

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 26, 2009
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION
15(d)
OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended December 31, 2008

OR

☐ TRANSITION REPORT PURSUANT TO
SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from to

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN
(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.
1 Riverside Plaza, Columbus, Ohio 43215
(Name of issuer of the securities held
pursuant to the plan and the address
of its principal executive office)

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

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AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Stephan T. Haynes
Stephan T. Haynes, Secretary

Date: June 25, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of American Electric Power System Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2008 and 2007, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2008, and (2) assets acquired and disposed of for the Plan year ended December 31, 2008, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2008 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio
June 25, 2009

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2008 AND 2007

ASSETS	2008	2007
Investments:		
Participant directed investments	\$ 2,379,889,312	\$ 3,127,587,464
Wrapper Contracts	1,712,868	
Participant Loans	60,521,812	58,519,891
Total Investments	2,442,123,992	3,186,107,355
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	\$ 2,442,123,992	\$ 3,186,107,355
Adjustment from fair value to contract value for fully benefit responsive investment contracts	106,018,835	
NET ASSETS AVAILABLE FOR BENEFITS	\$ 2,548,142,827	\$ 3,186,107,355

See notes to financial statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE
YEARS ENDED DECEMBER 31, 2008 AND 2007

	2008	2007
NET INVESTMENT INCOME (LOSS)		
Net (Decline) Appreciation in Fair Value of Investments	\$ (737,313,772)	\$ 152,440,809
Interest	43,946,885	49,794,619
Dividends	18,372,332	23,187,005
TOTAL	(674,994,555)	225,422,433
CONTRIBUTIONS		
Participants	168,414,794	159,162,020
Employer	68,725,459	64,382,410
TOTAL	237,140,253	223,544,430
DISTRIBUTIONS TO PARTICIPANTS	(193,748,297)	(206,175,376)
ADMINISTRATIVE AND MANAGEMENT FEES		
Professional Fees	(571,150)	(772,380)
Investment Advisory and Management Fees	(5,342,141)	(6,047,575)
Other Fees	(448,638)	(427,355)
TOTAL	(6,361,929)	(7,247,310)
(DECREASE) INCREASE IN NET ASSETS	(637,964,528)	235,544,177
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	3,186,107,355	2,950,563,178
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	\$ 2,548,142,827	\$ 3,186,107,355

See notes to financial statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. ("AEP" or the "Company"). Eligible employees will be automatically enrolled in the plan with a 3% pretax deferral unless they elect to opt out of the automatic enrollment or revise their elections during a 30-day grace period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pre-tax, after-tax or, effective beginning July 1, 2006, designated Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within IRS limits). Participants who are age 50 and older are able to save additional pre-tax or Roth 401(k) amounts as catch up contributions. The catch-up contribution limit was \$5,000 for 2008 and 2007. The Company contributes to the Plan, on behalf of each participant, an amount equal to 75% of the participant's contributions up to 6% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited to the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 et seq., of the Internal Revenue Code, restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan. Participants are immediately vested in their pre-tax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon.

American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP.

JP Morgan Chase Bank N.A. is the custodian and trustee and JP Morgan Retirement Plan Services LLC is the record keeper with respect to the Plan. The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts and self-directed mutual fund brokerage accounts for which JP Morgan affiliates provide custody, trustee, recordkeeping and other services.

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan ("ESOP"). As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically, but no less than annually, and are treated as ordinary income for tax purposes. The 10 percent early withdrawal penalty for individuals under age 59-1/2 does not apply to these dividend payouts.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods. Excluding their pre-tax and Roth 401(k) contributions, participants may make an unlimited number of withdrawals of their interest in the Plan, including Company matching contributions, which are immediately vested. Pre-tax and Roth 401(k) contributions are not eligible for withdrawal by participants until age 59-1/2, except under hardship (as defined by the Plan) or termination of employment. Individual accounts are maintained for each Plan participant. Each participant's account is credited with an allocation of Company contributions, his or her employee contribution, and Plan earnings. The benefit to

which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate is in effect as of the first business day of the calendar quarter in which the loan is taken. For loans taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.

Retirees/surviving spouses may make monthly loan payments using a coupon book or through automatic withdrawal from their bank account. Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

2. ACCOUNTING POLICIES

As of January 1, 2008, the Plan adopted the provisions of Statement on Financial Accounting Standards ("SFAS") No. 157 ("SFAS 157"), Fair Value Measurements, for its investments. SFAS 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and expands fair value disclosures. Although the adoption of SFAS 157 did not materially impact the Plan's financial statements, the Plan is now required to provide additional disclosures as part of its financial statements

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value, except for its benefit responsive investment contracts, which are stated at contract value.

Quoted market prices are used to value investments (including, but not limited to, the shares of AEP common stock held in the AEP Stock Fund), except investments in registered investment companies, collective trust funds or commingled funds, which are stated at estimated fair values based on the value of the underlying securities and assets as provided by the Trustee of the investment. All participant loan balances are recorded at amortized cost which approximates fair value.

The Managed Income Fund includes investment contracts valued at fair value, which is equal to cost (contributions), plus interest, less withdrawals. As described in Financial Accounting Standards Board Staff Position, AAG INV-1, Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (FSP AAG INV-1), the Managed Income Fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the same funds that generated such income with the exception of the AEP Stock Fund, which pays out or reinvests dividends at the direction of each participant.

Administrative and Management Fees paid to JPMorgan during 2008 and 2007 totaled \$3,008,464 and \$2,860,390 respectively. The Plan directly pays for administrative, recordkeeping and management fees.

Distributions are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2008 and 2007.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from those estimates.

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

3. INVESTMENT CONTRACTS

At December 31, 2008, the Managed Income Fund provides a self managed stable value investment option to participants that includes synthetic guaranteed investment contracts ("GIC") which simulates the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the Plan. The Plan entered into four synthetic GIC contracts in July 2006. The synthetic GIC contracts include underlying assets, which are held in a trust owned by the Plan and utilizes benefit-responsive wrapper contracts issued by four banking institutions. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value, but the rate cannot be less than 0%. Certain events such as plan termination or a plan merger initiated by the Plan Sponsor, may limit the ability of the Plan to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The Plan Sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable. During the year ended December 31, 2008, the credited rate and the average yield based on annualized earnings and interest credited to participants were 4.69% and 4.75%, respectively. During the year ended December 31, 2007 the credited rate and average yield based on annualized earnings and interest credited to participants were 5.34% and 5.06% respectively.

4. INVESTMENTS

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds, managed income funds, and investment contracts. The financial statements include investments in commingled funds valued at \$889 million (35% of net assets) and \$1,180 million (37% of net assets) as of December 31, 2008 and 2007, respectively. Of these balances, \$31 million and \$54 million were invested as of December 31, 2008 and 2007, respectively, in the JPMorgan Strategic Property Fund a real estate investment fund. The remaining portion of the commingled funds' underlying investments were funds invested in equity securities and bonds. Additionally, the financial statements include investments in a Managed Income Fund valued at \$888 million (35% of net assets) and \$828 million (26% of net assets) as of December 31, 2008 and 2007, respectively. This fund invests in bond funds and guaranteed investment contracts whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates regarding the fair value of these commingled and managed income funds are based on information provided by the fund managers.

5. INVESTMENTS EXCEEDING 5% OF PLAN NET ASSETS

Investments exceeding five percent of net assets as of December 31, 2008 and 2007 were:

	2008	2007
American Electric Power Company, Inc. Common Stock	\$ 267,992,159	\$ 343,008,731
EB Daily Liquidity Aggregate Bond Index Fund	\$ 267,155,971	\$ 229,257,540
EB Daily Liquidity Stock Index Fund	\$ 277,166,824	\$ 418,665,678
EB Daily Liquidity International Stock Index Fund	\$ 164,647,256	\$ 226,251,737
Intermediate Term Bond Fund	\$ 728,654,801	\$ 794,926,246

6. NET (DECLINE) APPRECIATION OF INVESTMENTS

During 2008 and 2007, the Plan's investments (including investments purchased and sold as well as held during the year) (declined) appreciated in value as follows:

	Year Ended December 31,	
	2008	2007
American Electric Power Company, Inc. - Common Stock	\$ (99,973,910)	\$ 36,819,913
Participant Loans	104,604	221,394
Common / Collective Trusts	(361,388,798)	81,332,844
Corporate Stock	(255,804,906)	34,238,290
Fixed Income Securities	(7,479,660)	(508,882)
Registered Investment Companies	(12,771,102)	337,250
Total Net (Decline) Appreciation in Investments	\$ (737,313,772)	\$ 152,440,809

7. FAIR VALUE MEASUREMENTS

As of January 1, 2008, the Plan adopted the provisions of SFAS 157 for its investments. The statement defines fair value, establishes a fair value measurement framework and expands fair value disclosures. In accordance with SFAS 157, assets and liabilities are classified based on the inputs utilized in the fair value measurement. SFAS 157 provides definitions for two types of inputs: observable and unobservable. Observable inputs are valuation inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are valuation inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information in the circumstances.

As defined in SFAS 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

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Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that the observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. Level 3 inputs primarily consist of unobservable market data or are valued based on models and/or assumptions.

The following table sets forth by level within the fair value hierarchy the Plan's assets that were accounted for at fair value on a recurring basis as of December 31, 2008. As required by SFAS 157, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and their placement within the fair value hierarchy levels.

	Level 1	Level 2	Level 3	Total
Net Assets Available for Benefits:				
Corporate Stock	\$ 345,027,766	\$	\$	\$ 345,027,766
Corporate Debt		28,808,270		28,808,270
Mortgage Backed Securities		9,848,119		9,848,119
Government Bonds		11,441,975		11,441,975
Common Collective Trust - Equities		581,443,853		581,443,853
Common Collective Trust - Debt		267,155,971		267,155,971
Common Collective Trust – Strategic Property			31,212,837	31,212,837
Common Collective Trust – Emerging Markets			8,764,187	8,764,187
Cash Equivalents		19,167,024		19,167,024
Registered Investment Companies	33,465,370			33,465,370
Stable Value		779,958,193		779,958,193
Wrapper Contracts			1,712,868	1,712,868
Company Stock Fund	270,663,162			270,663,162
Participant Loans			60,521,812	60,521,812
Unsettled Trades	3,226,069	(10,293,484)		(7,067,415)
Total Assets	\$ 652,382,367	\$ 1,687,529,921	\$ 102,211,704	\$ 2,442,123,992

The following table sets forth a reconciliation of changes in the fair value of participant loans classified as level 3 in the fair value hierarchy:

	Strategic Property Fund	Emerging Markets Fund	Wrapper Contracts	Participant Loans	Total
Balance, beginning of year	\$ 53,073,359	\$ 15,647,202	\$ 0	\$ 58,519,891	\$ 127,240,452
Realized gains	2,233,758	820,004	0	0	3,053,762

Unrealized gains (losses)	(4,040,239)	(6,571,629)	1,712,868	0	(8,899,000)
Purchases, sales, issuances, and settlements (net)	(20,054,041)	(1,131,390)	0	2,001,921	(19,183,510)
Balance, end of year	\$ 31,212,837	\$ 8,764,187	\$ 1,712,868	\$ 60,521,812	\$ 102,211,704

8. FEDERAL INCOME TAX

The Internal Revenue Service (IRS) has determined that the Plan meets the requirements of Section 401(a) of the Internal Revenue Code (the Code) and recognizes the exempt status of the Plan's Trust pursuant to Section 501(a) of the Code. By letter dated October 14, 2008, the IRS made a favorable determination on the Plan as amended by the various amendments described in the letter.

The Plan has been amended subsequent to the issuance of the IRS determination letter. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and that the Plan's Trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions to the plan at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

10. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A., has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

At December 31, 2008 and 2007, the Plan held 8,052,649 and 7,367,026 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan Sponsor, with a cost basis of \$290,548,737 and \$266,439,970, respectively. During the years ended December 31, 2008 and 2007, the Plan recorded dividend income of \$12,960,231 and \$12,657,548, respectively, related to this investment.

11. LEGAL ISSUES

In Re AEP ERISA Litigation - In 2002 and 2003, three putative class action lawsuits were filed in Federal District Court, Columbus, Ohio against AEP, certain executives and AEP's ERISA Plan Administrator alleging violations of ERISA in the selection of AEP Common stock as an investment alternative and in the allocation of assets to AEP Common stock. In these actions, the plaintiffs sought recovery of an unstated amount of compensatory damages, attorney fees and costs. Two of the three actions were dropped voluntarily by the plaintiffs in those cases. In 2006, the court entered judgment in the remaining case, denying the plaintiff's motion for class certification and dismissing all claims without prejudice. In 2007, the appeals court reversed the trial court's decision and held that the plaintiff did

have standing to pursue his claim. The appeals court remanded the case to the trial court to consider the issue of whether the plaintiff is an adequate representative for the class of plan participants. In September 2008, the trial court denied the plaintiff's motion for class certification and ordered briefing on whether the plaintiff may maintain an ERISA claim on behalf of the Plan in the absence of class certification. In March 2009, the court granted a motion to intervene on behalf of an individual seeking to intervene as a new plaintiff. The outcome of the litigation cannot be determined at this time.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2008

Identity of Issuer, Borrower, Lessor or Similar Party	Number of SHARES/UNITS	FAIR VALUE
INVESTMENT CONTRACTS:		
Stable Value Wrapper Contract		
Bank of America		
variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date	-	\$ 781,528
Stable Value Wrapper Contract		
ING		
variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date	-	450,631
Stable Value Wrapper Contract		
IXIS		
variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date	-	0
Stable Value Wrapper Contract		
State Street Bank		
variable annual yield (2.75% at December 31, 2008) with an indeterminate maturity date	-	480,709
Subtotal Wrapper Contracts		\$ 1,712,868
Intermediate Bond Fund-		
JPMorgan Chase Bank	-	\$ 728,654,801
U.S. Treasury Notes		
(4.875%, due at May 31, 2009)	-	738,820
U.S. Treasury Notes		
(4.875%, due at June 30, 2009)	-	567,639
U.S. Treasury Notes		
(2.000%, due at February 28, 2010)	-	96,711
U.S. Treasury Notes		
(2.125%, due at April 30, 2010)	-	112,630
U.S. Treasury Notes		
(2.625%, due at May 31, 2010)	-	257,549
U.S. Treasury Notes		
(2.375%, due at August 31, 2010)	-	592,452
U.S. Treasury Notes		
(2.000%, due at September 30, 2010)	-	1,389,086
JPMorgan Chase Bank		
Liquidity Fund	-	47,548,505
Subtotal Stable Value		779,958,193
TOTAL – INVESTMENT CONTRACTS		\$ 781,671,061
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE		106,018,835
TOTAL – INVESTMENT CONTRACTS AT CONTRACT VALUE		\$ 887,689,896

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2008 (continued)

AEP STOCK FUND:	Number of Shares/Units	Fair Value
American Electric Power Company, Inc. Common Stock \$6.50 par value	8,052,649 Units	\$ 267,992,159
JP Morgan Liquid Assets Money Market Fund	2,671,003 Units	2,671,003
		\$ 270,663,162
PARTICIPANT LOANS (interest rate ranging from 5.00% through 9.25% maturing through December 2021)		
		\$ 60,521,812
Identity of Issuer, Borrower, Lessor or Similar Party	Number of Shares/Units	Fair Value
Cash Equivalents		
(VAN 2) JPMORGAN DOMESTIC LIQUIDITY	16,786,260 Units	\$ 16,786,260
CASH – COMMINGLED FUNDS	2,213,300 Units	2,213,300
CASH	167,464 Units	167,464
Total Cash Equivalents		\$ 19,167,024
Common/Collective Trusts		
ALLIANCE BERNSTEIN Int'l Style Blend	7,273,237 Units	\$ 53,676,491
EB Daily Liquidity Aggregate Bond Index Fund	1,562,727 Units	267,155,971
EB Daily Liquidity Stock Index Fund	1,319,088 Units	277,166,824
Income - EB Daily Liquidity International Stock Index Fund	1,440,761 Units	164,647,256
Income - EB Daily Liquidity Small Cap Stock Index Fund	704,482 Units	63,967,001
JPMCB Emerging Markets - Equity Focused	328,247 Units	8,764,187
JPMCB Liquidity Fund	11,023,966 Units	11,023,966
JPMCB Strategic Property Fund	18,125 Units	31,212,837
JPMCB US Real Estate Securities Fund	533,466 Units	10,962,315
Total Common/Collective Trusts		\$ 888,576,848
Corporate Stocks		
ABM INDUSTRIES INC COM STK USD0.01	5,925 Units	\$ 112,871
AMR CORP COM STK USD1	72,200 Units	770,374
AARON RENTS INC COM VTG USD0.5	7,300 Units	194,450
ABBOTT LABORATORIES COM STK NPV	76,200 Units	4,066,794
ABERCROMBIE & FITCH CO CLASS'A'COM STK USD0.01	7,105 Units	163,912
ACXIOM CORP COM STK USD0.10	18,005 Units	146,021
AEROPOSTALE INC COM STK USD0.01	21,700 Units	349,370
AFFILIATED COMPUTER SERVICES INC CLASS'A'COM STK	14,300 Units	657,085
AFFILIATED MANAGERS GROUP INC COM STK USD0.01	10,295 Units	431,566
AIR METHODS CORP COM STK USD0.06	8,100 Units	129,519

AIR PRODUCTS & CHEMICALS INC COM STK USD1	6,900 Units	349,899
ALEXANDRIA REAL ESTATE EQUITIES INC COM STK	1,100 Units	67,254
ALLIANCE DATA SYSTEM COM STK USD0.01	21,900 Units	1,019,007
ALLIANCE HEALTHCARE SERVICES INC COM STK USD0.01	10,005 Units	79,740
ALLIANZ SE ADR EACH REP 1/10 ORD SH	75,700 Units	819,831
ALLSTATE CORP COM STK USD0.01	44,300 Units	1,467,299
ALTERA CORP COM STK USD0.001	38,400 Units	641,664
AMAZON COM INC COM STK USD0.01	60,200 Units	3,087,056
AMEREN CORP COM STK USD0.01	16,400 Units	545,464
AMGEN INC COM STK USD0.0001	25,700 Units	1,484,175
AMPHENOL CORP CLASS'A'COM STK USD0.001	45,100 Units	1,082,233
ANNALY CAPITAL MANAGEMENT INC CLASS'A'COM STK	13,790 Units	225,742
ANNTAYLOR STORES CORP COM STK USD0.0068	6,300 Units	36,351
ANWORTH MORTGAGE ASSET CORP COM STK USD0.01	47,440 Units	317,374
APOGEE ENTERPRISES INC COM STK USD0.33 1/3	4,300 Units	44,548
APPLE INC COM STK NPV	29,100 Units	2,483,685
APTARGROUP INC COM STK USD0.01	19,900 Units	701,276
ARROW ELECTRONICS INC COM STK USD1	37,275 Units	702,261
ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01	21,710 Units	99,215
ASCENT MEDIA CORPORATION SER'A'USD0.01	2,905 Units	63,445
ASHLAND INC COM STK USD1	7,095 Units	74,568
ASTRAZENECA ADR EACH REP 1 ORD USD0.25(MGT)	37,100 Units	1,522,213
ATMEL CORP COM STK USD0.001	163,900 Units	513,007
ATWOOD OCEANICS INC COM STK USD1	60,600 Units	925,968
AUTODESK INC COM STK NPV	12,500 Units	245,625
AUTOLIV INC COM STK USD1	28,300 Units	607,318
AUTOMATIC DATA PROCESSING INC COM STK USD0.10	16,700 Units	662,489
AUTOZONE INC COM STK USD0.01	3,500 Units	488,145
AVNET INC COM STK USD1	44,720 Units	814,351
AVON PRODUCTS INC COM STK USD0.25	16,200 Units	389,286
BJ SERVICES COM STK USD0.10	62,000 Units	726,640
BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25	24,600 Units	1,149,804
BMC SOFTWARE INC COM STK USD0.01	28,700 Units	772,317
BALL CORP COM STK NPV	8,500 Units	353,515
BANK OF HAWAII CORP COM STK USD2	10,400 Units	469,768
BAXTER INTERNATIONAL INC COM STK USD1	67,700 Units	3,645,645
BECKMAN COULTER INC COM STK USD0.10	21,846 Units	959,913
BEL FUSE INC CLASS'B'SHS USD0.1	4,000 Units	84,800
BELDEN INC COM STK USD0.01	15,470 Units	323,787
BELO CORP CLASS'A'COM STK USD1.67	21,100 Units	32,916

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BERKSHIRE HILLS BANCORP INC COM STK USD0.01	1,500 Units	46,290
BIO RAD LABORATORIES INC CLASS'A'COM STK USD0.0001	1,100 Units	82,841
BLACK BOX CORP COM STK USD0.001	4,700 Units	123,046
BLOCK(H & R) INC COM STK NPV	32,985 Units	754,367
BORG-WARNER INC COM STK USD0.01	47,295 Units	1,029,612
BOSTON PRIVATE FINANCIAL HLDGS INC COM STK USD1	24,400 Units	166,896
BRADY CORP 'A'NON.V USD0.01	5,410 Units	129,570
BRISTOW GROUP INC COM STK USD0.01	13,805 Units	369,836
BROCADE COMM USD0.001	44,465 Units	124,502
BROOKS AUTOMATION INC	59,400 Units	345,114
BROWN & BROWN INC COM STK USD0.10	3,700 Units	77,330
BROWN SHOE CO INC COM STK USD3.75	19,345 Units	165,206
BUCKLE COM STK USD0.05	38,950 Units	849,889
BUCYRUS INTERNATIONAL INC COM STK USD0.01	25,400 Units	470,408
CAE INC COM NPV	112,700 Units	748,328
CEC ENTERTAINMENT COM STK USD0.10	6,000 Units	145,500
CIGNA CORP COM STK USD0.25	33,237 Units	560,043
CVS CAREMARK CORP COM STK USD0.01	89,600 Units	2,575,104
CABOT CORP COM STK USD1	2,400 Units	36,720
CACI INTL INC CLASS A COM	3,900 Units	175,851
CAMBREX CORP COM STK USD0.10	9,700 Units	44,814
CARNIVAL CORP COM STK USD0.01(PAIRE STOCK)	18,900 Units	459,648
CELGENE CORP COM STK USD0.01	47,600 Units	2,631,328
CEPHALON INC COM STK USD0.01	9,900 Units	762,696
CHARLES RIVER LABORATORIES COM STK USD0.01	19,420 Units	508,804
CHARMING SHOPPES INC COM STK USD0.10	39,975 Units	97,539
CHECKPOINT SYSTEMS COM STK USD0.10	5,100 Units	50,184
CHEVRON CORP COM STK USD0.75	15,300 Units	1,131,741
CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	20,800 Units	209,040
CHICO'S FAS INC COM STK USD0.01	51,000 Units	213,180
CHUBB CORP COM STK USD1	16,400 Units	841,284
CIMAREX ENERGY CO COM STK USD0.01	700 Units	18,746
CINCINNATI BELL NC USD0.01	237,100 Units	457,603
CITIZENS REPUBLIC BANCORP INC COM STK NPV	21,669 Units	64,574
CITY HLDG CO COM STK USD2.50	1,300 Units	45,214
CLARCOR INC COM STK USD1	4,300 Units	142,674
COGNEX CORP COM STK USD0.002	40,500 Units	599,400
COGNIZANT TECHNOLOGY SOLUTIONS CORP COM STK	40,700 Units	735,042
COLGATE-PALMOLIVE CO COM STK USD1	53,400 Units	3,660,036
COMERICA INC COM STK USD5	26,000 Units	524,680
COMM TR BANCORPCOM USD5	1,700 Units	62,985
COMPUTER SCIENCES CORP COM STK USD1	19,900 Units	699,286

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COMSTOCK RESOURCES INC COM STK USD0.50	1,700 Units	80,325
COMTECH TELECOMMUNICATIONS COM STK USD0.10	9,600 Units	439,872
COOPER TIRE & RUBBER CO COM STK USD1	9,600 Units	59,136
CORN PRODUCTS INTERNATIONAL INC COM STK USD0.01	2,500 Units	72,125
COVANCE INC COM STK USD0.01	3,900 Units	179,517
COVENTRY HEALTHCARE INC COM STK USD0.01	61,980 Units	922,262
CREDIT SUISSE GROUP ADR-EACH REPR 1 ORD(DT	29,600 Units	836,496
CROWN MEDIA HOLDINGS CLASS'A'COM STK USD0.01	41,400 Units	117,990
CUBIST PHARMACEUTI COM USD0.001	13,900 Units	335,824
CUMMINS INC COM STK USD2.50	57,800 Units	1,544,994
CYTEC INDUSTRIES INC COM STK USD0.01	5,185 Units	110,026
DTE ENERGY CO COM STK NPV	14,700 Units	532,882
DARDEN RESTAURANTS INC COM STK NPV	20,749 Units	584,707
DELPHI FINANCIAL GROUP INC CLASS'A'COM STK USD0.01	9,000 Units	165,960
DIAMONDROCK HOSPIT COM USD0.01	13,900 Units	70,473
DIEBOLD INC COM STK USD1.25	18,100 Units	508,429
WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01	103,800 Units	2,390,537
DOLLAR TREE INC COM STK USD0.01	11,100 Units	463,980
DOMTAR CORPORATION COM STK USD0.01	17,465 Units	29,167
DONNELLEY(R.R.)& SONS CO COM STK USD1.25	50,100 Units	680,358
DOVER CORP COM STK USD1	6,100 Units	200,812
DRIL QUIP INC COM STK USD0.01	7,285 Units	149,415
DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30	13,500 Units	341,550
DUKE REALTY CORP COM STK USD0.01	76,554 Units	839,032
EARTHLINK INC COM STK USD0.01	26,520 Units	179,275
EASTMAN CHEMICAL CO COM STK USD0.01	10,900 Units	350,435
EATON CORP COM USD0.50	22,341 Units	1,110,571
EDISON INTERNATIONAL COM STK NPV	16,700 Units	541,581
EL PASO ELECTRIC CO COM STK NPV	14,800 Units	267,732
ELECTRONICS FOR IMAGING INC COM STK USD0.01	11,935 Units	114,099
EMULEX CORP COM STK USD0.10	43,330 Units	302,443
EQUIFAX INC COM STK USD1.25	33,380 Units	885,238
FLIR SYSTEMS INC COM STK USD0.01	35,054 Units	1,075,457
FAIRCHILD SEMICONDUCTOR INTL INC	19,900 Units	97,311
FAMILY DOLLAR STORES INC COM STK USD0.10	4,900 Units	128,356
FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01	6,820 Units	115,667
FERRO CORP COM STK USD1	9,200 Units	64,860
FIRST AMERICAN CORP COM STK USD1	15,875 Units	462,121
FIRST MIDWEST BANCORP COM STK USD0.01	3,100 Units	62,605

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FISERV INC COM STK USD0.01	18,100 Units	658,297
FLUSHING FINANCIAL CORP COM STK USD0.01	41,800 Units	499,928
FOOT LOCKER INC COM STK USD0.01	29,540 Units	216,824
FORRESTER RESEARCH INC COM STK USD0.01	3,200 Units	90,272
FRANKLIN RESOURCES INC COM STK USD0.10	13,100 Units	838,269
FULLER(H.B.)CO COM STK USD1	12,400 Units	199,764
G & K SERVICES INC CLASS'A'COM STK USD0.50	7,615 Units	153,975
GAP INC COM STK USD0.05	33,900 Units	453,921
GARDNER DENVER INC COM STK USD0.01	6,085 Units	142,024
GENCORP INC COM STK USD0.10	65,400 Units	240,672
GENENTECH INC COM STK USD0.02	57,400 Units	4,759,034
GENERAL CABLE CORP COM STK USD0.01	30,300 Units	536,007
GENERAL DYNAMICS CORP COM STK USD1	11,400 Units	656,526
GENERAL MILLS INC COM STK USD0.1	25,900 Units	1,573,425
GENZYME CORP COM STK USD0.01	11,500 Units	763,255
GILEAD SCIENCES INC COM STK USD0.001	176,400 Units	9,021,096
GOODRICH CORP COM STK USD5	31,700 Units	1,181,459
GRACO INC COM STK USD1	36,000 Units	854,280
GRANITE CONSTRUCTION COM STK USD0.01	6,475 Units	285,289
GREIF INC COM STK CLASS'A' NPV	2,400 Units	81,144
GRIFFON CORP COM STK USD0.25	18,221 Units	170,002
GROUP 1 AUTOMOTIVE INC COM STK NPV	5,275 Units	56,812
GUESS INC COM STK USD0.01	33,100 Units	511,355
GYMBOREE CORP COM STK USD0.001	41,435 Units	1,081,039
HCC INSURANCE HLDG COM STK USD1	21,400 Units	575,125
HANOVER INSURANCE GROUP INC COM STK USD0.01	10,395 Units	446,673
HARMONIC INC COM STK USD0.001	157,400 Units	883,014
HARRIS CORP COM STK USD1	11,405 Units	433,960
HARSCO CORP COM STK USD1.25	27,700 Units	766,736
HARTE-HANKS INC COM STK USD1	13,500 Units	84,240
HARTFORD FINANCIAL SERVICES GRP INC COM STK	13,600 Units	246,352
HASBRO INC COM STK USD0.50	15,500 Units	452,135
HEIDRICK & STRUGGLES COM STK USD0.01	25,930 Units	558,532
HELMERICH & PAYNE INC COM STK USD0.10	44,400 Units	1,010,100
HERCULES OFFSHORE INC COM STK NPV	115,700 Units	549,575
HEWLETT-PACKARD CO COM STK USD0.01	122,700 Units	4,462,719
HEXCEL CORP COM STK USD0.01	57,000 Units	421,230
HORACE MANN EDUCATORS CORP COM STK USD0.001	7,415 Units	68,144
HORNBECK OFFSHORE SERVICES INC COM STK USD0.01	7,021 Units	114,723
HOSPIRA INC COM STK USD0.01	10,500 Units	281,610
HUB GROUP INC CLASS'A'COM SHS USD0.01	31,500 Units	835,695
HUMANA INC COM STK USD0.166	63,900 Units	2,382,192
HUNTINGTON BANCSHARES INC COM STK NPV	119,400 Units	929,709
IMS HEALTH INC COM STK USD0.01	33,900 Units	513,924
IBERIABANK CORP COM STK USD1	3,000 Units	145,020

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IDACORP INC COM STK NPV	8,200 Units	241,490
INDEPENDENT BANK CORP(MASS) COM STK USD0.01	2,500 Units	65,850
INFOSYS TECHNOLOGIES ADR EACH REPR 10RD INR5	46,700 Units	1,147,419
ING GROEP N.V. ADR-EACH REPR 10RD(SPONS)	74,800 Units	830,280
INGRAM MICRO INC CLASS'A'COM STK USD0.01	22,050 Units	295,250
INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	62,100 Units	348,381
INTERMEC INC COM STK USD0.01	48,700 Units	646,736
INTERNATIONAL BUS MACH CORP COM STK USD0.20	8,000 Units	673,280
INTERNATIONAL FLAVORS & FRAGRANCES COM STK	11,600 Units	347,202
INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK	11,910 Units	342,174
INTUIT INC COM STK USD0.01	28,100 Units	668,499
INVACARE CORP COM STK NPV	5,415 Units	84,108
ION GEOPHYSICAL CORPORATION COM STK USD0.01	84,900 Units	291,207
ISIS PHARMACEUTICAL COM STK USD0.001	62,000 Units	879,160
JACK IN THE BOX INC COM STK USD0.01	8,900 Units	196,601
JACKSON HEWITT TAX SERVICE INC COM STK USD0.01	17,810 Units	282,645
JARDEN CORP COM STK NPV	5,155 Units	59,283
JOHNSON & JOHNSON COM STK USD1	25,400 Units	1,519,682
JOHNSON CONTROLS INC COM STK USD0.01388	31,200 Units	570,921
JOURNAL COMMUNICATIONS INC COM STK USD0.01	11,400 Units	27,930
KENNAMETAL INC CAP STK USD1.25	7,400 Units	164,206
KFORCE INC COM STK USD0.01	5,092 Units	39,107
KINDRED HEALTHCARE INC COM STK USD0.25	21,345 Units	277,912
KNOLL INC COM STK USD1	25,540 Units	230,371
LSI CORPORATION COM STK USD0.01	123,700 Units	406,973
L3 COMMUNICATIONS HLDGS INC COM STK USD0.01	9,008 Units	664,610
LAM RESEARCH CORP COM STK USD0.001	34,000 Units	723,520
LANCE INC COM STK USD0.833	6,200 Units	142,228
LANDSTAR SYSTEMS INC COM STK USD0.01	6,770 Units	260,171
LEGGETT & PLATT INC COM STK USD0.01	27,200 Units	419,968
LENNOX INTERNATIONAL INC COM STK USD0.01	9,055 Units	293,654
LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01	4,500 Units	121,050
LIN TV CORP COM STK USD0.01	86,100 Units	93,849
LINCARE HLDGS INC COM STK USD0.01	18,745 Units	504,803
LINCOLN NATIONAL CORP COM STK USD1.25	80,600 Units	1,518,504
LIVE NATION INC COM STK USD0.01	22,885 Units	131,360
LOCKHEED MARTIN CORP COM STK USD1	29,200 Units	2,455,136

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LODGENET INTERACTIVE CORP	70,400 Units	49,280
LUBRIZOL CORP COM STK NPV	10,100 Units	367,539
MDC HLDGS INC COM STK USD0.01	3,940 Units	119,382
MPS GROUP INC COM STK USD0.01	19,025 Units	143,258
MACERICH CO COM STK USD0.01	5,782 Units	105,001
MACK CALI REALTY CORP COM STK USD0.01	2,500 Units	61,250
MANITOWOC CO INC COM STK USD0.01	11,175 Units	96,776
MARATHON OIL CORP COM STK USD1	42,800 Units	1,171,008
MASSEY ENERGY COM COM STK USD0.625	6,195 Units	85,429
MAXIMUS INC COM STK NPV	7,216 Units	253,354
MCAFEE INC COM STK USD0.01	9,990 Units	345,354
MCDONALD'S CORP COM STK USD0.01	7,500 Units	466,425
MEADWESTVACO CORPORATION COM NPV	31,700 Units	354,723
MEDAREX INC COM STK USD0.01	86,700 Units	483,786
MENS WEARHOUSE INC COM STK USD0.01	8,425 Units	114,075
MERCK & CO INC COM STK USD0.01	- Units	21,888
METTLER TOLEDO COM STK USD0.01	4,400 Units	296,560
MICROSOFT CORP COM STK USD0.00000625	116,400 Units	2,262,816
MICROSTRATEGY INC.	1,600 Units	59,408
MICROCHIP TECHNOLOGY COM STK USD0.001	21,500 Units	419,895
MILLER(HERMAN) INC COM STK USD0.20	44,500 Units	584,816
MINERALS TECHNOLOGIES INC COM STK USD0.10	1,900 Units	77,710
MONRO MUFFLER BRAKE INC COM STK USD0.01	3,300 Units	84,150
MONSTER WORLDWIDE INC COM STK USD0.001	8,200 Units	99,138
MOODYS CORP COM STK USD1	9,000 Units	180,810
MOOG INC CLASS'A'(LIM.V)USD1	4,500 Units	164,565
MUELLER INDUSTRIES INC COM STK USD0.01	5,220 Units	130,918
MYERS INDUSTRIES INC COM STK NPV	6,200 Units	49,972
MYLAN INC COM STK USD0.50	67,000 Units	662,630
NBTY INC COM STK USD0.008	11,398 Units	178,379
NATIONAL OILWELL VARCO INC COM STK USD0.01	20,000 Units	488,800
NATIONAL PENN BANCSHARES COM STK NPV	3,900 Units	56,589
NATIONWIDE HEALTH PROPERTIES INC COM STK USD0.10	412 Units	11,833
NAVIGATORS GROUP INC COM STK USD0.10	900 Units	49,419
NEW YORK TIMES CO COM CLASS'A'STK USD0.10	34,900 Units	255,817
NIKE INC CLASS'B'COM STK NPV	47,100 Units	2,413,475
NOBLE ENERGY INC COM STK USD3.33 1/3	12,800 Units	630,016
NORTHWEST NATURAL GAS CO COM STK USD3.167	3,900 Units	172,497
NOVELLUS SYSTEMS INC COM STK NPV	46,900 Units	578,746
NUCOR CORP COM STK USD0.40	7,600 Units	353,780
OSI PHARMACEUTICALS INC COM STK USD0.01	29,300 Units	1,144,165
OCCIDENTAL PETROLEUM CORP COM USD0.20	36,200 Units	2,183,702
OCEANEERING INTERNATIONAL INC COM STK USD0.25	4,200 Units	122,388

OLD DOMINION FREIGHT LINE INC COM STK USD0.10	4,000 Units	113,840
OMNICARE INC COM STK USD1	20,870 Units	579,351
OMNIVISION TECHNOLOGIES INC COM STK USD0.001	16,935 Units	88,909
O'REILLY AUTOMOTIVE INC COM STK USD0.01	27,500 Units	845,350
OSHKOSH CORPORATION	84,515 Units	751,338
OVERSEAS SHIPHOLDING GROUP INC COM STK USD1	14,000 Units	589,540
OXFORD INDUSTRIES INC COM STK USD1	3,000 Units	26,310
PHH CORP COM STK NPV	26,630 Units	339,000
PPG INDUSTRIES INC COM STK USD1.666	8,000 Units	339,440
PACTIV CORP COM STK USD0.01	40,900 Units	1,017,592
PALL CORP COM STK USD0.10	41,800 Units	1,188,374
PALM INC COM STK USD0.001	75,000 Units	230,250
PANTRY INC COM STK USD0.01	3,900 Units	83,655
PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01	12,800 Units	161,920
PARKER-HANNIFIN CORP COM STK USD0.50	13,450 Units	572,163
PAYCHEX INC COM STK USD0.01	23,500 Units	617,580
PEPSICO INC CAP STK USD0.0166	62,300 Units	3,438,649
PERINI CORP COM STK USD1	6,140 Units	143,553
PEROT SYSTEMS CLASS'A'COM STK USD0.01	131,800 Units	1,801,706
PFIZER INC COM STK USD0.05	86,900 Units	1,538,999
PHILIP MORRIS INTERNATIONAL INC NPV	34,500 Units	1,520,319
PINNACLE WEST CAPITAL CORP COM STK USD2.50	27,600 Units	886,788
PITNEY BOWES INC COM STK USD1	22,400 Units	570,752
PRECISION CASTPARTS CORP COM NPV	39,900 Units	2,373,252
PRICELINE.COM INC COM STK USD0.008	15,000 Units	1,104,750
PROGRESS ENERGY INC COM STK NPV	13,400 Units	533,990
PROGRESS SOFTWARE CORP COM STK USD0.01	5,200 Units	100,152
PROSPERITY BANCSHARES INC COM STK USD1	4,200 Units	124,856
PRUDENTIAL FINANCIAL INC COM STK USD0.01	28,300 Units	856,358
PUBLIC SERVICE ENTERPRISE GROUP INC COM STK NPV	19,100 Units	557,147
PUGET ENERGY INC COM STK NPV	13,215 Units	360,373
PULTE HOMES INC COM STK USD0.01	30,520 Units	334,804
QUALCOMM INC COM STK USD0.0001	117,500 Units	4,228,825
QUESTAR CORP COM STK NPV	16,500 Units	539,385
QWEST COMMUNICATIONS INTL INC COM STK USD0.01	151,300 Units	550,732
RC2 CORP COM STK USD0.01	10,700 Units	114,169
RF MICRO DEVICES INC COM STK NPV	140,800 Units	109,824
RAMCO-GERSHENSON PROPERTIES TRUST SBI USD0.01	7,600 Units	48,726
RAYMOND JAMES FINANCIAL INC COM STK USD0.01	11,000 Units	189,640
RAYONIER INC COM STK NPV	5,100 Units	159,885
RAYTHEON CO COM STK USD0.01	35,000 Units	1,796,200

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REDWOOD TRUST INC COM STK USD0.01	4,270 Units	66,868
REGENCY CENTERS CORP COM STK USD0.01	2,300 Units	107,410
REGIS CORP COM STK USD0.05	7,580 Units	110,137
REINSURANCE GROUP OF AMERICA USD0.01	8,435 Units	361,187
RELIANCE STEEL & ALUMINIUM COM STK NPV	14,400 Units	288,886
REPUBLIC SERVICES INC COM STK USD0.01	10,500 Units	262,290
RESEARCH IN MOTION COM NPV	55,500 Units	2,252,190
ROBERT HALF INTERNATIONAL INC COM STK USD1	30,400 Units	632,928
ROCK-TENN CO CLASS'A'COM STK USD0.01	2,635 Units	90,064
ROCKWELL COLLINS INC COM STK USD0.01	17,000 Units	664,530
ROSS STORES INC COM STK USD0.01	15,100 Units	450,358
ROWAN COS INC COM STK USD0.125	23,900 Units	380,010
ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS	20,000 Units	1,058,800
RUDDICK CORP COM STK USD1	11,200 Units	311,024
RYDER SYSTEM INC COM STK USD0.50	1,000 Units	38,780
S & T BANCORP INC COM STK USD2.50	2,100 Units	75,201
SY BANCORP INC COM STK NPV	1,400 Units	38,738
ST.JUDE MEDICAL INC COM STK USD0.10	24,300 Units	800,928
ST MARY LAND & EXPLORATION COM STK USD0.01	20,700 Units	420,417
SARA LEE CORP COM STK USD0.01	46,400 Units	459,360
SCHLUMBERGER COM STK USD0.01	51,500 Units	2,191,776
SCHOLASTIC CORP COM STK USD0.01	1,700 Units	23,086
SCHWAB(CHARLES)CORP COM STK USD0.01	228,100 Units	3,688,377
SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV	9,905 Units	294,377
SEABRIGHT INSURANCE HLDGS INC COM STK USD0.01	4,200 Units	49,308
SEACHANGE INTERNATIONAL INC COM STK USD0.01	82,600 Units	595,546
SEATTLE GENETICS INC COM STK USD0.01	59,600 Units	532,824
SERVICE CORPORATION INTERNATIONAL COM STK USD1	37,485 Units	186,300
SHERWIN-WILLIAMS CO COM STK USD1	8,200 Units	489,950
SIMON PROPERTY GROUP INC COM STK USD0.0001	13,300 Units	706,629
SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK	60,000 Units	198,000
SKECHERS USA INC CLASS'A'COM STK USD0.001	15,435 Units	197,877
SKYWEST INC COM STK NPV	3,000 Units	55,920
SMUCKER(J.M.)CO COM STK NPV	4,200 Units	182,112
SONOCO PRODUCTS CO COM STK NPV	23,800 Units	551,208
SOTHEBYS INC CLASS'A'LIM.V COM STK USD0.10	31,000 Units	275,590
SOUTHWESTERN ENERGY CO COM STK USD0.10	56,200 Units	1,628,114
SPARTAN STORES INC COM STK USD0.01	5,100 Units	118,575
STANCORP FINANCIAL GROUP COM STK NPV	3,000 Units	125,310

STANDEX INTERNATIONAL CORP COM STK USD1.5	9,100 Units	180,544
STATE AUTO FINANCIAL CORP COM STK NPV	5,425 Units	163,076
STEEL DYNAMICS INC COM STK USD0.01	29,600 Units	333,888
STEELCASE INC COM STK NPV	40,600 Units	231,420
STIFEL FINANCIAL CORP COM STK USD0.15	2,650 Units	121,503
SUN COMMUNITIES INC COM STK USD0.01	10,300 Units	144,200
SUN MICROSYSTEMS INC COM STK USD0.001	29,365 Units	112,174
SUPERVALU INC COM STK USD1	45,300 Units	661,380
SWIFT ENERGY CO COM STK USD0.01	3,600 Units	60,516
SYBASE INC COM STK USD0.001	15,774 Units	390,722
SYKES ENTERPRISES INC COM STK USD0.01	6,900 Units	131,928
SYMANTEC CORP COM STK USD0.01	50,300 Units	680,056
TCF FINANCIAL COM STK USD0.01	35,100 Units	479,466
TJX COS INC COM STK USD1	23,200 Units	477,224
TANGER FACTORY OUTLET CENTERS COM STK USD0.01	1,100 Units	41,382
TAUBMAN CENTRES INC COM STK USD0.01	1,500 Units	38,813
TECHNITROL INC COM STK USD0.125	28,780 Units	102,673
TERADYNE INC COM STK USD0.125	15,115 Units	63,785
TEREX CORP COM STK USD0.01	55,500 Units	961,260
TERRA INDUSTRIES COM STK NPV	29,800 Units	496,766
TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1	78,000 Units	3,320,460
THERMO FISHER SCIENTIFIC INC COM STK USD1	64,200 Units	2,187,294
THOMAS & BETTS CORP COM STK USD0.10	37,200 Units	893,544
THOR INDUSTRIES COM STK USD0.10	14,490 Units	191,993
TORO CO COM STK USD1	7,765 Units	257,410
TRIMBLE NAVIGATION COM STK NPV	21,500 Units	464,615
TUPPERWARE BRANDS CORP COM STK USD0.01	7,115 Units	163,076
URS CORP COM STK USD0.01	8,400 Units	342,468
ULTRA PETROLEUM CORP COM NPV	18,400 Units	634,984
UNIFI INC COM STK USD0.10	95,000 Units	267,900
UNION PACIFIC CORP COM STK USD2.50	9,200 Units	442,244
UNITED BANKSHARES INC COM STK USD2.50	4,400 Units	147,444
UNITED RENTALS INC COM STK USD0.01	90,006 Units	820,855
UNITED STATES CELLULAR CORP COM STK USD1	19,900 Units	860,476
UNITED STATES STEEL CORP COM STK USD1	12,700 Units	472,440
UNITED STATIONERS INC COM STK USD0.10	8,200 Units	274,618
UNITRIN COM STK USD0.10	12,450 Units	198,453
UNIVERSAL CORP COM STK NPV	3,035 Units	90,655
VF CORP COM STK NPV	9,100 Units	498,407
VALSPAR CORP COM STK USD0.50	41,800 Units	762,432
VISHAY INTL USD0.10	89,900 Units	307,458
WADDELL & REED FINANCIAL INC CLASS'A'COM STK	35,300 Units	552,445
WAL-MART STORES INC COM STK USD0.10	76,000 Units	4,278,610
	2,785 Units	54,670

WARNACO GROUP INC CLS'A'COM STK

USD0.01

WASHINGTON FEDERAL INC COM STK USD1	15,815 Units	237,383
WATERS CORP COM STK USD0.01	14,300 Units	524,095
WATSON WYATT WORLDWIDE INC CLASS'A'COM STK USD0.01	6,145 Units	294,315
WEBSTER FINANCIAL CORP COM STK USD0.01	13,765 Units	189,682
WERNER ENTERPRISES INC COM STK USD0.01	25,600 Units	443,904
WESTAMERICA BANCORP COM STK NPV	1,900 Units	97,185
WESTERN UNION COMPANY (THE) COM STK USD0.01	55,700 Units	798,738
WHIRLPOOL CORP COM STK USD1	10,200 Units	421,770
WHITING PETROLEUM CORP COM STK USD0.001	8,020 Units	268,349
WORLD FUEL SERVICES CORP COM STK USD0.01	6,065 Units	224,632
WYETH COM USD0.333	98,600 Units	3,698,486
XEROX CORP COM STK USD1	72,900 Units	584,345
YUM BRANDS INC COM STK NPV	5,200 Units	163,800
CADBURY PLC ADR EACH REPR 4 ORD	14,700 Units	524,349
AMERISOURCEBERGEN CORP COM STK NPV	51,970 Units	1,853,250
AMERICAN EAGLE OUTFITTER COM STK USD0.01	9,915 Units	93,796
INVENTIV HEALTH INC COM STK USD0.001	8,200 Units	94,628
USEC INC COM STK USD0.10	83,800 Units	376,262
TOTAL S A SPONSORED ADR(CNV 1/2 SHS EUR10)	20,200 Units	1,117,060
TRAVELERS COS INC/THE	19,000 Units	858,800
BARCLAYS ADR-EACH REP 4 ORD STK GBP0.25(JPM)	78,764 Units	771,887
AFC ENTERPRISES INC COM STK USD0.001	7,700 Units	36,113
ACUITY BRANDS INC COM STK USD0.01	7,130 Units	248,908
ADOBE SYSTEMS INC COM STK USD0.0001	115,800 Units	2,465,382
ADVANCE AUTO PARTS INC COM STK USD0.0001	17,185 Units	579,306
AETNA INC NEW COM STK USD0.001	51,900 Units	1,479,150
AKAMAI TECHNOLOGIES COM STK USD0.01	58,700 Units	885,783
ALLEGHENY TECHNOLOGIES INC COM STK USD0.10	6,645 Units	169,647
ALTRIA GROUP INC COM STK USD0.333	99,000 Units	1,525,852
AMERIPRISE FINANCIAL INC COM STK USD0.01	50,900 Units	1,189,024
APARTMENT INVESTMENT & MANAGEMENT COM STK USD0.01	13,999 Units	190,806
APOLLO INVESTMENT CORP COM STK USD0.001	16,860 Units	156,967
APPROACH RESOURCES INC COM STK USD0.01	8,095 Units	59,174
ARES CAPITAL CORP COM STK USD0.001	13,425 Units	90,619
ARRIS GROUP INC COM STK USD0.01	70,700 Units	562,065
ASSURANT INC COM STK USD0.01	41,020 Units	1,230,600
BJS WHOLESALE CLUB INC COM STK USD0.01	13,400 Units	459,084
BILL BARRETT CORP COM NPV	14,500 Units	306,385

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CRA INTERNATIONAL INC COM	3,100 Units	83,483
CABLEVISION SYSTEMS CORP NY GROUP COM		
STK USD0.01	62,200 Units	1,047,448
CAMECO CORP COM NPV	74,800 Units	1,293,972
CAPITALSOURCE INC COM STK USD0.01	38,095 Units	177,904
CAPSTEAD MTGE.CORP COM STK USD0.01	38,715 Units	430,898
CENTENNIAL COMMUNICATIONS CORP		
CLASS'A'COM STK	139,300 Units	1,122,758
CENTENE CORP(DEL) COM STK USD0.001	8,490 Units	167,338
CIBER INC COM STK USD0.01	23,100 Units	111,111
CISCO SYSTEMS INC COM STK USD0.001	227,800 Units	3,713,140
CLIFFS NATURAL RESOURCES INC	12,500 Units	320,125
CONCHO RESOURCES INC COM STK USD0.001	11,295 Units	257,752
CONOCOPHILLIPS COM STK USD1.25	21,000 Units	1,087,800
CONSOL ENERGY INC COM STK USD0.01	8,000 Units	228,640
CORPORATE EXECUTIVE BOARD CO COM STK		
USD0.01	6,640 Units	146,478
COSTCO WHOLESALE CORP COM STK		
USD0.005	41,600 Units	2,184,000
DAVITA INC COM STK USD0.001	9,970 Units	494,213
DIRECTV GROUP INC COM STK USD0.01	20,400 Units	467,364
DISCOVERY COMMUNICATIONS INC CLS 'A'		
USD0.01	62,050 Units	878,628
DISCOVERY COMMUNICATIONS INC CLS 'C'		
USD0.01	29,050 Units	388,980
DYNACORP INTERNATIONAL INC COM STK		
USD0.01	2,500 Units	37,925
ENI ADR EACH REP 2 ORD (MGT)	23,300 Units	1,114,206
EDUCATION REALTY TRUST INC COM STK		
USD0.01	4,864 Units	25,390
ENERGEN CORP COM STK USD0.01	12,000 Units	351,960
ENERSYS COM USD0.01	12,865 Units	141,515
ENTEGRIS INC COM STK USD0.01	28,755 Units	62,973
ENTERGY CORP COM STK USD0.01	6,300 Units	523,719
EXPEDIA INC COM STK USD0.001	27,895 Units	229,855
EXXON MOBIL CORP COM STK NPV	14,600 Units	1,165,518
FACET BIOTECH CORP USD0.01	14,700 Units	140,973
FIDELITY NATIONAL FINANCIAL INC CLASS 'A'		
COM STK	20,810 Units	369,378
FIRST CITIZENS BANCSHARES INC NRTH		
CLASS'A'SHS	1,505 Units	230,378
FLOWERVE CORP COM STK USD1.25	14,800 Units	765,750
FREEPORT-MCMORAN COPPER & GOLD INC		
COM STK USD0.10	13,900 Units	339,716
GAMESTOP CORPORATION NEW CLASS 'A'		
COM USD0.001	52,294 Units	1,132,688
GLAXOSMITHKLINE ADR EACH REPR 2 ORD		
GBP0.25	41,502 Units	1,568,953
GLOBAL PAYMENTS INC COM STK USD0.001	4,700 Units	154,113
GOLDMAN SACHS GROUP INC COM STK		
USD0.01	7,900 Units	666,681

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GOOGLE INC COM STK USD0.001 CLS'A'	16,100 Units	4,953,165
GREATBATCH INC COM STK USD0.001	2,261 Units	59,826
HARRIS STRATEX NETWORKS INC COM STK USD0.01 CLS'A'	26,500 Units	136,740
HATTERAS FINANCIAL CORP USD0.001	19,565 Units	539,994
HEALTH CARE REIT INC COM STK USD1	1,020 Units	43,044
HEALTHSPRING USD0.01	5,445 Units	108,737
HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV	63,510 Units	459,812
HERTZ GLOBAL HOLDINGS INC COM STK USD0.01	104,725 Units	530,956
ICT GROUP INC COM STK USD0.01	6,300 Units	28,854
ITT EDUCATIONAL SERVICES INC COM STK USD0.01	4,800 Units	455,904
IMATION CORP COM STK USD0.01	14,365 Units	194,933
INFINITY PROPERTY & CASUALTY CORP COM NPV	3,165 Units	147,900
INSIGHT ENTERPRISE INC COM STK USD0.01	16,300 Units	112,470
INTERACTIVE DATA CORP COM STK NPV	10,500 Units	258,930
JPMORGAN CHASE & CO COM STK USD1	26,100 Units	822,933
JONES LANG LASALLE INC COM STK USD0.01	12,975 Units	359,408
KADANT INC COM STK USD0.01	4,600 Units	62,008
KB HOME COM STK USD1	40,800 Units	555,696
L-1 IDENTITY SOLUTIONS INC COM STK USD0.001	35,900 Units	241,966
LIFE TECHNOLOGIES CORP COM	36,800 Units	857,808
LIFEPOINT HOSPITALS INC COM STK USD0.01	8,825 Units	201,563
MB FINANCIAL INC COM STK USD0.01	1,500 Units	41,925
MFA FINANCIAL INC COM STK USD0.01	124,475 Units	759,298
MANPOWER INC COM STK USD0.01	22,565 Units	766,984
MCKESSON CORP COM STK USD0.01	39,400 Units	1,531,818
MEDCO HEALTH SOLUTIONS INC COM STK USD0.01	53,500 Units	2,242,185
METLIFE INC COM STK USD0.01	24,500 Units	854,070
MOLINA HEALTHCARE INC COM STK USD0.001	7,700 Units	135,597
MONSANTO CO COM STK USD0.01	44,000 Units	3,095,400
THE MOSAIC COMPANY	22,500 Units	778,500
MYRIAD GENETICS INC COM STK USD0.01	28,300 Units	1,875,158
NII HOLDINGS INC COM STK USD0.001	62,500 Units	1,136,250
NAVIGANT CONSULTING INC COM STK USD0.001	9,300 Units	147,591
NETAPP INC COM STK NPV	59,400 Units	829,818
NISOURCE INC COM STK NPV	49,200 Units	539,724
NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001	18,035 Units	188,105
NVIDIA CORP COM STK USD0.001	92,070 Units	743,005
NV ENERGY INC COM STK USD0.01	14,160 Units	140,042
ORACLE CORP COM STK USD0.01	98,000 Units	1,737,540
PDL BIOPHARMA INC COM STK USD0.01	73,500 Units	454,230
PG&E CORP COM STK NPV	12,800 Units	500,480
PNM RESOURCES INC COM STK USD5	33,365 Units	336,319

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PACER INTL INC COM	18,260 Units	193,191
PEPSIAMERICAS INC COM STK USD0.01	9,260 Units	189,784
POLYCOM INC COM STK USD0.0005	32,100 Units	433,671
PRICE T. ROWE ASSOC INC COM STK USD0.20	24,100 Units	854,104
PROASSURANCE CORP COM STK USD0.01	2,025 Units	106,880
PSYCHIATRIC SOLUTIONS INC COM STK USD0.01	25,900 Units	721,315
RTI INTERNATIONAL METALS INC COM STK USD0.01	27,900 Units	399,249
REGENERON PHARMACEUTICALS INC COM STK USD0.001	50,700 Units	930,852
RENT-A-CENTER INC COM STK USD0.01	17,925 Units	316,376
SLM CORP COM STK USD0.20	75,790 Units	674,531
SAKS INC COM STK USD0.10	78,000 Units	341,640
SANOFI-AVENTIS ADR ECH REP 1/2 ORD EUR2 SPON	46,800 Units	1,505,088
SCANA CORP(NEW) COM STK NPV	27,762 Units	1,001,575
SHIRE PLC	20,280 Units	908,138
SIRIUS XM RADIO INC	302,680 Units	36,322
STILLWATER MINING CO COM STK USD0.01	107,100 Units	529,074
SUNOCO INC COM STK USD1	27,900 Units	1,212,534
TW TELECOM INC CLS'A' COM STK USD0.01	72,200 Units	611,534
TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01	51,430 Units	364,639
3M CO COM STK USD0.01	10,000 Units	575,400
TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001	155,800 Units	535,952
TRUE RELIGION APPAREL INC COM STK USD0.00001	46,300 Units	575,972
UNITED AMERICA INDEMNITY LTD COM STK	3,980 Units	50,984
VALERO ENERGY CORP(NEW) COM STK USD0.01	54,500 Units	1,179,380
VECTREN CORP COM NPV	9,100 Units	227,591
VIAD CORP COM STOCK USD1.5	8,300 Units	205,674
VISA INC USD0.0001 'A'	61,400 Units	3,220,430
VOLCOM INC COM STK USD0.001	3,400 Units	37,060
WESCO INTERNATIONAL INC COM STK USD0.01	9,995 Units	192,204
WPT ENTERPRISES INC COM STK USD0.001	21,127 Units	9,085
YAMANA GOLD INC COM NPV	30,500 Units	235,778
AMDOCS ORD GBP0.01	33,600 Units	614,544
ARGO GROUP INTL HLDGS COM STK USD0.01	7,919 Units	268,612
ASPEN INSURANCE HLDGS COM STK USD0.15144558	5,800 Units	140,650
ASSURED GUARANTY LTD COM STK USD0.01	86,700 Units	988,380
ACCENTURE COM STK CLS'A' USD0.0000225	19,800 Units	649,242
BUNGE LTD COM STK USD0.01	7,300 Units	377,921
CASTLEPOINT HOLDINGS LTD COM STK USD0.01	16,900 Units	229,164
ENDURANCE SPECIALTY HLDGS LTD USD1	19,500 Units	595,335
FOSTER WHEELER LTD ORD USD1	15,200 Units	355,376

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HERBALIFE LTD	23,300 Units	505,144
IPC HLDGS COM STK USD0.01	16,235 Units	485,427
LAZARD LTD COM STK CLASS 'A' USD0.01	83,900 Units	2,495,186
MAX CAPITAL GROUP COM STK USD1	40,015 Units	708,266
NOBLE CORP COM STK USD0.1	25,400 Units	561,086
OPENTV CORP NPV CLASS'A'	216,900 Units	266,787
PARTNERRE COM STK USD1	5,270 Units	375,593
PLATINUM UNDERWRITERS HLDGS LTD SHS	16,191 Units	584,171
TYCO INTERNATIONAL LTD USD0.10	25,400 Units	553,720
WILLIS GROUP HOLDINGS COM STK USD0.000115	18,328 Units	460,766
XOMA LTD COM STK USD0.0005	186,800 Units	115,816
ACE LIMITED CHF33.74	15,500 Units	820,260
ALCON INC CHF0.20	33,900 Units	3,023,541
CORE LABORATORIES NV EUR0.01	900 Units	53,874
STEINER LEISURE COM STK USD0.01	24,000 Units	708,480
FLEXTRONICS INTERNATIONAL ORD USD0.01	144,112 Units	368,927
VERIGY LTD COM NPV	8,430 Units	81,097
Total Corporate Stock		\$ 345,027,766

Corporate Debt Securities

AIFUL CORPORATION 5% DUE 10/AUG/2005	70,000 Units	\$ 39,857
AIR 2 US 8.027% NTS 01/OCT/2020 USD1000 SER'A'	79,386 Units	61,133
ALCOA INC 6% BDS 15/JUL/2013 USD2000	80,000 Units	74,548
ALTERNATIVE LOAN TRUST 2006-OA 4-A-1 VARIABLE	248,462 Units	96,903
ALTERNATIVE LOAN TRUST 2007-AL A-1 5.570%	105,099 Units	39,727
ALTRIA GROUP INC 9.7% NTS 10/NOV/2018 USD1000	140,000 Units	153,240
AMERICA MOVIL SAB DE CV 5.625% SNR NTS 15/NOV/2017	40,000 Units	35,849
AMERICAN EXPRESS CO FLTG RTE DEB 01/SEP/2066	50,000 Units	27,028
AMERICAN EXPRESS CREDIT CORP 5.875% BDS	20,000 Units	19,392
AMERICAN HOME MORTGAGE ASSETS TRUST 2006-2 2A1	246,544 Units	97,697
AMERICAN HOME MORTGAGE ASSETS TRUST 2006-3 3A12	219,542 Units	88,700
AMERICAN HOME MORTGAGE ASSETS TRUST 2006-4 I-A-1-	308,061 Units	107,346
AMERICAN INTERNATIONAL GROUP INC 5.85% MTN	20,000 Units	13,942
ANADARKO FINANCE CORP 7.5% BDS 01/MAY/2031 USD1000	140,000 Units	125,549
ANADARKO PETROLEUM CORP 5.79% SR FLTG RATE NTS	110,000 Units	105,375
ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016	20,000 Units	18,017
	90,000 Units	72,704

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ANADARKO PETROLEUM CORP 6.45% SNR NTS
15/SEP/2036

AOL TIME WARNER INC 6.875% NTS 01/MAY/2012 USD1000	100,000 Units	97,215
AOL TIME WARNER INC 7.7% BDS 01/MAY/2032 USD1000	30,000 Units	30,422
APACHE CORP 6% NTS 15/SEP/2013 USD2000	70,000 Units	73,645
BAC CAPITAL TRUST XIV 5.63% NTS PERP USD1000	10,000 Units	4,175
BAKER HUGHES INC 7.5% BDS 15/NOV/2018 USD1000	90,000 Units	100,960
BANC OF AMERICA COMMERCIAL MORTGAGE 5.8379% BDS	90,000 Units	59,270
BANC OF AMERICA COMMERCIAL MORTGAGE TRUST 2006-3	430,000 Units	352,539
BANC OF AMERICA FUNDING 2006-E TRUST 2006-E 2-A-1	198,959 Units	104,700
BANC OF AMERICA FUNDING 2006-G TRUST 2006-G 2-A-2	184,258 Units	160,029
BANK OF AMERICA CORP 8.125% BDS 29/DEC/2049	70,000 Units	53,098
BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR	288,409 Units	224,984
BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14	172,894 Units	129,657
BEAR STEARNS ALT-A TR 2004-11 MTG PASSTHRU CTF CL	109,365 Units	60,454
BEAR STEARNS ALT-A TRUST 2004-11 II-A-6 VARIABLE	88,857 Units	56,842
BEAR STEARNS CO 6.4% BDS 02/OCT/2017 USD1000	120,000 Units	126,600
BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000	20,000 Units	22,521
BEAR STEARNS SECURITIES TRUST 01-3 A-1 VARIABLE	10,635 Units	8,289
BEAR STEARNS STRUCTURED PRODUCTS TRUST 2007-EM A-1	296,927 Units	253,661
BP CAPITAL MARKETS 5.25% GTD SNR NTS 07/NOV/2013	140,000 Units	147,254
CARDINAL HEALTH INC 5.85% NTS 15/DEC/2017 USD1000	100,000 Units	90,428
CATERPILLAR FINANCIAL SERVICES CORP SER'F' 6.2% MTN	100,000 Units	104,728
C-BASS MORTGAGE LOAN ASSET BACKED CERTIFICATES	95,100 Units	62,696
CITIGROUP INC 4.125% 22/FEB/2010	140,000 Units	140,029
CITIGROUP INC 5% NTS 15/SEP/2014 USD1000	180,000 Units	160,975
CITIGROUP INC 5.625% BDS 27/AUG/2012 USD1000	110,000 Units	105,248
CITIGROUP INC 5.875% BDS 29/MAY/2037 USD1000	20,000 Units	20,089

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CITIGROUP INC 6.125% NTS 25/AUG/2036		
USD1000	10,000 Units	9,172
CITIGROUP INC 6.875% SNR NTS 05/MAR/2038	120,000 Units	139,205
COMCAST CORP 6.5% BDS 15/JAN/2017 USD1000	90,000 Units	91,592
COMCAST CORP 6.50 15/JAN/2015	210,000 Units	212,710
COMM 2006-C8 A-4 5.306% 10/DEC/2046	310,000 Units	227,627
CONOCO INC 6.95% SNR NTS 15/APR/2029		
USD1000	270,000 Units	294,509
COUNTRYWIDE ALTERNATIVE LOAN TRUST		
2005-44 1A1 VAR	300,028 Units	138,605
COUNTRYWIDE ALTERNATIVE LOAN TRUST		
SER#2005-59	214,843 Units	107,444
COUNTRYWIDE FINANCIAL CORP 5.8% BDS		
07/JUN/2012	70,000 Units	68,496
COUNTRYWIDE HOME EQUITY LOAN TRUST		
2004-R CL 2A	167,721 Units	50,753
CREDIT SUISSE COMMERCIAL MORTGAGE		
TRUST 2006-C2	200,000 Units	163,795
CREDIT SUISSE COMMERCIAL MORTGAGE		
TRUST 2007-C5	70,000 Units	41,916
CREDIT SUISSE COMMERCIAL MTG TRUST		
5.467% CMO	360,000 Units	266,515
CREDIT SUISSE GUERNSEY 5.86% UNDATED		
BDS USD2000	40,000 Units	18,974
CREDIT SUISSE MORTGAGE CAPITAL		
CERTIFICATE 2007-C4	150,000 Units	90,301
CREDIT SUISSE MORTGAGE CAPITAL		
CERTIFICATE 2007-C4	200,000 Units	124,665
CSMC TRUST 2006-CF2 VAR 25/MAY/2036	139,785 Units	87,688
CVS CORP 126650AQ3 5.789% 10/JAN/2026	34,734 Units	26,556
CVS CORP BDS PASSTHRU CT 6.036%		
10/DEC/2028	216,489 Units	132,437
CVS LEASE PASS THROUGH 5.88% 10/JAN/2028	2,791 Units	2,553
CWABS ASSET-BACKED NOTE TRUST 2006-SD		
A-1 14	175,264 Units	125,721
CWALT ALTERNATIVE LN TR SER 2006 OA FR		
CMO	190,139 Units	82,508
CWALT INC 12667GPB3 20/JUL/2035	176,633 Units	87,188
CWHEQ REVOLVING HOME EQUITY LOAN		
RESECURITIZATION	180,041 Units	25,237
CWMBS INC 12669GUX7 25/MAR/2035	119,659 Units	56,160
CWMBS, INC. 2003-60 DUE 25/FEB/2034	223,518 Units	153,720
DAIMLER NORTH AMERICA CORPORATION		
5.875% BDS	170,000 Units	151,181
DELTA AIR LINES INC 6.619% ASSET BKD NTS	73,889 Units	64,283
DELTA AIR LINES VAR 10/AUG/2022	93,494 Units	58,126
DEUTSCHE TELEKOM INTL FINANCE B.V.		
5.75% BDS	70,000 Units	68,102
DIAGEO 7.375% BDS 15/JAN/2014 USD1000	140,000 Units	151,143
DOMINION RESOURCES INC 5.7% 17/SEP/2012	130,000 Units	130,864
	20,000 Units	21,716

DOMINION RESOURCES INC(VIRGINIA) 8.875% BDS		
DRIVE AUTO RECEIVABLES TRUST 2006-2 A-3 14 5.330%	320,000 Units	282,357
DUKE ENERGY CORP 5.625% DUE 30/NOV/2012	170,000 Units	173,952
ENTERPRISE PRODUCTS OPER L P 9.75% BDS 31/JAN/2014	130,000 Units	133,187
EUROHYPO AG 5% MTN 20/JAN/2012 USD1000 '144A'	10,000 Units	10,867
EXELON CORP 5.625% BDS 15/JUN/2035 USD1000	35,000 Units	22,182
FHLMC GOLD TBA 30 YR 5.5% MBPT 15/JAN/2033 USD1000	800,000 Units	818,750
FIRST HORIZON ALTERNATIVE MORTGAGE SECURITIES	108,799 Units	32,579
FIRSTENERGY CORP 6.45% BDS 15/NOV/2011 USD1000	70,000 Units	66,745
FIRSTENERGY CORP 7.375% BDS 15/NOV/2031 USD1000	165,000 Units	157,648
FNMA TBA 15YR TBA 05.000% JAN	500,000 Units	513,125
FNMA TBA 5% MBPT 15/JAN/2034 USD1000	5,100,000 Units	5,206,784
FNMA TBA 5.5% MBPT 15/JAN/2019 USD1000	500,000 Units	514,844
FREEPORT-MCMORAN COPPER & GOLD INC 8.375% BDS	140,000 Units	117,731
GENERAL ELECTRIC CAPITAL CORP FLTG RATE NTS	180,000 Units	114,632
GLAXOSMITHKLINE CAPITAL INC 5.65% SNR NTS	150,000 Units	158,632
GLITNIR BANKI HF 6.33% NTS 28/JUL/2011 USD1000	150,000 Units	11,160
GLITNIR BANKI HF 6.375% NTS 25/SEP/2012 USD1000	100,000 Units	6,450
GMAC COMMERCIAL MORTGAGE SECURITIES INC 2006-C1	300,000 Units	240,373
GNMA TBA 30 YR 6.5% MBPT 15/JAN/2036USD1000	700,000 Units	727,782
GOLDMAN SACHS CAPITAL II 5.793% BDS PERPETUAL	70,000 Units	27,255
GOLDMAN SACHS GROUP LP 4.500 15JNE15/JUN/2010	110,000 Units	108,613
GREENPOINT MORTGAGE FUNDING TRUST 2006-AR 1-A1B	287,932 Units	233,649
GREENPOINT MORTGAGE FUNDING TRUST 2006-AR A1-A	194,358 Units	146,202
GREENPOINT MORTGAGE FUNDING TRUST FR CMO	227,996 Units	186,526
GSAA HOME EQUITY TRUST SER 2005-5 CL A4	62,347 Units	27,544
HARBORVIEW MORTGAGE LOAN TRUST 02/OCT/2007A-1A	323,342 Units	124,457
HARBORVIEW MORTGAGE LOAN TRUST 2006-9 2A1A VAR	275,892 Units	118,736
HARBORVIEW MTG LN TR 2005-7 MTG	278,004 Units	120,693

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HARBORVIEW MTG LN TR 2006-7 2A-1A 19/SEP/2046 FLT	249,207 Units	101,580
HBOS CAPITAL FDG FR NTS 29/DEC/2049 USD1000	20,000 Units	7,400
HOLDINGS III LTD 27/SEP/2037	377,202 Units	366,856
ILFC E-CAPITAL TRUST II 6.25% BDS 21/DEC/2065	100,000 Units	41,950
IMPERIAL CMB TRUST SERIES 2003-4 DUE	5,350 Units	3,109
INDYMAC INDA 2007-AR7 1-A-1 25/NOV/2037 FLT	47,021 Units	29,231
JPMORGAN CHASE & CO 2.125% GTD BDS 22/JUN/2012	60,000 Units	60,282
JPMORGAN CHASE & CO 5.125% 15/SEP/2014	270,000 Units	265,725
JPMORGAN CHASE & CO 5.15% 01/OCT/2015	140,000 Units	133,998
KAUPTHING BK HF MTN SR BK 144A FR	310,000 Units	12,400
KERR MCGEE CORP 6.95% 01/JUL/2024	80,000 Units	72,928
KEY BANK NA 5.5% 17/SEPT/2012	20,000 Units	18,963
KINDER MORGAN ENER PART	70,000 Units	61,199
KINDER MORGAN ENERGY PARTNERS 6% SNR NTS	20,000 Units	17,864
KINDER MORGAN ENERGY PARTNERS 6.95% BDS	120,000 Units	100,895
KONINKLIJKE KPN NV 8% BDS 01/OCT/2010 USD1000	120,000 Units	123,504
KROGER CO 6.15% NTS 15/JAN/2020 USD1000	10,000 Units	10,150
LANDSBANKI ISLANDS HF 6.1% NTS 25/AUG/2011 USD1000	150,000 Units	2,625
LEHMAN BROS CAP TR VII VAR PERP	90,000 Units	9
LEHMAN BROS HLDGS INC 5.25% FR MTN '700'	50,000 Units	4,750
LEHMAN BROS HLDGS INC 6.2% BDS 26/SEP/2014 USD1000	30,000 Units	2,850
LEHMAN BROS HLDGS INC 6.5% BDS 19/JUL/2017 USD1000	80,000 Units	8
LEHMAN BROS HLDGS INC 6.75% BDS 28/DEC/2017	210,000 Units	21
LEHMAN XS TRUST 2006-14 1-A1B VARIABLE 25/SEP/2046	312,554 Units	82,825
LEHMAN XS TRUST 2006-2N 1-A1 VARIABLE 25/FEB/2046	316,589 Units	128,918
LEHMAN XS TRUST 2006-GP4 3-A1A 25/AUG/2046 FLT	170,335 Units	130,864
LEHMAN XS TRUST VAR 25/NOV/2035	197,954 Units	89,039
MASTR ADJUSTABLE RATE MORTGAGES TRUST 2007-3 1-2A1	333,240 Units	128,521
MERRILL LYNCH & CO INC 5.7% BDS 02/MAY/2017	110,000 Units	98,483
MERRILL LYNCH FIRST FRANKLIN MORTGAGE LOAN TRUST	304,005 Units	231,126
MERRILL LYNCH MORTGAGE TRUST 2006-C1 A-4 VARIABLE	400,000 Units	327,706
METLIFE INC BDS 6.4% 15/DEC/2066 USD1000	195,000 Units	117,583

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ML-CFC COML MTG TR 2007-5 A-4 12/AUG/2048 5.37800	90,000 Units	66,934
MORGAN STANLEY 5.625% BDS 09/JAN/2012 USD1000	130,000 Units	126,774
MORGAN STANLEY 6.6250% 01/APR/2018	100,000 Units	89,385
MORGAN STANLEY BDS 18/OCT/2016 USD100000	30,000 Units	20,943
MORGAN STANLEY MORTGAGE LOAN TRUST 4.215% CMO	24,339 Units	11,449
NEWS AMERICA INC 6.65% SNR NTS 15/NOV/2037 USD1000	10,000 Units	9,983
NORTHWEST AIRLINES CORP 7.575% BDS 01/MAR/2019	40,177 Units	30,143
OCCIDENTAL PETROLEUM CORP 7% SNR NTS 01/NOV/2013	120,000 Units	132,607
PACIFIC GAS & ELECTRIC 6.05% 01/MAR/2034	70,000 Units	75,756
PACIFIC GAS & ELECTRIC CO 5.8% SNR NTS 01/MAR/2037	10,000 Units	10,565
PACIFIC GAS & ELECTRIC CO 8.25% SNR NTS	10,000 Units	12,175
PEMEX PROJECT FUNDING MASTER TRUST 6.625% BDS	60,000 Units	50,967
PEPSICO INC 7.9% SNR UNSEC NTS 01/NOV/2018 USD1000	70,000 Units	86,824
PETROBRAS INTERNATIONAL FINANCE 6.125% NTS	90,000 Units	89,052
RALI SERIES TRUST 2006-QO8 I-A1B 25/OCT/2046 FLT	371,004 Units	93,724
RBSGC MORTGAGE LOAN TRUST 2007-B 1A4 VARIABLE	145,763 Units	73,802
RESONA PFD GLOBAL SECS VAR PERP 144A	60,000 Units	30,398
REYNOLDS AMERICAN INC 7.625% SNR NTS 01/JUN/2016	40,000 Units	33,567
RIO TINTO FINANCE LTD 6.5% BDS 15/JUL/2018 USD2000	100,000 Units	76,639
RUSSIAN FEDERATION MINISTRY FINANCE VAR BDS	300,000 Units	267,874
SECURITIZED ASSET BACKED RECEIVABLES LLC TRUST	300,508 Units	139,342
SHELL INTL.FIN.BV 6.375% GTD NTS 15/DEC/2038 USD	90,000 Units	101,568
SHINSEI FIN CAYMAN LTD 6.418% BDS 20/JUL/2016	110,000 Units	26,198
SIERRA TIMESHARE RECEIVABLES FUNDING LLC 2006-1	113,590 Units	92,874
SLM CORP 5% MTN 01/OCT/2013 USD1000	45,000 Units	32,761
SLM CORP 5.625% 01/AUG/2033	245,000 Units	154,370
SLM CORP 78442FCJ5 5.375% 15/MAY/2014	20,000 Units	13,635
SMFG PREFERRED CAPITAL VAR BDS PERPETUAL USD100000	100,000 Units	70,106
SOUTHERN NATURAL GAS CO 5.9% NTS 15/MAR/2017	20,000 Units	16,144

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SPRINT CAP CORP NT 8.375% DUE 15/MAR/2012	190,000 Units	156,685
STRUCTURED ASSET MORTGAGE INVESTMENTS II TRUST	239,542 Units	82,494
STRUCTURED ASSET MORTGAGE INVESTMENTS INC 2006-AR7	297,061 Units	118,052
STRUCTURED ASSET SECS CORP 4.956% MTG BDS	117,608 Units	80,201
SUNTRUST CAPITAL VIII 6.1% NTS 15/DEC/2036 USD1000	120,000 Units	84,823
TBA FNMA SF 5.50 30 YRS JAN	2,450,000 Units	2,511,250
TELECOM ITALIA CAPITAL 5.25% 01OCT20015	70,000 Units	54,206
TELECOM ITALIA CAPITAL 6.999% GTD NTS 04/JUN/2018	50,000 Units	40,825
TERWIN MORTGAGE TRUST TMTS 20 AF-3 VARIABLE	200,000 Units	168,671
THORNBURG MORTGAGE SECURITIES TRUST 2006-1 A-3	79,187 Units	78,893
THORNBURG MORTGAGE SECURITIES TRUST 2007-4 3A-1	146,436 Units	113,105
THORNBURG MTG TR 2007-4 2A-1 25/SEP/2037 FLT	155,542 Units	110,964
TIME WARNER CABLE INC 8.75% BDS 14/FEB/2019	80,000 Units	87,823
TNK-BP FINANCE CALL7.875%13/MAR/2018	200,000 Units	104,725
TOYOTA MTR CRD CORP MTN BE VR	70,000 Units	69,657
TRAVELERS COS INC VAR 15/MAR/2067	120,000 Units	80,842
TYCO INTERNATIONAL 6% NTS 15/NOV/2013 USD1000	220,000 Units	208,116
VALE OVERSEAS LIMITED 6.875% GTD NTS 21/NOV/2036	165,000 Units	151,031
VERIZON COMMUNICATIONS INC 5.5% BDS 15/FEB/2018	50,000 Units	49,131
VERIZON COMMUNICATIONS INC 8.95% SNR NTS	100,000 Units	130,586
VERIZON COMMUNICATIONS INC NT 6.1% 15/APR/2018	35,000 Units	35,324
VERIZON GLOBAL FUNDING CORP 7.375% BDS 01/SEP/2012	40,000 Units	42,830
WACHOVIA BANK COMMERCIAL MTG TST FLTGT RATE NTS	152,165 Units	63,405
WACHOVIA CORP 5.75% BDS 15/JUN/2017 USD1000	30,000 Units	29,937
WACHOVIA CORPORATION 5.25% 01/AUG/2014	220,000 Units	209,746
WAL-MART STORES INC 5.8% NTS 15/FEB/2018 USD1000	110,000 Units	124,131
WAL-MART STORES INC 6.2% BDS 15/APR/2038 USD1000	10,000 Units	11,575
WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2005-AR	462,324 Units	214,242
WAMU MORTGAGE PASS-THROUGH CERTIFICATES 2005-AR	132,004 Units	60,920

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WAMU MORTGAGE PASS-THROUGH TRUST		
2005 AR14 1A1	101,801 Units	82,401
WAMU MTG CERT 2007-OA6 1A-1B 25/JUL/2047		
FLT	362,969 Units	108,769
WAMU MTG PASS THRU CTFS SER 2006 AR		
FLTG RATE NTS	129,163 Units	75,322
WASTE MGMT INC DEL SR NT 6.375%		
15/NOV/2012	130,000 Units	122,288
WELLPOINT INC 5.875% BDS 15/JUN/2017		
USD1000	10,000 Units	9,127
WELLS FARGO CAPITAL VAR BDS 01/DEC/2086		
USD100000	100,000 Units	85,983
WELLS FARGO MORTGAGE BACKED		
SECURITIES TRUST	224,933 Units	163,889
WEYERHAEUSER CO 6.75% NTS 15/MAR/2012		
USD1000	90,000 Units	82,352
WISCONSIN POWER & LIGHT CO 6.375% DEB		
15/AUG/2037	20,000 Units	20,712
WYETH 5.95% BDS 01/APR/2037 USD2000	70,000 Units	78,761
XTO ENERGY INC SR NT 6.5% 15/DEC/2018	130,000 Units	126,219
W/PUT EURO DOLLAR FUT OPT 98.750DUE		
16/MAR/2009	(11) Units	(2,888)
W/CALL EURO DOLLAR FUT OPT 97.750DUE	Units	
16/MAR/2009	(16)	(48,200)
W/PUT EURO DOLLAR FUT OPT 97.250DUE	Units	
16/MAR/2009	(21)	(394)
W/PUT USA TREAS NTS FUT 10 126.500DUE	Units	
20/FEB/2009	(26)	(70,688)
W/CALL USA TREAS 20/FEB/2009	(4)Units	(1,875)
US LONG BOND(CBT) FUTURE MAR09	Units	
20/MAR/2009 (USH9)	(5)	16,875
2 YEAR T NOTES-CBT FUTURE SH MAR 09	Units	
(TUH9)	(1)	31
10 YEAR T NOTES-CBT FUTURE SH MAR 09	Units	
(TYH9)	(112)	173,250
5 YEAR T NOTES-CBT FUTURE LG MAR 09	Units	
(FVH9)	183	(97,219)
MAR 09 EURODOLLAR-CME FUTURE LG EDH9	44 Units	(2,200)
90DAY EURO\$ FUTR FUTURE JUN09	Units	
15/JUN/2009 (EDM9)	9	(788)
Total Corporate Debt Securities		\$ 28,808,270
Government Bonds		
UNITED MEXICAN STATES 6.75% NTS		
27/SEP/2034	257,000 Units	275,665
UNITED STATES OF AMER TREAS STRIP PRIN		
PMT	20,000 Units	12,967
UNITED STATES OF AMER TREAS BONDS 6.25%	100,000 Units	138,751
USA TREASURY BDS6.375% BDS 15/AUG/2027		
USD1000	90,000 Units	133,877
	110,000 Units	180,237

UNITED STATES OF AMER TREAS NOTES FLT TIPS			
UNITED STATES OF AMER TREAS BONDS			
2.375% BDS	660,000 Units		753,888
UNITED STATES TREAS BDS TIPS 02.000%			
15/JAN/2026	290,000 Units		301,110
UNITED STATES OF AMER TREAS NOTES NTS			
VAR	540,000 Units		589,184
UNITED STATES TREAS BDS VAR 15/JAN/2028	130,000 Units		125,299
UNITED STATES OF AMER TREAS NOTES			
2.625%	40,000 Units		43,357
UNITED STATES OF AMER TREAS BONDS 1.25%			
TB	210,000 Units		212,486
US Treasury Note – 4.625%, 2/28.2008 (912828EY)	8,665,000 Units		8,675,154
Total Government Bonds		\$	11,441,975
Mortgage Backed Securities			
FANNIE MAE 5.25% 01/AUG/2012	110,000 Units	\$	118,348
FEDERAL AGRIC MTG CORP MNTS B FR			
3.875% 19/AUG/2011	70,000 Units		75,359
FEDERAL HOME LOAN BANKS 4.875% BDS			
18/NOV/2011	140,000 Units		153,695
FEDERAL HOME LOAN MORTGAGE CORP			
4.75% NTS	100,000 Units		114,257
FEDERAL HOME LOAN MORTGAGE CORP			
5.45% BDS	20,000 Units		20,539
FEDERAL HOME LOAN MTG CORP	90,000 Units		88,887
FEDERAL NATIONAL MORTGAGE ASSOC 5%			
MBPT	1,075,558 Units		1,105,462
FEDERAL NATIONAL MORTGAGE ASSOC 6%			
BDS 18/APR/2036	60,000 Units		68,258
FEDERAL NATIONAL MORTGAGE			
ASSOCIATION 5.0% POOL	791,306 Units		813,307
FEDERAL NATL MTG ASSN PRIN ST PRINPMT			
01/FEB/2019	30,000 Units		16,941
FHLMC MORTPASS ARM 01/APR/2037 1N PN#			
1N1454	405,182 Units		418,154
FHLMC MORTPASS ARM 01/FEB/2037 1G PN#			
1G2628	370,965 Units		383,507
FHLMC MORTPASS ARM 01/SEP/2037 1G PN#			
1G2201	168,671 Units		174,362
FHLMCGLD MORTPASS 5.5% 01/JAN/2038 G0			
PN# G03696	1,150,029 Units		1,183,676
FHLMCGLD MORTPASS 5.5% 01/NOV/2035 A3			
PN# A39803	231,373 Units		238,191
FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0			
PN# G03695	1,068,810 Units		1,100,141
FNMA MORTPASS 5% 01/SEP/2033 CL PN#			
738567	1,045,327 Units		1,074,390
FNMA MORTPASS 5.5% 01/FEB/2036 CL PN#			
852523	383,334 Units		395,170

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FNMA MORTPASS 5.5% 01/JUL/2037 CL PN# 928470	42,534 Units	43,845
FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745	286,342 Units	295,541
FNMA MORTPASS 5.5% 01/JUN/2037 CL PN# 899569	549,956 Units	566,906
FNMA MORTPASS 5.5% 01/NOV/2036 CL PN# 745959	531,433 Units	547,842
FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879	512,055 Units	535,202
FNMA MORTPASS 6.5% 01/NOV/2037 CL PN# 956793	302,466 Units	316,139

Total Mortgage Backed Securities	\$	9,848,119
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Registered Investment Companies

ABERDEEN INTL EQUITY CLASS A	539 Units	\$	4,963
ACCESSOR INETNATNL EQUITY PORT INV CL	548 Units		5,730
AIM CHINA FD CL B	100 Units		1,075
AIM CHINA FD CLASS A	43 Units		464
AIM ENERGY CLASS B	150 Units		3,444
AIM ENERGY INVESTOR CLASS	209 Units		5,147
AIM GOLD & PRECIOUS METALS INV CLASS	5,419 Units		28,502
AIM INTERNATIONAL CORE EQUITY INV CL	5,293 Units		44,779
ALLIANCEBER GLOBAL BOND CLASS A	8,680 Units		58,679
ALLIANCEBER INTL VALUE ADVISOR	1,106 Units		11,605
ALLIANZ NFJ DIVIDEND VALUE FD CL D	3,566 Units		34,165
ALLIANZ RCM TECHNOLOGY CL A	227 Units		5,320
ALLIANZ RCM TECHNOLOGY CL D	1,478 Units		34,231
ALPINE DYNAMIC DIVID FUND	10,411 Units		52,576
ALPINE INTERNATIONAL REAL ESTATE EQUITY Y	2,362 Units		26,544
AMANA MUTUAL FUND TRUST GROWTH	25,172 Units		405,519
AMANA MUTUAL FUND TRUST INCOME	3,318 Units		78,012
AMER CENTURY TARGET MATURITIES TR 2010	420 Units		44,174
AMER CENTURY TARGET MATURITIES TR 2015	212 Units		20,574
AMER CENTURY TARGET MATURITIES TR 2025	1,122 Units		80,035
AMERICAN AMCAP CLASS A	841 Units		10,154
AMERICAN BALANCED CL R5	1,639 Units		22,607
AMERICAN BALANCED CLASS R3	237 Units		3,253
AMERICAN BEACON BALANCED	1,844 Units		17,521
AMERICAN BEACON ERMG MKTS PLANAHEAD CL	2,417 Units		18,107
AMERICAN BEACON LARGE CAP VALUE PLAN	4,188 Units		54,908
AMERICAN BOND FUND OF AMERICA CL R3	5,635 Units		60,638
AMERICAN BOND FUND OF AMERICA CLASS F1	3,837 Units		41,289
AMERICAN CAPITAL INCOME BUILDER CL A	2,510 Units		104,256
AMERICAN CAPITAL INCOME BUILDER CL F1	350 Units		14,542
AMERICAN CAPITAL INCOME BUILDER CL R3	235 Units		9,741
AMERICAN CAPITAL INCOME BUILDER R5	545 Units		22,618

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AMERICAN CAPITAL WOR LD BOND FD R5	4,679 Units	88,250
AMERICAN CAPITAL WORLD BOND CLASS F1	633 Units	11,872
AMERICAN CAPITAL WORLD GRTH & INC A	1,026 Units	27,268
AMERICAN CAPITAL WORLD GRWTH & INC R5	1,043 Units	27,714
AMERICAN CASH MGT TR AMER SH BEN INT CL A	12,623 Units	12,623
AMERICAN CENTURY CAPITAL PRESERVATION	252,958 Units	252,958
AMERICAN CENTURY CAPITAL VAL INV SHR	2,131 Units	10,056
AMERICAN CENTURY EMERGING MARKETS INV	14,725 Units	66,704
AMERICAN CENTURY EQUITY GROWTH	1,529 Units	23,784
AMERICAN CENTURY EQUITY INCOME	22,283 Units	134,141
AMERICAN CENTURY GLOBAL GOLD	7,693 Units	109,476
AMERICAN CENTURY HERITAGE	3,393 Units	39,600
AMERICAN CENTURY INFLATION ADJ TREAS	5,870 Units	61,987
AMERICAN CENTURY INTERNATIONAL BOND	5,527 Units	77,981
AMERICAN CENTURY MID CAP VALUE INV SHS	382 Units	3,205
AMERICAN CENTURY NEW OPP II CL C	4,802 Units	23,912
AMERICAN CENTURY ONE CHOICE VERY AGGR INV	237 Units	1,947
AMERICAN CENTURY REAL ESTATE	421 Units	4,914
AMERICAN CENTURY TAX FREE BOND	310 Units	3,193
AMERICAN CENTURY UTILITIES	3,327 Units	41,815
AMERICAN CENTURY VISTA	6,149 Units	68,066
AMERICAN EUROPACIFIC GROWTH CL R5	704 Units	19,663
AMERICAN EUROPACIFIC GROWTH CLASS A	352 Units	9,859
AMERICAN EUROPACIFIC GROWTH CLASS F1	186 Units	5,196
AMERICAN FUNDAMENTAL INVESTORS R5	3,325 Units	83,083
AMERICAN GROWTH FUND OF AMERICA CL R3	140 Units	2,834
AMERICAN GROWTH FUND OF AMERICA CL R5	7,146 Units	146,059
AMERICAN GROWTH FUND OF AMERICA CLASS F1	2,291 Units	46,590
AMERICAN HIGH INCOME TRUST R3	3,823 Units	29,898
AMERICAN INCOME FUND OF AMER R1	272 Units	3,553
AMERICAN INCOME FUND OF AMERICA CLASS A	5,648 Units	73,932
AMERICAN INCOME FUND OF AMERICA R5	519 Units	6,789
AMERICAN INVESTMENT CO OF AMERICA CL F1	125 Units	2,619
AMERICAN NEW PERSPECTIVE CLASS A	4,515 Units	85,242
AMERICAN NEW WORLD CLASS F1	81 Units	2,528
AMERICAN SMALLCAP WORLD CLASS C	394 Units	7,685
AMERICAN SMALLCAP WORLD CLASS F1	1,168 Units	23,953
AMERICAN WORLD GROWTH INCOME CL R3	1,036 Units	27,395
ANALYTIC SHORT TERM GOVERMENT INSTL	488 Units	4,754
ARIEL FUND	181 Units	4,274
ARTIO GLOBAL EQUITY FUND CL A	125 Units	3,310
ARTIO INTERNATIONAL EQUITY FUND II CL A	8,457 Units	83,305
ARTIO TOTAL RETURN BOND FUND CL A	811 Units	10,261

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ARTISAN OPPORTUNISTIC VALUE	1,003 Units	6,428
ARTISAN INTERNAT'L INVESTOR CLASS	494 Units	7,396
ASTON/TAMRO ALL CAP FUND CL N	2,280 Units	17,873
BANKS ULTRA SECTOR PRO FUND INVESTOR	47 Units	377
BARON ASSET	1,479 Units	52,688
BARON GROWTH	433 Units	13,348
BARON PARTNERS FUND	6,374 Units	77,757
BASIC MATERIAL ULTRA SEC PRO FD INVESTOR	1,742 Units	32,049
BIOTECHNOLOGY ULTRA SECTOR PRO FD INVS	126 Units	6,366
BLACK ROCK ALL CAP GLOBAL RES PORT CL A	33 Units	267
BLACKROCK EQUITY DIVIDEND FD SRV CL	1,711 Units	22,637
BLACKROCK GLOBAL RESOURCES PORT CL A	715 Units	12,853
BLACKROCK GLOBAL RESOURCES PORT CL C	699 Units	9,475
BLACKROCK HEALTH SCIENCES OPP PRT A	176 Units	3,827
BLACKROCK HIGH YIELD BOND CLASS A	2,800 Units	14,198
BLACKROCK LARGE CAP VALUE FD CL A	577 Units	6,803
BLACKROCK LATIN AMERICA FD CL A	37 Units	1,093
BLACKROCK LATIN AMERICA FD CL C	43 Units	1,185
BLACKROCK NATURAL RESOURCES TR CL A	84 Units	2,984
BRANDYWINE	317 Units	6,391
BRANDYWINE BLUE	6,389 Units	126,637
BRIDGEWAY AGGRESSIVE INVESTOR 2	11,374 Units	111,355
BRIDGEWAY BALANCED PORTFOLIO	364 Units	3,552
BRIDGEWAY LARGE CAP GROWTH CL N	1,765 Units	14,313
BRIDGEWAY SMALL CAP GROWTH CL N	3,770 Units	32,496
BRIDGEWAY SMALL CAP VALUE FUND CL N	611 Units	5,697
BRIDGEWAY ULTRA SMALL CO MARKET	3,415 Units	32,891
BROWN CAPITAL MGMT SMALL COMPANY INST.	2,306 Units	56,780
BUFFALO SCIENCE & TECHNOLOGY FD	506 Units	4,224
BUFFALO BALANCED FUND	1,319 Units	10,740
BUFFALO MID CAP FUND	6,288 Units	57,474
CAN SLIM SELECT GROWTH FUND	530 Units	4,905
CLIPPER	577 Units	23,050
COHEN & STEERS REALTY SHARES	1,362 Units	50,405
COLUMBIA EMERGING MARKETS CLASS Z	1,090 Units	6,902
COLUMBIA ENERGY AND NATURAL RESOURCES Z	1,213 Units	17,110
COLUMBIA GREATER CHINA FD CL Z	200 Units	6,786
COLUMBIA INTL GROWTH CLASS Z	1,670 Units	17,921
COLUMBIA MARSICO 21ST CENTURY CL Z	892 Units	8,266
COLUMBIA MID CAP CORE FD CL Z	959 Units	10,122
COLUMBIA MID CAP GROWTH CL Z	752 Units	10,728
COLUMBIA MID CAP VALUE PRIMARY Z	2,099 Units	17,735
COLUMBIA SELECT LRG CAP GROWTH CLASS Z	2,547 Units	17,750
COLUMBIA SELECT SMALL CAP CLASS Z	521 Units	5,476
COLUMBIA SMALL CAP GROWTH I CL Z	520 Units	9,099

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COLUMBIA SMALL CAP VAL I FD CL Z	3,217 Units	98,090
COLUMBIA SMALL CAP VALUE FD II Z	1,377 Units	12,170
COLUMBIA SMALL CAP VALUE II CL A	211 Units	1,857
COLUMBIA VALUE AND RESTRUCTURING CL Z	8,298 Units	245,042
CONSUMER GOODS ULTRA SECTOR PRO FDS -INV	487 Units	11,583
DAVIS NEW YORK VENTURE INSTL CL Y	3,458 Units	82,478
DELAFIELD FUND INC	2,482 Units	37,482
DIAMOND HILL FINANCIAL LONG/SHT A	740 Units	6,276
DIAMOND HILL LARGE CAP CLASS A	2,364 Units	24,751
DIAMOND HILL LONG SHORT CLASS A	2,579 Units	35,663
DIAMOND HILL LONG SHORT CLASS C	1,109 Units	14,723
DIREXION CHINA BULL 2X FUND INVESTOR	654 Units	18,748
DIREXION DOLLAR BEAR 2.5X FD INVT CL	501 Units	10,180
DIREXION EMERGING MKTS BEAR 2X INVST	835 Units	6,912
DIREXION LATIN AMERICA BULL 2X INV	580 Units	11,288
DIREXION NASDAQ 100 BEAR 2.5X FD INVT	450 Units	9,194
DIREXION S&P 500 BEAR 2.5X INVT	400 Units	9,048
DIREXION SMALL CAP BEAR 2.5X INV CL	3,393 Units	24,499
DODGE & COX BALANCE	72 Units	3,687
DODGE & COX GLOBAL STOCK FUND	1,384 Units	7,391
DODGE & COX INCOME	6,297 Units	74,237
DODGE & COX INTERNATL STOCK FUND	24,084 Units	527,436
DODGE & COX STOCK	525 Units	39,031
DREYFUS S&P 500 STOCK INDEX FUND	102 Units	1,877
DREYFUS GREATER CHINA CL C	1,846 Units	35,996
DREYFUS GREATER CHINA CL I	2,989 Units	64,393
DREYFUS S&P STARS OPFR CL T	129 Units	1,953
DWS CORE FIXED INCOME CLASS S	8,902 Units	77,451
DWS GLOBAL BOND CLASS S	847 Units	8,474
DWS GLOBAL OPPORTUNITIES CL S	1,113 Units	24,025
DWS GLOBAL THEMATIC CL S	1,490 Units	22,155
DWS GOLD & PRECIOUS METALS CL S	601 Units	8,316
EATON VANCE GREATER INDIA FUND CLASS B	88 Units	966
EATON VANCE TAX MNGD EMERGING MKTS INSTL	1,820 Units	46,109
EMBARCADERO ALL-CAP GROWTH	1,072 Units	4,084
EMBARCADERO SMALL CAP GROWTH	2,353 Units	4,305
EVERGREEN EMERG MKTS GROWTH FUND CLASS C	965 Units	9,139
EVERGREEN GLOBAL OPPORTUNITIES CL C	499 Units	8,649
EVERGREEN PRECIOUS METALS CLASS A	17 Units	817
FAIRHOLME FUND	23,913 Units	522,257
FALLING US DOLLAR PRO FUND INV CLASS	1,672 Units	44,333
FAM VALUE	216 Units	6,947
FBR FOCUS FUND	1,188 Units	36,503
FBR LARGE CAP FINANCIAL	107 Units	1,051
FBR SMALL CAP FINANCIAL	2,882 Units	41,189
FEDERATED BOND CLASS F	7,362 Units	54,699
FEDERATED HIGH YIELD INSTL FUND	6,718 Units	25,729

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FEDERATED PRUDENT BEAR FUND CLASS A	295 Units	1,976
FEDERATED PRUDENT GLOBAL INC FD A	570 Units	6,861
FEDERATED US GOVT SECS 2-5 YR INSTL FD	5,798 Units	70,102
FIDELITY ADVISOR EMERGING ASIA CL I	930 Units	15,744
FIDELITY ADVISOR FOCUS ENERGY CL I	109 Units	2,327
FIDELITY ADVISOR HIGH INCOME ADV CL I	164 Units	892
FIDELITY ADVISOR LEVERGED CO STK CL I	1,559 Units	27,433
FIDELITY ADVISOR NEW INSIGHTS CL I	304 Units	4,102
FIDELITY BALANCED	1,045 Units	13,716
FIDELITY BLUE CHIP GROWTH	292 Units	7,685
FIDELITY CANADA	4,679 Units	164,047
FIDELITY CAPITAL & INCOME	13,391 Units	73,115
FIDELITY CAPITAL APPRECIATION	545 Units	8,577
FIDELITY CASH RESERVES	40,286 Units	40,286
FIDELITY CHINA REGION	8,341 Units	141,873
FIDELITY CONTRAFUND	44 Units	2,000
FIDELITY DISCIPLINED EQUITY	272 Units	4,728
FIDELITY EMERGING MARKETS	8,149 Units	105,852
FIDELITY EQUITY INCOME	253 Units	7,819
FIDELITY EUROPE	1,112 Units	25,332
FIDELITY EUROPE CAPITAL APPRECIATION	265 Units	3,618
FIDELITY EXPORT & MULTINATIONAL	666 Units	9,596
FIDELITY FLOATING RATE HIGH INCOME	11,226 Units	85,096
FIDELITY FREEDOM 2020	3,007 Units	30,224
FIDELITY GINNIE MAE	946 Units	10,548
FIDELITY HIGH INCOME	692 Units	4,180
FIDELITY INT'L DISCOVERY	1,379 Units	32,580
FIDELITY INTL SMALL CAP OPP FUND	282 Units	1,691
FIDELITY LATIN AMERICA	1,373 Units	37,911
FIDELITY LEVERAGED COMPANY STOCK	12,530 Units	180,928
FIDELITY LOW PRICED STOCK	177 Units	4,088
FIDELITY NEW MARKETS INCOME	362 Units	4,063
FIDELITY NORDIC	419 Units	7,874
FIDELITY OVERSEAS	294 Units	7,366
FIDELITY PURITAN	5,801 Units	75,755
FIDELITY REAL ESTATE INVESTMENT	1,446 Units	22,570
FIDELITY SELECT CHEMICALS	589 Units	27,195
FIDELITY SELECT COMPUTERS	101 Units	2,518
FIDELITY SELECT CONSTRUCTN & HOUSING	367 Units	8,771
FIDELITY SELECT CONSUMER STPLS PORT	922 Units	47,006
FIDELITY SELECT DEFENSE & AEROSPACE	523 Units	25,734
FIDELITY SELECT ENERGY	1,309 Units	39,382
FIDELITY SELECT ENERGY SERVICE	1,610 Units	57,826
FIDELITY SELECT ENVIRONMENTAL SVCS	844 Units	11,295
FIDELITY SELECT GOLD	848 Units	26,779
FIDELITY SELECT INDUSTRIAL EQUIPMENT	659 Units	12,205
FIDELITY SELECT INDUSTRIALS PORT	784 Units	10,302
FIDELITY SELECT LEISURE	247 Units	13,316
FIDELITY SELECT MATERIALS PORTFOLIO	1,381 Units	42,052
FIDELITY SELECT MEDICAL DELIVERY	10 Units	297
FIDELITY SELECT MEDICAL EQUIP&SYSTEM	1,421 Units	26,209

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FIDELITY SELECT NATURAL GAS	3,301 Units	66,588
FIDELITY SELECT NATURAL RESOURCES	1,697 Units	31,960
FIDELITY SELECT SOFTWARE & COMPUTER	129 Units	6,055
FIDELITY SELECT TECHNOLOGY	79 Units	3,148
FIDELITY SELECT TRANSPORT	143 Units	4,616
FIDELITY SELECT UTILITIES GROWTH	204 Units	8,197
FIDELITY SMALL CAP VALUE	837 Units	7,797
FIDELITY SOUTHEAST ASIA	5,538 Units	104,499
FIDELITY STRATEGIC INCOME	9,652 Units	84,164
FIDELITY STRATEGIC REAL RETURN	777 Units	5,333
FIDELITY US TREASURY MONEY MARKET	52,660 Units	52,660
FIDELITY VALUE	174 Units	6,935
FIRST EAGLE GLOBAL CLASS A	105 Units	3,469
FIRST EAGLE OVERSEAS CLASS C	736 Units	12,005
FIRSTHAND ALTERNATIVE ENERGY	1,514 Units	8,597
FMI COMMON STOCK	1,801 Units	28,666
FMI LARGE CAP FUND	3,786 Units	41,803
FMI PROVIDENT TRUST STRATEGY FUND	9,339 Units	56,969
FORWARD INTERNTL SMALL CO INVESTOR CL	1,030 Units	9,791
FORWARD SMALL CAP EQUITY INV CL	2,874 Units	34,435
FPA CRESCENT INSTL	701 Units	13,729
FPA NEW INCOME	2,566 Units	28,127
FRANKLIN GOLD AND PRECIOUS METALS CL C	167 Units	4,049
FRANKLIN INCOME CLASS C	12,484 Units	20,973
FRANKLIN STRATEGIC INCOME C	4,485 Units	37,492
GABELLI ASSET FUND	1,197 Units	37,106
GABELLI EQUITY INCOME FUND	857 Units	12,120
GABELLI UTILITIES	598 Units	3,846
GAMCO GOLD FUND	2,259 Units	45,249
GAMCO WESTWOOD BALANCED FD CL AAA	88 Units	811
GLOBAL EMERGING MARKETS	1,005 Units	5,315
GOLDMAN SACHS ASSET ALLOC GRWTH STRAT A	11,112 Units	87,452
GOLDMAN SACHS BRIC FD CL C	66 Units	464
GOLDMAN SACHS COMMODITY STRAT FD A	433 Units	2,342
GREENSPRING FUND	660 Units	13,440
GUINNESS ATKINSON ALTERNATIVE ENERGY	1,171 Units	6,019
GUINNESS ATKINSON ASIA PACIFIC DIV	1,028 Units	7,197
GUINNESS ATKINSON GLOBAL ENERGY	2,638 Units	41,368
HARBOR BOND INST	14,943 Units	168,855
HARBOR CAPITAL APPRECIATION INV CL	2,495 Units	57,689
HARBOR INTERNATIONAL GROWTH INV CLASS	2,904 Units	23,551
HARBOR INTERNATIONAL INSTITUTIONAL FD	1,647 Units	66,081
HARBOR INTERNATIONAL INVESTOR SHARES	2,916 Units	121,154
HARDING LOEVNER EMERGING MKT PORT	653 Units	17,226
HARTFORD CAPITAL APPRECIATION CL A	2,436 Units	52,319
HARTFORD CAPITAL APPRECIATION CL B	137 Units	2,638
HARTFORD CAPITAL APPRECIATION CL C	735 Units	14,200
HARTFORD GLOBAL HEALTH CL C	1,252 Units	14,052
HEARTLAND SELECT VALUE	1,869 Units	33,777

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HEARTLAND VALUE	157 Units	3,921
HEARTLAND VALUE PLUS	2,398 Units	44,846
HENNESSY BALANCED	427 Units	3,643
HENNESSY CORNERSTONE GROWTH	514 Units	4,498
HODGES FUND	532 Units	7,277
ICON ENERGY	2,476 Units	35,310
ICON FINANCIAL FUND	494 Units	2,700
ICON HEALTHCARE	1,700 Units	19,273
ICON MATERIALS	2,469 Units	16,569
ING CORPORATE LEADER TRUST	2,633 Units	42,415
ING REAL ESTATE FUND CLASS C	103 Units	932
IVY GLOBAL NATURAL RESOURCES CLASS B	51 Units	488
IVY INTERNATIONAL GROWTH FUND CL Y	164 Units	3,689
JAMES ADVANTAGE SMALL CAP	2,309 Units	32,367
JAMES BALANCED: GOLDEN RAINBOW FUND	5,552 Units	94,772
JANUS ADVISER FORTY CL S	585 Units	12,846
JANUS ADVISER LONG/SHORT CL C	786 Units	7,491
JANUS ADVISER ORION CL R	618 Units	5,082
JANUS BALANCED	157 Units	3,142
JANUS CONTRARIAN FUND	22,524 Units	216,909
JANUS MID CAP VALUE INVST SHS	22,944 Units	350,582
JANUS ORION FUND	12,333 Units	79,797
JANUS OVERSEAS	10,626 Units	256,087
JENNISON NATURAL RESOURCES FD CL Z	639 Units	17,268
JENNISON UTILITY CL C	1,245 Units	9,151
JENSEN PORTFOLIO CLASS J	4,213 Units	81,062
JORDAN OPPORTUNITY FUND	1,445 Units	10,942
JPMORGAN 100% US TREAS MMKT MORGAN	680,480 Units	680,480
JPMORGAN CAPITAL GROWTH CL A	31 Units	722
JPMORGAN EMERGING MARKETS DEBT SELECT	1,315 Units	7,429
JPMORGAN EMERGING MARKETS EQUITY CL A	4,436 Units	54,743
JPMORGAN INTERNATL EQUITY INDEX CL A	1,210 Units	17,264
JPMORGAN INTERNATL VALUE FUND CLASS A	5,807 Units	58,071
JPMORGAN INTERNTL EQUITY FUND CLASS A	756 Units	7,506
JPMORGAN INTREPID EUROPEAN CLASS A	2,155 Units	29,844
JPMORGAN US GOVT MM KT MORGAN SHS	830,621 Units	830,621
JPMORGAN US REAL ESTATE CLASS A	499 Units	5,047
JPMORGAN VALUE OPPORTUNITIES CL A	67 Units	671
KEELEY SMALL CAP VALUE CLASS A	1,404 Units	22,915
KINETICS PARADIGM FUND	1,688 Units	24,365
LAZARD EMERGING MKTS OPEN CLASS	7,280 Units	80,444
LEGG MASON PRTN GLOB HI YIELD BOND CL C	489 Units	2,426
LEUTHOLD ASSET ALLOCATION FD	9,797 Units	74,460
LONGLEAF PARTNERS	746 Units	11,709
LOOMIS SAYLES BOND RETAIL SHARES	48,413 Units	501,073
LOOMIS SAYLES GLOBAL BOND RETAIL	2,461 Units	32,929
LOOMIS SAYLES SMALL CAP VALUE RETAIL	496 Units	8,204
MAINSTAY ICAP INTERNATIONAL FD I	229 Units	5,215

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MAINSTAY ICAP SELECT EQUITY FD CL I	8,997 Units	214,216
MANAGERS BOND	8,356 Units	164,204
MANAGERS FREMONT BOND FUND	3,242 Units	30,474
MANNING & NAPIER EQUITY SERIES	1,334 Units	16,238
MARSICO 21ST CENTURY FUND	32,088 Units	305,480
MARSICO FOCUS	5,550 Units	65,162
MARSICO GLOBAL FUND	917 Units	6,173
MARSICO GROWTH FUND	6,033 Units	76,133
MARSICO INTERNAT'L OPPORTUNITIES	3,137 Units	27,419
MATTHEWS ASIAN TECHNOLOGY FUND	3,007 Units	14,162
MATTHEWS CHINA FUND	701 Units	10,047
MATTHEWS INDIA FUND	2,098 Units	17,562
MATTHEWS KOREA FUND	2,358 Units	6,483
MERGER FUND	214 Units	3,064
MERIDIAN GROWTH FUND	435 Units	10,913
MERIDIAN VALUE FUND	2,326 Units	47,449
MERK ASIAN CURRENCY FUND – INVESTOR	2,495 Units	23,927
MERK HARD CURRENCY FUND INVESTOR CL	5,287 Units	56,253
METZLER PAYDEN EURO EMERGING MKTS CL	845 Units	10,702
MFS SECTOR ROTATIONAL CL C	4,403 Units	50,634
MIDAS FUND	1,730 Units	3,668
MOBILE TELCOMM ULTRA SECTOR PRO FD INVSTR	299 Units	442
MUHLENKAMP FUND	2,240 Units	86,452
MUTUAL SERIES DISCOVERY CLASS Z	4,091 Units	92,218
MUTUAL SERIES EUROPEAN CLASS Z	1,269 Units	21,887
MUTUAL SERIES FINCL SERVICES CLASS C	385 Units	4,159
MUTUAL SERIES FINCL SERVICES CLASS Z	211 Units	2,275
MUTUAL SERIES MUTUAL BEACON CLASS C	3,202 Units	28,303
MUTUAL SERIES SHARES CLASS Z	104 Units	1,596
NEUBERGER BERMAN INT'L INVESTOR CLASS	138 Units	1,515
NEUBERGER BERMAN INT'L TRUST CLASS	1,265 Units	15,367
NEUBERGER BERMAN PARTNERS INVESTOR	4,965 Units	76,458
NEUBERGER BERMAN REAL ESTATE TRUST CL	115 Units	823
NEUBERGER BERMAN REGENCY INVESTOR	623 Units	5,221
NEUBERGER BERMAN REGENCY TRUST CLASS	635 Units	4,643
NEW ALTERNATIVES FD	282 Units	8,871
NICHOLAS II INC CLASS N	1,352 Units	18,487
NORTHERN GLOBAL FIXED INCOME	48 Units	573
NORTHERN GLOBAL REAL ESTATE INDEX FD	419 Units	2,251
NORTHERN SMALL CAP VALUE	587 Units	6,179
OAKMARK FUND I	268 Units	6,895
OAKMARK INTERNAT'L SMALL CAP I	740 Units	5,325
OAKMARK SELECT I	7,403 Units	118,300
OBERWEIS CHINA OPPORTUNITIES FUND	5,731 Units	43,041
OBERWEIS MICRO CAP FUND	83 Units	574
OIL & GAS ULTRA SECT PRO FDS –INVESTOR	1,682 Units	43,560
OIL EQUIPMENT SCVS & DIST ULTRA INVT CL	999 Units	8,897
OPPENHEIMER COMMOD STRA TOT RETURN CL A	682 Units	2,122

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OPPENHEIMER GOLD & SPL MINERALS CL N	415 Units	8,281
OPPENHEIMER GOLD & SPEC MINERALS CL A	134 Units	2,744
OPPENHEIMER GOLD & SPEC MINERALS CL C	152 Units	2,983
OPPENHEIMER INTERNAT'L BD CL N	2,595 Units	15,310
PARNASSUS EQUITY INCOME PORTFOLIO	3,056 Units	58,949
PARNASSUS FIXED INCOME FUND	1,556 Units	25,186
PERMANENT PORTFOLIO FAMILY OF FDS	4,300 Units	140,640
PERRITT EMERGING OPPORTUNITIES FUND	1,464 Units	7,966
PIMCO COMMODITY REAL RETURN CL D	12,152 Units	76,924
PIMCO DEVELOPING LOCAL MKTS D	3,804 Units	32,182
PIMCO EMERGING LOCAL BOND FUND CL D	588 Units	4,835
PIMCO GNMA FUND CLASS D	1,609 Units	17,864
PIMCO REAL ESTATE REAL RETURN CL D	2,261 Units	6,603
PIMCO REAL RETURN CLASS C	1,997 Units	18,868
PIMCO REAL RETURN CLASS D	5,549 Units	52,440
PIMCO STOCKS PLUS CLASS D	1,013 Units	5,479
PIMCO TOTAL RETURN CLASS A	801 Units	8,123
PIMCO TOTAL RETURN CLASS D	74,160 Units	768,119
PIMCO TOTAL RETURN INSTL	10,956 Units	111,096
POLARIS GLOBAL VALUE	1,004 Units	8,695
PRECIOUS METALS ULTRA SEC PRO INVST	4,240 Units	92,814
PRECIOUS METALS ULTRA SECTOR PRO SVC	540 Units	11,388
PRIMECAP ODYSSEY AGG RESSIVE GROWTH FUND	623 Units	5,794
PUTNAM GLOBAL NATURAL RESOURCE C	1,134 Units	14,018
QUAKER STRATEGIC GROWTH CLASS A	380 Units	4,728
QUANT FOREIGN VALUE FUND ORDINARY SHS	612 Units	5,835
QUANTITATIVE EMRG MKTS FD-ORDINARY SHS	1,901 Units	23,423
RAINIER LARGE CAP EQUITY PORTFOLIO	2,240 Units	39,509
RAINIER MID CAP EQ PORTFOLIO	2,355 Units	55,607
REAL ESTATE ULTRA SECTOR PRO FD INVSTR	1,678 Units	21,711
RICE HALL JAMES MICRO CAP PORT INSTL	987 Units	10,250
RISING RATES OPPTY PRO FUND INVESTOR	6,534 Units	73,049
RISING US DOLLAR PRO FUND INV CLASS	259 Units	7,621
ROBEKO SAM SUSTAIN WATER – INVESTOR	4,698 Units	26,166
ROYCE MICROCAP INVESTMENT CLASS	689 Units	6,156
ROYCE OPPORTUNITY FUND INVEST CLASS	8,117 Units	45,210
ROYCE PENNSYLVANIA MUTUAL INVST CLASS	14,918 Units	103,528
ROYCE SPECIAL EQUITY INVESTMENT CL	1,499 Units	20,515
ROYCE TOTAL RETURN FD INVESTMENT CL	5,756 Units	50,074
ROYCE VALUE FUND SERVICE CL	6,380 Units	44,661
ROYCE VALUE PLUS SERVICE CLASS	36,052 Units	286,611
RS GLOBAL NATURAL RESOURCES CL A	280 Units	5,622
RS VALUE FUND CL A	1,512 Units	22,672
RYDEX BIOTECHNOLOGY INV CLASS	113 Units	2,339
RYDEX COMMODITIES STRATEGY CL A	235 Units	3,619
RYDEX GOVT LONG BOND 1.2X STRATEGY ADV CL	227 Units	3,722

RYDEX INVERSE GOVT LONG BOND STRAT INV	241 Units	2,998
RYDEX INVERSE NASDAQ 1002X CL H	564 Units	12,347
RYDEX INVERSE S&P 500 2X STRATEGY CL H	116 Units	5,562
RYDEX INVERSE S&P 500 STRATEGY INV CL	9,635 Units	484,812
RYDEX NASDAQ 100 INV CLASS	5,121 Units	41,070
RYDEX PRECIOUS METALS INVESTOR CL	891 Units	37,536
RYDEX S&P 500 2X STRATEGY CL H	1,318 Units	19,908
SARATOGA ENERGY & BASIC MATERIAL CL A	30 Units	252
SCHNEIDER SMALL CAP VALUE FUND	1,220 Units	10,892
SCHNEIDER VALUE FUND	3,041 Units	27,950
SCHWAB HEALTH CARE FUND	605 Units	7,436
SELECTED AMERICAN SHARES CL D	1,594 Units	45,419
SELECTED AMERICAN SHARES CL S	2,656 Units	75,809
SEMICONDUCTOR ULTRA SECTOR PRO FD INVSTR	2,657 Units	16,130
SENTINEL MID CAP VALUE CL C	592 Units	4,972
SEXTANT INTRNATIONAL FUND	8,521 Units	98,753
SOUND MIND INVESTING FUND	15,045 Units	109,224
SOUND SHORE FD INC	829 Units	18,861
SPARTAN 500 INDEX INVESTOR CLASS	604 Units	37,488
SPARTAN INTL INDEX INVESTOR CLASS	11,153 Units	298,240
SSGA EMERGING MARKETS	1,903 Units	21,909
SSGA INTERNATIONAL STOCK SELECTION	10,689 Units	85,937
SSGA TUCKERMAN ACTIVE REIT	2,112 Units	15,545
STRATTON SMALL CAP VALUE FUND	2,871 Units	98,326
T ROWE PRICE BLUE CHIP GROWTH ADV CL	285 Units	6,576
T ROWE PRICE BLUE CHIP GROWTH INC	9,529 Units	219,272
T ROWE PRICE CAP APPRECIATION	11,012 Units	153,621
T ROWE PRICE CAPITAL APPRECIATION ADV CL	2,005 Units	27,855
T ROWE PRICE EMERGING MKTS STOCK	8,210 Units	134,150
T ROWE PRICE EQUITY INCOME	7,146 Units	122,046
T ROWE PRICE EQUITY INCOME ADVISOR CL	194 Units	3,304
T ROWE PRICE EQUITY INDEX TR FD	147 Units	3,556
T ROWE PRICE EXTEND EQU MKT INDEX FUND	1,349 Units	12,773
T ROWE PRICE FINANCIAL SERVICES	608 Units	6,053
T ROWE PRICE GLOBAL STOCK	2,545 Units	28,656
T ROWE PRICE GROWTH STOCK	5,077 Units	97,686
T ROWE PRICE GROWTH STOCK ADVISOR CL	406 Units	7,768
T ROWE PRICE HEALTH SCIENCES	3,122 Units	61,815
T ROWE PRICE INFLATION PROT BD FD	289 Units	3,081
T ROWE PRICE INTERNATIONAL BOND	4,930 Units	47,182
T ROWE PRICE INTL DISCOVERY FUND	984 Units	23,697
T ROWE PRICE INTL EQUITY INDEX	1,908 Units	16,672
T ROWE PRICE INT'L GROWTH & INCOME	313 Units	2,937
T ROWE PRICE LATIN AMERICA FUND	6,651 Units	151,175
T ROWE PRICE MEDIA & TELECOMMUNICATIONS	374 Units	9,210
T ROWE PRICE NEW ASIA	6,393 Units	51,275
T ROWE PRICE NEW ERA	451 Units	13,353

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T ROWE PRICE NEW HORIZONS FD INC	20,586 Units	366,218
T ROWE PRICE PERSONAL STRAT GRWTH	134 Units	1,994
T ROWE PRICE REAL ESTATE FUND	1,459 Units	16,238
T ROWE PRICE RET 2040 FD	647 Units	7,165
T ROWE PRICE SMALL CAP VALUE FUND	291 Units	6,838
T ROWE PRICE SPECTRUM INCOME	1,714 Units	17,701
T ROWE PRICE US TREASURY LONG TERM	5,669 Units	77,948
T ROWE PRICE VALUE	267 Units	4,043
TAMARACK MICROCAP VALUE CL S	2,939 Units	30,742
TCW TOTAL RETURN BOND CLASS I	888 Units	8,081
TELECOMM ULTRA SECTOR PRO FD INVSTR	583 Units	6,317
TEMPLETON BRIC FD CL C	1,492 Units	10,549
TEMPLETON GLOBAL BOND ADVISOR CLASS	879 Units	9,816
TEMPLETON GROWTH CLASS R	448 Units	5,801
THIRD AVENUE INTL VALUE	1,405 Units	16,266
THIRD AVENUE VALUE	3,373 Units	110,830
THIRD MILLENNIUM RUSSIA	162 Units	1,513
THORNBURG INTL VALUE CL A	1,441 Units	27,439
THORNBURG INTL VALUE CL INSTL	1,741 Units	33,839
TIAA-CREF INSTL LRG CAP VALUE –RETAIL	204 Units	1,722
TIAA-CREF INSTL MID CAP VALUE –RETAIL	3,782 Units	39,260
TIAA-CREF INSTL REAL ESTATE SEC – RETAIL	4,243 Units	27,497
TOCQUEVILLE FUND	1,258 Units	19,459
TOCQUEVILLE GOLD FUND	1,975 Units	60,929
TRANSAMERICA PREMIER EQUITY	4,371 Units	60,753
T-ROWE PRICE EMERG EURO & MEDITERRANEAN	5,271 Units	41,117
TURNER NEW ENTERPRISE INV CL	5,038 Units	19,546
TWEEDY BROWNE GLOBAL VALUE FUND	1,714 Units	26,769
ULTRA BEAR PRO FUND INVESTORS SHARES	687 Units	14,356
ULTRA CHINA PRO FUND – INVESTOR CLASS	6,795 Units	37,033
ULTRA DOW 30 PRO FUND INVESTOR	1,842 Units	30,205
ULTRA EMERGING MRKTS PRO FD INVT CL	3,091 Units	21,790
ULTRA INTERNATIONAL PRO FD	1,218 Units	11,121
ULTRA JAPAN PRO FUND INVESTORS SHS	2,595 Units	23,696
ULTRA JAPAN PRO FUND SERVICE SHARES	1,290 Units	11,174
ULTRA MID CAP PRO FUND INVESTOR SHS	1,243 Units	20,383
ULTRA NASDAQ-100 PRO FUND INVESTOR CLASS	3,362 Units	30,321
ULTRA NASDAQ-100 PRO FUND SERVICE CLASS	1,385 Units	11,371
ULTRA SHORT CHINA PRO FUND – SERVICE	262 Units	9,102
ULTRA SHORT INTL PRO FD INVT CL	142 Units	3,993
UMB SCOUT BOND	89 Units	999
UMB SCOUT INTERNATIONAL	1,373 Units	29,927
UMB SCOUT SMALL CAP	1,454 Units	15,337
UMB SCOUT STOCK	7,000 Units	71,258
US GLOBAL INVESTORS CHINA REGION FD	4,191 Units	23,427
US GLOBAL REGION EAST EUROPEAN	1,734 Units	8,878
US GLOBAL RESOURCES	24,754 Units	130,205
US GOLD AND PRECIOUS METALS	16,426 Units	177,897

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US WORLD PRECIOUS MINERALS	40,561 Units	387,768
UTILITIES ULTRA SECTOR PRO FUND INV	1,019 Units	15,290
VALUE LINE	94 Units	585
VALUE LINE EMERGING OPPORTUNITY	1,471 Units	30,583
VALUE LINE INCOME	579 Units	3,702
VALUE LINE PREMIER GROWTH FUND	1,486 Units	24,795
VAN ECK EMERGING MARKETS CL C	4,064 Units	18,980
VAN KAMPEN ASSETT ALLOCATION CONV A	521 Units	4,191
VAN KAMPEN COMSTOCK CLASS C	2,035 Units	22,104
VAN KAMPEN REAL ESTATE SEC CLASS C	1,355 Units	15,226
VANGUARD 500 INDEX FD INVESTOR SHS	5,439 Units	451,923
VANGUARD ASSET ALLOCATION	5,001 Units	93,015
VANGUARD BOND INDEX TOTAL MARKET	6,650 Units	67,702
VANGUARD EMERGING MARKETS STOCK INDEX	1,254 Units	18,678
VANGUARD ENERGY	1,964 Units	86,654
VANGUARD FINANCIALS INDEX ADMIRAL SHRS	14,231 Units	183,859
VANGUARD GLOBAL EQUITY	907 Units	10,924
VANGUARD GNMA	683 Units	7,228
VANGUARD GROWTH INDEX	112 Units	2,275
VANGUARD INDEX TRUST SMALL CAP GROWTH	1,166 Units	13,874
VANGUARD INFLATION PROTECTED SECS	14,747 Units	169,882
VANGUARD INTERMED TERM	1,597 Units	19,328
VANGUARD INTERMED TRM INVST GR INVEST	10,066 Units	87,071
VANGUARD INTERNATL VALUE PORTFOLIO	251 Units	5,880
VANGUARD INTER-TERM BOND INDEX PORT	1,456 Units	15,293
VANGUARD INT'L GROWTH PORTFOLIO	1,142 Units	13,928
VANGUARD LARGE CAP INDEX INV CLASS SH	265 Units	4,347
VANGUARD LIFE STRATEGY GRWTH PORT	623 Units	9,964
VANGUARD LONG TERM INVMT GRADE INV	1,489 Units	12,982
VANGUARD LONG TERM US TREASURY	699 Units	9,351
VANGUARD LONG-TERM BOND INDEX PORT	2,558 Units	30,665
VANGUARD MID CAP GRWTH INDX CL INVES	235 Units	3,155
VANGUARD MID CAP INDEX	2,355 Units	27,788
VANGUARD REIT INDEX FUND	494 Units	5,988
VANGUARD SHORT TERM INVMT GRADE ADMIRAL	9,425 Units	91,140
VANGUARD SHORT TERM INVMT GRADE INVESTOR	413 Units	3,996
VANGUARD SHORT TERM TREASURY	314 Units	3,433
VANGUARD SMALL CAP STOCK INDEX TRUST	1,095 Units	22,334
VANGUARD STRATEGIC SMALL CAP EQ INVT	2,962 Units	35,992
VANGUARD TARGET RET 2015 FD INVESTOR CL	2,395 Units	22,874
VANGUARD TOTAL INTL STOCK INDEX FUND	8,165 Units	88,097
VANGUARD TOTAL STOCK MARKET	7,769 Units	169,359
VANGUARD VALUE INDEX	517 Units	8,319
VANGUARD WELLINGTON FUND	3,229 Units	78,896
VANGUARD WINDSOR II	13,685 Units	261,511

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VANGUARD/WELLESLEY INCOME	1,321 Units	24,299
VIRTUS FOREIGN OPPORTUNITES CL A	861 Units	14,335
WASATCH 1ST SOURCE INC EQUITY FD	9,802 Units	101,553
WASATCH EMERGING MARKETS SMALL CAP FD	2,679 Units	2,251
WASATCH GLOBAL SCIENCE & TECHNOLOGY	2,099 Units	15,136
WASATCH SMALL CAP GROWTH	419 Units	8,623
WELLS FARGO ASIA PACIFIC FD-INVESTOR	3,474 Units	22,862
WELLS FARGO MID CAP DISCIPLINED FD-INVES	213 Units	2,887
WELLS FARGO SHORT TERM HI YIELD BD-INV	1,145 Units	8,517
WELLS FARGO SHRT TRM HI YIELD BND CLASS A	123 Units	917
WESTCORE PLUS BOND FUND	1,525 Units	15,019
WESTERN ASSET CORE PLUS INSTITUTIONAL	1,277 Units	11,084
WESTPORT SELECT CAP CLASS I	1,444 Units	23,198
WILLIAM BLAIR VALUE DISCOVERY CLASS N	869 Units	7,242
WINTERGREEN FUND	10,112 Units	88,275
WRIGHT INTERNATIONAL BLUE CHIP	1,277 Units	13,808
YACKTMAN FOCUSED FD	2,392 Units	23,848
YACKTMAN FUND	1,819 Units	17,606
CASH ACCOUNT	8,406,324 Units	8,406,324
Total Registered Investment Companies		\$ 33,465,370
Net Assets Pending Settlement		\$ (7,067,415)
TOTAL INVESTMENTS		\$ 2,548,142,827

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS ACQUIRED AND DISPOSED IN 2008

AEP STOCK FUND:	Number of SHARES/UNITS	FAIR VALUE
American Electric Power Company, Inc. Common Stock \$6.50 par value	738,949 Shares	* \$ (26,742,546)
TOTAL - AEP STOCK FUND		\$ (26,742,546)

* Transactions are recorded on the trade date. Negative units represent unsettled sale transactions.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

EXHIBIT INDEX

Exhibit Number	Description
23	Consent of Independent Registered Public Accounting Firm