



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

## Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 13  
 Form 13F Information Table Entry Total: 3,363  
 Form 13F Information Table Value Total: 359,462,745  
 (thousands)

List of Other Included Managers:

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

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

State Street Corporation (STT)  
 SEC13F Report - September 30, 2003

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

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|                      |       |          |                 |             |             |            |           |
|----------------------|-------|----------|-----------------|-------------|-------------|------------|-----------|
| CITIGROUP INC        | COM   | 17296710 | 11,721,626,641  | 257,561,561 | 242,383,590 | 14,559,694 | 618277    |
| INTERNATIONAL BUSINE | COM   | 45920010 | 11,396,798,830  | 129,025,233 | 104,874,558 | 23,826,543 | 324132    |
| GENERAL ELEC CO      | COM   | 36960410 | 8,655,234,113   | 290,346,666 | 279,154,065 | 6,365,550  | 4,827,051 |
| MICROSOFT CORP       | COM   | 59491810 | 8,379,309,255   | 301,414,002 | 295,334,758 | 4,365,908  | 1,713,336 |
| EXXON MOBIL CORP     | COM   | 30231G10 | 7,295,004,469   | 199,317,062 | 191,910,747 | 4,149,159  | 3,257,156 |
| PFIZER INC           | COM   | 71708110 | 6,809,248,338   | 224,135,890 | 217,468,615 | 4,042,103  | 2,625,172 |
| JOHNSON & JOHNSON    | COM   | 47816010 | 6,574,112,873   | 132,756,722 | 126,861,069 | 4,122,080  | 1,773,573 |
| WAL MART STORES INC  | COM   | 93114210 | 6,231,930,767   | 111,583,362 | 108,602,295 | 1,926,352  | 1,054,715 |
| INTEL CORP           | COM   | 45814010 | 5,490,600,154   | 199,513,087 | 192,698,648 | 4,380,250  | 2,434,189 |
| MERRILL LYNCH & CO I | COM   | 59018810 | 5,416,401,146   | 101,184,404 | 27,376,735  | 73,793,733 | 13936     |
| MORGAN STANLEY       | COM   |          |                 |             |             |            |           |
|                      | NEW   | 61744644 | 5,275,670,758   | 104,551,541 | 28,689,969  | 75,803,809 | 57763     |
| AMERICAN INTL GROUP  | COM   | 02687410 | 4,299,192,264   | 74,509,398  | 71,337,830  | 2,068,143  | 1,103,425 |
| 3M CO                | COM   | 88579Y10 | 4,256,189,752   | 61,621,395  | 52,681,905  | 8,324,100  | 615390    |
| GENERAL MTRS CORP    | COM   | 37044210 | 4,195,504,641   | 102,504,389 | 102,418,588 | 60509      | 25292     |
| PROCTER & GAMBLE CO  | COM   | 74271810 | 4,062,196,571   | 43,764,238  | 41,914,803  | 1,061,662  | 787773    |
| CISCO SYS INC        | COM   | 17275R10 | 4,003,830,039   | 204,381,319 | 199,861,052 | 3,033,899  | 1,486,368 |
| LOCKHEED MARTIN CORP | COM   | 53983010 | 3,837,473,983   | 83,152,199  | 83,035,691  | 107040     | 9468      |
| BELLSOUTH CORP       | COM   | 07986010 | 3,651,941,061   | 154,220,484 | 151,105,760 | 2,768,626  | 346098    |
| MERCK & CO INC       | COM   | 58933110 | 3,632,676,165   | 71,763,654  | 68,372,874  | 1,935,684  | 1,455,096 |
| BANK OF AMERICA CORP | COM   | 06050510 | 3,477,661,480   | 44,562,551  | 43,939,202  | 476546     | 146803    |
| LOWES COS INC        | COM   | 54866110 | 3,421,718,421   | 65,929,064  | 20,284,683  | 45,517,674 | 126707    |
| TARGET CORP          | COM   | 87612E10 | 3,250,666,270   | 86,384,966  | 85,470,341  | 721061     | 193564    |
| BOEING CO            | COM   | 09702310 | 3,248,551,638   | 94,627,196  | 30,764,839  | 63,820,114 | 42243     |
| COCA COLA CO         | COM   | 19121610 | 3,061,415,562   | 71,262,001  | 68,660,560  | 1,353,045  | 1,248,396 |
| BP PLC               | SPON- |          |                 |             |             |            |           |
|                      | SORED | 05562210 | 2,768,346,755   | 65,756,455  | 65,724,898  | 31557      |           |
| CHEVRONTEXACO CORP   | COM   | 16676410 | 2,757,637,971   | 38,595,353  | 31,068,659  | 7,344,230  | 182464    |
| HONEYWELL INTL INC   | COM   | 43851610 | 2,710,680,309   | 102,872,118 | 27,689,211  | 75,131,467 | 51440     |
| VERIZON COMMUNICATIO | COM   | 92343V10 | 2,624,740,480   | 80,910,619  | 79,397,526  | 988300     | 524793    |
| WELLS FARGO & CO NEW | COM   | 94974610 | 2,573,019,104   | 49,961,536  | 48,051,100  | 1,327,582  | 582854    |
| DELL INC             | COM   | 24702R10 | 2,423,468,678   | 72,515,520  | 71,102,134  | 1,172,174  | 241212    |
| AMGEN INC            | COM   | 03116210 | 2,401,407,172   | 37,219,578  | 36,599,100  | 441775     | 178703    |
| PEPSICO INC          | COM   | 71344810 | 2,350,296,223   | 51,282,920  | 48,606,013  | 1,707,112  | 969795    |
| ALTRIA GROUP INC     | COM   | 02209S10 | 2,348,682,319   | 53,622,884  | 52,871,179  | 498386     | 253319    |
| SBC COMMUNICATIONS I | COM   | 78387G10 | 2,291,689,302   | 102,997,272 | 98,975,432  | 3,508,667  | 513173    |
| HOME DEPOT INC       | COM   | 43707610 | 2,290,919,571   | 71,928,401  | 69,444,455  | 1,856,584  | 627362    |
| J P MORGAN CHASE & C | COM   | 46625H10 | 2,215,377,140   | 64,531,813  | 63,611,960  | 571905     | 347948    |
| FEDERAL NATL MTG ASS | COM   | 31358610 | 1,991,776,176   | 28,372,880  | 28,177,970  | 150436     | 44474     |
| AOL TIME WARNER INC  | COM   | 88731710 | 1,991,473,764   | 131,798,396 | 131,246,143 | 523083     | 29170     |
| AMERICAN EXPRESS CO  | COM   | 02581610 | 1,873,413,929   | 41,575,986  | 40,456,678  | 930560     | 188748    |
| ABBOTT LABS          | COM   | 00282410 | 1,833,140,248   | 43,082,027  | 41,712,053  | 706240     | 663734    |
| VIACOM INC           | CL B  | 92552430 | 1,807,242,567   | 47,186,490  | 46,925,310  | 226413     | 34767     |
| HEWLETT PACKARD CO   | COM   | 42823610 | 1,772,810,726   | 91,570,802  | 89,518,215  | 1,059,273  | 993314    |
| LILLY ELI & CO       | COM   | 53245710 | 1,759,139,850   | 29,615,149  | 29,361,687  | 214697     | 38765     |
| COMCAST CORP NEW     | CL A  | 20030N10 | 1,749,800,322   | 56,774,832  | 56,255,286  | 444180     | 75365     |
| DU PONT E I DE NEMOU | COM   | 26353410 | 1,728,562,032   | 43,203,250  | 42,289,069  | 568554     | 345627    |
| WYETH                | COM   | 98302410 | 1,688,631,014   | 36,629,740  | 35,186,201  | 859605     | 583934    |
| SOUTHWEST AIRLS CO   | COM   | 84474110 | 1,655,886,223   | 93,552,894  | 93,450,102  | 74960      | 27832     |
| UNITED PARCEL SERVIC | CL B  | 91131210 | 1,648,738,293   | 25,842,293  | 25,625,130  | 188698     | 28465     |
| MEDTRONIC INC        | COM   | 58505510 | 1,611,603,327   | 34,347,897  | 33,054,041  | 984232     | 309624    |
| WACHOVIA CORP 2ND NE | COM   | 92990310 | 1,584,260,695   | 38,462,265  | 37,935,336  | 401691     | 125238    |
| ORACLE CORP          | COM   | 68389X10 | 1,500,152,017   | 133,346,846 | 132,388,667 | 763680     | 194499    |
| INTL PAPER CO        | COM   | 46014610 | 1,474,914,677   | 37,798,941  | 17,777,598  | 20,011,638 | 9705      |
| Page Total           |       |          | 189,072,766,075 |             |             |            |           |

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State Street Corporation (STT)  
SEC13F Report - September 30, 2003

| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| DUKE ENERGY CORP     | COM            | 26439910     | 1,408,977,720     | 79,111,607      | 28,016,437            | 51,046,139        | 49031        |
| UNITED TECHNOLOGIES  | COM            | 91301710     | 1,381,700,016     | 17,879,141      | 17,661,801            | 129806            | 87534        |
| BRISTOL MYERS SQUIBB | COM            | 11012210     | 1,365,337,448     | 53,208,786      | 51,450,567            | 887080            | 871139       |
| US BANCORP DEL       | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 90297330     | 1,327,925,619     | 55,353,298      | 54,832,801            | 442860            | 77637        |
| SEARS ROEBUCK & CO   | COM            | 81238710     | 1,289,261,328     | 29,482,308      | 29,450,483            | 31255             | 570          |
| DISNEY WALT CO       | COM            |              |                   |                 |                       |                   |              |
|                      | DISNEY         | 25468710     | 1,278,876,550     | 63,404,886      | 60,917,205            | 1,676,145         | 811536       |
| BANK ONE CORP        | COM            | 06423A10     | 1,234,771,029     | 31,947,504      | 31,811,436            | 106470            | 29598        |
| ANHEUSER BUSCH COS I | COM            | 03522910     | 1,149,249,532     | 23,292,451      | 22,777,206            | 306231            | 209014       |
| TEXAS INSTRS INC     | COM            | 88250810     | 1,111,483,014     | 48,749,255      | 48,499,091            | 202140            | 48024        |
| HARTFORD FINL SVCS G | COM            | 41651510     | 1,109,586,395     | 21,082,774      | 8,122,412             | 12,902,579        | 57783        |
| PROGRESS ENERGY INC  | COM            | 74326310     | 1,098,578,901     | 24,709,377      | 24,684,316            | 20949             | 4112         |
| WASHINGTON MUT INC   | COM            | 93932210     | 1,093,021,908     | 27,762,812      | 27,662,218            | 95515             | 5079         |
| FEDERAL HOME LN MTG  | COM            | 31340030     | 1,066,095,133     | 20,364,759      | 20,043,389            | 204317            | 117053       |
| FIRST DATA CORP      | COM            | 31996310     | 1,011,670,197     | 25,317,072      | 20,957,794            | 4,235,518         | 123760       |
| CONOCOPHILLIPS       | COM            | 20825C10     | 996,499,275       | 18,200,900      | 18,024,825            | 132334            | 43741        |
| MCDONALDS CORP       | COM            | 58013510     | 973,679,417       | 41,362,762      | 40,539,663            | 616903            | 206196       |
| CATERPILLAR INC DEL  | COM            | 14912310     | 967,689,869       | 14,057,087      | 13,924,055            | 91845             | 41187        |
| GILLETTE CO          | COM            | 37576610     | 960,600,465       | 30,037,538      | 28,974,641            | 813779            | 249118       |
| GOLDMAN SACHS GROUP  | COM            | 38141G10     | 954,591,714       | 11,377,732      | 10,847,628            | 483987            | 46117        |
| PENNEY J C INC       | COM            | 70816010     | 930,707,650       | 43,552,066      | 43,532,100            | 18266             | 1700         |
| FLEETBOSTON FINL COR | COM            | 33903010     | 925,043,697       | 30,681,383      | 29,751,309            | 545235            | 384839       |
| WALGREEN CO          | COM            | 93142210     | 877,968,824       | 28,654,335      | 27,029,701            | 1,023,448         | 601186       |
| FIFTH THIRD BANCORP  | COM            | 31677310     | 865,072,045       | 15,575,658      | 14,273,193            | 882429            | 420036       |
| QUALCOMM INC         | COM            | 74752510     | 861,869,777       | 20,683,220      | 20,601,414            | 53791             | 28015        |
| APPLIED MATLS INC    | COM            | 03822210     | 850,553,466       | 46,914,146      | 45,380,487            | 1,164,006         | 369653       |
| TYCO INTL LTD NEW    | COM            | 90212410     | 848,526,728       | 41,533,369      | 41,528,611            | 4758              |              |
| COLGATE PALMOLIVE CO | COM            | 19416210     | 848,314,516       | 15,178,288      | 14,516,200            | 515488            | 146600       |
| UNITEDHEALTH GROUP I | COM            | 91324P10     | 838,436,167       | 16,662,086      | 16,615,006            | 42000             | 5080         |
| PG&E CORP            | COM            | 69331C10     | 833,377,823       | 34,869,365      | 34,831,355            | 37430             | 580          |
| MBNA CORP            | COM            | 55262L10     | 832,977,183       | 36,534,087      | 36,237,978            | 191830            | 104279       |
| DOW CHEM CO          | COM            | 26054310     | 832,720,727       | 25,590,680      | 25,384,853            | 124230            | 81597        |
| CONAGRA FOODS INC    | COM            | 20588710     | 831,849,201       | 39,164,275      | 18,891,627            | 20,240,456        | 32192        |
| E M C CORP MASS      | COM            | 26864810     | 830,418,673       | 65,749,697      | 64,362,371            | 1,028,960         | 358366       |
| GLAXOSMITHKLINE PLC  | SPON-SORED     | 37733W10     | 820,838,178       | 19,359,391      | 19,329,137            | 30254             |              |
| EBAY INC             | COM            | 27864210     | 819,717,200       | 15,281,827      | 15,250,977            | 30450             | 400          |
| NORTHROP GRUMMAN COR | COM            | 66680710     | 791,390,100       | 9,178,730       | 9,159,234             | 14117             | 5379         |
| EDISON INTL          | COM            | 28102010     | 779,397,083       | 40,806,130      | 40,785,840            | 19830             | 460          |
| MARSH & MCLENNAN COS | COM            | 57174810     | 769,542,663       | 16,163,467      | 14,890,118            | 960199            | 313150       |
| ALLSTATE CORP        | COM            | 02000210     | 768,600,405       | 21,040,252      | 20,963,572            | 69883             | 6797         |
| CARDINAL HEALTH INC  | COM            | 14149Y10     | 767,977,044       | 13,152,544      | 12,659,245            | 420293            | 73006        |
| MOTOROLA INC         | COM            | 62007610     | 757,052,540       | 63,351,677      | 62,245,517            | 719140            | 387020       |
| ALCOA INC            | COM            | 01381710     | 745,842,580       | 28,510,802      | 28,410,662            | 88324             | 11816        |
| EXELON CORP          | COM            | 30161N10     | 744,157,833       | 11,719,021      | 11,649,566            | 64551             | 4904         |
| FIRSTENERGY CORP     | COM            | 33793210     | 742,959,294       | 23,290,260      | 23,154,509            | 134879            | 872          |
| KIMBERLY CLARK CORP  | COM            | 49436810     | 741,039,296       | 14,439,581      | 13,962,748            | 288563            | 188270       |
| STATE STR CORP       | COM            | 85747710     | 741,034,080       | 16,467,424      | 8,679,652             | 7,406,869         | 380903       |
| DELPHI CORP          | COM            | 24712610     | 736,026,608       | 81,328,907      | 81,027,442            | 275817            | 25648        |
| GENERAL MTRS CORP    | CL H           |              |                   |                 |                       |                   |              |
|                      | NEW            | 37044283     | 713,458,907       | 49,857,366      | 49,808,780            | 44553             | 4033         |

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|                          |          |                |            |            |           |           |
|--------------------------|----------|----------------|------------|------------|-----------|-----------|
| AIR PRODS & CHEMS IN COM | 00915810 | 708,495,879    | 15,709,443 | 6,775,315  | 8,738,372 | 195756    |
| AUTOMATIC DATA PROCE COM | 05301510 | 706,746,828    | 19,713,998 | 16,974,076 | 1,794,693 | 945229    |
| SYSCO CORP COM           | 87182910 | 691,369,092    | 21,136,322 | 17,733,930 | 2,056,902 | 1,345,490 |
| BOSTON SCIENTIFIC CO COM | 10113710 | 666,078,316    | 10,440,099 | 10,409,528 | 26110     | 4461      |
| Page Total               |          | 47,999,155,933 |            |            |           |           |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| CLEAR CHANNEL COMMUN | COM            | 18450210     | 660,666,305       | 17,249,773      | 16,988,935            | 245503            | 15335        |
| EMERSON ELEC CO      | COM            | 29101110     | 651,056,579       | 12,365,747      | 11,358,010            | 661568            | 346169       |
| SOUTHERN CO          | COM            | 84258710     | 645,966,116       | 22,009,067      | 21,948,386            | 53056             | 7625         |
| AON CORP             | COM            | 03738910     | 634,105,212       | 30,412,720      | 9,465,897             | 20,934,114        | 12709        |
| DOMINION RES INC VA  | COM            | 25746U10     | 627,635,421       | 10,139,506      | 10,018,855            | 75300             | 45351        |
| ELECTRONIC DATA SYS  | COM            | 28566110     | 617,739,795       | 30,581,178      | 17,375,223            | 13,204,019        | 1936         |
| BAXTER INTL INC      | COM            | 07181310     | 596,880,136       | 20,539,578      | 15,637,413            | 4,880,902         | 21263        |
| SCHLUMBERGER LTD     | COM            | 80685710     | 593,647,973       | 12,265,454      | 11,458,414            | 483760            | 323280       |
| AT&T WIRELESS SVCS I | COM            | 00209A10     | 584,801,353       | 71,491,608      | 70,610,716            | 797081            | 83811        |
| FORD MTR CO DEL      | PAR            | \$0 34537086 | 583,195,747       | 54,150,023      | 53,999,058            | 140508            | 10457        |
| PRUDENTIAL FINL INC  | COM            | 74432010     | 582,493,956       | 15,591,380      | 15,536,010            | 54655             | 715          |
| ILLINOIS TOOL WKS IN | COM            | 45230810     | 580,309,784       | 8,758,071       | 7,962,142             | 517955            | 277974       |
| AT&T CORP            | NEW            | 00195750     | 579,097,590       | 26,872,278      | 26,636,542            | 204533            | 31203        |
| BANK NEW YORK INC    | COM            | 06405710     | 574,518,831       | 19,736,133      | 19,535,598            | 106663            | 93872        |
| GANNETT INC          | COM            | 36473010     | 570,057,701       | 7,349,893       | 7,204,024             | 70510             | 75359        |
| NEXTEL COMMUNICATION | CL A           | 65332V10     | 567,502,954       | 28,792,641      | 28,702,076            | 62720             | 27845        |
| SCHERING PLOUGH CORP | COM            | 80660510     | 565,538,203       | 37,108,806      | 36,696,179            | 272562            | 140065       |
| YAHOO INC            | COM            | 98433210     | 550,560,637       | 15,556,955      | 15,521,300            | 33875             | 1780         |
| METLIFE INC          | COM            | 59156R10     | 545,150,515       | 19,434,956      | 19,404,275            | 29558             | 1123         |
| LEHMAN BROS HLDGS IN | COM            | 52490810     | 538,943,024       | 7,801,723       | 7,773,698             | 26919             | 1106         |
| WASTE MGMT INC DEL   | COM            | 94106L10     | 537,124,542       | 20,524,438      | 16,856,550            | 3,666,444         | 1444         |
| FEDEX CORP           | COM            | 31428X10     | 531,117,687       | 8,243,329       | 8,135,013             | 31646             | 76670        |
| NATIONAL CITY CORP   | COM            | 63540510     | 520,736,256       | 17,676,044      | 17,101,414            | 84705             | 489925       |
| XEROX CORP           | COM            | 98412110     | 520,023,431       | 50,684,545      | 22,831,491            | 27,852,354        | 700          |
| CENDANT CORP         | COM            | 15131310     | 517,554,639       | 27,691,527      | 27,556,065            | 92027             | 43435        |
| AFLAC INC            | COM            | 00105510     | 500,370,895       | 15,491,359      | 15,245,158            | 188302            | 57899        |
| BB&T CORP            | COM            | 05493710     | 499,129,500       | 13,899,457      | 13,853,930            | 40758             | 4769         |
| GUIDANT CORP         | COM            | 40169810     | 488,013,259       | 10,416,505      | 10,390,825            | 24760             | 920          |
| HCA INC              | COM            | 40411910     | 482,207,532       | 13,082,136      | 12,791,138            | 249976            | 41022        |
| FOREST LABS INC      | COM            | 34583810     | 477,526,074       | 9,281,362       | 9,220,247             | 28270             | 32845        |
| GENERAL MLS INC      | COM            | 37033410     | 469,912,142       | 9,983,262       | 9,554,119             | 201461            | 227682       |
| GENERAL DYNAMICS COR | COM            | 36955010     | 460,206,164       | 5,895,544       | 5,705,530             | 158233            | 31781        |
| COMPUTER ASSOC INTL  | COM            | 20491210     | 456,828,131       | 17,496,290      | 17,433,039            | 62451             | 800          |
| SLM CORP             | COM            | 78442P10     | 451,382,612       | 11,585,796      | 11,553,838            | 31298             | 660          |
| SUNTRUST BKS INC     | COM            | 86791410     | 448,017,119       | 7,421,188       | 7,383,008             | 36194             | 1986         |
| OCCIDENTAL PETE CORP | COM            | 67459910     | 438,724,051       | 12,453,138      | 12,399,527            | 47802             | 5809         |
| KOHL'S CORP          | COM            | 50025510     | 438,240,328       | 8,191,408       | 8,167,005             | 23448             | 955          |
| ANALOG DEVICES INC   | COM            | 03265410     | 437,156,887       | 11,498,077      | 10,955,985            | 398437            | 143655       |

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|                           |          |                |            |            |           |        |
|---------------------------|----------|----------------|------------|------------|-----------|--------|
| TRAVELERS PPTY CAS C CL B | 89420G40 | 436,688,153    | 27,499,254 | 25,051,009 | 2,444,698 | 3547   |
| NEWMONT MINING CORP COM   | 65163910 | 429,750,886    | 10,993,883 | 10,943,127 | 22745     | 28011  |
| ALLTEL CORP COM           | 02003910 | 429,402,102    | 9,266,338  | 8,324,762  | 772218    | 169358 |
| ENTERGY CORP NEW COM      | 29364G10 | 427,061,122    | 7,886,632  | 7,720,374  | 148170    | 18088  |
| BECTON DICKINSON & C COM  | 07588710 | 426,085,317    | 11,796,382 | 11,764,464 | 23850     | 8068   |
| CAPITAL ONE FINL COR COM  | 14040H10 | 424,239,392    | 7,437,577  | 7,341,939  | 78258     | 17380  |
| BERKSHIRE HATHAWAY I CL B | 08467020 | 421,719,168    | 168958     | 164951     | 1545      | 2462   |
| SARA LEE CORP COM         | 80311110 | 416,946,915    | 22,709,527 | 22,574,880 | 76901     | 57746  |
| AVON PRODS INC COM        | 05430310 | 415,890,032    | 6,441,915  | 6,389,106  | 42404     | 10405  |
| HARLEY DAVIDSON INC COM   | 41282210 | 408,797,503    | 8,481,276  | 8,140,759  | 294205    | 46312  |
| STRYKER CORP COM          | 86366710 | 407,735,720    | 5,414,098  | 4,824,150  | 443385    | 146563 |
| PROGRESSIVE CORP OHI COM  | 74331510 | 405,496,566    | 5,867,408  | 5,840,659  | 13449     | 13300  |
| GAP INC DEL COM           | 36476010 | 405,337,040    | 23,676,229 | 23,614,784 | 61045     | 400    |
| DEERE & CO COM            | 24419910 | 403,269,039    | 7,564,604  | 7,537,326  | 24798     | 2480   |
| Page Total                |          | 26,382,558,036 |            |            |           |        |

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SEC13F Report - September 30, 2003

| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| UNION PAC CORP       | COM            | 90781810     | 398,514,817       | 6,850,865       | 6,734,210             | 58328             | 58327        |
| VERITAS SOFTWARE CO  | COM            | 92343610     | 398,360,193       | 12,638,331      | 12,591,083            | 44458             | 2790         |
| BEST BUY INC         | COM            | 08651610     | 397,582,875       | 8,366,643       | 8,326,951             | 34834             | 4858         |
| SCHWAB CHARLES CORP  | COM            | 80851310     | 394,255,765       | 33,102,919      | 32,956,486            | 70745             | 75688        |
| FPL GROUP INC        | COM            | 30257110     | 390,680,027       | 6,181,646       | 5,983,190             | 142762            | 55694        |
| WELLPOINT HEALTH NET | COM            | 94973H10     | 390,567,289       | 5,067,038       | 5,050,867             | 11520             | 4651         |
| SPRINT CORP          | COM            |              |                   |                 |                       |                   |              |
|                      | FON GR         | 85206110     | 388,128,633       | 25,703,883      | 25,575,815            | 121812            | 6256         |
| KROGER CO            | COM            | 50104410     | 382,263,513       | 21,391,355      | 21,303,870            | 74885             | 12600        |
| OMNICOM GROUP INC    | COM            | 68191910     | 381,926,003       | 5,315,602       | 5,199,222             | 99155             | 17225        |
| PNC FINL SVCS GROUP  | COM            | 69347510     | 381,720,732       | 8,022,714       | 7,928,562             | 60255             | 33897        |
| RAYTHEON CO          | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 75511150     | 381,217,956       | 13,614,927      | 13,485,143            | 112891            | 16893        |
| COSTCO WHSL CORP NEW | COM            | 22160K10     | 375,603,242       | 12,057,889      | 12,008,769            | 46210             | 2910         |
| EQUITY OFFICE PROPER | COM            | 29474110     | 372,983,239       | 13,548,247      | 13,546,472            | 1775              |              |
| NIKE INC             | CL B           | 65410610     | 370,108,432       | 6,085,308       | 6,071,188             | 12495             | 1625         |
| CARNIVAL CORP        | PAIRED         |              |                   |                 |                       |                   |              |
|                      | CTF            | 14365830     | 369,786,052       | 11,243,115      | 11,200,806            | 38409             | 3900         |
| MCGRAW HILL COS INC  | COM            | 58064510     | 367,515,165       | 5,915,261       | 5,603,820             | 183591            | 127850       |
| AMERICAN ELEC PWR IN | COM            | 02553710     | 367,437,270       | 12,247,909      | 12,200,529            | 41410             | 5970         |
| BURLINGTON NORTHN SA | COM            | 12189T10     | 363,450,983       | 12,589,227      | 12,287,473            | 246631            | 55123        |
| ELECTRONIC ARTS INC  | COM            | 28551210     | 363,070,564       | 3,938,713       | 3,927,203             | 9020              | 2490         |
| CHUBB CORP           | COM            | 17123210     | 359,943,145       | 5,547,829       | 5,481,626             | 46715             | 19488        |
| HEINZ H J CO         | COM            | 42307410     | 358,363,737       | 10,454,018      | 10,355,431            | 57719             | 40868        |
| WEYERHAEUSER CO      | COM            | 96216610     | 353,567,323       | 6,049,056       | 6,017,000             | 20046             | 12010        |
| TRIBUNE CO NEW       | COM            | 89604710     | 351,986,674       | 7,668,555       | 7,523,310             | 80744             | 64501        |
| GOLDEN WEST FINL COR | COM            | 38131710     | 348,319,303       | 3,891,401       | 3,881,515             | 9786              | 100          |
| STAPLES INC          | COM            | 85503010     | 347,815,634       | 14,589,582      | 14,342,477            | 148975            | 98130        |
| FEDERATED DEPT STORE | COM            | 31410H10     | 346,189,867       | 8,262,288       | 8,236,328             | 25820             | 140          |

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|                      |       |          |                |            |            |           |        |
|----------------------|-------|----------|----------------|------------|------------|-----------|--------|
| MELLON FINL CORP     | COM   | 58551A10 | 345,616,766    | 11,467,046 | 11,334,035 | 102168    | 30843  |
| CVS CORP             | COM   | 12665010 | 337,236,031    | 10,857,567 | 10,702,402 | 88490     | 66675  |
| KELLOGG CO           | COM   | 48783610 | 334,635,033    | 10,034,034 | 10,000,474 | 28125     | 5435   |
| ZIMMER HLDGS INC     | COM   | 98956P10 | 332,318,073    | 6,031,181  | 5,890,451  | 76939     | 63791  |
| MAXIM INTEGRATED PRO | COM   | 57772K10 | 330,662,151    | 8,394,571  | 8,348,358  | 40177     | 6036   |
| PAYCHEX INC          | COM   | 70432610 | 328,196,848    | 9,624,541  | 9,442,481  | 96728     | 85332  |
| LIBERTY MEDIA CORP N | COM   |          |                |            |            |           |        |
|                      | SER A | 53071810 | 327,963,768    | 32,895,062 | 29,812,749 | 3,021,165 | 61148  |
| LINEAR TECHNOLOGY CO | COM   | 53567810 | 327,357,547    | 9,110,981  | 8,413,095  | 518203    | 179683 |
| YUM BRANDS INC       | COM   | 98849810 | 326,681,675    | 11,029,091 | 10,984,666 | 39205     | 5220   |
| MASCO CORP           | COM   | 57459910 | 322,937,197    | 13,191,879 | 13,134,150 | 37345     | 20384  |
| CORNING INC          | COM   | 21935010 | 322,487,774    | 34,234,371 | 34,085,055 | 120641    | 28675  |
| HALLIBURTON CO       | COM   | 40621610 | 314,234,676    | 12,958,131 | 12,920,663 | 36285     | 1183   |
| PUBLIC SVC ENTERPRIS | COM   | 74457310 | 314,004,138    | 7,476,289  | 7,449,206  | 26248     | 835    |
| KEYCORP NEW          | COM   | 49326710 | 313,906,013    | 12,276,340 | 12,217,041 | 39397     | 19902  |
| DANAHER CORP DEL     | COM   | 23585110 | 313,077,472    | 4,238,796  | 4,195,086  | 40060     | 3650   |
| APACHE CORP          | COM   | 03741110 | 309,316,032    | 4,460,860  | 4,335,018  | 96271     | 29571  |
| DEVON ENERGY CORP NE | COM   | 25179M10 | 306,800,044    | 6,366,467  | 6,333,479  | 26165     | 6823   |
| PRINCIPAL FINANCIAL  | COM   | 74251V10 | 302,388,953    | 9,757,630  | 9,726,980  | 29450     | 1200   |
| STARBUCKS CORP       | COM   | 85524410 | 301,846,464    | 10,480,780 | 10,414,899 | 55411     | 10470  |
| BED BATH & BEYOND IN | COM   | 07589610 | 300,504,956    | 7,852,233  | 7,806,668  | 35170     | 10395  |
| ANADARKO PETE CORP   | COM   | 03251110 | 300,315,661    | 7,191,467  | 6,804,910  | 228658    | 157899 |
| WRIGLEY WM JR CO     | COM   | 98252610 | 294,591,118    | 5,327,145  | 5,305,761  | 18184     | 3200   |
| MARRIOTT INTL INC NE | CL A  | 57190320 | 294,443,145    | 6,842,741  | 5,674,599  | 1,167,477 | 665    |
| PRAXAIR INC          | COM   | 74005P10 | 293,227,625    | 4,733,295  | 4,717,613  | 15412     | 270    |
| KLA-TENCOR CORP      | COM   | 48248010 | 292,858,586    | 5,675,554  | 5,656,907  | 18407     | 240    |
| NORTHERN TR CORP     | COM   | 66585910 | 292,714,010    | 6,911,783  | 5,580,907  | 1,009,449 | 321427 |
| Page Total           |       |          | 17,881,680,189 |            |            |           |        |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| MARATHON OIL CORP    | COM            | 56584910     | 292,142,043       | 10,250,598      | 10,208,793            | 31665             | 10140        |
| ANTHEM INC           | COM            | 03674B10     | 290,909,632       | 4,078,363       | 3,944,810             | 132498            | 1055         |
| SUN MICROSYSTEMS INC | COM            | 86681010     | 290,031,401       | 87,622,780      | 87,096,454            | 447106            | 79220        |
| TJX COS INC NEW      | COM            | 87254010     | 288,990,806       | 14,881,092      | 14,359,505            | 468967            | 52620        |
| HANCOCK JOHN FINL SV | COM            | 41014S10     | 288,355,371       | 8,531,224       | 8,501,555             | 26929             | 2740         |
| INTERNATIONAL GAME T | COM            | 45990210     | 287,421,549       | 10,210,357      | 10,192,929            | 15228             | 2200         |
| AGILENT TECHNOLOGIES | COM            | 00846U10     | 286,902,963       | 12,976,163      | 12,757,886            | 123225            | 95052        |
| XILINX INC           | COM            | 98391910     | 284,793,232       | 10,017,349      | 9,961,929             | 43500             | 11920        |
| BAKER HUGHES INC     | COM            | 05722410     | 284,517,052       | 9,615,311       | 9,118,107             | 447778            | 49426        |
| FORTUNE BRANDS INC   | COM            | 34963110     | 282,096,588       | 4,970,865       | 4,605,721             | 316810            | 48334        |
| FRANKLIN RES INC     | COM            | 35461310     | 280,949,465       | 6,354,885       | 6,040,234             | 255323            | 59328        |
| PEPSI BOTTLING GROUP | COM            | 71340910     | 279,969,846       | 13,603,977      | 13,596,387            | 7390              | 200          |
| INTUIT               | COM            | 46120210     | 277,896,602       | 5,760,709       | 5,741,372             | 17769             | 1568         |
| EASTMAN KODAK CO     | COM            | 27746110     | 276,412,250       | 13,200,203      | 13,165,896            | 18029             | 16278        |
| APOLLO GROUP INC     | CL A           | 03760410     | 275,671,882       | 4,174,949       | 4,162,662             | 11537             | 750          |
| TXU CORP             | COM            | 87316810     | 275,470,847       | 11,692,311      | 11,660,026            | 29420             | 2865         |
| SAFEWAY INC          | COM            |              |                   |                 |                       |                   |              |

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|                       |        |          |                |             |             |        |       |
|-----------------------|--------|----------|----------------|-------------|-------------|--------|-------|
|                       | NEW    | 78651420 | 275,287,524    | 12,000,328  | 11,957,368  | 42260  | 700   |
| CONSOLIDATED EDISON   | COM    | 20911510 | 274,729,696    | 6,740,179   | 6,658,232   | 43589  | 38358 |
| ST JUDE MED INC       | COM    | 79084910 | 272,989,429    | 5,076,984   | 5,058,524   | 12032  | 6428  |
| CAMPBELL SOUP CO      | COM    | 13442910 | 272,672,518    | 10,289,529  | 10,247,677  | 31660  | 10192 |
| COUNTRYWIDE FINAN CIA | COM    | 22237210 | 268,613,749    | 3,431,448   | 3,420,658   | 10690  | 100   |
| BURLINGTON RES INC    | COM    | 12201410 | 267,425,409    | 5,548,245   | 5,470,581   | 62415  | 15249 |
| ALLERGAN INC          | COM    | 01849010 | 266,753,143    | 3,388,202   | 3,376,059   | 11443  | 700   |
| MCKESSON CORP         | COM    | 58155Q10 | 266,509,952    | 8,005,706   | 7,983,941   | 21565  | 200   |
| PPG INDS INC          | COM    | 69350610 | 266,265,341    | 5,098,915   | 5,071,462   | 22383  | 5070  |
| ADOBE SYS INC         | COM    | 00724F10 | 263,885,269    | 6,699,296   | 6,680,286   | 18230  | 780   |
| MATTEL INC            | COM    | 57708110 | 263,445,123    | 13,894,785  | 13,857,746  | 35136  | 1903  |
| AUTOZONE INC          | COM    | 05333210 | 260,109,449    | 2,905,277   | 2,900,011   | 5166   | 100   |
| SOUTHTRUST CORP       | COM    | 84473010 | 260,065,037    | 8,857,801   | 8,829,341   | 28220  | 240   |
| PITNEY BOWES INC      | COM    | 72447910 | 259,362,558    | 6,768,334   | 6,732,639   | 24265  | 11430 |
| GENZYME CORP          | COM    |          |                |             |             |        |       |
|                       | GENL D | 37291710 | 257,465,585    | 5,559,611   | 5,529,747   | 26177  | 3687  |
| MONSANTO CO NEW       | COM    | 61166W10 | 255,859,085    | 10,687,514  | 10,643,738  | 39035  | 4741  |
| CLOROX CO DEL         | COM    | 18905410 | 254,711,431    | 5,552,898   | 5,537,388   | 12430  | 3080  |
| HERSHEY FOODS CORP    | COM    | 42786610 | 250,402,587    | 3,445,275   | 3,382,787   | 32664  | 29824 |
| EQUITY RESIDENTIAL    | SH BEN |          |                |             |             |        |       |
|                       | INT    | 29476L10 | 248,921,724    | 8,501,425   | 8,500,530   | 895    |       |
| SIMON PPTY GROUP INC  | COM    | 82880610 | 248,438,249    | 5,700,740   | 5,699,905   | 835    |       |
| HARRAHS ENTMT INC     | COM    | 41361910 | 246,814,837    | 5,861,193   | 5,855,441   | 5652   | 100   |
| LEXMARK INTL NEW      | CL A   | 52977110 | 245,670,571    | 3,898,914   | 3,887,764   | 9050   | 2100  |
| AETNA INC NEW         | COM    | 00817Y10 | 244,070,748    | 3,999,193   | 3,986,559   | 12634  |       |
| ST PAUL COS INC       | COM    | 79286010 | 243,451,105    | 6,574,429   | 6,556,171   | 15866  | 2392  |
| PPL CORP              | COM    | 69351T10 | 241,589,275    | 5,899,616   | 5,879,461   | 17775  | 2380  |
| SYMANTEC CORP         | COM    | 87150310 | 240,178,428    | 3,800,893   | 3,778,713   | 16780  | 5400  |
| UNIVISION COMMUNICAT  | CL A   | 91490610 | 236,092,112    | 7,394,053   | 7,157,762   | 214832 | 21459 |
| BIOMET INC            | COM    | 09061310 | 234,838,115    | 7,010,093   | 6,983,612   | 25051  | 1430  |
| ALTERA CORP           | COM    | 02144110 | 232,186,028    | 12,265,506  | 12,138,781  | 86825  | 39900 |
| LUCENT TECHNOLOGIES   | COM    | 54946310 | 231,828,389    | 107,327,958 | 106,671,351 | 599773 | 56834 |
| KERR MCGEE CORP       | COM    | 49238610 | 231,033,516    | 5,175,482   | 5,169,126   | 5317   | 1039  |
| CHIRON CORP           | COM    | 17004010 | 230,503,443    | 4,448,156   | 4,433,362   | 13033  | 1761  |
| PACCAR INC            | COM    | 69371810 | 228,943,482    | 3,077,611   | 3,065,186   | 9050   | 3375  |
| COMERICA INC          | COM    | 20034010 | 226,952,718    | 4,870,230   | 4,846,195   | 16395  | 7640  |
| MOODYS CORP           | COM    | 61536910 | 224,697,955    | 4,087,647   | 3,815,044   | 234618 | 37985 |
| SPDR TR               | UNIT   |          |                |             |             |        |       |
|                       | SER 1  | 78462F10 | 224,459,214    | 2,245,715   | 2,241,269   | 4446   |       |
| Page Total            |        |          | 13,559,754,323 |             |             |        |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| ARCHER DANIELS MIDLA | COM            | 03948310     | 224,160,718       | 17,098,453      | 17,057,820            | 32553             | 8080         |
| JOHNSON CTLS INC     | COM            | 47836610     | 224,116,197       | 2,369,093       | 2,354,818             | 11075             | 3200         |
| MBIA INC             | COM            | 55262C10     | 222,756,305       | 4,052,325       | 4,023,436             | 19364             | 9525         |
| BLOCK H & R INC      | COM            | 09367110     | 222,288,907       | 5,151,539       | 5,104,802             | 33250             | 13487        |

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|                      |        |          |                |            |            |           |           |
|----------------------|--------|----------|----------------|------------|------------|-----------|-----------|
| ACE LTD              | ORD    | G0070K10 | 221,900,904    | 6,708,008  | 6,707,828  | 180       |           |
| OWENS ILL INC        | COM    |          |                |            |            |           |           |
|                      | NEW    | 69076840 | 221,699,566    | 19,413,272 | 11,679,470 | 7,733,802 |           |
| MEDIMMUNE INC        | COM    | 58469910 | 221,457,066    | 6,704,725  | 6,665,584  | 29568     | 9573      |
| UNOCAL CORP          | COM    | 91528910 | 221,165,722    | 7,016,679  | 6,956,049  | 27050     | 33580     |
| GENENTECH INC        | COM    |          |                |            |            |           |           |
|                      | NEW    | 36871040 | 220,173,991    | 2,747,367  | 2,705,206  | 31528     | 10633     |
| STARWOOD HOTELS&RESO | PAIRED |          |                |            |            |           |           |
|                      | CTF    | 85590A20 | 219,061,441    | 6,294,869  | 5,118,886  | 1,175,983 |           |
| INGERSOLL-RAND COMPA | CL A   | G4776G10 | 217,842,335    | 4,076,391  | 3,865,201  | 190955    | 20235     |
| MICRON TECHNOLOGY IN | COM    | 59511210 | 217,376,717    | 16,197,967 | 16,156,147 | 41440     | 380       |
| KINDER MORGAN INC KA | COM    | 49455P10 | 217,046,206    | 4,018,630  | 4,002,437  | 8893      | 7300      |
| SUNGARD DATA SYS INC | COM    | 86736310 | 213,534,669    | 8,116,103  | 7,561,154  | 476149    | 78800     |
| SCIENTIFIC ATLANTA I | COM    | 80865510 | 210,530,296    | 6,758,597  | 6,735,387  | 21790     | 1420      |
| MAY DEPT STORES CO   | COM    | 57777810 | 208,822,129    | 8,478,365  | 8,289,842  | 114521    | 74002     |
| REGIONS FINL CORP    | COM    | 75894010 | 205,452,495    | 5,998,613  | 5,958,643  | 29590     | 10380     |
| DOW JONES & CO INC   | COM    | 26056110 | 204,609,814    | 4,321,221  | 1,938,948  | 46503     | 2,335,770 |
| AMEREN CORP          | COM    | 02360810 | 203,976,976    | 4,753,600  | 4,745,413  | 7787      | 400       |
| ROHM & HAAS CO       | COM    | 77537110 | 203,724,281    | 6,090,412  | 6,072,893  | 14304     | 3215      |
| RADIOSHACK CORP      | COM    | 75043810 | 202,836,462    | 7,139,615  | 7,124,683  | 9692      | 5240      |
| DOVER CORP           | COM    | 26000310 | 202,800,261    | 5,733,680  | 5,640,991  | 21349     | 71340     |
| APPLE COMPUTER INC   | COM    | 03783310 | 202,656,145    | 9,780,702  | 9,752,872  | 25570     | 2260      |
| GEORGIA PAC CORP     | COM    | 37329810 | 201,803,211    | 8,325,215  | 8,294,578  | 28477     | 2160      |
| XL CAP LTD           | CL A   | G9825510 | 201,797,798    | 2,605,860  | 2,605,840  | 20        |           |
| LIMITED BRANDS INC   | COM    | 53271610 | 200,670,163    | 13,307,040 | 13,267,085 | 39515     | 440       |
| MEDCO HEALTH SOLUTIO | COM    | 58405U10 | 200,029,465    | 7,714,210  | 7,379,277  | 180663    | 154270    |
| CINERGY CORP         | COM    | 17247410 | 199,565,425    | 5,437,750  | 5,426,414  | 10364     | 972       |
| ALBERTSONS INC       | COM    | 01310410 | 199,255,706    | 9,686,714  | 9,657,010  | 20830     | 8874      |
| AMBAC FINL GROUP INC | COM    | 02313910 | 197,593,216    | 3,087,394  | 3,073,529  | 7665      | 6200      |
| ECOLAB INC           | COM    | 27886510 | 197,382,987    | 7,817,148  | 6,929,754  | 682856    | 204538    |
| AMSOUTH BANCORPORATI | COM    | 03216510 | 197,043,805    | 9,285,759  | 9,220,967  | 44971     | 19821     |
| COMPUTER SCIENCES CO | COM    | 20536310 | 195,066,633    | 5,192,085  | 5,121,607  | 32838     | 37640     |
| BROADCOM CORP        | CL A   | 11132010 | 194,950,130    | 7,312,458  | 7,296,228  | 15970     | 260       |
| NORFOLK SOUTHERN COR | COM    | 65584410 | 194,433,742    | 10,509,932 | 10,361,335 | 98511     | 50086     |
| SYNOVUS FINL CORP    | COM    | 87161C10 | 194,002,318    | 7,763,198  | 7,747,798  | 15200     | 200       |
| CHARTER ONE FINL INC | COM    | 16090310 | 193,658,740    | 6,328,717  | 6,279,234  | 41754     | 7729      |
| SEMPRA ENERGY        | COM    | 81685110 | 193,133,544    | 6,578,118  | 6,563,798  | 14320     |           |
| FISERV INC           | COM    | 33773810 | 192,877,358    | 5,314,890  | 5,300,865  | 13725     | 300       |
| EATON CORP           | COM    | 27805810 | 192,408,553    | 2,171,164  | 2,161,259  | 9805      | 100       |
| CINCINNATI FINL CORP | COM    | 17206210 | 190,962,480    | 4,774,062  | 4,755,087  | 6855      | 12120     |
| GILEAD SCIENCES INC  | COM    | 37555810 | 190,830,994    | 3,405,264  | 3,337,144  | 53435     | 14685     |
| TENET HEALTHCARE COR | COM    | 88033G10 | 188,516,625    | 13,019,104 | 12,989,457 | 28987     | 660       |
| BEAR STEARNS COS INC | COM    | 07390210 | 188,397,712    | 2,518,686  | 2,509,908  | 8678      | 100       |
| DTE ENERGY CO        | COM    | 23333110 | 185,464,954    | 5,027,513  | 5,014,223  | 12190     | 1100      |
| XCEL ENERGY INC      | COM    | 98389B10 | 185,297,509    | 11,977,861 | 11,924,253 | 51837     | 1771      |
| CONSTELLATION ENERGY | COM    | 21037110 | 184,465,292    | 5,155,542  | 5,106,131  | 45995     | 3416      |
| BIOGEN INC           | COM    | 09059710 | 182,569,831    | 4,789,345  | 4,068,035  | 720010    | 1300      |
| INTERACTIVECORP      | COM    | 45840Q10 | 182,458,412    | 5,499,048  | 5,484,125  | 12773     | 2150      |
| NETWORK APPLIANCE IN | COM    | 64120L10 | 181,810,272    | 8,855,834  | 8,831,049  | 24245     | 540       |
| FIRST TENN NATL CORP | COM    | 33716210 | 180,939,511    | 4,261,411  | 4,251,231  | 8830      | 1350      |
| MARSHALL & ILSLEY CO | COM    | 57183410 | 180,496,001    | 5,726,396  | 5,715,506  | 10290     | 600       |
| Page Total           |        |          | 10,497,871,990 |            |            |           |           |

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| Name of Issuer        | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                       |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| LINCOLN NATL CORP IN  | COM            | 53418710     | 180,392,678       | 5,098,719       | 5,064,354             | 26714             | 7651         |
| COCA COLA ENTERPRISE  | COM            | 19121910     | 178,901,067       | 9,386,205       | 9,361,359             | 24466             | 380          |
| NEW YORK TIMES CO     | CL A           | 65011110     | 178,321,682       | 4,103,122       | 3,934,093             | 168709            | 320          |
| CONCORD EFS INC       | COM            | 20619710     | 177,656,509       | 12,996,087      | 12,966,631            | 28936             | 520          |
| CIGNA CORP            | COM            | 12550910     | 177,055,556       | 3,965,410       | 3,927,098             | 24110             | 14202        |
| FREEMPORT-MCMORAN COP | CL B           | 35671D85     | 176,447,229       | 5,330,732       | 5,303,899             | 7410              | 19423        |
| FAMILY DLR STORES IN  | COM            | 30700010     | 176,336,537       | 4,420,570       | 4,405,970             | 12000             | 2600         |
| CSX CORP              | COM            | 12640810     | 172,626,509       | 5,901,761       | 5,869,653             | 20382             | 11726        |
| UNION PLANTERS CORP   | COM            | 90806810     | 171,314,843       | 5,414,502       | 5,398,862             | 15640             |              |
| JEFFERSON PILOT CORP  | COM            | 47507010     | 171,129,235       | 3,855,999       | 3,788,842             | 17544             | 49613        |
| PEOPLESOFT INC        | COM            | 71271310     | 170,745,939       | 9,345,700       | 9,314,459             | 29174             | 2067         |
| KEYSPAN CORP          | COM            | 49337W10     | 170,238,469       | 4,852,864       | 4,836,431             | 14913             | 1520         |
| DOLLAR GEN CORP       | COM            | 25666910     | 166,569,800       | 8,328,490       | 8,309,001             | 16149             | 3340         |
| CENTURYTEL INC        | COM            | 15670010     | 166,254,410       | 4,905,707       | 4,758,922             | 111175            | 35610        |
| SHERWIN WILLIAMS CO   | COM            | 82434810     | 165,960,806       | 5,643,006       | 5,615,586             | 20220             | 7200         |
| PROLOGIS              | SH BEN         |              |                   |                 |                       |                   |              |
|                       | INT            | 74341010     | 165,325,264       | 5,465,298       | 5,464,005             | 1293              |              |
| CITRIX SYS INC        | COM            | 17737610     | 164,345,125       | 7,426,350       | 7,407,515             | 17715             | 1120         |
| EOG RES INC           | COM            | 26875P10     | 162,903,038       | 3,902,804       | 3,761,539             | 121245            | 20020        |
| NISOURCE INC          | COM            | 65473P10     | 162,545,112       | 8,135,391       | 8,118,914             | 15677             | 800          |
| NATIONAL SEMICONDUCT  | COM            | 63764010     | 162,101,579       | 5,020,179       | 5,004,566             | 13168             | 2445         |
| APPLERA CORP          | COM AP         |              |                   |                 |                       |                   |              |
|                       | BIO            | 03802010     | 162,058,345       | 7,263,933       | 6,896,696             | 342267            | 24970        |
| AVERY DENNISON CORP   | COM            | 05361110     | 160,040,741       | 3,167,869       | 2,931,528             | 148488            | 87853        |
| NEWELL RUBBERMAID IN  | COM            | 65122910     | 158,049,039       | 7,293,449       | 7,048,862             | 183887            | 60700        |
| OFFICE DEPOT INC      | COM            | 67622010     | 157,646,184       | 11,220,369      | 11,169,023            | 50726             | 620          |
| JABIL CIRCUIT INC     | COM            | 46631310     | 157,533,806       | 6,047,363       | 5,989,393             | 35240             | 22730        |
| SANMINA SCI CORP      | COM            | 80090710     | 156,733,268       | 16,224,976      | 16,163,745            | 55200             | 6031         |
| AMERISOURCEBERGEN CO  | COM            | 03073E10     | 156,709,435       | 2,899,342       | 2,891,821             | 7236              | 285          |
| AMERICAN STD COS INC  | COM            | 02971210     | 155,101,975       | 1,840,973       | 1,837,748             | 2925              | 300          |
| LOEWS CORP            | COM            | 54042410     | 153,969,363       | 3,813,955       | 3,804,415             | 8340              | 1200         |
| ROCKWELL COLLINS INC  | COM            | 77434110     | 153,192,103       | 6,067,014       | 6,030,168             | 19814             | 17032        |
| CINTAS CORP           | COM            | 17290810     | 153,115,403       | 4,137,136       | 4,093,864             | 11397             | 31875        |
| GENUINE PARTS CO      | COM            | 37246010     | 152,726,598       | 4,775,691       | 4,741,744             | 24247             | 9700         |
| MYLAN LABS INC        | COM            | 62853010     | 152,723,774       | 3,951,456       | 3,936,031             | 13550             | 1875         |
| AMAZON COM INC        | COM            | 02313510     | 151,870,958       | 3,135,886       | 3,126,066             | 8680              | 1140         |
| QUEST DIAGNOSTICS IN  | COM            | 74834L10     | 151,034,956       | 2,490,682       | 2,484,582             | 5450              | 650          |
| TEXTRON INC           | COM            | 88320310     | 150,824,253       | 3,823,175       | 3,802,441             | 15385             | 5349         |
| HILTON HOTELS CORP    | COM            | 43284810     | 150,416,851       | 9,273,542       | 9,151,223             | 118504            | 3815         |
| MEADWESTVACO CORP     | COM            | 58333410     | 149,353,729       | 5,857,009       | 5,840,610             | 11895             | 4504         |
| BJ SVCS CO            | COM            | 05548210     | 146,758,612       | 4,294,955       | 4,285,365             | 7110              | 2480         |
| NORTH FORK BANCORPOR  | COM            | 65942410     | 146,492,134       | 4,215,601       | 4,189,776             | 13925             | 11900        |
| SEALED AIR CORP NEW   | COM            | 81211K10     | 146,385,087       | 3,099,409       | 3,075,778             | 21024             | 2607         |
| ITT INDS INC IND      | COM            | 45091110     | 146,121,321       | 2,441,867       | 2,426,321             | 5425              | 10121        |
| WILLIAMS COS INC DEL  | COM            | 96945710     | 145,489,592       | 15,444,755      | 15,376,031            | 66809             | 1915         |
| BARD C R INC          | COM            | 06738310     | 144,390,286       | 2,033,666       | 2,027,851             | 5015              | 800          |
| IMS HEALTH INC        | COM            | 44993410     | 144,192,230       | 6,833,755       | 6,814,621             | 15714             | 3420         |
| AMERADA HESS CORP     | COM            | 02355110     | 144,079,784       | 2,875,844       | 2,865,099             | 7470              | 3275         |
| KNIGHT RIDDER INC     | COM            | 49904010     | 143,312,020       | 2,148,606       | 2,136,251             | 12175             | 180          |
| SPRINT CORP           | PCS            |              |                   |                 |                       |                   |              |
|                       | COM SE         | 85206150     | 143,244,957       | 24,999,120      | 24,877,425            | 116419            | 5276         |
| PARKER HANNIFIN CORP  | COM            | 70109410     | 142,425,240       | 3,186,247       | 3,128,614             | 33931             | 23702        |
| INTERPUBLIC GROUP CO  | COM            | 46069010     | 141,487,483       | 10,020,360      | 9,824,852             | 117637            | 77871        |
| HEALTH MGMT ASSOC IN  | CL A           | 42193310     | 141,149,805       | 6,471,793       | 6,446,039             | 22749             | 3005         |
| QWEST COMMUNICATIONS  | COM            | 74912110     | 140,394,408       | 41,292,473      | 41,180,611            | 108231            | 3631         |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| QLOGIC CORP          | COM            | 74727710     | 139,365,657       | 2,964,596       | 2,957,640             | 6756              | 200          |
| ZIONS BANCORPORATION | COM            | 98970110     | 138,683,534       | 2,476,934       | 2,472,094             | 4640              | 200          |
| SUNOCO INC           | COM            | 86764P10     | 138,453,287       | 3,442,399       | 3,431,113             | 11186             | 100          |
| MGIC INVT CORP WIS   | COM            | 55284810     | 135,983,772       | 2,611,557       | 2,596,097             | 11560             | 3900         |
| TRANSOCEAN INC       | ORD            | G9007810     | 135,929,900       | 6,796,495       | 6,756,590             | 16716             | 23189        |
| WATSON PHARMACEUTICA | COM            | 94268310     | 134,410,769       | 3,224,053       | 3,213,394             | 9559              | 1100         |
| TORCHMARK CORP       | COM            | 89102710     | 134,402,576       | 3,307,150       | 3,286,850             | 14900             | 5400         |
| V F CORP             | COM            | 91820410     | 134,385,451       | 3,453,751       | 3,443,516             | 6835              | 3400         |
| TIFFANY & CO NEW     | COM            | 88654710     | 134,248,423       | 3,596,261       | 3,582,426             | 9335              | 4500         |
| AVAYA INC            | COM            | 05349910     | 133,605,703       | 12,257,404      | 12,145,935            | 104999            | 6470         |
| NOVELLUS SYS INC     | COM            | 67000810     | 133,286,160       | 3,966,850       | 3,949,590             | 11290             | 5970         |
| WHIRLPOOL CORP       | COM            | 96332010     | 133,246,392       | 1,966,156       | 1,922,901             | 30355             | 12900        |
| PRICE T ROWE GROUP I | COM            | 74144T10     | 132,283,576       | 3,204,544       | 3,109,776             | 54838             | 39930        |
| SOLECTRON CORP       | COM            | 83418210     | 131,642,731       | 22,503,031      | 22,381,776            | 103870            | 17385        |
| COX COMMUNICATIONS I | CL A           | 22404410     | 131,440,893       | 4,156,891       | 3,954,529             | 182614            | 19748        |
| EL PASO CORP         | COM            | 28336L10     | 130,503,253       | 17,877,158      | 17,818,029            | 55774             | 3355         |
| EXPRESS SCRIPTS INC  | COM            | 30218210     | 129,007,059       | 2,111,063       | 2,072,386             | 36437             | 2240         |
| MOLEX INC            | COM            | 60855410     | 128,746,612       | 4,504,780       | 4,497,267             | 6437              | 1076         |
| SAFECO CORP          | COM            | 78642910     | 128,520,333       | 3,635,653       | 3,616,604             | 12650             | 6399         |
| JDS UNIPHASE CORP    | COM            | 46612J10     | 128,186,391       | 35,607,331      | 35,525,217            | 79886             | 2228         |
| HUNTINGTON BANCSHARE | COM            | 44615010     | 128,143,997       | 6,455,617       | 6,437,607             | 17190             | 820          |
| CENTEX CORP          | COM            | 15231210     | 127,392,910       | 1,635,759       | 1,630,419             | 4840              | 500          |
| ROCKWELL AUTOMATION  | COM            | 77390310     | 125,177,797       | 4,768,678       | 4,731,592             | 17454             | 19632        |
| UST INC              | COM            | 90291110     | 125,076,087       | 3,555,318       | 3,532,332             | 18306             | 4680         |
| CONVERGYS CORP       | COM            | 21248510     | 125,071,042       | 6,819,577       | 6,725,976             | 25505             | 68096        |
| AUTONATION INC       | COM            | 05329W10     | 122,486,678       | 6,983,277       | 6,964,567             | 18070             | 640          |
| AES CORP             | COM            | 00130H10     | 122,299,155       | 16,482,366      | 16,444,481            | 37145             | 740          |
| KRAFT FOODS INC      | CL A           | 50075N10     | 122,228,382       | 4,143,335       | 3,924,291             | 186787            | 32257        |
| UNUMPROVIDENT CORP   | COM            | 91529Y10     | 122,214,172       | 8,274,487       | 8,247,859             | 22868             | 3760         |
| SIEBEL SYS INC       | COM            | 82617010     | 121,442,879       | 12,442,918      | 12,407,783            | 30750             | 4385         |
| PLUM CREEK TIMBER CO | COM            | 72925110     | 121,072,903       | 4,759,155       | 4,756,628             | 2527              |              |
| EXPRESSJET HOLDINGS  | CL A           | 30218U10     | 118,623,447       | 8,595,902       | 8,595,902             |                   |              |
| APARTMENT INVT & MGM | CL A           | 03748R10     | 117,463,543       | 2,984,338       | 2,982,798             | 1540              |              |
| GRAINGER W W INC     | COM            | 38480210     | 116,773,955       | 2,455,814       | 2,442,153             | 11661             | 2000         |
| HASBRO INC           | COM            | 41805610     | 116,626,357       | 6,243,381       | 6,228,524             | 14857             |              |
| M & T BK CORP        | COM            | 55261F10     | 116,122,793       | 1,330,158       | 1,290,333             | 9614              | 30211        |
| BECKMAN COULTER INC  | COM            | 07581110     | 115,603,654       | 2,538,508       | 2,523,854             | 1254              | 13400        |
| UNISYS CORP          | COM            | 90921410     | 115,095,745       | 8,506,707       | 8,481,242             | 24440             | 1025         |
| KB HOME              | COM            | 48666K10     | 112,120,708       | 1,879,328       | 1,873,008             | 6320              |              |
| PHELPS DODGE CORP    | COM            | 71726510     | 111,953,134       | 2,392,161       | 2,377,371             | 13916             | 874          |
| NABORS INDUSTRIES LT | SHS            | G6359F10     | 111,841,255       | 3,001,644       | 2,996,920             | 4724              |              |
| SIGMA ALDRICH CORP   | COM            | 82655210     | 111,278,295       | 2,133,812       | 2,095,200             | 36147             | 2465         |
| PROVIDIAN FINL CORP  | COM            | 74406A10     | 110,818,065       | 9,399,327       | 9,358,212             | 40895             | 220          |
| NOBLE CORPORATION    | SHS            | G6542210     | 110,782,247       | 3,259,260       | 3,140,058             | 99153             | 20049        |

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|                     |      |          |               |           |           |           |      |
|---------------------|------|----------|---------------|-----------|-----------|-----------|------|
| VULCAN MATLS CO     | COM  | 92916010 | 109,595,972   | 2,746,078 | 2,738,532 | 7546      |      |
| BLACK & DECKER CORP | COM  | 09179710 | 109,395,465   | 2,697,792 | 2,689,322 | 8370      | 100  |
| SONOCO PRODS CO     | COM  | 83549510 | 108,677,149   | 4,951,123 | 1,526,784 | 3,422,604 | 1735 |
| SUPERVALU INC       | COM  | 86853610 | 108,256,160   | 4,537,140 | 4,514,980 | 19950     | 2210 |
| LEGGETT & PLATT INC | COM  | 52466010 | 107,733,384   | 4,980,739 | 4,839,000 | 133809    | 7930 |
| MERCURY INTERACTIVE | COM  | 58940510 | 107,208,883   | 2,351,072 | 2,296,615 | 46563     | 7894 |
| JONES APPAREL GROUP | COM  | 48007410 | 107,177,594   | 3,580,942 | 3,575,840 | 4742      | 360  |
| COOPER INDS LTD     | CL A | G2418210 | 106,434,576   | 2,216,002 | 2,208,465 | 6437      | 1100 |
| Page Total          |      |          | 6,378,520,855 |           |           |           |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| DEAN FOODS CO NEW    | COM            | 24237010     | 106,190,307       | 3,422,182       | 3,414,838             | 5792              | 1552         |
| ENGELHARD CORP       | COM            | 29284510     | 106,056,093       | 3,832,891       | 3,822,243             | 8455              | 2193         |
| INVITROGEN CORP      | COM            | 46185R10     | 105,959,976       | 1,828,788       | 1,631,940             | 173113            | 23735        |
| LSI LOGIC CORP       | COM            | 50216110     | 104,625,053       | 11,637,937      | 11,618,097            | 19600             | 240          |
| BROWN FORMAN CORP    | CL B           | 11563720     | 104,140,513       | 1,316,235       | 1,313,795             | 2440              |              |
| NUCOR CORP           | COM            | 67034610     | 103,751,793       | 2,261,373       | 2,214,157             | 23211             | 24005        |
| ECHOSTAR COMMUNICATI | CL A           | 27876210     | 103,390,951       | 2,698,798       | 2,688,748             | 9950              | 100          |
| BANKNORTH GROUP INC  | COM            | 06646R10     | 103,203,841       | 3,657,117       | 2,680,413             | 936274            | 40430        |
| PACTIV CORP          | COM            | 69525710     | 101,676,031       | 5,013,611       | 4,995,711             | 17650             | 250          |
| ADVANCED MICRO DEVIC | COM            | 00790310     | 101,648,678       | 9,149,296       | 9,130,436             | 18620             | 240          |
| LIZ CLAIBORNE INC    | COM            | 53932010     | 100,631,676       | 2,955,409       | 2,943,489             | 10120             | 1800         |
| WATERS CORP          | COM            | 94184810     | 100,368,591       | 3,659,081       | 3,648,551             | 3130              | 7400         |
| THERMO ELECTRON CORP | COM            | 88355610     | 96,852,698        | 4,463,258       | 4,446,396             | 16372             | 490          |
| AMERICAN PWR CONVERS | COM            | 02906610     | 96,603,217        | 5,584,001       | 5,548,636             | 31400             | 3965         |
| PULTE HOMES INC      | COM            | 74586710     | 96,345,346        | 1,416,635       | 1,410,051             | 6395              | 189          |
| KING PHARMACEUTICALS | COM            | 49558210     | 96,066,877        | 6,341,048       | 6,327,095             | 13620             | 333          |
| BMC SOFTWARE INC     | COM            | 05592110     | 94,414,879        | 6,777,809       | 6,757,525             | 16414             | 3870         |
| WENDYS INTL INC      | COM            | 95059010     | 94,136,089        | 2,914,430       | 2,906,860             | 7570              |              |
| OLD REP INTL CORP    | COM            | 68022310     | 93,637,784        | 2,829,791       | 2,821,948             | 7143              | 700          |
| MCCORMICK & CO INC   | COM            |              |                   |                 |                       |                   |              |
|                      | NON VT         | 57978020     | 93,621,010        | 3,414,333       | 3,389,613             | 24120             | 600          |
| LUBRIZOL CORP        | COM            | 54927110     | 93,293,944        | 2,875,006       | 987263                | 1,887,543         | 200          |
| PINNACLE WEST CAP CO | COM            | 72348410     | 92,276,534        | 2,599,339       | 2,584,779             | 7060              | 7500         |
| NVR INC              | COM            | 62944T10     | 91,104,651        | 195294          | 194854                | 440               |              |
| FIDELITY NATL FINL I | COM            | 31632610     | 90,882,201        | 3,023,360       | 3,012,196             | 5793              | 5371         |
| GENERAL GROWTH PPTYS | COM            | 37002110     | 90,645,362        | 1,264,231       | 1,263,306             | 925               |              |
| HUMANA INC           | COM            | 44485910     | 89,577,023        | 4,962,716       | 4,954,612             | 7610              | 494          |
| TERADYNE INC         | COM            | 88077010     | 89,450,301        | 4,809,156       | 4,792,942             | 16094             | 120          |
| TEMPLE INLAND INC    | COM            | 87986810     | 89,103,378        | 1,835,291       | 1,451,688             | 383503            | 100          |
| CAREMARK RX INC      | COM            | 14170510     | 88,875,200        | 3,932,531       | 3,317,111             | 607402            | 8018         |
| GREENPOINT FINL CORP | COM            | 39538410     | 88,290,675        | 2,956,821       | 2,944,896             | 11475             | 450          |
| ROBERT HALF INTL INC | COM            | 77032310     | 88,079,004        | 4,516,872       | 4,490,581             | 24350             | 1941         |
| EQUIFAX INC          | COM            | 29442910     | 87,637,215        | 3,935,214       | 3,920,554             | 9660              | 5000         |
| JANUS CAP GROUP INC  | COM            | 47102X10     | 85,833,104        | 6,144,102       | 6,109,938             | 28830             | 5334         |
| GOODRICH CORP        | COM            | 38238810     | 85,403,725        | 3,523,256       | 3,509,068             | 13628             | 560          |

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| Company Name         | Share Type | Quantity | Fair Market Value | Shares    | Fair Market Value | Shares    | Fair Market Value |
|----------------------|------------|----------|-------------------|-----------|-------------------|-----------|-------------------|
| VORNADO RLTY TR      | SH BEN     |          |                   |           |                   |           |                   |
|                      | INT        | 92904210 | 84,392,300        | 1,756,709 | 1,755,634         | 1075      |                   |
| DARDEN RESTAURANTS I | COM        | 23719410 | 84,200,419        | 4,431,601 | 4,420,745         | 7306      | 3550              |
| CITIZENS COMMUNICATI | COM        | 17453B10 | 83,589,259        | 7,456,669 | 7,431,461         | 25008     | 200               |
| RLI CORP             | COM        | 74960710 | 83,193,778        | 2,527,150 | 342701            | 2,184,449 |                   |
| CENTERPOINT ENERGY I | COM        | 15189T10 | 82,706,339        | 9,019,230 | 8,987,424         | 27414     | 4392              |
| BALL CORP            | COM        | 05849810 | 82,664,982        | 1,530,833 | 1,526,253         | 4380      | 200               |
| FLUOR CORP NEW       | COM        | 34341210 | 82,638,466        | 2,213,728 | 2,206,183         | 7545      |                   |
| SOVEREIGN BANCORP IN | COM        | 84590510 | 80,436,732        | 4,336,212 | 4,309,438         | 19780     | 6994              |
| ENERGIZER HLDGS INC  | COM        | 29266R10 | 80,105,982        | 2,178,569 | 2,171,455         | 6814      | 300               |
| NORDSTROM INC        | COM        | 65566410 | 79,767,176        | 3,215,122 | 3,206,792         | 4250      | 4080              |
| COACH INC            | COM        | 18975410 | 79,672,047        | 1,459,195 | 1,442,321         | 11094     | 5780              |
| INTERNATIONAL FLAVOR | COM        | 45950610 | 79,462,328        | 2,402,126 | 2,392,481         | 4045      | 5600              |
| SABRE HLDGS CORP     | CL A       | 78590510 | 79,387,691        | 3,694,169 | 3,675,742         | 17497     | 930               |
| AFFILIATED COMPUTER  | CL A       | 00819010 | 78,503,519        | 1,612,313 | 1,608,483         | 3270      | 560               |
| DONNELLEY R R & SONS | COM        | 25786710 | 77,657,644        | 3,122,543 | 3,112,103         | 5080      | 5360              |
| NVIDIA CORP          | COM        | 67066G10 | 77,451,737        | 4,849,827 | 4,836,727         | 12520     | 580               |
| NCR CORP NEW         | COM        | 62886E10 | 77,396,106        | 2,442,288 | 2,397,699         | 44268     | 321               |
| SANDISK CORP         | COM        | 80004C10 | 76,778,904        | 1,204,942 | 1,195,842         | 8640      | 460               |
| Page Total           |            |          | 4,703,779,129     |           |                   |           |                   |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| ALBERTO CULVER CO    | CL B           |              |                   |                 |                       |                   |              |
|                      | CONV           | 01306810     | 76,636,754        | 1,302,903       | 1,301,133             | 1770              |              |
| TELLABS INC          | COM            | 87966410     | 76,299,679        | 11,200,775      | 11,174,645            | 25270             | 860          |
| ARCHSTONE SMITH TR   | COM            | 03958310     | 75,798,893        | 2,873,347       | 2,872,868             | 479               |              |
| REYNOLDS R J TOB HLD | COM            | 76182K10     | 75,630,846        | 1,912,768       | 1,898,520             | 13968             | 280          |
| NATIONAL COMMERCE FI | COM            | 63545P10     | 75,291,880        | 3,026,201       | 3,019,071             | 6340              | 790          |
| MANOR CARE INC NEW   | COM            | 56405510     | 75,142,020        | 2,504,734       | 2,499,129             | 5355              | 250          |
| PRECISION CASTPARTS  | COM            | 74018910     | 74,990,448        | 2,136,480       | 2,126,300             | 9880              | 300          |
| HEALTH NET INC       | COM            | 42222G10     | 74,780,122        | 2,361,229       | 2,353,494             | 7470              | 265          |
| LENNAR CORP          | CL A           | 52605710     | 74,683,611        | 960067          | 957339                | 2628              | 100          |
| ASHLAND INC          | COM            | 04420410     | 74,581,588        | 2,270,368       | 2,267,160             | 2670              | 538          |
| COMCAST CORP NEW     | CL A           |              |                   |                 |                       |                   |              |
|                      | SPL            | 20030N20     | 73,960,188        | 2,495,283       | 2,185,388             | 266869            | 43026        |
| PUBLIC STORAGE INC   | COM            | 74460D10     | 73,704,539        | 1,878,780       | 1,878,630             | 150               |              |
| LEGG MASON INC       | COM            | 52490110     | 73,544,869        | 1,018,627       | 1,011,492             | 4290              | 2845         |
| CBRL GROUP INC       | COM            | 12489V10     | 73,174,905        | 2,057,787       | 2,053,377             | 4210              | 200          |
| BOISE CASCADE CORP   | COM            | 09738310     | 73,047,208        | 2,646,638       | 1,409,905             | 1,236,400         | 333          |
| COMVERSE TECHNOLOGY  | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 20586240     | 72,981,055        | 4,875,154       | 4,831,369             | 40225             | 3560         |
| TECO ENERGY INC      | COM            | 87237510     | 72,756,274        | 5,264,564       | 5,200,762             | 26538             | 37264        |
| MICROCHIP TECHNOLOGY | COM            | 59501710     | 72,432,469        | 3,023,058       | 3,005,943             | 12090             | 5025         |
| IDEC PHARMACEUTICALS | COM            | 44937010     | 72,152,779        | 2,167,401       | 2,141,549             | 10479             | 15373        |
| MURPHY OIL CORP      | COM            | 62671710     | 71,847,783        | 1,222,941       | 1,195,784             | 15740             | 11417        |
| LEAR CORP            | COM            | 52186510     | 71,768,902        | 1,363,391       | 1,351,905             | 7766              | 3720         |
| CIENA CORP           | COM            | 17177910     | 71,441,627        | 12,191,404      | 12,163,203            | 27221             | 980          |

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|                      |         |          |               |           |           |        |           |
|----------------------|---------|----------|---------------|-----------|-----------|--------|-----------|
| SYNOPSYS INC         | COM     | 87160710 | 71,178,342    | 2,302,761 | 2,279,925 | 12016  | 10820     |
| SYMBOL TECHNOLOGIES  | COM     | 87150810 | 70,822,690    | 5,926,585 | 5,907,615 | 15220  | 3750      |
| FEDERATED INVS INC P | CL B    | 31421110 | 70,652,506    | 2,550,632 | 2,550,382 | 250    |           |
| BAUSCH & LOMB INC    | COM     | 07170710 | 70,446,137    | 1,595,609 | 1,593,219 | 1890   | 500       |
| PALL CORP            | COM     | 69642930 | 70,374,465    | 3,136,117 | 3,130,007 | 6110   |           |
| WASHINGTON POST CO   | CL B    | 93964010 | 69,820,345    | 104993    | 95889     | 2438   | 6666      |
| STANLEY WKS          | COM     | 85461610 | 69,139,293    | 2,342,117 | 2,319,113 | 22244  | 760       |
| MONSTER WORLDWIDE IN | COM     | 61174210 | 69,021,238    | 2,736,766 | 2,730,104 | 3862   | 2800      |
| CIT GROUP INC        | COM     | 12558110 | 67,986,281    | 2,363,918 | 2,357,598 | 6320   |           |
| BOSTON PROPERTIES IN | COM     | 10112110 | 67,837,934    | 1,560,569 | 1,559,319 | 1250   |           |
| SPX CORP             | COM     | 78463510 | 67,777,684    | 1,496,857 | 1,429,139 | 38280  | 29438     |
| STORAGE TECHNOLOGY C | COM     |          |               |           |           |        |           |
|                      | PAR \$0 | 86211120 | 67,750,165    | 2,806,552 | 2,791,052 | 15100  | 400       |
| EASTMAN CHEM CO      | COM     | 27743210 | 67,221,435    | 2,006,610 | 2,002,760 | 2344   | 1506      |
| MILLENNIUM PHARMACEU | COM     | 59990210 | 67,096,445    | 4,342,812 | 4,303,114 | 34230  | 5468      |
| TOYS R US INC        | COM     | 89233510 | 66,936,808    | 5,564,157 | 5,550,197 | 13820  | 140       |
| UNIONBANCAL CORP     | COM     | 90890610 | 66,682,736    | 1,344,410 | 1,338,540 | 5870   |           |
| VALERO ENERGY CORP N | COM     | 91913Y10 | 66,373,344    | 1,734,344 | 1,728,354 | 5661   | 329       |
| WILEY JOHN & SONS IN | CL A    | 96822320 | 66,154,712    | 2,545,391 | 487568    | 228560 | 1,829,263 |
| XTO ENERGY INC       | COM     | 98385X10 | 65,906,207    | 3,139,886 | 3,131,267 | 5311   | 3308      |
| ALLIED WASTE INDS IN | COM     |          |               |           |           |        |           |
|                      | PAR\$.0 | 01958930 | 65,696,810    | 6,083,038 | 6,038,498 | 39990  | 4550      |
| FOX ENTMT GROUP INC  | CL A    | 35138T10 | 65,572,005    | 2,342,694 | 2,336,104 | 6490   | 100       |
| ROWAN COS INC        | COM     | 77938210 | 65,551,173    | 2,666,850 | 2,627,330 | 33860  | 5660      |
| C D W CORP           | COM     | 12512N10 | 65,143,872    | 1,130,970 | 1,127,735 | 1810   | 1425      |
| NAVISTAR INTL CORP N | COM     | 63934E10 | 64,914,955    | 1,741,281 | 1,738,861 | 2320   | 100       |
| COMPASS BANCSHARES I | COM     | 20449H10 | 64,342,683    | 1,854,256 | 1,847,946 | 5910   | 400       |
| BARNES & NOBLE INC   | COM     | 06777410 | 63,890,802    | 2,514,396 | 2,508,766 | 2930   | 2700      |
| BRUNSWICK CORP       | COM     | 11704310 | 63,745,232    | 2,482,291 | 2,469,191 | 13100  |           |
| DUKE REALTY CORP     | COM     |          |               |           |           |        |           |
|                      | NEW     | 26441150 | 63,633,370    | 2,179,225 | 2,178,930 | 295    |           |
| RADIAN GROUP INC     | COM     | 75023610 | 63,389,613    | 1,427,694 | 1,423,564 | 3730   | 400       |
| POPULAR INC          | COM     | 73317410 | 63,165,027    | 1,587,061 | 1,586,811 | 250    |           |
| Page Total           |         |          | 3,634,872,748 |           |           |        |           |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| JUNIPER NETWORKS INC | COM            | 48203R10     | 62,772,510        | 4,184,834       | 4,171,454             | 13200             | 180          |
| BEMIS INC            | COM            | 08143710     | 62,218,641        | 1,404,484       | 1,387,699             | 6985              | 9800         |
| BARR LABS INC        | COM            | 06830610     | 61,935,703        | 908015          | 904443                | 1335              | 2237         |
| KIMCO REALTY CORP    | COM            | 49446R10     | 61,636,824        | 1,504,438       | 1,504,438             |                   |              |
| NEW YORK CMNTY BANCO | COM            | 64944510     | 61,137,970        | 1,940,272       | 1,935,340             | 1332              | 3600         |
| MINERALS TECHNOLOGIE | COM            | 60315810     | 61,058,469        | 1,199,577       | 1,199,577             |                   |              |
| DST SYS INC DEL      | COM            | 23332610     | 60,956,932        | 1,621,195       | 1,567,048             | 4700              | 49447        |
| ENSCO INTL INC       | COM            | 26874Q10     | 60,579,540        | 2,258,745       | 2,249,795             | 8650              | 300          |
| VARIAN MED SYS INC   | COM            | 92220P10     | 60,532,302        | 1,053,102       | 1,048,332             | 2610              | 2160         |
| DELUXE CORP          | COM            | 24801910     | 59,934,117        | 1,493,127       | 1,472,737             | 8800              | 11590        |
| SMITH INTL INC       | COM            | 83211010     | 59,909,218        | 1,665,070       | 1,649,470             | 12455             | 3145         |

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|                      |        |          |               |            |            |        |           |
|----------------------|--------|----------|---------------|------------|------------|--------|-----------|
| FLEXTRONICS INTL LTD | ORD    | Y2573F10 | 59,894,042    | 4,211,958  | 3,808,834  | 403124 |           |
| MICHAELS STORES INC  | COM    | 59408710 | 59,036,661    | 1,448,397  | 967277     | 479464 | 1656      |
| LAUDER ESTEE COS INC | CL A   | 51843910 | 59,010,288    | 1,730,507  | 1,579,651  | 138256 | 12600     |
| DOLLAR TREE STORES I | COM    | 25674710 | 58,992,005    | 1,758,331  | 1,738,003  | 19028  | 1300      |
| OXFORD HEALTH PLANS  | COM    | 69147110 | 58,865,056    | 1,424,959  | 1,420,604  | 4055   | 300       |
| ANDREW CORP          | COM    | 03442510 | 58,828,198    | 4,869,884  | 4,855,742  | 13892  | 250       |
| CAREER EDUCATION COR | COM    | 14166510 | 58,672,054    | 1,294,903  | 1,289,623  | 4280   | 1000      |
| TYSON FOODS INC      | CL A   | 90249410 | 58,612,073    | 4,148,059  | 4,136,794  | 9966   | 1299      |
| MILLIPORE CORP       | COM    | 60107310 | 58,534,752    | 1,270,837  | 1,266,697  | 1980   | 2160      |
| MAYTAG CORP          | COM    | 57859210 | 58,515,372    | 2,343,427  | 2,334,947  | 2040   | 6440      |
| COVENTRY HEALTH CARE | COM    | 22286210 | 58,425,741    | 1,107,807  | 1,100,583  | 5409   | 1815      |
| DANA CORP            | COM    | 23581110 | 58,425,401    | 3,786,481  | 3,777,765  | 6250   | 2466      |
| REPUBLIC SVCS INC    | COM    | 76075910 | 58,279,208    | 2,574,170  | 2,563,920  | 9850   | 400       |
| HILLENBRAND INDS INC | COM    | 43157310 | 58,128,115    | 1,030,275  | 1,026,005  | 3220   | 1050      |
| D R HORTON INC       | COM    | 23331A10 | 57,390,560    | 1,755,063  | 1,747,538  | 5429   | 2096      |
| AVALONBAY CMNTYS INC | COM    | 05348410 | 57,081,960    | 1,219,700  | 1,218,630  | 1070   |           |
| ROUSE CO             | COM    | 77927310 | 56,997,936    | 1,366,857  | 1,363,617  | 3240   |           |
| TEKTRONIX INC        | COM    | 87913110 | 56,828,747    | 2,296,111  | 2,294,161  | 1850   | 100       |
| MEREDITH CORP        | COM    | 58943310 | 56,303,668    | 1,219,486  | 1,216,692  | 990    | 1804      |
| CABOT CORP           | COM    | 12705510 | 56,178,869    | 1,970,497  | 854128     | 39230  | 1,077,139 |
| CADENCE DESIGN SYSTE | COM    | 12738710 | 56,113,826    | 4,187,599  | 4,169,709  | 16310  | 1580      |
| PMC-SIERRA INC       | COM    | 69344F10 | 55,994,781    | 4,245,245  | 4,239,085  | 6040   | 120       |
| BEA SYS INC          | COM    | 07332510 | 55,895,182    | 4,642,457  | 4,610,572  | 21395  | 10490     |
| COMPUWARE CORP       | COM    | 20563810 | 55,684,364    | 10,388,874 | 10,359,574 | 29060  | 240       |
| HIBERNIA CORP        | CL A   | 42865610 | 55,302,810    | 2,729,655  | 2,679,615  | 13340  | 36700     |
| PEOPLES ENERGY CORP  | COM    | 71103010 | 54,941,757    | 1,327,737  | 1,323,630  | 4107   |           |
| GENTEX CORP          | COM    | 37190110 | 54,454,162    | 1,563,427  | 1,228,241  | 211258 | 123928    |
| WISCONSIN ENERGY COR | COM    | 97665710 | 54,451,131    | 1,781,195  | 1,752,213  | 10670  | 18312     |
| ROSS STORES INC      | COM    | 77829610 | 54,356,972    | 1,171,739  | 1,168,479  | 2860   | 400       |
| MOHAWK INDS INC      | COM    | 60819010 | 53,624,152    | 751881     | 749300     | 2381   | 200       |
| GATEWAY INC          | COM    | 36762610 | 53,621,074    | 9,473,688  | 9,468,955  | 3255   | 1478      |
| LINCARE HLDGS INC    | COM    | 53279110 | 53,615,015    | 1,464,491  | 1,456,486  | 4605   | 3400      |
| DELTA AIR LINES INC  | COM    | 24736110 | 52,933,401    | 3,979,955  | 3,968,435  | 11420  | 100       |
| LIBERTY PPTY TR      | SH BEN |          |               |            |            |        |           |
|                      | INT    | 53117210 | 52,914,571    | 1,430,897  | 1,430,497  | 400    |           |
| UNITED STATES STL CO | COM    | 91290910 | 52,739,682    | 2,869,406  | 2,864,506  | 4800   | 100       |
| RAYONIER INC         | COM    | 75490710 | 52,561,166    | 1,294,610  | 1,292,545  | 1765   | 300       |
| ALLMERICA FINL CORP  | COM    | 01975410 | 52,514,812    | 2,205,578  | 1,260,886  | 941954 | 2738      |
| EXPEDITORS INTL WASH | COM    | 30213010 | 52,058,827    | 1,513,338  | 1,507,088  | 5890   | 360       |
| PERKINELMER INC      | COM    | 71404610 | 51,859,731    | 3,387,311  | 3,378,041  | 9150   | 120       |
| BRINKER INTL INC     | COM    | 10964110 | 51,726,348    | 1,550,550  | 1,509,047  | 30543  | 10960     |
| LABORATORY CORP AMER | COM    |          |               |            |            |        |           |
|                      | NEW    | 50540R40 | 51,569,996    | 1,796,864  | 1,791,024  | 5760   | 80        |
| Page Total           |        |          | 2,964,606,692 |            |            |        |           |

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SEC13F Report - September 30, 2003

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| RYDER SYS INC  | COM            | 78354910     | 51,480,701        | 1,755,822       | 1,753,952             | 1870              |              |

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|                           |               |               |            |            |           |       |
|---------------------------|---------------|---------------|------------|------------|-----------|-------|
| CONSTELLATION BRANDS CL A | 21036P10      | 51,280,124    | 1,681,867  | 1,647,106  | 25736     | 9025  |
| DIAL CORP NEW             | COM 25247D10  | 51,106,493    | 2,372,632  | 2,370,302  | 2030      | 300   |
| CALPINE CORP              | COM 13134710  | 50,895,780    | 10,408,135 | 10,369,965 | 27970     | 10200 |
| AUTODESK INC              | COM 05276910  | 50,842,977    | 2,987,249  | 2,967,799  | 16750     | 2700  |
| DIEBOLD INC               | COM 25365110  | 50,702,118    | 1,001,029  | 987685     | 5025      | 8319  |
| LOUISIANA PAC CORP        | COM 54634710  | 50,671,030    | 3,677,143  | 3,670,305  | 4180      | 2658  |
| PIONEER NAT RES CO        | COM 72378710  | 50,543,344    | 1,985,206  | 1,980,297  | 4130      | 779   |
| SCANA CORP NEW            | COM 80589M10  | 50,491,966    | 1,474,218  | 1,467,032  | 6586      | 600   |
| CARMAX INC                | COM 14313010  | 50,241,073    | 1,538,306  | 1,534,272  | 3644      | 390   |
| HOST MARRIOTT CORP N      | COM 44107P10  | 49,832,609    | 4,644,232  | 4,644,232  |           |       |
| DENTSPLY INTL INC NE      | COM 24903010  | 49,540,935    | 1,104,838  | 1,100,168  | 4510      | 160   |
| JETBLUE AWYS CORP         | COM 47714310  | 49,088,578    | 806317     | 805500     | 817       |       |
| L-3 COMMUNICATIONS H      | COM 50242410  | 48,962,633    | 1,132,084  | 1,129,704  | 2180      | 200   |
| MANPOWER INC              | COM 56418H10  | 48,958,273    | 1,319,630  | 1,315,710  | 3720      | 200   |
| PATTERSON DENTAL CO       | COM 70341210  | 48,712,219    | 845992     | 842852     | 2780      | 360   |
| EDWARDS LIFESCIENCES      | COM 28176E10  | 48,665,549    | 1,797,103  | 829592     | 967111    | 400   |
| DUN & BRADSTREET COR      | COM 26483E10  | 48,505,759    | 1,167,688  | 1,163,116  | 3847      | 725   |
| GTECH HLDGS CORP          | COM 40051810  | 48,484,089    | 1,131,484  | 1,130,964  | 280       | 240   |
| RENT A CTR INC NEW        | COM 76009N10  | 48,338,763    | 1,500,272  | 1,488,797  | 11225     | 250   |
| CIRCUIT CITY STORE I      | COM 17273710  | 48,212,717    | 5,059,047  | 5,048,297  | 10590     | 160   |
| TRAVELERS PPTY CAS C      | CL A 89420G10 | 48,079,479    | 3,027,675  | 901084     | 2,124,821 | 1770  |
| NOVELL INC                | COM 67000610  | 48,033,057    | 9,062,841  | 9,021,718  | 40883     | 240   |
| TCF FINL CORP             | COM 87227510  | 47,982,893    | 1,000,686  | 994759     | 3835      | 2092  |
| A D C TELECOMMUNICAT      | COM 00088610  | 47,793,589    | 20,494,678 | 20,466,628 | 27320     | 730   |
| UNITED DOMINION REAL      | COM 91019710  | 47,746,474    | 2,607,672  | 2,606,257  | 1415      |       |
| OMNICARE INC              | COM 68190410  | 47,524,303    | 1,317,923  | 1,314,483  | 3040      | 400   |
| COMMERCE BANCORP INC      | COM 20051910  | 47,491,362    | 991262     | 984300     | 3207      | 3755  |
| MERCANTILE BANKSHARE      | COM 58740510  | 47,408,600    | 1,185,215  | 1,178,018  | 6897      | 300   |
| PACIFICARE HEALTH SY      | COM 69511210  | 47,402,124    | 971355     | 963205     | 7500      | 650   |
| ADVANCEPCS                | COM 00790K10  | 47,381,817    | 1,039,759  | 1,037,889  | 1650      | 220   |
| MID ATLANTIC MED SVC      | COM 59523C10  | 47,094,399    | 915699     | 913016     | 680       | 2003  |
| MARTIN MARIETTA MATL      | COM 57328410  | 46,837,411    | 1,284,977  | 1,283,317  | 1560      | 100   |
| NICOR INC                 | COM 65408610  | 46,694,137    | 1,328,803  | 1,327,303  | 1300      | 200   |
| SMURFIT-STONE CONTAI      | COM 83272710  | 46,487,169    | 3,111,591  | 3,098,799  | 12192     | 600   |
| ZALE CORP NEW             | COM 98885810  | 46,375,675    | 1,044,262  | 1,043,462  | 600       | 200   |
| ENERGY EAST CORP          | COM 29266M10  | 46,321,112    | 2,065,141  | 2,049,735  | 8406      | 7000  |
| TELEPHONE & DATA SYS      | COM 87943310  | 46,308,182    | 819034     | 810384     | 8420      | 230   |
| REEBOK INTL LTD           | COM 75811010  | 46,188,024    | 1,381,634  | 1,376,294  | 1890      | 3450  |
| WESTWOOD ONE INC          | COM 96181510  | 45,904,196    | 1,520,510  | 1,508,843  | 9906      | 1761  |
| CUMMINS INC               | COM 23102110  | 45,883,527    | 1,032,715  | 1,030,945  | 1770      |       |
| ADVANCED AUTO PARTS       | COM 00751Y10  | 45,668,249    | 644122     | 643022     | 400       | 700   |
| AGERE SYS INC             | CL B 00845V20 | 45,567,514    | 15,767,306 | 15,599,953 | 163286    | 4067  |
| AMB PROPERTY CORP         | COM 00163T10  | 45,439,820    | 1,474,840  | 1,474,760  | 80        |       |
| E TRADE GROUP INC         | COM 26924610  | 45,303,012    | 4,892,334  | 4,881,294  | 8300      | 2740  |
| DEVELOPERS DIVERSIFI      | COM 25159110  | 45,157,256    | 1,511,793  | 1,510,878  | 915       |       |
| PMI GROUP INC             | COM 69344M10  | 45,000,765    | 1,333,356  | 1,328,176  | 4980      | 200   |
| COORS ADOLPH CO           | CL B 21701610 | 44,899,921    | 835192     | 831272     | 3720      | 200   |
| CHOICEPOINT INC           | COM 17038810  | 44,662,200    | 1,333,200  | 1,328,998  | 1887      | 2315  |
| RYLAND GROUP INC          | COM 78376410  | 44,550,894    | 609368     | 608268     | 1100      |       |
| INTERSIL CORP             | CL A 46069S10 | 44,177,964    | 1,856,217  | 1,849,987  | 5950      | 280   |
| PHARMACEUTICAL RES I      | COM 71712510  | 44,130,153    | 646880     | 644740     | 2040      | 100   |
| Page Total                |               | 2,481,053,008 |            |            |           |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| BIG LOTS INC         | COM            | 08930210     | 44,093,362        | 2,788,954       | 2,784,594             | 4260              | 100          |
| PETSMART INC         | COM            | 71676810     | 43,944,507        | 1,930,778       | 1,919,098             | 11500             | 180          |
| EDWARDS AG INC       | COM            | 28176010     | 43,465,370        | 1,131,616       | 1,126,886             | 4230              | 500          |
| UNITED ONLINE INC    | COM            | 91126810     | 43,219,025        | 1,242,283       | 1,242,083             | 200               |              |
| BERKLEY W R CORP     | COM            | 08442310     | 43,145,536        | 1,259,356       | 1,259,056             | 300               |              |
| ALLEGHENY ENERGY INC | COM            | 01736110     | 43,104,495        | 4,716,028       | 4,689,760             | 25680             | 588          |
| WHOLE FOODS MKT INC  | COM            | 96683710     | 43,051,142        | 779912          | 774017                | 4530              | 1365         |
| SERVICEMASTER CO     | COM            | 81760N10     | 43,012,597        | 4,192,261       | 4,175,485             | 16556             | 220          |
| POGO PRODUCING CO    | COM            | 73044810     | 42,840,721        | 946129          | 939129                | 1760              | 5240         |
| ARAMARK CORP         | CL B           | 03852110     | 42,754,719        | 1,708,139       | 1,706,959             | 1180              |              |
| PARK PL ENTMT CORP   | COM            | 70069010     | 42,463,661        | 4,712,948       | 4,701,248             | 11700             |              |
| SCHEIN HENRY INC     | COM            | 80640710     | 42,329,251        | 746416          | 745476                | 840               | 100          |
| DORAL FINL CORP      | COM            | 25811P10     | 42,325,521        | 900543          | 900243                | 300               |              |
| IVAX CORP            | COM            | 46582310     | 42,219,870        | 2,154,075       | 2,144,618             | 7032              | 2425         |
| PEPCO HOLDINGS INC   | COM            | 71329110     | 42,147,388        | 2,439,085       | 2,429,496             | 8203              | 1386         |
| MACK CALI RLTY CORP  | COM            | 55448910     | 42,033,768        | 1,072,290       | 1,072,010             | 280               |              |
| FISHER SCIENTIFIC IN | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 33803220     | 41,557,216        | 1,047,045       | 1,045,785             | 1160              | 100          |
| FOUNDRY NETWORKS INC | COM            | 35063R10     | 41,151,043        | 1,914,002       | 1,905,222             | 8680              | 100          |
| OUTBACK STEAKHOUSE I | COM            | 68989910     | 41,107,165        | 1,085,481       | 1,063,971             | 16685             | 4825         |
| VISHAY INTERTECHNOLO | COM            | 92829810     | 41,002,879        | 2,340,347       | 2,250,068             | 73600             | 16679        |
| SEI INVESTMENTS CO   | COM            | 78411710     | 40,762,853        | 1,252,315       | 1,237,783             | 13647             | 885          |
| WESTERN DIGITAL CORP | COM            | 95810210     | 40,252,041        | 3,122,734       | 3,112,234             | 10500             |              |
| LAM RESEARCH CORP    | COM            | 51280710     | 40,216,537        | 1,809,111       | 1,803,831             | 4780              | 500          |
| FAIR ISAAC CORP      | COM            | 30325010     | 40,158,422        | 681113          | 677088                | 1950              | 2075         |
| UNITED STATIONERS IN | COM            | 91300410     | 40,074,231        | 1,063,259       | 1,058,039             | 5220              |              |
| AMERICAN GREETINGS C | CL A           | 02637510     | 39,990,359        | 2,058,176       | 2,053,916             | 4260              |              |
| NEW PLAN EXCEL RLTY  | COM            | 64805310     | 39,960,432        | 1,715,040       | 1,714,990             | 50                |              |
| ARROW ELECTRS INC    | COM            | 04273510     | 39,920,515        | 2,170,773       | 2,148,153             | 22320             | 300          |
| WINN DIXIE STORES IN | COM            | 97428010     | 39,813,477        | 4,125,749       | 4,122,659             | 2990              | 100          |
| UBS AG               | NAMEN          |              |                   |                 |                       |                   |              |
|                      | AKT            | H8920M85     | 39,708,782        | 706185          | 147625                | 558560            |              |
| BENCHMARK ELECTRS IN | COM            | 08160H10     | 39,682,653        | 938790          | 900515                | 38275             |              |
| ISTAR FINL INC       | COM            | 45031U10     | 39,536,664        | 1,015,062       | 1,015,062             |                   |              |
| CHICOS FAS INC       | COM            | 16861510     | 39,375,004        | 1,285,085       | 1,237,649             | 42541             | 4895         |
| SNAP ON INC          | COM            | 83303410     | 39,229,128        | 1,418,775       | 1,415,465             | 3310              |              |
| HOSPITALITY PPTYS TR | COM SH         |              |                   |                 |                       |                   |              |
|                      | BEN            | 44106M10     | 39,127,635        | 1,115,383       | 1,115,283             | 100               |              |
| VERISIGN INC         | COM            | 92343E10     | 38,836,555        | 2,885,331       | 2,869,313             | 15785             | 233          |
| HERCULES INC         | COM            | 42705610     | 38,798,395        | 3,424,395       | 3,417,255             | 7140              |              |
| CERIDIAN CORP NEW    | COM            | 15677910     | 38,796,687        | 2,083,603       | 2,079,233             | 4070              | 300          |
| ABERCROMBIE & FITCH  | CL A           | 00289620     | 38,691,583        | 1,396,304       | 1,384,293             | 9861              | 2150         |
| C H ROBINSON WORLDWI | COM            | 12541W10     | 38,495,230        | 1,033,429       | 1,029,619             | 3510              | 300          |
| CHELSEA PPTY GROUP I | COM            | 16342110     | 38,491,577        | 803582          | 802997                | 585               |              |
| FASTENAL CO          | COM            | 31190010     | 38,489,896        | 1,019,060       | 994434                | 10351             | 14275        |
| AVNET INC            | COM            | 05380710     | 38,452,546        | 2,327,636       | 2,318,000             | 7964              | 1672         |
| ONEOK INC NEW        | COM            | 68268010     | 38,096,309        | 1,888,761       | 1,874,591             | 13970             | 200          |
| QUESTAR CORP         | COM            | 74835610     | 38,041,784        | 1,234,722       | 1,126,598             | 102024            | 6100         |
| JEFFERIES GROUP INC  | COM            | 47231910     | 37,509,147        | 1,304,666       | 1,301,786             | 2880              |              |
| UTSTARCOM INC        | COM            | 91807610     | 37,420,395        | 1,176,742       | 1,173,882             | 1610              | 1250         |
| EQUITABLE RES INC    | COM            | 29454910     | 37,274,124        | 906913          | 899169                | 3820              | 3924         |
| DPL INC              | COM            | 23329310     | 37,155,955        | 2,166,528       | 2,157,084             | 8720              | 724          |
| ITT EDUCATIONAL SERV | COM            | 45068B10     | 37,038,230        | 772918          | 772418                | 100               | 400          |
| CABOT MICROELECTRONI | COM            | 12709P10     | 36,964,577        | 664472          | 413061                | 22456             | 228955       |
| FIRST HEALTH GROUP C | COM            | 32096010     | 36,935,740        | 1,406,540       | 1,401,290             | 4770              | 480          |

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| Name of Issuer          | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-------------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                         |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| YORK INTL CORP NEW      | COM            | 98667010     | 36,846,271        | 1,065,229       | 1,061,939             | 3090              | 200          |
| DYNEGY INC NEW          | CL A           | 26816Q10     | 36,671,076        | 10,186,410      | 10,168,615            | 17635             | 160          |
| ALLIANT ENERGY CORP     | COM            | 01880210     | 36,476,858        | 1,658,039       | 1,640,189             | 13250             | 4600         |
| CELGENE CORP            | COM            | 15102010     | 36,459,033        | 842010          | 838490                | 3420              | 100          |
| WILLIAMS SONOMA INC     | COM            | 96990410     | 36,350,666        | 1,347,319       | 1,341,749             | 1940              | 3630         |
| ASSOCIATED BANC CORP    | COM            | 04548710     | 36,344,088        | 959200          | 956580                | 2422              | 198          |
| CRANE CO                | COM            | 22439910     | 36,232,967        | 1,547,756       | 1,545,206             | 2550              |              |
| PROTECTIVE LIFE CORP    | COM            | 74367410     | 36,092,649        | 1,209,134       | 1,206,109             | 1100              | 1925         |
| ADTRAN INC              | COM            | 00738A10     | 35,954,145        | 586432          | 585332                | 1000              | 100          |
| PATINA OIL & GAS COR    | COM            | 70322410     | 35,944,390        | 991843          | 991443                | 400               |              |
| CMS ENERGY CORP         | COM            | 12589610     | 35,908,622        | 4,872,269       | 4,871,349             | 920               |              |
| BOWATER INC             | COM            | 10218310     | 35,873,352        | 852909          | 849369                | 540               | 3000         |
| APPLIED MICRO CIRCUIT   | COM            | 03822W10     | 35,840,240        | 7,374,535       | 7,348,487             | 15868             | 10180        |
| UNIVERSAL HLTH SVCS     | CL B           | 91390310     | 35,635,944        | 720646          | 718836                | 1490              | 320          |
| NSTAR                   | COM            | 67019E10     | 35,430,867        | 745913          | 724962                | 10581             | 10370        |
| DILLARDS INC            | CL A           | 25406710     | 35,324,566        | 2,526,793       | 2,523,383             | 3310              | 100          |
| GALLAGHER ARTHUR J & F  | COM            | 36357610     | 34,793,336        | 1,230,316       | 1,211,316             | 3400              | 15600        |
| OVERTURE SVCS INC       | COM            | 69039R10     | 34,764,078        | 1,320,322       | 1,319,602             | 720               |              |
| COOPER CAMERON CORP     | COM            | 21664010     | 34,746,130        | 751918          | 751078                | 840               |              |
| COOPER TIRE & RUBBER CO | COM            | 21683110     | 34,743,111        | 2,189,232       | 2,181,087             | 7345              | 800          |
| JACOBS ENGR GROUP INC   | COM            | 46981410     | 34,729,164        | 770048          | 767558                | 2290              | 200          |
| SCRIPPS E W CO OHIO     | CL A           | 81105420     | 34,703,524        | 407797          | 406137                | 1660              |              |
| NORTHEAST UTILS         | COM            | 66439710     | 34,645,596        | 1,933,348       | 1,921,496             | 10292             | 1560         |
| CYTYC CORP              | COM            | 23294610     | 34,638,531        | 2,307,697       | 2,297,947             | 9650              | 100          |
| BELO CORP               | COM            |              |                   |                 |                       |                   |              |
|                         | SER A          | 08055510     | 34,277,205        | 1,413,493       | 1,410,143             | 2950              | 400          |
| ASTORIA FINL CORP       | COM            | 04626510     | 34,269,614        | 1,109,049       | 1,101,449             | 7000              | 600          |
| COMMERCE BANCSHARES     | COM            | 20052510     | 34,110,562        | 779670          | 734877                | 42538             | 2255         |
| GOODYEAR TIRE & RUBBER  | COM            | 38255010     | 34,105,704        | 5,191,127       | 5,173,297             | 17830             |              |
| COMMERCIAL FEDERAL C    | COM            | 20164710     | 34,077,094        | 1,399,470       | 1,399,270             | 100               | 100          |
| AVID TECHNOLOGY INC     | COM            | 05367P10     | 33,980,579        | 641143          | 641043                |                   | 100          |
| FLAGSTAR BANCORP INC    | COM            | 33793010     | 33,921,867        | 1,478,077       | 1,473,127             | 4950              |              |
| TITAN CORP              | COM            | 88826610     | 33,792,372        | 1,621,515       | 1,619,715             | 1700              | 100          |
| DAVITA INC              | COM            | 23918K10     | 33,780,606        | 1,061,282       | 1,055,021             | 1760              | 4501         |
| ALLETE INC              | COM            | 01852210     | 33,635,809        | 1,228,481       | 1,220,181             | 6020              | 2280         |
| CNF INC                 | COM            | 12612W10     | 33,447,187        | 1,043,594       | 1,042,494             | 1000              | 100          |
| MDU RES GROUP INC       | COM            | 55269010     | 33,444,969        | 990082          | 961652                | 14880             | 13550        |
| CORINTHIAN COLLEGES     | COM            | 21886810     | 33,354,410        | 584038          | 581929                | 1709              | 400          |
| NEUBERGER BERMAN INC    | COM            | 64123410     | 33,156,308        | 791887          | 789067                | 2820              |              |
| OGE ENERGY CORP         | COM            | 67083710     | 33,069,071        | 1,463,881       | 1,454,803             | 7478              | 1600         |
| HARRIS CORP DEL         | COM            | 41387510     | 32,908,403        | 919486          | 913426                | 5760              | 300          |
| INTERNATIONAL RECTIFIER | COM            | 46025410     | 32,803,467        | 876161          | 871436                | 4165              | 560          |
| BRIGGS & STRATTON CO    | COM            | 10904310     | 32,743,069        | 557234          | 556634                | 600               |              |
| BJS WHOLESALE CLUB INC  | COM            | 05548J10     | 32,684,976        | 1,687,402       | 1,681,384             | 5918              | 100          |

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|                      |        |          |               |           |           |       |      |
|----------------------|--------|----------|---------------|-----------|-----------|-------|------|
| RF MICRODEVICES INC  | COM    | 74994110 | 32,673,674    | 3,536,112 | 3,526,572 | 9440  | 100  |
| VARIAN INC           | COM    | 92220610 | 32,643,716    | 1,040,603 | 1,040,503 | 100   |      |
| CARLISLE COS INC     | COM    | 14233910 | 32,561,326    | 746477    | 745877    | 600   |      |
| HARTE-HANKS INC      | COM    | 41619610 | 32,530,335    | 1,764,118 | 1,761,768 | 2050  | 300  |
| AFFILIATED MANAGERS  | COM    | 00825210 | 32,506,661    | 517622    | 495307    | 17550 | 4765 |
| HARMAN INTL INDS INC | COM    | 41308610 | 32,397,375    | 329409    | 327168    | 1260  | 981  |
| HORMEL FOODS CORP    | COM    | 44045210 | 32,324,196    | 1,406,623 | 1,402,988 | 3510  | 125  |
| AUTOLIV INC          | COM    | 05280010 | 32,280,874    | 1,069,966 | 1,042,212 | 22989 | 4765 |
| WEINGARTEN RLTY INVS | SH BEN |          |               |           |           |       |      |
|                      | INT    | 94874110 | 32,231,475    | 716255    | 716255    |       |      |
| Page Total           |        |          | 1,784,862,108 |           |           |       |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| OFFICEMAX INC        | COM            | 67622M10     | 32,186,128        | 3,435,019       | 3,435,019             |                   |              |
| ANNTAYLOR STORES COR | COM            | 03611510     | 32,185,349        | 1,001,411       | 1,000,471             | 790               | 150          |
| P F CHANGS CHINA BIS | COM            | 69333Y10     | 32,132,606        | 708547          | 692767                | 13240             | 2540         |
| SL GREEN RLTY CORP   | COM            | 78440X10     | 31,880,652        | 882876          | 882021                | 855               |              |
| PUGET ENERGY INC NEW | COM            | 74531010     | 31,880,005        | 1,421,311       | 1,411,556             | 9380              | 375          |
| ENERGEN CORP         | COM            | 29265N10     | 31,850,773        | 880342          | 878342                | 500               | 1500         |
| AMR CORP             | COM            | 00176510     | 31,840,022        | 2,780,788       | 2,777,538             | 3110              | 140          |
| BLOCKBUSTER INC      | CL A           | 09367910     | 31,813,845        | 1,514,945       | 1,514,845             | 100               |              |
| VALSPAR CORP         | COM            | 92035510     | 31,703,013        | 679593          | 677553                | 1540              | 500          |
| MILLS CORP           | COM            | 60114810     | 31,661,285        | 804607          | 803792                | 815               |              |
| SYBASE INC           | COM            | 87113010     | 31,645,063        | 1,860,380       | 1,855,375             | 4905              | 100          |
| GEN-PROBE INC NEW    | COM            | 36866T10     | 31,641,509        | 584115          | 583915                | 200               |              |
| GREAT PLAINS ENERGY  | COM            | 39116410     | 31,497,810        | 1,038,846       | 1,035,746             | 2400              | 700          |
| INAMED CORP          | COM            | 45323510     | 31,476,039        | 428362          | 428342                | 20                |              |
| LANDAMERICA FINL GRO | COM            | 51493610     | 31,417,681        | 685377          | 685277                | 100               |              |
| MGM MIRAGE           | COM            | 55295310     | 31,314,431        | 856756          | 852306                | 2900              | 1550         |
| EATON VANCE CORP     | COM            |              |                   |                 |                       |                   |              |
|                      | NON VT         | 27826510     | 31,301,054        | 934918          | 932038                | 2840              | 40           |
| CORN PRODS INTL INC  | COM            | 21902310     | 31,093,403        | 976245          | 970313                | 1640              | 4292         |
| PAN PACIFIC RETAIL P | COM            | 69806L10     | 30,922,762        | 719134          | 714083                | 5051              |              |
| WEBSTER FINL CORP CO | COM            | 94789010     | 30,904,048        | 774926          | 766017                | 8655              | 254          |
| COVANCE INC          | COM            | 22281610     | 30,831,963        | 1,377,657       | 1,324,742             | 44075             | 8840         |
| SEPRACOR INC         | COM            | 81731510     | 30,780,943        | 1,114,444       | 1,081,164             | 3380              | 29900        |
| NBTY INC             | COM            | 62878210     | 30,758,931        | 1,317,299       | 1,317,139             |                   | 160          |
| WORTHINGTON INDS INC | COM            | 98181110     | 30,694,303        | 2,443,814       | 2,429,839             | 11975             | 2000         |
| WASHINGTON FED INC   | COM            | 93882410     | 30,621,981        | 1,215,158       | 1,206,606             | 3412              | 5140         |
| HON INDS INC         | COM            | 43809210     | 30,599,553        | 827910          | 824070                | 3640              | 200          |
| 3COM CORP            | COM            | 88553510     | 30,493,714        | 5,159,681       | 5,134,888             | 14308             | 10485        |
| AMERITRADE HLDG CORP | COM            | 03074K10     | 30,493,274        | 2,665,496       | 2,664,816             | 680               |              |
| MANDALAY RESORT GROU | COM            | 56256710     | 30,370,452        | 766737          | 736332                | 26475             | 3930         |
| TRIAD HOSPITALS INC  | COM            | 89579K10     | 30,345,132        | 1,002,151       | 997506                | 4543              | 102          |
| MERCURY GENL CORP NE | COM            | 58940010     | 30,333,972        | 677400          | 306960                | 361840            | 8600         |
| NETWORKS ASSOCS INC  | COM            | 64093810     | 30,259,684        | 2,199,105       | 2,193,585             | 5020              | 500          |
| NEW CENTURY FINANCIA | COM            | 64352D10     | 30,201,737        | 1,064,566       | 1,048,196             | 13370             | 3000         |

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|                      |     |          |               |           |           |       |       |
|----------------------|-----|----------|---------------|-----------|-----------|-------|-------|
| NOBLE ENERGY INC     | COM | 65504410 | 30,201,120    | 788541    | 764425    | 5735  | 18381 |
| CERTEGY INC          | COM | 15688010 | 30,080,391    | 936792    | 934207    | 2325  | 260   |
| CITY NATL CORP       | COM | 17856610 | 30,053,354    | 589744    | 589444    | 300   |       |
| CENTERPOINT PPTYS TR | COM | 15189510 | 30,008,312    | 440586    | 440041    | 545   |       |
| VIAD CORP            | COM | 92552R10 | 29,999,727    | 1,256,270 | 1,233,330 | 1740  | 21200 |
| TAKE-TWO INTERACTIVE | COM | 87405410 | 29,930,103    | 876174    | 874614    | 1560  |       |
| STANCORP FINL GROUP  | COM | 85289110 | 29,870,438    | 519938    | 519548    | 390   |       |
| PATTERSON UTI ENERGY | COM | 70348110 | 29,847,950    | 1,102,621 | 1,098,394 | 2825  | 1402  |
| ALLIED CAP CORP NEW  | COM | 01903Q10 | 29,830,301    | 1,213,107 | 1,193,370 | 8960  | 10777 |
| KRISPY KREME DOUGHNU | COM | 50101410 | 29,813,437    | 774375    | 771320    | 2030  | 1025  |
| DEVRY INC DEL        | COM | 25189310 | 29,792,175    | 1,259,179 | 1,257,089 | 1790  | 300   |
| PRIDE INTL INC DEL   | COM | 74153Q10 | 29,766,352    | 1,756,127 | 1,750,697 | 4870  | 560   |
| LEVEL 3 COMMUNICATIO | COM | 52729N10 | 29,642,017    | 5,469,007 | 5,455,827 | 10460 | 2720  |
| PACIFIC SUNWEAR CALI | COM | 69487310 | 29,554,315    | 1,430,509 | 1,423,659 | 5625  | 1225  |
| WEBMD CORP           | COM | 94769M10 | 29,529,084    | 3,299,339 | 3,283,296 | 12000 | 4043  |
| ESSEX PPTY TR INC    | COM | 29717810 | 29,397,570    | 468786    | 468366    | 420   |       |
| NATIONAL FUEL GAS CO | COM | 63618010 | 29,359,393    | 1,284,875 | 1,267,715 | 16360 | 800   |
| DONALDSON INC        | COM | 25765110 | 29,322,785    | 544022    | 538647    | 5375  |       |
| CYPRESS SEMICONDUCTO | COM | 23280610 | 29,268,249    | 1,655,444 | 1,645,724 | 9500  | 220   |
| Page Total           |     |          | 1,594,400,190 |           |           |       |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| MACERICH CO          | COM            | 55438210     | 29,182,939        | 773058          | 772958                | 100               |              |
| LEE ENTERPRISES INC  | COM            | 52376810     | 29,035,872        | 750863          | 748403                | 2460              |              |
| GRACO INC            | COM            | 38410910     | 29,032,158        | 773160          | 767868                | 4682              | 610          |
| IDEXX LABS INC       | COM            | 45168D10     | 29,018,546        | 681987          | 673324                | 700               | 7963         |
| CEPHALON INC         | COM            | 15670810     | 28,775,508        | 627054          | 619238                | 6011              | 1805         |
| HEALTH CARE PPTY INV | COM            | 42191510     | 28,742,729        | 615476          | 615476                |                   |              |
| AMKOR TECHNOLOGY INC | COM            | 03165210     | 28,732,719        | 2,022,007       | 2,018,537             | 220               | 3250         |
| AGL RES INC          | COM            | 00120410     | 28,662,693        | 1,017,490       | 1,016,840             | 650               |              |
| GREAT LAKES CHEM COR | COM            | 39056810     | 28,510,590        | 1,417,732       | 1,416,632             | 1100              |              |
| FIRSTMERIT CORP      | COM            | 33791510     | 28,450,455        | 1,149,978       | 1,112,158             | 37420             | 400          |
| PENTAIR INC          | COM            | 70963110     | 28,410,405        | 712576          | 710876                | 1700              |              |
| FIRST AMERN CORP CAL | COM            | 31852230     | 28,336,473        | 1,138,011       | 1,136,911             | 940               | 160          |
| HIGHWOODS PPTYS INC  | COM            | 43128410     | 28,317,787        | 1,186,831       | 1,186,831             |                   |              |
| PRENTISS PPTYS TR    | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 74070610     | 28,281,858        | 912318          | 911838                | 480               |              |
| SMUCKER J M CO       | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 83269640     | 28,247,579        | 670009          | 658321                | 2426              | 9262         |
| BORDERS GROUP INC    | COM            | 09970910     | 28,227,031        | 1,491,915       | 1,488,771             | 2844              | 300          |
| BANTA CORP           | COM            | 06682110     | 28,196,136        | 783226          | 777906                | 4420              | 900          |
| HILB ROGAL & HAMILTO | COM            | 43129410     | 28,148,127        | 906834          | 889614                | 14010             | 3210         |
| DYCOM INDS INC       | COM            | 26747510     | 28,125,415        | 1,379,373       | 1,378,453             | 920               |              |
| INVESTORS FINL SERVI | COM            | 46191510     | 28,049,278        | 889324          | 889004                | 320               |              |
| ADVANCED FIBRE COMMU | COM            | 00754A10     | 28,010,757        | 1,337,029       | 1,331,859             | 2420              | 2750         |
| CYMER INC            | COM            | 23257210     | 28,009,174        | 680495          | 679295                | 1100              | 100          |
| VISTEON CORP         | COM            | 92839U10     | 27,935,100        | 4,232,591       | 4,226,439             | 6152              |              |

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|                           |              |               |           |           |       |           |
|---------------------------|--------------|---------------|-----------|-----------|-------|-----------|
| WILEY JOHN & SONS IN CL B | 96822330     | 27,919,112    | 1,077,958 |           | 4000  | 1,073,958 |
| AIRGAS INC COM            | 00936310     | 27,908,495    | 1,567,893 | 1,567,843 | 50    |           |
| KILROY RLTY CORP COM      | 49427F10     | 27,886,526    | 976761    | 976461    | 300   |           |
| WEATHERFORD INTERNAT COM  | G9508910     | 27,772,418    | 735109    | 728024    | 6135  | 950       |
| ACTIVISION INC NEW        |              |               |           |           |       |           |
|                           | NEW 00493020 | 27,761,985    | 2,319,297 | 2,318,997 | 300   |           |
| VALLEY NATL BANCORP COM   | 91979410     | 27,711,407    | 995381    | 988610    | 6660  | 111       |
| THOMAS & BETTS CORP COM   | 88431510     | 27,590,522    | 1,740,727 | 1,737,663 | 2064  | 1000      |
| CACI INTL INC CL A        | 12719030     | 27,580,359    | 643649    | 643549    | 100   |           |
| AMERUS GROUP CO COM       | 03072M10     | 27,572,980    | 810970    | 808910    | 2060  |           |
| WESTAR ENERGY INC COM     | 95709T10     | 27,509,706    | 1,491,041 | 1,482,021 | 8820  | 200       |
| FIRST INDUSTRIAL REA COM  | 32054K10     | 27,489,858    | 857183    | 857003    | 180   |           |
| SEMTECH CORP COM          | 81685010     | 27,444,795    | 1,482,701 | 1,481,191 | 1410  | 100       |
| CYTEC INDS INC COM        | 23282010     | 27,442,196    | 751841    | 750511    | 1030  | 300       |
| SMITHFIELD FOODS INC COM  | 83224810     | 27,421,324    | 1,428,194 | 1,425,184 | 2810  | 200       |
| BANK HAWAII CORP COM      | 06254010     | 27,367,061    | 814981    | 808581    | 6400  |           |
| VENTAS INC COM            | 92276F10     | 27,339,219    | 1,596,917 | 1,596,797 | 120   |           |
| CONEXANT SYSTEMS INC COM  | 20714210     | 27,230,695    | 4,811,077 | 4,788,372 | 9500  | 13205     |
| AMYLIN PHARMACEUTICA COM  | 03234610     | 27,222,950    | 962622    | 959736    | 1900  | 986       |
| VECTREN CORP COM          | 92240G10     | 27,207,689    | 1,151,892 | 1,146,592 | 3000  | 2300      |
| PNM RES INC COM           | 69349H10     | 27,083,920    | 965903    | 965661    | 40    | 202       |
| ELECTRONICS FOR IMAG COM  | 28608210     | 27,073,578    | 1,160,462 | 1,154,039 | 2000  | 4423      |
| PEDIATRIX MED GROUP COM   | 70532410     | 26,901,212    | 584174    | 584174    |       |           |
| READERS DIGEST ASSN COM   | 75526710     | 26,875,881    | 1,921,078 | 1,911,678 | 7500  | 1900      |
| APTARGROUP INC COM        | 03833610     | 26,857,263    | 732005    | 548585    | 98550 | 84870     |
| ALEXANDRIA REAL ESTA COM  | 01527110     | 26,796,513    | 557912    | 556422    | 1490  |           |
| SILICON LABORATORIES COM  | 82691910     | 26,669,318    | 593707    | 592907    | 800   |           |
| KRONOS INC COM            | 50105210     | 26,641,031    | 503516    | 502556    | 960   |           |
| TETRA TECH INC NEW COM    | 88162G10     | 26,468,864    | 1,324,768 | 1,324,768 |       |           |
| REYNOLDS & REYNOLDS CL A  | 76169510     | 26,451,829    | 960139    | 958319    | 1620  | 200       |
| Page Total                |              | 1,445,638,035 |           |           |       |           |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| CAMDEN PPTY TR       | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 13313110     | 26,334,234        | 685252          | 684822                | 430               |              |
| OSHKOSH TRUCK CORP   | COM            | 68823920     | 26,303,812        | 664070          | 621920                | 36210             | 5940         |
| BRITISH AMERN TOB PL | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 11044810     | 26,293,615        | 1,213,925       | 31395                 | 1,182,530         |              |
| COLONIAL BANCGROUP I | COM            | 19549330     | 26,289,752        | 1,820,620       | 1,817,810             | 2810              |              |
| GATX CORP            | COM            | 36144810     | 26,256,075        | 1,241,422       | 1,212,612             | 23035             | 5775         |
| WILMINGTON TRUST COR | COM            | 97180710     | 26,232,466        | 852811          | 841191                | 7020              | 4600         |
| POWER-ONE INC        | COM            | 73930810     | 26,161,475        | 2,513,110       | 2,474,245             | 38765             | 100          |
| ENGINEERED SUPPORT S | COM            | 29286610     | 26,122,359        | 431418          | 431318                | 100               |              |
| EMULEX CORP          | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 29247520     | 26,088,768        | 1,024,294       | 954995                | 60184             | 9115         |
| HUBBELL INC          | CL B           | 44351020     | 26,074,294        | 714560          | 702992                | 6640              | 4928         |
| IMPAC MTG HLDGS INC  | COM            | 45254P10     | 26,067,179        | 1,610,079       | 1,610,079             |                   |              |

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|                      |        |          |               |           |           |       |       |
|----------------------|--------|----------|---------------|-----------|-----------|-------|-------|
| ARDEN RLTY INC       | COM    | 03979310 | 26,024,985    | 932127    | 931887    | 240   |       |
| CHEESECAKE FACTORY I | COM    | 16307210 | 25,913,916    | 713882    | 708672    | 5060  | 150   |
| ENTERCOM COMMUNICATI | CL A   | 29363910 | 25,894,665    | 577748    | 573818    | 1685  | 2245  |
| MAXTOR CORP          | COM    |          |               |           |           |       |       |
|                      | NEW    | 57772920 | 25,847,583    | 2,123,877 | 2,115,203 | 8332  | 342   |
| GREATER BAY BANCORP  | COM    | 39164810 | 25,841,617    | 1,241,192 | 1,174,743 | 43059 | 23390 |
| CAPITAL AUTOMOTIVE R | COM SH |          |               |           |           |       |       |
|                      | BEN    | 13973310 | 25,773,797    | 849779    | 849379    | 400   |       |
| ROPER INDS INC NEW   | COM    | 77669610 | 25,636,622    | 588671    | 566796    | 17935 | 3940  |
| INDEPENDENCE CMNTY B | COM    | 45341410 | 25,616,466    | 729606    | 729456    | 150   |       |
| RECKSON ASSOCS RLTY  | COM    | 75621K10 | 25,609,161    | 1,108,142 | 1,108,142 |       |       |
| KENNAMETAL INC       | COM    | 48917010 | 25,607,480    | 684692    | 684132    | 560   |       |
| APPLEBEES INTL INC   | COM    | 03789910 | 25,594,184    | 813030    | 787230    | 25800 |       |
| INTEGRATED CIRCUIT S | COM    | 45811K20 | 25,575,425    | 851379    | 847259    | 2120  | 2000  |
| CHITTENDEN CORP      | COM    | 17022810 | 25,546,830    | 858717    | 806546    | 15910 | 36261 |
| REGIS CORP MINN      | COM    | 75893210 | 25,481,140    | 793805    | 793705    | 100   |       |
| BROWN & BROWN INC    | COM    | 11523610 | 25,446,010    | 826706    | 826706    |       |       |
| MEDIA GEN INC        | CL A   | 58440410 | 25,406,479    | 415818    | 415348    | 370   | 100   |
| HUDSON CITY BANCORP  | COM    | 44368310 | 25,400,611    | 824160    | 820340    | 3820  |       |
| APOGENT TECHNOLOGIES | COM    | 03760A10 | 25,367,303    | 1,216,074 | 1,214,244 | 730   | 1100  |
| TECH DATA CORP       | COM    | 87823710 | 25,351,943    | 821781    | 816906    | 4575  | 300   |
| EDUCATION MGMT CORP  | COM    | 28139T10 | 25,291,855    | 437424    | 434329    | 520   | 2575  |
| CULLEN FROST BANKERS | COM    | 22989910 | 25,277,122    | 678945    | 677245    | 1600  | 100   |
| IRON MTN INC PA      | COM    | 46284610 | 25,216,698    | 702415    | 698185    | 4080  | 150   |
| ZEBRA TECHNOLOGIES C | CL A   | 98920710 | 25,207,954    | 489665    | 488180    | 1185  | 300   |
| CARRAMERICA RLTY COR | COM    | 14441810 | 25,200,564    | 844240    | 844240    |       |       |
| WADDELL & REED FINL  | CL A   | 93005910 | 25,135,896    | 1,066,436 | 1,060,370 | 2890  | 3176  |
| NEIMAN MARCUS GROUP  | CL A   | 64020420 | 25,130,880    | 602659    | 599237    | 3122  | 300   |
| RITE AID CORP        | COM    | 76775410 | 25,122,760    | 4,868,752 | 4,849,332 | 19200 | 220   |
| PARAMETRIC TECHNOLOG | COM    | 69917310 | 25,112,688    | 7,972,282 | 7,936,081 | 36021 | 180   |
| PANERA BREAD CO      | CL A   | 69840W10 | 25,078,230    | 611515    | 611515    |       |       |
| TECHNE CORP          | COM    | 87837710 | 25,013,611    | 786839    | 785979    | 700   | 160   |
| FOOT LOCKER INC      | COM    | 34484910 | 24,954,528    | 1,540,403 | 1,532,893 | 5230  | 2280  |
| COOPER COS INC       | COM    |          |               |           |           |       |       |
|                      | NEW    | 21664840 | 24,858,722    | 610030    | 606830    | 1200  | 2000  |
| MACROMEDIA INC       | COM    | 55610010 | 24,842,555    | 1,015,225 | 1,013,965 | 1100  | 160   |
| PLANTRONICS INC NEW  | COM    | 72749310 | 24,773,407    | 1,037,847 | 1,036,447 | 1000  | 400   |
| HUNT J B TRANS SVCS  | COM    | 44565810 | 24,743,997    | 944788    | 944708    | 80    |       |
| SAKS INC             | COM    | 79377W10 | 24,743,875    | 2,146,043 | 2,140,373 | 4470  | 1200  |
| BORG WARNER INC      | COM    | 09972410 | 24,740,756    | 364639    | 361299    | 3140  | 200   |
| TIDEWATER INC        | COM    | 88642310 | 24,668,430    | 871676    | 866346    | 5030  | 300   |
| HOME PPTYS N Y INC   | COM    | 43730610 | 24,540,454    | 626032    | 625732    | 300   |       |
| SILICON VY BANCSHARE | COM    | 82706410 | 24,539,712    | 889120    | 887950    | 1170  |       |
| SICOR INC            | COM    | 82584610 | 24,513,195    | 1,269,456 | 1,267,136 | 2320  |       |
| Page Total           |        |          | 1,323,868,135 |           |           |       |       |

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

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|                      |         |          |               |           |           |           |      |
|----------------------|---------|----------|---------------|-----------|-----------|-----------|------|
| ACCREDITO HEALTH INC | COM     | 00437V10 | 24,475,463    | 874436    | 873536    | 900       |      |
| FEDERAL REALTY INVT  | SH BEN  |          |               |           |           |           |      |
|                      | INT     | 31374720 | 24,461,917    | 663644    | 663644    |           |      |
| ICOS CORP            | COM     | 44929510 | 24,356,736    | 635117    | 600402    | 29970     | 4745 |
| TELEFLEX INC         | COM     | 87936910 | 24,355,457    | 560798    | 559848    | 750       | 200  |
| HCC INS HLDGS INC    | COM     | 40413210 | 24,353,133    | 837453    | 831247    | 6206      |      |
| 99 CENTS ONLY STORES | COM     | 65440K10 | 24,316,187    | 751892    | 750472    | 1300      | 120  |
| ATMEL CORP           | COM     | 04951310 | 24,302,789    | 6,049,985 | 6,048,105 | 1580      | 300  |
| MENTOR GRAPHICS CORP | COM     | 58720010 | 24,301,921    | 1,381,576 | 1,377,776 | 3400      | 400  |
| PIER 1 IMPORTS INC   | COM     | 72027910 | 24,193,203    | 1,257,443 | 1,251,318 | 4200      | 1925 |
| NATIONAL INSTRS CORP | COM     | 63651810 | 24,144,632    | 602411    | 581966    | 20105     | 340  |
| SONUS NETWORKS INC   | COM     | 83591610 | 24,127,754    | 3,482,141 | 3,481,321 | 600       | 220  |
| MARVEL ENTERPRISES I | COM     | 57383M10 | 23,993,821    | 1,078,374 | 1,076,374 | 2000      |      |
| AMERICREDIT CORP     | COM     | 03060R10 | 23,965,813    | 2,326,778 | 2,314,118 | 12200     | 460  |
| SKYWORKS SOLUTIONS I | COM     | 83088M10 | 23,930,861    | 2,629,765 | 2,616,100 | 9155      | 4510 |
| MILLER HERMAN INC    | COM     | 60054410 | 23,910,754    | 1,050,099 | 1,049,379 | 420       | 300  |
| FREDS INC            | CL A    | 35610810 | 23,891,517    | 724864    | 724639    |           | 225  |
| RENAL CARE GROUP INC | COM     | 75993010 | 23,875,016    | 699122    | 695552    | 1950      | 1620 |
| TUPPERWARE CORP      | COM     | 89989610 | 23,859,282    | 1,783,205 | 1,782,135 | 70        | 1000 |
| RPM INTL INC         | COM     | 74968510 | 23,832,658    | 1,824,859 | 1,814,327 | 7320      | 3212 |
| STERICYCLE INC       | COM     | 85891210 | 23,820,993    | 504148    | 502308    | 40        | 1800 |
| ALEXANDER & BALDWIN  | COM     | 01448210 | 23,796,478    | 839086    | 838986    | 100       |      |
| OSI PHARMACEUTICALS  | COM     | 67104010 | 23,752,972    | 727503    | 707903    | 19600     |      |
| WASHINGTON REAL ESTA | SH BEN  |          |               |           |           |           |      |
|                      | INT     | 93965310 | 23,673,483    | 816327    | 816107    | 220       |      |
| UNITRIN INC          | COM     | 91327510 | 23,630,258    | 775780    | 774120    | 660       | 1000 |
| UCBH HOLDINGS INC    | COM     | 90262T30 | 23,586,468    | 780492    | 771092    | 9400      |      |
| LANDSTAR SYS INC     | COM     | 51509810 | 23,497,185    | 382628    | 382528    | 100       |      |
| SHURGARD STORAGE CTR | COM     | 82567D10 | 23,419,361    | 663438    | 663338    | 100       |      |
| DIGITAL RIV INC      | COM     | 25388B10 | 23,393,330    | 854707    | 854357    | 350       |      |
| VITESSE SEMICONDUCTO | COM     | 92849710 | 23,309,035    | 3,636,355 | 3,634,975 | 1240      | 140  |
| BRANDYWINE RLTY TR   | SH BEN  |          |               |           |           |           |      |
|                      | INT     | 10536820 | 23,280,740    | 906218    | 906198    | 20        |      |
| MARKEL CORP          | COM     | 57053510 | 23,270,652    | 87156     | 86296     | 860       |      |
| POLYCOM INC          | COM     | 73172K10 | 23,268,533    | 1,400,875 | 1,391,723 | 5577      | 3575 |
| BRE PROPERTIES INC   | CL A    | 05564E10 | 23,237,246    | 704586    | 704586    |           |      |
| PACKAGING CORP AMER  | COM     | 69515610 | 23,208,531    | 1,195,084 | 1,194,644 | 440       |      |
| LAMAR ADVERTISING CO | CL A    | 51281510 | 23,207,380    | 787759    | 785621    | 950       | 1188 |
| LYONDELL CHEMICAL CO | COM     | 55207810 | 23,161,475    | 1,812,322 | 1,805,822 | 6200      | 300  |
| PHILADELPHIA SUBN CO | COM     |          |               |           |           |           |      |
|                      | PAR \$0 | 71800960 | 23,155,520    | 961608    | 959458    | 1032      | 1118 |
| ROSLYN BANCORP INC   | COM     | 77816210 | 23,116,198    | 983668    | 979838    | 3830      |      |
| EXTENDED STAY AMER I | COM     | 30224P10 | 22,939,959    | 1,536,501 | 1,535,211 | 1210      | 80   |
| TOLL BROTHERS INC    | COM     | 88947810 | 22,861,694    | 751535    | 750795    | 440       | 300  |
| RUBY TUESDAY INC     | COM     | 78118210 | 22,858,715    | 948101    | 905242    | 42859     |      |
| PERFORMANCE FOOD GRO | COM     | 71375510 | 22,820,448    | 560286    | 557526    | 2580      | 180  |
| CRESCENT REAL ESTATE | COM     | 22575610 | 22,750,123    | 1,568,974 | 1,568,974 |           |      |
| COGNIZANT TECHNOLOGY | CL A    | 19244610 | 22,746,956    | 623888    | 623388    | 500       |      |
| AIRTRAN HLDGS INC    | COM     | 00949P10 | 22,734,808    | 1,357,302 | 1,357,052 | 250       |      |
| LEUCADIA NATL CORP   | COM     | 52728810 | 22,651,143    | 598445    | 598245    | 200       |      |
| HYPERION SOLUTIONS C | COM     | 44914M10 | 22,636,473    | 780299    | 780099    |           | 200  |
| INVESTMENT TECHNOLOG | COM     | 46145F10 | 22,561,280    | 1,176,292 | 1,176,042 | 100       | 150  |
| LAFARGE NORTH AMERIC | COM     | 50586210 | 22,558,230    | 648225    | 646305    | 1920      |      |
| NORTHWEST AIRLS CORP | CL A    | 66728010 | 22,490,293    | 2,318,587 | 1,094,564 | 1,224,023 |      |
| KEMET CORP           | COM     | 48836010 | 22,324,798    | 1,752,339 | 1,748,629 | 3610      | 100  |
| STANDARD PAC CORP NE | COM     | 85375C10 | 22,313,587    | 588749    | 588109    | 640       |      |
| Page Total           |         |          | 1,220,683,259 |           |           |           |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| ABGENIX INC          | COM            | 00339B10     | 22,279,171        | 1,537,555       | 1,532,655             | 800               | 4100         |
| ALPHARMA INC         | CL A           | 02081310     | 22,246,902        | 1,196,070       | 1,195,060             | 1010              |              |
| FULTON FINL CORP PA  | COM            | 36027110     | 22,232,423        | 1,100,615       | 1,097,256             | 3359              |              |
| BRINKS CO            | COM            | 10969610     | 22,198,041        | 1,278,689       | 1,277,349             | 1340              |              |
| INTERSTATE BAKERIES  | COM            | 46072H10     | 22,194,345        | 1,479,623       | 1,479,023             | 600               |              |
| ASCENTIAL SOFTWARE C | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 04362P20     | 22,174,313        | 1,196,671       | 1,193,651             | 2970              | 50           |
| O REILLY AUTOMOTIVE  | COM            | 68609110     | 22,164,566        | 602298          | 599838                | 2100              | 360          |
| F M C CORP           | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 30249130     | 22,156,117        | 879211          | 878681                | 530               |              |
| INTERNATIONAL SPEEDW | CL A           | 46033520     | 22,153,301        | 504746          | 497360                | 1560              | 5826         |
| FAIRCHILD SEMICONDC  | COM            | 30372610     | 22,105,052        | 1,333,236       | 1,324,776             | 4510              | 3950         |
| SOUTHWEST BANCORPORA | COM            | 84476R10     | 22,089,695        | 605363          | 578398                | 22240             | 4725         |
| HAWAIIAN ELEC INDUST | COM            | 41987010     | 22,046,943        | 506477          | 503157                | 3220              | 100          |
| IMCLONE SYS INC      | COM            | 45245W10     | 21,931,918        | 563397          | 561089                | 2230              | 78           |
| SOUTH FINL GROUP INC | COM            | 83784110     | 21,920,197        | 875757          | 874440                | 1317              |              |
| KEANE INC            | COM            | 48666510     | 21,887,756        | 1,712,657       | 1,708,957             | 2900              | 800          |
| STERIS CORP          | COM            | 85915210     | 21,887,554        | 950806          | 949206                | 1600              |              |
| FMC TECHNOLOGIES INC | COM            | 30249U10     | 21,872,904        | 1,021,144       | 1,019,239             | 1820              | 85           |
| PROTEIN DESIGN LABS  | COM            | 74369L10     | 21,864,188        | 1,556,170       | 1,555,370             | 800               |              |
| APPLERA CORP         | COM CE         |              |                   |                 |                       |                   |              |
|                      | GEN            | 03802020     | 21,838,065        | 1,868,098       | 1,864,998             | 2900              | 200          |
| ATMOS ENERGY CORP    | COM            | 04956010     | 21,822,339        | 911543          | 911093                | 300               | 150          |
| INTERGRAPH CORP      | COM            | 45868310     | 21,818,556        | 929636          | 928936                | 700               |              |
| WESTAMERICA BANCORPO | COM            | 95709010     | 21,817,795        | 490508          | 489478                | 1030              |              |
| LINENS N THINGS INC  | COM            | 53567910     | 21,815,890        | 917405          | 872160                | 35425             | 9820         |
| FREMONT GEN CORP     | COM            | 35728810     | 21,759,189        | 1,711,974       | 1,711,974             |                   |              |
| NEWFIELD EXPL CO     | COM            | 65129010     | 21,605,101        | 560153          | 558918                | 1160              | 75           |
| IDEX CORP            | COM            | 45167R10     | 21,571,058        | 591961          | 560641                | 27050             | 4270         |
| CATELLUS DEV CORP    | COM            | 14911110     | 21,571,036        | 882251          | 874901                | 7350              |              |
| CABLEVISION SYS CORP | CL A           |              |                   |                 |                       |                   |              |
|                      | NY CA          | 12686C10     | 21,565,118        | 1,191,443       | 1,177,938             | 9954              | 3551         |
| FLOWSERVE CORP       | COM            | 34354P10     | 21,554,905        | 1,061,818       | 1,059,063             | 2755              |              |
| CORPORATE EXECUTIVE  | COM            | 21988R10     | 21,537,385        | 457658          | 455358                | 2300              |              |
| MARTEK BIOSCIENCES C | COM            | 57290110     | 21,536,564        | 409207          | 409007                | 200               |              |
| BANKATLANTIC BANCORP | CL A           | 06590850     | 21,500,385        | 1,508,799       | 1,508,799             |                   |              |
| TRANSATLANTIC HLDGS  | COM            | 89352110     | 21,436,065        | 301407          | 298907                | 2500              |              |
| LEGATO SYS INC       | COM            | 52465110     | 21,424,314        | 1,895,957       | 1,871,448             | 24409             | 100          |
| IDACORP INC          | COM            | 45110710     | 21,408,652        | 839555          | 834827                | 1610              | 3118         |
| VARIAN SEMICONDUCTOR | COM            | 92220710     | 21,392,900        | 571239          | 569599                | 1640              |              |
| REGENCY CTRS CORP    | COM            | 75884910     | 21,304,569        | 578143          | 578143                |                   |              |
| ALLIANT TECHSYSTEMS  | COM            | 01880410     | 21,296,721        | 443220          | 441340                | 1210              | 670          |
| CINCINNATI BELL INC  | COM            | 17187110     | 21,265,200        | 4,177,839       | 4,167,483             | 8120              | 2236         |
| COPART INC           | COM            | 21720410     | 21,231,897        | 1,955,055       | 1,954,965             | 90                |              |
| WEIGHT WATCHERS INTL | COM            | 94862610     | 21,204,851        | 509732          | 507467                | 1040              | 1225         |
| MGI PHARMA INC       | COM            | 55288010     | 21,174,341        | 548416          | 548116                | 200               | 100          |
| CHECKFREE CORP NEW   | COM            | 16281310     | 21,162,497        | 1,052,337       | 1,047,032             | 5045              | 260          |
| PROVIDENT FINL GROUP | COM            | 74386610     | 21,129,796        | 755445          | 753865                | 1580              |              |
| ARCH COAL INC        | COM            | 03938010     | 21,124,108        | 951108          | 950842                | 159               | 107          |
| CONTINENTAL AIRLS IN | CL B           | 21079530     | 21,117,017        | 1,273,644       | 1,265,934             | 7710              |              |

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|                          |          |               |           |           |      |     |
|--------------------------|----------|---------------|-----------|-----------|------|-----|
| TRIZEC PROPERTIES IN COM | 89687P10 | 21,040,121    | 1,716,160 | 1,716,160 |      |     |
| SKY FINL GROUP INC COM   | 83080P10 | 21,027,513    | 934141    | 930431    | 3710 |     |
| LANCASTER COLONY COR COM | 51384710 | 21,022,512    | 526880    | 526370    | 510  |     |
| PS BUSINESS PKS INC COM  | 69360J10 | 21,013,707    | 556802    | 556422    | 380  |     |
| HEALTH CARE REIT INC COM | 42217K10 | 20,999,595    | 680700    | 680700    |      |     |
| CLAIRES STORES INC COM   | 17958410 | 20,958,273    | 626368    | 625388    | 780  | 200 |
| Page Total               |          | 1,124,453,421 |           |           |      |     |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| POST PPTYS INC       | COM            | 73746410     | 20,954,084        | 769522          | 769522                |                   |              |
| KELLWOOD CO          | COM            | 48804410     | 20,935,752        | 625882          | 625522                | 360               |              |
| NTL INC DEL          | COM            | 62940M10     | 20,865,502        | 450951          | 450151                | 800               |              |
| TORO CO              | COM            | 89109210     | 20,800,530        | 462234          | 461234                | 1000              |              |
| BLACK HILLS CORP     | COM            | 09211310     | 20,771,310        | 673082          | 668492                | 4490              | 100          |
| VARCO INTL INC DEL   | COM            | 92212210     | 20,723,543        | 1,225,520       | 1,219,799             | 5661              | 60           |
| AMERICAN EAGLE OUTFI | COM            | 02553E10     | 20,717,743        | 1,389,520       | 1,388,780             | 700               | 40           |
| COMMUNITY HEALTH SYS | COM            | 20366810     | 20,717,250        | 954712          | 909927                | 37245             | 7540         |
| WOLVERINE WORLD WIDE | COM            | 97809710     | 20,693,456        | 1,066,673       | 1,062,167             | 4506              |              |
| CHESAPEAKE ENERGY CO | COM            | 16516710     | 20,692,673        | 1,919,543       | 1,912,163             | 7380              |              |
| SYBRON DENTAL SPECIA | COM            | 87114210     | 20,676,607        | 824755          | 823786                | 816               | 153          |
| LIFEPOINT HOSPITALS  | COM            | 53219L10     | 20,618,152        | 852342          | 852199                | 43                | 100          |
| HARSCO CORP          | COM            | 41586410     | 20,607,224        | 535670          | 535030                | 440               | 200          |
| INSIGHT ENTERPRISES  | COM            | 45765U10     | 20,600,817        | 1,353,536       | 1,351,436             | 2100              |              |
| AMERICAN TOWER CORP  | CL A           | 02991220     | 20,574,293        | 2,027,024       | 1,957,474             | 53230             | 16320        |
| YELLOW CORP          | COM            | 98550910     | 20,506,557        | 687678          | 549928                | 137310            | 440          |
| HSBC HLDGS PLC       | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR N          | 40428040     | 20,446,734        | 309799          | 286801                | 22998             |              |
| EAST WEST BANCORP IN | COM            | 27579R10     | 20,415,690        | 477560          | 477360                | 200               |              |
| ETHAN ALLEN INTERIOR | COM            | 29760210     | 20,402,316        | 566731          | 565795                | 836               | 100          |
| INVACARE CORP        | COM            | 46120310     | 20,357,724        | 541717          | 541257                | 460               |              |
| VISX INC DEL         | COM            | 92844S10     | 20,327,321        | 1,067,051       | 1,066,351             | 700               |              |
| FOREST OIL CORP      | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 34609170     | 20,316,880        | 848304          | 847924                | 280               | 100          |
| NATIONAL-OILWELL INC | COM            | 63707110     | 20,308,437        | 1,119,539       | 1,093,396             | 14450             | 11693        |
| CALLAWAY GOLF CO     | COM            | 13119310     | 20,258,005        | 1,419,622       | 1,418,252             | 1370              |              |
| POLARIS INDS INC     | COM            | 73106810     | 20,246,583        | 273049          | 271329                | 1640              | 80           |
| WESTERN WIRELESS COR | CL A           | 95988E20     | 20,241,939        | 1,084,196       | 1,079,796             | 4300              | 100          |
| PHOENIX COS INC NEW  | COM            | 71902E10     | 20,206,644        | 1,749,493       | 1,739,815             | 8903              | 775          |
| CITIZENS BKG CORP MI | COM            | 17442010     | 20,147,634        | 762879          | 760319                | 2560              |              |
| STATEN IS BANCORP IN | COM            | 85755010     | 20,093,814        | 1,033,101       | 1,033,101             |                   |              |
| CLARCOR INC          | COM            | 17989510     | 20,069,283        | 514597          | 513357                | 800               | 440          |
| OMNIVISION TECHNOLOG | COM            | 68212810     | 20,058,192        | 475200          | 475200                |                   |              |
| HUMAN GENOME SCIENCE | COM            | 44490310     | 20,033,346        | 1,459,093       | 1,454,368             | 4625              | 100          |
| PLEXUS CORP          | COM            | 72913210     | 20,015,209        | 1,287,980       | 1,217,550             | 70330             | 100          |
| CHURCH & DWIGHT INC  | COM            | 17134010     | 19,966,133        | 570624          | 569984                | 640               |              |
| HENRY JACK & ASSOC I | COM            | 42628110     | 19,936,782        | 1,146,451       | 1,145,351             | 900               | 200          |
| IMATION CORP         | COM            | 45245A10     | 19,926,588        | 610309          | 608079                | 1430              | 800          |

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|                      |        |          |               |           |           |      |     |
|----------------------|--------|----------|---------------|-----------|-----------|------|-----|
| APRIA HEALTHCARE GRO | COM    | 03793310 | 19,877,250    | 725977    | 725647    | 330  |     |
| ICN PHARMACEUTICALS  | COM    | 44892410 | 19,872,584    | 1,158,076 | 1,151,684 | 6292 | 100 |
| CHARLES RIV LABS INT | COM    | 15986410 | 19,863,028    | 647215    | 644225    | 2790 | 200 |
| BISYS GROUP INC      | COM    | 05547210 | 19,858,669    | 1,510,165 | 1,508,145 | 1820 | 200 |
| INGRAM MICRO INC     | CL A   | 45715310 | 19,831,315    | 1,519,641 | 1,518,631 | 1010 |     |
| AMERICAN AXLE & MFG  | COM    | 02406110 | 19,802,360    | 669451    | 661951    | 7300 | 200 |
| PEPSIAMERICAS INC    | COM    | 71343P20 | 19,800,048    | 1,366,463 | 1,363,643 | 2420 | 400 |
| PIXAR                | COM    | 72581110 | 19,788,984    | 296909    | 295129    | 1720 | 60  |
| FIRSTFED FINL CORP   | COM    | 33790710 | 19,739,098    | 499724    | 499024    | 700  |     |
| EMMIS COMMUNICATIONS | CL A   | 29152510 | 19,729,850    | 974795    | 974395    | 400  |     |
| SWIFT TRANSN CO      | COM    | 87075610 | 19,720,491    | 869127    | 866497    | 2430 | 200 |
| RALCORP HLDGS INC NE | COM    | 75102810 | 19,717,746    | 711832    | 711532    | 300  |     |
| SYLVAN LEARNING SYS  | COM    | 87139910 | 19,690,987    | 718387    | 718087    | 300  |     |
| CBL & ASSOC PPTYS IN | COM    | 12483010 | 19,649,422    | 393776    | 393756    | 20   |     |
| GABLES RESIDENTIAL T | SH BEN |          |               |           |           |      |     |
|                      | INT    | 36241810 | 19,642,415    | 607748    | 607648    | 100  |     |
| TRINITY INDS INC     | COM    | 89652210 | 19,612,136    | 758690    | 758390    |      | 300 |
| Page Total           |        |          | 1,051,427,130 |           |           |      |     |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| COMMONWEALTH TEL ENT | COM            | 20334910     | 19,591,719        | 488328          | 486428                | 1900              |              |
| COMMUNITY FIRST BANK | COM            | 20390210     | 19,575,655        | 735374          | 735374                |                   |              |
| ENDO PHARMACEUTICALS | COM            | 29264F20     | 19,536,130        | 955312          | 954752                | 560               |              |
| HOT TOPIC INC        | COM            | 44133910     | 19,520,090        | 866020          | 865930                | 90                |              |
| FIRST MIDWEST BANCOR | COM            | 32086710     | 19,486,937        | 655905          | 653500                | 1745              | 660          |
| BOB EVANS FARMS INC  | COM            | 09676110     | 19,451,130        | 728234          | 726234                | 2000              |              |
| BEAZER HOMES USA INC | COM            | 07556Q10     | 19,436,898        | 230295          | 230195                | 100               |              |
| VERTEX PHARMACEUTICA | COM            | 92532F10     | 19,387,604        | 1,576,228       | 1,575,028             | 820               | 380          |
| MEDICIS PHARMACEUTIC | CL A           |              |                   |                 |                       |                   |              |
|                      | NEW            | 58469030     | 19,346,907        | 330152          | 325752                | 4150              | 250          |
| NATIONWIDE FINL SVCS | CL A           | 63861210     | 19,292,653        | 615592          | 613882                | 520               | 1190         |
| THOR INDS INC        | COM            | 88516010     | 19,199,410        | 355413          | 355413                |                   |              |
| SOUTHERN UN CO NEW   | COM            | 84403010     | 19,183,021        | 1,128,413       | 1,121,342             |                   | 7071         |
| SUSQUEHANNA BANCSHAR | COM            | 86909910     | 19,148,658        | 745084          | 744424                |                   | 660          |
| UNITED RENTALS INC   | COM            | 91136310     | 19,124,059        | 1,188,568       | 1,187,487             | 1081              |              |
| EVEREST RE GROUP LTD | COM            | G3223R10     | 19,083,349        | 253903          | 253903                |                   |              |
| CROWN HOLDINGS INC   | COM            | 22836810     | 18,909,531        | 2,801,412       | 2,799,712             | 1700              |              |
| EVERGREEN RES INC    | COM NO         |              |                   |                 |                       |                   |              |
|                      | PAR            | 29990030     | 18,904,698        | 700174          | 700174                |                   |              |
| MONY GROUP INC       | COM            | 61533710     | 18,881,408        | 580074          | 579081                | 993               |              |
| CLECO CORP NEW       | COM            | 12561W10     | 18,835,019        | 1,152,694       | 1,150,394             | 2100              | 200          |
| DADE BEHRING HLDGS I | COM            | 23342J20     | 18,826,591        | 666428          | 666428                |                   |              |
| MCDATA CORP          | CL A           | 58003120     | 18,793,388        | 1,575,305       | 1,571,523             | 3280              | 502          |
| SKYWEST INC          | COM            | 83087910     | 18,758,477        | 1,083,053       | 1,079,453             | 2950              | 650          |
| IRWIN FINL CORP      | COM            | 46411910     | 18,743,051        | 771319          | 771319                |                   |              |
| HUDSON UNITED BANCOR | COM            | 44416510     | 18,737,134        | 532759          | 531116                | 1643              |              |
| ARBITRON INC         | COM            | 03875Q10     | 18,682,595        | 529252          | 527433                | 1819              |              |

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|                      |        |          |             |           |           |        |       |
|----------------------|--------|----------|-------------|-----------|-----------|--------|-------|
| CEC ENTMT INC        | COM    | 12513710 | 18,661,512  | 476059    | 475799    | 260    |       |
| MEDICINES CO         | COM    | 58468810 | 18,648,811  | 718644    | 718644    |        |       |
| IGEN INC             | COM    | 44953610 | 18,581,699  | 322711    | 322311    | 400    |       |
| PETCO ANIMAL SUPPLIE | COM    |          |             |           |           |        |       |
|                      | NEW    | 71601620 | 18,565,518  | 594858    | 594858    |        |       |
| MPS GROUP INC        | COM    | 55340910 | 18,552,087  | 2,061,343 | 2,051,783 | 9260   | 300   |
| SENSIENT TECHNOLOGIE | COM    | 81725T10 | 18,533,004  | 882524    | 876724    | 5800   |       |
| ALLIANCE GAMING CORP | COM    |          |             |           |           |        |       |
|                      | NEW    | 01859P60 | 18,456,746  | 910096    | 909296    |        | 800   |
| SUPERIOR INDS INTL I | COM    | 86816810 | 18,433,421  | 454585    | 454585    |        |       |
| WASTE CONNECTIONS IN | COM    | 94105310 | 18,429,338  | 525202    | 525102    |        | 100   |
| VODAFONE GROUP PLC N | SPON-  |          |             |           |           |        |       |
|                      | SORED  | 92857W10 | 18,416,727  | 909468    | 823114    | 86354  |       |
| ALBEMARLE CORP       | COM    | 01265310 | 18,355,128  | 668675    | 667675    | 1000   |       |
| STRAYER ED INC       | COM    | 86323610 | 18,354,917  | 189813    | 189413    | 300    | 100   |
| CABOT OIL & GAS CORP | COM    | 12709710 | 18,271,084  | 702734    | 677381    | 6985   | 18368 |
| SONIC CORP           | COM    | 83545110 | 18,261,054  | 724645    | 724645    |        |       |
| WGL HLDGS INC        | COM    | 92924F10 | 18,230,986  | 661022    | 657302    | 3400   | 320   |
| COMMERCE GROUP INC M | COM    | 20064110 | 18,203,414  | 479542    | 443042    | 36500  |       |
| CREE INC             | COM    | 22544710 | 18,197,326  | 982577    | 978817    | 3660   | 100   |
| ANNALY MTG MGMT INC  | COM    | 03571040 | 18,191,882  | 1,107,910 | 1,106,450 | 1460   |       |
| FIRST NIAGARA FINL G | COM    | 33582V10 | 18,170,789  | 1,204,161 | 1,204,161 |        |       |
| NEW JERSEY RES       | COM    | 64602510 | 18,028,577  | 500238    | 494033    | 2436   | 3769  |
| BANCORPSOUTH INC     | COM    | 05969210 | 18,007,494  | 822260    | 821370    | 890    |       |
| CORPORATE OFFICE PPT | SH BEN |          |             |           |           |        |       |
|                      | INT    | 22002T10 | 18,005,824  | 972762    | 971867    | 895    |       |
| TRACTOR SUPPLY CO    | COM    | 89235610 | 17,989,591  | 548296    | 543276    | 5020   |       |
| POTLATCH CORP        | COM    | 73762810 | 17,972,991  | 604744    | 604644    | 100    |       |
| AXCELIS TECHNOLOGIES | COM    | 05454010 | 17,968,777  | 2,164,913 | 2,023,261 | 141552 | 100   |
| CHARTER COMMUNICATIO | CL A   | 16117M10 | 17,893,946  | 4,343,191 | 4,340,896 | 2295   |       |
| ALLEGHENY TECHNOLOGI | COM    | 01741R10 | 17,879,305  | 2,729,665 | 2,727,045 | 2620   |       |
| Page Total           |        |          | 971,698,060 |           |           |        |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| NATIONWIDE HEALTH PP | COM            | 63862010     | 17,860,490        | 1,021,183       | 1,021,183             |                   |              |
| ODYSSEY HEALTHCARE I | COM            | 67611V10     | 17,855,798        | 598786          | 598786                |                   |              |
| CHATEAU CMNTYS INC   | COM            | 16172610     | 17,838,858        | 599424          | 599424                |                   |              |
| MENTOR CORP MINN     | COM            | 58718810     | 17,800,416        | 780720          | 780640                | 80                |              |
| AMETEK INC NEW       | COM            | 03110010     | 17,793,114        | 415145          | 413045                | 2100              |              |
| UGI CORP NEW         | COM            | 90268110     | 17,742,855        | 613303          | 611443                | 1860              |              |
| PAYLESS SHOESOURCE I | COM            | 70437910     | 17,720,048        | 1,369,401       | 1,367,346             | 1755              | 300          |
| DIAMOND OFFSHORE DRI | COM            | 25271C10     | 17,706,807        | 927058          | 925578                | 1340              | 140          |
| EARTHLINK INC        | COM            | 27032110     | 17,645,440        | 2,144,039       | 2,138,789             | 5150              | 100          |
| RSA SEC INC          | COM            | 74971910     | 17,636,408        | 1,226,454       | 1,226,434             | 20                |              |
| PACIFIC CAP BANCORP  | COM            | 69404P10     | 17,619,256        | 577870          | 577517                | 353               |              |
| AMERIGROUP CORP      | COM            | 03073T10     | 17,554,317        | 393330          | 393330                |                   |              |
| BROOKS AUTOMATION IN | COM            | 11434010     | 17,552,551        | 839835          | 776455                | 54830             | 8550         |

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|                       |         |          |             |           |           |       |       |  |
|-----------------------|---------|----------|-------------|-----------|-----------|-------|-------|--|
| HRPT PPTYS TR         | COM SH  |          |             |           |           |       |       |  |
|                       | BEN     | 40426W10 | 17,550,838  | 1,920,223 | 1,920,223 |       |       |  |
| OLIN CORP             | COM     |          |             |           |           |       |       |  |
|                       | PAR \$1 | 68066520 | 17,515,097  | 1,107,149 | 1,106,849 | 100   | 200   |  |
| CHOICE HOTELS INTL I  | COM     | 16990510 | 17,500,133  | 603037    | 601087    | 1800  | 150   |  |
| PETROLEO BRASILEIRO   | SPON-   |          |             |           |           |       |       |  |
|                       | SORED   | 71654V10 | 17,499,545  | 823508    | 823508    |       |       |  |
| HELMERICH & PAYNE IN  | COM     | 42345210 | 17,497,305  | 669369    | 667329    | 1440  | 600   |  |
| COGNEX CORP           | COM     | 19242210 | 17,476,383  | 665007    | 650327    | 2420  | 12260 |  |
| DEL MONTE FOODS CO    | COM     | 24522P10 | 17,442,210  | 2,002,550 | 1,976,150 | 15923 | 10477 |  |
| PHOTRONICS INC        | COM     | 71940510 | 17,435,590  | 815891    | 811691    | 4200  |       |  |
| METRO GOLDWYN MAYER   | COM     | 59161010 | 17,425,718  | 1,135,966 | 1,108,706 | 5060  | 22200 |  |
| INDYMAC BANCORP INC   | COM     | 45660710 | 17,408,709  | 751347    | 751347    |       |       |  |
| UNIVERSAL CORP VA     | COM     | 91345610 | 17,405,714  | 413143    | 411793    | 1350  |       |  |
| HOVNIANIAN ENTERPRISE | CL A    | 44248720 | 17,287,464  | 268564    | 268264    | 300   |       |  |
| MAF BANCORP INC       | COM     | 55261R10 | 17,272,053  | 452148    | 450968    | 500   | 680   |  |
| NPS PHARMACEUTICALS   | COM     | 62936P10 | 17,269,216  | 619857    | 583002    | 33195 | 3660  |  |
| AVOCENT CORP          | COM     | 05389310 | 17,256,213  | 569700    | 567400    | 2100  | 200   |  |
| WPS RESOURCES CORP    | COM     | 92931B10 | 17,245,702  | 418585    | 415725    | 2740  | 120   |  |
| COUSINS PPTYS INC     | COM     | 22279510 | 17,207,553  | 620092    | 619942    | 150   |       |  |
| RESPIRONICS INC       | COM     | 76123010 | 17,118,551  | 409241    | 407694    | 1347  | 200   |  |
| FURNITURE BRANDS INT  | COM     | 36092110 | 17,094,877  | 709331    | 706871    | 2460  |       |  |
| J2 GLOBAL COMMUNICAT  | COM     |          |             |           |           |       |       |  |
|                       | NEW     | 46626E20 | 17,087,584  | 451694    | 451694    |       |       |  |
| INTEGRATED DEVICE TE  | COM     | 45811810 | 17,042,127  | 1,372,152 | 1,367,312 | 4000  | 840   |  |
| DOCUMENTUM INC        | COM     | 25615910 | 16,998,357  | 796176    | 795976    | 200   |       |  |
| AGCO CORP             | COM     | 00108410 | 16,972,387  | 990221    | 987841    | 2380  |       |  |
| SUN COMMUNITIES INC   | COM     | 86667410 | 16,955,514  | 430343    | 430093    | 250   |       |  |
| MENS WEARHOUSE INC    | COM     | 58711810 | 16,945,775  | 660654    | 660554    |       | 100   |  |
| TRUSTCO BK CORP N Y   | COM     | 89834910 | 16,828,535  | 1,361,532 | 1,355,517 | 6015  |       |  |
| PANAMSAT CORP NEW     | COM     | 69793310 | 16,784,926  | 1,159,180 | 1,159,080 | 100   |       |  |
| HEARST-ARGYLE TELEVI  | COM     | 42231710 | 16,751,699  | 692219    | 691959    | 260   |       |  |
| PERRIGO CO            | COM     | 71429010 | 16,696,909  | 1,311,619 | 1,308,719 | 2900  |       |  |
| RESMED INC            | COM     | 76115210 | 16,696,039  | 379628    | 378828    | 700   | 100   |  |
| CERNER CORP           | COM     | 15678210 | 16,671,806  | 540065    | 539815    | 250   |       |  |
| NETIQ CORP            | COM     | 64115P10 | 16,594,414  | 1,389,817 | 1,389,417 | 300   | 100   |  |
| CSG SYS INTL INC      | COM     | 12634910 | 16,530,477  | 1,116,170 | 1,116,070 |       | 100   |  |
| MACROVISION CORP      | COM     | 55590410 | 16,521,665  | 893063    | 892723    | 300   | 40    |  |
| HUTCHINSON TECHNOLOG  | COM     | 44840710 | 16,503,388  | 501318    | 499798    | 1520  |       |  |
| FNB CORP PA           | COM     | 30252010 | 16,501,695  | 478310    | 476325    | 1985  |       |  |
| VALASSIS COMMUNICATI  | COM     | 91886610 | 16,456,387  | 623348    | 622048    | 1100  | 200   |  |
| RELIANT RES INC       | COM     | 75952B10 | 16,444,753  | 3,211,866 | 3,154,919 | 53461 | 3486  |  |
| THORNBURG MTG INC     | COM     | 88521810 | 16,401,073  | 647496    | 647096    | 400   |       |  |
| Page Total            |         |          | 894,620,739 |           |           |       |       |  |

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| Name of Issuer      | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|---------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                     |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| CHRISTOPHER & BANKS | COM            | 17104610     | 16,399,049        | 687303          | 687303                |                   |              |

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|                      |        |          |             |           |           |        |       |
|----------------------|--------|----------|-------------|-----------|-----------|--------|-------|
| SIRIUS SATELLITE RAD | COM    | 82966U10 | 16,391,522  | 9,006,331 | 8,986,131 | 15100  | 5100  |
| RAYMOND JAMES FINANC | COM    | 75473010 | 16,374,875  | 450478    | 449408    | 670    | 400   |
| KAYDON CORP          | COM    | 48658710 | 16,372,955  | 689678    | 688758    | 920    |       |
| POWER INTEGRATIONS I | COM    | 73927610 | 16,357,703  | 492109    | 487889    | 4220   |       |
| OHIO CAS CORP        | COM    | 67724010 | 16,345,934  | 1,129,643 | 1,125,193 | 4450   |       |
| COLONIAL PPTYS TR    | COM SH |          |             |           |           |        |       |
|                      | BEN    | 19587210 | 16,342,703  | 453586    | 453586    |        |       |
| FIRST BANCORP P R    | COM    | 31867210 | 16,295,716  | 529942    | 529592    | 350    |       |
| ARVINMERITOR INC     | COM    | 04335310 | 16,295,473  | 914962    | 911303    | 3260   | 399   |
| DELPHI FINL GROUP IN | CL A   | 24713110 | 16,281,953  | 349999    | 335663    | 300    | 14036 |
| AMPHENOL CORP NEW    | CL A   | 03209510 | 16,212,481  | 311479    | 308346    | 500    | 2633  |
| REALTY INCOME CORP   | COM    | 75610910 | 16,170,459  | 407830    | 407730    | 100    |       |
| METTLER TOLEDO INTER | COM    | 59268810 | 16,166,750  | 449701    | 448381    | 1220   | 100   |
| SIERRA HEALTH SVCS I | COM    | 82632210 | 16,161,568  | 786451    | 786451    |        |       |
| KNIGHT TRADING GROUP | COM    | 49906310 | 16,145,320  | 1,412,539 | 1,408,239 | 4200   | 100   |
| BROCADE COMMUNICATIO | COM    | 11162110 | 16,139,963  | 3,091,947 | 2,940,327 | 129200 | 22420 |
| FERRO CORP           | COM    | 31540510 | 16,106,016  | 754027    | 753447    | 580    |       |
| HERITAGE PPTY INVT T | COM    | 42725M10 | 16,102,072  | 557551    | 557151    | 400    |       |
| QUIKSILVER INC       | COM    | 74838C10 | 16,092,449  | 1,008,931 | 1,004,331 | 4600   |       |
| BROWN TOM INC        | COM    |          |             |           |           |        |       |
|                      | NEW    | 11566020 | 16,067,768  | 625205    | 625105    |        | 100   |
| FACTSET RESH SYS INC | COM    | 30307510 | 16,052,216  | 361944    | 346844    |        | 15100 |
| MASSEY ENERGY CORP   | COM    | 57620610 | 16,033,150  | 1,205,500 | 1,204,800 | 700    |       |
| CUMULUS MEDIA INC    | CL A   | 23108210 | 16,008,839  | 931830    | 862425    | 58220  | 11185 |
| SCP POOL CORP        | COM    | 78402810 | 15,994,652  | 574727    | 570745    | 3427   | 555   |
| ACXIOM CORP          | COM    | 00512510 | 15,982,706  | 1,014,775 | 1,010,775 | 3900   | 100   |
| MUELLER INDS INC     | COM    | 62475610 | 15,975,423  | 627718    | 627118    | 500    | 100   |
| LEXAR MEDIA INC      | COM    | 52886P10 | 15,974,898  | 936395    | 936395    |        |       |
| TOTAL SYS SVCS INC   | COM    | 89190610 | 15,956,664  | 605566    | 603516    | 2050   |       |
| LA QUINTA CORP       | PAIRED |          |             |           |           |        |       |
|                      | CTF    | 50419U20 | 15,939,722  | 2,558,543 | 2,558,543 |        |       |
| REPUBLIC BANCORP INC | COM    | 76028210 | 15,920,663  | 1,195,245 | 1,194,772 | 473    |       |
| USF CORP             | COM    | 91729Q10 | 15,915,547  | 503816    | 503616    | 100    | 100   |
| BROOKLINE BANCORP IN | COM    | 11373M10 | 15,898,103  | 1,076,378 | 1,076,378 |        |       |
| HEALTHCARE RLTY TR   | COM    | 42194610 | 15,895,882  | 497057    | 497057    |        |       |
| HOLLYWOOD ENTMT CORP | COM    | 43614110 | 15,895,595  | 935035    | 935035    |        |       |
| ANSYS INC            | COM    | 03662Q10 | 15,892,386  | 447169    | 425339    | 21830  |       |
| TEXAS REGL BANCSHARE | CL A   |          |             |           |           |        |       |
|                      | VTG    | 88267310 | 15,844,502  | 468911    | 468597    | 314    |       |
| GLOBALSANTAFE CORP   | SHS    | G3930E10 | 15,843,643  | 661530    | 638759    | 8022   | 14749 |
| R & G FINANCIAL CORP | CL B   | 74913610 | 15,824,356  | 541930    | 541930    |        |       |
| MICREL INC           | COM    | 59479310 | 15,818,865  | 1,297,692 | 1,285,582 | 10870  | 1240  |
| DELTA & PINE LD CO   | COM    | 24735710 | 15,799,563  | 686639    | 686159    | 480    |       |
| ALBANY INTL CORP     | CL A   | 01234810 | 15,771,853  | 511409    | 511205    | 100    | 104   |
| TAUBMAN CTRS INC     | COM    | 87666410 | 15,762,202  | 804194    | 804194    |        |       |
| PEABODY ENERGY CORP  | COM    | 70454910 | 15,759,597  | 502378    | 502378    |        |       |
| SILICON STORAGE TECH | COM    | 82705710 | 15,665,562  | 1,790,350 | 1,790,350 |        |       |
| ADAPTEC INC          | COM    | 00651F10 | 15,641,209  | 2,068,943 | 2,065,503 | 3140   | 300   |
| UNOVA INC            | COM    | 91529B10 | 15,611,801  | 1,065,652 | 1,063,092 | 2560   |       |
| DOWNEY FINL CORP     | COM    | 26101810 | 15,572,024  | 333234    | 332084    | 1150   |       |
| WERNER ENTERPRISES I | COM    | 95075510 | 15,516,643  | 675812    | 675086    | 126    | 600   |
| CORRECTIONS CORP AME | COM    |          |             |           |           |        |       |
|                      | NEW    | 22025Y40 | 15,492,513  | 627990    | 627990    |        |       |
| SIERRA PAC RES NEW   | COM    | 82642810 | 15,488,533  | 3,193,512 | 3,182,312 | 11200  |       |
| DSP GROUP INC        | COM    | 23332B10 | 15,485,736  | 621418    | 620618    | 600    | 200   |
| LATTICE SEMICONDUCTO | COM    | 51841510 | 15,475,901  | 2,155,418 | 2,142,838 | 8280   | 4300  |
| Page Total           |        |          | 830,533,678 |           |           |        |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| ADVO INC             | COM            | 00758510     | 15,424,123        | 370505          | 370405                | 100               |              |
| INTER TEL INC        | COM            | 45837210     | 15,421,843        | 628181          | 628081                | 100               |              |
| TIMBERLAND CO        | CL A           | 88710010     | 15,410,242        | 361234          | 360234                | 780               | 220          |
| GLOBAL PMTS INC      | COM            | 37940X10     | 15,395,760        | 427660          | 426253                | 460               | 947          |
| WHITNEY HLDG CORP    | COM            | 96661210     | 15,386,054        | 452531          | 449857                | 406               | 2268         |
| FLIR SYS INC         | COM            | 30244510     | 15,372,643        | 604746          | 604746                |                   |              |
| PROVINCE HEALTHCARE  | COM            | 74397710     | 15,331,958        | 1,183,935       | 1,132,035             | 44305             | 7595         |
| XM SATELLITE RADIO H | CL A           | 98375910     | 15,317,038        | 988196          | 987376                | 820               |              |
| TRANSACTION SYS ARCH | CL A           | 89341610     | 15,258,549        | 921410          | 921410                |                   |              |
| COMPANHIA VALE DO RI | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR P          | 20441210     | 15,244,275        | 413124          | 413124                |                   |              |
| ALKERMES INC         | COM            | 01642T10     | 15,189,370        | 1,107,097       | 1,105,397             | 1600              | 100          |
| STONE ENERGY CORP    | COM            | 86164210     | 15,172,128        | 430049          | 428969                | 600               | 480          |
| PHARMACEUTICAL PROD  | COM            | 71712410     | 15,128,094        | 630600          | 629920                | 680               |              |
| IMAGISTICS INTERNATI | COM            | 45247T10     | 15,111,505        | 521446          | 519472                | 1892              | 82           |
| TRIQUINT SEMICONDUCT | COM            | 89674K10     | 15,105,664        | 2,673,569       | 2,662,348             | 11120             | 101          |
| ADVANCED DIGITAL INF | COM            | 00752510     | 15,080,370        | 1,073,336       | 1,069,736             | 3500              | 100          |
| GLIMCHER RLTY TR     | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 37930210     | 15,072,129        | 715336          | 715316                | 20                |              |
| GRANT PRIDECO INC    | COM            | 38821G10     | 15,036,343        | 1,475,598       | 1,472,378             | 3120              | 100          |
| OLD NATL BANCORP IND | COM            | 68003310     | 15,030,799        | 672519          | 667188                | 5331              |              |
| SCOTTS CO            | CL A           | 81018610     | 15,005,468        | 274323          | 272603                | 1620              | 100          |
| ENTERASYS NETWORKS I | COM            | 29363710     | 14,995,728        | 3,748,932       | 3,601,681             | 147131            | 120          |
| R H DONNELLEY CORP   | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 74955W30     | 14,970,126        | 370456          | 369887                | 569               |              |
| OCEANEERING INTL INC | COM            | 67523210     | 14,956,838        | 635920          | 635920                |                   |              |
| CREDENCE SYS CORP    | COM            | 22530210     | 14,940,765        | 1,299,197       | 1,299,097             |                   | 100          |
| CIMAREX ENERGY CO    | COM            | 17179810     | 14,897,058        | 760054          | 758722                | 1014              | 318          |
| NORDSON CORP         | COM            | 65566310     | 14,894,517        | 575300          | 575000                | 300               |              |
| TEKELEC              | COM            | 87910110     | 14,894,438        | 949295          | 946195                | 3100              |              |
| COST PLUS INC CALIF  | COM            | 22148510     | 14,892,167        | 402491          | 402451                | 40                |              |
| IKON OFFICE SOLUTION | COM            | 45171310     | 14,828,481        | 2,028,520       | 2,023,700             | 4620              | 200          |
| SELECTIVE INS GROUP  | COM            | 81630010     | 14,790,320        | 496153          | 495953                | 100               | 100          |
| THORATEC CORP        | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 88517530     | 14,773,671        | 869551          | 869351                | 200               |              |
| UMB FINL CORP        | COM            | 90278810     | 14,750,625        | 312712          | 312607                |                   | 105          |
| EGL INC              | COM            | 26848410     | 14,722,931        | 809397          | 807267                | 2130              |              |
| RAMBUS INC DEL       | COM            | 75091710     | 14,721,898        | 874222          | 871042                | 3100              | 80           |
| FLOWERS FOODS INC    | COM            | 34349810     | 14,720,637        | 645642          | 644696                | 811               | 135          |
| SOUTHWEST GAS CORP   | COM            | 84489510     | 14,690,917        | 647177          | 645277                | 1900              |              |
| PSS WORLD MED INC    | COM            | 69366A10     | 14,644,390        | 1,667,926       | 1,667,666             | 260               |              |
| NEUROCRINE BIOSCIENC | COM            | 64125C10     | 14,635,727        | 295731          | 294791                | 940               |              |
| MODINE MFG CO        | COM            | 60782810     | 14,635,611        | 611601          | 611501                |                   | 100          |
| FEDERAL SIGNAL CORP  | COM            | 31385510     | 14,549,149        | 976453          | 971003                | 5250              | 200          |
| WILSON GREATBATCH TE | COM            | 97223210     | 14,545,814        | 403490          | 389060                | 14430             |              |
| DIAGNOSTIC PRODS COR | COM            | 25245010     | 14,533,743        | 400048          | 396748                | 3300              |              |
| PROVIDENT FINL SVCS  | COM            | 74386T10     | 14,520,137        | 757836          | 757836                |                   |              |
| ANIXTER INTL INC     | COM            | 03529010     | 14,474,046        | 635663          | 635343                | 320               |              |
| AFFYMETRIX INC       | COM            | 00826T10     | 14,465,762        | 689174          | 687374                | 1700              | 100          |
| MANUFACTURED HOME CM | COM            | 56468210     | 14,440,572        | 368570          | 368370                | 200               |              |

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|                      |     |          |             |           |           |       |      |
|----------------------|-----|----------|-------------|-----------|-----------|-------|------|
| HARLAND JOHN H CO    | COM | 41269310 | 14,432,317  | 545233    | 545113    | 120   |      |
| TEREX CORP NEW       | COM | 88077910 | 14,422,603  | 778338    | 778318    | 20    |      |
| ENTEGRIS INC         | COM | 29362U10 | 14,420,495  | 1,276,150 | 1,276,150 |       |      |
| NORTHWEST NAT GAS CO | COM | 66765510 | 14,417,901  | 497169    | 495569    | 1000  | 600  |
| INTEGRA LIFESCIENCES | COM |          |             |           |           |       |      |
|                      | NEW | 45798520 | 14,393,131  | 508771    | 508671    | 100   |      |
| WINTRUST FINANCIAL C | COM | 97650W10 | 14,328,014  | 379048    | 352628    | 22470 | 3950 |
| Page Total           |     |          | 773,794,884 |           |           |       |      |

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|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| OWENS & MINOR INC NE | COM            | 69073210     | 14,323,401        | 594332          | 594052                | 280               |              |
| TOOTSIE ROLL INDS IN | COM            | 89051610     | 14,282,909        | 460739          | 458471                | 2156              | 112          |
| AMERICAN CAPITAL STR | COM            | 02493710     | 14,273,791        | 574167          | 572267                | 1900              |              |
| ZORAN CORP           | COM            | 98975F10     | 14,226,176        | 726938          | 725368                | 1570              |              |
| HUGHES SUPPLY INC    | COM            | 44448210     | 14,211,023        | 437936          | 437915                | 21                |              |
| AVISTA CORP          | COM            | 05379B10     | 14,206,280        | 911828          | 911628                |                   | 200          |
| GLOBESPANVIRATA INC  | COM            | 37957V10     | 14,186,859        | 1,964,939       | 1,959,171             | 5768              |              |
| PROVIDENT BANKSHARES | COM            | 74385910     | 14,153,421        | 499415          | 499415                |                   |              |
| CV THERAPEUTICS INC  | COM            | 12666710     | 14,142,146        | 642241          | 612201                | 26375             | 3665         |
| ALASKA AIR GROUP INC | COM            | 01165910     | 14,138,179        | 508202          | 508202                |                   |              |
| HEARTLAND EXPRESS IN | COM            | 42234710     | 14,130,437        | 588278          | 588278                |                   |              |
| PHILADELPHIA CONS HL | COM            | 71752810     | 14,097,296        | 308205          | 308205                |                   |              |
| IMC GLOBAL INC       | COM            | 44966910     | 14,089,109        | 2,197,989       | 2,195,422             | 845               | 1722         |
| LA Z BOY INC         | COM            | 50533610     | 14,071,869        | 633868          | 631248                | 2620              |              |
| SYCAMORE NETWORKS IN | COM            | 87120610     | 14,069,624        | 2,871,352       | 2,867,902             | 3350              | 100          |
| ANDRX CORP DEL       | ANDRX          |              |                   |                 |                       |                   |              |
|                      | GROU           | 03455310     | 14,056,391        | 753290          | 747304                | 3160              | 2826         |
| PEP BOYS MANNY MOE & | COM            | 71327810     | 14,044,466        | 917939          | 909031                | 8908              |              |
| UNIT CORP            | COM            | 90921810     | 14,043,109        | 745388          | 744830                | 558               |              |
| NDCHEALTH CORP       | COM            | 63948010     | 14,020,619        | 669242          | 668942                | 300               |              |
| JDA SOFTWARE GROUP I | COM            | 46612K10     | 14,019,427        | 946619          | 944019                | 2600              |              |
| AMERICAN FINL GROUP  | COM            | 02593210     | 14,018,701        | 644538          | 643238                | 1300              |              |
| YANKEE CANDLE INC    | COM            | 98475710     | 14,001,234        | 549499          | 548733                | 600               | 166          |
| QUANTA SVCS INC      | COM            | 74762E10     | 13,960,967        | 1,688,146       | 1,683,046             |                   | 5100         |
| APOGEE ENTERPRISES I | COM            | 03759810     | 13,950,211        | 1,349,150       | 1,349,050             |                   | 100          |
| PARK NATL CORP       | COM            | 70065810     | 13,927,074        | 124460          | 124160                | 300               |              |
| W HLDG CO INC        | COM            | 92925110     | 13,924,750        | 777919          | 777739                | 180               |              |
| EXTREME NETWORKS INC | COM            | 30226D10     | 13,893,224        | 2,198,295       | 2,031,610             | 142095            | 24590        |
| ARIBA INC            | COM            | 04033V10     | 13,872,036        | 4,563,170       | 4,558,250             | 4800              | 120          |
| GARTNER INC          | COM            | 36665110     | 13,835,433        | 1,255,484       | 1,247,005             | 5879              | 2600         |
| RUDDICK CORP         | COM            | 78125810     | 13,817,810        | 889177          | 888977                | 100               | 100          |
| PIEDMONT NAT GAS INC | COM            | 72018610     | 13,807,482        | 354038          | 353208                | 630               | 200          |
| SERVICE CORP INTL    | COM            | 81756510     | 13,807,318        | 3,021,295       | 3,017,975             | 3100              | 220          |
| COMMUNITY BK SYS INC | COM            | 20360710     | 13,791,691        | 314090          | 313490                | 600               |              |
| ST MARY LD & EXPL CO | COM            | 79222810     | 13,781,245        | 544283          | 540978                | 3305              |              |
| TRUSTMARK CORP       | COM            | 89840210     | 13,779,950        | 507923          | 504073                | 3850              |              |
| PRIORITY HEALTHCARE  | CL B           | 74264T10     | 13,760,882        | 668004          | 667284                | 720               |              |

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|                      |      |          |             |           |           |      |       |
|----------------------|------|----------|-------------|-----------|-----------|------|-------|
| SOUTHWESTERN ENERGY  | COM  | 84546710 | 13,752,995  | 759834    | 759834    |      |       |
| TECHNITROL INC       | COM  | 87855510 | 13,745,716  | 746644    | 744644    | 1500 | 500   |
| AEROFLEX INC         | COM  | 00776810 | 13,735,876  | 1,560,895 | 1,560,495 | 300  | 100   |
| CH ENERGY GROUP INC  | COM  | 12541M10 | 13,710,224  | 311596    | 310000    | 1486 | 110   |
| MATTHEWS INTL CORP   | CL A | 57712810 | 13,709,760  | 518916    | 518916    |      |       |
| DENDRITE INTL INC    | COM  | 24823910 | 13,699,661  | 902481    | 898004    | 1977 | 2500  |
| RARE HOSPITALITY INT | COM  | 75382010 | 13,691,457  | 549637    | 544701    | 4936 |       |
| FOREST CITY ENTERPRI | CL A | 34555010 | 13,686,443  | 312833    | 310243    | 2590 |       |
| COMMSCOPE INC        | COM  | 20337210 | 13,653,801  | 1,132,156 | 1,132,056 |      | 100   |
| ACUITY BRANDS INC    | COM  | 00508Y10 | 13,639,616  | 755239    | 755239    |      |       |
| SIMPSON MANUFACTURIN | COM  | 82907310 | 13,637,346  | 333513    | 333513    |      |       |
| ACCENTURE LTD BERMUD | CL A | G1150G11 | 13,632,716  | 610238    | 610238    |      |       |
| KANSAS CITY SOUTHERN | COM  |          |             |           |           |      |       |
|                      | NEW  | 48517030 | 13,622,531  | 1,230,581 | 1,179,374 | 2180 | 49027 |
| DOUBLECLICK INC      | COM  | 25860930 | 13,537,524  | 1,255,800 | 1,251,260 | 4440 | 100   |
| TRIMBLE NAVIGATION L | COM  | 89623910 | 13,529,589  | 586967    | 586567    | 400  |       |
| VICURON PHARMACEUTIC | COM  | 92647110 | 13,523,968  | 764066    | 763866    | 100  | 100   |
| Page Total           |      |          | 723,225,763 |           |           |      |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| CROMPTON CORP        | COM            | 22711610     | 13,487,334        | 2,321,400       | 2,317,013             | 3140              | 1247         |
| WATSON WYATT & CO HL | CL A           | 94271210     | 13,487,001        | 599156          | 599156                |                   |              |
| MACDERMID INC        | COM            | 55427310     | 13,384,572        | 506033          | 505833                | 200               |              |
| MCCLATCHY CO         | CL A           | 57948910     | 13,349,988        | 224445          | 221425                | 2920              | 100          |
| ST JOE CO            | COM            | 79014810     | 13,321,187        | 415249          | 413989                | 1260              |              |
| COHERENT INC         | COM            | 19247910     | 13,305,544        | 540217          | 539717                | 500               |              |
| ADVENT SOFTWARE INC  | COM            | 00797410     | 13,295,683        | 826846          | 823249                | 3597              |              |
| DIME CMNTY BANCSHARE | COM            | 25392210     | 13,287,997        | 577739          | 577739                |                   |              |
| CNET NETWORKS INC    | COM            | 12613R10     | 13,275,546        | 1,885,731       | 1,885,531             | 100               | 100          |
| KEY ENERGY SVCS INC  | COM            | 49291410     | 13,252,219        | 1,373,287       | 1,372,137             | 1150              |              |
| JOY GLOBAL INC       | COM            | 48116510     | 13,236,910        | 830421          | 830421                |                   |              |
| FIRST COMWLTH FINL C | COM            | 31982910     | 13,212,929        | 1,004,022       | 1,004,022             |                   |              |
| JARDEN CORP          | COM            | 47110910     | 13,187,924        | 349349          | 348849                | 500               |              |
| BLACK BOX CORP DEL   | COM            | 09182610     | 13,181,767        | 331117          | 330917                | 200               |              |
| FEI CO               | COM            | 30241L10     | 13,162,382        | 563941          | 563241                | 600               | 100          |
| RED HAT INC          | COM            | 75657710     | 13,154,870        | 1,315,487       | 1,310,587             | 4600              | 300          |
| LENNOX INTL INC      | COM            | 52610710     | 13,144,996        | 899726          | 899526                | 200               |              |
| DIONEX CORP          | COM            | 25454610     | 13,128,409        | 333547          | 333407                | 40                | 100          |
| TRUST CO NJ JERSEY C | COM            | 89830410     | 13,120,690        | 410278          | 316304                | 93974             |              |
| LONGS DRUG STORES CO | COM            | 54316210     | 13,087,459        | 650147          | 648347                | 1800              |              |
| DIGITAL INSIGHT CORP | COM            | 25385P10     | 13,084,269        | 657501          | 657251                | 250               |              |
| CSK AUTO CORP        | COM            | 12596510     | 13,082,975        | 848442          | 848362                | 80                |              |
| GRANITE CONSTR INC   | COM            | 38732810     | 13,073,141        | 699847          | 699847                |                   |              |
| BLYTH INC            | COM            | 09643P10     | 13,044,587        | 483491          | 482585                | 906               |              |
| UNITED BANKSHARES IN | COM            | 90990710     | 13,013,933        | 434522          | 433422                | 500               | 600          |
| FULLER H B CO        | COM            | 35969410     | 13,000,201        | 535649          | 534849                | 600               | 200          |
| CHIQUITA BRANDS INTL | COM            | 17003280     | 12,985,127        | 733623          | 733623                |                   |              |

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|                      |        |          |             |           |           |       |      |
|----------------------|--------|----------|-------------|-----------|-----------|-------|------|
| INTERNATIONAL BANCSH | COM    | 45904410 | 12,975,165  | 311978    | 311075    | 903   |      |
| ADVANCED MEDICAL OPT | COM    | 00763M10 | 12,963,474  | 721797    | 720372    | 1359  | 66   |
| EQUITY ONE           | COM    | 29475210 | 12,938,207  | 761071    | 760371    | 700   |      |
| S & T BANCORP INC    | COM    | 78385910 | 12,912,694  | 453077    | 452277    | 800   |      |
| ESS TECHNOLOGY INC   | COM    | 26915110 | 12,907,562  | 1,197,362 | 1,197,262 | 100   |      |
| URBAN OUTFITTERS INC | COM    | 91704710 | 12,893,914  | 494778    | 494778    |       |      |
| CAL DIVE INTL INC    | COM    | 12791410 | 12,893,339  | 660858    | 659858    | 1000  |      |
| WEBSense INC         | COM    | 94768410 | 12,853,891  | 601211    | 600711    | 500   |      |
| OPENWAVE SYS INC     | COM    | 68371810 | 12,853,555  | 3,053,101 | 3,052,641 | 300   | 160  |
| ATMI INC             | COM    | 00207R10 | 12,829,381  | 506090    | 501950    | 4140  |      |
| KROLL INC            | COM    | 50104910 | 12,824,569  | 689493    | 689493    |       |      |
| CATALINA MARKETING C | COM    | 14886710 | 12,821,423  | 844070    | 843970    | 100   |      |
| PEROT SYS CORP       | CL A   | 71426510 | 12,812,190  | 1,281,219 | 1,277,969 | 3250  |      |
| BORLAND SOFTWARE COR | COM    | 09984910 | 12,799,652  | 1,389,756 | 1,389,756 |       |      |
| GETTY IMAGES INC     | COM    | 37427610 | 12,784,527  | 363610    | 362710    | 100   | 800  |
| POLO RALPH LAUREN CO | CL A   | 73157210 | 12,774,500  | 476305    | 475485    | 720   | 100  |
| AQUILA INC           | COM    | 03840P10 | 12,749,755  | 3,772,117 | 3,767,067 | 4570  | 480  |
| ADOLOR CORP          | COM    | 00724X10 | 12,744,056  | 694499    | 649415    | 45084 |      |
| WELLCHOICE INC       | COM    | 94947510 | 12,673,943  | 420642    | 419477    | 40    | 1125 |
| CRAY INC             | COM    | 22522310 | 12,668,328  | 1,156,925 | 1,156,925 |       |      |
| FLORIDA ROCK INDS IN | COM    | 34114010 | 12,666,649  | 255376    | 254596    | 630   | 150  |
| LIGAND PHARMACEUTICA | CL B   | 53220K20 | 12,628,725  | 978971    | 978963    |       | 8    |
| BEARINGPOINT INC     | COM    | 07400210 | 12,618,909  | 1,581,317 | 1,573,757 | 7460  | 100  |
| LINCOLN ELEC HLDGS I | COM    | 53390010 | 12,617,027  | 567823    | 567743    | 80    |      |
| PENNSYLVANIA RL ESTA | SH BEN |          |             |           |           |       |      |
|                      | INT    | 70910210 | 12,606,134  | 376865    | 376765    | 100   |      |
| Page Total           |        |          | 676,161,209 |           |           |       |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| CHARTER MUN MTG ACCE | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 16090810     | 12,596,733        | 685350          | 685330                |                   | 20           |
| GEORGIA GULF CORP    | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 37320020     | 12,558,797        | 537850          | 537750                | 100               |              |
| ADVANCED NEUROMODULA | COM            | 00757T10     | 12,538,934        | 314259          | 313809                | 450               |              |
| FILENET CORP         | COM            | 31686910     | 12,474,769        | 621563          | 621163                |                   | 400          |
| FTI CONSULTING INC   | COM            | 30294110     | 12,466,582        | 718535          | 718385                | 150               |              |
| CATHAY BANCORP INC   | COM            | 14915010     | 12,465,446        | 281705          | 273705                |                   | 8000         |
| GREY GLOBAL GROUP IN | COM            | 39787M10     | 12,442,462        | 16348           | 16348                 |                   |              |
| SCHOLASTIC CORP      | COM            | 80706610     | 12,426,771        | 431635          | 430935                | 600               | 100          |
| VCA ANTECH INC       | COM            | 91819410     | 12,420,811        | 527423          | 527323                | 100               |              |
| SELECT MEDICAL CORP  | COM            | 81619610     | 12,403,785        | 430687          | 430687                |                   |              |
| IHOP CORP            | COM            | 44962310     | 12,392,761        | 377253          | 374753                | 2500              |              |
| KNIGHT TRANSN INC    | COM            | 49906410     | 12,363,387        | 490416          | 490216                | 200               |              |
| MANHATTAN ASSOCS INC | COM            | 56275010     | 12,347,062        | 476169          | 476069                | 100               |              |
| PROQUEST COMPANY     | COM            | 74346P10     | 12,342,590        | 469300          | 407800                |                   | 61500        |
| LTX CORP             | COM            | 50239210     | 12,317,201        | 1,091,370       | 1,041,640             | 49630             | 100          |
| TELEFONOS DE MEXICO  | SPON           |              |                   |                 |                       |                   |              |

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|                      |        |          |             |           |           |      |      |
|----------------------|--------|----------|-------------|-----------|-----------|------|------|
|                      | ADR O  | 87940378 | 12,300,835  | 402646    | 402646    |      |      |
| PROGRESS SOFTWARE CO | COM    | 74331210 | 12,291,442  | 568259    | 564177    | 4082 |      |
| CHEMICAL FINL CORP   | COM    | 16373110 | 12,249,050  | 395769    | 395369    | 400  |      |
| BROWN SHOE INC NEW   | COM    | 11573610 | 12,232,079  | 385870    | 385710    | 60   | 100  |
| PETROLEO BRASILEIRO  | SPON-  |          |             |           |           |      |      |
|                      | SORED  | 71654V40 | 12,193,348  | 531764    | 531764    |      |      |
| TELEDYNE TECHNOLOGIE | COM    | 87936010 | 12,183,980  | 837387    | 837060    | 327  |      |
| LIBERTY CORP S C     | COM    | 53037010 | 12,154,634  | 289741    | 288141    | 1600 |      |
| SPORTS AUTH INC NEW  | COM    | 84917U10 | 12,134,373  | 385708    | 385338    | 370  |      |
| MID-AMER APT CMNTYS  | COM    | 59522J10 | 12,127,682  | 401845    | 401845    |      |      |
| STATION CASINOS INC  | COM    | 85768910 | 12,100,341  | 395436    | 395436    |      |      |
| EL PASO ELEC CO      | COM    |          |             |           |           |      |      |
|                      | NEW    | 28367785 | 12,069,010  | 1,044,936 | 1,044,436 | 400  | 100  |
| SUMMIT PPTYS INC     | COM    | 86623910 | 12,057,731  | 530710    | 530710    |      |      |
| TOWN & CTRY TR       | SH BEN |          |             |           |           |      |      |
|                      | INT    | 89208110 | 12,046,823  | 512849    | 512349    | 500  |      |
| WAYPOINT FINL CORP   | COM    | 94675610 | 12,040,746  | 600536    | 599906    | 630  |      |
| TECUMSEH PRODS CO    | CL A   | 87889520 | 12,011,208  | 321930    | 321600    | 230  | 100  |
| K V PHARMACEUTICAL C | CL A   | 48274020 | 11,993,692  | 533053    | 532303    | 750  |      |
| AEROPOSTALE          | COM    | 00786510 | 11,976,766  | 442764    | 442764    |      |      |
| G & K SVCS INC       | CL A   | 36126810 | 11,961,346  | 342732    | 342537    | 75   | 120  |
| COMMERCIAL NET LEASE | COM    | 20221810 | 11,959,760  | 702276    | 701656    | 620  |      |
| WESCO FINL CORP      | COM    | 95081710 | 11,955,724  | 35167     | 34367     | 100  | 700  |
| FOSSIL INC           | COM    | 34988210 | 11,951,493  | 491831    | 491831    |      |      |
| TESORO PETE CORP     | COM    | 88160910 | 11,938,125  | 1,411,126 | 1,406,426 | 4700 |      |
| THQ INC              | COM    |          |             |           |           |      |      |
|                      | NEW    | 87244340 | 11,906,408  | 727331    | 726831    | 500  |      |
| CURTISS WRIGHT CORP  | COM    | 23156110 | 11,902,082  | 168537    | 166837    | 1700 |      |
| FELCOR LODGING TR IN | COM    | 31430F10 | 11,901,785  | 1,148,821 | 1,148,821 |      |      |
| SCHOOL SPECIALTY INC | COM    | 80786310 | 11,893,618  | 421610    | 421370    | 240  |      |
| EFUNDS CORP          | COM    | 28224R10 | 11,891,293  | 961301    | 956307    | 1471 | 3523 |
| UICI                 | COM    | 90273710 | 11,860,520  | 945815    | 945815    |      |      |
| SOVRAN SELF STORAGE  | COM    | 84610H10 | 11,847,677  | 357396    | 356696    | 700  |      |
| MAVERICK TUBE CORP   | COM    | 57791410 | 11,840,021  | 762888    | 762588    | 200  | 100  |
| TOTAL S A            | SPON-  |          |             |           |           |      |      |
|                      | SORED  | 89151E10 | 11,827,907  | 156041    | 147811    | 8230 |      |
| REGENERON PHARMACEUT | COM    | 75886F10 | 11,801,492  | 667883    | 667283    | 400  | 200  |
| LASALLE HOTEL PPTYS  | COM SH |          |             |           |           |      |      |
|                      | BEN    | 51794210 | 11,784,018  | 679978    | 679438    | 540  |      |
| CNA FINL CORP        | COM    | 12611710 | 11,779,292  | 560385    | 560185    | 200  |      |
| CASEYS GEN STORES IN | COM    | 14752810 | 11,762,191  | 838958    | 837498    | 720  | 740  |
| UNITED NAT FOODS INC | COM    | 91116310 | 11,736,448  | 353614    | 352814    | 800  |      |
| WRIGHT MED GROUP INC | COM    | 98235T10 | 11,714,817  | 464137    | 462847    | 1100 | 190  |
| Page Total           |        |          | 629,937,848 |           |           |      |      |

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| Name of Issuer  | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                 |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| M D C HLDGS INC | COM            | 55267610     | 11,713,410        | 216915          | 216563                | 242               | 110          |

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|                      |        |          |             |           |           |       |      |
|----------------------|--------|----------|-------------|-----------|-----------|-------|------|
| BALDOR ELEC CO       | COM    | 05774110 | 11,710,392  | 554732    | 554452    | 20    | 260  |
| FRIEDMAN BILLINGS RA | CL A   | 35843410 | 11,691,739  | 677782    | 677782    |       |      |
| PENN NATL GAMING INC | COM    | 70756910 | 11,685,705  | 548110    | 548110    |       |      |
| AMERICAN NATL INS CO | COM    | 02859110 | 11,682,893  | 137365    | 136595    | 770   |      |
| ROADWAY CORP         | COM    | 76974210 | 11,668,905  | 239264    | 239264    |       |      |
| CARPENTER TECHNOLOGY | COM    | 14428510 | 11,665,675  | 544108    | 542008    | 2100  |      |
| HEADWATERS INC       | COM    | 42210P10 | 11,656,323  | 723097    | 723097    |       |      |
| HARLEYSVILLE GROUP I | COM    | 41282410 | 11,648,287  | 500356    | 499956    |       | 400  |
| NETSCREEN TECHNOLOGI | COM    | 64117V10 | 11,622,599  | 522834    | 522094    | 740   |      |
| NOKIA CORP           | SPON-  |          |             |           |           |       |      |
|                      | SORED  | 65490220 | 11,619,894  | 744865    | 651625    | 93240 |      |
| JACK IN THE BOX INC  | COM    | 46636710 | 11,543,246  | 648497    | 647897    | 600   |      |
| ULTRATECH INC        | COM    | 90403410 | 11,521,266  | 408266    | 408266    |       |      |
| HORACE MANN EDUCATOR | COM    | 44032710 | 11,514,439  | 793552    | 793466    | 86    |      |
| TELIK INC            | COM    | 87959M10 | 11,512,352  | 573610    | 571910    | 1700  |      |
| U S G CORP           | COM    |          |             |           |           |       |      |
|                      | NEW    | 90329340 | 11,490,115  | 666480    | 666348    |       | 132  |
| PALM INC             | COM    |          |             |           |           |       |      |
|                      | NEW    | 69664220 | 11,483,759  | 594090    | 586366    | 7203  | 521  |
| NEKTAR THERAPEUTICS  | COM    | 64026810 | 11,483,072  | 897115    | 892815    | 4100  | 200  |
| SEACOR SMIT INC      | COM    | 81190410 | 11,468,675  | 317077    | 316727    | 350   |      |
| FIRST CTZNS BANCSHAR | CL A   | 31946M10 | 11,454,920  | 108372    | 108372    |       |      |
| AMSURG CORP          | COM    | 03232P40 | 11,453,776  | 346979    | 346979    |       |      |
| EXAR CORP            | COM    | 30064510 | 11,430,357  | 814128    | 810128    | 4000  |      |
| COMMED CORP          | COM    | 20741010 | 11,418,130  | 553204    | 552664    | 540   |      |
| VINTAGE PETE INC     | COM    | 92746010 | 11,413,957  | 1,049,077 | 1,049,077 |       |      |
| MICROS SYS INC       | COM    | 59490110 | 11,393,388  | 335890    | 322650    | 11175 | 2065 |
| ASK JEEVES INC       | COM    | 04517410 | 11,384,102  | 654635    | 654535    | 100   |      |
| WESTERN GAS RES INC  | COM    | 95825910 | 11,380,506  | 299487    | 299487    |       |      |
| ERIE INDY CO         | CL A   | 29530P10 | 11,366,035  | 292186    | 291386    | 800   |      |
| NII HLDGS INC        | CL B   |          |             |           |           |       |      |
|                      | NEW    | 62913F20 | 11,364,456  | 191482    | 191482    |       |      |
| BANKUNITED FINL CORP | CL A   | 06652B10 | 11,345,434  | 535162    | 535162    |       |      |
| PRICELINE COM INC    | COM    |          |             |           |           |       |      |
|                      | NEW    | 74150340 | 11,328,562  | 390102    | 389786    | 300   | 16   |
| NBT BANCORP INC      | COM    | 62877810 | 11,314,242  | 558728    | 558328    | 400   |      |
| OTTER TAIL CORP      | COM    | 68964810 | 11,313,532  | 434134    | 431669    | 465   | 2000 |
| TEXAS INDS INC       | COM    | 88249110 | 11,312,408  | 459854    | 459854    |       |      |
| CYBERONICS INC       | COM    | 23251P10 | 11,305,599  | 366470    | 366310    | 160   |      |
| INVERESK RESH GROUP  | COM    | 46123810 | 11,304,376  | 569490    | 569490    |       |      |
| GROUP 1 AUTOMOTIVE I | COM    | 39890510 | 11,303,767  | 327266    | 327186    | 80    |      |
| KIRBY CORP           | COM    | 49726610 | 11,290,092  | 393383    | 392863    | 520   |      |
| HANCOCK HLDG CO      | COM    | 41012010 | 11,289,009  | 228754    | 228554    | 200   |      |
| AMERICAN ITALIAN PAS | CL A   | 02707010 | 11,260,917  | 291055    | 290935    | 120   |      |
| ACTUANT CORP         | CL A   |          |             |           |           |       |      |
|                      | NEW    | 00508X20 | 11,231,628  | 200029    | 199889    | 140   |      |
| REINSURANCE GROUP AM | COM    | 75935110 | 11,231,433  | 275618    | 275278    | 340   |      |
| PRICE COMMUNICATIONS | COM    |          |             |           |           |       |      |
|                      | NEW    | 74143730 | 11,218,156  | 904690    | 904140    | 550   |      |
| SENIOR HSG PPTYS TR  | SH BEN |          |             |           |           |       |      |
|                      | INT    | 81721M10 | 11,202,103  | 777384    | 777324    | 60    |      |
| HARBOR FLA BANCSHARE | COM    | 41190110 | 11,196,373  | 419969    | 419689    | 280   |      |
| GENESIS HEALTH VENTU | COM    | 37183F10 | 11,185,431  | 462017    | 461652    |       | 365  |
| ESPERION THERAPEUTIC | COM    | 29664R10 | 11,184,247  | 574140    | 573340    | 800   |      |
| GEMSTAR-TV GUIDE INT | COM    | 36866W10 | 11,175,296  | 2,362,642 | 2,351,642 | 11000 |      |
| CUNO INC             | COM    | 12658310 | 11,162,566  | 284832    | 284792    | 40    |      |
| ARMOR HOLDINGS INC   | COM    | 04226010 | 11,152,719  | 665834    | 665834    |       |      |
| WINNEBAGO INDS INC   | COM    | 97463710 | 11,117,761  | 249389    | 248889    | 500   |      |
| HANOVER COMPRESSOR C | COM    | 41076810 | 11,092,197  | 1,120,424 | 1,120,324 |       | 100  |
| Page Total           |        |          | 592,960,221 |           |           |       |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| BRADY CORP           | CL A           | 10467410     | 11,051,875        | 347434          | 343994                | 3340              | 100          |
| UNISOURCE ENERGY COR | COM            | 90920510     | 11,043,259        | 580613          | 580273                | 100               | 240          |
| DOLLAR THRIFTY AUTOM | COM            | 25674310     | 11,038,307        | 485841          | 485601                | 240               |              |
| RELIANCE STEEL & ALU | COM            | 75950910     | 11,029,872        | 497065          | 495265                | 1800              |              |
| MANITOWOC INC        | COM            | 56357110     | 11,003,922        | 507327          | 506327                | 900               | 100          |
| PAPA JOHNS INTL INC  | COM            | 69881310     | 10,973,587        | 442305          | 440961                | 1344              |              |
| STEWART INFORMATION  | COM            | 86037210     | 10,957,317        | 388007          | 388007                |                   |              |
| MAXIMUS INC          | COM            | 57793310     | 10,956,856        | 318051          | 318051                |                   |              |
| SONIC AUTOMOTIVE INC | CL A           | 83545G10     | 10,949,657        | 455098          | 455038                | 60                |              |
| ILEX ONCOLOGY INC    | COM            | 45192310     | 10,930,904        | 651813          | 651813                |                   |              |
| GREY WOLF INC        | COM            | 39788810     | 10,912,319        | 3,135,724       | 3,010,434             | 125290            |              |
| MB FINANCIAL INC NEW | COM            | 55264U10     | 10,909,124        | 245701          | 239801                | 5900              |              |
| SOTHEBYS HLDGS INC   | CL A           | 83589810     | 10,887,603        | 1,006,248       | 1,003,248             | 3000              |              |
| SELECT COMFORT CORP  | COM            | 81616X10     | 10,874,473        | 409739          | 408939                | 800               |              |
| ERESEARCHTECHNOLOGY  | COM            | 29481V10     | 10,861,833        | 313292          | 312792                | 500               |              |
| TAIWAN SEMICONDUCTOR | SPON-SORED     | 87403910     | 10,855,829        | 1,002,385       | 937780                | 64605             |              |
| NEWPORT CORP         | COM            | 65182410     | 10,853,390        | 769744          | 768924                | 800               | 20           |
| ABM INDS INC         | COM            | 00095710     | 10,851,252        | 766873          | 766673                | 200               |              |
| OVERSEAS SHIPHOLDING | COM            | 69036810     | 10,841,179        | 419388          | 418788                | 600               |              |
| MERCURY COMPUTER SYS | COM            | 58937810     | 10,829,496        | 507712          | 507712                |                   |              |
| SPINNAKER EXPL CO    | COM            | 84855W10     | 10,825,464        | 451061          | 450661                | 400               |              |
| ARGOSY GAMING CO     | COM            | 04022810     | 10,824,864        | 443642          | 443542                | 100               |              |
| NETBANK INC          | COM            | 64093310     | 10,824,600        | 865968          | 861968                | 4000              |              |
| ELECTRO SCIENTIFIC I | COM            | 28522910     | 10,819,531        | 513992          | 513992                |                   |              |
| PROASSURANCE CORP    | COM            | 74267C10     | 10,808,718        | 418456          | 418456                |                   |              |
| AMCORE FINL INC      | COM            | 02391210     | 10,793,111        | 428979          | 428579                | 400               |              |
| ARKANSAS BEST CORP D | COM            | 04079010     | 10,766,893        | 391951          | 391951                |                   |              |
| BARRA INC            | COM            | 06831310     | 10,759,085        | 286756          | 286206                | 550               |              |
| ARROW INTL INC       | COM            | 04276410     | 10,743,852        | 466921          | 462921                | 4000              |              |
| CITY HLDG CO         | COM            | 17783510     | 10,740,777        | 323810          | 323510                | 300               |              |
| CHARMING SHOPPES INC | COM            | 16113310     | 10,695,149        | 1,873,056       | 1,873,056             |                   |              |
| WABASH NATL CORP     | COM            | 92956610     | 10,691,380        | 670306          | 670306                |                   |              |
| EMCOR GROUP INC      | COM            | 29084Q10     | 10,676,858        | 250925          | 250925                |                   |              |
| WASHINGTON GROUP INT | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 93886220     | 10,662,408        | 394904          | 394904                |                   |              |
| LEXINGTON CORP PPTYS | COM            | 52904310     | 10,649,607        | 555825          | 555825                |                   |              |
| COMPANHIA DE BEBIDAS | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR P          | 20441W20     | 10,645,802        | 491723          | 491723                |                   |              |
| WAUSAU-MOSINEE PAPER | COM            | 94331510     | 10,644,250        | 871765          | 870865                | 900               |              |
| MILLENNIUM CHEMICALS | COM            | 59990310     | 10,636,102        | 1,113,728       | 1,113,728             |                   |              |
| CVB FINL CORP        | COM            | 12660010     | 10,625,354        | 558935          | 558935                |                   |              |
| BIO RAD LABS INC     | CL A           | 09057220     | 10,586,274        | 207574          | 207574                |                   |              |
| KT CORP              | SPON-SORED     | 48268K10     | 10,548,669        | 529286          | 529286                |                   |              |
| HOLLINGER INTL INC   | CL A           | 43556910     | 10,545,776        | 853909          | 853709                | 200               |              |
| SPARTECH CORP        | COM            |              |                   |                 |                       |                   |              |

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|                      |      |          |             |           |           |       |        |
|----------------------|------|----------|-------------|-----------|-----------|-------|--------|
|                      | NEW  | 84722020 | 10,522,157  | 493998    | 452498    | 36695 | 4805   |
| GENTA INC            | COM  |          |             |           |           |       |        |
|                      | NEW  | 37245M20 | 10,517,202  | 830087    | 830087    |       |        |
| KOPIN CORP           | COM  | 50060010 | 10,496,226  | 1,523,400 | 1,316,300 | 1000  | 206100 |
| PACIFIC NORTHWEST BA | COM  | 69466M10 | 10,474,576  | 293817    | 293817    |       |        |
| WESTPORT RES CORP NE | COM  | 96141810 | 10,470,144  | 444781    | 443921    | 860   |        |
| TALBOTS INC          | COM  | 87416110 | 10,454,895  | 299997    | 299417    | 180   | 400    |
| IOMEGA CORP          | COM  |          |             |           |           |       |        |
|                      | NEW  | 46203030 | 10,442,201  | 937361    | 935061    | 2300  |        |
| STEEL DYNAMICS INC   | COM  | 85811910 | 10,413,815  | 684669    | 681599    | 3070  |        |
| JO-ANN STORES INC    | CL A | 47758P10 | 10,411,889  | 373186    | 373186    |       |        |
| REMEC INC            | COM  | 75954310 | 10,399,552  | 1,019,564 | 1,015,064 | 4500  |        |
| Page Total           |      |          | 558,729,235 |           |           |       |        |

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|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| VIASYS HEALTHCARE IN | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 92553Q20     | 10,397,889        | 514747          | 513483                | 1229              | 35           |
| NATIONAL PENN BANCSH | COM            | 63713810     | 10,358,381        | 374625          | 374310                | 315               |              |
| KELLY SVCS INC       | CL A           | 48815220     | 10,355,780        | 415561          | 411638                | 3923              |              |
| CORUS BANKSHARES INC | COM            | 22087310     | 10,349,877        | 193528          | 193528                |                   |              |
| EASTGROUP PPTY INC   | COM            | 27727610     | 10,336,549        | 372086          | 372086                |                   |              |
| INTERNET SEC SYS INC | COM            | 46060X10     | 10,325,375        | 826030          | 823450                | 2580              |              |
| MOVIE GALLERY INC    | COM            | 62458110     | 10,324,625        | 521973          | 521973                |                   |              |
| COMMERCIAL METALS CO | COM            | 20172310     | 10,293,684        | 560353          | 560353                |                   |              |
| AMERICAN MGMT SYS IN | COM            | 02735210     | 10,291,374        | 803386          | 801386                | 2000              |              |
| UNITED NATL BANCORP  | COM            | 91090910     | 10,287,660        | 309776          | 309476                | 300               |              |
| LABRANCHE & CO INC   | COM            | 50544710     | 10,243,360        | 701600          | 701500                |                   | 100          |
| LONGVIEW FIBRE CO    | COM            | 54321310     | 10,218,726        | 1,045,929       | 1,045,929             |                   |              |
| MOOG INC             | CL A           | 61539420     | 10,213,011        | 260536          | 260536                |                   |              |
| ENZON PHARMACEUTICAL | COM            | 29390410     | 10,208,093        | 876984          | 854604                | 22380             |              |
| FRONTIER OIL CORP    | COM            | 35914P10     | 10,180,249        | 692534          | 692534                |                   |              |
| JONES LANG LASALLE I | COM            | 48020Q10     | 10,172,391        | 549859          | 549859                |                   |              |
| CONNECTICUT BANCSHAR | COM            | 20754010     | 10,169,178        | 198423          | 198323                | 100               |              |
| COLUMBIA SPORTSWEAR  | COM            | 19851610     | 10,165,030        | 192702          | 191802                | 550               | 350          |
| RYANS FAMILY STEAK H | COM            | 78351910     | 10,102,258        | 789856          | 784336                | 4080              | 1440         |
| BEVERLY ENTERPRISES  | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 08785130     | 10,101,899        | 1,706,402       | 1,706,402             |                   |              |
| HECLA MNG CO         | COM            | 42270410     | 10,091,197        | 1,925,801       | 1,925,801             |                   |              |
| CHECKPOINT SYS INC   | COM            | 16282510     | 10,078,835        | 637901          | 636901                | 1000              |              |
| AZTAR CORP           | COM            | 05480210     | 10,071,057        | 568665          | 567795                | 20                | 850          |
| RADIO ONE INC        | CL D           |              |                   |                 |                       |                   |              |
|                      | NON V          | 75040P40     | 10,037,410        | 698984          | 685624                | 12760             | 600          |
| NOVASTAR FINL INC    | COM            | 66994740     | 10,028,285        | 174496          | 173846                | 650               |              |
| MKS INSTRUMENT INC   | COM            | 55306N10     | 10,024,161        | 462796          | 462496                | 300               |              |
| CENTENE CORP DEL     | COM            | 15135B10     | 9,998,310         | 329000          | 329000                |                   |              |
| MGE ENERGY INC       | COM            | 55277P10     | 9,998,290         | 330522          | 327272                | 2800              | 450          |
| ECLIPSYS CORP        | COM            | 27885610     | 9,995,337         | 620867          | 618827                |                   | 2040         |

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|                      |        |          |             |           |           |       |       |
|----------------------|--------|----------|-------------|-----------|-----------|-------|-------|
| AMERICAN HEALTHWAYS  | COM    | 02649V10 | 9,981,830   | 238173    | 238173    |       |       |
| ISLE OF CAPRI CASINO | COM    | 46459210 | 9,966,331   | 503096    | 502716    | 380   |       |
| ATHEROGENICS INC     | COM    | 04743910 | 9,953,786   | 597825    | 597825    |       |       |
| KULICKE & SOFFA INDS | COM    | 50124210 | 9,951,956   | 917231    | 917231    |       |       |
| WMS INDS INC         | COM    | 92929710 | 9,951,614   | 439171    | 439171    |       |       |
| WFS FINL INC         | COM    | 92923B10 | 9,944,776   | 268560    | 268560    |       |       |
| ALIGN TECHNOLOGY INC | COM    | 01625510 | 9,929,825   | 793751    | 760638    | 6600  | 26513 |
| TIMKEN CO            | COM    | 88738910 | 9,928,006   | 651444    | 650374    | 1070  |       |
| ESPEED INC           | CL A   | 29664310 | 9,919,029   | 438701    | 438701    |       |       |
| FINANCIAL FED CORP   | COM    | 31749210 | 9,914,621   | 324963    | 324963    |       |       |
| FIRST CHARTER CORP   | COM    | 31943910 | 9,900,646   | 505135    | 505135    |       |       |
| ANTEON INTL CORP     | COM    | 03674E10 | 9,887,869   | 323133    | 323133    |       |       |
| SCHULMAN A INC       | COM    | 80819410 | 9,871,060   | 621995    | 621495    | 500   |       |
| US ONCOLOGY INC      | COM    | 90338W10 | 9,868,697   | 1,350,027 | 1,349,927 |       | 100   |
| ENTERTAINMENT PPTYS  | COM SH |          |             |           |           |       |       |
|                      | BEN    | 29380T10 | 9,861,570   | 328719    | 328719    |       |       |
| QUANEX CORP          | COM    | 74762010 | 9,858,374   | 293404    | 293404    |       |       |
| LOEWS CORP           | CARO-  |          |             |           |           |       |       |
|                      | LNA GP | 54042420 | 9,846,852   | 428124    | 414304    | 13820 |       |
| PFF BANCORP INC      | COM    | 69331W10 | 9,837,434   | 308577    | 308577    |       |       |
| ACTEL CORP           | COM    | 00493410 | 9,834,795   | 410296    | 410296    |       |       |
| KINDRED HEALTHCARE I | COM    | 49458010 | 9,827,251   | 262480    | 261380    | 1100  |       |
| HUDSON RIV BANCORP I | COM    | 44412810 | 9,805,142   | 305076    | 302976    | 2100  |       |
| SIX FLAGS INC        | COM    | 83001P10 | 9,803,509   | 1,863,785 | 1,858,565 | 5120  | 100   |
| ASYST TECHNOLOGY COR | COM    | 04648X10 | 9,795,770   | 696712    | 696712    |       |       |
| Page Total           |        |          | 522,859,014 |           |           |       |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| NATIONAL HEALTH INVS | COM            | 63633D10     | 9,793,502         | 537219          | 537219                |                   |              |
| REDWOOD TR INC       | COM            | 75807540     | 9,768,875         | 230398          | 229598                | 800               |              |
| IDT CORP             | COM            | 44894710     | 9,748,592         | 551391          | 547911                | 3480              |              |
| ONYX PHARMACEUTICALS | COM            | 68339910     | 9,745,627         | 451814          | 451814                |                   |              |
| SEACOAST FINL SVCS C | COM            | 81170Q10     | 9,722,714         | 466765          | 461289                | 2876              | 2600         |
| LAWSON SOFTWARE INC  | COM            | 52078010     | 9,716,703         | 1,370,480       | 1,370,480             |                   |              |
| GENLYTE GROUP INC    | COM            | 37230210     | 9,688,671         | 217381          | 217081                | 300               |              |
| LACLEDE GROUP INC    | COM            | 50559710     | 9,674,441         | 358180          | 355080                | 3100              |              |
| WD-40 CO             | COM            | 92923610     | 9,670,857         | 304115          | 303815                | 300               |              |
| AVX CORP NEW         | COM            | 00244410     | 9,645,193         | 704543          | 698768                | 900               | 4875         |
| WESTELL TECHNOLOGIES | CL A           | 95754110     | 9,636,881         | 1,286,633       | 1,286,633             |                   |              |
| AMLI RESIDENTIAL PPT | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 00173510     | 9,630,229         | 367566          | 367566                |                   |              |
| CMGI INC             | COM            | 12575010     | 9,625,479         | 6,218,010       | 6,215,980             | 1825              | 205          |
| DIGENE CORP          | COM            | 25375210     | 9,596,624         | 234866          | 234866                |                   |              |
| AMERICA MOVIL S A DE | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR L          | 02364W10     | 9,560,352         | 413689          | 413689                |                   |              |
| JOURNAL REGISTER CO  | COM            | 48113810     | 9,548,493         | 509253          | 506773                | 2480              |              |
| KOMAG INC            | COM            |              |                   |                 |                       |                   |              |

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|                      |         |          |             |           |           |       |      |
|----------------------|---------|----------|-------------|-----------|-----------|-------|------|
|                      | NEW     | 50045320 | 9,546,174   | 544873    | 544873    |       |      |
| CROWN CASTLE INTL CO | COM     | 22822710 | 9,542,436   | 1,014,074 | 1,008,758 | 5216  | 100  |
| WESBANCO INC         | COM     | 95081010 | 9,525,490   | 405340    | 401940    | 3400  |      |
| DRS TECHNOLOGIES INC | COM     | 23330X10 | 9,488,977   | 393244    | 392644    | 500   | 100  |
| M/I SCHOTTENSTEIN HO | COM     | 55305B10 | 9,484,501   | 239085    | 239085    |       |      |
| VALUECLICK INC       | COM     | 92046N10 | 9,463,809   | 1,126,644 | 1,126,544 | 100   |      |
| TUESDAY MORNING CORP | COM     |          |             |           |           |       |      |
|                      | NEW     | 89903550 | 9,455,520   | 339516    | 339516    |       |      |
| PEOPLES BK BRIDGEPOR | COM     | 71019810 | 9,447,990   | 314933    | 303243    | 5440  | 6250 |
| HARLEYSVILLE NATL CO | COM     | 41285010 | 9,433,491   | 403313    | 403313    |       |      |
| VEECO INSTRS INC DEL | COM     | 92241710 | 9,429,786   | 472671    | 468456    | 4215  |      |
| APOLLO GROUP INC     | COM     |          |             |           |           |       |      |
|                      | UNV PH  | 03760420 | 9,428,804   | 141425    | 140692    | 733   |      |
| INFOSPACE INC        | COM     |          |             |           |           |       |      |
|                      | NEW     | 45678T20 | 9,423,766   | 461723    | 461705    |       | 18   |
| LIN TV CORP          | CL A    | 53277410 | 9,420,624   | 443115    | 443115    |       |      |
| PINNACLE SYS INC     | COM     | 72348110 | 9,377,321   | 1,120,349 | 1,120,249 | 100   |      |
| NEWCASTLE INVT CORP  | COM     | 65105M10 | 9,359,366   | 407106    | 407106    |       |      |
| SMITH A O            | COM     | 83186520 | 9,357,244   | 334068    | 334048    | 20    |      |
| ANCHOR BANCORP WIS I | COM     | 03283910 | 9,346,965   | 398082    | 397962    | 120   |      |
| TANOX INC            | COM     | 87588Q10 | 9,331,818   | 467526    | 465426    | 2100  |      |
| CONNETICS CORP       | COM     | 20819210 | 9,326,940   | 516728    | 516628    | 100   |      |
| POLYMEDICA CORP      | COM     | 73173810 | 9,326,410   | 351940    | 350540    | 1400  |      |
| WEBEX COMMUNICATIONS | COM     | 94767L10 | 9,319,545   | 493620    | 493620    |       |      |
| TALK AMERICA HLDGS I | COM     |          |             |           |           |       |      |
|                      | NEW     | 87426R20 | 9,303,170   | 811795    | 811795    |       |      |
| ALLIANCE DATA SYSTEM | COM     | 01858110 | 9,285,355   | 351718    | 351418    | 300   |      |
| GLOBAL IMAGING SYSTE | COM     | 37934A10 | 9,277,157   | 376967    | 376467    | 500   |      |
| QUANTUM CORP         | COM     |          |             |           |           |       |      |
|                      | DSSG    | 74790620 | 9,272,497   | 3,010,551 | 3,010,551 |       |      |
| SCIENTIFIC GAMES COR | CL A    | 80874P10 | 9,260,733   | 812345    | 812345    |       |      |
| CAPITOL FED FINL     | COM     | 14057C10 | 9,249,151   | 315563    | 312063    | 3500  |      |
| BANDAG INC           | COM     | 05981510 | 9,247,956   | 274176    | 273976    |       | 200  |
| WESTCORP INC         | COM     | 95790710 | 9,240,535   | 264393    | 264393    |       |      |
| VENTANA MED SYS INC  | COM     | 92276H10 | 9,232,624   | 229325    | 229325    |       |      |
| COX RADIO INC        | CL A    | 22405110 | 9,224,088   | 421769    | 417049    | 4720  |      |
| AAIPHARMA INC        | COM     | 00252W10 | 9,218,553   | 537525    | 537525    |       |      |
| BEDFORD PPTY INVS IN | COM     |          |             |           |           |       |      |
|                      | PAR \$0 | 07644630 | 9,204,542   | 354703    | 354703    |       |      |
| WABTEC CORP          | COM     | 92974010 | 9,199,815   | 580430    | 580430    |       |      |
| CANON INC            | ADR     | 13800630 | 9,198,336   | 188800    | 163364    | 25436 |      |
| USEC INC             | COM     | 90333E10 | 9,198,125   | 1,408,595 | 1,408,595 |       |      |
| Page Total           |         |          | 491,222,847 |           |           |       |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| BOWNE & CO INC       | COM            | 10304310     | 9,192,814         | 614904          | 614744                | 160               |              |
| ESCO TECHNOLOGIES IN | COM            | 29631510     | 9,177,496         | 202728          | 202727                | 1                 |              |

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|                      |        |          |             |           |           |        |       |
|----------------------|--------|----------|-------------|-----------|-----------|--------|-------|
| UMPQUA HLDGS CORP    | COM    | 90421410 | 9,120,807   | 479790    | 479490    | 300    |       |
| PLANAR SYS INC       | COM    | 72690010 | 9,113,493   | 428467    | 428267    | 200    |       |
| SHOPKO STORES INC    | COM    | 82491110 | 9,110,040   | 607336    | 607336    |        |       |
| BURLINGTON COAT FACT | COM    | 12157910 | 9,109,555   | 487142    | 477176    | 9966   |       |
| FIRST FINL BANKSHARE | COM    | 32020R10 | 9,102,656   | 246284    | 246284    |        |       |
| SOHU COM INC         | COM    | 83408W10 | 9,096,889   | 291754    | 291654    | 100    |       |
| REGAL ENTMT GROUP    | CL A   | 75876610 | 9,081,877   | 488273    | 488273    |        |       |
| WARNACO GROUP INC    | CL A   |          |             |           |           |        |       |
|                      | NEW    | 93439040 | 9,057,536   | 581730    | 581730    |        |       |
| LNR PPTY CORP        | COM    | 50194010 | 9,045,936   | 220902    | 220902    |        |       |
| CONSOLIDATED GRAPHIC | COM    | 20934110 | 9,044,052   | 355645    | 209496    | 146149 |       |
| TOO INC              | COM    | 89033310 | 9,043,085   | 613923    | 613755    | 168    |       |
| WOODWARD GOVERNOR CO | COM    | 98074510 | 9,016,442   | 207800    | 207780    | 20     |       |
| BOSTON PRIVATE FINL  | COM    | 10111910 | 9,012,807   | 382547    | 362897    | 150    | 19500 |
| UNITED DEFENSE INDS  | COM    | 91018B10 | 8,988,756   | 316617    | 316457    | 160    |       |
| CORNERSTONE RLTY INC | COM    | 21922V10 | 8,988,321   | 1,112,416 | 1,112,416 |        |       |
| CUBIC CORP           | COM    | 22966910 | 8,977,059   | 357367    | 356467    | 900    |       |
| AARON RENTS INC      | COM    | 00253520 | 8,967,291   | 428033    | 427883    | 150    |       |
| QUEST SOFTWARE INC   | COM    | 74834T10 | 8,965,835   | 737322    | 736422    | 900    |       |
| PHOTON DYNAMICS INC  | COM    | 71936410 | 8,957,833   | 308147    | 306462    | 1685   |       |
| ENZO BIOCHEM INC     | COM    | 29410010 | 8,956,124   | 459053    | 459053    |        |       |
| SHUFFLE MASTER INC   | COM    | 82554910 | 8,948,473   | 329109    | 329109    |        |       |
| PRIME HOSPITALITY CO | COM    | 74191710 | 8,942,818   | 1,029,093 | 1,028,493 | 600    |       |
| CAMBREX CORP         | COM    | 13201110 | 8,938,942   | 393786    | 391846    | 1840   | 100   |
| JLG INDS INC         | COM    | 46621010 | 8,938,920   | 775948    | 775948    |        |       |
| WIND RIVER SYSTEMS I | COM    | 97314910 | 8,932,839   | 1,569,919 | 1,569,819 |        | 100   |
| ROGERS CORP          | COM    | 77513310 | 8,919,614   | 287544    | 287544    |        |       |
| INDEPENDENT BANK COR | COM    | 45383810 | 8,910,372   | 304316    | 304316    |        |       |
| HOUSTON EXPL CO      | COM    | 44212010 | 8,904,027   | 253676    | 253476    | 200    |       |
| BLACKROCK INC        | CL A   | 09247X10 | 8,898,792   | 181608    | 181408    | 200    |       |
| RAMCO-GERSHENSON PPT | COM SH |          |             |           |           |        |       |
|                      | BEN    | 75145220 | 8,896,607   | 349572    | 349117    | 455    |       |
| MICROSEMI CORP       | COM    | 59513710 | 8,896,142   | 587592    | 587592    |        |       |
| EMPIRE DIST ELEC CO  | COM    | 29164110 | 8,891,146   | 404143    | 403923    | 120    | 100   |
| GYMBOREE CORP        | COM    | 40377710 | 8,884,519   | 630555    | 630555    |        |       |
| NCO GROUP INC        | COM    | 62885810 | 8,872,859   | 379994    | 379294    | 700    |       |
| PAXAR CORP           | COM    | 70422710 | 8,851,558   | 691528    | 691468    | 60     |       |
| GLENBOROUGH RLTY TR  | COM    | 37803P10 | 8,846,056   | 469038    | 468538    | 500    |       |
| NAVIGANT CONSULTING  | COM    | 63935N10 | 8,832,806   | 717531    | 716231    | 1300   |       |
| ELKCORP              | COM    | 28745610 | 8,813,960   | 374107    | 374107    |        |       |
| REGAL BELOIT CORP    | COM    | 75875010 | 8,813,779   | 432048    | 431948    | 100    |       |
| CARAUSTAR INDS INC   | COM    | 14090910 | 8,810,829   | 1,022,138 | 511494    | 510644 |       |
| POWERWAVE TECHNOLOGI | COM    | 73936310 | 8,807,920   | 1,326,494 | 1,326,494 |        |       |
| HAIN CELESTIAL GROUP | COM    | 40521710 | 8,805,795   | 485703    | 481748    | 1955   | 2000  |
| FRONTIER AIRLINES IN | COM    | 35906510 | 8,805,609   | 535621    | 535421    | 200    |       |
| RUSSELL CORP         | COM    | 78235210 | 8,805,015   | 540185    | 540085    | 100    |       |
| OM GROUP INC         | COM    | 67087210 | 8,794,687   | 600730    | 597590    | 2700   | 440   |
| ROLLINS INC          | COM    | 77571110 | 8,789,072   | 492661    | 492601    | 60     |       |
| BOYD GAMING CORP     | COM    | 10330410 | 8,782,954   | 575554    | 575554    |        |       |
| INTERMUNE INC        | COM    | 45884X10 | 8,751,152   | 457457    | 457457    |        |       |
| BRADLEY PHARMACEUTIC | COM    | 10457610 | 8,738,775   | 320689    | 320689    |        |       |
| COHU INC             | COM    | 19257610 | 8,735,143   | 446582    | 442462    | 4120   |       |
| Page Total           |        |          | 464,687,884 |           |           |        |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| FIRST FINL BANCORP O | COM            | 32020910     | 8,733,814         | 592123          | 588868                | 3255              |              |
| ALLEGHANY CORP DEL   | COM            | 01717510     | 8,719,474         | 44658           | 42510                 | 2148              |              |
| KOGER EQUITY INC     | COM            | 50022810     | 8,715,905         | 463612          | 463612                |                   |              |
| PLAINS EXPL & PRODTN | COM            | 72650510     | 8,709,085         | 698403          | 697818                | 400               | 185          |
| SPS TECHNOLOGIES INC | COM            | 78462610     | 8,699,085         | 193313          | 192413                | 300               | 600          |
| MAGNUM HUNTER RES IN | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 55972F20     | 8,671,666         | 1,085,315       | 1,085,315             |                   |              |
| CROWN AMERN RLTY TR  | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 22818610     | 8,663,426         | 728019          | 728019                |                   |              |
| STERLING BANCSHARES  | COM            | 85890710     | 8,661,335         | 726013          | 726013                |                   |              |
| SUNRISE SENIOR LIVIN | COM            | 86768K10     | 8,656,791         | 330034          | 329734                | 300               |              |
| INTERDIGITAL COMMUNI | COM            | 45866A10     | 8,649,855         | 575506          | 574706                | 700               | 100          |
| VIGNETTE CORP        | COM            | 92673410     | 8,646,656         | 3,759,416       | 3,759,156             | 100               | 160          |
| SYMYX TECHNOLOGIES   | COM            | 87155S10     | 8,637,733         | 401009          | 401009                |                   |              |
| MID-STATE BANCSHARES | COM            | 59544010     | 8,621,415         | 383174          | 383174                |                   |              |
| FLORIDA EAST COAST I | CL A           | 34063210     | 8,613,960         | 299616          | 295073                | 543               | 4000         |
| ANWORTH MORTGAGE ASS | COM            | 03734710     | 8,608,940         | 602867          | 600467                | 600               | 1800         |
| POSCO                | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 69348310     | 8,608,600         | 301000          | 301000                |                   |              |
| BRIGHT HORIZON FAMIL | COM            | 10919510     | 8,579,422         | 214754          | 205729                | 9025              |              |
| BIOMARIN PHARMACEUTI | COM            | 09061G10     | 8,572,528         | 1,119,129       | 1,119,129             |                   |              |
| GRIFFON CORP         | COM            | 39843310     | 8,570,709         | 477211          | 477211                |                   |              |
| SOURCECORP           | COM            | 83616710     | 8,569,573         | 368267          | 368167                |                   | 100          |
| UNITED SURGICAL PART | COM            | 91301630     | 8,560,887         | 302398          | 302398                |                   |              |
| MICROMUSE INC        | COM            | 59509410     | 8,557,891         | 1,046,197       | 1,041,207             | 4930              | 60           |
| KOS PHARMACEUTICALS  | COM            | 50064810     | 8,551,439         | 247796          | 247796                |                   |              |
| LONE STAR STEAKHOUSE | COM            | 54230710     | 8,508,787         | 407119          | 399619                |                   | 7500         |
| CARBO CERAMICS INC   | COM            | 14078110     | 8,508,448         | 235300          | 234500                | 800               |              |
| MFA MTG INVTS INC    | COM            | 55272X10     | 8,504,901         | 893372          | 893372                |                   |              |
| ADVISORY BRD CO      | COM            | 00762W10     | 8,498,104         | 186977          | 186977                |                   |              |
| COEUR D ALENE MINES  | COM            | 19210810     | 8,497,667         | 2,732,369       | 2,731,941             | 400               | 28           |
| MICROSTRATEGY INC    | CL A           |              |                   |                 |                       |                   |              |
|                      | NEW            | 59497240     | 8,458,388         | 183918          | 183918                |                   |              |
| INSIGHT COMMUNICATIO | CL A           | 45768V10     | 8,425,901         | 884145          | 881645                | 2500              |              |
| TREDEGAR CORP        | COM            | 89465010     | 8,424,658         | 559778          | 559478                | 300               |              |
| UIL HLDG CORP        | COM            | 90274810     | 8,415,444         | 240510          | 239710                | 700               | 100          |
| PARKWAY PPTYS INC    | COM            | 70159Q10     | 8,409,802         | 192444          | 192444                |                   |              |
| C&D TECHNOLOGIES INC | COM            | 12466110     | 8,392,722         | 443590          | 443590                |                   |              |
| K-SWISS INC          | CL A           | 48268610     | 8,382,934         | 232924          | 232824                | 100               |              |
| URS CORP NEW         | COM            | 90323610     | 8,382,177         | 432071          | 432071                |                   |              |
| ALFA CORP            | COM            | 01538510     | 8,366,025         | 662918          | 662718                | 200               |              |
| LANDRYS RESTAURANTS  | COM            | 51508L10     | 8,365,886         | 406111          | 405991                | 20                | 100          |
| AMERICAN MED SYS HLD | COM            | 02744M10     | 8,364,790         | 383706          | 382906                | 800               |              |
| WATSCO INC           | COM            | 94262220     | 8,358,847         | 437407          | 437407                |                   |              |
| AKAMAI TECHNOLOGIES  | COM            | 00971T10     | 8,358,284         | 1,948,318       | 1,823,693             | 25                | 124600       |
| LITTELFUSE INC       | COM            | 53700810     | 8,338,512         | 362544          | 362544                |                   |              |
| LEAPFROG ENTERPRISES | CL A           | 52186N10     | 8,335,300         | 219350          | 219250                | 100               |              |
| PREMCO INC           | COM            | 74045Q10     | 8,303,062         | 358354          | 356344                | 560               | 1450         |
| LITHIA MTRS INC      | CL A           | 53679710     | 8,302,587         | 415753          | 214262                | 201491            |              |
| FORWARD AIR CORP     | COM            | 34985310     | 8,294,433         | 299222          | 262147                | 37075             |              |
| SUPERIOR ENERGY SVCS | COM            | 86815710     | 8,286,203         | 845531          | 845011                |                   | 520          |
| ITRON INC            | COM            | 46574110     | 8,234,208         | 410479          | 410479                |                   |              |
| SERENA SOFTWARE INC  | COM            | 81749210     | 8,234,161         | 446296          | 446196                | 100               |              |
| INSPIRE PHARMACEUTIC | COM            | 45773310     | 8,233,100         | 476177          | 476177                |                   |              |

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|                          |          |             |        |        |     |
|--------------------------|----------|-------------|--------|--------|-----|
| ALABAMA NATL BANCORP COM | 01031710 | 8,230,847   | 173281 | 173081 | 200 |
| UNITED CMNTY BKS BLA CAP |          |             |        |        |     |
| STK                      | 90984P10 | 8,220,254   | 296653 | 296653 |     |
| Page Total               |          | 441,216,621 |        |        |     |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SOUTH JERSEY INDS IN | COM            | 83851810     | 8,218,635         | 217137          | 215637                | 1500              |              |
| COMSTOCK RES INC     | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 20576820     | 8,217,228         | 615062          | 614962                | 100               |              |
| TIBCO SOFTWARE INC   | COM            | 88632Q10     | 8,215,759         | 1,535,656       | 1,524,258             | 11298             | 100          |
| GLACIER BANCORP INC  | COM            | 37637Q10     | 8,199,457         | 298923          | 298923                |                   |              |
| IMMUCOR INC          | COM            | 45252610     | 8,198,216         | 304201          | 301601                |                   | 2600         |
| FIRST CMNTY BANCORP  | COM            | 31983B10     | 8,135,910         | 242863          | 242863                |                   |              |
| TETRA TECHNOLOGIES I | COM            | 88162F10     | 8,125,146         | 394042          | 394042                |                   |              |
| MERISTAR HOSPITALITY | COM            | 58984Y10     | 8,115,329         | 1,146,233       | 1,145,903             | 330               |              |
| SUREWEST COMMUNICATI | COM            | 86873310     | 8,108,478         | 243864          | 242764                | 1100              |              |
| ASTRAZENECA PLC      | SPON-SORED     |              |                   |                 |                       |                   |              |
|                      |                | 04635310     | 8,098,049         | 186591          | 185961                | 630               |              |
| LANDAUER INC         | COM            | 51476K10     | 8,061,742         | 227540          | 187003                | 40537             |              |
| GRAFTECH INTL LTD    | COM            | 38431310     | 8,061,584         | 1,007,698       | 1,007,598             | 100               |              |
| MEDAREX INC          | COM            | 58391610     | 8,059,630         | 1,366,039       | 1,365,939             |                   | 100          |
| BANK MUT CORP        | COM            | 06374810     | 8,049,241         | 189617          | 189117                | 500               |              |
| SAXON CAPITAL INC    | COM            | 80556P30     | 8,047,504         | 469516          | 469516                |                   |              |
| METHODE ELECTRS INC  | CL A           | 59152020     | 8,036,987         | 682257          | 680657                | 1600              |              |
| COMTECH TELECOMMUNIC | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 20582620     | 8,028,368         | 335915          | 335615                | 300               |              |
| ELECTRONICS BOUTIQUE | COM            | 28604510     | 8,019,313         | 280690          | 280290                | 400               |              |
| FINISH LINE INC      | CL A           | 31792310     | 8,016,134         | 304796          | 304796                |                   |              |
| CELL GENESYS INC     | COM            | 15092110     | 8,008,629         | 636616          | 636516                |                   | 100          |
| IDENTIX INC          | COM            | 45190610     | 8,006,426         | 1,519,246       | 1,519,246             |                   |              |
| FUELCELL ENERGY INC  | COM            | 35952H10     | 8,001,349         | 683876          | 629676                | 200               | 54000        |
| MID-ATLANTIC RLTY TR | SH BEN         |              |                   |                 |                       |                   |              |
|                      | INT            | 59523210     | 7,993,524         | 380644          | 380644                |                   |              |
| AGERE SYS INC        | CL A           | 00845V10     | 7,990,313         | 2,602,708       | 2,571,731             | 5813              | 25164        |
| MINDSPEED TECHNOLOGI | COM            | 60268210     | 7,986,562         | 1,481,737       | 1,475,305             | 3032              | 3400         |
| GERON CORP           | COM            | 37416310     | 7,986,417         | 583376          | 583376                |                   |              |
| SPEEDWAY MOTORSPORTS | COM            | 84778810     | 7,978,618         | 270370          | 270270                | 100               |              |
| NUVEEN INVTS INC     | CL A           | 67090F10     | 7,971,067         | 289857          | 289377                | 480               |              |
| FRONTIER FINL CORP W | COM            | 35907K10     | 7,965,449         | 266403          | 266403                |                   |              |
| MONACO COACH CORP    | COM            | 60886R10     | 7,958,961         | 480904          | 480894                | 10                |              |
| SANDY SPRING BANCORP | COM            | 80036310     | 7,951,557         | 242944          | 242944                |                   |              |
| STEWART & STEVENSON  | COM            | 86034210     | 7,949,965         | 529292          | 528082                | 1210              |              |
| PACER INTL INC TENN  | COM            | 69373H10     | 7,948,140         | 397407          | 397407                |                   |              |
| F5 NETWORKS INC      | COM            | 31561610     | 7,942,483         | 412811          | 410586                | 100               | 2125         |
| HELIX TECHNOLOGY COR | COM            | 42331910     | 7,933,683         | 484944          | 484844                |                   | 100          |
| GUITAR CTR MGMT INC  | COM            | 40204010     | 7,926,416         | 246315          | 246215                | 100               |              |
| TULARIK INC          | COM            | 89916510     | 7,899,420         | 789942          | 783962                | 5900              | 80           |

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|                      |                |          |             |           |           |       |  |      |
|----------------------|----------------|----------|-------------|-----------|-----------|-------|--|------|
| BELDEN INC           | COM            | 07745910 | 7,897,488   | 452060    | 452060    |       |  |      |
| SHAW GROUP INC       | COM            | 82028010 | 7,896,930   | 751373    | 751073    | 300   |  |      |
| RIO TINTO PLC        | SPON-<br>SORED | 76720410 | 7,896,622   | 89990     | 82665     | 7325  |  |      |
| MYKROLIS CORP        | COM            | 62852P10 | 7,863,697   | 647751    | 641505    | 5029  |  | 1217 |
| FRANKLIN ELEC INC    | COM            | 35351410 | 7,860,178   | 141167    | 141167    |       |  |      |
| WILTEL COMMUNICATNS  | COM            | 97248710 | 7,855,399   | 489433    | 489433    |       |  |      |
| RESOURCES CONNECTION | COM            | 76122Q10 | 7,831,514   | 325094    | 325094    |       |  |      |
| JACUZZI BRANDS INC   | COM            | 46986510 | 7,826,297   | 1,262,306 | 1,261,806 |       |  | 500  |
| PER-SE TECHNOLOGIES  | COM<br>NEW     | 71356930 | 7,823,288   | 490181    | 478884    | 11297 |  |      |
| PRIMUS TELECOMMUNICA | COM            | 74192910 | 7,822,332   | 1,158,864 | 1,158,864 |       |  |      |
| MAGMA DESIGN AUTOMAT | COM            | 55918110 | 7,817,460   | 398850    | 398850    |       |  |      |
| ARCH CHEMICALS INC   | COM            | 03937R10 | 7,811,835   | 375569    | 375469    |       |  | 100  |
| ANTHRACITE CAP INC   | COM            | 03702310 | 7,810,082   | 809335    | 801835    | 7500  |  |      |
| INFORMATICA CORP     | COM            | 45666Q10 | 7,799,143   | 1,048,272 | 1,048,172 |       |  | 100  |
| ATLANTIC COAST AIRLI | COM            | 04839610 | 7,788,828   | 915256    | 915256    |       |  |      |
| Page Total           |                |          | 415,012,782 |           |           |       |  |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| RENAISSANCE LEARNING | COM            | 75968L10     | 7,785,569         | 329897          | 329897                |                   |              |
| BOK FINL CORP        | COM<br>NEW     | 05561Q20     | 7,782,254         | 205066          | 204739                | 327               |              |
| CASH AMER INTL INC   | COM            | 14754D10     | 7,779,504         | 474360          | 474360                |                   |              |
| TRIUMPH GROUP INC NE | COM            | 89681810     | 7,757,476         | 260318          | 260118                | 200               |              |
| NCI BUILDING SYS INC | COM            | 62885210     | 7,750,731         | 389484          | 389384                | 100               |              |
| RAYOVAC CORP         | COM            | 75508110     | 7,738,919         | 530063          | 530063                |                   |              |
| GLATFELTER           | COM            | 37731610     | 7,731,755         | 656346          | 655426                | 920               |              |
| NETFLIX COM INC      | COM            | 64110L10     | 7,726,149         | 230219          | 230219                |                   |              |
| PHILLIPS VAN HEUSEN  | COM            | 71859210     | 7,726,127         | 514732          | 514732                |                   |              |
| TANGER FACTORY OUTLE | COM            | 87546510     | 7,725,291         | 210212          | 210212                |                   |              |
| NACCO INDS INC       | CL A           | 62957910     | 7,724,359         | 108033          | 95536                 | 12297             | 200          |
| NU SKIN ENTERPRISES  | CL A           | 67018T10     | 7,721,578         | 605614          | 605614                |                   |              |
| IONICS INC           | COM            | 46221810     | 7,713,534         | 315353          | 313803                | 550               | 1000         |
| DICKS SPORTING GOODS | COM            | 25339310     | 7,703,615         | 206310          | 206310                |                   |              |
| INVISION TECHNOLOGIE | COM            | 46185110     | 7,691,147         | 315988          | 315888                | 100               |              |
| INTERNATIONAL MULTIF | COM            | 46004310     | 7,676,686         | 328766          | 328166                | 600               |              |
| UNIZAN FINANCIAL COR | COM            | 91528W10     | 7,671,313         | 384527          | 384527                |                   |              |
| DATASCOPE CORP       | COM            | 23811310     | 7,654,321         | 249002          | 249002                |                   |              |
| MERITAGE CORP        | COM            | 59001A10     | 7,649,869         | 161902          | 161902                |                   |              |
| TBC CORP             | COM            | 87218010     | 7,646,312         | 305242          | 305242                |                   |              |
| HANDLEMAN CO DEL     | COM            | 41025210     | 7,602,735         | 450399          | 450399                |                   |              |
| W-H ENERGY SVCS INC  | COM            | 92925E10     | 7,598,268         | 426869          | 419469                | 7400              |              |
| GRAY TELEVISION INC  | COM            | 38937510     | 7,594,943         | 650252          | 640752                | 9500              |              |
| CIBER INC            | COM            | 17163B10     | 7,579,115         | 997252          | 995752                | 500               | 1000         |
| RAIT INVT TR         | COM            | 74922710     | 7,578,476         | 330073          | 330073                |                   |              |
| CTS CORP             | COM            | 12650110     | 7,565,270         | 614563          | 614563                |                   |              |

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|                      |         |          |             |           |           |       |     |
|----------------------|---------|----------|-------------|-----------|-----------|-------|-----|
| GOLD BANC CORP INC   | COM     | 37990710 | 7,559,614   | 622703    | 619403    | 3300  |     |
| SOLUTIA INC          | COM     | 83437610 | 7,549,068   | 1,891,997 | 1,890,220 | 1377  | 400 |
| MERIT MED SYS INC    | COM     | 58988910 | 7,528,718   | 340666    | 340666    |       |     |
| TIERONE CORP         | COM     | 88650R10 | 7,525,989   | 356513    | 356513    |       |     |
| CIMA LABS INC        | COM     | 17179610 | 7,510,696   | 268719    | 268599    | 100   | 20  |
| CATO CORP NEW        | CL A    | 14920510 | 7,499,407   | 371810    | 371810    |       |     |
| MYRIAD GENETICS INC  | COM     | 62855J10 | 7,490,692   | 658812    | 610252    | 48560 |     |
| HAEMONETICS CORP     | COM     | 40502410 | 7,479,718   | 316803    | 316603    | 200   |     |
| ANALOGIC CORP        | COM     |          |             |           |           |       |     |
|                      | PAR \$0 | 03265720 | 7,465,255   | 155332    | 154932    | 400   |     |
| UNIVERSAL FST PRODS  | COM     | 91354310 | 7,458,101   | 304040    | 303290    | 750   |     |
| STERLING FINL CORP W | COM     | 85931910 | 7,453,866   | 264791    | 264791    |       |     |
| DENBURY RES INC      | COM     |          |             |           |           |       |     |
|                      | NEW     | 24791620 | 7,450,954   | 602828    | 602828    |       |     |
| FIRST MERCHANTS CORP | COM     | 32081710 | 7,448,839   | 291084    | 291084    |       |     |
| ROYAL CARIBBEAN CRUI | COM     | V7780T10 | 7,428,264   | 264257    | 264257    |       |     |
| SPHERION CORP        | COM     | 84842010 | 7,424,141   | 1,066,687 | 1,065,487 | 1200  |     |
| RETEK INC            | COM     | 76128Q10 | 7,423,940   | 1,099,843 | 1,099,743 |       | 100 |
| LABOR READY INC      | COM     |          |             |           |           |       |     |
|                      | NEW     | 50540120 | 7,414,809   | 737792    | 737792    |       |     |
| STRIDE RITE CORP     | COM     | 86331410 | 7,413,282   | 686415    | 686415    |       |     |
| AMC ENTMT INC        | COM     | 00166910 | 7,385,316   | 551143    | 551143    |       |     |
| OXFORD INDS INC      | COM     | 69149730 | 7,363,804   | 114701    | 114441    | 100   | 160 |
| INSITUFORM TECHNOLOG | CL A    | 45766710 | 7,326,951   | 412786    | 412786    |       |     |
| HAVERTY FURNITURE IN | COM     | 41959610 | 7,276,555   | 398061    | 398061    |       |     |
| ARRIS GROUP INC      | COM     | 04269Q10 | 7,259,145   | 1,262,460 | 1,262,460 |       |     |
| SAFEGUARD SCIENTIFIC | COM     | 78644910 | 7,246,906   | 2,131,443 | 2,131,343 |       | 100 |
| OFFSHORE LOGISTICS I | COM     | 67625510 | 7,244,481   | 356871    | 355551    | 1320  |     |
| TRIMERIS INC         | COM     | 89626310 | 7,227,079   | 288276    | 288176    | 100   |     |
| Page Total           |         |          | 392,730,906 |           |           |       |     |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| FREEMARKETS INC      | COM            | 35660210     | 7,219,748         | 927869          | 724612                | 18189             | 185068       |
| AQUANTIVE INC        | COM            | 03839G10     | 7,215,850         | 783480          | 783480                |                   |              |
| ORTHODONTIC CTRS AME | COM            | 68750P10     | 7,202,729         | 914052          | 909052                |                   | 5000         |
| AGILE SOFTWARE CORP  | COM            | 00846X10     | 7,200,566         | 756362          | 753462                | 2900              |              |
| SINCLAIR BROADCAST G | CL A           | 82922610     | 7,184,150         | 702263          | 702263                |                   |              |
| ATRIX LABS INC       | COM            | 04962L10     | 7,183,240         | 348701          | 348701                |                   |              |
| ESTERLINE TECHNOLOGI | COM            | 29742510     | 7,182,920         | 372365          | 372365                |                   |              |
| CENTRAL VT PUB SVC C | COM            | 15577110     | 7,175,318         | 323504          | 322864                |                   | 640          |
| REMINGTON OIL & GAS  | COM            | 75959430     | 7,173,823         | 395252          | 395252                |                   |              |
| FIRST SENTINEL BANCO | COM            | 33640T10     | 7,171,685         | 401101          | 401101                |                   |              |
| WEIS MKTS INC        | COM            | 94884910     | 7,162,097         | 210588          | 206928                | 360               | 3300         |
| STAGE STORES INC     | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 85254C30     | 7,157,466         | 281790          | 281790                |                   |              |
| ACTION PERFORMANCE C | COM            | 00493310     | 7,155,909         | 292795          | 292595                | 200               |              |
| ORBITAL SCIENCES COR | COM            | 68556410     | 7,128,645         | 768173          | 766673                | 1500              |              |

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|                      |      |          |             |           |           |       |     |
|----------------------|------|----------|-------------|-----------|-----------|-------|-----|
| PAREXEL INTL CORP    | COM  | 69946210 | 7,100,773   | 465930    | 465930    |       |     |
| UNITED STATES CELLUL | COM  | 91168410 | 7,099,905   | 243983    | 241973    | 1610  | 400 |
| CENTRAL PAC FINL COR | COM  | 15476010 | 7,096,866   | 289668    | 289668    |       |     |
| STERLING FINL CORP   | COM  | 85931710 | 7,090,079   | 279137    | 279137    |       |     |
| HOOPER HOLMES INC    | COM  | 43910410 | 7,085,714   | 1,065,521 | 1,065,521 |       |     |
| UNIVERSAL COMPRESSIO | COM  | 91343110 | 7,083,781   | 329172    | 329172    |       |     |
| C D I CORP           | COM  | 12507110 | 7,069,939   | 261559    | 261559    |       |     |
| INSTINET GROUP INC   | COM  | 45775010 | 7,030,804   | 1,483,292 | 1,459,552 | 23740 |     |
| VIASAT INC           | COM  | 92552V10 | 7,027,889   | 393940    | 393840    | 100   |     |
| OCULAR SCIENCES INC  | COM  | 67574410 | 7,019,944   | 315645    | 315605    | 40    |     |
| EXELIXIS INC         | COM  | 30161Q10 | 7,019,605   | 983138    | 979338    | 3700  | 100 |
| POLYONE CORP         | COM  | 73179P10 | 6,996,861   | 1,780,372 | 1,780,372 |       |     |
| PRIMEDIA INC         | COM  | 74157K10 | 6,989,157   | 2,452,336 | 2,449,916 | 2300  | 120 |
| LIBBEY INC           | COM  | 52989810 | 6,989,014   | 251313    | 250913    | 400   |     |
| BOMBAY CO INC        | COM  | 09792410 | 6,987,649   | 709406    | 709406    |       |     |
| FIRST FINL CORP IND  | COM  | 32021810 | 6,977,837   | 115279    | 115279    |       |     |
| CENTRAL GARDEN & PET | COM  | 15352710 | 6,969,547   | 267545    | 267345    | 200   |     |
| PRACTICEWORKS INC    | COM  | 73941910 | 6,963,056   | 324618    | 324618    |       |     |
| SEROLOGICALS CORP    | COM  | 81752310 | 6,958,559   | 529168    | 466078    | 63090 |     |
| PARK ELECTROCHEMICAL | COM  | 70041620 | 6,958,201   | 305855    | 305705    | 150   |     |
| WEBMETHODS INC       | COM  | 94768C10 | 6,958,176   | 867603    | 867603    |       |     |
| STANDARD MICROSYSTEM | COM  | 85362610 | 6,954,202   | 257754    | 257754    |       |     |
| IDX SYS CORP         | COM  | 44949110 | 6,939,537   | 300153    | 298153    | 2000  |     |
| MINE SAFETY APPLIANC | COM  | 60272010 | 6,937,996   | 127023    | 126923    | 100   |     |
| HARMONIC INC         | COM  | 41316010 | 6,934,195   | 1,107,699 | 1,107,599 | 100   |     |
| GETTY RLTY CORP NEW  | COM  | 37429710 | 6,930,756   | 282888    | 282888    |       |     |
| VERITY INC           | COM  | 92343C10 | 6,920,611   | 527888    | 527888    |       |     |
| ROCK-TENN CO         | CL A | 77273920 | 6,912,480   | 474107    | 470807    | 3300  |     |
| WEST COAST BANCORP O | COM  | 95214510 | 6,911,534   | 354256    | 354256    |       |     |
| VALMONT INDS INC     | COM  | 92025310 | 6,902,969   | 348811    | 348811    |       |     |
| SURMODICS INC        | COM  | 86887310 | 6,895,041   | 256990    | 256790    | 200   |     |
| NEXTEL PARTNERS INC  | CL A | 65333F10 | 6,891,036   | 877839    | 871379    | 6460  |     |
| TRIAD GTY INC        | COM  | 89592510 | 6,888,279   | 140348    | 140348    |       |     |
| POZEN INC            | COM  | 73941U10 | 6,879,584   | 387364    | 387364    |       |     |
| SAUL CTRS INC        | COM  | 80439510 | 6,877,777   | 259050    | 259050    |       |     |
| SILICONIX INC        | COM  |          |             |           |           |       |     |
|                      | NEW  | 82707920 | 6,864,492   | 136634    | 136634    |       |     |
| 21ST CENTY INS GROUP | COM  | 90130N10 | 6,847,102   | 496887    | 496397    | 490   |     |
| UNITED THERAPEUTICS  | COM  | 91307C10 | 6,826,788   | 302204    | 302204    |       |     |
| Page Total           |      |          | 365,301,881 |           |           |       |     |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| UNITED AUTO GROUP IN | COM            | 90944010     | 6,814,831         | 296297          | 295737                | 560               |              |
| INTERMAGNETICS GEN C | COM            | 45877110     | 6,809,961         | 304560          | 304560                |                   |              |
| TRAMMELL CROW CO     | COM            | 89288R10     | 6,805,431         | 546621          | 546621                |                   |              |
| ISHARES TR           | RUSSE-LL100    | 46428759     | 6,801,543         | 132300          | 132300                |                   |              |

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|                      |        |          |             |           |           |       |        |
|----------------------|--------|----------|-------------|-----------|-----------|-------|--------|
| PRE PAID LEGAL SVCS  | COM    | 74006510 | 6,801,074   | 290396    | 290396    |       |        |
| RUSS BERRIE & CO     | COM    | 78223310 | 6,797,462   | 201765    | 200565    | 1200  |        |
| STUDENT LN CORP      | COM    | 86390210 | 6,793,695   | 56932     | 56582     | 350   |        |
| CABLE DESIGN TECHNOL | COM    | 12692410 | 6,791,640   | 848955    | 848955    |       |        |
| CORVIS CORP          | COM    | 22100910 | 6,778,675   | 5,254,787 | 5,254,207 | 400   | 180    |
| GAYLORD ENTMT CO NEW | COM    | 36790510 | 6,772,559   | 275868    | 275618    | 150   | 100    |
| CONSECO INC          | COM    |          |             |           |           |       |        |
|                      | NEW    | 20846488 | 6,746,313   | 373550    | 262316    |       | 111234 |
| TIME WARNER TELECOM  | CL A   | 88731910 | 6,729,732   | 726753    | 726113    | 540   | 100    |
| CALIFORNIA WTR SVC G | COM    | 13078810 | 6,728,047   | 260676    | 257276    | 3400  |        |
| MTS SYS CORP         | COM    | 55377710 | 6,726,448   | 441368    | 441368    |       |        |
| PTEK HLDGS INC       | COM    | 69366M10 | 6,726,373   | 817200    | 722200    | 95000 |        |
| CELL THERAPEUTICS IN | COM    | 15093410 | 6,721,578   | 593779    | 593779    |       |        |
| CORIXA CORP          | COM    | 21887F10 | 6,708,250   | 830229    | 830129    |       | 100    |
| CIRRUS LOGIC INC     | COM    | 17275510 | 6,693,005   | 1,212,501 | 1,211,431 |       | 1070   |
| FIDELITY BANKSHARES  | COM    | 31604Q10 | 6,675,473   | 251241    | 251241    |       |        |
| K2 INC               | COM    | 48273210 | 6,634,504   | 446768    | 446768    |       |        |
| WYNN RESORTS LTD     | COM    | 98313410 | 6,621,319   | 364209    | 364209    |       |        |
| FIDELITY NATIONAL SO | COM    | 31620P10 | 6,617,778   | 266309    | 266166    | 143   |        |
| ALBANY MOLECULAR RES | COM    | 01242310 | 6,614,146   | 446600    | 446500    | 100   |        |
| ARTHROCARE CORP      | COM    | 04313610 | 6,597,343   | 371263    | 371263    |       |        |
| AT RD INC            | COM    | 04648K10 | 6,596,849   | 494146    | 494146    |       |        |
| LONE STAR TECHNOLOGI | COM    | 54231210 | 6,596,583   | 488998    | 488798    | 100   | 100    |
| ALDERWOODS GROUP INC | COM    | 01438310 | 6,593,113   | 845271    | 845271    |       |        |
| EQUITY INNS INC      | COM    | 29470310 | 6,590,873   | 875282    | 875282    |       |        |
| PMA CAP CORP         | CL A   | 69341920 | 6,588,236   | 525797    | 525797    |       |        |
| TALX CORP            | COM    | 87491810 | 6,587,903   | 265963    | 265963    |       |        |
| GENERAL COMMUNICATIO | CL A   | 36938510 | 6,570,220   | 789690    | 789690    |       |        |
| SOLA INTL INC        | COM    | 83409210 | 6,566,528   | 410408    | 410408    |       |        |
| APPLIED INDL TECHNOL | COM    | 03820C10 | 6,563,378   | 330316    | 327516    | 2800  |        |
| BERRY PETE CO        | CL A   | 08578910 | 6,556,652   | 358679    | 358479    | 200   |        |
| NAUTILUS GROUP INC   | COM    | 63910B10 | 6,544,971   | 518619    | 517936    | 683   |        |
| VISTACARE INC        | CL A   | 92839Y10 | 6,517,364   | 206311    | 206311    |       |        |
| PRESIDENTIAL LIFE CO | COM    | 74088410 | 6,507,613   | 427851    | 426791    | 620   | 440    |
| DOT HILL SYS CORP    | COM    | 25848T10 | 6,507,509   | 472586    | 472586    |       |        |
| ADVANCED ENERGY INDS | COM    | 00797310 | 6,506,206   | 344791    | 344791    |       |        |
| KYPHON INC           | COM    | 50157710 | 6,506,134   | 334162    | 333912    | 250   |        |
| FIRST FINL HLDGS INC | COM    | 32023910 | 6,502,709   | 215179    | 215179    |       |        |
| 7-ELEVEN INC         | COM    |          |             |           |           |       |        |
|                      | NEW    | 81782620 | 6,490,322   | 472711    | 472711    |       |        |
| IMPAX LABORATORIES I | COM    | 45256B10 | 6,490,037   | 518788    | 518788    |       |        |
| SCANSOURCE INC       | COM    | 80603710 | 6,475,194   | 177354    | 177354    |       |        |
| WIRELESS FACILITIES  | COM    | 97653A10 | 6,467,553   | 542580    | 539400    | 3180  |        |
| STEWART ENTERPRISES  | CL A   | 86037010 | 6,451,727   | 1,697,823 | 1,697,823 |       |        |
| WEST PHARMACEUTICAL  | COM    | 95530610 | 6,442,001   | 205749    | 205729    | 20    |        |
| KRAMONT RLTY TR      | COM SH |          |             |           |           |       |        |
|                      | BEN    | 50075Q10 | 6,438,389   | 379846    | 379846    |       |        |
| MEDIACOM COMMUNICATI | CL A   | 58446K10 | 6,438,151   | 959486    | 959486    |       |        |
| INTERACTIVE DATA COR | COM    | 45840J10 | 6,420,282   | 406347    | 403897    | 450   | 2000   |
| BAY VIEW CAP CORP DE | COM    | 07262L10 | 6,417,683   | 1,057,279 | 1,057,079 | 200   |        |
| COLUMBIA LABS INC    | COM    | 19777910 | 6,409,358   | 530576    | 530576    |       |        |
| Page Total           |        |          | 343,850,718 |           |           |       |        |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| MCG CAPITAL CORP     | COM            | 58047P10     | 6,408,760         | 410818          | 410818                |                   |              |
| KIMBALL INTL INC     | CL B           | 49427410     | 6,407,653         | 435007          | 435007                |                   |              |
| TERAYON COMMUNICATIO | COM            | 88077510     | 6,407,349         | 1,112,387       | 1,112,387             |                   |              |
| NUEVO ENERGY CO      | COM            | 67050910     | 6,396,330         | 352027          | 352027                |                   |              |
| SAFENET INC          | COM            | 78645R10     | 6,389,554         | 176849          | 176849                |                   |              |
| AMERICAN STS WTR CO  | COM            | 02989910     | 6,386,998         | 270980          | 270980                |                   |              |
| SECURE COMPUTING COR | COM            | 81370510     | 6,380,760         | 546298          | 546298                |                   |              |
| MULTIMEDIA GAMES INC | COM            | 62545310     | 6,370,979         | 175075          | 175075                |                   |              |
| THOMAS INDS INC      | COM            | 88442510     | 6,367,175         | 223253          | 223253                |                   |              |
| OAKLEY INC           | COM            | 67366210     | 6,363,560         | 636356          | 636356                |                   |              |
| DUANE READE INC      | COM            | 26357810     | 6,347,956         | 397991          | 396491                | 1400              | 100          |
| SWIFT ENERGY CO      | COM            | 87073810     | 6,335,742         | 449025          | 449025                |                   |              |
| BIOSITE INC          | COM            | 09094510     | 6,333,964         | 223815          | 222815                | 1000              |              |
| CROSS CTRY HEALTHCAR | COM            | 22748310     | 6,318,116         | 451294          | 451294                |                   |              |
| POPE & TALBOT INC    | COM            | 73282710     | 6,317,287         | 417810          | 417810                |                   |              |
| BARNES GROUP INC     | COM            | 06780610     | 6,316,872         | 243331          | 242331                | 1000              |              |
| POSSIS MEDICAL INC   | COM            | 73740710     | 6,312,614         | 405695          | 405695                |                   |              |
| CTI MOLECULAR IMAGIN | COM            | 22943D10     | 6,307,631         | 427057          | 427057                |                   |              |
| IDINE REWARDS NETWOR | COM            | 45168A10     | 6,291,138         | 387147          | 387147                |                   |              |
| STERLING BANCORP     | COM            | 85915810     | 6,285,826         | 233587          | 233587                |                   |              |
| REALNETWORKS INC     | COM            | 75605L10     | 6,274,344         | 968263          | 963763                | 4400              | 100          |
| SILGAN HOLDINGS INC  | COM            | 82704810     | 6,257,760         | 195555          | 195555                |                   |              |
| FIRST FED CAP CORP   | COM            | 31996010     | 6,257,536         | 304503          | 304503                |                   |              |
| REHABCARE GROUP INC  | COM            | 75914810     | 6,236,821         | 365796          | 365496                | 300               |              |
| ROYAL DUTCH PETE CO  | NY REG         |              |                   |                 |                       |                   |              |
|                      | EUR            | 78025780     | 6,235,957         | 141085          | 131753                | 9332              |              |
| MESA AIR GROUP INC   | COM            | 59047910     | 6,229,524         | 560209          | 560209                |                   |              |
| GBC BANCORP CALIF    | COM            | 36147510     | 6,212,278         | 162540          | 153940                | 100               | 8500         |
| PEGASUS SOLUTIONS IN | COM            | 70590610     | 6,202,305         | 449117          | 449077                | 40                |              |
| STARTEK INC          | COM            | 85569C10     | 6,201,920         | 193810          | 193760                | 50                |              |
| ROTO ROOTER INC NEW  | COM            | 77878710     | 6,196,258         | 174297          | 172797                | 1500              |              |
| OPSWARE INC          | COM            | 68383A10     | 6,171,806         | 845453          | 845153                | 300               |              |
| CHAMPION ENTERPRISES | COM            | 15849610     | 6,167,354         | 971237          | 971137                |                   | 100          |
| COMPUCREDIT CORP     | COM            | 20478N10     | 6,162,765         | 352158          | 352158                |                   |              |
| SUFFOLK BANCORP      | COM            | 86473910     | 6,141,817         | 188979          | 188979                |                   |              |
| FIRST REP BK SAN FRA | COM            | 33615810     | 6,129,959         | 198831          | 197971                | 800               | 60           |
| MEMBERWORKS INC      | COM            | 58600210     | 6,119,529         | 193106          | 193106                |                   |              |
| CHESAPEAKE CORP      | COM            | 16515910     | 6,100,631         | 270658          | 269978                | 600               | 80           |
| STATE AUTO FINL CORP | COM            | 85570710     | 6,099,154         | 241838          | 241738                | 100               |              |
| PENN VA CORP         | COM            | 70788210     | 6,092,483         | 137839          | 137439                | 400               |              |
| INFINITY PPTY & CAS  | COM            | 45665Q10     | 6,087,023         | 216543          | 216543                |                   |              |
| IBERIABANK CORP      | COM            | 45082810     | 6,085,818         | 115656          | 115556                | 100               |              |
| COSTAR GROUP INC     | COM            | 22160N10     | 6,078,720         | 232367          | 232217                | 150               |              |
| RADISYS CORP         | COM            | 75045910     | 6,054,221         | 335786          | 335786                |                   |              |
| SPECTRALINK CORP     | COM            | 84758010     | 6,050,607         | 323735          | 323585                | 150               |              |
| COMMUNITY TR BANCORP | COM            | 20414910     | 6,046,647         | 208003          | 208003                |                   |              |
| UNIFIRST CORP MASS   | COM            | 90470810     | 6,040,823         | 255534          | 216434                | 39100             |              |
| FIRST ESSEX BANCORP  | COM            | 32010310     | 6,037,827         | 118668          | 115568                | 3100              |              |
| APPLIED FILMS CORP   | COM            | 03819710     | 6,037,390         | 202597          | 202497                | 100               |              |
| VERITAS DGC INC      | COM            | 92343P10     | 6,036,925         | 756507          | 756482                | 25                |              |
| GENESCO INC          | COM            | 37153210     | 6,035,540         | 375812          | 375812                |                   |              |
| S1 CORPORATION       | COM            | 78463B10     | 6,033,770         | 1,194,806       | 1,189,099             | 5607              | 100          |
| INTRADO INC          | COM            | 46117A10     | 6,029,387         | 264679          | 264679                |                   |              |
| Page Total           |                |              | 323,191,163       |                 |                       |                   |              |

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| Name of Issuer        | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                       |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| TOMPKINSTRUSTCO INC   | COM            | 89011010     | 6,026,418         | 131725          | 131725                |                   |              |
| INVESTORS REAL ESTAT  | SH BEN         |              |                   |                 |                       |                   |              |
|                       | INT            | 46173010     | 6,025,598         | 614857          | 607157                | 7700              |              |
| SYSTEMS & COMPUTER T  | COM            | 87187310     | 6,018,472         | 576482          | 576482                |                   |              |
| STEAK N SHAKE CO      | COM            | 85787310     | 5,988,727         | 401928          | 401928                |                   |              |
| PRAECIS PHARMACEUTIC  | COM            | 73942110     | 5,969,465         | 883057          | 875757                | 7200              | 100          |
| RANGE RES CORP        | COM            | 75281A10     | 5,967,523         | 872445          | 868445                |                   | 4000         |
| MANUGISTICS GROUP IN  | COM            | 56501110     | 5,961,235         | 1,083,861       | 1,083,801             |                   | 60           |
| ROYAL GOLD INC        | COM            | 78028710     | 5,954,357         | 325909          | 325309                | 600               |              |
| AMERICAN PHARMACEUTI  | COM            | 02886P10     | 5,948,396         | 189681          | 188816                | 865               |              |
| INCYTE CORP           | COM            | 45337C10     | 5,939,146         | 1,282,753       | 1,282,463             | 190               | 100          |
| NABI BIOPHARMACEUTIC  | COM            | 62951910     | 5,936,456         | 704206          | 704206                |                   |              |
| FLEETWOOD ENTERPRISE  | COM            | 33909910     | 5,910,440         | 637588          | 637588                |                   |              |
| HANGER ORTHOPEDIC GR  | COM            |              |                   |                 |                       |                   |              |
|                       | NEW            | 41043F20     | 5,910,149         | 385026          | 385026                |                   |              |
| ASPECT COMMUNICATION  | COM            | 04523Q10     | 5,901,163         | 708423          | 708423                |                   |              |
| LIFELINE SYS INC      | COM            | 53219210     | 5,899,935         | 187062          | 72753                 | 114309            |              |
| AMN HEALTHCARE SERVI  | COM            | 00174410     | 5,896,922         | 363111          | 362011                | 1100              |              |
| GRUPO TELEVISIA SA DE | SP ADR         |              |                   |                 |                       |                   |              |
|                       | REP            | 40049J20     | 5,883,452         | 160794          | 160794                |                   |              |
| KEYSTONE PPTY TR COR  | COM            | 49359610     | 5,879,978         | 290226          | 290226                |                   |              |
| CUBIST PHARMACEUTICA  | COM            | 22967810     | 5,867,148         | 540751          | 540751                |                   |              |
| NOVARTIS A G          | SPON-          |              |                   |                 |                       |                   |              |
|                       | SORED          | 66987V10     | 5,853,265         | 150702          | 122820                | 27882             |              |
| GARDNER DENVER INC    | COM            | 36555810     | 5,844,330         | 278169          | 278094                | 75                |              |
| OLD DOMINION FGHT LI  | COM            | 67958010     | 5,812,675         | 197912          | 197912                |                   |              |
| INTEGRATED ELECTRICA  | COM            | 45811E10     | 5,810,172         | 842054          | 838454                | 3600              |              |
| WALTER INDS INC       | COM            | 93317Q10     | 5,810,134         | 541485          | 541485                |                   |              |
| GREIF INC             | CL A           | 39762410     | 5,798,442         | 223017          | 222917                | 100               |              |
| GOLDEN TELECOM INC    | COM            | 38122G10     | 5,790,311         | 211789          | 211789                |                   |              |
| KORN FERRY INTL       | COM            |              |                   |                 |                       |                   |              |
|                       | NEW            | 50064320     | 5,779,941         | 700599          | 700589                | 10                |              |
| ECHELON CORP          | COM            | 27874N10     | 5,776,914         | 485455          | 484785                | 670               |              |
| NUI CORP              | COM            | 62943110     | 5,776,381         | 386380          | 386380                |                   |              |
| ORIENTAL FINL GROUP   | COM            | 68618W10     | 5,751,851         | 237092          | 237092                |                   |              |
| GLOBAL INDS LTD       | COM            | 37933610     | 5,750,324         | 1,261,036       | 1,256,611             | 4425              |              |
| MSC INDL DIRECT INC   | CL A           | 55353010     | 5,744,925         | 275536          | 273436                | 2100              |              |
| MARCUS CORP           | COM            | 56633010     | 5,739,438         | 376110          | 376110                |                   |              |
| PALM HARBOR HOMES     | COM            | 69663910     | 5,739,294         | 334848          | 334848                |                   |              |
| TOPPS INC             | COM            | 89078610     | 5,737,728         | 588485          | 587385                | 1100              |              |
| GAMESTOP CORP         | CL A           | 36466R10     | 5,725,081         | 360068          | 360068                |                   |              |
| NORTH PITTSBURGH SYS  | COM            | 66156210     | 5,724,549         | 333793          | 331833                | 1960              |              |
| SCHWEITZER-MAUDUIT I  | COM            | 80854110     | 5,722,079         | 226617          | 226477                | 100               | 40           |
| FIRSTFED AMER BANCOR  | COM            | 33792910     | 5,717,270         | 258700          | 258700                |                   |              |
| WEST CORP             | COM            | 95235510     | 5,714,107         | 239084          | 238934                | 150               |              |
| AVIALL INC NEW        | COM            | 05366B10     | 5,712,169         | 461403          | 461403                |                   |              |

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|                      |        |          |             |        |        |      |      |  |
|----------------------|--------|----------|-------------|--------|--------|------|------|--|
| TRIARC COS INC       | CL B   |          |             |        |        |      |      |  |
|                      | SER 1  | 89592730 | 5,697,744   | 547860 | 545260 | 1600 | 1000 |  |
| INDEPENDENT BANK COR | COM    | 45383610 | 5,690,193   | 222013 | 218592 | 3421 |      |  |
| EXULT INC DEL        | COM    | 30228410 | 5,678,692   | 706305 | 706105 | 100  | 100  |  |
| GENESIS MICROCHIP IN | COM    | 37184C10 | 5,674,199   | 504822 | 504822 |      |      |  |
| EPICOR SOFTWARE CORP | COM    | 29426L10 | 5,673,506   | 629690 | 629690 |      |      |  |
| COMPANHIA VALE DO RI | SPON-  |          |             |        |        |      |      |  |
|                      | SORED  | 20441220 | 5,650,263   | 138419 | 138419 |      |      |  |
| CASCADE CORP         | COM    | 14719510 | 5,646,012   | 256055 | 255755 | 300  |      |  |
| PULITZER INC         | COM    | 74576910 | 5,636,438   | 108185 | 107085 | 1000 | 100  |  |
| SIMMONS 1ST NATL COR | CL A   |          |             |        |        |      |      |  |
|                      | \$5 PA | 82873020 | 5,635,575   | 245025 | 245025 |      |      |  |
| CHICAGO MERCANTILE H | CL A   | 16776010 | 5,631,754   | 81845  | 81695  | 150  |      |  |
| TRANSKARYOTIC THERAP | COM    | 89373510 | 5,627,225   | 536949 | 532249 | 4700 |      |  |
| Page Total           |        |          | 301,957,961 |        |        |      |      |  |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| LOCAL FINL CORP      | COM            | 53955310     | 5,621,789         | 314242          | 314242                |                   |              |
| RIGHT MGMT CONSULTAN | COM            | 76657310     | 5,611,417         | 310366          | 310366                |                   |              |
| COMPUTER NETWORK TEC | COM            | 20492510     | 5,609,632         | 646271          | 641931                | 4340              |              |
| NEW ENGLAND BUSINESS | COM            | 64387210     | 5,604,894         | 210552          | 206032                |                   | 4520         |
| SWS GROUP INC        | COM            | 78503N10     | 5,603,710         | 284308          | 284308                |                   |              |
| DRESS BARN INC       | COM            | 26157010     | 5,602,121         | 408914          | 408834                | 80                |              |
| NATIONAL WESTN LIFE  | CL A           | 63852210     | 5,601,419         | 41006           | 41006                 |                   |              |
| AMERICA WEST HLDG CO | CL B           | 02365720     | 5,600,763         | 575618          | 575618                |                   |              |
| TENNANT CO           | COM            | 88034510     | 5,566,560         | 151101          | 151101                |                   |              |
| KADANT INC           | COM            | 48282T10     | 5,563,604         | 290376          | 289909                | 453               | 14           |
| VERSO TECHNOLOGIES I | COM            | 92531710     | 5,560,023         | 1,502,709       | 1,502,709             |                   |              |
| BOCA RESORTS INC     | CL A           | 09688T10     | 5,559,308         | 428959          | 428459                | 500               |              |
| INTUITIVE SURGICAL I | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 46120E60     | 5,558,094         | 333419          | 330838                | 81                | 2500         |
| CAPITAL CITY BK GROU | COM            | 13967410     | 5,557,240         | 145630          | 145630                |                   |              |
| NEWPARK RES INC      | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$.        | 65171850     | 5,553,187         | 1,291,439       | 1,291,439             |                   |              |
| MANTECH INTL CORP    | CL A           | 56456310     | 5,547,551         | 223062          | 223062                |                   |              |
| TOYOTA MOTOR CORP    | SP ADR         |              |                   |                 |                       |                   |              |
|                      | REP            | 89233130     | 5,541,306         | 93053           | 82274                 | 10779             |              |
| PIXELWORKS INC       | COM            | 72581M10     | 5,526,668         | 636713          | 636713                |                   |              |
| TOLLGRADE COMMUNICAT | COM            | 88954210     | 5,521,844         | 343612          | 343612                |                   |              |
| ORASURE TECHNOLOGIES | COM            | 68554V10     | 5,500,498         | 579610          | 579610                |                   |              |
| IMMUNOMEDICS INC     | COM            | 45290710     | 5,493,967         | 744440          | 744440                |                   |              |
| SRA INTL INC         | CL A           | 78464R10     | 5,478,217         | 146359          | 146259                | 100               |              |
| ARCTIC CAT INC       | COM            | 03967010     | 5,472,448         | 287132          | 287112                | 20                |              |
| MXYGEN INC           | COM            | 57777610     | 5,462,906         | 533487          | 533180                | 307               |              |
| HEIDRICK & STRUGGLES | COM            | 42281910     | 5,455,878         | 320934          | 319934                | 1000              |              |
| EDO CORP             | COM            | 28134710     | 5,448,586         | 269066          | 269066                |                   |              |
| STRATEX NETWORKS INC | COM            | 86279T10     | 5,444,047         | 1,413,671       | 1,413,571             |                   | 100          |

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|                      |      |          |             |           |           |  |      |      |
|----------------------|------|----------|-------------|-----------|-----------|--|------|------|
| U S RESTAURANT PPTYS | COM  | 90297110 | 5,437,705   | 334628    | 334628    |  |      |      |
| ALEXION PHARMACEUTIC | COM  | 01535110 | 5,434,225   | 320982    | 318382    |  | 2600 |      |
| MAIN STR BKS INC NEW | COM  | 56034R10 | 5,430,916   | 217063    | 217063    |  |      |      |
| COINSTAR INC         | COM  | 19259P30 | 5,424,487   | 403008    | 402968    |  | 40   |      |
| E PIPHANY INC        | COM  | 26881V10 | 5,422,433   | 1,086,660 | 1,086,560 |  |      | 100  |
| D & K HEALTHCARE RES | COM  | 23286110 | 5,419,497   | 385455    | 385255    |  | 200  |      |
| CLEVELAND CLIFFS INC | COM  | 18589610 | 5,412,403   | 211422    | 210822    |  | 600  |      |
| SAVIENT PHARMACEUTIC | COM  | 80517Q10 | 5,411,080   | 1,071,501 | 1,071,501 |  |      |      |
| WORLD FUEL SVCS CORP | COM  | 98147510 | 5,396,176   | 192240    | 191790    |  | 300  | 150  |
| THERASENSE INC       | COM  | 88338110 | 5,389,232   | 430794    | 430794    |  |      |      |
| OIL STS INTL INC     | COM  | 67802610 | 5,378,174   | 423812    | 423812    |  |      |      |
| VALHI INC NEW        | COM  | 91890510 | 5,370,085   | 476917    | 476917    |  |      |      |
| FIRST ST BANCORPORAT | COM  | 33645310 | 5,367,019   | 181257    | 181257    |  |      |      |
| JAKKS PAC INC        | COM  | 47012E10 | 5,365,703   | 436591    | 436591    |  |      |      |
| INTEGRA BK CORP      | COM  | 45814P10 | 5,361,146   | 279081    | 279081    |  |      |      |
| TEVA PHARMACEUTICAL  | ADR  | 88162420 | 5,353,634   | 93595     | 93595     |  |      |      |
| STEELCASE INC        | CL A | 85815520 | 5,349,168   | 454089    | 453789    |  | 300  |      |
| FOOTSTAR INC         | COM  | 34491210 | 5,344,199   | 790562    | 787862    |  | 2700 |      |
| EON LABS INC         | COM  | 29412E10 | 5,343,599   | 139374    | 139354    |  | 20   |      |
| UNION BANKSHARES COR | COM  | 90539910 | 5,343,388   | 175943    | 175943    |  |      |      |
| ANTIGENICS INC DEL   | COM  | 03703210 | 5,338,731   | 441948    | 441498    |  | 450  |      |
| FINISAR              | COM  | 31787A10 | 5,327,295   | 2,326,330 | 2,321,230 |  |      | 5100 |
| SALIX PHARMACEUTICAL | COM  | 79543510 | 5,323,059   | 276379    | 270579    |  | 5300 | 500  |
| ICU MED INC          | COM  | 44930G10 | 5,323,022   | 196132    | 196032    |  | 100  |      |
| J & J SNACK FOODS CO | COM  | 46603210 | 5,321,380   | 148725    | 148725    |  |      |      |
| Page Total           |      |          | 284,055,433 |           |           |  |      |      |

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|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| RIGGS NATL CORP WASH | COM            | 76657010     | 5,293,580         | 331678          | 331558                |                   | 120          |
| CENTEX CONSTRUCTION  | COM            | 15231R10     | 5,288,481         | 118390          | 118090                |                   | 300          |
| TELE NORTE LESTE PAR | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR P          | 87924610     | 5,285,601         | 379168          | 379168                |                   |              |
| SONICWALL INC        | COM            | 83547010     | 5,277,394         | 913044          | 909244                |                   | 3800         |
| TRANSMETA CORP DEL   | COM            | 89376R10     | 5,269,337         | 1,836,006       | 1,836,006             |                   |              |
| SILICON IMAGE INC    | COM            | 82705T10     | 5,268,375         | 1,170,750       | 1,170,730             |                   | 20           |
| HYDRIL CO            | COM            | 44877410     | 5,256,761         | 257306          | 257106                |                   | 200          |
| SCICLONE PHARMACEUTI | COM            | 80862K10     | 5,249,320         | 656165          | 655965                |                   | 200          |
| CHIPPAC INC          | CL A           | 16965710     | 5,243,248         | 890195          | 890195                |                   |              |
| OLD SECOND BANCORP I | COM            | 68027710     | 5,239,335         | 121845          | 121845                |                   |              |
| PLAINS RES INC       | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 72654050     | 5,238,312         | 420748          | 420248                |                   | 400          |
| CENTURY BUSINESS SVC | COM            | 15649010     | 5,223,383         | 1,231,930       | 1,181,930             |                   | 50000        |
| CURAGEN CORP         | COM            | 23126R10     | 5,219,188         | 1,037,612       | 712901                |                   | 324411       |
| FIRST CMNTY BANCSHAR | COM            | 31983A10     | 5,205,239         | 147499          | 147499                |                   |              |
| PENWEST PHARMACEUTIC | COM            | 70975410     | 5,199,856         | 238964          | 238964                |                   |              |
| EPIQ SYS INC         | COM            | 26882D10     | 5,195,915         | 305822          | 305822                |                   |              |
| ISIS PHARMACEUTICALS | COM            | 46433010     | 5,192,254         | 796358          | 796358                |                   |              |

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|                             |                |             |           |           |       |    |      |
|-----------------------------|----------------|-------------|-----------|-----------|-------|----|------|
| VALUEVISION MEDIA IN CL A   | 92047K10       | 5,181,382   | 326695    | 326695    |       |    |      |
| VECTOR GROUP LTD COM        | 92240M10       | 5,177,678   | 359561    | 338834    | 20726 |    | 1    |
| WSFS FINL CORP COM          | 92932810       | 5,176,463   | 122898    | 122898    |       |    |      |
| AUTOBYTEL INC COM           | 05275N10       | 5,175,243   | 543618    | 543618    |       |    |      |
| HAWTHORNE FINL CORP COM     | 42054210       | 5,166,142   | 128511    | 123031    |       |    | 5480 |
| ALARIS MEDICAL SYSTE COM    | 01163710       | 5,161,504   | 310934    | 310934    |       |    |      |
| STANDARD REGISTER CO COM    | 85388710       | 5,159,512   | 310814    | 310764    |       | 50 |      |
| UNIVERSAL HEALTH RLT SH BEN |                |             |           |           |       |    |      |
|                             | INT 91359E10   | 5,148,535   | 189633    | 188733    | 900   |    |      |
| PEOPLES HLDG CO COM         | 71114810       | 5,142,149   | 112915    | 112915    |       |    |      |
| SEQUA CORPORATION CL A      | 81732010       | 5,135,830   | 119968    | 119948    | 20    |    |      |
| CENTILLIUM COMMUNICA COM    | 15231910       | 5,135,061   | 726317    | 726317    |       |    |      |
| GENCORP INC COM             | 36868210       | 5,134,838   | 573725    | 573625    | 100   |    |      |
| SPANISH BROADCASTING CL A   | 84642588       | 5,120,582   | 603131    | 602931    | 200   |    |      |
| WASHINGTON TR BANCOR COM    | 94061010       | 5,117,683   | 213148    | 213148    |       |    |      |
| MEDQUIST INC COM            | 58494910       | 5,114,871   | 264882    | 263973    | 909   |    |      |
| ZENITH NATL INS CORP COM    | 98939010       | 5,112,231   | 183761    | 183661    | 100   |    |      |
| FBL FINL GROUP INC CL A     | 30239F10       | 5,087,716   | 206482    | 206482    |       |    |      |
| VAIL RESORTS INC COM        | 91879Q10       | 5,083,206   | 355469    | 355469    |       |    |      |
| AVANEX CORP COM             | 05348W10       | 5,073,822   | 1,046,149 | 1,045,961 | 188   |    |      |
| O CHARLEYS INC COM          | 67082310       | 5,071,168   | 343808    | 343808    |       |    |      |
| ARTISAN COMPONENTS I COM    | 04292310       | 5,052,448   | 300741    | 300241    | 500   |    |      |
| HARRIS INTERACTIVE I COM    | 41454910       | 5,047,778   | 717014    | 717014    |       |    |      |
| CKE RESTAURANTS INC COM     | 12561E10       | 5,039,443   | 781309    | 781309    |       |    |      |
| BROOKFIELD HOMES COR COM    | 11272310       | 5,038,807   | 271927    | 271927    |       |    |      |
| SCANSOFT INC COM            | 80603P10       | 5,037,643   | 1,199,439 | 1,196,409 | 3030  |    |      |
| DELTIC TIMBER CORP COM      | 24785010       | 5,033,699   | 174056    | 173556    |       |    | 500  |
| UNITED CMNTY FINL CO COM    | 90983910       | 5,019,715   | 507042    | 507042    |       |    |      |
| QUICKSILVER RESOURCE COM    | 74837R10       | 5,016,065   | 205324    | 205324    |       |    |      |
| SAPIENT CORP COM            | 80306210       | 5,012,910   | 1,396,354 | 1,353,408 | 37846 |    | 5100 |
| STANDEX INTL CORP COM       | 85423110       | 5,004,196   | 205934    | 205934    |       |    |      |
| PACKETEER INC COM           | 69521010       | 5,003,135   | 415198    | 412913    | 2285  |    |      |
| ALLIANCE CAP MGMT HL UNIT   |                |             |           |           |       |    |      |
|                             | LTD P 01855A10 | 4,999,320   | 149278    | 132188    | 10400 |    | 6690 |
| ODYSSEY RE HLDGS COR COM    | 67612W10       | 4,989,538   | 242446    | 242446    |       |    |      |
| COLE KENNETH PRODINS CL A   | 19329410       | 4,988,733   | 191066    | 190966    | 100   |    |      |
| KAMAN CORP CL A             | 48354810       | 4,986,748   | 384780    | 384780    |       |    |      |
| Page Total                  |                | 267,091,373 |           |           |       |    |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| WCI CMNTYS INC       | COM            | 92923C10     | 4,979,914         | 301813          | 301813                |                   |              |
| DUPONT PHOTOMASKS IN | COM            | 26613X10     | 4,979,008         | 219243          | 219143                | 100               |              |
| HANMI FINL CORP      | COM            | 41049510     | 4,965,552         | 249902          | 233902                |                   | 16000        |
| CONSOL ENERGY INC    | COM            | 20854P10     | 4,961,956         | 267059          | 267059                |                   |              |
| SEACHANGE INTL INC   | COM            | 81169910     | 4,959,803         | 397102          | 397102                |                   |              |
| INTERVOICE INC NEW   | COM            | 46114210     | 4,959,418         | 557238          | 557238                |                   |              |
| ROBBINS & MYERS INC  | COM            | 77019610     | 4,951,535         | 222641          | 222641                |                   |              |

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|                      |       |          |             |           |           |       |     |
|----------------------|-------|----------|-------------|-----------|-----------|-------|-----|
| MONDAVI ROBERT CORP  | CL A  | 60920010 | 4,948,094   | 159719    | 159719    |       |     |
| U S I HLDGS          | COM   | 90333H10 | 4,946,167   | 380182    | 380182    |       |     |
| BALLY TOTAL FITNESS  | COM   | 05873K10 | 4,945,334   | 571715    | 571715    |       |     |
| PORTFOLIO RECOVERY A | COM   | 73640Q10 | 4,942,054   | 194416    | 194416    |       |     |
| BANNER CORP          | COM   | 06652V10 | 4,936,897   | 237009    | 237009    |       |     |
| INVERNESS MED INNOVA | COM   | 46126P10 | 4,930,165   | 194101    | 192052    | 2049  |     |
| TENNECO AUTOMOTIVE I | COM   | 88034910 | 4,918,182   | 781905    | 781835    | 20    | 50  |
| GENTIVA HEALTH SERVI | COM   | 37247A10 | 4,898,540   | 425960    | 425960    |       |     |
| HONDA MOTOR LTD      | AMERN |          |             |           |           |       |     |
|                      | SHS   | 43812830 | 4,895,049   | 242810    | 216544    | 26266 |     |
| NETEGRITY INC        | COM   | 64110P10 | 4,892,315   | 490212    | 490192    |       | 20  |
| UNITEDGLOBALCOM      | CL A  | 91324750 | 4,879,800   | 798658    | 798458    | 100   | 100 |
| SYNAPTICS INC        | COM   | 87157D10 | 4,858,462   | 451530    | 451530    |       |     |
| ACTIVCARD CORP       | COM   | 00506J10 | 4,853,756   | 594095    | 594095    |       |     |
| AKSYS LTD            | COM   | 01019610 | 4,853,530   | 485353    | 485353    |       |     |
| PHARMACOPEIA INC     | COM   | 71713B10 | 4,850,447   | 381925    | 381925    |       |     |
| INNKEEPERS USA TR    | COM   | 4576J010 | 4,836,121   | 555876    | 555876    |       |     |
| CIPHERGEN BIOSYSTEMS | COM   | 17252Y10 | 4,828,220   | 390949    | 390419    | 530   |     |
| SONOSITE INC         | COM   | 83568G10 | 4,825,131   | 241136    | 241036    |       | 100 |
| STILLWATER MNG CO    | COM   | 86074Q10 | 4,817,484   | 764680    | 764580    |       | 100 |
| 1ST SOURCE CORP      | COM   | 33690110 | 4,809,685   | 251816    | 251816    |       |     |
| IXIA                 | COM   | 45071R10 | 4,809,338   | 444486    | 444486    |       |     |
| INFORMATION HLDGS IN | COM   | 45672710 | 4,794,100   | 239346    | 239246    | 100   |     |
| SAGA COMMUNICATIONS  | CL A  | 78659810 | 4,779,295   | 246992    | 246892    | 100   |     |
| MRV COMMUNICATIONS I | COM   | 55347710 | 4,772,267   | 1,735,370 | 1,735,270 |       | 100 |
| INTERPORE INTL       | COM   | 46062W10 | 4,769,064   | 310486    | 310086    | 400   |     |
| BEI TECHNOLOGIES INC | COM   | 05538P10 | 4,759,107   | 305071    | 305071    |       |     |
| ARGONAUT GROUP INC   | COM   | 04015710 | 4,756,089   | 365853    | 365853    |       |     |
| WHITE ELECTR DESIGNS | COM   | 96380110 | 4,754,832   | 442310    | 442310    |       |     |
| CALIFORNIA PIZZA KIT | COM   | 13054D10 | 4,752,514   | 273133    | 273033    |       | 100 |
| CASCADE NAT GAS CORP | COM   | 14733910 | 4,750,922   | 242394    | 241594    | 100   | 700 |
| MRO SOFTWARE INC     | COM   | 55347W10 | 4,745,777   | 347676    | 347676    |       |     |
| ANAREN INC           | COM   | 03274410 | 4,730,493   | 370438    | 370438    |       |     |
| TRC COS INC          | COM   | 87262510 | 4,730,455   | 287391    | 287391    |       |     |
| A C MOORE ARTS & CRA | COM   | 00086T10 | 4,723,238   | 212185    | 212185    |       |     |
| GREAT LAKES REIT INC | COM   | 39075210 | 4,713,163   | 296053    | 296053    |       |     |
| CT COMMUNICATIONS IN | COM   |          |             |           |           |       |     |
|                      | NEW   | 12642640 | 4,703,512   | 418462    | 418062    | 400   |     |
| TYLER TECHNOLOGIES I | COM   | 90225210 | 4,693,416   | 662912    | 662912    |       |     |
| TEXAS GENCO HLDGS IN | COM   | 88244310 | 4,692,765   | 197175    | 195432    | 1547  | 196 |
| MAXWELL SHOE INC     | CL A  | 57776610 | 4,691,112   | 326884    | 326884    |       |     |
| WILD OATS MARKETS IN | COM   | 96808B10 | 4,688,106   | 428921    | 428751    | 170   |     |
| UNITED FIRE & CAS CO | COM   | 91033110 | 4,686,459   | 129068    | 123131    | 5937  |     |
| ENCYSIVE PHARMACEUTI | COM   | 29256X10 | 4,683,418   | 768908    | 768908    |       |     |
| SUPPORTSOFT INC      | COM   | 86858710 | 4,677,129   | 417974    | 417974    |       |     |
| YOUNG BROADCASTING I | CL A  | 98743410 | 4,671,944   | 238608    | 238608    |       |     |
| UNIFI INC            | COM   | 90467710 | 4,670,726   | 973068    | 972368    | 700   |     |
| Page Total           |       |          | 250,621,860 |           |           |       |     |

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| Title | of | Cusip | Fair Market | Shares | Investment Discretion |        |
|-------|----|-------|-------------|--------|-----------------------|--------|
|       |    |       |             |        | Shared as             | Shared |

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| Name of Issuer       | Class | Number   | Value       | Prin Amt  | Sole      | Defined | Other |
|----------------------|-------|----------|-------------|-----------|-----------|---------|-------|
| OSHKOSH B GOSH INC   | CL A  | 68822220 | 4,669,828   | 181423    | 181423    |         |       |
| RAINBOW TECHNOLOGIES | COM   | 75086210 | 4,667,706   | 510690    | 510690    |         |       |
| FOMENTO ECONOMICO ME | SPON  |          |             |           |           |         |       |
|                      | ADR U | 34441910 | 4,667,042   | 122334    | 122334    |         |       |
| WHITE MTNS INS GROUP | COM   | G9618E10 | 4,656,367   | 11728     | 11708     | 20      |       |
| CONCUR TECHNOLOGIES  | COM   | 20670810 | 4,655,403   | 396542    | 396542    |         |       |
| FARMER BROS CO       | COM   | 30767510 | 4,653,760   | 14543     | 14443     | 100     |       |
| URSTADT BIDDLE PPTYS | CL A  | 91728620 | 4,652,883   | 344658    | 340358    | 4300    |       |
| SCHNITZER STL INDS   | CL A  | 80688210 | 4,651,082   | 154521    | 153621    | 900     |       |
| CONCORD CAMERA CORP  | COM   | 20615610 | 4,647,649   | 436399    | 436399    |         |       |
| ANGELICA CORP        | COM   | 03466310 | 4,639,002   | 244158    | 243578    |         | 580   |
| NEW FOCUS INC        | COM   | 64438310 | 4,638,511   | 1,033,076 | 1,033,076 |         |       |
| USANA HEALTH SCIENCE | COM   | 90328M10 | 4,632,464   | 94598     | 94598     |         |       |
| GENERAL CABLE CORP D | COM   | 36930010 | 4,621,329   | 580569    | 580569    |         |       |
| WPP GROUP PLC        | SPON  |          |             |           |           |         |       |
|                      | ADR N | 92930930 | 4,610,370   | 109458    | 107223    | 2235    |       |
| STRATTEC SEC CORP    | COM   | 86311110 | 4,609,685   | 97046     | 97046     |         |       |
| MOLECULAR DEVICES CO | COM   | 60851C10 | 4,604,492   | 264474    | 264474    |         |       |
| AMERISTAR CASINOS IN | COM   | 03070Q10 | 4,598,361   | 183714    | 183714    |         |       |
| HOLOGIC INC          | COM   | 43644010 | 4,594,882   | 337859    | 337859    |         |       |
| ZOLL MED CORP        | COM   | 98992210 | 4,590,329   | 143224    | 143124    | 100     |       |
| SCS TRANSN INC       | COM   | 81111T10 | 4,587,636   | 303817    | 235042    | 68555   | 220   |
| FLUSHING FINL CORP   | COM   | 34387310 | 4,561,396   | 218877    | 218877    |         |       |
| TOWER AUTOMOTIVE INC | COM   | 89170710 | 4,556,673   | 1,012,594 | 1,012,394 | 200     |       |
| ABLE LABORATORIES IN | COM   |          |             |           |           |         |       |
|                      | NEW   | 00371N40 | 4,542,931   | 240494    | 240494    |         |       |
| HIBBETT SPORTING GOO | COM   | 42856510 | 4,538,256   | 189094    | 189094    |         |       |
| TELETECH HOLDINGS IN | COM   | 87993910 | 4,515,679   | 720204    | 720204    |         |       |
| MADDEN STEVEN LTD    | COM   | 55626910 | 4,513,683   | 237938    | 237938    |         |       |
| LANCE INC            | COM   | 51460610 | 4,505,951   | 453315    | 451855    | 740     | 720   |
| OMEGA FINL CORP      | COM   | 68209210 | 4,500,474   | 136378    | 136378    |         |       |
| MOBILE MINI INC      | COM   | 60740F10 | 4,493,052   | 230768    | 230468    | 300     |       |
| AAR CORP             | COM   | 00036110 | 4,481,584   | 558801    | 558201    | 600     |       |
| ALLEGIANT BANCORP IN | COM   | 01747610 | 4,474,098   | 221490    | 221490    |         |       |
| COCA COLA BOTTLING C | COM   | 19109810 | 4,472,602   | 89327     | 89127     |         | 200   |
| 4 KIDS ENTMT INC     | COM   | 35086510 | 4,471,490   | 211919    | 211919    |         |       |
| WATTS INDS INC       | CL A  | 94274910 | 4,469,806   | 253678    | 253403    | 275     |       |
| ARTESYN TECHNOLOGIES | COM   | 04312710 | 4,466,530   | 589252    | 589252    |         |       |
| BUCKEYE TECHNOLOGIES | COM   | 11825510 | 4,461,390   | 490802    | 490802    |         |       |
| GORMAN RUPP CO       | COM   | 38308210 | 4,459,935   | 197255    | 197255    |         |       |
| STRATASYS INC        | COM   | 86268510 | 4,457,284   | 104582    | 104582    |         |       |
| MEMC ELECTR MATLS IN | COM   | 55271510 | 4,456,069   | 408439    | 405589    |         | 2850  |
| INTERWOVEN INC       | COM   | 46114T10 | 4,448,192   | 1,653,603 | 1,652,603 | 900     | 100   |
| WET SEAL INC         | CL A  | 96184010 | 4,445,225   | 442311    | 442311    |         |       |
| KVH INDS INC         | COM   | 48273810 | 4,431,296   | 175358    | 175358    |         |       |
| CB BANCSHARES INC HA | COM   | 12478510 | 4,423,903   | 72227     | 72127     | 100     |       |
| WELLMAN INC          | COM   | 94970210 | 4,420,528   | 588619    | 588619    |         |       |
| PEOPLES BANCORP INC  | COM   | 70978910 | 4,417,139   | 165065    | 165065    |         |       |
| COMMUNITY BKS INC MI | COM   | 20362810 | 4,406,974   | 133101    | 133101    |         |       |
| HANCOCK FABRICS INC  | COM   | 40990010 | 4,405,665   | 279193    | 279193    |         |       |
| ZYGO CORP            | COM   | 98985510 | 4,400,422   | 269139    | 269139    |         |       |
| GENESEE & WYO INC    | CL A  | 37155910 | 4,395,312   | 185378    | 185378    |         |       |
| OPLINK COMMUNICATION | COM   | 68375Q10 | 4,394,572   | 1,736,985 | 1,736,985 |         |       |
| MATRIXONE INC        | COM   | 57685P30 | 4,383,993   | 887448    | 731473    | 155975  |       |
| CENTRAL PKG CORP     | COM   | 15478510 | 4,382,278   | 357737    | 356937    | 800     |       |
| Page Total           |       |          | 235,403,163 |           |           |         |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| CHILDRENS PL RETAIL  | COM            | 16890510     | 4,367,803         | 253206          | 253206                |                   |              |
| PC-TEL INC           | COM            | 69325Q10     | 4,364,245         | 408255          | 408255                |                   |              |
| INTERFACE INC        | CL A           | 45866510     | 4,363,804         | 811116          | 811116                |                   |              |
| AMERICAN MED SEC GRO | COM            | 02744P10     | 4,357,226         | 214536          | 180579                | 33957             |              |
| HEWITT ASSOCS INC    | COM            | 42822Q10     | 4,347,449         | 178540          | 178540                |                   |              |
| TIVO INC             | COM            | 88870610     | 4,347,298         | 586680          | 582880                | 3800              |              |
| MCGRATH RENTCORP     | COM            | 58058910     | 4,339,356         | 154977          | 154977                |                   |              |
| PROSPERITY BANCSHARE | COM            | 74360610     | 4,337,799         | 203557          | 203557                |                   |              |
| SYMMETRICOM INC      | COM            | 87154310     | 4,323,598         | 683033          | 683033                |                   |              |
| TREX INC             | COM            | 89531P10     | 4,308,808         | 138770          | 138670                | 100               |              |
| PRG-SCHULTZ INTERNAT | COM            | 69357C10     | 4,298,283         | 756740          | 756740                |                   |              |
| FIRST PL FINL CORP   | COM            | 33610T10     | 4,292,393         | 241825          | 241825                |                   |              |
| CCBT FINL COS INC    | COM            | 12500Q10     | 4,285,292         | 170654          | 154594                | 10060             | 6000         |
| PRIMA ENERGY CORP    | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 74190120     | 4,276,796         | 168047          | 168047                |                   |              |
| GULFMARK OFFSHORE IN | COM            | 40262910     | 4,273,114         | 301348          | 301348                |                   |              |
| SOUTHWEST BANCORP IN | COM            | 84476710     | 4,270,213         | 254786          | 254386                | 400               |              |
| BROOKSTONE INC       | COM            | 11453710     | 4,267,288         | 216944          | 216944                |                   |              |
| SJW CORP             | COM            | 78430510     | 4,262,011         | 50438           | 50438                 |                   |              |
| LYON WILLIAM HOMES   | COM            | 55207410     | 4,261,797         | 84981           | 84981                 |                   |              |
| ENTRAVISION COMMUNIC | CL A           | 29382R10     | 4,226,208         | 444864          | 444864                |                   |              |
| RUDOLPH TECHNOLOGIES | COM            | 78127010     | 4,221,535         | 218280          | 218280                |                   |              |
| ATWOOD OCEANICS INC  | COM            | 05009510     | 4,206,022         | 175324          | 175224                | 100               |              |
| NOVEN PHARMACEUTICAL | COM            | 67000910     | 4,204,340         | 365913          | 365913                |                   |              |
| BANK OF GRANITE CORP | COM            | 06240110     | 4,203,375         | 224180          | 224180                |                   |              |
| ALTIRIS INC          | COM            | 02148M10     | 4,180,307         | 159432          | 159032                | 400               |              |
| HARDINGE INC         | COM            | 41232430     | 4,166,247         | 508079          | 508079                |                   |              |
| HOMESTORE INC        | COM            | 43785210     | 4,160,266         | 1,507,343       | 1,507,143             | 100               | 100          |
| ROFIN SINAR TECHNOLO | COM            | 77504310     | 4,159,605         | 197888          | 197888                |                   |              |
| TROY FINL CORP       | COM            | 89732910     | 4,155,492         | 118559          | 118559                |                   |              |
| LIGHTBRIDGE INC      | COM            | 53222610     | 4,145,541         | 440032          | 440032                |                   |              |
| AMERICAN WOODMARK CO | COM            | 03050610     | 4,140,120         | 92496           | 92396                 |                   | 100          |
| RED ROBIN GOURMET BU | COM            | 75689M10     | 4,139,414         | 162585          | 162585                |                   |              |
| ECOLLEGE COM         | COM            | 27887E10     | 4,131,931         | 205876          | 205876                |                   |              |
| CORRECTIONAL PPTYS T | COM            | 22025E10     | 4,129,948         | 165529          | 165529                |                   |              |
| VANS INC             | COM            | 92193010     | 4,129,673         | 379217          | 378017                | 1200              |              |
| MAGUIRE PPTYS INC    | COM            | 55977510     | 4,127,265         | 201330          | 201330                |                   |              |
| INTEGRATED SILICON S | COM            | 45812P10     | 4,120,344         | 414105          | 413890                | 215               |              |
| AMERICAN PHYSICIANS  | COM            | 02888410     | 4,114,335         | 148693          | 148693                |                   |              |
| RAILAMERICA INC      | COM            | 75075310     | 4,110,834         | 478004          | 478004                |                   |              |
| BSB BANCORP          | COM            | 05565210     | 4,107,937         | 148194          | 147974                | 220               |              |
| DRUGSTORE COM INC    | COM            | 26224110     | 4,103,544         | 536411          | 536411                |                   |              |
| ALEXANDERS INC       | COM            | 01475210     | 4,102,578         | 38887           | 38887                 |                   |              |
| HOLLY CORP           | COM            |              |                   |                 |                       |                   |              |
|                      | PAR \$0        | 43575830     | 4,102,452         | 165555          | 165555                |                   |              |
| TELEFONICA S A       | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 87938220     | 4,101,813         | 115707          | 87303                 | 28404             |              |
| ALLSTREAM INC        | CL B           |              |                   |                 |                       |                   |              |

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|                      |       |          |             |        |        |
|----------------------|-------|----------|-------------|--------|--------|
|                      | LT VT | 02004C20 | 4,097,282   | 104924 | 104924 |
| ENERGY PARTNERS LTD  | COM   | 29270U10 | 4,091,859   | 367973 | 367973 |
| CITY BK LYNNWOOD WAS | COM   | 17770A10 | 4,083,854   | 126006 | 126006 |
| ENTERPRISE PRODS PAR | COM   | 29379210 | 4,083,526   | 180687 | 180687 |
| KEITHLEY INSTRS INC  | COM   | 48758410 | 4,079,586   | 288310 | 288310 |
| STEPAN CO            | COM   | 85858610 | 4,070,011   | 178666 | 178666 |
| DISCOVERY LABORATORI | COM   | 25466810 | 4,069,555   | 565216 | 565216 |
| REGENT COMMUNICATION | COM   | 75886510 | 4,067,071   | 666733 | 666733 |
| Page Total           |       |          | 218,278,443 |        |        |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| NATIONAL PROCESSING  | COM            | 63722910     | 4,066,802         | 210497          | 208797                | 1700              |              |
| NEOWARE SYS INC      | COM            | 64065P10     | 4,066,210         | 238208          | 232208                | 6000              |              |
| INFOUSA INC NEW      | COM            | 45681830     | 4,062,391         | 540931          | 540931                |                   |              |
| AMCOL INTL CORP      | COM            | 02341W10     | 4,061,607         | 328609          | 328609                |                   |              |
| ELECTRO RENT CORP    | COM            | 28521810     | 4,052,937         | 323175          | 323175                |                   |              |
| WEST BANCORPORATION  | CAP            |              |                   |                 |                       |                   |              |
|                      | STK            | 95123P10     | 4,049,739         | 235040          | 235040                |                   |              |
| GABELLI ASSET MGMT I | CL A           | 36239Y10     | 4,047,909         | 113514          | 113114                | 400               |              |
| CONCEPTUS INC        | COM            | 20601610     | 4,044,677         | 308754          | 308754                |                   |              |
| PERICOM SEMICONDUCTO | COM            | 71383110     | 4,042,508         | 406691          | 406691                |                   |              |
| RC2 CORP             | COM            | 74938810     | 4,041,759         | 209320          | 209320                |                   |              |
| OCEANFIRST FINL CORP | COM            | 67523410     | 4,040,915         | 161572          | 161572                |                   |              |
| BEL FUSE INC         | CL B           | 07734730     | 4,040,630         | 158394          | 158394                |                   |              |
| TEJON RANCH CO DEL   | COM            | 87908010     | 4,038,457         | 121275          | 121275                |                   |              |
| CAPITOL BANCORP LTD  | COM            | 14056D10     | 4,033,712         | 150793          | 150793                |                   |              |
| PRESSTEK INC         | COM            | 74111310     | 4,033,320         | 547262          | 547262                |                   |              |
| CHURCHILL DOWNS INC  | COM            | 17148410     | 4,029,227         | 107018          | 106118                | 900               |              |
| AUDIOVOX CORP        | CL A           | 05075710     | 4,026,936         | 320616          | 320616                |                   |              |
| DIMON INC            | COM            | 25439410     | 4,014,613         | 581828          | 580628                | 1200              |              |
| STONERIDGE INC       | COM            | 86183P10     | 4,007,106         | 272407          | 272307                | 100               |              |
| ENTRUST INC          | COM            | 29384810     | 3,996,636         | 813979          | 813879                |                   | 100          |
| PEREGRINE PHARMACEUT | COM            | 71366110     | 3,994,869         | 1,858,079       | 1,858,079             |                   |              |
| CORVEL CORP          | COM            | 22100610     | 3,989,761         | 112356          | 112356                |                   |              |
| LABONE INC NEW       | COM            | 50540L10     | 3,983,125         | 170803          | 170303                | 500               |              |
| LINDSAY MFG CO       | COM            | 53555510     | 3,974,754         | 197749          | 197749                |                   |              |
| BLAIR CORP           | COM            | 09282810     | 3,968,515         | 190794          | 190794                |                   |              |
| LOOKSMART LTD        | COM            | 54344210     | 3,959,577         | 1,261,012       | 1,261,012             |                   |              |
| KEYNOTE SYS INC      | COM            | 49330810     | 3,944,721         | 352522          | 352522                |                   |              |
| PEETS COFFEE & TEA I | COM            | 70556010     | 3,940,314         | 200321          | 186431                | 890               | 13000        |
| TTM TECHNOLOGIES IN  | COM            | 87305R10     | 3,930,665         | 273914          | 273914                |                   |              |
| COLUMBIA BKG SYS INC | COM            | 19723610     | 3,930,421         | 222813          | 222813                |                   |              |
| INTERCEPT INC        | COM            | 45845L10     | 3,929,501         | 288298          | 284698                | 3500              | 100          |
| MOVADO GROUP INC     | COM            | 62458010     | 3,920,231         | 179006          | 179006                |                   |              |
| NAVIGATORS GROUP INC | COM            | 63890410     | 3,915,892         | 120489          | 120489                |                   |              |
| ROXIO INC            | COM            | 78000810     | 3,908,656         | 450306          | 450223                | 34                | 49           |
| VICOR CORP           | COM            | 92581510     | 3,907,564         | 409598          | 409498                |                   | 100          |

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|                      |        |          |             |        |        |       |
|----------------------|--------|----------|-------------|--------|--------|-------|
| AMERON INTL INC      | COM    | 03071010 | 3,901,418   | 118189 | 118089 | 100   |
| KEYSTONE AUTOMOTIVE  | COM    | 49338N10 | 3,881,717   | 178881 | 178881 |       |
| SPSS INC             | COM    | 78462K10 | 3,872,204   | 229532 | 229532 |       |
| CHARLES RIVER ASSOCI | COM    | 15985210 | 3,867,783   | 135569 | 135569 |       |
| CASUAL MALE RETAIL G | COM    | 14871110 | 3,865,332   | 523049 | 523049 |       |
| X-RITE INC           | COM    | 98385710 | 3,857,194   | 338945 | 338945 |       |
| STURM RUGER & CO INC | COM    | 86415910 | 3,856,645   | 373706 | 369786 | 3920  |
| RTI INTL METALS INC  | COM    | 74973W10 | 3,856,316   | 366570 | 365850 | 720   |
| CONCORD COMMUNICATIO | COM    | 20618610 | 3,841,688   | 294608 | 291608 | 3000  |
| EXCEL TECHNOLOGY INC | COM    | 30067T10 | 3,839,925   | 153597 | 153497 | 100   |
| EMBRAER-EMPRESA BRAS | SP ADR |          |             |        |        |       |
|                      | PFD    | 29081M10 | 3,837,646   | 181879 | 181879 |       |
| BRYN MAWR BK CORP    | COM    | 11766510 | 3,836,117   | 91445  | 91045  | 400   |
| MBT FINL CORP        | COM    | 57887710 | 3,829,176   | 245460 | 245460 |       |
| HEALTHCARE SVCS GRP  | COM    | 42190610 | 3,828,528   | 232032 | 232032 |       |
| BARCLAYS PLC         | ADR    | 06738E20 | 3,825,617   | 123407 | 110586 | 12821 |
| REPUBLIC BANCSHARES  | COM    | 75992910 | 3,821,949   | 134718 | 134718 |       |
| PLAYBOY ENTERPRISES  | CL B   | 72811730 | 3,813,511   | 262097 | 262097 |       |
| Page Total           |        |          | 205,429,423 |        |        |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SUPERGEN INC         | COM            | 86805910     | 3,813,184         | 509784          | 509784                |                   |              |
| CONCURRENT COMPUTER  | COM            | 20671020     | 3,810,356         | 1,005,371       | 1,005,371             |                   |              |
| SKYLINE CORP         | COM            | 83083010     | 3,807,338         | 118905          | 118905                |                   |              |
| BIOLASE TECHNOLOGY I | COM            | 09091110     | 3,805,371         | 333512          | 333512                |                   |              |
| FIRST BUSEY CORP     | COM            | 31938310     | 3,789,529         | 146881          | 146881                |                   |              |
| FRIEDMANS INC        | CL A           | 35843810     | 3,788,959         | 271610          | 271610                |                   |              |
| FISHER COMMUNICATION | COM            | 33775620     | 3,778,186         | 80524           | 80524                 |                   |              |
| OMNICELL INC         | COM            | 68213N10     | 3,767,946         | 231731          | 231731                |                   |              |
| FINDWHAT COM         | COM            | 31779410     | 3,754,592         | 217154          | 217154                |                   |              |
| MATTSON TECHNOLOGY I | COM            | 57722310     | 3,753,115         | 421651          | 421651                |                   |              |
| FIRST IND CORP       | COM            | 32054R10     | 3,745,461         | 202348          | 202348                |                   |              |
| BUNGE LIMITED        | COM            | G1696210     | 3,743,932         | 136143          | 136143                |                   |              |
| CAMDEN NATL CORP     | COM            | 13303410     | 3,740,362         | 126749          | 126749                |                   |              |
| CIRCOR INTL INC      | COM            | 17273K10     | 3,728,294         | 194182          | 194182                |                   |              |
| ST FRANCIS CAP CORP  | COM            | 78937410     | 3,727,987         | 126630          | 126330                |                   | 300          |
| SECOND BANCORP INC   | COM            | 81311410     | 3,722,618         | 136660          | 136660                |                   |              |
| NORTHWEST BANCORP IN | COM            | 66732810     | 3,717,096         | 203565          | 203565                |                   |              |
| ALCAN INC            | COM            | 01371610     | 3,716,920         | 97149           | 97149                 |                   |              |
| II VI INC            | COM            | 90210410     | 3,716,520         | 185919          | 185919                |                   |              |
| LEXICON GENETICS INC | COM            | 52887210     | 3,715,788         | 720114          | 718414                |                   | 1700         |
| EPIX MEDICAL INC     | COM            | 26881Q10     | 3,715,592         | 216779          | 216779                |                   |              |
| MIDWEST BANC HOLDING | COM            | 59825110     | 3,708,404         | 166595          | 166595                |                   |              |
| DAKTRONICS INC       | COM            | 23426410     | 3,705,312         | 231582          | 231082                |                   | 500          |
| U S B HLDG INC       | COM            | 90291010     | 3,698,908         | 210764          | 210764                |                   |              |
| I-STAT CORP          | COM            | 45031210     | 3,696,136         | 276450          | 266450                |                   | 10000        |
| CENTURY BANCORP INC  | CL A           |              |                   |                 |                       |                   |              |

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|                      |       |          |             |        |        |      |       |
|----------------------|-------|----------|-------------|--------|--------|------|-------|
|                      | NON V | 15643210 | 3,694,346   | 110279 | 56279  |      | 54000 |
| FALCONSTOR SOFTWARE  | COM   | 30613710 | 3,684,154   | 591357 | 591357 |      |       |
| GOODYS FAMILY CLOTHI | COM   | 38258810 | 3,682,493   | 373478 | 373478 |      |       |
| PRIVATEBANCORP INC   | COM   | 74296210 | 3,681,236   | 111182 | 111182 |      |       |
| J JILL GROUP INC     | COM   | 46618910 | 3,666,174   | 316869 | 316679 | 40   | 150   |
| BENTLEY PHARMACEUTIC | COM   | 08265710 | 3,662,912   | 225410 | 225410 |      |       |
| WEST MARINE INC      | COM   | 95423510 | 3,658,114   | 192027 | 191527 |      | 500   |
| CORNELL COMPANIES IN | COM   | 21914110 | 3,657,180   | 222321 | 222021 | 300  |       |
| UNIVERSAL AMERN FINL | COM   | 91337710 | 3,645,412   | 411911 | 411911 |      |       |
| PEC SOLUTIONS INC    | COM   | 70510710 | 3,638,133   | 246486 | 246386 | 100  |       |
| REGENERATION TECH IN | COM   | 75886N10 | 3,633,660   | 403740 | 403740 |      |       |
| ACCREDITED HOME LEND | COM   | 00437P10 | 3,633,472   | 167364 | 167364 |      |       |
| POWELL INDS INC      | COM   | 73912810 | 3,628,206   | 216351 | 216351 |      |       |
| VITAL SIGNS INC      | COM   | 92846910 | 3,624,215   | 124672 | 124572 | 100  |       |
| MYERS INDS INC       | COM   | 62846410 | 3,620,206   | 361659 | 361659 |      |       |
| STAMPS COM INC       | COM   | 85285710 | 3,612,279   | 619602 | 619402 | 200  |       |
| AFTERMARKET TECHNOLO | COM   | 00831810 | 3,608,378   | 316247 | 316247 |      |       |
| C COR NET CORP       | COM   | 12501010 | 3,595,693   | 544802 | 544802 |      |       |
| TRIZETTO GROUP INC   | COM   | 89688210 | 3,595,213   | 536599 | 536599 |      |       |
| LIONBRIDGE TECHNOLOG | COM   | 53625210 | 3,592,338   | 479618 | 479618 |      |       |
| CARDIAC SCIENCE INC  | COM   |          |             |        |        |      |       |
|                      | NEW   | 14141020 | 3,583,263   | 863437 | 863437 |      |       |
| CCC INFORMATION SVCS | COM   | 12487Q10 | 3,570,181   | 213018 | 213018 |      |       |
| SHARPER IMAGE CORP   | COM   | 82001310 | 3,568,711   | 154156 | 154156 |      |       |
| DITECH COMMUNICATION | COM   | 25500M10 | 3,561,132   | 406522 | 403913 | 2609 |       |
| ARIAD PHARMACEUTICAL | COM   | 04033A10 | 3,556,862   | 590841 | 590841 |      |       |
| EXACT SCIENCES CORP  | COM   | 30063P10 | 3,556,021   | 263409 | 263209 | 200  |       |
| ASBURY AUTOMOTIVE GR | COM   | 04343610 | 3,552,061   | 213337 | 213337 |      |       |
| Page Total           |       |          | 191,429,951 |        |        |      |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| REED ELSEVIER P L C  | SPON-SORED     | 75820510     | 3,549,406         | 112323          | 105404                | 6919              |              |
| XICOR INC            | COM            | 98490310     | 3,549,095         | 382034          | 381934                |                   | 100          |
| ELIZABETH ARDEN INC  | COM            | 28660G10     | 3,544,089         | 215054          | 215054                |                   |              |
| OCWEN FINL CORP      | COM            | 67574610     | 3,540,828         | 778204          | 734604                | 1000              | 42600        |
| CASELLA WASTE SYS IN | CL A           | 14744810     | 3,534,625         | 282770          | 282750                |                   | 20           |
| BANK OF THE OZARKS I | COM            | 06390410     | 3,529,910         | 79306           | 79306                 |                   |              |
| INTERCHANGE FINL SVC | COM            | 45844710     | 3,529,517         | 171920          | 171920                |                   |              |
| PACIFIC UN BK CALIF  | COM            | 69502510     | 3,526,229         | 186573          | 186573                |                   |              |
| OSI SYSTEMS INC      | COM            | 67104410     | 3,512,003         | 203006          | 203006                |                   |              |
| ENPRO INDS INC       | COM            | 29355X10     | 3,503,712         | 363079          | 361314                | 1653              | 112          |
| CLOSURE MED CORP     | COM            | 18909310     | 3,503,089         | 143805          | 143805                |                   |              |
| ITLA CAP CORP        | COM            | 45056510     | 3,499,976         | 82082           | 82082                 |                   |              |
| GARTNER INC          | CL B           | 36665120     | 3,490,996         | 320569          | 320259                | 310               |              |
| NATIONAL PRESTO INDS | COM            | 63721510     | 3,490,351         | 101641          | 100921                | 400               | 320          |
| INDEVUS PHARMACEUTIC | COM            | 45407210     | 3,486,150         | 651617          | 651117                | 400               | 100          |

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|                      |       |          |             |        |        |       |      |
|----------------------|-------|----------|-------------|--------|--------|-------|------|
| ARROW FINL CORP      | COM   | 04274410 | 3,478,863   | 133751 | 133751 |       |      |
| ROYAL BK CDA MONTREA | COM   | 78008710 | 3,473,761   | 79147  | 79147  |       |      |
| SYNOVIS LIFE TECHNOL | COM   | 87162G10 | 3,473,318   | 142058 | 142058 |       |      |
| FORRESTER RESH INC   | COM   | 34656310 | 3,470,268   | 243016 | 243016 |       |      |
| INET TECHNOLOGIES IN | COM   | 45662V10 | 3,469,155   | 270394 | 270394 |       |      |
| ENNIS BUSINESS FORMS | COM   | 29338910 | 3,466,324   | 258488 | 252988 | 5500  |      |
| WINSTON HOTELS INC   | COM   | 97563A10 | 3,454,123   | 379574 | 379574 |       |      |
| GREAT SOUTHN BANCORP | COM   | 39090510 | 3,451,075   | 88671  | 88671  |       |      |
| QUAKER CITY BANCORP  | COM   | 74731K10 | 3,448,880   | 86222  | 86222  |       |      |
| VIRGINIA FINL CORP   | COM   | 92781010 | 3,448,096   | 114669 | 114669 |       |      |
| TRANSMONTAIGNE INC   | COM   | 89393410 | 3,446,852   | 578331 | 574831 | 3500  |      |
| ADVANTA CORP         | CL B  | 00794220 | 3,446,605   | 322414 | 322414 |       |      |
| BIOVAIL CORP         | COM   | 09067J10 | 3,436,635   | 92507  | 92507  |       |      |
| KCS ENERGY INC       | COM   | 48243420 | 3,428,770   | 504231 | 504231 |       |      |
| GIBRALTAR STL CORP   | COM   | 37476F10 | 3,420,310   | 157618 | 157618 |       |      |
| SANDERSON FARMS INC  | COM   | 80001310 | 3,417,468   | 108629 | 108629 |       |      |
| COVENANT TRANS INC   | CL A  | 22284P10 | 3,415,328   | 186732 | 186732 |       |      |
| FIRST BANCORP N C    | COM   | 31891010 | 3,412,766   | 121841 | 120941 | 900   |      |
| BIOPURE CORP         | CL A  | 09065H10 | 3,410,595   | 527140 | 519270 | 5870  | 2000 |
| BANCFIRST CORP       | COM   | 05945F10 | 3,405,939   | 64263  | 64263  |       |      |
| U S PHYSICAL THERAPY | COM   | 90337L10 | 3,403,684   | 278762 | 278662 | 100   |      |
| GEVITY HR INC        | COM   | 37439310 | 3,401,859   | 230791 | 230791 |       |      |
| PILGRIMS PRIDE CORP  | CL B  | 72146710 | 3,401,462   | 272117 | 271717 | 400   |      |
| PATHMARK STORES INC  | COM   | 70322A10 | 3,401,262   | 487986 | 485086 | 2900  |      |
| PENNRock FINL SVCS C | COM   | 70835210 | 3,398,523   | 120515 | 120515 |       |      |
| HARVEST NATURAL RESO | COM   | 41754V10 | 3,396,860   | 552335 | 552335 |       |      |
| NASH FINCH CO        | COM   | 63115810 | 3,392,066   | 218843 | 218843 |       |      |
| MIDAS GROUP INC      | COM   | 59562610 | 3,389,529   | 257563 | 253663 | 3900  |      |
| BIORELIANCE CORP     | COM   | 09095110 | 3,381,931   | 132210 | 132210 |       |      |
| CONNECTICUT WTR SVC  | COM   | 20779710 | 3,379,332   | 125766 | 125766 |       |      |
| NEOPHARM INC         | COM   | 64091910 | 3,375,735   | 225049 | 225049 |       |      |
| DIAGEO P L C         | SPON  |          |             |        |        |       |      |
|                      | ADR N | 25243Q20 | 3,362,464   | 76160  | 61441  | 14719 |      |
| SUPERTEX INC         | COM   | 86853210 | 3,354,241   | 186970 | 186970 |       |      |
| NETWORK EQUIP TECHNO | COM   | 64120810 | 3,349,769   | 366095 | 366095 |       |      |
| INFOCUS CORP         | COM   | 45665B10 | 3,347,140   | 690132 | 690032 |       | 100  |
| CASCADE BANCORP      | COM   | 14715410 | 3,345,617   | 196801 | 196801 |       |      |
| BOYKIN LODGING CO    | COM   | 10343010 | 3,337,438   | 405029 | 404929 | 100   |      |
| Page Total           |       |          | 179,084,019 |        |        |       |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| FEDERAL AGRIC MTG CO | CL C           | 31314830     | 3,335,283         | 123529          | 123429                |                   | 100          |
| ADMINISTAFF INC      | COM            | 00709410     | 3,329,153         | 374483          | 374483                |                   |              |
| VOLT INFORMATION SCI | COM            | 92870310     | 3,329,023         | 201759          | 201759                |                   |              |
| ASIAINFO HLDGS INC   | COM            | 04518A10     | 3,311,207         | 492007          | 491807                | 200               |              |
| ENCORE ACQUISITION C | COM            | 29255W10     | 3,308,248         | 153515          | 153315                | 200               |              |
| PEAPACK-GLADSTONE FI | COM            | 70469910     | 3,287,299         | 105803          | 105803                |                   |              |

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|                      |         |          |             |           |           |  |        |  |      |
|----------------------|---------|----------|-------------|-----------|-----------|--|--------|--|------|
| CEMEX S A            | SPON    |          |             |           |           |  |        |  |      |
|                      | ADR 5   | 15129088 | 3,286,239   | 131713    | 131713    |  |        |  |      |
| TRIPATH IMAGING INC  | COM     | 89694210 | 3,283,243   | 380005    | 380005    |  |        |  |      |
| LA JOLLA PHARMACEUTI | COM     | 50345910 | 3,279,724   | 826127    | 826127    |  |        |  |      |
| SOUTHERN FINL BANCOR | COM     | 84287010 | 3,279,259   | 83548     | 83548     |  |        |  |      |
| GREAT ATLANTIC & PAC | COM     | 39006410 | 3,267,664   | 402918    | 397118    |  | 5800   |  |      |
| DIVERSA CORP         | COM     | 25506410 | 3,266,795   | 421522    | 421515    |  | 7      |  |      |
| CERADYNE INC         | COM     | 15671010 | 3,264,250   | 126179    | 126179    |  |        |  |      |
| EURONET WORLDWIDE IN | COM     | 29873610 | 3,258,807   | 267994    | 265994    |  |        |  | 2000 |
| COURIER CORP         | COM     | 22266010 | 3,247,650   | 63792     | 63792     |  |        |  |      |
| CITIZENS INC         | CL A    | 17474010 | 3,245,929   | 403221    | 403221    |  |        |  |      |
| DOV PHARMACEUTICAL I | COM     | 25985810 | 3,243,309   | 181698    | 181698    |  |        |  |      |
| GRACE W R & CO DEL N | COM     | 38388F10 | 3,235,466   | 1,043,699 | 1,030,500 |  | 12999  |  | 200  |
| CHATTEM INC          | COM     | 16245610 | 3,231,911   | 233351    | 232451    |  | 900    |  |      |
| LEARNING TREE INTL I | COM     | 52201510 | 3,230,421   | 192631    | 192631    |  |        |  |      |
| MACATAWA BK CORP     | COM     | 55422510 | 3,227,438   | 139354    | 139354    |  |        |  |      |
| CREDIT ACCEP CORP MI | COM     | 22531010 | 3,221,313   | 285072    | 285072    |  |        |  |      |
| AMERICAN HOME MTG HL | COM     | 02660M10 | 3,219,386   | 183232    | 183232    |  |        |  |      |
| SOUTHERN PERU COPPER | COM     | 84361110 | 3,215,672   | 145374    | 145374    |  |        |  |      |
| MAPICS INC           | COM     | 56491010 | 3,204,030   | 326276    | 326276    |  |        |  |      |
| PALATIN TECHNOLOGIES | COM     |          |             |           |           |  |        |  |      |
|                      | NEW     | 69607730 | 3,198,974   | 666453    | 666453    |  |        |  |      |
| S Y BANCORP INC      | COM     | 78506010 | 3,191,287   | 170202    | 170202    |  |        |  |      |
| GENENCOR INTL INC    | COM     | 36870910 | 3,189,090   | 204560    | 204560    |  |        |  |      |
| SEACOAST BKG CORP FL | COM     | 81170730 | 3,187,279   | 183177    | 183177    |  |        |  |      |
| CALGON CARBON CORP   | COM     | 12960310 | 3,183,950   | 565533    | 565533    |  |        |  |      |
| RYERSON TULL INC NEW | COM     | 78375P10 | 3,174,896   | 407038    | 406738    |  |        |  | 300  |
| JOS A BANK CLOTHIERS | COM     | 48083810 | 3,169,101   | 72222     | 72222     |  |        |  |      |
| BOSTON COMMUNICATION | COM     | 10058210 | 3,163,230   | 316323    | 316123    |  | 200    |  |      |
| DECODE GENETICS INC  | COM     | 24358610 | 3,159,885   | 672316    | 672316    |  |        |  |      |
| CLARK INC            | COM     | 18145710 | 3,159,805   | 236867    | 236867    |  |        |  |      |
| CURATIVE HEALTH SRVC | COM     | 23126W10 | 3,158,845   | 177563    | 177563    |  |        |  |      |
| PENN ENGR & MFG CORP | COM     |          |             |           |           |  |        |  |      |
|                      | NON VT  | 70738930 | 3,152,778   | 204593    | 204593    |  |        |  |      |
| PARKER DRILLING CO   | COM     | 70108110 | 3,152,023   | 1,335,603 | 1,334,603 |  | 1000   |  |      |
| QUAKER CHEM CORP     | COM     | 74731610 | 3,144,565   | 135192    | 134652    |  |        |  | 540  |
| AETHER SYS INC       | COM     | 00808V10 | 3,143,049   | 687757    | 679657    |  | 8100   |  |      |
| STAAR SURGICAL CO    | COM     |          |             |           |           |  |        |  |      |
|                      | PAR \$0 | 85231230 | 3,115,180   | 293608    | 293608    |  |        |  |      |
| SYKES ENTERPRISES IN | COM     | 87123710 | 3,112,485   | 470164    | 470164    |  |        |  |      |
| CRH PLC              | ADR     | 12626K20 | 3,111,120   | 172840    | 31709     |  | 141131 |  |      |
| METRIS COS INC       | COM     | 59159810 | 3,106,962   | 754117    | 754017    |  |        |  | 100  |
| BERKSHIRE HILLS BANC | COM     | 08468010 | 3,106,925   | 92221     | 92221     |  |        |  |      |
| QUIDEL CORP          | COM     | 74838J10 | 3,096,106   | 463489    | 463489    |  |        |  |      |
| AK STL HLDG CORP     | COM     | 00154710 | 3,095,898   | 1,547,949 | 1,547,769 |  | 100    |  | 80   |
| SOUND FED BANCORP IN | COM     | 83607V10 | 3,093,513   | 206924    | 206924    |  |        |  |      |
| PDI INC              | COM     | 69329V10 | 3,089,093   | 126034    | 126034    |  |        |  |      |
| WORLD ACCEP CORP DEL | COM     | 98141910 | 3,086,953   | 228494    | 228494    |  |        |  |      |
| INTERTAN INC         | COM     | 46112010 | 3,081,198   | 336743    | 336743    |  |        |  |      |
| LODGENET ENTMT CORP  | COM     | 54021110 | 3,080,702   | 198755    | 198755    |  |        |  |      |
| Page Total           |         |          | 166,313,611 |           |           |  |        |  |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| LANNET INC           | COM            | 51601210     | 3,077,382         | 175951          | 175951                |                   |              |
| INPUT/OUTPUT INC     | COM            | 45765210     | 3,076,083         | 786722          | 786722                |                   |              |
| MONRO MUFFLER BRAKE  | COM            | 61023610     | 3,075,640         | 104259          | 104259                |                   |              |
| SHELL TRANS & TRADIN | ADR NY         |              |                   |                 |                       |                   |              |
|                      | SHS            | 82270360     | 3,074,117         | 81412           | 81412                 |                   |              |
| BALDWIN & LYONS INC  | CL B           | 05775520     | 3,072,860         | 131600          | 131600                |                   |              |
| VITALWORKS INC       | COM            | 92848310     | 3,067,737         | 584331          | 584331                |                   |              |
| LSI INDS INC         | COM            | 50216C10     | 3,066,195         | 217615          | 217015                |                   | 600          |
| LAWSON PRODS INC     | COM            | 52077610     | 3,066,093         | 113559          | 113559                |                   |              |
| BIG 5 SPORTING GOODS | COM            | 08915P10     | 3,062,570         | 200430          | 200430                |                   |              |
| FARMERS CAP BK CORP  | COM            | 30956210     | 3,057,667         | 94140           | 94140                 |                   |              |
| CENTRAL EUROPEAN DIS | COM            | 15343510     | 3,056,854         | 111768          | 111468                |                   | 300          |
| MASTEC INC           | COM            | 57632310     | 3,056,256         | 315078          | 315078                |                   |              |
| KENSEY NASH CORP     | COM            | 49005710     | 3,055,327         | 129793          | 129793                |                   |              |
| MISSION WEST PPTYS I | COM            | 60520310     | 3,053,859         | 247076          | 247076                |                   |              |
| SILICON GRAPHICS INC | COM            | 82705610     | 3,052,031         | 3,179,199       | 3,178,799             |                   | 400          |
| RIVIANA FOODS INC    | COM            | 76953610     | 3,042,378         | 107126          | 107126                |                   |              |
| HERLEY INDS INC DEL  | COM            | 42739810     | 3,038,542         | 173631          | 173631                |                   |              |
| MIDDLESEX WATER CO   | COM            | 59668010     | 3,034,999         | 123827          | 123827                |                   |              |
| MERIDIAN BIOSCIENCE  | COM            | 58958410     | 3,032,570         | 302350          | 301950                |                   | 400          |
| STMICROELECTRONICS N | NY RE-         |              |                   |                 |                       |                   |              |
|                      | GISTR          | 86101210     | 3,031,358         | 126044          | 126044                |                   |              |
| SALEM COMMUNICATIONS | CL A           | 79409310     | 3,029,765         | 156254          | 156254                |                   |              |
| CITIZENS FIRST BANCO | COM            | 17461R10     | 3,025,739         | 146171          | 146171                |                   |              |
| BASSETT FURNITURE IN | COM            | 07020310     | 3,023,484         | 217846          | 217206                |                   | 640          |
| OCTEL CORP           | COM            | 67572710     | 3,022,119         | 173685          | 173685                |                   |              |
| SAP AKTIENGESELLSCHA | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 80305420     | 3,007,670         | 98904           | 72259                 |                   | 26645        |
| LYDALL INC DEL       | COM            | 55081910     | 3,005,286         | 250232          | 250232                |                   |              |
| PLAYTEX PRODS INC    | COM            | 72813P10     | 3,005,139         | 504218          | 504118                |                   | 100          |
| FIRST NATL CORP ORAN | COM            | 32094210     | 2,989,915         | 112827          | 112827                |                   |              |
| NTT DOCOMO INC       | SPONS          |              |                   |                 |                       |                   |              |
|                      | ADR            | 62942M20     | 2,989,034         | 122351          | 102987                |                   | 19364        |
| NL INDS INC          | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 62915640     | 2,987,757         | 183636          | 182748                |                   | 888          |
| ZYMOGENETICS INC     | COM            | 98985T10     | 2,983,501         | 203652          | 203652                |                   |              |
| STANLEY FURNITURE IN | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 85430520     | 2,982,322         | 96235           | 96235                 |                   |              |
| ALLOY INC            | COM            | 01985510     | 2,978,410         | 531859          | 531859                |                   |              |
| THERAGENICS CORP     | COM            | 88337510     | 2,977,092         | 522297          | 522297                |                   |              |
| UNIVERSAL DISPLAY CO | COM            | 91347P10     | 2,975,664         | 286397          | 286397                |                   |              |
| PINNACLE ENTMT INC   | COM            | 72345610     | 2,973,523         | 424789          | 424569                |                   | 220          |
| PUMATECH INC         | COM            | 74588710     | 2,966,265         | 623165          | 623165                |                   |              |
| MTR GAMING GROUP INC | COM            | 55376910     | 2,962,374         | 341681          | 341681                |                   |              |
| CROWN MEDIA HLDGS IN | CL A           | 22841110     | 2,961,127         | 361996          | 361916                |                   | 80           |
| PROXIM CORP          | CL A           | 74428310     | 2,957,397         | 1,971,598       | 1,971,598             |                   |              |
| SHOE CARNIVAL INC    | COM            | 82488910     | 2,955,100         | 206506          | 206506                |                   |              |
| ENCORE WIRE CORP     | COM            | 29256210     | 2,938,704         | 221789          | 209489                |                   | 12300        |
| CENTURY ALUM CO      | COM            | 15643110     | 2,934,645         | 273882          | 273882                |                   |              |
| MONOLITHIC SYS TECHN | COM            | 60984210     | 2,934,294         | 348491          | 348491                |                   |              |
| IMMUNOGEN INC        | COM            | 45253H10     | 2,932,932         | 659086          | 659086                |                   |              |
| UNIBANCO-UNIAO DE BA | GDR            |              |                   |                 |                       |                   |              |
|                      | REP PF         | 90458E10     | 2,930,221         | 147991          | 147991                |                   |              |
| SOUNDVIEW TECHNOLOGY | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 83611Q40     | 2,926,275         | 302270          | 302270                |                   |              |
| SYNTEL INC           | COM            | 87162H10     | 2,913,064         | 127766          | 127766                |                   |              |

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|                          |          |             |        |        |
|--------------------------|----------|-------------|--------|--------|
| D & E COMMUNICATIONS COM | 23286010 | 2,908,856   | 205138 | 205138 |
| WOODHEAD INDS INC COM    | 97943810 | 2,907,810   | 193210 | 193210 |
| EMS TECHNOLOGIES INC COM | 26873N10 | 2,907,468   | 171229 | 171229 |
| NAVIGANT INTL INC COM    | 63935R10 | 2,900,448   | 207027 | 207027 |
| Page Total               |          | 156,043,918 |        |        |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| FINANCIAL INSTNS INC | COM            | 31758540     | 2,896,464         | 132138          | 132138                |                   |              |
| ASTEC INDS INC       | COM            | 04622410     | 2,895,154         | 281083          | 281023                |                   | 60           |
| COACHMEN INDS INC    | COM            | 18987310     | 2,895,063         | 247230          | 247230                |                   |              |
| ACADIA RLTY TR       | COM SH         |              |                   |                 |                       |                   |              |
|                      | BEN            | 00423910     | 2,892,724         | 263454          | 263454                |                   |              |
| SONIC SOLUTIONS      | COM            | 83546010     | 2,891,504         | 207425          | 207425                |                   |              |
| SIPEX CORP           | COM            | 82990910     | 2,887,402         | 367822          | 367822                |                   |              |
| SUN BANCORP INC      | COM            | 86663B10     | 2,879,844         | 130902          | 130902                |                   |              |
| SIEMENS A G          | SPON-SORED     | 82619750     | 2,871,938         | 48341           | 45231                 | 3110              |              |
| SUPERCONDUCTOR TECHN | COM            | 86793110     | 2,868,916         | 745173          | 745173                |                   |              |
| UNITED INDL CORP     | COM            | 91067110     | 2,848,771         | 179168          | 179168                |                   |              |
| ENERGY CONVERSION DE | COM            | 29265910     | 2,847,149         | 269872          | 269872                |                   |              |
| HOLLIS-EDEN PHARMACE | COM            | 43590210     | 2,843,036         | 117287          | 117287                |                   |              |
| MSC SOFTWARE CORP    | COM            | 55353110     | 2,841,379         | 394636          | 394636                |                   |              |
| NATURES SUNSHINE PRO | COM            | 63902710     | 2,837,238         | 341836          | 341336                | 500               |              |
| KANSAS CITY LIFE INS | COM            | 48483610     | 2,836,439         | 61931           | 61931                 |                   |              |
| SEAGATE TECHNOLOGY   | SHS            | G7945J10     | 2,829,480         | 104025          | 104025                |                   |              |
| OPEN JT STK CO-VIMPE | SPON-SORED     | 68370R10     | 2,828,285         | 46472           | 46472                 |                   |              |
| SHORE BANCSHARES INC | COM            | 82510710     | 2,824,826         | 81666           | 81666                 |                   |              |
| E-LOAN INC           | COM            | 26861P10     | 2,824,789         | 778179          | 778179                |                   |              |
| HYPERCOM CORP        | COM            | 44913M10     | 2,823,411         | 523824          | 523824                |                   |              |
| MIM CORP             | COM            | 55304410     | 2,818,425         | 375790          | 375790                |                   |              |
| INTEGRAL SYS INC MD  | COM            | 45810H10     | 2,817,275         | 155909          | 155809                | 100               |              |
| RESOURCE AMERICA INC | CL A           | 76119520     | 2,816,524         | 237481          | 237481                |                   |              |
| GSI COMMERCE INC     | COM            | 36238G10     | 2,814,860         | 282333          | 282333                |                   |              |
| WATCHGUARD TECHNOLOG | COM            | 94110510     | 2,813,158         | 524843          | 524843                |                   |              |
| PAXSON COMMUNICATION | COM            | 70423110     | 2,811,094         | 566753          | 566753                |                   |              |
| KIRKLANDS INC        | COM            | 49749810     | 2,802,586         | 174616          | 174616                |                   |              |
| FIRST OAK BROOK BANC | COM            | 33584720     | 2,799,743         | 112984          | 112984                |                   |              |
| OPTION CARE INC      | COM            | 68394810     | 2,798,508         | 233209          | 233209                |                   |              |
| ORTHOLOGIC CORP      | COM            | 68750J10     | 2,779,790         | 511932          | 511632                | 300               |              |
| HORIZON ORGANIC HOLD | COM            | 44043T10     | 2,776,118         | 116107          | 116107                |                   |              |
| MIDLAND CO           | COM            | 59748610     | 2,771,708         | 130372          | 130372                |                   |              |
| QUIXOTE CORP         | COM            | 74905610     | 2,769,417         | 110116          | 110116                |                   |              |
| EXACTECH INC         | COM            | 30064E10     | 2,768,796         | 167400          | 167400                |                   |              |
| LAKELAND BANCORP INC | COM            | 51163710     | 2,767,484         | 173510          | 173510                |                   |              |
| INTEGRATED DEFENSE T | COM            | 45819B10     | 2,759,739         | 164466          | 161066                | 3400              |              |
| MERIDIAN RESOURCE CO | COM            | 58977Q10     | 2,759,568         | 640271          | 640271                |                   |              |

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|                      |     |          |             |        |        |  |      |
|----------------------|-----|----------|-------------|--------|--------|--|------|
| ABC BANCORP          | COM | 00040010 | 2,759,374   | 176883 | 176883 |  |      |
| TORONTO DOMINION BK  | COM |          |             |        |        |  |      |
|                      | NEW | 89116050 | 2,758,995   | 97491  | 97491  |  |      |
| SS&C TECHNOLOGIES IN | COM | 85227Q10 | 2,755,681   | 137853 | 137853 |  |      |
| DEPARTMENT 56 INC    | COM | 24950910 | 2,746,387   | 216251 | 216251 |  |      |
| CNA SURETY CORP      | COM | 12612L10 | 2,743,459   | 272981 | 272981 |  |      |
| CONSOLIDATED TOMOKA  | COM | 21022610 | 2,743,127   | 94558  | 94558  |  |      |
| GROUP 1 SOFTWARE INC | COM | 39943Y10 | 2,742,884   | 152552 | 151952 |  | 600  |
| COLDWATER CREEK INC  | COM | 19306810 | 2,741,320   | 281739 | 281514 |  | 225  |
| DEB SHOPS INC        | COM | 24272810 | 2,736,459   | 149943 | 149843 |  | 100  |
| INNOVEX INC          | COM | 45764710 | 2,736,409   | 275016 | 275016 |  |      |
| VALENCE TECHNOLOGY I | COM | 91891410 | 2,734,669   | 801956 | 800196 |  | 1760 |
| ETHYL CORP           | COM |          |             |        |        |  |      |
|                      | NEW | 29765960 | 2,733,332   | 217276 | 217276 |  |      |
| UNIVERSAL ELECTRS IN | COM | 91348310 | 2,731,026   | 236248 | 235948 |  | 300  |
| NBC CAP CORP         | COM | 62872910 | 2,725,618   | 112443 | 112443 |  |      |
| WILLOW GROVE BANCORP | COM | 97111W10 | 2,722,202   | 169186 | 168686 |  | 500  |
| Page Total           |     |          | 145,719,547 |        |        |  |      |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SBS TECHNOLOGIES INC | COM            | 78387P10     | 2,721,532         | 250371          | 250371                |                   |              |
| ING GROUP N V        | SPON-SORED     | 45683710     | 2,721,202         | 147092          | 103946                |                   | 43146        |
| YARDVILLE NATL BANCO | COM            | 98502110     | 2,714,763         | 129583          | 129583                |                   |              |
| HORIZON FINL CORP WA | COM            | 44041F10     | 2,713,682         | 168134          | 168134                |                   |              |
| PDF SOLUTIONS INC    | COM            | 69328210     | 2,710,800         | 240960          | 240960                |                   |              |
| APPLIED SIGNAL TECHN | COM            | 03823710     | 2,703,703         | 135524          | 135524                |                   |              |
| GLADSTONE CAPITAL CO | COM            | 37653510     | 2,697,053         | 138666          | 138666                |                   |              |
| BUILDING MATLS HLDG  | COM            | 12011310     | 2,696,176         | 205815          | 205815                |                   |              |
| MAGNA ENTMT CORP     | CL A           | 55921110     | 2,695,198         | 655766          | 655766                |                   |              |
| REPUBLIC BANCORP KY  | CL A           | 76028120     | 2,687,889         | 140580          | 140580                |                   |              |
| BUCKLE INC           | COM            | 11844010     | 2,685,460         | 139432          | 139332                |                   | 100          |
| CSS INDS INC         | COM            | 12590610     | 2,685,081         | 104275          | 102325                |                   | 1950         |
| SANTANDER BANCORP    | COM            | 80280910     | 2,684,297         | 143010          | 143010                |                   |              |
| HUMBOLDT BANCORP     | COM            | 44506910     | 2,682,552         | 173628          | 173628                |                   |              |
| PETROLEUM DEV CORP   | COM            | 71657810     | 2,679,216         | 223268          | 223268                |                   |              |
| COLLAGENEX PHARMACEU | COM            | 19419B10     | 2,672,063         | 248564          | 247564                |                   | 1000         |
| ALLIANCE SEMICONDUCT | COM            | 01877H10     | 2,662,967         | 489516          | 489516                |                   |              |
| RAVEN INDS INC       | COM            | 75421210     | 2,662,728         | 108241          | 108241                |                   |              |
| HUDSON HIGHLAND GROU | COM            | 44379210     | 2,662,238         | 138370          | 137969                |                   | 394          |
| DOVER DOWNS GAMING & | COM            | 26009510     | 2,656,177         | 323136          | 322936                |                   | 200          |
| TWEETER HOME ENTMT G | COM            | 90116710     | 2,653,939         | 345565          | 345165                |                   | 400          |
| AXA                  | SPON-SORED     | 05453610     | 2,651,918         | 156087          | 110840                |                   | 45247        |
| LAKELAND FINL CORP   | COM            | 51165610     | 2,650,345         | 78459           | 78459                 |                   |              |
| GREEN MTN COFFEE ROA | COM            | 39312210     | 2,641,933         | 133431          | 133431                |                   |              |
| RADIO ONE INC        | CL A           | 75040P10     | 2,634,901         | 179245          | 176025                |                   | 3120         |

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|                      |        |          |             |        |        |  |       |
|----------------------|--------|----------|-------------|--------|--------|--|-------|
| CAPITAL CORP OF THE  | COM    | 14006510 | 2,634,492   | 82097  | 82097  |  |       |
| KOSAN BIOSCIENCES IN | COM    | 50064W10 | 2,632,260   | 330686 | 330686 |  |       |
| DURA AUTOMOTIVE SYST | CL A   | 26590310 | 2,632,118   | 276483 | 276483 |  |       |
| COLUMBIA BANCORP     | COM    | 19722710 | 2,629,095   | 98064  | 98064  |  |       |
| NARA BANCORP INC     | COM    | 63080P10 | 2,628,504   | 153355 | 153355 |  |       |
| LTC PPTYS INC        | COM    | 50217510 | 2,626,332   | 226799 | 226799 |  |       |
| CARDIODYNAMICS INTL  | COM    | 14159710 | 2,622,362   | 584045 | 584045 |  |       |
| SAUER-DANFOSS INC    | COM    | 80413710 | 2,619,469   | 185778 | 185718 |  | 60    |
| ADVANCED MARKETING S | COM    | 00753T10 | 2,616,074   | 255976 | 255976 |  |       |
| TENARIS S A          | SPON-  |          |             |        |        |  |       |
|                      | SORED  | 88031M10 | 2,615,628   | 99378  | 99378  |  |       |
| AMERICANWEST BANCORP | COM    | 03058P10 | 2,599,569   | 142053 | 142053 |  |       |
| FIRSTBANK CORP MICH  | COM    | 33761G10 | 2,599,241   | 81995  | 81995  |  |       |
| SAFETY INS GROUP INC | COM    | 78648T10 | 2,595,192   | 167216 | 167216 |  |       |
| ABN AMRO HLDG NV     | SPON-  |          |             |        |        |  |       |
|                      | SORED  | 00093710 | 2,594,831   | 140489 | 140489 |  |       |
| HICKORY TECH CORP    | COM    | 42906010 | 2,588,899   | 223181 | 222981 |  | 200   |
| SIGMA DESIGNS INC    | COM    | 82656510 | 2,585,415   | 298892 | 298792 |  | 100   |
| MATERIAL SCIENCES CO | COM    | 57667410 | 2,573,283   | 251789 | 251789 |  |       |
| CPI CORP             | COM    | 12590210 | 2,572,780   | 139825 | 137225 |  | 2600  |
| VASTERA INC          | COM    | 92239N10 | 2,565,188   | 499064 | 499064 |  |       |
| DATASTREAM SYS INC   | COM    | 23812410 | 2,553,532   | 329488 | 329488 |  |       |
| LASERSCOPE           | COM    | 51808110 | 2,551,630   | 217160 | 217160 |  |       |
| BOSTON BEER INC      | CL A   | 10055710 | 2,539,446   | 159513 | 144943 |  | 14570 |
| DOBSON COMMUNICATION | CL A   | 25606910 | 2,536,517   | 312379 | 312379 |  |       |
| GERBER SCIENTIFIC IN | COM    | 37373010 | 2,532,144   | 356640 | 352622 |  | 2018  |
| MATRIA HEALTHCARE IN | COM    |          |             |        |        |  | 2000  |
|                      | NEW    | 57681720 | 2,531,179   | 146650 | 146650 |  |       |
| UNILEVER N V         | N Y    |          |             |        |        |  |       |
|                      | SHS NE | 90478470 | 2,522,488   | 42624  | 42624  |  |       |
| CRAWFORD & CO        | CL B   | 22463310 | 2,516,915   | 358535 | 358535 |  |       |
| Page Total           |        |          | 136,842,396 |        |        |  |       |

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| Name of Issuer       | Title of Class | Cusip Number  | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|---------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |               |                   |                 | Sole                  | Shared as Defined | Shared Other |
| IXYS CORP            | COM            | 46600W10      | 2,515,316         | 268186          | 267986                | 200               |              |
| JNI CORP             | COM            | 46622G10      | 2,510,020         | 361154          | 361154                |                   |              |
| NORTEL NETWORKS CORP | NOTE           | 4.25 656568AB | 2,502,500         | 2,750,000       | 2,750,000             |                   |              |
| CFS BANCORP INC      | COM            | 12525D10      | 2,499,948         | 179594          | 179594                |                   |              |
| NYFIX INC            | COM            | 67071210      | 2,499,128         | 446273          | 445253                |                   | 1020         |
| GERMAN AMERN BANCORP | COM            | 37386510      | 2,488,919         | 141738          | 141738                |                   |              |
| ENCANA CORP          | COM            | 29250510      | 2,483,626         | 68269           | 43339                 | 24930             |              |
| TRICO BANCSHARES     | COM            | 89609510      | 2,481,936         | 86781           | 86781                 |                   |              |
| SM&A                 | COM            | 78465D10      | 2,481,175         | 215193          | 215193                |                   |              |
| ARACRUZ CELULOSE S A | SPON           |               |                   |                 |                       |                   |              |
|                      | ADR P          | 03849620      | 2,479,822         | 90836           | 90836                 |                   |              |
| ASPEN TECHNOLOGY INC | COM            | 04532710      | 2,478,874         | 609060          | 609060                |                   |              |

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|                          |                  |             |           |           |       |      |
|--------------------------|------------------|-------------|-----------|-----------|-------|------|
| WACKENHUT CORRECTION COM | 92979810         | 2,477,382   | 145301    | 145301    |       |      |
| GUILFORD PHARMACEUTI COM | 40182910         | 2,471,437   | 399263    | 399263    |       |      |
| AAON INC                 | COM              |             |           |           |       |      |
|                          | PAR \$0 00036020 | 2,466,381   | 149932    | 149932    |       |      |
| L S B BANCSHARES N C COM | 50215810         | 2,464,919   | 133963    | 133963    |       |      |
| MAINSOURCE FINANCIAL COM | 56062Y10         | 2,462,952   | 95058     | 95058     |       |      |
| ENDESA S A               | SPON-            |             |           |           |       |      |
|                          | SORED 29258N10   | 2,459,574   | 158172    | 131184    | 26988 |      |
| HEICO CORP NEW           | COM 42280610     | 2,450,271   | 180167    | 180167    |       |      |
| STANDARD COML CORP       | COM 85325810     | 2,445,176   | 132890    | 132690    | 200   |      |
| VERINT SYS INC           | COM 92343X10     | 2,440,525   | 113990    | 113990    |       |      |
| YOUNG INNOVATIONS IN     | COM 98752010     | 2,433,784   | 76032     | 75932     | 100   |      |
| SFBC INTL INC            | COM 78412110     | 2,432,812   | 85566     | 85566     |       |      |
| WAYNE BANCORP INC OH     | COM 94429310     | 2,423,013   | 85018     | 85018     |       |      |
| AVATAR HLDGS INC         | COM 05349410     | 2,417,760   | 75555     | 75555     |       |      |
| HEARTLAND FINL USA I     | COM 42234Q10     | 2,417,085   | 86883     | 86883     |       |      |
| RENT WAY INC             | COM 76009U10     | 2,415,839   | 449877    | 449877    |       |      |
| PARTNERS TRUST FINCL     | COM 70213A10     | 2,412,458   | 109907    | 109907    |       |      |
| INFONET SVCS CORP        | CL B 45666T10    | 2,408,762   | 1,158,059 | 1,157,259 | 800   |      |
| VITAL IMAGES INC         | COM 92846N10     | 2,407,672   | 128615    | 128615    |       |      |
| MERCANTILE BANK CORP     | COM 58737610     | 2,403,680   | 72400     | 72400     |       |      |
| E ON AG                  | SPON-            |             |           |           |       |      |
|                          | SORED 26878010   | 2,402,912   | 49240     | 38996     | 10244 |      |
| CHESAPEAKE UTILS COR     | COM 16530310     | 2,400,938   | 104753    | 98253     | 6500  |      |
| 1 800 FLOWERS COM        | CL A 68243Q10    | 2,397,240   | 318782    | 318782    |       |      |
| METROLOGIC INSTRS IN     | COM 59167610     | 2,397,132   | 66587     | 66587     |       |      |
| APEX MORTGAGE CAPITA     | COM 03756410     | 2,387,692   | 443809    | 443809    |       |      |
| PROVIDENT BANCORP IN     | COM 74383510     | 2,385,727   | 56776     | 56776     |       |      |
| REED ELSEVIER N V        | SPON-            |             |           |           |       |      |
|                          | SORED 75820410   | 2,382,036   | 104567    | 104567    |       |      |
| FLORIDAFIRST BANCORP     | COM 34325810     | 2,378,871   | 90417     | 90417     |       |      |
| AVANT IMMUNOTHERAPEU     | COM 05349110     | 2,376,057   | 985916    | 985916    |       |      |
| DARLING INTL INC         | COM 23726610     | 2,372,595   | 895319    | 895319    |       |      |
| RYANAIR HLDGS PLC        | SPON-            |             |           |           |       |      |
|                          | SORED 78351310   | 2,370,046   | 58592     | 56318     | 2274  |      |
| REPLIGEN CORP            | COM 75991610     | 2,369,918   | 439688    | 439688    |       |      |
| MCMORAN EXPLORATION      | COM 58241110     | 2,368,626   | 226014    | 225440    |       | 574  |
| QUALITY SYS INC          | COM 74758210     | 2,367,659   | 58897     | 58897     |       |      |
| MATRIX SVC CO            | COM 57685310     | 2,359,550   | 132336    | 131936    | 400   |      |
| CHARTER FINL CORP WE     | COM 16122M10     | 2,350,739   | 76199     | 76199     |       |      |
| OVERLAND STORAGE INC     | COM 69031010     | 2,350,332   | 158485    | 158485    |       |      |
| FARGO ELECTRONICS IN     | COM 30744P10     | 2,350,216   | 187867    | 187867    |       |      |
| TEEKAY SHIPPING MARS     | COM Y8564W10     | 2,348,073   | 55510     | 34000     | 18760 | 2750 |
| C & F FINL CORP          | COM 12466Q10     | 2,344,838   | 52693     | 52693     |       |      |
| ULTICOM INC              | COM 90384410     | 2,343,696   | 223018    | 223018    |       |      |
| F N B CORP VA            | COM 30293010     | 2,338,163   | 85647     | 85647     |       |      |
| Page Total               |                  | 125,875,802 |           |           |       |      |

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

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|                      |        |          |             |        |        |      |       |
|----------------------|--------|----------|-------------|--------|--------|------|-------|
| EXCHANGE NATL BANCSH | COM    | 30130910 | 2,336,761   | 67439  | 67439  |      |       |
| STEIN MART INC       | COM    | 85837510 | 2,335,348   | 432472 | 432472 |      |       |
| DIGIMARC CORP        | COM    | 25380710 | 2,328,064   | 157408 | 157408 |      |       |
| ASSOCIATED ESTATES R | COM    | 04560410 | 2,324,836   | 356570 | 356070 | 500  |       |
| SBA COMMUNICATIONS C | COM    | 78388J10 | 2,320,960   | 736813 | 736713 |      | 100   |
| PLUG POWER INC       | COM    | 72919P10 | 2,310,423   | 450375 | 450175 | 200  |       |
| ARENA PHARMACEUTICAL | COM    | 04004710 | 2,309,731   | 320796 | 320796 |      |       |
| COMPANHIA SIDERURGIC | SPON-  |          |             |        |        |      |       |
|                      | SORED  | 20440W10 | 2,304,573   | 64881  | 64881  |      |       |
| TRADESTATION GROUP I | COM    | 89267P10 | 2,302,182   | 308108 | 308108 |      |       |
| SUMMIT BANCSHARES IN | COM    | 86601110 | 2,296,188   | 85044  | 85044  |      |       |
| STATE BANCORP INC N. | COM    | 85571610 | 2,293,788   | 115150 | 115150 |      |       |
| DRIL-QUIP INC        | COM    | 26203710 | 2,290,254   | 135518 | 135418 | 100  |       |
| GENE LOGIC INC       | COM    | 36868910 | 2,289,097   | 493340 | 493240 | 100  |       |
| KLAMATH FIRST BANCOR | COM    | 49842P10 | 2,284,129   | 106288 | 106288 |      |       |
| GULF ISLAND FABRICAT | COM    | 40230710 | 2,281,128   | 151570 | 151220 | 350  |       |
| HEALTHEXTRAS INC     | COM    | 42221110 | 2,277,982   | 264574 | 264574 |      |       |
| OPNET TECHNOLOGIES I | COM    | 68375710 | 2,275,028   | 182148 | 182148 |      |       |
| GLOBAL POWER EQUIPME | COM    | 37941P10 | 2,272,302   | 431177 | 425477 | 5700 |       |
| SHENANDOAH TELECOMMU | COM    | 82312B10 | 2,265,120   | 58758  | 58758  |      |       |
| NATIONAL BANKSHARES  | COM    | 63486510 | 2,260,709   | 52845  | 52845  |      |       |
| MASSBANK CORP READ M | COM    | 57615210 | 2,260,215   | 61469  | 61369  | 100  |       |
| PENN-AMER GROUP INC  | COM    | 70724710 | 2,257,006   | 150668 | 150668 |      |       |
| CHEROKEE INC DEL NEW | COM    | 16444H10 | 2,255,934   | 106412 | 94612  |      | 11800 |
| CAMCO FINL CORP      | COM    | 13261810 | 2,240,226   | 131778 | 131778 |      |       |
| MERCHANTS BANCSHARES | COM    | 58844810 | 2,239,634   | 79195  | 60865  |      | 18330 |
| SOUTHSIDE BANCSHARES | COM    | 84470P10 | 2,236,958   | 133311 | 133311 |      |       |
| CNB FINL CORP PA     | COM    | 12612810 | 2,222,561   | 52605  | 52605  |      |       |
| STELLENT INC         | COM    | 85856W10 | 2,220,785   | 286553 | 286453 |      | 100   |
| FIRST LONG IS CORP   | COM    | 32073410 | 2,218,537   | 58707  | 58707  |      |       |
| SOUTHWEST WTR CO     | COM    | 84533110 | 2,217,643   | 157615 | 157305 | 310  |       |
| PENNFED FINL SVCS IN | COM    | 70816710 | 2,214,451   | 76098  | 76098  |      |       |
| CRIIMI MAE INC       | COM    |          |             |        |        |      |       |
|                      | NEW    | 22660350 | 2,212,330   | 213134 | 213134 |      |       |
| COASTAL FINL CORP DE | COM    | 19046E10 | 2,212,084   | 158119 | 158119 |      |       |
| OMNOVA SOLUTIONS INC | COM    | 68212910 | 2,208,141   | 629100 | 629100 |      |       |
| CEPHEID              | COM    | 15670R10 | 2,207,110   | 469598 | 469598 |      |       |
| NEOSE TECHNOLOGIES I | COM    | 64052210 | 2,205,029   | 235832 | 235732 |      | 100   |
| RESOURCES BANKSHARES | COM    | 76121R10 | 2,199,454   | 75453  | 75453  |      |       |
| APPLICA INC          | COM    | 03815A10 | 2,195,853   | 362951 | 362951 |      |       |
| OSTEOTECH INC        | COM    | 68858210 | 2,193,774   | 265912 | 265912 |      |       |
| TEPPCO PARTNERS L P  | UT LTD |          |             |        |        |      |       |
|                      | PAR    | 87238410 | 2,188,606   | 61860  | 58660  | 800  | 2400  |
| LLOYDS TSB GROUP PLC | SPON-  |          |             |        |        |      |       |
|                      | SORED  | 53943910 | 2,186,396   | 79074  | 78754  | 320  |       |
| BONE CARE INTL INC   | COM    | 09807210 | 2,182,802   | 171604 | 171604 |      |       |
| BRUSH ENGINEERED MAT | COM    | 11742110 | 2,179,119   | 212597 | 212597 |      |       |
| KMART HLDG CORPORATI | COM    | 49878010 | 2,168,386   | 86979  | 86979  |      |       |
| COLE NATIONAL CORP N | CL A   | 19329010 | 2,163,330   | 173622 | 173622 |      |       |
| PENNS WOODS BANCORP  | COM    | 70843010 | 2,162,837   | 49595  | 49595  |      |       |
| REGISTER COM INC     | COM    | 75914G10 | 2,160,145   | 478968 | 478968 |      |       |
| SKECHERS U S A INC   | CL A   | 83056610 | 2,160,051   | 291112 | 291112 |      |       |
| FIRST UTD CORP       | COM    | 33741H10 | 2,157,584   | 95680  | 95680  |      |       |
| GLAMIS GOLD LTD      | COM    | 37677510 | 2,155,652   | 163307 | 163307 |      |       |
| MTC TECHNOLOGIES INC | COM    | 55377A10 | 2,154,654   | 93803  | 93803  |      |       |
| ON SEMICONDUCTOR COR | COM    | 68218910 | 2,153,796   | 538449 | 538449 |      |       |
| Page Total           |        |          | 116,349,686 |        |        |      |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SEMITOOL INC         | COM            | 81690910     | 2,146,886         | 269371          | 269371                |                   |              |
| WARWICK VALLEY TEL C | COM            | 93675010     | 2,140,045         | 27440           | 27440                 |                   |              |
| FIRST DEFIANCE FINL  | COM            | 32006W10     | 2,137,099         | 91721           | 91721                 |                   |              |
| NET2PHONE            | COM            | 64108N10     | 2,135,840         | 338485          | 338485                |                   |              |
| BEBE STORES INC      | COM            | 07557110     | 2,135,317         | 78794           | 78794                 |                   |              |
| LUFKIN INDS INC      | COM            | 54976410     | 2,130,432         | 88768           | 88768                 |                   |              |
| SANFILIPPO JOHN B &  | COM            | 80042210     | 2,126,042         | 99955           | 99955                 |                   |              |
| KINDER MORGAN MANAGE | SHS            | 49455U10     | 2,123,282         | 55627           | 55627                 |                   |              |
| ICT GROUP INC        | COM            | 44929Y10     | 2,122,143         | 198146          | 198146                |                   |              |
| DAVE & BUSTERS INC   | COM            | 23833N10     | 2,117,710         | 205603          | 205603                |                   |              |
| OMEGA HEALTHCARE INV | COM            | 68193610     | 2,116,792         | 275624          | 275624                |                   |              |
| NN INC               | COM            | 62933710     | 2,116,138         | 164552          | 164552                |                   |              |
| AMDOCS LTD           | ORD            | G0260210     | 2,115,000         | 112500          | 110300                |                   | 2200         |
| STATE FINL SVCS CORP | CL A           | 85685510     | 2,114,427         | 85328           | 85328                 |                   |              |
| THREE FIVE SYS INC   | COM            | 88554L10     | 2,113,162         | 383514          | 383514                |                   |              |
| CENTRAL COAST BANCOR | COM            | 15314510     | 2,107,584         | 124783          | 124783                |                   |              |
| IPAYMENT INC         | COM            | 46262E10     | 2,105,347         | 93571           | 93571                 |                   |              |
| SIZELER PPTY INVS IN | COM            | 83013710     | 2,105,044         | 200863          | 200863                |                   |              |
| B A S F A G          | SPON-<br>SORED | 05526250     | 2,104,943         | 48102           | 48102                 |                   |              |
| LUMINEX CORP DEL     | COM            | 55027E10     | 2,104,351         | 315495          | 315495                |                   |              |
| GREAT AMERN FINL RES | COM            | 38991510     | 2,099,860         | 145018          | 145018                |                   |              |
| KINDER MORGAN ENERGY | UT LTD<br>PAR  | 49455010     | 2,099,211         | 49047           | 19611                 | 18836             | 10600        |
| NORTEL NETWORKS CORP | COM            | 65656810     | 2,093,111         | 510515          | 510515                |                   |              |
| AO TATNEFT           | SPON<br>ADR R  | 03737P30     | 2,090,799         | 96662           | 96662                 |                   |              |
| UNITED SEC BANCSHARE | SHS            | 91145910     | 2,089,625         | 82366           | 82366                 |                   |              |
| SEEBEYOND TECHNOLOGI | COM            | 81570410     | 2,089,138         | 819270          | 819270                |                   |              |
| IBT BANCORP INC      | COM            | 44923F10     | 2,080,049         | 41676           | 41676                 |                   |              |
| OVERSTOCK COM INC DE | COM            | 69037010     | 2,079,742         | 139655          | 139655                |                   |              |
| INTERPOOL INC        | COM            | 46062R10     | 2,078,227         | 130624          | 124519                | 6105              |              |
| DUCOMMUN INC DEL     | COM            | 26414710     | 2,078,021         | 127486          | 127486                |                   |              |
| TIER TECHNOLOGIES IN | CL B           | 88650Q10     | 2,076,858         | 233093          | 233093                |                   |              |
| MANULIFE FINL CORP   | COM            | 56501R10     | 2,073,806         | 71758           | 71758                 |                   |              |
| CITIZENS SOUTH BKG C | COM            | 17668210     | 2,070,758         | 140581          | 140581                |                   |              |
| WHITEHALL JEWELLERS  | COM            | 96506310     | 2,058,525         | 183633          | 183593                | 40                |              |
| PATRIOT BANK CORP PA | COM            | 70335P10     | 2,058,111         | 109474          | 109474                |                   |              |
| ULTIMATE ELECTRS INC | COM            | 90384910     | 2,052,913         | 218395          | 218395                |                   |              |
| COASTAL BANCORP INC  | COM            | 19041P10     | 2,052,129         | 64634           | 64634                 |                   |              |
| AMERICAN MTG ACCEP C | SH BEN<br>INT  | 02756810     | 2,051,869         | 124055          | 123455                | 600               |              |
| GREENE CNTY BANCSHAR | COM<br>NEW     | 39436120     | 2,044,255         | 85713           | 85713                 |                   |              |
| CHRONIMED INC        | COM            | 17116410     | 2,039,019         | 225306          | 225306                |                   |              |
| QAD INC              | COM            | 74727D10     | 2,028,468         | 187474          | 187474                |                   |              |
| ACETO CORP           | COM            | 00444610     | 2,024,415         | 143984          | 143984                |                   |              |
| PROGENICS PHARMACEUT | COM            | 74318710     | 2,020,671         | 117961          | 117961                |                   |              |

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|                      |      |          |             |        |        |       |     |
|----------------------|------|----------|-------------|--------|--------|-------|-----|
| DREXLER TECHNOLOGY C | COM  | 26187610 | 2,018,809   | 143995 | 143045 | 950   |     |
| TRIARC COS INC       | CL A | 89592710 | 2,014,735   | 200073 | 198773 | 800   | 500 |
| ENERGYSOUTH INC      | COM  | 29297010 | 2,014,629   | 64283  | 64283  |       |     |
| FFLC BANCORP INC     | COM  | 30242W10 | 2,010,124   | 69243  | 69243  |       |     |
| MATSUSHITA ELEC INDL | ADR  | 57687920 | 2,004,328   | 167586 | 155116 | 12470 |     |
| WORLD WRESTLING ENTM | CL A | 98156Q10 | 1,995,723   | 199174 | 196774 | 2400  |     |
| BROADVISION INC      | COM  |          |             |        |        |       |     |
|                      | NEW  | 11141260 | 1,989,956   | 405865 | 405850 |       | 15  |
| A S V INC            | COM  | 00196310 | 1,985,810   | 104242 | 104242 |       |     |
| PARTHUSCEVA INC      | COM  | 70212E10 | 1,985,612   | 231154 | 231088 |       | 66  |
| Page Total           |      |          | 107,966,890 |        |        |       |     |

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|------------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                        |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SAFLINK CORP           | COM            |              |                   |                 |                       |                   |              |
|                        | NEW            | 78657830     | 1,980,838         | 430617          | 430517                | 100               |              |
| INSURANCE AUTO AUCTION | COM            | 45787510     | 1,977,997         | 175822          | 175722                | 100               |              |
| NELSON THOMAS INC      | COM            | 64037610     | 1,976,059         | 143089          | 143049                |                   | 40           |
| AMERICAN NATL BANKSH   | COM            | 02774510     | 1,973,953         | 79053           | 79053                 |                   |              |
| HEXCEL CORP NEW        | COM            | 42829110     | 1,973,874         | 334555          | 334555                |                   |              |
| COMMERCIAL CAP BANCO   | COM            | 20162L10     | 1,966,082         | 125789          | 125789                |                   |              |
| WILSONS THE LEATHER    | COM            | 97246310     | 1,965,084         | 245943          | 245943                |                   |              |
| NS GROUP INC           | COM            | 62891610     | 1,961,650         | 303661          | 303661                |                   |              |
| CAPSTEAD MTG CORP      | COM NO         |              |                   |                 |                       |                   |              |
|                        | PAR            | 14067E50     | 1,956,034         | 157364          | 157314                |                   | 50           |
| BLUE RHINO CORP        | COM            | 09581110     | 1,951,254         | 176106          | 172706                |                   | 3400         |
| RAINDANCE COMM         | COM            | 75086X10     | 1,950,000         | 706522          | 706522                |                   |              |
| CREDIT SUISSE GROUP    | SPON-          |              |                   |                 |                       |                   |              |
|                        | SORED          | 22540110     | 1,938,117         | 60623           | 60623                 |                   |              |
| F N B CORP N C         | COM            | 30251910     | 1,935,047         | 77557           | 77557                 |                   |              |
| CEDAR FAIR L P         | DEPO-          |              |                   |                 |                       |                   |              |
|                        | SITRY          | 15018510     | 1,928,136         | 68862           | 53362                 | 6300              | 9200         |
| CELESTICA INC          | SUB            |              |                   |                 |                       |                   |              |
|                        | VTG SH         | 15101Q10     | 1,927,370         | 121524          | 121524                |                   |              |
| ROYAL BANCSHARES PA    | CL A           | 78008110     | 1,922,540         | 71603           | 71603                 |                   |              |
| VALUE LINE INC         | COM            | 92043710     | 1,919,079         | 39906           | 39906                 |                   |              |
| CHICAGO PIZZA & BREW   | COM            | 16788910     | 1,915,156         | 162992          | 162992                |                   |              |
| PARKVALE FINL CORP     | COM            | 70149210     | 1,912,056         | 75725           | 75225                 | 500               |              |
| YADKIN VY BK&TR CO E   | COM            | 98430810     | 1,907,787         | 108397          | 108397                |                   |              |
| SPECIALTY LABORATORI   | COM            | 84749R10     | 1,907,166         | 146143          | 145748                | 395               |              |
| RPC INC                | COM            | 74966010     | 1,906,390         | 190639          | 190639                |                   |              |
| 1-800 CONTACTS INC     | COM            | 68197710     | 1,900,370         | 94171           | 94171                 |                   |              |
| VIVUS INC              | COM            | 92855110     | 1,894,053         | 541158          | 541158                |                   |              |
| FIRST M & F CORP       | COM            | 32074410     | 1,892,729         | 53092           | 53092                 |                   |              |
| RADIANT SYSTEMS INC    | COM            | 75025N10     | 1,891,597         | 310098          | 310098                |                   |              |
| DIGITAS INC            | COM            | 25388K10     | 1,890,162         | 260353          | 235429                | 23189             | 1735         |
| CRYOLIFE INC           | COM            | 22890310     | 1,883,038         | 305688          | 300088                | 5600              |              |
| CENTER BANCORP INC     | COM            | 15140810     | 1,879,595         | 116963          | 116963                |                   |              |

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|                      |       |          |            |           |           |      |       |
|----------------------|-------|----------|------------|-----------|-----------|------|-------|
| NASB FINL INC        | COM   | 62896810 | 1,873,131  | 56065     | 56065     |      |       |
| SONY CORP            | ADR   |          |            |           |           |      |       |
|                      | NEW   | 83569930 | 1,872,170  | 53798     | 50188     | 3610 |       |
| COMPANHIA BRASILEIRA | SPON  |          |            |           |           |      |       |
|                      | ADR P | 20440T20 | 1,868,893  | 98988     | 98988     |      |       |
| COMPUTER HORIZONS CO | COM   | 20590810 | 1,867,841  | 504822    | 504822    |      |       |
| COLLINS & AIKMAN COR | COM   |          |            |           |           |      |       |
|                      | NEW   | 19483020 | 1,867,777  | 552597    | 552595    |      | 2     |
| AVENTIS              | SPON- |          |            |           |           |      |       |
|                      | SORED | 05356110 | 1,867,266  | 35703     | 33234     | 2469 |       |
| NATIONAL AUSTRALIA B | SPON- |          |            |           |           |      |       |
|                      | SORED | 63252540 | 1,863,438  | 17861     | 17861     |      |       |
| GA FINL INC          | COM   | 36143710 | 1,861,714  | 68622     | 68622     |      |       |
| KFX INC              | COM   | 48245L10 | 1,861,079  | 370733    | 370733    |      |       |
| WESTERN SIERRA BANCO | COM   | 95952210 | 1,860,219  | 52107     | 52107     |      |       |
| AMERICAS CAR MART IN | COM   | 03062T10 | 1,850,676  | 62020     | 62020     |      |       |
| HERITAGE COMMERCE CO | COM   | 42692710 | 1,847,455  | 169336    | 169336    |      |       |
| EVERTRUST FINL GROUP | COM   | 30041210 | 1,846,885  | 65077     | 65077     |      |       |
| TELLIUM INC          | COM   | 87967E10 | 1,846,728  | 1,347,977 | 1,335,977 | 2000 | 10000 |
| NIC INC              | COM   | 62914B10 | 1,831,671  | 388066    | 388066    |      |       |
| POMEROY IT SOLUTIONS | COM   | 73182210 | 1,831,467  | 144210    | 144210    |      |       |
| IGATE CORP           | COM   | 45169U10 | 1,829,507  | 310086    | 309286    | 800  |       |
| PRINCETON REVIEW INC | COM   | 74235210 | 1,827,676  | 282922    | 275307    |      | 7615  |
| INTELIDATA TECHNOLOG | COM   | 45814T10 | 1,827,267  | 774266    | 772578    | 1688 |       |
| FRANKLIN FINL CORP T | COM   |          |            |           |           |      |       |
|                      | NEW   | 35352320 | 1,824,431  | 59024     | 59024     |      |       |
| NEOFORMA COM INC     | COM   |          |            |           |           |      |       |
|                      | NEW   | 64047550 | 1,815,302  | 129203    | 129203    |      |       |
| BANCO SANTANDER CENT | ADR   | 05964H10 | 1,815,055  | 213285    | 210695    | 2590 |       |
| CHARLOTTE RUSSE HLDG | COM   | 16104810 | 1,807,419  | 175819    | 175819    |      |       |
| Page Total           |       |          | 98,448,280 |           |           |      |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| BHA GROUP HLDGS INC  | COM            | 05544610     | 1,806,757         | 76042           | 76042                 |                   |              |
| INFOSYS TECHNOLOGIES | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 45678810     | 1,806,154         | 26533           | 26533                 |                   |              |
| DEL LABS INC         | COM            | 24509110     | 1,804,892         | 63890           | 63890                 |                   |              |
| APHTON CORP          | COM            | 03759P10     | 1,801,079         | 321048          | 321048                |                   |              |
| MOTHERS WK INC       | COM            | 61990310     | 1,794,544         | 58722           | 58722                 |                   |              |
| KONINKLIJKE PHILIPS  | NY REG         |              |                   |                 |                       |                   |              |
|                      | SH             | 50047230     | 1,794,360         | 78288           | 77406                 | 882               |              |
| EASTERN VA BANKSHARE | COM            | 27719610     | 1,793,551         | 64170           | 64170                 |                   |              |
| GRUPO AEROPORTUARIO  | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR S          | 40051E20     | 1,784,697         | 121408          | 121408                |                   |              |
| EMBARCADERO TECHNOLO | COM            | 29078710     | 1,784,417         | 177554          | 177554                |                   |              |
| REX STORES CORP      | COM            | 76162410     | 1,783,543         | 136670          | 136670                |                   |              |
| OAK HILL FINL INC    | COM            | 67133710     | 1,780,797         | 61428           | 61428                 |                   |              |

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|                             |          |            |        |        |       |       |
|-----------------------------|----------|------------|--------|--------|-------|-------|
| MARTHA STEWART LIVIN CL A   | 57308310 | 1,779,126  | 192338 | 191338 | 900   | 100   |
| AMERICAN LD LEASE IN COM    | 02711810 | 1,776,458  | 96285  | 96285  |       |       |
| CHECK POINT SOFTWARE ORD    | M2246510 | 1,773,470  | 105313 | 105313 |       |       |
| PLAINS ALL AMERN PIP UNIT   |          |            |        |        |       |       |
| LTD P                       | 72650310 | 1,772,619  | 58989  | 53989  | 3000  | 2000  |
| CANDELA CORP                | 13690710 | 1,771,376  | 138497 | 138497 |       |       |
| ENSTAR GROUP INC GA COM     | 29358R10 | 1,769,625  | 45086  | 45086  |       |       |
| HERITAGE FINL CORP W COM    | 42722X10 | 1,767,555  | 81155  | 81155  |       |       |
| GROUPE DANONE               | SPON-    |            |        |        |       |       |
| SORED                       | 39944910 | 1,765,520  | 57848  | 57848  |       |       |
| SEATTLE GENETICS INC COM    | 81257810 | 1,764,791  | 290740 | 287885 |       | 2855  |
| IMPAC MED SYS INC COM       | 45255A10 | 1,752,915  | 97983  | 97983  |       |       |
| MITSUBISHI TOKYO FIN SPON-  |          |            |        |        |       |       |
| SORED                       | 60681610 | 1,747,822  | 271401 | 266696 | 4705  |       |
| COBIZ INC                   | 19089710 | 1,747,584  | 109224 | 109224 |       |       |
| MEDIS TECHNOLOGIES L COM    | 58500P10 | 1,745,434  | 168641 | 168641 |       |       |
| CENTER FINL CORP CAL COM    | 15146E10 | 1,745,380  | 85937  | 63937  |       | 22000 |
| NATIONAL HEALTHCARE COM     | 63590610 | 1,742,045  | 121992 | 121992 |       |       |
| MUTUALFIRST FINL INC COM    | 62845B10 | 1,739,865  | 68230  | 68230  |       |       |
| RCN CORP                    | 74936110 | 1,739,670  | 945473 | 945473 |       |       |
| PERINI CORP                 | 71383910 | 1,732,040  | 252484 | 252434 |       | 50    |
| FIRST CTZNS BANC COR COM NO |          |            |        |        |       |       |
| PAR                         | 31945920 | 1,728,197  | 65215  | 65215  |       |       |
| HI-TECH PHARMACAL IN COM    | 42840B10 | 1,715,242  | 72958  | 72858  | 100   |       |
| TURNSTONE SYSTEMS IN COM    | 90042310 | 1,715,040  | 597575 | 597575 |       |       |
| ASML HLDG NV                | N Y      |            |        |        |       |       |
| SHS                         | N0705911 | 1,714,915  | 130710 | 80699  | 50011 |       |
| DYNACQ INTL INC             | COM      |            |        |        |       |       |
| PAR \$.                     | 26791930 | 1,712,489  | 94665  | 94665  |       |       |
| MARINEMAX INC               | 56790810 | 1,701,805  | 117285 | 117285 |       |       |
| WARWICK CMNTY BANCOR COM    | 93655910 | 1,693,552  | 60119  | 58319  | 1800  |       |
| VIRAGE LOGIC CORP           | 92763R10 | 1,692,770  | 222733 | 222733 |       |       |
| MERIDIAN GOLD INC           | 58997510 | 1,691,536  | 144206 | 144206 |       |       |
| CHOLESTECH CORP             | 17039310 | 1,690,162  | 218933 | 218833 | 100   |       |
| BANCO BILBAO VIZCAYA SPON-  |          |            |        |        |       |       |
| SORED                       | 05946K10 | 1,684,354  | 162897 | 162897 |       |       |
| COMMERCIAL BANKSHARE COM    | 20160710 | 1,680,118  | 56060  | 56060  |       |       |
| SUN BANCORP INC             | 86663410 | 1,674,399  | 91899  | 87199  | 4700  |       |
| INTERLAND INC               | COM      |            |        |        |       |       |
| NEW                         | 45872720 | 1,670,875  | 217279 | 217279 |       |       |
| MAIL-WELL INC               | 56032120 | 1,669,381  | 476966 | 476966 |       |       |
| PAIN THERAPEUTICS IN COM    | 69562K10 | 1,668,870  | 271361 | 271361 |       |       |
| SOURCE INTERLINK COS        | COM      |            |        |        |       |       |
| NEW                         | 83615120 | 1,664,758  | 177669 | 177669 |       |       |
| BRIGHTPOINT INC             | COM      |            |        |        |       |       |
| NEW                         | 10947340 | 1,655,914  | 50516  | 50516  |       |       |
| MANUFACTURERS SVCS L COM    | 56500510 | 1,653,060  | 330612 | 328712 | 1900  |       |
| NEWS CORP LTD               | ADR      |            |        |        |       |       |
| NEW                         | 65248770 | 1,650,102  | 50308  | 50308  |       |       |
| COMPUTER PROGRAMS & COM     | 20530610 | 1,648,723  | 91342  | 91342  |       |       |
| WEYCO GROUP INC             | 96214910 | 1,647,769  | 33295  | 33295  |       |       |
| FIRST SOUTH BANCORP COM     | 33646W10 | 1,646,401  | 51210  | 51210  |       |       |
| Page Total                  |          | 90,038,518 |        |        |       |       |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SUMMIT AMER TELEVISI | COM            | 86600T10     | 1,645,561         | 565485          | 565485                |                   |              |
| BRUKER BIOSCIENCES C | COM            | 11679410     | 1,645,432         | 373962          | 368162                | 5800              |              |
| GALYANS TRADING INC  | COM            | 36458R10     | 1,634,193         | 160215          | 160215                |                   |              |
| ESB FINL CORP        | COM            | 26884F10     | 1,630,807         | 112006          | 112006                |                   |              |
| BUCKEYE PARTNERS L P | UNIT           |              |                   |                 |                       |                   |              |
|                      | LTD P          | 11823010     | 1,623,594         | 40600           | 30800                 | 8800              | 1000         |
| MEDICAL ACTION INDS  | COM            | 58449L10     | 1,620,038         | 125390          | 125390                |                   |              |
| VIRGINIA COMM BANCOR | COM            | 92778Q10     | 1,619,938         | 74241           | 74241                 |                   |              |
| NUVELO INC           | COM            | 67072M10     | 1,609,007         | 611790          | 611790                |                   |              |
| P A M TRANSN SVCS IN | COM            | 69314910     | 1,608,111         | 78368           | 78368                 |                   |              |
| DREYERS GRAND ICE CR | COM A          |              |                   |                 |                       |                   |              |
|                      | CALL           | 26187710     | 1,607,921         | 20678           | 20478                 | 100               | 100          |
| SUREBEAM CORP        | CL A           | 86866R10     | 1,597,978         | 1,125,337       | 1,124,268             |                   | 1069         |
| NATIONAL HEALTH REAL | COM            | 63590510     | 1,597,503         | 105655          | 105655                |                   |              |
| WESCO INTL INC       | COM            | 95082P10     | 1,592,325         | 304460          | 304460                |                   |              |
| TRITON PCS HLDGS INC | CL A           | 89677M10     | 1,591,881         | 356924          | 356724                | 100               | 100          |
| DREW INDS INC        | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 26168L20     | 1,580,550         | 85389           | 85389                 |                   |              |
| NASSDA CORP          | COM            | 63172M10     | 1,575,495         | 200190          | 200190                |                   |              |
| HORIZON OFFSHORE INC | COM            | 44043J10     | 1,573,517         | 382851          | 382851                |                   |              |
| FINANCIAL INDS CORP  | COM            | 31757410     | 1,572,621         | 110748          | 110748                |                   |              |
| PAB BANKSHARES INC   | COM            | 69313P10     | 1,570,048         | 116042          | 116042                |                   |              |
| KOREA ELECTRIC PWR   | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 50063110     | 1,561,862         | 148466          | 148466                |                   |              |
| AVI BIOPHARMA INC    | COM            | 00234610     | 1,561,071         | 301948          | 301948                |                   |              |
| COLUMBIA BANCORP ORE | COM            | 19723110     | 1,560,330         | 108507          | 108507                |                   |              |
| DAIMLERCHRYSLER AG   | ORD            | D1668R12     | 1,557,435         | 44422           | 44422                 |                   |              |
| COCA-COLA FEMSA S A  | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR R          | 19124110     | 1,554,638         | 73332           | 73332                 |                   |              |
| TAYLOR CAP GROUP INC | COM            | 87685110     | 1,551,299         | 67214           | 67214                 |                   |              |
| DEUTSCHE BANK AG NAM | ORD            | D1819089     | 1,548,262         | 25511           | 25511                 |                   |              |
| NETRATINGS INC       | COM            | 64116M10     | 1,544,574         | 165496          | 161296                |                   | 4200         |
| G B & T BANCSHARES I | COM            | 36146210     | 1,544,220         | 69372           | 69372                 |                   |              |
| RESEARCH FRONTIERS I | COM            | 76091110     | 1,529,976         | 133401          | 132901                | 500               |              |
| ARDEN GROUP INC      | CL A           | 03976210     | 1,525,492         | 24906           | 24906                 |                   |              |
| FIRST CONSULTING GRO | COM            | 31986R10     | 1,517,485         | 304716          | 304716                |                   |              |
| MIDWAY GAMES INC     | COM            | 59814810     | 1,516,872         | 512457          | 512457                |                   |              |
| MARITRANS INC        | COM            | 57036310     | 1,512,870         | 100858          | 100858                |                   |              |
| UNITED MOBILE HOMES  | COM            | 91102410     | 1,509,004         | 100133          | 100133                |                   |              |
| CAVALRY BANCORP INC  | COM            | 14954710     | 1,498,689         | 89474           | 89474                 |                   |              |
| WESTFIELD FINANCIAL  | COM            | 96008D10     | 1,498,475         | 67136           | 67136                 |                   |              |
| RAYTECH CORP DEL     | COM            | 75510310     | 1,491,865         | 425033          | 425033                |                   |              |
| SEABULK INTL INC     | COM            | 81169P10     | 1,487,816         | 204090          | 204090                |                   |              |
| KANA SOFTWARE INC    | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 48360030     | 1,486,358         | 379173          | 379173                |                   |              |
| FINLAY ENTERPRISES I | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 31788420     | 1,471,819         | 101365          | 101365                |                   |              |
| FIRST ALBANY COS INC | COM            | 31846510     | 1,464,043         | 115279          | 115279                |                   |              |
| CYBERGUARD CORP      | COM            | 23191010     | 1,463,541         | 153895          | 153695                | 200               |              |
| BANCTRUST FINANCIAL  | COM            | 05978R10     | 1,460,894         | 96748           | 96748                 |                   |              |
| ASPECT MED SYS INC   | COM            | 04523510     | 1,458,974         | 140421          | 140221                |                   | 200          |
| GUNDLE/SLT ENVIRONME | COM            | 40280910     | 1,457,144         | 94928           | 94928                 |                   |              |
| DIODES INC           | COM            | 25454310     | 1,456,927         | 70759           | 70759                 |                   |              |
| M & F WORLDWIDE CORP | COM            | 55254110     | 1,456,287         | 151224          | 151183                |                   | 41           |

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|                      |            |          |            |        |        |   |
|----------------------|------------|----------|------------|--------|--------|---|
| DEUTSCHE TELEKOM AG  | SPON-SORED | 25156610 | 1,450,642  | 100460 | 100460 |   |
| TV AZTECA S A DE C V | SPON-SORED | 90114510 | 1,450,087  | 193345 | 193345 |   |
| PARTY CITY CORP      | COM        | 70214510 | 1,448,398  | 116995 | 116994 | 1 |
| LNB BANCORP INC      | COM        | 50210010 | 1,446,583  | 71684  | 71684  |   |
| MOLDFLOW CORP        | COM        | 60850710 | 1,445,213  | 150700 | 150700 |   |
| Page Total           |            |          | 79,985,665 |        |        |   |

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| Name of Issuer        | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                       |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| FIRST HORIZON PHARMA  | COM            | 32051K10     | 1,443,923         | 225613          | 225613                |                   |              |
| CERUS CORP            | COM            | 15708510     | 1,442,715         | 310930          | 310930                |                   |              |
| PROVIDENT FINL HLDGS  | COM            | 74386810     | 1,440,179         | 47974           | 47974                 |                   |              |
| DELTA FINANCIAL CORP  | COM            | 24791810     | 1,435,833         | 223650          | 25700                 | 197950            |              |
| EMBEX INC             | COM            | 29081710     | 1,435,473         | 144705          | 143205                | 1500              |              |
| STANDARD MTR PRODS I  | COM            | 85366610     | 1,430,715         | 141655          | 141655                |                   |              |
| ACME COMMUNICATION I  | COM            | 00463110     | 1,419,802         | 189307          | 186907                | 2400              |              |
| WESTMORELAND COAL CO  | COM            | 96087810     | 1,412,498         | 100677          | 100377                | 300               |              |
| DOMINION HOMES INC    | COM            | 25738610     | 1,409,599         | 54278           | 54278                 |                   |              |
| VITRIA TECHNOLOGY     | NEW            | 92849Q40     | 1,409,470         | 279103          | 279103                |                   |              |
| FRESH DEL MONTE PROD  | ORD            | G3673810     | 1,406,701         | 57183           | 56533                 | 650               |              |
| COMPANHIA ENERGETICA  | SP ADR         |              |                   |                 |                       |                   |              |
|                       | N-V            | 20440960     | 1,405,705         | 118926          | 118926                |                   |              |
| RESTORATION HARDWARE  | COM            | 76098110     | 1,405,343         | 240641          | 240641                |                   |              |
| MARINE PRODS CORP     | COM            | 56842710     | 1,403,080         | 95318           | 95318                 |                   |              |
| PEGASUS COMMUNICATIO  | CL A           |              |                   |                 |                       |                   |              |
|                       | NEW            | 70590460     | 1,401,449         | 94057           | 94047                 |                   | 10           |
| MEDALLION FINL CORP   | COM            | 58392810     | 1,400,660         | 222327          | 222327                |                   |              |
| SEMCO ENERGY INC      | COM            | 78412D10     | 1,399,798         | 304304          | 304304                |                   |              |
| CANTEL MEDICAL CORP   | COM            | 13809810     | 1,398,325         | 104822          | 104822                |                   |              |
| ANSOFT CORP           | COM            | 03638410     | 1,398,264         | 136416          | 99977                 | 2541              | 33898        |
| COMPUCOM SYS INC      | COM            | 20478010     | 1,397,198         | 329528          | 329528                |                   |              |
| TECHNICAL OLYMPIC US  | COM            | 87848310     | 1,394,030         | 50692           | 50692                 |                   |              |
| INGLES MKTS INC       | CL A           | 45703010     | 1,388,317         | 141665          | 141165                |                   | 500          |
| ALLSCRIPTS HEALTHCAR  | COM            | 01988P10     | 1,388,179         | 340240          | 340240                |                   |              |
| GREENBRIER COS INC    | COM            | 39365710     | 1,387,801         | 102724          | 102724                |                   |              |
| BRITISH SKY BROADCAST | SPON-SORED     | 11101310     | 1,385,514         | 33629           | 19709                 | 13920             |              |
| ACLARA BIOSCIENCES I  | COM            | 00461P10     | 1,380,442         | 349479          | 349479                |                   |              |
| VOTORANTIM CELULOSE   | SPON-SORED     | 92906P10     | 1,378,311         | 52288           | 52288                 |                   |              |
| STEINWAY MUSICAL INS  | COM            |              |                   |                 |                       |                   |              |
|                       | ORD            | 85849510     | 1,372,323         | 77314           | 77114                 | 200               |              |
| REDBACK NETWORKS INC  | COM            | 75720910     | 1,362,968         | 2,198,336       | 2,198,236             |                   | 100          |
| DJ ORTHOPEDICS INC    | COM            | 23325G10     | 1,359,371         | 97446           | 97446                 |                   |              |
| MEDICAL STAFFING NET  | COM            | 58463F10     | 1,355,470         | 179295          | 179295                |                   |              |

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|                      |      |          |            |        |        |     |     |
|----------------------|------|----------|------------|--------|--------|-----|-----|
| SANDERS MORRIS HARRI | COM  | 80000Q10 | 1,350,759  | 152284 | 152284 |     |     |
| ALICO INC            | COM  | 01623010 | 1,343,580  | 47985  | 47985  |     |     |
| BOYDS COLLECTION LTD | COM  | 10335410 | 1,343,132  | 297812 | 297812 |     |     |
| HOOKE FURNITURE COR  | COM  | 43903810 | 1,339,527  | 39340  | 39340  |     |     |
| FLAG FINL CORP       | COM  | 33832H10 | 1,337,334  | 100025 | 100025 |     |     |
| WILLIAMS CLAYTON ENE | COM  | 96949010 | 1,329,586  | 70423  | 70423  |     |     |
| MILLEA HOLDINGS INC  | ADR  | 60032R10 | 1,328,040  | 23800  | 23800  |     |     |
| SPORTS RESORTS INTL  | COM  | 84918U10 | 1,316,014  | 259058 | 259058 |     |     |
| FOOTHILL INDPT BANCO | COM  | 34490510 | 1,315,672  | 61914  | 61914  |     |     |
| MCLEODUSA INC        | CL A | 58226670 | 1,312,278  | 944085 | 943658 | 409 | 18  |
| GUESS INC            | COM  | 40161710 | 1,310,240  | 147218 | 147218 |     |     |
| FIRST FED FINL CORP  | COM  | 31996110 | 1,304,099  | 42562  | 42562  |     |     |
| PETROLEUM HELICOPTER | COM  |          |            |        |        |     |     |
|                      | VTG  | 71660410 | 1,299,592  | 44812  | 44812  |     |     |
| PICO HLDGS INC       | COM  |          |            |        |        |     |     |
|                      | NEW  | 69336620 | 1,298,932  | 98404  | 98364  | 40  |     |
| ELLIS PERRY INTL INC | COM  | 28885310 | 1,297,797  | 45457  | 45457  |     |     |
| MONARCH CASINO & RES | COM  | 60902710 | 1,297,257  | 114700 | 114700 |     |     |
| DIGITALTHINK INC     | COM  | 25388M10 | 1,295,567  | 504112 | 504112 |     |     |
| CARMIKE CINEMAS INC  | COM  | 14343640 | 1,294,899  | 49217  | 49217  |     |     |
| CAPITAL SOUTHWEST CO | COM  | 14050110 | 1,291,620  | 22660  | 22660  |     |     |
| VIACOM INC           | CL A | 92552410 | 1,289,856  | 33590  | 32790  | 800 |     |
| AMBASSADORS GROUP IN | COM  | 02317710 | 1,287,657  | 75700  | 75600  |     | 100 |
| Page Total           |      |          | 71,032,894 |        |        |     |     |

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| Name of Issuer        | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                       |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SECURITY BANK CORP    | COM            | 81404710     | 1,273,928         | 43184           | 43184                 |                   |              |
| DURECT CORP           | COM            | 26660510     | 1,260,079         | 392548          | 392548                |                   |              |
| ULTRA PETROLEUM CORP  | COM            | 90391410     | 1,258,150         | 90190           | 90190                 |                   |              |
| SCHAWK INC            | CL A           | 80637310     | 1,255,879         | 105359          | 105359                |                   |              |
| MILACRON INC          | COM            | 59870910     | 1,255,616         | 545920          | 545908                |                   | 12           |
| DENDREON CORP         | COM            | 24823Q10     | 1,253,080         | 141591          | 141491                |                   | 100          |
| PEMSTAR INC           | COM            | 70655210     | 1,239,841         | 351230          | 351230                |                   |              |
| ALAMO GROUP INC       | COM            | 01131110     | 1,232,563         | 86435           | 86435                 |                   |              |
| GERDAU S A            | SPON-SORED     | 37373710     | 1,223,091         | 84878           | 84878                 |                   |              |
| BRT RLTY TR           | SH BEN INT     | 05564530     | 1,218,162         | 63845           | 63845                 |                   |              |
| GREAT NORTHN IRON OR  | CTFS BEN I     | 39106410     | 1,218,000         | 14000           | 14000                 |                   |              |
| METRO ONE TELECOMMUN  | COM            | 59163F10     | 1,217,790         | 348937          | 348337                |                   | 600          |
| BHP BILLITON LTD      | SPON-SORED     | 08860610     | 1,216,176         | 85767           | 85767                 |                   |              |
| UNILEVER PLC          | SPON ADR N     | 90476770     | 1,207,688         | 34864           | 34114                 | 750               |              |
| NORTHERN STS FINL CO  | COM            | 66575110     | 1,204,258         | 41800           | 41800                 |                   |              |
| READING INTERNATIONAL | CL A           | 75540810     | 1,198,529         | 209900          | 209900                |                   |              |

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|                      |        |          |            |        |        |       |        |
|----------------------|--------|----------|------------|--------|--------|-------|--------|
| DHB INDS INC         | COM    | 23321E10 | 1,191,604  | 273932 | 273932 |       |        |
| SMART & FINAL INC    | COM    | 83168310 | 1,191,006  | 190561 | 190351 | 210   |        |
| MODTECH HLDGS INC    | COM    | 60783C10 | 1,189,603  | 150013 | 150013 |       |        |
| PETROCORP INC        | COM    | 71645N10 | 1,189,312  | 88359  | 88359  |       |        |
| W P CAREY & CO LLC   | COM    | 92930Y10 | 1,186,402  | 37367  | 35218  |       | 2149   |
| FTD INC              | CL A   | 30265Q10 | 1,170,994  | 51998  | 51998  |       |        |
| WESTPAC BKG CORP     | SPON-  |          |            |        |        |       |        |
|                      | SORED  | 96121430 | 1,163,653  | 20997  | 20997  |       |        |
| MOLEX INC            | CL A   | 60855420 | 1,152,292  | 47090  | 42271  | 4569  | 250    |
| U S XPRESS ENTERPRIS | CL A   | 90338N10 | 1,147,031  | 94019  | 94019  |       |        |
| NORTHWEST PIPE CO    | COM    | 66774610 | 1,146,432  | 85300  | 85300  |       |        |
| BT GROUP PLC         | ADR    | 05577E10 | 1,144,824  | 37783  | 37688  | 95    |        |
| COMMUNITY BK NORTHN  | COM    | 20356610 | 1,142,512  | 69034  | 69034  |       |        |
| K V PHARMACEUTICAL C | CL B   |          |            |        |        |       |        |
|                      | CONV   | 48274010 | 1,125,476  | 49255  | 49255  |       |        |
| NOVOSTE CORP         | COM    | 67010C10 | 1,124,961  | 255673 | 255673 |       |        |
| MAIR HOLDINGS INC    | COM    | 56063510 | 1,111,916  | 163277 | 163277 |       |        |
| TARAGON RLTY INVS IN | COM    | 87628710 | 1,109,513  | 72755  | 72755  |       |        |
| CENTENNIAL COMMUNCTN | CL A   |          |            |        |        |       |        |
|                      | NEW    | 15133V20 | 1,102,147  | 217386 | 217386 |       |        |
| NETSCOUT SYS INC     | COM    | 64115T10 | 1,101,107  | 231325 | 231325 |       |        |
| UNITED SECURITY BANC | COM    | 91146010 | 1,100,769  | 45713  | 45713  |       |        |
| NEWHALL LAND & FARMI | DEPO-  |          |            |        |        |       |        |
|                      | SITARY | 65142610 | 1,090,476  | 27600  | 27600  |       |        |
| MOORE WALLACE INC    | COM    | 61585710 | 1,084,823  | 76396  | 76324  | 72    |        |
| SYPRIS SOLUTIONS INC | COM    | 87165510 | 1,080,509  | 78697  | 78697  |       |        |
| BAYER A G            | SPON-  |          |            |        |        |       |        |
|                      | SORED  | 07273030 | 1,068,383  | 49531  | 49311  | 220   |        |
| MAUI LD & PINEAPPLE  | COM    | 57734510 | 1,066,776  | 41252  | 39252  |       | 2000   |
| EMC INS GROUP INC    | COM    | 26866410 | 1,056,915  | 59848  | 59848  |       |        |
| AEGON N V            | ORD    |          |            |        |        |       |        |
|                      | AMER R | 00792410 | 1,056,463  | 90296  | 90296  |       |        |
| TRANS WORLD ENTMT CO | COM    | 89336Q10 | 1,050,521  | 185933 | 167366 | 18567 |        |
| BRASIL TELECOM PARTI | SPON   |          |            |        |        |       |        |
|                      | ADR P  | 10553010 | 1,048,692  | 27381  | 27381  |       |        |
| P C CONNECTION       | COM    | 69318J10 | 1,042,344  | 111136 | 111136 |       |        |
| ARCH CAP GROUP LTD   | ORD    | G0450A10 | 1,041,539  | 31495  | 31495  |       |        |
| CATAPULT COMMUNICATI | COM    | 14901610 | 1,040,999  | 84841  | 84841  |       |        |
| GREATER COMMUNITY BA | COM    | 39167M10 | 1,039,608  | 65798  | 65798  |       |        |
| HITACHI LIMITED      | ADR 10 |          |            |        |        |       |        |
|                      | COM    | 43357850 | 1,038,463  | 18919  | 18919  |       |        |
| BANKRATE INC         | COM    | 06646V10 | 1,029,769  | 73450  | 73450  |       |        |
| EDGAR ONLINE INC     | COM    | 27976510 | 1,024,815  | 621100 |        |       | 621100 |
| BKF CAP GROUP INC    | COM    | 05548G10 | 1,022,414  | 42336  | 42336  |       |        |
| Page Total           |        |          | 59,407,893 |        |        |       |        |

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

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|                      |        |          |           |        |        |       |
|----------------------|--------|----------|-----------|--------|--------|-------|
| SIERRA BANCORP       | COM    | 82620P10 | 1,016,819 | 66633  | 66633  |       |
| UNITED PANAM FINANCI | COM    | 91130110 | 1,016,622 | 58393  | 58393  |       |
| HAMPSHIRE GROUP LTD  | COM    | 40885910 | 1,010,349 | 31782  | 31782  |       |
| THIRD WAVE TECHNOLOG | COM    | 88428W10 | 1,008,851 | 312338 | 312338 |       |
| NOMURA HLDGS INC     | SPON-  |          |           |        |        |       |
|                      | SORED  | 65535H20 | 1,004,825 | 62645  | 15500  | 47145 |
| ALTEON INC           | COM    | 02144G10 | 999,852   | 526238 | 526238 |       |
| HELEN OF TROY CORP L | COM    | G4388N10 | 994,634   | 40881  | 40681  | 200   |
| GTC BIOTHERAPEUTICS  | COM    | 36238T10 | 990,068   | 319377 | 319377 |       |
| EMERSON RADIO CORP   | COM    |          |           |        |        |       |
|                      | NEW    | 29108720 | 975,731   | 260195 | 259395 | 800   |
| GENERAL BINDING CORP | COM    | 36915410 | 951,776   | 91517  | 91517  |       |
| INDEPENDENCE HLDG CO | COM    |          |           |        |        |       |
|                      | NEW    | 45344030 | 949,844   | 43671  | 43671  |       |
| FUJI PHOTO FILM LTD  | ADR    | 35958630 | 944,386   | 32342  | 32342  |       |
| TELECOM ITALIA S P A | SPON   |          |           |        |        |       |
|                      | ADR O  | 87927Y10 | 943,306   | 37960  | 37960  |       |
| AMBASSADORS INTL INC | COM    | 02317810 | 921,954   | 75632  | 75532  | 100   |
| APAC CUSTOMER SERVIC | COM    | 00185E10 | 921,940   | 368776 | 368776 |       |
| NEC CORP             | ADR    | 62905020 | 912,239   | 121470 | 121470 |       |
| SUNCOR ENERGY INC    | COM    | 86722910 | 909,951   | 49054  | 49054  |       |
| NATIONAL BEVERAGE CO | COM    | 63501710 | 904,912   | 59928  | 59928  |       |
| AMPCO-PITTSBURGH COR | COM    | 03203710 | 902,835   | 75299  | 75299  |       |
| PRICE LEGACY CORP    | COM    | 74144P10 | 895,793   | 255941 | 255941 |       |
| GREEN MOUNTAIN PWR C | COM    | 39315410 | 894,896   | 39685  | 39405  | 280   |
| NUANCE COMMUNICATION | COM    | 66996710 | 889,393   | 154141 | 149566 | 4475  |
| FMS FINL CORP        | COM    | 30250910 | 888,182   | 52154  | 52154  | 100   |
| MAGELLAN MIDSTREAM P | COM    |          |           |        |        |       |
|                      | UNIT R | 55908010 | 887,751   | 19379  | 19379  |       |
| MAGNA INTL INC       | CL A   | 55922240 | 885,713   | 12276  | 12276  |       |
| VIRBAC CORP          | COM    | 92764910 | 883,738   | 121895 | 121895 |       |
| MESTEK INC           | COM    | 59082910 | 878,120   | 52238  | 43238  | 9000  |
| PEGASYSTEMS INC      | COM    | 70557310 | 877,341   | 118881 | 113881 | 5000  |
| SANOFI-SYNTHELABO    | SPON-  |          |           |        |        |       |
|                      | SORED  | 80105N10 | 874,869   | 28950  | 8300   | 20650 |
| ICICI BK LTD         | ADR    | 45104G10 | 865,043   | 81917  | 81917  |       |
| UNITED CAPITAL CORP  | COM    | 90991210 | 861,516   | 47862  | 47862  |       |
| PANTRY INC           | COM    | 69865710 | 861,124   | 71516  | 71516  |       |
| PRUDENTIAL PLC       | ADR    | 74435K20 | 855,514   | 61770  | 61770  |       |
| DURATEK INC          | COM    | 26658Q10 | 853,973   | 98954  | 98954  |       |
| BG PLC               | ADR    |          |           |        |        |       |
|                      | FIN IN | 05543420 | 851,283   | 39613  | 39613  |       |
| XOMA LTD             | ORD    | G9825R10 | 844,245   | 112867 | 112867 |       |
| THESTREET COM        | COM    | 88368Q10 | 833,293   | 192003 | 192003 |       |
| BEASLEY BROADCAST GR | CL A   | 07401410 | 833,111   | 60283  | 60283  |       |
| NYMAGIC INC          | COM    | 62948410 | 829,730   | 36992  | 36992  |       |
| HUGOTON RTY TR TEX   | UNIT   |          |           |        |        |       |
|                      | BEN I  | 44471710 | 828,682   | 44220  | 44220  |       |
| SYSTEMAX INC         | COM    | 87185110 | 824,568   | 124182 | 124182 |       |
| DIGITAL GENERATION S | COM    | 25392110 | 823,984   | 378148 | 378148 |       |
| ONEIDA LTD           | COM    | 68250510 | 821,211   | 266627 | 266627 |       |
| SIRNA THERAPEUTICS I | COM    | 82966910 | 817,771   | 142967 | 142967 |       |
| CDN IMPERIAL BK OF C | COM    | 13606910 | 805,569   | 19605  | 19605  |       |
| ENI S P A            | SPON-  |          |           |        |        |       |
|                      | SORED  | 26874R10 | 800,427   | 10459  | 10459  |       |
| PETRO-CDA            | COM    | 71644E10 | 799,306   | 20553  | 20553  |       |
| AUSTRALIA&NEW ZEALAN | SPON-  |          |           |        |        |       |
|                      | SORED  | 05252830 | 794,640   | 13059  | 13059  |       |
| OLD POINT FINL CORP  | COM    | 68019410 | 794,055   | 25353  | 25353  |       |
| PACIFIC ENERGY PARTN | COM    |          |           |        |        |       |
|                      | UNIT   | 69422R10 | 793,455   | 31300  | 31300  |       |
| TRI CONTL CORP       | COM    | 89543610 | 792,969   | 53006  | 53006  |       |

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SANCHEZ COMPUTER ASS COM 79970210 791,391 202921 202801 120  
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|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| NORSK HYDRO A S      | SPON-SORED     | 65653160     | 790,944           | 15400           | 15400                 |                   |              |
| TALISMAN ENERGY INC  | COM            | 87425E10     | 787,456           | 16599           | 16599                 |                   |              |
| REPSOL YPF S A       | SPON-SORED     | 76026T20     | 786,327           | 47743           | 47743                 |                   |              |
| SYNGENTA AG          | SPON-SORED     | 87160A10     | 784,616           | 71720           | 71711                 |                   | 9            |
| VIVENDI UNIVERSAL    | SPON-ADR N     | 92851S20     | 783,464           | 44114           | 44114                 |                   |              |
| AKZO NOBEL NV        | SPON-SORED     | 01019930     | 781,714           | 25063           | 25063                 |                   |              |
| INCO LTD             | COM            | 45325840     | 775,113           | 27932           | 27932                 |                   |              |
| IMPERIAL OIL LTD     | COM-NEW        | 45303840     | 774,116           | 20804           | 20804                 |                   |              |
| EDP-ELECTRICIDADE DE | SPON-SORED     | 26835310     | 773,598           | 33664           | 33664                 |                   |              |
| SELECT SECTOR SPDR T | SBI-INT-EN     | 81369Y50     | 772,846           | 32135           | 22300                 |                   | 9035         |
| RICHARDSON ELECTRS L | COM            | 76316510     | 754,720           | 71200           | 71200                 |                   | 800          |
| GALLAHER GROUP PLC   | SPON-SORED     | 36359510     | 753,913           | 20099           | 20099                 |                   |              |
| LIQUIDMETAL TECHNOLO | COM            | 53634X10     | 740,284           | 241923          | 241923                |                   |              |
| SK TELECOM LTD       | SPON-SORED     | 78440P10     | 737,006           | 41312           | 41312                 |                   |              |
| WILLIS GROUP HOLDING | SHS            | G9665510     | 716,905           | 23314           | 23314                 |                   |              |
| EASTERN AMERN NAT GA | SPERS-RCT      | 27621710     | 715,830           | 32100           | 32100                 |                   |              |
| NOVO-NORDISK A S     | ADR            | 67010020     | 714,817           | 19377           | 19377                 |                   |              |
| TELE2 AB             | SPON-ADR R     | 87952P20     | 710,644           | 16151           | 16151                 |                   |              |
| AMERICAN FINL RLTY T | COM            | 02607P30     | 709,230           | 50300           | 50300                 |                   |              |
| ADVANTA CORP         | CL A           | 00794210     | 708,396           | 64517           | 64517                 |                   |              |
| HANDSPRING INC       | COM            | 41029310     | 708,383           | 626888          | 626888                |                   |              |
| MOBIUS MGMT SYSTEMS  | COM            | 60692510     | 702,720           | 87840           | 87840                 |                   |              |
| AMERSHAM PLC         | SPON-SORED     | 03071910     | 699,263           | 15626           | 15626                 |                   |              |
| ATARI INC            | COM            | 04651M10     | 698,899           | 172995          | 172995                |                   |              |
| SYNPLICITY INC       | COM            | 87160Y10     | 696,406           | 118035          | 118035                |                   |              |
| ENBRIDGE ENERGY MANA | SHS-UNITS      | 29250X10     | 696,379           | 15709           | 15709                 |                   |              |
| NISSAN MOTORS        | SPON-SORED     | 65474440     | 689,101           | 31712           | 31712                 |                   |              |
| DOVER MOTORSPORTS IN | COM            | 26017410     | 685,459           | 182303          | 182303                |                   |              |

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|                      |        |          |            |        |        |  |      |       |  |
|----------------------|--------|----------|------------|--------|--------|--|------|-------|--|
| ALCON INC            | COM    |          |            |        |        |  |      |       |  |
|                      | SHS    | H0130110 | 685,086    | 12201  | 12101  |  | 100  |       |  |
| GENAERA CORP         | COM    | 36867G10 | 682,127    | 144213 | 144213 |  |      |       |  |
| ALLIANZ AKTIENGESELL | SP ADR |          |            |        |        |  |      |       |  |
|                      | 1/1    | 01880510 | 677,621    | 76654  | 76274  |  | 380  |       |  |
| SIMPLETECH INC       | COM    | 82882310 | 673,096    | 93746  | 93746  |  |      |       |  |
| MICRO THERAPEUTICS I | COM    | 59500W10 | 670,980    | 126600 | 126600 |  |      |       |  |
| KYOCERA CORP         | ADR    | 50155620 | 660,632    | 11133  | 11133  |  |      |       |  |
| OMI CORP NEW         | COM    | Y6476W10 | 656,756    | 99208  | 99208  |  |      |       |  |
| MARKETWATCH COM INC  | COM    | 57061910 | 652,740    | 78079  | 77979  |  | 100  |       |  |
| ALLIANCE IMAGING INC | COM    |          |            |        |        |  |      |       |  |
|                      | NEW    | 01860620 | 650,878    | 189209 | 189209 |  |      |       |  |
| UNITED MICROELECTRON | SPON-  |          |            |        |        |  |      |       |  |
|                      | SORED  | 91087320 | 648,957    | 143893 | 143893 |  |      |       |  |
| TELESP CELULAR PART  | SPON   |          |            |        |        |  |      |       |  |
|                      | ADR P  | 87952L10 | 648,327    | 139126 | 139126 |  |      |       |  |
| FORMFACTOR INC       | COM    | 34637510 | 645,541    | 29900  | 29900  |  |      |       |  |
| TASTY BAKING CO      | COM    | 87655330 | 635,086    | 63892  | 23692  |  | 200  | 40000 |  |
| SIGMATRON INTL INC   | COM    | 82661L10 | 634,748    | 31611  | 31611  |  |      |       |  |
| INTER PARFUMS INC    | COM    | 45833410 | 627,860    | 62975  | 62975  |  |      |       |  |
| ERICSSON L M TEL CO  | ADR B  |          |            |        |        |  |      |       |  |
|                      | SEK    | 29482160 | 627,131    | 42662  | 39602  |  | 3060 |       |  |
| INNKEEPERS USA TR    | PFD CV |          |            |        |        |  |      |       |  |
|                      | A 8    | 4576J030 | 622,480    | 24800  |        |  | 400  | 24400 |  |
| UPM KYMMENE CORP     | SPON-  |          |            |        |        |  |      |       |  |
|                      | SORED  | 91543610 | 622,474    | 36986  | 36986  |  |      |       |  |
| CANADIAN NATL RY CO  | COM    | 13637510 | 617,009    | 11861  | 11861  |  |      |       |  |
| INFINEON TECHNOLOGIE | SPON-  |          |            |        |        |  |      |       |  |
|                      | SORED  | 45662N10 | 613,564    | 47600  | 47600  |  |      |       |  |
| OMEGA PROTEIN CORP   | COM    | 68210P10 | 610,040    | 93136  | 93136  |  |      |       |  |
| CADBURY SCHWEPPES PL | ADR    | 12720930 | 608,959    | 24271  | 24271  |  |      |       |  |
| ALLIED IRISH BKS P L | SPON   |          |            |        |        |  |      |       |  |
|                      | ADR O  | 01922840 | 608,121    | 20510  | 20510  |  |      |       |  |
| ALCATEL              | SPON-  |          |            |        |        |  |      |       |  |
|                      | SORED  | 01390430 | 607,423    | 51346  | 50776  |  | 570  |       |  |
| Page Total           |        |          | 36,036,185 |        |        |  |      |       |  |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| KANEB SERVICES LLC   | COM            | 48417310     | 605,994           | 22739           | 22739                 |                   |              |
| KUBOTA CORP          | ADR            | 50117320     | 605,440           | 35200           | 35200                 |                   |              |
| IRELAND BK           | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 46267Q10     | 600,645           | 12326           | 12326                 |                   |              |
| SCOTTISH PWR PLC     | SPON           |              |                   |                 |                       |                   |              |
|                      | ADR F          | 81013T70     | 596,031           | 25149           | 25149                 |                   |              |
| ENESCO GROUP INC     | COM            | 29297310     | 595,040           | 74380           | 74380                 |                   |              |
| ALLOS THERAPEUTICS I | COM            | 01977710     | 594,658           | 193071          | 193071                |                   |              |
| STORA ENSO CORP      | SPON           |              |                   |                 |                       |                   |              |

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|                      |        |          |         |           |           |       |      |
|----------------------|--------|----------|---------|-----------|-----------|-------|------|
| TC PIPELINES LP      | ADR R  | 86210M10 | 593,382 | 48479     | 40944     | 7535  |      |
|                      | UT COM |          |         |           |           |       |      |
|                      | LTD    | 87233Q10 | 593,054 | 18673     | 18673     |       |      |
| CONVERA CORP         | CL A   | 21191910 | 590,674 | 136100    | 133600    | 2500  |      |
| VALASSIS COMMUNICATI | NOTE   | 918866AH | 580,000 | 1,000,000 | 1,000,000 |       |      |
| INTERCONTINENTAL HOT | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 45857310 | 568,609 | 69768     | 69768     |       |      |
| FRANCE TELECOM       | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 35177Q10 | 566,916 | 24394     | 24394     |       |      |
| NOLAND CO            | COM    | 65528610 | 562,706 | 16599     | 16599     |       |      |
| VALERO L P           | COM UT |          |         |           |           |       |      |
|                      | LTD    | 91913W10 | 559,360 | 12800     | 12700     | 100   |      |
| NATIONAL GRID TRANSC | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 63627410 | 558,460 | 17094     | 17065     | 29    |      |
| SAN PAOLO-IMI S P A  | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 79917510 | 552,654 | 27702     | 27702     |       |      |
| PORTAL SOFTWARE INC  | COM    | 73612610 | 551,793 | 37820     | 37400     | 420   |      |
| STAR SCIENTIFIC INC  | COM    | 85517P10 | 549,578 | 301966    | 301966    |       |      |
| AMERCO               | COM    | 02358610 | 547,873 | 28790     | 28410     | 380   |      |
| FEDDERS CORP         | COM    |          |         |           |           |       |      |
|                      | NEW    | 31313550 | 542,259 | 93493     | 93493     |       |      |
| RETRACTABLE TECHNOLO | COM    | 76129W10 | 536,702 | 87840     | 87840     |       |      |
| CHECKERS DRIVE-IN RE | COM    |          |         |           |           |       |      |
|                      | NEW    | 16280930 | 532,680 | 57900     | 57900     |       |      |
| ENBRIDGE INC         | COM    | 29250N10 | 531,350 | 14913     | 14913     |       |      |
| AMERICAN RLTY INVS I | COM    | 02917410 | 525,122 | 52303     | 52303     |       |      |
| PREFORMED LINE PRODS | COM    | 74044410 | 520,416 | 27800     | 6800      | 21000 |      |
| DESERT CMNTY BK VICT | COM    | 25037Y10 | 515,733 | 26246     | 26246     |       |      |
| CELLTECH GROUP PLC   | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 15115810 | 515,695 | 44649     | 18542     | 26107 |      |
| FAIRCHILD CORP       | CL A   | 30369810 | 514,265 | 103892    | 103892    |       |      |
| KONINKLIJKE AHOLD N  | SPON   |          |         |           |           |       |      |
|                      | ADR N  | 50046730 | 508,567 | 53309     | 52889     | 420   |      |
| MCDERMOTT INTL INC   | COM    | 58003710 | 508,047 | 88975     | 88975     |       |      |
| BRASCAN CORP         | CL A   |          |         |           |           |       |      |
|                      | LTD V  | 10549P60 | 494,242 | 19605     | 19605     |       |      |
| NORTHWAY FINL INC    | COM    | 66727010 | 491,865 | 16500     |           | 16500 |      |
| BARRICK GOLD CORP    | COM    | 06790110 | 490,559 | 26052     | 25745     | 307   |      |
| PECHINEY             | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 70515120 | 490,522 | 17935     | 17935     |       |      |
| MUNICIPAL MTG & EQUI | GROWTH |          |         |           |           |       |      |
|                      | SHS    | 62624B10 | 490,400 | 20000     | 4000      | 11000 | 5000 |
| HILFIGER TOMMY CORP  | ORD    | G8915Z10 | 490,167 | 41156     | 41156     |       |      |
| AMERICAN REAL ESTATE | DEPO-  |          |         |           |           |       |      |
|                      | SITRY  | 02916910 | 487,007 | 40925     | 40925     |       |      |
| DONEGAL GROUP INC    | CL A   | 25770120 | 486,176 | 31797     | 31797     |       |      |
| COLES MYER LTD       | SPON   |          |         |           |           |       |      |
|                      | ADR N  | 19387040 | 485,275 | 11750     | 11750     |       |      |
| NEWTEK BUSINESS SVCS | COM    | 65252610 | 481,156 | 97400     | 97400     |       |      |
| NEWS CORP LTD        | SP ADR |          |         |           |           |       |      |
|                      | PFD    | 65248780 | 477,875 | 17511     | 17511     |       |      |
| CANADIAN PAC RY LTD  | COM    | 13645T10 | 470,759 | 19939     | 19939     |       |      |
| NATIONAL BK GREECE S | SPON-  |          |         |           |           |       |      |
|                      | SORED  | 63364340 | 470,456 | 120940    | 120940    |       |      |
| GENERAL MARITIME COR | SHS    | Y2692M10 | 469,417 | 41033     | 41033     |       |      |
| DORCHESTER MINERALS  | COM    |          |         |           |           |       |      |
|                      | UNIT   | 25820R10 | 466,155 | 27665     | 27665     |       |      |
| SUNOCO LOGISTICS PRT | COM    |          |         |           |           |       |      |
|                      | UNITS  | 86764L10 | 465,000 | 15000     | 15000     |       |      |
| RENAISSANCE RE HLDGS | COM    | G7496G10 | 456,482 | 10004     | 10004     |       |      |
| ONEIDA FINL CORP     | COM    | 68247810 | 455,938 | 19141     | 19141     |       |      |
| SUN LIFE FINL INC    | COM    | 86679610 | 455,710 | 21049     | 21049     |       |      |

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|                      |       |          |            |        |        |  |
|----------------------|-------|----------|------------|--------|--------|--|
| ADVANCED SEMICONDUCT | SPON- |          |            |        |        |  |
|                      | SORED | 00756M40 | 455,221    | 117933 | 117933 |  |
| SCHERING A G         | SPON- |          |            |        |        |  |
|                      | SORED | 80658520 | 447,187    | 10292  | 10292  |  |
| VOLVO AKTIEBOLAGET   | ADR B | 92885640 | 445,509    | 19137  | 19137  |  |
| Page Total           |       |          | 27,146,781 |        |        |  |

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| Name of Issuer       | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                      |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SELECT SECTOR SPDR T | SBI            |              |                   |                 |                       |                   |              |
|                      | INT-UT         | 81369Y88     | 444,570           | 20300           | 20300                 |                   |              |
| MEDCATH CORP         | COM            | 58404W10     | 442,552           | 42800           | 31800                 | 10000             | 10000        |
| PEARSON PLC          | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 70501510     | 439,014           | 45874           | 45874                 |                   |              |
| FEDERAL SCREW WKS    | COM            | 31381910     | 434,730           | 12900           | 12900                 |                   |              |
| GARMIN LTD           | ORD            | G3726010     | 429,395           | 10253           | 10253                 |                   |              |
| NIPPON TELEG & TEL C | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 65462410     | 429,367           | 18965           | 18200                 | 765               |              |
| ORIX CORP            | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 68633010     | 429,066           | 10835           | 10835                 |                   |              |
| BP PRUDHOE BAY RTY T | UNIT           |              |                   |                 |                       |                   |              |
|                      | BEN I          | 05563010     | 424,368           | 21487           | 21487                 |                   |              |
| ORLEANS HOMEBUILDERS | COM            | 68658810     | 421,974           | 35700           | 35700                 |                   |              |
| GOLDCORP INC NEW     | COM            | 38095640     | 418,702           | 29993           | 29993                 |                   |              |
| INFORMATION RES INC  | COM            | 45690510     | 417,933           | 90855           | 90855                 |                   |              |
| MARVELL TECHNOLOGY G | ORD            | G5876H10     | 409,157           | 10830           | 9180                  |                   | 1650         |
| IMPERIAL TOBACCO GRO | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 45314210     | 408,853           | 12382           | 12382                 |                   |              |
| NORTH COAST ENERGY I | COM            |              |                   |                 |                       |                   |              |
|                      | NEW            | 65864970     | 408,423           | 32700           | 32600                 | 100               |              |
| CADMUS COMMUNICATION | COM            | 12758710     | 405,889           | 36015           | 36015                 |                   |              |
| QRS CORP             | COM            | 74726X10     | 401,773           | 47379           | 47379                 |                   |              |
| CLEAN HARBORS INC    | COM            | 18449610     | 399,789           | 94068           | 94068                 |                   |              |
| SELECT SECTOR SPDR T | SBI            |              |                   |                 |                       |                   |              |
|                      | INT-IN         | 81369Y70     | 395,930           | 17000           | 17000                 |                   |              |
| BANCO BRADESCO S A   | SP ADR         |              |                   |                 |                       |                   |              |
|                      | PFD            | 05946020     | 394,081           | 19538           | 19538                 |                   |              |
| DR REDDYS LABS LTD   | ADR            | 25613520     | 392,623           | 16743           | 16743                 |                   |              |
| MAINE & MARITIMES CO | COM            | 56037710     | 392,400           | 10900           | 10600                 | 300               |              |
| IMPERIAL CHEM INDS P | ADR            |              |                   |                 |                       |                   |              |
|                      | NEW            | 45270450     | 389,201           | 34906           | 34906                 |                   |              |
| AMVESCAP PLC         | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 03235E10     | 388,879           | 25601           | 25601                 |                   |              |
| NATURAL RESOURCE PAR | COM            |              |                   |                 |                       |                   |              |
|                      | UNIT L         | 63900P10     | 388,752           | 11200           | 11200                 |                   |              |
| DIGI INTL INC        | COM            | 25379810     | 383,531           | 57944           | 57582                 | 362               |              |
| MITCHELLS & BUTLERS  | SPON-          |              |                   |                 |                       |                   |              |
|                      | SORED          | 60668M10     | 383,298           | 100868          | 100868                |                   |              |

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|                      |        |          |            |        |        |  |       |       |
|----------------------|--------|----------|------------|--------|--------|--|-------|-------|
| TREND MICRO INC      | SPONS  |          |            |        |        |  |       |       |
|                      | ADR    | 89486M20 | 377,679    | 18697  | 18697  |  |       |       |
| MERIX CORP           | COM    | 59004910 | 375,196    | 22753  | 22253  |  | 500   |       |
| CAPTARIS INC         | COM    | 14071N10 | 372,035    | 70328  | 70328  |  |       |       |
| NEXEN INC            | COM    | 65334H10 | 369,147    | 13512  | 13512  |  |       |       |
| CNS INC              | COM    | 12613610 | 367,965    | 33421  | 13421  |  | 20000 |       |
| EVOLVING SYS INC     | COM    | 30049R10 | 367,897    | 31154  | 31154  |  |       |       |
| MAPINFO CORP         | COM    | 56510510 | 359,577    | 37499  | 37499  |  |       |       |
| AMERICA SVC GROUP IN | COM    | 02364L10 | 358,617    | 17077  | 17077  |  |       |       |
| MMO2 PLC             | ADR    | 55309W10 | 355,774    | 37688  | 37688  |  |       |       |
| OPTICAL COMMUNICATIO | CL A   | 68382T10 | 354,472    | 150200 | 150200 |  |       |       |
| RANK GROUP PLC       | SPON-  |          |            |        |        |  |       |       |
|                      | SORED  | 75303710 | 353,912    | 39280  | 39280  |  |       |       |
| COGNOS INC           | COM    | 19244C10 | 353,007    | 11380  | 11380  |  |       |       |
| REVLON INC           | CL A   | 76152550 | 352,888    | 132665 | 131415 |  | 1250  |       |
| HUNGARIAN TEL & CABL | COM    | 44554210 | 352,304    | 38087  | 38087  |  |       |       |
| META GROUP INC       | COM    | 59100210 | 345,690    | 71720  | 9672   |  | 13986 | 48062 |
| FIRST BANCTRUST CORP | COM    | 31868F10 | 341,754    | 14420  | 14420  |  |       |       |
| PLATINUM UNDERWRITER | COM    | G7127P10 | 341,021    | 12136  | 12136  |  |       |       |
| VAXGEN INC           | COM    |          |            |        |        |  |       |       |
|                      | NEW    | 92239020 | 339,806    | 28153  | 28153  |  |       |       |
| FPIC INS GROUP INC   | COM    | 30256310 | 334,207    | 22177  | 22177  |  |       |       |
| ALLIANCE RES PARTNER | UT LTD |          |            |        |        |  |       |       |
|                      | PAR    | 01877R10 | 332,192    | 11200  | 11200  |  |       |       |
| ASHWORTH INC         | COM    | 04516H10 | 331,416    | 47413  | 47413  |  |       |       |
| CARREKER CORP        | COM    | 14443310 | 328,737    | 40837  | 40837  |  |       |       |
| P T TELEKOMUNIKASI I | SPON-  |          |            |        |        |  |       |       |
|                      | SORED  | 71568410 | 326,452    | 23951  | 23951  |  |       |       |
| BOC GROUP PLC        | SPON-  |          |            |        |        |  |       |       |
|                      | SORED  | 05561760 | 322,720    | 11617  | 11617  |  |       |       |
| LAKES ENTMNT INC     | COM    | 51206P10 | 320,993    | 34112  | 34112  |  |       |       |
| WIPRO LTD            | SPON   |          |            |        |        |  |       |       |
|                      | ADR 1  | 97651M10 | 320,973    | 11049  | 11049  |  |       |       |
| Page Total           |        |          | 19,730,681 |        |        |  |       |       |

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State Street Corporation (STT)  
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| Name of Issuer        | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                       |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| MOCON INC             | COM            | 60749410     | 320,840           | 40100           | 10400                 |                   | 29700        |
| ALLIED DOMEQ PLC      | SPON           |              |                   |                 |                       |                   |              |
|                       | ADR N          | 01912120     | 320,428           | 12439           | 12439                 |                   |              |
| DIGITAL THEATER SYS   | COM            | 25389G10     | 313,291           | 11000           | 11000                 |                   |              |
| AMERICAN SUPERCONDUCT | COM            | 03011110     | 312,740           | 30275           | 19750                 | 10525             |              |
| SHAW COMMUNICATIONS   | CL B           |              |                   |                 |                       |                   |              |
|                       | CONV           | 82028K20     | 312,293           | 25682           | 25682                 |                   |              |
| ABB LTD               | SPON-          |              |                   |                 |                       |                   |              |
|                       | SORED          | 00037520     | 311,641           | 56253           | 56253                 |                   |              |
| ABITIBI-CONSOLIDATED  | COM            | 00392410     | 306,019           | 43717           | 43717                 |                   |              |
| PORTUGAL TELECOM SGP  | SPON-          |              |                   |                 |                       |                   |              |

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|                      |        |          |            |        |        |       |
|----------------------|--------|----------|------------|--------|--------|-------|
|                      | SORED  | 73727310 | 304,671    | 38713  | 38713  |       |
| NOVA CHEMICALS CORP  | COM    | 66977W10 | 303,180    | 14935  | 14935  |       |
| PROGRESS FINL CORP   | COM    | 74326610 | 301,864    | 11025  | 11025  |       |
| NETWORK ENGINES INC  | COM    | 64121A10 | 300,987    | 46956  | 46956  |       |
| VERISITY LTD         | ORD    | M9738511 | 300,700    | 24056  | 24056  |       |
| ZIX CORP             | COM    | 98974P10 | 300,226    | 37065  | 37065  |       |
| HUFFY CORP           | COM    | 44435610 | 296,789    | 48654  | 39953  | 8701  |
| BELL MICROPRODUCTS I | COM    | 07813710 | 295,651    | 45415  | 45415  |       |
| TPG N V              | SPON-  |          |            |        |        |       |
|                      | SORED  | 89233910 | 295,598    | 15444  | 15444  |       |
| ON ASSIGNMENT INC    | COM    | 68215910 | 294,127    | 55706  | 55706  |       |
| PLACER DOME INC      | COM    | 72590610 | 290,015    | 21092  | 21092  |       |
| NOVAVAX INC          | COM    | 67000210 | 289,930    | 39500  | 19500  | 20000 |
| BROOKFIELD PPTYS COR | COM    | 11290010 | 284,867    | 12122  | 12122  |       |
| ROGERS COMMUNICATION | CL B   | 77510920 | 281,228    | 18345  | 18345  |       |
| TRANSCONTINENTAL RLT | COM    |          |            |        |        |       |
|                      | NEW    | 89361720 | 279,033    | 23667  | 23667  |       |
| SCO GROUP INC        | COM    | 78403A10 | 277,001    | 20029  | 20029  |       |
| EVERGREEN SOLAR INC  | COM    | 30033R10 | 276,701    | 133672 | 133672 |       |
| PHOENIX TECHNOLOGY L | COM    | 71915310 | 275,798    | 43994  | 43994  |       |
| BUTLER MFG CO DEL    | COM    | 12365510 | 273,997    | 18038  | 18038  |       |
| FRESENIUS MED CARE A | SPON-  |          |            |        |        |       |
|                      | SORED  | 35802910 | 273,581    | 14212  | 14212  |       |
| STEEL TECHNOLOGIES I | COM    | 85814710 | 271,646    | 21784  | 21424  | 360   |
| ORBOTECH LTD         | ORD    | M7525310 | 270,802    | 13197  | 13197  |       |
| LAFARGE COPPEE S A   | SPON   |          |            |        |        |       |
|                      | ADR N  | 50586140 | 269,791    | 16501  | 16501  |       |
| BLOUNT INTL INC NEW  | COM    | 09518010 | 268,864    | 55897  | 55897  |       |
| GRAY TELEVISION INC  | CL A   | 38937520 | 265,756    | 22910  | 22910  |       |
| CARLTON COMMUNICATIO | ADR    | 14287220 | 264,937    | 19596  | 19596  |       |
| KINROSS GOLD CORP    | COM    |          |            |        |        |       |
|                      | NEW    | 49690220 | 264,800    | 35496  | 35496  |       |
| SATYAM COMPUTER SERV | ADR    | 80409810 | 262,953    | 20384  | 20384  |       |
| REUTERS GROUP PLC    | SPON-  |          |            |        |        |       |
|                      | SORED  | 76132M10 | 261,228    | 12066  | 12066  |       |
| DOMTAR INC           | COM    | 25756110 | 260,812    | 23204  | 23204  |       |
| HELLENIC TELECOM ORG | SPON-  |          |            |        |        |       |
|                      | SORED  | 42332530 | 260,162    | 47912  | 47912  |       |
| TRIDENT MICROSYSTEMS | COM    | 89591910 | 257,139    | 19629  | 19629  |       |
| INTROGEN THERAPEUTIC | COM    | 46119F10 | 256,662    | 29100  | 29100  |       |
| TELSTRA CORP LTD     | SPON   |          |            |        |        |       |
|                      | ADR F  | 87969N20 | 256,316    | 15871  | 15871  |       |
| AIRNET SYS INC       | COM    | 00941710 | 254,328    | 63582  | 9200   | 54382 |
| SANYO ELEC LTD       | ADR 5  |          |            |        |        |       |
|                      | COM    | 80303830 | 254,150    | 11960  | 11960  |       |
| QUEBECOR WORLD INC   | COM    |          |            |        |        |       |
|                      | NON-VT | 74820310 | 253,932    | 13623  | 13623  |       |
| MERGE TECHNOLOGIES I | COM    | 58998110 | 252,900    | 15000  | 14000  | 1000  |
| COMARCO INC          | COM    | 20008010 | 250,521    | 33900  | 33900  |       |
| CABLE & WIRELESS PUB | SPON-  |          |            |        |        |       |
|                      | SORED  | 12683020 | 247,718    | 43844  | 43404  | 440   |
| CROSS A T CO         | CL A   | 22747810 | 246,114    | 41019  | 39379  | 1640  |
| CCF HLDG CO          | COM    | 12487X10 | 244,012    | 11250  | 11250  |       |
| ABAXIS INC           | COM    | 00256710 | 241,248    | 17356  | 17356  |       |
| STEWART W P & CO LTD | COM    | G8492210 | 238,218    | 11398  | 11398  |       |
| HAGGAR CORP          | COM    | 40517310 | 238,053    | 15408  | 15408  |       |
| Page Total           |        |          | 14,406,258 |        |        |       |

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State Street Corporation (STT)  
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| Name of Issuer           | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion |                   |              |
|--------------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
|                          |                |              |                   |                 | Sole                  | Shared as Defined | Shared Other |
| SELECT SECTOR SPDR T SBI | CONS S         | 81369Y30     | 236,971           | 11662           | 11662                 |                   |              |
| ALLIED DEFENSE GROUP     | COM            | 01911810     | 236,305           | 11194           | 11194                 |                   |              |
| SALTON INC               | COM            | 79575710     | 235,028           | 23621           | 23621                 |                   |              |
| FIRST CASH FINL SVCS     | COM            | 31942D10     | 234,900           | 11600           | 11600                 |                   |              |
| WELLSFORD REAL PPTYS     | COM            |              |                   |                 |                       |                   |              |
|                          | NEW            | 95024020     | 233,044           | 13502           | 13502                 |                   |              |
| INKINE PHARMACEUTICA     | COM            | 45721410     | 232,159           | 55942           | 55942                 |                   |              |
| URSTADT BIDDLE PPTYS     | COM            | 91728610     | 230,619           | 17672           | 17672                 |                   |              |
| CARRINGTON LABS INC      | COM            | 14452510     | 230,120           | 52300           | 52300                 |                   |              |
| FRANKLIN BANCORP INC     | COM            | 35242V10     | 230,000           | 12500           | 12500                 |                   |              |
| ARQULE INC               | COM            | 04269E10     | 229,935           | 49986           | 47286                 |                   | 2700         |
| CALIFORNIA FIRST NTN     | COM            | 13022210     | 229,629           | 20020           | 20020                 |                   |              |
| BOTTOMLINE TECH DEL      | COM            | 10138810     | 229,600           | 28000           | 28000                 |                   |              |
| EMISPHERE TECHNOLOGI     | COM            | 29134510     | 227,593           | 31349           | 31349                 |                   |              |
| ADECCO SA                | SPON-          |              |                   |                 |                       |                   |              |
|                          | SORED          | 00675410     | 226,323           | 18311           | 18311                 |                   |              |
| CROSS TIMBERS RTY TR     | TR             |              |                   |                 |                       |                   |              |
|                          | UNIT           | 22757R10     | 225,435           | 10735           | 10735                 |                   |              |
| INTERVIDEO INC           | COM            | 46114Y10     | 225,225           | 10500           | 10500                 |                   |              |
| HARTMARX CORP            | COM            | 41711910     | 225,180           | 56295           | 56295                 |                   |              |
| MAGNETEK INC             | COM            | 55942410     | 225,155           | 45486           | 45486                 |                   |              |
| INTERMET CORP            | COM            | 45881K10     | 225,066           | 52341           | 52341                 |                   |              |
| DYAX CORP                | COM            | 26746E10     | 224,103           | 36499           | 33254                 |                   | 3145         |
| COMPANHIA DE BEBIDAS     | SPON-          |              |                   |                 |                       |                   |              |
|                          | SORED          | 20441W10     | 223,515           | 14901           | 14901                 |                   |              |
| NEORX CORP               | COM            |              |                   |                 |                       |                   |              |
|                          | PAR \$0        | 64052030     | 222,969           | 36021           | 36021                 |                   |              |
| UQM TECHNOLOGIES INC     | COM            | 90321310     | 221,775           | 61776           | 11776                 |                   | 50000        |
| OXIGENE INC              | COM            | 69182810     | 221,482           | 18229           | 18229                 |                   |              |
| CP SHIPS LTD             | COM            | 22409V10     | 221,298           | 10513           | 10288                 |                   | 225          |
| SCM MICROSYSTEMS INC     | COM            | 78401810     | 217,582           | 29765           | 29765                 |                   |              |
| CONCERTO SOFTWARE IN     | COM            | 20602T10     | 216,131           | 24729           | 24729                 |                   |              |
| HEICO CORP NEW           | CL A           | 42280620     | 212,822           | 19002           | 19002                 |                   |              |
| AGRIUM INC               | COM            | 00891610     | 208,860           | 16629           | 16629                 |                   |              |
| UNITED UTILS PLC         | SPON-          |              |                   |                 |                       |                   |              |
|                          | SORED          | 91311Q10     | 206,260           | 13071           | 13071                 |                   |              |
| SCPIE HLDGS INC          | COM            | 78402P10     | 205,990           | 20599           | 20599                 |                   |              |
| ADE CORP MASS            | COM            | 00089C10     | 205,814           | 11714           | 11714                 |                   |              |
| BANK SOUTH CAROLINA      | COM            | 06506610     | 203,597           | 14806           | 14806                 |                   |              |
| KFORCE INC               | COM            | 49373210     | 203,498           | 26123           | 26123                 |                   |              |
| P & F INDS INC           | CL A           |              |                   |                 |                       |                   |              |
|                          | NEW            | 69283050     | 202,510           | 26300           | 26300                 |                   |              |
| Page Total               |                |              | 7,786,493         |                 |                       |                   |              |
| Grand Total              |                |              | 359,462,745,209   |                 |                       |                   |              |
| TOTAL MARKET VALUE       |                |              | 359,462,745,209   |                 |                       |                   |              |

