

RS S&P 500 Index Fund

6/30/11 (unaudited)



Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Invesco Ltd.	ivz	B28XP76	2,875	23.4	67,275	0.09%
Nabors Industries Ltd.	nbr	2963372	1,785	24.64	43,982	0.06%
Covidien PLC	cov	B68SQD2	3,086	53.23	164,268	0.21%
Ingersoll-Rand PLC	ir	B633030	2,056	45.41	93,363	0.12%
XL Group PLC	xl	B5LRLL2	1,929	21.98	42,399	0.05%
Schlumberger Ltd.	slb	2779201	8,499	86.4	734,314	0.93%
Carnival Corp.	ccl	2523044	2,693	37.63	101,338	0.13%
ACE Ltd.	ace	B3BQMF6	2,097	65.82	138,025	0.17%
Noble Corp.	ne	B65Z9D7	1,573	39.41	61,992	0.08%
Tyco International Ltd.	tyc	B64GC98	2,958	49.43	146,214	0.18%
3M Co.	mmm	2595708	4,447	94.85	421,798	0.53%
AFLAC, Inc.	afl	2026361	2,935	46.68	137,006	0.17%
AK Steel Holding Corp.	aks	2067735	680	15.76	10,717	0.01%
AT&T, Inc.	t	2831811	36,924	31.41	1,159,783	1.47%
Abbott Laboratories	abt	2002305	9,636	52.62	507,046	0.64%
Abercrombie & Fitch Co., Class A	anf	2004185	545	66.92	36,472	0.05%
Adobe Systems, Inc.	adbe	2008154	3,161	31.45	99,413	0.13%
Advanced Micro Devices, Inc.	amd	2007849	3,600	6.99	25,164	0.03%
Aetna, Inc.	aet	2695921	2,403	44.09	105,948	0.13%
Agilent Technologies, Inc.	a	2520153	2,157	51.11	110,244	0.14%
Air Products & Chemicals, Inc.	apd	2011602	1,340	95.58	128,077	0.16%
Airgas, Inc.	arg	2011561	457	70.04	32,008	0.04%
Akamai Technologies, Inc.	akam	2507457	1,174	31.47	36,946	0.05%
Alcoa, Inc.	aa	2021805	6,641	15.86	105,326	0.13%
Allegheny Technologies, Inc.	ati	2526117	663	63.47	42,081	0.05%
Allergan, Inc.	agn	2017213	1,912	83.25	159,174	0.20%
Alpha Natural Resources, Inc.	anr	B066NX5	1,416	45.44	64,343	0.08%
Altera Corp.	altr	2021690	1,998	46.35	92,607	0.12%
Altria Group, Inc.	mo	2692632	13,068	26.41	345,126	0.44%
Amazon.com, Inc.	amzn	2000019	2,225	204.49	454,990	0.57%
Ameren Corp.	aee	2050832	1,510	28.84	43,548	0.06%
American Electric Power, Inc.	aep	2026242	3,009	37.68	113,379	0.14%
American Express Co.	axp	2026082	6,549	51.7	338,583	0.43%
American International Group, Inc.	aig	2027342	2,720	29.32	79,750	0.10%
American Tower Corp., Class A	amt	2253608	2,478	52.33	129,674	0.16%
Ameriprise Financial, Inc.	amp	B0J7D57	1,540	57.68	88,827	0.11%
AmerisourceBergen Corp.	abc	2795393	1,712	41.4	70,877	0.09%
Amgen, Inc.	amgn	2023607	5,831	58.35	340,239	0.43%
Amphenol Corp., Class A	aph	2145084	1,096	53.99	59,173	0.07%
Anadarko Petroleum Corp.	apc	2032380	3,090	76.76	237,188	0.30%
Analog Devices, Inc.	adi	2032067	1,872	39.14	73,270	0.09%
Aon Corp.	aon	2212717	2,076	51.3	106,499	0.13%
Apache Corp.	apa	2043962	2,390	123.39	294,902	0.37%
Apartment Investment & Management Co., Class A	aiv	2057059	739	25.53	18,867	0.02%
Apollo Group, Inc., Class A	apol	2043694	768	43.68	33,546	0.04%
Apple, Inc.	aapl	2046251	5,753	335.67	1,931,110	2.44%
Applied Materials, Inc.	amat	2046552	8,244	13.01	107,254	0.14%
Archer-Daniels-Midland Co.	adm	2047317	4,258	30.15	128,379	0.16%
Assurant, Inc.	aiz	2331430	645	36.27	23,394	0.03%
AutoNation, Inc.	an	2732635	399	36.61	14,607	0.02%
AutoZone, Inc.	azo	2065955	171	294.85	50,419	0.06%
Autodesk, Inc.	adsk	2065159	1,432	38.6	55,275	0.07%
Automatic Data Processing, Inc.	adp	2065308	3,101	52.68	163,361	0.21%

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AvalonBay Communities, Inc.	avb	2131179	538	128.4	69,079	0.09%
Avery Dennison Corp.	avy	2066408	670	38.63	25,882	0.03%
Avon Products, Inc.	avp	2066721	2,659	28	74,452	0.09%
BB&T Corp.	bbt	2830904	4,336	26.84	116,378	0.15%
BMC Software, Inc.	bmc	2068921	1,113	54.7	60,881	0.08%
Baker Hughes, Inc.	bhi	2072085	2,712	72.56	196,783	0.25%
Ball Corp.	blt	2073022	1,056	38.46	40,614	0.05%
Bank of America Corp.	bac	2295677	63,223	10.96	692,924	0.88%
Bank of New York Mellon Corp.	bk	B1Z77F6	7,750	25.62	198,555	0.25%
Baxter International, Inc.	bax	2085102	3,623	59.69	216,257	0.27%
Becton, Dickinson and Co.	bdx	2087807	1,385	86.17	119,345	0.15%
Bed, Bath & Beyond, Inc.	bbby	2085878	1,589	58.37	92,750	0.12%
Bemis Co., Inc.	bms	2090173	668	33.78	22,565	0.03%
Berkshire Hathaway, Inc., Class B	brk/b	2073390	10,805	77.39	836,199	1.06%
Best Buy Co., Inc.	bby	2094670	2,044	31.41	64,202	0.08%
Big Lots, Inc.	big	2218447	470	33.15	15,581	0.02%
Biogen Idec, Inc.	biib	2455965	1,504	106.92	160,808	0.20%
BlackRock, Inc.	blk	2494504	597	191.81	114,511	0.14%
Boston Properties, Inc.	bxp	2019479	891	106.16	94,588	0.12%
Boston Scientific Corp.	bsx	2113434	9,500	6.91	65,645	0.08%
Bristol-Myers Squibb Co.	bmy	2126335	10,639	28.96	308,106	0.39%
Broadcom Corp., Class A	brcm	2235822	2,973	33.64	100,012	0.13%
Brown-Forman Corp., Class B	bf/b	2146838	653	74.69	48,773	0.06%
C.H. Robinson Worldwide, Inc.	chrw	2116228	1,038	78.84	81,836	0.10%
C.R. Bard, Inc.	bcr	2077905	530	109.86	58,226	0.07%
CA, Inc.	ca	2214832	2,375	22.84	54,245	0.07%
CB Richard Ellis Group, Inc., Class A	cbg	B018V21	1,818	25.11	45,650	0.06%
CBS Corp., Class B	cbs	BOSRLH6	4,199	28.49	119,630	0.15%
CF Industries Holdings, Inc.	cf	B0G4K50	445	141.67	63,043	0.08%
CIGNA Corp.	ci	2196479	1,693	51.43	87,071	0.11%
CME Group, Inc.	cme	2965839	419	291.59	122,176	0.15%
CMS Energy Corp.	cms	2219224	1,563	19.69	30,776	0.04%
CONSOL Energy, Inc.	cnx	2413758	1,412	48.48	68,454	0.09%
CSX Corp.	csx	2160753	6,942	26.22	182,019	0.23%
CVS Caremark Corp.	cvs	2577609	8,545	37.58	321,121	0.41%
Cablevision Systems Corp., Class A	cvc	2162243	1,456	36.21	52,722	0.07%
Cabot Oil & Gas Corp.	cog	2162340	653	66.31	43,300	0.05%
Cameron International Corp.	cam	2222233	1,528	50.29	76,843	0.10%
Campbell Soup Co.	cpb	2162845	1,160	34.55	40,078	0.05%
Capital One Financial Corp.	cof	2654461	2,856	51.67	147,569	0.19%
CarMax, Inc.	kmx	2983563	1,414	33.07	46,761	0.06%
Cardinal Health, Inc.	cah	2175672	2,180	45.42	99,016	0.13%
CareFusion Corp.	cfm	B3N2D37	1,384	27.17	37,603	0.05%
Caterpillar, Inc.	cat	2180201	3,989	106.46	424,669	0.54%
Celgene Corp.	celg	2182348	2,907	60.32	175,350	0.22%
CenterPoint Energy, Inc.	cnp	2440637	2,651	19.35	51,297	0.06%
CenturyLink, Inc.	ctl	2185046	3,721	40.43	150,440	0.19%
Cephalon, Inc.	ceph	2185143	472	79.9	37,713	0.05%
Cerner Corp.	cern	2185284	894	61.11	54,633	0.07%
Chesapeake Energy Corp.	chk	2182779	4,108	29.69	121,967	0.15%
Chevron Corp.	cvx	2838555	12,536	102.84	1,289,202	1.63%
Chipotle Mexican Grill, Inc.	cmg	B0X7DZ3	200	308.19	61,638	0.08%

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Cincinnati Financial Corp.	cinf	2196888	1,036	29.18	30,231	0.04%
Cintas Corp.	ctas	2197137	781	33.03	25,796	0.03%
Cisco Systems, Inc.	csc	2198163	34,531	15.61	539,029	0.68%
Citigroup, Inc.	c	2297907	18,134	41.64	755,100	0.95%
Citrix Systems, Inc.	ctxs	2182553	1,171	80	93,680	0.12%
Cliffs Natural Resources, Inc.	clf	2202707	902	92.45	83,390	0.11%
Clorox Co.	clx	2204026	849	67.44	57,257	0.07%
Coach, Inc.	coh	2646015	1,847	63.93	118,079	0.15%
Coca-Cola Enterprises, Inc.	cce	B42BPG9	2,067	29.18	60,315	0.08%
Cognizant Technology Solutions Corp., Class A	ctsh	2257019	1,901	73.34	139,419	0.18%
Colgate-Palmolive Co.	cl	2209106	3,083	87.41	269,485	0.34%
Comcast Corp., Class A	cmcsa	2044545	17,340	25.34	439,395	0.56%
Comerica, Inc.	cma	2212870	1,094	34.57	37,820	0.05%
Computer Sciences Corp.	csc	2215200	961	37.96	36,480	0.05%
Compuware Corp.	cpwr	2220884	1,356	9.76	13,235	0.02%
ConAgra Foods, Inc.	cag	2215460	2,570	25.81	66,332	0.08%
ConocoPhillips	cop	2685717	8,930	75.19	671,447	0.85%
Consolidated Edison, Inc.	ed	2216850	1,819	53.24	96,844	0.12%
Constellation Brands, Inc., Class A	stz	2170473	1,092	20.82	22,735	0.03%
Constellation Energy Group	ceg	2073408	1,242	37.96	47,146	0.06%
Corning, Inc.	glw	2224701	9,790	18.15	177,689	0.22%
Costco Wholesale Corp.	cost	2701271	2,726	81.24	221,460	0.28%
Coventry Health Care, Inc.	cvh	2232696	934	36.47	34,063	0.04%
Cummins, Inc.	cmi	2240202	1,235	103.49	127,810	0.16%
D.R. Horton, Inc.	dhi	2250687	1,763	11.52	20,310	0.03%
DENTSPLY International, Inc.	xray	2364339	889	38.08	33,853	0.04%
DIRECTV, Class A	dtv	B42SH20	4,956	50.82	251,864	0.32%
DTE Energy Co.	dte	2280220	1,071	50.02	53,571	0.07%
DaVita, Inc.	dva	2898087	600	86.61	51,966	0.07%
Danaher Corp.	dhr	2250870	3,374	52.99	178,788	0.23%
Darden Restaurants, Inc.	dri	2289874	862	49.76	42,893	0.05%
DeVry, Inc.	dv	2267609	386	59.13	22,824	0.03%
Dean Foods Co.	df	2858649	1,147	12.27	14,074	0.02%
Deere & Co.	de	2261203	2,631	82.45	216,926	0.27%
Dell, Inc.	dell	2261526	10,492	16.67	174,902	0.22%
Denbury Resources, Inc.	dnr	2418474	2,512	20	50,240	0.06%
Devon Energy Corp.	dvn	2480677	2,667	78.81	210,186	0.27%
Diamond Offshore Drilling, Inc.	do	2261021	436	70.41	30,699	0.04%
Discover Financial Services	dfs	B1YLC43	3,403	26.75	91,030	0.11%
Discovery Communications, Inc., Class A	disca	B3D7K31	1,764	40.96	72,253	0.09%
Dominion Resources, Inc.	d	2542049	3,642	48.27	175,799	0.22%
Dover Corp.	dov	2278407	1,167	67.8	79,123	0.10%
Dr. Pepper Snapple Group, Inc.	dps	B2QW0Z8	1,378	41.93	57,779	0.07%
Duke Energy Corp.	duk	B127425	8,325	18.83	156,760	0.20%
E*TRADE Financial Corp.	etfc	2299011	1,581	13.8	21,818	0.03%
E.I. du Pont de Nemours & Co.	dd	2018175	5,759	54.05	311,274	0.39%
EMC Corp.	emc	2295172	12,919	27.55	355,918	0.45%
EOG Resources, Inc.	eog	2318024	1,671	104.55	174,703	0.22%
EQT Corp.	eqt	2319414	933	52.52	49,001	0.06%
Eastman Chemical Co.	emn	2298386	442	102.07	45,115	0.06%
Eaton Corp.	etn	2300883	2,127	51.45	109,434	0.14%
eBay, Inc.	ebay	2293819	7,141	32.27	230,440	0.29%

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Ecolab, Inc.	ecl	2304227	1,438	56.38	81,074	0.10%
Edison International	eix	2829515	2,040	38.75	79,050	0.10%
Edwards Lifesciences Corp.	ew	2567116	717	87.18	62,508	0.08%
El Paso Corp.	ep	2295945	4,779	20.2	96,536	0.12%
Electronic Arts, Inc.	erts	2310194	2,084	23.6	49,182	0.06%
Eli Lilly & Co.	lly	2516152	6,378	37.53	239,366	0.30%
Emerson Electric Co.	emr	2313405	4,704	56.25	264,600	0.33%
Entergy Corp.	etr	2317087	1,124	68.28	76,747	0.10%
Equifax, Inc.	efx	2319146	778	34.72	27,012	0.03%
Equity Residential	eqr	2319157	1,836	60	110,160	0.14%
Estee Lauder Companies, Inc., Class A	el	2320524	716	105.19	75,316	0.10%
Exelon Corp.	exc	2670519	4,150	42.84	177,786	0.22%
Expedia, Inc.	expe	B0F0DY9	1,246	28.99	36,122	0.05%
Expeditors International of Washington, Inc.	expd	2325507	1,324	51.19	67,775	0.09%
Express Scripts, Inc.	esrx	2326469	3,298	53.98	178,026	0.22%
Exxon Mobil Corp.	xom	2326618	30,965	81.38	2,519,932	3.18%
F5 Networks, Inc.	ffiv	2427599	504	110.25	55,566	0.07%
FLIR Systems, Inc.	flir	2344717	1,000	33.71	33,710	0.04%
FMC Corp.	fmc	2328603	446	86.02	38,365	0.05%
FMC Technologies, Inc.	fti	2763561	1,500	44.79	67,185	0.08%
Family Dollar Stores, Inc.	fdo	2331225	789	52.56	41,470	0.05%
Fastenal Co.	fast	2332262	1,849	35.99	66,546	0.08%
FedEx Corp.	fdx	2142784	1,966	94.85	186,475	0.24%
Federated Investors, Inc., Class B	fii	2246288	578	23.84	13,779	0.02%
Fidelity National Information Services, Inc.	fis	2769796	1,668	30.79	51,358	0.06%
Fifth Third Bancorp	fitb	2336747	5,723	12.75	72,968	0.09%
First Horizon National Corp.	fhn	2341484	1,655	9.54	15,789	0.02%
First Solar, Inc.	fslr	B1HMF22	349	132.27	46,162	0.06%
FirstEnergy Corp.	fe	2100920	2,619	44.15	115,629	0.15%
Fiserv, Inc.	fisv	2342034	908	62.63	56,868	0.07%
Flowserve Corp.	fls	2288406	358	109.89	39,341	0.05%
Fluor Corp.	flr	2696838	1,102	64.66	71,255	0.09%
Ford Motor Co.	f	2615468	23,617	13.79	325,678	0.41%
Forest Laboratories, Inc.	frx	2346508	1,791	39.34	70,458	0.09%
Fortune Brands, Inc.	fo	2024774	958	63.77	61,092	0.08%
Franklin Resources, Inc.	ben	2350684	906	131.29	118,949	0.15%
Freeport-McMoran Copper & Gold, Inc., Class B	fcx	2352118	5,911	52.9	312,692	0.40%
Frontier Communications Corp.	ftr	2197933	6,196	8.07	50,002	0.06%
GameStop Corp., Class A	gme	B0LLFT5	881	26.67	23,496	0.03%
Gannett Co., Inc.	gci	2360304	1,475	14.32	21,122	0.03%
General Dynamics Corp.	gd	2365161	2,325	74.52	173,259	0.22%
General Electric Co.	ge	2380498	66,305	18.86	1,250,512	1.58%
General Mills, Inc.	gis	2367026	3,921	37.22	145,940	0.18%
Genuine Parts Co.	gpc	2367480	984	54.4	53,530	0.07%
Genworth Financial, Inc., Class A	gnw	B011WL6	3,034	10.28	31,190	0.04%
Gilead Sciences, Inc.	gild	2369174	4,965	41.41	205,601	0.26%
Goodrich Corp.	gr	2377809	782	95.5	74,681	0.09%
Google, Inc., Class A	goog	B020QX2	1,566	506.38	792,991	1.00%
H & R Block, Inc.	hrb	2105505	1,903	16.04	30,524	0.04%
H.J. Heinz Co.	hnz	2419240	2,012	53.28	107,199	0.14%
HCP, Inc.	hcp	2417578	2,499	36.69	91,688	0.12%
Halliburton Co.	hal	2405302	5,705	51	290,955	0.37%

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Harley-Davidson, Inc.	hog	2411053	1,470	40.97	60,226	0.08%
Harman International Industries, Inc.	har	2411138	437	45.57	19,914	0.03%
Harris Corp.	hrs	2412001	807	45.06	36,363	0.05%
Hasbro, Inc.	has	2414580	864	43.93	37,955	0.05%
Health Care REIT, Inc.	hcn	2440961	1,103	52.43	57,830	0.07%
Helmerich & Payne, Inc.	hp	2420101	665	66.12	43,970	0.06%
Hess Corp.	hes	2023748	1,876	74.76	140,250	0.18%
Hewlett-Packard Co.	hpq	2424006	13,574	36.4	494,094	0.62%
Honeywell International, Inc.	hon	2020459	4,898	59.59	291,872	0.37%
Hormel Foods Corp.	hrl	2437264	860	29.81	25,637	0.03%
Hospira, Inc.	hsp	B00PWW9	1,052	56.66	59,606	0.08%
Host Hotels & Resorts, Inc.	hst	2567503	4,257	16.95	72,156	0.09%
Hudson City Bancorp, Inc.	hcbk	2437952	3,263	8.19	26,724	0.03%
Humana, Inc.	hum	2445063	1,052	80.54	84,728	0.11%
Huntington Bancshares, Inc.	hban	2445966	5,393	6.56	35,378	0.04%
ITT Corp.	itt	2465760	1,151	58.93	67,828	0.09%
Illinois Tool Works, Inc.	itw	2457552	3,104	56.49	175,345	0.22%
Integrus Energy Group, Inc.	teg	2982098	474	51.84	24,572	0.03%
Intel Corp.	intc	2463247	34,261	22.16	759,224	0.96%
IntercontinentalExchange, Inc.	ice	B0PBS81	461	124.71	57,492	0.07%
International Business Machines Corp.	ibm	2005973	7,615	171.55	1,306,353	1.65%
International Flavors & Fragrances, Inc.	iff	2464165	501	64.24	32,184	0.04%
International Game Technology	igt	2464972	1,863	17.58	32,752	0.04%
International Paper Co.	ip	2465254	2,742	29.82	81,767	0.10%
Intuit, Inc.	intu	2459020	1,698	51.86	88,058	0.11%
Intuitive Surgical, Inc.	isrg	2871301	250	372.11	93,028	0.12%
Iron Mountain, Inc.	irm	2542931	1,248	34.09	42,544	0.05%
J.C. Penney Co., Inc.	jcp	2680303	1,350	34.54	46,629	0.06%
JDS Uniphase Corp.	jdsu	B1G2LX6	1,403	16.66	23,374	0.03%
JPMorgan Chase & Co.	jpm	2190385	24,870	40.94	1,018,178	1.29%
Jabil Circuit, Inc.	jbl	2471789	1,223	20.2	24,705	0.03%
Jacobs Engineering Group, Inc.	jec	2469052	791	43.25	34,211	0.04%
Janus Capital Group, Inc.	jns	2605555	1,151	9.44	10,865	0.01%
Johnson & Johnson	jnj	2475833	17,046	66.52	1,133,900	1.43%
Johnson Controls, Inc.	jci	2476803	4,225	41.66	176,013	0.22%
Joy Global, Inc.	joyg	2781905	654	95.24	62,287	0.08%
Juniper Networks, Inc.	jnpr	2431846	3,337	31.5	105,115	0.13%
KLA-Tencor Corp.	klac	2480138	1,043	40.48	42,221	0.05%
Kellogg Co.	k	2486813	1,579	55.32	87,350	0.11%
KeyCorp	key	2490911	5,929	8.33	49,389	0.06%
Kimberly-Clark Corp.	kmb	2491839	2,528	66.56	168,264	0.21%
Kimco Realty Corp.	kim	2491594	2,537	18.64	47,290	0.06%
Kohl's Corp.	kss	2496113	1,819	50.01	90,968	0.11%
Kraft Foods, Inc., Class A	kft	2764296	10,933	35.23	385,170	0.49%
L-3 Communications Holdings, Inc.	lll	2247366	663	87.45	57,979	0.07%
LSI Corp.	lsi	2498993	3,837	7.12	27,319	0.03%
Laboratory Corp. of America Holdings	lh	2586122	625	96.79	60,494	0.08%
Legg Mason, Inc.	lm	2510615	954	32.76	31,253	0.04%
Leggett & Platt, Inc.	leg	2510682	932	24.38	22,722	0.03%
Lennar Corp., Class A	len	2511920	1,001	18.15	18,168	0.02%
Leucadia National Corp.	luk	2513012	1,238	34.1	42,216	0.05%
Lexmark International Group, Inc., Class A	lxx	2511908	487	29.26	14,250	0.02%

RS S&P 500 Index Fund

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Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Life Technologies Corp.	life	2397186	1,120	52.07	58,318	0.07%
Limited Brands, Inc.	ltd	2516185	1,651	38.45	63,481	0.08%
Lincoln National Corp.	lnc	2516378	1,968	28.49	56,068	0.07%
Linear Technology Corp.	lltc	2516839	1,416	33.02	46,756	0.06%
Lockheed Martin Corp.	lmt	2522096	1,805	80.97	146,151	0.18%
Loews Corp.	l	2523022	1,961	42.09	82,538	0.10%
Lorillard, Inc.	lo	B39GHT7	910	108.87	99,071	0.13%
Lowe's Companies, Inc.	low	2536763	8,621	23.31	200,956	0.25%
M&T Bank Corp.	mtb	2340168	771	87.95	67,809	0.09%
MEMC Electronic Materials, Inc.	wfr	2580113	1,448	8.53	12,351	0.02%
Macy's, Inc.	m	2345022	2,641	29.24	77,223	0.10%
Marathon Oil Corp.	mro	2910970	4,434	52.68	233,583	0.30%
Marriott International, Inc., Class A	mar	2210614	1,814	35.49	64,379	0.08%
Marsh & McLennan Companies, Inc.	mmc	2567741	3,402	31.19	106,108	0.13%
Marshall & Ilsley Corp.	mi	B28V183	3,315	7.97	26,421	0.03%
Masco Corp.	mas	2570200	2,221	12.03	26,718	0.03%
MasterCard, Inc., Class A	ma	B121557	603	301.34	181,708	0.23%
Mattel, Inc.	mat	2572303	2,171	27.49	59,681	0.08%
McCormick & Co., Inc.	mkc	2550161	825	49.57	40,895	0.05%
McDonald's Corp.	mcd	2550707	6,514	84.32	549,260	0.69%
McKesson Corp.	mck	2378534	1,588	83.65	132,836	0.17%
Mead Johnson Nutrition Co.	mjin	B4W9F29	1,274	67.55	86,059	0.11%
MeadWestvaco Corp.	mwv	2840044	1,056	33.31	35,175	0.04%
Medco Health Solutions, Inc.	mhs	2954019	2,527	56.52	142,826	0.18%
Medtronic, Inc.	mdt	2575465	6,685	38.53	257,573	0.33%
Merck & Co., Inc.	mrk	2778844	19,267	35.29	679,932	0.86%
MetLife, Inc.	met	2573209	6,587	43.87	288,972	0.37%
MetroPCS Communications, Inc.	pcs	B02F228	1,647	17.21	28,345	0.04%
Microchip Technology, Inc.	mchp	2592174	1,171	37.91	44,393	0.06%
Micron Technology, Inc.	mu	2588184	5,356	7.48	40,063	0.05%
Microsoft Corp.	msft	2588173	46,195	26	1,201,070	1.52%
Molex, Inc.	molx	2599142	865	25.77	22,291	0.03%
Molson Coors Brewing Co., Class B	tap	B067BM3	996	44.74	44,561	0.06%
Monsanto Co.	mon	2654320	3,350	72.54	243,009	0.31%
Monster Worldwide, Inc.	mww	2892045	813	14.66	11,919	0.02%
Moody's Corp.	mco	2252058	1,246	38.35	47,784	0.06%
Morgan Stanley	ms	2262314	9,627	23.01	221,517	0.28%
Motorola Mobility Holdings, Inc.	mmi	B4NHDJ5	1,843	22.04	40,620	0.05%
Motorola Solutions, Inc.	msi	B5BKPQ4	2,101	46.04	96,730	0.12%
Murphy Oil Corp.	mur	2611206	1,204	65.66	79,054	0.10%
Mylan, Inc.	myl	2613804	2,726	24.67	67,250	0.09%
NIKE, Inc., Class B	nke	2640147	2,394	89.98	215,412	0.27%
NRG Energy, Inc.	nrg	2212922	1,549	24.58	38,074	0.05%
NVIDIA Corp.	nvda	2379504	3,635	15.94	57,924	0.07%
NYSE Euronext	nyx	B1VJYW2	1,626	34.27	55,723	0.07%
National Semiconductor Corp.	nsm	2626921	1,504	24.61	37,014	0.05%
National-Oilwell Varco, Inc.	nov	2624486	2,629	78.21	205,614	0.26%
NetApp, Inc.	ntap	2630643	2,297	52.78	121,236	0.15%
Netflix, Inc.	nflx	2857817	274	262.69	71,977	0.09%
Newell Rubbermaid, Inc.	nwl	2635701	1,802	15.78	28,436	0.04%
Newfield Exploration Co.	nfx	2635079	839	68.02	57,069	0.07%
Newmont Mining Corp.	nem	2636607	3,068	53.97	165,580	0.21%

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Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
News Corp., Class A	nwsa	B03DQ41	14,265	17.7	252,491	0.32%
NextEra Energy, Inc.	nee	2328915	2,638	57.46	151,580	0.19%
NiSource, Inc.	ni	2645409	1,748	20.25	35,397	0.04%
Nicor, Inc.	gas	2639509	282	54.74	15,436	0.02%
Noble Energy, Inc.	nbl	2640761	1,097	89.63	98,324	0.12%
Nordstrom, Inc.	jwn	2641827	1,050	46.94	49,287	0.06%
Norfolk Southern Corp.	nsc	2641894	2,221	74.93	166,420	0.21%
Northeast Utilities	nu	2645108	1,094	35.17	38,476	0.05%
Northern Trust Corp.	ntrs	2648668	1,523	45.96	69,997	0.09%
Northrop Grumman Corp.	noc	2648806	1,822	69.35	126,356	0.16%
Novellus Systems, Inc.	nvls	2650748	563	36.14	20,347	0.03%
Nucor Corp.	nue	2651086	1,974	41.22	81,368	0.10%
O'Reilly Automotive, Inc.	orly	B65LWX6	876	65.51	57,387	0.07%
ONEOK, Inc.	oke	2130109	669	74.01	49,513	0.06%
Occidental Petroleum Corp.	oxy	2655408	5,077	104.04	528,211	0.67%
Omnicom Group, Inc.	omc	2279303	1,775	48.16	85,484	0.11%
Oracle Corp.	orcl	2661568	24,294	32.91	799,515	1.01%
Owens-Illinois, Inc.	oi	2662862	1,044	25.81	26,946	0.03%
PACCAR, Inc.	pcar	2665861	2,285	51.09	116,741	0.15%
PG&E Corp.	pcg	2689560	2,482	42.03	104,319	0.13%
PNC Financial Services Group, Inc.	pnc	2692665	3,283	59.61	195,700	0.25%
PPG Industries, Inc.	ppg	2698470	1,002	90.79	90,971	0.11%
PPL Corp.	ppl	2680905	3,542	27.83	98,574	0.12%
Pall Corp.	pll	2668804	723	56.23	40,654	0.05%
Parker Hannifin Corp.	ph	2671501	1,011	89.74	90,727	0.11%
Patterson Companies, Inc.	pdco	2672689	601	32.89	19,767	0.03%
Paychex, Inc.	payx	2674458	2,014	30.72	61,870	0.08%
Peabody Energy Corp.	btu	2753454	1,691	58.91	99,617	0.13%
People's United Financial, Inc.	pbct	B1W41J2	2,311	13.44	31,060	0.04%
Pepco Holdings, Inc.	pom	2971698	1,405	19.63	27,580	0.03%
PepsiCo, Inc.	pep	2681511	9,918	70.43	698,525	0.88%
PerkinElmer, Inc.	pki	2305844	709	26.91	19,079	0.02%
Pfizer, Inc.	pfe	2684703	49,927	20.6	1,028,496	1.30%
Philip Morris International, Inc.	pm	B2PKRQ3	11,221	66.77	749,226	0.95%
Pinnacle West Capital Corp.	pnw	2048804	668	44.58	29,779	0.04%
Pioneer Natural Resources Co.	pxd	2690830	727	89.57	65,117	0.08%
Pitney Bowes, Inc.	pbi	2690506	1,255	22.99	28,852	0.04%
Plum Creek Timber Co., Inc.	pcl	2692397	997	40.54	40,418	0.05%
Polo Ralph Lauren Corp.	rl	2018409	409	132.61	54,237	0.07%
Praxair, Inc.	px	2699291	1,894	108.39	205,291	0.26%
Precision Castparts Corp.	pcp	2699514	896	164.65	147,526	0.19%
Priceline.com, Inc.	pcln	2779063	307	511.93	157,162	0.20%
Principal Financial Group, Inc.	pfq	2803014	1,997	30.42	60,749	0.08%
ProLogis, Inc.	pld	B44WZD7	2,639	35.84	94,582	0.12%
Progress Energy, Inc.	pgn	2604206	1,828	48.01	87,762	0.11%
Prudential Financial, Inc.	pru	2819118	3,043	63.59	193,504	0.24%
Public Service Enterprise Group, Inc.	peg	2707677	3,065	32.64	100,042	0.13%
Public Storage, Inc.	psa	2852533	876	114.01	99,873	0.13%
Pulte Group, Inc.	phm	2708841	2,104	7.66	16,117	0.02%
QEP Resources, Inc.	qep	B60X657	1,105	41.83	46,222	0.06%
QUALCOMM, Inc.	qcom	2714923	10,263	56.79	582,836	0.74%
Quanta Services, Inc.	pwr	2150204	1,354	20.2	27,351	0.03%

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Security	Security Symbol	Sedol	Quantity	Price	Market Value	Pct Net Assets
Quest Diagnostics, Inc.	dgx	2702791	975	59.1	57,622	0.07%
R.R. Donnelley & Sons Co.	rrd	2276605	1,153	19.61	22,610	0.03%
RadioShack Corp.	rsh	2871505	657	13.31	8,745	0.01%
Range Resources Corp.	rrc	2523334	1,001	55.5	55,556	0.07%
Raytheon Co.	rtn	2758051	2,224	49.85	110,866	0.14%
Red Hat, Inc.	rht	2447218	1,203	45.9	55,218	0.07%
Regions Financial Corp.	rf	B01R311	7,860	6.2	48,732	0.06%
Republic Services, Inc.	rsg	2262530	1,933	30.85	59,633	0.08%
Reynolds American, Inc.	rai	2429090	2,114	37.05	78,324	0.10%
Robert Half International, Inc.	rhi	2110703	914	27.03	24,705	0.03%
Rockwell Automation, Inc.	rok	2754060	889	86.76	77,130	0.10%
Rockwell Collins, Inc.	col	2767228	978	61.69	60,333	0.08%
Roper Industries, Inc.	rop	2749602	595	83.3	49,563	0.06%
Ross Stores, Inc.	rost	2746711	743	80.12	59,529	0.08%
Rowan Companies, Inc.	rdc	2753197	788	38.81	30,582	0.04%
Ryder System, Inc.	r	2760669	329	56.85	18,704	0.02%
SAIC, Inc.	sai	B1FWD42	1,868	16.82	31,420	0.04%
SCANA Corp.	scg	2545844	686	39.37	27,008	0.03%
SLM Corp.	slm	2101967	3,286	16.81	55,238	0.07%
SUPERVALU, Inc.	svu	2863610	1,322	9.41	12,440	0.02%
Safeway, Inc.	swy	2767165	2,304	23.37	53,844	0.07%
Salesforce.com, Inc.	crm	2310525	738	148.98	109,947	0.14%
SanDisk Corp.	sndk	2765802	1,479	41.5	61,378	0.08%
Sara Lee Corp.	sle	2217109	3,645	18.99	69,218	0.09%
Scripps Networks Interactive, Inc., Class A	sni	B39QT24	569	48.88	27,813	0.04%
Sealed Air Corp.	see	2232793	989	23.79	23,528	0.03%
Sears Holdings Corp.	shld	2634805	279	71.44	19,932	0.03%
Sempra Energy	sre	2138158	1,508	52.88	79,743	0.10%
Sigma-Aldrich Corp.	sial	2807566	757	73.38	55,549	0.07%
Simon Property Group, Inc.	spg	2812452	1,854	116.23	215,490	0.27%
Snap-On, Inc.	sna	2818740	373	62.48	23,305	0.03%
Southern Co.	so	2829601	5,288	40.38	213,529	0.27%
Southwest Airlines Co.	luv	2831543	4,919	11.42	56,175	0.07%
Southwestern Energy Co.	swn	2828619	2,171	42.88	93,093	0.12%
Spectra Energy Corp.	se	B1L60G9	4,048	27.41	110,956	0.14%
Sprint Nextel Corp.	s	2922447	18,686	5.39	100,717	0.13%
St. Jude Medical, Inc.	stj	2767381	2,036	47.68	97,077	0.12%
Stanley Black & Decker, Inc.	swk	B3Q2FJ4	1,045	72.05	75,292	0.10%
Staples, Inc.	spls	2841489	4,480	15.8	70,784	0.09%
Starbucks Corp.	sbux	2842255	4,655	39.49	183,826	0.23%
Starwood Hotels & Resorts Worldwide, Inc.	hot	B12GHV2	1,200	56.04	67,248	0.09%
State Street Corp.	stt	2842040	3,140	45.09	141,583	0.18%
Stericycle, Inc.	srcl	2860826	533	89.12	47,501	0.06%
Stryker Corp.	syk	2853688	2,098	58.69	123,132	0.16%
SunTrust Banks, Inc.	sti	2860990	3,341	25.8	86,198	0.11%
Sunoco, Inc.	sun	2859868	755	41.71	31,491	0.04%
Symantec Corp.	symc	2861078	4,772	19.72	94,104	0.12%
Sysco Corp.	sy	2868165	3,593	31.18	112,030	0.14%
T. Rowe Price Group, Inc.	trow	2702337	1,619	60.34	97,690	0.12%
TECO Energy, Inc.	te	2880255	1,360	18.89	25,690	0.03%
Target Corp.	tgt	2259101	4,434	46.91	207,999	0.26%
Tellabs, Inc.	tlab	2881537	2,262	4.61	10,428	0.01%

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Tenet Healthcare Corp.	thc	2626879	3,044	6.24	18,995	0.02%
Teradata Corp.	tdc	B247H10	1,050	60.2	63,210	0.08%
Teradyne, Inc.	ter	2884183	1,156	14.8	17,109	0.02%
Tesoro Corp.	tso	2884569	894	22.91	20,481	0.03%
Texas Instruments, Inc.	txn	2885409	7,320	32.83	240,316	0.30%
Textron, Inc.	txt	2885937	1,724	23.61	40,704	0.05%
The AES Corp.	aes	2002479	4,137	12.74	52,705	0.07%
The Allstate Corp.	all	2019952	3,326	30.53	101,543	0.13%
The Boeing Co.	ba	2108601	4,592	73.93	339,486	0.43%
The Charles Schwab Corp.	schw	2779397	6,247	16.45	102,763	0.13%
The Chubb Corp.	cb	2195722	1,838	62.61	115,077	0.15%
The Coca-Cola Co.	ko	2206657	14,323	67.29	963,795	1.22%
The Dow Chemical Co.	dow	2278719	7,292	36	262,512	0.33%
The Dun & Bradstreet Corp.	dnb	2636254	306	75.54	23,115	0.03%
The Gap, Inc.	gps	2360326	2,563	18.1	46,390	0.06%
The Goldman Sachs Group, Inc.	gs	2407966	3,244	133.09	431,744	0.55%
The Goodyear Tire & Rubber Co.	gt	2378200	1,517	16.77	25,440	0.03%
The Hartford Financial Services Group, Inc.	hig	2476193	2,778	26.37	73,256	0.09%
The Hershey Co.	hsy	2422806	965	56.85	54,860	0.07%
The Home Depot, Inc.	hd	2434209	10,233	36.22	370,639	0.47%
The Interpublic Group of Companies, Inc.	ipg	2466321	3,051	12.5	38,138	0.05%
The J.M. Smucker Co.	sjm	2951452	742	76.44	56,718	0.07%
The Kroger Co.	kr	2497406	3,986	24.8	98,853	0.12%
The McGraw-Hill Companies, Inc.	mhp	2551443	1,913	41.91	80,174	0.10%
The NASDAQ OMX Group, Inc.	ndaq	2965107	934	25.3	23,630	0.03%
The Procter & Gamble Co.	pg	2704407	17,508	63.57	1,112,983	1.41%
The Progressive Corp.	pgr	2705024	4,145	21.38	88,620	0.11%
The Sherwin-Williams Co.	shw	2804211	555	83.87	46,548	0.06%
The TJX Companies, Inc.	tjx	2989301	2,464	52.53	129,434	0.16%
The Travelers Companies, Inc.	trv	2769503	2,695	58.38	157,334	0.20%
The Walt Disney Co.	dis	2270726	11,852	39.04	462,702	0.58%
The Washington Post Co., Class B	wpo	2942003	34	418.95	14,244	0.02%
Thermo Fisher Scientific, Inc.	tmo	2886907	2,438	64.39	156,983	0.20%
Tiffany & Co.	tif	2892090	789	78.52	61,952	0.08%
Time Warner Cable, Inc.	twc	B63BPC8	2,144	78.04	167,318	0.21%
Time Warner, Inc.	twx	B63QTN2	6,835	36.37	248,589	0.31%
Titanium Metals Corp.	tie	2340931	580	18.32	10,626	0.01%
Torchmark Corp.	tmk	2896713	496	64.14	31,814	0.04%
Total System Services, Inc.	tss	2897697	1,012	18.58	18,803	0.02%
Tyson Foods, Inc., Class A	tsn	2909730	1,868	19.42	36,276	0.05%
U.S. Bancorp	usb	2736035	11,995	25.51	305,992	0.39%
Union Pacific Corp.	unp	2914734	3,066	104.4	320,090	0.40%
United Parcel Service, Inc., Class B	ups	2517382	6,160	72.93	449,249	0.57%
United States Steel Corp.	x	2824770	898	46.04	41,344	0.05%
United Technologies Corp.	utx	2915500	5,749	88.51	508,844	0.64%
UnitedHealth Group, Inc.	unh	2917766	6,832	51.58	352,395	0.45%
Unum Group	unm	2433842	1,935	25.48	49,304	0.06%
Urban Outfitters, Inc.	urnb	2933438	791	28.15	22,267	0.03%
VF Corp.	vfc	2928683	539	108.56	58,514	0.07%
Valero Energy Corp.	vlo	2041364	3,554	25.57	90,876	0.11%
Varian Medical Systems, Inc.	var	2927516	750	70.02	52,515	0.07%
Ventas, Inc.	vtr	2927925	1,029	52.71	54,239	0.07%

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VeriSign, Inc.	vrsn	2142922	1,086	33.46	36,338	0.05%
Verizon Communications, Inc.	vz	2090571	17,664	37.23	657,631	0.83%
Viacom, Inc., Class B	via/b	B0SRLF4	3,735	51	190,485	0.24%
Visa, Inc., Class A	v	B2PZN04	3,035	84.26	255,729	0.32%
Vornado Realty Trust	vno	2933632	1,016	93.18	94,671	0.12%
Vulcan Materials Co.	vmc	2931205	805	38.53	31,017	0.04%
W.W. Grainger, Inc.	gww	2380863	373	153.65	57,311	0.07%
Wal-Mart Stores, Inc.	wmt	2936921	12,243	53.14	650,593	0.82%
Walgreen Co.	wag	2934839	5,762	42.46	244,655	0.31%
Waste Management, Inc.	wm	2937667	2,964	37.27	110,468	0.14%
Waters Corp.	wat	2937689	570	95.74	54,572	0.07%
Watson Pharmaceuticals, Inc.	wpi	2943545	786	68.73	54,022	0.07%
WellPoint, Inc.	wlp	2794743	2,345	78.77	184,716	0.23%
Wells Fargo & Co.	wfc	2649100	32,902	28.06	923,230	1.17%
Western Digital Corp.	wdc	2954699	1,448	36.38	52,678	0.07%
Western Union Co.	wu	B1F76F9	4,051	20.03	81,142	0.10%
Weyerhaeuser Co.	wy	2958936	3,352	21.86	73,275	0.09%
Whirlpool Corp.	whr	2960384	473	81.32	38,464	0.05%
Whole Foods Market, Inc.	wfm	2963899	921	63.45	58,437	0.07%
Williams Companies, Inc.	wmb	2967181	3,668	30.25	110,957	0.14%
Windstream Corp.	win	B180376	3,108	12.96	40,279	0.05%
Wisconsin Energy Corp.	wec	2973995	1,459	31.35	45,740	0.06%
Wyndham Worldwide Corp.	wyn	B198391	1,080	33.65	36,342	0.05%
Wynn Resorts Ltd.	wynn	2963811	475	143.54	68,181	0.09%
Xcel Energy, Inc.	xel	2614807	3,026	24.3	73,532	0.09%
Xerox Corp.	xrx	2985202	8,726	10.41	90,838	0.11%
Xilinx, Inc.	xlnx	2985677	1,632	36.47	59,519	0.08%
Yahoo! Inc.	yhoo	2986539	8,158	15.04	122,696	0.16%
Yum! Brands, Inc.	yum	2098876	2,916	55.24	161,080	0.20%
Zimmer Holdings, Inc.	zmh	2783815	1,197	63.2	75,650	0.10%
Zions Bancorporation	zion	2989828	1,137	24.01	27,299	0.03%
U.S. Treasury Notes	-	B45K2C8	267,000	100.16	267,417	0.34%
U.S. Treasury Notes	-	B4L4N43	156,000	100.23	156,366	0.20%
U.S. Treasury Notes	-	B419LQ6	10,000	103.25	10,325	0.01%
U.S. Treasury Notes	-	B3X5YH7	7,000	100.08	7,005	0.01%
Cash / Other Assets and Liabilities					3,387,314	4.28%
TOTAL NET ASSETS					79,130,779	100.00%

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.

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