

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

GAMCO INVESTORS, INC. ET AL  
 Form 13F-HR  
 November 14, 2008

PORTVUE-SEC13F.LNP  
 RUN DATE: 10/29/08 10:00 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 09/30/08

| NAME OF ISSUER                 | TITLE OF CLASS   | CUSIP     | VALUE<br>(x\$1000) | SHARES/<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DCRETN | O<br>MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A     | COM              | 68243Q106 | 1628               | 270500             | SH         |              | SOLE              |         |
| 3 COM CORP                     | COM              | 885535104 | 699                | 300000             | SH         |              | SOLE              |         |
| 3M CO.                         | COM              | 88579Y101 | 820                | 12000              | SH         |              | SOLE              |         |
| A T & T INC (NEW)              | COM              | 00206R102 | 7885               | 282403             | SH         |              | SOLE              |         |
| AAR CORP COM                   | COM              | 000361105 | 1244               | 75000              | SH         |              | SOLE              |         |
| AARON RENTS INC CL A           | COM              | 002535300 | 9629               | 436303             | SH         |              | SOLE              |         |
| AARON RENTS INC COM            | COM              | 002535201 | 414                | 15300              | SH         |              | SOLE              |         |
| ABB LTD SPONSORED ADR          | COM              | 000375204 | 4743               | 244500             | SH         |              | SOLE              |         |
| ABBOTT LABS                    | COM              | 002824100 | 3668               | 63700              | SH         |              | SOLE              |         |
| ABERCROMBIE & FITCH CO-CL A    | COM              | 002896207 | 304                | 7700               | SH         |              | SOLE              |         |
| ACCESS INTEGRATED TECHNLS ICL  | COM              | 004329108 | 53                 | 37000              | SH         |              | SOLE              |         |
| ACCO BRANDS CORP COM           | COM              | 00081T108 | 1839               | 243900             | SH         |              | SOLE              |         |
| ACME COMMUNICATIONS INC COM    | COM              | 004631107 | 616                | 648585             | SH         |              | SOLE              |         |
| ACUITY BRANDS INC (B:AYI) COM  | COM              | 00508Y102 | 1855               | 44420              | SH         |              | SOLE              |         |
| ADOBE SYSTEMS INC COM          | COM              | 00724F101 | 1842               | 46674              | SH         |              | SOLE              |         |
| ADVANCED MED 1.375% 7/1/2025 C | CONVERTIBLE BOND | 00763MAJ7 | 292                | 400000             | PRN        |              | SOLE              |         |
| ADVANCED MED CV 3.250% 08/01/2 | CONVERTIBLE BOND | 00763MAK4 | 330                | 500000             | PRN        |              | SOLE              |         |
| ADVANCED MED OPTICS INC COM    | COM              | 00763M108 | 78938              | 4439681            | SH         |              | SOLE              |         |
| AES CORP COM                   | COM              | 00130H105 | 2979               | 254840             | SH         |              | SOLE              |         |
| AFLAC INC COM                  | COM              | 001055102 | 588                | 10000              | SH         |              | SOLE              |         |
| AGERE SYS 6.5% 12/15/09        | CONVERTIBLE BOND | 00845VAA8 | 1687               | 1733800            | PRN        |              | SOLE              |         |
| AGL RES INC COM                | COM              | 001204106 | 3606               | 114900             | SH         |              | SOLE              |         |
| ALBEMARLE CORP COM             | COM              | 012653101 | 802                | 26000              | SH         |              | SOLE              |         |
| ALBERTO CULVER CO NEW COM      | COM              | 013078100 | 15413              | 565820             | SH         |              | SOLE              |         |
| ALCOA INC COM                  | COM              | 013817101 | 10525              | 466110             | SH         |              | SOLE              |         |
| ALCON INC COM SHS              | COM              | H01301102 | 1474               | 9125               | SH         |              | SOLE              |         |
| ALIGN TECHNOLOGY INC COM       | COM              | 016255101 | 3090               | 285300             | SH         |              | SOLE              |         |
| ALLEGHANY CORP DEL             | COM              | 017175100 | 1352               | 3704               | SH         |              | SOLE              |         |
| ALLEGHENY ENERGY INC COM       | COM              | 017361106 | 34249              | 931442             | SH         |              | SOLE              |         |
| ALLERGAN INC                   | COM              | 018490102 | 11253              | 218512             | SH         |              | SOLE              |         |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM              | 01881G106 | 522                | 14100              | SH         |              | SOLE              |         |
| ALLIANCE DATA SYS CORP COM     | COM              | 018581108 | 2998               | 47300              | SH         |              | SOLE              |         |
| ALLIANT ENERGY CORP COM        | COM              | 018802108 | 1057               | 32820              | SH         |              | SOLE              |         |
| ALLIED WASTE INDS INC COM NEW  | COM              | 019589308 | 4151               | 373600             | SH         |              | SOLE              |         |
| ALPHA NATURAL RESOURCES INC CO | COM              | 02076X102 | 463                | 9000               | SH         |              | SOLE              |         |
| ALPHARMA INC CL A              | COM              | 020813101 | 96971              | 2628640            | SH         |              | SOLE              |         |
| ALTRIA GROUP INC COM           | COM              | 02209S103 | 206                | 10400              | SH         |              | SOLE              |         |
| AMAZON.COM INC                 | COM              | 023135106 | 895                | 12300              | SH         |              | SOLE              |         |
| AMEREN CORP COM                | COM              | 023608102 | 273                | 7000               | SH         |              | SOLE              |         |
| AMERICA MOVIL S A DE C V SPONS | COM              | 02364W105 | 3749               | 80868              | SH         |              | SOLE              |         |
| AMERICAN DENTAL PARTNERS INC   | COM              | 025353103 | 293                | 25000              | SH         |              | SOLE              |         |

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|   |     |           |        |         |    |                       |
|---|-----|-----------|--------|---------|----|-----------------------|
| AMERICAN ELECTRIC POWER                         | COM | 025537101 | 278    | 7500    | SH | SOLE                  |
| AMERICAN EXPRESS CO                             | COM | 025816109 | 122577 | 3459687 | SH | SOLE                  |
| AMERICAN INTL GROUP INC                         | COM | 026874107 | 1099   | 330105  | SH | SOLE                  |
| AMERIPRISE FINL INC COM                         | COM | 03076C106 | 5968   | 156238  | SH | SOLE                  |
| AMETEK INC NEW COM                              | COM | 031100100 | 131534 | 3226239 | SH | SOLE                  |
| AMICAS INC                                      | COM | 001712108 | 1915   | 787880  | SH | SOLE                  |
| AMPCO PITTSBURGH CORP                           | COM | 032037103 | 27360  | 1056362 | SH | SOLE                  |
| ANADARKO PETE CORP COM                          | COM | 032511107 | 3840   | 79150   | SH | SOLE                  |
| ANGIODYNAMICS INC COM                           | COM | 03475V101 | 5103   | 322960  | SH | SOLE                  |
| ANHEUSER BUSCH COS INC                          | COM | 035229103 | 116172 | 1790560 | SH | SOLE                  |
| ANIMAL HEALTH INTERNATIONAL                     | COM | 03525N109 | 2491   | 302250  | SH | SOLE                  |
| APACHE CORP                                     | COM | 037411105 | 2007   | 19250   | SH | SOLE                  |
| APPLE COMPUTER INC                              | COM | 037833100 | 3435   | 30223   | SH | SOLE                  |
| APPLIED BIOSYSTEMS INC DEL COM                  | COM | 038149100 | 377    | 11000   | SH | SOLE                  |
| APPLIED MATLS INC COM                           | COM | 038222105 | 1293   | 85490   | SH | SOLE                  |
| APRIA HEALTHCARE GROUP INC COM                  | COM | 037933108 | 1532   | 84000   | SH | SOLE                  |
| AQUA AMERICA INC                                | COM | 03836W103 | 213    | 12000   | SH | SOLE                  |
| ARCH CHEMICALS INC COM                          | COM | 03937R102 | 2802   | 79380   | SH | SOLE                  |
| ARCHER DANIELS MIDLAND                          | COM | 039483102 | 48259  | 2202606 | SH | SOLE                  |
| ARGO GROUP INTL HLDGS LTD COM                   | COM | G0464B107 | 3027   | 82132   | SH | SOLE                  |
| ARTHROCARE CORP COM                             | COM | 043136100 | 8632   | 311410  | SH | SOLE                  |
| ASHLAND INC NEW COM                             | COM | 044209104 | 497    | 17000   | SH | SOLE                  |
| ATLANTIC TELE NETWORK INC COM                   | COM | 049079205 | 224    | 8000    | SH | SOLE                  |
| ATLAS ACQUISITION HLDGS CORPCO                  | COM | 049162100 | 90     | 10000   | SH | SOLE                  |
| ATLAS ACQUISITION HOLDI-WARRAN WARRANT AND RIGH |     | 049162118 | 2      | 10000   | SH | SOLE                  |
| AUTONATION INC                                  | COM | 05329W102 | 22892  | 2036690 | SH | SOLE                  |
| AUTOZONE INC                                    | COM | 053332102 | 432    | 3500    | SH | SOLE                  |
| AVON PRODUCTS INC                               | COM | 054303102 | 7384   | 177625  | SH | SOLE                  |
| BADGER METER INC COM                            | COM | 056525108 | 3186   | 67850   | SH | SOLE                  |
| BAKER HUGHES INC                                | COM | 057224107 | 454    | 7500    | SH | SOLE                  |
| BALDOR ELEC CO COM                              | COM | 057741100 | 14646  | 508350  | SH | SOLE                  |
| BALDWIN TECHNOLOGY INC CL A                     | COM | 058264102 | 2682   | 1051930 | SH | SOLE                  |
| BANK OF AMERICA                                 | COM | 060505104 | 2793   | 79811   | SH | SOLE                  |
| BANK OF NEW YORK MELLON CORP                    | COM | 064058100 | 4941   | 151671  | SH | SOLE                  |
| BARNES GROUP INC COM                            | COM | 067806109 | 3893   | 192540  | SH | SOLE                  |
| BARR LABS INC COM                               | COM | 068306109 | 795    | 12180   | SH | SOLE                  |
| BARRICK GOLD(R:ABX.N B:ABX US)                  | COM | 067901108 | 2370   | 64500   | SH | SOLE                  |
| BASIN WTR INC COM                               | COM | 07011T306 | 40     | 22000   | SH | SOLE                  |
| BAXTER INTL INC COM                             | COM | 071813109 | 2461   | 37500   | SH | SOLE                  |
| BEASLEY BROADCAST GRP INC.                      | COM | 074014101 | 1978   | 1170195 | SH | SOLE                  |
| BED BATH & BEYOND INC                           | COM | 075896100 | 1611   | 51300   | SH | SOLE                  |
| BEL FUSE INC CL A                               | COM | 077347201 | 355    | 12900   | SH | SOLE                  |
| BELDEN CDT INC                                  | COM | 077454106 | 4400   | 138400  | SH | SOLE                  |
| BELO CORP                                       | COM | 080555105 | 8420   | 1412774 | SH | SOLE                  |
| PORTVUE-SEC13F.LNP                              |     |           |        |         |    | GAMCO ASSET MGT. INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BERKSHIRE HATHAWAY            | COM            | 084670108 | 4049               | 31                 | SH         |              | SOLE              |         |
| BERKSHIRE HATH/HLD B          | COM            | 084670207 | 11765              | 2677               | SH         |              | SOLE              |         |
| BIG 5 SPORTING GOODS CORP COM | COM            | 08915P101 | 960                | 93000              | SH         |              | SOLE              |         |
| BIO RAD LABS INC CL A         | COM            | 090572207 | 654                | 6600               | SH         |              | SOLE              |         |
| BIOGEN IDEC INC               | COM            | 09062X103 | 478                | 9500               | SH         |              | SOLE              |         |
| BIOLASE TECHNOLOGY INC COM    | COM            | 090911108 | 306                | 162000             | SH         |              | SOLE              |         |
| BLACKSTONE GROUP L P COM UNIT | COM            | 09253U108 | 864                | 56300              | SH         |              | SOLE              |         |
| BOEING CO                     | COM            | 097023105 | 7978               | 139112             | SH         |              | SOLE              |         |
| BON-TON STORES INC COM        | COM            | 09776J101 | 1497               | 550500             | SH         |              | SOLE              |         |

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| BORG WARNER INC                | COM              | 099724106 | 45847                 | 1399043  | SH  | SOLE |
| BORLAND SOFTWARE CORP COM      | COM              | 099849101 | 121                   | 79000    | SH  | SOLE |
| BOSTON BEER INC CL A           | COM              | 100557107 | 6269                  | 132000   | SH  | SOLE |
| BOSTON SCIENTIFIC CORP COM     | COM              | 101137107 | 3396                  | 276750   | SH  | SOLE |
| BOYD GAMING CORP               | COM              | 103304101 | 12922                 | 1380560  | SH  | SOLE |
| BP PLC SPONS ADR               | COM              | 055622104 | 895                   | 17833    | SH  | SOLE |
| BPW ACQUISITION CORP-UNIT      | COM              | 055637201 | 5316                  | 590000   | SH  | SOLE |
| BRINKS CO COM                  | COM              | 109696104 | 372                   | 6100     | SH  | SOLE |
| BRISTOL MYERS SQUIBB CO        | COM              | 110122108 | 5322                  | 255270   | SH  | SOLE |
| BROWN FORMAN CORP CL B         | COM              | 115637209 | 438                   | 6100     | SH  | SOLE |
| BROWN-FORMAN CORP CLASS A      | COM              | 115637100 | 19119                 | 269288   | SH  | SOLE |
| BRUSH ENGINEERED MATLS INC COM | COM              | 117421107 | 1523                  | 82000    | SH  | SOLE |
| BT GROUP PLC SPON ADR          | COM              | 05577E101 | 812                   | 28000    | SH  | SOLE |
| BUCKEYE PARTNERS L P UNIT LTD  | OIL & GAS PARTNE | 118230101 | 334                   | 9000     | SH  | SOLE |
| CABLEVISION SYS NY GROUP A     | COM              | 12686C109 | 288143                | 11452434 | SH  | SOLE |
| CABOT OIL & GAS CORP COMMON ST | COM              | 127097103 | 470                   | 13000    | SH  | SOLE |
| CADBURY PLC-SPONS ADR          | COM              | 12721E102 | 73178                 | 1787443  | SH  | SOLE |
| CALAMOS ASSET MANAGEMENT-A     | COM              | 12811R104 | 663                   | 37000    | SH  | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | COM              | 130439102 | 3247                  | 1086000  | SH  | SOLE |
| CAM 1.500% 05/15/24            | CONVERTIBLE BOND | 216640AE2 | 241                   | 115000   | PRN | SOLE |
| CAMERON INTERNATIONAL CORP     | COM              | 13342B105 | 13394                 | 347536   | SH  | SOLE |
| CAMPBELL SOUP CO               | COM              | 134429109 | 24504                 | 634813   | SH  | SOLE |
| CANDELA CORP COM               | COM              | 136907102 | 34                    | 14000    | SH  | SOLE |
| CANTERBURY PK HLDG CORP        | COM              | 13811E101 | 3516                  | 402714   | SH  | SOLE |
| CAPITAL ONE FINL CORP COM      | COM              | 14040H105 | 1497                  | 29360    | SH  | SOLE |
| CAPITAL PPTYS INC R I COM      | COM              | 140430109 | 225                   | 9800     | SH  | SOLE |
| CARMIKE CINEMAS INC COM        | COM              | 143436400 | 478                   | 130000   | SH  | SOLE |
| CASELLA WASTE SYS INC CL A     | COM              | 147448104 | 411                   | 35000    | SH  | SOLE |
| CAVALIER HOMES INC COM         | COM              | 149507105 | 4680                  | 2785499  | SH  | SOLE |
| CAVCO INDUSTRIES               | COM              | 149568107 | 19252                 | 532548   | SH  | SOLE |
| CBS CORP CLASS A               | COM              | 124857103 | 32918                 | 2250058  | SH  | SOLE |
| CBS CORP NEW CL B              | COM              | 124857202 | 1562                  | 107103   | SH  | SOLE |
| CELGENE CORP                   | COM              | 151020104 | 1398                  | 22100    | SH  | SOLE |
| CENTENNIAL CELLULAR CORP CL A  | COM              | 15133V208 | 1816                  | 291000   | SH  | SOLE |
| CENTEX CORP COM                | COM              | 152312104 | 188                   | 11620    | SH  | SOLE |
| PORTVUE-SEC13F.LNP             |                  |           |                       |          |     |      |
|                                |                  |           | GAMCO ASSET MGT. INC. |          |     |      |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS   | 153436100 | 290                | 9441               | SH         |              | SOLE               |         |
| CENTURYTEL INC                 | COM            | 156700106 | 23621              | 644500             | SH         |              | SOLE               |         |
| CEPHEID COM                    | COM            | 15670R107 | 692                | 50000              | SH         |              | SOLE               |         |
| CH ENERGY GROUP, INC.          | COM            | 12541M102 | 34393              | 789377             | SH         |              | SOLE               |         |
| CHAMPION ENTERPRISES INC COM   | COM            | 158496109 | 18025              | 3247770            | SH         |              | SOLE               |         |
| CHARTER COMMUNICATIONS INC DCL | COM            | 16117M107 | 146                | 200000             | SH         |              | SOLE               |         |
| CHEMED CORPORATION             | COM            | 16359R103 | 34190              | 832693             | SH         |              | SOLE               |         |
| CHEMTURA CORP                  | COM            | 163893100 | 13877              | 3043288            | SH         |              | SOLE               |         |
| CHESAPEAKE CORP VA             | COM            | 165159104 | 14                 | 20500              | SH         |              | SOLE               |         |
| CHESAPEAKE ENERGY CORP COM     | COM            | 165167107 | 1674               | 46684              | SH         |              | SOLE               |         |
| CHEVRON CORP                   | COM            | 166764100 | 26653              | 323151             | SH         |              | SOLE               |         |
| CHINA MOBILE LTD               | COM            | 16941M109 | 3826               | 76400              | SH         |              | SOLE               |         |
| CHORDIANT SOFTWARE INC COM     | COM            | 170404305 | 103                | 20000              | SH         |              | SOLE               |         |
| CHURCH & DWIGHT CO             | COM            | 171340102 | 28415              | 457640             | SH         |              | SOLE               |         |
| CHURCHILL DOWNS INC COM        | COM            | 171484108 | 35938              | 733727             | SH         |              | SOLE               |         |
| CINCINNATI BELL                | COM            | 171871106 | 26915              | 8710374            | SH         |              | SOLE               |         |
| CIRCOR INTL INC COM            | COM            | 17273K109 | 32407              | 746199             | SH         |              | SOLE               |         |
| CISCO SYS INC                  | COM            | 17275R102 | 3801               | 168500             | SH         |              | SOLE               |         |
| CITADEL BROADCASTING CORP COM  | COM            | 17285T106 | 429                | 550528             | SH         |              | SOLE               |         |

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| CITIGROUP INC.                 | COM              | 172967101 | 24302 | 1184879 | SH  | SOLE |
| CLARCOR INC                    | COM              | 179895107 | 95822 | 2524943 | SH  | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM              | 18451C109 | 12148 | 888000  | SH  | SOLE |
| CLEARWIRE CORP-CLASS A         | COM              | 185385309 | 3021  | 254300  | SH  | SOLE |
| CME GROUP INC COM              | COM              | 12572Q105 | 3009  | 8100    | SH  | SOLE |
| CMS ENERGY CORP COM            | COM              | 125896100 | 1548  | 124100  | SH  | SOLE |
| CNA SURETY CORP COM            | COM              | 12612L108 | 15028 | 899900  | SH  | SOLE |
| CNH GLOBAL NV COM              | COM              | N20935206 | 55233 | 2506046 | SH  | SOLE |
| COACH INC                      | COM              | 189754104 | 574   | 22913   | SH  | SOLE |
| COACHMEN INDS INC              | COM              | 189873102 | 777   | 470940  | SH  | SOLE |
| COCA COLA CO                   | COM              | 191216100 | 73718 | 1394056 | SH  | SOLE |
| COHEN & STEERS INC COM         | COM              | 19247A100 | 1303  | 46000   | SH  | SOLE |
| COLDWATER CREEK INC COM        | COM              | 193068103 | 4366  | 754000  | SH  | SOLE |
| COLLECTIVE BRANDS INC COM      | COM              | 19421W100 | 366   | 20000   | SH  | SOLE |
| COMCAST CORP CL A SPL          | COM              | 20030N200 | 1062  | 53852   | SH  | SOLE |
| COMCAST CORP NEW COM CL A      | COM              | 20030N101 | 2677  | 136372  | SH  | SOLE |
| COMMUNICATIONS SYS             | COM              | 203900105 | 3149  | 286800  | SH  | SOLE |
| COMP DE TELECOMMUN DE CHILE SP | COM              | 204449300 | 204   | 30000   | SH  | SOLE |
| COMPTON PETE CORP COM          | COM              | 204940100 | 55    | 10000   | SH  | SOLE |
| COMPUCREDIT CVT 5.875% 01/30/3 | CONVERTIBLE BOND | 20478NAD2 | 56    | 200000  | PRN | SOLE |
| CONMED CORP COM                | COM              | 207410101 | 5158  | 161200  | SH  | SOLE |
| CONNECTICUT WTR SVC INC COM    | COM              | 207797101 | 327   | 11300   | SH  | SOLE |
| CONOCOPHILLIPS COM             | COM              | 20825C104 | 17842 | 243577  | SH  | SOLE |
| CONSTELLATION BRANDS COM       | COM              | 21036P108 | 292   | 13600   | SH  | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 2309  | 95000   | SH  | SOLE |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| COOPER COS INC COM NEW         | COM              | 216648402 | 2086               | 60000              | SH         |              | SOLE              |    |
| COOPER INDUSTRIES LTD CL A COM | COM              | G24182100 | 55262              | 1383271            | SH         |              | SOLE              |    |
| CORCEPT THERAPEUTICS INC OC-CO | COM              | 218352102 | 49                 | 38000              | SH         |              | SOLE              |    |
| CORE MOLDING TECH COM          | COM              | 218683100 | 2072               | 350000             | SH         |              | SOLE              |    |
| CORINTHIAN COLLEGES INC COM    | COM              | 218868107 | 2799               | 186600             | SH         |              | SOLE              |    |
| CORN PRODS INTL INC COM        | COM              | 219023108 | 21221              | 657400             | SH         |              | SOLE              |    |
| CORNING INC                    | COM              | 219350105 | 11129              | 711590             | SH         |              | SOLE              |    |
| COSTCO WHSL CORP NEW COM       | COM              | 22160K105 | 630                | 9700               | SH         |              | SOLE              |    |
| COVANTA HOLDING CORP           | COM              | 22282E102 | 4477               | 187000             | SH         |              | SOLE              |    |
| COVIDIAN LTD                   | COM              | G2552X108 | 1581               | 29400              | SH         |              | SOLE              |    |
| CRANE CO                       | COM              | 224399105 | 105858             | 3563031            | SH         |              | SOLE              |    |
| CROWN HOLDINGS INC COM         | COM              | 228368106 | 229                | 10300              | SH         |              | SOLE              |    |
| CROWN MEDIA HLDGS INC CL A     | COM              | 228411104 | 2471               | 491200             | SH         |              | SOLE              |    |
| CRUCELL N V SPONSORED ADR      | COM              | 228769105 | 2578               | 165700             | SH         |              | SOLE              |    |
| CTS CORP                       | COM              | 126501105 | 38428              | 3006895            | SH         |              | SOLE              |    |
| CURRENCY SHARES EURO TR EURO S | ETF/ISHARE - EQU | 23130C108 | 916                | 6500               | SH         |              | SOLE              |    |
| CURRENCYSHS JAPANESE YEN TR JA | MUTUAL FUNDS     | 23130A102 | 2389               | 25450              | SH         |              | SOLE              |    |
| CURTISS WRIGHT CORP            | COM              | 231561101 | 60067              | 1321600            | SH         |              | SOLE              |    |
| CUTERA INC COM                 | COM              | 232109108 | 3836               | 361500             | SH         |              | SOLE              |    |
| CVS/CAREMARK CORP              | COM              | 126650100 | 36378              | 1080750            | SH         |              | SOLE              |    |
| CYPRESS SEMICONDUCTOR CORP COM | COM              | 232806109 | 1524               | 292000             | SH         |              | SOLE              |    |
| C&D TECHNOLOGIES INC COM       | COM              | 124661109 | 94                 | 16490              | SH         |              | SOLE              |    |
| D & E COMMUNICATIONS INC COM   | COM              | 232860106 | 1933               | 255994             | SH         |              | SOLE              |    |
| DAIMLER AG                     | COM              | D1668R123 | 242                | 4800               | SH         |              | SOLE              |    |
| DANA HOLDING CORP COM          | COM              | 235825205 | 1162               | 240000             | SH         |              | SOLE              |    |
| DATASCOPE CORP                 | COM              | 238113104 | 336                | 6500               | SH         |              | SOLE              |    |
| DEAN FOODS (B:DF)              | COM              | 242370104 | 4298               | 184000             | SH         |              | SOLE              |    |
| DEERE & CO.                    | COM              | 244199105 | 95624              | 1931795            | SH         |              | SOLE              |    |
| DEL MONTE FOODS CO COM         | COM              | 24522P103 | 20787              | 2665059            | SH         |              | SOLE              |    |

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|                                |     |           |        |         |    |      |
|--------------------------------|-----|-----------|--------|---------|----|------|
| DENBURY RES INC COM NEW        | COM | 247916208 | 286    | 15000   | SH | SOLE |
| DENNYS CORP COM                | COM | 24869P104 | 72     | 28000   | SH | SOLE |
| DENTSPLY INTL INC NEW COM      | COM | 249030107 | 11800  | 314340  | SH | SOLE |
| DEUTSCHE BANK AG-REG (B:DB)    | COM | D18190898 | 2664   | 36600   | SH | SOLE |
| DEUTSCHE TELEKOM AG-SPON ADR ( | COM | 251566105 | 8978   | 589475  | SH | SOLE |
| DEVON ENERGY CORP NEW          | COM | 25179M103 | 13289  | 145717  | SH | SOLE |
| DEXCOM INC COM                 | COM | 252131107 | 551    | 89000   | SH | SOLE |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 35035  | 508790  | SH | SOLE |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 206    | 2000    | SH | SOLE |
| DIEBOLD INC COM                | COM | 253651103 | 121247 | 3661930 | SH | SOLE |
| DIRECTV GROUP INC              | COM | 25459L106 | 114316 | 4366534 | SH | SOLE |
| DISCOVER FINANCIAL             | COM | 254709108 | 2951   | 213500  | SH | SOLE |
| DISH NETWORK CORPORATION       | COM | 25470M109 | 31326  | 1491725 | SH | SOLE |
| DISNEY WALT PRODTNS            | COM | 254687106 | 10605  | 345563  | SH | SOLE |
| DOMINION RES INC VA NEW COM    | COM | 25746U109 | 2041   | 47700   | SH | SOLE |

GAMCO ASSET MGT. INC.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DONALDSON INC                  | COM            | 257651109 | 52031              | 1241500            | SH         |              | SOLE               |         |
| DOVER DOWNS GAMING & ENTMT INC | COM            | 260095104 | 1385               | 178071             | SH         |              | SOLE               |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM            | 260174107 | 3356               | 615750             | SH         |              | SOLE               |         |
| DPL INC COM                    | COM            | 233293109 | 20867              | 841418             | SH         |              | SOLE               |         |
| DR PEPPER SNAPPLE GROUP INC CO | COM            | 26138E109 | 41067              | 1550879            | SH         |              | SOLE               |         |
| DRS TECHNOLOGIES INC COM       | COM            | 23330X100 | 60444              | 787550             | SH         |              | SOLE               |         |
| DU PONT E I DE NEMOURS CO      | COM            | 263534109 | 4819               | 119590             | SH         |              | SOLE               |         |
| DUFF & PHELPS CORP-CL A        | COM            | 26433B107 | 505                | 24000              | SH         |              | SOLE               |         |
| DUKE ENERGY CORP               | COM            | 26441C105 | 7439               | 426802             | SH         |              | SOLE               |         |
| E M C CORP MASS COM            | COM            | 268648102 | 2115               | 176800             | SH         |              | SOLE               |         |
| EASTMAN KODAK                  | COM            | 277461109 | 1515               | 98500              | SH         |              | SOLE               |         |
| EATON VANCE CORP COM           | COM            | 278265103 | 1163               | 33000              | SH         |              | SOLE               |         |
| EHOSTAR CORP-A                 | COM            | 278768106 | 4180               | 173425             | SH         |              | SOLE               |         |
| ECOLAB INC                     | COM            | 278865100 | 57885              | 1193010            | SH         |              | SOLE               |         |
| EDGEWATER TECHNOLOGY INC COM   | COM            | 280358102 | 5596               | 1151470            | SH         |              | SOLE               |         |
| EDISON INTL COM                | COM            | 281020107 | 411                | 10300              | SH         |              | SOLE               |         |
| EL PASO CORPORATION            | COM            | 28336L109 | 13429              | 1052395            | SH         |              | SOLE               |         |
| EL PASO ELEC CO COM NEW        | COM            | 283677854 | 30436              | 1449330            | SH         |              | SOLE               |         |
| ELECTRONIC ARTS COM            | COM            | 285512109 | 695                | 18800              | SH         |              | SOLE               |         |
| ELIZABETH ARDEN INC            | COM            | 28660G106 | 196                | 10000              | SH         |              | SOLE               |         |
| EMBARQ CORP COM                | COM            | 29078E105 | 1800               | 44397              | SH         |              | SOLE               |         |
| EMERSON ELEC CO                | COM            | 291011104 | 1790               | 43876              | SH         |              | SOLE               |         |
| EMMIS COMMUNICATIONS CORP      | COM            | 291525103 | 548                | 565000             | SH         |              | SOLE               |         |
| ENERGIZER HLDGS INC COM        | COM            | 29266R108 | 101664             | 1262129            | SH         |              | SOLE               |         |
| ENERGYSOUTH INC COM            | COM            | 292970100 | 14698              | 239268             | SH         |              | SOLE               |         |
| ENTEGRIS INC COM               | COM            | 29362U104 | 626                | 129340             | SH         |              | SOLE               |         |
| EOG RESOURCES INC              | COM            | 26875P101 | 268                | 3000               | SH         |              | SOLE               |         |
| EPOCH HOLDING CORP             | COM            | 29428R103 | 5498               | 521139             | SH         |              | SOLE               |         |
| EV3 INC COM                    | COM            | 26928A200 | 100                | 10000              | SH         |              | SOLE               |         |
| EXACTECH INC COM               | COM            | 30064E109 | 10322              | 464116             | SH         |              | SOLE               |         |
| EXELON CORP                    | COM            | 30161N101 | 335                | 5349               | SH         |              | SOLE               |         |
| EXXON MOBIL CORP               | COM            | 30231G102 | 14067              | 181142             | SH         |              | SOLE               |         |
| FAIRCHILD CORP CL A            | COM            | 303698104 | 7390               | 2842165            | SH         |              | SOLE               |         |
| FALCONSTOR SOFTWARE INC COM    | COM            | 306137100 | 657                | 122500             | SH         |              | SOLE               |         |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM            | 313586109 | 92                 | 60000              | SH         |              | SOLE               |         |
| FERRO CORP                     | COM            | 315405100 | 89428              | 4449176            | SH         |              | SOLE               |         |
| FIDELITY NATL INFORMATION SVCO | COM            | 31620M106 | 373                | 20200              | SH         |              | SOLE               |         |
| FIDELITY SOUTHERN CORP         | COM            | 316394105 | 138                | 31000              | SH         |              | SOLE               |         |
| FIRST SOLAR INC COM            | COM            | 336433107 | 1464               | 7750               | SH         |              | SOLE               |         |

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|                               |     |           |       |         |    |                       |
|-------------------------------|-----|-----------|-------|---------|----|-----------------------|
| FIRSTENERGY CORP COM          | COM | 337932107 | 3320  | 49559   | SH | SOLE                  |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 52739 | 1338554 | SH | SOLE                  |
| FLEETWOOD ENTERPRISES INC     | COM | 339099103 | 449   | 439990  | SH | SOLE                  |
| FLIR SYS INC COM              | COM | 302445101 | 711   | 18500   | SH | SOLE                  |
| FLORIDA PUB UTILS CO COM      | COM | 341135101 | 2845  | 220568  | SH | SOLE                  |
| PORTVUE-SEC13F.LNP            |     |           |       |         |    | GAMCO ASSET MGT. INC. |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| FLOWERS FOODS INC COM           | COM              | 343498101 | 45201              | 1539531            | SH         |              | SOLE                  |         |
| FLOWERVE CORP COM               | COM              | 34354P105 | 158951             | 1790590            | SH         |              | SOLE                  |         |
| FLUOR CORP NEW COM              | COM              | 343412102 | 702                | 12600              | SH         |              | SOLE                  |         |
| FLUSHING FINL CORP COM          | COM              | 343873105 | 4821               | 275500             | SH         |              | SOLE                  |         |
| FMC CORP COM NEW                | COM              | 302491303 | 439                | 8540               | SH         |              | SOLE                  |         |
| FMC TECHNOLOGIES INC COM        | COM              | 30249U101 | 1140               | 24500              | SH         |              | SOLE                  |         |
| FOMENTO ECONOMICO MEXICANO SAD  | COM              | 344419106 | 8871               | 232600             | SH         |              | SOLE                  |         |
| FORD MTR CO DEL COM PAR \$0.01  | COM              | 345370860 | 226                | 43412              | SH         |              | SOLE                  |         |
| FORDING CDN COAL TR TR UNIT     | COM              | 345425102 | 830                | 10000              | SH         |              | SOLE                  |         |
| FORTUNE BRANDS INC              | COM              | 349631101 | 14644              | 255306             | SH         |              | SOLE                  |         |
| FOUNDRY NETWORKS COM            | COM              | 35063R100 | 1275               | 70000              | SH         |              | SOLE                  |         |
| FPL GROUP INC COM               | COM              | 302571104 | 7513               | 149361             | SH         |              | SOLE                  |         |
| FRANKLIN ELEC INC               | COM              | 353514102 | 8531               | 191500             | SH         |              | SOLE                  |         |
| FREDDIE MAC COM                 | COM              | 313400301 | 50                 | 29000              | SH         |              | SOLE                  |         |
| FREEMPORT MCMORAN COPPER&GOLD C | COM              | 35671D857 | 2140               | 37650              | SH         |              | SOLE                  |         |
| FRESENIUS KABI PHARMA-CVR       | WARRANT AND RIGH | 35802M115 | 10                 | 15000              | SH         |              | SOLE                  |         |
| FRONTIER COMMUNICATIONS CORP    | COM              | 35906A108 | 6313               | 548979             | SH         |              | SOLE                  |         |
| FULLER H B CO COM               | COM              | 359694106 | 8184               | 392150             | SH         |              | SOLE                  |         |
| FURMANITE CORPORATION           | COM              | 361086101 | 17809              | 1722359            | SH         |              | SOLE                  |         |
| GABELLI CV SECURITIES FUND      | MUTUAL FUNDS     | 36240B109 | 7042               | 1214222            | SH         |              | SOLE                  |         |
| GABELLI DIV&INC TR COM          | MUTUAL FUNDS     | 36242H104 | 35414              | 2569941            | SH         |              | SOLE                  |         |
| GABELLI EQUITY TRUST INC        | MUTUAL FUNDS     | 362397101 | 4547               | 659888             | SH         |              | SOLE                  |         |
| GABELLI GLBL MULTIMEDIA TR COM  | MUTUAL FUNDS     | 36239Q109 | 3188               | 439716             | SH         |              | SOLE                  |         |
| GABELLI GLOBAL DEAL FUND        | MUTUAL FUNDS     | 36245G103 | 20462              | 1459468            | SH         |              | SOLE                  |         |
| GABELLI GLOBAL UTIL & INCOMECO  | MUTUAL FUNDS     | 36242L105 | 2898               | 171491             | SH         |              | SOLE                  |         |
| GABELLI HLTHCARE & WELLNESS WH  | MUTUAL FUNDS     | 36246K103 | 225                | 40266              | SH         |              | SOLE                  |         |
| GABELLI UTIL TR COM             | MUTUAL FUNDS     | 36240A101 | 2306               | 252834             | SH         |              | SOLE                  |         |
| GAMCO INVESTORS INC             | COM              | 361438104 | 2639               | 44500              | SH         |              | SOLE                  |         |
| GARDNER DENVER INC              | COM              | 365558105 | 1180               | 34000              | SH         |              | SOLE                  |         |
| GATX CORP                       | COM              | 361448103 | 113297             | 2863207            | SH         |              | SOLE                  |         |
| GATX CORP \$2.50 CV PFD         | CONVERTIBLE PREF | 361448202 | 300                | 1300               | SH         |              | SOLE                  |         |
| GAYLORD ENTERTAINMENT CO        | COM              | 367905106 | 84011              | 2860449            | SH         |              | SOLE                  |         |
| GEHL CO COM                     | COM              | 368483103 | 10527              | 357700             | SH         |              | SOLE                  |         |
| GENCORP INC                     | COM              | 368682100 | 18609              | 2761047            | SH         |              | SOLE                  |         |
| GENENTECH INC                   | COM              | 368710406 | 32129              | 362300             | SH         |              | SOLE                  |         |
| GENERAL DYNAMICS CORP COM       | COM              | 369550108 | 486                | 6600               | SH         |              | SOLE                  |         |
| GENERAL ELEC CO                 | COM              | 369604103 | 6627               | 259881             | SH         |              | SOLE                  |         |
| GENERAL MILLS INC               | COM              | 370334104 | 163356             | 2377121            | SH         |              | SOLE                  |         |
| GENERAL MTRS CORP               | COM              | 370442105 | 14813              | 1567546            | SH         |              | SOLE                  |         |
| GENESIS ENERGY L P UNIT L P IN  | OIL & GAS PARTNE | 371927104 | 2301               | 161000             | SH         |              | SOLE                  |         |
| GENUINE PARTS CO                | COM              | 372460105 | 112846             | 2806412            | SH         |              | SOLE                  |         |
| GENZYME CORP                    | COM              | 372917104 | 445                | 5500               | SH         |              | SOLE                  |         |
| GERBER SCIENTIFIC INSTR         | COM              | 373730100 | 13894              | 1520113            | SH         |              | SOLE                  |         |
| GILEAD SCIENCES INC COM         | COM              | 375558103 | 2017               | 44200              | SH         |              | SOLE                  |         |
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|----------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| GLOBAL SOURCES LTD COM           | COM            | G39300101 | 157                | 15620              | SH         |              | SOLE              |         |
| GOOGLE INC-CL A                  | COM            | 38259P508 | 9317               | 23262              | SH         |              | SOLE              |         |
| GORMAN RUPP CO                   | COM            | 383082104 | 11417              | 302668             | SH         |              | SOLE              |         |
| GRACO INC COM                    | COM            | 384109104 | 6378               | 179100             | SH         |              | SOLE              |         |
| GRAFTECH INTERNATIONAL           | COM            | 384313102 | 47558              | 3147455            | SH         |              | SOLE              |         |
| GRAY TELEVISION, INC             | COM            | 389375106 | 3955               | 2299607            | SH         |              | SOLE              |         |
| GRAY TELEVISION, INC CL A        | COM            | 389375205 | 989                | 290904             | SH         |              | SOLE              |         |
| GREAT ATLANTIC & PAC TEA INCCO   | COM            | 390064103 | 30421              | 2811530            | SH         |              | SOLE              |         |
| GREAT PLAINS ENERGY INC. (B: G   | COM            | 391164100 | 40455              | 1820668            | SH         |              | SOLE              |         |
| GREATBATCH INC                   | COM            | 39153L106 | 14393              | 586500             | SH         |              | SOLE              |         |
| GREENBRIER COS INC               | COM            | 393657101 | 1268               | 65000              | SH         |              | SOLE              |         |
| GREENFIELD ONLINE INC COM        | COM            | 395150105 | 3774               | 216900             | SH         |              | SOLE              |         |
| GREIF INC CL A                   | COM            | 397624107 | 76830              | 1170839            | SH         |              | SOLE              |         |
| GREIF INC CL B                   | COM            | 397624206 | 209                | 4000               | SH         |              | SOLE              |         |
| GRIFFIN LAND & NUR               | COM            | 398231100 | 33198              | 883868             | SH         |              | SOLE              |         |
| GRIFFON CORP COM                 | COM            | 398433102 | 23218              | 2574070            | SH         |              | SOLE              |         |
| GRUPO TELEVISIVA SA DE CV ADR (B | COM            | 40049J206 | 50939              | 2329168            | SH         |              | SOLE              |         |
| GRUPO TMM SA                     | COM            | 40051D105 | 12                 | 13000              | SH         |              | SOLE              |         |
| GSE SYS INC COM                  | COM            | 36227K106 | 574                | 82035              | SH         |              | SOLE              |         |
| H R BLOCK INC                    | COM            | 093671105 | 2168               | 95290              | SH         |              | SOLE              |         |
| HAIN CELESTIAL GROUP INC         | COM            | 405217100 | 1266               | 46000              | SH         |              | SOLE              |         |
| HALLIBURTON COMPANY              | COM            | 406216101 | 29429              | 908580             | SH         |              | SOLE              |         |
| HANESBRANDS INC COM              | COM            | 410345102 | 1306               | 60062              | SH         |              | SOLE              |         |
| HARLEY DAVIDSON INC              | COM            | 412822108 | 278                | 7440               | SH         |              | SOLE              |         |
| HARMAN INTL INDS INC NEW COM     | COM            | 413086109 | 4088               | 120000             | SH         |              | SOLE              |         |
| HARMONY GOLD MINING CO LTD ADR   | COM            | 413216300 | 479                | 49450              | SH         |              | SOLE              |         |
| HARRIS CORPORATION               | COM            | 413875105 | 2063               | 44650              | SH         |              | SOLE              |         |
| HARTMARX CORP                    | COM            | 417119104 | 1231               | 665500             | SH         |              | SOLE              |         |
| HAWAIIAN ELEC INDS INC COM       | COM            | 419870100 | 605                | 20800              | SH         |              | SOLE              |         |
| HAWK CORP CL A                   | COM            | 420089104 | 14439              | 717270             | SH         |              | SOLE              |         |
| HAWKINS INC COM                  | COM            | 420261109 | 6348               | 361066             | SH         |              | SOLE              |         |
| HEARST-ARGYLE TELEVISION INCCO   | COM            | 422317107 | 2221               | 99443              | SH         |              | SOLE              |         |
| HEELYS INC COM                   | COM            | 42279M107 | 204                | 45500              | SH         |              | SOLE              |         |
| HEICO CORP NEW COM               | COM            | 422806109 | 578                | 17600              | SH         |              | SOLE              |         |
| HEINZ, H J COMPANY               | COM            | 423074103 | 65221              | 1305197            | SH         |              | SOLE              |         |
| HERCULES INC                     | COM            | 427056106 | 99671              | 5036418            | SH         |              | SOLE              |         |
| HERLEY INDS INC COM              | COM            | 427398102 | 37023              | 2165074            | SH         |              | SOLE              |         |
| HERSHEY COMPANY (THE)            | COM            | 427866108 | 59303              | 1499831            | SH         |              | SOLE              |         |
| HESKA CORP COM                   | COM            | 42805E108 | 131                | 202000             | SH         |              | SOLE              |         |
| HESS CORP                        | COM            | 42809H107 | 2639               | 32150              | SH         |              | SOLE              |         |
| HEWLETT PACKARD CO               | COM            | 428236103 | 793                | 17143              | SH         |              | SOLE              |         |
| HICKORY TECH CORP COM            | COM            | 429060106 | 303                | 52227              | SH         |              | SOLE              |         |
| HIGHLANDS ACQUISITION            | COM            | 430880203 | 940                | 100000             | SH         |              | SOLE              |         |
| HILB ROGAL & HAMILTON CO COM     | COM            | 431294107 | 3838               | 82120              | SH         |              | SOLE              |         |

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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| HOME DEPOT INC                  | COM            | 437076102 | 967                | 37368              | SH         |              | SOLE              |         |
| HONEYWELL INT'L INC             | COM            | 438516106 | 106560             | 2564624            | SH         |              | SOLE              |         |
| HSN INC COM                     | COM            | 404303109 | 536                | 48689              | SH         |              | SOLE              |         |
| HUDSON CITY BANCORP INC COM     | COM            | 443683107 | 444                | 24045              | SH         |              | SOLE              |         |
| HUNTSMAN CORP COM               | COM            | 447011107 | 5160               | 409500             | SH         |              | SOLE              |         |
| HUTTIG BLDG PRODS INC COM       | COM            | 448451104 | 166                | 79244              | SH         |              | SOLE              |         |
| IAC INTERACTIVECORP COM PAR \$. | COM            | 44919P508 | 3820               | 220800             | SH         |              | SOLE              |         |

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|                                |     |           |       |         |    |      |
|--------------------------------|-----|-----------|-------|---------|----|------|
| ICU MEDICAL INC                | COM | 44930G107 | 6413  | 210900  | SH | SOLE |
| IDEATION ACQUISTION CORP-UT    | COM | 451665202 | 906   | 125000  | SH | SOLE |
| IDEX CORP                      | COM | 45167R104 | 60576 | 1952790 | SH | SOLE |
| IKON OFFICE SOLUTIONS INC COM  | COM | 451713101 | 1063  | 62500   | SH | SOLE |
| IMAX CORP COM                  | COM | 45245E109 | 107   | 18000   | SH | SOLE |
| IMCLONE SYS INC COM            | COM | 45245W109 | 562   | 9000    | SH | SOLE |
| IMS HEALTH INC COM             | COM | 449934108 | 3593  | 190000  | SH | SOLE |
| INGERSOLL-RAND CO CL A         | COM | G4776G101 | 302   | 9680    | SH | SOLE |
| INGLES MKTS INC CL A           | COM | 457030104 | 13504 | 591500  | SH | SOLE |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 87    | 16000   | SH | SOLE |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 1100  | 73500   | SH | SOLE |
| INTEGRYS ENERGY GROUP INC      | COM | 45822P105 | 885   | 17720   | SH | SOLE |
| INTEL CORP                     | COM | 458140100 | 5567  | 297243  | SH | SOLE |
| INTERACTIVE DATA CORP COM      | COM | 45840J107 | 3430  | 136000  | SH | SOLE |
| INTERMEC INC                   | COM | 458786100 | 79729 | 4059515 | SH | SOLE |
| INTERNATIONAL BUSINESS         | COM | 459200101 | 7441  | 63619   | SH | SOLE |
| INTERNATIONAL GAME TECH        | COM | 459902102 | 20583 | 1198099 | SH | SOLE |
| INTERNATIONAL PAPER CO         | COM | 460146103 | 2004  | 76560   | SH | SOLE |
| INTERNATIONAL SPEEDWAY CORP CL | COM | 460335201 | 661   | 17000   | SH | SOLE |
| INTERPUBLIC GROUP COS INC      | COM | 460690100 | 5557  | 717000  | SH | SOLE |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 1057  | 101618  | SH | SOLE |
| INTL FLAVORS & FRAGRANCES      | COM | 459506101 | 45363 | 1149592 | SH | SOLE |
| INTRICON CORP COM              | COM | 46121H109 | 209   | 53000   | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 849   | 28309   | SH | SOLE |
| INVITROGEN CORP COM            | COM | 46185R100 | 3285  | 86896   | SH | SOLE |
| ITT INDUSTRIES                 | COM | 450911102 | 99241 | 1784598 | SH | SOLE |
| I-FLOW CORP COM NEW            | COM | 449520303 | 121   | 13000   | SH | SOLE |
| J CREW GROUP INC COM           | COM | 46612H402 | 569   | 19900   | SH | SOLE |
| J & J SNACK FOODS CORP         | COM | 466032109 | 1977  | 58300   | SH | SOLE |
| J.P. MORGAN CHASE & CO         | COM | 46625H100 | 5254  | 112505  | SH | SOLE |
| JANUS CAP GROUP INC COM        | COM | 47102X105 | 15488 | 637900  | SH | SOLE |
| JOHNSON CONTROLS               | COM | 478366107 | 23817 | 785260  | SH | SOLE |
| JOHNSON & JOHNSON              | COM | 478160104 | 20585 | 297130  | SH | SOLE |
| JOURNAL COMM INC-A             | COM | 481130102 | 18219 | 3733301 | SH | SOLE |
| KAMAN CORP                     | COM | 483548103 | 67579 | 2367052 | SH | SOLE |
| KELLOGG CO                     | COM | 487836108 | 5845  | 104186  | SH | SOLE |
| KEMET CORP COM                 | COM | 488360108 | 552   | 406000  | SH | SOLE |

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GAMCO ASSET MGT. INC.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| KENSEY NASH CORP COM           | COM            | 490057106 | 4140               | 131600             | SH         |              | SOLE                |         |
| KIMBERLY CLARK CORP            | COM            | 494368103 | 2846               | 43900              | SH         |              | SOLE                |         |
| KINROSS GOLD CORP COM NO PAR   | COM            | 496902404 | 454                | 28167              | SH         |              | SOLE                |         |
| KRAFT FOODS INC CL A COM       | COM            | 50075N104 | 1601               | 48875              | SH         |              | SOLE                |         |
| K-TRON INTL INC                | COM            | 482730108 | 580                | 4500               | SH         |              | SOLE                |         |
| L 3 COMMUNICATIONS             | COM            | 502424104 | 1411               | 14350              | SH         |              | SOLE                |         |
| LAKES ENTERTAINMENT INC COM    | COM            | 51206P109 | 706                | 107000             | SH         |              | SOLE                |         |
| LANDAUER INC                   | COM            | 51476K103 | 5283               | 72620              | SH         |              | SOLE                |         |
| LAS VEGAS SANDS CORP           | COM            | 517834107 | 16336              | 452400             | SH         |              | SOLE                |         |
| LAWSON SOFTWARE INC NEW COM    | COM            | 52078P102 | 96                 | 13746              | SH         |              | SOLE                |         |
| LAYNE CHRISTENSEN CO COM       | COM            | 521050104 | 2601               | 73400              | SH         |              | SOLE                |         |
| LEAR CORP COM                  | COM            | 521865105 | 551                | 52500              | SH         |              | SOLE                |         |
| LEE ENTERPRISES INC            | COM            | 523768109 | 5216               | 1490200            | SH         |              | SOLE                |         |
| LEGG MASON INC COM             | COM            | 524901105 | 6851               | 180000             | SH         |              | SOLE                |         |
| LEVEL 3 COMMUNICATIONS INC COM | COM            | 52729N100 | 108                | 40000              | SH         |              | SOLE                |         |
| LGL GROUP INC                  | COM            | 50186A108 | 156                | 31292              | SH         |              | SOLE                |         |
| LIBERTY ENTERTAINMENT-A        | COM            | 53071M500 | 116136             | 4651016            | SH         |              | SOLE                |         |



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|                                |              |           |       |         |        |                       |
|--------------------------------|--------------|-----------|-------|---------|--------|-----------------------|
| LIBERTY GLOBAL INC COM SER A   | COM          | 530555101 | 42190 | 1392394 | SH     | SOLE                  |
| LIBERTY GLOBAL INC COM SER C   | COM          | 530555309 | 26502 | 943469  | SH     | SOLE                  |
| LIBERTY MEDIA HLDG CORP INT CO | COM          | 53071M104 | 29868 | 2313568 | SH     | SOLE                  |
| LIBERTY MEDIA-CAP SER A        | COM          | 53071M302 | 14753 | 1102638 | SH     | SOLE                  |
| LIFEWAY FOODS INC COM          | COM          | 531914109 | 1392  | 119000  | SH     | SOLE                  |
| LILLY, ELI AND COMPANY         | COM          | 532457108 | 11710 | 265965  | SH     | SOLE                  |
| LIN TV CORP CL A               | COM          | 532774106 | 30427 | 5896639 | SH     | SOLE                  |
| LITTELFUSE INC                 | COM          | 537008104 | 2884  | 97000   | SH     | SOLE                  |
| LOCKHEED MARTIN CORP COM       | COM          | 539830109 | 2754  | 25109   | SH     | SOLE                  |
| LOEWS CORP                     | COM          | 540424108 | 423   | 10700   | SH     | SOLE                  |
| LONGS DRUG STORES CORP COM     | COM          | 543162101 | 6528  | 86300   | SH     | SOLE                  |
| LSI LOGIC CORP COM             | COM          | 502161102 | 1400  | 261233  | SH     | SOLE                  |
| LUFKIN INDS INC COM            | COM          | 549764108 | 5674  | 71500   | SH     | SOLE                  |
| M G M MIRAGE INC COM           | COM          | 552953101 | 42360 | 1486329 | SH     | SOLE                  |
| M & T BK CORP COM              | COM          | 55261F104 | 10273 | 115100  | SH     | SOLE                  |
| MACROVISION SOLUTIONS CORP     | COM          | 55611C108 | 6938  | 451095  | SH     | SOLE                  |
| MACY'S INC                     | COM          | 55616P104 | 3657  | 203400  | SH     | SOLE                  |
| MAGNETEK INC COM               | COM          | 559424106 | 5854  | 1445373 | SH     | SOLE                  |
| MAGUIRE PROP INC 10/08 7.500%  | OPTION - PUT |           | 43    | 200     | SH PUT | SOLE                  |
| MAINE & MARITIMES CORP         | COM          | 560377103 | 1285  | 39000   | SH     | SOLE                  |
| MARCUS CORP COM                | COM          | 566330106 | 997   | 62000   | SH     | SOLE                  |
| MARINE PRODS CORP COM          | COM          | 568427108 | 5528  | 666047  | SH     | SOLE                  |
| MARSH & MCLENNAN COS INC COM   | COM          | 571748102 | 9268  | 291800  | SH     | SOLE                  |
| MARTHA STEWART LIVING OMNI     | COM          | 573083102 | 3736  | 439000  | SH     | SOLE                  |
| MASTERCARD INC COM             | COM          | 57636Q104 | 1876  | 10580   | SH     | SOLE                  |
| MATERIAL SCIENCES CORP COM     | COM          | 576674105 | 621   | 108000  | SH     | SOLE                  |
| MATRIX INITIATIVES INC COM     | COM          | 57685L105 | 6262  | 350222  | SH     | SOLE                  |
| PORTVUE-SEC13F.LNP             |              |           |       |         |        | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MATTHEWS INTL CORP CL A        | COM              | 577128101 | 1218               | 24000              | SH         |              | SOLE                |         |
| MCCLATCHY HOLDING COMPANY      | COM              | 579489105 | 69                 | 15586              | SH         |              | SOLE                |         |
| MCDERMOTT INTERNATIONAL INC.   | COM              | 580037109 | 917                | 35900              | SH         |              | SOLE                |         |
| MCGRAW HILL COMPANIES, INC.    | COM              | 580645109 | 9706               | 307045             | SH         |              | SOLE                |         |
| MCKESSON HBOC INC.             | COM              | 58155Q103 | 269                | 5000               | SH         |              | SOLE                |         |
| MEDIA GENERAL CL A             | COM              | 584404107 | 38985              | 3136399            | SH         |              | SOLE                |         |
| MEDTRONIC INC COM              | COM              | 585055106 | 1298               | 25900              | SH         |              | SOLE                |         |
| MENTOR CORP MINN COM           | COM              | 587188103 | 5249               | 220000             | SH         |              | SOLE                |         |
| MENTOR GRAPHICS CORP COM       | COM              | 587200106 | 4131               | 364000             | SH         |              | SOLE                |         |
| MERCK & CO INC                 | COM              | 589331107 | 1286               | 40760              | SH         |              | SOLE                |         |
| MEREDITH CORP                  | COM              | 589433101 | 10070              | 359121             | SH         |              | SOLE                |         |
| MERRILL LYNCH & CO INC COM     | COM              | 590188108 | 6287               | 248491             | SH         |              | SOLE                |         |
| MET PRO CORP COM               | COM              | 590876306 | 438                | 30000              | SH         |              | SOLE                |         |
| METAVANTE HLDG CO COM          | COM              | 591407101 | 674                | 35000              | SH         |              | SOLE                |         |
| METHODE ELECTRS INC CL A       | COM              | 591520200 | 1484               | 166000             | SH         |              | SOLE                |         |
| MGE ENERGY INC                 | COM              | 55277P104 | 295                | 8300               | SH         |              | SOLE                |         |
| MICROSOFT CORP                 | COM              | 594918104 | 4846               | 181558             | SH         |              | SOLE                |         |
| MICRUS ENDOVASCULAR CORP COM   | COM              | 59518V102 | 3404               | 244000             | SH         |              | SOLE                |         |
| MIDAS GROUP INC COM            | COM              | 595626102 | 25561              | 1857610            | SH         |              | SOLE                |         |
| MIDDLESEX WTR CO COM           | COM              | 596680108 | 2529               | 144750             | SH         |              | SOLE                |         |
| MILLICOM INTL CELLULAR S A SHS | COM              | L6388F110 | 790                | 11500              | SH         |              | SOLE                |         |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 241                | 13672              | SH         |              | SOLE                |         |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 48                 | 12741              | SH         |              | SOLE                |         |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 45                 | 10230              | SH         |              | SOLE                |         |
| MODINE MFG CO                  | COM              | 607828100 | 47576              | 3285614            | SH         |              | SOLE                |         |
| MONACO COACH CORP COM          | COM              | 60886R103 | 127                | 65000              | SH         |              | SOLE                |         |
| MONOGRAM BIOSCIENCES INC COM   | COM              | 60975U108 | 23                 | 30000              | SH         |              | SOLE                |         |

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|                               |     |           |       |         |    |                       |
|-------------------------------|-----|-----------|-------|---------|----|-----------------------|
| MONSANTO CO NEW COM           | COM | 61166W101 | 6315  | 63800   | SH | SOLE                  |
| MOOG INC CL A                 | COM | 615394202 | 6190  | 144358  | SH | SOLE                  |
| MOSY INC                      | COM | 619718109 | 138   | 32500   | SH | SOLE                  |
| MOTOROLA INC                  | COM | 620076109 | 482   | 67550   | SH | SOLE                  |
| MOVADO GROUP INC COM          | COM | 624580106 | 1430  | 64000   | SH | SOLE                  |
| MUELLER WATER PRODUCTS INC    | COM | 624758108 | 731   | 81350   | SH | SOLE                  |
| MURPHY OIL CORP COM           | COM | 626717102 | 1221  | 19030   | SH | SOLE                  |
| MVC CAP COM                   | COM | 553829102 | 1399  | 91750   | SH | SOLE                  |
| MWI VETERINARY SUPPLY INC     | COM | 55402X105 | 2314  | 58900   | SH | SOLE                  |
| MYERS INDS INC                | COM | 628464109 | 22609 | 1792934 | SH | SOLE                  |
| NABORS INDUSTRIES LTD SHS     | COM | G6359F103 | 847   | 34000   | SH | SOLE                  |
| NARA BANCORP INC COM          | COM | 63080P105 | 6586  | 588000  | SH | SOLE                  |
| NASHUA CORP                   | COM | 631226107 | 6833  | 850977  | SH | SOLE                  |
| NATHANS FAMOUS INC NEW COM    | COM | 632347100 | 961   | 60500   | SH | SOLE                  |
| NATIONAL DENTEX CORP COM      | COM | 63563H109 | 276   | 43000   | SH | SOLE                  |
| NATIONAL FUEL GAS CO N J COM  | COM | 636180101 | 24443 | 579500  | SH | SOLE                  |
| NATIONAL PRESTO INDS INC      | COM | 637215104 | 961   | 12900   | SH | SOLE                  |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| NATIONAL-OILWELL INC COM       | COM            | 637071101 | 3889               | 77425              | SH         |              | SOLE                |         |
| NATIONWIDE FINANCIAL SERVICE C | COM            | 638612101 | 7621               | 154500             | SH         |              | SOLE                |         |
| NAVISTAR INTL CORP COM         | COM            | 63934E108 | 95855              | 1769198            | SH         |              | SOLE                |         |
| NCR CORP NEW COM               | COM            | 62886E108 | 17564              | 796570             | SH         |              | SOLE                |         |
| NDS GROUP PLC ADR SPONSORED    | COM            | 628891103 | 2319               | 41500              | SH         |              | SOLE                |         |
| NEKTAR THERAPEUTICS COM        | COM            | 640268108 | 36                 | 10000              | SH         |              | SOLE                |         |
| NEW ALLIANCE BANCSHARES INC CO | COM            | 650203102 | 9803               | 652250             | SH         |              | SOLE                |         |
| NEW GERMANY FD COM (B:GF US)   | MUTUAL FUNDS   | 644465106 | 139                | 13000              | SH         |              | SOLE                |         |
| NEW YORK CMNTY BANCORP INC COM | COM            | 649445103 | 703                | 41886              | SH         |              | SOLE                |         |
| NEW YORK TIMES CO CLASS A      | COM            | 650111107 | 195                | 13672              | SH         |              | SOLE                |         |
| NEWMARKET CORP COM             | COM            | 651587107 | 1807               | 34375              | SH         |              | SOLE                |         |
| NEWMONT MINING CORP HOLDING CO | COM            | 651639106 | 8516               | 219710             | SH         |              | SOLE                |         |
| NEWS CORP CL A                 | COM            | 65248E104 | 78658              | 6560325            | SH         |              | SOLE                |         |
| NEWS CORP CL B                 | COM            | 65248E203 | 1842               | 151610             | SH         |              | SOLE                |         |
| NEXSTAR BROADCASTING GROUP ICL | COM            | 65336K103 | 22                 | 10000              | SH         |              | SOLE                |         |
| NEXTWAVE WIRELESS INC COM      | COM            | 65337Y102 | 72                 | 120000             | SH         |              | SOLE                |         |
| NICOR INC COM                  | COM            | 654086107 | 3373               | 76050              | SH         |              | SOLE                |         |
| NIKE INC CL B                  | COM            | 654106103 | 1351               | 20200              | SH         |              | SOLE                |         |
| NISOURCE INC                   | COM            | 65473P105 | 455                | 30800              | SH         |              | SOLE                |         |
| NOBILITY HOMES INC COM         | COM            | 654892108 | 3534               | 227267             | SH         |              | SOLE                |         |
| NOBLE CORPORATION COM          | COM            | G65422100 | 1599               | 36420              | SH         |              | SOLE                |         |
| NORDSTROM INC COM              | COM            | 655664100 | 559                | 19400              | SH         |              | SOLE                |         |
| NORTEL NETWORKS INC            | COM            | 656568508 | 695                | 310404             | SH         |              | SOLE                |         |
| NORTHEAST UTILS COM            | COM            | 664397106 | 31385              | 1223569            | SH         |              | SOLE                |         |
| NORTHROP GRUMMAN CORP (B:NOC)  | COM            | 666807102 | 1876               | 30985              | SH         |              | SOLE                |         |
| NORTHWESTERN CORP COM NEW      | COM            | 668074305 | 8883               | 353500             | SH         |              | SOLE                |         |
| NOVO-NORDISK A S ADR           | COM            | 670100205 | 1467               | 28650              | SH         |              | SOLE                |         |
| NRG ENERGY INC COM NEW         | COM            | 629377508 | 545                | 22000              | SH         |              | SOLE                |         |
| NSTAR COM                      | COM            | 67019E107 | 38311              | 1143600            | SH         |              | SOLE                |         |
| NUTRI SYS INC NEW COM          | COM            | 67069D108 | 1650               | 93100              | SH         |              | SOLE                |         |
| O REILLY AUTOMOTIVE INC COM    | COM            | 686091109 | 58710              | 2193116            | SH         |              | SOLE                |         |
| OCCIDENTAL PETE CORP           | COM            | 674599105 | 3103               | 44040              | SH         |              | SOLE                |         |
| OCEANEERING INTL INC COM       | COM            | 675232102 | 18387              | 344850             | SH         |              | SOLE                |         |
| ODYSSEY HEALTHCARE INC COM     | COM            | 67611V101 | 5227               | 515000             | SH         |              | SOLE                |         |
| OGE ENERGY CORP COM            | COM            | 670837103 | 253                | 8200               | SH         |              | SOLE                |         |
| OIL DRI CORP AMER COM          | COM            | 677864100 | 8972               | 530250             | SH         |              | SOLE                |         |
| OMNOVA SOLUTIONS INC COM       | COM            | 682129101 | 6334               | 3183022            | SH         |              | SOLE                |         |

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|                               |     |           |      |        |    |      |
|-------------------------------|-----|-----------|------|--------|----|------|
| ONEOK INC NEW COM             | COM | 682680103 | 8805 | 255950 | SH | SOLE |
| OPKO HEALTH INC COM           | COM | 68375N103 | 26   | 15000  | SH | SOLE |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 5608 | 232400 | SH | SOLE |
| ORMAT TECHNOLOGIES INC        | COM | 686688102 | 1653 | 45500  | SH | SOLE |
| ORTHOFIX INTL N V ORD         | COM | N6748L102 | 4015 | 215500 | SH | SOLE |
| OSHKOSH CORP                  | COM | 688239201 | 338  | 25700  | SH | SOLE |
| OSTEOTECH INC COM             | COM | 688582105 | 73   | 17200  | SH | SOLE |

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GAMCO ASSET MGT. INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| OTTER TAIL CORPORATION COM     | COM              | 689648103 | 246                | 8000               | SH         |              | SOLE               |         |
| OWENS & MINOR INC NEW COM      | COM              | 690732102 | 5932               | 122300             | SH         |              | SOLE               |         |
| PACTIV CORP COM                | COM              | 695257105 | 3998               | 161000             | SH         |              | SOLE               |         |
| PAIN THERAPEUTICS INC COM      | COM              | 69562K100 | 4690               | 480000             | SH         |              | SOLE               |         |
| PALM HBR HOMES INC COM         | COM              | 696639103 | 3303               | 333340             | SH         |              | SOLE               |         |
| PALOMAR MED TECHNOLOGIES INCCO | COM              | 697529303 | 704                | 52300              | SH         |              | SOLE               |         |
| PARK ELECTROCHEMICAL CORP COM  | COM              | 700416209 | 12750              | 526000             | SH         |              | SOLE               |         |
| PARK OHIO HLDGS CORP COM       | COM              | 700666100 | 15915              | 889617             | SH         |              | SOLE               |         |
| PATTERSON COMPANIES INC        | COM              | 703395103 | 14166              | 465827             | SH         |              | SOLE               |         |
| PEABODY ENERGY CORP COM        | COM              | 704549104 | 1040               | 23100              | SH         |              | SOLE               |         |
| PENN NATIONAL GAMING INC COM   | COM              | 707569109 | 1063               | 40000              | SH         |              | SOLE               |         |
| PENNICHUCK CORP COM NEW        | COM              | 708254206 | 6951               | 304754             | SH         |              | SOLE               |         |
| PENSKE AUTOMOTIVE GRP INC COM  | COM              | 70959W103 | 4086               | 356200             | SH         |              | SOLE               |         |
| PEP BOYS MANNY MOE & JACK      | COM              | 713278109 | 5364               | 868000             | SH         |              | SOLE               |         |
| PEPSIAMERICAS                  | COM              | 71343P200 | 104626             | 5049531            | SH         |              | SOLE               |         |
| PEPSICO INC                    | COM              | 713448108 | 16039              | 225046             | SH         |              | SOLE               |         |
| PETROBRAS BRASILEIRO ADR SPONS | COM              | 71654V408 | 4107               | 93450              | SH         |              | SOLE               |         |
| PETROQUEST ENERGY INC COM      | COM              | 716748108 | 338                | 22000              | SH         |              | SOLE               |         |
| PFIZER INC                     | COM              | 717081103 | 24195              | 1312114            | SH         |              | SOLE               |         |
| PG&E CORP COM                  | COM              | 69331C108 | 371                | 9900               | SH         |              | SOLE               |         |
| PHH CORP COM NEW               | COM              | 693320202 | 270                | 20350              | SH         |              | SOLE               |         |
| PHHM 3.25% 5/15/2024           | CONVERTIBLE BOND | 696639AB9 | 1176               | 2063800            | PRN        |              | SOLE               |         |
| PHILADELPHIA CONS HLDG CORP CO | COM              | 717528103 | 6736               | 115000             | SH         |              | SOLE               |         |
| PHILIP MORRIS INTL INC COM     | COM              | 718172109 | 265                | 5500               | SH         |              | SOLE               |         |
| PIEDMONT NAT GAS INC COM       | COM              | 720186105 | 562                | 17600              | SH         |              | SOLE               |         |
| PIER 1 IMPORTS INC SHS BEN INT | COM              | 720279108 | 304                | 73500              | SH         |              | SOLE               |         |
| PINNACLE ENTMT INC COM         | COM              | 723456109 | 7552               | 999000             | SH         |              | SOLE               |         |
| PLANTRONICS                    | COM              | 727493108 | 1013               | 45000              | SH         |              | SOLE               |         |
| PNC FINANCIAL CORP             | COM              | 693475105 | 1233               | 16500              | SH         |              | SOLE               |         |
| PNM RES INC                    | COM              | 69349H107 | 25725              | 2512200            | SH         |              | SOLE               |         |
| POLO RALPH LAUREN CORP         | COM              | 731572103 | 460                | 6900               | SH         |              | SOLE               |         |
| PORTUGAL TELECOM ADR (B:PT US) | COM              | 737273102 | 1613               | 160000             | SH         |              | SOLE               |         |
| PPL CORP COM                   | COM              | 69351T106 | 326                | 8800               | SH         |              | SOLE               |         |
| PRECISION CASTPARTS CORP       | COM              | 740189105 | 103925             | 1319183            | SH         |              | SOLE               |         |
| PRIMEDIA INC COM NEW           | COM              | 74157K846 | 407                | 167634             | SH         |              | SOLE               |         |
| PRIVATEBANCORP INC COM         | COM              | 742962103 | 396                | 9500               | SH         |              | SOLE               |         |
| PROCTER & GAMBLE COMPANY       | COM              | 742718109 | 33026              | 473895             | SH         |              | SOLE               |         |
| PROLIANCE INTERNATIONAL INC    | COM              | 74340R104 | 443                | 591070             | SH         |              | SOLE               |         |
| PROSHARES TR ULTRASHT SP500    | COM              | 74347R883 | 7030               | 100000             | SH         |              | SOLE               |         |
| PROVIDENCE & WORCESTER RR COCO | COM              | 743737108 | 852                | 50107              | SH         |              | SOLE               |         |
| PSS WORLD MED INC COM          | COM              | 69366A100 | 1365               | 70000              | SH         |              | SOLE               |         |
| PUBLIC SVC ENTERPRISES COM     | COM              | 744573106 | 275                | 8400               | SH         |              | SOLE               |         |
| PUGET ENERGY INC NEW COM       | COM              | 745310102 | 32540              | 1218730            | SH         |              | SOLE               |         |
| PZENA INVESTMENT MGMT INC CLAS | COM              | 74731Q103 | 284                | 30000              | SH         |              | SOLE               |         |

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GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE



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|   |     |           |       |         |     |                       |
|---|-----|-----------|-------|---------|-----|-----------------------|
| SMITH A O CORP COM                              | COM | 831865209 | 274   | 7000    | SH  | SOLE                  |
| SMUCKER J M CO COM NEW                          | COM | 832696405 | 1032  | 20357   | SH  | SOLE                  |
| SONESTA INTL HOTELS CORP CL A                   | COM | 835438409 | 7825  | 376219  | SH  | SOLE                  |
| SONIC INNOVATIONS INC COM                       | COM | 83545M109 | 86    | 34000   | SH  | SOLE                  |
| SOUTH JERSEY INDS INC COM                       | COM | 838518108 | 332   | 9300    | SH  | SOLE                  |
| SOUTHERN UN CO NEW COM                          | COM | 844030106 | 209   | 10110   | SH  | SOLE                  |
| SOUTHWEST GAS CORP                              | COM | 844895102 | 44233 | 1461750 | SH  | SOLE                  |
| SOVEREIGN BANCORP INC COM                       | COM | 845905108 | 2003  | 507000  | SH  | SOLE                  |
| SP AQUISITION HOLDING-UNITS                     | COM | 78470A203 | 143   | 15000   | SH  | SOLE                  |
| SPARTAN MTRS INC COM                            | COM | 846819100 | 922   | 290000  | SH  | SOLE                  |
| SPECTRA ENERGY CORP COM                         | COM | 847560109 | 6977  | 293146  | SH  | SOLE                  |
| SPRINT NEXTEL CORP                              | COM | 852061100 | 52418 | 8593086 | SH  | SOLE                  |
| ST JUDE MEDICAL CENTER INC                      | COM | 790849103 | 2009  | 46200   | SH  | SOLE                  |
| ST. JOE COMPANY                                 | COM | 790148100 | 313   | 8000    | SH  | SOLE                  |
| STANDARD MOTOR PRODUCTS CV 6.7 CONVERTIBLE BOND | COM | 853666AB1 | 1356  | 1644000 | PRN | SOLE                  |
| STANDARD MTR PRODS INC CLASS A COM              | COM | 853666105 | 11595 | 1864075 | SH  | SOLE                  |
| STANDEX INTL CORP                               | COM | 854231107 | 2969  | 107000  | SH  | SOLE                  |
| STARBUCKS CORP COM                              | COM | 855244109 | 452   | 30400   | SH  | SOLE                  |
| STARRETT L S CO CL A                            | COM | 855668109 | 1216  | 66000   | SH  | SOLE                  |
| STATE STREET CORP                               | COM | 857477103 | 2293  | 40320   | SH  | SOLE                  |
| STEAK N SHAKE CO COM                            | COM | 857873103 | 8243  | 949700  | SH  | SOLE                  |
| STERLING BANCORP COM                            | COM | 859158107 | 14074 | 973335  | SH  | SOLE                  |
| STEWART ENTERPRISES INC CL A                    | COM | 860370105 | 157   | 20000   | SH  | SOLE                  |
| STONERIDGE INC                                  | COM | 86183P102 | 3786  | 336500  | SH  | SOLE                  |
| STRATTEC SECURITY CORP.                         | COM | 863111100 | 1215  | 46000   | SH  | SOLE                  |
| STRYKER CORP                                    | COM | 863667101 | 1869  | 30000   | SH  | SOLE                  |
| SUMTOTAL SYS INC COM                            | COM | 866615107 | 82    | 20000   | SH  | SOLE                  |
| SUNCOR INC COM                                  | COM | 867229106 | 725   | 17200   | SH  | SOLE                  |
| SUNPOWER CORP COM CL A                          | COM | 867652109 | 2383  | 33600   | SH  | SOLE                  |
| SUPERIOR INDS INTL INC                          | COM | 868168105 | 4363  | 227700  | SH  | SOLE                  |
| SUPERVALU INC COMMON                            | COM | 868536103 | 2374  | 109413  | SH  | SOLE                  |
| SURMODICS INC COM                               | COM | 868873100 | 259   | 8230    | SH  | SOLE                  |
| SWS GROUP INC                                   | COM | 78503N107 | 19535 | 969000  | SH  | SOLE                  |
| SYCAMORE NETWORKS                               | COM | 871206108 | 1718  | 532000  | SH  | SOLE                  |
| SYNERON MEDICAL LTD ORD SHS                     | COM | M87245102 | 214   | 15000   | SH  | SOLE                  |
| SYNGENTA AG ADR SPONSORED                       | COM | 87160A100 | 2242  | 52985   | SH  | SOLE                  |
| T ROWE PRICE GROUP INC                          | COM | 74144T108 | 3362  | 62600   | SH  | SOLE                  |
| TAKE-TWO INTERACTIVE SOFTWARE                   | COM | 874054109 | 20667 | 1260200 | SH  | SOLE                  |
| TECH OPS SEVCON INC                             | COM | 878293109 | 1583  | 368100  | SH  | SOLE                  |
| PORTVUE-SEC13F.LNP                              |     |           |       |         |     | GAMCO ASSET MGT. INC. |
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| NAME OF ISSUER                 | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHARES/<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DCRETN | MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| TECO ENERGY INC COM            | COM            | 872375100 | 3106               | 197452             | SH         |              | SOLE              |    |
| TELECOM ARGENTINA SA ADR       | COM            | 879273209 | 245                | 20000              | SH         |              | SOLE              |    |
| TELEFONICA DE ESPANA SA ADR (B | COM            | 879382208 | 1144               | 16000              | SH         |              | SOLE              |    |
| TELEPHONE & DATA SYS INC SPL C | COM            | 879433860 | 72220              | 2011697            | SH         |              | SOLE              |    |
| TELEPHONE & DATA SYSTEM INC.   | COM            | 879433100 | 95846              | 2681000            | SH         |              | SOLE              |    |
| TENARIS S A SPONSORED ADR      | COM            | 88031M109 | 2051               | 55000              | SH         |              | SOLE              |    |
| TENNANT CO                     | COM            | 880345103 | 12508              | 365090             | SH         |              | SOLE              |    |
| TENNECO AUTOMOTIVE INC COM     | COM            | 880349105 | 4477               | 421163             | SH         |              | SOLE              |    |
| TERCICA INC COM                | COM            | 88078L105 | 492                | 55000              | SH         |              | SOLE              |    |
| TEXAS INSTRUMENTS INC          | COM            | 882508104 | 10479              | 487380             | SH         |              | SOLE              |    |
| THE SCOTTS MIRACLE GRO CO      | COM            | 810186106 | 1773               | 75000              | SH         |              | SOLE              |    |
| THERMO FISHER SCIENTIFIC INC   | COM            | 883556102 | 330                | 6000               | SH         |              | SOLE              |    |
| THOMAS & BETTS CORP            | COM            | 884315102 | 99652              | 2550595            | SH         |              | SOLE              |    |
| THORATEC LABS CORP COM NEW     | COM            | 885175307 | 538                | 20500              | SH         |              | SOLE              |    |
| TICKETMASTER COM               | COM            | 88633P302 | 527                | 49082              | SH         |              | SOLE              |    |

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|   |     |           |        |         |    |                       |
|---|-----|-----------|--------|---------|----|-----------------------|
| TIFFANY & CO NEW COM                            | COM | 886547108 | 1036   | 29170   | SH | SOLE                  |
| TIME WARNER INC                                 | COM | 887317105 | 89589  | 6833632 | SH | SOLE                  |
| TOLL BROS INC COM                               | COM | 889478103 | 331    | 13100   | SH | SOLE                  |
| TOOTSIE ROLL INDS INC                           | COM | 890516107 | 35979  | 1244502 | SH | SOLE                  |
| TRACTOR SUPPLY CO COM                           | COM | 892356106 | 7401   | 176000  | SH | SOLE                  |
| TRANS LUX CORP                                  | COM | 893247106 | 371    | 136500  | SH | SOLE                  |
| TRANSACT TECHNOLOGIES INC COM                   | COM | 892918103 | 947    | 119000  | SH | SOLE                  |
| TRANSOCEAN INC COM NEW                          | COM | G90073100 | 7401   | 67379   | SH | SOLE                  |
| TRAVELERS COMPANIES INC                         | COM | 89417E109 | 918    | 20314   | SH | SOLE                  |
| TREDEGAR INDS INC                               | COM | 894650100 | 46918  | 2637325 | SH | SOLE                  |
| TREE COM INC COM                                | COM | 894675107 | 166    | 34496   | SH | SOLE                  |
| TRIDENT MICROSYSTEMS INC COM                    | COM | 895919108 | 1152   | 480000  | SH | SOLE                  |
| TRIMBLE NAV LTD COM                             | COM | 896239100 | 786    | 30400   | SH | SOLE                  |
| TRIMERIS INC COM                                | COM | 896263100 | 291    | 74000   | SH | SOLE                  |
| TRIPLE CROWN MEDIA INC COM                      | COM | 89675K102 | 8      | 495868  | SH | SOLE                  |
| TYCO ELECTRONICS LTD                            | COM | G9144P105 | 4755   | 171924  | SH | SOLE                  |
| TYCO INTERNATIONAL LTD                          | COM | G9143X208 | 16368  | 467382  | SH | SOLE                  |
| TYLER TECHNOLOGIES INC COM                      | COM | 902252105 | 4109   | 270870  | SH | SOLE                  |
| UNDER ARMOUR INC CL A                           | COM | 904311107 | 880    | 27700   | SH | SOLE                  |
| UNION DRILLING INC COM                          | COM | 90653P105 | 1218   | 115000  | SH | SOLE                  |
| UNIONBANCAL CORP COM                            | COM | 908906100 | 366    | 5000    | SH | SOLE                  |
| UNISOURCE ENERGY CORP COM                       | COM | 909205106 | 6795   | 232795  | SH | SOLE                  |
| UNITED GUARDIAN INC COM                         | COM | 910571108 | 1703   | 165200  | SH | SOLE                  |
| UNITED REFINING ENERGY-CW11 WA WARRANT AND RIGH |     | 911360113 | 2      | 10000   | SH | SOLE                  |
| UNITED STATES CELLULAR CORP                     | COM | 911684108 | 122614 | 2613249 | SH | SOLE                  |
| UNITED TECHNOLOGIES CORP                        | COM | 913017109 | 1671   | 27816   | SH | SOLE                  |
| UNITEDHEALTH GROUP INC COM                      | COM | 91324P102 | 25923  | 1021000 | SH | SOLE                  |
| UNIVERSAL TECHNICAL INST INCCO                  | COM | 913915104 | 4074   | 238800  | SH | SOLE                  |
| UST INC   | COM | 902911106 | 19649  | 295300  | SH | SOLE                  |
| PORTVUE-SEC13F.LNP                              |     |           |        |         |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| VALLEY NATL BANCORP COM        | COM            | 919794107 | 1259               | 60079              | SH         |              | SOLE               |         |
| VALUECLICK INC COM             | COM            | 92046N102 | 4170               | 407600             | SH         |              | SOLE               |         |
| VANDA PHARMACEUTICALS INC COM  | COM            | 921659108 | 24                 | 25000              | SH         |              | SOLE               |         |
| VASCULAR SOLUTIONS INC COM     | COM            | 92231M109 | 3574               | 480971             | SH         |              | SOLE               |         |
| VEOLIA ENVIRONNEMENT SPONSORED | COM            | 92334N103 | 910                | 22050              | SH         |              | SOLE               |         |
| VERISIGN INC COM               | COM            | 92343E102 | 211                | 8091               | SH         |              | SOLE               |         |
| VERIZON COMMUNICATIONS         | COM            | 92343V104 | 13732              | 427936             | SH         |              | SOLE               |         |
| VIACOM INC NEW CL A            | COM            | 92553P102 | 62580              | 2517304            | SH         |              | SOLE               |         |
| VIACOM INC NEW CL B            | COM            | 92553P201 | 1691               | 68082              | SH         |              | SOLE               |         |
| VILLAGE SUPER MKT INC CL A NEW | COM            | 927107409 | 2588               | 54300              | SH         |              | SOLE               |         |
| VIMPEL COMMUNICATIONS ADR (B:V | COM            | 68370R109 | 5976               | 294400             | SH         |              | SOLE               |         |
| VIRGIN MEDIA INC               | COM            | 92769L101 | 113                | 14255              | SH         |              | SOLE               |         |
| VISA INC-CLASS A SHRS          | COM            | 92826C839 | 743                | 12100              | SH         |              | SOLE               |         |
| VITAL SIGNS INC COM            | COM            | 928469105 | 9622               | 130200             | SH         |              | SOLE               |         |
| VODAFONE GROUP PLC-ADR         | COM            | 92857W209 | 220                | 9954               | SH         |              | SOLE               |         |
| VOLTERRA SEMICONDUCTOR CORP CO | COM            | 928708106 | 127                | 10000              | SH         |              | SOLE               |         |
| W D 40 COMPANY                 | COM            | 929236107 | 1473               | 41000              | SH         |              | SOLE               |         |
| WACHOVIA GROUP COM             | COM            | 929903102 | 671                | 191798             | SH         |              | SOLE               |         |
| WADDELL & REED FINL INC CL A   | COM            | 930059100 | 20543              | 830000             | SH         |              | SOLE               |         |
| WAL MART STORES INC            | COM            | 931142103 | 1982               | 33100              | SH         |              | SOLE               |         |
| WALGREEN COMPANY               | COM            | 931422109 | 14087              | 455002             | SH         |              | SOLE               |         |
| WARNER MUSIC GROUP CORP COM    | COM            | 934550104 | 1824               | 240000             | SH         |              | SOLE               |         |
| WASTE CONNECTIONS INC COM      | COM            | 941053100 | 343                | 10000              | SH         |              | SOLE               |         |
| WASTE MGMT INC DEL COM         | COM            | 94106L109 | 65018              | 2064724            | SH         |              | SOLE               |         |
| WASTE SERVICES INC DEL COM NEW | COM            | 941075202 | 311                | 42000              | SH         |              | SOLE               |         |

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|                                |              |           |        |         |    |                       |
|--------------------------------|--------------|-----------|--------|---------|----|-----------------------|
| WATTS WATER TECHNOLOGIES       | COM          | 942749102 | 82080  | 3001088 | SH | SOLE                  |
| WCA WASTE CORP COM             | COM          | 92926K103 | 413    | 88000   | SH | SOLE                  |
| WEATHERFORD INTL LTD NEW COM   | COM          | G95089101 | 14625  | 581740  | SH | SOLE                  |
| WEBS INDEX FD INC JAPAN WEBS S | MUTUAL FUNDS | 464286848 | 608    | 57000   | SH | SOLE                  |
| WEIS MKTS INC                  | COM          | 948849104 | 2060   | 57200   | SH | SOLE                  |
| WELLS FARGO & CO NEW           | COM          | 949746101 | 51275  | 1366234 | SH | SOLE                  |
| WESTAR ENERGY INC              | COM          | 95709T100 | 70311  | 3051698 | SH | SOLE                  |
| WESTWOOD HLDGS GROUP INC COM   | COM          | 961765104 | 50381  | 1062900 | SH | SOLE                  |
| WHOLE FOODS MKT INC COM        | COM          | 966837106 | 965    | 48200   | SH | SOLE                  |
| WILMINGTON TR CORP COM         | COM          | 971807102 | 9182   | 318500  | SH | SOLE                  |
| WINDSTREAM CORP COM            | COM          | 97381W104 | 1480   | 135246  | SH | SOLE                  |
| WINN DIXIE STORES INC COM NEW  | COM          | 974280307 | 6680   | 480600  | SH | SOLE                  |
| WOLVERINE WORLD WIDE INC COM   | COM          | 978097103 | 4758   | 179824  | SH | SOLE                  |
| WOODWARD GOVERNOR CO COM       | COM          | 980745103 | 31166  | 883650  | SH | SOLE                  |
| WORLD WRESTLING ENTERTAINMENT  | COM          | 98156Q108 | 925    | 59810   | SH | SOLE                  |
| WRIGHT EXPRESS CORP COM        | COM          | 98233Q105 | 746    | 25000   | SH | SOLE                  |
| WRIGLEY WM JR CO               | COM          | 982526105 | 423786 | 5337356 | SH | SOLE                  |
| WYETH (B:WYE)                  | COM          | 983024100 | 1778   | 48140   | SH | SOLE                  |
| WYNDHAM WORLDWIDE CORP COM     | COM          | 98310W108 | 266    | 16948   | SH | SOLE                  |
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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WYNN RESORTS LTD COM         | COM            | 983134107 | 294                | 3600               | SH         |              | SOLE               |         |
| XCEL ENERGY INC COM          | COM            | 98389B100 | 3148               | 157480             | SH         |              | SOLE               |         |
| XEROX CORP                   | COM            | 984121103 | 2047               | 177548             | SH         |              | SOLE               |         |
| XTO ENERGY INC COM           | COM            | 98385X106 | 1582               | 34012              | SH         |              | SOLE               |         |
| YAHOO INC.                   | COM            | 984332106 | 8508               | 491765             | SH         |              | SOLE               |         |
| YOUNG BROADCASTING INC CL A  | COM            | 987434107 | 53                 | 1016001            | SH         |              | SOLE               |         |
| YOUNG INNOVATIONS INC COM    | COM            | 987520103 | 6421               | 318172             | SH         |              | SOLE               |         |
| YUM BRANDS INC COM           | COM            | 988498101 | 704                | 21600              | SH         |              | SOLE               |         |
| ZEBRA TECHNOLOGIES CORP CL A | COM            | 989207105 | 5292               | 190000             | SH         |              | SOLE               |         |
| ZEP INC                      | COM            | 98944B108 | 38365              | 2174890            | SH         |              | SOLE               |         |
| ZIMMER HLDGS INC COM         | COM            | 98956P102 | 22504              | 348574             | SH         |              | SOLE               |         |
| ZORAN CORP COM               | COM            | 98975F101 | 118                | 14500              | SH         |              | SOLE               |         |

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GABELLI FUNDS, LLC

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A     | COM              | 68243Q106 | 458                | 76000              | SH         |              | SOLE              |         |
| 3M CO.                         | COM              | 88579Y101 | 342                | 5000               | SH         |              | SOLE              |         |
| 3SBIO INC SPONSORED ADR        | COM              | 88575Y105 | 161                | 25000              | SH         |              | SOLE              |         |
| A H BELO CORP COM CL A         | COM              | 001282102 | 284                | 55000              | SH         |              | SOLE              |         |
| A T & T INC (NEW)              | COM              | 00206R102 | 45593              | 1633000            | SH         |              | SOLE              |         |
| AAR CORP COM                   | COM              | 000361105 | 455                | 27400              | SH         |              | SOLE              |         |
| AARON RENTS INC CL A           | COM              | 002535300 | 5225               | 236750             | SH         |              | SOLE              |         |
| AARON RENTS INC COM            | COM              | 002535201 | 271                | 10000              | SH         |              | SOLE              |         |
| ABB LTD SPONSORED ADR          | COM              | 000375204 | 11271              | 581000             | SH         |              | SOLE              |         |
| ABBOTT LABS                    | COM              | 002824100 | 12149              | 211000             | SH         |              | SOLE              |         |
| ABERCROMBIE & FITCH CO-CL A    | COM              | 002896207 | 2564               | 65000              | SH         |              | SOLE              |         |
| ACCO BRANDS CORP COM           | COM              | 00081T108 | 437                | 57901              | SH         |              | SOLE              |         |
| ACME COMMUNICATIONS INC COM    | COM              | 004631107 | 280                | 295000             | SH         |              | SOLE              |         |
| ACTIVISION BLIZZARD, INC       | COM              | 00507V109 | 1481               | 96000              | SH         |              | SOLE              |         |
| ACUITY BRANDS INC (B:AYI) COM  | COM              | 00508Y102 | 3216               | 77000              | SH         |              | SOLE              |         |
| ADAMS GOLF INC COM NEW         | COM              | 006228209 | 150                | 28750              | SH         |              | SOLE              |         |
| ADOBE SYSTEMS INC COM          | COM              | 00724F101 | 11486              | 291000             | SH         |              | SOLE              |         |
| ADVANCED ANALOGIC TECHNOLOGICO | COM              | 00752J108 | 66                 | 14200              | SH         |              | SOLE              |         |
| ADVANCED MED CV 3.250% 08/01/2 | CONVERTIBLE BOND | 00763MAK4 | 924                | 1400000            | PRN        |              | SOLE              |         |
| ADVANCED MED OPT 2.50% 07/15/2 | CONVERTIBLE BOND | 00763MAG3 | 890                | 1000000            | PRN        |              | SOLE              |         |
| ADVANCED MED OPTICS INC COM    | COM              | 00763M108 | 20971              | 1179450            | SH         |              | SOLE              |         |
| AES CORP COM                   | COM              | 00130H105 | 7037               | 602000             | SH         |              | SOLE              |         |
| AES TR III TR P CV SC 6.75     | CONVERTIBLE PREF | 00808N202 | 230                | 6000               | SH         |              | SOLE              |         |
| AETNA INC (B:AET) COM          | COM              | 00817Y108 | 1408               | 39000              | SH         |              | SOLE              |         |
| AFLAC INC COM                  | COM              | 001055102 | 8813               | 150000             | SH         |              | SOLE              |         |
| AGERE SYS 6.5% 12/15/09        | CONVERTIBLE BOND | 00845VAA8 | 18589              | 19100000           | PRN        |              | SOLE              |         |
| AGL RES INC COM                | COM              | 001204106 | 2699               | 86000              | SH         |              | SOLE              |         |
| AGNICO-EAGLE MINES (USD)       | COM              | 008474108 | 55358              | 1005231            | SH         |              | SOLE              |         |
| AIRGAS INC COM                 | COM              | 009363102 | 943                | 19000              | SH         |              | SOLE              |         |
| AKAMAI TECHNOLOGIES INC COM    | COM              | 00971T101 | 331                | 19000              | SH         |              | SOLE              |         |
| ALBANY INTL CORP NEW CL A      | COM              | 012348108 | 219                | 8000               | SH         |              | SOLE              |         |
| ALBEMARLE CORP COM             | COM              | 012653101 | 3762               | 122000             | SH         |              | SOLE              |         |
| ALBERTO CULVER CO NEW COM      | COM              | 013078100 | 9182               | 337070             | SH         |              | SOLE              |         |
| ALCATEL LUCENT ADR SPONS 1/5SH | COM              | 013904305 | 511                | 133000             | SH         |              | SOLE              |         |
| ALCOA INC COM                  | COM              | 013817101 | 18787              | 832000             | SH         |              | SOLE              |         |
| ALCON INC COM SHS              | COM              | H01301102 | 6380               | 39500              | SH         |              | SOLE              |         |
| ALIGN TECHNOLOGY INC COM       | COM              | 016255101 | 590                | 54500              | SH         |              | SOLE              |         |
| ALLEGHANY CORP DEL             | COM              | 017175100 | 11725              | 32124              | SH         |              | SOLE              |         |
| ALLEGHENY ENERGY INC COM       | COM              | 017361106 | 29857              | 812000             | SH         |              | SOLE              |         |
| ALLERGAN INC                   | COM              | 018490102 | 10246              | 198958             | SH         |              | SOLE              |         |
| ALLETE INC COM NEW             | COM              | 018522300 | 7248               | 162879             | SH         |              | SOLE              |         |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM              | 01881G106 | 7513               | 203000             | SH         |              | SOLE              |         |
| ALLIANCE DATA SYS CORP COM     | COM              | 018581108 | 723                | 11400              | SH         |              | SOLE              |         |

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FORM 13F INFORMATION TABLE  
AS OF DATE: 09/30/08

| NAME OF ISSUER                                       | TITLE OF CLASS   | CUSIP     | VALUE<br>(x\$1000) | SHARES/<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DCRETN | O<br>MA |
|--|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| ALLIANCE HOLDINGS GP LP COM UN                       | COM              | 01861G100 | 481                | 24000              | SH         |              | SOLE              |         |
| ALLIANT ENERGY CORP COM                              | COM              | 018802108 | 4993               | 155000             | SH         |              | SOLE              |         |
| ALLIED WASTE INDS INC COM NEW                        | COM              | 019589308 | 5944               | 535000             | SH         |              | SOLE              |         |
| ALLIS CHALMERS ENERGY INC COM                        | COM              | 019645506 | 792                | 62600              | SH         |              | SOLE              |         |
| ALLSTATE CORP COM                                    | COM              | 020002101 | 5212               | 113000             | SH         |              | SOLE              |         |
| ALPHA NATURAL RESOURCES INC CO                       | COM              | 02076X102 | 1440               | 28000              | SH         |              | SOLE              |         |
| ALPHARMA INC CL A                                    | COM              | 020813101 | 42128              | 1142000            | SH         |              | SOLE              |         |
| ALTRIA GROUP INC COM                                 | COM              | 02209S103 | 1825               | 92000              | SH         |              | SOLE              |         |
| AMAZON.COM INC                                       | COM              | 023135106 | 6985               | 96000              | SH         |              | SOLE              |         |
| AMD 5.750% 08/15/12                                  | CONVERTIBLE BOND | 007903AN7 | 116                | 200000             | PRN        |              | SOLE              |         |
| AMD 6.000% 05/01/15                                  | CONVERTIBLE BOND | 007903AL1 | 93                 | 200000             | PRN        |              | SOLE              |         |
| AMDL INC COM PAR 2006                                | COM              | 00167K500 | 355                | 190000             | SH         |              | SOLE              |         |
| AMEREN CORP COM                                      | COM              | 023608102 | 10499              | 269000             | SH         |              | SOLE              |         |
| AMERICA MOVIL S A DE C V SPONS                       | COM              | 02364W105 | 24307              | 524300             | SH         |              | SOLE              |         |
| AMERICAN ELECTRIC POWER                              | COM              | 025537101 | 21848              | 590000             | SH         |              | SOLE              |         |
| AMERICAN EXPRESS CO                                  | COM              | 025816109 | 82028              | 2315200            | SH         |              | SOLE              |         |
| AMERICAN INTL GROUP INC                              | COM              | 026874107 | 1258               | 377900             | SH         |              | SOLE              |         |
| AMERICAN STS WTR CO COM                              | COM              | 029899101 | 1078               | 28000              | SH         |              | SOLE              |         |
| AMERICAN TOWER SYSTEMS CL A                          | COM              | 029912201 | 414                | 11500              | SH         |              | SOLE              |         |
| AMERICAN WATER WORKS CO INC                          | COM              | 030420103 | 10105              | 470000             | SH         |              | SOLE              |         |
| AMERIPRISE FINL INC COM                              | COM              | 03076C106 | 3725               | 97500              | SH         |              | SOLE              |         |
| AMERISOURCEBERGEN CORP COM                           | COM              | 03073E105 | 264                | 7000               | SH         |              | SOLE              |         |
| AMETEK INC NEW COM                                   | COM              | 031100100 | 50351              | 1235000            | SH         |              | SOLE              |         |
| AMGEN INC  | COM              | 031162100 | 5690               | 96000              | SH         |              | SOLE              |         |
| AMICAS INC   | COM              | 001712108 | 1604               | 660000             | SH         |              | SOLE              |         |
| AMPCO PITTSBURGH CORP                                | COM              | 032037103 | 9026               | 348500             | SH         |              | SOLE              |         |
| AMPHENOL CORP NEW CL A                               | COM              | 032095101 | 562                | 14000              | SH         |              | SOLE              |         |
| AMR CORP   | COM              | 001765106 | 1817               | 185000             | SH         |              | SOLE              |         |
| ANADARKO PETE CORP COM                               | COM              | 032511107 | 10430              | 215000             | SH         |              | SOLE              |         |
| ANGIODYNAMICS INC COM                                | COM              | 03475V101 | 4841               | 306400             | SH         |              | SOLE              |         |
| ANGLOGOLD LTD SPONSORED ADR                          | COM              | 035128206 | 3199               | 138500             | SH         |              | SOLE              |         |
| ANHEUSER BUSCH COS INC                               | COM              | 035229103 | 110945             | 1710000            | SH         |              | SOLE              |         |
| ANIMAL HEALTH INTERNATIONAL                          | COM              | 03525N109 | 1895               | 230000             | SH         |              | SOLE              |         |
| ANIXTER INTL INC COM                                 | COM              | 035290105 | 655                | 11000              | SH         |              | SOLE              |         |
| APACHE CORP  | COM              | 037411105 | 23359              | 224000             | SH         |              | SOLE              |         |
| APPLE COMPUTER INC                                   | COM              | 037833100 | 18777              | 165200             | SH         |              | SOLE              |         |
| APPLIED BIOSYSTEMS INC DEL COM                       | COM              | 038149100 | 1233               | 36000              | SH         |              | SOLE              |         |
| APPLIED MATLS INC COM                                | COM              | 038222105 | 393                | 26000              | SH         |              | SOLE              |         |
| APRIA HEALTHCARE GROUP INC COM                       | COM              | 037933108 | 2718               | 149000             | SH         |              | SOLE              |         |
| AQUA AMERICA INC                                     | COM              | 03836W103 | 2913               | 163832             | SH         |              | SOLE              |         |
| ARCH CHEMICALS INC COM                               | COM              | 03937R102 | 1447               | 41000              | SH         |              | SOLE              |         |
| ARCH COAL INC COM                                    | COM              | 039380100 | 559                | 17000              | SH         |              | SOLE              |         |
| ARCHER DANIELS MIDLAND                               | COM              | 039483102 | 30247              | 1380500            | SH         |              | SOLE              |         |
| ARCHER DANIELS MIDLAND 6.25% 6<br>PORTVUE-SEC13F.LNP | UNITS            | 039483201 | 452                | 15000              | SH         |              | SOLE              |         |

GABELLI FUNDS, LLC

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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| ARGO GROUP INTL HLDGS LTD COM | COM            | G0464B107 | 4338               | 117729             | SH         |              | SOLE              |         |
| ARRAY BIOPHARMA INC COM       | COM            | 04269X105 | 307                | 40000              | SH         |              | SOLE              |         |
| ARTESIAN RES CORP COM CL A    | COM            | 043113208 | 591                | 35250              | SH         |              | SOLE              |         |

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|                                 |     |           |       |         |    |                    |
|---------------------------------|-----|-----------|-------|---------|----|--------------------|
| ARTHROCARE CORP COM             | COM | 043136100 | 4602  | 166000  | SH | SOLE               |
| ASHLAND INC NEW COM             | COM | 044209104 | 4708  | 161000  | SH | SOLE               |
| ASHWORTH INC COM                | COM | 04516H101 | 57    | 17000   | SH | SOLE               |
| ASTORIA FINL CORP COM           | COM | 046265104 | 1789  | 86300   | SH | SOLE               |
| ASTRONICS CORP COM              | COM | 046433108 | 228   | 8000    | SH | SOLE               |
| ATLANTIC TELE NETWORK INC COM   | COM | 049079205 | 1547  | 55250   | SH | SOLE               |
| ATMOS ENERGY CORP COM           | COM | 049560105 | 7187  | 270000  | SH | SOLE               |
| AUTONATION INC                  | COM | 05329W102 | 5260  | 468000  | SH | SOLE               |
| AUTOZONE INC                    | COM | 053332102 | 2713  | 22000   | SH | SOLE               |
| AVIS BUDGET GROUP INC           | COM | 053774105 | 86    | 15000   | SH | SOLE               |
| AVISTA CORP COM                 | COM | 05379B107 | 5775  | 266000  | SH | SOLE               |
| AVON PRODUCTS INC               | COM | 054303102 | 13801 | 332000  | SH | SOLE               |
| BADGER METER INC COM            | COM | 056525108 | 2394  | 51000   | SH | SOLE               |
| BAKER HUGHES INC                | COM | 057224107 | 5146  | 85000   | SH | SOLE               |
| BALDOR ELEC CO COM              | COM | 057741100 | 21665 | 752000  | SH | SOLE               |
| BALDWIN TECHNOLOGY INC CL A     | COM | 058264102 | 1781  | 698500  | SH | SOLE               |
| BANCO SANTANDER CENT HISP ADR ( | COM | 05964H105 | 1622  | 108000  | SH | SOLE               |
| BANK FLA CORP NAPLES COM        | COM | 062128103 | 845   | 102400  | SH | SOLE               |
| BANK OF AMERICA                 | COM | 060505104 | 12145 | 347000  | SH | SOLE               |
| BANK OF NEW YORK MELLON CORP    | COM | 064058100 | 28090 | 862198  | SH | SOLE               |
| BARNES GROUP INC COM            | COM | 067806109 | 543   | 26836   | SH | SOLE               |
| BARR LABS INC COM               | COM | 068306109 | 1371  | 21000   | SH | SOLE               |
| BARRICK GOLD(R:ABX.N B:ABX US)  | COM | 067901108 | 72456 | 1972131 | SH | SOLE               |
| BASSETT FURNITURE INDS          | COM | 070203104 | 103   | 12000   | SH | SOLE               |
| BAXTER INTL INC COM             | COM | 071813109 | 10566 | 161000  | SH | SOLE               |
| BCE INC                         | COM | 05534B760 | 19785 | 570000  | SH | SOLE               |
| BEASLEY BROADCAST GRP INC.      | COM | 074014101 | 191   | 113000  | SH | SOLE               |
| BECTON DICKINSON & CO COM       | COM | 075887109 | 8508  | 106000  | SH | SOLE               |
| BED BATH & BEYOND INC           | COM | 075896100 | 314   | 10000   | SH | SOLE               |
| BEL FUSE INC CL A               | COM | 077347201 | 5583  | 203000  | SH | SOLE               |
| BELDEN CDT INC                  | COM | 077454106 | 2257  | 71000   | SH | SOLE               |
| BELO CORP                       | COM | 080555105 | 2704  | 453700  | SH | SOLE               |
| BERKSHIRE BANCORP INC DEL COM   | COM | 084597202 | 142   | 16100   | SH | SOLE               |
| BERKSHIRE HATHAWAY              | COM | 084670108 | 47016 | 360     | SH | SOLE               |
| BEST BUY INC COM                | COM | 086516101 | 2813  | 75000   | SH | SOLE               |
| BHP BILLITON LTD SPONSORED ADR  | COM | 088606108 | 9254  | 178000  | SH | SOLE               |
| BIG 5 SPORTING GOODS CORP COM   | COM | 08915P101 | 516   | 50000   | SH | SOLE               |
| BIO RAD LABS INC CL A           | COM | 090572207 | 743   | 7500    | SH | SOLE               |
| BIOGEN IDEC INC                 | COM | 09062X103 | 5130  | 102000  | SH | SOLE               |
| BIOLASE TECHNOLOGY INC COM      | COM | 090911108 | 163   | 86000   | SH | SOLE               |
| BJ SVCS CO COM                  | COM | 055482103 | 3968  | 207400  | SH | SOLE               |
| PORTVUE-SEC13F.LNP              |     |           |       |         |    | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BLACK HILLS CORP COM           | COM            | 092113109 | 6400               | 206000             | SH         |              | SOLE              |         |
| BLACKROCK INC CL A             | COM            | 09247X101 | 778                | 4000               | SH         |              | SOLE              |         |
| BLACKSTONE GROUP L P COM UNIT  | COM            | 09253U108 | 1411               | 92000              | SH         |              | SOLE              |         |
| BOEING CO                      | COM            | 097023105 | 21621              | 377000             | SH         |              | SOLE              |         |
| BON-TON STORES INC COM         | COM            | 09776J101 | 775                | 285000             | SH         |              | SOLE              |         |
| BORG WARNER INC                | COM            | 099724106 | 14353              | 438000             | SH         |              | SOLE              |         |
| BORLAND SOFTWARE CORP COM      | COM            | 099849101 | 92                 | 60000              | SH         |              | SOLE              |         |
| BOSTON BEER INC CL A           | COM            | 100557107 | 1306               | 27500              | SH         |              | SOLE              |         |
| BOSTON SCIENTIFIC CORP COM     | COM            | 101137107 | 10442              | 851000             | SH         |              | SOLE              |         |
| BOYD GAMING CORP               | COM            | 103304101 | 3229               | 345000             | SH         |              | SOLE              |         |
| BP PLC SPONS ADR               | COM            | 055622104 | 41340              | 824000             | SH         |              | SOLE              |         |
| BPW ACQUISITION CORP-UNIT      | COM            | 055637201 | 6803               | 755000             | SH         |              | SOLE              |         |
| BRAZIL TELECOM PARTICIPACOES S | COM            | 105530109 | 2907               | 59500              | SH         |              | SOLE              |         |

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|                                |              |           |        |         |                    |      |
|--------------------------------|--------------|-----------|--------|---------|--------------------|------|
| BRINKS CO COM                  | COM          | 109696104 | 3254   | 53320   | SH                 | SOLE |
| BRISTOL MYERS SQUIBB CO        | COM          | 110122108 | 10154  | 487000  | SH                 | SOLE |
| BROOKFIELD ASSET MANAGEMENT I  | COM          | 112585104 | 1035   | 36075   | SH                 | SOLE |
| BROWN-FORMAN CORP CLASS A      | COM          | 115637100 | 33441  | 471000  | SH                 | SOLE |
| BRUKER BIOSCIENCES CORP        | COM          | 116794108 | 280    | 21000   | SH                 | SOLE |
| BT GROUP PLC SPON ADR          | COM          | 05577E101 | 6382   | 220000  | SH                 | SOLE |
| BURLINGTON NORTHN SANTA FE COM | COM          | 12189T104 | 462    | 5000    | SH                 | SOLE |
| CABLEVISION SYS NY GROUP A     | COM          | 12686C109 | 208098 | 8271000 | SH                 | SOLE |
| CADBURY PLC-SPONS ADR          | COM          | 12721E102 | 31742  | 775320  | SH                 | SOLE |
| CALAMOS ASSET MANAGEMENT-A     | COM          | 12811R104 | 278    | 15500   | SH                 | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | COM          | 130439102 | 1862   | 622850  | SH                 | SOLE |
| CALIFORNIA WTR SVC GROUP COM   | COM          | 130788102 | 1174   | 30500   | SH                 | SOLE |
| CALLON PETE CO DEL COM         | COM          | 13123X102 | 1713   | 95000   | SH                 | SOLE |
| CAMERON INTERNATIONAL CORP     | COM          | 13342B105 | 6051   | 157000  | SH                 | SOLE |
| CAMPBELL SOUP CO               | COM          | 134429109 | 17474  | 452700  | SH                 | SOLE |
| CANTERBURY PK HLDG CORP        | COM          | 13811E101 | 781    | 89500   | SH                 | SOLE |
| CAPITAL ONE FINL CORP COM      | COM          | 14040H105 | 6630   | 130000  | SH                 | SOLE |
| CAPITAL PPTYS INC R I COM      | COM          | 140430109 | 384    | 16700   | SH                 | SOLE |
| CAPSTONE TURBINE CORP COM      | COM          | 14067D102 | 200    | 155000  | SH                 | SOLE |
| CARDINAL HEALTH INC COM        | COM          | 14149Y108 | 394    | 8000    | SH                 | SOLE |
| CAREER EDUCATION CORP          | COM          | 141665109 | 785    | 48000   | SH                 | SOLE |
| CARMIKE CINEMAS INC COM        | COM          | 143436400 | 272    | 74000   | SH                 | SOLE |
| CASEYS GEN STORES INC COM      | COM          | 147528103 | 241    | 8000    | SH                 | SOLE |
| CATERPILLAR INC                | COM          | 149123101 | 9894   | 166000  | SH                 | SOLE |
| CAVALIER HOMES INC COM         | COM          | 149507105 | 806    | 480000  | SH                 | SOLE |
| CAVCO INDUSTRIES               | COM          | 149568107 | 3861   | 106800  | SH                 | SOLE |
| CBS CORP CLASS A               | COM          | 124857103 | 31618  | 2161200 | SH                 | SOLE |
| CBS CORP NEW CL B              | COM          | 124857202 | 1312   | 90000   | SH                 | SOLE |
| CELGENE CORP                   | COM          | 151020104 | 13605  | 215000  | SH                 | SOLE |
| CENTENNIAL CELLULAR CORP CL A  | COM          | 15133V208 | 1685   | 270000  | SH                 | SOLE |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 5785   | 188500  | SH                 | SOLE |
| PORTVUE-SEC13F.LNP             |              |           |        |         | GABELLI FUNDS, LLC |      |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CENTRAL VT PUB SVC CORP COM    | COM              | 155771108 | 750                | 32000              | SH         |              | SOLE              |         |
| CENTURYTEL INC                 | COM              | 156700106 | 7770               | 212000             | SH         |              | SOLE              |         |
| CEPHALON INC COM               | COM              | 156708109 | 930                | 12000              | SH         |              | SOLE              |         |
| CEPHALON - B 0% 6/15/2033 SERI | CONVERTIBLE BOND | 156708AL3 | 278                | 200000             | PRN        |              | SOLE              |         |
| CEPHEID COM                    | COM              | 15670R107 | 802                | 58000              | SH         |              | SOLE              |         |
| CH ENERGY GROUP, INC.          | COM              | 12541M102 | 26804              | 615200             | SH         |              | SOLE              |         |
| CHAMPION ENTERPRISES INC COM   | COM              | 158496109 | 6688               | 1205000            | SH         |              | SOLE              |         |
| CHARTER COMMUNICATIONS INC DCL | COM              | 16117M107 | 1022               | 1400000            | SH         |              | SOLE              |         |
| CHECK POINT SOFTWARE TECH      | COM              | M22465104 | 227                | 10000              | SH         |              | SOLE              |         |
| CHEESECAKE FACTORY INC         | COM              | 163072101 | 303                | 20700              | SH         |              | SOLE              |         |
| CHEMED CORP 1.875% 05/15/14    | CONVERTIBLE BOND | 16359RAC7 | 401                | 500000             | PRN        |              | SOLE              |         |
| CHEMED CORPORATION             | COM              | 16359R103 | 9723               | 236800             | SH         |              | SOLE              |         |
| CHEMTURA CORP                  | COM              | 163893100 | 5426               | 1190000            | SH         |              | SOLE              |         |
| CHEROKEE INTL CORP COM         | COM              | 164450108 | 58                 | 20000              | SH         |              | SOLE              |         |
| CHESAPEAKE ENERGY CORP COM     | COM              | 165167107 | 18002              | 502000             | SH         |              | SOLE              |         |
| CHESAPEAKE UTILS CORP COM      | COM              | 165303108 | 2737               | 82400              | SH         |              | SOLE              |         |
| CHEVRON CORP                   | COM              | 166764100 | 73127              | 886600             | SH         |              | SOLE              |         |
| CHINA AUTOMOTIVE SYS INC COM   | COM              | 16936R105 | 210                | 50000              | SH         |              | SOLE              |         |
| CHINA MOBILE LTD               | COM              | 16941M109 | 7111               | 142000             | SH         |              | SOLE              |         |
| CHINA TELECOM CORP LTD SPONS A | COM              | 169426103 | 205                | 5000               | SH         |              | SOLE              |         |
| CHINA UNICOM ADR               | COM              | 16945R104 | 1459               | 96500              | SH         |              | SOLE              |         |
| CHINA YUCHAI INTL LTD ORD      | COM              | G21082105 | 288                | 38000              | SH         |              | SOLE              |         |
| CHURCH & DWIGHT CO             | COM              | 171340102 | 20557              | 331085             | SH         |              | SOLE              |         |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| CHURCHILL DOWNS INC COM        | COM              | 171484108 | 8180  | 167000  | SH  | SOLE               |
| CINCINNATI BELL                | COM              | 171871106 | 16940 | 5482300 | SH  | SOLE               |
| CIRCOR INTL INC COM            | COM              | 17273K109 | 31608 | 727800  | SH  | SOLE               |
| CISCO SYS INC                  | COM              | 17275R102 | 18454 | 818000  | SH  | SOLE               |
| CIT GROUP INC COM              | COM              | 125581108 | 1392  | 200000  | SH  | SOLE               |
| CITADEL 4.000% 02/15/11        | CONVERTIBLE BOND | 17285TAC0 | 310   | 400000  | PRN | SOLE               |
| CITADEL BROADCASTING CORP COM  | COM              | 17285T106 | 83    | 106870  | SH  | SOLE               |
| CITIGROUP INC.                 | COM              | 172967101 | 39127 | 1907700 | SH  | SOLE               |
| CITIZENS UTIL. 5% PFD          | CONVERTIBLE PREF | 177351202 | 1482  | 30000   | SH  | SOLE               |
| CLARCOR INC                    | COM              | 179895107 | 31688 | 835000  | SH  | SOLE               |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM              | 18451C109 | 5814  | 425000  | SH  | SOLE               |
| CLEARWIRE CORP-CLASS A         | COM              | 185385309 | 2031  | 171000  | SH  | SOLE               |
| CLECO CORP NEW COM             | COM              | 12561W105 | 1654  | 65500   | SH  | SOLE               |
| CLOROX CO                      | COM              | 189054109 | 4764  | 76000   | SH  | SOLE               |
| CME GROUP INC COM              | COM              | 12572Q105 | 9994  | 26900   | SH  | SOLE               |
| CMS ENERGY CORP COM            | COM              | 125896100 | 4308  | 345500  | SH  | SOLE               |
| CNA SURETY CORP COM            | COM              | 12612L108 | 9021  | 540200  | SH  | SOLE               |
| CNH GLOBAL NV COM              | COM              | N20935206 | 18708 | 848800  | SH  | SOLE               |
| COACH INC                      | COM              | 189754104 | 3155  | 126000  | SH  | SOLE               |
| COACHMEN INDS INC              | COM              | 189873102 | 475   | 288000  | SH  | SOLE               |
| COCA COLA CO                   | COM              | 191216100 | 68892 | 1302800 | SH  | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| COCA COLA ENTERPRISES INC      | COM              | 191219104 | 1342               | 80000              | SH         |              | SOLE                |         |
| COCA-COLA FEMSA S A DE C V ADR | COM              | 191241108 | 505                | 10000              | SH         |              | SOLE                |         |
| COCA-COLA HELLENIC BOTTLING SP | COM              | 1912EP104 | 367                | 16500              | SH         |              | SOLE                |         |
| COLDWATER CREEK INC COM        | COM              | 193068103 | 3272               | 565150             | SH         |              | SOLE                |         |
| COLGATE PALMOLIVE CO           | COM              | 194162103 | 1130               | 15000              | SH         |              | SOLE                |         |
| COLUMBUS MCKINNON CORP N Y COM | COM              | 199333105 | 201                | 8510               | SH         |              | SOLE                |         |
| COMCAST CORP CL A SPL          | COM              | 20030N200 | 4703               | 238500             | SH         |              | SOLE                |         |
| COMCAST CORP NEW COM CL A      | COM              | 20030N101 | 4750               | 242000             | SH         |              | SOLE                |         |
| COMMUNICATIONS SYS             | COM              | 203900105 | 1935               | 176200             | SH         |              | SOLE                |         |
| COMP DE TELECOMMUN DE CHILE SP | COM              | 204449300 | 2431               | 357000             | SH         |              | SOLE                |         |
| COMPANHIA VALE DO RIO DOCE SPO | COM              | 204412209 | 4066               | 212300             | SH         |              | SOLE                |         |
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 7495               | 319200             | SH         |              | SOLE                |         |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 133                | 400000             | PRN        |              | SOLE                |         |
| CONAGRA INC                    | COM              | 205887102 | 4612               | 237000             | SH         |              | SOLE                |         |
| CONMED CORP COM                | COM              | 207410101 | 4416               | 138000             | SH         |              | SOLE                |         |
| CONNECTICUT WTR SVC INC COM    | COM              | 207797101 | 1419               | 49000              | SH         |              | SOLE                |         |
| CONOCOPHILLIPS COM             | COM              | 20825C104 | 105887             | 1445550            | SH         |              | SOLE                |         |
| CONSOL ENERGY INC COM          | COM              | 20854P109 | 6884               | 150000             | SH         |              | SOLE                |         |
| CONSOLIDATED EDISON INC COM    | COM              | 209115104 | 20922              | 487000             | SH         |              | SOLE                |         |
| CONSOLIDATED WATER CO LTD ORD  | COM              | G23773107 | 204                | 12000              | SH         |              | SOLE                |         |
| CONSTELLATION BRANDS COM       | COM              | 21036P108 | 5065               | 236000             | SH         |              | SOLE                |         |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 8286               | 341000             | SH         |              | SOLE                |         |
| CONTINUCARE CORP COM           | COM              | 212172100 | 875                | 350000             | SH         |              | SOLE                |         |
| COOPER CAMERON 2.500% 06/15/26 | CONVERTIBLE BOND | 13342BAB1 | 242                | 200000             | PRN        |              | SOLE                |         |
| COOPER INDUSTRIES LTD CL A COM | COM              | G24182100 | 44025              | 1102000            | SH         |              | SOLE                |         |
| COPART INC COM                 | COM              | 217204106 | 1976               | 52000              | SH         |              | SOLE                |         |
| CORE MOLDING TECH COM          | COM              | 218683100 | 1314               | 222000             | SH         |              | SOLE                |         |
| CORINTHIAN COLLEGES INC COM    | COM              | 218868107 | 3745               | 249650             | SH         |              | SOLE                |         |
| CORN PRODS INTL INC COM        | COM              | 219023108 | 16560              | 513000             | SH         |              | SOLE                |         |
| CORNING INC                    | COM              | 219350105 | 37786              | 2416000            | SH         |              | SOLE                |         |
| CORUS ENTMT INC CL B NON VTG   | COM              | 220874101 | 1543               | 88666              | SH         |              | SOLE                |         |
| COSTCO WHSL CORP NEW COM       | COM              | 22160K105 | 26686              | 411000             | SH         |              | SOLE                |         |
| COVANTA HOLDING CORP           | COM              | 22282E102 | 3614               | 150950             | SH         |              | SOLE                |         |

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|                                |                  |           |       |         |     |                    |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| COVIDIAN LTD                   | COM              | G2552X108 | 8655  | 161000  | SH  | SOLE               |
| CRANE CO                       | COM              | 224399105 | 36508 | 1228800 | SH  | SOLE               |
| CROWN HOLDINGS INC COM         | COM              | 228368106 | 7107  | 320000  | SH  | SOLE               |
| CROWN MEDIA HLDGS INC CL A     | COM              | 228411104 | 2324  | 462000  | SH  | SOLE               |
| CRUCCELL N V SPONSORED ADR     | COM              | 228769105 | 2933  | 188500  | SH  | SOLE               |
| CTS CORP                       | COM              | 126501105 | 7251  | 567350  | SH  | SOLE               |
| CTS CORP 2.125% 05/01/24       | CONVERTIBLE BOND | 126501AC9 | 203   | 200000  | PRN | SOLE               |
| CURTISS WRIGHT CORP            | COM              | 231561101 | 50176 | 1103992 | SH  | SOLE               |
| CUTERA INC COM                 | COM              | 232109108 | 2759  | 260000  | SH  | SOLE               |
| CVS/CAREMARK CORP              | COM              | 126650100 | 34158 | 1014800 | SH  | SOLE               |
| CYPRESS SEMICONDUCTOR CORP COM | COM              | 232806109 | 63    | 12000   | SH  | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----|
| CYTEC INDS INC COM             | COM              | 232820100 | 389                | 10000              | SH         |              | SOLE                |    |
| CYTRX CORP COM NEW             | COM              | 232828301 | 26                 | 50000              | SH         |              | SOLE                |    |
| C&D TECHNOLOGIES INC COM       | COM              | 124661109 | 106                | 18600              | SH         |              | SOLE                |    |
| D & E COMMUNICATIONS INC COM   | COM              | 232860106 | 1745               | 231060             | SH         |              | SOLE                |    |
| DANA HOLDING CORP COM          | COM              | 235825205 | 387                | 80000              | SH         |              | SOLE                |    |
| DANAHER CORP 0.0% 1/22/2021    | CONVERTIBLE BOND | 235851AF9 | 199                | 200000             | PRN        |              | SOLE                |    |
| DANAHER CORP SHS BEN INT       | COM              | 235851102 | 1110               | 16000              | SH         |              | SOLE                |    |
| DATASCOPE CORP                 | COM              | 238113104 | 1807               | 35000              | SH         |              | SOLE                |    |
| DEAN FOODS (B:DF)              | COM              | 242370104 | 12544              | 537000             | SH         |              | SOLE                |    |
| DEERE & CO.                    | COM              | 244199105 | 86427              | 1746000            | SH         |              | SOLE                |    |
| DEL MONTE FOODS CO COM         | COM              | 24522P103 | 4602               | 590000             | SH         |              | SOLE                |    |
| DELTA NAT GAS INC COM          | COM              | 247748106 | 1544               | 60300              | SH         |              | SOLE                |    |
| DELUXE CORP                    | COM              | 248019101 | 275                | 19090              | SH         |              | SOLE                |    |
| DENBURY RES INC COM NEW        | COM              | 247916208 | 381                | 20000              | SH         |              | SOLE                |    |
| DENNYS CORP COM                | COM              | 24869P104 | 374                | 145108             | SH         |              | SOLE                |    |
| DENTSPLY INTL INC NEW COM      | COM              | 249030107 | 413                | 11000              | SH         |              | SOLE                |    |
| DEUTSCHE BANK AG-REG (B:DB)    | COM              | D18190898 | 36395              | 500000             | SH         |              | SOLE                |    |
| DEUTSCHE TELEKOM AG-SPON ADR ( | COM              | 251566105 | 38958              | 2558000            | SH         |              | SOLE                |    |
| DEVON ENERGY CORP NEW          | COM              | 25179M103 | 50768              | 556672             | SH         |              | SOLE                |    |
| DEXCOM INC COM                 | COM              | 252131107 | 681                | 110000             | SH         |              | SOLE                |    |
| DIAGEO PLC SPONSORED ADR (B:DE | COM              | 25243Q205 | 58600              | 851000             | SH         |              | SOLE                |    |
| DIAMOND OFFSHORE DRILLNG INCCO | COM              | 25271C102 | 18139              | 176000             | SH         |              | SOLE                |    |
| DIEBOLD INC COM                | COM              | 253651103 | 40725              | 1230000            | SH         |              | SOLE                |    |
| DIONEX CORP COM                | COM              | 254546104 | 203                | 3200               | SH         |              | SOLE                |    |
| DIRECTV GROUP INC              | COM              | 25459L106 | 75053              | 2866800            | SH         |              | SOLE                |    |
| DISCOVER FINANCIAL             | COM              | 254709108 | 11609              | 840000             | SH         |              | SOLE                |    |
| DISH NETWORK CORPORATION       | COM              | 25470M109 | 22180              | 1056200            | SH         |              | SOLE                |    |
| DISNEY WALT PRODTNS            | COM              | 254687106 | 3499               | 114000             | SH         |              | SOLE                |    |
| DOMINION RES INC VA NEW COM    | COM              | 25746U109 | 10096              | 236000             | SH         |              | SOLE                |    |
| DONALDSON INC                  | COM              | 257651109 | 26801              | 639500             | SH         |              | SOLE                |    |
| DOVER DOWNS GAMING & ENTMT INC | COM              | 260095104 | 1236               | 158900             | SH         |              | SOLE                |    |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM              | 260174107 | 2583               | 474000             | SH         |              | SOLE                |    |
| DOW CHEMICAL CORP              | COM              | 260543103 | 10011              | 315000             | SH         |              | SOLE                |    |
| DPL INC COM                    | COM              | 233293109 | 35216              | 1420000            | SH         |              | SOLE                |    |
| DR PEPPER SNAPPLE GROUP INC CO | COM              | 26138E109 | 27667              | 1044820            | SH         |              | SOLE                |    |
| DREAMWORKS ANIMATION SKG-A     | COM              | 26153C103 | 2359               | 75000              | SH         |              | SOLE                |    |
| DREW INDS INC COM NEW          | COM              | 26168L205 | 291                | 17000              | SH         |              | SOLE                |    |
| DRS TECHNOLOGIES INC COM       | COM              | 23330X100 | 27016              | 352000             | SH         |              | SOLE                |    |
| DTE ENERGY CO COM              | COM              | 233331107 | 3129               | 78000              | SH         |              | SOLE                |    |
| DU PONT E I DE NEMOURS CO      | COM              | 263534109 | 11929              | 296000             | SH         |              | SOLE                |    |
| DUCOMMUN INC DEL COM           | COM              | 264147109 | 204                | 8550               | SH         |              | SOLE                |    |
| DUFF & PHELPS CORP-CL A        | COM              | 26433B107 | 210                | 10000              | SH         |              | SOLE                |    |
| DUKE ENERGY CORP               | COM              | 26441C105 | 23879              | 1370000            | SH         |              | SOLE                |    |

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DUN & BRADSTREET CORP COM 26483E100 1934 20500 SH SOLE  
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
 RUN DATE: 10/29/08 10:07 A.M.

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|--------------------------------|-----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DYNEGY INC DEL CL A            | COM             | 26817G102 | 128                | 35810              | SH         |              | SOLE               |         |
| E M C CORP MASS COM            | COM             | 268648102 | 562                | 47000              | SH         |              | SOLE               |         |
| EASTERN CO COM                 | COM             | 276317104 | 243                | 18000              | SH         |              | SOLE               |         |
| EASTMAN KODAK                  | COM             | 277461109 | 20448              | 1329500            | SH         |              | SOLE               |         |
| EBAY INC                       | COM             | 278642103 | 1200               | 53600              | SH         |              | SOLE               |         |
| EHOSTAR CORP-A                 | COM             | 278768106 | 5010               | 207880             | SH         |              | SOLE               |         |
| ECOLAB INC                     | COM             | 278865100 | 9461               | 195000             | SH         |              | SOLE               |         |
| EDGEWATER TECHNOLOGY INC COM   | COM             | 280358102 | 2713               | 558193             | SH         |              | SOLE               |         |
| EDISON INTL COM                | COM             | 281020107 | 7860               | 197000             | SH         |              | SOLE               |         |
| EDWARDS LIFESCIENCES CORP COM  | COM             | 28176E108 | 924                | 16000              | SH         |              | SOLE               |         |
| EL PASO CORPORATION            | COM             | 28336L109 | 29948              | 2347000            | SH         |              | SOLE               |         |
| EL PASO ELEC CO COM NEW        | COM             | 283677854 | 24612              | 1172000            | SH         |              | SOLE               |         |
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PEF | 283678209 | 3666               | 129300             | SH         |              | SOLE               |         |
| ELECTRONIC ARTS COM            | COM             | 285512109 | 6140               | 166000             | SH         |              | SOLE               |         |
| EMBARQ CORP COM                | COM             | 29078E105 | 2514               | 62000              | SH         |              | SOLE               |         |
| EMBRAER-EMPRESA BRASIL AERONAD | COM             | 29081M102 | 810                | 30000              | SH         |              | SOLE               |         |
| EMERSON ELEC CO                | COM             | 291011104 | 5792               | 142000             | SH         |              | SOLE               |         |
| EMMIS COMMUNICATIONS CORP      | COM             | 291525103 | 132                | 136166             | SH         |              | SOLE               |         |
| EMMIS COMMUNICATIONS CORP PFD  | CONVERTIBLE PEF | 291525202 | 522                | 27460              | SH         |              | SOLE               |         |
| EMPIRE DIST ELEC CO COM        | COM             | 291641108 | 4297               | 201250             | SH         |              | SOLE               |         |
| ENERGEN CORP COM               | COM             | 29265N108 | 1268               | 28000              | SH         |              | SOLE               |         |
| ENERGIZER HLDGS INC COM        | COM             | 29266R108 | 41805              | 519000             | SH         |              | SOLE               |         |
| ENERGYSOUTH INC COM            | COM             | 292970100 | 16525              | 269000             | SH         |              | SOLE               |         |
| ENERSIS S A                    | COM             | 29274F104 | 473                | 29000              | SH         |              | SOLE               |         |
| ENI S P A ADR SPONSORED        | COM             | 26874R108 | 9002               | 170000             | SH         |              | SOLE               |         |
| ENTEGRIS INC COM               | COM             | 29362U104 | 532                | 109900             | SH         |              | SOLE               |         |
| ENTERGY CORP NEW COM           | COM             | 29364G103 | 534                | 6000               | SH         |              | SOLE               |         |
| ENVIRONMENTAL PWR CORP COM NEW | COM             | 29406L201 | 55                 | 25000              | SH         |              | SOLE               |         |
| EOG RESOURCES INC              | COM             | 26875P101 | 9393               | 105000             | SH         |              | SOLE               |         |
| EPOCH HOLDING CORP             | COM             | 29428R103 | 3903               | 369950             | SH         |              | SOLE               |         |
| EQUITY MEDIA HOLDINGS CORPORAT | COM             | 294725106 | 12                 | 21400              | SH         |              | SOLE               |         |
| EUROPEAN EQUITY FUND COM       | MUTUAL FUNDS    | 298768102 | 264                | 36700              | SH         |              | SOLE               |         |
| EV3 INC COM                    | COM             | 26928A200 | 212                | 21100              | SH         |              | SOLE               |         |
| EXACTECH INC COM               | COM             | 30064E109 | 2958               | 133000             | SH         |              | SOLE               |         |
| EXELON CORP                    | COM             | 30161N101 | 9393               | 150000             | SH         |              | SOLE               |         |
| EXTERRAN HLDGS INC COM         | COM             | 30225X103 | 320                | 10000              | SH         |              | SOLE               |         |
| EXXON MOBIL CORP               | COM             | 30231G102 | 68962              | 888000             | SH         |              | SOLE               |         |
| FAIRCHILD CORP CL A            | COM             | 303698104 | 4748               | 1826110            | SH         |              | SOLE               |         |
| FAIRPOINT COMMUNICATIONS INCCO | COM             | 305560104 | 1124               | 129607             | SH         |              | SOLE               |         |
| FALCONSTOR SOFTWARE INC COM    | COM             | 306137100 | 694                | 129500             | SH         |              | SOLE               |         |
| FARMER BROS CO                 | COM             | 307675108 | 2363               | 95000              | SH         |              | SOLE               |         |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM             | 313586109 | 1133               | 740700             | SH         |              | SOLE               |         |
| FEDERAL SIGNAL CORP COM        | COM             | 313855108 | 223                | 16241              | SH         |              | SOLE               |         |
| FERRO CORP                     | COM             | 315405100 | 37187              | 1850109            | SH         |              | SOLE               |         |
| PORTVUE-SEC13F.LNP             |                 |           |                    |                    |            |              | GABELLI FUNDS, LLC |         |
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|----------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 494                | 500000             | PRN        |              | SOLE               |         |

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|                                 |                  |           |       |         |    |                    |
|---------------------------------|------------------|-----------|-------|---------|----|--------------------|
| FIDELITY NATL INFORMATION SVCO  | COM              | 31620M106 | 1763  | 95496   | SH | SOLE               |
| FIDELITY NATL TITLE GROUP INCO  | COM              | 31620R105 | 719   | 48909   | SH | SOLE               |
| FIDELITY SOUTHERN CORP          | COM              | 316394105 | 182   | 41000   | SH | SOLE               |
| FIRST SOLAR INC COM             | COM              | 336433107 | 11127 | 58900   | SH | SOLE               |
| FIRSTENERGY CORP COM            | COM              | 337932107 | 17618 | 263000  | SH | SOLE               |
| FISHER COMMUNICATIONS INC COM   | COM              | 337756209 | 16628 | 422040  | SH | SOLE               |
| FLEETWOOD ENTERPRISES INC       | COM              | 339099103 | 398   | 390000  | SH | SOLE               |
| FLIR SYS INC COM                | COM              | 302445101 | 4265  | 111000  | SH | SOLE               |
| FLORIDA PUB UTILS CO COM        | COM              | 341135101 | 6046  | 468649  | SH | SOLE               |
| FLOW INTL CORP COM              | COM              | 343468104 | 59    | 11550   | SH | SOLE               |
| FLOWERS FOODS INC COM           | COM              | 343498101 | 21873 | 745000  | SH | SOLE               |
| FLOWERVE CORP COM               | COM              | 34354P105 | 80798 | 910200  | SH | SOLE               |
| FLUOR CORP NEW COM              | COM              | 343412102 | 2607  | 46800   | SH | SOLE               |
| FLUSHING FINL CORP COM          | COM              | 343873105 | 6305  | 360300  | SH | SOLE               |
| FMC CORP COM NEW                | COM              | 302491303 | 496   | 9660    | SH | SOLE               |
| FMC TECHNOLOGIES INC COM        | COM              | 30249U101 | 5130  | 110200  | SH | SOLE               |
| FOMENTO ECONOMICO MEXICANO SAD  | COM              | 344419106 | 19451 | 510000  | SH | SOLE               |
| FORTRESS INVESTMENT GROUP CL A  | COM              | 34958B106 | 557   | 53000   | SH | SOLE               |
| FORTUNE BRANDS INC              | COM              | 349631101 | 16348 | 285000  | SH | SOLE               |
| FOUNDRY NETWORKS COM            | COM              | 35063R100 | 4188  | 230000  | SH | SOLE               |
| FPL GROUP INC COM               | COM              | 302571104 | 36925 | 734100  | SH | SOLE               |
| FRANCE TELECOM SPONSORED ADR    | COM              | 35177Q105 | 4454  | 159000  | SH | SOLE               |
| FRANKLIN BK CORP DEL COM        | COM              | 352451108 | 39    | 80000   | SH | SOLE               |
| FRANKLIN ELEC INC               | COM              | 353514102 | 8799  | 197500  | SH | SOLE               |
| FREDDIE MAC COM                 | COM              | 313400301 | 137   | 80000   | SH | SOLE               |
| FREEMPORT MCMORAN COPPER&GOLD C | COM              | 35671D857 | 50513 | 888525  | SH | SOLE               |
| FREEMPORT-MCMORAN COPPER 6.75%  | CONVERTIBLE PREF | 35671D782 | 236   | 3000    | SH | SOLE               |
| FRESENIUS KABI PHARMA-CVR       | WARRANT AND RIGH | 35802M115 | 16    | 24000   | SH | SOLE               |
| FRONTIER COMMUNICATIONS CORP    | COM              | 35906A108 | 4715  | 410000  | SH | SOLE               |
| FULLER H B CO COM               | COM              | 359694106 | 9815  | 470275  | SH | SOLE               |
| FURMANITE CORPORATION           | COM              | 361086101 | 5206  | 503500  | SH | SOLE               |
| GARDNER DENVER INC              | COM              | 365558105 | 4269  | 122950  | SH | SOLE               |
| GATX CORP                       | COM              | 361448103 | 44675 | 1129000 | SH | SOLE               |
| GATX CORP \$2.50 CV PFD         | CONVERTIBLE PREF | 361448202 | 970   | 4200    | SH | SOLE               |
| GAYLORD ENTERTAINMENT CO        | COM              | 367905106 | 32039 | 1090870 | SH | SOLE               |
| GEHL CO COM                     | COM              | 368483103 | 11713 | 398000  | SH | SOLE               |
| GENCORP INC                     | COM              | 368682100 | 10211 | 1515000 | SH | SOLE               |
| GENENTECH INC                   | COM              | 368710406 | 28910 | 326000  | SH | SOLE               |
| GENERAL COMMUNICATIONS INC CL   | COM              | 369385109 | 741   | 80000   | SH | SOLE               |
| GENERAL DYNAMICS CORP COM       | COM              | 369550108 | 4049  | 55000   | SH | SOLE               |
| GENERAL ELEC CO                 | COM              | 369604103 | 37409 | 1467000 | SH | SOLE               |
| GENERAL MILLS INC               | COM              | 370334104 | 75424 | 1097561 | SH | SOLE               |
| GENERAL MOTORS 6.25% 7/15/2033  | CONVERTIBLE PREF | 370442717 | 134   | 15000   | SH | SOLE               |
| PORTVUE-SEC13F.LNP              |                  |           |       |         |    | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GENERAL MTRS CORP              | COM            | 370442105 | 20261              | 2144000            | SH         |              | SOLE               |         |
| GENESCO INC COM                | COM            | 371532102 | 502                | 15000              | SH         |              | SOLE               |         |
| GENUINE PARTS CO               | COM            | 372460105 | 71413              | 1776000            | SH         |              | SOLE               |         |
| GERBER SCIENTIFIC INSTR        | COM            | 373730100 | 5196               | 568450             | SH         |              | SOLE               |         |
| GILEAD SCIENCES INC COM        | COM            | 375558103 | 10714              | 234800             | SH         |              | SOLE               |         |
| GLAXOSMITHKLINE PLC ADR (B:GSK | COM            | 37733W105 | 664                | 15276              | SH         |              | SOLE               |         |
| GLOBAL SOURCES LTD COM         | COM            | G39300101 | 599                | 59508              | SH         |              | SOLE               |         |
| GOLD FIELDS LTD NEW SPON ADR ( | COM            | 38059T106 | 31379              | 3272049            | SH         |              | SOLE               |         |
| GOLDCORP INC (US)              | COM            | 380956409 | 31058              | 981908             | SH         |              | SOLE               |         |
| GOLDMAN SACHS GR               | COM            | 38141G104 | 2432               | 19000              | SH         |              | SOLE               |         |
| GOODRICH B F CO COM            | COM            | 382388106 | 416                | 10000              | SH         |              | SOLE               |         |

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|   |     |           |       |          |     |      |
|---|-----|-----------|-------|----------|-----|------|
| GOOGLE INC-CL A                                 | COM | 38259P508 | 33804 | 84400    | SH  | SOLE |
| GORMAN RUPP CO                                  | COM | 383082104 | 11806 | 313000   | SH  | SOLE |
| GP STRATEGIES CORP COM                          | COM | 36225V104 | 911   | 119931   | SH  | SOLE |
| GRACO INC COM                                   | COM | 384109104 | 2991  | 84000    | SH  | SOLE |
| GRAFTECH INTERNATIONAL                          | COM | 384313102 | 16379 | 1084000  | SH  | SOLE |
| GRAY TELEVISION, INC                            | COM | 389375106 | 2319  | 1348400  | SH  | SOLE |
| GRAY TELEVISION, INC CL A                       | COM | 389375205 | 292   | 86000    | SH  | SOLE |
| GREAT ATLA & PAC 5.125% 6/15/2 CONVERTIBLE BOND | COM | 390064AJ2 | 11354 | 15500000 | PRN | SOLE |
| GREAT ATLANTIC & PAC TEA INCCO                  | COM | 390064103 | 10623 | 981777   | SH  | SOLE |
| GREAT PLAINS ENERGY INC. (B: G                  | COM | 391164100 | 60066 | 2703235  | SH  | SOLE |
| GREATBATCH INC                                  | COM | 39153L106 | 9066  | 369450   | SH  | SOLE |
| GREENBRIER COS INC                              | COM | 393657101 | 691   | 35400    | SH  | SOLE |
| GREENFIELD ONLINE INC COM                       | COM | 395150105 | 20268 | 1164800  | SH  | SOLE |
| GREIF INC CL A                                  | COM | 397624107 | 48821 | 744000   | SH  | SOLE |
| GREIF INC CL B                                  | COM | 397624206 | 2870  | 55000    | SH  | SOLE |
| GRIFFIN LAND & NUR                              | COM | 398231100 | 20132 | 536000   | SH  | SOLE |
| GRIFFON CORP COM                                | COM | 398433102 | 9903  | 1097912  | SH  | SOLE |
| GRUPO RADIO CENTRO S A DE CVAD                  | COM | 40049C102 | 112   | 10000    | SH  | SOLE |
| GRUPO TELEVISIA SA DE CV ADR (B                 | COM | 40049J206 | 52160 | 2385000  | SH  | SOLE |
| GRUPO TMM SA                                    | COM | 40051D105 | 274   | 308000   | SH  | SOLE |
| GSE SYS INC COM                                 | COM | 36227K106 | 269   | 38419    | SH  | SOLE |
| GSI LUMONICS INC COM                            | COM | 36229U102 | 68    | 19200    | SH  | SOLE |
| GYRODYNE CO AMER INC COM                        | COM | 403820103 | 457   | 12000    | SH  | SOLE |
| H R BLOCK INC                                   | COM | 093671105 | 8713  | 383000   | SH  | SOLE |
| HAIN CELESTIAL GROUP INC                        | COM | 405217100 | 1927  | 70000    | SH  | SOLE |
| HALLIBURTON COMPANY                             | COM | 406216101 | 60375 | 1864000  | SH  | SOLE |
| HANESBRANDS INC COM                             | COM | 410345102 | 2284  | 105000   | SH  | SOLE |
| HANSEN NAT CORP COM                             | COM | 411310105 | 363   | 12000    | SH  | SOLE |
| HARLEY DAVIDSON INC                             | COM | 412822108 | 2574  | 69000    | SH  | SOLE |
| HARMAN INTL INDS INC NEW COM                    | COM | 413086109 | 9608  | 282000   | SH  | SOLE |
| HARMONY GOLD MINING CO LTD ADR                  | COM | 413216300 | 15178 | 1568026  | SH  | SOLE |
| HARRIS CORPORATION                              | COM | 413875105 | 14673 | 317600   | SH  | SOLE |
| HARTE HANKS INC                                 | COM | 416196103 | 207   | 20000    | SH  | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HARTMARX CORP                  | COM            | 417119104 | 625                | 338000             | SH         |              | SOLE               |         |
| HAWAIIAN ELEC INDS INC COM     | COM            | 419870100 | 16622              | 571000             | SH         |              | SOLE               |         |
| HAWK CORP CL A                 | COM            | 420089104 | 2923               | 145200             | SH         |              | SOLE               |         |
| HAWKINS INC COM                | COM            | 420261109 | 3727               | 212000             | SH         |              | SOLE               |         |
| HEALTHWAYS INC COM             | COM            | 422245100 | 226                | 14000              | SH         |              | SOLE               |         |
| HEARST-ARGYLE TELEVISION INCCO | COM            | 422317107 | 1742               | 78000              | SH         |              | SOLE               |         |
| HECLA MNG CO COM               | COM            | 422704106 | 1761               | 400000             | SH         |              | SOLE               |         |
| HEELYS INC COM                 | COM            | 42279M107 | 193                | 43000              | SH         |              | SOLE               |         |
| HEINZ, H J COMPANY             | COM            | 423074103 | 25185              | 504000             | SH         |              | SOLE               |         |
| HELLENIC TELECOMMUNICATIONS AD | COM            | 423325307 | 2464               | 273800             | SH         |              | SOLE               |         |
| HERCULES INC                   | COM            | 427056106 | 34241              | 1730200            | SH         |              | SOLE               |         |
| HERLEY INDS INC COM            | COM            | 427398102 | 12030              | 703500             | SH         |              | SOLE               |         |
| HERSHEY COMPANY (THE)          | COM            | 427866108 | 29022              | 734000             | SH         |              | SOLE               |         |
| HESKA CORP COM                 | COM            | 42805E108 | 35                 | 54000              | SH         |              | SOLE               |         |
| HESS CORP                      | COM            | 42809H107 | 15800              | 192500             | SH         |              | SOLE               |         |
| HICKORY TECH CORP COM          | COM            | 429060106 | 892                | 153500             | SH         |              | SOLE               |         |
| HILB ROGAL & HAMILTON CO COM   | COM            | 431294107 | 9149               | 195750             | SH         |              | SOLE               |         |
| HITACHI LTD ADR (B:HIT US)     | COM            | 433578507 | 555                | 8000               | SH         |              | SOLE               |         |
| HLTH CORPORATION COM           | COM            | 40422Y101 | 514                | 45000              | SH         |              | SOLE               |         |
| HOLOGIC INC COM                | COM            | 436440101 | 290                | 15000              | SH         |              | SOLE               |         |
| HOME DEPOT INC                 | COM            | 437076102 | 1942               | 75000              | SH         |              | SOLE               |         |



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|                                 |     |           |       |         |    |                    |
|---------------------------------|-----|-----------|-------|---------|----|--------------------|
| HOME DIAGNOSTICS INC DEL COM    | COM | 437080104 | 173   | 17900   | SH | SOLE               |
| HOME INNS & HOTELS MANAG-ADR    | COM | 43713W107 | 1562  | 112000  | SH | SOLE               |
| HONDA MTR LTD ADR               | COM | 438128308 | 241   | 8000    | SH | SOLE               |
| HONEYWELL INT'L INC             | COM | 438516106 | 72214 | 1738000 | SH | SOLE               |
| HOSPIRA INC COM                 | COM | 441060100 | 5081  | 133000  | SH | SOLE               |
| HOST HOTELS & RESORTS INC       | COM | 44107P104 | 332   | 25000   | SH | SOLE               |
| HSBC HLDGS PLC ADR SPON NEW     | COM | 404280406 | 13175 | 163000  | SH | SOLE               |
| HSN INC COM                     | COM | 404303109 | 1530  | 139000  | SH | SOLE               |
| HUANENG PWR INTL INC SPON ADR   | COM | 443304100 | 1398  | 52500   | SH | SOLE               |
| HUDSON CITY BANCORP INC COM     | COM | 443683107 | 1661  | 90000   | SH | SOLE               |
| HUNGARIAN TEL&CABLE CORP COM (  | COM | 445542103 | 398   | 20000   | SH | SOLE               |
| HUNTINGTON BANCSHARES INC       | COM | 446150104 | 192   | 24000   | SH | SOLE               |
| HUNTSMAN CORP COM               | COM | 447011107 | 2520  | 200000  | SH | SOLE               |
| HUTTIG BLDG PRODS INC COM       | COM | 448451104 | 276   | 132000  | SH | SOLE               |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 6773  | 391500  | SH | SOLE               |
| IAMGOLD CORP (USD) COM          | COM | 450913108 | 2248  | 400000  | SH | SOLE               |
| ICU MEDICAL INC                 | COM | 44930G107 | 4957  | 163000  | SH | SOLE               |
| IDEARC INC                      | COM | 451663108 | 73    | 58000   | SH | SOLE               |
| IDEATION ACQUISTION CORP-UT     | COM | 451665202 | 1595  | 220000  | SH | SOLE               |
| IDEX CORP                       | COM | 45167R104 | 37900 | 1221800 | SH | SOLE               |
| IDT CORP CL B                   | COM | 448947309 | 24    | 32000   | SH | SOLE               |
| IDT CORPORATION                 | COM | 448947101 | 18    | 35000   | SH | SOLE               |
| IKON OFFICE SOLUTIONS INC COM   | COM | 451713101 | 1449  | 85200   | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| IMATION CORP COM               | COM              | 45245A107 | 327                | 14470              | SH         |              | SOLE              |         |
| IMAX CORP COM                  | COM              | 45245E109 | 118                | 20000              | SH         |              | SOLE              |         |
| IMCLONE SYS INC COM            | COM              | 45245W109 | 874                | 14000              | SH         |              | SOLE              |         |
| IMS HEALTH INC COM             | COM              | 449934108 | 3744               | 198000             | SH         |              | SOLE              |         |
| INGERSOLL-RAND CO CL A         | COM              | G4776G101 | 2213               | 71000              | SH         |              | SOLE              |         |
| INGLES MKTS INC CL A           | COM              | 457030104 | 11730              | 513800             | SH         |              | SOLE              |         |
| INSITUFORM TECHNOLOGIES INC CL | COM              | 457667103 | 411                | 27500              | SH         |              | SOLE              |         |
| INSPIRE PHARMACEUTICALS INC CO | COM              | 457733103 | 71                 | 20000              | SH         |              | SOLE              |         |
| INSTEEL INDS INC               | COM              | 45774W108 | 136                | 10000              | SH         |              | SOLE              |         |
| INTEGRYS ENERGY GROUP INC      | COM              | 45822P105 | 39328              | 787500             | SH         |              | SOLE              |         |
| INTEL CORP                     | COM              | 458140100 | 48604              | 2595000            | SH         |              | SOLE              |         |
| INTERACTIVE BROKERS            | COM              | 45841N107 | 1596               | 72000              | SH         |              | SOLE              |         |
| INTERACTIVE DATA CORP COM      | COM              | 45840J107 | 1816               | 72000              | SH         |              | SOLE              |         |
| INTERMEC INC                   | COM              | 458786100 | 14295              | 727850             | SH         |              | SOLE              |         |
| INTERNATIONAL BUSINESS         | COM              | 459200101 | 44328              | 379000             | SH         |              | SOLE              |         |
| INTERNATIONAL GAME TECH        | COM              | 459902102 | 7181               | 418000             | SH         |              | SOLE              |         |
| INTERNATIONAL PAPER CO         | COM              | 460146103 | 11545              | 441000             | SH         |              | SOLE              |         |
| INTERNATIONAL RECTIFIER CORPCO | COM              | 460254105 | 762                | 40050              | SH         |              | SOLE              |         |
| INTERNATIONAL SPEEDWAY CORP CL | COM              | 460335201 | 623                | 16000              | SH         |              | SOLE              |         |
| INTERPUBLIC GROUP COS INC      | COM              | 460690100 | 16210              | 2091600            | SH         |              | SOLE              |         |
| INTERTAPE POLYMER GROUP INC CO | COM              | 460919103 | 34                 | 12500              | SH         |              | SOLE              |         |
| INTERVAL LEISURE GROUP INC COM | COM              | 46113M108 | 1558               | 149800             | SH         |              | SOLE              |         |
| INTL FLAVORS & FRAGRANCES      | COM              | 459506101 | 14699              | 372500             | SH         |              | SOLE              |         |
| INTL GM TECH 2.600% 02/36      | CONVERTIBLE BOND | 459902AP7 | 272                | 300000             | PRN        |              | SOLE              |         |
| INTRICON CORP COM              | COM              | 46121H109 | 276                | 70000              | SH         |              | SOLE              |         |
| INVERNESS MED INNOVATIONS INCO | COM              | 46126P106 | 1890               | 63000              | SH         |              | SOLE              |         |
| INVESCO LTD                    | COM              | G491BT108 | 2623               | 125000             | SH         |              | SOLE              |         |
| INVITROGEN CORP COM            | COM              | 46185R100 | 8467               | 224000             | SH         |              | SOLE              |         |
| ITT INDUSTRIES                 | COM              | 450911102 | 70575              | 1269100            | SH         |              | SOLE              |         |
| IVANHOE MINES LTD COM          | COM              | 46579N103 | 3025               | 499140             | SH         |              | SOLE              |         |
| I-FLOW CORP COM NEW            | COM              | 449520303 | 414                | 44500              | SH         |              | SOLE              |         |

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|                                |                  |           |       |        |                    |      |
|--------------------------------|------------------|-----------|-------|--------|--------------------|------|
| J CREW GROUP INC COM           | COM              | 46612H402 | 2751  | 96300  | SH                 | SOLE |
| J & J SNACK FOODS CORP         | COM              | 466032109 | 948   | 27950  | SH                 | SOLE |
| J.P. MORGAN CHASE & CO         | COM              | 46625H100 | 32869 | 703826 | SH                 | SOLE |
| JA SOLAR HOLD CO 4.500% 05/15/ | CONVERTIBLE BOND | 466090AA5 | 208   | 300000 | PRN                | SOLE |
| JANUS CAP GROUP INC COM        | COM              | 47102X105 | 15078 | 621000 | SH                 | SOLE |
| JOHNSON CONTROLS               | COM              | 478366107 | 18683 | 616000 | SH                 | SOLE |
| JOHNSON & JOHNSON              | COM              | 478160104 | 44720 | 645500 | SH                 | SOLE |
| JOURNAL COMM INC-A             | COM              | 481130102 | 2845  | 582900 | SH                 | SOLE |
| JUPITERMEDIA CORP COM          | COM              | 48207D101 | 81    | 70000  | SH                 | SOLE |
| K V PHARMACEUTICAL CO CL A     | COM              | 482740206 | 965   | 42510  | SH                 | SOLE |
| KAMAN CORP                     | COM              | 483548103 | 23123 | 809918 | SH                 | SOLE |
| KANSAS CITY SOUTHERN           | COM              | 485170302 | 1375  | 31000  | SH                 | SOLE |
| KELLOGG CO                     | COM              | 487836108 | 8471  | 151000 | SH                 | SOLE |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| KEMET CORP COM                 | COM              | 488360108 | 326                | 240000             | SH         |              | SOLE                |         |
| KEYCORP                        | COM              | 493267108 | 143                | 12000              | SH         |              | SOLE                |         |
| KIMBALL INTL INC CL B          | COM              | 494274103 | 137                | 12680              | SH         |              | SOLE                |         |
| KIMBERLY CLARK CORP            | COM              | 494368103 | 20425              | 315000             | SH         |              | SOLE                |         |
| KINDER MORGAN EGY PTNS L P UT  | COM              | 494550106 | 1041               | 20000              | SH         |              | SOLE                |         |
| KINETIC CONCEPTS INC COM NEW   | COM              | 49460W208 | 400                | 14000              | SH         |              | SOLE                |         |
| KINROSS GOLD 1.75% 3/15/2028 1 | CONVERTIBLE BOND | 496902AB3 | 191                | 200000             | PRN        |              | SOLE                |         |
| KINROSS GOLD CORP COM NO PAR   | COM              | 496902404 | 43609              | 2705248            | SH         |              | SOLE                |         |
| KONINKLIJKE PHILIPS ELECTRS SP | COM              | 500472303 | 1133               | 41570              | SH         |              | SOLE                |         |
| KOREA ELEC PWR CO SPONSORED AD | COM              | 500631106 | 3556               | 287000             | SH         |              | SOLE                |         |
| KRAFT FOODS INC CL A COM       | COM              | 50075N104 | 36746              | 1122000            | SH         |              | SOLE                |         |
| KROGER CO                      | COM              | 501044101 | 3243               | 118000             | SH         |              | SOLE                |         |
| KT CORP SPON ADR               | COM              | 48268K101 | 168                | 10000              | SH         |              | SOLE                |         |
| KYOCERA CORP ADR               | COM              | 501556203 | 990                | 13000              | SH         |              | SOLE                |         |
| K-TRON INTL INC                | COM              | 482730108 | 1159               | 9000               | SH         |              | SOLE                |         |
| L 3 COMMUNICATIONS             | COM              | 502424104 | 6391               | 65000              | SH         |              | SOLE                |         |
| LA Z BOY CHAIR CO              | COM              | 505336107 | 158                | 17000              | SH         |              | SOLE                |         |
| LABORATORY CORP AMER HLDGS COM | COM              | 50540R409 | 1460               | 21000              | SH         |              | SOLE                |         |
| LABRANCHE & CO INC COM         | COM              | 505447102 | 270                | 60000              | SH         |              | SOLE                |         |
| LACLEDE GROUP INC              | COM              | 505597104 | 10595              | 218500             | SH         |              | SOLE                |         |
| LAKES ENTERTAINMENT INC COM    | COM              | 51206P109 | 923                | 140000             | SH         |              | SOLE                |         |
| LANDAUER INC                   | COM              | 51476K103 | 12804              | 176000             | SH         |              | SOLE                |         |
| LANGER INC COM                 | COM              | 515707107 | 9                  | 10000              | SH         |              | SOLE                |         |
| LAS VEGAS SANDS CORP           | COM              | 517834107 | 10530              | 291600             | SH         |              | SOLE                |         |
| LATTICE SEMICONDUCTOR CORP COM | COM              | 518415104 | 32                 | 15650              | SH         |              | SOLE                |         |
| LAWSON SOFTWARE INC NEW COM    | COM              | 52078P102 | 204                | 29160              | SH         |              | SOLE                |         |
| LAYNE CHRISTENSEN CO COM       | COM              | 521050104 | 531                | 15000              | SH         |              | SOLE                |         |
| LEAR CORP COM                  | COM              | 521865105 | 1071               | 102000             | SH         |              | SOLE                |         |
| LECROY CORP COM                | COM              | 52324W109 | 147                | 19097              | SH         |              | SOLE                |         |
| LEE ENTERPRISES INC            | COM              | 523768109 | 917                | 262000             | SH         |              | SOLE                |         |
| LEGG MASON INC COM             | COM              | 524901105 | 19220              | 505000             | SH         |              | SOLE                |         |
| LENDER PROCESSING SVCS INC COM | COM              | 52602E102 | 1358               | 44500              | SH         |              | SOLE                |         |
| LEUCADIA NATL CORP COM         | COM              | 527288104 | 11096              | 244200             | SH         |              | SOLE                |         |
| LEVEL 3 COMM INC 2.875% 7/15/2 | CONVERTIBLE BOND | 52729NBA7 | 394                | 500000             | PRN        |              | SOLE                |         |
| LIBERTY ENTERTAINMENT-A        | COM              | 53071M500 | 67234              | 2692600            | SH         |              | SOLE                |         |
| LIBERTY GLOBAL INC COM SER A   | COM              | 530555101 | 34696              | 1145084            | SH         |              | SOLE                |         |
| LIBERTY GLOBAL INC COM SER C   | COM              | 530555309 | 16881              | 600963             | SH         |              | SOLE                |         |
| LIBERTY MEDIA HLDG CORP INT CO | COM              | 53071M104 | 15815              | 1225000            | SH         |              | SOLE                |         |
| LIBERTY MEDIA-CAP SER A        | COM              | 53071M302 | 8063               | 602650             | SH         |              | SOLE                |         |
| LIFEWAY FOODS INC COM          | COM              | 531914109 | 2808               | 240000             | SH         |              | SOLE                |         |
| LILLY, ELI AND COMPANY         | COM              | 532457108 | 18008              | 409000             | SH         |              | SOLE                |         |

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LIMELIGHT NETWORKS INC COM COM 53261M104 30 12000 SH SOLE  
 LIN TV CORP CL A COM 532774106 8816 1708500 SH SOLE  
 LINDSAY CORP COM 535555106 1892 26000 SH SOLE  
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|--|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LITTELFUSE INC                                     | COM            | 537008104 | 950                | 31950              | SH         |              | SOLE               |         |
| LOCKHEED MARTIN CORP COM                           | COM            | 539830109 | 3455               | 31500              | SH         |              | SOLE               |         |
| LOEWS CORP   | COM            | 540424108 | 6042               | 153000             | SH         |              | SOLE               |         |
| LONGS DRUG STORES CORP COM                         | COM            | 543162101 | 5983               | 79100              | SH         |              | SOLE               |         |
| LSI LOGIC CORP COM                                 | COM            | 502161102 | 8180               | 1526100            | SH         |              | SOLE               |         |
| LUFKIN INDS INC COM                                | COM            | 549764108 | 34438              | 434000             | SH         |              | SOLE               |         |
| LUNDIN MINING CORP COM                             | COM            | 550372106 | 851                | 285600             | SH         |              | SOLE               |         |
| M G M MIRAGE INC COM                               | COM            | 552953101 | 27303              | 958001             | SH         |              | SOLE               |         |
| M & T BK CORP COM                                  | COM            | 55261F104 | 10889              | 122000             | SH         |              | SOLE               |         |
| MACROVISION CORP 2.625% 08/15/<br>CONVERTIBLE BOND | 555904AB7      | 242       | 300000             | PRN                |            |              | SOLE               |         |
| MACROVISION SOLUTIONS CORP                         | COM            | 55611C108 | 7426               | 482858             | SH         |              | SOLE               |         |
| MACY'S INC   | COM            | 55616P104 | 8271               | 460000             | SH         |              | SOLE               |         |
| MAGNETEK INC COM                                   | COM            | 559424106 | 2688               | 663663             | SH         |              | SOLE               |         |
| MAINE & MARITIMES CORP                             | COM            | 560377103 | 5513               | 167300             | SH         |              | SOLE               |         |
| MANITOWOC CO COM                                   | COM            | 563571108 | 1151               | 74000              | SH         |              | SOLE               |         |
| MARATHON OIL CORP COM                              | COM            | 565849106 | 23073              | 578700             | SH         |              | SOLE               |         |
| MARCUS CORP COM                                    | COM            | 566330106 | 563                | 35000              | SH         |              | SOLE               |         |
| MARINE PRODS CORP COM                              | COM            | 568427108 | 2527               | 304500             | SH         |              | SOLE               |         |
| MARSH & MCLENNAN COS INC COM                       | COM            | 571748102 | 29187              | 919000             | SH         |              | SOLE               |         |
| MARSHALL & ILSLEY CORP NEW COM                     | COM            | 571837103 | 3627               | 180000             | SH         |              | SOLE               |         |
| MARTHA STEWART LIVING OMNI                         | COM            | 573083102 | 1702               | 200000             | SH         |              | SOLE               |         |
| MARTIN MARIETTA MTLs INC COM                       | COM            | 573284106 | 784                | 7000               | SH         |              | SOLE               |         |
| MASSEY ENERGY CORP COM                             | COM            | 576206106 | 357                | 10000              | SH         |              | SOLE               |         |
| MASTERCARD INC COM                                 | COM            | 57636Q104 | 24755              | 139600             | SH         |              | SOLE               |         |
| MATERIAL SCIENCES CORP COM                         | COM            | 576674105 | 1470               | 255650             | SH         |              | SOLE               |         |
| MATRIX INITIATIVES INC COM                         | COM            | 57685L105 | 2646               | 148000             | SH         |              | SOLE               |         |
| MATSUSHITA ELEC CO ADR (B:MC U                     | COM            | 576879209 | 260                | 15000              | SH         |              | SOLE               |         |
| MATTEL INC   | COM            | 577081102 | 3067               | 170000             | SH         |              | SOLE               |         |
| MATTHEWS INTL CORP CL A                            | COM            | 577128101 | 1624               | 32000              | SH         |              | SOLE               |         |
| MCDERMOTT INTERNATIONAL INC.                       | COM            | 580037109 | 2798               | 109500             | SH         |              | SOLE               |         |
| MCGRAW HILL COMPANIES, INC.                        | COM            | 580645109 | 16437              | 520000             | SH         |              | SOLE               |         |
| MCKESSON HBOC INC.                                 | COM            | 58155Q103 | 430                | 8000               | SH         |              | SOLE               |         |
| MDC PARTNERS INC-A                                 | COM            | 552697104 | 101                | 15000              | SH         |              | SOLE               |         |
| MEADOWBROOK INS GROUP INC COM                      | COM            | 58319P108 | 80                 | 11350              | SH         |              | SOLE               |         |
| MEDCO HEALTH SOLUTIONS INC COM                     | COM            | 58405U102 | 6525               | 145000             | SH         |              | SOLE               |         |
| MEDIA GENERAL CL A                                 | COM            | 584404107 | 20025              | 1611000            | SH         |              | SOLE               |         |
| MEDIACOM COMMUNICATIONS CORPCL                     | COM            | 58446K105 | 225                | 38000              | SH         |              | SOLE               |         |
| MEDICAL ACTION INDS INC COM                        | COM            | 58449L100 | 197                | 15000              | SH         |              | SOLE               |         |
| MEDICAL NUTRITION USA INC COM                      | COM            | 58461X107 | 568                | 252600             | SH         |              | SOLE               |         |
| MEDTRONIC INC COM                                  | COM            | 585055106 | 6764               | 135000             | SH         |              | SOLE               |         |
| MELCO PBL ENTERTAINMENT-ADR                        | COM            | 585464100 | 666                | 167000             | SH         |              | SOLE               |         |
| MENTOR CORP MINN COM                               | COM            | 587188103 | 1432               | 60000              | SH         |              | SOLE               |         |
| MENTOR GRAPHICS CORP COM                           | COM            | 587200106 | 1441               | 127000             | SH         |              | SOLE               |         |
| MERCK & CO INC                                     | COM            | 589331107 | 17674              | 560000             | SH         |              | SOLE               |         |

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|                                |                  |           |       |         |    |                    |
|--------------------------------|------------------|-----------|-------|---------|----|--------------------|
| MEREDITH CORP                  | COM              | 589433101 | 9006  | 321200  | SH | SOLE               |
| MERIX CORP COM                 | COM              | 590049102 | 20    | 15700   | SH | SOLE               |
| MERRILL LYNCH & CO INC COM     | COM              | 590188108 | 21379 | 845000  | SH | SOLE               |
| MET PRO CORP COM               | COM              | 590876306 | 1897  | 130001  | SH | SOLE               |
| METAVANTE HLDG CO COM          | COM              | 591407101 | 9726  | 505000  | SH | SOLE               |
| METHODE ELECTRS INC CL A       | COM              | 591520200 | 715   | 80000   | SH | SOLE               |
| METROPCS COMMUNICATIONS INC    | COM              | 591708102 | 196   | 14000   | SH | SOLE               |
| MGE ENERGY INC                 | COM              | 55277P104 | 14753 | 415000  | SH | SOLE               |
| MGP INGREDIENTS INC COM        | COM              | 55302G103 | 153   | 54000   | SH | SOLE               |
| MICROSOFT CORP                 | COM              | 594918104 | 28091 | 1052500 | SH | SOLE               |
| MICRUS ENDOVASCULAR CORP COM   | COM              | 59518V102 | 1786  | 128000  | SH | SOLE               |
| MIDAS GROUP INC COM            | COM              | 595626102 | 10474 | 761190  | SH | SOLE               |
| MIDDLESEX WTR CO COM           | COM              | 596680108 | 2097  | 120033  | SH | SOLE               |
| MILLICOM INTL CELLULAR S A SHS | COM              | L6388F110 | 4876  | 71000   | SH | SOLE               |
| MINE SAFETY APPLIANCES CO COM  | COM              | 602720104 | 366   | 9600    | SH | SOLE               |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 3052  | 172932  | SH | SOLE               |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 296   | 78016   | SH | SOLE               |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 167   | 38363   | SH | SOLE               |
| MKS INSTRS INC COM             | COM              | 55306N104 | 428   | 21487   | SH | SOLE               |
| MOBILE TELESYSTEMS OJSC ADR SP | COM              | 607409109 | 532   | 9500    | SH | SOLE               |
| MODINE MFG CO                  | COM              | 607828100 | 13647 | 942500  | SH | SOLE               |
| MOLEX INC CL A                 | COM              | 608554200 | 916   | 44000   | SH | SOLE               |
| MONACO COACH CORP COM          | COM              | 60886R103 | 193   | 98800   | SH | SOLE               |
| MONOGRAM BIOSCIENCES INC COM   | COM              | 60975U108 | 23    | 30000   | SH | SOLE               |
| MONRO MUFFLER BRAKE INC        | COM              | 610236101 | 272   | 11812   | SH | SOLE               |
| MONSANTO CO NEW COM            | COM              | 61166W101 | 43112 | 435558  | SH | SOLE               |
| MONSTER WORLDWIDE INC COM      | COM              | 611742107 | 2460  | 165000  | SH | SOLE               |
| MOODYS CORP COM                | COM              | 615369105 | 8602  | 253000  | SH | SOLE               |
| MOOG INC CL A                  | COM              | 615394202 | 3859  | 90000   | SH | SOLE               |
| MORGAN STANLEY                 | COM              | 617446448 | 1265  | 55000   | SH | SOLE               |
| MOSAIC CO/THE                  | COM              | 61945A107 | 3843  | 56500   | SH | SOLE               |
| MOSY INC                       | COM              | 619718109 | 334   | 78700   | SH | SOLE               |
| MOTOROLA INC                   | COM              | 620076109 | 4034  | 565000  | SH | SOLE               |
| MOVADO GROUP INC COM           | COM              | 624580106 | 760   | 34000   | SH | SOLE               |
| MUELLER INDS INC COM           | COM              | 624756102 | 3164  | 137500  | SH | SOLE               |
| MUELLER WATER PRODUCTS INC     | COM              | 624758108 | 183   | 20400   | SH | SOLE               |
| MUELLER WTR PRODS INC COM SER  | COM              | 624758207 | 228   | 35133   | SH | SOLE               |
| MURPHY OIL CORP COM            | COM              | 626717102 | 27221 | 424400  | SH | SOLE               |
| MVC CAP COM                    | COM              | 553829102 | 1556  | 102000  | SH | SOLE               |
| MWI VETERINARY SUPPLY INC      | COM              | 55402X105 | 1572  | 40000   | SH | SOLE               |
| MYERS INDS INC                 | COM              | 628464109 | 20807 | 1650000 | SH | SOLE               |
| NABI BIOPHARMACEUTICALS        | COM              | 629519109 | 84    | 18000   | SH | SOLE               |
| NABORS INDUSTRIES LTD SHS      | COM              | G6359F103 | 3339  | 134000  | SH | SOLE               |
| NARA BANCORP INC COM           | COM              | 63080P105 | 2997  | 267600  | SH | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |    | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| NASHUA CORP                    | COM            | 631226107 | 3699               | 460700             | SH         |              | SOLE              |         |
| NATHANS FAMOUS INC NEW COM     | COM            | 632347100 | 1217               | 76600              | SH         |              | SOLE              |         |
| NATIONAL FUEL GAS CO N J COM   | COM            | 636180101 | 42973              | 1018800            | SH         |              | SOLE              |         |
| NATIONAL GRID PLC              | COM            | 636274300 | 3381               | 52652              | SH         |              | SOLE              |         |
| NATIONAL PRESTO INDS INC       | COM            | 637215104 | 6951               | 93300              | SH         |              | SOLE              |         |
| NATIONAL-OILWELL INC COM       | COM            | 637071101 | 9242               | 184000             | SH         |              | SOLE              |         |
| NATIONWIDE FINANCIAL SERVICE C | COM            | 638612101 | 23432              | 475000             | SH         |              | SOLE              |         |
| NAVISTAR INTL CORP COM         | COM            | 63934E108 | 34188              | 631000             | SH         |              | SOLE              |         |
| NCR CORP NEW COM               | COM            | 62886E108 | 2778               | 126000             | SH         |              | SOLE              |         |

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|                                |                  |           |       |         |     |                    |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| NDS GROUP PLC ADR SPONSORED    | COM              | 628891103 | 9049  | 161900  | SH  | SOLE               |
| NEOGEN CORP COM                | COM              | 640491106 | 592   | 21000   | SH  | SOLE               |
| NEUROMETRIX INC COM            | COM              | 641255104 | 10    | 10000   | SH  | SOLE               |
| NEW ALLIANCE BANCSHARES INC CO | COM              | 650203102 | 10336 | 687668  | SH  | SOLE               |
| NEW GERMANY FD COM (B:GF US)   | MUTUAL FUNDS     | 644465106 | 1327  | 124000  | SH  | SOLE               |
| NEW YORK CMNTY BANCORP INC COM | COM              | 649445103 | 5609  | 334055  | SH  | SOLE               |
| NEW YORK TIMES CO CLASS A      | COM              | 650111107 | 2987  | 209000  | SH  | SOLE               |
| NEWMARKET CORP COM             | COM              | 651587107 | 289   | 5500    | SH  | SOLE               |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 196   | 200000  | PRN | SOLE               |
| NEWMONT MINING CORP HOLDING CO | COM              | 651639106 | 92965 | 2398471 | SH  | SOLE               |
| NEWS CORP CL A                 | COM              | 65248E104 | 75081 | 6262000 | SH  | SOLE               |
| NEWS CORP CL B                 | COM              | 65248E203 | 1628  | 134016  | SH  | SOLE               |
| NEXSTAR BROADCASTING GROUP ICL | COM              | 65336K103 | 33    | 15000   | SH  | SOLE               |
| NEXTEL COMM 5.25% 1/15/10      | CONVERTIBLE BOND | 65332VAY9 | 1451  | 1500000 | PRN | SOLE               |
| NEXTWAVE WIRELESS INC COM      | COM              | 65337Y102 | 138   | 230000  | SH  | SOLE               |
| NICOR INC COM                  | COM              | 654086107 | 15833 | 357000  | SH  | SOLE               |
| NIKE INC CL B                  | COM              | 654106103 | 7158  | 107000  | SH  | SOLE               |
| NIPPON TELEG&TEL CORP ADR (B:N | COM              | 654624105 | 495   | 22000   | SH  | SOLE               |
| NISOURCE INC                   | COM              | 65473P105 | 8223  | 557086  | SH  | SOLE               |
| NOBILITY HOMES INC COM         | COM              | 654892108 | 1034  | 66500   | SH  | SOLE               |
| NOBLE CORPORATION COM          | COM              | G65422100 | 12634 | 287800  | SH  | SOLE               |
| NOKIA CORP SPONSORED ADR (B:NO | COM              | 654902204 | 522   | 28000   | SH  | SOLE               |
| NORDSTROM INC COM              | COM              | 655664100 | 1729  | 60000   | SH  | SOLE               |
| NORTEL NETWORKS INC            | COM              | 656568508 | 1756  | 784093  | SH  | SOLE               |
| NORTHEAST UTILS COM            | COM              | 664397106 | 26830 | 1046000 | SH  | SOLE               |
| NORTHERN TRUST CORP            | COM              | 665859104 | 433   | 6000    | SH  | SOLE               |
| NORTHROP GRUMMAN CORP (B:NOC)  | COM              | 666807102 | 11136 | 183945  | SH  | SOLE               |
| NORTHWESTERN CORP COM NEW      | COM              | 668074305 | 21810 | 867900  | SH  | SOLE               |
| NOVARTIS AG - ADR (B:NVS US)   | COM              | 66987V109 | 12787 | 242000  | SH  | SOLE               |
| NOVO-NORDISK A S ADR           | COM              | 670100205 | 5816  | 113600  | SH  | SOLE               |
| NRG ENERGY INC COM NEW         | COM              | 629377508 | 3366  | 136000  | SH  | SOLE               |
| NSTAR COM                      | COM              | 67019E107 | 43684 | 1304000 | SH  | SOLE               |
| O REILLY AUTOMOTIVE INC COM    | COM              | 686091109 | 30750 | 1148670 | SH  | SOLE               |
| OCCIDENTAL PETE CORP           | COM              | 674599105 | 36634 | 520000  | SH  | SOLE               |
| OCEANEERING INTL INC COM       | COM              | 675232102 | 13650 | 256000  | SH  | SOLE               |
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|-------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| OCH ZIFF CAP MGMT GROUP CL A  | COM              | 67551U105 | 257                | 22000              | SH         |              | SOLE              |         |
| ODYSSEY HEALTHCARE INC COM    | COM              | 67611V101 | 2233               | 220000             | SH         |              | SOLE              |         |
| OGE ENERGY CORP COM           | COM              | 670837103 | 25754              | 834000             | SH         |              | SOLE              |         |
| OIL DRI CORP AMER COM         | COM              | 677864100 | 1980               | 117000             | SH         |              | SOLE              |         |
| OLIN CORP COM PAR \$1.        | COM              | 680665205 | 2265               | 116750             | SH         |              | SOLE              |         |
| OMNICARE CAP II PFD 4% PFD    | CONVERTIBLE PREF | 68214Q200 | 240                | 6000               | SH         |              | SOLE              |         |
| OMNICARE INC COM              | COM              | 681904108 | 608                | 21150              | SH         |              | SOLE              |         |
| OMNOVA SOLUTIONS INC COM      | COM              | 682129101 | 2633               | 1323000            | SH         |              | SOLE              |         |
| ON SEMICONDUCTOR CORP COM     | COM              | 682189105 | 77                 | 11350              | SH         |              | SOLE              |         |
| ONEOK INC NEW COM             | COM              | 682680103 | 19608              | 570000             | SH         |              | SOLE              |         |
| OPENTV CORP CL A              | COM              | G67543101 | 63                 | 45000              | SH         |              | SOLE              |         |
| OPKO HEALTH INC COM           | COM              | 68375N103 | 135                | 77000              | SH         |              | SOLE              |         |
| OREZONE RES INC COM           | COM              | 685921108 | 240                | 500000             | SH         |              | SOLE              |         |
| ORIENT-EXPRESS HOTELS LTD COM | COM              | G67743107 | 2197               | 91050              | SH         |              | SOLE              |         |
| ORITANI FINL CORP COM         | COM              | 686323106 | 170                | 10100              | SH         |              | SOLE              |         |
| ORMAT TECHNOLOGIES INC        | COM              | 686688102 | 2659               | 73200              | SH         |              | SOLE              |         |
| ORTHOFIX INTL N V ORD         | COM              | N6748L102 | 2515               | 135000             | SH         |              | SOLE              |         |
| OSHKOSH CORP                  | COM              | 688239201 | 263                | 20000              | SH         |              | SOLE              |         |
| OSTEOTECH INC COM             | COM              | 688582105 | 55                 | 13000              | SH         |              | SOLE              |         |

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|                                |     |           |       |         |    |      |
|--------------------------------|-----|-----------|-------|---------|----|------|
| OTTER TAIL CORPORATION COM     | COM | 689648103 | 4610  | 150000  | SH | SOLE |
| OUTDOOR HLDGS INC (NEW)        | COM | 690027206 | 245   | 27800   | SH | SOLE |
| OWENS ILL INC COM NEW          | COM | 690768403 | 3822  | 130000  | SH | SOLE |
| OWENS & MINOR INC NEW COM      | COM | 690732102 | 7469  | 154000  | SH | SOLE |
| PACCAR INC                     | COM | 693718108 | 7562  | 198000  | SH | SOLE |
| PACTIV CORP COM                | COM | 695257105 | 6289  | 253300  | SH | SOLE |
| PAIN THERAPEUTICS INC COM      | COM | 69562K100 | 3897  | 398900  | SH | SOLE |
| PALM HBR HOMES INC COM         | COM | 696639103 | 406   | 41000   | SH | SOLE |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 3432  | 255000  | SH | SOLE |
| PARK ELECTROCHEMICAL CORP COM  | COM | 700416209 | 6296  | 259750  | SH | SOLE |
| PARK OHIO HLDGS CORP COM       | COM | 700666100 | 5939  | 332000  | SH | SOLE |
| PARKER HANNIFIN CORP           | COM | 701094104 | 636   | 12000   | SH | SOLE |
| PATTERSON COMPANIES INC        | COM | 703395103 | 2737  | 90000   | SH | SOLE |
| PAYCHEX INC COM                | COM | 704326107 | 231   | 7000    | SH | SOLE |
| PEABODY ENERGY CORP COM        | COM | 704549104 | 9393  | 208728  | SH | SOLE |
| PENFORD CORP COM               | COM | 707051108 | 1275  | 72050   | SH | SOLE |
| PENN NATIONAL GAMING INC COM   | COM | 707569109 | 1594  | 60000   | SH | SOLE |
| PENNICHUCK CORP COM NEW        | COM | 708254206 | 7482  | 328000  | SH | SOLE |
| PENTAIR INC COM                | COM | 709631105 | 1936  | 56000   | SH | SOLE |
| PENWEST PHARMACEUTICALS CO COM | COM | 709754105 | 247   | 120000  | SH | SOLE |
| PEP BOYS MANNY MOE & JACK      | COM | 713278109 | 2781  | 450000  | SH | SOLE |
| PEPCO HLDGS INC COM            | COM | 713291102 | 6701  | 292500  | SH | SOLE |
| PEPSIAMERICAS                  | COM | 71343P200 | 46214 | 2230400 | SH | SOLE |
| PEPSICO INC                    | COM | 713448108 | 63758 | 894600  | SH | SOLE |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 42957 | 977400  | SH | SOLE |
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| -----                          | -----            | -----     | -----              | -----              | -----      | -----        | -----             | -----   |
| PETROCHINA CO LTD SPONSORED AD | COM              | 71646E100 | 3031               | 29500              | SH         |              | SOLE              |         |
| PFIZER INC                     | COM              | 717081103 | 61958              | 3360000            | SH         |              | SOLE              |         |
| PG&E CORP COM                  | COM              | 69331C108 | 3333               | 89000              | SH         |              | SOLE              |         |
| PHH CORP COM NEW               | COM              | 693320202 | 1223               | 92000              | SH         |              | SOLE              |         |
| PHHM 3.25% 5/15/2024           | CONVERTIBLE BOND | 696639AB9 | 2252               | 3950000            | PRN        |              | SOLE              |         |
| PHILADELPHIA CONS HLDG CORP CO | COM              | 717528103 | 20617              | 352000             | SH         |              | SOLE              |         |
| PHILIP MORRIS INTL INC COM     | COM              | 718172109 | 4185               | 87000              | SH         |              | SOLE              |         |
| PHILLIPINE LONG DISTANCE TEL S | COM              | 718252604 | 8564               | 152000             | SH         |              | SOLE              |         |
| PHOENIX COS INC NEW COM        | COM              | 71902E109 | 4112               | 445000             | SH         |              | SOLE              |         |
| PIEDMONT NAT GAS INC COM       | COM              | 720186105 | 4123               | 129000             | SH         |              | SOLE              |         |
| PIER 1 IMP 6.375% 2/15/2036 CV | CONVERTIBLE BOND | 720279AH1 | 416                | 600000             | PRN        |              | SOLE              |         |
| PIER 1 IMPORTS INC SHS BEN INT | COM              | 720279108 | 454                | 110000             | SH         |              | SOLE              |         |
| PINNACLE ENTMT INC COM         | COM              | 723456109 | 3062               | 405000             | SH         |              | SOLE              |         |
| PINNACLE WEST CAP CORP COM     | COM              | 723484101 | 13970              | 406000             | SH         |              | SOLE              |         |
| PLANTRONICS                    | COM              | 727493108 | 263                | 11700              | SH         |              | SOLE              |         |
| PLAYBOY ENTERPRISES INC CL A   | COM              | 728117201 | 42                 | 10000              | SH         |              | SOLE              |         |
| PNC FINANCIAL CORP             | COM              | 693475105 | 25086              | 335818             | SH         |              | SOLE              |         |
| PNM RES INC                    | COM              | 69349H107 | 14336              | 1400000            | SH         |              | SOLE              |         |
| POLO RALPH LAUREN CORP         | COM              | 731572103 | 400                | 6000               | SH         |              | SOLE              |         |
| POPULAR INC COM                | COM              | 733174106 | 332                | 40000              | SH         |              | SOLE              |         |
| PORTUGAL TELECOM ADR (B:PT US) | COM              | 737273102 | 1008               | 100000             | SH         |              | SOLE              |         |
| POTASH CORP SASK INC           | COM              | 73755L107 | 396                | 3000               | SH         |              | SOLE              |         |
| PPL CORP COM                   | COM              | 69351T106 | 1858               | 50200              | SH         |              | SOLE              |         |
| PRECISION CASTPARTS CORP       | COM              | 740189105 | 41123              | 522000             | SH         |              | SOLE              |         |
| PREMD INC COM                  | COM              | 74047Y105 | 1                  | 10000              | SH         |              | SOLE              |         |
| PRIMEDIA INC COM NEW           | COM              | 74157K846 | 442                | 182000             | SH         |              | SOLE              |         |
| PRIVATEBANCORP 3.625% 03/15/27 | CONVERTIBLE BOND | 742962AD5 | 956                | 1000000            | PRN        |              | SOLE              |         |
| PRIVATEBANCORP INC COM         | COM              | 742962103 | 417                | 10000              | SH         |              | SOLE              |         |
| PROCTER & GAMBLE COMPANY       | COM              | 742718109 | 110807             | 1590000            | SH         |              | SOLE              |         |

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| PROGRESS ENERGY INC COM        | COM | 743263105 | 31614 | 733000  | SH | SOLE               |
| PROLIANCE INTERNATIONAL INC    | COM | 74340R104 | 364   | 485000  | SH | SOLE               |
| PROLOGIS SH BEN INT            | COM | 743410102 | 1486  | 36000   | SH | SOLE               |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 1685  | 99100   | SH | SOLE               |
| PRUDENTIAL FINANCIAL INC       | COM | 744320102 | 360   | 5000    | SH | SOLE               |
| PSS WORLD MED INC COM          | COM | 69366A100 | 858   | 44000   | SH | SOLE               |
| PT INDOSAT TBK SPONSORED ADR   | COM | 744383100 | 459   | 14000   | SH | SOLE               |
| PT TELEKOMUNIKASI INDONESIA (B | COM | 715684106 | 675   | 22680   | SH | SOLE               |
| PUBLIC SVC ENTERPRISES COM     | COM | 744573106 | 15910 | 485200  | SH | SOLE               |
| PUGET ENERGY INC NEW COM       | COM | 745310102 | 29156 | 1092000 | SH | SOLE               |
| QUAKER CHEM CORP COM           | COM | 747316107 | 541   | 19000   | SH | SOLE               |
| QUALCOMM INC COM               | COM | 747525103 | 645   | 15000   | SH | SOLE               |
| QUALITY SYS INC COM            | COM | 747582104 | 254   | 6000    | SH | SOLE               |
| QUIDEL CORP COM                | COM | 74838J101 | 3824  | 233000  | SH | SOLE               |
| QWEST COMMUNICATIONS INTL.     | COM | 749121109 | 10488 | 3247000 | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| RALCORP HOLDINGS INC           | COM              | 751028101 | 18753              | 278200             | SH         |              | SOLE               |         |
| RANDGOLD RES LTD ADR           | COM              | 752344309 | 67474              | 1644500            | SH         |              | SOLE               |         |
| RAYONIER INC COM               | COM              | 754907103 | 1183               | 24984              | SH         |              | SOLE               |         |
| RAYTHEON COMPANY               | COM              | 755111507 | 535                | 10000              | SH         |              | SOLE               |         |
| READING INTERNATIONAL INC CL B | COM              | 755408200 | 152                | 19000              | SH         |              | SOLE               |         |
| READING INTL INC CL A          | COM              | 755408101 | 129                | 20000              | SH         |              | SOLE               |         |
| REGAL ENTERTAINMENT GROUP      | COM              | 758766109 | 694                | 44000              | SH         |              | SOLE               |         |
| RENEGY HOLDINGS INC            | COM              | 75845J109 | 23                 | 11500              | SH         |              | SOLE               |         |
| REPSOL YPF S A ADR SPONSORED   | COM              | 76026T205 | 8898               | 300000             | SH         |              | SOLE               |         |
| REPUBLIC SVCS INC CL A         | COM              | 760759100 | 36764              | 1226300            | SH         |              | SOLE               |         |
| RESEARCH IN MOTION LTD COM     | COM              | 760975102 | 9029               | 132200             | SH         |              | SOLE               |         |
| RF MICRO DEVICES INC COM       | COM              | 749941100 | 44                 | 15000              | SH         |              | SOLE               |         |
| RGC RES INC COM                | COM              | 74955L103 | 679                | 24000              | SH         |              | SOLE               |         |
| RH DONNELLEY CORP COM          | COM              | 74955W307 | 191                | 96000              | SH         |              | SOLE               |         |
| RIO TINTO LTD ADR SPONSORED (B | COM              | 767204100 | 16966              | 68000              | SH         |              | SOLE               |         |
| ROBBINS & MYERS INC            | COM              | 770196103 | 2474               | 80000              | SH         |              | SOLE               |         |
| ROCHESTER MED CORP COM         | COM              | 771497104 | 182                | 13715              | SH         |              | SOLE               |         |
| ROCKWELL AUTOMATION INC (B:ROK | COM              | 773903109 | 21508              | 576000             | SH         |              | SOLE               |         |
| ROCKWELL COLLINS INC COM       | COM              | 774341101 | 12503              | 260000             | SH         |              | SOLE               |         |
| ROCKWOOD HLDGS INC COM         | COM              | 774415103 | 616                | 24000              | SH         |              | SOLE               |         |
| ROGERS COMMUNICATIONS CL B     | COM              | 775109200 | 107382             | 3230500            | SH         |              | SOLE               |         |
| ROHM & HAAS CO COM             | COM              | 775371107 | 79625              | 1137500            | SH         |              | SOLE               |         |
| ROLLINS INC                    | COM              | 775711104 | 47298              | 2492000            | SH         |              | SOLE               |         |
| ROPER 1.481% 01/15/34          | CONVERTIBLE BOND | 776696AA4 | 938                | 1400000            | PRN        |              | SOLE               |         |
| ROPER INDS INC NEW             | COM              | 776696106 | 1823               | 32000              | SH         |              | SOLE               |         |
| ROSTELECOM LONG DISTANCE & ISP | COM              | 778529107 | 762                | 17500              | SH         |              | SOLE               |         |
| ROWAN COS INC                  | COM              | 779382100 | 24999              | 818300             | SH         |              | SOLE               |         |
| ROWAN COS INC 10/08 42.50 CALL | OPTION - CALL    |           | 2                  | 273                | SH         | CALL         | SOLE               |         |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM              | 780259206 | 24430              | 414000             | SH         |              | SOLE               |         |
| ROYCE VALUE TR INC             | COM              | 780910105 | 1484               | 111420             | SH         |              | SOLE               |         |
| RPC INC. COMMON                | COM              | 749660106 | 22637              | 1610000            | SH         |              | SOLE               |         |
| RTI BIOLOGICS INC COM          | COM              | 74975N105 | 2454               | 262415             | SH         |              | SOLE               |         |
| RUSH ENTERPRISES INC CL B      | COM              | 781846308 | 2135               | 170000             | SH         |              | SOLE               |         |
| SAFEGUARD SCIENTIFICS INC COM  | COM              | 786449108 | 36                 | 28500              | SH         |              | SOLE               |         |
| SAFEWAY INC COM NEW            | COM              | 786514208 | 18075              | 762000             | SH         |              | SOLE               |         |
| SAKS INC COM                   | COM              | 79377W108 | 307                | 33150              | SH         |              | SOLE               |         |
| SALEM COMMUNICATIONS CORP DECL | COM              | 794093104 | 528                | 422500             | SH         |              | SOLE               |         |
| SALLY BEAUTY HLDGS INC COM     | COM              | 79546E104 | 5948               | 691600             | SH         |              | SOLE               |         |
| SANDISK CORP COM               | COM              | 80004C101 | 1329               | 68000              | SH         |              | SOLE               |         |

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|                               |     |           |       |         |    |                    |
|-------------------------------|-----|-----------|-------|---------|----|--------------------|
| SARA LEE CORP COM             | COM | 803111103 | 24894 | 1971000 | SH | SOLE               |
| SASOL LTD ADR SPONSORED       | COM | 803866300 | 4249  | 100000  | SH | SOLE               |
| SCANA CORP NEW COM            | COM | 80589M102 | 10063 | 258500  | SH | SOLE               |
| SCHEIN HENRY INC COM          | COM | 806407102 | 7538  | 140000  | SH | SOLE               |
| SCHERING PLOUGH CORP          | COM | 806605101 | 7406  | 401000  | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SCHIFF NUTRITION INTL INC COM  | COM              | 806693107 | 6334               | 927400             | SH         |              | SOLE               |         |
| SCHLUMBERGER                   | COM              | 806857108 | 17586              | 225200             | SH         |              | SOLE               |         |
| SCHULMAN A INC COM             | COM              | 808194104 | 1187               | 60000              | SH         |              | SOLE               |         |
| SCHWAB CHARLES CORP NEW        | COM              | 808513105 | 1313               | 50500              | SH         |              | SOLE               |         |
| SCHWEITZER-MAUDUIT INTL INC CO | COM              | 808541106 | 342                | 18000              | SH         |              | SOLE               |         |
| SCIELE PHARMA INC COM          | COM              | 808627103 | 35319              | 1147100            | SH         |              | SOLE               |         |
| SCRIPPS E W CO OHIO CL A       | COM              | 811054402 | 4478               | 633331             | SH         |              | SOLE               |         |
| SCRIPPS NETWORKS INTERAC       | COM              | 811065101 | 22527              | 620400             | SH         |              | SOLE               |         |
| SEACOAST BKG CORP FLA COM      | COM              | 811707306 | 365                | 34000              | SH         |              | SOLE               |         |
| SEALED AIR CORP NEW            | COM              | 81211K100 | 542                | 24650              | SH         |              | SOLE               |         |
| SEMPRA ENERGY COM              | COM              | 816851109 | 10094              | 200000             | SH         |              | SOLE               |         |
| SENSIENT TECHNOLOGIES CORP     | COM              | 81725T100 | 29970              | 1065400            | SH         |              | SOLE               |         |
| SHAW COMMUNICATIONS CL B NON V | COM              | 82028K200 | 12645              | 622000             | SH         |              | SOLE               |         |
| SHENANDOAH TELECOMMUNICATIONCD | COM              | 82312B106 | 2516               | 114000             | SH         |              | SOLE               |         |
| SHUTTERFLY INC COM             | COM              | 82568P304 | 125                | 13000              | SH         |              | SOLE               |         |
| SIERRA PAC RES NEW COM         | COM              | 826428104 | 335                | 35000              | SH         |              | SOLE               |         |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 1533               | 1750000            | PRN        |              | SOLE               |         |
| SINCLAIR BROADCAST GROUP INCCL | COM              | 829226109 | 2318               | 460000             | SH         |              | SOLE               |         |
| SIRIUS XM RADIO INC COM        | COM              | 82967N108 | 242                | 425000             | SH         |              | SOLE               |         |
| SIX FLAGS INC PFD(SIX.B)       | CONVERTIBLE PEF  | 83001P505 | 78                 | 13000              | SH         |              | SOLE               |         |
| SIX FLAGS INC.                 | COM              | 83001P109 | 173                | 250000             | SH         |              | SOLE               |         |
| SJW CORP COM                   | COM              | 784305104 | 14266              | 476000             | SH         |              | SOLE               |         |
| SK TELECOM LTD SPONSORED ADR ( | COM              | 78440P108 | 3117               | 165600             | SH         |              | SOLE               |         |
| SKYLINE CORP                   | COM              | 830830105 | 7995               | 302500             | SH         |              | SOLE               |         |
| SL INDS INC COM                | COM              | 784413106 | 2695               | 203400             | SH         |              | SOLE               |         |
| SLM CORP COM                   | COM              | 78442P106 | 12649              | 1025000            | SH         |              | SOLE               |         |
| SMART BALANCE INC COM          | COM              | 83169Y108 | 1048               | 159800             | SH         |              | SOLE               |         |
| SMITH A O CORP COM             | COM              | 831865209 | 470                | 12000              | SH         |              | SOLE               |         |
| SMUCKER J M CO COM NEW         | COM              | 832696405 | 5221               | 103000             | SH         |              | SOLE               |         |
| SMURFIT-STONE CONTAINER 7% CV  | CONVERTIBLE PEF  | 832727200 | 459                | 34000              | SH         |              | SOLE               |         |
| SONESTA INTL HOTELS CORP CL A  | COM              | 835438409 | 2870               | 138000             | SH         |              | SOLE               |         |
| SONIC INNOVATIONS INC COM      | COM              | 83545M109 | 577                | 227000             | SH         |              | SOLE               |         |
| SONOCO PRODS CO COM            | COM              | 835495102 | 979                | 33000              | SH         |              | SOLE               |         |
| SONY CORP-ADR (B:SNE US)       | COM              | 835699307 | 1852               | 60000              | SH         |              | SOLE               |         |
| SORL AUTO PTS INC COM          | COM              | 78461U101 | 341                | 96300              | SH         |              | SOLE               |         |
| SOUTH JERSEY INDS INC COM      | COM              | 838518108 | 3570               | 100000             | SH         |              | SOLE               |         |
| SOUTHERN CO                    | COM              | 842587107 | 14511              | 385000             | SH         |              | SOLE               |         |
| SOUTHERN UN CO NEW COM         | COM              | 844030106 | 15591              | 755000             | SH         |              | SOLE               |         |
| SOUTHWEST GAS CORP             | COM              | 844895102 | 35549              | 1174800            | SH         |              | SOLE               |         |
| SOUTHWEST WATER CO             | COM              | 845331107 | 317                | 24901              | SH         |              | SOLE               |         |
| SOVEREIGN BANCORP INC COM      | COM              | 845905108 | 3476               | 880000             | SH         |              | SOLE               |         |
| SP AQUISITION HOLDING-UNITS    | COM              | 78470A203 | 119                | 12500              | SH         |              | SOLE               |         |
| SPAIN FUND INC                 | MUTUAL FUNDS     | 846330108 | 76                 | 11000              | SH         |              | SOLE               |         |
| SPANISH BROADCASTING SYSTEM CL | COM              | 846425882 | 8                  | 22000              | SH         |              | SOLE               |         |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| SPARTAN MTRS INC COM           | COM              | 846819100 | 240                | 75375              | SH         |              | SOLE              |         |
| SPDR GOLD TRUST GOLD SHS       | ETF/ISHARE - EQU | 78463V107 | 451                | 5300               | SH         |              | SOLE              |         |
| SPECTRA ENERGY CORP COM        | COM              | 847560109 | 41852              | 1758500            | SH         |              | SOLE              |         |
| SPRINT NEXTEL CORP             | COM              | 852061100 | 36069              | 5913000            | SH         |              | SOLE              |         |
| ST JUDE MEDICAL CENTER INC     | COM              | 790849103 | 18788              | 432000             | SH         |              | SOLE              |         |
| ST. JOE COMPANY                | COM              | 790148100 | 15714              | 402000             | SH         |              | SOLE              |         |
| STAMPS.COM INC (NEW)           | COM              | 852857200 | 208                | 17800              | SH         |              | SOLE              |         |
| STANDARD MOTOR PRODUCTS CV 6.7 | CONVERTIBLE BOND | 853666AB1 | 7673               | 9300000            | PRN        |              | SOLE              |         |
| STANDARD MTR PRODS INC CLASS A | COM              | 853666105 | 6606               | 1062000            | SH         |              | SOLE              |         |
| STANDEX INTL CORP              | COM              | 854231107 | 1854               | 66800              | SH         |              | SOLE              |         |
| STARBUCKS CORP COM             | COM              | 855244109 | 3569               | 240000             | SH         |              | SOLE              |         |
| STARRETT L S CO CL A           | COM              | 855668109 | 2377               | 129000             | SH         |              | SOLE              |         |
| STARWOOD HOTELS & RESORTS WRLD | COM              | 85590A401 | 4784               | 170000             | SH         |              | SOLE              |         |
| STATE STREET CORP              | COM              | 857477103 | 18514              | 325500             | SH         |              | SOLE              |         |
| STATOIL ASA SPONSORED ADR      | COM              | 85771P102 | 24276              | 1020000            | SH         |              | SOLE              |         |
| STEAK N SHAKE CO COM           | COM              | 857873103 | 2691               | 310000             | SH         |              | SOLE              |         |
| STERLING BANCORP COM           | COM              | 859158107 | 6654               | 460150             | SH         |              | SOLE              |         |
| STEWART ENTERPRISES INC CL A   | COM              | 860370105 | 236                | 30000              | SH         |              | SOLE              |         |
| STILLWATER MINING              | COM              | 86074Q102 | 204                | 35148              | SH         |              | SOLE              |         |
| STONERIDGE INC                 | COM              | 86183P102 | 1665               | 148000             | SH         |              | SOLE              |         |
| STRATTEC SECURITY CORP.        | COM              | 863111100 | 1065               | 40300              | SH         |              | SOLE              |         |
| STRYKER CORP                   | COM              | 863667101 | 14161              | 227300             | SH         |              | SOLE              |         |
| SUNCOR INC COM                 | COM              | 867229106 | 14875              | 353000             | SH         |              | SOLE              |         |
| SUNOCO INC COM                 | COM              | 86764P109 | 6404               | 180000             | SH         |              | SOLE              |         |
| SUNPOWER CORP COM CL A         | COM              | 867652109 | 14562              | 205300             | SH         |              | SOLE              |         |
| SUNTRUST BANKS INC             | COM              | 867914103 | 2339               | 52000              | SH         |              | SOLE              |         |
| SUPERIOR INDS INTL INC         | COM              | 868168105 | 3909               | 204000             | SH         |              | SOLE              |         |
| SUPERVALU INC COMMON           | COM              | 868536103 | 7638               | 352000             | SH         |              | SOLE              |         |
| SWS GROUP INC                  | COM              | 78503N107 | 8975               | 445200             | SH         |              | SOLE              |         |
| SYCAMORE NETWORKS              | COM              | 871206108 | 1932               | 598000             | SH         |              | SOLE              |         |
| SYMMETRICOM INC COM            | COM              | 871543104 | 53                 | 10600              | SH         |              | SOLE              |         |
| SYNERON MEDICAL LTD ORD SHS    | COM              | M87245102 | 225                | 15800              | SH         |              | SOLE              |         |
| SYNGENTA AG ADR SPONSORED      | COM              | 87160A100 | 10051              | 237500             | SH         |              | SOLE              |         |
| T ROWE PRICE GROUP INC         | COM              | 74144T108 | 20410              | 380000             | SH         |              | SOLE              |         |
| TAKE-TWO INTERACTIVE SOFTWARE  | COM              | 874054109 | 16899              | 1030400            | SH         |              | SOLE              |         |
| TD AMERITRADE HLDG CORP COM    | COM              | 87236Y108 | 1334               | 80000              | SH         |              | SOLE              |         |
| TECH OPS SEVCON INC            | COM              | 878293109 | 860                | 200000             | SH         |              | SOLE              |         |
| TECO ENERGY INC COM            | COM              | 872375100 | 4798               | 305000             | SH         |              | SOLE              |         |
| TEEKAY SHIPPING CORP COM       | COM              | Y8564W103 | 580                | 22000              | SH         |              | SOLE              |         |
| TELE CELULAR SUL PARTICIPACOES | COM              | 88706P106 | 1319               | 63244              | SH         |              | SOLE              |         |
| TELE NORTE LESTE PARTICIPACO A | COM              | 879246106 | 5344               | 306082             | SH         |              | SOLE              |         |
| TELECOM ARGENTINA SA ADR       | COM              | 879273209 | 3026               | 247000             | SH         |              | SOLE              |         |
| TELECOM ITALIA SPA ADR         | COM              | 87927Y102 | 7285               | 488300             | SH         |              | SOLE              |         |
| TELECOM NEW ZEALAND ADR(R:STVM | COM              | 879278208 | 537                | 58399              | SH         |              | SOLE              |         |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| TELEFLEX INC                   | COM            | 879369106 | 317                | 5000               | SH         |              | SOLE              |         |
| TELEFONICA DE ARGENTINA S A SP | COM            | 879378404 | 497                | 55000              | SH         |              | SOLE              |         |
| TELEFONICA DE ESPANA SA ADR (B | COM            | 879382208 | 36693              | 513261             | SH         |              | SOLE              |         |
| TELEFONOS DE MEXICO ADR REP (B | COM            | 879403780 | 11073              | 430000             | SH         |              | SOLE              |         |
| TELEMIG CELULAR PARTICIPACOE A | COM            | 87944E105 | 309                | 8347               | SH         |              | SOLE              |         |
| TELEPHONE & DATA SYS INC SPL C | COM            | 879433860 | 42839              | 1193300            | SH         |              | SOLE              |         |
| TELEPHONE & DATA SYSTEM INC.   | COM            | 879433100 | 58144              | 1626400            | SH         |              | SOLE              |         |

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|                                |                  |           |       |         |     |      |
|--------------------------------|------------------|-----------|-------|---------|-----|------|
| TELMEX INTERNACIONAL SAB DE SP | COM              | 879690105 | 5603  | 431000  | SH  | SOLE |
| TELUS CORP NON VTG SHS         | COM              | 87971M202 | 4769  | 134100  | SH  | SOLE |
| TENARIS S A SPONSORED ADR      | COM              | 88031M109 | 21889 | 587000  | SH  | SOLE |
| TENET HEALTHCARE CORP COM      | COM              | 88033G100 | 5606  | 1010000 | SH  | SOLE |
| TENNANT CO                     | COM              | 880345103 | 7785  | 227220  | SH  | SOLE |
| TENNECO AUTOMOTIVE INC COM     | COM              | 880349105 | 1722  | 162037  | SH  | SOLE |
| TERCICA INC COM                | COM              | 88078L105 | 1448  | 162000  | SH  | SOLE |
| TESORO PETE CORP COM           | COM              | 881609101 | 2432  | 147500  | SH  | SOLE |
| TEXAS INSTRUMENTS INC          | COM              | 882508104 | 20748 | 965000  | SH  | SOLE |
| THE SCOTTS MIRACLE GRO CO      | COM              | 810186106 | 378   | 16000   | SH  | SOLE |
| THERMO FISHER SCIENTIFIC INC   | COM              | 883556102 | 495   | 9000    | SH  | SOLE |
| THOMAS & BETTS CORP            | COM              | 884315102 | 49384 | 1264000 | SH  | SOLE |
| THOR INDS INC COM              | COM              | 885160101 | 670   | 27000   | SH  | SOLE |
| THORATEC LABS CORP COM NEW     | COM              | 885175307 | 1995  | 76000   | SH  | SOLE |
| TICKETMASTER COM               | COM              | 88633P302 | 1245  | 116000  | SH  | SOLE |
| TIER TECHNOLOGIES INC CL B     | COM              | 88650Q100 | 273   | 37067   | SH  | SOLE |
| TIFFANY & CO NEW COM           | COM              | 886547108 | 8113  | 228400  | SH  | SOLE |
| TIME WARNER CABLE INC CL A     | COM              | 88732J108 | 557   | 23000   | SH  | SOLE |
| TIME WARNER INC                | COM              | 887317105 | 68860 | 5252500 | SH  | SOLE |
| TIVO INC                       | COM              | 888706108 | 322   | 44000   | SH  | SOLE |
| TOOTSIE ROLL INDS INC          | COM              | 890516107 | 18206 | 629756  | SH  | SOLE |
| TORO CO COM                    | COM              | 891092108 | 293   | 7104    | SH  | SOLE |
| TOTAL SA ADR (B:TOT US)        | COM              | 89151E109 | 13806 | 227518  | SH  | SOLE |
| TOYOTA MTR CORP ADR 1 SH (B:TM | COM              | 892331307 | 343   | 4000    | SH  | SOLE |
| TRACTOR SUPPLY CO COM          | COM              | 892356106 | 5906  | 140450  | SH  | SOLE |
| TRANS LUX CORP                 | COM              | 893247106 | 2165  | 796000  | SH  | SOLE |
| TRANSACT TECHNOLOGIES INC COM  | COM              | 892918103 | 1385  | 174050  | SH  | SOLE |
| TRANSOCEAN INC 1.625% 12/15/20 | CONVERTIBLE BOND | 893830AU3 | 281   | 300000  | PRN | SOLE |
| TRANSOCEAN INC COM NEW         | COM              | G90073100 | 32375 | 294751  | SH  | SOLE |
| TRAVELERS COMPANIES INC        | COM              | 89417E109 | 16679 | 369000  | SH  | SOLE |
| TREDEGAR INDS INC              | COM              | 894650100 | 3079  | 173050  | SH  | SOLE |
| TREE COM INC COM               | COM              | 894675107 | 463   | 95986   | SH  | SOLE |
| TRIDENT MICROSYSTEMS INC COM   | COM              | 895919108 | 660   | 275000  | SH  | SOLE |
| TRIMBLE NAV LTD COM            | COM              | 896239100 | 5021  | 194178  | SH  | SOLE |
| TRINITY INDS INC               | COM              | 896522109 | 4835  | 187900  | SH  | SOLE |
| TRIPLE CROWN MEDIA INC COM     | COM              | 89675K102 | 7     | 440200  | SH  | SOLE |
| TURBOCHEF TECHNOLOGIES INC COM | COM              | 900006206 | 338   | 55000   | SH  | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TURKCELL ILETISIM HIZMETLERISP | COM            | 900111204 | 1829               | 122000             | SH         |              | SOLE               |         |
| TW TELECOM INC                 | COM            | 87311L104 | 2036               | 196000             | SH         |              | SOLE               |         |
| TYCO ELECTRONICS LTD           | COM            | G9144P105 | 16672              | 602750             | SH         |              | SOLE               |         |
| TYCO INTERNATIONAL LTD         | COM            | G9143X208 | 29510              | 842650             | SH         |              | SOLE               |         |
| TYLER TECHNOLOGIES INC COM     | COM            | 902252105 | 4505               | 297000             | SH         |              | SOLE               |         |
| TYSON FOODS INC                | COM            | 902494103 | 8621               | 722000             | SH         |              | SOLE               |         |
| U S BANCORP                    | COM            | 902973304 | 324                | 9000               | SH         |              | SOLE               |         |
| U S ENERGY CORP WYO COM        | COM            | 911805109 | 53                 | 20300              | SH         |              | SOLE               |         |
| UIL HLDG CORP COM              | COM            | 902748102 | 2918               | 84997              | SH         |              | SOLE               |         |
| UNDER ARMOUR INC CL A          | COM            | 904311107 | 6955               | 219000             | SH         |              | SOLE               |         |
| UNILEVER N V NEW YORK SHS N    | COM            | 904784709 | 2196               | 78000              | SH         |              | SOLE               |         |
| UNISOURCE ENERGY CORP COM      | COM            | 909205106 | 15453              | 529400             | SH         |              | SOLE               |         |
| UNITED GUARDIAN INC COM        | COM            | 910571108 | 474                | 46000              | SH         |              | SOLE               |         |
| UNITED STATES CELLULAR CORP    | COM            | 911684108 | 39851              | 849330             | SH         |              | SOLE               |         |
| UNITED STS STL CORP NEW COM    | COM            | 912909108 | 388                | 5000               | SH         |              | SOLE               |         |
| UNITED TECHNOLOGIES CORP       | COM            | 913017109 | 8949               | 149000             | SH         |              | SOLE               |         |
| UNITEDHEALTH GROUP INC COM     | COM            | 91324P102 | 16585              | 653200             | SH         |              | SOLE               |         |

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|                                 |     |           |       |         |    |                    |
|---------------------------------|-----|-----------|-------|---------|----|--------------------|
| UNITIL CORP                     | COM | 913259107 | 3893  | 150250  | SH | SOLE               |
| UNITRIN INC                     | COM | 913275103 | 1471  | 59000   | SH | SOLE               |
| UNIVERSAL TECHNICAL INST INCCO  | COM | 913915104 | 3450  | 202200  | SH | SOLE               |
| URANIUM RES INC COM PAR \$0.001 | COM | 916901507 | 179   | 106000  | SH | SOLE               |
| UST INC                         | COM | 902911106 | 16968 | 255000  | SH | SOLE               |
| UTILITIES HOLDRS TR DEP RCPT    | COM | 918019100 | 9160  | 85000   | SH | SOLE               |
| VALERO ENERGY CORP COM          | COM | 91913Y100 | 3182  | 105000  | SH | SOLE               |
| VALLEY NATL BANCORP COM         | COM | 919794107 | 1445  | 68922   | SH | SOLE               |
| VALMONT INDS INC                | COM | 920253101 | 2811  | 34000   | SH | SOLE               |
| VALUE LINE INC                  | COM | 920437100 | 502   | 15000   | SH | SOLE               |
| VALUECLICK INC COM              | COM | 92046N102 | 1432  | 140000  | SH | SOLE               |
| VASCULAR SOLUTIONS INC COM      | COM | 92231M109 | 1226  | 165000  | SH | SOLE               |
| VECTREN INC.                    | COM | 92240G101 | 16125 | 579000  | SH | SOLE               |
| VERIZON COMMUNICATIONS          | COM | 92343V104 | 76536 | 2385028 | SH | SOLE               |
| VIACOM INC NEW CL A             | COM | 92553P102 | 57429 | 2310100 | SH | SOLE               |
| VIACOM INC NEW CL B             | COM | 92553P201 | 3028  | 121900  | SH | SOLE               |
| VICOR CORP COM                  | COM | 925815102 | 628   | 70750   | SH | SOLE               |
| VILLAGE SUPER MKT INC CL A NEW  | COM | 927107409 | 1311  | 27500   | SH | SOLE               |
| VIMPEL COMMUNICATIONS ADR (B:V  | COM | 68370R109 | 23609 | 1163000 | SH | SOLE               |
| VISA INC-CLASS A SHRS           | COM | 92826C839 | 6692  | 109000  | SH | SOLE               |
| VISHAY INTERTECHNOLOGY INC      | COM | 928298108 | 126   | 19000   | SH | SOLE               |
| VITAL SIGNS INC COM             | COM | 928469105 | 20470 | 277000  | SH | SOLE               |
| VIVO PARTICIPACOES S A SPON AD  | COM | 92855S101 | 280   | 67723   | SH | SOLE               |
| VODAFONE GROUP PLC-ADR          | COM | 92857W209 | 9793  | 443125  | SH | SOLE               |
| W D 40 COMPANY                  | COM | 929236107 | 611   | 17000   | SH | SOLE               |
| WACHOVIA GROUP COM              | COM | 929903102 | 2618  | 748000  | SH | SOLE               |
| WADDELL & REED FINL INC CL A    | COM | 930059100 | 25121 | 1015000 | SH | SOLE               |
| PORTVUE-SEC13F.LNP              |     |           |       |         |    | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| WAL MART STORES INC            | COM              | 931142103 | 19943              | 333000             | SH         |              | SOLE                |         |
| WALGREEN COMPANY               | COM              | 931422109 | 28359              | 916000             | SH         |              | SOLE                |         |
| WARNER MUSIC GROUP CORP COM    | COM              | 934550104 | 175                | 23000              | SH         |              | SOLE                |         |
| WASHINGTON POST CO CL B        | COM              | 939640108 | 668                | 1200               | SH         |              | SOLE                |         |
| WASTE MGMT INC DEL COM         | COM              | 94106L109 | 60184              | 1911200            | SH         |              | SOLE                |         |
| WATSCO INC CL B                | COM              | 942622101 | 397                | 7875               | SH         |              | SOLE                |         |
| WATTS WATER TECHNOLOGIES       | COM              | 942749102 | 23509              | 859550             | SH         |              | SOLE                |         |
| WAUSAU PAPER CORP              | COM              | 943315101 | 405                | 40000              | SH         |              | SOLE                |         |
| WEATHERFORD INTL LTD NEW COM   | COM              | G95089101 | 31274              | 1244000            | SH         |              | SOLE                |         |
| WEBSTER FINL CORP WATERBURY CO | COM              | 947890109 | 1714               | 67900              | SH         |              | SOLE                |         |
| WEIGHT WATCHERS INTL INC NEWCO | COM              | 948626106 | 439                | 12000              | SH         |              | SOLE                |         |
| WEIS MKTS INC                  | COM              | 948849104 | 1945               | 54000              | SH         |              | SOLE                |         |
| WELLS FARGO & CO NEW           | COM              | 949746101 | 82078              | 2187000            | SH         |              | SOLE                |         |
| WESTAR ENERGY INC              | COM              | 95709T100 | 47271              | 2051700            | SH         |              | SOLE                |         |
| WHOLE FOODS MKT INC COM        | COM              | 966837106 | 12058              | 602000             | SH         |              | SOLE                |         |
| WILEY JOHN & SONS INC CL B     | COM              | 968223305 | 514                | 12800              | SH         |              | SOLE                |         |
| WILLIAMS COS INC               | COM              | 969457100 | 3935               | 166400             | SH         |              | SOLE                |         |
| WILMINGTON TR CORP COM         | COM              | 971807102 | 11532              | 400000             | SH         |              | SOLE                |         |
| WIMM BILL DANN FOODS OJSC SPON | COM              | 97263M109 | 639                | 9000               | SH         |              | SOLE                |         |
| WINDSTREAM CORP COM            | COM              | 97381W104 | 1304               | 119169             | SH         |              | SOLE                |         |
| WINN DIXIE STORES INC COM NEW  | COM              | 974280307 | 4587               | 330000             | SH         |              | SOLE                |         |
| WISCONSIN ENERGY CORP COM      | COM              | 976657106 | 17062              | 380000             | SH         |              | SOLE                |         |
| WISDOMTREE TRUST CHINESE YUAN  | ETF/ISHARE - EQU | 97717W182 | 453                | 18000              | SH         |              | SOLE                |         |
| WOLVERINE WORLD WIDE INC COM   | COM              | 978097103 | 2937               | 111000             | SH         |              | SOLE                |         |
| WONDER AUTO TECHNOLOGY INC COM | COM              | 978166106 | 192                | 30000              | SH         |              | SOLE                |         |
| WOODWARD GOVERNOR CO COM       | COM              | 980745103 | 2934               | 83200              | SH         |              | SOLE                |         |
| WORLD WRESTLING ENTERTAINMENT  | COM              | 98156Q108 | 1592               | 103000             | SH         |              | SOLE                |         |

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|                               |     |           |        |         |    |                    |
|-------------------------------|-----|-----------|--------|---------|----|--------------------|
| WPT ENTERPRISES INC           | COM | 98211W108 | 18     | 30000   | SH | SOLE               |
| WRIGLEY WM JR CO              | COM | 982526105 | 315504 | 3973600 | SH | SOLE               |
| WYETH (B:WYE)                 | COM | 983024100 | 11326  | 306600  | SH | SOLE               |
| WYNDHAM WORLDWIDE CORP COM    | COM | 98310W108 | 346    | 22000   | SH | SOLE               |
| WYNN RESORTS LTD COM          | COM | 983134107 | 1470   | 18000   | SH | SOLE               |
| XCEL ENERGY INC COM           | COM | 98389B100 | 13193  | 660000  | SH | SOLE               |
| XEROX CORP                    | COM | 984121103 | 8993   | 780000  | SH | SOLE               |
| XTO ENERGY INC COM            | COM | 98385X106 | 22585  | 485500  | SH | SOLE               |
| YAHOO INC.                    | COM | 984332106 | 27749  | 1604000 | SH | SOLE               |
| YAMANA GOLD INC COM           | COM | 98462Y100 | 9616   | 1154350 | SH | SOLE               |
| YORK WTR CO COM               | COM | 987184108 | 243    | 19650   | SH | SOLE               |
| YOUBET COM INC COM            | COM | 987413101 | 29     | 20000   | SH | SOLE               |
| YOUNG BROADCASTING INC CL A   | COM | 987434107 | 42     | 805000  | SH | SOLE               |
| YOUNG INNOVATIONS INC COM     | COM | 987520103 | 383    | 19000   | SH | SOLE               |
| ZEBRA TECHNOLOGIES CORP CL A  | COM | 989207105 | 2508   | 90049   | SH | SOLE               |
| ZEP INC                       | COM | 98944B108 | 12291  | 696750  | SH | SOLE               |
| ZIMMER HLDGS INC COM          | COM | 98956P102 | 8541   | 132300  | SH | SOLE               |
| PORTVUE-SEC13F.LNP            |     |           |        |         |    | GABELLI FUNDS, LLC |
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|----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ZORAN CORP COM       | COM            | 98975F101 | 1394               | 170850             | SH         |              | SOLE               |         |
| ZYMOGENETICS INC COM | COM            | 98985T109 | 100                | 15000              | SH         |              | SOLE               |         |

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GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ADVANCED MED CV 3.250% 08/01/2 | CONVERTIBLE BOND | 00763MAK4 | 2030               | 3075000            | PRN        |              | SOLE               |         |
| ADVANCED MED OPT 2.50% 07/15/2 | CONVERTIBLE BOND | 00763MAG3 | 1780               | 2000000            | PRN        |              | SOLE               |         |
| AGNICO-EAGLE MINES (USD)       | COM              | 008474108 | 326                | 5922               | SH         |              | SOLE               |         |
| ALIGN TECHNOLOGY INC COM       | COM              | 016255101 | 184                | 17000              | SH         |              | SOLE               |         |
| ALLERGAN INC                   | COM              | 018490102 | 206                | 4000               | SH         |              | SOLE               |         |
| ALPHA NATURAL RESOURCES INC CO | COM              | 02076X102 | 257                | 5000               | SH         |              | SOLE               |         |
| ALPHARMA INC CL A              | COM              | 020813101 | 3324               | 90100              | SH         |              | SOLE               |         |
| AMAZON.COM INC                 | COM              | 023135106 | 218                | 3000               | SH         |              | SOLE               |         |
| AMGEN INC                      | COM              | 031162100 | 296                | 5000               | SH         |              | SOLE               |         |
| AMICAS INC                     | COM              | 001712108 | 39                 | 16000              | SH         |              | SOLE               |         |
| ANHEUSER BUSCH COS INC         | COM              | 035229103 | 9706               | 149600             | SH         |              | SOLE               |         |
| ANIMAL HEALTH INTERNATIONAL    | COM              | 03525N109 | 124                | 15000              | SH         |              | SOLE               |         |
| APPLIED BIOSYSTEMS INC DEL COM | COM              | 038149100 | 788                | 23000              | SH         |              | SOLE               |         |
| APRIA HEALTHCARE GROUP INC COM | COM              | 037933108 | 1060               | 58100              | SH         |              | SOLE               |         |
| ARCHER DANIELS MIDLAND         | COM              | 039483102 | 265                | 12100              | SH         |              | SOLE               |         |
| ASPECT MED SYS INC COM         | COM              | 045235108 | 54                 | 10300              | SH         |              | SOLE               |         |
| AXCELIS TECHNOLOGIES INC COM   | COM              | 054540109 | 34                 | 20000              | SH         |              | SOLE               |         |
| BARR LABS INC COM              | COM              | 068306109 | 3918               | 60000              | SH         |              | SOLE               |         |
| BARRICK GOLD(R:ABX.N B:ABX US) | COM              | 067901108 | 211                | 5743               | SH         |              | SOLE               |         |
| BELO CORP                      | COM              | 080555105 | 60                 | 10000              | SH         |              | SOLE               |         |
| BIOLASE TECHNOLOGY INC COM     | COM              | 090911108 | 34                 | 17900              | SH         |              | SOLE               |         |
| BLOCKBUSTER INC-CL B (BBI B)   | COM              | 093679207 | 244                | 186400             | SH         |              | SOLE               |         |
| BOSTON SCIENTIFIC CORP COM     | COM              | 101137107 | 209                | 17000              | SH         |              | SOLE               |         |
| CABLEVISION SYS NY GROUP A     | COM              | 12686C109 | 886                | 35200              | SH         |              | SOLE               |         |
| CENTEX CORP COM                | COM              | 152312104 | 233                | 14400              | SH         |              | SOLE               |         |
| CHEMED CORPORATION             | COM              | 16359R103 | 205                | 5000               | SH         |              | SOLE               |         |
| CKX INC COM                    | COM              | 12562M106 | 954                | 154880             | SH         |              | SOLE               |         |
| COEUR D ALENE MINES CORP IDACO | COM              | 192108108 | 20                 | 13100              | SH         |              | SOLE               |         |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 199                | 600000             | PRN        |              | SOLE               |         |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 778                | 32000              | SH         |              | SOLE               |         |
| CORN PRODS INTL INC COM        | COM              | 219023108 | 868                | 26900              | SH         |              | SOLE               |         |
| CRITICAL THERAPEUTICS INC COM  | COM              | 22674T105 | 3                  | 16000              | SH         |              | SOLE               |         |
| CUTERA INC COM                 | COM              | 232109108 | 266                | 25100              | SH         |              | SOLE               |         |
| CYBERONICS INC COM             | COM              | 23251P102 | 204                | 12000              | SH         |              | SOLE               |         |
| DARWIN PROFESSIONAL UNDERWRICO | COM              | 237502109 | 722                | 23200              | SH         |              | SOLE               |         |
| DATASCOPE CORP                 | COM              | 238113104 | 2425               | 46967              | SH         |              | SOLE               |         |
| DEVON ENERGY CORP NEW          | COM              | 25179M103 | 274                | 3000               | SH         |              | SOLE               |         |
| DIEBOLD INC COM                | COM              | 253651103 | 3361               | 101500             | SH         |              | SOLE               |         |
| DRS TECHNOLOGIES INC COM       | COM              | 23330X100 | 6677               | 87000              | SH         |              | SOLE               |         |
| EAGLE TEST SYS INC COM         | COM              | 270006109 | 2281               | 148995             | SH         |              | SOLE               |         |
| EASTMAN KODAK                  | COM              | 277461109 | 484                | 31500              | SH         |              | SOLE               |         |
| ENERGYSOUTH INC COM            | COM              | 292970100 | 7372               | 120012             | SH         |              | SOLE               |         |
| ETELECARE GLOBAL SOLUTIONS ISP | COM              | 29759R102 | 1243               | 149943             | SH         |              | SOLE               |         |

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GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------------|--------------------|------------|--------------|--------------------|---------|--|
| FORDING CDN COAL TR TR UNIT    | COM              | 345425102 | 4233                     | 51000              | SH         |              | SOLE               |         |  |
| FOREST LABS INC COM            | COM              | 345838106 | 283                      | 10000              | SH         |              | SOLE               |         |  |
| FOUNDRY NETWORKS COM           | COM              | 35063R100 | 1958                     | 107500             | SH         |              | SOLE               |         |  |
| FREDDIE MAC COM                | COM              | 313400301 | 21                       | 12000              | SH         |              | SOLE               |         |  |
| FX REAL ESTATE AND ENTERTAIN   | COM              | 302709100 | 20                       | 19626              | SH         |              | SOLE               |         |  |
| GEHL CO COM                    | COM              | 368483103 | 4698                     | 159620             | SH         |              | SOLE               |         |  |
| GENENTECH INC                  | COM              | 368710406 | 3104                     | 35000              | SH         |              | SOLE               |         |  |
| GENERAL MOTORS 4.5% 3/6/32 PFD | CONVERTIBLE PREF | 370442741 | 753                      | 64300              | SH         |              | SOLE               |         |  |
| GILAT SATELLITE NETWORKS LTDSH | COM              | M51474118 | 203                      | 35000              | SH         |              | SOLE               |         |  |
| GOLD FIELDS LTD NEW SPON ADR ( | COM              | 38059T106 | 161                      | 16800              | SH         |              | SOLE               |         |  |
| GOLDCORP INC (US)              | COM              | 380956409 | 208                      | 6563               | SH         |              | SOLE               |         |  |
| GOOGLE INC-CL A                | COM              | 38259P508 | 461                      | 1150               | SH         |              | SOLE               |         |  |
| GREENFIELD ONLINE INC COM      | COM              | 395150105 | 7578                     | 435496             | SH         |              | SOLE               |         |  |
| GREIF INC CL B                 | COM              | 397624206 | 2995                     | 57400              | SH         |              | SOLE               |         |  |
| GREY WOLF INC COM              | COM              | 397888108 | 117                      | 15000              | SH         |              | SOLE               |         |  |
| GRIFFIN LAND & NUR             | COM              | 398231100 | 228                      | 6080               | SH         |              | SOLE               |         |  |
| HARMONY GOLD MINING CO LTD ADR | COM              | 413216300 | 117                      | 12100              | SH         |              | SOLE               |         |  |
| HEALTHWAYS INC COM             | COM              | 422245100 | 170                      | 10500              | SH         |              | SOLE               |         |  |
| HERCULES INC                   | COM              | 427056106 | 5343                     | 270000             | SH         |              | SOLE               |         |  |
| HILB ROGAL & HAMILTON CO COM   | COM              | 431294107 | 505                      | 10800              | SH         |              | SOLE               |         |  |
| HUNTSMAN CORP COM              | COM              | 447011107 | 1619                     | 128500             | SH         |              | SOLE               |         |  |
| IKON OFFICE SOLUTIONS INC COM  | COM              | 451713101 | 3324                     | 195400             | SH         |              | SOLE               |         |  |
| IMCLONE SYS INC COM            | COM              | 45245W109 | 1310                     | 21000              | SH         |              | SOLE               |         |  |
| INTEL CORP 2.950% 02/15/35     | CORPORATE BONDS  | 458140AD2 | 850                      | 1000000            | PRN        |              | SOLE               |         |  |
| INTERNATIONAL RECTIFIER CORPCO | COM              | 460254105 | 323                      | 17000              | SH         |              | SOLE               |         |  |
| INVERNESS MED INNOVATIONS INCO | COM              | 46126P106 | 240                      | 8000               | SH         |              | SOLE               |         |  |
| I-FLOW CORP COM NEW            | COM              | 449520303 | 130                      | 14000              | SH         |              | SOLE               |         |  |
| KINETIC CONCEPTS INC COM NEW   | COM              | 49460W208 | 429                      | 15000              | SH         |              | SOLE               |         |  |
| KINROSS GOLD CORP COM NO PAR   | COM              | 496902404 | 320                      | 19867              | SH         |              | SOLE               |         |  |
| LABORATORY CORP AMER HLDGS COM | COM              | 50540R409 | 278                      | 4000               | SH         |              | SOLE               |         |  |
| LENNAR CORP COM                | COM              | 526057104 | 433                      | 28500              | SH         |              | SOLE               |         |  |
| LILLY, ELI AND COMPANY         | COM              | 532457108 | 264                      | 6000               | SH         |              | SOLE               |         |  |
| LONGS DRUG STORES CORP COM     | COM              | 543162101 | 2625                     | 34700              | SH         |              | SOLE               |         |  |
| M G M MIRAGE INC COM           | COM              | 552953101 | 527                      | 18496              | SH         |              | SOLE               |         |  |
| MAIR HOLDINGS INC COM          | COM              | 560635104 | 313                      | 267245             | SH         |              | SOLE               |         |  |
| MENTOR GRAPHICS CORP COM       | COM              | 587200106 | 323                      | 28500              | SH         |              | SOLE               |         |  |
| MERCK & CO INC                 | COM              | 589331107 | 537                      | 17000              | SH         |              | SOLE               |         |  |
| MYERS INDS INC                 | COM              | 628464109 | 415                      | 32900              | SH         |              | SOLE               |         |  |
| NAPSTER INC COM                | COM              | 630797108 | 478                      | 183182             | SH         |              | SOLE               |         |  |
| NATIONAL RETAIL PROPERTIES 5.1 | CONVERTIBLE BOND | 637417AC0 | 251                      | 250000             | PRN        |              | SOLE               |         |  |
| NATIONWIDE FINANCIAL SERVICE C | COM              | 638612101 | 6911                     | 140100             | SH         |              | SOLE               |         |  |
| NDS GROUP PLC ADR SPONSORED    | COM              | 628891103 | 5595                     | 100106             | SH         |              | SOLE               |         |  |
| NEKTAR THERAPEUTICS COM        | COM              | 640268108 | 171                      | 47700              | SH         |              | SOLE               |         |  |
| NEUROMETRIX INC COM            | COM              | 641255104 | 35                       | 34900              | SH         |              | SOLE               |         |  |
| PORTVUE-SEC13F.LNP             |                  |           |                          |                    |            |              |                    |         |  |
|                                |                  |           | GABELLI SECURITIES, INC. |                    |            |              |                    |         |  |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NEWMONT MINING CORP HOLDING CO | COM            | 651639106 | 213                | 5500               | SH         |              | SOLE               |         |
| NRG ENERGY INC COM NEW         | COM            | 629377508 | 287                | 11600              | SH         |              | SOLE               |         |
| NUTRI SYS INC NEW COM          | COM            | 67069D108 | 248                | 14000              | SH         |              | SOLE               |         |
| ORTHOFIX INTL N V ORD          | COM            | N6748L102 | 596                | 32000              | SH         |              | SOLE               |         |
| PEOPLESUPPORT INC COM          | COM            | 712714302 | 1968               | 168378             | SH         |              | SOLE               |         |

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|                                |                  |           |       |         |     |                          |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------------|
| PFIZER INC                     | COM              | 717081103 | 295   | 16000   | SH  | SOLE                     |
| PHH CORP COM NEW               | COM              | 693320202 | 327   | 24600   | SH  | SOLE                     |
| PHILADELPHIA CONS HLDG CORP CO | COM              | 717528103 | 5060  | 86386   | SH  | SOLE                     |
| PHOTON DYNAMICS INC COM        | COM              | 719364101 | 5012  | 326518  | SH  | SOLE                     |
| PIER 1 IMP 6.375% 2/15/2036 CV | CONVERTIBLE BOND | 720279AH1 | 1039  | 1500000 | PRN | SOLE                     |
| PRO-DEX INC COLO COM           | COM              | 74265M106 | 19    | 20000   | SH  | SOLE                     |
| PUGET ENERGY INC NEW COM       | COM              | 745310102 | 3247  | 121600  | SH  | SOLE                     |
| QUANTA CAPITAL HLDGS LTD SHS   | COM              | G7313F106 | 360   | 130548  | SH  | SOLE                     |
| QUEST DIAGNOSTICS INC COM      | COM              | 74834L100 | 310   | 6000    | SH  | SOLE                     |
| RANDGOLD RES LTD ADR           | COM              | 752344309 | 291   | 7083    | SH  | SOLE                     |
| REPUBLIC SVCS INC CL A         | COM              | 760759100 | 761   | 25400   | SH  | SOLE                     |
| ROHM & HAAS CO COM             | COM              | 775371107 | 9317  | 133100  | SH  | SOLE                     |
| SANDISK CORP COM               | COM              | 80004C101 | 293   | 15000   | SH  | SOLE                     |
| SAPPHIRE INDUSTRIALS CORP      | COM              | 80306T109 | 315   | 35000   | SH  | SOLE                     |
| SCIELE PHARMA INC COM          | COM              | 808627103 | 8190  | 266009  | SH  | SOLE                     |
| SECURE COMPUTING CORP COM      | COM              | 813705100 | 971   | 177193  | SH  | SOLE                     |
| SEPRACOR INC                   | COM              | 817315104 | 220   | 12000   | SH  | SOLE                     |
| SI INTL INC COM                | COM              | 78427V102 | 1082  | 36021   | SH  | SOLE                     |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 2628  | 3000000 | PRN | SOLE                     |
| SIRIUS XM RADIO INC COM        | COM              | 82967N108 | 45    | 78200   | SH  | SOLE                     |
| SMITH & NEPHEW P L C ADR SPONS | COM              | 83175M205 | 239   | 4500    | SH  | SOLE                     |
| SONIC INNOVATIONS INC COM      | COM              | 83545M109 | 68    | 26700   | SH  | SOLE                     |
| SYNERON MEDICAL LTD ORD SHS    | COM              | M87245102 | 143   | 10000   | SH  | SOLE                     |
| TAKE-TWO INTERACTIVE SOFTWARE  | COM              | 874054109 | 1479  | 90200   | SH  | SOLE                     |
| TM ENTERTAINMENT & MEDIA-U     | COM              | 87260T207 | 144   | 20000   | SH  | SOLE                     |
| TOMOTHERAPY INC COM            | COM              | 890088107 | 96    | 21000   | SH  | SOLE                     |
| TRIMERIS INC COM               | COM              | 896263100 | 110   | 28000   | SH  | SOLE                     |
| TURBOCHEF TECHNOLOGIES INC COM | COM              | 900006206 | 394   | 64000   | SH  | SOLE                     |
| UNION STREET ACQ CORP UNIT EX  | UNITS            | 908536204 | 77    | 10000   | SH  | SOLE                     |
| UNIONBANCAL CORP COM           | COM              | 908906100 | 5863  | 80000   | SH  | SOLE                     |
| UNITED REFINING ENERGY CORP    | COM              | 911360105 | 248   | 27300   | SH  | SOLE                     |
| UNITED RENTALS INC COM         | COM              | 911363109 | 167   | 10974   | SH  | SOLE                     |
| UST INC                        | COM              | 902911106 | 3527  | 53000   | SH  | SOLE                     |
| VARIAN INC COM                 | COM              | 922206107 | 210   | 4900    | SH  | SOLE                     |
| VITAL SIGNS INC COM            | COM              | 928469105 | 1938  | 26219   | SH  | SOLE                     |
| WASHINGTON MUT INC 10/08 4 CAL | OPTION - CALL    |           | 0     | 100     | SH  | CALL SOLE                |
| WASHINGTON MUT INC COM         | COM              | 939322103 | 2     | 20600   | SH  | SOLE                     |
| WRIGLEY WM JR CO               | COM              | 982526105 | 16388 | 206400  | SH  | SOLE                     |
| YAHOO INC.                     | COM              | 984332106 | 1711  | 98900   | SH  | SOLE                     |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GABELLI SECURITIES, INC. |
| RUN DATE: 10/29/08 10:14 A.M.  |                  |           |       |         |     |                          |

FORM 13F INFORMATION TABLE  
AS OF DATE: 09/30/08

| NAME OF ISSUER       | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHARES/<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DCRETN | O<br>MA |
|----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| YAMANA GOLD INC COM  | COM            | 98462Y100 | 129                | 15428              | SH         |              | SOLE              |         |
| ZIMMER HLDGS INC COM | COM            | 98956P102 | 316                | 4900               | SH         |              | SOLE              |         |

