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STATE STREET CORP
Form 13F-HR
May 12, 2003

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

Form 13F

Form 13F Cover Page

Report for Calendar Year or Quarter Ended: March 31, 2003

Check here if amendment Amendment Number

Institutional Investment Manager filing this report:

Name: State Street Corporation
Address: 225 Franklin Street
Boston, Massachusetts 02110

Form 13F File Number: 28-399

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

Person signing this report on behalf of the reporting manager:

Name: Fred P. Baughman
Title: Senior Vice President, Controller, and Chief Accounting Officer
Telephone: 617-786-3000

Signature, Place, and Date of Signing:

| | | |
|---------------------------|-----------------------|-------------|
| /s/ Frederick P. Baughman | Boston, Massachusetts | May 9, 2003 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13FCOMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
(if there are no entries in this list, omit this section.)

| | |
|-----------------|---------------|
| ----- | ----- |
| 13F File Number | Name |
| ----- | ----- |
| 28-5798 | Roy A. Hammer |

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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 | | | | |

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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 |
| 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 |
| AMSOUTH 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 PTY 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 | Shar 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 Discretio | | |
|----------------------|----------------|--------------|-------------------|-----------------|----------------------|-------------------|-------|
| | | | | | 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 | | | Sha Oth |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------|---------|
| | | | | | 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 | | |
| LIFEPOINT 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 BANCSHAR | 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 BANCSH | 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 | 6 |
| 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 | 20, |
| 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 | | | Sha Oth |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------|---------|
| | | | | | Sole | Shared as Defined | | |
| 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 TELEVISIA 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 | | 12,000 |
| 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 | | 64,000 |
| BROOKSTONE INC | COM | 11453710 | 2,089,187 | 128,171 | 128,171 | | |
| UNITEDGLOBALCOM | CL A | 91324750 | 2,068,186 | 678,094 | 677,994 | | 10,000 |
| 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 | | 22,000 |
| 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 | | |
| YARVILLE 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 | | | | |

| 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 | |
| BRASCAN 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 | Share 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 |
| CENTENNIAL COMMUNCTN | CL A NEW | 15133V20 | 332,692 | 183,808 | 183,808 | | 2,0 |
| 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 DOMEQ 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 | | | |