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WADDELL & REED FINANCIAL INC  
Form 13F-HR  
August 12, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

Check here if Amendment ; Amendment No. \_\_\_\_\_  
This Amendment (check one only):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Waddell & Reed Financial, Inc.  
Address: 6300 Lamar Avenue  
Overland Park, KS 66202

Form 13F File Number: 28-7592

The institutional investment manager filing this report and the person by whom 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.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Kristen A. Richards  
Title: Attorney-In-Fact  
Phone: (913) 236-1923

Signature, Place and Date of Signing:

/s/ Kristen A. Richards Overland Park, Kansas August 12, 2011  
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The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts that are advised by Waddell & Reed Investment Management Company ("WRIMCO") or Ivy Investment Management Company ("IICO"). WRIMCO is an investment advisory subsidiary of Waddell & Reed, Inc. ("WRI"). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ("WRFSI"). WRFSI is a subsidiary of Waddell & Reed Financial, Inc., a publicly traded company ("WDR"). IICO is an investment advisory subsidiary of WDR. WDR, WRFSI and WRI are deemed to have "investment discretion" over the securities due to their control relationship, as applicable, with IICO and WRIMCO pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

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

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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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4  
 Form 13F Information Table Entry Total 894  
 Form 13F Information Table Value Total \$47,136,930 (\$ 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.

No.	Form 13F File Number	Name
1	28-7594	Waddell & Reed Financial Services, Inc.
2	28-375	Waddell & Reed, Inc.
3	28-4466	Waddell & Reed Investment Management Company
4	28-10368	Ivy Investment Management Company

30-Jun-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
AAR CORP	COM	361105	17,015	628,100 SH		DEFINED
AAR CORP	COM	361105	16,530	610,200 SH		DEFINED
AT&T INC	COM	00206R102	17,406	554,150 SH		DEFINED
AT&T INC	COM	00206R102	129,120	4,110,805 SH		DEFINED
ACCRETIVE HEALTH INC	COM	00438V103	16,956	588,942 SH		DEFINED
ACCRETIVE HEALTH INC	COM	00438V103	22,887	794,950 SH		DEFINED
ACI WORLDWIDE INC	COM	4498101	77,209	2,286,309 SH		DEFINED
ACI WORLDWIDE INC	COM	4498101	166,158	4,920,285 SH		DEFINED
ACME PACKET INC	COM	4764106	22,031	314,150 SH		DEFINED
ACME PACKET INC	COM	4764106	20,824	296,930 SH		DEFINED
ACTIVE NETWORK INC	COM	00506D100	799	45,413 SH		DEFINED
ACUITY BRANDS INC	COM	00508Y102	12,899	231,250 SH		DEFINED
ACUITY BRANDS INC	COM	00508Y102	55,471	994,452 SH		DEFINED
ACXIOM CORP	COM	5125109	24,719	1,885,500 SH		DEFINED

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ACXIOM CORP	COM	5125109	47,032	3,587,475	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	14,041	138,400	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	18,178	179,180	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	2,342	24,500	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	14,638	153,150	SH	DEFINED
AIRGAS INC	COM	9363102	12,204	174,250	SH	DEFINED
AIRGAS INC	COM	9363102	13,787	196,850	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	4,776	75,251	SH	DEFINED
ALLERGAN INC	COM	18490102	222,082	2,667,647	SH	DEFINED
ALLERGAN INC	COM	18490102	463,616	5,568,962	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	103,298	1,098,100	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	201,808	2,145,300	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	7,026	154,630	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	2,454	54,002	SH	DEFINED
ALTERA CORP	COM	21441100	157	3,380	SH	DEFINED
ALTERA CORP	COM	21441100	2,410	52,000	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	4,195	158,850	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	10,828	410,000	SH	DEFINED
AMAZON COM INC	COM	23135106	27,286	133,435	SH	DEFINED
AMAZON COM INC	COM	23135106	132,955	650,177	SH	DEFINED
AMERICA MOVIL S A DE C V	SPON ADR					
	L SHS	02364W105	18,229	338,330	SH	DEFINED
AMERICA MOVIL S A DE C V	SPON ADR					
	L SHS	02364W105	7,290	135,300	SH	DEFINED
AMERICAN CAP LTD	COM	02503Y103	8,495	855,500	SH	DEFINED
AMERICAN CAP LTD	COM	02503Y103	6,849	689,700	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	211	4,090	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	16,958	328,000	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	26874784	1,657	56,500	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	2.69E+07	10,458	356,700	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	7,579	170,270	SH	DEFINED
AMGEN INC	COM	31162100	11,431	195,912	SH	DEFINED
AMGEN INC	COM	31162100	112,888	1,934,677	SH	DEFINED
AMSURG CORP	COM	03232P405	781	29,905	SH	DEFINED
AMSURG CORP	COM	03232P405	635	24,297	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	8,127	105,875	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	20,284	264,250	SH	DEFINED
ANCESTRY COM INC	COM	32803108	14,573	352,100	SH	DEFINED
ANCESTRY COM INC	COM	32803108	14,375	347,300	SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED					
	ADR	03524A108	64,078	1,104,600	SH	DEFINED

30-Jun-11

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ INVESTMEN SH/PRN CALL DISCRETIO
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	99,802	1,720,420 SH	DEFINED
ANSYS INC	COM	03662Q105	23,962	438,300 SH	DEFINED
ANSYS INC	COM	03662Q105	26,701	488,400 SH	DEFINED
APACHE CORP	COM	37411105	13,369	108,350 SH	DEFINED

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APACHE CORP	COM	37411105	33,872	274,509 SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	216,190	12,569,200 SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	26,506	1,541,070 SH	DEFINED
APPLE INC	COM	37833100	1,271,604	3,788,257 SH	DEFINED
APPLE INC	COM	37833100	1,075,089	3,202,814 SH	DEFINED
ARCH COAL INC	COM	39380100	1,427	53,525 SH	DEFINED
ARCH COAL INC	COM	39380100	3,406	127,750 SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	34,808	1,154,500 SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	66,840	2,216,925 SH	DEFINED
ARM HLDGS PLC	SPONSORED				
	ADR	42068106	120,613	4,242,450 SH	DEFINED
ARM HLDGS PLC	SPONSORED				
	ADR	42068106	74,436	2,618,211 SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	39,662	1,342,200 SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	62,859	2,127,210 SH	DEFINED
ASHLAND INC NEW	COM	44209104	3,735	57,800 SH	DEFINED
ASHLAND INC NEW	COM	44209104	2,973	46,000 SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	92,656	5,393,247 SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	179,608	10,454,461 SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P				
	INT	49392103	3,573	108,400 SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P				
	INT	49392103	2,950	89,500 SH	DEFINED
AUTOZONE INC	COM	53332102	29,977	101,670 SH	DEFINED
AUTOZONE INC	COM	53332102	100,766	341,755 SH	DEFINED
BAIDU INC	SPON ADR				
	REP A	56752108	895,515	6,390,600 SH	DEFINED
BAIDU INC	SPON ADR				
	REP A	56752108	158,935	1,134,200 SH	DEFINED
BAKER HUGHES INC	COM	57224107	12,821	176,694 SH	DEFINED
BAKER HUGHES INC	COM	57224107	32,312	445,310 SH	DEFINED
BANK OF AMERICA CORPORATION	COM	60505104	4,833	441,000 SH	DEFINED
BANK OF AMERICA CORPORATION	COM	60505104	33,278	3,036,350 SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	3,717	105,100 SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	3,017	85,300 SH	DEFINED
BARRETT BILL CORP	COM	06846N104	10,151	219,000 SH	DEFINED
BARRETT BILL CORP	COM	06846N104	9,980	215,309 SH	DEFINED
BELO CORP	COM SER A	80555105	2,854	379,000 SH	DEFINED
BELO CORP	COM SER A	80555105	2,283	303,200 SH	DEFINED
BHP BILLITON LTD	SPONSORED				
	ADR	88606108	1,973	20,850 SH	DEFINED
BHP BILLITON LTD	SPONSORED				
	ADR	88606108	4,807	50,800 SH	DEFINED
BLACKBOARD INC	COM	91935502	3,811	87,840 SH	DEFINED
BLACKROCK INC	COM	09247X101	4,853	25,300 SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT				
	LTD	09253U108	321,084	19,389,130 SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT				
	LTD	09253U108	41,288	2,493,250 SH	DEFINED
BOEING CO	COM	97023105	56,880	769,380 SH	DEFINED
BOEING CO	COM	97023105	277,783	3,757,375 SH	DEFINED
BOINGO WIRELESS INC	COM	09739C102	301	33,152 SH	DEFINED
BOISE INC	COM	09746Y105	4,202	539,400 SH	DEFINED
BOISE INC	COM	09746Y105	3,339	428,600 SH	DEFINED
BONA FILM GROUP LTD	SPONSORED				
	ADS	09777B107	2,229	600,930 SH	DEFINED
BORG WARNER INC	COM	99724106	71,444	884,315 SH	DEFINED
BORG WARNER INC	COM	99724106	184,371	2,282,098 SH	DEFINED
BOSTON BEER INC	CL A	100557107	2,312	25,800 SH	DEFINED

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BOSTON BEER INC	CL A	100557107	28,371	316,641 SH		DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	6,891	997,300 SH		DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	13,200	1,910,275 SH		DEFINED
BROADCOM CORP	CL A	111320107	306,340	9,106,433 SH		DEFINED
BROADCOM CORP	CL A	111320107	178,407	5,303,433 SH		DEFINED
BROADSOFT INC	COM	11133B409	6,450	169,170 SH		DEFINED
BROWN FORMAN CORP	CL B	115637209	25,677	343,775 SH		DEFINED
BROWN FORMAN CORP	CL B	115637209	51,819	693,787 SH		DEFINED
BUCYRUS INTL INC NEW	CL A	118759109	1,311	14,300 SH		DEFINED
BUCYRUS INTL INC NEW	CL A	118759109	3,181	34,700 SH		DEFINED
CBS CORP NEW	CL B	124857202	606,676	21,294,362 SH		DEFINED
CBS CORP NEW	CL B	124857202	575,887	20,213,658 SH		DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	26,129	1,040,597 SH		DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	47,193	1,879,460 SH		DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,389	68,358 SH		DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	15,961	202,450 SH		DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	1,699	7,200 SH		DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	4,046	17,150 SH		DEFINED
CVS CAREMARK CORPORATION	COM	126650100	4,852	129,100 SH		DEFINED
CVS CAREMARK CORPORATION	COM	126650100	30,477	811,000 SH		DEFINED
CABOT OIL & GAS CORP	COM	127097103	1,817	27,400 SH		DEFINED
CABOT OIL & GAS CORP	COM	127097103	4,456	67,200 SH		DEFINED
CAMECO CORP	COM	13321L108	821	31,150 SH		DEFINED
CAMECO CORP	COM	13321L108	1,966	74,600 SH		DEFINED
CAMELOT INFORMATION SYS INC	ADS RP					
	ORD SHS	13322V105	13,261	887,012 SH		DEFINED
CAMELOT INFORMATION SYS INC	ADS RP					
	ORD SHS	13322V105	2,247	150,300 SH		DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	2,766	55,000 SH		DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	6,759	134,400 SH		DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	7,574	585,300 SH		DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	6,162	476,200 SH		DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	27,955	541,037 SH		DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	180,931	3,501,662 SH		DEFINED
CAPITOL FED FINL INC	COM	14057J101	5,945	505,500 SH		DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,809	408,900 SH		DEFINED
CARBO CERAMICS INC	COM	140781105	9,891	60,700 SH		DEFINED
CARBO CERAMICS INC	COM	140781105	9,712	59,600 SH		DEFINED
CARMAX INC	COM	143130102	42,831	1,295,150 SH		DEFINED
CARMAX INC	COM	143130102	60,528	1,830,300 SH		DEFINED
CARNIVAL CORP	PAIRED					
	CTF	143658300	110	2,910 SH		DEFINED
CARNIVAL CORP	PAIRED					
	CTF	143658300	1,968	52,300 SH		DEFINED
CARRIZO OIL & CO INC	COM	144577103	8,115	194,360 SH		DEFINED
CATERPILLAR INC DEL	COM	149123101	533,897	5,014,999 SH		DEFINED
CATERPILLAR INC DEL	COM	149123101	399,888	3,756,228 SH		DEFINED

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CELESTICA INC	SUB VTG					
	SHS	15101Q108	2,998	342,261	SH	DEFINED
CELESTICA INC	SUB VTG					
	SHS	15101Q108	2,481	283,191	SH	DEFINED
CENTRAL EUROPEAN DIST CORP	NOTE					
	3.000% 3/1	153435AA0	820	1,000,000	PRN	DEFINED
CENTRAL EUROPEAN DIST CORP	NOTE					
	3.000% 3/1	153435AA0	3,362	4,100,000	PRN	DEFINED
CENTURYTEL INC	COM	156700106	7,164	177,200	SH	DEFINED
CENTURYTEL INC	COM	156700106	13,653	337,700	SH	DEFINED
CERADYNE INC	COM	156710105	1,836	47,100	SH	DEFINED
CERADYNE INC	COM	156710105	1,517	38,900	SH	DEFINED
CERNER CORP	COM	156782104	60,719	993,600	SH	DEFINED

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CERNER CORP	COM	156782104	80,161	1,311,750	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y REGISTRY					
	SH	167250109	18,495	475,450	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y REGISTRY					
	SH	167250109	20,163	518,330	SH	DEFINED
CHINA ZENIX AUTO INTL LTD	ADS	1.70E+108	3,120	600,000	SH	DEFINED
CISCO SYS INC	COM	17275R102	6,703	429,400	SH	DEFINED
CISCO SYS INC	COM	17275R102	12,893	825,950	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	755	57,400	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	1,836	139,650	SH	DEFINED
COCA COLA CO	COM	191216100	43,823	651,251	SH	DEFINED
COCA COLA CO	COM	191216100	204,297	3,036,063	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	776,038	10,581,370	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	374,863	5,111,310	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	7,815	89,405	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	27,821	318,285	SH	DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	2,356	160,400	SH	DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	1,872	127,400	SH	DEFINED
COLUMBIA BKG SYS INC	COM	197236102	6,927	402,286	SH	DEFINED
COLUMBIA BKG SYS INC	COM	197236102	6,809	395,400	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	22,507	355,000	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	71,923	1,134,435	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	4,050	157,700	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	6,475	252,150	SH	DEFINED
COMMVAULT SYSTEMS INC	COM	204166102	1,476	33,200	SH	DEFINED
COMMVAULT SYSTEMS INC	COM	204166102	31,622	711,416	SH	DEFINED
COMPLETE PRODUCTION SERVICES	COM	2.05E+113	2,168	65,000	SH	DEFINED
COMPLETE PRODUCTION SERVICES	COM	2.05E+113	2,108	63,200	SH	DEFINED
CONCHO RES INC	COM	20605P101	1,254	13,650	SH	DEFINED
CONCHO RES INC	COM	20605P101	3,022	32,900	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	951	19,000	SH	DEFINED

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CONCUR TECHNOLOGIES INC	COM	206708109	14,033	280,276	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	1,191,599	15,847,840	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	456,751	6,074,629	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	2,140	84,300	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	48,063	1,893,737	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	16,338	251,700	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	27,996	431,300	SH	DEFINED
CORELOGIC INC	COM	21871D103	5,513	329,900	SH	DEFINED
CORELOGIC INC	COM	21871D103	4,443	265,900	SH	DEFINED
CORNING INC	COM	219350105	31,421	1,731,200	SH	DEFINED
CORNING INC	COM	219350105	62,407	3,438,375	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,653	81,896	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	108,731	1,338,394	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	10,510	177,300	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	24,531	413,823	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	2,910	79,800	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	2,381	65,300	SH	DEFINED
CREE INC	COM	225447101	36,267	1,079,700	SH	DEFINED
CREE INC	COM	225447101	69,460	2,067,880	SH	DEFINED
CUMMINS INC	COM	231021106	433,281	4,186,690	SH	DEFINED
CUMMINS INC	COM	231021106	173,592	1,677,384	SH	DEFINED
CYBERONICS INC	COM	23251P102	2,284	81,700	SH	DEFINED
CYBERONICS INC	COM	23251P102	33,627	1,203,100	SH	DEFINED

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CYMER INC	COM	232572107	10,669	215,500	SH	DEFINED
CYMER INC	COM	232572107	10,546	213,000	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	6,917	327,200	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	7,414	350,700	SH	DEFINED
CYTEC INDS INC	COM	232820100	5,828	101,900	SH	DEFINED
CYTEC INDS INC	COM	232820100	4,718	82,500	SH	DEFINED
DG FASTCHANNEL INC	COM	23326R109	17,406	543,090	SH	DEFINED
D R HORTON INC	COM	23331A109	5,465	474,350	SH	DEFINED
D R HORTON INC	COM	23331A109	13,951	1,211,000	SH	DEFINED
DTS INC	COM	23335C101	6,903	170,225	SH	DEFINED
DTS INC	COM	23335C101	6,719	165,689	SH	DEFINED
DANAHER CORP DEL	COM	235851102	10,905	205,800	SH	DEFINED
DANAHER CORP DEL	COM	235851102	99,451	1,876,791	SH	DEFINED
DARLING INTL INC	COM	237266101	7,285	411,600	SH	DEFINED
DARLING INTL INC	COM	237266101	13,850	782,475	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	14,463	630,200	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	73,665	3,209,814	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	3,299	268,900	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	2,625	213,900	SH	DEFINED
DEERE & CO	COM	244199105	19,045	230,990	SH	DEFINED
DEERE & CO	COM	244199105	32,957	399,718	SH	DEFINED
DELTA AIR LINES INC DEL	COM NEW	247361702	2,017	220,000	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	3,675	96,500	SH	DEFINED

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DENTSPLY INTL INC NEW	COM	249030107	14,558	382,300	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	1,539	19,525	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	3,684	46,750	SH	DEFINED
DEXCOM INC	COM	252131107	23,332	1,610,200	SH	DEFINED
DEXCOM INC	COM	252131107	53,798	3,712,760	SH	DEFINED
DIAMOND FOODS INC	COM	252603105	18,993	248,800	SH	DEFINED
DIAMOND FOODS INC	COM	252603105	18,421	241,300	SH	DEFINED
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	4,612	65,500	SH	DEFINED
DICE HLDGS INC	COM	253017107	12,672	937,300	SH	DEFINED
DICE HLDGS INC	COM	253017107	28,238	2,088,600	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	17,543	449,365	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	90,446	2,316,754	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	27,708	1,035,800	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	38,769	1,449,300	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	5,033	122,870	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	38,864	948,831	SH	DEFINED
DIRECTV	COM CL A	25490A101	6,351	124,970	SH	DEFINED
DIRECTV	COM CL A	25490A101	68,512	1,348,132	SH	DEFINED
DOLE FOOD CO INC NEW	COM	256603101	1,691	125,100	SH	DEFINED
DONALDSON INC	COM	257651109	15,043	247,904	SH	DEFINED
DONALDSON INC	COM	257651109	20,097	331,200	SH	DEFINED
DOW CHEM CO	COM	260543103	4,988	138,550	SH	DEFINED
DOW CHEM CO	COM	260543103	17,235	478,750	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	2,923	69,700	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	18,537	442,100	SH	DEFINED
DRESSER-RAND GROUP INC	COM	2.62E+08	34,803	647,500	SH	DEFINED
DRESSER-RAND GROUP INC	COM	2.62E+08	100,112	1,862,550	SH	DEFINED
DRIL-QUIP INC	COM	262037104	15,392	226,921	SH	DEFINED
DRIL-QUIP INC	COM	262037104	62,598	922,860	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
EOG RES INC	COM	26875P101	2,070	19,800	SH	DEFINED
EOG RES INC	COM	26875P101	4,977	47,600	SH	DEFINED
EQT CORP	COM	26884L109	23,293	443,500	SH	DEFINED
EATON CORP	COM	278058102	7,723	150,100	SH	DEFINED
EATON CORP	COM	278058102	24,735	480,750	SH	DEFINED
EBAY INC	COM	278642103	32,060	993,500	SH	DEFINED
EBAY INC	COM	278642103	70,337	2,179,650	SH	DEFINED
ECOLAB INC	COM	278865100	5,713	101,331	SH	DEFINED
ECOLAB INC	COM	278865100	59,155	1,049,227	SH	DEFINED
EL PASO CORP	COM	28336L109	2,785	137,850	SH	DEFINED
EL PASO CORP	COM	28336L109	6,802	336,750	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	1,727	49,700	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	4,295	123,600	SH	DEFINED
ELSTER GROUP SE	SPONSORED					
	ADR	290348101	12,021	733,900	SH	DEFINED



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ELSTER GROUP SE	SPONSORED					
	ADR	290348101	25,654	1,566,200	SH	DEFINED
EMERSON ELEC CO	COM	291011104	41,055	729,862	SH	DEFINED
EMERSON ELEC CO	COM	291011104	142,952	2,541,363	SH	DEFINED
ENBRIDGE INC	COM	29250N105	2,607	80,300	SH	DEFINED
ENBRIDGE INC	COM	29250N105	6,346	195,500	SH	DEFINED
ENERGY TRANSFER EQUITY L P	COM UT LTD					
	PTN	29273V100	989	22,000	SH	DEFINED
ENERGY TRANSFER EQUITY L P	COM UT LTD					
	PTN	29273V100	6,133	136,400	SH	DEFINED
ENERNOC INC	COM	292764107	5,849	371,600	SH	DEFINED
ENERNOC INC	COM	292764107	12,974	824,300	SH	DEFINED
ENSCO INTL PLC	SPONSORED					
	ADR	29358Q109	2,438	45,747	SH	DEFINED
ENSCO INTL PLC	SPONSORED					
	ADR	29358Q109	2,806	52,650	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	4,003	461,183	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,179	366,200	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	35,324	959,900	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	78,419	2,130,964	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	22,329	1,449,000	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	48,236	3,130,175	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	52,396	1,023,550	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	151,861	2,966,616	SH	DEFINED
EZCORP INC	CL A NON					
	VTG	302301106	10,049	282,460	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	295,479	3,630,855	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	91,748	1,127,407	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	2,374	53,000	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	5,796	129,400	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	12,117	118,425	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	51,391	502,262	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	946	21,600	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	21,035	480,257	SH	DEFINED
FASTENAL CO	COM	311900104	38,608	1,072,750	SH	DEFINED
FASTENAL CO	COM	311900104	57,337	1,593,150	SH	DEFINED
FEDEX CORP	COM	31428X106	157	1,650	SH	DEFINED
FEDEX CORP	COM	31428X106	18,863	198,875	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	871	48,300	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	17,012	943,530	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	13,341	317,725	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	13,286	316,400	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	10,195	1,068,638	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	3,997	419,024	SH	DEFINED

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FIRST REP BK SAN FRAN CALI N	COM	33616C100	18,178	563,122	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	18,784	581,900	SH	DEFINED

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FIRST SOLAR INC	COM	336433107	394,823	2,984,975	SH	DEFINED
FIRST SOLAR INC	COM	336433107	222,247	1,680,254	SH	DEFINED
FISERV INC	COM	337738108	25,428	406,000	SH	DEFINED
FISERV INC	COM	337738108	35,129	560,900	SH	DEFINED
FLUOR CORP NEW	COM	343412102	12,490	193,166	SH	DEFINED
FLUOR CORP NEW	COM	343412102	31,559	488,072	SH	DEFINED
FOCUS MEDIA HLDG LTD	SPONSORED					
	ADR	34415V109	7,480	240,500	SH	DEFINED
FORD MTR CO DEL	COM PAR					
	\$0.01	345370860	8,138	590,150	SH	DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	1,714	1,000,000	PRN	DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	10,283	6,000,000	PRN	DEFINED
FOREST OIL CORP	COM PAR					
	\$0.01	346091705	745	27,900	SH	DEFINED
FOREST OIL CORP	COM PAR					
	\$0.01	346091705	1,800	67,400	SH	DEFINED
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	127,277	2,406,000	SH	DEFINED
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	23,286	440,190	SH	DEFINED
GAFISA S A	SPONS ADR	362607301	5,067	535,590	SH	DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	20,670	724,250	SH	DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	27,955	979,500	SH	DEFINED
GARDNER DENVER INC	COM	365558105	3,307	39,350	SH	DEFINED
GARDNER DENVER INC	COM	365558105	27,182	323,400	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	6,813	227,100	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	10,637	354,580	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	8,620	124,650	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	10,652	154,037	SH	DEFINED
GENERAL CABLE CORP DEL NEW	COM	369300108	3,871	90,900	SH	DEFINED
GENERAL CABLE CORP DEL NEW	COM	369300108	57,884	1,359,410	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	12,687	170,250	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	110,515	1,483,020	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	303,022	16,066,906	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	87,828	4,656,830	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,959	79,500	SH	DEFINED
GENERAL MLS INC	COM	370334104	10,489	281,800	SH	DEFINED
GENTEX CORP	COM	371901109	55,198	1,825,920	SH	DEFINED
GENTEX CORP	COM	371901109	119,068	3,938,746	SH	DEFINED
GEVO INC	COM	374396109	949	60,300	SH	DEFINED
GEVO INC	COM	374396109	2,256	143,450	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	15,904	384,050	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	13,979	105,033	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	74,324	558,450	SH	DEFINED
GOOGLE INC	CL A	38259P508	526,606	1,039,943	SH	DEFINED
GOOGLE INC	CL A	38259P508	395,306	780,651	SH	DEFINED
GRACO INC	COM	384109104	24,129	476,300	SH	DEFINED
GRACO INC	COM	384109104	29,193	576,257	SH	DEFINED
GRAFTECH INTL LTD	COM	384313102	2,704	133,400	SH	DEFINED
GRAFTECH INTL LTD	COM	384313102	40,226	1,984,500	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	22,795	423,538	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	86,759	1,612,027	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	6,978	211,450	SH	DEFINED
HALLIBURTON CO	COM	406216101	708,118	13,884,659	SH	DEFINED
HALLIBURTON CO	COM	406216101	516,173	10,121,043	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	21,311	520,173	SH	DEFINED

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HARLEY DAVIDSON INC	COM	412822108	202,272	4,937,084 SH		DEFINED
HARMAN INTL INDS INC	COM	413086109	44,808	983,275 SH		DEFINED
HARMAN INTL INDS INC	COM	413086109	80,331	1,762,810 SH		DEFINED
HEADWATERS INC	NOTE 2.500%					
HEADWATERS INC	NOTE 2.500%	42210PAD4	6,075	7,500,000 PRN		DEFINED
HEADWATERS INC	NOTE 2.500%	42210PAD4	2,795	3,450,000 PRN		DEFINED
HEALTHWAYS INC	COM	422245100	7,757	511,010 SH		DEFINED
HELMERICH & PAYNE INC	COM	423452101	3,680	55,650 SH		DEFINED
HELMERICH & PAYNE INC	COM	423452101	9,045	136,800 SH		DEFINED
HEWLETT PACKARD CO	COM	428236103	4,408	121,100 SH		DEFINED
HEWLETT PACKARD CO	COM	428236103	27,558	757,100 SH		DEFINED
HOLOGIC INC	COM	436440101	10,156	503,500 SH		DEFINED
HONEYWELL INTL INC	COM	438516106	20,862	350,100 SH		DEFINED
HONEYWELL INTL INC	COM	438516106	145,259	2,437,640 SH		DEFINED
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1,477	53,700 SH		DEFINED
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1,210	44,000 SH		DEFINED
HOSPIRA INC	COM	441060100	5,949	105,000 SH		DEFINED
HUB GROUP INC	CL A	443320106	12,206	324,100 SH		DEFINED
HUB GROUP INC	CL A	443320106	11,870	315,200 SH		DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	1,206	25,600 SH		DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	37,209	790,160 SH		DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	13,940	2,125,000 SH		DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	17,312	2,639,100 SH		DEFINED
HYATT HOTELS CORP	COM CL A	448579102	4,788	117,300 SH		DEFINED
HYATT HOTELS CORP	COM CL A	448579102	23,259	569,800 SH		DEFINED
IDEX CORP	COM	45167R104	25,007	545,412 SH		DEFINED
IDEX CORP	COM	45167R104	35,601	776,475 SH		DEFINED
IDEXX LABS INC	COM	45168D104	15,210	196,100 SH		DEFINED
IDEXX LABS INC	COM	45168D104	17,883	230,568 SH		DEFINED
IGATE CORP	COM	45169U105	10,895	667,600 SH		DEFINED
IGATE CORP	COM	45169U105	21,475	1,315,850 SH		DEFINED
INCYTE CORP	COM	45337C102	19,675	1,038,800 SH		DEFINED
INCYTE CORP	COM	45337C102	19,453	1,027,100 SH		DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	2,355	133,000 SH		DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	1,906	107,600 SH		DEFINED
INSITUFORM TECHNOLOGIES INC	CL A	457667103	5,708	272,200 SH		DEFINED
INSITUFORM TECHNOLOGIES INC	CL A	457667103	11,623	554,275 SH		DEFINED
INTER PARFUMS INC	COM	458334109	3,887	168,800 SH		DEFINED
INTER PARFUMS INC	COM	458334109	3,137	136,200 SH		DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	4,240	34,000 SH		DEFINED
INTERDIGITAL INC	COM	45867G101	3,378	82,700 SH		DEFINED
INTERDIGITAL INC	COM	45867G101	6,710	164,250 SH		DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	2,247	13,100 SH		DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	14,256	83,100 SH		DEFINED
INTL PAPER CO	COM	460146103	1,208	40,500 SH		DEFINED
INTL PAPER CO	COM	460146103	7,553	253,300 SH		DEFINED
INTRALINKS HLDGS INC	COM	46118H104	9,221	533,600 SH		DEFINED
INTRALINKS HLDGS INC	COM	46118H104	8,972	519,200 SH		DEFINED
INTUIT	COM	461202103	45,132	870,275 SH		DEFINED

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INTUIT	COM	461202103	128,236	2,472,728	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	18,429	49,525	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	50,758	136,407	SH	DEFINED
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	8,435	399,200	SH	DEFINED

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INVESCO MORTGAGE CAPITAL INC	COM	46131B100	19,492	922,500	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	11,664	741,980	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	916	58,300	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	4.64E+08	4,422	482,700	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	11,971	1,306,850	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR					
	REP PFD	465562106	373,369	15,854,300	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR					
	REP PFD	465562106	72,435	3,075,800	SH	DEFINED
ITRON INC	COM	465741106	20,092	417,200	SH	DEFINED
ITRON INC	COM	465741106	42,442	881,281	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	37,360	912,544	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	222,990	5,446,760	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	1,388	32,100	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	3,380	78,150	SH	DEFINED
JINKOSOLAR HLDG CO LTD	SPONSORED					
	ADR	47759T100	1,342	50,600	SH	DEFINED
JINKOSOLAR HLDG CO LTD	SPONSORED					
	ADR	47759T100	2,568	96,825	SH	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	6,881	7,510,000	PRN	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	13,414	14,640,000	PRN	DEFINED
JOHNSON & JOHNSON	COM	478160104	19,374	291,250	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	126,912	1,907,870	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	12,348	296,400	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	100,461	2,411,445	SH	DEFINED
JONES GROUP INC	COM	48020T101	5,038	464,300	SH	DEFINED
JONES GROUP INC	COM	48020T101	4,008	369,400	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	370,569	11,764,086	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	190,674	6,053,146	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	140,595	8,614,900	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	15,238	933,710	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	8,900	150,000	SH	DEFINED
KAYDON CORP	COM	486587108	9,078	243,250	SH	DEFINED
KAYDON CORP	COM	486587108	15,960	427,650	SH	DEFINED
KFORCE INC	COM	493732101	11,390	870,800	SH	DEFINED
KFORCE INC	COM	493732101	11,220	857,800	SH	DEFINED
KOHL'S CORP	COM	500255104	5,816	116,300	SH	DEFINED
LKQ CORP	COM	501889208	1,834	70,300	SH	DEFINED
LKQ CORP	COM	501889208	39,420	1,510,929	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	33,097	747,437	SH	DEFINED

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LAM RESEARCH CORP	COM	512807108	95,040	2,146,336	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	6,856	147,500	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	6,735	144,900	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	157	3,730	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	2,575	61,000	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	68,727	653,362	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	294,181	2,796,667	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	6,721	736,100	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	5,434	595,200	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	7,535	192,800	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	6,124	156,700	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	4,583	119,200	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	17,068	443,900	SH	DEFINED
LOGMEIN INC	COM	54142L109	2,399	62,200	SH	DEFINED
LOGMEIN INC	COM	54142L109	36,019	933,855	SH	DEFINED
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	976	195,100	SH	DEFINED

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LULULEMON ATHLETICA INC	COM	550021109	10,273	91,873	SH	DEFINED
LULULEMON ATHLETICA INC	COM	550021109	17,897	160,053	SH	DEFINED
LUMBER LIQUIDATORS HLDGS INC	COM	55003T107	798	31,400	SH	DEFINED
LUMBER LIQUIDATORS HLDGS INC	COM	55003T107	11,958	470,800	SH	DEFINED
M/I HOMES INC	COM	55305B101	2,239	182,598	SH	DEFINED
M/I HOMES INC	COM	55305B101	1,808	147,500	SH	DEFINED
MACYS INC	COM	55616P104	17,595	601,745	SH	DEFINED
MACYS INC	COM	55616P104	151,486	5,180,795	SH	DEFINED
MANITOWOC INC	COM	563571108	1,004	59,600	SH	DEFINED
MANITOWOC INC	COM	563571108	21,547	1,279,540	SH	DEFINED
MANPOWER INC	COM	56418H100	13,297	247,850	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,060	39,100	SH	DEFINED
MARATHON OIL CORP	COM	565849106	12,859	244,100	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	3,087	64,000	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	9,730	201,700	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	3,333	154,300	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	2,646	122,500	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	12,199	152,550	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	16,848	210,676	SH	DEFINED
MASIMO CORP	COM	574795100	2,125	71,600	SH	DEFINED
MASIMO CORP	COM	574795100	35,485	1,195,597	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	28,808	95,600	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	74,612	247,600	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	1,198	60,450	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	2,907	146,750	SH	DEFINED
MCDONALDS CORP	COM	580135101	42,904	508,825	SH	DEFINED
MCDONALDS CORP	COM	580135101	208,840	2,476,755	SH	DEFINED
MCG CAPITAL CORP	COM	58047P107	2,726	448,334	SH	DEFINED

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MCG CAPITAL CORP	COM	58047P107	2,205	362,600	SH	DEFINED
MCKESSON CORP	COM	58155Q103	4,517	54,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	28,232	337,500	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	281,863	4,172,655	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	214,978	3,182,506	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	13,152	165,763	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	1,294	36,655	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	3,307	93,700	SH	DEFINED
MEREDITH CORP	COM	589433101	16,896	542,750	SH	DEFINED
MEREDITH CORP	COM	589433101	26,199	841,600	SH	DEFINED
MICROS SYS INC	COM	594901100	26,467	532,435	SH	DEFINED
MICROS SYS INC	COM	594901100	102,702	2,066,031	SH	DEFINED
MICROSOFT CORP	COM	594918104	9,311	358,100	SH	DEFINED
MICROSOFT CORP	COM	594918104	17,643	678,575	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	119,470	3,151,402	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	401,794	10,598,637	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	49,886	6,669,200	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	93,870	12,549,400	SH	DEFINED
MOBILE MINI INC	COM	60740F105	1,096	51,700	SH	DEFINED
MOBILE MINI INC	COM	60740F105	20,768	980,094	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	14,199	195,738	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	92,728	1,278,307	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	2,860	124,300	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	23,055	1,001,950	SH	DEFINED

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NARA BANCORP INC	COM	63080P105	2,915	358,544	SH	DEFINED
NARA BANCORP INC	COM	63080P105	2,351	289,200	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	611,544	7,819,250	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	507,719	6,491,738	SH	DEFINED
NETAPP INC	COM	64110D104	551,934	10,457,250	SH	DEFINED
NETAPP INC	COM	64110D104	183,769	3,481,788	SH	DEFINED
NETFLIX INC	COM	64110L106	14,448	55,000	SH	DEFINED
NETFLIX INC	COM	64110L106	22,539	85,800	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	8,860	886,000	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	16,970	1,696,952	SH	DEFINED
NEUTRAL TANDEM INC	COM	64128B108	5,973	342,890	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	3,932	57,800	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	9,642	141,750	SH	DEFINED
NEWMONT MINING CORP	NOTE					
	3.000% 2/1	651639AK2	1,470	1,200,000	PRN	DEFINED
NEWMONT MINING CORP	NOTE					
	3.000% 2/1	651639AK2	4,043	3,300,000	PRN	DEFINED
NIKE INC	CL B	654106103	27,034	300,450	SH	DEFINED
NIKE INC	CL B	654106103	96,955	1,077,518	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	9,584	106,925	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	92,293	1,029,709	SH	DEFINED
NORDSTROM INC	COM	655664100	10,730	228,600	SH	DEFINED

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NORDSTROM INC	COM	655664100	18,642	397,150	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	5,065	67,600	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	12,858	171,600	SH	DEFINED
NUVASIVE INC	COM	670704105	3,916	119,086	SH	DEFINED
NUVASIVE INC	COM	670704105	71,600	2,177,612	SH	DEFINED
NV ENERGY INC	COM	67073Y106	6,051	394,200	SH	DEFINED
NV ENERGY INC	COM	67073Y106	4,889	318,500	SH	DEFINED
OCZ TECHNOLOGY GROUP INC	COM	6.71E+307	4,921	615,100	SH	DEFINED
OCZ TECHNOLOGY GROUP INC	COM	6.71E+307	7,323	915,390	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	12,069	184,225	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	68,816	1,050,470	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	22,981	534,445	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	28,849	670,900	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	2,711	91,350	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	6,558	220,950	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	68,596	659,325	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	43,814	421,130	SH	DEFINED
OFFICE DEPOT INC	COM	676220106	2,622	621,300	SH	DEFINED
OFFICE DEPOT INC	COM	676220106	2,114	500,900	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	2,519	52,300	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	15,676	325,500	SH	DEFINED
OMNICELL INC	COM	68213N109	5,675	364,000	SH	DEFINED
ORACLE CORP	COM	68389X105	511,920	15,555,151	SH	DEFINED
ORACLE CORP	COM	68389X105	532,212	16,171,750	SH	DEFINED
OWENS & MINOR INC NEW	COM	690732102	4,925	142,800	SH	DEFINED
OWENS & MINOR INC NEW	COM	690732102	4,839	140,300	SH	DEFINED
PMC-SIERRA INC	COM	69344F106	14,522	1,918,400	SH	DEFINED
PMC-SIERRA INC	COM	69344F106	30,440	4,021,077	SH	DEFINED
PMI GROUP INC	COM	69344M101	1,338	1,250,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	4,203	70,500	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	16,297	273,400	SH	DEFINED
PPL CORP	COM	69351T106	5,232	188,000	SH	DEFINED

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PPL CORP	COM	69351T106	27,360	983,100	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	11,689	417,300	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	11,487	410,100	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	16,034	127,600	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	16,097	128,100	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	6,208	69,174	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	67,427	751,359	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	20,381	644,750	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	48,886	1,546,550	SH	DEFINED
PAYCHEX INC	COM	704326107	1,041	33,900	SH	DEFINED
PAYCHEX INC	COM	704326107	4,178	136,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,982	33,650	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	4,845	82,250	SH	DEFINED
PENTAIR INC	COM	709631105	23,284	576,900	SH	DEFINED

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PENTAIR INC	COM	709631105	45,998	1,139,700	SH	DEFINED
PEPSICO INC	COM	713448108	15,831	224,770	SH	DEFINED
PEPSICO INC	COM	713448108	86,657	1,230,404	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED					
	ADR	71654V408	10,613	313,440	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED					
	ADR	71654V408	6,791	200,550	SH	DEFINED
PETSMART INC	COM	716768106	23,565	519,400	SH	DEFINED
PETSMART INC	COM	716768106	34,318	756,400	SH	DEFINED
PFIZER INC	COM	717081103	6,646	322,606	SH	DEFINED
PFIZER INC	COM	717081103	17,117	830,900	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	430,627	6,449,409	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	225,062	3,370,706	SH	DEFINED
PHOTRONICS INC	COM	719405102	16,766	1,979,400	SH	DEFINED
PHOTRONICS INC	COM	719405102	29,475	3,479,959	SH	DEFINED
PINNACLE ENTMT INC	COM	723456109	1,721	115,500	SH	DEFINED
PIPER JAFFRAY COS	COM	724078100	2,801	97,236	SH	DEFINED
PIPER JAFFRAY COS	COM	724078100	2,275	78,961	SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	1,565	41,050	SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	3,783	99,250	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	32,807	483,600	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	41,865	617,120	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	22,352	263,616	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	84,949	1,001,879	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	9,654	1,191,800	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	56,841	7,017,350	SH	DEFINED
PRAXAIR INC	COM	74005P104	62,392	575,621	SH	DEFINED
PRAXAIR INC	COM	74005P104	210,957	1,946,275	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	86,033	522,520	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	462,328	2,807,943	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	61,659	1,021,857	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	225,551	3,737,996	SH	DEFINED
PRIMO WTR CORP	COM	74165N105	11,693	812,610	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	3,464	54,498	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	30,032	472,418	SH	DEFINED
QUALCOMM INC	COM	747525103	84,747	1,492,280	SH	DEFINED
QUALCOMM INC	COM	747525103	304,914	5,369,157	SH	DEFINED
QUEST SOFTWARE INC	COM	74834T103	4,319	190,000	SH	DEFINED
QUEST SOFTWARE INC	COM	74834T103	3,446	151,600	SH	DEFINED
RPM INTL INC	COM	749685103	19,606	851,700	SH	DEFINED

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RPM INTL INC	COM	749685103	27,499	1,194,550	SH DEFINED
RSC HOLDINGS INC	COM	74972L102	8,679	725,640	SH DEFINED
RADIANT SYSTEMS INC	COM	75025N102	12,837	614,200	SH DEFINED
RADIANT SYSTEMS INC	COM	75025N102	23,624	1,130,340	SH DEFINED
REALD INC	COM	75604L105	982	42,000	SH DEFINED
REALD INC	COM	75604L105	14,454	617,940	SH DEFINED



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RED HAT INC	COM	7.57E+08	12,547	273,350 SH	DEFINED
RED HAT INC	COM	756577102	16,118	351,150 SH	DEFINED
REGAL ENTMT GROUP	CL A	758766109	2,996	242,600 SH	DEFINED
REGAL ENTMT GROUP	CL A	758766109	2,435	197,200 SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS				
	L P	75885Y107	11,453	442,900 SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS				
	L P	75885Y107	27,095	1,047,763 SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,085	175,000 SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	7,072	1,140,600 SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,952	97,800 SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	4,808	79,000 SH	DEFINED
RIO TINTO PLC	SPONSORED				
	ADR	767204100	8,353	115,500 SH	DEFINED
RIO TINTO PLC	SPONSORED				
	ADR	767204100	21,421	296,200 SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	21,838	354,000 SH	DEFINED
ROPER INDS INC NEW	COM	776696106	14,611	175,400 SH	DEFINED
ROPER INDS INC NEW	COM	776696106	21,808	261,800 SH	DEFINED
SM ENERGY CO	COM	78454L100	1,499	20,400 SH	DEFINED
SM ENERGY CO	COM	78454L100	3,619	49,250 SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	8,262	56,600 SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	2,705	18,530 SH	DEFINED
SVB FINL GROUP	COM	78486Q101	24,768	414,800 SH	DEFINED
SVB FINL GROUP	COM	78486Q101	24,021	402,300 SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	10,218	541,200 SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	9,982	528,700 SH	DEFINED
SAGENT PHARMACEUTICALS INC	COM	786692103	1,951	72,300 SH	DEFINED
SALESFORCE COM INC	COM	79466L302	16,713	112,185 SH	DEFINED
SALESFORCE COM INC	COM	79466L302	77,773	522,039 SH	DEFINED
SALIX PHARMACEUTICALS INC	COM	795435106	6,597	165,620 SH	DEFINED
SCHEIN HENRY INC	COM	806407102	31,188	435,650 SH	DEFINED
SCHEIN HENRY INC	COM	806407102	54,322	758,800 SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	693,863	8,030,818 SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	688,632	7,970,281 SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	21,564	1,310,900 SH	DEFINED
SCIENTIFIC GAMES CORP	CL A	80874P109	5,851	565,890 SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	3,308	342,100 SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	2,702	279,400 SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	3,020	305,006 SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	2,414	243,800 SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	11,144	468,450 SH	DEFINED
SEMTECH CORP	COM	816850101	34,522	1,262,700 SH	DEFINED
SEMTECH CORP	COM	816850101	58,636	2,144,701 SH	DEFINED
SHUTTERFLY INC	COM	82568P304	10,755	187,300 SH	DEFINED

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SHUTTERFLY INC	COM	82568P304	10,491	182,700 SH		DEFINED

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SIGNATURE BK NEW YORK N Y	COM	82669G104	24,774	433,106	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	36,988	646,650	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	2,278	29,800	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	14,317	187,300	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	42,618	720,393	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	51,021	862,427	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	12,625	384,101	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	13,823	420,541	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	5,752	503,650	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	6,072	157,258	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	4,916	127,328	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	7,004	163,350	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	36,879	860,050	SH	DEFINED
STARBUCKS CORP	COM	855244109	435,171	11,019,775	SH	DEFINED
STARBUCKS CORP	COM	855244109	316,857	8,023,740	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	747,699	13,342,234	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	304,655	5,436,378	SH	DEFINED
STERICYCLE INC	COM	858912108	17,474	196,075	SH	DEFINED
STERICYCLE INC	COM	858912108	61,631	691,554	SH	DEFINED
STIFEL FINL CORP	COM	860630102	8,126	226,600	SH	DEFINED
STRATASYS	COM	862685104	17,246	511,738	SH	DEFINED
STRATASYS	COM	862685104	57,066	1,693,366	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	12,602	1,780,000	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	11,423	1,613,400	SH	DEFINED
STRYKER CORP	COM	863667101	13,005	221,580	SH	DEFINED
STRYKER CORP	COM	863667101	61,058	1,040,344	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	32,566	1,107,700	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	33,769	1,148,600	SH	DEFINED
SUN HEALTHCARE GROUP INC NEW	COM	8.67E+104	990	123,501	SH	DEFINED
SUN HEALTHCARE GROUP INC NEW	COM	8.67E+104	750	93,485	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	1,740	44,500	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	4,215	107,800	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,432	94,258	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	15,500	600,777	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	6,405	172,450	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	16,487	443,913	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,899	147,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	18,355	930,800	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	10,756	339,000	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	34,592	1,090,200	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	3,579	1,720,800	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	2,910	1,399,200	SH	DEFINED
TCF FINL CORP	COM	872275102	13,442	974,054	SH	DEFINED
TCF FINL CORP	COM	872275102	17,496	1,267,850	SH	DEFINED
THL CR INC	COM	872438106	6,009	462,200	SH	DEFINED
THL CR INC	COM	8.72E+08	4,897	376,700	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	260	4,400	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	1,617	27,400	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED					
	ADR	874039100	21,919	1,738,240	SH	DEFINED
TAOMEH HLDGS LTD	SPONSORED					
	ADR	87600Y106	1,792	175,000	SH	DEFINED
TARGA RES CORP	COM	87612G101	5,732	171,316	SH	DEFINED
TARGA RES CORP	COM	87612G101	4,580	136,884	SH	DEFINED
TECH DATA CORP	COM	878237106	3,046	62,300	SH	DEFINED
TECH DATA CORP	COM	878237106	2,430	49,700	SH	DEFINED
TELECOMUNICACOES DE SAO PAUL	SPON ADR					
	PFD	87929A102	23,351	786,222	SH	DEFINED
TELECOMUNICACOES DE SAO PAUL	SPON ADR					
	PFD	87929A102	9,180	309,101	SH	DEFINED

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TEMPUR PEDIC INTL INC	COM	88023U101	4,666	68,800 SH		DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	82,946	1,223,030 SH		DEFINED
TENARIS S A	SPONSORED					
	ADR	88031M109	5,478	119,800 SH		DEFINED
TENARIS S A	SPONSORED					
	ADR	88031M109	16,673	364,600 SH		DEFINED
TENET HEALTHCARE CORP	COM	88033G100	20,611	3,303,000 SH		DEFINED
TENET HEALTHCARE CORP	COM	88033G100	39,656	6,355,150 SH		DEFINED
TENNECO INC	COM	880349105	6,425	145,800 SH		DEFINED
TENNECO INC	COM	880349105	5,218	118,400 SH		DEFINED
TERADATA CORP DEL	COM	88076W103	15,932	264,650 SH		DEFINED
TERADATA CORP DEL	COM	88076W103	18,656	309,900 SH		DEFINED
TERADYNE INC	COM	880770102	4,871	329,100 SH		DEFINED
TERADYNE INC	COM	880770102	4,780	323,000 SH		DEFINED
TERRITORIAL BANCORP INC	COM	88145X108	1,701	82,096 SH		DEFINED
TERRITORIAL BANCORP INC	COM	88145X108	1,407	67,900 SH		DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	20,259	420,132 SH		DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	36,387	754,596 SH		DEFINED
TEXAS INSTRS INC	COM	882508104	34,590	1,053,600 SH		DEFINED
TEXAS INSTRS INC	COM	882508104	67,715	2,062,600 SH		DEFINED
TEXTRON INC	COM	883203101	956	40,500 SH		DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	7,934	123,214 SH		DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	62,098	964,407 SH		DEFINED
TIFFANY & CO NEW	COM	886547108	20,721	263,900 SH		DEFINED
TIFFANY & CO NEW	COM	886547108	78,642	1,001,557 SH		DEFINED
TIME WARNER CABLE INC	COM	88732J207	11,113	142,400 SH		DEFINED
TIME WARNER CABLE INC	COM	88732J207	103,731	1,329,205 SH		DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	7,980	136,687 SH		DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	40,643	696,184 SH		DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	23,323	588,360 SH		DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	32,770	826,694 SH		DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	19,438	195,200 SH		DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	24,387	244,900 SH		DEFINED
TURKCELL ILETISIM HIZMETLERI	SPON ADR					
	NEW	900111204	2,867	211,600 SH		DEFINED
21VIANET GROUP INC	SPONSORED					
	ADR	90138A103	7,646	556,500 SH		DEFINED
21VIANET GROUP INC	SPONSORED					
	ADR	90138A103	14,792	1,076,600 SH		DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	12,102	187,400 SH		DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	16,084	249,050 SH		DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	16,100	295,800 SH		DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	20,212	371,332 SH		DEFINED
ULTRA PETROLEUM CORP	COM	903914109	27,288	595,797 SH		DEFINED
ULTRA PETROLEUM CORP	COM	903914109	53,188	1,161,300 SH		DEFINED
UNDER ARMOUR INC	CL A	904311107	29,951	387,413 SH		DEFINED
UNDER ARMOUR INC	CL A	904311107	120,365	1,556,918 SH		DEFINED
UNION PAC CORP	COM	907818108	32,108	307,551 SH		DEFINED

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UNION PAC CORP	COM	907818108	152,602	1,461,701	SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	15,425	361,500	SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	15,007	351,700	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	14,356	196,850	SH	DEFINED
UNITED RENTALS INC	COM	911363109	6,922	272,500	SH	DEFINED
UNITED STATIONERS INC	COM	913004107	10,083	284,600	SH	DEFINED
UNITED STATIONERS INC	COM	913004107	9,963	281,200	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	109	3,870	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	5,011	178,000	SH	DEFINED

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VAIL RESORTS INC	COM	91879Q109	16,440	355,700	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	15,987	345,900	SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	6,363	210,000	SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	8,207	270,850	SH	DEFINED
VANCEINFO TECHNOLOGIES INC	ADR	921564100	4,211	182,200	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	40,191	574,000	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	53,740	767,500	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	7,243	189,600	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	24,115	631,279	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	34,500	777,900	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	67,528	1,522,625	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	83,395	1,604,050	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	158,029	3,039,600	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	2,184	72,980	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	10,143	338,890	SH	DEFINED
VISA INC	COM CL A	92826C839	26,636	316,114	SH	DEFINED
VISA INC	COM CL A	92826C839	58,641	695,950	SH	DEFINED
VMWARE INC	COM	928563402	36,025	359,420	SH	DEFINED
VMWARE INC	COM	928563402	131,845	1,315,428	SH	DEFINED
VOCUS INC	COM	92858J108	11,947	390,300	SH	DEFINED
VOCUS INC	COM	92858J108	20,710	676,570	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	31,855	986,513	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	104,348	3,231,590	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	4,670	520,900	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	10,687	1,192,086	SH	DEFINED
WABTAC CORP	COM	929740108	26,971	410,400	SH	DEFINED
WABTAC CORP	COM	929740108	120,146	1,828,155	SH	DEFINED
WALTER ENERGY INC	COM	93317Q105	9,831	84,900	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	24,014	459,600	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	59,753	1,143,600	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	3,016	7,200	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	2,472	5,900	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	25,333	798,400	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	51,469	1,622,100	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,317	54,800	SH	DEFINED
WELLPOINT INC	COM	94973V107	36,262	460,350	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	15,527	553,333	SH	DEFINED

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WELLS FARGO & CO NEW	COM	949746101	62,231	2,217,800	SH	DEFINED
WELLS FARGO & CO NEW	W EXP					
	10/28/201	949746119	84	8,971	SH	DEFINED
WELLS FARGO & CO NEW	W EXP					
	10/28/201	949746119	641	68,829	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	6,172	246,400	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	4,970	198,400	SH	DEFINED
WESTPORT INNOVATIONS INC	COM NEW	960908309	3,420	142,400	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	18,740	295,350	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	31,728	500,050	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,375	45,450	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	3,349	110,700	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	18,452	505,680	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	19,690	539,595	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	6,172	191,800	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	4,980	154,747	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	30,497	906,300	SH	DEFINED

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WYNDHAM WORLDWIDE CORP	COM	98310W108	36,076	1,072,100	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,924,009	13,403,995	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	662,035	4,612,198	SH	DEFINED
XEROX CORP	COM	984121103	4,839	464,822	SH	DEFINED
XEROX CORP	COM	984121103	30,345	2,914,984	SH	DEFINED
XUEDA ED GROUP	SPONSORED					
	ADR	98418W109	1,904	238,020	SH	DEFINED
YUM BRANDS INC	COM	988498101	146	2,640	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,442	44,210	SH	DEFINED
ZUMIEZ INC	COM	989817101	23,235	930,503	SH	DEFINED
ZUMIEZ INC	COM	989817101	53,159	2,128,933	SH	DEFINED
ZOLL MED CORP	COM	989922109	15,593	275,200	SH	DEFINED
ZOLL MED CORP	COM	989922109	69,336	1,223,722	SH	DEFINED
TELVENT GIT SA	SHS	E90215109	61,141	1,536,194	SH	DEFINED
TELVENT GIT SA	SHS	E90215109	121,568	3,054,466	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS					
	-A -	G0457F107	639	30,300	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6,301	212,000	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	5,121	172,300	SH	DEFINED
ACCENTURE PLC IRELAND	SHS					
	CLASS A	G1151C101	4,828	79,900	SH	DEFINED
ACCENTURE PLC IRELAND	SHS					
	CLASS A	G1151C101	18,162	300,600	SH	DEFINED
BUNGE LIMITED	COM	G16962105	30,235	438,500	SH	DEFINED
BUNGE LIMITED	COM	G16962105	58,123	842,972	SH	DEFINED
CHINA YUCHAI INTL LTD	COM	G21082105	4,391	208,100	SH	DEFINED
CHINA YUCHAI INTL LTD	COM	G21082105	3,614	171,300	SH	DEFINED
COSAN LTD	SHS A	G25343107	6,095	495,900	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	5,014	94,200	SH	DEFINED

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COVIDIEN PLC	SHS	G2554F113	54,193	1,018,090	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,914	143,100	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	4,790	115,900	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	2,523	137,200	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	15,867	862,800	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	10,403	229,100	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	36,750	809,300	SH	DEFINED
INVESCO LTD	SHS	G491BT108	19,413	829,600	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	6,356	374,300	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	3,989	234,900	SH	DEFINED
LAZARD LTD	SHS A	G54050102	3,373	90,918	SH	DEFINED
LAZARD LTD	SHS A	G54050102	36,713	989,564	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	1,352	54,850	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	3,243	131,600	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	8,992	836,500	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	14,710	1,368,405	SH	DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	2,406	34,400	SH	DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	15,158	216,700	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	8,107	229,800	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	20,551	582,500	SH	DEFINED
SINA CORP	ORD	G81477104	76,601	735,840	SH	DEFINED
SINA CORP	ORD	G81477104	77,034	740,000	SH	DEFINED
VELTI PLC ST HELIER	SHS	G93285107	5,428	321,000	SH	DEFINED
VELTI PLC ST HELIER	SHS	G93285107	11,482	679,000	SH	DEFINED
XL GROUP PLC	SHS	G98290102	2,506	114,000	SH	DEFINED
XL GROUP PLC	SHS	G98290102	15,744	716,300	SH	DEFINED
ACE LTD	SHS	H0023R105	5,549	84,300	SH	DEFINED

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ACE LTD	SHS	H0023R105	34,595	525,600	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	2,357	125,700	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	5,590	298,150	SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	16,008	247,950	SH	DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	3,596	97,300	SH	DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	16,979	459,400	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	15,582	139,700	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	47,098	422,250	SH	DEFINED
VISTAPRINT N V	SHS	N93540107	12,411	259,374	SH	DEFINED
COPA HOLDINGS SA	CL A	P31076105	14,579	218,451	SH	DEFINED
			=====	47,136,930	1,042,097,601	