

RS S&P 500 Index Fund

9/30/11 (unaudited)



| Security | Security Symbol | Sedol | Quantity | Price | Market Value | Pct Net Assets |
|--|-----------------|---------|----------|--------|--------------|----------------|
| Invesco Ltd. | ivz | B28XP76 | 2,878 | 15.51 | 44,638 | 0.07% |
| Nabors Industries Ltd. | nbr | 2963372 | 1,789 | 12.26 | 21,933 | 0.03% |
| Accenture PLC, Class A | acn | B4BNMY3 | 4,046 | 52.68 | 213,143 | 0.32% |
| Covidien PLC | cov | B68SQD2 | 3,090 | 44.10 | 136,269 | 0.20% |
| Ingersoll-Rand PLC | ir | B633030 | 2,065 | 28.09 | 58,006 | 0.09% |
| XL Group PLC | xl | B5LRLL2 | 1,938 | 18.80 | 36,434 | 0.05% |
| Schlumberger Ltd. | slb | 2779201 | 8,455 | 59.73 | 505,017 | 0.75% |
| Carnival Corp. | ccl | 2523044 | 2,686 | 30.30 | 81,386 | 0.12% |
| ACE Ltd. | ace | B3BQMF6 | 2,101 | 60.60 | 127,320 | 0.19% |
| Noble Corp. | ne | B65Z9D7 | 1,571 | 29.35 | 46,109 | 0.07% |
| Tyco International Ltd. | tyc | B64GC98 | 2,919 | 40.75 | 118,949 | 0.18% |
| 3M Co. | mmm | 2595708 | 4,433 | 71.79 | 318,245 | 0.48% |
| AK Steel Holding Corp. | aks | 2067735 | 671 | 6.54 | 4,388 | 0.01% |
| AT&T, Inc. | t | 2831811 | 36,901 | 28.52 | 1,052,416 | 1.57% |
| Abbott Laboratories | abt | 2002305 | 9,656 | 51.14 | 493,808 | 0.74% |
| Abercrombie & Fitch Co., Class A | anf | 2004185 | 546 | 61.56 | 33,612 | 0.05% |
| Adobe Systems, Inc. | adbe | 2008154 | 3,136 | 24.17 | 75,797 | 0.11% |
| Advanced Micro Devices, Inc. | amd | 2007849 | 3,590 | 5.08 | 18,237 | 0.03% |
| Aetna, Inc. | aet | 2695921 | 2,365 | 36.35 | 85,968 | 0.13% |
| Aflac, Inc. | afl | 2026361 | 2,915 | 34.95 | 101,879 | 0.15% |
| Agilent Technologies, Inc. | a | 2520153 | 2,168 | 31.25 | 67,750 | 0.10% |
| Air Products & Chemicals, Inc. | apd | 2011602 | 1,319 | 76.37 | 100,732 | 0.15% |
| Airgas, Inc. | arg | 2011561 | 457 | 63.82 | 29,166 | 0.04% |
| Akamai Technologies, Inc. | akam | 2507457 | 1,164 | 19.88 | 23,140 | 0.03% |
| Alcoa, Inc. | aa | 2021805 | 6,625 | 9.57 | 63,401 | 0.09% |
| Allegheny Technologies, Inc. | ati | 2526117 | 661 | 36.99 | 24,451 | 0.04% |
| Allergan, Inc. | agn | 2017213 | 1,895 | 82.38 | 156,110 | 0.23% |
| Alpha Natural Resources, Inc. | anr | B066NX5 | 1,411 | 17.69 | 24,960 | 0.04% |
| Altera Corp. | altr | 2021690 | 2,009 | 31.53 | 63,344 | 0.09% |
| Altria Group, Inc. | mo | 2692632 | 13,030 | 26.81 | 349,334 | 0.52% |
| Amazon.com, Inc. | amzn | 2000019 | 2,225 | 216.23 | 481,112 | 0.72% |
| Ameren Corp. | aee | 2050832 | 1,510 | 29.77 | 44,953 | 0.07% |
| American Electric Power, Inc. | aep | 2026242 | 3,002 | 38.02 | 114,136 | 0.17% |
| American Express Co. | axp | 2026082 | 6,522 | 44.90 | 292,838 | 0.44% |
| American International Group, Inc. | aig | 2027342 | 2,722 | 21.95 | 59,748 | 0.09% |
| American Tower Corp., Class A | amt | 2253608 | 2,478 | 53.80 | 133,316 | 0.20% |
| Ameriprise Financial, Inc. | amp | B0J7D57 | 1,508 | 39.36 | 59,355 | 0.09% |
| AmerisourceBergen Corp. | abc | 2795393 | 1,708 | 37.27 | 63,657 | 0.10% |
| Amgen, Inc. | amgn | 2023607 | 5,805 | 54.95 | 318,985 | 0.48% |
| Amphenol Corp., Class A | aph | 2145084 | 1,102 | 40.77 | 44,929 | 0.07% |
| Anadarko Petroleum Corp. | apc | 2032380 | 3,101 | 63.05 | 195,518 | 0.29% |
| Analog Devices, Inc. | adi | 2032067 | 1,873 | 31.25 | 58,531 | 0.09% |
| Aon Corp. | aon | 2212717 | 2,057 | 41.98 | 86,353 | 0.13% |
| Apache Corp. | apa | 2043962 | 2,389 | 80.24 | 191,693 | 0.29% |
| Apartment Investment & Management Co., Class A | aiv | 2057059 | 741 | 22.12 | 16,391 | 0.02% |
| Apollo Group, Inc., Class A | apol | 2043694 | 756 | 39.61 | 29,945 | 0.04% |
| Apple, Inc. | aapl | 2046251 | 5,762 | 381.18 | 2,196,359 | 3.28% |
| Applied Materials, Inc. | amat | 2046552 | 8,220 | 10.35 | 85,077 | 0.13% |
| Archer-Daniels-Midland Co. | adm | 2047317 | 4,245 | 24.81 | 105,318 | 0.16% |
| Assurant, Inc. | aiz | 2331430 | 518 | 35.80 | 18,544 | 0.03% |
| AutoNation, Inc. | an | 2732635 | 399 | 32.78 | 13,079 | 0.02% |
| AutoZone, Inc. | azo | 2065955 | 157 | 319.19 | 50,113 | 0.07% |
| Autodesk, Inc. | adsk | 2065159 | 1,439 | 27.78 | 39,975 | 0.06% |

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|---------------------------------------|-----------------|---------|----------|--------|--------------|----------------|
| Automatic Data Processing, Inc. | adp | 2065308 | 3,109 | 47.15 | 146,590 | 0.22% |
| AvalonBay Communities, Inc. | avb | 2131179 | 544 | 114.05 | 62,043 | 0.09% |
| Avery Dennison Corp. | avy | 2066408 | 670 | 25.08 | 16,804 | 0.03% |
| Avon Products, Inc. | avp | 2066721 | 2,670 | 19.60 | 52,332 | 0.08% |
| BB&T Corp. | bbt | 2830904 | 4,331 | 21.33 | 92,380 | 0.14% |
| BMC Software, Inc. | bmc | 2068921 | 1,106 | 38.56 | 42,647 | 0.06% |
| Baker Hughes, Inc. | bhi | 2072085 | 2,708 | 46.16 | 125,001 | 0.19% |
| Ball Corp. | bll | 2073022 | 1,044 | 31.02 | 32,385 | 0.05% |
| Bank of America Corp. | bac | 2295677 | 63,131 | 6.12 | 386,362 | 0.58% |
| Bank of New York Mellon Corp. | bk | B1Z77F6 | 7,740 | 18.59 | 143,887 | 0.21% |
| Baxter International, Inc. | bax | 2085102 | 3,551 | 56.14 | 199,353 | 0.30% |
| Becton, Dickinson and Co. | bdx | 2087807 | 1,365 | 73.32 | 100,082 | 0.15% |
| Bed, Bath & Beyond, Inc. | bbby | 2085878 | 1,555 | 57.31 | 89,117 | 0.13% |
| Bemis Co., Inc. | bms | 2090173 | 655 | 29.31 | 19,198 | 0.03% |
| Berkshire Hathaway, Inc., Class B | brk/b | 2073390 | 10,805 | 71.04 | 767,587 | 1.15% |
| Best Buy Co., Inc. | bby | 2094670 | 2,010 | 23.30 | 46,833 | 0.07% |
| Big Lots, Inc. | big | 2218447 | 467 | 34.83 | 16,266 | 0.02% |
| Biogen Idec, Inc. | biib | 2455965 | 1,505 | 93.15 | 140,191 | 0.21% |
| BlackRock, Inc. | blk | 2494504 | 600 | 148.01 | 88,806 | 0.13% |
| Boston Properties, Inc. | bxp | 2019479 | 908 | 89.10 | 80,903 | 0.12% |
| Boston Scientific Corp. | bsx | 2113434 | 9,552 | 5.91 | 56,452 | 0.08% |
| Bristol-Myers Squibb Co. | bmy | 2126335 | 10,644 | 31.38 | 334,009 | 0.50% |
| Broadcom Corp., Class A | brcm | 2235822 | 2,974 | 33.29 | 99,004 | 0.15% |
| Brown-Forman Corp., Class B | bf/b | 2146838 | 640 | 70.14 | 44,890 | 0.07% |
| C.H. Robinson Worldwide, Inc. | chrw | 2116228 | 1,015 | 68.47 | 69,497 | 0.10% |
| C.R. Bard, Inc. | bcr | 2077905 | 534 | 87.54 | 46,746 | 0.07% |
| CA, Inc. | ca | 2214832 | 2,375 | 19.41 | 46,099 | 0.07% |
| CB Richard Ellis Group, Inc., Class A | cbg | B018V21 | 1,818 | 13.46 | 24,470 | 0.04% |
| CBS Corp., Class B | cbs | B0SRLH6 | 4,168 | 20.38 | 84,944 | 0.13% |
| CF Industries Holdings, Inc. | cf | B0G4K50 | 445 | 123.39 | 54,908 | 0.08% |
| CIGNA Corp. | ci | 2196479 | 1,684 | 41.94 | 70,627 | 0.11% |
| CME Group, Inc. | cme | 2965839 | 419 | 246.40 | 103,242 | 0.15% |
| CMS Energy Corp. | cms | 2219224 | 1,583 | 19.79 | 31,328 | 0.05% |
| CONSOL Energy, Inc. | cnx | 2413758 | 1,414 | 33.93 | 47,977 | 0.07% |
| CSX Corp. | csx | 2160753 | 6,870 | 18.67 | 128,263 | 0.19% |
| CVS Caremark Corp. | cvs | 2577609 | 8,446 | 33.58 | 283,617 | 0.42% |
| Cablevision Systems Corp., Class A | cvc | 2162243 | 1,437 | 15.73 | 22,604 | 0.03% |
| Cabot Oil & Gas Corp. | cog | 2162340 | 652 | 61.91 | 40,365 | 0.06% |
| Cameron International Corp. | cam | 2222233 | 1,526 | 41.54 | 63,390 | 0.09% |
| Campbell Soup Co. | cpb | 2162845 | 1,144 | 32.37 | 37,031 | 0.06% |
| Capital One Financial Corp. | cof | 2654461 | 2,860 | 39.63 | 113,342 | 0.17% |
| CarMax, Inc. | kmx | 2983563 | 1,409 | 23.85 | 33,605 | 0.05% |
| Cardinal Health, Inc. | cah | 2175672 | 2,185 | 41.88 | 91,508 | 0.14% |
| CareFusion Corp. | cfn | B3N2D37 | 1,395 | 23.95 | 33,410 | 0.05% |
| Caterpillar, Inc. | cat | 2180201 | 4,016 | 73.84 | 296,541 | 0.44% |
| Celgene Corp. | celg | 2182348 | 2,875 | 61.92 | 178,020 | 0.27% |
| CenterPoint Energy, Inc. | cnp | 2440637 | 2,640 | 19.62 | 51,797 | 0.08% |
| CenturyLink, Inc. | ctl | 2185046 | 3,821 | 33.12 | 126,552 | 0.19% |
| Cephalon, Inc. | ceph | 2185143 | 478 | 80.70 | 38,575 | 0.06% |
| Cerner Corp. | cern | 2185284 | 902 | 68.52 | 61,805 | 0.09% |
| Chesapeake Energy Corp. | chk | 2182779 | 4,100 | 25.55 | 104,755 | 0.16% |
| Chevron Corp. | cvx | 2838555 | 12,524 | 92.52 | 1,158,720 | 1.73% |

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|---|-----------------|---------|----------|--------|--------------|----------------|
| Chipotle Mexican Grill, Inc. | cmg | B0X7DZ3 | 200 | 302.95 | 60,590 | 0.09% |
| Cincinnati Financial Corp. | cinf | 2196888 | 999 | 26.33 | 26,304 | 0.04% |
| Cintas Corp. | ctas | 2197137 | 784 | 28.14 | 22,062 | 0.03% |
| Cisco Systems, Inc. | csco | 2198163 | 34,268 | 15.49 | 530,811 | 0.79% |
| Citigroup, Inc. | c | 2297907 | 18,183 | 25.62 | 465,848 | 0.70% |
| Citrix Systems, Inc. | ctxs | 2182553 | 1,171 | 54.53 | 63,855 | 0.10% |
| Cliffs Natural Resources, Inc. | clf | 2202707 | 901 | 51.17 | 46,104 | 0.07% |
| Clorox Co. | clx | 2204026 | 849 | 66.33 | 56,314 | 0.08% |
| Coach, Inc. | coh | 2646015 | 1,830 | 51.83 | 94,849 | 0.14% |
| Coca-Cola Enterprises, Inc. | cce | B42BPG9 | 2,025 | 24.88 | 50,382 | 0.08% |
| Cognizant Technology Solutions Corp., Class A | ctsh | 2257019 | 1,896 | 62.70 | 118,879 | 0.18% |
| Colgate-Palmolive Co. | cl | 2209106 | 3,047 | 88.68 | 270,208 | 0.40% |
| Comcast Corp., Class A | cmcsa | 2044545 | 17,239 | 20.90 | 360,295 | 0.54% |
| Comerica, Inc. | cma | 2212870 | 1,141 | 22.97 | 26,209 | 0.04% |
| Computer Sciences Corp. | csc | 2215200 | 962 | 26.85 | 25,830 | 0.04% |
| Compuware Corp. | cpwr | 2220884 | 1,356 | 7.66 | 10,387 | 0.02% |
| ConAgra Foods, Inc. | cag | 2215460 | 2,558 | 24.22 | 61,955 | 0.09% |
| ConocoPhillips | cop | 2685717 | 8,808 | 63.32 | 557,722 | 0.83% |
| Consolidated Edison, Inc. | ed | 2216850 | 1,821 | 57.02 | 103,833 | 0.16% |
| Constellation Brands, Inc., Class A | stz | 2170473 | 1,105 | 18.00 | 19,890 | 0.03% |
| Constellation Energy Group | ceg | 2073408 | 1,250 | 38.06 | 47,575 | 0.07% |
| Corning, Inc. | glw | 2224701 | 9,790 | 12.36 | 121,004 | 0.18% |
| Costco Wholesale Corp. | cost | 2701271 | 2,720 | 82.12 | 223,366 | 0.33% |
| Coventry Health Care, Inc. | cvh | 2232696 | 934 | 28.81 | 26,908 | 0.04% |
| Cummins, Inc. | cmi | 2240202 | 1,223 | 81.66 | 99,870 | 0.15% |
| D.R. Horton, Inc. | dhi | 2250687 | 1,744 | 9.04 | 15,766 | 0.02% |
| DENTSPLY International, Inc. | xray | 2364339 | 889 | 30.69 | 27,283 | 0.04% |
| DIRECTV, Class A | dtv | B42SH20 | 4,782 | 42.25 | 202,040 | 0.30% |
| DTE Energy Co. | dte | 2280220 | 1,071 | 49.02 | 52,500 | 0.08% |
| DaVita, Inc. | dva | 2898087 | 600 | 62.67 | 37,602 | 0.06% |
| Danaher Corp. | dhr | 2250870 | 3,389 | 41.94 | 142,135 | 0.21% |
| Darden Restaurants, Inc. | dri | 2289874 | 849 | 42.75 | 36,295 | 0.05% |
| DeVry, Inc. | dv | 2267609 | 386 | 36.96 | 14,267 | 0.02% |
| Dean Foods Co. | df | 2858649 | 1,150 | 8.87 | 10,201 | 0.02% |
| Deere & Co. | de | 2261203 | 2,616 | 64.57 | 168,915 | 0.25% |
| Dell, Inc. | dell | 2261526 | 10,228 | 14.15 | 144,726 | 0.22% |
| Denbury Resources, Inc. | dnr | 2418474 | 2,472 | 11.50 | 28,428 | 0.04% |
| Devon Energy Corp. | dvn | 2480677 | 2,636 | 55.44 | 146,140 | 0.22% |
| Diamond Offshore Drilling, Inc. | do | 2261021 | 436 | 54.74 | 23,867 | 0.04% |
| Discover Financial Services | dfs | B1YLC43 | 3,398 | 22.94 | 77,950 | 0.12% |
| Discovery Communications, Inc., Class A | disca | B3D7K31 | 1,722 | 37.62 | 64,782 | 0.10% |
| Dominion Resources, Inc. | d | 2542049 | 3,593 | 50.77 | 182,417 | 0.27% |
| Dover Corp. | dov | 2278407 | 1,164 | 46.60 | 54,242 | 0.08% |
| Dr. Pepper Snapple Group, Inc. | dps | B2QW0Z8 | 1,388 | 38.78 | 53,827 | 0.08% |
| Duke Energy Corp. | duk | B127425 | 8,306 | 19.99 | 166,037 | 0.25% |
| E*TRADE Financial Corp. | etfc | 2299011 | 1,567 | 9.11 | 14,275 | 0.02% |
| E.I. du Pont de Nemours & Co. | dd | 2018175 | 5,786 | 39.97 | 231,266 | 0.35% |
| EMC Corp. | emc | 2295172 | 12,815 | 20.99 | 268,987 | 0.40% |
| EOG Resources, Inc. | eog | 2318024 | 1,671 | 71.01 | 118,658 | 0.18% |
| EQT Corp. | eqt | 2319414 | 933 | 53.36 | 49,785 | 0.07% |
| Eastman Chemical Co. | emn | 2298386 | 442 | 68.53 | 30,290 | 0.05% |
| Eaton Corp. | etn | 2300883 | 2,128 | 35.50 | 75,544 | 0.11% |

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|---|-----------------|---------|----------|--------|--------------|----------------|
| Ecolab, Inc. | ecl | 2304227 | 1,443 | 48.89 | 70,548 | 0.11% |
| Edison International | eix | 2829515 | 2,032 | 38.25 | 77,724 | 0.12% |
| Edwards Lifesciences Corp. | ew | 2567116 | 714 | 71.28 | 50,894 | 0.08% |
| El Paso Corp. | ep | 2295945 | 4,790 | 17.48 | 83,729 | 0.13% |
| Electronic Arts, Inc. | erts | 2310194 | 2,077 | 20.45 | 42,475 | 0.06% |
| Eli Lilly & Co. | lly | 2516152 | 6,352 | 36.97 | 234,834 | 0.35% |
| Emerson Electric Co. | emr | 2313405 | 4,679 | 41.31 | 193,290 | 0.29% |
| Entergy Corp. | etr | 2317087 | 1,124 | 66.29 | 74,510 | 0.11% |
| Equifax, Inc. | efx | 2319146 | 767 | 30.74 | 23,577 | 0.04% |
| Equity Residential | eqr | 2319157 | 1,836 | 51.87 | 95,233 | 0.14% |
| Estee Lauder Companies, Inc., Class A | el | 2320524 | 716 | 87.84 | 62,893 | 0.09% |
| Exelon Corp. | exc | 2670519 | 4,138 | 42.61 | 176,320 | 0.26% |
| Expedia, Inc. | expe | B0F0DY9 | 1,246 | 25.75 | 32,085 | 0.05% |
| Expeditors International of Washington, Inc. | expd | 2325507 | 1,321 | 40.55 | 53,567 | 0.08% |
| Express Scripts, Inc. | esrx | 2326469 | 3,293 | 37.07 | 122,071 | 0.18% |
| Exxon Mobil Corp. | xom | 2326618 | 30,695 | 72.63 | 2,229,378 | 3.33% |
| F5 Networks, Inc. | ffiv | 2427599 | 505 | 71.05 | 35,880 | 0.05% |
| FLIR Systems, Inc. | flir | 2344717 | 991 | 25.05 | 24,825 | 0.04% |
| FMC Corp. | fmc | 2328603 | 457 | 69.16 | 31,606 | 0.05% |
| FMC Technologies, Inc. | fti | 2763561 | 1,496 | 37.60 | 56,250 | 0.08% |
| Family Dollar Stores, Inc. | fdo | 2331225 | 759 | 50.86 | 38,603 | 0.06% |
| Fastenal Co. | fast | 2332262 | 1,839 | 33.28 | 61,202 | 0.09% |
| FedEx Corp. | fdx | 2142784 | 1,966 | 67.68 | 133,059 | 0.20% |
| Federated Investors, Inc., Class B | fii | 2246288 | 578 | 17.53 | 10,132 | 0.02% |
| Fidelity National Information Services, Inc. | fis | 2769796 | 1,674 | 24.32 | 40,712 | 0.06% |
| Fifth Third Bancorp | fitb | 2336747 | 5,735 | 10.10 | 57,923 | 0.09% |
| First Horizon National Corp. | fhn | 2341484 | 1,655 | 5.96 | 9,864 | 0.01% |
| First Solar, Inc. | fslr | B1HMF22 | 338 | 63.21 | 21,365 | 0.03% |
| FirstEnergy Corp. | fe | 2100920 | 2,593 | 44.91 | 116,452 | 0.17% |
| Fiserv, Inc. | fisv | 2342034 | 893 | 50.77 | 45,338 | 0.07% |
| Flowserve Corp. | fls | 2288406 | 347 | 74.00 | 25,678 | 0.04% |
| Fluor Corp. | flr | 2696838 | 1,086 | 46.55 | 50,553 | 0.08% |
| Ford Motor Co. | f | 2615468 | 23,672 | 9.67 | 228,908 | 0.34% |
| Forest Laboratories, Inc. | frx | 2346508 | 1,779 | 30.79 | 54,775 | 0.08% |
| Fortune Brands, Inc. | fo | 2024774 | 963 | 54.08 | 52,079 | 0.08% |
| Franklin Resources, Inc. | ben | 2350684 | 900 | 95.64 | 86,076 | 0.13% |
| Freeport-McMoran Copper & Gold, Inc., Class B | fcx | 2352118 | 5,904 | 30.45 | 179,777 | 0.27% |
| Frontier Communications Corp. | ftr | 2197933 | 6,227 | 6.11 | 38,047 | 0.06% |
| GameStop Corp., Class A | gme | B0LLFT5 | 876 | 23.10 | 20,235 | 0.03% |
| Gannett Co., Inc. | gci | 2360304 | 1,461 | 9.53 | 13,923 | 0.02% |
| General Dynamics Corp. | gd | 2365161 | 2,318 | 56.89 | 131,871 | 0.20% |
| General Electric Co. | ge | 2380498 | 66,070 | 15.24 | 1,006,907 | 1.50% |
| General Mills, Inc. | gis | 2367026 | 3,937 | 38.47 | 151,456 | 0.23% |
| Genuine Parts Co. | gpc | 2367480 | 976 | 50.80 | 49,581 | 0.07% |
| Genworth Financial, Inc., Class A | gnw | B011WL6 | 3,074 | 5.74 | 17,645 | 0.03% |
| Gilead Sciences, Inc. | gild | 2369174 | 4,899 | 38.80 | 190,081 | 0.28% |
| Goodrich Corp. | gr | 2377809 | 779 | 120.68 | 94,010 | 0.14% |
| Google, Inc., Class A | goog | B020QX2 | 1,566 | 514.38 | 805,519 | 1.20% |
| H & R Block, Inc. | hrb | 2105505 | 1,909 | 13.31 | 25,409 | 0.04% |
| H.J. Heinz Co. | hnz | 2419240 | 2,010 | 50.48 | 101,465 | 0.15% |
| HCP, Inc. | hcp | 2417578 | 2,540 | 35.06 | 89,052 | 0.13% |
| Halliburton Co. | hal | 2405302 | 5,701 | 30.52 | 173,994 | 0.26% |

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| Harley-Davidson, Inc. | hog | 2411053 | 1,471 | 34.33 | 50,499 | 0.08% |
| Harman International Industries, Inc. | har | 2411138 | 437 | 28.58 | 12,489 | 0.02% |
| Harris Corp. | hrs | 2412001 | 783 | 34.17 | 26,755 | 0.04% |
| Hasbro, Inc. | has | 2414580 | 851 | 32.61 | 27,751 | 0.04% |
| Health Care REIT, Inc. | hcn | 2440961 | 1,094 | 46.80 | 51,199 | 0.08% |
| Helmerich & Payne, Inc. | hp | 2420101 | 666 | 40.60 | 27,040 | 0.04% |
| Hess Corp. | hes | 2023748 | 1,884 | 52.46 | 98,835 | 0.15% |
| Hewlett-Packard Co. | hpq | 2424006 | 12,924 | 22.45 | 290,144 | 0.43% |
| Honeywell International, Inc. | hon | 2020459 | 4,909 | 43.91 | 215,554 | 0.32% |
| Hormel Foods Corp. | hrl | 2437264 | 860 | 27.02 | 23,237 | 0.03% |
| Hospira, Inc. | hsp | B00PWW9 | 1,052 | 37.00 | 38,924 | 0.06% |
| Host Hotels & Resorts, Inc. | hst | 2567503 | 4,275 | 10.94 | 46,769 | 0.07% |
| Hudson City Bancorp, Inc. | hcbk | 2437952 | 3,275 | 5.66 | 18,537 | 0.03% |
| Humana, Inc. | hum | 2445063 | 1,049 | 72.73 | 76,294 | 0.11% |
| Huntington Bancshares, Inc. | hban | 2445966 | 5,389 | 4.80 | 25,867 | 0.04% |
| ITT Corp. | itt | 2465760 | 1,143 | 42.00 | 48,006 | 0.07% |
| Illinois Tool Works, Inc. | itw | 2457552 | 3,112 | 41.60 | 129,459 | 0.19% |
| Integrus Energy Group, Inc. | teg | 2982098 | 485 | 48.62 | 23,581 | 0.04% |
| Intel Corp. | intc | 2463247 | 33,023 | 21.33 | 704,381 | 1.05% |
| IntercontinentalExchange, Inc. | ice | B0PBS81 | 461 | 118.26 | 54,518 | 0.08% |
| International Business Machines Corp. | ibm | 2005973 | 7,546 | 175.03 | 1,320,776 | 1.97% |
| International Flavors & Fragrances, Inc. | iff | 2464165 | 502 | 56.22 | 28,222 | 0.04% |
| International Game Technology | igt | 2464972 | 1,885 | 14.53 | 27,389 | 0.04% |
| International Paper Co. | ip | 2465254 | 2,726 | 23.25 | 63,380 | 0.09% |
| Intuit, Inc. | intu | 2459020 | 1,708 | 47.44 | 81,028 | 0.12% |
| Intuitive Surgical, Inc. | isrg | 2871301 | 250 | 364.28 | 91,070 | 0.14% |
| Iron Mountain, Inc. | irm | 2542931 | 1,252 | 31.62 | 39,588 | 0.06% |
| J.C. Penney Co., Inc. | jcp | 2680303 | 1,330 | 26.78 | 35,617 | 0.05% |
| JDS Uniphase Corp. | jdsu | B1G2LX6 | 1,415 | 9.97 | 14,108 | 0.02% |
| JPMorgan Chase & Co. | jpm | 2190385 | 24,756 | 30.12 | 745,651 | 1.11% |
| Jabil Circuit, Inc. | jbl | 2471789 | 1,224 | 17.79 | 21,775 | 0.03% |
| Jacobs Engineering Group, Inc. | jec | 2469052 | 785 | 32.29 | 25,348 | 0.04% |
| Janus Capital Group, Inc. | jns | 2605555 | 1,151 | 6.00 | 6,906 | 0.01% |
| Johnson & Johnson | jjj | 2475833 | 17,089 | 63.71 | 1,088,740 | 1.63% |
| Johnson Controls, Inc. | jci | 2476803 | 4,225 | 26.37 | 111,413 | 0.17% |
| Joy Global, Inc. | joyg | 2781905 | 654 | 62.38 | 40,797 | 0.06% |
| Juniper Networks, Inc. | jnpr | 2431846 | 3,321 | 17.26 | 57,320 | 0.09% |
| KLA-Tencor Corp. | klac | 2480138 | 1,048 | 38.28 | 40,117 | 0.06% |
| Kellogg Co. | k | 2486813 | 1,564 | 53.19 | 83,189 | 0.12% |
| KeyCorp | key | 2490911 | 5,907 | 5.93 | 35,028 | 0.05% |
| Kimberly-Clark Corp. | kmb | 2491839 | 2,456 | 71.01 | 174,401 | 0.26% |
| Kimco Realty Corp. | kim | 2491594 | 2,524 | 15.03 | 37,936 | 0.06% |
| Kohl's Corp. | kss | 2496113 | 1,759 | 49.10 | 86,367 | 0.13% |
| Kraft Foods, Inc., Class A | kft | 2764296 | 10,958 | 33.58 | 367,970 | 0.55% |
| L-3 Communications Holdings, Inc. | lll | 2247366 | 663 | 61.97 | 41,086 | 0.06% |
| LSI Corp. | lsi | 2498993 | 3,764 | 5.18 | 19,497 | 0.03% |
| Laboratory Corp. of America Holdings | lh | 2586122 | 623 | 79.05 | 49,248 | 0.07% |
| Legg Mason, Inc. | lm | 2510615 | 931 | 25.71 | 23,936 | 0.04% |
| Leggett & Platt, Inc. | leg | 2510682 | 888 | 19.79 | 17,574 | 0.03% |
| Lennar Corp., Class A | len | 2511920 | 1,017 | 13.54 | 13,770 | 0.02% |
| Leucadia National Corp. | luk | 2513012 | 1,233 | 22.68 | 27,964 | 0.04% |
| Lexmark International Group, Inc., Class A | lxx | 2511908 | 502 | 27.03 | 13,569 | 0.02% |

RS S&P 500 Index Fund

9/30/11 (unaudited)



| Security | Security Symbol | Sedol | Quantity | Price | Market Value | Pct Net Assets |
|---------------------------------------|-----------------|---------|----------|--------|--------------|----------------|
| Life Technologies Corp. | life | 2397186 | 1,117 | 38.43 | 42,926 | 0.06% |
| Limited Brands, Inc. | ltd | 2516185 | 1,574 | 38.51 | 60,615 | 0.09% |
| Lincoln National Corp. | lnc | 2516378 | 1,947 | 15.63 | 30,431 | 0.05% |
| Linear Technology Corp. | lltc | 2516839 | 1,415 | 27.65 | 39,125 | 0.06% |
| Lockheed Martin Corp. | lmt | 2522096 | 1,782 | 72.64 | 129,444 | 0.19% |
| Loews Corp. | l | 2523022 | 1,938 | 34.55 | 66,958 | 0.10% |
| Lorillard, Inc. | lo | B39GHT7 | 896 | 110.70 | 99,187 | 0.15% |
| Lowe's Companies, Inc. | low | 2536763 | 8,085 | 19.34 | 156,364 | 0.23% |
| M&T Bank Corp. | mtb | 2340168 | 795 | 69.90 | 55,570 | 0.08% |
| MEMC Electronic Materials, Inc. | wfr | 2580113 | 1,448 | 5.24 | 7,588 | 0.01% |
| Macy's, Inc. | m | 2345022 | 2,657 | 26.32 | 69,932 | 0.10% |
| Marathon Oil Corp. | mro | 2910970 | 4,434 | 21.58 | 95,686 | 0.14% |
| Marathon Petroleum Corp. | mpc | B3K3L40 | 2,217 | 27.06 | 59,992 | 0.09% |
| Marriott International, Inc., Class A | mar | 2210614 | 1,765 | 27.24 | 48,079 | 0.07% |
| Marsh & McLennan Companies, Inc. | mmc | 2567741 | 3,410 | 26.54 | 90,501 | 0.14% |
| Masco Corp. | mas | 2570200 | 2,236 | 7.12 | 15,921 | 0.02% |
| MasterCard, Inc., Class A | ma | B121557 | 587 | 317.16 | 186,173 | 0.28% |
| Mattel, Inc. | mat | 2572303 | 2,172 | 25.89 | 56,233 | 0.08% |
| McCormick & Co., Inc. | mkc | 2550161 | 821 | 46.16 | 37,897 | 0.06% |
| McDonald's Corp. | mcd | 2550707 | 6,466 | 87.82 | 567,844 | 0.85% |
| McKesson Corp. | mck | 2378534 | 1,568 | 72.70 | 113,994 | 0.17% |
| Mead Johnson Nutrition Co. | mjn | B4W9F29 | 1,275 | 68.83 | 87,758 | 0.13% |
| MeadWestvaco Corp. | mwv | 2840044 | 1,058 | 24.56 | 25,984 | 0.04% |
| Medco Health Solutions, Inc. | mhs | 2954019 | 2,495 | 46.89 | 116,991 | 0.17% |
| Medtronic, Inc. | mdt | 2575465 | 6,663 | 33.24 | 221,478 | 0.33% |
| Merck & Co., Inc. | mrk | 2778844 | 19,241 | 32.71 | 629,373 | 0.94% |
| MetLife, Inc. | met | 2573209 | 6,571 | 28.01 | 184,054 | 0.27% |
| MetroPCS Communications, Inc. | pcs | B02F228 | 1,656 | 8.71 | 14,424 | 0.02% |
| Microchip Technology, Inc. | mchp | 2592174 | 1,186 | 31.11 | 36,896 | 0.06% |
| Micron Technology, Inc. | mu | 2588184 | 5,365 | 5.04 | 27,040 | 0.04% |
| Microsoft Corp. | msft | 2588173 | 46,247 | 24.89 | 1,151,088 | 1.72% |
| Molex, Inc. | molx | 2599142 | 863 | 20.37 | 17,579 | 0.03% |
| Molson Coors Brewing Co., Class B | tap | B067BM3 | 996 | 39.61 | 39,451 | 0.06% |
| Monsanto Co. | mon | 2654320 | 3,340 | 60.04 | 200,534 | 0.30% |
| Monster Worldwide, Inc. | mww | 2892045 | 813 | 7.18 | 5,837 | 0.01% |
| Moody's Corp. | mco | 2252058 | 1,234 | 30.45 | 37,575 | 0.06% |
| Morgan Stanley | ms | 2262314 | 9,259 | 13.50 | 124,997 | 0.19% |
| Motorola Mobility Holdings, Inc. | mmi | B4NHDJ5 | 1,842 | 37.78 | 69,591 | 0.10% |
| Motorola Solutions, Inc. | msi | B5BKPQ4 | 2,115 | 41.90 | 88,619 | 0.13% |
| Murphy Oil Corp. | mur | 2611206 | 1,202 | 44.16 | 53,080 | 0.08% |
| Mylan, Inc. | myl | 2613804 | 2,731 | 17.00 | 46,427 | 0.07% |
| NIKE, Inc., Class B | nke | 2640147 | 2,367 | 85.51 | 202,402 | 0.30% |
| NRG Energy, Inc. | nrp | 2212922 | 1,512 | 21.21 | 32,070 | 0.05% |
| NVIDIA Corp. | nvda | 2379504 | 3,740 | 12.50 | 46,750 | 0.07% |
| NYSE Euronext | nyx | B1VJYW2 | 1,626 | 23.24 | 37,788 | 0.06% |
| National Oilwell Varco, Inc. | nov | 2624486 | 2,636 | 51.22 | 135,016 | 0.20% |
| NetApp, Inc. | ntap | 2630643 | 2,295 | 33.94 | 77,892 | 0.12% |
| Netflix, Inc. | nflx | 2857817 | 274 | 113.16 | 31,006 | 0.05% |
| Newell Rubbermaid, Inc. | nwl | 2635701 | 1,833 | 11.87 | 21,758 | 0.03% |
| Newfield Exploration Co. | nfx | 2635079 | 824 | 39.69 | 32,705 | 0.05% |
| Newmont Mining Corp. | nem | 2636607 | 3,069 | 62.90 | 193,040 | 0.29% |
| News Corp., Class A | nwsa | B03DQ41 | 14,239 | 15.47 | 220,277 | 0.33% |

RS S&P 500 Index Fund

9/30/11 (unaudited)



| Security | Security Symbol | Sedol | Quantity | Price | Market Value | Pct Net Assets |
|---------------------------------------|-----------------|---------|----------|--------|--------------|----------------|
| NextEra Energy, Inc. | nee | 2328915 | 2,637 | 54.02 | 142,451 | 0.21% |
| NiSource, Inc. | ni | 2645409 | 1,739 | 21.38 | 37,180 | 0.06% |
| Nicor, Inc. | gas | 2639509 | 282 | 55.01 | 15,513 | 0.02% |
| Noble Energy, Inc. | nbl | 2640761 | 1,100 | 70.80 | 77,880 | 0.12% |
| Nordstrom, Inc. | jwn | 2641827 | 1,047 | 45.68 | 47,827 | 0.07% |
| Norfolk Southern Corp. | nsc | 2641894 | 2,200 | 61.02 | 134,244 | 0.20% |
| Northeast Utilities | nu | 2645108 | 1,103 | 33.65 | 37,116 | 0.06% |
| Northern Trust Corp. | ntrs | 2648668 | 1,510 | 34.98 | 52,820 | 0.08% |
| Northrop Grumman Corp. | noc | 2648806 | 1,822 | 52.16 | 95,035 | 0.14% |
| Novellus Systems, Inc. | nvls | 2650748 | 563 | 27.26 | 15,347 | 0.02% |
| Nucor Corp. | nue | 2651086 | 1,972 | 31.64 | 62,394 | 0.09% |
| O'Reilly Automotive, Inc. | orly | B65LWX6 | 863 | 66.63 | 57,502 | 0.09% |
| ONEOK, Inc. | oke | 2130109 | 667 | 66.04 | 44,048 | 0.07% |
| Occidental Petroleum Corp. | oxy | 2655408 | 5,065 | 71.50 | 362,147 | 0.54% |
| Omnicom Group, Inc. | omc | 2279303 | 1,751 | 36.84 | 64,507 | 0.10% |
| Oracle Corp. | orcl | 2661568 | 24,275 | 28.74 | 697,663 | 1.04% |
| Owens-Illinois, Inc. | oi | 2662862 | 1,044 | 15.12 | 15,785 | 0.02% |
| PACCAR, Inc. | pcar | 2665861 | 2,276 | 33.82 | 76,974 | 0.11% |
| PG&E Corp. | pcg | 2689560 | 2,491 | 42.31 | 105,394 | 0.16% |
| PNC Financial Services Group, Inc. | pnc | 2692665 | 3,282 | 48.19 | 158,160 | 0.24% |
| PPG Industries, Inc. | ppg | 2698470 | 986 | 70.66 | 69,671 | 0.10% |
| PPL Corp. | ppl | 2680905 | 3,624 | 28.54 | 103,429 | 0.15% |
| Pall Corp. | pll | 2668804 | 722 | 42.40 | 30,613 | 0.05% |
| Parker Hannifin Corp. | ph | 2671501 | 1,009 | 63.13 | 63,698 | 0.10% |
| Patterson Companies, Inc. | pdco | 2672689 | 601 | 28.63 | 17,207 | 0.03% |
| Paychex, Inc. | payx | 2674458 | 1,994 | 26.37 | 52,582 | 0.08% |
| Peabody Energy Corp. | btu | 2753454 | 1,686 | 33.88 | 57,122 | 0.09% |
| People's United Financial, Inc. | pbct | B1W41J2 | 2,351 | 11.40 | 26,801 | 0.04% |
| Pepco Holdings, Inc. | pom | 2971698 | 1,416 | 18.92 | 26,791 | 0.04% |
| PepsiCo, Inc. | pep | 2681511 | 9,848 | 61.90 | 609,591 | 0.91% |
| PerkinElmer, Inc. | pki | 2305844 | 709 | 19.21 | 13,620 | 0.02% |
| Pfizer, Inc. | pfe | 2684703 | 49,228 | 17.68 | 870,351 | 1.30% |
| Philip Morris International, Inc. | pm | B2PKRQ3 | 11,081 | 62.38 | 691,233 | 1.03% |
| Pinnacle West Capital Corp. | pnw | 2048804 | 685 | 42.94 | 29,414 | 0.04% |
| Pioneer Natural Resources Co. | pxd | 2690830 | 727 | 65.77 | 47,815 | 0.07% |
| Pitney Bowes, Inc. | pbi | 2690506 | 1,274 | 18.80 | 23,951 | 0.04% |
| Plum Creek Timber Co., Inc. | pcl | 2692397 | 1,002 | 34.71 | 34,779 | 0.05% |
| Praxair, Inc. | px | 2699291 | 1,891 | 93.48 | 176,771 | 0.26% |
| Precision Castparts Corp. | pcp | 2699514 | 896 | 155.46 | 139,292 | 0.21% |
| Priceline.com, Inc. | pcln | 2779063 | 307 | 449.46 | 137,984 | 0.21% |
| Principal Financial Group, Inc. | pfg | 2803014 | 1,998 | 22.67 | 45,295 | 0.07% |
| ProLogis, Inc. | pld | B44WZD7 | 2,831 | 24.25 | 68,652 | 0.10% |
| Progress Energy, Inc. | pgn | 2604206 | 1,842 | 51.72 | 95,268 | 0.14% |
| Prudential Financial, Inc. | pru | 2819118 | 3,051 | 46.86 | 142,970 | 0.21% |
| Public Service Enterprise Group, Inc. | peg | 2707677 | 3,071 | 33.37 | 102,479 | 0.15% |
| Public Storage, Inc. | psa | 2852533 | 871 | 111.35 | 96,986 | 0.14% |
| Pulte Group, Inc. | phm | 2708841 | 2,069 | 3.95 | 8,173 | 0.01% |
| QEP Resources, Inc. | qep | B60X657 | 1,098 | 27.07 | 29,723 | 0.04% |
| QUALCOMM, Inc. | qcom | 2714923 | 10,402 | 48.63 | 505,849 | 0.76% |
| Quanta Services, Inc. | pwr | 2150204 | 1,354 | 18.79 | 25,442 | 0.04% |
| Quest Diagnostics, Inc. | dgx | 2702791 | 978 | 49.36 | 48,274 | 0.07% |
| R.R. Donnelley & Sons Co. | rrd | 2276605 | 1,178 | 14.12 | 16,633 | 0.02% |

RS S&P 500 Index Fund

9/30/11 (unaudited)



| Security | Security Symbol | Sedol | Quantity | Price | Market Value | Pct Net Assets |
|---|-----------------|---------|----------|--------|--------------|----------------|
| Ralph Lauren Corp. | rl | B4V9661 | 409 | 129.70 | 53,047 | 0.08% |
| Range Resources Corp. | rrc | 2523334 | 1,000 | 58.46 | 58,460 | 0.09% |
| Raytheon Co. | rtn | 2758051 | 2,226 | 40.87 | 90,977 | 0.14% |
| Red Hat, Inc. | rht | 2447218 | 1,204 | 42.26 | 50,881 | 0.08% |
| Regions Financial Corp. | rf | B01R311 | 7,844 | 3.33 | 26,121 | 0.04% |
| Republic Services, Inc. | rsg | 2262530 | 1,909 | 28.06 | 53,567 | 0.08% |
| Reynolds American, Inc. | rai | 2429090 | 2,110 | 37.48 | 79,083 | 0.12% |
| Robert Half International, Inc. | rhi | 2110703 | 912 | 21.22 | 19,353 | 0.03% |
| Rockwell Automation, Inc. | rok | 2754060 | 900 | 56.00 | 50,400 | 0.08% |
| Rockwell Collins, Inc. | col | 2767228 | 959 | 52.76 | 50,597 | 0.08% |
| Roper Industries, Inc. | rop | 2749602 | 597 | 68.91 | 41,139 | 0.06% |
| Ross Stores, Inc. | rost | 2746711 | 729 | 78.69 | 57,365 | 0.09% |
| Rowan Companies, Inc. | rdc | 2753197 | 794 | 30.19 | 23,971 | 0.04% |
| Ryder System, Inc. | r | 2760669 | 329 | 37.51 | 12,341 | 0.02% |
| SAIC, Inc. | sai | B1FWD42 | 1,776 | 11.81 | 20,975 | 0.03% |
| SCANA Corp. | scg | 2545844 | 678 | 40.45 | 27,425 | 0.04% |
| SLM Corp. | slm | 2101967 | 3,285 | 12.45 | 40,898 | 0.06% |
| SUPERVALU, Inc. | svu | 2863610 | 1,334 | 6.66 | 8,884 | 0.01% |
| Safeway, Inc. | swy | 2767165 | 2,212 | 16.63 | 36,786 | 0.05% |
| Salesforce.com, Inc. | crm | 2310525 | 751 | 114.28 | 85,824 | 0.13% |
| SanDisk Corp. | sndk | 2765802 | 1,487 | 40.35 | 60,001 | 0.09% |
| Sara Lee Corp. | sle | 2217109 | 3,648 | 16.35 | 59,645 | 0.09% |
| Scripps Networks Interactive, Inc., Class A | sni | B39QT24 | 569 | 37.17 | 21,150 | 0.03% |
| Sealed Air Corp. | see | 2232793 | 994 | 16.70 | 16,600 | 0.02% |
| Sears Holdings Corp. | shld | 2634805 | 268 | 57.52 | 15,415 | 0.02% |
| Sempra Energy | sre | 2138158 | 1,508 | 51.50 | 77,662 | 0.12% |
| Sigma-Aldrich Corp. | sial | 2807566 | 759 | 61.79 | 46,899 | 0.07% |
| Simon Property Group, Inc. | spg | 2812452 | 1,827 | 109.98 | 200,934 | 0.30% |
| Snap-On, Inc. | sna | 2818740 | 362 | 44.40 | 16,073 | 0.02% |
| Southern Co. | so | 2829601 | 5,301 | 42.37 | 224,603 | 0.34% |
| Southwest Airlines Co. | luv | 2831543 | 4,894 | 8.04 | 39,348 | 0.06% |
| Southwestern Energy Co. | swn | 2828619 | 2,164 | 33.33 | 72,126 | 0.11% |
| Spectra Energy Corp. | se | B1L60G9 | 4,057 | 24.53 | 99,518 | 0.15% |
| Sprint Nextel Corp. | s | 2922447 | 18,632 | 3.04 | 56,641 | 0.08% |
| St. Jude Medical, Inc. | stj | 2767381 | 2,050 | 36.19 | 74,189 | 0.11% |
| Stanley Black & Decker, Inc. | swk | B3Q2FJ4 | 1,047 | 49.10 | 51,407 | 0.08% |
| Staples, Inc. | spls | 2841489 | 4,454 | 13.30 | 59,238 | 0.09% |
| Starbucks Corp. | sbux | 2842255 | 4,671 | 37.29 | 174,181 | 0.26% |
| Starwood Hotels & Resorts Worldwide, Inc. | hot | B12GHV2 | 1,214 | 38.82 | 47,127 | 0.07% |
| State Street Corp. | stt | 2842040 | 3,139 | 32.16 | 100,950 | 0.15% |
| Stericycle, Inc. | srcl | 2860826 | 535 | 80.72 | 43,185 | 0.06% |
| Stryker Corp. | syk | 2853688 | 2,074 | 47.13 | 97,748 | 0.15% |
| SunTrust Banks, Inc. | sti | 2860990 | 3,345 | 17.95 | 60,043 | 0.09% |
| Sunoco, Inc. | sun | 2859868 | 757 | 31.01 | 23,475 | 0.04% |
| Symantec Corp. | symc | 2861078 | 4,704 | 16.30 | 76,675 | 0.11% |
| Sysco Corp. | syy | 2868165 | 3,593 | 25.90 | 93,059 | 0.14% |
| T. Rowe Price Group, Inc. | trow | 2702337 | 1,620 | 47.77 | 77,388 | 0.12% |
| TECO Energy, Inc. | te | 2880255 | 1,360 | 17.13 | 23,297 | 0.03% |
| Target Corp. | tgt | 2259101 | 4,290 | 49.04 | 210,382 | 0.31% |
| Tellabs, Inc. | tlab | 2881537 | 2,288 | 4.29 | 9,816 | 0.01% |
| Tenet Healthcare Corp. | thc | 2626879 | 3,051 | 4.13 | 12,601 | 0.02% |
| Teradata Corp. | tdc | B247H10 | 1,052 | 53.53 | 56,314 | 0.08% |

RS S&P 500 Index Fund

9/30/11 (unaudited)



| Security | Security Symbol | Sedol | Quantity | Price | Market Value | Pct Net Assets |
|---|-----------------|---------|----------|--------|--------------|----------------|
| Teradyne, Inc. | ter | 2884183 | 1,162 | 11.01 | 12,794 | 0.02% |
| Tesoro Corp. | tso | 2884569 | 898 | 19.47 | 17,484 | 0.03% |
| Texas Instruments, Inc. | txn | 2885409 | 7,234 | 26.65 | 192,786 | 0.29% |
| Textron, Inc. | txt | 2885937 | 1,726 | 17.64 | 30,447 | 0.05% |
| The AES Corp. | aes | 2002479 | 4,102 | 9.76 | 40,035 | 0.06% |
| The Allstate Corp. | all | 2019952 | 3,290 | 23.69 | 77,940 | 0.12% |
| The Boeing Co. | ba | 2108601 | 4,591 | 60.51 | 277,801 | 0.41% |
| The Charles Schwab Corp. | schw | 2779397 | 6,237 | 11.27 | 70,291 | 0.10% |
| The Chubb Corp. | cb | 2195722 | 1,823 | 59.99 | 109,362 | 0.16% |
| The Coca-Cola Co. | ko | 2206657 | 14,260 | 67.56 | 963,405 | 1.44% |
| The Dow Chemical Co. | dow | 2278719 | 7,323 | 22.46 | 164,475 | 0.25% |
| The Dun & Bradstreet Corp. | dnb | 2636254 | 306 | 61.26 | 18,745 | 0.03% |
| The Gap, Inc. | gps | 2360326 | 2,438 | 16.24 | 39,593 | 0.06% |
| The Goldman Sachs Group, Inc. | gs | 2407966 | 3,222 | 94.55 | 304,640 | 0.46% |
| The Goodyear Tire & Rubber Co. | gt | 2378200 | 1,520 | 10.09 | 15,337 | 0.02% |
| The Hartford Financial Services Group, Inc. | hig | 2476193 | 2,777 | 16.14 | 44,821 | 0.07% |
| The Hershey Co. | hsy | 2422806 | 955 | 59.24 | 56,574 | 0.08% |
| The Home Depot, Inc. | hd | 2434209 | 9,921 | 32.87 | 326,103 | 0.49% |
| The Interpublic Group of Companies, Inc. | ipg | 2466321 | 3,044 | 7.20 | 21,917 | 0.03% |
| The J.M. Smucker Co. | sjm | 2951452 | 724 | 72.89 | 52,772 | 0.08% |
| The Kroger Co. | kr | 2497406 | 3,770 | 21.96 | 82,789 | 0.12% |
| The McGraw-Hill Companies, Inc. | mhp | 2551443 | 1,897 | 41.00 | 77,777 | 0.12% |
| The Mosaic Co. | mos | B3NPHP6 | 1,700 | 48.97 | 83,249 | 0.12% |
| The NASDAQ OMX Group, Inc. | ndaq | 2965107 | 940 | 23.14 | 21,752 | 0.03% |
| The Procter & Gamble Co. | pg | 2704407 | 17,401 | 63.18 | 1,099,395 | 1.64% |
| The Progressive Corp. | pgr | 2705024 | 4,118 | 17.76 | 73,136 | 0.11% |
| The Sherwin-Williams Co. | shw | 2804211 | 555 | 74.32 | 41,247 | 0.06% |
| The TJX Companies, Inc. | tjx | 2989301 | 2,402 | 55.47 | 133,239 | 0.20% |
| The Travelers Companies, Inc. | trv | 2769503 | 2,612 | 48.73 | 127,283 | 0.19% |
| The Walt Disney Co. | dis | 2270726 | 11,773 | 30.16 | 355,073 | 0.53% |
| The Washington Post Co., Class B | wpo | 2942003 | 34 | 326.97 | 11,117 | 0.02% |
| Thermo Fisher Scientific, Inc. | tmo | 2886907 | 2,387 | 50.64 | 120,878 | 0.18% |
| Tiffany & Co. | tif | 2892090 | 795 | 60.82 | 48,352 | 0.07% |
| Time Warner Cable, Inc. | twc | B63BPC8 | 2,093 | 62.67 | 131,168 | 0.20% |
| Time Warner, Inc. | twx | B63QTN2 | 6,659 | 29.97 | 199,570 | 0.30% |
| Titanium Metals Corp. | tie | 2340931 | 568 | 14.98 | 8,509 | 0.01% |
| Torchmark Corp. | tmk | 2896713 | 708 | 34.86 | 24,681 | 0.04% |
| Total System Services, Inc. | tss | 2897697 | 1,012 | 16.93 | 17,133 | 0.03% |
| Tyson Foods, Inc., Class A | tsn | 2909730 | 1,864 | 17.36 | 32,359 | 0.05% |
| U.S. Bancorp | usb | 2736035 | 12,011 | 23.54 | 282,739 | 0.42% |
| Union Pacific Corp. | unp | 2914734 | 3,055 | 81.67 | 249,502 | 0.37% |
| United Parcel Service, Inc., Class B | ups | 2517382 | 6,141 | 63.15 | 387,804 | 0.58% |
| United States Steel Corp. | x | 2824770 | 893 | 22.01 | 19,655 | 0.03% |
| United Technologies Corp. | utx | 2915500 | 5,700 | 70.36 | 401,052 | 0.60% |
| UnitedHealth Group, Inc. | unh | 2917766 | 6,751 | 46.12 | 311,356 | 0.47% |
| Unum Group | unm | 2433842 | 1,929 | 20.96 | 40,432 | 0.06% |
| Urban Outfitters, Inc. | urbn | 2933438 | 791 | 22.32 | 17,655 | 0.03% |
| VF Corp. | vfc | 2928683 | 546 | 121.52 | 66,350 | 0.10% |
| Valero Energy Corp. | vlo | 2041364 | 3,554 | 17.78 | 63,190 | 0.09% |
| Varian Medical Systems, Inc. | var | 2927516 | 724 | 52.16 | 37,764 | 0.06% |
| Ventas, Inc. | vtr | 2927925 | 1,799 | 49.40 | 88,871 | 0.13% |
| VeriSign, Inc. | vrsn | 2142922 | 1,048 | 28.61 | 29,983 | 0.04% |

RS S&P 500 Index Fund

9/30/11 (unaudited)



| Security | Security Symbol | Sedol | Quantity | Price | Market Value | Pct Net Assets |
|-------------------------------------|-----------------|---------|----------|--------|-------------------|----------------|
| Verizon Communications, Inc. | vz | 2090571 | 17,623 | 36.80 | 648,526 | 0.97% |
| Viacom, Inc., Class B | via/b | B0SRLF4 | 3,647 | 38.74 | 141,285 | 0.21% |
| Visa, Inc., Class A | v | B2PZN04 | 2,983 | 85.72 | 255,703 | 0.38% |
| Vornado Realty Trust | vno | 2933632 | 1,023 | 74.62 | 76,336 | 0.11% |
| Vulcan Materials Co. | vmc | 2931205 | 804 | 27.56 | 22,158 | 0.03% |
| W.W. Grainger, Inc. | gww | 2380863 | 373 | 149.54 | 55,778 | 0.08% |
| Wal-Mart Stores, Inc. | wmt | 2936921 | 11,909 | 51.90 | 618,077 | 0.92% |
| Walgreen Co. | wag | 2934839 | 5,707 | 32.89 | 187,703 | 0.28% |
| Waste Management, Inc. | wm | 2937667 | 2,957 | 32.56 | 96,280 | 0.14% |
| Waters Corp. | wat | 2937689 | 570 | 75.49 | 43,030 | 0.06% |
| Watson Pharmaceuticals, Inc. | wpi | 2943545 | 790 | 68.25 | 53,918 | 0.08% |
| WellPoint, Inc. | wlp | 2794743 | 2,290 | 65.28 | 149,491 | 0.22% |
| Wells Fargo & Co. | wfc | 2649100 | 32,946 | 24.12 | 794,657 | 1.19% |
| Western Digital Corp. | wdc | 2954699 | 1,450 | 25.72 | 37,294 | 0.06% |
| Western Union Co. | wu | B1F76F9 | 3,927 | 15.29 | 60,044 | 0.09% |
| Weyerhaeuser Co. | wy | 2958936 | 3,355 | 15.55 | 52,170 | 0.08% |
| Whirlpool Corp. | whr | 2960384 | 473 | 49.91 | 23,607 | 0.04% |
| Whole Foods Market, Inc. | wfm | 2963899 | 931 | 65.31 | 60,804 | 0.09% |
| Williams Companies, Inc. | wmb | 2967181 | 3,664 | 24.34 | 89,182 | 0.13% |
| Windstream Corp. | win | B180376 | 3,130 | 11.66 | 36,496 | 0.05% |
| Wisconsin Energy Corp. | wec | 2973995 | 1,435 | 31.29 | 44,901 | 0.07% |
| Wyndham Worldwide Corp. | wyn | B198391 | 1,062 | 28.51 | 30,278 | 0.05% |
| Wynn Resorts Ltd. | wynn | 2963811 | 475 | 115.08 | 54,663 | 0.08% |
| Xcel Energy, Inc. | xel | 2614807 | 2,993 | 24.69 | 73,897 | 0.11% |
| Xerox Corp. | xrx | 2985202 | 8,726 | 6.97 | 60,820 | 0.09% |
| Xilinx, Inc. | xlnx | 2985677 | 1,661 | 27.44 | 45,578 | 0.07% |
| Yahoo! Inc. | yhoo | 2986539 | 8,129 | 13.16 | 106,978 | 0.16% |
| Yum! Brands, Inc. | yum | 2098876 | 2,900 | 49.39 | 143,231 | 0.21% |
| Zimmer Holdings, Inc. | zmh | 2783815 | 1,199 | 53.50 | 64,147 | 0.10% |
| Zions Bancorporation | zion | 2989828 | 1,151 | 14.07 | 16,195 | 0.02% |
| eBay, Inc. | ebay | 2293819 | 7,115 | 29.49 | 209,821 | 0.31% |
| U.S. Treasury Bills | - | B4L4N43 | 156,000 | 100.00 | 156,000 | 0.23% |
| U.S. Treasury Bills | - | B5VSQZ4 | 150,000 | 99.99 | 149,991 | 0.22% |
| U.S. Treasury Bills | - | B652XY7 | 50,000 | 99.98 | 49,989 | 0.07% |
| U.S. Treasury Note | - | B419LQ6 | 10,000 | 111.41 | 11,141 | 0.02% |
| Cash / Other Assets and Liabilities | | | | | 2,117,873 | 3.16% |
| TOTAL NET ASSETS | | | | | 66,940,595 | 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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|---------------------|--------------------------------|----------------------|---|

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