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GAMCO INVESTORS, INC. ET AL  
 Form 13F-HR  
 November 12, 2010

PORTVUE-SEC13F.LNP  
 RUN DATE: 10/25/10 1:51 P.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 09/30/10

| 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 | 945                | 500000             | SH         |              | SOLE              |         |
| 3M CO.                         | COM            | 88579Y101 | 1041               | 12000              | SH         |              | SOLE              |         |
| 99 CENTS ONLY STORES           | COM            | 65440K106 | 1605               | 85000              | SH         |              | SOLE              |         |
| A D C TELECOMMUNICATIONS NEW   | COM            | 000886309 | 58839              | 4644000            | SH         |              | SOLE              |         |
| A T & T INC (NEW)              | COM            | 00206R102 | 13550              | 473773             | SH         |              | SOLE              |         |
| AAR CORP COM                   | COM            | 000361105 | 1400               | 75000              | SH         |              | SOLE              |         |
| AARON RENTS INC COM            | COM            | 002535201 | 249                | 13500              | SH         |              | SOLE              |         |
| AARON'S INC                    | COM            | 002535300 | 9530               | 517930             | SH         |              | SOLE              |         |
| ABB LTD SPONSORED ADR          | COM            | 000375204 | 4824               | 228394             | SH         |              | SOLE              |         |
| ABBOTT LABS                    | COM            | 002824100 | 6340               | 121360             | SH         |              | SOLE              |         |
| ABOVENET INC COM               | COM            | 00374N107 | 2240               | 43000              | SH         |              | SOLE              |         |
| ABRAXIS BIOSCIENCE INC NEW COM | COM            | 00383Y102 | 387                | 5000               | SH         |              | SOLE              |         |
| ACCO BRANDS CORP COM           | COM            | 00081T108 | 934                | 162378             | SH         |              | SOLE              |         |
| ACTIVISION BLIZZARD, INC       | COM            | 00507V109 | 671                | 62000              | SH         |              | SOLE              |         |
| ACUITY BRANDS INC (B:AYI) COM  | COM            | 00508Y102 | 886                | 20020              | SH         |              | SOLE              |         |
| ADOBE SYSTEMS INC COM          | COM            | 00724F101 | 2436               | 93170              | SH         |              | SOLE              |         |
| AES CORP COM                   | COM            | 00130H105 | 4732               | 416900             | SH         |              | SOLE              |         |
| AGL RES INC COM                | COM            | 001204106 | 3080               | 80300              | SH         |              | SOLE              |         |
| AGNICO-EAGLE MINES (USD)       | COM            | 008474108 | 4953               | 69730              | SH         |              | SOLE              |         |
| AIR PRODS & CHEMS INC COM      | COM            | 009158106 | 2965               | 35800              | SH         |              | SOLE              |         |
| AIRGAS INC COM                 | COM            | 009363102 | 1257               | 18500              | SH         |              | SOLE              |         |
| ALBEMARLE CORP COM             | COM            | 012653101 | 1451               | 31000              | SH         |              | SOLE              |         |
| ALBERTO CULVER CO NEW COM      | COM            | 013078100 | 43660              | 1159630            | SH         |              | SOLE              |         |
| ALCOA INC COM                  | COM            | 013817101 | 11726              | 968310             | SH         |              | SOLE              |         |
| ALCON INC COM SHS              | COM            | H01301102 | 6438               | 38600              | SH         |              | SOLE              |         |
| ALERE INC                      | COM            | 01449J105 | 572                | 18500              | SH         |              | SOLE              |         |
| ALIGN TECHNOLOGY INC COM       | COM            | 016255101 | 1273               | 65000              | SH         |              | SOLE              |         |
| ALLEGHANY CORP DEL             | COM            | 017175100 | 1039               | 3429               | SH         |              | SOLE              |         |
| ALLEGHENY ENERGY INC COM       | COM            | 017361106 | 22448              | 915506             | SH         |              | SOLE              |         |
| ALLERGAN INC                   | COM            | 018490102 | 9855               | 148128             | SH         |              | SOLE              |         |
| ALLETE INC COM NEW             | COM            | 018522300 | 1226               | 33650              | SH         |              | SOLE              |         |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM            | 01881G106 | 8648               | 327440             | SH         |              | SOLE              |         |
| ALLIANT ENERGY CORP COM        | COM            | 018802108 | 959                | 26380              | SH         |              | SOLE              |         |
| AMAZON.COM INC                 | COM            | 023135106 | 576                | 3670               | SH         |              | SOLE              |         |
| AMERICA MOVIL S A DE C V SPONS | COM            | 02364W105 | 2933               | 55000              | SH         |              | SOLE              |         |
| AMERICAN DAIRY INC COM         | COM            | 025334103 | 2613               | 250000             | SH         |              | SOLE              |         |
| AMERICAN DENTAL PARTNERS INC   | COM            | 025353103 | 241                | 20000              | SH         |              | SOLE              |         |
| AMERICAN DG ENERGY INC COM     | COM            | 025398108 | 945                | 317000             | SH         |              | SOLE              |         |
| AMERICAN ELECTRIC POWER        | COM            | 025537101 | 272                | 7500               | SH         |              | SOLE              |         |
| AMERICAN EXPRESS CO            | COM            | 025816109 | 161127             | 3833629            | SH         |              | SOLE              |         |
| AMERICAN OIL & GAS INC NEW COM | COM            | 028723104 | 486                | 60000              | SH         |              | SOLE              |         |

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|                                |           |           |        |         |    |                       |
|--------------------------------|-----------|-----------|--------|---------|----|-----------------------|
| AMERICAN PHYSICIANS CAP INC CO | COM       | 028884104 | 10207  | 246200  | SH | SOLE                  |
| AMERICAN PUBLIC EDUCATION INCO | COM       | 02913V103 | 276    | 8400    | SH | SOLE                  |
| AMERICAN SUPERCONDUCTOR CORPCO | COM       | 030111108 | 243    | 7800    | SH | SOLE                  |
| AMERICAN WATER WORKS CO INC    | COM       | 030420103 | 1971   | 84700   | SH | SOLE                  |
| AMERICREDIT CORP COM           | COM       | 03060R101 | 82447  | 3370700 | SH | SOLE                  |
| AMERIPRISE FINL INC COM        | COM       | 03076C106 | 3136   | 66263   | SH | SOLE                  |
| AMETEK INC NEW COM             | COM       | 031100100 | 116931 | 2447782 | SH | SOLE                  |
| AMGEN INC                      | COM       | 031162100 | 537    | 9750    | SH | SOLE                  |
| AMPCO PITTSBURGH CORP          | COM       | 032037103 | 29024  | 1169387 | SH | SOLE                  |
| ANADARKO PETE CORP COM         | COM       | 032511107 | 7713   | 135200  | SH | SOLE                  |
| ANGIODYNAMICS INC COM          | COM       | 03475V101 | 3979   | 261060  | SH | SOLE                  |
| ANGLOGOLD LTD SPONSORED ADR    | COM       | 035128206 | 213    | 4600    | SH | SOLE                  |
| ANIMAL HEALTH INTERNATIONAL    | COM       | 03525N109 | 865    | 315600  | SH | SOLE                  |
| ANIXTER INTL INC COM           | COM       | 035290105 | 324    | 6000    | SH | SOLE                  |
| AOL INC COM                    | COM       | 00184X105 | 5299   | 214082  | SH | SOLE                  |
| APACHE CORP                    | COM       | 037411105 | 2485   | 25422   | SH | SOLE                  |
| APPLE INC                      | COM       | 037833100 | 8203   | 28910   | SH | SOLE                  |
| APPLIED MATLS INC COM          | COM       | 038222105 | 729    | 62390   | SH | SOLE                  |
| APPROACH RESOURCES INC COM     | COM       | 03834A103 | 475    | 42500   | SH | SOLE                  |
| ARBITRON INC COM               | COM       | 03875Q108 | 392    | 14000   | SH | SOLE                  |
| ARCH CHEMICALS INC COM         | COM       | 03937R102 | 2870   | 81780   | SH | SOLE                  |
| ARCHER DANIELS MIDLAND         | COM       | 039483102 | 48514  | 1519856 | SH | SOLE                  |
| ARCSIGHT INC COM               | COM       | 039666102 | 11405  | 261903  | SH | SOLE                  |
| ARGO GROUP INTL HLDGS LTD COM  | COM       | G0464B107 | 2779   | 80000   | SH | SOLE                  |
| ARTHROCARE CORP COM            | COM       | 043136100 | 12114  | 445700  | SH | SOLE                  |
| ARTIO GLOBAL INVESTORS INC     | COM       | 04315B107 | 2875   | 187900  | SH | SOLE                  |
| ASCENT MEDIA CORP COM SER A    | COM       | 043632108 | 33114  | 1239745 | SH | SOLE                  |
| ASHLAND INC NEW COM            | COM       | 044209104 | 13302  | 272749  | SH | SOLE                  |
| ASTEC INDS INC COM             | COM       | 046224101 | 1312   | 46000   | SH | SOLE                  |
| ASTRONICS CORP COM             | COM       | 046433108 | 175    | 10000   | SH | SOLE                  |
| ATC TECHNOLOGY CORP            | COM       | 00211W104 | 272    | 11000   | SH | SOLE                  |
| AUTOMATIC DATA PROCESSING      | COM       | 053015103 | 462    | 11000   | SH | SOLE                  |
| AUTONATION INC                 | COM       | 05329W102 | 61394  | 2640584 | SH | SOLE                  |
| AUTOZONE INC                   | COM       | 053332102 | 8676   | 37900   | SH | SOLE                  |
| AVON PRODUCTS INC              | COM       | 054303102 | 2405   | 74900   | SH | SOLE                  |
| AZZ INC COM                    | COM       | 002474104 | 206    | 4800    | SH | SOLE                  |
| BADGER METER INC COM           | COM       | 056525108 | 2734   | 67550   | SH | SOLE                  |
| BALDOR ELEC CO COM             | COM       | 057741100 | 28316  | 700900  | SH | SOLE                  |
| BALDWIN TECHNOLOGY INC CL A    | COM       | 058264102 | 1231   | 1009147 | SH | SOLE                  |
| BANK OF AMERICA                | COM       | 060505104 | 6537   | 498895  | SH | SOLE                  |
| BANK OF NEW YORK MELLON CORP   | COM       | 064058100 | 113337 | 4337434 | SH | SOLE                  |
| BARNES GROUP INC COM           | COM       | 067806109 | 1006   | 57190   | SH | SOLE                  |
| BARNES & NOBLES                | COM       | 067774109 | 2269   | 140000  | SH | SOLE                  |
| BARRETT BILL CORP COM          | COM       | 06846N104 | 1332   | 37000   | SH | SOLE                  |
| PORTVUE-SEC13F.LNP             |           |           |        |         |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BARRICK GOLD(R:ABX.N B:ABX US) | COM            | 067901108 | 2194               | 47400              | SH         |              | SOLE              |         |
| BAXTER INTL INC COM            | COM            | 071813109 | 30632              | 642040             | SH         |              | SOLE              |         |
| BCE INC                        | COM            | 05534B760 | 12084              | 371800             | SH         |              | SOLE              |         |
| BEASLEY BROADCAST GRP INC.     | COM            | 074014101 | 6768               | 1279320            | SH         |              | SOLE              |         |
| BECTON DICKINSON & CO COM      | COM            | 075887109 | 2007               | 27085              | SH         |              | SOLE              |         |
| BED BATH & BEYOND INC          | COM            | 075896100 | 5426               | 125000             | SH         |              | SOLE              |         |
| BEL FUSE INC CL A              | COM            | 077347201 | 2927               | 139841             | SH         |              | SOLE              |         |
| BELDEN CDT INC                 | COM            | 077454106 | 2638               | 100000             | SH         |              | SOLE              |         |
| BELO CORP                      | COM            | 080555105 | 3073               | 495601             | SH         |              | SOLE              |         |

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|                                 |     |           |        |          |    |      |
|---------------------------------|-----|-----------|--------|----------|----|------|
| BERKSHIRE HATHAWAY INC DEL CL   | COM | 084670702 | 10744  | 129950   | SH | SOLE |
| BERKSHIRE HATHAWAY INC-CL A     | COM | 084670108 | 3735   | 30       | SH | SOLE |
| BEST BUY INC COM                | COM | 086516101 | 1645   | 40300    | SH | SOLE |
| BIG 5 SPORTING GOODS CORP COM   | COM | 08915P101 | 1959   | 146000   | SH | SOLE |
| BIGLARI HOLDINGS INC            | COM | 08986R101 | 31528  | 95931    | SH | SOLE |
| BIO RAD LABS INC CL A           | COM | 090572207 | 281    | 3100     | SH | SOLE |
| BIOGEN IDEC INC                 | COM | 09062X103 | 692    | 12329    | SH | SOLE |
| BIOLASE TECHNOLOGY INC COM      | COM | 090911108 | 158    | 135000   | SH | SOLE |
| BIO-REFERENCE LABS INC COM \$.0 | COM | 09057G602 | 761    | 36500    | SH | SOLE |
| BLACK HILLS CORP COM            | COM | 092113109 | 22905  | 734125   | SH | SOLE |
| BLACKROCK INC CL A              | COM | 09247X101 | 582    | 3420     | SH | SOLE |
| BLACKSTONE GROUP L P COM UNIT   | COM | 09253U108 | 437    | 34400    | SH | SOLE |
| BOEING CO                       | COM | 097023105 | 39194  | 589028   | SH | SOLE |
| BON-TON STORES INC COM          | COM | 09776J101 | 5863   | 576500   | SH | SOLE |
| BORG WARNER INC                 | COM | 099724106 | 67504  | 1282852  | SH | SOLE |
| BOSTON BEER INC CL A            | COM | 100557107 | 9977   | 149200   | SH | SOLE |
| BOSTON SCIENTIFIC CORP COM      | COM | 101137107 | 10888  | 1776165  | SH | SOLE |
| BOWNE & CO INC COM              | COM | 103043105 | 7087   | 625500   | SH | SOLE |
| BOYD GAMING CORP                | COM | 103304101 | 13382  | 1845850  | SH | SOLE |
| BRINKS CO COM                   | COM | 109696104 | 6318   | 274700   | SH | SOLE |
| BRISTOL MYERS SQUIBB CO         | COM | 110122108 | 19731  | 727805   | SH | SOLE |
| BROWN FORMAN CORP CL B          | COM | 115637209 | 4914   | 79723    | SH | SOLE |
| BROWN-FORMAN CORP CLASS A       | COM | 115637100 | 33885  | 550440   | SH | SOLE |
| BRUNSWICK CORP                  | COM | 117043109 | 974    | 64000    | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM  | COM | 117421107 | 21666  | 761800   | SH | SOLE |
| BRYN MAWR BK CORP COM           | COM | 117665109 | 207    | 12024    | SH | SOLE |
| BURGER KING HOLDING INC         | COM | 121208201 | 3507   | 146840   | SH | SOLE |
| CABLEVISION SYS NY GROUP A      | COM | 12686C109 | 262980 | 10041235 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A      | COM | 12811R104 | 1265   | 110000   | SH | SOLE |
| CALGON CARBON CORP COM          | COM | 129603106 | 954    | 65800    | SH | SOLE |
| CAMBIUM LEARNING GRP INC COM    | COM | 13201A107 | 1008   | 315073   | SH | SOLE |
| CAMERON INTERNATIONAL CORP      | COM | 13342B105 | 11019  | 256504   | SH | SOLE |
| CAMPBELL SOUP CO                | COM | 134429109 | 27806  | 777797   | SH | SOLE |
| CANTERBURY PK HLDG CORP         | COM | 13811E101 | 3126   | 411269   | SH | SOLE |
| CAPELLA EDUCATION COMPANY COM   | COM | 139594105 | 202    | 2600     | SH | SOLE |
| PORTVUE-SEC13F.LNP              |     |           |        |          |    |      |
| GAMCO ASSET MGT. INC.           |     |           |        |          |    |      |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CARMIKE CINEMAS INC COM        | COM            | 143436400 | 1291               | 148000             | SH         |              | SOLE              |         |
| CASELLA WASTE SYS INC CL A     | COM            | 147448104 | 546                | 130000             | SH         |              | SOLE              |         |
| CASEYS GEN STORES INC COM      | COM            | 147528103 | 13674              | 327523             | SH         |              | SOLE              |         |
| CASH AMER INTL INC COM         | COM            | 14754D100 | 280                | 8000               | SH         |              | SOLE              |         |
| CAVCO INDUSTRIES               | COM            | 149568107 | 16951              | 472048             | SH         |              | SOLE              |         |
| CBS CORP CLASS A               | COM            | 124857103 | 43793              | 2754284            | SH         |              | SOLE              |         |
| CBS CORP NEW CL B              | COM            | 124857202 | 11389              | 718111             | SH         |              | SOLE              |         |
| CELGENE CORP                   | COM            | 151020104 | 1289               | 22370              | SH         |              | SOLE              |         |
| CELLU TISSUE HLDGS INC COM     | COM            | 151169109 | 913                | 76500              | SH         |              | SOLE              |         |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS   | 153436100 | 353                | 9441               | SH         |              | SOLE              |         |
| CENTRAL VT PUB SVC CORP COM    | COM            | 155771108 | 2229               | 110500             | SH         |              | SOLE              |         |
| CENTURYLINK, INC.              | COM            | 156700106 | 8881               | 225063             | SH         |              | SOLE              |         |
| CEPHALON INC COM               | COM            | 156708109 | 1018               | 16300              | SH         |              | SOLE              |         |
| CEPHEID COM                    | COM            | 15670R107 | 4752               | 254000             | SH         |              | SOLE              |         |
| CH ENERGY GROUP, INC.          | COM            | 12541M102 | 33537              | 759451             | SH         |              | SOLE              |         |
| CHEESECAKE FACTORY INC         | COM            | 163072101 | 4881               | 184400             | SH         |              | SOLE              |         |
| CHEMED CORPORATION             | COM            | 16359R103 | 41964              | 736605             | SH         |              | SOLE              |         |
| CHESAPEAKE ENERGY CORP COM     | COM            | 165167107 | 2013               | 88880              | SH         |              | SOLE              |         |
| CHESAPEAKE UTILS CORP COM      | COM            | 165303108 | 1467               | 40501              | SH         |              | SOLE              |         |

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|--------------------------------|-----------------|-----------|--------|---------|----|------|
| CHEVRON CORP                   | COM             | 166764100 | 16485  | 203391  | SH | SOLE |
| CHINA MOBILE LTD               | COM             | 16941M109 | 2966   | 58000   | SH | SOLE |
| CHURCH & DWIGHT CO             | COM             | 171340102 | 16646  | 256330  | SH | SOLE |
| CHURCHILL DOWNS INC COM        | COM             | 171484108 | 21884  | 612642  | SH | SOLE |
| CINCINNATI BELL                | COM             | 171871106 | 24062  | 9012059 | SH | SOLE |
| CINCINNATI BELL PFD CVT 6.75%  | CONVERTIBLE PEF | 171871403 | 491    | 12600   | SH | SOLE |
| CINEDIGM DIGITAL CINEMA CORPOR | COM             | 172407108 | 39     | 30000   | SH | SOLE |
| CIRCOR INTL INC COM            | COM             | 17273K109 | 45211  | 1430713 | SH | SOLE |
| CISCO SYS INC                  | COM             | 17275R102 | 5056   | 230864  | SH | SOLE |
| CITIGROUP INC.                 | COM             | 172967101 | 1469   | 375600  | SH | SOLE |
| CLARCOR INC                    | COM             | 179895107 | 73291  | 1897267 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM             | 18451C109 | 19319  | 1690200 | SH | SOLE |
| CLEARWIRE CORP-CLASS A         | COM             | 18538Q105 | 1411   | 174370  | SH | SOLE |
| CME GROUP INC COM              | COM             | 12572Q105 | 2097   | 8050    | SH | SOLE |
| CMS ENERGY CORP COM            | COM             | 125896100 | 1796   | 99675   | SH | SOLE |
| CNA SURETY CORP COM            | COM             | 12612L108 | 18515  | 1033200 | SH | SOLE |
| CNH GLOBAL NV COM              | COM             | N20935206 | 123249 | 3363780 | SH | SOLE |
| COACH INC                      | COM             | 189754104 | 389    | 9058    | SH | SOLE |
| COBALT INTL ENERGY INC COM     | COM             | 19075F106 | 287    | 30000   | SH | SOLE |
| COCA COLA CO                   | COM             | 191216100 | 103755 | 1772988 | SH | SOLE |
| COCA COLA ENTERPRISES INC      | COM             | 191219104 | 7406   | 238900  | SH | SOLE |
| COGENT INC COM                 | COM             | 19239Y108 | 581    | 54600   | SH | SOLE |
| COHEN & STEERS INC COM         | COM             | 19247A100 | 16229  | 747871  | SH | SOLE |
| COLDWATER CREEK INC COM        | COM             | 193068103 | 5871   | 1114000 | SH | SOLE |
| COLGATE PALMOLIVE CO           | COM             | 194162103 | 1991   | 25900   | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| COLLECTIVE BRANDS INC COM      | COM            | 19421W100 | 210                | 13000              | SH         |              | SOLE              |    |
| COMCAST CORP CL A SPL          | COM            | 20030N200 | 1123               | 66044              | SH         |              | SOLE              |    |
| COMCAST CORP NEW COM CL A      | COM            | 20030N101 | 2253               | 124602             | SH         |              | SOLE              |    |
| COMMUNICATIONS SYS             | COM            | 203900105 | 3045               | 267537             | SH         |              | SOLE              |    |
| CONAGRA INC                    | COM            | 205887102 | 1119               | 51000              | SH         |              | SOLE              |    |
| CONMED CORP COM                | COM            | 207410101 | 2212               | 98700              | SH         |              | SOLE              |    |
| CONNECTICUT WTR SVC INC COM    | COM            | 207797101 | 205                | 8550               | SH         |              | SOLE              |    |
| CONOCOPHILLIPS COM             | COM            | 20825C104 | 10936              | 190422             | SH         |              | SOLE              |    |
| CONSOL ENERGY INC COM          | COM            | 20854P109 | 7074               | 191400             | SH         |              | SOLE              |    |
| CONSTELLATION BRANDS COM       | COM            | 21036P108 | 10823              | 611825             | SH         |              | SOLE              |    |
| CONSTELLATION ENERGY GROUP ICO | COM            | 210371100 | 5294               | 164206             | SH         |              | SOLE              |    |
| CONTINUACARE CORP COM          | COM            | 212172100 | 462                | 110000             | SH         |              | SOLE              |    |
| COOPER COS INC COM NEW         | COM            | 216648402 | 6471               | 140000             | SH         |              | SOLE              |    |
| COOPER INDUSTRIES PLC SHS      | COM            | G24140108 | 54452              | 1112857            | SH         |              | SOLE              |    |
| COPART INC COM                 | COM            | 217204106 | 1665               | 50500              | SH         |              | SOLE              |    |
| CORE MOLDING TECH COM          | COM            | 218683100 | 1893               | 430300             | SH         |              | SOLE              |    |
| CORINTHIAN COLLEGES INC COM    | COM            | 218868107 | 3689               | 525500             | SH         |              | SOLE              |    |
| CORN PRODS INTL INC COM        | COM            | 219023108 | 28778              | 767401             | SH         |              | SOLE              |    |
| CORNING INC                    | COM            | 219350105 | 7828               | 428202             | SH         |              | SOLE              |    |
| COSTCO WHSL CORP NEW COM       | COM            | 22160K105 | 8396               | 130191             | SH         |              | SOLE              |    |
| COVANCE INC COM                | COM            | 222816100 | 267                | 5700               | SH         |              | SOLE              |    |
| COVANTA HOLDING CORP           | COM            | 22282E102 | 3843               | 244000             | SH         |              | SOLE              |    |
| COVIDIEN PLC ORDINARY SHARE    | COM            | G2554F105 | 18356              | 456740             | SH         |              | SOLE              |    |
| CRANE CO                       | COM            | 224399105 | 140875             | 3713094            | SH         |              | SOLE              |    |
| CROWN HOLDINGS INC COM         | COM            | 228368106 | 281                | 9800               | SH         |              | SOLE              |    |
| CROWN MEDIA HLDGS INC CL A     | COM            | 228411104 | 694                | 290189             | SH         |              | SOLE              |    |
| CRUCCELL N V SPONSORED ADR     | COM            | 228769105 | 20910              | 628697             | SH         |              | SOLE              |    |
| CTS CORP                       | COM            | 126501105 | 33704              | 3503543            | SH         |              | SOLE              |    |
| CUMMINS ENGINE INC             | COM            | 231021106 | 1173               | 12945              | SH         |              | SOLE              |    |

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|                                |           |           |        |         |    |                       |
|--------------------------------|-----------|-----------|--------|---------|----|-----------------------|
| CURTISS WRIGHT CORP            | COM       | 231561101 | 77522  | 2558471 | SH | SOLE                  |
| CUTERA INC COM                 | COM       | 232109108 | 3483   | 430000  | SH | SOLE                  |
| CVS CAREMARK CORP              | COM       | 126650100 | 33285  | 1057676 | SH | SOLE                  |
| CYMER INC COM                  | COM       | 232572107 | 252    | 6800    | SH | SOLE                  |
| CYNOSURE INC CL A              | COM       | 232577205 | 245    | 24000   | SH | SOLE                  |
| CYPRESS SEMICONDUCTOR CORP COM | COM       | 232806109 | 5271   | 419000  | SH | SOLE                  |
| CYTEC INDS INC COM             | COM       | 232820100 | 338    | 6000    | SH | SOLE                  |
| C&D TECHNOLOGIES INC COM       | COM       | 124661109 | 3      | 11290   | SH | SOLE                  |
| DANA HOLDING CORP COM          | COM       | 235825205 | 23824  | 1933800 | SH | SOLE                  |
| DEAN FOODS (B:DF)              | COM       | 242370104 | 3365   | 329600  | SH | SOLE                  |
| DEERE & CO.                    | COM       | 244199105 | 126256 | 1809337 | SH | SOLE                  |
| DEL MONTE FOODS CO COM         | COM       | 24522P103 | 25453  | 1941527 | SH | SOLE                  |
| DELTIC TIMBER CORP COM         | COM       | 247850100 | 309    | 6900    | SH | SOLE                  |
| DENNYS CORP COM                | COM       | 24869P104 | 2504   | 805000  | SH | SOLE                  |
| DENTSPLY INTL INC NEW COM      | COM       | 249030107 | 8594   | 268800  | SH | SOLE                  |
| PORTVUE-SEC13F.LNP             |           |           |        |         |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DEUTSCHE BANK AG-REG (B:DB)    | COM              | D18190898 | 2895               | 52700              | SH         |              | SOLE               |         |
| DEUTSCHE TELEKOM AG-SPON ADR ( | COM              | 251566105 | 7398               | 538649             | SH         |              | SOLE               |         |
| DEVON ENERGY CORP NEW          | COM              | 25179M103 | 14654              | 226358             | SH         |              | SOLE               |         |
| DEXCOM INC COM                 | COM              | 252131107 | 1031               | 78000              | SH         |              | SOLE               |         |
| DIAGEO PLC SPONSORED ADR (B:DE | COM              | 25243Q205 | 40201              | 582532             | SH         |              | SOLE               |         |
| DIAMOND FOODS INC COM          | COM              | 252603105 | 1066               | 26000              | SH         |              | SOLE               |         |
| DIAMOND MGMT & TECHNOLOGY COCO | COM              | 25269L106 | 1006               | 80500              | SH         |              | SOLE               |         |
| DIAMOND OFFSHORE DRILLNG INCCO | COM              | 25271C102 | 1125               | 16600              | SH         |              | SOLE               |         |
| DIEBOLD INC COM                | COM              | 253651103 | 121550             | 3909625            | SH         |              | SOLE               |         |
| DIRECTV-CLASS A                | COM              | 25490A101 | 278396             | 6687383            | SH         |              | SOLE               |         |
| DISCOVER FINANCIAL             | COM              | 254709108 | 3190               | 191268             | SH         |              | SOLE               |         |
| DISCOVERY COMMS NEW SER A      | COM              | 25470F104 | 40662              | 933693             | SH         |              | SOLE               |         |
| DISCOVERY COMMS NEW SER C      | COM              | 25470F302 | 33909              | 887898             | SH         |              | SOLE               |         |
| DISH NETWORK CORPORATION       | COM              | 25470M109 | 46917              | 2442300            | SH         |              | SOLE               |         |
| DISNEY WALT PRODTNS            | COM              | 254687106 | 6811               | 205763             | SH         |              | SOLE               |         |
| DOMINION RES INC VA NEW COM    | COM              | 25746U109 | 5200               | 119100             | SH         |              | SOLE               |         |
| DONALDSON INC                  | COM              | 257651109 | 62092              | 1317470            | SH         |              | SOLE               |         |
| DOVER DOWNS GAMING & ENTMT INC | COM              | 260095104 | 593                | 174542             | SH         |              | SOLE               |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM              | 260174107 | 1566               | 865000             | SH         |              | SOLE               |         |
| DOW CHEMICAL CORP              | COM              | 260543103 | 351                | 12780              | SH         |              | SOLE               |         |
| DPL INC COM                    | COM              | 233293109 | 11228              | 429712             | SH         |              | SOLE               |         |
| DR HORTON 2.000% 05/15/14      | CONVERTIBLE BOND | 23331ABB4 | 210                | 190000             | PRN        |              | SOLE               |         |
| DR PEPPER SNAPPLE GROUP INC CO | COM              | 26138E109 | 92727              | 2610571            | SH         |              | SOLE               |         |
| DRIL QUIP INC.                 | COM              | 262037104 | 1000               | 16100              | SH         |              | SOLE               |         |
| DU PONT E I DE NEMOURS CO      | COM              | 263534109 | 3435               | 76990              | SH         |              | SOLE               |         |
| DUCOMMUN INC DEL COM           | COM              | 264147109 | 218                | 10000              | SH         |              | SOLE               |         |
| DUFF & PHELPS CORP-CL A        | COM              | 26433B107 | 606                | 45000              | SH         |              | SOLE               |         |
| DUKE ENERGY CORP               | COM              | 26441C105 | 4154               | 234542             | SH         |              | SOLE               |         |
| DYNEGY INC                     | COM              | 26817G300 | 302                | 62000              | SH         |              | SOLE               |         |
| E M C CORP MASS COM            | COM              | 268648102 | 3593               | 176915             | SH         |              | SOLE               |         |
| EASTMAN KODAK                  | COM              | 277461109 | 1755               | 417950             | SH         |              | SOLE               |         |
| EATON CORP                     | COM              | 278058102 | 2834               | 34355              | SH         |              | SOLE               |         |
| EATON VANCE CORP COM           | COM              | 278265103 | 348                | 12000              | SH         |              | SOLE               |         |
| EBAY INC                       | COM              | 278642103 | 659                | 27000              | SH         |              | SOLE               |         |
| ECHOSTAR CORP-A                | COM              | 278768106 | 7756               | 406498             | SH         |              | SOLE               |         |
| ECOLAB INC                     | COM              | 278865100 | 48815              | 962056             | SH         |              | SOLE               |         |
| EDGEWATER TECHNOLOGY INC COM   | COM              | 280358102 | 2923               | 1074727            | SH         |              | SOLE               |         |
| EL PASO CORPORATION            | COM              | 28336L109 | 23978              | 1936795            | SH         |              | SOLE               |         |
| EL PASO ELEC CO COM NEW        | COM              | 283677854 | 46114              | 1939174            | SH         |              | SOLE               |         |

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|                              |     |           |      |        |    |                       |
|------------------------------|-----|-----------|------|--------|----|-----------------------|
| ELECTRONIC ARTS COM          | COM | 285512109 | 1942 | 118068 | SH | SOLE                  |
| ELIZABETH ARDEN INC          | COM | 28660G106 | 220  | 11000  | SH | SOLE                  |
| EMERSON ELEC CO              | COM | 291011104 | 2396 | 45506  | SH | SOLE                  |
| EMMIS COMMUNICATIONS CORP    | COM | 291525103 | 70   | 90000  | SH | SOLE                  |
| EMULEX CORP COM NEW          | COM | 292475209 | 1707 | 163500 | SH | SOLE                  |
| PORTVUE-SEC13F.LNP           |     |           |      |        |    | GAMCO ASSET MGT. INC. |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| ENER1 INC COM NEW               | COM              | 29267A203 | 52                 | 14000              | SH         |              | SOLE                  |         |
| ENERGIZER HLDGS INC COM         | COM              | 29266R108 | 80439              | 1196479            | SH         |              | SOLE                  |         |
| ENERGY TRANSFER PARTNERS L PUN  | COM              | 29273R109 | 338                | 7000               | SH         |              | SOLE                  |         |
| ENTEGRIS INC COM                | COM              | 29362U104 | 566                | 121170             | SH         |              | SOLE                  |         |
| ENTERPRISE GP HLDGS L P UNIT L  | COM              | 293716106 | 317                | 5400               | SH         |              | SOLE                  |         |
| ENTERPRISE PRODS PARTNERS L CO  | OIL & GAS PARTNE | 293792107 | 574                | 14468              | SH         |              | SOLE                  |         |
| EOG RESOURCES INC               | COM              | 26875P101 | 1269               | 13645              | SH         |              | SOLE                  |         |
| EPIQ SYS INC COM                | COM              | 26882D109 | 175                | 14300              | SH         |              | SOLE                  |         |
| EPOCH HOLDING CORP              | COM              | 29428R103 | 6741               | 523340             | SH         |              | SOLE                  |         |
| EQT CORP COM                    | COM              | 26884L109 | 902                | 25000              | SH         |              | SOLE                  |         |
| EXACTECH INC COM                | COM              | 30064E109 | 9502               | 582215             | SH         |              | SOLE                  |         |
| EXPRESSJET HOLDINGS INC COM NE  | COM              | 30218U306 | 966                | 144800             | SH         |              | SOLE                  |         |
| EXXON MOBIL CORP                | COM              | 30231G102 | 9739               | 157615             | SH         |              | SOLE                  |         |
| EZCORP INC CL A NON VTG         | COM              | 302301106 | 545                | 27200              | SH         |              | SOLE                  |         |
| FALCONSTOR SOFTWARE INC COM     | COM              | 306137100 | 327                | 107000             | SH         |              | SOLE                  |         |
| FAMOUS DAVES AMER INC COM       | COM              | 307068106 | 205                | 21650              | SH         |              | SOLE                  |         |
| FEDERAL MOGUL CORP CL A         | COM              | 313549404 | 22176              | 1172690            | SH         |              | SOLE                  |         |
| FERRO CORP                      | COM              | 315405100 | 78755              | 6109759            | SH         |              | SOLE                  |         |
| FIDELITY SOUTHERN CORP          | COM              | 316394105 | 230                | 35864              | SH         |              | SOLE                  |         |
| FIRST NIAGARA FINL GP INC COM   | COM              | 33582V108 | 117                | 10000              | SH         |              | SOLE                  |         |
| FIRSTENERGY CORP COM            | COM              | 337932107 | 1197               | 31051              | SH         |              | SOLE                  |         |
| FIRSTMERIT CORP COM             | COM              | 337915102 | 484                | 26400              | SH         |              | SOLE                  |         |
| FISHER COMMUNICATIONS INC COM   | COM              | 337756209 | 32025              | 1837332            | SH         |              | SOLE                  |         |
| FLIR SYS INC COM                | COM              | 302445101 | 565                | 21990              | SH         |              | SOLE                  |         |
| FLOWERS FOODS INC COM           | COM              | 343498101 | 29128              | 1172619            | SH         |              | SOLE                  |         |
| FLOWERVE CORP COM               | COM              | 34354P105 | 153647             | 1404192            | SH         |              | SOLE                  |         |
| FLUSHING FINL CORP COM          | COM              | 343873105 | 2506               | 216800             | SH         |              | SOLE                  |         |
| FMC CORP COM NEW                | COM              | 302491303 | 232                | 3390               | SH         |              | SOLE                  |         |
| FOMENTO ECONOMICO MEXICANO SAD  | COM              | 344419106 | 13567              | 267435             | SH         |              | SOLE                  |         |
| FORD CAP TRUST 6.5% 01/15/32    | CONVERTIBLE PREF | 345395206 | 6774               | 141400             | SH         |              | SOLE                  |         |
| FORD MTR CO DEL COM PAR \$0.01  | COM              | 345370860 | 19610              | 1602122            | SH         |              | SOLE                  |         |
| FORTUNE BRANDS INC              | COM              | 349631101 | 78255              | 1589581            | SH         |              | SOLE                  |         |
| FRANKLIN ELEC INC               | COM              | 353514102 | 6891               | 207800             | SH         |              | SOLE                  |         |
| FRANKLIN RES INC COM            | COM              | 354613101 | 1090               | 10200              | SH         |              | SOLE                  |         |
| FREEMPORT MCMORAN COPPER&GOLD C | COM              | 35671D857 | 18280              | 214071             | SH         |              | SOLE                  |         |
| FREQUENCY ELECTRS INC COM       | COM              | 358010106 | 147                | 24400              | SH         |              | SOLE                  |         |
| FRESENIUS KABI PHARMA-CVR       | WARRANT AND RIGH | 35802M115 | 1                  | 15000              | SH         |              | SOLE                  |         |
| FRONTIER COMMUNICATIONS CORP    | COM              | 35906A108 | 202                | 24667              | SH         |              | SOLE                  |         |
| FULLER H B CO COM               | COM              | 359694106 | 9654               | 485850             | SH         |              | SOLE                  |         |
| FURMANITE CORPORATION           | COM              | 361086101 | 8056               | 1650784            | SH         |              | SOLE                  |         |
| GABELLI CV SECURITIES FUND      | MUTUAL FUNDS     | 36240B109 | 7192               | 1227225            | SH         |              | SOLE                  |         |
| GABELLI DIV&INC TR COM          | MUTUAL FUNDS     | 36242H104 | 29034              | 2085741            | SH         |              | SOLE                  |         |
| GABELLI EQUITY TRUST INC        | MUTUAL FUNDS     | 362397101 | 3357               | 667421             | SH         |              | SOLE                  |         |
| GABELLI GLB GLD NAT RES & INCO  | MUTUAL FUNDS     | 36244N109 | 184                | 10531              | SH         |              | SOLE                  |         |
| PORTVUE-SEC13F.LNP              |                  |           |                    |                    |            |              | GAMCO ASSET MGT. INC. |         |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GABELLI GBL MULTIMEDIA TR COM  | MUTUAL FUNDS     | 36239Q109 | 3293               | 432668             | SH         |              | SOLE               |         |
| GABELLI GLOBAL DEAL FUND       | MUTUAL FUNDS     | 36245G103 | 17825              | 1286078            | SH         |              | SOLE               |         |
| GABELLI GLOBAL UTIL & INCOMECO | MUTUAL FUNDS     | 36242L105 | 3450               | 171491             | SH         |              | SOLE               |         |
| GABELLI HLTHCARE & WELLNESS    | MUTUAL FUNDS     | 36246K103 | 562                | 87860              | SH         |              | SOLE               |         |
| GABELLI UTIL TR COM            | MUTUAL FUNDS     | 36240A101 | 1614               | 255840             | SH         |              | SOLE               |         |
| GARDNER DENVER INC             | COM              | 365558105 | 1718               | 32000              | SH         |              | SOLE               |         |
| GATX CORP                      | COM              | 361448103 | 96892              | 3304651            | SH         |              | SOLE               |         |
| GAYLORD ENTERTAINMENT CO       | COM              | 367905106 | 119720             | 3925258            | SH         |              | SOLE               |         |
| GENCORP INC                    | COM              | 368682100 | 22949              | 4664504            | SH         |              | SOLE               |         |
| GENERAL ELEC CO                | COM              | 369604103 | 23869              | 1468843            | SH         |              | SOLE               |         |
| GENERAL MILLS INC              | COM              | 370334104 | 103508             | 2832738            | SH         |              | SOLE               |         |
| GENESE & WYOMING INC.          | COM              | 371559105 | 226                | 5200               | SH         |              | SOLE               |         |
| GENESIS ENERGY L P UNIT L P IN | OIL & GAS PARTNE | 371927104 | 2587               | 110000             | SH         |              | SOLE               |         |
| GENUINE PARTS CO               | COM              | 372460105 | 104482             | 2343166            | SH         |              | SOLE               |         |
| GENZYME CORP                   | COM              | 372917104 | 4385               | 61950              | SH         |              | SOLE               |         |
| GEORESOURCES INC COM           | COM              | 372476101 | 184                | 11600              | SH         |              | SOLE               |         |
| GERBER SCIENTIFIC INSTR        | COM              | 373730100 | 8370               | 1356579            | SH         |              | SOLE               |         |
| GILEAD SCIENCES INC COM        | COM              | 375558103 | 1702               | 47800              | SH         |              | SOLE               |         |
| GLG PARTNERS INC COM           | COM              | 37929X107 | 968                | 215000             | SH         |              | SOLE               |         |
| GLOBAL SOURCES LTD COM         | COM              | G39300101 | 1602               | 212152             | SH         |              | SOLE               |         |
| GOLDMAN SACHS GR               | COM              | 38141G104 | 911                | 6300               | SH         |              | SOLE               |         |
| GOOGLE INC-CL A                | COM              | 38259P508 | 8386               | 15950              | SH         |              | SOLE               |         |
| GORMAN RUPP CO                 | COM              | 383082104 | 9554               | 346675             | SH         |              | SOLE               |         |
| GRACO INC COM                  | COM              | 384109104 | 7201               | 226950             | SH         |              | SOLE               |         |
| GRAFTECH INTERNATIONAL         | COM              | 384313102 | 88576              | 5667026            | SH         |              | SOLE               |         |
| GRAY TELEVISION, INC           | COM              | 389375106 | 2782               | 1384308            | SH         |              | SOLE               |         |
| GRAY TELEVISION, INC CL A      | COM              | 389375205 | 81                 | 44500              | SH         |              | SOLE               |         |
| GREAT ATLANTIC & PAC TEA INCCO | COM              | 390064103 | 9814               | 2478200            | SH         |              | SOLE               |         |
| GREAT PLAINS ENERGY INC. (B: G | COM              | 391164100 | 33603              | 1777950            | SH         |              | SOLE               |         |
| GREATBATCH INC                 | COM              | 39153L106 | 3339               | 144000             | SH         |              | SOLE               |         |
| GREENBRIER COS INC             | COM              | 393657101 | 1933               | 124000             | SH         |              | SOLE               |         |
| GREIF INC CL A                 | COM              | 397624107 | 61609              | 1047058            | SH         |              | SOLE               |         |
| GREIF INC CL B                 | COM              | 397624206 | 408                | 7100               | SH         |              | SOLE               |         |
| GRIFFIN LAND & NUR             | COM              | 398231100 | 25041              | 947101             | SH         |              | SOLE               |         |
| GRIFFON CORP COM               | COM              | 398433102 | 66991              | 5495539            | SH         |              | SOLE               |         |
| GRUPO TELEVIS SA DE CV ADR (B  | COM              | 40049J206 | 37681              | 1991618            | SH         |              | SOLE               |         |
| GSE SYS INC COM                | COM              | 36227K106 | 165                | 49233              | SH         |              | SOLE               |         |
| GYRODYNE CO AMER INC COM       | COM              | 403820103 | 384                | 5000               | SH         |              | SOLE               |         |
| H R BLOCK INC                  | COM              | 093671105 | 1656               | 127909             | SH         |              | SOLE               |         |
| HAIN CELESTIAL GROUP INC       | COM              | 405217100 | 4436               | 185000             | SH         |              | SOLE               |         |
| HALLIBURTON COMPANY            | COM              | 406216101 | 31803              | 961685             | SH         |              | SOLE               |         |
| HANESBRANDS INC COM            | COM              | 410345102 | 2277               | 88062              | SH         |              | SOLE               |         |
| HARLEY DAVIDSON INC            | COM              | 412822108 | 353                | 12400              | SH         |              | SOLE               |         |
| HARMAN INTL INDS INC NEW COM   | COM              | 413086109 | 6959               | 208300             | SH         |              | SOLE               |         |

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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HARSCO CORP COM            | COM            | 415864107 | 243                | 9870               | SH         |              | SOLE               |         |
| HAWAIIAN ELEC INDS INC COM | COM            | 419870100 | 543                | 24100              | SH         |              | SOLE               |         |
| HAWK CORP CL A             | COM            | 420089104 | 43736              | 1010775            | SH         |              | SOLE               |         |
| HAWKINS INC COM            | COM            | 420261109 | 7678               | 216767             | SH         |              | SOLE               |         |
| HEELYS INC COM             | COM            | 42279M107 | 43                 | 18000              | SH         |              | SOLE               |         |
| HEICO CORP NEW COM         | COM            | 422806109 | 1597               | 35000              | SH         |              | SOLE               |         |
| HEINZ, H J COMPANY         | COM            | 423074103 | 43400              | 916182             | SH         |              | SOLE               |         |

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|                                 |       |           |        |         |    |      |
|---------------------------------|-------|-----------|--------|---------|----|------|
| HERLEY INDS INC COM             | COM   | 427398102 | 47006  | 2848857 | SH | SOLE |
| HERSHEY COMPANY (THE)           | COM   | 427866108 | 26828  | 563731  | SH | SOLE |
| HESKA CORP COM NEW RESTRICTED   | COM   | 42805E207 | 64     | 142000  | SH | SOLE |
| HESS CORP                       | COM   | 42809H107 | 6794   | 114911  | SH | SOLE |
| HEWITT ASSOCS INC COM           | COM   | 42822Q100 | 1708   | 33859   | SH | SOLE |
| HEWLETT PACKARD CO              | COM   | 428236103 | 2385   | 56698   | SH | SOLE |
| HICKORY TECH CORP COM           | COM   | 429060106 | 491    | 57525   | SH | SOLE |
| HOME DEPOT INC                  | COM   | 437076102 | 21106  | 666225  | SH | SOLE |
| HONEYWELL INT'L INC             | COM   | 438516106 | 120200 | 2735544 | SH | SOLE |
| HSN INC COM                     | COM   | 404303109 | 2337   | 78225   | SH | SOLE |
| HUDSON CITY BANCORP INC COM     | COM   | 443683107 | 1325   | 108045  | SH | SOLE |
| HUDSON VALLEY HOLDING CORP COM  | COM   | 444172100 | 644    | 33000   | SH | SOLE |
| HUNTSMAN CORP COM               | COM   | 447011107 | 11387  | 985000  | SH | SOLE |
| IAC INTERACTIVECORP COM PAR \$. | COM   | 44919P508 | 4729   | 179999  | SH | SOLE |
| ICU MEDICAL INC                 | COM   | 44930G107 | 634    | 17000   | SH | SOLE |
| ICX TECHNOLOGIES INC COM        | COM   | 44934T105 | 83     | 11000   | SH | SOLE |
| IDEX CORP                       | COM   | 45167R104 | 60391  | 1700687 | SH | SOLE |
| ILLINOIS TOOL WORKS INC         | COM   | 452308109 | 324    | 6900    | SH | SOLE |
| IMAX CORP COM                   | COM   | 45245E109 | 771    | 45700   | SH | SOLE |
| INERGY L P UNIT LTD PTNR        | UNITS | 456615103 | 361    | 9100    | SH | SOLE |
| INGERSOLL-RAND PLC              | COM   | G47791101 | 453    | 12680   | SH | SOLE |
| INGLES MKTS INC CL A            | COM   | 457030104 | 20337  | 1224389 | SH | SOLE |
| INNERWORKINGS INC COM           | COM   | 45773Y105 | 66     | 10000   | SH | SOLE |
| INNOVATIVE SOLUTIONS & SUPPOCO  | COM   | 45769N105 | 73     | 15000   | SH | SOLE |
| INSITUFORM TECHNOLOGIES INC CL  | COM   | 457667103 | 2402   | 99200   | SH | SOLE |
| INTEGRYS ENERGY GROUP INC       | COM   | 45822P105 | 308    | 5925    | SH | SOLE |
| INTEL CORP                      | COM   | 458140100 | 10962  | 570953  | SH | SOLE |
| INTERMEC INC                    | COM   | 458786100 | 69183  | 5642968 | SH | SOLE |
| INTERNATIONAL BUSINESS          | COM   | 459200101 | 11463  | 85455   | SH | SOLE |
| INTERNATIONAL GAME TECH         | COM   | 459902102 | 16659  | 1152862 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORP CO | COM   | 460254105 | 865    | 41000   | SH | SOLE |
| INTERNATIONAL SPEEDWAY A        | COM   | 460335201 | 610    | 25000   | SH | SOLE |
| INTERPUBLIC GROUP COS INC       | COM   | 460690100 | 12432  | 1239500 | SH | SOLE |
| INTERVAL LEISURE GROUP INC COM  | COM   | 46113M108 | 612    | 45429   | SH | SOLE |
| INTL FLAVORS & FRAGRANCES       | COM   | 459506101 | 55004  | 1133640 | SH | SOLE |
| INTRICON CORP COM               | COM   | 46121H109 | 195    | 47000   | SH | SOLE |
| IRIS INTL INC COM               | COM   | 46270W105 | 7561   | 787595  | SH | SOLE |

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|--------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ITT INDUSTRIES           | COM            | 450911102 | 84438              | 1803079            | SH         |              | SOLE               |         |
| J & J SNACK FOODS CORP   | COM            | 466032109 | 2151               | 51300              | SH         |              | SOLE               |         |
| J.P. MORGAN CHASE & CO   | COM            | 46625H100 | 41234              | 1083391            | SH         |              | SOLE               |         |
| JANUS CAP GROUP INC COM  | COM            | 47102X105 | 50418              | 4604380            | SH         |              | SOLE               |         |
| JOHNSON CONTROLS         | COM            | 478366107 | 23808              | 780576             | SH         |              | SOLE               |         |
| JOHNSON & JOHNSON        | COM            | 478160104 | 22268              | 359400             | SH         |              | SOLE               |         |
| JOURNAL COMM INC-A       | COM            | 481130102 | 22561              | 5002408            | SH         |              | SOLE               |         |
| JOY GLOBAL INC COM       | COM            | 481165108 | 995                | 14150              | SH         |              | SOLE               |         |
| KAMAN CORP               | COM            | 483548103 | 68639              | 2618826            | SH         |              | SOLE               |         |
| KAR AUCTION SVCS INC COM | COM            | 48238T109 | 3468               | 275000             | SH         |              | SOLE               |         |
| KEITHLEY INSTRS INC COM  | COM            | 487584104 | 2882               | 134000             | SH         |              | SOLE               |         |
| KELLOGG CO               | COM            | 487836108 | 3806               | 75350              | SH         |              | SOLE               |         |
| KEMET CORP COM           | COM            | 488360108 | 835                | 250000             | SH         |              | SOLE               |         |
| KENNAMETAL INC COM       | COM            | 489170100 | 2150               | 69500              | SH         |              | SOLE               |         |
| KENSEY NASH CORP COM     | COM            | 490057106 | 2704               | 93600              | SH         |              | SOLE               |         |
| KEY ENERGY SVCS INC COM  | COM            | 492914106 | 856                | 90000              | SH         |              | SOLE               |         |
| KID BRANDS, INC. COM     | COM            | 49375T100 | 179                | 20800              | SH         |              | SOLE               |         |



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|                                |     |           |       |         |    |                       |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| KIMBERLY CLARK CORP            | COM | 494368103 | 24855 | 382095  | SH | SOLE                  |
| KINETIC CONCEPTS INC COM NEW   | COM | 49460W208 | 1097  | 30000   | SH | SOLE                  |
| KINROSS GOLD CORP COM NO PAR   | COM | 496902404 | 616   | 32800   | SH | SOLE                  |
| KKR & CO. L.P                  | COM | 48248M102 | 3852  | 363410  | SH | SOLE                  |
| KOHL'S CORP                    | COM | 500255104 | 432   | 8200    | SH | SOLE                  |
| KRAFT FOODS INC CL A COM       | COM | 50075N104 | 82663 | 2678648 | SH | SOLE                  |
| LAKES ENTERTAINMENT INC COM    | COM | 51206P109 | 162   | 95000   | SH | SOLE                  |
| LANDAUER INC                   | COM | 51476K103 | 4492  | 71720   | SH | SOLE                  |
| LAS VEGAS SANDS CORP           | COM | 517834107 | 80336 | 2305200 | SH | SOLE                  |
| LAYNE CHRISTENSEN CO COM       | COM | 521050104 | 12085 | 466800  | SH | SOLE                  |
| LEAR CORP COM NEW              | COM | 521865204 | 2409  | 30525   | SH | SOLE                  |
| LEGG MASON INC COM             | COM | 524901105 | 95431 | 3148501 | SH | SOLE                  |
| LGL GROUP INC                  | COM | 50186A108 | 871   | 39689   | SH | SOLE                  |
| LIBERTY GLOBAL INC COM SER A   | COM | 530555101 | 38331 | 1244124 | SH | SOLE                  |
| LIBERTY GLOBAL INC COM SER C   | COM | 530555309 | 25207 | 824835  | SH | SOLE                  |
| LIBERTY MEDIA CORP NEW LIB STA | COM | 53071M708 | 24590 | 378714  | SH | SOLE                  |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 24031 | 1752786 | SH | SOLE                  |
| LIBERTY MEDIA-CAP SER A        | COM | 53071M302 | 62113 | 1193103 | SH | SOLE                  |
| LIFE TECHNOLOGIES CORP COM     | COM | 53217V109 | 2485  | 53216   | SH | SOLE                  |
| LIFEWAY FOODS INC COM          | COM | 531914109 | 2952  | 280605  | SH | SOLE                  |
| LILLY, ELI AND COMPANY         | COM | 532457108 | 5872  | 160748  | SH | SOLE                  |
| LIN TV CORP CL A               | COM | 532774106 | 16895 | 3805164 | SH | SOLE                  |
| LINCOLN ELEC HLDGS INC COM     | COM | 533900106 | 3354  | 58000   | SH | SOLE                  |
| LINDSAY CORP                   | COM | 535555106 | 4488  | 103600  | SH | SOLE                  |
| LITTELFUSE INC                 | COM | 537008104 | 5463  | 125000  | SH | SOLE                  |
| LIVE NATION INC                | COM | 538034109 | 151   | 15240   | SH | SOLE                  |
| LOCKHEED MARTIN CORP COM       | COM | 539830109 | 1201  | 16852   | SH | SOLE                  |
| PORTVUE-SEC13F.LNP             |     |           |       |         |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| LOEWS CORP                     | COM              | 540424108 | 352                | 9300               | SH         |              | SOLE                |         |
| LOWES COS INC COM              | COM              | 548661107 | 468                | 21015              | SH         |              | SOLE                |         |
| LSI LOGIC CORP COM             | COM              | 502161102 | 797                | 175218             | SH         |              | SOLE                |         |
| LUFKIN INDS INC COM            | COM              | 549764108 | 17033              | 388000             | SH         |              | SOLE                |         |
| L-1 IDENTITY SOLUTIONS INC     | COM              | 50212A106 | 9220               | 786000             | SH         |              | SOLE                |         |
| M & T BK CORP COM              | COM              | 55261F104 | 9858               | 120500             | SH         |              | SOLE                |         |
| MACQUARIE INFRASTRUCTURE COMPA | COM              | 55608B105 | 1178               | 76000              | SH         |              | SOLE                |         |
| MACY'S INC                     | COM              | 55616P104 | 21280              | 922004             | SH         |              | SOLE                |         |
| MADISON SQUARE GARDEN A        | COM              | 55826P100 | 62851              | 2980137            | SH         |              | SOLE                |         |
| MAGNETEK INC COM               | COM              | 559424106 | 1766               | 1337773            | SH         |              | SOLE                |         |
| MAINE & MARITIMES CORP         | COM              | 560377103 | 5195               | 115700             | SH         |              | SOLE                |         |
| MARATHON OIL CORP COM          | COM              | 565849106 | 550                | 16619              | SH         |              | SOLE                |         |
| MARCUS CORP COM                | COM              | 566330106 | 2453               | 207000             | SH         |              | SOLE                |         |
| MARINE PRODS CORP COM          | COM              | 568427108 | 4547               | 740612             | SH         |              | SOLE                |         |
| MARINER ENERGY INC COM         | COM              | 56845T305 | 1510               | 62320              | SH         |              | SOLE                |         |
| MARKWEST ENERGY PARTNERS L PUN | OIL & GAS PARTNE | 570759100 | 384                | 10700              | SH         |              | SOLE                |         |
| MARSH & MCLENNAN COS INC COM   | COM              | 571748102 | 876                | 36300              | SH         |              | SOLE                |         |
| MARTHA STEWART LIVING OMNI     | COM              | 573083102 | 1631               | 344000             | SH         |              | SOLE                |         |
| MASTERCARD INC COM             | COM              | 57636Q104 | 10075              | 44976              | SH         |              | SOLE                |         |
| MATRIX INITIATIVES INC COM     | COM              | 57685L105 | 491                | 96200              | SH         |              | SOLE                |         |
| MATTHEWS INTL CORP CL A        | COM              | 577128101 | 838                | 23700              | SH         |              | SOLE                |         |
| MCAFEE INC COM                 | COM              | 579064106 | 111066             | 2350100            | SH         |              | SOLE                |         |
| MCCORMICK & CO INC COM VTG     | COM              | 579780107 | 423                | 10000              | SH         |              | SOLE                |         |
| MCGRAW HILL COMPANIES, INC.    | COM              | 580645109 | 5007               | 151450             | SH         |              | SOLE                |         |
| MCKESSON HBOC INC.             | COM              | 58155Q103 | 278                | 4500               | SH         |              | SOLE                |         |
| MEAD JOHNSON                   | COM              | 582839106 | 17155              | 301441             | SH         |              | SOLE                |         |
| MEDALLION FINANCIAL CORP       | COM              | 583928106 | 1764               | 226500             | SH         |              | SOLE                |         |

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|                                |                  |           |       |         |    |                       |
|--------------------------------|------------------|-----------|-------|---------|----|-----------------------|
| MEDIA GENERAL CL A             | COM              | 584404107 | 36154 | 4034993 | SH | SOLE                  |
| MEDIACOM COMMUNICATIONS CORPCL | COM              | 58446K105 | 633   | 95500   | SH | SOLE                  |
| MEDTRONIC INC COM              | COM              | 585055106 | 437   | 13000   | SH | SOLE                  |
| MENTOR GRAPHICS CORP COM       | COM              | 587200106 | 2283  | 216000  | SH | SOLE                  |
| MERCK & COMPANY                | COM              | 58933Y105 | 6263  | 170150  | SH | SOLE                  |
| MEREDITH CORP                  | COM              | 589433101 | 9043  | 271483  | SH | SOLE                  |
| MET PRO CORP COM               | COM              | 590876306 | 1227  | 121655  | SH | SOLE                  |
| METHODE ELECTRS INC CL A       | COM              | 591520200 | 1961  | 216000  | SH | SOLE                  |
| MF GLOBAL HLDGS LTD COM        | COM              | 55277J108 | 324   | 45000   | SH | SOLE                  |
| MGE ENERGY INC                 | COM              | 55277P104 | 944   | 23850   | SH | SOLE                  |
| MGM RESORTS INTERNATIONAL      | COM              | 552953101 | 6124  | 542900  | SH | SOLE                  |
| MICROSOFT CORP                 | COM              | 594918104 | 16038 | 654873  | SH | SOLE                  |
| MIDAS GROUP INC COM            | COM              | 595626102 | 16896 | 2220297 | SH | SOLE                  |
| MIDDLESEX WTR CO COM           | COM              | 596680108 | 2055  | 122041  | SH | SOLE                  |
| MILLICOM INTL CELLULAR S A SHS | COM              | L6388F110 | 63005 | 656639  | SH | SOLE                  |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 103   | 10370   | SH | SOLE                  |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 0     | 12446   | SH | SOLE                  |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MODINE MFG CO                  | COM              | 607828100 | 33481              | 2581422            | SH         |              | SOLE                |         |
| MOLYCORP INC DEL COM           | COM              | 608753109 | 3598               | 127200             | SH         |              | SOLE                |         |
| MONRO MUFFLER BRAKE INC        | COM              | 610236101 | 2780               | 60300              | SH         |              | SOLE                |         |
| MONSANTO CO NEW COM            | COM              | 61166W101 | 8034               | 167610             | SH         |              | SOLE                |         |
| MONSTER WORLDWIDE INC COM      | COM              | 611742107 | 713                | 55000              | SH         |              | SOLE                |         |
| MOOG INC CL A                  | COM              | 615394202 | 4524               | 127410             | SH         |              | SOLE                |         |
| MOOG INC CL B                  | COM              | 615394301 | 1159               | 32200              | SH         |              | SOLE                |         |
| MORGAN STANLEY                 | COM              | 617446448 | 32980              | 1336285            | SH         |              | SOLE                |         |
| MORGANS HOTEL GROUP CO COM     | COM              | 61748W108 | 640                | 87400              | SH         |              | SOLE                |         |
| MOSAIC CO/THE                  | COM              | 61945A107 | 1082               | 18420              | SH         |              | SOLE                |         |
| MOSY INC                       | COM              | 619718109 | 98                 | 20000              | SH         |              | SOLE                |         |
| MOTOROLA INC                   | COM              | 620076109 | 318                | 37300              | SH         |              | SOLE                |         |
| MOVADO GROUP INC COM           | COM              | 624580106 | 1136               | 104400             | SH         |              | SOLE                |         |
| MUELLER INDS INC COM           | COM              | 624756102 | 265                | 10000              | SH         |              | SOLE                |         |
| MUELLER WATER PRODUCTS INC     | COM              | 624758108 | 254                | 84150              | SH         |              | SOLE                |         |
| MURPHY OIL CORP COM            | COM              | 626717102 | 1189               | 19210              | SH         |              | SOLE                |         |
| MVC CAP COM                    | COM              | 553829102 | 982                | 75750              | SH         |              | SOLE                |         |
| MWI VETERINARY SUPPLY INC      | COM              | 55402X105 | 4883               | 84600              | SH         |              | SOLE                |         |
| MYERS INDS INC                 | COM              | 628464109 | 25922              | 3017660            | SH         |              | SOLE                |         |
| MYLAN LABS INC COM             | COM              | 628530107 | 378                | 20085              | SH         |              | SOLE                |         |
| NARA BANCORP INC COM           | COM              | 63080P105 | 4085               | 579500             | SH         |              | SOLE                |         |
| NATHANS FAMOUS INC NEW COM     | COM              | 632347100 | 2453               | 153880             | SH         |              | SOLE                |         |
| NATIONAL FUEL GAS CO N J COM   | COM              | 636180101 | 146152             | 2820918            | SH         |              | SOLE                |         |
| NATIONAL PRESTO INDS INC       | COM              | 637215104 | 852                | 8000               | SH         |              | SOLE                |         |
| NAVISTAR INTL CORP 3% 10/15/20 | CONVERTIBLE BOND | 63934EAL2 | 296                | 260000             | PRN        |              | SOLE                |         |
| NAVISTAR INTL CORP COM         | COM              | 63934E108 | 98055              | 2246912            | SH         |              | SOLE                |         |
| NBTY INC COM                   | COM              | 628782104 | 11144              | 202700             | SH         |              | SOLE                |         |
| NCR CORP NEW COM               | COM              | 62886E108 | 33746              | 2475880            | SH         |              | SOLE                |         |
| NEOGEN CORP COM                | COM              | 640491106 | 339                | 10000              | SH         |              | SOLE                |         |
| NETEZZA CORP COM               | COM              | 64111N101 | 6030               | 223765             | SH         |              | SOLE                |         |
| NEUTRAL TANDEM INC COM         | COM              | 64128B108 | 388                | 32500              | SH         |              | SOLE                |         |
| NEW ALLIANCE BANCSHARES INC CO | COM              | 650203102 | 7145               | 566200             | SH         |              | SOLE                |         |
| NEW GERMANY FD COM (B:GF US)   | MUTUAL FUNDS     | 644465106 | 190                | 13178              | SH         |              | SOLE                |         |
| NEW YORK CMNTY BANCORP INC COM | COM              | 649445103 | 648                | 39886              | SH         |              | SOLE                |         |
| NEWMARKET CORP COM             | COM              | 651587107 | 9890               | 87000              | SH         |              | SOLE                |         |
| NEWMONT MINING CORP HOLDING CO | COM              | 651639106 | 22017              | 350540             | SH         |              | SOLE                |         |
| NEWS CORP CL A                 | COM              | 65248E104 | 94697              | 7250883            | SH         |              | SOLE                |         |

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|                                |     |           |       |        |    |      |
|--------------------------------|-----|-----------|-------|--------|----|------|
| NEXTERA ENERGY INC COM         | COM | 65339F101 | 20916 | 384554 | SH | SOLE |
| NICOR INC COM                  | COM | 654086107 | 1987  | 43363  | SH | SOLE |
| NIGHTHAWK RADIOLOGY HLDGS INCO | COM | 65411N105 | 83    | 13000  | SH | SOLE |
| NIKE INC CL B                  | COM | 654106103 | 694   | 8660   | SH | SOLE |
| NISOURCE INC                   | COM | 65473P105 | 261   | 15000  | SH | SOLE |
| NOBILITY HOMES INC COM         | COM | 654892108 | 1835  | 194223 | SH | SOLE |
| NOBLE CORPORATION BAAR NAMEN - | COM | H5833N103 | 1139  | 33720  | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NORDSON CORP COM               | COM            | 655663102 | 1474               | 20000              | SH         |              | SOLE               |         |
| NORTHEAST UTILS COM            | COM            | 664397106 | 25953              | 877677             | SH         |              | SOLE               |         |
| NORTHERN TRUST CORP            | COM            | 665859104 | 9725               | 201605             | SH         |              | SOLE               |         |
| NORTHROP GRUMMAN CORP (B:NOC)  | COM            | 666807102 | 1223               | 20170              | SH         |              | SOLE               |         |
| NORTHWESTERN CORP COM NEW      | COM            | 668074305 | 10896              | 382300             | SH         |              | SOLE               |         |
| NOVARTIS AG - ADR (B:NVS US)   | COM            | 66987V109 | 824                | 14290              | SH         |              | SOLE               |         |
| NOVELL INC                     | COM            | 670006105 | 299                | 50000              | SH         |              | SOLE               |         |
| NOVO-NORDISK A S ADR           | COM            | 670100205 | 435                | 4420               | SH         |              | SOLE               |         |
| NRG ENERGY INC COM NEW         | COM            | 629377508 | 335                | 16100              | SH         |              | SOLE               |         |
| NSTAR COM                      | COM            | 67019E107 | 32469              | 825125             | SH         |              | SOLE               |         |
| NU HORIZONS ELECTRS CORP COM   | COM            | 669908105 | 97                 | 14000              | SH         |              | SOLE               |         |
| NUTRI SYS INC NEW COM          | COM            | 67069D108 | 866                | 45000              | SH         |              | SOLE               |         |
| NYMAGIC INC COM                | COM            | 629484106 | 590                | 23000              | SH         |              | SOLE               |         |
| NYSE EURONEXT COM              | COM            | 629491101 | 2833               | 99152              | SH         |              | SOLE               |         |
| O REILLY AUTOMOTIVE INC COM    | COM            | 686091109 | 78399              | 1473670            | SH         |              | SOLE               |         |
| OCCIDENTAL PETE CORP           | COM            | 674599105 | 13712              | 175125             | SH         |              | SOLE               |         |
| OCEANEERING INTL INC COM       | COM            | 675232102 | 18614              | 345600             | SH         |              | SOLE               |         |
| OIL DRI CORP AMER COM          | COM            | 677864100 | 11904              | 553400             | SH         |              | SOLE               |         |
| OLIN CORP COM PAR \$1.         | COM            | 680665205 | 1512               | 75000              | SH         |              | SOLE               |         |
| OMNOVA SOLUTIONS INC COM       | COM            | 682129101 | 19725              | 2743450            | SH         |              | SOLE               |         |
| ONEOK INC NEW COM              | COM            | 682680103 | 9941               | 220718             | SH         |              | SOLE               |         |
| OPKO HEALTH INC COM            | COM            | 68375N103 | 34                 | 15000              | SH         |              | SOLE               |         |
| ORACLE SYS CORP                | COM            | 68389X105 | 575                | 21400              | SH         |              | SOLE               |         |
| ORIENT-EXPRESS HOTELS LTD COM  | COM            | G67743107 | 6038               | 541500             | SH         |              | SOLE               |         |
| ORMAT TECHNOLOGIES INC         | COM            | 686688102 | 2392               | 82000              | SH         |              | SOLE               |         |
| ORTHOFIX INTL N V ORD          | COM            | N6748L102 | 3455               | 109950             | SH         |              | SOLE               |         |
| OSTEOTECH INC COM              | COM            | 688582105 | 393                | 60900              | SH         |              | SOLE               |         |
| OTIX GLOBAL INC                | COM            | 68906N200 | 634                | 61400              | SH         |              | SOLE               |         |
| OTTER TAIL CORPORATION COM     | COM            | 689648103 | 4792               | 235000             | SH         |              | SOLE               |         |
| OWENS & MINOR INC NEW COM      | COM            | 690732102 | 3428               | 120450             | SH         |              | SOLE               |         |
| PACCAR INC                     | COM            | 693718108 | 9664               | 200713             | SH         |              | SOLE               |         |
| PACTIV CORP COM                | COM            | 695257105 | 20616              | 625100             | SH         |              | SOLE               |         |
| PAIN THERAPEUTICS INC COM      | COM            | 69562K100 | 3059               | 495000             | SH         |              | SOLE               |         |
| PALOMAR MED TECHNOLOGIES INCCO | COM            | 697529303 | 1155               | 111800             | SH         |              | SOLE               |         |
| PARAMETRIC TECHNOLOGY CORP COM | COM            | 699173209 | 676                | 34600              | SH         |              | SOLE               |         |
| PARK ELECTROCHEMICAL CORP COM  | COM            | 700416209 | 15583              | 591600             | SH         |              | SOLE               |         |
| PARK OHIO HLDGS CORP COM       | COM            | 700666100 | 13966              | 1050102            | SH         |              | SOLE               |         |
| PARKER DRILLING CO COM         | COM            | 701081101 | 129                | 29600              | SH         |              | SOLE               |         |
| PATTERSON COMPANIES INC        | COM            | 703395103 | 12285              | 428807             | SH         |              | SOLE               |         |
| PEABODY ENERGY CORP COM        | COM            | 704549104 | 225                | 4600               | SH         |              | SOLE               |         |
| PEETS COFFEE & TEA INC COM     | COM            | 705560100 | 753                | 22000              | SH         |              | SOLE               |         |
| PENFORD CORP COM               | COM            | 707051108 | 92                 | 20000              | SH         |              | SOLE               |         |
| PENN NATIONAL GAMING INC COM   | COM            | 707569109 | 3020               | 102000             | SH         |              | SOLE               |         |
| PENNICHUCK CORP COM NEW        | COM            | 708254206 | 7661               | 333086             | 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 |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PENSKE AUTOMOTIVE GRP INC COM  | COM              | 70959W103 | 6974               | 528300             | SH         |              | SOLE               |         |
| PENTAIR INC COM                | COM              | 709631105 | 424                | 12620              | SH         |              | SOLE               |         |
| PEP BOYS MANNY MOE & JACK      | COM              | 713278109 | 7512               | 710000             | SH         |              | SOLE               |         |
| PEPSICO INC                    | COM              | 713448108 | 27290              | 410742             | SH         |              | SOLE               |         |
| PERKINELMER INC                | COM              | 714046109 | 759                | 32800              | SH         |              | SOLE               |         |
| PETROBRAS BRASILEIRO ADR SPONS | COM              | 71654V408 | 990                | 27300              | SH         |              | SOLE               |         |
| PETROBRAS BRASILEIRO SPON ADR  | COM              | 71654V101 | 898                | 27369              | SH         |              | SOLE               |         |
| PETROLEUM DEV CORP COM         | COM              | 716578109 | 940                | 34050              | SH         |              | SOLE               |         |
| PETROQUEST ENERGY INC COM      | COM              | 716748108 | 134                | 22000              | SH         |              | SOLE               |         |
| PFIZER INC                     | COM              | 717081103 | 16319              | 950431             | SH         |              | SOLE               |         |
| PHOENIX TECHNOLOGIES LTD COM   | COM              | 719153108 | 156                | 40000              | SH         |              | SOLE               |         |
| PIEDMONT NAT GAS INC COM       | COM              | 720186105 | 342                | 11800              | SH         |              | SOLE               |         |
| PIER 1 IMPORTS INC SHS BEN INT | COM              | 720279108 | 180                | 22000              | SH         |              | SOLE               |         |
| PINNACLE ENTMT INC COM         | COM              | 723456109 | 10344              | 927700             | SH         |              | SOLE               |         |
| PIONEER NAT RES CO COM         | COM              | 723787107 | 1372               | 21100              | SH         |              | SOLE               |         |
| PLANTRONICS                    | COM              | 727493108 | 1520               | 45000              | SH         |              | SOLE               |         |
| PNC FINANCIAL CORP             | COM              | 693475105 | 2746               | 52900              | SH         |              | SOLE               |         |
| PNM RES INC                    | COM              | 69349H107 | 42043              | 3691200            | SH         |              | SOLE               |         |
| POLO RALPH LAUREN CORP         | COM              | 731572103 | 596                | 6635               | SH         |              | SOLE               |         |
| PORTUGAL TELECOM ADR (B:PT US) | COM              | 737273102 | 1680               | 127000             | SH         |              | SOLE               |         |
| POTASH CORP SASK INC           | COM              | 73755L107 | 1402               | 9735               | SH         |              | SOLE               |         |
| PRECISION CASTPARTS CORP       | COM              | 740189105 | 153212             | 1203078            | SH         |              | SOLE               |         |
| PRG-SCHULTZ INTERNATIONAL INCO | COM              | 69357C503 | 71                 | 12500              | SH         |              | SOLE               |         |
| PRIMEDIA INC COM NEW           | COM              | 74157K846 | 587                | 154503             | SH         |              | SOLE               |         |
| PROCTER & GAMBLE COMPANY       | COM              | 742718109 | 22785              | 379943             | SH         |              | SOLE               |         |
| PROSHARES TR PSHS ULSH1000     | ETF/ISHARE - EQU | 74347R461 | 293                | 10000              | SH         |              | SOLE               |         |
| PROSHARES TR ULTRASHT SP500    | COM              | 74347R883 | 1154               | 39000              | SH         |              | SOLE               |         |
| PROSHARES TR ULTRSHRT 20YRS    | COM              | 74347R297 | 538                | 17200              | SH         |              | SOLE               |         |
| PROSHARES TR ULTRSHRT 7-10Y    | COM              | 74347R313 | 648                | 16500              | SH         |              | SOLE               |         |
| PROVIDENCE & WORCESTER RR COCO | COM              | 743737108 | 1648               | 133400             | SH         |              | SOLE               |         |
| PSS WORLD MED INC COM          | COM              | 69366A100 | 1240               | 58000              | SH         |              | SOLE               |         |
| PSYCHIATRIC SOLUTIONS INC COM  | COM              | 74439H108 | 3909               | 116500             | SH         |              | SOLE               |         |
| PZENA INVESTMENT MGMT INC CLAS | COM              | 74731Q103 | 96                 | 14000              | SH         |              | SOLE               |         |
| QEP RES INC COM                | COM              | 74733V100 | 2261               | 75000              | SH         |              | SOLE               |         |
| QUALCOMM INC COM               | COM              | 747525103 | 3274               | 72550              | SH         |              | SOLE               |         |
| QUEST SOFTWARE INC COM         | COM              | 74834T103 | 278                | 11300              | SH         |              | SOLE               |         |
| QUESTAR CORP COM               | COM              | 748356102 | 1315               | 75000              | SH         |              | SOLE               |         |
| QUIDEL CORP COM                | COM              | 74838J101 | 3707               | 337300             | SH         |              | SOLE               |         |
| QWEST COMMUNICATIONS INTL.     | COM              | 749121109 | 577                | 92000              | SH         |              | SOLE               |         |
| RAILAMERICA INC COM            | COM              | 750753402 | 221                | 23000              | SH         |              | SOLE               |         |
| RALCORP HOLDINGS INC           | COM              | 751028101 | 4848               | 82900              | SH         |              | SOLE               |         |
| READING INTL INC CL A          | COM              | 755408101 | 54                 | 12000              | SH         |              | SOLE               |         |
| REPUBLIC SVCS INC CL A         | COM              | 760759100 | 50881              | 1668774            | SH         |              | SOLE               |         |
| RES-CARE INC COM               | COM              | 760943100 | 1377               | 103800             | SH         |              | SOLE               |         |
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GAMCO ASSET MGT. INC.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| REVLON INC CL A                | COM            | 761525609 | 278                | 22000              | SH         |              | SOLE               |         |
| RIO TINTO LTD ADR SPONSORED (B | COM            | 767204100 | 678                | 11550              | SH         |              | SOLE               |         |
| ROBBINS & MYERS INC            | COM            | 770196103 | 7820               | 292000             | SH         |              | SOLE               |         |
| ROCHESTER MED CORP COM         | COM            | 771497104 | 6511               | 596753             | SH         |              | SOLE               |         |
| ROCKWELL AUTOMATION INC (B:ROK | COM            | 773903109 | 48205              | 780899             | SH         |              | SOLE               |         |

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|                                |                  |           |        |         |     |                       |
|--------------------------------|------------------|-----------|--------|---------|-----|-----------------------|
| ROCKWELL COLLINS INC COM       | COM              | 774341101 | 785    | 13470   | SH  | SOLE                  |
| ROCKWOOD HLDGS INC COM         | COM              | 774415103 | 3462   | 110000  | SH  | SOLE                  |
| ROGERS COMMUNICATIONS CL B     | COM              | 775109200 | 27435  | 732977  | SH  | SOLE                  |
| ROLLINS INC                    | COM              | 775711104 | 63453  | 2713995 | SH  | SOLE                  |
| ROPER 1.481% 01/15/34          | CONVERTIBLE BOND | 776696AA4 | 207    | 260000  | PRN | SOLE                  |
| ROPER INDS INC NEW             | COM              | 776696106 | 4488   | 68850   | SH  | SOLE                  |
| ROWAN COS INC                  | COM              | 779382100 | 27011  | 889700  | SH  | SOLE                  |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM              | 780259206 | 1208   | 20026   | SH  | SOLE                  |
| RPC INC. COMMON                | COM              | 749660106 | 119020 | 5624758 | SH  | SOLE                  |
| RTI BIOLOGICS INC COM          | COM              | 74975N105 | 336    | 127700  | SH  | SOLE                  |
| RUSH ENTERPRISES INC CL B      | COM              | 781846308 | 7494   | 545021  | SH  | SOLE                  |
| SAFEGUARD SCIENTIFICS INC COM  | COM              | 786449207 | 220    | 17580   | SH  | SOLE                  |
| SAFEWAY INC COM NEW            | COM              | 786514208 | 3125   | 147700  | SH  | SOLE                  |
| SALEM COMMUNICATIONS CORP DECL | COM              | 794093104 | 3250   | 1090736 | SH  | SOLE                  |
| SALLY BEAUTY HLDGS INC COM     | COM              | 79546E104 | 17001  | 1517920 | SH  | SOLE                  |
| SANDISK CORP COM               | COM              | 80004C101 | 220    | 6000    | SH  | SOLE                  |
| SARA LEE CORP COM              | COM              | 803111103 | 27033  | 2012848 | SH  | SOLE                  |
| SCANA CORP NEW COM             | COM              | 80589M102 | 645    | 16000   | SH  | SOLE                  |
| SCHEIN HENRY INC COM           | COM              | 806407102 | 17521  | 299101  | SH  | SOLE                  |
| SCHIFF NUTRITION INTL INC COM  | COM              | 806693107 | 16936  | 2065405 | SH  | SOLE                  |
| SCHLUMBERGER                   | COM              | 806857108 | 2189   | 35529   | SH  | SOLE                  |
| SCHULMAN A INC COM             | COM              | 808194104 | 299    | 14850   | SH  | SOLE                  |
| SCHWAB CHARLES CORP NEW        | COM              | 808513105 | 2443   | 175765  | SH  | SOLE                  |
| SCHWEITZER-MAUDUIT INTL INC CO | COM              | 808541106 | 2216   | 38000   | SH  | SOLE                  |
| SCRIPPS E W CO OHIO CL A       | COM              | 811054402 | 5201   | 659967  | SH  | SOLE                  |
| SCRIPPS NETWORKS INTERAC       | COM              | 811065101 | 69332  | 1457165 | SH  | SOLE                  |
| SEARCHMEDIA HLDGS LTD WTS      | WARRANT AND RIGH | G8005Y114 | 48     | 125000  | SH  | SOLE                  |
| SEARCHMEDIA HOLDINGS LTD       | COM              | G8005Y106 | 354    | 136000  | SH  | SOLE                  |
| SECTOR SPDR TR SHS BEN INT-FIN | MUTUAL FUNDS     | 81369Y605 | 1449   | 101000  | SH  | SOLE                  |
| SENSIENT TECHNOLOGIES CORP     | COM              | 81725T100 | 55109  | 1807459 | SH  | SOLE                  |
| SIEMENS AG SPONSORED ADR       | COM              | 826197501 | 1427   | 13540   | SH  | SOLE                  |
| SINCLAIR BROADCAST GROUP INCCL | COM              | 829226109 | 7028   | 1001092 | SH  | SOLE                  |
| SIRIUS XM RADIO INC COM        | COM              | 82967N108 | 817    | 680800  | SH  | SOLE                  |
| SJW CORP COM                   | COM              | 784305104 | 9306   | 377841  | SH  | SOLE                  |
| SKYLINE CORP                   | COM              | 830830105 | 13295  | 656200  | SH  | SOLE                  |
| SL INDS INC COM                | COM              | 784413106 | 18946  | 1350497 | SH  | SOLE                  |
| SLM CORP COM                   | COM              | 78442P106 | 9007   | 779800  | SH  | SOLE                  |
| SMART BALANCE INC COM          | COM              | 83169Y108 | 932    | 240100  | SH  | SOLE                  |
| SMITH A O CORP COM             | COM              | 831865209 | 868    | 15000   | SH  | SOLE                  |
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|                                |                  |           |        |         |     | GAMCO ASSET MGT. INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| SMUCKER J M CO COM NEW        | COM            | 832696405 | 810                | 13380              | SH         |              | SOLE              |    |
| SONESTA INTL HOTELS CORP CL A | COM            | 835438409 | 7732               | 531017             | SH         |              | SOLE              |    |
| SONOCO PRODS CO COM           | COM            | 835495102 | 3511               | 105000             | SH         |              | SOLE              |    |
| SORL AUTO PTS INC COM         | COM            | 78461U101 | 303                | 35000              | SH         |              | SOLE              |    |
| SOUTH JERSEY INDS INC COM     | COM            | 838518108 | 297                | 6000               | SH         |              | SOLE              |    |
| SOUTHERN UN CO NEW COM        | COM            | 844030106 | 3587               | 149100             | SH         |              | SOLE              |    |
| SOUTHWEST GAS CORP            | COM            | 844895102 | 55773              | 1660404            | SH         |              | SOLE              |    |
| SOUTHWESTERN ENERGY CO COM    | COM            | 845467109 | 2073               | 62005              | SH         |              | SOLE              |    |
| SPARTAN MTRS INC COM          | COM            | 846819100 | 1346               | 290000             | SH         |              | SOLE              |    |
| SPDR GOLD TRUST GOLD SHS      | COM            | 78463V107 | 870                | 6800               | SH         |              | SOLE              |    |
| SPECTRA ENERGY CORP COM       | COM            | 847560109 | 6308               | 279715             | SH         |              | SOLE              |    |
| SPRINT NEXTEL CORP            | COM            | 852061100 | 60398              | 13045021           | SH         |              | SOLE              |    |
| ST JUDE MEDICAL CENTER INC    | COM            | 790849103 | 3225               | 81970              | SH         |              | SOLE              |    |
| ST. JOE COMPANY               | COM            | 790148100 | 361                | 14500              | SH         |              | SOLE              |    |
| STAMPS.COM INC (NEW)          | COM            | 852857200 | 988                | 76000              | SH         |              | SOLE              |    |

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|                                    |                  |           |       |         |    |                       |
|------------------------------------|------------------|-----------|-------|---------|----|-----------------------|
| STANDARD MTR PRODS INC CLASS A COM | COM              | 853666105 | 17601 | 1671475 | SH | SOLE                  |
| STANDEX INTL CORP                  | COM              | 854231107 | 2879  | 119000  | SH | SOLE                  |
| STAPLES INC                        | COM              | 855030102 | 209   | 10000   | SH | SOLE                  |
| STARBUCKS CORP COM                 | COM              | 855244109 | 728   | 28500   | SH | SOLE                  |
| STARRETT L S CO CL A               | COM              | 855668109 | 1491  | 142700  | SH | SOLE                  |
| STARWOOD HOTELS & RESORTS WRLD COM | COM              | 85590A401 | 2470  | 47000   | SH | SOLE                  |
| STATE STREET CORP                  | COM              | 857477103 | 3213  | 85310   | SH | SOLE                  |
| STATOIL ASA SPONSORED ADR          | COM              | 85771P102 | 430   | 20500   | SH | SOLE                  |
| STERLING BANCORP COM               | COM              | 859158107 | 7227  | 831695  | SH | SOLE                  |
| STEWART ENTERPRISES INC CL A       | COM              | 860370105 | 1294  | 240000  | SH | SOLE                  |
| STONERIDGE INC                     | COM              | 86183P102 | 3810  | 362500  | SH | SOLE                  |
| STRATTEC SECURITY CORP.            | COM              | 863111100 | 5350  | 214349  | SH | SOLE                  |
| STRYKER CORP                       | COM              | 863667101 | 911   | 18209   | SH | SOLE                  |
| STUDENT LN CORP COM                | COM              | 863902102 | 653   | 22000   | SH | SOLE                  |
| SUBURBAN PROPANE PARTNERS LPUT     | OIL & GAS PARTNE | 864482104 | 365   | 6700    | SH | SOLE                  |
| SUNCOR ENERGY INC                  | COM              | 867224107 | 225   | 6900    | SH | SOLE                  |
| SUPERIOR INDS INTL INC             | COM              | 868168105 | 10254 | 593400  | SH | SOLE                  |
| SURMODICS INC COM                  | COM              | 868873100 | 235   | 19750   | SH | SOLE                  |
| SWS GROUP INC                      | COM              | 78503N107 | 7412  | 1033700 | SH | SOLE                  |
| SYCAMORE NETWORKS INC COM NEW      | COM              | 871206405 | 4242  | 130900  | SH | SOLE                  |
| SYNAPTICS INC COM                  | COM              | 87157D109 | 332   | 11800   | SH | SOLE                  |
| SYNERON MEDICAL LTD ORD SHS        | COM              | M87245102 | 298   | 30000   | SH | SOLE                  |
| SYNGENTA AG ADR SPONSORED          | COM              | 87160A100 | 620   | 12450   | SH | SOLE                  |
| SYSCO CORPORATION                  | COM              | 871829107 | 2569  | 90079   | SH | SOLE                  |
| T ROWE PRICE GROUP INC             | COM              | 74144T108 | 6932  | 138469  | SH | SOLE                  |
| TAKE-TWO INTERACTIVE SOFTWARE CO   | COM              | 874054109 | 14548 | 1434695 | SH | SOLE                  |
| TALBOTS INC WARRANTS               | WARRANT AND RIGH | 874161110 | 910   | 325000  | SH | SOLE                  |
| TALECRIS BIOTHERAPEUTICS           | COM              | 874227101 | 892   | 39000   | SH | SOLE                  |
| TARGET CORP COM                    | COM              | 87612E106 | 508   | 9500    | SH | SOLE                  |
| PORTVUE-SEC13F.LNP                 |                  |           |       |         |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| TECH OPS SEVCON INC            | COM            | 878293109 | 2509               | 483500             | SH         |              | SOLE              |         |
| TECO ENERGY INC COM            | COM            | 872375100 | 2242               | 129456             | SH         |              | SOLE              |         |
| TELECOMMUNICATION SYS INC CL A | COM            | 87929J103 | 83                 | 21100              | SH         |              | SOLE              |         |
| TELEFONICA DE ESPANA SA ADR (B | COM            | 879382208 | 1186               | 16000              | SH         |              | SOLE              |         |
| TELEPHONE & DATA SYS INC SPL C | COM            | 879433860 | 52156              | 1839713            | SH         |              | SOLE              |         |
| TELEPHONE & DATA SYSTEM INC.   | COM            | 879433100 | 106083             | 3234243            | SH         |              | SOLE              |         |
| TENARIS S A SPONSORED ADR      | COM            | 88031M109 | 1114               | 29000              | SH         |              | SOLE              |         |
| TENNANT CO                     | COM            | 880345103 | 15589              | 504490             | SH         |              | SOLE              |         |
| TENNECO AUTOMOTIVE INC COM     | COM            | 880349105 | 29203              | 1008060            | SH         |              | SOLE              |         |
| TEREX CORP NEW COM             | COM            | 880779103 | 3278               | 143000             | SH         |              | SOLE              |         |
| TERRITORIAL BANCORP INC COM    | COM            | 88145X108 | 328                | 19500              | SH         |              | SOLE              |         |
| TEXAS INDS INC COM             | COM            | 882491103 | 6316               | 200370             | SH         |              | SOLE              |         |
| TEXAS INSTRUMENTS INC          | COM            | 882508104 | 21023              | 774595             | SH         |              | SOLE              |         |
| TEXTRON INC                    | COM            | 883203101 | 21039              | 1023300            | SH         |              | SOLE              |         |
| THE SCOTTS MIRACLE GRO CO      | COM            | 810186106 | 4811               | 93000              | SH         |              | SOLE              |         |
| THERMADYNE HLDGS CORP NEW COM  | COM            | 883435307 | 2539               | 179699             | SH         |              | SOLE              |         |
| THERMO FISHER SCIENTIFIC INC   | COM            | 883556102 | 6607               | 138000             | SH         |              | SOLE              |         |
| THOMAS & BETTS CORP            | COM            | 884315102 | 97361              | 2373493            | SH         |              | SOLE              |         |
| THOMSON CORP COM               | COM            | 884903105 | 691                | 18400              | SH         |              | SOLE              |         |
| TIER TECHNOLOGIES INC CL B     | COM            | 88650Q100 | 255                | 46040              | SH         |              | SOLE              |         |
| TIFFANY & CO NEW COM           | COM            | 886547108 | 1103               | 23480              | SH         |              | SOLE              |         |
| TIME WARNER CABLE INC COM      | COM            | 88732J207 | 13287              | 246108             | SH         |              | SOLE              |         |
| TIME WARNER INC COM            | COM            | 887317303 | 102569             | 3346457            | SH         |              | SOLE              |         |
| TIVO INC                       | COM            | 888706108 | 7004               | 773080             | SH         |              | SOLE              |         |
| TOOTSIE ROLL INDS INC          | COM            | 890516107 | 31721              | 1274950            | SH         |              | SOLE              |         |

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|                               |           |           |       |         |    |                       |
|-------------------------------|-----------|-----------|-------|---------|----|-----------------------|
| TRACTOR SUPPLY CO COM         | COM       | 892356106 | 15071 | 380000  | SH | SOLE                  |
| TRANS LUX CORP                | COM       | 893247106 | 57    | 114100  | SH | SOLE                  |
| TRANSACT TECHNOLOGIES INC COM | COM       | 892918103 | 966   | 120700  | SH | SOLE                  |
| TRANSOCEAN LTD ZUG NAMEN AKT  | COM       | H8817H100 | 7816  | 121569  | SH | SOLE                  |
| TRAVELERS COMPANIES INC       | COM       | 89417E109 | 630   | 12087   | SH | SOLE                  |
| TREDEGAR INDS INC             | COM       | 894650100 | 47791 | 2517976 | SH | SOLE                  |
| TRIDENT MICROSYSTEMS INC COM  | COM       | 895919108 | 1009  | 590000  | SH | SOLE                  |
| TRIMBLE NAV LTD COM           | COM       | 896239100 | 676   | 19300   | SH | SOLE                  |
| TUPPERWARE CORP COM           | COM       | 899896104 | 947   | 20700   | SH | SOLE                  |
| TWIN DISC INC COM             | COM       | 901476101 | 517   | 37096   | SH | SOLE                  |
| TYCO ELECTRONICS LTD          | COM       | H8912P106 | 8280  | 283354  | SH | SOLE                  |
| TYCO INTERNATIONAL LTD SHS    | COM       | H89128104 | 31634 | 861258  | SH | SOLE                  |
| TYLER TECHNOLOGIES INC COM    | COM       | 902252105 | 6878  | 341170  | SH | SOLE                  |
| U S BANCORP                   | COM       | 902973304 | 501   | 23165   | SH | SOLE                  |
| ULTRA PETROLEUM CORP COM      | COM       | 903914109 | 2083  | 49610   | SH | SOLE                  |
| UNICA CORP COM                | COM       | 904583101 | 12110 | 577200  | SH | SOLE                  |
| UNION DRILLING INC COM        | COM       | 90653P105 | 547   | 122000  | SH | SOLE                  |
| UNISOURCE ENERGY CORP COM     | COM       | 909205106 | 6629  | 198294  | SH | SOLE                  |
| UNITED GUARDIAN INC COM       | COM       | 910571108 | 2690  | 188500  | SH | SOLE                  |
| PORTVUE-SEC13F.LNP            |           |           |       |         |    |                       |
|                               |           |           |       |         |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| UNITED NAT FOODS INC COM       | COM              | 911163103 | 2981               | 90000              | SH         |              | SOLE               |         |
| UNITED RENTALS INC COM         | COM              | 911363109 | 1187               | 80000              | SH         |              | SOLE               |         |
| UNITED STATES CELLULAR CORP    | COM              | 911684108 | 136382             | 2966753            | SH         |              | SOLE               |         |
| UNITED TECHNOLOGIES CORP       | COM              | 913017109 | 4454               | 62534              | SH         |              | SOLE               |         |
| UNITEDHEALTH GROUP INC COM     | COM              | 91324P102 | 15469              | 440600             | SH         |              | SOLE               |         |
| UNIVERSAL TECHNICAL INST INCCO | COM              | 913915104 | 4583               | 234400             | SH         |              | SOLE               |         |
| VALLEY NATL BANCORP COM        | COM              | 919794107 | 474                | 36750              | SH         |              | SOLE               |         |
| VALMONT INDS INC               | COM              | 920253101 | 731                | 10100              | SH         |              | SOLE               |         |
| VALUECLICK INC COM             | COM              | 92046N102 | 4337               | 331600             | SH         |              | SOLE               |         |
| VANGUARD SCOTTSDALE FDS SHRT-T | ETF/ISHARE - EQU | 92206C409 | 257                | 3280               | SH         |              | SOLE               |         |
| VARIAN MED SYS INC COM         | COM              | 92220P105 | 729                | 12045              | SH         |              | SOLE               |         |
| VASCULAR SOLUTIONS INC COM     | COM              | 92231M109 | 4766               | 415196             | SH         |              | SOLE               |         |
| VERISIGN INC COM               | COM              | 92343E102 | 257                | 8091               | SH         |              | SOLE               |         |
| VERIZON COMMUNICATIONS         | COM              | 92343V104 | 21042              | 645647             | SH         |              | SOLE               |         |
| VIACOM INC NEW CL A            | COM              | 92553P102 | 151905             | 3789103            | SH         |              | SOLE               |         |
| VIACOM INC NEW CL B            | COM              | 92553P201 | 16266              | 449456             | SH         |              | SOLE               |         |
| VILLAGE SUPER MKT INC CL A NEW | COM              | 927107409 | 3727               | 133387             | SH         |              | SOLE               |         |
| VIMPELCOM LTD-SPON ADR-W/I     | COM              | 92719A106 | 6334               | 426500             | SH         |              | SOLE               |         |
| VISA INC-CLASS A SHRS          | COM              | 92826C839 | 4027               | 54223              | SH         |              | SOLE               |         |
| VODAFONE GROUP PLC-ADR         | COM              | 92857W209 | 2124               | 85608              | SH         |              | SOLE               |         |
| W D 40 COMPANY                 | COM              | 929236107 | 1521               | 40000              | SH         |              | SOLE               |         |
| WADDELL & REED FINL INC CL A   | COM              | 930059100 | 23893              | 873300             | SH         |              | SOLE               |         |
| WAL MART STORES INC            | COM              | 931142103 | 10703              | 199975             | SH         |              | SOLE               |         |
| WALGREEN COMPANY               | COM              | 931422109 | 15919              | 475192             | SH         |              | SOLE               |         |
| WASTE CONNECTIONS INC COM      | COM              | 941053100 | 595                | 15000              | SH         |              | SOLE               |         |
| WASTE MGMT INC DEL COM         | COM              | 94106L109 | 47177              | 1320007            | SH         |              | SOLE               |         |
| WATSON PHARMACEUTICALS INC COM | COM              | 942683103 | 1692               | 40000              | SH         |              | SOLE               |         |
| WATTS WATER TECHNOLOGIES       | COM              | 942749102 | 83658              | 2456911            | SH         |              | SOLE               |         |
| WCA WASTE CORP COM             | COM              | 92926K103 | 480                | 100000             | SH         |              | SOLE               |         |
| WEATHERFORD INTERNATIONAL LTD  | COM              | H27013103 | 32979              | 1928580            | SH         |              | SOLE               |         |
| WEIS MKTS INC                  | COM              | 948849104 | 3170               | 81000              | SH         |              | SOLE               |         |
| WELLS FARGO & CO NEW           | COM              | 949746101 | 29069              | 1157435            | SH         |              | SOLE               |         |
| WENDYS/ARBYS GROUP INC         | COM              | 950587105 | 543                | 119810             | SH         |              | SOLE               |         |
| WESCO FINL CORP COM            | COM              | 950817106 | 339                | 946                | SH         |              | SOLE               |         |
| WESTAR ENERGY INC              | COM              | 95709T100 | 54239              | 2238513            | SH         |              | SOLE               |         |

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|                               |     |           |       |        |    |                       |
|-------------------------------|-----|-----------|-------|--------|----|-----------------------|
| WESTWOOD HLDGS GROUP INC COM  | COM | 961765104 | 31975 | 945177 | SH | SOLE                  |
| WHX CORP                      | COM | 929248607 | 4327  | 517584 | SH | SOLE                  |
| WILMINGTON TR CORP COM        | COM | 971807102 | 1560  | 173700 | SH | SOLE                  |
| WINDSTREAM CORP COM           | COM | 97381W104 | 659   | 53617  | SH | SOLE                  |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 4274  | 599500 | SH | SOLE                  |
| WINNEBAGO INDS INC COM        | COM | 974637100 | 406   | 39000  | SH | SOLE                  |
| WOLVERINE WORLD WIDE INC COM  | COM | 978097103 | 4080  | 140624 | SH | SOLE                  |
| WOODWARD GOVERNOR CO COM      | COM | 980745103 | 11774 | 363180 | SH | SOLE                  |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 605   | 43460  | SH | SOLE                  |
| PORTVUE-SEC13F.LNP            |     |           |       |        |    | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WRIGHT MED GROUP INC COM       | COM            | 98235T107 | 375                | 26000              | SH         |              | SOLE               |         |
| WUXI PHARMATECH CAYMAN INC SPO | COM            | 929352102 | 13270              | 773300             | SH         |              | SOLE               |         |
| WYNDHAM WORLDWIDE CORP COM     | COM            | 98310W108 | 282                | 10280              | SH         |              | SOLE               |         |
| WYNN RESORTS LTD COM           | COM            | 983134107 | 14846              | 171100             | SH         |              | SOLE               |         |
| XEROX CORP                     | COM            | 984121103 | 212                | 20500              | SH         |              | SOLE               |         |
| YAHOO INC.                     | COM            | 984332106 | 4743               | 334695             | SH         |              | SOLE               |         |
| YORK WTR CO COM                | COM            | 987184108 | 845                | 52700              | SH         |              | SOLE               |         |
| YOUNG INNOVATIONS INC COM      | COM            | 987520103 | 6459               | 225765             | SH         |              | SOLE               |         |
| YUM BRANDS INC COM             | COM            | 988498101 | 737                | 16000              | SH         |              | SOLE               |         |
| ZEBRA TECHNOLOGIES CORP CL A   | COM            | 989207105 | 15044              | 447200             | SH         |              | SOLE               |         |
| ZEP INC                        | COM            | 98944B108 | 42079              | 2412793            | SH         |              | SOLE               |         |
| ZIMMER HLDGS INC COM           | COM            | 98956P102 | 22726              | 434275             | SH         |              | SOLE               |         |
| ZOLL MED CORP COM              | COM            | 989922109 | 384                | 11900              | SH         |              | SOLE               |         |
| ZORAN CORP COM                 | COM            | 98975F101 | 1154               | 151000             | SH         |              | SOLE               |         |
| ZYGO CORP COM                  | COM            | 989855101 | 3489               | 356000             | SH         |              | SOLE               |         |
| ZYMOGENETICS INC COM           | COM            | 98985T109 | 4875               | 500000             | SH         |              | SOLE               |         |

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GABELLI FUNDS, LLC



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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| 1 800 FLOWERS COM INC CL A     | COM              | 68243Q106 | 454                | 240300             | SH         |              | SOLE               |         |
| 3M CO.                         | COM              | 88579Y101 | 434                | 5000               | SH         |              | SOLE               |         |
| 99 CENTS ONLY STORES           | COM              | 65440K106 | 661                | 35000              | SH         |              | SOLE               |         |
| A D C TELECOMMUNICATIONS NEW   | COM              | 000886309 | 37034              | 2923000            | SH         |              | SOLE               |         |
| A T & T INC (NEW)              | COM              | 00206R102 | 50765              | 1775000            | SH         |              | SOLE               |         |
| A123 SYSTEMS INC               | COM              | 03739T108 | 242                | 27000              | SH         |              | SOLE               |         |
| AAR CORP COM                   | COM              | 000361105 | 467                | 25000              | SH         |              | SOLE               |         |
| AARON'S INC                    | COM              | 002535300 | 6563               | 356700             | SH         |              | SOLE               |         |
| ABB LTD SPONSORED ADR          | COM              | 000375204 | 13749              | 651000             | SH         |              | SOLE               |         |
| ABBOTT LABS                    | COM              | 002824100 | 16492              | 315700             | SH         |              | SOLE               |         |
| ABOVENET INC COM               | COM              | 00374N107 | 4230               | 81200              | SH         |              | SOLE               |         |
| ABRAXIS BIOSCIENCE INC NEW COM | COM              | 00383Y102 | 1005               | 13000              | SH         |              | SOLE               |         |
| ACCO BRANDS CORP COM           | COM              | 00081T108 | 426                | 74000              | SH         |              | SOLE               |         |
| ACTIVE PWR INC COM             | COM              | 00504W100 | 60                 | 45000              | SH         |              | SOLE               |         |
| ACTIVISION BLIZZARD, INC       | COM              | 00507V109 | 1277               | 118000             | SH         |              | SOLE               |         |
| ACUITY BRANDS INC (B:AYI) COM  | COM              | 00508Y102 | 2079               | 47000              | SH         |              | SOLE               |         |
| ADAMS GOLF INC COM NEW         | COM              | 006228209 | 65                 | 14750              | SH         |              | SOLE               |         |
| ADOBE SYSTEMS INC COM          | COM              | 00724F101 | 4001               | 153000             | SH         |              | SOLE               |         |
| AES CORP COM                   | COM              | 00130H105 | 13620              | 1200000            | SH         |              | SOLE               |         |
| AES TR III TR P CV SC 6.75     | CONVERTIBLE PREF | 00808N202 | 293                | 6000               | SH         |              | SOLE               |         |
| AETNA INC (B:AET) COM          | COM              | 00817Y108 | 1328               | 42000              | SH         |              | SOLE               |         |
| AFLAC INC COM                  | COM              | 001055102 | 8584               | 166000             | SH         |              | SOLE               |         |
| AGL RES INC COM                | COM              | 001204106 | 2206               | 57500              | SH         |              | SOLE               |         |
| AGNICO-EAGLE MINES (USD)       | COM              | 008474108 | 100659             | 1417131            | SH         |              | SOLE               |         |
| AIR PRODS & CHEMS INC COM      | COM              | 009158106 | 663                | 8000               | SH         |              | SOLE               |         |
| AIRGAS INC COM                 | COM              | 009363102 | 2820               | 41500              | SH         |              | SOLE               |         |
| AKAMAI TECHNOLOGIES INC COM    | COM              | 00971T101 | 1104               | 22000              | SH         |              | SOLE               |         |
| AKAMI TECH 1% 12/15/2033 CV    | CONVERTIBLE BOND | 00971TAE1 | 327                | 100000             | PRN        |              | SOLE               |         |
| ALBANY INTL CORP NEW CL A      | COM              | 012348108 | 700                | 37000              | SH         |              | SOLE               |         |
| ALBEMARLE CORP COM             | COM              | 012653101 | 5945               | 127000             | SH         |              | SOLE               |         |
| ALBERTO CULVER CO NEW COM      | COM              | 013078100 | 14731              | 391270             | SH         |              | SOLE               |         |
| ALCOA 5.250% 03/15/14          | CONVERTIBLE BOND | 013817AT8 | 399                | 200000             | PRN        |              | SOLE               |         |
| ALCOA INC COM                  | COM              | 013817101 | 14023              | 1158000            | SH         |              | SOLE               |         |
| ALCON INC COM SHS              | COM              | H01301102 | 17847              | 107000             | SH         |              | SOLE               |         |
| ALERE INC                      | COM              | 01449J105 | 1980               | 64000              | SH         |              | SOLE               |         |
| ALIGN TECHNOLOGY INC COM       | COM              | 016255101 | 901                | 46000              | SH         |              | SOLE               |         |
| ALLEGHANY CORP DEL             | COM              | 017175100 | 9866               | 32558              | SH         |              | SOLE               |         |
| ALLEGHENY ENERGY INC COM       | COM              | 017361106 | 36785              | 1500200            | SH         |              | SOLE               |         |
| ALLERGAN INC                   | COM              | 018490102 | 12741              | 191514             | SH         |              | SOLE               |         |
| ALLETE INC COM NEW             | COM              | 018522300 | 12495              | 343000             | SH         |              | SOLE               |         |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM              | 01881G106 | 11462              | 434000             | SH         |              | SOLE               |         |
| ALLIANCE HOLDINGS GP LP COM UN | COM              | 01861G100 | 1474               | 34000              | SH         |              | SOLE               |         |
| ALLIANCE ONE INTL INC COM      | COM              | 018772103 | 50                 | 12000              | SH         |              | SOLE               |         |
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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| ALLIANT ENERGY CORP COM      | COM            | 018802108 | 5634               | 155000             | SH         |              | SOLE              |         |
| ALLIED DEFENSE GROUP INC COM | COM            | 019118108 | 181                | 75000              | SH         |              | SOLE              |         |
| ALLIED NEVADA GOLD CORP COM  | COM            | 019344100 | 2120               | 80000              | SH         |              | SOLE              |         |

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|                                |     |           |       |         |    |                    |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| ALLIS CHALMERS ENERGY INC COM  | COM | 019645506 | 167   | 40000   | SH | SOLE               |
| ALTRIA GROUP INC COM           | COM | 02209S103 | 2402  | 100000  | SH | SOLE               |
| AMAZON.COM INC                 | COM | 023135106 | 958   | 6100    | SH | SOLE               |
| AMEDISYS INC COM               | COM | 023436108 | 238   | 10000   | SH | SOLE               |
| AMEREN CORP COM                | COM | 023608102 | 10849 | 382000  | SH | SOLE               |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 20351 | 381600  | SH | SOLE               |
| AMERICAN DAIRY INC COM         | COM | 025334103 | 3783  | 362000  | SH | SOLE               |
| AMERICAN ELECTRIC POWER        | COM | 025537101 | 24564 | 678000  | SH | SOLE               |
| AMERICAN EXPRESS CO            | COM | 025816109 | 87675 | 2086000 | SH | SOLE               |
| AMERICAN MED SYS HLDGS INC COM | COM | 02744M108 | 490   | 25000   | SH | SOLE               |
| AMERICAN PHYSICIANS CAP INC CO | COM | 028884104 | 4664  | 112500  | SH | SOLE               |
| AMERICAN STS WTR CO COM        | COM | 029899101 | 1002  | 28000   | SH | SOLE               |
| AMERICAN TOWER SYSTEMS CL A    | COM | 029912201 | 589   | 11500   | SH | SOLE               |
| AMERICAN WATER WORKS CO INC    | COM | 030420103 | 11984 | 515000  | SH | SOLE               |
| AMERICREDIT CORP COM           | COM | 03060R101 | 84606 | 3458961 | SH | SOLE               |
| AMERIPRISE FINL INC COM        | COM | 03076C106 | 947   | 20000   | SH | SOLE               |
| AMERISOURCEBERGEN CORP COM     | COM | 03073E105 | 767   | 25000   | SH | SOLE               |
| AMETEK INC NEW COM             | COM | 031100100 | 56464 | 1182000 | SH | SOLE               |
| AMGEN INC                      | COM | 031162100 | 4519  | 82000   | SH | SOLE               |
| AMPCO PITTSBURGH CORP          | COM | 032037103 | 10002 | 403000  | SH | SOLE               |
| AMPHENOL CORP NEW CL A         | COM | 032095101 | 656   | 13400   | SH | SOLE               |
| AMR CORP                       | COM | 001765106 | 3781  | 603000  | SH | SOLE               |
| AMTECH SYS INC COM PAR \$0.01N | COM | 032332504 | 251   | 14000   | SH | SOLE               |
| ANADARKO PETE CORP COM         | COM | 032511107 | 19990 | 350400  | SH | SOLE               |
| ANGIODYNAMICS INC COM          | COM | 03475V101 | 3200  | 210000  | SH | SOLE               |
| ANGLOGOLD LTD SPONSORED ADR    | COM | 035128206 | 53985 | 1167500 | SH | SOLE               |
| ANIMAL HEALTH INTERNATIONAL    | COM | 03525N109 | 822   | 300000  | SH | SOLE               |
| ANIXTER INTL INC COM           | COM | 035290105 | 594   | 11000   | SH | SOLE               |
| AOL INC COM                    | COM | 00184X105 | 5731  | 231567  | SH | SOLE               |
| APACHE CORP                    | COM | 037411105 | 29817 | 305000  | SH | SOLE               |
| APPLE INC                      | COM | 037833100 | 31127 | 109700  | SH | SOLE               |
| AQUA AMERICA INC               | COM | 03836W103 | 6273  | 307499  | SH | SOLE               |
| ARBITRON INC COM               | COM | 03875Q108 | 1827  | 65333   | SH | SOLE               |
| ARCH CHEMICALS INC COM         | COM | 03937R102 | 1228  | 35000   | SH | SOLE               |
| ARCHER DANIELS MIDLAND         | COM | 039483102 | 32590 | 1021000 | SH | SOLE               |
| ARCSIGHT INC COM               | COM | 039666102 | 27262 | 626020  | SH | SOLE               |
| ARGO GROUP INTL HLDGS LTD COM  | COM | G0464B107 | 4020  | 115729  | SH | SOLE               |
| ARTESIAN RES CORP COM CL A     | COM | 043113208 | 586   | 30750   | SH | SOLE               |
| ARTHROCARE CORP COM            | COM | 043136100 | 6251  | 230000  | SH | SOLE               |
| ARTIO GLOBAL INVESTORS INC     | COM | 04315B107 | 9853  | 644000  | SH | SOLE               |
| ASCENT MEDIA CORP COM SER A    | COM | 043632108 | 1460  | 54658   | SH | SOLE               |
| PORTVUE-SEC13F.LNP             |     |           |       |         |    | GABELLI FUNDS, LLC |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| ASHLAND INC NEW COM           | COM            | 044209104 | 13899              | 285000             | SH         |              | SOLE              |         |
| ASTEC INDS INC COM            | COM            | 046224101 | 608                | 21300              | SH         |              | SOLE              |         |
| ASTORIA FINL CORP COM         | COM            | 046265104 | 136                | 10000              | SH         |              | SOLE              |         |
| ASTRONICS CORP COM            | COM            | 046433108 | 175                | 10000              | SH         |              | SOLE              |         |
| ATC TECHNOLOGY CORP           | COM            | 00211W104 | 1534               | 62000              | SH         |              | SOLE              |         |
| ATLANTIC TELE NETWORK INC COM | COM            | 049079205 | 3270               | 66400              | SH         |              | SOLE              |         |
| ATLAS AMERICA INC COM         | COM            | 049298102 | 2148               | 75000              | SH         |              | SOLE              |         |
| ATMOS ENERGY CORP COM         | COM            | 049560105 | 4914               | 168000             | SH         |              | SOLE              |         |
| AUTOMATIC DATA PROCESSING     | COM            | 053015103 | 1261               | 30000              | SH         |              | SOLE              |         |
| AUTONATION INC                | COM            | 05329W102 | 15089              | 649000             | SH         |              | SOLE              |         |
| AUTOZONE INC                  | COM            | 053332102 | 4922               | 21500              | SH         |              | SOLE              |         |
| AVISTA CORP COM               | COM            | 05379B107 | 5773               | 276500             | SH         |              | SOLE              |         |
| AVON PRODUCTS INC             | COM            | 054303102 | 7706               | 240000             | SH         |              | SOLE              |         |

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|                                 |     |           |       |         |    |                    |
|---------------------------------|-----|-----------|-------|---------|----|--------------------|
| AZZ INC COM                     | COM | 002474104 | 214   | 5000    | SH | SOLE               |
| BADGER METER INC COM            | COM | 056525108 | 2024  | 50000   | SH | SOLE               |
| BAKER HUGHES INC                | COM | 057224107 | 8789  | 206325  | SH | SOLE               |
| BALDOR ELEC CO COM              | COM | 057741100 | 30987 | 767000  | SH | SOLE               |
| BALDWIN TECHNOLOGY INC CL A     | COM | 058264102 | 748   | 613000  | SH | SOLE               |
| BANCO SANTANDER CENT HISP ADR ( | COM | 05964H105 | 3140  | 248000  | SH | SOLE               |
| BANK OF AMERICA                 | COM | 060505104 | 15079 | 1150876 | SH | SOLE               |
| BANK OF NEW YORK MELLON CORP    | COM | 064058100 | 55057 | 2107038 | SH | SOLE               |
| BARNES GROUP INC COM            | COM | 067806109 | 211   | 12000   | SH | SOLE               |
| BARNES & NOBLES                 | COM | 067774109 | 892   | 55000   | SH | SOLE               |
| BARRICK GOLD (R:ABX.N B:ABX US) | COM | 067901108 | 95024 | 2052803 | SH | SOLE               |
| BASSETT FURNITURE INDS          | COM | 070203104 | 59    | 12000   | SH | SOLE               |
| BAXTER INTL INC COM             | COM | 071813109 | 13263 | 278000  | SH | SOLE               |
| BCE INC                         | COM | 05534B760 | 50960 | 1568000 | SH | SOLE               |
| BEASLEY BROADCAST GRP INC.      | COM | 074014101 | 730   | 138000  | SH | SOLE               |
| BECTON DICKINSON & CO COM       | COM | 075887109 | 13242 | 178700  | SH | SOLE               |
| BED BATH & BEYOND INC           | COM | 075896100 | 2084  | 48000   | SH | SOLE               |
| BEL FUSE INC CL A               | COM | 077347201 | 7125  | 340400  | SH | SOLE               |
| BELDEN CDT INC                  | COM | 077454106 | 923   | 35000   | SH | SOLE               |
| BELO CORP                       | COM | 080555105 | 1066  | 172000  | SH | SOLE               |
| BERKSHIRE HATHAWAY INC-CL A     | COM | 084670108 | 43202 | 347     | SH | SOLE               |
| BEST BUY INC COM                | COM | 086516101 | 2286  | 56000   | SH | SOLE               |
| BHP BILLITON LTD SPONSORED ADR  | COM | 088606108 | 12784 | 167500  | SH | SOLE               |
| BIG 5 SPORTING GOODS CORP COM   | COM | 08915P101 | 1007  | 75000   | SH | SOLE               |
| BIGLARI HOLDINGS INC            | COM | 08986R101 | 7230  | 22000   | SH | SOLE               |
| BIO RAD LABS INC CL A           | COM | 090572207 | 588   | 6500    | SH | SOLE               |
| BIOGEN IDEC INC                 | COM | 09062X103 | 6314  | 112500  | SH | SOLE               |
| BIOLASE TECHNOLOGY INC COM      | COM | 090911108 | 59    | 50000   | SH | SOLE               |
| BLACK HILLS CORP COM            | COM | 092113109 | 33509 | 1074000 | SH | SOLE               |
| BLACKROCK INC CL A              | COM | 09247X101 | 10011 | 58800   | SH | SOLE               |
| BLACKSTONE GROUP L P COM UNIT   | COM | 09253U108 | 1485  | 117000  | SH | SOLE               |
| PORTVUE-SEC13F.LNP              |     |           |       |         |    | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BOEING CO                      | COM            | 097023105 | 37395              | 562000             | SH         |              | SOLE              |         |
| BON-TON STORES INC COM         | COM            | 09776J101 | 3254               | 320000             | SH         |              | SOLE              |         |
| BORG WARNER INC                | COM            | 099724106 | 25258              | 480000             | SH         |              | SOLE              |         |
| BOSTON BEER INC CL A           | COM            | 100557107 | 3143               | 47000              | SH         |              | SOLE              |         |
| BOSTON SCIENTIFIC CORP COM     | COM            | 101137107 | 8643               | 1410000            | SH         |              | SOLE              |         |
| BOWNE & CO INC COM             | COM            | 103043105 | 13539              | 1195000            | SH         |              | SOLE              |         |
| BOYD GAMING CORP               | COM            | 103304101 | 2516               | 347000             | SH         |              | SOLE              |         |
| BP PLC SPONS ADR               | COM            | 055622104 | 26345              | 639900             | SH         |              | SOLE              |         |
| BRASIL TELECOM SA SPONS ADR PF | COM            | 10553M101 | 1836               | 92514              | SH         |              | SOLE              |         |
| BRASIL TELECOM SA-ADR          | COM            | 10553M200 | 352                | 40791              | SH         |              | SOLE              |         |
| BRINKS CO COM                  | COM            | 109696104 | 4502               | 195720             | SH         |              | SOLE              |         |
| BRISTOL MYERS SQUIBB CO        | COM            | 110122108 | 28411              | 1047987            | SH         |              | SOLE              |         |
| BROADRIDGE FINL SOLUTIONS INCO | COM            | 11133T103 | 320                | 14000              | SH         |              | SOLE              |         |
| BROOKFIELD ASSET MANAGEMENT I  | COM            | 112585104 | 1194               | 41075              | SH         |              | SOLE              |         |
| BROWN FORMAN CORP CL B         | COM            | 115637209 | 7073               | 114750             | SH         |              | SOLE              |         |
| BROWN-FORMAN CORP CLASS A      | COM            | 115637100 | 31217              | 507100             | SH         |              | SOLE              |         |
| BRUKER BIOSCIENCES CORP        | COM            | 116794108 | 281                | 20000              | SH         |              | SOLE              |         |
| BRUNSWICK CORP                 | COM            | 117043109 | 457                | 30000              | SH         |              | SOLE              |         |
| BRUSH ENGINEERED MATLS INC COM | COM            | 117421107 | 8504               | 299000             | SH         |              | SOLE              |         |
| BT GROUP PLC SPON ADR          | COM            | 05577E101 | 1754               | 80000              | SH         |              | SOLE              |         |
| BUNGE LIMITED COM              | COM            | G16962105 | 237                | 4000               | SH         |              | SOLE              |         |
| BURGER KING HOLDING INC        | COM            | 121208201 | 8986               | 376300             | SH         |              | SOLE              |         |
| CABLEVISION SYS NY GROUP A     | COM            | 12686C109 | 174674             | 6669500            | SH         |              | SOLE              |         |

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|                                |              |           |       |         |    |                    |
|--------------------------------|--------------|-----------|-------|---------|----|--------------------|
| CADIZ INC                      | COM          | 127537207 | 154   | 15000   | SH | SOLE               |
| CALAMOS ASSET MANAGEMENT-A     | COM          | 12811R104 | 288   | 25000   | SH | SOLE               |
| CALIFORNIA WTR SVC GROUP COM   | COM          | 130788102 | 1024  | 27700   | SH | SOLE               |
| CALLON PETE CO DEL COM         | COM          | 13123X102 | 545   | 110000  | SH | SOLE               |
| CAMBIUM LEARNING GRP INC COM   | COM          | 13201A107 | 80    | 25000   | SH | SOLE               |
| CAMERON INTERNATIONAL CORP     | COM          | 13342B105 | 5542  | 129000  | SH | SOLE               |
| CAMPBELL SOUP CO               | COM          | 134429109 | 16624 | 465000  | SH | SOLE               |
| CANADIAN SOLAR INC COM         | COM          | 136635109 | 196   | 12000   | SH | SOLE               |
| CANTERBURY PK HLDG CORP        | COM          | 13811E101 | 821   | 108000  | SH | SOLE               |
| CAPSTONE TURBINE CORP COM      | COM          | 14067D102 | 112   | 145000  | SH | SOLE               |
| CAREER EDUCATION CORP          | COM          | 141665109 | 1159  | 54000   | SH | SOLE               |
| CARMIKE CINEMAS INC COM        | COM          | 143436400 | 872   | 100000  | SH | SOLE               |
| CARPENTER TECHNOLOGY CORP COM  | COM          | 144285103 | 337   | 10000   | SH | SOLE               |
| CASEYS GEN STORES INC COM      | COM          | 147528103 | 16713 | 400317  | SH | SOLE               |
| CATERPILLAR INC                | COM          | 149123101 | 12274 | 156000  | SH | SOLE               |
| CAVCO INDUSTRIES               | COM          | 149568107 | 3986  | 111000  | SH | SOLE               |
| CBS CORP CLASS A               | COM          | 124857103 | 28541 | 1795000 | SH | SOLE               |
| CBS CORP NEW CL B              | COM          | 124857202 | 825   | 52000   | SH | SOLE               |
| CELGENE CORP                   | COM          | 151020104 | 2535  | 44000   | SH | SOLE               |
| CELLU TISSUE HLDGS INC COM     | COM          | 151169109 | 3418  | 286480  | SH | SOLE               |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 7549  | 202000  | SH | SOLE               |
| PORTVUE-SEC13F.LNP             |              |           |       |         |    | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| CENTRAL VT PUB SVC CORP COM    | COM              | 155771108 | 4760               | 236000             | SH         |              | SOLE                |         |
| CENTURYLINK, INC.              | COM              | 156700106 | 4064               | 103000             | SH         |              | SOLE                |         |
| CEPHALON INC COM               | COM              | 156708109 | 1655               | 26500              | SH         |              | SOLE                |         |
| CEPHEID COM                    | COM              | 15670R107 | 3742               | 200000             | SH         |              | SOLE                |         |
| CH ENERGY GROUP, INC.          | COM              | 12541M102 | 30130              | 682300             | SH         |              | SOLE                |         |
| CHECK POINT SOFTWARE TECH      | COM              | M22465104 | 369                | 10000              | SH         |              | SOLE                |         |
| CHEESECAKE FACTORY INC         | COM              | 163072101 | 3348               | 126500             | SH         |              | SOLE                |         |
| CHEMED CORP 1.875% 05/15/14    | CONVERTIBLE BOND | 16359RAC7 | 484                | 500000             | PRN        |              | SOLE                |         |
| CHEMED CORPORATION             | COM              | 16359R103 | 13519              | 237300             | SH         |              | SOLE                |         |
| CHESAPEAKE ENERGY CORP 2.250%  | CONVERTIBLE BOND | 165167CB1 | 1178               | 1500000            | PRN        |              | SOLE                |         |
| CHESAPEAKE ENERGY CORP COM     | COM              | 165167107 | 13642              | 602274             | SH         |              | SOLE                |         |
| CHESAPEAKE UTILS CORP COM      | COM              | 165303108 | 4131               | 114050             | SH         |              | SOLE                |         |
| CHEVRON CORP                   | COM              | 166764100 | 76025              | 938000             | SH         |              | SOLE                |         |
| CHINA ARMCO METALS INC COM     | COM              | 16936C108 | 35                 | 10000              | SH         |              | SOLE                |         |
| CHINA AUTOMOTIVE SYS INC COM   | COM              | 16936R105 | 1131               | 74022              | SH         |              | SOLE                |         |
| CHINA HYDROELECTRIC CP-ADS     | COM              | 16949D101 | 88                 | 15000              | SH         |              | SOLE                |         |
| CHINA HYDROELECTRIC CP-ADS WAR | WARRANT AND RIGH | G2112E145 | 12                 | 27000              | SH         |              | SOLE                |         |
| CHINA MOBILE LTD               | COM              | 16941M109 | 5522               | 108000             | SH         |              | SOLE                |         |
| CHINA TELECOM CORP LTD SPONS A | COM              | 169426103 | 274                | 5000               | SH         |              | SOLE                |         |
| CHINA UNICOM ADR               | COM              | 16945R104 | 1546               | 106200             | SH         |              | SOLE                |         |
| CHINA WIND SYSTEMS INC         | COM              | 16945F209 | 123                | 28000              | SH         |              | SOLE                |         |
| CHINA YUCHAI INTL LTD ORD      | COM              | G21082105 | 727                | 38000              | SH         |              | SOLE                |         |
| CHURCH & DWIGHT CO             | COM              | 171340102 | 18448              | 284085             | SH         |              | SOLE                |         |
| CHURCHILL DOWNS INC COM        | COM              | 171484108 | 4925               | 137865             | SH         |              | SOLE                |         |
| CIGNA CORP                     | COM              | 125509109 | 716                | 20000              | SH         |              | SOLE                |         |
| CINCINNATI BELL                | COM              | 171871106 | 17607              | 6594344            | SH         |              | SOLE                |         |
| CINCINNATI BELL PFD CVT 6.75%  | CONVERTIBLE PREF | 171871403 | 5889               | 151000             | SH         |              | SOLE                |         |
| CIRCOR INTL INC COM            | COM              | 17273K109 | 28219              | 893000             | SH         |              | SOLE                |         |
| CISCO SYS INC                  | COM              | 17275R102 | 13068              | 596700             | SH         |              | SOLE                |         |
| CITIGROUP INC.                 | COM              | 172967101 | 14584              | 3730000            | SH         |              | SOLE                |         |
| CLARCOR INC                    | COM              | 179895107 | 29204              | 756000             | SH         |              | SOLE                |         |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM              | 18451C109 | 17266              | 1510600            | SH         |              | SOLE                |         |
| CLEARWIRE CORP-CLASS A         | COM              | 18538Q105 | 693                | 85717              | SH         |              | SOLE                |         |

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|                                |     |           |       |         |    |                    |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| CLECO CORP NEW COM             | COM | 12561W105 | 1851  | 62500   | SH | SOLE               |
| CLOROX CO                      | COM | 189054109 | 3338  | 50000   | SH | SOLE               |
| CME GROUP INC COM              | COM | 12572Q105 | 5209  | 20000   | SH | SOLE               |
| CMS ENERGY CORP COM            | COM | 125896100 | 4856  | 269500  | SH | SOLE               |
| CNA SURETY CORP COM            | COM | 12612L108 | 14031 | 783000  | SH | SOLE               |
| CNH GLOBAL NV COM              | COM | N20935206 | 44657 | 1218800 | SH | SOLE               |
| COACH INC                      | COM | 189754104 | 1310  | 30500   | SH | SOLE               |
| COCA COLA CO                   | COM | 191216100 | 96763 | 1653500 | SH | SOLE               |
| COCA COLA ENTERPRISES INC      | COM | 191219104 | 5580  | 180000  | SH | SOLE               |
| COCA-COLA FEMSA S A DE C V ADR | COM | 191241108 | 1252  | 16000   | SH | SOLE               |
| COCA-COLA HELLENIC BOTTLING SP | COM | 1912EP104 | 429   | 16500   | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----|
| COGENT INC COM                 | COM              | 19239Y108 | 2209               | 207600             | SH         |              | SOLE                |    |
| COHEN & STEERS INC COM         | COM              | 19247A100 | 1736               | 80000              | SH         |              | SOLE                |    |
| COLDWATER CREEK INC COM        | COM              | 193068103 | 5323               | 1010000            | SH         |              | SOLE                |    |
| COLGATE PALMOLIVE CO           | COM              | 194162103 | 6456               | 84000              | SH         |              | SOLE                |    |
| COMCAST CORP CL A SPL          | COM              | 20030N200 | 4338               | 255000             | SH         |              | SOLE                |    |
| COMCAST CORP NEW COM CL A      | COM              | 20030N101 | 3544               | 196000             | SH         |              | SOLE                |    |
| COMMUNICATIONS SYS             | COM              | 203900105 | 1821               | 160000             | SH         |              | SOLE                |    |
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 19572              | 433200             | SH         |              | SOLE                |    |
| COMPUCREDIT CVT 3.625% 05/30/2 | CONVERTIBLE BOND | 20478NAB6 | 155                | 200000             | PRN        |              | SOLE                |    |
| COMVERGE INC COM               | COM              | 205859101 | 314                | 40000              | SH         |              | SOLE                |    |
| CONAGRA INC                    | COM              | 205887102 | 5156               | 235000             | SH         |              | SOLE                |    |
| CONMED CORP COM                | COM              | 207410101 | 2196               | 98000              | SH         |              | SOLE                |    |
| CONNECTICUT WTR SVC INC COM    | COM              | 207797101 | 1174               | 49000              | SH         |              | SOLE                |    |
| CONOCOPHILLIPS COM             | COM              | 20825C104 | 78625              | 1369050            | SH         |              | SOLE                |    |
| CONSOL ENERGY INC COM          | COM              | 20854P109 | 29531              | 799000             | SH         |              | SOLE                |    |
| CONSOLIDATED EDISON INC COM    | COM              | 209115104 | 24448              | 507000             | SH         |              | SOLE                |    |
| CONSOLIDATED WATER CO LTD ORD  | COM              | G23773107 | 133                | 14000              | SH         |              | SOLE                |    |
| CONSTELLATION BRANDS COM       | COM              | 21036P108 | 14709              | 831500             | SH         |              | SOLE                |    |
| CONSTELLATION ENERGY GROUP ICO | COM              | 210371100 | 40622              | 1260000            | SH         |              | SOLE                |    |
| CONTINUCARE CORP COM           | COM              | 212172100 | 1554               | 370000             | SH         |              | SOLE                |    |
| COOPER CAMERON 2.500% 06/15/26 | CONVERTIBLE BOND | 13342BAB1 | 255                | 200000             | PRN        |              | SOLE                |    |
| COOPER COS INC COM NEW         | COM              | 216648402 | 3467               | 75000              | SH         |              | SOLE                |    |
| COOPER INDUSTRIES PLC SHS      | COM              | G24140108 | 44428              | 908000             | SH         |              | SOLE                |    |
| COPART INC COM                 | COM              | 217204106 | 3660               | 111000             | SH         |              | SOLE                |    |
| CORE MOLDING TECH COM          | COM              | 218683100 | 1452               | 330000             | SH         |              | SOLE                |    |
| CORINTHIAN COLLEGES INC COM    | COM              | 218868107 | 3342               | 476000             | SH         |              | SOLE                |    |
| CORN PRODS INTL INC COM        | COM              | 219023108 | 24525              | 654000             | SH         |              | SOLE                |    |
| CORNING INC                    | COM              | 219350105 | 32173              | 1760000            | SH         |              | SOLE                |    |
| CORUS ENTMT INC CL B NON VTG   | COM              | 220874101 | 1817               | 87000              | SH         |              | SOLE                |    |
| COSTCO WHSL CORP NEW COM       | COM              | 22160K105 | 27750              | 430300             | SH         |              | SOLE                |    |
| COVANTA HOLDING CORP           | COM              | 22282E102 | 2473               | 157000             | SH         |              | SOLE                |    |
| COVIDIEN PLC ORDINARY SHARE    | COM              | G2554F105 | 24194              | 602000             | SH         |              | SOLE                |    |
| CRANE CO                       | COM              | 224399105 | 49174              | 1296100            | SH         |              | SOLE                |    |
| CROWN HOLDINGS INC COM         | COM              | 228368106 | 8971               | 313000             | SH         |              | SOLE                |    |
| CROWN MEDIA HLDGS INC CL A     | COM              | 228411104 | 968                | 405000             | SH         |              | SOLE                |    |
| CRUCCELL N V SPONSORED ADR     | COM              | 228769105 | 21662              | 651300             | SH         |              | SOLE                |    |
| CTS CORP                       | COM              | 126501105 | 6975               | 725000             | SH         |              | SOLE                |    |
| CUMMINS ENGINE INC             | COM              | 231021106 | 6476               | 71500              | SH         |              | SOLE                |    |
| CURTISS WRIGHT CORP            | COM              | 231561101 | 43996              | 1452000            | SH         |              | SOLE                |    |
| CUTERA INC COM                 | COM              | 232109108 | 3062               | 378000             | SH         |              | SOLE                |    |
| CVS CAREMARK CORP              | COM              | 126650100 | 33641              | 1069000            | SH         |              | SOLE                |    |
| CYNOSURE INC CL A              | COM              | 232577205 | 123                | 12000              | SH         |              | SOLE                |    |
| CYPRESS BIOSCIENCES INC COM PA | COM              | 232674507 | 193                | 50000              | SH         |              | SOLE                |    |

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CYPRESS SEMICONDUCTOR CORP COM COM 232806109 1296 103000 SH SOLE  
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CYTEC INDS INC COM             | COM              | 232820100 | 620                | 11000              | SH         |              | SOLE               |         |
| DANA HOLDING CORP COM          | COM              | 235825205 | 17310              | 1405000            | SH         |              | SOLE               |         |
| DANAHER CORP 0.0% 1/22/2021    | CONVERTIBLE BOND | 235851AF9 | 236                | 200000             | PRN        |              | SOLE               |         |
| DANAHER CORP SHS BEN INT       | COM              | 235851102 | 1462               | 36000              | SH         |              | SOLE               |         |
| DEAN FOODS (B:DF)              | COM              | 242370104 | 8679               | 850000             | SH         |              | SOLE               |         |
| DEERE & CO.                    | COM              | 244199105 | 115828             | 1659900            | SH         |              | SOLE               |         |
| DEL MONTE FOODS CO COM         | COM              | 24522P103 | 6109               | 466000             | SH         |              | SOLE               |         |
| DELTA NAT GAS INC COM          | COM              | 247748106 | 2399               | 78000              | SH         |              | SOLE               |         |
| DENBURY RES INC COM NEW        | COM              | 247916208 | 350                | 22000              | SH         |              | SOLE               |         |
| DENNYS CORP COM                | COM              | 24869P104 | 1400               | 450108             | SH         |              | SOLE               |         |
| DENTSPLY INTL INC NEW COM      | COM              | 249030107 | 352                | 11000              | SH         |              | SOLE               |         |
| DEUTSCHE BANK AG-REG (B:DB)    | COM              | D18190898 | 26998              | 491500             | SH         |              | SOLE               |         |
| DEUTSCHE TELEKOM AG-SPON ADR ( | COM              | 251566105 | 41023              | 2987000            | SH         |              | SOLE               |         |
| DEVON ENERGY CORP NEW          | COM              | 25179M103 | 42105              | 650372             | SH         |              | SOLE               |         |
| DEXCOM INC COM                 | COM              | 252131107 | 1269               | 96000              | SH         |              | SOLE               |         |
| DG FASTCHANNEL INC COM         | COM              | 23326R109 | 674                | 31000              | SH         |              | SOLE               |         |
| DIAGEO PLC SPONSORED ADR (B:DE | COM              | 25243Q205 | 55898              | 810000             | SH         |              | SOLE               |         |
| DIAMOND FOODS INC COM          | COM              | 252603105 | 369                | 9000               | SH         |              | SOLE               |         |
| DIAMOND MGMT & TECHNOLOGY COCO | COM              | 25269L106 | 4519               | 361483             | SH         |              | SOLE               |         |
| DIAMOND OFFSHORE DRILLNG INCCO | COM              | 25271C102 | 15452              | 228000             | SH         |              | SOLE               |         |
| DIEBOLD INC COM                | COM              | 253651103 | 38185              | 1228200            | SH         |              | SOLE               |         |
| DIRECTV-CLASS A                | COM              | 25490A101 | 121768             | 2925001            | SH         |              | SOLE               |         |
| DISCOVER FINANCIAL             | COM              | 254709108 | 12093              | 725000             | SH         |              | SOLE               |         |
| DISCOVERY COMMS NEW SER A      | COM              | 25470F104 | 32771              | 752500             | SH         |              | SOLE               |         |
| DISCOVERY COMMS NEW SER C      | COM              | 25470F302 | 29101              | 762000             | SH         |              | SOLE               |         |
| DISH NETWORK CORPORATION       | COM              | 25470M109 | 26087              | 1358000            | SH         |              | SOLE               |         |
| DISNEY WALT PRODTNS            | COM              | 254687106 | 728                | 22000              | SH         |              | SOLE               |         |
| DOLE FOOD CO INC NEW COM       | COM              | 256603101 | 595                | 65000              | SH         |              | SOLE               |         |
| DOLLAR THRIFTY AUTOMOTIVE GRCO | COM              | 256743105 | 3209               | 64000              | SH         |              | SOLE               |         |
| DOMINION RES INC VA NEW COM    | COM              | 25746U109 | 14713              | 337000             | SH         |              | SOLE               |         |
| DOMTAR CORPORATION             | COM              | 257559203 | 323                | 5000               | SH         |              | SOLE               |         |
| DONALDSON INC                  | COM              | 257651109 | 31671              | 672000             | SH         |              | SOLE               |         |
| DOVER DOWNS GAMING & ENTMT INC | COM              | 260095104 | 609                | 179000             | SH         |              | SOLE               |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM              | 260174107 | 1095               | 605000             | SH         |              | SOLE               |         |
| DOW CHEMICAL CORP              | COM              | 260543103 | 8513               | 310000             | SH         |              | SOLE               |         |
| DPL INC COM                    | COM              | 233293109 | 26391              | 1010000            | SH         |              | SOLE               |         |
| DR PEPPER SNAPPLE GROUP INC CO | COM              | 26138E109 | 37679              | 1060780            | SH         |              | SOLE               |         |
| DREAMWORKS ANIMATION SKG-A     | COM              | 26153C103 | 1739               | 54500              | SH         |              | SOLE               |         |
| DREW INDS INC COM NEW          | COM              | 26168L205 | 313                | 15000              | SH         |              | SOLE               |         |
| DTE ENERGY CO COM              | COM              | 233331107 | 1837               | 40000              | SH         |              | SOLE               |         |
| DU PONT E I DE NEMOURS CO      | COM              | 263534109 | 12672              | 284000             | SH         |              | SOLE               |         |
| DUFF & PHELPS CORP-CL A        | COM              | 26433B107 | 539                | 40000              | SH         |              | SOLE               |         |
| DUKE ENERGY CORP               | COM              | 26441C105 | 19003              | 1073000            | SH         |              | SOLE               |         |
| DUN & BRADSTREET CORP          | COM              | 26483E100 | 1260               | 17000              | SH         |              | SOLE               |         |
| PORTVUE-SEC13F.LNP             |                  |           |                    |                    |            |              | GABELLI FUNDS, LLC |         |
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|----------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DYNEGY INC     | COM            | 26817G300 | 414                | 85000              | SH         |              | SOLE               |         |

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|--------------------------------|-----------------|-----------|-------|---------|----|--------------------|
| E M C CORP MASS COM            | COM             | 268648102 | 6601  | 325000  | SH | SOLE               |
| EASTERN CO COM                 | COM             | 276317104 | 164   | 10000   | SH | SOLE               |
| EASTMAN KODAK                  | COM             | 277461109 | 10702 | 2548000 | SH | SOLE               |
| EATON CORP                     | COM             | 278058102 | 14452 | 175200  | SH | SOLE               |
| EBAY INC                       | COM             | 278642103 | 1879  | 77000   | SH | SOLE               |
| EHOSTAR CORP-A                 | COM             | 278768106 | 10478 | 549145  | SH | SOLE               |
| ECOLAB INC                     | COM             | 278865100 | 9641  | 190000  | SH | SOLE               |
| EDGEWATER TECHNOLOGY INC COM   | COM             | 280358102 | 1328  | 488150  | SH | SOLE               |
| EDISON INTL COM                | COM             | 281020107 | 19465 | 566000  | SH | SOLE               |
| EL PASO CORPORATION            | COM             | 28336L109 | 44754 | 3615000 | SH | SOLE               |
| EL PASO ELEC CO COM NEW        | COM             | 283677854 | 42219 | 1775400 | SH | SOLE               |
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PEF | 283678209 | 4946  | 129300  | SH | SOLE               |
| ELECTRONIC ARTS COM            | COM             | 285512109 | 1694  | 103000  | SH | SOLE               |
| EMBRAER-EMPRESA BRASIL AERONAD | COM             | 29081M102 | 710   | 25000   | SH | SOLE               |
| EMERSON ELEC CO                | COM             | 291011104 | 10269 | 195000  | SH | SOLE               |
| EMMIS COMMUNICATIONS CORP PFD  | CONVERTIBLE PEF | 291525202 | 250   | 15266   | SH | SOLE               |
| EMPIRE DIST ELEC CO COM        | COM             | 291641108 | 6589  | 327000  | SH | SOLE               |
| EMULEX CORP COM NEW            | COM             | 292475209 | 1347  | 129000  | SH | SOLE               |
| ENER1 INC COM NEW              | COM             | 29267A203 | 74    | 20000   | SH | SOLE               |
| ENERGEN CORP COM               | COM             | 29265N108 | 1326  | 29000   | SH | SOLE               |
| ENERGIZER HLDGS INC COM        | COM             | 29266R108 | 33010 | 491000  | SH | SOLE               |
| ENERGY RECOVERY INC            | COM             | 29270J100 | 108   | 30000   | SH | SOLE               |
| ENERSIS S A                    | COM             | 29274F104 | 682   | 29000   | SH | SOLE               |
| ENI S P A ADR SPONSORED        | COM             | 26874R108 | 7254  | 168000  | SH | SOLE               |
| ENTEGRIS INC COM               | COM             | 29362U104 | 1037  | 222000  | SH | SOLE               |
| ENTERGY CORP NEW COM           | COM             | 29364G103 | 574   | 7500    | SH | SOLE               |
| EOG RESOURCES INC              | COM             | 26875P101 | 15489 | 166600  | SH | SOLE               |
| EPOCH HOLDING CORP             | COM             | 29428R103 | 2803  | 217600  | SH | SOLE               |
| EUROPEAN EQUITY FUND COM       | MUTUAL FUNDS    | 298768102 | 265   | 38225   | SH | SOLE               |
| EXACTECH INC COM               | COM             | 30064E109 | 4017  | 246124  | SH | SOLE               |
| EXELON CORP                    | COM             | 30161N101 | 18735 | 440000  | SH | SOLE               |
| EXPRESS SCRIPTS INC COM        | COM             | 302182100 | 682   | 14000   | SH | SOLE               |
| EXPRESSJET HOLDINGS INC COM NE | COM             | 30218U306 | 1901  | 285000  | SH | SOLE               |
| EXXON MOBIL CORP               | COM             | 30231G102 | 59453 | 962180  | SH | SOLE               |
| FALCONSTOR SOFTWARE INC COM    | COM             | 306137100 | 337   | 110000  | SH | SOLE               |
| FARMER BROS CO                 | COM             | 307675108 | 1552  | 97000   | SH | SOLE               |
| FEDERAL MOGUL CORP CL A        | COM             | 313549404 | 6936  | 366800  | SH | SOLE               |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM             | 313586109 | 25    | 90000   | SH | SOLE               |
| FEDERAL NATL MTG ASSN PFD CNV  | CONVERTIBLE PEF | 313586745 | 9     | 20000   | SH | SOLE               |
| FEDERAL SIGNAL CORP COM        | COM             | 313855108 | 1240  | 230000  | SH | SOLE               |
| FEDERATED INVESTORS INC-CL B   | COM             | 314211103 | 1889  | 83000   | SH | SOLE               |
| FERRO CORP                     | COM             | 315405100 | 52488 | 4072000 | SH | SOLE               |
| FIDELITY NATL INFORMATION SVCO | COM             | 31620M106 | 12412 | 457500  | SH | SOLE               |
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|--------------------------------|-----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| FIDELITY NATL TITLE GROUP INCO | COM             | 31620R105 | 1114               | 70909              | SH         |              | SOLE               |         |
| FIDELITY SOUTHERN CORP         | COM             | 316394105 | 229                | 35714              | SH         |              | SOLE               |         |
| FIRSTENERGY CORP COM           | COM             | 337932107 | 8517               | 221000             | SH         |              | SOLE               |         |
| FISHER COMMUNICATIONS INC COM  | COM             | 337756209 | 8332               | 478000             | SH         |              | SOLE               |         |
| FLIR SYS INC COM               | COM             | 302445101 | 2030               | 79000              | SH         |              | SOLE               |         |
| FLOWERS FOODS INC COM          | COM             | 343498101 | 17264              | 695000             | SH         |              | SOLE               |         |
| FLOWSERVE CORP COM             | COM             | 34354P105 | 77699              | 710100             | SH         |              | SOLE               |         |
| FLUSHING FINL CORP COM         | COM             | 343873105 | 2196               | 190000             | SH         |              | SOLE               |         |
| FMC CORP COM NEW               | COM             | 302491303 | 1071               | 15660              | SH         |              | SOLE               |         |
| FOMENTO ECONOMICO MEXICANO SAD | COM             | 344419106 | 21002              | 414000             | SH         |              | SOLE               |         |
| FORD CAP TRUST 6.5% 01/15/32   | CONVERTIBLE PEF | 345395206 | 11187              | 233500             | SH         |              | SOLE               |         |

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|                                 |                  |           |       |         |     |      |
|---------------------------------|------------------|-----------|-------|---------|-----|------|
| FORD MTR CO DEL COM PAR \$0.01  | COM              | 345370860 | 14027 | 1146000 | SH  | SOLE |
| FORTRESS INVESTMENT GROUP CL A  | COM              | 34958B106 | 133   | 37000   | SH  | SOLE |
| FORTUNE BRANDS INC              | COM              | 349631101 | 26880 | 546000  | SH  | SOLE |
| FOSTER WHEELER AGR              | COM              | H27178104 | 440   | 18000   | SH  | SOLE |
| FRANCE TELECOM SPONSORED ADR    | COM              | 35177Q105 | 3100  | 144000  | SH  | SOLE |
| FRANKLIN ELEC INC               | COM              | 353514102 | 6533  | 197000  | SH  | SOLE |
| FREEMPORT MCMORAN COPPER&GOLD C | COM              | 35671D857 | 75709 | 886631  | SH  | SOLE |
| FRESENIUS KABI PHARMA-CVR       | WARRANT AND RIGH | 35802M115 | 1     | 24000   | SH  | SOLE |
| FRONTIER COMMUNICATIONS CORP    | COM              | 35906A108 | 3092  | 378429  | SH  | SOLE |
| FULLER H B CO COM               | COM              | 359694106 | 11452 | 576350  | SH  | SOLE |
| FURMANITE CORPORATION           | COM              | 361086101 | 2484  | 509000  | SH  | SOLE |
| GARDNER DENVER INC              | COM              | 365558105 | 6656  | 124000  | SH  | SOLE |
| GATX CORP                       | COM              | 361448103 | 45209 | 1541900 | SH  | SOLE |
| GATX CORP \$2.50 CV PFD         | CONVERTIBLE PREF | 361448202 | 616   | 4200    | SH  | SOLE |
| GAYLORD ENTERTAINMENT CO        | COM              | 367905106 | 33261 | 1090520 | SH  | SOLE |
| GENCORP INC                     | COM              | 368682100 | 11906 | 2420000 | SH  | SOLE |
| GENCORP INC 2.250% 01/15/24     | CONVERTIBLE BOND | 368682AL4 | 2908  | 3000000 | PRN | SOLE |
| GENERAL COMMUNICATIONS INC CL   | COM              | 369385109 | 568   | 57000   | SH  | SOLE |
| GENERAL ELEC CO                 | COM              | 369604103 | 44671 | 2749000 | SH  | SOLE |
| GENERAL MILLS INC               | COM              | 370334104 | 53166 | 1455000 | SH  | SOLE |
| GENOPTIX INC                    | COM              | 37243V100 | 540   | 38000   | SH  | SOLE |
| GENUINE PARTS CO                | COM              | 372460105 | 70854 | 1589000 | SH  | SOLE |
| GENZYME CORP                    | COM              | 372917104 | 5557  | 78500   | SH  | SOLE |
| GERBER SCIENTIFIC INSTR         | COM              | 373730100 | 3540  | 573700  | SH  | SOLE |
| GILEAD SCIENCES INC COM         | COM              | 375558103 | 890   | 25000   | SH  | SOLE |
| GLAXOSMITHKLINE PLC ADR (B:GSK  | COM              | 37733W105 | 446   | 11276   | SH  | SOLE |
| GLG PARTNERS INC COM            | COM              | 37929X107 | 900   | 200000  | SH  | SOLE |
| GLOBAL SOURCES LTD COM          | COM              | G39300101 | 2190  | 290000  | SH  | SOLE |
| GLOBE SPECIALTY METALS INC COM  | COM              | 37954N206 | 246   | 17500   | SH  | SOLE |
| GOLD FIELDS LTD NEW SPON ADR (  | COM              | 38059T106 | 59931 | 3924749 | SH  | SOLE |
| GOLD RESOURCE CORP COM          | COM              | 38068T105 | 1586  | 85000   | SH  | SOLE |
| GOLDCORP INC (US)               | COM              | 380956409 | 40361 | 927408  | SH  | SOLE |
| GOLDMAN SACHS GR                | COM              | 38141G104 | 3701  | 25600   | SH  | SOLE |

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|----------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| GOODRICH B F CO COM              | COM              | 382388106 | 737                | 10000              | SH         |              | SOLE              |         |
| GOOGLE INC-CL A                  | COM              | 38259P508 | 32284              | 61400              | SH         |              | SOLE              |         |
| GORMAN RUPP CO                   | COM              | 383082104 | 10197              | 370000             | SH         |              | SOLE              |         |
| GP STRATEGIES CORP COM           | COM              | 36225V104 | 1073               | 118000             | SH         |              | SOLE              |         |
| GRACO INC COM                    | COM              | 384109104 | 4918               | 155000             | SH         |              | SOLE              |         |
| GRAFTECH INTERNATIONAL           | COM              | 384313102 | 23028              | 1473350            | SH         |              | SOLE              |         |
| GRAPHIC PACKAGING HLDG CO COM    | COM              | 388689101 | 67                 | 20000              | SH         |              | SOLE              |         |
| GRAY TELEVISION, INC             | COM              | 389375106 | 802                | 399000             | SH         |              | SOLE              |         |
| GRAY TELEVISION, INC CL A        | COM              | 389375205 | 38                 | 21000              | SH         |              | SOLE              |         |
| GREAT ATLA & PAC 5.125% 6/15/2   | CONVERTIBLE BOND | 390064AJ2 | 10350              | 14300000           | PRN        |              | SOLE              |         |
| GREAT ATLANTIC & PAC TEA INCCO   | COM              | 390064103 | 3810               | 962000             | SH         |              | SOLE              |         |
| GREAT PLAINS ENERGY INC. (B: G   | COM              | 391164100 | 42846              | 2267000            | SH         |              | SOLE              |         |
| GREATBATCH INC                   | COM              | 39153L106 | 928                | 40000              | SH         |              | SOLE              |         |
| GREEN MTN COFFEE ROASTERS INCO   | COM              | 393122106 | 1279               | 41000              | SH         |              | SOLE              |         |
| GREENBRIER COS INC               | COM              | 393657101 | 1325               | 85000              | SH         |              | SOLE              |         |
| GREIF INC CL A                   | COM              | 397624107 | 25373              | 431224             | SH         |              | SOLE              |         |
| GREIF INC CL B                   | COM              | 397624206 | 21413              | 373043             | SH         |              | SOLE              |         |
| GRIFFIN LAND & NUR               | COM              | 398231100 | 14162              | 535617             | SH         |              | SOLE              |         |
| GRIFFON CORP COM                 | COM              | 398433102 | 16944              | 1389994            | SH         |              | SOLE              |         |
| GRUPO TELEVISIVA SA DE CV ADR (B | COM              | 40049J206 | 41772              | 2207800            | SH         |              | SOLE              |         |
| GSE SYS INC COM                  | COM              | 36227K106 | 129                | 38419              | SH         |              | SOLE              |         |



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|                                |     |           |       |         |    |                    |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| GYRODYNE CO AMER INC COM       | COM | 403820103 | 768   | 10000   | SH | SOLE               |
| H R BLOCK INC                  | COM | 093671105 | 6915  | 534000  | SH | SOLE               |
| HAIN CELESTIAL GROUP INC       | COM | 405217100 | 11894 | 496000  | SH | SOLE               |
| HALLIBURTON COMPANY            | COM | 406216101 | 62320 | 1884500 | SH | SOLE               |
| HANESBRANDS INC COM            | COM | 410345102 | 2974  | 115000  | SH | SOLE               |
| HANSEN NAT CORP COM            | COM | 411310105 | 559   | 12000   | SH | SOLE               |
| HARLEY DAVIDSON INC            | COM | 412822108 | 1905  | 67000   | SH | SOLE               |
| HARMAN INTL INDS INC NEW COM   | COM | 413086109 | 10447 | 312700  | SH | SOLE               |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 15762 | 1396100 | SH | SOLE               |
| HARTE HANKS INC                | COM | 416196103 | 210   | 18000   | SH | SOLE               |
| HAWAIIAN ELEC INDS INC COM     | COM | 419870100 | 13682 | 607000  | SH | SOLE               |
| HAWK CORP CL A                 | COM | 420089104 | 65    | 1500    | SH | SOLE               |
| HAWKINS INC COM                | COM | 420261109 | 4357  | 123000  | SH | SOLE               |
| HEADWATERS INC COM             | COM | 42210P102 | 360   | 100000  | SH | SOLE               |
| HEALTH GRADES INC COM          | COM | 42218Q102 | 5735  | 700200  | SH | SOLE               |
| HEALTHWAYS INC COM             | COM | 422245100 | 349   | 30000   | SH | SOLE               |
| HEELYS INC COM                 | COM | 42279M107 | 79    | 33000   | SH | SOLE               |
| HEICO CORP NEW COM             | COM | 422806109 | 228   | 5000    | SH | SOLE               |
| HEINZ, H J COMPANY             | COM | 423074103 | 20416 | 431000  | SH | SOLE               |
| HELLENIC TELECOMMUNICATIONS AD | COM | 423325307 | 1016  | 281800  | SH | SOLE               |
| HERLEY INDS INC COM            | COM | 427398102 | 12623 | 765002  | SH | SOLE               |
| HERSHEY COMPANY (THE)          | COM | 427866108 | 24794 | 521000  | SH | SOLE               |
| HESKA CORP COM NEW RESTRICTED  | COM | 42805E207 | 18    | 40000   | SH | SOLE               |
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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HESS CORP                       | COM            | 42809H107 | 20385              | 344800             | SH         |              | SOLE               |         |
| HEWITT ASSOCS INC COM           | COM            | 42822Q100 | 7927               | 157183             | SH         |              | SOLE               |         |
| HEWLETT PACKARD CO              | COM            | 428236103 | 505                | 12000              | SH         |              | SOLE               |         |
| HICKORY TECH CORP COM           | COM            | 429060106 | 1001               | 117400             | SH         |              | SOLE               |         |
| HOLOGIC INC COM                 | COM            | 436440101 | 560                | 35000              | SH         |              | SOLE               |         |
| HOME DEPOT INC                  | COM            | 437076102 | 19166              | 605000             | SH         |              | SOLE               |         |
| HOME INNS & HOTELS MANAG-ADR    | COM            | 43713W107 | 1386               | 28000              | SH         |              | SOLE               |         |
| HONEYWELL INT'L INC             | COM            | 438516106 | 81772              | 1861000            | SH         |              | SOLE               |         |
| HOOPER HOLMES INC COM           | COM            | 439104100 | 43                 | 60300              | SH         |              | SOLE               |         |
| HOSPIRA INC COM                 | COM            | 441060100 | 6556               | 115000             | SH         |              | SOLE               |         |
| HOST HOTELS & RESORTS INC       | COM            | 44107P104 | 209                | 14422              | SH         |              | SOLE               |         |
| HSBC HLDGS PLC ADR SPON NEW     | COM            | 404280406 | 4401               | 87000              | SH         |              | SOLE               |         |
| HSN INC COM                     | COM            | 404303109 | 6544               | 219000             | SH         |              | SOLE               |         |
| HUANENG PWR INTL INC SPON ADR   | COM            | 443304100 | 4147               | 167500             | SH         |              | SOLE               |         |
| HUDSON CITY BANCORP INC COM     | COM            | 443683107 | 1103               | 90000              | SH         |              | SOLE               |         |
| HUDSON VALLEY HOLDING CORP COM  | COM            | 444172100 | 254                | 13000              | SH         |              | SOLE               |         |
| HUNTSMAN CORP COM               | COM            | 447011107 | 10982              | 950000             | SH         |              | SOLE               |         |
| IAC INTERACTIVECORP COM PAR \$. | COM            | 44919P508 | 8774               | 334000             | SH         |              | SOLE               |         |
| IAMGOLD CORP (USD) COM          | COM            | 450913108 | 12840              | 725000             | SH         |              | SOLE               |         |
| IBERO-AMERICA FUND INC          | MUTUAL FUNDS   | 45082X103 | 72                 | 11000              | SH         |              | SOLE               |         |
| ICU MEDICAL INC                 | COM            | 44930G107 | 895                | 24000              | SH         |              | SOLE               |         |
| ICX TECHNOLOGIES INC COM        | COM            | 44934T105 | 272                | 36000              | SH         |              | SOLE               |         |
| IDEX CORP                       | COM            | 45167R104 | 42612              | 1200000            | SH         |              | SOLE               |         |
| IMAX CORP COM                   | COM            | 45245E109 | 396                | 23500              | SH         |              | SOLE               |         |
| IMMUCOR INC COM                 | COM            | 452526106 | 775                | 39100              | SH         |              | SOLE               |         |
| INGERSOLL-RAND PLC              | COM            | G47791101 | 2535               | 71000              | SH         |              | SOLE               |         |
| INGLES MKTS INC CL A            | COM            | 457030104 | 15633              | 941200             | SH         |              | SOLE               |         |
| INSITUFORM TECHNOLOGIES INC CL  | COM            | 457667103 | 799                | 33000              | SH         |              | SOLE               |         |
| INSPIRE PHARMACEUTICALS INC CO  | COM            | 457733103 | 149                | 25000              | SH         |              | SOLE               |         |
| INTEGRYS ENERGY GROUP INC       | COM            | 45822P105 | 40893              | 785500             | SH         |              | SOLE               |         |
| INTEL CORP                      | COM            | 458140100 | 42240              | 2200000            | SH         |              | SOLE               |         |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| INTERACTIVE BROKERS            | COM              | 45841N107 | 1514  | 88000   | SH  | SOLE               |
| INTERMEC INC                   | COM              | 458786100 | 9612  | 784000  | SH  | SOLE               |
| INTERNAP NETWORK SVCS CORP COM | COM              | 45885A300 | 187   | 38000   | SH  | SOLE               |
| INTERNATIONAL BUSINESS         | COM              | 459200101 | 44239 | 329800  | SH  | SOLE               |
| INTERNATIONAL GAME TECH        | COM              | 459902102 | 6329  | 438000  | SH  | SOLE               |
| INTERNATIONAL PAPER CO         | COM              | 460146103 | 8700  | 400000  | SH  | SOLE               |
| INTERNATIONAL RECTIFIER CORPCO | COM              | 460254105 | 1012  | 48000   | SH  | SOLE               |
| INTERNATIONAL SPEEDWAY A       | COM              | 460335201 | 390   | 16000   | SH  | SOLE               |
| INTERPUBLIC 4.250% 03/15/23    | CONVERTIBLE BOND | 460690BA7 | 3740  | 3400000 | PRN | SOLE               |
| INTERPUBLIC GROUP COS INC      | COM              | 460690100 | 32096 | 3200000 | SH  | SOLE               |
| INTERVAL LEISURE GROUP INC COM | COM              | 46113M108 | 1549  | 115000  | SH  | SOLE               |
| INTL FLAVORS & FRAGRANCES      | COM              | 459506101 | 22853 | 471000  | SH  | SOLE               |
| INVESCO LTD                    | COM              | G491BT108 | 2654  | 125000  | SH  | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| IRIS INTL INC COM              | COM              | 46270W105 | 2832               | 295000             | SH         |              | SOLE                |         |
| ITRON INC                      | COM              | 465741106 | 245                | 4000               | SH         |              | SOLE                |         |
| ITT EDUCATIONAL SVCS INC COM   | COM              | 45068B109 | 773                | 11000              | SH         |              | SOLE                |         |
| ITT INDUSTRIES                 | COM              | 450911102 | 59661              | 1274000            | SH         |              | SOLE                |         |
| IVANHOE MINES LTD COM          | COM              | 46579N103 | 18006              | 769140             | SH         |              | SOLE                |         |
| J & J SNACK FOODS CORP         | COM              | 466032109 | 1048               | 25000              | SH         |              | SOLE                |         |
| J.P. MORGAN CHASE & CO         | COM              | 46625H100 | 38834              | 1020325            | SH         |              | SOLE                |         |
| JA SOLAR HOLD CO 4.500% 05/15/ | CONVERTIBLE BOND | 466090AA5 | 284                | 300000             | PRN        |              | SOLE                |         |
| JA SOLAR HOLDINGS CO LTD SPON  | COM              | 466090107 | 233                | 25000              | SH         |              | SOLE                |         |
| JANUS CAP GROUP INC COM        | COM              | 47102X105 | 15132              | 1381900            | SH         |              | SOLE                |         |
| JANUS CAPITAL 3.250% 07/15/14  | CONVERTIBLE BOND | 47102XAG0 | 2271               | 2000000            | PRN        |              | SOLE                |         |
| JARDEN CORPORATION             | COM              | 471109108 | 249                | 8000               | SH         |              | SOLE                |         |
| JOHNSON CONTROLS               | COM              | 478366107 | 27709              | 908500             | SH         |              | SOLE                |         |
| JOHNSON & JOHNSON              | COM              | 478160104 | 37176              | 600000             | SH         |              | SOLE                |         |
| JOURNAL COMM INC-A             | COM              | 481130102 | 5254               | 1165000            | SH         |              | SOLE                |         |
| JOY GLOBAL INC COM             | COM              | 481165108 | 4676               | 66500              | SH         |              | SOLE                |         |
| KAMAN CORP                     | COM              | 483548103 | 24719              | 943119             | SH         |              | SOLE                |         |
| KANSAS CITY SOUTHERN           | COM              | 485170302 | 898                | 24000              | SH         |              | SOLE                |         |
| KAR AUCTION SVCS INC COM       | COM              | 48238T109 | 1135               | 90000              | SH         |              | SOLE                |         |
| KBW INC                        | COM              | 482423100 | 1280               | 50000              | SH         |              | SOLE                |         |
| KEITHLEY INSTRS INC COM        | COM              | 487584104 | 2280               | 106000             | SH         |              | SOLE                |         |
| KELLOGG CO                     | COM              | 487836108 | 6061               | 120000             | SH         |              | SOLE                |         |
| KEMET CORP COM                 | COM              | 488360108 | 1186               | 355000             | SH         |              | SOLE                |         |
| KENNAMETAL INC COM             | COM              | 489170100 | 1376               | 44500              | SH         |              | SOLE                |         |
| KEY ENERGY SVCS INC COM        | COM              | 492914106 | 666                | 70000              | SH         |              | SOLE                |         |
| KID BRANDS, INC. COM           | COM              | 49375T100 | 100                | 11600              | SH         |              | SOLE                |         |
| KIMBERLY CLARK CORP            | COM              | 494368103 | 34477              | 530000             | SH         |              | SOLE                |         |
| KINDER MORGAN EGY PTNS L P UT  | COM              | 494550106 | 1370               | 20000              | SH         |              | SOLE                |         |
| KINETIC CONCEPTS INC COM NEW   | COM              | 49460W208 | 1829               | 50000              | SH         |              | SOLE                |         |
| KING PHARMACEUTICALS INC COM   | COM              | 495582108 | 100                | 10000              | SH         |              | SOLE                |         |
| KINROSS GOLD CORP COM NO PAR   | COM              | 496902404 | 60555              | 3222722            | SH         |              | SOLE                |         |
| KKR & CO. L.P                  | COM              | 48248M102 | 9170               | 865072             | SH         |              | SOLE                |         |
| KONINKLIJKE PHILIPS ELECTRS SP | COM              | 500472303 | 1190               | 38000              | SH         |              | SOLE                |         |
| KOREA ELEC PWR CO SPONSORED AD | COM              | 500631106 | 6762               | 523000             | SH         |              | SOLE                |         |
| KRAFT FOODS INC CL A COM       | COM              | 50075N104 | 74148              | 2402728            | SH         |              | SOLE                |         |
| KROGER CO                      | COM              | 501044101 | 2556               | 118000             | SH         |              | SOLE                |         |
| KT CORP SPON ADR               | COM              | 48268K101 | 205                | 10000              | SH         |              | SOLE                |         |
| KYOCERA CORP ADR               | COM              | 501556203 | 904                | 9500               | SH         |              | SOLE                |         |
| L 3 COMMUNICATIONS             | COM              | 502424104 | 289                | 4000               | SH         |              | SOLE                |         |
| LABORATORY CORP AMER HLDGS COM | COM              | 50540R409 | 3059               | 39000              | SH         |              | SOLE                |         |
| LACLEDE GROUP INC              | COM              | 505597104 | 6127               | 178000             | SH         |              | SOLE                |         |

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LAKES ENTERTAINMENT INC COM COM 51206P109 197 116000 SH SOLE  
 LAMAR ADVERTISING CO CL A COM 512815101 700 22000 SH SOLE  
 LANCE INC COM COM 514606102 2130 100013 SH SOLE  
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LANDAUER INC                   | COM              | 51476K103 | 10898              | 174000             | SH         |              | SOLE               |         |
| LAS VEGAS SANDS CORP           | COM              | 517834107 | 35338              | 1014000            | SH         |              | SOLE               |         |
| LAWSON SOFTWARE INC NEW COM    | COM              | 52078P102 | 88                 | 10410              | SH         |              | SOLE               |         |
| LAYNE CHRISTENSEN CO COM       | COM              | 521050104 | 9336               | 360600             | SH         |              | SOLE               |         |
| LDK SOLAR CO LTD SPONSORED ADR | COM              | 50183L107 | 278                | 27000              | SH         |              | SOLE               |         |
| LEAR CORP COM NEW              | COM              | 521865204 | 316                | 4000               | SH         |              | SOLE               |         |
| LEGG MASON INC COM             | COM              | 524901105 | 39767              | 1312000            | SH         |              | SOLE               |         |
| LENDER PROCESSING SVCS INC COM | COM              | 52602E102 | 1130               | 34000              | SH         |              | SOLE               |         |
| LEUCADIA NATL CORP COM         | COM              | 527288104 | 5792               | 245200             | SH         |              | SOLE               |         |
| LEVEL 3 COMMUNICATIONS INC COM | COM              | 52729N100 | 33                 | 35000              | SH         |              | SOLE               |         |
| LIBERTY GLOBAL INC COM SER A   | COM              | 530555101 | 36915              | 1198150            | SH         |              | SOLE               |         |
| LIBERTY GLOBAL INC COM SER C   | COM              | 530555309 | 18325              | 599645             | SH         |              | SOLE               |         |
| LIBERTY MEDIA CORP NEW LIB STA | COM              | 53071M708 | 11103              | 171000             | SH         |              | SOLE               |         |
| LIBERTY MEDIA HLDG CORP INT CO | COM              | 53071M104 | 13011              | 949000             | SH         |              | SOLE               |         |
| LIBERTY MEDIA-CAP SER A        | COM              | 53071M302 | 38420              | 738000             | SH         |              | SOLE               |         |
| LIFE TECHNOLOGIES CORP COM     | COM              | 53217V109 | 9525               | 204000             | SH         |              | SOLE               |         |
| LIFEWAY FOODS INC COM          | COM              | 531914109 | 2893               | 275000             | SH         |              | SOLE               |         |
| LILLY, ELI AND COMPANY         | COM              | 532457108 | 22758              | 623000             | SH         |              | SOLE               |         |
| LIN TV CORP CL A               | COM              | 532774106 | 3774               | 850000             | SH         |              | SOLE               |         |
| LINCOLN ELEC HLDGS INC COM     | COM              | 533900106 | 2833               | 49000              | SH         |              | SOLE               |         |
| LINDSAY CORP                   | COM              | 535555106 | 3076               | 71000              | SH         |              | SOLE               |         |
| LITTELFUSE INC                 | COM              | 537008104 | 1748               | 40000              | SH         |              | SOLE               |         |
| LIVE NATION INC                | COM              | 538034109 | 345                | 34910              | SH         |              | SOLE               |         |
| LOCKHEED MARTIN CORP COM       | COM              | 539830109 | 1034               | 14500              | SH         |              | SOLE               |         |
| LOEWS CORP                     | COM              | 540424108 | 8035               | 212000             | SH         |              | SOLE               |         |
| LSI LOGIC CORP COM             | COM              | 502161102 | 6156               | 1353000            | SH         |              | SOLE               |         |
| LUFKIN INDS INC COM            | COM              | 549764108 | 38764              | 883000             | SH         |              | SOLE               |         |
| L-1 IDENTITY SOLUTIONS INC     | COM              | 50212A106 | 10498              | 895000             | SH         |              | SOLE               |         |
| M & T BK CORP COM              | COM              | 55261F104 | 12926              | 158000             | SH         |              | SOLE               |         |
| MACQUARIE INFRASTRUCTURE COMPA | COM              | 55608B105 | 2677               | 172700             | SH         |              | SOLE               |         |
| MACROVISION CORP 2.625% 08/15/ | CONVERTIBLE BOND | 555904AB7 | 562                | 300000             | PRN        |              | SOLE               |         |
| MACY'S INC                     | COM              | 55616P104 | 32243              | 1397000            | SH         |              | SOLE               |         |
| MADISON SQUARE GARDEN A        | COM              | 55826P100 | 34751              | 1647750            | SH         |              | SOLE               |         |
| MAGNETEK INC COM               | COM              | 559424106 | 1165               | 882300             | SH         |              | SOLE               |         |
| MAINE & MARITIMES CORP         | COM              | 560377103 | 1715               | 38190              | SH         |              | SOLE               |         |
| MANITOWOC CO COM               | COM              | 563571108 | 2470               | 204000             | SH         |              | SOLE               |         |
| MARATHON OIL CORP COM          | COM              | 565849106 | 23236              | 702000             | SH         |              | SOLE               |         |
| MARCUS CORP COM                | COM              | 566330106 | 1789               | 151000             | SH         |              | SOLE               |         |
| MARINE PRODS CORP COM          | COM              | 568427108 | 2210               | 360000             | SH         |              | SOLE               |         |
| MARSH & MCLENNAN COS INC COM   | COM              | 571748102 | 17463              | 724000             | SH         |              | SOLE               |         |
| MARTHA STEWART LIVING OMNI     | COM              | 573083102 | 830                | 175000             | SH         |              | SOLE               |         |
| MARTIN MARIETTA MTLs INC COM   | COM              | 573284106 | 493                | 6400               | SH         |              | SOLE               |         |
| MASTERCARD INC COM             | COM              | 57636Q104 | 28157              | 125700             | SH         |              | SOLE               |         |
| MATRIX INITIATIVES INC COM     | COM              | 57685L105 | 117                | 23000              | SH         |              | SOLE               |         |
| PORTVUE-SEC13F.LNP             |                  |           |                    |                    |            |              | GABELLI FUNDS, LLC |         |
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|                                |                  |           |       |         |    |      |
|--------------------------------|------------------|-----------|-------|---------|----|------|
| MATTEL INC                     | COM              | 577081102 | 751   | 32000   | SH | SOLE |
| MATTHEWS INTL CORP CL A        | COM              | 577128101 | 1132  | 32000   | SH | SOLE |
| MCAFFEE INC COM                | COM              | 579064106 | 81264 | 1719500 | SH | SOLE |
| MCCORMICK & CO INC NON VOTING  | COM              | 579780206 | 757   | 18000   | SH | SOLE |
| MCGRAW HILL COMPANIES, INC.    | COM              | 580645109 | 12414 | 375500  | SH | SOLE |
| MCKESSON HBOC INC.             | COM              | 58155Q103 | 1143  | 18500   | SH | SOLE |
| MDS INC COM                    | COM              | 55269P302 | 505   | 50000   | SH | SOLE |
| MDU RES GROUP INC COM          | COM              | 552690109 | 599   | 30000   | SH | SOLE |
| MEAD JOHNSON                   | COM              | 582839106 | 23068 | 405346  | SH | SOLE |
| MEDALLION FINANCIAL CORP       | COM              | 583928106 | 296   | 38000   | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC COM | COM              | 58405U102 | 6508  | 125000  | SH | SOLE |
| MEDIA GENERAL CL A             | COM              | 584404107 | 16451 | 1836000 | SH | SOLE |
| MEDIACOM COMMUNICATIONS CORPCL | COM              | 58446K105 | 945   | 142500  | SH | SOLE |
| MEDTRONIC INC COM              | COM              | 585055106 | 1007  | 30000   | SH | SOLE |
| MELCO PBL ENTERTAINMENT-ADR    | COM              | 585464100 | 456   | 90000   | SH | SOLE |
| MEMC ELECTRONICS               | COM              | 552715104 | 238   | 20000   | SH | SOLE |
| MENTOR GRAPHICS CORP COM       | COM              | 587200106 | 856   | 81000   | SH | SOLE |
| MERCK & COMPANY                | COM              | 58933Y105 | 22294 | 605650  | SH | SOLE |
| MEREDITH CORP                  | COM              | 589433101 | 9727  | 292000  | SH | SOLE |
| MET PRO CORP COM               | COM              | 590876306 | 1534  | 152001  | SH | SOLE |
| METHODE ELECTRS INC CL A       | COM              | 591520200 | 908   | 100000  | SH | SOLE |
| MGE ENERGY INC                 | COM              | 55277P104 | 15876 | 401000  | SH | SOLE |
| MGM RESORTS INTERNATIONAL      | COM              | 552953101 | 5877  | 521000  | SH | SOLE |
| MGP INGREDIENTS INC COM        | COM              | 55302G103 | 550   | 70000   | SH | SOLE |
| MICROSOFT CORP                 | COM              | 594918104 | 34947 | 1427000 | SH | SOLE |
| MIDAS GROUP INC COM            | COM              | 595626102 | 5909  | 776500  | SH | SOLE |
| MIDDLEBY CORP COM              | COM              | 596278101 | 1585  | 25000   | SH | SOLE |
| MIDDLESEX WTR CO COM           | COM              | 596680108 | 2010  | 119333  | SH | SOLE |
| MILLICOM INTL CELLULAR S A SHS | COM              | L6388F110 | 29054 | 302800  | SH | SOLE |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 1750  | 175732  | SH | SOLE |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 1     | 74535   | SH | SOLE |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 1     | 38363   | SH | SOLE |
| MKS INSTRS INC COM             | COM              | 55306N104 | 363   | 20187   | SH | SOLE |
| MOBILE TELESYSTEMS OJSC ADR SP | COM              | 607409109 | 610   | 28750   | SH | SOLE |
| MODINE MFG CO                  | COM              | 607828100 | 11115 | 857000  | SH | SOLE |
| MOLEX INC CL A                 | COM              | 608554200 | 769   | 44000   | SH | SOLE |
| MOLYCORP INC DEL COM           | COM              | 608753109 | 2900  | 102500  | SH | SOLE |
| MONRO MUFFLER BRAKE INC        | COM              | 610236101 | 692   | 15000   | SH | SOLE |
| MONSANTO CO NEW COM            | COM              | 61166W101 | 20038 | 418058  | SH | SOLE |
| MONSTER WORLDWIDE INC COM      | COM              | 611742107 | 2177  | 168000  | SH | SOLE |
| MOODYS CORP COM                | COM              | 615369105 | 2448  | 98000   | SH | SOLE |
| MOOG INC CL A                  | COM              | 615394202 | 3196  | 90000   | SH | SOLE |
| MOOG INC CL B                  | COM              | 615394301 | 580   | 16100   | SH | SOLE |
| MORGAN STANLEY                 | COM              | 617446448 | 10440 | 423000  | SH | SOLE |
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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| MOSAIC CO/THE              | COM            | 61945A107 | 6904               | 117500             | SH         | SOLE         |                   |         |
| MOSY INC                   | COM            | 619718109 | 176                | 36000              | SH         | SOLE         |                   |         |
| MOTOROLA INC               | COM            | 620076109 | 3113               | 365000             | SH         | SOLE         |                   |         |
| MOVADO GROUP INC COM       | COM            | 624580106 | 500                | 46000              | SH         | SOLE         |                   |         |
| MUELLER INDS INC COM       | COM            | 624756102 | 4000               | 151000             | SH         | SOLE         |                   |         |
| MUELLER WATER PRODUCTS INC | COM            | 624758108 | 154                | 51009              | SH         | SOLE         |                   |         |
| MURPHY OIL CORP COM        | COM            | 626717102 | 28359              | 458000             | SH         | SOLE         |                   |         |
| MVC CAP COM                | COM            | 553829102 | 1297               | 100000             | SH         | SOLE         |                   |         |
| MWI VETERINARY SUPPLY INC  | COM            | 55402X105 | 2309               | 40000              | SH         | SOLE         |                   |         |

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|                                |                  |           |        |         |     |                    |
|--------------------------------|------------------|-----------|--------|---------|-----|--------------------|
| MYERS INDS INC                 | COM              | 628464109 | 12863  | 1497467 | SH  | SOLE               |
| MYLAN LABS INC COM             | COM              | 628530107 | 941    | 50000   | SH  | SOLE               |
| NABORS INDS INC 0.940% 05/15/1 | CONVERTIBLE BOND | 629568AP1 | 1986   | 2000000 | PRN | SOLE               |
| NABORS INDUSTRIES LTD SHS      | COM              | G6359F103 | 5870   | 325000  | SH  | SOLE               |
| NARA BANCORP INC COM           | COM              | 63080P105 | 2009   | 285000  | SH  | SOLE               |
| NATHANS FAMOUS INC NEW COM     | COM              | 632347100 | 2232   | 140000  | SH  | SOLE               |
| NATIONAL FUEL GAS CO N J COM   | COM              | 636180101 | 114604 | 2212000 | SH  | SOLE               |
| NATIONAL GRID PLC              | COM              | 636274300 | 2431   | 56877   | SH  | SOLE               |
| NATIONAL PRESTO INDS INC       | COM              | 637215104 | 7453   | 70000   | SH  | SOLE               |
| NAVISTAR INTL CORP 3% 10/15/20 | CONVERTIBLE BOND | 63934EAL2 | 684    | 600000  | PRN | SOLE               |
| NAVISTAR INTL CORP COM         | COM              | 63934E108 | 37928  | 869100  | SH  | SOLE               |
| NBTY INC COM                   | COM              | 628782104 | 11018  | 200400  | SH  | SOLE               |
| NCR CORP NEW COM               | COM              | 62886E108 | 9309   | 683000  | SH  | SOLE               |
| NEOGEN CORP COM                | COM              | 640491106 | 271    | 8000    | SH  | SOLE               |
| NETEZZA CORP COM               | COM              | 64111N101 | 30063  | 1115500 | SH  | SOLE               |
| NETFLIX COM INC COM            | COM              | 64110L106 | 324    | 2000    | SH  | SOLE               |
| NEW ALLIANCE BANCSHARES INC CO | COM              | 650203102 | 7593   | 601700  | SH  | SOLE               |
| NEW GERMANY FD COM (B:GF US)   | MUTUAL FUNDS     | 644465106 | 1811   | 125695  | SH  | SOLE               |
| NEW YORK CMNTY BANCORP INC COM | COM              | 649445103 | 3088   | 190000  | SH  | SOLE               |
| NEW YORK TIMES CO CLASS A      | COM              | 650111107 | 232    | 30000   | SH  | SOLE               |
| NEWMARKET CORP COM             | COM              | 651587107 | 4672   | 41100   | SH  | SOLE               |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 7691   | 5250000 | PRN | SOLE               |
| NEWMONT MINING CORP HOLDING CO | COM              | 651639106 | 168794 | 2687371 | SH  | SOLE               |
| NEWS CORP CL A                 | COM              | 65248E104 | 74102  | 5674000 | SH  | SOLE               |
| NEWS CORP CL B                 | COM              | 65248E203 | 1356   | 90016   | SH  | SOLE               |
| NEXEN INC COM                  | COM              | 65334H102 | 2211   | 110000  | SH  | SOLE               |
| NEXTERA ENERGY INC COM         | COM              | 65339F101 | 56022  | 1030000 | SH  | SOLE               |
| NICOR INC COM                  | COM              | 654086107 | 14983  | 327000  | SH  | SOLE               |
| NIGHTHAWK RADIOLOGY HLDGS INCO | COM              | 65411N105 | 1860   | 291600  | SH  | SOLE               |
| NII HLDGS INC CL B NEW         | COM              | 62913F201 | 370    | 9000    | SH  | SOLE               |
| NIKE INC CL B                  | COM              | 654106103 | 1058   | 13200   | SH  | SOLE               |
| NIPPON TELEG&TEL CORP ADR (B:N | COM              | 654624105 | 263    | 12000   | SH  | SOLE               |
| NISOURCE INC                   | COM              | 65473P105 | 9361   | 538000  | SH  | SOLE               |
| NOBILITY HOMES INC COM         | COM              | 654892108 | 732    | 77500   | SH  | SOLE               |
| NOBLE CORPORATION BAAR NAMEN - | COM              | H5833N103 | 15952  | 472100  | SH  | SOLE               |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NOKIA CORP SPONSORED ADR (B:NO | COM            | 654902204 | 251                | 25000              | SH         |              | SOLE               |         |
| NORDSON CORP COM               | COM            | 655663102 | 221                | 3000               | SH         |              | SOLE               |         |
| NORTHEAST UTILS COM            | COM            | 664397106 | 39624              | 1340000            | SH         |              | SOLE               |         |
| NORTHERN DYNASTY MINERALS LTCO | COM            | 66510M204 | 2000               | 235000             | SH         |              | SOLE               |         |
| NORTHERN TRUST CORP            | COM            | 665859104 | 3329               | 69000              | SH         |              | SOLE               |         |
| NORTHROP GRUMMAN CORP (B:NOC)  | COM            | 666807102 | 3638               | 60000              | SH         |              | SOLE               |         |
| NORTHWEST NAT GAS CO COM       | COM            | 667655104 | 1186               | 25000              | SH         |              | SOLE               |         |
| NORTHWESTERN CORP COM NEW      | COM            | 668074305 | 23735              | 832800             | SH         |              | SOLE               |         |
| NOVARTIS AG - ADR (B:NVS US)   | COM            | 66987V109 | 14879              | 258000             | SH         |              | SOLE               |         |
| NOVELL INC                     | COM            | 670006105 | 119                | 20000              | SH         |              | SOLE               |         |
| NRG ENERGY INC COM NEW         | COM            | 629377508 | 9890               | 475000             | SH         |              | SOLE               |         |
| NSTAR COM                      | COM            | 67019E107 | 50840              | 1292000            | SH         |              | SOLE               |         |
| NU HORIZONS ELECTRS CORP COM   | COM            | 669908105 | 1059               | 152400             | SH         |              | SOLE               |         |
| NV ENERGY INC COM              | COM            | 67073Y106 | 460                | 35000              | SH         |              | SOLE               |         |
| NYMAGIC INC COM                | COM            | 629484106 | 442                | 17200              | SH         |              | SOLE               |         |
| NYSE EURONEXT COM              | COM            | 629491101 | 2286               | 80000              | SH         |              | SOLE               |         |
| O REILLY AUTOMOTIVE INC COM    | COM            | 686091109 | 52429              | 985500             | SH         |              | SOLE               |         |
| OCCIDENTAL PETE CORP           | COM            | 674599105 | 50034              | 639000             | SH         |              | SOLE               |         |
| OCEANEERING INTL INC COM       | COM            | 675232102 | 10395              | 193000             | SH         |              | SOLE               |         |

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|                                |              |           |       |         |    |                    |
|--------------------------------|--------------|-----------|-------|---------|----|--------------------|
| OCH ZIFF CAP MGMT GROUP CL A   | COM          | 67551U105 | 4261  | 286000  | SH | SOLE               |
| OGE ENERGY CORP COM            | COM          | 670837103 | 36142 | 906500  | SH | SOLE               |
| OIL DRI CORP AMER COM          | COM          | 677864100 | 3018  | 140300  | SH | SOLE               |
| OIL SVC HOLDRS TR OIL SVC HOLD | MUTUAL FUNDS | 678002106 | 7185  | 63500   | SH | SOLE               |
| OLIN CORP COM PAR \$1.         | COM          | 680665205 | 4435  | 220000  | SH | SOLE               |
| OMNOVA SOLUTIONS INC COM       | COM          | 682129101 | 9814  | 1365000 | SH | SOLE               |
| ONEOK INC NEW COM              | COM          | 682680103 | 28736 | 638000  | SH | SOLE               |
| OPKO HEALTH INC COM            | COM          | 68375N103 | 224   | 100000  | SH | SOLE               |
| ORIENT-EXPRESS HOTELS LTD COM  | COM          | G67743107 | 2921  | 262000  | SH | SOLE               |
| ORITANI FINL CORP DEL COM      | COM          | 68633D103 | 2096  | 210000  | SH | SOLE               |
| ORMAT TECHNOLOGIES INC         | COM          | 686688102 | 2771  | 95000   | SH | SOLE               |
| ORTHOFIX INTL N V ORD          | COM          | N6748L102 | 3283  | 104500  | SH | SOLE               |
| OSTEOTECH INC COM              | COM          | 688582105 | 2968  | 459504  | SH | SOLE               |
| OTIX GLOBAL INC                | COM          | 68906N200 | 1648  | 159500  | SH | SOLE               |
| OTTER TAIL CORPORATION COM     | COM          | 689648103 | 10621 | 520900  | SH | SOLE               |
| OUTDOOR HLDGS INC (NEW)        | COM          | 690027206 | 199   | 36000   | SH | SOLE               |
| OWENS ILL INC COM NEW          | COM          | 690768403 | 3536  | 126000  | SH | SOLE               |
| OWENS & MINOR INC NEW COM      | COM          | 690732102 | 5059  | 177750  | SH | SOLE               |
| PACCAR INC                     | COM          | 693718108 | 14589 | 303000  | SH | SOLE               |
| PACTIV CORP COM                | COM          | 695257105 | 21734 | 659000  | SH | SOLE               |
| PAIN THERAPEUTICS INC COM      | COM          | 69562K100 | 2688  | 435000  | SH | SOLE               |
| PALOMAR MED TECHNOLOGIES INCCO | COM          | 697529303 | 3357  | 325000  | SH | SOLE               |
| PARK ELECTROCHEMICAL CORP COM  | COM          | 700416209 | 8060  | 306000  | SH | SOLE               |
| PARK OHIO HLDGS CORP COM       | COM          | 700666100 | 4562  | 343000  | SH | SOLE               |
| PARKER HANNIFIN CORP           | COM          | 701094104 | 841   | 12000   | SH | SOLE               |
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|                                |              |           |       |         |    | GABELLI FUNDS, LLC |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| PATTERSON COMPANIES INC        | COM              | 703395103 | 3023               | 105500             | SH         |              | SOLE              |    |
| PATTERSON-UTI ENERGY INC COM   | COM              | 703481101 | 769                | 45000              | SH         |              | SOLE              |    |
| PEABODY ENERGY CORP COM        | COM              | 704549104 | 9645               | 196800             | SH         |              | SOLE              |    |
| PEETS COFFEE & TEA INC COM     | COM              | 705560100 | 1466               | 42840              | SH         |              | SOLE              |    |
| PENFORD CORP COM               | COM              | 707051108 | 323                | 70000              | SH         |              | SOLE              |    |
| PENN NATIONAL GAMING INC COM   | COM              | 707569109 | 3494               | 118000             | SH         |              | SOLE              |    |
| PENNICHUCK CORP COM NEW        | COM              | 708254206 | 8924               | 388000             | SH         |              | SOLE              |    |
| PENTAIR INC COM                | COM              | 709631105 | 1782               | 53000              | SH         |              | SOLE              |    |
| PEP BOYS MANNY MOE & JACK      | COM              | 713278109 | 4867               | 460000             | SH         |              | SOLE              |    |
| PEPCO HLDGS INC COM            | COM              | 713291102 | 5124               | 275500             | SH         |              | SOLE              |    |
| PEPSICO INC                    | COM              | 713448108 | 55473              | 834927             | SH         |              | SOLE              |    |
| PETROBRAS BRASILEIRO ADR SPONS | COM              | 71654V408 | 29955              | 825900             | SH         |              | SOLE              |    |
| PETROBRAS BRASILEIRO SPON ADR  | COM              | 71654V101 | 5809               | 177000             | SH         |              | SOLE              |    |
| PETROCHINA CO LTD SPONSORED AD | COM              | 71646E100 | 2061               | 17700              | SH         |              | SOLE              |    |
| PFIZER INC                     | COM              | 717081103 | 33117              | 1928790            | SH         |              | SOLE              |    |
| PG&E CORP COM                  | COM              | 69331C108 | 4042               | 89000              | SH         |              | SOLE              |    |
| PHH CORP COM NEW               | COM              | 693320202 | 379                | 18000              | SH         |              | SOLE              |    |
| PHHM 3.25% 5/15/2024           | CONVERTIBLE BOND | 696639AB9 | 289                | 450000             | PRN        |              | SOLE              |    |
| PHILIP MORRIS INTL INC COM     | COM              | 718172109 | 5742               | 102500             | SH         |              | SOLE              |    |
| PHILLIPINE LONG DISTANCE TEL S | COM              | 718252604 | 6381               | 106600             | SH         |              | SOLE              |    |
| PHOENIX COS INC NEW COM        | COM              | 71902E109 | 50                 | 24000              | SH         |              | SOLE              |    |
| PHOENIX TECHNOLOGIES LTD COM   | COM              | 719153108 | 234                | 60000              | SH         |              | SOLE              |    |
| PIEDMONT NAT GAS INC COM       | COM              | 720186105 | 3741               | 129000             | SH         |              | SOLE              |    |
| PIER 1 IMPORTS INC SHS BEN INT | COM              | 720279108 | 442                | 54000              | SH         |              | SOLE              |    |
| PINNACLE ENTMT INC COM         | COM              | 723456109 | 6683               | 599400             | SH         |              | SOLE              |    |
| PINNACLE WEST CAP CORP COM     | COM              | 723484101 | 18737              | 454000             | SH         |              | SOLE              |    |
| PLANTRONICS                    | COM              | 727493108 | 405                | 12000              | SH         |              | SOLE              |    |
| PNC FINANCIAL CORP             | COM              | 693475105 | 15521              | 299000             | SH         |              | SOLE              |    |
| PNM RES INC                    | COM              | 69349H107 | 27564              | 2420000            | SH         |              | SOLE              |    |

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|                                |              |           |       |        |    |                    |
|--------------------------------|--------------|-----------|-------|--------|----|--------------------|
| POLO RALPH LAUREN CORP         | COM          | 731572103 | 1168  | 13000  | SH | SOLE               |
| POLYPORE INTL INC COM          | COM          | 73179V103 | 498   | 16500  | SH | SOLE               |
| POPULAR INC COM                | COM          | 733174106 | 1827  | 630137 | SH | SOLE               |
| PORTUGAL TELECOM ADR (B:PT US) | COM          | 737273102 | 5345  | 404000 | SH | SOLE               |
| POTASH CORP SASK INC           | COM          | 73755L107 | 7778  | 54000  | SH | SOLE               |
| PPL CORP COM                   | COM          | 69351T106 | 1367  | 50200  | SH | SOLE               |
| PRECISION CASTPARTS CORP       | COM          | 740189105 | 74793 | 587300 | SH | SOLE               |
| PRG-SCHULTZ INTERNATIONAL INCO | COM          | 69357C503 | 73    | 12800  | SH | SOLE               |
| PRIMEDIA INC COM NEW           | COM          | 74157K846 | 661   | 174000 | SH | SOLE               |
| PRIVATEBANCORP INC COM         | COM          | 742962103 | 171   | 15000  | SH | SOLE               |
| PROCTER & GAMBLE COMPANY       | COM          | 742718109 | 57661 | 961500 | SH | SOLE               |
| PROGRESS ENERGY INC COM        | COM          | 743263105 | 32515 | 732000 | SH | SOLE               |
| PROLOGIS SH BEN INT            | COM          | 743410102 | 424   | 36000  | SH | SOLE               |
| PROSHARES TR ULTRASHT DOW30    | MUTUAL FUNDS | 74347R867 | 4900  | 200000 | SH | SOLE               |
| PROSHARES TR ULTRSHRT 20YRS    | COM          | 74347R297 | 313   | 10000  | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PROSHARES TR ULTRSHRT 7-10Y    | COM              | 74347R313 | 354                | 9000               | SH         |              | SOLE               |         |
| PROSHARES TRUST ULTRA FNCLS NE | ETF/ISHARE - EQU | 74347X633 | 1359               | 25000              | SH         |              | SOLE               |         |
| PROVIDENCE SERV 6.500% 05/15/1 | CONVERTIBLE BOND | 743815AB8 | 284                | 300000             | PRN        |              | SOLE               |         |
| PROVIDENCE & WORCESTER RR COCO | COM              | 743737108 | 1902               | 154000             | SH         |              | SOLE               |         |
| PSS WORLD MED INC COM          | COM              | 69366A100 | 941                | 44000              | SH         |              | SOLE               |         |
| PSYCHIATRIC SOLUTIONS INC COM  | COM              | 74439H108 | 4529               | 135000             | SH         |              | SOLE               |         |
| PT INDOSAT TBK SPONSORED ADR   | COM              | 744383100 | 359                | 11800              | SH         |              | SOLE               |         |
| PT TELEKOMUNIKASI INDONESIA (B | COM              | 715684106 | 923                | 22360              | SH         |              | SOLE               |         |
| PUBLIC SVC ENTERPRISES COM     | COM              | 744573106 | 14959              | 452200             | SH         |              | SOLE               |         |
| QUAKER CHEM CORP COM           | COM              | 747316107 | 765                | 23500              | SH         |              | SOLE               |         |
| QUALCOMM INC COM               | COM              | 747525103 | 7718               | 171000             | SH         |              | SOLE               |         |
| QUIDEL CORP COM                | COM              | 74838J101 | 4396               | 400000             | SH         |              | SOLE               |         |
| QWEST COMMUNICATIONS INTL.     | COM              | 749121109 | 5850               | 933000             | SH         |              | SOLE               |         |
| RALCORP HOLDINGS INC           | COM              | 751028101 | 15322              | 262000             | SH         |              | SOLE               |         |
| RANDGOLD RES LTD ADR           | COM              | 752344309 | 119439             | 1177200            | SH         |              | SOLE               |         |
| RAYONIER INC COM               | COM              | 754907103 | 1553               | 30984              | SH         |              | SOLE               |         |
| RAYTHEON COMPANY               | COM              | 755111507 | 457                | 10000              | SH         |              | SOLE               |         |
| REGAL ENTERTAINMENT GROUP      | COM              | 758766109 | 472                | 36000              | SH         |              | SOLE               |         |
| RENESOLA LTD SPONS ADS         | COM              | 75971T103 | 875                | 70000              | SH         |              | SOLE               |         |
| REPSOL YPF S A ADR SPONSORED   | COM              | 76026T205 | 7796               | 303000             | SH         |              | SOLE               |         |
| REPUBLIC SVCS INC CL A         | COM              | 760759100 | 44942              | 1474000            | SH         |              | SOLE               |         |
| RESEARCH IN MOTION LTD COM     | COM              | 760975102 | 243                | 5000               | SH         |              | SOLE               |         |
| RES-CARE INC COM               | COM              | 760943100 | 11954              | 900865             | SH         |              | SOLE               |         |
| RGC RES INC COM                | COM              | 74955L103 | 287                | 9500               | SH         |              | SOLE               |         |
| RIO TINTO LTD ADR SPONSORED (B | COM              | 767204100 | 20473              | 348600             | SH         |              | SOLE               |         |
| ROBBINS & MYERS INC            | COM              | 770196103 | 3555               | 132730             | SH         |              | SOLE               |         |
| ROCHESTER MED CORP COM         | COM              | 771497104 | 2408               | 220742             | SH         |              | SOLE               |         |
| ROCKWELL AUTOMATION INC (B:ROK | COM              | 773903109 | 48952              | 793000             | SH         |              | SOLE               |         |
| ROCKWELL COLLINS INC COM       | COM              | 774341101 | 3379               | 58000              | SH         |              | SOLE               |         |
| ROCKWOOD HLDGS INC COM         | COM              | 774415103 | 3147               | 100000             | SH         |              | SOLE               |         |
| ROGERS COMMUNICATIONS CL B     | COM              | 775109200 | 99845              | 2667500            | SH         |              | SOLE               |         |
| ROLLINS INC                    | COM              | 775711104 | 55469              | 2372500            | SH         |              | SOLE               |         |
| ROPER 1.481% 01/15/34          | CONVERTIBLE BOND | 776696AA4 | 1117               | 1400000            | PRN        |              | SOLE               |         |
| ROPER INDS INC NEW             | COM              | 776696106 | 2086               | 32000              | SH         |              | SOLE               |         |
| ROVI CORP COM                  | COM              | 779376102 | 1210               | 24000              | SH         |              | SOLE               |         |
| ROWAN COS INC                  | COM              | 779382100 | 30724              | 1012000            | SH         |              | SOLE               |         |
| ROYAL BK CDA MONTREAL QUE COM  | COM              | 780087102 | 2867               | 55000              | SH         |              | SOLE               |         |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM              | 780259206 | 23396              | 388000             | SH         |              | SOLE               |         |
| ROYAL GOLD INC COM             | COM              | 780287108 | 22237              | 446174             | SH         |              | SOLE               |         |

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|                           |           |           |       |         |    |                    |
|---------------------------|-----------|-----------|-------|---------|----|--------------------|
| ROYCE VALUE TR INC        | COM       | 780910105 | 1353  | 111420  | SH | SOLE               |
| RPC INC. COMMON           | COM       | 749660106 | 33560 | 1586000 | SH | SOLE               |
| RTI BIOLOGICS INC COM     | COM       | 74975N105 | 763   | 290000  | SH | SOLE               |
| RUSH ENTERPRISES INC CL B | COM       | 781846308 | 3988  | 290000  | SH | SOLE               |
| S1 CORP                   | COM       | 78463B101 | 52    | 10000   | SH | SOLE               |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SAFeway INC COM NEW            | COM              | 786514208 | 16611              | 785000             | SH         |              | SOLE               |         |
| SALEM COMMUNICATIONS CORP DECL | COM              | 794093104 | 1894               | 635700             | SH         |              | SOLE               |         |
| SALLY BEAUTY HLDGS INC COM     | COM              | 79546E104 | 10518              | 939100             | SH         |              | SOLE               |         |
| SANDERS MORRIS HARRIS GROUP CO | COM              | 80000Q104 | 66                 | 11600              | SH         |              | SOLE               |         |
| SANDISK CORP 1.000% 05/15/13   | CONVERTIBLE BOND | 80004CAC5 | 15242              | 16500000           | PRN        |              | SOLE               |         |
| SANDISK CORP COM               | COM              | 80004C101 | 2895               | 79000              | SH         |              | SOLE               |         |
| SANDRIDGE ENERGY INC COM       | COM              | 80007P307 | 136                | 23885              | SH         |              | SOLE               |         |
| SARA LEE CORP COM              | COM              | 803111103 | 38994              | 2903500            | SH         |              | SOLE               |         |
| SASOL LTD ADR SPONSORED        | COM              | 803866300 | 6772               | 151200             | SH         |              | SOLE               |         |
| SAUER INC                      | COM              | 804137107 | 852                | 40000              | SH         |              | SOLE               |         |
| SCANA CORP NEW COM             | COM              | 80589M102 | 15503              | 384500             | SH         |              | SOLE               |         |
| SCHEIN HENRY INC COM           | COM              | 806407102 | 8869               | 151400             | SH         |              | SOLE               |         |
| SCHIFF NUTRITION INTL INC COM  | COM              | 806693107 | 6979               | 851100             | SH         |              | SOLE               |         |
| SCHLUMBERGER                   | COM              | 806857108 | 10282              | 166896             | SH         |              | SOLE               |         |
| SCHULMAN A INC COM             | COM              | 808194104 | 1294               | 64200              | SH         |              | SOLE               |         |
| SCHWAB CHARLES CORP NEW        | COM              | 808513105 | 6047               | 435000             | SH         |              | SOLE               |         |
| SCHWEITZER-MAUDUIT INTL INC CO | COM              | 808541106 | 1458               | 25000              | SH         |              | SOLE               |         |
| SCRIPPS E W CO OHIO CL A       | COM              | 811054402 | 4633               | 588000             | SH         |              | SOLE               |         |
| SCRIPPS NETWORKS INTERAC       | COM              | 811065101 | 26264              | 552000             | SH         |              | SOLE               |         |
| SEALED AIR CORP NEW            | COM              | 81211K100 | 495                | 22000              | SH         |              | SOLE               |         |
| SEARCHMEDIA HLDGS LTD WTS      | WARRANT AND RIGH | G8005Y114 | 84                 | 219500             | SH         |              | SOLE               |         |
| SEARCHMEDIA HOLDINGS LTD       | COM              | G8005Y106 | 863                | 331900             | SH         |              | SOLE               |         |
| SEMPRA ENERGY COM              | COM              | 816851109 | 9684               | 180000             | SH         |              | SOLE               |         |
| SENSIENT TECHNOLOGIES CORP     | COM              | 81725T100 | 27258              | 894000             | SH         |              | SOLE               |         |
| SHAW COMMUNICATIONS CL B NON V | COM              | 82028K200 | 13162              | 598000             | SH         |              | SOLE               |         |
| SHENANDOAH TELECOMMUNICATIONCD | COM              | 82312B106 | 1744               | 96000              | SH         |              | SOLE               |         |
| SINCLAIR BROAD 6.000% 09/15/12 | CONVERTIBLE BOND | 829226AV1 | 16098              | 16200000           | PRN        |              | SOLE               |         |
| SINCLAIR BROADCAST GROUP INCCL | COM              | 829226109 | 2176               | 310000             | SH         |              | SOLE               |         |
| SIRIUS XM RADIO INC COM        | COM              | 82967N108 | 540                | 450000             | SH         |              | SOLE               |         |
| SJW CORP COM                   | COM              | 784305104 | 15113              | 613600             | SH         |              | SOLE               |         |
| SK TELECOM LTD SPONSORED ADR ( | COM              | 78440P108 | 3138               | 179600             | SH         |              | SOLE               |         |
| SKYLINE CORP                   | COM              | 830830105 | 6607               | 326100             | SH         |              | SOLE               |         |
| SL INDS INC COM                | COM              | 784413106 | 2694               | 192000             | SH         |              | SOLE               |         |
| SLM CORP COM                   | COM              | 78442P106 | 10568              | 915000             | SH         |              | SOLE               |         |
| SMART BALANCE INC COM          | COM              | 83169Y108 | 1048               | 270000             | SH         |              | SOLE               |         |
| SMITH A O CORP COM             | COM              | 831865209 | 1563               | 27000              | SH         |              | SOLE               |         |
| SMUCKER J M CO COM NEW         | COM              | 832696405 | 6725               | 111100             | SH         |              | SOLE               |         |
| SONESTA INTL HOTELS CORP CL A  | COM              | 835438409 | 2551               | 175200             | SH         |              | SOLE               |         |
| SONOCO PRODS CO COM            | COM              | 835495102 | 2675               | 80000              | SH         |              | SOLE               |         |
| SONY CORP-ADR (B:SNE US)       | COM              | 835699307 | 1546               | 50000              | SH         |              | SOLE               |         |
| SORL AUTO PTS INC COM          | COM              | 78461U101 | 1386               | 160000             | SH         |              | SOLE               |         |
| SOUTH JERSEY INDS INC COM      | COM              | 838518108 | 5194               | 105000             | SH         |              | SOLE               |         |
| SOUTHERN CO                    | COM              | 842587107 | 16944              | 455000             | SH         |              | SOLE               |         |
| SOUTHERN UN CO NEW COM         | COM              | 844030106 | 34261              | 1424000            | SH         |              | SOLE               |         |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SOUTHWEST GAS CORP             | COM              | 844895102 | 47577              | 1416400            | SH         |              | SOLE               |         |
| SOUTHWESTERN ENERGY CO COM     | COM              | 845467109 | 9865               | 295000             | SH         |              | SOLE               |         |
| SPARTAN MTRS INC COM           | COM              | 846819100 | 373                | 80375              | SH         |              | SOLE               |         |
| SPECTRA ENERGY CORP COM        | COM              | 847560109 | 41199              | 1827000            | SH         |              | SOLE               |         |
| SPRINT NEXTEL CORP             | COM              | 852061100 | 54435              | 11757000           | SH         |              | SOLE               |         |
| SPTN 3 3/8 5/27                | CONVERTIBLE BOND | 846822AE4 | 561                | 630000             | PRN        |              | SOLE               |         |
| ST JUDE MEDICAL CENTER INC     | COM              | 790849103 | 8643               | 219700             | SH         |              | SOLE               |         |
| ST. JOE COMPANY                | COM              | 790148100 | 16041              | 645000             | SH         |              | SOLE               |         |
| STAMPS.COM INC (NEW)           | COM              | 852857200 | 2067               | 158990             | SH         |              | SOLE               |         |
| STANDARD MTR PRODS INC CLASS A | COM              | 853666105 | 9245               | 878000             | SH         |              | SOLE               |         |
| STANDEX INTL CORP              | COM              | 854231107 | 1693               | 70000              | SH         |              | SOLE               |         |
| STARRETT L S CO CL A           | COM              | 855668109 | 2226               | 213000             | SH         |              | SOLE               |         |
| STARWOOD HOTELS & RESORTS WRLD | COM              | 85590A401 | 11487              | 218600             | SH         |              | SOLE               |         |
| STATE STREET CORP              | COM              | 857477103 | 11599              | 308000             | SH         |              | SOLE               |         |
| STATOIL ASA SPONSORED ADR      | COM              | 85771P102 | 19793              | 943400             | SH         |              | SOLE               |         |
| STERLING BANCORP COM           | COM              | 859158107 | 3459               | 398000             | SH         |              | SOLE               |         |
| STEWART ENTERPRISES INC CL A   | COM              | 860370105 | 1240               | 230000             | SH         |              | SOLE               |         |
| STILLWATER MINING              | COM              | 86074Q102 | 877                | 52100              | SH         |              | SOLE               |         |
| STONERIDGE INC                 | COM              | 86183P102 | 1892               | 180000             | SH         |              | SOLE               |         |
| STRATTEC SECURITY CORP.        | COM              | 863111100 | 4867               | 195000             | SH         |              | SOLE               |         |
| STRYKER CORP                   | COM              | 863667101 | 3218               | 64300              | SH         |              | SOLE               |         |
| STUDENT LN CORP COM            | COM              | 863902102 | 1886               | 63500              | SH         |              | SOLE               |         |
| SUNCOR ENERGY INC              | COM              | 867224107 | 18863              | 579500             | SH         |              | SOLE               |         |
| SUNOCO INC COM                 | COM              | 86764P109 | 5475               | 150000             | SH         |              | SOLE               |         |
| SUNPOWER CORP COM CL B         | COM              | 867652307 | 180                | 13000              | SH         |              | SOLE               |         |
| SUNTRUST BANKS INC             | COM              | 867914103 | 1343               | 52000              | SH         |              | SOLE               |         |
| SUPERIOR INDS INTL INC         | COM              | 868168105 | 7603               | 440000             | SH         |              | SOLE               |         |
| SUPERVALU INC COMMON           | COM              | 868536103 | 3171               | 275000             | SH         |              | SOLE               |         |
| SWS GROUP INC                  | COM              | 78503N107 | 3406               | 475000             | SH         |              | SOLE               |         |
| SYCAMORE NETWORKS INC COM NEW  | COM              | 871206405 | 2852               | 88000              | SH         |              | SOLE               |         |
| SYNERON MEDICAL LTD ORD SHS    | COM              | M87245102 | 139                | 14000              | SH         |              | SOLE               |         |
| SYNGENTA AG ADR SPONSORED      | COM              | 87160A100 | 747                | 15000              | SH         |              | SOLE               |         |
| T ROWE PRICE GROUP INC         | COM              | 74144T108 | 19025              | 380000             | SH         |              | SOLE               |         |
| TAKE-TWO INTERACTIVE SOFTWARE  | COM              | 874054109 | 12569              | 1239500            | SH         |              | SOLE               |         |
| TALBOTS INC WARRANTS           | WARRANT AND RIGH | 874161110 | 1176               | 420000             | SH         |              | SOLE               |         |
| TALECRIS BIOTHERAPEUTICS       | COM              | 874227101 | 1098               | 48000              | SH         |              | SOLE               |         |
| TD AMERITRADE HLDG CORP COM    | COM              | 87236Y108 | 2584               | 160000             | SH         |              | SOLE               |         |
| TECH OPS SEVCON INC            | COM              | 878293109 | 1246               | 240000             | SH         |              | SOLE               |         |
| TECHNITROL INC COM             | COM              | 878555101 | 263                | 59740              | SH         |              | SOLE               |         |
| TECO ENERGY INC COM            | COM              | 872375100 | 5889               | 340000             | SH         |              | SOLE               |         |
| TELE NORTE LESTE PARTICIPACO A | COM              | 879246106 | 4176               | 296596             | SH         |              | SOLE               |         |
| TELECOM ARGENTINA SA ADR       | COM              | 879273209 | 4300               | 203000             | SH         |              | SOLE               |         |
| TELECOM ITALIA SPA ADR         | COM              | 87927Y102 | 5363               | 385000             | SH         |              | SOLE               |         |
| TELECOM NEW ZEALAND ADR(R:STVM | COM              | 879278208 | 199                | 26400              | SH         |              | SOLE               |         |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TELEFLEX INC                   | COM            | 879369106 | 284                | 5000               | SH         |              | SOLE               |         |
| TELEFONICA DE ESPANA SA ADR (B | COM            | 879382208 | 38743              | 522495             | SH         |              | SOLE               |         |
| TELEFONOS DE MEXICO ADR REP (B | COM            | 879403780 | 5464               | 366000             | SH         |              | SOLE               |         |
| TELEPHONE & DATA SYS INC SPL C | COM            | 879433860 | 34085              | 1202300            | SH         |              | SOLE               |         |
| TELEPHONE & DATA SYSTEM INC.   | COM            | 879433100 | 55983              | 1706800            | SH         |              | SOLE               |         |
| TELUS CORP NON VTG SHS         | COM            | 87971M202 | 5976               | 141100             | SH         |              | SOLE               |         |
| TENARIS S A SPONSORED ADR      | COM            | 88031M109 | 18841              | 490400             | SH         |              | SOLE               |         |

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|                                |                  |           |       |         |     |      |
|--------------------------------|------------------|-----------|-------|---------|-----|------|
| TENET HEALTHCARE CORP COM      | COM              | 88033G100 | 4814  | 1020000 | SH  | SOLE |
| TENNANT CO                     | COM              | 880345103 | 9054  | 293000  | SH  | SOLE |
| TENNECO AUTOMOTIVE INC COM     | COM              | 880349105 | 18587 | 641600  | SH  | SOLE |
| TEREX CORP NEW COM             | COM              | 880779103 | 2753  | 120100  | SH  | SOLE |
| TESORO PETE CORP COM           | COM              | 881609101 | 6065  | 454000  | SH  | SOLE |
| TEVA PHARMACEUTICAL INDS LTDAD | COM              | 881624209 | 791   | 15000   | SH  | SOLE |
| TEXAS INDS INC COM             | COM              | 882491103 | 2005  | 63600   | SH  | SOLE |
| TEXAS INSTRUMENTS INC          | COM              | 882508104 | 32079 | 1182000 | SH  | SOLE |
| TEXTRON INC                    | COM              | 883203101 | 19900 | 967880  | SH  | SOLE |
| THE SCOTTS MIRACLE GRO CO      | COM              | 810186106 | 1035  | 20000   | SH  | SOLE |
| THERMO FISHER SCIENTIFIC INC   | COM              | 883556102 | 2011  | 42000   | SH  | SOLE |
| THOMAS & BETTS CORP            | COM              | 884315102 | 53326 | 1300000 | SH  | SOLE |
| THOR INDS INC COM              | COM              | 885160101 | 902   | 27000   | SH  | SOLE |
| TIER TECHNOLOGIES INC CL B     | COM              | 88650Q100 | 89    | 16000   | SH  | SOLE |
| TIFFANY & CO NEW COM           | COM              | 886547108 | 1382  | 29400   | SH  | SOLE |
| TIM PARTICIPACOE SA-ADR        | COM              | 88706P106 | 2278  | 69066   | SH  | SOLE |
| TIME WARNER CABLE INC COM      | COM              | 88732J207 | 15225 | 282000  | SH  | SOLE |
| TIME WARNER INC COM            | COM              | 887317303 | 48427 | 1580000 | SH  | SOLE |
| TIVO INC                       | COM              | 888706108 | 7214  | 796200  | SH  | SOLE |
| TOOTSIE ROLL INDS INC          | COM              | 890516107 | 16454 | 661324  | SH  | SOLE |
| TOTAL SA ADR (B:TOT US)        | COM              | 89151E109 | 14320 | 277518  | SH  | SOLE |
| TRACTOR SUPPLY CO COM          | COM              | 892356106 | 12929 | 326000  | SH  | SOLE |
| TRANS LUX CORP                 | COM              | 893247106 | 150   | 299000  | SH  | SOLE |
| TRANSACT TECHNOLOGIES INC COM  | COM              | 892918103 | 359   | 44850   | SH  | SOLE |
| TRANSOCEAN INC 1.625% 12/15/20 | CONVERTIBLE BOND | 893830AU3 | 3285  | 3300000 | PRN | SOLE |
| TRANSOCEAN LTD ZUG NAMEN AKT   | COM              | H8817H100 | 16600 | 258200  | SH  | SOLE |
| TRAVELERS COMPANIES INC        | COM              | 89417E109 | 18548 | 356000  | SH  | SOLE |
| TREDEGAR INDS INC              | COM              | 894650100 | 3701  | 195000  | SH  | SOLE |
| TREE COM INC COM               | COM              | 894675107 | 555   | 84886   | SH  | SOLE |
| TRIDENT MICROSYSTEMS INC COM   | COM              | 895919108 | 599   | 350000  | SH  | SOLE |
| TRIMBLE NAV LTD COM            | COM              | 896239100 | 2383  | 68000   | SH  | SOLE |
| TRIMERIS INC COM               | COM              | 896263100 | 50    | 20000   | SH  | SOLE |
| TRINA SOLAR LIMITED SPON ADR   | COM              | 89628E104 | 453   | 15000   | SH  | SOLE |
| TRINITY INDS INC               | COM              | 896522109 | 4053  | 182000  | SH  | SOLE |
| TUPPERWARE CORP COM            | COM              | 899896104 | 229   | 5000    | SH  | SOLE |
| TURKCELL ILETISIM HIZMETLERISP | COM              | 900111204 | 6721  | 401000  | SH  | SOLE |
| TW TELECOM INC                 | COM              | 87311L104 | 6221  | 335000  | SH  | SOLE |

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GABELLI FUNDS, LLC

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| TWIN DISC INC COM              | COM            | 901476101 | 725                | 52000              | SH         |              | SOLE                |         |
| TYCO ELECTRONICS LTD           | COM            | H8912P106 | 16692              | 571250             | SH         |              | SOLE                |         |
| TYCO INTERNATIONAL LTD SHS     | COM            | H89128104 | 41683              | 1134860            | SH         |              | SOLE                |         |
| TYLER TECHNOLOGIES INC COM     | COM            | 902252105 | 6048               | 300000             | SH         |              | SOLE                |         |
| TYSON FOODS INC                | COM            | 902494103 | 6328               | 395000             | SH         |              | SOLE                |         |
| UIL HLDG CORP COM              | COM            | 902748102 | 1924               | 68331              | SH         |              | SOLE                |         |
| ULTRA PETROLEUM CORP COM       | COM            | 903914109 | 11280              | 268700             | SH         |              | SOLE                |         |
| UNICA CORP COM                 | COM            | 904583101 | 23326              | 1111835            | SH         |              | SOLE                |         |
| UNILEVER N V NEW YORK SHS N    | COM            | 904784709 | 2331               | 78000              | SH         |              | SOLE                |         |
| UNION DRILLING INC COM         | COM            | 90653P105 | 112                | 25000              | SH         |              | SOLE                |         |
| UNISOURCE ENERGY CORP COM      | COM            | 909205106 | 17785              | 532000             | SH         |              | SOLE                |         |
| UNITED GUARDIAN INC COM        | COM            | 910571108 | 685                | 48000              | SH         |              | SOLE                |         |
| UNITED NAT FOODS INC COM       | COM            | 911163103 | 4306               | 130000             | SH         |              | SOLE                |         |
| UNITED RENTALS INC COM         | COM            | 911363109 | 890                | 60000              | SH         |              | SOLE                |         |
| UNITED STATES CELLULAR CORP    | COM            | 911684108 | 41690              | 906900             | SH         |              | SOLE                |         |
| UNITED STATES OIL FUND LP UNIT | MUTUAL FUNDS   | 91232N108 | 2543               | 73000              | SH         |              | SOLE                |         |
| UNITED TECHNOLOGIES CORP       | COM            | 913017109 | 11610              | 163000             | SH         |              | SOLE                |         |

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|                                |           |           |       |         |    |                    |
|--------------------------------|-----------|-----------|-------|---------|----|--------------------|
| UNITEDHEALTH GROUP INC COM     | COM       | 91324P102 | 14553 | 414500  | SH | SOLE               |
| UNITIL CORP                    | COM       | 913259107 | 1822  | 83000   | SH | SOLE               |
| UNITRIN INC                    | COM       | 913275103 | 1439  | 59000   | SH | SOLE               |
| UNIVERSAL DISPLAY CORP COM     | COM       | 91347P105 | 776   | 33000   | SH | SOLE               |
| UNIVERSAL TECHNICAL INST INCCO | COM       | 913915104 | 4307  | 220300  | SH | SOLE               |
| UTILITIES HOLDERS TR DEP RCPT  | COM       | 918019100 | 2359  | 24000   | SH | SOLE               |
| VALE S A ADR                   | COM       | 91912E105 | 6577  | 210315  | SH | SOLE               |
| VALERO ENERGY CORP COM         | COM       | 91913Y100 | 5272  | 301100  | SH | SOLE               |
| VALMONT INDS INC               | COM       | 920253101 | 2744  | 37900   | SH | SOLE               |
| VALUE LINE INC                 | COM       | 920437100 | 277   | 20000   | SH | SOLE               |
| VALUECLICK INC COM             | COM       | 92046N102 | 1635  | 125000  | SH | SOLE               |
| VARIAN MED SYS INC COM         | COM       | 92220P105 | 2541  | 42000   | SH | SOLE               |
| VASCULAR SOLUTIONS INC COM     | COM       | 92231M109 | 1435  | 125000  | SH | SOLE               |
| VECTREN INC.                   | COM       | 92240G101 | 15108 | 584000  | SH | SOLE               |
| VERIZON COMMUNICATIONS         | COM       | 92343V104 | 85607 | 2626784 | SH | SOLE               |
| VIACOM INC NEW CL A            | COM       | 92553P102 | 84522 | 2108300 | SH | SOLE               |
| VIACOM INC NEW CL B            | COM       | 92553P201 | 1773  | 49000   | SH | SOLE               |
| VIASAT INC COM                 | COM       | 92552V100 | 452   | 11000   | SH | SOLE               |
| VICOR CORP COM                 | COM       | 925815102 | 1388  | 95000   | SH | SOLE               |
| VILLAGE SUPER MKT INC CL A NEW | COM       | 927107409 | 1816  | 65000   | SH | SOLE               |
| VIMPELCOM LTD-SPON ADR-W/I     | COM       | 92719A106 | 28868 | 1944000 | SH | SOLE               |
| VISA INC-CLASS A SHRS          | COM       | 92826C839 | 6126  | 82500   | SH | SOLE               |
| VIVO PARTICIPACOES S A SPON AD | COM       | 92855S200 | 7179  | 264230  | SH | SOLE               |
| VODAFONE GROUP PLC-ADR         | COM       | 92857W209 | 27003 | 1088375 | SH | SOLE               |
| W D 40 COMPANY                 | COM       | 929236107 | 837   | 22000   | SH | SOLE               |
| WADDELL & REED FINL INC CL A   | COM       | 930059100 | 35459 | 1296000 | SH | SOLE               |
| WAL MART STORES INC            | COM       | 931142103 | 22050 | 412000  | SH | SOLE               |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| WALGREEN COMPANY               | COM            | 931422109 | 24053              | 718000             | SH         |              | SOLE                |         |
| WASHINGTON POST CO CL B        | COM            | 939640108 | 320                | 800                | SH         |              | SOLE                |         |
| WASTE MGMT INC DEL COM         | COM            | 94106L109 | 46605              | 1304000            | SH         |              | SOLE                |         |
| WATSCO INC CL B                | COM            | 942622101 | 431                | 7875               | SH         |              | SOLE                |         |
| WATSON PHARMACEUTICALS INC COM | COM            | 942683103 | 7447               | 176000             | SH         |              | SOLE                |         |
| WATTS WATER TECHNOLOGIES       | COM            | 942749102 | 27478              | 807000             | SH         |              | SOLE                |         |
| WAUSAU PAPER CORP              | COM            | 943315101 | 580                | 70000              | SH         |              | SOLE                |         |
| WEATHERFORD INTERNATIONAL LTD  | COM            | H27013103 | 37398              | 2187000            | SH         |              | SOLE                |         |
| WEBSTER FINL CORP WATERBURY CO | COM            | 947890109 | 176                | 10000              | SH         |              | SOLE                |         |
| WEIGHT WATCHERS INTL INC NEWCO | COM            | 948626106 | 624                | 20000              | SH         |              | SOLE                |         |
| WEIS MKTS INC                  | COM            | 948849104 | 2426               | 62000              | SH         |              | SOLE                |         |
| WELLS FARGO & CO NEW           | COM            | 949746101 | 52114              | 2075000            | SH         |              | SOLE                |         |
| WENDYS/ARBYS GROUP INC         | COM            | 950587105 | 761                | 168000             | SH         |              | SOLE                |         |
| WESCO FINL CORP COM            | COM            | 950817106 | 345                | 962                | SH         |              | SOLE                |         |
| WESTAR ENERGY INC              | COM            | 95709T100 | 51246              | 2115000            | SH         |              | SOLE                |         |
| WEYERHAEUSER CO                | COM            | 962166104 | 6304               | 400000             | SH         |              | SOLE                |         |
| WHOLE FOODS MKT INC COM        | COM            | 966837106 | 10947              | 295000             | SH         |              | SOLE                |         |
| WHX CORP                       | COM            | 929248607 | 3698               | 442400             | SH         |              | SOLE                |         |
| WILEY JOHN & SONS INC CL B     | COM            | 968223305 | 528                | 12800              | SH         |              | SOLE                |         |
| WILLAMETTE VY VINEYARD INC COM | COM            | 969136100 | 35                 | 10000              | SH         |              | SOLE                |         |
| WILLIAMS COS INC               | COM            | 969457100 | 4984               | 260800             | SH         |              | SOLE                |         |
| WILLIS GROUP HOLDINGS PUBLIC L | COM            | G96666105 | 655                | 21260              | SH         |              | SOLE                |         |
| WILMINGTON TR CORP COM         | COM            | 971807102 | 3799               | 423000             | SH         |              | SOLE                |         |
| WIMM BILL DANN FOODS OJSC SPON | COM            | 97263M109 | 1629               | 72000              | SH         |              | SOLE                |         |
| WINDSTREAM CORP COM            | COM            | 97381W104 | 786                | 64000              | SH         |              | SOLE                |         |
| WINN DIXIE STORES INC COM NEW  | COM            | 974280307 | 2567               | 360000             | SH         |              | SOLE                |         |
| WINNEBAGO INDS INC COM         | COM            | 974637100 | 240                | 23000              | SH         |              | SOLE                |         |

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|                                |                  |           |       |         |     |                    |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| WISCONSIN ENERGY CORP COM      | COM              | 976657106 | 23929 | 414000  | SH  | SOLE               |
| WOLVERINE WORLD WIDE INC COM   | COM              | 978097103 | 3104  | 107000  | SH  | SOLE               |
| WONDER AUTO TECHNOLOGY INC COM | COM              | 978166106 | 391   | 46000   | SH  | SOLE               |
| WOODWARD GOVERNOR CO COM       | COM              | 980745103 | 2269  | 70000   | SH  | SOLE               |
| WORLD WRESTLING ENTERTAINMENT  | COM              | 98156Q108 | 1377  | 99000   | SH  | SOLE               |
| WRIGHT MED GROUP INC COM       | COM              | 98235T107 | 1441  | 100000  | SH  | SOLE               |
| WRIGHT MEDICAL 2.625% 12/01/14 | CONVERTIBLE BOND | 98235TAA5 | 356   | 400000  | PRN | SOLE               |
| WUXI PHARMATECH CAYMAN INC SPO | COM              | 929352102 | 12304 | 717000  | SH  | SOLE               |
| WYNDHAM WORLDWIDE CORP COM     | COM              | 98310W108 | 494   | 18000   | SH  | SOLE               |
| WYNN RESORTS LTD COM           | COM              | 983134107 | 7983  | 92000   | SH  | SOLE               |
| XCEL ENERGY INC COM            | COM              | 98389B100 | 13139 | 572000  | SH  | SOLE               |
| XEROX CORP                     | COM              | 984121103 | 1087  | 105000  | SH  | SOLE               |
| YAHOO INC.                     | COM              | 984332106 | 17124 | 1208500 | SH  | SOLE               |
| YAMANA GOLD INC COM            | COM              | 98462Y100 | 15815 | 1387300 | SH  | SOLE               |
| YORK WTR CO COM                | COM              | 987184108 | 2421  | 151000  | SH  | SOLE               |
| YOUNG INNOVATIONS INC COM      | COM              | 987520103 | 415   | 14500   | SH  | SOLE               |
| ZEBRA TECHNOLOGIES CORP CL A   | COM              | 989207105 | 6122  | 182000  | SH  | SOLE               |
| PORTVUE-SEC13F.LNP             |                  |           |       |         |     | GABELLI FUNDS, LLC |
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|----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ZEP INC              | COM            | 98944B108 | 12888              | 739000             | SH         |              | SOLE               |         |
| ZHONGPIN INC COM     | COM            | 98952K107 | 326                | 20000              | SH         |              | SOLE               |         |
| ZIMMER HLDGS INC COM | COM            | 98956P102 | 7536               | 144000             | SH         |              | SOLE               |         |
| ZORAN CORP COM       | COM            | 98975F101 | 2445               | 320000             | SH         |              | SOLE               |         |
| ZYGO CORP COM        | COM            | 989855101 | 2202               | 224700             | SH         |              | SOLE               |         |
| ZYMOGENETICS INC COM | COM            | 98985T109 | 15470              | 1586651            | SH         |              | SOLE               |         |

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GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| A D C TELECOMMUNICATIONS NEW   | COM              | 000886309 | 14007              | 1105558            | SH         |              | SOLE               |         |
| ABRAXIS BIOSCIENCE INC NEW COM | COM              | 00383Y102 | 1276               | 16495              | SH         |              | SOLE               |         |
| ACCELRY'S INC COM              | COM              | 00430U103 | 126                | 18120              | SH         |              | SOLE               |         |
| ACTIVE PWR INC COM             | COM              | 00504W100 | 67                 | 50000              | SH         |              | SOLE               |         |
| ADCT 3 1/2 07/17(ADCT17)       | CONVERTIBLE BOND | 000886AF8 | 992                | 1000000            | PRN        |              | SOLE               |         |
| AES CORP COM                   | COM              | 00130H105 | 278                | 24500              | SH         |              | SOLE               |         |
| AGNICO-EAGLE MINES (USD)       | COM              | 008474108 | 249                | 3500               | SH         |              | SOLE               |         |
| AIRGAS INC COM                 | COM              | 009363102 | 1590               | 23400              | SH         |              | SOLE               |         |
| AIRTRAN HLDGS INC COM          | COM              | 00949P108 | 681                | 92700              | SH         |              | SOLE               |         |
| ALBERTO CULVER CO NEW COM      | COM              | 013078100 | 753                | 20000              | SH         |              | SOLE               |         |
| ALCON INC COM SHS              | COM              | H01301102 | 3920               | 23500              | SH         |              | SOLE               |         |
| ALLEGHENY ENERGY INC COM       | COM              | 017361106 | 1814               | 74000              | SH         |              | SOLE               |         |
| ALLIED DEFENSE GROUP INC COM   | COM              | 019118108 | 666                | 276548             | SH         |              | SOLE               |         |
| ALLIS CHALMERS ENERGY INC COM  | COM              | 019645506 | 1651               | 395881             | SH         |              | SOLE               |         |
| AMERICAN OIL & GAS INC NEW COM | COM              | 028723104 | 2592               | 320000             | SH         |              | SOLE               |         |
| AMERICAN PHYSICIANS CAP INC CO | COM              | 028884104 | 3672               | 88574              | SH         |              | SOLE               |         |
| AMERICAN PHYSICIANS SVC GROUCO | COM              | 028882108 | 271                | 8372               | SH         |              | SOLE               |         |
| AMERICREDIT CORP COM           | COM              | 03060R101 | 17231              | 704469             | SH         |              | SOLE               |         |
| AMKOR TECHNOLOGY INC COM       | COM              | 031652100 | 66                 | 10000              | SH         |              | SOLE               |         |
| AMSC US 10/10 C 31             | OPTION - CALL    |           | 9                  | 100                | SH         | CALL         | SOLE               |         |
| AMSC US 10/10 C 32             | OPTION - CALL    |           | 5                  | 100                | SH         | CALL         | SOLE               |         |
| AMTECH SYS INC COM PAR \$0.01N | COM              | 032332504 | 287                | 16000              | SH         |              | SOLE               |         |
| ARCSIGHT INC COM               | COM              | 039666102 | 8932               | 205100             | SH         |              | SOLE               |         |
| ASCENT SOLAR TECHNOLOGIES INCO | COM              | 043635101 | 38                 | 12000              | SH         |              | SOLE               |         |
| ATC TECHNOLOGY CORP            | COM              | 00211W104 | 2746               | 111000             | SH         |              | SOLE               |         |
| BANK OF AMERICA                | COM              | 060505104 | 1425               | 108729             | SH         |              | SOLE               |         |
| BANK OF NEW YORK MELLON CORP   | COM              | 064058100 | 314                | 12000              | SH         |              | SOLE               |         |
| BAXTER INTL INC COM            | COM              | 071813109 | 358                | 7500               | SH         |              | SOLE               |         |
| BEAZER HOMES USA INC COM       | COM              | 07556Q105 | 133                | 32200              | SH         |              | SOLE               |         |
| BECKMAN COULTER INC COM        | COM              | 075811109 | 395                | 8100               | SH         |              | SOLE               |         |
| BELO CORP                      | COM              | 080555105 | 238                | 38400              | SH         |              | SOLE               |         |
| BIOLASE TECHNOLOGY INC COM     | COM              | 090911108 | 12                 | 10000              | SH         |              | SOLE               |         |
| BLUELINK HLDGS INC COM         | COM              | 09624H109 | 145                | 36318              | SH         |              | SOLE               |         |
| BOSTON SCIENTIFIC CORP COM     | COM              | 101137107 | 233                | 38000              | SH         |              | SOLE               |         |
| BOWNE & CO INC COM             | COM              | 103043105 | 4662               | 411500             | SH         |              | SOLE               |         |
| BURGER KING HOLDING INC        | COM              | 121208201 | 7146               | 299259             | SH         |              | SOLE               |         |
| CABLEVISION SYS NY GROUP A     | COM              | 12686C109 | 249                | 9500               | SH         |              | SOLE               |         |
| CANADIAN SOLAR INC COM         | COM              | 136635109 | 293                | 18000              | SH         |              | SOLE               |         |
| CARDIAC SCIENCE CORP COM       | COM              | 14141A108 | 46                 | 25700              | SH         |              | SOLE               |         |
| CARNIVAL CORP CL A             | COM              | 143658300 | 955                | 25000              | SH         |              | SOLE               |         |
| CASEYS GEN STORES INC COM      | COM              | 147528103 | 1008               | 24137              | SH         |              | SOLE               |         |
| CBS CORP CLASS A               | COM              | 124857103 | 187                | 11750              | SH         |              | SOLE               |         |
| CELLU TISSUE HLDGS INC COM     | COM              | 151169109 | 1830               | 153356             | SH         |              | SOLE               |         |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CENTRAL EUROPEAN 3.000% 03/15/ | CONVERTIBLE BOND | 153435AA0 | 906                | 1000000            | PRN        |              | SOLE               |         |
| CEPHALON INC COM               | COM              | 156708109 | 306                | 4900               | SH         |              | SOLE               |         |
| CHEMED CORP 1.875% 05/15/14    | CONVERTIBLE BOND | 16359RAC7 | 557                | 575000             | PRN        |              | SOLE               |         |
| CHINA ARMCO METALS INC COM     | COM              | 16936C108 | 52                 | 15000              | SH         |              | SOLE               |         |
| CHINA HYDROELECTRIC CP-ADS WAR | WARRANT AND RIGH | G2112E145 | 12                 | 25000              | SH         |              | SOLE               |         |
| CHIPOTLE MEXICAN GRILL INC CL  | COM              | 169656105 | 1342               | 7800               | SH         |              | SOLE               |         |
| CHIQUITA BRANDS INTL INC COM   | COM              | 170032809 | 370                | 27967              | SH         |              | SOLE               |         |
| CIENA CORP 0.25% 5/1/2013      | CONVERTIBLE BOND | 171779AB7 | 888                | 1000000            | PRN        |              | SOLE               |         |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM              | 18451C109 | 160                | 14000              | SH         |              | SOLE               |         |
| CMS ENERGY 2.875% 12/01/24     | CONVERTIBLE BOND | 125896AW0 | 2855               | 2050000            | PRN        |              | SOLE               |         |
| COGENT INC COM                 | COM              | 19239Y108 | 1154               | 108500             | SH         |              | SOLE               |         |
| COMCAST CORP CL A SPL          | COM              | 20030N200 | 902                | 53000              | SH         |              | SOLE               |         |
| COMVERGE INC COM               | COM              | 205859101 | 393                | 50000              | SH         |              | SOLE               |         |
| CORCEPT THERAPEUTICS INC OC-CO | COM              | 218352102 | 125                | 32200              | SH         |              | SOLE               |         |
| CPI INTERNATIONAL INC COM      | COM              | 12618M100 | 424                | 30235              | SH         |              | SOLE               |         |
| CREE-US 10/10 C 60             | OPTION - CALL    |           | 7                  | 100                | SH         | CALL         | SOLE               |         |
| CRUCCELL N V SPONSORED ADR     | COM              | 228769105 | 1013               | 30444              | SH         |              | SOLE               |         |
| CUTERA INC COM                 | COM              | 232109108 | 99                 | 12200              | SH         |              | SOLE               |         |
| CYPRESS BIOSCIENCES INC COM PA | COM              | 232674507 | 1199               | 311329             | SH         |              | SOLE               |         |
| DELTA PETE CORP COM NEW        | COM              | 247907207 | 180                | 228800             | SH         |              | SOLE               |         |
| DIAMOND MGMT & TECHNOLOGY COCO | COM              | 25269L106 | 2410               | 192816             | SH         |              | SOLE               |         |
| DIGIRAD CORP COM               | COM              | 253827109 | 23                 | 11200              | SH         |              | SOLE               |         |
| DIRECTV-CLASS A                | COM              | 25490A101 | 250                | 6000               | SH         |              | SOLE               |         |
| DISCOVERY COMMS NEW SER C      | COM              | 25470F302 | 2731               | 71500              | SH         |              | SOLE               |         |
| DIVX INC COM                   | COM              | 255413106 | 1388               | 145667             | SH         |              | SOLE               |         |
| DOLLAR THRIFTY AUTOMOTIVE GRCO | COM              | 256743105 | 1865               | 37200              | SH         |              | SOLE               |         |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM              | 260174107 | 46                 | 25200              | SH         |              | SOLE               |         |
| DYNEGY INC                     | COM              | 26817G300 | 1205               | 247500             | SH         |              | SOLE               |         |
| EMMIS COMMUNICATIONS CORP      | COM              | 291525103 | 18                 | 22571              | SH         |              | SOLE               |         |
| EXPRESSJET HOLDINGS INC COM NE | COM              | 30218U306 | 1416               | 212256             | SH         |              | SOLE               |         |
| FIDELITY NATL INFORMATION SVCO | COM              | 31620M106 | 1156               | 42614              | SH         |              | SOLE               |         |
| FORD CAP TRUST 6.5% 01/15/32   | CONVERTIBLE PREF | 345395206 | 240                | 5000               | SH         |              | SOLE               |         |
| GENERAL ELEC CO                | COM              | 369604103 | 163                | 10000              | SH         |              | SOLE               |         |
| GENERAL GROWTH PPTYS INC COM   | COM              | 370021107 | 314                | 20100              | SH         |              | SOLE               |         |
| GENOPTIX INC                   | COM              | 37243V100 | 227                | 16000              | SH         |              | SOLE               |         |
| GENZYME CORP                   | COM              | 372917104 | 1203               | 17000              | SH         |              | SOLE               |         |
| GILEAD SCIENCES INC COM        | COM              | 375558103 | 520                | 14600              | SH         |              | SOLE               |         |
| GLG PARTNERS INC COM           | COM              | 37929X107 | 2218               | 492996             | SH         |              | SOLE               |         |
| GLOBE SPECIALTY METALS INC COM | COM              | 37954N206 | 225                | 16000              | SH         |              | SOLE               |         |
| GOLD FIELDS LTD NEW SPON ADR ( | COM              | 38059T106 | 177                | 11600              | SH         |              | SOLE               |         |
| GREIF INC CL B                 | COM              | 397624206 | 3866               | 67360              | SH         |              | SOLE               |         |
| GTSI CORP COM                  | COM              | 36238K103 | 149                | 21200              | SH         |              | SOLE               |         |
| HARDINGE INC COM               | COM              | 412324303 | 135                | 17644              | SH         |              | SOLE               |         |
| HEADWATERS INC COM             | COM              | 42210P102 | 315                | 87500              | SH         |              | SOLE               |         |

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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HEALTH GRADES INC COM         | COM            | 42218Q102 | 3867               | 472189             | SH         |              | SOLE               |         |
| HEWITT ASSOCS INC COM         | COM            | 42822Q100 | 9153               | 181500             | SH         |              | SOLE               |         |
| ICX TECHNOLOGIES INC COM      | COM            | 44934T105 | 829                | 109834             | SH         |              | SOLE               |         |
| INTERNET BRANDS INC COM CLASS | COM            | 460608102 | 2193               | 165149             | SH         |              | SOLE               |         |
| JA SOLAR HOLDINGS CO LTD SPON | COM            | 466090107 | 187                | 20000              | SH         |              | SOLE               |         |

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|                                |                  |           |       |         |     |      |
|--------------------------------|------------------|-----------|-------|---------|-----|------|
| KEITHLEY INSTRS INC COM        | COM              | 487584104 | 2374  | 110359  | SH  | SOLE |
| KINETIC CONCEPTS INC COM NEW   | COM              | 49460W208 | 267   | 7300    | SH  | SOLE |
| KKR & CO. L.P                  | COM              | 48248M102 | 680   | 64129   | SH  | SOLE |
| LDK SOLAR CO LTD SPONSORED ADR | COM              | 50183L107 | 206   | 20000   | SH  | SOLE |
| LIBERTY ACQUISITION HLDGS      | COM              | 53015Y107 | 3005  | 292027  | SH  | SOLE |
| LIBERTY ACQUISITION HLDGS COWT | WARRANT AND RIGH | 53015Y115 | 82    | 50000   | SH  | SOLE |
| LUCENT TECH 2.750% 06/15/25    | CONVERTIBLE BOND | 549463AH0 | 913   | 1000000 | PRN | SOLE |
| L-1 IDENTITY SOLUTIONS INC     | COM              | 50212A106 | 3874  | 330300  | SH  | SOLE |
| MARINER ENERGY INC COM         | COM              | 56845T305 | 12034 | 496673  | SH  | SOLE |
| MARKET VECTORS ETF TR GOLD MIN | MUTUAL FUNDS     | 57060U100 | 246   | 4400    | SH  | SOLE |
| MAS0 07/20/31                  | CONVERTIBLE BOND | 574599BB1 | 1303  | 2500000 | PRN | SOLE |
| MCAFFEE INC COM                | COM              | 579064106 | 15378 | 325400  | SH  | SOLE |
| MEAD JOHNSON                   | COM              | 582839106 | 247   | 4340    | SH  | SOLE |
| MEDIACOM COMMUNICATIONS CORPCL | COM              | 58446K105 | 386   | 58259   | SH  | SOLE |
| MICRON TECH 1.875% 06/01/14    | CONVERTIBLE BOND | 595112AH6 | 893   | 1000000 | PRN | SOLE |
| MICROTUNE INC.                 | COM              | 59514P109 | 956   | 329691  | SH  | SOLE |
| MIRANT CORP NEW COM            | COM              | 60467R100 | 483   | 48500   | SH  | SOLE |
| NATIONAL FUEL GAS CO N J COM   | COM              | 636180101 | 363   | 7000    | SH  | SOLE |
| NAVISITE INC COM NEW           | COM              | 63935M208 | 51    | 15177   | SH  | SOLE |
| NBTY INC COM                   | COM              | 628782104 | 11040 | 200800  | SH  | SOLE |
| NETEZZA CORP COM               | COM              | 64111N101 | 2700  | 100200  | SH  | SOLE |
| NEUROMETRIX INC COM            | COM              | 641255104 | 7     | 11200   | SH  | SOLE |
| NEW ALLIANCE BANCSHARES INC CO | COM              | 650203102 | 1540  | 122000  | SH  | SOLE |
| NEW YORK TIMES CO CLASS A      | COM              | 650111107 | 262   | 33900   | SH  | SOLE |
| NEWMONT MINING CORP HOLDING CO | COM              | 651639106 | 251   | 4000    | SH  | SOLE |
| NEWS CORP CL A                 | COM              | 65248E104 | 131   | 10000   | SH  | SOLE |
| NIGHTHAWK RADIOLOGY HLDGS INCO | COM              | 65411N105 | 1814  | 284351  | SH  | SOLE |
| NOVELL INC                     | COM              | 670006105 | 1570  | 263000  | SH  | SOLE |
| NRG ENERGY INC COM NEW         | COM              | 629377508 | 306   | 14700   | SH  | SOLE |
| NU HORIZONS ELECTRS CORP COM   | COM              | 669908105 | 764   | 109944  | SH  | SOLE |
| NUVASIVE INC COM               | COM              | 670704105 | 299   | 8500    | SH  | SOLE |
| NYMAGIC INC COM                | COM              | 629484106 | 2114  | 82343   | SH  | SOLE |
| O I CORP COM                   | COM              | 670841105 | 701   | 56529   | SH  | SOLE |
| OFFICE DEPOT INC               | COM              | 676220106 | 276   | 59900   | SH  | SOLE |
| OMNI ENERGY SERVICES COM NEW   | COM              | 68210T208 | 413   | 151278  | SH  | SOLE |
| OSTEOTECH INC COM              | COM              | 688582105 | 2397  | 371127  | SH  | SOLE |
| OTIX GLOBAL INC                | COM              | 68906N200 | 1370  | 132660  | SH  | SOLE |
| PACTIV CORP COM                | COM              | 695257105 | 11111 | 336900  | SH  | SOLE |
| PENWEST PHARMACEUTICALS CO COM | COM              | 709754105 | 50    | 10088   | SH  | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| PEP BOYS MANNY MOE & JACK      | COM            | 713278109 | 236                | 22300              | SH         |              | SOLE              |    |
| PHOENIX TECHNOLOGIES LTD COM   | COM            | 719153108 | 1249               | 320194             | SH         |              | SOLE              |    |
| POLYPORE INTL INC COM          | COM            | 73179V103 | 377                | 12500              | SH         |              | SOLE              |    |
| POTASH CORP SASK INC           | COM            | 73755L107 | 1181               | 8200               | SH         |              | SOLE              |    |
| PROSPECT MEDICAL HOLDINGS INCO | COM            | 743494106 | 89                 | 10500              | SH         |              | SOLE              |    |
| PSYCHIATRIC SOLUTIONS INC COM  | COM            | 74439H108 | 8579               | 255700             | SH         |              | SOLE              |    |
| PWER US 10/10 P 9              | OPTION - PUT   |           | 8                  | 200                | SH         | PUT          | SOLE              |    |
| QQQQ US 10/10 P 48             | OPTION - PUT   |           | 19                 | 400                | SH         | PUT          | SOLE              |    |
| QUAD / GRAPHICS INC COM CL A   | COM            | 747301109 | 213                | 4566               | SH         |              | SOLE              |    |
| QUICKSILVER RESOURCES INC COM  | COM            | 74837R104 | 195                | 15500              | SH         |              | SOLE              |    |
| QUIKSILVER INC COM             | COM            | 74838C106 | 235                | 60200              | SH         |              | SOLE              |    |
| QWEST COMMUNICATIONS INTL.     | COM            | 749121109 | 3402               | 542658             | SH         |              | SOLE              |    |
| RAE SYS INC COM                | COM            | 75061P102 | 262                | 166622             | SH         |              | SOLE              |    |
| RANDGOLD RES LTD ADR           | COM            | 752344309 | 304                | 3000               | SH         |              | SOLE              |    |
| READY MIX INC                  | COM            | 755747102 | 0                  | 18185              | SH         |              | SOLE              |    |

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|                                |                  |           |      |         |     |                          |
|--------------------------------|------------------|-----------|------|---------|-----|--------------------------|
| RENESOLA LTD SPONS ADS         | COM              | 75971T103 | 313  | 25000   | SH  | SOLE                     |
| RES-CARE INC COM               | COM              | 760943100 | 3929 | 296068  | SH  | SOLE                     |
| RRI ENERGY INC COM             | COM              | 74971X107 | 91   | 25500   | SH  | SOLE                     |
| SALARY COM INC COM             | COM              | 794006106 | 645  | 158599  | SH  | SOLE                     |
| SANDISK CORP 1.000% 05/15/13   | CONVERTIBLE BOND | 80004CAC5 | 1455 | 1575000 | PRN | SOLE                     |
| SANDRIDGE ENERGY INC COM       | COM              | 80007P307 | 602  | 105930  | SH  | SOLE                     |
| SARA LEE CORP COM              | COM              | 803111103 | 134  | 10000   | SH  | SOLE                     |
| SEARCHMEDIA HOLDINGS LTD       | COM              | G8005Y106 | 343  | 131980  | SH  | SOLE                     |
| SOLTA MEDICAL INC              | COM              | 83438K103 | 43   | 21500   | SH  | SOLE                     |
| SOUTH FINL GROUP INC COM       | COM              | 837841105 | 359  | 1264381 | SH  | SOLE                     |
| SPRINT NEXTEL CORP             | COM              | 852061100 | 384  | 83000   | SH  | SOLE                     |
| STUDENT LN CORP COM            | COM              | 863902102 | 2298 | 77385   | SH  | SOLE                     |
| SUNPOWER CORP COM CL B         | COM              | 867652307 | 152  | 11000   | SH  | SOLE                     |
| TAKE-TWO INTERACTIVE SOFTWARE  | COM              | 874054109 | 101  | 10000   | SH  | SOLE                     |
| TALECRIS BIOTHERAPEUTICS       | COM              | 874227101 | 1119 | 48920   | SH  | SOLE                     |
| TELEPHONE & DATA SYS INC SPL C | COM              | 879433860 | 1752 | 61800   | SH  | SOLE                     |
| TELEPHONE & DATA SYSTEM INC.   | COM              | 879433100 | 394  | 12000   | SH  | SOLE                     |
| TELVENT GIT SA SHS             | COM              | E90215109 | 226  | 10000   | SH  | SOLE                     |
| TENET HEALTHCARE CORP COM      | COM              | 88033G100 | 173  | 36700   | SH  | SOLE                     |
| TESORO PETE CORP COM           | COM              | 881609101 | 279  | 20900   | SH  | SOLE                     |
| TEX US 10/10 C 22              | OPTION - CALL    |           | 35   | 250     | SH  | CALL SOLE                |
| TEXAS INSTRUMENTS INC          | COM              | 882508104 | 285  | 10500   | SH  | SOLE                     |
| TIME WARNER INC COM            | COM              | 887317303 | 317  | 10333   | SH  | SOLE                     |
| TRANS1 INC COM                 | COM              | 89385X105 | 31   | 12500   | SH  | SOLE                     |
| TRINA SOLAR LIMITED SPON ADR   | COM              | 89628E104 | 392  | 13000   | SH  | SOLE                     |
| TRINITY INDS INC               | COM              | 896522109 | 374  | 16800   | SH  | SOLE                     |
| UNICA CORP COM                 | COM              | 904583101 | 3971 | 189291  | SH  | SOLE                     |
| UNIVERSAL DISPLAY CORP COM     | COM              | 91347P105 | 447  | 19000   | SH  | SOLE                     |
| VERSO PAPER CORP COM           | COM              | 92531L108 | 216  | 75000   | SH  | SOLE                     |
| PORTVUE-SEC13F.LNP             |                  |           |      |         |     | GABELLI SECURITIES, INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| VIACOM INC NEW CL A            | COM              | 92553P102 | 441                | 11000              | SH         |              | SOLE               |         |
| WELLS FARGO & CO NEW           | COM              | 949746101 | 2050               | 81628              | SH         |              | SOLE               |         |
| WESCO FINL CORP COM            | COM              | 950817106 | 487                | 1361               | SH         |              | SOLE               |         |
| WFR US 10/10 C 12              | OPTION - CALL    |           | 11                 | 300                | SH         | CALL         | SOLE               |         |
| WHITE ENERGY CO. RIGHTS EXP 10 | WARRANT AND RIGH |           | 14                 | 10170              | SH         |              | SOLE               |         |
| WUXI PHARMATECH CAYMAN INC SPO | COM              | 929352102 | 3411               | 198800             | SH         |              | SOLE               |         |
| YAHOO INC.                     | COM              | 984332106 | 346                | 24400              | SH         |              | SOLE               |         |
| YINGLI GREEN 0% 12/15/2012     | CONVERTIBLE BOND | 98584BAA1 | 1152               | 1000000            | PRN        |              | SOLE               |         |
| ZORAN CORP COM                 | COM              | 98975F101 | 309                | 40500              | SH         |              | SOLE               |         |
| ZYGO CORP COM                  | COM              | 989855101 | 102                | 10400              | SH         |              | SOLE               |         |
| ZYMOGENETICS INC COM           | COM              | 98985T109 | 7091               | 727331             | SH         |              | SOLE               |         |



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TETON ADVISORS, INC.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A     | COM            | 68243Q106 | 769                | 407100             | SH         |              | SOLE              |         |
| A D C TELECOMMUNICATIONS NEW   | COM            | 000886309 | 1267               | 100000             | SH         |              | SOLE              |         |
| A123 SYSTEMS INC               | COM            | 03739T108 | 242                | 27000              | SH         |              | SOLE              |         |
| AARON'S INC                    | COM            | 002535300 | 258                | 14000              | SH         |              | SOLE              |         |
| ADAMS GOLF INC COM NEW         | COM            | 006228209 | 79                 | 18000              | SH         |              | SOLE              |         |
| ADVANCED ANALOGIC TECHNOLOGICO | COM            | 00752J108 | 513                | 146100             | SH         |              | SOLE              |         |
| AKAMAI TECHNOLOGIES INC COM    | COM            | 00971T101 | 645                | 12844              | SH         |              | SOLE              |         |
| ALLIS CHALMERS ENERGY INC COM  | COM            | 019645506 | 224                | 53800              | SH         |              | SOLE              |         |
| AMERICAN EAGLE OUTFITTERS INCO | COM            | 02553E106 | 572                | 38207              | SH         |              | SOLE              |         |
| AMERICAN RAILCAR INDS INC COM  | COM            | 02916P103 | 693                | 44200              | SH         |              | SOLE              |         |
| AMERICREDIT CORP COM           | COM            | 03060R101 | 1223               | 50000              | SH         |              | SOLE              |         |
| AMPCO PITTSBURGH CORP          | COM            | 032037103 | 2926               | 117900             | SH         |              | SOLE              |         |
| AMTECH SYS INC COM PAR \$0.01N | COM            | 032332504 | 769                | 42800              | SH         |              | SOLE              |         |
| ANGIODYNAMICS INC COM          | COM            | 03475V101 | 1077               | 70671              | SH         |              | SOLE              |         |
| APPLIED SIGNAL TECHNOLOGY COM  | COM            | 038237103 | 460                | 18500              | SH         |              | SOLE              |         |
| ARCH CHEMICALS INC COM         | COM            | 03937R102 | 697                | 19857              | SH         |              | SOLE              |         |
| ARTHROCARE CORP COM            | COM            | 043136100 | 378                | 13900              | SH         |              | SOLE              |         |
| ASCENT MEDIA CORP COM SER A    | COM            | 043632108 | 28                 | 1050               | SH         |              | SOLE              |         |
| ASCENT SOLAR TECHNOLOGIES INCO | COM            | 043635101 | 110                | 34700              | SH         |              | SOLE              |         |
| ASTEC INDS INC COM             | COM            | 046224101 | 285                | 10000              | SH         |              | SOLE              |         |
| ASTRONICS CORP COM             | COM            | 046433108 | 195                | 11200              | SH         |              | SOLE              |         |
| ATLANTIC TELE NETWORK INC COM  | COM            | 049079205 | 1256               | 25500              | SH         |              | SOLE              |         |
| ATLAS AIR WORLDWIDE HLDGS INCO | COM            | 049164205 | 236                | 4700               | SH         |              | SOLE              |         |
| ATMI INC COM                   | COM            | 00207R101 | 204                | 13760              | SH         |              | SOLE              |         |
| AVNET INC                      | COM            | 053807103 | 632                | 23393              | SH         |              | SOLE              |         |
| BALDWIN TECHNOLOGY INC CL A    | COM            | 058264102 | 210                | 172500             | SH         |              | SOLE              |         |
| BALLANTYNE STRONG INC COM      | COM            | 058516105 | 652                | 75400              | SH         |              | SOLE              |         |
| BEASLEY BROADCAST GRP INC.     | COM            | 074014101 | 706                | 133400             | SH         |              | SOLE              |         |
| BEL FUSE INC CL A              | COM            | 077347201 | 1833               | 87600              | SH         |              | SOLE              |         |
| BELO CORP                      | COM            | 080555105 | 1115               | 179800             | SH         |              | SOLE              |         |
| BERKSHIRE BANCORP INC DEL COM  | COM            | 084597202 | 67                 | 16100              | SH         |              | SOLE              |         |
| BIG 5 SPORTING GOODS CORP COM  | COM            | 08915P101 | 631                | 47000              | SH         |              | SOLE              |         |
| BIGLARI HOLDINGS INC           | COM            | 08986R101 | 4956               | 15079              | SH         |              | SOLE              |         |
| BIOLASE TECHNOLOGY INC COM     | COM            | 090911108 | 393                | 335500             | SH         |              | SOLE              |         |

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|                                |     |           |      |        |    |                      |
|--------------------------------|-----|-----------|------|--------|----|----------------------|
| BON-TON STORES INC COM         | COM | 09776J101 | 222  | 21800  | SH | SOLE                 |
| BOSTON BEER INC CL A           | COM | 100557107 | 1304 | 19500  | SH | SOLE                 |
| BOWNE & CO INC COM             | COM | 103043105 | 2719 | 240000 | SH | SOLE                 |
| BRIGHAM EXPLORATION CO COM     | COM | 109178103 | 497  | 26500  | SH | SOLE                 |
| BROOKS AUTOMATION COM          | COM | 114340102 | 164  | 24504  | SH | SOLE                 |
| BROWN & BROWN INC COM          | COM | 115236101 | 308  | 15270  | SH | SOLE                 |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 4110 | 144500 | SH | SOLE                 |
| BTU INTL INC COM               | COM | 056032105 | 550  | 79500  | SH | SOLE                 |
| BUCYRUS INTL INC NEW CL A      | COM | 118759109 | 400  | 5766   | SH | SOLE                 |
| PORTVUE-SEC13F.LNP             |     |           |      |        |    | TETON ADVISORS, INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|----------------------|---------|
| CADIZ INC                      | COM            | 127537207 | 402                | 39174              | SH         |              | SOLE                 |         |
| CALLAWAY GOLF CO COM           | COM            | 131193104 | 203                | 29000              | SH         |              | SOLE                 |         |
| CAMBIUM LEARNING GRP INC COM   | COM            | 13201A107 | 274                | 85507              | SH         |              | SOLE                 |         |
| CANTEL MEDICAL CORP COM        | COM            | 138098108 | 609                | 37600              | SH         |              | SOLE                 |         |
| CANTERBURY PK HLDG CORP        | COM            | 13811E101 | 168                | 22100              | SH         |              | SOLE                 |         |
| CAPSTONE TURBINE CORP COM      | COM            | 14067D102 | 15                 | 20000              | SH         |              | SOLE                 |         |
| CARDIONET INC COM              | COM            | 14159L103 | 383                | 85000              | SH         |              | SOLE                 |         |
| CARIBOU COFFEE INC COM         | COM            | 142042209 | 177                | 17000              | SH         |              | SOLE                 |         |
| CASCADE MICROTECH INC COM      | COM            | 147322101 | 371                | 97700              | SH         |              | SOLE                 |         |
| CASELLA WASTE SYS INC CL A     | COM            | 147448104 | 701                | 167000             | SH         |              | SOLE                 |         |
| CAVCO INDUSTRIES               | COM            | 149568107 | 478                | 13300              | SH         |              | SOLE                 |         |
| CELLU TISSUE HLDGS INC COM     | COM            | 151169109 | 239                | 20000              | SH         |              | SOLE                 |         |
| CENVEO INC COM                 | COM            | 15670S105 | 73                 | 14500              | SH         |              | SOLE                 |         |
| CEPHEID COM                    | COM            | 15670R107 | 1169               | 62500              | SH         |              | SOLE                 |         |
| CHASE CORP                     | COM            | 16150R104 | 985                | 67500              | SH         |              | SOLE                 |         |
| CHESAPEAKE UTILS CORP COM      | COM            | 165303108 | 1304               | 36000              | SH         |              | SOLE                 |         |
| CHINA HYDROELECTRIC CP-ADS     | COM            | 16949D101 | 436                | 74290              | SH         |              | SOLE                 |         |
| CHINA WIND SYSTEMS INC         | COM            | 16945F209 | 467                | 106214             | SH         |              | SOLE                 |         |
| CHURCHILL DOWNS INC COM        | COM            | 171484108 | 1698               | 47540              | SH         |              | SOLE                 |         |
| CIRCOR INTL INC COM            | COM            | 17273K109 | 1659               | 52500              | SH         |              | SOLE                 |         |
| CLARIENT INC COM               | COM            | 180489106 | 513                | 151700             | SH         |              | SOLE                 |         |
| COHEN & STEERS INC COM         | COM            | 19247A100 | 1237               | 57000              | SH         |              | SOLE                 |         |
| COLDWATER CREEK INC COM        | COM            | 193068103 | 870                | 165000             | SH         |              | SOLE                 |         |
| COLUMBIA BKG SYS INC COM       | COM            | 197236102 | 264                | 13425              | SH         |              | SOLE                 |         |
| COMMSCOPE INC COM              | COM            | 203372107 | 1091               | 45948              | SH         |              | SOLE                 |         |
| COMMUNICATIONS SYS             | COM            | 203900105 | 580                | 51000              | SH         |              | SOLE                 |         |
| COMPUTER TASK GROUP INC COM    | COM            | 205477102 | 512                | 67038              | SH         |              | SOLE                 |         |
| COMVERGE INC COM               | COM            | 205859101 | 699                | 88880              | SH         |              | SOLE                 |         |
| CONSOLIDATED WATER CO LTD ORD  | COM            | G23773107 | 379                | 40000              | SH         |              | SOLE                 |         |
| CONTINUCARE CORP COM           | COM            | 212172100 | 2433               | 579300             | SH         |              | SOLE                 |         |
| CORE MOLDING TECH COM          | COM            | 218683100 | 1016               | 231000             | SH         |              | SOLE                 |         |
| CORINTHIAN COLLEGES INC COM    | COM            | 218868107 | 1309               | 186400             | SH         |              | SOLE                 |         |
| COWEN GROUP INC NEW CL A       | COM            | 223622101 | 33                 | 10000              | SH         |              | SOLE                 |         |
| CROWN MEDIA HLDGS INC CL A     | COM            | 228411104 | 124                | 51900              | SH         |              | SOLE                 |         |
| CRUCCELL N V SPONSORED ADR     | COM            | 228769105 | 1397               | 42000              | SH         |              | SOLE                 |         |
| CTS CORP                       | COM            | 126501105 | 2227               | 231500             | SH         |              | SOLE                 |         |
| CUTERA INC COM                 | COM            | 232109108 | 640                | 79000              | SH         |              | SOLE                 |         |
| CYNOSURE INC CL A              | COM            | 232577205 | 625                | 61200              | SH         |              | SOLE                 |         |
| CYPRESS BIOSCIENCES INC COM PA | COM            | 232674507 | 847                | 220000             | SH         |              | SOLE                 |         |
| DANA HOLDING CORP COM          | COM            | 235825205 | 1232               | 100000             | SH         |              | SOLE                 |         |
| DAWSON GEOPHYSICAL CO COM      | COM            | 239359102 | 453                | 17000              | SH         |              | SOLE                 |         |
| DELTA NAT GAS INC COM          | COM            | 247748106 | 554                | 18000              | SH         |              | SOLE                 |         |
| DENNYS CORP COM                | COM            | 24869P104 | 251                | 80700              | SH         |              | SOLE                 |         |
| DIAMOND MGMT & TECHNOLOGY COCO | COM            | 25269L106 | 1250               | 100000             | SH         |              | SOLE                 |         |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------------------|
| DOVER DOWNS GAMING & ENTMT INC | COM            | 260095104 | 870                | 256000             | SH         |              | SOLE               |                      |
| DOVER MOTORSPORTS INC.(B:DVD)  | COM            | 260174107 | 398                | 220000             | SH         |              | SOLE               |                      |
| DU PONT E I DE NEMOURS CO      | COM            | 263534109 | 201                | 4500               | SH         |              | SOLE               |                      |
| DUCOMMUN INC DEL COM           | COM            | 264147109 | 699                | 32100              | SH         |              | SOLE               |                      |
| DXP ENTERPRISES INC NEW COM NE | COM            | 233377407 | 387                | 20386              | SH         |              | SOLE               |                      |
| EASTERN CO COM                 | COM            | 276317104 | 410                | 25000              | SH         |              | SOLE               |                      |
| EDGAR ONLINE INC               | COM            | 279765101 | 82                 | 67500              | SH         |              | SOLE               |                      |
| EDGEWATER TECHNOLOGY INC COM   | COM            | 280358102 | 1045               | 384286             | SH         |              | SOLE               |                      |
| ELECTRO SCIENTIFIC INDS INC CO | COM            | 285229100 | 782                | 70349              | SH         |              | SOLE               |                      |
| ENERGY RECOVERY INC            | COM            | 29270J100 | 126                | 35000              | SH         |              | SOLE               |                      |
| ENTEGRIS INC COM               | COM            | 29362U104 | 903                | 193390             | SH         |              | SOLE               |                      |
| ENTERCOM COMMUNICATIONS CORPCL | COM            | 293639100 | 580                | 73800              | SH         |              | SOLE               |                      |
| ENTROPIC COMMUNICATIONS INC CO | COM            | 29384R105 | 760                | 79200              | SH         |              | SOLE               |                      |
| EPOCH HOLDING CORP             | COM            | 29428R103 | 5049               | 392005             | SH         |              | SOLE               |                      |
| ESTERLINE TECHNOLOGIES CORP CO | COM            | 297425100 | 298                | 5211               | SH         |              | SOLE               |                      |
| EXACTECH INC COM               | COM            | 30064E109 | 1511               | 92600              | SH         |              | SOLE               |                      |
| FAIR ISAAC & CO INC COM        | COM            | 303250104 | 692                | 28047              | SH         |              | SOLE               |                      |
| FAMOUS DAVES AMER INC COM      | COM            | 307068106 | 477                | 50500              | SH         |              | SOLE               |                      |
| FARO TECHNOLOGIES INC COM      | COM            | 311642102 | 219                | 10048              | SH         |              | SOLE               |                      |
| FEDERAL MOGUL CORP CL A        | COM            | 313549404 | 414                | 21900              | SH         |              | SOLE               |                      |
| FEDERAL SIGNAL CORP COM        | COM            | 313855108 | 670                | 124381             | SH         |              | SOLE               |                      |
| FERRO CORP                     | COM            | 315405100 | 7366               | 571469             | SH         |              | SOLE               |                      |
| FIDELITY NATL TITLE GROUP INCO | COM            | 31620R105 | 281                | 17904              | SH         |              | SOLE               |                      |
| FIDELITY SOUTHERN CORP         | COM            | 316394105 | 67                 | 10442              | SH         |              | SOLE               |                      |
| FIRST NIAGARA FINL GP INC COM  | COM            | 33582V108 | 291                | 25000              | SH         |              | SOLE               |                      |
| FISHER COMMUNICATIONS INC COM  | COM            | 337756209 | 2034               | 116714             | SH         |              | SOLE               |                      |
| FLOW INTL CORP COM             | COM            | 343468104 | 403                | 153400             | SH         |              | SOLE               |                      |
| FLUSHING FINL CORP COM         | COM            | 343873105 | 983                | 85000              | SH         |              | SOLE               |                      |
| FORMFACTOR INC COM             | COM            | 346375108 | 573                | 66595              | SH         |              | SOLE               |                      |
| FTI CONSULTING INC COM         | COM            | 302941109 | 269                | 7753               | SH         |              | SOLE               |                      |
| FURMANITE CORPORATION          | COM            | 361086101 | 1356               | 277800             | SH         |              | SOLE               |                      |
| GENCORP INC                    | COM            | 368682100 | 3782               | 768800             | SH         |              | SOLE               |                      |
| GENERAL MILLS INC              | COM            | 370334104 | 275                | 7522               | SH         |              | SOLE               |                      |
| GERBER SCIENTIFIC INSTR        | COM            | 373730100 | 1695               | 274770             | SH         |              | SOLE               |                      |
| GLOBAL SOURCES LTD COM         | COM            | G39300101 | 2146               | 284208             | SH         |              | SOLE               |                      |
| GOODRICH PETE CORP COM NEW     | COM            | 382410405 | 276                | 18940              | SH         |              | SOLE               |                      |
| GP STRATEGIES CORP COM         | COM            | 36225V104 | 789                | 86770              | SH         |              | SOLE               |                      |
| GRAFTECH INTERNATIONAL         | COM            | 384313102 | 289                | 18500              | SH         |              | SOLE               |                      |
| GRAHAM CORP COM                | COM            | 384556106 | 672                | 43300              | SH         |              | SOLE               |                      |
| GRAY TELEVISION, INC           | COM            | 389375106 | 1220               | 606800             | SH         |              | SOLE               |                      |
| GREAT ATLANTIC & PAC TEA INCCO | COM            | 390064103 | 297                | 75100              | SH         |              | SOLE               |                      |
| GREENBRIER COS INC             | COM            | 393657101 | 226                | 14500              | SH         |              | SOLE               |                      |
| GRIFFIN LAND & NUR             | COM            | 398231100 | 1073               | 40600              | SH         |              | SOLE               |                      |
| GRIFFON CORP COM               | COM            | 398433102 | 2344               | 192288             | SH         |              | SOLE               |                      |
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|--------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GSE SYS INC COM          | COM            | 36227K106 | 152                | 45300              | SH         |              | SOLE               |         |
| HAIN CELESTIAL GROUP INC | COM            | 405217100 | 815                | 34000              | SH         |              | SOLE               |         |
| HAWKINS INC COM          | COM            | 420261109 | 1187               | 33500              | SH         |              | SOLE               |         |

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|                                |     |           |      |         |    |                      |
|--------------------------------|-----|-----------|------|---------|----|----------------------|
| HEADWATERS INC COM             | COM | 42210P102 | 653  | 181300  | SH | SOLE                 |
| HEELYS INC COM                 | COM | 42279M107 | 130  | 54000   | SH | SOLE                 |
| HERLEY INDS INC COM            | COM | 427398102 | 4153 | 251700  | SH | SOLE                 |
| HESKA CORP COM NEW RESTRICTED  | COM | 42805E207 | 13   | 28700   | SH | SOLE                 |
| HICKORY TECH CORP COM          | COM | 429060106 | 478  | 56000   | SH | SOLE                 |
| HOOPER HOLMES INC COM          | COM | 439104100 | 52   | 73600   | SH | SOLE                 |
| HOT TOPIC INC                  | COM | 441339108 | 150  | 25000   | SH | SOLE                 |
| HUDSON VALLEY HOLDING CORP COM | COM | 444172100 | 839  | 43000   | SH | SOLE                 |
| ICF INTL INC COM               | COM | 44925C103 | 637  | 25400   | SH | SOLE                 |
| IDEX CORP                      | COM | 45167R104 | 783  | 22056   | SH | SOLE                 |
| IMAX CORP COM                  | COM | 45245E109 | 831  | 49300   | SH | SOLE                 |
| INGLES MKTS INC CL A           | COM | 457030104 | 2096 | 126200  | SH | SOLE                 |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 682  | 139400  | SH | SOLE                 |
| INTEGRATED DEVICE TECH INC COM | COM | 458118106 | 228  | 39057   | SH | SOLE                 |
| INTERNAP NETWORK SVCS CORP COM | COM | 45885A300 | 491  | 100000  | SH | SOLE                 |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 784  | 37194   | SH | SOLE                 |
| INTRICON CORP COM              | COM | 46121H109 | 704  | 169500  | SH | SOLE                 |
| IRIS INTL INC COM              | COM | 46270W105 | 4068 | 423800  | SH | SOLE                 |
| IXYS CORP DEL COM              | COM | 46600W106 | 462  | 48400   | SH | SOLE                 |
| JOURNAL COMM INC-A             | COM | 481130102 | 4956 | 1098900 | SH | SOLE                 |
| KAMAN CORP                     | COM | 483548103 | 3069 | 117080  | SH | SOLE                 |
| KBW INC                        | COM | 482423100 | 577  | 22527   | SH | SOLE                 |
| KEITHLEY INSTRS INC COM        | COM | 487584104 | 5012 | 233000  | SH | SOLE                 |
| KEY TECHNOLOGY INC COM         | COM | 493143101 | 770  | 59565   | SH | SOLE                 |
| KID BRANDS, INC. COM           | COM | 49375T100 | 593  | 68900   | SH | SOLE                 |
| KKR & CO. L.P                  | COM | 48248M102 | 963  | 90843   | SH | SOLE                 |
| KRAFT FOODS INC CL A COM       | COM | 50075N104 | 216  | 7000    | SH | SOLE                 |
| KRATOS DEFENSE & SEC SOLUTIOCO | COM | 50077B207 | 589  | 55295   | SH | SOLE                 |
| LAKELAND INDS INC COM          | COM | 511795106 | 140  | 15300   | SH | SOLE                 |
| LAWSON SOFTWARE INC NEW COM    | COM | 52078P102 | 159  | 18726   | SH | SOLE                 |
| LAYNE CHRISTENSEN CO COM       | COM | 521050104 | 1036 | 40000   | SH | SOLE                 |
| LECROY CORP COM                | COM | 52324W109 | 2198 | 278186  | SH | SOLE                 |
| LIFEWAY FOODS INC COM          | COM | 531914109 | 1455 | 138300  | SH | SOLE                 |
| LIMONEIRA CO COM               | COM | 532746104 | 292  | 14500   | SH | SOLE                 |
| LIN TV CORP CL A               | COM | 532774106 | 488  | 110000  | SH | SOLE                 |
| LINDSAY CORP                   | COM | 535555106 | 260  | 6000    | SH | SOLE                 |
| LITTELFUSE INC                 | COM | 537008104 | 426  | 9753    | SH | SOLE                 |
| LYDALL INC COM                 | COM | 550819106 | 208  | 28312   | SH | SOLE                 |
| L-1 IDENTITY SOLUTIONS INC     | COM | 50212A106 | 2933 | 250000  | SH | SOLE                 |
| MAGMA DESIGN AUTOMATION COM    | COM | 559181102 | 410  | 110792  | SH | SOLE                 |
| MAGNETEK INC COM               | COM | 559424106 | 578  | 437500  | SH | SOLE                 |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| MANITOWOC CO COM              | COM            | 563571108 | 248                | 20500              | SH         |              | SOLE              |         |
| MARCUS CORP COM               | COM            | 566330106 | 687                | 58000              | SH         |              | SOLE              |         |
| MARINE PRODS CORP COM         | COM            | 568427108 | 1654               | 269400             | SH         |              | SOLE              |         |
| MARINEMAX INC COM             | COM            | 567908108 | 88                 | 12500              | SH         |              | SOLE              |         |
| MATRIX INITIATIVES INC COM    | COM            | 57685L105 | 51                 | 10000              | SH         |              | SOLE              |         |
| MEADOWBROOK INS GROUP INC COM | COM            | 58319P108 | 250                | 27900              | SH         |              | SOLE              |         |
| MEDALLION FINANCIAL CORP      | COM            | 583928106 | 390                | 50000              | SH         |              | SOLE              |         |
| MEDIA GENERAL CL A            | COM            | 584404107 | 4135               | 461547             | SH         |              | SOLE              |         |
| MERCURY COMPUTER SYS INC COM  | COM            | 589378108 | 585                | 48653              | SH         |              | SOLE              |         |
| MESA LABS INC COM             | COM            | 59064R109 | 844                | 36700              | SH         |              | SOLE              |         |
| MET PRO CORP COM              | COM            | 590876306 | 804                | 79700              | SH         |              | SOLE              |         |
| METHODE ELECTRS INC CL A      | COM            | 591520200 | 681                | 75000              | SH         |              | SOLE              |         |
| MGE ENERGY INC                | COM            | 55277P104 | 1247               | 31500              | SH         |              | SOLE              |         |

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|                                |     |           |      |        |    |                      |
|--------------------------------|-----|-----------|------|--------|----|----------------------|
| MGP INGREDIENTS INC COM        | COM | 55302G103 | 118  | 15000  | SH | SOLE                 |
| MICROSEMI CORP COM             | COM | 595137100 | 293  | 17084  | SH | SOLE                 |
| MICROTUNE INC.                 | COM | 59514P109 | 680  | 234400 | SH | SOLE                 |
| MIDAS GROUP INC COM            | COM | 595626102 | 1467 | 192800 | SH | SOLE                 |
| MIDDLEBY CORP COM              | COM | 596278101 | 938  | 14800  | SH | SOLE                 |
| MINE SAFETY APPLIANCES CO COM  | COM | 602720104 | 549  | 20269  | SH | SOLE                 |
| MODINE MFG CO                  | COM | 607828100 | 1087 | 83800  | SH | SOLE                 |
| MOLEX INC                      | COM | 608554101 | 716  | 34229  | SH | SOLE                 |
| MORGANS HOTEL GROUP CO COM     | COM | 61748W108 | 337  | 46000  | SH | SOLE                 |
| MOSY INC                       | COM | 619718109 | 339  | 69500  | SH | SOLE                 |
| MVC CAP COM                    | COM | 553829102 | 429  | 33100  | SH | SOLE                 |
| MYERS INDS INC                 | COM | 628464109 | 1657 | 192900 | SH | SOLE                 |
| NARA BANCORP INC COM           | COM | 63080P105 | 290  | 41100  | SH | SOLE                 |
| NATHANS FAMOUS INC NEW COM     | COM | 632347100 | 1916 | 120229 | SH | SOLE                 |
| NCR CORP NEW COM               | COM | 62886E108 | 224  | 16400  | SH | SOLE                 |
| NEOGEN CORP COM                | COM | 640491106 | 3182 | 94000  | SH | SOLE                 |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 131  | 10386  | SH | SOLE                 |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 180  | 11055  | SH | SOLE                 |
| NEWPORT CORP COM               | COM | 651824104 | 1050 | 92558  | SH | SOLE                 |
| NIGHTHAWK RADIOLOGY HLDGS INCO | COM | 65411N105 | 383  | 60000  | SH | SOLE                 |
| NOBILITY HOMES INC COM         | COM | 654892108 | 248  | 26200  | SH | SOLE                 |
| NU HORIZONS ELECTRS CORP COM   | COM | 669908105 | 553  | 79500  | SH | SOLE                 |
| NYMAGIC INC COM                | COM | 629484106 | 513  | 20000  | SH | SOLE                 |
| OIL DRI CORP AMER COM          | COM | 677864100 | 1327 | 61700  | SH | SOLE                 |
| OMNICELL INC COM               | COM | 68213N109 | 145  | 11054  | SH | SOLE                 |
| OMNOVA SOLUTIONS INC COM       | COM | 682129101 | 1941 | 270000 | SH | SOLE                 |
| ON SEMICONDUCTOR CORP COM      | COM | 682189105 | 530  | 73503  | SH | SOLE                 |
| OPKO HEALTH INC COM            | COM | 68375N103 | 99   | 44300  | SH | SOLE                 |
| ORITANI FINL CORP DEL COM      | COM | 68633D103 | 374  | 37500  | SH | SOLE                 |
| ORTHOFIX INTL N V ORD          | COM | N6748L102 | 550  | 17500  | SH | SOLE                 |
| OTIX GLOBAL INC                | COM | 68906N200 | 1183 | 114480 | SH | SOLE                 |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| OUTDOOR HLDGS INC (NEW)        | COM            | 690027206 | 69                 | 12500              | SH         |              | SOLE              |         |
| PAIN THERAPEUTICS INC COM      | COM            | 69562K100 | 728                | 117800             | SH         |              | SOLE              |         |
| PALOMAR MED TECHNOLOGIES INCCO | COM            | 697529303 | 210                | 20300              | SH         |              | SOLE              |         |
| PARAMETRIC TECHNOLOGY CORP COM | COM            | 699173209 | 859                | 43972              | SH         |              | SOLE              |         |
| PARK ELECTROCHEMICAL CORP COM  | COM            | 700416209 | 1603               | 60841              | SH         |              | SOLE              |         |
| PARK OHIO HLDGS CORP COM       | COM            | 700666100 | 273                | 20500              | SH         |              | SOLE              |         |
| PATTERSON COMPANIES INC        | COM            | 703395103 | 334                | 11643              | SH         |              | SOLE              |         |
| PC GROUP INC                   | COM            | 70455G107 | 4                  | 22550              | SH         |              | SOLE              |         |
| PENNICHUCK CORP COM NEW        | COM            | 708254206 | 1891               | 82200              | SH         |              | SOLE              |         |
| PERICOM SEMICONDUCTOR CORP COM | COM            | 713831105 | 666                | 76600              | SH         |              | SOLE              |         |
| PETROHAWK ENERGY CORP COM      | COM            | 716495106 | 558                | 34600              | SH         |              | SOLE              |         |
| PHOENIX TECHNOLOGIES LTD COM   | COM            | 719153108 | 606                | 155500             | SH         |              | SOLE              |         |
| PINNACLE ENTMT INC COM         | COM            | 723456109 | 281                | 25200              | SH         |              | SOLE              |         |
| PREFORMED LINE PRODS CO COM    | COM            | 740444104 | 272                | 7788               | SH         |              | SOLE              |         |
| PRIDE INTL INC COM             | COM            | 74153Q102 | 703                | 23877              | SH         |              | SOLE              |         |
| PRIMEDIA INC COM NEW           | COM            | 74157K846 | 760                | 200000             | SH         |              | SOLE              |         |
| PRINCETON REVIEW INC COM       | COM            | 742352107 | 487                | 238800             | SH         |              | SOLE              |         |
| PROGRESS SOFTWARE CORP COM     | COM            | 743312100 | 204                | 6160               | SH         |              | SOLE              |         |
| PROVIDENCE & WORCESTER RR COCO | COM            | 743737108 | 992                | 80300              | SH         |              | SOLE              |         |
| PZENA INVESTMENT MGMT INC CLAS | COM            | 74731Q103 | 309                | 45000              | SH         |              | SOLE              |         |
| QLOGIC CORP COM                | COM            | 747277101 | 845                | 47921              | SH         |              | SOLE              |         |
| QUIDEL CORP COM                | COM            | 74838J101 | 830                | 75500              | SH         |              | SOLE              |         |
| READING INTERNATIONAL INC CL B | COM            | 755408200 | 268                | 31900              | SH         |              | SOLE              |         |

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|                                |     |           |      |        |    |                      |
|--------------------------------|-----|-----------|------|--------|----|----------------------|
| READING INTL INC CL A          | COM | 755408101 | 518  | 114500 | SH | SOLE                 |
| RGC RES INC COM                | COM | 74955L103 | 504  | 16700  | SH | SOLE                 |
| ROCHESTER MED CORP COM         | COM | 771497104 | 3684 | 337695 | SH | SOLE                 |
| RPC INC. COMMON                | COM | 749660106 | 846  | 40000  | SH | SOLE                 |
| RTI BIOLOGICS INC COM          | COM | 74975N105 | 222  | 84400  | SH | SOLE                 |
| RUSH ENTERPRISES INC CL A      | COM | 781846209 | 535  | 34900  | SH | SOLE                 |
| RUSH ENTERPRISES INC CL B      | COM | 781846308 | 688  | 50000  | SH | SOLE                 |
| S1 CORP                        | COM | 78463B101 | 191  | 36700  | SH | SOLE                 |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 635  | 213000 | SH | SOLE                 |
| SANDERS MORRIS HARRIS GROUP CO | COM | 80000Q104 | 409  | 72300  | SH | SOLE                 |
| SCHAWK INC CL A                | COM | 806373106 | 694  | 37600  | SH | SOLE                 |
| SCHIFF NUTRITION INTL INC COM  | COM | 806693107 | 2696 | 328765 | SH | SOLE                 |
| SCHMITT INDS INC ORE COM NEW   | COM | 806870200 | 75   | 30300  | SH | SOLE                 |
| SCRIPPS E W CO OHIO CL A       | COM | 811054402 | 1024 | 130000 | SH | SOLE                 |
| SEALED AIR CORP NEW            | COM | 81211K100 | 292  | 12971  | SH | SOLE                 |
| SEARCHMEDIA HOLDINGS LTD       | COM | G8005Y106 | 134  | 51700  | SH | SOLE                 |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 327  | 18000  | SH | SOLE                 |
| SILICON IMAGE INC COM          | COM | 82705T102 | 88   | 18400  | SH | SOLE                 |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 351  | 50000  | SH | SOLE                 |
| SJW CORP COM                   | COM | 784305104 | 1562 | 63400  | SH | SOLE                 |
| SKYLINE CORP                   | COM | 830830105 | 432  | 21300  | 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>DISCRETN | O<br>MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| SL INDS INC COM                | COM            | 784413106 | 2824               | 201300             | SH         |              | SOLE                |         |
| SMART BALANCE INC COM          | COM            | 83169Y108 | 175                | 45000              | SH         |              | SOLE                |         |
| SONESTA INTL HOTELS CORP CL A  | COM            | 835438409 | 2346               | 161100             | SH         |              | SOLE                |         |
| STAMPS.COM INC (NEW)           | COM            | 852857200 | 2801               | 215438             | SH         |              | SOLE                |         |
| STANDARD MTR PRODS INC CLASS A | COM            | 853666105 | 2348               | 223000             | SH         |              | SOLE                |         |
| STARRETT L S CO CL A           | COM            | 855668109 | 1135               | 108600             | SH         |              | SOLE                |         |
| STEC INC COM                   | COM            | 784774101 | 143                | 11500              | SH         |              | SOLE                |         |
| STEINWAY MUSICAL INSTRS INC OR | COM            | 858495104 | 603                | 35000              | SH         |              | SOLE                |         |
| STEWART ENTERPRISES INC CL A   | COM            | 860370105 | 485                | 90000              | SH         |              | SOLE                |         |
| STONERIDGE INC                 | COM            | 86183P102 | 2179               | 207300             | SH         |              | SOLE                |         |
| STRATEGIC DIAGNOSTICS INC COM  | COM            | 862700101 | 347                | 213900             | SH         |              | SOLE                |         |
| STRATTEC SECURITY CORP.        | COM            | 863111100 | 2870               | 115000             | SH         |              | SOLE                |         |
| SUPERIOR INDS INTL INC         | COM            | 868168105 | 1203               | 69600              | SH         |              | SOLE                |         |
| SVB FINL GROUP COM             | COM            | 78486Q101 | 670                | 15831              | SH         |              | SOLE                |         |
| SWS GROUP INC                  | COM            | 78503N107 | 429                | 59800              | SH         |              | SOLE                |         |
| SYCAMORE NETWORKS INC COM NEW  | COM            | 871206405 | 675                | 20830              | SH         |              | SOLE                |         |
| SYMMETRICOM INC COM            | COM            | 871543104 | 863                | 150850             | SH         |              | SOLE                |         |
| SYNERON MEDICAL LTD ORD SHS    | COM            | M87245102 | 953                | 96100              | SH         |              | SOLE                |         |
| TECH OPS SEVCON INC            | COM            | 878293109 | 1309               | 252300             | SH         |              | SOLE                |         |
| TECHNITROL INC COM             | COM            | 878555101 | 1562               | 354200             | SH         |              | SOLE                |         |
| TELEFLEX INC                   | COM            | 879369106 | 629                | 11082              | SH         |              | SOLE                |         |
| TENNANT CO                     | COM            | 880345103 | 1954               | 63241              | SH         |              | SOLE                |         |
| TENNECO AUTOMOTIVE INC COM     | COM            | 880349105 | 1159               | 40000              | SH         |              | SOLE                |         |
| TERADATA CORP DEL COM          | COM            | 88076W103 | 795                | 20621              | SH         |              | SOLE                |         |
| TESCO CORP COM                 | COM            | 88157K101 | 817                | 67900              | SH         |              | SOLE                |         |
| THERMADYNE HLDGS CORP NEW COM  | COM            | 883435307 | 281                | 19900              | SH         |              | SOLE                |         |
| TIER TECHNOLOGIES INC CL B     | COM            | 88650Q100 | 976                | 176261             | SH         |              | SOLE                |         |
| TIFFANY & CO NEW COM           | COM            | 886547108 | 597                | 12705              | SH         |              | SOLE                |         |
| TITAN MACHY INC COM            | COM            | 88830R101 | 613                | 37579              | SH         |              | SOLE                |         |
| TORO CO COM                    | COM            | 891092108 | 746                | 13267              | SH         |              | SOLE                |         |
| TRANS LUX CORP                 | COM            | 893247106 | 25                 | 50000              | SH         |              | SOLE                |         |
| TRANSACT TECHNOLOGIES INC COM  | COM            | 892918103 | 2283               | 285400             | SH         |              | SOLE                |         |
| TREDEGAR INDS INC              | COM            | 894650100 | 337                | 17738              | SH         |              | SOLE                |         |

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|                              |     |           |      |        |    |      |
|------------------------------|-----|-----------|------|--------|----|------|
| TREE COM INC COM             | COM | 894675107 | 65   | 10000  | SH | SOLE |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 38   | 22300  | SH | SOLE |
| TRINITY INDS INC             | COM | 896522109 | 248  | 11135  | SH | SOLE |
| TTM TECHNOLOGIES INC COM     | COM | 87305R109 | 229  | 23404  | SH | SOLE |
| TWIN DISC INC COM            | COM | 901476101 | 1144 | 82000  | SH | SOLE |
| U S ENERGY CORP WYO COM      | COM | 911805109 | 92   | 20300  | SH | SOLE |
| ULTRA CLEAN HLDGS INC COM    | COM | 90385V107 | 1483 | 172064 | SH | SOLE |
| ULTRALIFE BATTERIES INC COM  | COM | 903899102 | 567  | 130300 | SH | SOLE |
| ULTRATECH INC COM            | COM | 904034105 | 1041 | 60850  | SH | SOLE |
| UMPQUA HLDGS CORP COM        | COM | 904214103 | 158  | 13908  | SH | SOLE |
| UNICA CORP COM               | COM | 904583101 | 1049 | 50000  | SH | SOLE |

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TETON ADVISORS, INC.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----|
| UNITED GUARDIAN INC COM        | COM            | 910571108 | 1133               | 79400              | SH         |              | SOLE                |    |
| UNIVERSAL TECHNICAL INST INCCO | COM            | 913915104 | 608                | 31100              | SH         |              | SOLE                |    |
| VALLEY NATL BANCORP COM        | COM            | 919794107 | 212                | 16471              | SH         |              | SOLE                |    |
| VALSPAR CORP COM               | COM            | 920355104 | 230                | 7217               | SH         |              | SOLE                |    |
| VARIAN SEMICONDUCTOR EQUIPTMCO | COM            | 922207105 | 538                | 18707              | SH         |              | SOLE                |    |
| VASCULAR SOLUTIONS INC COM     | COM            | 92231M109 | 696                | 60600              | SH         |              | SOLE                |    |
| VERIGY LTD SHS                 | COM            | Y93691106 | 84                 | 10300              | SH         |              | SOLE                |    |
| VICOR CORP COM                 | COM            | 925815102 | 787                | 53900              | SH         |              | SOLE                |    |
| VILLAGE SUPER MKT INC CL A NEW | COM            | 927107409 | 246                | 8800               | SH         |              | SOLE                |    |
| VISHAY INTERTECHNOLOGY INC     | COM            | 928298108 | 406                | 41913              | SH         |              | SOLE                |    |
| WABASH NATL CORP COM           | COM            | 929566107 | 1085               | 134100             | SH         |              | SOLE                |    |
| WABCO HLDGS INC COM            | COM            | 92927K102 | 287                | 6835               | SH         |              | SOLE                |    |
| WASHINGTON FED INC             | COM            | 938824109 | 238                | 15600              | SH         |              | SOLE                |    |
| WASHINGTON TR BANCORP COM      | COM            | 940610108 | 403                | 21093              | SH         |              | SOLE                |    |
| WEBSTER FINL CORP WATERBURY CO | COM            | 947890109 | 189                | 10768              | SH         |              | SOLE                |    |
| WESTFIELD FINANCIAL INC NEW CO | COM            | 96008P104 | 521                | 66850              | SH         |              | SOLE                |    |
| WET SEAL INC/THE-CLASS A       | COM            | 961840105 | 520                | 153500             | SH         |              | SOLE                |    |
| WHITNEY HLDG CORP              | COM            | 966612103 | 321                | 39239              | SH         |              | SOLE                |    |
| WHX CORP                       | COM            | 929248607 | 2582               | 308800             | SH         |              | SOLE                |    |
| WILLAMETTE VY VINEYARD INC COM | COM            | 969136100 | 59                 | 17000              | SH         |              | SOLE                |    |
| WILLIAMS SONOMA INC COM        | COM            | 969904101 | 773                | 24375              | SH         |              | SOLE                |    |
| WILSHIRE BANCORP INC COM       | COM            | 97186T108 | 249                | 38100              | SH         |              | SOLE                |    |
| WINDSTREAM CORP COM            | COM            | 97381W104 | 220                | 17875              | SH         |              | SOLE                |    |
| WINNEBAGO INDS INC COM         | COM            | 974637100 | 313                | 30000              | SH         |              | SOLE                |    |
| YORK WTR CO COM                | COM            | 987184108 | 457                | 28500              | SH         |              | SOLE                |    |
| YOUNG INNOVATIONS INC COM      | COM            | 987520103 | 581                | 20300              | SH         |              | SOLE                |    |
| ZEBRA TECHNOLOGIES CORP CL A   | COM            | 989207105 | 880                | 26149              | SH         |              | SOLE                |    |
| ZEP INC                        | COM            | 98944B108 | 2880               | 165150             | SH         |              | SOLE                |    |
| ZORAN CORP COM                 | COM            | 98975F101 | 662                | 86700              | SH         |              | SOLE                |    |
| ZYGO CORP COM                  | COM            | 989855101 | 1688               | 172200             | SH         |              | SOLE                |    |