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TEXAS CAPITAL BANCSHARES INC/TX
Form 13F-HR
February 05, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/08

Check here if Amendment []: Amendment Number: _____

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

Institutional Investment Manager Filing this Report:

Name: Texas Capital Bancshares
Address: 2100 McKinney Ave, Ste 1400
Dallas, TX 75201
Attn: Dave Folz

Form 13F File Number: 28-_____

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.

Person Signing this Report on Behalf of Reporting Manager:

Name: Dave Folz
Title: Executive Vice President
Phone: 214-932-6625

Signature, Place, and Date of Signing:

| | | |
|----------------|---------------|----------|
| /s/ David Folz | Dallas, TX | 2/4/2009 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

Report Type (Check only one.):

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

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

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Form 13F File Number Name

28-_____

[Repeat as necessary.]

9

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVTMT DSCRETN | O MAN |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----------|
| DAIMLER AG | REG SHS | D1668R123 | 212 | 5541 | SH | | SOLE | |
| AMDOCS LTD | ORD | G02602103 | 218 | 11900 | SH | | SOLE | |
| ARCH CAP GROUP LTD | ORD | G0450A105 | 36 | 520 | SH | | SOLE | |
| ASPEN INSURANCE HOLDINGS LTD | SHS | G05384105 | 41 | 1680 | SH | | SOLE | |
| ASSURED GUARANTY LTD | COM | G0585R106 | 86 | 7550 | SH | | SOLE | |
| ACCENTURE LTD | | G1150G111 | 346 | 10540 | SH | | SOLE | |
| CREDICORP LTD | COM | G2519Y108 | 84 | 1678 | SH | | SOLE | |
| COVIDIEN LTD | COM | G2552X108 | 359 | 9910 | SH | | SOLE | |
| MAX CAPITAL GROUP LTD | SHS | G6052F103 | 111 | 6270 | SH | | SOLE | |
| PLATINUM UNDERWRITER HLDGS L | COM | G7127P100 | 225 | 6250 | SH | | SOLE | |
| UTI WORLDWIDE INC | ORD | G87210103 | 320 | 22325 | SH | | SOLE | |
| TYCO INTL LTD BERMUDA | SHS | G9143X208 | 90 | 4160 | SH | | SOLE | |
| TYCO ELECTRONICS LTD | COM NEW | G9144P105 | 129 | 7960 | SH | | SOLE | |
| LOGITECH INTL S A | SHS | H50430232 | 264 | 16929 | SH | | SOLE | |
| TRANSOCEAN LTD | REG SHS | H8817H100 | 35 | 748 | SH | | SOLE | |
| MILLICOM INTL CELLULAR S A | SHS NEW | L6388F110 | 246 | 5482 | SH | | SOLE | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 204 | 79926 | SH | | SOLE | |
| ABB LTD | SPONSORED ADR | 000375204 | 668 | 44530 | SH | | SOLE | |
| AFLAC INC | COM | 001055102 | 628 | 13691 | SH | | SOLE | |
| AT&T INC | COM | 00206R102 | 544 | 19087 | SH | | SOLE | |
| AARON RENTS INC | COM | 002535201 | 122 | 4590 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 199 | 3733 | SH | | SOLE | |
| ACTIVISION BLIZZARD INC | COM | 00507V109 | 16 | 1810 | SH | | SOLE | |
| ACXIOM CORP | COM | 005125109 | 21 | 2530 | SH | | SOLE | |
| ADIDAS AG | ADR | 00687A107 | 549 | 29175 | SH | | SOLE | |
| ADTRAN INC | COM | 00738A106 | 123 | 8240 | SH | | SOLE | |
| AEROPOSTALE | COM | 007865108 | 878 | 54570 | SH | | SOLE | |
| AEROPOSTALE | COM | 007865108 | 4 | 270 | SH | | DEFINED | |
| AETNA INC NEW | COM | 00817Y108 | 74 | 2597 | SH | | SOLE | |
| TOTAL FOR PAGE 1 | | | 6832 | 384192 | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MAN |
|------------------------------|-------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------|
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 1071 | 23310 | SH | | SOLE | |
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 5 | 110 | SH | | DEFINED | |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 342 | 8170 | SH | | SOLE | |
| AIR LIQUIDE | ADR | 009126202 | 328 | 18043 | SH | | SOLE | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 69 | 1380 | SH | | SOLE | |
| ALBANY INTL CORP | CL A | 012348108 | 25 | 1970 | SH | | SOLE | |
| ALCOA INC | COM | 013817101 | 111 | 9900 | SH | | SOLE | |
| ALLIANCE IMAGING INC | COM NEW | 018606202 | 37 | 4700 | SH | | SOLE | |
| ALLIANZ SE | SP ADR 1/10 SH | 018805101 | 389 | 35888 | SH | | SOLE | |
| AMERICA MOVIL S A B DE C V | SPON ADR | 02364W105 | 259 | 8367 | SH | | SOLE | |
| AMERICAN EQTY INVT LIFE HLD | COM | 025676206 | 125 | 17890 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 148 | 8000 | SH | | SOLE | |
| AMERICAN PHYSICIANS CAPITAL | COM | 028884104 | 23 | 470 | SH | | SOLE | |
| AMERISAFE INC | COM | 03071H100 | 26 | 1250 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 182 | 3150 | SH | | SOLE | |
| ANADARKO PETE CORP | COM | 032511107 | 78 | 2015 | SH | | SOLE | |
| ANGLO AMERN PLC | ADR NEW | 03485P201 | 126 | 10821 | SH | | SOLE | |
| ANGLOGOLD ASHANTI LTD | SPONS ADR | 035128206 | 82 | 2967 | SH | | SOLE | |
| ANNALY MTG MGMT INC | COM | 035710409 | 143 | 9000 | SH | | SOLE | |
| AON CORP | COM | 037389103 | 1115 | 24420 | SH | | SOLE | |
| AON CORP | COM | 037389103 | 5 | 120 | SH | | DEFINED | |
| APACHE CORP | COM | 037411105 | 320 | 4291 | SH | | SOLE | |
| APOLLO GROUP INC | CL A | 037604105 | 1330 | 17360 | SH | | SOLE | |
| APOLLO GROUP INC | CL A | 037604105 | 5 | 70 | SH | | DEFINED | |
| APPLE INC | COM | 037833100 | 61 | 720 | SH | | SOLE | |
| ARCELORMITTAL SA LUXEMBOURG | NY REGISTRY SH | 03938L104 | 24 | 965 | SH | | SOLE | |
| ARKANSAS BEST CORP DEL | COM | 040790107 | 71 | 2350 | SH | | SOLE | |
| ASSOCIATED ESTATES RLTY CORP | COM | 045604105 | 63 | 6930 | SH | | SOLE | |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 615 | 14988 | SH | | SOLE | |
| AUSTRALIA & NEW ZEALAND | BANKING GROUP LTD | 052528304 | 272 | 25501 | SH | | SOLE | |
| AUTODESK INC | COM | 052769106 | 33 | 1700 | SH | | SOLE | |
| AUTOZONE INC | COM | 053332102 | 1162 | 8335 | SH | | SOLE | |
| AUTOZONE INC | COM | 053332102 | 6 | 40 | SH | | DEFINED | |
| TOTAL FOR PAGE 2 | | | 8651 | 275191 | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MAN |
|------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------|
| AVALONBAY CMNTYS INC | COM | 053484101 | 59 | 966 | SH | | SOLE | |
| AXA | SPONSORED ADR | 054536107 | 306 | 13627 | SH | | SOLE | |
| BG PLC | ADR FIN INST N | 055434203 | 402 | 5848 | SH | | SOLE | |
| BJS WHOLESALE CLUB INC | COM | 05548J106 | 23 | 680 | SH | | SOLE | |
| BP P. L. C. | SPONSORED ADR | 055622104 | 16 | 350 | SH | | SOLE | |
| BSD MED CORP DEL | COM | 055662100 | 287 | 78470 | SH | | SOLE | |
| BMC SOFTWARE INC | COM | 055921100 | 1417 | 52690 | SH | | SOLE | |
| BMC SOFTWARE INC | COM | 055921100 | 7 | 260 | SH | | DEFINED | |
| BAIDU COM INC | SPON ADR REP A | 056752108 | 88 | 671 | SH | | SOLE | |
| BAKER HUGHES INC | COM | 057224107 | 133 | 4160 | SH | | SOLE | |

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| | | | | | | |
|------------------------------|------------------|-----------|------|--------|----|---------|
| BANCO BILBAO VIZCAYA ARGENTA | SPONSORED ADR | 05946K101 | 321 | 25662 | SH | SOLE |
| BANCO BRADESCO S A | SP ADR PFD NEW | 059460303 | 88 | 8918 | SH | SOLE |
| BANCO SANTANDER CHILE NEW | SP ADR REP COM | 05965X109 | 178 | 5094 | SH | SOLE |
| BANCOLOMBIA S A | SPON ADR PREF | 05968L102 | 31 | 1343 | SH | SOLE |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 172 | 12181 | SH | SOLE |
| BAYER A G | SPONSORED ADR | 072730302 | 390 | 6784 | SH | SOLE |
| BEACON POWER CORP | COM | 073677106 | 5 | 10000 | SH | SOLE |
| BECTON DICKINSON & CO | COM | 075887109 | 1330 | 19450 | SH | SOLE |
| BECTON DICKINSON & CO | COM | 075887109 | 7 | 100 | SH | DEFINED |
| BEL FUSE INC | CL B | 077347300 | 52 | 2460 | SH | SOLE |
| BELDEN INC | COM | 077454106 | 194 | 9310 | SH | SOLE |
| BERKLEY W R CORP | COM | 084423102 | 38 | 1220 | SH | SOLE |
| BERKSHIRE HATHAWAY INC DEL | CL B | 084670207 | 161 | 50 | SH | SOLE |
| BERRY PETE CO | CL A | 085789105 | 11 | 1460 | SH | SOLE |
| BEST BUY INC | COM | 086516101 | 96 | 3407 | SH | SOLE |
| BHP BILLITON LTD | SPONSORED ADR | 088606108 | 503 | 11733 | SH | SOLE |
| BLACKBAUD INC | COM | 09227Q100 | 62 | 4590 | SH | SOLE |
| BLACKROCK INC | COM | 09247X101 | 36 | 270 | SH | SOLE |
| BOB EVANS FARMS INC | COM | 096761101 | 130 | 6370 | SH | SOLE |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 42 | 5455 | SH | SOLE |
| BRASIL TELECOM | PARTICIPACOES SA | 105530109 | 84 | 2163 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 1189 | 51160 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 6 | 250 | SH | DEFINED |
| TOTAL FOR PAGE 3 | | | 7864 | 347152 | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVTMT DCRETN | O MAN |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|------------------|----------|
| BRITISH AMERN TOB PLC | SPONSORED ADR | 110448107 | 368 | 6930 | SH | | SOLE | |
| BROADCOM CORP | CL A | 111320107 | 58 | 3445 | SH | | SOLE | |
| BROADRIDGE FINL SOLUTIONS IN | COM | 11133T103 | 266 | 21225 | SH | | SOLE | |
| BROWN SHOE INC NEW | COM | 115736100 | 44 | 5150 | SH | | SOLE | |
| BUCKEYE TECHNOLOGIES INC | COM | 118255108 | 15 | 4030 | SH | | SOLE | |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 128 | 1685 | SH | | SOLE | |
| CBS CORP NEW | CL B | 124857202 | 75 | 9190 | SH | | SOLE | |
| C D I CORP | COM | 125071100 | 82 | 6300 | SH | | SOLE | |
| CNOOC LTD | SPONSORED ADR | 126132109 | 376 | 3948 | SH | | SOLE | |
| CVS CORP | COM | 126650100 | 496 | 17266 | SH | | SOLE | |
| CALAMOS ASSET MGMT INC | CL A | 12811R104 | 7 | 1000 | SH | | SOLE | |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 915 | 44630 | SH | | SOLE | |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 5 | 220 | SH | | DEFINED | |
| CAMPBELL SOUP CO | COM | 134429109 | 24 | 810 | SH | | SOLE | |
| CANON INC | ADR | 138006309 | 492 | 15673 | SH | | SOLE | |
| CAPELLA EDUCATION COMPANY | COM | 139594105 | 492 | 8381 | SH | | SOLE | |
| CASEYS GEN STORES INC | COM | 147528103 | 157 | 6880 | SH | | SOLE | |
| CASH AMER INTL INC | COM | 14754D100 | 139 | 5070 | SH | | SOLE | |
| CATERPILLAR INC DEL | COM | 149123101 | 89 | 2000 | SH | | SOLE | |
| CATO CORP NEW | CL A | 149205106 | 26 | 1730 | SH | | SOLE | |
| CELERA CORP | COM | 15100E106 | 324 | 29121 | SH | | SOLE | |
| CELGENE CORP | COM | 151020104 | 61 | 1105 | SH | | SOLE | |
| CERNER CORP | COM | 156782104 | 32 | 845 | SH | | SOLE | |
| CHEMICAL FINL CORP | COM | 163731102 | 33 | 1190 | SH | | SOLE | |

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| | | | | | | |
|---|----------------|-----------|------|--------|----|---------|
| CHEVRON CORP | COM | 166764100 | 453 | 6118 | SH | SOLE |
| CHICAGO BRIDGE & IRON CO N VN Y REGISTRY SH | | 167250109 | 51 | 5100 | SH | SOLE |
| CHINA LIFE INS CO LTD | SPON ADR REP H | 16939P106 | 721 | 15547 | SH | SOLE |
| CHINA MOBILE LIMITED | SPONSORED ADR | 16941M109 | 634 | 12461 | SH | SOLE |
| CHOICE HOTELS INTL INC | COM | 169905106 | 382 | 12700 | SH | SOLE |
| CHUBB CORP | COM | 171232101 | 164 | 3207 | SH | SOLE |
| CHUNGHWA TELECOM CO LTD | SPON ADR NEW | 17133Q304 | 223 | 14310 | SH | SOLE |
| CHURCH & DWIGHT INC | COM | 171340102 | 1226 | 21850 | SH | SOLE |
| CHURCH & DWIGHT INC | COM | 171340102 | 6 | 100 | SH | DEFINED |
| TOTAL FOR PAGE 4 | | | 8564 | 289217 | | |

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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------|
| CINCINNATI BELL INC NEW | COM | 171871106 | 8 | 4260 | SH | | SOLE | |
| CISCO SYS INC | COM | 17275R102 | 282 | 17299 | SH | | SOLE | |
| CITY HLDG CO | COM | 177835105 | 34 | 990 | SH | | SOLE | |
| CLP HOLDINGS LTD | SPONSORED ADR | 18946Q101 | 378 | 55765 | SH | | SOLE | |
| COCA COLA BOTTLING CO CONS | COM | 191098102 | 17 | 380 | SH | | SOLE | |
| COCA COLA HELLENIC BTTLG CO | SPONSORED ADR | 1912EP104 | 403 | 27883 | SH | | SOLE | |
| COCA COLA CO | COM | 191216100 | 418 | 9241 | SH | | SOLE | |
| COHU INC | COM | 192576106 | 68 | 5620 | SH | | SOLE | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 1341 | 19560 | SH | | SOLE | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 7 | 100 | SH | | DEFINED | |
| COMCAST CORP NEW | CL A | 20030N101 | 187 | 11106 | SH | | SOLE | |
| COMMUNITY TR BANCORP INC | COM | 204149108 | 19 | 530 | SH | | SOLE | |
| COMPANHIA ENERGETICA DE MINA | SP ADR N-V PFD | 204409601 | 132 | 9626 | SH | | SOLE | |
| AMBEV-CIA DE BEBIDAS DAS | AMERICAS | 20441W203 | 813 | 18345 | SH | | SOLE | |
| COMPANHIA VALE DO RIO DOCE | SPONSORED ADR | 204412209 | 295 | 24362 | SH | | SOLE | |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 100 | 5001 | SH | | SOLE | |
| CONOCOPHILLIPS | COM | 20825C104 | 377 | 7281 | SH | | SOLE | |
| CONOCOPHILLIPS | COM | 20825C104 | 36 | 688 | SH | | DEFINED | |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 29 | 1830 | SH | | SOLE | |
| COOPER COS INC | COM NEW | 216648402 | 47 | 2880 | SH | | SOLE | |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 28 | 525 | SH | | SOLE | |
| COSTAR GROUP INC | COM | 22160N109 | 107 | 3258 | SH | | SOLE | |
| COVANCE INC | COM | 222816100 | 80 | 1728 | SH | | SOLE | |
| CRUSADER ENERGY GROUP INC | COM | 228834107 | 2046 | 1763525 | SH | | SOLE | |
| CULLEN FROST BANKERS INC | COM | 229899109 | 148 | 2915 | SH | | SOLE | |
| CUMMINS INC | COM | 231021106 | 24 | 905 | SH | | SOLE | |
| DANAHER CORP DEL | COM | 235851102 | 32 | 560 | SH | | SOLE | |
| DANSKE BK A/S | ADR | 236363107 | 165 | 34077 | SH | | SOLE | |
| DASSAULT SYS S A | SPONSORED ADR | 237545108 | 384 | 8552 | SH | | SOLE | |
| DEAN FOODS CO NEW | COM | 242370104 | 32 | 1755 | SH | | SOLE | |
| DEERE & CO | COM | 244199105 | 51 | 1327 | SH | | SOLE | |
| DEL MONTE FOODS CO | COM | 24522P103 | 445 | 62275 | SH | | SOLE | |
| DELL INC | COM | 24702R101 | 81 | 7950 | SH | | SOLE | |
| TOTAL FOR PAGE 5 | | | 8614 | 2112099 | | | | |

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|------------------------------|---------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----------|
| DENTSPLY INTL INC NEW | COM | 249030107 | 217 | 7700 | SH | | SOLE | |
| DESARROLLADORA HOMEX S A DE | SPONSORED ADR | 25030W100 | 69 | 3042 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 77 | 1166 | SH | | SOLE | |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 115 | 2030 | SH | | SOLE | |
| DIAMONDROCK HOSPITALITY CO | COM | 252784301 | 37 | 7200 | SH | | SOLE | |
| DISNEY WALT CO | COM DISNEY | 254687106 | 88 | 3882 | SH | | SOLE | |
| DONALDSON INC | COM | 257651109 | 173 | 5146 | SH | | SOLE | |
| DONNELLEY R R & SONS CO | COM | 257867101 | 76 | 5565 | SH | | SOLE | |
| DOW CHEM CO | COM | 260543103 | 37 | 2449 | SH | | SOLE | |
| EXCO RESOURCES INC | COM | 269279402 | 18 | 2000 | SH | | SOLE | |
| EDISON INTL | COM | 281020107 | 120 | 3740 | SH | | SOLE | |
| EL PASO ELEC CO | COM NEW | 283677854 | 42 | 2340 | SH | | SOLE | |
| EMBRAER EMPRESA BRASILEIRA | DE AERONAUTICA EMBR | 29081M102 | 202 | 12496 | SH | | SOLE | |
| EMCOR GROUP INC | COM | 29084Q100 | 15 | 650 | SH | | SOLE | |
| EMERGENCY MEDICAL SVCS CORP | CL A | 29100P102 | 26 | 700 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 43 | 1174 | SH | | SOLE | |
| EMULEX CORP | COM NEW | 292475209 | 20 | 2830 | SH | | SOLE | |
| ENBRIDGE ENERGY PARTNERS L P | COM | 29250R106 | 26 | 1000 | SH | | SOLE | |
| ENCANA CORPORATION | COM | 292505104 | 245 | 5282 | SH | | SOLE | |
| ENNIS INC | COM | 293389102 | 233 | 19235 | SH | | SOLE | |
| ENPRO INDS INC | COM | 29355X107 | 12 | 570 | SH | | SOLE | |
| EQUITABLE RES INC | COM | 294549100 | 170 | 5082 | SH | | SOLE | |
| ERICSSON L M TEL CO | ADR B SEK 10 | 294821608 | 354 | 45315 | SH | | SOLE | |
| EURONET WORLDWIDE INC | COM | 298736109 | 160 | 13822 | SH | | SOLE | |
| EXELON CORP | COM | 30161N101 | 17 | 300 | SH | | SOLE | |
| EXPRESS SCRIPTS INC | COM | 302182100 | 1125 | 20470 | SH | | SOLE | |
| EXPRESS SCRIPTS INC | COM | 302182100 | 5 | 100 | SH | | DEFINED | |
| EXXON MOBIL CORP | COM | 30231G102 | 8539 | 106965 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 206 | 2580 | SH | | DEFINED | |
| FNB CORP PA | COM | 302520101 | 18 | 1350 | SH | | SOLE | |
| FPL GROUP INC | COM | 302571104 | 102 | 2035 | SH | | SOLE | |
| FTI CONSULTING INC | COM | 302941109 | 364 | 8158 | SH | | SOLE | |
| FAMILY DLR STORES INC | COM | 307000109 | 1023 | 39260 | SH | | SOLE | |
| FAMILY DLR STORES INC | COM | 307000109 | 5 | 190 | SH | | DEFINED | |
| TOTAL FOR PAGE 6 | | | 13979 | 335824 | | | | |

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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----------|
| FERRO CORP | COM | 315405100 | 42 | 6000 | SH | | SOLE | |
| F5 NETWORKS INC | COM | 315616102 | 294 | 12844 | SH | | SOLE | |
| FIDELITY NATL INFORMATION SV | COM | 31620M106 | 248 | 15250 | SH | | SOLE | |

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|-------------------------------|--------------------|-----------|-------|--------|----|---------|
| FIRST NIAGARA FINL GP INC | COM | 33582V108 | 107 | 6620 | SH | SOLE |
| FIRST SOLAR INC | COM | 336433107 | 51 | 370 | SH | SOLE |
| FLUOR CORP NEW | COM | 343412102 | 56 | 1250 | SH | SOLE |
| FOMENTO ECONOMICO MEXICANA | S.A.B. DE C.V. ADR | 344419106 | 165 | 5464 | SH | SOLE |
| FOOT LOCKER INC | COM | 344849104 | 27 | 3700 | SH | SOLE |
| FOREST LABS INC | COM | 345838106 | 50 | 1980 | SH | SOLE |
| FOREST OIL CORP | COM PAR \$0.01 | 346091705 | 2 | 100 | SH | SOLE |
| FOSSIL INC | COM | 349882100 | 88 | 5301 | SH | SOLE |
| FRANKLIN RES INC | COM | 354613101 | 121 | 1891 | SH | SOLE |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 24 | 968 | SH | SOLE |
| FRESENIUS MEDICAL CARE AG | SPONSORED ADR | 358029106 | 834 | 17677 | SH | SOLE |
| GAMCO INVESTORS INC | COM | 361438104 | 12 | 440 | SH | SOLE |
| GAFISA S A | SPONS ADR | 362607301 | 20 | 2186 | SH | SOLE |
| GALLAGHER ARTHUR J & CO | COM | 363576109 | 150 | 5800 | SH | SOLE |
| GAP INC DEL | COM | 364760108 | 43 | 3245 | SH | SOLE |
| GAZPROM O A O | SPON ADR | 368287207 | 343 | 24039 | SH | SOLE |
| GEN-PROBE INC NEW | COM | 36866T103 | 115 | 2680 | SH | SOLE |
| GENERAL DYNAMICS CORP | COM | 369550108 | 476 | 8262 | SH | SOLE |
| GENERAL ELECTRIC CO | COM | 369604103 | 415 | 25625 | SH | SOLE |
| GENERAL ELECTRIC CO | COM | 369604103 | 84 | 5210 | SH | DEFINED |
| GENERAL MLS INC | COM | 370334104 | 1297 | 21355 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 6 | 100 | SH | DEFINED |
| GENESCO INC | COM | 371532102 | 19 | 1150 | SH | SOLE |
| GERDAU SA COSG | | 373737105 | 109 | 16486 | SH | SOLE |
| GIGOPTIX INC | COM | 37517Y103 | 0 | 125 | SH | SOLE |
| GILEAD SCIENCES INC | COM | 375558103 | 122 | 2395 | SH | SOLE |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 126 | 3375 | SH | SOLE |
| GOLD FIELDS LTD NEW | SPONSORED ADR | 38059T106 | 31 | 3129 | SH | SOLE |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 59 | 705 | SH | SOLE |
| GRAINGER W W INC | COM | 384802104 | 280 | 3550 | SH | SOLE |
| | | | ----- | ----- | | |
| TOTAL FOR PAGE 7 | | | 5816 | 209272 | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---|
| GREY WOLF INC ***CASH | ELECTION*** | 397CSH958 | 1 | 1413 | SH | | SOLE | |
| GROUPE DANONE | SPONSORED ADR | 399449107 | 486 | 40463 | SH | | SOLE | |
| GRUPO TELEVISIA SA DE CV | SP ADR REP ORD | 40049J206 | 347 | 23232 | SH | | SOLE | |
| H & E EQUIPMENT SERVICES INC | COM | 404030108 | 20 | 2600 | SH | | SOLE | |
| HSBC HLDGS PLC | SPON ADR NEW | 404280406 | 368 | 7569 | SH | | SOLE | |
| HANESBRANDS INC | COM | 410345102 | 290 | 22775 | SH | | SOLE | |
| HARRIS CORP DEL | COM | 413875105 | 1276 | 33540 | SH | | SOLE | |
| HARRIS CORP DEL | COM | 413875105 | 6 | 160 | SH | | DEFINED | |
| HEINZ H J CO | COM | 423074103 | 109 | 2890 | SH | | SOLE | |
| HENKEL LTD PARTNERSHIP | SPON ADR PFD | 42550U208 | 386 | 12104 | SH | | SOLE | |
| HESS CORP | COM | 42809H107 | 20 | 375 | SH | | SOLE | |
| HEWLETT PACKARD CO | COM | 428236103 | 1858 | 51212 | SH | | SOLE | |
| HEWLETT PACKARD CO | COM | 428236103 | 7 | 180 | SH | | DEFINED | |
| HITACHI LIMITED | ADR 10 COM | 433578507 | 145 | 3701 | SH | | SOLE | |
| HOLLY CORP | COM PAR \$0.01 | 435758305 | 74 | 4085 | SH | | SOLE | |
| HOME DEPOT INC | COM | 437076102 | 135 | 5860 | SH | | SOLE | |
| HONEYWELL INTL INC | COM | 438516106 | 23 | 710 | SH | | SOLE | |

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| | | | | | |
|------------------------------|------------------|-----------|------|----------|---------|
| HUANENG PWR INTL INC | SPON ADR H SHS | 443304100 | 177 | 6081 SH | SOLE |
| HUBBELL INC | CL B | 443510201 | 118 | 3605 SH | SOLE |
| IBERDROLA SA | SPON ADR | 450737101 | 316 | 8696 SH | SOLE |
| ICICI BK LTD | ADR | 45104G104 | 129 | 6723 SH | SOLE |
| IDEXX LABS INC | COM | 45168D104 | 330 | 9146 SH | SOLE |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 161 | 4600 SH | SOLE |
| INFORMATICA CORP | COM | 45666Q102 | 393 | 28642 SH | SOLE |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 253 | 10295 SH | SOLE |
| INTEL CORP | COM | 458140100 | 184 | 12529 SH | SOLE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 419 | 4984 SH | SOLE |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 438 | 14750 SH | SOLE |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 785 | 6180 SH | SOLE |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 4 | 30 SH | DEFINED |
| ISHARES S&P GSCI COMMODITY I | UNIT BEN INT | 46428R107 | 13 | 442 SH | SOLE |
| ISHARES INC | MSCI AUSTRIA INV | 464286202 | 13 | 1000 SH | SOLE |
| ISHARES INC | MSCI BRAZIL | 464286400 | 21 | 607 SH | SOLE |
| TOTAL FOR PAGE 8 | | | 9305 | 331179 | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | O MAN |
|-----------------------------|-----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----------|
| ISHARES INC | MSCI SINGAPORE | 464286673 | 62 | 8726 SH | | | SOLE | |
| ISHARES INC | MSCI TURKEY FD | 464286715 | 111 | 4106 SH | | | SOLE | |
| ISHARES INC | MSCI TAIWAN | 464286731 | 110 | 14544 SH | | | SOLE | |
| ISHARES INC | MSCI SWEDEN | 464286756 | 16 | 1000 SH | | | SOLE | |
| ISHARES INC | MSCI S KOREA | 464286772 | 393 | 14042 SH | | | SOLE | |
| ISHARES INC | MSCI STH AFRCA | 464286780 | 517 | 13420 SH | | | SOLE | |
| ISHARES INC | MSCI JAPAN | 464286848 | 1202 | 125478 SH | | | SOLE | |
| ISHARES INC | MSCI HONG KONG | 464286871 | 66 | 6373 SH | | | SOLE | |
| ISHARES TRUST S & P 500 | | 464287200 | 9410 | 104200 SH | | | SOLE | |
| ISHARES TRUST MSCI EMERGING | MARKETS | 464287234 | 523 | 20956 SH | | | SOLE | |
| ISHARES TR S&P 500 | GROWTH INDEX FD | 464287309 | 31 | 684 SH | | | SOLE | |
| ISHARES TR | S&P LTN AM 40 | 464287390 | 25 | 990 SH | | | SOLE | |
| ISHARES TR | S&P 500 VALUE | 464287408 | 20 | 437 SH | | | SOLE | |
| ISHARES TR | MSCI EAFE IDX | 464287465 | 522 | 11646 SH | | | SOLE | |
| ISHARES TR | S&P MIDCAP 400 | 464287507 | 149 | 2800 SH | | | SOLE | |
| ISHARES TR | COHEN&ST RLTY | 464287564 | 54 | 1228 SH | | | SOLE | |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 4972 | 100413 SH | | | SOLE | |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 55 | 1102 SH | | | DEFINED | |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 400 | 10806 SH | | | SOLE | |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 57 | 1531 SH | | | DEFINED | |
| ISHARES TR | RUSSELL 1000 | 464287622 | 134 | 2735 SH | | | SOLE | |
| ISHARES TR | RUSL 2000 VALU | 464287630 | 1620 | 32961 SH | | | SOLE | |
| ISHARES TR | RUSL 2000 GROW | 464287648 | 406 | 7988 SH | | | SOLE | |
| ISHARES TR | RUSSELL 2000 | 464287655 | 260 | 5275 SH | | | SOLE | |
| ISHARES TR | RUSL 3000 VALU | 464287663 | 6 | 90 SH | | | SOLE | |
| ISHARES TRUST UTILITIES | | 464287697 | 28 | 405 SH | | | SOLE | |
| ISHARES TR | DJ US REAL EST | 464287739 | 88 | 2375 SH | | | SOLE | |
| ISHARES TR | DJ US FINL SEC | 464287788 | 26 | 565 SH | | | SOLE | |
| ISHARES TR | HIGH YLD CORP | 464288513 | 25 | 323 SH | | | SOLE | |
| ITC HLDGS CORP | COM | 465685105 | 121 | 2765 SH | | | SOLE | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 1389 | 44059 SH | | | SOLE | |

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| | | | | | | |
|---------------------------|-----|-----------|-------|--------|----|---------|
| JPMORGAN CHASE & CO | COM | 46625H100 | 5 | 155 | SH | DEFINED |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 1091 | 22680 | SH | SOLE |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 5 | 110 | SH | DEFINED |
| TOTAL FOR PAGE 9 | | | 23899 | 566968 | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVTMT DCRETN | O MAN |
|-----------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|------------------|----------|
| JOHNSON & JOHNSON | COM | 478160104 | 578 | 9658 | SH | | SOLE | |
| JOHNSON CTLS INC | COM | 478366107 | 60 | 3326 | SH | | SOLE | |
| JOY GLOBAL INC | COM | 481165108 | 123 | 5375 | SH | | SOLE | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 1167 | 66707 | SH | | SOLE | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 6 | 319 | SH | | DEFINED | |
| KB FINANCIAL GROUP INC | SPONSORED ADR | 48241A105 | 51 | 1949 | SH | | SOLE | |
| KANSAS CITY SOUTHERN | COM NEW | 485170302 | 151 | 7910 | SH | | SOLE | |
| KAYNE ANDERSON MLP CE FUND | | 486606106 | 685 | 42025 | SH | | SOLE | |
| KELLOGG CO | COM | 487836108 | 169 | 3845 | SH | | SOLE | |
| KENNAMETAL INC | COM | 489170100 | 106 | 4781 | SH | | SOLE | |
| KFORCE INC | COM | 493732101 | 21 | 2780 | SH | | SOLE | |
| KIMBERLY CLARK CORP | COM | 494368103 | 534 | 10133 | SH | | SOLE | |
| KIRIN HLDGS COMPANY LTD | SPON ADR | 497350306 | 359 | 27683 | SH | | SOLE | |
| KNOLL INC | COM NEW | 498904200 | 110 | 12200 | SH | | SOLE | |
| ROYAL PHILIPS ELECTRONICS | NV | 500472303 | 364 | 18350 | SH | | SOLE | |
| KOREA FD | COM NEW | 500634209 | 17 | 482 | SH | | SOLE | |
| KROGER CO | COM | 501044101 | 248 | 9410 | SH | | SOLE | |
| LSI INDS INC | COM | 50216C108 | 48 | 7050 | SH | | SOLE | |
| LANCASTER COLONY CORP | COM | 513847103 | 85 | 2480 | SH | | SOLE | |
| LANCE INC | COM | 514606102 | 177 | 7735 | SH | | SOLE | |
| LANDSTAR SYS INC | COM | 515098101 | 316 | 8215 | SH | | SOLE | |
| LINCOLN ELEC HLDGS INC | COM | 533900106 | 105 | 2055 | SH | | SOLE | |
| LOCKHEED MARTIN CORP | COM | 539830109 | 146 | 1734 | SH | | SOLE | |
| LOUISIANA CENT OIL & GAS CO | UT NET PROFIT | 546234204 | 98 | 100 | SH | | SOLE | |
| LUBRIZOL CORP | COM | 549271104 | 108 | 2980 | SH | | SOLE | |
| MDU RES GROUP INC | COM | 552690109 | 385 | 17850 | SH | | SOLE | |
| MFA MTG INVTS INC | COM | 55272X102 | 155 | 26280 | SH | | SOLE | |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 506 | 40023 | SH | | SOLE | |
| MAGYAR TELEKOM TELECOMMUN- | ICATIONS PLC ADR | 559776109 | 207 | 14621 | SH | | SOLE | |
| MAIDENFORM BRANDS INC | COM | 560305104 | 19 | 1900 | SH | | SOLE | |
| MARTEK BIOSCIENCES CORP | COM | 572901106 | 163 | 5385 | SH | | SOLE | |
| MATADOR RESOURCES COMPANY | | 576485106 | 450 | 15000 | SH | | SOLE | |
| MATRIX SVC CO | COM | 576853105 | 9 | 1150 | SH | | SOLE | |
| TOTAL FOR PAGE 10 | | | 7726 | 381491 | | | | |

FORM 13F INFORMATION TABLE

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVTMT DSCRETN | O MAN |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----------|
| MCAFEЕ INC | COM | 579064106 | 1349 | 39035 | SH | | SOLE | |
| MCAFEЕ INC | COM | 579064106 | 7 | 190 | SH | | DEFINED | |
| MCDONALDS CORP | COM | 580135101 | 1593 | 25625 | SH | | SOLE | |
| MCDONALDS CORP | COM | 580135101 | 6 | 100 | SH | | DEFINED | |
| MCKESSON CORP | COM | 58155Q103 | 36 | 930 | SH | | SOLE | |
| MEDTRONIC INC | COM | 585055106 | 650 | 20707 | SH | | SOLE | |
| MENTOR CORP MINN | COM | 587188103 | 51 | 1660 | SH | | SOLE | |
| MERCK & CO INC | COM | 589331107 | 97 | 3194 | SH | | SOLE | |
| MERIDIAN BIOSCIENCE INC | COM | 589584101 | 117 | 4590 | SH | | SOLE | |
| MERRILL LYNCH CAP TR V | NC PFD 7.28% | 59021K205 | 35 | 2000 | SH | | SOLE | |
| METHODE ELECTRS INC | COM | 591520200 | 11 | 1650 | SH | | SOLE | |
| METLIFE INC | COM | 59156R108 | 215 | 6158 | SH | | SOLE | |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 533 | 7909 | SH | | SOLE | |
| MICROSOFT CORP | COM | 594918104 | 201 | 10355 | SH | | SOLE | |
| MICROVISION INC DEL | COM | 594960106 | 92 | 55000 | SH | | SOLE | |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 102 | 5235 | SH | | SOLE | |
| MOBILE TELESYSTEMS OJSC | SPONSORED ADR | 607409109 | 141 | 5284 | SH | | SOLE | |
| MOL MAGYAR OLAJ-ES GAZIPARI | SPON ADR SER A | 608464202 | 148 | 5751 | SH | | SOLE | |
| FEDRTD TFOF INST SHS | | 60934N401 | 44430 | 44429512 | PRN | | SOLE | |
| FEDRTD TFOF INST SHS | | 60934N401 | 233 | 233136 | PRN | | DEFINED | |
| FEDRTD TFOF SRVC SHS | | 60934N880 | 5090 | 5089950 | PRN | | SOLE | |
| MONSANTO CO NEW | COM | 61166W101 | 40 | 570 | SH | | SOLE | |
| MORGAN STANLEY INDIA INVS FD | COM | 61745C105 | 111 | 8872 | SH | | SOLE | |
| MOSAIC CO | COM | 61945A107 | 21 | 600 | SH | | SOLE | |
| MOVADO GROUP INC | COM | 624580106 | 62 | 6610 | SH | | SOLE | |
| NBT BANCORP INC | COM | 628778102 | 22 | 780 | SH | | SOLE | |
| NCR CORP NEW | COM | 62886E108 | 1013 | 71630 | SH | | SOLE | |
| NCR CORP NEW | COM | 62886E108 | 5 | 350 | SH | | DEFINED | |
| NTT DOCOMO INC | SPONS ADR | 62942M201 | 542 | 27617 | SH | | SOLE | |
| NASDAQ STOCK MARKET INC | COM | 631103108 | 1163 | 47090 | SH | | SOLE | |
| NASDAQ STOCK MARKET INC | COM | 631103108 | 6 | 230 | SH | | DEFINED | |
| NATIONAL FUEL GAS CO N J | COM | 636180101 | 106 | 3390 | SH | | SOLE | |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 557 | 22800 | SH | | SOLE | |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 3 | 110 | SH | | DEFINED | |
| TOTAL FOR PAGE 11 | | | 58788 | 50138620 | | | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVTMT DSCRETN | O MAN |
|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----------|
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 1 | 105 | SH | | SOLE | |
| NESTLE S A | SPONSORED ADR | 641069406 | 873 | 22351 | SH | | SOLE | |
| NEUSTAR INC | CL A | 64126X201 | 454 | 23766 | SH | | SOLE | |
| NEWELL RUBBERMAID INC | COM | 651229106 | 18 | 1825 | SH | | SOLE | |
| NEWS CORP | CL A | 65248E104 | 229 | 25200 | SH | | SOLE | |
| NIDEC CORP | SPONSORED ADR | 654090109 | 365 | 37224 | SH | | SOLE | |
| NIKE INC | CL B | 654106103 | 328 | 6426 | SH | | SOLE | |
| NOBLE ENERGY INC | COM | 655044105 | 89 | 1800 | SH | | SOLE | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 1103 | 23450 | SH | | SOLE | |

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|------------------------------|--------------------|-----------|------|--------|----|---------|
| NORFOLK SOUTHERN CORP | COM | 655844108 | 5 | 110 | SH | DEFINED |
| NORTEL NETWORKS CORP NEW | COM NEW | 656568508 | 0 | 6 | SH | SOLE |
| NORTHERN TR CORP | COM | 665859104 | 50 | 965 | SH | SOLE |
| NORTHWEST NAT GAS CO | COM | 667655104 | 97 | 2190 | SH | SOLE |
| NOVARTIS A G | SPONSORED ADR | 66987V109 | 632 | 12703 | SH | SOLE |
| NOVO-NORDISK A/S (VORMALS | NOVO INDUSTRI A/S) | 670100205 | 786 | 15292 | SH | SOLE |
| NUCOR CORP | COM | 670346105 | 41 | 893 | SH | SOLE |
| NUSTAR GP HOLDINGS LLC | UNIT RESTG LLC | 67059L102 | 35 | 2000 | SH | SOLE |
| NUVEEN PREM INCOME MUN FD 4 | PFD AUC RATE W | 6706K4709 | 125 | 5 | SH | SOLE |
| NUVEEN PREM INCOME MUN FD | PFD REMARKET D | 67062T506 | 50 | 2 | SH | SOLE |
| OGE ENERGY CORP | COM | 670837103 | 52 | 2000 | SH | SOLE |
| OSI PHARMACEUTICALS INC | COM | 671040103 | 1386 | 35515 | SH | SOLE |
| OSI PHARMACEUTICALS INC | COM | 671040103 | 5 | 140 | SH | DEFINED |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 233 | 3880 | SH | SOLE |
| OIL CO LUKOIL | SPONSORED ADR | 677862104 | 280 | 8758 | SH | SOLE |
| OMNICARE INC | COM | 681904108 | 1469 | 52950 | SH | SOLE |
| OMNICARE INC | COM | 681904108 | 7 | 260 | SH | DEFINED |
| ON2 TECHNOLOGIES INC | COM | 68338A107 | 1 | 2500 | SH | SOLE |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 141 | 19709 | SH | SOLE |
| ORACLE CORP | COM | 68389X105 | 219 | 12350 | SH | SOLE |
| OWENS & MINOR INC NEW | COM | 690732102 | 150 | 3980 | SH | SOLE |
| P F CHANGS CHINA BISTRO INC | COM | 69333Y108 | 155 | 7408 | SH | SOLE |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 175 | 3576 | SH | SOLE |
| POSCO | SPONSORED ADR | 693483109 | 310 | 4126 | SH | SOLE |
| TOTAL FOR PAGE 12 | | | 9864 | 333465 | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVTMT DSCRETN | O |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---|
| PACKAGING CORP AMER | COM | 695156109 | 81 | 6040 | SH | | SOLE | |
| PACTIV CORP | COM | 695257105 | 1223 | 49190 | SH | | SOLE | |
| PACTIV CORP | COM | 695257105 | 6 | 240 | SH | | DEFINED | |
| PACWEST BANCORP DEL | COM | 695263103 | 144 | 5360 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP | COM | 700416209 | 95 | 4990 | SH | | SOLE | |
| PARKWAY PPTYS INC | COM | 70159Q104 | 59 | 3280 | SH | | SOLE | |
| PEABODY ENERGY CORP | COM | 704549104 | 42 | 1844 | SH | | SOLE | |
| PEETS COFFEE & TEA INC | COM | 705560100 | 456 | 19626 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 187 | 3410 | SH | | SOLE | |
| PETROCHINA CO LTD | SPONSORED ADR | 71646E100 | 112 | 1262 | SH | | SOLE | |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V101 | 375 | 18406 | SH | | SOLE | |
| PFIZER INC | COM | 717081103 | 201 | 11328 | SH | | SOLE | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 130 | 2988 | SH | | SOLE | |
| PHILIPPINE LONG DISTANCE TEL | SPONSORED ADR | 718252604 | 100 | 2140 | SH | | SOLE | |
| PIKE ELEC CORP | COM | 721283109 | 35 | 2850 | SH | | SOLE | |
| PITNEY BOWES INC | COM | 724479100 | 110 | 4300 | SH | | SOLE | |
| POLYCOM INC | COM | 73172K104 | 83 | 6130 | SH | | SOLE | |
| PORTLAND GEN ELEC CO | COM NEW | 736508847 | 24 | 1220 | SH | | SOLE | |
| POWERSHARES DB CMDTY IDX TRA | UNIT BEN INT | 73935S105 | 15 | 730 | SH | | SOLE | |
| PRAXAIR INC | COM | 74005P104 | 24 | 405 | SH | | SOLE | |
| PROCTER & GAMBLE CO | COM | 742718109 | 1298 | 20995 | SH | | SOLE | |
| PROCTER & GAMBLE CO | COM | 742718109 | 6 | 90 | SH | | DEFINED | |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 158 | 5404 | SH | | SOLE | |

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| | | | | | | |
|-----------------------|---------|-----------|------|--------|----|---------|
| QLOGIC CORP | COM | 747277101 | 125 | 9270 | SH | SOLE |
| QUALCOMM INC | COM | 747525103 | 173 | 4825 | SH | SOLE |
| QUALITY SYS INC | COM | 747582104 | 429 | 9840 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 483 | 9305 | SH | SOLE |
| RAMBUS INC DEL | COM | 750917106 | 16 | 1000 | SH | SOLE |
| RAYTHEON CO | COM NEW | 755111507 | 1259 | 24660 | SH | SOLE |
| RAYTHEON CO | COM NEW | 755111507 | 6 | 120 | SH | DEFINED |
| RED HAT INC | COM | 756577102 | 26 | 1955 | SH | SOLE |
| RENASANT CORP | COM | 75970E107 | 20 | 1150 | SH | SOLE |
| RENT A CTR INC NEW | COM | 76009N100 | 23 | 1300 | SH | SOLE |
| TOTAL FOR PAGE 13 | | | 7524 | 235653 | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---|
| REPUBLIC SVCS INC | COM | 760759100 | 295 | 11918 | SH | | SOLE | |
| ROCHE HLDG LTD | SPONSORED ADR | 771195104 | 749 | 9810 | SH | | SOLE | |
| ROCK-TENN CO | CL A | 772739207 | 23 | 680 | SH | | SOLE | |
| ROCKWOOD HLDGS INC | COM | 774415103 | 16 | 1510 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 129 | 2505 | SH | | SOLE | |
| RYANAIR HLDGS PLC | SPONSORED ADR | 783513104 | 425 | 14632 | SH | | SOLE | |
| SAIC INC | COM | 78390X101 | 1346 | 69145 | SH | | SOLE | |
| SAIC INC | COM | 78390X101 | 6 | 330 | SH | | DEFINED | |
| SEI INVESTMENTS CO | COM | 784117103 | 20 | 1285 | SH | | SOLE | |
| SK TELECOM LTD | SPONSORED ADR | 78440P108 | 257 | 14150 | SH | | SOLE | |
| SLM CORPORATION | COM | 78442P106 | 77 | 8600 | SH | | SOLE | |
| SPDR TR | UNIT SER 1 | 78462F103 | 219 | 2430 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 146 | 7710 | SH | | SOLE | |
| SAFETY INS GROUP INC | COM | 78648T100 | 88 | 2300 | SH | | SOLE | |
| ST JUDE MED INC | COM | 790849103 | 48 | 1460 | SH | | SOLE | |
| SANDISK CORP | COM | 80004C101 | 5 | 500 | SH | | SOLE | |
| SANDVIK AB | ADR | 800212201 | 230 | 37126 | SH | | SOLE | |
| SASOL LTD | SPONSORED ADR | 803866300 | 139 | 4580 | SH | | SOLE | |
| SAUER-DANFOSS INC | COM | 804137107 | 36 | 4110 | SH | | SOLE | |
| SCHERING PLOUGH CORP | COM | 806605101 | 110 | 6481 | SH | | SOLE | |
| SCHLUMBERGER LTD | COM | 806857108 | 42 | 983 | SH | | SOLE | |
| SEACOR HOLDINGS INC | COM | 811904101 | 12 | 175 | SH | | SOLE | |
| SHINHAN FINANCIAL GROUP CO L | SPN ADR RESTRD | 824596100 | 385 | 8167 | SH | | SOLE | |
| AIM STIC LAP - PRIVATE | | 825251796 | 68 | 68261 | PRN | | SOLE | |
| AIM STIC LAP INST | | 825251820 | 38686 | 38685698 | PRN | | SOLE | |
| AIM STIC LAP INST | | 825251820 | 168 | 167574 | PRN | | DEFINED | |
| AIM TREAS PRIV | | 825252109 | 1647 | 1646909 | PRN | | SOLE | |
| AIM TREAS INS | | 825252406 | 55476 | 55475558 | PRN | | SOLE | |
| SIEMENS A G | SPONSORED ADR | 826197501 | 440 | 5815 | SH | | SOLE | |
| SIGNATURE BK NEW YORK N Y | COM | 82669G104 | 222 | 7752 | SH | | SOLE | |
| SILICONWARE PRECISION INDS L | SPONSD ADR SPL | 827084864 | 105 | 23485 | SH | | SOLE | |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 53 | 1006 | SH | | SOLE | |
| SMITH A O | COM | 831865209 | 27 | 910 | SH | | SOLE | |
| TOTAL FOR PAGE 14 | | | 101695 | 96293555 | | | | |

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MAN |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------|
| SOCIEDAD QUIMICA Y MINERA | DE CHILE SA | 833635105 | 298 | 12240 | SH | | SOLE | |
| SONOCO PRODS CO | COM | 835495102 | 104 | 4485 | SH | | SOLE | |
| SOUTH JERSEY INDS INC | COM | 838518108 | 153 | 3840 | SH | | SOLE | |
| SOUTHERN CO | COM | 842587107 | 154 | 4160 | SH | | SOLE | |
| SOUTHERN COPPER CORP | COM | 84265V105 | 91 | 5641 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 26 | 1050 | SH | | SOLE | |
| STAGE STORES INC | COM NEW | 85254C305 | 75 | 9080 | SH | | SOLE | |
| STAPLES INC | COM | 855030102 | 114 | 6373 | SH | | SOLE | |
| STERIS CORP | COM | 859152100 | 125 | 5240 | SH | | SOLE | |
| STERLITE INDS INDIA LTD | ADS | 859737207 | 27 | 4946 | SH | | SOLE | |
| STRAYER ED INC | COM | 863236105 | 1482 | 6913 | SH | | SOLE | |
| STRAYER ED INC | COM | 863236105 | 4 | 20 | SH | | DEFINED | |
| SUNRISE SENIOR LIVING INC. | COM | 86768K106 | 4 | 2200 | SH | | SOLE | |
| SVENSKA CELLULOSA AKTIEBOLAG | SPONSORED ADR | 869587402 | 217 | 25700 | SH | | SOLE | |
| SWISS REINS CO | SPONSORED ADR | 870887205 | 423 | 8958 | SH | | SOLE | |
| SYNGENTA AG | SPONSORED ADR | 87160A100 | 199 | 5085 | SH | | SOLE | |
| SYNOPSIS INC | COM | 871607107 | 67 | 3600 | SH | | SOLE | |
| SYNIVERSE HLDGS INC | COM | 87163F106 | 22 | 1880 | SH | | SOLE | |
| TJX COS INC NEW | COM | 872540109 | 45 | 2198 | SH | | SOLE | |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 786 | 99499 | SH | | SOLE | |
| TALEO CORP | CL A | 87424N104 | 165 | 21080 | SH | | SOLE | |
| TATA MTRS LTD | SPONSORED ADR | 876568502 | 41 | 9235 | SH | | SOLE | |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 601 | 8921 | SH | | SOLE | |
| TEMPLE INLAND INC | COM | 879868107 | 25 | 5150 | SH | | SOLE | |
| TENARIS S A | SPONSORED ADR | 88031M109 | 2 | 100 | SH | | SOLE | |
| TENNANT CO | COM | 880345103 | 100 | 6470 | SH | | SOLE | |
| TESCO PLC | SPONSORED ADR | 881575302 | 325 | 20943 | SH | | SOLE | |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 1054 | 24764 | SH | | SOLE | |
| TEXAS CAPITAL BANCSHARES, INC. | INC. | 88224Q107 | 305 | 22800 | SH | | SOLE | |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 40 | 1174 | SH | | SOLE | |
| TIDEWATER INC | COM | 886423102 | 40 | 1000 | SH | | SOLE | |
| TIME WARNER INC | COM | 887317105 | 40 | 3937 | SH | | SOLE | |
| TORO CO | COM | 891092108 | 108 | 3265 | SH | | SOLE | |
| TOTAL FOR PAGE 15 | | | 7262 | 341947 | | | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MAN |
|-------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------|
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 377 | 10502 | SH | | SOLE | |
| TRANSMEDIA EUROPE INC | COM | 893764100 | 7 | 7000 | SH | | SOLE | |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 200 | 4435 | SH | | SOLE | |

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| | | | | | | |
|------------------------------|------------------|-----------|-------|--------|----|---------|
| TREDEGAR CORP | COM | 894650100 | 36 | 1980 | SH | SOLE |
| TREEHOUSE FOODS INC | COM | 89469A104 | 63 | 2300 | SH | SOLE |
| TUPPERWARE BRANDS CORP | COM | 899896104 | 201 | 8875 | SH | SOLE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 244 | 16702 | SH | SOLE |
| UIL HLDG CORP | COM | 902748102 | 71 | 2350 | SH | SOLE |
| US BANCORP DEL | COM NEW | 902973304 | 328 | 13102 | SH | SOLE |
| UNIFIRST CORP MASS | COM | 904708104 | 7 | 250 | SH | SOLE |
| UNILEVER N V | N Y SHS NEW | 904784709 | 129 | 5260 | SH | SOLE |
| UNION PAC CORP | COM | 907818108 | 57 | 1195 | SH | SOLE |
| UNITED OVERSEAS BK LTD | SPONSORED ADR | 911271302 | 475 | 26500 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 1658 | 30943 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 6 | 120 | SH | DEFINED |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 1416 | 65470 | SH | SOLE |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 6 | 280 | SH | DEFINED |
| VALUECLICK INC | COM | 92046N102 | 330 | 48229 | SH | SOLE |
| VARIAN MED SYS INC | COM | 92220P105 | 985 | 28100 | SH | SOLE |
| VARIAN MED SYS INC | COM | 92220P105 | 6 | 160 | SH | DEFINED |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 410 | 12101 | SH | SOLE |
| VIACOM INC NEW | CL B | 92553P201 | 396 | 20800 | SH | SOLE |
| VIVO PARTICIPACOES S A | SPON ADR PFD NEW | 92855S200 | 106 | 8475 | SH | SOLE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 395 | 19322 | SH | SOLE |
| WSFS FINL CORP | COM | 929328102 | 12 | 260 | SH | SOLE |
| WADDELL & REED FINL INC | CL A | 930059100 | 87 | 5650 | SH | SOLE |
| WAL MART DE MEXICO S A B DE | SPON ADR REP V | 93114W107 | 335 | 12545 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 1493 | 26640 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 7 | 120 | SH | DEFINED |
| WASTE MGMT INC DEL | COM | 94106L109 | 66 | 1979 | SH | SOLE |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 107 | 4010 | SH | SOLE |
| WELLPOINT INC | COM | 94973V107 | 150 | 3550 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 321 | 10886 | SH | SOLE |
| TOTAL FOR PAGE 16 | | | 10487 | 400091 | | |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MAN |
|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----------|
| WERNER ENTERPRISES INC | COM | 950755108 | 13 | 750 | SH | | SOLE | |
| WESCO INTL INC | COM | 95082P105 | 162 | 8450 | SH | | SOLE | |
| WESTAMERICA BANCORPORATION | COM | 957090103 | 109 | 2130 | SH | | SOLE | |
| WESTERN DIGITAL CORP | COM | 958102105 | 35 | 3020 | SH | | SOLE | |
| WESTERN UN CO | COM | 959802109 | 95 | 6650 | SH | | SOLE | |
| WINTRUST FINANCIAL CORP | COM | 97650W108 | 320 | 15544 | SH | | SOLE | |
| WOODSIDE PETE LTD | SPONSORED ADR | 980228308 | 190 | 7412 | SH | | SOLE | |
| WORTHINGTON INDS INC | COM | 981811102 | 149 | 13540 | SH | | SOLE | |
| WYETH | COM | 983024100 | 83 | 2200 | SH | | SOLE | |
| XTO ENERGY INC | COM | 98385X106 | 59 | 1668 | SH | | SOLE | |
| YANZHOU COAL MNG CO LTD | SPON ADR H SHS | 984846105 | 105 | 13900 | SH | | SOLE | |
| TOTAL FOR PAGE 17 | | | 1320 | 75264 | | | | |
| GRAND TOTALS | | | 298190 | 53051180 | | | | |