#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 30, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from to

Commission file number 1-87

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

> EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NEW YORK 14650

EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN INDEX TO FINANCIAL STATEMENTS, SCHEDULES AND EXHIBIT DECEMBER 30, 2004

(a)	Financial Statements*	Page No.
	Report of Independent Registered Public Accounting Firm Statement of Net Assets Available for Benefits Statement of Changes in Net Assets Available	3 4
	for Benefits Notes to Financial Statements	5 6-12
(b)	Schedule*	•
	I. Schedule of Assets (Held at End of Year)	13-52
(C)	Signature	53
(-1)		

- (d) Exhibits
  - (23.1) Consent of Independent Registered Public Accounting Firm
  - \* Prepared in accordance with the filing requirements of ERISA. Other Schedules required by Section 2520.103-10 of the Department Of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

To the Savings and Investment Plan Committee and the Participants of the Eastman Kodak Employees' Savings and Investment Plan

We have audited the accompanying statements of net assets available for benefits of the Eastman Kodak Employees' Savings and Investment Plan as of December 30, 2004 and 2003, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Eastman Kodak Employees' Savings and Investment Plan as of December 30, 2004 and 2003, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 30, 2004 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Respectfully Submitted,

/s/ Insero, Kasperski, Ciaccia & Co., P.C. Insero, Kasperski, Ciaccia & Co., P.C. Certified Public Accountants

Rochester, New York June 21, 2005

### EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS (in thousands)

	December 30,	
	2004	2003
ASSETS Investments at Fair Value: Eastman Kodak Company common stock Other common and preferred stocks Mutual funds Interest in common/collective trusts (pooled) funds U.S. government securities Loans to participants	\$ 112,430 313,812 1,103,035 434,037 497	<pre>\$ 104,920 321,418 884,149 506,869</pre>
Investments at Contract Value: Group annuity and other investment contracts	4,504,365	4,227,291
Other Assets: Cash Dividends and interest receivable Employer contributions receivable Employee contributions receivable Receivables for securities sold Other receivables	149 275 1,267 2,649 1,048 152	- 130 -
Total assets	6,526,684	6,106,043
LIABILITIES Payables for securities purchased Payable to T. Rowe Price Accrued expenses Accounts payable	2,075 723 406 132	1,456 326 -
Total liabilities	3,336	2,252
Net assets available for benefits	\$6,523,348 =======	\$6,103,791 =======

(See accompanying notes to financial statements)

### EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (in thousands)

	For the fiscal year ended	December 30,
	2004	2003
ADDITIONS TO NET ASSETS: Dividends on Eastman Kodak Company common stock Other dividends Interest	\$ 1,676 15,202 279,812	
Net realized and unrealized gains from investments	232,123	372,416
Employer contributions Participants' contributions	14,701 321,206	16,101 313,644
Total Additions	864,720	987,876
DEDUCTIONS FROM NET ASSETS:	(440,020)	
Distributions to participants Administrative expenses	(440,039) (5,124)	(288,966) (5,230)
Total Deductions	(445,163)	(294,196)
Increase in net assets	419,557	693,680
Net assets available for benefits at beginning of year	6,103,791	5,410,111
Net assets available for benefits at end of year	\$6,523,348 ========	\$6,103,791 ========

(See accompanying notes to financial statements)

#### NOTE 1: DESCRIPTION OF PLAN

#### General

The Eastman Kodak Employees' Savings and Investment Plan (the Plan or SIP) is a defined contribution plan of a controlled group of corporations consisting of Eastman Kodak Company and certain United States subsidiaries operating in the United States (Kodak or the Company). The principal provisions of the Plan are described below and are provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. Regular full-time, regular part-time, supplementary or conditional employees of Kodak are eligible to participate in the Plan. Kodak Ambassadors, co-ops and special program employees are not eligible to participate in the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974.

The Plan is administered by the Savings and Investment Plan Committee (SIPCO), which is the Plan Administrator and named fiduciary. The Trust is administered by Boston Safe Deposit and Trust Company (Boston Safe or the Plan Trustee).

Plan participants are able to direct the investment of their Plan holdings (employer and employee) into various investment options offered under the Plan on a daily basis. The investment options consist of thirty-five funds comprised of common and preferred stocks, mutual funds, common/collective trusts (pooled) funds, group annuity and other investment contracts, and U.S. government securities.

#### **Investment Option Changes**

Effective April 1, 2004, the Putnam Voyager, Putnam Vista and MSIF Trust Value Funds were no longer available as investment options under the Plan, and participant's balances remaining in these funds on March 31, 2004, if any, were transferred into the Fixed Income Fund.

Effective March 1, 2004, the MSIF Trust High Yield and Time Horizon Funds were no longer available as investment options under the Plan, and participant's balances remaining in these funds on February 29, 2004, if any, were transferred into the Fixed Income Fund.

Effective February 2, 2004, the Putnam Voyager and MSIF Trust Value Funds were replaced with the America Funds Growth Fund of America and the Hotchkis and Wiley Mid-Cap Value Fund, respectively.

Effective January 1, 2004, new investment options were added to the Plan. Those options are the Salomon Brothers Institutional High Yield Bond, T. Rowe Price Retirement Income Fund, T. Rowe Price Retirement 2010 Fund, T. Rowe Price Retirement 2020 Fund, T. Rowe Price Retirement 2030 Fund and T. Rowe Price Retirement 2040 Fund.

Effective December 1, 2003, the Putnam Investors, PBHG Growth, Putnam OTC & Emerging Growth, SSgA Emerging Markets Index, Mathews Pacific Tiger and Scudder Latin America Funds were no longer available as investment options under the Plan, and participant's balances remaining in these funds on November 30, 2003, if any, were transferred into the Fixed Income Fund. Effective February 1, 2003, new contributions of any kind were not allowed to these funds.

### Investment Option Changes (continued)

Effective January 1, 2003, new investment options were added to the Plan. Those options are the Turner Midcap Growth Equity Fund, PIMCO Opportunity Fund, Batterymarch U.S. Small Cap Equity Fund, MFS International New Discovery Fund, and American Century Emerging Markets Fund.

#### Administrative Expenses

The Plan provides for the payment of certain administrative expenses by the Trust, including fees for investment advisors, the record keeper, the Plan Trustee, attorneys and accountants. The record keeper is T. Rowe Price Retirement Plan Services, Inc.

#### Contributions

The Plan includes a salary reduction provision allowing eligible Kodak participants to defer up to a certain percentage of qualifying compensation as defined in the Plan. The maximum deferral for Plan years 2004 and 2003 was limited to 75%, of the aggregate of qualifying compensation and wage dividend, but not more than the statutory limit. Effective January 1, 2000, the Company began to match SIP contributions for an amount up to 3% of wages for employees who contributed up to 5% of their wages to SIP and who also participated in the Cash Balance Plus portion of the Kodak Retirement Income Plan. All contributions to the Plan are immediately vested. Boston Safe invests participant and employer contributions to the Plan into the investment funds, as directed by the participant. Participants are eligible to make transfers between investment funds on a daily basis. Company match funds cannot be used for loans or hardship withdrawals.

#### Loans

The Plan Administrator may grant a loan to a participant provided that the aggregate of the participant's outstanding loans will not exceed the lesser of: 1) \$50,000 less the highest outstanding loan balance during the previous 12 months, or 2) 50% of the current value of the participant's account excluding any Company match funds. A new loan must be at least \$1,000 and repaid over a period not to exceed five years from the date of the loan. In accordance with the Plan provisions, the rate of interest is fixed at the discretion of the Plan Administrator. Interest is charged at the lesser of the maximum legal rate or the prime rate. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.00% to 9.5% in 2004 and 2003, which are commensurate with local prevailing rates as determined by the Plan Administrator.

#### NOTE 1: DESCRIPTION OF PLAN (continued)

### Distributions

Distributions from the Plan are made under the following circumstances:

- The Plan Administrator, or its designee makes approval of hardship withdrawals. Hardship withdrawals will only be granted a) in order to meet obligations relating to the payment of substantial out-of-pocket medical (or dental) bills for the participant, the participant's spouse or any of the participant's dependents, b) for the purchase or construction of a primary residence, c) for tuition, room and board or other post-secondary educational expenses, or d) for payments to prevent eviction/foreclosure.
- 2. Upon attaining age 59 1/2, a participant may elect to receive a lump sum cash distribution from the Plan while still actively employed.
- 3. Upon separation from service for any reason except death, the full value of a participant's account is distributed as a lump sum if the account balance is less than a certain amount as defined in the Plan and the participant is not retirement eligible. Otherwise, the full value of the account is distributed when and as designated by the participant in a lump sum payment, or in monthly or annual installments. If the participant does not make an appropriate designation, the account is paid in a lump sum cash payment in February following the year the participant turns age 65.
- 4. In the event of death, the value of a participant's account is paid in a lump sum to a designated beneficiary, if any, or to the decedent's estate, except that if there is a surviving spouse, then the entire sum will be paid to such spouse unless the spouse consents to the beneficiary designation of the participant.
- The Plan Trustee is authorized to honor "qualified domestic relations orders" issued and served in accordance with Section 414(p) of the Internal Revenue Code.

### Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution, if applicable, and an allocation of Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### Plan Termination

While Kodak expects to continue the Plan, it has the right to discontinue contributions and amend or terminate the Plan at any time. In the event that contributions to the Plan are discontinued, the Plan Trustee will continue to administer the Trust. In the event of the termination of the Trust as a result of or incident to termination of the Plan, the pro rata value of the participants' accounts will be paid in accordance with the provisions of the Plan.

#### NOTE 1: DESCRIPTION OF PLAN (continued)

### Reclassification

To conform with financial statement groupings in 2004, certain items reported in 2003 have been reclassified for comparative purposes. This reclassification has no effect on the increase in net assets for 2003.

#### NOTE 2: SUMMARY OF ACCOUNTING POLICIES

#### Basis of Accounting

The Plan operates on a fiscal year ending December 30.

The Plan's financial statements have been prepared on the accrual basis of accounting. Distributions to participants are recorded when paid.

#### Investment Valuation and Income Recognition

The group annuity and other investment contracts are included in the financial statements at contract value because they are fully benefit responsive. In aggregate, the recorded value of the group annuity and other investment contracts approximates their fair value. Interest rates on these contracts remain fixed and are not reset until a contract matures. There is no minimum crediting interest rates under the terms of the contracts. Effective annual yields on these contracts ranged between 3.72% and 8.39% in 2004 and 2003, depending on the date of the contribution, transfer or rollover. The blended rate of return on the Fixed Income Fund was approximately 6.3% in 2004 and 6.6% in 2003.

Interest in common/collective trusts (pooled) funds reflects market values based upon the net asset value of the underlying funds. Shares of mutual funds are valued at the net asset value of shares held by the Plan at December 30. Current values of all other investments are based upon active market quotations on national exchanges, if available, at December 30, or, if not available, upon amounts believed by the Plan Administrator to be realizable at that time. Loans to participants are valued at principal plus accrued interest, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

#### Use of Estimates

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

### Risks and Uncertainties

Investment securities are exposed to various risks, such as interest rate and market. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risk in the near term could have materially affected participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

#### NOTE 2: SUMMARY OF ACCOUNTING POLICIES (continued)

### Risks and Uncertainties (continued)

In the normal course of business, the Plan enters into agreements that contain a variety of representations and warranties, which provide general indemnifications. The Plan's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Plan that have not yet occurred. However, based on experience, the Plan expects the risk of loss to be remote.

## NOTE 3: INVESTMENTS

The Plan Trustee is not required to furnish a bond in connection with the custody of investments or other assets of the Plan.

The Plan Trustee is authorized to keep any portion of any of the foregoing funds in cash or liquid investments, as it may deem advisable.

The Plan Trustee reinvests all dividends, interest or gains derived from investments in each Fund in the respective Fund.

NOTE 4: NET REALIZED AND UNREALIZED GAINS (LOSSES) FROM INVESTMENTS

Net realized and unrealized gains (losses) from investments for the fiscal year ended on December 30 are:

	Net Realized a Gains/( from Inves (in thous	Losses) stments
	2004	2003
Eastman Kodak Company common stock Other common and preferred stocks Mutual funds Interest in common/collective trusts	\$26,456 33,694 125,471	\$ (42,615) 101,839 205,526
(pooled) funds Pre-mixed portfolio of other funds	43,213 3,289	82,923 24,743
	\$ 232,123 =======	\$ 372,416 =======

### NOTE 5: SIGNIFICANT INVESTMENTS

The following table represents investments having a value equal to or greater than 5% of net assets at December 30, 2004 and 2003:

(in	thousands)
-----	------------

Investment			Principal Amount	Current Value
2004				
John Hancock Mutual Life Ins. GAC #15187	04/01/2011	6.79%	\$ 330,265	\$ 330,265
Principal Mutual Life Ins. #4-20445-2	11/15/2007	7.70%	611,671	611,671
TOTAL				\$ 941,936
2003				
John Hancock Mutual Life Ins. GAC #15187	04/01/2011	6.79%	\$ 309,266	\$ 309,266
Principal Mutual Life Ins. #4-20445-2	11/15/2007	7.70%	567,921	567,921
TOTAL				\$ 877,187 =======

#### NOTE 6: FEDERAL INCOME TAX STATUS

In November 2002, the Plan received a favorable tax determination letter from the Internal Revenue Service (IRS) in which the IRS stated that the Plan is in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving such letter. The Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

#### NOTE 7: RELATED PARTY TRANSACTIONS

During 2004 and 2003, certain Plan investments were shares of mutual funds managed by T. Rowe Price. T. Rowe Price Retirement Plan Services, Inc. has been the record keeper since January 1, 2002; therefore, these transactions constitute related party transactions. Fees paid by the Plan to T. Rowe Price for management services amounted to \$2,178,638 and \$2,537,071 for the fiscal years ended December 30, 2004 and 2003, respectively.

The Kodak Stock Fund, the SIP Smaller Stock Fund, and the Fixed Income Fund hold small amounts of cash invested in short-term investments. Mellon Trust, the parent of Boston Safe Deposit and Trust Company, the Plan Trustee, manages these short-term investments; therefore, these transactions constitute related party transactions.

The Kodak Stock Fund is not actively managed, but Boston Safe Deposit and Trust Company, the Plan Trustee, buys, sells and holds the assets for this fund including the cash that is necessary to maintain liquidity. During the years ended December 30, 2004 and 2003, the Plan purchased shares in the Fund in the amount of \$11,009,627 and \$22,154,800, sold shares in the Fund in the amount of \$29,634,400 and \$24,582,394, and had net appreciation/(depreciation) in the Fund in the amount of \$26,456,658 and \$(42,615,416), respectively. The total value of the Plan's investment in the Fund was \$117,094,457 and \$108,322,084 at December 30, 2004 and 2003, respectively.

### FIXED INCOME FUND

Description	Maturity Dates	Interest Rates	Current Value
Group Annuity Contracts: The Prudential Life Insurance Co of America New York Life Insurance Co	01/02/06-10/02/06 12/31/04-10/01/07	7.830%-7.970% \$ 7.150%-8.390%	387,173 329,610
Principal Mutual Life Insurance Co. John Hancock Mutual Life	08/15/07-11/01/08	6.310%-7.700%	829,773
Insurance Co Monumental Life Insurance Co Metropolitan Life Insurance Co Travelers Insurance Company	03/31/08-04/01/11 02/15/06 01/15/05-01/15/08 07/01/10	7.600%	432,399 57,996 234,357 108,684
Total		\$2	.379,992
Investment Contracts NISA/AEGON (Wrapper)	10/01/75	3.72% \$	(3,276)
U.S. Government Securities: Farm Cr Sys Finl Assist Corp. Federal Home Ln Bks Cons Bd Federal Home Ln Bks #TR 00407 Federal Home Ln Mtg Corp Debs Federal Home Ln Mtg Corp Mtn Federal Natl Mtg Assn Debs Federal Natl Mtg Association FHLMC Multi-Class CTFS 2620 A GNMA GTD REMIC P/T 04/23 A Tennessee Valley Auth 2001 A Tennessee Valley Auth Pwr Bd U.S. Treasury Bonds U.S. Treasury Notes U.S. Treasury Inflation Index	6/10/05 02/24/06-10/15/07 3/30/06 09/15/10-07/15/14 03/15/07-05/04/09 02/15/06-06/15/10 11/15/10 11/15/16 07/20/25 01/18/11 07/15/33 11/15/10-02/15/31 08/31/05-11/15/14 04/15/10-07/15/14	3.875% - 4.875% 3.000% - 7.125% 6.625% 3.000% 5.500% 5.625% 4.700% 5.375% - 12.75% 1.625% - 6.500%	$\begin{array}{c} 1,330\\ 18,532\\ 11,415\\ 5,932\\ 12,850\\ 19,160\\ 1,636\\ 1,325\\ 2,529\\ 529\\ 3,503\\ 27,810\\ 104,056\\ 8,768 \end{array}$
Corporate Debt Instruments: Abbey Natl Plc Mtn SB #00001 ABN AMRO Bk N V Amsterdam Ace Ltd Sr Nt AEP Tex Cent Co Sr Nt Ser A AEP Tex North Co Sr Nt Alabama Pwr Co Sr Nt Ser X Albertsons Inc Mtn #TR00069 Albertsons Inc Sr Deb Alcan Inc Nt Alcoa Inc Nt Alcoa Inc Sr Nt Allstate Life Gbl Mtn Altria Group Inc Nt	$\begin{array}{c} 10/17/05\\ 06/04/18\\ 04/01/07\\ 02/15/13\\ 03/01/13\\ 05/01/08\\ 02/23/28\\ 08/01/29\\ 05/15/13\cdot12/15/33\\ 01/15/13\\ 01/15/12\\ 05/29/09\\ 11/04/13\\ \end{array}$	$\begin{array}{c} 6.690\% \\ 4.650\% \\ 6.000\% \\ 5.500\% \\ 5.500\% \\ 3.125\% \\ 6.570\% \\ 7.450\% \\ 4.500\% - 6.125\% \\ 5.375\% \\ 6.000\% \\ 4.500\% \\ 7.000\% \end{array}$	$\begin{array}{c} 354\\ 1,736\\ 470\\ 1,391\\ 314\\ 1,116\\ 1,175\\ 628\\ 3,716\\ 2,206\\ 2,181\\ 5,086\\ 2,350\end{array}$

Description	Maturity Dates	Interest Rates	Current Value
Cornerate Dabt Instrumenter			
Corporate Debt Instruments:			
American Axle & Mfg Inc Inc	02/11/14		000
Sr Nt	02/11/14	5.250%	990
American Elec Pwr Inc Sr Nt	06/01/15	5.250%	339
American Elec Pwr Inc Sr Nt A	05/15/06	6.125%	1,275
American Express 01-1 CL A	09/15/08	FLTG RT	1,002
American Express Co Nt	09/12/06	5.500%	2,744
American Express CR 03-4 CL A	01/15/09	1.690%	4,504
American Express Mtn #TR00475	07/30/09	4.375%	8,168
American Gen Corp Sr Nt	02/15/29	6.625%	547
American Gen Fin Mtn #TR00378	10/01/12	5.375%	784
American General Finance	10/01/09	3.875%	6,829
American General Corp NTS	08/11/10	7.500%	2,297
American Honda TR#00432 144A	11/06/08	3.850%	1,171
Amgen Inc Sr Nt 144A	11/18/14	4.850%	1,350
Amsouth BK Birmingham Mtn 0003	11/03/06	2.820%	598
Anadarko FIN Co Sr Nt	05/01/31	7.500%	443
Anadarko Petroleum Corp	03/15/29	7.200%	1,454
Anheuser Busch COS Inc Deb	08/20/32	6.800%	533
AOL Time Warner Inc Deb	05/01/32	7.700%	3,758
AOL Time Warner Inc Gl Nt	04/15/06	6.125%	1,035
AOL Time Warner Inc Nt	05/01/07-05/01/12		5,870
Apache Corp Nt	04/15/12	6.250%	1,829
Archer Daniels Midland Co Nt	02/01/31	7.000%	1,786
Archstone Smith Oper Tr Nt	06/15/08-08/15/14		2,249
Archstone Smith Tr Sr Nt	08/15/07	5.000%	457
Asian Dev Bk Bds	07/16/18	5.593%	6,464
Aspen Ins Hldgs Ltd Sr Nt 144A	08/15/14	6.000%	2,507
Assoc Corp NA Bds	11/01/18	6.950%	8,798
Assurant inc Sr Nt	02/15/14-02/15/34		1,787
AT&T Wireless Svcs Inc Nt	05/01/07	7.500%	3,528
AT&T Wireless Svcs Inc Sr Nt	03/01/06-03/01/31		7,142
Avalon Bay Cmntys Inc Sr Nts	07/15/06	6.800%	1,552
Axa SA US\$ Sub Nt	12/15/30	8.600%	2,530
BAE Sys Hldgs Inc Gtd Nt 144A	12/15/11	6.400%	3,766
Bank One Corp Nts	06/30/08	2.625%	2,119
Bank America Cap III Cap Secs	01/15/27	VAR RT	676
Bank Amer Corp Global Nt	02/01/07	5.250%	3,518
Bank Amer Corp Nt	02/15/10-06/15/14		8,118
Bank Amer Corp Sr Nt	02/17/09-04/15/12	3.375%-6.250%	8,530
Bank Amer Corp Sub Global Nt	08/15/13	4.750%	1,040
Bank Amer Corp Sub Nts	02/15/06-10/15/11	6.200%-7.400%	2,251
Bank New York Inc Sr Hldg Co	07/01/07	5.200%	779
Bank One Corp Nt	09/01/07-08/01/08	4.125%-6.000%	6,975
Bank One Issuance Tr 03-7 CL A	03/15/11	3.350%	5,135
Bank One NA Chicago Mtn 00346	05/05/06	VAR RT	2,202
Bank One NA Mtn #TR 00324	01/15/08	3.700%	1,998
Bank One NA Mtn #TR 00300	03/26/07	5.500%	1,609
Bank One Tex NA Mtn Sb 00001	02/15/08	6.250%	4,554
Bank Boston NA Nts	04/15/08	6.375%	3,232
Bank Boston Sub Nts	03/25/08	6.375%	4,716

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments: Bear Stearns Cos Inc Global Nt	01/15/07-01/31/08	4.000%-5.700%	5,214
Bear Stearns Cos Inc Nt	07/02/08	2.875%	3,376
Bellsouth Cap Fdg Corp Debs	02/15/30	7.875%	1,608
Bellsouth Cap Funding Corp	02/15/10	7.750%	579
Bellsouth Corp Deb	06/15/34	6.550%	1,546
Bellsouth Corp Nt	10/15/06-11/15/34	4.750%-6.875%	10,728
Bellsouth Telecommunicat Bnds	06/01/28	6.375%	394
Berkshire Hathaway Fin 144A	07/02/07	3.400%	17,542
BMW Veh Owner Tr 04-A A3	03/25/08	2.670%	1,248
Boeing Cap Corp Global Nt	01/15/13	5.800%	2,806
Boeing Cap Corp Sr Nt	03/01/11-02/15/12		2,270
Boeing Co.	08/15/24	7.950%	2,913
BP Cap Mkts PLC Gtd Nt	12/29/06-03/15/07	2.625%-2.750%	6,045
Brandywine Oper Ltn LP	11/01/09	4.500%	1,538
BRE PPTYS Inc Nt	03/15/07	5.950%	1,458
Bristol Myers Squibb	06/15/23	7.150%	2,801
Bristol Myers Squibb Co Nt	10/01/06-10/01/11		2,066
British Sky Broadcasting Nts	02/23/09	6.875%	1,206
British Telecommunications Nt	12/15/10	STEP UP	5,193
British Telecommunications PLC	12/15/30	STEP	3,457
BSCH Issuances Ltd Sub Nt	09/14/10	7.625%	2,153
Bunge Ltd Fin Corp Gtd Sr 144A	04/15/14	5.350%	1,504
Burlington Northn Mtn Tr 00002	07/15/37	6.530%	1,109
Burlington Resources Finance California Infr PG&E-1 97-1 A7	12/01/06-12/01/31		4,799
California Infrac 1997-1 A7-A8	09/25/08	6.420%	3,624
Campbell Soup Co Nt	12/26/09 02/15/11	6.370%-6.480%	4,548 811
Canadian National Railway Co	10/15/11	6.750%	876
Canadian Natl Railway Co Sr Nt	08/01/34	6.375% 6.250%	1,502
Canadian Pacific Railway Co	10/15/11-10/15/31		3,738
Capital Auto Rec Asset Tr 02 3	09/15/05	VAR RT	298
Capital One Bk Mtn #TR 00177	12/01/08	4.250%	4,478
Capital One Bk Mtn Sr #TR00174	05/15/08	4.875%	719
Capital One Bk Mtn Sr #TR00176	09/15/10	5.750%	741
Carramerica Rlty Corp Sr Nt	04/01/09	3.625%	1,165
Carramerica Realty Oper	09/01/11	5.125%	1,352
Caterpillar Finl Corp	07/15/08	2.700%	<sup>′</sup> 531
Caterpillar Finl Svcs Corp Mtn	11/15/07	3.625%	3,411
Caterpillar Finl Svcs Corp Sr	06/15/09	4.500%	1,484
CBA Cap TR I TR Pfd Secs 144A	12/31/49	5.805%	1,877
CBS Corp Cr Nt	05/20/05	7.150%	787
Cendant Corp Sr Nt	01/15/08-03/15/10	6.250%	1,191
Centerpoint Energy Houston	07/01/23-03/15/33	5.600%-6.950%	3,911
Centex Corp Sr Nt	10/01/13	5.125%	509
Champion Intl Corp Deb	11/01/25	7.350%	1,610
Chase Cap II Cap Secs Ser B	02/01/27	FLTG RT	2,236
Chase Credit Card 01-4 CL A	11/17/08	5.500%	6,269
Chevron Texaco Cap Co Gtd Nt	09/17/07	3.500%	1,626
Chrysler Corp Sr Nts	03/01/27	7.450%	2,565

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments:	00 (15 (00	5.075%	
Cincinnati Gas & Elec Co Deb	06/15/33	5.375%	236
Cingular Wireless LLC Sr Nt	12/15/11	6.500%	555
CIT Group Inc Reorganized Sr	11/03/08	3.875%	1,348
CIT Group Inc Sr Nt	02/07/06-04/02/12		6,398
Citibank Cr Card 03 A5 Nt	04/07/08	2.500%	2,889
Citibank Cr Card 2002 A1 Nt	02/09/09	4.950%	2,285
Citibank Cr Card 99-5 CL A	05/15/08	6.100%	5,588
Citibank Cr Card TR 04 A1 Nt	01/20/09	2.550%	5,897
Citigroup Inc Global Nt	12/11/34	5.850%	581
Citigroup Inc Global Sr Nt	05/10/06-06/09/09		15,256
Citigroup Inc Global Sub Nt	08/27/12-10/31/33		3,653
Citigroup Inc Nts	02/15/98	6.875%	807
Citigroup Inc Sub Nt 144A	09/15/14	5.000%	2,958
Clear Channel Comm Inc Nt	11/01/06-09/15/14		1,340
Clear Channel Comm Inc Sr Nt	05/15/11	4.400%	901
Clear Channel Communications	01/15/10	4.500%	3,656
Cleveland Elec Illum Co Sr Nt	12/15/13	5.650%	1,023
Clorox Co Sr Nt 144A	01/15/15	5.000%	527
Coca-Cola Enterprises Inc Nt	05/15/07	5.250%	1,257
Comcast Cable Comm Inc Sr Nt	06/15/09	6.875%	472
Comcast Cable Communs Inc Nt	01/30/11	6.750%	13,872
Comcast Corp New Nt	03/15/11-03/15/33		8,844
Commerce Group Inc Mass Sr Nt	12/09/13	5.950%	2,039
Conagra Foods Inc Nt	09/15/11	6.750%	982
Conoco Fdg Co Nt	10/15/11-10/15/31		5,086
Conoco Inc Sr Nts	04/15/29	6.950%	1,852
Conoco Phillips Nt	10/15/07-10/15/32		6,863
Consolidated Nat Gas 01 Ser A	04/15/11	6.850%	3,933
Consolidated Nat Gas Co 04 A	12/01/14	5.000%	3,305
Constellation Energy Group Inc.		7.600%	3,325
Consumers Energy Co 1st Mtg Bd	03/15/15	5.000%	1,145
Continental Airlines Pass Thru	08/02/20	6.545%	503
Continental Airls 97-4 CL 4A	01/02/18	6.900%	1,363
Continental Airls 99-2 CL A-1	03/15/20	7.256%	532
Continental Cablevision Inc	09/15/05	8.875%	1,039
Convergys Corp Sr Nt	12/15/09	4.875%	1,088
Corporacion Andina De Fomento	01/26/07	VAR RT	1,513
Corporate PPTY Invs Nt 144A	03/15/16	7.875%	4,221
Costco Whsl Corp New Sr Nt	03/15/07	5.500%	260
Countrywide Home Lns Mtn #0034	05/21/08	3.250%	1,828
Countrywide Home Mtn #TR 00304	02/15/07	2.875%	1,630
Countrywide Home Mtn #TR 00313	03/22/11 01/15/10	4.000%	3,066
Cox Enterprises Inc Nt 144A		4.625%	1,495
Cox Communications Inc New Nt CPC Intl Mtn TR 00010	11/01/10-06/01/13	4.625%-7.750%	6,233 937
Credit Suisse FB USA Inc Sr Nt	10/15/97 01/15/09	5.600% 3.875%	
Credit Suisse FB USA Inc ST Nt Credit Suisse FB USA Nts	08/01/06		11,846
CXS Corp Sr Nts	03/15/11	5.875% 6.750%	2,079 726
CVS Corp Nt	11/01/07-09/15/09	3.875%-4.000%	2,926
	TT/ 01/ 01 - 09/ 13/ 09	5.075/0-4.000/0	2,920

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments: Daimler Chrylser Hldg Corp Nt Daimler Chrysler NA Hldg Nt Daimler Chrysler NA Hldg Corp	01/18/31 05/15/06 01/20/05-01/15/12	8.500% 6.400% 7.300%-7.400%	1,115 1,831 4,844
Daimler Chrysler Auto 01-C A4	12/06/06	4.630%	599
Daimler Chrysler Auto 04-A A3	12/08/07	2.000%	3,478
Daimler Chrysler Auto TR 02 CA3	11/08/06	2.560%	547
Daimler Chrysler N A Hldg Sr Nt	11/15/13	6.500%	5,519
Daimler Chrysler NA Mtn TR00036		VAR RT	3,652
DBS Bk Ltd Singapore Sub 144A	11/15/19	VAR RT	1,918
Deere John Cap Corp Nt	03/15/12	7.000%	2,196
Detroit Edison Co Sr Nt Deutsche Telekom Intl Fin BV	10/01/10-10/15/12 06/15/10-06/01/32		1,819
Devon Energy Corp Sr Deb	04/15/32	7.950%	11,184 3,487
Devon Fing Corp ULC Deb	09/30/31	7.875%	5,248
Diageo Cap PLC Global Nt	03/20/08	3.375%	1,608
Diageo Fin Bv Nt	04/01/11	3.875%	976
Diageo PLC Nt	11/19/07	3.500%	1,139
Discover Card Mstr 96-3 CL A	08/18/08	6.050%	888
Disney Global Bonds	03/30/06	6.750%	2,443
Disney Walt Co Mtn # TR 00049	06/20/14	6.200%	2,945
Dominion Res Inc Del Nt	09/17/12	5.700%	950
Dominion Res Inc Del Sr Nt D	12/15/09	5.125%	403
Dominion Res Inc VA New Sr Nt	02/15/08	4.125%	1,006
Dominion Res Inc VA Ser A Dow Chem Co Global Nt	06/15/10	8.125%	635
Dow Chem Co Nt	12/15/08 10/01/12	5.750% 6.000%	1,415 2,548
DTE Energy Co Sr Nt	04/15/33	6.375%	1,047
DuPont EI de Nemours & Co Nt	10/15/09-04/30/14		3,016
Duke Cap Corp Sr Nt	02/15/13-02/15/32		663
Duke Energy Corp 1st & Ref Mtg	03/05/08	3.750%	5,125
Duke Energy Corp Mtg Bd	04/01/10	4.500%	354
Duke Energy Corp Sr Nt	01/15/12-11/30/12	5.625%-6.250%	2,647
Duke Energy Field Svcs LLC	08/16/10	7.875%	2,481
Duke-Weeks Rlty Ltd Partnrship	03/15/05	6.875%	1,462
East Man Chem Co Debs	02/01/27	7.600%	592
EKS Sports Finans ASA Mtn #0001.	2 01/15/08	3.375%	2,132
EKS Sports Finans AS Mtn \$TR000 Emerson Elec Co Nt	07 07/15/09 06/01/05-08/15/32	4.375% 6.000%-7.875%	5,561 3,214
Enbridge Energy Partners LP	12/15/14	5.350%	3,214 1,354
Encana Corp Nt	08/15/09-08/15/34	4.600%-6.500%	3,750
Encana Hldgs Fin Corp Nt	05/01/14	5.800%	6,274
Endurance Specialty Hldgs Ltd	07/15/34	7.000%	1,022
Entergy Miss Inc 1st Mtg Bds	04/01/08	4.350%	1,229
EOP Oper Ltd Partn Gtd Nt	07/15/11	7.000%	1,407
EOP Oper Ltd Partnership Gtd	03/15/14	4.750%	1,272
EOP Oper LTD Partnership Nt	03/15/06-06/15/28	7.250%-8.375%	1,912
EOP Operating LP Nts	02/15/12	6.750%	1,188
Equity Residential PPTYS Debs	10/15/17	7.125%	556
ERP Oper LP	08/15/26	7.570%	1,483

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments:			
Exelon Corp Sr Nt	05/01/11	6.750%	2,723
Federated Dept Stores Inc Del	09/01/08-04/01/29		4,970
First Un Natl Bk Mtn #Sb 00005	08/18/10	7.800%	551
First Energy Corp Nt Ser A	11/15/06	5.500%	1,264
First Energy Corp Nt Ser B	11/15/11	6.450%	347
First Energy Corp Nt Ser C	11/15/31	7.375%	3,463
Fleet Boston Finl Corp Sr00029	11/30/07	4.200%	2,539
Fleet Boston Finl Corp Sr Nt	12/01/06	4.875%	3, 310
Fleet Cr Card Master TR 03A A	07/15/08	2.400%	7,941
Fleet Natl Bk Providence R I	01/15/09	5.750%	4,470
Florida Pwr & Lt Co Nt	10/01/33	5.950%	1,169
Florida Pwr Corp 1st Mtg Bd	03/01/33	5.900%	1,543
FMR Corp Nt 144A	03/01/13	4.750%	3,013
Ford Mtr Co Del Gbl Landmark	07/16/31	7.450%	2,647
Ford Mtr Co Gbl Landmark	02/01/06-10/25/11	6.875%-7.375%	7,736
Ford Mtr Cr Co Global Land Sec	10/28/09	7.375%	2,466
Fort Mtr Cr Co Global Nt	10/01/13	7.000%	3,199
Ford Mtr Cr Co Global Secs	01/25/07	6.500%	13,990
Ford Mtr Cr Co Nt	01/12/09	5.800%	5,357
Ford Mtr Cr Co Sr Nt	01/15/10	5.700%	17,084
Fosters Fin Corp Gtd Nt 144A	10/01/14	4.875%	772
France Telecom SA Nt	03/01/06-03/01/31	VAR RT	8,504
Fuji Fin Cayman Ltd Sub 144A	04/15/10	8.625%	849
GE Global Ins Hldg Corp	02/15/26	7.000%	3,872
General Dynamics Corp Nt	05/15/08	3.000%	2,833
General Elec Cap Mtn #TR 00528	03/15/32	6.750%	546
General Elec Cap Mtn #TR 00575	01/15/13	5.450%	4,337
General Elec Cap Mtn #TR 00660	10/15/08	3.600%	17,332
General Elec Cap Mtn #TR 00665	12/15/09	3.750%	3,410
General Elec Cap Mtn #TR 00666	12/15/09	VAR RT	3,100
General Elec Cap Corp Mtn	11/21/11	4.375%	5,316
General Elec Co Nt	02/01/13	5.000%	13,032
General Elec Corp Mtn #TR 00590	05/01/08	3.500%	6,739
General Electric Cap Mtn	03/15/07	5.375%	4,630
General Mls Inc Nt	02/15/07-02/15/12		4,950
General Mtrs Accep Corp Gbl Nt	12/01/14	6.750%	2,955
General Mtrs Accep Corp Nt	09/15/11-11/01/31		20,647
General Mtrs Accep Corp Sr Nt	08/28/07-05/15/09		8,146
General Mtrs Accep Mtn TR 00635	05/18/06	VAR RT	3,981
General Mtrs Corp Sr Deb	07/15/23-07/15/33	8.250%-8.375%	7,253
Georgia Pwr Co Nt	02/17/09	VAR RT	1,000
Gettu Paul J TR Taxable Ser 3	10/01/33	5.875%	2,613
Gillette Co Nt	03/15/08	2.875%	406
GMAC Deb	12/01/12	ZEROCPN	917
Golden West Finl Corp Del Sr	08/15/07	4.125%	2,535
Goldman Sachs Cap I Coldman Sachs Croup Inc	02/15/34 10/15/13	6.345%	2,519
Goldman Sachs Group Inc		5.250%	387 1 030
Goldman Sachs Group Inc Nt Goldman Sachs Group Inc Sr Nt	08/17/05 04/01/13-02/15/33	7.625% 4.750%-6.125%	1,030 20,118
Soruman Sachs Group The Sr Nt	04/01/10-02/10/33	130/0-0.123/0	20,110

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments:			
GTE Corp	04/15/28	6.940%	1,493
Harley Davidson Tr 01-1 CL A2	01/15/09	5.270%	326
Harrahs Oper Inc Gtd Sr Nt	07/01/10	5.500%	1,178
Hartford Life Inc Sr Nt	03/01/31	7.375%	142
HBOS Cap Fdg No 2 LP 144A	06/30/49	VAR RT	2,040
HBOS Plc Mtn #Sr00034 144A	09/15/09	4.000%	1,295
Health Care Reit Inc Nt	09/12/12	8.000%	1,168
Heinz H J Fin Co Gtd Nt	03/15/32	STEP	504
Heritage PPTY Invt TR Inc 144A	10/15/09	4.500%	2,562
Hewlett Packard Co Global Nt	03/15/08	3.625%	597
Highmark Inc Sr Nt 144A	08/15/13 05/15/08	6.800% 7.625%	1,712 1,212
Hilton Hotels Corp Nt Honda Auto Rec 04-2 A3			
Household Fin Corp	06/16/08 12/15/08-11/16/09	3.300%	6,714
Household Fin Corp Global Nt	01/15/08	4.125%	22,800 1,023
Household Fin Corp Mtn Sr 00704		4.625% VAR RT	420
Household Fin Corp Nt	01/30/07-10/15/11		9,524
HRPT PPTYS Tr Sr Nt	08/15/16	6.250%	9,324 3,949
HSBC BK USA Gbl Mtn #Sr00013	09/15/09	3.875%	2,376
HSBC BK USA NA Mtn #Sb0001	11/01/34	5.875%	2,013
HSBC Cap Fdg Dlr 2 LP 144A	12/29/49	VAR RT	2,461
HSBC Fin Corp Nt	05/15/11	6.750%	2,408
HSBC Hldgs Plc Sub Nt	12/12/12	5.250%	2,966
Huntington Natl Mtn # Tr 00129	10/16/06	2.750%	2,577
Hydro-Quebec	04/01/16	7.500%	2,593
IBM Corp Debentures	08/01/27	6.220%	1,705
IBP Inc Nt	02/01/10	7.950%	756
Imperial TOB Overseas BV	04/01/09	7.125%	880
Independence Cmnty Bk Corp	04/01/14	VAR RT	1,926
Indiana Mich Pwr Co Sr Ser F	11/15/14	5.050%	757
Ing Bank N V Sub Nt 144A	05/01/15	5.125%	498
Inter Amern Bk Mtn #Tr 00001	01/18/06	5.375%	4,546
Inter Amern Dev Bk Bd	09/01/09-06/15/25	7.000%-8.875%	14,874
International Bk Recon & Dev	01/27/05	7.000%	6,019
International Business Machs Co	rp 11/29/12	4.750%	1,575
International Business Machs	10/01/06-11/29/32	4.875%-5.875%	2,169
International Lease Fin Corp	09/15/08	4.350%	4,872
International Paper Co Nt	10/30/12-04/01/15	VAR RT-5.500%	3,691
Istar Finl Inc Sr Nt	12/15/10	6.000%	906
J P Morgan Chase & Co Gbl Nt	02/01/11	6.750%	9,312
John Deere Capital Corp Notes	08/22/07	4.500%	1,012
Johnson Ctls Inc Nt	09/15/13	4.875%	507
Jones Apparel Grp Inc	11/15/34	6.125%	546
JP Morgan Chase & Co	09/15/14	5.125%	12,468
JP Morgan Chase & Co Global Sr	05/30/07	5.250%	8,829
Kellogg Co Deb Ser B	04/01/31	7.450%	3,561
Kellogg Co Global Nt	06/01/08	2.875%	970
Kellogg Co Nt Ser B	04/01/11	6.600%	330
Kerr McGee Corp Nt	07/01/24	6.950%	1,335

Description	Maturity Dates	Interest Rates	Current Value
Courseste Dabt Trateumantes			
Corporate Debt Instruments:	07/01/14	F 000%	4 010
Key Bk NA Mtn #Sb 00008	07/01/14	5.800%	4,316
Key Bk NA Mtn #Sb 00004	02/01/11	7.000%	1,554
Kinder Morgan Energy Partners	11/15/14-08/15/33		3,469
Korea Dev Bk Nt	11/16/06-03/02/09	3.875%-5.250%	3,479
Korea Elec Pwr Corp Nt 144A	09/12/07	4.250%	805
Kraft Foods Inc Global Nt	11/01/11-11/01/31		8,900
Kraft Foods Inc Nt	11/12/09-10/01/13	4.125\$-6.250%	6,477
Kroger Co Nt	04/15/12	6.750%	2,533
Kroger Co Sr Deb	09/15/29	8.000%	2,979
Kroger Co Sr Nt Ser B	06/01/09-06/01/29		2,217
Lehman Bros Hldgs Inc Gbl Nt	01/22/08	4.000%	6,679
Lehman Bros Hldgs Inc Nt	05/15/06-06/15/07		4,058
Lehman Bros Inc Nts	04/15/08	6.500%	2,039
Lehman Brothers Hldgs Tr 00387	01/18/12	6.625%	3,332
Lehman Brothers Mtn # Tr 00476	03/13/14	4.800%	1,624
Liberty Media Corp New Sr Nt	09/17/06-05/15/13		3,936
Liberty Media Corp Sr Deb	02/01/30	8.250%	977
Liberty Media Corp Sr Nt	07/15/29	8.500%	311
Lockheed Martin Corp Deb	12/01/29 09/15/23	8.500%	9,617
Loral Corp Deb		7.000% 5.375%	1,132
Marsh & McLennan Cos Inc Sr Nt	07/15/14		1,538
Massmutual Global Fdg II 144A May Dept Stores Co Sr Nt	07/15/08 07/15/24	2.550%	978
MBNA Amer Bk Natl Assn	06/15/12	6.650% 6.625%	2,535 550
MBNA Amer Bk Natl Assn 144A	01/15/08	5.375%	
MBNA Cr Card Master Tr 01-1 A	10/15/08		1,565
MBNA CI Cald Master II 01-1 A MBNA Master Cr Cd Tr 11 CL A	07/15/07	5.750% VAR RT	6,703 3,851
McDonalds Corp Mtn # Tr 00089	04/30/07	5.375%	521
Meadwestvaco Corp Nt	04/01/12	6.850%	2,572
Merck & Co Inc Debs	03/01/28	6.400%	189
Merck & Co Inc Mtns Tr 00011	05/13/37	5.760%	544
Merck & Co Inc Sr Nt	02/15/13	4.375%	5,456
Meridian Fdg Co LLC Mtn Tr 0002		VAR RT	1,438
Merrill Lynch & Co Inc Nts	02/17/09	6.000%	2,868
Merrill Lynch & Co Mtn Tr 00432	07/15/14	5.450%	2,226
Merrill Lynch & Co Mtn Tr 00440	09/10/09	4.125%	1,252
Merrill Lynch & Co Mtn Tr 00453	01/15/15	5.000%	2,440
Metropolitan Edison Co Sr Nt	03/15/13-04/01/14		3,048
Meyer Fred Inc Del New Nts	03/01/08	7.450%	848
Midamerican Energy Hldgs Co	10/01/12	5.875%	1,226
Midland Bank Plc Nts	03/15/11	6.950%	3,832
Mizuho Finl Grp Cayman 144A	04/15/14	5.790%	6,019
Mobil Corp Nt	08/15/21	8.625%	1,750
Morgan Stanley DW & Co Gl Nt	04/15/06	6.100%	3,323
Morgan Stanley Global Nt	03/01/13	5.300%	4,490
Morgan Stanley Nt	04/01/07-01/15/10	3.875%-5.800%	24,286
Motorola Inc	05/15/25	7.500%	1,392
Motorola Inc Nts	11/15/10	7.625%	1,187
Nabisco Inc Debs	06/15/15	7.550%	1,175

Description	Maturity	Interest	Current
	Dates	Rates	Value
Corporate Debt Instruments: National City Bk Mtn #Sb 00001 National City Bk Mtn #Tr000183 National City Bk Mtn #Tr00216	02/15/11 05/15/08 08/01/09	6.300% 3.300% 4.150%	1,046 6,593 3,594
National Rural Utils Coop	02/15/08	3.875%	1,779
National Rural Utils Coop Fin	03/01/12	7.250%	1,232
Nationwide Bldg Soc Mtn #00011	01/30/07	2.625%	3,288
Network Rail Mtn	03/26/08	2.625%	3,256
New America Inc Gtd Sr Deb	11/30/28	7.625%	2,918
Newell Rubbermaid Inc Nt	05/01/10	4.000%	775
News America Hldgs	02/01/13	9.250%	1,169
News America Inc Bd 144A	12/15/14	5.300%	3,548
News America Inc Gtd Sr Debs	04/08/28	7.125%	1,116
News America Inc Gtd Sr Nt	03/15/33	6.550%	132
Nexen Inc Nt	11/20/13	5.050%	2,574
Niagara Mohawk Pwr Corp Sr Nts	10/01/08	7.750%	837
Nisource Fin Corp	11/23/09	VAR RT	1,822
Nisource Fin Corp Gtd Nt	11/01/06	3.200%	1,184
Nissan Auto Rec 04-B CL A-3	05/15/08	3.350%	8,977
Nissan Auto Rec 2001-C CL A4	02/15/07	4.800%	331
Nissan Auto Rec 03C A3	03/15/07	2.230%	1,940
Noble Energy Inc Nt	04/15/14	5.250%	1,209
Norfolk Southern Corp Bds	05/01/37	7.050%	3,694
Norfolk Southn Corp Sr Nt	02/15/31	7.250%	2,060
Northrup Grumman Corp Deb	03/01/06-02/15/31	4.079%-7.875%	3,979
Northrup Grumman Corp Nt Northwest Airls Passthru 99-2 Norwest Finl Inc Nt	02/15/11 09/01/20 05/03/05 01/15/07-01/15/12	7.125% 7.575% 7.600%	3,380 159 2,032 1,290
Occidental Pete Corp Sr Debs	04/01/28	7.200%	389
Occidental Petroleum Nts	02/15/29	8.450%	538
Ohio Pwr Co Sr Nt Ser E	02/15/33	6.600%	1,315
Oil Ins Ltd Deferrable 144A	08/15/33	VAR RT	721
Oncor Elec Delivery Co Deb		7.000%	3,106
Oncor Elec Delivery Co Sr Secd		6.375%	1,702
Pacific Gas & Electric Co		VAR RT	998
Pacific Gas & Electric Co 1st Mt		6.050%	6,969
Panhandle Eastn Pipe Line	03/15/07	2.750%	1,370
Panhandle Eastn Pipe Line Co	08/15/08	4.800%	1,448
PC Finl Partnership Gtd Sr Nt	11/15/14	5.000%	3,227
Peco Energy 99-A CL A-4	03/01/07	5.800%	1,446
Peco Energy 99-A CL A-6 Peco Energy Co 1st & Ref Mtg Pemex Proj Fdg Master Tr Gtd Penn Mut Life Ins Co 144A Penci Pattling Crp Inc Ctd Sr	03/01/09 05/01/08 11/15/11 06/15/34	6.050% 3.500% STEP 6.650%	3,628 1,260 7,222 1,771 496
Pepsi Bottling Grp Inc Gtd Sr Pepsi Americas Inc Mtn #TR00003 Petro CDA Sr Nt Petrobas Intl Fin Co Sr Nt Petroliam Nasional Bhd Bd 144A	03/01/29 09/12/07 07/15/33 07/06/11 10/18/06-10/15/26	7.000% 3.875% 5.350% 9.750% 7.125%-7.625%	1,742 1,206 1,335 2,698

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments:			
Pfizer Inc Nt	03/01/18	4.650%	933
Philip Morris Cos Inc	02/01/06	6.375%	1,040
Phoenix Life Ins Surplus 144A	12/15/34	7.150%	1,312
Pioneer Nat Res Co Sr Nt	07/15/16	5.875%	1,743
Placer Dome Inc Deb	10/15/35	6.450%	1,819
Procter & Gamble Co Deb	09/01/24	8.000%	2,555
Proctor & Gamble Co Nt	08/15/14	4.950%	3,743
Procter & Gamble ESOP Deb Sr-A	01/01/21	9.360%	3,235
Procter & Gamble Co Sr Nt	08/15/08	4.300%	738
Progress Energy Inc Sr Nt	03/01/06-10/30/31		4,256
Prologis Tr Nt	04/15/08	7.100%	1,951
Protective Life Mtn #Tr 00001	11/24/08	3.700%	2,764
PSEG Pwr LLC Sr Nt	04/15/31	8.625%	672
Public Svc Co Colo 1st Ser 14	10/01/08	4.375%	2,279
Pulte Homes Inc Sr Nt	02/15/13	6.250%	, 496
Rabobank Cap Fdg 144A	10/29/49	VAR RT	1,476
Raytheon Co Bonds	08/15/27	7.200%	1,028
Raytheon Co Nts	08/15/07-01/15/11	4.850%-6.750%	6,708
Reed Elsevier Capital	08/01/06	6.125%	1,597
Reed Elsevier Capital Bonds	08/01/11	6.750%	674
Republic Svcs Inc Nt	08/15/11	6.750%	661
Rio Tinto Fin USA Ltd	09/30/08	2.625%	1,197
Rohm & Haas Co Deb	07/15/29	7.850%	1,450
Royal Bk Scotland Group Plc	11/12/13-04/29/49	VAR RT-5.000%	7,237
Royal Bk Scotland Sub Nts	10/01/14	5.000%	837
Royal KPN NV Nt	10/01/10	8.000%	1,804
Safeway Inc Nt	08/15/12	5.800%	1,463
Salomon Smith Barney Hldgs Nt	02/15/08	6.500%	22,443
Santander Finl Sub Nts	02/15/11	6.375%	665
SBC Communications	09/15/14	5.100%	6,965
SBC Communications Inc Gl Nt	03/15/11-06/15/34		5,076
Scana Corp Mtn Trnahce Tr00014	05/15/11	6.875%	1,131
Science Application Intl Corp	07/01/33	5.500%	1,196
Sempra Energy Nt	05/21/08	VAR RT	2,083
Shurgard Storage Ctrs Inc Nt	02/22/11	7.750%	1,586
Signet Bk Mtn Sub Bk #Sr00001	09/15/06	7.800%	3,795
Simon PPTY Group Inc New Nt	01/30/09	3.750%	688
Simon PPTY Group LP Nt	11/15/07	6.375%	1,407
SLM Corp Mtn #Tr00007	01/15/13	5.375%	4,475
SLM Corp Mtn #Tr 00013	03/17/08	3.625%	1,382
SLM Corp Mtn #Tr 00024	08/01/33	5.625%	2,225
SLM Corp Mtn #Tr00031 Southern Calif Edison Co 03B	10/01/13	5.000%	1,388
	02/15/07	8.000%	1,089
Southern Calif Edison Co Nt	04/01/29	6.650%	2,646
Southwestern Bell Tel Co	07/15/07	6.625%	2,796
Spieker Properties Inc Debs	10/01/27 11/15/28	7.500%	1,028
Sprint Cap Corp	01/15/07	6.875%	2,707
Sprint Cap Corp Gtd Nt Sprint Cap Corp Nt	03/15/12-03/15/32	6.000% 8.375%- 8.750%	4,519 8,830
opi into up oor p nt	55, 15, 12, 05, 15, 52	0.010/0 0.100/0	0,000

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments:			
Sprint Cap Corp Sr Nt	08/17/06	VAR RT	1,044
Standard Chartered Bk 144A	05/30/31	8.000%	1,200
Sumitomo Mitsui Bk Corp Sub Nt	06/15/12	8.000%	924
Sunamerica Inc Debs	07/31/97	5.600%	480
Sunamerica Inc Notes	10/01/07	6.750%	7,527
Suncor Energy Inc Nt	12/01/34	5.950%	1,767
Suntrust Bks Inc Sr Nt	10/15/07-10/15/08		6,760
Sysco Intl Co Gtd Nt	06/01/12	6.100%	1,093
System Energy Resources Inc	10/01/07	4.875%	1,256
Tampa Elec Co Nt	08/15/12	6.375%	505
Target Corp Nt	10/01/08-03/01/12		1,387
Tate & Lyle Intl Fin Plc Nt	11/15/14	5.000%	2,451
TCI Commun Inc	08/01/05-08/01/15		3,588
TCI Communications Inc Debs	02/15/26 08/01/13	7.875%	3,141
Telecommunications Inc Deb	12/18/13	7.875%	1,482
Tele N L Participacoes Telecom Italia Cap Gtd Sr 144A	01/15/10-09/30/34	8.000%	1,349 9,465
Telecom Italia Cap Gtd Sr 144A Telecom Italia Cap Gtd Sr Nt B	11/15/13	4.000%-0.000%	9,405 3,652
Telefonica Europe BV US Nt	09/15/10-09/15/30		5,032 6,109
Telefonos De Mexico S A Sr Nt	11/19/08	4.500%	2,273
Telus Corp	06/01/11	8.000%	1,100
Texaco Cap Inc	03/15/20	9.750%	893
Texaco Cap Inc Deb	09/01/21	8.875%	3,990
Texas Eastn Transmission Corp	07/15/07	5.250%	1,211
TIAA Global Mkts Inc Nt 144A	11/15/07	4.125%	1,917
Time Warner Cos Inc	02/01/24	7.570%	4,646
Time Warner Cos Inc 95	06/15/05	7.750%	2,242
Time Warner Entmt Co LP	07/15/33	8.375%	2,045
Time Warner Entmt Co LP Sr Deb	03/15/23	8.375%	5,976
Time Warner Inc Bnds	05/15/29	6.625%	1,979
Toyota Motor Credit Nts	12/15/08	5.500%	582
Toyota Motor Cr Corp Mtn TR0039	6 08/25/06	VAR RT	6,483
Toyota Motor Cr Corp Nt	12/15/10	4.350%	632
Turner Broadcasting Systems	07/01/13	8.375%	3,293
TXU Energy Co LLC Sr Nt	03/15/13	7.000%	3,606
TXU Energy Co LLC Sr Nt 144A	01/17/06	VAR RT	912
Tyco Intl Group SA Nt	11/01/08-11/15/13		8,176
Tyco Intl Group SA Gtd Nt	02/15/06-01/15/29		5,537
Tyco Intl Group SA Sr Nt	10/15/11	6.375%	9,337
Tyson Foods Inc Bonds	01/15/28	7.000%	1,042
Tyson Foods Inc Nt	10/01/11	8.250%	1,682
US Bk Natl Assn Mtn #TR00192	02/06/09	3.750%	5,441
UFJ Fin Aruba A E C Gtd Nt	07/15/13	6.750%	1,279
Unilever Cap Corp	11/01/05-11/01/10	6.875%-7.125%	3,826
Union Bancal Corp Sub Nt	12/16/13	5.250%	959
Union Pac Corp Nt	01/15/11	6.650%	1,970
Union Pac Corp Sr Nt	01/15/15	4.875%	780
Union Pac Res Group Inc Deb	05/15/28 05/15/05	7.150%	2,809
Union Pac Res Group Inc Nt	03/13/05	6.500%	506

Description	Maturity Dates	Interest Rates	Current Value
Courses Dabt Trotamonto			
Corporate Debt Instruments:	02 (01 (20	6 605%	1 100
Union Pacific Corp Bds United States Cellular Corp Sr	02/01/29 12/15/33	6.625% 6.700%	1,196 2,390
United Technologies Corp Deb	09/15/29	7.500%	
United Technologies Corp Deb	09/15/06-05/15/12		1,265 4,195
United Utils Plc Nt	02/01/19	5.375%	2,597
United Health Group Inc Nt	01/17/07	5.200%	5,581
US Bancorp Mtn #TR 00147	07/15/07	5.100%	1,305
US Bk Natl Assn # TR 00205	03/12/07	2.400%	2,868
US Bk Natl Assn Mtn #SB 00001	08/01/11	6.375%	2,075
USA Ed Inc Mtn # TR 00014	04/10/07	5.625%	261
USA Networks Inc/Usani LLC Nt	11/15/05	6.750%	365
USA Waster Services Inc Sr Nts	07/15/28	7.000%	3,197
Valero Energy Corp Nt	04/15/07-04/15/12	6.125%-6.875%	2,208
Verizon Global Fdg Corp Bd	06/15/12	6.875%	<sup>´</sup> 803
Verizon Global Fdg Corp Global	09/01/12	7.375%	962
Verizon Global Fdg Corp Nt	12/01/05-06/15/32	6.125%-7.750%	7,933
Verizon MD Inc Deb Ser B	06/15/33	5.125%	6,969
Verizon New Eng Inc Deb	09/15/11	6.500%	2,782
Verizon New York Inc Deb Ser A	04/01/12-04/01/32	6.875%-7.375%	2,782
Verizon Wireless Cap LLC Nt	12/15/06	5.375%	683
Viacom Inc Sr Nt	05/01/07-08/15/12	5.625%	764
Virginia Elec & Pwr Co Sr Nt	02/01/07-03/01/13	4.750%-5.375%	4,257
Vodafone Airtouch PLC Nt	02/15/10	7.750%	8,549
Vodafone Group PLC New Nt	01/30/08-12/16/13		3,075
Volkswagen Auto 04-A A-3	07/20/07	2.840%	865
Wachovia Corp 2nd New Nt	02/17/09-02/15/14		10,801
Wachovia Corp New Sub Nt	08/01/14	5.250%	3,880
Wal-Mart Stores Inc Nt	08/10/09-02/15/30		5,026
Wal-Mart Stores Inc Global Nt	02/15/11	4.125%	2,455
Wal-Mart Stores Notes	08/01/06	5.450%	3,103
Washington Mut Bk FA #SB00002	08/15/14	5.650%	4,569
Washington Mut Bk FA Mtn 00003 Washington Mut Inc St Nt	01/15/15 01/15/10	5.125% 4.200%	1,212
Washington Mut Inc St Nt Washington Mut Inc Sub Nt	04/01/14	4.625%	1,532 1,143
Waste Mgmt Inc Del Sr Nt	08/01/10-05/15/32		1,809
Wellpoint Inc Nt 144A	12/15/14-12/15/34		4,695
Wells Fargo & Co Ne Sub Nt	09/10/12	4.000%	1,402
Wells Fargo & Co New Nt	02/15/07-04/01/09		12,826
Wells Fargo & Co New Sub Nt	11/15/14	5.000%	921
Wells Fargo & Co Sub	04/15/08	6.250%	941
Westinghouse Cr Corp Nt	06/14/14	8.875%	2,633
Westvaco Corp Del Deb	02/15/31	7.950%	637
Weyerhaeuser Co Deb	07/15/23-12/15/33	6.875%-7.125%	3,415
Weyerhaeuser Co Nt	08/01/06-12/15/09	5.250%-6.125%	5,320
Weyerhaeuser Co Nts	03/15/12-03/15/32	6.750%-7.375%	2,388
World SVGS Bk FSB # TR 00001	12/15/09	4.125%	2,103
Wyeth Sr Nt	02/01/24-02/01/34	6.450%-6.500%	7,306
XCEL Energy Inc Minn Sr Nt	12/01/10	7.000%	1,385
XL Cap Ltd Sr Nt	09/15/14-11/15/24	5.250%-6.375%	2,151

FIXED INCOME FUND (continued)

Description	Maturity Dates	Interest Rates	Current Value
Corporate Debt Instruments: XTO Energy Inc XTO Energy Inc Sr Nt XTO Energy Inc Sr Nt 144A	04/15/12 04/15/13 01/31/15	7.500% 6.250% 5.000%	805 1,036 3,885
Other Investments: Chile Rep Nt Financement Quebec Illinois St Txbl Italy Rep Nt Malaysia Nt Mexico United Mexican Sts Bd New York N Y Prerefunded Tax Ontario Hydro Ontario Prov CDA Nt Prov of Nova Scotia Prov of Ontario Prov of Quebec Prov of Saskatchewan Quebec Prov CDA Nt Sales Tax Asset Receivable N Y South Africa Rep Nt United Mexican Sts #TR 00006 United Mexican Sts #TR 00013 United Mexican Sts Mtn TR00015 United Mexican Sts Mtn TR00017	01/28/08 10/25/12 06/01/33 12/14/07 07/15/11 12/30/19 11/15/20 01/30/08 12/15/06 02/27/12 07/17/12 01/30/07-01/22/11 03/15/08 05/05/14 10/15/10 04/25/12-06/02/14 01/14/11 04/08/33 09/24/22 01/15/14 09/27/34	7.125% 4.875% 4.060%	1, 109 10, 609 9, 921 3, 495 647 5, 276 8, 363 2, 894 3, 990 2, 357 1, 766 16, 080 2, 788 1, 676 2, 330 1, 874 5, 738 13, 631 7, 751 946 6, 997
Wisconsin St Gen Rev Txb-Ser A Common/Collective Trust:	05/01/13-05/01/26	4.800%-5.700%	1,533
TBC Inc. Pooled Emp Daily	12/31/49	VAR RT	110,221
Interest Bearing Cash: State Street Bk & TR Instl C/D Total Investment Contracts	12/11/06	 \$2	1,574 2,124,373
Description	Principal Amount or Shares/Units		Current Value
**Common/Collective Trusts TBC Inc. Pooled Emp Daily	\$ 22,020		\$ 22,020 ======

\*\*Parties-in-interest

### SIP MANAGED SMALLER STOCK FUND

	Principal Amount or	Current
Description	Shares/Units	Value
U.S. Covernment Securities:		
U.S. Government Securities: Federal Natl Mtg Assn Discount	500	\$ 497
Federal Nati Fity Assir Discount	300	\$ 497
Common Stocks:		
AAR Corp.	14	\$ 191
AMN Healthcare Svcs Inc Com	9	142
ATMI Inc. Com.	13	291
Aaron Rents Inc. Com.	53	1,326
Accredited Home Lenders Hldg Co		322
Accredo Health Inc. Com.	10	264
Actel Corp. Com.	7	113
Activision Inc.	64	1,289
Acxiom Corp. Com.	21	552
Adaptec Inc. Com.	7	54
Adesa Inc. Com.	2	34
Adeza Biomedical Corp. Com	2	27
Advanced Neuromodulation Sys	0.4	075
Inc. Com.	24	975
Advanta Corp. CL A	7	155
Advisory Board Co. Com.	9 7	324
Aeroflex Inc. Aeropostale Inc. Com.	2	84 62
Affiliated Managers Group Inc (		237
Affymetrix Inc. OC Cap. Stk.	11	419
Agere Sys. Inc. CL A	108	419 144
Agilysys Inc.Com.	5	83
Airgas Inc.	64	1,713
Airnet Sys. Inc. Com.	2	1,715
Alamo Group Inc.	1	3
Alamosa Hldgs. Inc. Com.	127	1,572
Alaska Air Group Inc.	1	13
Aldila Inc. Com. New	- 1	
Alleghany Corp. Del.	2	427
Alliance Data Sys. Corp. Com.	11	526
Alliant Energy Corp. Com.	12	334
Allied Defense Group Inc. Com.	2	40
Allied Healthcare Prods. Inc.	1	4
Allied Healthcare Intl. Inc. Co	om. 2	12
Allied Motion Tech. Inc. Com.	2	11
Allied Waste Inds. Inc. New Cor	n. 71	658
Alloy Inc. Com.	23	181
Almost Family Inc. Com.	1	1
Alpharma Inc. CL A Com.	12	197
Allscripts Healthcare Solutions	6	
Inc. Com.	56	589
Altiris Inc. Com.	16	548
Ambassadors Group Inc. Com.	2	61

Amo Description Sha	ncipal ount or res/Units	Current Value
Common Stocks:		
Ambassadors International	2	34
American Biltrite Inc.	1	8
American Cap Strategies Ltd. Com.	4	120
American Dental Partners Inc. Com.	3 3	56
American Eagle Outfitters New	3	140
American Financial Group Inc Ohio Com.	6	173
American Greetings Corp. CL A	15	390
American Healthways Inc.	19	652
American Home Mtg Invt Corp Com	9	297
American Italian Pasta Co. CL A Cor		397
American Locker Group Inc.	1	7
American Natl. Inc. Co.	2	158
American PAC Corp.	3	24
American Retirement Corp. Com.	4	44
American Safety Ins Hldgs Ltd Com	2	36
American Shared Hosp. Svcs.	2	10
American Software Inc.	8	47
Ameron International Corp.	4	161
Amerus Group Co. Com.	1	27
Ameriserve Finl. Inc. Com.	1	1
Amrep Corp.	1	5
Analogic Corp. Com.	3	123
Andersons Inc. Com.	3	77
Angelica Corp. Com.	3	84
Anixter Intl. Inc. Com.	2 13	76
AnnTaylor Stores Corp. Com.	13	270
Aon Corp. Com. Applied Films Corp. Com.	5	2,719 115
Applied Indl. Tech. Inc. Com.	1	4
Arch Chemical Inc. Com.	6	163
Argon St. Inc. Com.	3	107
Ark Restaurants Corp.	1	12
Armor Hldgs. Inc.	10	452
Arrow Electrs. Inc. Com.	19	473
Artisan Components Inc. Cash Merge	r 21	784
Ashland Inc.	20	1,185
Ashworth Inc.	2	21
Ask Jeeves Inc. OC Com.	10	281
Aspen Technology Inc. Com.	14	85
Astec Inds. Inc.	1	24
Atlantic Tele-Network Inc Com New	1	26
Atlantis Plastics Inc. CL A Com.	1	7
Atmos Energy Corp.	2	41
Auburn Natl. Bancorp Com.	1	25
Audible Inc. Com. New Autodesk Inc. Com.	1 1	26 23
AULUUESK INC. CUM.	T	23

Description	Principal Amount or Shares/Units	Current Value
Common Stocks:		
Autoliv Inc. Com.	12	576
Avatar Hldgs. Inc. Com.	2	78
Aviall Inc. New Com.	8	193
Avocent Corp. Com.	18	711
Axcan Pharma Inc. Com.	42	823
Axcelis Technologies Inc. Com.	41	333
Axonyx Inc. Com.	61	375
Aztar Corporation	3	101
BISYS Group Inc. Com.	24	396
BNCCORP Inc.	1	19
Baker Michael Corp.	3	56
Bank of Hawaii Corp.	1	61
Bankunited Fin. Corp. CL A	17	552
Banner Corp. Com.	1	10
Barns Group Inc. Com.	4	99
Barnwell Inds. Inc.	1	36
Barrett Bill Corp. Com.	2	66
Barrier Therapeutics Inc. Com.	3	51
Bassett Furniture Inds. Inc.	4	85
Bausch & Lomb Inc. Com.	26	1,664
Beazer Homes USA Inc.	2	290
Bedford PPTY. Invs. Com.	3	97
Belden CDT Inc. Com.	22	527
Bell Microproducts Inc. Com.	25	240
Berkley W. R. Corp. Com.	1	14
Berkshire Bancorp Inc. Del. Co		46
Berkshire Hills Bancorp. Inc.		8
Beverly Enterprises Inc. Com.		1,100
Bio Logic Sys. Corp.	1	13
Black Box Corp. Del. Com.	3	138
Blair Corp.	3	123
Blount Intl. Inc. New Com.	1	2
Bluegreen Corp.	10	199
Bon Ton Stores Inc. Com.	2	24
Bonso Electrs. Intl. Inc.	1	5
Borders Group Inc. Com.	33	814
Borland Software Corp. Com.	14	164
Boston Acoustics Inc.	1	1
Bowne & Co. Inc. Com.	16	259
Brandywine Rlty Tr Sh Ben Int		485
Brigham Expl. Co. Com.	41	359
Brinks Co. Com.	5	182
Britton & Koontz Cap. Corp. Co		2
Brookfield Homes Corp. Com.	1	27
Brooks Automation Inc. Com.	21	363
Buffalo Wild Wings Inc. Com.	7	250
CBRL Group Inc. Com.	12	513
C Cor Inc.	16	154

	Principal	
	Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
CDI Corp. Com.	8	163
C D W Corp. Com.	23	1,536
CFS Bancorp Inc. Com.	6	84
C H Robinson Worlwide Inc.	21	1,172
CPAC Inc.	3	15
CSS Inds. Inc.	4	126
CT Communications Inc. Com.	New 2	22
CTS Corp.	19	249
CACI Intl. Inc. CL A	1	14
California First Natl Bancor	pCom 3	39
California Pizza Kitchen Inc	. Com. 12	275
California Wtr. Svc. Group C	com. 7	256
Callaway Golf Co. Com.	18	237
Callon Pete Co. Del.	5	73
Cambrex Corp. Com.	6	171
Capital TR Inc. Md. CL A New	. 3	78
Capital Source Inc. Com.	14	353
Caremark RX Inc. Com.	6	228
Carlisle Cos. Inc. Com.	10	665
Carmax Inc. Com.	31	960
Carriage Svcs. Inc. Com.	1	7
Carrizo Oil & Gas Inc. Com.	3	30
Carver Bancorp Inc. Com.	1	24
Cass Information Sys. Inc. C	—	1
Cato Corp. CL A	2	61
Celadon Group Inc.	3	69
Cemex SA Spon. ADR New	36	1,314
Central Fght Lines Inc. New		145
Central Garden & Pet Co. Com		275
Centure Finl. Corp. Com.	1	28
Century Business Inc. Com.	1	1
Ceres Group Inc. Com.	14	71
Cerner Corp.	6	317
Champion Enterprises Inc. Co		2
Charming Shoppes Inc. PA Com		154
Chase Corp. Com.	1	2
	5	180
Checkfree Corp. New Com. Checkpoint Sys Inc. Com.	11	190
Chesapeake Corp. VA Com.		
	4 23	122 373
Chesapeake Energy Corp. Com.		
Chesapeake Utils. Corp.	1	3
Chicago Rivet & Mach. Co.	1	16
Choice Hotels Intl. Inc. Com		35
Chiquita Brands Intl. Inc. C		324
Chittenden Corp.	8	227
Choicepoint Inc. Com.	25	1,139
Christopher & Banks Corp. Co	om. 9	171

	Principal Amount or Shares/Units	Current Value
Common Stocks:		
Chromcraft Revington Inc.	1	1
Ciber Inc. Com.	24	236
Cintas Corp.	21	940
Circor Intl. Inc. Com.	5	121
Claires Stores Inc. Com.	5	97
Coachmen Inds. Inc.	7	122
Coast Distr. Sys. Com.	1	4
Cobra Electrs. Corp.	2	19
Cognos Inc. Com.	14	643
Cognizant Tech. Solutions CL A	47	1,995
Coherent Inc. Com.	11	341
Coinstar Inc. Com.	29	771
Colonial Bancgroup Inc. Com.	40	863
Comcast Corp. New CL A	14	463
Comcast Corp. New CL A SPL	76 10	2,487 584
Commerce Group Inc. MASS Commercial Fed. Corp. Com.	2	584
	2	59
Commercial Net Lease Rlty. Inc. Com.	1	10
Commscope Inc. Com.	7	129
Compex Technologies Inc. Com.	3	13
Computer Task Group Inc. Com.	15	83
Comstock Res. Inc. New	10	212
Conceptus Inc. Com.	11	90
Conmed Corp. Com.	10	297
Connetics Corp. Com.	71	1,734
Consol. Energy Inc. Com.	4	174
Consolidated Graphics Inc.	1	33
Continental Matls. Corp. Com.	1	11
Coors Adolph Co. CL B	4	334
Copart Inc.	60	1,579
Corinthian Colleges Inc. Com.	8	156
Corn Prods. Intl. Inc. Com.	5	278
Cornell Companies Inc.	5	82
Corporate Executive Bd. Co. Com	. 25	1,695
Corus Bankshares Inc.	14	664
Cost Plus Inc. Calif.	11	353
Cost-U-Less Inc. Com.	1	10
Costar Group Inc. Com.	12	543
Covance Inc. Com.	12	447
Covenant Trans. Inc. CL A	7	150
Cowlitz Bancorp Longview Wash.		
CDT-Com.	3	33
Crane Co.	23	665
Cray Inc. Com.	12	56
Credence Sys. Corp.	33	301
Cree Inc. Com.	1	20
Creo Inc.	18	273
Crompton Corp. Com.	22	257
Cross A T Co. CL A	2	10

	Principal Amount or	Current
Description	Shares/Units	Value
Common Stocker		
Common Stocks: Crown Castle Intl. Corp. Com.	22	355
Crown Holdings Inc. Com. 144 A		1,086
Crt PPTYS Inc. Com.	10	240
Ctrip Com Intl Ltd American De	p 3	136
Cubist Pharmaceuticals Inc.	12	148
Culp Inc.	1	1
Cummins Inc. Com.	3	243
Cumulus Media Inc. CL A	59	889
Curtiss Wright Corp.	1	23
Cutter & Buck Inc. Com.	1	7
Cymer Inc. Com.	7	214
Cypress Biosciences Inc.	13	175
Cypress Semiconductor Corp.	83	967
D & E Communications Inc.	1	2
DJ Orthopedics Inc. Com. Dade Behring Hldgs. Inc. Com.	17 11	371 639
Datascope Corp.	5	209
Dave & Busters Inc.	5	95
Dawson Geophysical Co. Com.	2	48
Deckers Outdoor Corp. Com.	2	69
Decoma Intl. Int. CL A Sub VTG	i 1	1
Delphi Finl. Group Inc. CL A C	com. 11	487
Delta Apparel Inc. Com.	1	12
Department 56 Inc. Com.	5	90
Devry Inc. Del. Com.	33	576
Diedrich Coffee Inc. Com. New	1	1
Digi Intl. Inc.	4	60
Diodes Inc.	4	99
Directty Group Inc. Com.	181 m 8	3,037
Discovery Partners Intl Inc Co Disney Walt Co. Com.	108	38 3,011
Dixie Group Inc. CL A	2	30
Dominion Resources Black Warri		
TR VA Unit Ben. Int.	1	18
Doral Financial Corp.	2	98
Dress Barn Inc. Com.	1	9
Dril-Quip Inc. Com.	3	65
Ducommun Inc. Del. Com.	1	4
Duquesne Lt. Hldgs. Inc. Com.	22	412
Duratek Inc. Com.	4	92
EGL Inc. Com.	15	448
EMAK Worldwide Inc. Com.	2	24
EMS Technologies Inc. Com.	2 14	28
E Piphany Inc. Com. ESB Finl. Corp. Com.	2	68 25
E-Z-EM Inc. Com. New	4	62
Eagle Matls. Inc. Com.	1	46
Eagle Mtls. Inc. CL B	1	95
<b>v</b>		

Description	Principal Amount or Shares/Units	Current Value
Common Stocks:		
Earthlink Inc. Com.	50	589
Eastern Co.	1	12
Eastman Chem. Co. Com.	6	369
Ebay Inc. Com.	8	979
Edgewater Technology Inc. Com.	4	20
Edwards Life Sciences Corp. Com		937
Edwards A G Inc. Com.	22	941
Efunds Corp. Com.	10	242
Electro Rent Corp.	9	133
Electro Scientific Inds. Inc.	16 27	311
Elkcorp Com.	1	933 14
Elmira Svgs. Bk. FSB Elmira NY Emcor Group Inc. Com.	4	14
Encysive Pharmaceuticals Inc. C	•	158
Energy Partners Ltd. OC Com.	9	178
Enesco Group Inc. Com.	2	18
Enpro Inds. Inc. Com.	- 1	
Entercom Communications Corp.	38	1,360
Entertainment PPTYS Tr Com SH		
Ben Int	1	49
E Plus Inc. Com.	4	42
Espey Mfg. & Electrs Corp.	1	16
Esterline Technologies Corp.	15	493
Ethan Allen Interiors Inc. Com.		205
Euronet Worldwide Inc. Com.	28	746
Evans & Sutherland Computer	11	77
Exar Corp. Com.	23	318
Excel Technology Inc.	5 1. 23	140
Expeditors Intl. Wash. Inc. Com Exponent Inc. Com.	5	1,297 123
Express Scripts Inc. Com. Stk	18	1,356
Ezcorp Inc. CL A Non Vtg	1	21
FBL Fin'l Group Inc. CL A	5	145
FEI Company	15	318
FFW Corp.	1	20
FMC Technologies Inc. Com.	9	300
FMC Corp. New Com.	27	1,311
FPIC Ins. Group Inc. Com.	4	154
FSI Int'l. Inc.	30	134
FTI Consulting Inc. Com.	7	138
Fair Isaac Inc. Com.	13	459
Famous Daves Amer. Inc. Com.	5	62
Fastenal Co.	29	1,810
Federal Screw Wks. Com.	1	3
Federal Signal Corp.	39	697 2 265
Fedex Corp. Com. Ferro Corp. Com.	33 13	3,265 293
F5 Network Inc. Com.	8	293 391
Filenet Corp.	1	23
rittenet oorp.	±	23

	Principal Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
First American Corp. Com.	1	21
First Citizens Bancshares		
Inc. N C CL A	3	505
First Franklin Corp.	1	24
First Horizon Pharmaceutical	Corp. 7 7	170
First Marblehead Corp. Com. First Health Group Corp. Com	-	392 751
First Niagara Finl Group Inc		751
Com. New	16	231
Firstservice Corp. Sub Vtg S	GH 112	1,827
Fleetwood Enterprises Inc. C	Com. 18	239
Florida Rock Inds. Inc.	3	160
Flowers Food Inc. Com.	3	95
Flowserve Corp. Com.	41	1,123
Flushing Finl. Corp. Com.	7 1	150 4
Foodarama Supermarkets Inc. Foot Locker Inc. Com.	84	2,265
Forest Oil Corp. Com.	10	318
Foster L. B. Co. CL A	5	44
Foxhollow Technologies Inc.	Com. 16	377
Frequency Electrs. Inc.	1	4
Friedman Billings Ramsey Gro	pup	
Inc. New CL A	55	1,076
Frischs Restaurants Inc.	1	14
Frontier Oil Corp. Com.	1	13
Fuller H B Co. Com. Fulton Finl. Corp. PA	7 7	201 173
Furniture Brands Intl. Inc.		988
G III Apparel Group Ltd.	1	8
GTSI Corp. Com.	- 3	34
GameStop Corp. Com. CL B	4	90
Gardner Denver Inc. Com.	4	146
Gartner Inc.	76	967
Gehl Co.	4	102
Gen. Probe Inc. New Com.	23	1,029
Genencore Intl. Inc. Com.	1	3
General Maritime Co. Com. St General Motors Corp. Com.	k 14 53	539 2,129
Genesis Health Care Corp. Co		389
Genitope Corp. Com.	16	272
Gentex Corp. Com.	25	932
Genlyte Group Inc. Com.	6	532
Gentiva Health Svcs. Inc.	4	73
Georgia Gulf Corp. Com.	7	333
Gerber Scientific Inc. Com.	16	128
Gibraltar Inds. Inc. Com.	1	25
Given Imaging Ord. Shs Gottschalks Inc.	8 1	301 1
Graftech International Ltd.		176
STATUSON INCOMMENDIAL LUG		110

Descuinties	Principal Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
Granite Constr. Inc. Com.	13	356
Grant Prideco Inc. Com.	44	886
Green Mountain Power Corp.	2	69
Greenbrier Cos. Inc. Com.	1	13
Griffon Corp. Com.	30	823
HCC Ins. Hldgs. Inc. Com.	21	691
HF Finl. Corp.	1	2
HMN Finl. Inc.	1	3
HRPT Pptys. Tr. Com. SBI	65	836
Haggar Corp. Com.	3	62
Hallwood Group Inc. Com. New	1	64
Hampshire Group Ltd.	1	13
Handleman Co. Del.	9	205
Hanover Cap. Mtg. Hldgs. Inc.	Com. 1	9
Hardinge Inc.	4	49
Harland John H. Co. Com.	1	4
Harman Intl. Inds. Inc. New Co		755
Harmonic Inc. Com.	54	451
Harris Corp. Del. Com.	24	1,479
Harsco Corp.	1	45
Hartmarx Corp.	2	12
Hastings Entmt. Inc. Com.	1	2
Hawk Corp. CL A Com.	3	23
Healthcare Svcs. Group Inc.	1	9
Hector Communications Corp.	2	35
Heico Corp. New	1	2
Heico Corp. New CL A	5	93
Heidrick & Struggles Intl Inc		220
Hercules Inc. Com.	58	866
Hewitt Assocs. Inc. Com.	33	1,063
Horace Mann Educators Corp New	v Com 3 3	60
Horizon Health Corp. Com.	3	84 41
Hub Group Inc. CL A	16	509
Hughes Supply Inc. Com. Hugoton Royalty Trust	3	88
Humana Inc. Com.	58	1,730
Hummingbird Ltd. Com.	7	186
Huttig Bldg. Prods. Inc. Com.	7	66
ICU Med. Inc.	4	113
IDX Sys. Corp. Com.	1	35
ITT EDL Svcs. Inc. Com.	18	829
Idexx Labs Inc. Com.	14	761
Ikon Office Solutions Inc. Cor		79
Inamed Corp.	6	379
Independence Cmnty. Bk. Corp.		1,262
Independence Hldg. Co. New Cor		83
Industrial Distr. Group Inc. (		31
Infocus Corp. Com.	14	121

Am Description Sha	ncipal nount or nres/Units	Current Value
Common Stocks: Infospace Inc. New Com. Ingram Micro Inc. CL A Com. Insight Enterprises Inc. Com. Insituform Technologies Inc. CL A Inphonic Inc. Com. Inspire Pharmaceuticals Inc. Com. Insurance Auto Auctions Inc. Integra Lifesciences Hldg. Corp. Integrated Device Tech. Inc. International Alum Corp. International Stl. Group Inc. Com. Internet Sec. Sys. Inc. Com. Interstate Hotels & Resorts Inc Co Intrawest Corp. Com. New Intervest Banshares Corp. CL A Interoil Corp. Com. Interstore Inc. Com. Interstore Financial Svcs. CP Ipsco Inc. Iron Mtn. Inc. PA Com. Irwin Finl. Corp. Isramco Inc. Com. New IXYS Corp. Del. Com. J & J Snack Foods Corp. J Alexander Corp. Com. Jabil Circuit Inc. Com. Jabil Circuit Inc. Com. Jaks Pac Inc. Jo Ann Stores Inc. Com. K Tron Intl. Inc. New Com. K Tron Intl. Inc. Com. K The Com. K Tron Intl. Inc. Com. K Tron Intl. Inc. Com. K Tron Intl. Inc. Com. K Tron Intl. Inc. Com. K The Com. K The Com. K The Com. K Home Com.	41 7 13 13 8 44 3 35 30 2 1 7 10	$\begin{array}{c} 1,966\\ 149\\ 263\\ 300\\ 215\\ 748\\ 71\\ 1,310\\ 347\\ 61\\ 40\\ 159\\ 213\\ 12\\ 168\\ 35\\ 833\\ 110\\ 13\\ 266\\ 562\\ 1,525\\ 38\\ 1,343\\ 219\\ 2\\ 38\\ 1,343\\ 219\\ 2\\ 38\\ 1,343\\ 219\\ 2\\ 301\\ 58\\ 3\\ 3\\ 51\\ 1,028\\ 322\\ 43\\ 993\\ 94\\ 195\\ 5\\ 896\\ 107\\ 210\\ 31\\ \end{array}$
KB Home Com. Keithley Instrs. Inc. Com. Kelly Svcs. Inc. CL A Kemet Corp. Com. Kendle Intl. Inc. Kennametal Inc. Com. Kensey Nash Corp. Keryx Biopharmaceuticals Inc. Com.	10 8 65 4 35 20	31 201 256 567 40 1,756 688 171

	Principal Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
Kewaunee Scientific Corp.	1	6
Key Energy Services Inc. Com.	76	891
Key Technology Inc.	2	21
Kforce Inc. Com.	48	544
Kimball Intl. Inc. CL B	15	228
Kindred Healthcare Inc. Com.	12	354
Kinetic Concepts Inc. Com. New	10	762
Knoll Inc. Com. New	7	120
Knight Ridder Inc.	33	2,214
Knight Trading Group Inc. Com.	96	1,053
Knight Transn. Inc. Com.	44	1,106
Koninklijke Philips Electrs NV	117	3,095
Korn Ferry Intl. Com. New	5	98
Kulicke & Soffa Inds. Inc.	28	242
Kyphon Inc. Com.	38	978
LKQ Corp. Com.	1	4
LSB Inds. Inc.	1	2
LTC PPTYS Inc. Com.	6	121
LTX Corp.	37	280
La Quinta PPTYS Inc. Paired CTF		115
Labor Ready Inc. Ladish Inc. Com. New	54 7	913 82
Ladish inc. com. New Lamson & Sessions Co.	2	20
Landry's Restaurants Inc.	19	550
Lattice Semiconductor Corp. Con		326
Laureate Ed. Inc. Com.	59	2,650
Layne Christensen Company	1	20
Learning Tree Int'l. Inc.	22	299
Lecroy Corp. Com.	15	336
Lennox Int'l. Inc. Com.	36	736
Lesco Inc. Ohio	1	5
Lifecore Biomedical Inc.	1	3
Lone Star Steakhouse Saloon	7	198
Long Is. Finl. Corp. Com.	1	23
Longs Drug Stores Corp. Com.	13	347
Louisiana Pac. Corp. Com.	25	666
Lowrance Electrs. Inc.	2	56
Lubrizol Corp.	7	275
Lufkin Inds. Inc. Com.	5	187
Lumenis Ltd. Shs.	1	1
Lydall Inc.	7	86
Lyon Williams Homes Com.	2	119
MAF Bancorp Inc.	12	533
M D C Hldgs. Inc.	9 1	788 5
MDU Resources Group Inc. MGI Pharma Inc.	16	5 446
MGI Pharma Inc. MGP Ingredienta Inc. Com.	10	446 55
MGP Ingredienta Inc. com. MKS Instrs. Inc.	47	869
		009

	Principal Amount or Shares/Units	Current
Description		Value
Common Stocks:		
MPS Group Inc.	74	910
MSC Indl. Direct Inc. CL A	33	1,202
MTS Sys. Corp.	1	27
Mac Gray Corp. Com.	2	17
Macdermid Inc.	11	390
Macrovision Corp. Com.	17	431
Macromedia Inc. Com.	8	261
Magma Design Automation Inc. Co		250
Magnetek Inc. Com.	17	115
Maguire PPTYS. Inc. Com.	5	125
Mair Hldgs. Inc. Com.	3	25
Manatron Inc.	2	13
Mapics Inc. Com.	9	98
Manugistics Group Inc.	64	180
Marchex Inc. CL B	1	2
Marcus Corp.	1	8
Martek Biosciences Corp.	13	675
Marten Trans. LTD Com.	6	135
Martin Marietta Matls. Inc. Com		1,472
Marvel Enterprises Inc. Com.	14	282
Marvell Technology Group Ltd. S		1,063
Massbank Corp Reading Mass Com	2	62
Material Sciences Corp.	6	103
Maxcor Finl. Group Inc.	2	14
Maxim Integrated Prods. Inc. Co		404
Max Re Capital Ltd. Hamilton Sh		299
Maxtor Corp. Com. New	38	201
Maxwell Technologies Inc.	5	47
Maverick Tube Corp. Com.	17	519
Maximus Inc. Com.	3	107
Maytag Corp. Com.	21	445
Mcafee Inc.	7	204
MCG Capital Corp. Com.	2	31
Mcrae Inds. Inc. CL A	1	1
Medcath Corp. Com.	3	64
Media Gen. Inc. CL A	9	582
Medicines Co. Com.	18	509
Mercury Interactive Corp.	9	402
Merix Corp.	32	376
Merrimac Industries Inc.	1	12
Mesa Labs Inc. Metal Mgmt. Inc. Com. New	3	34
	10	262
Methanex Corp.	20 77	359
Metris Cos. Inc. Microchip Technology Inc. Com.	44	992 1 145
	2	1,145
Microsemi Corp. Midland Co.	2 3	39 103
mitutanu CO.	3	103

	Principal Amount or	Current
	Shares/Units	Value
Common Stocks:		
Midwestone Finl. Grp. Inc. Com.	1	8
Herman Miller Inc. Com.	9	240
Mindspeed Tech. Inc. Com.	52	146
Mine Safety Appliances Co.	13	669
Minerals Technologies Inc Com	13	874
Misonix Inc. Com.	1	4
Mission West PPTYS. Inc. Md. Co		13
Moldflow Corp. Com.	1	16
Monaco Coach Corp. Com.	8	160
Moneygram Intl. Inc. Com.	18	378
Monro Muffler Brake Inc.	5	120
Monster Worldwide Inc. Com.	12	407
Movado Group Inc. Com.	10	194
Mueller Inds. Inc. Com.	27	872
Mykrolis Corp. Com.	47	652
NBTY Inc.	47	1,114
NCO Group Inc.	17	427
NII Hldgs. Inc. CL B New	28	1,316
NS Group Inc.	7	184
NN Inc. Com.	11	138
NTN Communications Inc.	22	68
NWH Inc. Com.	1	17
NYMAGIC Inc.	5	138
NATCO Group Inc. CL A	2	20
Nathans Famous Inc. New	1	1
National Beverage Corp. Com.	3	23
National Dentex Corp. Com.	1	34
National Finl. Partners Corp. C		610
National Health Rlty. Inc. Com	3	54
National Home Health Care Corp	4 1	46
National-Oilwell Inc.	1	14
National Tech Sys. Inc. Calif. National Westn. Life Ins. Co.	1	1 182
Natures Sunshine Prods. Inc.	1	182
	9	148
Navarre Corp. Navigant Consulting Inc. Com.	9 1	27
Navigant Int'l. Inc. Com.	6	72
Navigant int i. inc. com. Navieq Corp. Com.	5	209
Navley Corp. Com. Nekter Therapeutics Com.	14	286
Nelson Thomas Inc.	4	96
Netflix Com. Inc. Com.	10	122
Netiq Corp. Com.	12	145
Netmanage Inc. Com.	3	21
NewAlliance Bancshares Inc. Com		61
New Castle Invt. Corp. New Com.	. 4	92
New Century Finl. Corp. MD Com.	12	745
Newpark Res. Inc.	6	31
Newport Corp. Com.	19	260
		200

	Principal	
	Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
Nextel Partners CL A	5	103
Nitromed Inc. Com.	20	525
Noland Co.	1	18
Nordic Amer. Tanker Shipping	4	147
Nordson Corp.	4	166
North Cent Bancshares Inc.	1	15
Northeast Ind. Bancorp Inc. Co	—	6
Northeast PA Finl. Corp. Com.	1	5
Northeast Utils. Com.	28	517
Northway Finl. Inc. Com.	1	3
Northwest Pipe Co. Com.	2	58
Novatel Wireless Inc. Com. New	32	624
Nu Skin Enterprises Inc. CL A	Com. 7	172
Nucor Corp.	1	21
O I Corp. Com.	2	22
OYO Geospace Com.	2	34
Oakley Inc. Com.	14	175
Oceaneering Intl. Inc. Com.	1	52
Ocular Sciences Inc. Com.	9	451
Ocwen Finl. Corp.	7	63
Ohio Cas. Corp.	1	14
Oil Sts. Intl. Inc. Com.	8	150
Olin Corp. Com.	4	81
Olympic Stl. Inc.	4	99
Omega Protein Corp. Com.	1	3
Omnova Solutions Inc. Com.	81	461
One Liberty PPTYS Inc.	1	29
1-800 Flowers Com. Inc. CL A C		170
Oneok Inc. New Com.	1	20
Onyx Pharmaceuticals Inc.	11	341
Opinion Resh Corp.	4 31	26 259
Opnet Technologies Inc. Com. Opsware Inc. Com.	4	259
Optimal Group Inc.	47	557
Option Care Inc.	1	7
Orbital Sciences Corp. Com.	15	184
Oregon Stl. Mls. Inc. Com.	7	141
O'Reilly Automotive Inc.	22	1,004
Oshkosh Truck Corp. CL B	3	185
Outlook Group Corp.	3	23
Overseas Shipholding Grp. Inc.	13	693
P & F Inds. Inc. CL A New	2	31
PFF Bancorp Inc. Com.	3	122
PLX Technology Inc. Com.	15	159
PMC Sierra Inc.	25	283
PNM Res. Inc. Com.	11	290
PRG Schultz Intl. Inc. Com.	33	170
PSB Bancorp Inc. Com.	1	11

	incipal mount or	Current
Description Sha	ares/Units	Value
Common Stocker		
Common Stocks: Pacific Mercantile Bancorp Com.	1	10
Pacific Sunwear Calif. Inc. Com.	6	10 129
Pacificare Health Sys. Inc. Del.	20	1,127
Packaging Corp. Amer. Com.	9	210
Par Technology Corp.	3	30
Parametric Technology Corp. Com.	130	766
Parexel Intl. Corp.	12	239
Parkway PPTYS Inv.	1	5
Parlux Fragrances Inc.	2	54
Patina Oil & Gas Corp.	26	977
Paxar Corp.	23	505
Payless Shoesource Inc. Com.	13	162
Peak Intl. Ltd.	4	17
Pediatric Svcs. Of Amer. Inc. Com	. 1	2
Peets Coffee & Tea Inc. Com.	14	362
Pegasus Solutions Inc. Com.	14	167
Pemstar Inc. Com.	9	16
Penn. Engr. & Mgr. Corp. Non-Vtg	4	78
Penn VA Corp.	4	169
Pentair Inc. Com.	36	1,595
Peoples Banctrust Inc. Com.	2	33
Pepsiamericas Inc. Com.	13	269
Perceptron Inc. Com.	1	7
Perkinelmer Inc. Com.	2	36
Perot Sys. Corp. CDT CL A	28	452
Petsmart Inc.	21	740
Pharmaceutical Prod. Dev. Inc.	2	90
Pharmion Corp. Com.	5	225
Phillips Van Heusen Corp. Com.	8	226
Phoenix Technology Ltd. Com.	36	296
Pinnacle Sys. Inc. Com.	28	171
Pinnacle West Cap. Corp. Com.	12	514
Planar Sys. Inc.	12	135
Plantronics Inc.	19	799
Platinum Underwriters Hldgs Ltd SI		1,011
Plato Learning Inc. Com.	1	6
Pocahontas Bancorp Inc. Com.	1	2
Polo Ralph Lauren Corp. CL A	17	698
Polycom Inc. Pomeroy IT Solutions Inc.	18	412
Powell Inds. Inc. Com.	5 5	68 92
Power Integrations Inc.	8	92 152
Powerwave Technologies Inc. Com.	11	98
Premcor Inc. Com.	2	83
Presidential Rlty. Corp. CL B New	1	5
Pride Int'l. Inc. Com.	19	385
Printronix Inc. Com.	4	68
Priority Healthcare Corp. B	6	124
Procentury Corp. Com.	12	143
		140

	Principal Amount or Shares/Units	Current Value
·		
Common Stocks:		
Proquest Co. Com.	12	360
Provident Finl. Hldgs. Inc. Com		107
Provident Finl. Svcs. Inc. Com.	12	224
Pulitzer Inc. Com. Q E P Inc. Com.	3 1	213 19
Quaker Chem. Corp. Com.	3	19 67
Quanta Svcs. Inc. Com.	3	25
Quest Software Inc. Com.	20	325
Questar Corp.	2	92
Quicksilver Res. Inc. Com.	20	735
R & B Inc.	6	155
R & G Financial	8	303
RCM Technologies Inc. Com. New	1	1
RGC Res. Inc. Com.	1	36
RLI Corp.	5	209
RPM International Inc.	1	8
RSA Sec. Inc. Com.	4	86
RTI Intl. Metals Inc. Com.	11	232
RTW Inc. Com. New	1	2
Radio One Inc. CL A	9	140
Radio One Inc. CL D Non-Vtg	25	411
Ralcorp Hldgs. Inc. New Com.	13	523
Range Res. Corp. Com.	15	299
Raymond James Finl. Inc. Com.	1	28
Rayovac Corp. Com.	23	692
Reckson Assoc. Realty Corp. Com		891
Red Hat Inc. Com.	19	252
Regal Beloit Corp.	12	349
Regis Corp. Minn.	17	791
Rehabcare Group Inc. Com.	4	104
Remec Inc. Com.	46	329
Rent Way Inc. Com.	1	6
Republic Bancorp In. Cky. CDT C		13
Resmed Inc.	23	1,166
Resource Amer. Inc. New	9 7	300
Resources Connection Inc. Com. Respironics Inc. Com.	7 1	382 27
Retail Ventures Inc. Com.	13	89
Reynolds & Reynolds Co. CL A	45	1,187
Richardson Electrs. Ltd.	45	1,107
Robbins & Myers Inc. Com.	4	94
Robert Half Intl. Inc. Com.	7	195
Rock of Ages Corp. Del. CL A	2	15
Rowan Cos. Inc. Com.	11	293
Royal Group Technologies Ltd.	6	64
Ruddick Corp. Com.	15	318
Rush Enterprises Inc. CL A	1	2
Rush Enterprises Inc. CL B	3	58
	-	

Description	Principal Amount or Shares/Units	Current Value
Common Stocks:	<b>F</b> 4	1 050
Russell Corp. Ryans Restaurant Group Inc. Co	54 m. 40	1,056
Ryder Sys Inc. Com.	26	616 1,251
Ryerson Tull Inc. Com.	6	95
SBA Communications Corp. Com.	99	908
SBS Technologies Inc.	8	116
SEI Investment Co. Com.	8	345
SJW Corp.	2	63
SL Green Realty Corp.	8	488
SL Inds. Inc.	1	4
S1 Corp. Com.	1	3
SWS Group Inc. Com.	1	4
Safenet Inc. Com.	2	56
ST. Mary Ld. & Expl. Co.	3	110
Saks Inc. Com.	15	215
Salesforce Com. Inc. Com.	14	233
Scansource Inc. Com.	1	32
Schnitzer Stl. Inds. Inc. CL A	4	148
Scholastic Corp. Com.	7	271
School Specialty Inc. Com.	20	763
Schulman A Inc. Com.	9	199
Sea Containers Ltd. CL A	1	8
Seaboard Corp. Del.	1	206
Seachange Intl. Inc.	4	65
Security Natl Finl Corp CL A N		2
Select Comfort Corp. OC-Cap St		238
Selective Ins. Group Inc. Com.	1	18
Semtech Corp.	8	175
Sequa Corp. CL A	1	6
Serologicals Corp. Com.	3	67
Sharper Image Corp.	7	131
Ship Finance Intl. Ltd. Shs	3	60
Shopko Stores Inc. Com.	6	118
Signature Bk. New York NY Com. Silicon Laboratories Inc. OC C	7 0m 10	237
Sirva Inc. Com.	om. 10 5	355
Sirva Inc. com. Six Flags Inc. Com.	5 42	90 222
Smith A. O. Corp.	6	172
Smith Intl. Inc. Com.	19	1,049
Smith Intl. Inc. Com. New	1	10
Sola Intl. Inc. Com.	5	124
Sonesta Intl. Hotel Corp.	1	1
Sothebys Hldgs. Inc. CL A Ltd.	8	141
Sonus Networks Inc. Com.	56	311
Source Interlink Companies		011
Delaware Com.	3	36
Sourcecorp Com.	1	21
South Finl. Group Inc. Com.	5	146
s see here a see	-	

	Principal Amount or Shares/Units	Current Value
Common Stocks:		0.10
South Jersey Ind.	6	312
Southern Mo. Bancorp Inc. Com.	1	26
Southern Peru Copper Corp.	7	324
Span Amer. Med. Sys. Inc.	2 1	31 6
Sparton Mtrs. Inc.	3	38
Sport Chalet Inc. Sports Auth. Inc. New Com.	9	222
Stage Stores Inc. Com. New	8	317
Stancorp Finl. Group Inc. Com.	4	297
Standard Mtr. Prods. Inc.	2	37
Standex Intl. Corp. Com.	6	167
Station Casinos Inc.	15	843
Steak N Shake Co. Com.	3	56
Steel Dynamics Inc. Com.	14	521
Steel Technologies Inc.	1	8
Steelcase Inc. CL A	19	266
Steiner Leisure Ltd.	6	189
Stein Mart Inc. Com.	1	9
Stepan Chem. Co. Com.	1	27
Steris Corp. Com.	16	378
Sterling Constr. Inc. Com.	1	1
Sterling Finl. Corp/Spokane	5	209
Stewart Enterprises Inc. CL A	15	102
Stifel Finl. Corp.	1	25
Stoneridge Inc. Com.	3	46
Storage Technology Corp. Com.	19	601
Stratex Networks Inc. Com.	38	83
Strayer Ed. Inc.	10	1,051
Stride Rite Corp. Com.	2	23
Sungard Data Sys. Inc. Com.	37	1,043
Superior Uniform Group Inc. Com		46
Supervalu Inc. Com.	1 1	48
Supreme Inds. Inc. CL A	—	4 54
Sykes Enterprises Inc. Com. Symmetricom Inc.	8 5	54 45
Symmetricom inc. Syms Corp.	1	45
Synalloy Corp.	1	3
Sypris Solutions Inc. Com.	3	46
Systemax Inc. Com.	1	7
TESSCO Technologies Inc. Com.	1	7
TRC Cos. Inc.	3	48
TRW Automotive Hldgs. Corp. Com		189
TTM Technologies Inc. Com.	5	54
Talbots Inc.	9	242
Tandy Brands Accessories Inc.	2	32
Tarragon Corp.	1	4
Team Finl. Inc. Com.	1	1
Techteam Global Inc. Com.	1	4

	Principal Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
Technical Olympic USA Inc. Com.	1	37
Technology Solutions Co.	29	33
Tecumseh Prods. Co. CL B Com.	6	248
Teekay Shipping Corp. Com.	23	968
Teledyne Technologies Inc. Com.	34	991
Teleflex Inc. Com.	20	1,029
Telephone & Data Sys. Inc. Com.	41	3,149
Teletech Hldgs. Inc.	14	135
Telik Inc. Com.	58	1,102
Terra Inds. Inc.	27	237
Tesoro Pete Corp.	3	85
Tetra Technologies Inc. Del. Co		270
Tetra Tech. Inc. New	52	867
Tesma Intl. Inc. CL A Sub Vtg S		7
The9 Ltd. Adr.	3	60
Thomas Inds. Inc.	2	72
Tibco Software Inc. Com.	35	452
Tidewater Inc. Com.	12	444
Timberland Co. CL A	8	514
Timco Aviation Svcs. Inc.	1	0
Timken Co.	18	460
Todco CL A	5	85
Tommy Hilfiger Corp. Com.	38	437
Too Inc. Com.	8 9	192
Toro Co. Tovo D. Ho. Too. Com		728 321
Toys R Us Inc. Com.	16 6	221
Tractor Supply Co. Trans World Entmt. Corp.	6	77
•	7	254
Triad Hosps. Inc. Com. Trimble Nav. Ltd.	11	375
Triquint Semiconductor Inc. Com		94
Trizec Properties Inc. Com.	38	94 707
Tufco Technologies Inc.	1	9
Tyler Technologies Inc.	3	28
UICI	1	24
UIL Hldg. Corp. Com	1	67
UMB Finl. Corp.	12	698
URS Corp. New	2	60
U S I Hldgs. Corp. Com.	24	275
US Concrete Inc. Com.	3	26
US Xpress Enterprises Inc. CL A		124
Ubiquitel Inc. Com.	96	676
Ulticom Inc. Com.	1	8
Ultimate Software Group Inc. Co		512
Ultra Pete Corp.	19	925
Ultratech Inc. Com.	12	224
United Cmnty Finl. Corp. OH Com		7
United Cap. Corp.	3	78

Principal		
	Amount or	Current
Description	Shares/Units	Value
O manage of the share		
Common Stocks:	7	245
United Fire & Casualty	7	245
United Guardian Inc.	1 7	6 321
United States Cellular Corp. United Stationers Inc. Com.	20	927
		921
Universal Compression Hldgs Inc Com.	1	31
Universal Electrs. Inc.	1	12
Universal Fst. Prods. Inc.	8	333
Urban Outfitters Inc. Com.	15	673
Vail Resorts Inc. Com.	8	176
Valeant Pharmaceuticals Intl. C		750
Valley Natl. Gas Inc. PA Com.	2	29
Valueclick Inc. Com.	28	374
Valuevision Media Inc. CL A	13	185
Varco International Inc. Com.	1	38
Varian Inc. Com.	6	257
	8	257
Varian Semiconductor Equipment Assocs. Inc.	18	665
Veeco Instrs. Inc. Del. Com.	35	719
Ventana Med. Sys. Inc. Com.	6	414
Ventiv Health Inc. Com.	38	763
Veritas DGC Inc. Com.	5	103
Vertrue Inc. Com.	5	119
Viasat Inc. Com.	8	8 195
Vicon Inds. Inc.	8 1	2
Vicor Corp. Com.	10	130
Vicuron Pharmaceuticals Inc. Co		277
	MI. 10	211
Village Super Mkt. Inc. CL A New	1	44
Vion Pharmaceuticals Inc. Com.	32	148
Virage Logic Corp.	1	17
	—	564
Vishay Intertechnology Inc. Com Vivendi Universal Spons ADR New		
Volt Information Sciences Inc.	3	3,532 86
WFS Financial Inc.	3	66
WH Energy Svcs. Inc. Com.	4	94
W Hldg. Co. Inc. Com.	4	94 99
WJ Communications Inc. Com.	30	99 104
Wabtec Com.	4	79
Wainwright Bk. & TR Co. Boston	4	19
Mass	5	60
Warnaco Group Inc. Com. New	18	393
Warren Res. Inc. Com.	18 7	593 61
Washington Bkg. Co. Oak HBR	i	10
Wash Com.	1	16
Waste Mgmt. Inc. Del. Com.	130	3,923
Water Pik Technologies Inc. Com		3,923
Watsco Inc. CL B Conv.	1. 2	37
Watsoo Inc. of D CONV.	1	3

SIP MANAGED SMALLER STOCK FUND (continued)

	Principal	
	Amount or	Current
Description	Shares/Units	Value
Common Stocks:		
Webco Inds. Inc.	3	29
Webex Commns Inc. Com.	12	287
Weider Nutrition Intl. Inc. Co	m. 9	40
Weis Mkts. Inc.	1	8
Wells Finl. Corp.	1	22
West Pharmaceutical Svcs Inc C	om 1	10
Westar Energy Inc. Com.	31	706
Westcorp.	9	414
Western Wireless Corp. CL A	47	1,370
Westwood One Inc. Com.	31	844
Whole Foods Mkt. Inc.	9	815
Willbros Group Inc.	7	171
Williams Sonoma Inc. Com.	8	290
Willis Lease Fin. Corp.	3	26
Wilshire Bancorp Inc. Com.	13	218
Winston Hotels Inc. Com.	8	90
Witness Sys. Inc.	20	353
Woodhead Daniel Inc.	9	135
World Wrestling Entertainment	Inc.	
CL A	2	27
Yellow Roadway Corp. Com.	25	1,398
York Intl Corp. New Com.	15	523
Yum Brands Inc. Com.	105	4,953
Zale Corp. New Com.	28	846
Zapata Corp. Com.	1	6
Zebra Technologies Corp. CL A	22	1,252
Zenith Natl. Ins. Corp.	2	106
Zoran Corp.	26	308
Zoll Med. Corp.	7	245
Total		313,812
**Common/Collective Trusts		
TBC Inc. Pooled Emp Daily Fund	17,748	17,748
TOTAL SIP MANAGED SMALLER STOCK	FUND	\$332,057
		=======

Current

Value

# EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 30, 2004 (in thousands) Principal Amount or Description Shares/Units

LEHMAN BROTHERS AGGREGATE BOND INDEX FUND - Common/collective trust		
Daily Bond Market Fund Series A	834	\$ 19,563 ======
S&P 500 LARGE STOCK INDEX FUND - Common/collective trust		
State Street S&P 500 Flagship Fund Series A	1,187	\$262,846 ======
RUSSELL 2000 FUND - Common/ collective trust		
Russell 2000 Fund Series A	3,035	\$ 63,042 ======
SIP MANAGED INTERNATIONAL STOCK FUND - Common/collective trust		
Daily EAFE Fund Series T Daily Emerging Mkts. Series T	729 106	\$ 10,750 1,267
Total		\$ 12,017 ======
**KODAK STOCK FUND - Common stock		
Eastman Kodak Company Common Stock	3,456	\$112,430
**Common/Collective Trust TBC Inc. Pooled Emp Daily Var RT	4,664	4,664
Total		\$117,094 ======
PIMCO TOTAL RETURN FUND - Mutual fund		
PIMCO Total Return Fd Inst.	2,299	\$ 24,512 ======

	Schede	
SCHEDULE OF ASS Dec	ES' SAVINGS AND INVESTMENT PLA ETS (HELD AT END OF YEAR) ember 30, 2004 n thousands)	۸N
Description	Principal Amount or Shares/Units	Current Value
FIDELITY PURITAN FUND - Mutual fund		
Fidelity Puritan Tr Puritan Fund	3,461	\$ 65,585 =======
**T. ROWE PRICE EQUITY INCOME FUND - Mutual fund		
T. Rowe Price Equity Income Fund	2,796	\$ 74,432 =======
FIDELITY GROWTH AND INCOME FUND - Mutual fund		
Fidelity Securities Fund Growth & Income Portfolio	1,443	\$ 55,263 =======
**T. ROWE PRICE SMALL-CAP VALUE FUND - Mutual fund		
T. Rowe Price Small Cap. Value Fund Inc. Cap. Stk.	3,889	\$138,660 =======
SKYLINE SPECIAL EQUITY FUND - Mutual fund		
Skyline Fund Special Equities Portfolio	1,556	\$ 44,574 =======
COHEN & STEERS REALTY FUND - Mutual fund		
Cohen & Steers Realty Shares Fund Com.	1,130	\$ 78,689 =======
FIRST EAGLE FUND OF AMERICA - Mutual fund		
First Eagle Funds Inc. First Eagle Fd. Amer. CL Y	1,674	\$ 43,669 =======
**T. ROWE PRICE BLUE CHIP GROWTH FUND - Mutual fund	I	
T. Rowe Price Blue Chip Growth Fund Inc. Com.	1,705	\$ 52,783 =======

	Gene			
EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 30, 2004 (in thousands)				
	rincipal			
Description S	Amount or hares/Units	Current Value		
**T. ROWE PRICE NEW ERA FUND - Mutual fund				
T. Rowe Price New Era Fund Inc. Com.	1,239	\$ 41,645 =======		
**T. ROWE PRICE SCIENCE & TECHNOLOGY FUND - Mutual fund				
T. Rowe Price Science & Tech. Fund Inc. Cap. Stk.	4,656	\$88,839 ======		
MORGAN STANLEY INSTITUTIONAL INT'L EQUITY FUND - Mutual fund				
Morgan Stanley Institutional Fund Inc. Intl. Equity Portfolio CL A	3,228	\$ 67,918 =======		
NON-US INTERNATIONAL STOCK FUND - Common/collective trust				
Aim Int'l. CL C Fund	1,938	\$ 32,137 =======		
ARTISAN INTERNATIONAL FUND - Mutual fund				
Artisan Funds Inc International Fund	785	\$ 17,372 =======		
TEMPLETON DEVELOPING MARKETS FUND - Mutual fund				
Templeton Developing Mkts. Tr SH Ben Int CL I	1,412	\$ 26,031 =======		
**Darties_in_interest				

SCHEDULE OF ASSET Decem	' SAVINGS AND INVESTMENT PLAN S (HELD AT END OF YEAR) ber 30, 2004 thousands)			
Description S	rincipal Amount or hares/Units	Current Value		
TURNER MIDCAP GROWTH EQUITY FUND - Mutual Fund				
Turner Funds Midcap Fund Instl CL	900	\$ 21,984 ======		
PIMCO OPPORTUNITY FUND - Mutual Fund				
Pimco Funds Multi Manager Opportunity Fund Instl. CL	666	\$ 12,897 ======		
BATTERYMARCH SMALL CAP EQUITY FUND - Mutual Fund				
Lm Instl Fund Adv II Inc Batterymarch US Sm Cap Equity	293	\$ 3,500 ======		
MFS INTERNATIONAL NEW DISCOVERY FUND - Mutual Fund				
MFS Ser Tr V Intl. New Discovery Fund CL 1	1,538	\$ 33,343 ======		
AMERICAN CENTURY EMERGING MARKETS FUND - Mutual Fund				
American Century World Mutual Funds Inc. Emerging Mkts. Instl.	2,773	\$ 18,132 ======		
SALOMON INSTITUTIONAL HIGH YIELD BOND FUND - MUTUAL FUND				
Salomon Brothers Institutional Ser Funds Inc High Yield RD FD	ies 1,361	\$ 9,693 ======		
**Parties-in-interest				

51				
	Sc	chedule I (Cont'd)		
EASTMAN KODAK EMPLOYEES' SAVINGS AND INVESTMENT PLAN SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 30, 2004 (in thousands)				
Description	Principal Amount or Shares/Units	Current Value		
**T. ROWE PRICE RETIREMENT FUND MUTUAL FUND				
T. Rowe Price Retirement Funds Inc Income Fund	924	\$ 11,337 =======		
**T. ROWE PRICE RETIREMENT 2010 FUND - MUTUAL FUND				
T. Rowe Price Retirement Funds Inc 2010 Fund	2,535	\$ 35,618 ======		
**T. ROWE PRICE RETIREMENT 2020 FUND - MUTUAL FUND				
T. Rowe Price Retirement Funds Inc 2020 Fund	3,207	\$ 47,790 ======		
**T. ROWE PRICE RETIREMENT 2030 FUND - MUTUAL FUND				
T. Rowe Price Retirement Funds Inc 2030 Fund	1,517	\$ 23,524 ======		
**T. ROWE PRICE RETIREMENT 2040 FUND - MUTUAL FUND				

T. Rowe Price Retirement Funds Inc 2040 Fund 494 \$ 7,703 ======= AMERICAN FUNDS GROWTH FUND OF AMERICA FUND - MUTUAL FUND Growth Fund America Inc CL R-5 623 \$ 17,061 ======= HOTCHKIS AND WILEY MID-CAP VALUE FUND - MUTUAL FUND

Hotchkis & Wiley Funds Mid Cap 1,482 Value Fund CL I \$ 40,481 =======

\*\*Parties-in-interest

Description	Maturity Date	Interest Rate	Current Value
PARTICIPANT LOANS			
Participant Loans	2004-2008	4.00%-9.5%	\$ 52,968 ======
Total Plan Investments		:	\$6,521,144 =======

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee of the Eastman Kodak Employees' Savings and Investment Plan has caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

> Eastman Kodak Employees' Savings and Investment Plan

By: /s/ Robert H. Brust

Robert H. Brust

Date: June 21, 2005

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement of Eastman Kodak Company on Form S-8 (No. 333-43524) of our report, dated June 21, 2005, relating to the financial statements of Eastman Kodak Employees' Savings and Investment Plan, which appears in this Annual Report on Form 11-K.

Respectfully Submitted,

/s/ Insero, Kasperski, Ciaccia & Co., P.C. Insero, Kasperski, Ciaccia & Co., P.C. Certified Public Accountants

Rochester, New York June 21, 2005