

Edgar Filing: GAMCO INVESTORS, INC. ET AL - Form 13F-HR

GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 May 14, 2010

PORTVUE-SEC13F.LNP
 RUN DATE: 05/03/10 10:44 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 929 | 370000 | SH | | SOLE | |
| 3 COM CORP | COM | 885535104 | 41633 | 5428065 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 1003 | 12000 | SH | | SOLE | |
| 99 CENTS ONLY STORES | COM | 65440K106 | 1304 | 80000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 13220 | 511613 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 1862 | 75000 | SH | | SOLE | |
| AARON RENTS INC COM | COM | 002535201 | 300 | 13500 | SH | | SOLE | |
| AARON'S INC | COM | 002535300 | 9954 | 366623 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 5192 | 237724 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 7222 | 137091 | SH | | SOLE | |
| ABOVENET INC COM | COM | 00374N107 | 1776 | 35000 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 1244 | 162378 | SH | | SOLE | |
| ACTIVISION BLIZZARD, INC | COM | 00507V109 | 869 | 72099 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 853 | 20220 | SH | | SOLE | |
| ADAPTEC INC COM | COM | 00651F108 | 147 | 45000 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 5025 | 142070 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 4669 | 424425 | SH | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 3285 | 85000 | SH | | SOLE | |
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 2813 | 50525 | SH | | SOLE | |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 2074 | 28050 | SH | | SOLE | |
| AIRGAS INC COM | COM | 009363102 | 414 | 6500 | SH | | SOLE | |
| ALBEMARLE CORP COM | COM | 012653101 | 1194 | 28000 | SH | | SOLE | |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 31301 | 1196963 | SH | | SOLE | |
| ALCOA INC COM | COM | 013817101 | 17933 | 1259310 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 6236 | 38600 | SH | | SOLE | |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 1702 | 88000 | SH | | SOLE | |
| ALLEGHANY CORP DEL | COM | 017175100 | 1000 | 3437 | SH | | SOLE | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 20571 | 894406 | SH | | SOLE | |
| ALLERGAN INC | COM | 018490102 | 11758 | 180012 | SH | | SOLE | |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 8067 | 263100 | SH | | SOLE | |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 904 | 27180 | SH | | SOLE | |
| AMAZON.COM INC | COM | 023135106 | 686 | 5050 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 3020 | 60000 | SH | | SOLE | |
| AMERICAN DAIRY INC COM | COM | 025334103 | 3064 | 160000 | SH | | SOLE | |
| AMERICAN DENTAL PARTNERS INC | COM | 025353103 | 261 | 20000 | SH | | SOLE | |
| AMERICAN DG ENERGY INC COM | COM | 025398108 | 1409 | 471100 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 256 | 7500 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 166357 | 4031929 | SH | | SOLE | |
| AMERICAN WATER WORKS CO INC | COM | 030420103 | 1495 | 68700 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 3445 | 75957 | SH | | SOLE | |
| AMETEK INC NEW COM | COM | 031100100 | 113222 | 2730882 | SH | | SOLE | |

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GAMCO ASSET MGT. INC.

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| | | | | | | |
|---------------------------------|-----|-----------|--------|---------|----|-----------------------|
| AMGEN INC | COM | 031162100 | 613 | 10250 | SH | SOLE |
| AMICAS INC | COM | 001712108 | 8649 | 1436630 | SH | SOLE |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 25385 | 1022747 | SH | SOLE |
| ANADARKO PETE CORP COM | COM | 032511107 | 15570 | 213786 | SH | SOLE |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 4132 | 264560 | SH | SOLE |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 619 | 327250 | SH | SOLE |
| ANIXTER INTL INC COM | COM | 035290105 | 281 | 6000 | SH | SOLE |
| ANTE4 INC | COM | 03665E109 | 54 | 45503 | SH | SOLE |
| AOL INC COM | COM | 00184X105 | 6608 | 261380 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 2205 | 21722 | SH | SOLE |
| APPLE INC | COM | 037833100 | 6951 | 29578 | SH | SOLE |
| APPLIED MATLS INC COM | COM | 038222105 | 784 | 58190 | SH | SOLE |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 2812 | 81780 | SH | SOLE |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 47784 | 1653412 | SH | SOLE |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 2607 | 80000 | SH | SOLE |
| ARTHROCARE CORP COM | COM | 043136100 | 13751 | 462700 | SH | SOLE |
| ARTIO GLOBAL INVESTORS INC | COM | 04315B107 | 4424 | 178800 | SH | SOLE |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 30804 | 1130440 | SH | SOLE |
| ASHLAND INC NEW COM | COM | 044209104 | 14764 | 279786 | SH | SOLE |
| ASTRONICS CORP COM | COM | 046433108 | 98 | 10000 | SH | SOLE |
| AUTONATION INC | COM | 05329W102 | 47790 | 2643277 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 10039 | 58000 | SH | SOLE |
| AVON PRODUCTS INC | COM | 054303102 | 2670 | 78825 | SH | SOLE |
| BADGER METER INC COM | COM | 056525108 | 3060 | 79450 | SH | SOLE |
| BALDOR ELEC CO COM | COM | 057741100 | 29514 | 789150 | SH | SOLE |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 1211 | 1009577 | SH | SOLE |
| BANK OF AMERICA | COM | 060505104 | 9439 | 528815 | SH | SOLE |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 106955 | 3463570 | SH | SOLE |
| BARNES GROUP INC COM | COM | 067806109 | 1532 | 78790 | SH | SOLE |
| BARRICK GOLD (R:ABX.N B:ABX US) | COM | 067901108 | 1629 | 42500 | SH | SOLE |
| BAXTER INTL INC COM | COM | 071813109 | 15340 | 263576 | SH | SOLE |
| BCE INC | COM | 05534B760 | 10848 | 369600 | SH | SOLE |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 4874 | 1174447 | SH | SOLE |
| BECTON DICKINSON & CO COM | COM | 075887109 | 3022 | 38385 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 5523 | 126200 | SH | SOLE |
| BEL FUSE INC CL A | COM | 077347201 | 1270 | 68600 | SH | SOLE |
| BELDEN CDT INC | COM | 077454106 | 2801 | 102000 | SH | SOLE |
| BELL MICROPRODUCTS INC COM | COM | 078137106 | 5004 | 720000 | SH | SOLE |
| BELO CORP | COM | 080555105 | 4040 | 592447 | SH | SOLE |
| BERKSHIRE HATHAWAY INC DEL CL | COM | 084670702 | 11053 | 136000 | SH | SOLE |
| BERKSHIRE HATHAWAY INC-CL A | COM | 084670108 | 3654 | 30 | SH | SOLE |
| BEST BUY INC COM | COM | 086516101 | 213 | 5000 | SH | SOLE |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 1339 | 88000 | SH | SOLE |
| BIO RAD LABS INC CL A | COM | 090572207 | 404 | 3900 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| BIOGEN IDEC INC | COM | 09062X103 | 708 | 12329 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 283 | 145000 | SH | | SOLE | |
| BJ SVCS CO COM | COM | 055482103 | 1391 | 65000 | SH | | SOLE | |
| BLACK HILLS CORP COM | COM | 092113109 | 21017 | 692500 | SH | | SOLE | |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 512 | 36600 | SH | | SOLE | |
| BOEING CO | COM | 097023105 | 48766 | 671618 | SH | | SOLE | |
| BON-TON STORES INC COM | COM | 09776J101 | 7264 | 542500 | SH | | SOLE | |
| BORG WARNER INC | COM | 099724106 | 50283 | 1317000 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 8074 | 154500 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|--------|----------|----|-----------------------|
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 16862 | 2335500 | SH | SOLE |
| BOWNE & CO INC COM | COM | 103043105 | 5549 | 497200 | SH | SOLE |
| BOYD GAMING CORP | COM | 103304101 | 19907 | 2014850 | SH | SOLE |
| BP PLC SPONS ADR | COM | 055622104 | 722 | 12658 | SH | SOLE |
| BPW ACQUISITION CORP COM | COM | 055637102 | 1868 | 150000 | SH | SOLE |
| BPW ACQUISITION CORP WT EXP 02 | WARRANT AND RIGH | 055637110 | 964 | 584000 | SH | SOLE |
| BRINKS CO COM | COM | 109696104 | 3698 | 131000 | SH | SOLE |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 25126 | 590500 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 16508 | 618261 | SH | SOLE |
| BROADCOM CORP COM | COM | 111320107 | 230 | 6918 | SH | SOLE |
| BROWN FORMAN CORP CL B | COM | 115637209 | 5869 | 98723 | SH | SOLE |
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 35956 | 572540 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 6094 | 270000 | SH | SOLE |
| BUCKEYE PARTNERS L P UNIT LTD | OIL & GAS PARTNE | 118230101 | 240 | 4000 | SH | SOLE |
| BWAY HOLDING COMPANY COM | COM | 12429T104 | 203 | 10100 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 257361 | 10661183 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 1506 | 105000 | SH | SOLE |
| CAMBIUM LEARNING GRP INC COM | COM | 13201A107 | 1160 | 290073 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 11598 | 270604 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 32900 | 930688 | SH | SOLE |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 2855 | 393777 | SH | SOLE |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 1942 | 140000 | SH | SOLE |
| CASELLA WASTE SYS INC CL A | COM | 147448104 | 653 | 130000 | SH | SOLE |
| CASEYS GEN STORES INC COM | COM | 147528103 | 5495 | 175000 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 377 | 6000 | SH | SOLE |
| CAVCO INDUSTRIES | COM | 149568107 | 16809 | 492348 | SH | SOLE |
| CBS CORP CLASS A | COM | 124857103 | 41097 | 2948120 | SH | SOLE |
| CBS CORP NEW CL B | COM | 124857202 | 10378 | 744461 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 954 | 15390 | SH | SOLE |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 338 | 9441 | SH | SOLE |
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 1511 | 74900 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 11253 | 317356 | SH | SOLE |
| CEPHALON INC COM | COM | 156708109 | 1383 | 20400 | SH | SOLE |
| CEPHEID COM | COM | 15670R107 | 4440 | 254000 | SH | SOLE |
| CH ENERGY GROUP, INC. | COM | 12541M102 | 30599 | 749241 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CHEMED CORPORATION | COM | 16359R103 | 39697 | 729985 | SH | | SOLE | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 680 | 28765 | SH | | SOLE | |
| CHESAPEAKE UTILS CORP COM | COM | 165303108 | 1372 | 46041 | SH | | SOLE | |
| CHEVRON CORP | COM | 166764100 | 16123 | 212614 | SH | | SOLE | |
| CHINA MOBILE LTD | COM | 16941M109 | 2791 | 58000 | SH | | SOLE | |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 1306 | 256500 | SH | | SOLE | |
| CHURCH & DWIGHT CO | COM | 171340102 | 19712 | 294430 | SH | | SOLE | |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 24849 | 662650 | SH | | SOLE | |
| CINCINNATI BELL | COM | 171871106 | 31028 | 9099259 | SH | | SOLE | |
| CINCINNATI BELL PFD CVT 6.75% | CONVERTIBLE PREF | 171871403 | 492 | 12600 | SH | | SOLE | |
| CINEDIGM DIGITAL CINEMA CORPOR | COM | 172407108 | 50 | 30000 | SH | | SOLE | |
| CIRCOR INTL INC COM | COM | 17273K109 | 46337 | 1395263 | SH | | SOLE | |
| CISCO SYS INC | COM | 17275R102 | 4293 | 164909 | SH | | SOLE | |
| CITIGROUP INC. | COM | 172967101 | 1479 | 365200 | SH | | SOLE | |
| CKE RESTAURANTS INC COM | COM | 12561E105 | 111 | 10000 | SH | | SOLE | |
| CLARCOR INC | COM | 179895107 | 72059 | 2089277 | SH | | SOLE | |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 17693 | 1667600 | SH | | SOLE | |
| CLEARWIRE CORP RIGHTS | WARRANT AND RIGH | 18538Q139 | 25 | 137000 | SH | | SOLE | |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 874 | 122000 | SH | | SOLE | |

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|---|-----|-----------|--------|---------|----|------|
| CLOUGH GLOBAL OPPORTUNITIES SH MUTUAL FUNDS | | 18914E106 | 130 | 10000 | SH | SOLE |
| CME GROUP INC COM | COM | 12572Q105 | 2260 | 7150 | SH | SOLE |
| CMS ENERGY CORP COM | COM | 125896100 | 1641 | 106175 | SH | SOLE |
| CNA SURETY CORP COM | COM | 12612L108 | 16125 | 906400 | SH | SOLE |
| CNH GLOBAL NV COM | COM | N20935206 | 112408 | 3655540 | SH | SOLE |
| CNX GAS CORP COM | COM | 12618H309 | 26598 | 699028 | SH | SOLE |
| COACH INC | COM | 189754104 | 307 | 7758 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 107755 | 1959188 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 4260 | 154000 | SH | SOLE |
| COHEN & STEERS INC COM | COM | 19247A100 | 4917 | 197000 | SH | SOLE |
| COLDWATER CREEK INC COM | COM | 193068103 | 7606 | 1096000 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 1027 | 12050 | SH | SOLE |
| COLLECTIVE BRANDS INC COM | COM | 19421W100 | 296 | 13000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 1312 | 73000 | SH | SOLE |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 2461 | 130671 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 3564 | 275637 | SH | SOLE |
| CONAGRA INC | COM | 205887102 | 1028 | 41000 | SH | SOLE |
| CONMED CORP COM | COM | 207410101 | 2350 | 98700 | SH | SOLE |
| CONOCOPHILLIPS COM | COM | 20825C104 | 12194 | 238307 | SH | SOLE |
| CONSTELLATION BRANDS COM | COM | 21036P108 | 13728 | 835065 | SH | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 5663 | 161306 | SH | SOLE |
| CONTINUCARE CORP COM | COM | 212172100 | 186 | 50000 | SH | SOLE |
| COOPER COS INC COM NEW | COM | 216648402 | 5443 | 140000 | SH | SOLE |
| COOPER INDUSTRIES PLC SHS | COM | G24140108 | 57914 | 1208044 | SH | SOLE |
| COPART INC COM | COM | 217204106 | 1620 | 45500 | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CORE MOLDING TECH COM | COM | 218683100 | 1433 | 430300 | SH | | SOLE | |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 3852 | 219000 | SH | | SOLE | |
| CORN PRODS INTL INC COM | COM | 219023108 | 50725 | 1463501 | SH | | SOLE | |
| CORNING INC | COM | 219350105 | 10917 | 540156 | SH | | SOLE | |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 7063 | 118291 | SH | | SOLE | |
| COVANTA HOLDING CORP | COM | 22282E102 | 4048 | 243000 | SH | | SOLE | |
| COVIDIEN PLC ORDINARY SHARE | COM | G2554F105 | 7954 | 158200 | SH | | SOLE | |
| CRANE CO | COM | 224399105 | 132646 | 3736499 | SH | | SOLE | |
| CROWN HOLDINGS INC COM | COM | 228368106 | 278 | 10300 | SH | | SOLE | |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 568 | 295789 | SH | | SOLE | |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 6403 | 314200 | SH | | SOLE | |
| CTS CORP | COM | 126501105 | 32943 | 3497083 | SH | | SOLE | |
| CUMMINS ENGINE INC | COM | 231021106 | 856 | 13823 | SH | | SOLE | |
| CURTISS WRIGHT CORP | COM | 231561101 | 83776 | 2407366 | SH | | SOLE | |
| CUTERA INC COM | COM | 232109108 | 4293 | 414000 | SH | | SOLE | |
| CVS/CAREMARK CORP | COM | 126650100 | 46681 | 1276841 | SH | | SOLE | |
| CYNOSURE INC CL A | COM | 232577205 | 180 | 16000 | SH | | SOLE | |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 4831 | 419000 | SH | | SOLE | |
| CYTEC INDS INC COM | COM | 232820100 | 280 | 6000 | SH | | SOLE | |
| C&D TECHNOLOGIES INC COM | COM | 124661109 | 18 | 11290 | SH | | SOLE | |
| DAIMLER AG | COM | D1668R123 | 1166 | 24800 | SH | | SOLE | |
| DANA HOLDING CORP COM | COM | 235825205 | 17101 | 1439500 | SH | | SOLE | |
| DEAN FOODS (B:DF) | COM | 242370104 | 5614 | 357800 | SH | | SOLE | |
| DEERE & CO. | COM | 244199105 | 114353 | 1923197 | SH | | SOLE | |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 31064 | 2127700 | SH | | SOLE | |
| DENNYS CORP COM | COM | 24869P104 | 510 | 132500 | SH | | SOLE | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 9421 | 270100 | SH | | SOLE | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 4435 | 57700 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 7231 | 535608 | SH | | SOLE | |

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|--------------------------------|-----|-----------|--------|---------|----|-----------------------|
| DEVON ENERGY CORP NEW | COM | 25179M103 | 14077 | 218483 | SH | SOLE |
| DEXCOM INC COM | COM | 252131107 | 808 | 83000 | SH | SOLE |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 40415 | 599182 | SH | SOLE |
| DIAMOND FOODS INC COM | COM | 252603105 | 294 | 7000 | SH | SOLE |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 799 | 9000 | SH | SOLE |
| DIEBOLD INC COM | COM | 253651103 | 127096 | 4001772 | SH | SOLE |
| DIEDRICH COFFEE INC COM NEW | COM | 253675201 | 2154 | 61900 | SH | SOLE |
| DIRECTV-CLASS A | COM | 25490A101 | 274349 | 8114448 | SH | SOLE |
| DISCOVER FINANCIAL | COM | 254709108 | 2914 | 195568 | SH | SOLE |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 36664 | 1085066 | SH | SOLE |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 30009 | 1020358 | SH | SOLE |
| DISH NETWORK CORPORATION | COM | 25470M109 | 50043 | 2403620 | SH | SOLE |
| DISNEY WALT PRODTNS | COM | 254687106 | 8456 | 242209 | SH | SOLE |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 5920 | 144000 | SH | SOLE |
| DOMINOS PIZZA INC COM | COM | 25754A201 | 812 | 59500 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DONALDSON INC | COM | 257651109 | 62396 | 1382900 | SH | | SOLE | |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 701 | 176966 | SH | | SOLE | |
| DOVER MOTORSPORTS INC. (B:DVD) | COM | 260174107 | 1755 | 851900 | SH | | SOLE | |
| DOW CHEMICAL CORP | COM | 260543103 | 378 | 12780 | SH | | SOLE | |
| DPL INC COM | COM | 233293109 | 13990 | 514512 | SH | | SOLE | |
| DR HORTON 2.000% 05/15/14 | CONVERTIBLE BOND | 23331ABB4 | 224 | 190000 | PRN | | SOLE | |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 97494 | 2772083 | SH | | SOLE | |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 4439 | 119190 | SH | | SOLE | |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 536 | 32000 | SH | | SOLE | |
| DUKE ENERGY CORP | COM | 26441C105 | 4283 | 262418 | SH | | SOLE | |
| E M C CORP MASS COM | COM | 268648102 | 1275 | 70700 | SH | | SOLE | |
| EASTMAN KODAK | COM | 277461109 | 2898 | 500500 | SH | | SOLE | |
| EATON CORP | COM | 278058102 | 907 | 11975 | SH | | SOLE | |
| EATON VANCE CORP COM | COM | 278265103 | 1006 | 30000 | SH | | SOLE | |
| EBAY INC | COM | 278642103 | 809 | 30000 | SH | | SOLE | |
| ECHOSTAR CORP-A | COM | 278768106 | 8153 | 402014 | SH | | SOLE | |
| ECOLAB INC | COM | 278865100 | 47276 | 1075688 | SH | | SOLE | |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 3402 | 1063210 | SH | | SOLE | |
| EL PASO CORPORATION | COM | 28336L109 | 25044 | 2310305 | SH | | SOLE | |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 42240 | 2050494 | SH | | SOLE | |
| ELECTRONIC ARTS COM | COM | 285512109 | 2278 | 122068 | SH | | SOLE | |
| ELIZABETH ARDEN INC | COM | 28660G106 | 198 | 11000 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 1072 | 21299 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 137 | 120000 | SH | | SOLE | |
| EMULEX CORP COM NEW | COM | 292475209 | 2442 | 183900 | SH | | SOLE | |
| ENER1 INC COM NEW | COM | 29267A203 | 66 | 14000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 78187 | 1245812 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 443 | 88170 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 1212 | 13045 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 5810 | 514639 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 11036 | 526294 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 9501 | 141855 | SH | | SOLE | |
| FACET BIOTECH CORP SHS | COM | 30303Q103 | 4372 | 162000 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 372 | 107000 | SH | | SOLE | |
| FEDERAL MOGUL CORP CL A | COM | 313549404 | 19306 | 1051500 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 56674 | 6447499 | SH | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 281 | 12000 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 204 | 35510 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 1308 | 33451 | SH | | SOLE | |

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| | | | | | | |
|-------------------------------|-----|-----------|--------|-----------------------|----|------|
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 24802 | 1759034 | SH | SOLE |
| FLIR SYS INC COM | COM | 302445101 | 668 | 23690 | SH | SOLE |
| FLOWERS FOODS INC COM | COM | 343498101 | 30317 | 1225439 | SH | SOLE |
| FLOWERVE CORP COM | COM | 34354P105 | 166360 | 1508658 | SH | SOLE |
| FLUSHING FINL CORP COM | COM | 343873105 | 2770 | 218800 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | GAMCO ASSET MGT. INC. | | |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|------------------|-----------|--------------------|-----------------------|------------|--------------|--------------------|---------|
| FMC CORP COM NEW | COM | 302491303 | 568 | 9390 | SH | | SOLE | |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 13903 | 292500 | SH | | SOLE | |
| FORD MTR CO DEL COM PAR \$0.01 | COM | 345370860 | 3124 | 248522 | SH | | SOLE | |
| FORTUNE BRANDS INC | COM | 349631101 | 64386 | 1327281 | SH | | SOLE | |
| FPL GROUP INC COM | COM | 302571104 | 18097 | 374454 | SH | | SOLE | |
| FRANKLIN ELEC INC | COM | 353514102 | 6094 | 203200 | SH | | SOLE | |
| FRANKLIN RES INC COM | COM | 354613101 | 943 | 8500 | SH | | SOLE | |
| FREEMPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 22206 | 265816 | SH | | SOLE | |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 2 | 15000 | SH | | SOLE | |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 1303 | 175170 | SH | | SOLE | |
| FULLER H B CO COM | COM | 359694106 | 11439 | 492850 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 8079 | 1556710 | SH | | SOLE | |
| GABELLI CV SECURITIES FUND | MUTUAL FUNDS | 36240B109 | 7990 | 1219899 | SH | | SOLE | |
| GABELLI DIV&INC TR COM | MUTUAL FUNDS | 36242H104 | 28715 | 2086851 | SH | | SOLE | |
| GABELLI EQUITY TRUST INC | MUTUAL FUNDS | 362397101 | 3386 | 665229 | SH | | SOLE | |
| GABELLI GLB GLD NAT RES & INCO | MUTUAL FUNDS | 36244N109 | 178 | 10092 | SH | | SOLE | |
| GABELLI GBL MULTIMEDIA TR COM | MUTUAL FUNDS | 36239Q109 | 3199 | 429155 | SH | | SOLE | |
| GABELLI GLOBAL DEAL FUND | MUTUAL FUNDS | 36245G103 | 18366 | 1285235 | SH | | SOLE | |
| GABELLI GLOBAL UTIL & INCOME | MUTUAL FUNDS | 36242L105 | 3382 | 171491 | SH | | SOLE | |
| GABELLI HLTHCARE & WELLNESS | MUTUAL FUNDS | 36246K103 | 469 | 67051 | SH | | SOLE | |
| GABELLI UTIL TR COM | MUTUAL FUNDS | 36240A101 | 2025 | 260321 | SH | | SOLE | |
| GARDNER DENVER INC | COM | 365558105 | 1453 | 33000 | SH | | SOLE | |
| GATX CORP | COM | 361448103 | 96857 | 3380691 | SH | | SOLE | |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 120537 | 4115283 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 25273 | 4387684 | SH | | SOLE | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 332 | 4300 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 24346 | 1337704 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 107800 | 1522819 | SH | | SOLE | |
| GENESIS ENERGY L P UNIT L P IN | OIL & GAS PARTNE | 371927104 | 2631 | 135000 | SH | | SOLE | |
| GENUINE PARTS CO | COM | 372460105 | 101511 | 2403193 | SH | | SOLE | |
| GENZYME CORP | COM | 372917104 | 1578 | 30450 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 8557 | 1377963 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 1189 | 26150 | SH | | SOLE | |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 1354 | 208016 | SH | | SOLE | |
| GOLDMAN SACHS GR | COM | 38141G104 | 1246 | 7300 | SH | | SOLE | |
| GOOGLE INC-CL A | COM | 38259P508 | 7815 | 13781 | SH | | SOLE | |
| GORMAN RUPP CO | COM | 383082104 | 8299 | 326216 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 7957 | 248650 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 82217 | 6014393 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 3327 | 1446508 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 110 | 46875 | SH | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 24059 | 3136730 | SH | | SOLE | |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 39999 | 2153973 | SH | | SOLE | |
| GREATBATCH INC | COM | 39153L106 | 3051 | 144000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | | |
| | | | | GAMCO ASSET MGT. INC. | | | | |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| GREENBRIER COS INC | COM | 393657101 | 1398 | 127000 | SH | | SOLE | |
| GREIF INC CL A | COM | 397624107 | 60423 | 1100208 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 368 | 7100 | SH | | SOLE | |
| GRIFFIN LAND & NUR | COM | 398231100 | 27042 | 930870 | SH | | SOLE | |
| GRIFFON CORP COM | COM | 398433102 | 65133 | 5227397 | SH | | SOLE | |
| GRUPO TELEVISIA SA DE CV ADR (B | COM | 40049J206 | 44832 | 2132818 | SH | | SOLE | |
| GSE SYS INC COM | COM | 36227K106 | 272 | 50293 | SH | | SOLE | |
| GYRODYNE CO AMER INC COM | COM | 403820103 | 246 | 6000 | SH | | SOLE | |
| H R BLOCK INC | COM | 093671105 | 2041 | 114689 | SH | | SOLE | |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 2537 | 146000 | SH | | SOLE | |
| HALLIBURTON COMPANY | COM | 406216101 | 32867 | 1090830 | SH | | SOLE | |
| HANESBRANDS INC COM | COM | 410345102 | 2450 | 88062 | SH | | SOLE | |
| HARLEY DAVIDSON INC | COM | 412822108 | 348 | 12400 | SH | | SOLE | |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 8280 | 177000 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 497 | 52450 | SH | | SOLE | |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 541 | 24100 | SH | | SOLE | |
| HAWK CORP CL A | COM | 420089104 | 20641 | 1058520 | SH | | SOLE | |
| HAWKINS INC COM | COM | 420261109 | 6337 | 261870 | SH | | SOLE | |
| HEELYS INC COM | COM | 42279M107 | 81 | 34000 | SH | | SOLE | |
| HEICO CORP NEW COM | COM | 422806109 | 1506 | 29200 | SH | | SOLE | |
| HEINZ, H J COMPANY | COM | 423074103 | 51674 | 1132961 | SH | | SOLE | |
| HERLEY INDS INC COM | COM | 427398102 | 38032 | 2594280 | SH | | SOLE | |
| HERSHEY COMPANY (THE) | COM | 427866108 | 46000 | 1074519 | SH | | SOLE | |
| HESKA CORP COM | COM | 42805E108 | 122 | 149000 | SH | | SOLE | |
| HESS CORP | COM | 42809H107 | 4907 | 78447 | SH | | SOLE | |
| HEWLETT PACKARD CO | COM | 428236103 | 890 | 16748 | SH | | SOLE | |
| HICKORY TECH CORP COM | COM | 429060106 | 498 | 56425 | SH | | SOLE | |
| HOME DEPOT INC | COM | 437076102 | 8104 | 250525 | SH | | SOLE | |
| HONEYWELL INT'L INC | COM | 438516106 | 128875 | 2846800 | SH | | SOLE | |
| HSN INC COM | COM | 404303109 | 743 | 25245 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 341 | 24045 | SH | | SOLE | |
| HUDSON VALLEY HOLDING CORP COM | COM | 444172100 | 874 | 36000 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 12532 | 1040000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 4263 | 187133 | SH | | SOLE | |
| ICO HLDGS INC COM | COM | 449293109 | 404 | 50000 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 978 | 28400 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 59592 | 1800362 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 912 | 50700 | SH | | SOLE | |
| INGERSOLL-RAND PLC | COM | G47791101 | 463 | 13280 | SH | | SOLE | |
| INGLES MKTS INC CL A | COM | 457030104 | 16634 | 1106689 | SH | | SOLE | |
| INNERWORKINGS INC COM | COM | 45773Y105 | 52 | 10000 | SH | | SOLE | |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 95 | 15000 | SH | | SOLE | |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 2222 | 83500 | SH | | SOLE | |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 424 | 8945 | SH | | SOLE | |

PORTVUE-SEC13F.LNP

GAMCO ASSET MGT. INC.

RUN DATE: 05/03/10 10:44 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| INTEL CORP | COM | 458140100 | 13380 | 600254 | SH | | SOLE | |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 4192 | 131000 | SH | | SOLE | |
| INTERMEC INC | COM | 458786100 | 69658 | 4912423 | SH | | SOLE | |
| INTERNATIONAL BUSINESS | COM | 459200101 | 11842 | 92335 | SH | | SOLE | |
| INTERNATIONAL GAME TECH | COM | 459902102 | 22380 | 1213002 | SH | | SOLE | |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 939 | 41000 | SH | | SOLE | |
| INTERNATIONAL SPEEDWAY A | COM | 460335201 | 618 | 24000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|--------|---------|----|------|
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 12268 | 1474500 | SH | SOLE |
| INTERVAL LEISURE GROUP INC | COM | 46113M108 | 683 | 46935 | SH | SOLE |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 50065 | 1050240 | SH | SOLE |
| INTRICON CORP COM | COM | 46121H109 | 195 | 50000 | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 915 | 23500 | SH | SOLE |
| IOWA TELECOMM SERVICES INC | COM | 462594201 | 1453 | 87000 | SH | SOLE |
| IRIS INTL INC COM | COM | 46270W105 | 3312 | 324400 | SH | SOLE |
| ITT INDUSTRIES | COM | 450911102 | 97296 | 1814877 | SH | SOLE |
| J & J SNACK FOODS CORP | COM | 466032109 | 2230 | 51300 | SH | SOLE |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 48653 | 1087211 | SH | SOLE |
| JANUS CAP GROUP INC | COM | 47102X105 | 33274 | 2328500 | SH | SOLE |
| JOHNSON CONTROLS | COM | 478366107 | 24708 | 748961 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 24593 | 377200 | SH | SOLE |
| JOURNAL COMM INC-A | COM | 481130102 | 21314 | 5074808 | SH | SOLE |
| JOY GLOBAL INC COM | COM | 481165108 | 776 | 13720 | SH | SOLE |
| KAMAN CORP | COM | 483548103 | 65145 | 2604739 | SH | SOLE |
| KAR AUCTION SVCS INC COM | COM | 48238T109 | 1593 | 105800 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 4253 | 79600 | SH | SOLE |
| KENSEY NASH CORP COM | COM | 490057106 | 2233 | 94800 | SH | SOLE |
| KEY ENERGY SVCS INC COM | COM | 492914106 | 860 | 90000 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 28874 | 459187 | SH | SOLE |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 1817 | 38000 | SH | SOLE |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 538 | 31500 | SH | SOLE |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 80897 | 2675175 | SH | SOLE |
| K-TRON INTL INC | COM | 482730108 | 5579 | 37200 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 219 | 95000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 4678 | 71720 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 47615 | 2251300 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 7206 | 269800 | SH | SOLE |
| LEAR CORP COM NEW | COM | 521865204 | 1809 | 22800 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 111480 | 3888401 | SH | SOLE |
| LGL GROUP INC | COM | 50186A108 | 172 | 31292 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 38208 | 1310305 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 25416 | 879748 | SH | SOLE |
| LIBERTY MEDIA CORP NEW LIB STA | COM | 53071M708 | 26306 | 481186 | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 27572 | 1802118 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 46137 | 1268538 | SH | SOLE |

GAMCO ASSET MGT. INC.

PORTVUE-SEC13F.LNP
RUN DATE: 05/03/10 10:44 A.M.

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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 3991 | 76358 | SH | | SOLE | |
| LIFEWAY FOODS INC COM | COM | 531914109 | 2700 | 227505 | SH | | SOLE | |
| LILLY, ELI AND COMPANY | COM | 532457108 | 7521 | 207648 | SH | | SOLE | |
| LIN TV CORP CL A | COM | 532774106 | 23882 | 4153344 | SH | | SOLE | |
| LINDSAY CORP | COM | 535555106 | 4331 | 104600 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 4751 | 125000 | SH | | SOLE | |
| LIVE NATION INC | COM | 538034109 | 235 | 16199 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 1821 | 21877 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 533 | 14300 | SH | | SOLE | |
| LOWES COS INC COM | COM | 548661107 | 412 | 17015 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 1250 | 204218 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 14991 | 189400 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 17527 | 1460611 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 16844 | 212200 | SH | | SOLE | |
| MACY'S INC | COM | 55616P104 | 25952 | 1192105 | SH | | SOLE | |
| MADISON SQUARE GARDEN A | COM | 55826P100 | 61768 | 2842534 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 2201 | 1310273 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| MAINE & MARITIMES CORP | COM | 560377103 | 4009 | 91000 | SH | SOLE |
| MARATHON OIL CORP COM | COM | 565849106 | 478 | 15119 | SH | SOLE |
| MARCUS CORP COM | COM | 566330106 | 2065 | 159000 | SH | SOLE |
| MARINE PRODS CORP COM | COM | 568427108 | 4112 | 685412 | SH | SOLE |
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 3070 | 125700 | SH | SOLE |
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 1925 | 345000 | SH | SOLE |
| MASTERCARD INC COM | COM | 57636Q104 | 8602 | 33865 | SH | SOLE |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 544 | 107200 | SH | SOLE |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 817 | 23000 | SH | SOLE |
| MCCORMICK & CO INC COM VTG | COM | 579780107 | 384 | 10000 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 334 | 5000 | SH | SOLE |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 7157 | 200750 | SH | SOLE |
| MEAD JOHNSON | COM | 582839106 | 14992 | 288141 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC COM | COM | 58405U102 | 232 | 3592 | SH | SOLE |
| MEDIA GENERAL CL A | COM | 584404107 | 34477 | 4158843 | SH | SOLE |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 22 | 10000 | SH | SOLE |
| MEDTRONIC INC COM | COM | 585055106 | 585 | 13000 | SH | SOLE |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 1628 | 203000 | SH | SOLE |
| MERCK & COMPANY | COM | 58933Y105 | 8450 | 226238 | SH | SOLE |
| MEREDITH CORP | COM | 589433101 | 10699 | 310913 | SH | SOLE |
| MET PRO CORP COM | COM | 590876306 | 946 | 96500 | SH | SOLE |
| METHODE ELECTRS INC CL A | COM | 591520200 | 1723 | 174000 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 18811 | 642282 | SH | SOLE |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 5423 | 275000 | SH | SOLE |
| MIDAS GROUP INC COM | COM | 595626102 | 24390 | 2162217 | SH | SOLE |
| MIDDLESEX WTR CO COM | COM | 596680108 | 2096 | 122941 | SH | SOLE |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 57546 | 645494 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MILLIPORE CORP | COM | 601073109 | 165653 | 1568680 | SH | | SOLE | |
| MIRANT CORP NEW COM | COM | 60467R100 | 134 | 12370 | SH | | SOLE | |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 1 | 12446 | SH | | SOLE | |
| MODINE MFG CO | COM | 607828100 | 31237 | 2779122 | SH | | SOLE | |
| MONRO MUFFLER BRAKE INC | COM | 610236101 | 1573 | 44000 | SH | | SOLE | |
| MONSANTO CO NEW COM | COM | 61166W101 | 6626 | 92773 | SH | | SOLE | |
| MONSTER WORLDWIDE INC COM | COM | 611742107 | 997 | 60000 | SH | | SOLE | |
| MOOG INC CL A | COM | 615394202 | 4719 | 133243 | SH | | SOLE | |
| MOOG INC CL B | COM | 615394301 | 1143 | 32200 | SH | | SOLE | |
| MORGAN STANLEY | COM | 617446448 | 35911 | 1226055 | SH | | SOLE | |
| MORGANS HOTEL GROUP CO COM | COM | 61748W108 | 560 | 87400 | SH | | SOLE | |
| MOAIC CO/THE | COM | 61945A107 | 980 | 16120 | SH | | SOLE | |
| MOSY INC | COM | 619718109 | 80 | 20000 | SH | | SOLE | |
| MOTOROLA INC | COM | 620076109 | 269 | 38300 | SH | | SOLE | |
| MOVADO GROUP INC COM | COM | 624580106 | 960 | 85100 | SH | | SOLE | |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 415 | 86854 | SH | | SOLE | |
| MURPHY OIL CORP COM | COM | 626717102 | 956 | 17010 | SH | | SOLE | |
| MVC CAP COM | COM | 553829102 | 1028 | 75750 | SH | | SOLE | |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 3418 | 84600 | SH | | SOLE | |
| MYERS INDS INC | COM | 628464109 | 22602 | 2156675 | SH | | SOLE | |
| MYLAN LABS INC COM | COM | 628530107 | 456 | 20085 | SH | | SOLE | |
| NARA BANCORP INC COM | COM | 63080P105 | 5076 | 579500 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 2246 | 145000 | SH | | SOLE | |
| NATIONAL DENTEX CORP COM | COM | 63563H109 | 441 | 45000 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 109878 | 2173655 | SH | | SOLE | |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 1094 | 9200 | SH | | SOLE | |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 601 | 14800 | SH | | SOLE | |

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| | | | | | | |
|---|--------------|-----------|---------|-------|-----------------------|------|
| NAVISTAR INTL CORP 3% 10/15/20 CONVERTIBLE BOND | 63934EAL2 | 291 | 260000 | PRN | SOLE | |
| NAVISTAR INTL CORP COM | 63934E108 | 105364 | 2355562 | SH | SOLE | |
| NCR CORP NEW COM | 62886E108 | 36357 | 2634570 | SH | SOLE | |
| NEOGEN CORP COM | 640491106 | 251 | 10000 | SH | SOLE | |
| NETAPP INC COM | 64110D104 | 2766 | 85000 | SH | SOLE | |
| NEW ALLIANCE BANCSHARES INC CO COM | 650203102 | 6962 | 551700 | SH | SOLE | |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 166 | 13178 | SH | SOLE |
| NEW YORK CMNTY BANCORP INC COM | 649445103 | 660 | 39886 | SH | SOLE | |
| NEWMARKET CORP COM | 651587107 | 4768 | 46300 | SH | SOLE | |
| NEWMONT MINING CORP HOLDING CO | 651639106 | 13222 | 259612 | SH | SOLE | |
| NEWS CORP CL A | 65248E104 | 112151 | 7782863 | SH | SOLE | |
| NICOR INC COM | 654086107 | 2296 | 54763 | SH | SOLE | |
| NIKE INC CL B | 654106103 | 1151 | 15660 | SH | SOLE | |
| NISOURCE INC | 65473P105 | 354 | 22400 | SH | SOLE | |
| NOBILITY HOMES INC COM | 654892108 | 2017 | 206023 | SH | SOLE | |
| NOBLE CORPORATION BAAR NAMEN - | COM | H5833N103 | 902 | 21570 | SH | SOLE |
| NORDSON CORP COM | 655663102 | 1358 | 20000 | SH | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | GAMCO ASSET MGT. INC. | |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| NORTHEAST UTILS COM | COM | 664397106 | 27408 | 991594 | SH | | SOLE | |
| NORTHERN TRUST CORP | COM | 665859104 | 7604 | 137605 | SH | | SOLE | |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 1633 | 24911 | SH | | SOLE | |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 9094 | 339200 | SH | | SOLE | |
| NOVELL INC | COM | 670006105 | 240 | 40000 | SH | | SOLE | |
| NOVO-NORDISK A S ADR | COM | 670100205 | 448 | 5805 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 362 | 17300 | SH | | SOLE | |
| NSTAR COM | COM | 67019E107 | 32256 | 910659 | SH | | SOLE | |
| NUTRI SYS INC NEW COM | COM | 67069D108 | 624 | 35000 | SH | | SOLE | |
| NUVASIVE INC COM | COM | 670704105 | 1121 | 24800 | SH | | SOLE | |
| NYSE EURONEXT COM | COM | 629491101 | 3259 | 110052 | SH | | SOLE | |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 69862 | 1674949 | SH | | SOLE | |
| OCCIDENTAL PETE CORP | COM | 674599105 | 5794 | 68539 | SH | | SOLE | |
| OCEANEERING INTL INC COM | COM | 675232102 | 21853 | 344200 | SH | | SOLE | |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 9526 | 526000 | SH | | SOLE | |
| OIL DRI CORP AMER COM | COM | 677864100 | 10564 | 546500 | SH | | SOLE | |
| OLIN CORP COM PAR \$1. | COM | 680665205 | 981 | 50000 | SH | | SOLE | |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 22959 | 2924750 | SH | | SOLE | |
| ONEOK INC NEW COM | COM | 682680103 | 10242 | 224368 | SH | | SOLE | |
| OPKO HEALTH INC COM | COM | 68375N103 | 30 | 15000 | SH | | SOLE | |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 7771 | 548000 | SH | | SOLE | |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 2564 | 91100 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 4331 | 119050 | SH | | SOLE | |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 3558 | 162000 | SH | | SOLE | |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 3725 | 80300 | SH | | SOLE | |
| PACCAR INC | COM | 693718108 | 9626 | 222113 | SH | | SOLE | |
| PACTIV CORP COM | COM | 695257105 | 3339 | 132600 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 3104 | 495000 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 84 | 42000 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 970 | 89200 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 17003 | 591600 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 9104 | 1041602 | SH | | SOLE | |
| PATTERSON COMPANIES INC | COM | 703395103 | 14643 | 471607 | SH | | SOLE | |
| PEABODY ENERGY CORP COM | COM | 704549104 | 804 | 17600 | SH | | SOLE | |
| PENFORD CORP COM | COM | 707051108 | 205 | 20000 | SH | | SOLE | |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 3059 | 110000 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 7609 | 323649 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|--------|----|-----------------------|
| PENSKE AUTOMOTIVE GRP INC COM | COM | 70959W103 | 7676 | 532300 | SH | SOLE |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 8291 | 825000 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 31924 | 482524 | SH | SOLE |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 1549 | 34800 | SH | SOLE |
| PETROBRAS BRASILEIRO SPON ADR | COM | 71654V101 | 1246 | 31469 | SH | SOLE |
| PETROQUEST ENERGY INC COM | COM | 716748108 | 111 | 22000 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 15333 | 894062 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 557 | 825000 | PRN | | SOLE | |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 331 | 12000 | SH | | SOLE | |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 127 | 20000 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 13780 | 1414800 | SH | | SOLE | |
| PLANTRONICS | COM | 727493108 | 1408 | 45000 | SH | | SOLE | |
| PLATO LEARNING INC COM | COM | 72764Y100 | 1996 | 359000 | SH | | SOLE | |
| PNC FINANCIAL CORP | COM | 693475105 | 6728 | 112700 | SH | | SOLE | |
| PNM RES INC | COM | 69349H107 | 47598 | 3798700 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 631 | 7415 | SH | | SOLE | |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 1411 | 127000 | SH | | SOLE | |
| POTASH CORP SASK INC | COM | 73755L107 | 1894 | 15868 | SH | | SOLE | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 162628 | 1283463 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 556 | 161728 | SH | | SOLE | |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 30683 | 484953 | SH | | SOLE | |
| PROSHARES TR PSHS ULSH1000 | ETF/ISHARE - EQU | 74347R461 | 379 | 12000 | SH | | SOLE | |
| PROSHARES TR PSHS ULTRA FINL | COM | 74347R743 | 401 | 59000 | SH | | SOLE | |
| PROSHARES TR ULTRSHRT 20YRS | COM | 74347R297 | 1139 | 23400 | SH | | SOLE | |
| PROSHARES TR ULTRSHRT 7-10Y | COM | 74347R313 | 928 | 18000 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 1438 | 125050 | SH | | SOLE | |
| PSS WORLD MED INC COM | COM | 69366A100 | 1411 | 60000 | SH | | SOLE | |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 122 | 16000 | SH | | SOLE | |
| QUALCOMM INC COM | COM | 747525103 | 4984 | 118770 | SH | | SOLE | |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 1749 | 30000 | SH | | SOLE | |
| QUESTAR CORP COM | COM | 748356102 | 3370 | 78000 | SH | | SOLE | |
| QUIDEL CORP COM | COM | 74838J101 | 2389 | 164300 | SH | | SOLE | |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 1295 | 248000 | SH | | SOLE | |
| RALCORP HOLDINGS INC | COM | 751028101 | 5707 | 84200 | SH | | SOLE | |
| RCN CORP COM NEW | COM | 749361200 | 679 | 45000 | SH | | SOLE | |
| READING INTL INC CL A | COM | 755408101 | 51 | 12000 | SH | | SOLE | |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 40415 | 1392674 | SH | | SOLE | |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 1122 | 15165 | SH | | SOLE | |
| REVLON INC CL A | COM | 761525609 | 327 | 22000 | SH | | SOLE | |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 1997 | 8436 | SH | | SOLE | |
| RISKMETRICS GROUP INC COM | COM | 767735103 | 1492 | 66000 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 7789 | 327000 | SH | | SOLE | |
| ROCHESTER MED CORP COM | COM | 771497104 | 2345 | 182910 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 48588 | 862104 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 1137 | 18170 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 2928 | 110000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 25610 | 750377 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 63940 | 2949250 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 179 | 260000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 4040 | 69850 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 26222 | 900800 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GAMCO ASSET MGT. INC. | |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | | | |

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AS OF DATE: 03/31/10

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|---------------------------------|------------------|-----------|-----------------------|--------------------|------------|--------------|--------------------|---------|
| ROYAL DUTCH SHELL PLC ADR-A(RD) | COM | 780259206 | 1830 | 31626 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 63916 | 5742657 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 572 | 132200 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 5830 | 474021 | SH | | SOLE | |
| SAFEWAY INC COM NEW | COM | 786514208 | 4505 | 181200 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 3660 | 1022313 | SH | | SOLE | |
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 14093 | 1579920 | SH | | SOLE | |
| SANDISK CORP COM | COM | 80004C101 | 554 | 16000 | SH | | SOLE | |
| SARA LEE CORP COM | COM | 803111103 | 21879 | 1570668 | SH | | SOLE | |
| SCHEIN HENRY INC COM | COM | 806407102 | 20474 | 347601 | SH | | SOLE | |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 17659 | 2158805 | SH | | SOLE | |
| SCHLUMBERGER | COM | 806857108 | 1652 | 26029 | SH | | SOLE | |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1724 | 92240 | SH | | SOLE | |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 1617 | 34000 | SH | | SOLE | |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 5357 | 633966 | SH | | SOLE | |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 71089 | 1602917 | SH | | SOLE | |
| SEARCHMEDIA HLDGS LTD WTS | WARRANT AND RIGH | G8005Y114 | 125 | 125000 | SH | | SOLE | |
| SEARCHMEDIA HOLDINGS LTD | COM | G8005Y106 | 596 | 126500 | SH | | SOLE | |
| SECTOR SPDR TR SHS BEN INT-FIN | MUTUAL FUNDS | 81369Y605 | 1834 | 115000 | SH | | SOLE | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 54938 | 1890511 | SH | | SOLE | |
| SIEMENS AG SPONSORED ADR | COM | 826197501 | 1444 | 14440 | SH | | SOLE | |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 5826 | 1146792 | SH | | SOLE | |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 593 | 680800 | SH | | SOLE | |
| SJW CORP COM | COM | 784305104 | 9831 | 386741 | SH | | SOLE | |
| SKILLSOFT PUB LTD CO SPONSORED | COM | 830928107 | 1806 | 175000 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 12436 | 668600 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 13002 | 1436730 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 10330 | 825100 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 907 | 140000 | SH | | SOLE | |
| SMITH A O CORP COM | COM | 831865209 | 789 | 15000 | SH | | SOLE | |
| SMITH INTL INC COM | COM | 832110100 | 1220 | 28500 | SH | | SOLE | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 1306 | 21680 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 7179 | 508496 | SH | | SOLE | |
| SONOCO PRODS CO COM | COM | 835495102 | 1540 | 50000 | SH | | SOLE | |
| SORL AUTO PTS INC COM | COM | 78461U101 | 125 | 13500 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 252 | 6000 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 3956 | 155942 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 50760 | 1696524 | SH | | SOLE | |
| SOUTHWEST WATER CO | COM | 845331107 | 230 | 22000 | SH | | SOLE | |
| SOUTHWESTERN ENERGY CO COM | COM | 845467109 | 1671 | 41045 | SH | | SOLE | |
| SPARTAN MTRS INC COM | COM | 846819100 | 1624 | 290000 | SH | | SOLE | |
| SPDR GOLD TRUST GOLD SHS | COM | 78463V107 | 632 | 5800 | SH | | SOLE | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 6805 | 302023 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 52774 | 13887927 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | | |
| | | | GAMCO ASSET MGT. INC. | | | | | |

RUN DATE: 05/03/10 10:44 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 5099 | 124215 | SH | | SOLE | |
| ST. JOE COMPANY | COM | 790148100 | 340 | 10500 | SH | | SOLE | |
| STAMPS.COM INC (NEW) | COM | 852857200 | 404 | 40000 | SH | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 16496 | 1662875 | SH | | SOLE | |
| STANDEX INTL CORP | COM | 854231107 | 3067 | 119000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|--------|---------|----|-----------------------|
| STAPLES INC | COM | 855030102 | 234 | 10000 | SH | SOLE |
| STARBUCKS CORP COM | COM | 855244109 | 692 | 28500 | SH | SOLE |
| STARRETT L S CO CL A | COM | 855668109 | 1229 | 118700 | SH | SOLE |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 2938 | 63000 | SH | SOLE |
| STATE STREET CORP | COM | 857477103 | 3087 | 68380 | SH | SOLE |
| STATOIL ASA SPONSORED ADR | COM | 85771P102 | 478 | 20500 | SH | SOLE |
| STEAK N SHAKE COMPANY COM NEW | COM | 857873202 | 34595 | 90737 | SH | SOLE |
| STERLING BANCORP COM | COM | 859158107 | 8739 | 869515 | SH | SOLE |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 1250 | 200000 | SH | SOLE |
| STONERIDGE INC | COM | 86183P102 | 3585 | 362500 | SH | SOLE |
| STRATTEC SECURITY CORP. | COM | 863111100 | 3629 | 178569 | SH | SOLE |
| STRYKER CORP | COM | 863667101 | 1345 | 23509 | SH | SOLE |
| SUNCOR ENERGY INC | COM | 867224107 | 394 | 12100 | SH | SOLE |
| SUPERIOR INDS INTL INC | COM | 868168105 | 8834 | 549400 | SH | SOLE |
| SUPERVALU INC COMMON | COM | 868536103 | 528 | 31654 | SH | SOLE |
| SURMODICS INC COM | COM | 868873100 | 1039 | 49600 | SH | SOLE |
| SWS GROUP INC | COM | 78503N107 | 11200 | 971400 | SH | SOLE |
| SYCAMORE NETWORKS INC COM NEW | COM | 871206405 | 2649 | 131750 | SH | SOLE |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 328 | 30000 | SH | SOLE |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 1727 | 31105 | SH | SOLE |
| SYSCO CORPORATION | COM | 871829107 | 2657 | 90079 | SH | SOLE |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 7425 | 135069 | SH | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 13523 | 1370495 | SH | SOLE |
| TARGET CORP COM | COM | 87612E106 | 500 | 9500 | SH | SOLE |
| TECH OPS SEVCON INC | COM | 878293109 | 2243 | 445019 | SH | SOLE |
| TECHWELL INC COM | COM | 87874D101 | 206 | 11000 | SH | SOLE |
| TECO ENERGY INC COM | COM | 872375100 | 2124 | 133656 | SH | SOLE |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 1138 | 16000 | SH | SOLE |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 59184 | 1983367 | SH | SOLE |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 113038 | 3339388 | SH | SOLE |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 1846 | 43000 | SH | SOLE |
| TENNANT CO | COM | 880345103 | 14338 | 523490 | SH | SOLE |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 24608 | 1040525 | SH | SOLE |
| TEREX CORP NEW COM | COM | 880779103 | 2226 | 98000 | SH | SOLE |
| TERRA INDS INC | COM | 880915103 | 1716 | 37500 | SH | SOLE |
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 2865 | 45420 | SH | SOLE |
| TEXAS INDS INC COM | COM | 882491103 | 3838 | 112320 | SH | SOLE |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 16881 | 689865 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 23996 | 1130300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 4255 | 91800 | SH | | SOLE | |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 977 | 19000 | SH | | SOLE | |
| THOMAS & BETTS CORP | COM | 884315102 | 94656 | 2412243 | SH | | SOLE | |
| TIFFANY & CO NEW COM | COM | 886547108 | 1158 | 24380 | SH | | SOLE | |
| TIME WARNER CABLE INC COM | COM | 88732J207 | 11943 | 224031 | SH | | SOLE | |
| TIME WARNER INC COM | COM | 887317303 | 111159 | 3554823 | SH | | SOLE | |
| TIVO INC | COM | 888706108 | 10989 | 641500 | SH | | SOLE | |
| TOLL BROS INC COM | COM | 889478103 | 333 | 16000 | SH | | SOLE | |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 34429 | 1273738 | SH | | SOLE | |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 11523 | 198500 | SH | | SOLE | |
| TRANS LUX CORP | COM | 893247106 | 117 | 131100 | SH | | SOLE | |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 902 | 122700 | SH | | SOLE | |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 12072 | 139755 | SH | | SOLE | |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 668 | 12387 | SH | | SOLE | |
| TREDEGAR INDS INC | COM | 894650100 | 41534 | 2431726 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|--------|---------|----|-----------------------|
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 1027 | 590000 | SH | SOLE |
| TRIMBLE NAV LTD COM | COM | 896239100 | 465 | 16200 | SH | SOLE |
| TWIN DISC INC COM | COM | 901476101 | 367 | 30000 | SH | SOLE |
| TYCO ELECTRONICS LTD | COM | H8912P106 | 7130 | 259479 | SH | SOLE |
| TYCO INTERNATIONAL LTD SHS | COM | H89128104 | 21530 | 562871 | SH | SOLE |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 4748 | 253370 | SH | SOLE |
| U S BANCORP | COM | 902973304 | 577 | 22300 | SH | SOLE |
| ULTRA PETROLEUM CORP COM | COM | 903914109 | 952 | 20410 | SH | SOLE |
| UNDER ARMOUR INC CL A | COM | 904311107 | 632 | 21485 | SH | SOLE |
| UNION DRILLING INC COM | COM | 90653P105 | 801 | 130000 | SH | SOLE |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 6401 | 203594 | SH | SOLE |
| UNITED GUARDIAN INC COM | COM | 910571108 | 2410 | 189726 | SH | SOLE |
| UNITED NAT FOODS INC COM | COM | 911163103 | 1688 | 60000 | SH | SOLE |
| UNITED RENTALS INC COM | COM | 911363109 | 750 | 80000 | SH | SOLE |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 123217 | 2977702 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 3808 | 51734 | SH | SOLE |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 20873 | 638900 | SH | SOLE |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 5176 | 226800 | SH | SOLE |
| VALLEY NATL BANCORP COM | COM | 919794107 | 538 | 35000 | SH | SOLE |
| VALMONT INDS INC | COM | 920253101 | 837 | 10100 | SH | SOLE |
| VALUECLICK INC COM | COM | 92046N102 | 3967 | 391600 | SH | SOLE |
| VANGUARD SCOTTSDALE FDS SHRT-T | ETF/ISHARE - EQU | 92206C409 | 250 | 3280 | SH | SOLE |
| VARIAN INC COM | COM | 922206107 | 39113 | 755360 | SH | SOLE |
| VARIAN MED SYS INC COM | COM | 92220P105 | 812 | 14668 | SH | SOLE |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 3883 | 431971 | SH | SOLE |
| VERISIGN INC COM | COM | 92343E102 | 211 | 8091 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 18981 | 611909 | SH | SOLE |
| VIACOM INC NEW CL A | COM | 92553P102 | 140671 | 3835077 | SH | SOLE |
| VIACOM INC NEW CL B | COM | 92553P201 | 15476 | 450156 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 3627 | 129387 | SH | | SOLE | |
| VIMPEL COMMUNICATIONS ADR | COM | 68370R109 | 7870 | 427500 | SH | | SOLE | |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 4519 | 49642 | SH | | SOLE | |
| W D 40 COMPANY | COM | 929236107 | 1313 | 40000 | SH | | SOLE | |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 30133 | 836100 | SH | | SOLE | |
| WAL MART STORES INC | COM | 931142103 | 14466 | 260175 | SH | | SOLE | |
| WALGREEN COMPANY | COM | 931422109 | 21780 | 587232 | SH | | SOLE | |
| WALTER INDS INC COM | COM | 93317Q105 | 212 | 2300 | SH | | SOLE | |
| WARNER MUSIC GROUP CORP COM | COM | 934550104 | 311 | 45000 | SH | | SOLE | |
| WASTE CONNECTIONS INC COM | COM | 941053100 | 509 | 15000 | SH | | SOLE | |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 48745 | 1415757 | SH | | SOLE | |
| WASTE SERVICES INC DEL COM NEW | COM | 941075202 | 564 | 57000 | SH | | SOLE | |
| WATSON PHARMACEUTICALS INC COM | COM | 942683103 | 1671 | 40000 | SH | | SOLE | |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 81766 | 2632514 | SH | | SOLE | |
| WCA WASTE CORP COM | COM | 92926K103 | 509 | 100000 | SH | | SOLE | |
| WEATHERFORD INTERNATIONAL LTD | COM | H27013103 | 31996 | 2017400 | SH | | SOLE | |
| WEIS MKTS INC | COM | 948849104 | 2945 | 81000 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 41012 | 1317853 | SH | | SOLE | |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 602 | 120310 | SH | | SOLE | |
| WESTAR ENERGY INC | COM | 95709T100 | 56738 | 2544306 | SH | | SOLE | |
| WESTERN SIZZLIN CORP DEL COM N | COM | 959542200 | 127 | 14100 | SH | | SOLE | |
| WESTWOOD HLDGS GROUP INC COM | COM | 961765104 | 34839 | 946700 | SH | | SOLE | |
| WHITE ELECTRONICS DESIGNS COCO | COM | 963801105 | 70 | 10000 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 1465 | 598125 | SH | | SOLE | |
| WILMINGTON TR CORP COM | COM | 971807102 | 3993 | 241000 | SH | | SOLE | |

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| | | | | | | |
|-------------------------------|-----|-----------|-------|--------|----|-----------------------|
| WINDSTREAM CORP COM | COM | 97381W104 | 1229 | 112846 | SH | SOLE |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 6882 | 551000 | SH | SOLE |
| WINNEBAGO INDS INC COM | COM | 974637100 | 146 | 10000 | SH | SOLE |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 4277 | 146674 | SH | SOLE |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 14968 | 468030 | SH | SOLE |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 780 | 45060 | SH | SOLE |
| WRIGHT MED GROUP INC COM | COM | 98235T107 | 320 | 18000 | SH | SOLE |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 288 | 11198 | SH | SOLE |
| WYNN RESORTS LTD COM | COM | 983134107 | 16478 | 217300 | SH | SOLE |
| XCEL ENERGY INC COM | COM | 98389B100 | 2327 | 109776 | SH | SOLE |
| XEROX CORP | COM | 984121103 | 414 | 42500 | SH | SOLE |
| XTO ENERGY INC COM | COM | 98385X106 | 3609 | 76500 | SH | SOLE |
| YAHOO INC. | COM | 984332106 | 5670 | 343010 | SH | SOLE |
| YORK WTR CO COM | COM | 987184108 | 688 | 50000 | SH | SOLE |
| YOUBET COM INC COM | COM | 987413101 | 647 | 220000 | SH | SOLE |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 7087 | 251672 | SH | SOLE |
| YUM BRANDS INC COM | COM | 988498101 | 690 | 18000 | SH | SOLE |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 12092 | 408500 | SH | SOLE |
| ZENITH NATL INS CORP COM | COM | 989390109 | 11852 | 309300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
| RUN DATE: 05/03/10 10:44 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ZEP INC | COM | 98944B108 | 50694 | 2316929 | SH | | SOLE | |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 26559 | 448625 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 1087 | 101000 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 3074 | 333000 | SH | | SOLE | |

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PORTVUE-SEC13F.LNP
 RUN DATE: 05/03/10 10:52 A.M.

GABELLI FUNDS, LLC

FORM 13F INFORMATION TABLE
 AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 377 | 150000 | SH | | SOLE | |
| 3 COM CORP | COM | 885535104 | 28226 | 3680000 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 418 | 5000 | SH | | SOLE | |
| 99 CENTS ONLY STORES | COM | 65440K106 | 489 | 30000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 44693 | 1729600 | SH | | SOLE | |
| A123 SYSTEMS INC | COM | 03739T108 | 371 | 27000 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 621 | 25000 | SH | | SOLE | |
| AARON'S INC | COM | 002535300 | 6401 | 235750 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 14742 | 675000 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 22742 | 431700 | SH | | SOLE | |
| ABOVENET INC COM | COM | 00374N107 | 2602 | 51300 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 603 | 78700 | SH | | SOLE | |
| ACTIVISION BLIZZARD,INC | COM | 00507V109 | 940 | 78000 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 2026 | 48000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 48 | 14750 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 8489 | 240000 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 13310 | 1210000 | SH | | SOLE | |
| AES TR III TR P CV SC 6.75 | CONVERTIBLE PREF | 00808N202 | 271 | 6000 | SH | | SOLE | |
| AETNA INC (B:AET) COM | COM | 00817Y108 | 1369 | 39000 | SH | | SOLE | |
| AFLAC INC COM | COM | 001055102 | 9121 | 168000 | SH | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 2377 | 61500 | SH | | SOLE | |
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 75262 | 1351931 | SH | | SOLE | |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 592 | 8000 | SH | | SOLE | |
| AIRGAS INC COM | COM | 009363102 | 1559 | 24500 | SH | | SOLE | |
| AIXTRON AKTIENGESELLSCHAFT SPO | COM | 009606104 | 464 | 13000 | SH | | SOLE | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 943 | 30000 | SH | | SOLE | |
| AKAMI TECH 1% 12/15/2033 CV | CONVERTIBLE BOND | 00971TAE1 | 204 | 100000 | PRN | | SOLE | |
| ALBANY INTL CORP NEW CL A | COM | 012348108 | 732 | 34000 | SH | | SOLE | |
| ALBEMARLE CORP COM | COM | 012653101 | 5286 | 124000 | SH | | SOLE | |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 9144 | 349670 | SH | | SOLE | |
| ALCATEL LUCENT ADR SPONS 1/5SH | COM | 013904305 | 69 | 22000 | SH | | SOLE | |
| ALCOA 5.250% 03/15/14 | CONVERTIBLE BOND | 013817AT8 | 466 | 200000 | PRN | | SOLE | |
| ALCOA INC COM | COM | 013817101 | 17102 | 1201000 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 19064 | 118000 | SH | | SOLE | |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 1122 | 58000 | SH | | SOLE | |
| ALLEGHANY CORP DEL | COM | 017175100 | 9500 | 32669 | SH | | SOLE | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 32223 | 1401000 | SH | | SOLE | |
| ALLERGAN INC | COM | 018490102 | 12510 | 191514 | SH | | SOLE | |
| ALLETE INC COM NEW | COM | 018522300 | 5692 | 170000 | SH | | SOLE | |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 11773 | 384000 | SH | | SOLE | |
| ALLIANCE HOLDINGS GP LP COM UN | COM | 01861G100 | 1097 | 34000 | SH | | SOLE | |
| ALLIANCE ONE INTL INC COM | COM | 018772103 | 61 | 12000 | SH | | SOLE | |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 5155 | 155000 | SH | | SOLE | |

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

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RUN DATE: 05/03/10 10:52 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|--|
| ALLIED DEFENSE GROUP INC COM | COM | 019118108 | 671 | 93000 | SH | | SOLE | | |
| ALLSTATE CORP COM | COM | 020002101 | 226 | 7000 | SH | | SOLE | | |
| ALTRIA GROUP INC COM | COM | 02209S103 | 2052 | 100000 | SH | | SOLE | | |
| AMAZON.COM INC | COM | 023135106 | 2892 | 21300 | SH | | SOLE | | |
| AMEDISYS INC COM | COM | 023436108 | 828 | 15000 | SH | | SOLE | | |
| AMEREN CORP COM | COM | 023608102 | 8711 | 334000 | SH | | SOLE | | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 19965 | 396600 | SH | | SOLE | | |
| AMERICAN DAIRY INC COM | COM | 025334103 | 4788 | 250000 | SH | | SOLE | | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 21978 | 643000 | SH | | SOLE | | |
| AMERICAN EXPRESS CO | COM | 025816109 | 86275 | 2091000 | SH | | SOLE | | |
| AMERICAN STS WTR CO COM | COM | 029899101 | 972 | 28000 | SH | | SOLE | | |
| AMERICAN SUPERCONDUCTOR CORPCO | COM | 030111108 | 347 | 12000 | SH | | SOLE | | |
| AMERICAN TOWER SYSTEMS CL A | COM | 029912201 | 490 | 11500 | SH | | SOLE | | |
| AMERICAN WATER WORKS CO INC | COM | 030420103 | 11180 | 513800 | SH | | SOLE | | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 1043 | 23000 | SH | | SOLE | | |
| AMERISOURCEBERGEN CORP COM | COM | 03073E105 | 521 | 18000 | SH | | SOLE | | |
| AMETEK INC NEW COM | COM | 031100100 | 49545 | 1195000 | SH | | SOLE | | |
| AMGEN INC | COM | 031162100 | 4907 | 82000 | SH | | SOLE | | |
| AMICAS INC | COM | 001712108 | 14378 | 2388400 | SH | | SOLE | | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 8960 | 361000 | SH | | SOLE | | |
| AMPHENOL CORP NEW CL A | COM | 032095101 | 565 | 13400 | SH | | SOLE | | |
| AMR CORP | COM | 001765106 | 4172 | 458000 | SH | | SOLE | | |
| AMTECH SYS INC COM PAR \$0.01N | COM | 032332504 | 353 | 35000 | SH | | SOLE | | |
| ANADARKO PETE CORP COM | COM | 032511107 | 25927 | 356000 | SH | | SOLE | | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 3280 | 210000 | SH | | SOLE | | |
| ANGLOGOLD LTD SPONSORED ADR | COM | 035128206 | 36527 | 962500 | SH | | SOLE | | |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 586 | 310000 | SH | | SOLE | | |
| ANIXTER INTL INC COM | COM | 035290105 | 515 | 11000 | SH | | SOLE | | |
| ANTE4 INC | COM | 03665E109 | 89 | 75000 | SH | | SOLE | | |
| AOL INC COM | COM | 00184X105 | 3402 | 134577 | SH | | SOLE | | |
| APACHE CORP | COM | 037411105 | 27557 | 271500 | SH | | SOLE | | |
| APPLE INC | COM | 037833100 | 30832 | 131200 | SH | | SOLE | | |
| APPLIED MATLS INC COM | COM | 038222105 | 350 | 26000 | SH | | SOLE | | |
| AQUA AMERICA INC | COM | 03836W103 | 4261 | 242532 | SH | | SOLE | | |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 1204 | 35000 | SH | | SOLE | | |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 30634 | 1060000 | SH | | SOLE | | |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 3772 | 115729 | SH | | SOLE | | |
| ARTESIAN RES CORP COM CL A | COM | 043113208 | 543 | 30750 | SH | | SOLE | | |
| ARTHROCARE CORP COM | COM | 043136100 | 7371 | 248000 | SH | | SOLE | | |
| ARTIO GLOBAL INVESTORS INC | COM | 04315B107 | 17553 | 709500 | SH | | SOLE | | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 1141 | 41858 | SH | | SOLE | | |
| ASHLAND INC NEW COM | COM | 044209104 | 15145 | 287000 | SH | | SOLE | | |
| ASTORIA FINL CORP COM | COM | 046265104 | 145 | 10000 | SH | | SOLE | | |
| ASTRONICS CORP COM | COM | 046433108 | 98 | 10000 | SH | | SOLE | | |
| PORTVUE-SEC13F.LNP | | | | | | | | | |
| | | | GABELLI FUNDS, LLC | | | | | | |

RUN DATE: 05/03/10 10:52 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 2876 | 64000 | SH | | SOLE | |
| ATLAS AMERICA INC COM | COM | 049298102 | 467 | 15000 | SH | | SOLE | |
| ATMOS ENERGY CORP COM | COM | 049560105 | 5343 | 187000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| ATRICURE INC COM | COM | 04963C209 | 90 | 15200 | SH | SOLE |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 889 | 20000 | SH | SOLE |
| AUTONATION INC | COM | 05329W102 | 8136 | 450000 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 3721 | 21500 | SH | SOLE |
| AVISTA CORP COM | COM | 05379B107 | 5416 | 261500 | SH | SOLE |
| AVON PRODUCTS INC | COM | 054303102 | 8400 | 248000 | SH | SOLE |
| BADGER METER INC COM | COM | 056525108 | 1926 | 50000 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 2951 | 63000 | SH | SOLE |
| BALDOR ELEC CO COM | COM | 057741100 | 30369 | 812000 | SH | SOLE |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 732 | 610000 | SH | SOLE |
| BANCO SANTANDER CENT HISP ADR(| COM | 05964H105 | 3291 | 248000 | SH | SOLE |
| BANK OF AMERICA | COM | 060505104 | 20543 | 1150876 | SH | SOLE |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 47680 | 1544038 | SH | SOLE |
| BARNES GROUP INC COM | COM | 067806109 | 233 | 12000 | SH | SOLE |
| BARRICK GOLD(R:ABX.N B:ABX US) | COM | 067901108 | 59573 | 1553803 | SH | SOLE |
| BASSETT FURNITURE INDS | COM | 070203104 | 68 | 12000 | SH | SOLE |
| BAXTER INTL INC COM | COM | 071813109 | 29740 | 511000 | SH | SOLE |
| BCE INC | COM | 05534B760 | 37744 | 1286000 | SH | SOLE |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 496 | 119600 | SH | SOLE |
| BECTON DICKINSON & CO COM | COM | 075887109 | 17573 | 223200 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 2100 | 48000 | SH | SOLE |
| BEL FUSE INC CL A | COM | 077347201 | 5721 | 308900 | SH | SOLE |
| BELDEN CDT INC | COM | 077454106 | 1043 | 38000 | SH | SOLE |
| BELL MICROPRODUCTS INC COM | COM | 078137106 | 3632 | 522600 | SH | SOLE |
| BELO CORP | COM | 080555105 | 1194 | 175000 | SH | SOLE |
| BERKSHIRE HATHAWAY INC-CL A | COM | 084670108 | 42386 | 348 | SH | SOLE |
| BEST BUY INC COM | COM | 086516101 | 1361 | 32000 | SH | SOLE |
| BHP BILLITON LTD SPONSORED ADR | COM | 088606108 | 9277 | 115500 | SH | SOLE |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 761 | 50000 | SH | SOLE |
| BIO RAD LABS INC CL A | COM | 090572207 | 704 | 6800 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 6600 | 115000 | SH | SOLE |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 107 | 55000 | SH | SOLE |
| BJ SVCS CO COM | COM | 055482103 | 7683 | 359000 | SH | SOLE |
| BLACK HILLS CORP COM | COM | 092113109 | 31078 | 1024000 | SH | SOLE |
| BLACKROCK INC CL A | COM | 09247X101 | 5008 | 23000 | SH | SOLE |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 1806 | 129000 | SH | SOLE |
| BOEING CO | COM | 097023105 | 36232 | 499000 | SH | SOLE |
| BON-TON STORES INC COM | COM | 09776J101 | 4138 | 309000 | SH | SOLE |
| BORG WARNER INC | COM | 099724106 | 18250 | 478000 | SH | SOLE |
| BOSTON BEER INC CL A | COM | 100557107 | 2456 | 47000 | SH | SOLE |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 11617 | 1609000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BOWNE & CO INC COM | COM | 103043105 | 10141 | 908700 | SH | | SOLE | |
| BOYD GAMING CORP | COM | 103304101 | 3478 | 352000 | SH | | SOLE | |
| BP PLC SPONS ADR | COM | 055622104 | 48561 | 850900 | SH | | SOLE | |
| BPW ACQUISITION CORP COM | COM | 055637102 | 3797 | 305000 | SH | | SOLE | |
| BPW ACQUISITION CORP WT EXP 02 | WARRANT AND RIGH | 055637110 | 1224 | 742000 | SH | | SOLE | |
| BRASIL TELECOM SA SPONS ADR PF | COM | 10553M101 | 1722 | 90202 | SH | | SOLE | |
| BRASIL TELECOM SA-ADR | COM | 10553M200 | 425 | 50231 | SH | | SOLE | |
| BRINKS CO COM | COM | 109696104 | 2188 | 77520 | SH | | SOLE | |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 15149 | 356020 | SH | | SOLE | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 18698 | 700292 | SH | | SOLE | |
| BROADRIDGE FINL SOLUTIONS INCO | COM | 11133T103 | 299 | 14000 | SH | | SOLE | |
| BROOKFIELD ASSET MANAGEMENT I | COM | 112585104 | 1113 | 43075 | SH | | SOLE | |
| BROWN FORMAN CORP CL B | COM | 115637209 | 6896 | 116000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|--------|---------|-----|--------------------|
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 31846 | 507100 | SH | SOLE |
| BRUKER BIOSCIENCES CORP | COM | 116794108 | 293 | 20000 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 4415 | 195600 | SH | SOLE |
| BT GROUP PLC SPON ADR | COM | 05577E101 | 2423 | 129500 | SH | SOLE |
| BWAY HOLDING COMPANY COM | COM | 12429T104 | 205 | 10200 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 173023 | 7167500 | SH | SOLE |
| CADIZ INC | COM | 127537207 | 192 | 15000 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 359 | 25000 | SH | SOLE |
| CALIFORNIA WTR SVC GROUP COM | COM | 130788102 | 1042 | 27700 | SH | SOLE |
| CALLON PETE CO DEL COM | COM | 13123X102 | 590 | 110000 | SH | SOLE |
| CAMBIUM LEARNING GRP INC COM | COM | 13201A107 | 80 | 20000 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 5529 | 129000 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 18135 | 513000 | SH | SOLE |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 761 | 105000 | SH | SOLE |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 178 | 140000 | SH | SOLE |
| CAREER EDUCATION CORP | COM | 141665109 | 1709 | 54000 | SH | SOLE |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 1248 | 90000 | SH | SOLE |
| CARPENTER TECHNOLOGY CORP COM | COM | 144285103 | 366 | 10000 | SH | SOLE |
| CASEYS GEN STORES INC COM | COM | 147528103 | 5495 | 175000 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 10433 | 166000 | SH | SOLE |
| CAVCO INDUSTRIES | COM | 149568107 | 3755 | 110000 | SH | SOLE |
| CBS CORP CLASS A | COM | 124857103 | 25887 | 1857000 | SH | SOLE |
| CBS CORP NEW CL B | COM | 124857202 | 558 | 40000 | SH | SOLE |
| CEDAR FAIR L P DEPOSITARY UNIT | OIL & GAS PARTNE | 150185106 | 119 | 10000 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 4709 | 76000 | SH | SOLE |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 7228 | 202000 | SH | SOLE |
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 3973 | 197000 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 6330 | 178500 | SH | SOLE |
| CEPHALON INC COM | COM | 156708109 | 2779 | 41000 | SH | SOLE |
| CEPHALON - B 0% 6/15/2033 SERI | CONVERTIBLE BOND | 156708AL3 | 240 | 200000 | PRN | SOLE |
| CEPHEID COM | COM | 15670R107 | 3496 | 200000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CH ENERGY GROUP, INC. | COM | 12541M102 | 24929 | 610400 | SH | | SOLE | |
| CHECK POINT SOFTWARE TECH | COM | M22465104 | 351 | 10000 | SH | | SOLE | |
| CHEESECAKE FACTORY INC | COM | 163072101 | 1894 | 70000 | SH | | SOLE | |
| CHEMED CORP 1.875% 05/15/14 | CONVERTIBLE BOND | 16359RAC7 | 457 | 500000 | PRN | | SOLE | |
| CHEMED CORPORATION | COM | 16359R103 | 12730 | 234100 | SH | | SOLE | |
| CHESAPEAKE ENERGY CORP 2.250% | CONVERTIBLE BOND | 165167CB1 | 1086 | 1500000 | PRN | | SOLE | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 7317 | 309500 | SH | | SOLE | |
| CHESAPEAKE UTILS CORP COM | COM | 165303108 | 3518 | 118050 | SH | | SOLE | |
| CHEVRON CORP | COM | 166764100 | 63470 | 837000 | SH | | SOLE | |
| CHINA AUTOMOTIVE SYS INC COM | COM | 16936R105 | 1710 | 74022 | SH | | SOLE | |
| CHINA HYDROELECTRIC CP-ADS | COM | 16949D101 | 278 | 30000 | SH | | SOLE | |
| CHINA HYDROELECTRIC CP-ADS WAR | WARRANT AND RIGH | G2112E145 | 31 | 35000 | SH | | SOLE | |
| CHINA MOBILE LTD | COM | 16941M109 | 5495 | 114200 | SH | | SOLE | |
| CHINA TELECOM CORP LTD SPONS A | COM | 169426103 | 245 | 5000 | SH | | SOLE | |
| CHINA UNICOM ADR | COM | 16945R104 | 1193 | 107000 | SH | | SOLE | |
| CHINA WIND SYSTEMS INC | COM | 16945F209 | 121 | 25000 | SH | | SOLE | |
| CHINA YUCHAI INTL LTD ORD | COM | G21082105 | 667 | 38000 | SH | | SOLE | |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 5008 | 983806 | SH | | SOLE | |
| CHURCH & DWIGHT CO | COM | 171340102 | 19220 | 287085 | SH | | SOLE | |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 4665 | 124400 | SH | | SOLE | |
| CIGNA CORP | COM | 125509109 | 585 | 16000 | SH | | SOLE | |
| CINCINNATI BELL | COM | 171871106 | 21117 | 6192600 | SH | | SOLE | |
| CINCINNATI BELL PFD CVT 6.75% | CONVERTIBLE PREF | 171871403 | 5897 | 151000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|----|--------------------|
| CIRCOR INTL INC COM | COM | 17273K109 | 29474 | 887500 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 14022 | 538700 | SH | SOLE |
| CITIGROUP INC. | COM | 172967101 | 13325 | 3290000 | SH | SOLE |
| CKE RESTAURANTS INC COM | COM | 12561E105 | 155 | 14000 | SH | SOLE |
| CLARCOR INC | COM | 179895107 | 27178 | 788000 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 12817 | 1208000 | SH | SOLE |
| CLEARWIRE CORP RIGHTS | WARRANT AND RIGH | 18538Q139 | 16 | 89000 | SH | SOLE |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 543 | 75800 | SH | SOLE |
| CLECO CORP NEW COM | COM | 12561W105 | 1659 | 62500 | SH | SOLE |
| CLOROX CO | COM | 189054109 | 3464 | 54000 | SH | SOLE |
| CME GROUP INC COM | COM | 12572Q105 | 6322 | 20000 | SH | SOLE |
| CMS ENERGY CORP COM | COM | 125896100 | 4568 | 295500 | SH | SOLE |
| CNA SURETY CORP COM | COM | 12612L108 | 13307 | 748000 | SH | SOLE |
| CNH GLOBAL NV COM | COM | N20935206 | 38407 | 1249000 | SH | SOLE |
| CNX GAS CORP COM | COM | 12618H309 | 33762 | 887300 | SH | SOLE |
| COACH INC | COM | 189754104 | 2016 | 51000 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 82940 | 1508000 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 3231 | 116800 | SH | SOLE |
| COCA-COLA FEMSA S A DE C V ADR | COM | 191241108 | 1063 | 16000 | SH | SOLE |
| COCA-COLA HELLENIC BOTTLING SP | COM | 1912EP104 | 441 | 16500 | SH | SOLE |
| COHEN & STEERS INC COM | COM | 19247A100 | 1265 | 50700 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | |

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AS OF DATE: 03/31/10

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| COLDWATER CREEK INC COM | COM | 193068103 | 6773 | 976000 | SH | | SOLE | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 6565 | 77000 | SH | | SOLE | |
| COMCAST CORP CL A SPL | COM | 20030N200 | 4090 | 227600 | SH | | SOLE | |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 4048 | 215000 | SH | | SOLE | |
| COMMUNICATIONS SYS | COM | 203900105 | 2069 | 160000 | SH | | SOLE | |
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 14965 | 483200 | SH | | SOLE | |
| COMPUCREDIT CVT 3.625% 05/30/2 | CONVERTIBLE BOND | 20478NAB6 | 240 | 400000 | PRN | | SOLE | |
| CONAGRA INC | COM | 205887102 | 5891 | 235000 | SH | | SOLE | |
| CONMED CORP COM | COM | 207410101 | 2333 | 98000 | SH | | SOLE | |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 1140 | 49000 | SH | | SOLE | |
| CONOCOPHILLIPS COM | COM | 20825C104 | 69850 | 1365050 | SH | | SOLE | |
| CONSOL ENERGY INC COM | COM | 20854P109 | 6399 | 150000 | SH | | SOLE | |
| CONSOLIDATED EDISON INC COM | COM | 209115104 | 22181 | 498000 | SH | | SOLE | |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 183 | 13500 | SH | | SOLE | |
| CONSTELLATION BRANDS COM | COM | 21036P108 | 14623 | 889500 | SH | | SOLE | |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 34759 | 990000 | SH | | SOLE | |
| CONTINUCARE CORP COM | COM | 212172100 | 595 | 160000 | SH | | SOLE | |
| COOPER CAMERON 2.500% 06/15/26 | CONVERTIBLE BOND | 13342BAB1 | 269 | 200000 | PRN | | SOLE | |
| COOPER COS INC COM NEW | COM | 216648402 | 1944 | 50000 | SH | | SOLE | |
| COOPER INDUSTRIES PLC SHS | COM | G24140108 | 44680 | 932000 | SH | | SOLE | |
| COPART INC COM | COM | 217204106 | 3133 | 88000 | SH | | SOLE | |
| CORE MOLDING TECH COM | COM | 218683100 | 1099 | 330000 | SH | | SOLE | |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 3360 | 191000 | SH | | SOLE | |
| CORN PRODS INTL INC COM | COM | 219023108 | 26965 | 778000 | SH | | SOLE | |
| CORNING INC | COM | 219350105 | 41208 | 2039000 | SH | | SOLE | |
| CORUS ENTMT INC CL B NON VTG | COM | 220874101 | 1700 | 87000 | SH | | SOLE | |
| COSAN LTD SHS A | COM | G25343107 | 160 | 17000 | SH | | SOLE | |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 27962 | 468300 | SH | | SOLE | |
| COVANTA HOLDING CORP | COM | 22282E102 | 2499 | 150000 | SH | | SOLE | |
| COVIDIEN PLC ORDINARY SHARE | COM | G2554F105 | 21822 | 434000 | SH | | SOLE | |
| CRANE CO | COM | 224399105 | 46008 | 1296000 | SH | | SOLE | |
| CREE INC COM | COM | 225447101 | 702 | 10000 | SH | | SOLE | |
| CROWN HOLDINGS INC COM | COM | 228368106 | 8438 | 313000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 781 | 407000 | SH | SOLE |
| CRUCELL N V SPONSORED ADR | COM | 228769105 | 6073 | 298000 | SH | SOLE |
| CTS CORP | COM | 126501105 | 6509 | 691000 | SH | SOLE |
| CUMMINS ENGINE INC | COM | 231021106 | 3500 | 56500 | SH | SOLE |
| CURTISS WRIGHT CORP | COM | 231561101 | 47857 | 1375200 | SH | SOLE |
| CUTERA INC COM | COM | 232109108 | 3837 | 370000 | SH | SOLE |
| CVS/CAREMARK CORP | COM | 126650100 | 39192 | 1072000 | SH | SOLE |
| CYNOSURE INC CL A | COM | 232577205 | 135 | 12000 | SH | SOLE |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 1188 | 103000 | SH | SOLE |
| CYTEC INDS INC COM | COM | 232820100 | 514 | 11000 | SH | SOLE |
| DANA HOLDING CORP COM | COM | 235825205 | 16276 | 1370000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | |

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AS OF DATE: 03/31/10

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----|
| DANAHER CORP 0.0% 1/22/2021 | CONVERTIBLE BOND | 235851AF9 | 223 | 200000 | PRN | | SOLE | |
| DANAHER CORP SHS BEN INT | COM | 235851102 | 1358 | 17000 | SH | | SOLE | |
| DEAN FOODS (B:DF) | COM | 242370104 | 15847 | 1010000 | SH | | SOLE | |
| DEERE & CO. | COM | 244199105 | 98876 | 1662900 | SH | | SOLE | |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 7592 | 520000 | SH | | SOLE | |
| DELTA NAT GAS INC COM | COM | 247748106 | 2311 | 78000 | SH | | SOLE | |
| DENBURY RES INC COM NEW | COM | 247916208 | 383 | 22725 | SH | | SOLE | |
| DENNY'S CORP COM | COM | 24869P104 | 963 | 250108 | SH | | SOLE | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 384 | 11000 | SH | | SOLE | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 38896 | 506000 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 36437 | 2699000 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 36768 | 570672 | SH | | SOLE | |
| DEXCOM INC COM | COM | 252131107 | 955 | 98000 | SH | | SOLE | |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 54432 | 807000 | SH | | SOLE | |
| DIAMOND FOODS INC COM | COM | 252603105 | 883 | 21000 | SH | | SOLE | |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 16057 | 180800 | SH | | SOLE | |
| DIEBOLD INC COM | COM | 253651103 | 38941 | 1226100 | SH | | SOLE | |
| DIEDRICH COFFEE INC COM NEW | COM | 253675201 | 8352 | 240000 | SH | | SOLE | |
| DIGITAL ALLY INC COM | COM | 25382P109 | 39 | 21000 | SH | | SOLE | |
| DIRECTV-CLASS A | COM | 25490A101 | 132738 | 3926002 | SH | | SOLE | |
| DISCOVER FINANCIAL | COM | 254709108 | 10803 | 725000 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 29049 | 859685 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 24125 | 820300 | SH | | SOLE | |
| DISH NETWORK CORPORATION | COM | 25470M109 | 25255 | 1213000 | SH | | SOLE | |
| DISNEY WALT PRODTNS | COM | 254687106 | 768 | 22000 | SH | | SOLE | |
| DOLE FOOD CO INC NEW COM | COM | 256603101 | 237 | 20000 | SH | | SOLE | |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 13772 | 335000 | SH | | SOLE | |
| DONALDSON INC | COM | 257651109 | 30772 | 682000 | SH | | SOLE | |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 717 | 181000 | SH | | SOLE | |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 1166 | 566000 | SH | | SOLE | |
| DOW CHEMICAL CORP | COM | 260543103 | 8723 | 295000 | SH | | SOLE | |
| DPL INC COM | COM | 233293109 | 30045 | 1105000 | SH | | SOLE | |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 37997 | 1080380 | SH | | SOLE | |
| DREAMWORKS ANIMATION SKG-A | COM | 26153C103 | 2364 | 60000 | SH | | SOLE | |
| DREW INDS INC COM NEW | COM | 26168L205 | 330 | 15000 | SH | | SOLE | |
| DTE ENERGY CO COM | COM | 233331107 | 2408 | 54000 | SH | | SOLE | |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 10762 | 289000 | SH | | SOLE | |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 435 | 26000 | SH | | SOLE | |
| DUKE ENERGY CORP | COM | 26441C105 | 19143 | 1173000 | SH | | SOLE | |
| DUN & BRADSTREET CORP | COM | 26483E100 | 1265 | 17000 | SH | | SOLE | |
| DYNEGY INC DEL CL A | COM | 26817G102 | 45 | 35810 | SH | | SOLE | |
| E M C CORP MASS COM | COM | 268648102 | 631 | 35000 | SH | | SOLE | |
| EASTERN CO COM | COM | 276317104 | 135 | 10000 | SH | | SOLE | |

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EASTMAN KODAK COM 277461109 15286 2640000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 05/03/10 10:52 A.M.

FORM 13F INFORMATION TABLE
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| EATON CORP | COM | 278058102 | 5114 | 67500 | SH | | SOLE | |
| EBAY INC | COM | 278642103 | 1348 | 50000 | SH | | SOLE | |
| ECHOSTAR CORP-A | COM | 278768106 | 8715 | 429740 | SH | | SOLE | |
| ECOLAB INC | COM | 278865100 | 8526 | 194000 | SH | | SOLE | |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 1530 | 478150 | SH | | SOLE | |
| EDISON INTL COM | COM | 281020107 | 11789 | 345000 | SH | | SOLE | |
| EL PASO CORPORATION | COM | 28336L109 | 38861 | 3585000 | SH | | SOLE | |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 33722 | 1637000 | SH | | SOLE | |
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PEF | 283678209 | 4800 | 129300 | SH | | SOLE | |
| ELECTRONIC ARTS COM | COM | 285512109 | 1754 | 94000 | SH | | SOLE | |
| EMBRAER-EMPRESA BRASIL AERONAD | COM | 29081M102 | 599 | 25000 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 4128 | 82000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP PFD | CONVERTIBLE PEF | 291525202 | 237 | 15266 | SH | | SOLE | |
| EMPIRE DIST ELEC CO COM | COM | 291641108 | 5532 | 307000 | SH | | SOLE | |
| EMULEX CORP COM NEW | COM | 292475209 | 1301 | 98000 | SH | | SOLE | |
| ENER1 INC COM NEW | COM | 29267A203 | 95 | 20000 | SH | | SOLE | |
| ENERGEN CORP COM | COM | 29265N108 | 1349 | 29000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 30878 | 492000 | SH | | SOLE | |
| ENERGY RECOVERY INC | COM | 29270J100 | 189 | 30000 | SH | | SOLE | |
| ENERSIS S A | COM | 29274F104 | 580 | 29000 | SH | | SOLE | |
| ENI S P A ADR SPONSORED | COM | 26874R108 | 7884 | 168000 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 453 | 90000 | SH | | SOLE | |
| ENTERGY CORP NEW COM | COM | 29364G103 | 488 | 6000 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 13569 | 146000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 2235 | 198000 | SH | | SOLE | |
| EUROPEAN EQUITY FUND COM | MUTUAL FUNDS | 298768102 | 252 | 38225 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 4584 | 218600 | SH | | SOLE | |
| EXELON CORP | COM | 30161N101 | 13581 | 310000 | SH | | SOLE | |
| EXPRESS SCRIPTS INC COM | COM | 302182100 | 611 | 6000 | SH | | SOLE | |
| EXPRESSJET HOLDINGS INC COM NE | COM | 30218U306 | 56 | 14800 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 59713 | 891500 | SH | | SOLE | |
| FACET BIOTECH CORP SHS | COM | 30303Q103 | 12213 | 452500 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 383 | 110000 | SH | | SOLE | |
| FARMER BROS CO | COM | 307675108 | 1818 | 97000 | SH | | SOLE | |
| FEDERAL MOGUL CORP CL A | COM | 313549404 | 6334 | 345000 | SH | | SOLE | |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM | 313586109 | 210 | 200300 | SH | | SOLE | |
| FEDERAL NATL MTG ASSN PFD CNV | CONVERTIBLE PEF | 313586745 | 48 | 30000 | SH | | SOLE | |
| FEDERAL SIGNAL CORP COM | COM | 313855108 | 1297 | 144000 | SH | | SOLE | |
| FEDERATED INVESTORS INC-CL B | COM | 314211103 | 871 | 33000 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 18380 | 2091000 | SH | | SOLE | |
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 5914 | 6050000 | PRN | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 9592 | 409200 | SH | | SOLE | |
| FIDELITY NATL TITLE GROUP INCO | COM | 31620R105 | 725 | 48909 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 203 | 35360 | SH | | SOLE | |

GABELLI FUNDS, LLC

RUN DATE: 05/03/10 10:52 A.M.

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|----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| FIRSTENERGY CORP COM | COM | 337932107 | 9421 | 241000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 6549 | 464500 | SH | SOLE |
| FLIR SYS INC COM | COM | 302445101 | 2254 | 80000 | SH | SOLE |
| FLOWERS FOODS INC COM | COM | 343498101 | 17318 | 700000 | SH | SOLE |
| FLOWERVE CORP COM | COM | 34354P105 | 87279 | 791500 | SH | SOLE |
| FLUSHING FINL CORP COM | COM | 343873105 | 2431 | 192000 | SH | SOLE |
| FMC CORP COM NEW | COM | 302491303 | 803 | 13260 | SH | SOLE |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 19725 | 415000 | SH | SOLE |
| FORD MTR CO DEL COM PAR \$0.01 | COM | 345370860 | 4022 | 320000 | SH | SOLE |
| FORTRESS INVESTMENT GROUP CL A | COM | 34958B106 | 219 | 55000 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 22557 | 465000 | SH | SOLE |
| FOSTER WHEELER AGR | COM | H27178104 | 506 | 18640 | SH | SOLE |
| FPL GROUP INC COM | COM | 302571104 | 46687 | 966000 | SH | SOLE |
| FRANCE TELECOM SPONSORED ADR | COM | 35177Q105 | 3532 | 147000 | SH | SOLE |
| FRANKLIN ELEC INC | COM | 353514102 | 5908 | 197000 | SH | SOLE |
| FREEPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 76196 | 912092 | SH | SOLE |
| FREEPORT-MCMORAN COPPER 6.75% | CONVERTIBLE PREF | 35671D782 | 6364 | 54920 | SH | SOLE |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 4 | 24000 | SH | SOLE |
| FULLER H B CO COM | COM | 359694106 | 13168 | 567350 | SH | SOLE |
| FURMANITE CORPORATION | COM | 361086101 | 2595 | 500000 | SH | SOLE |
| GARDNER DENVER INC | COM | 365558105 | 5461 | 124000 | SH | SOLE |
| GATX CORP | COM | 361448103 | 41230 | 1439100 | SH | SOLE |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PREF | 361448202 | 602 | 4200 | SH | SOLE |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 32874 | 1122370 | SH | SOLE |
| GENCORP INC | COM | 368682100 | 13565 | 2355000 | SH | SOLE |
| GENCORP INC 2.250% 01/15/24 | CONVERTIBLE BOND | 368682AL4 | 2820 | 3000000 | PRN | SOLE |
| GENERAL COMMUNICATIONS INC CL | COM | 369385109 | 329 | 57000 | SH | SOLE |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 386 | 5000 | SH | SOLE |
| GENERAL ELEC CO | COM | 369604103 | 40313 | 2215000 | SH | SOLE |
| GENERAL MILLS INC | COM | 370334104 | 52243 | 738000 | SH | SOLE |
| GENOPTIX INC | COM | 37243V100 | 1349 | 38000 | SH | SOLE |
| GENUINE PARTS CO | COM | 372460105 | 66486 | 1574000 | SH | SOLE |
| GENZYME CORP | COM | 372917104 | 518 | 10000 | SH | SOLE |
| GEOMET INC DEL COM | COM | 37250U201 | 45 | 50000 | SH | SOLE |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 3538 | 569700 | SH | SOLE |
| GILEAD SCIENCES INC COM | COM | 375558103 | 6425 | 141300 | SH | SOLE |
| GLAXOSMITHKLINE PLC ADR (B:GSK | COM | 37733W105 | 588 | 15276 | SH | SOLE |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 2240 | 344147 | SH | SOLE |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 49556 | 3926749 | SH | SOLE |
| GOLDCORP INC (US) | COM | 380956409 | 34704 | 932408 | SH | SOLE |
| GOLDMAN SACHS GR | COM | 38141G104 | 2730 | 16000 | SH | SOLE |
| GOODRICH B F CO COM | COM | 382388106 | 705 | 10000 | SH | SOLE |
| GOOGLE INC-CL A | COM | 38259P508 | 25294 | 44600 | SH | SOLE |
| GORMAN RUPP CO | COM | 383082104 | 8777 | 345000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GP STRATEGIES CORP COM | COM | 36225V104 | 1003 | 119931 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 4611 | 144100 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 19712 | 1442000 | SH | | SOLE | |
| GRAPHIC PACKAGING HLDG CO COM | COM | 388689101 | 51 | 14000 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 851 | 370000 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 54 | 23000 | SH | | SOLE | |
| GREAT ATLA & PAC 5.125% 6/15/2 | CONVERTIBLE BOND | 390064AJ2 | 15984 | 16500000 | PRN | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 8667 | 1130000 | SH | | SOLE | |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 43658 | 2351000 | SH | | SOLE | |
| GREATBATCH INC | COM | 39153L106 | 848 | 40000 | SH | | SOLE | |
| GREENBRIER COS INC | COM | 393657101 | 936 | 85000 | SH | | SOLE | |

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| | | | | | | |
|----------------------------------|-----|-----------|-------|---------|----|--------------------|
| GREIF INC CL A | COM | 397624107 | 37768 | 687700 | SH | SOLE |
| GREIF INC CL B | COM | 397624206 | 6572 | 126800 | SH | SOLE |
| GRIFFIN LAND & NUR | COM | 398231100 | 15525 | 534417 | SH | SOLE |
| GRIFFON CORP COM | COM | 398433102 | 17090 | 1371594 | SH | SOLE |
| GRUPO TELEVISIVA SA DE CV ADR (B | COM | 40049J206 | 46450 | 2209800 | SH | SOLE |
| GSE SYS INC COM | COM | 36227K106 | 208 | 38419 | SH | SOLE |
| GYRODYNE CO AMER INC COM | COM | 403820103 | 410 | 10000 | SH | SOLE |
| H R BLOCK INC | COM | 093671105 | 8366 | 470000 | SH | SOLE |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 5886 | 338642 | SH | SOLE |
| HALLIBURTON COMPANY | COM | 406216101 | 55394 | 1838500 | SH | SOLE |
| HANESBRANDS INC COM | COM | 410345102 | 3199 | 115000 | SH | SOLE |
| HANSEN NAT CORP COM | COM | 411310105 | 521 | 12000 | SH | SOLE |
| HARLEY DAVIDSON INC | COM | 412822108 | 1881 | 67000 | SH | SOLE |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 8350 | 178500 | SH | SOLE |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 11946 | 1260100 | SH | SOLE |
| HARTE HANKS INC | COM | 416196103 | 231 | 18000 | SH | SOLE |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 12976 | 578000 | SH | SOLE |
| HAWKINS INC COM | COM | 420261109 | 3509 | 145000 | SH | SOLE |
| HEADWATERS INC COM | COM | 42210P102 | 230 | 50000 | SH | SOLE |
| HEALTHWAYS INC COM | COM | 422245100 | 402 | 25000 | SH | SOLE |
| HECKMANN CORP COM | COM | 422680108 | 58 | 10000 | SH | SOLE |
| HEELYS INC COM | COM | 42279M107 | 107 | 45000 | SH | SOLE |
| HEICO CORP NEW COM | COM | 422806109 | 206 | 4000 | SH | SOLE |
| HEINZ, H J COMPANY | COM | 423074103 | 23033 | 505000 | SH | SOLE |
| HELLENIC TELECOMMUNICATIONS AD | COM | 423325307 | 1723 | 274300 | SH | SOLE |
| HERLEY INDS INC COM | COM | 427398102 | 10779 | 735300 | SH | SOLE |
| HERSHEY COMPANY (THE) | COM | 427866108 | 27056 | 632000 | SH | SOLE |
| HESKA CORP COM | COM | 42805E108 | 33 | 40000 | SH | SOLE |
| HESS CORP | COM | 42809H107 | 19046 | 304500 | SH | SOLE |
| HICKORY TECH CORP COM | COM | 429060106 | 1037 | 117400 | SH | SOLE |
| HOLOGIC INC COM | COM | 436440101 | 278 | 15000 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 3559 | 110000 | SH | SOLE |
| HOME INNS & HOTELS MANAG-ADR | COM | 43713W107 | 1277 | 39000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HONEYWELL INT'L INC | COM | 438516106 | 78000 | 1723000 | SH | | SOLE | |
| HOOPER HOLMES INC COM | COM | 439104100 | 56 | 64000 | SH | | SOLE | |
| HORSEHEAD HLDG CORP COM | COM | 440694305 | 497 | 42000 | SH | | SOLE | |
| HOSPIRA INC COM | COM | 441060100 | 6571 | 116000 | SH | | SOLE | |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 270 | 18422 | SH | | SOLE | |
| HSBC HLDGS PLC ADR SPON NEW | COM | 404280406 | 4005 | 79000 | SH | | SOLE | |
| HSN INC COM | COM | 404303109 | 4740 | 161000 | SH | | SOLE | |
| HUANENG PWR INTL INC SPON ADR | COM | 443304100 | 3079 | 132500 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 1275 | 90000 | SH | | SOLE | |
| HUDSON VALLEY HOLDING CORP COM | COM | 444172100 | 485 | 20000 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 11387 | 945000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 7757 | 340500 | SH | | SOLE | |
| IAMGOLD CORP (USD) COM | COM | 450913108 | 10907 | 825000 | SH | | SOLE | |
| IBERO-AMERICA FUND INC | MUTUAL FUNDS | 45082X103 | 72 | 11000 | SH | | SOLE | |
| ICO HLDGS INC COM | COM | 449293109 | 663 | 82000 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 965 | 28000 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 39852 | 1204000 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 423 | 23500 | SH | | SOLE | |
| INGERSOLL-RAND PLC | COM | G47791101 | 2476 | 71000 | SH | | SOLE | |
| INGLES MKTS INC CL A | COM | 457030104 | 13653 | 908400 | SH | | SOLE | |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 878 | 33000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| INSPIRE PHARMACEUTICALS INC CO | COM | 457733103 | 131 | 21000 | SH | SOLE |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 37217 | 785500 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 51445 | 2308000 | SH | SOLE |
| INTERACTIVE BROKERS | COM | 45841N107 | 1405 | 87000 | SH | SOLE |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 2176 | 68000 | SH | SOLE |
| INTERMEC INC | COM | 458786100 | 10295 | 726000 | SH | SOLE |
| INTERNATIONAL BUSINESS | COM | 459200101 | 39475 | 307800 | SH | SOLE |
| INTERNATIONAL GAME TECH | COM | 459902102 | 7583 | 411000 | SH | SOLE |
| INTERNATIONAL PAPER CO | COM | 460146103 | 9844 | 400000 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 1214 | 53000 | SH | SOLE |
| INTERNATIONAL SPEEDWAY A | COM | 460335201 | 412 | 16000 | SH | SOLE |
| INTERPUBLIC 4.250% 03/15/23 | CONVERTIBLE BOND | 460690BA7 | 3728 | 3550000 | PRN | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 27539 | 3310000 | SH | SOLE |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 1718 | 118000 | SH | SOLE |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 20021 | 420000 | SH | SOLE |
| INTREPID POTASH INC COM | COM | 46121Y102 | 303 | 10000 | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 2493 | 64000 | SH | SOLE |
| INVESCO LTD | COM | G491BT108 | 2739 | 125000 | SH | SOLE |
| INVITEL HLDGS A/S ADS | COM | 46186X106 | 96 | 22000 | SH | SOLE |
| IRIS INTL INC COM | COM | 46270W105 | 1470 | 144000 | SH | SOLE |
| ITRON INC | COM | 465741106 | 239 | 3300 | SH | SOLE |
| ITT EDUCATIONAL SVCS INC COM | COM | 45068B109 | 900 | 8000 | SH | SOLE |
| ITT INDUSTRIES | COM | 450911102 | 70229 | 1310000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| IVANHOE MINES LTD COM | COM | 46579N103 | 8951 | 514140 | SH | | SOLE | |
| J & J SNACK FOODS CORP | COM | 466032109 | 1087 | 25000 | SH | | SOLE | |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 45078 | 1007325 | SH | | SOLE | |
| JA SOLAR HOLD CO 4.500% 05/15/ | CONVERTIBLE BOND | 466090AA5 | 249 | 300000 | PRN | | SOLE | |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 15776 | 1104000 | SH | | SOLE | |
| JANUS CAPITAL 3.250% 07/15/14 | CONVERTIBLE BOND | 47102XAG0 | 2500 | 2000000 | PRN | | SOLE | |
| JARDEN CORPORATION | COM | 471109108 | 266 | 8000 | SH | | SOLE | |
| JOHNSON CONTROLS | COM | 478366107 | 24578 | 745000 | SH | | SOLE | |
| JOHNSON CTRLS 6.500% 09/30/12 | CONVERTIBLE BOND | 478366AS6 | 503 | 200000 | PRN | | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 40294 | 618000 | SH | | SOLE | |
| JOURNAL COMM INC-A | COM | 481130102 | 4785 | 1139200 | SH | | SOLE | |
| JOY GLOBAL INC COM | COM | 481165108 | 2660 | 47000 | SH | | SOLE | |
| KAMAN CORP | COM | 483548103 | 23002 | 919719 | SH | | SOLE | |
| KANSAS CITY SOUTHERN | COM | 485170302 | 1121 | 31000 | SH | | SOLE | |
| KAR AUCTION SVCS INC COM | COM | 48238T109 | 264 | 17500 | SH | | SOLE | |
| KBW INC | COM | 482423100 | 968 | 36000 | SH | | SOLE | |
| KEITHLEY INSTRS INC COM | COM | 487584104 | 182 | 27500 | SH | | SOLE | |
| KELLOGG CO | COM | 487836108 | 5984 | 112000 | SH | | SOLE | |
| KEY ENERGY SVCS INC COM | COM | 492914106 | 669 | 70000 | SH | | SOLE | |
| KID BRANDS, INC. COM | COM | 49375T100 | 121 | 14000 | SH | | SOLE | |
| KIMBERLY CLARK CORP | COM | 494368103 | 31251 | 497000 | SH | | SOLE | |
| KINDER MORGAN EGY PTNS L P UT | COM | 494550106 | 1308 | 20000 | SH | | SOLE | |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 2582 | 54000 | SH | | SOLE | |
| KING PHARMACEUTICALS INC COM | COM | 495582108 | 118 | 10000 | SH | | SOLE | |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 42715 | 2499400 | SH | | SOLE | |
| KONINKLIJKE PHILIPS ELECTRS SP | COM | 500472303 | 1217 | 38000 | SH | | SOLE | |
| KOREA ELEC PWR CO SPONSORED AD | COM | 500631106 | 7438 | 458000 | SH | | SOLE | |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 72223 | 2388326 | SH | | SOLE | |
| KROGER CO | COM | 501044101 | 2772 | 128000 | SH | | SOLE | |
| KT CORP SPON ADR | COM | 48268K101 | 208 | 10000 | SH | | SOLE | |
| KYOCERA CORP ADR | COM | 501556203 | 972 | 10000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| K-TRON INTL INC | COM | 482730108 | 15672 | 104500 | SH | SOLE |
| L 3 COMMUNICATIONS | COM | 502424104 | 367 | 4000 | SH | SOLE |
| LABORATORY CORP AMER HLDGS COM | COM | 50540R409 | 3104 | 41000 | SH | SOLE |
| LACLEDE GROUP INC | COM | 505597104 | 6002 | 178000 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 267 | 116000 | SH | SOLE |
| LAMAR ADVERTISING CO CL A | COM | 512815101 | 790 | 23000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 11348 | 174000 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 19627 | 928000 | SH | SOLE |
| LAWSON SOFTWARE INC NEW COM | COM | 52078P102 | 89 | 13410 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 4941 | 185000 | SH | SOLE |
| LEAR CORP COM NEW | COM | 521865204 | 317 | 4000 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 46073 | 1607000 | SH | SOLE |
| LENDER PROCESSING SVCS INC COM | COM | 52602E102 | 1284 | 34000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| LEUCADIA NATL CORP COM | COM | 527288104 | 5984 | 241200 | SH | | SOLE | |
| LEVEL 3 COMM INC 2.875% 7/15/2 | CONVERTIBLE BOND | 52729NBA7 | 246 | 250000 | PRN | | SOLE | |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 33952 | 1164350 | SH | | SOLE | |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 17324 | 599645 | SH | | SOLE | |
| LIBERTY MEDIA CORP NEW LIB STA | COM | 53071M708 | 10453 | 191200 | SH | | SOLE | |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 14777 | 965800 | SH | | SOLE | |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 27568 | 758000 | SH | | SOLE | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 10977 | 210000 | SH | | SOLE | |
| LIFEWAY FOODS INC COM | COM | 531914109 | 2976 | 250700 | SH | | SOLE | |
| LILLY, ELI AND COMPANY | COM | 532457108 | 23289 | 643000 | SH | | SOLE | |
| LIN TV CORP CL A | COM | 532774106 | 5250 | 913000 | SH | | SOLE | |
| LINDSAY CORP | COM | 535555106 | 2940 | 71000 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 1520 | 40000 | SH | | SOLE | |
| LIVE NATION INC | COM | 538034109 | 506 | 34910 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 1664 | 20000 | SH | | SOLE | |
| LODGIAN INC COM PAR \$.01 | COM | 54021P403 | 51 | 20000 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 7642 | 205000 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 8721 | 1425000 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 34945 | 441500 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 11760 | 980000 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 14844 | 187000 | SH | | SOLE | |
| MACQUARIE INFRASTRUCTURE COMPA | COM | 55608B105 | 1136 | 82200 | SH | | SOLE | |
| MACROVISION CORP 2.625% 08/15/ | CONVERTIBLE BOND | 555904AB7 | 410 | 300000 | PRN | | SOLE | |
| MACY'S INC | COM | 55616P104 | 30522 | 1402000 | SH | | SOLE | |
| MADISON SQUARE GARDEN A | COM | 55826P100 | 38065 | 1751725 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 1478 | 880000 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 1322 | 30000 | SH | | SOLE | |
| MANITOWOC CO COM | COM | 563571108 | 2652 | 204000 | SH | | SOLE | |
| MARATHON OIL CORP COM | COM | 565849106 | 22306 | 705000 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 1559 | 120000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 2040 | 340000 | SH | | SOLE | |
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 20147 | 825000 | SH | | SOLE | |
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 949 | 170000 | SH | | SOLE | |
| MARTIN MARIETTA MTLs INC COM | COM | 573284106 | 585 | 7000 | SH | | SOLE | |
| MASSEY ENERGY CORP COM | COM | 576206106 | 523 | 10000 | SH | | SOLE | |
| MASTERCARD INC COM | COM | 57636Q104 | 28880 | 113700 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 101 | 20000 | SH | | SOLE | |
| MATTEL INC | COM | 577081102 | 864 | 38000 | SH | | SOLE | |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 1136 | 32000 | SH | | SOLE | |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 16506 | 463000 | SH | | SOLE | |
| MCKESSON HBOC INC. | COM | 58155Q103 | 460 | 7000 | SH | | SOLE | |

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MDS INC COM COM 55269P302 406 50000 SH SOLE
 MEAD JOHNSON COM 582839106 18234 350446 SH SOLE
 MEDCO HEALTH SOLUTIONS INC COM COM 58405U102 7102 110000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 05/03/10 10:52 A.M.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| MEDIA GENERAL CL A | COM | 584404107 | 15544 | 1875000 | SH | | SOLE | |
| MEDIACOM COMMUNICATIONS CORPCL | COM | 58446K105 | 232 | 39000 | SH | | SOLE | |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 565 | 256900 | SH | | SOLE | |
| MEDTRONIC INC COM | COM | 585055106 | 540 | 12000 | SH | | SOLE | |
| MELCO PBL ENTERTAINMENT-ADR | COM | 585464100 | 432 | 90000 | SH | | SOLE | |
| MEMC ELECTRONICS | COM | 552715104 | 276 | 18000 | SH | | SOLE | |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 569 | 71000 | SH | | SOLE | |
| MERCK & COMPANY | COM | 58933Y105 | 22770 | 609650 | SH | | SOLE | |
| MEREDITH CORP | COM | 589433101 | 10289 | 299000 | SH | | SOLE | |
| MET PRO CORP COM | COM | 590876306 | 1470 | 150001 | SH | | SOLE | |
| METHODE ELECTRS INC CL A | COM | 591520200 | 891 | 90000 | SH | | SOLE | |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 71 | 10000 | SH | | SOLE | |
| MGE ENERGY INC | COM | 55277P104 | 13932 | 394000 | SH | | SOLE | |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 538 | 70000 | SH | | SOLE | |
| MICROSOFT CORP | COM | 594918104 | 41046 | 1401500 | SH | | SOLE | |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 1735 | 88000 | SH | | SOLE | |
| MIDAS GROUP INC COM | COM | 595626102 | 8798 | 780000 | SH | | SOLE | |
| MIDDLEBY CORP COM | COM | 596278101 | 1613 | 28000 | SH | | SOLE | |
| MIDDLESEX WTR CO COM | COM | 596680108 | 2035 | 119333 | SH | | SOLE | |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 25212 | 282800 | SH | | SOLE | |
| MILLIPORE CORP | COM | 601073109 | 68017 | 644100 | SH | | SOLE | |
| MIRANT CORP NEW COM | COM | 60467R100 | 1908 | 175732 | SH | | SOLE | |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 7 | 74535 | SH | | SOLE | |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 5 | 38363 | SH | | SOLE | |
| MKS INSTRS INC COM | COM | 55306N104 | 395 | 20187 | SH | | SOLE | |
| MOBILE TELESYSTEMS OJSC ADR SP | COM | 607409109 | 527 | 9500 | SH | | SOLE | |
| MODINE MFG CO | COM | 607828100 | 10206 | 908000 | SH | | SOLE | |
| MOLEX INC CL A | COM | 608554200 | 777 | 44000 | SH | | SOLE | |
| MONEYGRAM INTL INC COM | COM | 60935Y109 | 57 | 15000 | SH | | SOLE | |
| MONRO MUFFLER BRAKE INC | COM | 610236101 | 536 | 15000 | SH | | SOLE | |
| MONSANTO CO NEW COM | COM | 61166W101 | 23930 | 335058 | SH | | SOLE | |
| MONSTER WORLDWIDE INC COM | COM | 611742107 | 3405 | 205000 | SH | | SOLE | |
| MOODYS CORP COM | COM | 615369105 | 3511 | 118000 | SH | | SOLE | |
| MOOG INC CL A | COM | 615394202 | 3188 | 90000 | SH | | SOLE | |
| MOOG INC CL B | COM | 615394301 | 572 | 16100 | SH | | SOLE | |
| MORGAN STANLEY | COM | 617446448 | 9783 | 334000 | SH | | SOLE | |
| MORNINGSTAR INC COM | COM | 617700109 | 481 | 10000 | SH | | SOLE | |
| MOSAIC CO/THE | COM | 61945A107 | 8386 | 138000 | SH | | SOLE | |
| MOSY INC | COM | 619718109 | 144 | 36000 | SH | | SOLE | |
| MOTOROLA INC | COM | 620076109 | 2780 | 396000 | SH | | SOLE | |
| MOVADO GROUP INC COM | COM | 624580106 | 451 | 40000 | SH | | SOLE | |
| MUELLER INDS INC COM | COM | 624756102 | 3911 | 146000 | SH | | SOLE | |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 234 | 49009 | SH | | SOLE | |
| MURPHY OIL CORP COM | COM | 626717102 | 24106 | 429000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | | | |

FORM 13F INFORMATION TABLE
 AS OF DATE: 03/31/10

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|----------------|----------------|-------|--------------------|--------------------|------------|--------------|--------------------|---------|
|----------------|----------------|-------|--------------------|--------------------|------------|--------------|--------------------|---------|

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| | | | | | | |
|--------------------------------|------------------|-----------|--------|---------|-----|--------------------|
| MVC CAP COM | COM | 553829102 | 1330 | 98000 | SH | SOLE |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1616 | 40000 | SH | SOLE |
| MYERS INDS INC | COM | 628464109 | 15056 | 1436600 | SH | SOLE |
| MYLAN LABS INC COM | COM | 628530107 | 908 | 40000 | SH | SOLE |
| NABORS INDS INC 0.940% 05/15/1 | CONVERTIBLE BOND | 629568AP1 | 1981 | 2000000 | PRN | SOLE |
| NABORS INDUSTRIES LTD SHS | COM | G6359F103 | 4024 | 205000 | SH | SOLE |
| NARA BANCORP INC COM | COM | 63080P105 | 2497 | 285000 | SH | SOLE |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1859 | 120000 | SH | SOLE |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 73914 | 1462200 | SH | SOLE |
| NATIONAL GRID PLC | COM | 636274300 | 2675 | 54877 | SH | SOLE |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 8835 | 74300 | SH | SOLE |
| NAVISTAR INTL CORP 3% 10/15/20 | CONVERTIBLE BOND | 63934EAL2 | 672 | 600000 | PRN | SOLE |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 38110 | 852000 | SH | SOLE |
| NCR CORP NEW COM | COM | 62886E108 | 9356 | 678000 | SH | SOLE |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 7543 | 597700 | SH | SOLE |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 1588 | 125695 | SH | SOLE |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 3209 | 194000 | SH | SOLE |
| NEW YORK TIMES CO CLASS A | COM | 650111107 | 501 | 45000 | SH | SOLE |
| NEWMARKET CORP COM | COM | 651587107 | 978 | 9500 | SH | SOLE |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 6795 | 5250000 | PRN | SOLE |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 113924 | 2236871 | SH | SOLE |
| NEWS CORP CL A | COM | 65248E104 | 83780 | 5814000 | SH | SOLE |
| NEWS CORP CL B | COM | 65248E203 | 1531 | 90016 | SH | SOLE |
| NEXEN INC COM | COM | 65334H102 | 2718 | 110000 | SH | SOLE |
| NEXTWAVE WIRELESS INC COM | COM | 65337Y102 | 9 | 20000 | SH | SOLE |
| NICOR INC COM | COM | 654086107 | 14127 | 337000 | SH | SOLE |
| NIKE INC CL B | COM | 654106103 | 3675 | 50000 | SH | SOLE |
| NIPPON TELEG&TEL CORP ADR (B:N | COM | 654624105 | 347 | 16500 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 8770 | 555086 | SH | SOLE |
| NOBILITY HOMES INC COM | COM | 654892108 | 747 | 76300 | SH | SOLE |
| NOBLE CORPORATION BAAR NAMEN - | COM | H5833N103 | 12964 | 310000 | SH | SOLE |
| NOKIA CORP SPONSORED ADR (B:NO | COM | 654902204 | 389 | 25000 | SH | SOLE |
| NORDSON CORP COM | COM | 655663102 | 204 | 3000 | SH | SOLE |
| NORTHEAST UTILS COM | COM | 664397106 | 35324 | 1278000 | SH | SOLE |
| NORTHERN DYNASTY MINERALS LTCO | COM | 66510M204 | 1774 | 185000 | SH | SOLE |
| NORTHERN TRUST CORP | COM | 665859104 | 8289 | 150000 | SH | SOLE |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 5705 | 87000 | SH | SOLE |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 22113 | 824800 | SH | SOLE |
| NOVARTIS AG - ADR (B:NVS US) | COM | 66987V109 | 13146 | 243000 | SH | SOLE |
| NOVELL INC | COM | 670006105 | 123 | 20500 | SH | SOLE |
| NOVO-NORDISK A S ADR | COM | 670100205 | 848 | 11000 | SH | SOLE |
| NRG ENERGY INC COM NEW | COM | 629377508 | 9760 | 467000 | SH | SOLE |
| NSTAR COM | COM | 67019E107 | 42008 | 1186000 | SH | SOLE |
| NV ENERGY INC COM | COM | 67073Y106 | 432 | 35000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | GABELLI FUNDS, LLC |
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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| NYSE EURONEXT COM | COM | 629491101 | 2369 | 80000 | SH | | SOLE | |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 41426 | 993200 | SH | | SOLE | |
| OCCIDENTAL PETE CORP | COM | 674599105 | 40495 | 479000 | SH | | SOLE | |
| OCEANEERING INTL INC COM | COM | 675232102 | 10984 | 173000 | SH | | SOLE | |
| OCH ZIFF CAP MGMT GROUP CL A | COM | 67551U105 | 4336 | 271000 | SH | | SOLE | |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 4980 | 275000 | SH | | SOLE | |
| OGE ENERGY CORP COM | COM | 670837103 | 34949 | 897500 | SH | | SOLE | |
| OIL DRI CORP AMER COM | COM | 677864100 | 2712 | 140300 | SH | | SOLE | |
| OLIN CORP COM PAR \$1. | COM | 680665205 | 3757 | 191500 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| OMNICARE INC COM | COM | 681904108 | 707 | 25000 | SH | SOLE |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 10794 | 1375000 | SH | SOLE |
| ONEOK INC NEW COM | COM | 682680103 | 28623 | 627000 | SH | SOLE |
| OPKO HEALTH INC COM | COM | 68375N103 | 198 | 100000 | SH | SOLE |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 3786 | 267000 | SH | SOLE |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 2828 | 100500 | SH | SOLE |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 3802 | 104500 | SH | SOLE |
| OSI PHARMACEUTICALS INC COM | COM | 671040103 | 3037 | 51000 | SH | SOLE |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 8213 | 374000 | SH | SOLE |
| OUTDOOR HLDGS INC (NEW) | COM | 690027206 | 217 | 33000 | SH | SOLE |
| OWENS ILL INC COM NEW | COM | 690768403 | 4620 | 130000 | SH | SOLE |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 5497 | 118500 | SH | SOLE |
| PACCAR INC | COM | 693718108 | 13565 | 313000 | SH | SOLE |
| PACTIV CORP COM | COM | 695257105 | 4507 | 179000 | SH | SOLE |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 2727 | 435000 | SH | SOLE |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 3261 | 300000 | SH | SOLE |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 8766 | 305000 | SH | SOLE |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 2998 | 343000 | SH | SOLE |
| PARKER HANNIFIN CORP | COM | 701094104 | 777 | 12000 | SH | SOLE |
| PATTERSON COMPANIES INC | COM | 703395103 | 3276 | 105500 | SH | SOLE |
| PEABODY ENERGY CORP COM | COM | 704549104 | 9085 | 198800 | SH | SOLE |
| PENFORD CORP COM | COM | 707051108 | 615 | 60000 | SH | SOLE |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 4032 | 145000 | SH | SOLE |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 8835 | 375800 | SH | SOLE |
| PENTAIR INC COM | COM | 709631105 | 1888 | 53000 | SH | SOLE |
| PENWEST PHARMACEUTICALS CO COM | COM | 709754105 | 518 | 150000 | SH | SOLE |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 4623 | 460000 | SH | SOLE |
| PEPCO HLDGS INC COM | COM | 713291102 | 4725 | 275500 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 52300 | 790515 | SH | SOLE |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 30216 | 679000 | SH | SOLE |
| PETROBRAS BRASILEIRO SPON ADR | COM | 71654V101 | 8393 | 212000 | SH | SOLE |
| PETROCHINA CO LTD SPONSORED AD | COM | 71646E100 | 3634 | 31000 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 33702 | 1965115 | SH | SOLE |
| PG&E CORP COM | COM | 69331C108 | 3775 | 89000 | SH | SOLE |
| PHH CORP COM NEW | COM | 693320202 | 424 | 18000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 2531 | 3750000 | PRN | | SOLE | |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 4825 | 92500 | SH | | SOLE | |
| PHILLIPINE LONG DISTANCE TEL S | COM | 718252604 | 5786 | 108600 | SH | | SOLE | |
| PHOENIX COS INC NEW COM | COM | 71902E109 | 278 | 115000 | SH | | SOLE | |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 3558 | 129000 | SH | | SOLE | |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 248 | 39000 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 7299 | 749400 | SH | | SOLE | |
| PINNACLE WEST CAP CORP COM | COM | 723484101 | 15847 | 420000 | SH | | SOLE | |
| PLANTRONICS | COM | 727493108 | 375 | 12000 | SH | | SOLE | |
| PLATO LEARNING INC COM | COM | 72764Y100 | 758 | 136300 | SH | | SOLE | |
| PNC FINANCIAL CORP | COM | 693475105 | 18895 | 316500 | SH | | SOLE | |
| PNM RES INC | COM | 69349H107 | 29759 | 2375000 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 1998 | 23500 | SH | | SOLE | |
| POLYONE CORP COM | COM | 73179P106 | 113 | 11000 | SH | | SOLE | |
| POPULAR INC COM | COM | 733174106 | 312 | 107137 | SH | | SOLE | |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 3666 | 330000 | SH | | SOLE | |
| POTASH CORP SASK INC | COM | 73755L107 | 10383 | 87000 | SH | | SOLE | |
| PPL CORP COM | COM | 69351T106 | 1391 | 50200 | SH | | SOLE | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 71262 | 562400 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| PRIMEDIA INC COM NEW | COM | 74157K846 | 633 | 184000 | SH | SOLE |
| PRIVATEBANCORP INC COM | COM | 742962103 | 137 | 10000 | SH | SOLE |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 68110 | 1076500 | SH | SOLE |
| PROGRESS ENERGY INC COM | COM | 743263105 | 28142 | 715000 | SH | SOLE |
| PROLOGIS SH BEN INT | COM | 743410102 | 475 | 36000 | SH | SOLE |
| PROSHARES TR PSHS ULTRA FINL | COM | 74347R743 | 1698 | 250000 | SH | SOLE |
| PROSHARES TR ULTRSHRT 20YRS | COM | 74347R297 | 584 | 12000 | SH | SOLE |
| PROSHARES TR ULTRSHRT 7-10Y | COM | 74347R313 | 464 | 9000 | SH | SOLE |
| PROVIDENCE SERV 6.500% 05/15/1 | CONVERTIBLE BOND | 743815AB8 | 253 | 300000 | PRN | SOLE |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 1624 | 141200 | SH | SOLE |
| PSS WORLD MED INC COM | COM | 69366A100 | 1034 | 44000 | SH | SOLE |
| PT INDOSAT TBK SPONSORED ADR | COM | 744383100 | 426 | 14000 | SH | SOLE |
| PT TELEKOMUNIKASI INDONESIA (B | COM | 715684106 | 764 | 21360 | SH | SOLE |
| PUBLIC SVC ENTERPRISES COM | COM | 744573106 | 14087 | 477200 | SH | SOLE |
| QUAKER CHEM CORP COM | COM | 747316107 | 624 | 23000 | SH | SOLE |
| QUALCOMM INC COM | COM | 747525103 | 18001 | 429000 | SH | SOLE |
| QUIDEL CORP COM | COM | 74838J101 | 3926 | 270000 | SH | SOLE |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 15832 | 3033000 | SH | SOLE |
| RALCORP HOLDINGS INC | COM | 751028101 | 18233 | 269000 | SH | SOLE |
| RANDGOLD RES LTD ADR | COM | 752344309 | 95408 | 1241807 | SH | SOLE |
| RAYONIER INC COM | COM | 754907103 | 1135 | 24984 | SH | SOLE |
| RAYTHEON COMPANY | COM | 755111507 | 571 | 10000 | SH | SOLE |
| RCN CORP COM NEW | COM | 749361200 | 2785 | 184700 | SH | SOLE |
| REGAL BELOIT CORP COM | COM | 758750103 | 475 | 8000 | SH | SOLE |
| REGAL ENTERTAINMENT GROUP | COM | 758766109 | 633 | 36000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |

GABELLI FUNDS, LLC

RUN DATE: 05/03/10 10:52 A.M.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| REPSOL YPF S A ADR SPONSORED | COM | 76026T205 | 7205 | 303000 | SH | | SOLE | |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 38045 | 1311000 | SH | | SOLE | |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 3306 | 44700 | SH | | SOLE | |
| RGC RES INC COM | COM | 74955L103 | 281 | 9000 | SH | | SOLE | |
| RINO INTERNATIONAL CORPORATICO | COM | 766883102 | 202 | 8500 | SH | | SOLE | |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 21116 | 89200 | SH | | SOLE | |
| RISKMETRICS GROUP INC COM | COM | 767735103 | 701 | 31000 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 3180 | 133500 | SH | | SOLE | |
| ROCHESTER MED CORP COM | COM | 771497104 | 688 | 53700 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 46102 | 818000 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 3630 | 58000 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 2662 | 100000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 95103 | 2786500 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 51934 | 2395500 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 966 | 1400000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 1851 | 32000 | SH | | SOLE | |
| ROSTELECOM LONG DISTANCE & ISP | COM | 778529107 | 465 | 16300 | SH | | SOLE | |
| ROVI CORP COM | COM | 779376102 | 1058 | 28500 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 30085 | 1033500 | SH | | SOLE | |
| ROYAL BK CDA MONTREAL QUE COM | COM | 780087102 | 2801 | 48000 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM | 780259206 | 22681 | 392000 | SH | | SOLE | |
| ROYAL GOLD INC COM | COM | 780287108 | 16921 | 366174 | SH | | SOLE | |
| ROYCE VALUE TR INC | COM | 780910105 | 1320 | 111420 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 18234 | 1638300 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 628 | 145000 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 3444 | 280000 | SH | | SOLE | |
| S1 CORP | COM | 78463B101 | 59 | 10000 | SH | | SOLE | |
| SAFEWAY INC COM NEW | COM | 786514208 | 19018 | 765000 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 2119 | 592000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|----------|-----|--------------------|
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 8592 | 963196 | SH | SOLE |
| SANDERS MORRIS HARRIS GROUP CO | COM | 80000Q104 | 72 | 11600 | SH | SOLE |
| SANDISK CORP 1.000% 05/15/13 | CONVERTIBLE BOND | 80004CAC5 | 12197 | 14100000 | PRN | SOLE |
| SANDISK CORP COM | COM | 80004C101 | 3602 | 104000 | SH | SOLE |
| SARA LEE CORP COM | COM | 803111103 | 30235 | 2170500 | SH | SOLE |
| SASOL LTD ADR SPONSORED | COM | 803866300 | 6240 | 151200 | SH | SOLE |
| SAUER INC | COM | 804137107 | 664 | 50000 | SH | SOLE |
| SCANA CORP NEW COM | COM | 80589M102 | 11634 | 309500 | SH | SOLE |
| SCHEIN HENRY INC COM | COM | 806407102 | 8682 | 147400 | SH | SOLE |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 6765 | 827000 | SH | SOLE |
| SCHLUMBERGER | COM | 806857108 | 10611 | 167200 | SH | SOLE |
| SCHULMAN A INC COM | COM | 808194104 | 1346 | 55000 | SH | SOLE |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 4803 | 257000 | SH | SOLE |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 1141 | 24000 | SH | SOLE |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 4462 | 528001 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 24703 | 557000 | SH | | SOLE | |
| SEALED AIR CORP NEW | COM | 81211K100 | 464 | 22000 | SH | | SOLE | |
| SEARCHMEDIA HLDGS LTD WTS | WARRANT AND RIGH | G8005Y114 | 250 | 249500 | SH | | SOLE | |
| SEARCHMEDIA HOLDINGS LTD | COM | G8005Y106 | 1929 | 409500 | SH | | SOLE | |
| SEMPRA ENERGY COM | COM | 816851109 | 9381 | 188000 | SH | | SOLE | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 26793 | 922000 | SH | | SOLE | |
| SHAW COMMUNICATIONS CL B NON V | COM | 82028K200 | 12021 | 605000 | SH | | SOLE | |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 1805 | 96000 | SH | | SOLE | |
| SINCLAIR BROAD 6.000% 09/15/12 | CONVERTIBLE BOND | 829226AV1 | 15350 | 16200000 | PRN | | SOLE | |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 1575 | 310000 | SH | | SOLE | |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 392 | 450000 | SH | | SOLE | |
| SJW CORP COM | COM | 784305104 | 14810 | 582600 | SH | | SOLE | |
| SK TELECOM LTD SPONSORED ADR (| COM | 78440P108 | 2841 | 164600 | SH | | SOLE | |
| SKILLSOFT PUB LTD CO SPONSORED | COM | 830928107 | 5459 | 529000 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 5933 | 319000 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 1828 | 202000 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 9553 | 763000 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 1367 | 211000 | SH | | SOLE | |
| SMITH A O CORP COM | COM | 831865209 | 631 | 12000 | SH | | SOLE | |
| SMITH INTL INC COM | COM | 832110100 | 343 | 8000 | SH | | SOLE | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 6273 | 104100 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 2386 | 169000 | SH | | SOLE | |
| SONOCO PRODS CO COM | COM | 835495102 | 1540 | 50000 | SH | | SOLE | |
| SONY CORP-ADR (B:SNE US) | COM | 835699307 | 1916 | 50000 | SH | | SOLE | |
| SORL AUTO PTS INC COM | COM | 78461U101 | 1294 | 140000 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 4409 | 105000 | SH | | SOLE | |
| SOUTHERN CO | COM | 842587107 | 13927 | 420000 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 35873 | 1414000 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 41738 | 1395000 | SH | | SOLE | |
| SOUTHWEST WATER CO | COM | 845331107 | 565 | 54101 | SH | | SOLE | |
| SOUTHWESTERN ENERGY CO COM | COM | 845467109 | 9610 | 236000 | SH | | SOLE | |
| SPARTAN MTRS INC COM | COM | 846819100 | 450 | 80375 | SH | | SOLE | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 41117 | 1825000 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 44639 | 11747000 | SH | | SOLE | |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 16642 | 405400 | SH | | SOLE | |
| ST. JOE COMPANY | COM | 790148100 | 20057 | 620000 | SH | | SOLE | |
| STAMPS.COM INC (NEW) | COM | 852857200 | 1212 | 120002 | SH | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 8866 | 893800 | SH | | SOLE | |
| STANDEX INTL CORP | COM | 854231107 | 1855 | 72000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|--------|----|--------------------|
| STARRETT L S CO CL A | COM | 855668109 | 1970 | 190300 | SH | SOLE |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 10307 | 221000 | SH | SOLE |
| STATE STREET CORP | COM | 857477103 | 14264 | 316000 | SH | SOLE |
| STATOIL ASA SPONSORED ADR | COM | 85771P102 | 21426 | 918400 | SH | SOLE |
| STEAK N SHAKE COMPANY COM NEW | COM | 857873202 | 7511 | 19700 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| STERLING BANCORP COM | COM | 859158107 | 3869 | 385000 | SH | | SOLE | |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 938 | 150000 | SH | | SOLE | |
| STILLWATER MINING | COM | 86074Q102 | 676 | 52100 | SH | | SOLE | |
| STONERIDGE INC | COM | 86183P102 | 1830 | 185000 | SH | | SOLE | |
| STR HLDGS INC COM | COM | 78478V100 | 494 | 21000 | SH | | SOLE | |
| STRATTEC SECURITY CORP. | COM | 863111100 | 3824 | 188200 | SH | | SOLE | |
| STRYKER CORP | COM | 863667101 | 6082 | 106300 | SH | | SOLE | |
| STUDENT LN CORP COM | COM | 863902102 | 284 | 8000 | SH | | SOLE | |
| SUNCOR ENERGY INC | COM | 867224107 | 17035 | 523500 | SH | | SOLE | |
| SUNOCO INC COM | COM | 86764P109 | 4902 | 165000 | SH | | SOLE | |
| SUNTRUST BANKS INC | COM | 867914103 | 1393 | 52000 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 6947 | 432000 | SH | | SOLE | |
| SUPERVALU INC COMMON | COM | 868536103 | 6689 | 401000 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 5511 | 478000 | SH | | SOLE | |
| SYCAMORE NETWORKS INC COM NEW | COM | 871206405 | 1810 | 90000 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 153 | 14000 | SH | | SOLE | |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 3331 | 60000 | SH | | SOLE | |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 21988 | 400000 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 12201 | 1236500 | SH | | SOLE | |
| TD AMERITRADE HLDG CORP COM | COM | 87236Y108 | 1906 | 100000 | SH | | SOLE | |
| TECH OPS SEVCON INC | COM | 878293109 | 1068 | 212000 | SH | | SOLE | |
| TECHNITROL INC COM | COM | 878555101 | 66 | 12500 | SH | | SOLE | |
| TECHWELL INC COM | COM | 87874D101 | 4948 | 264600 | SH | | SOLE | |
| TECO ENERGY INC COM | COM | 872375100 | 4846 | 305000 | SH | | SOLE | |
| TEEKAY SHIPPING CORP COM | COM | Y8564W103 | 250 | 11000 | SH | | SOLE | |
| TELE NORTE LESTE PARTICIPACO A | COM | 879246106 | 5335 | 302096 | SH | | SOLE | |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 3935 | 210000 | SH | | SOLE | |
| TELECOM ITALIA SPA ADR | COM | 87927Y102 | 4589 | 320000 | SH | | SOLE | |
| TELECOM NEW ZEALAND ADR(R:STVM | COM | 879278208 | 293 | 38000 | SH | | SOLE | |
| TELEFLEX INC | COM | 879369106 | 320 | 5000 | SH | | SOLE | |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 35031 | 492695 | SH | | SOLE | |
| TELEFONOS DE MEXICO ADR REP (B | COM | 879403780 | 5975 | 383000 | SH | | SOLE | |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 36354 | 1218300 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 57234 | 1690800 | SH | | SOLE | |
| TELMEX INTERNACIONAL SAB DE SP | COM | 879690105 | 7731 | 401000 | SH | | SOLE | |
| TELUS CORP NON VTG SHS | COM | 87971M202 | 5162 | 144100 | SH | | SOLE | |
| TELVENT GIT SA SHS | COM | E90215109 | 719 | 25000 | SH | | SOLE | |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 22071 | 514000 | SH | | SOLE | |
| TENET HEALTHCARE CORP COM | COM | 88033G100 | 5834 | 1020000 | SH | | SOLE | |
| TENNANT CO | COM | 880345103 | 8354 | 305000 | SH | | SOLE | |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 15174 | 641600 | SH | | SOLE | |
| TEREX CORP NEW COM | COM | 880779103 | 2294 | 101000 | SH | | SOLE | |
| TERRA INDS INC | COM | 880915103 | 2196 | 48000 | SH | | SOLE | |
| TESORO PETE CORP COM | COM | 881609101 | 6311 | 454000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |
| RUN DATE: 05/03/10 10:52 A.M. | | | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 16464 | 261000 | SH | | SOLE | |
| TEXAS INDS INC COM | COM | 882491103 | 396 | 11600 | SH | | SOLE | |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 23638 | 966000 | SH | | SOLE | |
| TEXTRON INC | COM | 883203101 | 20548 | 967880 | SH | | SOLE | |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 742 | 16000 | SH | | SOLE | |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 1157 | 22500 | SH | | SOLE | |
| THOMAS & BETTS CORP | COM | 884315102 | 51012 | 1300000 | SH | | SOLE | |
| THOR INDS INC COM | COM | 885160101 | 816 | 27000 | SH | | SOLE | |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 151 | 19000 | SH | | SOLE | |
| TIFFANY & CO NEW COM | COM | 886547108 | 2346 | 49400 | SH | | SOLE | |
| TIM PARTICIPACOES SA-ADR | COM | 88706P106 | 2014 | 72566 | SH | | SOLE | |
| TIME WARNER CABLE INC COM | COM | 88732J207 | 13754 | 258000 | SH | | SOLE | |
| TIME WARNER INC COM | COM | 887317303 | 52198 | 1669266 | SH | | SOLE | |
| TIVO INC | COM | 888706108 | 13430 | 784000 | SH | | SOLE | |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 17781 | 657836 | SH | | SOLE | |
| TOTAL SA ADR (B:TOT US) | COM | 89151E109 | 13636 | 235018 | SH | | SOLE | |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 9694 | 167000 | SH | | SOLE | |
| TRANS LUX CORP | COM | 893247106 | 378 | 424600 | SH | | SOLE | |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 330 | 44850 | SH | | SOLE | |
| TRANSOCEAN INC 1.625% 12/15/20 | CONVERTIBLE BOND | 893830AU3 | 298 | 300000 | PRN | | SOLE | |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 30039 | 347751 | SH | | SOLE | |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 19203 | 356000 | SH | | SOLE | |
| TREDEGAR INDS INC | COM | 894650100 | 3331 | 195000 | SH | | SOLE | |
| TREE COM INC COM | COM | 894675107 | 777 | 84886 | SH | | SOLE | |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 609 | 350000 | SH | | SOLE | |
| TRIMBLE NAV LTD COM | COM | 896239100 | 2585 | 90000 | SH | | SOLE | |
| TRIMERIS INC COM | COM | 896263100 | 50 | 20000 | SH | | SOLE | |
| TRINITY INDS INC | COM | 896522109 | 3713 | 186000 | SH | | SOLE | |
| TURKCELL ILETISIM HIZMETLERISP | COM | 900111204 | 4804 | 319000 | SH | | SOLE | |
| TW TELECOM INC | COM | 87311L104 | 3314 | 182500 | SH | | SOLE | |
| TWIN DISC INC COM | COM | 901476101 | 635 | 52000 | SH | | SOLE | |
| TYCO ELECTRONICS LTD | COM | H8912P106 | 15286 | 556250 | SH | | SOLE | |
| TYCO INTERNATIONAL LTD SHS | COM | H89128104 | 29720 | 777000 | SH | | SOLE | |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 5528 | 295000 | SH | | SOLE | |
| TYSON FOODS INC | COM | 902494103 | 13884 | 725000 | SH | | SOLE | |
| UIL HLDG CORP COM | COM | 902748102 | 1879 | 68331 | SH | | SOLE | |
| ULTRA PETROLEUM CORP COM | COM | 903914109 | 6281 | 134700 | SH | | SOLE | |
| UNDER ARMOUR INC CL A | COM | 904311107 | 2215 | 75300 | SH | | SOLE | |
| UNILEVER N V NEW YORK SHS N | COM | 904784709 | 2352 | 78000 | SH | | SOLE | |
| UNION DRILLING INC COM | COM | 90653P105 | 154 | 25000 | SH | | SOLE | |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 16550 | 526400 | SH | | SOLE | |
| UNITED GUARDIAN INC COM | COM | 910571108 | 610 | 48000 | SH | | SOLE | |
| UNITED NAT FOODS INC COM | COM | 911163103 | 1969 | 70000 | SH | | SOLE | |
| UNITED RENTALS INC COM | COM | 911363109 | 563 | 60000 | SH | | SOLE | |

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 05/03/10 10:52 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 03/31/10

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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| UNITED STATES CELLULAR CORP | COM | 911684108 | 35810 | 865400 | SH | | SOLE | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 11630 | 158000 | SH | | SOLE | |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 15159 | 464000 | SH | | SOLE | |
| UNITIL CORP | COM | 913259107 | 1872 | 80500 | SH | | SOLE | |
| UNITRIN INC | COM | 913275103 | 1655 | 59000 | SH | | SOLE | |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 4655 | 204000 | SH | | SOLE | |
| URANIUM RES INC COM PAR \$0.001 | COM | 916901507 | 25 | 35000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|------|
| UTILITIES HOLDRS TR DEP RCPT | COM | 918019100 | 2830 | 30000 | SH | SOLE |
| VALE S A ADR | COM | 91912E105 | 7272 | 225900 | SH | SOLE |
| VALERO ENERGY CORP COM | COM | 91913Y100 | 5932 | 301100 | SH | SOLE |
| VALMONT INDS INC | COM | 920253101 | 3139 | 37900 | SH | SOLE |
| VALUE LINE INC | COM | 920437100 | 376 | 16300 | SH | SOLE |
| VALUECLICK INC COM | COM | 92046N102 | 1266 | 125000 | SH | SOLE |
| VARIAN INC COM | COM | 922206107 | 43521 | 840500 | SH | SOLE |
| VARIAN MED SYS INC COM | COM | 92220P105 | 5754 | 104000 | SH | SOLE |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 1456 | 162000 | SH | SOLE |
| VECTREN INC. | COM | 92240G101 | 14436 | 584000 | SH | SOLE |
| VEECO INSTRS INC DEL COM | COM | 922417100 | 739 | 17000 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 78877 | 2542784 | SH | SOLE |
| VIACOM INC NEW CL A | COM | 92553P102 | 77076 | 2101300 | SH | SOLE |
| VIACOM INC NEW CL B | COM | 92553P201 | 825 | 24000 | SH | SOLE |
| VIASAT INC COM | COM | 92552V100 | 242 | 7000 | SH | SOLE |
| VICOR CORP COM | COM | 925815102 | 1312 | 95000 | SH | SOLE |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 1811 | 64600 | SH | SOLE |
| VIMPEL COMMUNICATIONS ADR | COM | 68370R109 | 29677 | 1612000 | SH | SOLE |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 11015 | 121000 | SH | SOLE |
| VIVO PARTICIPACOE S A SPON AD | COM | 92855S200 | 6757 | 249230 | SH | SOLE |
| VODAFONE GROUP PLC-ADR | COM | 92857W209 | 8342 | 357875 | SH | SOLE |
| W D 40 COMPANY | COM | 929236107 | 722 | 22000 | SH | SOLE |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 46131 | 1280000 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 23686 | 426000 | SH | SOLE |
| WALGREEN COMPANY | COM | 931422109 | 32639 | 880000 | SH | SOLE |
| WASHINGTON POST CO CL B | COM | 939640108 | 355 | 800 | SH | SOLE |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 44725 | 1299000 | SH | SOLE |
| WATSCO INC CL B | COM | 942622101 | 448 | 7875 | SH | SOLE |
| WATSON PHARMACEUTICALS INC COM | COM | 942683103 | 7184 | 172000 | SH | SOLE |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 25873 | 833000 | SH | SOLE |
| WAUSAU PAPER CORP | COM | 943315101 | 342 | 40000 | SH | SOLE |
| WEATHERFORD INTERNATIONAL LTD | COM | H27013103 | 33396 | 2105700 | SH | SOLE |
| WEBSTER FINL CORP WATERBURY CO | COM | 947890109 | 175 | 10000 | SH | SOLE |
| WEIGHT WATCHERS INTL INC NEWCO | COM | 948626106 | 460 | 18000 | SH | SOLE |
| WEIS MKTS INC | COM | 948849104 | 2182 | 60000 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 64418 | 2070000 | SH | SOLE |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 840 | 168000 | SH | SOLE |

GABELLI FUNDS, LLC

PORTVUE-SEC13F.LNP
RUN DATE: 05/03/10 10:52 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WESTAR ENERGY INC | COM | 95709T100 | 46942 | 2105000 | SH | | SOLE | |
| WHITE ELECTRONICS DESIGNS COCO | COM | 963801105 | 977 | 139500 | SH | | SOLE | |
| WHOLE FOODS MKT INC COM | COM | 966837106 | 11170 | 309000 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 1150 | 469500 | SH | | SOLE | |
| WILEY JOHN & SONS INC CL B | COM | 968223305 | 554 | 12800 | SH | | SOLE | |
| WILLAMETTE VY VINEYARD INC COM | COM | 969136100 | 35 | 10000 | SH | | SOLE | |
| WILLIAMS COS INC | COM | 969457100 | 6024 | 260800 | SH | | SOLE | |
| WILLIS GROUP HOLDINGS PUBLIC L | COM | G96666105 | 703 | 22464 | SH | | SOLE | |
| WILMINGTON TR CORP COM | COM | 971807102 | 6993 | 422000 | SH | | SOLE | |
| WIMM BILL DANN FOODS OJSC SPON | COM | 97263M109 | 1614 | 72000 | SH | | SOLE | |
| WINDSTREAM CORP COM | COM | 97381W104 | 764 | 70169 | SH | | SOLE | |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 4434 | 355000 | SH | | SOLE | |
| WISCONSIN ENERGY CORP COM | COM | 976657106 | 20258 | 410000 | SH | | SOLE | |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 3120 | 107000 | SH | | SOLE | |
| WONDER AUTO TECHNOLOGY INC COM | COM | 978166106 | 487 | 46000 | SH | | SOLE | |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 2335 | 73000 | SH | | SOLE | |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 1713 | 99000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| WRIGHT MED GROUP INC COM | COM | 98235T107 | 1599 | 90000 | SH | SOLE |
| WRIGHT MEDICAL 2.625% 12/01/14 | CONVERTIBLE BOND | 98235TAA5 | 367 | 400000 | PRN | SOLE |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 515 | 20000 | SH | SOLE |
| WYNN RESORTS LTD COM | COM | 983134107 | 7052 | 93000 | SH | SOLE |
| XCEL ENERGY INC COM | COM | 98389B100 | 12614 | 595000 | SH | SOLE |
| XEROX CORP | COM | 984121103 | 3023 | 310000 | SH | SOLE |
| XTO ENERGY INC COM | COM | 98385X106 | 4718 | 100000 | SH | SOLE |
| YAHOO INC. | COM | 984332106 | 21365 | 1292500 | SH | SOLE |
| YAMANA GOLD INC COM | COM | 98462Y100 | 13665 | 1387300 | SH | SOLE |
| YORK WTR CO COM | COM | 987184108 | 1279 | 93000 | SH | SOLE |
| YOUBET COM INC COM | COM | 987413101 | 944 | 320966 | SH | SOLE |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 408 | 14500 | SH | SOLE |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 5210 | 176000 | SH | SOLE |
| ZENITH NATL INS CORP COM | COM | 989390109 | 18459 | 481700 | SH | SOLE |
| ZEP INC | COM | 98944B108 | 16060 | 734000 | SH | SOLE |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 8643 | 146000 | SH | SOLE |
| ZORAN CORP COM | COM | 98975F101 | 2862 | 266000 | SH | SOLE |
| ZYGO CORP COM | COM | 989855101 | 1315 | 142500 | SH | SOLE |
| ZYMOGENETICS INC COM | COM | 98985T109 | 115 | 20000 | SH | SOLE |

PORTVUE-SEC13F.LNP
 RUN DATE: 05/03/10 11:08 A.M.

GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| 3 COM CORP | COM | 885535104 | 11854 | 1545471 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 277 | 25200 | SH | | SOLE | |
| AIRGAS INC COM | COM | 009363102 | 1043 | 16400 | SH | | SOLE | |
| AIRVANA INC COM | COM | 00950V101 | 1024 | 133662 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 2407 | 14900 | SH | | SOLE | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 863 | 37500 | SH | | SOLE | |
| ALLIED DEFENSE GROUP INC COM | COM | 019118108 | 684 | 94825 | SH | | SOLE | |
| ALLIS CHALMERS ENERGY INC COM | COM | 019645506 | 123 | 34800 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 4001 | 664682 | SH | | SOLE | |
| AMKOR TECHNOLOGY INC COM | COM | 031652100 | 316 | 44600 | SH | | SOLE | |
| ARENA PHARMACEUTICALS INC COM | COM | 040047102 | 31 | 10000 | SH | | SOLE | |
| BANK OF AMERICA | COM | 060505104 | 1941 | 108729 | SH | | SOLE | |
| BEAZER HOMES USA INC COM | COM | 07556Q105 | 152 | 33400 | SH | | SOLE | |
| BELL MICROPRODUCTS INC COM | COM | 078137106 | 1546 | 222500 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 270 | 39600 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 20 | 10000 | SH | | SOLE | |
| BJ SVCS CO COM | COM | 055482103 | 12605 | 589000 | SH | | SOLE | |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 238 | 33000 | SH | | SOLE | |
| BOWNE & CO INC COM | COM | 103043105 | 2897 | 259600 | SH | | SOLE | |
| BPW ACQUISITION CORP COM | COM | 055637102 | 396 | 31785 | SH | | SOLE | |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 9084 | 213500 | SH | | SOLE | |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 229 | 9500 | SH | | SOLE | |
| CARNIVAL CORP CL A | COM | 143658300 | 4355 | 112000 | SH | | SOLE | |
| CBS CORP CLASS A | COM | 124857103 | 164 | 11750 | SH | | SOLE | |
| CEDAR FAIR L P DEPOSITARY UNIT | OIL & GAS PARTNE | 150185106 | 476 | 39900 | SH | | SOLE | |
| CENTRAL EUROPEAN 3.000% 03/15/ | CONVERTIBLE BOND | 153435AA0 | 938 | 1050000 | PRN | | SOLE | |

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|--------------------------------|------------------|-----------|------|---------|-----|------|
| CEPHALON INC COM | COM | 156708109 | 366 | 5400 | SH | SOLE |
| CF INDS HLDGS INC COM | COM | 125269100 | 465 | 5100 | SH | SOLE |
| CHEMED CORP 1.875% 05/15/14 | CONVERTIBLE BOND | 16359RAC7 | 525 | 575000 | PRN | SOLE |
| CHINA HYDROELECTRIC CP-ADS WAR | WARRANT AND RIGH | G2112E145 | 13 | 15000 | SH | SOLE |
| CHINA WIND SYSTEMS INC | COM | 16945F209 | 72 | 15000 | SH | SOLE |
| CHIPOTLE MEXICAN GRILL INC CL | COM | 169656105 | 879 | 7800 | SH | SOLE |
| CHIQUITA BRANDS INTL INC COM | COM | 170032809 | 332 | 21100 | SH | SOLE |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 382 | 75000 | SH | SOLE |
| CIENA CORP 0.25% 5/1/2013 | CONVERTIBLE BOND | 171779AB7 | 425 | 500000 | PRN | SOLE |
| CKE RESTAURANTS INC COM | COM | 12561E105 | 1074 | 97000 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 149 | 14000 | SH | SOLE |
| CMED 3 1/2 11/15/2011 | CONVERTIBLE BOND | 169483AB0 | 794 | 1000000 | PRN | SOLE |
| CNX GAS CORP COM | COM | 12618H309 | 7705 | 202500 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 863 | 48000 | SH | SOLE |
| COMSYS IT PARTNERS INC COM | COM | 20581E104 | 8263 | 472734 | SH | SOLE |
| CORCEPT THERAPEUTICS INC OC-CO | COM | 218352102 | 90 | 31600 | SH | SOLE |
| CRUCELL N V SPONSORED ADR | COM | 228769105 | 402 | 19725 | SH | SOLE |

PORTVUE-SEC13F.LNP

GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| CUTERA INC COM | COM | 232109108 | 104 | 10000 | SH | | SOLE | |
| CYNOSURE INC CL A | COM | 232577205 | 116 | 10300 | SH | | SOLE | |
| DELTA PETE CORP COM NEW | COM | 247907207 | 299 | 212200 | SH | | SOLE | |
| DELUXE CORP | COM | 248019101 | 388 | 20000 | SH | | SOLE | |
| DIEDRICH COFFEE INC COM NEW | COM | 253675201 | 1523 | 43777 | SH | | SOLE | |
| DIRECTV-CLASS A | COM | 25490A101 | 237 | 7000 | SH | | SOLE | |
| FACET BIOTECH CORP SHS | COM | 30303Q103 | 11516 | 426671 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 286 | 6300 | SH | | SOLE | |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 146 | 11600 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 3213 | 62000 | SH | | SOLE | |
| HARDINGE INC COM | COM | 412324303 | 249 | 27651 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 95 | 10000 | SH | | SOLE | |
| HEADWATERS INC COM | COM | 42210P102 | 64 | 14000 | SH | | SOLE | |
| HORNBECK OFFSHORE SVCS INC NCO | COM | 440543106 | 477 | 25700 | SH | | SOLE | |
| HORSEHEAD HLDG CORP COM | COM | 440694305 | 201 | 17000 | SH | | SOLE | |
| HUTCHISON TELECOMM INTL LTD SP | COM | 44841T107 | 423 | 103700 | SH | | SOLE | |
| ICO HLDGS INC COM | COM | 449293109 | 415 | 51331 | SH | | SOLE | |
| IOWA TELECOMM SERVICES INC COM | COM | 462594201 | 167 | 10000 | SH | | SOLE | |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 253 | 5300 | SH | | SOLE | |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 189 | 11067 | SH | | SOLE | |
| K-TRON INTL INC | COM | 482730108 | 10368 | 69132 | SH | | SOLE | |
| LEAR CORP COM NEW | COM | 521865204 | 476 | 6000 | SH | | SOLE | |
| LIBERTY ACQUISITION HLDGS | COM | 53015Y107 | 1505 | 152337 | SH | | SOLE | |
| LUCENT TECH 2.750% 06/15/25 | CONVERTIBLE BOND | 549463AH0 | 870 | 1000000 | PRN | | SOLE | |
| MAXTOR CORP 6.8% 4/30/10 | CONVERTIBLE BOND | 577729AC0 | 3015 | 3000000 | PRN | | SOLE | |
| MDS INC COM | COM | 55269P302 | 171 | 21100 | SH | | SOLE | |
| MEDTRONIC INC 1.500% 04/15/11 | CONVERTIBLE BOND | 585055AL0 | 2012 | 2000000 | PRN | | SOLE | |
| MICRON TECH 1.875% 06/01/14 | CONVERTIBLE BOND | 595112AH6 | 973 | 1000000 | PRN | | SOLE | |
| MILLIPORE CORP | COM | 601073109 | 12429 | 117700 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 303 | 6000 | SH | | SOLE | |
| NEUROMETRIX INC COM | COM | 641255104 | 21 | 11200 | SH | | SOLE | |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 204 | 4000 | SH | | SOLE | |
| NEWS CORP CL A | COM | 65248E104 | 173 | 12000 | SH | | SOLE | |
| NOVELL INC | COM | 670006105 | 705 | 117500 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 391 | 18700 | SH | | SOLE | |
| OFFICE DEPOT INC | COM | 676220106 | 394 | 49400 | SH | | SOLE | |
| OSI PHARMACEUTICALS INC COM | COM | 671040103 | 744 | 12500 | SH | | SOLE | |

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| | | | | | | |
|-------------------------------|-----|-----------|------|--------|----|------|
| PENNICHUCK CORP COM NEW | COM | 708254206 | 206 | 8783 | SH | SOLE |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 404 | 40200 | SH | SOLE |
| PLATO LEARNING INC COM | COM | 72764Y100 | 1375 | 247296 | SH | SOLE |
| PORTEC RAIL PRODS INC COM | COM | 736212101 | 1848 | 159053 | SH | SOLE |
| QUICKSILVER RESOURCES INC COM | COM | 74837R104 | 193 | 13700 | SH | SOLE |
| QUIKSILVER INC COM | COM | 74838C106 | 282 | 59700 | SH | SOLE |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 162 | 31000 | SH | SOLE |

PORTVUE-SEC13F.LNP
 RUN DATE: 05/03/10 11:08 A.M.

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| RANDGOLD RES LTD ADR | COM | 752344309 | 230 | 3000 | SH | | SOLE | |
| RCN CORP COM NEW | COM | 749361200 | 1030 | 68300 | SH | | SOLE | |
| RISKMETRICS GROUP INC COM | COM | 767735103 | 4599 | 203400 | SH | | SOLE | |
| RITE AID CORP COM | COM | 767754104 | 196 | 130600 | SH | | SOLE | |
| RRI ENERGY INC COM | COM | 74971X107 | 103 | 27800 | SH | | SOLE | |
| SANDISK CORP 1.000% 05/15/13 | CONVERTIBLE BOND | 80004CAC5 | 1362 | 1575000 | PRN | | SOLE | |
| SAUER INC | COM | 804137107 | 1030 | 77550 | SH | | SOLE | |
| SEARCHMEDIA HOLDINGS LTD | COM | G8005Y106 | 698 | 148180 | SH | | SOLE | |
| SILICON STORAGE TECHN INC COM | COM | 827057100 | 126 | 41298 | SH | | SOLE | |
| SKILLSOFT PUB LTD CO SPONSORED | COM | 830928107 | 4379 | 424350 | SH | | SOLE | |
| SMITH INTL INC COM | COM | 832110100 | 5631 | 131500 | SH | | SOLE | |
| SOLTA MEDICAL INC | COM | 83438K103 | 46 | 21500 | SH | | SOLE | |
| SOUTHWEST WATER CO | COM | 845331107 | 1477 | 141500 | SH | | SOLE | |
| SPORT SUPPLY GROUP INC DEL COM | COM | 84916A104 | 442 | 32851 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 315 | 83000 | SH | | SOLE | |
| SWITCH & DATA FACILITIES COMCO | COM | 871043105 | 2213 | 124600 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 118 | 12000 | SH | | SOLE | |
| TECHWELL INC COM | COM | 87874D101 | 3815 | 203993 | SH | | SOLE | |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 1420 | 47600 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 372 | 11000 | SH | | SOLE | |
| TELMEX INTERNACIONAL SAB DE SP | COM | 879690105 | 559 | 29000 | SH | | SOLE | |
| TELVENT GIT SA SHS | COM | E90215109 | 230 | 8000 | SH | | SOLE | |
| TERRA INDS INC | COM | 880915103 | 10955 | 239400 | SH | | SOLE | |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 208 | 8500 | SH | | SOLE | |
| TIME WARNER INC COM | COM | 887317303 | 532 | 16999 | SH | | SOLE | |
| TRINITY INDS INC | COM | 896522109 | 519 | 26000 | SH | | SOLE | |
| U S CONCRETE INC COM | COM | 90333L102 | 18 | 47000 | SH | | SOLE | |
| UNITED RENTALS INC 4.000% 01/1 | CONVERTIBLE BOND | 911363AL3 | 1132 | 1050000 | PRN | | SOLE | |
| VARIAN INC COM | COM | 922206107 | 10705 | 206739 | SH | | SOLE | |
| VERSO PAPER CORP COM | COM | 92531L108 | 153 | 50400 | SH | | SOLE | |
| VIACOM INC NEW CL A | COM | 92553P102 | 403 | 11000 | SH | | SOLE | |
| WASTE SERVICES INC DEL COM NEW | COM | 941075202 | 99 | 10000 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 2540 | 81628 | SH | | SOLE | |
| WHITE ELECTRONICS DESIGNS COCO | COM | 963801105 | 2183 | 311895 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 35 | 14239 | SH | | SOLE | |
| XTO ENERGY INC COM | COM | 98385X106 | 12550 | 266000 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 321 | 19400 | SH | | SOLE | |
| YINGLI GREEN 0% 12/15/2012 | CONVERTIBLE BOND | 98584BAA1 | 1109 | 1000000 | PRN | | SOLE | |
| YOUBET COM INC COM | COM | 987413101 | 889 | 302291 | SH | | SOLE | |
| ZENITH NATL INS CORP COM | COM | 989390109 | 2012 | 52500 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 114 | 12400 | SH | | SOLE | |

PORTVUE-SEC13F.LNP
 RUN DATE: 05/03/10 11:05 A.M.

TETON ADVISORS, INC.

FORM 13F INFORMATION TABLE

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AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 533 | 212200 | SH | | SOLE | |
| A123 SYSTEMS INC | COM | 03739T108 | 330 | 24000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 59 | 18000 | SH | | SOLE | |
| ADAPTEC INC COM | COM | 00651F108 | 1631 | 498700 | SH | | SOLE | |
| ADVANCED ANALOGIC TECHNOLOGICO | COM | 00752J108 | 52 | 15000 | SH | | SOLE | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 851 | 27087 | SH | | SOLE | |
| ALLIS CHALMERS ENERGY INC COM | COM | 019645506 | 148 | 41800 | SH | | SOLE | |
| AMERICAN EAGLE OUTFITTERS INCO | COM | 02553E106 | 708 | 38207 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 3900 | 647800 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 1162 | 46800 | SH | | SOLE | |
| AMTECH SYS INC COM PAR \$0.01N | COM | 032332504 | 277 | 27476 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 1104 | 70671 | SH | | SOLE | |
| APPLIED SIGNAL TECHNOLOGY COM | COM | 038237103 | 352 | 18000 | SH | | SOLE | |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 683 | 19857 | SH | | SOLE | |
| ARTHROCARE CORP COM | COM | 043136100 | 398 | 13400 | SH | | SOLE | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 29 | 1050 | SH | | SOLE | |
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 539 | 12000 | SH | | SOLE | |
| ATLAS AIR WORLDWIDE HLDGS INCO | COM | 049164205 | 388 | 7308 | SH | | SOLE | |
| AVNET INC | COM | 053807103 | 702 | 23393 | SH | | SOLE | |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 204 | 170000 | SH | | SOLE | |
| BALLANTYNE STRONG INC COM | COM | 058516105 | 407 | 75400 | SH | | SOLE | |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 292 | 70400 | SH | | SOLE | |
| BEL FUSE INC CL A | COM | 077347201 | 1358 | 73300 | SH | | SOLE | |
| BELL MICROPRODUCTS INC COM | COM | 078137106 | 695 | 100000 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 1183 | 173500 | SH | | SOLE | |
| BERKSHIRE BANCORP INC DEL COM | COM | 084597202 | 101 | 16100 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 611 | 313500 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 1035 | 19800 | SH | | SOLE | |
| BOWNE & CO INC COM | COM | 103043105 | 2678 | 240000 | SH | | SOLE | |
| BRIGHAM EXPLORATION CO COM | COM | 109178103 | 357 | 22400 | SH | | SOLE | |
| BROOKS AUTOMATION COM | COM | 114340102 | 216 | 24504 | SH | | SOLE | |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 1681 | 74500 | SH | | SOLE | |
| BTU INTL INC COM | COM | 056032105 | 505 | 82650 | SH | | SOLE | |
| BUCYRUS INTL INC NEW CL A | COM | 118759109 | 708 | 10735 | SH | | SOLE | |
| CADIZ INC | COM | 127537207 | 281 | 22000 | SH | | SOLE | |
| CAMBIUM LEARNING GRP INC COM | COM | 13201A107 | 290 | 72607 | SH | | SOLE | |
| CANTEL MEDICAL CORP COM | COM | 138098108 | 337 | 17000 | SH | | SOLE | |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 160 | 22000 | SH | | SOLE | |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 25 | 20000 | SH | | SOLE | |
| CASELLA WASTE SYS INC CL A | COM | 147448104 | 762 | 151700 | SH | | SOLE | |
| CAVCO INDUSTRIES | COM | 149568107 | 410 | 12000 | SH | | SOLE | |
| CENVEO INC COM | COM | 15670S105 | 143 | 16500 | SH | | SOLE | |
| CEPHEID COM | COM | 15670R107 | 1093 | 62500 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | | |
| RUN DATE: 05/03/10 11:05 A.M. | | | | | | | | |

TETON ADVISORS, INC.

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CHASE CORP | COM | 16150R104 | 512 | 40600 | SH | | SOLE | |
| CHESAPEAKE UTILS CORP COM | COM | 165303108 | 909 | 30500 | SH | | SOLE | |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 1018 | 200000 | SH | | SOLE | |
| CIRCOR INTL INC COM | COM | 17273K109 | 1079 | 32500 | SH | | SOLE | |
| CLARIENT INC COM | COM | 180489106 | 374 | 142700 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|------|--------|----|----------------------|
| COHEN & STEERS INC COM | COM | 19247A100 | 749 | 30000 | SH | SOLE |
| COLDWATER CREEK INC COM | COM | 193068103 | 937 | 135000 | SH | SOLE |
| COMMSCOPE INC COM | COM | 203372107 | 487 | 17384 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 252 | 19500 | SH | SOLE |
| COMPUTER TASK GROUP INC COM | COM | 205477102 | 355 | 49000 | SH | SOLE |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 543 | 40000 | SH | SOLE |
| CONTINUCARE CORP COM | COM | 212172100 | 1873 | 503600 | SH | SOLE |
| CORE MOLDING TECH COM | COM | 218683100 | 769 | 231000 | SH | SOLE |
| COWEN GROUP INC NEW CL A | COM | 223622101 | 57 | 10000 | SH | SOLE |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 100 | 51900 | SH | SOLE |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 265 | 13000 | SH | SOLE |
| CTS CORP | COM | 126501105 | 1729 | 183500 | SH | SOLE |
| CUTERA INC COM | COM | 232109108 | 778 | 75000 | SH | SOLE |
| CYNOSURE INC CL A | COM | 232577205 | 688 | 61200 | SH | SOLE |
| DANA HOLDING CORP COM | COM | 235825205 | 1188 | 100000 | SH | SOLE |
| DAWSON GEOPHYSICAL CO COM | COM | 239359102 | 497 | 17000 | SH | SOLE |
| DELTA NAT GAS INC COM | COM | 247748106 | 474 | 16000 | SH | SOLE |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 1014 | 256000 | SH | SOLE |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 453 | 220000 | SH | SOLE |
| DXP ENTERPRISES INC NEW COM NE | COM | 233377407 | 290 | 22686 | SH | SOLE |
| EDGAR ONLINE INC | COM | 279765101 | 128 | 69650 | SH | SOLE |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 951 | 297043 | SH | SOLE |
| EDWARDS LIFESCIENCES CORP COM | COM | 28176E108 | 212 | 2145 | SH | SOLE |
| ELECTRO SCIENTIFIC INDS INC CO | COM | 285229100 | 369 | 28800 | SH | SOLE |
| ENERGY RECOVERY INC | COM | 29270J100 | 221 | 35000 | SH | SOLE |
| ENTEGRIS INC COM | COM | 29362U104 | 272 | 53990 | SH | SOLE |
| ENTERCOM COMMUNICATIONS CORPCL | COM | 293639100 | 877 | 73800 | SH | SOLE |
| ENTROPIC COMMUNICATIONS INC CO | COM | 29384R105 | 100 | 19614 | SH | SOLE |
| EPOCH HOLDING CORP | COM | 29428R103 | 3734 | 330705 | SH | SOLE |
| ESTERLINE TECHNOLOGIES CORP CO | COM | 297425100 | 258 | 5211 | SH | SOLE |
| EXACTECH INC COM | COM | 30064E109 | 1411 | 67300 | SH | SOLE |
| FAIR ISAAC & CO INC COM | COM | 303250104 | 613 | 24187 | SH | SOLE |
| FARO TECHNOLOGIES INC COM | COM | 311642102 | 238 | 9248 | SH | SOLE |
| FEDERAL MOGUL CORP CL A | COM | 313549404 | 402 | 21900 | SH | SOLE |
| FEDERAL SIGNAL CORP COM | COM | 313855108 | 265 | 29381 | SH | SOLE |
| FERRO CORP | COM | 315405100 | 5067 | 576469 | SH | SOLE |
| FIRST NIAGARA FINL GP INC COM | COM | 33582V108 | 356 | 25000 | SH | SOLE |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 1344 | 95314 | SH | SOLE |
| FLOW INTL CORP COM | COM | 343468104 | 537 | 178400 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | TETON ADVISORS, INC. |
| RUN DATE: 05/03/10 11:05 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| FLUSHING FINL CORP COM | COM | 343873105 | 852 | 67300 | SH | | SOLE | |
| FORMFACTOR INC COM | COM | 346375108 | 540 | 30424 | SH | | SOLE | |
| FULL HOUSE RESORTS INC COM | COM | 359678109 | 43 | 15000 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 830 | 160000 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 3679 | 638800 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 266 | 3761 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 1213 | 195370 | SH | | SOLE | |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 1188 | 182500 | SH | | SOLE | |
| GP STRATEGIES CORP COM | COM | 36225V104 | 401 | 47970 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 253 | 18500 | SH | | SOLE | |
| GRAHAM CORP COM | COM | 384556106 | 626 | 34800 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 1396 | 606800 | SH | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 463 | 60300 | SH | | SOLE | |
| GRIFFIN LAND & NUR | COM | 398231100 | 726 | 25000 | SH | | SOLE | |
| GRIFFON CORP COM | COM | 398433102 | 2147 | 172288 | SH | | SOLE | |

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|--------------------------------|-----|-----------|------|---------|----|------|
| GSE SYS INC COM | COM | 36227K106 | 211 | 39000 | SH | SOLE |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 556 | 32000 | SH | SOLE |
| HARMONIC INC COM | COM | 413160102 | 66 | 10400 | SH | SOLE |
| HAWKINS INC COM | COM | 420261109 | 871 | 36000 | SH | SOLE |
| HEELYS INC COM | COM | 42279M107 | 138 | 58000 | SH | SOLE |
| HERLEY INDS INC COM | COM | 427398102 | 3065 | 209100 | SH | SOLE |
| HESKA CORP COM | COM | 42805E108 | 24 | 28700 | SH | SOLE |
| HICKORY TECH CORP COM | COM | 429060106 | 486 | 55000 | SH | SOLE |
| HUDSON VALLEY HOLDING CORP COM | COM | 444172100 | 1007 | 41500 | SH | SOLE |
| ICO HLDGS INC COM | COM | 449293109 | 129 | 16000 | SH | SOLE |
| IDEX CORP | COM | 45167R104 | 730 | 22056 | SH | SOLE |
| IMAX CORP COM | COM | 45245E109 | 887 | 49300 | SH | SOLE |
| INGLES MKTS INC CL A | COM | 457030104 | 1338 | 89000 | SH | SOLE |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 261 | 41500 | SH | SOLE |
| INTEGRATED DEVICE TECH INC COM | COM | 458118106 | 239 | 39057 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 884 | 38594 | SH | SOLE |
| INTRICON CORP COM | COM | 46121H109 | 616 | 157900 | SH | SOLE |
| IRIS INTL INC COM | COM | 46270W105 | 2821 | 276300 | SH | SOLE |
| JOURNAL COMM INC-A | COM | 481130102 | 4363 | 1038900 | SH | SOLE |
| KAMAN CORP | COM | 483548103 | 2928 | 117080 | SH | SOLE |
| KBW INC | COM | 482423100 | 606 | 22527 | SH | SOLE |
| KEITHLEY INSTRS INC COM | COM | 487584104 | 847 | 128300 | SH | SOLE |
| KEY TECHNOLOGY INC COM | COM | 493143101 | 415 | 30200 | SH | SOLE |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 212 | 7000 | SH | SOLE |
| LAKELAND INDS INC COM | COM | 511795106 | 130 | 15300 | SH | SOLE |
| LAWSON SOFTWARE INC NEW COM | COM | 52078P102 | 124 | 18726 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 401 | 15000 | SH | SOLE |
| LECROY CORP COM | COM | 52324W109 | 1179 | 236786 | SH | SOLE |
| LIFEWAY FOODS INC COM | COM | 531914109 | 1404 | 118300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| TETON ADVISORS, INC. | | | | | | |
| RUN DATE: 05/03/10 11:05 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| LIN TV CORP CL A | COM | 532774106 | 633 | 110000 | SH | | SOLE | |
| LINDSAY CORP | COM | 535555106 | 248 | 6000 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 390 | 10253 | SH | | SOLE | |
| LYDALL INC COM | COM | 550819106 | 222 | 28312 | SH | | SOLE | |
| MAGMA DESIGN AUTOMATION COM | COM | 559181102 | 277 | 106692 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 735 | 437500 | SH | | SOLE | |
| MANITOWOC CO COM | COM | 563571108 | 267 | 20500 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 364 | 28000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 438 | 73000 | SH | | SOLE | |
| MARINEMAX INC COM | COM | 567908108 | 108 | 10000 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 51 | 10000 | SH | | SOLE | |
| MEADOWBROOK INS GROUP INC COM | COM | 58319P108 | 220 | 27900 | SH | | SOLE | |
| MEDIA GENERAL CL A | COM | 584404107 | 3731 | 450000 | SH | | SOLE | |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 258 | 117400 | SH | | SOLE | |
| MERCURY COMPUTER SYS INC COM | COM | 589378108 | 668 | 48653 | SH | | SOLE | |
| MESA LABS INC COM | COM | 59064R109 | 454 | 17500 | SH | | SOLE | |
| MET PRO CORP COM | COM | 590876306 | 735 | 75000 | SH | | SOLE | |
| METHODE ELECTRS INC CL A | COM | 591520200 | 743 | 75000 | SH | | SOLE | |
| MGE ENERGY INC | COM | 55277P104 | 1117 | 31600 | SH | | SOLE | |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 115 | 15000 | SH | | SOLE | |
| MICROSEMI CORP COM | COM | 595137100 | 296 | 17084 | SH | | SOLE | |
| MICROTUNE INC. | COM | 59514P109 | 281 | 102800 | SH | | SOLE | |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 1085 | 55000 | SH | | SOLE | |
| MIDAS GROUP INC COM | COM | 595626102 | 2152 | 190800 | SH | | SOLE | |
| MIDDLEBY CORP COM | COM | 596278101 | 852 | 14800 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|------|--------|----|----------------------|
| MINE SAFETY APPLIANCES CO COM | COM | 602720104 | 502 | 17969 | SH | SOLE |
| MODINE MFG CO | COM | 607828100 | 942 | 83800 | SH | SOLE |
| MOLEX INC | COM | 608554101 | 729 | 34929 | SH | SOLE |
| MORGANS HOTEL GROUP CO COM | COM | 61748W108 | 295 | 46000 | SH | SOLE |
| MOSY INC | COM | 619718109 | 279 | 69500 | SH | SOLE |
| MVC CAP COM | COM | 553829102 | 449 | 33100 | SH | SOLE |
| MYERS INDS INC | COM | 628464109 | 586 | 55900 | SH | SOLE |
| NARA BANCORP INC COM | COM | 63080P105 | 360 | 41100 | SH | SOLE |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1646 | 106277 | SH | SOLE |
| NCR CORP NEW COM | COM | 62886E108 | 226 | 16400 | SH | SOLE |
| NEOGEN CORP COM | COM | 640491106 | 2359 | 94000 | SH | SOLE |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 131 | 10386 | SH | SOLE |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 183 | 11055 | SH | SOLE |
| NEWPORT CORP COM | COM | 651824104 | 1154 | 92558 | SH | SOLE |
| NOBILITY HOMES INC COM | COM | 654892108 | 245 | 25000 | SH | SOLE |
| NORTH AMERN GALVANZNG & CTNGCO | COM | 65686Y109 | 127 | 22918 | SH | SOLE |
| OIL DRI CORP AMER COM | COM | 677864100 | 1146 | 59300 | SH | SOLE |
| OMNICELL INC COM | COM | 68213N109 | 155 | 11054 | SH | SOLE |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 2041 | 260000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | TETON ADVISORS, INC. |
| RUN DATE: 05/03/10 11:05 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| ON SEMICONDUCTOR CORP COM | COM | 682189105 | 588 | 73503 | SH | | SOLE | |
| OPKO HEALTH INC COM | COM | 68375N103 | 88 | 44300 | SH | | SOLE | |
| ORITANI FINL CORP COM | COM | 686323106 | 402 | 25000 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 709 | 19500 | SH | | SOLE | |
| OUTDOOR HLDGS INC (NEW) | COM | 690027206 | 66 | 10000 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 494 | 78800 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 185 | 17000 | SH | | SOLE | |
| PARAMETRIC TECHNOLOGY CORP COM | COM | 699173209 | 794 | 43972 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 1269 | 44141 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 87 | 10000 | SH | | SOLE | |
| PC GROUP INC | COM | 70455G107 | 10 | 22550 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 1846 | 78500 | SH | | SOLE | |
| PERICOM SEMICONDUCTOR CORP COM | COM | 713831105 | 820 | 76600 | SH | | SOLE | |
| PERRIGO CO | COM | 714290103 | 741 | 12621 | SH | | SOLE | |
| PETROHAWK ENERGY CORP COM | COM | 716495106 | 633 | 31200 | SH | | SOLE | |
| PHOENIX TECHNOLOGIES LTD COM | COM | 719153108 | 478 | 148792 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 245 | 25200 | SH | | SOLE | |
| PLATO LEARNING INC COM | COM | 72764Y100 | 1463 | 263087 | SH | | SOLE | |
| PREFORMED LINE PRODS CO COM | COM | 740444104 | 297 | 7788 | SH | | SOLE | |
| PRIDE INTL INC COM | COM | 74153Q102 | 719 | 23877 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 688 | 200000 | SH | | SOLE | |
| PRINCETON REVIEW INC COM | COM | 742352107 | 132 | 37700 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 771 | 67000 | SH | | SOLE | |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 343 | 45000 | SH | | SOLE | |
| QLOGIC CORP COM | COM | 747277101 | 831 | 40921 | SH | | SOLE | |
| QUIDEL CORP COM | COM | 74838J101 | 320 | 22000 | SH | | SOLE | |
| READING INTERNATIONAL INC CL B | COM | 755408200 | 259 | 28200 | SH | | SOLE | |
| READING INTL INC CL A | COM | 755408101 | 344 | 80500 | SH | | SOLE | |
| RGC RES INC COM | COM | 74955L103 | 522 | 16700 | SH | | SOLE | |
| ROCHESTER MED CORP COM | COM | 771497104 | 1746 | 136205 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 445 | 40000 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 162 | 37415 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL A | COM | 781846209 | 355 | 26900 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 482 | 39200 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 494 | 138000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|------|--------|----|----------------------|
| SCHAWK INC CL A | COM | 806373106 | 366 | 20200 | SH | SOLE |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 1478 | 180665 | SH | SOLE |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 1014 | 120000 | SH | SOLE |
| SEALED AIR CORP NEW | COM | 81211K100 | 223 | 10571 | SH | SOLE |
| SEARCHMEDIA HOLDINGS LTD | COM | G8005Y106 | 212 | 45000 | SH | SOLE |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 338 | 18000 | SH | SOLE |
| SILICON IMAGE INC COM | COM | 82705T102 | 56 | 18400 | SH | SOLE |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 254 | 50000 | SH | SOLE |
| SJW CORP COM | COM | 784305104 | 1050 | 41300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | TETON ADVISORS, INC. |
| RUN DATE: 05/03/10 11:05 A.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 03/31/10

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|----------------------|---------|
| SKYLINE CORP | COM | 830830105 | 266 | 14300 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 1648 | 182100 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 2005 | 142000 | SH | | SOLE | |
| STAMPS.COM INC (NEW) | COM | 852857200 | 1389 | 137500 | SH | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 2113 | 213000 | SH | | SOLE | |
| STARRETT L S CO CL A | COM | 855668109 | 927 | 89600 | SH | | SOLE | |
| STEAK N SHAKE COMPANY COM NEW | COM | 857873202 | 5559 | 14579 | SH | | SOLE | |
| STEC INC COM | COM | 784774101 | 152 | 12700 | SH | | SOLE | |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 180 | 28800 | SH | | SOLE | |
| STONERIDGE INC | COM | 86183P102 | 2050 | 207300 | SH | | SOLE | |
| STRATEGIC DIAGNOSTICS INC COM | COM | 862700101 | 406 | 213900 | SH | | SOLE | |
| STRATTEC SECURITY CORP. | COM | 863111100 | 1782 | 87700 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 1312 | 81600 | SH | | SOLE | |
| SVB FINL GROUP COM | COM | 78486Q101 | 739 | 15831 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 655 | 56800 | SH | | SOLE | |
| SYCAMORE NETWORKS INC COM NEW | COM | 871206405 | 318 | 15830 | SH | | SOLE | |
| SYMMETRICOM INC COM | COM | 871543104 | 441 | 75650 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 1050 | 96100 | SH | | SOLE | |
| TECH OPS SEVCON INC | COM | 878293109 | 682 | 135300 | SH | | SOLE | |
| TECHNITROL INC COM | COM | 878555101 | 1243 | 235400 | SH | | SOLE | |
| TELEFLEX INC | COM | 879369106 | 710 | 11082 | SH | | SOLE | |
| TENNANT CO | COM | 880345103 | 1252 | 45724 | SH | | SOLE | |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 946 | 40000 | SH | | SOLE | |
| TERADATA CORP DEL COM | COM | 88076W103 | 596 | 20621 | SH | | SOLE | |
| TESCO CORP COM | COM | 88157K101 | 792 | 67900 | SH | | SOLE | |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 601 | 75500 | SH | | SOLE | |
| TIFFANY & CO NEW COM | COM | 886547108 | 698 | 14697 | SH | | SOLE | |
| TORO CO COM | COM | 891092108 | 765 | 15567 | SH | | SOLE | |
| TRANS LUX CORP | COM | 893247106 | 29 | 33000 | SH | | SOLE | |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 2212 | 301000 | SH | | SOLE | |
| TREE COM INC COM | COM | 894675107 | 92 | 10000 | SH | | SOLE | |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 39 | 22300 | SH | | SOLE | |
| TTM TECHNOLOGIES INC COM | COM | 87305R109 | 208 | 23404 | SH | | SOLE | |
| TWIN DISC INC COM | COM | 901476101 | 1002 | 82000 | SH | | SOLE | |
| U S ENERGY CORP WYO COM | COM | 911805109 | 121 | 20300 | SH | | SOLE | |
| ULTRA CLEAN HLDGS INC COM | COM | 90385V107 | 1542 | 180825 | SH | | SOLE | |
| ULTRALIFE BATTERIES INC COM | COM | 903899102 | 401 | 100000 | SH | | SOLE | |
| ULTRATECH INC COM | COM | 904034105 | 687 | 50550 | SH | | SOLE | |
| UMPQUA HLDGS CORP COM | COM | 904214103 | 184 | 13908 | SH | | SOLE | |
| UNITED GUARDIAN INC COM | COM | 910571108 | 1008 | 79400 | SH | | SOLE | |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 265 | 11600 | SH | | SOLE | |
| VALLEY NATL BANCORP COM | COM | 919794107 | 241 | 15688 | SH | | SOLE | |
| VALSPAR CORP COM | COM | 920355104 | 213 | 7217 | SH | | SOLE | |
| VARIAN SEMICONDUCTOR EQUIPTMCO | COM | 922207105 | 423 | 12777 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | TETON ADVISORS, INC. | |

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RUN DATE: 05/03/10 11:05 A.M.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 500 | 55600 | SH | | SOLE | |
| VICOR CORP COM | COM | 925815102 | 772 | 55900 | SH | | SOLE | |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 462 | 45113 | SH | | SOLE | |
| WABASH NATL CORP COM | COM | 929566107 | 3232 | 461000 | SH | | SOLE | |
| WABCO HLDGS INC COM | COM | 92927K102 | 205 | 6835 | SH | | SOLE | |
| WASHINGTON TR BANCORP COM | COM | 940610108 | 281 | 15093 | SH | | SOLE | |
| WEBSTER FINL CORP WATERBURY CO | COM | 947890109 | 188 | 10768 | SH | | SOLE | |
| WESTERN SIZZLIN CORP DEL COM N | COM | 959542200 | 153 | 17000 | SH | | SOLE | |
| WESTFIELD FINANCIAL INC NEW CO | COM | 96008P104 | 301 | 32750 | SH | | SOLE | |
| WET SEAL INC/THE-CLASS A | COM | 961840105 | 304 | 63900 | SH | | SOLE | |
| WHITNEY HLDG CORP | COM | 966612103 | 722 | 52339 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 561 | 228800 | SH | | SOLE | |
| WILLAMETTE VY VINEYARD INC COM | COM | 969136100 | 60 | 17000 | SH | | SOLE | |
| WILLIAMS SONOMA INC COM | COM | 969904101 | 763 | 29025 | SH | | SOLE | |
| WILSHIRE BANCORP INC COM | COM | 97186T108 | 420 | 38100 | SH | | SOLE | |
| WINDSTREAM CORP COM | COM | 97381W104 | 587 | 53875 | SH | | SOLE | |
| WINNEBAGO INDS INC COM | COM | 974637100 | 263 | 18000 | SH | | SOLE | |
| YORK WTR CO COM | COM | 987184108 | 138 | 10000 | SH | | SOLE | |
| YOUBET COM INC COM | COM | 987413101 | 2268 | 771300 | SH | | SOLE | |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 549 | 19500 | SH | | SOLE | |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 774 | 26149 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 2881 | 131650 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 799 | 74300 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 892 | 96600 | SH | | SOLE | |