT | COM | 71366110 | 723,353 | 1,446,706 | 1,446,706 | | |
| ILLUMINA INC | COM | 45232710 | 721,805 | 319,383 | 319,383 | | |
| REMEDYTEMP INC | CL A | 75954910 | 721,631 | 59,986 | 59,986 | | |
| CELLTECH GROUP PLC | SPONSORED | 15115810 | 720,979 | 83,158 | 21,142 | 62,016 | |
| AVIGEN INC | COM | 05369010 | 720,352 | 246,696 | 246,696 | | |
| ARCH CAP GROUP LTD | ORD | G0450A10 | 718,225 | 21,156 | 21,156 | | |
| EXPLORATION CO | COM NEW | 30213320 | 717,951 | 238,522 | 238,522 | | |
| UAL CORP | COM PAR \$0 | 90254950 | 715,655 | 851,971 | 843,963 | 8,008 | |
| EMBARCADERO TECHNOLO | COM | 29078710 | 713,324 | 112,850 | 112,850 | | |
| HEALTH EXTRAS INC | COM | 42221110 | 713,316 | 185,277 | 185,277 | | |

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|----------------------|------------|----------|------------|---------|---------|-------|-----|
| SAP AKTIENGESELLSCHA | SPONSORED | 80305420 | 712,877 | 37,599 | 33,909 | 3,690 | |
| MAUI LD & PINEAPPLE | COM | 57734510 | 705,493 | 35,903 | 33,903 | | 2,0 |
| AEGON N V | ORD AMER R | 00792410 | 705,321 | 93,420 | 93,420 | | |
| AUSTRALIA&NEW ZEALAN | SPONSORED | 05252830 | 704,663 | 13,059 | 13,059 | | |
| TECHNICAL OLYMPIC US | COM | 87848310 | 700,775 | 40,981 | 40,981 | | |
| AVANIR PHARMACEUTICA | CL A | 05348P10 | 696,211 | 656,803 | 656,803 | | |
| BAKER MICHAEL CORP | COM | 05714910 | 694,763 | 80,599 | 80,599 | | |
| INDEPENDENCE HLDG CO | COM NEW | 45344030 | 693,741 | 36,076 | 36,076 | | |
| TRITON PCS HLDGS INC | CL A | 89677M10 | 687,464 | 312,484 | 312,284 | 100 | 1 |
| PETROLEUM HELICOPTER | COM VTG | 71660410 | 685,959 | 25,944 | 25,944 | | |
| REPSOL YPF S A | SPONSORED | 76026T20 | 684,634 | 47,743 | 47,743 | | |
| EMBEX INC | COM | 29081710 | 684,527 | 86,649 | 86,649 | | |
| FRESH DEL MONTE PROD | ORD | G3673810 | 683,215 | 44,801 | 44,151 | 650 | |
| PARTY CITY CORP | COM | 70214510 | 682,024 | 85,253 | 85,252 | 1 | |
| Page Total | | | 29,488,129 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| ABIOMED INC | COM | 00365410 | 682,004 | 174,873 | 174,773 | 100 | |
| FACTORY 2-U INC | COM | 30307210 | 681,800 | 170,450 | 170,450 | | |
| BRUKER DALTONICS INC | COM | 11679510 | 681,726 | 227,926 | 222,126 | 5,800 | |
| PARKERVISION INC | COM | 70135410 | 680,121 | 120,589 | 120,589 | | |
| BAYER A G | SPONSORED | 07273030 | 676,098 | 49,531 | 49,311 | 220 | |
| IMPERIAL OIL LTD | COM NEW | 45303840 | 669,056 | 20,804 | 20,804 | | |
| HITACHI LIMITED | ADR 10 COM | 43357850 | 665,002 | 18,919 | 18,919 | | |
| VIVENDI UNIVERSAL | SPON ADR N | 92851S20 | 664,050 | 49,556 | 49,556 | | |
| TAIWAN SEMICONDUCTOR | SPONSORED | 87403910 | 661,927 | 96,773 | 96,773 | | |
| K V PHARMACEUTICAL C | CL B CONV | 48274010 | 661,361 | 36,499 | 36,499 | | |
| CARMIKE CINEMAS INC | COM | 14343640 | 659,909 | 34,281 | 34,281 | | |
| COCA-COLA FEMSA S A | SPON ADR R | 19124110 | 657,010 | 38,332 | 38,332 | | |
| SYNGENTA AG | SPONSORED | 87160A10 | 656,238 | 71,720 | 71,711 | 9 | |
| NET2PHONE | COM | 64108N10 | 651,616 | 193,358 | 193,358 | | |
| MERIDIAN GOLD INC | COM | 58997510 | 649,016 | 68,679 | 68,679 | | |
| AVANEX CORP | COM | 05348W10 | 647,274 | 829,839 | 829,651 | 188 | |
| NATIONAL BEVERAGE CO | COM | 63501710 | 645,875 | 46,233 | 46,233 | | |
| RESTORATION HARDWARE | COM | 76098110 | 643,526 | 256,385 | 256,385 | | |
| SYNTROLEUM CORP | COM | 87163010 | 642,420 | 249,969 | 249,969 | | |
| NOVO-NORDISK A S | ADR | 67010020 | 638,859 | 19,377 | 19,377 | | |
| ADE CORP MASS | COM | 00089C10 | 638,125 | 107,248 | 107,248 | | |
| MAGNA INTL INC | CL A | 55922240 | 636,247 | 12,170 | 12,170 | | |
| SEAGATE TECHNOLOGY | SHS | G7945J10 | 634,597 | 61,492 | 61,492 | | |
| KENDLE INTERNATIONAL | COM | 48880L10 | 632,245 | 187,610 | 187,610 | | |
| RADIOLOGIX INC | COM | 75040K10 | 631,263 | 279,320 | 279,320 | | |
| CDN IMPERIAL BK OF C | COM | 13606910 | 629,712 | 19,605 | 19,605 | | |
| SANCHEZ COMPUTER ASS | COM | 79970210 | 626,766 | 152,498 | 152,378 | 120 | |
| RES-CARE INC | COM | 76094310 | 625,563 | 214,234 | 214,234 | | |
| DIGITAS INC | COM | 25388K10 | 624,904 | 193,469 | 161,269 | 30,200 | 2,0 |
| MAGYAR TAVKOZLESI RT | SPONSORED | 55977610 | 623,897 | 37,181 | 37,181 | | |
| CTI MOLECULAR IMAGIN | COM | 22943D10 | 621,633 | 31,716 | 31,716 | | |
| INFORMATION RES INC | COM | 45690510 | 620,647 | 484,881 | 484,881 | | |

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|----------------------|------------|----------|------------|---------|---------|--------|---|
| GENZYME CORP | COM BIOSUR | 37291770 | 617,373 | 522,755 | 522,360 | 1 | 3 |
| ON SEMICONDUCTOR COR | COM | 68218910 | 612,684 | 482,429 | 482,429 | | |
| ITO YOKADO LTD | ADR NEW | 46571430 | 610,825 | 22,775 | 22,775 | | |
| MCMORAN EXPLORATION | COM | 58241110 | 610,303 | 51,157 | 50,874 | | 2 |
| TRANS WORLD ENTMT CO | COM | 89336Q10 | 606,629 | 263,752 | 245,585 | 18,167 | |
| Q MED | COM | 74791410 | 605,465 | 88,648 | 88,648 | | |
| SCOTTISH PWR PLC | SPON ADR F | 81013T70 | 603,324 | 25,149 | 25,149 | | |
| VIRBAC CORP | COM | 92764910 | 602,539 | 115,429 | 115,429 | | |
| NATCO GROUP INC | CL A | 63227W20 | 601,685 | 106,493 | 106,493 | | |
| Page Total | | | 26,231,314 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| SCM MICROSYSTEMS INC | COM | 78401810 | 600,247 | 240,099 | 240,099 | | |
| DURECT CORP | COM | 26660510 | 599,510 | 428,222 | 428,222 | | |
| ENBRIDGE ENERGY MANA | SHS UNITS | 29250X10 | 599,308 | 15,058 | 15,058 | | |
| CARREKER CORP | COM | 14443310 | 598,095 | 291,754 | 291,754 | | |
| MEDCATH CORP | COM | 58404W10 | 597,976 | 115,887 | 115,887 | | |
| INFINEON TECHNOLOGIE | SPONSORED | 45662N10 | 596,300 | 89,000 | 89,000 | | |
| PRUDENTIAL PLC | ADR | 74435K20 | 595,392 | 59,243 | 59,243 | | |
| ALLIANCE IMAGING INC | COM NEW | 01860620 | 585,788 | 186,557 | 186,557 | | |
| NORSK HYDRO A S | SPONSORED | 65653160 | 585,046 | 15,400 | 15,400 | | |
| EDP-ELETRICIDADE DE | SPONSORED | 26835310 | 582,387 | 33,664 | 33,664 | | |
| APHTON CORP | COM | 03759P10 | 581,767 | 232,707 | 232,707 | | |
| MONTEREY PASTA CO | COM | 61257010 | 579,405 | 193,135 | 193,135 | | |
| SANGAMO BIOSCIENCES | COM | 80067710 | 576,347 | 200,818 | 200,818 | | |
| INNKEEPERS USA TR | PFD CV A 8 | 4576J030 | 570,400 | 24,800 | | 400 | 24,4 |
| ARIAD PHARMACEUTICAL | COM | 04033A10 | 566,405 | 446,340 | 446,340 | | |
| NORTEL NETWORKS CORP | COM | 65656810 | 565,824 | 272,031 | 272,031 | | |
| U S XPRESS ENTERPRIS | CL A | 90338N10 | 564,478 | 73,119 | 73,119 | | |
| ALLIED IRISH BKS P L | SPON ADR O | 01922840 | 563,614 | 20,510 | 20,510 | | |
| SK TELECOM LTD | SPONSORED | 78440P10 | 562,669 | 41,312 | 41,312 | | |
| NASSDA CORP | COM | 63172M10 | 561,151 | 85,023 | 85,023 | | |
| FRANCE TELECOM | SPONSORED | 35177Q10 | 556,427 | 24,394 | 24,394 | | |
| VIRCO MFG CO | COM | 92765110 | 555,948 | 57,671 | 57,671 | | |
| PETROQUEST ENERGY IN | COM | 71674810 | 552,059 | 365,602 | 365,602 | | |
| KYOCERA CORP | ADR | 50155620 | 548,745 | 11,133 | 11,133 | | |
| VITRIA TECHNOLOGY | COM | 92849Q10 | 545,403 | 802,064 | 802,064 | | |
| FLEMING COS INC | COM | 33913010 | 544,624 | 1,089,248 | 1,089,248 | | |
| WITNESS SYS INC | COM | 97742410 | 544,140 | 170,577 | 170,577 | | |
| NATIONAL GRID TRANSC | SPONSORED | 63627410 | 543,844 | 17,686 | 17,657 | 29 | |
| P C CONNECTION | COM | 69318J10 | 538,571 | 102,585 | 102,585 | | |
| CASTLE A M & CO | COM | 14841110 | 538,369 | 113,341 | 113,341 | | |
| ANSOFT CORP | COM | 03638410 | 538,308 | 71,498 | 9,400 | 5,541 | 56,5 |
| BARRICK GOLD CORP | COM | 06790110 | 532,587 | 34,228 | 33,921 | 307 | |
| OMNICELL INC | COM | 68213N10 | 532,046 | 160,739 | 160,739 | | |
| ONYX SOFTWARE CORP | COM | 68340210 | 531,556 | 604,041 | 604,041 | | |
| ENESCO GROUP INC | COM | 29297310 | 529,031 | 73,784 | 73,784 | | |
| CADBURY SCHWEPPE PL | ADR | 12720930 | 527,408 | 24,271 | 24,271 | | |
| IRELAND BK | SPONSORED | 46267Q10 | 524,224 | 12,326 | 12,326 | | |

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|----------------------|-----------|----------|------------|---------|---------|
| ADVANTA CORP | CL A | 00794210 | 524,175 | 76,746 | 76,746 |
| APPLIED MOLECULAR EV | COM | 03823E10 | 514,491 | 185,737 | 185,737 |
| AMERSHAM PLC | SPONSORED | 03071910 | 508,626 | 15,626 | 15,626 |
| PRICE LEGACY CORP | COM | 74144P10 | 507,592 | 199,056 | 199,056 |
| Page Total | | | 22,870,283 | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |
| NEWHALL LAND & FARMI | DEPOSITARY | 65142610 | 505,818 | 17,400 | 17,400 | | |
| HOMESTORE INC | COM | 43785210 | 505,671 | 902,984 | 902,784 | 100 | 100 |
| CHAMPIONSHIP AUTO RA | COM | 15871110 | 505,248 | 138,046 | 138,046 | | |
| AKZO NOBEL NV | SPONSORED | 01019930 | 502,513 | 25,063 | 25,063 | | |
| ULTRA PETE CORP | COM | 90391410 | 502,338 | 56,890 | 56,890 | | |
| DISCOVERY PARTNERS I | COM | 25467510 | 499,774 | 181,736 | 181,612 | 124 | |
| I-MANY INC | COM | 44973Q10 | 499,353 | 665,805 | 578,305 | 87,500 | |
| MATTSON TECHNOLOGY I | COM | 57722310 | 498,927 | 274,136 | 274,136 | | |
| CALIFORNIA FIRST NTN | COM | 13022210 | 498,902 | 48,912 | 48,912 | | |
| 3-D SYS CORP DEL | COM NEW | 88554D20 | 498,223 | 106,915 | 106,915 | | |
| SMART & FINAL INC | COM | 83168310 | 497,267 | 150,687 | 150,227 | 460 | |
| CATAPULT COMMUNICATI | COM | 14901610 | 496,284 | 78,155 | 78,155 | | |
| OMEGA HEALTHCARE INV | COM | 68193610 | 491,503 | 213,697 | 213,697 | | |
| RCN CORP | COM | 74936110 | 490,940 | 681,862 | 681,862 | | |
| UPM KYMMENE CORP | SPONSORED | 91543610 | 490,064 | 36,986 | 36,986 | | |
| UROLOGIX INC | COM | 91727310 | 489,436 | 227,645 | 227,645 | | |
| WILLIAMS ENERGY PART | COM UNIT R | 96949110 | 487,080 | 13,200 | 13,000 | | 20 |
| INFOSPACE INC | COM NEW | 45678T20 | 486,570 | 44,928 | 44,910 | | 1 |
| SYPRIS SOLUTIONS INC | COM | 87165510 | 484,973 | 61,623 | 61,623 | | |
| DIAMONDCLUSTER INTL | CL A | 25278P10 | 479,942 | 342,816 | 341,816 | | 1,000 |
| TELE2 AB | SPON ADR R | 87952P20 | 478,877 | 16,151 | 16,151 | | |
| PETRO-CDA | COM | 71644E10 | 478,233 | 14,008 | 14,008 | | |
| LIFECORE BIOMEDICAL | COM | 53218710 | 477,470 | 131,898 | 131,898 | | |
| NORTHWAY FINL INC | COM | 66727010 | 477,015 | 16,500 | | 16,500 | |
| GUESS INC | COM | 40161710 | 476,602 | 133,877 | 133,877 | | |
| EMCORE CORP | COM | 29084610 | 473,330 | 286,867 | 286,867 | | |
| VERIDIAN CORP DEL | COM | 92342R20 | 466,635 | 23,449 | 23,449 | | |
| MOLEX INC | CL A | 60855420 | 464,379 | 25,238 | 20,519 | 4,469 | 25 |
| GSI COMMERCE INC | COM | 36238G10 | 460,928 | 272,739 | 272,739 | | |
| CENTER FINL CORP CAL | COM | 15146E10 | 460,833 | 30,179 | | | 30,179 |
| PROXYMED PHARMACY IN | COM NEW | 74429030 | 459,225 | 61,230 | 61,230 | | |
| METASOLV INC | COM | 59139P10 | 458,527 | 322,907 | 322,907 | | |
| ACTIVE POWER INC | COM | 00504W10 | 458,438 | 413,008 | 413,008 | | |
| SOMERA COMMUNICATION | COM | 83445810 | 456,303 | 490,649 | 490,649 | | |
| KUBOTA CORP | ADR | 50117320 | 455,840 | 35,200 | 35,200 | | |
| MERIDIAN RESOURCE CO | COM | 58977Q10 | 453,272 | 394,150 | 394,150 | | |
| WILTEL COMMUNICATNS | COM | 97248710 | 452,340 | 35,900 | 35,900 | | |
| PLACER DOME INC | COM | 72590610 | 452,201 | 46,143 | 46,143 | | |
| CULP INC | COM | 23021510 | 451,343 | 101,198 | 101,198 | | |
| RITA MED SYS INC DEL | COM | 76774E10 | 449,416 | 105,745 | 105,745 | | |
| PLX TECHNOLOGY INC | COM | 69341710 | 448,030 | 188,248 | 188,248 | | |
| Page Total | | | 19,620,063 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------------|
| | | | | | Sole | Shared as Defined | Share Othe |
| WYNN RESORTS LTD | COM | 98313410 | 447,708 | 29,072 | 29,072 | | |
| SEATTLE GENETICS INC | COM | 81257810 | 446,150 | 187,458 | 184,603 | | 2,8 |
| ITXC CORP | COM | 45069F10 | 443,703 | 316,705 | 316,705 | | |
| AEP INDS INC | COM | 00103110 | 439,627 | 50,824 | 50,824 | | |
| LADISH INC | COM NEW | 50575420 | 438,587 | 98,559 | 98,559 | | |
| DAISYTEK INTL CORP | COM | 23405310 | 435,042 | 232,643 | 232,603 | | |
| DHB INDS INC | COM | 23321E10 | 434,664 | 195,795 | 195,795 | | |
| OVERSTOCK COM INC DE | COM | 69037010 | 432,656 | 44,375 | 44,375 | | |
| LIQUIDMETAL TECHNOLO | COM | 53634X10 | 431,562 | 79,624 | 79,624 | | |
| ICT GROUP INC | COM | 44929Y10 | 429,155 | 44,426 | 44,426 | | |
| TRIPOS INC | COM | 89692810 | 427,280 | 84,610 | 84,610 | | |
| GAIAM INC | CL A | 36268Q10 | 427,017 | 79,519 | 79,519 | | |
| HEWITT ASSOCS INC | COM | 42822Q10 | 426,300 | 14,500 | 14,500 | | |
| QUOVADX INC | COM | 74913K10 | 425,680 | 220,560 | 220,560 | | |
| HUGOTON RTY TR TEX | UNIT BEN I | 44471710 | 424,897 | 30,415 | 30,415 | | |
| NIC INC | COM | 62914B10 | 424,028 | 242,302 | 237,302 | 5,000 | |
| PAIN THERAPEUTICS IN | COM | 69562K10 | 422,287 | 246,952 | 246,952 | | |
| SCHERING A G | SPONSORED | 80658520 | 422,088 | 10,320 | 10,320 | | |
| NISSAN MOTORS | SPONSORED | 65474440 | 422,086 | 31,712 | 31,712 | | |
| ALLEGIANCE TELECOM I | COM | 01747T10 | 421,028 | 1,451,824 | 1,450,624 | 1,100 | 1 |
| DESERT CMNTY BK VICT | COM | 25037Y10 | 419,936 | 13,123 | 13,123 | | |
| PROGENICS PHARMACEUT | COM | 74318710 | 419,770 | 95,186 | 95,186 | | |
| UNITED MICROELECTRON | SPONSORED | 91087320 | 416,421 | 138,346 | 138,346 | | |
| CHORDIANT SOFTWARE I | COM | 17040410 | 413,843 | 372,832 | 372,832 | | |
| TC PIPELINES LP | UT COM LTD | 87233Q10 | 412,043 | 15,673 | 15,673 | | |
| AMERICAN REAL ESTATE | DEPOSITRY | 02916910 | 411,153 | 39,725 | 39,725 | | |
| ENDOCARDIAL SOLUTION | COM | 29296210 | 409,461 | 147,820 | 147,820 | | |
| SYMMETRICOM INC | COM | 87154310 | 409,077 | 107,936 | 107,936 | | |
| FOAMEX INTL INC | COM | 34412310 | 409,057 | 349,622 | 349,622 | | |
| U S I HLDGS | COM | 90333H10 | 408,720 | 39,300 | 39,300 | | |
| P T TELEKOMUNIKASI I | SPONSORED | 71568410 | 406,601 | 49,951 | 49,951 | | |
| INVERESK RESH GROUP | COM | 46123810 | 404,490 | 27,800 | 27,800 | | |
| AARON RENTS INC | CL A | 00253530 | 403,000 | 20,000 | 20,000 | | |
| NEC CORP | ADR | 62905020 | 402,065 | 121,470 | 121,470 | | |
| GEN-PROBE INC NEW | COM | 36866T10 | 400,501 | 17,690 | 17,690 | | |
| MUNICIPAL MTG & EQUI | GROWTH SHS | 62624B10 | 399,504 | 16,800 | 1,800 | 10,000 | 5,0 |
| INSPIRE PHARMACEUTIC | COM | 45773310 | 399,349 | 25,485 | 25,485 | | |
| TRIKON TECHNOLOGIES | COM NEW | 89618740 | 395,441 | 114,954 | 114,954 | | |
| IMPERIAL TOBACCO GRO | SPONSORED | 45314210 | 394,242 | 12,382 | 12,382 | | |
| NANOMETRICS INC | COM | 63007710 | 392,897 | 100,743 | 98,623 | 2,120 | |
| BRSCAN CORP | CL A LTD V | 10549P60 | 390,139 | 19,605 | 19,605 | | |
| Page Total | | | 17,139,255 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------------|
| | | | | | Sole | Shared as Defined | Shares Oth |
| DOMINION HOMES INC | COM | 25738610 | 389,735 | 28,657 | 28,657 | | |
| PREFORMED LINE PRODS | COM | 74044410 | 389,200 | 27,800 | 6,800 | | 21,0 |
| SEMINIS INC | CL A | 81665810 | 387,277 | 134,006 | 134,006 | | |
| ACCLAIM ENTMT INC | COM PAR \$0 | 00432520 | 386,444 | 990,883 | 990,629 | 254 | |
| BROOKFIELD HOMES COR | COM | 11272310 | 380,001 | 28,701 | 28,701 | | |
| SAN PAOLO-IMI S P A | SPONSORED | 79917510 | 378,132 | 27,702 | 27,702 | | |
| SUN LIFE FINL SVCS C | COM | 86679610 | 376,520 | 20,049 | 20,049 | | |
| COLUMBUS MCKINNON CO | COM | 19933310 | 375,313 | 233,114 | 233,114 | | |
| ROSTELECOM OPEN JT S | SPONSORED | 77852910 | 374,876 | 47,095 | 47,095 | | |
| INTER PARFUMS INC | COM | 45833410 | 373,931 | 50,875 | 50,875 | | |
| NTL INC DEL | COM | 62940M10 | 372,540 | 42,000 | 42,000 | | |
| TELLIUM INC | COM | 87967E10 | 370,604 | 699,253 | 697,253 | 2,000 | |
| MONARCH CASINO & RES | COM | 60902710 | 368,654 | 40,467 | 40,467 | | |
| SUNCOR ENERGY INC | COM | 86722910 | 365,891 | 20,944 | 20,944 | | |
| SELECT SECTOR SPDR T | SBI INT-UT | 81369Y88 | 363,400 | 19,750 | 19,750 | | |
| ACTIVCARD CORP | COM | 00506J10 | 359,515 | 36,462 | 36,462 | | |
| EARTHHELL CORP | COM | 27032B10 | 357,822 | 730,251 | 727,751 | | 2,5 |
| PEARSON PLC | SPONSORED | 70501510 | 357,817 | 45,874 | 45,874 | | |
| LUBYS INC | COM | 54928210 | 353,370 | 267,705 | 267,705 | | |
| COMPX INTERNATIONAL | CL A | 20563P10 | 352,389 | 58,928 | 58,928 | | |
| PACIFIC ENERGY PARTN | COM UNIT | 69422R10 | 351,288 | 16,800 | 16,800 | | |
| PACER INTL INC TENN | COM | 69373H10 | 350,840 | 28,000 | 28,000 | | |
| AUGUST TECHNOLOGY CO | COM | 05106U10 | 350,767 | 92,065 | 92,065 | | |
| COLES MYER LTD | SPON ADR N | 19387040 | 350,737 | 11,750 | 11,750 | | |
| MOCON INC | COM | 60749410 | 349,300 | 49,900 | | | 49,9 |
| ALCATEL | SPONSORED | 01390430 | 348,392 | 50,565 | 49,995 | 570 | |
| HELEN OF TROY CORP L | COM | G4388N10 | 346,364 | 26,440 | 26,240 | 200 | |
| DJ ORTHOPEDICS INC | COM | 23325G10 | 342,684 | 87,643 | 87,643 | | |
| TRI CONTL CORP | COM | 89543610 | 339,003 | 26,464 | 26,464 | | |
| TURKCELL ILETISIM HI | SPON ADR N | 90011120 | 338,725 | 27,098 | 27,098 | | |
| VOLVO AKTIEBOLAGET | ADR B | 92885640 | 337,959 | 19,137 | 19,137 | | |
| CACHE INC | COM NEW | 12715030 | 336,906 | 33,523 | 33,523 | | |
| STORA ENSO CORP | SPON ADR R | 86210M10 | 335,301 | 36,288 | 36,288 | | |
| PARADYNE NETWORKS IN | COM | 69911G10 | 333,533 | 256,564 | 256,564 | | |
| GERBER SCIENTIFIC IN | COM | 37373010 | 332,974 | 50,604 | 46,586 | 2,018 | 2,0 |
| CENTENNIAL COMMUNCTN | CL A NEW | 15133V20 | 332,692 | 183,808 | 183,808 | | |
| PEGASYSTEMS INC | COM | 70557310 | 331,844 | 83,169 | 78,169 | 5,000 | |
| INFINITY PPTY & CAS | COM | 45665Q10 | 328,500 | 18,000 | 18,000 | | |
| TROPICAL SPORTSWEAR | COM | 89708P10 | 323,750 | 71,154 | 71,154 | | |
| REVLON INC | CL A | 76152550 | 323,253 | 117,121 | 116,021 | 1,100 | |
| FLOW INTL CORP | COM | 34346810 | 322,578 | 161,289 | 161,289 | | |
| Page Total | | | 14,540,821 | | | | |

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Investment Discretion

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Shared as Defined | Shared Other |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|-------------------|--------------|
| NIPPON TELEG & TEL C | SPONSORED | 65462410 | 322,025 | 18,965 | 18,200 | 765 | |
| INCO LTD | COM | 45325840 | 320,226 | 17,198 | 17,198 | | |
| NEWCASTLE INVT CORP | COM | 65105M10 | 316,197 | 18,900 | 18,900 | | |
| HANDSPRING INC | COM | 41029310 | 316,164 | 509,942 | 509,942 | | |
| CERES GROUP INC | COM | 15677210 | 315,597 | 191,271 | 191,271 | | |
| BP PRUDHOE BAY RTY T | UNIT BEN I | 05563010 | 315,430 | 21,099 | 21,099 | | |
| WYNDHAM INTL INC | CL A | 98310110 | 313,059 | 1,490,758 | 1,483,758 | 7,000 | |
| SIMPLETECH INC | COM | 82882310 | 311,365 | 124,546 | 124,546 | | |
| BRIDGFORD FOODS CORP | COM | 10876310 | 311,198 | 35,647 | 35,647 | | |
| WIPRO LTD | SPON ADR 1 | 97651M10 | 310,476 | 11,049 | 11,049 | | |
| DOCUCORP INTL INC | COM | 25591110 | 310,161 | 94,274 | 94,274 | | |
| ALAMOS HLDGS INC | COM | 01158910 | 309,291 | 859,143 | 859,043 | | 10 |
| FEDDERS CORP | COM NEW | 31313550 | 309,210 | 93,985 | 93,985 | | |
| TOUCH AMERICA HLDGS | COM | 89153910 | 306,818 | 3,409,092 | 1,608,632 | 1,799,660 | 80 |
| MED-DESIGN CORP | COM | 58392610 | 306,021 | 97,459 | 97,459 | | |
| ACACIA RESH CORP | ACACIA TCH | 00388130 | 305,740 | 252,678 | 252,656 | | 2 |
| HANSON PLC | SPON ADR N | 41135240 | 305,721 | 12,453 | 12,453 | | |
| ERICSSON L M TEL CO | ADR B SEK | 29482160 | 304,580 | 47,890 | 44,830 | 3,060 | |
| MAINE PUB SVC CO | COM | 56048310 | 303,565 | 10,900 | 10,600 | 300 | |
| US UNWIRED INC | COM | 90338R10 | 302,482 | 1,008,274 | 1,008,274 | | |
| ASK JEEVES INC | COM | 04517410 | 299,880 | 42,356 | 42,356 | | |
| STRATOS LIGHTWAVE IN | COM NEW | 86310020 | 298,711 | 95,741 | 95,741 | | |
| MOSSIMO INC | COM | 61969610 | 298,531 | 61,936 | 61,936 | | |
| PENTON MEDIA INC | COM | 70966810 | 297,556 | 541,011 | 239,011 | 2,000 | 300,00 |
| ALASKA COMMUNICATION | COM | 01167P10 | 293,527 | 146,837 | 146,837 | | |
| NOVADIGM INC | COM | 66993710 | 288,999 | 156,216 | 156,216 | | |
| PROTECTION ONE INC | COM | 74366330 | 286,629 | 180,270 | 180,270 | | |
| RANK GROUP PLC | SPONSORED | 75303710 | 285,172 | 39,280 | 39,280 | | |
| GRAY TELEVISION INC | COM | 38937510 | 285,138 | 31,682 | 31,682 | | |
| MARVELL TECHNOLOGY G | ORD | G5876H10 | 284,433 | 13,423 | 13,423 | | |
| ORIX CORP | SPONSORED | 68633010 | 284,418 | 10,835 | 10,835 | | |
| BOC GROUP PLC | SPONSORED | 05561760 | 283,570 | 11,617 | 11,617 | | |
| CAMCO FINL CORP | COM | 13261810 | 283,232 | 17,702 | 17,702 | | |
| NOVOSTE CORP | COM | 67010C10 | 277,630 | 30,576 | 30,576 | | |
| ICICI BK LTD | ADR | 45104G10 | 276,444 | 43,880 | 43,880 | | |
| META GROUP INC | COM | 59100210 | 272,296 | 71,846 | 9,798 | 13,986 | 48,06 |
| ACACIA RESH CORP | COMBIMTRX | 00388120 | 270,704 | 143,992 | 143,980 | | 1 |
| MICROSTRATEGY INC | CL A NEW | 59497240 | 270,634 | 11,225 | 11,225 | | |
| AU OPTRONICS CORP | SPONSORED | 00225510 | 269,318 | 47,667 | 47,667 | | |
| VISTACARE INC | CL A | 92839Y10 | 269,086 | 15,085 | 15,085 | | |
| XOMA LTD | ORD | G9825R10 | 267,747 | 67,613 | 67,613 | | |
| Page Total | | | 12,158,981 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------------|
| | | | | | Sole | Shared as Defined | Share Othe |

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| | | | | | | | |
|-----------------------|-------------|----------|------------|---------|---------|-------|-------|
| GRUPO AEROPORTUARIO | SPON ADR S | 40051E20 | 266,016 | 23,858 | 23,858 | | |
| TREND MICRO INC | SPONS ADR | 89486M20 | 265,871 | 18,697 | 18,697 | | |
| MMO2 PLC | ADR | 55309W10 | 264,946 | 37,688 | 37,688 | | |
| INFOGRAMES INC | COM | 45665T10 | 264,625 | 148,666 | 148,666 | | |
| PORTUGAL TELECOM SGP | SPONSORED | 73727310 | 264,022 | 38,713 | 38,713 | | |
| DICKS SPORTING GOODS | COM | 25339310 | 261,174 | 11,400 | 11,400 | | |
| GROUP 1 SOFTWARE INC | COM | 39943Y10 | 259,200 | 14,400 | 14,200 | | 2 |
| HILFIGER TOMMY CORP | ORD | G8915Z10 | 258,790 | 35,794 | 35,794 | | |
| SONIC INNOVATIONS IN | COM | 83545M10 | 258,736 | 107,807 | 107,807 | | |
| MIDWEST EXPRESS HLDG | COM | 59791110 | 258,567 | 200,440 | 200,440 | | |
| FIRST BANCTRUST CORP | COM | 31868F10 | 257,397 | 14,420 | 14,420 | | |
| BIO-REFERENCE LABS I | COM \$.01 N | 09057G60 | 256,717 | 61,269 | 61,269 | | |
| NATURAL RESOURCE PAR | COM UNIT L | 63900P10 | 256,032 | 11,200 | 11,200 | | |
| LEAPFROG ENTERPRISES | CL A | 52186N10 | 252,704 | 10,600 | 10,600 | | |
| DIGI INTL INC | COM | 25379810 | 250,848 | 77,184 | 76,822 | | 362 |
| UNITED UTILS PLC | SPONSORED | 91311Q10 | 248,349 | 13,071 | 13,071 | | |
| ASHWORTH INC | COM | 04516H10 | 247,548 | 38,984 | 38,984 | | |
| NATIONAL BK GREECE S | SPONSORED | 63364340 | 247,378 | 109,946 | 109,946 | | |
| PORTFOLIO RECOVERY A | COM | 73640Q10 | 245,808 | 10,800 | 10,800 | | |
| VIEWPOINT CORP | COM | 92672P10 | 244,558 | 531,648 | 531,648 | | |
| ALLIED DOMEQC PLC | SPON ADR N | 01912120 | 244,053 | 12,439 | 12,439 | | |
| FRESENIUS MED CARE A | SPONSORED | 35802910 | 242,598 | 14,212 | 14,212 | | |
| WHITMAN ED GROUP INC | COM | 96652410 | 239,360 | 17,600 | 17,600 | | |
| ROYAL APPLIANCE MFG | COM | 78007610 | 238,784 | 32,532 | 31,072 | | 1,4 |
| MTC TECHNOLOGIES INC | COM | 55377A10 | 237,500 | 12,300 | 12,300 | | |
| MEDSOURCE TECHNOLOGI | COM | 58505Y10 | 236,852 | 130,858 | 130,858 | | |
| EDGAR ONLINE INC | COM | 27976510 | 236,740 | 266,000 | | | 266,0 |
| LAFARGE COPPEE S A | SPON ADR N | 50586140 | 235,964 | 16,501 | 16,501 | | |
| CRIIMI MAE INC | COM NEW | 22660350 | 232,750 | 26,600 | 26,600 | | |
| HAMPSHIRE GROUP LTD | COM | 40885910 | 232,050 | 11,050 | 11,050 | | |
| ADVANCED POWER TECHN | COM | 00761E10 | 231,831 | 75,762 | 75,762 | | |
| TPG N V | SPONSORED | 89233910 | 231,814 | 15,444 | 15,444 | | |
| OMI CORP NEW | COM | Y6476W10 | 231,042 | 49,158 | 49,158 | | |
| IMPSCO TECHNOLOGIES I | COM | 45255W10 | 229,612 | 114,235 | 114,235 | | |
| SELECT COMFORT CORP | COM | 81616X10 | 228,841 | 22,680 | 22,680 | | |
| ELECTROGLAS INC | COM | 28532410 | 227,973 | 259,061 | 259,061 | | |
| NETWORK EQUIP TECHNO | COM | 64120810 | 226,685 | 37,593 | 37,593 | | |
| HELLENIC TELECOM ORG | SPONSORED | 42332530 | 226,623 | 47,912 | 47,912 | | |
| IMPAC MED SYS INC | COM | 45255A10 | 225,028 | 10,100 | 10,100 | | |
| OSTEOTECH INC | COM | 68858210 | 224,990 | 36,114 | 36,114 | | |
| SELECT SECTOR SPDR T | SBI INT-EN | 81369Y50 | 223,891 | 10,031 | | 9,231 | 8 |
| Page Total | | | 10,014,267 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |
| ATLANTIC DATA SERVIC | COM | 04852310 | 221,850 | 87,000 | 12,000 | 75,000 | |
| CNS INC | COM | 12613610 | 221,354 | 32,600 | 12,600 | 20,000 | |
| PECHINEY | SPONSORED | 70515120 | 220,600 | 17,935 | 17,935 | | |
| RIGEL PHARMACEUTICAL | COM | 76655910 | 219,825 | 297,061 | 297,061 | | |
| SAFENET INC | COM | 78645R10 | 219,120 | 10,694 | 10,194 | 500 | |

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| | | | | | | |
|----------------------|---------|----------|-----------------|---------|---------|-------|
| URSTADT BIDDLE PPTYS | COM | 91728610 | 214,538 | 17,672 | 17,672 | |
| KANEB SERVICES LLC | COM | 48417310 | 213,730 | 10,139 | 10,139 | |
| LIONBRIDGE TECHNOLOG | COM | 53625210 | 211,899 | 102,864 | 6,621 | 96,2 |
| READ-RITE CORP | COM NEW | 75524620 | 211,439 | 325,291 | 325,271 | 20 |
| IMPERIAL CHEM INDS P | ADR NEW | 45270450 | 209,436 | 34,906 | 34,906 | |
| COMMUNITY BK NORTHN | COM | 20356610 | 207,790 | 11,000 | 11,000 | |
| SCICLONE PHARMACEUTI | COM | 80862K10 | 206,908 | 34,658 | 34,658 | |
| ATLAS AIR WORLDWIDE | COM | 04916410 | 205,262 | 256,578 | 254,838 | 1,740 |
| KIRKLANDS INC | COM | 49749810 | 205,000 | 16,400 | 16,400 | |
| CCF HLDG CO | COM | 12487X10 | 204,975 | 11,250 | 11,250 | |
| FINDWHAT COM | COM | 31779410 | 204,750 | 19,500 | 19,500 | |
| CAPTARIS INC | COM | 14071N10 | 204,401 | 70,727 | 70,727 | |
| GENERAL MARITIME COR | SHS | Y2692M10 | 201,450 | 23,700 | 23,700 | |
| Page Total | | | 3,804,327 | | | |
| Grand Total | | | 295,964,125,156 | | | |
| TOTAL MARKET VALUE | | | 295,964,125,156 | | | |