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EDWARDS A G INC
Form 13F-HR
February 12, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2003

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: A.G. Edwards, Inc.
Address: One North Jefferson
St. Louis, MO 63103

Form 13F File Number: 28-4192

The institutional investment manager filing this report and the person by who it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Joseph G. Porter
Assistant Treasurer
314-955-3462

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 02/12/04
[Signature] [City, State] [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 405

Form 13F Information Table Value Total: \$2,122,906
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-----|----------------------|--------------------------------|
| 1 | 28-3548 | A.G. Edwards & Sons, Inc. |
| 2 | 28-6731 | A.G. Edwards Trust Company FSB |

| NAME OF ISSUER | -TITLE OF CLASS- | --CUSIP-- | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | -M |
|----------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----|
| D * ADC TELECOMMUNICATIONS INC | COM | 000886101 | 37 | 12530 | | | DEFINED | 01 |
| D AFLAC INC | COM | 001055102 | 1561 | 43145 | | | DEFINED | 01 |
| D AMB PROPERTY CORP | COM | 00163T109 | 12472 | 379316 | | | DEFINED | 01 |
| D AT&T WIRELESS SERVICES INC | COM | 00209A106 | 89 | 11160 | | | DEFINED | 01 |
| D ABBOTT LABORATORIES | COM | 002824100 | 4668 | 100164 | | | DEFINED | 01 |
| D ABERDEEN ASIA-PACIFIC INCOME | COM | 003009107 | 1730 | 272520 | | | DEFINED | 01 |
| D ADOBE SYSTEMS INC | COM | 00724F101 | 236 | 6032 | | | DEFINED | 01 |
| D AEGON N V ORD | COM | 007924103 | 288 | 19490 | | | DEFINED | 01 |
| D AFFILIATED COMPUTER SVCS INC | COM | 008190100 | 985 | 18092 | | | DEFINED | 01 |
| D AFFILIATED MANAGERS GROUP INC | COM | 008252108 | 2709 | 38929 | | | DEFINED | 02 |
| D ALCOA INC | COM | 013817101 | 29035 | 764067 | | | DEFINED | 01 |
| D ALLIED CAPITAL CORP NEW | COM | 01903Q108 | 504 | 18065 | | | DEFINED | 01 |
| D ALLSTATE CORP | COM | 020002101 | 1087 | 25269 | | | DEFINED | 01 |
| D ALLTEL CORP | COM | 020039103 | 267 | 5722 | | | DEFINED | 01 |
| D ALTRIA GROUP INC | COM | 02209S103 | 3292 | 60501 | | | DEFINED | 01 |
| D AMBASSADORS GROUP INC | COM | 023177108 | 3546 | 150970 | | | DEFINED | 01 |
| D AMEREN CORP | COM | 023608102 | 1299 | 28229 | | | DEFINED | 01 |
| D * AMERICAN CAP STRATEGIES LTD | COM | 024937104 | 1079 | 36279 | | | DEFINED | 01 |
| D AMERICAN EXPRESS CO | COM | 025816109 | 24381 | 505507 | | | DEFINED | 01 |
| D AMERICAN INTL GROUP INC | COM | 026874107 | 10165 | 153367 | | | DEFINED | 01 |
| D AMERICAN POWER CONVERSION CORP | COM | 029066107 | 234 | 9561 | | | DEFINED | 01 |
| D * AMGEN | COM | 031162100 | 2186 | 35377 | | | DEFINED | 01 |
| D ANADARKO PETROLEUM CORP | COM | 032511107 | 894 | 17522 | | | DEFINED | 01 |
| D ANHEUSER-BUSCH COS INC | COM | 035229103 | 9454 | 179463 | | | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|--------|---------|----|
| D ANNALY MORTGAGE MANAGEMENT INC | COM | 035710409 | 6382 | 346863 | DEFINED | 01 |
| D APACHE CORP | COM | 037411105 | 1022 | 12596 | DEFINED | 01 |
| D APOLLO GROUP INC | COM | 037604105 | 700 | 10323 | DEFINED | 01 |
| D * APPLIED MATERIALS | COM | 038222105 | 1152 | 51324 | DEFINED | 01 |
| D ARCHER-DANIELS-MIDLAND CO. | COM | 039483102 | 211 | 13878 | DEFINED | 01 |
| D ARCHSTONE-SMITH TRUST | COM | 039583109 | 417 | 14905 | DEFINED | 01 |
| D ARGOSY GAMING COMPANY | COM | 040228108 | 23692 | 911568 | DEFINED | 01 |
| D * ATMEL CORP | COM | 049513104 | 111 | 18550 | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSING INC | COM | 053015103 | 4870 | 122939 | DEFINED | 01 |
| D AUTOZONE INC | COM | 053332102 | 677 | 7945 | DEFINED | 01 |
| D BB&T CORP | COM | 054937107 | 1127 | 29162 | DEFINED | 01 |
| D BCE INC | COM | 05534B109 | 545 | 24364 | DEFINED | 01 |
| D BP P.L.C. SPONSORED ADR | COM | 055622104 | 17527 | 355153 | DEFINED | 01 |
| D BAKER HUGHES INC | COM | 057224107 | 354 | 11015 | DEFINED | 01 |
| D BANK OF AMERICA CORP | COM | 060505104 | 8967 | 111483 | DEFINED | 01 |
| D BANK ONE CORP | COM | 06423A103 | 1317 | 28879 | DEFINED | 01 |
| D BANKNORTH GROUP INC NEW | COM | 06646R107 | 1091 | 33531 | DEFINED | 01 |
| D BECTON DICKINSON CO | COM | 075887109 | 319 | 7748 | DEFINED | 01 |
| D * BED BATH & BEYOND INC | COM | 075896100 | 1341 | 30925 | DEFINED | 01 |
| D BELLSOUTH CORPORATION | COM | 079860102 | 1749 | 61813 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC | COM | 084670108 | 927 | 11 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC DEL | COM | 084670207 | 28719 | 10202 | DEFINED | 01 |
| D * BIOMET INC | COM | 090613100 | 2133 | 58904 | DEFINED | 01 |
| D BLACKROCK MUNI TARGET TERM | COM | 09247M105 | 1802 | 164552 | DEFINED | 01 |
| D H & R BLOCK INC | COM | 093671105 | 374 | 6756 | DEFINED | 01 |
| D BOEING COMPANY | COM | 097023105 | 603 | 14316 | DEFINED | 01 |
| D BRISTOL-MYERS SQUIBB CO | COM | 110122108 | 14983 | 523896 | DEFINED | 01 |
| D BROWN & BROWN INC | COM | 115236101 | 2537 | 77784 | DEFINED | 01 |
| D BROWN SHOE CO INC NEW | COM | 115736100 | 638 | 16819 | DEFINED | 01 |
| D BRUNSWICK CORP | COM | 117043109 | 12101 | 380183 | DEFINED | 01 |
| D BRUSH ENGINEERED MATERIALS INC | COM | 117421107 | 156 | 10200 | DEFINED | 01 |
| D BUCKEYE PARTNERS L.P. | COM | 118230101 | 338 | 7460 | DEFINED | 01 |
| D BURLINGTON NORTHERN SANTA FE | COM | 12189T104 | 946 | 29240 | DEFINED | 01 |
| D CBL & ASSOCIATES PROPERTIES | COM | 124830100 | 9765 | 172836 | DEFINED | 01 |
| D CIGNA CORP | COM | 125509109 | 218 | 3783 | DEFINED | 01 |
| D CPI CORP | COM | 125902106 | 836 | 41365 | DEFINED | 01 |
| D CDN IMPERIAL BK COMMERCE | COM | 136069101 | 200 | 4000 | DEFINED | 02 |
| D CANADIAN NATURAL RESOURCES LTD | COM | 136385101 | 414 | 8201 | DEFINED | 01 |
| D * CAPITAL AUTOMOTIVE REIT SBI | COM | 139733109 | 5127 | 160204 | DEFINED | 01 |
| D CAPITAL ONE FINANCIAL CORP | COM | 14040H105 | 28961 | 472518 | DEFINED | 01 |
| D CARDINAL HEALTH INC | COM | 14149Y108 | 2078 | 33980 | DEFINED | 01 |
| D CARNIVAL CORP | COM | 143658300 | 435 | 10942 | DEFINED | 01 |
| D CATERPILLAR INC | COM | 149123101 | 13322 | 160471 | DEFINED | 01 |
| D CENDANT CORP | COM | 151313103 | 391 | 17560 | DEFINED | 01 |
| D CEPHALON INC | COM | 156708109 | 243 | 5016 | DEFINED | 01 |
| D CHARLES RIVER LABS INTL INC | COM | 159864107 | 626 | 18240 | DEFINED | 02 |
| D CHEVRONTEXACO CORP | COM | 166764100 | 35543 | 411423 | DEFINED | 01 |
| D CHOICE HOTELS INTL INC NEW | COM | 169905106 | 1397 | 39625 | DEFINED | 01 |
| D * CHIRON CORP | COM | 170040109 | 279 | 4892 | DEFINED | 01 |
| D * CINCINNATI FINANCIAL CORP | COM | 172062101 | 387 | 9265 | DEFINED | 01 |
| D * CISCO SYSTEMS INC | COM | 17275R102 | 4798 | 198029 | DEFINED | 01 |
| D CITIGROUP INC | COM | 172967101 | 3642 | 75025 | DEFINED | 01 |
| D CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 43328 | 925219 | DEFINED | 01 |
| D CLOROX CO | COM | 189054109 | 268 | 5528 | DEFINED | 01 |
| D COCA-COLA CO | COM | 191216100 | 6780 | 133603 | DEFINED | 01 |
| D COLGATE-PALMOLIVE CO | COM | 194162103 | 1877 | 37498 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A | COM | 20030N101 | 677 | 20648 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A SPL | COM | 20030N200 | 27112 | 866474 | DEFINED | 01 |
| D * COMMERCE BANCSHARES INC | COM | 200525103 | 469 | 9573 | DEFINED | 01 |
| D CONAGRA FOODS INC | COM | 205887102 | 9257 | 350769 | DEFINED | 01 |
| D CONOCOPHILLIPS | COM | 20825C104 | 3529 | 53827 | DEFINED | 01 |
| D CONSOLIDATED EDISON INC | COM | 209115104 | 614 | 14284 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D CORNING INC | COM | 219350105 | 226 | 21702 | DEFINED | 01 |
| D * COST PLUS INC (CA) | COM | 221485105 | 902 | 21992 | DEFINED | 01 |
| D COUNTRYWIDE FINANCIAL CORP | COM | 222372104 | 222 | 2932 | DEFINED | 01 |
| D * CROSSTEX ENERGY L.P. | COM | 22765U102 | 658 | 15926 | DEFINED | 01 |
| D CYBERGUARD CORP | COM | 231910100 | 105 | 12000 | DEFINED | 01 |
| D DNP SELECT INCOME FUND INC | COM | 23325P104 | 230 | 20950 | DEFINED | 01 |
| D DARDEN RESTAURANTS INC | COM | 237194105 | 2128 | 101136 | DEFINED | 01 |
| D DEAN FOODS COMPANY NEW | COM | 242370104 | 1728 | 52580 | DEFINED | 01 |
| D DEERE & CO | COM | 244199105 | 265 | 4079 | DEFINED | 01 |
| D * DELL INC | COM | 24702R101 | 420 | 12355 | DEFINED | 01 |
| D DELTA & PINE LAND CO | COM | 247357106 | 2633 | 103663 | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL INC NEW | COM | 249030107 | 1886 | 41750 | DEFINED | 01 |
| D DEVELOPERS DIVERSIFIED RLTY CP | COM | 251591103 | 698 | 20798 | DEFINED | 01 |
| D DIAGEO PLC NEW | COM | 25243Q205 | 35217 | 666237 | DEFINED | 01 |
| D DIAMONDS TRUST SER 1 (DJIA) | COM | 252787106 | 672 | 6423 | DEFINED | 01 |
| D WALT DISNEY CO | COM | 254687106 | 18722 | 802469 | DEFINED | 01 |
| D DOMINION RES INC NEW (VA) | COM | 25746U109 | 1803 | 28243 | DEFINED | 01 |
| D DONALDSON CO INC | COM | 257651109 | 1082 | 18288 | DEFINED | 01 |
| D DOW CHEMICAL COMPANY | COM | 260543103 | 19677 | 473335 | DEFINED | 01 |
| D E.I. DU PONT DE NEMOURS&CO | COM | 263534109 | 3020 | 65813 | DEFINED | 01 |
| D DUKE ENERGY CORP | COM | 264399106 | 389 | 19032 | DEFINED | 01 |
| D DYNEX CAPITAL INC # | COM | 26817Q506 | 61 | 10000 | DEFINED | 01 |
| D EMC CORPORATION (MA) | COM | 268648102 | 843 | 65223 | DEFINED | 01 |
| D ECOLAB INC | COM | 278865100 | 462 | 16898 | DEFINED | 01 |
| D A.G. EDWARDS, INC | COM | 281760108 | 5548 | 153124 | DEFINED | 01 |
| D ELAN CORP PLC ADR | COM | 284131208 | 138 | 20000 | DEFINED | 01 |
| D EMERSON ELECTRIC CO | COM | 291011104 | 31852 | 491929 | DEFINED | 01 |
| D EMPIRE DISTRICT ELECTRIC CO | COM | 291641108 | 389 | 17757 | DEFINED | 01 |
| D ENERGEN CORP | COM | 29265N108 | 451 | 11001 | DEFINED | 01 |
| D ENERGIZER HOLDINGS INC | COM | 29266R108 | 4645 | 123665 | DEFINED | 01 |
| D ENERPLUS RESOURCE FUND # | COM | 29274D604 | 11652 | 382778 | DEFINED | 01 |
| D ENTERCOM COMMUNICATIONS CORP | COM | 293639100 | 5980 | 112919 | DEFINED | 02 |
| D ENTERPRISE PRODS PARTNERS L.P. | COM | 293792107 | 746 | 30401 | DEFINED | 01 |
| D EQUITY RESIDENTIAL | COM | 29476L107 | 305 | 10340 | DEFINED | 01 |
| D ETHAN ALLEN INTERIORS INC | COM | 297602104 | 2981 | 71175 | DEFINED | 01 |
| D EUROPEAN WARRANT FUND INC | COM | 298792102 | 24 | 10001 | DEFINED | 01 |
| D EXELON CORP | COM | 30161N101 | 242 | 3646 | DEFINED | 01 |
| D * EXPEDITORS INTL WASHINGTON | COM | 302130109 | 10411 | 276442 | DEFINED | 01 |
| D * EXPRESS SCRIPTS INC | COM | 302182100 | 556 | 8373 | DEFINED | 01 |
| D EXXON MOBIL CORP | COM | 30231G102 | 44326 | 1081121 | DEFINED | 01 |
| D FPL GROUP INC | COM | 302571104 | 533 | 8145 | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS INC | COM | 303075105 | 813 | 21270 | DEFINED | 01 |
| D FREDDIE MAC | COM | 313400301 | 806 | 13823 | DEFINED | 01 |
| D FANNIE MAE | COM | 313586109 | 4832 | 64370 | DEFINED | 01 |
| D FEDERATED DEPT STORES INC DEL | COM | 31410H101 | 518 | 10992 | DEFINED | 01 |
| D FEDEX CORP | COM | 31428X106 | 697 | 10328 | DEFINED | 01 |
| D * FIFTH THIRD BANCORP | COM | 316773100 | 2354 | 39830 | DEFINED | 01 |
| D FINANCIAL FEDERAL CORP | COM | 317492106 | 7624 | 249566 | DEFINED | 02 |
| D FIRST DATA CORP | COM | 319963104 | 33668 | 819376 | DEFINED | 01 |
| D FIRST POTOMAC REALTY TRUST | COM | 33610F109 | 321 | 17115 | DEFINED | 01 |
| D * FISERV INC | COM | 337738108 | 1243 | 31427 | DEFINED | 01 |
| D FLEETBOSTON FINANCIAL CORP | COM | 339030108 | 608 | 13930 | DEFINED | 01 |
| D FLORIDA BANKS INC | COM | 340560101 | 280 | 20000 | DEFINED | 01 |
| D FLORIDA EAST COAST INDS INC | COM | 340632108 | 828 | 25001 | DEFINED | 01 |
| D FLUOR CORP NEW | COM | 343412102 | 876 | 22097 | DEFINED | 01 |
| D FORD MOTOR CO (NEW) | COM | 345370860 | 991 | 61939 | DEFINED | 01 |
| D FORTUNE BRANDS INC | COM | 349631101 | 610 | 8536 | DEFINED | 01 |
| D FORWARD AIR CORP | COM | 349853101 | 860 | 31287 | DEFINED | 01 |
| D GABELLI GLOBAL MULTIMEDIA TR | COM | 36239Q109 | 7656 | 844075 | DEFINED | 01 |
| D GANNETT CO INC | COM | 364730101 | 897 | 10066 | DEFINED | 01 |
| D GAP INC | COM | 364760108 | 307 | 13245 | DEFINED | 01 |
| D GENERAL ELECTRIC CO | COM | 369604103 | 32280 | 1041969 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D GENERAL MILLS INC | COM | 370334104 | 2266 | 50027 | DEFINED | 01 |
| D GENERAL MOTORS CORP | COM | 370442105 | 382 | 7152 | DEFINED | 01 |
| D * GENTEX CORP | COM | 371901109 | 399 | 9041 | DEFINED | 01 |
| D GENUINE PARTS CO | COM | 372460105 | 386 | 11621 | DEFINED | 01 |
| D GILLETTE CO | COM | 375766102 | 2212 | 60228 | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP | COM | 376535100 | 5186 | 232029 | DEFINED | 01 |
| D GLADSTONE COMMERCIAL CORP | COM | 376536108 | 3493 | 207284 | DEFINED | 01 |
| D GLAXOSMITHKLINE PLC | COM | 37733W105 | 428 | 9182 | DEFINED | 01 |
| D GOLDMAN SACHS GROUP INC | COM | 38141G104 | 400 | 4056 | DEFINED | 01 |
| D GREATER BAY BANCORP | COM | 391648102 | 11375 | 399409 | DEFINED | 01 |
| D GREY WOLF INC | COM | 397888108 | 41 | 11000 | DEFINED | 01 |
| D GUIDANT CORP | COM | 401698105 | 335 | 5571 | DEFINED | 01 |
| D GULFTERRA ENERGY PARTNERS LP | COM | 40274U108 | 340 | 8000 | DEFINED | 01 |
| D HALLIBURTON CO | COM | 406216101 | 217 | 8340 | DEFINED | 01 |
| D HARLEY DAVIDSON INC | COM | 412822108 | 11537 | 242734 | DEFINED | 01 |
| D HARMAN INTL INDUSTRIES INC NEW | COM | 413086109 | 1226 | 16575 | DEFINED | 01 |
| D HARSCO CORP | COM | 415864107 | 4110 | 93792 | DEFINED | 01 |
| D HEARST-ARGYLE TELEVISION INC | COM | 422317107 | 827 | 29993 | DEFINED | 01 |
| D H.J. HEINZ CO | COM | 423074103 | 539 | 14802 | DEFINED | 01 |
| D HERSHEY FOODS CORP | COM | 427866108 | 15940 | 207036 | DEFINED | 01 |
| D HEWLETT-PACKARD CO | COM | 428236103 | 1003 | 43674 | DEFINED | 01 |
| D HIGH INCOME OPPORTUNITY FUND | COM | 42967Q105 | 168 | 23400 | DEFINED | 01 |
| D HILTON HOTELS CORP | COM | 432848109 | 23841 | 1391745 | DEFINED | 01 |
| D HOME DEPOT INC | COM | 437076102 | 13191 | 371679 | DEFINED | 01 |
| D HONEYWELL INTERNATIONAL INC | COM | 438516106 | 586 | 17519 | DEFINED | 01 |
| D * HOT TOPIC INC | COM | 441339108 | 1001 | 34003 | DEFINED | 01 |
| D HUBBELL INC CLASS B | COM | 443510201 | 5461 | 123826 | DEFINED | 01 |
| D IMS HEALTH INC | COM | 449934108 | 309 | 12440 | DEFINED | 01 |
| D ISTAR FINANCIAL INC | COM | 45031U101 | 9535 | 245111 | DEFINED | 01 |
| D ITT EDUCATIONAL SERVICES INC | COM | 45068B109 | 3538 | 75316 | DEFINED | 02 |
| D ILL TOOL WORKS INC | COM | 452308109 | 16908 | 201497 | DEFINED | 01 |
| D IMAGISTICS INTERNATIONAL INC | COM | 45247T104 | 2579 | 68760 | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW | COM | 453038408 | 666 | 15000 | DEFINED | 01 |
| D * INERGY L P | COM | 456615103 | 340 | 6872 | DEFINED | 01 |
| D * INTEL CORP | COM | 458140100 | 5971 | 186304 | DEFINED | 01 |
| D INTL BUSINESS MACHINES CORP | COM | 459200101 | 5291 | 57092 | DEFINED | 01 |
| D * INTERNATIONAL SPEEDWAY CORP | COM | 460335201 | 3319 | 74676 | DEFINED | 01 |
| D INTRUSION INC | COM | 46121E106 | 12 | 20000 | DEFINED | 01 |
| D INVESTMENT TECH GROUP INC NEW | COM | 46145F105 | 1489 | 92196 | DEFINED | 01 |
| D * INVESTORS FINL SERVICES CORP | COM | 461915100 | 307 | 8000 | DEFINED | 01 |
| D IRON MOUNTAIN INC (PA) NEW | COM | 462846106 | 7893 | 199610 | DEFINED | 02 |
| D ISHARES INC | COM | 464287234 | 3724 | 22715 | DEFINED | 02 |
| D ISHARES TRUST | COM | 464287242 | 5569 | 50368 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287309 | 4467 | 80345 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287408 | 3750 | 67767 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287457 | 18608 | 225637 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287465 | 69903 | 511066 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287556 | 1011 | 14051 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287580 | 16178 | 292029 | DEFINED | 02 |
| D ISHARES INC | COM | 464287606 | 69237 | 583297 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287697 | 1760 | 30555 | DEFINED | 01 |
| D ISHARES INC | COM | 464287705 | 59438 | 538432 | DEFINED | 01 |
| D ISHARES TRUST-DOW JONES U.S. | COM | 464287713 | 4387 | 208396 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287762 | 13162 | 231001 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287796 | 457 | 9248 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287812 | 10421 | 215761 | DEFINED | 01 |
| D ISHARES INC | COM | 464287879 | 39027 | 388140 | DEFINED | 01 |
| D ISHARES INC | COM | 464287887 | 46479 | 523885 | DEFINED | 01 |
| D JDS UNIPHASE CORP | COM | 46612J101 | 64 | 17550 | DEFINED | 01 |
| D JP MORGAN CHASE & CO | COM | 46625H100 | 1134 | 30876 | DEFINED | 01 |
| D JEFFERSON PILOT CORP | COM | 475070108 | 375 | 7412 | DEFINED | 01 |
| D JOHNSON & JOHNSON | COM | 478160104 | 17559 | 339893 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D KANE PIPE LINE PARTNERS L.P. | COM | 484169107 | 495 | 9750 | DEFINED | 01 |
| D KELLOGG CO | COM | 487836108 | 456 | 11982 | DEFINED | 01 |
| D KERR-MCGEE CORP (HOLDING CO) | COM | 492386107 | 6011 | 129301 | DEFINED | 01 |
| D KIMBERLY CLARK CORP | COM | 494368103 | 1651 | 27933 | DEFINED | 01 |
| D KIMCO REALTY CORP | COM | 49446R109 | 10193 | 227772 | DEFINED | 01 |
| D KINDER MORGAN ENRGY PARTNRS LP | COM | 494550106 | 627 | 12735 | DEFINED | 01 |
| D KRAFT FOODS INC | COM | 50075N104 | 979 | 30397 | DEFINED | 01 |
| D LNR PROPERTY CORP | COM | 501940100 | 3066 | 61922 | DEFINED | 01 |
| D LSI LOGIC CORP | COM | 502161102 | 111 | 12500 | DEFINED | 01 |
| D LEGGETT AND PLATT | COM | 524660107 | 1071 | 49498 | DEFINED | 01 |
| D LEXINGTON CORP PPTYS TRUST SBI | COM | 529043101 | 479 | 23726 | DEFINED | 01 |
| D LIBERTY MEDIA CORP NEW | COM | 530718105 | 24410 | 2052981 | DEFINED | 01 |
| D LIBERTY PROPERTY TRUST | COM | 531172104 | 675 | 17351 | DEFINED | 01 |
| D LIFELINE SYSTEMS INC | COM | 532192101 | 2924 | 153893 | DEFINED | 01 |
| D ELI LILLY AND CO | COM | 532457108 | 1108 | 15759 | DEFINED | 01 |
| D LIMITED BRANDS INC | COM | 532716107 | 208 | 11513 | DEFINED | 01 |
| D LINCARE HOLDINGS INC | COM | 532791100 | 887 | 29503 | DEFINED | 01 |
| D LINCOLN NATL CONV SECS FD INC | COM | 534183108 | 203 | 15000 | DEFINED | 01 |
| D LOWE'S COMPANIES INC | COM | 548661107 | 3710 | 66988 | DEFINED | 01 |
| D LUCENT TECHNOLOGIES INC | COM | 549463107 | 109 | 38264 | DEFINED | 01 |
| D MBNA CORP | COM | 55262L100 | 1028 | 41354 | DEFINED | 01 |
| D MAGELLAN MIDSTREAM PARTNERS LP | COM | 559080106 | 288 | 5756 | DEFINED | 01 |
| D MANAGED MUNIS PORTFOLIO INC | COM | 561662107 | 1866 | 164423 | DEFINED | 01 |
| D MANAGED HIGH INCOME PORTFOLIO | COM | 56166C105 | 80 | 11576 | DEFINED | 01 |
| D MARKEL CORP (HOLDING COMPANY) | COM | 570535104 | 2646 | 10436 | DEFINED | 01 |
| D MARRIOTT INTL INC NEW | COM | 571903202 | 223 | 4833 | DEFINED | 01 |
| D MASSEY ENERGY COMPANY | COM | 576206106 | 458 | 22028 | DEFINED | 01 |
| D MAY DEPARTMENT STORES CO | COM | 577778103 | 515 | 17700 | DEFINED | 01 |
| D MAYTAG CORP | COM | 578592107 | 234 | 8401 | DEFINED | 01 |
| D MCDONALD'S CORP | COM | 580135101 | 935 | 37670 | DEFINED | 01 |
| D MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 459 | 13494 | DEFINED | 01 |
| D MEDTRONIC INC | COM | 585055106 | 6656 | 136921 | DEFINED | 01 |
| D MERCK & COMPANY INC | COM | 589331107 | 34356 | 743645 | DEFINED | 01 |
| D MERCURY GENERAL CORP NEW | COM | 589400100 | 2533 | 54405 | DEFINED | 01 |
| D MERRILL LYNCH & CO | COM | 590188108 | 470 | 8018 | DEFINED | 01 |
| D * MICROSOFT CORP | COM | 594918104 | 23815 | 870115 | DEFINED | 01 |
| D MOHAWK INDUSTRIES INC | COM | 608190104 | 633 | 8980 | DEFINED | 02 |
| D ROBERT MONDAVI CORP | COM | 609200100 | 412 | 10605 | DEFINED | 01 |
| D MORGAN STANLEY NEW | COM | 617446448 | 796 | 13757 | DEFINED | 01 |
| D MOTOROLA INC | COM | 620076109 | 429 | 30652 | DEFINED | 01 |
| D MYLAN LABORATORIES | COM | 628530107 | 236 | 9343 | DEFINED | 01 |
| D NN INC | COM | 629337106 | 5030 | 400493 | DEFINED | 01 |
| D NANOPHASE TECHNOLOGIES CORP | COM | 630079101 | 83 | 10310 | DEFINED | 02 |
| D NATIONAL CITY CORP | COM | 635405103 | 1425 | 41975 | DEFINED | 01 |
| D NATIONAL COMMERCE FINL CORP | COM | 63545P104 | 14133 | 518072 | DEFINED | 01 |
| D NATUZZI S P A ADR | COM | 63905A101 | 8228 | 816303 | DEFINED | 02 |
| D NEW YORK TIMES CL A | COM | 650111107 | 9778 | 204597 | DEFINED | 01 |
| D NEWELL RUBBERMAID INC | COM | 651229106 | 397 | 17430 | DEFINED | 01 |
| D NICOR INC | COM | 654086107 | 7015 | 206096 | DEFINED | 01 |
| D NOKIA CORP | COM | 654902204 | 1054 | 61972 | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP | COM | 655844108 | 1149 | 48569 | DEFINED | 01 |
| D NORTEL NETWORKS CORP NEW | COM | 656568102 | 56 | 13278 | DEFINED | 01 |
| D NORTH FORK BANCORPORATION (NY) | COM | 659424105 | 7758 | 191693 | DEFINED | 01 |
| D NORTHERN BORDER PARTNERS L P | COM | 664785102 | 1362 | 34673 | DEFINED | 01 |
| D NUVEEN DIVIDEND ADVANTAGE | COM | 67066V101 | 1845 | 119172 | DEFINED | 01 |
| D OGE ENERGY CORP | COM | 670837103 | 569 | 23539 | DEFINED | 01 |
| D NUVEEN MUNICIPAL VALUE FD INC | COM | 670928100 | 3734 | 400627 | DEFINED | 01 |
| D OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 513 | 12141 | DEFINED | 01 |
| D * ORACLE CORP | COM | 68389X105 | 2040 | 154182 | DEFINED | 01 |
| D OWENS-ILLINOIS INC NEW | COM | 690768403 | 155 | 13000 | DEFINED | 01 |
| D PMC CAPITAL INC | COM | 693430100 | 417 | 74935 | DEFINED | 01 |
| D PMC COMMERCIAL TRUST SBI | COM | 693434102 | 511 | 33534 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D PPG INDUSTRIES | COM | 693506107 | 203 | 3173 | DEFINED | 01 |
| D * PAYCHEX INC | COM | 704326107 | 421 | 11312 | DEFINED | 01 |
| D PEOPLES BANK | COM | 710198102 | 286 | 8800 | DEFINED | 01 |
| D PEPSICO INC | COM | 713448108 | 28289 | 606806 | DEFINED | 01 |
| D PFIZER INC | COM | 717081103 | 27844 | 788118 | DEFINED | 01 |
| D PHOTOGEN TECHNOLOGIES INC # | COM | 71932A309 | 71 | 43000 | DEFINED | 01 |
| D PIEDMONT NATURAL GAS CO INC | COM | 720186105 | 265 | 6100 | DEFINED | 01 |
| D PLAINS RESOURCES INC # | COM | 726540503 | 2598 | 161850 | DEFINED | 01 |
| D PLANTRONICS INC NEW | COM | 727493108 | 8793 | 269310 | DEFINED | 02 |
| D PLUM CREEK TIMBER CO INC | COM | 729251108 | 14087 | 462626 | DEFINED | 01 |
| D PRO-PHARMACEUTICALS INC | COM | 74267T109 | 686 | 173600 | DEFINED | 02 |
| D PROCTER & GAMBLE CO | COM | 742718109 | 13368 | 133838 | DEFINED | 01 |
| D PROGRESS ENERGY INC | COM | 743263105 | 793 | 17515 | DEFINED | 01 |
| D PUBLIC STORAGE INC | COM | 74460D109 | 1284 | 29585 | DEFINED | 01 |
| D PULITZER INC | COM | 745769109 | 1232 | 22806 | DEFINED | 01 |
| D PULTE HOMES INC | COM | 745867101 | 1083 | 11568 | DEFINED | 01 |
| D PUTNAM MASTER INCOME TRUST SBI | COM | 74683K104 | 93 | 13551 | DEFINED | 01 |
| D PUTNAM MASTER INTERMEDIATE - | COM | 746909100 | 75 | 11375 | DEFINED | 01 |
| D QUAKER FABRIC CORP | COM | 747399103 | 827 | 87370 | DEFINED | 01 |
| D * QUALCOMM INC | COM | 747525103 | 819 | 15195 | DEFINED | 01 |
| D QWEST COMMUNICATIONS | COM | 749121109 | 91 | 20983 | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW | COM | 751028101 | 838 | 26719 | DEFINED | 02 |
| D RAYONIER INC | COM | 754907103 | 10288 | 247843 | DEFINED | 01 |
| D RAYTHEON CO NEW | COM | 755111507 | 676 | 22517 | DEFINED | 01 |
| D REALTY INCOME CORP | COM | 756109104 | 1152 | 28806 | DEFINED | 01 |
| D REINSURANCE GROUP OF AMERICA | COM | 759351109 | 238 | 6154 | DEFINED | 01 |
| D RENAL CARE GROUP INC | COM | 759930100 | 358 | 8690 | DEFINED | 01 |
| D RESMED INC | COM | 761152107 | 769 | 18515 | DEFINED | 01 |
| D R.J. REYNOLDS TOBACCO HLDGS | COM | 76182K105 | 1329 | 22852 | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC | COM | 773903109 | 495 | 13892 | DEFINED | 01 |
| D ROCKWELL COLLINS INC | COM | 774341101 | 369 | 12285 | DEFINED | 01 |
| D ROYAL BANK OF CANADA | COM | 780087102 | 665 | 13937 | DEFINED | 01 |
| D ROYAL DUTCH PETROLEUM CO # | COM | 780257804 | 3650 | 69671 | DEFINED | 01 |
| D SBC COMMUNICATIONS INC | COM | 78387G103 | 4143 | 158915 | DEFINED | 01 |
| D SLM CORP | COM | 78442P106 | 385 | 10223 | DEFINED | 01 |
| D ST JOE COMPANY | COM | 790148100 | 2275 | 61001 | DEFINED | 01 |
| D ST JUDE MEDICAL INC | COM | 790849103 | 393 | 6400 | DEFINED | 01 |
| D ST. PAUL COMPANIES INC | COM | 792860108 | 399 | 10056 | DEFINED | 01 |
| D SARA LEE CORP | COM | 803111103 | 1804 | 83112 | DEFINED | 01 |
| D SCANA CORP NEW | COM | 80589M102 | 1709 | 49896 | DEFINED | 01 |
| D SCHERING-PLOUGH CORP | COM | 806605101 | 1145 | 65843 | DEFINED | 01 |
| D SCHLUMBERGER LTD | COM | 806857108 | 857 | 15664 | DEFINED | 01 |
| D A. SCHULMAN INC | COM | 808194104 | 8087 | 379296 | DEFINED | 01 |
| D SCOTTS COMPANY | COM | 810186106 | 3521 | 59525 | DEFINED | 01 |
| D E W SCRIPPS CO NEW CL A | COM | 811054204 | 7212 | 76613 | DEFINED | 01 |
| D SEALED AIR CORP NEW | COM | 81211K100 | 310 | 5735 | DEFINED | 01 |
| D SEARS, ROEBUCK & CO | COM | 812387108 | 290 | 6383 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y100 | 16651 | 623849 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y407 | 11389 | 361684 | DEFINED | 01 |
| D SECTOR SPDR TRUST (ENERGY) | COM | 81369Y506 | 20796 | 754839 | DEFINED | 01 |
| D SECTOR SPDR TRUST (FINANCIAL) | COM | 81369Y605 | 28939 | 1028750 | DEFINED | 01 |
| D SECTOR SPDR TRUST (INDUSTRIAL) | COM | 81369Y704 | 18325 | 684798 | DEFINED | 01 |
| D SECTOR SPDR TRUST (TECHNOLOGY) | COM | 81369Y803 | 24634 | 1208733 | DEFINED | 02 |
| D SECTOR SPDR TRUST (UTILITIES) | COM | 81369Y886 | 277 | 11890 | DEFINED | 01 |
| D SERVICE CORP INTL | COM | 817565104 | 323 | 60010 | DEFINED | 01 |
| D * SIGMA ALDRICH CORP | COM | 826552101 | 13819 | 241681 | DEFINED | 01 |
| D SMITH & WOLLENSKY RESTAURANT | COM | 831758107 | 2632 | 412496 | DEFINED | 01 |
| D J.M. SMUCKER CO NEW | COM | 832696405 | 6583 | 145358 | DEFINED | 01 |
| D SNAP-ON INC | COM | 833034101 | 10796 | 334877 | DEFINED | 01 |
| D * SONICWALL INC | COM | 835470105 | 79 | 10100 | DEFINED | 01 |
| D SOUTHERN COMPANY | COM | 842587107 | 1031 | 34090 | DEFINED | 01 |
| D SOUTHWEST AIRLINES CO | COM | 844741108 | 191 | 11807 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|--------|---------|----|
| D SPRINT CORP (FON GROUP) | COM | 852061100 | 304 | 18489 | DEFINED | 01 |
| D STATE STREET CORP | COM | 857477103 | 823 | 15807 | DEFINED | 01 |
| D STEWART ENTERPRISES INC | COM | 860370105 | 275 | 48373 | DEFINED | 01 |
| D * STREICHER MOBILE FUELING INC | COM | 862924107 | 30 | 22144 | DEFINED | 01 |
| D STREETTRACKS SERIES TRUST | COM | 86330E604 | 15449 | 103146 | DEFINED | 01 |
| D STRYKER CORP | COM | 863667101 | 258 | 3031 | DEFINED | 01 |
| D SUN COMMUNITIES INC | COM | 866674104 | 323 | 8335 | DEFINED | 01 |
| D * SUN MICROSYSTEMS INC | COM | 866810104 | 840 | 187826 | DEFINED | 01 |
| D SUNGARD DATA SYSTEMS INC | COM | 867363103 | 939 | 33875 | DEFINED | 01 |
| D SUNTRUST BANKS INC | COM | 867914103 | 964 | 13481 | DEFINED | 01 |
| D SURMODICS INC | COM | 868873100 | 365 | 15360 | DEFINED | 01 |
| D SYSCO CORPORATION | COM | 871829107 | 6410 | 172161 | DEFINED | 01 |
| D TCF FINANCIAL CORP | COM | 872275102 | 6451 | 125632 | DEFINED | 01 |
| D TECO ENERGY INC | COM | 872375100 | 255 | 17688 | DEFINED | 01 |
| D TEPPCO PARTNERS L.P. | COM | 872384102 | 290 | 7195 | DEFINED | 01 |
| D TII NETWORK TECH INC | COM | 872479209 | 42 | 20000 | DEFINED | 01 |
| D TARGET CORP | COM | 87612E106 | 6171 | 160706 | DEFINED | 01 |
| D TEMPLETON GLOBAL INCOME FUND | COM | 880198106 | 199 | 20926 | DEFINED | 01 |
| D * TEVA PHARMACEUTICAL INDS ADR | COM | 881624209 | 2054 | 36214 | DEFINED | 01 |
| D TEXAS INSTRUMENTS INC | COM | 882508104 | 794 | 27018 | DEFINED | 01 |
| D THORNBURG MORTGAGE INC | COM | 885218107 | 974 | 35822 | DEFINED | 01 |
| D 3M COMPANY | COM | 88579Y101 | 5402 | 63533 | DEFINED | 01 |
| D TIME WARNER INC | COM | 887317105 | 1203 | 66890 | DEFINED | 01 |
| D TRANSCANADA CORP | COM | 89353D107 | 250 | 11625 | DEFINED | 01 |
| D TRIBUNE CO NEW | COM | 896047107 | 5646 | 109420 | DEFINED | 01 |
| D TYCO INTERNATIONAL LTD NEW | COM | 902124106 | 1999 | 75449 | DEFINED | 01 |
| D * USA TRUCK INC | COM | 902925106 | 335 | 33845 | DEFINED | 01 |
| D US BANCORP NEW | COM | 902973304 | 2325 | 79183 | DEFINED | 01 |
| D UNION PACIFIC CORP | COM | 907818108 | 1226 | 17650 | DEFINED | 01 |
| D UNION PLANTERS CORP | COM | 908068109 | 630 | 20021 | DEFINED | 01 |
| D UNITED PARCEL SERVICE INC | COM | 911312106 | 1027 | 13781 | DEFINED | 01 |
| D UNITED TECHNOLOGIES CORP | COM | 913017109 | 2342 | 24716 | DEFINED | 01 |
| D VAN KAMPEN SENIOR INCOME TRUST | COM | 920961109 | 1459 | 169055 | DEFINED | 01 |
| D VARIAN MEDICAL SYSTEMS INC | COM | 92220P105 | 13428 | 194328 | DEFINED | 01 |
| D VECTREN CORP | COM | 92240G101 | 7880 | 319660 | DEFINED | 01 |
| D VERIZON COMMUNICATIONS | COM | 92343V104 | 1931 | 55037 | DEFINED | 01 |
| D VIACOM INC CL B | COM | 925524308 | 427 | 9628 | DEFINED | 01 |
| D VODAFONE GROUP PLC NEW | COM | 92857W100 | 530 | 21149 | DEFINED | 01 |
| D WD-40 COMPANY | COM | 929236107 | 264 | 7474 | DEFINED | 01 |
| D W.P. CAREY & CO LLC | COM | 92930Y107 | 320 | 10485 | DEFINED | 01 |
| D WPS RESOURCES CORP | COM | 92931B106 | 337 | 7285 | DEFINED | 01 |
| D WACHOVIA CORP (2ND NEW) | COM | 929903102 | 2281 | 48951 | DEFINED | 01 |
| D WAL-MART STORES INC | COM | 931142103 | 44373 | 836436 | DEFINED | 01 |
| D WALGREEN COMPANY | COM | 931422109 | 4632 | 127327 | DEFINED | 01 |
| D WASHINGTON MUTUAL INC | COM | 939322103 | 1085 | 27052 | DEFINED | 01 |
| D WASHINGTON POST CO CL B | COM | 939640108 | 336 | 425 | DEFINED | 01 |
| D WASTE MANAGEMENT INC NEW | COM | 94106L109 | 259 | 8766 | DEFINED | 01 |
| D WEINGARTEN REALTY INVS SBI | COM | 948741103 | 244 | 5500 | DEFINED | 01 |
| D WELLPOINT HEALTH NETWORKS NEW | COM | 94973H108 | 265 | 2732 | DEFINED | 01 |
| D WELLS FARGO & CO NEW | COM | 949746101 | 37296 | 633317 | DEFINED | 01 |
| D * WERNER ENTERPRISES INC | COM | 950755108 | 200 | 10270 | DEFINED | 01 |
| D WESTWOOD ONE INC | COM | 961815107 | 4563 | 133396 | DEFINED | 01 |
| D * WHITE ELECTRONIC DESIGNS CP | COM | 963801105 | 199 | 22622 | DEFINED | 01 |
| D WHOLE FOODS MARKET INC | COM | 966837106 | 220 | 3280 | DEFINED | 01 |
| D JOHN WILEY & SONS INC | COM | 968223206 | 2220 | 85279 | DEFINED | 01 |
| D WILMINGTON TRUST CORP | COM | 971807102 | 374 | 10401 | DEFINED | 01 |
| D WYETH | COM | 983024100 | 3327 | 78372 | DEFINED | 01 |
| D XCEL ENERGY INC | COM | 98389B100 | 1015 | 59755 | DEFINED | 01 |
| D XEROX CORPORATION | COM | 984121103 | 305 | 22098 | DEFINED | 01 |
| D ZEBRA TECHNOLOGIES CORP | COM | 989207105 | 13246 | 199577 | DEFINED | 02 |
| D ZILA INC | COM | 989513205 | 102 | 24928 | DEFINED | 01 |
| D ZIMMER HOLDINGS INC | COM | 98956P102 | 1108 | 15736 | DEFINED | 01 |

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|----------------------------------|------------------|-----------|---------|--------|------------------|
| D COOPER INDUSTRIES LTD | COM | G24182100 | 406 | 7005 | DEFINED 01 |
| D INGERSOLL-RAND COMPANY LIMITED | COM | G4776G101 | 30761 | 453167 | DEFINED 01 |
| D MONTPELIER RE HOLDINGS LTD | COM | G62185106 | 4367 | 119000 | DEFINED 01 |
| D NABORS INDUSTRIES LTD | COM | G6359F103 | 235 | 5660 | DEFINED 01 |
| D W.P. STEWART & CO LTD | COM | G84922106 | 12319 | 572188 | DEFINED 01 |
| D TRANSOCEAN INC | COM | G90078109 | 481 | 20049 | DEFINED 01 |
| D WHITE MTNS INS GROUP LTD | COM | G9618E107 | 16664 | 36230 | DEFINED 01 |
| D WILLIS GROUP HOLDINGS LTD | COM | G96655108 | 7605 | 223211 | DEFINED 01 |
| D XL CAPITAL LTD | COM | G98255105 | 271 | 3497 | DEFINED 01 |
| S REPORT SUMMARY | 405 DATA RECORDS | | 2122906 | | 2 OTHER MANAGERS |