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STATE STREET CORP
Form 13F-HR
October 31, 2002

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

Form 13F

Form 13F Cover Page

Report for Calendar Year or Quarter Ended: September 30, 2002

Check here if amendment Amendment Number

Institutional Investment Manager filing this report:

Name: State Street Corporation

Address: 225 Franklin Street

Boston, Massachusetts 02110

Form 13F File Number: 28-399

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

Person signing this report on behalf of the reporting manager:

Name: Frederick P. Baughman

Title: Senior Vice President, Controller and Chief Accounting Officer

Telephone: 617-786-3000

Signature, Place, and Date of Signing:

| | | |
|---|---|-------------------------------------|
| /s/ FREDERICK P. BAUGHMAN ----- [Signature] | Boston, Massachusetts ----- [City, State] | October 29, 2002 ----- [Date] |
|---|---|-------------------------------------|

Report Type (Check only one):

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

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

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

Form 13F SUMMARY PAGE

Report Summary:

| | |
|---|-------------|
| Number of Other Included Managers: | 10 |
| Form 13F Information Table Entry Total: | 3,243 |
| Form 13F Information Table Value Total: | 260,166,247 |
| | (thousands) |

List of Other Included Managers:

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

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

State Street Corporation
 SEC13F Report - September 30, 2002

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| Name of Issuer | Title of Clas | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------------|---------------|--------------|--------------------|-----------------|-------------|----------|
| | | | | | Sole | Shar Def |
| CITIGROUP INC | COM | 17296710 | 7,049,154,727.00 | 237,745,522 | 221,440,083 | 15,711 |
| JOHNSON & JOHNSON | COM | 47816010 | 6,596,587,653.00 | 121,978,322 | 117,118,064 | 2,966 |
| GENERAL ELEC CO | COM | 36960410 | 6,535,372,341.00 | 265,126,667 | 253,265,392 | 6,599 |
| MICROSOFT CORP | COM | 59491810 | 6,005,014,780.00 | 137,288,861 | 134,306,891 | 2,155 |
| EXXON MOBIL CORP | COM | 30231G10 | 5,595,475,069.00 | 175,406,742 | 167,706,794 | 4,200 |
| LOCKHEED MARTIN CORP | COM | 53983010 | 5,217,387,733.00 | 80,677,095 | 80,610,733 | 5,362 |
| WAL MART STORES INC | COM | 93114210 | 5,085,097,473.00 | 103,271,679 | 100,000,100 | 2,133 |
| INTERNATIONAL BUSINE | COM | 45920010 | 4,693,828,467.00 | 80,497,830 | 79,153,297 | 1,033 |
| PFIZER INC | COM | 71708110 | 4,675,399,228.00 | 161,109,553 | 154,654,583 | 3,744 |
| MORGAN STANLEY | COM NEW | 61744644 | 3,907,057,930.00 | 115,320,482 | 26,123,986 | 89,111 |
| AMERICAN INTL GROUP | COM | 02687410 | 3,563,473,017.00 | 65,145,759 | 61,822,435 | 2,155 |
| GENERAL MTRS CORP | COM | 37044210 | 3,550,176,213.00 | 91,264,170 | 91,139,986 | 9,184 |
| 3M CO | COM | 88579Y10 | 3,418,606,048.00 | 31,086,715 | 26,399,516 | 4,388 |
| MERRILL LYNCH & CO I | COM | 59018810 | 3,367,322,218.00 | 102,194,908 | 20,695,851 | 81,488 |
| PROCTER & GAMBLE CO | COM | 74271810 | 3,355,819,382.00 | 37,545,529 | 35,519,901 | 1,144 |
| BOEING CO | COM | 09702310 | 3,097,110,023.00 | 90,744,507 | 89,568,795 | 1,122 |
| COCA COLA CO | COM | 19121610 | 3,034,931,149.00 | 63,280,466 | 60,566,460 | 1,422 |
| BELLSOUTH CORP | COM | 07986010 | 2,965,782,508.00 | 161,534,995 | 157,889,438 | 3,282 |
| MERCK & CO INC | COM | 58933110 | 2,858,004,402.00 | 62,524,708 | 58,882,850 | 2,028 |
| LOWES COS INC | COM | 54866110 | 2,807,836,471.00 | 67,822,137 | 18,455,765 | 49,255 |
| BP PLC | SPONSORED | 05562210 | 2,689,795,857.00 | 67,413,430 | 67,334,102 | 7,328 |
| TARGET CORP | COM | 87612E10 | 2,534,182,097.00 | 85,846,277 | 84,953,417 | 69,860 |
| BANK OF AMERICA CORP | COM | 06050510 | 2,495,941,619.00 | 39,121,342 | 38,693,056 | 35,811 |
| INTEL CORP | COM | 45814010 | 2,483,435,381.00 | 178,793,044 | 171,634,033 | 4,588 |
| CHEVRONTEXACO CORP | COM | 16676410 | 2,379,122,876.00 | 34,355,565 | 26,850,094 | 7,311 |
| WELLS FARGO & CO NEW | COM | 94974610 | 2,110,462,559.00 | 43,821,897 | 42,042,825 | 1,200 |
| HONEYWELL INTL INC | COM | 43851610 | 2,055,618,192.00 | 94,903,887 | 22,506,622 | 72,344 |
| PHILIP MORRIS COS IN | COM | 71815410 | 2,044,628,274.00 | 52,696,605 | 51,899,318 | 49,860 |
| CISCO SYS INC | COM | 17275R10 | 2,031,278,381.00 | 193,824,273 | 188,886,686 | 3,377 |
| VERIZON COMMUNICATIO | COM | 92343V10 | 1,947,291,563.00 | 70,965,436 | 69,369,081 | 1,011 |
| SBC COMMUNICATIONS I | COM | 78387G10 | 1,835,962,260.00 | 91,341,406 | 86,819,841 | 3,977 |
| PEPSICO INC | COM | 71344810 | 1,733,523,032.00 | 46,915,373 | 44,279,464 | 1,655 |
| HOME DEPOT INC | COM | 43707610 | 1,672,033,599.00 | 64,062,590 | 61,356,149 | 2,011 |
| VIACOM INC | CLB | 92552430 | 1,651,102,532.00 | 40,717,695 | 40,496,296 | 19,399 |
| DELL COMPUTER CORP | COM | 24702510 | 1,579,554,709.00 | 67,186,504 | 65,780,091 | 1,199 |
| ABBOTT LABS | COM | 00282410 | 1,577,075,771.00 | 39,036,529 | 37,623,043 | 72,486 |
| FEDERAL NATL MTG ASS | COM | 31358610 | 1,537,020,753.00 | 25,814,927 | 25,579,455 | 17,472 |
| LILLY ELI & CO | COM | 53245710 | 1,432,514,250.00 | 25,885,693 | 25,720,025 | 13,668 |
| DU PONT E I DE NEMOU | COM | 26353410 | 1,369,920,492.00 | 37,979,498 | 37,243,039 | 43,459 |
| Page Total | | | 124,539,901,029.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-------------|------------|
| | Sole | Shared | None |
| CITIGROUP INC | 112,823,197 | 107,895,986 | 17,026,339 |
| JOHNSON & JOHNSON | 68,249,706 | 42,655,406 | 11,073,210 |
| GENERAL ELEC CO | 212,663,229 | 19,222,773 | 33,240,665 |
| MICROSOFT CORP | 114,407,036 | 4,676,236 | 18,205,589 |
| EXXON MOBIL CORP | 148,076,331 | 5,858,839 | 21,471,572 |
| LOCKHEED MARTIN CORP | 9,036,488 | 110,758 | 71,529,849 |

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| | | | |
|----------------------|-------------|-------------|------------|
| WAL MART STORES INC | 87,335,916 | 4,276,113 | 11,659,650 |
| INTERNATIONAL BUSINE | 39,904,376 | 34,949,159 | 5,644,295 |
| PFIZER INC | 131,381,000 | 8,782,484 | 20,946,069 |
| MORGAN STANLEY | 23,741,649 | 88,130,822 | 3,448,011 |
| AMERICAN INTL GROUP | 54,305,848 | 2,062,620 | 8,777,291 |
| GENERAL MTRS CORP | 14,887,369 | 74,574,904 | 1,801,897 |
| 3M CO | 11,626,431 | 17,982,222 | 1,478,062 |
| MERRILL LYNCH & CO I | 17,554,082 | 81,690,503 | 2,950,323 |
| PROCTER & GAMBLE CO | 31,096,247 | 1,853,452 | 4,595,830 |
| BOEING CO | 19,675,315 | 68,415,749 | 2,653,443 |
| COCA COLA CO | 52,238,287 | 3,080,748 | 7,961,431 |
| BELLSOUTH CORP | 39,803,166 | 115,076,417 | 6,655,412 |
| MERCK & CO INC | 50,953,316 | 3,337,166 | 8,234,226 |
| LOWES COS INC | 15,464,023 | 49,734,665 | 2,623,449 |
| BP PLC | 526,863 | 66,881,497 | 5,070 |
| TARGET CORP | 18,620,713 | 64,225,456 | 3,000,108 |
| BANK OF AMERICA CORP | 32,949,008 | 640,407 | 5,531,927 |
| INTEL CORP | 147,424,835 | 7,313,191 | 24,055,018 |
| CHEVRONTEXACO CORP | 23,118,982 | 7,664,559 | 3,572,024 |
| WELLS FARGO & CO NEW | 36,679,905 | 1,201,051 | 5,940,941 |
| HONEYWELL INTL INC | 19,892,595 | 72,461,608 | 2,549,684 |
| PHILIP MORRIS COS IN | 47,441,721 | 1,520,930 | 3,733,954 |
| CISCO SYS INC | 160,497,478 | 6,800,806 | 26,525,989 |
| VERIZON COMMUNICATIO | 59,630,231 | 1,527,019 | 9,808,186 |
| SBC COMMUNICATIONS I | 74,861,241 | 4,426,467 | 12,053,698 |
| PEPSICO INC | 38,079,862 | 2,318,891 | 6,516,620 |
| HOME DEPOT INC | 53,390,362 | 2,366,869 | 8,305,359 |
| VIACOM INC | 34,601,288 | 635,105 | 5,481,302 |
| DELL COMPUTER CORP | 56,053,981 | 2,070,322 | 9,062,201 |
| ABBOTT LABS | 32,064,999 | 1,890,000 | 5,081,530 |
| FEDERAL NATL MTG ASS | 21,459,235 | 776,362 | 3,579,330 |
| LILLY ELI & CO | 21,431,724 | 916,690 | 3,537,279 |
| DU PONT E I DE NEMOU | 34,290,878 | 663,896 | 3,024,724 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investm Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-------------|--------------|
| DUKE ENERGY CORP | COM | 26439910 | 1,356,786,128.00 | 69,400,825 | 20,738,819 | 48, |
| UNITED PARCEL SERVIC | CL B | 91131210 | 1,326,857,023.00 | 21,219,527 | 21,001,276 | |
| AT&T CORP | COM | 00195710 | 1,319,814,377.00 | 109,892,954 | 99,862,743 | 9, |
| AMGEN INC | COM | 03116210 | 1,315,720,276.00 | 31,552,045 | 31,183,195 | |
| INTL PAPER CO | COM | 46014610 | 1,309,669,292.00 | 39,223,399 | 14,710,601 | 24, |
| MEDTRONIC INC | COM | 58505510 | 1,277,198,905.00 | 30,322,861 | 29,203,057 | |
| AOL TIME WARNER INC | COM | 00184A10 | 1,271,815,974.00 | 108,702,220 | 108,012,747 | |
| SOUTHWEST AIRLS CO | COM | 84474110 | 1,251,370,921.00 | 95,817,069 | 95,727,872 | |
| PHARMACIA CORP | COM | 71713U10 | 1,238,198,879.00 | 31,846,679 | 31,533,962 | |
| AMERICAN EXPRESS CO | COM | 02581610 | 1,219,233,379.00 | 39,103,059 | 38,120,683 | |
| SEARS ROEBUCK & CO | COM | 81238710 | 1,187,858,022.00 | 30,457,898 | 30,435,913 | |
| BRISTOL MYERS SQUIBB | COM | 11012210 | 1,167,398,639.00 | 49,050,363 | 47,156,052 | |
| WACHOVIA CORP 2ND NE | COM | 92990310 | 1,114,320,440.00 | 34,087,502 | 33,601,847 | |
| BANK ONE CORP | COM | 06423A10 | 1,090,396,326.00 | 29,154,982 | 29,008,138 | |

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|----------------------|------------|----------|-------------------|-------------|-------------|-----|
| ANHEUSER BUSCH COS I | COM | 03522910 | 1,090,052,979.00 | 21,542,549 | 20,979,240 | |
| GILLETTE CO | COM | 37576610 | 1,082,570,923.00 | 36,573,342 | 25,891,827 | 10, |
| J P MORGAN CHASE & C | COM | 46625H10 | 1,051,141,316.00 | 55,352,360 | 54,336,067 | |
| WYETH | COM | 98302410 | 1,035,379,793.00 | 32,559,113 | 31,091,583 | |
| FEDERAL HOME LN MTG | COM | 31340030 | 1,015,937,891.00 | 18,174,202 | 17,577,590 | |
| ORACLE CORP | COM | 68389X10 | 992,669,991.00 | 126,293,892 | 125,831,614 | |
| KEYCORP NEW | COM | 49326710 | 968,016,809.00 | 38,767,193 | 38,702,004 | |
| CONAGRA FOODS INC | COM | 20588710 | 966,778,291.00 | 38,904,559 | 15,867,332 | 23, |
| PROGRESS ENERGY INC | COM | 74326310 | 954,275,714.00 | 23,349,051 | 23,328,448 | |
| HEWLETT PACKARD CO | COM | 42823610 | 932,820,444.00 | 79,933,200 | 77,690,875 | 1, |
| US BANCORP DEL | COM NEW | 90297330 | 927,233,748.00 | 49,904,938 | 49,402,032 | |
| FIFTH THIRD BANCORP | COM | 31677310 | 886,680,753.00 | 14,481,149 | 13,236,353 | |
| UNITED TECHNOLOGIES | COM | 91301710 | 879,072,241.00 | 15,561,555 | 15,349,035 | |
| DISNEY WALT CO | COM DISNEY | 25468710 | 827,176,488.00 | 54,635,171 | 51,874,954 | 1, |
| NORTHROP GRUMMAN COR | COM | 66680710 | 808,359,128.00 | 6,516,923 | 6,510,290 | 1, |
| WALGREEN CO | COM | 93142210 | 805,637,005.00 | 26,191,060 | 24,460,062 | 1, |
| KIMBERLY CLARK CORP | COM | 49436810 | 793,157,786.00 | 14,003,492 | 13,300,413 | |
| WASHINGTON MUT INC | COM | 93932210 | 787,776,991.00 | 25,032,634 | 24,955,419 | |
| COLGATE PALMOLIVE CO | COM | 19416210 | 745,115,858.00 | 13,811,230 | 13,201,941 | |
| GLAXOSMITHKLINE PLC | SPONSORED | 37733W10 | 725,271,020.00 | 18,872,522 | 18,596,859 | |
| SCHERING PLOUGH CORP | COM | 80660510 | 715,053,718.00 | 33,539,105 | 33,041,010 | |
| CONOCOPHILLIPS | COM | 20825C10 | 713,908,099.00 | 15,439,189 | 15,301,754 | |
| CARDINAL HEALTH INC | COM | 14149Y10 | 711,160,714.00 | 11,433,452 | 11,081,022 | |
| PENNEY J C INC | COM | 70816010 | 698,776,735.00 | 43,893,011 | 43,874,065 | |
| UNITEDHEALTH GROUP I | COM | 91324P10 | 661,306,052.00 | 7,582,046 | 7,562,326 | |
| AUTOMATIC DATA PROCE | COM | 05301510 | 656,317,476.00 | 18,875,970 | 15,812,440 | 2, |
| Page Total | | | 39,878,286,544.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|------------|------------|
| | Sole | Shared | None |
| DUKE ENERGY CORP | 18,104,307 | 48,567,736 | 2,728,782 |
| UNITED PARCEL SERVIC | 18,051,224 | 810,116 | 2,358,187 |
| AT&T CORP | 85,269,401 | 10,494,168 | 14,129,385 |
| AMGEN INC | 26,015,783 | 1,097,736 | 4,438,526 |
| INTL PAPER CO | 15,104,516 | 22,636,820 | 1,482,063 |
| MEDTRONIC INC | 24,793,869 | 1,203,991 | 4,325,001 |
| AOL TIME WARNER INC | 91,906,526 | 1,607,097 | 15,188,597 |
| SOUTHWEST AIRLS CO | 14,464,038 | 79,206,097 | 2,146,934 |
| PHARMACIA CORP | 26,841,762 | 834,596 | 4,170,321 |
| AMERICAN EXPRESS CO | 30,253,930 | 4,167,551 | 4,681,578 |
| SEARS ROEBUCK & CO | 7,256,446 | 22,162,269 | 1,039,183 |
| BRISTOL MYERS SQUIBB | 40,285,130 | 2,456,119 | 6,309,114 |
| WACHOVIA CORP 2ND NE | 28,760,261 | 622,042 | 4,705,199 |
| BANK ONE CORP | 24,198,662 | 643,920 | 4,312,400 |
| ANHEUSER BUSCH COS I | 18,043,422 | 736,703 | 2,762,424 |
| GILLETTE CO | 22,172,026 | 10,725,517 | 3,675,799 |
| J P MORGAN CHASE & C | 47,160,666 | 1,124,399 | 7,067,295 |
| WYETH | 26,932,462 | 1,434,840 | 4,191,811 |
| FEDERAL HOME LN MTG | 15,294,078 | 394,409 | 2,485,715 |
| ORACLE CORP | 106,109,274 | 4,009,944 | 16,174,674 |
| KEYCORP NEW | 9,283,473 | 28,070,454 | 1,413,266 |
| CONAGRA FOODS INC | 11,594,170 | 25,588,291 | 1,722,098 |
| PROGRESS ENERGY INC | 4,516,291 | 18,149,615 | 683,145 |
| HEWLETT PACKARD CO | 67,441,353 | 2,209,747 | 10,282,100 |
| US BANCORP DEL | 42,081,065 | 784,625 | 7,039,248 |
| FIFTH THIRD BANCORP | 11,854,750 | 800,114 | 1,826,285 |
| UNITED TECHNOLOGIES | 13,588,860 | 272,077 | 1,700,618 |

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|----------------------|------------|------------|-----------|
| DISNEY WALT CO | 46,257,420 | 1,526,150 | 6,851,601 |
| NORTHROP GRUMMAN COR | 2,065,204 | 4,153,926 | 297,793 |
| WALGREEN CO | 21,394,664 | 1,337,165 | 3,459,231 |
| KIMBERLY CLARK CORP | 11,697,868 | 521,694 | 1,783,930 |
| WASHINGTON MUT INC | 20,953,964 | 380,896 | 3,697,774 |
| COLGATE PALMOLIVE CO | 11,555,135 | 540,071 | 1,716,024 |
| GLAXOSMITHKLINE PLC | 18,863,577 | | 8,945 |
| SCHERING PLOUGH CORP | 28,249,426 | 1,365,905 | 3,923,774 |
| CONOCOPHILLIPS | 13,560,295 | 260,581 | 1,618,313 |
| CARDINAL HEALTH INC | 9,638,614 | 309,361 | 1,485,477 |
| PENNEY J C INC | 5,073,347 | 38,073,982 | 745,682 |
| UNITEDHEALTH GROUP I | 6,363,676 | 185,244 | 1,033,126 |
| AUTOMATIC DATA PROCE | 15,130,131 | 1,498,300 | 2,247,539 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investme Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|------------|---------------|
| GOLDMAN SACHS GROUP | COM | 38141G10 | 652,412,650.00 | 9,880,549 | 9,487,136 | |
| TEXAS INSTRS INC | COM | 88250810 | 646,653,655.00 | 43,781,561 | 43,529,340 | |
| DELPHI CORP | COM | 24712610 | 645,061,188.00 | 75,445,753 | 75,246,627 | |
| FIRSTENERGY CORP | COM | 33793210 | 634,144,894.00 | 21,215,955 | 21,193,749 | |
| MCDONALDS CORP | COM | 58013510 | 625,760,625.00 | 35,433,784 | 34,387,924 | |
| BAXTER INTL INC | COM | 07181310 | 623,688,331.00 | 20,415,330 | 15,187,102 | 5, |
| ALLSTATE CORP | COM | 02000210 | 621,685,815.00 | 17,487,646 | 17,431,787 | |
| TENET HEALTHCARE COR | COM | 88033G10 | 616,610,016.00 | 12,456,768 | 12,423,548 | |
| AIR PRODS & CHEMS IN | COM | 00915810 | 614,188,678.00 | 14,620,059 | 5,477,732 | 8, |
| MARSH & MCLENNAN COS | COM | 57174810 | 613,818,154.00 | 14,741,070 | 13,535,802 | |
| STATE STR CORP | COM | 85747710 | 611,804,392.00 | 15,833,447 | 7,613,288 | 7, |
| DOW CHEM CO | COM | 26054310 | 609,690,998.00 | 22,324,826 | 22,134,190 | |
| HCA INC | COM | 40411910 | 602,887,667.00 | 12,663,047 | 12,287,165 | |
| SYSCO CORP | COM | 87182910 | 589,373,163.00 | 20,759,886 | 16,965,901 | 2, |
| MOTOROLA INC | COM | 62007610 | 588,691,788.00 | 57,828,270 | 56,252,130 | 1, |
| MBNA CORP | COM | 55262L10 | 586,907,788.00 | 31,931,871 | 31,699,667 | |
| FLEETBOSTON FINL COR | COM | 33903010 | 584,272,835.00 | 28,739,441 | 27,934,906 | |
| TYCO INTL LTD NEW | COM | 90212410 | 572,386,891.00 | 40,594,815 | 40,590,242 | |
| FIRST DATA CORP | COM | 31996310 | 570,214,658.00 | 20,401,240 | 20,016,374 | |
| QUALCOMM INC | COM | 74752510 | 521,609,886.00 | 18,885,224 | 18,817,674 | |
| APPLIED MATLS INC | COM | 03822210 | 504,991,352.00 | 43,722,195 | 41,961,827 | 1, |
| BANK NEW YORK INC | COM | 06405710 | 501,726,681.00 | 17,457,435 | 17,235,355 | |
| CLEAR CHANNEL COMMUN | COM | 18450210 | 499,364,762.00 | 14,370,209 | 14,099,148 | |
| SOUTHERN CO | COM | 84258710 | 491,075,528.00 | 17,063,083 | 17,014,455 | |
| EMERSON ELEC CO | COM | 29101110 | 486,805,064.00 | 11,078,859 | 10,056,356 | |
| KOHL'S CORP | COM | 50025510 | 486,149,740.00 | 7,994,569 | 7,966,563 | |
| GENERAL MTRS CORP | CL H NEW | 37044283 | 480,829,151.00 | 52,549,634 | 52,502,548 | |
| COMCAST CORP | CL A SPL | 20030020 | 475,370,613.00 | 22,788,620 | 22,385,317 | |
| GANNETT INC | COM | 36473010 | 470,099,894.00 | 6,512,883 | 6,382,514 | |
| ILLINOIS TOOL WKS IN | COM | 45230810 | 467,510,866.00 | 8,014,930 | 7,123,219 | |
| ALCOA INC | COM | 01381710 | 464,080,987.00 | 24,045,647 | 23,977,203 | |
| NATIONAL CITY CORP | COM | 63540510 | 456,764,643.00 | 16,009,977 | 15,441,916 | |
| FORD MTR CO DEL | COM PAR \$0 | 34537086 | 455,206,971.00 | 46,449,691 | 46,232,213 | |
| AFLAC INC | COM | 00105510 | 442,659,946.00 | 14,423,589 | 14,208,418 | |

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| | | | | | | |
|----------------------|------|----------|-------------------|------------|------------|----|
| WASTE MGMT INC DEL | COM | 94106L10 | 424,855,233.00 | 18,218,492 | 14,243,254 | 3, |
| SCHLUMBERGER LTD | COM | 80685710 | 423,940,234.00 | 11,022,887 | 11,020,887 | |
| BERKSHIRE HATHAWAY I | CL B | 08467020 | 422,402,400.00 | 171,360 | 167,336 | |
| CATERPILLAR INC DEL | COM | 14912310 | 420,630,329.00 | 11,301,191 | 11,196,679 | |
| TRAVELERS PPTY CAS C | CL B | 89420G40 | 415,907,193.00 | 30,739,630 | 21,764,641 | 8, |
| GENERAL DYNAMICS COR | COM | 36955010 | 409,595,528.00 | 5,036,217 | 4,857,531 | |
| Page Total | | | 21,331,831,187.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|------------|-----------|
| | Sole | Shared | None |
| ----- | | | |
| GOLDMAN SACHS GROUP | 8,492,901 | 373,422 | 1,014,226 |
| TEXAS INSTRS INC | 36,325,052 | 1,303,156 | 6,153,353 |
| DELPHI CORP | 11,909,066 | 61,716,642 | 1,820,045 |
| FIRSTENERGY CORP | 6,738,102 | 13,329,121 | 1,148,732 |
| MCDONALDS CORP | 29,566,520 | 1,242,894 | 4,624,370 |
| BAXTER INTL INC | 12,873,930 | 5,519,650 | 2,021,750 |
| ALLSTATE CORP | 14,998,436 | 290,249 | 2,198,961 |
| TENET HEALTHCARE COR | 10,468,699 | 295,326 | 1,692,743 |
| AIR PRODS & CHEMS IN | 4,829,911 | 9,044,147 | 746,001 |
| MARSH & MCLENNAN COS | 12,140,520 | 690,338 | 1,910,212 |
| STATE STR CORP | 6,630,332 | 8,144,614 | 1,058,501 |
| DOW CHEM CO | 19,239,228 | 379,672 | 2,705,926 |
| HCA INC | 10,762,480 | 353,569 | 1,546,998 |
| SYSCO CORP | 16,264,880 | 1,969,697 | 2,525,309 |
| MOTOROLA INC | 48,786,653 | 1,350,008 | 7,691,609 |
| MBNA CORP | 26,192,858 | 971,337 | 4,767,676 |
| FLEETBOSTON FINL COR | 24,226,982 | 642,595 | 3,869,864 |
| TYCO INTL LTD NEW | 34,874,418 | 634,650 | 5,085,747 |
| FIRST DATA CORP | 17,057,772 | 670,023 | 2,673,445 |
| QUALCOMM INC | 15,617,909 | 570,604 | 2,696,711 |
| APPLIED MATLS INC | 36,328,837 | 1,557,364 | 5,835,994 |
| BANK NEW YORK INC | 14,576,097 | 621,078 | 2,260,260 |
| CLEAR CHANNEL COMMUN | 12,271,774 | 237,395 | 1,861,040 |
| SOUTHERN CO | 14,555,110 | 322,958 | 2,185,015 |
| EMERSON ELEC CO | 9,081,664 | 543,257 | 1,453,938 |
| KOHL'S CORP | 6,691,599 | 235,603 | 1,067,367 |
| GENERAL MTRS CORP | 6,494,116 | 44,738,398 | 1,317,120 |
| COMCAST CORP | 19,293,869 | 339,118 | 3,155,633 |
| GANNETT INC | 5,475,339 | 198,193 | 839,351 |
| ILLINOIS TOOL WKS IN | 6,622,963 | 386,086 | 1,005,881 |
| ALCOA INC | 21,153,886 | 335,962 | 2,555,799 |
| NATIONAL CITY CORP | 13,202,129 | 740,880 | 2,066,968 |
| FORD MTR CO DEL | 39,415,198 | 661,149 | 6,373,344 |
| AFLAC INC | 12,128,641 | 250,283 | 2,044,665 |
| WASTE MGMT INC DEL | 12,156,478 | 4,095,566 | 1,966,448 |
| SCHLUMBERGER LTD | 9,472,844 | 207,294 | 1,342,749 |
| BERKSHIRE HATHAWAY I | 2,242 | 169,056 | 62 |
| CATERPILLAR INC DEL | 10,100,073 | 151,408 | 1,049,710 |
| TRAVELERS PPTY CAS C | 19,129,647 | 9,146,207 | 2,463,776 |
| GENERAL DYNAMICS COR | 4,302,906 | 146,874 | 586,437 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investment Shares |
|----------------------|----------------|--------------|-------------------|-----------------|------------|-------------------|
| EXELON CORP | COM | 30161N10 | 408,908,927.00 | 8,608,609 | 8,567,661 | |
| SUNTRUST BKS INC | COM | 86791410 | 406,757,151.00 | 6,616,089 | 6,580,996 | |
| EDISON INTL | COM | 28102010 | 406,746,470.00 | 40,674,647 | 40,659,932 | |
| GENERAL MLS INC | COM | 37033410 | 402,781,503.00 | 9,067,571 | 8,631,869 | |
| MEADWESTVACO CORP | COM | 58333410 | 399,823,435.00 | 20,813,297 | 20,796,216 | |
| PG&E CORP | COM | 69331C10 | 398,694,068.00 | 35,407,999 | 35,393,599 | |
| PRUDENTIAL FINL INC | COM | 74432010 | 382,351,055.00 | 13,387,642 | 13,357,418 | |
| FEDEX CORP | COM | 31428X10 | 380,763,373.00 | 7,604,621 | 7,509,425 | |
| HARLEY DAVIDSON INC | COM | 41282210 | 374,546,695.00 | 8,063,438 | 7,803,669 | |
| FOREST LABS INC | COM | 34583810 | 367,673,382.00 | 4,483,275 | 4,448,675 | |
| UNION PAC CORP | COM | 90781810 | 363,911,096.00 | 6,288,424 | 6,183,937 | |
| RAYTHEON CO | COM NEW | 75511150 | 358,041,399.00 | 12,219,843 | 12,066,418 | |
| BB&T CORP | COM | 05493710 | 357,518,656.00 | 10,203,158 | 10,178,155 | |
| SARA LEE CORP | COM | 80311110 | 357,103,031.00 | 19,524,496 | 19,377,779 | |
| ELECTRONIC DATA SYS | COM | 28566110 | 354,108,059.00 | 25,329,618 | 14,932,822 | 10, |
| BECTON DICKINSON & C | COM | 07588710 | 345,267,263.00 | 12,157,298 | 12,137,603 | |
| DOMINION RES INC VA | COM | 25746U10 | 343,058,226.00 | 6,762,433 | 6,660,755 | |
| COSTCO WHSL CORP NEW | COM | 22160K10 | 342,723,460.00 | 10,587,688 | 10,538,856 | |
| METLIFE INC | COM | 59156R10 | 341,407,010.00 | 15,000,308 | 14,978,994 | |
| MCGRAW HILL COS INC | COM | 58064510 | 334,591,481.00 | 5,465,395 | 5,264,425 | |
| PNC FINL SVCS GROUP | COM | 69347510 | 327,114,714.00 | 7,757,048 | 7,662,093 | |
| ALLTEL CORP | COM | 02003910 | 326,959,616.00 | 8,147,511 | 7,267,750 | |
| HOUSEHOLD INTL INC | COM | 44181510 | 325,003,471.00 | 11,480,165 | 11,450,524 | |
| ANADARKO PETE CORP | COM | 03251110 | 316,221,751.00 | 7,099,725 | 6,503,171 | |
| SLM CORP | COM | 78442P10 | 310,961,954.00 | 3,338,651 | 3,330,428 | |
| EBAY INC | COM | 27864210 | 310,937,569.00 | 5,887,854 | 5,878,705 | |
| WELLPOINT HEALTH NET | COM | 94973H10 | 307,778,563.00 | 4,198,889 | 4,190,067 | |
| EASTMAN KODAK CO | COM | 27746110 | 307,491,031.00 | 11,288,217 | 11,238,591 | |
| EQUITY OFFICE PROPER | COM | 29474110 | 306,678,960.00 | 11,877,574 | 11,799,195 | |
| STRYKER CORP | COM | 86366710 | 306,525,888.00 | 5,321,630 | 4,660,170 | |
| HEINZ H J CO | COM | 42307410 | 304,199,351.00 | 9,115,953 | 9,032,526 | |
| KROGER CO | COM | 50104410 | 302,814,786.00 | 21,476,226 | 21,408,181 | |
| PEPSI BOTTLING GROUP | COM | 71340910 | 295,486,518.00 | 12,627,629 | 12,622,379 | |
| TXU CORP | COM | 87316810 | 292,551,562.00 | 7,013,943 | 6,991,541 | |
| PROGRESSIVE CORP OHI | COM | 74331510 | 292,166,996.00 | 5,770,630 | 5,735,219 | |
| TRIBUNE CO NEW | COM | 89604710 | 292,105,272.00 | 6,986,493 | 6,831,896 | |
| DEERE & CO | COM | 24419910 | 288,268,170.00 | 6,342,534 | 6,324,887 | |
| OCCIDENTAL PETE CORP | COM | 67459910 | 286,811,799.00 | 10,106,124 | 10,076,922 | |
| CENDANT CORP | COM | 15131310 | 283,941,766.00 | 26,388,640 | 26,284,386 | |
| YUM BRANDS INC | COM | 98849810 | 283,750,843.00 | 10,240,016 | 10,206,073 | |
| Page Total | | | 13,494,546,320.00 | | | |

| Name of Issuer | Voting Authority | | |
|-------------------|------------------|------------|-----------|
| | Sole | Shared | None |
| EXELON CORP | 7,205,755 | 147,170 | 1,255,684 |
| SUNTRUST BKS INC | 5,598,414 | 97,167 | 920,508 |
| EDISON INTL | 8,002,579 | 31,589,818 | 1,082,250 |
| GENERAL MLS INC | 7,336,485 | 520,066 | 1,211,020 |
| MEADWESTVACO CORP | 4,714,880 | 15,467,145 | 631,272 |

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| | | | |
|----------------------|------------|------------|-----------|
| PG&E CORP | 8,304,999 | 25,823,847 | 1,279,153 |
| PRUDENTIAL FINL INC | 11,634,216 | 194,988 | 1,558,438 |
| FEDEX CORP | 6,367,402 | 194,440 | 1,042,779 |
| HARLEY DAVIDSON INC | 6,705,313 | 255,542 | 1,102,583 |
| FOREST LABS INC | 3,782,859 | 189,139 | 511,277 |
| UNION PAC CORP | 5,261,356 | 151,365 | 875,703 |
| RAYTHEON CO | 8,054,412 | 3,033,859 | 1,131,572 |
| BB&T CORP | 8,905,724 | 171,383 | 1,126,051 |
| SARA LEE CORP | 16,348,349 | 644,607 | 2,531,540 |
| ELECTRONIC DATA SYS | 9,974,950 | 13,768,840 | 1,585,828 |
| BECTON DICKINSON & C | 6,243,120 | 5,028,998 | 885,180 |
| DOMINION RES INC VA | 5,755,497 | 133,389 | 873,547 |
| COSTCO WHSL CORP NEW | 8,960,342 | 139,667 | 1,487,679 |
| METLIFE INC | 12,568,685 | 254,286 | 2,177,337 |
| MCGRAW HILL COS INC | 4,436,670 | 244,669 | 784,056 |
| PNC FINL SVCS GROUP | 6,585,142 | 122,853 | 1,049,053 |
| ALLTEL CORP | 7,133,850 | 249,153 | 764,508 |
| HOUSEHOLD INTL INC | 9,709,662 | 160,691 | 1,609,812 |
| ANADARKO PETE CORP | 5,946,118 | 266,915 | 886,692 |
| SLM CORP | 2,813,723 | 108,815 | 416,113 |
| EBAY INC | 4,980,820 | 198,300 | 708,734 |
| WELLPOINT HEALTH NET | 3,662,566 | 37,038 | 499,285 |
| EASTMAN KODAK CO | 9,848,593 | 155,244 | 1,284,380 |
| EQUITY OFFICE PROPER | 10,040,470 | 134,525 | 1,702,579 |
| STRYKER CORP | 4,482,910 | 262,231 | 576,489 |
| HEINZ H J CO | 7,580,161 | 298,406 | 1,237,386 |
| KROGER CO | 17,952,041 | 577,093 | 2,947,092 |
| PEPSI BOTTLING GROUP | 5,560,252 | 6,550,729 | 516,648 |
| TXU CORP | 5,967,770 | 115,591 | 930,582 |
| PROGRESSIVE CORP OHI | 4,932,694 | 82,780 | 755,156 |
| TRIBUNE CO NEW | 5,950,976 | 166,907 | 868,610 |
| DEERE & CO | 5,318,944 | 59,658 | 963,932 |
| OCCIDENTAL PETE CORP | 8,711,915 | 151,246 | 1,242,963 |
| CENDANT CORP | 22,358,659 | 402,734 | 3,627,247 |
| YUM BRANDS INC | 6,187,414 | 3,056,709 | 995,893 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment D | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------|---------------|
| | | | | | Sole | Shared Define |
| BOSTON SCIENTIFIC CO | COM | 10113710 | 282,687,085.00 | 8,957,132 | 8,935,242 | 21, |
| LEHMAN BROS HLDGS IN | COM | 52490810 | 280,114,347.00 | 5,710,792 | 5,682,744 | 23, |
| MELLON FINL CORP | COM | 58551A10 | 279,086,508.00 | 10,763,074 | 10,491,262 | 222, |
| HARRAHS ENTMT INC | COM | 41361910 | 278,336,047.00 | 5,773,409 | 5,768,247 | 4, |
| AVON PRODS INC | COM | 05430310 | 274,395,451.00 | 5,952,179 | 5,919,785 | 27, |
| KELLOGG CO | COM | 48783610 | 272,318,896.00 | 8,190,042 | 8,169,157 | 18, |
| SCHWAB CHARLES CORP | COM | 80851310 | 272,290,198.00 | 31,297,724 | 31,139,682 | 127, |
| SAFeway INC | COM NEW | 78651420 | 271,417,380.00 | 12,171,183 | 12,105,093 | 47, |
| BURLINGTON NORTHN SA | COM | 12189T10 | 271,206,251.00 | 11,338,054 | 11,016,819 | 259, |
| ENTERGY CORP NEW | COM | 29364G10 | 266,580,995.00 | 6,408,197 | 6,228,105 | 153, |
| CIGNA CORP | COM | 12550910 | 265,975,427.00 | 3,759,370 | 3,719,155 | 23, |
| GUIDANT CORP | COM | 40169810 | 265,270,528.00 | 8,210,168 | 8,191,283 | 17, |

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| | | | | | | |
|----------------------|-----|----------|------------------|------------|------------|---------|
| OMNICOM GROUP INC | COM | 68191910 | 265,100,275.00 | 4,761,140 | 4,661,807 | 83, |
| CARNIVAL CORP | COM | 14365810 | 262,880,106.00 | 10,473,311 | 10,436,499 | 31, |
| HARTFORD FINL SVCS G | COM | 41651510 | 260,827,445.00 | 6,361,645 | 6,201,011 | 100, |
| E M C CORP MASS | COM | 26864810 | 259,036,575.00 | 56,681,964 | 55,116,414 | 1,051, |
| NORTHERN TR CORP | COM | 66585910 | 257,383,966.00 | 6,823,541 | 5,197,358 | 1,256, |
| BAKER HUGHES INC | COM | 05722410 | 254,186,476.00 | 8,755,993 | 8,215,685 | 475, |
| CVS CORP | COM | 12665010 | 254,000,079.00 | 10,019,727 | 9,803,887 | 130, |
| AT&T WIRELESS SVCS I | COM | 00209A10 | 253,085,523.00 | 61,428,525 | 61,068,067 | 300, |
| NEWMONT MINING CORP | COM | 65163910 | 251,778,892.00 | 9,152,268 | 9,116,517 | 14, |
| ALBERTSONS INC | COM | 01310410 | 244,715,311.00 | 10,128,945 | 10,073,100 | 28, |
| FPL GROUP INC | COM | 30257110 | 241,235,487.00 | 4,483,931 | 4,379,289 | 56, |
| INTUIT | COM | 46120210 | 239,366,599.00 | 5,257,338 | 5,240,891 | 14, |
| XEROX CORP | COM | 98412110 | 236,528,701.00 | 47,783,576 | 18,047,649 | 29,734, |
| CLOROX CO DEL | COM | 18905410 | 232,387,579.00 | 5,783,663 | 5,765,533 | 8, |
| WEYERHAEUSER CO | COM | 96216610 | 232,001,353.00 | 5,300,465 | 5,273,238 | 14, |
| AMERICAN ELEC PWR IN | COM | 02553710 | 231,839,528.00 | 8,131,867 | 8,098,716 | 25, |
| TJX COS INC NEW | COM | 87254010 | 230,355,406.00 | 13,550,318 | 13,248,860 | 279, |
| MASCO CORP | COM | 57459910 | 229,412,231.00 | 11,734,641 | 11,685,162 | 29, |
| COMERICA INC | COM | 20034010 | 228,853,711.00 | 4,746,033 | 4,581,309 | 157, |
| CAMPBELL SOUP CO | COM | 13442910 | 228,371,011.00 | 10,342,890 | 10,305,463 | 26, |
| BED BATH & BEYOND IN | COM | 07589610 | 227,769,305.00 | 6,993,224 | 6,880,451 | 98, |
| ELECTRONIC ARTS INC | COM | 28551210 | 227,327,578.00 | 3,446,446 | 3,440,456 | 5, |
| AUTOZONE INC | COM | 05333210 | 227,016,174.00 | 2,878,724 | 2,874,049 | 4, |
| WRIGLEY WM JR CO | COM | 98252610 | 225,820,642.00 | 4,562,955 | 4,543,701 | 14, |
| CHUBB CORP | COM | 17123210 | 224,321,099.00 | 4,091,211 | 4,017,390 | 43, |
| PRAXAIR INC | COM | 74005P10 | 223,532,242.00 | 4,373,552 | 4,362,992 | 10, |
| GOLDEN WEST FINL COR | COM | 38131710 | 222,657,439.00 | 3,580,853 | 3,572,613 | 8, |
| NEWELL RUBBERMAID IN | COM | 65122910 | 222,578,318.00 | 7,210,182 | 7,163,120 | 45, |
| Page Total | | | 9,974,048,164.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|------------|-----------|
| | Sole | Shared | None |
| BOSTON SCIENTIFIC CO | 7,507,373 | 236,066 | 1,213,693 |
| LEHMAN BROS HLDGS IN | 4,896,287 | 86,629 | 727,876 |
| MELLON FINL CORP | 8,952,568 | 342,173 | 1,468,333 |
| HARRAHS ENTMT INC | 2,407,901 | 2,991,984 | 373,524 |
| AVON PRODS INC | 4,950,408 | 186,612 | 815,159 |
| KELLOGG CO | 6,958,362 | 299,096 | 932,584 |
| SCHWAB CHARLES CORP | 25,957,979 | 1,006,504 | 4,333,241 |
| SAFeway INC | 10,387,887 | 185,452 | 1,597,844 |
| BURLINGTON NORTHN SA | 9,775,154 | 214,137 | 1,348,763 |
| ENERGY CORP NEW | 5,527,323 | 129,540 | 751,334 |
| CIGNA CORP | 3,216,506 | 46,834 | 496,030 |
| GUIDANT CORP | 6,866,153 | 280,609 | 1,063,406 |
| OMNICOM GROUP INC | 3,945,413 | 150,702 | 665,025 |
| CARNIVAL CORP | 9,085,633 | 199,750 | 1,187,928 |
| HARTFORD FINL SVCS G | 5,318,515 | 165,956 | 877,174 |
| E M C CORP MASS | 47,458,564 | 1,277,223 | 7,946,177 |
| NORTHERN TR CORP | 5,563,597 | 516,540 | 743,404 |
| BAKER HUGHES INC | 7,594,832 | 160,355 | 1,000,806 |
| CVS CORP | 8,426,241 | 212,174 | 1,381,312 |
| AT&T WIRELESS SVCS I | 52,055,131 | 882,936 | 8,490,458 |
| NEWMONT MINING CORP | 7,829,581 | 174,007 | 1,148,680 |
| ALBERTSONS INC | 8,593,092 | 193,221 | 1,342,632 |
| FPL GROUP INC | 3,797,236 | 127,697 | 558,998 |
| INTUIT | 4,434,733 | 152,183 | 670,422 |
| XEROX CORP | 15,301,230 | 29,902,628 | 2,579,718 |
| CLOROX CO DEL | 4,755,351 | 195,850 | 832,462 |

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| | | | |
|----------------------|------------|---------|-----------|
| WEYERHAEUSER CO | 4,580,006 | 74,969 | 645,490 |
| AMERICAN ELEC PWR IN | 6,900,175 | 144,696 | 1,086,996 |
| TJX COS INC NEW | 11,292,706 | 433,283 | 1,824,329 |
| MASCO CORP | 9,793,687 | 174,602 | 1,766,352 |
| COMERICA INC | 3,919,511 | 58,926 | 767,596 |
| CAMPBELL SOUP CO | 8,397,294 | 304,547 | 1,641,049 |
| BED BATH & BEYOND IN | 5,962,082 | 217,540 | 813,602 |
| ELECTRONIC ARTS INC | 2,923,601 | 99,491 | 423,354 |
| AUTOZONE INC | 2,471,084 | 95,882 | 311,758 |
| WRIGLEY WM JR CO | 3,898,855 | 175,760 | 488,340 |
| CHUBB CORP | 3,440,642 | 103,296 | 547,273 |
| PRAXAIR INC | 3,647,175 | 47,273 | 679,104 |
| GOLDEN WEST FINL COR | 3,006,800 | 64,565 | 509,488 |
| NEWELL RUBBERMAID IN | 5,970,628 | 210,934 | 1,028,620 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Investment Sha Def |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|--------------------|
| APACHE CORP | COM | 03741110 | 221,112,563.00 | 3,719,303 | 3,630,546 | |
| NIKE INC | CL B | 65410610 | 220,653,513.00 | 5,110,086 | 5,097,626 | |
| OWENS ILL INC | COM NEW | 69076840 | 219,563,036.00 | 19,396,028 | 11,663,006 | 7, |
| MCKESSON CORP | COM | 58155Q10 | 214,087,175.00 | 7,556,907 | 7,540,812 | |
| DANAHER CORP DEL | COM | 23585110 | 214,086,412.00 | 3,765,812 | 3,716,007 | |
| PAYCHEX INC | COM | 70432610 | 212,529,890.00 | 8,756,897 | 8,564,809 | |
| ARCHER DANIELS MIDLA | COM | 03948310 | 208,937,191.00 | 16,701,614 | 16,661,356 | |
| GAP INC DEL | COM | 36476010 | 208,884,026.00 | 19,251,984 | 19,209,477 | |
| CAPITAL ONE FINL COR | COM | 14040H10 | 207,315,919.00 | 5,936,882 | 5,764,428 | |
| CONSOLIDATED EDISON | COM | 20911510 | 206,912,715.00 | 5,144,523 | 5,118,708 | |
| HANCOCK JOHN FINL SV | COM | 41014S10 | 206,690,609.00 | 7,434,914 | 7,403,681 | |
| BURLINGTON RES INC | COM | 12201410 | 206,506,571.00 | 5,383,383 | 5,303,802 | |
| SUN MICROSYSTEMS INC | COM | 86681010 | 205,404,814.00 | 79,306,878 | 78,441,247 | |
| ANTHEM INC | COM | 03674B10 | 203,044,530.00 | 3,123,762 | 3,073,021 | |
| FORTUNE BRANDS INC | COM | 34963110 | 201,824,309.00 | 4,267,801 | 3,885,161 | |
| LIBERTY MEDIA CORP N | COM SER A | 53071810 | 201,147,570.00 | 28,014,982 | 24,946,469 | 2, |
| MATTEL INC | COM | 57708110 | 200,813,661.00 | 11,150,120 | 11,103,446 | |
| MARATHON OIL CORP | COM | 56584910 | 198,618,761.00 | 8,757,441 | 8,732,574 | |
| PPG INDS INC | COM | 69350610 | 197,759,505.00 | 4,424,150 | 4,391,875 | |
| BLOCK H & R INC | COM | 09367110 | 196,697,667.00 | 4,682,163 | 4,641,891 | |
| KERR MCGEE CORP | COM | 49238610 | 196,470,301.00 | 4,522,797 | 4,515,625 | |
| SOUTHTRUST CORP | COM | 84473010 | 194,598,926.00 | 8,024,698 | 8,003,000 | |
| NORFOLK SOUTHERN COR | COM | 65584410 | 193,078,363.00 | 9,563,069 | 9,459,514 | |
| ZIMMER HLDGS INC | COM | 98956P10 | 192,608,504.00 | 5,023,696 | 4,902,442 | |
| CONCORD EFS INC | COM | 20619710 | 191,405,022.00 | 12,053,213 | 12,030,503 | |
| MAXIM INTEGRATED PRO | COM | 57772K10 | 191,301,380.00 | 7,726,227 | 7,685,374 | |
| STARBUCKS CORP | COM | 85524410 | 189,922,324.00 | 9,201,663 | 9,161,478 | |
| ANALOG DEVICES INC | COM | 03265410 | 189,268,301.00 | 9,607,528 | 9,116,522 | |
| ST JUDE MED INC | COM | 79084910 | 188,407,963.00 | 5,277,534 | 5,259,736 | |
| AMSOUTH BANCORPORATI | COM | 03216510 | 186,254,159.00 | 8,980,432 | 8,913,615 | |
| PRINCIPAL FINANCIAL | COM | 74251V10 | 185,312,171.00 | 7,078,387 | 7,058,947 | |
| UNOCAL CORP | COM | 91528910 | 184,968,933.00 | 5,892,607 | 5,830,150 | |
| LIMITED BRANDS INC | COM | 53271610 | 184,170,469.00 | 12,843,129 | 12,812,633 | |

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| | | | | | |
|----------------------|------------|----------|------------------|------------|------------|
| LINEAR TECHNOLOGY CO | COM | 53567810 | 184,076,127.00 | 8,883,983 | 7,897,060 |
| SPRINT CORP | COM FON GR | 85206110 | 184,038,024.00 | 20,179,608 | 20,091,924 |
| HERSHEY FOODS CORP | COM | 42786610 | 183,062,888.00 | 2,950,248 | 2,879,635 |
| DEVON ENERGY CORP NE | COM | 25179M10 | 182,950,731.00 | 3,791,725 | 3,773,893 |
| PITNEY BOWES INC | COM | 72447910 | 182,465,087.00 | 5,984,424 | 5,958,293 |
| COCA COLA ENTERPRISE | COM | 19121910 | 182,183,487.00 | 8,577,377 | 8,564,537 |
| AVERY DENNISON CORP | COM | 05361110 | 181,074,918.00 | 3,177,868 | 2,930,967 |
| Page Total | | | 7,900,208,515.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|------------|------------|
| | Sole | Shared | None |
| APACHE CORP | 3,142,961 | 57,228 | 519,114 |
| NIKE INC | 4,451,302 | 87,749 | 571,035 |
| OWENS ILL INC | 732,295 | 18,586,749 | 76,984 |
| MCKESSON CORP | 6,382,753 | 162,536 | 1,011,618 |
| DANAHER CORP DEL | 3,198,817 | 108,753 | 458,242 |
| PAYCHEX INC | 7,185,439 | 357,098 | 1,214,360 |
| ARCHER DANIELS MIDLA | 13,807,730 | 349,016 | 2,544,868 |
| GAP INC DEL | 16,270,869 | 562,541 | 2,418,574 |
| CAPITAL ONE FINL COR | 5,176,393 | 112,396 | 648,093 |
| CONSOLIDATED EDISON | 4,349,525 | 111,989 | 683,009 |
| HANCOCK JOHN FINL SV | 6,382,998 | 116,947 | 934,969 |
| BURLINGTON RES INC | 4,488,589 | 94,987 | 799,807 |
| SUN MICROSYSTEMS INC | 66,812,143 | 1,356,656 | 11,138,079 |
| ANTHEM INC | 2,651,749 | 136,913 | 335,100 |
| FORTUNE BRANDS INC | 3,324,674 | 407,031 | 536,096 |
| LIBERTY MEDIA CORP N | 23,642,807 | 117,256 | 4,254,919 |
| MATTEL INC | 9,255,218 | 334,988 | 1,559,914 |
| MARATHON OIL CORP | 7,501,443 | 185,394 | 1,070,604 |
| PPG INDS INC | 3,831,597 | 65,077 | 527,476 |
| BLOCK H & R INC | 3,902,740 | 147,326 | 632,097 |
| KERR MCGEE CORP | 2,106,445 | 2,117,099 | 299,253 |
| SOUTHTRUST CORP | 6,891,655 | 100,291 | 1,032,752 |
| NORFOLK SOUTHERN COR | 7,984,198 | 169,900 | 1,408,971 |
| ZIMMER HLDGS INC | 4,093,575 | 280,151 | 649,970 |
| CONCORD EFS INC | 10,111,429 | 367,484 | 1,574,300 |
| MAXIM INTEGRATED PRO | 6,415,478 | 238,667 | 1,072,082 |
| STARBUCKS CORP | 7,768,330 | 288,870 | 1,144,463 |
| ANALOG DEVICES INC | 7,910,112 | 371,601 | 1,325,815 |
| ST JUDE MED INC | 4,442,367 | 185,032 | 650,135 |
| AMSOUTH BANCORPORATI | 7,835,735 | 152,172 | 992,525 |
| PRINCIPAL FINANCIAL | 6,287,467 | 113,100 | 677,820 |
| UNOCAL CORP | 5,064,988 | 101,551 | 726,068 |
| LIMITED BRANDS INC | 10,634,548 | 358,020 | 1,850,561 |
| LINEAR TECHNOLOGY CO | 7,364,463 | 435,247 | 1,084,273 |
| SPRINT CORP | 17,468,643 | 302,543 | 2,408,422 |
| HERSHEY FOODS CORP | 2,453,347 | 128,887 | 368,014 |
| DEVON ENERGY CORP NE | 3,240,782 | 75,477 | 475,466 |
| PITNEY BOWES INC | 4,933,279 | 200,370 | 850,775 |
| COCA COLA ENTERPRISE | 7,620,430 | 138,421 | 818,526 |
| AVERY DENNISON CORP | 2,642,281 | 141,121 | 394,466 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------------|----------------|--------------|-------------------|-----------------|------------|------|
| | | | | | Sole | Sh D |
| DOW JONES & CO INC | COM | 26056110 | 180,659,629.00 | 4,703,453 | 1,855,096 | |
| XL CAP LTD | CL A | G9825510 | 180,182,310.00 | 2,451,460 | 2,451,460 | |
| ST PAUL COS INC | COM | 79286010 | 179,194,706.00 | 6,239,370 | 6,227,144 | |
| MAY DEPT STORES CO | COM | 57777810 | 178,971,835.00 | 7,859,984 | 7,602,525 | |
| MICRON TECHNOLOGY IN | COM | 59511210 | 178,366,493.00 | 14,419,280 | 14,395,350 | |
| MOODYS CORP | COM | 61536910 | 177,664,036.00 | 3,663,176 | 3,608,298 | |
| SIMON PPTY GROUP INC | COM | 82880610 | 176,941,069.00 | 4,952,171 | 4,880,921 | |
| AMERISOURCEBERGEN CO | COM | 03073E10 | 175,850,966.00 | 2,462,209 | 2,456,064 | |
| NEW YORK TIMES CO | CL A | 65011110 | 175,713,745.00 | 3,866,089 | 3,655,172 | |
| ACE LTD | ORD | G0070K10 | 173,977,493.00 | 5,875,633 | 5,875,493 | |
| FEDERATED DEPT STORE | COM | 31410H10 | 173,914,444.00 | 5,907,420 | 5,892,762 | |
| TRW INC | COM | 87264910 | 172,193,383.00 | 2,940,963 | 2,932,197 | |
| BIOMET INC | COM | 09061310 | 172,168,116.00 | 6,465,194 | 6,434,970 | |
| FRANKLIN RES INC | COM | 35461310 | 171,928,699.00 | 5,528,254 | 5,265,409 | |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L10 | 169,816,259.00 | 7,093,411 | 7,093,071 | |
| JOHNSON CTLS INC | COM | 47836610 | 166,787,358.00 | 2,171,145 | 2,162,180 | |
| ROHM & HAAS CO | COM | 77537110 | 164,488,046.00 | 5,306,066 | 5,169,618 | |
| DTE ENERGY CO | COM | 23333110 | 164,469,025.00 | 4,041,008 | 4,033,730 | |
| NORTH FORK BANCORPOR | COM | 65942410 | 162,922,314.00 | 4,305,558 | 4,282,793 | |
| BEST BUY INC | COM | 08651610 | 160,870,739.00 | 7,210,701 | 7,171,014 | |
| STAPLES INC | COM | 85503010 | 159,269,994.00 | 12,452,697 | 12,109,171 | |
| REGIONS FINL CORP | COM | 75894010 | 158,358,514.00 | 4,847,215 | 4,806,771 | |
| NEXTEL COMMUNICATION | CL A | 65332V10 | 157,501,252.00 | 20,861,093 | 20,793,375 | |
| BEAR STEARNS COS INC | COM | 07390210 | 157,241,508.00 | 2,787,970 | 2,780,351 | |
| ECOLAB INC | COM | 27886510 | 157,183,431.00 | 3,766,677 | 3,275,621 | |
| ALLERGAN INC | COM | 01849010 | 156,849,616.00 | 2,883,265 | 2,876,885 | |
| PUBLIC SVC ENTERPRIS | COM | 74457310 | 156,650,348.00 | 5,136,077 | 5,116,991 | |
| AGILENT TECHNOLOGIES | COM | 00846U10 | 155,120,842.00 | 11,877,553 | 11,626,438 | |
| MARRIOTT INTL INC NE | CL A | 57190320 | 155,100,558.00 | 5,350,140 | 5,313,795 | |
| HALLIBURTON CO | COM | 40621610 | 154,795,521.00 | 11,990,358 | 11,961,713 | |
| CINTAS CORP | COM | 17290810 | 154,362,393.00 | 3,682,309 | 3,641,997 | |
| LOEWS CORP | COM | 54042410 | 151,897,465.00 | 3,541,559 | 3,531,179 | |
| CHARTER ONE FINL INC | COM | 16090310 | 151,394,363.00 | 5,094,023 | 5,079,132 | |
| APOLLO GROUP INC | CL A | 03760410 | 151,044,198.00 | 3,477,877 | 3,460,847 | |
| CHIRON CORP | COM | 17004010 | 149,207,391.00 | 4,270,389 | 4,255,251 | |
| AMEREN CORP | COM | 02360810 | 148,237,472.00 | 3,559,123 | 3,540,994 | |
| VERITAS SOFTWARE CO | COM | 92343610 | 147,353,592.00 | 10,044,553 | 10,018,803 | |
| INTERNATIONAL GAME T | COM | 45990210 | 146,732,226.00 | 2,122,248 | 2,119,441 | |
| INTERPUBLIC GROUP CO | COM | 46069010 | 145,306,761.00 | 9,167,619 | 8,684,570 | |
| SUNGARD DATA SYS INC | COM | 86736310 | 143,707,705.00 | 7,388,571 | 6,776,938 | |
| Page Total | | | 6,514,395,815.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|-----------|
| | Sole | Shared | None |
| DOW JONES & CO INC | 1,605,454 | 2,866,603 | 231,396 |
| XL CAP LTD | 2,146,960 | 33,800 | 270,700 |
| ST PAUL COS INC | 5,436,410 | 66,847 | 736,113 |
| MAY DEPT STORES CO | 6,732,541 | 170,998 | 956,445 |
| MICRON TECHNOLOGY IN | 12,256,825 | 190,815 | 1,971,640 |
| MOODYS CORP | 3,058,311 | 127,330 | 477,535 |

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|----------------------|------------|---------|-----------|
| SIMON PPTY GROUP INC | 4,303,518 | 48,500 | 600,153 |
| AMERISOURCEBERGEN CO | 2,183,848 | 74,167 | 204,194 |
| NEW YORK TIMES CO | 3,255,488 | 106,998 | 503,603 |
| ACE LTD | 5,373,432 | 61,400 | 440,801 |
| FEDERATED DEPT STORE | 5,120,440 | 65,246 | 721,734 |
| TRW INC | 2,488,043 | 88,988 | 363,932 |
| BIOMET INC | 5,442,123 | 244,318 | 778,753 |
| FRANKLIN RES INC | 4,758,703 | 144,617 | 624,934 |
| EQUITY RESIDENTIAL | 6,168,428 | 72,200 | 852,783 |
| JOHNSON CTLS INC | 1,814,358 | 33,597 | 323,190 |
| ROHM & HAAS CO | 4,591,476 | 90,181 | 624,409 |
| DTE ENERGY CO | 3,453,892 | 72,212 | 514,904 |
| NORTH FORK BANCORPOR | 3,605,303 | 121,650 | 578,605 |
| BEST BUY INC | 6,059,558 | 233,749 | 917,394 |
| STAPLES INC | 10,452,996 | 421,628 | 1,578,073 |
| REGIONS FINL CORP | 4,234,149 | 80,691 | 532,375 |
| NEXTEL COMMUNICATION | 17,539,153 | 617,727 | 2,704,213 |
| BEAR STEARNS COS INC | 2,417,631 | 33,121 | 337,218 |
| ECOLAB INC | 3,222,280 | 185,603 | 358,794 |
| ALLERGAN INC | 2,438,430 | 132,446 | 312,389 |
| PUBLIC SVC ENTERPRIS | 4,269,370 | 94,817 | 771,890 |
| AGILENT TECHNOLOGIES | 10,105,341 | 286,745 | 1,485,467 |
| MARRIOTT INTL INC NE | 4,603,687 | 76,163 | 670,290 |
| HALLIBURTON CO | 10,076,703 | 128,973 | 1,784,682 |
| CINTAS CORP | 3,102,005 | 153,473 | 426,831 |
| LOEWS CORP | 3,376,520 | 39,352 | 125,687 |
| CHARTER ONE FINL INC | 4,465,218 | 64,556 | 564,249 |
| APOLLO GROUP INC | 3,047,398 | 124,850 | 305,629 |
| CHIRON CORP | 3,687,586 | 100,487 | 482,316 |
| AMEREN CORP | 3,014,003 | 70,533 | 474,587 |
| VERITAS SOFTWARE CO | 8,674,346 | 138,714 | 1,231,493 |
| INTERNATIONAL GAME T | 1,811,418 | 32,700 | 278,130 |
| INTERPUBLIC GROUP CO | 7,645,340 | 409,822 | 1,112,457 |
| SUNGARD DATA SYS INC | 6,304,106 | 291,900 | 792,565 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| PPL CORP | COM | 69351T10 | 143,381,229.00 | 4,406,307 | 4,391,582 | |
| JEFFERSON PILOT CORP | COM | 47507010 | 142,841,212.00 | 3,562,125 | 3,537,453 | |
| MBIA INC | COM | 55262C10 | 142,291,433.00 | 3,561,738 | 3,540,527 | |
| DOVER CORP | COM | 26000310 | 140,818,493.00 | 5,548,404 | 5,463,529 | |
| LINCOLN NATL CORP IN | COM | 53418710 | 139,349,670.00 | 4,561,364 | 4,536,598 | |
| LEXMARK INTL NEW | CL A | 52977110 | 138,736,574.00 | 2,951,842 | 2,933,286 | |
| CSX CORP | COM | 12640810 | 138,164,801.00 | 5,237,483 | 5,212,855 | |
| FISERV INC | COM | 33773810 | 137,103,716.00 | 4,882,611 | 4,868,146 | |
| COUNTRYWIDE CR INDS | COM | 22237210 | 135,732,779.00 | 2,878,744 | 2,872,994 | |
| STARWOOD HOTELS&RESO | PAIRED CTF | 85590A20 | 134,133,942.00 | 6,014,975 | 4,759,004 | 1, |
| ITT INDS INC IND | COM | 45091110 | 133,492,721.00 | 2,141,709 | 2,127,540 | |
| TRANSOCEAN INC | ORD | G9007810 | 132,121,724.00 | 6,352,006 | 6,291,652 | |
| KLA-TENCOR CORP | COM | 48248010 | 131,864,757.00 | 4,719,569 | 4,705,467 | |
| SYNOVUS FINL CORP | COM | 87161C10 | 131,401,053.00 | 6,372,505 | 6,360,205 | |

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| | | | | | |
|----------------------|------------|----------|------------------|------------|------------|
| UNUMPROVIDENT CORP | COM | 91529Y10 | 131,167,369.00 | 6,445,571 | 6,412,129 |
| XILINX INC | COM | 98391910 | 131,162,872.00 | 8,281,530 | 8,229,884 |
| COMPUTER ASSOC INTL | COM | 20491210 | 131,129,894.00 | 13,659,364 | 13,624,783 |
| CINCINNATI FINL CORP | COM | 17206210 | 130,415,963.00 | 3,665,429 | 3,659,294 |
| GENUINE PARTS CO | COM | 37246010 | 129,453,662.00 | 4,224,989 | 4,201,843 |
| CINERGY CORP | COM | 17247410 | 129,422,642.00 | 4,117,806 | 4,107,614 |
| AETNA INC NEW | COM | 00817Y10 | 129,237,896.00 | 3,608,989 | 3,601,804 |
| AMBAC FINL GROUP INC | COM | 02313910 | 127,762,304.00 | 2,370,798 | 2,362,140 |
| YAHOO INC | COM | 98433210 | 127,358,229.00 | 13,308,070 | 13,289,385 |
| MEDIMMUNE INC | COM | 58469910 | 126,991,408.00 | 6,070,335 | 6,025,767 |
| AMERADA HESS CORP | COM | 02355110 | 126,894,057.00 | 1,869,388 | 1,860,898 |
| V F CORP | COM | 91820410 | 126,809,854.00 | 3,524,454 | 3,516,039 |
| AON CORP | COM | 03738910 | 126,479,401.00 | 6,172,738 | 6,146,668 |
| BIOGEN INC | COM | 09059710 | 126,242,710.00 | 4,313,041 | 3,588,179 |
| MARSHALL & ILSLEY CO | COM | 57183410 | 126,210,672.00 | 4,525,302 | 4,520,262 |
| APPLE COMPUTER INC | COM | 03783310 | 125,623,925.00 | 8,663,719 | 8,633,739 |
| SAFECO CORP | COM | 78642910 | 122,825,886.00 | 3,864,880 | 3,853,661 |
| BLACK & DECKER CORP | COM | 09179710 | 122,811,628.00 | 2,928,968 | 2,923,053 |
| UNION PLANTERS CORP | COM | 90806810 | 122,269,357.00 | 4,452,635 | 4,439,595 |
| APPLERA CORP | COM AP BIO | 03802010 | 121,943,056.00 | 6,663,555 | 6,264,242 |
| EL PASO CORP | COM | 28336L10 | 121,929,117.00 | 14,743,545 | 14,674,234 |
| UNIVISION COMMUNICAT | CL A | 91490610 | 121,354,390.00 | 5,322,561 | 4,968,248 |
| JONES APPAREL GROUP | COM | 48007410 | 120,021,588.00 | 3,909,498 | 3,902,326 |
| HEALTH MGMT ASSOC IN | CL A | 42193310 | 119,972,215.00 | 5,933,344 | 5,913,165 |
| COMPUTER SCIENCES CO | COM | 20536310 | 118,389,457.00 | 4,260,146 | 4,174,123 |
| NABORS INDUSTRIES LT | SHS | G6359F10 | 117,536,540.00 | 3,588,902 | 3,478,416 |
| Page Total | | | 5,182,850,196.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|-----------|
| | Sole | Shared | None |
| PPL CORP | 3,838,305 | 58,645 | 509,357 |
| JEFFERSON PILOT CORP | 2,996,552 | 55,295 | 510,278 |
| MBIA INC | 2,975,352 | 75,955 | 510,431 |
| DOVER CORP | 4,728,907 | 139,953 | 679,544 |
| LINCOLN NATL CORP IN | 3,853,471 | 71,115 | 636,778 |
| LEXMARK INTL NEW | 2,501,747 | 93,793 | 356,302 |
| CSX CORP | 4,510,677 | 79,409 | 647,397 |
| FISERV INC | 4,104,620 | 145,881 | 632,110 |
| COUNTRYWIDE CR INDS | 2,478,707 | 34,230 | 365,807 |
| STARWOOD HOTELS&RESO | 4,067,176 | 1,346,399 | 601,400 |
| ITT INDS INC IND | 1,808,890 | 60,121 | 272,698 |
| TRANSOCEAN INC | 5,451,042 | 146,893 | 754,071 |
| KLA-TENCOR CORP | 3,972,172 | 129,158 | 618,239 |
| SYNOVUS FINL CORP | 5,397,338 | 207,364 | 767,803 |
| UNUMPROVIDENT CORP | 5,484,363 | 93,974 | 867,234 |
| XILINX INC | 6,898,064 | 247,394 | 1,136,072 |
| COMPUTER ASSOC INTL | 11,498,634 | 192,985 | 1,967,745 |
| CINCINNATI FINL CORP | 3,129,801 | 40,665 | 494,963 |
| GENUINE PARTS CO | 3,599,217 | 55,049 | 570,723 |
| CINERGY CORP | 3,527,668 | 67,699 | 522,439 |
| AETNA INC NEW | 3,061,300 | 30,426 | 517,263 |
| AMBAC FINL GROUP INC | 2,038,103 | 32,377 | 300,318 |
| YAHOO INC | 11,116,996 | 407,940 | 1,783,134 |
| MEDIMMUNE INC | 5,032,743 | 226,507 | 811,085 |
| AMERADA HESS CORP | 1,651,714 | 36,210 | 181,464 |
| V F CORP | 3,114,844 | 36,625 | 372,985 |
| AON CORP | 5,246,715 | 87,251 | 838,772 |
| BIOGEN INC | 3,695,659 | 131,506 | 485,876 |

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| | | | |
|----------------------|------------|---------|-----------|
| MARSHALL & ILSLEY CO | 3,998,148 | 49,200 | 477,954 |
| APPLE COMPUTER INC | 7,334,185 | 127,812 | 1,201,722 |
| SAFECO CORP | 3,370,830 | 50,071 | 443,979 |
| BLACK & DECKER CORP | 2,414,878 | 66,885 | 447,205 |
| UNION PLANTERS CORP | 3,871,800 | 66,383 | 514,452 |
| APPLERA CORP | 5,706,057 | 162,056 | 795,442 |
| EL PASO CORP | 12,742,639 | 218,502 | 1,782,404 |
| UNIVISION COMMUNICAT | 4,651,857 | 197,360 | 473,344 |
| JONES APPAREL GROUP | 3,365,997 | 43,050 | 500,451 |
| HEALTH MGMT ASSOC IN | 5,136,598 | 142,430 | 654,316 |
| COMPUTER SCIENCES CO | 3,637,523 | 104,376 | 518,247 |
| NABORS INDUSTRIES LT | 3,254,376 | 49,900 | 284,626 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investm Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|--------------|
| KNIGHT RIDDER INC | COM | 49904010 | 117,391,297.00 | 2,081,037 | 2,072,522 | |
| LEAR CORP | COM | 52186510 | 117,172,695.00 | 2,813,270 | 2,800,763 | |
| EATON CORP | COM | 27805810 | 116,227,212.00 | 1,823,458 | 1,773,014 | |
| TEXTRON INC | COM | 88320310 | 116,131,266.00 | 3,405,609 | 3,377,749 | |
| KEYSPAN CORP | COM | 49337W10 | 115,183,753.00 | 3,438,321 | 3,421,733 | |
| DARDEN RESTAURANTS I | COM | 23719410 | 114,668,822.00 | 4,730,562 | 4,719,545 | |
| INGERSOLL-RAND COMPA | CL A | G4776G10 | 114,654,582.00 | 3,329,111 | 3,314,738 | |
| OFFICE DEPOT INC | COM | 67622010 | 113,310,199.00 | 9,182,350 | 9,163,388 | |
| MGIC INVT CORP WIS | COM | 55284810 | 112,995,759.00 | 2,767,469 | 2,757,119 | |
| ADOBE SYS INC | COM | 00724F10 | 112,446,360.00 | 5,887,244 | 5,874,634 | |
| MAYTAG CORP | COM | 57859210 | 110,965,812.00 | 4,787,136 | 2,106,558 | 2, |
| KRAFT FOODS INC | CL A | 50075N10 | 110,907,564.00 | 3,041,897 | 2,856,529 | |
| PARKER HANNIFIN CORP | COM | 70109410 | 109,580,051.00 | 2,867,837 | 2,808,169 | |
| SHERWIN WILLIAMS CO | COM | 82434810 | 108,903,609.00 | 4,598,970 | 4,580,310 | |
| IMS HEALTH INC | COM | 44993410 | 107,982,322.00 | 7,213,248 | 7,190,289 | |
| BJ SVCS CO | COM | 05548210 | 106,688,400.00 | 4,103,400 | 4,097,240 | |
| FIRST TENN NATL CORP | COM | 33716210 | 105,441,628.00 | 3,041,293 | 3,030,993 | |
| HUNTINGTON BANCSHARE | COM | 44615010 | 104,665,696.00 | 5,754,024 | 5,737,164 | |
| SONOCO PRODS CO | COM | 83549510 | 104,332,460.00 | 4,895,939 | 1,202,303 | 3, |
| KING PHARMACEUTICALS | COM | 49558210 | 102,565,089.00 | 5,644,749 | 5,637,850 | |
| EOG RES INC | COM | 26875P10 | 102,554,611.00 | 2,851,908 | 2,770,663 | |
| NOBLE CORPORATION | SHS | G6542210 | 102,547,380.00 | 3,307,980 | 3,171,298 | |
| CONSTELLATION ENERGY | COM | 21037110 | 102,224,242.00 | 4,123,608 | 4,105,184 | |
| MONSANTO CO NEW | COM | 61166W10 | 101,663,791.00 | 6,649,038 | 6,612,944 | |
| UST INC | COM | 90291110 | 101,297,624.00 | 3,590,841 | 3,573,175 | |
| AMERICAN STD COS INC | COM | 02971210 | 100,649,257.00 | 1,582,038 | 1,579,883 | |
| KINDER MORGAN INC KA | COM | 49455P10 | 99,637,436.00 | 2,810,647 | 2,802,364 | |
| SEMPRA ENERGY | COM | 81685110 | 99,576,571.00 | 5,067,510 | 5,053,290 | |
| FAMILY DLR STORES IN | COM | 30700010 | 99,555,482.00 | 3,703,701 | 3,692,461 | |
| GENZYME CORP | COM GENL D | 37291710 | 99,256,523.00 | 4,815,940 | 4,787,053 | |
| ROCKWELL COLLINS INC | COM | 77434110 | 97,041,409.00 | 4,423,036 | 4,389,642 | |
| DOLLAR GEN CORP | COM | 25666910 | 97,021,715.00 | 7,229,636 | 7,213,842 | |
| TORCHMARK CORP | COM | 89102710 | 95,954,140.00 | 2,800,763 | 2,780,713 | |
| EQUIFAX INC | COM | 29442910 | 94,695,222.00 | 4,355,806 | 4,340,816 | |
| HILTON HOTELS CORP | COM | 43284810 | 94,287,590.00 | 8,285,377 | 8,263,304 | |

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| | | | | | |
|--------------------|-----|----------|------------------|-----------|-----------|
| GRAINGER W W INC | COM | 38480210 | 93,053,488.00 | 2,186,921 | 2,175,696 |
| RADIOSHACK CORP | COM | 75043810 | 92,971,881.00 | 4,634,690 | 4,620,598 |
| VULCAN MATLS CO | COM | 92916010 | 92,788,874.00 | 2,566,064 | 2,561,518 |
| MOLEX INC | COM | 60855410 | 92,144,468.00 | 3,917,707 | 3,906,857 |
| WPS RESOURCES CORP | COM | 92931B10 | 90,357,682.00 | 2,549,596 | 485,297 |
| Page Total | | | 4,171,493,962.00 | | 2, |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|-----------|
| | Sole | Shared | None |
| KNIGHT RIDDER INC | 1,823,886 | 25,960 | 231,191 |
| LEAR CORP | 2,659,625 | 13,595 | 140,050 |
| EATON CORP | 1,505,481 | 68,128 | 249,849 |
| TEXTRON INC | 2,928,619 | 61,419 | 415,571 |
| KEYSPAN CORP | 2,929,882 | 51,516 | 456,923 |
| DARDEN RESTAURANTS I | 4,029,886 | 133,510 | 567,166 |
| INGERSOLL-RAND COMPA | 2,833,918 | 55,304 | 439,889 |
| OFFICE DEPOT INC | 6,093,682 | 2,286,066 | 802,602 |
| MGIC INVT CORP WIS | 2,311,705 | 55,921 | 399,843 |
| ADOBE SYS INC | 4,971,635 | 172,234 | 743,375 |
| MAYTAG CORP | 1,731,106 | 2,723,452 | 332,578 |
| KRAFT FOODS INC | 2,449,500 | 39,144 | 553,253 |
| PARKER HANNIFIN CORP | 2,428,025 | 73,606 | 366,206 |
| SHERWIN WILLIAMS CO | 3,941,989 | 67,892 | 589,089 |
| IMS HEALTH INC | 6,015,648 | 208,929 | 988,671 |
| BJ SVCS CO | 3,495,629 | 97,880 | 509,891 |
| FIRST TENN NATL CORP | 2,488,336 | 34,850 | 518,107 |
| HUNTINGTON BANCSHARE | 4,975,614 | 59,556 | 718,854 |
| SONOCO PRODS CO | 1,112,276 | 3,688,606 | 95,057 |
| KING PHARMACEUTICALS | 4,971,497 | 51,815 | 621,437 |
| EOG RES INC | 2,460,470 | 44,534 | 346,904 |
| NOBLE CORPORATION | 2,938,859 | 64,775 | 304,346 |
| CONSTELLATION ENERGY | 3,516,767 | 60,615 | 546,226 |
| MONSANTO CO NEW | 5,741,781 | 66,663 | 840,594 |
| UST INC | 3,232,211 | 100,598 | 258,032 |
| AMERICAN STD COS INC | 1,327,620 | 50,900 | 203,518 |
| KINDER MORGAN INC KA | 2,364,410 | 40,988 | 405,249 |
| SEMPRA ENERGY | 4,361,205 | 68,384 | 637,921 |
| FAMILY DLR STORES IN | 3,212,314 | 117,800 | 373,587 |
| GENZYME CORP | 4,154,385 | 102,075 | 559,480 |
| ROCKWELL COLLINS INC | 3,660,698 | 194,960 | 567,378 |
| DOLLAR GEN CORP | 6,136,190 | 226,304 | 867,142 |
| TORCHMARK CORP | 2,423,533 | 49,353 | 327,877 |
| EQUIFAX INC | 3,784,575 | 112,321 | 458,910 |
| HILTON HOTELS CORP | 7,139,208 | 88,172 | 1,057,997 |
| GRAINGER W W INC | 1,867,035 | 32,628 | 287,258 |
| RADIOSHACK CORP | 3,914,287 | 122,430 | 597,973 |
| VULCAN MATLS CO | 2,244,206 | 28,416 | 293,442 |
| MOLEX INC | 3,369,936 | 135,284 | 412,487 |
| WPS RESOURCES CORP | 410,983 | 2,063,079 | 75,534 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investment Shares D |
|----------------------|----------------|--------------|-------------------|-----------------|------------|---------------------|
| TRAVELERS PPTY CAS C | CL A | 89420G10 | 90,346,423.00 | 6,844,426 | 1,075,785 | 5, |
| PEOPLESOFT INC | COM | 71271310 | 89,828,960.00 | 7,261,840 | 7,242,615 | |
| SYMANTEC CORP | COM | 87150310 | 89,683,878.00 | 2,666,782 | 2,657,713 | |
| ZIONS BANCORPORATION | COM | 98970110 | 89,081,141.00 | 2,046,431 | 2,041,155 | |
| SIGMA ALDRICH CORP | COM | 82655210 | 88,915,204.00 | 1,804,652 | 1,781,600 | |
| SPDR TR | UNIT SER 1 | 78462F10 | 88,561,721.00 | 1,082,794 | 1,079,312 | |
| LIZ CLAIRBORNE INC | COM | 53932010 | 87,640,318.00 | 3,512,638 | 3,504,498 | |
| BROWN FORMAN CORP | CL B | 11563720 | 87,426,188.00 | 1,305,843 | 1,303,743 | |
| NISOURCE INC | COM | 65473P10 | 87,342,832.00 | 5,069,230 | 5,055,273 | |
| LEGGETT & PLATT INC | COM | 52466010 | 86,663,833.00 | 4,379,173 | 4,222,755 | |
| PLUM CREEK TIMBER CO | COM | 72925110 | 85,456,823.00 | 3,779,603 | 3,777,816 | |
| DELUXE CORP | COM | 24801910 | 85,057,554.00 | 1,887,651 | 1,865,171 | |
| QWEST COMMUNICATIONS | COM | 74912110 | 84,524,472.00 | 37,072,137 | 37,004,955 | |
| WHIRLPOOL CORP | COM | 96332010 | 84,400,193.00 | 1,840,388 | 1,831,033 | |
| WENDYS INTL INC | COM | 95059010 | 84,248,295.00 | 2,544,497 | 2,538,377 | |
| BMC SOFTWARE INC | COM | 05592110 | 83,557,751.00 | 6,393,095 | 6,378,600 | |
| BALL CORP | COM | 05849810 | 83,544,251.00 | 1,657,953 | 1,653,823 | |
| NUCOR CORP | COM | 67034610 | 82,370,647.00 | 2,173,368 | 2,128,055 | |
| PACCAR INC | COM | 69371810 | 82,258,511.00 | 2,434,404 | 2,424,949 | |
| ALTERA CORP | COM | 02144110 | 81,731,855.00 | 9,426,973 | 9,269,689 | |
| CIRCUIT CITY STORE I | CIRCT CITY | 17273710 | 81,019,018.00 | 5,347,790 | 5,336,550 | |
| GEORGIA PAC CORP | COM | 37329810 | 79,372,929.00 | 6,063,631 | 6,042,751 | |
| WATERS CORP | COM | 94184810 | 79,134,273.00 | 3,263,269 | 3,249,139 | |
| XCEL ENERGY INC | COM | 98389B10 | 78,796,814.00 | 8,463,675 | 8,422,221 | |
| BARD C R INC | COM | 06738310 | 78,617,978.00 | 1,439,099 | 1,431,954 | |
| DONNELLEY R R & SONS | COM | 25786710 | 77,059,103.00 | 3,277,716 | 3,271,061 | |
| MYLAN LABS INC | COM | 62853010 | 76,130,289.00 | 2,325,299 | 2,319,189 | |
| M & T BK CORP | COM | 55261F10 | 75,154,319.00 | 953,614 | 917,165 | |
| GENENTECH INC | COM NEW | 36871040 | 73,942,320.00 | 2,266,084 | 2,253,430 | |
| RELIANT ENERGY INC | COM | 75952J10 | 73,669,980.00 | 7,366,998 | 7,341,388 | |
| SUNOCO INC | COM | 86764P10 | 73,379,641.00 | 2,433,012 | 2,426,125 | |
| IDEC PHARMACEUTICALS | COM | 44937010 | 73,327,932.00 | 1,766,087 | 1,742,238 | |
| REYNOLDS R J TOB HLD | COM | 76182K10 | 72,106,151.00 | 1,788,347 | 1,779,143 | |
| COOPER INDS LTD | CL A | G2418210 | 71,998,212.00 | 2,372,264 | 2,362,877 | |
| INTERNATIONAL FLAVOR | COM | 45950610 | 71,896,438.00 | 2,257,345 | 2,249,270 | |
| PRICE T ROWE GROUP I | COM | 74144T10 | 71,607,843.00 | 2,868,904 | 2,686,377 | |
| EASTMAN CHEM CO | COM | 27743210 | 71,492,600.00 | 1,873,005 | 1,869,094 | |
| CENTURYTEL INC | COM | 15670010 | 71,453,366.00 | 3,185,616 | 2,965,241 | |
| QLOGIC CORP | COM | 74727710 | 70,987,175.00 | 2,726,082 | 2,711,560 | |
| JABIL CIRCUIT INC | COM | 46631310 | 70,978,038.00 | 4,802,303 | 4,738,443 | |
| Page Total | | | | | | |
| | | | 3,214,765,269.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|---------|
| | Sole | Shared | None |
| TRAVELERS PPTY CAS C | 864,648 | 5,717,777 | 262,001 |
| PEOPLESOFT INC | 6,188,688 | 97,799 | 975,353 |
| SYMANTEC CORP | 2,503,682 | 11,300 | 151,800 |
| ZIONS BANCORPORATION | 1,784,760 | 23,703 | 237,968 |
| SIGMA ALDRICH CORP | 1,517,786 | 54,455 | 232,411 |
| SPDR TR | 556,121 | | 526,673 |

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| | | | |
|----------------------|------------|---------|-----------|
| LIZ CLAIBORNE INC | 3,040,211 | 27,964 | 444,463 |
| BROWN FORMAN CORP | 1,148,579 | 38,915 | 118,349 |
| NISOURCE INC | 4,242,025 | 60,677 | 766,528 |
| LEGGETT & PLATT INC | 3,801,730 | 56,668 | 520,775 |
| PLUM CREEK TIMBER CO | 3,373,163 | 44,274 | 362,166 |
| DELUXE CORP | 1,665,056 | 58,266 | 164,329 |
| QWEST COMMUNICATIONS | 31,974,408 | 502,839 | 4,594,890 |
| WHIRLPOOL CORP | 1,553,220 | 21,852 | 265,316 |
| WENDYS INTL INC | 2,154,956 | 44,129 | 345,412 |
| BMC SOFTWARE INC | 5,502,280 | 80,678 | 810,137 |
| BALL CORP | 1,487,577 | 43,300 | 127,076 |
| NUCOR CORP | 1,803,981 | 48,913 | 320,474 |
| PACCAR INC | 2,124,613 | 33,996 | 275,795 |
| ALTERA CORP | 8,199,799 | 286,076 | 941,098 |
| CIRCUIT CITY STORE I | 4,555,464 | 57,482 | 734,844 |
| GEORGIA PAC CORP | 5,016,847 | 77,970 | 968,814 |
| WATERS CORP | 2,757,388 | 116,350 | 389,531 |
| XCEL ENERGY INC | 7,415,492 | 139,607 | 908,576 |
| BARD C R INC | 1,224,202 | 10,816 | 204,081 |
| DONNELLEY R R & SONS | 2,698,601 | 46,518 | 532,597 |
| MYLAN LABS INC | 2,128,783 | 11,300 | 185,216 |
| M & T BK CORP | 865,045 | 31,611 | 56,958 |
| GENENTECH INC | 1,852,750 | 12,185 | 401,149 |
| RELIANT ENERGY INC | 6,845,958 | 5,350 | 515,690 |
| SUNOCO INC | 2,135,921 | 39,433 | 257,658 |
| IDEC PHARMACEUTICALS | 1,552,409 | 19,133 | 194,545 |
| REYNOLDS R J TOB HLD | 1,722,882 | 20,696 | 44,769 |
| COOPER INDS LTD | 2,072,708 | 29,200 | 270,356 |
| INTERNATIONAL FLAVOR | 1,881,140 | 129,311 | 246,894 |
| PRICE T ROWE GROUP I | 2,511,630 | 116,868 | 240,406 |
| EASTMAN CHEM CO | 1,599,834 | 21,954 | 251,217 |
| CENTURYTEL INC | 2,816,075 | 94,665 | 274,876 |
| QLOGIC CORP | 2,350,916 | 71,702 | 303,464 |
| JABIL CIRCUIT INC | 4,209,156 | 91,231 | 501,916 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| GREENPOINT FINL CORP | COM | 39538410 | 70,337,409.00 | 1,685,132 | 1,679,852 | |
| ENGELHARD CORP | COM | 29284510 | 70,199,343.00 | 2,945,839 | 2,940,824 | |
| TIFFANY & CO NEW | COM | 88654710 | 70,094,315.00 | 3,270,850 | 3,258,280 | |
| NOVELLUS SYS INC | COM | 67000810 | 69,839,296.00 | 3,356,045 | 3,347,875 | |
| QUEST DIAGNOSTICS IN | COM | 74834L10 | 68,798,846.00 | 1,118,135 | 1,113,720 | |
| ROCKWELL AUTOMATION | COM | 77390310 | 68,675,539.00 | 4,220,992 | 4,184,636 | |
| SPX CORP | COM | 78463510 | 68,108,912.00 | 675,014 | 606,370 | |
| SUPERVALU INC | COM | 86853610 | 67,953,208.00 | 4,207,629 | 4,194,839 | |
| THERMO ELECTRON CORP | COM | 88355610 | 67,785,663.00 | 4,202,459 | 4,183,873 | |
| OLD REP INTL CORP | COM | 68022310 | 67,414,391.00 | 2,375,419 | 2,368,628 | |
| GILEAD SCIENCES INC | COM | 37555810 | 67,207,364.00 | 2,004,395 | 1,981,836 | |
| BROADCOM CORP | CL A | 11132010 | 66,194,597.00 | 6,197,996 | 6,188,357 | |
| ROBERT HALF INTL INC | COM | 77032310 | 65,200,308.00 | 4,108,400 | 4,103,260 | |
| SABRE HLDGS CORP | CL A | 78590510 | 64,576,561.00 | 3,337,290 | 3,326,450 | |

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| | | | | | |
|----------------------|------|----------|------------------|------------|------------|
| STANLEY WKS | COM | 85461610 | 64,153,098.00 | 1,963,670 | 1,946,756 |
| SIEBEL SYS INC | COM | 82617010 | 64,129,002.00 | 11,152,870 | 11,125,518 |
| POLYONE CORP | COM | 73179P10 | 63,552,333.00 | 7,398,409 | 1,149,919 |
| LUCENT TECHNOLOGIES | COM | 54946310 | 63,412,762.00 | 83,437,845 | 82,954,018 |
| CENTEX CORP | COM | 15231210 | 63,220,747.00 | 1,425,496 | 1,421,576 |
| CONVERGYS CORP | COM | 21248510 | 63,130,794.00 | 4,200,319 | 4,008,898 |
| NATIONAL COMMERCE FI | COM | 63545P10 | 62,958,139.00 | 2,513,299 | 2,501,959 |
| WATSON PHARMACEUTICA | COM | 94268310 | 62,920,086.00 | 2,567,119 | 2,555,096 |
| TEMPLE INLAND INC | COM | 87986810 | 62,810,603.00 | 1,625,954 | 1,242,231 |
| BANKNORTH GROUP INC | COM | 06646R10 | 62,246,992.00 | 2,620,926 | 1,831,528 |
| COX COMMUNICATIONS I | CL A | 22404410 | 62,147,339.00 | 2,527,342 | 2,509,184 |
| JDS UNIPHASE CORP | COM | 46612J10 | 61,341,415.00 | 31,489,433 | 31,326,571 |
| PACTIV CORP | COM | 69525710 | 61,196,632.00 | 3,720,160 | 3,713,250 |
| LENNAR CORP | COM | 52605710 | 60,040,253.00 | 1,076,376 | 1,070,903 |
| PINNACLE WEST CAP CO | COM | 72348410 | 59,686,609.00 | 2,150,094 | 2,147,924 |
| SCIENTIFIC ATLANTA I | COM | 80865510 | 59,630,766.00 | 4,766,648 | 4,751,928 |
| FLUOR CORP NEW | COM | 34341210 | 59,445,925.00 | 2,432,321 | 2,428,501 |
| OXFORD HEALTH PLANS | COM | 69147110 | 58,975,759.00 | 1,514,529 | 1,509,554 |
| STILWELL FINL INC | COM | 86083110 | 58,900,211.00 | 4,879,885 | 4,854,545 |
| GOODRICH CORP | COM | 38238810 | 58,425,702.00 | 3,091,307 | 3,085,149 |
| NETWORK APPLIANCE IN | COM | 64120L10 | 58,041,659.00 | 7,918,371 | 7,901,861 |
| WILEY JOHN & SONS IN | CL A | 96822320 | 57,817,430.00 | 2,626,871 | 341,647 |
| BEMIS INC | COM | 08143710 | 57,549,962.00 | 1,164,979 | 1,150,064 |
| KB HOME | COM | 48666K10 | 56,856,841.00 | 1,164,145 | 1,162,695 |
| BOISE CASCADE CORP | COM | 09738310 | 56,424,961.00 | 2,474,779 | 1,173,195 |
| MGM MIRAGE | COM | 55295310 | 55,873,236.00 | 1,497,942 | 1,494,682 |
| Page Total | | | 2,527,275,008.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|------------|
| | Sole | Shared | None |
| GREENPOINT FINL CORP | 1,480,983 | 9,700 | 194,449 |
| ENGELHARD CORP | 2,518,256 | 99,881 | 327,702 |
| TIFFANY & CO NEW | 2,810,426 | 99,215 | 361,209 |
| NOVELLUS SYS INC | 2,917,188 | 43,214 | 395,643 |
| QUEST DIAGNOSTICS IN | 1,008,189 | 1,500 | 108,446 |
| ROCKWELL AUTOMATION | 3,594,386 | 84,403 | 542,203 |
| SPX CORP | 594,749 | 19,104 | 61,161 |
| SUPERVALU INC | 3,683,985 | 61,567 | 462,077 |
| THERMO ELECTRON CORP | 3,530,682 | 99,046 | 572,731 |
| OLD REP INTL CORP | 2,215,880 | 14,900 | 144,639 |
| GILEAD SCIENCES INC | 1,865,725 | 13,690 | 124,980 |
| BROADCOM CORP | 5,434,135 | 84,117 | 679,744 |
| ROBERT HALF INTL INC | 3,485,904 | 127,171 | 495,325 |
| SABRE HLDGS CORP | 2,812,637 | 119,023 | 405,630 |
| STANLEY WKS | 1,639,657 | 60,660 | 263,353 |
| SIEBEL SYS INC | 9,487,699 | 335,620 | 1,329,551 |
| POLYONE CORP | 989,769 | 6,242,430 | 166,210 |
| LUCENT TECHNOLOGIES | 70,956,835 | 1,175,759 | 11,305,251 |
| CENTEX CORP | 1,225,009 | 20,966 | 179,521 |
| CONVERGYS CORP | 3,548,244 | 177,119 | 474,956 |
| NATIONAL COMMERCE FI | 2,218,026 | 4,390 | 290,883 |
| WATSON PHARMACEUTICA | 2,220,961 | 23,028 | 323,130 |
| TEMPLE INLAND INC | 1,087,238 | 392,354 | 146,362 |
| BANKNORTH GROUP INC | 2,467,006 | 40,486 | 113,434 |
| COX COMMUNICATIONS I | 2,131,407 | 8,768 | 387,167 |
| JDS UNIPHASE CORP | 27,126,560 | 400,252 | 3,962,621 |
| PACTIV CORP | 3,333,242 | 60,463 | 326,455 |
| LENNAR CORP | 974,681 | 6,385 | 95,310 |

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|----------------------|-----------|-----------|---------|
| PINNACLE WEST CAP CO | 1,927,939 | 29,006 | 193,149 |
| SCIENTIFIC ATLANTA I | 4,186,062 | 56,347 | 524,239 |
| FLUOR CORP NEW | 2,169,252 | 21,932 | 241,137 |
| OXFORD HEALTH PLANS | 1,359,056 | 2,040 | 153,433 |
| STILWELL FINL INC | 4,247,169 | 72,102 | 560,614 |
| GOODRICH CORP | 2,397,033 | 285,491 | 408,783 |
| NETWORK APPLIANCE IN | 6,696,881 | 242,630 | 978,860 |
| WILEY JOHN & SONS IN | 554,607 | 2,038,404 | 33,860 |
| BEMIS INC | 1,018,373 | 28,609 | 117,997 |
| KB HOME | 1,025,441 | 10,800 | 127,904 |
| BOISE CASCADE CORP | 1,060,382 | 1,313,334 | 101,063 |
| MGM MIRAGE | 1,386,830 | 15,800 | 95,312 |

Page Total

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investm Sh D |
|-----------------------|----------------|--------------|-------------------|-----------------|------------|--------------|
| PROLOGIS | SH BEN INT | 74341010 | 55,808,289.00 | 2,240,397 | 2,126,134 | |
| DANA CORP | COM | 23581110 | 55,277,388.00 | 4,226,100 | 4,207,002 | |
| UNISYS CORP | COM | 90921410 | 55,272,728.00 | 7,896,104 | 7,883,604 | |
| MANOR CARE INC NEW | COM | 56405510 | 55,181,431.00 | 2,454,690 | 2,449,475 | |
| ALBERTO CULVER CO | CL B CONV | 01306810 | 54,993,715.00 | 1,121,634 | 1,119,964 | |
| EDWARDS LIFESCIENCES | COM | 28176E10 | 54,695,426.00 | 2,137,375 | 1,098,932 | 1, |
| DILLARDS INC | CL A | 25406710 | 54,549,304.00 | 2,703,137 | 2,699,727 | |
| TECO ENERGY INC | COM | 87237510 | 54,299,023.00 | 3,419,334 | 3,245,350 | |
| WINN DIXIE STORES IN | COM | 97428010 | 54,027,005.00 | 4,117,912 | 4,110,272 | |
| MICHAELS STORES INC | COM | 59408710 | 54,007,071.00 | 1,181,774 | 667,326 | |
| COORS ADOLPH CO | CL B | 21701610 | 53,177,939.00 | 944,546 | 942,776 | |
| WESTWOOD ONE INC | COM | 96181510 | 53,022,719.00 | 1,483,153 | 1,474,853 | |
| PHELPS DODGE CORP | COM | 71726510 | 52,282,252.00 | 2,039,885 | 2,034,940 | |
| PULTE HOMES INC | COM | 74586710 | 52,006,042.00 | 1,219,940 | 1,215,786 | |
| GENTEX CORP | COM | 37190110 | 51,931,214.00 | 1,909,938 | 1,417,196 | |
| LSI LOGIC CORP | COM | 50216110 | 51,725,156.00 | 8,145,694 | 8,113,614 | |
| CABOT CORP | COM | 12705510 | 51,291,219.00 | 2,442,439 | 656,082 | |
| SCHEIN HENRY INC | COM | 80640710 | 51,124,508.00 | 969,185 | 968,185 | |
| WASHINGTON POST CO | CL B | 93964010 | 50,845,256.00 | 78,344 | 69,185 | |
| L-3 COMMUNICATIONS H | COM | 50242410 | 50,136,935.00 | 951,365 | 949,045 | |
| ASHLAND INC | COM | 04420410 | 50,081,226.00 | 1,869,400 | 1,863,826 | |
| TOYS R US INC | COM | 89233510 | 49,929,265.00 | 4,904,643 | 4,890,053 | |
| AFFILIATED COMPUTER | CL A | 00819010 | 49,795,541.00 | 1,170,283 | 1,163,953 | |
| MICROCHIP TECHNOLOGY | COM | 59501710 | 48,512,226.00 | 2,372,236 | 2,358,361 | |
| DST SYS INC DEL | COM | 23332610 | 47,712,519.00 | 1,619,020 | 1,573,621 | |
| NORDSTROM INC | COM | 65566410 | 47,244,021.00 | 2,633,446 | 2,624,916 | |
| ARCHSTONE SMITH TR | COM | 03958310 | 47,075,909.00 | 1,971,353 | 1,971,174 | |
| FREEMPORT-MCMORAN COP | CL B | 35671D85 | 47,055,594.00 | 3,495,958 | 3,477,051 | |
| ROSS STORES INC | COM | 77829610 | 46,562,412.00 | 1,306,465 | 1,303,995 | |
| NATIONAL SEMICONDUCT | COM | 63764010 | 46,423,424.00 | 3,888,059 | 3,880,189 | |
| SOLECTRON CORP | COM | 83418210 | 45,904,725.00 | 21,755,794 | 21,612,563 | |
| HIBERNIA CORP | CL A | 42865610 | 45,361,447.00 | 2,269,207 | 2,219,837 | |
| BRUNSWICK CORP | COM | 11704310 | 45,262,489.00 | 2,151,259 | 2,148,959 | |
| HUMANA INC | COM | 44485910 | 45,232,075.00 | 3,647,748 | 3,641,348 | |
| ENSCO INTL INC | COM | 26874Q10 | 44,600,171.00 | 1,781,157 | 1,772,797 | |
| SERVICEMASTER CO | COM | 81760N10 | 44,547,018.00 | 4,105,716 | 4,093,556 | |

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|----------------------|------------|----------|------------------|------------|------------|
| CITIZENS COMMUNICATI | COM | 17453B10 | 44,502,475.00 | 6,563,787 | 6,545,479 |
| SPRINT CORP | PCS COM SE | 85206150 | 44,195,575.00 | 22,548,763 | 22,505,359 |
| INVITROGEN CORP | COM | 46185R10 | 44,133,085.00 | 1,295,365 | 1,107,931 |
| MEREDITH CORP | COM | 58943310 | 43,952,672.00 | 1,020,968 | 1,018,264 |
| Page Total | | | 1,993,738,489.00 | | |

| Name of Issuer | Voting Authority | | |
|-----------------------|------------------|-----------|-----------|
| | Sole | Shared | None |
| PROLOGIS | 2,029,410 | 2,791 | 208,196 |
| DANA CORP | 3,578,109 | 36,976 | 611,015 |
| UNISYS CORP | 6,789,060 | 109,093 | 997,951 |
| MANOR CARE INC NEW | 2,054,405 | 22,902 | 377,383 |
| ALBERTO CULVER CO | 972,424 | 48,503 | 100,707 |
| EDWARDS LIFESCIENCES | 1,056,055 | 1,037,600 | 43,720 |
| DILLARDS INC | 2,411,365 | 24,700 | 267,072 |
| TECO ENERGY INC | 2,962,060 | 111,847 | 345,427 |
| WINN DIXIE STORES IN | 3,459,422 | 58,565 | 599,925 |
| MICHAELS STORES INC | 617,476 | 514,328 | 49,970 |
| COORS ADOLPH CO | 818,360 | 7,475 | 118,711 |
| WESTWOOD ONE INC | 1,423,333 | 1,600 | 58,220 |
| PHELPS DODGE CORP | 1,758,862 | 22,465 | 258,558 |
| PULTE HOMES INC | 1,074,347 | 21,296 | 124,297 |
| GENTEX CORP | 1,701,372 | 122,434 | 86,132 |
| LSI LOGIC CORP | 7,021,032 | 88,756 | 1,035,906 |
| CABOT CORP | 621,015 | 1,745,839 | 75,585 |
| SCHEIN HENRY INC | 917,511 | 9,600 | 42,074 |
| WASHINGTON POST CO | 65,987 | 6,911 | 5,446 |
| L-3 COMMUNICATIONS H | 850,515 | 1,600 | 99,250 |
| ASHLAND INC | 1,680,780 | 26,343 | 162,277 |
| TOYS R US INC | 4,189,905 | 59,617 | 655,121 |
| AFFILIATED COMPUTER | 1,088,053 | 2,260 | 79,970 |
| MICROCHIP TECHNOLOGY | 2,216,496 | 4,050 | 151,690 |
| DST SYS INC DEL | 1,435,484 | 44,249 | 139,287 |
| NORDSTROM INC | 2,297,747 | 31,653 | 304,046 |
| ARCHSTONE SMITH TR | 1,695,691 | 3,000 | 272,662 |
| FREEMPORT-MCMORAN COP | 2,976,528 | 116,286 | 403,144 |
| ROSS STORES INC | 1,227,821 | 2,050 | 76,594 |
| NATIONAL SEMICONDUCT | 3,367,537 | 44,832 | 475,690 |
| SOLELECTRON CORP | 18,745,584 | 306,077 | 2,704,133 |
| HIBERNIA CORP | 2,105,877 | 39,500 | 123,830 |
| BRUNSWICK CORP | 1,920,679 | 18,136 | 212,444 |
| HUMANA INC | 3,206,191 | 36,470 | 405,087 |
| ENSCO INTL INC | 1,623,191 | 2,600 | 155,366 |
| SERVICEMASTER CO | 3,235,142 | 7,220 | 863,354 |
| CITIZENS COMMUNICATI | 5,633,306 | 70,085 | 860,396 |
| SPRINT CORP | 19,415,657 | 652,666 | 2,480,440 |
| INVITROGEN CORP | 1,163,314 | 33,890 | 98,161 |
| MEREDITH CORP | 890,585 | 33,003 | 97,380 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|------------|---|
| AMERICAN PWR CONVERS | COM | 02906610 | 43,555,379.00 | 4,556,002 | 4,546,022 | |
| ADVANCED MICRO DEVIC | COM | 00790310 | 43,546,765.00 | 8,154,825 | 8,132,585 | |
| DEAN FOODS CO NEW | COM | 24237010 | 43,333,030.00 | 1,089,317 | 1,087,069 | |
| PALL CORP | COM | 69642930 | 43,124,511.00 | 2,731,128 | 2,722,843 | |
| APARTMENT INVT & MGM | CLA | 03748R10 | 42,974,549.00 | 1,106,166 | 1,044,431 | |
| HEALTHSOUTH CORP | COM | 42192410 | 42,769,190.00 | 10,305,829 | 10,189,042 | |
| HASBRO INC | COM | 41805610 | 42,440,125.00 | 3,813,129 | 3,804,372 | |
| ROWAN COS INC | COM | 77938210 | 42,404,546.00 | 2,274,922 | 2,268,872 | |
| VORNADO RLTY TR | SH BEN INT | 92904210 | 42,068,099.00 | 1,066,365 | 1,023,355 | |
| COMPASS BANCSHARES I | COM | 20449H10 | 41,875,623.00 | 1,419,994 | 1,414,584 | |
| ENERGIZER HLDGS INC | COM | 29266R10 | 41,865,846.00 | 1,377,166 | 1,374,911 | |
| TERADYNE INC | COM | 88077010 | 41,395,660.00 | 4,312,048 | 4,303,923 | |
| TELLABS INC | COM | 87966410 | 41,326,043.00 | 10,153,819 | 10,127,449 | |
| RYDER SYS INC | COM | 78354910 | 41,252,020.00 | 1,654,714 | 1,653,244 | |
| SEALED AIR CORP NEW | COM | 81211K10 | 41,065,636.00 | 2,431,358 | 2,408,724 | |
| WORTHINGTON INDS INC | COM | 98181110 | 40,993,279.00 | 2,192,154 | 2,173,869 | |
| ALLEGHENY ENERGY INC | COM | 01736110 | 40,897,007.00 | 3,121,909 | 3,102,788 | |
| MINERALS TECHNOLOGIE | COM | 60315810 | 40,733,553.00 | 1,098,828 | 1,098,828 | |
| EXPRESS SCRIPTS INC | COM | 30218210 | 40,619,798.00 | 745,044 | 742,674 | |
| NCR CORP NEW | COM | 62886E10 | 40,516,601.00 | 2,046,293 | 2,026,080 | |
| GTECH HLDGS CORP | COM | 40051810 | 40,504,055.00 | 1,631,912 | 1,631,472 | |
| SYMBOL TECHNOLOGIES | COM | 87150810 | 40,440,381.00 | 5,272,540 | 5,253,132 | |
| PROVIDIAN FINL CORP | COM | 74406A10 | 40,281,434.00 | 8,220,701 | 8,184,331 | |
| EDWARDS AG INC | COM | 28176010 | 40,019,164.00 | 1,251,381 | 1,229,933 | |
| PENTAIR INC | COM | 70963110 | 39,858,320.00 | 1,072,325 | 1,071,025 | |
| BIG LOTS INC | COM | 08930210 | 39,808,508.00 | 2,514,751 | 2,508,451 | |
| HILLENBRAND INDS INC | COM | 43157310 | 39,717,572.00 | 731,447 | 726,047 | |
| AVALONBAY CMNTYS INC | COM | 05348410 | 39,539,999.00 | 945,933 | 906,373 | |
| AMAZON COM INC | COM | 02313510 | 39,359,063.00 | 2,470,751 | 2,463,201 | |
| CAREMARK RX INC | COM | 14170510 | 39,354,065.00 | 2,314,945 | 1,717,435 | |
| SMITH INTL INC | COM | 83211010 | 38,911,926.00 | 1,327,599 | 1,307,679 | |
| PROTECTIVE LIFE CORP | COM | 74367410 | 38,545,855.00 | 1,252,709 | 1,248,884 | |
| BAUSCH & LOMB INC | COM | 07170710 | 38,523,206.00 | 1,161,387 | 1,159,697 | |
| PUBLIC STORAGE INC | COM | 74460D10 | 38,465,083.00 | 1,205,802 | 1,192,057 | |
| MARTIN MARIETTA MATL | COM | 57328410 | 38,268,479.00 | 1,174,961 | 1,174,161 | |
| CNF INC | COM | 12612W10 | 37,843,438.00 | 1,205,589 | 1,204,199 | |
| BOSTON PROPERTIES IN | COM | 10112110 | 37,562,811.00 | 1,009,753 | 977,018 | |
| MILLIPORE CORP | COM | 60107310 | 37,491,917.00 | 1,179,362 | 1,176,992 | |
| GENERAL GROWTH PPTYS | COM | 37002110 | 37,221,676.00 | 722,751 | 722,201 | |
| FIDELITY NATL FINL I | COM | 31632610 | 37,199,590.00 | 1,294,349 | 1,287,460 | |
| Page Total | | | 1,617,673,802.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|-----------|
| | Sole | Shared | None |
| AMERICAN PWR CONVERS | 3,870,000 | 61,745 | 624,257 |
| ADVANCED MICRO DEVIC | 6,936,380 | 103,216 | 1,115,229 |
| DEAN FOODS CO NEW | 979,871 | 1,968 | 107,478 |
| PALL CORP | 2,386,807 | 30,140 | 314,181 |
| APARTMENT INVT & MGM | 997,469 | 1,400 | 107,297 |
| HEALTHSOUTH CORP | 9,033,912 | 82,641 | 1,189,276 |
| HASBRO INC | 3,357,402 | 53,651 | 402,076 |
| ROWAN COS INC | 2,030,780 | 27,953 | 216,189 |

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|----------------------|-----------|---------|-----------|
| VORNADO RLTY TR | 956,800 | 1,200 | 108,365 |
| COMPASS BANCSHARES I | 1,326,594 | 2,600 | 90,800 |
| ENERGIZER HLDGS INC | 1,288,670 | 1,966 | 86,530 |
| TERADYNE INC | 3,716,205 | 44,699 | 551,144 |
| TELLABS INC | 8,690,178 | 125,879 | 1,337,762 |
| RYDER SYS INC | 1,509,910 | 18,500 | 126,304 |
| SEALED AIR CORP NEW | 1,979,923 | 56,157 | 395,278 |
| WORTHINGTON INDS INC | 1,886,391 | 33,600 | 272,163 |
| ALLEGHENY ENERGY INC | 2,688,340 | 58,776 | 374,793 |
| MINERALS TECHNOLOGIE | 418,083 | 627,650 | 53,095 |
| EXPRESS SCRIPTS INC | 694,866 | 1,300 | 48,878 |
| NCR CORP NEW | 1,800,847 | 29,875 | 215,571 |
| GTECH HLDGS CORP | 1,534,172 | 1,540 | 96,200 |
| SYMBOL TECHNOLOGIES | 4,565,953 | 71,061 | 635,526 |
| PROVIDIAN FINL CORP | 6,928,960 | 98,060 | 1,193,681 |
| EDWARDS AG INC | 1,070,280 | 2,793 | 178,308 |
| PENTAIR INC | 986,225 | 8,700 | 77,400 |
| BIG LOTS INC | 2,247,998 | 28,570 | 238,183 |
| HILLENBRAND INDS INC | 642,567 | 1,500 | 87,380 |
| AVALONBAY CMNTYS INC | 826,436 | 1,000 | 118,497 |
| AMAZON COM INC | 2,028,686 | 3,440 | 438,625 |
| CAREMARK RX INC | 1,478,801 | 596,960 | 239,184 |
| SMITH INTL INC | 1,173,722 | 10,275 | 143,602 |
| PROTECTIVE LIFE CORP | 1,186,328 | 4,325 | 62,056 |
| BAUSCH & LOMB INC | 969,598 | 47,406 | 144,383 |
| PUBLIC STORAGE INC | 1,070,330 | 1,700 | 133,772 |
| MARTIN MARIETTA MATL | 460,139 | 681,954 | 32,868 |
| CNF INC | 1,074,917 | 900 | 129,772 |
| BOSTON PROPERTIES IN | 907,372 | 1,100 | 101,281 |
| MILLIPORE CORP | 1,014,643 | 45,406 | 119,313 |
| GENERAL GROWTH PPTYS | 643,335 | 1,250 | 78,166 |
| FIDELITY NATL FINL I | 1,216,482 | 5,942 | 71,925 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|---|
| PEPCO HOLDINGS INC | COM | 71329110 | 37,176,745.00 | 1,863,496 | 1,842,590 | |
| GOODYEAR TIRE & RUBR | COM | 38255010 | 36,822,611.00 | 4,142,026 | 4,130,710 | |
| CBL & ASSOC PPTYS IN | COM | 12483010 | 36,316,538.00 | 937,201 | 883,841 | |
| SYNOPSIS INC | COM | 87160710 | 36,202,785.00 | 948,959 | 922,322 | |
| CORNING INC | COM | 21935010 | 36,117,252.00 | 22,573,283 | 22,409,768 | |
| SOVEREIGN BANCORP IN | COM | 84590510 | 35,922,746.00 | 2,784,709 | 2,767,395 | |
| TYSON FOODS INC | CLA | 90249410 | 35,811,712.00 | 3,079,253 | 3,072,052 | |
| MERCURY INTERACTIVE | COM | 58940510 | 35,668,999.00 | 2,078,613 | 2,037,408 | |
| LINCARE HLDGS INC | COM | 53279110 | 35,661,080.00 | 1,148,875 | 1,146,405 | |
| DUKE REALTY CORP | COM NEW | 26441150 | 35,466,464.00 | 1,440,555 | 1,440,015 | |
| POPULAR INC | COM | 73317410 | 35,247,177.00 | 1,115,417 | 1,115,267 | |
| MURPHY OIL CORP | COM | 62671710 | 35,187,594.00 | 428,751 | 412,576 | |
| PIONEER NAT RES CO | COM | 72378710 | 34,785,388.00 | 1,434,449 | 1,430,587 | |
| TCF FINL CORP | COM | 87227510 | 34,773,036.00 | 821,475 | 805,013 | |
| OCEAN ENERGY INC DEL | COM | 67481E10 | 34,642,017.00 | 1,736,442 | 1,726,272 | |

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| | | | | | |
|----------------------|------------|----------|------------------|------------|------------|
| CADENCE DESIGN SYSTE | COM | 12738710 | 34,333,136.00 | 3,375,923 | 3,360,143 |
| SANMINA SCI CORP | COM | 80090710 | 34,309,355.00 | 12,386,049 | 12,360,117 |
| CDW COMPUTER CTRS IN | COM | 12512910 | 34,130,002.00 | 805,713 | 803,663 |
| PAYLESS SHOESOURCE I | COM | 70437910 | 34,032,781.00 | 630,120 | 628,755 |
| MID ATLANTIC MED SVC | COM | 59523C10 | 33,970,261.00 | 938,405 | 938,385 |
| LABORATORY CORP AMER | COM NEW | 50540R40 | 33,835,770.00 | 1,001,651 | 997,231 |
| REEBOK INTL LTD | COM | 75811010 | 33,825,365.00 | 1,350,314 | 1,346,444 |
| NEW YORK CMNTY BANCO | COM | 64944510 | 33,762,956.00 | 1,198,543 | 1,198,543 |
| MOHAWK INDS INC | COM | 60819010 | 33,688,865.00 | 678,527 | 676,989 |
| MILLENNIUM PHARMACEU | COM | 59990210 | 33,626,112.00 | 3,607,952 | 3,597,792 |
| WISCONSIN ENERGY COR | COM | 97665710 | 33,571,470.00 | 1,381,542 | 1,355,567 |
| KIMCO REALTY CORP | COM | 49446R10 | 33,477,657.00 | 1,076,452 | 1,076,452 |
| CHOICEPOINT INC | COM | 17038810 | 33,449,850.00 | 938,548 | 934,369 |
| UBS AG | NAMEN AKT | H8920M85 | 33,336,198.00 | 813,078 | 205,124 |
| AMERICAN WTR WKS INC | COM | 03041110 | 33,231,193.00 | 744,093 | 740,483 |
| CABOT MICROELECTRONI | COM | 12709P10 | 33,165,832.00 | 890,597 | 444,368 |
| MCCORMICK & CO INC | COM NON VT | 57978020 | 32,620,188.00 | 1,430,710 | 1,408,120 |
| GOLDEN ST BANCORP IN | COM | 38119710 | 32,614,079.00 | 1,009,099 | 1,002,869 |
| HOSPITALITY PPTYS TR | COM SH BEN | 44106M10 | 32,447,829.00 | 979,705 | 978,885 |
| TEKTRONIX INC | COM | 87913110 | 32,421,861.00 | 1,973,333 | 1,969,743 |
| INTERSTATE BAKERIES | COM | 46072H10 | 31,925,475.00 | 1,201,561 | 1,201,561 |
| LEGG MASON INC | COM | 52490110 | 31,916,808.00 | 749,925 | 739,450 |
| ENERGY EAST CORP | COM | 29266M10 | 31,493,244.00 | 1,589,765 | 1,577,562 |
| PIER 1 IMPORTS INC | COM | 72027910 | 30,988,177.00 | 1,624,970 | 1,621,610 |
| AUTODESK INC | COM | 05276910 | 30,882,263.00 | 2,437,432 | 2,430,402 |
| Page Total | | | 1,362,858,871.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|-----------|
| | Sole | Shared | None |
| PEPCO HOLDINGS INC | 1,617,333 | 6,947 | 239,216 |
| GOODYEAR TIRE & RUBR | 3,388,753 | 35,286 | 717,987 |
| CBL & ASSOC PPTYS IN | 870,029 | | 67,172 |
| SYNOPSIS INC | 883,606 | 9,765 | 55,588 |
| CORNING INC | 19,466,953 | 236,021 | 2,870,309 |
| SOVEREIGN BANCORP IN | 2,585,775 | 11,194 | 187,740 |
| TYSON FOODS INC | 2,843,863 | 4,954 | 230,436 |
| MERCURY INTERACTIVE | 1,765,377 | 63,835 | 249,401 |
| LINCARE HLDGS INC | 1,069,075 | 2,300 | 77,500 |
| DUKE REALTY CORP | 1,270,180 | 2,800 | 167,575 |
| POPULAR INC | 1,016,137 | 2,400 | 96,880 |
| MURPHY OIL CORP | 392,856 | 8,595 | 27,300 |
| PIONEER NAT RES CO | 1,346,245 | 3,432 | 84,772 |
| TCF FINL CORP | 751,478 | 11,597 | 58,400 |
| OCEAN ENERGY INC DEL | 1,602,332 | 3,900 | 130,210 |
| CADENCE DESIGN SYSTE | 2,894,506 | 7,380 | 474,037 |
| SANMINA SCI CORP | 10,716,277 | 177,447 | 1,492,325 |
| CDW COMPUTER CTRS IN | 760,563 | 1,300 | 43,850 |
| PAYLESS SHOESOURCE I | 583,330 | 100 | 46,690 |
| MID ATLANTIC MED SVC | 902,305 | 800 | 35,300 |
| LABORATORY CORP AMER | 896,031 | 2,580 | 103,040 |
| REEBOK INTL LTD | 1,116,512 | 19,174 | 214,628 |
| NEW YORK CMNTY BANCO | 1,121,608 | 1,900 | 75,035 |
| MOHAWK INDS INC | 632,844 | 1,100 | 44,583 |
| MILLENNIUM PHARMACEU | 3,114,200 | 6,340 | 487,412 |
| WISCONSIN ENERGY COR | 1,234,304 | 22,985 | 124,253 |
| KIMCO REALTY CORP | 953,721 | 1,600 | 121,131 |
| CHOICEPOINT INC | 873,550 | 1,833 | 63,165 |

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| | | | |
|----------------------|-----------|---------|---------|
| UBS AG | 365,351 | 443,927 | 3,800 |
| AMERICAN WTR WKS INC | 679,119 | 2,200 | 62,774 |
| CABOT MICROELECTRONI | 418,339 | 424,708 | 47,550 |
| MCCORMICK & CO INC | 1,330,210 | 4,000 | 96,500 |
| GOLDEN ST BANCORP IN | 957,379 | 1,700 | 50,020 |
| HOSPITALITY PPTYS TR | 902,414 | 1,100 | 76,191 |
| TEKTRONIX INC | 1,725,326 | 29,508 | 218,499 |
| INTERSTATE BAKERIES | 1,103,517 | | 98,044 |
| LEGG MASON INC | 693,780 | 7,745 | 48,400 |
| ENERGY EAST CORP | 1,465,816 | 6,737 | 117,212 |
| PIER 1 IMPORTS INC | 1,542,790 | 1,900 | 80,280 |
| AUTODESK INC | 2,155,394 | 40,040 | 241,998 |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|
| DUN & BRADSTREET COR | COM | 26483E10 | 30,869,003.00 | 918,447 | 913,115 |
| FISHER SCIENTIFIC IN | COM NEW | 33803220 | 30,778,299.00 | 1,014,112 | 1,013,112 |
| TELEPHONE & DATA SYS | COM | 87943310 | 30,668,353.00 | 607,896 | 604,416 |
| QUINTILES TRANSNATIO | COM | 74876710 | 30,644,672.00 | 3,222,363 | 3,213,353 |
| COMVERSE TECHNOLOGY | COM PAR \$0 | 20586240 | 30,592,748.00 | 4,376,645 | 4,360,965 |
| HOST MARRIOTT CORP N | COM | 44107P10 | 30,590,898.00 | 3,296,433 | 3,295,663 |
| VARIAN MED SYS INC | COM | 92220P10 | 30,560,817.00 | 710,882 | 707,462 |
| RADIAN GROUP INC | COM | 75023610 | 30,480,173.00 | 933,257 | 930,937 |
| REPUBLIC SVCS INC | COM | 76075910 | 30,414,790.00 | 1,617,808 | 1,608,808 |
| AES CORP | COM | 00130H10 | 30,388,361.00 | 12,106,917 | 12,072,886 |
| DENTSPLY INTL INC NE | COM | 24903010 | 30,376,353.00 | 756,195 | 741,592 |
| DOLLAR TREE STORES I | COM | 25674710 | 30,262,881.00 | 1,373,089 | 1,360,221 |
| DIAL CORP NEW | COM | 25247D10 | 30,114,818.00 | 1,403,300 | 1,401,510 |
| UNIONBANCAL CORP | COM | 90890610 | 29,900,659.00 | 711,751 | 710,651 |
| USA INTERACTIVE | COM | 90298410 | 29,890,452.00 | 1,542,335 | 1,532,811 |
| BRINKER INTL INC | COM | 10964110 | 29,815,354.00 | 1,151,172 | 1,118,643 |
| ECHOSTAR COMMUNICATI | CL A | 27876210 | 29,599,746.00 | 1,710,968 | 1,704,548 |
| CONSTELLATION BRANDS | CL A | 21036P10 | 29,599,462.00 | 1,281,362 | 1,220,016 |
| GREAT LAKES CHEM COR | COM | 39056810 | 29,474,557.00 | 1,227,084 | 1,223,184 |
| PATTERSON DENTAL CO | COM | 70341210 | 29,316,774.00 | 572,817 | 567,577 |
| CIENA CORP | COM | 17177910 | 29,249,174.00 | 9,848,207 | 9,831,164 |
| WEATHERFORD INTERNAT | COM | G9508910 | 29,152,485.00 | 784,935 | 768,605 |
| VISTEON CORP | COM | 92839U10 | 29,085,154.00 | 3,071,294 | 3,058,589 |
| NICOR INC | COM | 65408610 | 29,012,921.00 | 1,028,827 | 1,027,597 |
| SMURFIT-STONE CONTAI | COM | 83272710 | 28,933,764.00 | 2,301,811 | 2,291,289 |
| COMPUWARE CORP | COM | 20563810 | 28,852,454.00 | 9,459,821 | 9,437,281 |
| EXPEDITORS INTL WASH | COM | 30213010 | 28,683,902.00 | 1,026,625 | 1,021,005 |
| FIRST HEALTH GROUP C | COM | 32096010 | 28,547,000.00 | 1,052,618 | 1,050,238 |
| SCANA CORP NEW | COM | 80589M10 | 28,463,538.00 | 1,093,910 | 1,085,800 |
| PMI GROUP INC | COM | 69344M10 | 28,455,728.00 | 1,045,782 | 1,042,352 |
| ROUSE CO | COM | 77927310 | 28,401,633.00 | 888,940 | 886,120 |
| PEOPLES ENERGY CORP | COM | 71103010 | 28,379,445.00 | 842,370 | 841,073 |
| VALERO ENERGY CORP N | COM | 91913Y10 | 28,320,226.00 | 1,069,899 | 1,066,201 |
| WILEY JOHN & SONS IN | CL B | 96822330 | 28,270,678.00 | 1,287,958 | |
| FIRST VA BANKS INC | COM | 33747710 | 28,254,227.00 | 757,486 | 745,171 |

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| | | | | | |
|----------------------|------|----------|------------------|-----------|-----------|
| CARLISLE COS INC | COM | 14233910 | 28,193,715.00 | 768,640 | 768,240 |
| SNAP ON INC | COM | 83303410 | 28,104,402.00 | 1,222,994 | 1,220,754 |
| LUBRIZOL CORP | COM | 54927110 | 28,061,650.00 | 992,630 | 989,870 |
| UNIVERSAL HLTH SVCS | CL B | 91390310 | 27,971,121.00 | 546,845 | 545,065 |
| PUGET ENERGY INC NEW | COM | 74531010 | 27,861,629.00 | 1,365,097 | 1,352,042 |
| Page Total | | | 1,174,594,016.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|-----------|
| | Sole | Shared | None |
| ----- | | | |
| DUN & BRADSTREET COR | 837,492 | 2,415 | 78,540 |
| FISHER SCIENTIFIC IN | 961,242 | 6,200 | 46,670 |
| TELEPHONE & DATA SYS | 553,716 | 980 | 53,200 |
| QUINTILES TRANSNATIO | 2,502,526 | 44,758 | 675,079 |
| COMVERSE TECHNOLOGY | 3,761,628 | 53,350 | 561,667 |
| HOST MARRIOTT CORP N | 2,762,528 | 4,500 | 529,405 |
| VARIAN MED SYS INC | 654,102 | 2,560 | 54,220 |
| RADIAN GROUP INC | 865,115 | 1,960 | 66,182 |
| REPUBLIC SVCS INC | 1,504,922 | 3,100 | 109,786 |
| AES CORP | 10,486,011 | 181,201 | 1,439,705 |
| DENTSPLY INTL INC NE | 692,038 | 9,710 | 54,447 |
| DOLLAR TREE STORES I | 1,289,001 | 2,350 | 81,738 |
| DIAL CORP NEW | 1,246,890 | 1,900 | 154,510 |
| UNIONBANCAL CORP | 648,329 | 17,700 | 45,722 |
| USA INTERACTIVE | 1,398,745 | 3,159 | 140,431 |
| BRINKER INTL INC | 1,049,737 | 13,335 | 88,100 |
| EHOSTAR COMMUNICATI | 1,460,254 | 4,300 | 246,414 |
| CONSTELLATION BRANDS | 1,197,699 | 14,715 | 68,948 |
| GREAT LAKES CHEM COR | 1,071,584 | 13,500 | 142,000 |
| PATTERSON DENTAL CO | 535,283 | 1,260 | 36,274 |
| CIENA CORP | 8,467,003 | 113,950 | 1,267,254 |
| WEATHERFORD INTERNAT | 702,561 | 1,725 | 80,649 |
| VISTEON CORP | 2,653,416 | 36,291 | 381,587 |
| NICOR INC | 920,121 | 12,021 | 96,685 |
| SMURFIT-STONE CONTAI | 2,028,564 | 19,900 | 253,347 |
| COMPUWARE CORP | 8,096,583 | 105,456 | 1,257,782 |
| EXPEDITORS INTL WASH | 959,665 | 1,960 | 65,000 |
| FIRST HEALTH GROUP C | 976,538 | 2,480 | 73,600 |
| SCANA CORP NEW | 1,016,870 | 2,200 | 74,840 |
| PMI GROUP INC | 945,390 | 1,800 | 98,592 |
| ROUSE CO | 764,170 | 2,200 | 122,570 |
| PEOPLES ENERGY CORP | 756,631 | 10,350 | 75,389 |
| VALERO ENERGY CORP N | 994,593 | 2,283 | 73,023 |
| WILEY JOHN & SONS IN | 4,000 | 1,283,958 | |
| FIRST VA BANKS INC | 677,237 | 5,100 | 75,149 |
| CARLISLE COS INC | 702,131 | | 66,509 |
| SNAP ON INC | 1,082,045 | 15,984 | 124,965 |
| LUBRIZOL CORP | 784,378 | 10,000 | 198,252 |
| UNIVERSAL HLTH SVCS | 510,129 | 1,020 | 35,696 |
| PUGET ENERGY INC NEW | 1,254,158 | 1,975 | 108,964 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|---|
| AGCO CORP | COM | 00108410 | 27,774,042.00 | 1,197,157 | 1,195,217 | |
| MANPOWER INC | COM | 56418H10 | 27,764,618.00 | 946,306 | 943,526 | |
| PARK PL ENTMT CORP | COM | 70069010 | 27,721,705.00 | 3,487,007 | 3,472,377 | |
| ALLIED WASTE INDS IN | COM PAR\$.0 | 01958930 | 27,671,213.00 | 3,764,791 | 3,753,411 | |
| CERIDIAN CORP NEW | COM | 15677910 | 27,501,231.00 | 1,929,911 | 1,923,677 | |
| UNITED DOMINION REAL | COM | 91019710 | 27,355,685.00 | 1,719,402 | 1,625,977 | |
| WILLIAMS COS INC DEL | COM | 96945710 | 27,311,528.00 | 12,084,747 | 12,038,397 | |
| WILLIAMS SONOMA INC | COM | 96990410 | 27,191,111.00 | 1,150,703 | 1,148,683 | |
| SMUCKER J M CO | COM NEW | 83269640 | 27,127,465.00 | 739,168 | 719,043 | |
| DPL INC | COM | 23329310 | 27,123,319.00 | 1,648,834 | 1,640,309 | |
| TRIAD HOSPITALS INC | COM | 89579K10 | 27,083,738.00 | 713,669 | 711,346 | |
| NAVISTAR INTL CORP N | COM | 63934E10 | 26,983,209.00 | 1,244,613 | 1,243,343 | |
| FLEXTRONICS INTL LTD | ORD | Y2573F10 | 26,947,721.00 | 3,865,135 | 2,920,587 | |
| ZALE CORP NEW | COM | 98885810 | 26,923,620.00 | 892,693 | 891,893 | |
| AMERICAN GREETINGS C | CL A | 02637510 | 26,911,665.00 | 1,671,532 | 1,666,172 | |
| MERCANTILE BANKSHARE | COM | 58740510 | 26,738,619.00 | 700,514 | 688,844 | |
| HARRIS CORP DEL | COM | 41387510 | 26,726,962.00 | 798,058 | 796,398 | |
| MACERICH CO | COM | 55438210 | 26,655,842.00 | 860,421 | 860,321 | |
| ACTIVISION INC NEW | COM NEW | 00493020 | 26,597,166.00 | 1,111,457 | 1,109,257 | |
| GREATER BAY BANCORP | COM | 39164810 | 26,570,151.00 | 1,460,701 | 1,435,797 | |
| NVIDIA CORP | COM | 67066G10 | 26,485,924.00 | 3,094,150 | 3,087,980 | |
| CITRIX SYS INC | COM | 17737610 | 26,375,859.00 | 4,374,106 | 4,357,951 | |
| CHELSEA PPTY GROUP I | COM | 16342110 | 26,344,541.00 | 780,579 | 703,104 | |
| RPM INC OHIO | COM | 74968510 | 26,334,914.00 | 1,873,038 | 1,867,206 | |
| BARR LABS INC | COM | 06830610 | 26,226,768.00 | 421,043 | 420,053 | |
| EQUITABLE RES INC | COM | 29454910 | 26,142,395.00 | 756,654 | 750,830 | |
| STANCORP FINL GROUP | COM | 85289110 | 26,093,824.00 | 493,267 | 493,087 | |
| WHOLE FOODS MKT INC | COM | 96683710 | 25,941,076.00 | 605,534 | 598,790 | |
| AMB PROPERTY CORP | COM | 00163T10 | 25,932,461.00 | 897,317 | 896,997 | |
| CRESCENT REAL ESTATE | COM | 22575610 | 25,885,484.00 | 1,648,757 | 1,543,097 | |
| COMMERCE BANCORP INC | COM | 20051910 | 25,794,189.00 | 621,397 | 617,865 | |
| NVR INC | COM | 62944T10 | 25,624,071.00 | 85,462 | 84,642 | |
| DELTA AIR LINES INC | COM | 24736110 | 25,582,328.00 | 2,753,749 | 2,750,804 | |
| NORTHEAST UTILS | COM | 66439710 | 25,527,957.00 | 1,510,530 | 1,477,593 | |
| LAUDER ESTEE COS INC | CL A | 51843910 | 25,453,466.00 | 885,646 | 850,138 | |
| YORK INTL CORP NEW | COM | 98667010 | 25,402,193.00 | 900,787 | 898,437 | |
| HEALTH NET INC | COM | 42222G10 | 25,392,402.00 | 1,183,795 | 1,180,080 | |
| TUPPERWARE CORP | COM | 89989610 | 25,295,008.00 | 1,521,962 | 1,520,612 | |
| CENTERPOINT PTYS TR | SH BEN INT | 15189510 | 25,270,093.00 | 455,317 | 411,552 | |
| CRANE CO | COM | 22439910 | 25,043,231.00 | 1,267,370 | 1,260,070 | |
| Page Total | | | 1,058,828,794.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| AGCO CORP | 1,145,927 | 1,420 | 49,810 |
| MANPOWER INC | 835,803 | 1,950 | 108,553 |
| PARK PL ENTMT CORP | 3,064,359 | 5,300 | 417,348 |
| ALLIED WASTE INDS IN | 3,362,916 | 61,021 | 340,854 |
| CERIDIAN CORP NEW | 1,605,506 | 3,230 | 321,175 |
| UNITED DOMINION REAL | 1,585,076 | 1,900 | 132,426 |

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| | | | |
|----------------------|------------|---------|-----------|
| WILLIAMS COS INC DEL | 10,302,961 | 153,390 | 1,628,396 |
| WILLIAMS SONOMA INC | 1,084,799 | 1,780 | 64,124 |
| SMUCKER J M CO | 619,931 | 12,394 | 106,843 |
| DPL INC | 1,553,984 | 3,750 | 91,100 |
| TRIAD HOSPITALS INC | 660,344 | 1,515 | 51,810 |
| NAVISTAR INTL CORP N | 1,116,983 | 17,962 | 109,668 |
| FLEXTRONICS INTL LTD | 3,696,640 | | 168,495 |
| ZALE CORP NEW | 414,317 | 453,796 | 24,580 |
| AMERICAN GREETINGS C | 1,443,017 | 21,483 | 207,032 |
| MERCANTILE BANKSHARE | 645,844 | 5,400 | 49,270 |
| HARRIS CORP DEL | 731,522 | 1,400 | 65,136 |
| MACERICH CO | 769,896 | | 90,525 |
| ACTIVISION INC NEW | 1,012,808 | 1,000 | 97,649 |
| GREATER BAY BANCORP | 1,385,279 | 19,300 | 56,122 |
| VIDIA CORP | 2,714,561 | 104,430 | 275,159 |
| CITRIX SYS INC | 3,825,239 | 63,821 | 485,046 |
| CHELSEA PTY GROUP I | 693,633 | | 86,946 |
| RPM INC OHIO | 1,786,526 | 5,212 | 81,300 |
| BARR LABS INC | 392,498 | 700 | 27,845 |
| EQUITABLE RES INC | 687,606 | 5,924 | 63,124 |
| STANCORP FINL GROUP | 458,767 | 8,200 | 26,300 |
| WHOLE FOODS MKT INC | 545,660 | 1,240 | 58,634 |
| AMB PROPERTY CORP | 789,908 | 2,600 | 104,809 |
| CRESCENT REAL ESTATE | 1,473,160 | 1,900 | 173,697 |
| COMMERCE BANCORP INC | 578,669 | 1,200 | 41,528 |
| NVR INC | 80,982 | 100 | 4,380 |
| DELTA AIR LINES INC | 2,411,677 | 27,618 | 314,454 |
| NORTHEAST UTILS | 1,355,115 | 22,610 | 132,805 |
| LAUDER ESTEE COS INC | 782,756 | 4,705 | 98,185 |
| YORK INTL CORP NEW | 872,187 | 1,100 | 27,500 |
| HEALTH NET INC | 1,102,572 | 2,365 | 78,858 |
| TUPPERWARE CORP | 1,256,454 | 43,600 | 221,908 |
| CENTERPOINT PPTYS TR | 425,289 | 500 | 29,528 |
| CRANE CO | 1,122,779 | 21,329 | 123,262 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------------|----------------|--------------|-------------------|-----------------|------------|------|
| | | | | | Sole | Sh D |
| AMR CORP | COM | 00176510 | 24,957,484.00 | 5,970,690 | 3,684,389 | 2, |
| COOPER TIRE & RUBR C | COM | 21683110 | 24,828,678.00 | 1,538,332 | 1,533,857 | |
| LIBERTY PTY TR | SH BEN INT | 53117210 | 24,779,819.00 | 799,349 | 798,949 | |
| OVERTURE SVCS INC | COM | 69039R10 | 24,723,044.00 | 1,048,920 | 1,048,100 | |
| DIEBOLD INC | COM | 25365110 | 24,708,797.00 | 750,571 | 734,097 | |
| COVANCE INC | COM | 22281610 | 24,636,144.00 | 1,258,873 | 1,193,513 | |
| HORMEL FOODS CORP | COM | 44045210 | 24,627,515.00 | 1,125,572 | 1,121,730 | |
| MERCURY GENL CORP NE | COM | 58940010 | 24,607,260.00 | 574,936 | 200,531 | |
| PETSMART INC | COM | 71676810 | 24,528,234.00 | 1,377,217 | 1,372,617 | |
| LEE ENTERPRISES INC | COM | 52376810 | 24,469,626.00 | 744,663 | 743,803 | |
| COACH INC | COM | 18975410 | 24,455,731.00 | 955,302 | 938,042 | |
| UNITED STATES STL CO | COM | 91290910 | 24,443,450.00 | 2,105,379 | 2,097,999 | |
| HELMERICH & PAYNE IN | COM | 42345210 | 24,431,799.00 | 713,754 | 711,734 | |

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|----------------------|-----------|----------|----------------|-----------|-----------|
| FOX ENTMT GROUP INC | CL A | 35138T10 | 24,414,086.00 | 1,108,220 | 1,100,930 |
| COOPER COS INC | COM NEW | 21664840 | 24,381,210.00 | 464,404 | 462,904 |
| ASTORIA FINL CORP | COM | 04626510 | 24,321,895.00 | 996,799 | 989,009 |
| GALLAGHER ARTHUR J & | COM | 36357610 | 24,267,900.00 | 984,499 | 917,709 |
| MANDALAY RESORT GROU | COM | 56256710 | 24,172,842.00 | 720,502 | 707,742 |
| ASSOCIATED BANC CORP | COM | 04548710 | 24,004,411.00 | 756,521 | 754,301 |
| SEI INVESTMENTS CO | COM | 78411710 | 23,978,218.00 | 1,004,113 | 988,039 |
| BECKMAN COULTER INC | COM | 07581110 | 23,778,518.00 | 614,432 | 600,522 |
| TECH DATA CORP | COM | 87823710 | 23,653,740.00 | 895,975 | 893,125 |
| INTERSIL CORP | CL A | 46069S10 | 23,597,334.00 | 1,820,782 | 1,816,918 |
| CBRL GROUP INC | COM | 12489V10 | 23,529,998.00 | 1,031,113 | 1,026,953 |
| CMS ENERGY CORP | COM | 12589610 | 23,499,292.00 | 2,915,545 | 2,911,393 |
| FASTENAL CO | COM | 31190010 | 23,302,503.00 | 737,888 | 728,518 |
| PAN PACIFIC RETAIL P | COM | 69806L10 | 23,201,902.00 | 672,909 | 624,608 |
| BRITISH AMERN TOB PL | SPONSORED | 11044810 | 23,129,782.00 | 1,120,629 | 31,395 |
| OUTBACK STEAKHOUSE I | COM | 68989910 | 23,069,927.00 | 839,517 | 816,077 |
| BELO CORP | COM SER A | 08055510 | 23,047,101.00 | 1,053,341 | 1,049,931 |
| NEW PLAN EXCEL RLTY | COM | 64805310 | 23,007,495.00 | 1,247,695 | 1,247,485 |
| ALLIANT TECHSYSTEMS | COM | 01880410 | 22,987,260.00 | 331,946 | 330,466 |
| WEBSTER FINL CORP CO | COM | 94789010 | 22,971,540.00 | 684,084 | 677,155 |
| QUESTAR CORP | COM | 74835610 | 22,930,789.00 | 1,003,975 | 984,810 |
| AGL RES INC | COM | 00120410 | 22,874,835.00 | 1,035,529 | 1,034,879 |
| D R HORTON INC | COM | 23331A10 | 22,837,467.00 | 1,226,502 | 1,221,273 |
| ENTERCOM COMMUNICATI | CL A | 29363910 | 22,586,584.00 | 476,812 | 474,967 |
| ALEXANDRIA REAL ESTA | COM | 01527110 | 22,460,875.00 | 528,740 | 466,455 |
| SL GREEN RLTY CORP | COM | 78440X10 | 22,308,602.00 | 725,719 | 660,209 |
| PATTERSON UTI ENERGY | COM | 70348110 | 22,291,199.00 | 873,822 | 841,872 |
| Page Total | | | 950,804,886.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|-----------|---------|
| | Sole | Shared | None |
| AMR CORP | 3,250,348 | 2,333,746 | 386,596 |
| COOPER TIRE & RUBR C | 1,341,024 | 24,000 | 173,308 |
| LIBERTY PPTY TR | 701,411 | 1,300 | 96,638 |
| OVERTURE SVCS INC | 938,970 | | 109,950 |
| DIEBOLD INC | 687,047 | 11,624 | 51,900 |
| COVANCE INC | 1,125,098 | 5,675 | 128,100 |
| HORMEL FOODS CORP | 1,069,534 | 1,712 | 54,326 |
| MERCURY GENL CORP NE | 183,437 | 374,045 | 17,454 |
| PETSMART INC | 1,276,287 | 2,300 | 98,630 |
| LEE ENTERPRISES INC | 584,553 | 800 | 159,310 |
| COACH INC | 885,138 | 8,628 | 61,536 |
| UNITED STATES STL CO | 1,889,278 | 20,600 | 195,501 |
| HELMERICH & PAYNE IN | 664,648 | 1,600 | 47,506 |
| FOX ENTMT GROUP INC | 961,890 | 4,650 | 141,680 |
| COOPER COS INC | 432,943 | | 31,461 |
| ASTORIA FINL CORP | 929,207 | 2,100 | 65,492 |
| GALLAGHER ARTHUR J & | 894,034 | 27,665 | 62,800 |
| MANDALAY RESORT GROU | 683,410 | 900 | 36,192 |
| ASSOCIATED BANC CORP | 698,184 | 2,128 | 56,209 |
| SEI INVESTMENTS CO | 944,168 | 3,435 | 56,510 |
| BECKMAN COULTER INC | 558,232 | 13,300 | 42,900 |
| TECH DATA CORP | 856,441 | 1,200 | 38,334 |
| INTERSIL CORP | 1,725,562 | 2,904 | 92,316 |
| CBRL GROUP INC | 990,413 | 1,100 | 39,600 |
| CMS ENERGY CORP | 2,585,642 | 33,839 | 296,064 |
| FASTENAL CO | 665,688 | 9,200 | 63,000 |

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|----------------------|-----------|-----------|---------|
| PAN PACIFIC RETAIL P | 573,894 | | 99,015 |
| BRITISH AMERN TOB PL | 31,395 | 1,089,234 | |
| OUTBACK STEAKHOUSE I | 790,267 | 5,250 | 44,000 |
| BELO CORP | 986,141 | 2,200 | 65,000 |
| NEW PLAN EXCEL RLTY | 1,125,225 | 1,600 | 120,870 |
| ALLIANT TECHSYSTEMS | 286,801 | 720 | 44,425 |
| WEBSTER FINL CORP CO | 639,499 | 6,854 | 37,731 |
| QUESTAR CORP | 916,455 | 12,810 | 74,710 |
| AGL RES INC | 909,829 | | 125,700 |
| D R HORTON INC | 1,138,510 | 2,260 | 85,732 |
| ENTERCOM COMMUNICATI | 451,612 | 1,000 | 24,200 |
| ALEXANDRIA REAL ESTA | 480,045 | | 48,695 |
| SL GREEN RLTY CORP | 643,332 | | 82,387 |
| PATTERSON UTI ENERGY | 813,493 | 7,305 | 53,024 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investme Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|---------------|------|
| A D C TELECOMMUNICAT | COM | 00088610 | 22,269,965.00 | 19,365,187 | 19,338,711 | |
| HUBBELL INC | CL B | 44351020 | 22,267,067.00 | 765,981 | 747,583 | |
| DOLE FOOD INC | COM | 25660510 | 22,055,832.00 | 759,760 | 758,890 | |
| NSTAR | COM | 67019E10 | 21,926,164.00 | 554,391 | 538,945 | |
| ALLIANT ENERGY CORP | COM | 01880210 | 21,857,585.00 | 1,135,459 | 1,122,179 | |
| IVAX CORP | COM | 46582310 | 21,797,470.00 | 1,776,485 | 1,768,663 | |
| COMMERCE BANCSHARES | COM | 20052510 | 21,795,160.00 | 557,849 | 515,259 | |
| XTO ENERGY CORP | COM | 98385X10 | 21,794,209.00 | 1,057,458 | 1,054,998 | |
| RENT A CTR INC NEW | COM | 76009N10 | 21,770,115.00 | 419,059 | 417,899 | |
| ANNTAYLOR STORES COR | COM | 03611510 | 21,752,825.00 | 944,543 | 943,653 | |
| AUTONATION INC | COM | 05329W10 | 21,714,382.00 | 1,884,929 | 1,871,409 | |
| IMATION CORP | COM | 45245A10 | 21,699,335.00 | 765,949 | 763,649 | |
| MIRANT CORP | COM | 60467510 | 21,542,319.00 | 9,747,656 | 9,650,519 | |
| CALPINE CORP | COM | 13134710 | 21,448,645.00 | 8,683,662 | 8,641,457 | |
| PRENTISS PPTYS TR | SH BEN INT | 74070610 | 21,441,125.00 | 740,882 | 690,332 | |
| STERIS CORP | COM | 85915210 | 21,376,665.00 | 858,156 | 856,856 | |
| TMP WORLDWIDE INC | COM | 87294110 | 21,305,286.00 | 2,367,254 | 2,359,574 | |
| BANTA CORP | COM | 06682110 | 21,305,183.00 | 600,146 | 590,926 | |
| COOPER CAMERON CORP | COM | 21664010 | 21,297,558.00 | 509,999 | 509,599 | |
| RATIONAL SOFTWARE CO | COM NEW | 75409P20 | 21,287,465.00 | 4,927,654 | 4,793,914 | |
| BLOCKBUSTER INC | CL A | 09367910 | 21,213,994.00 | 855,403 | 855,203 | |
| SCRIPPS E W CO OHIO | CL A | 81105420 | 21,200,394.00 | 305,922 | 304,982 | |
| HILB ROGAL & HAMILTO | COM | 43129410 | 21,160,177.00 | 512,974 | 500,969 | |
| CEPHALON INC | COM | 15670810 | 21,049,445.00 | 515,665 | 495,602 | |
| CITY NATL CORP | COM | 17856610 | 20,985,511.00 | 448,696 | 446,236 | |
| NATIONAL FUEL GAS CO | COM | 63618010 | 20,885,873.00 | 1,051,126 | 1,035,046 | |
| HERCULES INC | COM | 42705610 | 20,723,706.00 | 2,250,131 | 2,243,092 | |
| DREYERS GRAND ICE CR | COM | 26187810 | 20,700,286.00 | 296,311 | 268,386 | |
| HONDA MOTOR LTD | AMERN SHS | 43812830 | 20,653,474.00 | 1,039,430 | 366,519 | |
| FEDERATED INVS INC P | CL B | 31421110 | 20,645,082.00 | 764,916 | 764,656 | |
| CUMMINS INC | COM | 23102110 | 20,600,277.00 | 872,154 | 870,534 | |
| PNM RES INC | COM | 69349H10 | 20,589,386.00 | 1,039,868 | 1,039,828 | |
| THOMAS & BETTS CORP | COM | 88431510 | 20,582,601.00 | 1,460,795 | 1,458,291 | |

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| | | | | | |
|----------------------|-----|----------|----------------|---------|---------|
| TECHNE CORP | COM | 87837710 | 20,527,818.00 | 626,039 | 625,059 |
| FIRSTMERIT CORP | COM | 33791510 | 20,444,468.00 | 954,457 | 917,117 |
| MDU RES GROUP INC | COM | 55269010 | 20,433,512.00 | 895,029 | 756,244 |
| BOWATER INC | COM | 10218310 | 20,407,353.00 | 578,112 | 575,932 |
| DEVELOPERS DIVERSIFI | COM | 25159110 | 20,404,854.00 | 927,072 | 858,317 |
| NOBLE ENERGY INC | COM | 65504410 | 20,355,367.00 | 599,216 | 574,840 |
| INVESTORS FINL SERVI | COM | 46191510 | 20,343,159.00 | 751,502 | 749,982 |
| Page Total | | | 847,611,092.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|-----------|
| | Sole | Shared | None |
| A D C TELECOMMUNICAT | 16,572,773 | 270,055 | 2,522,359 |
| HUBBELL INC | 712,193 | 6,328 | 47,460 |
| DOLE FOOD INC | 662,910 | 1,050 | 95,800 |
| NSTAR | 510,896 | 7,595 | 35,900 |
| ALLIANT ENERGY CORP | 1,066,239 | 7,920 | 61,300 |
| IVAX CORP | 1,607,941 | 4,600 | 163,944 |
| COMMERCE BANCSHARES | 512,035 | 3,422 | 42,392 |
| XTO ENERGY CORP | 973,744 | 2,300 | 81,414 |
| RENT A CTR INC NEW | 348,809 | 700 | 69,550 |
| ANNTAYLOR STORES COR | 855,998 | 150 | 88,395 |
| AUTONATION INC | 1,589,497 | 16,840 | 278,592 |
| IMATION CORP | 675,549 | 900 | 89,500 |
| MIRANT CORP | 8,410,592 | 165,354 | 1,171,710 |
| CALPINE CORP | 7,470,374 | 127,994 | 1,085,294 |
| PRENTISS PPTYS TR | 647,059 | | 93,823 |
| STERIS CORP | 772,036 | 1,600 | 84,520 |
| TMP WORLDWIDE INC | 2,088,054 | 32,502 | 246,698 |
| BANTA CORP | 537,428 | 5,100 | 57,618 |
| COOPER CAMERON CORP | 460,595 | 900 | 48,504 |
| RATIONAL SOFTWARE CO | 4,295,140 | 83,440 | 549,074 |
| BLOCKBUSTER INC | 809,545 | 7,100 | 38,758 |
| SCRIPPS E W CO OHIO | 273,862 | 500 | 31,560 |
| HILB ROGAL & HAMILTO | 451,674 | | 61,300 |
| CEPHALON INC | 477,526 | 4,575 | 33,564 |
| CITY NATL CORP | 421,316 | 1,150 | 26,230 |
| NATIONAL FUEL GAS CO | 981,802 | 2,000 | 67,324 |
| HERCULES INC | 1,996,032 | 65,309 | 188,790 |
| DREYERS GRAND ICE CR | 275,361 | 7,550 | 13,400 |
| HONDA MOTOR LTD | 1,026,450 | | 12,980 |
| FEDERATED INVS INC P | 702,016 | 1,400 | 61,500 |
| CUMMINS INC | 777,585 | 13,218 | 81,351 |
| PNM RES INC | 961,668 | | 78,200 |
| THOMAS & BETTS CORP | 1,262,351 | 16,550 | 181,894 |
| TECHNE CORP | 537,749 | 160 | 88,130 |
| FIRSTMERIT CORP | 889,010 | 1,900 | 63,547 |
| MDU RES GROUP INC | 813,754 | 27,975 | 53,300 |
| BOWATER INC | 521,619 | 1,300 | 55,193 |
| DEVELOPERS DIVERSIFI | 854,116 | 900 | 72,056 |
| NOBLE ENERGY INC | 524,945 | 19,781 | 54,490 |
| INVESTORS FINL SERVI | 644,482 | 1,300 | 105,720 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|-------------------------|----------------|--------------|-------------------|-----------------|------------|------|
| | | | | | Sole | Sh D |
| NOVELL INC | COM | 67000610 | 20,342,332.00 | 9,686,825 | 9,672,535 | |
| THQ INC | COM NEW | 87244340 | 20,306,852.00 | 976,291 | 976,191 | |
| BANK HAWAII CORP | COM | 06254010 | 20,259,836.00 | 726,159 | 719,749 | |
| APPLIED MICRO CIRCUIT | COM | 03822W10 | 20,235,518.00 | 7,075,356 | 7,047,595 | |
| C H ROBINSON WORLDWIDE | COM | 12541W10 | 20,111,607.00 | 744,323 | 741,122 | |
| PRIDE INTL INC DEL | COM | 74153Q10 | 20,088,055.00 | 1,545,235 | 1,539,945 | |
| VIAD CORP | COM | 92552R10 | 20,075,478.00 | 982,647 | 967,667 | |
| ARVINMERITOR INC | COM | 04335310 | 19,972,366.00 | 1,068,041 | 1,066,382 | |
| PITTSTON CO | COM BRINKS | 72570110 | 19,917,520.00 | 889,175 | 887,505 | |
| CHARLES RIV LABS INTL | COM | 15986410 | 19,904,852.00 | 507,130 | 485,830 | |
| TELEFLEX INC | COM | 87936910 | 19,902,279.00 | 436,645 | 435,925 | |
| PENNZOIL-QUAKER STATE | COM | 70932310 | 19,831,506.00 | 902,663 | 900,393 | |
| READERS DIGEST ASSN | CL A NON V | 75526710 | 19,808,643.00 | 1,265,728 | 1,258,918 | |
| PRECISION CASTPARTS | COM | 74018910 | 19,641,234.00 | 905,961 | 904,699 | |
| APOGENT TECHNOLOGIES | COM | 03760A10 | 19,576,504.00 | 1,049,116 | 1,042,036 | |
| TRINITY INDS INC | COM | 89652210 | 19,547,583.00 | 1,187,581 | 1,186,781 | |
| SHURGARD STORAGE CTR | COM | 82567D10 | 19,513,081.00 | 617,112 | 617,012 | |
| LOUISIANA PAC CORP | COM | 54634710 | 19,469,789.00 | 3,009,241 | 3,000,536 | |
| IDEXX LABS INC | COM | 45168D10 | 19,446,082.00 | 628,347 | 618,479 | |
| ALLMERICA FINL CORP | COM | 01975410 | 19,437,216.00 | 1,619,768 | 537,357 | 1, |
| APTARGROUP INC | COM | 03833610 | 19,429,347.00 | 723,087 | 471,211 | |
| CACI INTL INC | CL A | 12719030 | 19,392,000.00 | 547,024 | 547,024 | |
| CORINTHIAN COLLEGES | COM | 21886810 | 19,310,576.00 | 511,674 | 511,474 | |
| DQE INC | COM | 23329J10 | 19,300,695.00 | 1,286,713 | 1,283,138 | |
| ALLIED CAP CORP NEW | COM | 01903Q10 | 19,299,318.00 | 881,650 | 863,636 | |
| YELLOW CORP | COM | 98550910 | 19,292,418.00 | 653,803 | 460,253 | |
| UNITRIN INC | COM | 91327510 | 19,282,178.00 | 628,084 | 626,364 | |
| JACOBS ENGR GROUP INC | COM | 46981410 | 19,207,977.00 | 622,020 | 619,900 | |
| ALLETE INC | COM | 01852210 | 19,206,136.00 | 889,173 | 887,033 | |
| OMNICARE INC | COM | 68190410 | 19,143,315.00 | 906,407 | 902,267 | |
| HEALTHCARE RLTY TR | COM | 42194610 | 19,055,001.00 | 612,701 | 612,701 | |
| TIDEWATER INC | COM | 88642310 | 19,026,762.00 | 704,956 | 701,446 | |
| HON INDS INC | COM | 43809210 | 18,998,017.00 | 746,484 | 744,084 | |
| BEA SYS INC | COM | 07332510 | 18,924,549.00 | 3,653,388 | 3,633,329 | |
| WEINGARTEN RLTY INVS | SH BEN INT | 94874110 | 18,905,400.00 | 516,541 | 516,541 | |
| COMMERCIAL FEDERAL CORP | COM | 20164710 | 18,850,512.00 | 865,894 | 865,794 | |
| WILMINGTON TRUST CORP | COM | 97180710 | 18,820,441.00 | 650,776 | 640,776 | |
| GLOBALSANTAFE CORP | SHS | G3930E10 | 18,805,424.00 | 841,406 | 817,524 | |
| RENAL CARE GROUP INC | COM | 75993010 | 18,799,726.00 | 571,594 | 570,574 | |
| ONEOK INC NEW | COM | 68268010 | 18,610,300.00 | 984,672 | 984,402 | |
| Page Total | | | 779,048,425.00 | | | |

| Name of Issuer | Voting Authority | | |
|-----------------------|------------------|---------|-----------|
| | Sole | Shared | None |
| NOVELL INC | 8,331,674 | 73,740 | 1,281,411 |
| THQ INC | 897,191 | 100 | 79,000 |
| BANK HAWAII CORP | 676,215 | 1,300 | 48,644 |
| APPLIED MICRO CIRCUIT | 6,111,706 | 100,053 | 863,597 |

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| | | | |
|----------------------|-----------|-----------|---------|
| C H ROBINSON WORLDWI | 693,735 | 1,500 | 49,088 |
| PRIDE INTL INC DEL | 1,466,029 | 3,260 | 75,946 |
| VIAD CORP | 875,031 | 14,700 | 92,916 |
| ARVINMERITOR INC | 985,422 | 17,399 | 65,220 |
| PITTSTON CO | 849,355 | 1,100 | 38,720 |
| CHARLES RIV LABS INT | 455,560 | 800 | 50,770 |
| TELEFLEX INC | 409,413 | 800 | 26,432 |
| PENNZOIL-QUAKER STAT | 844,043 | 2,060 | 56,560 |
| READERS DIGEST ASSN | 1,100,152 | 2,300 | 163,276 |
| PRECISION CASTPARTS | 865,835 | 1,312 | 38,814 |
| APOGENT TECHNOLOGIES | 976,152 | 2,800 | 70,164 |
| TRINITY INDS INC | 1,111,781 | 300 | 75,500 |
| SHURGARD STORAGE CTR | 524,046 | | 93,066 |
| LOUISIANA PAC CORP | 2,637,701 | 28,990 | 342,550 |
| IDEXX LABS INC | 543,429 | 8,968 | 75,950 |
| ALLMERICA FINL CORP | 503,017 | 1,079,701 | 37,050 |
| APTARGROUP INC | 609,010 | 89,065 | 25,012 |
| CACI INTL INC | 485,524 | | 61,500 |
| CORINTHIAN COLLEGES | 431,724 | 200 | 79,750 |
| DQE INC | 945,904 | 193,900 | 146,909 |
| ALLIED CAP CORP NEW | 796,352 | 10,064 | 75,234 |
| YELLOW CORP | 580,813 | 440 | 72,550 |
| UNITRIN INC | 571,660 | 2,000 | 54,424 |
| JACOBS ENGR GROUP IN | 587,612 | 1,200 | 33,208 |
| ALLETE INC | 834,065 | 3,100 | 52,008 |
| OMNICARE INC | 846,001 | 1,800 | 58,606 |
| HEALTHCARE RLTY TR | 518,401 | | 94,300 |
| TIDEWATER INC | 665,694 | 1,200 | 38,062 |
| HON INDS INC | 683,928 | 1,200 | 61,356 |
| BEA SYS INC | 2,986,200 | 10,155 | 657,033 |
| WEINGARTEN RLTY INVS | 456,889 | 800 | 58,852 |
| COMMERCIAL FEDERAL C | 756,836 | 100 | 108,958 |
| WILMINGTON TRUST COR | 595,176 | 6,500 | 49,100 |
| GLOBALSANTAFE CORP | 601,767 | 21,809 | 217,830 |
| RENAL CARE GROUP INC | 535,174 | 1,020 | 35,400 |
| ONEOK INC NEW | 868,112 | 200 | 116,360 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| SUPERIOR INDS INTL I | COM | 86816810 | 18,583,794.00 | 394,728 | 394,628 | |
| AIRGAS INC | COM | 00936310 | 18,577,860.00 | 1,414,917 | 1,414,867 | |
| SONY CORP | ADR NEW | 83569930 | 18,559,362.00 | 451,566 | 198,834 | |
| BISYS GROUP INC | COM | 05547210 | 18,552,110.00 | 1,110,240 | 1,104,790 | |
| GATEWAY INC | COM | 36762610 | 18,539,179.00 | 6,242,148 | 6,230,605 | |
| ABERCROMBIE & FITCH | CL A | 00289620 | 18,505,004.00 | 940,773 | 933,713 | |
| LANCASTER COLONY COR | COM | 51384710 | 18,497,292.00 | 439,157 | 438,997 | |
| VALSPAR CORP | COM | 92035510 | 18,475,920.00 | 495,333 | 493,653 | |
| WGL HLDGS INC | COM | 92924F10 | 18,321,611.00 | 766,274 | 762,139 | |
| HSBC HLDGS PLC | SPON ADR N | 40428040 | 18,262,890.00 | 354,757 | 195,090 | |
| INGRAM MICRO INC | CL A | 45715310 | 18,207,394.00 | 1,368,977 | 1,366,367 | |

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|----------------------|------------|----------|----------------|-----------|-----------|
| ADVANCEPCS | COM | 00790K10 | 18,132,324.00 | 804,808 | 802,558 |
| VALLEY NATL BANCORP | COM | 91979410 | 18,093,160.00 | 680,194 | 674,441 |
| VALASSIS COMMUNICATI | COM | 91886610 | 18,069,151.00 | 515,231 | 513,291 |
| LYONDELL CHEMICAL CO | COM | 55207810 | 18,034,020.00 | 1,510,387 | 1,504,227 |
| OGE ENERGY CORP | COM | 67083710 | 18,033,895.00 | 1,068,992 | 1,062,312 |
| PEPSIAMERICAS INC | COM | 71343P20 | 17,895,422.00 | 1,260,241 | 1,255,711 |
| COLONIAL BANCGROUP I | COM | 19549330 | 17,793,566.00 | 1,434,965 | 1,425,647 |
| FULTON FINL CORP PA | COM | 36027110 | 17,716,311.00 | 942,357 | 938,963 |
| EATON VANCE CORP | COM NON VT | 27826510 | 17,692,225.00 | 640,095 | 638,815 |
| PATINA OIL & GAS COR | COM | 70322410 | 17,645,376.00 | 619,136 | 619,136 |
| HEALTH CARE PPTY INV | COM | 42191510 | 17,622,810.00 | 413,681 | 413,601 |
| REYNOLDS & REYNOLDS | CL A | 76169510 | 17,621,189.00 | 785,258 | 783,438 |
| CATELLUS DEV CORP | COM | 14911110 | 17,620,690.00 | 955,051 | 839,726 |
| CROMPTON CORP | COM | 22711610 | 17,594,886.00 | 1,750,735 | 1,740,798 |
| COMMUNITY FIRST BANK | COM | 20390210 | 17,585,700.00 | 630,764 | 630,764 |
| BROCADE COMMUNICATIO | COM | 11162110 | 17,459,374.00 | 2,318,642 | 2,288,422 |
| SMITHFIELD FOODS INC | COM | 83224810 | 17,420,044.00 | 1,109,557 | 1,107,287 |
| CAMDEN PPTY TR | SH BEN INT | 13313110 | 17,394,534.00 | 524,722 | 491,582 |
| EDUCATION MGMT CORP | COM | 28139T10 | 17,389,078.00 | 392,796 | 392,596 |
| MACK CALI RLTY CORP | COM | 55448910 | 17,297,924.00 | 538,373 | 537,893 |
| FEDERAL REALTY INVT | SH BEN INT | 31374720 | 17,279,244.00 | 639,972 | 639,972 |
| NETWORKS ASSOCS INC | COM | 64093810 | 17,229,965.00 | 1,620,881 | 1,615,241 |
| UGI CORP NEW | COM | 90268110 | 17,220,594.00 | 473,744 | 472,544 |
| INVISION TECHNOLOGIE | COM | 46185110 | 17,121,732.00 | 534,887 | 534,887 |
| NEUBERGER BERMAN INC | COM | 64123410 | 17,110,743.00 | 634,907 | 633,867 |
| KENNAMETAL INC | COM | 48917010 | 17,096,030.00 | 532,255 | 532,195 |
| SOUTHWEST BANCORPORA | COM | 84476R10 | 16,927,445.00 | 464,912 | 442,472 |
| CAPITAL AUTOMOTIVE R | COM SH BEN | 13973310 | 16,922,051.00 | 677,424 | 677,324 |
| ANNALY MTG MGMT INC | COM | 03571040 | 16,894,701.00 | 915,702 | 915,082 |
| Page Total | | | 710,996,600.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| SUPERIOR INDS INTL I | 348,328 | | 46,400 |
| AIRGAS INC | 1,299,197 | | 115,720 |
| SONY CORP | 446,266 | | 5,300 |
| BISYS GROUP INC | 1,027,340 | 2,300 | 80,600 |
| GATEWAY INC | 5,575,679 | 92,688 | 573,781 |
| ABERCROMBIE & FITCH | 873,559 | 3,650 | 63,564 |
| LANCASTER COLONY COR | 417,920 | 500 | 20,737 |
| VALSPAR CORP | 456,793 | 1,400 | 37,140 |
| WGL HLDGS INC | 650,256 | 320 | 115,698 |
| HSBC HLDGS PLC | 351,447 | | 3,310 |
| INGRAM MICRO INC | 1,168,503 | 1,700 | 198,774 |
| ADVANCEPCS | 754,318 | 1,520 | 48,970 |
| VALLEY NATL BANCORP | 612,765 | 1,724 | 65,705 |
| VALASSIS COMMUNICATI | 477,215 | 1,100 | 36,916 |
| LYONDELL CHEMICAL CO | 1,386,275 | 2,700 | 121,412 |
| OGE ENERGY CORP | 994,750 | 2,850 | 71,392 |
| PEPSIAMERICAS INC | 1,137,841 | 2,500 | 119,900 |
| COLONIAL BANCGROUP I | 1,343,645 | 2,100 | 89,220 |
| FULTON FINL CORP PA | 866,712 | 1,775 | 73,870 |
| EATON VANCE CORP | 599,307 | 1,040 | 39,748 |
| PATINA OIL & GAS COR | 572,836 | | 46,300 |
| HEALTH CARE PPTY INV | 372,857 | 1,000 | 39,824 |
| REYNOLDS & REYNOLDS | 737,358 | 1,400 | 46,500 |
| CATELLUS DEV CORP | 895,019 | 1,400 | 58,632 |

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|----------------------|-----------|--------|---------|
| CROMPTON CORP | 1,501,028 | 1,747 | 247,960 |
| COMMUNITY FIRST BANK | 540,614 | | 90,150 |
| BROCADE COMMUNICATIO | 1,884,689 | 24,520 | 409,433 |
| SMITHFIELD FOODS INC | 1,026,765 | 2,300 | 80,492 |
| CAMDEN PPTY TR | 476,562 | 800 | 47,360 |
| EDUCATION MGMT CORP | 373,096 | 600 | 19,100 |
| MACK CALI RLTY CORP | 477,491 | 700 | 60,182 |
| FEDERAL REALTY INVT | 527,209 | | 112,763 |
| NETWORKS ASSOCS INC | 1,507,531 | 3,200 | 110,150 |
| UGI CORP NEW | 410,194 | | 63,550 |
| INVISION TECHNOLOGIE | 508,687 | | 26,200 |
| NEUBERGER BERMAN INC | 593,135 | 1,000 | 40,772 |
| KENNAMETAL INC | 462,655 | | 69,600 |
| SOUTHWEST BANCORPORA | 390,432 | 3,430 | 71,050 |
| CAPITAL AUTOMOTIVE R | 636,574 | | 40,850 |
| ANNALY MTG MGMT INC | 854,802 | 1,400 | 59,500 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investm Sole S |
|----------------------|----------------|--------------|-------------------|-----------------|----------------|
| PERKINELMER INC | COM | 71404610 | 16,829,616.00 | 3,088,003 | 3,079,163 |
| CERTEGY INC | COM | 15688010 | 16,805,831.00 | 836,111 | 833,479 |
| CANON INC | ADR | 13800630 | 16,798,358.00 | 527,090 | 204,390 |
| ROPER INDS INC NEW | COM | 77669610 | 16,750,405.00 | 485,519 | 484,659 |
| TOTAL FINA ELF S A | SPONSORED | 89151E10 | 16,651,818.00 | 252,875 | 173,404 |
| UNITED STATIONERS IN | COM | 91300410 | 16,643,297.00 | 632,825 | 629,960 |
| CORN PRODS INTL INC | COM | 21902310 | 16,607,840.00 | 577,664 | 571,332 |
| REGIS CORP MINN | COM | 75893210 | 16,599,468.00 | 586,761 | 586,741 |
| LAMAR ADVERTISING CO | CL A | 51281510 | 16,585,121.00 | 546,462 | 544,712 |
| NATIONAL-OILWELL INC | COM | 63707110 | 16,580,074.00 | 855,525 | 828,164 |
| APRIA HEALTHCARE GRO | COM | 03793310 | 16,549,439.00 | 702,438 | 702,358 |
| AVNET INC | COM | 05380710 | 16,470,136.00 | 1,526,426 | 1,516,790 |
| CAREER EDUCATION COR | COM | 14166510 | 16,418,399.00 | 341,993 | 340,713 |
| MILLS CORP | COM | 60114810 | 16,376,086.00 | 552,127 | 526,347 |
| PROVIDENT FINL GROUP | COM | 74386610 | 16,370,422.00 | 652,468 | 651,068 |
| ARDEN RLTY INC | COM | 03979310 | 16,343,190.00 | 691,044 | 690,924 |
| SCIOS INC | COM | 80890510 | 16,332,257.00 | 641,739 | 608,779 |
| FAIR ISAAC & CO INC | COM | 30325010 | 16,325,311.00 | 499,245 | 497,765 |
| LIFEPPOINT HOSPITALS | COM | 53219L10 | 16,276,143.00 | 521,872 | 521,164 |
| STATEN IS BANCORP IN | COM | 85755010 | 16,263,292.00 | 934,672 | 934,672 |
| COVENTRY HEALTH CARE | COM | 22286210 | 16,175,445.00 | 497,706 | 495,526 |
| TAKE-TWO INTERACTIVE | COM | 87405410 | 16,128,002.00 | 556,138 | 554,578 |
| HRPT PPTYS TR | COM SH BEN | 40426W10 | 16,127,091.00 | 1,954,799 | 1,954,799 |
| VARCO INTL INC DEL | COM | 92212210 | 16,124,337.00 | 952,975 | 886,620 |
| NBTY INC | COM | 62878210 | 16,102,507.00 | 1,240,563 | 1,240,403 |
| ELECTRONICS FOR IMAG | COM | 28608210 | 16,030,719.00 | 1,074,445 | 1,071,745 |
| POGO PRODUCING CO | COM | 73044810 | 16,006,462.00 | 469,949 | 468,159 |
| HAWAIIAN ELEC INDUST | COM | 41987010 | 15,996,392.00 | 371,146 | 369,106 |
| APOGEE ENTERPRISES I | COM | 03759810 | 15,938,584.00 | 1,456,909 | 1,456,809 |
| VODAFONE GROUP PLC N | SPONSORED | 92857W10 | 15,863,153.00 | 1,236,411 | 473,733 |
| LANDAMERICA FINL GRO | COM | 51493610 | 15,830,746.00 | 481,324 | 481,324 |

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|----------------------|----------|----------|----------------|-----------|-----------|
| JUNIPER NETWORKS INC | COM | 48203R10 | 15,783,307.00 | 3,288,189 | 3,249,127 |
| EVEREST RE GROUP LTD | COM | G3223R10 | 15,780,204.00 | 287,645 | 287,645 |
| THORNBURG MTG INC | COM | 88521810 | 15,761,653.00 | 838,832 | 838,832 |
| PANERA BREAD CO | CL A | 69840W10 | 15,738,678.00 | 582,914 | 582,804 |
| CHEESECAKE FACTORY I | COM | 16307210 | 15,698,753.00 | 526,274 | 508,512 |
| MEDICIS PHARMACEUTIC | CL A NEW | 58469030 | 15,693,916.00 | 383,996 | 383,346 |
| VARIAN INC | COM | 92220610 | 15,689,023.00 | 568,237 | 567,937 |
| 3COM CORP | COM | 88553510 | 15,681,172.00 | 3,979,993 | 3,956,258 |
| DEVRY INC DEL | COM | 25189310 | 15,650,482.00 | 840,520 | 837,400 |
| Page Total | | | 648,377,129.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|---------|
| | Sole | Shared | None |
| PERKINELMER INC | 2,672,400 | 59,501 | 356,102 |
| CERTEGY INC | 714,406 | 1,120 | 120,585 |
| CANON INC | 518,044 | | 9,046 |
| ROPER INDS INC NEW | 419,712 | 200 | 65,607 |
| TOTAL FINA ELF S A | 250,875 | | 2,000 |
| UNITED STATIONERS IN | 567,271 | 100 | 65,454 |
| CORN PRODS INTL INC | 503,872 | 4,942 | 68,850 |
| REGIS CORP MINN | 498,861 | | 87,900 |
| LAMAR ADVERTISING CO | 461,012 | 1,500 | 83,950 |
| NATIONAL-OILWELL INC | 789,437 | 8,990 | 57,098 |
| APRIA HEALTHCARE GRO | 611,448 | | 90,990 |
| AVNET INC | 1,405,190 | 3,072 | 118,164 |
| CAREER EDUCATION COR | 304,443 | 800 | 36,750 |
| MILLS CORP | 481,180 | | 70,947 |
| PROVIDENT FINL GROUP | 534,310 | 700 | 117,458 |
| ARDEN RLTY INC | 616,635 | 1,000 | 73,409 |
| SCIOS INC | 542,539 | | 99,200 |
| FAIR ISAAC & CO INC | 459,913 | 950 | 38,382 |
| LIFEPOINT HOSPITALS | 493,957 | 915 | 27,000 |
| STATEN IS BANCORP IN | 814,222 | | 120,450 |
| COVENTRY HEALTH CARE | 471,016 | 1,140 | 25,550 |
| TAKE-TWO INTERACTIVE | 473,538 | | 82,600 |
| HRPT PPTYS TR | 1,676,649 | | 278,150 |
| VARCO INTL INC DEL | 896,977 | 1,760 | 54,238 |
| NBTY INC | 1,141,203 | 160 | 99,200 |
| ELECTRONICS FOR IMAG | 956,043 | 100 | 118,302 |
| POGO PRODUCING CO | 426,011 | 1,400 | 42,538 |
| HAWAIIAN ELEC INDUST | 342,246 | 800 | 28,100 |
| APOGEE ENTERPRISES I | 501,185 | 890,424 | 65,300 |
| VODAFONE GROUP PLC N | 1,199,766 | | 36,645 |
| LANDAMERICA FINL GRO | 440,474 | | 40,850 |
| JUNIPER NETWORKS INC | 2,710,856 | 6,280 | 571,053 |
| EVEREST RE GROUP LTD | 287,065 | | 580 |
| THORNBURG MTG INC | 748,332 | | 90,500 |
| PANERA BREAD CO | 532,676 | 110 | 50,128 |
| CHEESECAKE FACTORY I | 477,374 | 14,750 | 34,150 |
| MEDICIS PHARMACEUTIC | 353,476 | 800 | 29,720 |
| VARIAN INC | 501,687 | | 66,550 |
| 3COM CORP | 3,416,315 | 93,094 | 470,584 |
| DEVRY INC DEL | 779,736 | 1,600 | 59,184 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|
| CLAIRES STORES INC | COM | 17958410 | 15,650,176.00 | 717,898 | 716,918 |
| ENGINEERED SUPPORT S | COM | 29286610 | 15,649,380.00 | 274,358 | 274,358 |
| COGNIZANT TECHNOLOGY | CL A | 19244610 | 15,633,679.00 | 272,032 | 272,032 |
| NEWFIELD EXPL CO | COM | 65129010 | 15,620,021.00 | 465,020 | 432,685 |
| ESSEX PPTY TR INC | COM | 29717810 | 15,612,410.00 | 315,785 | 303,480 |
| ARROW ELECTRS INC | COM | 04273510 | 15,557,583.00 | 1,231,796 | 1,224,496 |
| INDEPENDENCE CMNTY B | COM | 45341410 | 15,544,208.00 | 619,538 | 619,488 |
| BLYTH INC | COM | 09643P10 | 15,498,338.00 | 555,496 | 552,334 |
| PMC-SIERRA INC | COM | 69344F10 | 15,402,963.00 | 3,969,836 | 3,966,436 |
| PHARMACEUTICAL PROD | COM | 71712410 | 15,374,081.00 | 794,937 | 794,117 |
| PERFORMANCE FOOD GRO | COM | 71375510 | 15,365,371.00 | 452,455 | 450,175 |
| RESPIRONICS INC | COM | 76123010 | 15,287,527.00 | 477,586 | 475,259 |
| WADDELL & REED FINL | CL A | 93005910 | 15,287,290.00 | 865,645 | 859,449 |
| BRE PROPERTIES INC | CL A | 05564E10 | 15,276,969.00 | 496,812 | 496,812 |
| WASHINGTON REAL ESTA | SH BEN INT | 93965310 | 15,254,598.00 | 601,048 | 600,828 |
| PIEDMONT NAT GAS INC | COM | 72018610 | 15,241,388.00 | 429,698 | 429,148 |
| HOLLYWOOD ENTMT CORP | COM | 43614110 | 15,228,663.00 | 1,048,806 | 1,048,806 |
| GREAT PLAINS ENERGY | COM | 39116410 | 15,218,409.00 | 794,695 | 791,925 |
| TRANSATLANTIC HLDGS | COM | 89352110 | 15,211,933.00 | 228,923 | 228,373 |
| UNITED BANKSHARES IN | COM | 90990710 | 15,207,042.00 | 524,200 | 523,600 |
| BRIGGS & STRATTON CO | COM | 10904310 | 15,121,825.00 | 402,819 | 402,419 |
| HOME PPTYS N Y INC | COM | 43730610 | 15,119,000.00 | 465,200 | 465,200 |
| VECTREN CORP | COM | 92240G10 | 15,104,452.00 | 686,566 | 682,632 |
| WESTERN DIGITAL CORP | COM | 95810210 | 15,092,343.00 | 3,211,137 | 3,203,937 |
| BORG WARNER INC | COM | 09972410 | 15,086,688.00 | 303,922 | 303,032 |
| DAVITA INC | COM | 23918K10 | 15,068,600.00 | 638,500 | 636,820 |
| AMETEK INC NEW | COM | 03110010 | 15,032,384.00 | 516,222 | 513,872 |
| OSHKOSH TRUCK CORP | COM | 68823920 | 15,022,083.00 | 266,349 | 241,487 |
| CHITTENDEN CORP | COM | 17022810 | 15,020,372.00 | 507,445 | 491,900 |
| INVESTMENT TECHNOLOG | COM | 46145F10 | 14,982,641.00 | 512,052 | 511,012 |
| CHESAPEAKE ENERGY CO | COM | 16516710 | 14,938,935.00 | 2,263,475 | 2,255,675 |
| HCC INS HLDGS INC | COM | 40413210 | 14,914,435.00 | 621,176 | 615,090 |
| LA QUINTA CORP | PAIRED CTF | 50419U20 | 14,913,926.00 | 3,107,068 | 2,809,523 |
| LA Z BOY INC | COM | 50533610 | 14,895,049.00 | 642,028 | 641,288 |
| INTERNATIONAL SPEEDW | CL A | 46033520 | 14,844,121.00 | 373,625 | 366,599 |
| FIRST BANCORP P R | COM | 31867210 | 14,830,890.00 | 389,058 | 388,958 |
| NEUROCRINE BIOSCIENC | COM | 64125C10 | 14,823,386.00 | 361,546 | 360,926 |
| KRISPY KREME DOUGHNU | COM | 50101410 | 14,800,453.00 | 473,463 | 472,213 |
| SCHOLASTIC CORP | COM | 80706610 | 14,778,356.00 | 330,760 | 329,940 |
| E TRADE GROUP INC | COM | 26924610 | 14,771,472.00 | 3,319,432 | 3,310,502 |
| Page Total | | | 607,283,440.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|--------|
| | Sole | Shared | None |
| CLAIRES STORES INC | 617,748 | 200 | 99,950 |
| ENGINEERED SUPPORT S | 254,308 | | 20,050 |

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| | | | |
|----------------------|-----------|---------|---------|
| COGNIZANT TECHNOLOGY | 251,932 | | 20,100 |
| NEWFIELD EXPL CO | 429,147 | 6,145 | 29,728 |
| ESSEX PPTY TR INC | 273,145 | | 42,640 |
| ARROW ELECTRS INC | 1,082,332 | 3,150 | 146,314 |
| INDEPENDENCE CMNTY B | 582,038 | 900 | 36,600 |
| BLYTH INC | 484,296 | | 71,200 |
| PMC-SIERRA INC | 3,380,192 | 107,320 | 482,324 |
| PHARMACEUTICAL PROD | 763,251 | 1,040 | 30,646 |
| PERFORMANCE FOOD GRO | 354,181 | 980 | 97,294 |
| RESPIRONICS INC | 408,536 | | 69,050 |
| WADDELL & REED FINL | 810,235 | 4,576 | 50,834 |
| BRE PROPERTIES INC | 442,476 | 800 | 53,536 |
| WASHINGTON REAL ESTA | 487,226 | | 113,822 |
| PIEDMONT NAT GAS INC | 364,598 | | 65,100 |
| HOLLYWOOD ENTMT CORP | 935,351 | | 113,455 |
| GREAT PLAINS ENERGY | 718,245 | 2,100 | 74,350 |
| TRANSATLANTIC HLDGS | 208,087 | 450 | 20,386 |
| UNITED BANKSHARES IN | 445,946 | 600 | 77,654 |
| BRIGGS & STRATTON CO | 355,542 | | 47,277 |
| HOME PPTYS N Y INC | 396,216 | | 68,984 |
| VECTREN CORP | 639,234 | 1,200 | 46,132 |
| WESTERN DIGITAL CORP | 2,793,477 | | 417,660 |
| BORG WARNER INC | 248,472 | 700 | 54,750 |
| DAVITA INC | 568,396 | 8,640 | 61,464 |
| AMETEK INC NEW | 445,172 | 250 | 70,800 |
| OSHKOSH TRUCK CORP | 233,479 | 3,970 | 28,900 |
| CHITTENDEN CORP | 425,677 | 8,873 | 72,895 |
| INVESTMENT TECHNOLOG | 477,384 | 1,150 | 33,518 |
| CHESAPEAKE ENERGY CO | 1,947,725 | 1,000 | 314,750 |
| HCC INS HLDGS INC | 578,754 | 1,200 | 41,222 |
| LA QUINTA CORP | 2,811,718 | | 295,350 |
| LA Z BOY INC | 600,778 | 1,040 | 40,210 |
| INTERNATIONAL SPEEDW | 349,021 | 6,426 | 18,178 |
| FIRST BANCORP P R | 344,308 | | 44,750 |
| NEUROCRINE BIOSCIENC | 299,946 | | 61,600 |
| KRISPY KREME DOUGHNU | 443,843 | 700 | 28,920 |
| SCHOLASTIC CORP | 300,210 | 900 | 29,650 |
| E TRADE GROUP INC | 3,112,768 | 7,680 | 198,984 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investm Sole S |
|----------------------|----------------|--------------|-------------------|-----------------|----------------|
| ----- | ----- | ----- | ----- | ----- | ----- |
| CULLEN FROST BANKERS | COM | 22989910 | 14,748,292.00 | 431,868 | 430,608 |
| CARRAMERICA RLTY COR | COM | 14441810 | 14,737,613.00 | 585,523 | 585,423 |
| SENSIENT TECHNOLOGIE | COM | 81725T10 | 14,733,822.00 | 697,294 | 696,994 |
| BJS WHOLESALE CLUB I | COM | 05548J10 | 14,708,303.00 | 773,714 | 755,181 |
| POST PPTYS INC | COM | 73746410 | 14,702,030.00 | 565,898 | 565,798 |
| STERICYCLE INC | COM | 85891210 | 14,612,634.00 | 430,797 | 430,497 |
| BOB EVANS FARMS INC | COM | 09676110 | 14,608,371.00 | 616,387 | 616,387 |
| ITT EDUCATIONAL SERV | COM | 45068B10 | 14,593,449.00 | 777,488 | 777,288 |
| CREE INC | COM | 22544710 | 14,578,687.00 | 1,166,295 | 1,156,685 |

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|-----------------------------------|-----------|----------|----------------|-----------|-----------|
| AIRBORNE INC | COM | 00926910 | 14,556,148.00 | 1,283,611 | 1,282,111 |
| CYTEC INDS INC | COM | 23282010 | 14,530,614.00 | 661,987 | 660,977 |
| HISPANIC BROADCASTIN | CL A | 43357B10 | 14,524,993.00 | 778,820 | 772,610 |
| LEUCADIA NATL CORP | COM | 52728810 | 14,498,688.00 | 426,432 | 426,232 |
| CAMBREX CORP | COM | 13201110 | 14,497,764.00 | 393,961 | 365,471 |
| PEP BOYS MANNY MOE & ENERGEN CORP | COM | 71327810 | 14,436,441.00 | 1,178,485 | 1,178,485 |
| VISHAY INTERTECHNOLO | COM | 29265N10 | 14,435,254.00 | 570,338 | 569,538 |
| ZEBRA TECHNOLOGIES C | COM | 92829810 | 14,415,922.00 | 1,638,173 | 1,635,127 |
| HEALTH CARE REIT INC | CL A | 98920710 | 14,389,533.00 | 273,098 | 272,128 |
| ROSLYN BANCORP INC | COM | 42217K10 | 14,384,841.00 | 525,954 | 525,954 |
| NOVARTIS A G | COM | 77816210 | 14,361,561.00 | 824,903 | 821,513 |
| FIRST AMERN CORP CAL | SPONSORED | 66987V10 | 14,349,721.00 | 361,181 | 125,530 |
| WOLVERINE WORLD WIDE | COM | 31852230 | 14,345,986.00 | 702,202 | 701,102 |
| DONALDSON INC | COM | 97809710 | 14,343,000.00 | 956,200 | 948,484 |
| MILLER HERMAN INC | COM | 25765110 | 14,195,763.00 | 413,509 | 407,584 |
| FIRST MIDWEST BANCOR | COM | 60054410 | 14,165,038.00 | 797,581 | 794,991 |
| LANDSTAR SYS INC | COM | 32086710 | 14,097,578.00 | 524,854 | 524,829 |
| FIRST INDUSTRIAL REA | COM | 51509810 | 14,085,078.00 | 287,304 | 287,304 |
| POLARIS INDS INC | COM | 32054K10 | 14,063,478.00 | 453,807 | 453,707 |
| TRIZEC PROPERTIES IN | COM | 73106810 | 14,063,478.00 | 453,807 | 453,707 |
| IKON OFFICE SOLUTION | COM | 89687P10 | 13,995,012.00 | 225,726 | 224,586 |
| SICOR INC | COM | 45171310 | 13,985,208.00 | 1,232,177 | 1,232,177 |
| AUTOLIV INC | COM | 82584610 | 13,923,340.00 | 915,407 | 914,147 |
| ARBITRON INC | COM | 05280010 | 13,921,484.00 | 660,412 | 634,944 |
| WASHINGTON FED INC | COM | 03875Q10 | 13,875,221.00 | 406,898 | 405,079 |
| SAKS INC | COM | 93882410 | 13,842,463.00 | 620,321 | 614,221 |
| ALEXANDER & BALDWIN | COM | 79377W10 | 13,841,126.00 | 1,314,447 | 1,308,617 |
| OHIO CAS CORP | COM | 01448210 | 13,827,017.00 | 621,439 | 621,339 |
| RECKSON ASSOCS RLTY | COM | 67724010 | 13,733,596.00 | 843,587 | 839,137 |
| HARTE-HANKS INC | COM | 75621K10 | 13,724,184.00 | 602,731 | 602,731 |
| Page Total | | 41619610 | 13,705,892.00 | 736,480 | 735,880 |
| | | | 571,033,619.00 | | |

| Name of Issuer | Voting Authority | | |
|-----------------------------------|------------------|--------|---------|
| | Sole | Shared | None |
| CULLEN FROST BANKERS | 395,781 | 1,000 | 35,087 |
| CARRAMERICA RLTY COR | 522,115 | 900 | 62,508 |
| SENSIENT TECHNOLOGIE | 604,930 | | 92,364 |
| BJS WHOLESALE CLUB I | 714,840 | 11,180 | 47,694 |
| POST PPTYS INC | 478,249 | | 87,649 |
| STERICYCLE INC | 361,247 | | 69,550 |
| BOB EVANS FARMS INC | 522,439 | | 93,948 |
| ITT EDUCATIONAL SERV | 682,821 | 200 | 94,467 |
| CREE INC | 1,010,775 | 120 | 155,400 |
| AIRBORNE INC | 1,167,961 | | 115,650 |
| CYTEC INDS INC | 582,217 | | 79,770 |
| HISPANIC BROADCASTIN | 738,018 | 1,300 | 39,502 |
| LEUCADIA NATL CORP | 399,940 | 800 | 25,692 |
| CAMBREX CORP | 341,256 | 4,405 | 48,300 |
| PEP BOYS MANNY MOE & ENERGEN CORP | 1,066,435 | | 112,050 |
| VISHAY INTERTECHNOLO | 488,288 | 300 | 81,750 |
| ZEBRA TECHNOLOGIES C | 1,497,977 | 4,094 | 136,102 |
| HEALTH CARE REIT INC | 254,698 | 700 | 17,700 |
| ROSLYN BANCORP INC | 436,177 | | 89,777 |
| NOVARTIS A G | 773,243 | 1,250 | 50,410 |
| FIRST AMERN CORP CAL | 356,526 | | 4,655 |
| | 648,482 | 1,360 | 52,360 |

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|----------------------|-----------|-------|---------|
| WOLVERINE WORLD WIDE | 866,350 | | 89,850 |
| DONALDSON INC | 374,009 | 700 | 38,800 |
| MILLER HERMAN INC | 724,331 | 1,600 | 71,650 |
| FIRST MIDWEST BANCOR | 488,529 | 1,100 | 35,225 |
| LANDSTAR SYS INC | 253,654 | | 33,650 |
| FIRST INDUSTRIAL REA | 405,611 | 900 | 47,296 |
| POLARIS INDS INC | 187,046 | 680 | 38,000 |
| TRIZEC PROPERTIES IN | 1,057,005 | 1,600 | 173,572 |
| IKON OFFICE SOLUTION | 1,618,700 | 9,300 | 143,380 |
| SICOR INC | 864,331 | 1,300 | 49,776 |
| AUTOLIV INC | 575,114 | 9,998 | 75,300 |
| ARBITRON INC | 337,644 | | 69,254 |
| WASHINGTON FED INC | 572,940 | 6,500 | 40,881 |
| SAKS INC | 1,229,757 | 2,720 | 81,970 |
| ALEXANDER & BALDWIN | 534,418 | | 87,021 |
| OHIO CAS CORP | 731,803 | | 111,784 |
| RECKSON ASSOCS RLTY | 540,324 | 1,200 | 61,207 |
| HARTE-HANKS INC | 688,266 | 1,650 | 46,564 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investm Sole S |
|----------------------|----------------|--------------|-------------------|-----------------|----------------|
| REALTY INCOME CORP | COM | 75610910 | 13,642,515.00 | 399,488 | 399,388 |
| SANDISK CORP | COM | 80004C10 | 13,631,240.00 | 1,039,759 | 1,035,799 |
| SUN COMMUNITIES INC | COM | 86667410 | 13,610,525.00 | 370,859 | 333,084 |
| HARLAND JOHN H CO | COM | 41269310 | 13,609,643.00 | 501,276 | 501,156 |
| HUMAN GENOME SCIENCE | COM | 44490310 | 13,584,022.00 | 1,126,370 | 1,124,345 |
| ANDREW CORP | COM | 03442510 | 13,574,573.00 | 2,072,454 | 2,065,624 |
| ETHAN ALLEN INTERIOR | COM | 29760210 | 13,565,991.00 | 419,221 | 417,045 |
| RAYONIER INC | COM | 75490710 | 13,525,781.00 | 322,734 | 322,134 |
| PROTEIN DESIGN LABS | COM | 74369L10 | 13,524,941.00 | 1,629,511 | 1,627,271 |
| PROVIDENT BANKSHARES | COM | 74385910 | 13,479,968.00 | 624,651 | 624,651 |
| CORPORATE EXECUTIVE | COM | 21988R10 | 13,429,206.00 | 470,375 | 468,175 |
| HIGHWOODS PPTYS INC | COM | 43128410 | 13,428,651.00 | 573,874 | 573,574 |
| BENCHMARK ELECTRS IN | COM | 08160H10 | 13,425,353.00 | 637,784 | 622,729 |
| HUGHES SUPPLY INC | COM | 44448210 | 13,380,767.00 | 459,189 | 459,168 |
| WESTAMERICA BANCORPO | COM | 95709010 | 13,323,214.00 | 330,765 | 330,675 |
| VERTEX PHARMACEUTICA | COM | 92532F10 | 13,304,867.00 | 719,571 | 716,351 |
| LEVEL 3 COMMUNICATIO | COM | 52729N10 | 13,290,741.00 | 3,416,643 | 3,394,863 |
| PAPA JOHNS INTL INC | COM | 69881310 | 13,285,930.00 | 456,091 | 453,316 |
| OLIN CORP | COM PAR \$1 | 68066520 | 13,252,976.00 | 809,095 | 808,995 |
| SYBASE INC | COM | 87113010 | 13,203,259.00 | 1,136,253 | 1,130,978 |
| CYTYC CORP | COM | 23294610 | 13,166,722.00 | 1,228,239 | 1,218,269 |
| F M C CORP | COM NEW | 30249130 | 13,145,968.00 | 509,139 | 508,299 |
| STORAGE TECHNOLOGY C | COM PAR \$0 | 86211120 | 13,139,496.00 | 1,250,190 | 1,245,510 |
| WALLACE COMPUTER SER | COM | 93227010 | 13,092,169.00 | 741,766 | 741,166 |
| KT CORP | SPONSORED | 48268K10 | 13,071,627.00 | 589,343 | 589,343 |
| FEDERAL SIGNAL CORP | COM | 31385510 | 13,060,240.00 | 709,025 | 696,705 |
| GRACO INC | COM | 38410910 | 13,054,744.00 | 526,401 | 521,549 |
| SUSQUEHANNA BANCSHAR | COM | 86909910 | 13,038,885.00 | 602,258 | 601,598 |
| CHURCH & DWIGHT INC | COM | 17134010 | 13,024,104.00 | 392,884 | 392,784 |

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|----------------------|-----|----------|----------------|-----------|-----------|
| FLOWERS FOODS INC | COM | 34349810 | 12,958,350.00 | 570,099 | 295,964 |
| FERRO CORP | COM | 31540510 | 12,904,768.00 | 558,648 | 558,068 |
| BORDERS GROUP INC | COM | 09970910 | 12,896,607.00 | 816,241 | 814,301 |
| SERVICE CORP INTL | COM | 81756510 | 12,879,254.00 | 3,679,787 | 3,654,973 |
| PARAMETRIC TECHNOLOG | COM | 69917310 | 12,847,168.00 | 7,137,316 | 7,125,216 |
| WASTE CONNECTIONS IN | COM | 94105310 | 12,815,244.00 | 368,360 | 368,260 |
| AMYLIN PHARMACEUTICA | COM | 03234610 | 12,811,360.00 | 770,840 | 770,640 |
| POTLATCH CORP | COM | 73762810 | 12,809,377.00 | 446,631 | 444,879 |
| FLIR SYS INC | COM | 30244510 | 12,770,230.00 | 364,968 | 364,968 |
| EAST WEST BANCORP IN | COM | 27579R10 | 12,767,289.00 | 378,178 | 378,178 |
| IMC GLOBAL INC | COM | 44966910 | 12,752,756.00 | 1,058,320 | 1,055,005 |
| Page Total | | | 528,080,521.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|---------|
| | Sole | Shared | None |
| REALTY INCOME CORP | 324,732 | | 74,756 |
| SANDISK CORP | 904,299 | 460 | 135,000 |
| SUN COMMUNITIES INC | 324,111 | | 46,748 |
| HARLAND JOHN H CO | 433,126 | | 68,150 |
| HUMAN GENOME SCIENCE | 957,505 | 2,200 | 166,665 |
| ANDREW CORP | 1,805,459 | 31,737 | 235,258 |
| ETHAN ALLEN INTERIOR | 398,399 | 800 | 20,022 |
| RAYONIER INC | 303,334 | 700 | 18,700 |
| PROTEIN DESIGN LABS | 1,452,661 | | 176,850 |
| PROVIDENT BANKSHARES | 564,566 | | 60,085 |
| CORPORATE EXECUTIVE | 383,843 | | 86,532 |
| HIGHWOODS PPTYS INC | 508,751 | 1,200 | 63,923 |
| BENCHMARK ELECTRS IN | 588,734 | | 49,050 |
| HUGHES SUPPLY INC | 407,312 | | 51,877 |
| WESTAMERICA BANCORPO | 306,265 | 600 | 23,900 |
| VERTEX PHARMACEUTICA | 664,617 | 2,400 | 52,554 |
| LEVEL 3 COMMUNICATIO | 2,782,280 | 9,520 | 624,843 |
| PAPA JOHNS INTL INC | 418,772 | | 37,319 |
| OLIN CORP | 707,189 | | 101,906 |
| SYBASE INC | 1,064,818 | 2,600 | 68,835 |
| CYTYC CORP | 1,134,943 | 2,900 | 90,396 |
| F M C CORP | 450,134 | 200 | 58,805 |
| STORAGE TECHNOLOGY C | 1,177,096 | 2,200 | 70,894 |
| WALLACE COMPUTER SER | 657,316 | | 84,450 |
| KT CORP | 429,427 | 104,245 | 55,671 |
| FEDERAL SIGNAL CORP | 605,160 | 200 | 103,665 |
| GRACO INC | 480,048 | 1,610 | 44,743 |
| SUSQUEHANNA BANCShar | 522,049 | 660 | 79,549 |
| CHURCH & DWIGHT INC | 356,144 | 800 | 35,940 |
| FLOWERS FOODS INC | 259,790 | 271,329 | 38,980 |
| FERRO CORP | 480,073 | | 78,575 |
| BORDERS GROUP INC | 758,021 | 1,700 | 56,520 |
| SERVICE CORP INTL | 3,083,267 | 1,220 | 595,300 |
| PARAMETRIC TECHNOLOG | 6,234,421 | 64,580 | 838,315 |
| WASTE CONNECTIONS IN | 312,990 | 100 | 55,270 |
| AMYLIN PHARMACEUTICA | 631,240 | 100 | 139,500 |
| POTLATCH CORP | 380,645 | 1,352 | 64,634 |
| FLIR SYS INC | 333,568 | | 31,400 |
| EAST WEST BANCORP IN | 315,470 | | 62,708 |
| IMC GLOBAL INC | 978,080 | 3,520 | 76,720 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| UICI | COM | 90273710 | 12,728,132.00 | 782,788 | 782,668 | | 1 |
| PANAMSAT CORP NEW | COM | 69793310 | 12,711,911.00 | 732,675 | 731,075 | 1,600 | |
| VARIAN SEMICONDUCTOR | COM | 92220710 | 12,708,859.00 | 773,045 | 771,105 | 1,440 | 5 |
| PACKAGING CORP AMER | COM | 69515610 | 12,706,604.00 | 725,677 | 725,397 | 280 | |
| INVACARE CORP | COM | 46120310 | 12,693,872.00 | 370,624 | 370,164 | 460 | |
| LINENS N THINGS INC | COM | 53567910 | 12,692,788.00 | 690,952 | 636,252 | 41,790 | 12,9 |
| PROVINCE HEALTHCARE | COM | 74397710 | 12,690,605.00 | 739,977 | 704,100 | 29,547 | 6,3 |
| COMMERCE GROUP INC M | COM | 20064110 | 12,686,155.00 | 392,032 | 355,532 | 36,500 | |
| ALLEGHENY TECHNOLOGI | COM | 01741R10 | 12,661,115.00 | 1,829,641 | 1,823,271 | 6,370 | |
| CLARCOR INC | COM | 17989510 | 12,602,534.00 | 410,506 | 409,966 | 100 | 4 |
| CHICOS FAS INC | COM | 16861510 | 12,589,861.00 | 790,324 | 725,915 | 51,639 | 12,7 |
| RUDDICK CORP | COM | 78125810 | 12,581,239.00 | 828,258 | 828,058 | 100 | 1 |
| PHARMACEUTICAL RES I | COM | 71712510 | 12,578,828.00 | 449,565 | 447,565 | 1,900 | 1 |
| PACIFICARE HEALTH SY | COM | 69511210 | 12,522,445.00 | 542,332 | 542,272 | 60 | |
| BROWN & BROWN INC | COM | 11523610 | 12,521,610.00 | 417,387 | 417,387 | | |
| CATALINA MARKETING C | COM | 14886710 | 12,497,930.00 | 445,083 | 442,683 | 500 | 1,9 |
| HARMAN INTL INDS INC | COM | 41308610 | 12,491,001.00 | 241,372 | 240,652 | 620 | 1 |
| UNIVERSAL CORP VA | COM | 91345610 | 12,447,149.00 | 354,923 | 353,673 | 1,250 | |
| FMC TECHNOLOGIES INC | COM | 30249U10 | 12,441,735.00 | 742,347 | 741,142 | 1,120 | |
| RUBY TUESDAY INC | COM | 78118210 | 12,393,053.00 | 659,907 | 605,718 | 54,189 | |
| NORTHWEST NAT GAS CO | COM | 66765510 | 12,384,018.00 | 421,799 | 421,199 | 600 | |
| IDEX CORP | COM | 45167R10 | 12,340,965.00 | 432,258 | 415,858 | 11,230 | 5,1 |
| INTERNATIONAL RECTIF | COM | 46025410 | 12,257,217.00 | 784,713 | 776,888 | 7,265 | 5 |
| ACXIOM CORP | COM | 00512510 | 12,226,619.00 | 862,244 | 857,744 | 4,100 | 4 |
| SONIC CORP | COM | 83545110 | 12,222,371.00 | 529,107 | 529,107 | | |
| LAFARGE NORTH AMERIC | COM | 50586210 | 12,219,488.00 | 421,798 | 420,138 | 1,660 | |
| MARKEL CORP | COM | 57053510 | 12,164,520.00 | 61,073 | 60,503 | 570 | |
| SWIFT TRANSN CO | COM | 87075610 | 12,147,642.00 | 778,695 | 776,585 | 1,910 | 2 |
| MERISTAR HOSPITALITY | COM | 58984Y10 | 12,140,934.00 | 1,413,380 | 1,268,365 | 145,015 | |
| RESMED INC | COM | 76115210 | 12,125,542.00 | 423,970 | 423,510 | 360 | 1 |
| ENZON INC | COM | 29390410 | 12,098,419.00 | 628,816 | 582,261 | 45,555 | 1,0 |
| NEW JERSEY RES | COM | 64602510 | 12,085,584.00 | 367,343 | 363,274 | 300 | 3,7 |
| SOUTH FINL GROUP INC | COM | 83784110 | 12,063,037.00 | 571,979 | 570,962 | 1,017 | |
| ACCREDITO HEALTH INC | COM | 00437V10 | 12,062,324.00 | 252,985 | 251,655 | 1,230 | 1 |
| LONGS DRUG STORES CO | COM | 54316210 | 12,028,943.00 | 520,959 | 520,599 | 360 | |
| ATMOS ENERGY CORP | COM | 04956010 | 12,026,089.00 | 559,353 | 559,053 | 300 | |
| REGENCY CTRS CORP | COM | 75884910 | 12,010,733.00 | 387,443 | 387,443 | | |
| PEDIATRIX MED GROUP | COM | 70532410 | 11,979,153.00 | 386,549 | 386,549 | | |
| CLAYTON HOMES INC | COM | 18419010 | 11,931,219.00 | 1,086,632 | 1,083,762 | 1,950 | 9 |
| PACIFIC CAP BANCORP | COM | 69404P10 | 11,925,050.00 | 439,099 | 439,046 | 53 | |
| Page Total | | | 494,387,293.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | Other |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | |
| INTERNATIONAL BANCSH | COM | 45904410 | 11,875,061.00 | 305,350 | 304,999 | 351 | |
| ARCH COAL INC | COM | 03938010 | 11,848,773.00 | 715,938 | 715,338 | 159 | |
| BANCORPSOUTH INC | COM | 05969210 | 11,845,885.00 | 601,314 | 600,984 | 330 | |
| CORPORATE OFFICE PPT | SH BEN INT | 22002T10 | 11,843,553.00 | 874,063 | 702,628 | 171,435 | |
| WERNER ENTERPRISES I | COM | 95075510 | 11,774,172.00 | 640,597 | 639,971 | 26 | |
| NORTHWEST AIRLS CORP | CL A | 66728010 | 11,769,618.00 | 1,761,919 | 401,113 | 1,360,806 | |
| HUNT J B TRANS SVCS | COM | 44565810 | 11,753,145.00 | 499,072 | 499,032 | 40 | |
| EMULEX CORP | COM NEW | 29247520 | 11,746,623.00 | 1,043,217 | 948,468 | 68,094 | 26, |
| LAM RESEARCH CORP | COM | 51280710 | 11,746,576.00 | 1,319,840 | 1,316,290 | 3,050 | |
| INTEGRATED DEVICE TE | COM | 45811810 | 11,735,029.00 | 1,124,045 | 1,114,735 | 8,470 | |
| FULLER H B CO | COM | 35969410 | 11,734,137.00 | 441,133 | 440,333 | 600 | |
| AVAYA INC | COM | 05349910 | 11,685,429.00 | 8,171,629 | 8,131,876 | 35,913 | 3, |
| TRANSKARYOTIC THERAP | COM | 89373510 | 11,641,996.00 | 359,210 | 358,510 | 700 | |
| KANSAS CITY SOUTHERN | COM NEW | 48517030 | 11,591,396.00 | 934,790 | 891,183 | 3,430 | 40, |
| FURNITURE BRANDS INT | COM | 36092110 | 11,588,786.00 | 504,958 | 503,258 | 1,700 | |
| CERNER CORP | COM | 15678210 | 11,565,287.00 | 328,466 | 326,434 | 1,832 | |
| HUDSON UNITED BANCOR | COM | 44416510 | 11,554,268.00 | 434,371 | 432,646 | 1,725 | |
| JACK IN THE BOX INC | COM | 46636710 | 11,529,800.00 | 505,693 | 504,913 | 780 | |
| NATIONWIDE HEALTH PP | COM | 63862010 | 11,509,773.00 | 675,060 | 675,060 | | |
| APPLEBEES INTL INC | COM | 03789910 | 11,484,567.00 | 523,931 | 498,431 | 25,500 | |
| HERITAGE PPTY INVT T | COM | 42725M10 | 11,471,491.00 | 459,595 | 459,595 | | |
| IRON MTN INC PA | COM | 46284610 | 11,411,533.00 | 456,644 | 449,073 | 7,421 | |
| ADVANCED FIBRE COMMU | COM | 00754A10 | 11,408,816.00 | 859,745 | 856,925 | 2,520 | |
| BARNES & NOBLE INC | COM | 06777410 | 11,405,853.00 | 539,029 | 532,929 | 3,400 | 2, |
| INDYMAC BANCORP INC | COM | 45660710 | 11,379,127.00 | 590,510 | 590,450 | 60 | |
| OLD NATL BANCORP IND | COM | 68003310 | 11,376,557.00 | 457,625 | 452,585 | 5,040 | |
| DELTA & PINE LD CO | COM | 24735710 | 11,361,499.00 | 606,270 | 605,990 | 280 | |
| AMERICAN FINL GROUP | COM | 02593210 | 11,359,219.00 | 493,450 | 492,030 | 1,420 | |
| AMERUS GROUP CO | COM | 03072M10 | 11,305,628.00 | 398,647 | 398,607 | 40 | |
| VERISIGN INC | COM | 92343E10 | 11,297,743.00 | 2,237,177 | 2,223,089 | 13,855 | |
| 99 CENTS ONLY STORES | COM | 65440K10 | 11,268,562.00 | 544,375 | 544,255 | | |
| SANGSTAT MED CORP | COM | 80100310 | 11,222,262.00 | 537,980 | 537,980 | | |
| DYCOM INDS INC | COM | 26747510 | 11,166,131.00 | 1,219,010 | 1,215,990 | 3,020 | |
| USFREIGHTWAYS CORP | COM | 91690610 | 11,163,862.00 | 389,256 | 389,136 | 20 | |
| COMMUNITY HEALTH SYS | COM | 20366810 | 11,126,546.00 | 417,820 | 405,515 | 3,095 | 9, |
| WESTERN GAS RES INC | COM | 95825910 | 11,120,531.00 | 355,857 | 355,857 | | |
| BRANDYWINE RLTY TR | SH BEN INT | 10536820 | 11,114,714.00 | 492,892 | 492,872 | 20 | |
| FOOT LOCKER INC | COM | 34484910 | 11,103,835.00 | 1,111,495 | 1,102,495 | 6,920 | 2, |
| GATX CORP | COM | 36144810 | 11,084,792.00 | 559,838 | 526,143 | 24,085 | 9, |
| TEXAS REGL BANCSHARE | CL A VTG | 88267310 | 11,081,104.00 | 330,878 | 330,878 | | |
| Page Total | | | 459,053,679.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | Other |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | |
| MONY GROUP INC | COM | 61533710 | 11,079,543.00 | 449,110 | 446,917 | | |

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|----------------------|------------|----------|----------------|------------|------------|
| BLACK HILLS CORP | COM | 09211310 | 11,062,525.00 | 422,395 | 421,455 |
| HARSCO CORP | COM | 41586410 | 11,018,747.00 | 405,250 | 405,050 |
| SKY FINL GROUP INC | COM | 83080P10 | 11,016,063.00 | 553,293 | 551,243 |
| NOKIA CORP | SPONSORED | 65490220 | 10,989,020.00 | 829,360 | 320,434 |
| PERRIGO CO | COM | 71429010 | 10,981,789.00 | 1,033,094 | 1,030,194 |
| FIRSTFED FINL CORP | COM | 33790710 | 10,969,422.00 | 425,997 | 425,897 |
| WEBMD CORP | COM | 94769M10 | 10,955,985.00 | 2,169,502 | 2,159,002 |
| KILROY RLTY CORP | COM | 49427F10 | 10,948,448.00 | 461,765 | 461,765 |
| CROWN CORK & SEAL IN | COM | 22825510 | 10,945,389.00 | 2,084,836 | 2,079,536 |
| GABLES RESIDENTIAL T | SH BEN INT | 36241810 | 10,939,855.00 | 409,579 | 409,479 |
| DORAL FINL CORP | COM | 25811P10 | 10,936,095.00 | 453,028 | 453,028 |
| BERKLEY W R CORP | COM | 08442310 | 10,900,604.00 | 320,606 | 320,606 |
| COLONIAL PPTYS TR | COM SH BEN | 19587210 | 10,876,105.00 | 300,611 | 300,611 |
| WPP GROUP PLC | SPON ADR N | 92930930 | 10,869,238.00 | 318,746 | 173,734 |
| AGERE SYS INC | CL B | 00845V20 | 10,857,740.00 | 10,967,415 | 10,834,868 |
| MUELLER INDS INC | COM | 62475610 | 10,823,169.00 | 417,883 | 417,383 |
| CLECO CORP NEW | COM | 12561W10 | 10,804,004.00 | 802,079 | 797,369 |
| SIERRA PAC RES NEW | COM | 82642810 | 10,796,304.00 | 1,769,886 | 1,764,695 |
| KRONOS INC | COM | 50105210 | 10,791,314.00 | 438,137 | 437,377 |
| BROWN TOM INC | COM NEW | 11566020 | 10,746,397.00 | 469,275 | 468,815 |
| PLANTRONICS INC NEW | COM | 72749310 | 10,743,460.00 | 659,108 | 657,408 |
| MCCLATCHY CO | CL A | 57948910 | 10,690,264.00 | 175,394 | 172,894 |
| O REILLY AUTOMOTIVE | COM | 68609110 | 10,667,475.00 | 372,728 | 372,248 |
| WHITNEY HLDG CORP | COM | 96661210 | 10,628,104.00 | 331,300 | 331,260 |
| FAIRCHILD SEMICONduc | CL A | 30372610 | 10,620,197.00 | 1,121,457 | 1,119,357 |
| FELCOR LODGING TR IN | COM | 31430F10 | 10,616,337.00 | 827,462 | 827,462 |
| RYLAND GROUP INC | COM | 78376410 | 10,601,032.00 | 285,204 | 285,144 |
| IDACORP INC | COM | 45110710 | 10,596,128.00 | 435,517 | 430,122 |
| TEVA PHARMACEUTICAL | ADR | 88162420 | 10,577,357.00 | 157,871 | 157,871 |
| TECUMSEH PRODS CO | CL A | 87889520 | 10,558,898.00 | 251,642 | 251,042 |
| EVERGREEN RES INC | COM NO PAR | 29990030 | 10,553,210.00 | 257,521 | 257,521 |
| STONE ENERGY CORP | COM | 86164210 | 10,535,785.00 | 324,178 | 324,078 |
| LLOYDS TSB GROUP PLC | SPONSORED | 53943910 | 10,514,990.00 | 347,603 | 95,395 |
| INTERMUNE INC | COM | 45884X10 | 10,500,824.00 | 319,952 | 319,952 |
| CHATEAU CMNTYS INC | COM | 16172610 | 10,499,797.00 | 397,569 | 397,569 |
| CABLEVISION SYS CORP | CL A NY CA | 12686C10 | 10,497,677.00 | 1,158,684 | 1,145,730 |
| TOOTSIE ROLL INDS IN | COM | 89051610 | 10,493,834.00 | 353,090 | 351,639 |
| UCBH HOLDINGS INC | COM | 90262T30 | 10,492,708.00 | 267,058 | 262,558 |
| JEFFERIES GROUP INC | COM | 47231910 | 10,462,136.00 | 274,165 | 272,765 |
| Page Total | | | 430,157,969.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| MONEY GROUP INC | 419,556 | 800 | 28,754 |
| BLACK HILLS CORP | 354,859 | 100 | 67,436 |
| HARSCO CORP | 375,250 | 900 | 29,100 |
| SKY FINL GROUP INC | 506,467 | 1,200 | 45,626 |
| NOKIA CORP | 818,035 | | 11,325 |
| PERRIGO CO | 893,768 | | 139,326 |
| FIRSTFED FINL CORP | 382,207 | | 43,790 |
| WEBMD CORP | 1,968,786 | 5,400 | 195,316 |
| KILROY RLTY CORP | 392,323 | | 69,442 |
| CROWN CORK & SEAL IN | 1,696,453 | | 388,383 |
| GABLES RESIDENTIAL T | 329,058 | | 80,521 |
| DORAL FINL CORP | 409,178 | 1,050 | 42,800 |
| BERKLEY W R CORP | 295,166 | 700 | 24,740 |
| COLONIAL PPTYS TR | 249,919 | | 50,692 |

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| | | | |
|----------------------|-----------|--------|-----------|
| WPP GROUP PLC | 315,828 | | 2,918 |
| AGERE SYS INC | 9,413,908 | 41,353 | 1,512,154 |
| MUELLER INDS INC | 350,492 | 200 | 67,191 |
| CLECO CORP NEW | 677,999 | 1,400 | 122,680 |
| SIERRA PAC RES NEW | 1,550,986 | 680 | 218,220 |
| KRONOS INC | 398,737 | | 39,400 |
| BROWN TOM INC | 394,800 | 100 | 74,375 |
| PLANTRONICS INC NEW | 580,408 | 400 | 78,300 |
| MCCLATCHY CO | 160,230 | 400 | 14,764 |
| O REILLY AUTOMOTIVE | 342,868 | 1,260 | 28,600 |
| WHITNEY HLDG CORP | 303,300 | 900 | 27,100 |
| FAIRCHILD SEMICONDC | 1,041,857 | 2,300 | 77,300 |
| FELCOR LODGING TR IN | 704,757 | | 122,705 |
| RYLAND GROUP INC | 263,954 | 1,000 | 20,250 |
| IDACORP INC | 396,576 | 4,425 | 34,516 |
| TEVA PHARMACEUTICAL | 70,349 | 51,904 | 35,618 |
| TECUMSEH PRODS CO | 218,492 | 100 | 33,050 |
| EVERGREEN RES INC | 213,556 | | 43,965 |
| STONE ENERGY CORP | 272,899 | 100 | 51,179 |
| LLOYDS TSB GROUP PLC | 342,353 | | 5,250 |
| INTERMUNE INC | 262,402 | | 57,550 |
| CHATEAU CMNTYS INC | 324,165 | | 73,404 |
| CABLEVISION SYS CORP | 965,719 | 7,339 | 185,626 |
| TOOTSIE ROLL INDS IN | 326,269 | 668 | 26,153 |
| UCBH HOLDINGS INC | 217,849 | | 49,209 |
| JEFFERIES GROUP INC | 231,015 | | 43,150 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Share Defi |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------------|
| CH ENERGY GROUP INC | COM | 12541M10 | 10,458,021.00 | 222,843 | 221,857 | |
| WEIGHT WATCHERS INTL | COM | 94862610 | 10,445,424.00 | 240,900 | 240,800 | |
| COUSINS PPTYS INC | COM | 22279510 | 10,408,328.00 | 452,536 | 452,536 | |
| OM GROUP INC | COM | 67087210 | 10,385,248.00 | 242,646 | 237,490 | 1 |
| TOO INC | COM | 89033310 | 10,380,202.00 | 445,885 | 445,296 | |
| NEIMAN MARCUS GROUP | CL A | 64020420 | 10,356,963.00 | 394,551 | 391,909 | 2 |
| INTERGRAPH CORP | COM | 45868310 | 10,356,557.00 | 606,001 | 605,301 | |
| BRADY CORP | CL A | 10467410 | 10,325,026.00 | 320,653 | 317,213 | 3 |
| HENRY JACK & ASSOC I | COM | 42628110 | 10,321,026.00 | 830,332 | 828,692 | 1 |
| UNIT CORP | COM | 90921810 | 10,309,977.00 | 538,380 | 537,922 | |
| ANDRX GROUP | COM | 03455310 | 10,309,296.00 | 465,431 | 463,731 | 1 |
| STERLING BANCSHARES | COM | 85890710 | 10,267,360.00 | 785,567 | 785,567 | |
| EARTHLINK INC | COM | 27032110 | 10,254,519.00 | 1,920,322 | 1,910,502 | 6 |
| P F CHANGS CHINA BIS | COM | 69333Y10 | 10,238,242.00 | 352,678 | 292,158 | 35 |
| AMERICAN EAGLE OUTFI | COM | 02553E10 | 10,222,297.00 | 847,620 | 844,210 | 3 |
| TRUSTCO BK CORP N Y | COM | 89834910 | 10,197,477.00 | 964,027 | 963,912 | |
| SEACOR SMIT INC | COM | 81190410 | 10,192,081.00 | 248,648 | 248,158 | |
| EMCOR GROUP INC | COM | 29084Q10 | 10,189,295.00 | 205,016 | 205,016 | |
| LABRANCHE & CO INC | COM | 50544710 | 10,169,509.00 | 502,198 | 500,878 | 1 |
| CHARMING SHOPPES INC | COM | 16113310 | 10,168,098.00 | 1,506,385 | 1,506,385 | |
| STANDARD PAC CORP NE | COM | 85375C10 | 10,137,170.00 | 433,583 | 433,343 | |

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|----------------------|-------------|----------|----------------|-----------|-----------|----|
| EXTENDED STAY AMER I | COM | 30224P10 | 10,105,034.00 | 795,672 | 790,692 | 4 |
| G & K SVCS INC | CL A | 36126810 | 10,078,600.00 | 297,743 | 297,548 | |
| REPUBLIC BANCORP INC | COM | 76028210 | 10,074,779.00 | 774,983 | 774,553 | |
| CAL DIVE INTL INC | COM | 12791410 | 10,074,162.00 | 499,537 | 494,337 | 5 |
| J D EDWARDS & CO | COM | 28166710 | 10,038,858.00 | 1,085,282 | 1,082,082 | 3 |
| PS BUSINESS PKS INC | COM | 69360J10 | 9,963,938.00 | 293,057 | 292,977 | |
| PHILADELPHIA SUBN CO | COM PAR \$0 | 71800960 | 9,960,560.00 | 490,668 | 488,613 | |
| GLOBAL PMTS INC | COM | 37940X10 | 9,913,984.00 | 387,265 | 386,645 | |
| KIRBY CORP | COM | 49726610 | 9,911,201.00 | 438,161 | 438,141 | |
| ADVANCED AUTO PARTS | COM | 00751Y10 | 9,898,559.00 | 187,686 | 187,686 | |
| SOUTHWEST GAS CORP | COM | 84489510 | 9,890,948.00 | 444,537 | 442,637 | 1 |
| LNR PPTY CORP | COM | 50194010 | 9,879,604.00 | 296,240 | 296,240 | |
| MOVIE GALLERY INC | COM | 62458110 | 9,869,090.00 | 657,501 | 657,501 | |
| ICOS CORP | COM | 44929510 | 9,854,495.00 | 469,933 | 442,123 | 22 |
| HUDSON CITY BANCORP | COM | 44368310 | 9,851,723.00 | 607,007 | 604,087 | 2 |
| AMERICAN CAPITAL STR | COM | 02493710 | 9,850,851.00 | 522,869 | 522,369 | |
| MANITOWOC INC | COM | 56357110 | 9,824,967.00 | 359,231 | 358,871 | |
| R H DONNELLEY CORP | COM NEW | 74955W30 | 9,814,610.00 | 377,485 | 376,916 | |
| VENTAS INC | COM | 92276F10 | 9,809,401.00 | 731,499 | 731,379 | |
| Page Total | | | 404,757,480.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| CH ENERGY GROUP INC | 185,837 | 100 | 36,906 |
| WEIGHT WATCHERS INTL | 213,600 | 600 | 26,700 |
| COUSINS PPTYS INC | 401,541 | 100 | 50,895 |
| OM GROUP INC | 218,781 | 4,135 | 19,730 |
| TOO INC | 384,207 | 28 | 61,650 |
| NEIMAN MARCUS GROUP | 369,753 | 1,100 | 23,698 |
| INTERGRAPH CORP | 491,651 | | 114,350 |
| BRADY CORP | 274,303 | 100 | 46,250 |
| HENRY JACK & ASSOC I | 780,538 | 1,900 | 47,894 |
| UNIT CORP | 461,372 | 458 | 76,550 |
| ANDRX GROUP | 422,423 | 1,400 | 41,608 |
| STERLING BANCSHARES | 698,867 | | 86,700 |
| EARTHLINK INC | 1,663,642 | 3,330 | 253,350 |
| P F CHANGS CHINA BIS | 292,543 | 25,135 | 35,000 |
| AMERICAN EAGLE OUTFI | 809,394 | 1,290 | 36,936 |
| TRUSTCO BK CORP N Y | 800,682 | | 163,345 |
| SEACOR SMIT INC | 210,398 | | 38,250 |
| EMCOR GROUP INC | 175,750 | | 29,266 |
| LABRANCHE & CO INC | 467,900 | 1,300 | 32,998 |
| CHARMING SHOPPES INC | 1,198,335 | | 308,050 |
| STANDARD PAC CORP NE | 363,443 | | 70,140 |
| EXTENDED STAY AMER I | 748,652 | 1,480 | 45,540 |
| G & K SVCS INC | 248,673 | 120 | 48,950 |
| REPUBLIC BANCORP INC | 679,043 | | 95,940 |
| CAL DIVE INTL INC | 417,887 | | 81,650 |
| J D EDWARDS & CO | 1,010,182 | 2,400 | 72,700 |
| PS BUSINESS PKS INC | 246,390 | | 46,667 |
| PHILADELPHIA SUBN CO | 451,504 | 2,418 | 36,746 |
| GLOBAL PMTS INC | 361,265 | 960 | 25,040 |
| KIRBY CORP | 398,261 | | 39,900 |
| ADVANCED AUTO PARTS | 123,646 | | 64,040 |
| SOUTHWEST GAS CORP | 369,537 | | 75,000 |
| LNR PPTY CORP | 239,039 | | 57,201 |
| MOVIE GALLERY INC | 621,601 | | 35,900 |

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| | | | |
|----------------------|---------|-------|---------|
| ICOS CORP | 422,413 | 6,700 | 40,820 |
| HUDSON CITY BANCORP | 550,071 | 1,800 | 55,136 |
| AMERICAN CAPITAL STR | 439,846 | 500 | 82,523 |
| MANITOWOC INC | 303,281 | 100 | 55,850 |
| R H DONNELLEY CORP | 310,255 | | 67,230 |
| VENTAS INC | 617,249 | | 114,250 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investmen Sha Def |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|-------------------|
| MAF BANCORP INC | COM | 55261R10 | 9,799,965.00 | 317,151 | 316,711 | |
| ENCANA CORP | COM | 29250510 | 9,784,938.00 | 325,081 | 44,321 | 28 |
| BLACK BOX CORP DEL | COM | 09182610 | 9,690,681.00 | 291,888 | 291,368 | |
| CABOT OIL & GAS CORP | COM | 12709710 | 9,682,761.00 | 450,361 | 403,508 | |
| TORO CO | COM | 89109210 | 9,680,512.00 | 172,098 | 171,798 | |
| PSS WORLD MED INC | COM | 69366A10 | 9,653,226.00 | 1,451,613 | 1,451,453 | |
| ISTAR FINL INC | COM | 45031U10 | 9,643,260.00 | 345,389 | 345,389 | |
| M D C HLDGS INC | COM | 55267610 | 9,637,888.00 | 273,028 | 272,917 | |
| DIAMOND OFFSHORE DRI | COM | 25271C10 | 9,569,077.00 | 479,653 | 477,143 | |
| UMB FINL CORP | COM | 90278810 | 9,557,148.00 | 244,804 | 240,699 | |
| KEY ENERGY SVCS INC | COM | 49291410 | 9,555,910.00 | 1,212,679 | 1,211,529 | |
| AFFILIATED MANAGERS | COM | 00825210 | 9,543,060.00 | 213,922 | 186,942 | 2 |
| WESTAR ENERGY INC | COM | 95709T10 | 9,542,573.00 | 948,566 | 940,426 | |
| PRIORITY HEALTHCARE | CLB | 74264T10 | 9,537,318.00 | 378,465 | 378,445 | |
| HARLEYSVILLE GROUP I | COM | 41282410 | 9,470,711.00 | 360,789 | 360,389 | |
| NORDSON CORP | COM | 65566310 | 9,468,912.00 | 398,859 | 398,499 | |
| EMMIS COMMUNICATIONS | CLA | 29152510 | 9,460,955.00 | 497,945 | 497,425 | |
| RAYMOND JAMES FINANC | COM | 75473010 | 9,442,773.00 | 348,828 | 346,983 | |
| NATIONAL INSTRS CORP | COM | 63651810 | 9,424,651.00 | 430,546 | 430,156 | |
| ANIXTER INTL INC | COM | 03529010 | 9,416,342.00 | 457,104 | 456,784 | |
| MITSUBISHI TOKYO FIN | SPONSORED | 60681610 | 9,392,983.00 | 1,279,698 | 345,856 | 93 |
| MERCURY COMPUTER SYS | COM | 58937810 | 9,375,052.00 | 397,248 | 397,208 | |
| BIO RAD LABS INC | CL A | 09057220 | 9,364,723.00 | 248,665 | 248,665 | |
| PHOENIX COS INC NEW | COM | 71902E10 | 9,341,345.00 | 685,855 | 682,077 | |
| LINCOLN ELEC HLDGS I | COM | 53390010 | 9,336,936.00 | 421,894 | 421,814 | |
| SILICON VY BANCSHARE | COM | 82706410 | 9,332,967.00 | 551,268 | 547,864 | |
| IRT PPTY CO | COM | 45005810 | 9,285,249.00 | 790,234 | 790,234 | |
| RF MICRODEVICES INC | COM | 74994110 | 9,257,388.00 | 1,542,898 | 1,531,338 | 1 |
| FOREST OIL CORP | COM PAR \$0 | 34609170 | 9,243,826.00 | 362,503 | 361,473 | |
| ST MARY LD & EXPL CO | COM | 79222810 | 9,243,325.00 | 386,750 | 383,545 | |
| AMERICAN FINL HLDGS | COM | 02607510 | 9,240,139.00 | 303,852 | 303,437 | |
| DYNEGY INC NEW | CL A | 26816Q10 | 9,224,074.00 | 7,951,788 | 7,941,683 | |
| SHAW GROUP INC | COM | 82028010 | 9,207,223.00 | 648,396 | 646,776 | |
| GEORGIA GULF CORP | COM PAR \$0 | 37320020 | 9,195,363.00 | 402,071 | 401,971 | |
| NDCHHEALTH CORP | COM | 63948010 | 9,181,419.00 | 590,445 | 590,145 | |
| GLIMCHER RLTY TR | SH BEN INT | 37930210 | 9,175,347.00 | 489,613 | 489,593 | |
| GREY WOLF INC | COM | 39788810 | 9,130,161.00 | 2,536,156 | 2,299,196 | 23 |
| TOLL BROTHERS INC | COM | 88947810 | 9,113,777.00 | 419,217 | 418,917 | |
| TOWN & CTRY TR | SH BEN INT | 89208110 | 9,112,256.00 | 433,298 | 374,808 | 5 |
| CNA FINL CORP | COM | 12611710 | 9,107,850.00 | 364,314 | 363,484 | |
| Page Total | | | 376,424,064.00 | | | |

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| Name of Issuer | Voting Authority | | |
|-----------------------|------------------|---------|---------|
| | Sole | Shared | None |
| MAF BANCORP INC | 264,111 | 440 | 52,600 |
| ENCANA CORP | 318,534 | | 6,547 |
| BLACK BOX CORP DEL | 249,488 | | 42,400 |
| CABOT OIL & GAS CORP | 348,563 | 39,868 | 61,930 |
| TORO CO | 142,998 | | 29,100 |
| PSS WORLD MED INC | 1,321,163 | | 130,450 |
| ISTAR FINL INC | 314,795 | 1,000 | 29,594 |
| M D C HLDGS INC | 230,680 | 100 | 42,248 |
| DIAMOND OFFSHORE DRI | 420,148 | 1,340 | 58,165 |
| UMB FINL CORP | 210,959 | 105 | 33,740 |
| KEY ENERGY SVCS INC | 1,034,879 | | 177,800 |
| AFFILIATED MANAGERS | 190,832 | 7,090 | 16,000 |
| WESTAR ENERGY INC | 805,665 | | 142,901 |
| PRIORITY HEALTHCARE | 337,777 | | 40,688 |
| HARLEYSVILLE GROUP I | 299,939 | 400 | 60,450 |
| NORDSON CORP | 336,759 | | 62,100 |
| EMMIS COMMUNICATIONS | 460,265 | 800 | 36,880 |
| RAYMOND JAMES FINANC | 319,828 | 1,300 | 27,700 |
| NATIONAL INSTRS CORP | 410,408 | 1,040 | 19,098 |
| ANIXTER INTL INC | 384,254 | | 72,850 |
| MINITUBISHI TOKYO FIN | 1,261,248 | | 18,450 |
| MERCURY COMPUTER SYS | 343,918 | | 53,330 |
| BIO RAD LABS INC | 212,815 | | 35,850 |
| PHOENIX COS INC NEW | 610,783 | 4,272 | 70,800 |
| LINCOLN ELEC HLDGS I | 341,394 | | 80,500 |
| SILICON VY BANCSHARE | 514,818 | 1,800 | 34,650 |
| IRT PPTY CO | 669,809 | | 120,425 |
| RF MICRODEVICES INC | 1,427,242 | 3,200 | 112,456 |
| FOREST OIL CORP | 340,517 | 900 | 21,086 |
| ST MARY LD & EXPL CO | 329,350 | | 57,400 |
| AMERICAN FINL HLDGS | 238,387 | 415 | 65,050 |
| DYNEGY INC NEW | 6,968,566 | 119,569 | 863,653 |
| SHAW GROUP INC | 554,916 | 1,080 | 92,400 |
| GEORGIA GULF CORP | 336,921 | | 65,150 |
| NDCHEALTH CORP | 519,745 | | 70,700 |
| GLIMCHER RLTY TR | 412,044 | | 77,569 |
| GREY WOLF INC | 2,231,656 | | 304,500 |
| TOLL BROTHERS INC | 387,917 | 1,300 | 30,000 |
| TOWN & CTRY TR | 398,312 | | 34,986 |
| CNA FINL CORP | 317,694 | 700 | 45,920 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------|----------------|--------------|-------------------|-----------------|------------|---|
| | | | | | Sole | S |
| ----- | | | | | | |

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|----------------------|-------------|----------|----------------|-----------|-----------|
| FIRST CTZNS BANCSHAR | CLA | 31946M10 | 9,083,792.00 | 88,122 | 88,122 |
| CYPRESS SEMICONDUCTO | COM | 23280610 | 9,083,651.00 | 1,384,703 | 1,382,443 |
| CELGENE CORP | COM | 15102010 | 9,072,617.00 | 538,754 | 537,354 |
| MPS GROUP INC | COM | 55340910 | 9,070,788.00 | 1,563,929 | 1,555,149 |
| FREDS INC | CLA | 35610810 | 9,062,291.00 | 303,513 | 303,363 |
| OCEANEERING INTL INC | COM | 67523210 | 9,056,713.00 | 355,863 | 355,863 |
| PINNACLE SYS INC | COM | 72348110 | 9,047,203.00 | 837,704 | 836,804 |
| TELEFONICA S A | SPONSORED | 87938220 | 9,043,254.00 | 404,801 | 114,287 |
| BANKATLANTIC BANCORP | CLA | 06590850 | 9,019,969.00 | 1,004,451 | 1,004,451 |
| GRANITE CONSTR INC | COM | 38732810 | 8,997,799.00 | 545,983 | 545,983 |
| GLENBOROUGH RLTY TR | COM | 37803P10 | 8,979,014.00 | 442,316 | 442,316 |
| ICN PHARMACEUTICALS | COM | 44892410 | 8,971,221.00 | 990,201 | 989,119 |
| KAYDON CORP | COM | 48658710 | 8,962,228.00 | 447,217 | 446,277 |
| MEDIA GEN INC | CLA | 58440410 | 8,962,109.00 | 176,246 | 175,686 |
| CHARTER MUN MTG ACCE | SH BEN INT | 16090810 | 8,935,313.00 | 507,112 | 501,592 |
| AVOCENT CORP | COM | 05389310 | 8,915,214.00 | 666,309 | 664,509 |
| INTERNET SEC SYS INC | COM | 46060X10 | 8,895,705.00 | 722,054 | 695,129 |
| MODINE MFG CO | COM | 60782810 | 8,881,160.00 | 466,938 | 466,418 |
| VINTAGE PETE INC | COM | 92746010 | 8,865,493.00 | 820,879 | 820,879 |
| CV THERAPEUTICS INC | COM | 12666710 | 8,853,461.00 | 423,408 | 391,523 |
| FTI CONSULTING INC | COM | 30294110 | 8,851,848.00 | 222,632 | 222,632 |
| BROOKLINE BANCORP IN | COM | 11373M10 | 8,849,807.00 | 753,111 | 753,111 |
| FIRST COMWLTH FINL C | COM | 31982910 | 8,842,891.00 | 713,712 | 713,712 |
| LENNOX INTL INC | COM | 52610710 | 8,837,587.00 | 667,996 | 667,796 |
| BEDFORD PPTY INVS IN | COM PAR \$0 | 07644630 | 8,831,991.00 | 356,704 | 356,704 |
| KELLWOOD CO | COM | 48804410 | 8,823,068.00 | 385,961 | 385,901 |
| NETBANK INC | COM | 64093310 | 8,812,314.00 | 846,524 | 842,524 |
| MENTOR CORP MINN | COM | 58718810 | 8,812,142.00 | 276,416 | 276,376 |
| FNB CORP PA | COM | 30252010 | 8,810,496.00 | 314,436 | 312,820 |
| LATTICE SEMICONDUCTO | COM | 51841510 | 8,805,734.00 | 1,415,713 | 1,403,513 |
| FINANCIAL FED CORP | COM | 31749210 | 8,797,543.00 | 276,218 | 276,098 |
| PRICE COMMUNICATIONS | COM NEW | 74143730 | 8,796,598.00 | 778,460 | 777,660 |
| SKYWORKS SOLUTIONS I | COM | 83088M10 | 8,788,281.00 | 1,940,018 | 1,925,397 |
| AZTAR CORP | COM | 05480210 | 8,773,064.00 | 664,123 | 664,103 |
| BEAZER HOMES USA INC | COM | 07556Q10 | 8,768,916.00 | 143,635 | 143,635 |
| PLAINS RES INC | COM PAR \$0 | 72654050 | 8,767,494.00 | 340,089 | 339,989 |
| EL PASO ELEC CO | COM NEW | 28367785 | 8,761,404.00 | 737,492 | 736,672 |
| HYPERION SOLUTIONS C | COM | 44914M10 | 8,736,471.00 | 476,102 | 476,102 |
| INTEGRATED CIRCUIT S | COM | 45811K20 | 8,733,627.00 | 556,282 | 554,522 |
| US ONCOLOGY INC | COM | 90338W10 | 8,733,237.00 | 1,076,848 | 1,075,448 |
| Page Total | | | 355,693,508.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| FIRST CTZNS BANCSHAR | 71,192 | | 16,930 |
| CYPRESS SEMICONDUCTO | 1,253,802 | 2,820 | 128,081 |
| CELGENE CORP | 486,916 | 1,800 | 50,038 |
| MPS GROUP INC | 1,394,179 | 300 | 169,450 |
| FREDS INC | 260,313 | 150 | 43,050 |
| OCEANEERING INTL INC | 304,773 | | 51,090 |
| PINNACLE SYS INC | 699,504 | | 138,200 |
| TELEFONICA S A | 397,474 | | 7,327 |
| BANKATLANTIC BANCORP | 883,401 | | 121,050 |
| GRANITE CONSTR INC | 474,208 | | 71,775 |
| GLENBOROUGH RLTY TR | 390,835 | | 51,481 |
| ICN PHARMACEUTICALS | 923,929 | 1,500 | 64,772 |

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|----------------------|-----------|-------|---------|
| KAYDON CORP | 385,517 | | 61,700 |
| MEDIA GEN INC | 160,196 | 400 | 15,650 |
| CHARTER MUN MTG ACCE | 417,542 | 2,020 | 87,550 |
| AVOCENT CORP | 570,059 | 200 | 96,050 |
| INTERNET SEC SYS INC | 639,955 | 100 | 81,999 |
| MODINE MFG CO | 390,442 | 100 | 76,396 |
| VINTAGE PETE INC | 738,879 | | 82,000 |
| CV THERAPEUTICS INC | 358,128 | 6,900 | 58,380 |
| FTI CONSULTING INC | 186,632 | | 36,000 |
| BROOKLINE BANCORP IN | 629,633 | | 123,478 |
| FIRST COMWLTH FINL C | 601,812 | | 111,900 |
| LENNOX INTL INC | 582,396 | | 85,600 |
| BEDFORD PPTY INVS IN | 301,606 | | 55,098 |
| KELLWOOD CO | 328,539 | | 57,422 |
| NETBANK INC | 731,424 | | 115,100 |
| MENTOR CORP MINN | 237,016 | | 39,400 |
| FNB CORP PA | 282,291 | 1,000 | 31,145 |
| LATTICE SEMICONDUCTO | 1,218,813 | 4,300 | 192,600 |
| FINANCIAL FED CORP | 246,998 | 120 | 29,100 |
| PRICE COMMUNICATIONS | 658,780 | 100 | 119,580 |
| SKYWORKS SOLUTIONS I | 1,627,263 | 4,960 | 307,795 |
| AZTAR CORP | 598,523 | | 65,600 |
| BEAZER HOMES USA INC | 119,973 | | 23,662 |
| PLAINS RES INC | 275,739 | 100 | 64,250 |
| EL PASO ELEC CO | 631,442 | | 106,050 |
| HYPERION SOLUTIONS C | 402,752 | | 73,350 |
| INTEGRATED CIRCUIT S | 521,372 | 1,100 | 33,810 |
| US ONCOLOGY INC | 917,098 | 100 | 159,650 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Sh D |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------|------|
| ALLEGHANY CORP DEL | COM | 01717510 | 8,711,504.00 | 45,971 | 43,831 | |
| GRANT PRIDECO INC | COM | 38821G10 | 8,705,872.00 | 1,019,423 | 1,015,818 | |
| SPINNAKER EXPL CO | COM | 84855W10 | 8,681,262.00 | 302,483 | 281,283 | |
| DIAGNOSTIC PRODS COR | COM | 25245010 | 8,674,128.00 | 188,568 | 188,468 | |
| GRUPO TELEVISIA SA DE | SP ADR REP | 40049J20 | 8,672,794.00 | 340,243 | 340,243 | |
| ARGOSY GAMING CO | COM | 04022810 | 8,669,994.00 | 377,613 | 377,513 | |
| ABM INDS INC | COM | 00095710 | 8,651,435.00 | 613,577 | 613,377 | |
| RALCORP HLDGS INC NE | COM | 75102810 | 8,622,092.00 | 405,364 | 405,264 | |
| W HLDG CO INC | COM | 92925110 | 8,595,935.00 | 527,358 | 527,178 | |
| TEREX CORP NEW | COM | 88077910 | 8,543,541.00 | 505,535 | 505,515 | |
| FACTSET RESH SYS INC | COM | 30307510 | 8,540,949.00 | 321,693 | 304,893 | |
| CARAUSTAR INDS INC | COM | 14090910 | 8,527,293.00 | 912,010 | 386,746 | |
| PACIFIC SUNWEAR CALI | COM | 69487310 | 8,521,718.00 | 418,552 | 415,892 | |
| CURTISS WRIGHT CORP | COM | 23156110 | 8,520,373.00 | 142,505 | 140,805 | |
| RIO TINTO PLC | SPONSORED | 76720410 | 8,499,517.00 | 129,172 | 77,956 | |
| DOWNEY FINL CORP | COM | 26101810 | 8,496,808.00 | 248,082 | 248,082 | |
| TIMBERLAND CO | CL A | 88710010 | 8,491,919.00 | 268,053 | 267,033 | |
| VERITAS DGC INC | COM | 92343P10 | 8,484,941.00 | 784,916 | 784,891 | |
| MACROVISION CORP | COM | 55590410 | 8,445,047.00 | 690,519 | 690,469 | |

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|----------------------|---------|----------|----------------|-----------|-----------|
| FLORIDA ROCK INDS IN | COM | 34114010 | 8,443,422.00 | 276,290 | 275,510 |
| SCHULMAN A INC | COM | 80819410 | 8,442,326.00 | 487,151 | 487,051 |
| IOMEGA CORP | COM NEW | 46203030 | 8,435,810.00 | 789,131 | 786,371 |
| AMERICREDIT CORP | COM | 03060R10 | 8,432,278.00 | 1,044,892 | 1,044,352 |
| ARKANSAS BEST CORP D | COM | 04079010 | 8,412,775.00 | 293,220 | 293,220 |
| CHECKFREE CORP NEW | COM | 16281310 | 8,410,150.00 | 739,029 | 734,804 |
| BIOSITE INC | COM | 09094510 | 8,389,184.00 | 289,382 | 288,382 |
| SOLUTIA INC | COM | 83437610 | 8,382,135.00 | 1,605,773 | 1,598,523 |
| MANUFACTURED HOME CM | COM | 56468210 | 8,381,698.00 | 262,914 | 262,914 |
| CREDENCE SYS CORP | COM | 22530210 | 8,380,515.00 | 967,727 | 967,517 |
| TRIQUINT SEMICONDUCT | COM | 89674K10 | 8,379,040.00 | 2,373,666 | 2,360,325 |
| OSI PHARMACEUTICALS | COM | 67104010 | 8,374,627.00 | 493,496 | 478,526 |
| AMERICAN MGMT SYS IN | COM | 02735210 | 8,373,373.00 | 657,767 | 655,667 |
| ADVO INC | COM | 00758510 | 8,369,649.00 | 263,611 | 263,611 |
| AQUILA INC | COM | 03840P10 | 8,350,088.00 | 2,036,607 | 2,003,552 |
| AXCELIS TECHNOLOGIES | COM | 05454010 | 8,342,023.00 | 1,709,431 | 1,591,842 |
| TECHNITROL INC | COM | 87855510 | 8,315,369.00 | 556,212 | 554,192 |
| DOUBLECLICK INC | COM | 25860930 | 8,304,327.00 | 1,615,628 | 1,610,658 |
| CONMED CORP | COM | 20741010 | 8,300,711.00 | 411,946 | 411,406 |
| HEARTLAND EXPRESS IN | COM | 42234710 | 8,289,582.00 | 442,347 | 442,347 |
| AMSURG CORP | COM | 03232P40 | 8,288,030.00 | 274,711 | 274,711 |
| Page Total | | | 338,854,234.00 | | |

| Name of Issuer | Voting Authority | | |
|-----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| ALLEGHANY CORP DEL | 39,990 | 1,732 | 4,249 |
| GRANT PRIDECO INC | 958,286 | 2,350 | 58,787 |
| SPINNAKER EXPL CO | 238,933 | 21,000 | 42,550 |
| DIAGNOSTIC PRODS COR | 173,268 | 600 | 14,700 |
| GRUPO TELEVISIA SA DE | 295,376 | 32,416 | 12,451 |
| ARGOSY GAMING CO | 324,203 | 100 | 53,310 |
| ABM INDS INC | 546,227 | | 67,350 |
| RALCORP HLDGS INC NE | 345,514 | | 59,850 |
| W HLDG CO INC | 441,983 | | 85,375 |
| TEREX CORP NEW | 420,185 | | 85,350 |
| FACTSET RESH SYS INC | 261,593 | 15,100 | 45,000 |
| CARAUSTAR INDS INC | 857,460 | | 54,550 |
| PACIFIC SUNWEAR CALI | 352,902 | 100 | 65,550 |
| CURTISS WRIGHT CORP | 116,704 | | 25,801 |
| RIO TINTO PLC | 128,282 | | 890 |
| DOWNEY FINL CORP | 231,892 | 500 | 15,690 |
| TIMBERLAND CO | 246,455 | 720 | 20,878 |
| VERITAS DGC INC | 714,366 | | 70,550 |
| MACROVISION CORP | 595,729 | 40 | 94,750 |
| FLORIDA ROCK INDS IN | 233,800 | 150 | 42,340 |
| SCHULMAN A INC | 409,301 | | 77,850 |
| IOMEGA CORP | 685,661 | | 103,470 |
| AMERICREDIT CORP | 985,846 | 1,800 | 57,246 |
| ARKANSAS BEST CORP D | 251,920 | | 41,300 |
| CHECKFREE CORP NEW | 687,997 | 1,600 | 49,432 |
| BIOSITE INC | 261,882 | | 27,500 |
| SOLUTIA INC | 1,401,233 | 400 | 204,140 |
| MANUFACTURED HOME CM | 212,572 | | 50,342 |
| CREDENCE SYS CORP | 839,407 | 200 | 128,120 |
| TRIQUINT SEMICONDUCT | 2,093,336 | 1,701 | 278,629 |
| OSI PHARMACEUTICALS | 411,296 | | 82,200 |
| AMERICAN MGMT SYS IN | 559,667 | | 98,100 |

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| | | | |
|----------------------|-----------|--------|---------|
| ADVO INC | 222,161 | | 41,450 |
| AQUILA INC | 1,884,897 | 11,560 | 140,150 |
| AXCELIS TECHNOLOGIES | 1,439,192 | 59,900 | 210,339 |
| TECHNITROL INC | 468,962 | 500 | 86,750 |
| DOUBLECLICK INC | 1,342,548 | 400 | 272,680 |
| CONMED CORP | 347,896 | | 64,050 |
| HEARTLAND EXPRESS IN | 378,402 | | 63,945 |
| AMSURG CORP | 231,161 | | 43,550 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------------|----------------|--------------|-------------------|-----------------|------------|------|
| | | | | | Sole | Sh D |
| JONES LANG LASALLE I | COM | 48020Q10 | 8,269,663.00 | 402,221 | 402,221 | |
| SYNCOR INTL CORP DEL | COM | 87157J10 | 8,247,967.00 | 256,866 | 256,866 | |
| HORACE MANN EDUCATOR | COM | 44032710 | 8,243,524.00 | 560,784 | 560,608 | |
| SIMPSON MANUFACTURIN | COM | 82907310 | 8,215,202.00 | 261,714 | 261,714 | |
| COPART INC | COM | 21720410 | 8,204,531.00 | 756,178 | 755,008 | |
| OTTER TAIL CORP | COM | 68964810 | 8,193,504.00 | 311,067 | 308,602 | |
| THOR INDS INC | COM | 88516010 | 8,189,038.00 | 235,588 | 235,588 | |
| BALDOR ELEC CO | COM | 05774110 | 8,178,887.00 | 428,214 | 427,934 | |
| NAUTILUS GROUP INC | COM | 63910B10 | 8,178,202.00 | 419,395 | 418,613 | |
| ALLIANCE GAMING CORP | COM NEW | 01859P60 | 8,177,551.00 | 528,949 | 528,149 | |
| S & T BANCORP INC | COM | 78385910 | 8,102,823.00 | 321,796 | 321,796 | |
| CHRISTOPHER & BANKS | COM | 17104610 | 8,083,013.00 | 321,776 | 321,226 | |
| TOYOTA MOTOR CORP | SP ADR REP | 89233130 | 8,078,756.00 | 158,097 | 79,795 | |
| DRS TECHNOLOGIES INC | COM | 23330X10 | 8,073,874.00 | 216,923 | 216,323 | |
| FEI CO | COM | 30241L10 | 8,065,816.00 | 558,188 | 558,068 | |
| ESTERLINE TECHNOLOGI | COM | 29742510 | 8,063,178.00 | 484,566 | 484,526 | |
| MATTHEWS INTL CORP | CL A | 57712810 | 8,033,998.00 | 343,774 | 343,774 | |
| WESBANCO INC | COM | 95081010 | 8,028,231.00 | 337,179 | 333,779 | |
| MCDATA CORP | CL A | 58003120 | 8,024,296.00 | 1,477,771 | 1,472,789 | |
| TAUBMAN CTRS INC | COM | 87666410 | 8,018,363.00 | 563,483 | 563,483 | |
| SCOTTS CO | CL A | 81018610 | 8,018,029.00 | 192,325 | 188,925 | |
| FIRST FINL BANCORP O | COM | 32020910 | 8,007,126.00 | 449,586 | 446,881 | |
| FBR ASSET INVT CORP | COM | 30241E30 | 8,005,435.00 | 256,092 | 256,092 | |
| COMMERCIAL NET LEASE | COM | 20221810 | 7,976,337.00 | 494,810 | 494,790 | |
| AMERICAN ITALIAN PAS | CL A | 02707010 | 7,961,189.00 | 223,065 | 223,045 | |
| PARK NATL CORP | COM | 70065810 | 7,953,068.00 | 84,878 | 84,778 | |
| NTT DOCOMO INC | SPONS ADR | 62942M20 | 7,950,283.00 | 460,619 | 120,522 | |
| DELPHI FINL GROUP IN | CL A | 24713110 | 7,945,714.00 | 218,169 | 203,833 | |
| CHEMICAL FINL CORP | COM | 16373110 | 7,942,762.00 | 275,217 | 275,217 | |
| CHIQUITA BRANDS INTL | COM | 17003280 | 7,936,325.00 | 513,678 | 513,678 | |
| AMPHENOL CORP NEW | CL A | 03209510 | 7,930,823.00 | 255,833 | 255,413 | |
| MILLENNIUM CHEMICALS | COM | 59990310 | 7,925,755.00 | 802,202 | 802,102 | |
| ALBEMARLE CORP | COM | 01265310 | 7,907,879.00 | 312,688 | 312,138 | |
| CITIZENS BKG CORP MI | COM | 17442010 | 7,878,332.00 | 325,955 | 324,955 | |
| LIBERTY CORP S C | COM | 53037010 | 7,854,985.00 | 219,413 | 218,313 | |
| SELECTIVE INS GROUP | COM | 81630010 | 7,853,113.00 | 361,395 | 361,195 | |
| CATHAY BANCORP INC | COM | 14915010 | 7,843,056.00 | 201,104 | 193,104 | |
| ERIE INDY CO | CL A | 29530P10 | 7,831,996.00 | 187,998 | 187,198 | |
| LONE STAR STEAKHOUSE | COM | 54230710 | 7,810,316.00 | 372,097 | 372,097 | |

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SYCAMORE NETWORKS IN COM 87120610 7,802,072.00 3,320,031 2,773,560
 Page Total 321,005,012.00

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| JONES LANG LASALLE I | 332,221 | | 70,000 |
| SYNCOR INTL CORP DEL | 216,514 | | 40,352 |
| HORACE MANN EDUCATOR | 483,749 | | 77,035 |
| SIMPSON MANUFACTURIN | 223,814 | | 37,900 |
| COPART INC | 702,508 | 1,500 | 52,170 |
| OTTER TAIL CORP | 252,239 | 2,000 | 56,828 |
| THOR INDS INC | 202,788 | | 32,800 |
| BALDOR ELEC CO | 348,704 | 260 | 79,250 |
| NAUTILUS GROUP INC | 354,470 | | 64,925 |
| ALLIANCE GAMING CORP | 447,699 | | 81,250 |
| S & T BANCORP INC | 273,096 | | 48,700 |
| CHRISTOPHER & BANKS | 273,276 | 100 | 48,400 |
| TOYOTA MOTOR CORP | 156,337 | | 1,760 |
| DRS TECHNOLOGIES INC | 184,873 | 100 | 31,950 |
| FEI CO | 502,188 | 100 | 55,900 |
| ESTERLINE TECHNOLOGI | 451,766 | | 32,800 |
| MATTHEWS INTL CORP | 275,024 | | 68,750 |
| WESBANCO INC | 294,329 | | 42,850 |
| MCDATA CORP | 1,342,317 | 723 | 134,731 |
| TAUBMAN CTRS INC | 468,799 | | 94,684 |
| SCOTTS CO | 176,945 | 200 | 15,180 |
| FIRST FINL BANCORP O | 373,751 | | 75,835 |
| FBR ASSET INVT CORP | 214,242 | | 41,850 |
| COMMERCIAL NET LEASE | 408,460 | | 86,350 |
| AMERICAN ITALIAN PAS | 186,365 | | 36,700 |
| PARK NATL CORP | 75,928 | 200 | 8,750 |
| NTT DOCOMO INC | 452,694 | | 7,925 |
| DELPHI FINL GROUP IN | 168,712 | 14,036 | 35,421 |
| CHEMICAL FINL CORP | 225,892 | | 49,325 |
| CHIQUITA BRANDS INTL | 429,378 | | 84,300 |
| AMPHENOL CORP NEW | 241,851 | 500 | 13,482 |
| MILLENNIUM CHEMICALS | 665,462 | | 136,740 |
| ALBEMARLE CORP | 294,738 | 650 | 17,300 |
| CITIZENS BKG CORP MI | 292,755 | 1,000 | 32,200 |
| LIBERTY CORP S C | 176,913 | | 42,500 |
| SELECTIVE INS GROUP | 298,196 | 100 | 63,099 |
| CATHAY BANCORP INC | 157,704 | 8,000 | 35,400 |
| ERIE INDY CO | 172,598 | 400 | 15,000 |
| LONE STAR STEAKHOUSE | 314,531 | | 57,566 |
| SYCAMORE NETWORKS IN | 2,956,561 | 1,550 | 361,920 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------|----------------|--------------|-------------------|-----------------|------------|----------|
| | | | | | Sole | Shar Def |

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| | | | | | |
|----------------------|------------|----------|----------------|-----------|-----------|
| SEACOAST FINL SVCS C | COM | 81170Q10 | 7,798,479.00 | 388,564 | 385,588 |
| CEC ENTMT INC | COM | 12513710 | 7,788,336.00 | 228,330 | 227,810 |
| BORLAND SOFTWARE COR | COM | 09984910 | 7,755,435.00 | 995,563 | 995,563 |
| TRIMERIS INC | COM | 89626310 | 7,753,740.00 | 173,656 | 172,996 |
| GARTNER INC | COM | 36665110 | 7,744,693.00 | 956,135 | 950,056 |
| WINNEBAGO INDS INC | COM | 97463710 | 7,734,479.00 | 195,661 | 195,561 |
| MENS WEARHOUSE INC | COM | 58711810 | 7,719,719.00 | 525,151 | 523,551 |
| STATION CASINOS INC | COM | 85768910 | 7,687,550.00 | 451,943 | 451,943 |
| KONINKLIJKE PHILIPS | NY REG SH | 50047230 | 7,667,481.00 | 527,700 | 117,273 |
| HANCOCK HLDG CO | COM | 41012010 | 7,658,610.00 | 163,022 | 163,022 |
| BOYD GAMING CORP | COM | 10330410 | 7,656,044.00 | 410,072 | 410,072 |
| SCP POOL CORP | COM | 78402810 | 7,634,644.00 | 278,535 | 276,080 |
| UNITED STATES CELLUL | COM | 91168410 | 7,633,651.00 | 258,068 | 253,878 |
| TRUSTMARK CORP | COM | 89840210 | 7,624,320.00 | 334,400 | 330,650 |
| ALBANY INTL CORP | CL A | 01234810 | 7,599,440.00 | 400,392 | 400,392 |
| SUMMIT PPTYS INC | COM | 86623910 | 7,589,590.00 | 391,216 | 391,216 |
| WAYPOINT FINL CORP | COM | 94675610 | 7,578,030.00 | 449,468 | 449,468 |
| CELESTICA INC | SUB VTG SH | 15101Q10 | 7,569,966.00 | 577,860 | 392,016 |
| ATLANTIC COAST AIRLI | COM | 04839610 | 7,534,800.00 | 814,573 | 814,573 |
| RYANS FAMILY STEAK H | COM | 78351910 | 7,522,021.00 | 618,079 | 612,559 |
| SMITH A O | COM | 83186520 | 7,517,146.00 | 264,502 | 264,482 |
| PIXAR | COM | 72581110 | 7,517,116.00 | 156,281 | 154,581 |
| ESS TECHNOLOGY INC | COM | 26915110 | 7,509,758.00 | 1,221,099 | 1,220,999 |
| TRUST CO NJ JERSEY C | COM | 89830410 | 7,503,525.00 | 294,834 | 229,740 |
| NETIQ CORP | COM | 64115P10 | 7,474,924.00 | 515,512 | 515,412 |
| EGL INC | COM | 26848410 | 7,463,535.00 | 677,887 | 570,627 |
| UNISOURCE ENERGY COR | COM | 90920510 | 7,447,795.00 | 488,380 | 488,040 |
| TELEDYNE TECHNOLOGIE | COM | 87936010 | 7,438,390.00 | 409,603 | 409,080 |
| HOT TOPIC INC | COM | 44133910 | 7,437,230.00 | 412,492 | 412,432 |
| HAEMONETICS CORP | COM | 40502410 | 7,391,562.00 | 311,486 | 311,226 |
| COMMONWEALTH TEL ENT | COM | 20334910 | 7,378,576.00 | 212,211 | 211,711 |
| RELIANCE STEEL & ALU | COM | 75950910 | 7,362,641.00 | 336,963 | 336,963 |
| ST JOE CO | COM | 79014810 | 7,347,589.00 | 266,217 | 265,117 |
| KELLY SVCS INC | CL A | 48815220 | 7,347,473.00 | 339,062 | 335,139 |
| CALLAWAY GOLF CO | COM | 13119310 | 7,343,502.00 | 706,106 | 704,176 |
| NEW CENTURY FINANCIA | COM | 64352D10 | 7,333,255.00 | 313,387 | 281,387 |
| COINSTAR INC | COM | 19259P30 | 7,329,486.00 | 284,309 | 284,269 |
| AVISTA CORP | COM | 05379B10 | 7,298,524.00 | 651,654 | 651,614 |
| WAUSAU-MOSINEE PAPER | COM | 94331510 | 7,292,745.00 | 791,829 | 791,429 |
| PENN NATL GAMING INC | COM | 70756910 | 7,278,221.00 | 385,499 | 385,499 |
| Page Total | | | 301,264,021.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| SEACOAST FINL SVCS C | 338,164 | 1,100 | 49,300 |
| CEC ENTMT INC | 209,030 | 600 | 18,700 |
| BORLAND SOFTWARE COR | 845,563 | | 150,000 |
| TRIMERIS INC | 144,306 | | 29,350 |
| GARTNER INC | 798,735 | | 157,400 |
| WINNEBAGO INDS INC | 168,906 | | 26,755 |
| MENS WEARHOUSE INC | 444,651 | 100 | 80,400 |
| STATION CASINOS INC | 376,393 | | 75,550 |
| KONINKLIJKE PHILIPS | 519,000 | | 8,700 |
| HANCOCK HLDG CO | 130,522 | | 32,500 |
| BOYD GAMING CORP | 345,972 | | 64,100 |
| SCP POOL CORP | 221,357 | 370 | 56,808 |

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| | | | |
|----------------------|-----------|---------|--------|
| UNITED STATES CELLUL | 244,658 | 900 | 12,510 |
| TRUSTMARK CORP | 302,298 | 1,000 | 31,102 |
| ALBANY INTL CORP | 353,842 | | 46,550 |
| SUMMIT PPTYS INC | 326,849 | | 64,367 |
| WAYPOINT FINL CORP | 370,318 | | 79,150 |
| CELESTICA INC | 571,256 | | 6,604 |
| ATLANTIC COAST AIRLI | 722,323 | | 92,250 |
| RYANS FAMILY STEAK H | 521,214 | 1,440 | 95,425 |
| SMITH A O | 224,253 | | 40,249 |
| PIXAR | 144,543 | 360 | 11,378 |
| ESS TECHNOLOGY INC | 1,156,949 | | 64,150 |
| TRUST CO NJ JERSEY C | 191,440 | 65,094 | 38,300 |
| NETIQ CORP | 429,994 | 100 | 85,418 |
| EGL INC | 497,047 | 105,390 | 75,450 |
| UNISOURCE ENERGY COR | 423,840 | 240 | 64,300 |
| TELEDYNE TECHNOLOGIE | 356,554 | 299 | 52,750 |
| HOT TOPIC INC | 347,392 | | 65,100 |
| HAEMONETICS CORP | 271,686 | | 39,800 |
| COMMONWEALTH TEL ENT | 186,311 | | 25,900 |
| RELIANCE STEEL & ALU | 287,013 | | 49,950 |
| ST JOE CO | 233,309 | 700 | 32,208 |
| KELLY SVCS INC | 287,637 | | 51,425 |
| CALLAWAY GOLF CO | 661,236 | 1,400 | 43,470 |
| NEW CENTURY FINANCIA | 246,187 | 32,000 | 35,200 |
| COINSTAR INC | 232,559 | | 51,750 |
| AVISTA CORP | 563,804 | | 87,850 |
| WAUSAU-MOSINEE PAPER | 718,529 | | 73,300 |
| PENN NATL GAMING INC | 320,699 | | 64,800 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Inv Sole |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|
| ADOLOR CORP | COM | 00724X10 | 7,274,627.00 | 518,875 | 460,526 |
| COST PLUS INC CALIF | COM | 22148510 | 7,266,415.00 | 270,630 | 270,590 |
| CUNO INC | COM | 12658310 | 7,258,850.00 | 235,295 | 235,255 |
| SYLVAN LEARNING SYS | COM | 87139910 | 7,255,283.00 | 530,357 | 530,257 |
| PLEXUS CORP | COM | 72913210 | 7,243,221.00 | 783,051 | 733,881 |
| AK STL HLDG CORP | COM | 00154710 | 7,225,598.00 | 988,454 | 980,824 |
| DIONEX CORP | COM | 25454610 | 7,220,265.00 | 282,483 | 282,343 |
| TIMKEN CO | COM | 88738910 | 7,189,368.00 | 429,216 | 424,426 |
| ROYAL DUTCH PETE CO | NY REG EUR | 78025780 | 7,185,087.00 | 178,867 | 176,827 |
| BARRA INC | COM | 06831310 | 7,173,412.00 | 262,570 | 262,145 |
| JDN RLTY CORP | COM | 46591710 | 7,149,632.00 | 591,857 | 591,857 |
| AFFYMETRIX INC | COM | 00826T10 | 7,142,803.00 | 343,404 | 342,084 |
| AMERICAN NATL INS CO | COM | 02859110 | 7,141,292.00 | 103,482 | 102,722 |
| SIERRA HEALTH SVCS I | COM | 82632210 | 7,124,817.00 | 397,147 | 397,147 |
| TEXAS INDS INC | COM | 88249110 | 7,110,762.00 | 292,865 | 292,825 |
| KEMET CORP | COM | 48836010 | 7,098,321.00 | 830,213 | 829,173 |
| ASCENTIAL SOFTWARE C | COM | 04362P10 | 7,097,288.00 | 3,819,854 | 3,803,567 |
| NPS PHARMACEUTICALS | COM | 62936P10 | 7,096,103.00 | 345,007 | 344,607 |
| MID-AMER APT CMNTYS | COM | 59522J10 | 7,088,588.00 | 284,568 | 284,568 |

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| | | | | | |
|----------------------|------------|----------|----------------|-----------|-----------|
| PHILADELPHIA CONS HL | COM | 71752810 | 7,071,032.00 | 239,696 | 239,696 |
| TITAN CORP | COM | 88826610 | 7,069,814.00 | 736,439 | 733,319 |
| MACDERMID INC | COM | 55427310 | 7,063,915.00 | 354,081 | 353,881 |
| IRWIN FINL CORP | COM | 46411910 | 7,054,048.00 | 414,944 | 414,944 |
| APPLERA CORP | COM CE GEN | 03802020 | 7,039,407.00 | 885,460 | 881,820 |
| CUMULUS MEDIA INC | CL A | 23108210 | 7,033,630.00 | 398,506 | 335,416 |
| BROOK-PRI AUTOMATION | COM | 11442E10 | 7,012,541.00 | 612,449 | 574,324 |
| COHERENT INC | COM | 19247910 | 7,005,937.00 | 383,887 | 383,577 |
| RED HAT INC | COM | 75657710 | 7,004,212.00 | 1,474,571 | 1,468,571 |
| ALASKA AIR GROUP INC | COM | 01165910 | 6,993,287.00 | 395,101 | 393,541 |
| COLUMBIA SPORTSWEAR | COM | 19851610 | 6,991,774.00 | 201,376 | 200,826 |
| CVB FINL CORP | COM | 12660010 | 6,986,529.00 | 318,438 | 318,438 |
| SOVRAN SELF STORAGE | COM | 84610H10 | 6,968,552.00 | 229,078 | 229,078 |
| MOOG INC | CL A | 61539420 | 6,966,287.00 | 246,507 | 246,507 |
| VISX INC DEL | COM | 92844S10 | 6,963,656.00 | 754,459 | 754,149 |
| COGNEX CORP | COM | 19242210 | 6,953,553.00 | 499,896 | 485,576 |
| TELEFONOS DE MEXICO | SPON ADR O | 87940378 | 6,948,151.00 | 246,826 | 246,826 |
| PRG-SCHULTZ INTERNAT | COM | 69357C10 | 6,947,717.00 | 561,205 | 561,205 |
| WILSON GREATBATCH TE | COM | 97223210 | 6,945,718.00 | 249,846 | 249,746 |
| MCDERMOTT INTL INC | COM | 58003710 | 6,942,605.00 | 1,132,562 | 1,132,562 |
| MAXTOR CORP | COM NEW | 57772920 | 6,939,441.00 | 2,658,790 | 2,648,068 |
| Page Total | | | 283,243,538.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| ADOLOR CORP | 455,675 | | 63,200 |
| COST PLUS INC CALIF | 220,970 | | 49,660 |
| CUNO INC | 191,245 | | 44,050 |
| SYLVAN LEARNING SYS | 466,207 | | 64,150 |
| PLEXUS CORP | 693,251 | 200 | 89,600 |
| AK STL HLDG CORP | 924,302 | 2,580 | 61,572 |
| DIONEX CORP | 229,933 | 100 | 52,450 |
| TIMKEN CO | 391,586 | 1,440 | 36,190 |
| ROYAL DUTCH PETE CO | 177,557 | | 1,310 |
| BARRA INC | 226,770 | 100 | 35,700 |
| JDN RLTG CORP | 505,609 | | 86,248 |
| AFFYMETRIX INC | 309,904 | 1,000 | 32,500 |
| AMERICAN NATL INS CO | 95,782 | 200 | 7,500 |
| SIERRA HEALTH SVCS I | 339,347 | | 57,800 |
| TEXAS INDS INC | 251,765 | | 41,100 |
| KEMET CORP | 769,933 | 2,100 | 58,180 |
| ASCENTIAL SOFTWARE C | 3,288,354 | 2,600 | 528,900 |
| NPS PHARMACEUTICALS | 284,007 | | 61,000 |
| MID-AMER APT CMNTYS | 242,647 | | 41,921 |
| PHILADELPHIA CONS HL | 200,846 | | 38,850 |
| TITAN CORP | 685,839 | 1,800 | 48,800 |
| MACDERMID INC | 297,131 | | 56,950 |
| IRWIN FINL CORP | 380,734 | | 34,210 |
| APPLERA CORP | 732,590 | 800 | 152,070 |
| CUMULUS MEDIA INC | 362,771 | 13,335 | 22,400 |
| BROOK-PRI AUTOMATION | 534,177 | 8,240 | 70,032 |
| COHERENT INC | 323,037 | 200 | 60,650 |
| RED HAT INC | 1,225,371 | 1,700 | 247,500 |
| ALASKA AIR GROUP INC | 338,949 | 1,500 | 54,652 |
| COLUMBIA SPORTSWEAR | 193,576 | 400 | 7,400 |
| CVB FINL CORP | 270,413 | | 48,025 |
| SOVRAN SELF STORAGE | 185,348 | | 43,730 |

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| | | | |
|----------------------|-----------|---------|---------|
| MOOG INC | 218,857 | | 27,650 |
| VISX INC DEL | 650,259 | 200 | 104,000 |
| COGNEX CORP | 410,386 | 12,260 | 77,250 |
| TELEFONOS DE MEXICO | 119,841 | 119,861 | 7,124 |
| PRG-SCHULTZ INTERNAT | 484,405 | | 76,800 |
| WILSON GREATBATCH TE | 208,296 | | 41,550 |
| MCDERMOTT INTL INC | 1,046,353 | 11,900 | 74,309 |
| MAXTOR CORP | 2,245,286 | 342 | 413,162 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investm Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|--------------|---|
| SYBRON DENTAL SPECIA | COM | 87114210 | 6,920,433.00 | 494,670 | 493,701 | |
| RUSSELL CORP | COM | 78235210 | 6,918,079.00 | 461,513 | 461,345 | |
| QUANEX CORP | COM | 74762010 | 6,911,372.00 | 199,175 | 199,175 | |
| LANDRYS RESTAURANTS | COM | 51508L10 | 6,908,338.00 | 305,814 | 305,594 | |
| FLORIDA EAST COAST I | CL A | 34063210 | 6,901,135.00 | 292,421 | 288,181 | |
| NATIONAL HEALTH INVS | COM | 63633D10 | 6,888,089.00 | 451,678 | 451,678 | |
| REHABCARE GROUP INC | COM | 75914810 | 6,881,868.00 | 297,530 | 297,530 | |
| LANDAUER INC | COM | 51476K10 | 6,878,923.00 | 207,509 | 165,487 | |
| EXTREME NETWORKS INC | COM | 30226D10 | 6,876,820.00 | 1,633,449 | 1,512,609 | |
| FOSSIL INC | COM | 34988210 | 6,859,606.00 | 342,125 | 342,125 | |
| SOUTHERN UN CO NEW | COM | 84403010 | 6,855,088.00 | 606,645 | 600,255 | |
| BANDAG INC | COM | 05981510 | 6,841,180.00 | 224,301 | 224,151 | |
| ANWORTH MORTGAGE ASS | COM | 03734710 | 6,833,470.00 | 560,580 | 557,580 | |
| AMCORE FINL INC | COM | 02391210 | 6,824,619.00 | 310,775 | 310,775 | |
| ELECTRO SCIENTIFIC I | COM | 28522910 | 6,806,184.00 | 458,947 | 458,067 | |
| SEMTECH CORP | COM | 81685010 | 6,768,563.00 | 697,790 | 696,850 | |
| CHOICE HOTELS INTL I | COM | 16990510 | 6,766,376.00 | 292,790 | 290,840 | |
| MONACO COACH CORP | COM | 60886R10 | 6,764,070.00 | 337,697 | 337,687 | |
| INTER TEL INC | COM | 45837210 | 6,754,755.00 | 331,929 | 331,829 | |
| LIBBEY INC | COM | 52989810 | 6,750,847.00 | 211,891 | 211,271 | |
| FOUNDRY NETWORKS INC | COM | 35063R10 | 6,747,310.00 | 1,231,261 | 1,222,881 | |
| E ON AG | SPONSORED | 26878010 | 6,739,756.00 | 142,279 | 44,446 | |
| OVERSEAS SHIPHOLDING | COM | 69036810 | 6,704,375.00 | 438,768 | 438,748 | |
| REGENERON PHARMACEUT | COM | 75886F10 | 6,700,846.00 | 496,359 | 494,859 | |
| CONSOLIDATED GRAPHIC | COM | 20934110 | 6,692,218.00 | 381,323 | 167,810 | |
| RADIO ONE INC | CL A | 75040P10 | 6,671,863.00 | 400,472 | 324,537 | |
| POLYCOM INC | COM | 73172K10 | 6,670,136.00 | 982,347 | 977,567 | |
| PAXAR CORP | COM | 70422710 | 6,666,459.00 | 458,491 | 458,451 | |
| HANOVER COMPRESSOR C | COM | 41076810 | 6,664,402.00 | 802,940 | 802,640 | |
| ACUITY BRANDS INC | COM | 00508Y10 | 6,641,389.00 | 541,712 | 541,692 | |
| ROADWAY CORP | COM | 76974210 | 6,638,896.00 | 180,995 | 180,895 | |
| CORUS BANKSHARES INC | COM | 22087310 | 6,630,818.00 | 151,354 | 151,354 | |
| WELLMAN INC | COM | 94970210 | 6,621,219.00 | 485,071 | 485,071 | |
| FOREST CITY ENTERPRI | CL A | 34555010 | 6,618,430.00 | 203,644 | 202,044 | |
| BARCLAYS PLC | ADR | 06738E20 | 6,613,336.00 | 278,222 | 116,261 | |
| NEWPORT CORP | COM | 65182410 | 6,612,279.00 | 586,195 | 583,455 | |
| FLOWSERVE CORP | COM | 34354P10 | 6,590,990.00 | 659,099 | 658,444 | |
| AMLI RESIDENTIAL PPT | SH BEN INT | 00173510 | 6,578,824.00 | 297,954 | 297,954 | |
| IHOP CORP | COM | 44962310 | 6,569,780.00 | 272,605 | 272,605 | |

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CASEYS GEN STORES IN COM 14752810 6,566,313.00 568,512 567,052
 Page Total 269,849,454.00

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|---------|
| | Sole | Shared | None |
| SYBRON DENTAL SPECIA | 424,644 | 153 | 69,873 |
| RUSSELL CORP | 395,207 | | 66,306 |
| QUANEX CORP | 165,125 | | 34,050 |
| LANDRYS RESTAURANTS | 262,314 | 100 | 43,400 |
| FLORIDA EAST COAST I | 247,621 | 4,000 | 40,800 |
| NATIONAL HEALTH INVS | 405,028 | | 46,650 |
| REHABCARE GROUP INC | 261,030 | | 36,500 |
| LANDAUER INC | 138,179 | 42,022 | 27,308 |
| EXTREME NETWORKS INC | 1,390,233 | 24,390 | 218,826 |
| FOSSIL INC | 285,784 | | 56,341 |
| SOUTHERN UN CO NEW | 515,727 | 6,390 | 84,528 |
| BANDAG INC | 193,001 | | 31,300 |
| ANWORTH MORTGAGE ASS | 504,380 | 3,000 | 53,200 |
| AMCORE FINL INC | 256,625 | | 54,150 |
| ELECTRO SCIENTIFIC I | 399,077 | 220 | 59,650 |
| SEMTECH CORP | 649,586 | 1,300 | 46,904 |
| CHOICE HOTELS INTL I | 253,440 | 150 | 39,200 |
| MONACO COACH CORP | 293,147 | | 44,550 |
| INTER TEL INC | 283,979 | | 47,950 |
| LIBBEY INC | 177,571 | 320 | 34,000 |
| FOUNDRY NETWORKS INC | 1,039,711 | 100 | 191,450 |
| E ON AG | 140,169 | | 2,110 |
| OVERSEAS SHIPHOLDING | 381,568 | | 57,200 |
| REGENERON PHARMACEUT | 430,959 | | 65,400 |
| CONSOLIDATED GRAPHIC | 138,860 | 213,513 | 28,950 |
| RADIO ONE INC | 340,727 | 14,890 | 44,855 |
| POLYCOM INC | 913,420 | 2,400 | 66,527 |
| PAXAR CORP | 391,391 | | 67,100 |
| HANOVER COMPRESSOR C | 694,640 | 100 | 108,200 |
| ACUITY BRANDS INC | 470,193 | | 71,519 |
| ROADWAY CORP | 149,945 | | 31,050 |
| CORUS BANKSHARES INC | 129,004 | | 22,350 |
| WELLMAN INC | 423,771 | | 61,300 |
| FOREST CITY ENTERPRI | 187,544 | 100 | 16,000 |
| BARCLAYS PLC | 273,892 | | 4,330 |
| NEWPORT CORP | 496,925 | 20 | 89,250 |
| FLOWERVE CORP | 618,767 | 1,000 | 39,332 |
| AMLI RESIDENTIAL PPT | 248,338 | | 49,616 |
| IHOP CORP | 227,905 | | 44,700 |
| CASEYS GEN STORES IN | 475,622 | 740 | 92,150 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investm | |
|----------------|----------------|--------------|-------------------|-----------------|---------|---|
| | | | | | Sole | S |

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|----------------------|-----------|----------|----------------|-----------|-----------|
| DIME CMNTY BANCSHARE | COM | 25392210 | 6,565,894.00 | 306,531 | 306,531 |
| COX RADIO INC | CL A | 22405110 | 6,558,704.00 | 250,715 | 246,175 |
| USEC INC | COM | 90333E10 | 6,555,184.00 | 1,047,154 | 1,047,154 |
| MB FINANCIAL INC NEW | COM | 55264U10 | 6,553,404.00 | 195,624 | 191,524 |
| MICROS SYS INC | COM | 59490110 | 6,540,739.00 | 282,050 | 282,010 |
| NBT BANCORP INC | COM | 62877810 | 6,528,474.00 | 378,024 | 378,024 |
| ODYSSEY RE HLDGS COR | COM | 67612W10 | 6,526,417.00 | 392,921 | 392,921 |
| ANCHOR BANCORP WIS I | COM | 03283910 | 6,505,773.00 | 322,068 | 322,048 |
| AEROFLEX INC | COM | 00776810 | 6,503,772.00 | 1,290,431 | 1,290,031 |
| SILICON LABORATORIES | COM | 82691910 | 6,502,530.00 | 354,748 | 354,048 |
| HUTCHINSON TECHNOLOG | COM | 44840710 | 6,491,201.00 | 401,932 | 400,812 |
| C&D TECHNOLOGIES INC | COM | 12466110 | 6,491,066.00 | 442,774 | 442,674 |
| CELL GENESYS INC | COM | 15092110 | 6,484,972.00 | 538,172 | 537,572 |
| STANDARD REGISTER CO | COM | 85388710 | 6,480,096.00 | 270,004 | 269,954 |
| ABGENIX INC | COM | 00339B10 | 6,477,260.00 | 998,037 | 994,597 |
| ENTEGRIS INC | COM | 29362U10 | 6,470,529.00 | 832,758 | 832,758 |
| METTLER TOLEDO INTER | COM | 59268810 | 6,465,524.00 | 248,674 | 247,414 |
| ANTHRACITE CAP INC | COM | 03702310 | 6,465,136.00 | 572,136 | 563,536 |
| WOODWARD GOVERNOR CO | COM | 98074510 | 6,463,807.00 | 136,373 | 136,353 |
| FILENET CORP | COM | 31686910 | 6,456,619.00 | 623,828 | 622,088 |
| UNITED NAT FOODS INC | COM | 91116310 | 6,434,535.00 | 279,398 | 278,698 |
| WABTEC CORP | COM | 92974010 | 6,434,123.00 | 456,969 | 456,969 |
| HOVNANIAN ENTERPRISE | CL A | 44248720 | 6,419,228.00 | 189,918 | 189,918 |
| UIL HLDG CORP | COM | 90274810 | 6,409,501.00 | 180,804 | 180,004 |
| KEANE INC | COM | 48666510 | 6,406,276.00 | 949,078 | 944,418 |
| NU SKIN ENTERPRISES | CL A | 67018T10 | 6,404,560.00 | 524,964 | 524,964 |
| TOTAL SYS SVCS INC | COM | 89190610 | 6,395,173.00 | 486,325 | 484,475 |
| DSP GROUP INC | COM | 23332B10 | 6,369,352.00 | 396,622 | 395,622 |
| POSCO | SPONSORED | 69348310 | 6,353,972.00 | 294,438 | 294,438 |
| KROLL INC | COM | 50104910 | 6,351,092.00 | 320,277 | 320,277 |
| WD-40 CO | COM | 92923610 | 6,344,243.00 | 219,524 | 219,124 |
| JOURNAL REGISTER CO | COM | 48113810 | 6,340,122.00 | 336,346 | 332,741 |
| DRESS BARN INC | COM | 26157010 | 6,317,157.00 | 405,987 | 405,907 |
| FLAGSTAR BANCORP INC | COM | 33793010 | 6,316,625.00 | 305,151 | 302,676 |
| CORNERSTONE RLTY INC | COM | 21922V10 | 6,301,369.00 | 708,019 | 708,019 |
| OWENS & MINOR INC NE | COM | 69073210 | 6,286,442.00 | 439,919 | 439,839 |
| HOLLINGER INTL INC | CL A | 43556910 | 6,270,427.00 | 689,816 | 688,776 |
| COMMERCIAL METALS CO | COM | 20172310 | 6,266,050.00 | 349,668 | 349,668 |
| ADTRAN INC | COM | 00738A10 | 6,260,607.00 | 401,321 | 400,221 |
| RARE HOSPITALITY INT | COM | 75382010 | 6,235,317.00 | 266,239 | 266,239 |
| Page Total | | | 257,003,272.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| DIME CMNTY BANCSHARE | 252,881 | | 53,650 |
| COX RADIO INC | 227,901 | 900 | 21,914 |
| USEC INC | 899,804 | | 147,350 |
| MB FINANCIAL INC NEW | 171,524 | | 24,100 |
| MICROS SYS INC | 247,600 | | 34,450 |
| NBT BANCORP INC | 328,042 | | 49,982 |
| ODYSSEY RE HLDGS COR | 358,371 | | 34,550 |
| ANCHOR BANCORP WIS I | 261,818 | | 60,250 |
| AEROFLEX INC | 1,157,661 | 100 | 132,670 |
| SILICON LABORATORIES | 299,248 | | 55,500 |

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|----------------------|---------|-------|---------|
| HUTCHINSON TECHNOLOG | 344,082 | | 57,850 |
| C&D TECHNOLOGIES INC | 393,474 | | 49,300 |
| CELL GENESYS INC | 463,472 | 100 | 74,600 |
| STANDARD REGISTER CO | 220,554 | | 49,450 |
| ABGENIX INC | 824,447 | 100 | 173,490 |
| ENTEGRIS INC | 734,358 | | 98,400 |
| METTLER TOLEDO INTER | 224,742 | 900 | 23,032 |
| ANTHRACITE CAP INC | 453,549 | | 118,587 |
| WOODWARD GOVERNOR CO | 117,973 | | 18,400 |
| FILENET CORP | 549,328 | | 74,500 |
| UNITED NAT FOODS INC | 238,748 | | 40,650 |
| WABTEC CORP | 397,219 | | 59,750 |
| HOVNANIAN ENTERPRISE | 161,868 | | 28,050 |
| UIL HLDG CORP | 146,378 | 100 | 34,326 |
| KEANE INC | 850,228 | 1,500 | 97,350 |
| NU SKIN ENTERPRISES | 441,314 | | 83,650 |
| TOTAL SYS SVCS INC | 441,611 | 600 | 44,114 |
| DSP GROUP INC | 334,872 | 200 | 61,550 |
| POSCO | 290,000 | | 4,438 |
| KROLL INC | 273,024 | | 47,253 |
| WD-40 CO | 182,274 | 400 | 36,850 |
| JOURNAL REGISTER CO | 284,596 | | 51,750 |
| DRESS BARN INC | 346,637 | | 59,350 |
| FLAGSTAR BANCORP INC | 287,651 | | 17,500 |
| CORNERSTONE RLTY INC | 574,939 | | 133,080 |
| OWENS & MINOR INC NE | 379,819 | | 60,100 |
| HOLLINGER INTL INC | 576,766 | | 113,050 |
| COMMERCIAL METALS CO | 287,458 | | 62,210 |
| ADTRAN INC | 346,371 | 100 | 54,850 |
| RARE HOSPITALITY INT | 227,489 | | 38,750 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discret | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| UTSTARCOM INC | COM | 91807610 | 6,227,396.00 | 407,819 | 405,698 | 2,000 |
| SKYWEST INC | COM | 83087910 | 6,220,574.00 | 474,853 | 474,563 | 190 |
| STEWART INFORMATION | COM | 86037210 | 6,217,525.00 | 291,219 | 291,219 | |
| ARACRUZ CELULOSE S A | SPON ADR C | 03849620 | 6,203,862.00 | 423,183 | 423,183 | |
| SENIOR HSG PPTYS TR | SH BEN INT | 81721M10 | 6,194,191.00 | 552,067 | 552,007 | 60 |
| FIRST CHARTER CORP | COM | 31943910 | 6,193,252.00 | 373,763 | 373,763 | |
| MGE ENERGY INC | COM | 55277P10 | 6,187,036.00 | 241,116 | 237,866 | 2,800 |
| YANKEE CANDLE INC | COM | 98475710 | 6,184,977.00 | 360,220 | 358,764 | 1,000 |
| ALLIANCE DATA SYSTEM | COM | 01858110 | 6,180,412.00 | 407,948 | 407,948 | |
| HEARST-ARGYLE TELEVI | COM | 42231710 | 6,176,937.00 | 248,669 | 248,369 | 300 |
| ANSYS INC | COM | 03662Q10 | 6,162,137.00 | 357,640 | 357,640 | |
| ZORAN CORP | COM | 98975F10 | 6,158,834.00 | 559,894 | 558,424 | 1,470 |
| GEMSTAR-TV GUIDE INT | COM | 36866W10 | 6,157,012.00 | 2,443,259 | 2,432,159 | 11,100 |
| POWER-ONE INC | COM | 73930810 | 6,153,127.00 | 2,064,808 | 2,064,028 | 680 |
| EXAR CORP | COM | 30064510 | 6,151,414.00 | 532,590 | 527,650 | 4,940 |
| QUIKSILVER INC | COM | 74838C10 | 6,149,291.00 | 272,213 | 270,013 | 2,200 |
| IGEN INC | COM | 44953610 | 6,148,822.00 | 209,286 | 202,966 | 20 |

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|----------------------|-----------|----------|----------------|-----------|-----------|---------|
| KOGER EQUITY INC | COM | 50022810 | 6,142,335.00 | 363,667 | 363,667 | |
| STEEL DYNAMICS INC | COM | 85811910 | 6,139,327.00 | 469,009 | 465,939 | 3,070 |
| NATIONAL PENN BANCSH | COM | 63713810 | 6,137,303.00 | 219,503 | 219,503 | |
| CENTRAL VT PUB SVC C | COM | 15577110 | 6,129,721.00 | 347,687 | 347,047 | |
| REED ELSEVIER P L C | SPONSORED | 75820510 | 6,127,542.00 | 173,831 | 104,624 | 69,207 |
| ALFA CORP | COM | 01538510 | 6,125,318.00 | 500,026 | 499,826 | 200 |
| SEPRACOR INC | COM | 81731510 | 6,122,662.00 | 1,168,447 | 1,107,207 | 2,240 |
| LACLEDE GROUP INC | COM | 50559710 | 6,120,327.00 | 262,675 | 262,075 | 600 |
| ALBANY MOLECULAR RES | COM | 01242310 | 6,080,323.00 | 357,036 | 356,736 | 300 |
| ATWOOD OCEANICS INC | COM | 05009510 | 6,075,927.00 | 207,724 | 206,124 | 1,600 |
| TREDEGAR CORP | COM | 89465010 | 6,065,543.00 | 362,122 | 362,122 | |
| STEWART ENTERPRISES | CL A | 86037010 | 6,059,508.00 | 1,188,139 | 1,188,139 | |
| ADVANTEST CORP | SPONSORED | 00762U10 | 6,053,476.00 | 617,072 | 50,575 | 566,497 |
| IDENTIX INC | COM | 45190610 | 6,046,663.00 | 1,016,246 | 1,014,146 | 2,100 |
| GYMBOREE CORP | COM | 40377710 | 6,030,557.00 | 369,746 | 369,746 | |
| CARBO CERAMICS INC | COM | 14078110 | 6,028,825.00 | 168,215 | 167,815 | 400 |
| METRO GOLDWYN MAYER | COM | 59161010 | 6,025,942.00 | 504,263 | 490,503 | 3,660 |
| PROQUEST COMPANY | COM | 74346P10 | 6,017,676.00 | 198,276 | 198,276 | |
| BROADWING INC | COM | 11162010 | 6,017,243.00 | 3,039,012 | 3,034,036 | 2,740 |
| PRIME HOSPITALITY CO | COM | 74191710 | 6,016,126.00 | 733,674 | 732,934 | 100 |
| EFUNDS CORP | COM | 28224R10 | 6,004,280.00 | 640,047 | 633,072 | 3,452 |
| TOWER AUTOMOTIVE INC | COM | 89170710 | 5,994,195.00 | 894,656 | 894,656 | |
| TALBOTS INC | COM | 87416110 | 5,993,232.00 | 214,044 | 213,004 | 540 |
| Page Total | | | 244,620,850.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| GREY GLOBAL GROUP IN | COM | 39787M10 | 5,975,520.00 | 10,128 | 10,128 | |
| ACTION PERFORMANCE C | COM | 00493310 | 5,949,550.00 | 231,500 | 231,100 | |
| RAMCO-GERSHENSON PPT | COM SH BEN | 75145220 | 5,949,469.00 | 302,618 | 248,118 | 54,500 |
| GRAFTECH INTL LTD | COM | 38431310 | 5,939,664.00 | 819,264 | 818,564 | 700 |
| SINCLAIR BROADCAST G | CL A | 82922610 | 5,933,004.00 | 433,066 | 412,106 | 20,960 |
| ISHARES TR | RUSSELL100 | 46428759 | 5,916,251.00 | 139,798 | 134,658 | 5,140 |
| IMPAC MTG HLDGS INC | COM | 45254P10 | 5,914,762.00 | 530,472 | 530,472 | |
| SUEZ | SPONSORED | 86468610 | 5,913,167.00 | 373,778 | 150,630 | 223,148 |
| MYRIAD GENETICS INC | COM | 62855J10 | 5,911,345.00 | 373,191 | 350,711 | 22,480 |
| DIANON SYS INC | COM | 25282610 | 5,875,807.00 | 124,198 | 124,198 | |
| RADIO ONE INC | CL D NON V | 75040P40 | 5,870,951.00 | 356,031 | 349,551 | 6,480 |
| OFFICEMAX INC | COM | 67622M10 | 5,869,018.00 | 1,438,485 | 1,438,485 | |
| FIRST SENTINEL BANCO | COM | 33640T10 | 5,866,553.00 | 433,596 | 433,596 | |
| SCHOOL SPECIALTY INC | COM | 80786310 | 5,865,595.00 | 234,530 | 234,290 | 240 |
| MEDQUIST INC | COM | 58494910 | 5,846,887.00 | 249,143 | 248,099 | 1,044 |
| SURMODICS INC | COM | 86887310 | 5,844,695.00 | 183,969 | 183,669 | 300 |
| KIMBALL INTL INC | CL B | 49427410 | 5,837,733.00 | 422,412 | 422,412 | |
| INTERDIGITAL COMMUNI | COM | 45866A10 | 5,824,815.00 | 669,519 | 668,819 | 600 |
| UNITED DEFENSE INDS | COM | 91018B10 | 5,821,718.00 | 246,683 | 246,683 | |
| PFF BANCORP INC | COM | 69331W10 | 5,819,758.00 | 209,948 | 209,948 | |
| ISIS PHARMACEUTICALS | COM | 46433010 | 5,819,243.00 | 590,187 | 590,187 | |
| PURE RES INC | COM | 74622E10 | 5,810,268.00 | 259,387 | 259,037 | 350 |
| WATSON WYATT & CO HL | CL A | 94271210 | 5,806,440.00 | 290,322 | 290,322 | |
| MASSEY ENERGY CORP | COM | 57620610 | 5,786,069.00 | 897,065 | 895,865 | 1,020 |

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|----------------------|---------|----------|----------------|-----------|-----------|---------|----|
| BOSTON PRIVATE FINL | COM | 10111910 | 5,772,385.00 | 271,004 | 252,354 | 150 | 18 |
| ADVENT SOFTWARE INC | COM | 00797410 | 5,765,899.00 | 503,572 | 502,535 | 1,037 | |
| HARLEYSVILLE NATL CO | COM | 41285010 | 5,762,604.00 | 238,716 | 238,716 | | |
| IMCLONE SYS INC | COM | 45245W10 | 5,758,911.00 | 738,322 | 736,533 | 1,711 | |
| INSIGHT COMMUNICATIO | CL A | 45768V10 | 5,743,718.00 | 622,288 | 620,748 | 1,540 | |
| SEQUA CORPORATION | CL A | 81732010 | 5,735,220.00 | 110,081 | 110,081 | | |
| WEBSense INC | COM | 94768410 | 5,726,528.00 | 493,241 | 493,241 | | |
| DOCUMENTUM INC | COM | 25615910 | 5,710,770.00 | 494,439 | 493,019 | 1,420 | |
| RITE AID CORP | COM | 76775410 | 5,699,135.00 | 2,713,874 | 2,697,934 | 15,720 | |
| IONICS INC | COM | 46221810 | 5,687,994.00 | 238,891 | 237,941 | 550 | |
| JARDEN CORP | COM | 47110910 | 5,681,273.00 | 209,255 | 208,155 | 1,100 | |
| VIASYS HEALTHCARE IN | COM NEW | 92553Q20 | 5,676,732.00 | 368,619 | 367,046 | 1,272 | |
| INSIGHT ENTERPRISES | COM | 45765U10 | 5,671,231.00 | 558,742 | 558,682 | 60 | |
| LITHIA MTRS INC | CL A | 53679710 | 5,668,463.00 | 333,243 | 176,632 | 156,611 | |
| CAPITOL FED FINL | COM | 14057C10 | 5,658,024.00 | 255,326 | 251,986 | 3,340 | |
| EASTGROUP PPTY INC | COM | 27727610 | 5,638,767.00 | 227,829 | 227,829 | | |
| Page Total | | | 232,325,936.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| GROUP 1 AUTOMOTIVE I | COM | 39890510 | 5,631,484.00 | 251,968 | 251,688 | |
| BANCO SANTANDER CENT | ADR | 05964H10 | 5,622,703.00 | 1,085,464 | 303,688 | |
| JO-ANN STORES INC | CL A | 47758P10 | 5,619,804.00 | 200,421 | 200,421 | |
| GENESIS HEALTH VENTU | COM | 37183F10 | 5,607,404.00 | 341,083 | 340,788 | |
| ATMEL CORP | COM | 04951310 | 5,587,279.00 | 5,271,018 | 5,267,638 | |
| EXPEDIA INC | CL A | 30212510 | 5,586,543.00 | 110,297 | 110,084 | |
| COMMScope INC | COM | 20337210 | 5,584,618.00 | 823,690 | 823,260 | |
| PROGRESS SOFTWARE CO | COM | 74331210 | 5,584,258.00 | 461,509 | 461,429 | |
| GENLYTE GROUP INC | COM | 37230210 | 5,571,605.00 | 157,168 | 156,868 | |
| REGAL BELOIT CORP | COM | 75875010 | 5,566,413.00 | 325,331 | 325,031 | |
| DIGITAL INSIGHT CORP | COM | 25385P10 | 5,563,370.00 | 353,904 | 353,884 | |
| CENTRAL PKG CORP | COM | 15478510 | 5,555,961.00 | 275,867 | 275,767 | |
| CSG SYS INTL INC | COM | 12634910 | 5,552,710.00 | 509,423 | 507,123 | |
| ALKERMES INC | COM | 01642T10 | 5,549,691.00 | 703,383 | 701,663 | |
| PACIFIC NORTHWEST BA | COM | 69466M10 | 5,546,832.00 | 203,703 | 203,703 | |
| GUCCI GROUP N V | COM NY REG | 40156610 | 5,540,165.00 | 65,634 | 8,097 | |
| RUSS BERRIE & CO | COM | 78223310 | 5,539,846.00 | 184,600 | 184,600 | |
| PENNSYLVANIA RL ESTA | SH BEN INT | 70910210 | 5,530,594.00 | 214,697 | 214,597 | |
| SUNRISE ASSISTED LIV | COM | 86768K10 | 5,523,589.00 | 257,510 | 257,210 | |
| CROWN CASTLE INTL CO | COM | 22822710 | 5,514,052.00 | 2,541,038 | 2,525,308 | |
| AMERIPATH INC | COM | 03071D10 | 5,512,329.00 | 369,955 | 369,915 | |
| ALABAMA NATL BANCORP | COM | 01031710 | 5,503,285.00 | 121,539 | 121,539 | |
| CITY HLDG CO | COM | 17783510 | 5,500,972.00 | 213,713 | 213,413 | |
| ITRON INC | COM | 46574110 | 5,500,688.00 | 299,113 | 299,113 | |
| ARAMARK CORP | CL B | 03852110 | 5,482,743.00 | 261,083 | 260,823 | |
| TEKELEC | COM | 87910110 | 5,482,259.00 | 635,256 | 632,156 | |
| TRIUMPH GROUP INC NE | COM | 89681810 | 5,476,436.00 | 195,587 | 195,587 | |
| LONGVIEW FIBRE CO | COM | 54321310 | 5,467,096.00 | 787,766 | 771,416 | |
| ENTERTAINMENT PPTYS | COM SH BEN | 29380T10 | 5,463,363.00 | 247,211 | 247,211 | |
| SHOPKO STORES INC | COM | 82491110 | 5,459,341.00 | 418,020 | 417,920 | |
| ATMI INC | COM | 00207R10 | 5,436,057.00 | 385,536 | 380,696 | |

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| | | | | | |
|----------------------|-----------|----------|----------------|-----------|-----------|
| HUDSON RIV BANCORP I | COM | 44412810 | 5,426,070.00 | 224,682 | 222,582 |
| SANDY SPRING BANCORP | COM | 80036310 | 5,425,235.00 | 176,144 | 176,144 |
| RYANAIR HLDGS PLC | SPONSORED | 78351310 | 5,419,654.00 | 159,919 | 94,643 |
| CROSS CTRY INC | COM | 22748P10 | 5,418,253.00 | 383,729 | 383,729 |
| THOMAS INDS INC | COM | 88442510 | 5,410,690.00 | 218,173 | 218,173 |
| TETRA TECH INC NEW | COM | 88162G10 | 5,409,965.00 | 677,092 | 676,780 |
| WESCO FINL CORP | COM | 95081710 | 5,409,847.00 | 17,593 | 16,893 |
| HARBOR FLA BANCSHARE | COM | 41190110 | 5,408,370.00 | 264,468 | 264,388 |
| FLEMING COS INC | COM | 33913010 | 5,400,835.00 | 1,080,167 | 1,080,167 |
| Page Total | | | 220,392,409.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| GROUP 1 AUTOMOTIVE I | 214,818 | 100 | 37,050 |
| BANCO SANTANDER CENT | 1,044,581 | | 40,883 |
| JO-ANN STORES INC | 172,671 | | 27,750 |
| GENESIS HEALTH VENTU | 276,988 | 295 | 63,800 |
| ATMEL CORP | 4,516,338 | 8,050 | 746,630 |
| EXPEDIA INC | 85,220 | 253 | 24,824 |
| COMMSCOPE INC | 732,040 | 300 | 91,350 |
| PROGRESS SOFTWARE CO | 395,274 | | 66,235 |
| GENLYTE GROUP INC | 127,018 | | 30,150 |
| REGAL BELOIT CORP | 271,781 | | 53,550 |
| DIGITAL INSIGHT CORP | 299,754 | | 54,150 |
| CENTRAL PKG CORP | 238,317 | | 37,550 |
| CSG SYS INTL INC | 473,679 | 1,200 | 34,544 |
| ALKERMES INC | 586,133 | 100 | 117,150 |
| PACIFIC NORTHWEST BA | 159,703 | | 44,000 |
| GUCCI GROUP N V | 64,384 | | 1,250 |
| RUSS BERRIE & CO | 156,905 | | 27,695 |
| PENNSYLVANIA RL ESTA | 175,635 | | 39,062 |
| SUNRISE ASSISTED LIV | 217,360 | | 40,150 |
| CROWN CASTLE INTL CO | 2,121,738 | 1,000 | 418,300 |
| AMERIPATH INC | 312,264 | | 57,691 |
| ALABAMA NATL BANCORP | 96,289 | | 25,250 |
| CITY HLDG CO | 183,288 | | 30,425 |
| ITRON INC | 260,563 | | 38,550 |
| ARAMARK CORP | 228,383 | 500 | 32,200 |
| TEKELEC | 540,531 | | 94,725 |
| TRIUMPH GROUP INC NE | 162,926 | | 32,661 |
| LONGVIEW FIBRE CO | 662,916 | 15,000 | 109,850 |
| ENTERTAINMENT PPTYS | 210,261 | | 36,950 |
| SHOPKO STORES INC | 358,670 | 100 | 59,250 |
| ATMI INC | 326,986 | | 58,550 |
| HUDSON RIV BANCORP I | 200,532 | | 24,150 |
| SANDY SPRING BANCORP | 146,194 | | 29,950 |
| RYANAIR HLDGS PLC | 155,629 | | 4,290 |
| CROSS CTRY INC | 316,079 | | 67,650 |
| THOMAS INDS INC | 175,673 | | 42,500 |
| TETRA TECH INC NEW | 571,742 | | 105,350 |
| WESCO FINL CORP | 13,893 | 700 | 3,000 |
| HARBOR FLA BANCSHARE | 229,669 | | 34,799 |
| FLEMING COS INC | 975,167 | | 105,000 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------------|----------------|--------------|-------------------|-----------------|------------|------|
| | | | | | Sole | Sh D |
| CORRECTIONS CORP AME | COM NEW | 22025Y40 | 5,397,518.00 | 384,165 | 384,165 | |
| SPHERION CORP | COM | 84842010 | 5,394,681.00 | 765,203 | 763,803 | |
| FIRST FINL BANKSHARE | COM | 32020R10 | 5,387,070.00 | 147,834 | 147,834 | |
| STRAYER ED INC | COM | 86323610 | 5,374,564.00 | 90,344 | 90,344 | |
| CYMER INC | COM | 23257210 | 5,370,668.00 | 288,126 | 287,226 | |
| UNITED RENTALS INC | COM | 91136310 | 5,369,502.00 | 636,197 | 635,736 | |
| NEXTEL PARTNERS INC | CL A | 65333F10 | 5,361,675.00 | 996,594 | 990,324 | |
| OCULAR SCIENCES INC | COM | 67574410 | 5,359,695.00 | 229,439 | 229,399 | |
| HAIN CELESTIAL GROUP | COM | 40521710 | 5,357,387.00 | 365,692 | 359,437 | |
| RLI CORP | COM | 74960710 | 5,355,235.00 | 99,818 | 99,318 | |
| DIAGEO P L C | SPON ADR N | 25243Q20 | 5,347,057.00 | 107,134 | 60,951 | |
| NATIONWIDE FINL SVCS | CL A | 63861210 | 5,339,252.00 | 199,972 | 198,962 | |
| NOVEN PHARMACEUTICAL | COM | 67000910 | 5,335,624.00 | 435,917 | 435,917 | |
| ANTEON INTL CORP | COM | 03674E10 | 5,316,978.00 | 195,621 | 195,621 | |
| EMPIRE DIST ELEC CO | COM | 29164110 | 5,315,675.00 | 314,537 | 313,637 | |
| HANCOCK FABRICS INC | COM | 40990010 | 5,312,720.00 | 328,961 | 328,961 | |
| MAXIMUS INC | COM | 57793310 | 5,306,089.00 | 236,879 | 236,879 | |
| AMERICAN MED SYS HLD | COM | 02744M10 | 5,295,503.00 | 255,205 | 254,480 | |
| ROLLINS INC | COM | 77571110 | 5,291,272.00 | 272,746 | 272,706 | |
| NORTEK INC | COM | 65655910 | 5,287,334.00 | 122,194 | 122,194 | |
| IDT CORP | COM | 44894710 | 5,265,926.00 | 323,063 | 322,323 | |
| SOTHEBYS HLDGS INC | CL A | 83589810 | 5,252,436.00 | 750,348 | 750,148 | |
| TRACTOR SUPPLY CO | COM | 89235610 | 5,241,983.00 | 164,946 | 164,946 | |
| PHILLIPS VAN HEUSEN | COM | 71859210 | 5,231,394.00 | 415,190 | 415,190 | |
| W-H ENERGY SVCS INC | COM | 92925E10 | 5,222,402.00 | 301,873 | 301,873 | |
| GRIFFON CORP | COM | 39843310 | 5,218,212.00 | 489,973 | 489,973 | |
| AMERIGROUP CORP | COM | 03073T10 | 5,217,192.00 | 155,505 | 155,505 | |
| MONDAVI ROBERT CORP | CL A | 60920010 | 5,216,488.00 | 171,257 | 171,257 | |
| PERICOM SEMICONDUCTO | COM | 71383110 | 5,213,729.00 | 604,841 | 604,821 | |
| AMERICAN STS WTR CO | COM | 02989910 | 5,211,172.00 | 198,748 | 198,748 | |
| SOUTH JERSEY INDS IN | COM | 83851810 | 5,211,098.00 | 159,556 | 159,556 | |
| WEIS MKTS INC | COM | 94884910 | 5,203,629.00 | 155,425 | 155,165 | |
| ICU MED INC | COM | 44930G10 | 5,199,133.00 | 142,364 | 142,364 | |
| C D I CORP | COM | 12507110 | 5,181,387.00 | 198,141 | 198,141 | |
| BURLINGTON COAT FACT | COM | 12157910 | 5,178,402.00 | 287,689 | 287,689 | |
| CHECKPOINT SYS INC | COM | 16282510 | 5,176,416.00 | 419,143 | 418,143 | |
| PARK ELECTROCHEMICAL | COM | 70041620 | 5,171,455.00 | 309,668 | 309,378 | |
| UNIZAN FINANCIAL COR | COM | 91528W10 | 5,168,931.00 | 269,524 | 269,524 | |
| WESTPOINT STEVENS IN | COM | 96123810 | 5,161,481.00 | 5,266,818 | 453,948 | 4, |
| ACTUANT CORP | CL A NEW | 00508X20 | 5,155,114.00 | 139,705 | 139,565 | |
| Page Total | | | 210,973,479.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| CORRECTIONS CORP AME | 326,115 | | 58,050 |
| SPHERION CORP | 659,953 | 500 | 104,750 |

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| | | | |
|----------------------|---------|-----------|---------|
| FIRST FINL BANKSHARE | 122,384 | | 25,450 |
| STRAYER ED INC | 74,694 | | 15,650 |
| CYMER INC | 264,626 | 900 | 22,600 |
| UNITED RENTALS INC | 601,717 | 1,040 | 33,440 |
| NEXTEL PARTNERS INC | 825,594 | | 171,000 |
| OCULAR SCIENCES INC | 200,739 | | 28,700 |
| HAIN CELESTIAL GROUP | 306,642 | 4,500 | 54,550 |
| RLI CORP | 81,924 | | 17,894 |
| DIAGEO P L C | 102,934 | | 4,200 |
| NATIONWIDE FINL SVCS | 183,430 | 500 | 16,042 |
| NOVEN PHARMACEUTICAL | 388,967 | | 46,950 |
| ANTEON INTL CORP | 162,421 | | 33,200 |
| EMPIRE DIST ELEC CO | 244,937 | 100 | 69,500 |
| HANCOCK FABRICS INC | 297,111 | | 31,850 |
| MAXIMUS INC | 197,779 | | 39,100 |
| AMERICAN MED SYS HLD | 215,305 | | 39,900 |
| ROLLINS INC | 233,046 | | 39,700 |
| NORTEK INC | 100,594 | | 21,600 |
| IDT CORP | 288,013 | 1,100 | 33,950 |
| SOTHEBYS HLDGS INC | 639,048 | 200 | 111,100 |
| TRACTOR SUPPLY CO | 135,996 | | 28,950 |
| PHILLIPS VAN HEUSEN | 344,590 | | 70,600 |
| W-H ENERGY SVCS INC | 263,873 | | 38,000 |
| GRIFFON CORP | 444,993 | | 44,980 |
| AMERIGROUP CORP | 135,505 | | 20,000 |
| MONDAVI ROBERT CORP | 149,977 | | 21,280 |
| PERICOM SEMICONDUCTO | 572,891 | | 31,950 |
| AMERICAN STS WTR CO | 168,398 | | 30,350 |
| SOUTH JERSEY INDS IN | 126,128 | | 33,428 |
| WEIS MKTS INC | 128,064 | | 27,361 |
| ICU MED INC | 124,214 | | 18,150 |
| C D I CORP | 167,041 | | 31,100 |
| BURLINGTON COAT FACT | 250,489 | | 37,200 |
| CHECKPOINT SYS INC | 364,693 | | 54,450 |
| PARK ELECTROCHEMICAL | 276,318 | | 33,350 |
| UNIZAN FINANCIAL COR | 230,552 | | 38,972 |
| WESTPOINT STEVENS IN | 372,578 | 4,812,870 | 81,370 |
| ACTUANT CORP | 115,895 | | 23,810 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| OSHKOSH B GOSH INC | CL A | 68822220 | 5,149,361.00 | 149,865 | 149,865 | |
| STAGE STORES INC | COM NEW | 85254C30 | 5,147,752.00 | 237,333 | 237,333 | |
| PEOPLES BK BRIDGEPOR | COM | 71019810 | 5,145,935.00 | 229,422 | 217,992 | |
| AMDOCS LTD | ORD | G0260210 | 5,138,592.00 | 802,905 | 624,129 | |
| RFS HOTEL INVS INC | COM | 74955J10 | 5,093,832.00 | 463,497 | 463,477 | |
| CROWN AMERN RLTY TR | SH BEN INT | 22818610 | 5,092,702.00 | 554,157 | 554,157 | |
| EXPRESSJET HOLDINGS | CL A | 30218U10 | 5,076,440.00 | 551,787 | 551,787 | |
| APEX MORTGAGE CAPITA | COM | 03756410 | 5,069,215.00 | 453,013 | 453,013 | |
| KINDRED HEALTHCARE I | COM | 49458010 | 5,069,110.00 | 136,892 | 136,756 | |

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| | | | | | |
|----------------------|-----------|----------|----------------|-----------|-----------|
| SEROLOGICALS CORP | COM | 81752310 | 5,067,097.00 | 378,424 | 330,639 |
| IMAGISTICS INTERNATI | COM | 45247T10 | 5,066,512.00 | 292,018 | 289,750 |
| STEAK N SHAKE CO | COM | 85787310 | 5,060,979.00 | 460,089 | 460,089 |
| WINTRUST FINANCIAL C | COM | 97650W10 | 5,057,727.00 | 176,535 | 176,535 |
| CONNECTICUT BANCSHAR | COM | 20754010 | 5,057,557.00 | 136,580 | 136,580 |
| WATSCO INC | COM | 94262220 | 5,053,920.00 | 353,421 | 353,421 |
| AVX CORP NEW | COM | 00244410 | 5,041,141.00 | 582,118 | 582,118 |
| JOHN NUVEEN CO | CL A | 47803510 | 5,039,671.00 | 221,524 | 221,364 |
| PULITZER INC | COM | 74576910 | 5,021,740.00 | 120,570 | 119,670 |
| FRONTIER FINL CORP W | COM | 35907K10 | 5,016,324.00 | 196,873 | 196,873 |
| HOUSTON EXPL CO | COM | 44212010 | 5,002,191.00 | 160,584 | 160,584 |
| RAMBUS INC DEL | COM | 75091710 | 4,997,175.00 | 1,151,423 | 1,148,343 |
| WATTS INDS INC | CL A | 94274910 | 4,981,122.00 | 303,727 | 303,727 |
| GAYLORD ENTMT CO NEW | COM | 36790510 | 4,972,857.00 | 262,836 | 262,586 |
| UNIFI INC | COM | 90467710 | 4,966,097.00 | 792,041 | 791,239 |
| PALM INC | COM | 69664210 | 4,962,651.00 | 6,706,286 | 6,534,109 |
| ARCH CHEMICALS INC | COM | 03937R10 | 4,958,552.00 | 279,828 | 279,828 |
| DOLLAR THRIFTY AUTOM | COM | 25674310 | 4,946,433.00 | 308,189 | 306,849 |
| BERRY PETE CO | CL A | 08578910 | 4,941,082.00 | 290,823 | 290,823 |
| FRONTIER OIL CORP | COM | 35914P10 | 4,926,408.00 | 397,291 | 397,291 |
| LEXINGTON CORP PPTYS | COM | 52904310 | 4,922,848.00 | 305,767 | 305,767 |
| QUEST SOFTWARE INC | COM | 74834T10 | 4,921,210.00 | 523,533 | 521,053 |
| AGERE SYS INC | CL A | 00845V10 | 4,915,471.00 | 4,468,610 | 4,463,359 |
| R & G FINANCIAL CORP | CL B | 74913610 | 4,901,775.00 | 224,646 | 224,646 |
| FIRST ESSEX BANCORP | COM | 32010310 | 4,899,298.00 | 148,239 | 145,239 |
| INFOSYS TECHNOLOGIES | SPONSORED | 45678810 | 4,898,162.00 | 90,372 | 90,372 |
| OFFSHORE LOGISTICS I | COM | 67625510 | 4,897,656.00 | 272,698 | 271,378 |
| NASH FINCH CO | COM | 63115810 | 4,888,465.00 | 359,446 | 359,446 |
| PEROT SYS CORP | CL A | 71426510 | 4,879,617.00 | 524,690 | 521,540 |
| MENTOR GRAPHICS CORP | COM | 58720010 | 4,876,813.00 | 999,347 | 998,857 |
| AMERITRADE HLDG CORP | COM | 03074K10 | 4,875,453.00 | 1,307,092 | 1,306,892 |
| Page Total | | | 199,996,943.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| OSHKOSH B GOSH INC | 118,519 | | 31,346 |
| STAGE STORES INC | 203,033 | | 34,300 |
| PEOPLES BK BRIDGEPOR | 206,732 | 6,650 | 16,040 |
| AMDOCS LTD | 703,512 | 27,500 | 71,893 |
| RFS HOTEL INVS INC | 382,625 | | 80,872 |
| CROWN AMERN RLTY TR | 452,701 | | 101,456 |
| EXPRESSJET HOLDINGS | 483,987 | | 67,800 |
| APEX MORTGAGE CAPITA | 396,863 | | 56,150 |
| KINDRED HEALTHCARE I | 113,392 | | 23,500 |
| SEROLOGICALS CORP | 339,124 | | 39,300 |
| IMAGISTICS INTERNATI | 240,754 | 290 | 50,974 |
| STEAK N SHAKE CO | 409,250 | | 50,839 |
| WINTRUST FINANCIAL C | 145,785 | | 30,750 |
| CONNECTICUT BANCSHAR | 116,780 | | 19,800 |
| WATSCO INC | 312,621 | | 40,800 |
| AVX CORP NEW | 547,194 | 1,200 | 33,724 |
| JOHN NUVEEN CO | 203,944 | 1,100 | 16,480 |
| PULITZER INC | 95,820 | 100 | 24,650 |
| FRONTIER FINL CORP W | 162,123 | | 34,750 |
| HOUSTON EXPL CO | 137,233 | | 23,351 |
| RAMBUS INC DEL | 966,433 | 80 | 184,910 |
| WATTS INDS INC | 273,277 | | 30,450 |

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| | | | |
|----------------------|-----------|---------|-----------|
| GAYLORD ENTMT CO NEW | 227,986 | 100 | 34,750 |
| UNIFI INC | 692,691 | | 99,350 |
| PALM INC | 5,360,919 | 142,291 | 1,203,076 |
| ARCH CHEMICALS INC | 240,928 | | 38,900 |
| DOLLAR THRIFTY AUTOM | 247,389 | | 60,800 |
| BERRY PETE CO | 248,173 | | 42,650 |
| FRONTIER OIL CORP | 332,221 | | 65,070 |
| LEXINGTON CORP PPTYS | 244,817 | | 60,950 |
| QUEST SOFTWARE INC | 438,513 | | 85,020 |
| AGERE SYS INC | 3,519,317 | 2,044 | 947,249 |
| R & G FINANCIAL CORP | 193,146 | | 31,500 |
| FIRST ESSEX BANCORP | 129,089 | | 19,150 |
| INFOSYS TECHNOLOGIES | 12,572 | | 77,800 |
| OFFSHORE LOGISTICS I | 231,398 | | 41,300 |
| NASH FINCH CO | 334,396 | | 25,050 |
| PEROT SYS CORP | 474,090 | 1,200 | 49,400 |
| MENTOR GRAPHICS CORP | 858,697 | 400 | 140,250 |
| AMERITRADE HLDG CORP | 1,086,467 | | 220,625 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| BLACKROCK INC | CL A | 09247X10 | 4,870,660.00 | 117,592 | 117,592 | |
| DATASCOPE CORP | COM | 23811310 | 4,864,819.00 | 179,779 | 179,379 | |
| NUI CORP | COM | 62943110 | 4,860,064.00 | 225,003 | 225,003 | |
| UNITED CMNTY BKS BLA | CAP STK | 90984P10 | 4,850,401.00 | 199,605 | 199,605 | |
| M/I SCHOTTENSTEIN HO | COM | 55305B10 | 4,841,518.00 | 153,699 | 153,699 | |
| NORTHWESTERN CORP | COM | 66807410 | 4,835,767.00 | 495,468 | 494,962 | |
| INTERMAGNETICS GEN C | COM | 45877110 | 4,821,421.00 | 282,450 | 282,450 | |
| QUANTUM CORP | COM DSSG | 74790620 | 4,815,713.00 | 2,179,056 | 2,174,736 | |
| ING GROUP N V | SPONSORED | 45683710 | 4,812,392.00 | 342,763 | 103,395 | |
| ARMOR HOLDINGS INC | COM | 04226010 | 4,804,684.00 | 320,526 | 320,526 | |
| APPLIED INDL TECHNOL | COM | 03820C10 | 4,800,901.00 | 283,239 | 283,239 | |
| DUANE READE INC | COM | 26357810 | 4,798,832.00 | 299,927 | 299,807 | |
| COMMUNITY BK SYS INC | COM | 20360710 | 4,798,667.00 | 161,953 | 161,953 | |
| PMA CAP CORP | CL A | 69341920 | 4,798,575.00 | 319,905 | 319,905 | |
| AMERICAN AXLE & MFG | COM | 02406110 | 4,797,683.00 | 192,061 | 191,221 | |
| PRECISION DRILLING C | COM | 74022D10 | 4,795,110.00 | 159,306 | 14,525 | |
| ORTHODONTIC CTRS AME | COM | 68750P10 | 4,793,054.00 | 447,949 | 439,229 | |
| ROGERS CORP | COM | 77513310 | 4,787,380.00 | 205,027 | 204,987 | |
| SOURCECORP | COM | 83616710 | 4,784,165.00 | 234,403 | 234,303 | |
| CALIFORNIA WTR SVC G | COM | 13078810 | 4,776,356.00 | 187,088 | 187,088 | |
| METHODE ELECTRS INC | CL A | 59152020 | 4,774,793.00 | 520,130 | 518,430 | |
| INCYTE GENOMICS INC | COM | 45337C10 | 4,773,228.00 | 1,028,713 | 1,024,883 | |
| TAIWAN SEMICONDUCTOR | SPONSORED | 87403910 | 4,770,678.00 | 751,288 | 751,288 | |
| ELKCORP | COM | 28745610 | 4,762,069.00 | 278,973 | 278,973 | |
| POLO RALPH LAUREN CO | CL A | 73157210 | 4,759,388.00 | 229,037 | 228,177 | |
| PEABODY ENERGY CORP | COM | 70454910 | 4,746,340.00 | 186,131 | 186,131 | |
| CYBERONICS INC | COM | 23251P10 | 4,728,843.00 | 274,773 | 268,513 | |
| CHEMFIRST INC | COM | 16361A10 | 4,723,513.00 | 164,239 | 163,819 | |
| S1 CORPORATION | COM | 78463B10 | 4,721,023.00 | 880,788 | 879,988 | |

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| | | | | | |
|----------------------|------|----------|----------------|---------|---------|
| RAYOVAC CORP | COM | 75508110 | 4,720,582.00 | 386,933 | 386,873 |
| MID-STATE BANCSHARES | COM | 59544010 | 4,720,362.00 | 287,827 | 287,827 |
| FEDERAL AGRIC MTG CO | CL C | 31314830 | 4,711,596.00 | 159,661 | 159,561 |
| FORWARD AIR CORP | COM | 34985310 | 4,702,742.00 | 259,820 | 220,130 |
| SUREWEST COMMUNICATI | COM | 86873310 | 4,699,122.00 | 160,544 | 160,544 |
| VALMONT INDS INC | COM | 92025310 | 4,697,693.00 | 201,186 | 201,186 |
| EDO CORP | COM | 28134710 | 4,671,386.00 | 208,451 | 208,451 |
| WESTPORT RES CORP NE | COM | 96141810 | 4,670,617.00 | 255,225 | 255,225 |
| CRH PLC | ADR | 12626K20 | 4,659,606.00 | 398,291 | 46,109 |
| BELDEN INC | COM | 07745910 | 4,657,330.00 | 347,044 | 345,584 |
| VERITY INC | COM | 92343C10 | 4,653,784.00 | 467,717 | 467,717 |
| Page Total | | | 190,632,857.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| BLACKROCK INC | 105,800 | 300 | 11,492 |
| DATASCOPE CORP | 150,479 | | 29,300 |
| NUI CORP | 179,704 | | 45,299 |
| UNITED CMNTY BKS BLA | 164,955 | | 34,650 |
| M/I SCHOTTENSTEIN HO | 124,824 | | 28,875 |
| NORTHWESTERN CORP | 423,502 | 466 | 71,500 |
| INTERMAGNETICS GEN C | 253,034 | | 29,416 |
| QUANTUM CORP | 1,937,506 | | 241,550 |
| ING GROUP N V | 337,463 | | 5,300 |
| ARMOR HOLDINGS INC | 270,426 | | 50,100 |
| APPLIED INDL TECHNOL | 243,289 | | 39,950 |
| DUANE READE INC | 252,927 | 100 | 46,900 |
| COMMUNITY BK SYS INC | 131,133 | | 30,820 |
| PMA CAP CORP | 266,355 | | 53,550 |
| AMERICAN AXLE & MFG | 175,261 | 300 | 16,500 |
| PRECISION DRILLING C | 156,306 | | 3,000 |
| ORTHODONTIC CTRS AME | 409,117 | 9,600 | 29,232 |
| ROGERS CORP | 177,811 | | 27,216 |
| SOURCECORP | 205,653 | 100 | 28,650 |
| CALIFORNIA WTR SVC G | 147,688 | | 39,400 |
| METHODE ELECTRS INC | 451,480 | | 68,650 |
| INCYTE GENOMICS INC | 881,763 | 100 | 146,850 |
| TAIWAN SEMICONDUCTOR | 265,040 | | 486,248 |
| ELKCORP | 231,473 | | 47,500 |
| POLO RALPH LAUREN CO | 207,917 | 600 | 20,520 |
| PEABODY ENERGY CORP | 171,631 | 400 | 14,100 |
| CYBERONICS INC | 224,973 | | 49,800 |
| CHEMFIRST INC | 129,769 | 420 | 34,050 |
| S1 CORPORATION | 733,288 | 100 | 147,400 |
| RAYOVAC CORP | 310,633 | | 76,300 |
| MID-STATE BANCSHARES | 241,427 | | 46,400 |
| FEDERAL AGRIC MTG CO | 150,361 | 100 | 9,200 |
| FORWARD AIR CORP | 231,070 | | 28,750 |
| SUREWEST COMMUNICATI | 133,044 | | 27,500 |
| VALMONT INDS INC | 169,436 | | 31,750 |
| EDO CORP | 176,051 | | 32,400 |
| WESTPORT RES CORP NE | 220,914 | | 34,311 |
| CRH PLC | 359,667 | 32,224 | 6,400 |
| BELDEN INC | 310,394 | 100 | 36,550 |
| VERITY INC | 409,067 | | 58,650 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| CIMA LABS INC | COM | 17179610 | 4,649,455.00 | 184,869 | 184,849 | | |
| LITTELFUSE INC | COM | 53700810 | 4,642,219.00 | 275,994 | 266,554 | 40 | 9, |
| STRATTEC SEC CORP | COM | 86311110 | 4,637,105.00 | 90,888 | 90,888 | | |
| WMS INDS INC | COM | 92929710 | 4,630,863.00 | 328,430 | 328,430 | | |
| UNILEVER N V | N Y SHS NE | 90478470 | 4,630,203.00 | 77,884 | 77,884 | | |
| ESCO TECHNOLOGIES IN | COM | 29631510 | 4,623,260.00 | 143,135 | 143,134 | | 1 |
| PHOTRONICS INC | COM | 71940510 | 4,622,046.00 | 459,448 | 455,228 | 4,220 | |
| MANHATTAN ASSOCS INC | COM | 56275010 | 4,621,852.00 | 341,853 | 341,753 | | |
| INDEPENDENT BANK COR | COM | 45383810 | 4,603,978.00 | 139,093 | 139,093 | | |
| ARGONAUT GROUP INC | COM | 04015710 | 4,572,940.00 | 265,098 | 264,978 | | 120 |
| PRESIDENTIAL LIFE CO | COM | 74088410 | 4,562,020.00 | 316,807 | 311,967 | 4,400 | |
| HOOPER HOLMES INC | COM | 43910410 | 4,561,377.00 | 735,706 | 735,566 | | 140 |
| STERLING FINL CORP | COM | 85931710 | 4,558,891.00 | 195,409 | 195,409 | | |
| HOLLY CORP | COM PAR \$0 | 43575830 | 4,550,911.00 | 268,016 | 267,816 | | 200 |
| BOWNE & CO INC | COM | 10304310 | 4,543,210.00 | 454,321 | 454,161 | | 160 |
| SPEEDWAY MOTORSPORTS | COM | 84778810 | 4,539,851.00 | 192,775 | 192,775 | | |
| GENCORP INC | COM | 36868210 | 4,535,832.00 | 450,878 | 447,678 | 3,200 | |
| ENZO BIOCHEM INC | COM | 29410010 | 4,531,355.00 | 316,878 | 315,129 | 1,749 | |
| MICREL INC | COM | 59479310 | 4,528,899.00 | 735,211 | 723,231 | 10,740 | 1, |
| SHUFFLE MASTER INC | COM | 82554910 | 4,524,947.00 | 243,146 | 243,146 | | |
| GETTY IMAGES INC | COM | 37427610 | 4,523,028.00 | 225,475 | 225,475 | | |
| MAVERICK TUBE CORP | COM | 57791410 | 4,521,517.00 | 509,754 | 509,654 | | |
| SAUL CTRS INC | COM | 80439510 | 4,521,514.00 | 194,725 | 194,725 | | |
| INTERNATIONAL MULTIF | COM | 46004310 | 4,508,333.00 | 230,017 | 229,917 | | 100 |
| LONE STAR TECHNOLOGI | COM | 54231210 | 4,504,398.00 | 380,118 | 380,018 | | |
| ARIBA INC | COM | 04033V10 | 4,502,119.00 | 3,334,903 | 3,329,883 | 4,900 | |
| TICKETMASTER | CL B | 88633P20 | 4,493,199.00 | 294,636 | 294,436 | | 200 |
| TIBCO SOFTWARE INC | COM | 88632Q10 | 4,478,658.00 | 1,194,309 | 1,182,681 | 11,528 | |
| FIRST MERCHANTS CORP | COM | 32081710 | 4,472,750.00 | 181,083 | 181,083 | | |
| BANKUNITED FINL CORP | CL A | 06652B10 | 4,466,542.00 | 280,034 | 280,034 | | |
| MFA MTG INVTS INC | COM | 55272X10 | 4,464,396.00 | 551,160 | 549,160 | | 2, |
| PROASSURANCE CORP | COM | 74267C10 | 4,459,504.00 | 263,876 | 263,876 | | |
| KRAMONT RLTY TR | COM SH BEN | 50075Q10 | 4,445,594.00 | 300,378 | 300,378 | | |
| CLEVELAND CLIFFS INC | COM | 18589610 | 4,442,660.00 | 184,726 | 184,626 | | 100 |
| SUFFOLK BANCORP | COM | 86473910 | 4,439,575.00 | 137,875 | 137,875 | | |
| REDWOOD TR INC | COM | 75807540 | 4,429,919.00 | 162,090 | 162,090 | | |
| PIONEER STD ELECTRS | COM | 72387710 | 4,428,403.00 | 611,658 | 611,638 | | 20 |
| ARRIS GROUP INC | COM | 04269Q10 | 4,415,927.00 | 1,193,494 | 1,193,094 | 200 | |
| INSITUFORM TECHNOLOG | CL A | 45766710 | 4,414,570.00 | 307,657 | 307,557 | | |
| THORATEC CORP | COM NEW | 88517530 | 4,408,220.00 | 562,273 | 562,273 | | |
| Page Total | | | 181,012,040.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| JLG INDS INC | COM | 46621010 | 4,406,747.00 | 547,422 | 547,402 | 20 |
| SPS TECHNOLOGIES INC | COM | 78462610 | 4,404,582.00 | 176,678 | 176,258 | 420 |
| INTEGRATED DEFENSE T | COM | 45819B10 | 4,401,905.00 | 223,447 | 175,802 | 40,395 |
| TRIMBLE NAVIGATION L | COM | 89623910 | 4,399,787.00 | 444,423 | 444,163 | 260 |
| FIRST FED CAP CORP | COM | 31996010 | 4,399,651.00 | 226,436 | 226,436 | |
| TRIARC COS INC | CL A | 89592710 | 4,396,890.00 | 193,781 | 193,281 | |
| KNIGHT TRANSN INC | COM | 49906410 | 4,392,979.00 | 283,418 | 283,418 | |
| ALPHARMA INC | CL A | 02081310 | 4,391,932.00 | 457,493 | 456,483 | 1,010 |
| BAY VIEW CAP CORP DE | COM | 07262L10 | 4,382,705.00 | 772,964 | 769,964 | 3,000 |
| STEWART & STEVENSON | COM | 86034210 | 4,374,768.00 | 446,724 | 445,514 | 1,210 |
| ANALOGIC CORP | COM PAR \$0 | 03265720 | 4,372,520.00 | 104,381 | 103,981 | 400 |
| STRIDE RITE CORP | COM | 86331410 | 4,348,245.00 | 549,715 | 549,715 | |
| FIRST FINL HLDGS INC | COM | 32023910 | 4,339,591.00 | 160,310 | 160,310 | |
| KORN FERRY INTL | COM NEW | 50064320 | 4,324,990.00 | 551,657 | 551,497 | 160 |
| FIRST NIAGARA FINL G | COM | 33582U10 | 4,315,952.00 | 136,624 | 136,624 | |
| RESOURCES CONNECTION | COM | 76122Q10 | 4,313,691.00 | 299,354 | 299,354 | |
| MACROMEDIA INC | COM | 55610010 | 4,313,092.00 | 557,968 | 557,188 | 520 |
| CIBER INC | COM | 17163B10 | 4,312,617.00 | 742,275 | 742,275 | |
| HANDLEMAN CO DEL | COM | 41025210 | 4,300,765.00 | 470,029 | 470,029 | |
| CARPENTER TECHNOLOGY | COM | 14428510 | 4,297,865.00 | 330,605 | 330,605 | |
| AARON RENTS INC | COM | 00253520 | 4,288,810.00 | 186,470 | 186,470 | |
| NCO GROUP INC | COM | 62885810 | 4,288,380.00 | 376,504 | 376,284 | 220 |
| COMMONWEALTH BANCORP | COM | 20268X10 | 4,287,430.00 | 93,205 | 93,205 | |
| CPB INC | COM | 12590310 | 4,285,083.00 | 92,811 | 92,811 | |
| REINSURANCE GROUP AM | COM | 75935110 | 4,283,135.00 | 165,756 | 165,576 | 180 |
| UNITED NATL BANCORP | COM | 91090910 | 4,281,380.00 | 208,036 | 208,036 | |
| INFOCUS CORP | COM | 45665B10 | 4,280,154.00 | 561,700 | 559,500 | 2,000 |
| NCI BUILDING SYS INC | COM | 62885210 | 4,279,669.00 | 227,642 | 227,542 | 100 |
| DUPONT PHOTOMASKS IN | COM | 26613X10 | 4,276,512.00 | 187,731 | 187,731 | |
| FREEMARKETS INC | COM | 35660210 | 4,275,475.00 | 861,991 | 529,512 | 146,936 |
| CHEMED CORP | COM | 16359610 | 4,270,691.00 | 138,794 | 138,794 | |
| TELIK INC | COM | 87959M10 | 4,261,220.00 | 344,202 | 342,702 | 1,500 |
| ARROW INTL INC | COM | 04276410 | 4,253,453.00 | 132,218 | 130,218 | 2,000 |
| GULFMARK OFFSHORE IN | COM | 40262910 | 4,253,239.00 | 245,852 | 245,852 | |
| CARMAX INC | COM | 14313010 | 4,247,413.00 | 262,186 | 262,186 | |
| POWER INTEGRATIONS I | COM | 73927610 | 4,243,704.00 | 348,130 | 344,310 | 3,820 |
| LANCE INC | COM | 51460610 | 4,235,282.00 | 332,179 | 331,459 | |
| J JILL GROUP INC | COM | 46618910 | 4,227,903.00 | 242,704 | 242,554 | |
| STUDENT LN CORP | COM | 86390210 | 4,225,596.00 | 46,702 | 46,002 | 700 |
| PARKWAY PPTYS INC | COM | 70159Q10 | 4,215,990.00 | 124,586 | 124,586 | |
| Page Total | | | 172,451,793.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| CATO CORP NEW | CL A | 14920510 | 4,215,685.00 | 222,112 | 222,112 | |

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| | | | | | |
|----------------------|-------------|----------|----------------|-----------|-----------|
| WET SEAL INC | CL A | 96184010 | 4,206,930.00 | 420,693 | 420,693 |
| WALTER INDS INC | COM | 93317Q10 | 4,200,791.00 | 342,084 | 340,184 |
| VEECO INSTRS INC DEL | COM | 92241710 | 4,199,936.00 | 388,883 | 385,198 |
| PHOTON DYNAMICS INC | COM | 71936410 | 4,199,816.00 | 225,433 | 223,848 |
| PRE PAID LEGAL SVCS | COM | 74006510 | 4,195,614.00 | 211,047 | 211,047 |
| HANGER ORTHOPEDIC GR | COM NEW | 41043F20 | 4,194,340.00 | 263,795 | 263,795 |
| BARNES GROUP INC | COM | 06780610 | 4,184,927.00 | 208,309 | 207,809 |
| SPARTECH CORP | COM NEW | 84722020 | 4,179,967.00 | 197,541 | 197,541 |
| CSK AUTO CORP | COM | 12596510 | 4,179,739.00 | 334,915 | 334,835 |
| KNIGHT TRADING GROUP | COM | 49906310 | 4,177,275.00 | 1,113,940 | 1,109,340 |
| CABLE DESIGN TECHNOL | COM | 12692410 | 4,174,445.00 | 682,099 | 681,999 |
| HEADWATERS INC | COM | 42210P10 | 4,173,363.00 | 301,980 | 301,980 |
| ENTRAVISION COMMUNIC | CL A | 29382R10 | 4,170,119.00 | 314,726 | 314,726 |
| HARDINGE INC | COM | 41232430 | 4,168,627.00 | 547,064 | 547,064 |
| FRANKLIN ELEC INC | COM | 35351410 | 4,163,251.00 | 97,386 | 97,386 |
| GLACIER BANCORP INC | COM | 37637Q10 | 4,161,928.00 | 182,701 | 182,701 |
| INAMED CORP | COM | 45323510 | 4,149,614.00 | 180,418 | 180,398 |
| LIGAND PHARMACEUTICA | CL B | 53220K20 | 4,140,683.00 | 608,924 | 608,874 |
| CT COMMUNICATIONS IN | COM NEW | 12642640 | 4,139,982.00 | 285,516 | 285,476 |
| ODYSSEY HEALTHCARE I | COM | 67611V10 | 4,130,524.00 | 137,914 | 137,914 |
| CALIFORNIA PIZZA KIT | COM | 13054D10 | 4,112,117.00 | 178,710 | 178,610 |
| FREMONT GEN CORP | COM | 35728810 | 4,110,967.00 | 838,973 | 838,973 |
| ROCK-TENN CO | CL A | 77273920 | 4,107,055.00 | 266,346 | 210,114 |
| FIRST FINL CORP IND | COM | 32021810 | 4,106,670.00 | 84,761 | 84,761 |
| BALLY TOTAL FITNESS | COM | 05873K10 | 4,102,561.00 | 413,982 | 413,922 |
| PORT FINL CORP | COM | 73411910 | 4,101,905.00 | 102,522 | 102,022 |
| BOK FINL CORP | COM NEW | 05561Q20 | 4,100,427.00 | 126,167 | 125,987 |
| GENESCO INC | COM | 37153210 | 4,099,731.00 | 297,082 | 297,082 |
| LEGATO SYS INC | COM | 52465110 | 4,089,156.00 | 1,482,653 | 1,476,953 |
| JOY GLOBAL INC | COM | 48116510 | 4,072,336.00 | 490,643 | 490,643 |
| RAIT INVT TR | COM | 74922710 | 4,062,711.00 | 197,219 | 197,219 |
| BROWN SHOE INC NEW | COM | 11573610 | 4,061,169.00 | 226,881 | 226,721 |
| MID-ATLANTIC RLTY TR | SH BEN INT | 59523210 | 4,057,144.00 | 253,097 | 253,097 |
| STEPAN CO | COM | 85858610 | 4,042,079.00 | 150,543 | 150,543 |
| MAGNUM HUNTER RES IN | COM PAR \$0 | 55972F20 | 4,027,296.00 | 767,104 | 671,619 |
| DIVERSA CORP | COM | 25506410 | 4,025,818.00 | 471,960 | 471,953 |
| UNITED SURGICAL PART | COM | 91301630 | 4,022,708.00 | 182,023 | 182,023 |
| PEOPLES HLDG CO | COM | 71114810 | 4,015,505.00 | 98,540 | 98,540 |
| ZENITH NATL INS CORP | COM | 98939010 | 4,013,330.00 | 151,905 | 151,905 |
| Page Total | | | 165,038,241.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| CATO CORP NEW | 192,412 | | 29,700 |
| WET SEAL INC | 366,418 | | 54,275 |
| WALTER INDS INC | 293,434 | | 48,650 |
| VEECO INSTRS INC DEL | 337,984 | | 50,899 |
| PHOTON DYNAMICS INC | 193,383 | 100 | 31,950 |
| PRE PAID LEGAL SVCS | 177,897 | | 33,150 |
| HANGER ORTHOPEDIC GR | 224,345 | | 39,450 |
| BARNES GROUP INC | 182,959 | | 25,350 |
| SPARTECH CORP | 163,941 | | 33,600 |
| CSK AUTO CORP | 288,915 | | 46,000 |
| KNIGHT TRADING GROUP | 916,441 | 100 | 197,399 |
| CABLE DESIGN TECHNOL | 604,349 | | 77,750 |
| HEADWATERS INC | 253,630 | | 48,350 |
| ENTRAVISION COMMUNIC | 289,090 | 900 | 24,736 |

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|----------------------|-----------|---------|---------|
| HARDINGE INC | 7,700 | 539,364 | |
| FRANKLIN ELEC INC | 82,636 | | 14,750 |
| GLACIER BANCORP INC | 158,501 | | 24,200 |
| INAMED CORP | 148,918 | | 31,500 |
| LIGAND PHARMACEUTICA | 503,974 | | 104,950 |
| CT COMMUNICATIONS IN | 253,216 | | 32,300 |
| ODYSSEY HEALTHCARE I | 117,064 | | 20,850 |
| CALIFORNIA PIZZA KIT | 145,060 | 100 | 33,550 |
| FREMONT GEN CORP | 734,623 | | 104,350 |
| ROCK-TENN CO | 240,946 | | 25,400 |
| FIRST FINL CORP IND | 68,161 | | 16,600 |
| BALLY TOTAL FITNESS | 357,782 | | 56,200 |
| PORT FINL CORP | 84,322 | 500 | 17,700 |
| BOK FINL CORP | 116,759 | | 9,408 |
| GENESCO INC | 249,382 | | 47,700 |
| LEGATO SYS INC | 1,287,612 | 100 | 194,941 |
| JOY GLOBAL INC | 413,793 | | 76,850 |
| RAIT INVT TR | 168,069 | | 29,150 |
| BROWN SHOE INC NEW | 192,781 | 100 | 34,000 |
| MID-ATLANTIC RLTY TR | 204,531 | | 48,566 |
| STEPAN CO | 137,343 | | 13,200 |
| MAGNUM HUNTER RES IN | 670,305 | | 96,799 |
| DIVERSA CORP | 417,260 | | 54,700 |
| UNITED SURGICAL PART | 155,373 | | 26,650 |
| PEOPLES HLDG CO | 90,240 | | 8,300 |
| ZENITH NATL INS CORP | 118,936 | | 32,969 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investm Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|--------------|---|
| SOUTHWESTERN ENERGY | COM | 84546710 | 4,004,976.00 | 333,748 | 333,748 | |
| MINE SAFETY APPLIANC | COM | 60272010 | 3,990,325.00 | 101,820 | 101,820 | |
| TANOX INC | COM | 87588Q10 | 3,987,732.00 | 379,784 | 377,684 | |
| FORRESTER RESH INC | COM | 34656310 | 3,983,442.00 | 266,095 | 266,095 | |
| IMPATH INC | COM | 45255G10 | 3,977,274.00 | 308,077 | 308,067 | |
| UMPQUA HLDGS CORP | COM | 90421410 | 3,975,731.00 | 241,980 | 241,980 | |
| SUPERIOR ENERGY SVCS | COM | 86815710 | 3,975,666.00 | 611,641 | 610,671 | |
| GREIF BROS CORP | CL A | 39762410 | 3,974,414.00 | 162,221 | 162,221 | |
| O CHARLEYS INC | COM | 67082310 | 3,956,937.00 | 211,138 | 211,138 | |
| TOPPS INC | COM | 89078610 | 3,955,123.00 | 458,831 | 458,731 | |
| BOSTON COMMUNICATION | COM | 10058210 | 3,946,182.00 | 382,382 | 381,382 | |
| REMINGTON OIL & GAS | COM | 75959430 | 3,938,313.00 | 279,313 | 279,313 | |
| MISSISSIPPI VY BANCS | COM | 60572010 | 3,920,036.00 | 78,684 | 78,684 | |
| TETRA TECHNOLOGIES I | COM | 88162F10 | 3,912,384.00 | 194,163 | 194,163 | |
| BRIGHT HORIZON FAMIL | COM | 10919510 | 3,906,708.00 | 139,875 | 136,355 | |
| SCHWEITZER-MAUDUIT I | COM | 80854110 | 3,902,715.00 | 182,797 | 182,797 | |
| ALLOS THERAPEUTICS I | COM | 01977710 | 3,899,858.00 | 459,889 | 459,889 | |
| NAUTICA ENTERPRISES | COM | 63908910 | 3,898,180.00 | 374,825 | 374,725 | |
| TENNANT CO | COM | 88034510 | 3,897,366.00 | 120,475 | 120,475 | |
| KAMAN CORP | CL A | 48354810 | 3,892,658.00 | 317,768 | 317,748 | |
| MARTEK BIOSCIENCES C | COM | 57290110 | 3,880,880.00 | 236,928 | 236,928 | |

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| | | | | | |
|----------------------|-----------|----------|----------------|-----------|---------|
| ADAPTEC INC | COM | 00651F10 | 3,879,291.00 | 879,658 | 871,518 |
| FIRST REP BK SAN FRA | COM | 33615810 | 3,877,568.00 | 178,279 | 178,219 |
| THERASENSE INC | COM | 88338110 | 3,875,421.00 | 277,609 | 277,609 |
| GABELLI ASSET MGMT I | CL A | 36239Y10 | 3,874,217.00 | 130,665 | 130,665 |
| SILICON STORAGE TECH | COM | 82705710 | 3,872,765.00 | 990,477 | 989,347 |
| F&M BANCORP MD | COM | 30236710 | 3,863,637.00 | 122,267 | 122,267 |
| ASTRAZENECA PLC | SPONSORED | 04635310 | 3,862,733.00 | 126,357 | 99,473 |
| BUCKLE INC | COM | 11844010 | 3,860,647.00 | 192,072 | 192,072 |
| FARMER BROS CO | COM | 30767510 | 3,860,048.00 | 11,877 | 11,777 |
| HEIDRICK & STRUGGLES | COM | 42281910 | 3,858,153.00 | 253,993 | 252,993 |
| AVID TECHNOLOGY INC | COM | 05367P10 | 3,858,081.00 | 374,571 | 374,471 |
| EQUITY INNS INC | COM | 29470310 | 3,854,881.00 | 621,755 | 621,755 |
| COMMUNITY TR BANCORP | COM | 20414910 | 3,845,166.00 | 142,943 | 142,943 |
| KOPIN CORP | COM | 50060010 | 3,845,149.00 | 1,104,928 | 947,638 |
| UNIVERSAL FST PRODS | COM | 91354310 | 3,838,828.00 | 203,976 | 203,716 |
| SCANSOURCE INC | COM | 80603710 | 3,834,144.00 | 66,049 | 66,049 |
| EPIQ SYS INC | COM | 26882D10 | 3,832,114.00 | 216,994 | 216,994 |
| UNITED ONLINE INC | COM | 91126810 | 3,825,566.00 | 398,912 | 398,912 |
| HOTELS COM | COM | 44147T10 | 3,818,284.00 | 75,490 | 75,470 |
| Page Total | | | 156,013,593.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| SOUTHWESTERN ENERGY | 288,098 | | 45,650 |
| MINE SAFETY APPLIANC | 85,720 | | 16,100 |
| TANOX INC | 332,022 | | 47,762 |
| FORRESTER RESH INC | 228,545 | | 37,550 |
| IMPATH INC | 272,227 | | 35,850 |
| UMPQUA HLDGS CORP | 198,230 | | 43,750 |
| SUPERIOR ENERGY SVCS | 508,821 | 520 | 102,300 |
| GREIF BROS CORP | 137,971 | | 24,250 |
| O CHARLEYS INC | 179,165 | | 31,973 |
| TOPPS INC | 389,631 | | 69,200 |
| BOSTON COMMUNICATION | 347,132 | 1,000 | 34,250 |
| REMINGTON OIL & GAS | 240,111 | | 39,202 |
| MISSISSIPPI VY BANCS | 62,557 | | 16,127 |
| TETRA TECHNOLOGIES I | 162,863 | | 31,300 |
| BRIGHT HORIZON FAMIL | 108,525 | | 31,350 |
| SCHWEITZER-MAUDUIT I | 182,797 | | |
| ALLOS THERAPEUTICS I | 398,339 | | 61,550 |
| NAUTICA ENTERPRISES | 312,965 | | 61,860 |
| TENNANT CO | 90,935 | | 29,540 |
| KAMAN CORP | 263,871 | | 53,897 |
| MARTEK BIOSCIENCES C | 198,428 | | 38,500 |
| ADAPTEC INC | 784,855 | 2,760 | 92,043 |
| FIRST REP BK SAN FRA | 164,869 | 60 | 13,350 |
| THERASENSE INC | 226,309 | | 51,300 |
| GABELLI ASSET MGMT I | 113,165 | | 17,500 |
| SILICON STORAGE TECH | 830,487 | | 159,990 |
| F&M BANCORP MD | 104,017 | | 18,250 |
| ASTRAZENECA PLC | 124,325 | | 2,032 |
| BUCKLE INC | 178,273 | | 13,799 |
| FARMER BROS CO | 9,977 | | 1,900 |
| HEIDRICK & STRUGGLES | 208,273 | | 45,720 |
| AVID TECHNOLOGY INC | 317,271 | 100 | 57,200 |
| EQUITY INNS INC | 549,102 | | 72,653 |
| COMMUNITY TR BANCORP | 120,143 | | 22,800 |

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| | | | |
|---------------------|---------|---------|---------|
| KOPIN CORP | 801,528 | 151,200 | 152,200 |
| UNIVERSAL FST PRODS | 179,126 | | 24,850 |
| SCANSOURCE INC | 53,299 | | 12,750 |
| EPIQ SYS INC | 192,294 | | 24,700 |
| UNITED ONLINE INC | 357,602 | | 41,310 |
| HOTELS COM | 66,870 | 300 | 8,320 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|----------------------|
| UNIFIRST CORP MASS | COM | 90470810 | 3,816,640.00 | 160,094 | 160,094 |
| R O C TAIWAN FD | SH BEN INT | 74965110 | 3,809,400.00 | 1,088,400 | 1,088,400 |
| ELECTRONICS BOUTIQUE | COM | 28604510 | 3,796,252.00 | 138,297 | 138,297 |
| WEST PHARMACEUTICAL | COM | 95530610 | 3,793,160.00 | 177,085 | 177,065 |
| POLYMEDICA CORP | COM | 73173810 | 3,790,028.00 | 143,453 | 143,253 |
| MERITAGE CORP | COM | 59001A10 | 3,786,485.00 | 106,812 | 106,812 |
| K-SWISS INC | CL A | 48268610 | 3,786,037.00 | 177,166 | 177,166 |
| GUITAR CTR MGMT INC | COM | 40204010 | 3,760,619.00 | 200,246 | 200,146 |
| INTEGRA LIFESCIENCES | COM NEW | 45798520 | 3,722,995.00 | 234,298 | 234,298 |
| ORIENTAL FINL GROUP | COM | 68618W10 | 3,721,806.00 | 169,173 | 169,173 |
| ASML HLDG NV | N Y SHS | N0705911 | 3,719,385.00 | 600,870 | 68,094 |
| WRIGHT MED GROUP INC | COM | 98235T10 | 3,716,178.00 | 195,280 | 195,090 |
| HAVERTY FURNITURE IN | COM | 41959610 | 3,712,475.00 | 296,998 | 296,998 |
| OMEGA FINL CORP | COM | 68209210 | 3,711,858.00 | 109,981 | 109,981 |
| PER-SE TECHNOLOGIES | COM NEW | 71356930 | 3,709,870.00 | 375,493 | 375,493 |
| INHALE THERAPEUTIC S | COM | 45719110 | 3,708,310.00 | 737,532 | 732,832 |
| GLATFELTER | COM | 37731610 | 3,704,188.00 | 320,709 | 320,569 |
| GOLD BANC CORP INC | COM | 37990710 | 3,697,484.00 | 381,184 | 377,884 |
| RIGHT MGMT CONSULTAN | COM | 76657310 | 3,689,347.00 | 149,730 | 149,730 |
| AMERICA MOVIL S A DE | SPON ADR L | 02364W10 | 3,688,048.00 | 305,302 | 305,302 |
| TRANSACTION SYS ARCH | CL A | 89341610 | 3,687,865.00 | 594,817 | 594,637 |
| ADVANCED NEUROMODULA | COM | 00757T10 | 3,683,130.00 | 110,671 | 110,671 |
| APOLLO GROUP INC | COM UNV PH | 03760420 | 3,671,980.00 | 114,214 | 113,981 |
| RIGGS NATL CORP WASH | COM | 76657010 | 3,666,228.00 | 256,559 | 256,239 |
| KADANT INC | COM | 48282T10 | 3,655,908.00 | 270,808 | 270,222 |
| MIDWEST BANC HOLDING | COM | 59825110 | 3,653,425.00 | 191,379 | 191,379 |
| TAIWAN FD INC | COM | 87403610 | 3,653,129.00 | 458,360 | 458,360 |
| MARCUS CORP | COM | 56633010 | 3,647,616.00 | 278,444 | 278,444 |
| RENAISSANCE LEARNING | COM | 75968L10 | 3,641,596.00 | 256,270 | 256,270 |
| ADVANCED DIGITAL INF | COM | 00752510 | 3,638,054.00 | 757,928 | 754,308 |
| STILLWATER MNG CO | COM | 86074Q10 | 3,633,198.00 | 605,533 | 603,993 |
| ATRIX LABS INC | COM | 04962L10 | 3,630,617.00 | 245,312 | 245,312 |
| GORMAN RUPP CO | COM | 38308210 | 3,630,256.00 | 155,805 | 155,805 |
| ON ASSIGNMENT INC | COM | 68215910 | 3,614,370.00 | 437,046 | 399,356 |
| NATURES SUNSHINE PRO | COM | 63902710 | 3,607,104.00 | 333,066 | 333,066 |
| SAXON CAPITAL INC | COM | 80556P30 | 3,605,919.00 | 325,738 | 325,738 |
| HYDRIL CO | COM | 44877410 | 3,593,791.00 | 144,445 | 144,445 |
| OLD SECOND BANCORP I | COM | 68027710 | 3,582,505.00 | 93,832 | 93,832 |
| BOCA RESORTS INC | CL A | 09688T10 | 3,582,454.00 | 351,221 | 351,181 |
| OAKLEY INC | COM | 67366210 | 3,577,418.00 | 355,962 | 355,762 |
| Page Total | | | 147,497,128.00 | | |

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| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|-----------|
| | Sole | Shared | None |
| UNIFIRST CORP MASS | 132,794 | | 27,300 |
| R O C TAIWAN FD | | | 1,088,400 |
| ELECTRONICS BOUTIQUE | 113,497 | | 24,800 |
| WEST PHARMACEUTICAL | 136,507 | | 40,578 |
| POLYMEDICA CORP | 121,253 | | 22,200 |
| MERITAGE CORP | 88,612 | | 18,200 |
| K-SWISS INC | 154,466 | | 22,700 |
| GUITAR CTR MGMT INC | 163,446 | | 36,800 |
| INTEGRA LIFESCIENCES | 192,948 | | 41,350 |
| ORIENTAL FINL GROUP | 126,203 | | 42,970 |
| ASML HLDG NV | 589,875 | | 10,995 |
| WRIGHT MED GROUP INC | 164,590 | 190 | 30,500 |
| HAVERTY FURNITURE IN | 277,748 | | 19,250 |
| OMEGA FINL CORP | 82,231 | | 27,750 |
| PER-SE TECHNOLOGIES | 315,793 | | 59,700 |
| INHALE THERAPEUTIC S | 622,332 | 200 | 115,000 |
| GLATFELTER | 301,910 | | 18,799 |
| GOLD BANC CORP INC | 326,681 | | 54,503 |
| RIGHT MGMT CONSULTAN | 131,380 | | 18,350 |
| AMERICA MOVIL S A DE | 143,890 | 137,321 | 24,091 |
| TRANSACTION SYS ARCH | 509,067 | 100 | 85,650 |
| ADVANCED NEUROMODULA | 90,771 | | 19,900 |
| APOLLO GROUP INC | 101,881 | 300 | 12,033 |
| RIGGS NATL CORP WASH | 217,789 | 120 | 38,650 |
| KADANT INC | 222,881 | 166 | 47,761 |
| MIDWEST BANC HOLDING | 178,987 | | 12,392 |
| TAIWAN FD INC | | | 458,360 |
| MARCUS CORP | 233,609 | | 44,835 |
| RENAISSANCE LEARNING | 233,720 | | 22,550 |
| ADVANCED DIGITAL INF | 625,508 | 100 | 132,320 |
| STILLWATER MNG CO | 524,333 | 100 | 81,100 |
| ATRIX LABS INC | 200,662 | | 44,650 |
| GORMAN RUPP CO | 133,155 | | 22,650 |
| ON ASSIGNMENT INC | 370,861 | 13,335 | 52,850 |
| NATURES SUNSHINE PRO | 303,366 | | 29,700 |
| SAXON CAPITAL INC | 270,388 | | 55,350 |
| HYDRIL CO | 116,945 | | 27,500 |
| OLD SECOND BANCORP I | 77,032 | | 16,800 |
| BOCA RESORTS INC | 307,921 | | 43,300 |
| OAKLEY INC | 299,762 | | 56,200 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investmen | |
|----------------|----------------|--------------|-------------------|-----------------|-----------|------|
| | | | | | Sole | Sh D |
| ----- | | | | | | |

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|----------------------|-------------|----------|----------------|-----------|-----------|
| JAKKS PAC INC | COM | 47012E10 | 3,576,682.00 | 321,673 | 321,673 |
| TOMPKINSTRUSTCO INC | COM | 89011010 | 3,575,028.00 | 83,334 | 83,334 |
| SILGAN HOLDINGS INC | COM | 82704810 | 3,574,794.00 | 125,696 | 125,696 |
| GREAT LAKES REIT INC | COM | 39075210 | 3,573,610.00 | 204,557 | 204,557 |
| K V PHARMACEUTICAL C | CL A | 48274020 | 3,572,137.00 | 189,002 | 189,002 |
| LOCAL FINL CORP | COM | 53955310 | 3,564,250.00 | 258,092 | 258,092 |
| JDA SOFTWARE GROUP I | COM | 46612K10 | 3,560,845.00 | 509,420 | 509,420 |
| INFORMATION HLDGS IN | COM | 45672710 | 3,558,112.00 | 164,347 | 162,597 |
| WIND RIVER SYSTEMS I | COM | 97314910 | 3,556,341.00 | 1,104,454 | 1,098,754 |
| MICROSEMI CORP | COM | 59513710 | 3,553,822.00 | 633,480 | 633,480 |
| ARTHROCARE CORP | COM | 04313610 | 3,545,281.00 | 292,515 | 292,515 |
| MEDIACOM COMMUNICATI | CL A | 58446K10 | 3,542,615.00 | 659,705 | 659,505 |
| DENDRITE INTL INC | COM | 24823910 | 3,541,632.00 | 561,273 | 561,213 |
| BUILDING MATLS HLDG | COM | 12011310 | 3,538,220.00 | 302,412 | 302,412 |
| GLOBAL INDS LTD | COM | 37933610 | 3,532,174.00 | 855,248 | 850,723 |
| HELIX TECHNOLOGY COR | COM | 42331910 | 3,523,157.00 | 365,094 | 356,054 |
| CUBIC CORP | COM | 22966910 | 3,522,944.00 | 207,232 | 206,332 |
| ISLE OF CAPRI CASINO | COM | 46459210 | 3,522,115.00 | 211,158 | 211,078 |
| NACCO INDS INC | CL A | 62957910 | 3,519,792.00 | 88,437 | 73,888 |
| SIMMONS 1ST NATL COR | CL A \$5 PA | 82873020 | 3,516,075.00 | 94,569 | 94,569 |
| URS CORP NEW | COM | 90323610 | 3,513,370.00 | 212,032 | 212,032 |
| LINDSAY MFG CO | COM | 53555510 | 3,512,865.00 | 144,980 | 144,540 |
| AFC ENTERPRISES INC | COM | 00104Q10 | 3,512,232.00 | 173,959 | 173,959 |
| ENDESA S A | SPONSORED | 29258N10 | 3,509,042.00 | 384,342 | 144,634 |
| INVESTORS REAL ESTAT | SH BEN INT | 46173010 | 3,504,474.00 | 330,923 | 323,223 |
| GLOBESPANVIRATA INC | COM | 37957V10 | 3,503,337.00 | 1,484,465 | 1,484,201 |
| WESTCORP INC | COM | 95790710 | 3,500,260.00 | 175,013 | 175,013 |
| QUAKER CHEM CORP | COM | 74731610 | 3,498,774.00 | 181,849 | 181,309 |
| ENDO PHARMACEUTICALS | COM | 29264F20 | 3,493,930.00 | 409,605 | 409,605 |
| NEW ENGLAND BUSINESS | COM | 64387210 | 3,487,381.00 | 164,888 | 160,368 |
| HECLA MNG CO | COM | 42270410 | 3,476,826.00 | 973,901 | 973,901 |
| INNKEEPERS USA TR | COM | 4576J010 | 3,471,223.00 | 434,446 | 434,446 |
| ISHARES TR | S&P 500 IN | 46428720 | 3,470,498.00 | 42,380 | 42,380 |
| INTEGRA BK CORP | COM | 45814P10 | 3,468,255.00 | 192,467 | 192,467 |
| MATRIXONE INC | COM | 57685P30 | 3,455,477.00 | 796,193 | 575,748 |
| MCG CAPITAL CORP | COM | 58047P10 | 3,452,632.00 | 261,960 | 261,960 |
| ACTEL CORP | COM | 00493410 | 3,450,969.00 | 331,824 | 331,804 |
| SWIFT ENERGY CO | COM | 87073810 | 3,448,858.00 | 331,621 | 331,621 |
| SAGA COMMUNICATIONS | CL A | 78659810 | 3,448,122.00 | 186,385 | 186,385 |
| COMPANHIA VALE DO RI | SPONSORED | 20441220 | 3,444,645.00 | 151,413 | 151,413 |
| Page Total | | | 140,592,796.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| JAKKS PAC INC | 268,723 | | 52,950 |
| TOMPKINSTRUSTCO INC | 72,234 | | 11,100 |
| SILGAN HOLDINGS INC | 105,146 | | 20,550 |
| GREAT LAKES REIT INC | 173,159 | | 31,398 |
| K V PHARMACEUTICAL C | 161,852 | | 27,150 |
| LOCAL FINL CORP | 220,742 | | 37,350 |
| JDA SOFTWARE GROUP I | 452,920 | | 56,500 |
| INFORMATION HLDGS IN | 138,947 | 250 | 25,150 |
| WIND RIVER SYSTEMS I | 956,854 | 100 | 147,500 |
| MICROSEMI CORP | 561,980 | | 71,500 |
| ARTHROCARE CORP | 240,633 | | 51,882 |
| MEDIACOM COMMUNICATI | 569,855 | | 89,850 |

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| | | | |
|----------------------|-----------|-------|---------|
| DENDRITE INTL INC | 481,673 | | 79,600 |
| BUILDING MATLS HLDG | 277,962 | | 24,450 |
| GLOBAL INDS LTD | 711,148 | | 144,100 |
| HELIX TECHNOLOGY COR | 317,794 | 600 | 46,700 |
| CUBIC CORP | 174,332 | | 32,900 |
| ISLE OF CAPRI CASINO | 171,408 | | 39,750 |
| NACCO INDS INC | 72,097 | | 16,340 |
| SIMMONS 1ST NATL COR | 77,069 | | 17,500 |
| URS CORP NEW | 184,582 | | 27,450 |
| LINDSAY MFG CO | 116,440 | 440 | 28,100 |
| AFC ENTERPRISES INC | 145,659 | | 28,300 |
| ENDESA S A | 379,462 | | 4,880 |
| INVESTORS REAL ESTAT | 277,473 | | 53,450 |
| GLOBESPANVIRATA INC | 1,232,299 | | 252,166 |
| WESTCORP INC | 146,431 | | 28,582 |
| QUAKER CHEM CORP | 160,509 | 540 | 20,800 |
| ENDO PHARMACEUTICALS | 367,755 | | 41,850 |
| NEW ENGLAND BUSINESS | 132,018 | 4,520 | 28,350 |
| HECLA MNG CO | 803,801 | | 170,100 |
| INNKEEPERS USA TR | 373,887 | | 60,559 |
| ISHARES TR | 42,380 | | |
| INTEGRA BK CORP | 162,357 | | 30,110 |
| MATRIXONE INC | 706,675 | 118 | 89,400 |
| MCG CAPITAL CORP | 216,560 | | 45,400 |
| ACTEL CORP | 282,874 | | 48,950 |
| SWIFT ENERGY CO | 283,171 | | 48,450 |
| SAGA COMMUNICATIONS | 152,460 | | 33,925 |
| COMPANHIA VALE DO RI | 145,200 | | 6,213 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------|
| SONIC AUTOMOTIVE INC | CL A | 83545G10 | 3,443,658.00 | 194,557 | 194,497 | |
| MTS SYS CORP | COM | 55377710 | 3,438,260.00 | 363,107 | 363,107 | |
| TRC COS INC | COM | 87262510 | 3,436,791.00 | 200,396 | 200,396 | |
| ANGELICA CORP | COM | 03466310 | 3,435,649.00 | 159,872 | 159,292 | |
| FLEETWOOD ENTERPRISE | COM | 33909910 | 3,432,776.00 | 509,314 | 509,314 | |
| UNIVERSAL COMPRESSIO | COM | 91343110 | 3,431,710.00 | 211,834 | 211,334 | |
| PRACTICEWORKS INC | COM | 73941910 | 3,430,607.00 | 198,301 | 198,301 | |
| TRIAD GTY INC | COM | 89592510 | 3,423,920.00 | 98,332 | 98,332 | |
| TRAMMELL CROW CO | COM | 89288R10 | 3,414,379.00 | 346,286 | 346,206 | |
| COMSTOCK RES INC | COM NEW | 20576820 | 3,411,442.00 | 494,412 | 494,312 | |
| TULARIK INC | COM | 89916510 | 3,410,293.00 | 497,853 | 497,773 | |
| UNITED FIRE & CAS CO | COM | 91033110 | 3,404,796.00 | 100,200 | 92,263 | |
| POWERWAVE TECHNOLOGI | COM | 73936310 | 3,399,115.00 | 1,002,689 | 1,002,059 | |
| UNITED CMNTY FINL CO | COM | 90983910 | 3,399,037.00 | 384,072 | 384,072 | |
| PEGASUS SOLUTIONS IN | COM | 70590610 | 3,392,500.00 | 321,564 | 321,524 | |
| GETTY RLTY CORP NEW | COM | 37429710 | 3,392,233.00 | 177,790 | 177,790 | |
| IMMUCOR INC | COM | 45252610 | 3,390,773.00 | 208,663 | 208,063 | |
| LIN TV CORP | CL A | 53277410 | 3,390,675.00 | 136,997 | 122,713 | |
| STURM RUGER & CO INC | COM | 86415910 | 3,389,099.00 | 277,795 | 277,775 | |

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|----------------------|-------------|----------|----------------|---------|---------|
| ULTRATECH STEPPER IN | COM | 90403410 | 3,383,326.00 | 418,211 | 418,171 |
| WEBEX INC | COM | 94767L10 | 3,378,014.00 | 301,878 | 301,878 |
| INTERACTIVE DATA COR | COM | 45840J10 | 3,374,948.00 | 275,506 | 275,506 |
| MYERS INDS INC | COM | 62846410 | 3,372,913.00 | 269,187 | 269,187 |
| SCIENTIFIC GAMES COR | CL A | 80874P10 | 3,370,723.00 | 503,018 | 503,018 |
| LTX CORP | COM | 50239210 | 3,368,923.00 | 738,799 | 710,214 |
| NORTH PITTSBURGH SYS | COM | 66156210 | 3,367,491.00 | 252,625 | 252,565 |
| ENDOCARE INC | COM | 29264P10 | 3,362,077.00 | 234,946 | 234,846 |
| SEACOAST BKG CORP FL | COM | 81170730 | 3,352,836.00 | 174,809 | 174,809 |
| NEWPARK RES INC | COM PAR \$. | 65171850 | 3,351,070.00 | 846,230 | 842,380 |
| SERENA SOFTWARE INC | COM | 81749210 | 3,343,440.00 | 278,620 | 278,610 |
| STANDARD MICROSYSTEM | COM | 85362610 | 3,342,229.00 | 218,718 | 218,718 |
| LABOR READY INC | COM NEW | 50540120 | 3,335,348.00 | 527,745 | 527,745 |
| STANDEX INTL CORP | COM | 85423110 | 3,330,077.00 | 164,205 | 161,685 |
| ALLIANCE CAP MGMT HL | UNIT LTD P | 01855A10 | 3,329,346.00 | 120,063 | 117,488 |
| PENN VA CORP | COM | 70788210 | 3,322,944.00 | 102,560 | 102,560 |
| CONNETICS CORP | COM | 20819210 | 3,320,851.00 | 359,011 | 359,011 |
| VALUEVISION MEDIA IN | CL A | 92047K10 | 3,320,353.00 | 282,343 | 281,963 |
| FIDELITY BANKSHARES | COM | 31604Q10 | 3,312,269.00 | 185,043 | 185,043 |
| GENTA INC | COM NEW | 37245M20 | 3,312,071.00 | 515,899 | 514,899 |
| A C MOORE ARTS & CRA | COM | 00086T10 | 3,307,943.00 | 156,552 | 156,552 |
| Page Total | | | 135,126,905.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| SONIC AUTOMOTIVE INC | 178,057 | 100 | 16,400 |
| MTS SYS CORP | 321,699 | | 41,408 |
| TRC COS INC | 190,046 | | 10,350 |
| ANGELICA CORP | 127,842 | 580 | 31,450 |
| FLEETWOOD ENTERPRISE | 429,164 | | 80,150 |
| UNIVERSAL COMPRESSIO | 167,184 | | 44,650 |
| PRACTICEWORKS INC | 169,301 | | 29,000 |
| TRIAD GTY INC | 82,432 | | 15,900 |
| TRAMMELL CROW CO | 298,386 | | 47,900 |
| COMSTOCK RES INC | 447,662 | | 46,750 |
| TULARIK INC | 414,848 | 80 | 82,925 |
| UNITED FIRE & CAS CO | 85,000 | | 15,200 |
| POWERWAVE TECHNOLOGI | 869,669 | 600 | 132,420 |
| UNITED CMNTY FINL CO | 317,172 | | 66,900 |
| PEGASUS SOLUTIONS IN | 270,314 | | 51,250 |
| GETTY RLTY CORP NEW | 153,640 | | 24,150 |
| IMMUCOR INC | 195,763 | | 12,900 |
| LIN TV CORP | 126,297 | 100 | 10,600 |
| STURM RUGER & CO INC | 237,195 | | 40,600 |
| ULTRATECH STEPPER IN | 356,161 | | 62,050 |
| WEBEX INC | 246,678 | | 55,200 |
| INTERACTIVE DATA COR | 251,606 | 100 | 23,800 |
| MYERS INDS INC | 239,355 | | 29,832 |
| SCIENTIFIC GAMES COR | 425,018 | | 78,000 |
| LTX CORP | 609,664 | 28,285 | 100,850 |
| NORTH PITTSBURGH SYS | 220,876 | | 31,749 |
| ENDOCARE INC | 191,696 | 100 | 43,150 |
| SEACOAST BKG CORP FL | 156,609 | | 18,200 |
| NEWPARK RES INC | 714,610 | | 131,620 |
| SERENA SOFTWARE INC | 244,970 | | 33,650 |
| STANDARD MICROSYSTEM | 184,818 | | 33,900 |
| LABOR READY INC | 456,405 | | 71,340 |

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| | | | |
|----------------------|---------|-------|--------|
| STANDEX INTL CORP | 134,485 | 2,520 | 27,200 |
| ALLIANCE CAP MGMT HL | 117,288 | 2,275 | 500 |
| PENN VA CORP | 79,063 | | 23,497 |
| CONNETICS CORP | 299,611 | | 59,400 |
| VALUEVISION MEDIA IN | 228,743 | | 53,600 |
| FIDELITY BANKSHARES | 159,443 | | 25,600 |
| GENTA INC | 428,349 | | 87,550 |
| A C MOORE ARTS & CRA | 123,852 | | 32,700 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investmen | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|------|
| | | | | | Sole | Sh D |
| CENTEX CONSTRUCTION | COM | 15231R10 | 3,307,854.00 | 92,657 | 92,457 | |
| UNIVERSAL HEALTH RLT | SH BEN INT | 91359E10 | 3,304,576.00 | 127,344 | 127,344 | |
| MEDICINES CO | COM | 58468810 | 3,298,691.00 | 300,482 | 299,732 | |
| PATHMARK STORES INC | COM | 70322A10 | 3,289,342.00 | 359,491 | 359,491 | |
| AMERICAN WOODMARK CO | COM | 03050610 | 3,288,662.00 | 64,814 | 64,703 | |
| KEY PRODTN INC | COM | 49313810 | 3,287,158.00 | 202,911 | 202,911 | |
| CIRCUIT CITY STORE I | CARMAX GRO | 17273730 | 3,281,839.00 | 204,476 | 204,476 | |
| CCBT FINL COS INC | COM | 12500Q10 | 3,270,386.00 | 124,967 | 105,928 | |
| IMMUNOMEDICS INC | COM | 45290710 | 3,266,238.00 | 544,373 | 544,373 | |
| TIER TECHNOLOGIES IN | CL B | 88650Q10 | 3,264,324.00 | 172,533 | 172,533 | |
| COHU INC | COM | 19257610 | 3,262,705.00 | 288,735 | 284,615 | |
| CONCEPTUS INC | COM | 20601610 | 3,261,623.00 | 213,178 | 213,178 | |
| STONERIDGE INC | COM | 86183P10 | 3,252,899.00 | 191,347 | 191,247 | |
| VECTOR GROUP LTD | COM | 92240M10 | 3,248,005.00 | 257,983 | 241,443 | |
| RTI INTL METALS INC | COM | 74973W10 | 3,244,279.00 | 308,979 | 307,739 | |
| ARCTIC CAT INC | COM | 03967010 | 3,238,412.00 | 231,978 | 231,958 | |
| MTR GAMING GROUP INC | COM | 55376910 | 3,217,716.00 | 349,372 | 349,372 | |
| LASALLE HOTEL PPTYS | COM SH BEN | 51794210 | 3,216,237.00 | 257,299 | 257,219 | |
| UNITED THERAPEUTICS | COM | 91307C10 | 3,211,352.00 | 195,219 | 195,219 | |
| SKECHERS U S A INC | CL A | 83056610 | 3,210,305.00 | 336,510 | 336,510 | |
| CORIXA CORP | COM | 21887F10 | 3,209,708.00 | 507,063 | 506,943 | |
| J & J SNACK FOODS CO | COM | 46603210 | 3,206,613.00 | 87,018 | 87,018 | |
| SELECT MEDICAL CORP | COM | 81619610 | 3,206,417.00 | 224,225 | 224,225 | |
| FIRST CMNTY BANCORP | COM | 31983B10 | 3,203,455.00 | 110,693 | 110,693 | |
| SIX FLAGS INC | COM | 83001P10 | 3,203,006.00 | 909,945 | 909,255 | |
| AMERICAN TOWER CORP | CL A | 02991220 | 3,199,192.00 | 2,012,071 | 1,966,451 | |
| EON LABS INC | COM | 29412E10 | 3,195,415.00 | 148,073 | 148,073 | |
| SYMYX TECHNOLOGIES | COM | 87155S10 | 3,195,192.00 | 305,176 | 305,136 | |
| WASHINGTON TR BANCOR | COM | 94061010 | 3,188,839.00 | 161,542 | 161,542 | |
| 4 KIDS ENTMT INC | COM | 35086510 | 3,187,271.00 | 134,314 | 134,294 | |
| METRO ONE TELECOMMUN | COM | 59163F10 | 3,182,281.00 | 374,386 | 373,786 | |
| ROYAL GOLD INC | COM | 78028710 | 3,182,172.00 | 166,868 | 166,368 | |
| U S RESTAURANT PPTYS | COM | 90297110 | 3,175,085.00 | 222,813 | 222,813 | |
| ZOLL MED CORP | COM | 98992210 | 3,157,587.00 | 103,868 | 103,868 | |
| RAILAMERICA INC | COM | 75075310 | 3,157,375.00 | 435,500 | 435,500 | |
| 7-ELEVEN INC | COM NEW | 81782620 | 3,150,623.00 | 367,634 | 367,634 | |
| COACHMEN INDS INC | COM | 18987310 | 3,147,657.00 | 209,704 | 209,704 | |
| BANK OF GRANITE CORP | COM | 06240110 | 3,146,832.00 | 174,824 | 174,824 | |
| NATIONAL WESTN LIFE | CL A | 63852210 | 3,141,192.00 | 30,796 | 30,796 | |

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ESPEED INC CL A 29664310 3,140,334.00 309,088 308,788
 Page Total 128,798,849.00

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| CENTEX CONSTRUCTION | 77,657 | | 15,000 |
| UNIVERSAL HEALTH RLT | 108,694 | | 18,650 |
| MEDICINES CO | 257,032 | | 43,450 |
| PATHMARK STORES INC | 308,641 | | 50,850 |
| AMERICAN WOODMARK CO | 50,564 | 100 | 14,150 |
| KEY PRODTN INC | 160,211 | | 42,700 |
| CIRCUIT CITY STORE I | 181,076 | | 23,400 |
| CCBT FINL COS INC | 93,167 | 8,000 | 23,800 |
| IMMUNOMEDICS INC | 447,823 | | 96,550 |
| TIER TECHNOLOGIES IN | 145,683 | | 26,850 |
| COHU INC | 242,685 | | 46,050 |
| CONCEPTUS INC | 162,861 | | 50,317 |
| STONERIDGE INC | 170,497 | | 20,850 |
| VECTOR GROUP LTD | 256,828 | | 1,155 |
| RTI INTL METALS INC | 258,559 | 520 | 49,900 |
| ARCTIC CAT INC | 189,579 | | 42,399 |
| MTR GAMING GROUP INC | 313,322 | | 36,050 |
| LASALLE HOTEL PPTYS | 205,840 | | 51,459 |
| UNITED THERAPEUTICS | 160,057 | | 35,162 |
| SKECHERS U S A INC | 301,360 | | 35,150 |
| CORIXA CORP | 427,081 | 100 | 79,882 |
| J & J SNACK FOODS CO | 75,718 | | 11,300 |
| SELECT MEDICAL CORP | 193,225 | | 31,000 |
| FIRST CMNTY BANCORP | 97,993 | | 12,700 |
| SIX FLAGS INC | 851,545 | 2,300 | 56,100 |
| AMERICAN TOWER CORP | 1,692,301 | 9,620 | 310,150 |
| EON LABS INC | 129,073 | | 19,000 |
| SYMYX TECHNOLOGIES | 254,576 | | 50,600 |
| WASHINGTON TR BANCOR | 128,642 | | 32,900 |
| 4 KIDS ENTMT INC | 109,614 | | 24,700 |
| METRO ONE TELECOMMUN | 330,686 | | 43,700 |
| ROYAL GOLD INC | 138,818 | | 28,050 |
| U S RESTAURANT PPTYS | 191,013 | | 31,800 |
| ZOLL MED CORP | 85,668 | | 18,200 |
| RAILAMERICA INC | 376,950 | | 58,550 |
| 7-ELEVEN INC | 301,084 | | 66,550 |
| COACHMEN INDS INC | 181,504 | | 28,200 |
| BANK OF GRANITE CORP | 138,474 | | 36,350 |
| NATIONAL WESTN LIFE | 27,446 | | 3,350 |
| ESPEED INC | 261,688 | 300 | 47,100 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investmen | |
|----------------|----------------|--------------|-------------------|-----------------|-----------|------|
| | | | | | Sole | Sh D |

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| | | | | | |
|----------------------|-------------|----------|----------------|---------|---------|
| PLAYTEX PRODS INC | COM | 72813P10 | 3,137,611.00 | 368,697 | 366,397 |
| IBERIABANK CORP | COM | 45082810 | 3,137,514.00 | 83,378 | 83,378 |
| TELETECH HOLDINGS IN | COM | 87993910 | 3,127,393.00 | 500,383 | 500,383 |
| KEITHLEY INSTRS INC | COM | 48758410 | 3,126,450.00 | 257,321 | 257,321 |
| GARDNER DENVER INC | COM | 36555810 | 3,125,834.00 | 198,971 | 198,896 |
| UNITED AUTO GROUP IN | COM | 90944010 | 3,125,813.00 | 223,113 | 223,053 |
| VITALWORKS INC | COM | 92848310 | 3,117,739.00 | 428,850 | 428,850 |
| VALHI INC NEW | COM | 91890510 | 3,115,139.00 | 317,224 | 316,984 |
| BEI TECHNOLOGIES INC | COM | 05538P10 | 3,111,537.00 | 282,867 | 282,867 |
| BOYKIN LODGING CO | COM | 10343010 | 3,107,086.00 | 322,982 | 322,882 |
| ALCAN INC | COM | 01371610 | 3,099,980.00 | 125,607 | 125,607 |
| HANMI FINL CORP | COM | 41049510 | 3,091,500.00 | 206,100 | 183,992 |
| BANCFIRST CORP | COM | 05945F10 | 3,081,270.00 | 62,602 | 62,602 |
| DIMON INC | COM | 25439410 | 3,079,926.00 | 493,578 | 492,978 |
| HIBBETT SPORTING GOO | COM | 42856510 | 3,079,341.00 | 148,402 | 148,402 |
| AGILE SOFTWARE CORP | COM | 00846X10 | 3,073,447.00 | 479,477 | 476,577 |
| PTEK HLDGS INC | COM | 69366M10 | 3,068,377.00 | 658,450 | 563,450 |
| DENBURY RES INC | COM NEW | 24791620 | 3,067,760.00 | 301,648 | 301,648 |
| FIDELITY NATIONAL SO | COM | 31620P10 | 3,062,801.00 | 200,314 | 200,171 |
| STARTEK INC | COM | 85569C10 | 3,060,710.00 | 139,060 | 139,060 |
| UNOVA INC | COM | 91529B10 | 3,059,315.00 | 621,812 | 619,252 |
| FIRST CMNTY BANCSHAR | COM | 31983A10 | 3,055,355.00 | 103,712 | 103,712 |
| MYKROLIS CORP | COM | 62852P10 | 3,051,562.00 | 496,189 | 491,286 |
| PRIMA ENERGY CORP | COM PAR \$0 | 74190120 | 3,050,967.00 | 145,492 | 145,492 |
| ROBBINS & MYERS INC | COM | 77019610 | 3,047,372.00 | 163,398 | 163,398 |
| OCEANFIRST FINL CORP | COM | 67523410 | 3,044,577.00 | 147,795 | 147,795 |
| SYSTEMS & COMPUTER T | COM | 87187310 | 3,042,466.00 | 434,638 | 434,458 |
| RAYTECH CORP DEL | COM | 75510310 | 3,032,265.00 | 497,909 | 497,909 |
| COSTAR GROUP INC | COM | 22160N10 | 3,024,252.00 | 168,014 | 168,014 |
| CENTRAL GARDEN & PET | COM | 15352710 | 3,019,692.00 | 176,487 | 176,487 |
| DEL MONTE FOODS CO | COM | 24522P10 | 3,013,128.00 | 368,804 | 366,464 |
| SILICON IMAGE INC | COM | 82705T10 | 3,012,002.00 | 736,431 | 735,011 |
| INDEPENDENT BANK COR | COM | 45383610 | 2,992,615.00 | 150,534 | 147,113 |
| GENESIS MICROCHIP IN | COM | 37184C10 | 2,984,389.00 | 389,099 | 389,099 |
| EXELIXIS INC | COM | 30161Q10 | 2,972,767.00 | 600,559 | 596,859 |
| MEDAREX INC | COM | 58391610 | 2,972,203.00 | 887,225 | 884,225 |
| CLARK / BARDES INC | COM | 18066810 | 2,965,984.00 | 166,722 | 166,722 |
| DELTIC TIMBER CORP | COM | 24785010 | 2,961,585.00 | 134,740 | 134,740 |
| CNA SURETY CORP | COM | 12612L10 | 2,958,978.00 | 224,165 | 224,165 |
| CURAGEN CORP | COM | 23126R10 | 2,955,861.00 | 700,441 | 519,992 |
| Page Total | | | 122,214,563.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|--------|
| | Sole | Shared | None |
| PLAYTEX PRODS INC | 303,267 | 100 | 65,330 |
| IBERIABANK CORP | 59,728 | | 23,650 |
| TELETECH HOLDINGS IN | 432,383 | | 68,000 |
| KEITHLEY INSTRS INC | 251,421 | | 5,900 |
| GARDNER DENVER INC | 169,871 | | 29,100 |
| UNITED AUTO GROUP IN | 185,413 | | 37,700 |
| VITALWORKS INC | 349,900 | | 78,950 |
| VALHI INC NEW | 273,324 | | 43,900 |
| BEI TECHNOLOGIES INC | 253,167 | | 29,700 |
| BOYKIN LODGING CO | 267,475 | | 55,507 |

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| | | | |
|----------------------|---------|---------|---------|
| ALCAN INC | 125,377 | | 230 |
| HANMI FINL CORP | 178,192 | 22,108 | 5,800 |
| BANCFIRST CORP | 54,445 | | 8,157 |
| DIMON INC | 489,578 | | 4,000 |
| HIBBETT SPORTING GOO | 131,077 | | 17,325 |
| AGILE SOFTWARE CORP | 396,887 | | 82,590 |
| PTEK HLDGS INC | 564,350 | | 94,100 |
| DENBURY RES INC | 246,048 | | 55,600 |
| FIDELITY NATIONAL SO | 164,241 | | 36,073 |
| STARTEK INC | 120,010 | | 19,050 |
| UNOVA INC | 545,562 | | 76,250 |
| FIRST CMNTY BANCSHAR | 82,112 | | 21,600 |
| MYKROLIS CORP | 420,422 | 406 | 75,361 |
| PRIMA ENERGY CORP | 123,892 | | 21,600 |
| ROBBINS & MYERS INC | 136,260 | | 27,138 |
| OCEANFIRST FINL CORP | 114,595 | | 33,200 |
| SYSTEMS & COMPUTER T | 357,758 | 80 | 76,800 |
| RAYTECH CORP DEL | 419,259 | | 78,650 |
| COSTAR GROUP INC | 130,914 | | 37,100 |
| CENTRAL GARDEN & PET | 139,087 | | 37,400 |
| DEL MONTE FOODS CO | 306,424 | | 62,380 |
| SILICON IMAGE INC | 608,331 | | 128,100 |
| INDEPENDENT BANK COR | 128,343 | | 22,191 |
| GENESIS MICROCHIP IN | 320,749 | | 68,350 |
| EXELIXIS INC | 477,652 | 39,057 | 83,850 |
| MEDAREX INC | 735,975 | 100 | 151,150 |
| CLARK / BARDES INC | 134,572 | | 32,150 |
| DELTIC TIMBER CORP | 113,190 | | 21,550 |
| CNA SURETY CORP | 191,065 | | 33,100 |
| CURAGEN CORP | 437,442 | 177,749 | 85,250 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investmen | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|------|
| | | | | | Sole | Sh D |
| ROYAL CARIBBEAN CRUI | COM | V7780T10 | 2,952,921.00 | 185,485 | 179,485 | |
| ALDERWOODS GROUP INC | COM | 01438310 | 2,941,919.00 | 452,603 | 452,603 | |
| BEVERLY ENTERPRISES | COM NEW | 08785130 | 2,939,963.00 | 1,214,861 | 1,214,861 | |
| INTUITIVE SURGICAL I | COM | 46120E10 | 2,937,787.00 | 367,683 | 367,493 | |
| SPANISH BROADCASTING | CL A | 84642588 | 2,937,386.00 | 448,456 | 448,256 | |
| ALLOY INC | COM | 01985510 | 2,935,740.00 | 353,278 | 353,278 | |
| FBL FINL GROUP INC | CL A | 30239F10 | 2,931,723.00 | 158,901 | 158,901 | |
| CHESAPEAKE CORP | COM | 16515910 | 2,928,449.00 | 196,014 | 195,834 | |
| CASCADE NAT GAS CORP | COM | 14733910 | 2,925,095.00 | 148,482 | 147,782 | |
| AXA | SPONSORED | 05453610 | 2,920,040.00 | 292,004 | 152,080 | |
| WILD OATS MARKETS IN | COM | 96808B10 | 2,918,375.00 | 321,407 | 321,237 | |
| ONEIDA LTD | COM | 68250510 | 2,910,408.00 | 208,931 | 208,931 | |
| STERLING BANCORP | COM | 85915810 | 2,910,394.00 | 109,702 | 109,702 | |
| RANGE RES CORP | COM | 75281A10 | 2,908,657.00 | 621,508 | 621,508 | |
| SHELL TRANS & TRADIN | ADR NY SHS | 82270360 | 2,908,036.00 | 81,412 | 81,412 | |
| CHATTEM INC | COM | 16245610 | 2,907,300.00 | 71,205 | 71,205 | |
| ECHELON CORP | COM | 27874N10 | 2,904,582.00 | 333,860 | 333,190 | |

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|----------------------|-----------|----------|----------------|-----------|-----------|
| INTERLAND INC | COM | 45872710 | 2,892,603.00 | 1,411,026 | 1,410,706 |
| GENESEE & WYO INC | CL A | 37155910 | 2,891,454.00 | 129,953 | 129,953 |
| AVENTIS | SPONSORED | 05356110 | 2,887,097.00 | 54,940 | 36,394 |
| VENTANA MED SYS INC | COM | 92276H10 | 2,886,293.00 | 154,100 | 154,100 |
| WEST COAST BANCORP O | COM | 95214510 | 2,880,475.00 | 190,256 | 190,256 |
| TANGER FACTORY OUTLE | COM | 87546510 | 2,879,169.00 | 102,901 | 102,901 |
| CHURCHILL DOWNS INC | COM | 17148410 | 2,865,724.00 | 78,513 | 78,513 |
| GARTNER INC | CL B | 36665120 | 2,858,200.00 | 357,275 | 356,616 |
| LAWSON PRODS INC | COM | 52077610 | 2,856,175.00 | 97,982 | 97,982 |
| CERUS CORP | COM | 15708510 | 2,850,803.00 | 171,014 | 171,014 |
| CIRRUS LOGIC INC | COM | 17275510 | 2,845,726.00 | 1,115,971 | 1,114,601 |
| SOLA INTL INC | COM | 83409210 | 2,841,165.00 | 282,703 | 282,703 |
| RETEK INC | COM | 76128Q10 | 2,840,392.00 | 788,998 | 788,548 |
| FIRST IND CORP | COM | 32054R10 | 2,836,475.00 | 154,745 | 154,745 |
| BE AEROSPACE INC | COM | 07330210 | 2,830,205.00 | 594,581 | 590,681 |
| BANNER CORP | COM | 06652V10 | 2,810,769.00 | 139,147 | 139,147 |
| K MART CORP | COM | 48258410 | 2,810,491.00 | 5,735,696 | 5,730,676 |
| FUELCELL ENERGY INC | COM | 35952H10 | 2,809,491.00 | 445,951 | 413,451 |
| INPUT/OUTPUT INC | COM | 45765210 | 2,804,722.00 | 585,537 | 585,537 |
| WFS FINL INC | COM | 92923B10 | 2,804,317.00 | 135,213 | 135,213 |
| AMCOL INTL CORP | COM | 02341W10 | 2,803,903.00 | 500,697 | 500,697 |
| ASYST TECHNOLOGY COR | COM | 04648X10 | 2,801,267.00 | 463,786 | 462,966 |
| BANK MUT CORP | COM | 06374810 | 2,800,264.00 | 138,353 | 138,353 |
| Page Total | | | 115,105,955.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| ROYAL CARIBBEAN CRUI | 184,285 | | 1,200 |
| ALDERWOODS GROUP INC | 369,953 | | 82,650 |
| BEVERLY ENTERPRISES | 1,029,461 | | 185,400 |
| INTUITIVE SURGICAL I | 300,233 | | 67,450 |
| SPANISH BROADCASTING | 377,856 | | 70,600 |
| ALLOY INC | 301,978 | | 51,300 |
| FBL FINL GROUP INC | 123,451 | | 35,450 |
| CHESAPEAKE CORP | 168,634 | 80 | 27,300 |
| CASCADE NAT GAS CORP | 121,732 | 700 | 26,050 |
| AXA | 278,761 | | 13,243 |
| WILD OATS MARKETS IN | 276,007 | | 45,400 |
| ONEIDA LTD | 158,931 | | 50,000 |
| STERLING BANCORP | 85,962 | | 23,740 |
| RANGE RES CORP | 532,458 | | 89,050 |
| SHELL TRANS & TRADIN | 81,412 | | |
| CHATTEM INC | 59,105 | | 12,100 |
| ECHELON CORP | 278,210 | | 55,650 |
| INTERLAND INC | 1,178,196 | | 232,830 |
| GENESEE & WYO INC | 113,653 | | 16,300 |
| AVENTIS | 53,640 | | 1,300 |
| VENTANA MED SYS INC | 130,450 | | 23,650 |
| WEST COAST BANCORP O | 166,106 | | 24,150 |
| TANGER FACTORY OUTLE | 92,907 | | 9,994 |
| CHURCHILL DOWNS INC | 63,813 | | 14,700 |
| GARTNER INC | 356,975 | 300 | |
| LAWSON PRODS INC | 71,483 | | 26,499 |
| CERUS CORP | 140,514 | | 30,500 |
| CIRRUS LOGIC INC | 968,094 | 1,170 | 146,707 |
| SOLA INTL INC | 242,153 | | 40,550 |
| RETEK INC | 681,848 | 200 | 106,950 |

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| | | |
|----------------------|-----------|---------------|
| FIRST IND CORP | 124,395 | 30,350 |
| BE AEROSPACE INC | 512,881 | 81,700 |
| BANNER CORP | 115,947 | 23,200 |
| K MART CORP | 4,832,819 | 360 902,517 |
| FUELCELL ENERGY INC | 344,101 | 32,300 69,550 |
| INPUT/OUTPUT INC | 505,087 | 80,450 |
| WFS FINL INC | 117,613 | 17,600 |
| AMCOL INTL CORP | 466,497 | 34,200 |
| ASYST TECHNOLOGY COR | 391,886 | 71,900 |
| BANK MUT CORP | 115,953 | 22,400 |
| Page Total | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discre | | |
|----------------------|----------------|--------------|-------------------|-----------------|-------------------|-------------------|----|
| | | | | | Sole | Shared as Defined | S |
| BHP BILLITON LTD | SPONSORED | 08860610 | 2,796,612.00 | 286,832 | 126,127 | 160,705 | |
| PAREXEL INTL CORP | COM | 69946210 | 2,793,542.00 | 328,652 | 328,652 | | |
| KEYSTONE PPTY TR COR | COM | 49359610 | 2,793,290.00 | 167,866 | 167,866 | | |
| IDX SYS CORP | COM | 44949110 | 2,788,651.00 | 224,710 | 224,710 | | |
| VITAL SIGNS INC | COM | 92846910 | 2,778,627.00 | 93,525 | 93,425 | 100 | |
| INTERTRUST TECHNOLOG | COM | 46113Q10 | 2,776,952.00 | 870,518 | 870,518 | | |
| SONOSITE INC | COM | 83568G10 | 2,776,564.00 | 241,861 | 241,761 | | |
| PHOENIX TECHNOLOGY L | COM | 71915310 | 2,773,502.00 | 382,552 | 382,552 | | |
| HERLEY INDS INC DEL | COM | 42739810 | 2,762,603.00 | 148,767 | 148,767 | | |
| BRUSH ENGINEERED MAT | COM | 11742110 | 2,756,847.00 | 353,442 | 353,442 | | |
| POPE & TALBOT INC | COM | 73282710 | 2,748,859.00 | 213,919 | 213,479 | | |
| WEBMETHODS INC | COM | 94768C10 | 2,742,314.00 | 567,767 | 567,767 | | |
| E PIPHANY INC | COM | 26881V10 | 2,739,394.00 | 760,943 | 760,743 | 100 | |
| ALEXION PHARMACEUTIC | COM | 01535110 | 2,732,817.00 | 235,791 | 232,891 | 2,900 | |
| MEMBERWORKS INC | COM | 58600210 | 2,728,808.00 | 156,648 | 156,648 | | |
| STEELCASE INC | CL A | 85815520 | 2,722,796.00 | 260,057 | 257,997 | 2,060 | |
| VCA ANTECH INC | COM | 91819410 | 2,722,771.00 | 220,646 | 220,646 | | |
| RYERSON TULL INC NEW | COM | 78375P10 | 2,718,057.00 | 422,715 | 422,715 | | |
| CONTINENTAL AIRLS IN | CL B | 21079530 | 2,716,818.00 | 504,048 | 502,988 | 1,060 | |
| STANLEY FURNITURE IN | COM NEW | 85430520 | 2,714,684.00 | 127,810 | 127,810 | | |
| WORLD FUEL SVCS CORP | COM | 98147510 | 2,710,395.00 | 140,435 | 140,435 | | |
| UNITED INDL CORP | COM | 91067110 | 2,706,648.00 | 134,325 | 134,325 | | |
| PLANAR SYS INC | COM | 72690010 | 2,705,703.00 | 169,743 | 169,743 | | |
| CITY BK LYNNWOOD WAS | COM | 17770A10 | 2,702,069.00 | 93,368 | 93,368 | | |
| CONSOL ENERGY INC | COM | 20854P10 | 2,701,808.00 | 213,413 | 213,413 | | |
| COMMUNITY BKS INC MI | COM | 20362810 | 2,700,667.00 | 100,621 | 100,621 | | |
| FIRST BUSEY CORP | COM | 31938310 | 2,700,427.00 | 119,119 | 119,119 | | |
| JETBLUE AWYS CORP | COM | 47714310 | 2,696,423.00 | 66,859 | 66,624 | 235 | |
| MEDFORD BANCORP INC | COM | 58413110 | 2,696,147.00 | 77,143 | 74,143 | 3,000 | |
| 1ST SOURCE CORP | COM | 33690110 | 2,694,120.00 | 191,208 | 191,208 | | |
| CENTURY BANCORP INC | CL A NON V | 15643210 | 2,690,120.00 | 101,361 | 47,361 | | 54 |
| ENTERASYS NETWORKS I | COM | 29363710 | 2,687,321.00 | 2,067,170 | 2,060,090 | 6,960 | |
| XM SATELLITE RADIO H | CL A | 98375910 | 2,685,107.00 | 688,489 | 688,389 | 100 | |
| DURA AUTOMOTIVE SYST | CL A | 26590310 | 2,679,234.00 | 218,713 | 218,713 | | |
| SECOND BANCORP INC | COM | 81311410 | 2,678,078.00 | 100,190 | 100,190 | | |
| 3TEC ENERGY CORP | COM NEW | 88575R30 | 2,675,029.00 | 187,065 | 186,965 | | |
| MAGNA ENTMT CORP | CL A | 55921110 | 2,671,558.00 | 491,276 | 491,276 | | |

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|----------------------|-----|----------|----------------|---------|---------|-------|
| NAVIGANT CONSULTING | COM | 63935N10 | 2,669,681.00 | 483,638 | 482,338 | 1,300 |
| FLUSHING FINL CORP | COM | 34387310 | 2,669,233.00 | 160,026 | 160,026 | |
| FISHER COMMUNICATION | COM | 33775620 | 2,666,968.00 | 56,744 | 56,744 | |
| Page Total | | | 108,871,244.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| SALEM COMMUNICATIONS | CL A | 79409310 | 2,665,894.00 | 118,907 | 118,907 | | |
| ADVANCED MARKETING S | COM | 00753T10 | 2,648,493.00 | 192,059 | 192,059 | | |
| YOUNG BROADCASTING I | CL A | 98743410 | 2,645,225.00 | 305,101 | 305,101 | | |
| FINANCIAL INSTNS INC | COM | 31758540 | 2,644,545.00 | 97,405 | 97,405 | | |
| CAPSTEAD MTG CORP | COM NO PAR | 14067E50 | 2,644,333.00 | 127,931 | 127,881 | | |
| ENNIS BUSINESS FORMS | COM | 29338910 | 2,623,193.00 | 201,011 | 195,711 | 5,300 | |
| CIT GROUP INC | COM | 12558110 | 2,621,484.00 | 145,800 | 145,800 | | |
| 21ST CENTY INS GROUP | COM | 90130N10 | 2,619,502.00 | 254,074 | 253,974 | 100 | |
| OIL STS INTL INC | COM | 67802610 | 2,617,950.00 | 261,795 | 261,795 | | |
| CAPITAL CITY BK GROU | COM | 13967410 | 2,614,517.00 | 79,084 | 79,084 | | |
| STATE AUTO FINL CORP | COM | 85570710 | 2,612,119.00 | 172,531 | 172,531 | | |
| U S B HLDG INC | COM | 90291010 | 2,610,277.00 | 141,632 | 141,632 | | |
| PEC SOLUTIONS INC | COM | 70510710 | 2,600,123.00 | 116,807 | 116,807 | | |
| NABI BIOPHARMACEUTIC | COM | 62951910 | 2,599,639.00 | 479,373 | 477,444 | 1,929 | |
| AEROPOSTALE | COM | 00786510 | 2,590,480.00 | 168,213 | 168,213 | | |
| MSC SOFTWARE CORP | COM | 55353110 | 2,590,003.00 | 303,991 | 303,991 | | |
| SKYLINE CORP | COM | 83083010 | 2,586,394.00 | 95,123 | 95,123 | | |
| REED ELSEVIER N V | SPONSORED | 75820410 | 2,583,977.00 | 105,814 | 105,814 | | |
| CAMDEN NATL CORP | COM | 13303410 | 2,582,450.00 | 99,325 | 99,325 | | |
| URBAN OUTFITTERS INC | COM | 91704710 | 2,582,318.00 | 106,312 | 106,312 | | |
| NATIONAL PROCESSING | COM | 63722910 | 2,580,662.00 | 151,893 | 151,893 | | |
| MERIT MED SYS INC | COM | 58988910 | 2,579,024.00 | 133,559 | 133,559 | | |
| NOVASTAR FINL INC | COM | 66994740 | 2,578,649.00 | 118,016 | 117,816 | 200 | |
| INTERWOVEN INC | COM | 46114T10 | 2,574,290.00 | 1,282,017 | 1,280,617 | 1,300 | |
| FARMERS CAP BK CORP | COM | 30956210 | 2,571,959.00 | 77,074 | 77,074 | | |
| DAISYTEK INTL CORP | COM | 23405310 | 2,569,346.00 | 197,642 | 197,602 | | |
| LOEWS CORP | CAROLNA GP | 54042420 | 2,566,210.00 | 136,428 | 134,068 | 2,360 | |
| INTERFACE INC | CL A | 45866510 | 2,558,888.00 | 646,184 | 646,184 | | |
| SJW CORP | COM | 78430510 | 2,557,386.00 | 32,787 | 32,787 | | |
| MCGRATH RENTCORP | COM | 58058910 | 2,554,825.00 | 125,421 | 125,421 | | |
| BUCKEYE TECHNOLOGIES | COM | 11825510 | 2,546,275.00 | 346,432 | 345,932 | 500 | |
| ARENA PHARMACEUTICAL | COM | 04004710 | 2,539,028.00 | 453,398 | 453,398 | | |
| CORVEL CORP | COM | 22100610 | 2,537,649.00 | 84,673 | 84,673 | | |
| TEEKAY SHIPPING MARS | COM | Y8564W10 | 2,531,227.00 | 88,815 | 50,000 | 32,350 | 6, |
| GENE LOGIC INC | COM | 36868910 | 2,530,277.00 | 325,647 | 325,547 | 100 | |
| BASSETT FURNITURE IN | COM | 07020310 | 2,526,781.00 | 183,499 | 183,499 | | |
| TROY FINL CORP | COM | 89732910 | 2,524,909.00 | 96,814 | 96,814 | | |
| CENTENE CORP DEL | COM | 15135B10 | 2,517,427.00 | 94,321 | 94,321 | | |
| BRYN MAWR BK CORP | COM | 11766510 | 2,507,927.00 | 63,524 | 63,524 | | |
| DIGITAL RIV INC | COM | 25388B10 | 2,507,184.00 | 326,882 | 326,882 | | |
| Page Total | | | 103,242,839.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---|
| | | | | | Sole | Shared as Defined | S |
| CENTURY BUSINESS SVC | COM | 15649010 | 2,501,637.00 | 944,014 | 894,014 | 50,000 | |
| AIRTRAN HLDGS INC | COM | 00949P10 | 2,499,715.00 | 803,767 | 803,767 | | |
| STERLING FINL CORP W | COM | 85931910 | 2,498,785.00 | 137,826 | 137,826 | | |
| GRANITE ST BANKSHARE | COM | 38747210 | 2,494,952.00 | 73,837 | 59,457 | 12,807 | |
| AMC ENTMT INC | COM | 00166910 | 2,491,594.00 | 336,702 | 336,702 | | |
| CKE RESTAURANTS INC | COM | 12561E10 | 2,487,668.00 | 621,917 | 621,917 | | |
| CITIZENS INC | CL A | 17474010 | 2,483,832.00 | 276,596 | 276,596 | | |
| PHARMACOPEIA INC | COM | 71713B10 | 2,483,254.00 | 280,277 | 280,277 | | |
| AMERISTAR CASINOS IN | COM | 03070Q10 | 2,480,043.00 | 130,804 | 130,804 | | |
| CELLTECH GROUP PLC | SPONSORED | 15115810 | 2,479,189.00 | 262,626 | 25,962 | 236,664 | |
| MIM CORP | COM | 55304410 | 2,475,843.00 | 261,994 | 261,994 | | |
| BEL FUSE INC | CL B | 07734730 | 2,474,514.00 | 115,362 | 115,342 | 20 | |
| WSFS FINL CORP | COM | 92932810 | 2,472,428.00 | 88,301 | 88,301 | | |
| BIO TECHNOLOGY GEN C | COM | 09057810 | 2,471,526.00 | 834,975 | 834,592 | 383 | |
| RSA SEC INC | COM | 74971910 | 2,466,045.00 | 733,942 | 733,742 | 200 | |
| GENTIVA HEALTH SERVI | COM | 37247A10 | 2,458,439.00 | 297,272 | 297,272 | | |
| TREX INC | COM | 89531P10 | 2,457,838.00 | 89,899 | 89,899 | | |
| MAXYGEN INC | COM | 57777610 | 2,456,744.00 | 395,611 | 395,273 | 307 | |
| VIGNETTE CORP | COM | 92673410 | 2,454,633.00 | 3,064,461 | 3,025,401 | 38,900 | |
| ARROW FINL CORP | COM | 04274410 | 2,454,273.00 | 85,664 | 85,664 | | |
| UNIVERSAL ELECTRS IN | COM | 91348310 | 2,450,778.00 | 273,830 | 273,830 | | |
| PALM HARBOR HOMES | COM | 69663910 | 2,449,921.00 | 211,000 | 211,000 | | |
| MULTIMEDIA GAMES INC | COM | 62545310 | 2,449,068.00 | 124,375 | 124,375 | | |
| SOUTHERN PERU COPPER | COM | 84361110 | 2,444,506.00 | 178,301 | 178,301 | | |
| MIDWAY GAMES INC | COM | 59814810 | 2,443,526.00 | 445,899 | 444,939 | 960 | |
| PROXIM CORP | CL A | 74428310 | 2,442,686.00 | 1,395,821 | 1,395,821 | | |
| CASH AMER INTL INC | COM | 14754D10 | 2,442,446.00 | 298,223 | 298,223 | | |
| ELECTRO RENT CORP | COM | 28521810 | 2,428,905.00 | 250,920 | 250,920 | | |
| PEOPLES BANCORP INC | COM | 70978910 | 2,419,295.00 | 94,136 | 94,136 | | |
| AVIALL INC NEW | COM | 05366B10 | 2,418,657.00 | 237,356 | 237,356 | | |
| SWS GROUP INC | COM | 78503N10 | 2,418,113.00 | 197,397 | 197,397 | | |
| GBC BANCORP CALIF | COM | 36147510 | 2,414,294.00 | 124,320 | 117,820 | | |
| CHOLESTECH CORP | COM | 17039310 | 2,412,507.00 | 232,643 | 232,643 | | |
| BIOMARIN PHARMACEUTI | COM | 09061G10 | 2,410,342.00 | 416,294 | 416,294 | | |
| ADVANCED MEDICAL OPT | COM | 00763M10 | 2,408,911.00 | 253,303 | 251,954 | 1,283 | |
| NUEVO ENERGY CO | COM | 67050910 | 2,407,613.00 | 220,882 | 220,882 | | |
| FIRST PL FINL CORP | COM | 33610T10 | 2,405,063.00 | 172,036 | 172,036 | | |
| LEARNING TREE INTL I | COM | 52201510 | 2,398,333.00 | 163,263 | 163,243 | 20 | |
| WOODHEAD INDS INC | COM | 97943810 | 2,396,717.00 | 217,488 | 217,488 | | |
| CALGON CARBON CORP | COM | 12960310 | 2,395,468.00 | 414,441 | 414,441 | | |
| Page Total | | | 98,000,101.00 | | | | |

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| Name of | Title of | Cusip | Fair Market | Shares | Investment Discretion Sole |
|---------|----------|-------|-------------|--------|----------------------------|
|---------|----------|-------|-------------|--------|----------------------------|

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| Issuer | Class | Number | Value | Prin Amt | |
|----------------------|---------|----------|---------------|-----------|-----------|
| PENNRock FINL SVCS C | COM | 70835210 | 2,394,037.00 | 82,553 | 82,553 |
| BSB BANCORP | COM | 05565210 | 2,389,976.00 | 120,039 | 119,919 |
| GREAT SOUTHN BANCORP | COM | 39090510 | 2,385,040.00 | 63,669 | 63,669 |
| REALNETWORKS INC | COM | 75605L10 | 2,377,921.00 | 658,704 | 654,164 |
| CIRCOR INTL INC | COM | 17273K10 | 2,376,905.00 | 177,381 | 177,381 |
| FALCONSTOR SOFTWARE | COM | 30613710 | 2,376,764.00 | 488,042 | 488,042 |
| TBC CORP | COM | 87218010 | 2,375,404.00 | 229,065 | 229,065 |
| OMNOVA SOLUTIONS INC | COM | 68212910 | 2,374,962.00 | 517,421 | 517,321 |
| MOLECULAR DEVICES CO | COM | 60851C10 | 2,373,935.00 | 189,763 | 189,763 |
| ADVISORY BRD CO | COM | 00762W10 | 2,373,095.00 | 80,118 | 80,118 |
| COLE KENNETH PRODTNS | CL A | 19329410 | 2,371,547.00 | 116,825 | 116,825 |
| UNION BANKSHARES COR | COM | 90539910 | 2,370,394.00 | 95,082 | 95,082 |
| HOLOGIC INC | COM | 43644010 | 2,366,856.00 | 241,516 | 241,516 |
| GAMESTOP CORP | CL A | 36466R10 | 2,355,165.00 | 115,167 | 115,167 |
| COBALT CORP | COM | 19074W10 | 2,349,973.00 | 140,717 | 140,717 |
| CFS BANCORP INC | COM | 12525D10 | 2,349,666.00 | 166,643 | 166,643 |
| CONNECTICUT WTR SVC | COM | 20779710 | 2,349,072.00 | 91,689 | 91,689 |
| MICROMUSE INC | COM | 59509410 | 2,341,178.00 | 929,039 | 923,349 |
| SPORTS AUTH INC | COM | 84917610 | 2,340,783.00 | 392,091 | 391,091 |
| TEJON RANCH CO DEL | COM | 87908010 | 2,330,513.00 | 95,552 | 95,552 |
| AMERON INTL INC | COM | 03071010 | 2,330,179.00 | 47,371 | 47,321 |
| CITIZENS FIRST BANCO | COM | 17461R10 | 2,329,199.00 | 129,616 | 129,616 |
| NATIONAL PRESTO INDS | COM | 63721510 | 2,326,774.00 | 80,567 | 80,467 |
| LIGHTBRIDGE INC | COM | 53222610 | 2,325,888.00 | 344,525 | 344,525 |
| PRICELINE COM INC | COM | 74150310 | 2,322,331.00 | 1,590,638 | 1,582,738 |
| OCTEL CORP | COM | 67572710 | 2,322,072.00 | 122,926 | 122,926 |
| CHECK POINT SOFTWARE | ORD | M2246510 | 2,316,811.00 | 168,618 | 168,618 |
| TALX CORP | COM | 87491810 | 2,316,392.00 | 175,884 | 175,884 |
| PRIMEDIA INC | COM | 74157K10 | 2,314,931.00 | 1,665,418 | 1,662,648 |
| REGENT COMMUNICATION | COM | 75886510 | 2,314,498.00 | 455,610 | 455,610 |
| VIRGINIA FINL CORP | COM | 92781010 | 2,311,649.00 | 76,978 | 76,978 |
| TUESDAY MORNING CORP | COM NEW | 89903550 | 2,309,537.00 | 126,828 | 126,828 |
| MAIN STR BKS INC NEW | COM | 56034R10 | 2,308,059.00 | 124,558 | 124,558 |
| ADVANCED ENERGY INDS | COM | 00797310 | 2,306,755.00 | 259,186 | 259,086 |
| VICOR CORP | COM | 92581510 | 2,305,674.00 | 322,472 | 322,352 |
| PROSPERITY BANCSHARE | COM | 74360610 | 2,305,589.00 | 135,384 | 135,384 |
| ANAREN MICROWAVE INC | COM | 03274410 | 2,299,865.00 | 279,789 | 279,789 |
| WEST CORP | COM | 95235510 | 2,294,558.00 | 163,897 | 163,897 |
| ECLIPSYS CORP | COM | 27885610 | 2,291,024.00 | 450,989 | 447,889 |
| GIBRALTAR STL CORP | COM | 37476F10 | 2,289,129.00 | 102,836 | 102,836 |
| Page Total | | | 93,564,100.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|--------|
| | Sole | Shared | None |
| PENNRock FINL SVCS C | 69,628 | | 12,925 |
| BSB BANCORP | 95,039 | | 25,000 |
| GREAT SOUTHN BANCORP | 54,419 | | 9,250 |
| REALNETWORKS INC | 600,604 | 2,100 | 56,000 |
| CIRCOR INTL INC | 154,631 | | 22,750 |
| FALCONSTOR SOFTWARE | 397,242 | | 90,800 |
| TBC CORP | 198,465 | | 30,600 |
| OMNOVA SOLUTIONS INC | 452,121 | | 65,300 |
| MOLECULAR DEVICES CO | 157,063 | | 32,700 |

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| | | | |
|----------------------|-----------|--------|---------|
| ADVISORY BRD CO | 68,768 | | 11,350 |
| COLE KENNETH PRODTNS | 97,375 | | 19,450 |
| UNION BANKSHARES COR | 81,682 | | 13,400 |
| HOLOGIC INC | 209,016 | | 32,500 |
| GAMESTOP CORP | 103,967 | | 11,200 |
| COBALT CORP | 120,317 | | 20,400 |
| CFS BANCORP INC | 128,743 | | 37,900 |
| CONNECTICUT WTR SVC | 75,639 | | 16,050 |
| MICROMUSE INC | 768,839 | 60 | 160,140 |
| SPORTS AUTH INC | 334,041 | | 58,050 |
| TEJON RANCH CO DEL | 77,552 | | 18,000 |
| AMERON INTL INC | 36,411 | | 10,960 |
| CITIZENS FIRST BANCO | 89,579 | | 40,037 |
| NATIONAL PRESTO INDS | 67,017 | | 13,550 |
| LIGHTBRIDGE INC | 281,625 | | 62,900 |
| PRICELINE COM INC | 1,324,348 | 100 | 266,190 |
| OCTEL CORP | 100,776 | | 22,150 |
| CHECK POINT SOFTWARE | 100,671 | 38,021 | 29,926 |
| TALX CORP | 141,694 | | 34,190 |
| PRIMEDIA INC | 1,413,337 | 120 | 251,961 |
| REGENT COMMUNICATION | 394,410 | | 61,200 |
| VIRGINIA FINL CORP | 64,278 | | 12,700 |
| TUESDAY MORNING CORP | 108,078 | | 18,750 |
| MAIN STR BKS INC NEW | 103,108 | | 21,450 |
| ADVANCED ENERGY INDS | 220,486 | 100 | 38,600 |
| VICOR CORP | 277,702 | 120 | 44,650 |
| PROSPERITY BANCSHARE | 111,084 | | 24,300 |
| ANAREN MICROWAVE INC | 230,739 | | 49,050 |
| WEST CORP | 151,643 | 600 | 11,654 |
| ECLIPSYS CORP | 371,049 | 3,040 | 76,900 |
| GIBRALTAR STL CORP | 88,986 | | 13,850 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Invest Sole |
|----------------------|----------------|--------------|-------------------|-----------------|-------------|
| OMNIVISION TECHNOLOG | COM | 68212810 | 2,288,792.00 | 347,313 | 347,313 |
| VALUE LINE INC | COM | 92043710 | 2,286,804.00 | 58,636 | 58,636 |
| PARKER DRILLING CO | COM | 70108110 | 2,282,447.00 | 1,037,476 | 936,176 |
| TESORO PETE CORP | COM | 88160910 | 2,280,661.00 | 814,522 | 802,522 |
| CENTENNIAL BANCORP | COM | 15133T10 | 2,279,819.00 | 262,652 | 262,652 |
| URSTADT BIDDLE PTYS | CL A | 91728620 | 2,278,423.00 | 192,272 | 192,272 |
| BALDWIN & LYONS INC | CL B | 05775520 | 2,275,822.00 | 104,109 | 104,109 |
| CCC INFORMATION SVCS | COM | 12487Q10 | 2,275,395.00 | 174,093 | 174,093 |
| PEAPACK-GLADSTONE FI | COM | 70469910 | 2,268,500.00 | 34,900 | 34,900 |
| LYDALL INC DEL | COM | 55081910 | 2,267,853.00 | 192,191 | 192,191 |
| INFORMATICA CORP | COM | 45666Q10 | 2,267,141.00 | 731,336 | 731,236 |
| BANK NOVA SCOTIA HAL | COM | 06414910 | 2,266,739.00 | 80,495 | 80,495 |
| FIRST NATL CORP ORAN | COM | 32094210 | 2,264,966.00 | 82,064 | 82,064 |
| PLATO LEARNING INC | COM | 72764Y10 | 2,258,758.00 | 339,663 | 339,663 |
| ARRAY BIOPHARMA INC | COM | 04269X10 | 2,258,126.00 | 289,875 | 289,875 |
| U S G CORP | COM NEW | 90329340 | 2,251,756.00 | 562,939 | 562,839 |

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|----------------------|---------|----------|---------------|-----------|-----------|
| REGAL ENTMT GROUP | CL A | 75876610 | 2,251,646.00 | 126,497 | 126,497 |
| AMN HEALTHCARE SERVI | COM | 00174410 | 2,250,266.00 | 121,636 | 121,636 |
| GREAT ATLANTIC & PAC | COM | 39006410 | 2,248,773.00 | 268,350 | 268,350 |
| FRIEDMAN BILLINGS RA | CL A | 35843310 | 2,248,708.00 | 221,985 | 221,985 |
| ALLEGiant BANCORP IN | COM | 01747610 | 2,248,561.00 | 138,373 | 138,373 |
| AMERICAN PHYSICIANS | COM | 02888410 | 2,247,893.00 | 133,327 | 133,327 |
| S Y BANCORP INC | COM | 78506010 | 2,247,482.00 | 64,713 | 64,713 |
| ASTEC INDS INC | COM | 04622410 | 2,245,646.00 | 208,316 | 208,156 |
| BERKSHIRE HILLS BANC | COM | 08468010 | 2,234,826.00 | 95,099 | 95,099 |
| RELIANT RES INC | COM | 75952B10 | 2,230,975.00 | 1,274,843 | 1,272,493 |
| ST FRANCIS CAP CORP | COM | 78937410 | 2,220,971.00 | 96,522 | 96,522 |
| ELIZABETH ARDEN INC | COM | 28660G10 | 2,218,389.00 | 185,020 | 185,020 |
| INSURANCE AUTO AUCTI | COM | 45787510 | 2,215,438.00 | 146,611 | 146,511 |
| SILICONIX INC | COM NEW | 82707920 | 2,215,314.00 | 124,666 | 124,666 |
| ALLEN TELECOM INC | COM | 01809110 | 2,210,124.00 | 413,881 | 407,121 |
| MOBILE MINI INC | COM | 60740F10 | 2,208,195.00 | 170,517 | 170,517 |
| MGI PHARMA INC | COM | 55288010 | 2,206,988.00 | 315,284 | 315,184 |
| CONEXANT SYSTEMS INC | COM | 20714210 | 2,206,300.00 | 1,987,658 | 1,966,374 |
| PINNACLE ENTMT INC | COM | 72345610 | 2,205,008.00 | 302,056 | 301,796 |
| NEW FOCUS INC | COM | 64438310 | 2,204,928.00 | 816,640 | 816,640 |
| ANTIGENICS INC DEL | COM | 03703210 | 2,191,174.00 | 271,185 | 271,185 |
| GLOBAL IMAGING SYSTE | COM | 37934A10 | 2,189,381.00 | 115,963 | 115,963 |
| OAK TECHNOLOGY INC | COM | 67180210 | 2,186,129.00 | 687,462 | 683,862 |
| MONOLITHIC SYS TECHN | COM | 60984210 | 2,184,660.00 | 218,466 | 218,466 |
| Page Total | | | 89,669,777.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|---------|---------|
| | Sole | Shared | None |
| OMNIVISION TECHNOLOG | 298,563 | | 48,750 |
| VALUE LINE INC | 43,565 | | 15,071 |
| PARKER DRILLING CO | 789,126 | 100,000 | 148,350 |
| TESORO PETE CORP | 662,022 | 12,000 | 140,500 |
| CENTENNIAL BANCORP | 209,624 | | 53,028 |
| URSTADT BIDDLE PPTYS | 154,822 | | 37,450 |
| BALDWIN & LYONS INC | 71,910 | | 32,199 |
| CCC INFORMATION SVCS | 129,493 | | 44,600 |
| PEAPACK-GLADSTONE FI | 29,100 | | 5,800 |
| LYDALL INC DEL | 160,281 | | 31,910 |
| INFORMATICA CORP | 602,631 | 100 | 128,605 |
| BANK NOVA SCOTIA HAL | | | 80,495 |
| FIRST NATL CORP ORAN | 66,114 | | 15,950 |
| PLATO LEARNING INC | 302,180 | | 37,483 |
| ARRAY BIOPHARMA INC | 257,125 | | 32,750 |
| U S G CORP | 481,339 | | 81,600 |
| REGAL ENTMT GROUP | 115,047 | 100 | 11,350 |
| AMN HEALTHCARE SERVI | 112,936 | | 8,700 |
| GREAT ATLANTIC & PAC | 240,500 | | 27,850 |
| FRIEDMAN BILLINGS RA | 180,585 | | 41,400 |
| ALLEGiant BANCORP IN | 117,873 | | 20,500 |
| AMERICAN PHYSICIANS | 102,977 | | 30,350 |
| S Y BANCORP INC | 57,813 | | 6,900 |
| ASTEC INDS INC | 179,556 | 60 | 28,700 |
| BERKSHIRE HILLS BANC | 62,399 | | 32,700 |
| RELIANT RES INC | 1,240,631 | 1,200 | 33,012 |
| ST FRANCIS CAP CORP | 83,172 | | 13,350 |
| ELIZABETH ARDEN INC | 149,520 | | 35,500 |
| INSURANCE AUTO AUCTI | 118,711 | | 27,900 |

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| | | | |
|----------------------|-----------|--------|---------|
| SILICONIX INC | 120,866 | | 3,800 |
| ALLEN TELECOM INC | 345,831 | | 68,050 |
| MOBILE MINI INC | 139,317 | | 31,200 |
| MGI PHARMA INC | 272,084 | 100 | 43,100 |
| CONEXANT SYSTEMS INC | 1,735,874 | 16,427 | 235,357 |
| PINNACLE ENTMT INC | 256,836 | 220 | 45,000 |
| NEW FOCUS INC | 649,590 | | 167,050 |
| ANTIGENICS INC DEL | 228,885 | | 42,300 |
| GLOBAL IMAGING SYSTE | 89,363 | | 26,600 |
| OAK TECHNOLOGY INC | 573,362 | | 114,100 |
| MONOLITHIC SYS TECHN | 184,866 | | 33,600 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Investment Discretion Shared as Defined | Sha Oth |
|----------------------|----------------|--------------|-------------------|-----------------|---------|---|---------|
| INTEGRAL SYS INC MD | COM | 45810H10 | 2,183,795.00 | 114,275 | 114,275 | | |
| OXFORD INDS INC | COM | 69149730 | 2,183,714.00 | 99,713 | 99,553 | | 160 |
| PETROLEO BRASILEIRO | SPONSORED | 71654V10 | 2,182,824.00 | 228,568 | 228,568 | | |
| MEMC ELECTR MATLS IN | COM | 55271510 | 2,182,478.00 | 657,373 | 657,273 | 100 | |
| ENERGY CONVERSION DE | COM | 29265910 | 2,174,231.00 | 200,390 | 200,390 | | |
| ERESEARCHTECHNOLOGY | COM | 29481V10 | 2,172,210.00 | 117,735 | 117,735 | | |
| CRAWFORD & CO | CL B | 22463310 | 2,171,914.00 | 344,202 | 344,202 | | |
| CHAMPION ENTERPRISES | COM | 15849610 | 2,165,004.00 | 736,396 | 736,296 | | 100 |
| MIDDLESEX WATER CO | COM | 59668010 | 2,159,572.00 | 95,981 | 95,981 | | |
| THREE RIVS BANCOR I | COM | 88562Q10 | 2,158,976.00 | 134,936 | 134,936 | | |
| TENNECO AUTOMOTIVE I | COM | 88034910 | 2,157,646.00 | 512,505 | 512,485 | 20 | |
| LAKELAND BANCORP INC | COM | 51163710 | 2,140,593.00 | 125,548 | 125,548 | | |
| MOVADO GROUP INC | COM | 62458010 | 2,139,068.00 | 131,635 | 131,635 | | |
| MRO SOFTWARE INC | COM | 55347W10 | 2,134,049.00 | 245,293 | 245,293 | | |
| QUICKSILVER RESOURCE | COM | 74837R10 | 2,134,008.00 | 118,556 | 118,556 | | |
| GRAPHIC PACKAGING IN | COM | 38869010 | 2,133,484.00 | 267,354 | 267,354 | | |
| ENERGY PARTNERS LTD | COM | 29270U10 | 2,129,228.00 | 261,576 | 261,576 | | |
| F5 NETWORKS INC | COM | 31561610 | 2,128,609.00 | 281,935 | 281,935 | | |
| PREMCOR INC | COM | 74045Q10 | 2,122,260.00 | 135,262 | 134,902 | 360 | |
| ARQULE INC | COM | 04269E10 | 2,119,487.00 | 411,551 | 408,851 | 2,700 | |
| POSSIS MEDICAL INC | COM | 73740710 | 2,118,748.00 | 207,517 | 207,517 | | |
| OREGON STL MLS INC | COM | 68607910 | 2,117,342.00 | 345,971 | 345,971 | | |
| SHENANDOAH TELECOMMU | COM | 82312B10 | 2,111,240.00 | 41,609 | 41,609 | | |
| SRA INTL INC | CL A | 78464R10 | 2,104,534.00 | 73,508 | 73,508 | | |
| SCANSOFT INC | COM | 80603P10 | 2,103,288.00 | 637,360 | 637,360 | | |
| HARVEST NATURAL RESO | COM | 41754V10 | 2,100,454.00 | 386,824 | 386,824 | | |
| LA JOLLA PHARMACEUTI | COM | 50345910 | 2,099,979.00 | 492,953 | 492,953 | | |
| AMERICAN HEALTHWAYS | COM | 02649V10 | 2,089,584.00 | 129,226 | 129,226 | | |
| GENERAL COMMUNICATIO | CL A | 36938510 | 2,089,375.00 | 555,685 | 555,685 | | |
| FIRSTFED AMER BANCOR | COM | 33792910 | 2,089,373.00 | 86,732 | 86,732 | | |
| GRAY TELEVISION INC | CL A | 38937520 | 2,087,332.00 | 155,192 | 155,192 | | |
| HICKORY TECH CORP | COM | 42906010 | 2,084,039.00 | 157,286 | 157,286 | | |
| EXCEL TECHNOLOGY INC | COM | 30067T10 | 2,083,094.00 | 110,744 | 110,634 | 110 | |
| STEIN MART INC | COM | 85837510 | 2,080,593.00 | 356,266 | 356,266 | | |
| HAWTHORNE FINL CORP | COM | 42054210 | 2,080,372.00 | 78,802 | 78,802 | | |
| NBC CAP CORP | COM | 62872910 | 2,078,807.00 | 82,821 | 82,821 | | |

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|---------------------|------|----------|---------------|---------|---------|-------|
| SEMCO ENERGY INC | COM | 78412D10 | 2,074,482.00 | 266,643 | 266,643 | |
| VERSICOR INC | COM | 92531410 | 2,073,708.00 | 243,393 | 243,293 | 100 |
| VIB CORP | COM | 91823H10 | 2,070,725.00 | 138,325 | 138,325 | |
| MSC INDL DIRECT INC | CL A | 55353010 | 2,066,938.00 | 194,627 | 192,427 | 2,200 |
| Page Total | | | 84,877,157.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| FOOTSTAR INC | COM | 34491210 | 2,065,993.00 | 264,871 | 264,851 | 20 |
| KULICKE & SOFFA INDS | COM | 50124210 | 2,065,629.00 | 688,543 | 688,443 | 100 |
| INSIGNIA FINL GROUP | COM | 45767A10 | 2,062,595.00 | 262,751 | 262,751 | |
| CRAY INC | COM | 22522310 | 2,060,596.00 | 521,670 | 521,670 | |
| FINISH LINE INC | CL A | 31792310 | 2,050,291.00 | 227,305 | 227,305 | |
| NEOPHARM INC | COM | 64091910 | 2,049,350.00 | 145,344 | 145,344 | |
| CSS INDS INC | COM | 12590610 | 2,044,746.00 | 56,704 | 56,704 | |
| EXACT SCIENCES CORP | COM | 30063P10 | 2,043,363.00 | 152,832 | 152,632 | 200 |
| SIZELER PPTY INVS IN | COM | 83013710 | 2,037,773.00 | 202,562 | 202,562 | |
| TERAYON COMMUNICATIO | COM | 88077510 | 2,036,579.00 | 877,836 | 877,636 | 200 |
| FIRST BANCORP N C | COM | 31891010 | 2,034,868.00 | 82,350 | 81,450 | 900 |
| PRAECIS PHARMACEUTIC | COM | 73942110 | 2,025,790.00 | 677,522 | 669,722 | 7,200 |
| INTERTAN INC | COM | 46112010 | 2,021,896.00 | 289,670 | 289,670 | |
| MANUGISTICS GROUP IN | COM | 56501110 | 2,013,735.00 | 721,769 | 721,123 | 586 |
| PRIME MED SVCS INC N | COM | 74156D10 | 2,012,355.00 | 217,811 | 217,811 | |
| VOLT INFORMATION SCI | COM | 92870310 | 2,010,768.00 | 132,724 | 132,724 | |
| U S INDS INC NEW | COM | 91208010 | 2,004,174.00 | 852,840 | 852,800 | 40 |
| STANDARD COML CORP | COM | 85325810 | 2,003,677.00 | 119,694 | 119,694 | |
| KEYNOTE SYS INC | COM | 49330810 | 2,002,767.00 | 305,766 | 305,746 | 20 |
| GREAT AMERN FINL RES | COM | 38991510 | 1,999,185.00 | 128,565 | 128,565 | |
| KANSAS CITY LIFE INS | COM | 48483610 | 1,998,406.00 | 52,812 | 52,272 | 540 |
| ESPERION THERAPEUTIC | COM | 29664R10 | 1,990,697.00 | 348,024 | 348,024 | |
| CASCADE BANCORP | COM | 14715410 | 1,987,279.00 | 145,695 | 145,695 | |
| GREEN MTN COFFEE INC | COM | 39312210 | 1,984,454.00 | 153,953 | 153,953 | |
| CORRECTIONAL PPTYS T | COM | 22025E10 | 1,983,819.00 | 86,253 | 86,253 | |
| F N B CORP VA | COM | 30293010 | 1,981,532.00 | 64,503 | 64,503 | |
| ULTIMATE ELECTRS INC | COM | 90384910 | 1,978,659.00 | 155,189 | 155,189 | |
| PETCO ANIMAL SUPPLIE | COM NEW | 71601620 | 1,972,119.00 | 90,923 | 90,923 | |
| GERMAN AMERN BANCORP | COM | 37386510 | 1,965,472.00 | 115,616 | 115,616 | |
| AAIPHARMA INC | COM | 00252W10 | 1,962,171.00 | 163,637 | 163,637 | |
| RADIANT SYSTEMS INC | COM | 75025N10 | 1,961,856.00 | 245,232 | 245,212 | 20 |
| ASSOCIATED ESTATES R | COM | 04560410 | 1,955,186.00 | 241,381 | 241,381 | |
| REMEC INC | COM | 75954310 | 1,952,968.00 | 572,718 | 568,218 | 4,500 |
| PIXELWORKS INC | COM | 72581M10 | 1,952,740.00 | 379,173 | 379,173 | |
| KOREA ELECTRIC PWR | SPONSORED | 50063110 | 1,948,262.00 | 208,817 | 208,817 | |
| CHILDRENS PL RETAIL | COM | 16890510 | 1,946,876.00 | 192,760 | 192,560 | 200 |
| MAGMA DESIGN AUTOMAT | COM | 55918110 | 1,946,486.00 | 218,216 | 218,216 | |
| BLAIR CORP | COM | 09282810 | 1,943,588.00 | 95,041 | 95,041 | |
| LIBERATE TECHNOLOGIE | COM | 53012910 | 1,941,689.00 | 1,244,673 | 1,244,473 | 100 |
| NL INDS INC | COM NEW | 62915640 | 1,940,610.00 | 133,743 | 133,743 | |
| Page Total | | | 79,940,999.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|------------|------|----|
| MANTECH INTL CORP | CLA | 56456310 | 1,939,309.00 | 82,661 | 82,661 | | |
| CELL THERAPEUTICS IN | COM | 15093410 | 1,938,076.00 | 440,472 | 440,472 | | |
| ATHEROGENICS INC | COM | 04743910 | 1,936,111.00 | 309,283 | 309,283 | | |
| QUAKER CITY BANCORP | COM | 74731K10 | 1,933,877.00 | 58,302 | 58,302 | | |
| ALEXANDERS INC | COM | 01475210 | 1,933,761.00 | 31,701 | 31,701 | | |
| FRONTIER AIRLINES IN | COM | 35906510 | 1,931,757.00 | 395,852 | 395,852 | | |
| ALLIANCE IMAGING INC | COM NEW | 01860620 | 1,922,629.00 | 160,755 | 160,755 | | |
| INFONET SVCS CORP | CLB | 45666T10 | 1,921,140.00 | 857,652 | 856,652 | | |
| ENTRUST INC | COM | 29384810 | 1,908,174.00 | 607,699 | 607,599 | | |
| EXULT INC DEL | COM | 30228410 | 1,903,965.00 | 645,412 | 645,212 | | |
| PLAYBOY ENTERPRISES | CLB | 72811730 | 1,902,573.00 | 199,014 | 199,014 | | |
| NORTHWEST BANCORP IN | COM | 66732810 | 1,898,412.00 | 149,129 | 149,129 | | |
| AAON INC | COM PAR \$0 | 00036020 | 1,896,545.00 | 112,089 | 112,089 | | |
| ILEX ONCOLOGY INC | COM | 45192310 | 1,896,342.00 | 399,230 | 399,230 | | |
| COMPUTER NETWORK TEC | COM | 20492510 | 1,875,602.00 | 373,626 | 369,266 | | |
| TOUCH AMERICA HLDGS | COM | 89153910 | 1,871,294.00 | 3,018,217 | 1,299,543 | | 1, |
| WABASH NATL CORP | COM | 92956610 | 1,871,010.00 | 345,843 | 345,843 | | |
| WESTERN WIRELESS COR | CLA | 95988E20 | 1,870,109.00 | 692,633 | 688,033 | | |
| MAXWELL SHOE INC | CLA | 57776610 | 1,869,072.00 | 164,676 | 164,676 | | |
| HEICO CORP NEW | COM | 42280610 | 1,863,056.00 | 164,581 | 164,581 | | |
| INTERCEPT INC | COM | 45845L10 | 1,862,376.00 | 188,309 | 188,209 | | |
| K2 INC | COM | 48273210 | 1,860,497.00 | 235,506 | 235,459 | | |
| KEYSTONE AUTOMOTIVE | COM | 49338N10 | 1,857,652.00 | 112,585 | 112,585 | | |
| X-RITE INC | COM | 98385710 | 1,857,627.00 | 240,314 | 240,314 | | |
| SPSS INC | COM | 78462K10 | 1,855,700.00 | 160,389 | 160,389 | | |
| RACING CHAMPIONS ERT | COM | 75006910 | 1,852,155.00 | 113,351 | 113,351 | | |
| PENN ENGR & MFG CORP | COM NON VT | 70738930 | 1,847,417.00 | 164,948 | 164,948 | | |
| VALUECLICK INC | COM | 92046N10 | 1,841,199.00 | 844,587 | 844,587 | | |
| ALLIANZ AKTIENGESELL | SP ADR 1/1 | 01880510 | 1,839,671.00 | 213,419 | 109,559 | | |
| CTS CORP | COM | 12650110 | 1,838,224.00 | 399,614 | 399,594 | | |
| SILICON GRAPHICS INC | COM | 82705610 | 1,836,339.00 | 2,239,438 | 2,239,038 | | |
| COCA COLA BOTTLING C | COM | 19109810 | 1,834,399.00 | 39,113 | 38,913 | | |
| ENTERPRISE PRODS PAR | COM | 29379210 | 1,832,574.00 | 93,930 | 93,930 | | |
| PETROLEO BRASILEIRO | SPONSORED | 71654V40 | 1,831,149.00 | 170,657 | 170,657 | | |
| CASCADE CORP | COM | 14719510 | 1,828,804.00 | 130,164 | 130,164 | | |
| CHARTER COMMUNICATIO | CLA | 16117M10 | 1,827,637.00 | 982,601 | 971,811 | | |
| AVIGEN INC | COM | 05369010 | 1,825,795.00 | 230,239 | 230,239 | | |
| II VI INC | COM | 90210410 | 1,823,810.00 | 136,615 | 136,615 | | |
| CONCURRENT COMPUTER | COM | 20671020 | 1,815,700.00 | 796,360 | 794,260 | | |
| TALK AMERICA HLDGS I | COM | 87426R10 | 1,814,655.00 | 782,179 | 782,179 | | |
| Page Total | | | 74,866,194.00 | | | | |

| Name of Issuer | Voting Authority | | |
|-------------------|------------------|--------|--------|
| | Sole | Shared | None |
| MANTECH INTL CORP | 68,861 | | 13,800 |

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|----------------------|-----------|-----------|---------|
| CELL THERAPEUTICS IN | 361,622 | | 78,850 |
| ATHEROGENICS INC | 248,433 | | 60,850 |
| QUAKER CITY BANCORP | 49,752 | | 8,550 |
| ALEXANDERS INC | 23,341 | | 8,360 |
| FRONTIER AIRLINES IN | 332,002 | | 63,850 |
| ALLIANCE IMAGING INC | 133,705 | | 27,050 |
| INFONET SVCS CORP | 816,652 | 1,200 | 39,800 |
| ENTRUST INC | 501,299 | 100 | 106,300 |
| EXULT INC DEL | 534,813 | 100 | 110,499 |
| PLAYBOY ENTERPRISES | 152,264 | | 46,750 |
| NORTHWEST BANCORP IN | 138,529 | | 10,600 |
| AAON INC | 96,339 | | 15,750 |
| ILEX ONCOLOGY INC | 334,480 | | 64,750 |
| COMPUTER NETWORK TEC | 308,026 | | 65,600 |
| TOUCH AMERICA HLDGS | 1,048,091 | 1,713,876 | 256,250 |
| WABASH NATL CORP | 286,643 | | 59,200 |
| WESTERN WIRELESS COR | 586,683 | 100 | 105,850 |
| MAXWELL SHOE INC | 135,326 | | 29,350 |
| HEICO CORP NEW | 133,781 | | 30,800 |
| INTERCEPT INC | 153,659 | 100 | 34,550 |
| K2 INC | 201,856 | | 33,650 |
| KEYSTONE AUTOMOTIVE | 100,335 | | 12,250 |
| X-RITE INC | 201,214 | | 39,100 |
| SPSS INC | 133,689 | | 26,700 |
| RACING CHAMPIONS ERT | 107,751 | | 5,600 |
| PENN ENGR & MFG CORP | 122,998 | | 41,950 |
| VALUECLICK INC | 661,487 | | 183,100 |
| ALLIANZ AKTIENGESELL | 206,319 | | 7,100 |
| CTS CORP | 349,414 | | 50,200 |
| SILICON GRAPHICS INC | 1,889,388 | | 350,050 |
| COCA COLA BOTTLING C | 38,053 | 200 | 860 |
| ENTERPRISE PRODS PAR | 93,930 | | |
| PETROLEO BRASILEIRO | 65,305 | 85,487 | 19,865 |
| CASCADE CORP | 123,964 | | 6,200 |
| CHARTER COMMUNICATIO | 898,057 | 2,600 | 81,944 |
| AVIGEN INC | 193,589 | | 36,650 |
| II VI INC | 104,915 | | 31,700 |
| CONCURRENT COMPUTER | 620,310 | | 176,050 |
| TALK AMERICA HLDGS I | 637,279 | | 144,900 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | S |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|---|
| CNET NETWORKS INC | COM | 12613R10 | 1,814,056.00 | 1,649,142 | 1,648,942 | |
| TELECOM ITALIA SPA | SPON ADR O | 87927W10 | 1,809,079.00 | 25,355 | 25,355 | |
| SYKES ENTERPRISES IN | COM | 87123710 | 1,808,961.00 | 429,682 | 429,682 | |
| COLUMBIA BKG SYS INC | COM | 19723610 | 1,806,491.00 | 163,188 | 163,188 | |
| PILGRIMS PRIDE CORP | CL B | 72146710 | 1,803,186.00 | 193,891 | 193,891 | |
| DEPARTMENT 56 INC | COM | 24950910 | 1,803,178.00 | 172,553 | 172,553 | |
| AKSYS LTD | COM | 01019610 | 1,794,313.00 | 319,842 | 298,442 | |
| STAMPS COM INC | COM | 85285710 | 1,793,105.00 | 423,902 | 423,902 | |

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|----------------------|-----------|----------|---------------|---------|---------|
| TRIZETTO GROUP INC | COM | 89688210 | 1,788,855.00 | 359,208 | 359,168 |
| SPECTRALINK CORP | COM | 84758010 | 1,785,356.00 | 313,771 | 313,621 |
| SHARPER IMAGE CORP | COM | 82001310 | 1,784,010.00 | 93,306 | 93,306 |
| ASIAINFO HLDGS INC | COM | 04518A10 | 1,780,759.00 | 533,961 | 533,861 |
| FSI INTL INC | COM | 30263310 | 1,780,017.00 | 581,705 | 578,605 |
| WCI CMNTYS INC | COM | 92923C10 | 1,778,393.00 | 140,031 | 139,431 |
| TYLER TECHNOLOGIES I | COM | 90225210 | 1,776,508.00 | 403,752 | 403,752 |
| DRIL-QUIP INC | COM | 26203710 | 1,776,343.00 | 105,421 | 105,421 |
| ASTROPOWER INC | COM | 04644A10 | 1,776,249.00 | 250,176 | 249,708 |
| ARTISAN COMPONENTS I | COM | 04292310 | 1,770,142.00 | 194,329 | 194,329 |
| MKS INSTRUMENT INC | COM | 55306N10 | 1,768,024.00 | 161,907 | 161,907 |
| AMERICAN NATL BANKSH | COM | 02774510 | 1,765,952.00 | 64,310 | 64,310 |
| BUNGE LIMITED | COM | G1696210 | 1,761,760.00 | 72,800 | 72,800 |
| INFORMATION RES INC | COM | 45690510 | 1,758,766.00 | 474,061 | 474,061 |
| AMVESCAP PLC | SPONSORED | 03235E10 | 1,757,268.00 | 181,536 | 39,411 |
| LSI INDS INC | COM | 50216C10 | 1,755,872.00 | 173,163 | 173,163 |
| INSTINET GROUP INC | COM | 45775010 | 1,753,533.00 | 565,656 | 558,056 |
| VAIL RESORTS INC | COM | 91879Q10 | 1,751,053.00 | 123,662 | 123,662 |
| CAPITOL BANCORP LTD | COM | 14056D10 | 1,745,762.00 | 100,216 | 100,216 |
| PENNFED FINL SVCS IN | COM | 70816710 | 1,743,965.00 | 63,440 | 63,440 |
| BRADLEY PHARMACEUTIC | COM | 10457610 | 1,742,162.00 | 198,877 | 198,877 |
| COURIER CORP | COM | 22266010 | 1,733,628.00 | 45,623 | 45,623 |
| WINSTON HOTELS INC | COM | 97563A10 | 1,729,556.00 | 238,889 | 238,889 |
| SEACHANGE INTL INC | COM | 81169910 | 1,722,659.00 | 250,751 | 250,751 |
| UNITED MICROELECTRON | SPONSORED | 91087320 | 1,722,251.00 | 487,890 | 487,890 |
| KOSAN BIOSCIENCES IN | COM | 50064W10 | 1,720,432.00 | 263,063 | 263,063 |
| AMERICAN MED SEC GRO | COM | 02744P10 | 1,720,046.00 | 121,644 | 75,370 |
| SANTANDER BANCORP | COM | 80280910 | 1,718,348.00 | 124,518 | 124,518 |
| SALIX PHARMACEUTICAL | COM | 79543510 | 1,717,928.00 | 203,546 | 203,546 |
| CUBIST PHARMACEUTICA | COM | 22967810 | 1,717,915.00 | 336,187 | 336,187 |
| CREDIT ACCEP CORP MI | COM | 22531010 | 1,713,299.00 | 208,939 | 208,939 |
| TWEETER HOME ENTMT G | COM | 90116710 | 1,711,469.00 | 248,039 | 247,619 |
| Page Total | | | 70,460,649.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| CNET NETWORKS INC | 1,398,092 | 100 | 250,950 |
| TELECOM ITALIA SPA | 25,355 | | |
| SYKES ENTERPRISES IN | 380,632 | | 49,050 |
| COLUMBIA BKG SYS INC | 128,363 | | 34,825 |
| PILGRIMS PRIDE CORP | 165,341 | | 28,550 |
| DEPARTMENT 56 INC | 139,953 | | 32,600 |
| AKSYS LTD | 272,004 | | 47,838 |
| STAMPS COM INC | 351,302 | | 72,600 |
| TRIZETTO GROUP INC | 305,496 | | 53,712 |
| SPECTRALINK CORP | 258,321 | | 55,450 |
| SHARPER IMAGE CORP | 79,256 | | 14,050 |
| ASIAINFO HLDGS INC | 459,811 | | 74,150 |
| FSI INTL INC | 535,555 | | 46,150 |
| WCI CMNTYS INC | 135,131 | 600 | 4,300 |
| TYLER TECHNOLOGIES I | 328,602 | | 75,150 |
| DRIL-QUIP INC | 92,821 | | 12,600 |
| ASTROPOWER INC | 211,958 | 468 | 37,750 |
| ARTISAN COMPONENTS I | 158,879 | | 35,450 |
| MKS INSTRUMENT INC | 149,007 | 100 | 12,800 |
| AMERICAN NATL BANKSH | 53,910 | | 10,400 |
| BUNGE LIMITED | 72,800 | | |

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| | | |
|----------------------|---------|---------|
| INFORMATION RES INC | 423,211 | 50,850 |
| AMVESCAP PLC | 177,676 | 3,860 |
| LSI INDS INC | 145,863 | 27,300 |
| INSTINET GROUP INC | 459,256 | 106,400 |
| VAIL RESORTS INC | 118,762 | 4,900 |
| CAPITOL BANCORP LTD | 81,366 | 18,850 |
| PENNFED FINL SVCS IN | 54,940 | 8,500 |
| BRADLEY PHARMACEUTIC | 196,777 | 2,100 |
| COURIER CORP | 38,573 | 7,050 |
| WINSTON HOTELS INC | 217,446 | 21,443 |
| SEACHANGE INTL INC | 212,151 | 38,600 |
| UNITED MICROELECTRON | 138,346 | 349,544 |
| KOSAN BIOSCIENCES IN | 214,363 | 48,700 |
| AMERICAN MED SEC GRO | 60,570 | 46,274 |
| SANTANDER BANCORP | 117,940 | 6,578 |
| SALIX PHARMACEUTICAL | 174,796 | 28,750 |
| CUBIST PHARMACEUTICA | 277,337 | 58,850 |
| CREDIT ACCEP CORP MI | 202,239 | 6,700 |
| TWEETER HOME ENTMT G | 208,939 | 39,100 |
| Page Total | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|
| MAINSOURCE FINANCIAL | COM | 56062Y10 | 1,707,693.00 | 71,782 | 71,782 |
| B A S F A G | SPONSORED | 05526250 | 1,707,621.00 | 48,102 | 48,102 |
| ORBITAL SCIENCES COR | COM | 68556410 | 1,707,197.00 | 502,117 | 502,117 |
| CHARLES RIVER ASSOCI | COM | 15985210 | 1,705,650.00 | 102,750 | 102,750 |
| NARA BANCORP INC | COM | 63080P10 | 1,703,391.00 | 98,633 | 98,633 |
| PROBUSINESS SERVICES | COM | 74267410 | 1,701,212.00 | 268,754 | 268,754 |
| INTERCHANGE FINL SVC | COM | 45844710 | 1,695,315.00 | 102,436 | 102,436 |
| INTRADO INC | COM | 46117A10 | 1,694,933.00 | 175,459 | 175,459 |
| SONICWALL INC | COM | 83547010 | 1,691,904.00 | 615,238 | 611,418 |
| NATIONAL HEALTHCARE | COM | 63590610 | 1,687,210.00 | 93,995 | 93,995 |
| AAR CORP | COM | 00036110 | 1,685,409.00 | 354,823 | 354,723 |
| LEXICON GENETICS INC | COM | 52887210 | 1,684,897.00 | 420,174 | 418,474 |
| NAVIGANT INTL INC | COM | 63935R10 | 1,683,139.00 | 160,299 | 160,299 |
| QRS CORP | COM | 74726X10 | 1,682,137.00 | 253,716 | 250,516 |
| FOAMEX INTL INC | COM | 34412310 | 1,673,930.00 | 304,351 | 304,351 |
| COORSTEK INC | COM | 21702010 | 1,672,575.00 | 111,505 | 111,505 |
| ENCORE ACQUISITION C | COM | 29255W10 | 1,660,512.00 | 100,943 | 100,943 |
| THERAGENICS CORP | COM | 88337510 | 1,658,448.00 | 376,920 | 376,920 |
| MISSION WEST PPTYS I | COM | 60520310 | 1,657,811.00 | 149,622 | 149,622 |
| ATLAS AIR WORLDWIDE | COM | 04916410 | 1,655,638.00 | 686,987 | 685,247 |
| COLE NATIONAL CORP N | CL A | 19329010 | 1,651,203.00 | 131,570 | 131,570 |
| GOLDEN TELECOM INC | COM | 38122G10 | 1,644,089.00 | 136,439 | 136,439 |
| MESA AIR GROUP INC | COM | 59047910 | 1,638,127.00 | 448,802 | 448,802 |
| VIASAT INC | COM | 92552V10 | 1,632,739.00 | 259,165 | 259,125 |
| SAFEGUARD SCIENTIFIC | COM | 78644910 | 1,632,696.00 | 1,470,898 | 1,469,928 |
| FOMENTO ECONOMICO ME | SPON ADR U | 34441910 | 1,630,309.00 | 48,234 | 48,234 |
| ERICSSON L M TEL CO | ADR CL B S | 29482140 | 1,626,699.00 | 4,518,609 | 135,488 |
| INTERPORE INTL | COM | 46062W10 | 1,625,483.00 | 200,677 | 200,677 |

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|----------------------|-----------|----------|---------------|---------|---------|
| RAINDANCE COMM | COM | 75086X10 | 1,625,142.00 | 525,936 | 494,536 |
| MADDEN STEVEN LTD | COM | 55626910 | 1,623,441.00 | 112,739 | 112,739 |
| RIVIANA FOODS INC | COM | 76953610 | 1,623,129.00 | 70,879 | 70,879 |
| MATSUSHITA ELEC INDL | ADR | 57687920 | 1,621,722.00 | 156,386 | 155,116 |
| NATIONAL AUSTRALIA B | SPONSORED | 63252540 | 1,619,635.00 | 17,861 | 17,861 |
| CENTRAL COAST BANCOR | COM | 15314510 | 1,615,896.00 | 87,393 | 87,393 |
| CARREKER CORP | COM | 14443310 | 1,608,646.00 | 262,422 | 262,422 |
| MEDICAL STAFFING NET | COM | 58463F10 | 1,607,716.00 | 105,980 | 105,980 |
| AUDIOVOX CORP | CL A | 05075710 | 1,606,606.00 | 229,548 | 229,548 |
| GENENCOR INTL INC | COM | 36870910 | 1,606,143.00 | 168,890 | 168,890 |
| C COR NET CORP | COM | 12501010 | 1,603,903.00 | 432,319 | 432,259 |
| DAKTRONICS INC | COM | 23426410 | 1,601,961.00 | 167,045 | 167,045 |
| Page Total | | | 66,161,907.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| MAINSOURCE FINANCIAL | 51,482 | | 20,300 |
| B A S F A G | 48,102 | | |
| ORBITAL SCIENCES COR | 417,917 | | 84,200 |
| CHARLES RIVER ASSOCI | 85,550 | | 17,200 |
| NARA BANCORP INC | 93,133 | | 5,500 |
| PROBUSINESS SERVICES | 226,354 | | 42,400 |
| INTERCHANGE FINL SVC | 90,386 | | 12,050 |
| INTRADO INC | 144,409 | | 31,050 |
| SONICWALL INC | 506,988 | | 108,250 |
| NATIONAL HEALTHCARE | 76,695 | | 17,300 |
| AAR CORP | 297,023 | | 57,800 |
| LEXICON GENETICS INC | 333,774 | | 86,400 |
| NAVIGANT INTL INC | 131,549 | | 28,750 |
| QRS CORP | 225,516 | | 28,200 |
| FOAMEX INTL INC | 244,701 | | 59,650 |
| COORSTEK INC | 89,355 | | 22,150 |
| ENCORE ACQUISITION C | 97,843 | | 3,100 |
| THERAGENICS CORP | 332,170 | | 44,750 |
| MISSION WEST PPTYS I | 139,222 | | 10,400 |
| ATLAS AIR WORLDWIDE | 676,487 | | 10,500 |
| COLE NATIONAL CORP N | 108,670 | | 22,900 |
| GOLDEN TELECOM INC | 104,139 | | 32,300 |
| MESA AIR GROUP INC | 376,252 | | 72,550 |
| VIASAT INC | 223,315 | | 35,850 |
| SAFEGUARD SCIENTIFIC | 1,247,449 | 100 | 223,349 |
| FOMENTO ECONOMICO ME | 22,000 | 18,700 | 7,534 |
| ERICSSON L M TEL CO | 4,518,609 | | |
| INTERPORE INTL | 164,877 | | 35,800 |
| RAINDANCE COMM | 446,786 | | 79,150 |
| MADDEN STEVEN LTD | 95,489 | | 17,250 |
| RIVIANA FOODS INC | 66,479 | | 4,400 |
| MATSUSHITA ELEC INDL | 156,386 | | |
| NATIONAL AUSTRALIA B | 17,861 | | |
| CENTRAL COAST BANCOR | 75,118 | | 12,275 |
| CARREKER CORP | 213,072 | | 49,350 |
| MEDICAL STAFFING NET | 92,780 | | 13,200 |
| AUDIOVOX CORP | 200,835 | | 28,713 |
| GENENCOR INTL INC | 162,690 | | 6,200 |
| C COR NET CORP | 360,069 | | 72,250 |
| DAKTRONICS INC | 137,445 | | 29,600 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | In Sole |
|----------------------|----------------|--------------|-------------------|-----------------|-----------|
| INTL SPECIALTY PRODS | COM | 46033710 | 1,595,061.00 | 164,609 | 164,509 |
| SBS TECHNOLOGIES INC | COM | 78387P10 | 1,594,496.00 | 222,695 | 222,695 |
| VIVUS INC | COM | 92855110 | 1,589,928.00 | 368,039 | 368,039 |
| LTC PPTYS INC | COM | 50217510 | 1,588,945.00 | 195,683 | 195,683 |
| POWELL INDS INC | COM | 73912810 | 1,584,351.00 | 84,274 | 84,274 |
| MATERIAL SCIENCES CO | COM | 57667410 | 1,583,572.00 | 130,121 | 129,221 |
| VITESSE SEMICONDUCTO | COM | 92849710 | 1,582,848.00 | 2,327,718 | 2,324,068 |
| GENERAL CABLE CORP D | COM | 36930010 | 1,582,307.00 | 410,989 | 410,989 |
| LUMINEX CORP DEL | COM | 55027E10 | 1,579,860.00 | 224,412 | 224,412 |
| SUPERIOR FINANCIAL C | COM | 86816110 | 1,576,304.00 | 83,846 | 83,846 |
| AO TATNEFT | SPON ADR R | 03737P30 | 1,575,883.00 | 101,083 | 101,083 |
| AMKOR TECHNOLOGY INC | COM | 03165210 | 1,572,518.00 | 660,722 | 660,222 |
| ITLA CAP CORP | COM | 45056510 | 1,571,298.00 | 52,047 | 52,047 |
| GART SPORTS CO | COM | 36663010 | 1,568,625.00 | 83,128 | 83,128 |
| HUMBOLDT BANCORP | COM | 44506910 | 1,564,576.00 | 130,599 | 130,599 |
| TEXAS BIOTECHNOLOGY | COM | 88221T10 | 1,564,455.00 | 511,260 | 511,260 |
| IDINE REWARDS NETWOR | COM | 45168A10 | 1,560,641.00 | 168,718 | 168,718 |
| OSMONICS INC | COM | 68835010 | 1,555,520.00 | 130,716 | 130,716 |
| BUTLER MFG CO DEL | COM | 12365510 | 1,552,413.00 | 71,871 | 71,871 |
| TASTY BAKING CO | COM | 87655330 | 1,550,629.00 | 121,618 | 81,618 |
| OCWEN FINL CORP | COM | 67574610 | 1,549,890.00 | 534,445 | 491,845 |
| CHARTER FINL CORP WE | COM | 16122M10 | 1,546,863.00 | 55,127 | 55,127 |
| WEST MARINE INC | COM | 95423510 | 1,545,599.00 | 121,605 | 121,105 |
| L S B BANCSHARES N C | COM | 50215810 | 1,541,397.00 | 93,759 | 93,759 |
| PRIVATEBANCORP INC | COM | 74296210 | 1,538,343.00 | 50,322 | 50,322 |
| UNITIL CORP | COM | 91325910 | 1,534,925.00 | 56,535 | 55,269 |
| DAIMLERCHRYSLER AG | ORD | D1668R12 | 1,534,590.00 | 45,795 | 45,795 |
| DUCOMMUN INC DEL | COM | 26414710 | 1,534,553.00 | 87,141 | 87,141 |
| SUPERTEX INC | COM | 86853210 | 1,531,150.00 | 147,226 | 147,226 |
| PC-TEL INC | COM | 69325Q10 | 1,529,103.00 | 293,494 | 293,494 |
| IMPAX LABORATORIES I | COM | 45256B10 | 1,525,971.00 | 313,986 | 313,986 |
| DAVE & BUSTERS INC | COM | 23833N10 | 1,525,154.00 | 136,053 | 136,053 |
| MERIX CORP | COM | 59004910 | 1,522,941.00 | 186,864 | 186,364 |
| MIDLAND CO | COM | 59748610 | 1,514,952.00 | 90,015 | 90,015 |
| SYNPLICITY INC | COM | 87160Y10 | 1,511,736.00 | 350,751 | 350,751 |
| DEL LABS INC | COM | 24509110 | 1,511,397.00 | 83,595 | 83,595 |
| BKF CAP GROUP INC | COM | 05548G10 | 1,504,732.00 | 71,382 | 71,382 |
| COLUMBIA LABS INC | COM | 19777910 | 1,503,490.00 | 334,109 | 334,109 |
| UAL CORP | COM PAR \$0 | 90254950 | 1,502,087.00 | 701,910 | 699,379 |
| SUN BANCORP INC | COM | 86663410 | 1,501,686.00 | 66,801 | 56,601 |
| Page Total | | | 62,004,789.00 | | |

| Name of Issuer | Sole | Voting Authority Shared | None |
|----------------------|---------|-------------------------|--------|
| INTL SPECIALTY PRODS | 155,809 | | 8,800 |
| SBS TECHNOLOGIES INC | 188,895 | | 33,800 |

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|----------------------|-----------|--------|---------|
| VIVUS INC | 311,114 | | 56,925 |
| LTC PTYS INC | 182,883 | | 12,800 |
| POWELL INDS INC | 66,774 | | 17,500 |
| MATERIAL SCIENCES CO | 119,021 | 900 | 10,200 |
| VITESSE SEMICONDUCTO | 1,911,748 | 2,090 | 413,880 |
| GENERAL CABLE CORP D | 355,839 | | 55,150 |
| LUMINEX CORP DEL | 180,912 | | 43,500 |
| SUPERIOR FINANCIAL C | 75,546 | | 8,300 |
| AO TATNEFT | 55,892 | 30,900 | 14,291 |
| AMKOR TECHNOLOGY INC | 599,622 | 1,600 | 59,500 |
| ITLA CAP CORP | 50,847 | | 1,200 |
| GART SPORTS CO | 68,328 | | 14,800 |
| HUMBOLDT BANCORP | 100,599 | | 30,000 |
| TEXAS BIOTECHNOLOGY | 431,460 | | 79,800 |
| IDINE REWARDS NETWOR | 143,768 | | 24,950 |
| OSMONICS INC | 107,866 | | 22,850 |
| BUTLER MFG CO DEL | 62,071 | | 9,800 |
| TASTY BAKING CO | 76,618 | 40,000 | 5,000 |
| OCWEN FINL CORP | 434,845 | 42,600 | 57,000 |
| CHARTER FINL CORP WE | 52,627 | | 2,500 |
| WEST MARINE INC | 96,355 | 500 | 24,750 |
| L S B BANCSHARES N C | 82,109 | | 11,650 |
| PRIVATEBANCORP INC | 44,322 | | 6,000 |
| UNITIL CORP | 52,269 | 1,266 | 3,000 |
| DAIMLERCHRYSLER AG | 45,795 | | |
| DUCOMMUN INC DEL | 80,641 | | 6,500 |
| SUPERTEX INC | 133,476 | | 13,750 |
| PC-TEL INC | 257,621 | | 35,873 |
| IMPAX LABORATORIES I | 261,671 | | 52,315 |
| DAVE & BUSTERS INC | 115,703 | | 20,350 |
| MERIX CORP | 145,964 | | 40,900 |
| MIDLAND CO | 85,415 | | 4,600 |
| SYNPLICITY INC | 320,089 | | 30,662 |
| DEL LABS INC | 81,095 | | 2,500 |
| BKF CAP GROUP INC | 53,182 | | 18,200 |
| COLUMBIA LABS INC | 258,009 | | 76,100 |
| UAL CORP | 567,929 | 2,223 | 131,758 |
| SUN BANCORP INC | 57,101 | | 9,700 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Share Defi |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------------|
| ABN AMRO HLDG NV | SPONSORED | 00093710 | 1,499,552.00 | 134,489 | 134,489 | |
| MERIDIAN GOLD INC | COM | 58997510 | 1,496,940.00 | 81,800 | 81,800 | |
| WATER PIK TECHNOLOGI | COM | 94113U10 | 1,496,262.00 | 147,415 | 147,300 | |
| AMERCO | COM | 02358610 | 1,495,258.00 | 148,634 | 148,634 | |
| UNIVERSAL AMERN FINL | COM | 91337710 | 1,490,452.00 | 304,112 | 304,112 | |
| FIRST LONG IS CORP | COM | 32073410 | 1,489,766.00 | 44,805 | 44,805 | |
| ENCORE WIRE CORP | COM | 29256210 | 1,485,457.00 | 168,802 | 156,502 | 12 |
| OMEGA HEALTHCARE INV | COM | 68193610 | 1,485,346.00 | 259,676 | 259,676 | |
| DEB SHOPS INC | COM | 24272810 | 1,484,157.00 | 59,533 | 59,533 | |

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|----------------------|------------|----------|---------------|---------|---------|
| GUILFORD PHARMACEUTI | COM | 40182910 | 1,483,581.00 | 306,525 | 306,525 |
| PENFORD CORP | COM | 70705110 | 1,483,123.00 | 109,861 | 109,281 |
| ABC BANCORP | COM | 00040010 | 1,482,415.00 | 115,633 | 115,633 |
| CONCORD CAMERA CORP | COM | 20615610 | 1,481,111.00 | 317,835 | 317,835 |
| SUREBEAM CORP | CL A | 86866R10 | 1,479,144.00 | 821,747 | 821,665 |
| KINDER MORGAN ENERGY | UT LTD PAR | 49455010 | 1,476,219.00 | 46,233 | 30,097 |
| IMMUNOGEN INC | COM | 45253H10 | 1,475,939.00 | 455,537 | 455,537 |
| INFOUSA INC NEW | COM | 45681830 | 1,475,871.00 | 340,848 | 340,848 |
| OSI SYSTEMS INC | COM | 67104410 | 1,474,801.00 | 85,224 | 85,224 |
| FIRST HORIZON PHARMA | COM | 32051K10 | 1,472,261.00 | 272,641 | 272,641 |
| RADIOLOGIX INC | COM | 75040K10 | 1,471,712.00 | 229,955 | 229,955 |
| INTEGRATED ELECTRICA | COM | 45811E10 | 1,471,301.00 | 393,396 | 389,656 |
| WHITEHALL JEWELLERS | COM | 96506310 | 1,470,990.00 | 139,828 | 139,788 |
| COMPUCREDIT CORP | COM | 20478N10 | 1,470,442.00 | 277,442 | 277,442 |
| CASELLA WASTE SYS IN | CL A | 14744810 | 1,470,438.00 | 228,684 | 228,664 |
| AMERICAN PHARMACEUTI | COM | 02886P10 | 1,469,716.00 | 90,001 | 90,001 |
| MACATAWA BK CORP | COM | 55422510 | 1,466,604.00 | 79,577 | 79,577 |
| WHITE ELECTR DESIGNS | COM | 96380110 | 1,466,586.00 | 195,806 | 195,806 |
| LAKELAND FINL CORP | COM | 51165610 | 1,466,529.00 | 61,905 | 61,905 |
| PENWEST PHARMACEUTIC | COM | 70975410 | 1,464,389.00 | 175,797 | 175,797 |
| FRIEDMANS INC | CL A | 35843810 | 1,463,200.00 | 188,072 | 188,072 |
| ALLIANCE SEMICONDUCT | COM | 01877H10 | 1,461,252.00 | 384,540 | 384,540 |
| DREXLER TECHNOLOGY C | COM | 26187610 | 1,460,761.00 | 100,465 | 94,115 |
| BOYDS COLLECTION LTD | COM | 10335410 | 1,458,157.00 | 226,422 | 226,422 |
| ACADIA RLTY TR | COM SH BEN | 00423910 | 1,457,208.00 | 196,920 | 196,920 |
| MERIDIAN MED TECHNOL | COM | 58965810 | 1,446,807.00 | 40,245 | 40,245 |
| ZOMAX INC MINN | COM | 98992910 | 1,445,733.00 | 370,701 | 370,701 |
| RUDOLPH TECHNOLOGIES | COM | 78127010 | 1,443,604.00 | 140,292 | 140,192 |
| COMPUCOM SYS INC | COM | 20478010 | 1,438,899.00 | 249,809 | 249,809 |
| WIRELESS FACILITIES | COM | 97653A10 | 1,438,899.00 | 324,808 | 322,028 |
| BOSTON BEER INC | CL A | 10055710 | 1,433,103.00 | 103,101 | 101,901 |
| Page Total | | | 58,843,985.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| ABN AMRO HLDG NV | 134,489 | | |
| MERIDIAN GOLD INC | 81,800 | | |
| WATER PIK TECHNOLOGI | 106,465 | 100 | 40,850 |
| AMERCO | 123,284 | | 25,350 |
| UNIVERSAL AMERN FINL | 251,062 | | 53,050 |
| FIRST LONG IS CORP | 36,955 | | 7,850 |
| ENCORE WIRE CORP | 145,302 | | 23,500 |
| OMEGA HEALTHCARE INV | 254,676 | | 5,000 |
| DEB SHOPS INC | 50,033 | | 9,500 |
| GUILFORD PHARMACEUTI | 256,575 | | 49,950 |
| PENFORD CORP | 80,181 | 580 | 29,100 |
| ABC BANCORP | 101,933 | | 13,700 |
| CONCORD CAMERA CORP | 269,885 | | 47,950 |
| SUREBEAM CORP | 703,569 | 1,256 | 116,922 |
| KINDER MORGAN ENERGY | 42,433 | 2,100 | 1,700 |
| IMMUNOGEN INC | 380,680 | | 74,857 |
| INFOUSA INC NEW | 294,373 | | 46,475 |
| OSI SYSTEMS INC | 72,924 | | 12,300 |
| FIRST HORIZON PHARMA | 223,791 | | 48,850 |
| RADIOLOGIX INC | 184,205 | | 45,750 |
| INTEGRATED ELECTRICA | 316,196 | | 77,200 |
| WHITEHALL JEWELLERS | 118,428 | | 21,400 |

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| | | | |
|----------------------|---------|-------|--------|
| COMPUCREDIT CORP | 236,442 | | 41,000 |
| CASELLA WASTE SYS IN | 188,864 | 20 | 39,800 |
| AMERICAN PHARMACEUTI | 87,801 | | 2,200 |
| MACATAWA BK CORP | 60,527 | | 19,050 |
| WHITE ELECTR DESIGNS | 172,206 | | 23,600 |
| LAKELAND FINL CORP | 54,805 | | 7,100 |
| PENWEST PHARMACEUTIC | 145,398 | | 30,399 |
| FRIEDMANS INC | 163,372 | | 24,700 |
| ALLIANCE SEMICONDUCT | 291,690 | | 92,850 |
| DREXLER TECHNOLOGY C | 79,965 | 5,400 | 15,100 |
| BOYDS COLLECTION LTD | 215,422 | | 11,000 |
| ACADIA RLTY TR | 172,520 | | 24,400 |
| MERIDIAN MED TECHNOL | 36,395 | | 3,850 |
| ZOMAX INC MINN | 301,451 | | 69,250 |
| RUDOLPH TECHNOLOGIES | 116,442 | 100 | 23,750 |
| COMPUCOM SYS INC | 235,709 | | 14,100 |
| WIRELESS FACILITIES | 271,908 | | 52,900 |
| BOSTON BEER INC | 101,001 | 200 | 1,900 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Share Defi |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|------------|
| ORTHOLOGIC CORP | COM | 68750J10 | 1,432,550.00 | 370,168 | 370,168 | |
| NU HORIZONS ELECTRS | COM | 66990810 | 1,431,450.00 | 238,575 | 238,575 | |
| FIRST ST BANCORPORAT | COM | 33645310 | 1,430,636.00 | 58,038 | 58,038 | |
| HOLLYWOOD CASINO COR | CL A | 43613220 | 1,430,139.00 | 118,389 | 118,389 | |
| TARO PHARMACEUTICAL | ORD | M8737E10 | 1,425,532.00 | 42,238 | 42,238 | |
| STATE BANCORP INC N. | COM | 85571610 | 1,423,053.00 | 80,172 | 80,172 | |
| POZEN INC | COM | 73941U10 | 1,422,596.00 | 280,591 | 280,591 | |
| HARMONIC INC | COM | 41316010 | 1,419,678.00 | 811,245 | 811,045 | |
| RESOURCE AMERICA INC | CL A | 76119520 | 1,418,760.00 | 177,345 | 177,345 | |
| BUCA INC | COM | 11776910 | 1,418,168.00 | 177,271 | 177,131 | |
| OPTION CARE INC | COM | 68394810 | 1,417,911.00 | 160,216 | 160,216 | |
| CURATIVE HEALTH SVCS | COM | 23126410 | 1,416,738.00 | 130,575 | 130,575 | |
| NEUROGEN CORP | COM | 64124E10 | 1,415,504.00 | 176,277 | 176,277 | |
| VIACOM INC | CL A | 92552410 | 1,414,992.00 | 34,895 | 33,995 | |
| U S CONCRETE INC | COM | 90333L10 | 1,413,588.00 | 269,255 | 269,255 | |
| YOUNG INNOVATIONS IN | COM | 98752010 | 1,413,279.00 | 52,695 | 52,695 | |
| ORASURE TECHNOLOGIES | COM | 68554V10 | 1,411,242.00 | 317,919 | 317,919 | |
| AFTERMARKET TECHNOLO | COM | 00831810 | 1,405,516.00 | 108,702 | 108,702 | |
| APPLICA INC | COM | 03815A10 | 1,405,379.00 | 265,166 | 265,166 | |
| INTERMET CORP | COM | 45881K10 | 1,395,154.00 | 290,053 | 290,053 | |
| GLADSTONE CAPITAL CO | COM | 37653510 | 1,393,882.00 | 82,576 | 82,576 | |
| AEP INDS INC | COM | 00103110 | 1,393,342.00 | 51,548 | 51,548 | |
| GROUPE DANONE | SPONSORED | 39944910 | 1,391,822.00 | 57,848 | 57,848 | |
| PACIFIC UN BK CALIF | COM | 69502510 | 1,391,048.00 | 124,090 | 124,090 | |
| RIBAPHARM INC | COM | 76253710 | 1,389,663.00 | 308,814 | 308,814 | |
| COASTAL BANCORP INC | COM | 19041P10 | 1,389,296.00 | 50,264 | 50,264 | |
| MASSBANK CORP READ M | COM | 57615210 | 1,387,509.00 | 46,343 | 46,343 | |
| METRIS COS INC | COM | 59159810 | 1,386,732.00 | 600,317 | 600,187 | |
| VIRAGE LOGIC CORP | COM | 92763R10 | 1,385,380.00 | 146,912 | 146,912 | |

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|----------------------|------------|----------|---------------|---------|---------|
| UNILEVER PLC | SPON ADR N | 90476770 | 1,381,564.00 | 37,903 | 34,014 |
| QUIXOTE CORP | COM | 74905610 | 1,376,480.00 | 74,606 | 74,606 |
| LYON WILLIAM HOMES | COM | 55207410 | 1,374,714.00 | 60,005 | 60,005 |
| THREE FIVE SYS INC | COM | 88554L10 | 1,374,122.00 | 296,147 | 295,932 |
| LUBYS INC | COM | 54928210 | 1,371,942.00 | 278,850 | 276,250 |
| MCSI INC | COM | 55270M10 | 1,370,932.00 | 276,956 | 276,956 |
| LUFKIN INDS INC | COM | 54976410 | 1,370,170.00 | 55,698 | 55,698 |
| ROANOKE ELEC STL COR | COM | 76984110 | 1,365,895.00 | 125,889 | 125,889 |
| ASPEN TECHNOLOGY INC | COM | 04532710 | 1,365,711.00 | 455,237 | 455,237 |
| RPC INC | COM | 74966010 | 1,360,586.00 | 137,433 | 137,433 |
| DONNELLY CORP | CL A | 25787010 | 1,357,684.00 | 52,400 | 52,400 |
| Page Total | | | 55,940,339.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| ORTHOLOGIC CORP | 302,468 | | 67,700 |
| NU HORIZONS ELECTRS | 210,925 | | 27,650 |
| FIRST ST BANCORPORAT | 51,338 | | 6,700 |
| HOLLYWOOD CASINO COR | 116,189 | | 2,200 |
| TARO PHARMACEUTICAL | 20,563 | 12,819 | 8,856 |
| STATE BANCORP INC N. | 75,672 | | 4,500 |
| POZEN INC | 241,200 | | 39,391 |
| HARMONIC INC | 688,470 | | 122,775 |
| RESOURCE AMERICA INC | 145,995 | | 31,350 |
| BUCA INC | 145,321 | | 31,950 |
| OPTION CARE INC | 131,166 | | 29,050 |
| CURATIVE HEALTH SVCS | 110,325 | | 20,250 |
| NEUROGEN CORP | 153,677 | | 22,600 |
| VIACOM INC | 6,496 | 200 | 28,199 |
| U S CONCRETE INC | 232,698 | | 36,557 |
| YOUNG INNOVATIONS IN | 49,995 | | 2,700 |
| ORASURE TECHNOLOGIES | 256,519 | | 61,400 |
| AFTERMARKET TECHNOLO | 89,102 | | 19,600 |
| APPLICA INC | 203,766 | | 61,400 |
| INTERMET CORP | 248,303 | | 41,750 |
| GLADSTONE CAPITAL CO | 77,076 | | 5,500 |
| AEP INDS INC | 42,848 | | 8,700 |
| GROUPE DANONE | 57,848 | | |
| PACIFIC UN BK CALIF | 105,890 | | 18,200 |
| RIBAPHARM INC | 213,114 | | 95,700 |
| COASTAL BANCORP INC | 44,764 | | 5,500 |
| MASSBANK CORP READ M | 40,843 | | 5,500 |
| METRIS COS INC | 523,917 | 100 | 76,300 |
| VIRAGE LOGIC CORP | 128,212 | | 18,700 |
| UNILEVER PLC | 37,903 | | |
| QUIXOTE CORP | 70,806 | | 3,800 |
| LYON WILLIAM HOMES | 54,605 | | 5,400 |
| THREE FIVE SYS INC | 252,247 | | 43,900 |
| LUBYS INC | 258,850 | | 20,000 |
| MCSI INC | 222,256 | | 54,700 |
| LUFKIN INDS INC | 52,198 | | 3,500 |
| ROANOKE ELEC STL COR | 107,789 | | 18,100 |
| ASPEN TECHNOLOGY INC | 381,987 | | 73,250 |
| RPC INC | 129,033 | | 8,400 |
| DONNELLY CORP | 30,600 | | 21,800 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----|
| | | | | | Sole | Shared as Defined | S |
| COBIZ INC | COM | 19089710 | 1,357,197.00 | 84,298 | 84,298 | | |
| PETROQUEST ENERGY IN | COM | 71674810 | 1,349,629.00 | 305,346 | 305,346 | | |
| COMFORT SYS USA INC | COM | 19990810 | 1,347,513.00 | 443,261 | 443,081 | 180 | |
| SOUTHWEST WTR CO | COM | 84533110 | 1,346,286.00 | 94,410 | 94,410 | | |
| IXIA | COM | 45071R10 | 1,344,791.00 | 327,998 | 327,998 | | |
| COMPUTER HORIZONS CO | COM | 20590810 | 1,344,720.00 | 361,484 | 361,484 | | |
| CB BANCSHARES INC HA | COM | 12478510 | 1,338,212.00 | 38,104 | 38,104 | | |
| CROWN MEDIA HLDGS IN | CL A | 22841110 | 1,337,763.00 | 382,218 | 382,138 | | |
| BOSTONFED BANCORP IN | COM | 10117810 | 1,337,613.00 | 44,602 | 44,452 | 150 | |
| SOUTHWEST BANCORP IN | COM | 84476710 | 1,336,194.00 | 53,129 | 53,129 | | |
| POMEROY COMPUTER RES | COM | 73182210 | 1,334,383.00 | 135,333 | 135,333 | | |
| SIEMENS A G | SPONSORED | 82619750 | 1,332,367.00 | 39,642 | 39,642 | | |
| WATCHGUARD TECHNOLOG | COM | 94110510 | 1,330,709.00 | 302,434 | 302,434 | | |
| NS GROUP INC | COM | 62891610 | 1,330,045.00 | 224,291 | 224,291 | | |
| SUMMIT BANCSHARES IN | COM | 86601110 | 1,327,644.00 | 63,071 | 63,071 | | |
| QUIDEL CORP | COM | 74838J10 | 1,315,109.00 | 294,208 | 294,208 | | |
| OPENWAVE SYS INC | COM | 68371810 | 1,314,915.00 | 2,120,831 | 2,120,151 | 520 | |
| CADIZ INC | COM | 12753710 | 1,314,534.00 | 438,178 | 438,178 | | |
| STMICROELECTRONICS N | NY REGISTR | 86101210 | 1,308,215.00 | 96,690 | 96,690 | | |
| FIRST OAK BROOK BANC | COM | 33584720 | 1,303,303.00 | 43,838 | 43,838 | | |
| PEETS COFFEE & TEA I | COM | 70556010 | 1,302,784.00 | 101,780 | 87,890 | 890 | 13 |
| VANS INC | COM | 92193010 | 1,299,231.00 | 228,336 | 228,336 | | |
| MERCHANTS BANCSHARES | COM | 58844810 | 1,299,121.00 | 52,596 | 50,666 | | 1 |
| COLLINS & AIKMAN COR | COM NEW | 19483020 | 1,296,909.00 | 361,256 | 361,256 | | |
| NYFIX INC | COM | 67071210 | 1,296,015.00 | 333,166 | 333,026 | 40 | |
| GULF ISLAND FABRICAT | COM | 40230710 | 1,295,822.00 | 110,189 | 110,189 | | |
| COASTAL FINL CORP DE | COM | 19046E10 | 1,289,725.00 | 95,253 | 95,253 | | |
| ALAMO GROUP INC | COM | 01131110 | 1,289,098.00 | 104,296 | 104,296 | | |
| HORIZON ORGANIC HOLD | COM | 44043T10 | 1,288,840.00 | 82,618 | 82,618 | | |
| CARDIAC SCIENCE INC | COM NEW | 14141020 | 1,288,750.00 | 650,884 | 650,884 | | |
| KENSEY NASH CORP | COM | 49005710 | 1,286,722.00 | 85,542 | 85,542 | | |
| BARRICK GOLD CORP | COM | 06790110 | 1,284,087.00 | 82,578 | 82,271 | 307 | |
| DOVER DOWNS GAMING & | COM | 26009510 | 1,283,938.00 | 157,732 | 157,732 | | |
| MILACRON INC | COM | 59870910 | 1,279,338.00 | 283,667 | 283,595 | 60 | |
| CEDAR FAIR L P | DEPOSITRY | 15018510 | 1,278,886.00 | 54,700 | 43,500 | 7,000 | 4 |
| AT RD INC | COM | 04648K10 | 1,276,025.00 | 236,301 | 236,301 | | |
| MICROTUNE INC DEL | COM | 59514P10 | 1,274,627.00 | 528,891 | 525,991 | 2,900 | |
| REGISTER COM INC | COM | 75914G10 | 1,270,591.00 | 419,337 | 419,237 | 100 | |
| TOLLGRADE COMMUNICAT | COM | 88954210 | 1,270,483.00 | 162,674 | 162,674 | | |
| COLUMBIA BANCORP | COM | 19722710 | 1,267,950.00 | 67,194 | 67,194 | | |
| Page Total | | | 52,370,084.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| APPLIED FILMS CORP | COM | 03819710 | 1,267,792.00 | 115,886 | 115,886 | | |
| COVENANT TRANS INC | CL A | 22284P10 | 1,267,332.00 | 72,419 | 72,419 | | |
| D & K HEALTHCARE RES | COM | 23286110 | 1,263,704.00 | 141,196 | 141,196 | | |
| BWAY CORP | COM | 05603910 | 1,263,398.00 | 90,892 | 53,741 | 37,151 | |
| SITEL CORP | COM | 82980K10 | 1,262,913.00 | 721,665 | 721,665 | | |
| SHOE CARNIVAL INC | COM | 82488910 | 1,262,022.00 | 88,563 | 88,563 | | |
| SPARTAN MTRS INC | COM | 84681910 | 1,261,633.00 | 111,649 | 111,649 | | |
| EMS TECHNOLOGIES INC | COM | 26873N10 | 1,261,374.00 | 122,941 | 122,941 | | |
| CREDIT SUISSE GROUP | SPONSORED | 22540110 | 1,259,387.00 | 63,254 | 63,254 | | |
| FIRST DEFIANCE FINL | COM | 32006W10 | 1,257,736.00 | 73,252 | 73,252 | | |
| GALYANS TRADING INC | COM | 36458R10 | 1,255,534.00 | 125,428 | 125,428 | | |
| GLOBAL POWER EQUIPME | COM | 37941P10 | 1,254,603.00 | 266,937 | 266,937 | | |
| DIGIMARC CORP | COM | 25380710 | 1,253,778.00 | 107,436 | 107,436 | | |
| PDF SOLUTIONS INC | COM | 69328210 | 1,253,201.00 | 236,900 | 236,900 | | |
| SAUER-DANFOSS INC | COM | 80413710 | 1,250,541.00 | 138,949 | 138,889 | 60 | |
| DATASTREAM SYS INC | COM | 23812410 | 1,249,290.00 | 249,858 | 249,858 | | |
| WILLOW GROVE BANCORP | COM | 97111W10 | 1,245,206.00 | 105,526 | 105,526 | | |
| FIRST CONSULTING GRO | COM | 31986R10 | 1,241,814.00 | 229,117 | 229,117 | | |
| WORLD WRESTLING ENTM | CL A | 98156Q10 | 1,241,019.00 | 148,270 | 148,270 | | |
| BENTLEY PHARMACEUTIC | COM | 08265710 | 1,239,342.00 | 145,805 | 145,805 | | |
| TEPPCO PARTNERS L P | UT LTD PAR | 87238410 | 1,239,218.00 | 42,439 | 36,939 | 3,100 | |
| NORTHWEST PIPE CO | COM | 66774610 | 1,238,864.00 | 69,249 | 69,249 | | |
| CASS INFORMATION SYS | COM | 14808P10 | 1,238,386.00 | 53,494 | | | 5 |
| BANCO BILBAO VIZCAYA | SPONSORED | 05946K10 | 1,231,501.00 | 162,897 | 162,897 | | |
| BROOKSTONE INC | COM | 11453710 | 1,231,143.00 | 100,093 | 100,093 | | |
| SPORTS RESORTS INTL | COM | 84918U10 | 1,230,350.00 | 295,048 | 295,048 | | |
| CENTURY ALUM CO | COM | 15643110 | 1,230,326.00 | 176,771 | 176,771 | | |
| SECURE COMPUTING COR | COM | 81370510 | 1,228,515.00 | 383,911 | 383,911 | | |
| TRANSMETA CORP DEL | COM | 89376R10 | 1,227,269.00 | 1,265,226 | 1,265,226 | | |
| BUCKEYE PARTNERS L P | UNIT LTD P | 11823010 | 1,225,780.00 | 33,400 | 23,600 | 8,800 | |
| PARKVALE FINL CORP | COM | 70149210 | 1,224,741.00 | 52,006 | 52,006 | | |
| WARWICK CMNTY BANCOR | COM | 93655910 | 1,223,775.00 | 45,325 | 45,325 | | |
| AKAMAI TECHNOLOGIES | COM | 00971T10 | 1,221,818.00 | 1,472,070 | 1,295,345 | 1,075 | 17 |
| UNILAB CORP NEW | COM NEW | 90476320 | 1,221,292.00 | 58,240 | 58,240 | | |
| CALIPER TECHNOLOGIES | COM | 13087610 | 1,221,271.00 | 291,473 | 291,116 | 357 | |
| TRIANGLE PHARMACEUTI | COM | 89589H10 | 1,220,506.00 | 451,872 | 441,872 | 5,000 | |
| DYNAMICS RESH CORP | COM | 26805710 | 1,219,762.00 | 83,660 | 83,660 | | |
| TRICO BANCSHARES | COM | 89609510 | 1,210,225.00 | 47,835 | 47,835 | | |
| SPEEDFAM-IPEC INC | COM | 84770510 | 1,203,702.00 | 324,448 | 324,448 | | |
| GRACE W R & CO DEL N | COM | 38388F10 | 1,200,475.00 | 750,297 | 749,997 | 300 | |
| Page Total | | | 49,600,538.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|---------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| FINANCIAL INDS CORP | COM | 31757410 | 1,197,925.00 | 78,501 | 78,501 | | |

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|----------------------|-----------|----------|---------------|-----------|-----------|-------|----|
| INGLES MKTS INC | CL A | 45703010 | 1,195,864.00 | 111,763 | 111,263 | | 50 |
| WILSONS THE LEATHER | COM | 97246310 | 1,195,198.00 | 167,865 | 167,825 | 40 | |
| REPUBLIC BANCORP KY | CL A | 76028120 | 1,190,812.00 | 105,850 | 105,850 | | |
| CPI CORP | COM | 12590210 | 1,189,265.00 | 86,492 | 86,492 | | |
| WACKENHUT CORRECTION | COM | 92979810 | 1,186,696.00 | 104,647 | 104,647 | | |
| HEALTHCARE SVCS GRP | COM | 42190610 | 1,185,970.00 | 86,948 | 86,948 | | |
| HYPERCOM CORP | COM | 44913M10 | 1,184,955.00 | 414,320 | 414,220 | 100 | |
| PICO HLDGS INC | COM NEW | 69336620 | 1,183,754.00 | 107,614 | 107,574 | 40 | |
| EQUITY ONE | COM | 29475210 | 1,182,403.00 | 89,576 | 89,576 | | |
| NEOSE TECHNOLOGIES I | COM | 64052210 | 1,181,646.00 | 152,274 | 152,174 | | 10 |
| FINISAR | COM | 31787A10 | 1,175,243.00 | 1,703,251 | 1,702,351 | 300 | 60 |
| CARDIODYNAMICS INTL | COM | 14159710 | 1,174,404.00 | 410,631 | 410,631 | | |
| CHIPPAC INC | CL A | 16965710 | 1,172,997.00 | 548,386 | 548,386 | | |
| SUN BANCORP INC | COM | 86663B10 | 1,172,979.00 | 88,460 | 88,460 | | |
| SANDERSON FARMS INC | COM | 80001310 | 1,170,848.00 | 73,178 | 72,978 | | 20 |
| PARKERVISION INC | COM | 70135410 | 1,170,657.00 | 103,598 | 103,598 | | |
| QUANTA SVCS INC | COM | 74762E10 | 1,164,485.00 | 559,849 | 559,609 | 140 | 10 |
| BANK OF THE OZARKS I | COM | 06390410 | 1,158,831.00 | 50,604 | 50,604 | | |
| DEUTSCHE BANK AG NAM | ORD | D1819089 | 1,158,709.00 | 25,511 | 25,511 | | |
| 1 800 FLOWERS COM | CL A | 68243Q10 | 1,155,504.00 | 165,072 | 165,072 | | |
| GERON CORP | COM | 37416310 | 1,154,879.00 | 296,123 | 296,123 | | |
| ADVANTA CORP | CL A | 00794210 | 1,154,031.00 | 114,829 | 114,829 | | |
| DVI INC | COM | 23334310 | 1,151,596.00 | 239,916 | 239,916 | | |
| SK TELECOM LTD | SPONSORED | 78440P10 | 1,150,305.00 | 54,183 | 54,183 | | |
| AETHER SYS INC | COM | 00808V10 | 1,148,999.00 | 428,731 | 420,531 | 8,200 | |
| SIX CONTINENTS PLC | SPONSORED | 83001810 | 1,147,410.00 | 119,026 | 119,026 | | |
| STRATEX NETWORKS INC | COM | 86279T10 | 1,142,450.00 | 976,453 | 976,353 | | 10 |
| CENTER TR INC | COM | 15184510 | 1,141,753.00 | 196,854 | 196,854 | | |
| FRESH DEL MONTE PROD | ORD | G3673810 | 1,137,987.00 | 44,470 | 43,820 | 650 | |
| INTERPOOL INC | COM | 46062R10 | 1,137,488.00 | 94,633 | 94,633 | | |
| GENERAL BINDING CORP | COM | 36915410 | 1,137,332.00 | 71,756 | 71,756 | | |
| ADMINISTAFF INC | COM | 00709410 | 1,136,727.00 | 295,254 | 295,234 | 20 | |
| U S PHYSICAL THERAPY | COM | 90337L10 | 1,134,947.00 | 107,578 | 107,578 | | |
| DURECT CORP | COM | 26660510 | 1,130,176.00 | 364,573 | 364,573 | | |
| YARDVILLE NATL BANCO | COM | 98502110 | 1,126,063.00 | 66,278 | 66,278 | | |
| RESEARCH FRONTIERS I | COM | 76091110 | 1,125,349.00 | 125,597 | 125,597 | | |
| AVATAR HLDGS INC | COM | 05349410 | 1,119,102.00 | 46,513 | 46,513 | | |
| J2 GLOBAL COMMUNICAT | COM NEW | 46626E20 | 1,118,852.00 | 56,252 | 56,252 | | |
| CORNELL COMPANIES IN | COM | 21914110 | 1,118,072.00 | 140,638 | 140,638 | | |
| Page Total | | | 46,362,663.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| HARRIS INTERACTIVE I | COM | 41454910 | 1,117,185.00 | 485,733 | 485,733 | | |
| COCA-COLA FEMSA S A | SPON ADR R | 19124110 | 1,112,693.00 | 58,532 | 58,532 | | |
| VERINT SYS INC | COM | 92343X10 | 1,111,855.00 | 128,851 | 128,851 | | |
| STARRETT L S CO | CL A | 85566810 | 1,111,115.00 | 72,717 | 72,717 | | |
| MOLDFLOW CORP | COM | 60850710 | 1,111,006.00 | 224,900 | 224,900 | | |
| CONCORD COMMUNICATIO | COM | 20618610 | 1,110,535.00 | 219,908 | 216,868 | 3,000 | 4 |
| MARVEL ENTERPRISES I | COM | 57383M10 | 1,110,025.00 | 158,575 | 158,575 | | |
| NN INC | COM | 62933710 | 1,109,667.00 | 119,964 | 119,964 | | |

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|----------------------|------------|----------|---------------|-----------|-----------|--------|------|
| NETSCREEN TECHNOLOGI | COM | 64117V10 | 1,106,732.00 | 102,003 | 102,003 | | |
| GSI COMMERCE INC | COM | 36238G10 | 1,103,182.00 | 218,452 | 218,452 | | |
| ALLEGIANCE TELECOM I | COM | 01747T10 | 1,098,267.00 | 1,323,214 | 1,319,389 | 3,725 | 10 |
| ESCALADE INC | COM | 29605610 | 1,096,633.00 | 55,246 | 55,246 | | |
| SEMITOOL INC | COM | 81690910 | 1,096,352.00 | 212,884 | 212,884 | | |
| AEGON N V | ORD AMER R | 00792410 | 1,090,013.00 | 115,590 | 115,590 | | |
| UNIVERSAL DISPLAY CO | COM | 91347P10 | 1,089,979.00 | 181,361 | 181,361 | | |
| IMCO RECYCLING INC | COM | 44968110 | 1,088,661.00 | 179,944 | 179,944 | | |
| SOUNDVIEW TECHNOLOGY | COM | 83611Q10 | 1,087,504.00 | 836,542 | 836,542 | | |
| ARIAD PHARMACEUTICAL | COM | 04033A10 | 1,087,340.00 | 344,095 | 344,095 | | |
| CHECKERS DRIVE-IN RE | COM NEW | 16280930 | 1,084,816.00 | 135,602 | 135,602 | | |
| LEXAR MEDIA INC | COM | 52886P10 | 1,084,618.00 | 409,290 | 409,290 | | |
| LENDINGTREE INC | COM | 52602Q10 | 1,076,830.00 | 73,055 | 73,055 | | |
| WORLD ACCEP CORP DEL | COM | 98141910 | 1,074,371.00 | 135,653 | 135,653 | | |
| ROYAL BANCSHARES PA | CL A | 78008110 | 1,072,855.00 | 58,626 | 58,626 | | |
| NETEGRITY INC | COM | 64110P10 | 1,072,176.00 | 520,474 | 520,254 | | 22 |
| FIRST SOUTH BANCORP | COM | 33646W10 | 1,071,639.00 | 30,060 | 30,060 | | |
| MOLEX INC | CL A | 60855420 | 1,067,106.00 | 50,817 | 40,398 | 4,969 | 5,45 |
| DEUTSCHE TELEKOM AG | SPONSORED | 25156610 | 1,066,937.00 | 129,013 | 128,987 | 26 | |
| NATIONAL HEALTH REAL | COM | 63590510 | 1,066,621.00 | 67,679 | 67,679 | | |
| ENERGYSOUTH INC | COM | 29297010 | 1,065,645.00 | 41,790 | 41,790 | | |
| I2 TECHNOLOGIES INC | COM | 46575410 | 1,062,680.00 | 2,043,617 | 2,042,917 | 500 | 20 |
| DIGENE CORP | COM | 25375210 | 1,061,309.00 | 134,343 | 134,343 | | |
| PRICESMART INC | COM | 74151110 | 1,055,060.00 | 52,753 | 52,753 | | |
| SAPIENT CORP | COM | 80306210 | 1,051,935.00 | 1,021,297 | 990,827 | 30,370 | 10 |
| ADVANTA CORP | CL B | 00794220 | 1,050,457.00 | 101,690 | 101,690 | | |
| STANDARD MTR PRODS I | COM | 85366610 | 1,047,434.00 | 96,895 | 96,895 | | |
| FINLAY ENTERPRISES I | COM NEW | 31788420 | 1,046,606.00 | 69,376 | 69,376 | | |
| KYPHON INC | COM | 50157710 | 1,045,466.00 | 79,202 | 79,202 | | |
| VESTA INS GROUP INC | COM | 92539110 | 1,041,902.00 | 416,761 | 407,561 | 9,200 | |
| MOTHERS WK INC | COM | 61990310 | 1,040,995.00 | 27,373 | 27,373 | | |
| BANC CORP | COM | 05944B10 | 1,039,752.00 | 134,335 | 134,335 | | |
| Page Total | | | 43,185,954.00 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---|
| | | | | | Sole | Shared as Defined | S |
| BELL MICROPRODUCTS I | COM | 07813710 | 1,031,114.00 | 246,678 | 246,678 | | |
| SYNTEL INC | COM | 87162H10 | 1,028,439.00 | 87,378 | 87,378 | | |
| AMERICAN HOME MTG HL | COM | 02660M10 | 1,028,205.00 | 93,219 | 93,219 | | |
| PRINCETON REVIEW INC | COM | 74235210 | 1,026,228.00 | 171,038 | 171,038 | | |
| PROVIDENT BANCORP IN | COM | 74383510 | 1,025,423.00 | 36,043 | 36,043 | | |
| ALICO INC | COM | 01623010 | 1,024,541.00 | 36,012 | 36,012 | | |
| DIAMONDCLUSTER INTL | CL A | 25278P10 | 1,023,744.00 | 314,032 | 309,032 | | 5 |
| REPUBLIC BANCSHARES | COM | 75992910 | 1,021,222.00 | 52,532 | 52,532 | | |
| RAINBOW TECHNOLOGIES | COM | 75086210 | 1,020,463.00 | 359,318 | 359,318 | | |
| NEOFORMA COM INC | COM NEW | 64047550 | 1,020,392.00 | 108,207 | 108,207 | | |
| BRUKER DALTONICS INC | COM | 11679510 | 1,018,867.00 | 199,387 | 193,587 | 5,800 | |
| THOMSON CORP | COM | 88490310 | 1,016,735.00 | 40,882 | 40,882 | | |
| REX STORES CORP | COM | 76162410 | 1,014,776.00 | 98,522 | 98,522 | | |
| GOODYS FAMILY CLOTHI | COM | 38258810 | 1,014,389.00 | 214,913 | 214,913 | | |
| VIEWPOINT CORP | COM | 92672P10 | 1,013,671.00 | 464,987 | 464,987 | | |

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|----------------------|------------|----------|---------------|---------|---------|--------|
| I-MANY INC | COM | 44973Q10 | 1,011,922.00 | 505,961 | 416,814 | 89,147 |
| RENT WAY INC | COM | 76009U10 | 1,010,898.00 | 336,966 | 336,966 | |
| COLUMBUS MCKINNON CO | COM | 19933310 | 1,010,393.00 | 192,090 | 192,090 | |
| KFORCE INC | COM | 49373210 | 1,008,498.00 | 324,276 | 324,276 | |
| ISHARES TR | RUSSELL 20 | 46428765 | 1,007,781.00 | 14,085 | 14,085 | |
| OPNET TECHNOLOGIES I | COM | 68375710 | 1,003,653.00 | 158,555 | 130,086 | 28,469 |
| NUMERICAL TECHNOLOGI | COM | 67053T10 | 1,001,973.00 | 345,508 | 341,308 | 4,200 |
| MAPICS INC | COM | 56491010 | 995,254.00 | 177,724 | 177,724 | |
| ARDEN GROUP INC | CL A | 03976210 | 989,687.00 | 17,829 | 17,829 | |
| CHARLOTTE RUSSE HLDG | COM | 16104810 | 987,924.00 | 103,992 | 103,992 | |
| APAC CUSTOMER SERVIC | COM | 00185E10 | 985,340.00 | 338,605 | 338,605 | |
| STEINWAY MUSICAL INS | COM ORD | 85849510 | 980,987.00 | 63,908 | 63,908 | |
| K V PHARMACEUTICAL C | CL B CONV | 48274010 | 980,796.00 | 51,894 | 51,894 | |
| LABONE INC NEW | COM | 50540L10 | 980,540.00 | 60,677 | 60,677 | |
| CEPHEID | COM | 15670R10 | 980,456.00 | 254,664 | 254,664 | |
| LIFELINE SYS INC | COM | 53219210 | 979,616.00 | 44,528 | 44,528 | |
| LODGENET ENTMT CORP | COM | 54021110 | 979,101.00 | 127,820 | 127,820 | |
| INTEGRATED SILICON S | COM | 45812P10 | 978,193.00 | 328,253 | 325,918 | 2,335 |
| STORAGENETWORKS INC | COM | 86211E10 | 976,777.00 | 781,422 | 774,261 | 7,161 |
| PLUG POWER INC | COM | 72919P10 | 976,758.00 | 204,044 | 203,144 | 900 |
| BT GROUP PLC | ADR | 05577E10 | 976,312.00 | 37,783 | 37,688 | 95 |
| MASTEC INC | COM | 57632310 | 959,571.00 | 297,081 | 292,681 | 4,400 |
| ULTICOM INC | COM | 90384410 | 957,878.00 | 173,215 | 173,215 | |
| ACACIA RESH CORP | COM | 00388110 | 952,904.00 | 239,966 | 239,944 | |
| MONRO MUFFLER BRAKE | COM | 61023610 | 952,884.00 | 53,353 | 53,353 | |
| Page Total | | | 39,954,305.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|
| | | | | | Sole | Shared as Defined |
| ZYMOGENETICS INC | COM | 98985T10 | 952,416.00 | 119,052 | 119,052 | |
| ONYX SOFTWARE CORP | COM | 68340210 | 951,479.00 | 498,157 | 498,137 | 20 |
| FUJI PHOTO FILM LTD | ADR | 35958630 | 947,620.00 | 32,342 | 32,342 | |
| TERRA INDS INC | COM | 88091510 | 945,046.00 | 510,836 | 510,836 | |
| MEDCATH CORP | COM | 58404W10 | 941,369.00 | 83,307 | 83,307 | |
| WITNESS SYS INC | COM | 97742410 | 939,703.00 | 161,461 | 161,461 | |
| ACCLAIM ENTMT INC | COM PAR \$0 | 00432520 | 938,076.00 | 852,797 | 852,543 | 254 |
| HITACHI LIMITED | ADR 10 COM | 43357850 | 937,625.00 | 18,919 | 18,919 | |
| MARTHA STEWART LIVIN | CL A | 57308310 | 934,654.00 | 133,522 | 133,322 | 100 |
| WELLSFORD REAL PPTYS | COM NEW | 95024020 | 932,446.00 | 54,212 | 54,212 | |
| MILLEA HOLDINGS INC | ADR | 60032R10 | 930,580.00 | 23,800 | 23,800 | |
| NEWS CORP LTD | ADR NEW | 65248770 | 927,041.00 | 48,158 | 48,158 | |
| CULP INC | COM | 23021510 | 922,981.00 | 108,586 | 108,586 | |
| ILLUMINA INC | COM | 45232710 | 921,572.00 | 267,899 | 267,899 | |
| 1-800 CONTACTS INC | COM | 68197710 | 919,930.00 | 91,993 | 91,993 | |
| PAIN THERAPEUTICS IN | COM | 69562K10 | 918,384.00 | 231,331 | 231,331 | |
| TRANSMONTAIGNE INC | COM | 89393410 | 917,818.00 | 184,301 | 180,801 | 3,500 |
| SIRIUS SATELLITE RAD | COM | 82966U10 | 911,775.00 | 911,775 | 911,575 | 100 |
| BIOPURE CORP | CL A | 09065H10 | 911,470.00 | 260,420 | 251,100 | 6,570 |
| NELSON THOMAS INC | COM | 64037610 | 910,870.00 | 103,508 | 103,468 | |
| TURNSTONE SYSTEMS IN | COM | 90042310 | 910,521.00 | 410,145 | 409,845 | 300 |
| NAVIGATORS GROUP INC | COM | 63890410 | 909,677.00 | 44,878 | 44,878 | |

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|----------------------|---------|----------|---------------|---------|---------|-------|
| SCHNITZER STL INDS | CL A | 80688210 | 907,845.00 | 50,160 | 50,160 | |
| RMH TELESERVICES INC | COM | 74993810 | 906,502.00 | 111,091 | 111,091 | |
| XICOR INC | COM | 98490310 | 902,142.00 | 249,901 | 249,801 | |
| ACME COMMUNICATION I | COM | 00463110 | 901,453.00 | 115,571 | 112,871 | 2,700 |
| HEALTHTRONICS SURGIC | COM | 42222L10 | 899,482.00 | 107,465 | 107,465 | |
| ORGANOGENESIS INC | COM | 68590610 | 898,490.00 | 89,849 | 86,649 | |
| EMC INS GROUP INC | COM | 26866410 | 895,955.00 | 62,830 | 62,830 | |
| MODTECH HLDGS INC | COM | 60783C10 | 894,350.00 | 89,435 | 89,435 | |
| RES-CARE INC | COM | 76094310 | 889,595.00 | 179,354 | 179,354 | |
| TIVO INC | COM | 88870610 | 888,944.00 | 246,929 | 243,229 | 3,700 |
| RESTORATION HARDWARE | COM | 76098110 | 888,399.00 | 197,422 | 197,422 | |
| ITO YOKADO LTD | ADR NEW | 46571430 | 887,997.00 | 22,775 | 22,775 | |
| WESCO INTL INC | COM | 95082P10 | 887,558.00 | 206,409 | 206,269 | 140 |
| EXPLORATION CO | COM NEW | 30213320 | 887,079.00 | 170,921 | 170,921 | |
| WOMEN FIRST HEALTHCA | COM | 97815010 | 886,738.00 | 189,474 | 189,474 | |
| PACKETEER INC | COM | 69521010 | 886,098.00 | 295,366 | 293,281 | 2,085 |
| HORIZON OFFSHORE INC | COM | 44043J10 | 885,253.00 | 210,224 | 210,224 | |
| CHEROKEE INC DEL NEW | COM | 16444H10 | 884,988.00 | 54,866 | 53,866 | |
| Page Total | | | 36,511,921.00 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Sole | Inve Sh D |
|----------------------|----------------|--------------|-------------------|-----------------|---------|-----------|
| RADISYS CORP | COM | 75045910 | 883,812.00 | 223,185 | 223,145 | |
| EMBREX INC | COM | 29081710 | 882,905.00 | 79,541 | 79,541 | |
| PRESSTEK INC | COM | 74111310 | 879,201.00 | 344,785 | 344,725 | |
| MIDWEST EXPRESS HLDG | COM | 59791110 | 878,320.00 | 219,580 | 219,580 | |
| ICICI BK LTD | ADR | 45104G10 | 876,552.00 | 146,336 | 146,336 | |
| BAYER A G | SPONSORED | 07273030 | 871,745.00 | 49,531 | 49,311 | |
| HALL KINION ASSOCIAT | COM | 40606910 | 871,014.00 | 145,169 | 145,169 | |
| PARTNERS TRUST FINCL | COM | 70213A10 | 870,023.00 | 62,278 | 62,278 | |
| AVENUE A INC | COM | 05356610 | 869,550.00 | 347,820 | 347,820 | |
| SCHAWK INC | CL A | 80637310 | 868,146.00 | 88,406 | 88,406 | |
| DOVER MOTORSPORTS IN | COM | 26017410 | 866,500.00 | 216,625 | 216,625 | |
| FRANKLIN FINL CORP T | COM NEW | 35352320 | 864,642.00 | 35,091 | 35,091 | |
| DOCUCORP INTL INC | COM | 25591110 | 864,128.00 | 79,864 | 79,864 | |
| LVMH MOET HENNESSY L | SPONSORED | 50244120 | 863,779.00 | 118,326 | 118,326 | |
| IXYS CORP | COM | 46600W10 | 863,495.00 | 171,669 | 171,469 | |
| QUAKER FABRIC CORP N | COM | 74739910 | 863,132.00 | 137,223 | 137,223 | |
| ASPECT COMMUNICATION | COM | 04523Q10 | 862,184.00 | 586,520 | 586,520 | |
| UNITEDGLOBALCOM | CL A | 91324750 | 858,070.00 | 523,214 | 523,114 | |
| HEALTHEXTRAS INC | COM | 42221110 | 856,494.00 | 202,481 | 202,481 | |
| EURONET WORLDWIDE IN | COM | 29873610 | 855,487.00 | 170,077 | 168,077 | |
| MAGNETEK INC | COM | 55942410 | 855,091.00 | 267,216 | 267,216 | |
| INET TECHNOLOGIES IN | COM | 45662V10 | 854,649.00 | 168,570 | 168,570 | |
| LECROY CORP | COM | 52324W10 | 850,707.00 | 94,945 | 94,945 | |
| PARTY CITY CORP | COM | 70214510 | 849,736.00 | 61,799 | 61,798 | |
| SCM MICROSYSTEMS INC | COM | 78401810 | 849,331.00 | 215,075 | 215,075 | |
| SOMERA COMMUNICATION | COM | 83445810 | 845,768.00 | 412,570 | 412,510 | |
| ANADIGICS INC | COM | 03251510 | 844,031.00 | 396,259 | 396,239 | |
| DECODE GENETICS INC | COM | 24358610 | 842,679.00 | 383,036 | 383,036 | |
| TRANS WORLD ENTMT CO | COM | 89336Q10 | 841,755.00 | 267,224 | 267,124 | |

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|----------------------|-----|----------|---------------|---------|---------|
| SALTON INC | COM | 79575710 | 838,966.00 | 98,586 | 98,586 |
| CLOSURE MED CORP | COM | 18909310 | 836,866.00 | 74,988 | 74,988 |
| ASBURY AUTOMOTIVE GR | COM | 04343610 | 836,430.00 | 95,592 | 95,592 |
| KOS PHARMACEUTICALS | COM | 50064810 | 831,570.00 | 74,254 | 74,254 |
| MRV COMMUNICATIONS I | COM | 55347710 | 830,002.00 | 976,474 | 976,374 |
| ALARIS MED INC | COM | 01163710 | 827,470.00 | 173,474 | 173,474 |
| OVERLAND STORAGE INC | COM | 69031010 | 824,860.00 | 75,954 | 75,954 |
| BIORELIANCE CORP | COM | 09095110 | 824,784.00 | 39,615 | 39,615 |
| AVANEX CORP | COM | 05348W10 | 822,449.00 | 600,328 | 600,140 |
| TRI CONTL CORP | COM | 89543610 | 822,039.00 | 62,465 | 62,465 |
| WILLIS GROUP HOLDING | SHS | G9665510 | 820,672.00 | 24,505 | 24,400 |
| Page Total | | | 34,119,034.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| RADISYS CORP | 195,335 | | 27,850 |
| EMBREX INC | 75,041 | | 4,500 |
| PRESSTEK INC | 292,035 | | 52,750 |
| MIDWEST EXPRESS HLDG | 186,430 | | 33,150 |
| ICICI BK LTD | 32,953 | 20,908 | 92,475 |
| BAYER A G | 49,531 | | |
| HALL KINION ASSOCIAT | 125,269 | | 19,900 |
| PARTNERS TRUST FINCL | 58,178 | | 4,100 |
| AVENUE A INC | 302,020 | | 45,800 |
| SCHAWK INC | 83,606 | | 4,800 |
| DOVER MOTORSPORTS IN | 180,725 | | 35,900 |
| FRANKLIN FINL CORP T | 29,491 | | 5,600 |
| DOCUCORP INTL INC | 74,964 | | 4,900 |
| LVMH MOET HENNESSY L | 118,326 | | |
| IXYS CORP | 165,169 | | 6,500 |
| QUAKER FABRIC CORP N | 117,923 | | 19,300 |
| ASPECT COMMUNICATION | 475,595 | | 110,925 |
| UNITEDGLOBALCOM | 474,814 | 100 | 48,300 |
| HEALTHEXTRAS INC | 193,081 | | 9,400 |
| EURONET WORLDWIDE IN | 143,677 | 2,000 | 24,400 |
| MAGNETEK INC | 224,066 | | 43,150 |
| INET TECHNOLOGIES IN | 162,670 | | 5,900 |
| LECROY CORP | 90,545 | | 4,400 |
| PARTY CITY CORP | 60,099 | | 1,700 |
| SCM MICROSYSTEMS INC | 185,525 | | 29,550 |
| SOMERA COMMUNICATION | 342,620 | | 69,950 |
| ANADIGICS INC | 321,709 | | 74,550 |
| DECODE GENETICS INC | 317,386 | | 65,650 |
| TRANS WORLD ENTMT CO | 236,924 | | 30,300 |
| SALTON INC | 87,586 | | 11,000 |
| CLOSURE MED CORP | 71,688 | | 3,300 |
| ASBURY AUTOMOTIVE GR | 93,992 | | 1,600 |
| KOS PHARMACEUTICALS | 65,105 | | 9,149 |
| MRV COMMUNICATIONS I | 841,174 | 100 | 135,200 |
| ALARIS MED INC | 164,674 | | 8,800 |
| OVERLAND STORAGE INC | 71,254 | | 4,700 |
| BIORELIANCE CORP | 37,515 | | 2,100 |
| AVANEX CORP | 510,972 | | 89,356 |
| TRI CONTL CORP | 21,883 | | 40,582 |
| WILLIS GROUP HOLDING | 24,505 | | |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment | |
|----------------------|----------------|--------------|-------------------|-----------------|------------|------|
| | | | | | Sole | Sh D |
| TORONTO DOMINION BK | COM NEW | 89116050 | 820,256.00 | 46,579 | 46,579 | |
| PARTNERRE LTD | COM | G6852T10 | 819,204.00 | 17,003 | 17,003 | |
| ZYGO CORP | COM | 98985510 | 816,047.00 | 192,464 | 192,464 | |
| MAPINFO CORP | COM | 56510510 | 815,185.00 | 206,376 | 206,376 | |
| TRICO MARINE SERVICE | COM | 89610610 | 814,517.00 | 320,676 | 320,616 | |
| INVERNESS MED INNOVA | COM | 46126P10 | 813,814.00 | 85,755 | 85,352 | |
| CTI MOLECULAR IMAGIN | COM | 22943D10 | 812,130.00 | 32,100 | 32,100 | |
| ROXIO INC | COM | 78000810 | 811,215.00 | 267,728 | 267,114 | |
| 3-DIMENSIONAL PHARMA | COM | 88554W10 | 810,474.00 | 272,887 | 272,887 | |
| GALLAHER GROUP PLC | SPONSORED | 36359510 | 810,389.00 | 21,159 | 20,099 | |
| AKZO NOBEL NV | SPONSORED | 01019930 | 809,534.00 | 25,063 | 25,063 | |
| GENZYME CORP | COM BIOSUR | 37291770 | 807,694.00 | 431,922 | 431,332 | |
| BG PLC | ADR FIN IN | 05543420 | 804,143.00 | 39,613 | 39,613 | |
| SEEBEYOND TECHNOLOGI | COM | 81570410 | 802,376.00 | 573,126 | 573,126 | |
| RIVERSTONE NETWORKS | COM | 76932010 | 800,679.00 | 1,569,959 | 1,567,597 | |
| KENDLE INTERNATIONAL | COM | 48880L10 | 800,301.00 | 119,448 | 119,448 | |
| MARINE PRODS CORP | COM | 56842710 | 798,986.00 | 75,305 | 75,305 | |
| NATCO GROUP INC | CL A | 63227W20 | 798,842.00 | 106,088 | 106,088 | |
| WESTPAC BKG CORP | SPONSORED | 96121430 | 797,256.00 | 20,997 | 20,997 | |
| BUSH INDS INC | CL A | 12316410 | 795,264.00 | 98,668 | 98,668 | |
| MESTEK INC | COM | 59082910 | 793,601.00 | 43,485 | 34,485 | |
| CANTEL MEDICAL CORP | COM | 13809810 | 790,557.00 | 78,273 | 78,273 | |
| ALIGN TECHNOLOGY INC | COM | 01625510 | 788,593.00 | 285,826 | 252,713 | |
| BEASLEY BROADCAST GR | CL A | 07401410 | 786,544.00 | 62,623 | 62,623 | |
| ALLSCRIPTS HEALTHCAR | COM | 01988P10 | 786,236.00 | 274,908 | 274,808 | |
| MERIDIAN RESOURCE CO | COM | 58977Q10 | 785,745.00 | 372,391 | 372,391 | |
| SHOP AT HOME INC | COM NEW | 82506630 | 785,203.00 | 335,557 | 335,557 | |
| PAYPAL INC | COM | 70450810 | 785,107.00 | 37,547 | 37,547 | |
| SECTOR SPDR TR | SBI CONS S | 81369Y30 | 781,705.00 | 39,500 | 39,500 | |
| READ-RITE CORP | COM | 75524610 | 779,024.00 | 1,498,124 | 1,498,024 | |
| NETSCOUT SYS INC | COM | 64115T10 | 776,761.00 | 212,230 | 212,230 | |
| VASTERA INC | COM | 92239N10 | 775,565.00 | 360,728 | 360,728 | |
| SYNGENTA AG | SPONSORED | 87160A10 | 774,576.00 | 71,720 | 71,711 | |
| PLAINS ALL AMERN PIP | UNIT LTD P | 72650310 | 771,986.00 | 31,769 | 29,769 | |
| ANSWERTHINK INC | COM | 03691610 | 770,469.00 | 531,358 | 531,258 | |
| COMPUTER PROGRAMS & | COM | 20530610 | 769,680.00 | 36,000 | 36,000 | |
| GAIAM INC | CL A | 36268Q10 | 766,001.00 | 66,783 | 66,783 | |
| MIDCAP SPDR TR | UNIT SER 1 | 59563510 | 764,775.00 | 10,300 | 10,300 | |
| OMNICELL INC | COM | 68213N10 | 762,038.00 | 130,486 | 130,486 | |
| GLAMIS GOLD LTD | COM | 37677510 | 759,425.00 | 82,100 | 82,100 | |
| Page Total | | | 31,711,897.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------|------------------|--------|------|
| | Sole | Shared | None |
| ----- | | | |

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|----------------------|-----------|--------|---------|
| TORONTO DOMINION BK | 46,579 | | |
| PARTNERRE LTD | 16,503 | | 500 |
| ZYGO CORP | 157,814 | | 34,650 |
| MAPINFO CORP | 176,010 | | 30,366 |
| TRICO MARINE SERVICE | 271,626 | | 49,050 |
| INVERNESS MED INNOVA | 66,855 | | 18,900 |
| CTI MOLECULAR IMAGIN | 32,100 | | |
| ROXIO INC | 222,668 | | 45,060 |
| 3-DIMENSIONAL PHARMA | 272,887 | | |
| GALLAHER GROUP PLC | 21,159 | | |
| AKZO NOBEL NV | 25,063 | | |
| GENZYME CORP | 355,981 | 394 | 75,547 |
| BG PLC | 39,613 | | |
| SEEBEYOND TECHNOLOGI | 478,326 | | 94,800 |
| RIVERSTONE NETWORKS | 1,289,018 | 81 | 280,860 |
| KENDLE INTERNATIONAL | 95,448 | | 24,000 |
| MARINE PRODS CORP | 71,205 | | 4,100 |
| NATCO GROUP INC | 100,388 | | 5,700 |
| WESTPAC BKG CORP | 20,997 | | |
| BUSH INDS INC | 83,768 | | 14,900 |
| MESTEK INC | 32,585 | 9,000 | 1,900 |
| CANTEL MEDICAL CORP | 74,173 | | 4,100 |
| ALIGN TECHNOLOGY INC | 255,013 | 26,513 | 4,300 |
| BEASLEY BROADCAST GR | 58,623 | | 4,000 |
| ALLSCRIPTS HEALTHCAR | 255,608 | | 19,300 |
| MERIDIAN RESOURCE CO | 331,191 | | 41,200 |
| SHOP AT HOME INC | 286,757 | | 48,800 |
| PAYPAL INC | 36,247 | | 1,300 |
| SECTOR SPDR TR | | | 39,500 |
| READ-RITE CORP | 1,223,022 | | 275,102 |
| NETSCOUT SYS INC | 200,830 | | 11,400 |
| VASTERA INC | 303,881 | | 56,847 |
| SYNGENTA AG | 71,720 | | |
| PLAINS ALL AMERN PIP | 29,769 | 2,000 | |
| ANSWERTHINK INC | 447,158 | | 84,200 |
| COMPUTER PROGRAMS & | 34,100 | | 1,900 |
| GAIAM INC | 61,183 | | 5,600 |
| MIDCAP SPDR TR | 10,300 | | |
| OMNICELL INC | 121,486 | | 9,000 |
| GLAMIS GOLD LTD | 82,100 | | |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment D | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------|--------------|
| | | | | | Sole | Shared Defin |
| SPEECHWORKS INTL INC | COM | 84764M10 | 757,946.00 | 329,542 | 329,507 | |
| W P CAREY & CO LLC | COM | 92930Y10 | 757,640.00 | 30,550 | 28,401 | |
| DYNACQ INTL INC | COM PAR \$. | 26791930 | 755,191.00 | 64,879 | 64,879 | |
| ITXC CORP | COM | 45069F10 | 753,148.00 | 303,689 | 303,589 | |
| MARINEMAX INC | COM | 56790810 | 750,235.00 | 83,267 | 83,267 | |
| BOMBAY CO INC | COM | 09792410 | 749,876.00 | 277,732 | 277,732 | |
| TROPICAL SPORTSWEAR | COM | 89708P10 | 748,803.00 | 57,689 | 57,689 | |

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|----------------------|-------------|----------|---------------|-----------|---------|
| DREW INDS INC | COM NEW | 26168L20 | 748,328.00 | 48,124 | 48,124 |
| MESABA HLDGS INC | COM | 59066B10 | 743,773.00 | 136,723 | 136,723 |
| PROXYMED PHARMACY IN | COM NEW | 74429030 | 742,867.00 | 49,099 | 49,099 |
| AMBASSADORS GROUP IN | COM | 02317710 | 741,313.00 | 50,361 | 50,261 |
| SECTOR SPDR TR | SBI INT-UT | 81369Y88 | 740,265.00 | 39,650 | 39,650 |
| SPECIALTY LABORATORI | COM | 84749R10 | 736,578.00 | 80,150 | 79,955 |
| FPIC INS GROUP INC | COM | 30256310 | 736,533.00 | 83,697 | 83,697 |
| ICT GROUP INC | COM | 44929Y10 | 733,515.00 | 36,223 | 36,223 |
| NASTECH PHARMACEUTIC | COM PAR \$0 | 63172840 | 732,846.00 | 88,508 | 88,508 |
| KYOCERA CORP | ADR | 50155620 | 730,213.00 | 11,133 | 11,133 |
| PENN TRAFFIC CO NEW | COM NEW | 70783220 | 729,942.00 | 111,783 | 111,783 |
| TRITON PCS HLDGS INC | CL A | 89677M10 | 729,844.00 | 349,208 | 349,008 |
| PAXSON COMMUNICATION | COM | 70423110 | 726,275.00 | 330,125 | 330,125 |
| LOOKSMART LTD | COM | 54344210 | 725,382.00 | 747,817 | 747,557 |
| NASB FINL INC | COM | 62896810 | 724,074.00 | 34,828 | 34,828 |
| MEDSOURCE TECHNOLOGI | COM | 58505Y10 | 722,514.00 | 96,079 | 96,079 |
| AMERICAN SUPERCONDC | COM | 03011110 | 722,279.00 | 267,511 | 256,886 |
| PROTON ENERGY SYS IN | COM | 74371K10 | 720,734.00 | 339,969 | 339,969 |
| COLDWATER CREEK INC | COM | 19306810 | 711,008.00 | 53,946 | 53,946 |
| REMEDYTEMP INC | CL A | 75954910 | 709,824.00 | 56,650 | 56,650 |
| HEXCEL CORP NEW | COM | 42829110 | 705,473.00 | 284,465 | 284,465 |
| NYMAGIC INC | COM | 62948410 | 702,506.00 | 48,650 | 48,650 |
| MANUFACTURERS SVCS L | COM | 56500510 | 702,064.00 | 260,024 | 258,124 |
| US UNWIRED INC | COM | 90338R10 | 700,542.00 | 1,000,775 | 997,875 |
| NETFLIX COM INC | COM | 64110L10 | 698,623.00 | 72,023 | 72,023 |
| UROLOGIX INC | COM | 91727310 | 695,837.00 | 152,596 | 152,596 |
| CATAPULT COMMUNICATI | COM | 14901610 | 695,711.00 | 71,355 | 71,355 |
| VIRCO MFG CO | COM | 92765110 | 690,358.00 | 71,171 | 71,171 |
| BEBE STORES INC | COM | 07557110 | 689,774.00 | 58,406 | 58,406 |
| WESTFIELD FINANCIAL | COM | 96008D10 | 682,339.00 | 45,218 | 45,218 |
| NETRATINGS INC | COM | 64116M10 | 682,059.00 | 116,791 | 116,791 |
| GREEN MOUNTAIN PWR C | COM | 39315410 | 681,538.00 | 38,505 | 38,225 |
| BAKER MICHAEL CORP | COM | 05714910 | 678,708.00 | 65,894 | 65,894 |
| Page Total | | | 28,886,478.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|--------|
| | Sole | Shared | None |
| SPEECHWORKS INTL INC | 260,792 | | 68,750 |
| W P CAREY & CO LLC | 28,401 | 2,149 | |
| DYNACQ INTL INC | 61,579 | | 3,300 |
| ITXC CORP | 259,539 | | 44,150 |
| MARINEMAX INC | 71,267 | | 12,000 |
| BOMBAY CO INC | 270,932 | | 6,800 |
| TROPICAL SPORTSWEAR | 54,289 | | 3,400 |
| DREW INDS INC | 46,024 | | 2,100 |
| MESABA HLDGS INC | 129,323 | | 7,400 |
| PROXYMED PHARMACY IN | 40,699 | | 8,400 |
| AMBASSADORS GROUP IN | 46,861 | 100 | 3,400 |
| SECTOR SPDR TR | | | 39,650 |
| SPECIALTY LABORATORI | 78,250 | | 1,900 |
| FPIC INS GROUP INC | 81,797 | | 1,900 |
| ICT GROUP INC | 34,323 | | 1,900 |
| NASTECH PHARMACEUTIC | 74,864 | | 13,644 |
| KYOCERA CORP | 11,133 | | |
| PENN TRAFFIC CO NEW | 92,883 | | 18,900 |
| TRITON PCS HLDGS INC | 283,208 | 100 | 65,900 |
| PAXSON COMMUNICATION | 306,625 | | 23,500 |

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| | | |
|-----------------------|---------|---------|
| LOOKSMART LTD | 611,467 | 136,350 |
| NASB FINL INC | 28,028 | 6,800 |
| MEDSOURCE TECHNOLOGI | 90,879 | 5,200 |
| AMERICAN SUPERCONDUCT | 226,686 | 40,825 |
| PROTON ENERGY SYS IN | 287,169 | 52,800 |
| COLDWATER CREEK INC | 46,746 | 7,200 |
| REMEDYTEMP INC | 47,650 | 9,000 |
| HEXCEL CORP NEW | 244,025 | 40,440 |
| NYMAGIC INC | 48,650 | |
| MANUFACTURERS SVCS L | 251,124 | 8,900 |
| US UNWIRED INC | 889,075 | 111,700 |
| NETFLIX COM INC | 68,623 | 3,400 |
| UROLOGIX INC | 128,997 | 23,599 |
| CATAPULT COMMUNICATI | 70,355 | 1,000 |
| VIRCO MFG CO | 68,421 | 2,750 |
| BEBE STORES INC | 56,806 | 1,600 |
| WESTFIELD FINANCIAL | 42,118 | 3,100 |
| NETRATINGS INC | 112,091 | 4,700 |
| GREEN MOUNTAIN PWR C | 38,225 | 280 |
| BAKER MICHAEL CORP | 62,794 | 3,100 |
| Page Total | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment D Sole | Shared Defin |
|----------------------|----------------|--------------|-------------------|-----------------|----------------------|-----------------|
| NUANCE COMMUNICATION | COM | 66996710 | 671,211.00 | 394,830 | 390,255 | 4, |
| OPLINK COMMUNICATION | COM | 68375Q10 | 659,832.00 | 1,137,642 | 1,137,642 | |
| TRIPATH IMAGING INC | COM | 89694210 | 659,373.00 | 293,055 | 293,055 | |
| CHAMPS ENTMT INC DEL | COM | 15878710 | 659,105.00 | 84,177 | 84,177 | |
| ELECTROGLAS INC | COM | 28532410 | 657,436.00 | 328,718 | 328,718 | |
| AMERSHAM PLC | SPONSORED | 03071910 | 656,448.00 | 15,626 | 15,626 | |
| APPLIED MOLECULAR EV | COM | 03823E10 | 653,024.00 | 166,588 | 166,588 | |
| ARTESYN TECHNOLOGIES | COM | 04312710 | 650,283.00 | 430,651 | 430,651 | |
| CADBURY SCHWEPES PL | ADR | 12720930 | 647,307.00 | 24,271 | 24,271 | |
| VOTORANTIM CELULOSE | SPONSORED | 92906P10 | 645,665.00 | 46,218 | 46,218 | |
| MIPS TECHNOLOGIES IN | CL A | 60456710 | 644,817.00 | 485,190 | 485,090 | |
| NATIONAL GRID GROUP | SPONSORED | 63627410 | 644,217.00 | 18,096 | 18,067 | |
| INDEPENDENCE HLDG CO | COM NEW | 45344030 | 644,180.00 | 32,209 | 32,209 | |
| CHICAGO PIZZA & BREW | COM | 16788910 | 642,513.00 | 93,253 | 93,253 | |
| KONINKLIJKE AHOLD N | SPON ADR N | 50046730 | 641,877.00 | 52,786 | 52,366 | |
| TRIKON TECHNOLOGIES | COM NEW | 89618740 | 641,357.00 | 112,915 | 112,915 | |
| PRUDENTIAL PLC | ADR | 74435K20 | 637,102.00 | 58,991 | 58,991 | |
| CALIFORNIA FIRST NTN | COM | 13022210 | 634,186.00 | 46,942 | 46,942 | |
| ONYX PHARMACEUTICALS | COM | 68339910 | 634,090.00 | 148,152 | 148,152 | |
| ALTIRIS INC | COM | 02148M10 | 632,501.00 | 63,568 | 63,568 | |
| SS&C TECHNOLOGIES IN | COM | 85227Q10 | 630,140.00 | 79,263 | 71,263 | |
| LADISH INC | COM NEW | 50575420 | 628,184.00 | 101,320 | 101,320 | |
| AUSTRALIA&NEW ZEALAN | SPONSORED | 05252830 | 628,137.00 | 13,059 | 13,059 | |
| CASTLE A M & CO | COM | 14841110 | 626,143.00 | 92,762 | 92,762 | |
| VITRIA TECHNOLOGY | COM | 92849Q10 | 624,994.00 | 801,275 | 801,175 | |
| VIVENDI UNIVERSAL | SPON ADR N | 92851S20 | 623,670.00 | 54,756 | 54,756 | |
| VERIDIAN CORP DEL | COM | 92342R20 | 617,006.00 | 24,700 | 24,700 | |

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| | | | | | |
|----------------------|------------|----------|---------------|---------|---------|
| ULTRA PETE CORP | COM | 90391410 | 612,055.00 | 73,300 | 73,300 |
| BANK MONTREAL QUE | COM | 06367110 | 611,798.00 | 26,439 | 26,439 |
| CEMEX S A | SPON ADR 5 | 15129088 | 611,134.00 | 29,311 | 29,311 |
| ADVANCED TISSUE SCIE | COM | 00755F10 | 610,949.00 | 793,441 | 793,441 |
| SEQUENOM INC | COM | 81733710 | 609,524.00 | 395,795 | 395,795 |
| U S XPRESS ENTERPRIS | CL A | 90338N10 | 608,668.00 | 62,236 | 62,236 |
| MONTEREY PASTA CO | COM | 61257010 | 605,030.00 | 130,114 | 130,114 |
| SMART & FINAL INC | COM | 83168310 | 603,644.00 | 142,034 | 142,034 |
| IMPERIAL OIL LTD | COM NEW | 45303840 | 603,316.00 | 20,804 | 20,804 |
| 3-D SYS CORP DEL | COM NEW | 88554D20 | 602,616.00 | 91,583 | 91,583 |
| MATRIA HEALTHCARE IN | COM NEW | 57681720 | 601,732.00 | 70,132 | 70,132 |
| LAWSON SOFTWARE INC | COM | 52078010 | 597,799.00 | 168,870 | 168,870 |
| AVANIR PHARMACEUTICA | CL A | 05348P10 | 597,664.00 | 519,708 | 519,708 |
| Page Total | | | 25,210,727.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| NUANCE COMMUNICATION | 329,430 | 100 | 65,300 |
| OPLINK COMMUNICATION | 1,065,742 | | 71,900 |
| TRIPATH IMAGING INC | 226,555 | | 66,500 |
| CHAMPS ENTMT INC DEL | 82,177 | | 2,000 |
| ELECTROGLAS INC | 271,868 | | 56,850 |
| AMERSHAM PLC | 15,626 | | |
| APPLIED MOLECULAR EV | 156,488 | | 10,100 |
| ARTESYN TECHNOLOGIES | 351,910 | | 78,741 |
| CADBURY SCHWEPPE PL | 24,271 | | |
| VOTORANTIM CELULOSE | 26,042 | 16,314 | 3,862 |
| MIPS TECHNOLOGIES IN | 393,890 | 100 | 91,200 |
| NATIONAL GRID GROUP | 17,504 | | 592 |
| INDEPENDENCE HLDG CO | 30,209 | | 2,000 |
| CHICAGO PIZZA & BREW | 86,753 | | 6,500 |
| KONINKLIJKE AHOLD N | 52,786 | | |
| TRIKON TECHNOLOGIES | 96,785 | | 16,130 |
| PRUDENTIAL PLC | 58,991 | | |
| CALIFORNIA FIRST NTN | 44,642 | | 2,300 |
| ONYX PHARMACEUTICALS | 136,652 | | 11,500 |
| ALTIRIS INC | 63,568 | | |
| SS&C TECHNOLOGIES IN | 66,363 | 8,000 | 4,900 |
| LADISH INC | 86,020 | | 15,300 |
| AUSTRALIA&NEW ZEALAN | 13,059 | | |
| CASTLE A M & CO | 87,562 | | 5,200 |
| VITRIA TECHNOLOGY | 759,975 | | 41,300 |
| VIVENDI UNIVERSAL | 49,314 | | 5,442 |
| VERIDIAN CORP DEL | 24,700 | | |
| ULTRA PETE CORP | 73,300 | | |
| BANK MONTREAL QUE | 26,439 | | |
| CEMEX S A | 29,311 | | |
| ADVANCED TISSUE SCIE | 654,141 | | 139,300 |
| SEQUENOM INC | 335,495 | | 60,300 |
| U S XPRESS ENTERPRIS | 60,036 | | 2,200 |
| MONTEREY PASTA CO | 127,314 | | 2,800 |
| SMART & FINAL INC | 134,534 | | 7,500 |
| IMPERIAL OIL LTD | 20,804 | | |
| 3-D SYS CORP DEL | 81,283 | | 10,300 |
| MATRIA HEALTHCARE IN | 68,532 | | 1,600 |
| LAWSON SOFTWARE INC | 163,170 | | 5,700 |
| AVANIR PHARMACEUTICA | 430,208 | | 89,500 |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Shares D |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|----------|
| PETROLEUM HELICOPTER | COM VTG | 71660410 | 593,354.00 | 22,561 | 22,561 | |
| EPIX MEDICAL INC | COM | 26881Q10 | 592,705.00 | 130,840 | 130,840 | |
| TRANSCONTINENTAL RLT | COM NEW | 89361720 | 586,400.00 | 35,561 | 35,561 | |
| VICAL INC | COM | 92560210 | 586,028.00 | 253,692 | 250,892 | |
| CAPSTONE TURBINE COR | COM | 14067D10 | 584,798.00 | 991,184 | 989,024 | |
| TRIPOS INC | COM | 89692810 | 583,090.00 | 74,279 | 74,279 | |
| NORSK HYDRO A S | SPONSORED | 65653160 | 582,582.00 | 15,400 | 15,400 | |
| INDEVUS PHARMACEUTIC | COM | 45407210 | 580,068.00 | 374,238 | 374,138 | |
| BENIHANA INC | CL A | 08204720 | 577,083.00 | 46,539 | 46,539 | |
| NEC CORP | ADR | 62905020 | 576,982.00 | 121,470 | 121,470 | |
| CRYOLIFE INC | COM | 22890310 | 576,679.00 | 220,950 | 220,950 | |
| INNKEEPERS USA TR | PFD CV A 8 | 4576J030 | 576,600.00 | 24,800 | | |
| HARVARD BIOSCIENCE I | COM | 41690610 | 572,039.00 | 188,792 | 188,792 | |
| REPSOL YPF S A | SPONSORED | 76026T20 | 571,961.00 | 47,743 | 47,743 | |
| P A M TRANSN SVCS IN | COM | 69314910 | 571,369.00 | 29,946 | 29,946 | |
| METASOLV INC | COM | 59139P10 | 571,331.00 | 373,419 | 373,319 | |
| SUPERGEN INC | COM | 86805910 | 566,410.00 | 327,405 | 327,405 | |
| QUADRAMED CORP | COM | 74730W10 | 562,790.00 | 310,934 | 310,934 | |
| NATIONAL BEVERAGE CO | COM | 63501710 | 559,499.00 | 40,959 | 40,959 | |
| WYNDHAM INTL INC | CL A | 98310110 | 557,236.00 | 1,638,931 | 1,631,931 | |
| ON SEMICONDUCTOR COR | COM | 68218910 | 555,090.00 | 444,072 | 443,872 | |
| TREMONT CORP | COM PAR \$1 | 89474520 | 553,004.00 | 17,276 | 17,276 | |
| LIQUIDMETAL TECHNOLO | COM | 53634X10 | 551,853.00 | 69,068 | 69,068 | |
| SCOTTISH PWR PLC | SPON ADR F | 81013T70 | 546,990.00 | 25,149 | 25,149 | |
| SYPRIS SOLUTIONS INC | COM | 87165510 | 546,481.00 | 50,367 | 50,367 | |
| MEDIS TECHNOLOGIES L | COM | 58500P10 | 543,465.00 | 126,978 | 126,978 | |
| PLACER DOME INC | COM | 72590610 | 542,358.00 | 59,404 | 59,404 | |
| LEEDS FED BANKSHARES | COM | 52422610 | 542,169.00 | 17,141 | 17,141 | |
| MIDAS GROUP INC | COM | 59562610 | 540,465.00 | 108,093 | 108,053 | |
| FIRST BKS AMER INC | COM | 31928N10 | 539,053.00 | 13,426 | 13,426 | |
| AXT INC | COM | 00246W10 | 538,580.00 | 258,933 | 258,933 | |
| CIPHERGEN BIOSYSTEMS | COM | 17252Y10 | 537,984.00 | 179,328 | 179,328 | |
| LIFECORE BIOMEDICAL | COM | 53218710 | 537,781.00 | 86,739 | 86,739 | |
| ACTIVE POWER INC | COM | 00504W10 | 530,617.00 | 395,983 | 395,983 | |
| SEATTLE GENETICS INC | COM | 81257810 | 530,511.00 | 164,755 | 161,900 | |
| SIPEX CORP | COM | 82990910 | 530,241.00 | 311,907 | 311,907 | |
| PRICE LEGACY CORP | COM | 74144P10 | 529,656.00 | 180,770 | 180,770 | |
| F A O INC | COM | 30240S10 | 529,549.00 | 185,807 | 185,807 | |
| CTB INTL CORP | COM | 12596010 | 527,047.00 | 41,211 | 41,211 | |
| UPM KYMMENE CORP | SPONSORED | 91543610 | 526,495.00 | 18,493 | 18,493 | |
| Page Total | | | 22,308,393.00 | | | |

| Name of Issuer | Voting Authority | | |
|----------------|------------------|--------|------|
| | Sole | Shared | None |
| | | | |

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| | | | |
|----------------------|-----------|--------|---------|
| PETROLEUM HELICOPTER | 17,861 | | 4,700 |
| EPIX MEDICAL INC | 115,040 | | 15,800 |
| TRANSCONTINENTAL RLT | 33,761 | | 1,800 |
| VICAL INC | 200,092 | | 53,600 |
| CAPSTONE TURBINE COR | 788,024 | 60 | 203,100 |
| TRIPOS INC | 69,779 | | 4,500 |
| NORSK HYDRO A S | 15,400 | | |
| INDEVUS PHARMACEUTIC | 351,938 | 100 | 22,200 |
| BENIHANA INC | 43,664 | | 2,875 |
| NEC CORP | 121,470 | | |
| CRYOLIFE INC | 183,650 | | 37,300 |
| INNKEEPERS USA TR | 400 | 24,400 | |
| HARVARD BIOSCIENCE I | 177,992 | | 10,800 |
| REPSOL YPF S A | 47,743 | | |
| P A M TRANSN SVCS IN | 28,746 | | 1,200 |
| METASOLV INC | 308,769 | 100 | 64,550 |
| SUPERGEN INC | 277,756 | | 49,649 |
| QUADRAMED CORP | 254,984 | | 55,950 |
| NATIONAL BEVERAGE CO | 40,959 | | |
| WYNDHAM INTL INC | 1,356,331 | | 282,600 |
| ON SEMICONDUCTOR COR | 421,372 | | 22,700 |
| TREMONT CORP | 16,476 | | 800 |
| LIQUIDMETAL TECHNOLO | 65,968 | | 3,100 |
| SCOTTISH PWR PLC | 25,149 | | |
| SYPRIS SOLUTIONS INC | 47,267 | | 3,100 |
| MEDIS TECHNOLOGIES L | 111,759 | | 15,219 |
| PLACER DOME INC | 59,104 | | 300 |
| LEEDS FED BANKSHARES | 17,141 | | |
| MIDAS GROUP INC | 98,493 | | 9,600 |
| FIRST BKS AMER INC | 13,426 | | |
| AXT INC | 218,983 | | 39,950 |
| CIPHERGEN BIOSYSTEMS | 179,328 | | |
| LIFECORE BIOMEDICAL | 84,539 | | 2,200 |
| ACTIVE POWER INC | 320,183 | | 75,800 |
| SEATTLE GENETICS INC | 159,100 | 2,855 | 2,800 |
| SIPEX CORP | 260,631 | | 51,276 |
| PRICE LEGACY CORP | 173,770 | | 7,000 |
| F A O INC | 156,757 | | 29,050 |
| CTB INTL CORP | 39,011 | | 2,200 |
| UPM KYMMENE CORP | 18,493 | | |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | S |
|---------------------|----------------|--------------|-------------------|-----------------|-----------------|---|
| INVERESK RESH GROUP | COM | 46123810 | 525,420.00 | 27,800 | 27,800 | |
| NOVO-NORDISK A S | ADR | 67010020 | 523,566.00 | 19,377 | 19,377 | |
| ABIOMED INC | COM | 00365410 | 522,855.00 | 158,441 | 158,341 | |
| INCO LTD | COM | 45325840 | 522,720.00 | 32,548 | 32,548 | |
| ALLIED RESH CORP | COM | 01948310 | 520,577.00 | 25,394 | 25,394 | |

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| | | | | | |
|----------------------|------------|----------|---------------|-----------|-----------|
| REDBACK NETWORKS INC | COM | 75720910 | 519,490.00 | 1,675,775 | 1,675,475 |
| DISCOVERY PARTNERS I | COM | 25467510 | 518,113.00 | 162,418 | 162,294 |
| LUMENIS LTD | SHS | M6778Q10 | 516,891.00 | 131,860 | 131,860 |
| EDP-ELETRICIDADE DE | SPONSORED | 26835310 | 513,376.00 | 33,664 | 33,664 |
| ENESCO GROUP INC | COM | 29297310 | 510,916.00 | 72,884 | 72,884 |
| MAUI LD & PINEAPPLE | COM | 57734510 | 510,714.00 | 28,373 | 28,373 |
| ARCH CAP GROUP LTD | ORD | G0450A10 | 507,975.00 | 18,207 | 18,207 |
| TIME WARNER TELECOM | CL A | 88731910 | 506,808.00 | 625,689 | 621,189 |
| INFORTE CORP | COM | 45677R10 | 504,232.00 | 98,483 | 94,183 |
| IGATE CORP | COM | 45169U10 | 503,270.00 | 185,026 | 185,026 |
| CDN IMPERIAL BK OF C | COM | 13606910 | 502,280.00 | 19,605 | 19,605 |
| COVANSYS CORP | COM | 22281W10 | 501,236.00 | 294,845 | 294,845 |
| MANULIFE FINL CORP | COM | 56501R10 | 500,290.00 | 23,812 | 23,812 |
| ROSTELECOM OPEN JT S | SPONSORED | 77852910 | 500,159.00 | 85,938 | 85,938 |
| KUBOTA CORP | ADR | 50117320 | 499,840.00 | 35,200 | 35,200 |
| ANSOFT CORP | COM | 03638410 | 497,615.00 | 99,523 | 19,700 |
| IRELAND BK | SPONSORED | 46267Q10 | 497,354.00 | 12,326 | 12,326 |
| SCHERING A G | SPONSORED | 80658520 | 497,088.00 | 10,356 | 10,356 |
| ACTUATE CORP | COM | 00508B10 | 496,550.00 | 522,685 | 522,585 |
| ISHARES TR | RUSSELL 10 | 46428762 | 494,764.00 | 11,340 | |
| ALLIED IRISH BKS P L | SPON ADR O | 01922840 | 492,240.00 | 20,510 | 20,510 |
| MATTSON TECHNOLOGY I | COM | 57722310 | 490,848.00 | 297,484 | 292,984 |
| MONARCH CASINO & RES | COM | 60902710 | 490,269.00 | 36,807 | 36,807 |
| SONIC INNOVATIONS IN | COM | 83545M10 | 488,780.00 | 93,101 | 93,101 |
| APHTON CORP | COM | 03759P10 | 485,647.00 | 216,807 | 216,767 |
| EMCORE CORP | COM | 29084610 | 484,053.00 | 318,456 | 318,456 |
| NORTHWAY FINL INC | COM | 66727010 | 480,898.00 | 17,126 | |
| TREND MICRO INC | SPONS ADR | 89486M20 | 480,512.00 | 18,697 | 18,697 |
| BONE CARE INTL INC | COM | 09807210 | 478,479.00 | 82,782 | 82,782 |
| WILLIAMS ENERGY PART | COM UNIT R | 96949110 | 474,500.00 | 14,600 | 14,600 |
| EMBARCADERO TECHNOLO | COM | 29078710 | 473,809.00 | 113,081 | 113,081 |
| Q MED | COM | 74791410 | 471,524.00 | 67,457 | 67,457 |
| NET2PHONE | COM | 64108N10 | 469,675.00 | 199,015 | 199,015 |
| SONUS NETWORKS INC | COM | 83591610 | 469,386.00 | 2,235,176 | 2,232,776 |
| FLOW INTL CORP | COM | 34346810 | 468,621.00 | 145,084 | 145,084 |
| Page Total | | | 19,913,340.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| INVERESK RESH GROUP | 27,800 | | |
| NOVO-NORDISK A S | 19,377 | | |
| ABIOMED INC | 148,141 | | 10,300 |
| INCO LTD | 32,548 | | |
| ALLIED RESH CORP | 25,394 | | |
| REDBACK NETWORKS INC | 1,392,905 | 100 | 282,770 |
| DISCOVERY PARTNERS I | 151,918 | | 10,500 |
| LUMENIS LTD | 68,856 | 40,525 | 22,479 |
| EDP-ELETRICIDADE DE | 33,664 | | |
| ENESCO GROUP INC | 72,884 | | |
| MAUI LD & PINEAPPLE | 26,573 | | 1,800 |
| ARCH CAP GROUP LTD | 18,207 | | |
| TIME WARNER TELECOM | 525,414 | 100 | 100,175 |
| INFORTE CORP | 94,483 | | 4,000 |
| IGATE CORP | 172,526 | | 12,500 |
| CDN IMPERIAL BK OF C | 19,605 | | |
| COVANSYS CORP | 246,445 | | 48,400 |
| MANULIFE FINL CORP | 23,812 | | |

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| | | | |
|----------------------|-----------|--------|---------|
| ROSTELECOM OPEN JT S | 44,690 | 23,601 | 17,647 |
| KUBOTA CORP | 35,200 | | |
| ANSOFT CORP | 39,700 | 59,823 | |
| IRELAND BK | 12,326 | | |
| SCHERING A G | 10,356 | | |
| ACTUATE CORP | 424,485 | 100 | 98,100 |
| ISHARES TR | 11,340 | | |
| ALLIED IRISH BKS P L | 20,510 | | |
| MATTSON TECHNOLOGY I | 278,084 | | 19,400 |
| MONARCH CASINO & RES | 34,907 | | 1,900 |
| SONIC INNOVATIONS IN | 86,401 | | 6,700 |
| APHTON CORP | 180,807 | | 36,000 |
| EMCORE CORP | 278,172 | | 40,284 |
| NORTHWAY FINL INC | 17,126 | | |
| TREND MICRO INC | 18,697 | | |
| BONE CARE INTL INC | 82,782 | | |
| WILLIAMS ENERGY PART | 14,600 | | |
| EMBARCADERO TECHNOLO | 107,481 | | 5,600 |
| Q MED | 62,657 | | 4,800 |
| NET2PHONE | 188,115 | | 10,900 |
| SONUS NETWORKS INC | 1,848,306 | 220 | 386,650 |
| FLOW INTL CORP | 142,584 | | 2,500 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Shar Defi |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|-----------|
| PEREGRINE PHARMACEUT | COM | 71366110 | 467,143.00 | 1,112,247 | 1,112,247 | |
| PREFORMED LINE PRODS | COM | 74044410 | 467,040.00 | 27,800 | 6,800 | |
| NORTEL NETWORKS CORP | COM | 65656810 | 466,630.00 | 864,130 | 863,530 | |
| NISSAN MOTORS | SPONSORED | 65474440 | 465,532.00 | 31,712 | 31,712 | |
| COMPX INTERNATIONAL | CL A | 20563P10 | 464,760.00 | 50,082 | 47,582 | |
| DRUGSTORE COM INC | COM | 26224110 | 464,087.00 | 277,897 | 277,897 | |
| INKTOMI CORP | COM | 45727710 | 458,527.00 | 1,834,111 | 1,833,811 | |
| IMPERIAL CHEM INDS P | ADR NEW | 45270450 | 458,315.00 | 34,906 | 34,906 | |
| RIGEL PHARMACEUTICAL | COM | 76655910 | 456,804.00 | 285,503 | 285,503 | |
| XOMA LTD | ORD | G9825R10 | 455,988.00 | 72,737 | 72,737 | |
| SPECTRIAN CORP | COM | 84760810 | 455,055.00 | 154,256 | 154,256 | |
| RITA MED SYS INC DEL | COM | 76774E10 | 453,532.00 | 103,334 | 103,334 | |
| ENDOCARDIAL SOLUTION | COM | 29296210 | 453,043.00 | 140,261 | 140,261 | |
| PROGENICS PHARMACEUT | COM | 74318710 | 450,479.00 | 89,737 | 89,737 | |
| SUNCOR ENERGY INC | COM | 86722910 | 449,920.00 | 26,544 | 26,544 | |
| MEEMIC HLDGS INC | COM | 58513510 | 449,618.00 | 15,688 | 15,688 | |
| INRANGE TECHNOLOGIES | CL B | 45769V20 | 449,301.00 | 161,040 | 160,840 | |
| PROTECTION ONE INC | COM | 74366330 | 447,481.00 | 165,734 | 165,734 | |
| MOCON INC | COM | 60749410 | 438,060.00 | 60,000 | | |
| HANDSPRING INC | COM | 41029310 | 435,081.00 | 462,853 | 462,853 | |
| PEGASYSTEMS INC | COM | 70557310 | 434,927.00 | 79,657 | 74,657 | |
| EARTHHELL CORP | COM | 27032B10 | 432,435.00 | 617,765 | 615,265 | |
| DELIAS CORP | CL A | 24688Q10 | 432,046.00 | 411,473 | 410,616 | |
| PDI INC | COM | 69329V10 | 430,430.00 | 105,757 | 105,757 | |
| NATIONAL GOLF PPTYS | COM | 63623G10 | 430,019.00 | 37,393 | 37,393 | |

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|----------------------|-------------|----------|---------------|---------|---------|
| COMPANHIA SIDERURGIC | SPONSORED | 20440W10 | 428,494.00 | 52,576 | 52,576 |
| VIRBAC CORP | COM | 92764910 | 426,161.00 | 83,890 | 83,890 |
| SEMINIS INC | CL A | 81665810 | 424,961.00 | 145,038 | 145,038 |
| GUESS INC | COM | 40161710 | 423,508.00 | 98,720 | 98,720 |
| IMPCO TECHNOLOGIES I | COM | 45255W10 | 417,553.00 | 115,987 | 115,987 |
| P C CONNECTION | COM | 69318J10 | 417,213.00 | 102,762 | 102,462 |
| HEWITT ASSOCS INC | COM | 42822Q10 | 416,514.00 | 14,100 | 14,100 |
| CENTILLIUM COMMUNICA | COM | 15231910 | 416,134.00 | 346,779 | 346,779 |
| CACHE INC | COM NEW | 12715030 | 414,787.00 | 31,187 | 31,187 |
| JOHNSON OUTDOORS INC | CL A | 47916710 | 413,421.00 | 39,336 | 39,336 |
| EUNIVERSE INC | COM | 29841210 | 411,372.00 | 140,400 | 140,400 |
| NEWHALL LAND & FARMI | DEPOSITARY | 65142610 | 410,820.00 | 16,700 | 16,700 |
| PETRO-CDA | COM | 71644E10 | 408,753.00 | 14,008 | 14,008 |
| SANGAMO BIOSCIENCES | COM | 80067710 | 407,084.00 | 206,642 | 206,642 |
| BIO-REFERENCE LABS I | COM \$.01 N | 09057G60 | 406,250.00 | 62,500 | 62,500 |
| Page Total | | | 17,509,278.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| PEREGRINE PHARMACEUT | 956,897 | | 155,350 |
| PREFORMED LINE PRODS | 6,800 | 21,000 | |
| NORTEL NETWORKS CORP | 852,500 | 300 | 11,330 |
| NISSAN MOTORS | 31,712 | | |
| COMPX INTERNATIONAL | 39,282 | | 10,800 |
| DRUGSTORE COM INC | 261,797 | | 16,100 |
| INKTOMI CORP | 1,560,261 | 100 | 273,750 |
| IMPERIAL CHEM INDS P | 34,906 | | |
| RIGEL PHARMACEUTICAL | 261,203 | | 24,300 |
| XOMA LTD | 72,737 | | |
| SPECTRIAN CORP | 116,006 | | 38,250 |
| RITA MED SYS INC DEL | 86,434 | | 16,900 |
| ENDOCARDIAL SOLUTION | 131,761 | | 8,500 |
| PROGENICS PHARMACEUT | 88,037 | | 1,700 |
| SUNCOR ENERGY INC | 26,544 | | |
| MEEMIC HLDGS INC | 15,688 | | |
| INRANGE TECHNOLOGIES | 159,240 | | 1,800 |
| PROTECTION ONE INC | 165,734 | | |
| MOCON INC | | 60,000 | |
| HANDSPRING INC | 460,953 | | 1,900 |
| PEGASYSTEMS INC | 75,857 | | 3,800 |
| EARTHSHELL CORP | 574,365 | 2,500 | 40,900 |
| DELIAS CORP | 350,623 | | 60,850 |
| PDI INC | 87,407 | | 18,350 |
| NATIONAL GOLF PPTYS | 37,293 | | 100 |
| COMPANHIA SIDERURGIC | 30,571 | 16,408 | 5,597 |
| VIRBAC CORP | 83,890 | | |
| SEMINIS INC | 116,738 | | 28,300 |
| GUESS INC | 98,720 | | |
| IMPCO TECHNOLOGIES I | 88,037 | | 27,950 |
| P C CONNECTION | 102,762 | | |
| HEWITT ASSOCS INC | 14,100 | | |
| CENTILLIUM COMMUNICA | 272,379 | | 74,400 |
| CACHE INC | 29,587 | | 1,600 |
| JOHNSON OUTDOORS INC | 37,036 | | 2,300 |
| EUNIVERSE INC | 133,000 | | 7,400 |
| NEWHALL LAND & FARMI | 16,700 | | |

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| | | |
|----------------------|---------|--------|
| PETRO-CDA | 14,008 | |
| SANGAMO BIOSCIENCES | 181,642 | 25,000 |
| BIO-REFERENCE LABS I | 51,000 | 11,500 |
| Page Total | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh De |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------|-------|
| ADE CORP MASS | COM | 00089C10 | 402,433.00 | 95,590 | 95,590 | |
| CENTENNIAL COMMUNCTN | CL A NEW | 15133V20 | 402,061.00 | 138,642 | 138,642 | |
| PRIME GROUP REALTY T | SH BEN INT | 74158J10 | 401,827.00 | 82,851 | 82,811 | |
| CHAMPIONSHIP AUTO RA | COM | 15871110 | 400,328.00 | 106,188 | 106,148 | |
| SANCHEZ COMPUTER ASS | COM | 79970210 | 400,003.00 | 163,936 | 163,816 | |
| LANNET INC | COM | 51601210 | 397,216.00 | 39,524 | 39,524 | |
| IMPERIAL TOBACCO GRO | SPONSORED | 45314210 | 393,128.00 | 12,382 | 12,382 | |
| MOSSIMO INC | COM | 61969610 | 389,779.00 | 66,289 | 66,289 | |
| AUGUST TECHNOLOGY CO | COM | 05106U10 | 388,224.00 | 86,272 | 86,272 | |
| PORTAL SOFTWARE INC | COM | 73612610 | 387,298.00 | 1,613,743 | 1,607,703 | |
| RICHARDSON ELECTRS L | COM | 76316510 | 383,765.00 | 58,323 | 58,323 | |
| PEARSON PLC | SPONSORED | 70501510 | 378,919.00 | 45,874 | 45,874 | |
| NASSDA CORP | COM | 63172M10 | 377,755.00 | 72,367 | 72,367 | |
| CERES GROUP INC | COM | 15677210 | 377,457.00 | 195,574 | 195,574 | |
| OPEN JT STK CO-VIMPE | SPONSORED | 68370R10 | 376,599.00 | 15,897 | 15,897 | |
| STEEL TECHNOLOGIES I | COM | 85814710 | 376,189.00 | 22,181 | 21,121 | |
| TUBOS DE ACERO DE ME | ADR NEW | 89859250 | 373,209.00 | 43,346 | 43,346 | |
| SYNTROLEUM CORP | COM | 87163010 | 371,086.00 | 223,546 | 223,506 | |
| DIGITAS INC | COM | 25388K10 | 369,085.00 | 167,766 | 135,466 | |
| AARON RENTS INC | CL A | 00253530 | 364,905.00 | 15,300 | 15,300 | |
| GARMIN LTD | ORD | G3726010 | 364,080.00 | 19,627 | 19,627 | |
| EDGAR ONLINE INC | COM | 27976510 | 363,540.00 | 219,000 | | |
| NOVADIGM INC | COM | 66993710 | 361,130.00 | 180,565 | 180,565 | |
| AMERICAN REAL ESTATE | DEPOSITRY | 02916910 | 359,511.00 | 39,725 | 39,725 | |
| DESERT CMNTY BK VICT | COM | 25037Y10 | 354,321.00 | 13,123 | 13,123 | |
| FACTORY 2-U INC | COM | 30307210 | 352,781.00 | 181,846 | 181,826 | |
| NIC INC | COM | 62914B10 | 351,266.00 | 205,419 | 200,419 | |
| DHB INDS INC | COM | 23321E10 | 349,774.00 | 164,988 | 164,988 | |
| STORA ENSO CORP | SPON ADR R | 86210M10 | 349,090.00 | 36,288 | 36,288 | |
| HUGOTON RTY TR TEX | UNIT BEN I | 44471710 | 349,017.00 | 30,323 | 30,323 | |
| KANEB SERVICES LLC | COM | 48417310 | 346,402.00 | 16,939 | 16,939 | |
| PARADYNE NETWORKS IN | COM | 69911G10 | 339,550.00 | 255,301 | 255,301 | |
| LAFARGE COPPEE S A | SPON ADR N | 50586140 | 339,425.00 | 16,501 | 16,501 | |
| PRIVATE MEDIA GROUP | COM | 74266R10 | 336,443.00 | 142,561 | 142,561 | |
| ROYAL BK CDA MONTREA | COM | 78008710 | 333,912.00 | 10,088 | 10,088 | |
| BRIDGFORD FOODS CORP | COM | 10876310 | 333,136.00 | 33,115 | 33,115 | |
| RCN CORP | COM | 74936110 | 332,697.00 | 652,348 | 652,148 | |
| UNION ACCEP CORP | COM | 90483210 | 330,173.00 | 81,929 | 81,929 | |
| MAIL-WELL INC | COM | 56032120 | 329,719.00 | 317,038 | 317,038 | |
| STRATOS LIGHTWAVE IN | COM | 86310010 | 329,302.00 | 914,730 | 912,870 | |
| Page Total | | | 14,616,535.00 | | | |

Voting Authority

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| Name of Issuer | Sole | Shared | None |
|----------------------|-----------|---------|---------|
| ADE CORP MASS | 89,490 | | 6,100 |
| CENTENNIAL COMMUNCTN | 134,042 | | 4,600 |
| PRIME GROUP REALTY T | 71,794 | | 11,057 |
| CHAMPIONSHIP AUTO RA | 97,688 | | 8,500 |
| SANCHEZ COMPUTER ASS | 161,436 | | 2,500 |
| LANNET INC | 39,524 | | |
| IMPERIAL TOBACCO GRO | 12,382 | | |
| MOSSIMO INC | 56,289 | | 10,000 |
| AUGUST TECHNOLOGY CO | 81,772 | | 4,500 |
| PORTAL SOFTWARE INC | 1,313,093 | 3,600 | 297,050 |
| RICHARDSON ELECTRS L | 52,323 | | 6,000 |
| PEARSON PLC | 45,874 | | |
| NASSDA CORP | 69,267 | | 3,100 |
| CERES GROUP INC | 150,274 | | 45,300 |
| OPEN JT STK CO-VIMPE | 9,605 | 4,637 | 1,655 |
| STEEL TECHNOLOGIES I | 21,121 | 1,060 | |
| TUBOS DE ACERO DE ME | 17,341 | 18,796 | 7,209 |
| SYNTROLEUM CORP | 201,046 | | 22,500 |
| DIGITAS INC | 165,766 | 2,000 | |
| AARON RENTS INC | 15,300 | | |
| GARMIN LTD | 19,627 | | |
| EDGAR ONLINE INC | | 219,000 | |
| NOVADIGM INC | 147,903 | | 32,662 |
| AMERICAN REAL ESTATE | 39,725 | | |
| DESERT CMNTY BK VICT | 13,123 | | |
| FACTORY 2-U INC | 149,996 | | 31,850 |
| NIC INC | 205,419 | | |
| DHB INDS INC | 156,688 | | 8,300 |
| STORA ENSO CORP | 36,288 | | |
| HUGOTON RTY TR TEX | 30,323 | | |
| KANEB SERVICES LLC | 16,939 | | |
| PARADYNE NETWORKS IN | 206,801 | | 48,500 |
| LAFARGE COPPEE S A | 16,501 | | |
| PRIVATE MEDIA GROUP | 133,661 | | 8,900 |
| ROYAL BK CDA MONTREA | 8,879 | | 1,209 |
| BRIDGFORD FOODS CORP | 31,015 | | 2,100 |
| RCN CORP | 622,048 | | 30,300 |
| UNION ACCEP CORP | 81,829 | | 100 |
| MAIL-WELL INC | 287,738 | | 29,300 |
| STRATOS LIGHTWAVE IN | 689,466 | 1,860 | 223,404 |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Invest Sole |
|----------------|----------------|--------------|-------------------|-----------------|-------------|
| SYNAPTICS INC | COM | 87157D10 | 327,402.00 | 68,067 | 68,067 |
| RANK GROUP PLC | SPONSORED | 75303710 | 325,631.00 | 39,280 | 39,280 |

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| | | | | | |
|----------------------|------------|----------|---------------|-----------|-----------|
| QUOVADX INC | COM | 74913K10 | 325,385.00 | 232,418 | 232,418 |
| ALLIED DOMEQ PLC | SPON ADR N | 01912120 | 324,657.00 | 12,439 | 12,439 |
| NATIONAL BK GREECE S | SPONSORED | 63364340 | 324,340.00 | 109,946 | 109,946 |
| DOMINION HOMES INC | COM | 25738610 | 322,741.00 | 20,822 | 20,822 |
| TRANSALTA CORP | COM | 89346D10 | 322,378.00 | 27,182 | 27,182 |
| CARMIKE CINEMAS INC | COM | 14343640 | 321,660.00 | 17,870 | 17,870 |
| NAPRO BIOTHERAPUTICS | COM | 63079510 | 320,953.00 | 286,566 | 286,566 |
| HILFIGER TOMMY CORP | ORD | G8915Z10 | 320,686.00 | 34,298 | 34,298 |
| HANSON PLC | SPON ADR N | 41135240 | 320,291.00 | 12,453 | 12,453 |
| ORIX CORP | SPONSORED | 68633010 | 317,898.00 | 10,835 | 10,835 |
| PACER INTL INC TENN | COM | 69373H10 | 317,800.00 | 28,000 | 28,000 |
| SUN LIFE FINL SVCS C | COM | 86679610 | 317,776.00 | 20,049 | 20,049 |
| BOC GROUP PLC | SPONSORED | 05561760 | 316,679.00 | 11,617 | 11,617 |
| SAN PAOLO-IMI S P A | SPONSORED | 79917510 | 316,633.00 | 27,702 | 27,702 |
| INFOGRAMS INC | COM | 45665T10 | 315,386.00 | 142,066 | 142,066 |
| REVLON INC | CL A | 76152550 | 314,643.00 | 105,232 | 105,232 |
| TRENWICK GROUP LTD | COM | G9032C10 | 311,454.00 | 59,895 | 56,195 |
| NIPPON TELEG & TEL C | SPONSORED | 65462410 | 310,675.00 | 19,095 | 18,200 |
| TC PIPELINES LP | UT COM LTD | 87233Q10 | 309,820.00 | 11,573 | 11,573 |
| DJ ORTHOPEDICS INC | COM | 23325G10 | 308,533.00 | 80,768 | 80,768 |
| COLES MYER LTD | SPON ADR N | 19387040 | 306,910.00 | 11,750 | 11,750 |
| TECHNICAL OLYMPIC US | COM | 87848310 | 306,343.00 | 20,050 | 20,050 |
| WIPRO LTD | SPON ADR 1 | 97651M10 | 305,504.00 | 11,049 | 11,049 |
| TTM TECHNOLOGIES IN | COM | 87305R10 | 303,648.00 | 193,407 | 193,407 |
| CADMUS COMMUNICATION | COM | 12758710 | 301,876.00 | 31,315 | 31,315 |
| HOMESTORE INC | COM | 43785210 | 301,861.00 | 1,006,204 | 1,006,004 |
| TELLIUM INC | COM | 87967E10 | 299,553.00 | 788,298 | 788,298 |
| INTER PARFUMS INC | COM | 45833410 | 299,420.00 | 44,810 | 44,810 |
| NETRO CORP | COM | 64114R10 | 294,025.00 | 143,427 | 140,907 |
| MED-DESIGN CORP | COM | 58392610 | 288,093.00 | 81,613 | 81,613 |
| GRUPO AEROPORTUARIO | SPON ADR S | 40051E20 | 286,484.00 | 26,044 | 26,044 |
| TELENOR ASA | SPONSORED | 87944W10 | 285,500.00 | 28,550 | 28,550 |
| CHORDIANT SOFTWARE I | COM | 17040410 | 284,103.00 | 305,488 | 305,488 |
| COMCAST CORP | CL A | 20030010 | 282,515.00 | 13,245 | 8,600 |
| KIRKLANDS INC | COM | 49749810 | 280,440.00 | 16,400 | 16,400 |
| ACTERNA CORP | COM | 00503U10 | 279,991.00 | 699,979 | 699,739 |
| VOLVO AKTIEBOLAGET | ADR B | 92885640 | 275,017.00 | 19,137 | 19,137 |
| SAFENET INC | COM | 78645R10 | 272,832.00 | 16,800 | 16,800 |
| Page Total | | | 12,267,536.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|--------|
| | Sole | Shared | None |
| SYNAPTICS INC | 64,967 | | 3,100 |
| RANK GROUP PLC | 39,280 | | |
| QUOVADX INC | 193,918 | | 38,500 |
| ALLIED DOMEQ PLC | 12,439 | | |
| NATIONAL BK GREECE S | 109,946 | | |
| DOMINION HOMES INC | 19,522 | | 1,300 |
| TRANSALTA CORP | 3,195 | | 23,987 |
| CARMIKE CINEMAS INC | 16,470 | | 1,400 |
| NAPRO BIOTHERAPUTICS | 237,866 | | 48,700 |
| HILFIGER TOMMY CORP | 34,298 | | |
| HANSON PLC | 12,453 | | |
| ORIX CORP | 10,835 | | |
| PACER INTL INC TENN | 28,000 | | |
| SUN LIFE FINL SVCS C | 20,049 | | |
| BOC GROUP PLC | 11,617 | | |

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| | | | |
|----------------------|---------|-------|---------|
| SAN PAOLO-IMI S P A | 27,702 | | |
| INFOGRAMES INC | 142,066 | | |
| REVLON INC | 105,232 | | |
| TRENWICK GROUP LTD | 56,195 | 3,700 | |
| NIPPON TELEG & TEL C | 19,095 | | |
| TC PIPELINES LP | 11,573 | | |
| DJ ORTHOPEDICS INC | 76,268 | | 4,500 |
| COLES MYER LTD | 11,750 | | |
| TECHNICAL OLYMPIC US | 19,550 | | 500 |
| WIPRO LTD | 11,049 | | |
| TTM TECHNOLOGIES IN | 183,907 | | 9,500 |
| CADMUS COMMUNICATION | 31,315 | | |
| HOMESTORE INC | 812,104 | 100 | 194,000 |
| TELLIUM INC | 778,798 | | 9,500 |
| INTER PARFUMS INC | 44,810 | | |
| NETRO CORP | 125,108 | | 18,319 |
| MED-DESIGN CORP | 77,113 | | 4,500 |
| GRUPO AEROPORTUARIO | 15,290 | 8,479 | 2,275 |
| TELENOR ASA | 28,550 | | |
| CHORDIANT SOFTWARE I | 287,388 | | 18,100 |
| COMCAST CORP | 11,245 | 500 | 1,500 |
| KIRKLANDS INC | 16,400 | | |
| ACTERNA CORP | 581,139 | 140 | 118,700 |
| VOLVO AKTIEBOLAGET | 19,137 | | |
| SAFENET INC | 16,800 | | |
| Page Total | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Di | |
|----------------------|----------------|--------------|-------------------|-----------------|---------------|---------------|
| | | | | | Sole | Shared Define |
| SONICBLUE INC | COM | 83546Q10 | 272,168.00 | 1,134,034 | 1,133,534 | 5 |
| HELLENIC TELECOM ORG | SPONSORED | 42332530 | 270,702.00 | 47,912 | 47,912 | |
| COMPANIA DE TELECOMU | SPON ADR N | 20444930 | 266,849.00 | 30,532 | 30,532 | |
| BRASCAN CORP | CL A LTD V | 10549P60 | 266,451.00 | 13,403 | 13,403 | |
| AU OPTRONICS CORP | SPONSORED | 00225510 | 264,551.00 | 47,667 | 47,667 | |
| HELEN OF TROY CORP L | COM | G4388N10 | 264,263.00 | 23,181 | 23,181 | |
| REUTERS GROUP PLC | SPONSORED | 76132M10 | 260,263.00 | 12,066 | 12,066 | |
| TPG N V | SPONSORED | 89233910 | 259,768.00 | 15,444 | 15,444 | |
| NORANDA INC | COM | 65542210 | 259,374.00 | 27,593 | 27,593 | |
| OVERSTOCK COM INC DE | COM | 69037010 | 252,875.00 | 42,500 | 42,500 | |
| NANOMETRICS INC | COM | 63007710 | 250,119.00 | 94,030 | 90,470 | 3,5 |
| UNITED UTILS PLC | SPONSORED | 91311Q10 | 249,002.00 | 13,071 | 13,071 | |
| HUFFY CORP | COM | 44435610 | 248,499.00 | 32,189 | 23,488 | 8,7 |
| AIRNET SYS INC | COM | 00941710 | 247,443.00 | 53,792 | 3,800 | 49,9 |
| CELADON GROUP INC | COM | 15083810 | 246,098.00 | 22,171 | 22,171 | |
| PLX TECHNOLOGY INC | COM | 69341710 | 245,086.00 | 222,806 | 222,706 | 1 |
| PECHINEY | SPONSORED | 70515120 | 244,812.00 | 17,935 | 17,935 | |
| THERMA-WAVE INC | COM | 88343A10 | 238,422.00 | 301,801 | 301,781 | |
| TELE2 AB | SPON ADR R | 87952P20 | 238,227.00 | 16,151 | 16,151 | |
| FEDDERS CORP | COM NEW | 31313550 | 237,152.00 | 94,108 | 94,108 | |
| CABLE & WIRELESS PUB | SPONSORED | 12683020 | 236,757.00 | 43,844 | 43,404 | 4 |
| SIDERCA S A I C | ADR REP CL | 82586310 | 236,033.00 | 15,179 | 15,179 | |

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| | | | | | |
|----------------------|------------|----------|--------------|---------|---------|
| MMO2 PLC | ADR | 55309W10 | 233,288.00 | 37,688 | 37,688 |
| FIRST BANCTRUST CORP | COM | 31868F10 | 230,720.00 | 14,420 | 14,420 |
| CROSS A T CO | CL A | 22747810 | 230,575.00 | 37,492 | 37,492 |
| CLEARONE COMMUNICATI | COM | 18506010 | 228,620.00 | 67,044 | 67,044 |
| SIMPLETECH INC | COM | 82882310 | 219,688.00 | 103,140 | 103,140 |
| SMARTFORCE PUB LTD C | SPONSORED | 83170A20 | 218,522.00 | 66,219 | 66,219 |
| ADVANCED POWER TECHN | COM | 00761E10 | 218,166.00 | 56,084 | 56,084 |
| FTD INC | CL A | 30265Q10 | 217,971.00 | 15,738 | 15,738 |
| ALASKA COMMUNICATION | COM | 01167P10 | 217,136.00 | 129,248 | 129,248 |
| BP PRUDHOE BAY RTY T | UNIT BEN I | 05563010 | 211,539.00 | 14,599 | 14,599 |
| COMPANHIA DE BEBIDAS | SPONSORED | 20441W10 | 210,160.00 | 21,016 | 21,016 |
| CRIIMI MAE INC | COM NEW | 22660350 | 208,810.00 | 26,600 | 26,600 |
| NEOWARE SYS INC | COM | 64065P10 | 208,500.00 | 15,000 | 15,000 |
| VAXGEN INC | COM NEW | 92239020 | 208,148.00 | 23,517 | 23,517 |
| TRANSTECHNOLOGY CORP | COM | 89388910 | 207,900.00 | 15,400 | 15,400 |
| BANCO SANTANDER CHIL | SP ADR REP | 05965X10 | 206,877.00 | 11,688 | 11,688 |
| VERISITY LTD | ORD | M9738511 | 206,562.00 | 17,300 | 17,300 |
| CAMINUS CORP | COM | 13376610 | 206,289.00 | 115,893 | 115,893 |
| Page Total | | | 9,444,385.00 | | |

| Name of Issuer | Voting Authority | | |
|----------------------|------------------|--------|---------|
| | Sole | Shared | None |
| SONICBLUE INC | 892,284 | | 241,750 |
| HELLENIC TELECOM ORG | 47,912 | | |
| COMPANIA DE TELECOMU | 10,988 | | 19,544 |
| BRASCAN CORP | 13,403 | | |
| AU OPTRONICS CORP | 37,789 | | 9,878 |
| HELEN OF TROY CORP L | 23,181 | | |
| REUTERS GROUP PLC | 12,066 | | |
| TPG N V | 15,444 | | |
| NORANDA INC | 2,700 | | 24,893 |
| OVERSTOCK COM INC DE | 42,500 | | |
| NANOMETRICS INC | 89,530 | | 4,500 |
| UNITED UTILS PLC | 13,071 | | |
| HUFFY CORP | 32,189 | | |
| AIRNET SYS INC | 3,800 | 49,992 | |
| CELADON GROUP INC | 22,171 | | |
| PLX TECHNOLOGY INC | 211,906 | | 10,900 |
| PECHINEY | 17,935 | | |
| THERMA-WAVE INC | 252,151 | | 49,650 |
| TELE2 AB | 16,151 | | |
| FEDDERS CORP | 94,108 | | |
| CABLE & WIRELESS PUB | 43,844 | | |
| SIDERCA S A I C | 4,279 | | 10,900 |
| MMO2 PLC | 37,688 | | |
| FIRST BANCTRUST CORP | 14,420 | | |
| CROSS A T CO | 33,692 | | 3,800 |
| CLEARONE COMMUNICATI | 65,344 | | 1,700 |
| SIMPLETECH INC | 103,140 | | |
| SMARTFORCE PUB LTD C | 14,611 | | 51,608 |
| ADVANCED POWER TECHN | 52,684 | | 3,400 |
| FTD INC | 15,738 | | |
| ALASKA COMMUNICATION | 129,248 | | |
| BP PRUDHOE BAY RTY T | 14,599 | | |
| COMPANHIA DE BEBIDAS | 21,016 | | |
| CRIIMI MAE INC | 26,600 | | |
| NEOWARE SYS INC | 15,000 | | |

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| | | |
|----------------------|---------|-------|
| VAXGEN INC | 23,517 | |
| TRANSTECHNOLOGY CORP | 15,400 | |
| BANCO SANTANDER CHIL | 8,626 | 3,062 |
| VERISITY LTD | 17,300 | |
| CAMINUS CORP | 110,193 | 5,700 |
| Page Total | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Sh D |
|----------------------|----------------|--------------|--------------------|-----------------|-----------------|------|
| TELSTRA CORP LTD | SPON ADR F | 87969N20 | 205,688.00 | 15,871 | 15,871 | |
| SANYO ELEC LTD | ADR 5 COM | 80303830 | 204,276.00 | 11,960 | 11,960 | |
| STEWART W P & CO LTD | COM | G8492210 | 200,473.00 | 11,758 | 11,758 | |
| TURKCELL ILETISIM HI | SPON ADR N | 90011120 | 200,126.00 | 17,032 | 17,032 | |
| Page Total | | | 810,563.00 | | | |
| Grand Total | | | 260,166,247,265.00 | | | |
| TOTAL MARKET VALUE | | | 260,166,247,265.00 | | | |

| Name of Issuer | Title of Class | Sole | Voting Authority Shared | None |
|----------------------|----------------|--------|-------------------------|-------|
| TELSTRA CORP LTD | SPON ADR F | 15,871 | | |
| SANYO ELEC LTD | ADR 5 COM | 11,960 | | |
| STEWART W P & CO LTD | COM | 11,758 | | |
| TURKCELL ILETISIM HI | SPON ADR N | 10,952 | 4,594 | 1,486 |
| Page Total | | | | |
| Grand Total | | | | |

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