



CITY OF CHICAGO  
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT  
Related to Contract/Amendment/Solicitation  
EDS # 47201

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

URS Corporation, a Nevada corporation

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

100 South Wacker Drive  
Suite 500  
Chicago, IL 60606  
United States

C. Telephone:

312-939-1000

Fax:

312-939-4198

D. Name of contact person:

Mrs. Cheryl Kathryn Williams

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

Design Services Streetscape, Congress Parkway from Mich. Ave. to Wells Street

Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

C968990038

Contract (PO) Number

8793

Revision Number

Release Number

User Department Project Number

## **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

### **A. NATURE OF THE DISCLOSING PARTY**

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Nevada

Registered to do business in the State of Illinois as a foreign entity?

Yes

### **B. DISCLOSING PARTY IS A LEGAL ENTITY:**

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

**Officer/Director:** Mr. Mike R. Just  
**Title:** Senior Vice President  
**Role:** Officer

---

**Officer/Director:** Mr. Mohammad S. Hassan  
**Title:** Vice President  
**Role:** Officer

---

**Officer/Director:** Mr. Gary V. Jandegian  
**Title:** President  
**Role:** Officer

---

**Officer/Director:** Mr. H. Thomas Hicks  
**Title:** Director, Vice President, CFO  
**Role:** Both

---

**Officer/Director:** Ms. Kristin L. Jones  
**Title:** Secretary  
**Role:** Officer

---

**Officer/Director:** Mr. Dharmo S. Dhamotharan  
**Title:** Executive Vice President  
**Role:** Officer

---

**Officer/Director:** Mr. Thomas W. Bishop  
**Title:** Senior Vice President & Director  
**Role:** Both

---

**Officer/Director:** Mr. Mike Ander  
**Title:** Vice President  
**Role:** Officer

---

**Officer/Director:** Mr. Albert Clark  
**Title:** Vice President  
**Role:** Officer

---

**Officer/Director:** Mr. Joseph Zlogar  
**Title:** Vice President

<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Robert J. Andrews
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Daniel Banaszek
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Kenneth Kastman
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Daniel Youngman
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. David Meiri
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Dennis Kasner
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Earl Wacker
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. John Schwalbach
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Keith W. Benting
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Ms. Judy L. Rodgers
<b>Title:</b>	Vice President & Treasurer
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Ms. Carol Brandenburg-Smith

<b>Title:</b>	Assistant Secretary
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	William Ettenger
<b>Title:</b>	Senior Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Vincent Provenza
<b>Title:</b>	Senior Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Paul Boechler
<b>Title:</b>	Executive Vice President & Controller
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Lewis Robinson
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Mr. Michael Frelly
<b>Title:</b>	Director
<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	Mr. George Tapas
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	

## 2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such

individual or entity an applicant or owner if they had held such legal status at the time application was made.

- URS Holdings, Inc., a Delaware corporation - 100.0% - EDS 47205
  - URS Corporation, a Delaware corporation - 100.0% - EDS 47206
    - Lord, Abbett & Co. LLC - 8.6%

#### Owner Details

Name	Business Address
Lord, Abbett & Co. LLC	90 Hudson Street Jersey City, NJ 07302 United States
URS Corporation, a Delaware corporation	600 Montgomery Street 25th Floor San Francisco, CA 94111 United States
URS Holdings, Inc., a Delaware corporation	600 Montgomery Street 26th Floor San Francisco, CA 94111 United States

### **SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

### **SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES**

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

<b>Name:</b>	Ross Barney Architects Inc
<b>Anticipated/Retained:</b>	Retained
<b>Business Address:</b>	10 W Hubbard St Chicago, IL 60654 United States
<b>Relationship:</b>	Subcontractor - MWDBE
<b>Fees (\$\$ or %):</b>	\$98,872.36
<b>Estimated/Paid:</b>	Estimated

-----

3. Has the Disclosing Party retained any persons in connection with the Matter?

No

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

## B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

#### D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in [Chapter 2-156 of the Municipal Code](#) have the same meanings when used in this Part D.

1. In accordance with [Section 2-156-110 of the Municipal Code](#): Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for

damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS**

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

## **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions

with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its [Affiliated Entities](#) will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal [Excluded Parties List System \("EPLS"\)](#) maintained by the U.S. General Services Administration.

I certify the above to be true

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

URS is traded on the New York Stock Exchange. We are providing SEC Filings for the entities with more than 7.5% ownership(Lord, Abbett & Co)are attached. SEC 13G, Filed 02.14.2013. We are also requesting an exemption for Lord, Abbett & Co per the attached letter and documentation.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

Lord, Abbett & Co SEC 13F  
URS Sched 13G (Abbett)  
Lord Abbett exemption letter 9.5.2013.

## **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 12/04/2013  
Mr. Daniel Youngman  
Vice President  
URS Corporation, a Nevada corporation

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

<DOCUMENT>  
<TYPE>13F-HR  
<SEQUENCE>1  
<FILENAME>c72662\_13f.txt  
<TEXT>

=====

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

FORM 13F

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR YEAR OR QUARTER ENDED: DECEMBER 31, 2012  
-----

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: LORD, ABBETT & CO. LLC  
ADDRESS: 90 HUDSON STREET  
JERSEY CITY, NJ 07302

FORM 13F FILE NUMBER: 28-413

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: LAWRENCE H. KAPLAN  
TITLE: GENERAL COUNSEL  
PHONE: (201) 827-2269

SIGNATURE, PLACE, AND DATE OF SIGNING:

/S/ LAWRENCE H. KAPLAN                      JERSEY CITY, NEW JERSEY                      FEBRUARY 14, 2013  
-----  
[SIGNATURE]    [CITY, STATE]    [DATE]

REPORT TYPE (CHECK ONLY ONE.):

[X] 13F HOLDINGS REPORT. (CHECK HERE IF ALL HOLDINGS OF THIS REPORTING MANAGER ARE REPORTED IN THIS REPORT.)

[ ] 13F NOTICE. (CHECK HERE IF NO HOLDINGS REPORTED ARE IN THIS REPORT, AND ALL HOLDINGS ARE REPORTED BY OTHER REPORTING MANAGER(S).)

[ ] 13F COMBINATION REPORT. (CHECK HERE IF A PORTION OF THE HOLDINGS FOR THIS REPORTING MANAGER ARE REPORTED IN THIS REPORT AND A PORTION ARE REPORTED BY OTHER REPORTING MANAGER(S).)

<PAGE>

FORM 13F SUMMARY PAGE

REPORT SUMMARY:

NUMBER OF OTHER INCLUDED MANAGERS: 0  
FORM 13F INFORMATION TABLE ENTRY TOTAL: 1,065  
FORM 13F INFORMATION TABLE VALUE TOTAL: 41,981,673  
(THOUSANDS)

LIST OF OTHER INCLUDED MANAGERS:

PROVIDE A NUMBERED LIST OF THE NAME(S) AND FORM 13F FILE NUMBER(S) OF ALL INSTITUTIONAL INVESTMENT MANAGERS WITH RESPECT TO WHICH THIS REPORT IS FILED, OTHER THAN THE MANAGER FILING THIS REPORT.

[IF THERE ARE NO ENTRIES IN THIS LIST, STATE "NONE" AND OMIT THE COLUMN HEADINGS AND LIST ENTRIES.]

NONE

<PAGE>

<TABLE>  
<CAPTION>

12/31/2012

S.E.C.

USE ONLY

ITEM 7	ITEM 1 ITEM 8	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
OTHER MANAGERS	NAME OF ISSUE VOTING AUTHORITY	TITLE OF CLASS	CUSIP / SEDOL NUMBERS	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION SOLE
(A) SOLE	(C) NONE					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
3D Systems Corp. 790,443	20,397	COM	88554D205	43,258,314.00	810,840	810,840
3M Co. 368,500		COM	88579Y101	34,215,225.00	368,500	368,500
Aaron's, Inc. 13,200		COM	002535300	373,296.00	13,200	13,200
Abbott Laboratories 391,938	6,078	COM	002824100	26,070,048.00	398,016	398,016
Abercrombie & Fitch Co. 1,083,761	41,100	Class A	002896207	53,959,582.17	1,124,861	1,124,861
ACE Ltd. 2,669,196	100,722	COM	H0023R105	221,039,456.40	2,769,918	2,769,918
Achillion Pharmaceuticals Inc. 674,967		COM	00448Q201	5,413,235.34	674,967	674,967
Watson Pharmaceuticals, Inc. 3,359,223	141,645	COM	942683103	301,074,648.02	3,500,868	3,500,868
Activision Blizzard, Inc. 71,618	5,836	COM	00507V109	822,561.48	77,454	77,454
Acxiom Corp. 811,260	31,300	COM	005125109	14,711,097.61	842,560	842,560
Adobe Systems, Inc. 517,434	10,300	COM	00724F101	19,885,017.12	527,734	527,734
Aegerion Pharmaceuticals, Inc. 226,983		COM	00767E102	5,763,098.39	226,983	226,983
Aeropostale, Inc. 81,172		COM	007865108	1,056,047.72	81,172	81,172
AES Corp. (The) 495,200		COM	00130H105	5,298,640.00	495,200	495,200
AES Trust III 19,879	18,225	CVPFD 6.75% 10/15/2029	00808N202	1,891,863.60	38,104	38,104
Affiliated Manager Group, Inc. 1,027,776	43,456	COM	008252108	139,420,844.80	1,071,232	1,071,232
Affiliated Manager Group, Inc. 18,340,000	10,230,000	CV 3.95% 08/15/2038	008252AL2	31,784,124.99	28,570,000	28,570,000
Aflac, Inc. 332,932		COM	001055102	17,685,347.84	332,932	332,932
Agilent Technologies, Inc. 47,585,421.74		COM	00846U101	47,585,421.74	1,162,321	1,162,321

1,145,821	16,500					
Agrium, Inc.		COM	008916108	10,200,811.00	102,100	102,100
102,100						
Airgas, Inc.		COM	009363102	3,461,534.22	37,918	37,918
37,918						
Air Lease Corp.		COM	00912X302	913,750.00	42,500	42,500
42,500						
Air Methods Corp.		COM	009128307	37,791,812.94	1,024,446	1,024,446
998,184	26,262					
Air Products & Chemicals, Inc.		COM	009158106	3,092,692.18	36,809	36,809
36,809						
Akamai Technologies, Inc.		COM	00971T101	1,328,184.06	32,466	32,466
32,466						
Albemarle Corp.		COM	012653101	7,039,624.76	113,323	113,323
113,323						
Alexandria Real Estate Equities, Inc.		COM	015271109	58,743,708.96	847,428	847,428
797,828	49,600					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Align Technology, Inc.		COM	016255101	20,380,987.50	734,450	734,450
714,964	19,486					
Allegheny Technologies, Inc.		COM	01741R102	56,277,330.17	1,853,667	1,853,667
1,798,167	55,500					
Allegheny Technologies, Inc.		CV 4.25%	06/01/2014	01741RAD4	48,963,432.31	44,741,000
32,446,000	12,295,000					
Allegiant Travel Co.		COM	01748X102	37,991,803.89	517,529	517,529
504,287	13,242					
Allergan, Inc.		COM	018490102	1,396,497.52	15,224	15,224
15,224						
Alliance Data Systems, Inc.		COM	018581108	155,235,702.15	1,072,366	1,072,366
1,017,397	54,969					
Alliance Data Systems, Inc.		CV 1.75%	08/01/2013	018581AD0	44,449,728.29	24,035,000
17,000,000	7,035,000					
Alliance Data Systems Corp.		CV 4.75%	05/15/2014	018581AC2	7,995,533.80	2,606,000
2,606,000						
Allied Nevada Gold Corp.		COM	019344100	13,908,008.00	461,600	461,600
356,600	105,000					
Allstate Corp. (The)		COM	020002101	97,391,642.80	2,424,487	2,424,487
2,309,622	114,865					
Alpha Appalachia Holdings, Inc.		CV 3.25%	08/01/2015	576203AJ2	19,154,565.01	19,798,000
15,273,000	4,525,000					
Altera Corp.		COM	021441100	32,631,796.68	947,497	947,497
903,448	44,049					
Alterra Capital Holdings Ltd.		COM	G0229R108	98,547,560.48	3,495,834	3,495,834
3,156,434	339,400					
Altisource Portfolio Solutions S.A.		COM	L0175J104	34,872,572.08	402,430	402,430
338,118	64,312					
Altisource Residential Corp.		Class B	02153W100	662,745.60	41,840	41,840
40,770	1,070					
Altra Holdings, Inc.		CV 2.75%	03/01/2031	02208RAE6	21,934,730.24	19,952,000
15,927,000	4,025,000					
Altria Group, Inc.		COM	02209S103	81,435,110.08	2,591,824	2,591,824
2,552,443	39,381					
ALZA Corp.		CV 0%	07/28/2020	02261WAB5	6,704,203.13	6,675,000
6,675,000						
Amarin Corp. plc		Spon ADR	023111206	3,689,040.00	456,000	456,000
456,000						
Amazon.com, Inc.		COM	023135106	5,804,347.68	23,112	23,112
21,895	1,217					
AMC Networks, Inc.		Class A	00164V103	832,045.50	16,809	16,809
16,809						
Amdocs Ltd.		COM	G02602103	40,127,438.33	1,180,566	1,180,566
1,126,166	54,400					
American Campus						

Communities, Inc. 942,872 36,700	COM	024835100	45,187,656.39	979,572	979,572
American Capital Agency Corp. 45,000	COM	02503X105	1,302,300.00	45,000	45,000
American Railcar Industries, Inc. 105,947	COM	02916P103	3,361,698.32	105,947	105,947
American Tower Corp. 31,559	COM	03027X100	2,438,563.93	31,559	31,559
America's Car-Mart, Inc. 70,550 18,400	COM	03062T105	3,604,254.02	88,950	88,950
AmerisourceBergen Corp. 205,800	COM	03073E105	8,886,444.00	205,800	205,800
AMETEK, Inc. 295,416	COM	031100100	11,098,779.20	295,416	295,416
Amgen, Inc. 42,571	COM	031162100	3,674,728.72	42,571	42,571
Amgen, Inc. 3,256,000 2,970,000	CV 0.375% 02/01/2013	031162AQ3	7,000,358.80	6,226,000	6,226,000
Amphenol Corp. 452,797 18,900	COM	032095101	30,518,795.90	471,697	471,697
Anadarko Petroleum Corp. 3,396,382 137,717	COM	032511107	262,618,896.69	3,534,099	3,533,212
Analog Devices, Inc. 1,124,407 18,000	COM	032654105	48,049,638.42	1,142,407	1,142,407

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Analogic Corp. 190,457 20,914	COM	032657207	15,704,865.30	211,371	211,371
Angie's List, Inc. 2,950,535 64,070	COM	034754101	36,145,113.96	3,014,605	3,014,605
AngloGold Ashanti Holdings 95,126 20,960	CVPFD 6% 09/15/2013	03512Q206	4,338,133.82	116,086	116,086
Anheuser-Busch InBev NV 95,997 722	Spon ADR	03524A108	8,454,207.79	96,719	95,997
Anixter International, Inc. 3,169,003 194,373	COM	035290105	215,188,796.48	3,363,376	3,363,376
Annaly Capital Management, Inc. 39,900	COM	035710409	560,196.00	39,900	39,900
Annie's, Inc. 697,612 15,646	COM	03600T104	23,844,214.94	713,258	713,258
ANSYS, Inc. 85,921	COM	03662Q105	5,785,920.14	85,921	85,921
Apache Corp. 635,524 13,598	COM	037411105	50,956,077.00	649,122	648,646
Apache Corp. 807,988 116,503	CVPFD 6% 08/01/2013	037411808	42,249,238.70	924,491	924,491
Apple, Inc. 134,682 16,685	COM	037833100	80,683,152.01	151,367	151,367
Applied Industrial Tech, Inc. 891,340 98,400	COM	03820C105	41,578,977.40	989,740	989,740
Applied Micro Circuits Corp. 1,226,961 367,139	COM	03822W406	13,390,440.00	1,594,100	1,594,100
AptarGroup, Inc. 598,889 66,418	COM	038336103	31,748,450.04	665,307	665,307
Arch Capital Group Ltd. 1,206,021 50,100	COM	G0450A105	55,294,446.47	1,256,121	1,256,121
Archer-Daniels-Midland Co. 4,875,399 161,148	COM	039483102	137,951,022.33	5,036,547	5,034,847
Archer-Daniels-Midland Co. 1,285,000 3,485,000	CV 0.875% 02/15/2014	039483AW2	4,796,831.30	4,770,000	4,770,000
Ares Capital Corp. 4,846,915 138,500	COM	04010L103	87,244,762.65	4,985,415	4,985,415
Ares Capital Corp. 5,639,000 1,050,000	CV 5.75% 02/01/2016	04010LAB9	7,215,758.75	6,689,000	6,689,000
ARIAD Pharmaceuticals, Inc. 1,262,337 14,912	COM	04033A100	24,497,635.82	1,277,249	1,277,249

ARM Holdings plc 59,369	Spon ADR	042068106	2,245,929.27	59,369	59,369
Array BioPharma Inc. 881,963	COM	04269X105	3,280,902.35	881,963	881,963
Arrow Electronics, Inc. 3,887,381 161,561	COM	042735100	154,183,711.36	4,048,942	4,048,942
Aruba Networks, Inc. 2,126,094 43,818	COM	043176106	45,025,674.00	2,169,912	2,169,912
Asbury Automotive Group, Inc. 343,529 56,700	COM	043436104	12,819,334.86	400,229	400,229
Ascena Retail Group, Inc. 2,100,638 227,878	COM	04351G101	43,054,260.84	2,328,516	2,328,516
Ashland, Inc. 1,670,830 63,247	COM	044209104	139,437,131.57	1,734,077	1,734,077
Aspen Insurance Holdings Ltd. 43,900	COM	G05384105	1,408,312.00	43,900	43,900
Aspen Technology, Inc. 981,293 26,282	COM	045327103	27,849,373.00	1,007,575	1,007,575
athenahealth, Inc. 279,031 7,503	COM	04685W103	21,045,922.30	286,534	286,534
Atlas Air Worldwide Holdings 845,122 56,700	COM	049164205	39,959,732.96	901,822	901,822
AT&T, Inc. 10,452,505 322,405	COM	00206R102	363,222,216.17	10,774,910	10,770,458
Atwood Oceanics, Inc. 769,662 16,384	COM	050095108	35,993,046.34	786,046	786,046
AuRico Gold Inc. 1,881,900 548,800	COM	05155C105	19,883,126.00	2,430,700	2,430,700

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Autodesk, Inc. 24,700	COM	052769106	873,145.00	24,700	24,700
Automatic Data Processing, Inc. 232,543	COM	053015103	13,257,276.43	232,543	232,543
AutoZone, Inc. 25,066 1,800	COM	053332102	9,522,116.38	26,866	26,866
Avago Technologies Ltd. 274,127	COM	Y0486S104	8,678,860.82	274,127	274,127
AvalonBay Communities, Inc. 2,650	COM	053484101	359,313.50	2,650	2,650
AVG Technologies NV 230,537	COM	N07831105	3,649,400.71	230,537	230,537
Avis Budget Group, Inc. 2,037,800 222,500	COM	053774105	44,799,146.00	2,260,300	2,260,300
Aviva plc 819,636 5,871	Spon ADR	05382A104	10,244,541.87	825,507	819,636
Avnet, Inc. 812,300	COM	053807103	24,864,503.00	812,300	812,300
Avon Products, Inc. 338,852	COM	054303102	4,865,914.72	338,852	338,852
AZZ, Inc. 152,898 13,500	COM	002474104	6,394,675.15	166,398	166,398
Balchem Corp. 120,950 30,100	COM	057665200	5,498,220.00	151,050	151,050
Ball Corp. 583,385 11,700	COM	058498106	26,630,053.75	595,085	595,085
Bally Technologies, Inc. 273,700 85,800	COM	05874B107	16,073,245.00	359,500	359,500
Bank of America Corp. 18,632,324 757,186	COM	060505104	224,918,316.00	19,389,510	19,381,458
Bank of America Corp. 62,746 21,985	CVPFD 7.25% 12/31/2049	060505682	96,169,685.00	84,731	84,731
Bank of Marin Bancorp 120,200 29,800	COM	063425102	5,618,999.95	150,000	150,000
Bank of New York Mellon Corp. 297,926	COM	064058100	7,656,698.22	297,926	297,926
Bank of the Ozarks, Inc. 895,118 23,551	COM	063904106	30,747,851.43	918,669	918,669
Bankrate, Inc. 1,649,263 40,503	COM	06647F102	21,037,586.71	1,689,766	1,689,766

Barclays plc 770,832	5,377	Spon ADR	06738E204	13,443,939.88	776,209	770,832
Barrick Gold Corp. 120,497		COM	067901108	4,218,599.95	120,497	120,497
Baxter International, Inc. 129,900		COM	071813109	8,659,134.00	129,900	129,900
BBCN Bancorp, Inc. 3,439,300	389,900	COM	073295107	44,303,844.00	3,829,200	3,829,200
BB&T Corp. 1,821,339	78,041	COM	054937107	55,290,951.80	1,899,380	1,899,380
Beacon Roofing Supply, Inc. 1,084,580	117,400	COM	073685109	40,001,894.40	1,201,980	1,201,980
BE Aerospace, Inc. 188,361		COM	073302101	9,305,033.40	188,361	188,361
Beam, Inc. 800,737	27,800	COM	073730103	50,615,325.28	828,537	828,537
Becton, Dickinson & Co. 146,480		COM	075887109	11,453,271.20	146,480	146,480
Bed Bath & Beyond, Inc. 1,230,666	64,557	COM	075896100	72,415,917.94	1,295,223	1,295,223
Bel Fuse, Inc. 50,100	15,200	COM	077347300	1,276,614.96	65,300	65,300
Berkshire Hathaway, Inc. 2,209,646	105,691	COM	084670702	207,685,728.90	2,315,337	2,315,337
Berry Plastics Group Inc. 5,390,070	429,500	COM	08579W103	93,578,685.61	5,819,570	5,819,570
BGC Partners, Inc. 175,000		CV 4.5% 07/15/2016	05541TAD3	161,437.50	175,000	175,000

</TABLE>

<PAGE>

<TABLE>						
<S>						
<C>	<C>	<C>	<C>	<C>	<C>	<C>
BioMarin Pharmaceutical, Inc. 1,016,218	25,993	COM	09061G101	51,328,891.75	1,042,211	1,042,211
BioMarin Pharmaceutical, Inc. 15,612,000	2,350,000	CV 1.875% 04/23/2017	09061GAD3	44,399,818.86	17,962,000	17,962,000
BioMed Realty Trust, Inc. 48,900		COM	09063H107	945,237.00	48,900	48,900
BioScrip, Inc. 443,900	114,100	COM	09069N108	6,009,659.97	558,000	558,000
Blount International, Inc. 264,015	28,985	COM	095180105	4,635,260.00	293,000	293,000
Blue Nile, Inc. 97,515		COM	09578R103	3,754,327.51	97,515	97,515
Boeing Co. 76,705	12,567	COM	097023105	6,727,537.92	89,272	89,272
BOK Financial Corp. 699,089	26,700	COM	05561Q201	39,526,468.88	725,789	725,789
Bonanza Creek Energy Inc. 98,403	2,646	COM	097793103	2,808,151.71	101,049	101,049
BorgWarner, Inc. 142,458		COM	099724106	10,202,841.96	142,458	142,458
Boston Beer Company, Inc. (The) 102,197	1,424	Class A	100557107	13,931,843.45	103,621	103,621
Boston Private Financial Holdings, Inc. 3,312,800	367,600	COM	101119105	33,160,404.00	3,680,400	3,680,400
Boston Properties, Inc. 93,800	1,800	COM	101121101	10,115,436.00	95,600	95,600
Boston Properties, Inc. 21,965,000	9,345,000	CV 3.75% 05/15/2036	10112RAG9	34,264,881.45	31,310,000	31,310,000
Brandywine Realty Trust 3,543,640	376,800	COM	105368203	47,790,163.60	3,920,440	3,920,440
Brightcove Inc. 180,362		COM	10921T101	1,630,472.48	180,362	180,362
Brinker International, Inc. 38,500		COM	109641100	1,193,115.00	38,500	38,500
Bristol-Myers Squibb Co. 2,137,267	11,784	COM	110122108	70,037,572.09	2,149,051	2,147,386
Bristow Group, Inc. 638,893	70,701	COM	110394103	38,076,814.04	709,594	709,594
Broadcom Corp. 6,009,739	242,082	Class A	111320107	207,622,975.42	6,251,821	6,250,973

Broadridge Financial Solutions Inc.	COM	11133T103	1,324,752.00	57,900	57,900
57,900					
Brookdale Senior Living, Inc.	CV 2.75% 06/15/2018	112463AA2	13,506,187.50	11,700,000	11,700,000
11,700,000					
Brookline Bancorp, Inc.	COM	11373M107	4,682,361.01	550,866	550,866
441,230 109,636					
Brown & Brown, Inc.	COM	115236101	45,853,663.74	1,801,008	1,801,008
1,743,208 57,800					
Bryn Mawr Bank Corp.	COM	117665109	5,739,869.84	257,740	257,740
206,082 51,658					
Buffalo Wild Wings Inc.	COM	119848109	13,928,718.32	191,276	191,276
189,380 1,896					
Bunge Ltd.	COM	G16962105	242,456,913.47	3,335,492	3,335,492
3,189,111 146,381					
Cabot Corp.	COM	127055101	136,182,707.44	3,422,536	3,422,536
3,114,436 308,100					
Cabot Oil & Gas Corp.	COM	127097103	4,499,480.40	90,460	90,460
77,594 12,866					
Cadence Pharmaceuticals Inc.	COM	12738T100	2,309,096.14	482,066	482,066
482,066					
CAI International, Inc.	COM	12477X106	8,518,795.00	388,100	388,100
310,700 77,400					
Camden Property Trust	REIT	133131102	21,670,317.00	317,700	317,700
314,900 2,800					
Cameron International Corp.	COM	13342B105	77,308,927.74	1,369,269	1,369,269
1,318,441 50,828					
Campbell Soup Co.	COM	134429109	2,791,200.00	80,000	80,000
80,000					

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Campus Crest Communities, Inc.	COM	13466Y105	6,990,652.01	570,200	570,200
457,500 112,700					
Canadian National Resource Ltd.	COM	136385101	2,658,927.00	92,100	92,100
92,100					
Capital One Financial Corp.	COM	14040H105	343,850,061.09	5,935,613	5,935,613
5,696,332 239,281					
CARBO Ceramics Inc.	COM	140781105	17,473,501.98	223,047	223,047
218,358 4,689					
Cardtronics, Inc.	COM	14161H108	46,894,880.22	1,975,353	1,975,353
1,538,118 437,235					
Caribou Coffee Co., Inc.	COM	142042209	194,280.00	12,000	12,000
12,000					
Carmike Cinemas, Inc.	COM	143436400	1,794,000.00	119,600	119,600
94,139 25,461					
Carnival Corp.	COM	143658300	44,765,820.35	1,217,455	1,216,838
1,204,253 13,202					
Carpenter Technology Corp.	COM	144285103	33,345,442.01	645,854	645,854
596,654 49,200					
Casey's General Stores, Inc.	COM	147528103	11,103,210.00	209,100	209,100
172,107 36,993					
Catamaran Corp.	COM	148887102	15,210,971.02	322,882	322,882
317,594 5,288					
Caterpillar, Inc.	COM	149123101	85,030,231.80	949,210	948,656
936,836 12,374					
Cavium, Inc.	COM	14964U108	39,991,214.39	1,281,359	1,281,359
1,248,535 32,824					
CBL & Associates Properties, Inc.	COM	124830100	42,854,126.27	2,020,468	2,020,468
1,953,568 66,900					
CBRE Group, Inc.	Class A	12504L109	9,382,392.30	471,477	471,477
471,477					
Celadon Group, Inc.	COM	150838100	7,349,069.04	406,700	406,700
326,100 80,600					
Celanese Corp.	COM	150870103	114,131,725.91	2,563,030	2,563,030
2,450,694 112,336					
Celgene Corp.	COM	151020104	186,273,719.04	2,366,282	2,366,282
2,235,413 130,869					
Celldex Therapeutics Inc.	COM	15117B103	6,655,890.57	991,936	991,936
991,936					
Cenovus Energy, Inc.	COM	15135U109	8,804,250.00	262,500	262,500

262,500						
Centene Corp.	COM	15135B101	21,877,354.00	533,594	533,594	
480,874 52,720						
Central Garden & Pet Co.	COM	153527106	11,659,272.00	1,163,600	1,163,600	
907,200 256,400						
Central Garden & Pet Co.	Class A	153527205	3,490,300.01	334,000	334,000	
271,200 62,800						
CenturyLink, Inc.	COM	156700106	124,475,575.91	3,181,891	3,181,891	
3,129,183 52,708						
Cepheid, Inc.	COM	15670R107	15,046,193.82	445,022	445,022	
433,414 11,608						
CF Industries, Inc.	COM	125269100	11,151,452.40	54,890	54,890	
54,890						
Chart Industries, Inc.	COM	16115Q308	35,407,970.31	531,093	531,093	
521,609 9,484						
Chart Industries, Inc.	CV 2% 08/01/2018	16115QAC4	41,331,415.24	33,416,000	33,416,000	
28,246,000 5,170,000						
Cheesecake Factory, Inc. (The)	COM	163072101	43,182,874.40	1,319,770	1,319,770	
1,189,770 130,000						
Chemtura Corp.	COM	163893209	98,414,963.62	4,629,114	4,629,114	
4,480,614 148,500						
Cheniere Energy, Inc.	COM	16411R208	29,472,223.98	1,569,341	1,569,341	
1,528,161 41,180						
Chesapeake Energy Corp.	CV 2.25% 12/15/2038	165167CB1	3,116,750.00	3,836,000	3,836,000	
286,000 3,550,000						
Chesapeake Energy Corp.	CV 2.5% 05/15/2037	165167BZ9	56,012,260.00	61,892,000	61,892,000	
45,367,000 16,525,000						
Chesapeake Energy Corp.	CV 2.75% 11/15/2035	165167BW6	22,817,191.24	23,737,000	23,737,000	
12,337,000 11,400,000						
</TABLE>						
<PAGE>						
<TABLE>						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>
Chesapeake Utilities Corp.	COM	165303108	5,302,720.01	116,800	116,800	
93,300 23,500						
Chevron Corp.	COM	166764100	274,640,346.36	2,539,674	2,538,164	
2,503,880 35,794						
Chicago Bridge & Iron Company N.V.	COM	167250109	74,290,150.80	1,602,808	1,602,808	
1,415,566 187,242						
Children's Place Retail Stores	COM	168905107	35,149,784.12	793,628	793,628	
715,728 77,900						
C.H. Robinson Worldwide, Inc.	COM	12541W209	8,781,574.10	138,905	138,905	
138,905						
Chubb Corp. (The)	COM	171232101	41,866,320.72	555,846	555,846	
538,926 16,920						
Chuy's Holdings Inc.	COM	171604101	3,443,085.48	154,122	154,122	
154,122						
Ciena Corp.	COM	171779309	2,023,698.60	128,898	128,898	
128,898						
Ciena Corp.	CV 0.875% 06/15/2017	171779AE1	9,732,405.74	11,227,000	11,227,000	
7,727,000 3,500,000						
CIGNA Corp.	COM	125509109	271,064,760.13	5,070,422	5,069,662	
4,901,471 168,951						
Cincinnati Financial Corp.	COM	172062101	1,061,236.00	27,100	27,100	
27,100						
Cinemark Holdings, Inc.	COM	17243V102	50,559,418.20	1,946,090	1,946,090	
1,754,390 191,700						
Cisco Systems, Inc.	COM	17275R102	114,169,663.65	5,810,161	5,807,084	
5,725,595 84,566						
CIT Group, Inc.	COM	125581801	91,102,455.33	2,357,724	2,357,724	
2,302,024 55,700						
Citigroup, Inc.	COM	172967424	395,663,612.48	10,001,608	9,999,824	
9,384,444 617,164						
Citrix Systems, Inc.	COM	177376100	9,378,185.50	142,634	142,634	
142,634						
City National Bank	COM	178566105	114,905,811.76	2,320,392	2,320,392	
2,182,492 137,900						
C&J Energy Services, Inc.	COM	12467B304	41,541,715.20	1,937,580	1,937,580	
1,750,580 187,000						

Cleco Corp. 419,843 16,100	COM	12561W105	17,442,079.42	435,943	435,943
Cliffs Natural Resources, Inc. 1,152,354 16,828	COM	18683K101	45,083,657.92	1,169,182	1,168,605
Clorox Co. (The) 39,306	COM	189054109	2,877,985.32	39,306	39,306
CMS Energy Corp. 3,154,578 88,700	COM	125896100	79,071,117.62	3,243,278	3,243,278
CNinsure, Inc. 115,200	Spon ADR	18976M103	754,560.00	115,200	115,200
Coach, Inc. 60,277 9,742	COM	189754104	3,886,754.69	70,019	70,019
Cobalt International Energy, Inc. 68,105	COM	19075F106	1,672,658.80	68,105	68,105
CoBiz Financial, Inc. 427,900 111,200	COM	190897108	4,027,077.02	539,100	539,100
Coca-Cola Co. 4,495,810 193,279	COM	191216100	169,979,476.25	4,689,089	4,689,089
Cognex Corp. 899,720 92,600	COM	192422103	36,537,222.40	992,320	992,320
Coherent, Inc. 983,599 103,900	COM	192479103	55,049,199.38	1,087,499	1,087,499
Colgate-Palmolive Co. 1,133,189 20,454	COM	194162103	120,601,839.22	1,153,643	1,153,134
Columbia Banking System, Inc. 2,204,848 245,816	COM	197236102	43,964,912.16	2,450,664	2,450,664
Comcast Corp. 5,077,265 180,654	COM	20030N101	196,541,012.22	5,257,919	5,255,940
Comerica, Inc. 3,368,599 92,500	COM	200340107	105,009,743.73	3,461,099	3,461,099
Commerce Bancshares, Inc. 540,790 21,749	COM	200525103	19,722,617.54	562,539	562,539

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Commercial Vehicle Group, Inc. 349,028 86,500	COM	202608105	3,575,684.88	435,528	435,528
Commonwealth REIT 53,400	REIT	203233101	845,856.00	53,400	53,400
Community Health Systems, Inc. 7,593,811 400,403	COM	203668108	245,742,138.39	7,994,214	7,994,214
CommVault Systems, Inc. 415,617 11,130	COM	204166102	29,748,533.37	426,747	426,747
Compass Minerals Int'l, Inc. 511,255 56,890	COM	20451N101	42,446,112.95	568,145	568,145
Computer Task Group, Inc. 318,489 80,611	COM	205477102	7,275,592.95	399,100	399,100
Conceptus Inc. 313,472	COM	206016107	6,586,046.72	313,472	313,472
Concho Resources, Inc. 294,090	COM	20605P101	23,691,890.40	294,090	294,090
Concur Technologies, Inc. 453,888 11,434	COM	206708109	31,418,541.44	465,322	465,322
Connecticut Water Service, Inc. 171,900 41,500	COM	207797101	6,355,052.00	213,400	213,400
ConocoPhillips Co. 815,800	COM	20825C104	47,308,242.00	815,800	815,800
CONSOL Energy Inc. 489,033 9,800	COM	20854P109	16,012,539.30	498,833	498,833
Constellation Brands, Inc. 1,529,972 54,000	Class A	21036P108	56,056,769.08	1,583,972	1,583,972
Continental Airlines, Inc. 10,591,000 6,950,000	CV 4.5% 01/15/2015	210795PU8	25,390,597.50	17,541,000	17,541,000
Continental Resources, Inc. 116,875 9,979	COM	212015101	9,322,500.46	126,854	126,854
Copa Holdings S.A. 15,300	Class A	P31076105	1,521,585.00	15,300	15,300
Cornerstone OnDemand, Inc. 1,430,595 32,706	COM	21925Y103	43,211,278.52	1,463,301	1,463,301

Corning, Inc. 3,023,278 18,348 Corporate Executive Board Co. (The) 423,968 11,010	COM	219350105	38,385,320.12	3,041,626	3,039,049
Corvel Corp. 96,826 23,700	COM	221006109	5,403,180.54	120,526	120,526
Costar Group, Inc. 567,288 14,499	COM	22160N109	51,994,304.19	581,787	581,787
Costco Wholesale Corp. 30,493	COM	22160K105	3,011,793.61	30,493	30,493
Covance Inc. 105,700 32,000	COM	222816100	7,954,929.00	137,700	137,700
Covidien plc 472,249 35,796	COM	G2554F113	29,334,518.30	508,045	508,045
CPI Aerostructures, Inc. 486,100 119,200	COM	125919308	6,059,053.00	605,300	605,300
C.R. Bard, Inc. 66,700	COM	067383109	6,519,258.00	66,700	66,700
Cree, Inc. 1,037,506 27,183	COM	225447101	36,178,132.22	1,064,689	1,064,689
Crocs, Inc. 3,377,600 531,600	COM	227046109	56,253,388.00	3,909,200	3,909,200
CSX Corp. 3,264,703 161,004	COM	126408103	67,589,199.11	3,425,707	3,425,707
Ctrip.com International, Ltd. 668,487 17,903	Spon ADR	22943F100	15,642,828.10	686,390	686,390
CTS Corp. 443,725 109,700	COM	126501105	5,882,907.78	553,425	553,425
Cubist Pharmaceuticals, Inc. 497,876 13,387	COM	229678107	21,503,721.78	511,263	511,263
Cubist Pharmaceuticals, Inc. 1,130,000 1,870,000	CV 2.5% 11/01/2017	229678AD9	4,721,250.00	3,000,000	3,000,000
Cullen/Frost Bankers, Inc. 636,060 34,200	COM	229899109	36,375,010.19	670,260	670,260

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
CVB Financial Corp. 4,081,873 455,200	COM	126600105	47,185,559.20	4,537,073	4,537,073	
CVS Caremark Corp. 3,518,576 107,197	COM	126650100	175,306,124.56	3,625,773	3,624,516	
Cyberonics, Inc. 272,429 7,296	COM	23251P102	14,693,954.25	279,725	279,725	
Danaher Corp. 19,600	COM	235851102	1,095,640.00	19,600	19,600	
Danaher Corp. 5,691,000 3,685,000	CV 0% 01/22/2021	235851AF9	15,282,880.00	9,376,000	9,376,000	
Darden Restaurants, Inc. 1,636,872 93,200	COM	237194105	77,974,345.04	1,730,072	1,730,072	
DaVita, Inc. 1,296,464 61,091	COM	23918K108	150,050,554.16	1,357,555	1,357,555	
DDR Corp. 60,800	COM	23317H102	952,128.00	60,800	60,800	
Deckers Outdoor Corp. 18,700	COM	243537107	753,049.00	18,700	18,700	
Deere & Co. 22,397	COM	244199105	1,935,548.74	22,397	22,397	
Delta Air Lines, Inc. 122,000	COM	247361702	1,448,140.00	122,000	122,000	
Demandware, Inc. 112,678	COM	24802Y105	3,078,362.93	112,678	112,678	
Denbury Resources Inc. 288,000	COM	247916208	4,665,600.00	288,000	288,000	
Dendreon Corp. 8,505,000 2,945,000	CV 2.875% 01/15/2016	24823QAC1	8,701,999.99	11,450,000	11,450,000	
Devon Energy Corp. 1,281,498 58,862	COM	25179M103	69,752,334.40	1,340,360	1,339,881	
DexCom, Inc. 2,737,151 59,187	COM	252131107	38,058,160.18	2,796,338	2,796,338	
Dick's Sporting Goods, Inc. 1,048,503 53,969	COM	253393102	50,151,451.29	1,102,472	1,102,472	

DigitalGlobe Inc. 1,485,473 276,180	COM	25389M877	43,054,799.32	1,761,653	1,761,653
Digital Realty Trust, Inc. 213,204 9,800	COM	253868103	15,139,741.55	223,004	223,004
Discover Financial Services 401,518 8,000	COM	254709108	15,786,918.90	409,518	409,518
Discovery Communications, Inc. 494,158 7,200	COM	25470F104	31,826,205.84	501,358	501,358
Dole Food Co., Inc. 243,942 98,600	COM	256603101	3,928,956.74	342,542	342,542
Dollar General Corp. 118,674	COM	256677105	5,232,336.66	118,674	118,674
Dominion Resources, Inc. 1,418,181 93,184	COM	25746U109	78,288,707.00	1,511,365	1,511,365
Donaldson Co., Inc. 35,800	COM	257651109	1,175,672.00	35,800	35,800
Donegal Group, Inc. 353,280 87,921	COM	257701201	6,194,462.03	441,201	441,201
Dorman Products, Inc. 169,780 43,290	COM	258278100	7,529,893.82	213,070	213,070
Dover Corp. 903,532 28,984	COM	260003108	61,275,626.36	932,516	932,516
Dow Chemical Co. 3,797,612 64,149	COM	260543103	124,812,115.52	3,861,761	3,859,254
Drew Industries, Inc. 197,475 50,300	COM	26168L205	7,990,743.72	247,775	247,775
Dril-Quip, Inc. 519,886 13,836	COM	262037104	38,988,392.10	533,722	533,722
Dr. Pepper Snapple Group, Inc. 152,588	COM	26138E109	6,741,337.84	152,588	152,588
DSW Inc. 1,437,172 135,180	Class A	23334L102	103,287,802.88	1,572,352	1,572,352
Duke Energy Corp. 2,543,652 87,430	COM	26441C204	167,863,031.70	2,631,082	2,630,040

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Duke Realty Corp. 2,674,830 296,600	COM	264411505	41,213,734.10	2,971,430	2,971,430
DXP Enterprises, Inc. 380,820 81,100	COM	233377407	22,666,414.39	461,920	461,920
E2open, Inc. 223,612	COM	29788A104	3,166,345.91	223,612	223,612
Eagle Materials Inc. 1,394,108 50,723	COM	26969P108	84,522,613.50	1,444,831	1,444,831
Eastman Chemical Co. 385,117 20,200	COM	277432100	27,581,821.81	405,317	405,317
East West Bancorp, Inc. 1,525,661 66,100	COM	27579R104	34,206,943.88	1,591,761	1,591,761
Eaton Corp. plc 4,539,858 173,522	COM	G29183103	255,465,196.00	4,713,380	4,712,595
Eaton Vance Corp. 280,472	COM	278265103	8,933,033.20	280,472	280,472
eBay, Inc. 2,895,070 174,216	COM	278642103	156,594,971.72	3,069,286	3,069,286
Ecolab Inc. 149,974	COM	278865100	10,783,130.60	149,974	149,974
Edison International 1,659,684 57,398	COM	281020107	77,594,935.58	1,717,082	1,717,082
eHealth, Inc. 200,236	COM	28238P109	5,502,485.27	200,236	200,236
E.I. du Pont de Nemours & Co. 414,872 37,176	COM	263534109	20,328,598.56	452,048	452,048
Electronic Arts, Inc. 450,000	CV 0.75% 07/15/2016	285512AA7	417,093.76	450,000	450,000
Electronics for Imaging, Inc. 361,600 91,400	COM	286082102	8,602,470.01	453,000	453,000
Eli Lilly & Co. 5,148,111 247,864	COM	532457108	266,129,487.00	5,395,975	5,395,275
Ellie Mae, Inc. 67,479	COM	28849P100	1,872,542.25	67,479	67,479
EMC Corp. 25 of 140	COM	268648102	117,161,213.40	4,630,878	4,629,374

4,431,062	199,816					
EMC Corp.		CV 1.75%				
		12/01/2013	268648AM4	82,531,549.05	51,683,000	51,683,000
42,278,000	9,405,000					
EMCOR Group, Inc.		COM	29084Q100	72,261,872.90	2,087,890	2,087,890
1,882,690	205,200					
Emeritus Corp.		COM	291005106	48,681,096.00	1,969,300	1,969,300
1,775,400	193,900					
Emerson Electric Co.		COM	291011104	68,139,395.20	1,286,620	1,285,558
1,242,833	43,787					
Empresas ICA, S.A.B. de		Spon ADR	292448206	15,218,717.70	1,512,795	1,502,484
C.V.						
1,502,484	10,311					
Encore Capital Group, Inc.		COM	292554102	22,750,200.70	742,985	742,985
601,081	141,904					
Endeavour International		COM	29259G200	13,277,894.00	2,563,300	2,563,300
Corp.						
1,995,300	568,000					
Endo Pharmaceuticals		CV 1.75%				
Holdings Inc.		04/15/2015	29264FAB2	7,207,956.32	6,490,000	6,490,000
2,360,000	4,130,000					
Endologix, Inc.		COM	29266S106	3,481,708.46	244,502	244,502
244,502						
Endurance Specialty		COM	G30397106	33,415,765.11	841,919	841,919
Holdings Ltd.						
754,919	87,000					
Energy XXI (Bermuda) Ltd.		COM	G10082140	59,102,095.41	1,836,039	1,836,039
1,598,817	237,222					
Enersis S.A.		Spon ADR	29274F104	27,728,034.12	1,521,846	1,521,736
1,483,417	38,429					
Eni S.p.A.		Spon ADR	26874R108	48,347,863.20	983,880	983,880
935,880	48,000					
EnSCO plc		Class A	G3157S106	94,744,674.96	1,598,257	1,598,257
1,539,037	59,220					
Entergy Corp.		COM	29364G103	2,371,500.00	37,200	37,200
37,200						
EOG Resources, Inc.		COM	26875P101	111,310,883.95	921,524	921,524
882,065	39,459					

</TABLE>

<PAGE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
EPAM Systems, Inc.		COM	29414B104	27,457,573.26	1,516,993	1,516,993
1,485,318	31,675					
EPR Properties		REIT	26884U109	58,116,075.69	1,260,379	1,260,379
1,135,779	124,600					
EQT Corp.		COM	26884L109	57,820,512.15	980,341	980,341
942,571	37,770					
Equinix, Inc.		CV 3%				
		10/15/2014	29444UAG1	9,494,559.39	4,855,000	4,855,000
1,745,000	3,110,000					
Equinix, Inc.		CV 4.75%				
		06/15/2016	29444UAH9	75,881.40	30,000	30,000
30,000						
ESCO Technologies, Inc.		COM	296315104	18,362,922.90	490,856	490,856
470,556	20,300					
Essex Rental Corp.		COM	297187106	4,176,473.24	1,221,191	1,221,191
1,002,191	219,000					
Estee Lauder Cos. Inc.		Class A	518439104	9,427,950.00	157,500	157,500
(The)						
157,500						
Esterline Technologies		COM	297425100	53,925,695.55	847,755	847,755
Corp.						
789,295	58,460					
Ethan Allen Interiors Inc.		COM	297602104	19,068,695.64	741,684	741,684
727,422	14,262					
EverBank Financial Corp.		COM	29977G102	45,661,875.00	3,062,500	3,062,500
2,755,200	307,300					
Everest Re Group, Ltd.		COM	G3223R108	54,558,619.35	496,213	496,213
487,513	8,700					
ExamWorks Group, Inc.		COM	30066A105	19,227,212.46	1,374,354	1,374,354
1,069,755	304,599					
Exlservice Holdings, Inc.		COM	302081104	46,643,922.00	1,760,148	1,760,148
1,584,443	175,705					
Expedia, Inc.		COM	30212P303	6,285,966.30	102,294	102,294
102,294						
Exponent, Inc.		COM	30214U102	4,574,654.38	81,939	81,939
65,739	16,200					

Express Scripts Holding Co. 3,167,610 216,393	COM	30219G108	182,736,162.00	3,384,003	3,384,003
Exxon Mobil Corp. 6,710,885 203,519	COM	30231G102	598,441,666.50	6,914,404	6,911,997
F5 Networks, Inc. 51,874	COM	315616102	5,039,559.10	51,874	51,874
Facebook Inc. 775,012	Class A	30303M102	20,638,569.56	775,012	775,012
FactSet Research Systems Inc. 14,700	COM	303075105	1,294,482.00	14,700	14,700
Family Dollar Stores, Inc. 196,216	COM	307000109	12,442,056.56	196,216	196,216
FARO Technologies, Inc. 479,060 10,630	COM	311642102	17,472,139.18	489,690	489,690
Federal Agricultural Mortgage Corp. 155,900 39,000	Class C	313148306	6,334,250.01	194,900	194,900
Federated Investors, Inc. 122,300	Class B	314211103	2,474,129.00	122,300	122,300
Fifth Third Bank 13,505,460 494,815	COM	316773100	212,664,177.25	14,000,275	14,000,275
Fifth Third Bank 122,077 65,510	CVPFD 8.5% 12/31/2049	316773209	26,187,145.20	187,587	187,587
Financial Engines, Inc. 1,394,125 35,619	COM	317485100	39,675,396.00	1,429,744	1,429,744
First American Financial Corp. 637,600 181,400	COM	31847R102	19,729,710.00	819,000	819,000
First Financial Bancorp 2,456,301 259,200	COM	320209109	39,700,624.62	2,715,501	2,715,501
First Niagara Financial Group, Inc. 244,800	COM	33582V108	1,941,264.00	244,800	244,800
First PacTrust Bancorp, Inc. 371,017 91,900	COM	33589V101	5,679,991.60	462,917	462,917
First Solar, Inc. 926,152 23,887	COM	336433107	29,337,204.32	950,039	950,039
Fiserv, Inc. 1,156,655 37,000	COM	337738108	94,334,554.62	1,193,655	1,193,655

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
FleetCor Technologies, Inc. 2,666,871 314,868	COM	339041105	159,970,297.40	2,981,739	2,981,739
FLIR Systems, Inc. 370,457 14,500	COM	302445101	8,588,390.67	384,957	384,957
Flowserve Corp. 53,789	COM	34354P105	7,896,225.20	53,789	53,789
Fluidigm Corp. 308,240	COM	34385P108	4,410,914.40	308,240	308,240
Fluor Corp. 167,013 19,043	COM	343412102	10,928,929.44	186,056	186,056
FMC Corp. 157,672	COM	302491303	9,226,965.44	157,672	157,672
FMC Technologies, Inc. 147,633	COM	30249U101	6,323,121.39	147,633	147,633
F.N.B. Corp. 15,000	COM	302520101	159,300.00	15,000	15,000
Fomento Economico Mexicano, S.A.B. de C.V. 15,566	Spon ADR	344419106	1,567,496.20	15,566	15,566
Ford Motor Co. 18,162,263 729,646	COM	345370860	244,650,221.55	18,891,909	18,888,085
Ford Motor Co. 21,868,000 5,430,000	CV 4.25% 11/15/2016	345370CN8	43,403,819.99	27,298,000	27,298,000
Fortinet, Inc. 951,912 102,500	COM	34959E109	22,216,460.84	1,054,412	1,054,412
Fortune Brands Home & Security, Inc. 998,175 41,800	COM	34964C106	30,388,069.51	1,039,975	1,039,975
Forum Energy Technologies Inc. 1,385,400 154,400	COM	34984V100	38,110,050.00	1,539,800	1,539,800

Foster Wheeler AG 649,796 187,304	COM	H27178104	20,358,272.00	837,100	837,100
Franco-Nevada Corp. 9,600 4,200	COM	351858105	788,946.00	13,800	13,800
Franklin Resources, Inc. 891,036 50,328	COM	354613101	118,329,454.80	941,364	941,364
Freeport-McMoRan, Inc. 1,571,888 34,980	COM	35671D857	54,954,885.60	1,606,868	1,606,868
Fresh Market, Inc. (The) 284,687 7,624	COM	35804H106	14,057,235.99	292,311	292,311
Fusion-io, Inc. 981,594 25,181	COM	36112J107	23,085,350.75	1,006,775	1,006,775
GameStop Corp. 907,026 39,500	Class A	36467W109	23,748,337.33	946,526	946,526
GasLog Ltd. 2,465,274 52,710	COM	G37585109	31,298,541.12	2,517,984	2,517,984
GATX Corp. 1,129,668 124,281	COM	361448103	54,295,991.70	1,253,949	1,253,949
Generac Holdings, Inc. 1,005,057 25,333	COM	368736104	35,352,680.90	1,030,390	1,030,390
General Electric Co. 9,940,580 140,376	COM	369604103	211,599,266.44	10,080,956	10,074,764
General Mills, Inc. 380,100	COM	370334104	15,359,841.00	380,100	380,100
General Motors Co.	CVPFD 4.75% 12/01/2013	37045V209	62,955,504.96	1,426,592	1,426,592
928,442 498,150					
Genesco, Inc. 547,530 60,800	COM	371532102	33,458,150.00	608,330	608,330
Genesee & Wyoming, Inc. 1,550,316 85,159	COM	371559105	124,426,938.03	1,635,475	1,635,475
Genesee & Wyoming, Inc.	CVPFD 5% 09/28/15	371559204	22,287,336.00	199,600	199,600
173,900 25,700					
GenMark Diagnostics Inc. 507,130	COM	372309104	4,564,170.00	507,130	507,130
Genomic Health, Inc. 364,183 8,812	COM	37244C101	10,167,843.70	372,995	372,995
Gentiva Health Services, Inc. 332,200 87,200	COM	37247A102	4,214,969.99	419,400	419,400
Genuine Parts Co. 68,200	COM	372460105	4,336,156.00	68,200	68,200

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
GeoEye Inc. 57,130	COM	37250W108	1,755,604.89	57,130	57,130
Georgia Gulf Corp. 648,030 8,600	COM	373200302	27,105,686.40	656,630	656,630
Geospace Technologies Corp. 285,734 5,859	COM	37364X109	25,913,869.92	291,593	291,593
G-III Apparel Group, Ltd. 79,369	COM	36237H101	2,716,800.87	79,369	79,369
Gildan Activewear Inc. 1,148,765 34,500	COM	375916103	43,283,833.72	1,183,265	1,183,265
Gilead Sciences, Inc. 548,166 38,485	COM	375558103	43,089,515.95	586,651	586,651
Gilead Sciences, Inc.	CV 0.625% 05/01/2013	375558AH6	69,388,889.98	35,976,000	35,976,000
32,641,000 3,335,000					
Gilead Sciences, Inc.	CV 1% 05/01/2014	375558AN3	47,217,240.00	28,791,000	28,791,000
15,746,000 13,045,000					
Gilead Sciences, Inc.	CV 1.625% 05/01/2016	375558AP8	928,471.50	550,000	550,000
550,000					
Global Geophysical Services 303,183	COM	37946S107	1,167,254.51	303,183	303,183
Global Payments, Inc. 383,155 24,100	COM	37940X102	18,448,651.54	407,255	407,255
GNC Holdings, Inc. 1,739,661 81,100	Class A	36191G107	60,594,926.09	1,820,761	1,820,761
Goldman Sachs Group, Inc. 1,511,256 27,375	COM	38141G104	196,267,770.36	1,538,631	1,537,927
Goodrich Petroleum Corp.	CV 5% 10/01/2029	382410AC2	3,303,125.00	3,500,000	3,500,000

1,335,000	2,165,000					
Goodyear Tire & Rubber		CVPFD 5.875%				
		04/01/2014	382550309	2,102,733.40	44,540	44,540
16,090	28,450					
Google, Inc.		COM	38259P508	35,355,000.80	49,840	49,840
44,517	5,323					
Graco Inc.		COM	384109104	1,184,270.00	23,000	23,000
23,000						
Greatbatch, Inc.		COM	39153L106	5,469,952.32	235,368	235,368
169,868	65,500					
Great Plains Energy Inc.		COM	391164100	2,605,773.00	128,300	128,300
128,300						
Green Mountain Coffee Roasters, Inc.		COM	393122106	3,444,047.20	83,270	83,270
83,270						
Green Plains Renewable Energy Inc.		CV 5.75%				
		11/01/2015	393222AB0	4,662,623.83	5,206,000	5,206,000
2,706,000	2,500,000					
Greenway Medical Technologies, Inc.		COM	39679B103	5,439,360.00	354,125	354,125
354,125						
Group 1 Automotive, Inc.		COM	398905109	34,435,445.00	555,500	555,500
500,100	55,400					
Groupon, Inc.		COM	399473107	15,885,883.52	3,255,304	3,255,304
3,176,978	78,326					
Grupo Financiero Santander Mexico S.A.B. de C.V. Spon ADR		Series B	40053C105	2,346,439.78	145,021	145,021
145,021						
GT Advanced Technologies, Inc.		CV 3%				
		10/01/2017	36191UAA4	732,500.00	1,000,000	1,000,000
1,000,000						
GulfMark Offshore, Inc.		COM	402629208	64,163,262.72	1,862,504	1,862,504
1,732,964	129,540					
Haemonetics Corp.		COM	405024100	48,341,246.16	1,183,674	1,183,674
1,065,474	118,200					
Hain Celestial Group, Inc. (The)		COM	405217100	27,308,824.74	503,667	503,667
491,632	12,035					
Halliburton Co.		COM	406216101	254,403,416.56	7,333,624	7,332,753
7,014,857	318,767					
Hanesbrands, Inc.		COM	410345102	5,323,174.38	148,609	148,609
148,609						
Hanger Orthopedic Group, Inc.		COM	41043F208	37,306,536.60	1,363,543	1,363,543
1,263,773	99,770					
Hanover Insurance Group Inc.		COM	410867105	426,140.00	11,000	11,000
11,000						
Harley-Davidson, Inc.		COM	412822108	33,372,860.40	683,310	683,310
675,510	7,800					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Harris Corp.		COM	413875105	1,086,912.00	22,200	22,200
22,200						
Harris Teeter Supermarkets Inc.		COM	414585109	24,413,145.78	633,121	633,121
608,721	24,400					
Hartford Financial Services Group, Inc. (The)		COM	416515104	142,692,190.07	6,358,832	6,358,832
6,250,238	108,594					
Hartford Financial Services Group, Inc. (The)		CVPFD 7.25%				
		04/01/2013	416515708	11,031,519.10	534,214	534,214
401,214	133,000					
Hasbro, Inc.		COM	418056107	4,208,951.90	117,241	117,241
117,241						
H. B. Fuller Co.		COM	359694106	7,343,538.00	210,900	210,900
164,000	46,900					
HCA Holdings, Inc.		COM	40412C101	2,139,053.00	70,900	70,900
70,900						
HCC Insurance Holdings, Inc.		COM	404132102	1,201,883.00	32,300	32,300
32,300						
HCP, Inc.		COM	40414L109	772,578.00	17,100	17,100
17,100						
HDFC Bank Ltd.		ADR	40415F101	1,605,263.84	39,422	39,422

39,422						
Health Care REIT, Inc.	COM	42217K106	2,329,020.00	38,000	38,000	
38,000						
Health Care REIT, Inc.	CV 3%					
	12/01/2029	42217KAR7	20,478,690.11	16,624,000	16,624,000	
8,924,000						
7,700,000						
HealthSouth Corp.	COM	421924309	39,680,467.00	1,879,700	1,879,700	
1,691,900						
187,800						
HeartWare International, Inc.	COM	422368100	33,304,811.90	396,722	396,722	
386,513						
10,209						
HeartWare International, Inc.	CV 3.5%					
	12/15/2017	422368AA8	8,565,412.56	7,380,000	7,380,000	
2,630,000						
4,750,000						
H&E Equipment Services, Inc.	COM	404030108	6,972,889.02	462,700	462,700	
370,200						
92,500						
HEICO Corp.	COM	422806109	27,192,639.97	607,521	607,521	
548,713						
58,808						
HEICO Corp.	Class A	422806208	8,704,380.54	272,182	272,182	
211,595						
60,587						
Helix Energy Solutions Group Inc.	COM	42330P107	36,253,747.19	1,756,480	1,756,480	
1,696,080						
60,400						
Helix Energy Solutions Group Inc.	CV 3.25%					
	03/15/2032	42330PAG2	4,298,096.94	3,629,000	3,629,000	
1,752,000						
1,877,000						
Helmerich & Payne, Inc.	COM	423452101	71,313,220.21	1,273,223	1,273,223	
1,227,445						
45,778						
Henry Schein, Inc.	COM	806407102	6,554,995.74	81,469	81,469	
81,469						
Hercules Offshore, Inc.	COM	427093109	30,883,932.00	4,997,400	4,997,400	
4,505,400						
492,000						
Hertz Global Holdings, Inc.	COM	42805T105	171,642,040.81	10,549,603	10,544,573	
10,343,417						
206,186						
Hertz Global Holdings, Inc.	CV 5.25%					
	06/01/2014	42805TAA3	7,673,338.75	3,773,000	3,773,000	
1,598,000						
2,175,000						
Hess Corp.	COM	42809H107	86,888,824.00	1,640,650	1,640,041	
1,607,680						
32,970						
Hewlett-Packard Co.	COM	428236103	31,761,340.50	2,228,866	2,227,491	
2,200,442						
28,424						
Hexcel Corp.	COM	428291108	107,550,907.94	3,989,277	3,989,277	
3,766,438						
222,839						
Hibbett Sports Inc.	COM	428567101	27,879,459.40	529,022	529,022	
439,614						
89,408						
Hill-Rom Holdings, Inc.	COM	431475102	10,961,100.00	384,600	384,600	
299,000						
85,600						
Hilltop Holdings Inc.	COM	432748101	3,756,605.28	277,445	277,445	
277,445						
Hittite Microwave Corp.	COM	43365Y104	58,893,156.00	948,360	948,360	
853,860						
94,500						
H.J. Heinz Co.	COM	423074103	117,282,820.48	2,033,336	2,033,336	
1,942,723						
90,613						
Hologic, Inc.	COM	436440101	24,065,784.62	1,201,487	1,201,487	
1,165,087						
36,400						

<PAGE>

<TABLE>						
<S>						
<C>	<C>	<C>	<C>	<C>	<C>	<C>
Hologic, Inc.		CV Step%				
		03/01/2042	436440AC5	13,701,050.10	13,744,000	13,744,000
8,999,000	4,745,000					
Hologic, Inc.		CV Step%				
		12/15/2037	436440AB7	13,774,880.00	12,299,000	12,299,000
7,319,000	4,980,000					
Home Bancshares, Inc.		COM	436893200	3,479,944.77	105,389	105,389
105,389						
Home Depot, Inc. (The)		COM	437076102	246,447,942.96	3,984,607	3,983,659
3,805,279	179,328					
Home Loan Servicing Solutions Ltd.		COM	G6648D109	7,350,058.81	388,892	388,892
388,892						
Home Properties, Inc.		COM	437306103	29,514,388.74	481,396	481,396
467,496	13,900					
HomeStreet Inc.		COM	43785V102	5,825,399.99	228,000	228,000
182,600	45,400					
Honeywell International,						

Inc. 844,515 24,190	COM	438516106	55,136,706.35	868,705	868,705
Hornbeck Offshore Services, Inc. 1,278,018 103,570	COM	440543106	47,443,731.92	1,381,588	1,381,588
Hornbeck Offshore Services, Inc. 7,320,000 4,085,000	CV Step% 11/15/2026	440543AE6	11,519,049.99	11,405,000	11,405,000
Host Hotels & Resorts, Inc. 3,970,321 79,599	COM	44107P104	63,462,246.43	4,049,920	4,049,920
HSBC Holdings plc 260,491 1,845	Spon ADR	404280406	13,922,171.52	262,336	260,491
HSN, Inc. 229,193 6,511	COM	404303109	12,982,576.32	235,704	234,630
HUB Group, Inc. 930,197 99,524	Class A	443320106	34,598,625.60	1,029,721	1,029,721
Humana Inc. 1,318,269 91,169	COM	444859102	96,729,729.94	1,409,438	1,409,438
Huntington Bancshares, Inc. 1,050,000	COM	446150104	6,709,500.00	1,050,000	1,050,000
Huntsman Corp. 23,900	COM	447011107	380,010.00	23,900	23,900
Hyatt Hotels Corp. 675,675 25,310	COM	448579102	27,036,991.45	700,985	700,224
IAC/InterActiveCorp 74,082	COM	44919P508	3,504,078.60	74,082	74,082
IBERIABANK Corp. 282,182 80,762	COM	450828108	17,827,809.28	362,944	362,944
ICU Medical, Inc. 95,100 24,200	COM	44930G107	7,268,949.02	119,300	119,300
IDACORP, Inc. 659,200 75,600	COM	451107106	31,853,580.00	734,800	734,800
IDEX Corp. 1,126,380 18,800	COM	45167R104	53,285,225.40	1,145,180	1,145,180
IDEXX Laboratories, Inc. 78,282	COM	45168D104	7,264,569.60	78,282	78,282
IHS Inc. 49,957	Class A	451734107	4,795,872.00	49,957	49,957
II-VI, Inc. 2,168,274 232,698	COM	902104108	43,865,758.44	2,400,972	2,400,972
Illinois Tool Works Inc. 349,600	COM	452308109	21,259,176.00	349,600	349,600
Illumina, Inc. 31,857	COM	452327109	1,770,930.63	31,857	31,857
Imperial Oil Ltd. 149,656 11,242	COM	453038408	6,918,614.00	160,898	160,898
Imperva, Inc. 975,410 19,213	COM	45321L100	31,360,463.22	994,623	994,623
Incyte Corp. 5,590,028 286,630	COM	45337C102	97,611,289.39	5,876,658	5,876,658
Incyte Corp. 7,562,000 2,945,000	CV 4.75% 10/01/2015	45337CAJ1	20,922,063.75	10,507,000	10,507,000
Infinity Pharmaceuticals, Inc. 180,188	COM	45665G303	6,306,580.00	180,188	180,188
Infoblox, Inc. 1,389,856 31,915	COM	45672H104	25,549,224.88	1,421,771	1,421,771

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Informatica Corp. 945,559 145,851	COM	45666Q102	33,091,551.20	1,091,410	1,091,410	
Infosys Ltd. 329,366 32,762	Spon ADR	456788108	15,318,014.40	362,128	360,766	
ING Groep N.V. 1,559,359 10,935	Spon ADR	456837103	14,902,090.06	1,570,294	1,559,359	
Ingredion Inc. 13,500	COM	457187102	869,805.00	13,500	13,500	
Innophos Holdings, Inc. 849,800 96,200	COM	45774N108	43,989,000.00	946,000	946,000	
Insulet Corp. 1,295,812 29,580	COM	45784P101	28,124,818.23	1,325,392	1,325,392	
Intel Corp. 2,980,826 69,820	COM	458140100	62,934,826.98	3,050,646	3,048,864	
Intel Corp.	CV 2.95% 12/15/2035	458140AD2	11,669,000.00	11,200,000	11,200,000	

11,200,000 Intel Corp.		CV 3.25% 08/01/2039	458140AF7	76,070,846.49	64,638,000	64,638,000
44,623,000 20,015,000 IntercontinentalExchange Inc.		COM	45865V100	8,537,442.36	68,956	68,956
68,956 Int'l Business Machines Corp.		COM	459200101	50,620,152.30	264,266	264,266
252,224 12,042 International Game Technology		CV 3.25% 05/01/2014	459902AQ5	27,835,055.82	26,557,000	26,557,000
17,049,000 9,508,000 International Paper Co.		COM	460146103	238,065,115.20	5,975,530	5,974,049
5,795,934 179,596 Interpublic Group of Co., Inc. (The)		COM	460690100	189,632,755.14	17,208,054	17,208,054
16,526,442 681,612 Int'l Flavors & Fragrances Inc.		COM	459506101	19,395,345.36	291,484	291,484
285,784 5,700 ION Geophysical Corp.		COM	462044108	13,504,669.50	2,074,450	2,074,450
1,608,100 466,350 IPC The Hospitalist Co.		COM	44984A105	47,908,764.87	1,206,466	1,206,466
1,043,076 163,390 IPG Photonics Corp.		COM	44980X109	46,588,749.90	699,006	699,006
681,711 17,295 iRobot Corp.		COM	462726100	1,126,779.98	60,127	60,127
60,127 ITC Holdings Corp.		COM	465685105	40,002,506.12	520,121	520,121
499,521 20,600 Jabil Circuit, Inc.		COM	466313103	47,692,441.76	2,472,392	2,472,392
2,391,592 80,800 Jack Henry & Assoc., Inc.		COM	426281101	69,452,117.80	1,769,030	1,769,030
1,592,130 176,900 Jacobs Engineering Group, Inc.		COM	469814107	207,947,511.09	4,884,837	4,884,837
4,675,442 209,395 Jarden Corp.		COM	471109108	26,061,401.40	504,089	504,089
483,989 20,100 Jefferies & Co., Inc.		CV 3.875% 11/01/2029	472319AG7	3,683,812.57	3,700,000	3,700,000
3,700,000 Jive Software, Inc.		COM	47760A108	24,568,878.71	1,690,907	1,690,907
1,653,426 37,481 J & J Snack Foods Corp.		COM	466032109	9,088,303.72	142,138	142,138
110,604 31,534 Johnson Controls, Inc.		COM	478366107	1,175,810.00	38,300	38,300
38,300 Johnson & Johnson, Inc.		COM	478160104	218,951,882.20	3,123,422	3,121,906
3,066,145 57,277 John Wiley & Sons, Inc.		COM	968223206	15,341,962.63	394,091	394,091
306,369 87,722 Jones Lang LaSalle, Inc.		COM	48020Q107	182,979,295.08	2,179,882	2,179,882
2,026,382 153,500 Joy Global, Inc.		COM	481165108	19,972,388.10	313,145	313,145
313,145 JPMorgan Chase & Co.		COM	46625H100	522,044,905.55	11,872,752	11,868,251
11,492,288 380,464 Juniper Networks, Inc.		COM	48203R104	1,075,909.66	54,698	54,698
54,698						

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
K12 Inc.		COM	48273U102	12,192,460.00	596,500	596,500
465,100 131,400 Kansas City Southern		COM	485170302	44,771,325.76	536,312	536,312
523,212 13,100 KapStone Paper and Packaging Corp.		COM	48562P103	10,440,395.00	470,500	470,500
365,800 104,700 KB Financial Group, Inc.		Spon ADR	48241A105	11,508,427.10	320,569	318,341
318,341 2,228 Kellogg Co.		COM	487836108	29,064,507.55	520,403	520,403
496,152 24,251 Kennametal, Inc.		COM	489170100	77,595,760.00	1,939,894	1,939,894
1,819,794 120,100						

Kennedy-Wilson Holdings Inc.	COM	489398107	28,203,252.00	2,017,400	2,017,400
1,821,074 196,326					
KeyCorp	CVPFD 7.75% 12/31/2049	493267405	1,711,541.25	13,665	13,665
13,665					
Kimberly-Clark Corp.	COM	494368103	27,335,478.95	323,765	323,765
323,765					
Kimco Realty Corp.	COM	49446R109	1,271,256.00	65,800	65,800
65,800					
Kinder Morgan Inc.	COM	49456B101	170,114,965.35	4,815,029	4,813,666
4,645,565 169,464					
Kinder Morgan Inc.	Warrant - 05/25/2017	49456B119	9,257,972.22	2,449,199	2,449,199
2,434,095 15,104					
Kinross Gold Corp.	COM	496902404	31,197,438.36	3,209,613	3,202,531
2,851,834 357,779					
Kirby Corp.	COM	497266106	42,933,773.79	693,711	693,711
626,111 67,600					
KMG Chemicals, Inc.	COM	482564101	6,856,710.06	390,251	390,251
310,548 79,703					
Knight Transportation, Inc.	COM	499064103	32,159,534.33	2,198,191	2,198,191
1,978,491 219,700					
Kodiak Oil and Gas Corp.	COM	50015Q100	2,433,750.00	275,000	275,000
275,000					
Kohl's Corp.	COM	500255104	26,522,356.28	617,086	617,086
617,086					
Koppers Holdings, Inc.	COM	50060P106	60,951,682.75	1,597,685	1,597,685
1,442,301 155,384					
Kosmos Energy Ltd.	COM	G5315B107	929,819.15	75,289	75,289
75,289					
Kraft Foods Group, Inc.	COM	50076Q106	69,440,147.59	1,527,164	1,526,735
1,449,584 77,580					
Kroger Co.	COM	501044101	10,774,517.72	414,086	412,404
404,629 9,457					
Kronos Worldwide, Inc.	COM	50105F105	1,708,200.00	87,600	87,600
87,600					
L-3 Communications Holdings, Inc.	CV 3% 08/01/2035	502413AW7	20,807,875.00	20,450,000	20,450,000
8,560,000 11,890,000					
Laboratory Corp. of America Holdings	COM	50540R409	167,800,523.87	1,937,203	1,937,203
1,843,874 93,329					
Laclede Group, Inc. (The)	COM	505597104	35,528,922.00	920,200	920,200
828,100 92,100					
Lakeland Financial Corp.	COM	511656100	4,687,375.97	181,400	181,400
145,100 36,300					
Lam Research Corp.	COM	512807108	38,174,379.88	1,056,584	1,056,584
1,017,384 39,200					
Las Vegas Sands Corp.	COM	517834107	2,465,636.40	53,415	53,415
53,415					
Lazard Ltd.	COM	G54050102	18,787,264.00	629,600	629,600
617,300 12,300					
Leap Wireless International, Inc.	CV 4.5% 07/15/2014	521863AL4	10,495,436.25	10,947,000	10,947,000
6,297,000 4,650,000					
Lear Corp.	COM	521865204	1,180,368.00	25,200	25,200
25,200					
Leggett & Platt, Inc.	COM	524660107	2,991,478.00	109,900	109,900
109,900					
Lender Processing Services, Inc.	COM	52602E102	44,580,787.98	1,810,755	1,810,755
1,737,955 72,800					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Lennar Corp.	Class A	526057104	2,869,314.00	74,200	74,200
74,200					
Lennox International Inc.	COM	526107107	5,395,064.48	102,724	102,724
102,724					
Liberty Media Corp.	COM	530322106	1,638,409.23	14,123	14,123
14,123					
Liberty Media (VIA)	CV 3.25% 03/15/2031	530715AR2	33,997,650.00	35,787,000	35,787,000
34,187,000 1,600,000					
Liberty Property Trust	REIT	531172104	56,941,189.90	1,591,870	1,591,870
1,541,970 49,900					

LifeLock, Inc. 3,203,722 70,214	COM	53224V100	26,617,099.66	3,273,936	3,273,936
Life Technologies Corp. 1,942,805 85,400	COM	53217V109	99,544,301.43	2,028,205	2,028,205
Life Time Fitness Inc. 265,120 77,680	COM	53217R207	16,869,188.00	342,800	342,800
Limited Brands, Inc. 138,853	COM	532716107	6,534,422.18	138,853	138,853
Lincoln National Corp. 1,216,403 22,700	COM	534187109	32,092,767.70	1,239,103	1,239,103
Linear Technology Corp. 151,917	COM	535678106	5,210,753.10	151,917	151,917
Linear Technology Corp. 1,579,000 2,376,000	CV 3% 05/01/2027	535678AC0	4,137,918.75	3,955,000	3,955,000
LinkedIn Corp. 48,152	Class A	53578A108	5,528,812.64	48,152	48,152
Lithia Motors, Inc. 327,871 45,900	Class A	536797103	13,986,510.82	373,771	373,771
Littelfuse, Inc. 1,028,167 113,767	COM	537008104	70,468,747.14	1,141,934	1,141,934
LivePerson, Inc. 219,757 3,905	COM	538146101	2,938,918.69	223,662	223,662
Lockheed Martin Corp. 14,100	COM	539830109	1,301,289.00	14,100	14,100
Lorillard, Inc. 8,250	COM	544147101	962,527.50	8,250	8,250
Lowe's Companies, Inc. 1,095,313	COM	548661107	38,905,517.76	1,095,313	1,095,313
Lumber Liquidators Holdings, Inc. 497,052 11,379	COM	55003T107	26,860,409.73	508,431	508,431
LyondellBasell Industries N.V. 165,207 7,355	Class A	N53745100	9,851,564.58	172,562	172,562
Macerich Co. (The) 170,000 3,300	COM	554382101	10,103,390.00	173,300	173,300
Mack-Cali Realty Corp. 1,343,900 143,100	COM	554489104	38,825,570.00	1,487,000	1,487,000
Macy's, Inc. 4,421,363 211,408	COM	55616P104	180,770,724.43	4,632,771	4,632,771
Marathon Oil Corp. 1,377,006 9,179	COM	565849106	42,500,432.10	1,386,185	1,384,950
Marathon Petroleum Corp. 253,821 13,716	COM	56585A102	16,854,831.00	267,537	266,928
Marcus Corp. (The) 228,202 56,900	COM	566330106	3,555,221.92	285,102	285,102
Market Leader, Inc. 138,826	COM	57056R103	909,310.31	138,826	138,826
Marlin Business Services Corp. 366,990 94,200	COM	571157106	9,251,471.44	461,190	461,190
Marriott International, Inc. 1,075,996 22,360	Class A	571903202	40,935,732.56	1,098,356	1,097,733
Marsh & McLennan Cos. 3,656,916 135,728	COM	571748102	130,732,438.68	3,792,644	3,792,644
Marten Transport Ltd. 290,876 72,200	COM	573075108	6,676,967.62	363,076	363,076
Masimo Corp. 597,301 170,954	COM	574795100	16,141,037.55	768,255	768,255
Mastercard, Inc. 20,137 2,515	COM	57636Q104	11,128,474.56	22,652	22,652

</TABLE>

<PAGE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>
Mattel, Inc. 32,600	COM	577081102	1,193,812.00	32,600	32,600
Maxim Integrated Products, Inc. 120,400	COM	57772K101	3,539,760.00	120,400	120,400
MAXIMUS, Inc. 1,133,802 125,594	COM	577933104	79,619,015.12	1,259,396	1,259,396
McCormick & Co., Inc. 45,300	Non Vtg Shrs	579780206	2,877,909.00	45,300	45,300
McDonald's Corp. 381,100	COM	580135101	33,616,831.00	381,100	381,100

McGrath RentCorp 201,600 50,600	COM	580589109	7,318,844.00	252,200	252,200
McGraw-Hill Companies, Inc. (The) 57,459	COM	580645109	3,141,283.53	57,459	57,459
McKesson Corp. 688,937 7,222	COM	58155Q103	67,499,576.64	696,159	695,702
Measurement Specialties, Inc. 166,800 42,200	COM	583421102	7,181,240.03	209,000	209,000
Medicines Co. (The) 1,616,100 181,600	COM	584688105	43,090,869.00	1,797,700	1,797,700
Medivation, Inc. 546,213 14,143	COM	58501N101	28,667,812.96	560,356	560,356
Medivation, Inc. 36,576,000 6,560,000	CV 2.625% 04/01/2017	58501NAA9	55,348,880.23	43,136,000	43,136,000
MEDNAX, Inc. 1,207,550 98,800	COM	58502B106	103,880,951.95	1,306,350	1,306,350
Medtronic, Inc. 2,261,968 9,426	COM	585055106	93,172,581.88	2,271,394	2,270,309
Medtronic, Inc. 7,522,000 2,925,000	CV 1.625% 04/15/2013	585055AM8	10,492,705.68	10,447,000	10,447,000
MEMC Electronic Materials, Inc. 1,119,051	COM	552715104	3,592,153.72	1,119,051	1,119,051
Men's Wearhouse, Inc. 1,711,334 132,400	COM	587118100	57,450,751.44	1,843,734	1,843,734
MercadoLibre, Inc. 267,749 7,214	COM	58733R102	21,603,842.91	274,963	274,963
Merck & Co., Inc. 3,518,830 59,072	COM	58933Y105	146,479,307.88	3,577,902	3,575,712
Mercury Systems, Inc. 898,900 255,100	COM	589378108	10,616,800.00	1,154,000	1,154,000
Merit Medical Systems, Inc. 300,950 75,575	COM	589889104	5,233,697.82	376,525	376,525
Meritor, Inc. 9,250,000	CV Step% 02/15/2027	043353AH4	6,966,406.25	9,250,000	9,250,000
Meritor, Inc. 250,000	CV Step% 03/01/2026	043353AF8	234,531.25	250,000	250,000
Methode Electronics, Inc. 411,270 105,117	COM	591520200	5,179,361.61	516,387	516,387
MetLife, Inc. 1,898,114 34,450	COM	59156R108	63,658,658.17	1,932,564	1,931,746
MetLife, Inc. 932,321 247,820	CVPFD 5% 10/08/2014	59156R116	52,480,870.27	1,180,141	1,180,141
MGM Resorts International 704,610 109,114	COM	552953101	9,471,747.36	813,724	813,724
MGM Resorts International 3,875,000 6,385,000	CV 4.25% 04/15/2015	55303QAE0	10,882,012.57	10,260,000	10,260,000
Michael Baker Corp. 45,497	COM	057149106	1,134,240.21	45,497	45,497
Michael Kors Holdings Ltd. 23,008	COM	G60754101	1,174,098.24	23,008	23,008
Microchip Technology, Inc. 3,366,000 6,740,000	CV 2.125% 12/15/2037	595017AB0	12,809,355.00	10,106,000	10,106,000
Micron Technology, Inc. 3,196,336 107,705	COM	595112103	20,980,660.35	3,304,041	3,304,041
Micron Technology, Inc. 17,237,000 11,075,000	CV 1.5% 08/01/2031	595112AQ6	26,312,465.27	28,312,000	28,312,000
Micron Technology, Inc. 123,000 1,325,000	CV 1.875% 06/01/2027	595112AK9	1,327,635.01	1,448,000	1,448,000

</TABLE>

<PAGE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Microsoft Corp. 5,927,080 289,784	COM	594918104	166,176,774.73	6,216,864	6,215,958	
MICROS Systems, Inc. 180,327	COM	594901100	7,653,077.88	180,327	180,327	

Mid-America Apartment Communities, Inc. 243,100 64,800	COM	59522J103	19,936,525.00	307,900	307,900
Middleby Corp. 548,478 58,183	COM	596278101	77,780,006.81	606,661	606,661
MidSouth Bancorp, Inc. 374,638 89,934	COM	598039105	7,595,752.08	464,572	464,572
Millennial Media Inc. 1,947,923 52,543	COM	60040N105	25,065,838.98	2,000,466	2,000,466
Mistras Group, Inc. 576,805 164,617	COM	60649T107	18,305,709.18	741,422	741,422
Mobile Mini, Inc. 251,500 62,000	COM	60740F105	6,530,204.97	313,500	313,500
Mohawk Industries, Inc. 474,580 18,000	COM	608190104	44,563,712.48	492,580	492,580
Molson Coors Brewing Co. 23,023,000 3,398,000	CV 2.5% 07/30/2013	60871RAA8	26,833,828.26	26,421,000	26,421,000
Molycorp, Inc. 2,695,289 403,437	COM	608753109	29,251,973.44	3,098,726	3,098,726
Molycorp, Inc. 9,620,000 3,700,000	CV 3.25% 06/15/2016	608753AA7	8,724,600.00	13,320,000	13,320,000
Molycorp, Inc. 47,334 10,650	CV 5.5% 03/01/2014	608753208	1,435,104.00	57,984	57,984
Molycorp, Inc. 5,724,000 4,525,000	CV 6% 09/01/2017	608753AF6	9,691,710.91	10,249,000	10,249,000
Mondelez International Inc. 4,107,260 195,362	Class A	609207105	109,587,782.34	4,302,622	4,301,361
Monolithic Power Systems, Inc. 256,861	COM	609839105	5,722,863.06	256,861	256,861
Monsanto Co. 1,010,609 14,784	COM	61166W101	97,053,447.45	1,025,393	1,025,393
Monster Worldwide, Inc. 3,013,827 158,948	COM	611742107	17,830,995.50	3,172,775	3,172,775
Moody's Corp. 178,270	COM	615369105	8,970,546.40	178,270	178,270
Moog, Inc. 595,557 65,148	COM	615394202	27,108,726.69	660,705	660,705
Morgan Stanley 3,655,592 67,829	COM	617446448	71,191,809.52	3,723,421	3,721,786
Mosaic Co. 284,139 6,533	COM	61945C103	16,460,755.36	290,672	290,322
MRC Global Inc. 350,900 103,600	COM	55345K103	12,626,010.00	454,500	454,500
M&T Bank Corp. 728,615 23,541	COM	55261F104	74,064,801.32	752,156	752,156
Multi-Color Corp. 397,252 99,900	COM	625383104	11,926,676.56	497,152	497,152
Murphy Oil Corp. 288,674	COM	626717102	17,190,536.70	288,674	288,674
MWI Veterinary Supply, Inc. 422,949 10,518	COM	55402X105	47,681,370.00	433,467	433,467
Mylan Laboratories, Inc. 2,685,942 49,400	COM	628530107	75,167,198.16	2,735,342	2,735,342
Mylan Laboratories, Inc. 1,855,000 2,780,000	CV 3.75% 09/15/2015	628530AJ6	9,875,446.97	4,635,000	4,635,000
MYR Group, Inc. 306,400 76,200	COM	55405W104	8,512,850.01	382,600	382,600
Nabors Industries Ltd. 95,300	COM	G6359F103	1,377,085.00	95,300	95,300
NASDAQ OMX Group, Inc. (The) 77,800	COM	631103108	1,945,778.00	77,800	77,800
NASDAQ OMX Group, Inc. (The) 14,890,000	CV 2.5% 08/15/2013	631103AA6	14,964,450.00	14,890,000	14,890,000
Nash Finch Co. 1,109,000 2,915,000	CV Step% 03/15/2035	631158AD4	1,886,250.00	4,024,000	4,024,000

<PAGE>

<TABLE>

<S>  
<C>

<C>

<C>

<C>

<C>

<C>

National Grid plc 176,327 1,135	Spon ADR	636274300	10,193,417.28	177,462	176,327
National Oilwell Varco, Inc. 110,421 16,302	COM	637071101	8,661,517.05	126,723	126,723
National Penn Bancshares, Inc. 5,528,700 615,600	COM	637138108	57,264,876.00	6,144,300	6,144,300
Natural Grocers by Vitamin Cottage Inc. 176,655	COM	63888U108	3,372,343.95	176,655	176,655
Navigators Group, Inc. (The) 1,039,181 112,300	COM	638904102	58,806,134.67	1,151,481	1,151,481
Navistar International Corp. 17,428,000 4,775,000	CV 3% 10/15/2014	63934EAL2	20,385,129.56	22,203,000	22,203,000
NCR Corp. 5,605,782 416,350	COM	62886E108	153,443,923.37	6,022,132	6,022,132
Neenah Paper, Inc. 152,775 37,900	COM	640079109	5,428,517.24	190,675	190,675
NetApp, Inc. 894,505 16,140	COM	64110D104	30,552,139.75	910,645	910,645
NetApp, Inc. 43,052,000 12,035,000	CV 1.75% 06/01/2013	64110DAB0	62,179,451.27	55,087,000	55,087,000
Netspend Holdings, Inc. 1,711,900 32,219	COM	64118V106	20,615,486.57	1,744,119	1,744,119
Netsuite, Inc. 566,269 15,207	COM	64118Q107	39,133,334.80	581,476	581,476
NeuStar, Inc. 38,126	Class A	64126X201	1,598,623.18	38,126	38,126
Newfield Exploration Co. 31,341 4,758	COM	651290108	966,731.22	36,099	36,099
New Gold Inc. 1,219,800 362,200	COM	644535106	17,449,460.00	1,582,000	1,582,000
Newmont Mining Corp. 32,700	COM	651639106	1,518,588.00	32,700	32,700
Newmont Mining Corp. 26,250,000	CV 1.25% 07/15/2014	651639AH9	31,024,218.79	26,250,000	26,250,000
Newmont Mining Corp. 21,502,000 7,955,000	CV 1.625% 07/15/2017	651639AJ5	38,404,563.75	29,457,000	29,457,000
News Corp. 2,248,300	COM	65248E104	57,421,582.00	2,248,300	2,248,300
NextEra Energy, Inc. 1,676,309 64,689	COM	65339F101	120,459,651.66	1,740,998	1,740,556
NextEra Energy, Inc. 330,570 95,730	CV PFD 5.889% 09/01/15	65339F887	21,340,578.00	426,300	426,300
NIC Inc. 813,539 170,170	COM	62914B100	16,073,805.06	983,709	983,709
Nike, Inc. 270,566	Class B	654106103	13,961,205.60	270,566	270,566
NJ Resources Corp. 766,345 84,900	COM	646025106	33,726,326.90	851,245	851,245
Noble Energy, Inc. 1,339,382 69,264	COM	655044105	143,315,644.04	1,408,646	1,408,646
Nordson Corp. 314,983 16,900	COM	655663102	20,948,454.96	331,883	331,883
Nordstrom, Inc. 11,700	COM	655664100	625,950.00	11,700	11,700
Norfolk Southern Corp. 19,961	COM	655844108	1,234,388.24	19,961	19,961
Northeast Utility Service Co. 638,318 7,800	COM	664397106	25,250,291.44	646,118	646,118
Northrim BanCorp, Inc. 222,203 55,356	COM	666762109	6,286,711.39	277,559	277,559
Novadaq Technologies Inc. 494,065	COM	66987G102	4,387,297.18	494,065	494,065
Nuance Communications, Inc. 2,715,275 97,100	COM	67020Y100	62,772,209.97	2,812,375	2,812,375
Nuance Communications, Inc. 23,762,000 4,560,000	CV 2.75% 08/15/2027	67020YAB6	37,385,039.99	28,322,000	28,322,000
Nuance Communications, Inc. 15,660,000 3,670,000	CV 2.75% 11/01/2031	67020YAF7	21,081,781.33	19,330,000	19,330,000

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Nucor Corp. 82,920		COM	670346105	3,580,485.60	82,920	82,920
NV Energy, Inc. 4,487,439	135,200	COM	67073Y106	83,854,671.44	4,622,639	4,622,639
NVIDIA Corp. 223,094		COM	67066G104	2,741,825.26	223,094	223,094
NYSE Euronext 11,600		COM	629491101	365,864.00	11,600	11,600
Oaktree Capital Group LLC 1,769,360		Unit	674001201	80,488,186.40	1,769,360	1,769,360
Occidental Petroleum Corp. 2,474,107	92,619	COM	674599105	196,636,878.87	2,566,726	2,566,090
Oceaneering International, Inc. 153,004		COM	675232102	8,230,085.16	153,004	153,004
Ocean Rig UDW, Inc. 1,172,690	134,927	COM	Y64354205	19,575,026.49	1,307,617	1,305,941
Ocwen Financial Corp. 1,196,469	180,089	COM	675746309	47,615,141.22	1,376,558	1,376,558
Olin Corp. 1,669,865	179,700	COM	680665205	39,932,108.35	1,849,565	1,849,565
Omicare, Inc. 1,175,000	2,110,000	CV 3.25% 12/15/2035	681904AL2	3,293,212.50	3,285,000	3,285,000
Omicare, Inc. 14,390,000	4,345,000	CV 3.75% 12/15/2025	681904AN8	27,704,381.25	18,735,000	18,735,000
Omnicom Group, Inc. 16,430,000	12,440,000	CV 0% 07/01/2038	682134AA9	31,053,293.87	28,870,000	28,870,000
Omnicom Group, Inc. 322,253	15,406	COM	681919106	16,869,443.64	337,659	337,084
ON Semiconductor Corp. 10,830,000	7,035,000	CV 2.625% 12/15/2026	682189AG0	18,333,956.25	17,865,000	17,865,000
ON Semiconductor Corp. 9,800,000		CV 2.625% 12/15/2026	682189AH8	10,492,125.00	9,800,000	9,800,000
Onyx Pharmaceuticals, Inc. 1,886,647	92,386	COM	683399109	149,476,362.49	1,979,033	1,979,033
Onyx Pharmaceuticals, Inc. 12,906,000	3,765,000	CV 4% 08/15/2016	683399AB5	33,831,710.82	16,671,000	16,671,000
OpenTable, Inc. 316,301	8,303	COM	68372A104	15,840,675.20	324,604	324,604
Oracle Corp. 1,443,854	55,671	COM	68389X105	49,964,173.00	1,499,525	1,498,807
Orient-Express Hotels Ltd. 4,155,358	445,432	COM	G67743107	53,783,235.10	4,600,790	4,600,790
ORIX Corp. 217,079	1,478	Spon ADR	686330101	12,379,068.48	218,557	217,079
Oshkosh Corp. 565,500	162,600	COM	688239201	21,588,165.00	728,100	728,100
Overhill Farms, Inc. 1,680,161	304,614	COM	690212105	8,594,075.75	1,984,775	1,984,775
Owens-Illinois, Inc. 22,000		COM	690768403	467,940.00	22,000	22,000
Oxford Industries, Inc. 19,500		COM	691497309	904,020.00	19,500	19,500
Paccar, Inc. 174,086	25,403	COM	693718108	9,018,897.69	199,489	199,489
Pacific Gas & Electric Co. 1,922,251	90,002	COM	69331C108	80,852,325.54	2,012,253	2,011,597
PacWest Bancorp 2,424,742	330,200	COM	695263103	68,267,462.76	2,754,942	2,754,942
Palo Alto Networks, Inc. 532,579	7,439	COM	697435105	28,901,763.36	540,018	540,018
Panera Bread Co. 38,014		Class A	69840W108	6,037,763.62	38,014	38,014
PAREXEL International Corp. 1,387,540	153,400	COM	699462107	45,596,414.60	1,540,940	1,540,940
Park Sterling Corp. 684,100	168,700	COM	70086Y105	4,460,143.99	852,800	852,800
Parkway Properties, Inc. 339,800	81,300	COM	70159Q104	5,891,189.01	421,100	421,100

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
PartnerRe Ltd. 804,665	22,700	COM	G6852T105	66,594,608.82	827,365	827,365
Paychex, Inc. 121,200		COM	704326107	3,774,168.00	121,200	121,200
PDF Solutions, Inc. 213,591		COM	693282105	2,943,283.99	213,591	213,591
Pebblebrook Hotel Trust 3,104,425	468,300	COM	70509V100	82,529,947.50	3,572,725	3,572,725
Penske Auto Group 2,584,278	256,100	COM	70959W103	85,466,974.01	2,840,378	2,840,378
Pentair Ltd. 585,932	11,600	Registered Shares	H6169Q108	29,368,697.86	597,532	597,532
People United Financial, Inc. 2,970,065	261,130	COM	712704105	39,065,147.55	3,231,195	3,231,195
PepsiCo, Inc. 1,370,245	34,943	COM	713448108	96,157,014.84	1,405,188	1,404,727
Performant Financial Corp. 158,116		COM	71377E105	1,596,971.60	158,116	158,116
Pericom Semiconductor Corp. 517,132	130,426	COM	713831105	5,199,890.76	647,558	647,558
PerkinElmer, Inc. 2,125,252	90,300	COM	714046109	70,321,620.49	2,215,552	2,215,552
Perrigo Co. 32,876		COM	714290103	3,420,090.28	32,876	32,876
PetSmart, Inc. 18,692		COM	716768106	1,277,411.28	18,692	18,692
Pfizer, Inc. 9,743,738	173,014	COM	717081103	248,712,140.16	9,916,752	9,910,460
Pharmacyclics, Inc. 407,014	10,976	COM	716933106	24,201,621.00	417,990	417,990
PHH Corp. 318,000	91,300	COM	693320202	9,311,575.00	409,300	409,300
Philip Morris Int'l, Inc. 1,115,576	5,851	COM	718172109	93,796,154.28	1,121,427	1,120,716
Phillips 66 65,550		COM	718546104	3,480,705.00	65,550	65,550
Piedmont Natural Gas Company, Inc. 375,236	7,300	COM	720186105	11,977,202.16	382,536	382,536
Pier 1 Imports, Inc. 1,564,345	31,200	COM	720279108	31,910,900.00	1,595,545	1,595,545
Pioneer Natural Resources Co. 5,739,000	2,390,000	CV 2.875% 01/15/2038	723787AH0	14,571,232.50	8,129,000	8,129,000
Piper Jaffray Cos., Inc. 91,128		COM	724078100	2,927,942.63	91,128	91,128
Plains Exploration & Production Co. 139,800	39,500	COM	726505100	8,416,342.00	179,300	179,300
Plum Creek Timber Co., Inc. 11,200		COM	729251108	496,944.00	11,200	11,200
PNC Financial Services Group 2,854,919	133,468	COM	693475105	174,252,845.97	2,988,387	2,987,453
Polaris Industries Inc. 80,686		COM	731068102	6,789,726.90	80,686	80,686
PolyOne Corp. 10,000		COM	73179P106	204,200.00	10,000	10,000
Polypore International, Inc. 384,804	10,305	COM	73179V103	18,372,568.50	395,109	395,109
Pool Corp. 366,482	104,118	COM	73278L105	19,915,792.00	470,600	470,600
Portfolio Recovery Associates 424,855	47,753	COM	73640Q105	50,502,890.88	472,608	472,608
Post Properties, Inc. 137,000		COM	737464107	6,843,150.00	137,000	137,000
Powell Industries, Inc. 73,700	19,100	COM	739128106	3,853,983.97	92,800	92,800
PPG Industries, Inc. 342,937	16,117	COM	693506107	48,597,958.90	359,054	359,054

PPL Corp. 2,219,668	34,195	COM	69351T106	64,528,097.69	2,253,863	2,252,940
</TABLE>						
<PAGE>						
<TABLE>						
<S>						
<C>						
PPL Corp.			CVPFD 8.75% 05/01/2014	69351T114	41,513,141.25	772,625
592,325	180,300					772,625
PPL Corp.			CVPFD 9.5% 07/01/2013	69351T601	1,809,926.00	34,600
34,600						34,600
Praxair, Inc.		COM		74005P104	15,185,202.45	138,741
138,741						138,741
Precision Castparts Corp.		COM		740189105	13,480,453.14	71,167
62,905	8,262					71,167
PriceSmart, Inc.		COM		741511109	36,924,363.30	479,226
466,737	12,489					479,226
Procter & Gamble Co.		COM		742718109	181,101,530.97	2,667,573
2,609,951	57,622					2,665,707
Prologis, Inc.		COM		74340W103	10,483,577.00	287,300
282,000	5,300					287,300
Prologis LP			CV 3.25% 03/15/2015	74340XAT8	18,016,518.83	15,830,000
7,565,000	8,265,000					15,830,000
Proofpoint, Inc.		COM		743424103	6,122,624.71	497,370
497,370						497,370
Protective Life Corp.		COM		743674103	2,032,038.00	71,100
71,100						71,100
Proto Labs, Inc.		COM		743713109	37,547,352.90	952,495
931,828	20,667					952,495
Providence Service Corp.		COM		743815102	14,194,397.44	835,456
649,813	185,643					835,456
Prudential Financial, Inc.		COM		744320102	204,795,039.50	3,840,147
3,681,120	159,027					3,839,037
Prudential plc		Spon ADR		74435K204	15,048,276.75	527,085
523,414	3,671					523,414
Puma Biotechnology, Inc.		COM		74587V107	2,262,600.00	120,672
120,672						120,672
PVH Corp.		COM		693656100	57,123,858.80	514,583
490,127	24,456					514,583
QEP Resources, Inc.		COM		74733V100	21,354,576.90	705,470
691,670	13,800					705,470
Qihoo 360 Technology Co. Ltd.		Spon ADR		74734M109	22,100,850.03	744,387
724,814	19,573					744,387
Quaker Chemical Corp.		COM		747316107	7,373,433.98	136,900
109,400	27,500					136,900
QUALCOMM, Inc.		COM		747525103	69,103,242.18	1,114,209
1,033,722	80,487					1,114,209
Quanta Services, Inc.		COM		74762E102	1,608,418.02	58,938
58,938						58,938
Rackspace Hosting, Inc.		COM		750086100	1,840,410.60	24,780
24,780						24,780
Radian Group, Inc.			CV 3% 11/15/2017	750236AK7	16,262,221.91	18,285,000
16,680,000	1,605,000					18,285,000
Ralph Lauren Corp.		COM		751212101	6,675,787.68	44,529
44,529						44,529
Range Resources Corp.		COM		75281A109	133,725,361.43	2,128,368
2,052,738	75,630					2,128,368
Raymond James Financial, Inc.		COM		754730109	202,944,676.63	5,267,186
5,046,686	220,500					5,267,186
Rayonier TRS Holdings, Inc.			CV 4.5% 08/15/2015	75508AAC0	6,149,140.67	3,875,000
1,990,000	1,885,000					3,875,000
Raytheon Co.		COM		755111507	27,128,028.00	471,300
471,300						471,300
RBC Bearings, Inc.		COM		75524B104	31,551,860.82	630,155
617,021	13,134					630,155
Realogy Holdings Corp.		COM		75605Y106	34,744,306.63	828,034
791,810	36,224					828,034
Red Hat, Inc.		COM		756577102	9,371,060.16	176,946
176,946						176,946
Red Robin Gourmet Burgers, Inc.		COM		75689M101	27,716,624.94	785,396
750,596	34,800					785,396

Regal Beloit Corp. 557,386 59,200	COM	758750103	43,450,815.42	616,586	616,586
Regions Financial Corp. 6,414,177 128,747	COM	7591EP100	46,585,618.88	6,542,924	6,538,599

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Reliance Steel & Aluminum Co.	COM	759509102	259,686,302.41	4,181,744	4,181,744
3,945,319 236,425					
RenaissanceRe Holdings Ltd.	COM	G7496G103	32,364,964.05	398,289	398,289
382,989 15,300					
Rent-A-Center, Inc.	COM	76009N100	49,714,556.28	1,446,873	1,446,873
1,306,973 139,900					
ResMed, Inc.	COM	761152107	17,965,473.18	432,174	431,326
401,201 30,973					
Restoration Hardware Holdings Inc.	COM	761283100	22,865,432.08	677,896	677,896
663,126 14,770					
Rexnord Corp.	COM	76169B102	2,130,000.00	100,000	100,000
100,000					
RigNet, Inc.	COM	766582100	5,465,127.16	267,505	267,505
267,505					
Rio Tinto plc	Spon ADR	767204100	97,729,512.29	1,682,381	1,680,580
1,577,280 105,101					
Riverbed Technology, Inc.	COM	768573107	3,285,825.28	166,624	166,624
166,624					
RLI Corp.	COM	749607107	17,129,080.60	264,910	264,910
206,210 58,700					
Roadrunner Transportation Systems, Inc.	COM	76973Q105	6,737,195.98	371,400	371,400
297,300 74,100					
Robert Half Int'l, Inc.	COM	770323103	40,175,772.96	1,262,595	1,262,595
1,215,595 47,000					
Rock-Tenn Co.	Class A	772739207	104,152,896.84	1,489,814	1,489,814
1,442,079 47,735					
Rockwell Automation Inc.	COM	773903109	9,080,662.84	108,116	108,116
108,116					
Rockwood Holdings, Inc.	COM	774415103	4,946,000.00	100,000	100,000
100,000					
Rogers Corp.	COM	775133101	37,669,841.30	758,555	758,555
685,528 73,027					
Roper Industries, Inc.	COM	776696106	6,465,840.00	58,000	58,000
58,000					
Ross Stores, Inc.	COM	778296103	19,705,618.20	363,908	363,908
363,908					
Rovi Corp.	COM	779376102	43,806,464.35	2,839,045	2,839,045
2,726,445 112,600					
Rowan Companies plc	Class A	G7665A101	28,414,986.46	908,698	908,698
893,698 15,000					
Royal Gold, Inc.	COM	780287108	1,040,768.00	12,800	12,800
8,800 4,000					
Royal Gold, Inc.	CV 2.875% 06/15/2019	780287AA6	8,627,859.43	7,725,000	7,725,000
2,845,000 4,880,000					
RPM Int'l, Inc.	COM	749685103	2,938,936.00	100,100	100,100
100,100					
RTI International Metals, Inc.	COM	74973W107	43,739,015.32	1,587,047	1,587,047
1,432,147 154,900					
Ruckus Wireless Inc.	COM	781220108	22,571,297.49	1,001,833	1,001,833
813,598 188,235					
Rudolph Technologies, Inc.	COM	781270103	3,970,803.15	295,227	295,227
207,655 87,572					
Rush Enterprises, Inc.	COM	781846209	8,419,697.11	407,339	407,339
325,339 82,000					
Ryder System Inc.	COM	783549108	98,307,077.14	1,968,898	1,968,898
1,808,498 160,400					
Ryland Group, Inc. (The)	CV 1.625% 05/15/2018	783764AQ6	17,174,600.01	12,640,000	12,640,000
5,270,000 7,370,000					
Ryman Hospitality Properties Inc.	COM	78377T107	45,033,313.98	1,170,913	1,170,913
1,054,053 116,860					
Saks, Inc.	CV 2% 03/15/2024	79377WAL2	2,267,437.50	2,175,000	2,175,000
940,000 1,235,000					

Salesforce.com, Inc. 20,398	COM	79466L302	3,428,903.80	20,398	20,398
Salesforce.com, Inc. 17,167,000 6,420,000	CV 0.75% 01/15/2015	79466LAB0	47,321,418.75	23,587,000	23,587,000
Salix Pharmaceuticals Ltd. 4,240,000 6,920,000	CV 2.75% 05/15/2015	795435AC0	12,820,050.00	11,160,000	11,160,000

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Sanchez Energy Corp. 1,477,850 148,700	COM	79970Y105	29,277,900.00	1,626,550	1,626,550
Sanderson Farms, Inc. 658,900 71,500	COM	800013104	34,730,520.00	730,400	730,400
SanDisk Corp. 29,055,000 5,810,000	CV 1% 05/15/2013	80004CAC5	34,603,512.50	34,865,000	34,865,000
SanDisk Corp. 11,503,000 7,310,000	CV 1.5% 08/15/2017	80004CAD3	21,917,145.00	18,813,000	18,813,000
Sandy Spring Bancorp, Inc. 303,700 75,500	COM	800363103	7,364,063.98	379,200	379,200
SAP AG 82,928 652	Spon ADR	803054204	6,718,160.40	83,580	82,928
Sapient Corp. 3,014,642 120,700	COM	803062108	33,109,211.53	3,135,342	3,135,342
Sarepta Therapeutics, Inc. 1,321,906 27,465	COM	803607100	34,813,771.80	1,349,371	1,349,371
SBA Communications Corp. 175,031	Class A	78388J106	12,430,701.62	175,031	175,031
SBA Communications Corp. 910,000 3,335,000	CV 1.875% 05/01/2013	78388JAN6	7,235,071.92	4,245,000	4,245,000
SBA Communications Corp. 1,305,000 1,550,000	CV 4% 10/01/2014	78388JAM8	6,764,565.69	2,855,000	2,855,000
SCANA Corp. 70,249	COM	80589M102	3,206,164.36	70,249	70,249
ScanSource, Inc. 1,120,442 124,474	COM	806037107	39,550,981.32	1,244,916	1,244,916
SCBT Financial Corp. 278,025 70,500	COM	78401V102	14,003,734.55	348,525	348,525
Schlumberger Ltd. 2,428,069 111,016	COM	806857108	175,933,199.61	2,539,085	2,538,137
SeaCube Container Leasing Ltd. 347,424 86,000	COM	G79978105	8,170,042.38	433,424	433,424
Sealed Air Corp. 2,080,218 71,900	COM	81211K100	37,683,586.24	2,152,118	2,152,118
SEI Investments Co. 125,098	COM	784117103	2,919,787.32	125,098	125,098
Selective Insurance Group, Inc. 2,148,800 235,000	COM	816300107	45,935,826.00	2,383,800	2,383,800
Semtech Corp. 773,499 221,432	COM	816850101	28,803,252.45	994,931	994,931
ServiceNow, Inc. 436,698 11,733	COM	81762P102	13,466,382.93	448,431	448,431
Sherwin-Williams Co. (The) 7,250	COM	824348106	1,115,195.00	7,250	7,250
Ship Finance International Ltd. 314,200 89,000	COM	G81075106	6,705,216.00	403,200	403,200
Shire plc 94,216 615	Spon ADR	82481R106	8,741,521.58	94,831	94,216
Shoe Carnival, Inc. 253,560 63,990	COM	824889109	6,506,600.00	317,550	317,550
Shutterstock Inc. 220,110	COM	825690100	5,722,860.00	220,110	220,110
Sigma-Aldrich Corp. 109,701 3,700	COM	826552101	8,344,045.58	113,401	113,401
Signature Bank 2,751,595 158,358	COM	82669G104	207,596,047.11	2,909,953	2,909,953
Silgan Holdings, Inc. 963,070 106,212	COM	827048109	44,471,438.38	1,069,282	1,069,282
Silicon Laboratories, Inc.	COM	826919102	15,423,834.43	368,903	368,903

289,003	79,900						
Siliconware Precision Industries Co.		Spon ADR	827084864	37,996,193.28	7,115,392	7,105,141	
6,817,341	298,051						
Simon Property Group, Inc.		COM	828806109	608,646.50	3,850	3,850	
3,850							
Skyworks Solutions, Inc.		COM	83088M102	3,037,549.90	149,633	149,633	
149,633							
Smart Balance, Inc.		COM	83169Y108	10,238,110.80	793,652	793,652	
793,652							

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SM Energy Co.		COM	78454L100	11,502,802.78	220,318	220,318	
220,318							
Smithfield Foods, Inc.		CV 4%					
1,204,000	2,035,000	06/30/2013	832248AR9	3,435,364.50	3,239,000	3,239,000	
SodaStream International Ltd.		COM	M9068E105	14,076,875.54	313,586	313,586	
309,827	3,759						
Sohu.com Inc.		COM	83408W103	18,373,884.84	388,126	388,126	
377,931	10,195						
Sotheby's		COM	835898107	18,850,734.00	560,700	560,700	
433,500	127,200						
Southern Co. (The)		COM	842587107	97,125,230.31	2,268,751	2,267,461	
2,258,675	10,076						
Southern National Bancorp of Virginia, Inc.		COM	843395104	3,590,728.06	448,841	448,841	
361,815	87,026						
South Jersey Industries, Inc.		COM	838518108	38,683,638.00	768,600	768,600	
690,500	78,100						
Southwestern Energy Co.		COM	845467109	21,802,931.67	652,587	652,587	
638,138	14,449						
Sovran Self Storage, Inc.		COM	84610H108	10,400,073.31	167,473	167,473	
160,773	6,700						
Spectranetics Corp. (The)		COM	84760C107	5,714,084.65	386,871	386,871	
386,871							
Spectrum Brands Holdings, Inc.		COM	84763R101	85,351,813.69	1,899,662	1,899,662	
1,763,362	136,300						
Spirit Aerosystems Hldgs, Inc.		Class A	848574109	14,257,684.90	840,170	840,170	
757,572	82,598						
Spirit Airlines, Inc.		COM	848577102	8,173,651.20	461,267	461,267	
447,467	13,800						
Splunk, Inc.		COM	848637104	22,848,780.92	787,346	787,346	
767,478	19,868						
SPX Corp.		COM	784635104	3,834,539.30	54,662	54,662	
54,662							
Senior Housing Properties Trust		Class A	81721M109	1,264,740.00	53,500	53,500	
53,500							
SS&C Technologies Holdings		COM	78467J100	21,109,299.84	913,032	913,032	
709,732	203,300						
Stanley Black & Decker Inc.		COM	854502101	2,744,287.00	37,100	37,100	
37,100							
Stanley Black & Decker, Inc.		CVPFD 4.75%					
88,769	48,540	11/17/2015	854502309	16,575,942.48	137,309	137,309	
Starbucks Corp.		COM	855244109	3,371,786.46	62,883	62,883	
62,883							
Starwood Hotels & Resorts, Inc.		COM	85590A401	32,513,540.88	566,833	566,833	
557,271	9,562						
State Street Corp.		COM	857477103	18,028,664.07	383,507	383,507	
379,326	4,181						
Sterling Bancorp		COM	859158107	6,903,557.99	757,800	757,800	
606,500	151,300						
Steve Madden Ltd.		COM	556269108	24,745,153.89	585,407	585,407	
570,399	15,008						
Stifel Financial Corp.		COM	860630102	26,733,314.00	836,200	836,200	
752,700	83,500						
St. Jude Medical, Inc.		COM	790849103	2,392,468.00	66,200	66,200	
66,200							
Stratasys Ltd.		COM	M85548101	43,961,152.90	548,486	548,486	

534,414	14,072					
Stryker Corp.		COM	863667101	12,436,903.76	226,868	226,868
226,868						
Suncor Energy, Inc.		COM	867224107	70,837,346.24	2,147,888	2,146,853
2,129,645	18,243					
SunPower Corp.		COM	867652406	6,329,968.97	1,126,329	1,126,329
1,126,329						
SunPower Corp.		CV 4.5%				
		03/15/2015	867652AE9	39,517,485.00	42,378,000	42,378,000
35,683,000	6,695,000					
SunTrust Banks, Inc.		COM	867914103	229,654,788.30	8,100,698	8,097,320
7,824,747	275,951					
Superior Energy Services, Inc.		COM	868157108	126,204,608.33	6,090,956	6,090,956
5,697,242	393,714					

</TABLE>

<PAGE>

<TABLE>						
<S>		<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>				
SurModics, Inc.		COM	868873100	11,221,388.39	501,851	501,851
453,566	48,285					
Susquehanna Bancshares, Inc.		COM	869099101	50,600,877.44	4,828,328	4,828,328
4,345,728	482,600					
SVB Financial Group		COM	78486Q101	71,758,857.15	1,282,095	1,282,095
1,125,703	156,392					
Symantec Corp.		COM	871503108	417,582.00	22,200	22,200
22,200						
Symantec Corp.		CV 1%				
		06/15/2013	871503AF5	11,159,671.89	10,351,000	10,351,000
10,351,000						
Synaptics, Inc.		COM	87157D109	24,164,241.64	806,281	806,281
777,181	29,100					
Syngenta AG		Spon ADR	87160A100	10,128,522.40	125,353	124,464
124,464	889					
Synovus Financial Corp.		COM	87161C105	12,996,025.00	5,304,500	5,304,500
4,129,800	1,174,700					
Sysco Corp.		COM	871829107	7,295,635.42	230,437	230,437
230,437						
Taiwan Semiconductor Manufacturing Company Ltd.		Spon ADR	874039100	20,164,956.24	1,175,114	1,168,167
1,168,167	6,947					
Take-Two Interactive Software Inc.		CV 4.375%				
		06/01/2014	874054AA7	18,215.70	15,000	15,000
15,000						
TAL International Group, Inc.		COM	874083108	112,758,755.01	3,099,471	3,099,471
2,875,471	224,000					
Target Corp.		COM	87612E106	191,167,205.21	3,230,813	3,230,298
3,095,649	135,164					
TD Ameritrade Holding Corp.		COM	87236Y108	11,341,740.62	674,702	674,702
662,502	12,200					
Team Health Holdings, Inc.		COM	87817A107	133,576,463.18	4,642,908	4,642,908
4,367,593	275,315					
Team, Inc.		COM	878155100	10,719,976.36	281,808	281,808
240,708	41,100					
TE Connectivity Ltd.		COM	H84989104	37,679,658.24	1,015,077	1,015,077
995,477	19,600					
Telephone & Data Systems, Inc.		COM	879433829	2,200,716.00	99,400	99,400
99,400						
Tenet Healthcare Corp.		COM	88033G407	15,117,220.26	465,575	465,575
360,875	104,700					
Teradata Corp.		COM	88076W103	9,276,444.54	149,886	149,886
149,886						
Teradyne, Inc.		COM	880770102	58,677,582.78	3,474,102	3,474,102
3,131,802	342,300					
Terreno Realty Corp.		COM	88146M101	4,573,328.03	296,200	296,200
236,800	59,400					
Territorial Bancorp, Inc.		COM	88145X108	7,826,125.01	342,500	342,500
273,900	68,600					
Tesco Corp.		COM	88157K101	1,988,694.02	174,600	174,600
145,700	28,900					
Tesla Motors, Inc.		COM	88160R101	32,152,723.26	949,298	949,298
924,963	24,335					
Tesoro Corp.		COM	881609101	1,206,970.00	27,400	27,400
27,400						

Tetra Tech, Inc. 2,367,257 161,500	COM	88162G103	66,885,622.57	2,528,757	2,528,757
Teva Pharmaceutical Industries Ltd.	Spon ADR	881624209	161,086,589.66	4,314,049	4,313,258
4,131,278 182,771					
Texas Capital Bancshares, Inc.	COM	88224Q107	63,798,894.54	1,423,447	1,423,447
1,318,113 105,334					
Texas Instruments, Inc.	COM	882508104	68,174,866.76	2,203,454	2,201,697
2,157,804 45,650					
Theravance Inc.	COM	88338T104	1,247,120.00	56,000	56,000
56,000					
Theravance Inc.	CV 3%				
	01/15/2015	88338TAA2	5,331,543.75	4,755,000	4,755,000
380,000 4,375,000					
Thermo Fisher Scientific, Inc.	COM	883556102	251,120,611.32	3,937,294	3,937,294
3,748,297 188,997					
Thermon Group Holdings, Inc.	COM	88362T103	25,260,478.29	1,121,193	1,121,193
1,054,832 66,361					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
TIBCO Software, Inc. 271,605	COM	88632Q103	5,978,026.05	271,605	271,605
Tidewater, Inc. 287,190 5,700	COM	886423102	13,086,325.20	292,890	292,890
Tiffany & Co. 692,277 18,100	COM	886547108	40,733,017.21	710,377	710,377
Tile Shop Holdings, Inc. (The) 509,972 11,900	COM	88677Q109	8,783,105.77	521,872	521,872
Tilly's Inc. 242,501	Class A	886885102	3,271,338.48	242,501	242,501
Time Warner Cable, Inc. 284,400 2,408	COM	88732J207	27,874,869.52	286,808	286,403
Time Warner, Inc. 4,123,444 180,981	COM	887317303	205,880,647.75	4,304,425	4,304,425
Timken Co. (The) 32,400	COM	887389104	1,549,692.00	32,400	32,400
Titan International, Inc. 2,430,490 261,850	COM	88830M102	58,477,624.80	2,692,340	2,692,340
Titan Machinery Inc. 194,300 47,800	COM	88830R101	5,979,870.03	242,100	242,100
TJX Cos., Inc. 530,727	COM	872540109	22,529,361.15	530,727	530,727
TMS International Corp. 493,900 122,600	COM	87261Q103	7,718,579.99	616,500	616,500
Total S.A. 561,380	Spon ADR	89151E109	29,197,373.80	561,380	561,380
Towers Watson & Co. 42,900	Class A	891894107	2,411,409.00	42,900	42,900
Toyota Motor Corp. 183,880 1,306	Spon ADR	892331307	17,268,594.50	185,186	183,880
Tractor Supply Co. 89,009	COM	892356106	7,864,835.24	89,009	89,009
Travelers Companies, Inc. (The) 3,070,138 126,804	COM	89417E109	229,604,374.44	3,196,942	3,196,326
Trex Co., Inc. 175,856	COM	89531P105	6,547,118.87	175,856	175,856
Trimas Corp. 1,776,167 197,578	COM	896215209	55,185,910.20	1,973,745	1,973,745
Trimble Navigation Ltd. 340,070 13,300	COM	896239100	21,124,458.61	353,370	353,370
Trinity Industries, Inc. 2,814,000	CV 3.875%				
	06/01/2036	896522AF6	3,160,473.82	2,814,000	2,814,000
Triumph Group, Inc. 21,500	COM	896818101	1,403,950.00	21,500	21,500
T. Rowe Price Group, Inc. 265,041 23,929	COM	74144T108	18,820,616.10	288,970	288,970
TrueBlue, Inc. 832,003 93,000	COM	89785X101	14,568,797.25	925,003	925,003
Trulia, Inc. 286,647	COM	897888103	4,655,147.27	286,647	286,647

TRW Automotive Holdings Corp. 14,500	COM	87264S106	777,345.00	14,500	14,500
TRW Automotive, Inc. 4,509,000 2,165,000	CV 3.5% 12/01/2015	87264MAH2	12,784,881.39	6,674,000	6,674,000
Tumi Holdings Inc. 1,404,801 36,985	COM	89969Q104	30,061,238.10	1,441,786	1,441,786
Tupperware Brands Corp. 640,267 12,700	COM	899896104	41,855,184.70	652,967	652,967
Tyco International Ltd. 730,085 14,300	COM	H89128104	21,773,261.25	744,385	744,385
UGI Corp. 69,300	COM	902681105	2,266,803.00	69,300	69,300
Ultra Salon, Inc. 156,031 4,104	COM	90384S303	15,734,865.10	160,135	160,135
Ultimate Software Group, Inc. (The) 305,378 8,179	COM	90385D107	29,602,916.37	313,557	313,557
Under Armour, Inc. 225,644 3,716	COM	904311107	11,130,840.80	229,360	229,360

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Unilever N.V. (NY Shares) 273,755 1,946	Spon ADR	904784709	10,559,348.30	275,701	273,755
Union Pacific Corp. 648,221 25,486	COM	907818108	84,698,444.04	673,707	673,707
UnitedHealth Group, Inc. 2,000,060 36,837	COM	91324P102	110,481,293.28	2,036,897	2,035,631
United Natural Foods, Inc. 721,546 18,999	COM	911163103	39,685,806.55	740,545	740,545
United Rentals, Inc. 1,852,444 54,161	COM	911363109	86,788,659.62	1,906,605	1,906,605
United Rentals, Inc. 2,881,000 2,235,000	CV 4% 11/15/2015	911363AL3	21,103,500.00	5,116,000	5,116,000
United States Steel Corp. 1,272,153 31,035	COM	912909108	31,107,097.56	1,303,188	1,302,348
United States Steel Corp. 480,000 2,740,000	CV 4% 05/15/2014	912909AE8	3,487,662.58	3,220,000	3,220,000
United Technologies Corp. 1,913,583 43,037	COM	913017109	160,462,406.20	1,956,620	1,955,840
United Technologies Corp. 716,827 160,465	CVFPD 7.5% 08/01/2015	913017117	48,873,937.32	877,292	877,292
Universal Health Services, Inc. 442,698 8,700	Class B	913903100	21,825,093.30	451,398	451,398
Universal Stainless & Alloy Products, Inc. 132,083 32,600	COM	913837100	6,055,393.95	164,683	164,683
Unum Group 59,500	COM	91529Y106	1,238,790.00	59,500	59,500
Urban Outfitters, Inc. 197,900	COM	917047102	7,789,344.00	197,900	197,900
URS Corp. 6,249,272 353,700	COM	903236107	259,232,680.72	6,602,972	6,602,972
U.S. Bancorp 4,129,801 279,098	COM	902973304	140,820,234.06	4,408,899	4,408,899
U.S. Physical Therapy, Inc. 215,949 53,900	COM	90337L108	7,431,641.43	269,849	269,849
Valero Energy Corp. 4,340,667 185,062	COM	91913Y100	154,417,873.48	4,525,729	4,524,777
Validus Holdings Ltd. 1,601,290 176,600	COM	G9319H102	61,479,436.20	1,777,890	1,777,890
Valmont Industries, Inc. 8,700	COM	920253101	1,187,985.00	8,700	8,700
Valspar Corp. (The) 26,600	COM	920355104	1,659,840.00	26,600	26,600
Vascular Solutions, Inc. 430,102	COM	92231M109	6,795,611.62	430,102	430,102
VCA Antech, Inc. 2,510,300 404,600	COM	918194101	61,358,645.00	2,914,900	2,914,900
Velti plc 1,987,184 40,841	COM	G93285107	9,126,112.45	2,028,025	2,028,025

Ventas, Inc. 488,994	9,000	COM	92276F100	32,230,171.68	497,994	497,994
Vera Bradley, Inc. 63,357	1,643	COM	92335C106	1,631,500.00	65,000	65,000
Verisign Inc. 142,291		COM	92343E102	5,523,736.62	142,291	142,291
VeriSign, Inc. 6,193,000	5,935,000	CV 3.25% 08/15/2037	92343EAD4	15,357,080.00	12,128,000	12,128,000
Verizon Communications, Inc. 4,903,776	263,891	COM	92343V104	223,604,951.08	5,167,667	5,165,907
Vertex Pharmaceuticals, Inc. 273,599	21,322	COM	92532F100	12,368,986.74	294,921	294,921
Vertex Pharmaceuticals, Inc. 16,362,000	5,065,000	CV 3.35% 10/01/2015	92532FAN0	24,199,118.36	21,427,000	21,427,000
VF Corp. 63,063		COM	918204108	9,520,621.11	63,063	63,063
ViewPoint Financial Group Inc. 1,644,597	148,778	COM	92672A101	37,553,272.52	1,793,375	1,793,375
Virtusa Corp. 337,500	85,400	COM	92827P102	6,948,247.03	422,900	422,900

<PAGE>

<TABLE>						
<S>						
<C>	<C>	<C>	<C>	<C>	<C>	<C>
Visa, Inc. 23,847		Class A	92826C839	3,614,728.26	23,847	23,847
Vitamin Shoppe, Inc. 550,803	14,456	COM	92849E101	32,423,256.24	565,259	565,259
VMware, Inc. 87,649	11,776	COM	928563402	9,359,869.50	99,425	99,425
Vocera Communications Inc. 892,298	16,947	COM	92857F107	22,822,049.50	909,245	909,245
Volcano Corp. 1,895,000	3,145,000	CV 1.75% 12/01/2017	928645AB6	5,103,000.00	5,040,000	5,040,000
Vornado Realty Trust 1,200,595	52,008	REIT	929042109	100,308,448.24	1,252,603	1,252,603
Vulcan Materials Co. 726,411	25,400	COM	929160109	39,131,762.49	751,811	751,811
Wabtec Corp. 16,330		COM	929740108	1,429,528.20	16,330	16,330
WageWorks, Inc. 257,429		COM	930427109	4,582,236.20	257,429	257,429
Walgreen Co. 476,300		COM	931422109	17,627,863.00	476,300	476,300
Wal-Mart Stores, Inc. 586,653	5,840	COM	931142103	40,425,797.39	592,493	592,493
Walt Disney Co. 4,274,250	163,382	COM	254687106	220,949,697.28	4,437,632	4,436,202
Walter Energy, Inc. 8,800		COM	93317Q105	315,744.00	8,800	8,800
Washington Banking Co. 431,301	107,500	COM	937303105	7,338,469.59	538,801	538,801
Washington Federal, Inc. 1,351,356	143,400	COM	938824109	25,216,533.72	1,494,756	1,494,756
Waste Connections, Inc. 443,972	17,300	COM	941053100	15,586,380.97	461,272	461,272
Watsco, Inc. 29,500		COM	942622200	2,209,550.00	29,500	29,500
Weatherford International Ltd. 233,111	9,121	COM	H27013103	2,710,576.08	242,232	242,232
Webster Financial Corp. 501,400	142,700	COM	947890109	13,236,255.00	644,100	644,100
Weingarten Realty Investors 1,326,360	147,600	COM	948741103	39,457,909.20	1,473,960	1,473,960
WellCare Health Plans Inc. 296,900	84,500	COM	94946T106	18,570,366.00	381,400	381,400
WellPoint, Inc. 156,700		COM	94973V107	9,546,164.00	156,700	156,700
Wells Fargo & Co. 11,943,275	327,942	COM	949746101	419,430,197.06	12,271,217	12,264,969
Wells Fargo & Co.		CVPFD 7.5%				

27,574	13,725	12/31/49	949746804	50,591,275.00	41,299	41,299
Werner Enterprises, Inc.		COM	950755108	31,937,636.06	1,473,818	1,473,818
1,335,318	138,500					
WESCO International, Inc.		COM	95082P105	114,948,460.44	1,704,708	1,704,708
1,560,908	143,800					
WESCO International, Inc.		CV 6%				
		09/15/2029	95082PAH8	9,642,030.00	3,884,000	3,884,000
1,389,000	2,495,000					
Western Alliance Bancorp.		COM	957638109	40,434,736.79	3,839,956	3,839,956
3,729,402	110,554					
West Pharmaceutical Services, Inc.		COM	955306105	37,980,075.00	693,700	693,700
624,200	69,500					
Weyerhaeuser Co.		COM	962166104	31,073,688.10	1,116,955	1,116,955
1,101,155	15,800					
WhiteWave Foods Co.		Class A	966244105	2,952,600.00	190,000	190,000
190,000						
Whiting Petroleum Corp.		COM	966387102	17,890,125.00	412,500	412,500
412,500						
Whiting Petroleum Corp.		CVPFD 6.25%				
		12/31/2049	966387201	396,384.31	1,969	1,969
1,969						
Whole Foods Market, Inc.		COM	966837106	10,790,274.18	118,146	118,146
118,146						

</TABLE>

<PAGE>

<TABLE>						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Williams-Sonoma, Inc.		COM	969904101	2,649,047.94	60,522	60,522
60,522						
Wintrust Financial Corp.		COM	97650W108	54,420,631.79	1,482,851	1,482,851
1,343,451	139,400					
Wisconsin Energy Corp.		COM	976657106	25,926,296.53	703,563	703,563
674,963	28,600					
WisdomTree Investments, Inc.		COM	97717P104	2,468,165.40	403,295	403,295
392,805	10,490					
Workday, Inc.		Class A	98138H101	2,390,969.50	43,871	43,871
43,871						
WPP plc		Spon ADR	92933H101	13,755,136.50	188,685	187,479
187,479	1,206					
W.W. Grainger, Inc.		COM	384802104	19,853,306.48	98,104	98,104
98,104						
Wynn Resorts Ltd.		COM	983134107	15,806,869.82	140,518	140,518
130,636	9,882					
Xcel Energy, Inc.		COM	98389B100	82,381,893.39	3,084,309	3,084,309
2,947,416	136,893					
Xerox Corp.		COM	984121103	1,379,004.00	202,200	202,200
202,200						
Xilinx, Inc.		COM	983919101	68,030,392.30	1,894,997	1,894,997
1,830,597	64,400					
Xilinx, Inc.		CV 2.625%				
		06/15/2017	983919AF8	48,719,108.76	35,659,000	35,659,000
29,094,000	6,565,000					
XL Group plc		COM	G98290102	25,735,016.16	1,026,936	1,026,936
1,008,336	18,600					
Yamana Gold, Inc.		COM	98462Y100	11,206,532.44	651,164	648,942
601,486	49,678					
Yanzhou Coal Mining Co. Ltd.		Spon ADR	984846105	7,469,237.72	437,309	434,159
434,159	3,150					
Yelp Inc.		COM	985817105	28,422,670.90	1,507,834	1,507,834
1,468,751	39,083					
Zillow, Inc.		COM	98954A107	13,452,950.25	484,791	484,791
472,393	12,398					
Zions Bancorp		COM	989701107	61,334,582.80	2,866,102	2,864,796
2,785,516	80,586					
	1065			41,981,673,321.09	2,761,789,434	2,761,569,754
2,238,700,055	523,089,379					

</TABLE>

</TEXT>

</DOCUMENT>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**URS Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

903236107

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 903236107

1. Names of Reporting Persons  
Lord, Abbett & Co. LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 6,249,272	<hr/>
	6.	Shared Voting Power 0	<hr/>
	7.	Sole Dispositive Power 6,602,972	<hr/>
	8.	Shared Dispositive Power 0	<hr/>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,602,972		<hr/>
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> N/A		<hr/>
11.	Percent of Class Represented by Amount in Row (9) 8.59%		<hr/>
12.	Type of Reporting Person (See Instructions) IA		<hr/>

**Item 1.**

- (a) Name of Issuer  
URS Corporation

---

- (b) Address of Issuer's Principal Executive Offices  
600 Montgomery Street, 26<sup>th</sup> Floor  
San Francisco, CA 94111-2728

---

**Item 2.**

- (a) Name of Person Filing  
Lord, Abbett & Co. LLC

---

- (b) Address of Principal Business Office or, if none, Residence  
90 Hudson Street  
Jersey City, NJ 07302.

---

- (c) Citizenship  
See No. 4 on page 2.

---

- (d) Title of Class of Securities  
See cover page.

---

- (e) CUSIP Number  
See cover page.

---

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
See No. 9 on page 2.

---

- (b) Percent of class:  
See No. 11 on page 2.

---

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote  
See No. 5 on page 2.

---

- (ii) Shared power to vote or to direct the vote  
See No. 6 on page 2.

---

- (iii) Sole power to dispose or to direct the disposition of  
See No. 7 on page 2.

---

- (iv) Shared power to dispose or to direct the disposition of

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Securities reported on this Schedule 13G as being beneficially owned by Lord, Abbett & Co. LLC are held on behalf on investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients.

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

4

---

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

\_\_\_\_\_  
Date

/s/ Lawrence H. Kaplan

\_\_\_\_\_  
Signature

Lawrence H. Kaplan/Member

\_\_\_\_\_  
Name/Title

5

---



September 5, 2013

City of Chicago  
Department of Procurement Services  
121 N. LaSalle St.  
Room 806  
Chicago, IL 60602

Reference: URS Corporation  
Economic and Disclosure Statement  
**Lord, Abbett & Co. LLC**

Pursuant to the Rules Regarding Economic Disclosure Statement and Affidavit, and Section 2-154-050 of the Municipal Code, Chapter 2-154, URS Corporation is requesting an exemption for Lord, Abbett & Co. LLC, as follows:

2. An entity that holds an ownership interest in an Applicant of greater than 7.5%, but less than 100%, shall not be required to file an EDS if it is one of the following and, in lieu of an EDS, provides the disclosure information required in certain instances below:

- (d) a mutual fund that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such mutual fund provides a copy of its form N-1A and the most recent amendment thereto; or

Lord Abbett filed an amended Form N-1A with the SEC on April 10, 2013 pursuant the Investment Company Act of 1940, so they are exempt as a mutual fund per Section 2(d). Please also note that Lord Abbett has filed over seventy N-1A amendments with the SEC over the years, and the SEC database does not provide information prior to 1994, so we are sending you their most recent Form N-1A. The remaining amendments and all information reported with the SEC can be found at [www.sec.gov](http://www.sec.gov).

We trust that the enclosed information satisfies the exemption requirement. If you have any other questions, or need any additional information, please let us know.

Sincerely,

**URS Corporation**

Daniel C. Youngman  
Vice President

URS Corporation  
100 South Wacker Drive, Suite 500  
Chicago, IL 60606  
Tel: 312.939.1000  
Fax: 312.939.4198

485BPOS 1 c71390\_485bpos.htm POST-EFFECTIVE AMENDMENT (RULE 485B)

1933 Act File No. 033-68090  
 1940 Act File No. 811-07988

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

**FORM N-1A**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933** **x**

**Pre-Effective Amendment No.** **o**

**Post-Effective Amendment No. 70** **x**

and/or

**REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY  
 ACT OF 1940** **x**

**Amendment No. 70** **x**

**LORD ABBETT INVESTMENT TRUST**

(Exact Name of Registrant as Specified in Charter)

<u>90 Hudson Street, Jersey City, New Jersey</u>	<u>07302-3973</u>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, including Area Code: (800) 201-6984

Thomas R. Phillips, Esq.  
 Vice President and Assistant Secretary  
90 Hudson Street Jersey City, New Jersey 07302  
 (Name and Address of Agent for Service)

It is proposed that this filing will become effective (check appropriate box)

- immediately upon filing pursuant to paragraph (b)
- On (date) pursuant to paragraph (b)
- 60 days after filing pursuant to paragraph (a)(1)
- On (date) pursuant to paragraph (a)(1)
- 75 days after filing pursuant to paragraph (a)(2)
- On (date) pursuant to paragraph (a)(2) of Rule 485

If appropriate, check the following box:

o This post-effective amendment designates a new effective date for a previously filed post-effective amendment.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant certifies that it meets all of the requirements for effectiveness of this Post-Effective Amendment to its Registration Statement under Rule 485(b) under the Securities Act and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, duly authorized, in the City of Jersey City, and State of New Jersey on the 10<sup>th</sup> day of April, 2013.

**LORD ABBETT INVESTMENT TRUST**

BY: /s/ Thomas R. Phillips  
 Thomas R. Phillips  
 Vice President and Assistant Secretary

BY: /s/ Joan A. Binstock  
 Joan A. Binstock  
 Chief Financial Officer and Vice President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>E. Thayer Bigelow*</u> E. Thayer Bigelow	Chairman and Trustee	April 10, 2013
<u>Daria L. Foster*</u> Daria L. Foster	President, CEO and Trustee	April 10, 2013
<u>Robert B. Calhoun, Jr.*</u> Robert B. Calhoun, Jr.	Trustee	April 10, 2013
<u>Evelyn E. Guernsey*</u> Evelyn E. Guernsey	Trustee	April 10, 2013
<u>Julie A. Hill*</u> Julie A. Hill	Trustee	April 10, 2013
<u>Franklin W. Hobbs*</u> Franklin W. Hobbs	Trustee	April 10, 2013
<u>James M. McTaggart</u> James M. McTaggart	Trustee	April 10, 2013
<u>James L.L. Tullis*</u> James L.L. Tullis	Trustee	April 10, 2013

\*BY: /s/ Thomas R. Phillips  
 Thomas R. Phillips  
 Attorney-in-Fact\*

**POWER OF ATTORNEY**

Each person whose signature appears below on this Registration Statement hereby constitutes and appoints Lawrence H. Kaplan, Lawrence B. Stoller, John K. Forst, and Thomas R. Phillips, each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (until revoked in writing) to sign any and all Registration Statements of each Fund enumerated on Exhibit A hereto for which such person serves as a Director/Trustee (including Registration Statements on Forms N-1A and N-14 and any amendments thereto), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ E. Thayer Bigelow</u> E. Thayer Bigelow	Chairman and Director/Trustee	January 1, 2013
<u>/s/ Daria L. Foster</u> Daria L. Foster	President, CEO and Director/Trustee	January 1, 2013
<u>/s/ Robert B. Calhoun, Jr.</u> Robert B. Calhoun, Jr.	Director/Trustee	January 1, 2013
<u>/s/ Evelyn E. Guernsey</u> Evelyn E. Guernsey	Director/Trustee	January 1, 2013
<u>/s/ Julie A. Hill</u> Julie A. Hill	Director/Trustee	January 1, 2013
<u>/s/ Franklin W. Hobbs</u> Franklin W. Hobbs	Director/Trustee	January 1, 2013
<u>/s/ James M. McTaggart</u> James M. McTaggart	Director/Trustee	January 1, 2013
<u>/s/ James L.L. Tullis</u> James L.L. Tullis	Director/Trustee	January 1, 2013

EXHIBIT A

Lord Abbett Affiliated Fund, Inc.

Lord Abbett Bond-Debenture Fund, Inc.

Lord Abbett Developing Growth Fund, Inc.

Lord Abbett Equity Trust

Lord Abbett Global Fund, Inc.

Lord Abbett Investment Trust

Lord Abbett Mid Cap Stock Fund, Inc.

Lord Abbett Municipal Income Fund, Inc.

Lord Abbett Research Fund, Inc.

Lord Abbett Securities Trust

Lord Abbett Series Fund, Inc.

Lord Abbett Stock Appreciation Fund

Lord Abbett U.S. Government & Government Sponsored Enterprises Money Market Fund, Inc.

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
EX-101.INS	XBRL Instance Document
EX-101.SCH	XBRL Taxonomy Extension Schema Document
EX-101.DEF	XBRL Taxonomy Extension Definition Linkbase
EX-101.LAB	XBRL Taxonomy Extension Labels Linkbase
EX-101.PRE	XBRL Taxonomy Extension Presentation Linkbase

---

Rules Regarding  
Economic Disclosure Statement and Affidavit

These Rules are promulgated pursuant to Section 2-154-050 of the Municipal Code. These rules are intended solely to provide guidance on interpretation of Chapter 2-154 of the Municipal Code ("Code") and are not intended to abrogate any disclosure requirements contained in 65 ILCS 5/8-10-8.5 ("Disclosure"), as applicable.

1. An entity that is any unit of the United States federal, state or local government or any agency or instrumentality thereof shall not be required to file an EDS.

2. An entity that holds an ownership interest in an Applicant of greater than 7.5%, but less than 100%, shall not be required to file an EDS if it is one of the following and, in lieu of an EDS, provides the disclosure information required in certain instances below:

- (a) a foundation having a current tax exemption under Section 501(c) of the Internal Revenue Code, so long as such foundation provides a copy of its most recent IRS Form 990; or
- (b) (i) a government entity, agency, department or instrumentality or (ii) a pension fund maintained by such a government body, or (iii) an enterprise created by Federal or state statute, but not formed as a business corporation or a not-for-profit (e.g., Fannie Mae, Federal Home Loan Corporation, SLM Corporation) or (iv) a government-owned corporation (e.g., Government National Mortgage Association); or
- (c) a registered investment adviser that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such registered investment adviser provides a copy of its most recent Form ADV and its most recent amendment thereto; or
- (d) a mutual fund that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such mutual fund provides a copy of its form N-1A and the most recent amendment thereto; or
- (e) such other entity that holds an ownership interest of greater than 7.5%, but less than 22.5%, as a beneficial owner for a class of other third party investors and is regulated by and required to make periodic filings with the federal Securities and Exchange Commission under the Securities Act, the Securities and Exchange Act, the Williams Act the Public Utility Holding Company Act, or the Investment Company Act or pursuant to comparable foreign securities regulatory and filing requirements, provided that (i) such entity provides a copy of such most recent filing or report, and (ii) the Corporation Counsel determines that such filing or report and the entity's disclosures therein reasonably satisfy the purposes and intent of the EDS Form.

3. Section 2-154-010 of the Municipal Code requires disclosures to be made when a person or entity “makes application to the City of Chicago for action.” This phrase shall be construed not to apply to a transaction, and thus not to require submission of an EDS in conjunction with that transaction, if either 3A, 3B, 3C or 3D applies:

A. If the contracting party is providing money or other in-kind goods or services to the City in exchange solely for advertising or promotional rights relating to a City-produced festival, fair, event or seasonal program (an example of a seasonal program is Riverwalk).

B. If all of the following circumstances (i) through (iv) are present:

- (i) The action is being undertaken at the request of the City.
- (ii) The action is being undertaken for the primary benefit of the City.
- (iii) The affected party is not seeking the action and would not participate in the action if not for the City’s request.
- (iv) The affected party is uniquely situated, such that the City would be unable to seek the benefit at issue from a different party. Examples include an easement granted for the City’s benefit, or site access granted by a railroad or airline for the City’s benefit.

C. If the City is legally obligated, pursuant to an ordinance or an existing contract, to execute an agreement with a party for a transaction and the City is not permitted, under its existing legal obligation, to exercise discretion in the selection of such party (e.g., a lender to an Applicant with whom the City is executing a subordination or intercreditor agreement, a third-party depository or escrow agent or the Applicant’s landlord or tenant, or a similar co-participant in a deal involving an Applicant).

D. If the City enters into a subordination agreement or other form of intercreditor agreement with a private lender to an Applicant, which agreement is required by a governmental entity, instrumentality or agency (e.g., the United States Department of Housing and Urban Development) in connection with the provision of financing for affordable housing from the City to such Applicant, such private lender shall not be required to submit an EDS solely by virtue of such agreement.

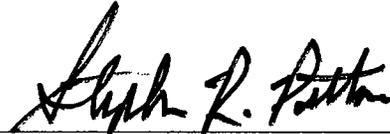
4. The participation in a transaction by a party solely in that party's capacity as an escrowee or similar administrative capacity, where that party otherwise has no contracting relationship with the City in that transaction, shall not obligate that party to submit an EDS.

5. An entity that is the international olympic committee, the international paralympic

committee, a national olympic committee, a national paralympic committee, an organizing committee formed pursuant to the requirements of any international olympic committee or international paralympic committee, an international sports federation or association, a national sports federation or association, or any similar committee, federation, association or entity formed for the purpose of sponsoring, organizing, overseeing or participating in international or national athletic competitions, shall not be required to file an EDS.

6. If a Disclosing Party is required to supplement an EDS filing to comply with the requirements of Chapter 1-23, as incorporated into Section 2-154-020, of the Code, regarding that party's status as eligible to do business with the City, such supplemental disclosure shall be provided in writing to the Office of the Corporation Counsel.

NOTE: The exceptions in these Rules are set forth as a general matter, and depending on the facts and circumstances of a particular transaction, the City reserves the right to require an EDS from any one or more of the types of entities listed herein.

A handwritten signature in black ink, reading "Stephen R. Patton", is written over a horizontal line.

Stephen R. Patton

Ver. 04-10-13



**CITY OF CHICAGO**  
**ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT**  
**Related to Contract/Amendment/Solicitation**  
**EDS # 47205**

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

URS Holdings, Inc., a Delaware corporation

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the Applicant

The Disclosing Party holds an interest in

URS Corporation, a Nevada corporation and EDS is 47201

B. Business address of the Disclosing Party:

600 Montgomery Street  
26th Floor  
San Francisco, CA 94111  
United States

C. Telephone:

312-939-1000

Fax:

312-939-4198

D. Name of contact person:

Mrs. Cheryl Kathryn Williams

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

### B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

**Officer/Director:** Judy L. Rodgers  
**Title:** Director, Vice President & Treasurer  
**Role:** Both

-----  
**Officer/Director:** H. Thomas Hicks  
**Title:** Director, Vice President, CFO  
**Role:** Both

-----  
**Officer/Director:** Gary V. Jandegian  
**Title:** President  
**Role:** Officer

-----  
**Officer/Director:** Kristin L Jones  
**Title:** Secretary  
**Role:** Officer

<b>Officer/Director:</b>	Joseph Masters
<b>Title:</b>	Director/Vice President
<b>Role:</b>	Both
-----	
<b>Officer/Director:</b>	Carol Brandenburg-Smith
<b>Title:</b>	Assistant Secretary
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Paul Boechler
<b>Title:</b>	Executive Vice President, Controller
<b>Role:</b>	Officer
-----	

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- URS Corporation, a Delaware corporation - 100.0% - EDS 47206

Owner Details

Name	Business Address
URS Corporation, a Delaware corporation	600 Montgomery Street 25th Floor San Francisco, CA 94111 United States

**SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

### B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation

of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet,

in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing party is not the Applicant nor has a direct ownership interest.

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

## **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 09/13/2013

Dr. Gary V. Jandegian

President, URS Division

URS Holdings, Inc., a Delaware corporation

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



**CITY OF CHICAGO**  
**ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT**  
**Related to Contract/Amendment/Solicitation**  
**EDS # 47206**

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

URS Corporation, a Delaware corporation

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the Applicant

The Disclosing Party holds an interest in

URS Corporation, a Nevada corporation and EDS is 47201

B. Business address of the Disclosing Party:

600 Montgomery Street  
25th Floor  
San Francisco, CA 94111  
United States

C. Telephone:

312-577-7418

Fax:

D. Name of contact person:

Cheryl K Williams

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Publicly registered business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

### B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

**Officer/Director:** Martin M Koffel  
**Title:** Director, Chairman & CEO  
**Role:** Both

-----  
**Officer/Director:** John D Roach  
**Title:** Director  
**Role:** Director

-----  
**Officer/Director:** Lydia H Kennard  
**Title:** Director  
**Role:** Director

-----  
**Officer/Director:** Joseph W Ralston  
**Title:** Director  
**Role:** Director  
-----

<b>Officer/Director:</b>	Mickey P. Foret
<b>Title:</b>	Director
<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	William P Sullivan
<b>Title:</b>	Director
<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	Douglas W. Stotlar
<b>Title:</b>	Director
<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	H. Thomas Hicks
<b>Title:</b>	CFO, Executive Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Joseph Masters
<b>Title:</b>	Vice President, General Counsel, & Secretary
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Reed N. Brimhall
<b>Title:</b>	Vice President, Chief Accounting Officer
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Randall A Wotring
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Susan B. Kilgannon
<b>Title:</b>	Vice President, Corporate Communications
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Thomas Bishop
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Gary V. Jandegian
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	William Frist
<b>Title:</b>	Director

<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	Mr. Donald R Knauss
<b>Title:</b>	Director
<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	Robert Zaist
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Judy L. Rodgers
<b>Title:</b>	Vice President/Treasurer
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Thomas Lynch
<b>Title:</b>	Vice President, Information Technology
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Olga Perkovic
<b>Title:</b>	Vice President, Corporate Strategic Planning
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Sreeram Ramraj
<b>Title:</b>	Vice President, Investor Relations
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Thomas H Zarges
<b>Title:</b>	Vice President
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Henry Gusman
<b>Title:</b>	Vice President, Internal Audit & Financial Compliance
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	J.W. (Bill) Lingard
<b>Title:</b>	Executive Vice President & Chief Operating Officer
<b>Role:</b>	Officer
-----	
<b>Officer/Director:</b>	Timothy McLevish
<b>Title:</b>	Director
<b>Role:</b>	Director
-----	
<b>Officer/Director:</b>	Ms. Joy L. Harris

**Title:** Vice President, Tax

**Role:** Officer

-----  
**Officer/Director:** Wayne S. Shaw

**Title:** Vice President

**Role:** Officer

-----  
**2. Ownership Information**

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- Lord, Abbett & Co. LLC - 8.6%

**Owner Details**

Name	Business Address
Lord, Abbett & Co. LLC	90 Hudson Street Jersey City, NJ 07302 United States

**SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

## B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I certify the above to be true

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the

Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery

era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release

of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing

Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing party is not the Applicant nor has a direct ownership interest.

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

URS Corporation, a Delaware Corporation, is a publicly traded corporation. URS is traded on the New York Stock Exchange. We are providing SEC Filings for the entities with more than 7.5% ownership are attached. SEC 13G, Filed 02.14.2013 We are also requesting an exemption for Lord, Abbett & Co per the attached letter and documentation.

List of attachments uploaded by vendor

Lord, Abbett & Co SEC 13F

URS Sched 13G 2.14.13.

Lord, Abbett exemption letter 9/5/2013.

## **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 09/13/2013

Dr. Gary V. Jandegian

President, URS Division  
URS Corporation, a Delaware corporation

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

<DOCUMENT>  
<TYPE>13F-HR  
<SEQUENCE>1  
<FILENAME>c72662\_13f.txt  
<TEXT>

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

FORM 13F

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR YEAR OR QUARTER ENDED: DECEMBER 31, 2012

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: LORD, ABBETT & CO. LLC  
ADDRESS: 90 HUDSON STREET  
JERSEY CITY, NJ 07302

FORM 13F FILE NUMBER: 28-413

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: LAWRENCE H. KAPLAN  
TITLE: GENERAL COUNSEL  
PHONE: (201) 827-2269

SIGNATURE, PLACE, AND DATE OF SIGNING:

/S/ LAWRENCE H. KAPLAN                      JERSEY CITY, NEW JERSEY                      FEBRUARY 14, 2013  
-----  
[SIGNATURE]    [CITY, STATE]    [DATE]

REPORT TYPE (CHECK ONLY ONE.):

[X] 13F HOLDINGS REPORT. (CHECK HERE IF ALL HOLDINGS OF THIS REPORTING MANAGER ARE REPORTED IN THIS REPORT.)

[ ] 13F NOTICE. (CHECK HERE IF NO HOLDINGS REPORTED ARE IN THIS REPORT, AND ALL HOLDINGS ARE REPORTED BY OTHER REPORTING MANAGER(S).)

[ ] 13F COMBINATION REPORT. (CHECK HERE IF A PORTION OF THE HOLDINGS FOR THIS REPORTING MANAGER ARE REPORTED IN THIS REPORT AND A PORTION ARE REPORTED BY OTHER REPORTING MANAGER(S).)

<PAGE>

FORM 13F SUMMARY PAGE

REPORT SUMMARY:

NUMBER OF OTHER INCLUDED MANAGERS: 0  
FORM 13F INFORMATION TABLE ENTRY TOTAL: 1,065  
FORM 13F INFORMATION TABLE VALUE TOTAL: 41,981,673  
(THOUSANDS)

LIST OF OTHER INCLUDED MANAGERS:

PROVIDE A NUMBERED LIST OF THE NAME(S) AND FORM 13F FILE NUMBER(S) OF ALL INSTITUTIONAL INVESTMENT MANAGERS WITH RESPECT TO WHICH THIS REPORT IS FILED, OTHER THAN THE MANAGER FILING THIS REPORT.

[IF THERE ARE NO ENTRIES IN THIS LIST, STATE "NONE" AND OMIT THE COLUMN HEADINGS AND LIST ENTRIES.]

NONE

<PAGE>

<TABLE>  
<CAPTION>

12/31/2012

S.E.C.

USE ONLY

ITEM 7	ITEM 1 ITEM 8	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
OTHER MANAGERS	NAME OF ISSUE VOTING AUTHORITY	TITLE OF CLASS	CUSIP / SEDOL NUMBERS	FAIR MARKET VALUE	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION SOLE
(A) SOLE	(C) NONE					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
3D Systems Corp. 790,443	20,397	COM	88554D205	43,258,314.00	810,840	810,840
3M Co. 368,500		COM	88579Y101	34,215,225.00	368,500	368,500
Aaron's, Inc. 13,200		COM	002535300	373,296.00	13,200	13,200
Abbott Laboratories 391,938	6,078	COM	002824100	26,070,048.00	398,016	398,016
Abercrombie & Fitch Co. 1,083,761	41,100	Class A	002896207	53,959,582.17	1,124,861	1,124,861
ACE Ltd. 2,669,196	100,722	COM	H0023R105	221,039,456.40	2,769,918	2,769,918
Achillion Pharmaceuticals Inc. 674,967		COM	00448Q201	5,413,235.34	674,967	674,967
Watson Pharmaceuticals, Inc. 3,359,223	141,645	COM	942683103	301,074,648.02	3,500,868	3,500,868
Activision Blizzard, Inc. 71,618	5,836	COM	00507V109	822,561.48	77,454	77,454
Acxiom Corp. 811,260	31,300	COM	005125109	14,711,097.61	842,560	842,560
Adobe Systems, Inc. 517,434	10,300	COM	00724F101	19,885,017.12	527,734	527,734
Aegerion Pharmaceuticals, Inc. 226,983		COM	00767E102	5,763,098.39	226,983	226,983
Aeropostale, Inc. 81,172		COM	007865108	1,056,047.72	81,172	81,172
AES Corp. (The) 495,200		COM	00130H105	5,298,640.00	495,200	495,200
AES Trust III 19,879	18,225	CVPFD 6.75% 10/15/2029	00808N202	1,891,863.60	38,104	38,104
Affiliated Manager Group, Inc. 1,027,776	43,456	COM	008252108	139,420,844.80	1,071,232	1,071,232
Affiliated Manager Group, Inc. 18,340,000	10,230,000	CV 3.95% 08/15/2038	008252AL2	31,784,124.99	28,570,000	28,570,000
Aflac, Inc. 332,932		COM	001055102	17,685,347.84	332,932	332,932
Agilent Technologies, Inc. 47,585,421.74		COM	00846U101	47,585,421.74	1,162,321	1,162,321

1,145,821	16,500					
Agrium, Inc.		COM	008916108	10,200,811.00	102,100	102,100
102,100						
Airgas, Inc.		COM	009363102	3,461,534.22	37,918	37,918
37,918						
Air Lease Corp.		COM	00912X302	913,750.00	42,500	42,500
42,500						
Air Methods Corp.		COM	009128307	37,791,812.94	1,024,446	1,024,446
998,184	26,262					
Air Products & Chemicals, Inc.		COM	009158106	3,092,692.18	36,809	36,809
36,809						
Akamai Technologies, Inc.		COM	00971T101	1,328,184.06	32,466	32,466
32,466						
Albemarle Corp.		COM	012653101	7,039,624.76	113,323	113,323
113,323						
Alexandria Real Estate Equities, Inc.		COM	015271109	58,743,708.96	847,428	847,428
797,828	49,600					

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Align Technology, Inc.		COM	016255101	20,380,987.50	734,450	734,450
714,964	19,486					
Allegheny Technologies, Inc.		COM	01741R102	56,277,330.17	1,853,667	1,853,667
1,798,167	55,500					
Allegheny Technologies, Inc.		CV 4.25%	06/01/2014	01741RAD4	48,963,432.31	44,741,000
32,446,000	12,295,000					
Allegiant Travel Co.		COM	01748X102	37,991,803.89	517,529	517,529
504,287	13,242					
Allergan, Inc.		COM	018490102	1,396,497.52	15,224	15,224
15,224						
Alliance Data Systems, Inc.		COM	018581108	155,235,702.15	1,072,366	1,072,366
1,017,397	54,969					
Alliance Data Systems, Inc.		CV 1.75%	08/01/2013	018581AD0	44,449,728.29	24,035,000
17,000,000	7,035,000					
Alliance Data Systems Corp.		CV 4.75%	05/15/2014	018581AC2	7,995,533.80	2,606,000
2,606,000						
Allied Nevada Gold Corp.		COM	019344100	13,908,008.00	461,600	461,600
356,600	105,000					
Allstate Corp. (The)		COM	020002101	97,391,642.80	2,424,487	2,424,487
2,309,622	114,865					
Alpha Appalachia Holdings, Inc.		CV 3.25%	08/01/2015	576203AJ2	19,154,565.01	19,798,000
15,273,000	4,525,000					
Altera Corp.		COM	021441100	32,631,796.68	947,497	947,497
903,448	44,049					
Alterra Capital Holdings Ltd.		COM	G0229R108	98,547,560.48	3,495,834	3,495,834
3,156,434	339,400					
Altisource Portfolio Solutions S.A.		COM	L0175J104	34,872,572.08	402,430	402,430
338,118	64,312					
Altisource Residential Corp.		Class B	02153W100	662,745.60	41,840	41,840
40,770	1,070					
Altra Holdings, Inc.		CV 2.75%	03/01/2031	02208RAE6	21,934,730.24	19,952,000
15,927,000	4,025,000					
Altria Group, Inc.		COM	02209S103	81,435,110.08	2,591,824	2,591,824
2,552,443	39,381					
ALZA Corp.		CV 0%	07/28/2020	02261WAB5	6,704,203.13	6,675,000
6,675,000						
Amarin Corp. plc		Spon ADR	023111206	3,689,040.00	456,000	456,000
456,000						
Amazon.com, Inc.		COM	023135106	5,804,347.68	23,112	23,112
21,895	1,217					
AMC Networks, Inc.		Class A	00164V103	832,045.50	16,809	16,809
16,809						
Amdocs Ltd.		COM	G02602103	40,127,438.33	1,180,566	1,180,566
1,126,166	54,400					
American Campus						

Communities, Inc. 942,872 36,700	COM	024835100	45,187,656.39	979,572	979,572
American Capital Agency Corp. 45,000	COM	02503X105	1,302,300.00	45,000	45,000
American Railcar Industries, Inc. 105,947	COM	02916P103	3,361,698.32	105,947	105,947
American Tower Corp. 31,559	COM	03027X100	2,438,563.93	31,559	31,559
America's Car-Mart, Inc. 70,550 18,400	COM	03062T105	3,604,254.02	88,950	88,950
AmerisourceBergen Corp. 205,800	COM	03073E105	8,886,444.00	205,800	205,800
AMETEK, Inc. 295,416	COM	031100100	11,098,779.20	295,416	295,416
Amgen, Inc. 42,571	COM	031162100	3,674,728.72	42,571	42,571
Amgen, Inc. 3,256,000 2,970,000	CV 0.375% 02/01/2013	031162AQ3	7,000,358.80	6,226,000	6,226,000
Amphenol Corp. 452,797 18,900	COM	032095101	30,518,795.90	471,697	471,697
Anadarko Petroleum Corp. 3,396,382 137,717	COM	032511107	262,618,896.69	3,534,099	3,533,212
Analog Devices, Inc. 1,124,407 18,000	COM	032654105	48,049,638.42	1,142,407	1,142,407

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Analogic Corp. 190,457 20,914	COM	032657207	15,704,865.30	211,371	211,371
Angie's List, Inc. 2,950,535 64,070	COM	034754101	36,145,113.96	3,014,605	3,014,605
AngloGold Ashanti Holdings 95,126 20,960	CVPFD 6% 09/15/2013	03512Q206	4,338,133.82	116,086	116,086
Anheuser-Busch InBev NV 95,997 722	Spon ADR	03524A108	8,454,207.79	96,719	95,997
Anixter International, Inc. 3,169,003 194,373	COM	035290105	215,188,796.48	3,363,376	3,363,376
Annaly Capital Management, Inc. 39,900	COM	035710409	560,196.00	39,900	39,900
Annie's, Inc. 697,612 15,646	COM	03600T104	23,844,214.94	713,258	713,258
ANSYS, Inc. 85,921	COM	03662Q105	5,785,920.14	85,921	85,921
Apache Corp. 635,524 13,598	COM	037411105	50,956,077.00	649,122	648,646
Apache Corp. 807,988 116,503	CVPFD 6% 08/01/2013	037411808	42,249,238.70	924,491	924,491
Apple, Inc. 134,682 16,685	COM	037833100	80,683,152.01	151,367	151,367
Applied Industrial Tech, Inc. 891,340 98,400	COM	03820C105	41,578,977.40	989,740	989,740
Applied Micro Circuits Corp. 1,226,961 367,139	COM	03822W406	13,390,440.00	1,594,100	1,594,100
AptarGroup, Inc. 598,889 66,418	COM	038336103	31,748,450.04	665,307	665,307
Arch Capital Group Ltd. 1,206,021 50,100	COM	G0450A105	55,294,446.47	1,256,121	1,256,121
Archer-Daniels-Midland Co. 4,875,399 161,148	COM	039483102	137,951,022.33	5,036,547	5,034,847
Archer-Daniels-Midland Co. 1,285,000 3,485,000	CV 0.875% 02/15/2014	039483AW2	4,796,831.30	4,770,000	4,770,000
Ares Capital Corp. 4,846,915 138,500	COM	04010L103	87,244,762.65	4,985,415	4,985,415
Ares Capital Corp. 5,639,000 1,050,000	CV 5.75% 02/01/2016	04010LAB9	7,215,758.75	6,689,000	6,689,000
ARIAD Pharmaceuticals, Inc. 1,262,337 14,912	COM	04033A100	24,497,635.82	1,277,249	1,277,249

ARM Holdings plc 59,369	Spon ADR	042068106	2,245,929.27	59,369	59,369
Array BioPharma Inc. 881,963	COM	04269X105	3,280,902.35	881,963	881,963
Arrow Electronics, Inc. 3,887,381 161,561	COM	042735100	154,183,711.36	4,048,942	4,048,942
Aruba Networks, Inc. 2,126,094 43,818	COM	043176106	45,025,674.00	2,169,912	2,169,912
Asbury Automotive Group, Inc. 343,529 56,700	COM	043436104	12,819,334.86	400,229	400,229
Ascena Retail Group, Inc. 2,100,638 227,878	COM	04351G101	43,054,260.84	2,328,516	2,328,516
Ashland, Inc. 1,670,830 63,247	COM	044209104	139,437,131.57	1,734,077	1,734,077
Aspen Insurance Holdings Ltd. 43,900	COM	G05384105	1,408,312.00	43,900	43,900
Aspen Technology, Inc. 981,293 26,282	COM	045327103	27,849,373.00	1,007,575	1,007,575
athenahealth, Inc. 279,031 7,503	COM	04685W103	21,045,922.30	286,534	286,534
Atlas Air Worldwide Holdings 845,122 56,700	COM	049164205	39,959,732.96	901,822	901,822
AT&T, Inc. 10,452,505 322,405	COM	00206R102	363,222,216.17	10,774,910	10,770,458
Atwood Oceanics, Inc. 769,662 16,384	COM	050095108	35,993,046.34	786,046	786,046
AuRico Gold Inc. 1,881,900 548,800	COM	05155C105	19,883,126.00	2,430,700	2,430,700

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Autodesk, Inc. 24,700	COM	052769106	873,145.00	24,700	24,700
Automatic Data Processing, Inc. 232,543	COM	053015103	13,257,276.43	232,543	232,543
AutoZone, Inc. 25,066 1,800	COM	053332102	9,522,116.38	26,866	26,866
Avago Technologies Ltd. 274,127	COM	Y0486S104	8,678,860.82	274,127	274,127
AvalonBay Communities, Inc. 2,650	COM	053484101	359,313.50	2,650	2,650
AVG Technologies NV 230,537	COM	N07831105	3,649,400.71	230,537	230,537
Avis Budget Group, Inc. 2,037,800 222,500	COM	053774105	44,799,146.00	2,260,300	2,260,300
Aviva plc 819,636 5,871	Spon ADR	05382A104	10,244,541.87	825,507	819,636
Avnet, Inc. 812,300	COM	053807103	24,864,503.00	812,300	812,300
Avon Products, Inc. 338,852	COM	054303102	4,865,914.72	338,852	338,852
AZZ, Inc. 152,898 13,500	COM	002474104	6,394,675.15	166,398	166,398
Balchem Corp. 120,950 30,100	COM	057665200	5,498,220.00	151,050	151,050
Ball Corp. 583,385 11,700	COM	058498106	26,630,053.75	595,085	595,085
Bally Technologies, Inc. 273,700 85,800	COM	05874B107	16,073,245.00	359,500	359,500
Bank of America Corp. 18,632,324 757,186	COM	060505104	224,918,316.00	19,389,510	19,381,458
Bank of America Corp. 62,746 21,985	CVPFD 7.25% 12/31/2049	060505682	96,169,685.00	84,731	84,731
Bank of Marin Bancorp 120,200 29,800	COM	063425102	5,618,999.95	150,000	150,000
Bank of New York Mellon Corp. 297,926	COM	064058100	7,656,698.22	297,926	297,926
Bank of the Ozarks, Inc. 895,118 23,551	COM	063904106	30,747,851.43	918,669	918,669
Bankrate, Inc. 1,649,263 40,503	COM	06647F102	21,037,586.71	1,689,766	1,689,766

Barclays plc 770,832	5,377	Spon ADR	06738E204	13,443,939.88	776,209	770,832
Barrick Gold Corp. 120,497		COM	067901108	4,218,599.95	120,497	120,497
Baxter International, Inc. 129,900		COM	071813109	8,659,134.00	129,900	129,900
BBCN Bancorp, Inc. 3,439,300	389,900	COM	073295107	44,303,844.00	3,829,200	3,829,200
BB&T Corp. 1,821,339	78,041	COM	054937107	55,290,951.80	1,899,380	1,899,380
Beacon Roofing Supply, Inc. 1,084,580	117,400	COM	073685109	40,001,894.40	1,201,980	1,201,980
BE Aerospace, Inc. 188,361		COM	073302101	9,305,033.40	188,361	188,361
Beam, Inc. 800,737	27,800	COM	073730103	50,615,325.28	828,537	828,537
Becton, Dickinson & Co. 146,480		COM	075887109	11,453,271.20	146,480	146,480
Bed Bath & Beyond, Inc. 1,230,666	64,557	COM	075896100	72,415,917.94	1,295,223	1,295,223
Bel Fuse, Inc. 50,100	15,200	COM	077347300	1,276,614.96	65,300	65,300
Berkshire Hathaway, Inc. 2,209,646	105,691	COM	084670702	207,685,728.90	2,315,337	2,315,337
Berry Plastics Group Inc. 5,390,070	429,500	COM	08579W103	93,578,685.61	5,819,570	5,819,570
BGC Partners, Inc. 175,000		CV 4.5% 07/15/2016	05541TAD3	161,437.50	175,000	175,000

</TABLE>

<PAGE>

<TABLE>						
<S>						
<C>	<C>	<C>	<C>	<C>	<C>	<C>
BioMarin Pharmaceutical, Inc. 1,016,218	25,993	COM	09061G101	51,328,891.75	1,042,211	1,042,211
BioMarin Pharmaceutical, Inc. 15,612,000	2,350,000	CV 1.875% 04/23/2017	09061GAD3	44,399,818.86	17,962,000	17,962,000
BioMed Realty Trust, Inc. 48,900		COM	09063H107	945,237.00	48,900	48,900
BioScrip, Inc. 443,900	114,100	COM	09069N108	6,009,659.97	558,000	558,000
Blount International, Inc. 264,015	28,985	COM	095180105	4,635,260.00	293,000	293,000
Blue Nile, Inc. 97,515		COM	09578R103	3,754,327.51	97,515	97,515
Boeing Co. 76,705	12,567	COM	097023105	6,727,537.92	89,272	89,272
BOK Financial Corp. 699,089	26,700	COM	05561Q201	39,526,468.88	725,789	725,789
Bonanza Creek Energy Inc. 98,403	2,646	COM	097793103	2,808,151.71	101,049	101,049
BorgWarner, Inc. 142,458		COM	099724106	10,202,841.96	142,458	142,458
Boston Beer Company, Inc. (The) 102,197	1,424	Class A	100557107	13,931,843.45	103,621	103,621
Boston Private Financial Holdings, Inc. 3,312,800	367,600	COM	101119105	33,160,404.00	3,680,400	3,680,400
Boston Properties, Inc. 93,800	1,800	COM	101121101	10,115,436.00	95,600	95,600
Boston Properties, Inc. 21,965,000	9,345,000	CV 3.75% 05/15/2036	10112RAG9	34,264,881.45	31,310,000	31,310,000
Brandywine Realty Trust 3,543,640	376,800	COM	105368203	47,790,163.60	3,920,440	3,920,440
Brightcove Inc. 180,362		COM	10921T101	1,630,472.48	180,362	180,362
Brinker International, Inc. 38,500		COM	109641100	1,193,115.00	38,500	38,500
Bristol-Myers Squibb Co. 2,137,267	11,784	COM	110122108	70,037,572.09	2,149,051	2,147,386
Bristow Group, Inc. 638,893	70,701	COM	110394103	38,076,814.04	709,594	709,594
Broadcom Corp. 6,009,739	242,082	Class A	111320107	207,622,975.42	6,251,821	6,250,973

Broadridge Financial Solutions Inc.	COM	11133T103	1,324,752.00	57,900	57,900
57,900					
Brookdale Senior Living, Inc.	CV 2.75% 06/15/2018	112463AA2	13,506,187.50	11,700,000	11,700,000
11,700,000					
Brookline Bancorp, Inc.	COM	11373M107	4,682,361.01	550,866	550,866
441,230 109,636					
Brown & Brown, Inc.	COM	115236101	45,853,663.74	1,801,008	1,801,008
1,743,208 57,800					
Bryn Mawr Bank Corp.	COM	117665109	5,739,869.84	257,740	257,740
206,082 51,658					
Buffalo Wild Wings Inc.	COM	119848109	13,928,718.32	191,276	191,276
189,380 1,896					
Bunge Ltd.	COM	G16962105	242,456,913.47	3,335,492	3,335,492
3,189,111 146,381					
Cabot Corp.	COM	127055101	136,182,707.44	3,422,536	3,422,536
3,114,436 308,100					
Cabot Oil & Gas Corp.	COM	127097103	4,499,480.40	90,460	90,460
77,594 12,866					
Cadence Pharmaceuticals Inc.	COM	12738T100	2,309,096.14	482,066	482,066
482,066					
CAI International, Inc.	COM	12477X106	8,518,795.00	388,100	388,100
310,700 77,400					
Camden Property Trust	REIT	133131102	21,670,317.00	317,700	317,700
314,900 2,800					
Cameron International Corp.	COM	13342B105	77,308,927.74	1,369,269	1,369,269
1,318,441 50,828					
Campbell Soup Co.	COM	134429109	2,791,200.00	80,000	80,000
80,000					

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Campus Crest Communities, Inc.	COM	13466Y105	6,990,652.01	570,200	570,200
457,500 112,700					
Canadian National Resource Ltd.	COM	136385101	2,658,927.00	92,100	92,100
92,100					
Capital One Financial Corp.	COM	14040H105	343,850,061.09	5,935,613	5,935,613
5,696,332 239,281					
CARBO Ceramics Inc.	COM	140781105	17,473,501.98	223,047	223,047
218,358 4,689					
Cardtronics, Inc.	COM	14161H108	46,894,880.22	1,975,353	1,975,353
1,538,118 437,235					
Caribou Coffee Co., Inc.	COM	142042209	194,280.00	12,000	12,000
12,000					
Carmike Cinemas, Inc.	COM	143436400	1,794,000.00	119,600	119,600
94,139 25,461					
Carnival Corp.	COM	143658300	44,765,820.35	1,217,455	1,216,838
1,204,253 13,202					
Carpenter Technology Corp.	COM	144285103	33,345,442.01	645,854	645,854
596,654 49,200					
Casey's General Stores, Inc.	COM	147528103	11,103,210.00	209,100	209,100
172,107 36,993					
Catamaran Corp.	COM	148887102	15,210,971.02	322,882	322,882
317,594 5,288					
Caterpillar, Inc.	COM	149123101	85,030,231.80	949,210	948,656
936,836 12,374					
Cavium, Inc.	COM	14964U108	39,991,214.39	1,281,359	1,281,359
1,248,535 32,824					
CBL & Associates Properties, Inc.	COM	124830100	42,854,126.27	2,020,468	2,020,468
1,953,568 66,900					
CBRE Group, Inc.	Class A	12504L109	9,382,392.30	471,477	471,477
471,477					
Celadon Group, Inc.	COM	150838100	7,349,069.04	406,700	406,700
326,100 80,600					
Celanese Corp.	COM	150870103	114,131,725.91	2,563,030	2,563,030
2,450,694 112,336					
Celgene Corp.	COM	151020104	186,273,719.04	2,366,282	2,366,282
2,235,413 130,869					
Celldex Therapeutics Inc.	COM	15117B103	6,655,890.57	991,936	991,936
991,936					
Cenovus Energy, Inc.	COM	15135U109	8,804,250.00	262,500	262,500

262,500						
Centene Corp.	COM	15135B101	21,877,354.00	533,594	533,594	
480,874 52,720						
Central Garden & Pet Co.	COM	153527106	11,659,272.00	1,163,600	1,163,600	
907,200 256,400						
Central Garden & Pet Co.	Class A	153527205	3,490,300.01	334,000	334,000	
271,200 62,800						
CenturyLink, Inc.	COM	156700106	124,475,575.91	3,181,891	3,181,891	
3,129,183 52,708						
Cepheid, Inc.	COM	15670R107	15,046,193.82	445,022	445,022	
433,414 11,608						
CF Industries, Inc.	COM	125269100	11,151,452.40	54,890	54,890	
54,890						
Chart Industries, Inc.	COM	16115Q308	35,407,970.31	531,093	531,093	
521,609 9,484						
Chart Industries, Inc.	CV 2% 08/01/2018	16115QAC4	41,331,415.24	33,416,000	33,416,000	
28,246,000 5,170,000						
Cheesecake Factory, Inc. (The)	COM	163072101	43,182,874.40	1,319,770	1,319,770	
1,189,770 130,000						
Chemtura Corp.	COM	163893209	98,414,963.62	4,629,114	4,629,114	
4,480,614 148,500						
Cheniere Energy, Inc.	COM	16411R208	29,472,223.98	1,569,341	1,569,341	
1,528,161 41,180						
Chesapeake Energy Corp.	CV 2.25% 12/15/2038	165167CB1	3,116,750.00	3,836,000	3,836,000	
286,000 3,550,000						
Chesapeake Energy Corp.	CV 2.5% 05/15/2037	165167BZ9	56,012,260.00	61,892,000	61,892,000	
45,367,000 16,525,000						
Chesapeake Energy Corp.	CV 2.75% 11/15/2035	165167BW6	22,817,191.24	23,737,000	23,737,000	
12,337,000 11,400,000						
</TABLE>						
<PAGE>						
<TABLE>						
<S>						
<C>						
<C>						
<C>						
<C>						
<C>						
Chesapeake Utilities Corp.	COM	165303108	5,302,720.01	116,800	116,800	
93,300 23,500						
Chevron Corp.	COM	166764100	274,640,346.36	2,539,674	2,538,164	
2,503,880 35,794						
Chicago Bridge & Iron Company N.V.	COM	167250109	74,290,150.80	1,602,808	1,602,808	
1,415,566 187,242						
Children's Place Retail Stores	COM	168905107	35,149,784.12	793,628	793,628	
715,728 77,900						
C.H. Robinson Worldwide, Inc.	COM	12541W209	8,781,574.10	138,905	138,905	
138,905						
Chubb Corp. (The)	COM	171232101	41,866,320.72	555,846	555,846	
538,926 16,920						
Chuy's Holdings Inc.	COM	171604101	3,443,085.48	154,122	154,122	
154,122						
Ciena Corp.	COM	171779309	2,023,698.60	128,898	128,898	
128,898						
Ciena Corp.	CV 0.875% 06/15/2017	171779AE1	9,732,405.74	11,227,000	11,227,000	
7,727,000 3,500,000						
CIGNA Corp.	COM	125509109	271,064,760.13	5,070,422	5,069,662	
4,901,471 168,951						
Cincinnati Financial Corp.	COM	172062101	1,061,236.00	27,100	27,100	
27,100						
Cinemark Holdings, Inc.	COM	17243V102	50,559,418.20	1,946,090	1,946,090	
1,754,390 191,700						
Cisco Systems, Inc.	COM	17275R102	114,169,663.65	5,810,161	5,807,084	
5,725,595 84,566						
CIT Group, Inc.	COM	125581801	91,102,455.33	2,357,724	2,357,724	
2,302,024 55,700						
Citigroup, Inc.	COM	172967424	395,663,612.48	10,001,608	9,999,824	
9,384,444 617,164						
Citrix Systems, Inc.	COM	177376100	9,378,185.50	142,634	142,634	
142,634						
City National Bank	COM	178566105	114,905,811.76	2,320,392	2,320,392	
2,182,492 137,900						
C&J Energy Services, Inc.	COM	12467B304	41,541,715.20	1,937,580	1,937,580	
1,750,580 187,000						

Cleco Corp. 419,843 16,100	COM	12561W105	17,442,079.42	435,943	435,943
Cliffs Natural Resources, Inc. 1,152,354 16,828	COM	18683K101	45,083,657.92	1,169,182	1,168,605
Clorox Co. (The) 39,306	COM	189054109	2,877,985.32	39,306	39,306
CMS Energy Corp. 3,154,578 88,700	COM	125896100	79,071,117.62	3,243,278	3,243,278
CNinsure, Inc. 115,200	Spon ADR	18976M103	754,560.00	115,200	115,200
Coach, Inc. 60,277 9,742	COM	189754104	3,886,754.69	70,019	70,019
Cobalt International Energy, Inc. 68,105	COM	19075F106	1,672,658.80	68,105	68,105
CoBiz Financial, Inc. 427,900 111,200	COM	190897108	4,027,077.02	539,100	539,100
Coca-Cola Co. 4,495,810 193,279	COM	191216100	169,979,476.25	4,689,089	4,689,089
Cognex Corp. 899,720 92,600	COM	192422103	36,537,222.40	992,320	992,320
Coherent, Inc. 983,599 103,900	COM	192479103	55,049,199.38	1,087,499	1,087,499
Colgate-Palmolive Co. 1,133,189 20,454	COM	194162103	120,601,839.22	1,153,643	1,153,134
Columbia Banking System, Inc. 2,204,848 245,816	COM	197236102	43,964,912.16	2,450,664	2,450,664
Comcast Corp. 5,077,265 180,654	COM	20030N101	196,541,012.22	5,257,919	5,255,940
Comerica, Inc. 3,368,599 92,500	COM	200340107	105,009,743.73	3,461,099	3,461,099
Commerce Bancshares, Inc. 540,790 21,749	COM	200525103	19,722,617.54	562,539	562,539

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Commercial Vehicle Group, Inc. 349,028 86,500	COM	202608105	3,575,684.88	435,528	435,528
Commonwealth REIT 53,400	REIT	203233101	845,856.00	53,400	53,400
Community Health Systems, Inc. 7,593,811 400,403	COM	203668108	245,742,138.39	7,994,214	7,994,214
CommVault Systems, Inc. 415,617 11,130	COM	204166102	29,748,533.37	426,747	426,747
Compass Minerals Int'l, Inc. 511,255 56,890	COM	20451N101	42,446,112.95	568,145	568,145
Computer Task Group, Inc. 318,489 80,611	COM	205477102	7,275,592.95	399,100	399,100
Conceptus Inc. 313,472	COM	206016107	6,586,046.72	313,472	313,472
Concho Resources, Inc. 294,090	COM	20605P101	23,691,890.40	294,090	294,090
Concur Technologies, Inc. 453,888 11,434	COM	206708109	31,418,541.44	465,322	465,322
Connecticut Water Service, Inc. 171,900 41,500	COM	207797101	6,355,052.00	213,400	213,400
ConocoPhillips Co. 815,800	COM	20825C104	47,308,242.00	815,800	815,800
CONSOL Energy Inc. 489,033 9,800	COM	20854P109	16,012,539.30	498,833	498,833
Constellation Brands, Inc. 1,529,972 54,000	Class A	21036P108	56,056,769.08	1,583,972	1,583,972
Continental Airlines, Inc. 10,591,000 6,950,000	CV 4.5% 01/15/2015	210795PU8	25,390,597.50	17,541,000	17,541,000
Continental Resources, Inc. 116,875 9,979	COM	212015101	9,322,500.46	126,854	126,854
Copa Holdings S.A. 15,300	Class A	P31076105	1,521,585.00	15,300	15,300
Cornerstone OnDemand, Inc. 1,430,595 32,706	COM	21925Y103	43,211,278.52	1,463,301	1,463,301

Corning, Inc. 3,023,278 18,348 Corporate Executive Board Co. (The) 423,968 11,010	COM	219350105	38,385,320.12	3,041,626	3,039,049
Corvel Corp. 96,826 23,700	COM	221006109	5,403,180.54	120,526	120,526
Costar Group, Inc. 567,288 14,499	COM	22160N109	51,994,304.19	581,787	581,787
Costco Wholesale Corp. 30,493	COM	22160K105	3,011,793.61	30,493	30,493
Covance Inc. 105,700 32,000	COM	222816100	7,954,929.00	137,700	137,700
Covidien plc 472,249 35,796	COM	G2554F113	29,334,518.30	508,045	508,045
CPI Aerostructures, Inc. 486,100 119,200	COM	125919308	6,059,053.00	605,300	605,300
C.R. Bard, Inc. 66,700	COM	067383109	6,519,258.00	66,700	66,700
Cree, Inc. 1,037,506 27,183	COM	225447101	36,178,132.22	1,064,689	1,064,689
Crocs, Inc. 3,377,600 531,600	COM	227046109	56,253,388.00	3,909,200	3,909,200
CSX Corp. 3,264,703 161,004	COM	126408103	67,589,199.11	3,425,707	3,425,707
Ctrip.com International, Ltd. 668,487 17,903	Spon ADR	22943F100	15,642,828.10	686,390	686,390
CTS Corp. 443,725 109,700	COM	126501105	5,882,907.78	553,425	553,425
Cubist Pharmaceuticals, Inc. 497,876 13,387	COM	229678107	21,503,721.78	511,263	511,263
Cubist Pharmaceuticals, Inc. 1,130,000 1,870,000	CV 2.5% 11/01/2017	229678AD9	4,721,250.00	3,000,000	3,000,000
Cullen/Frost Bankers, Inc. 636,060 34,200	COM	229899109	36,375,010.19	670,260	670,260

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
CVB Financial Corp. 4,081,873 455,200	COM	126600105	47,185,559.20	4,537,073	4,537,073
CVS Caremark Corp. 3,518,576 107,197	COM	126650100	175,306,124.56	3,625,773	3,624,516
Cyberonics, Inc. 272,429 7,296	COM	23251P102	14,693,954.25	279,725	279,725
Danaher Corp. 19,600	COM	235851102	1,095,640.00	19,600	19,600
Danaher Corp. 5,691,000 3,685,000	CV 0% 01/22/2021	235851AF9	15,282,880.00	9,376,000	9,376,000
Darden Restaurants, Inc. 1,636,872 93,200	COM	237194105	77,974,345.04	1,730,072	1,730,072
DaVita, Inc. 1,296,464 61,091	COM	23918K108	150,050,554.16	1,357,555	1,357,555
DDR Corp. 60,800	COM	23317H102	952,128.00	60,800	60,800
Deckers Outdoor Corp. 18,700	COM	243537107	753,049.00	18,700	18,700
Deere & Co. 22,397	COM	244199105	1,935,548.74	22,397	22,397
Delta Air Lines, Inc. 122,000	COM	247361702	1,448,140.00	122,000	122,000
Demandware, Inc. 112,678	COM	24802Y105	3,078,362.93	112,678	112,678
Denbury Resources Inc. 288,000	COM	247916208	4,665,600.00	288,000	288,000
Dendreon Corp. 8,505,000 2,945,000	CV 2.875% 01/15/2016	24823QAC1	8,701,999.99	11,450,000	11,450,000
Devon Energy Corp. 1,281,498 58,862	COM	25179M103	69,752,334.40	1,340,360	1,339,881
DexCom, Inc. 2,737,151 59,187	COM	252131107	38,058,160.18	2,796,338	2,796,338
Dick's Sporting Goods, Inc. 1,048,503 53,969	COM	253393102	50,151,451.29	1,102,472	1,102,472

DigitalGlobe Inc. 1,485,473 276,180	COM	25389M877	43,054,799.32	1,761,653	1,761,653
Digital Realty Trust, Inc. 213,204 9,800	COM	253868103	15,139,741.55	223,004	223,004
Discover Financial Services 401,518 8,000	COM	254709108	15,786,918.90	409,518	409,518
Discovery Communications, Inc. 494,158 7,200	COM	25470F104	31,826,205.84	501,358	501,358
Dole Food Co., Inc. 243,942 98,600	COM	256603101	3,928,956.74	342,542	342,542
Dollar General Corp. 118,674	COM	256677105	5,232,336.66	118,674	118,674
Dominion Resources, Inc. 1,418,181 93,184	COM	25746U109	78,288,707.00	1,511,365	1,511,365
Donaldson Co., Inc. 35,800	COM	257651109	1,175,672.00	35,800	35,800
Donegal Group, Inc. 353,280 87,921	COM	257701201	6,194,462.03	441,201	441,201
Dorman Products, Inc. 169,780 43,290	COM	258278100	7,529,893.82	213,070	213,070
Dover Corp. 903,532 28,984	COM	260003108	61,275,626.36	932,516	932,516
Dow Chemical Co. 3,797,612 64,149	COM	260543103	124,812,115.52	3,861,761	3,859,254
Drew Industries, Inc. 197,475 50,300	COM	26168L205	7,990,743.72	247,775	247,775
Dril-Quip, Inc. 519,886 13,836	COM	262037104	38,988,392.10	533,722	533,722
Dr. Pepper Snapple Group, Inc. 152,588	COM	26138E109	6,741,337.84	152,588	152,588
DSW Inc. 1,437,172 135,180	Class A	23334L102	103,287,802.88	1,572,352	1,572,352
Duke Energy Corp. 2,543,652 87,430	COM	26441C204	167,863,031.70	2,631,082	2,630,040

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Duke Realty Corp. 2,674,830 296,600	COM	264411505	41,213,734.10	2,971,430	2,971,430
DXP Enterprises, Inc. 380,820 81,100	COM	233377407	22,666,414.39	461,920	461,920
E2open, Inc. 223,612	COM	29788A104	3,166,345.91	223,612	223,612
Eagle Materials Inc. 1,394,108 50,723	COM	26969P108	84,522,613.50	1,444,831	1,444,831
Eastman Chemical Co. 385,117 20,200	COM	277432100	27,581,821.81	405,317	405,317
East West Bancorp, Inc. 1,525,661 66,100	COM	27579R104	34,206,943.88	1,591,761	1,591,761
Eaton Corp. plc 4,539,858 173,522	COM	G29183103	255,465,196.00	4,713,380	4,712,595
Eaton Vance Corp. 280,472	COM	278265103	8,933,033.20	280,472	280,472
eBay, Inc. 2,895,070 174,216	COM	278642103	156,594,971.72	3,069,286	3,069,286
Ecolab Inc. 149,974	COM	278865100	10,783,130.60	149,974	149,974
Edison International 1,659,684 57,398	COM	281020107	77,594,935.58	1,717,082	1,717,082
eHealth, Inc. 200,236	COM	28238P109	5,502,485.27	200,236	200,236
E.I. du Pont de Nemours & Co. 414,872 37,176	COM	263534109	20,328,598.56	452,048	452,048
Electronic Arts, Inc. 450,000	CV 0.75% 07/15/2016	285512AA7	417,093.76	450,000	450,000
Electronics for Imaging, Inc. 361,600 91,400	COM	286082102	8,602,470.01	453,000	453,000
Eli Lilly & Co. 5,148,111 247,864	COM	532457108	266,129,487.00	5,395,975	5,395,275
Ellie Mae, Inc. 67,479	COM	28849P100	1,872,542.25	67,479	67,479
EMC Corp. 95 of 140	COM	268648102	117,161,213.40	4,630,878	4,629,374

4,431,062	199,816					
EMC Corp.		CV 1.75%				
		12/01/2013	268648AM4	82,531,549.05	51,683,000	51,683,000
42,278,000	9,405,000					
EMCOR Group, Inc.		COM	29084Q100	72,261,872.90	2,087,890	2,087,890
1,882,690	205,200					
Emeritus Corp.		COM	291005106	48,681,096.00	1,969,300	1,969,300
1,775,400	193,900					
Emerson Electric Co.		COM	291011104	68,139,395.20	1,286,620	1,285,558
1,242,833	43,787					
Empresas ICA, S.A.B. de		Spon ADR	292448206	15,218,717.70	1,512,795	1,502,484
C.V.						
1,502,484	10,311					
Encore Capital Group, Inc.		COM	292554102	22,750,200.70	742,985	742,985
601,081	141,904					
Endeavour International		COM	29259G200	13,277,894.00	2,563,300	2,563,300
Corp.						
1,995,300	568,000					
Endo Pharmaceuticals		CV 1.75%				
Holdings Inc.		04/15/2015	29264FAB2	7,207,956.32	6,490,000	6,490,000
2,360,000	4,130,000					
Endologix, Inc.		COM	29266S106	3,481,708.46	244,502	244,502
244,502						
Endurance Specialty		COM	G30397106	33,415,765.11	841,919	841,919
Holdings Ltd.						
754,919	87,000					
Energy XXI (Bermuda) Ltd.		COM	G10082140	59,102,095.41	1,836,039	1,836,039
1,598,817	237,222					
Enersis S.A.		Spon ADR	29274F104	27,728,034.12	1,521,846	1,521,736
1,483,417	38,429					
Eni S.p.A.		Spon ADR	26874R108	48,347,863.20	983,880	983,880
935,880	48,000					
Ensco plc		Class A	G3157S106	94,744,674.96	1,598,257	1,598,257
1,539,037	59,220					
Entergy Corp.		COM	29364G103	2,371,500.00	37,200	37,200
37,200						
EOG Resources, Inc.		COM	26875P101	111,310,883.95	921,524	921,524
882,065	39,459					

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
EPAM Systems, Inc.		COM	29414B104	27,457,573.26	1,516,993	1,516,993
1,485,318	31,675					
EPR Properties		REIT	26884U109	58,116,075.69	1,260,379	1,260,379
1,135,779	124,600					
EQT Corp.		COM	26884L109	57,820,512.15	980,341	980,341
942,571	37,770					
Equinix, Inc.		CV 3%				
		10/15/2014	29444UAG1	9,494,559.39	4,855,000	4,855,000
1,745,000	3,110,000					
Equinix, Inc.		CV 4.75%				
		06/15/2016	29444UAH9	75,881.40	30,000	30,000
30,000						
ESCO Technologies, Inc.		COM	296315104	18,362,922.90	490,856	490,856
470,556	20,300					
Essex Rental Corp.		COM	297187106	4,176,473.24	1,221,191	1,221,191
1,002,191	219,000					
Estee Lauder Cos. Inc.		Class A	518439104	9,427,950.00	157,500	157,500
(The)						
157,500						
Esterline Technologies		COM	297425100	53,925,695.55	847,755	847,755
Corp.						
789,295	58,460					
Ethan Allen Interiors Inc.		COM	297602104	19,068,695.64	741,684	741,684
727,422	14,262					
EverBank Financial Corp.		COM	29977G102	45,661,875.00	3,062,500	3,062,500
2,755,200	307,300					
Everest Re Group, Ltd.		COM	G3223R108	54,558,619.35	496,213	496,213
487,513	8,700					
ExamWorks Group, Inc.		COM	30066A105	19,227,212.46	1,374,354	1,374,354
1,069,755	304,599					
Exlservice Holdings, Inc.		COM	302081104	46,643,922.00	1,760,148	1,760,148
1,584,443	175,705					
Expedia, Inc.		COM	30212P303	6,285,966.30	102,294	102,294
102,294						
Exponent, Inc.		COM	30214U102	4,574,654.38	81,939	81,939
65,739	16,200					

Express Scripts Holding Co. 3,167,610 216,393	COM	30219G108	182,736,162.00	3,384,003	3,384,003
Exxon Mobil Corp. 6,710,885 203,519	COM	30231G102	598,441,666.50	6,914,404	6,911,997
F5 Networks, Inc. 51,874	COM	315616102	5,039,559.10	51,874	51,874
Facebook Inc. 775,012	Class A	30303M102	20,638,569.56	775,012	775,012
FactSet Research Systems Inc. 14,700	COM	303075105	1,294,482.00	14,700	14,700
Family Dollar Stores, Inc. 196,216	COM	307000109	12,442,056.56	196,216	196,216
FARO Technologies, Inc. 479,060 10,630	COM	311642102	17,472,139.18	489,690	489,690
Federal Agricultural Mortgage Corp. 155,900 39,000	Class C	313148306	6,334,250.01	194,900	194,900
Federated Investors, Inc. 122,300	Class B	314211103	2,474,129.00	122,300	122,300
Fifth Third Bank 13,505,460 494,815	COM	316773100	212,664,177.25	14,000,275	14,000,275
Fifth Third Bank 122,077 65,510	CVPFD 8.5% 12/31/2049	316773209	26,187,145.20	187,587	187,587
Financial Engines, Inc. 1,394,125 35,619	COM	317485100	39,675,396.00	1,429,744	1,429,744
First American Financial Corp. 637,600 181,400	COM	31847R102	19,729,710.00	819,000	819,000
First Financial Bancorp 2,456,301 259,200	COM	320209109	39,700,624.62	2,715,501	2,715,501
First Niagara Financial Group, Inc. 244,800	COM	33582V108	1,941,264.00	244,800	244,800
First PacTrust Bancorp, Inc. 371,017 91,900	COM	33589V101	5,679,991.60	462,917	462,917
First Solar, Inc. 926,152 23,887	COM	336433107	29,337,204.32	950,039	950,039
Fiserv, Inc. 1,156,655 37,000	COM	337738108	94,334,554.62	1,193,655	1,193,655

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
FleetCor Technologies, Inc. 2,666,871 314,868	COM	339041105	159,970,297.40	2,981,739	2,981,739
FLIR Systems, Inc. 370,457 14,500	COM	302445101	8,588,390.67	384,957	384,957
Flowserve Corp. 53,789	COM	34354P105	7,896,225.20	53,789	53,789
Fluidigm Corp. 308,240	COM	34385P108	4,410,914.40	308,240	308,240
Fluor Corp. 167,013 19,043	COM	343412102	10,928,929.44	186,056	186,056
FMC Corp. 157,672	COM	302491303	9,226,965.44	157,672	157,672
FMC Technologies, Inc. 147,633	COM	30249U101	6,323,121.39	147,633	147,633
F.N.B. Corp. 15,000	COM	302520101	159,300.00	15,000	15,000
Fomento Economico Mexicano, S.A.B. de C.V. 15,566	Spon ADR	344419106	1,567,496.20	15,566	15,566
Ford Motor Co. 18,162,263 729,646	COM	345370860	244,650,221.55	18,891,909	18,888,085
Ford Motor Co. 21,868,000 5,430,000	CV 4.25% 11/15/2016	345370CN8	43,403,819.99	27,298,000	27,298,000
Fortinet, Inc. 951,912 102,500	COM	34959E109	22,216,460.84	1,054,412	1,054,412
Fortune Brands Home & Security, Inc. 998,175 41,800	COM	34964C106	30,388,069.51	1,039,975	1,039,975
Forum Energy Technologies Inc. 1,385,400 154,400	COM	34984V100	38,110,050.00	1,539,800	1,539,800

Foster Wheeler AG 649,796 187,304	COM	H27178104	20,358,272.00	837,100	837,100
Franco-Nevada Corp. 9,600 4,200	COM	351858105	788,946.00	13,800	13,800
Franklin Resources, Inc. 891,036 50,328	COM	354613101	118,329,454.80	941,364	941,364
Freeport-McMoRan, Inc. 1,571,888 34,980	COM	35671D857	54,954,885.60	1,606,868	1,606,868
Fresh Market, Inc. (The) 284,687 7,624	COM	35804H106	14,057,235.99	292,311	292,311
Fusion-io, Inc. 981,594 25,181	COM	36112J107	23,085,350.75	1,006,775	1,006,775
GameStop Corp. 907,026 39,500	Class A	36467W109	23,748,337.33	946,526	946,526
GasLog Ltd. 2,465,274 52,710	COM	G37585109	31,298,541.12	2,517,984	2,517,984
GATX Corp. 1,129,668 124,281	COM	361448103	54,295,991.70	1,253,949	1,253,949
Generac Holdings, Inc. 1,005,057 25,333	COM	368736104	35,352,680.90	1,030,390	1,030,390
General Electric Co. 9,940,580 140,376	COM	369604103	211,599,266.44	10,080,956	10,074,764
General Mills, Inc. 380,100	COM	370334104	15,359,841.00	380,100	380,100
General Motors Co.	CVPFD 4.75% 12/01/2013	37045V209	62,955,504.96	1,426,592	1,426,592
928,442 498,150					
Genesco, Inc. 547,530 60,800	COM	371532102	33,458,150.00	608,330	608,330
Genesee & Wyoming, Inc. 1,550,316 85,159	COM	371559105	124,426,938.03	1,635,475	1,635,475
Genesee & Wyoming, Inc.	CVPFD 5% 09/28/15	371559204	22,287,336.00	199,600	199,600
173,900 25,700					
GenMark Diagnostics Inc. 507,130	COM	372309104	4,564,170.00	507,130	507,130
Genomic Health, Inc. 364,183 8,812	COM	37244C101	10,167,843.70	372,995	372,995
Gentiva Health Services, Inc. 332,200 87,200	COM	37247A102	4,214,969.99	419,400	419,400
Genuine Parts Co. 68,200	COM	372460105	4,336,156.00	68,200	68,200

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
GeoEye Inc. 57,130	COM	37250W108	1,755,604.89	57,130	57,130
Georgia Gulf Corp. 648,030 8,600	COM	373200302	27,105,686.40	656,630	656,630
Geospace Technologies Corp. 285,734 5,859	COM	37364X109	25,913,869.92	291,593	291,593
G-III Apparel Group, Ltd. 79,369	COM	36237H101	2,716,800.87	79,369	79,369
Gildan Activewear Inc. 1,148,765 34,500	COM	375916103	43,283,833.72	1,183,265	1,183,265
Gilead Sciences, Inc. 548,166 38,485	COM	375558103	43,089,515.95	586,651	586,651
Gilead Sciences, Inc.	CV 0.625% 05/01/2013	375558AH6	69,388,889.98	35,976,000	35,976,000
32,641,000 3,335,000					
Gilead Sciences, Inc.	CV 1% 05/01/2014	375558AN3	47,217,240.00	28,791,000	28,791,000
15,746,000 13,045,000					
Gilead Sciences, Inc.	CV 1.625% 05/01/2016	375558AP8	928,471.50	550,000	550,000
550,000					
Global Geophysical Services 303,183	COM	37946S107	1,167,254.51	303,183	303,183
Global Payments, Inc. 383,155 24,100	COM	37940X102	18,448,651.54	407,255	407,255
GNC Holdings, Inc. 1,739,661 81,100	Class A	36191G107	60,594,926.09	1,820,761	1,820,761
Goldman Sachs Group, Inc. 1,511,256 27,375	COM	38141G104	196,267,770.36	1,538,631	1,537,927
Goodrich Petroleum Corp.	CV 5% 10/01/2029	382410AC2	3,303,125.00	3,500,000	3,500,000

1,335,000	2,165,000					
Goodyear Tire & Rubber		CVPFD 5.875%				
		04/01/2014	382550309	2,102,733.40	44,540	44,540
16,090	28,450					
Google, Inc.		COM	38259P508	35,355,000.80	49,840	49,840
44,517	5,323					
Graco Inc.		COM	384109104	1,184,270.00	23,000	23,000
23,000						
Greatbatch, Inc.		COM	39153L106	5,469,952.32	235,368	235,368
169,868	65,500					
Great Plains Energy Inc.		COM	391164100	2,605,773.00	128,300	128,300
128,300						
Green Mountain Coffee						
Roasters, Inc.		COM	393122106	3,444,047.20	83,270	83,270
83,270						
Green Plains Renewable		CV 5.75%				
Energy Inc.		11/01/2015	393222AB0	4,662,623.83	5,206,000	5,206,000
2,706,000	2,500,000					
Greenway Medical						
Technologies, Inc.		COM	39679B103	5,439,360.00	354,125	354,125
354,125						
Group 1 Automotive, Inc.		COM	398905109	34,435,445.00	555,500	555,500
500,100	55,400					
Groupon, Inc.		COM	399473107	15,885,883.52	3,255,304	3,255,304
3,176,978	78,326					
Grupo Financiero Santander						
Mexico S.A.B. de C.V.						
Spon ADR		Series B	40053C105	2,346,439.78	145,021	145,021
145,021						
GT Advanced Technologies,		CV 3%				
Inc.		10/01/2017	36191UAA4	732,500.00	1,000,000	1,000,000
1,000,000						
GulfMark Offshore, Inc.		COM	402629208	64,163,262.72	1,862,504	1,862,504
1,732,964	129,540					
Haemonetics Corp.		COM	405024100	48,341,246.16	1,183,674	1,183,674
1,065,474	118,200					
Hain Celestial Group, Inc.						
(The)		COM	405217100	27,308,824.74	503,667	503,667
491,632	12,035					
Halliburton Co.		COM	406216101	254,403,416.56	7,333,624	7,332,753
7,014,857	318,767					
Hanesbrands, Inc.		COM	410345102	5,323,174.38	148,609	148,609
148,609						
Hanger Orthopedic Group,						
Inc.		COM	41043F208	37,306,536.60	1,363,543	1,363,543
1,263,773	99,770					
Hanover Insurance Group						
Inc.		COM	410867105	426,140.00	11,000	11,000
11,000						
Harley-Davidson, Inc.		COM	412822108	33,372,860.40	683,310	683,310
675,510	7,800					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Harris Corp.		COM	413875105	1,086,912.00	22,200	22,200
22,200						
Harris Teeter Supermarkets						
Inc.		COM	414585109	24,413,145.78	633,121	633,121
608,721	24,400					
Hartford Financial Services						
Group, Inc. (The)		COM	416515104	142,692,190.07	6,358,832	6,358,832
6,250,238	108,594					
Hartford Financial Services		CVPFD 7.25%				
Group, Inc. (The)		04/01/2013	416515708	11,031,519.10	534,214	534,214
401,214	133,000					
Hasbro, Inc.		COM	418056107	4,208,951.90	117,241	117,241
117,241						
H. B. Fuller Co.		COM	359694106	7,343,538.00	210,900	210,900
164,000	46,900					
HCA Holdings, Inc.		COM	40412C101	2,139,053.00	70,900	70,900
70,900						
HCC Insurance Holdings,						
Inc.		COM	404132102	1,201,883.00	32,300	32,300
32,300						
HCP, Inc.		COM	40414L109	772,578.00	17,100	17,100
17,100						
HDFC Bank Ltd.		ADR	40415F101	1,605,263.84	39,422	39,422

39,422						
Health Care REIT, Inc.	COM	42217K106	2,329,020.00	38,000	38,000	
38,000						
Health Care REIT, Inc.	CV 3%					
	12/01/2029	42217KAR7	20,478,690.11	16,624,000	16,624,000	
8,924,000						
7,700,000						
HealthSouth Corp.	COM	421924309	39,680,467.00	1,879,700	1,879,700	
1,691,900						
187,800						
HeartWare International, Inc.	COM	422368100	33,304,811.90	396,722	396,722	
386,513						
10,209						
HeartWare International, Inc.	CV 3.5%					
	12/15/2017	422368AA8	8,565,412.56	7,380,000	7,380,000	
2,630,000						
4,750,000						
H&E Equipment Services, Inc.	COM	404030108	6,972,889.02	462,700	462,700	
370,200						
92,500						
HEICO Corp.	COM	422806109	27,192,639.97	607,521	607,521	
548,713						
58,808						
HEICO Corp.	Class A	422806208	8,704,380.54	272,182	272,182	
211,595						
60,587						
Helix Energy Solutions Group Inc.	COM	42330P107	36,253,747.19	1,756,480	1,756,480	
1,696,080						
60,400						
Helix Energy Solutions Group Inc.	CV 3.25%					
	03/15/2032	42330PAG2	4,298,096.94	3,629,000	3,629,000	
1,752,000						
1,877,000						
Helmerich & Payne, Inc.	COM	423452101	71,313,220.21	1,273,223	1,273,223	
1,227,445						
45,778						
Henry Schein, Inc.	COM	806407102	6,554,995.74	81,469	81,469	
81,469						
Hercules Offshore, Inc.	COM	427093109	30,883,932.00	4,997,400	4,997,400	
4,505,400						
492,000						
Hertz Global Holdings, Inc.	COM	42805T105	171,642,040.81	10,549,603	10,544,573	
10,343,417						
206,186						
Hertz Global Holdings, Inc.	CV 5.25%					
	06/01/2014	42805TAA3	7,673,338.75	3,773,000	3,773,000	
1,598,000						
2,175,000						
Hess Corp.	COM	42809H107	86,888,824.00	1,640,650	1,640,041	
1,607,680						
32,970						
Hewlett-Packard Co.	COM	428236103	31,761,340.50	2,228,866	2,227,491	
2,200,442						
28,424						
Hexcel Corp.	COM	428291108	107,550,907.94	3,989,277	3,989,277	
3,766,438						
222,839						
Hibbett Sports Inc.	COM	428567101	27,879,459.40	529,022	529,022	
439,614						
89,408						
Hill-Rom Holdings, Inc.	COM	431475102	10,961,100.00	384,600	384,600	
299,000						
85,600						
Hilltop Holdings Inc.	COM	432748101	3,756,605.28	277,445	277,445	
277,445						
Hittite Microwave Corp.	COM	43365Y104	58,893,156.00	948,360	948,360	
853,860						
94,500						
H.J. Heinz Co.	COM	423074103	117,282,820.48	2,033,336	2,033,336	
1,942,723						
90,613						
Hologic, Inc.	COM	436440101	24,065,784.62	1,201,487	1,201,487	
1,165,087						
36,400						

</TABLE>  
<PAGE>

<TABLE>						
<S>						
<C>	<C>	<C>	<C>	<C>	<C>	<C>
Hologic, Inc.		CV Step%				
		03/01/2042	436440AC5	13,701,050.10	13,744,000	13,744,000
8,999,000	4,745,000					
Hologic, Inc.		CV Step%				
		12/15/2037	436440AB7	13,774,880.00	12,299,000	12,299,000
7,319,000	4,980,000					
Home Bancshares, Inc.		COM	436893200	3,479,944.77	105,389	105,389
105,389						
Home Depot, Inc. (The)		COM	437076102	246,447,942.96	3,984,607	3,983,659
3,805,279	179,328					
Home Loan Servicing Solutions Ltd.		COM	G6648D109	7,350,058.81	388,892	388,892
388,892						
Home Properties, Inc.		COM	437306103	29,514,388.74	481,396	481,396
467,496	13,900					
HomeStreet Inc.		COM	43785V102	5,825,399.99	228,000	228,000
182,600	45,400					
Honeywell International,						

Inc. 844,515 24,190	COM	438516106	55,136,706.35	868,705	868,705
Hornbeck Offshore Services, Inc. 1,278,018 103,570	COM	440543106	47,443,731.92	1,381,588	1,381,588
Hornbeck Offshore Services, Inc. 7,320,000 4,085,000	CV Step% 11/15/2026	440543AE6	11,519,049.99	11,405,000	11,405,000
Host Hotels & Resorts, Inc. 3,970,321 79,599	COM	44107P104	63,462,246.43	4,049,920	4,049,920
HSBC Holdings plc 260,491 1,845	Spon ADR	404280406	13,922,171.52	262,336	260,491
HSN, Inc. 229,193 6,511	COM	404303109	12,982,576.32	235,704	234,630
HUB Group, Inc. 930,197 99,524	Class A	443320106	34,598,625.60	1,029,721	1,029,721
Humana Inc. 1,318,269 91,169	COM	444859102	96,729,729.94	1,409,438	1,409,438
Huntington Bancshares, Inc. 1,050,000	COM	446150104	6,709,500.00	1,050,000	1,050,000
Huntsman Corp. 23,900	COM	447011107	380,010.00	23,900	23,900
Hyatt Hotels Corp. 675,675 25,310	COM	448579102	27,036,991.45	700,985	700,224
IAC/InterActiveCorp 74,082	COM	44919P508	3,504,078.60	74,082	74,082
IBERIABANK Corp. 282,182 80,762	COM	450828108	17,827,809.28	362,944	362,944
ICU Medical, Inc. 95,100 24,200	COM	44930G107	7,268,949.02	119,300	119,300
IDACORP, Inc. 659,200 75,600	COM	451107106	31,853,580.00	734,800	734,800
IDEX Corp. 1,126,380 18,800	COM	45167R104	53,285,225.40	1,145,180	1,145,180
IDEXX Laboratories, Inc. 78,282	COM	45168D104	7,264,569.60	78,282	78,282
IHS Inc. 49,957	Class A	451734107	4,795,872.00	49,957	49,957
II-VI, Inc. 2,168,274 232,698	COM	902104108	43,865,758.44	2,400,972	2,400,972
Illinois Tool Works Inc. 349,600	COM	452308109	21,259,176.00	349,600	349,600
Illumina, Inc. 31,857	COM	452327109	1,770,930.63	31,857	31,857
Imperial Oil Ltd. 149,656 11,242	COM	453038408	6,918,614.00	160,898	160,898
Imperva, Inc. 975,410 19,213	COM	45321L100	31,360,463.22	994,623	994,623
Incyte Corp. 5,590,028 286,630	COM	45337C102	97,611,289.39	5,876,658	5,876,658
Incyte Corp. 7,562,000 2,945,000	CV 4.75% 10/01/2015	45337CAJ1	20,922,063.75	10,507,000	10,507,000
Infinity Pharmaceuticals, Inc. 180,188	COM	45665G303	6,306,580.00	180,188	180,188
Infoblox, Inc. 1,389,856 31,915	COM	45672H104	25,549,224.88	1,421,771	1,421,771

<PAGE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Informatica Corp. 945,559 145,851	COM	45666Q102	33,091,551.20	1,091,410	1,091,410	
Infosys Ltd. 329,366 32,762	Spon ADR	456788108	15,318,014.40	362,128	360,766	
ING Groep N.V. 1,559,359 10,935	Spon ADR	456837103	14,902,090.06	1,570,294	1,559,359	
Ingredion Inc. 13,500	COM	457187102	869,805.00	13,500	13,500	
Innophos Holdings, Inc. 849,800 96,200	COM	45774N108	43,989,000.00	946,000	946,000	
Insulet Corp. 1,295,812 29,580	COM	45784P101	28,124,818.23	1,325,392	1,325,392	
Intel Corp. 2,980,826 69,820	COM	458140100	62,934,826.98	3,050,646	3,048,864	
Intel Corp.	CV 2.95% 12/15/2035	458140AD2	11,669,000.00	11,200,000	11,200,000	

11,200,000 Intel Corp.		CV 3.25% 08/01/2039	458140AF7	76,070,846.49	64,638,000	64,638,000
44,623,000 20,015,000 IntercontinentalExchange Inc.		COM	45865V100	8,537,442.36	68,956	68,956
68,956 Int'l Business Machines Corp.		COM	459200101	50,620,152.30	264,266	264,266
252,224 12,042 International Game Technology		CV 3.25% 05/01/2014	459902AQ5	27,835,055.82	26,557,000	26,557,000
17,049,000 9,508,000 International Paper Co.		COM	460146103	238,065,115.20	5,975,530	5,974,049
5,795,934 179,596 Interpublic Group of Co., Inc. (The)		COM	460690100	189,632,755.14	17,208,054	17,208,054
16,526,442 681,612 Int'l Flavors & Fragrances Inc.		COM	459506101	19,395,345.36	291,484	291,484
285,784 5,700 ION Geophysical Corp.		COM	462044108	13,504,669.50	2,074,450	2,074,450
1,608,100 466,350 IPC The Hospitalist Co.		COM	44984A105	47,908,764.87	1,206,466	1,206,466
1,043,076 163,390 IPG Photonics Corp.		COM	44980X109	46,588,749.90	699,006	699,006
681,711 17,295 iRobot Corp.		COM	462726100	1,126,779.98	60,127	60,127
60,127 ITC Holdings Corp.		COM	465685105	40,002,506.12	520,121	520,121
499,521 20,600 Jabil Circuit, Inc.		COM	466313103	47,692,441.76	2,472,392	2,472,392
2,391,592 80,800 Jack Henry & Assoc., Inc.		COM	426281101	69,452,117.80	1,769,030	1,769,030
1,592,130 176,900 Jacobs Engineering Group, Inc.		COM	469814107	207,947,511.09	4,884,837	4,884,837
4,675,442 209,395 Jarden Corp.		COM	471109108	26,061,401.40	504,089	504,089
483,989 20,100 Jefferies & Co., Inc.		CV 3.875% 11/01/2029	472319AG7	3,683,812.57	3,700,000	3,700,000
3,700,000 Jive Software, Inc.		COM	47760A108	24,568,878.71	1,690,907	1,690,907
1,653,426 37,481 J & J Snack Foods Corp.		COM	466032109	9,088,303.72	142,138	142,138
110,604 31,534 Johnson Controls, Inc.		COM	478366107	1,175,810.00	38,300	38,300
38,300 Johnson & Johnson, Inc.		COM	478160104	218,951,882.20	3,123,422	3,121,906
3,066,145 57,277 John Wiley & Sons, Inc.		COM	968223206	15,341,962.63	394,091	394,091
306,369 87,722 Jones Lang LaSalle, Inc.		COM	48020Q107	182,979,295.08	2,179,882	2,179,882
2,026,382 153,500 Joy Global, Inc.		COM	481165108	19,972,388.10	313,145	313,145
313,145 JPMorgan Chase & Co.		COM	46625H100	522,044,905.55	11,872,752	11,868,251
11,492,288 380,464 Juniper Networks, Inc.		COM	48203R104	1,075,909.66	54,698	54,698
54,698						

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
K12 Inc.		COM	48273U102	12,192,460.00	596,500	596,500
465,100 131,400 Kansas City Southern		COM	485170302	44,771,325.76	536,312	536,312
523,212 13,100 KapStone Paper and Packaging Corp.		COM	48562P103	10,440,395.00	470,500	470,500
365,800 104,700 KB Financial Group, Inc.		Spon ADR	48241A105	11,508,427.10	320,569	318,341
318,341 2,228 Kellogg Co.		COM	487836108	29,064,507.55	520,403	520,403
496,152 24,251 Kennametal, Inc.		COM	489170100	77,595,760.00	1,939,894	1,939,894
1,819,794 120,100						

Kennedy-Wilson Holdings Inc.	COM	489398107	28,203,252.00	2,017,400	2,017,400
1,821,074 196,326					
KeyCorp	CVPFD 7.75% 12/31/2049	493267405	1,711,541.25	13,665	13,665
13,665					
Kimberly-Clark Corp.	COM	494368103	27,335,478.95	323,765	323,765
323,765					
Kimco Realty Corp.	COM	49446R109	1,271,256.00	65,800	65,800
65,800					
Kinder Morgan Inc.	COM	49456B101	170,114,965.35	4,815,029	4,813,666
4,645,565 169,464					
Kinder Morgan Inc.	Warrant - 05/25/2017	49456B119	9,257,972.22	2,449,199	2,449,199
2,434,095 15,104					
Kinross Gold Corp.	COM	496902404	31,197,438.36	3,209,613	3,202,531
2,851,834 357,779					
Kirby Corp.	COM	497266106	42,933,773.79	693,711	693,711
626,111 67,600					
KMG Chemicals, Inc.	COM	482564101	6,856,710.06	390,251	390,251
310,548 79,703					
Knight Transportation, Inc.	COM	499064103	32,159,534.33	2,198,191	2,198,191
1,978,491 219,700					
Kodiak Oil and Gas Corp.	COM	50015Q100	2,433,750.00	275,000	275,000
275,000					
Kohl's Corp.	COM	500255104	26,522,356.28	617,086	617,086
617,086					
Koppers Holdings, Inc.	COM	50060P106	60,951,682.75	1,597,685	1,597,685
1,442,301 155,384					
Kosmos Energy Ltd.	COM	G5315B107	929,819.15	75,289	75,289
75,289					
Kraft Foods Group, Inc.	COM	50076Q106	69,440,147.59	1,527,164	1,526,735
1,449,584 77,580					
Kroger Co.	COM	501044101	10,774,517.72	414,086	412,404
404,629 9,457					
Kronos Worldwide, Inc.	COM	50105F105	1,708,200.00	87,600	87,600
87,600					
L-3 Communications Holdings, Inc.	CV 3% 08/01/2035	502413AW7	20,807,875.00	20,450,000	20,450,000
8,560,000 11,890,000					
Laboratory Corp. of America Holdings	COM	50540R409	167,800,523.87	1,937,203	1,937,203
1,843,874 93,329					
Laclede Group, Inc. (The)	COM	505597104	35,528,922.00	920,200	920,200
828,100 92,100					
Lakeland Financial Corp.	COM	511656100	4,687,375.97	181,400	181,400
145,100 36,300					
Lam Research Corp.	COM	512807108	38,174,379.88	1,056,584	1,056,584
1,017,384 39,200					
Las Vegas Sands Corp.	COM	517834107	2,465,636.40	53,415	53,415
53,415					
Lazard Ltd.	COM	G54050102	18,787,264.00	629,600	629,600
617,300 12,300					
Leap Wireless International, Inc.	CV 4.5% 07/15/2014	521863AL4	10,495,436.25	10,947,000	10,947,000
6,297,000 4,650,000					
Lear Corp.	COM	521865204	1,180,368.00	25,200	25,200
25,200					
Leggett & Platt, Inc.	COM	524660107	2,991,478.00	109,900	109,900
109,900					
Lender Processing Services, Inc.	COM	52602E102	44,580,787.98	1,810,755	1,810,755
1,737,955 72,800					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Lennar Corp.	Class A	526057104	2,869,314.00	74,200	74,200
74,200					
Lennox International Inc.	COM	526107107	5,395,064.48	102,724	102,724
102,724					
Liberty Media Corp.	COM	530322106	1,638,409.23	14,123	14,123
14,123					
Liberty Media (VIA)	CV 3.25% 03/15/2031	530715AR2	33,997,650.00	35,787,000	35,787,000
34,187,000 1,600,000					
Liberty Property Trust	REIT	531172104	56,941,189.90	1,591,870	1,591,870
1,541,970 49,900					

LifeLock, Inc. 3,203,722 70,214	COM	53224V100	26,617,099.66	3,273,936	3,273,936
Life Technologies Corp. 1,942,805 85,400	COM	53217V109	99,544,301.43	2,028,205	2,028,205
Life Time Fitness Inc. 265,120 77,680	COM	53217R207	16,869,188.00	342,800	342,800
Limited Brands, Inc. 138,853	COM	532716107	6,534,422.18	138,853	138,853
Lincoln National Corp. 1,216,403 22,700	COM	534187109	32,092,767.70	1,239,103	1,239,103
Linear Technology Corp. 151,917	COM	535678106	5,210,753.10	151,917	151,917
Linear Technology Corp. 1,579,000 2,376,000	CV 3% 05/01/2027	535678AC0	4,137,918.75	3,955,000	3,955,000
LinkedIn Corp. 48,152	Class A	53578A108	5,528,812.64	48,152	48,152
Lithia Motors, Inc. 327,871 45,900	Class A	536797103	13,986,510.82	373,771	373,771
Littelfuse, Inc. 1,028,167 113,767	COM	537008104	70,468,747.14	1,141,934	1,141,934
LivePerson, Inc. 219,757 3,905	COM	538146101	2,938,918.69	223,662	223,662
Lockheed Martin Corp. 14,100	COM	539830109	1,301,289.00	14,100	14,100
Lorillard, Inc. 8,250	COM	544147101	962,527.50	8,250	8,250
Lowe's Companies, Inc. 1,095,313	COM	548661107	38,905,517.76	1,095,313	1,095,313
Lumber Liquidators Holdings, Inc. 497,052 11,379	COM	55003T107	26,860,409.73	508,431	508,431
LyondellBasell Industries N.V. 165,207 7,355	Class A	N53745100	9,851,564.58	172,562	172,562
Macerich Co. (The) 170,000 3,300	COM	554382101	10,103,390.00	173,300	173,300
Mack-Cali Realty Corp. 1,343,900 143,100	COM	554489104	38,825,570.00	1,487,000	1,487,000
Macy's, Inc. 4,421,363 211,408	COM	55616P104	180,770,724.43	4,632,771	4,632,771
Marathon Oil Corp. 1,377,006 9,179	COM	565849106	42,500,432.10	1,386,185	1,384,950
Marathon Petroleum Corp. 253,821 13,716	COM	56585A102	16,854,831.00	267,537	266,928
Marcus Corp. (The) 228,202 56,900	COM	566330106	3,555,221.92	285,102	285,102
Market Leader, Inc. 138,826	COM	57056R103	909,310.31	138,826	138,826
Marlin Business Services Corp. 366,990 94,200	COM	571157106	9,251,471.44	461,190	461,190
Marriott International, Inc. 1,075,996 22,360	Class A	571903202	40,935,732.56	1,098,356	1,097,733
Marsh & McLennan Cos. 3,656,916 135,728	COM	571748102	130,732,438.68	3,792,644	3,792,644
Marten Transport Ltd. 290,876 72,200	COM	573075108	6,676,967.62	363,076	363,076
Masimo Corp. 597,301 170,954	COM	574795100	16,141,037.55	768,255	768,255
Mastercard, Inc. 20,137 2,515	COM	57636Q104	11,128,474.56	22,652	22,652

</TABLE>

<PAGE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>
Mattel, Inc. 32,600	COM	577081102	1,193,812.00	32,600	32,600
Maxim Integrated Products, Inc. 120,400	COM	57772K101	3,539,760.00	120,400	120,400
MAXIMUS, Inc. 1,133,802 125,594	COM	577933104	79,619,015.12	1,259,396	1,259,396
McCormick & Co., Inc. 45,300	Non Vtg Shrs	579780206	2,877,909.00	45,300	45,300
McDonald's Corp. 381,100	COM	580135101	33,616,831.00	381,100	381,100

McGrath RentCorp 201,600 50,600	COM	580589109	7,318,844.00	252,200	252,200
McGraw-Hill Companies, Inc. (The) 57,459	COM	580645109	3,141,283.53	57,459	57,459
McKesson Corp. 688,937 7,222	COM	58155Q103	67,499,576.64	696,159	695,702
Measurement Specialties, Inc. 166,800 42,200	COM	583421102	7,181,240.03	209,000	209,000
Medicines Co. (The) 1,616,100 181,600	COM	584688105	43,090,869.00	1,797,700	1,797,700
Medivation, Inc. 546,213 14,143	COM	58501N101	28,667,812.96	560,356	560,356
Medivation, Inc. 36,576,000 6,560,000	CV 2.625% 04/01/2017	58501NAA9	55,348,880.23	43,136,000	43,136,000
MEDNAX, Inc. 1,207,550 98,800	COM	58502B106	103,880,951.95	1,306,350	1,306,350
Medtronic, Inc. 2,261,968 9,426	COM	585055106	93,172,581.88	2,271,394	2,270,309
Medtronic, Inc. 7,522,000 2,925,000	CV 1.625% 04/15/2013	585055AM8	10,492,705.68	10,447,000	10,447,000
MEMC Electronic Materials, Inc. 1,119,051	COM	552715104	3,592,153.72	1,119,051	1,119,051
Men's Wearhouse, Inc. 1,711,334 132,400	COM	587118100	57,450,751.44	1,843,734	1,843,734
MercadoLibre, Inc. 267,749 7,214	COM	58733R102	21,603,842.91	274,963	274,963
Merck & Co., Inc. 3,518,830 59,072	COM	58933Y105	146,479,307.88	3,577,902	3,575,712
Mercury Systems, Inc. 898,900 255,100	COM	589378108	10,616,800.00	1,154,000	1,154,000
Merit Medical Systems, Inc. 300,950 75,575	COM	589889104	5,233,697.82	376,525	376,525
Meritor, Inc. 9,250,000	CV Step% 02/15/2027	043353AH4	6,966,406.25	9,250,000	9,250,000
Meritor, Inc. 250,000	CV Step% 03/01/2026	043353AF8	234,531.25	250,000	250,000
Methode Electronics, Inc. 411,270 105,117	COM	591520200	5,179,361.61	516,387	516,387
MetLife, Inc. 1,898,114 34,450	COM	59156R108	63,658,658.17	1,932,564	1,931,746
MetLife, Inc. 932,321 247,820	CVPFD 5% 10/08/2014	59156R116	52,480,870.27	1,180,141	1,180,141
MGM Resorts International 704,610 109,114	COM	552953101	9,471,747.36	813,724	813,724
MGM Resorts International 3,875,000 6,385,000	CV 4.25% 04/15/2015	55303QAE0	10,882,012.57	10,260,000	10,260,000
Michael Baker Corp. 45,497	COM	057149106	1,134,240.21	45,497	45,497
Michael Kors Holdings Ltd. 23,008	COM	G60754101	1,174,098.24	23,008	23,008
Microchip Technology, Inc. 3,366,000 6,740,000	CV 2.125% 12/15/2037	595017AB0	12,809,355.00	10,106,000	10,106,000
Micron Technology, Inc. 3,196,336 107,705	COM	595112103	20,980,660.35	3,304,041	3,304,041
Micron Technology, Inc. 17,237,000 11,075,000	CV 1.5% 08/01/2031	595112AQ6	26,312,465.27	28,312,000	28,312,000
Micron Technology, Inc. 123,000 1,325,000	CV 1.875% 06/01/2027	595112AK9	1,327,635.01	1,448,000	1,448,000

</TABLE>

<PAGE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Microsoft Corp. 5,927,080 289,784	COM	594918104	166,176,774.73	6,216,864	6,215,958	
MICROS Systems, Inc. 180,327	COM	594901100	7,653,077.88	180,327	180,327	

Mid-America Apartment Communities, Inc. 243,100 64,800	COM	59522J103	19,936,525.00	307,900	307,900
Middleby Corp. 548,478 58,183	COM	596278101	77,780,006.81	606,661	606,661
MidSouth Bancorp, Inc. 374,638 89,934	COM	598039105	7,595,752.08	464,572	464,572
Millennial Media Inc. 1,947,923 52,543	COM	60040N105	25,065,838.98	2,000,466	2,000,466
Mistras Group, Inc. 576,805 164,617	COM	60649T107	18,305,709.18	741,422	741,422
Mobile Mini, Inc. 251,500 62,000	COM	60740F105	6,530,204.97	313,500	313,500
Mohawk Industries, Inc. 474,580 18,000	COM	608190104	44,563,712.48	492,580	492,580
Molson Coors Brewing Co. 23,023,000 3,398,000	CV 2.5% 07/30/2013	60871RAA8	26,833,828.26	26,421,000	26,421,000
Molycorp, Inc. 2,695,289 403,437	COM	608753109	29,251,973.44	3,098,726	3,098,726
Molycorp, Inc. 9,620,000 3,700,000	CV 3.25% 06/15/2016	608753AA7	8,724,600.00	13,320,000	13,320,000
Molycorp, Inc. 47,334 10,650	CV 5.5% 03/01/2014	608753208	1,435,104.00	57,984	57,984
Molycorp, Inc. 5,724,000 4,525,000	CV 6% 09/01/2017	608753AF6	9,691,710.91	10,249,000	10,249,000
Mondelez International Inc. 4,107,260 195,362	Class A	609207105	109,587,782.34	4,302,622	4,301,361
Monolithic Power Systems, Inc. 256,861	COM	609839105	5,722,863.06	256,861	256,861
Monsanto Co. 1,010,609 14,784	COM	61166W101	97,053,447.45	1,025,393	1,025,393
Monster Worldwide, Inc. 3,013,827 158,948	COM	611742107	17,830,995.50	3,172,775	3,172,775
Moody's Corp. 178,270	COM	615369105	8,970,546.40	178,270	178,270
Moog, Inc. 595,557 65,148	COM	615394202	27,108,726.69	660,705	660,705
Morgan Stanley 3,655,592 67,829	COM	617446448	71,191,809.52	3,723,421	3,721,786
Mosaic Co. 284,139 6,533	COM	61945C103	16,460,755.36	290,672	290,322
MRC Global Inc. 350,900 103,600	COM	55345K103	12,626,010.00	454,500	454,500
M&T Bank Corp. 728,615 23,541	COM	55261F104	74,064,801.32	752,156	752,156
Multi-Color Corp. 397,252 99,900	COM	625383104	11,926,676.56	497,152	497,152
Murphy Oil Corp. 288,674	COM	626717102	17,190,536.70	288,674	288,674
MWI Veterinary Supply, Inc. 422,949 10,518	COM	55402X105	47,681,370.00	433,467	433,467
Mylan Laboratories, Inc. 2,685,942 49,400	COM	628530107	75,167,198.16	2,735,342	2,735,342
Mylan Laboratories, Inc. 1,855,000 2,780,000	CV 3.75% 09/15/2015	628530AJ6	9,875,446.97	4,635,000	4,635,000
MYR Group, Inc. 306,400 76,200	COM	55405W104	8,512,850.01	382,600	382,600
Nabors Industries Ltd. 95,300	COM	G6359F103	1,377,085.00	95,300	95,300
NASDAQ OMX Group, Inc. (The) 77,800	COM	631103108	1,945,778.00	77,800	77,800
NASDAQ OMX Group, Inc. (The) 14,890,000	CV 2.5% 08/15/2013	631103AA6	14,964,450.00	14,890,000	14,890,000
Nash Finch Co. 1,109,000 2,915,000	CV Step% 03/15/2035	631158AD4	1,886,250.00	4,024,000	4,024,000

<PAGE>

<TABLE>

<S>  
<C>

<C>

<C>

<C>

<C>

<C>

National Grid plc 176,327 1,135	Spon ADR	636274300	10,193,417.28	177,462	176,327
National Oilwell Varco, Inc. 110,421 16,302	COM	637071101	8,661,517.05	126,723	126,723
National Penn Bancshares, Inc. 5,528,700 615,600	COM	637138108	57,264,876.00	6,144,300	6,144,300
Natural Grocers by Vitamin Cottage Inc. 176,655	COM	63888U108	3,372,343.95	176,655	176,655
Navigators Group, Inc. (The) 1,039,181 112,300	COM	638904102	58,806,134.67	1,151,481	1,151,481
Navistar International Corp. 17,428,000 4,775,000	CV 3% 10/15/2014	63934EAL2	20,385,129.56	22,203,000	22,203,000
NCR Corp. 5,605,782 416,350	COM	62886E108	153,443,923.37	6,022,132	6,022,132
Neenah Paper, Inc. 152,775 37,900	COM	640079109	5,428,517.24	190,675	190,675
NetApp, Inc. 894,505 16,140	COM	64110D104	30,552,139.75	910,645	910,645
NetApp, Inc. 43,052,000 12,035,000	CV 1.75% 06/01/2013	64110DAB0	62,179,451.27	55,087,000	55,087,000
Netspend Holdings, Inc. 1,711,900 32,219	COM	64118V106	20,615,486.57	1,744,119	1,744,119
Netsuite, Inc. 566,269 15,207	COM	64118Q107	39,133,334.80	581,476	581,476
NeuStar, Inc. 38,126	Class A	64126X201	1,598,623.18	38,126	38,126
Newfield Exploration Co. 31,341 4,758	COM	651290108	966,731.22	36,099	36,099
New Gold Inc. 1,219,800 362,200	COM	644535106	17,449,460.00	1,582,000	1,582,000
Newmont Mining Corp. 32,700	COM	651639106	1,518,588.00	32,700	32,700
Newmont Mining Corp. 26,250,000	CV 1.25% 07/15/2014	651639AH9	31,024,218.79	26,250,000	26,250,000
Newmont Mining Corp. 21,502,000 7,955,000	CV 1.625% 07/15/2017	651639AJ5	38,404,563.75	29,457,000	29,457,000
News Corp. 2,248,300	COM	65248E104	57,421,582.00	2,248,300	2,248,300
NextEra Energy, Inc. 1,676,309 64,689	COM	65339F101	120,459,651.66	1,740,998	1,740,556
NextEra Energy, Inc. 330,570 95,730	CV PFD 5.889% 09/01/15	65339F887	21,340,578.00	426,300	426,300
NIC Inc. 813,539 170,170	COM	62914B100	16,073,805.06	983,709	983,709
Nike, Inc. 270,566	Class B	654106103	13,961,205.60	270,566	270,566
NJ Resources Corp. 766,345 84,900	COM	646025106	33,726,326.90	851,245	851,245
Noble Energy, Inc. 1,339,382 69,264	COM	655044105	143,315,644.04	1,408,646	1,408,646
Nordson Corp. 314,983 16,900	COM	655663102	20,948,454.96	331,883	331,883
Nordstrom, Inc. 11,700	COM	655664100	625,950.00	11,700	11,700
Norfolk Southern Corp. 19,961	COM	655844108	1,234,388.24	19,961	19,961
Northeast Utility Service Co. 638,318 7,800	COM	664397106	25,250,291.44	646,118	646,118
Northrim BanCorp, Inc. 222,203 55,356	COM	666762109	6,286,711.39	277,559	277,559
Novadaq Technologies Inc. 494,065	COM	66987G102	4,387,297.18	494,065	494,065
Nuance Communications, Inc. 2,715,275 97,100	COM	67020Y100	62,772,209.97	2,812,375	2,812,375
Nuance Communications, Inc. 23,762,000 4,560,000	CV 2.75% 08/15/2027	67020YAB6	37,385,039.99	28,322,000	28,322,000
Nuance Communications, Inc. 15,660,000 3,670,000	CV 2.75% 11/01/2031	67020YAF7	21,081,781.33	19,330,000	19,330,000

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Nucor Corp. 82,920		COM	670346105	3,580,485.60	82,920	82,920
NV Energy, Inc. 4,487,439	135,200	COM	67073Y106	83,854,671.44	4,622,639	4,622,639
NVIDIA Corp. 223,094		COM	67066G104	2,741,825.26	223,094	223,094
NYSE Euronext 11,600		COM	629491101	365,864.00	11,600	11,600
Oaktree Capital Group LLC 1,769,360		Unit	674001201	80,488,186.40	1,769,360	1,769,360
Occidental Petroleum Corp. 2,474,107	92,619	COM	674599105	196,636,878.87	2,566,726	2,566,090
Oceaneering International, Inc. 153,004		COM	675232102	8,230,085.16	153,004	153,004
Ocean Rig UDW, Inc. 1,172,690	134,927	COM	Y64354205	19,575,026.49	1,307,617	1,305,941
Ocwen Financial Corp. 1,196,469	180,089	COM	675746309	47,615,141.22	1,376,558	1,376,558
Olin Corp. 1,669,865	179,700	COM	680665205	39,932,108.35	1,849,565	1,849,565
Omicare, Inc. 1,175,000	2,110,000	CV 3.25% 12/15/2035	681904AL2	3,293,212.50	3,285,000	3,285,000
Omicare, Inc. 14,390,000	4,345,000	CV 3.75% 12/15/2025	681904AN8	27,704,381.25	18,735,000	18,735,000
Omnicom Group, Inc. 16,430,000	12,440,000	CV 0% 07/01/2038	682134AA9	31,053,293.87	28,870,000	28,870,000
Omnicom Group, Inc. 322,253	15,406	COM	681919106	16,869,443.64	337,659	337,084
ON Semiconductor Corp. 10,830,000	7,035,000	CV 2.625% 12/15/2026	682189AG0	18,333,956.25	17,865,000	17,865,000
ON Semiconductor Corp. 9,800,000		CV 2.625% 12/15/2026	682189AH8	10,492,125.00	9,800,000	9,800,000
Onyx Pharmaceuticals, Inc. 1,886,647	92,386	COM	683399109	149,476,362.49	1,979,033	1,979,033
Onyx Pharmaceuticals, Inc. 12,906,000	3,765,000	CV 4% 08/15/2016	683399AB5	33,831,710.82	16,671,000	16,671,000
OpenTable, Inc. 316,301	8,303	COM	68372A104	15,840,675.20	324,604	324,604
Oracle Corp. 1,443,854	55,671	COM	68389X105	49,964,173.00	1,499,525	1,498,807
Orient-Express Hotels Ltd. 4,155,358	445,432	COM	G67743107	53,783,235.10	4,600,790	4,600,790
ORIX Corp. 217,079	1,478	Spon ADR	686330101	12,379,068.48	218,557	217,079
Oshkosh Corp. 565,500	162,600	COM	688239201	21,588,165.00	728,100	728,100
Overhill Farms, Inc. 1,680,161	304,614	COM	690212105	8,594,075.75	1,984,775	1,984,775
Owens-Illinois, Inc. 22,000		COM	690768403	467,940.00	22,000	22,000
Oxford Industries, Inc. 19,500		COM	691497309	904,020.00	19,500	19,500
Paccar, Inc. 174,086	25,403	COM	693718108	9,018,897.69	199,489	199,489
Pacific Gas & Electric Co. 1,922,251	90,002	COM	69331C108	80,852,325.54	2,012,253	2,011,597
PacWest Bancorp 2,424,742	330,200	COM	695263103	68,267,462.76	2,754,942	2,754,942
Palo Alto Networks, Inc. 532,579	7,439	COM	697435105	28,901,763.36	540,018	540,018
Panera Bread Co. 38,014		Class A	69840W108	6,037,763.62	38,014	38,014
PAREXEL International Corp. 1,387,540	153,400	COM	699462107	45,596,414.60	1,540,940	1,540,940
Park Sterling Corp. 684,100	168,700	COM	70086Y105	4,460,143.99	852,800	852,800
Parkway Properties, Inc. 339,800	81,300	COM	70159Q104	5,891,189.01	421,100	421,100

</TABLE>

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>
PartnerRe Ltd. 804,665	22,700	COM	G6852T105	66,594,608.82	827,365	827,365
Paychex, Inc. 121,200		COM	704326107	3,774,168.00	121,200	121,200
PDF Solutions, Inc. 213,591		COM	693282105	2,943,283.99	213,591	213,591
Pebblebrook Hotel Trust 3,104,425	468,300	COM	70509V100	82,529,947.50	3,572,725	3,572,725
Penske Auto Group 2,584,278	256,100	COM	70959W103	85,466,974.01	2,840,378	2,840,378
Pentair Ltd. 585,932	11,600	Registered Shares	H6169Q108	29,368,697.86	597,532	597,532
People United Financial, Inc. 2,970,065	261,130	COM	712704105	39,065,147.55	3,231,195	3,231,195
PepsiCo, Inc. 1,370,245	34,943	COM	713448108	96,157,014.84	1,405,188	1,404,727
Performant Financial Corp. 158,116		COM	71377E105	1,596,971.60	158,116	158,116
Pericom Semiconductor Corp. 517,132	130,426	COM	713831105	5,199,890.76	647,558	647,558
PerkinElmer, Inc. 2,125,252	90,300	COM	714046109	70,321,620.49	2,215,552	2,215,552
Perrigo Co. 32,876		COM	714290103	3,420,090.28	32,876	32,876
PetSmart, Inc. 18,692		COM	716768106	1,277,411.28	18,692	18,692
Pfizer, Inc. 9,743,738	173,014	COM	717081103	248,712,140.16	9,916,752	9,910,460
Pharmacyclics, Inc. 407,014	10,976	COM	716933106	24,201,621.00	417,990	417,990
PHH Corp. 318,000	91,300	COM	693320202	9,311,575.00	409,300	409,300
Philip Morris Int'l, Inc. 1,115,576	5,851	COM	718172109	93,796,154.28	1,121,427	1,120,716
Phillips 66 65,550		COM	718546104	3,480,705.00	65,550	65,550
Piedmont Natural Gas Company, Inc. 375,236	7,300	COM	720186105	11,977,202.16	382,536	382,536
Pier 1 Imports, Inc. 1,564,345	31,200	COM	720279108	31,910,900.00	1,595,545	1,595,545
Pioneer Natural Resources Co. 5,739,000	2,390,000	CV 2.875% 01/15/2038	723787AH0	14,571,232.50	8,129,000	8,129,000
Piper Jaffray Cos., Inc. 91,128		COM	724078100	2,927,942.63	91,128	91,128
Plains Exploration & Production Co. 139,800	39,500	COM	726505100	8,416,342.00	179,300	179,300
Plum Creek Timber Co., Inc. 11,200		COM	729251108	496,944.00	11,200	11,200
PNC Financial Services Group 2,854,919	133,468	COM	693475105	174,252,845.97	2,988,387	2,987,453
Polaris Industries Inc. 80,686		COM	731068102	6,789,726.90	80,686	80,686
PolyOne Corp. 10,000		COM	73179P106	204,200.00	10,000	10,000
Polypore International, Inc. 384,804	10,305	COM	73179V103	18,372,568.50	395,109	395,109
Pool Corp. 366,482	104,118	COM	73278L105	19,915,792.00	470,600	470,600
Portfolio Recovery Associates 424,855	47,753	COM	73640Q105	50,502,890.88	472,608	472,608
Post Properties, Inc. 137,000		COM	737464107	6,843,150.00	137,000	137,000
Powell Industries, Inc. 73,700	19,100	COM	739128106	3,853,983.97	92,800	92,800
PPG Industries, Inc. 342,937	16,117	COM	693506107	48,597,958.90	359,054	359,054

PPL Corp. 2,219,668	34,195	COM	69351T106	64,528,097.69	2,253,863	2,252,940
</TABLE>						
<PAGE>						
<TABLE>						
<S>		<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>				
PPL Corp.			CVPFD 8.75% 05/01/2014	69351T114	41,513,141.25	772,625
592,325	180,300					772,625
PPL Corp.			CVPFD 9.5% 07/01/2013	69351T601	1,809,926.00	34,600
34,600						34,600
Praxair, Inc.		COM		74005P104	15,185,202.45	138,741
138,741						138,741
Precision Castparts Corp.		COM		740189105	13,480,453.14	71,167
62,905	8,262					71,167
PriceSmart, Inc.		COM		741511109	36,924,363.30	479,226
466,737	12,489					479,226
Procter & Gamble Co.		COM		742718109	181,101,530.97	2,667,573
2,609,951	57,622					2,665,707
Prologis, Inc.		COM		74340W103	10,483,577.00	287,300
282,000	5,300					287,300
Prologis LP			CV 3.25% 03/15/2015	74340XAT8	18,016,518.83	15,830,000
7,565,000	8,265,000					15,830,000
Proofpoint, Inc.		COM		743424103	6,122,624.71	497,370
497,370						497,370
Protective Life Corp.		COM		743674103	2,032,038.00	71,100
71,100						71,100
Proto Labs, Inc.		COM		743713109	37,547,352.90	952,495
931,828	20,667					952,495
Providence Service Corp.		COM		743815102	14,194,397.44	835,456
649,813	185,643					835,456
Prudential Financial, Inc.		COM		744320102	204,795,039.50	3,840,147
3,681,120	159,027					3,839,037
Prudential plc		Spon ADR		74435K204	15,048,276.75	527,085
523,414	3,671					523,414
Puma Biotechnology, Inc.		COM		74587V107	2,262,600.00	120,672
120,672						120,672
PVH Corp.		COM		693656100	57,123,858.80	514,583
490,127	24,456					514,583
QEP Resources, Inc.		COM		74733V100	21,354,576.90	705,470
691,670	13,800					705,470
Qihoo 360 Technology Co. Ltd.		Spon ADR		74734M109	22,100,850.03	744,387
724,814	19,573					744,387
Quaker Chemical Corp.		COM		747316107	7,373,433.98	136,900
109,400	27,500					136,900
QUALCOMM, Inc.		COM		747525103	69,103,242.18	1,114,209
1,033,722	80,487					1,114,209
Quanta Services, Inc.		COM		74762E102	1,608,418.02	58,938
58,938						58,938
Rackspace Hosting, Inc.		COM		750086100	1,840,410.60	24,780
24,780						24,780
Radian Group, Inc.			CV 3% 11/15/2017	750236AK7	16,262,221.91	18,285,000
16,680,000	1,605,000					18,285,000
Ralph Lauren Corp.		COM		751212101	6,675,787.68	44,529
44,529						44,529
Range Resources Corp.		COM		75281A109	133,725,361.43	2,128,368
2,052,738	75,630					2,128,368
Raymond James Financial, Inc.		COM		754730109	202,944,676.63	5,267,186
5,046,686	220,500					5,267,186
Rayonier TRS Holdings, Inc.			CV 4.5% 08/15/2015	75508AAC0	6,149,140.67	3,875,000
1,990,000	1,885,000					3,875,000
Raytheon Co.		COM		755111507	27,128,028.00	471,300
471,300						471,300
RBC Bearings, Inc.		COM		75524B104	31,551,860.82	630,155
617,021	13,134					630,155
Realogy Holdings Corp.		COM		75605Y106	34,744,306.63	828,034
791,810	36,224					828,034
Red Hat, Inc.		COM		756577102	9,371,060.16	176,946
176,946						176,946
Red Robin Gourmet Burgers, Inc.		COM		75689M101	27,716,624.94	785,396
750,596	34,800					785,396

Regal Beloit Corp. 557,386 59,200	COM	758750103	43,450,815.42	616,586	616,586
Regions Financial Corp. 6,414,177 128,747	COM	7591EP100	46,585,618.88	6,542,924	6,538,599

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Reliance Steel & Aluminum Co.	COM	759509102	259,686,302.41	4,181,744	4,181,744
3,945,319 236,425					
RenaissanceRe Holdings Ltd.	COM	G7496G103	32,364,964.05	398,289	398,289
382,989 15,300					
Rent-A-Center, Inc.	COM	76009N100	49,714,556.28	1,446,873	1,446,873
1,306,973 139,900					
ResMed, Inc.	COM	761152107	17,965,473.18	432,174	431,326
401,201 30,973					
Restoration Hardware Holdings Inc.	COM	761283100	22,865,432.08	677,896	677,896
663,126 14,770					
Rexnord Corp.	COM	76169B102	2,130,000.00	100,000	100,000
100,000					
RigNet, Inc.	COM	766582100	5,465,127.16	267,505	267,505
267,505					
Rio Tinto plc	Spon ADR	767204100	97,729,512.29	1,682,381	1,680,580
1,577,280 105,101					
Riverbed Technology, Inc.	COM	768573107	3,285,825.28	166,624	166,624
166,624					
RLI Corp.	COM	749607107	17,129,080.60	264,910	264,910
206,210 58,700					
Roadrunner Transportation Systems, Inc.	COM	76973Q105	6,737,195.98	371,400	371,400
297,300 74,100					
Robert Half Int'l, Inc.	COM	770323103	40,175,772.96	1,262,595	1,262,595
1,215,595 47,000					
Rock-Tenn Co.	Class A	772739207	104,152,896.84	1,489,814	1,489,814
1,442,079 47,735					
Rockwell Automation Inc.	COM	773903109	9,080,662.84	108,116	108,116
108,116					
Rockwood Holdings, Inc.	COM	774415103	4,946,000.00	100,000	100,000
100,000					
Rogers Corp.	COM	775133101	37,669,841.30	758,555	758,555
685,528 73,027					
Roper Industries, Inc.	COM	776696106	6,465,840.00	58,000	58,000
58,000					
Ross Stores, Inc.	COM	778296103	19,705,618.20	363,908	363,908
363,908					
Rovi Corp.	COM	779376102	43,806,464.35	2,839,045	2,839,045
2,726,445 112,600					
Rowan Companies plc	Class A	G7665A101	28,414,986.46	908,698	908,698
893,698 15,000					
Royal Gold, Inc.	COM	780287108	1,040,768.00	12,800	12,800
8,800 4,000					
Royal Gold, Inc.	CV 2.875% 06/15/2019	780287AA6	8,627,859.43	7,725,000	7,725,000
2,845,000 4,880,000					
RPM Int'l, Inc.	COM	749685103	2,938,936.00	100,100	100,100
100,100					
RTI International Metals, Inc.	COM	74973W107	43,739,015.32	1,587,047	1,587,047
1,432,147 154,900					
Ruckus Wireless Inc.	COM	781220108	22,571,297.49	1,001,833	1,001,833
813,598 188,235					
Rudolph Technologies, Inc.	COM	781270103	3,970,803.15	295,227	295,227
207,655 87,572					
Rush Enterprises, Inc.	COM	781846209	8,419,697.11	407,339	407,339
325,339 82,000					
Ryder System Inc.	COM	783549108	98,307,077.14	1,968,898	1,968,898
1,808,498 160,400					
Ryland Group, Inc. (The)	CV 1.625% 05/15/2018	783764AQ6	17,174,600.01	12,640,000	12,640,000
5,270,000 7,370,000					
Ryman Hospitality Properties Inc.	COM	78377T107	45,033,313.98	1,170,913	1,170,913
1,054,053 116,860					
Saks, Inc.	CV 2% 03/15/2024	79377WAL2	2,267,437.50	2,175,000	2,175,000
940,000 1,235,000					

Salesforce.com, Inc. 20,398	COM	79466L302	3,428,903.80	20,398	20,398
Salesforce.com, Inc. 17,167,000 6,420,000	CV 0.75% 01/15/2015	79466LAB0	47,321,418.75	23,587,000	23,587,000
Salix Pharmaceuticals Ltd. 4,240,000 6,920,000	CV 2.75% 05/15/2015	795435AC0	12,820,050.00	11,160,000	11,160,000

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
Sanchez Energy Corp. 1,477,850 148,700	COM	79970Y105	29,277,900.00	1,626,550	1,626,550
Sanderson Farms, Inc. 658,900 71,500	COM	800013104	34,730,520.00	730,400	730,400
SanDisk Corp. 29,055,000 5,810,000	CV 1% 05/15/2013	80004CAC5	34,603,512.50	34,865,000	34,865,000
SanDisk Corp. 11,503,000 7,310,000	CV 1.5% 08/15/2017	80004CAD3	21,917,145.00	18,813,000	18,813,000
Sandy Spring Bancorp, Inc. 303,700 75,500	COM	800363103	7,364,063.98	379,200	379,200
SAP AG 82,928 652	Spon ADR	803054204	6,718,160.40	83,580	82,928
Sapient Corp. 3,014,642 120,700	COM	803062108	33,109,211.53	3,135,342	3,135,342
Sarepta Therapeutics, Inc. 1,321,906 27,465	COM	803607100	34,813,771.80	1,349,371	1,349,371
SBA Communications Corp. 175,031	Class A	78388J106	12,430,701.62	175,031	175,031
SBA Communications Corp. 910,000 3,335,000	CV 1.875% 05/01/2013	78388JAN6	7,235,071.92	4,245,000	4,245,000
SBA Communications Corp. 1,305,000 1,550,000	CV 4% 10/01/2014	78388JAM8	6,764,565.69	2,855,000	2,855,000
SCANA Corp. 70,249	COM	80589M102	3,206,164.36	70,249	70,249
ScanSource, Inc. 1,120,442 124,474	COM	806037107	39,550,981.32	1,244,916	1,244,916
SCBT Financial Corp. 278,025 70,500	COM	78401V102	14,003,734.55	348,525	348,525
Schlumberger Ltd. 2,428,069 111,016	COM	806857108	175,933,199.61	2,539,085	2,538,137
SeaCube Container Leasing Ltd. 347,424 86,000	COM	G79978105	8,170,042.38	433,424	433,424
Sealed Air Corp. 2,080,218 71,900	COM	81211K100	37,683,586.24	2,152,118	2,152,118
SEI Investments Co. 125,098	COM	784117103	2,919,787.32	125,098	125,098
Selective Insurance Group, Inc. 2,148,800 235,000	COM	816300107	45,935,826.00	2,383,800	2,383,800
Semtech Corp. 773,499 221,432	COM	816850101	28,803,252.45	994,931	994,931
ServiceNow, Inc. 436,698 11,733	COM	81762P102	13,466,382.93	448,431	448,431
Sherwin-Williams Co. (The) 7,250	COM	824348106	1,115,195.00	7,250	7,250
Ship Finance International Ltd. 314,200 89,000	COM	G81075106	6,705,216.00	403,200	403,200
Shire plc 94,216 615	Spon ADR	82481R106	8,741,521.58	94,831	94,216
Shoe Carnival, Inc. 253,560 63,990	COM	824889109	6,506,600.00	317,550	317,550
Shutterstock Inc. 220,110	COM	825690100	5,722,860.00	220,110	220,110
Sigma-Aldrich Corp. 109,701 3,700	COM	826552101	8,344,045.58	113,401	113,401
Signature Bank 2,751,595 158,358	COM	82669G104	207,596,047.11	2,909,953	2,909,953
Silgan Holdings, Inc. 963,070 106,212	COM	827048109	44,471,438.38	1,069,282	1,069,282
Silicon Laboratories, Inc.	COM	826919102	15,423,834.43	368,903	368,903

289,003	79,900						
Siliconware Precision Industries Co.		Spon ADR	827084864	37,996,193.28	7,115,392	7,105,141	
6,817,341	298,051						
Simon Property Group, Inc.		COM	828806109	608,646.50	3,850	3,850	
3,850							
Skyworks Solutions, Inc.		COM	83088M102	3,037,549.90	149,633	149,633	
149,633							
Smart Balance, Inc.		COM	83169Y108	10,238,110.80	793,652	793,652	
793,652							

</TABLE>

<PAGE>

<TABLE>							
<S>		<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>					
SM Energy Co.		COM	78454L100	11,502,802.78	220,318	220,318	
220,318							
Smithfield Foods, Inc.		CV 4%					
1,204,000	2,035,000	06/30/2013	832248AR9	3,435,364.50	3,239,000	3,239,000	
SodaStream International Ltd.		COM	M9068E105	14,076,875.54	313,586	313,586	
309,827	3,759						
Sohu.com Inc.		COM	83408W103	18,373,884.84	388,126	388,126	
377,931	10,195						
Sotheby's		COM	835898107	18,850,734.00	560,700	560,700	
433,500	127,200						
Southern Co. (The)		COM	842587107	97,125,230.31	2,268,751	2,267,461	
2,258,675	10,076						
Southern National Bancorp of Virginia, Inc.		COM	843395104	3,590,728.06	448,841	448,841	
361,815	87,026						
South Jersey Industries, Inc.		COM	838518108	38,683,638.00	768,600	768,600	
690,500	78,100						
Southwestern Energy Co.		COM	845467109	21,802,931.67	652,587	652,587	
638,138	14,449						
Sovran Self Storage, Inc.		COM	84610H108	10,400,073.31	167,473	167,473	
160,773	6,700						
Spectranetics Corp. (The)		COM	84760C107	5,714,084.65	386,871	386,871	
386,871							
Spectrum Brands Holdings, Inc.		COM	84763R101	85,351,813.69	1,899,662	1,899,662	
1,763,362	136,300						
Spirit Aerosystems Hldgs, Inc.		Class A	848574109	14,257,684.90	840,170	840,170	
757,572	82,598						
Spirit Airlines, Inc.		COM	848577102	8,173,651.20	461,267	461,267	
447,467	13,800						
Splunk, Inc.		COM	848637104	22,848,780.92	787,346	787,346	
767,478	19,868						
SPX Corp.		COM	784635104	3,834,539.30	54,662	54,662	
54,662							
Senior Housing Properties Trust		Class A	81721M109	1,264,740.00	53,500	53,500	
53,500							
SS&C Technologies Holdings		COM	78467J100	21,109,299.84	913,032	913,032	
709,732	203,300						
Stanley Black & Decker Inc.		COM	854502101	2,744,287.00	37,100	37,100	
37,100							
Stanley Black & Decker, Inc.		CVPFD 4.75%					
88,769	48,540	11/17/2015	854502309	16,575,942.48	137,309	137,309	
Starbucks Corp.		COM	855244109	3,371,786.46	62,883	62,883	
62,883							
Starwood Hotels & Resorts, Inc.		COM	85590A401	32,513,540.88	566,833	566,833	
557,271	9,562						
State Street Corp.		COM	857477103	18,028,664.07	383,507	383,507	
379,326	4,181						
Sterling Bancorp		COM	859158107	6,903,557.99	757,800	757,800	
606,500	151,300						
Steve Madden Ltd.		COM	556269108	24,745,153.89	585,407	585,407	
570,399	15,008						
Stifel Financial Corp.		COM	860630102	26,733,314.00	836,200	836,200	
752,700	83,500						
St. Jude Medical, Inc.		COM	790849103	2,392,468.00	66,200	66,200	
66,200							
Stratasys Ltd.		COM	M85548101	43,961,152.90	548,486	548,486	

534,414	14,072					
Stryker Corp.		COM	863667101	12,436,903.76	226,868	226,868
226,868						
Suncor Energy, Inc.		COM	867224107	70,837,346.24	2,147,888	2,146,853
2,129,645	18,243					
SunPower Corp.		COM	867652406	6,329,968.97	1,126,329	1,126,329
1,126,329						
SunPower Corp.		CV 4.5%				
		03/15/2015	867652AE9	39,517,485.00	42,378,000	42,378,000
35,683,000	6,695,000					
SunTrust Banks, Inc.		COM	867914103	229,654,788.30	8,100,698	8,097,320
7,824,747	275,951					
Superior Energy Services, Inc.		COM	868157108	126,204,608.33	6,090,956	6,090,956
5,697,242	393,714					

<PAGE>

<TABLE>						
<S>		<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>				
SurModics, Inc.		COM	868873100	11,221,388.39	501,851	501,851
453,566	48,285					
Susquehanna Bancshares, Inc.		COM	869099101	50,600,877.44	4,828,328	4,828,328
4,345,728	482,600					
SVB Financial Group		COM	78486Q101	71,758,857.15	1,282,095	1,282,095
1,125,703	156,392					
Symantec Corp.		COM	871503108	417,582.00	22,200	22,200
22,200						
Symantec Corp.		CV 1%				
		06/15/2013	871503AF5	11,159,671.89	10,351,000	10,351,000
10,351,000						
Synaptics, Inc.		COM	87157D109	24,164,241.64	806,281	806,281
777,181	29,100					
Syngenta AG		Spon ADR	87160A100	10,128,522.40	125,353	124,464
124,464	889					
Synovus Financial Corp.		COM	87161C105	12,996,025.00	5,304,500	5,304,500
4,129,800	1,174,700					
Sysco Corp.		COM	871829107	7,295,635.42	230,437	230,437
230,437						
Taiwan Semiconductor Manufacturing Company Ltd.		Spon ADR	874039100	20,164,956.24	1,175,114	1,168,167
1,168,167	6,947					
Take-Two Interactive Software Inc.		CV 4.375%				
		06/01/2014	874054AA7	18,215.70	15,000	15,000
15,000						
TAL International Group, Inc.		COM	874083108	112,758,755.01	3,099,471	3,099,471
2,875,471	224,000					
Target Corp.		COM	87612E106	191,167,205.21	3,230,813	3,230,298
3,095,649	135,164					
TD Ameritrade Holding Corp.		COM	87236Y108	11,341,740.62	674,702	674,702
662,502	12,200					
Team Health Holdings, Inc.		COM	87817A107	133,576,463.18	4,642,908	4,642,908
4,367,593	275,315					
Team, Inc.		COM	878155100	10,719,976.36	281,808	281,808
240,708	41,100					
TE Connectivity Ltd.		COM	H84989104	37,679,658.24	1,015,077	1,015,077
995,477	19,600					
Telephone & Data Systems, Inc.		COM	879433829	2,200,716.00	99,400	99,400
99,400						
Tenet Healthcare Corp.		COM	88033G407	15,117,220.26	465,575	465,575
360,875	104,700					
Teradata Corp.		COM	88076W103	9,276,444.54	149,886	149,886
149,886						
Teradyne, Inc.		COM	880770102	58,677,582.78	3,474,102	3,474,102
3,131,802	342,300					
Terreno Realty Corp.		COM	88146M101	4,573,328.03	296,200	296,200
236,800	59,400					
Territorial Bancorp, Inc.		COM	88145X108	7,826,125.01	342,500	342,500
273,900	68,600					
Tesco Corp.		COM	88157K101	1,988,694.02	174,600	174,600
145,700	28,900					
Tesla Motors, Inc.		COM	88160R101	32,152,723.26	949,298	949,298
924,963	24,335					
Tesoro Corp.		COM	881609101	1,206,970.00	27,400	27,400
27,400						

Tetra Tech, Inc. 2,367,257 161,500	COM	88162G103	66,885,622.57	2,528,757	2,528,757
Teva Pharmaceutical Industries Ltd.	Spon ADR	881624209	161,086,589.66	4,314,049	4,313,258
4,131,278 182,771					
Texas Capital Bancshares, Inc.	COM	88224Q107	63,798,894.54	1,423,447	1,423,447
1,318,113 105,334					
Texas Instruments, Inc.	COM	882508104	68,174,866.76	2,203,454	2,201,697
2,157,804 45,650					
Theravance Inc.	COM	88338T104	1,247,120.00	56,000	56,000
56,000					
Theravance Inc.	CV 3%				
	01/15/2015	88338TAA2	5,331,543.75	4,755,000	4,755,000
380,000 4,375,000					
Thermo Fisher Scientific, Inc.	COM	883556102	251,120,611.32	3,937,294	3,937,294
3,748,297 188,997					
Thermon Group Holdings, Inc.	COM	88362T103	25,260,478.29	1,121,193	1,121,193
1,054,832 66,361					

<PAGE>

<S>	<C>	<C>	<C>	<C>	<C>
TIBCO Software, Inc. 271,605	COM	88632Q103	5,978,026.05	271,605	271,605
Tidewater, Inc. 287,190 5,700	COM	886423102	13,086,325.20	292,890	292,890
Tiffany & Co. 692,277 18,100	COM	886547108	40,733,017.21	710,377	710,377
Tile Shop Holdings, Inc. (The) 509,972 11,900	COM	88677Q109	8,783,105.77	521,872	521,872
Tilly's Inc. 242,501	Class A	886885102	3,271,338.48	242,501	242,501
Time Warner Cable, Inc. 284,400 2,408	COM	88732J207	27,874,869.52	286,808	286,403
Time Warner, Inc. 4,123,444 180,981	COM	887317303	205,880,647.75	4,304,425	4,304,425
Timken Co. (The) 32,400	COM	887389104	1,549,692.00	32,400	32,400
Titan International, Inc. 2,430,490 261,850	COM	88830M102	58,477,624.80	2,692,340	2,692,340
Titan Machinery Inc. 194,300 47,800	COM	88830R101	5,979,870.03	242,100	242,100
TJX Cos., Inc. 530,727	COM	872540109	22,529,361.15	530,727	530,727
TMS International Corp. 493,900 122,600	COM	87261Q103	7,718,579.99	616,500	616,500
Total S.A. 561,380	Spon ADR	89151E109	29,197,373.80	561,380	561,380
Towers Watson & Co. 42,900	Class A	891894107	2,411,409.00	42,900	42,900
Toyota Motor Corp. 183,880 1,306	Spon ADR	892331307	17,268,594.50	185,186	183,880
Tractor Supply Co. 89,009	COM	892356106	7,864,835.24	89,009	89,009
Travelers Companies, Inc. (The) 3,070,138 126,804	COM	89417E109	229,604,374.44	3,196,942	3,196,326
Trex Co., Inc. 175,856	COM	89531P105	6,547,118.87	175,856	175,856
Trimas Corp. 1,776,167 197,578	COM	896215209	55,185,910.20	1,973,745	1,973,745
Trimble Navigation Ltd. 340,070 13,300	COM	896239100	21,124,458.61	353,370	353,370
Trinity Industries, Inc. 2,814,000	CV 3.875%				
	06/01/2036	896522AF6	3,160,473.82	2,814,000	2,814,000
Triumph Group, Inc. 21,500	COM	896818101	1,403,950.00	21,500	21,500
T. Rowe Price Group, Inc. 265,041 23,929	COM	74144T108	18,820,616.10	288,970	288,970
TrueBlue, Inc. 832,003 93,000	COM	89785X101	14,568,797.25	925,003	925,003
Trulia, Inc. 286,647	COM	897888103	4,655,147.27	286,647	286,647

TRW Automotive Holdings Corp.	COM	87264S106	777,345.00	14,500	14,500
14,500					
TRW Automotive, Inc.	CV 3.5%				
	12/01/2015	87264MAH2	12,784,881.39	6,674,000	6,674,000
4,509,000					
2,165,000					
Tumi Holdings Inc.	COM	89969Q104	30,061,238.10	1,441,786	1,441,786
1,404,801					
36,985					
Tupperware Brands Corp.	COM	899896104	41,855,184.70	652,967	652,967
640,267					
12,700					
Tyco International Ltd.	COM	H89128104	21,773,261.25	744,385	744,385
730,085					
14,300					
UGI Corp.	COM	902681105	2,266,803.00	69,300	69,300
69,300					
Ultra Salon, Inc.	COM	90384S303	15,734,865.10	160,135	160,135
156,031					
4,104					
Ultimate Software Group, Inc. (The)	COM	90385D107	29,602,916.37	313,557	313,557
305,378					
8,179					
Under Armour, Inc.	COM	904311107	11,130,840.80	229,360	229,360
225,644					
3,716					

<PAGE>

<TABLE>						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Unilever N.V. (NY Shares)	Spon ADR	904784709	10,559,348.30	275,701	273,755	
273,755						
1,946						
Union Pacific Corp.	COM	907818108	84,698,444.04	673,707	673,707	
648,221						
25,486						
UnitedHealth Group, Inc.	COM	91324P102	110,481,293.28	2,036,897	2,035,631	
2,000,060						
36,837						
United Natural Foods, Inc.	COM	911163103	39,685,806.55	740,545	740,545	
721,546						
18,999						
United Rentals, Inc.	COM	911363109	86,788,659.62	1,906,605	1,906,605	
1,852,444						
54,161						
United Rentals, Inc.	CV 4%					
	11/15/2015	911363AL3	21,103,500.00	5,116,000	5,116,000	
2,881,000						
2,235,000						
United States Steel Corp.	COM	912909108	31,107,097.56	1,303,188	1,302,348	
1,272,153						
31,035						
United States Steel Corp.	CV 4%					
	05/15/2014	912909AE8	3,487,662.58	3,220,000	3,220,000	
480,000						
2,740,000						
United Technologies Corp.	COM	913017109	160,462,406.20	1,956,620	1,955,840	
1,913,583						
43,037						
United Technologies Corp.	CVFPD 7.5%					
	08/01/2015	913017117	48,873,937.32	877,292	877,292	
716,827						
160,465						
Universal Health Services, Inc.	Class B	913903100	21,825,093.30	451,398	451,398	
442,698						
8,700						
Universal Stainless & Alloy Products, Inc.	COM	913837100	6,055,393.95	164,683	164,683	
132,083						
32,600						
Unum Group	COM	91529Y106	1,238,790.00	59,500	59,500	
59,500						
Urban Outfitters, Inc.	COM	917047102	7,789,344.00	197,900	197,900	
197,900						
URS Corp.	COM	903236107	259,232,680.72	6,602,972	6,602,972	
6,249,272						
353,700						
U.S. Bancorp	COM	902973304	140,820,234.06	4,408,899	4,408,899	
4,129,801						
279,098						
U.S. Physical Therapy, Inc.	COM	90337L108	7,431,641.43	269,849	269,849	
215,949						
53,900						
Valero Energy Corp.	COM	91913Y100	154,417,873.48	4,525,729	4,524,777	
4,340,667						
185,062						
Validus Holdings Ltd.	COM	G9319H102	61,479,436.20	1,777,890	1,777,890	
1,601,290						
176,600						
Valmont Industries, Inc.	COM	920253101	1,187,985.00	8,700	8,700	
8,700						
Valspar Corp. (The)	COM	920355104	1,659,840.00	26,600	26,600	
26,600						
Vascular Solutions, Inc.	COM	92231M109	6,795,611.62	430,102	430,102	
430,102						
VCA Antech, Inc.	COM	918194101	61,358,645.00	2,914,900	2,914,900	
2,510,300						
404,600						
Velti plc	COM	G93285107	9,126,112.45	2,028,025	2,028,025	
1,987,184						
40,841						

Ventas, Inc. 488,994	9,000	COM	92276F100	32,230,171.68	497,994	497,994
Vera Bradley, Inc. 63,357	1,643	COM	92335C106	1,631,500.00	65,000	65,000
Verisign Inc. 142,291		COM	92343E102	5,523,736.62	142,291	142,291
VeriSign, Inc. 6,193,000	5,935,000	CV 3.25% 08/15/2037	92343EAD4	15,357,080.00	12,128,000	12,128,000
Verizon Communications, Inc. 4,903,776	263,891	COM	92343V104	223,604,951.08	5,167,667	5,165,907
Vertex Pharmaceuticals, Inc. 273,599	21,322	COM	92532F100	12,368,986.74	294,921	294,921
Vertex Pharmaceuticals, Inc. 16,362,000	5,065,000	CV 3.35% 10/01/2015	92532FAN0	24,199,118.36	21,427,000	21,427,000
VF Corp. 63,063		COM	918204108	9,520,621.11	63,063	63,063
ViewPoint Financial Group Inc. 1,644,597	148,778	COM	92672A101	37,553,272.52	1,793,375	1,793,375
Virtusa Corp. 337,500	85,400	COM	92827P102	6,948,247.03	422,900	422,900

<PAGE>

<TABLE>						
<S>						
<C>	<C>	<C>	<C>	<C>	<C>	<C>
Visa, Inc. 23,847		Class A	92826C839	3,614,728.26	23,847	23,847
Vitamin Shoppe, Inc. 550,803	14,456	COM	92849E101	32,423,256.24	565,259	565,259
VMware, Inc. 87,649	11,776	COM	928563402	9,359,869.50	99,425	99,425
Vocera Communications Inc. 892,298	16,947	COM	92857F107	22,822,049.50	909,245	909,245
Volcano Corp. 1,895,000	3,145,000	CV 1.75% 12/01/2017	928645AB6	5,103,000.00	5,040,000	5,040,000
Vornado Realty Trust 1,200,595	52,008	REIT	929042109	100,308,448.24	1,252,603	1,252,603
Vulcan Materials Co. 726,411	25,400	COM	929160109	39,131,762.49	751,811	751,811
Wabtec Corp. 16,330		COM	929740108	1,429,528.20	16,330	16,330
WageWorks, Inc. 257,429		COM	930427109	4,582,236.20	257,429	257,429
Walgreen Co. 476,300		COM	931422109	17,627,863.00	476,300	476,300
Wal-Mart Stores, Inc. 586,653	5,840	COM	931142103	40,425,797.39	592,493	592,493
Walt Disney Co. 4,274,250	163,382	COM	254687106	220,949,697.28	4,437,632	4,436,202
Walter Energy, Inc. 8,800		COM	93317Q105	315,744.00	8,800	8,800
Washington Banking Co. 431,301	107,500	COM	937303105	7,338,469.59	538,801	538,801
Washington Federal, Inc. 1,351,356	143,400	COM	938824109	25,216,533.72	1,494,756	1,494,756
Waste Connections, Inc. 443,972	17,300	COM	941053100	15,586,380.97	461,272	461,272
Watsco, Inc. 29,500		COM	942622200	2,209,550.00	29,500	29,500
Weatherford International Ltd. 233,111	9,121	COM	H27013103	2,710,576.08	242,232	242,232
Webster Financial Corp. 501,400	142,700	COM	947890109	13,236,255.00	644,100	644,100
Weingarten Realty Investors 1,326,360	147,600	COM	948741103	39,457,909.20	1,473,960	1,473,960
WellCare Health Plans Inc. 296,900	84,500	COM	94946T106	18,570,366.00	381,400	381,400
WellPoint, Inc. 156,700		COM	94973V107	9,546,164.00	156,700	156,700
Wells Fargo & Co. 11,943,275	327,942	COM	949746101	419,430,197.06	12,271,217	12,264,969
Wells Fargo & Co.		CVVFD 7.5%				

27,574	13,725	12/31/49	949746804	50,591,275.00	41,299	41,299
Werner Enterprises, Inc.		COM	950755108	31,937,636.06	1,473,818	1,473,818
1,335,318	138,500					
WESCO International, Inc.		COM	95082P105	114,948,460.44	1,704,708	1,704,708
1,560,908	143,800					
WESCO International, Inc.		CV 6%				
		09/15/2029	95082PAH8	9,642,030.00	3,884,000	3,884,000
1,389,000	2,495,000					
Western Alliance Bancorp.		COM	957638109	40,434,736.79	3,839,956	3,839,956
3,729,402	110,554					
West Pharmaceutical Services, Inc.		COM	955306105	37,980,075.00	693,700	693,700
624,200	69,500					
Weyerhaeuser Co.		COM	962166104	31,073,688.10	1,116,955	1,116,955
1,101,155	15,800					
WhiteWave Foods Co.		Class A	966244105	2,952,600.00	190,000	190,000
190,000						
Whiting Petroleum Corp.		COM	966387102	17,890,125.00	412,500	412,500
412,500						
Whiting Petroleum Corp.		CVPFD 6.25%				
		12/31/2049	966387201	396,384.31	1,969	1,969
1,969						
Whole Foods Market, Inc.		COM	966837106	10,790,274.18	118,146	118,146
118,146						

<PAGE>

<TABLE>						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Williams-Sonoma, Inc.		COM	969904101	2,649,047.94	60,522	60,522
60,522						
Wintrust Financial Corp.		COM	97650W108	54,420,631.79	1,482,851	1,482,851
1,343,451	139,400					
Wisconsin Energy Corp.		COM	976657106	25,926,296.53	703,563	703,563
674,963	28,600					
WisdomTree Investments, Inc.		COM	97717P104	2,468,165.40	403,295	403,295
392,805	10,490					
Workday, Inc.		Class A	98138H101	2,390,969.50	43,871	43,871
43,871						
WPP plc		Spon ADR	92933H101	13,755,136.50	188,685	187,479
187,479	1,206					
W.W. Grainger, Inc.		COM	384802104	19,853,306.48	98,104	98,104
98,104						
Wynn Resorts Ltd.		COM	983134107	15,806,869.82	140,518	140,518
130,636	9,882					
Xcel Energy, Inc.		COM	98389B100	82,381,893.39	3,084,309	3,084,309
2,947,416	136,893					
Xerox Corp.		COM	984121103	1,379,004.00	202,200	202,200
202,200						
Xilinx, Inc.		COM	983919101	68,030,392.30	1,894,997	1,894,997
1,830,597	64,400					
Xilinx, Inc.		CV 2.625%				
		06/15/2017	983919AF8	48,719,108.76	35,659,000	35,659,000
29,094,000	6,565,000					
XL Group plc		COM	G98290102	25,735,016.16	1,026,936	1,026,936
1,008,336	18,600					
Yamana Gold, Inc.		COM	98462Y100	11,206,532.44	651,164	648,942
601,486	49,678					
Yanzhou Coal Mining Co. Ltd.		Spon ADR	984846105	7,469,237.72	437,309	434,159
434,159	3,150					
Yelp Inc.		COM	985817105	28,422,670.90	1,507,834	1,507,834
1,468,751	39,083					
Zillow, Inc.		COM	98954A107	13,452,950.25	484,791	484,791
472,393	12,398					
Zions Bancorp		COM	989701107	61,334,582.80	2,866,102	2,864,796
2,785,516	80,586					
	1065			41,981,673,321.09	2,761,789,434	2,761,569,754
2,238,700,055	523,089,379					

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**URS Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

903236107

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 903236107

1. Names of Reporting Persons  
Lord, Abbett & Co. LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 6,249,272	<hr/>
	6.	Shared Voting Power 0	<hr/>
	7.	Sole Dispositive Power 6,602,972	<hr/>
	8.	Shared Dispositive Power 0	<hr/>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,602,972		<hr/>
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> N/A		<hr/>
11.	Percent of Class Represented by Amount in Row (9) 8.59%		<hr/>
12.	Type of Reporting Person (See Instructions) IA		<hr/>

**Item 1.**

- (a) Name of Issuer  
URS Corporation

---

- (b) Address of Issuer's Principal Executive Offices  
600 Montgomery Street, 26<sup>th</sup> Floor  
San Francisco, CA 94111-2728

---

**Item 2.**

- (a) Name of Person Filing  
Lord, Abbett & Co. LLC

---

- (b) Address of Principal Business Office or, if none, Residence  
90 Hudson Street  
Jersey City, NJ 07302.

---

- (c) Citizenship  
See No. 4 on page 2.

---

- (d) Title of Class of Securities  
See cover page.

---

- (e) CUSIP Number  
See cover page.

---

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
See No. 9 on page 2.

---
- (b) Percent of class:  
See No. 11 on page 2.

---
- (c) Number of shares as to which the person has:

---

  - (i) Sole power to vote or to direct the vote  
See No. 5 on page 2.

---
  - (ii) Shared power to vote or to direct the vote  
See No. 6 on page 2.

---
  - (iii) Sole power to dispose or to direct the disposition of  
See No. 7 on page 2.

---
  - (iv) Shared power to dispose or to direct the disposition of

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Securities reported on this Schedule 13G as being beneficially owned by Lord, Abbett & Co. LLC are held on behalf on investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients.

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

4

---

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

\_\_\_\_\_  
Date

/s/ Lawrence H. Kaplan

\_\_\_\_\_  
Signature

Lawrence H. Kaplan/Member

\_\_\_\_\_  
Name/Title

5

---



September 5, 2013

City of Chicago  
Department of Procurement Services  
121 N. LaSalle St.  
Room 806  
Chicago, IL 60602

Reference: URS Corporation  
Economic and Disclosure Statement  
**Lord, Abbett & Co. LLC**

Pursuant to the Rules Regarding Economic Disclosure Statement and Affidavit, and Section 2-154-050 of the Municipal Code, Chapter 2-154, URS Corporation is requesting an exemption for Lord, Abbett & Co. LLC, as follows:

2. An entity that holds an ownership interest in an Applicant of greater than 7.5%, but less than 100%, shall not be required to file an EDS if it is one of the following and, in lieu of an EDS, provides the disclosure information required in certain instances below:

- (d) a mutual fund that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such mutual fund provides a copy of its form N-1A and the most recent amendment thereto; or

Lord Abbett filed an amended Form N-1A with the SEC on April 10, 2013 pursuant the Investment Company Act of 1940, so they are exempt as a mutual fund per Section 2(d). Please also note that Lord Abbett has filed over seventy N-1A amendments with the SEC over the years, and the SEC database does not provide information prior to 1994, so we are sending you their most recent Form N-1A. The remaining amendments and all information reported with the SEC can be found at [www.sec.gov](http://www.sec.gov).

We trust that the enclosed information satisfies the exemption requirement. If you have any other questions, or need any additional information, please let us know.

Sincerely,

**URS Corporation**

Daniel C. Youngman  
Vice President

URS Corporation  
100 South Wacker Drive, Suite 500  
Chicago, IL 60606  
Tel: 312.939.1000  
Fax: 312.939.4198

485BPOS 1 c71390\_485bpos.htm POST-EFFECTIVE AMENDMENT (RULE 485B)

1933 Act File No. 033-68090  
 1940 Act File No. 811-07988

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

**FORM N-1A**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933** **x**

**Pre-Effective Amendment No.** **o**

**Post-Effective Amendment No. 70** **x**

and/or

**REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY  
 ACT OF 1940** **x**

**Amendment No. 70** **x**

**LORD ABBETT INVESTMENT TRUST**

(Exact Name of Registrant as Specified in Charter)

<u>90 Hudson Street, Jersey City, New Jersey</u>	<u>07302-3973</u>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, including Area Code: (800) 201-6984

Thomas R. Phillips, Esq.  
 Vice President and Assistant Secretary  
90 Hudson Street Jersey City, New Jersey 07302  
 (Name and Address of Agent for Service)

It is proposed that this filing will become effective (check appropriate box)

- immediately upon filing pursuant to paragraph (b)
- On (date) pursuant to paragraph (b)
- 60 days after filing pursuant to paragraph (a)(1)
- On (date) pursuant to paragraph (a)(1)
- 75 days after filing pursuant to paragraph (a)(2)
- On (date) pursuant to paragraph (a)(2) of Rule 485

If appropriate, check the following box:

o This post-effective amendment designates a new effective date for a previously filed post-effective amendment.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant certifies that it meets all of the requirements for effectiveness of this Post-Effective Amendment to its Registration Statement under Rule 485(b) under the Securities Act and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, duly authorized, in the City of Jersey City, and State of New Jersey on the 10<sup>th</sup> day of April, 2013.

**LORD ABBETT INVESTMENT TRUST**

BY: /s/ Thomas R. Phillips  
 Thomas R. Phillips  
 Vice President and Assistant Secretary

BY: /s/ Joan A. Binstock  
 Joan A. Binstock  
 Chief Financial Officer and Vice President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>E. Thayer Bigelow*</u> E. Thayer Bigelow	Chairman and Trustee	April 10, 2013
<u>Daria L. Foster*</u> Daria L. Foster	President, CEO and Trustee	April 10, 2013
<u>Robert B. Calhoun, Jr.*</u> Robert B. Calhoun, Jr.	Trustee	April 10, 2013
<u>Evelyn E. Guernsey*</u> Evelyn E. Guernsey	Trustee	April 10, 2013
<u>Julie A. Hill*</u> Julie A. Hill	Trustee	April 10, 2013
<u>Franklin W. Hobbs*</u> Franklin W. Hobbs	Trustee	April 10, 2013
<u>James M. McTaggart</u> James M. McTaggart	Trustee	April 10, 2013
<u>James L.L. Tullis*</u> James L.L. Tullis	Trustee	April 10, 2013

\*BY: /s/ Thomas R. Phillips  
 Thomas R. Phillips  
 Attorney-in-Fact\*

**POWER OF ATTORNEY**

Each person whose signature appears below on this Registration Statement hereby constitutes and appoints Lawrence H. Kaplan, Lawrence B. Stoller, John K. Forst, and Thomas R. Phillips, each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (until revoked in writing) to sign any and all Registration Statements of each Fund enumerated on Exhibit A hereto for which such person serves as a Director/Trustee (including Registration Statements on Forms N-1A and N-14 and any amendments thereto), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ E. Thayer Bigelow</u> E. Thayer Bigelow	Chairman and Director/Trustee	January 1, 2013
<u>/s/ Daria L. Foster</u> Daria L. Foster	President, CEO and Director/Trustee	January 1, 2013
<u>/s/ Robert B. Calhoun, Jr.</u> Robert B. Calhoun, Jr.	Director/Trustee	January 1, 2013
<u>/s/ Evelyn E. Guernsey</u> Evelyn E. Guernsey	Director/Trustee	January 1, 2013
<u>/s/ Julie A. Hill</u> Julie A. Hill	Director/Trustee	January 1, 2013
<u>/s/ Franklin W. Hobbs</u> Franklin W. Hobbs	Director/Trustee	January 1, 2013
<u>/s/ James M. McTaggart</u> James M. McTaggart	Director/Trustee	January 1, 2013
<u>/s/ James L.L. Tullis</u> James L.L. Tullis	Director/Trustee	January 1, 2013

EXHIBIT A

Lord Abbett Affiliated Fund, Inc.

Lord Abbett Bond-Debenture Fund, Inc.

Lord Abbett Developing Growth Fund, Inc.

Lord Abbett Equity Trust

Lord Abbett Global Fund, Inc.

Lord Abbett Investment Trust

Lord Abbett Mid Cap Stock Fund, Inc.

Lord Abbett Municipal Income Fund, Inc.

Lord Abbett Research Fund, Inc.

Lord Abbett Securities Trust

Lord Abbett Series Fund, Inc.

Lord Abbett Stock Appreciation Fund

Lord Abbett U.S. Government & Government Sponsored Enterprises Money Market Fund, Inc.

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
EX-101.INS	XBRL Instance Document
EX-101.SCH	XBRL Taxonomy Extension Schema Document
EX-101.DEF	XBRL Taxonomy Extension Definition Linkbase
EX-101.LAB	XBRL Taxonomy Extension Labels Linkbase
EX-101.PRE	XBRL Taxonomy Extension Presentation Linkbase

---

Rules Regarding  
Economic Disclosure Statement and Affidavit

These Rules are promulgated pursuant to Section 2-154-050 of the Municipal Code. These rules are intended solely to provide guidance on interpretation of Chapter 2-154 of the Municipal Code ("Code") and are not intended to abrogate any disclosure requirements contained in 65 ILCS 5/8-10-8.5 ("Disclosure"), as applicable.

1. An entity that is any unit of the United States federal, state or local government or any agency or instrumentality thereof shall not be required to file an EDS.

2. An entity that holds an ownership interest in an Applicant of greater than 7.5%, but less than 100%, shall not be required to file an EDS if it is one of the following and, in lieu of an EDS, provides the disclosure information required in certain instances below:

- (a) a foundation having a current tax exemption under Section 501(c) of the Internal Revenue Code, so long as such foundation provides a copy of its most recent IRS Form 990; or
- (b) (i) a government entity, agency, department or instrumentality or (ii) a pension fund maintained by such a government body, or (iii) an enterprise created by Federal or state statute, but not formed as a business corporation or a not-for-profit (e.g., Fannie Mae, Federal Home Loan Corporation, SLM Corporation) or (iv) a government-owned corporation (e.g., Government National Mortgage Association); or
- (c) a registered investment adviser that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such registered investment adviser provides a copy of its most recent Form ADV and its most recent amendment thereto; or
- (d) a mutual fund that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such mutual fund provides a copy of its form N-1A and the most recent amendment thereto; or
- (e) such other entity that holds an ownership interest of greater than 7.5%, but less than 22.5%, as a beneficial owner for a class of other third party investors and is regulated by and required to make periodic filings with the federal Securities and Exchange Commission under the Securities Act, the Securities and Exchange Act, the Williams Act the Public Utility Holding Company Act, or the Investment Company Act or pursuant to comparable foreign securities regulatory and filing requirements, provided that (i) such entity provides a copy of such most recent filing or report, and (ii) the Corporation Counsel determines that such filing or report and the entity's disclosures therein reasonably satisfy the purposes and intent of the EDS Form.

3. Section 2-154-010 of the Municipal Code requires disclosures to be made when a person or entity “makes application to the City of Chicago for action.” This phrase shall be construed not to apply to a transaction, and thus not to require submission of an EDS in conjunction with that transaction, if either 3A, 3B, 3C or 3D applies:

A. If the contracting party is providing money or other in-kind goods or services to the City in exchange solely for advertising or promotional rights relating to a City-produced festival, fair, event or seasonal program (an example of a seasonal program is Riverwalk).

B. If all of the following circumstances (i) through (iv) are present:

- (i) The action is being undertaken at the request of the City.
- (ii) The action is being undertaken for the primary benefit of the City.
- (iii) The affected party is not seeking the action and would not participate in the action if not for the City’s request.
- (iv) The affected party is uniquely situated, such that the City would be unable to seek the benefit at issue from a different party. Examples include an easement granted for the City’s benefit, or site access granted by a railroad or airline for the City’s benefit.

C. If the City is legally obligated, pursuant to an ordinance or an existing contract, to execute an agreement with a party for a transaction and the City is not permitted, under its existing legal obligation, to exercise discretion in the selection of such party (e.g., a lender to an Applicant with whom the City is executing a subordination or intercreditor agreement, a third-party depository or escrow agent or the Applicant’s landlord or tenant, or a similar co-participant in a deal involving an Applicant).

D. If the City enters into a subordination agreement or other form of intercreditor agreement with a private lender to an Applicant, which agreement is required by a governmental entity, instrumentality or agency (e.g., the United States Department of Housing and Urban Development) in connection with the provision of financing for affordable housing from the City to such Applicant, such private lender shall not be required to submit an EDS solely by virtue of such agreement.

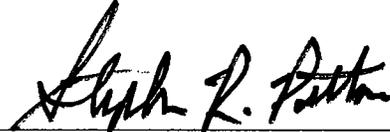
4. The participation in a transaction by a party solely in that party's capacity as an escrowee or similar administrative capacity, where that party otherwise has no contracting relationship with the City in that transaction, shall not obligate that party to submit an EDS.

5. An entity that is the international olympic committee, the international paralympic

committee, a national olympic committee, a national paralympic committee, an organizing committee formed pursuant to the requirements of any international olympic committee or international paralympic committee, an international sports federation or association, a national sports federation or association, or any similar committee, federation, association or entity formed for the purpose of sponsoring, organizing, overseeing or participating in international or national athletic competitions, shall not be required to file an EDS.

6. If a Disclosing Party is required to supplement an EDS filing to comply with the requirements of Chapter 1-23, as incorporated into Section 2-154-020, of the Code, regarding that party's status as eligible to do business with the City, such supplemental disclosure shall be provided in writing to the Office of the Corporation Counsel.

NOTE: The exceptions in these Rules are set forth as a general matter, and depending on the facts and circumstances of a particular transaction, the City reserves the right to require an EDS from any one or more of the types of entities listed herein.



---

Stephen R. Patton

Ver. 04-10-13



CITY OF CHICAGO  
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT  
Related to Contract/Amendment/Solicitation  
EDS # 47207

**SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Lord, Abbett & Co. LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the Applicant

The Disclosing Party holds an interest in

URS Corporation, a Nevada corporation and EDS is 47201

B. Business address of the Disclosing Party:

90 Hudson Street  
Jersey City, NJ 07302  
United States

C. Telephone:

Fax:

D. Name of contact person:

**SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Is the Disclosing Party incorporated or organized in the State of Illinois?

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

### **SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

### **SECTION V -- CERTIFICATIONS**

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

## B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil

action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

### **SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract

or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at [www.cityofchicago.org/city/en/depts/ethics.html](http://www.cityofchicago.org/city/en/depts/ethics.html), and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

## **FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS**

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS,

including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

This is a printed copy of an unsigned draft Economic Disclosure Statement which has not yet been submitted to the City of Chicago. This is provided for information only and is not valid for any transaction with the City of Chicago.