

# RS S&P 500 Index Fund

3/31/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
3M Co.	mmm	2595708	4,767	93.50	445,715	0.54%
Abbott Laboratories	abt	2002305	10,302	49.05	505,313	0.61%
Abercrombie & Fitch Co., Class A	anf	2004185	588	58.70	34,516	0.04%
ACE Ltd.	ace	B3BQMF6	2,256	64.70	145,963	0.18%
Adobe Systems, Inc.	adbe	2008154	3,388	33.16	112,346	0.13%
Advanced Micro Devices, Inc.	amd	2007849	3,811	8.60	32,775	0.04%
Aetna, Inc.	aet	2695921	2,666	37.43	99,788	0.12%
AFLAC, Inc.	afl	2026361	3,143	52.78	165,888	0.20%
Agilent Technologies, Inc.	a	2520153	2,312	44.78	103,531	0.12%
Air Products & Chemicals, Inc.	apd	2011602	1,423	90.18	128,326	0.15%
Airgas, Inc.	arg	2011561	495	66.42	32,878	0.04%
AK Steel Holding Corp.	aks	2067735	734	15.78	11,583	0.01%
Akamai Technologies, Inc.	akam	2507457	1,213	38.00	46,094	0.06%
Alcoa, Inc.	aa	2021805	6,811	17.65	120,214	0.14%
Allegheny Technologies, Inc.	ati	2526117	657	67.72	44,492	0.05%
Allergan, Inc.	agn	2017213	2,054	71.02	145,875	0.18%
Allstate Corp.	all	2019952	3,607	31.78	114,630	0.14%
Altera Corp.	altr	2021690	2,082	44.02	91,650	0.11%
Altria Group, Inc.	mo	2692632	13,916	26.03	362,234	0.43%
Amazon.com, Inc.	amzn	2000019	2,362	180.13	425,467	0.51%
Ameren Corp.	aee	2050832	1,623	28.07	45,558	0.05%
American Electric Power, Inc.	aep	2026242	3,211	35.14	112,835	0.14%
American Express Co.	axp	2026082	6,981	45.20	315,541	0.38%
American International Group, Inc.	aig	2027342	933	35.14	32,786	0.04%
American Tower Corp., Class A	amt	2253608	2,663	51.82	137,997	0.17%
Ameriprise Financial, Inc.	amp	B0J7D57	1,652	61.08	100,904	0.12%
AmerisourceBergen Corp.	abc	2795393	1,833	39.56	72,514	0.09%
Amgen, Inc.	amgn	2023607	6,284	53.45	335,880	0.40%
Amphenol Corp., Class A	aph	2145084	1,158	54.39	62,984	0.08%
Anadarko Petroleum Corp.	apc	2032380	3,304	81.92	270,664	0.32%
Analog Devices, Inc.	adi	2032067	1,992	39.38	78,445	0.09%
Aon Corp.	aon	2212717	2,184	52.96	115,665	0.14%
Apache Corp.	apa	2043962	2,543	130.92	332,930	0.40%
Apartment Investment & Management Co., Class A	aiv	2057059	787	25.47	20,045	0.02%
Apollo Group, Inc., Class A	apol	2043694	846	41.71	35,287	0.04%
Apple, Inc.	aapl	2046251	6,150	348.45	2,142,967	2.57%
Applied Materials, Inc.	amat	2046552	8,913	15.62	139,221	0.17%
Archer-Daniels-Midland Co.	adm	2047317	4,256	36.01	153,259	0.18%
Assurant, Inc.	aiz	2331430	703	38.51	27,072	0.03%
AT&T, Inc.	t	2831811	39,412	30.60	1,206,007	1.45%
Autodesk, Inc.	adsk	2065159	1,519	44.11	67,003	0.08%
Automatic Data Processing, Inc.	adp	2065308	3,292	51.31	168,912	0.20%
AutoNation, Inc.	an	2732635	422	35.37	14,926	0.02%
AutoZone, Inc.	azo	2065955	181	273.56	49,514	0.06%
AvalonBay Communities, Inc.	avb	2131179	569	120.08	68,326	0.08%
Avery Dennison Corp.	avy	2066408	725	41.96	30,421	0.04%
Avon Products, Inc.	avp	2066721	2,850	27.04	77,064	0.09%
Baker Hughes, Inc.	bhi	2072085	2,878	73.43	211,332	0.25%
Ball Corp.	bll	2073022	1,168	35.85	41,873	0.05%
Bank of America Corp.	bac	2295677	67,231	13.33	896,189	1.08%
Bank of New York Mellon Corp.	bk	B1Z77F6	8,258	29.87	246,667	0.30%
Baxter International, Inc.	bax	2085102	3,884	53.77	208,843	0.25%
BB&T Corp.	bbt	2830904	4,622	27.45	126,874	0.15%

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Becton, Dickinson and Co.	bdx	2087807	1,537	79.62	122,376	0.15%
Bed, Bath & Beyond, Inc.	bbby	2085878	1,730	48.27	83,507	0.10%
Bemis Co., Inc.	bms	2090173	708	32.81	23,229	0.03%
Berkshire Hathaway, Inc., Class B	brk/b	2073390	11,540	83.63	965,090	1.16%
Best Buy Co., Inc.	bby	2094670	2,206	28.72	63,356	0.08%
Big Lots, Inc.	big	2218447	504	43.43	21,889	0.03%
Biogen Idec, Inc.	biib	2455965	1,590	73.39	116,690	0.14%
BMC Software, Inc.	bmc	2068921	1,177	49.74	58,544	0.07%
Boston Properties, Inc.	bxp	2019479	928	94.85	88,021	0.11%
Boston Scientific Corp.	bsx	2113434	10,124	7.19	72,792	0.09%
Bristol-Myers Squibb Co.	bmy	2126335	11,422	26.43	301,884	0.36%
Broadcom Corp., Class A	brcm	2235822	3,035	39.38	119,518	0.14%
Brown-Forman Corp., Class B	bf/b	2146838	693	68.30	47,332	0.06%
C.H. Robinson Worldwide, Inc.	chrw	2116228	1,104	74.13	81,840	0.10%
C.R. Bard, Inc.	bcr	2077905	617	99.31	61,274	0.07%
CA, Inc.	ca	2214832	2,573	24.18	62,215	0.07%
Cablevision Systems Corp., Class A	cvc	2162243	1,600	34.61	55,376	0.07%
Cabot Oil & Gas Corp.	cog	2162340	698	52.97	36,973	0.04%
Cameron International Corp.	cam	2222233	1,614	57.10	92,159	0.11%
Campbell Soup Co.	cpb	2162845	1,303	33.11	43,142	0.05%
Capital One Financial Corp.	cof	2654461	3,042	51.96	158,062	0.19%
Cardinal Health, Inc.	cah	2175672	2,346	41.13	96,491	0.12%
CareFusion Corp.	cfm	B3N2D37	1,488	28.20	41,962	0.05%
CarMax, Inc.	kmx	2983563	1,491	32.10	47,861	0.06%
Carnival Corp.	ccl	2523044	2,870	38.36	110,093	0.13%
Caterpillar, Inc.	cat	2180201	4,231	111.35	471,122	0.57%
CB Richard Ellis Group, Inc., Class A	cbg	B018V21	1,932	26.70	51,584	0.06%
CBS Corp., Class B	cbs	BOSRLH6	4,543	25.04	113,757	0.14%
Celgene Corp.	celg	2182348	3,131	57.53	180,127	0.22%
CenterPoint Energy, Inc.	cnp	2440637	2,787	17.56	48,940	0.06%
CenturyLink, Inc.	ctl	2185046	2,017	41.55	83,806	0.10%
Cephalon, Inc.	ceph	2185143	503	75.78	38,117	0.05%
Cerner Corp.	cern	2185284	476	111.20	52,931	0.06%
CF Industries Holdings, Inc.	cf	B0G4K50	475	136.79	64,975	0.08%
Chesapeake Energy Corp.	chk	2182779	4,356	33.52	146,013	0.18%
Chevron Corp.	cvx	2838555	13,414	107.43	1,441,066	1.73%
CIGNA Corp.	ci	2196479	1,818	44.28	80,501	0.10%
Cincinnati Financial Corp.	cinf	2196888	1,094	32.80	35,883	0.04%
Cintas Corp.	ctas	2197137	849	30.27	25,699	0.03%
Cisco Systems, Inc.	csc	2198163	36,946	17.15	633,624	0.76%
Citigroup, Inc.	c	2297907	193,624	4.42	855,818	1.03%
Citrix Systems, Inc.	ctxs	2182553	1,249	73.46	91,752	0.11%
Cliffs Natural Resources, Inc.	clf	2202707	904	98.28	88,845	0.11%
Clorox Co.	clx	2204026	916	70.07	64,184	0.08%
CME Group, Inc.	cme	2965839	449	301.55	135,396	0.16%
CMS Energy Corp.	cms	2219224	1,617	19.64	31,758	0.04%
Coach, Inc.	coh	2646015	1,977	52.04	102,883	0.12%
Coca-Cola Enterprises, Inc.	cce	B42BPG9	2,257	27.30	61,616	0.07%
Cognizant Technology Solutions Corp., Class A	ctsh	2257019	2,026	81.40	164,917	0.20%
Colgate-Palmolive Co.	cl	2209106	3,223	80.76	260,290	0.31%
Comcast Corp., Class A	cmcsa	2044545	18,591	24.72	459,569	0.55%
Comerica, Inc.	cma	2212870	1,180	36.72	43,330	0.05%

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Computer Sciences Corp.	csc	2215200	1,031	48.73	50,241	0.06%
Compuware Corp.	cpwr	2220884	1,467	11.55	16,944	0.02%
ConAgra Foods, Inc.	cag	2215460	2,945	23.75	69,944	0.08%
ConocoPhillips	cop	2685717	9,546	79.86	762,343	0.92%
CONSOL Energy, Inc.	cnx	2413758	1,506	53.63	80,767	0.10%
Consolidated Edison, Inc.	ed	2216850	1,919	50.72	97,332	0.12%
Constellation Brands, Inc., Class A	stz	2170473	1,172	20.28	23,768	0.03%
Constellation Energy Group	ceg	2073408	1,339	31.13	41,683	0.05%
Corning, Inc.	glw	2224701	10,420	20.63	214,964	0.26%
Costco Wholesale Corp.	cost	2701271	2,884	73.32	211,455	0.25%
Coventry Health Care, Inc.	cvh	2232696	994	31.89	31,699	0.04%
Covidien PLC	cov	B68SQD2	3,330	51.94	172,960	0.21%
CSX Corp.	csx	2160753	2,493	78.60	195,950	0.24%
Cummins, Inc.	cmi	2240202	1,327	109.62	145,466	0.17%
CVS Caremark Corp.	cvs	2577609	9,062	34.32	311,008	0.37%
D.R. Horton, Inc.	dhi	2250687	1,877	11.65	21,867	0.03%
Danaher Corp.	dhr	2250870	3,583	51.90	185,958	0.22%
Darden Restaurants, Inc.	dri	2289874	924	49.13	45,396	0.05%
DaVita, Inc.	dva	2898087	642	85.51	54,897	0.07%
Dean Foods Co.	df	2858649	1,213	10.00	12,130	0.01%
Deere & Co.	de	2261203	2,831	96.89	274,296	0.33%
Dell, Inc.	dell	2261526	11,183	14.51	162,265	0.19%
Denbury Resources, Inc.	dnr	2418474	2,655	24.40	64,782	0.08%
DENTSPLY International, Inc.	xray	2364339	947	36.99	35,029	0.04%
Devon Energy Corp.	dvn	2480677	2,883	91.77	264,573	0.32%
DeVry, Inc.	dv	2267609	420	55.07	23,129	0.03%
Diamond Offshore Drilling, Inc.	do	2261021	464	77.70	36,053	0.04%
DIRECTV, Class A	dtv	B42SH20	5,300	46.80	248,040	0.30%
Discover Financial Services	dfs	B1YLC43	3,629	24.12	87,531	0.10%
Discovery Communications, Inc., Class A	disca	B3D7K31	1,897	39.90	75,690	0.09%
Dominion Resources, Inc.	d	2542049	3,885	44.70	173,659	0.21%
Dover Corp.	dov	2278407	1,244	65.74	81,781	0.10%
Dr. Pepper Snapple Group, Inc.	dps	B2QW0Z8	1,514	37.16	56,260	0.07%
DTE Energy Co.	dte	2280220	1,130	48.96	55,325	0.07%
Duke Energy Corp.	duk	B127425	8,842	18.15	160,482	0.19%
E*TRADE Financial Corp.	etfc	2299011	1,325	15.63	20,710	0.02%
E.I. du Pont de Nemours & Co.	dd	2018175	6,084	54.97	334,437	0.40%
Eastman Chemical Co.	emn	2298386	480	99.32	47,674	0.06%
Eaton Corp.	etn	2300883	2,242	55.44	124,296	0.15%
eBay, Inc.	ebay	2293819	7,654	31.04	237,580	0.29%
Ecolab, Inc.	ecl	2304227	1,552	51.02	79,183	0.09%
Edison International	eix	2829515	2,198	36.59	80,425	0.10%
El Paso Corp.	ep	2295945	4,693	18.00	84,474	0.10%
Electronic Arts, Inc.	erts	2310194	2,218	19.53	43,318	0.05%
Eli Lilly & Co.	lly	2516152	6,790	35.17	238,804	0.29%
EMC Corp.	emc	2295172	13,718	26.55	364,213	0.44%
Emerson Electric Co.	emr	2313405	5,021	58.43	293,377	0.35%
Entergy Corp.	etr	2317087	1,220	67.21	81,996	0.10%
EOG Resources, Inc.	eog	2318024	1,793	118.51	212,488	0.26%
EQT Corp.	eqt	2319414	1,002	49.90	50,000	0.06%
Equifax, Inc.	efx	2319146	826	38.85	32,090	0.04%
Equity Residential	eqr	2319157	1,901	56.41	107,235	0.13%

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Estee Lauder Companies, Inc., Class A	el	2320524	762	96.36	73,426	0.09%
Exelon Corp.	exc	2670519	4,412	41.24	181,951	0.22%
Expedia, Inc.	expe	B0F0DY9	1,350	22.66	30,591	0.04%
Expeditors International of Washington, Inc.	expd	2325507	1,418	50.14	71,098	0.09%
Express Scripts, Inc.	esrx	2326469	3,524	55.61	195,970	0.24%
Exxon Mobil Corp.	xom	2326618	33,105	84.13	2,785,124	3.34%
F5 Networks, Inc.	ffiv	2427599	539	102.57	55,285	0.07%
Family Dollar Stores, Inc.	fdo	2331225	841	51.32	43,160	0.05%
Fastenal Co.	fast	2332262	981	64.83	63,598	0.08%
Federated Investors, Inc., Class B	fii	2246288	618	26.75	16,532	0.02%
FedEx Corp.	fdx	2142784	2,101	93.55	196,548	0.24%
Fidelity National Information Services, Inc.	fis	2769796	1,756	32.69	57,404	0.07%
Fifth Third Bancorp	fitb	2336747	6,107	13.88	84,765	0.10%
First Horizon National Corp.	fhn	2341484	1,736	11.21	19,461	0.02%
First Solar, Inc.	fslr	B1HMF22	360	160.84	57,902	0.07%
FirstEnergy Corp.	fe	2100920	2,795	37.09	103,667	0.12%
Fiserv, Inc.	fisv	2342034	1,000	62.72	62,720	0.08%
FLIR Systems, Inc.	flir	2344717	1,056	34.61	36,548	0.04%
Flowserve Corp.	fis	2288406	376	128.80	48,429	0.06%
Fluor Corp.	flr	2696838	1,195	73.66	88,024	0.11%
FMC Corp.	fmc	2328603	484	84.93	41,106	0.05%
FMC Technologies, Inc.	fti	2763561	792	94.48	74,828	0.09%
Ford Motor Co.	f	2615468	24,968	14.91	372,273	0.45%
Forest Laboratories, Inc.	frx	2346508	1,905	32.30	61,532	0.07%
Fortune Brands, Inc.	fo	2024774	1,019	61.89	63,066	0.08%
Franklin Resources, Inc.	ben	2350684	980	125.08	122,578	0.15%
Freeport-McMoran Copper & Gold, Inc., Class B	fcx	2352118	6,278	55.55	348,743	0.42%
Frontier Communications Corp.	ftc	2197933	6,568	8.22	53,989	0.06%
GameStop Corp., Class A	gme	B0LLFT5	1,001	22.52	22,543	0.03%
Gannett Co., Inc.	gci	2360304	1,591	15.23	24,231	0.03%
General Dynamics Corp.	gd	2365161	2,519	76.56	192,855	0.23%
General Electric Co.	ge	2380498	71,003	20.05	1,423,610	1.71%
General Mills, Inc.	gis	2367026	4,296	36.55	157,019	0.19%
Genuine Parts Co.	gpc	2367480	1,054	53.64	56,536	0.07%
Genworth Financial, Inc., Class A	gnw	B011WL6	3,268	13.46	43,987	0.05%
Genzyme Corp.	genz	2367598	1,727	76.15	131,511	0.16%
Gilead Sciences, Inc.	gild	2369174	5,411	42.44	229,643	0.28%
Goodrich Corp.	gr	2377809	834	85.53	71,332	0.09%
Google, Inc., Class A	goog	B020QX2	1,674	586.21	981,316	1.18%
H & R Block, Inc.	hrb	2105505	2,055	16.74	34,401	0.04%
H.J. Heinz Co.	hnz	2419240	2,135	48.82	104,231	0.13%
Halliburton Co.	hal	2405302	6,062	49.84	302,130	0.36%
Harley-Davidson, Inc.	hog	2411053	1,573	42.49	66,837	0.08%
Harman International Industries, Inc.	har	2411138	463	46.82	21,678	0.03%
Harris Corp.	hrs	2412001	860	49.60	42,656	0.05%
Hasbro, Inc.	has	2414580	907	46.84	42,484	0.05%
HCP, Inc.	hcp	2417578	2,672	37.94	101,376	0.12%
Health Care REIT, Inc.	hcn	2440961	1,160	52.44	60,830	0.07%
Helmerich & Payne, Inc.	hp	2420101	710	68.69	48,770	0.06%
Hess Corp.	hes	2023748	2,000	85.21	170,420	0.20%
Hewlett-Packard Co.	hpq	2424006	14,510	40.97	594,475	0.71%
Honeywell International, Inc.	hon	2020459	5,197	59.71	310,313	0.37%

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Hormel Foods Corp.	hrl	2437264	900	27.84	25,056	0.03%
Hospira, Inc.	hsp	B00PWV9	1,115	55.20	61,548	0.07%
Host Hotels & Resorts, Inc.	hst	2567503	4,440	17.61	78,188	0.09%
Hudson City Bancorp, Inc.	hcbk	2437952	3,536	9.68	34,228	0.04%
Humana, Inc.	hum	2445063	1,120	69.94	78,333	0.09%
Huntington Bancshares, Inc.	hban	2445966	5,752	6.64	38,193	0.05%
Huntington Ingalls Industries, Inc.	hii	B40SSC9	324	41.50	13,446	0.02%
Illinois Tool Works, Inc.	itw	2457552	3,308	53.72	177,706	0.21%
Ingersoll-Rand PLC	ir	B633030	2,156	48.31	104,156	0.12%
Integrus Energy Group, Inc.	teg	2982098	515	50.51	26,013	0.03%
Intel Corp.	intc	2463247	36,643	20.17	739,089	0.89%
IntercontinentalExchange, Inc.	ice	B0PBS81	494	123.54	61,029	0.07%
International Business Machines Corp.	ibm	2005973	8,143	163.07	1,327,879	1.59%
International Flavors & Fragrances, Inc.	iff	2464165	532	62.30	33,144	0.04%
International Game Technology	igt	2464972	1,992	16.23	32,330	0.04%
International Paper Co.	ip	2465254	2,912	30.18	87,884	0.11%
Intuit, Inc.	intu	2459020	1,864	53.10	98,978	0.12%
Intuitive Surgical, Inc.	isrg	2871301	263	333.46	87,700	0.11%
Invesco Ltd.	ivz	B28XP76	3,066	25.56	78,367	0.09%
Iron Mountain, Inc.	irm	2542931	1,346	31.23	42,035	0.05%
ITT Corp.	itt	2465760	1,225	60.05	73,561	0.09%
J.C. Penney Co., Inc.	jcp	2680303	1,579	35.91	56,702	0.07%
Jabil Circuit, Inc.	jbl	2471789	1,304	20.43	26,641	0.03%
Jacobs Engineering Group, Inc.	jec	2469052	839	51.43	43,150	0.05%
Janus Capital Group, Inc.	jns	2605555	1,230	12.47	15,338	0.02%
JDS Uniphase Corp.	jsu	B1G2LX6	1,490	20.84	31,052	0.04%
Johnson & Johnson	jjj	2475833	18,321	59.25	1,085,519	1.30%
Johnson Controls, Inc.	jci	2476803	4,494	41.57	186,816	0.22%
Joy Global, Inc.	joyg	2781905	686	98.81	67,784	0.08%
JPMorgan Chase & Co.	jpm	2190385	26,587	46.10	1,225,661	1.47%
Juniper Networks, Inc.	jnpr	2431846	3,493	42.08	146,985	0.18%
Kellogg Co.	k	2486813	1,710	53.98	92,306	0.11%
KeyCorp	key	2490911	5,883	8.88	52,241	0.06%
Kimberly-Clark Corp.	kmb	2491839	2,714	65.27	177,143	0.21%
Kimco Realty Corp.	kim	2491594	2,706	18.34	49,628	0.06%
KLA-Tencor Corp.	klac	2480138	1,110	47.37	52,581	0.06%
Kohl's Corp.	kss	2496113	2,057	53.04	109,103	0.13%
Kraft Foods, Inc., Class A	kft	2764296	11,652	31.36	365,407	0.44%
L-3 Communications Holdings, Inc.	lll	2247366	755	78.31	59,124	0.07%
Laboratory Corp. of America Holdings	lh	2586122	691	92.13	63,662	0.08%
Legg Mason, Inc.	lm	2510615	1,013	36.09	36,559	0.04%
Leggett & Platt, Inc.	leg	2510682	972	24.50	23,814	0.03%
Lennar Corp., Class A	len	2511920	1,061	18.12	19,225	0.02%
Leucadia National Corp.	luk	2513012	1,312	37.54	49,253	0.06%
Lexmark International Group, Inc., Class A	lxx	2511908	526	37.04	19,483	0.02%
Life Technologies Corp.	life	2397186	1,234	52.42	64,686	0.08%
Limited Brands, Inc.	ltd	2516185	1,765	32.88	58,033	0.07%
Lincoln National Corp.	lnc	2516378	2,110	30.04	63,384	0.08%
Linear Technology Corp.	lltc	2516839	1,508	33.63	50,714	0.06%
Lockheed Martin Corp.	lmt	2522096	1,970	80.40	158,388	0.19%
Loews Corp.	l	2523022	2,121	43.09	91,394	0.11%
Lorillard, Inc.	lo	B39GHT7	996	95.01	94,630	0.11%

# RS S&P 500 Index Fund

3/31/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Lowe's Companies, Inc.	low	2536763	9,193	26.43	242,971	0.29%
LSI Corp.	lsi	2498993	4,098	6.80	27,866	0.03%
M&T Bank Corp.	mtb	2340168	794	88.47	70,245	0.08%
Macy's, Inc.	m	2345022	2,819	24.26	68,389	0.08%
Marathon Oil Corp.	mro	2910970	4,744	53.31	252,903	0.30%
Marriott International, Inc., Class A	mar	2210614	1,913	35.58	68,065	0.08%
Marsh & McLennan Companies, Inc.	mmc	2567741	3,631	29.81	108,240	0.13%
Marshall & Ilsley Corp.	mi	B28V183	3,521	7.99	28,133	0.03%
Masco Corp.	mas	2570200	2,400	13.92	33,408	0.04%
Massey Energy Co.	mee	2343662	681	68.36	46,553	0.06%
MasterCard, Inc., Class A	ma	B121557	648	251.72	163,115	0.20%
Mattel, Inc.	mat	2572303	2,390	24.93	59,583	0.07%
McCormick & Co., Inc.	mkc	2550161	876	47.83	41,899	0.05%
McDonald's Corp.	mcd	2550707	7,047	76.09	536,206	0.64%
McKesson Corp.	mck	2378534	1,678	79.05	132,646	0.16%
Mead Johnson Nutrition Co.	mjin	B4W9F29	1,368	57.93	79,248	0.10%
MeadWestvaco Corp.	mwv	2840044	1,111	30.33	33,697	0.04%
Medco Health Solutions, Inc.	mhs	2954019	2,827	56.16	158,764	0.19%
Medtronic, Inc.	mdt	2575465	7,203	39.35	283,438	0.34%
MEMC Electronic Materials, Inc.	wfr	2580113	1,518	12.96	19,673	0.02%
Merck & Co., Inc.	mrk	2778844	20,540	33.01	678,025	0.81%
MetLife, Inc.	met	2573209	7,042	44.73	314,989	0.38%
MetroPCS Communications, Inc.	pcs	B02F228	1,740	16.24	28,258	0.03%
Microchip Technology, Inc.	mchp	2592174	1,244	38.01	47,285	0.06%
Micron Technology, Inc.	mu	2588184	5,704	11.46	65,368	0.08%
Microsoft Corp.	msft	2588173	49,372	25.36	1,252,074	1.50%
Molex, Inc.	molx	2599142	922	25.12	23,161	0.03%
Molson Coors Brewing Co., Class B	tap	B067BM3	1,062	46.89	49,797	0.06%
Monsanto Co.	mon	2654320	3,576	72.26	258,402	0.31%
Monster Worldwide, Inc.	mwv	2892045	872	15.90	13,865	0.02%
Moody's Corp.	mco	2252058	1,358	33.91	46,050	0.06%
Morgan Stanley	ms	2262314	10,323	27.32	282,024	0.34%
Motorola Mobility Holdings, Inc.	mmi	B4NHDJ5	1,955	24.40	47,702	0.06%
Motorola Solutions, Inc.	msi	B5BKPQ4	2,234	44.69	99,837	0.12%
Murphy Oil Corp.	mur	2611206	1,284	73.42	94,271	0.11%
Mylan, Inc.	myl	2613804	2,905	22.67	65,856	0.08%
Nabors Industries Ltd.	nbr	2963372	1,904	30.38	57,843	0.07%
National Semiconductor Corp.	nsm	2626921	1,610	14.34	23,087	0.03%
National-Oilwell Varco, Inc.	nov	2624486	2,800	79.27	221,956	0.27%
NetApp, Inc.	ntap	2630643	2,409	48.18	116,066	0.14%
Netflix, Inc.	nflx	2857817	289	237.33	68,588	0.08%
Newell Rubbermaid, Inc.	nwl	2635701	1,905	19.13	36,443	0.04%
Newfield Exploration Co.	nfx	2635079	900	76.01	68,409	0.08%
Newmont Mining Corp.	nem	2636607	3,289	54.58	179,514	0.22%
News Corp., Class A	nwsa	B03DQ41	15,231	17.56	267,456	0.32%
NextEra Energy, Inc.	nee	2328915	2,761	55.12	152,186	0.18%
Nicor, Inc.	gas	2639509	295	53.70	15,841	0.02%
NIKE, Inc., Class B	nke	2640147	2,549	75.70	192,959	0.23%
NiSource, Inc.	ni	2645409	1,838	19.18	35,253	0.04%
Noble Corp.	ne	B65Z9D7	1,700	45.62	77,554	0.09%
Noble Energy, Inc.	nbl	2640761	1,164	96.65	112,501	0.13%
Nordstrom, Inc.	jwn	2641827	1,125	44.88	50,490	0.06%

# RS S&P 500 Index Fund

3/31/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Norfolk Southern Corp.	nsc	2641894	2,415	69.27	167,287	0.20%
Northeast Utilities	nu	2645108	1,185	34.60	41,001	0.05%
Northern Trust Corp.	ntrs	2648668	1,620	50.75	82,215	0.10%
Northrop Grumman Corp.	noc	2648806	1,948	62.71	122,159	0.15%
Novell, Inc.	novl	2650793	2,331	5.93	13,823	0.02%
Novellus Systems, Inc.	nvls	2650748	613	37.13	22,761	0.03%
NRG Energy, Inc.	nrg	2212922	1,662	21.54	35,799	0.04%
Nucor Corp.	nue	2651086	2,113	46.02	97,240	0.12%
NVIDIA Corp.	nvda	2379504	3,873	18.46	71,496	0.09%
NYSE Euronext	nyx	B1VJYW2	1,738	35.17	61,125	0.07%
Occidental Petroleum Corp.	oxy	2655408	5,424	104.49	566,754	0.68%
Omnicom Group, Inc.	omc	2279303	2,005	49.06	98,365	0.12%
ONEOK, Inc.	oke	2130109	711	66.88	47,552	0.06%
Oracle Corp.	orcl	2661568	25,974	33.37	866,752	1.04%
O'Reilly Automotive, Inc.	orly	B65LWX6	928	57.46	53,323	0.06%
Owens-Illinois, Inc.	oi	2662862	1,089	30.19	32,877	0.04%
PACCAR, Inc.	pcar	2665861	2,427	52.35	127,053	0.15%
Pall Corp.	pll	2668804	766	57.61	44,129	0.05%
Parker Hannifin Corp.	ph	2671501	1,074	94.68	101,686	0.12%
Patterson Companies, Inc.	pdco	2672689	635	32.19	20,441	0.02%
Paychex, Inc.	payx	2674458	2,147	31.36	67,330	0.08%
Peabody Energy Corp.	btu	2753454	1,797	71.96	129,312	0.16%
People's United Financial, Inc.	pbct	B1W41J2	2,441	12.58	30,708	0.04%
Pepco Holdings, Inc.	pom	2971698	1,500	18.65	27,975	0.03%
PepsiCo, Inc.	pep	2681511	10,579	64.41	681,393	0.82%
PerkinElmer, Inc.	pki	2305844	798	26.27	20,963	0.03%
Pfizer, Inc.	pfe	2684703	53,381	20.31	1,084,168	1.30%
PG&E Corp.	pcg	2689560	2,628	44.18	116,105	0.14%
Philip Morris International, Inc.	pm	B2PKRQ3	12,091	65.63	793,532	0.95%
Pinnacle West Capital Corp.	pnw	2048804	719	42.79	30,766	0.04%
Pioneer Natural Resources Co.	pxd	2690830	775	101.92	78,988	0.09%
Pitney Bowes, Inc.	pbi	2690506	1,356	25.69	34,836	0.04%
Plum Creek Timber Co., Inc.	pcl	2692397	1,084	43.61	47,273	0.06%
PNC Financial Services Group, Inc.	pnc	2692665	3,507	62.99	220,906	0.27%
Polo Ralph Lauren Corp.	rl	2018409	438	123.65	54,159	0.06%
PPG Industries, Inc.	ppg	2698470	1,087	95.21	103,493	0.12%
PPL Corp.	ppl	2680905	3,214	25.30	81,314	0.10%
Praxair, Inc.	px	2699291	2,048	101.60	208,077	0.25%
Precision Castparts Corp.	pcp	2699514	950	147.18	139,821	0.17%
Priceline.com, Inc.	pcln	2779063	323	506.44	163,580	0.20%
Principal Financial Group, Inc.	pfg	2803014	2,123	32.11	68,170	0.08%
Progress Energy, Inc.	pgn	2604206	1,967	46.14	90,757	0.11%
ProLogis	pld	2790611	3,808	15.98	60,852	0.07%
Prudential Financial, Inc.	pru	2819118	3,230	61.58	198,903	0.24%
Public Service Enterprise Group, Inc.	peg	2707677	3,341	31.51	105,275	0.13%
Public Storage, Inc.	psa	2852533	929	110.91	103,035	0.12%
Pulte Group, Inc.	phm	2708841	2,244	7.40	16,606	0.02%
QEP Resources, Inc.	qep	B60X657	1,162	40.54	47,107	0.06%
QUALCOMM, Inc.	qcom	2714923	10,973	54.83	601,649	0.72%
Quanta Services, Inc.	pwr	2150204	1,424	22.43	31,940	0.04%
Quest Diagnostics, Inc.	dgx	2702791	941	57.72	54,314	0.07%
Qwest Communications International, Inc.	q	2034494	11,630	6.83	79,433	0.10%

# RS S&P 500 Index Fund

3/31/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
R.R. Donnelley & Sons Co.	rrd	2276605	1,372	18.92	25,958	0.03%
RadioShack Corp.	rsh	2871505	764	15.01	11,468	0.01%
Range Resources Corp.	rrc	2523334	1,067	58.46	62,377	0.07%
Raytheon Co.	rtn	2758051	2,422	50.87	123,207	0.15%
Red Hat, Inc.	rht	2447218	1,274	45.39	57,827	0.07%
Regions Financial Corp.	rf	B01R311	8,383	7.26	60,861	0.07%
Republic Services, Inc.	rsg	2262530	2,039	30.04	61,251	0.07%
Reynolds American, Inc.	rai	2429090	2,262	35.53	80,369	0.10%
Robert Half International, Inc.	rhi	2110703	981	30.60	30,019	0.04%
Rockwell Automation, Inc.	rok	2754060	946	94.65	89,539	0.11%
Rockwell Collins, Inc.	col	2767228	1,049	64.83	68,007	0.08%
Roper Industries, Inc.	rop	2749602	630	86.46	54,470	0.07%
Ross Stores, Inc.	rost	2746711	801	71.12	56,967	0.07%
Rowan Companies, Inc.	rdc	2753197	838	44.18	37,023	0.04%
Ryder System, Inc.	r	2760669	351	50.60	17,761	0.02%
Safeway, Inc.	swy	2767165	2,485	23.54	58,497	0.07%
SAIC, Inc.	sai	B1FWD42	1,976	16.92	33,434	0.04%
Salesforce.com, Inc.	crm	2310525	780	133.58	104,192	0.12%
SanDisk Corp.	sndk	2765802	1,556	46.09	71,716	0.09%
Sara Lee Corp.	sle	2217109	4,239	17.67	74,903	0.09%
SCANA Corp.	scg	2545844	719	39.37	28,307	0.03%
Schlumberger Ltd.	slb	2779201	9,095	93.26	848,200	1.02%
Scripps Networks Interactive, Inc., Class A	sni	B39QT24	597	50.09	29,904	0.04%
Sealed Air Corp.	see	2232793	1,059	26.66	28,233	0.03%
Sears Holdings Corp.	shld	2634805	295	82.65	24,382	0.03%
Sempra Energy	sre	2138158	1,587	53.50	84,904	0.10%
Sigma-Aldrich Corp.	sial	2807566	816	63.64	51,930	0.06%
Simon Property Group, Inc.	spg	2812452	1,955	107.16	209,498	0.25%
SLM Corp.	slm	2101967	3,236	15.30	49,511	0.06%
Snap-On, Inc.	sna	2818740	388	60.06	23,303	0.03%
Southern Co.	so	2829601	5,567	38.11	212,158	0.25%
Southwest Airlines Co.	luv	2831543	4,976	12.63	62,847	0.08%
Southwestern Energy Co.	swn	2828619	2,315	42.97	99,475	0.12%
Spectra Energy Corp.	se	B1L60G9	4,348	27.18	118,178	0.14%
Sprint Nextel Corp.	s	2922447	19,922	4.64	92,438	0.11%
St. Jude Medical, Inc.	stj	2767381	2,258	51.26	115,745	0.14%
Stanley Black & Decker, Inc.	swk	B3Q2FJ4	1,107	76.60	84,796	0.10%
Staples, Inc.	spls	2841489	4,812	19.42	93,449	0.11%
Starbucks Corp.	sbux	2842255	4,935	36.95	182,348	0.22%
Starwood Hotels & Resorts Worldwide, Inc.	hot	B12GHV2	1,270	58.12	73,812	0.09%
State Street Corp.	stt	2842040	3,352	44.94	150,639	0.18%
Stericycle, Inc.	srcl	2860826	570	88.67	50,542	0.06%
Stryker Corp.	syk	2853688	2,282	60.80	138,746	0.17%
Sunoco, Inc.	sun	2859868	795	45.59	36,244	0.04%
SunTrust Banks, Inc.	sti	2860990	3,582	28.84	103,305	0.12%
SUPERVALU, Inc.	svu	2863610	1,421	8.93	12,689	0.02%
Symantec Corp.	symc	2861078	5,184	18.54	96,111	0.12%
Sysco Corp.	sy	2868165	3,835	27.70	106,229	0.13%
T. Rowe Price Group, Inc.	trpw	2702337	1,715	66.42	113,910	0.14%
Target Corp.	tgt	2259101	4,720	50.01	236,047	0.28%
TECO Energy, Inc.	te	2880255	1,422	18.76	26,677	0.03%
Tellabs, Inc.	tlab	2881537	2,474	5.24	12,964	0.02%

# RS S&P 500 Index Fund

3/31/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Tenet Healthcare Corp.	thc	2626879	3,244	7.45	24,168	0.03%
Teradata Corp.	tdc	B247H10	1,114	50.70	56,480	0.07%
Teradyne, Inc.	ter	2884183	1,219	17.81	21,710	0.03%
Tesoro Corp.	tso	2884569	964	26.83	25,864	0.03%
Texas Instruments, Inc.	txn	2885409	7,811	34.56	269,948	0.32%
Textron, Inc.	txt	2885937	1,826	27.39	50,014	0.06%
The AES Corp.	aes	2002479	4,423	13.00	57,499	0.07%
The Boeing Co.	ba	2108601	4,885	73.93	361,148	0.43%
The Charles Schwab Corp.	schw	2779397	6,608	18.03	119,142	0.14%
The Chubb Corp.	cb	2195722	2,037	61.31	124,889	0.15%
The Coca-Cola Co.	ko	2206657	15,324	66.35	1,016,748	1.22%
The Dow Chemical Co.	dow	2278719	7,748	37.75	292,487	0.35%
The Dun & Bradstreet Corp.	dnb	2636254	339	80.24	27,201	0.03%
The Gap, Inc.	gps	2360326	2,926	22.66	66,303	0.08%
The Goldman Sachs Group, Inc.	gs	2407966	3,473	158.47	550,366	0.66%
The Goodyear Tire & Rubber Co.	gt	2378200	1,618	14.98	24,238	0.03%
The Hartford Financial Services Group, Inc.	hig	2476193	2,961	26.93	79,740	0.10%
The Hershey Co.	hsy	2422806	1,029	54.35	55,926	0.07%
The Home Depot, Inc.	hd	2434209	10,926	37.06	404,918	0.49%
The Interpublic Group of Companies, Inc.	ipg	2466321	3,258	12.57	40,953	0.05%
The J.M. Smucker Co.	sjm	2951452	786	71.39	56,113	0.07%
The Kroger Co.	kr	2497406	4,278	23.97	102,544	0.12%
The McGraw-Hill Companies, Inc.	mhp	2551443	2,052	39.40	80,849	0.10%
The NASDAQ OMX Group, Inc.	ndaq	2965107	940	25.84	24,290	0.03%
The Procter & Gamble Co.	pg	2704407	18,689	61.60	1,151,242	1.38%
The Progressive Corp.	pgr	2705024	4,436	21.13	93,733	0.11%
The Sherwin-Williams Co.	shw	2804211	603	83.99	50,646	0.06%
The TJX Companies, Inc.	tjx	2989301	2,631	49.73	130,840	0.16%
The Travelers Companies, Inc.	trv	2769503	2,896	59.48	172,254	0.21%
The Walt Disney Co.	dis	2270726	12,608	43.09	543,279	0.65%
The Washington Post Co., Class B	wpo	2942003	46	437.56	20,127	0.02%
Thermo Fisher Scientific, Inc.	tmo	2886907	2,639	55.55	146,596	0.18%
Tiffany & Co.	tif	2892090	839	61.44	51,548	0.06%
Time Warner Cable, Inc.	twc	B63BPC8	2,370	71.34	169,076	0.20%
Time Warner, Inc.	twx	B63QTN2	7,401	35.70	264,216	0.32%
Titanium Metals Corp.	tie	2340931	601	18.58	11,167	0.01%
Torchmark Corp.	tmk	2896713	542	66.48	36,032	0.04%
Total System Services, Inc.	tss	2897697	1,106	18.02	19,930	0.02%
Tyco International Ltd.	tyc	B64GC98	3,291	44.77	147,338	0.18%
Tyson Foods, Inc., Class A	tsn	2909730	1,987	19.19	38,130	0.05%
U.S. Bancorp	usb	2736035	12,784	26.43	337,881	0.41%
Union Pacific Corp.	unp	2914734	3,288	98.33	323,309	0.39%
United Parcel Service, Inc., Class B	ups	2517382	6,587	74.32	489,546	0.59%
United States Steel Corp.	x	2824770	959	53.94	51,728	0.06%
United Technologies Corp.	utx	2915500	6,161	84.65	521,529	0.63%
UnitedHealth Group, Inc.	unh	2917766	7,326	45.20	331,135	0.40%
Unum Group	unm	2433842	2,112	26.25	55,440	0.07%
Urban Outfitters, Inc.	urbn	2933438	856	29.83	25,534	0.03%
Valero Energy Corp.	vlo	2041364	3,773	29.82	112,511	0.13%
Varian Medical Systems, Inc.	var	2927516	793	67.64	53,639	0.06%
Ventas, Inc.	vtr	2927925	1,044	54.30	56,689	0.07%
VeriSign, Inc.	vrsn	2142922	1,143	36.21	41,388	0.05%

# RS S&P 500 Index Fund

3/31/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Verizon Communications, Inc.	vz	2090571	18,843	38.54	726,209	0.87%
VF Corp.	vfc	2928683	584	98.53	57,542	0.07%
Viacom, Inc., Class B	via/b	B0SRLF4	4,029	46.52	187,429	0.22%
Visa, Inc., Class A	v	B2PZN04	3,248	73.62	239,118	0.29%
Vornado Realty Trust	vno	2933632	1,083	87.50	94,763	0.11%
Vulcan Materials Co.	vmc	2931205	860	45.60	39,216	0.05%
W.W. Grainger, Inc.	gww	2380863	387	137.68	53,282	0.06%
Walgreen Co.	wag	2934839	6,168	40.14	247,583	0.30%
Wal-Mart Stores, Inc.	wmt	2936921	13,045	52.05	678,992	0.82%
Waste Management, Inc.	wm	2937667	3,185	37.34	118,928	0.14%
Waters Corp.	wat	2937689	615	86.90	53,444	0.06%
Watson Pharmaceuticals, Inc.	wpi	2943545	834	56.01	46,712	0.06%
WellPoint, Inc.	wlp	2794743	2,621	69.79	182,920	0.22%
Wells Fargo & Co.	wfc	2649100	34,982	31.70	1,108,929	1.33%
Western Digital Corp.	wdc	2954699	1,533	37.29	57,165	0.07%
Western Union Co.	wu	B1F76F9	4,393	20.77	91,243	0.11%
Weyerhaeuser Co.	wy	2958936	3,575	24.60	87,945	0.11%
Whirlpool Corp.	whr	2960384	508	85.36	43,363	0.05%
Whole Foods Market, Inc.	wfmi	2963899	971	65.90	63,989	0.08%
Williams Companies, Inc.	wmb	2967181	3,907	31.18	121,820	0.15%
Windstream Corp.	win	B180376	3,225	12.87	41,506	0.05%
Wisconsin Energy Corp.	wec	2973995	1,562	30.50	47,641	0.06%
Wyndham Worldwide Corp.	wyn	B198391	1,169	31.81	37,186	0.04%
Wynn Resorts Ltd.	wynn	2963811	503	127.25	64,007	0.08%
Xcel Energy, Inc.	xel	2614807	3,038	23.89	72,578	0.09%
Xerox Corp.	xrx	2985202	9,230	10.65	98,299	0.12%
Xilinx, Inc.	xlnx	2985677	1,726	32.80	56,613	0.07%
XL Group PLC	xl	B5LRLL2	2,191	24.60	53,899	0.06%
Yahoo! Inc.	yhoo	2986539	8,676	16.65	144,455	0.17%
Yum! Brands, Inc.	yum	2098876	3,120	51.38	160,306	0.19%
Zimmer Holdings, Inc.	zmh	2783815	1,308	60.53	79,173	0.09%
Zions Bancorporation	zion	2989828	1,189	23.06	27,418	0.03%
U.S. Treasury Notes	-	B45K2C8	267,000	100.34	267,918	0.32%
U.S. Treasury Notes	-	B4L4N43	156,000	100.40	156,628	0.19%
U.S. Treasury Notes	-	B419LQ6	10,000	99.99	9,999	0.01%
U.S. Treasury Notes	-	B3X5YH7	7,000	100.29	7,020	0.01%
Cash / Other Assets and Liabilities					2,270,045	2.73%
<b>TOTAL NET ASSETS</b>					<b>83,272,101</b>	<b>100.00%</b>

Portfolio holdings are subject to change and should not be considered a recommendation to buy or sell individual securities.

**RS Funds are sold by prospectus only. You should carefully consider the investment objectives, risks, charges and expenses of the RS Funds before making an investment decision. The prospectus contains this and other important information. Please read it carefully before investing or sending money. To obtain a copy, please call 800-766-3863 or visit [www.RSinvestments.com](http://www.RSinvestments.com).**

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