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GAMCO INVESTORS, INC. ET AL  
 Form 13F-HR/A  
 August 17, 2009

PORTVUE-SEC13F.LNP  
 RUN DATE: 07/30/09 10:20 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/09

| 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 | 605                | 315000             | SH         |              | SOLE              |         |
| 3 COM CORP                     | COM            | 885535104 | 1533               | 324000             | SH         |              | SOLE              |         |
| 3M CO.                         | COM            | 88579Y101 | 721                | 12000              | SH         |              | SOLE              |         |
| A T & T INC (NEW)              | COM            | 00206R102 | 7126               | 286873             | SH         |              | SOLE              |         |
| AAR CORP COM                   | COM            | 000361105 | 1204               | 75000              | SH         |              | SOLE              |         |
| AARON RENTS INC COM            | COM            | 002535201 | 298                | 10000              | SH         |              | SOLE              |         |
| AARON'S INC                    | COM            | 002535300 | 8821               | 375373             | SH         |              | SOLE              |         |
| ABB LTD SPONSORED ADR          | COM            | 000375204 | 4223               | 267600             | SH         |              | SOLE              |         |
| ABBOTT LABS                    | COM            | 002824100 | 5345               | 113630             | SH         |              | SOLE              |         |
| ABOVENET INC COM               | COM            | 00374N107 | 850                | 10500              | SH         |              | SOLE              |         |
| ACCESS INTEGRATED TECHNLS ICL  | COM            | 004329108 | 37                 | 37000              | SH         |              | SOLE              |         |
| ACCO BRANDS CORP COM           | COM            | 00081T108 | 459                | 162753             | SH         |              | SOLE              |         |
| ACUITY BRANDS INC (B:AYI) COM  | COM            | 00508Y102 | 806                | 28720              | SH         |              | SOLE              |         |
| ADOBE SYSTEMS INC COM          | COM            | 00724F101 | 713                | 25200              | SH         |              | SOLE              |         |
| AES CORP COM                   | COM            | 00130H105 | 5145               | 443150             | SH         |              | SOLE              |         |
| AFLAC INC COM                  | COM            | 001055102 | 249                | 8000               | SH         |              | SOLE              |         |
| AGL RES INC COM                | COM            | 001204106 | 3156               | 99237              | SH         |              | SOLE              |         |
| AGNICO-EAGLE MINES (USD)       | COM            | 008474108 | 1816               | 34600              | SH         |              | SOLE              |         |
| ALBEMARLE CORP COM             | COM            | 012653101 | 742                | 29000              | SH         |              | SOLE              |         |
| ALBERTO CULVER CO NEW COM      | COM            | 013078100 | 31422              | 1235620            | SH         |              | SOLE              |         |
| ALCOA INC COM                  | COM            | 013817101 | 12889              | 1247685            | SH         |              | SOLE              |         |
| ALCON INC COM SHS              | COM            | H01301102 | 758                | 6525               | SH         |              | SOLE              |         |
| ALIGN TECHNOLOGY INC COM       | COM            | 016255101 | 2844               | 268300             | SH         |              | SOLE              |         |
| ALLEGHANY CORP DEL             | COM            | 017175100 | 913                | 3370               | SH         |              | SOLE              |         |
| ALLEGHENY ENERGY INC COM       | COM            | 017361106 | 22975              | 895704             | SH         |              | SOLE              |         |
| ALLERGAN INC                   | COM            | 018490102 | 9471               | 199054             | SH         |              | SOLE              |         |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM            | 01881G106 | 6441               | 320600             | SH         |              | SOLE              |         |
| ALLIANCE DATA SYS CORP COM     | COM            | 018581108 | 1697               | 41200              | SH         |              | SOLE              |         |
| ALLIANT ENERGY CORP COM        | COM            | 018802108 | 790                | 30220              | SH         |              | SOLE              |         |
| AMAZON.COM INC                 | COM            | 023135106 | 996                | 11900              | SH         |              | SOLE              |         |
| AMERICA MOVIL S A DE C V SPONS | COM            | 02364W105 | 2594               | 67000              | SH         |              | SOLE              |         |
| AMERICAN DENTAL PARTNERS INC   | COM            | 025353103 | 181                | 20000              | SH         |              | SOLE              |         |
| AMERICAN DG ENERGY INC COM     | COM            | 025398108 | 1317               | 479000             | SH         |              | SOLE              |         |
| AMERICAN ELECTRIC POWER        | COM            | 025537101 | 217                | 7500               | SH         |              | SOLE              |         |
| AMERICAN EXPRESS CO            | COM            | 025816109 | 93433              | 4020341            | SH         |              | SOLE              |         |
| AMERICAN INTL GROUP INC        | COM            | 026874107 | 16                 | 14000              | SH         |              | SOLE              |         |
| AMERICAN WATER WORKS CO INC    | COM            | 030420103 | 1315               | 68800              | SH         |              | SOLE              |         |
| AMERIPRISE FINL INC COM        | COM            | 03076C106 | 2468               | 101708             | SH         |              | SOLE              |         |
| AMETEK INC NEW COM             | COM            | 031100100 | 105828             | 3060388            | SH         |              | SOLE              |         |
| AMGEN INC                      | COM            | 031162100 | 225                | 4250               | SH         |              | SOLE              |         |
| AMICAS INC                     | COM            | 001712108 | 3163               | 1137830            | SH         |              | SOLE              |         |

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|                                 |     |           |       |         |    |                       |
|---------------------------------|-----|-----------|-------|---------|----|-----------------------|
| AMPCO PITTSBURGH CORP           | COM | 032037103 | 25852 | 1102410 | SH | SOLE                  |
| ANADARKO PETE CORP COM          | COM | 032511107 | 4319  | 95160   | SH | SOLE                  |
| ANGIODYNAMICS INC COM           | COM | 03475V101 | 3885  | 292760  | SH | SOLE                  |
| ANGLOGOLD LTD SPONSORED ADR     | COM | 035128206 | 302   | 8250    | SH | SOLE                  |
| ANIMAL HEALTH INTERNATIONAL     | COM | 03525N109 | 631   | 407250  | SH | SOLE                  |
| APACHE CORP                     | COM | 037411105 | 1573  | 21800   | SH | SOLE                  |
| APPLE COMPUTER INC              | COM | 037833100 | 4780  | 33563   | SH | SOLE                  |
| APPLIED MATLS INC COM           | COM | 038222105 | 678   | 61590   | SH | SOLE                  |
| AQUA AMERICA INC                | COM | 03836W103 | 233   | 13000   | SH | SOLE                  |
| ARCH CHEMICALS INC COM          | COM | 03937R102 | 2068  | 84080   | SH | SOLE                  |
| ARCHER DANIELS MIDLAND          | COM | 039483102 | 48157 | 1798908 | SH | SOLE                  |
| ARGO GROUP INTL HLDGS LTD COM   | COM | G0464B107 | 2318  | 82132   | SH | SOLE                  |
| ARTHROCARE CORP                 | COM | 043136100 | 5377  | 497910  | SH | SOLE                  |
| ASCENT MEDIA CORP COM SER A     | COM | 043632108 | 28400 | 1068472 | SH | SOLE                  |
| ASHLAND INC NEW COM             | COM | 044209104 | 8367  | 298300  | SH | SOLE                  |
| AUTONATION INC                  | COM | 05329W102 | 38408 | 2213719 | SH | SOLE                  |
| AUTOZONE INC                    | COM | 053332102 | 363   | 2405    | SH | SOLE                  |
| AVON PRODUCTS INC               | COM | 054303102 | 4816  | 186825  | SH | SOLE                  |
| AXSYS TECHNOLOGIES INC COM      | COM | 054615109 | 7823  | 145848  | SH | SOLE                  |
| BADGER METER INC COM            | COM | 056525108 | 3438  | 83850   | SH | SOLE                  |
| BAKER HUGHES INC                | COM | 057224107 | 237   | 6500    | SH | SOLE                  |
| BALDOR ELEC CO COM              | COM | 057741100 | 19689 | 827600  | SH | SOLE                  |
| BALDWIN TECHNOLOGY INC CL A     | COM | 058264102 | 1054  | 1053725 | SH | SOLE                  |
| BANCO SANTANDER CENT HISP ADR ( | COM | 05964H105 | 999   | 82564   | SH | SOLE                  |
| BANK OF AMERICA                 | COM | 060505104 | 13830 | 1047753 | SH | SOLE                  |
| BANK OF NEW YORK MELLON CORP    | COM | 064058100 | 69425 | 2368634 | SH | SOLE                  |
| BARNES GROUP INC COM            | COM | 067806109 | 1601  | 134640  | SH | SOLE                  |
| BARRICK GOLD(R:ABX.N B:ABX US)  | COM | 067901108 | 1969  | 58700   | SH | SOLE                  |
| BAXTER INTL INC COM             | COM | 071813109 | 20412 | 385415  | SH | SOLE                  |
| BCE INC                         | COM | 05534B760 | 2863  | 138600  | SH | SOLE                  |
| BEASLEY BROADCAST GRP INC.      | COM | 074014101 | 2582  | 1179161 | SH | SOLE                  |
| BECTON DICKINSON & CO COM       | COM | 075887109 | 352   | 4930    | SH | SOLE                  |
| BED BATH & BEYOND INC           | COM | 075896100 | 4050  | 131700  | SH | SOLE                  |
| BEL FUSE INC CL A               | COM | 077347201 | 317   | 22600   | SH | SOLE                  |
| BELDEN CDT INC                  | COM | 077454106 | 2300  | 137700  | SH | SOLE                  |
| BELO CORP                       | COM | 080555105 | 1888  | 1054931 | SH | SOLE                  |
| BERKSHIRE HATHAWAY              | COM | 084670108 | 2790  | 31      | SH | SOLE                  |
| BERKSHIRE HATH/HLD B            | COM | 084670207 | 7717  | 2665    | SH | SOLE                  |
| BHP BILLITON LTD SPONSORED ADR  | COM | 088606108 | 632   | 11550   | SH | SOLE                  |
| BIG 5 SPORTING GOODS CORP COM   | COM | 08915P101 | 1018  | 92000   | SH | SOLE                  |
| BIO RAD LABS INC CL A           | COM | 090572207 | 453   | 6000    | SH | SOLE                  |
| BIOGEN IDEC INC                 | COM | 09062X103 | 587   | 13000   | SH | SOLE                  |
| BIOLASE TECHNOLOGY INC COM      | COM | 090911108 | 346   | 204600  | SH | SOLE                  |
| BLACKROCK INC CL A              | COM | 09247X101 | 481   | 2740    | SH | SOLE                  |
| PORTVUE-SEC13F.LNP              |     |           |       |         |    | GAMCO ASSET MGT. INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BLACKSTONE GROUP L P COM UNIT | COM            | 09253U108 | 425                | 40300              | SH         |              | SOLE              |         |
| BOEING CO                     | COM            | 097023105 | 21990              | 517420             | SH         |              | SOLE              |         |
| BON-TON STORES INC COM        | COM            | 09776J101 | 1856               | 547500             | SH         |              | SOLE              |         |
| BORG WARNER INC               | COM            | 099724106 | 46224              | 1353566            | SH         |              | SOLE              |         |
| BORLAND SOFTWARE CORP COM     | COM            | 099849101 | 19                 | 15000              | SH         |              | SOLE              |         |
| BOSTON BEER INC CL A          | COM            | 100557107 | 5178               | 175000             | SH         |              | SOLE              |         |
| BOSTON SCIENTIFIC CORP COM    | COM            | 101137107 | 3666               | 361500             | SH         |              | SOLE              |         |
| BOYD GAMING CORP              | COM            | 103304101 | 19094              | 2246350            | SH         |              | SOLE              |         |
| BP PLC SPONS ADR              | COM            | 055622104 | 885                | 18558              | SH         |              | SOLE              |         |

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| BPW ACQUISITION CORP COM                        | COM              | 055637102 | 2013   | 210150   | SH | SOLE                  |
| BPW ACQUISITION CORP WT EXP 02 WARRANT AND RIGH |                  | 055637110 | 142    | 590000   | SH | SOLE                  |
| BRINKS CO COM                                   | COM              | 109696104 | 3803   | 131000   | SH | SOLE                  |
| BRINKS HOME SEC HLDGS INC COM                   | COM              | 109699108 | 1005   | 35500    | SH | SOLE                  |
| BRISTOL MYERS SQUIBB CO                         | COM              | 110122108 | 5612   | 276320   | SH | SOLE                  |
| BROWN FORMAN CORP CL B                          | COM              | 115637209 | 4351   | 101235   | SH | SOLE                  |
| BROWN-FORMAN CORP CLASS A                       | COM              | 115637100 | 25567  | 553389   | SH | SOLE                  |
| BRUSH ENGINEERED MATLS INC COM                  | COM              | 117421107 | 3183   | 190000   | SH | SOLE                  |
| BT GROUP PLC SPON ADR                           | COM              | 05577E101 | 470    | 28000    | SH | SOLE                  |
| BUCKEYE PARTNERS L P UNIT LTD                   | OIL & GAS PARTNE | 118230101 | 385    | 9000     | SH | SOLE                  |
| BUNGE LIMITED COM                               | COM              | G16962105 | 934    | 15500    | SH | SOLE                  |
| CABLEVISION SYS NY GROUP A                      | COM              | 12686C109 | 209061 | 10770798 | SH | SOLE                  |
| CABOT OIL & GAS CORP COMMON ST                  | COM              | 127097103 | 650    | 21200    | SH | SOLE                  |
| CADBURY PLC-SPONS ADR                           | COM              | 12721E102 | 95573  | 2778287  | SH | SOLE                  |
| CALAMOS ASSET MANAGEMENT-A                      | COM              | 12811R104 | 1482   | 105000   | SH | SOLE                  |
| CALIFORNIA MICRO DEVICES CORCO                  | COM              | 130439102 | 2950   | 1199300  | SH | SOLE                  |
| CAMERON INTERNATIONAL CORP                      | COM              | 13342B105 | 8615   | 304400   | SH | SOLE                  |
| CAMPBELL SOUP CO                                | COM              | 134429109 | 23704  | 805723   | SH | SOLE                  |
| CANTERBURY PK HLDG CORP                         | COM              | 13811E101 | 2797   | 411324   | SH | SOLE                  |
| CAPITAL ONE FINL CORP COM                       | COM              | 14040H105 | 570    | 26060    | SH | SOLE                  |
| CARMIKE CINEMAS INC COM                         | COM              | 143436400 | 1265   | 151000   | SH | SOLE                  |
| CASELLA WASTE SYS INC CL A                      | COM              | 147448104 | 259    | 130000   | SH | SOLE                  |
| CASEYS GEN STORES INC COM                       | COM              | 147528103 | 1028   | 40000    | SH | SOLE                  |
| CAVALIER HOMES INC COM                          | COM              | 149507105 | 6854   | 2510699  | SH | SOLE                  |
| CAVCO INDUSTRIES                                | COM              | 149568107 | 13220  | 521928   | SH | SOLE                  |
| CBS CORP CLASS A                                | COM              | 124857103 | 19128  | 2744304  | SH | SOLE                  |
| CBS CORP NEW CL B                               | COM              | 124857202 | 654    | 94513    | SH | SOLE                  |
| CELGENE CORP                                    | COM              | 151020104 | 679    | 14200    | SH | SOLE                  |
| CENTENNIAL COMMUNICATIONS CORP                  | COM              | 15133V208 | 26317  | 3140494  | SH | SOLE                  |
| CENTRAL EUROPE AND RUSSIA FUND                  | MUTUAL FUNDS     | 153436100 | 211    | 9441     | SH | SOLE                  |
| CENTRAL VT PUB SVC CORP COM                     | COM              | 155771108 | 525    | 29000    | SH | SOLE                  |
| CENTURYTEL INC                                  | COM              | 156700106 | 12783  | 416380   | SH | SOLE                  |
| CEPHALON INC COM                                | COM              | 156708109 | 482    | 8500     | SH | SOLE                  |
| CEPHEID COM                                     | COM              | 15670R107 | 1922   | 204000   | SH | SOLE                  |
| CF INDS HLDGS INC COM                           | COM              | 125269100 | 297    | 4000     | SH | SOLE                  |
| PORTVUE-SEC13F.LNP                              |                  |           |        |          |    |                       |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CH ENERGY GROUP, INC.          | COM            | 12541M102 | 33142              | 709677             | SH         |              | SOLE               |         |
| CHAMPION ENTERPRISES INC COM   | COM            | 158496109 | 716                | 2236650            | SH         |              | SOLE               |         |
| CHEMED CORPORATION             | COM            | 16359R103 | 30154              | 763790             | SH         |              | SOLE               |         |
| CHEMTURA CORP                  | COM            | 163893100 | 49                 | 202666             | SH         |              | SOLE               |         |
| CHESAPEAKE ENERGY CORP COM     | COM            | 165167107 | 937                | 47250              | SH         |              | SOLE               |         |
| CHEVRON CORP                   | COM            | 166764100 | 18888              | 285105             | SH         |              | SOLE               |         |
| CHINA MOBILE LTD               | COM            | 16941M109 | 3155               | 63000              | SH         |              | SOLE               |         |
| CHURCH & DWIGHT CO             | COM            | 171340102 | 17542              | 323000             | SH         |              | SOLE               |         |
| CHURCHILL DOWNS INC COM        | COM            | 171484108 | 24728              | 734651             | SH         |              | SOLE               |         |
| CINCINNATI BELL                | COM            | 171871106 | 23089              | 8129865            | SH         |              | SOLE               |         |
| CIRCOR INTL INC COM            | COM            | 17273K109 | 24826              | 1051523            | SH         |              | SOLE               |         |
| CISCO SYS INC                  | COM            | 17275R102 | 3404               | 182500             | SH         |              | SOLE               |         |
| CITIGROUP INC.                 | COM            | 172967101 | 844                | 284300             | SH         |              | SOLE               |         |
| CLARCOR INC                    | COM            | 179895107 | 70344              | 2409851            | SH         |              | SOLE               |         |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM            | 18451C109 | 8275               | 1561400            | SH         |              | SOLE               |         |
| CLEARWIRE CORP-CLASS A         | COM            | 18538Q105 | 896                | 162000             | SH         |              | SOLE               |         |
| CLOUGH GLOBAL ALLOCATION FUNCO | MUTUAL FUNDS   | 18913Y103 | 127                | 10000              | SH         |              | SOLE               |         |
| CLOUGH GLOBAL EQUITY FD COM    | MUTUAL FUNDS   | 18914C100 | 117                | 10000              | SH         |              | SOLE               |         |
| CLOUGH GLOBAL OPPORTUNITIES SH | MUTUAL FUNDS   | 18914E106 | 108                | 10000              | SH         |              | SOLE               |         |

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| CME GROUP INC COM              | COM              | 12572Q105 | 1994  | 6410    | SH  | SOLE                  |
| CMS ENERGY CORP COM            | COM              | 125896100 | 1337  | 110675  | SH  | SOLE                  |
| CNA SURETY CORP COM            | COM              | 12612L108 | 10851 | 804400  | SH  | SOLE                  |
| CNH GLOBAL NV COM              | COM              | N20935206 | 57934 | 4126357 | SH  | SOLE                  |
| COACH INC                      | COM              | 189754104 | 385   | 14313   | SH  | SOLE                  |
| COACHMEN INDS INC              | COM              | 189873102 | 1130  | 862369  | SH  | SOLE                  |
| COCA COLA CO                   | COM              | 191216100 | 58637 | 1221864 | SH  | SOLE                  |
| COHEN & STEERS INC COM         | COM              | 19247A100 | 2355  | 157500  | SH  | SOLE                  |
| COLDWATER CREEK INC COM        | COM              | 193068103 | 6448  | 1057000 | SH  | SOLE                  |
| COLLECTIVE BRANDS INC COM      | COM              | 19421W100 | 189   | 13000   | SH  | SOLE                  |
| COMCAST CORP CL A SPL          | COM              | 20030N200 | 727   | 51575   | SH  | SOLE                  |
| COMCAST CORP NEW COM CL A      | COM              | 20030N101 | 1609  | 111287  | SH  | SOLE                  |
| COMMUNICATIONS SYS             | COM              | 203900105 | 2698  | 275300  | SH  | SOLE                  |
| COMPUCREDIT CVT 5.875% 01/30/3 | CONVERTIBLE BOND | 20478NAD2 | 57    | 200000  | PRN | SOLE                  |
| CONMED CORP COM                | COM              | 207410101 | 2325  | 149800  | SH  | SOLE                  |
| CONNECTICUT WTR SVC INC COM    | COM              | 207797101 | 211   | 9750    | SH  | SOLE                  |
| CONOCOPHILLIPS COM             | COM              | 20825C104 | 9324  | 221685  | SH  | SOLE                  |
| CONSTELLATION BRANDS COM       | COM              | 21036P108 | 8483  | 669000  | SH  | SOLE                  |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 6839  | 257306  | SH  | SOLE                  |
| CONTINUCARE CORP COM           | COM              | 212172100 | 23    | 10000   | SH  | SOLE                  |
| COOPER COS INC COM NEW         | COM              | 216648402 | 2255  | 91200   | SH  | SOLE                  |
| COOPER INDUSTRIES LTD CL A COM | COM              | G24182100 | 43475 | 1400176 | SH  | SOLE                  |
| CORE MOLDING TECH COM          | COM              | 218683100 | 939   | 419000  | SH  | SOLE                  |
| CORINTHIAN COLLEGES INC COM    | COM              | 218868107 | 2336  | 138000  | SH  | SOLE                  |
| CORN PRODS INTL INC COM        | COM              | 219023108 | 38744 | 1446200 | SH  | SOLE                  |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| CORNING INC                    | COM            | 219350105 | 10350              | 644481             | SH         |              | SOLE              |    |
| COSTCO WHSL CORP NEW COM       | COM            | 22160K105 | 1106               | 24160              | SH         |              | SOLE              |    |
| COUGAR BIOTECHNOLOGY INC COM   | COM            | 222083107 | 12943              | 301286             | SH         |              | SOLE              |    |
| COVANTA HOLDING CORP           | COM            | 22282E102 | 4121               | 243000             | SH         |              | SOLE              |    |
| COVIDIEN PLC ORDINARY SHARE    | COM            | G2554F105 | 1632               | 43600              | SH         |              | SOLE              |    |
| CRANE CO                       | COM            | 224399105 | 85202              | 3819015            | SH         |              | SOLE              |    |
| CROWN HOLDINGS INC COM         | COM            | 228368106 | 249                | 10300              | SH         |              | SOLE              |    |
| CROWN MEDIA HLDGS INC CL A     | COM            | 228411104 | 568                | 339900             | SH         |              | SOLE              |    |
| CRUCELL N V SPONSORED ADR      | COM            | 228769105 | 6385               | 265000             | SH         |              | SOLE              |    |
| CTS CORP                       | COM            | 126501105 | 22201              | 3389533            | SH         |              | SOLE              |    |
| CUMMINS ENGINE INC             | COM            | 231021106 | 662                | 18800              | SH         |              | SOLE              |    |
| CUMULUS MEDIA INC CL A         | COM            | 231082108 | 9                  | 10000              | SH         |              | SOLE              |    |
| CURRENCYSHS JAPANESE YEN TR JA | MUTUAL FUNDS   | 23130A102 | 1350               | 13070              | SH         |              | SOLE              |    |
| CURTISS WRIGHT CORP            | COM            | 231561101 | 52842              | 1777400            | SH         |              | SOLE              |    |
| CUTERA INC COM                 | COM            | 232109108 | 3220               | 373500             | SH         |              | SOLE              |    |
| CVS/CAREMARK CORP              | COM            | 126650100 | 42976              | 1348473            | SH         |              | SOLE              |    |
| CYNOSURE INC CL A              | COM            | 232577205 | 92                 | 12000              | SH         |              | SOLE              |    |
| CYPRESS SEMICONDUCTOR CORP COM | COM            | 232806109 | 3855               | 419000             | SH         |              | SOLE              |    |
| C&D TECHNOLOGIES INC COM       | COM            | 124661109 | 31                 | 15490              | SH         |              | SOLE              |    |
| D & E COMMUNICATIONS INC COM   | COM            | 232860106 | 3105               | 303494             | SH         |              | SOLE              |    |
| DANA HOLDING CORP COM          | COM            | 235825205 | 525                | 410000             | SH         |              | SOLE              |    |
| DATA DOMAIN INC COM            | COM            | 23767P109 | 1035               | 31000              | SH         |              | SOLE              |    |
| DEAN FOODS (B:DF)              | COM            | 242370104 | 11155              | 581300             | SH         |              | SOLE              |    |
| DEERE & CO.                    | COM            | 244199105 | 77677              | 1944356            | SH         |              | SOLE              |    |
| DEL MONTE FOODS CO COM         | COM            | 24522P103 | 22551              | 2404107            | SH         |              | SOLE              |    |
| DENBURY RES INC COM NEW        | COM            | 247916208 | 177                | 12000              | SH         |              | SOLE              |    |
| DENNYS CORP COM                | COM            | 24869P104 | 60                 | 28000              | SH         |              | SOLE              |    |
| DENTSPLY INTL INC NEW COM      | COM            | 249030107 | 8681               | 283960             | SH         |              | SOLE              |    |
| DEUTSCHE BANK AG-REG (B:DB)    | COM            | D18190898 | 3508               | 57500              | SH         |              | SOLE              |    |

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|                                    |           |        |         |    |                       |
|------------------------------------|-----------|--------|---------|----|-----------------------|
| DEUTSCHE TELEKOM AG-SPON ADR ( COM | 251566105 | 6922   | 586641  | SH | SOLE                  |
| DEVON ENERGY CORP NEW COM          | 25179M103 | 12392  | 227375  | SH | SOLE                  |
| DEXCOM INC COM                     | 252131107 | 489    | 79000   | SH | SOLE                  |
| DIAGEO PLC SPONSORED ADR (B:DE COM | 25243Q205 | 34366  | 600282  | SH | SOLE                  |
| DIAMOND FOODS INC COM              | 252603105 | 268    | 9600    | SH | SOLE                  |
| DIAMOND OFFSHORE DRILLNG INCCO COM | 25271C102 | 1246   | 15000   | SH | SOLE                  |
| DIEBOLD INC COM                    | 253651103 | 104933 | 3980755 | SH | SOLE                  |
| DIRECTV GROUP INC                  | 25459L106 | 105642 | 4275254 | SH | SOLE                  |
| DISCOVER FINANCIAL                 | 254709108 | 3096   | 301500  | SH | SOLE                  |
| DISCOVERY COMMS NEW SER A          | 25470F104 | 27101  | 1203960 | SH | SOLE                  |
| DISCOVERY COMMS NEW SER C          | 25470F302 | 22564  | 1099052 | SH | SOLE                  |
| DISH NETWORK CORPORATION           | 25470M109 | 41653  | 2569600 | SH | SOLE                  |
| DISNEY WALT PRODTNS                | 254687106 | 6569   | 281579  | SH | SOLE                  |
| DOMINION RES INC VA NEW COM        | 25746U109 | 5347   | 160000  | SH | SOLE                  |
| DONALDSON INC                      | 257651109 | 47311  | 1365800 | SH | SOLE                  |
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|                                    |           |        |         |    | GAMCO ASSET MGT. INC. |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DOVER DOWNS GAMING & ENTMT INC | COM              | 260095104 | 854                | 183677             | SH         |              | SOLE               |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM              | 260174107 | 1232               | 867850             | SH         |              | SOLE               |         |
| DPL INC COM                    | COM              | 233293109 | 18957              | 818168             | SH         |              | SOLE               |         |
| DR PEPPER SNAPPLE GROUP INC CO | COM              | 26138E109 | 64276              | 3033339            | SH         |              | SOLE               |         |
| DU PONT E I DE NEMOURS CO      | COM              | 263534109 | 3248               | 126790             | SH         |              | SOLE               |         |
| DUFF & PHELPS CORP-CL A        | COM              | 26433B107 | 427                | 24000              | SH         |              | SOLE               |         |
| DUKE ENERGY CORP               | COM              | 26441C105 | 4797               | 328796             | SH         |              | SOLE               |         |
| E M C CORP MASS COM            | COM              | 268648102 | 1032               | 78800              | SH         |              | SOLE               |         |
| EASTMAN KODAK                  | COM              | 277461109 | 1545               | 522000             | SH         |              | SOLE               |         |
| EASTMAN KODAK 3.375% 10/15/33  | CONVERTIBLE BOND | 277461BE8 | 299                | 370000             | PRN        |              | SOLE               |         |
| EATON VANCE CORP COM           | COM              | 278265103 | 1017               | 38000              | SH         |              | SOLE               |         |
| ECHOSTAR CORP-A                | COM              | 278768106 | 2290               | 143634             | SH         |              | SOLE               |         |
| ECOLAB INC                     | COM              | 278865100 | 42476              | 1089410            | SH         |              | SOLE               |         |
| EDGEWATER TECHNOLOGY INC COM   | COM              | 280358102 | 2891               | 1120710            | SH         |              | SOLE               |         |
| EL PASO CORPORATION            | COM              | 28336L109 | 23236              | 2517495            | SH         |              | SOLE               |         |
| EL PASO ELEC CO COM NEW        | COM              | 283677854 | 26153              | 1873400            | SH         |              | SOLE               |         |
| ELIZABETH ARDEN INC            | COM              | 28660G106 | 96                 | 11000              | SH         |              | SOLE               |         |
| EMERSON ELEC CO                | COM              | 291011104 | 921                | 28416              | SH         |              | SOLE               |         |
| EMMIS COMMUNICATIONS CORP      | COM              | 291525103 | 86                 | 285000             | SH         |              | SOLE               |         |
| EMULEX CORP COM NEW            | COM              | 292475209 | 401                | 41000              | SH         |              | SOLE               |         |
| ENERGIZER HLDGS INC COM        | COM              | 29266R108 | 65698              | 1257620            | SH         |              | SOLE               |         |
| ENTEGRIS INC COM               | COM              | 29362U104 | 305                | 112255             | SH         |              | SOLE               |         |
| EOG RESOURCES INC              | COM              | 26875P101 | 204                | 3000               | SH         |              | SOLE               |         |
| EPOCH HOLDING CORP             | COM              | 29428R103 | 4281               | 495439             | SH         |              | SOLE               |         |
| EXACTECH INC COM               | COM              | 30064E109 | 7103               | 489894             | SH         |              | SOLE               |         |
| EXXON MOBIL CORP               | COM              | 30231G102 | 9876               | 141267             | SH         |              | SOLE               |         |
| FALCONSTOR SOFTWARE INC COM    | COM              | 306137100 | 534                | 112500             | SH         |              | SOLE               |         |
| FERRO CORP                     | COM              | 315405100 | 16246              | 5907490            | SH         |              | SOLE               |         |
| FIBERNET TELECOM GRP INC       | COM              | 315653402 | 250                | 20100              | SH         |              | SOLE               |         |
| FIDELITY NATL INFORMATION SVCO | COM              | 31620M106 | 240                | 12000              | SH         |              | SOLE               |         |
| FIDELITY SOUTHERN CORP         | COM              | 316394105 | 104                | 35980              | SH         |              | SOLE               |         |
| FIRST SOLAR INC COM            | COM              | 336433107 | 1875               | 11560              | SH         |              | SOLE               |         |
| FIRSTENERGY CORP COM           | COM              | 337932107 | 1680               | 43351              | SH         |              | SOLE               |         |
| FISHER COMMUNICATIONS INC COM  | COM              | 337756209 | 19497              | 1524395            | SH         |              | SOLE               |         |
| FLIR SYS INC COM               | COM              | 302445101 | 668                | 29600              | SH         |              | SOLE               |         |
| FLORIDA PUB UTILS CO COM       | COM              | 341135101 | 3002               | 213984             | SH         |              | SOLE               |         |
| FLOWERS FOODS INC COM          | COM              | 343498101 | 28707              | 1314401            | SH         |              | SOLE               |         |
| FLOWERVE CORP COM              | COM              | 34354P105 | 137453             | 1968963            | SH         |              | SOLE               |         |
| FLUOR CORP NEW COM             | COM              | 343412102 | 610                | 11900              | SH         |              | SOLE               |         |

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|                                |     |           |       |         |    |                       |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| FLUSHING FINL CORP COM         | COM | 343873105 | 2828  | 302500  | SH | SOLE                  |
| FMC CORP COM NEW               | COM | 302491303 | 633   | 13390   | SH | SOLE                  |
| FMC TECHNOLOGIES INC COM       | COM | 30249U101 | 515   | 13700   | SH | SOLE                  |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 6348  | 196900  | SH | SOLE                  |
| FORTUNE BRANDS INC             | COM | 349631101 | 44488 | 1280600 | SH | SOLE                  |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| FPL GROUP INC COM               | COM              | 302571104 | 14864              | 261410             | SH         |              | SOLE                  |         |
| FRANKLIN ELEC INC               | COM              | 353514102 | 5236               | 202000             | SH         |              | SOLE                  |         |
| FREEMONT MCMORAN COPPER&GOLD C  | COM              | 35671D857 | 15537              | 310060             | SH         |              | SOLE                  |         |
| FRESENIUS KABI PHARMA-CVR       | WARRANT AND RIGH | 35802M115 | 4                  | 15000              | SH         |              | SOLE                  |         |
| FRONTIER COMMUNICATIONS CORP    | COM              | 35906A108 | 2855               | 399929             | SH         |              | SOLE                  |         |
| FULLER H B CO COM               | COM              | 359694106 | 8819               | 469850             | SH         |              | SOLE                  |         |
| FURMANITE CORPORATION           | COM              | 361086101 | 6889               | 1544672            | SH         |              | SOLE                  |         |
| GABELLI CV SECURITIES FUND      | MUTUAL FUNDS     | 36240B109 | 6063               | 1217450            | SH         |              | SOLE                  |         |
| GABELLI DIV&INC TR COM          | MUTUAL FUNDS     | 36242H104 | 21035              | 2086851            | SH         |              | SOLE                  |         |
| GABELLI EQUITY TRUST INC        | MUTUAL FUNDS     | 362397101 | 2998               | 666305             | SH         |              | SOLE                  |         |
| GABELLI GLBL MULTIMEDIA TR COM  | MUTUAL FUNDS     | 36239Q109 | 1881               | 417055             | SH         |              | SOLE                  |         |
| GABELLI GLOBAL DEAL FUND        | MUTUAL FUNDS     | 36245G103 | 17357              | 1277182            | SH         |              | SOLE                  |         |
| GABELLI GLOBAL UTIL & INCOME CO | MUTUAL FUNDS     | 36242L105 | 2813               | 171625             | SH         |              | SOLE                  |         |
| GABELLI HLTHCARE & WELLNESS     | MUTUAL FUNDS     | 36246K103 | 208                | 40836              | SH         |              | SOLE                  |         |
| GABELLI UTIL TR COM             | MUTUAL FUNDS     | 36240A101 | 1816               | 259498             | SH         |              | SOLE                  |         |
| GARDNER DENVER INC              | COM              | 365558105 | 831                | 33000              | SH         |              | SOLE                  |         |
| GATX CORP                       | COM              | 361448103 | 83556              | 3248671            | SH         |              | SOLE                  |         |
| GATX CORP \$2.50 CV PFD         | CONVERTIBLE PREF | 361448202 | 254                | 1300               | SH         |              | SOLE                  |         |
| GAYLORD ENTERTAINMENT CO        | COM              | 367905106 | 53907              | 4241332            | SH         |              | SOLE                  |         |
| GENCORP INC                     | COM              | 368682100 | 6833               | 3577517            | SH         |              | SOLE                  |         |
| GENERAL ELEC CO                 | COM              | 369604103 | 8374               | 714470             | SH         |              | SOLE                  |         |
| GENERAL MILLS INC               | COM              | 370334104 | 101692             | 1815280            | SH         |              | SOLE                  |         |
| GENESIS ENERGY L P UNIT L P IN  | OIL & GAS PARTNE | 371927104 | 2086               | 164000             | SH         |              | SOLE                  |         |
| GENUINE PARTS CO                | COM              | 372460105 | 88669              | 2642113            | SH         |              | SOLE                  |         |
| GENZYME CORP                    | COM              | 372917104 | 805                | 14460              | SH         |              | SOLE                  |         |
| GERBER SCIENTIFIC INSTR         | COM              | 373730100 | 3737               | 1494963            | SH         |              | SOLE                  |         |
| GILEAD SCIENCES INC COM         | COM              | 375558103 | 1361               | 29050              | SH         |              | SOLE                  |         |
| GLOBAL SOURCES LTD COM          | COM              | G39300101 | 94                 | 13016              | SH         |              | SOLE                  |         |
| GOLDMAN SACHS GR                | COM              | 38141G104 | 2881               | 19540              | SH         |              | SOLE                  |         |
| GOOGLE INC-CL A                 | COM              | 38259P508 | 9207               | 21838              | SH         |              | SOLE                  |         |
| GORMAN RUPP CO                  | COM              | 383082104 | 6925               | 343316             | SH         |              | SOLE                  |         |
| GRACO INC COM                   | COM              | 384109104 | 5218               | 236950             | SH         |              | SOLE                  |         |
| GRAFTECH INTERNATIONAL          | COM              | 384313102 | 71142              | 6290193            | SH         |              | SOLE                  |         |
| GRAY TELEVISION, INC            | COM              | 389375106 | 888                | 1813125            | SH         |              | SOLE                  |         |
| GRAY TELEVISION, INC CL A       | COM              | 389375205 | 43                 | 78475              | SH         |              | SOLE                  |         |
| GREAT ATLANTIC & PAC TEA INCCO  | COM              | 390064103 | 17007              | 4001630            | SH         |              | SOLE                  |         |
| GREAT PLAINS ENERGY INC. (B: G  | COM              | 391164100 | 47083              | 3027816            | SH         |              | SOLE                  |         |
| GREATBATCH INC                  | COM              | 39153L106 | 4680               | 207000             | SH         |              | SOLE                  |         |
| GREENBRIER COS INC              | COM              | 393657101 | 971                | 135000             | SH         |              | SOLE                  |         |
| GREIF INC CL A                  | COM              | 397624107 | 51784              | 1171058            | SH         |              | SOLE                  |         |
| GREIF INC CL B                  | COM              | 397624206 | 286                | 7100               | SH         |              | SOLE                  |         |
| GRIFFIN LAND & NUR              | COM              | 398231100 | 27127              | 867221             | SH         |              | SOLE                  |         |
| GRIFFON CORP COM                | COM              | 398433102 | 34721              | 4173240            | SH         |              | SOLE                  |         |
| GRUPO TELEVISIA SA DE CV ADR (B | COM              | 40049J206 | 36873              | 2169018            | SH         |              | SOLE                  |         |
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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| GRUPO TMM SA                    | COM            | 40051D105 | 11                 | 13000              | SH         |              | SOLE              |         |
| GSE SYS INC COM                 | COM            | 36227K106 | 525                | 77808              | SH         |              | SOLE              |         |
| GYRODYNE CO AMER INC COM        | COM            | 403820103 | 252                | 6000               | SH         |              | SOLE              |         |
| H R BLOCK INC                   | COM            | 093671105 | 1243               | 72140              | SH         |              | SOLE              |         |
| HAIN CELESTIAL GROUP INC        | COM            | 405217100 | 718                | 46000              | SH         |              | SOLE              |         |
| HALLIBURTON COMPANY             | COM            | 406216101 | 27424              | 1324830            | SH         |              | SOLE              |         |
| HANESBRANDS INC COM             | COM            | 410345102 | 1322               | 88062              | SH         |              | SOLE              |         |
| HARLEY DAVIDSON INC             | COM            | 412822108 | 445                | 27440              | SH         |              | SOLE              |         |
| HARMAN INTL INDS INC NEW COM    | COM            | 413086109 | 3510               | 186700             | SH         |              | SOLE              |         |
| HARMONY GOLD MINING CO LTD ADR  | COM            | 413216300 | 510                | 49450              | SH         |              | SOLE              |         |
| HARRIS CORPORATION              | COM            | 413875105 | 1032               | 36400              | SH         |              | SOLE              |         |
| HAWAIIAN ELEC INDS INC COM      | COM            | 419870100 | 526                | 27600              | SH         |              | SOLE              |         |
| HAWK CORP CL A                  | COM            | 420089104 | 13290              | 959570             | SH         |              | SOLE              |         |
| HAWKINS INC COM                 | COM            | 420261109 | 7725               | 342108             | SH         |              | SOLE              |         |
| HEELYS INC COM                  | COM            | 42279M107 | 103                | 52000              | SH         |              | SOLE              |         |
| HEICO CORP NEW COM              | COM            | 422806109 | 1001               | 27600              | SH         |              | SOLE              |         |
| HEINZ, H J COMPANY              | COM            | 423074103 | 41951              | 1175099            | SH         |              | SOLE              |         |
| HERLEY INDS INC COM             | COM            | 427398102 | 26311              | 2398494            | SH         |              | SOLE              |         |
| HERSHEY COMPANY (THE)           | COM            | 427866108 | 49093              | 1363681            | SH         |              | SOLE              |         |
| HESKA CORP COM                  | COM            | 42805E108 | 67                 | 182000             | SH         |              | SOLE              |         |
| HESS CORP                       | COM            | 42809H107 | 1653               | 30750              | SH         |              | SOLE              |         |
| HEWLETT PACKARD CO              | COM            | 428236103 | 663                | 17143              | SH         |              | SOLE              |         |
| HICKORY TECH CORP COM           | COM            | 429060106 | 426                | 55525              | SH         |              | SOLE              |         |
| HIGHLANDS ACQUISITION           | COM            | 430880203 | 1004               | 103000             | SH         |              | SOLE              |         |
| HOME DEPOT INC                  | COM            | 437076102 | 2483               | 105068             | SH         |              | SOLE              |         |
| HONEYWELL INT'L INC             | COM            | 438516106 | 90444              | 2880386            | SH         |              | SOLE              |         |
| HSN INC COM                     | COM            | 404303109 | 339                | 32040              | SH         |              | SOLE              |         |
| HUDSON CITY BANCORP INC COM     | COM            | 443683107 | 320                | 24045              | SH         |              | SOLE              |         |
| HUNTSMAN CORP COM               | COM            | 447011107 | 6338               | 1260000            | SH         |              | SOLE              |         |
| I2 TECHNOLOGIES INC COM NEW     | COM            | 465754208 | 238                | 19000              | SH         |              | SOLE              |         |
| IAC INTERACTIVECORP COM PAR \$. | COM            | 44919P508 | 3111               | 193862             | SH         |              | SOLE              |         |
| ICU MEDICAL INC                 | COM            | 44930G107 | 2609               | 63400              | SH         |              | SOLE              |         |
| IDEATION ACQUISITION CORP-UT    | COM            | 451665202 | 1019               | 125000             | SH         |              | SOLE              |         |
| IDEX CORP                       | COM            | 45167R104 | 47142              | 1918701            | SH         |              | SOLE              |         |
| IMAX CORP COM                   | COM            | 45245E109 | 414                | 51000              | SH         |              | SOLE              |         |
| IMS HEALTH INC COM              | COM            | 449934108 | 2438               | 192000             | SH         |              | SOLE              |         |
| INGERSOLL-RAND CO CL A          | COM            | G4776G101 | 309                | 14780              | SH         |              | SOLE              |         |
| INGLES MKTS INC CL A            | COM            | 457030104 | 14228              | 933600             | SH         |              | SOLE              |         |
| INNOVATIVE SOLUTIONS & SUPPOCO  | COM            | 45769N105 | 63                 | 14000              | SH         |              | SOLE              |         |
| INSITUFORM TECHNOLOGIES INC CL  | COM            | 457667103 | 1213               | 71500              | SH         |              | SOLE              |         |
| INTEGRYS ENERGY GROUP INC       | COM            | 45822P105 | 412                | 13745              | SH         |              | SOLE              |         |
| INTEL CORP                      | COM            | 458140100 | 4811               | 290693             | SH         |              | SOLE              |         |
| INTERACTIVE DATA CORP COM       | COM            | 45840J107 | 3031               | 131000             | SH         |              | SOLE              |         |
| INTERMEC INC                    | COM            | 458786100 | 56946              | 4414398            | SH         |              | SOLE              |         |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| INTERNATIONAL BUSINESS         | COM            | 459200101 | 6715               | 64305              | SH         |              | SOLE              |         |
| INTERNATIONAL GAME TECH        | COM            | 459902102 | 21312              | 1340400            | SH         |              | SOLE              |         |
| INTERNATIONAL PAPER CO         | COM            | 460146103 | 683                | 45160              | SH         |              | SOLE              |         |
| INTERNATIONAL RECTIFIER CORPCO | COM            | 460254105 | 252                | 17000              | SH         |              | SOLE              |         |
| INTERNATIONAL SPEEDWAY A       | COM            | 460335201 | 487                | 19000              | SH         |              | SOLE              |         |
| INTERPUBLIC GROUP COS INC      | COM            | 460690100 | 7302               | 1446000            | SH         |              | SOLE              |         |
| INTERVAL LEISURE GROUP INC COM | COM            | 46113M108 | 699                | 75024              | SH         |              | SOLE              |         |

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|--------------------------------|-----|-----------|--------|---------|----|------|
| INTL FLAVORS & FRAGRANCES      | COM | 459506101 | 41183  | 1258655 | SH | SOLE |
| INTRICON CORP COM              | COM | 46121H109 | 138    | 51000   | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 1007   | 28309   | SH | SOLE |
| IRIS INTL INC COM              | COM | 46270W105 | 113    | 10400   | SH | SOLE |
| ITT INDUSTRIES                 | COM | 450911102 | 80411  | 1806978 | SH | SOLE |
| I-FLOW CORP COM NEW            | COM | 449520303 | 90     | 13000   | SH | SOLE |
| J & J SNACK FOODS CORP         | COM | 466032109 | 1860   | 51800   | SH | SOLE |
| J.P. MORGAN CHASE & CO         | COM | 46625H100 | 31190  | 914385  | SH | SOLE |
| JANUS CAP GROUP INC COM        | COM | 47102X105 | 24311  | 2132500 | SH | SOLE |
| JOHNSON CONTROLS               | COM | 478366107 | 16532  | 761126  | SH | SOLE |
| JOHNSON & JOHNSON              | COM | 478160104 | 19306  | 339895  | SH | SOLE |
| JOURNAL COMM INC-A             | COM | 481130102 | 5950   | 5666250 | SH | SOLE |
| JOY GLOBAL INC COM             | COM | 481165108 | 634    | 17750   | SH | SOLE |
| KAMAN CORP                     | COM | 483548103 | 44864  | 2694514 | SH | SOLE |
| KELLOGG CO                     | COM | 487836108 | 4234   | 90925   | SH | SOLE |
| KENSEY NASH CORP COM           | COM | 490057106 | 3347   | 127700  | SH | SOLE |
| KIMBERLY CLARK CORP            | COM | 494368103 | 2716   | 51800   | SH | SOLE |
| KINETIC CONCEPTS INC COM NEW   | COM | 49460W208 | 2725   | 100000  | SH | SOLE |
| KINROSS GOLD CORP COM NO PAR   | COM | 496902404 | 602    | 33167   | SH | SOLE |
| KRAFT FOODS INC CL A COM       | COM | 50075N104 | 1158   | 45718   | SH | SOLE |
| K-TRON INTL INC                | COM | 482730108 | 544    | 6800    | SH | SOLE |
| L 3 COMMUNICATIONS             | COM | 502424104 | 576    | 8300    | SH | SOLE |
| LAKES ENTERTAINMENT INC COM    | COM | 51206P109 | 311    | 107000  | SH | SOLE |
| LANDAUER INC                   | COM | 51476K103 | 4399   | 71720   | SH | SOLE |
| LAS VEGAS SANDS CORP           | COM | 517834107 | 17193  | 2187400 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM       | COM | 521050104 | 1847   | 90300   | SH | SOLE |
| LEAR CORP COM                  | COM | 521865105 | 99     | 198000  | SH | SOLE |
| LEE ENTERPRISES INC            | COM | 523768109 | 12     | 23500   | SH | SOLE |
| LEGG MASON INC COM             | COM | 524901105 | 76699  | 3146000 | SH | SOLE |
| LGL GROUP INC                  | COM | 50186A108 | 110    | 31292   | SH | SOLE |
| LIBERTY ENTERTAINMENT-A        | COM | 53071M500 | 135043 | 5057772 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A   | COM | 530555101 | 21051  | 1324779 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C   | COM | 530555309 | 14161  | 895673  | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 10361  | 2068004 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A        | COM | 53071M302 | 13997  | 1032214 | SH | SOLE |
| LIFE TECHNOLOGIES CORP COM     | COM | 53217V109 | 3146   | 75416   | SH | SOLE |
| LIFEWAY FOODS INC COM          | COM | 531914109 | 2728   | 211505  | SH | SOLE |

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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LILLY, ELI AND COMPANY     | COM            | 532457108 | 5407               | 156098             | SH         |              | SOLE               |         |
| LIN TV CORP CL A           | COM            | 532774106 | 9518               | 5665664            | SH         |              | SOLE               |         |
| LINDSAY CORP               | COM            | 535555106 | 3426               | 103500             | SH         |              | SOLE               |         |
| LITTELFUSE INC             | COM            | 537008104 | 2375               | 119000             | SH         |              | SOLE               |         |
| LOCKHEED MARTIN CORP COM   | COM            | 539830109 | 2428               | 30109              | SH         |              | SOLE               |         |
| LOEWS CORP                 | COM            | 540424108 | 266                | 9700               | SH         |              | SOLE               |         |
| LSI LOGIC CORP COM         | COM            | 502161102 | 1139               | 249833             | SH         |              | SOLE               |         |
| LUFKIN INDS INC COM        | COM            | 549764108 | 8128               | 193300             | SH         |              | SOLE               |         |
| M G M MIRAGE INC COM       | COM            | 552953101 | 12486              | 1954021            | SH         |              | SOLE               |         |
| M & T BK CORP COM          | COM            | 55261F104 | 11154              | 219000             | SH         |              | SOLE               |         |
| MACROVISION SOLUTIONS CORP | COM            | 55611C108 | 5932               | 271995             | SH         |              | SOLE               |         |
| MACY'S INC                 | COM            | 55616P104 | 10709              | 910600             | SH         |              | SOLE               |         |
| MAGNETEK INC COM           | COM            | 559424106 | 1837               | 1321773            | SH         |              | SOLE               |         |
| MAINE & MARITIMES CORP     | COM            | 560377103 | 1977               | 56900              | SH         |              | SOLE               |         |
| MARATHON OIL CORP COM      | COM            | 565849106 | 202                | 6700               | SH         |              | SOLE               |         |
| MARCUS CORP COM            | COM            | 566330106 | 652                | 62000              | SH         |              | SOLE               |         |
| MARINE PRODS CORP COM      | COM            | 568427108 | 2573               | 686112             | SH         |              | SOLE               |         |



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|                                |                  |           |       |         |    |                       |
|--------------------------------|------------------|-----------|-------|---------|----|-----------------------|
| MARSH & MCLENNAN COS INC COM   | COM              | 571748102 | 5989  | 297500  | SH | SOLE                  |
| MARTHA STEWART LIVING OMNI     | COM              | 573083102 | 1105  | 361000  | SH | SOLE                  |
| MASTERCARD INC COM             | COM              | 57636Q104 | 1942  | 11605   | SH | SOLE                  |
| MATERIAL SCIENCES CORP COM     | COM              | 576674105 | 14    | 14900   | SH | SOLE                  |
| MATRIX INITIATIVES INC COM     | COM              | 57685L105 | 1742  | 311550  | SH | SOLE                  |
| MATTHEWS INTL CORP CL A        | COM              | 577128101 | 654   | 21000   | SH | SOLE                  |
| MCCORMICK & CO INC COM VTG     | COM              | 579780107 | 227   | 7000    | SH | SOLE                  |
| MCDERMOTT INTERNATIONAL INC.   | COM              | 580037109 | 481   | 23700   | SH | SOLE                  |
| MCGRAW HILL COMPANIES, INC.    | COM              | 580645109 | 9444  | 313645  | SH | SOLE                  |
| MEDIA GENERAL CL A             | COM              | 584404107 | 9558  | 4529919 | SH | SOLE                  |
| MEDTRONIC INC COM              | COM              | 585055106 | 454   | 13000   | SH | SOLE                  |
| MENTOR GRAPHICS CORP COM       | COM              | 587200106 | 1685  | 308000  | SH | SOLE                  |
| MERCK & CO INC                 | COM              | 589331107 | 1104  | 39485   | SH | SOLE                  |
| MEREDITH CORP                  | COM              | 589433101 | 8934  | 349663  | SH | SOLE                  |
| MET PRO CORP COM               | COM              | 590876306 | 925   | 85500   | SH | SOLE                  |
| METAVANTE HLDG CO COM          | COM              | 591407101 | 349   | 13500   | SH | SOLE                  |
| METHODE ELECTRS INC CL A       | COM              | 591520200 | 1232  | 175500  | SH | SOLE                  |
| MICROSOFT CORP                 | COM              | 594918104 | 5093  | 214258  | SH | SOLE                  |
| MICRUS ENDOVASCULAR CORP COM   | COM              | 59518V102 | 2350  | 260000  | SH | SOLE                  |
| MIDAS GROUP INC COM            | COM              | 595626102 | 19622 | 1872300 | SH | SOLE                  |
| MIDDLESEX WTR CO COM           | COM              | 596680108 | 1871  | 129476  | SH | SOLE                  |
| MILLICOM INTL CELLULAR S A SHS | COM              | L6388F110 | 1210  | 21500   | SH | SOLE                  |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 206   | 13114   | SH | SOLE                  |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 18    | 12446   | SH | SOLE                  |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 19    | 10230   | SH | SOLE                  |
| MODINE MFG CO                  | COM              | 607828100 | 16995 | 3540566 | SH | SOLE                  |
| MONOGRAM BIOSCIENCES INC COM N | COM              | 60975U207 | 355   | 78400   | SH | SOLE                  |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MONSANTO CO NEW COM            | COM            | 61166W101 | 6409               | 86210              | SH         |              | SOLE                |         |
| MOOG INC CL A                  | COM            | 615394202 | 4004               | 155118             | SH         |              | SOLE                |         |
| MOOG INC CL B                  | COM            | 615394301 | 690                | 26700              | SH         |              | SOLE                |         |
| MORGAN STANLEY                 | COM            | 617446448 | 21278              | 746350             | SH         |              | SOLE                |         |
| MORGANS HOTEL GROUP CO COM     | COM            | 61748W108 | 162                | 42400              | SH         |              | SOLE                |         |
| MOSAIC CO/THE                  | COM            | 61945A107 | 874                | 19730              | SH         |              | SOLE                |         |
| MOSY INC                       | COM            | 619718109 | 53                 | 32000              | SH         |              | SOLE                |         |
| MOTOROLA INC                   | COM            | 620076109 | 418                | 63050              | SH         |              | SOLE                |         |
| MOVADO GROUP INC COM           | COM            | 624580106 | 713                | 67600              | SH         |              | SOLE                |         |
| MUELLER WATER PRODUCTS INC     | COM            | 624758108 | 316                | 84406              | SH         |              | SOLE                |         |
| MULTIMEDIA GAMES INC COM       | COM            | 625453105 | 95                 | 19055              | SH         |              | SOLE                |         |
| MURPHY OIL CORP COM            | COM            | 626717102 | 985                | 18130              | SH         |              | SOLE                |         |
| MVC CAP COM                    | COM            | 553829102 | 641                | 75750              | SH         |              | SOLE                |         |
| MWI VETERINARY SUPPLY INC      | COM            | 55402X105 | 1952               | 56000              | SH         |              | SOLE                |         |
| MYERS INDS INC                 | COM            | 628464109 | 14328              | 1722075            | SH         |              | SOLE                |         |
| NARA BANCORP INC COM           | COM            | 63080P105 | 2999               | 579000             | SH         |              | SOLE                |         |
| NASHUA CORP                    | COM            | 631226107 | 5818               | 868410             | SH         |              | SOLE                |         |
| NATCO GROUP INC                | COM            | 63227W203 | 1778               | 54000              | SH         |              | SOLE                |         |
| NATHANS FAMOUS INC NEW COM     | COM            | 632347100 | 1557               | 117000             | SH         |              | SOLE                |         |
| NATIONAL DENTEX CORP COM       | COM            | 63563H109 | 299                | 46000              | SH         |              | SOLE                |         |
| NATIONAL FUEL GAS CO N J COM   | COM            | 636180101 | 40879              | 1133000            | SH         |              | SOLE                |         |
| NATIONAL PRESTO INDS INC       | COM            | 637215104 | 715                | 9400               | SH         |              | SOLE                |         |
| NATIONAL-OILWELL INC COM       | COM            | 637071101 | 2397               | 73400              | SH         |              | SOLE                |         |
| NAVISTAR INTL CORP COM         | COM            | 63934E108 | 86404              | 1981742            | SH         |              | SOLE                |         |
| NCR CORP NEW COM               | COM            | 62886E108 | 28335              | 2395220            | SH         |              | SOLE                |         |
| NEW ALLIANCE BANCSHARES INC CO | COM            | 650203102 | 7368               | 640700             | SH         |              | SOLE                |         |
| NEW GERMANY FD COM (B:GF US)   | MUTUAL FUNDS   | 644465106 | 112                | 13000              | SH         |              | SOLE                |         |

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|                                    |           |       |         |    |                       |
|------------------------------------|-----------|-------|---------|----|-----------------------|
| NEW YORK CMNTY BANCORP INC COM COM | 649445103 | 458   | 42886   | SH | SOLE                  |
| NEWMARKET CORP COM                 | 651587107 | 3501  | 52000   | SH | SOLE                  |
| NEWMONT MINING CORP HOLDING CO COM | 651639106 | 7741  | 189410  | SH | SOLE                  |
| NEWS CORP CL A                     | 65248E104 | 70306 | 7717481 | SH | SOLE                  |
| NICOR INC COM                      | 654086107 | 2247  | 64900   | SH | SOLE                  |
| NIKE INC CL B                      | 654106103 | 1287  | 24850   | SH | SOLE                  |
| NISOURCE INC                       | 65473P105 | 294   | 25200   | SH | SOLE                  |
| NOBILITY HOMES INC COM             | 654892108 | 1595  | 192136  | SH | SOLE                  |
| NOBLE CORPORATION BAAR NAMEN - COM | H5833N103 | 1014  | 33520   | SH | SOLE                  |
| NORDSON CORP COM                   | 655663102 | 776   | 20000   | SH | SOLE                  |
| NORTHEAST UTILS COM                | 664397106 | 25371 | 1137187 | SH | SOLE                  |
| NORTHERN TRUST CORP                | 665859104 | 1705  | 31760   | SH | SOLE                  |
| NORTHROP GRUMMAN CORP (B:NOC)      | 666807102 | 1292  | 28275   | SH | SOLE                  |
| NORTHWESTERN CORP COM NEW          | 668074305 | 8562  | 376200  | SH | SOLE                  |
| NOVA CHEMICALS CORP COM            | 66977W109 | 1595  | 269000  | SH | SOLE                  |
| NRG ENERGY INC COM NEW             | 629377508 | 906   | 34900   | SH | SOLE                  |
| NSTAR COM                          | 67019E107 | 31839 | 991545  | SH | SOLE                  |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| NUTRI SYS INC NEW COM          | COM            | 67069D108 | 363                | 25000              | SH         |              | SOLE                |         |
| NYSE EURONEXT COM              | COM            | 629491101 | 1157               | 42452              | SH         |              | SOLE                |         |
| O REILLY AUTOMOTIVE INC COM    | COM            | 686091109 | 69249              | 1818522            | SH         |              | SOLE                |         |
| OCCIDENTAL PETE CORP           | COM            | 674599105 | 2847               | 43260              | SH         |              | SOLE                |         |
| OCEANEERING INTL INC COM       | COM            | 675232102 | 16527              | 365650             | SH         |              | SOLE                |         |
| ODYSSEY HEALTHCARE INC COM     | COM            | 67611V101 | 5294               | 515000             | SH         |              | SOLE                |         |
| OIL DRI CORP AMER COM          | COM            | 677864100 | 8335               | 561300             | SH         |              | SOLE                |         |
| OMNOVA SOLUTIONS INC COM       | COM            | 682129101 | 11196              | 3434283            | SH         |              | SOLE                |         |
| ONEOK INC NEW COM              | COM            | 682680103 | 7423               | 251718             | SH         |              | SOLE                |         |
| OPKO HEALTH INC COM            | COM            | 68375N103 | 27                 | 15000              | SH         |              | SOLE                |         |
| ORIENT-EXPRESS HOTELS LTD COM  | COM            | G67743107 | 4867               | 573300             | SH         |              | SOLE                |         |
| ORMAT TECHNOLOGIES INC         | COM            | 686688102 | 4035               | 100110             | SH         |              | SOLE                |         |
| ORTHOFIX INTL N V ORD          | COM            | N6748L102 | 7962               | 318350             | SH         |              | SOLE                |         |
| OSHKOSH CORP                   | COM            | 688239201 | 792                | 54500              | SH         |              | SOLE                |         |
| OSTEOTECH INC COM              | COM            | 688582105 | 63                 | 14300              | SH         |              | SOLE                |         |
| OTIX GLOBAL INC                | COM            | 68906N101 | 22                 | 28000              | SH         |              | SOLE                |         |
| OTTER TAIL CORPORATION COM     | COM            | 689648103 | 743                | 34000              | SH         |              | SOLE                |         |
| OWENS & MINOR INC NEW COM      | COM            | 690732102 | 3519               | 80300              | SH         |              | SOLE                |         |
| PACCAR INC                     | COM            | 693718108 | 4063               | 125280             | SH         |              | SOLE                |         |
| PACTIV CORP COM                | COM            | 695257105 | 3205               | 147700             | SH         |              | SOLE                |         |
| PAIN THERAPEUTICS INC COM      | COM            | 69562K100 | 2658               | 495000             | SH         |              | SOLE                |         |
| PALM HBR HOMES INC COM         | COM            | 696639103 | 204                | 95000              | SH         |              | SOLE                |         |
| PALOMAR MED TECHNOLOGIES INCCO | COM            | 697529303 | 1211               | 82200              | SH         |              | SOLE                |         |
| PARK ELECTROCHEMICAL CORP COM  | COM            | 700416209 | 13232              | 614600             | SH         |              | SOLE                |         |
| PARK OHIO HLDGS CORP COM       | COM            | 700666100 | 3645               | 1065771            | SH         |              | SOLE                |         |
| PATTERSON COMPANIES INC        | COM            | 703395103 | 9690               | 446527             | SH         |              | SOLE                |         |
| PEABODY ENERGY CORP COM        | COM            | 704549104 | 772                | 25600              | SH         |              | SOLE                |         |
| PENN NATIONAL GAMING INC COM   | COM            | 707569109 | 2620               | 90000              | SH         |              | SOLE                |         |
| PENNICHUCK CORP COM NEW        | COM            | 708254206 | 6848               | 300331             | SH         |              | SOLE                |         |
| PENSKE AUTOMOTIVE GRP INC COM  | COM            | 70959W103 | 8962               | 538600             | SH         |              | SOLE                |         |
| PEP BOYS MANNY MOE & JACK      | COM            | 713278109 | 8578               | 846000             | SH         |              | SOLE                |         |
| PEPSIAMERICAS                  | COM            | 71343P200 | 114741             | 4279793            | SH         |              | SOLE                |         |
| PEPSICO INC                    | COM            | 713448108 | 11272              | 205091             | SH         |              | SOLE                |         |
| PETROBRAS BRASILEIRO ADR SPONS | COM            | 71654V408 | 2971               | 72500              | SH         |              | SOLE                |         |
| PETROHAWK ENERGY CORP COM      | COM            | 716495106 | 324                | 14515              | SH         |              | SOLE                |         |
| PETROQUEST ENERGY INC COM      | COM            | 716748108 | 81                 | 22000              | SH         |              | SOLE                |         |
| PETRO-CANADA                   | COM            | 71644E102 | 1537               | 40000              | SH         |              | SOLE                |         |

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|                                |                  |           |       |         |     |      |
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| PFIZER INC                     | COM              | 717081103 | 3525  | 234985  | SH  | SOLE |
| PHHM 3.25% 5/15/2024           | CONVERTIBLE BOND | 696639AB9 | 410   | 1233000 | PRN | SOLE |
| PHILIP MORRIS INTL INC COM     | COM              | 718172109 | 244   | 5600    | SH  | SOLE |
| PIEDMONT NAT GAS INC COM       | COM              | 720186105 | 325   | 13500   | SH  | SOLE |
| PIER 1 IMPORTS INC SHS BEN INT | COM              | 720279108 | 44    | 22000   | SH  | SOLE |
| PINNACLE ENTMT INC COM         | COM              | 723456109 | 14438 | 1554100 | SH  | SOLE |
| PLANTRONICS                    | COM              | 727493108 | 851   | 45000   | SH  | SOLE |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PNC FINANCIAL CORP             | COM              | 693475105 | 4040               | 104100             | SH         |              | SOLE               |         |
| PNM RES INC                    | COM              | 69349H107 | 37931              | 3541656            | SH         |              | SOLE               |         |
| POLO RALPH LAUREN CORP         | COM              | 731572103 | 602                | 11240              | SH         |              | SOLE               |         |
| PORTUGAL TELECOM ADR (B:PT US) | COM              | 737273102 | 1553               | 159000             | SH         |              | SOLE               |         |
| POTASH CORP SASK INC           | COM              | 73755L107 | 908                | 9760               | SH         |              | SOLE               |         |
| PRECISION CASTPARTS CORP       | COM              | 740189105 | 91876              | 1258058            | SH         |              | SOLE               |         |
| PRIMEDIA INC COM NEW           | COM              | 74157K846 | 433                | 215650             | SH         |              | SOLE               |         |
| PRIVATEBANCORP INC COM         | COM              | 742962103 | 200                | 9000               | SH         |              | SOLE               |         |
| PROCTER & GAMBLE COMPANY       | COM              | 742718109 | 20699              | 405072             | SH         |              | SOLE               |         |
| PROLIANCE INTERNATIONAL INC    | COM              | 74340R104 | 72                 | 508709             | SH         |              | SOLE               |         |
| PROSHARES TR PSHS ULTRA FINL   | ETF/ISHARE - EQU | 74347R743 | 421                | 109000             | SH         |              | SOLE               |         |
| PROSHARES TR ULTRASHT SP500    | COM              | 74347R883 | 625                | 11300              | SH         |              | SOLE               |         |
| PROVIDENCE & WORCESTER RR COCO | COM              | 743737108 | 995                | 88400              | SH         |              | SOLE               |         |
| PSS WORLD MED INC COM          | COM              | 69366A100 | 1296               | 70000              | SH         |              | SOLE               |         |
| PZENA INVESTMENT MGMT INC CLAS | COM              | 74731Q103 | 205                | 27000              | SH         |              | SOLE               |         |
| QUALCOMM INC COM               | COM              | 747525103 | 1907               | 42200              | SH         |              | SOLE               |         |
| QUESTAR CORP COM               | COM              | 748356102 | 2547               | 82000              | SH         |              | SOLE               |         |
| QUIDEL CORP COM                | COM              | 74838J101 | 2370               | 162800             | SH         |              | SOLE               |         |
| QWEST COMMUNICATIONS INTL.     | COM              | 749121109 | 623                | 150233             | SH         |              | SOLE               |         |
| RALCORP HOLDINGS INC           | COM              | 751028101 | 5160               | 84700              | SH         |              | SOLE               |         |
| READING INTL INC CL A          | COM              | 755408101 | 46                 | 10000              | SH         |              | SOLE               |         |
| REPUBLIC SVCS INC CL A         | COM              | 760759100 | 39867              | 1633219            | SH         |              | SOLE               |         |
| RESEARCH IN MOTION LTD COM     | COM              | 760975102 | 1930               | 27150              | SH         |              | SOLE               |         |
| REVLON INC CL A                | COM              | 761525609 | 136                | 25000              | SH         |              | SOLE               |         |
| RIO TINTO LTD ADR SPONSORED (B | COM              | 767204100 | 1848               | 11280              | SH         |              | SOLE               |         |
| ROBBINS & MYERS INC            | COM              | 770196103 | 6351               | 329900             | SH         |              | SOLE               |         |
| ROCKWELL AUTOMATION INC (B:ROK | COM              | 773903109 | 19413              | 604400             | SH         |              | SOLE               |         |
| ROCKWELL COLLINS INC COM       | COM              | 774341101 | 1590               | 38100              | SH         |              | SOLE               |         |
| ROCKWOOD HLDGS INC COM         | COM              | 774415103 | 1420               | 97000              | SH         |              | SOLE               |         |
| ROGERS COMMUNICATIONS CL B     | COM              | 775109200 | 19929              | 773957             | SH         |              | SOLE               |         |
| ROLLINS INC                    | COM              | 775711104 | 55741              | 3220146            | SH         |              | SOLE               |         |
| ROPER 1.481% 01/15/34          | CONVERTIBLE BOND | 776696AA4 | 165                | 295000             | PRN        |              | SOLE               |         |
| ROPER INDS INC NEW             | COM              | 776696106 | 3178               | 70150              | SH         |              | SOLE               |         |
| ROWAN COS INC                  | COM              | 779382100 | 18970              | 981900             | SH         |              | SOLE               |         |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM              | 780259206 | 1964               | 39126              | SH         |              | SOLE               |         |
| RPC INC. COMMON                | COM              | 749660106 | 45150              | 5407152            | SH         |              | SOLE               |         |
| RTI BIOLOGICS INC COM          | COM              | 74975N105 | 1021               | 238100             | SH         |              | SOLE               |         |
| RUSH ENTERPRISES INC CL B      | COM              | 781846308 | 4381               | 442121             | SH         |              | SOLE               |         |
| SAFEWAY INC COM NEW            | COM              | 786514208 | 5178               | 254200             | SH         |              | SOLE               |         |
| SALEM COMMUNICATIONS CORP DECL | COM              | 794093104 | 1184               | 1233113            | SH         |              | SOLE               |         |
| SALLY BEAUTY HLDGS INC COM     | COM              | 79546E104 | 9768               | 1535920            | SH         |              | SOLE               |         |
| SANDISK CORP COM               | COM              | 80004C101 | 617                | 42000              | SH         |              | SOLE               |         |
| SARA LEE CORP COM              | COM              | 803111103 | 9745               | 998500             | SH         |              | SOLE               |         |
| SCHEIN HENRY INC COM           | COM              | 806407102 | 19727              | 411408             | SH         |              | SOLE               |         |

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GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE

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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>DSCRETN | O<br>MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SCHERING PLOUGH CORP           | COM            | 806605101 | 25285              | 1006565            | SH         |              | SOLE               |         |
| SCHIFF NUTRITION INTL INC COM  | COM            | 806693107 | 11174              | 2195274            | SH         |              | SOLE               |         |
| SCHLUMBERGER                   | COM            | 806857108 | 1592               | 29429              | SH         |              | SOLE               |         |
| SCHWAB CHARLES CORP NEW        | COM            | 808513105 | 1587               | 90500              | SH         |              | SOLE               |         |
| SCHWEITZER-MAUDUIT INTL INC CO | COM            | 808541106 | 898                | 33000              | SH         |              | SOLE               |         |
| SCRIPPS E W CO OHIO CL A       | COM            | 811054402 | 2766               | 1323270            | SH         |              | SOLE               |         |
| SCRIPPS NETWORKS INTERAC       | COM            | 811065101 | 50360              | 1809566            | SH         |              | SOLE               |         |
| SEACOAST BKG CORP FLA COM      | COM            | 811707306 | 182                | 75100              | SH         |              | SOLE               |         |
| SECTOR SPDR TR SHS BEN INT-FIN | MUTUAL FUNDS   | 81369Y605 | 1554               | 130000             | SH         |              | SOLE               |         |
| SENSIENT TECHNOLOGIES CORP     | COM            | 81725T100 | 48346              | 2142060            | SH         |              | SOLE               |         |
| SINCLAIR BROADCAST GROUP INCCL | COM            | 829226109 | 3198               | 1648692            | SH         |              | SOLE               |         |
| SIRIUS XM RADIO INC COM        | COM            | 82967N108 | 146                | 340400             | SH         |              | SOLE               |         |
| SJW CORP COM                   | COM            | 784305104 | 6942               | 305815             | SH         |              | SOLE               |         |
| SKYLINE CORP                   | COM            | 830830105 | 12853              | 590920             | SH         |              | SOLE               |         |
| SL INDS INC COM                | COM            | 784413106 | 9408               | 1343986            | SH         |              | SOLE               |         |
| SLM CORP COM                   | COM            | 78442P106 | 10017              | 975400             | SH         |              | SOLE               |         |
| SMART BALANCE INC COM          | COM            | 83169Y108 | 1022               | 150000             | SH         |              | SOLE               |         |
| SMITH A O CORP COM             | COM            | 831865209 | 228                | 7000               | SH         |              | SOLE               |         |
| SMUCKER J M CO COM NEW         | COM            | 832696405 | 1080               | 22185              | SH         |              | SOLE               |         |
| SONESTA INTL HOTELS CORP CL A  | COM            | 835438409 | 4415               | 498596             | SH         |              | SOLE               |         |
| SOUTH JERSEY INDS INC COM      | COM            | 838518108 | 255                | 7300               | SH         |              | SOLE               |         |
| SOUTHERN UN CO NEW COM         | COM            | 844030106 | 3483               | 189410             | SH         |              | SOLE               |         |
| SOUTHWEST GAS CORP             | COM            | 844895102 | 35392              | 1593495            | SH         |              | SOLE               |         |
| SP AQUISITION HOLDING-UNITS    | COM            | 78470A203 | 97                 | 10000              | SH         |              | SOLE               |         |
| SPARTAN MTRS INC COM           | COM            | 846819100 | 3286               | 290000             | SH         |              | SOLE               |         |
| SPECTRA ENERGY CORP COM        | COM            | 847560109 | 5909               | 349245             | SH         |              | SOLE               |         |
| SPRINT NEXTEL CORP             | COM            | 852061100 | 56319              | 11708786           | SH         |              | SOLE               |         |
| ST JUDE MEDICAL CENTER INC     | COM            | 790849103 | 1001               | 24350              | SH         |              | SOLE               |         |
| ST. JOE COMPANY                | COM            | 790148100 | 384                | 14500              | SH         |              | SOLE               |         |
| STANDARD MTR PRODS INC CLASS A | COM            | 853666105 | 14922              | 1804375            | SH         |              | SOLE               |         |
| STANDEX INTL CORP              | COM            | 854231107 | 1334               | 115000             | SH         |              | SOLE               |         |
| STARRETT L S CO CL A           | COM            | 855668109 | 579                | 85200              | SH         |              | SOLE               |         |
| STARWOOD HOTELS & RESORTS WRLD | COM            | 85590A401 | 1576               | 71000              | SH         |              | SOLE               |         |
| STATE STREET CORP              | COM            | 857477103 | 7796               | 165170             | SH         |              | SOLE               |         |
| STEAK N SHAKE CO COM           | COM            | 857873103 | 7591               | 868500             | SH         |              | SOLE               |         |
| STERLING BANCORP COM           | COM            | 859158107 | 8767               | 1049935            | SH         |              | SOLE               |         |
| STEWART ENTERPRISES INC CL A   | COM            | 860370105 | 96                 | 20000              | SH         |              | SOLE               |         |
| STONERIDGE INC                 | COM            | 86183P102 | 1752               | 365000             | SH         |              | SOLE               |         |
| STRATTEC SECURITY CORP.        | COM            | 863111100 | 1751               | 126920             | SH         |              | SOLE               |         |
| STRYKER CORP                   | COM            | 863667101 | 1156               | 29100              | SH         |              | SOLE               |         |
| SUN MICROSYSTEMS INC CO        | COM            | 866810203 | 66246              | 7185072            | SH         |              | SOLE               |         |
| SUNCOR INC COM                 | COM            | 867229106 | 443                | 14600              | SH         |              | SOLE               |         |
| SUNPOWER CORP COM CL A         | COM            | 867652109 | 862                | 32400              | SH         |              | SOLE               |         |
| SUNPOWER CORP COM CL B         | COM            | 867652307 | 647                | 27000              | SH         |              | SOLE               |         |

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|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SUPERIOR INDS INTL INC      | COM            | 868168105 | 4738               | 336000             | SH         |              | SOLE               |         |
| SUPERVALU INC COMMON        | COM            | 868536103 | 674                | 52029              | SH         |              | SOLE               |         |
| SWS GROUP INC               | COM            | 78503N107 | 13499              | 966300             | SH         |              | SOLE               |         |
| SYCAMORE NETWORKS           | COM            | 871206108 | 2331               | 744600             | SH         |              | SOLE               |         |
| SYNERON MEDICAL LTD ORD SHS | COM            | M87245102 | 217                | 30000              | SH         |              | SOLE               |         |

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|                                |     |           |       |         |    |                       |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| SYNGENTA AG ADR SPONSORED      | COM | 87160A100 | 1997  | 42935   | SH | SOLE                  |
| T ROWE PRICE GROUP INC         | COM | 74144T108 | 5916  | 141980  | SH | SOLE                  |
| TAKE-TWO INTERACTIVE SOFTWARE  | COM | 874054109 | 13291 | 1403500 | SH | SOLE                  |
| TD AMERITRADE HLDG CORP        | COM | 87236Y108 | 584   | 33300   | SH | SOLE                  |
| TECH OPS SEVCON INC            | COM | 878293109 | 1131  | 430019  | SH | SOLE                  |
| TECO ENERGY INC COM            | COM | 872375100 | 2093  | 175422  | SH | SOLE                  |
| TELECOM ARGENTINA SA ADR       | COM | 879273209 | 205   | 16000   | SH | SOLE                  |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 1086  | 16000   | SH | SOLE                  |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 54065 | 2082626 | SH | SOLE                  |
| TELEPHONE & DATA SYSTEM INC.   | COM | 879433100 | 89234 | 3153157 | SH | SOLE                  |
| TENARIS S A SPONSORED ADR      | COM | 88031M109 | 1541  | 57000   | SH | SOLE                  |
| TENNANT CO                     | COM | 880345103 | 10583 | 575490  | SH | SOLE                  |
| TENNECO AUTOMOTIVE INC COM     | COM | 880349105 | 9089  | 857425  | SH | SOLE                  |
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 304   | 6170    | SH | SOLE                  |
| TEXAS INSTRUMENTS INC          | COM | 882508104 | 11350 | 532848  | SH | SOLE                  |
| TEXTRON INC                    | COM | 883203101 | 11656 | 1206600 | SH | SOLE                  |
| THE SCOTTS MIRACLE GRO CO      | COM | 810186106 | 2887  | 82380   | SH | SOLE                  |
| THERMO FISHER SCIENTIFIC INC   | COM | 883556102 | 245   | 6000    | SH | SOLE                  |
| THOMAS & BETTS CORP            | COM | 884315102 | 72893 | 2525743 | SH | SOLE                  |
| TICKETMASTER COM               | COM | 88633P302 | 151   | 23582   | SH | SOLE                  |
| TIFFANY & CO NEW COM           | COM | 886547108 | 1355  | 53420   | SH | SOLE                  |
| TIME WARNER CABLE INC COM      | COM | 88732J207 | 3279  | 103543  | SH | SOLE                  |
| TIME WARNER INC COM            | COM | 887317303 | 86584 | 3437220 | SH | SOLE                  |
| TOLL BROS INC COM              | COM | 889478103 | 494   | 29100   | SH | SOLE                  |
| TOOTSIE ROLL INDS INC          | COM | 890516107 | 28385 | 1250976 | SH | SOLE                  |
| TRACTOR SUPPLY CO COM          | COM | 892356106 | 8285  | 200500  | SH | SOLE                  |
| TRANS LUX CORP                 | COM | 893247106 | 90    | 105800  | SH | SOLE                  |
| TRANSACT TECHNOLOGIES INC COM  | COM | 892918103 | 614   | 123200  | SH | SOLE                  |
| TRANSOCEAN LTD ZUG NAMEN AKT   | COM | H8817H100 | 8751  | 117800  | SH | SOLE                  |
| TRAVELERS COMPANIES INC        | COM | 89417E109 | 672   | 16367   | SH | SOLE                  |
| TREDEGAR INDS INC              | COM | 894650100 | 34416 | 2583783 | SH | SOLE                  |
| TRIDENT MICROSYSTEMS INC COM   | COM | 895919108 | 974   | 560000  | SH | SOLE                  |
| TRIMBLE NAV LTD COM            | COM | 896239100 | 601   | 30600   | SH | SOLE                  |
| TRW AUTOMOTIVE HOLDINGS CORP   | COM | 87264S106 | 565   | 50000   | SH | SOLE                  |
| TYCO INTERNATIONAL LTD SHS     | COM | H89128104 | 15830 | 609321  | SH | SOLE                  |
| TYLER TECHNOLOGIES INC COM     | COM | 902252105 | 4176  | 267370  | SH | SOLE                  |
| TYSON FOODS INC                | COM | 902494103 | 145   | 11500   | SH | SOLE                  |
| UNDER ARMOUR INC CL A          | COM | 904311107 | 714   | 31900   | SH | SOLE                  |
| UNION DRILLING INC COM         | COM | 90653P105 | 794   | 120000  | 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 |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| UNISOURCE ENERGY CORP COM      | COM            | 909205106 | 5749               | 216600             | SH         |              | SOLE              |    |
| UNITED GUARDIAN INC COM        | COM            | 910571108 | 1707               | 184326             | SH         |              | SOLE              |    |
| UNITED RENTALS INC COM         | COM            | 911363109 | 519                | 80000              | SH         |              | SOLE              |    |
| UNITED STATES CELLULAR CORP    | COM            | 911684108 | 109657             | 2851949            | SH         |              | SOLE              |    |
| UNITED TECHNOLOGIES CORP       | COM            | 913017109 | 1726               | 33216              | SH         |              | SOLE              |    |
| UNITEDHEALTH GROUP INC COM     | COM            | 91324P102 | 19031              | 761850             | SH         |              | SOLE              |    |
| UNIVERSAL TECHNICAL INST INCCO | COM            | 913915104 | 3565               | 238800             | SH         |              | SOLE              |    |
| VALLEY NATL BANCORP COM        | COM            | 919794107 | 738                | 63083              | SH         |              | SOLE              |    |
| VALMONT INDS INC               | COM            | 920253101 | 730                | 10125              | SH         |              | SOLE              |    |
| VALUECLICK INC COM             | COM            | 92046N102 | 4646               | 441600             | SH         |              | SOLE              |    |
| VARIAN MED SYS INC COM         | COM            | 92220P105 | 574                | 16340              | SH         |              | SOLE              |    |
| VASCULAR SOLUTIONS INC COM     | COM            | 92231M109 | 3440               | 439871             | SH         |              | SOLE              |    |
| VERIZON COMMUNICATIONS         | COM            | 92343V104 | 11845              | 385457             | SH         |              | SOLE              |    |
| VIACOM INC NEW CL A            | COM            | 92553P102 | 70930              | 2957867            | SH         |              | SOLE              |    |
| VIACOM INC NEW CL B            | COM            | 92553P201 | 6624               | 291817             | SH         |              | SOLE              |    |

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|   |           |       |         |    |                       |
|---|-----------|-------|---------|----|-----------------------|
| VILLAGE SUPER MKT INC CL A NEW COM          | 927107409 | 3820  | 128400  | SH | SOLE                  |
| VIMPEL COMMUNICATIONS ADR (B:V COM          | 68370R109 | 5067  | 430500  | SH | SOLE                  |
| VISA INC-CLASS A SHRS                       | 92826C839 | 1516  | 24350   | SH | SOLE                  |
| W D 40 COMPANY                              | 929236107 | 1189  | 41000   | SH | SOLE                  |
| WADDELL & REED FINL INC CL A                | 930059100 | 31676 | 1201200 | SH | SOLE                  |
| WAL MART STORES INC                         | 931142103 | 3230  | 66675   | SH | SOLE                  |
| WALGREEN COMPANY                            | 931422109 | 13593 | 462352  | SH | SOLE                  |
| WARNER MUSIC GROUP CORP COM                 | 934550104 | 1053  | 180000  | SH | SOLE                  |
| WASTE CONNECTIONS INC COM                   | 941053100 | 259   | 10000   | SH | SOLE                  |
| WASTE MGMT INC DEL COM                      | 94106L109 | 41966 | 1490279 | SH | SOLE                  |
| WASTE SERVICES INC DEL COM NEW COM          | 941075202 | 285   | 55000   | SH | SOLE                  |
| WATTS WATER TECHNOLOGIES                    | 942749102 | 61265 | 2844256 | SH | SOLE                  |
| WCA WASTE CORP COM                          | 92926K103 | 378   | 100000  | SH | SOLE                  |
| WEATHERFORD INTERNATIONAL LTD               | H27013103 | 14456 | 739080  | SH | SOLE                  |
| WEBS INDEX FD INC JAPAN WEBS S MUTUAL FUNDS | 464286848 | 538   | 57000   | SH | SOLE                  |
| WEIS MKTS INC                               | 948849104 | 1994  | 59500   | SH | SOLE                  |
| WELLS FARGO & CO NEW                        | 949746101 | 38795 | 1599154 | SH | SOLE                  |
| WENDYS/ARBYS GROUP INC                      | 950587105 | 721   | 180310  | SH | SOLE                  |
| WESTAR ENERGY INC                           | 95709T100 | 55096 | 2935308 | SH | SOLE                  |
| WESTWOOD HLDGS GROUP INC COM                | 961765104 | 39707 | 949700  | SH | SOLE                  |
| WHX CORP                                    | 929248607 | 1853  | 712707  | SH | SOLE                  |
| WILLIS GROUP HOLDINGS LTD SHS               | G96655108 | 555   | 21559   | SH | SOLE                  |
| WILMINGTON TR CORP COM                      | 971807102 | 4608  | 337300  | SH | SOLE                  |
| WIND RIV SYS INC COM                        | 973149107 | 1100  | 96000   | SH | SOLE                  |
| WINDSTREAM CORP COM                         | 97381W104 | 924   | 110503  | SH | SOLE                  |
| WINN DIXIE STORES INC COM NEW               | 974280307 | 7104  | 566500  | SH | SOLE                  |
| WOLVERINE WORLD WIDE INC COM                | 978097103 | 3433  | 155624  | SH | SOLE                  |
| WOODWARD GOVERNOR CO COM                    | 980745103 | 15963 | 806200  | SH | SOLE                  |
| WORLD WRESTLING ENTERTAINMENT               | 98156Q108 | 687   | 54660   | 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 | O<br>MA |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| WPT ENTERPRISES INC          | COM            | 98211W108 | 55                 | 45503              | SH         |              | SOLE              |         |
| WYETH (B:WYE)                | COM            | 983024100 | 59296              | 1306365            | SH         |              | SOLE              |         |
| WYNDHAM WORLDWIDE CORP COM   | COM            | 98310W108 | 159                | 13148              | SH         |              | SOLE              |         |
| WYNN RESORTS LTD COM         | COM            | 983134107 | 9849               | 279000             | SH         |              | SOLE              |         |
| XCEL ENERGY INC COM          | COM            | 98389B100 | 2289               | 124350             | SH         |              | SOLE              |         |
| XEROX CORP                   | COM            | 984121103 | 1750               | 270000             | SH         |              | SOLE              |         |
| XTO ENERGY INC COM           | COM            | 98385X106 | 1343               | 35212              | SH         |              | SOLE              |         |
| YAHOO INC.                   | COM            | 984332106 | 5332               | 340480             | SH         |              | SOLE              |         |
| YOUBET COM INC COM           | COM            | 987413101 | 33                 | 10000              | SH         |              | SOLE              |         |
| YOUNG INNOVATIONS INC COM    | COM            | 987520103 | 6269               | 287422             | SH         |              | SOLE              |         |
| YUM BRANDS INC COM           | COM            | 988498101 | 667                | 20000              | SH         |              | SOLE              |         |
| ZEBRA TECHNOLOGIES CORP CL A | COM            | 989207105 | 8589               | 363000             | SH         |              | SOLE              |         |
| ZEP INC                      | COM            | 98944B108 | 27708              | 2299446            | SH         |              | SOLE              |         |
| ZIMMER HLDGS INC COM         | COM            | 98956P102 | 20402              | 478925             | SH         |              | SOLE              |         |
| ZORAN CORP COM               | COM            | 98975F101 | 1145               | 105000             | SH         |              | SOLE              |         |
| ZYGO CORP COM                | COM            | 989855101 | 1398               | 300000             | SH         |              | SOLE              |         |

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GABELLI FUNDS, LLC

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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 | O<br>MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A     | COM              | 68243Q106 | 165                | 86000              | SH         |              | SOLE              |         |
| 3M CO.                         | COM              | 88579Y101 | 301                | 5000               | SH         |              | SOLE              |         |
| 3SBIO INC SPONSORED ADR        | COM              | 88575Y105 | 206                | 25000              | SH         |              | SOLE              |         |
| A H BELO CORP COM CL A         | COM              | 001282102 | 31                 | 32000              | SH         |              | SOLE              |         |
| A POWER ENERGY GENERAT         | COM              | G04136100 | 80                 | 10000              | SH         |              | SOLE              |         |
| A T & T INC (NEW)              | COM              | 00206R102 | 39073              | 1573000            | SH         |              | SOLE              |         |
| AAR CORP COM                   | COM              | 000361105 | 401                | 25000              | SH         |              | SOLE              |         |
| AARON'S INC                    | COM              | 002535300 | 5540               | 235750             | SH         |              | SOLE              |         |
| ABB LTD SPONSORED ADR          | COM              | 000375204 | 12387              | 785000             | SH         |              | SOLE              |         |
| ABBOTT LABS                    | COM              | 002824100 | 11078              | 235500             | SH         |              | SOLE              |         |
| ABOVENET INC COM               | COM              | 00374N107 | 1150               | 14200              | SH         |              | SOLE              |         |
| ACCO BRANDS CORP COM           | COM              | 00081T108 | 189                | 67000              | SH         |              | SOLE              |         |
| ACTIVISION BLIZZARD, INC       | COM              | 00507V109 | 834                | 66000              | SH         |              | SOLE              |         |
| ACUITY BRANDS INC (B:AYI) COM  | COM              | 00508Y102 | 1571               | 56000              | SH         |              | SOLE              |         |
| ADA ES INC COM                 | COM              | 005208103 | 40                 | 10000              | SH         |              | SOLE              |         |
| ADAMS GOLF INC COM NEW         | COM              | 006228209 | 31                 | 12750              | SH         |              | SOLE              |         |
| ADOBE SYSTEMS INC COM          | COM              | 00724F101 | 3368               | 119000             | SH         |              | SOLE              |         |
| AES CORP COM                   | COM              | 00130H105 | 15000              | 1292000            | SH         |              | SOLE              |         |
| AES TR III TR P CV SC 6.75     | CONVERTIBLE PREF | 00808N202 | 257                | 6000               | SH         |              | SOLE              |         |
| AETNA INC (B:AET) COM          | COM              | 00817Y108 | 977                | 39000              | SH         |              | SOLE              |         |
| AFLAC INC COM                  | COM              | 001055102 | 5285               | 170000             | SH         |              | SOLE              |         |
| AGL RES INC COM                | COM              | 001204106 | 2687               | 84500              | SH         |              | SOLE              |         |
| AGNICO-EAGLE MINES (USD)       | COM              | 008474108 | 63282              | 1205831            | SH         |              | SOLE              |         |
| AIRGAS INC COM                 | COM              | 009363102 | 770                | 19000              | SH         |              | SOLE              |         |
| AKAMAI TECHNOLOGIES INC COM    | COM              | 00971T101 | 518                | 27000              | SH         |              | SOLE              |         |
| AKEENA SOLAR INC DE COM        | COM              | 009720103 | 19                 | 15000              | SH         |              | SOLE              |         |
| ALBANY INTL CORP NEW CL A      | COM              | 012348108 | 182                | 16000              | SH         |              | SOLE              |         |
| ALBEMARLE CORP COM             | COM              | 012653101 | 3222               | 126000             | SH         |              | SOLE              |         |
| ALBERTO CULVER CO NEW COM      | COM              | 013078100 | 9165               | 360420             | SH         |              | SOLE              |         |
| ALCATEL LUCENT ADR SPONS 1/5SH | COM              | 013904305 | 149                | 60000              | SH         |              | SOLE              |         |
| ALCOA 5.250% 03/15/14          | CONVERTIBLE BOND | 013817AT8 | 827                | 470000             | PRN        |              | SOLE              |         |
| ALCOA INC COM                  | COM              | 013817101 | 11663              | 1129000            | SH         |              | SOLE              |         |
| ALCON INC COM SHS              | COM              | H01301102 | 4262               | 36700              | SH         |              | SOLE              |         |
| ALEXANDRIA REAL EST EQTS INCCO | COM              | 015271109 | 215                | 6000               | SH         |              | SOLE              |         |

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|                                |     |           |       |        |    |                    |
|--------------------------------|-----|-----------|-------|--------|----|--------------------|
| ALIGN TECHNOLOGY INC COM       | COM | 016255101 | 827   | 78000  | SH | SOLE               |
| ALLEGHANY CORP DEL             | COM | 017175100 | 8761  | 32329  | SH | SOLE               |
| ALLEGHENY ENERGY INC COM       | COM | 017361106 | 21520 | 839000 | SH | SOLE               |
| ALLERGAN INC                   | COM | 018490102 | 9466  | 198958 | SH | SOLE               |
| ALLETE INC COM NEW             | COM | 018522300 | 4600  | 160000 | SH | SOLE               |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 6951  | 346000 | SH | SOLE               |
| ALLIANCE DATA SYS CORP COM     | COM | 018581108 | 395   | 9600   | SH | SOLE               |
| ALLIANCE HOLDINGS GP LP COM UN | COM | 01861G100 | 461   | 24000  | SH | SOLE               |
| ALLIANT ENERGY CORP COM        | COM | 018802108 | 4050  | 155000 | SH | SOLE               |
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|--------------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ALLSTATE CORP COM                    | COM              | 020002101 | 2782               | 114000             | SH         |              | SOLE               |         |
| ALTRIA GROUP INC COM                 | COM              | 02209S103 | 1426               | 87000              | SH         |              | SOLE               |         |
| AMAZON.COM INC                       | COM              | 023135106 | 4710               | 56300              | SH         |              | SOLE               |         |
| AMD 5.750% 08/15/12                  | CONVERTIBLE BOND | 007903AN7 | 124                | 200000             | PRN        |              | SOLE               |         |
| AMDL INC COM PAR 2006                | COM              | 00167K500 | 119                | 158500             | SH         |              | SOLE               |         |
| AMEDISYS INC COM                     | COM              | 023436108 | 396                | 12000              | SH         |              | SOLE               |         |
| AMEREN CORP COM                      | COM              | 023608102 | 7965               | 320000             | SH         |              | SOLE               |         |
| AMERICA MOVIL S A DE C V SPONS       | COM              | 02364W105 | 15937              | 411600             | SH         |              | SOLE               |         |
| AMERICAN ELECTRIC POWER              | COM              | 025537101 | 18230              | 631000             | SH         |              | SOLE               |         |
| AMERICAN EXPRESS CO                  | COM              | 025816109 | 49118              | 2113500            | SH         |              | SOLE               |         |
| AMERICAN INTL GROUP INC              | COM              | 026874107 | 116                | 100000             | SH         |              | SOLE               |         |
| AMERICAN STS WTR CO COM              | COM              | 029899101 | 970                | 28000              | SH         |              | SOLE               |         |
| AMERICAN TOWER SYSTEMS CL A          | COM              | 029912201 | 363                | 11500              | SH         |              | SOLE               |         |
| AMERICAN WATER WORKS CO INC          | COM              | 030420103 | 10312              | 539600             | SH         |              | SOLE               |         |
| AMERIPRISE FINL INC COM              | COM              | 03076C106 | 2330               | 96000              | SH         |              | SOLE               |         |
| AMERISOURCEBERGEN CORP COM           | COM              | 03073E105 | 319                | 18000              | SH         |              | SOLE               |         |
| AMETEK INC NEW COM                   | COM              | 031100100 | 42153              | 1219000            | SH         |              | SOLE               |         |
| AMGEN INC                            | COM              | 031162100 | 4447               | 84000              | SH         |              | SOLE               |         |
| AMICAS INC                           | COM              | 001712108 | 1518               | 546000             | SH         |              | SOLE               |         |
| AMPCO PITTSBURGH CORP                | COM              | 032037103 | 8630               | 368000             | SH         |              | SOLE               |         |
| AMPHENOL CORP NEW CL A               | COM              | 032095101 | 424                | 13400              | SH         |              | SOLE               |         |
| AMR CORP                             | COM              | 001765106 | 804                | 200000             | SH         |              | SOLE               |         |
| ANADARKO PETE CORP COM               | COM              | 032511107 | 10031              | 221000             | SH         |              | SOLE               |         |
| ANGIODYNAMICS INC COM                | COM              | 03475V101 | 3791               | 285700             | SH         |              | SOLE               |         |
| ANGLOGOLD LTD SPONSORED ADR          | COM              | 035128206 | 23231              | 634200             | SH         |              | SOLE               |         |
| ANIMAL HEALTH INTERNATIONAL          | COM              | 03525N109 | 519                | 335000             | SH         |              | SOLE               |         |
| ANIXTER INTL INC COM                 | COM              | 035290105 | 413                | 11000              | SH         |              | SOLE               |         |
| APACHE CORP                          | COM              | 037411105 | 15296              | 212000             | SH         |              | SOLE               |         |
| APPLE COMPUTER INC                   | COM              | 037833100 | 18758              | 131700             | SH         |              | SOLE               |         |
| APPLIED MATLS INC COM                | COM              | 038222105 | 303                | 27500              | SH         |              | SOLE               |         |
| APTARGROUP INC. COM                  | COM              | 038336103 | 1182               | 35000              | SH         |              | SOLE               |         |
| AQUA AMERICA INC                     | COM              | 03836W103 | 3129               | 174832             | SH         |              | SOLE               |         |
| ARCH CHEMICALS INC COM               | COM              | 03937R102 | 910                | 37000              | SH         |              | SOLE               |         |
| ARCH COAL INC COM                    | COM              | 039380100 | 215                | 14000              | SH         |              | SOLE               |         |
| ARCHER DANIELS MIDLAND               | COM              | 039483102 | 33088              | 1236000            | SH         |              | SOLE               |         |
| ARCHER DANIELS MIDLAND 6.25% 6 UNITS | COM              | 039483201 | 401                | 11000              | SH         |              | SOLE               |         |
| ARGO GROUP INTL HLDGS LTD COM        | COM              | G0464B107 | 3322               | 117729             | SH         |              | SOLE               |         |
| ARRAY BIOPHARMA INC COM              | COM              | 04269X105 | 110                | 35000              | SH         |              | SOLE               |         |
| ARTESIAN RES CORP COM CL A           | COM              | 043113208 | 490                | 30750              | SH         |              | SOLE               |         |
| ARTHROCARE CORP                      | COM              | 043136100 | 2759               | 255500             | SH         |              | SOLE               |         |
| ASCENT MEDIA CORP COM SER A          | COM              | 043632108 | 5488               | 206458             | SH         |              | DEFINED            |         |
| ASHLAND INC NEW COM                  | COM              | 044209104 | 8892               | 317000             | SH         |              | SOLE               |         |
| ASTORIA FINL CORP COM                | COM              | 046265104 | 686                | 80000              | SH         |              | SOLE               |         |
| ASTRONICS CORP COM                   | COM              | 046433108 | 104                | 10000              | SH         |              | SOLE               |         |
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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ATLANTIC TELE NETWORK INC COM   | COM            | 049079205 | 2161               | 55000              | SH         |              | SOLE               |         |
| ATMOS ENERGY CORP COM           | COM            | 049560105 | 6661               | 266000             | SH         |              | SOLE               |         |
| AUTONATION INC                  | COM            | 05329W102 | 7426               | 428000             | SH         |              | SOLE               |         |
| AUTOZONE INC                    | COM            | 053332102 | 1964               | 13000              | SH         |              | SOLE               |         |
| AVISTA CORP COM                 | COM            | 05379B107 | 4746               | 266500             | SH         |              | SOLE               |         |
| AVON PRODUCTS INC               | COM            | 054303102 | 8533               | 331000             | SH         |              | SOLE               |         |
| AXSYS TECHNOLOGIES INC COM      | COM            | 054615109 | 19632              | 366000             | SH         |              | SOLE               |         |
| BADGER METER INC COM            | COM            | 056525108 | 2169               | 52900              | SH         |              | SOLE               |         |
| BAKER HUGHES INC                | COM            | 057224107 | 2879               | 79000              | SH         |              | SOLE               |         |
| BALDOR ELEC CO COM              | COM            | 057741100 | 20459              | 860000             | SH         |              | SOLE               |         |
| BALDWIN TECHNOLOGY INC CL A     | COM            | 058264102 | 608                | 607700             | SH         |              | SOLE               |         |
| BANCO SANTANDER CENT HISP ADR ( | COM            | 05964H105 | 3025               | 250000             | SH         |              | SOLE               |         |
| BANK FLA CORP NAPLES COM        | COM            | 062128103 | 315                | 100000             | SH         |              | SOLE               |         |
| BANK OF AMERICA                 | COM            | 060505104 | 18320              | 1387876            | SH         |              | SOLE               |         |
| BANK OF NEW YORK MELLON CORP    | COM            | 064058100 | 60160              | 2052547            | SH         |              | SOLE               |         |
| BARNES GROUP INC COM            | COM            | 067806109 | 226                | 19000              | SH         |              | SOLE               |         |
| BARRICK GOLD (R:ABX.N B:ABX US) | COM            | 067901108 | 52664              | 1569703            | SH         |              | SOLE               |         |
| BASSETT FURNITURE INDS          | COM            | 070203104 | 33                 | 12000              | SH         |              | SOLE               |         |
| BAXTER INTL INC COM             | COM            | 071813109 | 16524              | 312000             | SH         |              | SOLE               |         |
| BCE INC                         | COM            | 05534B760 | 22747              | 1101000            | SH         |              | SOLE               |         |
| BEASLEY BROADCAST GRP INC.      | COM            | 074014101 | 239                | 109000             | SH         |              | SOLE               |         |
| BECTON DICKINSON & CO COM       | COM            | 075887109 | 11082              | 155400             | SH         |              | SOLE               |         |
| BED BATH & BEYOND INC           | COM            | 075896100 | 1538               | 50000              | SH         |              | SOLE               |         |
| BEL FUSE INC CL A               | COM            | 077347201 | 3945               | 281000             | SH         |              | SOLE               |         |
| BELDEN CDT INC                  | COM            | 077454106 | 1052               | 63000              | SH         |              | SOLE               |         |
| BELO CORP                       | COM            | 080555105 | 739                | 413000             | SH         |              | SOLE               |         |
| BERKSHIRE HATHAWAY              | COM            | 084670108 | 31320              | 348                | SH         |              | SOLE               |         |
| BEST BUY INC COM                | COM            | 086516101 | 670                | 20000              | SH         |              | SOLE               |         |
| BHP BILLITON LTD SPONSORED ADR  | COM            | 088606108 | 5364               | 98000              | SH         |              | SOLE               |         |
| BIG 5 SPORTING GOODS CORP COM   | COM            | 08915P101 | 553                | 50000              | SH         |              | SOLE               |         |
| BIO RAD LABS INC CL A           | COM            | 090572207 | 566                | 7500               | SH         |              | SOLE               |         |
| BIOGEN IDEC INC                 | COM            | 09062X103 | 4646               | 102900             | SH         |              | SOLE               |         |
| BIOLASE TECHNOLOGY INC COM      | COM            | 090911108 | 101                | 60000              | SH         |              | SOLE               |         |
| BJ SVCS CO COM                  | COM            | 055482103 | 2494               | 183000             | SH         |              | SOLE               |         |
| BLACK HILLS CORP COM            | COM            | 092113109 | 7518               | 327000             | SH         |              | SOLE               |         |
| BLACKROCK INC CL A              | COM            | 09247X101 | 8332               | 47500              | SH         |              | SOLE               |         |
| BLACKSTONE GROUP L P COM UNIT   | COM            | 09253U108 | 1191               | 113000             | SH         |              | SOLE               |         |
| BOEING CO                       | COM            | 097023105 | 18445              | 434000             | SH         |              | SOLE               |         |
| BON-TON STORES INC COM          | COM            | 09776J101 | 1017               | 300000             | SH         |              | SOLE               |         |
| BORG WARNER INC                 | COM            | 099724106 | 14958              | 438000             | SH         |              | SOLE               |         |
| BORLAND SOFTWARE CORP COM       | COM            | 099849101 | 831                | 643900             | SH         |              | SOLE               |         |
| BOSTON BEER INC CL A            | COM            | 100557107 | 1509               | 51000              | SH         |              | SOLE               |         |
| BOSTON SCIENTIFIC CORP COM      | COM            | 101137107 | 9450               | 932000             | SH         |              | SOLE               |         |
| BOYD GAMING CORP                | COM            | 103304101 | 3664               | 431000             | SH         |              | SOLE               |         |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| BP PLC SPONS ADR               | COM              | 055622104 | 37310              | 782500             | SH         |              | SOLE               |         |
| BPW ACQUISITION CORP COM       | COM              | 055637102 | 9149               | 955000             | SH         |              | SOLE               |         |
| BPW ACQUISITION CORP WT EXP 02 | WARRANT AND RIGH | 055637110 | 181                | 755000             | SH         |              | SOLE               |         |

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|                                    |              |           |        |         |    |                    |
|------------------------------------|--------------|-----------|--------|---------|----|--------------------|
| BRAZIL TELECOM PARTICIPACOES S COM | COM          | 105530109 | 2285   | 59500   | SH | SOLE               |
| BRINKS CO COM                      | COM          | 109696104 | 1562   | 53820   | SH | SOLE               |
| BRINKS HOME SEC HLDGS INC COM      | COM          | 109699108 | 2458   | 86820   | SH | SOLE               |
| BRISTOL MYERS SQUIBB CO            | COM          | 110122108 | 8835   | 435000  | SH | SOLE               |
| BROADRIDGE FINL SOLUTIONS INCO     | COM          | 11133T103 | 232    | 14000   | SH | SOLE               |
| BROOKFIELD ASSET MANAGEMENT I      | COM          | 112585104 | 837    | 42075   | SH | SOLE               |
| BROWN FORMAN CORP CL B             | COM          | 115637209 | 5072   | 118000  | SH | SOLE               |
| BROWN-FORMAN CORP CLASS A          | COM          | 115637100 | 23331  | 505000  | SH | SOLE               |
| BRUKER BIOSCIENCES CORP            | COM          | 116794108 | 185    | 20000   | SH | SOLE               |
| BRUSH ENGINEERED MATLS INC COM     | COM          | 117421107 | 452    | 27000   | SH | SOLE               |
| BT GROUP PLC SPON ADR              | COM          | 05577E101 | 3713   | 221000  | SH | SOLE               |
| BUNGE LIMITED COM                  | COM          | G16962105 | 331    | 5500    | SH | SOLE               |
| BURLINGTON NORTHN SANTA FE COM     | COM          | 12189T104 | 588    | 8000    | SH | SOLE               |
| CABLEVISION SYS NY GROUP A         | COM          | 12686C109 | 151646 | 7812800 | SH | SOLE               |
| CADBURY PLC-SPONS ADR              | COM          | 12721E102 | 28304  | 822800  | SH | SOLE               |
| CADIZ INC                          | COM          | 127537207 | 135    | 14000   | SH | SOLE               |
| CALAMOS ASSET MANAGEMENT-A         | COM          | 12811R104 | 353    | 25000   | SH | SOLE               |
| CALIFORNIA MICRO DEVICES CORCO     | COM          | 130439102 | 1624   | 660000  | SH | SOLE               |
| CALIFORNIA WTR SVC GROUP COM       | COM          | 130788102 | 1020   | 27700   | SH | SOLE               |
| CALLON PETE CO DEL COM             | COM          | 13123X102 | 222    | 112000  | SH | SOLE               |
| CAMERON INTERNATIONAL CORP         | COM          | 13342B105 | 4160   | 147000  | SH | SOLE               |
| CAMPBELL SOUP CO                   | COM          | 134429109 | 13563  | 461000  | SH | SOLE               |
| CANTERBURY PK HLDG CORP            | COM          | 13811E101 | 696    | 102300  | SH | SOLE               |
| CAPITAL ONE FINL CORP COM          | COM          | 14040H105 | 3041   | 139000  | SH | SOLE               |
| CAPSTONE TURBINE CORP COM          | COM          | 14067D102 | 116    | 140000  | SH | SOLE               |
| CARDINAL HEALTH INC COM            | COM          | 14149Y108 | 244    | 8000    | SH | SOLE               |
| CAREER EDUCATION CORP              | COM          | 141665109 | 1369   | 55000   | SH | SOLE               |
| CARMIKE CINEMAS INC COM            | COM          | 143436400 | 687    | 82000   | SH | SOLE               |
| CASEYS GEN STORES INC COM          | COM          | 147528103 | 938    | 36500   | SH | SOLE               |
| CATERPILLAR INC                    | COM          | 149123101 | 5485   | 166000  | SH | SOLE               |
| CAVALIER HOMES INC COM             | COM          | 149507105 | 2316   | 848400  | SH | SOLE               |
| CAVCO INDUSTRIES                   | COM          | 149568107 | 2791   | 110200  | SH | SOLE               |
| CBS CORP CLASS A                   | COM          | 124857103 | 13859  | 1988400 | SH | SOLE               |
| CBS CORP NEW CL B                  | COM          | 124857202 | 208    | 30000   | SH | SOLE               |
| CELGENE CORP                       | COM          | 151020104 | 3157   | 66000   | SH | SOLE               |
| CENTENNIAL COMMUNICATIONS CORP     | COM          | 15133V208 | 28699  | 3424726 | SH | SOLE               |
| CENTEX CORP COM                    | COM          | 152312104 | 127    | 15000   | SH | SOLE               |
| CENTRAL EUROPE AND RUSSIA FUND     | MUTUAL FUNDS | 153436100 | 4511   | 202000  | SH | SOLE               |
| CENTRAL VT PUB SVC CORP COM        | COM          | 155771108 | 2860   | 158000  | SH | SOLE               |
| CENTURYTEL INC                     | COM          | 156700106 | 5741   | 187000  | SH | SOLE               |
| CEPHALON INC COM                   | COM          | 156708109 | 963    | 17000   | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CEPHALON - B 0% 6/15/2033 SERI | CONVERTIBLE BOND | 156708AL3 | 218                | 200000             | PRN        |              | SOLE              |         |
| CEPHEID COM                    | COM              | 15670R107 | 1743               | 185000             | SH         |              | SOLE              |         |
| CF INDS HLDGS INC COM          | COM              | 125269100 | 297                | 4000               | SH         |              | SOLE              |         |
| CH ENERGY GROUP, INC.          | COM              | 12541M102 | 26035              | 557500             | SH         |              | SOLE              |         |
| CHAMPION ENTERPRISES INC COM   | COM              | 158496109 | 418                | 1305000            | SH         |              | SOLE              |         |
| CHARTER COMMUNICATIONS INC DCL | COM              | 16117M107 | 6                  | 280000             | SH         |              | SOLE              |         |
| CHECK POINT SOFTWARE TECH      | COM              | M22465104 | 235                | 10000              | SH         |              | SOLE              |         |
| CHEESECAKE FACTORY INC         | COM              | 163072101 | 346                | 20000              | SH         |              | SOLE              |         |
| CHEMED CORP 1.875% 05/15/14    | CONVERTIBLE BOND | 16359RAC7 | 373                | 500000             | PRN        |              | SOLE              |         |
| CHEMED CORPORATION             | COM              | 16359R103 | 9124               | 231100             | SH         |              | SOLE              |         |
| CHEMTURA CORP                  | COM              | 163893100 | 101                | 420000             | SH         |              | SOLE              |         |
| CHESAPEAKE ENERGY CORP 2.250%  | CONVERTIBLE BOND | 165167CB1 | 960                | 1500000            | PRN        |              | SOLE              |         |
| CHESAPEAKE ENERGY CORP COM     | COM              | 165167107 | 7188               | 362500             | SH         |              | SOLE              |         |

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|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| CHEVRON CORP                   | COM | 166764100 | 55809 | 842400  | SH | SOLE               |
| CHINA AUTOMOTIVE SYS INC COM   | COM | 16936R105 | 396   | 72022   | SH | SOLE               |
| CHINA MOBILE LTD               | COM | 16941M109 | 5809  | 116000  | SH | SOLE               |
| CHINA TELECOM CORP LTD SPONS A | COM | 169426103 | 249   | 5000    | SH | SOLE               |
| CHINA UNICOM ADR               | COM | 16945R104 | 1427  | 107000  | SH | SOLE               |
| CHINA YUCHAI INTL LTD ORD      | COM | G21082105 | 272   | 38000   | SH | SOLE               |
| CHURCH & DWIGHT CO             | COM | 171340102 | 16732 | 308085  | SH | SOLE               |
| CHURCHILL DOWNS INC COM        | COM | 171484108 | 4881  | 145000  | SH | SOLE               |
| CINCINNATI BELL                | COM | 171871106 | 15488 | 5453400 | SH | SOLE               |
| CIRCOR INTL INC COM            | COM | 17273K109 | 18912 | 801000  | SH | SOLE               |
| CISCO SYS INC                  | COM | 17275R102 | 9152  | 490700  | SH | SOLE               |
| CITIGROUP INC.                 | COM | 172967101 | 2851  | 960000  | SH | SOLE               |
| CLARCOR INC                    | COM | 179895107 | 23469 | 804000  | SH | SOLE               |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 4214  | 795000  | SH | SOLE               |
| CLEARWIRE CORP-CLASS A         | COM | 18538Q105 | 719   | 130000  | SH | SOLE               |
| CLECO CORP NEW COM             | COM | 12561W105 | 1469  | 65500   | SH | SOLE               |
| CLOROX CO                      | COM | 189054109 | 3182  | 57000   | SH | SOLE               |
| CME GROUP INC COM              | COM | 12572Q105 | 6689  | 21500   | SH | SOLE               |
| CMS ENERGY CORP COM            | COM | 125896100 | 4174  | 345500  | SH | SOLE               |
| CNA SURETY CORP COM            | COM | 12612L108 | 7217  | 535000  | SH | SOLE               |
| CNH GLOBAL NV COM              | COM | N20935206 | 19031 | 1355500 | SH | SOLE               |
| COACH INC                      | COM | 189754104 | 2392  | 89000   | SH | SOLE               |
| COACHMEN INDS INC              | COM | 189873102 | 981   | 749000  | SH | SOLE               |
| COCA COLA CO                   | COM | 191216100 | 53749 | 1120000 | SH | SOLE               |
| COCA COLA ENTERPRISES INC      | COM | 191219104 | 1249  | 75000   | SH | SOLE               |
| COCA-COLA FEMSA S A DE C V ADR | COM | 191241108 | 401   | 10000   | SH | SOLE               |
| COCA-COLA HELLENIC BOTTLING SP | COM | 1912EP104 | 335   | 16500   | SH | SOLE               |
| COLDWATER CREEK INC COM        | COM | 193068103 | 5908  | 968500  | SH | SOLE               |
| COLGATE PALMOLIVE CO           | COM | 194162103 | 495   | 7000    | SH | SOLE               |
| COMCAST CORP CL A SPL          | COM | 20030N200 | 2961  | 210000  | SH | SOLE               |
| COMCAST CORP NEW COM CL A      | COM | 20030N101 | 2950  | 204000  | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| COMMUNICATIONS SYS             | COM              | 203900105 | 1568               | 160000             | SH         |              | SOLE              |         |
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 8127               | 338200             | SH         |              | SOLE              |         |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 137                | 400000             | PRN        |              | SOLE              |         |
| CONAGRA INC                    | COM              | 205887102 | 4193               | 220000             | SH         |              | SOLE              |         |
| CONMED CORP COM                | COM              | 207410101 | 2111               | 136000             | SH         |              | SOLE              |         |
| CONNECTICUT WTR SVC INC COM    | COM              | 207797101 | 1063               | 49000              | SH         |              | SOLE              |         |
| CONOCOPHILLIPS COM             | COM              | 20825C104 | 61136              | 1453550            | SH         |              | SOLE              |         |
| CONSOL ENERGY INC COM          | COM              | 20854P109 | 5094               | 150000             | SH         |              | SOLE              |         |
| CONSOLIDATED EDISON INC COM    | COM              | 209115104 | 18860              | 504000             | SH         |              | SOLE              |         |
| CONSOLIDATED WATER CO LTD ORD  | COM              | G23773107 | 214                | 13500              | SH         |              | SOLE              |         |
| CONSTELLATION BRANDS COM       | COM              | 21036P108 | 8502               | 670500             | SH         |              | SOLE              |         |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 22327              | 840000             | SH         |              | SOLE              |         |
| CONTINUACARE CORP COM          | COM              | 212172100 | 958                | 411100             | SH         |              | SOLE              |         |
| COOPER CAMERON 2.500% 06/15/26 | CONVERTIBLE BOND | 13342BAB1 | 228                | 200000             | PRN        |              | SOLE              |         |
| COOPER INDUSTRIES LTD CL A COM | COM              | G24182100 | 33627              | 1083000            | SH         |              | SOLE              |         |
| COPART INC COM                 | COM              | 217204106 | 2011               | 58000              | SH         |              | SOLE              |         |
| CORE MOLDING TECH COM          | COM              | 218683100 | 618                | 276000             | SH         |              | SOLE              |         |
| CORINTHIAN COLLEGES INC COM    | COM              | 218868107 | 3251               | 192000             | SH         |              | SOLE              |         |
| CORN PRODS INTL INC COM        | COM              | 219023108 | 22718              | 848000             | SH         |              | SOLE              |         |
| CORNING INC                    | COM              | 219350105 | 35806              | 2229500            | SH         |              | SOLE              |         |
| CORUS ENTMT INC CL B NON VTG   | COM              | 220874101 | 1108               | 87000              | SH         |              | SOLE              |         |
| COSTCO WHSL CORP NEW COM       | COM              | 22160K105 | 22707              | 496000             | SH         |              | SOLE              |         |
| COUGAR BIOTECHNOLOGY INC COM   | COM              | 222083107 | 31159              | 725300             | SH         |              | SOLE              |         |

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|                                |                  |           |       |         |     |                    |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| COVANTA HOLDING CORP           | COM              | 22282E102 | 2544  | 150000  | SH  | SOLE               |
| COVIDIEN PLC ORDINARY SHARE    | COM              | G2554F105 | 10221 | 273000  | SH  | SOLE               |
| CRANE CO                       | COM              | 224399105 | 28601 | 1282000 | SH  | SOLE               |
| CROWN HOLDINGS INC COM         | COM              | 228368106 | 7725  | 320000  | SH  | SOLE               |
| CROWN MEDIA HLDGS INC CL A     | COM              | 228411104 | 665   | 398000  | SH  | SOLE               |
| CRUCCELL N V SPONSORED ADR     | COM              | 228769105 | 6999  | 290500  | SH  | SOLE               |
| CTS CORP                       | COM              | 126501105 | 4421  | 675000  | SH  | SOLE               |
| CUMMINS ENGINE INC             | COM              | 231021106 | 3098  | 88000   | SH  | SOLE               |
| CURTISS WRIGHT CORP            | COM              | 231561101 | 34433 | 1158192 | SH  | SOLE               |
| CUTERA INC COM                 | COM              | 232109108 | 3112  | 361000  | SH  | SOLE               |
| CVS/CAREMARK CORP              | COM              | 126650100 | 28651 | 899000  | SH  | SOLE               |
| CYPRESS SEMICONDUCTOR CORP COM | COM              | 232806109 | 948   | 103000  | SH  | SOLE               |
| CYTEC INDS INC COM             | COM              | 232820100 | 186   | 10000   | SH  | SOLE               |
| D & E COMMUNICATIONS INC COM   | COM              | 232860106 | 2776  | 271360  | SH  | SOLE               |
| DANA HOLDING CORP COM          | COM              | 235825205 | 346   | 270000  | SH  | SOLE               |
| DANAHER CORP 0.0% 1/22/2021    | CONVERTIBLE BOND | 235851AF9 | 185   | 200000  | PRN | SOLE               |
| DANAHER CORP SHS BEN INT       | COM              | 235851102 | 1050  | 17000   | SH  | SOLE               |
| DATA DOMAIN INC COM            | COM              | 23767P109 | 1218  | 36500   | SH  | SOLE               |
| DEAN FOODS (B:DF)              | COM              | 242370104 | 19478 | 1015000 | SH  | SOLE               |
| DEERE & CO.                    | COM              | 244199105 | 69229 | 1732900 | SH  | SOLE               |
| DEL MONTE FOODS CO COM         | COM              | 24522P103 | 5497  | 586000  | SH  | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| DELTA NAT GAS INC COM          | COM            | 247748106 | 1712               | 76000              | SH         |              | SOLE                |         |
| DENBURY RES INC COM NEW        | COM            | 247916208 | 295                | 20000              | SH         |              | SOLE                |         |
| DENNYS CORP COM                | COM            | 24869P104 | 312                | 145108             | SH         |              | SOLE                |         |
| DENTSPLY INTL INC NEW COM      | COM            | 249030107 | 336                | 11000              | SH         |              | SOLE                |         |
| DEUTSCHE BANK AG-REG (B:DB)    | COM            | D18190898 | 30439              | 499000             | SH         |              | SOLE                |         |
| DEUTSCHE TELEKOM AG-SPON ADR ( | COM            | 251566105 | 29677              | 2515000            | SH         |              | SOLE                |         |
| DEVON ENERGY CORP NEW          | COM            | 25179M103 | 29303              | 537672             | SH         |              | SOLE                |         |
| DEXCOM INC COM                 | COM            | 252131107 | 669                | 108000             | SH         |              | SOLE                |         |
| DIAGEO PLC SPONSORED ADR (B:DE | COM            | 25243Q205 | 47060              | 822000             | SH         |              | SOLE                |         |
| DIAMOND FOODS INC COM          | COM            | 252603105 | 446                | 16000              | SH         |              | SOLE                |         |
| DIAMOND OFFSHORE DRILLNG INCCO | COM            | 25271C102 | 14276              | 171900             | SH         |              | SOLE                |         |
| DIEBOLD INC COM                | COM            | 253651103 | 35085              | 1331000            | SH         |              | SOLE                |         |
| DIRECTV GROUP INC              | COM            | 25459L106 | 65877              | 2666000            | SH         |              | SOLE                |         |
| DISCOVER FINANCIAL             | COM            | 254709108 | 9120               | 888000             | SH         |              | SOLE                |         |
| DISCOVERY COMMS NEW SER A      | COM            | 25470F104 | 20655              | 917585             | SH         |              | SOLE                |         |
| DISCOVERY COMMS NEW SER C      | COM            | 25470F302 | 17791              | 866585             | SH         |              | SOLE                |         |
| DISH NETWORK CORPORATION       | COM            | 25470M109 | 19582              | 1208000            | SH         |              | SOLE                |         |
| DISNEY WALT PRODTNS            | COM            | 254687106 | 1540               | 66000              | SH         |              | SOLE                |         |
| DOMINION RES INC VA NEW COM    | COM            | 25746U109 | 10126              | 303000             | SH         |              | SOLE                |         |
| DONALDSON INC                  | COM            | 257651109 | 23832              | 688000             | SH         |              | SOLE                |         |
| DOVER DOWNS GAMING & ENTMT INC | COM            | 260095104 | 827                | 177800             | SH         |              | SOLE                |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM            | 260174107 | 802                | 565000             | SH         |              | SOLE                |         |
| DOW CHEMICAL CORP              | COM            | 260543103 | 4842               | 300000             | SH         |              | SOLE                |         |
| DPL INC COM                    | COM            | 233293109 | 32229              | 1391000            | SH         |              | SOLE                |         |
| DR PEPPER SNAPPLE GROUP INC CO | COM            | 26138E109 | 26125              | 1232880            | SH         |              | SOLE                |         |
| DREAMWORKS ANIMATION SKG-A     | COM            | 26153C103 | 1849               | 67000              | SH         |              | SOLE                |         |
| DREW INDS INC COM NEW          | COM            | 26168L205 | 207                | 17000              | SH         |              | SOLE                |         |
| DTE ENERGY CO COM              | COM            | 233331107 | 2432               | 76000              | SH         |              | SOLE                |         |
| DU PONT E I DE NEMOURS CO      | COM            | 263534109 | 7686               | 300000             | SH         |              | SOLE                |         |
| DUFF & PHELPS CORP-CL A        | COM            | 26433B107 | 356                | 20000              | SH         |              | SOLE                |         |
| DUKE ENERGY CORP               | COM            | 26441C105 | 19813              | 1358000            | SH         |              | SOLE                |         |
| DUN & BRADSTREET CORP          | COM            | 26483E100 | 1381               | 17000              | SH         |              | SOLE                |         |
| DYNEGY INC DEL CL A            | COM            | 26817G102 | 81                 | 35810              | SH         |              | SOLE                |         |

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|                               |                  |           |       |         |     |                    |
|-------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| E M C CORP MASS COM           | COM              | 268648102 | 485   | 37000   | SH  | SOLE               |
| EASTERN CO COM                | COM              | 276317104 | 198   | 12000   | SH  | SOLE               |
| EASTMAN KODAK                 | COM              | 277461109 | 7134  | 2410000 | SH  | SOLE               |
| EASTMAN KODAK 3.375% 10/15/33 | CONVERTIBLE BOND | 277461BE8 | 2665  | 3300000 | PRN | SOLE               |
| EBAY INC                      | COM              | 278642103 | 593   | 34600   | SH  | SOLE               |
| EHOSTAR CORP-A                | COM              | 278768106 | 3409  | 213880  | SH  | SOLE               |
| ECOLAB INC                    | COM              | 278865100 | 7564  | 194000  | SH  | SOLE               |
| EDGEWATER TECHNOLOGY INC COM  | COM              | 280358102 | 1156  | 448150  | SH  | SOLE               |
| EDISON INTL COM               | COM              | 281020107 | 8966  | 285000  | SH  | SOLE               |
| EL PASO CORPORATION           | COM              | 28336L109 | 33643 | 3645000 | SH  | SOLE               |
| EL PASO ELEC CO COM NEW       | COM              | 283677854 | 21017 | 1505500 | SH  | SOLE               |
| PORTVUE-SEC13F.LNP            |                  |           |       |         |     | GABELLI FUNDS, LLC |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PREF | 283678209 | 4060               | 129300             | SH         |              | SOLE              |    |
| ELITE PHARMACEUTICALS INC CL A | COM              | 28659T200 | 2                  | 30000              | SH         |              | SOLE              |    |
| EMBRAER-EMPRESA BRASIL AERONAD | COM              | 29081M102 | 497                | 30000              | SH         |              | SOLE              |    |
| EMERSON ELEC CO                | COM              | 291011104 | 4471               | 138000             | SH         |              | SOLE              |    |
| EMMIS COMMUNICATIONS CORP      | COM              | 291525103 | 5                  | 18000              | SH         |              | SOLE              |    |
| EMMIS COMMUNICATIONS CORP PFD  | CONVERTIBLE PREF | 291525202 | 29                 | 21000              | SH         |              | SOLE              |    |
| EMPIRE DIST ELEC CO COM        | COM              | 291641108 | 4832               | 292500             | SH         |              | SOLE              |    |
| EMULEX CORP COM NEW            | COM              | 292475209 | 391                | 40000              | SH         |              | SOLE              |    |
| ENERGEN CORP COM               | COM              | 29265N108 | 1157               | 29000              | SH         |              | SOLE              |    |
| ENERGIZER HLDGS INC COM        | COM              | 29266R108 | 25911              | 496000             | SH         |              | SOLE              |    |
| ENERSIS S A                    | COM              | 29274F104 | 536                | 29000              | SH         |              | SOLE              |    |
| ENI S P A ADR SPONSORED        | COM              | 26874R108 | 8060               | 170000             | SH         |              | SOLE              |    |
| ENTEGRIS INC COM               | COM              | 29362U104 | 245                | 90000              | SH         |              | SOLE              |    |
| ENTERGY CORP NEW COM           | COM              | 29364G103 | 465                | 6000               | SH         |              | SOLE              |    |
| ENVIRONMENTAL PWR CORP COM NEW | COM              | 29406L201 | 16                 | 30000              | SH         |              | SOLE              |    |
| EOG RESOURCES INC              | COM              | 26875P101 | 6792               | 100000             | SH         |              | SOLE              |    |
| EPOCH HOLDING CORP             | COM              | 29428R103 | 1616               | 187000             | SH         |              | SOLE              |    |
| EUROPEAN EQUITY FUND COM       | MUTUAL FUNDS     | 298768102 | 206                | 38225              | SH         |              | SOLE              |    |
| EXACTECH INC COM               | COM              | 30064E109 | 2248               | 155000             | SH         |              | SOLE              |    |
| EXELON CORP                    | COM              | 30161N101 | 8040               | 157000             | SH         |              | SOLE              |    |
| EXPRESS SCRIPTS INC COM        | COM              | 302182100 | 825                | 12000              | SH         |              | SOLE              |    |
| EXTERRAN HLDGS INC COM         | COM              | 30225X103 | 160                | 10000              | SH         |              | SOLE              |    |
| EXXON MOBIL CORP               | COM              | 30231G102 | 61835              | 884500             | SH         |              | SOLE              |    |
| FAIRPOINT COMMUNICATIONS INCCO | COM              | 305560104 | 24                 | 40000              | SH         |              | SOLE              |    |
| FALCONSTOR SOFTWARE INC COM    | COM              | 306137100 | 606                | 127500             | SH         |              | SOLE              |    |
| FARMER BROS CO                 | COM              | 307675108 | 2174               | 95000              | SH         |              | SOLE              |    |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM              | 313586109 | 255                | 440300             | SH         |              | SOLE              |    |
| FERRO CORP                     | COM              | 315405100 | 7826               | 2845900            | SH         |              | DEFINED           |    |
| FERRO CORP 6.500% 08/15/13     | CONVERTIBLE BOND | 315405AL4 | 2945               | 5950000            | PRN        |              | SOLE              |    |
| FIBERNET TELECOM GRP INC       | COM              | 315653402 | 797                | 64200              | SH         |              | SOLE              |    |
| FIDELITY NATL INFORMATION SVCO | COM              | 31620M106 | 1726               | 86496              | SH         |              | SOLE              |    |
| FIDELITY NATL TITLE GROUP INCO | COM              | 31620R105 | 662                | 48909              | SH         |              | SOLE              |    |
| FIDELITY SOUTHERN CORP         | COM              | 316394105 | 109                | 37541              | SH         |              | SOLE              |    |
| FIRST SOLAR INC COM            | COM              | 336433107 | 11500              | 70900              | SH         |              | SOLE              |    |
| FIRSTENERGY CORP COM           | COM              | 337932107 | 10385              | 268000             | SH         |              | SOLE              |    |
| FISHER COMMUNICATIONS INC COM  | COM              | 337756209 | 5321               | 416000             | SH         |              | SOLE              |    |
| FLIR SYS INC COM               | COM              | 302445101 | 3632               | 161000             | SH         |              | SOLE              |    |
| FLORIDA PUB UTILS CO COM       | COM              | 341135101 | 6405               | 456500             | SH         |              | SOLE              |    |
| FLOWERS FOODS INC COM          | COM              | 343498101 | 15616              | 715000             | SH         |              | SOLE              |    |
| FLOWSERVE CORP COM             | COM              | 34354P105 | 70718              | 1013000            | SH         |              | SOLE              |    |
| FLUOR CORP NEW COM             | COM              | 343412102 | 2349               | 45800              | SH         |              | SOLE              |    |
| FLUSHING FINL CORP COM         | COM              | 343873105 | 3086               | 330100             | SH         |              | SOLE              |    |
| FMC CORP COM NEW               | COM              | 302491303 | 580                | 12260              | SH         |              | SOLE              |    |

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FMC TECHNOLOGIES INC COM COM 30249U101 3014 80200 SH SOLE  
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| FOMENTO ECONOMICO MEXICANO SAD | COM              | 344419106 | 14605              | 453000             | SH         |              | SOLE               |         |
| FORTRESS INVESTMENT GROUP CL A | COM              | 34958B106 | 205                | 60000              | SH         |              | SOLE               |         |
| FORTUNE BRANDS INC             | COM              | 349631101 | 15859              | 456500             | SH         |              | SOLE               |         |
| FOSTER WHEELER AGR             | COM              | H27178104 | 443                | 18640              | SH         |              | SOLE               |         |
| FPL GROUP INC COM              | COM              | 302571104 | 53863              | 947300             | SH         |              | SOLE               |         |
| FRANCE TELECOM SPONSORED ADR   | COM              | 35177Q105 | 3422               | 150000             | SH         |              | SOLE               |         |
| FRANKLIN ELEC INC              | COM              | 353514102 | 5119               | 197500             | SH         |              | SOLE               |         |
| FREDDIE MAC COM                | COM              | 313400301 | 25                 | 40000              | SH         |              | SOLE               |         |
| FREEMONT MCMORAN COPPER&GOLD C | COM              | 35671D857 | 49339              | 984617             | SH         |              | SOLE               |         |
| FREEMONT-MCMORAN COPPER 6.75%  | CONVERTIBLE PREF | 35671D782 | 4421               | 55720              | SH         |              | SOLE               |         |
| FRESENIUS KABI PHARMA-CVR      | WARRANT AND RIGH | 35802M115 | 6                  | 24000              | SH         |              | SOLE               |         |
| FRONTIER COMMUNICATIONS CORP   | COM              | 35906A108 | 2071               | 290000             | SH         |              | SOLE               |         |
| FULLER H B CO COM              | COM              | 359694106 | 8822               | 470000             | SH         |              | SOLE               |         |
| FURMANITE CORPORATION          | COM              | 361086101 | 2250               | 504500             | SH         |              | SOLE               |         |
| GARDNER DENVER INC             | COM              | 365558105 | 3121               | 124000             | SH         |              | SOLE               |         |
| GATX CORP                      | COM              | 361448103 | 30980              | 1204500            | SH         |              | SOLE               |         |
| GATX CORP \$2.50 CV PFD        | CONVERTIBLE PREF | 361448202 | 822                | 4200               | SH         |              | SOLE               |         |
| GAYLORD ENTERTAINMENT CO       | COM              | 367905106 | 14100              | 1109370            | SH         |              | SOLE               |         |
| GENCORP INC                    | COM              | 368682100 | 3658               | 1915000            | SH         |              | SOLE               |         |
| GENERAL COMMUNICATIONS INC CL  | COM              | 369385109 | 541                | 78000              | SH         |              | SOLE               |         |
| GENERAL DYNAMICS CORP COM      | COM              | 369550108 | 277                | 5000               | SH         |              | SOLE               |         |
| GENERAL ELEC CO                | COM              | 369604103 | 25386              | 2166000            | SH         |              | SOLE               |         |
| GENERAL MILLS INC              | COM              | 370334104 | 46329              | 827000             | SH         |              | SOLE               |         |
| GENOPTIX INC                   | COM              | 37243V100 | 608                | 19000              | SH         |              | SOLE               |         |
| GENUINE PARTS CO               | COM              | 372460105 | 56347              | 1679000            | SH         |              | SOLE               |         |
| GENZYME CORP                   | COM              | 372917104 | 278                | 5000               | SH         |              | SOLE               |         |
| GERBER SCIENTIFIC INSTR        | COM              | 373730100 | 1513               | 605000             | SH         |              | SOLE               |         |
| GILEAD SCIENCES INC COM        | COM              | 375558103 | 7181               | 153300             | SH         |              | SOLE               |         |
| GLAXOSMITHKLINE PLC ADR (B:GSK | COM              | 37733W105 | 540                | 15276              | SH         |              | SOLE               |         |
| GLOBAL SOURCES LTD COM         | COM              | G39300101 | 721                | 100058             | SH         |              | SOLE               |         |
| GOLD FIELDS LTD NEW SPON ADR ( | COM              | 38059T106 | 38376              | 3184749            | SH         |              | SOLE               |         |
| GOLDCORP INC (US)              | COM              | 380956409 | 29864              | 859408             | SH         |              | SOLE               |         |
| GOLDMAN SACHS GR               | COM              | 38141G104 | 9215               | 62500              | SH         |              | SOLE               |         |
| GOODRICH B F CO COM            | COM              | 382388106 | 500                | 10000              | SH         |              | SOLE               |         |
| GOOGLE INC-CL A                | COM              | 38259P508 | 25169              | 59700              | SH         |              | SOLE               |         |
| GORMAN RUPP CO                 | COM              | 383082104 | 6464               | 320500             | SH         |              | SOLE               |         |
| GP STRATEGIES CORP COM         | COM              | 36225V104 | 706                | 119931             | SH         |              | SOLE               |         |
| GRACO INC COM                  | COM              | 384109104 | 2466               | 112000             | SH         |              | SOLE               |         |
| GRAFTECH INTERNATIONAL         | COM              | 384313102 | 16875              | 1492000            | SH         |              | SOLE               |         |
| GRAY TELEVISION, INC           | COM              | 389375106 | 371                | 758000             | SH         |              | SOLE               |         |
| GRAY TELEVISION, INC CL A      | COM              | 389375205 | 23                 | 41000              | SH         |              | SOLE               |         |
| GREAT ATLA & PAC 5.125% 6/15/2 | CONVERTIBLE BOND | 390064AJ2 | 11907              | 16200000           | PRN        |              | SOLE               |         |
| GREAT ATLANTIC & PAC TEA INCCO | COM              | 390064103 | 5750               | 1353000            | SH         |              | SOLE               |         |
| GREAT PLAINS ENERGY INC. (B: G | COM              | 391164100 | 45418              | 2920784            | SH         |              | SOLE               |         |

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|----------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GREATBATCH INC | COM            | 39153L106 | 2939               | 130000             | SH         |              | SOLE               |         |

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| GREENBRIER COS INC              | COM              | 393657101 | 719   | 100000  | SH  | SOLE               |
| GREIF INC CL A                  | COM              | 397624107 | 33209 | 751000  | SH  | SOLE               |
| GREIF INC CL B                  | COM              | 397624206 | 2797  | 69500   | SH  | SOLE               |
| GRIFFIN LAND & NUR              | COM              | 398231100 | 16563 | 529500  | SH  | SOLE               |
| GRIFFON CORP COM                | COM              | 398433102 | 8901  | 1069794 | SH  | SOLE               |
| GRUPO TELEVISIA SA DE CV ADR (B | COM              | 40049J206 | 36567 | 2151000 | SH  | SOLE               |
| GRUPO TMM SA                    | COM              | 40051D105 | 268   | 304000  | SH  | SOLE               |
| GSE SYS INC COM                 | COM              | 36227K106 | 259   | 38419   | SH  | SOLE               |
| GUSHAN ENVIRONMENTAL ENRGY LSP  | COM              | 40330W106 | 21    | 10000   | SH  | SOLE               |
| GY 4% 01/16/24                  | CONVERTIBLE BOND | 368682AJ9 | 417   | 500000  | PRN | SOLE               |
| GYRODYNE CO AMER INC COM        | COM              | 403820103 | 420   | 10000   | SH  | SOLE               |
| H R BLOCK INC                   | COM              | 093671105 | 6789  | 394000  | SH  | SOLE               |
| HAIN CELESTIAL GROUP INC        | COM              | 405217100 | 1303  | 83500   | SH  | SOLE               |
| HALLIBURTON COMPANY             | COM              | 406216101 | 41514 | 2005500 | SH  | SOLE               |
| HANESBRANDS INC COM             | COM              | 410345102 | 1651  | 110000  | SH  | SOLE               |
| HANSEN NAT CORP COM             | COM              | 411310105 | 309   | 10000   | SH  | SOLE               |
| HARLEY DAVIDSON INC             | COM              | 412822108 | 1118  | 69000   | SH  | SOLE               |
| HARMAN INTL INDS INC NEW COM    | COM              | 413086109 | 3948  | 210000  | SH  | SOLE               |
| HARMONY GOLD MINING CO LTD ADR  | COM              | 413216300 | 19881 | 1926426 | SH  | SOLE               |
| HARRIS CORPORATION              | COM              | 413875105 | 3704  | 130600  | SH  | SOLE               |
| HARTE HANKS INC                 | COM              | 416196103 | 185   | 20000   | SH  | SOLE               |
| HAWAIIAN ELEC INDS INC COM      | COM              | 419870100 | 11627 | 610000  | SH  | SOLE               |
| HAWK CORP CL A                  | COM              | 420089104 | 1983  | 143200  | SH  | DEFINED            |
| HAWKINS INC COM                 | COM              | 420261109 | 3839  | 170000  | SH  | SOLE               |
| HEALTHWAYS INC COM              | COM              | 422245100 | 190   | 14100   | SH  | SOLE               |
| HEELYS INC COM                  | COM              | 42279M107 | 121   | 61000   | SH  | SOLE               |
| HEINZ, H J COMPANY              | COM              | 423074103 | 18029 | 505000  | SH  | SOLE               |
| HELLENIC TELECOMMUNICATIONS AD  | COM              | 423325307 | 2095  | 273800  | SH  | SOLE               |
| HERLEY INDS INC COM             | COM              | 427398102 | 7892  | 719400  | SH  | SOLE               |
| HERSHEY COMPANY (THE)           | COM              | 427866108 | 25704 | 714000  | SH  | SOLE               |
| HESKA CORP COM                  | COM              | 42805E108 | 19    | 50000   | SH  | SOLE               |
| HESS CORP                       | COM              | 42809H107 | 11153 | 207500  | SH  | SOLE               |
| HICKORY TECH CORP COM           | COM              | 429060106 | 825   | 107400  | SH  | SOLE               |
| HILAND HLDGS GP LP UNIT LP INT  | COM              | 43129M107 | 23    | 10000   | SH  | SOLE               |
| HITACHI LTD ADR (B:HIT US)      | COM              | 433578507 | 248   | 8000    | SH  | SOLE               |
| HOLOGIC INC COM                 | COM              | 436440101 | 214   | 15000   | SH  | SOLE               |
| HOME DEPOT INC                  | COM              | 437076102 | 1985  | 84000   | SH  | SOLE               |
| HOME DIAGNOSTICS INC DEL COM    | COM              | 437080104 | 107   | 17500   | SH  | SOLE               |
| HOME INNS & HOTELS MANAG-ADR    | COM              | 43713W107 | 1112  | 70000   | SH  | SOLE               |
| HONEYWELL INT'L INC             | COM              | 438516106 | 55013 | 1752000 | SH  | SOLE               |
| HOSPIRA INC COM                 | COM              | 441060100 | 5123  | 133000  | SH  | SOLE               |
| HOST HOTELS & RESORTS INC       | COM              | 44107P104 | 168   | 20000   | SH  | SOLE               |
| HSBC HLDGS PLC ADR SPON NEW     | COM              | 404280406 | 6474  | 155000  | SH  | SOLE               |
| PORTVUE-SEC13F.LNP              |                  |           |       |         |     | GABELLI FUNDS, LLC |
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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HSN INC COM                     | COM            | 404303109 | 1564               | 148000             | SH         |              | SOLE               |         |
| HUANENG PWR INTL INC SPON ADR   | COM            | 443304100 | 3074               | 109500             | SH         |              | SOLE               |         |
| HUDSON CITY BANCORP INC COM     | COM            | 443683107 | 1196               | 90000              | SH         |              | SOLE               |         |
| HUNTINGTON BANCSHARES INC       | COM            | 446150104 | 125                | 30000              | SH         |              | SOLE               |         |
| HUNTSMAN CORP COM               | COM            | 447011107 | 4779               | 950000             | SH         |              | SOLE               |         |
| IAC INTERACTIVECORP COM PAR \$. | COM            | 44919P508 | 6043               | 376500             | SH         |              | SOLE               |         |
| IAMGOLD CORP (USD) COM          | COM            | 450913108 | 4453               | 440000             | SH         |              | SOLE               |         |
| ICU MEDICAL INC                 | COM            | 44930G107 | 3004               | 73000              | SH         |              | SOLE               |         |
| IDEATION ACQUISITION CORP COM   | COM            | 451665103 | 123                | 16000              | SH         |              | SOLE               |         |
| IDEATION ACQUISITION CORP-UT    | COM            | 451665202 | 1793               | 220000             | SH         |              | SOLE               |         |
| IDEX CORP                       | COM            | 45167R104 | 30049              | 1223000            | SH         |              | SOLE               |         |

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|                                    |                  |           |       |          |     |                    |
|------------------------------------|------------------|-----------|-------|----------|-----|--------------------|
| IMATION CORP COM                   | COM              | 45245A107 | 76    | 10000    | SH  | SOLE               |
| IMAX CORP COM                      | COM              | 45245E109 | 191   | 23500    | SH  | SOLE               |
| IMS HEALTH INC COM                 | COM              | 449934108 | 2438  | 192000   | SH  | SOLE               |
| INGERSOLL-RAND CO CL A             | COM              | G4776G101 | 1484  | 71000    | SH  | SOLE               |
| INGLES MKTS INC CL A               | COM              | 457030104 | 11491 | 754000   | SH  | SOLE               |
| INSITUFORM TECHNOLOGIES INC CL COM | COM              | 457667103 | 424   | 25000    | SH  | SOLE               |
| INSPIRE PHARMACEUTICALS INC CO COM | COM              | 457733103 | 117   | 21000    | SH  | SOLE               |
| INSTEEL INDS INC                   | COM              | 45774W108 | 82    | 10000    | SH  | SOLE               |
| INTEGRYS ENERGY GROUP INC          | COM              | 45822P105 | 23707 | 790500   | SH  | SOLE               |
| INTEL CORP                         | COM              | 458140100 | 41855 | 2529000  | SH  | SOLE               |
| INTERACTIVE BROKERS                | COM              | 45841N107 | 1320  | 85000    | SH  | SOLE               |
| INTERACTIVE DATA CORP COM          | COM              | 45840J107 | 1666  | 72000    | SH  | SOLE               |
| INTERMEC INC                       | COM              | 458786100 | 9770  | 757350   | SH  | SOLE               |
| INTERNATIONAL BUSINESS             | COM              | 459200101 | 37205 | 356300   | SH  | SOLE               |
| INTERNATIONAL GAME TECH            | COM              | 459902102 | 6074  | 382000   | SH  | SOLE               |
| INTERNATIONAL PAPER CO             | COM              | 460146103 | 6279  | 415000   | SH  | SOLE               |
| INTERNATIONAL RECTIFIER CORPCO COM | COM              | 460254105 | 815   | 55000    | SH  | SOLE               |
| INTERNATIONAL SPEEDWAY A           | COM              | 460335201 | 410   | 16000    | SH  | SOLE               |
| INTERPUBLIC GROUP COS INC          | COM              | 460690100 | 14305 | 2832623  | SH  | SOLE               |
| INTERVAL LEISURE GROUP INC COM     | COM              | 46113M108 | 1314  | 141000   | SH  | SOLE               |
| INTL FLAVORS & FRAGRANCES          | COM              | 459506101 | 12041 | 368000   | SH  | SOLE               |
| INTL GM TECH 2.600% 12/15/2036     | CONVERTIBLE BOND | 459902AP7 | 11364 | 11450000 | PRN | SOLE               |
| INVERNESS MED INNOVATIONS INCO     | COM              | 46126P106 | 2562  | 72000    | SH  | SOLE               |
| INVESCO LTD                        | COM              | G491BT108 | 2228  | 125000   | SH  | SOLE               |
| INVITEL HLDGS A/S ADS              | COM              | 46186X106 | 132   | 20000    | SH  | SOLE               |
| ITT INDUSTRIES                     | COM              | 450911102 | 57272 | 1287000  | SH  | SOLE               |
| IVANHOE MINES LTD COM              | COM              | 46579N103 | 2594  | 463140   | SH  | SOLE               |
| I-FLOW CORP COM NEW                | COM              | 449520303 | 305   | 44000    | SH  | SOLE               |
| J & J SNACK FOODS CORP             | COM              | 466032109 | 898   | 25000    | SH  | SOLE               |
| J.P. MORGAN CHASE & CO             | COM              | 46625H100 | 33418 | 979726   | SH  | SOLE               |
| JA SOLAR HOLD CO 4.500% 05/15/     | CONVERTIBLE BOND | 466090AA5 | 224   | 300000   | PRN | SOLE               |
| JANUS CAP GROUP INC COM            | COM              | 47102X105 | 13498 | 1184000  | SH  | SOLE               |
| JOHNSON CONTROLS                   | COM              | 478366107 | 13436 | 618600   | SH  | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| JOHNSON CTRLS 6.500% 09/30/12  | CONVERTIBLE BOND | 478366AS6 | 401                | 200000             | PRN        |              | SOLE               |         |
| JOHNSON & JOHNSON              | COM              | 478160104 | 34591              | 609000             | SH         |              | SOLE               |         |
| JOURNAL COMM INC-A             | COM              | 481130102 | 855                | 814000             | SH         |              | SOLE               |         |
| JOY GLOBAL INC COM             | COM              | 481165108 | 2786               | 78000              | SH         |              | SOLE               |         |
| KAMAN CORP                     | COM              | 483548103 | 16945              | 1017719            | SH         |              | SOLE               |         |
| KANSAS CITY SOUTHERN           | COM              | 485170302 | 499                | 31000              | SH         |              | SOLE               |         |
| KELLOGG CO                     | COM              | 487836108 | 5775               | 124000             | SH         |              | SOLE               |         |
| KEYCORP                        | COM              | 493267108 | 63                 | 12000              | SH         |              | SOLE               |         |
| KIMBERLY CLARK CORP            | COM              | 494368103 | 17040              | 325000             | SH         |              | SOLE               |         |
| KINDER MORGAN EGY PTNS L P UT  | COM              | 494550106 | 1022               | 20000              | SH         |              | SOLE               |         |
| KINETIC CONCEPTS INC COM NEW   | COM              | 49460W208 | 1635               | 60000              | SH         |              | SOLE               |         |
| KING PHARMACEUTICALS INC COM   | COM              | 495582108 | 96                 | 10000              | SH         |              | SOLE               |         |
| KINROSS GOLD CORP COM NO PAR   | COM              | 496902404 | 34669              | 1910115            | SH         |              | SOLE               |         |
| KONINKLIJKE PHILIPS ELECTRS SP | COM              | 500472303 | 700                | 38000              | SH         |              | SOLE               |         |
| KOREA ELEC PWR CO SPONSORED AD | COM              | 500631106 | 4842               | 421000             | SH         |              | SOLE               |         |
| KRAFT FOODS INC CL A COM       | COM              | 50075N104 | 26784              | 1057000            | SH         |              | SOLE               |         |
| KROGER CO                      | COM              | 501044101 | 2602               | 118000             | SH         |              | SOLE               |         |
| KT CORP SPON ADR               | COM              | 48268K101 | 144                | 10000              | SH         |              | SOLE               |         |
| KYOCERA CORP ADR               | COM              | 501556203 | 896                | 12000              | SH         |              | SOLE               |         |
| K-TRON INTL INC                | COM              | 482730108 | 760                | 9500               | SH         |              | SOLE               |         |
| L 3 COMMUNICATIONS             | COM              | 502424104 | 2546               | 36700              | SH         |              | SOLE               |         |



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|                                    |           |       |         |     |                    |
|------------------------------------|-----------|-------|---------|-----|--------------------|
| LABORATORY CORP AMER HLDGS COM COM | 50540R409 | 1966  | 29000   | SH  | SOLE               |
| LABRANCHE & CO INC COM             | 505447102 | 258   | 60000   | SH  | SOLE               |
| LACLEDE GROUP INC                  | 505597104 | 5963  | 180000  | SH  | SOLE               |
| LAKES ENTERTAINMENT INC COM        | 51206P109 | 407   | 140000  | SH  | SOLE               |
| LAMAR ADVERTISING CO CL A          | 512815101 | 382   | 25000   | SH  | SOLE               |
| LANDAUER INC                       | 51476K103 | 10612 | 173000  | SH  | SOLE               |
| LAS VEGAS SANDS CORP               | 517834107 | 8308  | 1057000 | SH  | SOLE               |
| LAWSON SOFTWARE INC NEW COM        | 52078P102 | 103   | 18410   | SH  | SOLE               |
| LAYNE CHRISTENSEN CO COM           | 521050104 | 327   | 16000   | SH  | SOLE               |
| LEAR CORP COM                      | 521865105 | 105   | 210000  | SH  | SOLE               |
| LEE ENTERPRISES INC                | 523768109 | 27    | 50000   | SH  | SOLE               |
| LEGG MASON INC COM                 | 524901105 | 36594 | 1501000 | SH  | SOLE               |
| LENDER PROCESSING SVCS INC COM     | 52602E102 | 1111  | 40000   | SH  | SOLE               |
| LEUCADIA NATL CORP COM             | 527288104 | 5129  | 243200  | SH  | SOLE               |
| LEVEL 3 COMM INC 2.875% 7/15/2     | 52729NBA7 | 248   | 250000  | PRN | SOLE               |
| LIBERTY ENTERTAINMENT-A            | 53071M500 | 70194 | 2629000 | SH  | SOLE               |
| LIBERTY GLOBAL INC COM SER A       | 530555101 | 18291 | 1151084 | SH  | SOLE               |
| LIBERTY GLOBAL INC COM SER C       | 530555309 | 9501  | 600963  | SH  | SOLE               |
| LIBERTY MEDIA HLDG CORP INT CO     | 53071M104 | 6032  | 1204000 | SH  | SOLE               |
| LIBERTY MEDIA-CAP SER A            | 53071M302 | 8573  | 632250  | SH  | SOLE               |
| LIFE TECHNOLOGIES CORP COM         | 53217V109 | 8803  | 211000  | SH  | SOLE               |
| LIFEWAY FOODS INC COM              | 531914109 | 3062  | 237400  | SH  | SOLE               |
| LILLY, ELI AND COMPANY             | 532457108 | 11535 | 333000  | SH  | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| LIN TV CORP CL A               | COM              | 532774106 | 2433               | 1448000            | SH         |              | SOLE                |         |
| LINDSAY CORP                   | COM              | 535555106 | 2334               | 70500              | SH         |              | SOLE                |         |
| LITTELFUSE INC                 | COM              | 537008104 | 798                | 40000              | SH         |              | SOLE                |         |
| LO JACK CORP COM               | COM              | 539451104 | 92                 | 22000              | SH         |              | SOLE                |         |
| LOCKHEED MARTIN CORP COM       | COM              | 539830109 | 4928               | 61100              | SH         |              | SOLE                |         |
| LOEWS CORP                     | COM              | 540424108 | 4658               | 170000             | SH         |              | SOLE                |         |
| LSI LOGIC CORP COM             | COM              | 502161102 | 6840               | 1500100            | SH         |              | SOLE                |         |
| LUFKIN INDS INC COM            | COM              | 549764108 | 19007              | 452000             | SH         |              | SOLE                |         |
| LUNDIN MINING CORP COM         | COM              | 550372106 | 722                | 250600             | SH         |              | SOLE                |         |
| M G M MIRAGE INC COM           | COM              | 552953101 | 8467               | 1325000            | SH         |              | SOLE                |         |
| M & T BK CORP COM              | COM              | 55261F104 | 9575               | 188000             | SH         |              | SOLE                |         |
| MACROVISION CORP 2.625% 08/15/ | CONVERTIBLE BOND | 555904AB7 | 290                | 300000             | PRN        |              | SOLE                |         |
| MACROVISION SOLUTIONS CORP     | COM              | 55611C108 | 8055               | 369341             | SH         |              | SOLE                |         |
| MACY'S INC                     | COM              | 55616P104 | 10972              | 933000             | SH         |              | SOLE                |         |
| MAGNETEK INC COM               | COM              | 559424106 | 904                | 650000             | SH         |              | SOLE                |         |
| MAINE & MARITIMES CORP         | COM              | 560377103 | 6123               | 176200             | SH         |              | SOLE                |         |
| MANITOWOC CO COM               | COM              | 563571108 | 1020               | 194000             | SH         |              | SOLE                |         |
| MARATHON OIL CORP COM          | COM              | 565849106 | 18922              | 628000             | SH         |              | SOLE                |         |
| MARCUS CORP COM                | COM              | 566330106 | 526                | 50000              | SH         |              | SOLE                |         |
| MARINE PRODS CORP COM          | COM              | 568427108 | 1256               | 335000             | SH         |              | SOLE                |         |
| MARSH & MCLENNAN COS INC COM   | COM              | 571748102 | 18439              | 916000             | SH         |              | SOLE                |         |
| MARSHALL & ILSLEY CORP NEW COM | COM              | 571837103 | 432                | 90000              | SH         |              | SOLE                |         |
| MARTHA STEWART LIVING OMNI     | COM              | 573083102 | 551                | 180000             | SH         |              | SOLE                |         |
| MARTIN MARIETTA MTLs INC COM   | COM              | 573284106 | 552                | 7000               | SH         |              | SOLE                |         |
| MASSEY ENERGY CORP COM         | COM              | 576206106 | 195                | 10000              | SH         |              | SOLE                |         |
| MASTERCARD INC COM             | COM              | 57636Q104 | 30199              | 180500             | SH         |              | SOLE                |         |
| MATERIAL SCIENCES CORP COM     | COM              | 576674105 | 114                | 120000             | SH         |              | SOLE                |         |
| MATRIX INITIATIVES INC COM     | COM              | 57685L105 | 559                | 100000             | SH         |              | SOLE                |         |
| MATTEL INC                     | COM              | 577081102 | 1974               | 123000             | SH         |              | SOLE                |         |
| MATTHEWS INTL CORP CL A        | COM              | 577128101 | 996                | 32000              | SH         |              | SOLE                |         |
| MCDERMOTT INTERNATIONAL INC.   | COM              | 580037109 | 2224               | 109500             | SH         |              | SOLE                |         |

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| MCGRAW HILL COMPANIES, INC.    | COM | 580645109 | 15657 | 520000  | SH | SOLE               |
| MCKESSON HBOC INC.             | COM | 58155Q103 | 440   | 10000   | SH | SOLE               |
| MEAD JOHNSON                   | COM | 582839106 | 2430  | 76500   | SH | SOLE               |
| MEDCO HEALTH SOLUTIONS INC COM | COM | 58405U102 | 5656  | 124000  | SH | SOLE               |
| MEDIA GENERAL CL A             | COM | 584404107 | 4203  | 1991800 | SH | SOLE               |
| MEDIACOM COMMUNICATIONS CORPCL | COM | 58446K105 | 169   | 33000   | SH | SOLE               |
| MEDICAL ACTION INDS INC COM    | COM | 58449L100 | 172   | 15000   | SH | SOLE               |
| MEDICAL NUTRITION USA INC COM  | COM | 58461X107 | 529   | 259400  | SH | SOLE               |
| MEDTRONIC INC COM              | COM | 585055106 | 314   | 9000    | SH | SOLE               |
| MELCO PBL ENTERTAINMENT-ADR    | COM | 585464100 | 428   | 95000   | SH | SOLE               |
| MENTOR GRAPHICS CORP COM       | COM | 587200106 | 481   | 88000   | SH | SOLE               |
| MERCK & CO INC                 | COM | 589331107 | 9367  | 335000  | SH | SOLE               |
| MEREDITH CORP                  | COM | 589433101 | 8023  | 314000  | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MET PRO CORP COM               | COM              | 590876306 | 1595               | 147401             | SH         |              | SOLE                |         |
| METAVANTE HLDG CO COM          | COM              | 591407101 | 9672               | 374000             | SH         |              | SOLE                |         |
| METHODE ELECTRS INC CL A       | COM              | 591520200 | 632                | 90000              | SH         |              | SOLE                |         |
| METROPCS COMMUNICATIONS INC    | COM              | 591708102 | 173                | 13000              | SH         |              | SOLE                |         |
| METROPOLITAN HEALTH NETWORKSCO | COM              | 592142103 | 563                | 280000             | SH         |              | SOLE                |         |
| MGE ENERGY INC                 | COM              | 55277P104 | 13621              | 406000             | SH         |              | SOLE                |         |
| MGP INGREDIENTS INC COM        | COM              | 55302G103 | 200                | 70000              | SH         |              | SOLE                |         |
| MICROSOFT CORP                 | COM              | 594918104 | 29439              | 1238500            | SH         |              | SOLE                |         |
| MICRUS ENDOVASCULAR CORP COM   | COM              | 59518V102 | 1121               | 124000             | SH         |              | SOLE                |         |
| MIDAS GROUP INC COM            | COM              | 595626102 | 7813               | 745490             | SH         |              | SOLE                |         |
| MIDDLEBY CORP COM              | COM              | 596278101 | 1252               | 28500              | SH         |              | SOLE                |         |
| MIDDLESEX WTR CO COM           | COM              | 596680108 | 1724               | 119333             | SH         |              | SOLE                |         |
| MILLICOM INTL CELLULAR S A SHS | COM              | L6388F110 | 6020               | 107000             | SH         |              | SOLE                |         |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 2690               | 170932             | SH         |              | SOLE                |         |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 115                | 78016              | SH         |              | SOLE                |         |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 73                 | 38363              | SH         |              | SOLE                |         |
| MKS INSTRS INC COM             | COM              | 55306N104 | 265                | 20187              | SH         |              | SOLE                |         |
| MOBILE TELESYSTEMS OJSC ADR SP | COM              | 607409109 | 351                | 9500               | SH         |              | SOLE                |         |
| MODINE MFG CO                  | COM              | 607828100 | 4978               | 1037000            | SH         |              | SOLE                |         |
| MOLEX INC CL A                 | COM              | 608554200 | 633                | 44000              | SH         |              | SOLE                |         |
| MONOGRAM BIOSCIENCES INC COM N | COM              | 60975U207 | 1573               | 347300             | SH         |              | SOLE                |         |
| MONRO MUFFLER BRAKE INC        | COM              | 610236101 | 283                | 11000              | SH         |              | SOLE                |         |
| MONSANTO CO NEW COM            | COM              | 61166W101 | 30499              | 410258             | SH         |              | SOLE                |         |
| MONSTER WORLDWIDE INC COM      | COM              | 611742107 | 1866               | 158000             | SH         |              | SOLE                |         |
| MOODYS CORP COM                | COM              | 615369105 | 6614               | 251000             | SH         |              | SOLE                |         |
| MOOG INC CL A                  | COM              | 615394202 | 2323               | 90000              | SH         |              | SOLE                |         |
| MOOG INC CL B                  | COM              | 615394301 | 370                | 14300              | SH         |              | SOLE                |         |
| MORGAN STANLEY                 | COM              | 617446448 | 5274               | 185000             | SH         |              | SOLE                |         |
| MOSAIC CO/THE                  | COM              | 61945A107 | 6379               | 144000             | SH         |              | SOLE                |         |
| MOSY INC                       | COM              | 619718109 | 83                 | 50000              | SH         |              | SOLE                |         |
| MOTOROLA INC                   | COM              | 620076109 | 3414               | 515000             | SH         |              | SOLE                |         |
| MOVADO GROUP INC COM           | COM              | 624580106 | 379                | 36000              | SH         |              | SOLE                |         |
| MUELLER INDS INC COM           | COM              | 624756102 | 2891               | 139000             | SH         |              | SOLE                |         |
| MUELLER WATER PRODUCTS INC     | COM              | 624758108 | 165                | 44133              | SH         |              | SOLE                |         |
| MURPHY OIL CORP COM            | COM              | 626717102 | 19311              | 355500             | SH         |              | SOLE                |         |
| MVC CAP COM                    | COM              | 553829102 | 635                | 75000              | SH         |              | SOLE                |         |
| MWI VETERINARY SUPPLY INC      | COM              | 55402X105 | 1394               | 40000              | SH         |              | SOLE                |         |
| MYERS INDS INC                 | COM              | 628464109 | 12339              | 1483000            | SH         |              | SOLE                |         |
| MYLAN LABS INC COM             | COM              | 628530107 | 261                | 20000              | SH         |              | SOLE                |         |
| M-SYSTEMS FIN NV 1.000% 03/15/ | CONVERTIBLE BOND | 55375VAB8 | 287                | 300000             | PRN        |              | SOLE                |         |
| NABI BIOPHARMACEUTICALS        | COM              | 629519109 | 44                 | 18000              | SH         |              | SOLE                |         |

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|                                |                  |           |      |         |     |      |
|--------------------------------|------------------|-----------|------|---------|-----|------|
| NABORS INDS INC 0.940% 05/15/1 | CONVERTIBLE BOND | 629568AP1 | 1870 | 2000000 | PRN | SOLE |
| NABORS INDUSTRIES LTD SHS      | COM              | G6359F103 | 2929 | 188000  | SH  | SOLE |
| NARA BANCORP INC COM           | COM              | 63080P105 | 1347 | 260000  | SH  | SOLE |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NASHUA CORP                    | COM              | 631226107 | 2764               | 412500             | SH         |              | SOLE               |         |
| NATCO GROUP INC                | COM              | 63227W203 | 3555               | 108000             | SH         |              | SOLE               |         |
| NATHANS FAMOUS INC NEW COM     | COM              | 632347100 | 1319               | 99100              | SH         |              | SOLE               |         |
| NATIONAL FUEL GAS CO N J COM   | COM              | 636180101 | 41961              | 1163000            | SH         |              | SOLE               |         |
| NATIONAL GRID PLC              | COM              | 636274300 | 2395               | 52952              | SH         |              | SOLE               |         |
| NATIONAL PRESTO INDS INC       | COM              | 637215104 | 6126               | 80500              | SH         |              | SOLE               |         |
| NATIONAL-OILWELL INC COM       | COM              | 637071101 | 4866               | 149000             | SH         |              | SOLE               |         |
| NAVISTAR INTL CORP COM         | COM              | 63934E108 | 30607              | 702000             | SH         |              | SOLE               |         |
| NCR CORP NEW COM               | COM              | 62886E108 | 6447               | 545000             | SH         |              | SOLE               |         |
| NEUROMETRIX INC COM            | COM              | 641255104 | 22                 | 10000              | SH         |              | SOLE               |         |
| NEW ALLIANCE BANCSHARES INC CO | COM              | 650203102 | 7966               | 692718             | SH         |              | SOLE               |         |
| NEW GERMANY FD COM (B:GF US)   | MUTUAL FUNDS     | 644465106 | 1066               | 124000             | SH         |              | SOLE               |         |
| NEW YORK CMNTY BANCORP INC COM | COM              | 649445103 | 3720               | 348000             | SH         |              | SOLE               |         |
| NEW YORK TIMES CO CLASS A      | COM              | 650111107 | 661                | 120000             | SH         |              | SOLE               |         |
| NEWMARKET CORP COM             | COM              | 651587107 | 236                | 3500               | SH         |              | SOLE               |         |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 5434               | 5250000            | PRN        |              | SOLE               |         |
| NEWMONT MINING CORP HOLDING CO | COM              | 651639106 | 97053              | 2374671            | SH         |              | SOLE               |         |
| NEWS CORP CL A                 | COM              | 65248E104 | 54833              | 6019000            | SH         |              | SOLE               |         |
| NEWS CORP CL B                 | COM              | 65248E203 | 973                | 92016              | SH         |              | SOLE               |         |
| NEXEN INC COM                  | COM              | 65334H102 | 1516               | 70000              | SH         |              | SOLE               |         |
| NEXSTAR BROADCASTING GROUP ICL | COM              | 65336K103 | 8                  | 10000              | SH         |              | SOLE               |         |
| NEXTEL COMM 5.25% 1/15/10      | CONVERTIBLE BOND | 65332VAY9 | 1500               | 1500000            | PRN        |              | SOLE               |         |
| NEXTWAVE WIRELESS INC COM      | COM              | 65337Y102 | 10                 | 21000              | SH         |              | SOLE               |         |
| NICOR INC COM                  | COM              | 654086107 | 12359              | 357000             | SH         |              | SOLE               |         |
| NIKE INC CL B                  | COM              | 654106103 | 8285               | 160000             | SH         |              | SOLE               |         |
| NIPPON TELEG&TEL CORP ADR (B:N | COM              | 654624105 | 387                | 19000              | SH         |              | SOLE               |         |
| NISOURCE INC                   | COM              | 65473P105 | 6647               | 570086             | SH         |              | SOLE               |         |
| NOBILITY HOMES INC COM         | COM              | 654892108 | 515                | 62000              | SH         |              | SOLE               |         |
| NOBLE CORPORATION BAAR NAMEN - | COM              | H5833N103 | 9710               | 321000             | SH         |              | SOLE               |         |
| NOKIA CORP SPONSORED ADR (B:NO | COM              | 654902204 | 365                | 25000              | SH         |              | SOLE               |         |
| NORTHEAST UTILS COM            | COM              | 664397106 | 23280              | 1043500            | SH         |              | SOLE               |         |
| NORTHERN TRUST CORP            | COM              | 665859104 | 9233               | 172000             | SH         |              | SOLE               |         |
| NORTHROP GRUMMAN CORP (B:NOC)  | COM              | 666807102 | 6235               | 136500             | SH         |              | SOLE               |         |
| NORTHSTAR NEUROSCIENCE INC COM | COM              | 66704V101 | 1106               | 550000             | SH         |              | SOLE               |         |
| NORTHWESTERN CORP COM NEW      | COM              | 668074305 | 19300              | 848000             | SH         |              | SOLE               |         |
| NOVA CHEMICALS CORP COM        | COM              | 66977W109 | 9808               | 1654000            | SH         |              | SOLE               |         |
| NOVARTIS AG - ADR (B:NVS US)   | COM              | 66987V109 | 9912               | 243000             | SH         |              | SOLE               |         |
| NRG ENERGY INC COM NEW         | COM              | 629377508 | 14018              | 540000             | SH         |              | SOLE               |         |
| NSTAR COM                      | COM              | 67019E107 | 39993              | 1245500            | SH         |              | SOLE               |         |
| NV ENERGY INC COM              | COM              | 67073Y106 | 378                | 35000              | SH         |              | SOLE               |         |
| NYSE EURONEXT COM              | COM              | 629491101 | 1090               | 40000              | SH         |              | SOLE               |         |
| O REILLY AUTOMOTIVE INC COM    | COM              | 686091109 | 41050              | 1078000            | SH         |              | SOLE               |         |
| OCCIDENTAL PETE CORP           | COM              | 674599105 | 31655              | 481000             | SH         |              | SOLE               |         |
| OCEANEERING INTL INC COM       | COM              | 675232102 | 10396              | 230000             | SH         |              | SOLE               |         |

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|                                |                  |           |       |         |     |                    |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| OCH ZIFF CAP MGMT GROUP CL A   | COM              | 67551U105 | 1844  | 207000  | SH  | SOLE               |
| ODYSSEY HEALTHCARE INC COM     | COM              | 67611V101 | 2673  | 260000  | SH  | SOLE               |
| OGE ENERGY CORP COM            | COM              | 670837103 | 25757 | 909500  | SH  | SOLE               |
| OIL DRI CORP AMER COM          | COM              | 677864100 | 1919  | 129200  | SH  | SOLE               |
| OLIN CORP COM PAR \$1.         | COM              | 680665205 | 1367  | 115000  | SH  | SOLE               |
| OMNICARE INC COM               | COM              | 681904108 | 644   | 25000   | SH  | SOLE               |
| OMNOVA SOLUTIONS INC COM       | COM              | 682129101 | 5003  | 1534718 | SH  | SOLE               |
| ONEOK INC NEW COM              | COM              | 682680103 | 19375 | 657000  | SH  | SOLE               |
| OPENTV CORP CL A               | COM              | G67543101 | 60    | 45000   | SH  | SOLE               |
| OPKO HEALTH INC COM            | COM              | 68375N103 | 145   | 82000   | SH  | SOLE               |
| ORIENT-EXPRESS HOTELS LTD COM  | COM              | G67743107 | 2156  | 254000  | SH  | SOLE               |
| ORMAT TECHNOLOGIES INC         | COM              | 686688102 | 4656  | 115500  | SH  | SOLE               |
| ORTHOFIX INTL N V ORD          | COM              | N6748L102 | 4527  | 181000  | SH  | SOLE               |
| OSHKOSH CORP                   | COM              | 688239201 | 509   | 35000   | SH  | SOLE               |
| OTIX GLOBAL INC                | COM              | 68906N101 | 109   | 140000  | SH  | SOLE               |
| OTTER TAIL CORPORATION COM     | COM              | 689648103 | 3909  | 179000  | SH  | SOLE               |
| OUTDOOR HLDGS INC (NEW)        | COM              | 690027206 | 195   | 33000   | SH  | SOLE               |
| OWENS ILL INC COM NEW          | COM              | 690768403 | 3641  | 130000  | SH  | SOLE               |
| OWENS & MINOR INC NEW COM      | COM              | 690732102 | 5784  | 132000  | SH  | SOLE               |
| PACCAR INC                     | COM              | 693718108 | 9988  | 308000  | SH  | SOLE               |
| PACTIV CORP COM                | COM              | 695257105 | 4383  | 202000  | SH  | SOLE               |
| PAIN THERAPEUTICS INC COM      | COM              | 69562K100 | 2347  | 437000  | SH  | SOLE               |
| PALOMAR MED TECHNOLOGIES INCCO | COM              | 697529303 | 4419  | 300000  | SH  | SOLE               |
| PARK ELECTROCHEMICAL CORP COM  | COM              | 700416209 | 6481  | 301000  | SH  | SOLE               |
| PARK OHIO HLDGS CORP COM       | COM              | 700666100 | 1180  | 345000  | SH  | SOLE               |
| PARKER HANNIFIN CORP           | COM              | 701094104 | 516   | 12000   | SH  | SOLE               |
| PATTERSON COMPANIES INC        | COM              | 703395103 | 1953  | 90000   | SH  | SOLE               |
| PEABODY ENERGY CORP COM        | COM              | 704549104 | 6086  | 201800  | SH  | SOLE               |
| PENFORD CORP COM               | COM              | 707051108 | 347   | 60000   | SH  | SOLE               |
| PENN NATIONAL GAMING INC COM   | COM              | 707569109 | 3493  | 120000  | SH  | SOLE               |
| PENNICHUCK CORP COM NEW        | COM              | 708254206 | 7508  | 329300  | SH  | SOLE               |
| PENTAIR INC COM                | COM              | 709631105 | 1460  | 57000   | SH  | SOLE               |
| PENWEST PHARMACEUTICALS CO COM | COM              | 709754105 | 442   | 155000  | SH  | SOLE               |
| PEP BOYS MANNY MOE & JACK      | COM              | 713278109 | 4563  | 450000  | SH  | SOLE               |
| PEPCO HLDGS INC COM            | COM              | 713291102 | 3931  | 292500  | SH  | SOLE               |
| PEPSIAMERICAS                  | COM              | 71343P200 | 51928 | 1936900 | SH  | SOLE               |
| PEPSICO INC                    | COM              | 713448108 | 28777 | 523600  | SH  | SOLE               |
| PETROBRAS BRASILEIRO ADR SPONS | COM              | 71654V408 | 32251 | 787000  | SH  | SOLE               |
| PETROCHINA CO LTD SPONSORED AD | COM              | 71646E100 | 4242  | 38400   | SH  | SOLE               |
| PFIZER INC                     | COM              | 717081103 | 18750 | 1250000 | SH  | SOLE               |
| PG&E CORP COM                  | COM              | 69331C108 | 3421  | 89000   | SH  | SOLE               |
| PHH CORP COM NEW               | COM              | 693320202 | 500   | 27500   | SH  | SOLE               |
| PHHM 3.25% 5/15/2024           | CONVERTIBLE BOND | 696639AB9 | 1313  | 3950000 | PRN | SOLE               |
| PHILIP MORRIS INTL INC COM     | COM              | 718172109 | 3904  | 89500   | SH  | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PHILLIPINE LONG DISTANCE TEL S | COM            | 718252604 | 6240               | 125500             | SH         | SOLE         |                    |         |
| PHOENIX COS INC NEW COM        | COM            | 71902E109 | 397                | 238000             | SH         | SOLE         |                    |         |
| PIEDMONT NAT GAS INC COM       | COM            | 720186105 | 3110               | 129000             | SH         | SOLE         |                    |         |
| PIER 1 IMPORTS INC SHS BEN INT | COM            | 720279108 | 101                | 51000              | SH         | SOLE         |                    |         |
| PINNACLE ENTMT INC COM         | COM            | 723456109 | 7258               | 781300             | SH         | SOLE         |                    |         |
| PINNACLE WEST CAP CORP COM     | COM            | 723484101 | 12542              | 416000             | SH         | SOLE         |                    |         |
| PLANTRONICS                    | COM            | 727493108 | 227                | 12000              | SH         | SOLE         |                    |         |
| PNC FINANCIAL CORP             | COM            | 693475105 | 14030              | 361500             | SH         | SOLE         |                    |         |
| PNM RES INC                    | COM            | 69349H107 | 25383              | 2370000            | SH         | SOLE         |                    |         |

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|                                |                  |           |       |         |    |                    |
|--------------------------------|------------------|-----------|-------|---------|----|--------------------|
| POLO RALPH LAUREN CORP         | COM              | 731572103 | 3052  | 57000   | SH | SOLE               |
| POPULAR INC COM                | COM              | 733174106 | 88    | 40000   | SH | SOLE               |
| PORTUGAL TELECOM ADR (B:PT US) | COM              | 737273102 | 1124  | 115000  | SH | SOLE               |
| POTASH CORP SASK INC           | COM              | 73755L107 | 4048  | 43500   | SH | SOLE               |
| PPL CORP COM                   | COM              | 69351T106 | 1655  | 50200   | SH | SOLE               |
| PRECISION CASTPARTS CORP       | COM              | 740189105 | 37683 | 516000  | SH | SOLE               |
| PRIMEDIA INC COM NEW           | COM              | 74157K846 | 460   | 229000  | SH | SOLE               |
| PRIVATEBANCORP INC COM         | COM              | 742962103 | 245   | 11000   | SH | SOLE               |
| PROCTER & GAMBLE COMPANY       | COM              | 742718109 | 51739 | 1012500 | SH | SOLE               |
| PROGRESS ENERGY INC COM        | COM              | 743263105 | 27919 | 738000  | SH | SOLE               |
| PROLIANCE INTERNATIONAL INC    | COM              | 74340R104 | 68    | 485700  | SH | SOLE               |
| PROLOGIS SH BEN INT            | COM              | 743410102 | 290   | 36000   | SH | SOLE               |
| PROSHARES TR PSHS ULTRA FINL   | ETF/ISHARE - EQU | 74347R743 | 1544  | 400000  | SH | SOLE               |
| PROVIDENCE & WORCESTER RR COCO | COM              | 743737108 | 1406  | 124900  | SH | SOLE               |
| PSS WORLD MED INC COM          | COM              | 69366A100 | 963   | 52000   | SH | SOLE               |
| PT INDOSAT TBK SPONSORED ADR   | COM              | 744383100 | 342   | 14000   | SH | SOLE               |
| PT TELEKOMUNIKASI INDONESIA (B | COM              | 715684106 | 640   | 21360   | SH | SOLE               |
| PUBLIC SVC ENTERPRISES COM     | COM              | 744573106 | 16224 | 497200  | SH | SOLE               |
| QUAKER CHEM CORP COM           | COM              | 747316107 | 306   | 23000   | SH | SOLE               |
| QUALCOMM INC COM               | COM              | 747525103 | 10306 | 228000  | SH | SOLE               |
| QUIDEL CORP COM                | COM              | 74838J101 | 3968  | 272500  | SH | SOLE               |
| QWEST COMMUNICATIONS INTL.     | COM              | 749121109 | 6702  | 1615000 | SH | SOLE               |
| RALCORP HOLDINGS INC           | COM              | 751028101 | 16387 | 269000  | SH | SOLE               |
| RANDGOLD RES LTD ADR           | COM              | 752344309 | 72705 | 1133000 | SH | SOLE               |
| RAYONIER INC COM               | COM              | 754907103 | 908   | 24984   | SH | SOLE               |
| RAYTHEON COMPANY               | COM              | 755111507 | 444   | 10000   | SH | SOLE               |
| RCN CORP COM NEW               | COM              | 749361200 | 263   | 44000   | SH | SOLE               |
| REGAL ENTERTAINMENT GROUP      | COM              | 758766109 | 478   | 36000   | SH | SOLE               |
| RENEGY HOLDINGS INC            | COM              | 75845J109 | 0     | 14000   | SH | SOLE               |
| REPSOL YPF S A ADR SPONSORED   | COM              | 76026T205 | 6775  | 303000  | SH | SOLE               |
| REPUBLIC SVCS INC CL A         | COM              | 760759100 | 35646 | 1460300 | SH | SOLE               |
| RESEARCH IN MOTION LTD COM     | COM              | 760975102 | 7976  | 112200  | SH | SOLE               |
| REVLON INC CL A                | COM              | 761525609 | 54    | 10000   | SH | SOLE               |
| RGC RES INC COM                | COM              | 74955L103 | 230   | 9000    | SH | SOLE               |
| RIO TINTO LTD ADR SPONSORED (B | COM              | 767204100 | 12094 | 73800   | SH | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |    |                    |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ROBBINS & MYERS INC            | COM              | 770196103 | 2608               | 135500             | SH         |              | SOLE               |         |
| ROCKWELL AUTOMATION INC (B:ROK | COM              | 773903109 | 24829              | 773000             | SH         |              | SOLE               |         |
| ROCKWELL COLLINS INC COM       | COM              | 774341101 | 6009               | 144000             | SH         |              | SOLE               |         |
| ROCKWOOD HLDGS INC COM         | COM              | 774415103 | 1098               | 75000              | SH         |              | SOLE               |         |
| ROGERS COMMUNICATIONS CL B     | COM              | 775109200 | 73915              | 2870500            | SH         |              | SOLE               |         |
| ROLLINS INC                    | COM              | 775711104 | 41987              | 2425600            | SH         |              | SOLE               |         |
| ROPER 1.481% 01/15/34          | CONVERTIBLE BOND | 776696AA4 | 784                | 1400000            | PRN        |              | SOLE               |         |
| ROPER INDS INC NEW             | COM              | 776696106 | 1450               | 32000              | SH         |              | SOLE               |         |
| ROSTELECOM LONG DISTANCE & ISP | COM              | 778529107 | 555                | 17500              | SH         |              | SOLE               |         |
| ROWAN COS INC                  | COM              | 779382100 | 17504              | 906000             | SH         |              | SOLE               |         |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM              | 780259206 | 20779              | 414000             | SH         |              | SOLE               |         |
| ROYAL GOLD INC COM             | COM              | 780287108 | 11365              | 272600             | SH         |              | SOLE               |         |
| ROYCE VALUE TR INC             | COM              | 780910105 | 937                | 111420             | SH         |              | SOLE               |         |
| RPC INC. COMMON                | COM              | 749660106 | 13318              | 1595000            | SH         |              | SOLE               |         |
| RTI BIOLOGICS INC COM          | COM              | 74975N105 | 901                | 210000             | SH         |              | SOLE               |         |
| RUSH ENTERPRISES INC CL B      | COM              | 781846308 | 1982               | 200000             | SH         |              | SOLE               |         |
| SAFEGUARD SCIENTIFICS INC COM  | COM              | 786449108 | 66                 | 50000              | SH         |              | SOLE               |         |
| SAFEWAY INC COM NEW            | COM              | 786514208 | 15624              | 767000             | SH         |              | SOLE               |         |
| SAKS INC COM                   | COM              | 79377W108 | 62                 | 14000              | SH         |              | SOLE               |         |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| SALEM COMMUNICATIONS CORP DECL | COM              | 794093104 | 620   | 646000  | SH  | SOLE |
| SALLY BEAUTY HLDGS INC         | COM              | 79546E104 | 5247  | 825000  | SH  | SOLE |
| SANDISK CORP 1.000% 05/15/13   | CONVERTIBLE BOND | 80004CAC5 | 2860  | 4400000 | PRN | SOLE |
| SANDISK CORP                   | COM              | 80004C101 | 2029  | 138000  | SH  | SOLE |
| SARA LEE CORP                  | COM              | 803111103 | 21179 | 2170000 | SH  | SOLE |
| SASOL LTD ADR SPONSORED        | COM              | 803866300 | 3193  | 91700   | SH  | SOLE |
| SATCON TECHNOLOGY CORP         | COM              | 803893106 | 18    | 10000   | SH  | SOLE |
| SCANA CORP NEW                 | COM              | 80589M102 | 8945  | 275500  | SH  | SOLE |
| SCHEIN HENRY INC               | COM              | 806407102 | 7193  | 150000  | SH  | SOLE |
| SCHERING PLOUGH CORP           | COM              | 806605101 | 27381 | 1090000 | SH  | SOLE |
| SCHIFF NUTRITION INTL INC      | COM              | 806693107 | 4281  | 841000  | SH  | SOLE |
| SCHLUMBERGER                   | COM              | 806857108 | 12510 | 231200  | SH  | SOLE |
| SCHULMAN A INC                 | COM              | 808194104 | 907   | 60000   | SH  | SOLE |
| SCHWAB CHARLES CORP NEW        | COM              | 808513105 | 12804 | 730000  | SH  | SOLE |
| SCHWEITZER-MAUDUIT INTL INC    | CO               | 808541106 | 544   | 20000   | SH  | SOLE |
| SCRIPPS E W CO OHIO CL A       | COM              | 811054402 | 1551  | 741965  | SH  | SOLE |
| SCRIPPS NETWORKS INTERAC       | COM              | 811065101 | 16865 | 606000  | SH  | SOLE |
| SEACOAST BKG CORP FLA          | COM              | 811707306 | 90    | 37000   | SH  | SOLE |
| SEALED AIR CORP NEW            | COM              | 81211K100 | 406   | 22000   | SH  | SOLE |
| SEMPRA ENERGY                  | COM              | 816851109 | 9430  | 190000  | SH  | SOLE |
| SENSIENT TECHNOLOGIES CORP     | COM              | 81725T100 | 22954 | 1017000 | SH  | SOLE |
| SHAW COMMUNICATIONS CL B NON V | COM              | 82028K200 | 10453 | 620000  | SH  | SOLE |
| SHENANDOAH TELECOMMUNICATIONCD | COM              | 82312B106 | 1948  | 96000   | SH  | SOLE |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 1243  | 1750000 | PRN | SOLE |
| SINCLAIR BROADCAST GROUP INCCL | COM              | 829226109 | 912   | 470000  | SH  | SOLE |

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 07/30/09 10:43 A.M.

FORM 13F INFORMATION TABLE  
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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 | O<br>MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| SIRIUS XM RADIO INC            | COM              | 82967N108 | 86                 | 200000             | SH         |              | SOLE              |         |
| SJW CORP                       | COM              | 784305104 | 10975              | 483500             | SH         |              | SOLE              |         |
| SK TELECOM LTD SPONSORED ADR   | ( COM            | 78440P108 | 2494               | 164600             | SH         |              | SOLE              |         |
| SKYLINE CORP                   | COM              | 830830105 | 6666               | 306500             | SH         |              | SOLE              |         |
| SL INDS INC                    | COM              | 784413106 | 1423               | 203300             | SH         |              | SOLE              |         |
| SLM CORP                       | COM              | 78442P106 | 10629              | 1035000            | SH         |              | SOLE              |         |
| SMART BALANCE INC              | COM              | 83169Y108 | 1053               | 154600             | SH         |              | SOLE              |         |
| SMITH A O CORP                 | COM              | 831865209 | 391                | 12000              | SH         |              | SOLE              |         |
| SMUCKER J M CO                 | COM NEW          | 832696405 | 5066               | 104100             | SH         |              | SOLE              |         |
| SOAPSTONE NETWORKS INC         | COM              | 833570104 | 84                 | 20000              | SH         |              | SOLE              |         |
| SONESTA INTL HOTELS CORP CL A  | COM              | 835438409 | 1417               | 160000             | SH         |              | SOLE              |         |
| SONOCO PRODS CO                | COM              | 835495102 | 790                | 33000              | SH         |              | SOLE              |         |
| SONY CORP-ADR (B:SNE US)       | COM              | 835699307 | 1293               | 50000              | SH         |              | SOLE              |         |
| SORL AUTO PTS INC              | COM              | 78461U101 | 527                | 138000             | SH         |              | SOLE              |         |
| SOUTH JERSEY INDS INC          | COM              | 838518108 | 3663               | 105000             | SH         |              | SOLE              |         |
| SOUTHERN CO                    | COM              | 842587107 | 11997              | 385000             | SH         |              | SOLE              |         |
| SOUTHERN UN CO NEW             | COM              | 844030106 | 26555              | 1444000            | SH         |              | SOLE              |         |
| SOUTHWEST GAS CORP             | COM              | 844895102 | 30663              | 1380600            | SH         |              | SOLE              |         |
| SOUTHWEST WATER CO             | COM              | 845331107 | 154                | 27901              | SH         |              | SOLE              |         |
| SP AQUISITION HOLDING-UNITS    | COM              | 78470A203 | 121                | 12500              | SH         |              | SOLE              |         |
| SPAIN FUND INC                 | MUTUAL FUNDS     | 846330108 | 62                 | 11000              | SH         |              | SOLE              |         |
| SPARTAN MTRS INC               | COM              | 846819100 | 911                | 80375              | SH         |              | SOLE              |         |
| SPDR GOLD TRUST GOLD SHS       | ETF/ISHARE - EQU | 78463V107 | 547                | 6000               | SH         |              | SOLE              |         |
| SPECTRA ENERGY CORP            | COM              | 847560109 | 32825              | 1940000            | SH         |              | SOLE              |         |
| SPRINT NEXTEL CORP             | COM              | 852061100 | 40707              | 8463000            | SH         |              | SOLE              |         |
| ST JUDE MEDICAL CENTER INC     | COM              | 790849103 | 8401               | 204400             | SH         |              | SOLE              |         |
| ST. JOE COMPANY                | COM              | 790148100 | 14755              | 557000             | SH         |              | SOLE              |         |
| STAMPS.COM INC (NEW)           | COM              | 852857200 | 339                | 40000              | SH         |              | SOLE              |         |
| STANDARD MTR PRODS INC CLASS A | COM              | 853666105 | 7360               | 890000             | SH         |              | SOLE              |         |

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|                                |     |           |       |         |    |      |
|--------------------------------|-----|-----------|-------|---------|----|------|
| STANDEX INTL CORP              | COM | 854231107 | 812   | 70000   | SH | SOLE |
| STARRETT L S CO CL A           | COM | 855668109 | 918   | 135000  | SH | SOLE |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 4928  | 222000  | SH | SOLE |
| STATE STREET CORP              | COM | 857477103 | 35476 | 751600  | SH | SOLE |
| STATOIL ASA SPONSORED ADR      | COM | 85771P102 | 18948 | 958400  | SH | SOLE |
| STEAK N SHAKE CO COM           | COM | 857873103 | 2666  | 305000  | SH | SOLE |
| STERLING BANCORP COM           | COM | 859158107 | 4134  | 495050  | SH | SOLE |
| STEWART ENTERPRISES INC CL A   | COM | 860370105 | 145   | 30000   | SH | SOLE |
| STILLWATER MINING              | COM | 86074Q102 | 297   | 52100   | SH | SOLE |
| STONERIDGE INC                 | COM | 86183P102 | 840   | 175000  | SH | SOLE |
| STRATTEC SECURITY CORP.        | COM | 863111100 | 1242  | 90000   | SH | SOLE |
| STRYKER CORP                   | COM | 863667101 | 3430  | 86300   | SH | SOLE |
| SUN MICROSYSTEMS INC CO        | COM | 866810203 | 42919 | 4655000 | SH | SOLE |
| SUNCOR INC COM                 | COM | 867229106 | 9936  | 327500  | SH | SOLE |
| SUNOCO INC COM                 | COM | 86764P109 | 4176  | 180000  | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SUNPOWER CORP COM CL A         | COM            | 867652109 | 8656               | 325300             | SH         | SOLE         |                    |         |
| SUNTRUST BANKS INC             | COM            | 867914103 | 855                | 52000              | SH         | SOLE         |                    |         |
| SUPERIOR INDS INTL INC         | COM            | 868168105 | 3596               | 255000             | SH         | SOLE         |                    |         |
| SUPERVALU INC COMMON           | COM            | 868536103 | 4468               | 345000             | SH         | SOLE         |                    |         |
| SWS GROUP INC                  | COM            | 78503N107 | 6287               | 450000             | SH         | SOLE         |                    |         |
| SYCAMORE NETWORKS              | COM            | 871206108 | 1722               | 550000             | SH         | SOLE         |                    |         |
| SYNERON MEDICAL LTD ORD SHS    | COM            | M87245102 | 101                | 14000              | SH         | SOLE         |                    |         |
| SYNGENTA AG ADR SPONSORED      | COM            | 87160A100 | 8629               | 185500             | SH         | SOLE         |                    |         |
| T ROWE PRICE GROUP INC         | COM            | 74144T108 | 19043              | 457000             | SH         | SOLE         |                    |         |
| TAKE-TWO INTERACTIVE SOFTWARE  | COM            | 874054109 | 11591              | 1224000            | SH         | SOLE         |                    |         |
| TD AMERITRADE HLDG CORP COM    | COM            | 87236Y108 | 2001               | 114000             | SH         | SOLE         |                    |         |
| TECH OPS SEVCON INC            | COM            | 878293109 | 515                | 195906             | SH         | SOLE         |                    |         |
| TECO ENERGY INC COM            | COM            | 872375100 | 3698               | 310000             | SH         | SOLE         |                    |         |
| TEEKAY SHIPPING CORP COM       | COM            | Y8564W103 | 463                | 22000              | SH         | SOLE         |                    |         |
| TELE CELULAR SUL PARTICIPACOES | COM            | 88706P106 | 1091               | 62566              | SH         | SOLE         |                    |         |
| TELE NORTE LESTE PARTICIPACO A | COM            | 879246106 | 4492               | 302096             | SH         | SOLE         |                    |         |
| TELECOM ARGENTINA SA ADR       | COM            | 879273209 | 3028               | 236000             | SH         | SOLE         |                    |         |
| TELECOM ITALIA SPA ADR         | COM            | 87927Y102 | 5549               | 403300             | SH         | SOLE         |                    |         |
| TELECOM NEW ZEALAND ADR(R:STVM | COM            | 879278208 | 518                | 59444              | SH         | SOLE         |                    |         |
| TELEFLEX INC                   | COM            | 879369106 | 224                | 5000               | SH         | SOLE         |                    |         |
| TELEFONICA DE ARGENTINA S A SP | COM            | 879378404 | 382                | 38000              | SH         | SOLE         |                    |         |
| TELEFONICA DE ESPANA SA ADR (B | COM            | 879382208 | 32299              | 475761             | SH         | SOLE         |                    |         |
| TELEFONOS DE MEXICO ADR REP (B | COM            | 879403780 | 6662               | 411000             | SH         | SOLE         |                    |         |
| TELEMIG CELULAR PARTICIPACOE A | COM            | 87944E105 | 423                | 8347               | SH         | SOLE         |                    |         |
| TELEPHONE & DATA SYS INC SPL C | COM            | 879433860 | 32120              | 1237300            | SH         | SOLE         |                    |         |
| TELEPHONE & DATA SYSTEM INC.   | COM            | 879433100 | 48161              | 1701800            | SH         | SOLE         |                    |         |
| TELMEX INTERNACIONAL SAB DE SP | COM            | 879690105 | 5275               | 417000             | SH         | SOLE         |                    |         |
| TELUS CORP NON VTG SHS         | COM            | 87971M202 | 3718               | 144100             | SH         | SOLE         |                    |         |
| TENARIS S A SPONSORED ADR      | COM            | 88031M109 | 16494              | 610000             | SH         | SOLE         |                    |         |
| TENET HEALTHCARE CORP COM      | COM            | 88033G100 | 2848               | 1010000            | SH         | SOLE         |                    |         |
| TENNANT CO                     | COM            | 880345103 | 6087               | 331000             | SH         | SOLE         |                    |         |
| TENNECO AUTOMOTIVE INC COM     | COM            | 880349105 | 5364               | 506000             | SH         | SOLE         |                    |         |
| TESORO PETE CORP COM           | COM            | 881609101 | 1324               | 104000             | SH         | SOLE         |                    |         |
| TEVA PHARMACEUTICAL INDS LTDAD | COM            | 881624209 | 4219               | 85500              | SH         | SOLE         |                    |         |
| TEXAS INSTRUMENTS INC          | COM            | 882508104 | 20640              | 969000             | SH         | SOLE         |                    |         |
| TEXTRON INC                    | COM            | 883203101 | 9341               | 967000             | SH         | SOLE         |                    |         |
| THE SCOTTS MIRACLE GRO CO      | COM            | 810186106 | 561                | 16000              | SH         | SOLE         |                    |         |
| THERMO FISHER SCIENTIFIC INC   | COM            | 883556102 | 673                | 16500              | SH         | SOLE         |                    |         |
| THOMAS & BETTS CORP            | COM            | 884315102 | 37778              | 1309000            | SH         | SOLE         |                    |         |

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|                               |     |           |      |        |    |                    |
|-------------------------------|-----|-----------|------|--------|----|--------------------|
| THOR INDS INC COM             | COM | 885160101 | 496  | 27000  | SH | SOLE               |
| TICKETMASTER COM              | COM | 88633P302 | 411  | 64000  | SH | SOLE               |
| TIER TECHNOLOGIES INC CL B    | COM | 88650Q100 | 193  | 25000  | SH | SOLE               |
| TIFFANY & CO NEW COM          | COM | 886547108 | 4524 | 178400 | SH | SOLE               |
| TIME WARNER CABLE INC COM     | COM | 88732J207 | 8915 | 281490 | SH | SOLE               |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TIME WARNER INC COM             | COM              | 887317303 | 43344              | 1720699            | SH         |              | SOLE               |         |
| TIVO INC                        | COM              | 888706108 | 608                | 58000              | SH         |              | SOLE               |         |
| TOOTSIE ROLL INDS INC           | COM              | 890516107 | 14791              | 651866             | SH         |              | SOLE               |         |
| TOTAL SA ADR (B:TOT US)         | COM              | 89151E109 | 12609              | 232518             | SH         |              | SOLE               |         |
| TRACTOR SUPPLY CO COM           | COM              | 892356106 | 7024               | 170000             | SH         |              | SOLE               |         |
| TRANS LUX CORP                  | COM              | 893247106 | 588                | 692300             | SH         |              | SOLE               |         |
| TRANSACT TECHNOLOGIES INC COM   | COM              | 892918103 | 253                | 50850              | SH         |              | SOLE               |         |
| TRANSOCEAN INC 1.5% 12/15/37    | CONVERTIBLE BOND | 893830AV1 | 919                | 1000000            | PRN        |              | SOLE               |         |
| TRANSOCEAN INC 1.625% 12/15/20  | CONVERTIBLE BOND | 893830AU3 | 776                | 800000             | PRN        |              | SOLE               |         |
| TRANSOCEAN LTD ZUG NAMEN AKT    | COM              | H8817H100 | 24497              | 329751             | SH         |              | SOLE               |         |
| TRAVELERS COMPANIES INC         | COM              | 89417E109 | 14980              | 365000             | SH         |              | SOLE               |         |
| TREDEGAR INDS INC               | COM              | 894650100 | 2597               | 195000             | SH         |              | SOLE               |         |
| TREE COM INC COM                | COM              | 894675107 | 818                | 85186              | SH         |              | SOLE               |         |
| TRIDENT MICROSYSTEMS INC COM    | COM              | 895919108 | 609                | 350000             | SH         |              | SOLE               |         |
| TRIMBLE NAV LTD COM             | COM              | 896239100 | 3612               | 184000             | SH         |              | SOLE               |         |
| TRINITY INDS INC                | COM              | 896522109 | 2533               | 186000             | SH         |              | SOLE               |         |
| TRW AUTOMOTIVE HOLDINGS CORP    | COM              | 87264S106 | 226                | 20000              | SH         |              | SOLE               |         |
| TURKCELL ILETISIM HIZMETLERISP  | COM              | 900111204 | 2412               | 174000             | SH         |              | SOLE               |         |
| TW TELECOM INC                  | COM              | 87311L104 | 1994               | 194000             | SH         |              | SOLE               |         |
| TYCO INTERNATIONAL LTD SHS      | COM              | H89128104 | 22801              | 877650             | SH         |              | SOLE               |         |
| TYLER TECHNOLOGIES INC COM      | COM              | 902252105 | 4608               | 295000             | SH         |              | SOLE               |         |
| TYSON FOODS INC                 | COM              | 902494103 | 10403              | 825000             | SH         |              | SOLE               |         |
| UIL HLDG CORP COM               | COM              | 902748102 | 1908               | 84997              | SH         |              | SOLE               |         |
| UNDER ARMOUR INC CL A           | COM              | 904311107 | 6222               | 278000             | SH         |              | SOLE               |         |
| UNILEVER N V NEW YORK SHS N     | COM              | 904784709 | 1886               | 78000              | SH         |              | SOLE               |         |
| UNION DRILLING INC COM          | COM              | 90653P105 | 166                | 25000              | SH         |              | SOLE               |         |
| UNISOURCE ENERGY CORP COM       | COM              | 909205106 | 14050              | 529400             | SH         |              | SOLE               |         |
| UNITED GUARDIAN INC COM         | COM              | 910571108 | 376                | 40600              | SH         |              | SOLE               |         |
| UNITED RENTALS INC COM          | COM              | 911363109 | 389                | 60000              | SH         |              | SOLE               |         |
| UNITED STATES CELLULAR CORP     | COM              | 911684108 | 31995              | 832130             | SH         |              | SOLE               |         |
| UNITED STS STL CORP NEW COM     | COM              | 912909108 | 2681               | 75000              | SH         |              | SOLE               |         |
| UNITED TECHNOLOGIES CORP        | COM              | 913017109 | 6391               | 123000             | SH         |              | SOLE               |         |
| UNITEDHEALTH GROUP INC COM      | COM              | 91324P102 | 12195              | 488200             | SH         |              | SOLE               |         |
| UNITIL CORP                     | COM              | 913259107 | 1505               | 73000              | SH         |              | SOLE               |         |
| UNITRIN INC                     | COM              | 913275103 | 709                | 59000              | SH         |              | SOLE               |         |
| UNIVERSAL TECHNICAL INST INCCO  | COM              | 913915104 | 2986               | 200000             | SH         |              | SOLE               |         |
| URANIUM RES INC COM PAR \$0.001 | COM              | 916901507 | 115                | 90000              | SH         |              | SOLE               |         |
| UTILITIES HOLDRS TR DEP RCPT    | COM              | 918019100 | 9098               | 100000             | SH         |              | SOLE               |         |
| VALE S A ADR                    | COM              | 91912E105 | 2724               | 154500             | SH         |              | SOLE               |         |
| VALERO ENERGY CORP COM          | COM              | 91913Y100 | 1285               | 76100              | SH         |              | SOLE               |         |
| VALLEY NATL BANCORP COM         | COM              | 919794107 | 891                | 76148              | SH         |              | SOLE               |         |
| VALMONT INDS INC                | COM              | 920253101 | 2818               | 39100              | SH         |              | SOLE               |         |
| VALUE LINE INC                  | COM              | 920437100 | 503                | 15300              | SH         |              | SOLE               |         |
| VALUECLICK INC COM              | COM              | 92046N102 | 1525               | 145000             | SH         |              | SOLE               |         |
| PORTVUE-SEC13F.LNP              |                  |           |                    |                    |            |              | GABELLI FUNDS, LLC |         |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| VARIAN MED SYS INC COM         | COM            | 92220P105 | 2846               | 81000              | SH         |              | SOLE               |         |
| VASCULAR SOLUTIONS INC COM     | COM            | 92231M109 | 1236               | 158000             | SH         |              | SOLE               |         |
| VECTREN INC.                   | COM            | 92240G101 | 13566              | 579000             | SH         |              | SOLE               |         |
| VERIZON COMMUNICATIONS         | COM            | 92343V104 | 71041              | 2311784            | SH         |              | SOLE               |         |
| VIACOM INC NEW CL A            | COM            | 92553P102 | 50310              | 2098000            | SH         |              | SOLE               |         |
| VIACOM INC NEW CL B            | COM            | 92553P201 | 681                | 30000              | SH         |              | SOLE               |         |
| VICOR CORP COM                 | COM            | 925815102 | 505                | 70000              | SH         |              | SOLE               |         |
| VILLAGE SUPER MKT INC CL A NEW | COM            | 927107409 | 1577               | 53000              | SH         |              | SOLE               |         |
| VIMPEL COMMUNICATIONS ADR (B:V | COM            | 68370R109 | 18020              | 1531000            | SH         |              | SOLE               |         |
| VISA INC-CLASS A SHRS          | COM            | 92826C839 | 8592               | 138000             | SH         |              | SOLE               |         |
| VIVO PARTICIPACOE S A SPON AD  | COM            | 92855S200 | 1285               | 67870              | SH         |              | SOLE               |         |
| VODAFONE GROUP PLC-ADR         | COM            | 92857W209 | 7452               | 382375             | SH         |              | SOLE               |         |
| W D 40 COMPANY                 | COM            | 929236107 | 580                | 20000              | SH         |              | SOLE               |         |
| WADDELL & REED FINL INC CL A   | COM            | 930059100 | 36127              | 1370000            | SH         |              | SOLE               |         |
| WAL MART STORES INC            | COM            | 931142103 | 19473              | 402000             | SH         |              | SOLE               |         |
| WALGREEN COMPANY               | COM            | 931422109 | 24167              | 822000             | SH         |              | SOLE               |         |
| WARNER MUSIC GROUP CORP COM    | COM            | 934550104 | 111                | 19000              | SH         |              | SOLE               |         |
| WASHINGTON POST CO CL B        | COM            | 939640108 | 423                | 1200               | SH         |              | SOLE               |         |
| WASTE MGMT INC DEL COM         | COM            | 94106L109 | 37644              | 1336800            | SH         |              | SOLE               |         |
| WATSCO INC CL B                | COM            | 942622101 | 383                | 7875               | SH         |              | SOLE               |         |
| WATTS WATER TECHNOLOGIES       | COM            | 942749102 | 18546              | 861000             | SH         |              | SOLE               |         |
| WAUSAU PAPER CORP              | COM            | 943315101 | 269                | 40000              | SH         |              | SOLE               |         |
| WEATHERFORD INTERNATIONAL LTD  | COM            | H27013103 | 22944              | 1173000            | SH         |              | SOLE               |         |
| WEBMEDIABRANDS INC             | COM            | 94770W100 | 14                 | 25000              | SH         |              | SOLE               |         |
| WEBSTER FINL CORP WATERBURY CO | COM            | 947890109 | 523                | 65000              | SH         |              | SOLE               |         |
| WEIGHT WATCHERS INTL INC NEWCO | COM            | 948626106 | 387                | 15000              | SH         |              | SOLE               |         |
| WEIS MKTS INC                  | COM            | 948849104 | 1844               | 55000              | SH         |              | SOLE               |         |
| WELLS FARGO & CO NEW           | COM            | 949746101 | 55238              | 2276910            | SH         |              | SOLE               |         |
| WENDYS/ARBYS GROUP INC         | COM            | 950587105 | 672                | 168000             | SH         |              | SOLE               |         |
| WESTAR ENERGY INC              | COM            | 95709T100 | 39530              | 2106000            | SH         |              | SOLE               |         |
| WHOLE FOODS MKT INC COM        | COM            | 966837106 | 6093               | 321000             | SH         |              | SOLE               |         |
| WHX CORP                       | COM            | 929248607 | 1518               | 583710             | SH         |              | SOLE               |         |
| WILEY JOHN & SONS INC CL B     | COM            | 968223305 | 422                | 12800              | SH         |              | SOLE               |         |
| WILLIAMS COS INC               | COM            | 969457100 | 2354               | 150800             | SH         |              | SOLE               |         |
| WILLIS GROUP HOLDINGS LTD SHS  | COM            | G96655108 | 1196               | 46466              | SH         |              | SOLE               |         |
| WILMINGTON TR CORP COM         | COM            | 971807102 | 5887               | 431000             | SH         |              | SOLE               |         |
| WIMM BILL DANN FOODS OJSC SPON | COM            | 97263M109 | 989                | 18000              | SH         |              | SOLE               |         |
| WIND RIV SYS INC COM           | COM            | 973149107 | 27162              | 2370200            | SH         |              | SOLE               |         |
| WINDSTREAM CORP COM            | COM            | 97381W104 | 946                | 113169             | SH         |              | SOLE               |         |
| WINN DIXIE STORES INC COM NEW  | COM            | 974280307 | 4389               | 350000             | SH         |              | SOLE               |         |
| WISCONSIN ENERGY CORP COM      | COM            | 976657106 | 16691              | 410000             | SH         |              | SOLE               |         |
| WOLVERINE WORLD WIDE INC COM   | COM            | 978097103 | 2338               | 106000             | SH         |              | SOLE               |         |
| WONDER AUTO TECHNOLOGY INC COM | COM            | 978166106 | 466                | 46000              | SH         |              | SOLE               |         |
| WOODWARD GOVERNOR CO COM       | COM            | 980745103 | 1826               | 92200              | SH         |              | SOLE               |         |

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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WORLD WRESTLING ENTERTAINMENT | COM            | 98156Q108 | 1419               | 113000             | SH         |              | SOLE               |         |
| WPT ENTERPRISES INC           | COM            | 98211W108 | 108                | 90057              | SH         |              | SOLE               |         |
| WRIGHT MED GROUP INC COM      | COM            | 98235T107 | 163                | 10000              | SH         |              | SOLE               |         |
| WYETH (B:WYE)                 | COM            | 983024100 | 48295              | 1064000            | SH         |              | SOLE               |         |
| WYNDHAM WORLDWIDE CORP COM    | COM            | 98310W108 | 279                | 23000              | SH         |              | SOLE               |         |
| WYNN RESORTS LTD COM          | COM            | 983134107 | 3671               | 104000             | SH         |              | SOLE               |         |
| XCEL ENERGY INC COM           | COM            | 98389B100 | 11967              | 650000             | SH         |              | SOLE               |         |

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|                              |     |           |       |         |    |      |
|------------------------------|-----|-----------|-------|---------|----|------|
| XEROX CORP                   | COM | 984121103 | 6674  | 1030000 | SH | SOLE |
| XTO ENERGY INC COM           | COM | 98385X106 | 10040 | 263250  | SH | SOLE |
| YAHOO INC.                   | COM | 984332106 | 22582 | 1442000 | SH | SOLE |
| YAMANA GOLD INC COM          | COM | 98462Y100 | 9608  | 1086850 | SH | SOLE |
| YORK WTR CO COM              | COM | 987184108 | 301   | 19650   | SH | SOLE |
| YOUBET COM INC COM           | COM | 987413101 | 96    | 29000   | SH | SOLE |
| YOUNG INNOVATIONS INC COM    | COM | 987520103 | 349   | 16000   | SH | SOLE |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 4377  | 185000  | SH | SOLE |
| ZEP INC                      | COM | 98944B108 | 8562  | 710500  | SH | SOLE |
| ZIMMER HLDGS INC COM         | COM | 98956P102 | 6475  | 152000  | SH | SOLE |
| ZORAN CORP COM               | COM | 98975F101 | 2899  | 266000  | SH | SOLE |
| ZYGO CORP COM                | COM | 989855101 | 140   | 30000   | SH | SOLE |
| ZYMOGENETICS INC COM         | COM | 98985T109 | 92    | 20000   | SH | SOLE |

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GABELLI SECURITIES, 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>DSCRETN | O<br>MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ABBOTT LABS                    | COM              | 002824100 | 235                | 5000               | SH         |              | SOLE               |         |
| AKEENA SOLAR INC DE COM        | COM              | 009720103 | 13                 | 10000              | SH         |              | SOLE               |         |
| ALLIS CHALMERS ENERGY INC COM  | COM              | 019645506 | 55                 | 23700              | SH         |              | SOLE               |         |
| AMER MEDICAL SYS 3.250% 07/01/ | CONVERTIBLE BOND | 02744MAA6 | 1935               | 2000000            | PRN        |              | SOLE               |         |
| AMERICAN DG ENERGY INC COM     | COM              | 025398108 | 330                | 120000             | SH         |              | SOLE               |         |
| AMGEN INC 0.125% 02/01/11      | CONVERTIBLE BOND | 031162AN0 | 960                | 1000000            | PRN        |              | SOLE               |         |
| AMKOR TECHNOLOGY INC COM       | COM              | 031652100 | 422                | 89400              | SH         |              | SOLE               |         |
| ARCHER DANIELS 0.875% 02/15/14 | CONVERTIBLE BOND | 039483AW2 | 965                | 1050000            | PRN        |              | SOLE               |         |
| ATLAS ENERGY RESOURCES LLC COM | COM              | 049303100 | 670                | 32800              | SH         |              | SOLE               |         |
| AXSYS TECHNOLOGIES INC COM     | COM              | 054615109 | 5510               | 102714             | SH         |              | SOLE               |         |
| BANK OF AMERICA                | COM              | 060505104 | 1435               | 108729             | SH         |              | SOLE               |         |
| BELO CORP                      | COM              | 080555105 | 18                 | 10000              | SH         |              | SOLE               |         |
| BIOLASE TECHNOLOGY INC COM     | COM              | 090911108 | 17                 | 10000              | SH         |              | SOLE               |         |
| BLACK & DECKER CORP.           | COM              | 091797100 | 330                | 11500              | SH         |              | SOLE               |         |
| BLOCKBUSTER INC-CL B (BBI B)   | COM              | 093679207 | 73                 | 187400             | SH         |              | SOLE               |         |
| BORLAND SOFTWARE 2.750% 02/15/ | CONVERTIBLE BOND | 099849AB7 | 973                | 1000000            | PRN        |              | SOLE               |         |

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|                                |                  |           |      |         |     |                          |
|--------------------------------|------------------|-----------|------|---------|-----|--------------------------|
| BORLAND SOFTWARE CORP COM      | COM              | 099849101 | 1027 | 796167  | SH  | SOLE                     |
| CABLEVISION SYS NY GROUP A     | COM              | 12686C109 | 330  | 17000   | SH  | SOLE                     |
| CAVALIER HOMES INC COM         | COM              | 149507105 | 83   | 30500   | SH  | SOLE                     |
| CBS CORP CLASS A               | COM              | 124857103 | 214  | 30750   | SH  | SOLE                     |
| CENTENNIAL COMMUNICATIONS CORP | COM              | 15133V208 | 8417 | 1004456 | SH  | SOLE                     |
| CENTEX CORP COM                | COM              | 152312104 | 1049 | 124000  | SH  | SOLE                     |
| CF INDS HLDGS INC COM          | COM              | 125269100 | 1090 | 14700   | SH  | SOLE                     |
| CHIPOTLE MEXICAN GRILL INC CL  | COM              | 169656204 | 628  | 9000    | SH  | SOLE                     |
| CHIQUITA BRANDS INTL INC COM   | COM              | 170032809 | 373  | 36400   | SH  | SOLE                     |
| CHORDIANT SOFTWARE INC COM     | COM              | 170404305 | 73   | 20000   | SH  | SOLE                     |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM              | 18451C109 | 64   | 12000   | SH  | SOLE                     |
| COMCAST CORP CL A SPL          | COM              | 20030N200 | 663  | 47000   | SH  | SOLE                     |
| COMMSCOPE 3.250% 07/01/15      | CONVERTIBLE BOND | 203372AG2 | 1192 | 1050000 | PRN | SOLE                     |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 864  | 32500   | SH  | SOLE                     |
| CORCEPT THERAPEUTICS INC OC-CO | COM              | 218352102 | 29   | 36000   | SH  | SOLE                     |
| CORNING INC                    | COM              | 219350105 | 185  | 11500   | SH  | SOLE                     |
| COUGAR BIOTECHNOLOGY INC COM   | COM              | 222083107 | 6523 | 151830  | SH  | SOLE                     |
| CRUCCELL N V SPONSORED ADR     | COM              | 228769105 | 451  | 18725   | SH  | SOLE                     |
| CUTERA INC COM                 | COM              | 232109108 | 123  | 14300   | SH  | SOLE                     |
| D & E COMMUNICATIONS INC COM   | COM              | 232860106 | 347  | 33888   | SH  | SOLE                     |
| DATA DOMAIN INC COM            | COM              | 23767P109 | 2837 | 85000   | SH  | SOLE                     |
| DELUXE CORP                    | COM              | 248019101 | 546  | 42600   | SH  | SOLE                     |
| DIAMOND OFFSHORE DRILLNG INCCO | COM              | 25271C102 | 208  | 2500    | SH  | SOLE                     |
| DIEBOLD INC COM                | COM              | 253651103 | 778  | 29500   | SH  | SOLE                     |
| DIRECTV GROUP INC              | COM              | 25459L106 | 1087 | 44000   | SH  | SOLE                     |
| DOMTAR CORPORATION             | COM              | 257559203 | 196  | 11800   | SH  | SOLE                     |
| EASTMAN KODAK 3.375% 10/15/33  | CONVERTIBLE BOND | 277461BE8 | 808  | 1000000 | PRN | SOLE                     |
| PORTVUE-SEC13F.LNP             |                  |           |      |         |     | GABELLI SECURITIES, INC. |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| EMBARQ CORP COM                 | COM              | 29078E105 | 5409               | 128600             | SH         |              | SOLE                |         |
| EMULEX CORP COM NEW             | COM              | 292475209 | 738                | 75500              | SH         |              | SOLE                |         |
| ENTRAVISION COMM CORP CL A      | COM              | 29382R107 | 9                  | 18400              | SH         |              | SOLE                |         |
| ENTRUST TECHNOLOGY INC.         | COM              | 293848107 | 610                | 337225             | SH         |              | SOLE                |         |
| ENZON INC COM                   | COM              | 293904108 | 79                 | 10000              | SH         |              | SOLE                |         |
| EV3 INC COM                     | COM              | 26928A200 | 108                | 10000              | SH         |              | SOLE                |         |
| FERRO CORP 6.500% 08/15/13      | CONVERTIBLE BOND | 315405AL4 | 248                | 500000             | PRN        |              | SOLE                |         |
| FIBERNET TELECOM GRP INC        | COM              | 315653402 | 1074               | 86445              | SH         |              | SOLE                |         |
| FOUNDATION COAL HLDGS INC COM   | COM              | 35039W100 | 351                | 12500              | SH         |              | SOLE                |         |
| FREEMPORT MCMORAN COPPER&GOLD C | COM              | 35671D857 | 200                | 4000               | SH         |              | SOLE                |         |
| GENERAL ELEC CO                 | COM              | 369604103 | 117                | 10000              | SH         |              | SOLE                |         |
| GEOMET INC DEL COM              | COM              | 37250U201 | 30                 | 27500              | SH         |              | SOLE                |         |
| GOLD FIELDS LTD NEW SPON ADR (  | COM              | 38059T106 | 500                | 41500              | SH         |              | SOLE                |         |
| GREIF INC CL B                  | COM              | 397624206 | 2540               | 63100              | SH         |              | SOLE                |         |
| GUSHAN ENVIRONMENTAL ENRGY LSP  | COM              | 40330W106 | 32                 | 15000              | SH         |              | SOLE                |         |
| HARMONY GOLD MINING CO LTD ADR  | COM              | 413216300 | 125                | 12100              | SH         |              | SOLE                |         |
| HICKS ACQUISITION CO I INC COM  | COM              | 429086309 | 1511               | 157605             | SH         |              | SOLE                |         |
| HUNTSMAN CORP COM               | COM              | 447011107 | 174                | 34500              | SH         |              | SOLE                |         |
| INTERNATIONAL GAME TECH         | COM              | 459902102 | 186                | 11700              | SH         |              | SOLE                |         |
| IPC HLDGS LTD ORD               | COM              | G4933P101 | 1271               | 46500              | SH         |              | SOLE                |         |
| JA SOLAR HOLDINGS CO LTD SPON   | COM              | 466090107 | 47                 | 10000              | SH         |              | SOLE                |         |
| JOHNSON CONTROLS                | COM              | 478366107 | 235                | 10800              | SH         |              | SOLE                |         |
| KINROSS GOLD CORP COM NO PAR    | COM              | 496902404 | 234                | 12867              | SH         |              | SOLE                |         |
| LAMAR ADVERTISING CO CL A       | COM              | 512815101 | 440                | 28800              | SH         |              | SOLE                |         |
| LENNAR CORP COM                 | COM              | 526057104 | 295                | 30400              | SH         |              | SOLE                |         |
| LIBERTY ACQUISITION HLDGS       | COM              | 53015Y107 | 1153               | 127237             | SH         |              | SOLE                |         |
| LIBERTY ENTERTAINMENT-A         | COM              | 53071M500 | 3452               | 129293             | SH         |              | SOLE                |         |

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|                                |                  |           |      |         |     |                          |
|--------------------------------|------------------|-----------|------|---------|-----|--------------------------|
| LSI LOGIC CORP COM             | COM              | 502161102 | 52   | 11400   | SH  | SOLE                     |
| LUCENT TECH 2.750% 06/15/25    | CONVERTIBLE BOND | 549463AH0 | 695  | 1000000 | PRN | SOLE                     |
| MAGELLAN MIDSTREAM HLDGS LP CO | COM              | 55907R108 | 515  | 24500   | SH  | SOLE                     |
| MAXTOR CORP 6.8%@ 4/30/10      | CONVERTIBLE BOND | 577729AC0 | 1009 | 1000000 | PRN | SOLE                     |
| MEDTRONIC 1.625% 04/15/13      | CONVERTIBLE BOND | 585055AM8 | 928  | 1000000 | PRN | SOLE                     |
| MEDTRONIC INC 1.500% 04/15/11  | CONVERTIBLE BOND | 585055AL0 | 979  | 1000000 | PRN | SOLE                     |
| METAVANTE HLDG CO COM          | COM              | 591407101 | 2302 | 89000   | SH  | SOLE                     |
| MICRON TECH 1.875% 06/01/14    | CONVERTIBLE BOND | 595112AH6 | 610  | 1000000 | PRN | SOLE                     |
| MICROSOFT CORP                 | COM              | 594918104 | 556  | 23400   | SH  | SOLE                     |
| MONOGRAM BIOSCIENCES INC COM N | COM              | 60975U207 | 282  | 62174   | SH  | SOLE                     |
| NATCO GROUP INC                | COM              | 63227W203 | 1057 | 32100   | SH  | SOLE                     |
| NATIONAL FUEL GAS CO N J COM   | COM              | 636180101 | 274  | 7600    | SH  | SOLE                     |
| NEKTAR THERAPEUTICS COM        | COM              | 640268108 | 65   | 10000   | SH  | SOLE                     |
| NEUROMETRIX INC COM            | COM              | 641255104 | 24   | 11200   | SH  | SOLE                     |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 1087 | 1050000 | PRN | SOLE                     |
| NEWS CORP CL A                 | COM              | 65248E104 | 118  | 13000   | SH  | SOLE                     |
| NORTHSTAR NEUROSCIENCE INC COM | COM              | 66704V101 | 739  | 367855  | SH  | SOLE                     |
| PORTVUE-SEC13F.LNP             |                  |           |      |         |     | GABELLI SECURITIES, INC. |
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|----------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| NOVA CHEMICALS CORP COM          | COM              | 66977W109 | 2146               | 361900             | SH         |              | SOLE                |         |
| NRG ENERGY INC COM NEW           | COM              | 629377508 | 986                | 38000              | SH         |              | SOLE                |         |
| OTIX GLOBAL INC                  | COM              | 68906N101 | 8                  | 10000              | SH         |              | SOLE                |         |
| PENNICHUCK CORP COM NEW          | COM              | 708254206 | 205                | 8983               | SH         |              | SOLE                |         |
| PEPSI BOTTLING GROUP INC.        | COM              | 713409100 | 338                | 10000              | SH         |              | SOLE                |         |
| PETRO-CANADA                     | COM              | 71644E102 | 5244               | 136500             | SH         |              | SOLE                |         |
| PRO-DEX INC COLO COM             | COM              | 74265M106 | 4                  | 10000              | SH         |              | SOLE                |         |
| RANDGOLD RES LTD ADR             | COM              | 752344309 | 294                | 4583               | SH         |              | SOLE                |         |
| ROYAL CARIBBEAN CRUISES LTD CO   | COM              | V7780T103 | 330                | 24400              | SH         |              | SOLE                |         |
| SADIA S A                        | COM              | 786326108 | 1541               | 210000             | SH         |              | SOLE                |         |
| SAPPHIRE INDUSTRIALS CORP        | COM              | 80306T109 | 1318               | 134941             | SH         |              | SOLE                |         |
| SATCON TECHNOLOGY CORP COM       | COM              | 803893106 | 36                 | 20000              | SH         |              | SOLE                |         |
| SCHERING PLOUGH CORP             | COM              | 806605101 | 4986               | 198500             | SH         |              | SOLE                |         |
| SCHERING PLOUGH CORP PFD CONV    | PREFERRED STOCKS | 806605705 | 680                | 3000               | SH         |              | SOLE                |         |
| SENSIENT TECHNOLOGIES CORP       | COM              | 81725T100 | 226                | 10000              | SH         |              | SOLE                |         |
| SINCLAIR BROAD 4.875% 7/15/201   | CONVERTIBLE BOND | 829226AU3 | 710                | 1000000            | PRN        |              | SOLE                |         |
| SIRF TECHNOLOGY HLDGS INC COM    | COM              | 82967H101 | 465                | 109451             | SH         |              | SOLE                |         |
| SP ACQUISITION HOLDINGS INC CO   | COM              | 78470A104 | 910                | 94059              | SH         |              | SOLE                |         |
| SPRINT NEXTEL CORP               | COM              | 852061100 | 399                | 83000              | SH         |              | SOLE                |         |
| STX 2.375% 08/15/12              | CONVERTIBLE BOND | 577729AE6 | 830                | 1000000            | PRN        |              | SOLE                |         |
| SUMTOTAL SYS INC COM             | COM              | 866615107 | 1093               | 227195             | SH         |              | SOLE                |         |
| SUN MICROSYSTEMS INC CO          | COM              | 866810203 | 9432               | 1022989            | SH         |              | SOLE                |         |
| SYCAMORE NETWORKS                | COM              | 871206108 | 56                 | 18000              | SH         |              | SOLE                |         |
| SYNERON MEDICAL LTD ORD SHS      | COM              | M87245102 | 113                | 15600              | SH         |              | SOLE                |         |
| TAKE-TWO INTERACTIVE SOFTWARE CO | COM              | 874054109 | 288                | 30363              | SH         |              | SOLE                |         |
| TELEPHONE & DATA SYSTEM INC.     | COM              | 879433100 | 311                | 11000              | SH         |              | SOLE                |         |
| TICKETMASTER COM                 | COM              | 88633P302 | 204                | 31822              | SH         |              | SOLE                |         |
| TIME WARNER INC COM              | COM              | 887317303 | 680                | 26999              | SH         |              | SOLE                |         |
| TM ENTERTAINMENT & MEDIA-U       | COM              | 87260T207 | 156                | 20000              | SH         |              | SOLE                |         |
| TRIAN ACQUISITION I CORP COM     | COM              | 89582E108 | 1563               | 163336             | SH         |              | SOLE                |         |
| TRIPLECROWN ACQUISITION CORP CO  | COM              | 89677G109 | 481                | 50096              | SH         |              | SOLE                |         |
| TWEEN BRANDS INC COM             | COM              | 901166108 | 67                 | 10000              | SH         |              | SOLE                |         |
| U S CONCRETE INC COM             | COM              | 90333L102 | 94                 | 47500              | SH         |              | SOLE                |         |
| UNITED REFINING ENERGY CORP      | COM              | 911360105 | 530                | 54200              | SH         |              | SOLE                |         |
| VERENIUM CORPORATION COM         | COM              | 92340P100 | 23                 | 30000              | SH         |              | SOLE                |         |
| VIACOM INC NEW CL A              | COM              | 92553P102 | 528                | 22000              | SH         |              | SOLE                |         |
| VIGNETTE CORP COM NEW            | COM              | 926734401 | 1607               | 122200             | SH         |              | SOLE                |         |

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|                                    |                          |      |           |      |
|------------------------------------|--------------------------|------|-----------|------|
| VIMPEL COMMUNICATIONS ADR (B:V COM | 68370R109                | 153  | 13000 SH  | SOLE |
| VOLTERRA SEMICONDUCTOR CORP CO COM | 928708106                | 131  | 10000 SH  | SOLE |
| WASTE MGMT INC DEL COM             | 94106L109                | 422  | 15000 SH  | SOLE |
| WELLS FARGO & CO NEW               | 949746101                | 1980 | 81628 SH  | SOLE |
| WHX CORP                           | 929248607                | 120  | 46073 SH  | SOLE |
| WIND RIV SYS INC COM               | 973149107                | 3729 | 325410 SH | SOLE |
| WYETH (B:WYE)                      | 983024100                | 7603 | 167500 SH | SOLE |
| PORTVUE-SEC13F.LNP                 | GABELLI SECURITIES, INC. |      |           |      |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| XEROX CORP                     | COM            | 984121103 | 97                 | 15000              | SH         |              | SOLE               |         |
| YAHOO INC.                     | COM            | 984332106 | 1541               | 98400              | SH         |              | SOLE               |         |
| YINGLI GREEN ENERGY HLDG CO AD | COM            | 98584B103 | 136                | 10000              | SH         |              | SOLE               |         |

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TETON ADVISORS, INC.  
FORM 13F INFORMATION TABLE

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|--------------------------------|----------------|-----------|----------------------|--------------------|------------|--------------|--------------------|---------|--|
| 1 800 FLOWERS COM INC CL A     | COM            | 68243Q106 | 234                  | 122000             | SH         |              | SOLE               |         |  |
| ADAMS GOLF INC COM NEW         | COM            | 006228209 | 43                   | 18000              | SH         |              | SOLE               |         |  |
| ADVANCED ANALOGIC TECHNOLOGICO | COM            | 00752J108 | 51                   | 11200              | SH         |              | SOLE               |         |  |
| AMICAS INC                     | COM            | 001712108 | 1682                 | 605000             | SH         |              | SOLE               |         |  |
| AMPCO PITTSBURGH CORP          | COM            | 032037103 | 258                  | 11000              | SH         |              | SOLE               |         |  |
| ANGIODYNAMICS INC COM          | COM            | 03475V101 | 467                  | 35200              | SH         |              | SOLE               |         |  |
| APPLIED SIGNAL TECHNOLOGY COM  | COM            | 038237103 | 508                  | 19900              | SH         |              | SOLE               |         |  |
| ARTHROCARE CORP                | COM            | 043136100 | 86                   | 8000               | SH         |              | SOLE               |         |  |
| ASCENT MEDIA CORP COM SER A    | COM            | 043632108 | 1862                 | 70050              | SH         |              | SOLE               |         |  |
| ATLANTIC TELE NETWORK INC COM  | COM            | 049079205 | 342                  | 8700               | SH         |              | SOLE               |         |  |
| BALDWIN TECHNOLOGY INC CL A    | COM            | 058264102 | 169                  | 168700             | SH         |              | SOLE               |         |  |
| BEASLEY BROADCAST GRP INC.     | COM            | 074014101 | 68                   | 31000              | SH         |              | SOLE               |         |  |
| BEL FUSE INC CL A              | COM            | 077347201 | 337                  | 24000              | SH         |              | SOLE               |         |  |
| BELO CORP                      | COM            | 080555105 | 342                  | 190800             | SH         |              | SOLE               |         |  |
| BERKSHIRE BANCORP INC DEL COM  | COM            | 084597202 | 94                   | 16100              | SH         |              | SOLE               |         |  |
| BIOLASE TECHNOLOGY INC COM     | COM            | 090911108 | 439                  | 260000             | SH         |              | SOLE               |         |  |
| BOSTON BEER INC CL A           | COM            | 100557107 | 636                  | 21500              | SH         |              | SOLE               |         |  |
| BRUSH ENGINEERED MATLS INC COM | COM            | 117421107 | 581                  | 34700              | SH         |              | SOLE               |         |  |
| BTU INTL INC COM               | COM            | 056032105 | 433                  | 82650              | SH         |              | SOLE               |         |  |
| CALIFORNIA MICRO DEVICES CORCO | COM            | 130439102 | 801                  | 325650             | SH         |              | SOLE               |         |  |
| CANTERBURY PK HLDG CORP        | COM            | 13811E101 | 102                  | 15000              | SH         |              | SOLE               |         |  |
| CAPSTONE TURBINE CORP COM      | COM            | 14067D102 | 12                   | 15000              | SH         |              | SOLE               |         |  |
| CASELLA WASTE SYS INC CL A     | COM            | 147448104 | 219                  | 110000             | SH         |              | SOLE               |         |  |
| CAVALIER HOMES INC COM         | COM            | 149507105 | 622                  | 227900             | SH         |              | SOLE               |         |  |
| CAVCO INDUSTRIES               | COM            | 149568107 | 253                  | 10000              | SH         |              | SOLE               |         |  |
| CEPHEID COM                    | COM            | 15670R107 | 528                  | 56000              | SH         |              | SOLE               |         |  |
| CHASE CORP                     | COM            | 16150R104 | 509                  | 42800              | SH         |              | SOLE               |         |  |
| CIRCOR INTL INC COM            | COM            | 17273K109 | 354                  | 15000              | SH         |              | SOLE               |         |  |
| COACHMEN INDS INC              | COM            | 189873102 | 1504                 | 1148000            | SH         |              | DEFINED            |         |  |
| COHEN & STEERS INC COM         | COM            | 19247A100 | 299                  | 20000              | SH         |              | SOLE               |         |  |
| COLDWATER CREEK INC COM        | COM            | 193068103 | 671                  | 110000             | SH         |              | SOLE               |         |  |
| COMMUNICATIONS SYS             | COM            | 203900105 | 163                  | 16600              | SH         |              | SOLE               |         |  |
| CONSOLIDATED WATER CO LTD ORD  | COM            | G23773107 | 634                  | 40000              | SH         |              | SOLE               |         |  |
| CONTINUCARE CORP COM           | COM            | 212172100 | 1173                 | 503600             | SH         |              | SOLE               |         |  |
| CORE MOLDING TECH COM          | COM            | 218683100 | 314                  | 140200             | SH         |              | SOLE               |         |  |
| CROWN MEDIA HLDGS INC CL A     | COM            | 228411104 | 76                   | 45500              | SH         |              | SOLE               |         |  |
| CTS CORP                       | COM            | 126501105 | 1145                 | 174850             | SH         |              | SOLE               |         |  |
| CUTERA INC COM                 | COM            | 232109108 | 647                  | 75000              | SH         |              | SOLE               |         |  |
| CYNOSURE INC CL A              | COM            | 232577205 | 468                  | 61200              | SH         |              | SOLE               |         |  |
| D & E COMMUNICATIONS INC COM   | COM            | 232860106 | 1125                 | 110000             | SH         |              | SOLE               |         |  |
| DANA HOLDING CORP COM          | COM            | 235825205 | 26                   | 20000              | SH         |              | SOLE               |         |  |
| DAWSON GEOPHYSICAL CO COM      | COM            | 239359102 | 460                  | 15400              | SH         |              | SOLE               |         |  |
| DELTA NAT GAS INC COM          | COM            | 247748106 | 243                  | 10800              | SH         |              | SOLE               |         |  |
| PORTVUE-SEC13F.LNP             |                |           |                      |                    |            |              |                    |         |  |
|                                |                |           | TETON ADVISORS, 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>DSCRETN | O<br>MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DISCOVER FINANCIAL             | COM            | 254709108 | 103                | 10000              | SH         |              | SOLE               |         |
| DOVER DOWNS GAMING & ENTMT INC | COM            | 260095104 | 163                | 35000              | SH         |              | SOLE               |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM            | 260174107 | 264                | 185900             | SH         |              | SOLE               |         |
| EDGEWATER TECHNOLOGY INC COM   | COM            | 280358102 | 706                | 273643             | SH         |              | SOLE               |         |
| ENTEGRIS INC COM               | COM            | 29362U104 | 112                | 41300              | SH         |              | SOLE               |         |

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|                                |     |           |      |        |    |                      |
|--------------------------------|-----|-----------|------|--------|----|----------------------|
| ENTERCOM COMMUNICATIONS CORPCL | COM | 293639100 | 115  | 75000  | SH | SOLE                 |
| EPOCH HOLDING CORP             | COM | 29428R103 | 2412 | 279126 | SH | SOLE                 |
| EXACTECH INC COM               | COM | 30064E109 | 522  | 36000  | SH | SOLE                 |
| FERRO CORP                     | COM | 315405100 | 1115 | 405569 | SH | SOLE                 |
| FISHER COMMUNICATIONS INC COM  | COM | 337756209 | 371  | 29000  | SH | SOLE                 |
| FLORIDA PUB UTILS CO COM       | COM | 341135101 | 1190 | 84850  | SH | SOLE                 |
| FLOW INTL CORP COM             | COM | 343468104 | 683  | 290700 | SH | SOLE                 |
| FLUSHING FINL CORP COM         | COM | 343873105 | 611  | 65300  | SH | SOLE                 |
| FSI INTL INC COM               | COM | 302633102 | 9    | 21200  | SH | SOLE                 |
| FULL HOUSE RESORTS INC COM     | COM | 359678109 | 34   | 15000  | SH | SOLE                 |
| FURMANITE CORPORATION          | COM | 361086101 | 624  | 140000 | SH | SOLE                 |
| GENCORP INC                    | COM | 368682100 | 325  | 170000 | SH | SOLE                 |
| GENERAL MILLS INC              | COM | 370334104 | 211  | 3761   | SH | SOLE                 |
| GERBER SCIENTIFIC INSTR        | COM | 373730100 | 427  | 170800 | SH | SOLE                 |
| GLOBAL SOURCES LTD COM         | COM | G39300101 | 613  | 85000  | SH | SOLE                 |
| GRAHAM CORP COM                | COM | 384556106 | 209  | 15700  | SH | SOLE                 |
| GRAY TELEVISION, INC           | COM | 389375106 | 69   | 140000 | SH | SOLE                 |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 256  | 60300  | SH | SOLE                 |
| GRIFFIN LAND & NUR             | COM | 398231100 | 463  | 14800  | SH | SOLE                 |
| GRIFFON CORP COM               | COM | 398433102 | 165  | 19788  | SH | SOLE                 |
| GSE SYS INC COM                | COM | 36227K106 | 263  | 39000  | SH | SOLE                 |
| HAWK CORP CL A                 | COM | 420089104 | 1551 | 112000 | SH | DEFINED              |
| HAWKINS INC COM                | COM | 420261109 | 1129 | 50000  | SH | SOLE                 |
| HEELYS INC COM                 | COM | 42279M107 | 115  | 58000  | SH | SOLE                 |
| HERLEY INDS INC COM            | COM | 427398102 | 1810 | 165000 | SH | SOLE                 |
| HESKA CORP COM                 | COM | 42805E108 | 10   | 26000  | SH | SOLE                 |
| HICKORY TECH CORP COM          | COM | 429060106 | 370  | 48200  | SH | SOLE                 |
| HOME DIAGNOSTICS INC DEL COM   | COM | 437080104 | 352  | 57300  | SH | SOLE                 |
| IMAX CORP COM                  | COM | 45245E109 | 463  | 57000  | SH | SOLE                 |
| INGLES MKTS INC CL A           | COM | 457030104 | 838  | 55000  | SH | SOLE                 |
| INTEGRATED DEVICE TECH INC COM | COM | 458118106 | 112  | 18500  | SH | SOLE                 |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 161  | 10900  | SH | SOLE                 |
| INTRICON CORP COM              | COM | 46121H109 | 426  | 157900 | SH | SOLE                 |
| I-FLOW CORP COM NEW            | COM | 449520303 | 694  | 100000 | SH | SOLE                 |
| JOURNAL COMM INC-A             | COM | 481130102 | 571  | 543900 | SH | SOLE                 |
| KAMAN CORP                     | COM | 483548103 | 1575 | 94615  | SH | SOLE                 |
| KEITHLEY INSTRS INC COM        | COM | 487584104 | 40   | 10000  | SH | SOLE                 |
| KEY TECHNOLOGY INC COM         | COM | 493143101 | 205  | 20700  | SH | SOLE                 |
| KULICKE & SOFFA INDS INC COM   | COM | 501242101 | 37   | 10900  | SH | SOLE                 |
| PORTVUE-SEC13F.LNP             |     |           |      |        |    | TETON ADVISORS, INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| LAKELAND INDS INC COM         | COM            | 511795106 | 125                | 15300              | SH         |              | SOLE              |         |
| LANGER INC COM                | COM            | 515707107 | 14                 | 22550              | SH         |              | SOLE              |         |
| LECROY CORP COM               | COM            | 52324W109 | 762                | 203100             | SH         |              | SOLE              |         |
| LIFEWAY FOODS INC COM         | COM            | 531914109 | 1625               | 126000             | SH         |              | SOLE              |         |
| LIN TV CORP CL A              | COM            | 532774106 | 185                | 110000             | SH         |              | SOLE              |         |
| MAGNETEK INC COM              | COM            | 559424106 | 514                | 370000             | SH         |              | SOLE              |         |
| MAINE & MARITIMES CORP        | COM            | 560377103 | 921                | 26500              | SH         |              | SOLE              |         |
| MARCUS CORP COM               | COM            | 566330106 | 105                | 10000              | SH         |              | SOLE              |         |
| MARINE PRODS CORP COM         | COM            | 568427108 | 41                 | 11000              | SH         |              | SOLE              |         |
| MATERIAL SCIENCES CORP COM    | COM            | 576674105 | 152                | 160000             | SH         |              | SOLE              |         |
| MATRIX INITIATIVES INC COM    | COM            | 57685L105 | 196                | 35000              | SH         |              | SOLE              |         |
| MEADOWBROOK INS GROUP INC COM | COM            | 58319P108 | 147                | 22500              | SH         |              | SOLE              |         |
| MEDIA GENERAL CL A            | COM            | 584404107 | 607                | 287700             | SH         |              | SOLE              |         |
| MEDICAL NUTRITION USA INC COM | COM            | 58461X107 | 110                | 53900              | SH         |              | SOLE              |         |
| MERCURY COMPUTER SYS INC COM  | COM            | 589378108 | 389                | 42100              | SH         |              | SOLE              |         |

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|                                |     |           |      |        |    |      |
|--------------------------------|-----|-----------|------|--------|----|------|
| MERIX CORP COM                 | COM | 590049102 | 21   | 28200  | SH | SOLE |
| MET PRO CORP COM               | COM | 590876306 | 682  | 63000  | SH | SOLE |
| METHODE ELECTRS INC CL A       | COM | 591520200 | 527  | 75000  | SH | SOLE |
| MGE ENERGY INC                 | COM | 55277P104 | 201  | 6000   | SH | SOLE |
| MGP INGREDIENTS INC COM        | COM | 55302G103 | 43   | 15000  | SH | SOLE |
| MICRUS ENDOVASCULAR CORP COM   | COM | 59518V102 | 542  | 60000  | SH | SOLE |
| MIDAS GROUP INC COM            | COM | 595626102 | 1105 | 105400 | SH | SOLE |
| MIDDLEBY CORP COM              | COM | 596278101 | 665  | 15143  | SH | SOLE |
| MINE SAFETY APPLIANCES CO COM  | COM | 602720104 | 301  | 12500  | SH | SOLE |
| MODINE MFG CO                  | COM | 607828100 | 216  | 45000  | SH | SOLE |
| MONOGRAM BIOSCIENCES INC COM N | COM | 60975U207 | 392  | 86600  | SH | SOLE |
| MORGANS HOTEL GROUP CO COM     | COM | 61748W108 | 134  | 35000  | SH | SOLE |
| MOSY INC                       | COM | 619718109 | 124  | 75400  | SH | SOLE |
| MVC CAP COM                    | COM | 553829102 | 271  | 32000  | SH | SOLE |
| NARA BANCORP INC COM           | COM | 63080P105 | 52   | 10000  | SH | SOLE |
| NASHUA CORP                    | COM | 631226107 | 670  | 100000 | SH | SOLE |
| NATHANS FAMOUS INC NEW COM     | COM | 632347100 | 1208 | 90777  | SH | SOLE |
| NEOGEN CORP COM                | COM | 640491106 | 1884 | 65000  | SH | SOLE |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 118  | 11055  | SH | SOLE |
| NEWPORT CORP COM               | COM | 651824104 | 436  | 75350  | SH | SOLE |
| NOBILITY HOMES INC COM         | COM | 654892108 | 100  | 12000  | SH | SOLE |
| OIL DRI CORP AMER COM          | COM | 677864100 | 728  | 49000  | SH | SOLE |
| OMNOVA SOLUTIONS INC COM       | COM | 682129101 | 913  | 280000 | SH | SOLE |
| ON SEMICONDUCTOR CORP COM      | COM | 682189105 | 81   | 11800  | SH | SOLE |
| OPKO HEALTH INC COM            | COM | 68375N103 | 46   | 26000  | SH | SOLE |
| ORITANI FINL CORP COM          | COM | 686323106 | 343  | 25000  | SH | SOLE |
| ORTHOFIX INTL N V ORD          | COM | N6748L102 | 750  | 30000  | SH | SOLE |
| OTIX GLOBAL INC                | COM | 68906N101 | 288  | 369000 | SH | SOLE |
| PAIN THERAPEUTICS INC COM      | COM | 69562K100 | 403  | 75000  | SH | SOLE |
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| TETON ADVISORS, INC.           |     |           |      |        |    |      |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| PALM HBR HOMES INC COM         | COM            | 696639103 | 26                 | 12000              | SH         |              | SOLE              |         |
| PALOMAR MED TECHNOLOGIES INCCO | COM            | 697529303 | 398                | 27000              | SH         |              | SOLE              |         |
| PARK ELECTROCHEMICAL CORP COM  | COM            | 700416209 | 799                | 37100              | SH         |              | SOLE              |         |
| PATRIOT NATL BANCORP INC COM   | COM            | 70336F104 | 34                 | 11967              | SH         |              | SOLE              |         |
| PENNICHUCK CORP COM NEW        | COM            | 708254206 | 1254               | 55000              | SH         |              | SOLE              |         |
| PERICOM SEMICONDUCTOR CORP COM | COM            | 713831105 | 770                | 91400              | SH         |              | SOLE              |         |
| PHOENIX TECHNOLOGIES LTD COM   | COM            | 719153108 | 138                | 50800              | SH         |              | SOLE              |         |
| PINNACLE ENTMT INC COM         | COM            | 723456109 | 167                | 18000              | SH         |              | SOLE              |         |
| PREFORMED LINE PRODS CO COM    | COM            | 740444104 | 343                | 7788               | SH         |              | SOLE              |         |
| PRIMEDIA INC COM NEW           | COM            | 74157K846 | 402                | 200000             | SH         |              | SOLE              |         |
| PROLIANCE INTERNATIONAL INC    | COM            | 74340R104 | 5                  | 33000              | SH         |              | SOLE              |         |
| PROVIDENCE & WORCESTER RR COCO | COM            | 743737108 | 588                | 52248              | SH         |              | SOLE              |         |
| PZENA INVESTMENT MGMT INC CLAS | COM            | 74731Q103 | 364                | 48000              | SH         |              | SOLE              |         |
| QUIDEL CORP COM                | COM            | 74838J101 | 320                | 22000              | SH         |              | SOLE              |         |
| READING INTERNATIONAL INC CL B | COM            | 755408200 | 169                | 24200              | SH         |              | SOLE              |         |
| READING INTL INC CL A          | COM            | 755408101 | 250                | 55000              | SH         |              | SOLE              |         |
| RF MICRO DEVICES INC COM       | COM            | 749941100 | 67                 | 17800              | SH         |              | SOLE              |         |
| RGC RES INC COM                | COM            | 74955L103 | 421                | 16500              | SH         |              | SOLE              |         |
| ROCHESTER MED CORP COM         | COM            | 771497104 | 169                | 12575              | SH         |              | SOLE              |         |
| RPC INC. COMMON                | COM            | 749660106 | 334                | 40000              | SH         |              | SOLE              |         |
| RTI BIOLOGICS INC COM          | COM            | 74975N105 | 161                | 37415              | SH         |              | SOLE              |         |
| SAFEGUARD SCIENTIFICS INC COM  | COM            | 786449108 | 69                 | 52400              | SH         |              | SOLE              |         |
| SALEM COMMUNICATIONS CORP DECL | COM            | 794093104 | 48                 | 50000              | SH         |              | SOLE              |         |
| SCHIFF NUTRITION INTL INC COM  | COM            | 806693107 | 937                | 184165             | SH         |              | SOLE              |         |
| SCRIPPS E W CO OHIO CL A       | COM            | 811054402 | 251                | 120000             | SH         |              | SOLE              |         |



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|                               |             |           |      |        |    |      |
|-------------------------------|-------------|-----------|------|--------|----|------|
| SHENANDOAH TELECOMMUNICATIONS | CD COM      | 82312B106 | 365  | 18000  | SH | SOLE |
| SINCLAIR BROADCAST GROUP      | INCL COM    | 829226109 | 97   | 50000  | SH | SOLE |
| SL INDS INC                   | COM         | 784413106 | 498  | 71100  | SH | SOLE |
| SONESTA INTL HOTELS CORP      | CL A COM    | 835438409 | 1198 | 135282 | SH | SOLE |
| STAMPS.COM INC (NEW)          | COM         | 852857200 | 806  | 95000  | SH | SOLE |
| STANDARD MTR PRODS INC        | CLASS A COM | 853666105 | 1819 | 220000 | SH | SOLE |
| STARRETT L S CO               | CL A COM    | 855668109 | 218  | 32026  | SH | SOLE |
| STEAK N SHAKE CO              | COM         | 857873103 | 179  | 20500  | SH | SOLE |
| STONERIDGE INC                | COM         | 86183P102 | 701  | 146000 | SH | SOLE |
| STRATEGIC DIAGNOSTICS INC     | COM         | 862700101 | 248  | 213900 | SH | SOLE |
| STRATTEC SECURITY CORP.       | COM         | 863111100 | 455  | 33000  | SH | SOLE |
| SWS GROUP INC                 | COM         | 78503N107 | 587  | 42000  | SH | SOLE |
| SYCAMORE NETWORKS             | COM         | 871206108 | 103  | 33000  | SH | SOLE |
| SYMMETRICOM INC               | COM         | 871543104 | 252  | 43650  | SH | SOLE |
| SYNERON MEDICAL LTD           | ORD SHS     | M87245102 | 694  | 96100  | SH | SOLE |
| TECH OPS SEVCON INC           | COM         | 878293109 | 168  | 64002  | SH | SOLE |
| TENNANT CO                    | COM         | 880345103 | 539  | 29300  | SH | SOLE |
| TENNECO AUTOMOTIVE INC        | COM         | 880349105 | 424  | 40000  | SH | SOLE |
| TESCO CORP                    | COM         | 88157K101 | 539  | 67900  | SH | SOLE |
| PORTVUE-SEC13F.LNP            |             |           |      |        |    |      |
| TETON ADVISORS, INC.          |             |           |      |        |    |      |
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|-----------------------------|----------------|-------|--------------------|--------------------|------------|--------------|-------------------|---------|
| TIER TECHNOLOGIES INC       | CL B           | COM   | 88650Q100          | 583                | 75500      | SH           | SOLE              |         |
| TRANS LUX CORP              |                | COM   | 893247106          | 27                 | 32000      | SH           | SOLE              |         |
| TRANSACT TECHNOLOGIES INC   | COM            | COM   | 892918103          | 1594               | 320000     | SH           | SOLE              |         |
| TREE COM INC                | COM            | COM   | 894675107          | 96                 | 10000      | SH           | SOLE              |         |
| TTM TECHNOLOGIES INC        | COM            | COM   | 87305R109          | 80                 | 10100      | SH           | SOLE              |         |
| U S ENERGY CORP             | WYO COM        | COM   | 911805109          | 41                 | 20300      | SH           | SOLE              |         |
| ULTRA CLEAN HLDGS INC       | COM            | COM   | 90385V107          | 375                | 157100     | SH           | SOLE              |         |
| ULTRALIFE BATTERIES INC     | COM            | COM   | 903899102          | 335                | 46700      | SH           | SOLE              |         |
| ULTRATECH INC               | COM            | COM   | 904034105          | 578                | 46950      | SH           | SOLE              |         |
| UNITED GUARDIAN INC         | COM            | COM   | 910571108          | 657                | 71000      | SH           | SOLE              |         |
| VALASSIS COMMUNICATIONS INC | CO             | COM   | 918866104          | 1161               | 190000     | SH           | SOLE              |         |
| VASCULAR SOLUTIONS INC      | COM            | COM   | 92231M109          | 239                | 30600      | SH           | SOLE              |         |
| VICOR CORP                  | COM            | COM   | 925815102          | 366                | 50750      | SH           | SOLE              |         |
| VISHAY INTERTECHNOLOGY INC  |                | COM   | 928298108          | 189                | 27900      | SH           | SOLE              |         |
| WHITNEY HLDG CORP           |                | COM   | 966612103          | 479                | 52339      | SH           | SOLE              |         |
| WHX CORP                    |                | COM   | 929248607          | 105                | 40200      | SH           | SOLE              |         |
| WILSHIRE BANCORP INC        | COM            | COM   | 97186T108          | 219                | 38100      | SH           | SOLE              |         |
| YUBET COM INC               | COM            | COM   | 987413101          | 436                | 132000     | SH           | SOLE              |         |
| YOUNG INNOVATIONS INC       | COM            | COM   | 987520103          | 403                | 18500      | SH           | SOLE              |         |
| ZEP INC                     |                | COM   | 98944B108          | 1586               | 131650     | SH           | SOLE              |         |
| ZORAN CORP                  | COM            | COM   | 98975F101          | 810                | 74300      | SH           | SOLE              |         |
| ZYGO CORP                   | COM            | COM   | 989855101          | 506                | 108600     | SH           | SOLE              |         |