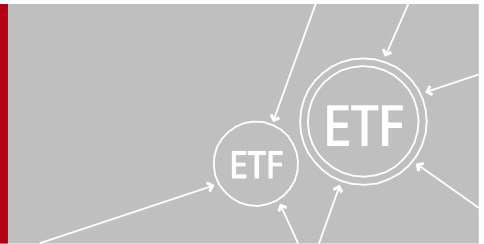


US SEC Filing Announcement for the Vanguard® Exchange Traded Funds

31 August 2015



Vanguard Investments Australia Ltd announces the following:

ETF	ASX CODE	ANNOUNCEMENT
Vanguard® US Total Market Shares Index ETF	VTX	US SEC Filing of Form N-CSR

The Vanguard Group, Inc. in the US has completed and filed Form N-CSR (certified annual shareholder report filed on Form N-CSR) for Registered Investment Companies with the Securities and Exchange Commission (SEC) in the US as part of the regulatory requirements of the SEC.

The completed form is attached and can be viewed online at the SEC website pages at:

- <http://www.sec.gov/Archives/edgar/data/36405/000093247115007146/0000932471-15-007146-index.htm>

Further details of the SEC requirements for this filing are available at:

- www.sec.gov/about/forms/formn-csr.pdf

Further Information

If you have any queries on Vanguard ETFs, please visit vanguard.com.au/etf

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Vanguard Investments Australia Ltd, Level 34, Freshwater Place, 2 Southbank Boulevard, Southbank VIC 3006 vanguard.com.au 1300 655 888

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

FORM N-CSRS

CERTIFIED SHAREHOLDER REPORT
OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: **811-02652**

Name of Registrant: **Vanguard Index Funds**

Address of Registrant:
P.O. Box 2600
Valley Forge, PA 19482

Name and address of agent for service:
Heidi Stam, Esquire
P.O. Box 876
Valley Forge, PA 19482

Registrant's telephone number, including area code: **(610) 669-1000**

Date of fiscal year end: December 31

Date of reporting period: January 1, 2015 – June 30, 2015

Item 1: Reports to Shareholders



Semiannual Report | June 30, 2015

Vanguard Total Stock Market Index Fund

The mission continues

On May 1, 1975, Vanguard began operations, a fledgling company based on the simple but revolutionary idea that a mutual fund company should be managed solely in the interest of its investors.

Four decades later, that revolutionary spirit continues to animate the enterprise. Vanguard remains on a mission to give investors the best chance of investment success.

As we mark our 40th anniversary, we thank you for entrusting your assets to Vanguard and giving us the opportunity to help you reach your financial goals in the decades to come.

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Please note: The opinions expressed in this report are just that—informed opinions. They should not be considered promises or advice. Also, please keep in mind that the information and opinions cover the period through the date on the front of this report. Of course, the risks of investing in your fund are spelled out in the prospectus.

See the Glossary for definitions of investment terms used in this report.

About the cover: Since our founding, Vanguard has drawn inspiration from the enterprise and valor demonstrated by British naval hero Horatio Nelson and his command at the Battle of the Nile in 1798. The photograph displays a replica of a merchant ship from the same era as Nelson’s flagship, the *HMS Vanguard*.

Your Fund’s Total Returns

Six Months Ended June 30, 2015

	Total Returns
Vanguard Total Stock Market Index Fund	
Investor Shares	1.84%
ETF Shares	
Market Price	1.90
Net Asset Value	1.90
Admiral™ Shares	1.88
Institutional Shares	1.90
Institutional Plus Shares (Inception: 4/28/2015)	-1.85
CRSP US Total Market Index	1.89
Multi-Cap Core Funds Average	1.77

Multi-Cap Core Funds Average: Derived from data provided by Lipper, a Thomson Reuters Company.

Admiral Shares carry lower expenses and are available to investors who meet certain account-balance requirements. Institutional Shares and Institutional Plus Shares are available to certain institutional investors who meet specific administrative, service, and account-size criteria. The Vanguard ETF® Shares shown are traded on the NYSE Arca exchange and are available only through brokers. The table provides ETF returns based on both the NYSE Arca market price and the net asset value for a share. U.S. Pat. Nos. 6,879,964; 7,337,138; 7,720,749; 7,925,573; 8,090,646; and 8,417,623.

For the ETF Shares, the market price is determined by the midpoint of the bid-offer spread as of the closing time of the New York Stock Exchange (generally 4 p.m., Eastern time). The net asset value is also determined as of the NYSE closing time. For more information about how the ETF Shares' market prices have compared with their net asset value, visit vanguard.com, select your ETF, and then select the Price and Performance tab. The ETF premium/discount analysis there shows the percentages of days on which the ETF Shares' market price was above or below the NAV.



Chairman's Letter

Dear Shareholder,

After touching all-time highs earlier in June, U.S. stocks skidded over the final days of the half year and finished with muted gains. Vanguard Total Stock Market Index Fund returned about 2% for the six months ended June 30, 2015, tightly tracking the performance of its target benchmark, the CRSP US Total Market Index. The fund's result slightly exceeded the average return of its multi-capitalization core fund peers.

Growth stocks outperformed their value counterparts, and small- and mid-cap stocks surpassed large-caps. Results spanned a wide spectrum among the ten industry sectors, with health care far out in front and utilities way in the rear.

On a separate note, the Total Stock Market Index Fund's Institutional Plus Shares became available for purchase on April 28. With an expense ratio of 0.02%, the new share class is part of our ongoing efforts to reduce the cost of investing.

U.S. stocks held onto gains despite fading at the finish

U.S. stocks traveled a choppy course en route to a return of about 2% for the half year as Greece's debt drama intensified. Mixed economic news, stock valuations perceived as high by many investors, and the strong U.S. dollar's negative effect on the profits of U.S.-based multinational companies also unsettled markets. On the other side of the ledger, investors seemed

reassured by the Federal Reserve’s careful approach to a potential rise in short-term interest rates, by other nations’ monetary stimulus programs, and by corporate earnings that generally surpassed forecasts.

International stocks returned about 5% for U.S. investors; results would have been higher if not for the dollar’s strength against many foreign currencies. Returns for the developed markets of the Pacific region, led by Japan, surpassed those of Europe and emerging markets.

After bursting from the gate, bond prices lost momentum
Strong results in January didn’t hold up for the broad U.S. taxable bond market, which returned –0.10% for the half year after declining in four other months. The yield

of the 10-year Treasury note ended June at 2.33%, up from 2.19% six months earlier. (Bond prices and yields move in opposite directions.)

International bond markets (as measured by the Barclays Global Aggregate Index ex USD) returned –5.43% as the dollar’s strength limited returns. Without this currency effect, returns were just marginally negative. As investors grew more confident about Europe’s economic growth, European bond yields bounced back from their very low (and in some cases, negative) levels.

Returns were negligible for money market funds and savings accounts, which remained handcuffed by the Fed’s target of 0%–0.25% for short-term rates.

Market Barometer

	Total Returns Periods Ended June 30, 2015		
	Six Months	One Year	Five Years (Annualized)
Stocks			
Russell 1000 Index (Large-caps)	1.71%	7.37%	17.58%
Russell 2000 Index (Small-caps)	4.75	6.49	17.08
Russell 3000 Index (Broad U.S. market)	1.94	7.29	17.54
FTSE All-World ex US Index (International)	4.61	-4.36	8.16
Bonds			
Barclays U.S. Aggregate Bond Index (Broad taxable market)	-0.10%	1.86%	3.35%
Barclays Municipal Bond Index (Broad tax-exempt market)	0.11	3.00	4.50
Citigroup Three-Month U.S. Treasury Bill Index	0.00	0.02	0.05
CPI			
Consumer Price Index	1.63%	0.12%	1.83%

Diversification may smooth the ride when market sectors diverge

During the broad stock market’s rebound from the financial crisis, stocks of all sectors, sizes, and styles have contributed to the positive returns, albeit at different levels and at different times. As the market’s recovery stretched into its seventh year, gains were not as wide-spread or as robust.

Whether market returns are broad-based or thinly sliced, they’ll be reflected in Vanguard Total Stock Market Index Fund’s performance. The fund, which represents the entire U.S. equity market, provides exposure to growth and value stocks; large-, mid-, and small-cap stocks; and all ten industry sectors. It’s impossible to

know for certain which market segments will lead and which will lag, but the fund’s broad diversification ensures exposure to every segment and may offer a smoother market ride compared with more narrowly focused investments.

Health care stocks returned nearly 12% for the period, more than double any other sector, and made the biggest contribution to the fund’s performance. Health care providers and biotechnology and pharmaceutical companies accounted for most of the strength, but medical equipment and medical supply companies also helped.

The sector may have benefited from several trends, as a growing aging population requires more health care services,

Expense Ratios
Your Fund Compared With Its Peer Group

	Investor Shares	ETF Shares	Admiral Shares	Institutional Shares	Institutional Plus Shares	Peer Group Average
Total Stock Market Index Fund	0.17%	0.05%	0.05%	0.04%	0.02%	1.21%

The fund expense ratios shown are from the prospectus dated April 28, 2015, and represent estimated costs for the current fiscal year. For the six months ended June 30, 2015, the fund’s annualized expense ratios were 0.15% for Investor Shares, 0.04% for ETF Shares, 0.04% for Admiral Shares, 0.04% for Institutional Shares, and 0.02% for Institutional Plus Shares (since inception). The peer-group expense ratio is derived from data provided by Lipper, a Thomson Reuters Company, and captures information through year-end 2014.

Peer group: Multi-Cap Core Funds.

more Americans seek care they may have postponed during the recession, and more people are likely to be covered by insurance as a result of the Affordable Care Act. Pharmaceutical and biotechnology companies have benefited as new and innovative drugs have come to market

and strong research has contributed to their pipelines. Finally, industry mergers and acquisitions have boosted stocks.

With returns of about 5%, consumer services stocks also bolstered the fund. Impressive results from certain internet,

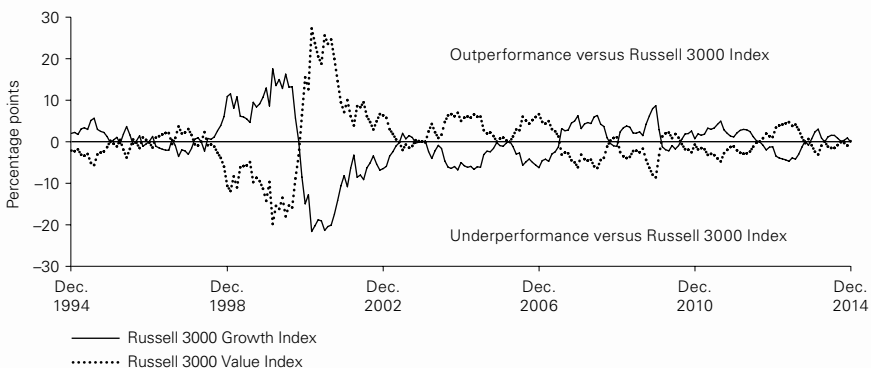
Growth stocks versus value stocks: A case for both

Growth and value stocks typically take turns outperforming each other. The chart here shows how they have switched off during the past 20 years in leading or lagging a broad market average.

These two styles of investing are typically considered complementary—when growth is performing well, value typically isn't, and vice versa. Very generally speaking, growth stocks represent companies that are expected to expand their businesses at a rapid pace, while value stocks typically represent more established, slower-growing companies.

Which does better in the long run? Neither. Vanguard research has shown that there is no significant long-term difference in the risk/reward characteristics of growth and value stocks. But, because their performance can vary considerably over shorter time periods, a truly diversified portfolio should have exposure to both.

Rolling 12-month return differences, 1994–2014



Note: "Rolling" means here that 12-month returns were calculated from the start of each month in the 20-year period ended December 31, 2014. The Russell 3000 Index represents the broad U.S. stock market. The Russell indexes use a different index construction methodology than the CRSP indexes used in your fund.

Source: Vanguard.

drug, home improvement, and specialty retailers lifted the category. The economy and labor markets have improved, and lower gasoline prices have made funds available for other purchases. Still, consumers have been discriminating, and the firms at the head of the pack tended to be those that were helped by economies of scale or offered unique services, goods, or shopping experiences.

The financial sector, the fund's largest, returned less than 1% and barely made a contribution to the outcome. Modest gains by banks and several investment firms were offset by some declines by REITs (real estate investment trusts) and property and casualty insurance companies. The technology, consumer goods, basic materials, and industrials sectors all finished with returns between 1% and -1%.

Oil and gas stocks, which pared their losses from earlier periods as oil prices bounced back a bit, returned about -4%. The utilities sector was the worst performer; it returned nearly -11% as investors who last year favored high-yielding utility stocks focused on other opportunities with the possibility of a rise in interest rates later this year.

As your investment costs go down, your chance for success can go up
Being an investor can be frustrating at times: You're planning for your financial future, but some factors—for example,

the financial markets—are beyond your control. Although you can't control the markets, you do have some choice in how much you pay to invest in them. And what you pay can greatly affect your chance for investing success.

At Vanguard, as you know, we take minimizing costs seriously. Indeed, that's one of our four investment principles. (You can read more in *Vanguard's Principles for Investing Success*, available at vanguard.com/research.) Paying less in expenses has an intuitive, immediate appeal. Less obvious, perhaps, is the enormous advantage that low costs can offer over time.

Imagine two well-diversified portfolios, each with a starting balance of \$100,000 and each earning a yearly return of 6%, which is reinvested over a 30-year period. In one scenario, the investor pays 0.25% of assets in portfolio expenses every year, while in the other the investor pays 0.90%. (Keep in mind that this is a hypothetical example and doesn't represent any particular investment.)

After 30 years, the lower-cost portfolio would have a balance of more than \$530,000, while the higher-cost portfolio would have a balance of almost \$440,000. What might seem like a trifling cost difference at the start becomes a meaningful difference over the long term—in this example, nearly \$100,000.

Increasingly, investors are recognizing the importance of minimizing costs. According to Morningstar, over the past ten years, 95% of mutual fund cash flows have gone into funds ranked in the lowest 20% in terms of their expenses. We're pleased to see this trend, because it means investors are keeping more of their returns, and by doing so, they've given themselves a better chance of reaching their financial goals.

As always, thank you for investing with Vanguard.

Sincerely,

A handwritten signature in black ink that reads "F. William McNabb III". The signature is stylized, with a large, sweeping initial "F" and the name "William McNabb" written in a cursive script, followed by "III" in a more formal, blocky font.

F. William McNabb III
Chairman and Chief Executive Officer
July 13, 2015

Your Fund’s Performance at a Glance
December 31, 2014, Through June 30, 2015

	Starting Share Price	Ending Share Price	Distributions Per Share	
			Income Dividends	Capital Gains
Vanguard Total Stock Market Index Fund				
Investor Shares	\$51.58	\$52.09	\$0.446	\$0.000
ETF Shares	106.00	107.04	0.976	0.000
Admiral Shares	51.60	52.10	0.475	0.000
Institutional Shares	51.60	52.11	0.476	0.000
Institutional Plus Shares (Inception: 4/28/2015)	100.00	97.73	0.433	0.000

Total Stock Market Index Fund

Fund Profile

As of June 30, 2015

Share-Class Characteristics

	Investor Shares	ETF Shares	Admiral Shares	Institutional Shares	Institutional Plus Shares
Ticker Symbol	VTSMX	VTI	VTSAX	VITSX	VSMPX
Expense Ratio ¹	0.17%	0.05%	0.05%	0.04%	0.02%
30-Day SEC Yield	1.80%	1.90%	1.90%	1.91%	1.93%

Portfolio Characteristics

	Fund	CRSP US Total Market Index
Number of Stocks	3,814	3,803
Median Market Cap	\$49.0B	\$48.4B
Price/Earnings Ratio	21.7x	21.7x
Price/Book Ratio	2.8x	2.8x
Return on Equity	17.7%	17.5%
Earnings Growth Rate	11.6%	11.5%
Dividend Yield	1.9%	1.9%
Foreign Holdings	0.0%	0.0%
Turnover Rate (Annualized)	3%	—
Short-Term Reserves	-0.3%	—

Sector Diversification (% of equity exposure)

	Fund	CRSP US Total Market Index
Basic Materials	2.7%	2.7%
Consumer Goods	9.8	9.8
Consumer Services	14.0	14.0
Financials	19.0	19.1
Health Care	14.4	14.3
Industrials	12.3	12.3
Oil & Gas	7.2	7.2
Technology	15.7	15.7
Telecommunications	2.0	2.0
Utilities	2.9	2.9

Volatility Measures

	Spliced Total Stock Market Index
R-Squared	1.00
Beta	1.00

These measures show the degree and timing of the fund's fluctuations compared with the index over 36 months.

Ten Largest Holdings (% of total net assets)

Apple Inc.	Computer Hardware	3.2%
Exxon Mobil Corp.	Integrated Oil & Gas	1.5
Microsoft Corp.	Software	1.4
Google Inc.	Internet	1.3
Johnson & Johnson	Pharmaceuticals	1.2
General Electric Co.	Diversified Industrials	1.2
Wells Fargo & Co.	Banks	1.1
JPMorgan Chase & Co.	Banks	1.1
Berkshire Hathaway Inc.	Reinsurance	1.1
Procter & Gamble Co.	Nondurable Household Products	0.9
Top Ten		14.0%

The holdings listed exclude any temporary cash investments and equity index products.

¹ The expense ratios shown are from the prospectus dated April 28, 2015, and represent estimated costs for the current fiscal year. For the six months ended June 30, 2015, the annualized expense ratios were 0.15% for Investor Shares, 0.04% for ETF Shares, 0.04% for Admiral Shares, 0.04% for Institutional Shares, and 0.02% for Institutional Plus Shares (since inception).

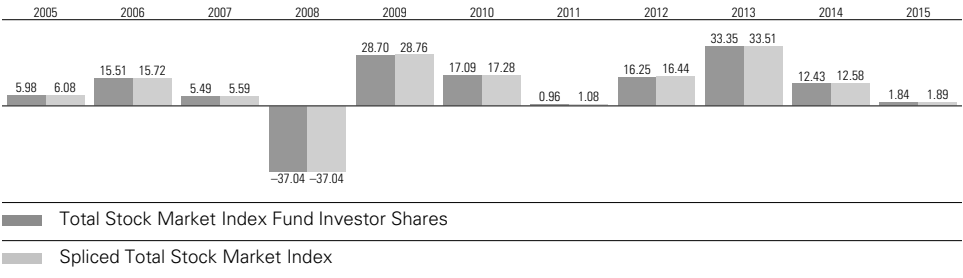
Investment Focus

Style		Value	Blend	Growth
Market Cap	Large			
	Medium			
	Small			

Performance Summary

All of the returns in this report represent past performance, which is not a guarantee of future results that may be achieved by the fund. (Current performance may be lower or higher than the performance data cited. For performance data current to the most recent month-end, visit our website at vanguard.com/performance.) Note, too, that both investment returns and principal value can fluctuate widely, so an investor's shares, when sold, could be worth more or less than their original cost. The returns shown do not reflect taxes that a shareholder would pay on fund distributions or on the sale of fund shares.

Fiscal-Year Total Returns (%): December 31, 2004, Through June 30, 2015



For a benchmark description, see the Glossary.

Note: For 2015, performance data reflect the six months ended June 30, 2015.

Average Annual Total Returns: Periods Ended June 30, 2015

	Inception Date	One Year	Five Years	Ten Years
Investor Shares	4/27/1992	7.08%	17.42%	8.21%
ETF Shares	5/24/2001			
Market Price		7.20	17.57	8.34
Net Asset Value		7.20	17.57	8.33
Admiral Shares	11/13/2000	7.18	17.56	8.33
Institutional Shares	7/7/1997	7.21	17.57	8.34
Institutional Plus Shares	4/28/2015	—	—	-1.85 ¹

¹ Return since inception.

Financial Statements (unaudited)

Statement of Net Assets—Investments Summary

As of June 30, 2015

This Statement summarizes the fund's holdings by asset type. Details are reported for each of the fund's 50 largest individual holdings and for investments that, in total for any issuer, represent more than 1% of the fund's net assets. The total value of smaller holdings is reported as a single amount within each category.

The fund reports a complete list of its holdings in regulatory filings four times in each fiscal year, at the quarter-ends. For the second and fourth fiscal quarters, the complete listing of the fund's holdings is available electronically on vanguard.com and on the Securities and Exchange Commission's website (sec.gov), or you can have it mailed to you without charge by calling 800-662-7447. For the first and third fiscal quarters, the fund files the lists with the SEC on Form N-Q. Shareholders can look up the fund's Forms N-Q on the SEC's website. Forms N-Q may also be reviewed and copied at the SEC's Public Reference Room (see the back cover of this report for further information).

	Shares	Market Value* (\$000)	Percentage of Net Assets
Common Stocks			
Basic Materials †		10,788,090	2.7%
Consumer Goods			
Procter & Gamble Co.	48,005,718	3,755,967	0.9%
Coca-Cola Co.	69,554,512	2,728,623	0.7%
PepsiCo Inc.	26,240,276	2,449,267	0.6%
Philip Morris International Inc.	27,481,791	2,203,215	0.6%
Altria Group Inc.	34,863,996	1,705,198	0.4%
Consumer Goods—Other †		26,284,507	6.5%
		39,126,777	9.7%
Consumer Services			
Walt Disney Co.	27,063,328	3,089,008	0.8%
* Amazon.com Inc.	6,610,523	2,869,562	0.7%
Home Depot Inc.	23,080,394	2,564,924	0.6%
Comcast Corp. Class A	39,329,679	2,365,287	0.6%
CVS Health Corp.	19,937,577	2,091,053	0.5%
Wal-Mart Stores Inc.	25,908,861	1,837,716	0.5%
McDonald's Corp.	17,003,840	1,616,555	0.4%
Consumer Services—Other †		39,563,547	9.8%
		55,997,652	13.9%
Financials			
Wells Fargo & Co.	82,323,503	4,629,874	1.1%
JPMorgan Chase & Co.	65,965,713	4,469,837	1.1%
* Berkshire Hathaway Inc. Class B	31,317,445	4,262,617	1.1%
Bank of America Corp.	186,134,281	3,168,005	0.8%
Citigroup Inc.	51,032,780	2,819,051	0.7%
Visa Inc. Class A	34,750,545	2,333,499	0.6%
MasterCard Inc. Class A	17,723,589	1,656,801	0.4%
* Berkshire Hathaway Inc. Class A	863	176,786	0.0%
* Synchrony Financial	2,250,463	74,108	0.0%
Financials—Other †		52,730,288	13.1%
		76,320,866	18.9%

Total Stock Market Index Fund

	Shares	Market Value* (\$000)	Percentage of Net Assets
Health Care			
Johnson & Johnson	49,191,334	4,794,187	1.2%
Pfizer Inc.	109,481,204	3,670,905	0.9%
Gilead Sciences Inc.	26,086,302	3,054,184	0.7%
Merck & Co. Inc.	50,224,643	2,859,289	0.7%
* Allergan plc	6,970,013	2,115,120	0.5%
Amgen Inc.	13,480,867	2,069,583	0.5%
UnitedHealth Group Inc.	16,875,844	2,058,853	0.5%
Bristol-Myers Squibb Co.	29,570,950	1,967,651	0.5%
AbbVie Inc.	29,002,502	1,948,678	0.5%
Medtronic plc	25,248,192	1,870,891	0.5%
* Biogen Inc.	4,175,036	1,686,464	0.4%
* Celgene Corp.	14,106,703	1,632,639	0.4%
Health Care—Other †		27,795,102	6.9%
		57,523,546	14.2%
Industrials			
General Electric Co.	178,678,987	4,747,501	1.2%
3M Co.	11,240,047	1,734,339	0.4%
United Technologies Corp.	15,060,931	1,670,709	0.4%
Boeing Co.	11,054,902	1,533,536	0.4%
Industrials—Other †		39,856,139	9.9%
		49,542,224	12.3%
Oil & Gas			
Exxon Mobil Corp.	74,216,580	6,174,819	1.5%
Chevron Corp.	33,311,762	3,213,586	0.8%
Schlumberger Ltd.	22,616,954	1,949,355	0.5%
Oil & Gas—Other †		17,588,864	4.3%
		28,926,624	7.1%
Other †			
		4,159	0.0%
Technology			
Apple Inc.	102,240,800	12,823,552	3.2%
Microsoft Corp.	129,253,726	5,706,552	1.4%
* Facebook Inc. Class A	37,875,005	3,248,350	0.8%
* Google Inc. Class A	5,116,534	2,763,133	0.7%
* Google Inc. Class C	5,150,768	2,681,026	0.7%
International Business Machines Corp.	15,758,177	2,563,225	0.6%
Intel Corp.	84,143,939	2,559,238	0.6%
Cisco Systems Inc.	90,320,695	2,480,206	0.6%
Oracle Corp.	58,221,837	2,346,340	0.6%
QUALCOMM Inc.	28,968,842	1,814,319	0.5%
Technology—Other †		23,915,580	5.9%
		62,901,521	15.6%
Telecommunications			
Verizon Communications Inc.	72,561,096	3,382,073	0.8%
AT&T Inc.	92,003,255	3,267,956	0.8%
Telecommunications—Other †		1,502,498	0.4%
		8,152,527	2.0%
Utilities †			
		11,489,195	2.8%
Total Common Stocks (Cost \$272,992,553)		400,773,181	99.2%²

Total Stock Market Index Fund

	Coupon	Shares	Market Value* (\$000)	Percentage of Net Assets
Temporary Cash Investments				
Money Market Fund				
^{3,4} Vanguard Market Liquidity Fund	0.137%	3,417,616,000	3,417,616	0.9%
^{5,6} U.S. Government and Agency Obligations †			117,783	0.0%
Total Temporary Cash Investments (Cost \$3,535,396)			3,535,399	0.9%²
⁷Total Investments (Cost \$276,527,949)			404,308,580	100.1%
Other Assets and Liabilities				
Other Assets			3,479,432	0.9%
Liabilities ⁴			(3,916,121)	(1.0%)
			(436,689)	(0.1%)
Net Assets			403,871,891	100.0%

At June 30, 2015, net assets consisted of:

	Amount (\$000)
Paid-in Capital	277,241,534
Overdistributed Net Investment Income	(3,743)
Accumulated Net Realized Losses	(1,115,953)
Unrealized Appreciation (Depreciation)	
Investment Securities	127,780,631
Futures Contracts	(26,892)
Swap Contracts	(3,686)
Net Assets	403,871,891

Investor Shares—Net Assets

Applicable to 2,269,320,711 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	118,203,807
Net Asset Value Per Share—Investor Shares	\$52.09

Admiral Shares—Net Assets

Applicable to 2,380,600,948 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	124,038,415
Net Asset Value Per Share—Admiral Shares	\$52.10

Institutional Shares—Net Assets

Applicable to 812,105,989 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	42,319,863
Net Asset Value Per Share—Institutional Shares	\$52.11

Institutional Plus Shares—Net Assets

Applicable to 635,966,605 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	62,150,885
Net Asset Value Per Share—Institutional Plus Shares	\$97.73

Total Stock Market Index Fund

At June 30, 2015, net assets consisted of:

	Amount (\$000)
ETF Shares—Net Assets	
Applicable to 534,000,327 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	57,158,921
Net Asset Value Per Share—ETF Shares	\$107.04

• See Note A in Notes to Financial Statements.

* Non-income-producing security.

† Represents the aggregate value, by category, of securities that are not among the 50 largest holdings and, in total for any issuer, represent 1% or less of net assets.

1 "Other" represents securities that are not classified by the fund's benchmark index.

2 The fund invests a portion of its cash reserves in equity markets through the use of index futures contracts and swap contracts. After giving effect to futures and swap investments, the fund's effective common stock and temporary cash investment positions represent 100.0% and 0.1%, respectively, of net assets.

3 Affiliated money market fund available only to Vanguard funds and certain trusts and accounts managed by Vanguard. Rate shown is the 7-day yield.

4 Includes \$1,475,115,000 of collateral received for securities on loan.

5 Securities with a value of \$1,335,000 have been segregated as collateral for open swap contracts. After June 30, the fund posted additional collateral of \$702,000 in connection with open swap contracts as of June 30, 2015.

6 Securities with a value of \$94,792,000 have been segregated as initial margin for open futures contracts.

7 The total value of securities on loan is \$1,387,626,000.

See accompanying Notes, which are an integral part of the Financial Statements.

Statement of Operations

Six Months Ended
June 30, 2015

	(\$000)
Investment Income	
Income	
Dividends	3,815,640
Interest ¹	1,593
Securities Lending	41,752
Total Income	3,858,985
Expenses	
The Vanguard Group—Note B	
Investment Advisory Services	8,303
Management and Administrative—Investor Shares	77,491
Management and Administrative—Admiral Shares	16,423
Management and Administrative—Institutional Shares	8,771
Management and Administrative—Institutional Plus Shares	122
Management and Administrative—ETF Shares	6,038
Marketing and Distribution—Investor Shares	10,631
Marketing and Distribution—Admiral Shares	7,099
Marketing and Distribution—Institutional Shares	8,336
Marketing and Distribution—Institutional Plus Shares	—
Marketing and Distribution—ETF Shares	4,359
Custodian Fees	1,896
Shareholders' Reports—Investor Shares	123
Shareholders' Reports—Admiral Shares	236
Shareholders' Reports—Institutional Shares	31
Shareholders' Reports—Institutional Plus Shares	—
Shareholders' Reports—ETF Shares	266
Trustees' Fees and Expenses	142
Total Expenses	150,267
Net Investment Income	3,708,718
Realized Net Gain (Loss)	
Investment Securities Sold	7,053,387
Futures Contracts	127,037
Swap Contracts	1,278
Realized Net Gain (Loss)	7,181,702
Change in Unrealized Appreciation (Depreciation)	
Investment Securities	(3,268,367)
Futures Contracts	(80,526)
Swap Contracts	(5,909)
Change in Unrealized Appreciation (Depreciation)	(3,354,802)
Net Increase (Decrease) in Net Assets Resulting from Operations	7,535,618

¹ Interest income from an affiliated company of the fund was \$1,524,000.

See accompanying Notes, which are an integral part of the Financial Statements.

Statement of Changes in Net Assets

	Six Months Ended June 30, 2015	Year Ended December 31, 2014
	(\$000)	(\$000)
Increase (Decrease) in Net Assets		
Operations		
Net Investment Income	3,708,718	6,338,343
Realized Net Gain (Loss)	7,181,702	5,536,438
Change in Unrealized Appreciation (Depreciation)	(3,354,802)	29,566,230
Net Increase (Decrease) in Net Assets Resulting from Operations	7,535,618	41,441,011
Distributions		
Net Investment Income		
Investor Shares	(1,037,734)	(1,960,851)
Admiral Shares	(1,114,527)	(1,880,181)
Signal Shares	—	(121,148)
Institutional Shares	(918,850)	(1,532,803)
Institutional Plus Shares	(18,514)	—
ETF Shares	(503,942)	(840,367)
Realized Capital Gain		
Investor Shares	—	—
Admiral Shares	—	—
Signal Shares	—	—
Institutional Shares	—	—
Institutional Plus Shares	—	—
ETF Shares	—	—
Total Distributions	(3,593,567)	(6,335,350)
Capital Share Transactions		
Investor Shares	(1,049,373)	1,473,741
Admiral Shares	5,437,498	20,691,802
Signal Shares	—	(11,447,555)
Institutional Shares	(56,533,479)	22,615,084
Institutional Plus Shares	63,292,910	—
ETF Shares	5,779,394	7,232,036
Net Increase (Decrease) from Capital Share Transactions	16,926,950	40,565,108
Total Increase (Decrease)	20,869,001	75,670,769
Net Assets		
Beginning of Period	383,002,890	307,332,121
End of Period ¹	403,871,891	383,002,890

¹ Net Assets—End of Period includes undistributed (overdistributed) net investment income of (\$3,743,000) and (\$120,172,000).

Financial Highlights

Investor Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2015	Year Ended December 31,				
	2015	2014	2013	2012	2011	2010
Net Asset Value, Beginning of Period	\$51.58	\$46.67	\$35.64	\$31.29	\$31.56	\$27.45
Investment Operations						
Net Investment Income	.462	.854	.757	.720	.565	.523
Net Realized and Unrealized Gain (Loss) on Investments	.494	4.907	11.038	4.350	(.273)	4.117
Total from Investment Operations	.956	5.761	11.795	5.070	.292	4.640
Distributions						
Dividends from Net Investment Income	(.446)	(.851)	(.765)	(.720)	(.562)	(.530)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.446)	(.851)	(.765)	(.720)	(.562)	(.530)
Net Asset Value, End of Period	\$52.09	\$51.58	\$46.67	\$35.64	\$31.29	\$31.56
Total Return¹	1.84%	12.43%	33.35%	16.25%	0.96%	17.09%

Ratios/Supplemental Data

Net Assets, End of Period (Millions)	\$118,204	\$117,966	\$105,008	\$78,936	\$62,668	\$56,063
Ratio of Total Expenses to Average Net Assets	0.15%	0.17%	0.17%	0.17%	0.17%	0.17%
Ratio of Net Investment Income to Average Net Assets	1.83%	1.77%	1.84%	2.11%	1.79%	1.85%
Portfolio Turnover Rate ²	3%	3%	4%	3%	5%	5%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Total returns do not include account service fees that may have applied in the periods shown. Fund prospectuses provide information about any applicable account service fees.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

Admiral Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2015	Year Ended December 31,				
	2015	2014	2013	2012	2011	2010
Net Asset Value, Beginning of Period	\$51.60	\$46.69	\$35.65	\$31.30	\$31.57	\$27.45
Investment Operations						
Net Investment Income	.490	.912	.807	.761	.602	.554
Net Realized and Unrealized Gain (Loss) on Investments	.485	4.908	11.047	4.350	(.273)	4.127
Total from Investment Operations	.975	5.820	11.854	5.111	.329	4.681
Distributions						
Dividends from Net Investment Income	(.475)	(.910)	(.814)	(.761)	(.599)	(.561)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.475)	(.910)	(.814)	(.761)	(.599)	(.561)
Net Asset Value, End of Period	\$52.10	\$51.60	\$46.69	\$35.65	\$31.30	\$31.57
Total Return¹	1.88%	12.56%	33.52%	16.38%	1.08%	17.26%

Ratios/Supplemental Data

Net Assets, End of Period (Millions)	\$124,038	\$117,476	\$86,541	\$59,771	\$49,496	\$47,190
Ratio of Total Expenses to Average Net Assets	0.04%	0.05%	0.05%	0.05%	0.05%	0.06%
Ratio of Net Investment Income to Average Net Assets	1.94%	1.89%	1.96%	2.23%	1.91%	1.96%
Portfolio Turnover Rate ²	3%	3%	4%	3%	5%	5%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Total returns do not include account service fees that may have applied in the periods shown. Fund prospectuses provide information about any applicable account service fees.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

Institutional Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2015	Year Ended December 31,				
	2015	2014	2013	2012	2011	2010
Net Asset Value, Beginning of Period	\$51.60	\$46.69	\$35.66	\$31.30	\$31.57	\$27.46
Investment Operations						
Net Investment Income	.490	.915	.808	.763	.603	.558
Net Realized and Unrealized Gain (Loss) on Investments	.496	4.908	11.038	4.359	(.272)	4.117
Total from Investment Operations	.986	5.823	11.846	5.122	.331	4.675
Distributions						
Dividends from Net Investment Income	(.476)	(.913)	(.816)	(.762)	(.601)	(.565)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.476)	(.913)	(.816)	(.762)	(.601)	(.565)
Net Asset Value, End of Period	\$52.11	\$51.60	\$46.69	\$35.66	\$31.30	\$31.57
Total Return	1.90%	12.56%	33.49%	16.42%	1.09%	17.23%

Ratios/Supplemental Data

Net Assets, End of Period (Millions)	\$42,320	\$96,674	\$65,738	\$39,367	\$29,467	\$23,785
Ratio of Total Expenses to Average Net Assets	0.04%	0.04%	0.04%	0.04%	0.04%	0.05%
Ratio of Net Investment Income to Average Net Assets	1.94%	1.90%	1.97%	2.24%	1.92%	1.97%
Portfolio Turnover Rate ¹	3%	3%	4%	3%	5%	5%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

Institutional Plus Shares

For a Share Outstanding Throughout the Period	April 28, 2015 ¹ to June 30, 2015
Net Asset Value, Beginning of Period	\$100.00
Investment Operations	
Net Investment Income	.338
Net Realized and Unrealized Gain (Loss) on Investments	(2.175)
Total from Investment Operations	(1.837)
Distributions	
Dividends from Net Investment Income	(.433)
Distributions from Realized Capital Gains	—
Total Distributions	(.433)
Net Asset Value, End of Period	\$97.73
Total Return	-1.85%

Ratios/Supplemental Data

Net Assets, End of Period (Millions)	\$62,151
Ratio of Total Expenses to Average Net Assets	0.02%
Ratio of Net Investment Income to Average Net Assets	2.10%
Portfolio Turnover Rate ²	3%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Inception.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

ETF Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2015	Year Ended December 31,				
		2014	2013	2012	2011	2010
Net Asset Value, Beginning of Period	\$106.00	\$95.91	\$73.24	\$64.29	\$64.86	\$56.39
Investment Operations						
Net Investment Income	1.008	1.874	1.657	1.564	1.238	1.133
Net Realized and Unrealized Gain (Loss) on Investments	1.008	10.085	22.686	8.949	(.575)	8.485
Total from Investment Operations	2.016	11.959	24.343	10.513	.663	9.618
Distributions						
Dividends from Net Investment Income	(.976)	(1.869)	(1.673)	(1.563)	(1.233)	(1.148)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.976)	(1.869)	(1.673)	(1.563)	(1.233)	(1.148)
Net Asset Value, End of Period	\$107.04	\$106.00	\$95.91	\$73.24	\$64.29	\$64.86
Total Return	1.90%	12.56%	33.51%	16.41%	1.06%	17.26%

Ratios/Supplemental Data

Net Assets, End of Period (Millions)	\$57,159	\$50,886	\$39,165	\$24,270	\$19,521	\$17,930
Ratio of Total Expenses to Average Net Assets	0.04%	0.05%	0.05%	0.05%	0.05%	0.06%
Ratio of Net Investment Income to Average Net Assets	1.94%	1.89%	1.96%	2.23%	1.91%	1.96%
Portfolio Turnover Rate ¹	3%	3%	4%	3%	5%	5%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Notes to Financial Statements

Vanguard Total Stock Market Index Fund is registered under the Investment Company Act of 1940 as an open-end investment company, or mutual fund. The fund offers five classes of shares: Investor Shares, Admiral Shares, Institutional Shares, Institutional Plus Shares, and ETF Shares. Investor Shares are available to any investor who meets the fund's minimum purchase requirements. Admiral Shares, Institutional Shares, and Institutional Plus Shares are designed for investors who meet certain administrative, service, and account-size criteria. Institutional Plus Shares were issued on April 28, 2015. ETF Shares are listed for trading on NYSE Arca; they can be purchased and sold through a broker. Prior to October 24, 2014, the fund offered Signal Shares. Effective at the close of business on October 24, 2014, the Signal Shares were converted to Admiral Shares.

A. The following significant accounting policies conform to generally accepted accounting principles for U.S. investment companies. The fund consistently follows such policies in preparing its financial statements.

1. **Security Valuation:** Securities are valued as of the close of trading on the New York Stock Exchange (generally 4 p.m., Eastern time) on the valuation date. Equity securities are valued at the latest quoted sales prices or official closing prices taken from the primary market in which each security trades; such securities not traded on the valuation date are valued at the mean of the latest quoted bid and asked prices. Securities for which market quotations are not readily available, or whose values have been materially affected by events occurring before the fund's pricing time but after the close of the securities' primary markets, are valued by methods deemed by the board of trustees to represent fair value. Investments in Vanguard Market Liquidity Fund are valued at that fund's net asset value. Temporary cash investments acquired over 60 days to maturity are valued using the latest bid prices or using valuations based on a matrix system (which considers such factors as security prices, yields, maturities, and ratings), both as furnished by independent pricing services. Other temporary cash investments are valued at amortized cost, which approximates market value.

2. **Futures Contracts:** The fund uses index futures contracts to a limited extent, with the objectives of maintaining full exposure to the stock market, enhancing returns, maintaining liquidity, and minimizing transaction costs. The fund may purchase futures contracts to immediately invest incoming cash in the market, or sell futures in response to cash outflows, thereby simulating a fully invested position in the underlying index while maintaining a cash balance for liquidity. The fund may seek to enhance returns by using futures contracts instead of the underlying securities when futures are believed to be priced more attractively than the underlying securities. The primary risks associated with the use of futures contracts are imperfect correlation between changes in market values of stocks held by the fund and the prices of futures contracts, and the possibility of an illiquid market. Counterparty risk involving futures is mitigated because a regulated clearinghouse is the counterparty instead of the clearing broker. To further mitigate counterparty risk, the fund trades futures contracts on an exchange, monitors the financial strength of its clearing brokers and clearinghouse, and has entered into clearing agreements with its clearing brokers. The clearinghouse imposes initial margin requirements to secure the fund's performance and requires daily settlement of variation margin representing changes in the market value of each contract.

Futures contracts are valued at their quoted daily settlement prices. The aggregate settlement values of the contracts are not recorded in the Statement of Net Assets. Fluctuations in the value of the contracts are recorded in the Statement of Net Assets as an asset (liability) and in the Statement of Operations as unrealized appreciation (depreciation) until the contracts are closed, when they are recorded as realized futures gains (losses).

During the six months ended June 30, 2015, the fund's average investments in long and short futures contracts represented less than 1% and 0% of net assets, respectively, based on the average of aggregate settlement values at each quarter-end during the period.

3. **Swap Contracts:** The fund has entered into equity swap contracts to earn the total return on selected reference stocks in the fund's target index. Under the terms of the swaps, the fund receives the total return on the referenced stock (i.e., receiving the increase or paying the decrease in value of the selected reference stock and receiving the equivalent of any dividends in respect of the selected referenced stock) over a specified period of time, applied to a notional amount that represents the value of a designated number of shares of the selected reference stock at the beginning of the equity swap contract. The fund also pays a floating rate that is based on short-term interest rates, applied to the notional amount. At the same time, the fund invests an amount approximating the notional amount of the swap in high-quality temporary cash investments.

The notional amounts of swap contracts are not recorded in the Statement of Net Assets. Swaps are valued daily based on market quotations received from independent pricing services or recognized dealers and the change in value is recorded in the Statement of Net Assets as an asset (liability) and in the Statement of Operations as unrealized appreciation (depreciation) until termination of the swap, at which time realized gain (loss) is recorded. A risk associated with all types of swaps is the possibility that a counterparty may default on its obligation to pay net amounts due to the fund. The fund's maximum amount subject to counterparty risk is the unrealized appreciation on the swap contract. The fund mitigates its counterparty risk by entering into swaps only with a diverse group of prequalified counterparties, monitoring their financial strength, entering into master netting arrangements with its counterparties, and requiring its counterparties to transfer collateral as security for their performance. In the event of a counterparty's default (including bankruptcy), the fund may terminate any swap contracts with that counterparty, determine the net amount owed by either party in accordance with its master netting arrangements, and sell or retain any collateral held up to the net amount owed to the fund under the master netting arrangements. The swap contracts contain provisions whereby a counterparty may terminate open contracts if the fund net assets decline below a certain level, triggering a payment by the fund if the fund is in a net liability position at the time of the termination. The payment amount would be reduced by any collateral the fund has pledged. Any securities pledged as collateral for open contracts are noted in the Statement of Net Assets. The value of collateral received or pledged is compared daily to the value of the swap contracts exposure with each counterparty, and any difference, if in excess of a specified minimum transfer amount, is adjusted and settled within two business days.

During the six months ended June 30, 2015, the fund's average amounts of total return swaps represented less than 1% of net assets, based on the average of notional amounts at each quarter-end during the period.

4. **Federal Income Taxes:** The fund intends to continue to qualify as a regulated investment company and distribute all of its taxable income. Management has analyzed the fund's tax positions taken for all open federal income tax years (December 31, 2011–2014), and for the period ended June 30, 2015, and has concluded that no provision for federal income tax is required in the fund's financial statements.

5. **Distributions:** Distributions to shareholders are recorded on the ex-dividend date.

6. **Securities Lending:** To earn additional income, the fund lends its securities to qualified institutional borrowers. Security loans are required to be secured at all times by collateral in an amount at least equal to the market value of securities loaned. Daily market fluctuations could cause the value of loaned securities to be more or less than the value of the collateral received. When this occurs, the collateral is adjusted and settled on the next business day. The fund further mitigates its counterparty risk by entering into securities lending transactions only with a diverse group of prequalified counterparties, monitoring their financial strength, and entering into master securities lending agreements with its counterparties. The master securities lending agreements provide that, in the event of a counterparty's default (including bankruptcy), the fund may terminate any loans with that borrower, determine the net amount owed, and sell or retain the collateral up to the net amount owed to the fund; however, such actions may be subject to legal proceedings. While collateral mitigates counterparty risk, in the absence of a default the fund may experience delays and costs in recovering the securities loaned. The fund invests cash collateral received in Vanguard Market Liquidity Fund, and records a liability in the Statement of Net Assets for the return of the collateral, during the period the securities are on loan. Securities lending income represents fees charged to borrowers plus income earned on invested cash collateral, less expenses associated with the loan.

7. **Credit Facility:** The fund and certain other funds managed by The Vanguard Group participate in a \$3 billion committed credit facility provided by a syndicate of lenders pursuant to a credit agreement that may be renewed annually; each fund is individually liable for its borrowings, if any, under the credit facility. Borrowings may be utilized for temporary and emergency purposes, and are subject to the fund's regulatory and contractual borrowing restrictions. The participating funds are charged administrative fees and an annual commitment fee of 0.06% of the undrawn amount of the facility; these fees are allocated to the funds based on a method approved by the fund's board of trustees and included in Management and Administrative expenses on the fund's Statement of Operations. Any borrowings under this facility bear interest at a rate equal to the higher of the federal funds rate or LIBOR reference rate plus an agreed-upon spread.

The fund had no borrowings outstanding at June 30, 2015, or at any time during the period then ended.

8. **Other:** Dividend income is recorded on the ex-dividend date. Interest income includes income distributions received from Vanguard Market Liquidity Fund and is accrued daily. Premiums and discounts on debt securities purchased are amortized and accreted, respectively, to interest income over the lives of the respective securities. Security transactions are accounted for on the date securities are bought or sold. Costs used to determine realized gains (losses) on the sale of investment securities are those of the specific securities sold.

Each class of shares has equal rights as to assets and earnings, except that each class separately bears certain class-specific expenses related to maintenance of shareholder accounts (included in Management and Administrative expenses) and shareholder reporting. Marketing and distribution expenses are allocated to each class of shares based on a method approved by the board of trustees. Income, other non-class-specific expenses, and gains and losses on investments are allocated to each class of shares based on its relative net assets.

B. The Vanguard Group furnishes at cost investment advisory, corporate management, administrative, marketing, and distribution services. The costs of such services are allocated to the fund based on methods approved by the board of trustees. The fund has committed to invest up to 0.40% of its net assets in Vanguard. At June 30, 2015, the fund had contributed capital of \$36,135,000 to Vanguard (included in Other Assets), representing 0.01% of the fund's net assets and 14.45% of Vanguard's capitalization. The fund's trustees and officers are also directors and employees, respectively, of Vanguard.

C. Various inputs may be used to determine the value of the fund's investments. These inputs are summarized in three broad levels for financial statement purposes. The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

Level 1—Quoted prices in active markets for identical securities.

Level 2—Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3—Significant unobservable inputs (including the fund's own assumptions used to determine the fair value of investments).

The following table summarizes the market value of the fund's investments as of June 30, 2015, based on the inputs used to value them:

Investments	Level 1 (\$000)	Level 2 (\$000)	Level 3 (\$000)
Common Stocks	400,768,766	79	4,336
Temporary Cash Investments	3,417,616	117,783	—
Futures Contracts—Assets ¹	4,245	—	—
Swap Contracts—Liabilities	—	(3,686)	—
Total	404,190,627	114,176	4,336

¹ Represents variation margin on the last day of the reporting period.

D. At June 30, 2015, the aggregate settlement value of open futures contracts and the related unrealized appreciation (depreciation) were:

			(\$000)	
Futures Contracts	Expiration	Number of Long (Short) Contracts	Aggregate Settlement Value Long (Short)	Unrealized Appreciation (Depreciation)
S&P 500 Index	September 2015	3,759	1,930,622	(25,205)
E-mini S&P 500 Index	September 2015	9,863	1,013,127	(257)
E-mini Russell 2000 Index	September 2015	957	119,663	(857)
E-mini S&P MidCap Index	September 2015	240	35,954	(573)
				(26,892)

Unrealized appreciation (depreciation) on open futures contracts is required to be treated as realized gain (loss) for tax purposes.

At June 30, 2015, the fund had the following open total return swap contracts:

Reference Entity	Termination Date	Counterparty	Notional Amount (\$000)	Floating Interest Rate Received (Paid)	Unrealized Appreciation (Depreciation) (\$000)
Ambac Financial Group Inc.	7/9/15	GSCM	5,338	(0.588%)	(1,529)
Empire State Realty Trust Inc.	7/13/15	GSCM	12,356	(0.535%)	(478)
SLM Corp.	7/16/15	GSI	43,944	(0.588%)	(1,679)
					(3,686)

GSCM—Goldman Sachs Capital Markets.

GSI—Goldman Sachs International.

E. Distributions are determined on a tax basis and may differ from net investment income and realized capital gains for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain, or loss are recognized in different periods for financial statement and tax purposes. These differences will reverse at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

During the six months ended June 30, 2015, the fund realized \$5,859,343,000 of net capital gains resulting from in-kind redemptions—in which shareholders exchanged fund shares for securities held by the fund rather than for cash. Because such gains are not taxable to the fund, and are not distributed to shareholders, they have been reclassified from accumulated net realized losses to paid-in capital.

Realized and unrealized gains (losses) on certain of the fund's swap contracts are treated as ordinary income (loss) for tax purposes. Realized gains of \$1,278,000 on swap contracts have been reclassified from accumulated net realized losses to overdistributed net investment income.

The fund's tax-basis capital gains and losses are determined only at the end of each fiscal year. For tax purposes, at December 31, 2014, the fund had available capital losses totaling \$2,188,503,000 to offset future net capital gains. Of this amount, \$2,155,179,000 is subject to expiration on December 31, 2016. Capital losses of \$33,324,000 realized beginning in fiscal 2011 may be carried forward indefinitely under the Regulated Investment Company Modernization Act of 2010, but must be used before any expiring loss carryforwards. The fund will use these capital losses to offset net taxable capital gains, if any, realized during the year ending December 31, 2015; should the fund realize net capital losses for the year, the losses will be added to the loss carryforward balance above.

At June 30, 2015, the cost of investment securities for tax purposes was \$276,537,426,000. Net unrealized appreciation of investment securities for tax purposes was \$127,771,154,000, consisting of unrealized gains of \$137,366,946,000 on securities that had risen in value since their purchase and \$9,595,792,000 in unrealized losses on securities that had fallen in value since their purchase.

F. During the six months ended June 30, 2015, the fund purchased \$31,864,177,000 of investment securities and sold \$15,254,797,000 of investment securities, other than temporary cash investments. Purchases and sales include \$9,280,480,000 and \$9,183,648,000, respectively, in connection with in-kind purchases and redemptions of the fund's capital shares.

G. Capital share transactions for each class of shares were:

	Six Months Ended June 30, 2015		Year Ended December 31, 2014	
	Amount (\$000)	Shares (000)	Amount (\$000)	Shares (000)
Investor Shares				
Issued	6,844,416	132,189	13,269,562	278,821
Issued in Lieu of Cash Distributions	1,032,675	19,515	1,951,687	39,347
Redeemed	(8,926,464)	(169,399)	(13,747,508)	(281,022)
Net Increase (Decrease)—Investor Shares	(1,049,373)	(17,695)	1,473,741	37,146
Admiral Shares				
Issued ¹	11,538,146	219,952	28,300,043	579,782
Issued in Lieu of Cash Distributions	973,531	18,393	1,654,483	33,282
Redeemed	(7,074,179)	(134,525)	(9,262,724)	(189,917)
Net Increase (Decrease)—Admiral Shares	5,437,498	103,820	20,691,802	423,147
Signal Shares				
Issued	—	—	1,941,106	42,389
Issued in Lieu of Cash Distributions	—	—	105,979	2,263
Redeemed ¹	—	—	(13,494,640)	(286,099)
Net Increase (Decrease)—Signal Shares	—	—	(11,447,555)	(241,447)
Institutional Shares				
Issued	13,047,629	250,279	27,653,328	568,377
Issued in Lieu of Cash Distributions	874,458	16,519	1,457,656	29,311
Redeemed	(70,455,566)	(1,328,064)	(6,495,900)	(132,169)
Net Increase (Decrease)—Institutional Shares	(56,533,479)	(1,061,266)	22,615,084	465,519
Institutional Plus Shares²				
Issued	63,460,379	637,685	—	—
Issued in Lieu of Cash Distributions	18,073	182	—	—
Redeemed	(185,542)	(1,900)	—	—
Net Increase (Decrease)—Institutional Plus Shares	63,292,910	635,967	—	—
ETF Shares				
Issued	14,626,754	135,541	13,809,740	137,515
Issued in Lieu of Cash Distributions	—	—	—	—
Redeemed	(8,847,360)	(81,600)	(6,577,704)	(65,800)
Net Increase (Decrease)—ETF Shares	5,779,394	53,941	7,232,036	71,715

¹ Admiral Shares Issued and Signal Shares Redeemed include \$9,780,011,000 from the conversion of Signal Shares to Admiral Shares during the 2014 fiscal year.

² Inception was April 28, 2015, for Institutional Plus Shares.

H. Management has determined that no material events or transactions occurred subsequent to June 30, 2015, that would require recognition or disclosure in these financial statements.

About Your Fund's Expenses

As a shareholder of the fund, you incur ongoing costs, which include costs for portfolio management, administrative services, and shareholder reports (like this one), among others. Operating expenses, which are deducted from a fund's gross income, directly reduce the investment return of the fund.

A fund's expenses are expressed as a percentage of its average net assets. This figure is known as the expense ratio. The following examples are intended to help you understand the ongoing costs (in dollars) of investing in your fund and to compare these costs with those of other mutual funds. The examples are based on an investment of \$1,000 made at the beginning of the period shown and held for the entire period.

The accompanying table illustrates your fund's costs in two ways:

- **Based on actual fund return.** This section helps you to estimate the actual expenses that you paid over the period. The "Ending Account Value" shown is derived from the fund's actual return, and the third column shows the dollar amount that would have been paid by an investor who started with \$1,000 in the fund. You may use the information here, together with the amount you invested, to estimate the expenses that you paid over the period.

To do so, simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number given for your fund under the heading "Expenses Paid During Period."

- **Based on hypothetical 5% yearly return.** This section is intended to help you compare your fund's costs with those of other mutual funds. It assumes that the fund had a yearly return of 5% before expenses, but that the expense ratio is unchanged. In this case—because the return used is not the fund's actual return—the results do not apply to your investment. The example is useful in making comparisons because the Securities and Exchange Commission requires all mutual funds to calculate expenses based on a 5% return. You can assess your fund's costs by comparing this hypothetical example with the hypothetical examples that appear in shareholder reports of other funds.

Note that the expenses shown in the table are meant to highlight and help you compare *ongoing* costs only and do not reflect transaction costs incurred by the fund for buying and selling securities. Further, the expenses do not include any purchase, redemption, or account service fees described in the fund prospectus. If such fees were applied to your account, your costs would be higher. Your fund does not carry a "sales load."

The calculations assume no shares were bought or sold during the period. Your actual costs may have been higher or lower, depending on the amount of your investment and the timing of any purchases or redemptions.

You can find more information about the fund's expenses, including annual expense ratios, in the Financial Statements section of this report. For additional information on operating expenses and other shareholder costs, please refer to your fund's current prospectus.

Six Months Ended June 30, 2015

Total Stock Market Index Fund	Beginning Account Value 12/31/2014	Ending Account Value 6/30/2015	Expenses Paid During Period
Based on Actual Fund Return			
Investor Shares	\$1,000.00	\$1,018.42	\$0.75
ETF Shares	1,000.00	1,018.97	0.20
Admiral Shares	1,000.00	1,018.77	0.20
Institutional Shares	1,000.00	1,018.98	0.20
Based on Hypothetical 5% Yearly Return			
Investor Shares	\$1,000.00	\$1,024.05	\$0.75
ETF Shares	1,000.00	1,024.60	0.20
Admiral Shares	1,000.00	1,024.60	0.20
Institutional Shares	1,000.00	1,024.60	0.20

The calculations are based on expenses incurred in the most recent six-month period. The fund's annualized six-month expense ratios for that period are 0.15% for Investor Shares, 0.04% for ETF Shares, 0.04% for Admiral Shares, and 0.04% for Institutional Shares. The dollar amounts shown as "Expenses Paid" are equal to the annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent six-month period, then divided by the number of days in the most recent 12-month period (181/365). The table does not include data for share classes with less than six months of history.

Trustees Approve Advisory Arrangement

The board of trustees of Vanguard Total Stock Market Index Fund has renewed the fund's investment advisory arrangement with The Vanguard Group, Inc. (Vanguard). Vanguard's Equity Investment Group—through its Equity Index Group—serves as the investment advisor for the fund. The board determined that continuing the fund's internalized management structure was in the best interests of the fund and its shareholders.

The board based its decision upon an evaluation of the advisor's investment staff, portfolio management process, and performance. The trustees considered the factors discussed below, among others. However, no single factor determined whether the board approved the arrangement. Rather, it was the totality of the circumstances that drove the board's decision.

Nature, extent, and quality of services

The board reviewed the quality of the fund's investment management services over both the short and long term, and took into account the organizational depth and stability of the advisor. The board considered that Vanguard has been managing investments for more than three decades. The Equity Index Group adheres to a sound, disciplined investment management process; the team has considerable experience, stability, and depth.

The board concluded that Vanguard's experience, stability, depth, and performance, among other factors, warranted continuation of the advisory arrangement.

Investment performance

The board considered the short- and long-term performance of the fund, including any periods of outperformance or underperformance relative to a target index and peer group. The board concluded that the performance was such that the advisory arrangement should continue. Information about the fund's most recent performance can be found in the Performance Summary section of this report.

Cost

The board concluded that the fund's expense ratio was well below the average expense ratio charged by funds in its peer group and that the fund's advisory fee rate was also well below its peer-group average. Information about the fund's expenses appears in the About Your Fund's Expenses section of this report as well as in the Financial Statements section.

The board does not conduct a profitability analysis of Vanguard because of Vanguard's unique "at-cost" structure. Unlike most other mutual fund management companies, Vanguard is owned by the funds it oversees, and produces "profits" only in the form of reduced expenses for fund shareholders.

The benefit of economies of scale

The board concluded that the fund's at-cost arrangement with Vanguard ensures that the fund will realize economies of scale as it grows, with the cost to shareholders declining as fund assets increase.

The board will consider whether to renew the advisory arrangement again after a one-year period.

Glossary

30-Day SEC Yield. A fund's 30-day SEC yield is derived using a formula specified by the U.S. Securities and Exchange Commission. Under the formula, data related to the fund's security holdings in the previous 30 days are used to calculate the fund's hypothetical net income for that period, which is then annualized and divided by the fund's estimated average net assets over the calculation period. For the purposes of this calculation, a security's income is based on its current market yield to maturity (for bonds), its actual income (for asset-backed securities), or its projected dividend yield (for stocks). Because the SEC yield represents hypothetical annualized income, it will differ—at times significantly—from the fund's actual experience. As a result, the fund's income distributions may be higher or lower than implied by the SEC yield.

Beta. A measure of the magnitude of a fund's past share-price fluctuations in relation to the ups and downs of a given market index. The index is assigned a beta of 1.00. Compared with a given index, a fund with a beta of 1.20 typically would have seen its share price rise or fall by 12% when the index rose or fell by 10%. For this report, beta is based on returns over the past 36 months for both the fund and the index. Note that a fund's beta should be reviewed in conjunction with its R-squared (see definition). The lower the R-squared, the less correlation there is between the fund and the index, and the less reliable beta is as an indicator of volatility.

Dividend Yield. Dividend income earned by stocks, expressed as a percentage of the aggregate market value (or of net asset value, for a fund). The yield is determined by dividing the amount of the annual dividends by the aggregate value (or net asset value) at the end of the period. For a fund, the dividend yield is based solely on stock holdings and does not include any income produced by other investments.

Earnings Growth Rate. The average annual rate of growth in earnings over the past five years for the stocks now in a fund.

Equity Exposure. A measure that reflects a fund's investments in stocks and stock futures. Any holdings in short-term reserves are excluded.

Expense Ratio. A fund's total annual operating expenses expressed as a percentage of the fund's average net assets. The expense ratio includes management and administrative expenses, but does not include the transaction costs of buying and selling portfolio securities.

Foreign Holdings. The percentage of a fund represented by securities or depositary receipts of companies based outside the United States.

Inception Date. The date on which the assets of a fund (or one of its share classes) are first invested in accordance with the fund's investment objective. For funds with a subscription period, the inception date is the day after that period ends. Investment performance is measured from the inception date.

Median Market Cap. An indicator of the size of companies in which a fund invests; the midpoint of market capitalization (market price x shares outstanding) of a fund's stocks, weighted by the proportion of the fund's assets invested in each stock. Stocks representing half of the fund's assets have market capitalizations above the median, and the rest are below it.

Price/Book Ratio. The share price of a stock divided by its net worth, or book value, per share. For a fund, the weighted average price/book ratio of the stocks it holds.

Price/Earnings Ratio. The ratio of a stock's current price to its per-share earnings over the past year. For a fund, the weighted average P/E of the stocks it holds. P/E is an indicator of market expectations about corporate prospects; the higher the P/E, the greater the expectations for a company's future growth.

R-Squared. A measure of how much of a fund's past returns can be explained by the returns from the market in general, as measured by a given index. If a fund's total returns were precisely synchronized with an index's returns, its R-squared would be 1.00. If the fund's returns bore no relationship to the index's returns, its R-squared would be 0. For this report, R-squared is based on returns over the past 36 months for both the fund and the index.

Return on Equity. The annual average rate of return generated by a company during the past five years for each dollar of shareholder's equity (net income divided by shareholder's equity). For a fund, the weighted average return on equity for the companies whose stocks it holds.

Short-Term Reserves. The percentage of a fund invested in highly liquid, short-term securities that can be readily converted to cash.

Turnover Rate. An indication of the fund's trading activity. Funds with high turnover rates incur higher transaction costs and may be more likely to distribute capital gains (which may be taxable to investors). The turnover rate excludes in-kind transactions, which have minimal impact on costs.

Benchmark Information

Spliced Total Stock Market Index: Dow Jones U.S. Total Stock Market Index (formerly known as the Dow Jones Wilshire 5000 Index) through April 22, 2005; MSCI US Broad Market Index through June 2, 2013; and CRSP US Total Market Index thereafter.

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The People Who Govern Your Fund

The trustees of your mutual fund are there to see that the fund is operated and managed in your best interests since, as a shareholder, you are a part owner of the fund. Your fund's trustees also serve on the board of directors of The Vanguard Group, Inc., which is owned by the Vanguard funds and provides services to them on an at-cost basis.

A majority of Vanguard's board members are independent, meaning that they have no affiliation with Vanguard or the funds they oversee, apart from the sizable personal investments they have made as private individuals. The independent board members have distinguished backgrounds in business, academia, and public service. Each of the trustees and executive officers oversees 193 Vanguard funds.

The following table provides information for each trustee and executive officer of the fund. More information about the trustees is in the *Statement of Additional Information*, which can be obtained, without charge, by contacting Vanguard at 800-662-7447, or online at vanguard.com.

Interested Trustee¹

F. William McNabb III

Born 1957. Trustee Since July 2009. Chairman of the Board. Principal Occupation(s) During the Past Five Years and Other Experience: Chairman of the Board of The Vanguard Group, Inc., and of each of the investment companies served by The Vanguard Group, since January 2010; Director of The Vanguard Group since 2008; Chief Executive Officer and President of The Vanguard Group, and of each of the investment companies served by The Vanguard Group, since 2008; Director of Vanguard Marketing Corporation; Managing Director of The Vanguard Group (1995–2008).

Independent Trustees

Emerson U. Fullwood

Born 1948. Trustee Since January 2008. Principal Occupation(s) During the Past Five Years and Other Experience: Executive Chief Staff and Marketing Officer for North America and Corporate Vice President (retired 2008) of Xerox Corporation (document management products and services); Executive in Residence and 2009–2010 Distinguished Minett Professor at the Rochester Institute of Technology; Director of SPX Corporation (multi-industry manufacturing), the United Way of Rochester, Amerigroup Corporation (managed health care), the University of Rochester Medical Center, Monroe Community College Foundation, and North Carolina A&T University.

Rajiv L. Gupta

Born 1945. Trustee Since December 2001.² Principal Occupation(s) During the Past Five Years and Other Experience: Chairman and Chief Executive Officer (retired 2009) and President (2006–2008) of Rohm and Haas Co. (chemicals); Director of Tyco International PLC (diversified manufacturing and services), Hewlett-Packard Co. (electronic computer manufacturing), and Delphi Automotive PLC (automotive components); Senior Advisor at New Mountain Capital.

Amy Gutmann

Born 1949. Trustee Since June 2006. Principal Occupation(s) During the Past Five Years and Other Experience: President of the University of Pennsylvania; Christopher H. Browne Distinguished Professor of Political Science, School of Arts and Sciences, and Professor of Communication, Annenberg School for Communication, with secondary faculty appointments in the Department of Philosophy, School of Arts and Sciences, and at the Graduate School of Education, University of Pennsylvania; Trustee of the National Constitution Center; Chair of the Presidential Commission for the Study of Bioethical Issues.

JoAnn Heffernan Heisen

Born 1950. Trustee Since July 1998. Principal Occupation(s) During the Past Five Years and Other Experience: Corporate Vice President and Chief Global Diversity Officer (retired 2008) and Member of the Executive Committee (1997–2008) of Johnson & Johnson (pharmaceuticals/medical devices/consumer products); Director of Skytop Lodge Corporation (hotels), the University Medical Center at Princeton, the Robert Wood Johnson Foundation, and the Center for Talent Innovation; Member of the Advisory Board of the Institute for Women's Leadership at Rutgers University.

F. Joseph Loughrey

Born 1949. Trustee Since October 2009. Principal Occupation(s) During the Past Five Years and Other Experience: President and Chief Operating Officer (retired 2009) of Cummins Inc. (industrial machinery); Chairman of the Board of Hillenbrand, Inc. (specialized consumer services), and of Oxfam America; Director of SKF AB (industrial machinery), Hyster-Yale Materials Handling, Inc. (forklift trucks), the Lumina Foundation for Education, and the V Foundation for Cancer Research; Member of the Advisory Council for the College of Arts and Letters and of the Advisory Board to the Kellogg Institute for International Studies, both at the University of Notre Dame.

Mark Loughridge

Born 1953. Trustee Since March 2012. Principal Occupation(s) During the Past Five Years and Other Experience: Senior Vice President and Chief Financial Officer (retired 2013) at IBM (information technology services); Fiduciary Member of IBM's Retirement Plan Committee (2004–2013); Director of the Dow Chemical Company; Member of the Council on Chicago Booth.

Scott C. Malpass

Born 1962. Trustee Since March 2012. Principal Occupation(s) During the Past Five Years and Other Experience: Chief Investment Officer and Vice President at the University of Notre Dame; Assistant Professor of Finance at the Mendoza College of Business at Notre Dame; Member of the Notre Dame 403(b) Investment Committee; Board Member of TIFF Advisory Services, Inc., and Catholic Investment Services, Inc. (investment advisors); Member of the Investment Advisory Committee of Major League Baseball.

André F. Perold

Born 1952. Trustee Since December 2004. Principal Occupation(s) During the Past Five Years and Other Experience: George Gund Professor of Finance and Banking, Emeritus at the Harvard Business School (retired 2011); Chief Investment Officer and Managing Partner of HighVista Strategies LLC (private investment firm); Director of Rand Merchant Bank; Overseer of the Museum of Fine Arts Boston.

Peter F. Volanakis

Born 1955. Trustee Since July 2009. Principal Occupation(s) During the Past Five Years and Other Experience: President and Chief Operating Officer (retired 2010) of Corning Incorporated (communications equipment); Trustee of Colby-Sawyer College; Member of the Advisory Board of the Norris Cotton Cancer Center and of the Advisory Board of the Parthenon Group (strategy consulting).

Executive Officers

Glenn Booraem

Born 1967. Treasurer Since May 2015. Principal Occupation(s) During the Past Five Years and Other Experience: Principal of The Vanguard Group, Inc.; Treasurer of each of the investment companies served by The Vanguard Group; Controller of each of the investment companies served by The Vanguard Group (2010–2015); Assistant Controller of each of the investment companies served by The Vanguard Group (2001–2010).

Thomas J. Higgins

Born 1957. Chief Financial Officer Since September 2008. Principal Occupation(s) During the Past Five Years and Other Experience: Principal of The Vanguard Group, Inc.; Chief Financial Officer of each of the investment companies served by The Vanguard Group; Treasurer of each of the investment companies served by The Vanguard Group (1998–2008).

Peter Mahoney

Born 1974. Controller Since May 2015. Principal Occupation(s) During the Past Five Years and Other Experience: Head of Global Fund Accounting at The Vanguard Group, Inc.; Controller of each of the investment companies served by The Vanguard Group; Head of International Fund Services at The Vanguard Group (2008–2014).

Heidi Stam

Born 1956. Secretary Since July 2005. Principal Occupation(s) During the Past Five Years and Other Experience: Managing Director of The Vanguard Group, Inc.; General Counsel of The Vanguard Group; Secretary of The Vanguard Group and of each of the investment companies served by The Vanguard Group; Director and Senior Vice President of Vanguard Marketing Corporation.

Vanguard Senior Management Team

Mortimer J. Buckley	Michael S. Miller
Kathleen C. Gubanich	James M. Norris
Paul A. Heller	Thomas M. Rampulla
Martha G. King	Glenn W. Reed
John T. Marcante	Karin A. Risi
Chris D. McIsaac	

Chairman Emeritus and Senior Advisor

John J. Brennan

Chairman, 1996–2009
Chief Executive Officer and President, 1996–2008

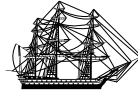
Founder

John C. Bogle

Chairman and Chief Executive Officer, 1974–1996

1 Mr. McNabb is considered an "interested person," as defined in the Investment Company Act of 1940, because he is an officer of the Vanguard funds.

2 December 2002 for Vanguard Equity Income Fund, the Vanguard Municipal Bond Funds, and the Vanguard State Tax-Exempt Funds.



Vanguard®

P.O. Box 2600
Valley Forge, PA 19482-2600

Connect with Vanguard® > vanguard.com

Fund Information > 800-662-7447

Direct Investor Account Services > 800-662-2739

Institutional Investor Services > 800-523-1036

Text Telephone for People

Who Are Deaf or Hard of Hearing > 800-749-7273

This material may be used in conjunction with the offering of shares of any Vanguard fund only if preceded or accompanied by the fund's current prospectus.

All comparative mutual fund data are from Lipper, a Thomson Reuters Company, or Morningstar, Inc., unless otherwise noted.

You can obtain a free copy of Vanguard's proxy voting guidelines by visiting vanguard.com/proxyreporting or by calling Vanguard at 800-662-2739. The guidelines are also available from the SEC's website, sec.gov. In addition, you may obtain a free report on how your fund voted the proxies for securities it owned during the 12 months ended June 30. To get the report, visit either vanguard.com/proxyreporting or sec.gov.

You can review and copy information about your fund at the SEC's Public Reference Room in Washington, D.C. To find out more about this public service, call the SEC at 202-551-8090. Information about your fund is also available on the SEC's website, and you can receive copies of this information, for a fee, by sending a request in either of two ways: via email addressed to publicinfo@sec.gov or via regular mail addressed to the Public Reference Section, Securities and Exchange Commission, Washington, DC 20549-1520.

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Q852 082015

Item 2: Code of Ethics.

Not Applicable.

Item 3: Audit Committee Financial Expert.

Not Applicable.

Item 4: Principal Accountant Fees and Services.

(a) Audit Fees.

Not Applicable.

Item 5: Audit Committee of Listed Registrants.

Not Applicable.

Item 6: Investments.

Vanguard® Total Stock Market Index Fund
Schedule of Investments
June 30, 2015

	Shares	Market Value (\$000)
Common Stocks (99.2%)¹		
Basic Materials (2.7%)		
Dow Chemical Co.	20,484,918	1,048,213
El du Pont de Nemours & Co.	16,048,243	1,026,285
LyondellBasell Industries NV Class A	6,732,892	696,989
Praxair Inc.	5,112,668	611,219
PPG Industries Inc.	4,819,400	552,882
Ecolab Inc.	4,777,468	540,188
Air Products & Chemicals Inc.	3,412,651	466,953
International Paper Co.	7,457,192	354,888
Freeport-McMoRan Inc.	18,518,393	344,813
Sigma-Aldrich Corp.	2,159,677	300,951
Mosaic Co.	5,846,211	273,895
CF Industries Holdings Inc.	4,228,965	271,838
Nucor Corp.	5,638,050	248,469
Alcoa Inc.	21,618,260	241,044
Newmont Mining Corp.	9,353,536	218,499
Celanese Corp. Class A	2,700,813	194,134
Eastman Chemical Co.	2,349,539	192,239
International Flavors & Fragrances Inc.	1,425,654	155,810
Ashland Inc.	1,214,816	148,086
* WR Grace & Co.	1,257,500	126,127
Airgas Inc.	1,188,093	125,677
FMC Corp.	2,342,540	123,100
RPM International Inc.	2,343,779	114,775
Albemarle Corp.	1,980,429	109,458
Avery Dennison Corp.	1,594,837	97,189
CONSOL Energy Inc.	4,062,960	88,329
Steel Dynamics Inc.	4,001,652	82,894
NewMarket Corp.	186,524	82,796
Huntsman Corp.	3,650,704	80,571
Reliance Steel & Aluminum Co.	1,275,949	77,169
Cytec Industries Inc.	1,257,070	76,090
* Axalta Coating Systems Ltd.	2,241,905	74,162
Royal Gold Inc.	1,087,462	66,977
* Platform Specialty Products Corp.	2,589,958	66,251
PolyOne Corp.	1,592,997	62,398
Allegheny Technologies Inc.	1,918,752	57,946
Sensient Technologies Corp.	840,148	57,416
United States Steel Corp.	2,564,368	52,877
Compass Minerals International Inc.	594,908	48,866
Westlake Chemical Corp.	703,996	48,287
* Polypore International Inc.	792,352	47,446
Domtar Corp.	1,133,292	46,918
Axiall Corp.	1,234,161	44,492
Minerals Technologies Inc.	609,905	41,553
Cabot Corp.	1,013,018	37,775
Olin Corp.	1,364,493	36,773
HB Fuller Co.	881,175	35,793
* Chemtura Corp.	1,259,917	35,668
KapStone Paper and Packaging Corp.	1,523,817	35,231
Carpenter Technology Corp.	883,911	34,190
Commercial Metals Co.	2,059,000	33,109
Balchem Corp.	544,248	30,326
^ US Silica Holdings Inc.	943,236	27,693
Kaiser Aluminum Corp.	319,526	26,546
* Ferro Corp.	1,542,564	25,884
* Cambrex Corp.	567,091	24,918
Worthington Industries Inc.	828,492	24,904
* Stillwater Mining Co.	2,135,018	24,745
A Schulman Inc.	489,083	21,383
Innophos Holdings Inc.	382,340	20,126
Globe Specialty Metals Inc.	1,131,777	20,032

Vanguard® Total Stock Market Index Fund
Schedule of Investments
June 30, 2015

	Shares	Market Value (\$000)
Quaker Chemical Corp.	224,922	19,982
* Clearwater Paper Corp.	327,570	18,770
Innospec Inc.	411,662	18,541
Stepan Co.	338,390	18,310
Calgon Carbon Corp.	943,025	18,276
OM Group Inc.	530,490	17,824
Neenah Paper Inc.	297,644	17,549
Hecla Mining Co.	6,662,890	17,523
* RTI International Metals Inc.	547,738	17,265
PH Glatfelter Co.	759,646	16,705
Tronox Ltd. Class A	1,069,584	15,648
SunCoke Energy Inc.	1,117,656	14,530
* LSB Industries Inc.	340,485	13,905
* Kraton Performance Polymers Inc.	576,047	13,756
Deltic Timber Corp.	197,940	13,389
* Resolute Forest Products Inc.	1,181,815	13,295
* Coeur Mining Inc.	2,274,454	12,987
Rayonier Advanced Materials Inc.	756,011	12,293
* Intrepid Potash Inc.	1,006,086	12,013
Aceto Corp.	482,251	11,878
* Horsehead Holding Corp.	989,542	11,597
*^ AK Steel Holding Corp.	2,941,405	11,383
Haynes International Inc.	218,357	10,769
^ Cliffs Natural Resources Inc.	2,471,709	10,703
^ Peabody Energy Corp.	4,823,800	10,564
Tredegar Corp.	447,128	9,886
* Century Aluminum Co.	861,083	8,981
Koppers Holdings Inc.	340,761	8,424
Wausau Paper Corp.	759,712	6,974
American Vanguard Corp.	447,969	6,182
* Westmoreland Coal Co.	284,715	5,916
Hawkins Inc.	145,286	5,868
* OMNOVA Solutions Inc.	758,640	5,682
* Real Industry Inc.	473,759	5,377
* Veritiv Corp.	146,119	5,328
* Cloud Peak Energy Inc.	1,080,356	5,034
Kronos Worldwide Inc.	453,713	4,973
FutureFuel Corp.	379,548	4,885
* Rentech Inc.	3,927,391	4,202
*^ Senomyx Inc.	754,931	4,046
*^ FMSA Holdings Inc.	486,042	3,981
Chase Corp.	99,106	3,939
KMG Chemicals Inc.	125,460	3,192
Olympic Steel Inc.	165,902	2,893
* Handy & Harman Ltd.	71,880	2,491
*^ Uranium Energy Corp.	1,526,062	2,426
Gold Resource Corp.	829,570	2,290
* Universal Stainless & Alloy Products Inc.	113,899	2,238
Synalloy Corp.	162,094	2,221
Ampco-Pittsburgh Corp.	123,647	1,870
Hallador Energy Co.	194,631	1,623
* Codexis Inc.	406,990	1,583
*^ Arch Coal Inc.	3,799,395	1,292
*^ Alpha Natural Resources Inc.	3,933,388	1,188
Noranda Aluminum Holding Corp.	1,225,395	1,042
* Northern Technologies International Corp.	62,556	1,007
* Ryerson Holding Corp.	105,810	963
* Univar Inc.	35,410	922
* General Moly Inc.	1,063,551	753
* NL Industries Inc.	92,843	688
* Comstock Mining Inc.	1,064,293	623
*^ Energy Fuels Inc.	129,641	577
*^ Marrone Bio Innovations Inc.	288,282	571
Friedman Industries Inc.	86,825	543

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	Shares	Market Value (\$000)
*^ Uni-Pixel Inc.	197,660	508
United-Guardian Inc.	21,119	403
* Solitario Exploration & Royalty Corp.	537,224	338
Empire Resources Inc.	78,065	316
*^ Metabolix Inc.	83,374	313
*^ Uranium Resources Inc.	330,446	311
^ Walter Energy Inc.	1,190,409	260
*^ Golden Minerals Co.	688,429	242
* Dynasil Corp. of America	158,073	236
* Verso Corp.	346,556	229
*^ Paramount Gold Nevada Corp.	114,323	175
Centrus Energy Corp. Class A	31,192	129
* Ikonics Corp.	6,410	97
* Mines Management Inc.	186,423	91
*^ Midway Gold Corp.	1,950,997	33
* TOR Minerals International Inc.	2,580	16
* Finjan Holdings Inc.	6,800	9
		10,788,090

Consumer Goods (9.7%)

Procter & Gamble Co.	48,005,718	3,755,967
Coca-Cola Co.	69,554,512	2,728,623
PepsiCo Inc.	26,240,276	2,449,267
Philip Morris International Inc.	27,481,791	2,203,215
Altria Group Inc.	34,863,996	1,705,198
NIKE Inc. Class B	12,155,330	1,313,019
Mondelez International Inc. Class A	27,531,503	1,132,646
Colgate-Palmolive Co.	16,037,089	1,048,986
Ford Motor Co.	68,996,006	1,035,630
Monsanto Co.	8,509,093	906,984
Kraft Foods Group Inc.	10,499,667	893,942
General Motors Co.	25,589,952	852,913
Kimberly-Clark Corp.	6,451,399	683,655
General Mills Inc.	10,662,656	594,123
Johnson Controls Inc.	11,618,812	575,480
Reynolds American Inc.	7,346,357	548,479
Archer-Daniels-Midland Co.	11,100,258	535,254
*^ Tesla Motors Inc.	1,682,833	451,437
Delphi Automotive plc	5,134,316	436,879
VF Corp.	6,106,066	425,837
* Monster Beverage Corp.	2,717,804	364,240
Estee Lauder Cos. Inc. Class A	4,064,582	352,237
* Electronic Arts Inc.	5,286,528	351,554
Constellation Brands Inc. Class A	2,874,224	333,467
ConAgra Foods Inc.	7,556,382	330,365
Mead Johnson Nutrition Co.	3,570,077	322,092
Stanley Black & Decker Inc.	2,782,736	292,855
Kellogg Co.	4,396,215	275,643
* Under Armour Inc. Class A	3,174,238	264,858
Dr Pepper Snapple Group Inc.	3,395,252	247,514
Whirlpool Corp.	1,397,915	241,909
Clorox Co.	2,290,632	238,272
Hanesbrands Inc.	7,075,769	235,765
Genuine Parts Co.	2,562,550	229,425
Tyson Foods Inc. Class A	5,370,984	228,965
BorgWarner Inc.	3,993,120	226,969
Hershey Co.	2,541,247	225,739
Activision Blizzard Inc.	8,997,509	217,830
JM Smucker Co.	1,993,294	216,093
Bunge Ltd.	2,435,191	213,810
Harley-Davidson Inc.	3,745,758	211,073
* Mohawk Industries Inc.	1,093,827	208,812
Newell Rubbermaid Inc.	4,774,209	196,268
Brown-Forman Corp. Class B	1,908,456	191,189
Church & Dwight Co. Inc.	2,340,652	189,897

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	Shares	Market Value (\$000)
Molson Coors Brewing Co. Class B	2,579,356	180,065
Campbell Soup Co.	3,595,430	171,322
Coach Inc.	4,865,441	168,393
PVH Corp.	1,453,713	167,468
* Jarden Corp.	3,219,585	166,614
Polaris Industries Inc.	1,121,292	166,075
Snap-on Inc.	1,027,733	163,666
Coca-Cola Enterprises Inc.	3,749,056	162,859
McCormick & Co. Inc.	1,956,852	158,407
DR Horton Inc.	5,776,923	158,057
Keurig Green Mountain Inc.	2,056,083	157,558
Lear Corp.	1,386,399	155,637
Mattel Inc.	5,962,600	153,179
* WhiteWave Foods Co. Class A	3,105,533	151,798
Harman International Industries Inc.	1,267,487	150,755
Hasbro Inc.	1,979,009	148,010
Edgewell Personal Care Co.	1,121,555	147,541
* LKQ Corp.	4,803,387	145,278
Lennar Corp. Class A	2,835,904	144,745
Ralph Lauren Corp. Class A	1,083,156	143,367
Goodyear Tire & Rubber Co.	4,749,607	143,201
* Michael Kors Holdings Ltd.	3,368,183	141,767
Leucadia National Corp.	5,509,322	133,766
Hormel Foods Corp.	2,327,812	131,219
* WABCO Holdings Inc.	1,008,811	124,810
* Hain Celestial Group Inc.	1,805,552	118,914
PulteGroup Inc.	5,820,252	117,278
Leggett & Platt Inc.	2,342,838	114,049
* lululemon athletica Inc.	1,746,168	114,025
* Middleby Corp.	1,011,262	113,494
* Toll Brothers Inc.	2,817,317	107,593
Ingredion Inc.	1,267,930	101,193
Carter's Inc.	911,139	96,854
* NVR Inc.	68,664	92,010
Pinnacle Foods Inc.	1,995,997	90,898
Brunswick Corp.	1,624,423	82,618
* Skechers U.S.A. Inc. Class A	748,284	82,154
* Visteon Corp.	775,756	81,439
Gentex Corp.	4,933,613	81,010
* Tempur Sealy International Inc.	1,069,914	70,507
Flowers Foods Inc.	3,128,729	66,173
* GoPro Inc. Class A	1,193,743	62,934
*^ Herbalife Ltd.	1,136,276	62,597
Dana Holding Corp.	2,964,933	61,018
* Tenneco Inc.	1,019,081	58,536
* TreeHouse Foods Inc.	715,734	57,996
* Post Holdings Inc.	972,885	52,468
* Fossil Group Inc.	752,433	52,189
Pool Corp.	724,251	50,828
* Vista Outdoor Inc.	1,127,290	50,615
* Helen of Troy Ltd.	517,230	50,425
Nu Skin Enterprises Inc. Class A	1,063,840	50,139
Tupperware Brands Corp.	751,448	48,498
Thor Industries Inc.	858,191	48,299
* Kate Spade & Co.	2,238,815	48,224
Wolverine World Wide Inc.	1,687,161	48,050
Avon Products Inc.	7,661,078	47,958
Scotts Miracle-Gro Co. Class A	803,629	47,583
* G-III Apparel Group Ltd.	667,126	46,932
* Steven Madden Ltd.	1,018,620	43,577
Coty Inc. Class A	1,335,914	42,709
* Darling Ingredients Inc.	2,897,553	42,478
Spectrum Brands Holdings Inc.	414,523	42,277
* Deckers Outdoor Corp.	576,694	41,505

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	Shares	Market Value (\$000)
HNI Corp.	783,895	40,096
* TRI Pointe Homes Inc.	2,541,248	38,881
* Take-Two Interactive Software Inc.	1,397,993	38,543
* Boston Beer Co. Inc. Class A	162,871	37,784
Ryland Group Inc.	805,906	37,370
* Zynga Inc. Class A	12,939,008	37,006
Vector Group Ltd.	1,563,201	36,673
* Gentherm Inc.	629,278	34,554
Cooper Tire & Rubber Co.	1,012,074	34,238
Lancaster Colony Corp.	350,175	31,813
Snyder's-Lance Inc.	983,662	31,743
Columbia Sportswear Co.	507,103	30,659
J&J Snack Foods Corp.	266,211	29,462
Herman Miller Inc.	1,009,553	29,206
B&G Foods Inc.	1,021,811	29,152
* Meritage Homes Corp.	614,299	28,927
Interface Inc. Class A	1,117,614	27,996
Dean Foods Co.	1,726,046	27,910
* Select Comfort Corp.	916,292	27,553
^ Sanderson Farms Inc.	365,293	27,455
^ Pilgrim's Pride Corp.	1,182,580	27,164
* American Axle & Manufacturing Holdings Inc.	1,286,389	26,898
Steelcase Inc. Class A	1,410,323	26,669
Fresh Del Monte Produce Inc.	689,515	26,657
KB Home	1,590,322	26,399
Cal-Maine Foods Inc.	503,752	26,296
* Dorman Products Inc.	534,534	25,476
La-Z-Boy Inc.	914,369	24,084
* Standard Pacific Corp.	2,673,765	23,823
Drew Industries Inc.	403,087	23,387
* Fitbit Inc.	611,720	23,386
Universal Corp.	404,417	23,181
Oxford Industries Inc.	260,719	22,800
WD-40 Co.	248,272	21,639
Schweitzer-Mauduit International Inc.	514,214	20,507
* Iconix Brand Group Inc.	818,098	20,428
Knoll Inc.	810,863	20,296
MDC Holdings Inc.	675,488	20,244
* Tumi Holdings Inc.	961,973	19,740
* Crocs Inc.	1,329,639	19,559
Andersons Inc.	480,402	18,736
* Seaboard Corp.	5,093	18,330
* TiVo Inc.	1,752,355	17,769
* ACCO Brands Corp.	1,980,908	15,392
* Diamond Foods Inc.	489,697	15,367
Libbey Inc.	363,610	15,028
*^ iRobot Corp.	467,715	14,911
*^ Wayfair Inc.	392,168	14,761
* Cooper-Standard Holding Inc.	235,643	14,485
Briggs & Stratton Corp.	747,396	14,395
* USANA Health Sciences Inc.	103,143	14,096
* Universal Electronics Inc.	265,058	13,210
Coca-Cola Bottling Co. Consolidated	85,956	12,985
Nutrisystem Inc.	512,121	12,742
Calavo Growers Inc.	244,744	12,710
Callaway Golf Co.	1,367,000	12,221
Ethan Allen Interiors Inc.	460,209	12,122
Standard Motor Products Inc.	344,987	12,116
* Taylor Morrison Home Corp. Class A	586,912	11,950
Lennar Corp. Class B	270,198	11,651
Tootsie Roll Industries Inc.	357,958	11,566
Remy International Inc.	520,661	11,512
* Cavco Industries Inc.	150,851	11,380
Winnebago Industries Inc.	471,633	11,126

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	Shares	Market Value (\$000)
* Glu Mobile Inc.	1,768,753	10,984
Phibro Animal Health Corp. Class A	279,720	10,892
* Nautilus Inc.	493,496	10,615
Inter Parfums Inc.	308,573	10,470
* M/I Homes Inc.	408,346	10,074
* DTS Inc.	327,606	9,989
* Motorcar Parts of America Inc.	318,369	9,580
* Blount International Inc.	865,771	9,454
* RealD Inc.	753,527	9,291
* Unifi Inc.	272,402	9,125
* Modine Manufacturing Co.	842,113	9,036
* Tower International Inc.	342,821	8,930
* Beazer Homes USA Inc.	446,602	8,910
*^ Sequential Brands Group Inc.	559,225	8,551
Titan International Inc.	795,454	8,543
Movado Group Inc.	310,748	8,440
John B Sanfilippo & Son Inc.	152,319	7,905
* Century Communities Inc.	391,006	7,871
* Revlon Inc. Class A	211,989	7,782
Superior Industries International Inc.	419,432	7,680
National Presto Industries Inc.	94,028	7,552
* WCI Communities Inc.	307,837	7,508
Arctic Cat Inc.	225,505	7,489
* William Lyon Homes Class A	283,518	7,278
*^ Eastman Kodak Co.	431,999	7,258
* Boulder Brands Inc.	1,026,090	7,121
* Medifast Inc.	197,637	6,388
* Federal-Mogul Holdings Corp.	558,230	6,336
* Malibu Boats Inc. Class A	309,834	6,225
*^ Elizabeth Arden Inc.	427,797	6,100
Kimball International Inc. Class B	484,324	5,889
*^ LGI Homes Inc.	283,214	5,602
*^ Freshpet Inc.	296,043	5,506
*^ Hovnanian Enterprises Inc. Class A	2,033,036	5,408
* Fox Factory Holding Corp.	330,931	5,321
* Central Garden & Pet Co. Class A	450,283	5,138
* Omega Protein Corp.	368,871	5,072
* Perry Ellis International Inc.	208,575	4,958
Bassett Furniture Industries Inc.	173,781	4,937
* Stoneridge Inc.	419,204	4,909
Flexsteel Industries Inc.	108,026	4,655
Hooker Furniture Corp.	185,294	4,653
*^ Jamba Inc.	293,398	4,545
Cherokee Inc.	155,519	4,383
* National Beverage Corp.	191,717	4,312
Culp Inc.	135,933	4,214
Strattec Security Corp.	60,661	4,167
*^ JAKKS Pacific Inc.	410,773	4,063
Metaldyne Performance Group Inc.	222,786	4,044
* Vera Bradley Inc.	357,670	4,031
* ZAGG Inc.	500,070	3,961
* Black Diamond Inc.	414,555	3,830
* Nutraceutical International Corp.	147,820	3,657
Limoneira Co.	161,888	3,599
* Central Garden & Pet Co.	333,932	3,526
Orchids Paper Products Co.	146,324	3,522
Alliance One International Inc.	146,469	3,502
* Vince Holding Corp.	287,634	3,446
* Inventure Foods Inc.	329,041	3,340
Superior Uniform Group Inc.	178,068	2,945
Rocky Brands Inc.	154,882	2,896
Oil-Dri Corp. of America	93,772	2,849
Weyco Group Inc.	95,177	2,838
* Core Molding Technologies Inc.	121,996	2,786

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	Shares	Market Value (\$000)
* Seneca Foods Corp. Class A	99,386	2,760
* New Home Co. Inc.	157,021	2,705
MGP Ingredients Inc.	156,935	2,640
Escalade Inc.	141,344	2,599
* Dixie Group Inc.	247,124	2,595
* Skullcandy Inc.	300,771	2,307
* Farmer Bros Co.	94,199	2,214
Nature's Sunshine Products Inc.	160,581	2,208
Alico Inc.	47,911	2,173
Lifetime Brands Inc.	146,847	2,169
* Lipocine Inc.	232,988	1,999
* Lifeway Foods Inc.	95,840	1,839
Griffin Industrial Realty Inc.	56,504	1,810
* Fuel Systems Solutions Inc.	239,103	1,788
* Primo Water Corp.	302,815	1,732
* LeapFrog Enterprises Inc.	1,202,231	1,683
Johnson Outdoors Inc. Class A	69,364	1,634
* Shiloh Industries Inc.	122,722	1,589
* Craft Brew Alliance Inc.	143,568	1,588
*^ Quiksilver Inc.	2,253,858	1,494
* Delta Apparel Inc.	103,278	1,477
A-Mark Precious Metals Inc.	135,994	1,424
Crown Crafts Inc.	172,388	1,379
* Lakeland Industries Inc.	111,042	1,270
LS Starrett Co. Class A	79,002	1,185
Marine Products Corp.	166,467	1,039
*^ Quantum Fuel Systems Technologies Worldwide Inc.	469,988	1,039
*^ American Apparel Inc.	1,996,100	978
* Castle Brands Inc.	702,060	976
* LoJack Corp.	276,852	955
* Reed's Inc.	146,919	915
* Blyth Inc.	141,026	895
Rocky Mountain Chocolate Factory Inc.	65,046	857
* Lifevantage Corp.	1,527,409	810
*^ Female Health Co.	415,043	747
*^ S&W Seed Co.	145,557	710
* Stanley Furniture Co. Inc.	230,972	686
Tandy Leather Factory Inc.	77,119	663
* Mannatech Inc.	30,000	537
* US Auto Parts Network Inc.	236,188	520
* Coffee Holding Co. Inc.	96,178	479
Kewaunee Scientific Corp.	28,882	475
*^ RiceBran Technologies	114,553	389
Acme United Corp.	20,357	368
* Charles & Colvard Ltd.	233,777	353
* Vuzix Corp.	58,056	348
* Summer Infant Inc.	163,915	331
*^ Alpha Pro Tech Ltd.	144,506	324
*^ Clean Diesel Technologies Inc.	174,532	321
* Nova Lifestyle Inc.	165,476	309
* Skyline Corp.	72,991	215
Emerson Radio Corp.	183,685	213
* Cyanotech Corp.	22,482	213
* Reliv International Inc.	134,178	169
* Joe's Jeans Inc.	839,567	160
*^ Rock Creek Pharmaceuticals Inc.	101,436	154
* Tofutti Brands Inc.	34,800	146
* P&F Industries Inc. Class A	16,709	145
*^ DS Healthcare Group Inc.	51,862	130
* Comstock Holding Cos. Inc. Class A	227,285	127
*^ Ceres Inc.	55,918	109
* Natural Alternatives International Inc.	17,720	100
* CCA Industries Inc.	27,573	87
* Hovnanian Enterprises Inc. Class B	19,300	79

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	Shares	Market Value (\$000)
* Willamette Valley Vineyards Inc.	10,817	75
Compix International Inc.	5,846	68
* Crystal Rock Holdings Inc.	60,150	45
* CTI Industries Corp.	11,946	43
Golden Enterprises Inc.	9,731	40
* Ocean Bio-Chem Inc.	9,942	35
*^ Vapor Corp.	96,929	31
* Koss Corp.	12,072	28
* MYOS Corp.	2,175	8
		39,126,777

Consumer Services (13.9%)

Walt Disney Co.	27,063,328	3,089,008
* Amazon.com Inc.	6,610,523	2,869,562
Home Depot Inc.	23,080,394	2,564,924
Comcast Corp. Class A	39,329,679	2,365,287
CVS Health Corp.	19,937,577	2,091,053
Wal-Mart Stores Inc.	25,908,861	1,837,716
McDonald's Corp.	17,003,840	1,616,555
Starbucks Corp.	25,240,586	1,353,274
Walgreens Boots Alliance Inc.	15,484,383	1,307,501
Time Warner Inc.	13,967,600	1,220,908
* eBay Inc.	19,369,378	1,166,811
Lowe's Cos. Inc.	16,935,275	1,134,155
* Priceline Group Inc.	918,288	1,057,289
Costco Wholesale Corp.	7,791,477	1,052,317
Twenty-First Century Fox Inc. Class A	29,946,694	974,615
McKesson Corp.	4,121,683	926,596
Target Corp.	11,274,127	920,307
Time Warner Cable Inc.	5,005,533	891,836
* DIRECTV	8,533,830	791,854
TJX Cos. Inc.	11,605,716	767,950
Yum! Brands Inc.	7,658,708	689,896
* Netflix Inc.	1,021,329	670,952
Kroger Co.	8,251,718	598,332
Delta Air Lines Inc.	14,537,723	597,210
American Airlines Group Inc.	12,322,888	492,115
Cardinal Health Inc.	5,834,030	488,017
CBS Corp. Class B	7,839,908	435,115
Macy's Inc.	6,097,663	411,409
Dollar General Corp.	5,189,475	403,430
Viacom Inc. Class B	6,091,926	393,782
AmerisourceBergen Corp. Class A	3,699,516	393,407
Southwest Airlines Co.	11,849,495	392,100
* O'Reilly Automotive Inc.	1,702,961	384,835
Sysco Corp.	10,503,550	379,178
L Brands Inc.	4,388,824	376,254
* AutoZone Inc.	562,482	375,119
Las Vegas Sands Corp.	7,082,965	372,351
Carnival Corp.	7,472,578	369,071
* United Continental Holdings Inc.	6,794,428	360,173
Ross Stores Inc.	7,259,892	352,903
* Chipotle Mexican Grill Inc. Class A	548,818	332,029
Omnicom Group Inc.	4,365,702	303,373
Comcast Corp. Special Class A	4,793,672	287,333
* Dollar Tree Inc.	3,455,903	272,982
Marriott International Inc. Class A	3,434,798	255,515
* DISH Network Corp. Class A	3,747,481	253,742
Whole Foods Market Inc.	6,348,737	250,394
Nielsen NV	5,555,511	248,720
Starwood Hotels & Resorts Worldwide Inc.	3,034,169	246,041
Royal Caribbean Cruises Ltd.	3,121,820	245,656
* CarMax Inc.	3,705,708	245,355
* Hilton Worldwide Holdings Inc.	8,740,145	240,791
* Charter Communications Inc. Class A	1,404,149	240,461

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	Shares	Market Value (\$000)
* Liberty Interactive Corp. QVC Group Class A	7,912,761	219,579
Tractor Supply Co.	2,402,843	216,112
Kohl's Corp.	3,391,310	212,330
* Bed Bath & Beyond Inc.	2,972,489	205,042
Advance Auto Parts Inc.	1,285,141	204,710
Expedia Inc.	1,730,480	189,228
Nordstrom Inc.	2,527,781	188,320
Signet Jewelers Ltd.	1,413,022	181,206
Tiffany & Co.	1,936,645	177,784
Wyndham Worldwide Corp.	2,131,932	174,627
Staples Inc.	11,283,303	172,747
* TripAdvisor Inc.	1,978,815	172,434
Best Buy Co. Inc.	5,262,720	171,617
Foot Locker Inc.	2,500,110	167,532
* Ulta Salon Cosmetics & Fragrance Inc.	1,083,051	167,277
Omnicare Inc.	1,716,024	161,735
Gap Inc.	4,104,210	156,658
Family Dollar Stores Inc.	1,922,546	151,516
* Sirius XM Holdings Inc.	40,486,457	151,014
Alaska Air Group Inc.	2,321,802	149,594
* IHS Inc. Class A	1,154,304	148,478
* Discovery Communications Inc.	4,749,479	147,614
* Rite Aid Corp.	17,651,970	147,394
* MGM Resorts International	8,022,639	146,413
H&R Block Inc.	4,855,540	143,967
Darden Restaurants Inc.	2,013,517	143,121
Wynn Resorts Ltd.	1,429,275	141,027
Interpublic Group of Cos. Inc.	7,311,631	140,895
* Norwegian Cruise Line Holdings Ltd.	2,436,612	136,548
* Hertz Global Holdings Inc.	7,250,653	131,382
* TEGNA Inc.	3,986,214	127,838
* Liberty Media Corp.	3,501,087	125,689
* News Corp. Class A	8,311,871	121,270
Williams-Sonoma Inc.	1,464,129	120,454
FactSet Research Systems Inc.	700,377	113,818
Domino's Pizza Inc.	976,761	110,765
Aramark	3,368,495	104,322
Service Corp. International	3,472,859	102,206
* JetBlue Airways Corp.	4,667,315	96,893
Dunkin' Brands Group Inc.	1,740,790	95,743
* Madison Square Garden Co. Class A	1,125,041	93,930
KAR Auction Services Inc.	2,477,806	92,670
Cablevision Systems Corp. Class A	3,729,143	89,276
Scripps Networks Interactive Inc. Class A	1,352,324	88,401
* AutoNation Inc.	1,403,508	88,393
* AMC Networks Inc. Class A	1,075,794	88,054
Dick's Sporting Goods Inc.	1,685,852	87,277
* Sally Beauty Holdings Inc.	2,761,799	87,218
Graham Holdings Co. Class B	80,817	86,882
* Discovery Communications Inc. Class A	2,566,813	85,372
* Office Depot Inc.	9,580,577	82,968
^ GameStop Corp. Class A	1,923,678	82,641
* Avis Budget Group Inc.	1,869,073	82,389
* Spirit Airlines Inc.	1,281,756	79,597
* Panera Bread Co. Class A	451,037	78,828
Tribune Media Co. Class A	1,468,032	78,378
Dun & Bradstreet Corp.	629,638	76,816
* VCA Inc.	1,406,738	76,534
Cinemark Holdings Inc.	1,823,976	73,269
* Copart Inc.	2,033,455	72,147
Vail Resorts Inc.	637,155	69,577
* ServiceMaster Global Holdings Inc.	1,907,273	68,986
GNC Holdings Inc. Class A	1,544,921	68,718
* Starz	1,532,033	68,513

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	Shares	Market Value (\$000)
* Live Nation Entertainment Inc.	2,488,592	68,411
Casey's General Stores Inc.	679,913	65,095
Brinker International Inc.	1,123,719	64,782
* Burlington Stores Inc.	1,255,897	64,302
* Liberty Media Corp. Class A	1,767,821	63,712
Lions Gate Entertainment Corp.	1,692,459	62,706
Cracker Barrel Old Country Store Inc.	418,452	62,416
* Restoration Hardware Holdings Inc.	624,493	60,969
* Urban Outfitters Inc.	1,737,471	60,811
* Sprouts Farmers Market Inc.	2,235,724	60,320
Jack in the Box Inc.	672,719	59,307
* Pandora Media Inc.	3,622,775	56,298
Six Flags Entertainment Corp.	1,226,481	55,008
* Houghton Mifflin Harcourt Co.	2,177,042	54,861
Men's Wearhouse Inc.	855,575	54,817
^ Wendy's Co.	4,823,854	54,413
*^ SolarCity Corp.	1,015,429	54,376
American Eagle Outfitters Inc.	3,104,162	53,454
* United Natural Foods Inc.	832,295	53,001
* Buffalo Wild Wings Inc.	331,254	51,904
Rollins Inc.	1,795,735	51,232
CST Brands Inc.	1,287,670	50,296
* Yelp Inc. Class A	1,163,164	50,051
Sotheby's	1,094,643	49,522
DSW Inc. Class A	1,417,755	47,310
* HomeAway Inc.	1,492,430	46,444
Sabre Corp.	1,918,242	45,654
Dillard's Inc. Class A	429,194	45,147
Lithia Motors Inc. Class A	398,622	45,108
* Cabela's Inc.	886,309	44,298
Aaron's Inc.	1,211,858	43,881
Allegiant Travel Co. Class A	245,093	43,597
John Wiley & Sons Inc. Class A	792,995	43,115
Cheesecake Factory Inc.	788,588	43,006
Bloomin' Brands Inc.	1,993,020	42,551
^ Big Lots Inc.	943,222	42,436
* Murphy USA Inc.	755,836	42,191
Chico's FAS Inc.	2,525,016	41,991
* Groupon Inc. Class A	8,288,679	41,692
* Asbury Automotive Group Inc.	454,418	41,179
*^ JC Penney Co. Inc.	4,831,224	40,920
Texas Roadhouse Inc. Class A	1,091,294	40,847
* Bright Horizons Family Solutions Inc.	704,240	40,705
Papa John's International Inc.	536,249	40,546
Time Inc.	1,731,541	39,843
* SUPERVALU Inc.	4,821,268	39,004
HSN Inc.	552,015	38,746
* Ascena Retail Group Inc.	2,299,244	38,294
Marriott Vacations Worldwide Corp.	414,918	38,069
Penske Automotive Group Inc.	726,011	37,832
Chemed Corp.	284,668	37,320
* Pinnacle Entertainment Inc.	998,874	37,238
* ANN Inc.	766,701	37,024
* Hyatt Hotels Corp. Class A	652,564	36,994
* La Quinta Holdings Inc.	1,606,812	36,716
* Five Below Inc.	926,753	36,635
Group 1 Automotive Inc.	395,109	35,888
* Grand Canyon Education Inc.	823,811	34,930
AMERCO	106,554	34,834
* GrubHub Inc.	1,011,693	34,468
Extended Stay America Inc.	1,833,205	34,409
Dolby Laboratories Inc. Class A	864,463	34,302
Meredith Corp.	652,577	34,032
Choice Hotels International Inc.	621,807	33,733

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	Shares	Market Value (\$000)
Sinclair Broadcast Group Inc. Class A	1,206,762	33,681
*^ DreamWorks Animation SKG Inc. Class A	1,262,442	33,303
Monro Muffler Brake Inc.	526,763	32,744
Hillenbrand Inc.	1,065,162	32,700
New York Times Co. Class A	2,372,767	32,388
* comScore Inc.	601,833	32,054
PriceSmart Inc.	347,343	31,692
* Shutterfly Inc.	641,120	30,652
Matthews International Corp. Class A	559,992	29,758
* Michaels Cos. Inc.	1,096,287	29,501
DineEquity Inc.	296,974	29,427
Churchill Downs Inc.	233,900	29,249
Morningstar Inc.	367,140	29,206
Regal Entertainment Group Class A	1,385,312	28,967
* Beacon Roofing Supply Inc.	865,877	28,764
Nexstar Broadcasting Group Inc. Class A	513,227	28,741
DeVry Education Group Inc.	945,440	28,344
* Gannett Co. Inc.	1,992,995	27,882
* WebMD Health Corp.	629,114	27,857
Abercrombie & Fitch Co.	1,267,931	27,273
* Genesco Inc.	401,979	26,543
* Media General Inc.	1,603,292	26,486
Sonic Corp.	888,288	25,583
* Diamond Resorts International Inc.	801,080	25,274
Rent-A-Center Inc.	885,985	25,118
* Fiesta Restaurant Group Inc.	499,189	24,959
*^ Fresh Market Inc.	761,754	24,483
* Popeyes Louisiana Kitchen Inc.	405,948	24,353
* Diplomat Pharmacy Inc.	539,915	24,161
Finish Line Inc. Class A	849,779	23,641
Caleres Inc.	740,161	23,522
^ Buckle Inc.	511,900	23,430
Children's Place Inc.	356,401	23,312
* Express Inc.	1,277,181	23,130
Core-Mark Holding Co. Inc.	390,055	23,111
* Acxiom Corp.	1,308,632	23,006
SeaWorld Entertainment Inc.	1,246,084	22,978
* Barnes & Noble Inc.	881,845	22,893
* Penn National Gaming Inc.	1,231,338	22,595
EW Scripps Co. Class A	982,905	22,459
* Krispy Kreme Doughnuts Inc.	1,138,908	21,935
* Red Robin Gourmet Burgers Inc.	246,571	21,161
*^ Orbitz Worldwide Inc.	1,847,975	21,104
SpartanNash Co.	647,108	21,057
Scholastic Corp.	476,615	21,033
*^ Mattress Firm Holding Corp.	342,201	20,857
* Apollo Education Group Inc.	1,605,976	20,685
* Hibbett Sports Inc.	439,551	20,474
* Vitamin Shoppe Inc.	536,997	20,014
Guess? Inc.	1,039,863	19,934
Bob Evans Farms Inc.	389,780	19,898
* Boyd Gaming Corp.	1,320,879	19,747
Pier 1 Imports Inc.	1,557,123	19,666
* Belmond Ltd. Class A	1,557,247	19,450
* Hawaiian Holdings Inc.	814,086	19,335
* Stamps.com Inc.	254,218	18,703
Cato Corp. Class A	459,612	17,815
ClubCorp Holdings Inc.	742,402	17,729
*^ Conn's Inc.	446,415	17,723
* Denny's Corp.	1,502,491	17,444
* Rush Enterprises Inc. Class A	664,873	17,426
International Speedway Corp. Class A	475,001	17,418
* Gray Television Inc.	1,080,784	16,947
MDC Partners Inc. Class A	836,772	16,484

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	Shares	Market Value (\$000)
* Constant Contact Inc.	566,234	16,285
National CineMedia Inc.	1,017,570	16,240
* BJ's Restaurants Inc.	322,067	15,604
Interval Leisure Group Inc.	658,157	15,039
*^ Scientific Games Corp. Class A	957,867	14,885
New Media Investment Group Inc.	792,690	14,213
* Dave & Buster's Entertainment Inc.	391,995	14,147
Sonic Automotive Inc. Class A	586,768	13,983
* Biglari Holdings Inc.	31,606	13,077
SkyWest Inc.	867,321	13,045
*^ zulily Inc. Class A	996,003	12,988
* Caesars Acquisition Co. Class A	1,868,903	12,858
* Regis Corp.	795,069	12,530
*^ Sears Holdings Corp.	467,612	12,485
Fred's Inc. Class A	633,031	12,211
* Steiner Leisure Ltd.	221,003	11,886
* RetailMeNot Inc.	666,437	11,883
*^ Zoe's Kitchen Inc.	287,519	11,771
*^ Coupons.com Inc.	1,062,869	11,468
Ingles Markets Inc. Class A	239,820	11,456
AMC Entertainment Holdings Inc.	372,794	11,437
* Smart & Final Stores Inc.	626,406	11,194
* Pep Boys-Manny Moe & Jack	897,652	11,014
* Bankrate Inc.	1,045,421	10,966
* Carmike Cinemas Inc.	409,147	10,859
* Lands' End Inc.	421,146	10,457
* Zumiez Inc.	392,083	10,441
Capella Education Co.	192,574	10,335
* Francesca's Holdings Corp.	745,029	10,036
* Providence Service Corp.	225,073	9,966
* Global Eagle Entertainment Inc.	757,671	9,865
* MarineMax Inc.	418,788	9,846
*^ TrueCar Inc.	819,263	9,823
* FTD Cos. Inc.	342,200	9,647
* Ascent Capital Group Inc. Class A	223,581	9,556
Ruth's Hospitality Group Inc.	592,146	9,545
* Avid Technology Inc.	704,580	9,399
Stage Stores Inc.	535,584	9,389
*^ Lumber Liquidators Holdings Inc.	449,106	9,301
*^ World Wrestling Entertainment Inc. Class A	555,022	9,158
Weis Markets Inc.	212,558	8,959
Entravision Communications Corp. Class A	1,072,276	8,825
*^ Virgin America Inc.	318,317	8,747
* Tuesday Morning Corp.	743,153	8,372
* Rubicon Project Inc.	551,876	8,256
*^ Tile Shop Holdings Inc.	580,366	8,235
Twenty-First Century Fox Inc.	251,662	8,109
* Republic Airways Holdings Inc.	876,020	8,042
* Strayer Education Inc.	181,526	7,824
* Del Frisco's Restaurant Group Inc.	414,753	7,727
* Isle of Capri Casinos Inc.	425,720	7,727
*^ El Pollo Loco Holdings Inc.	365,454	7,569
* Party City Holdco Inc.	369,356	7,487
Carriage Services Inc. Class A	310,852	7,423
Shoe Carnival Inc.	251,837	7,268
Haverty Furniture Cos. Inc.	331,963	7,177
* American Public Education Inc.	274,848	7,069
Tribune Publishing Co.	454,395	7,061
* Chefs' Warehouse Inc.	331,339	7,038
* Chuy's Holdings Inc.	259,241	6,945
* SP Plus Corp.	264,662	6,910
Clear Channel Outdoor Holdings Inc. Class A	680,697	6,895
* K12 Inc.	541,834	6,854
Kirkland's Inc.	245,717	6,848

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	Shares	Market Value (\$000)
* America's Car-Mart Inc.	138,483	6,830
* XO Group Inc.	416,060	6,803
*^ Clean Energy Fuels Corp.	1,184,876	6,659
* Boot Barn Holdings Inc.	204,121	6,532
* Citi Trends Inc.	268,452	6,497
* Blue Nile Inc.	211,426	6,425
* Ruby Tuesday Inc.	1,002,533	6,286
^ Natural Health Trends Corp.	150,776	6,251
*^ Caesars Entertainment Corp.	1,017,996	6,230
* Carrols Restaurant Group Inc.	580,909	6,041
* Overstock.com Inc.	263,478	5,939
Marcus Corp.	307,852	5,905
^ PetMed Express Inc.	336,217	5,806
* Habit Restaurants Inc. Class A	185,490	5,804
*^ Chegg Inc.	737,895	5,785
*^ Shake Shack Inc. Class A	95,505	5,756
* Cumulus Media Inc. Class A	2,712,118	5,506
Harte-Hanks Inc.	914,956	5,453
Stein Mart Inc.	517,884	5,422
*^ Etsy Inc.	385,299	5,413
* News Corp. Class B	370,970	5,283
*^ Container Store Group Inc.	298,928	5,043
* 1-800-Flowers.com Inc. Class A	472,168	4,939
Speedway Motorsports Inc.	216,671	4,908
* Angie's List Inc.	782,007	4,817
* Destination XL Group Inc.	954,788	4,783
Big 5 Sporting Goods Corp.	325,896	4,631
*^ Titan Machinery Inc.	310,341	4,571
*^ Noodles & Co. Class A	311,370	4,546
Winmark Corp.	43,602	4,295
* Bojangles' Inc.	178,566	4,261
* Bravo Brio Restaurant Group Inc.	306,073	4,147
* Liquidity Services Inc.	428,471	4,126
* Natural Grocers by Vitamin Cottage Inc.	167,179	4,116
Journal Media Group Inc.	483,447	4,008
CSS Industries Inc.	131,994	3,993
* Entercom Communications Corp. Class A	345,234	3,943
* Build-A-Bear Workshop Inc.	246,547	3,942
Village Super Market Inc. Class A	124,275	3,938
* TubeMogul Inc.	259,033	3,702
* Eldorado Resorts Inc.	471,674	3,689
* SFX Entertainment Inc.	806,457	3,621
*^ Sportsman's Warehouse Holdings Inc.	318,419	3,620
* Reading International Inc. Class A	257,620	3,568
* Intrawest Resorts Holdings Inc.	304,028	3,533
* Papa Murphy's Holdings Inc.	170,422	3,531
* Career Education Corp.	1,067,654	3,523
* Daily Journal Corp.	17,443	3,428
* Martha Stewart Living Omnimedia Inc. Class A	524,024	3,270
* Potbelly Corp.	262,519	3,216
* Monarch Casino & Resort Inc.	153,321	3,152
* Autobyte Inc.	192,349	3,076
* Sizmek Inc.	422,373	2,999
Liberty Tax Inc.	117,948	2,919
* Everyday Health Inc.	226,695	2,897
* QuinStreet Inc.	444,768	2,869
* Bridgepoint Education Inc.	294,656	2,817
* Kona Grill Inc.	143,064	2,777
*^ Lee Enterprises Inc.	827,248	2,755
*^ Trupanion Inc.	333,826	2,751
Marchex Inc. Class B	550,813	2,727
Saga Communications Inc. Class A	70,337	2,662
Destination Maternity Corp.	225,470	2,629
* Morgans Hotel Group Co.	377,429	2,544

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	Shares	Market Value (\$000)
* West Marine Inc.	262,221	2,528
* TechTarget Inc.	276,376	2,468
* Christopher & Banks Corp.	613,785	2,461
*^ Weight Watchers International Inc.	498,331	2,417
* Tilly's Inc. Class A	246,934	2,388
* Century Casinos Inc.	365,454	2,302
Collectors Universe Inc.	113,601	2,265
* Townsquare Media Inc. Class A	166,044	2,255
*^ Roundy's Inc.	692,704	2,244
* RCI Hospitality Holdings Inc.	183,908	2,189
* Sears Hometown and Outlet Stores Inc.	224,008	2,128
* Gordmans Stores Inc.	338,538	2,075
* Famous Dave's of America Inc.	102,790	2,061
*^ Aeropostale Inc.	1,268,354	2,055
* RealNetworks Inc.	372,913	2,017
* Red Lion Hotels Corp.	262,979	2,014
* Geeknet Inc.	100,443	2,003
* EVINE Live Inc.	726,523	1,954
Nathan's Famous Inc.	49,911	1,850
A H Belo Corp. Class A	322,464	1,806
* Gaia Inc. Class A	274,094	1,793
* PCM Inc.	177,713	1,782
* Radio One Inc.	538,531	1,707
* Rave Restaurant Group Inc.	122,016	1,592
*^ ITT Educational Services Inc.	384,143	1,525
*^ Digital Turbine Inc.	495,109	1,495
Frisch's Restaurants Inc.	44,386	1,490
* Travelzoo Inc.	131,773	1,486
* Luby's Inc.	293,431	1,423
*^ Empire Resorts Inc.	273,322	1,391
* Lakes Entertainment Inc.	151,179	1,373
Town Sports International Holdings Inc.	423,943	1,229
*^ Fairway Group Holdings Corp.	340,880	1,214
* Bon-Ton Stores Inc.	260,323	1,203
Wayside Technology Group Inc.	59,514	1,180
*^ Liberator Medical Holdings Inc.	513,040	1,165
*^ YuMe Inc.	212,988	1,154
*^ Spark Networks Inc.	370,435	1,137
bebe stores inc	566,914	1,134
* New York & Co. Inc.	417,760	1,120
*^ Care.com Inc.	181,196	1,073
* McClatchy Co. Class A	991,888	1,071
* Cambium Learning Group Inc.	244,281	1,043
Salem Media Group Inc. Class A	148,814	942
* Demand Media Inc.	147,814	940
* Cosi Inc.	465,509	936
*^ Pacific Sunwear of California Inc.	804,550	917
* MaxPoint Interactive Inc.	113,324	916
* Good Times Restaurants Inc.	101,914	898
TheStreet Inc.	477,535	864
* Trans World Entertainment Corp.	221,396	810
*^ hhgregg Inc.	229,551	767
*^ YOU On Demand Holdings Inc.	325,761	674
* Ignite Restaurant Group Inc.	132,916	654
*^ ReachLocal Inc.	193,721	610
*^2 Cable One Inc.	1,300	553
* Diversified Restaurant Holdings Inc.	148,684	553
* CafePress Inc.	118,675	534
*^ Envivio Inc.	270,799	515
National American University Holdings Inc.	175,287	510
* Ambassadors Group Inc.	199,965	488
* Emmis Communications Corp. Class A	477,909	478
* Gaming Partners International Corp.	42,177	426
*^ Viggie Inc.	203,922	418

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	Shares	Market Value (\$000)
*^ Profire Energy Inc.	361,619	405
* Perfumania Holdings Inc.	64,655	367
* Spanish Broadcasting System Inc.	51,140	345
* Dover Downs Gaming & Entertainment Inc.	339,612	316
* Fogo De Chao Inc.	13,332	309
* Wingstop Inc.	10,698	304
* Books-A-Million Inc.	105,377	301
Peak Resorts Inc.	38,900	279
Beasley Broadcast Group Inc. Class A	59,500	275
Ark Restaurants Corp.	10,763	269
* Full House Resorts Inc.	160,784	269
* Insignia Systems Inc.	95,048	259
* PDI Inc.	177,317	254
* Speed Commerce Inc.	811,944	227
*^ LiveDeal Inc.	87,299	221
*^ Dex Media Inc.	293,773	214
* Remark Media Inc.	51,943	210
* Learning Tree International Inc.	136,659	176
* Premier Exhibitions Inc.	36,324	158
Flanigan's Enterprises Inc.	5,074	127
* Dover Saddlery Inc.	13,411	113
Value Line Inc.	9,438	98
* NTN Buzztime Inc.	354,386	82
* Nevada Gold & Casinos Inc.	44,313	73
* Net Element Inc.	174,274	68
Educational Development Corp.	11,922	57
Canterbury Park Holding Corp.	4,200	45
Haverty Furniture Cos. Inc. Class A	1,375	29
* SPAR Group Inc.	19,446	25
* Universal Travel Group	42,843	7
		55,997,652

Financials (18.9%)

Wells Fargo & Co.	82,323,503	4,629,874
JPMorgan Chase & Co.	65,965,713	4,469,837
* Berkshire Hathaway Inc. Class B	31,317,445	4,262,617
Bank of America Corp.	186,134,281	3,168,005
Citigroup Inc.	51,032,780	2,819,051
Visa Inc. Class A	34,750,545	2,333,499
MasterCard Inc. Class A	17,723,589	1,656,801
American International Group Inc.	23,679,449	1,463,864
Goldman Sachs Group Inc.	6,901,238	1,440,909
US Bancorp	30,287,711	1,314,487
American Express Co.	15,341,672	1,192,355
Morgan Stanley	25,984,997	1,007,958
Simon Property Group Inc.	5,515,222	954,244
PNC Financial Services Group Inc.	9,292,888	888,865
MetLife Inc.	15,694,877	878,756
Capital One Financial Corp.	9,745,401	857,303
Bank of New York Mellon Corp.	17,964,210	753,958
Prudential Financial Inc.	8,018,452	701,775
American Tower Corporation	7,464,513	696,364
Charles Schwab Corp.	20,906,567	682,599
BlackRock Inc.	1,900,332	657,477
ACE Ltd.	5,582,113	567,589
Travelers Cos. Inc.	5,699,311	550,895
Marsh & McLennan Cos. Inc.	9,530,800	540,396
State Street Corp.	6,920,136	532,850
CME Group Inc.	5,672,926	527,923
BB&T Corp.	12,974,828	523,015
Aon plc	4,951,268	493,542
McGraw Hill Financial Inc.	4,846,978	486,879
Public Storage	2,610,181	481,239
Crown Castle International Corp.	5,917,646	475,187
Allstate Corp.	7,315,196	474,537

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	Shares	Market Value (\$000)
Aflac Inc.	7,399,726	460,263
Discover Financial Services	7,890,458	454,648
Equity Residential	6,439,424	451,854
Intercontinental Exchange Inc.	1,977,343	442,154
Health Care REIT Inc.	6,165,317	404,630
Ameriprise Financial Inc.	3,230,495	403,586
SunTrust Banks Inc.	9,221,894	396,726
Chubb Corp.	4,072,769	387,483
AvalonBay Communities Inc.	2,332,988	372,975
Ventas Inc.	5,854,047	363,478
Franklin Resources Inc.	7,147,906	350,462
Prologis Inc.	9,194,028	341,098
T. Rowe Price Group Inc.	4,362,396	339,089
Moody's Corp.	3,081,310	332,658
Boston Properties Inc.	2,702,466	327,106
Hartford Financial Services Group Inc.	7,596,153	315,772
Fifth Third Bancorp	14,537,929	302,680
Northern Trust Corp.	3,943,842	301,546
HCP Inc.	8,142,769	296,967
Weyerhaeuser Co.	9,291,149	292,671
Vornado Realty Trust	2,983,898	283,261
Invesco Ltd.	7,551,997	283,124
Progressive Corp.	9,832,775	273,646
Lincoln National Corp.	4,516,100	267,443
Host Hotels & Resorts Inc.	13,390,861	265,541
Principal Financial Group Inc.	5,175,475	265,450
M&T Bank Corp.	2,105,350	263,021
Equinix Inc.	1,007,642	255,941
Regions Financial Corp.	23,890,127	247,502
General Growth Properties Inc.	9,495,883	243,664
Essex Property Trust Inc.	1,143,822	243,062
KeyCorp	15,204,039	228,365
* Affiliated Managers Group Inc.	971,091	212,281
Macerich Co.	2,796,576	208,625
Equifax Inc.	2,112,536	205,106
Loews Corp.	5,288,456	203,658
XL Group plc Class A	5,255,339	195,499
SL Green Realty Corp.	1,752,422	192,574
Western Union Co.	9,189,372	186,820
* Markel Corp.	233,003	186,561
Voya Financial Inc.	4,003,044	186,021
* CBRE Group Inc. Class A	4,986,157	184,488
Realty Income Corp.	4,061,022	180,269
* Berkshire Hathaway Inc. Class A	863	176,786
FNF Group	4,634,324	171,424
* Ally Financial Inc.	7,618,422	170,881
Comerica Inc.	3,142,562	161,276
Digital Realty Trust Inc.	2,416,955	161,163
Huntington Bancshares Inc.	14,175,028	160,320
TD Ameritrade Holding Corp.	4,311,591	158,753
Unum Group	4,418,795	157,972
First Republic Bank	2,478,789	156,238
Annaly Capital Management Inc.	16,893,555	155,252
Federal Realty Investment Trust	1,211,979	155,242
Kimco Realty Corp.	6,869,771	154,845
Citizens Financial Group Inc.	5,609,116	153,185
* E*TRADE Financial Corp.	5,096,202	152,631
UDR Inc.	4,591,865	147,077
CIT Group Inc.	3,157,810	146,807
* Arch Capital Group Ltd.	2,149,478	143,929
Cincinnati Financial Corp.	2,744,228	137,705
Jones Lang LaSalle Inc.	799,543	136,722
Arthur J Gallagher & Co.	2,884,357	136,430
New York Community Bancorp Inc.	7,375,792	135,567

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	Shares	Market Value (\$000)
Raymond James Financial Inc.	2,272,639	135,404
Willis Group Holdings plc	2,846,519	133,502
American Realty Capital Properties Inc.	16,325,502	132,726
Torchmark Corp.	2,252,691	131,152
HCC Insurance Holdings Inc.	1,702,190	130,796
SEI Investments Co.	2,660,983	130,468
* SVB Financial Group	895,400	128,920
Navient Corp.	7,043,026	128,254
Extra Space Storage Inc.	1,964,555	128,128
Lazard Ltd. Class A	2,263,561	127,303
Plum Creek Timber Co. Inc.	3,105,236	125,979
* Alleghany Corp.	268,447	125,837
* Signature Bank	841,214	123,145
* Realogy Holdings Corp.	2,572,542	120,189
American Capital Agency Corp.	6,260,515	115,006
MSCI Inc. Class A	1,863,109	114,674
Camden Property Trust	1,531,672	113,773
Reinsurance Group of America Inc. Class A	1,197,133	113,572
East West Bancorp Inc.	2,528,502	113,327
Zions Bancorporation	3,565,259	113,144
Duke Realty Corp.	6,037,615	112,119
Omega Healthcare Investors Inc.	3,248,914	111,535
Alexandria Real Estate Equities Inc.	1,261,622	110,341
Everest Re Group Ltd.	599,970	109,201
Kilroy Realty Corp.	1,587,515	106,602
WP Carey Inc.	1,743,999	102,791
Legg Mason Inc.	1,978,430	101,949
Apartment Investment & Management Co.	2,759,734	101,917
Iron Mountain Inc.	3,263,191	101,159
NASDAQ OMX Group Inc.	2,065,720	100,828
Regency Centers Corp.	1,700,909	100,320
PartnerRe Ltd.	779,373	100,149
Mid-America Apartment Communities Inc.	1,319,666	96,085
NorthStar Realty Finance Corp.	5,933,751	94,347
* Liberty Ventures Class A	2,353,767	92,432
WR Berkley Corp.	1,775,476	92,200
* Forest City Enterprises Inc. Class A	4,139,272	91,478
Axis Capital Holdings Ltd.	1,707,637	91,137
People's United Financial Inc.	5,346,877	86,673
Starwood Property Trust Inc.	3,958,338	85,381
* Howard Hughes Corp.	591,281	84,872
National Retail Properties Inc.	2,417,065	84,621
CBOE Holdings Inc.	1,473,741	84,327
Liberty Property Trust	2,614,022	84,224
Lamar Advertising Co. Class A	1,462,039	84,038
Assurant Inc.	1,231,409	82,504
DDR Corp.	5,329,643	82,396
Hudson City Bancorp Inc.	8,306,889	82,072
PacWest Bancorp	1,702,724	79,619
Cullen/Frost Bankers Inc.	1,000,980	78,657
RenaissanceRe Holdings Ltd.	767,060	77,864
Eaton Vance Corp.	1,972,837	77,197
American Financial Group Inc.	1,181,826	76,866
Equity LifeStyle Properties Inc.	1,455,959	76,554
Hospitality Properties Trust	2,642,795	76,165
Home Properties Inc.	1,032,154	75,399
City National Corp.	828,126	74,854
* Synchrony Financial	2,250,463	74,108
American Campus Communities Inc.	1,951,604	73,556
Investors Bancorp Inc.	5,980,087	73,555
Taubman Centers Inc.	1,054,322	73,275
*^ Zillow Group Inc. Class A	837,044	72,605
Senior Housing Properties Trust	4,116,667	72,248
Spirit Realty Capital Inc.	7,335,319	70,933

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	Shares	Market Value (\$000)
Brixmor Property Group Inc.	3,053,700	70,632
LaSalle Hotel Properties	1,987,969	70,493
Synovus Financial Corp.	2,267,357	69,880
Brown & Brown Inc.	2,119,997	69,663
Umpqua Holdings Corp.	3,871,333	69,645
Allied World Assurance Co. Holdings AG	1,607,555	69,479
BioMed Realty Trust Inc.	3,582,553	69,287
Commerce Bancshares Inc.	1,476,811	69,070
RLJ Lodging Trust	2,310,118	68,795
Prosperity Bancshares Inc.	1,180,708	68,174
Highwoods Properties Inc.	1,706,432	68,172
Douglas Emmett Inc.	2,530,261	68,165
^ LPL Financial Holdings Inc.	1,465,372	68,125
Corrections Corp. of America	2,055,021	67,980
* MGIC Investment Corp.	5,957,801	67,800
* Liberty Broadband Corp.	1,324,411	67,757
First American Financial Corp.	1,788,389	66,546
CNO Financial Group Inc.	3,609,428	66,233
* Genworth Financial Inc. Class A	8,736,903	66,138
Assured Guaranty Ltd.	2,754,286	66,075
CubeSmart	2,838,100	65,730
Waddell & Reed Financial Inc. Class A	1,386,622	65,601
Old Republic International Corp.	4,139,687	64,703
First Horizon National Corp.	4,079,663	63,928
Weingarten Realty Investors	1,951,045	63,780
* Stifel Financial Corp.	1,101,827	63,620
Validus Holdings Ltd.	1,445,755	63,599
Two Harbors Investment Corp.	6,520,595	63,511
Radian Group Inc.	3,377,852	63,369
Bank of the Ozarks Inc.	1,373,036	62,816
Webster Financial Corp.	1,576,090	62,334
New Residential Investment Corp.	4,075,668	62,113
FirstMerit Corp.	2,944,588	61,336
BankUnited Inc.	1,700,869	61,112
Outfront Media Inc.	2,398,304	60,533
Gaming and Leisure Properties Inc.	1,635,653	59,963
NorthStar Asset Management Group Inc.	3,206,738	59,293
First Niagara Financial Group Inc.	6,229,944	58,811
* Equity Commonwealth	2,281,320	58,561
MarketAxess Holdings Inc.	624,546	57,939
Retail Properties of America Inc.	4,151,858	57,835
Hanover Insurance Group Inc.	775,469	57,408
Rayonier Inc.	2,236,915	57,153
American Homes 4 Rent Class A	3,549,531	56,934
StanCorp Financial Group Inc.	747,510	56,519
Sovran Self Storage Inc.	644,421	56,007
Federated Investors Inc. Class B	1,662,649	55,682
* Strategic Hotels & Resorts Inc.	4,561,413	55,284
* PRA Group Inc.	883,212	55,033
Associated Banc-Corp	2,705,057	54,832
Sunstone Hotel Investors Inc.	3,650,350	54,792
EPR Properties	999,822	54,770
Post Properties Inc.	1,005,433	54,665
* Springleaf Holdings Inc. Class A	1,187,209	54,505
Tanger Factory Outlet Centers Inc.	1,714,795	54,359
Pebblebrook Hotel Trust	1,265,026	54,244
Columbia Property Trust Inc.	2,206,614	54,172
Healthcare Trust of America Inc. Class A	2,261,014	54,151
Aspen Insurance Holdings Ltd.	1,102,976	52,833
* Popular Inc.	1,822,207	52,589
Communications Sales & Leasing Inc.	2,124,718	52,523
Bank of Hawaii Corp.	787,601	52,517
PrivateBancorp Inc.	1,305,318	51,978
Paramount Group Inc.	2,967,389	50,920

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	Shares	Market Value (\$000)
DCT Industrial Trust Inc.	1,612,596	50,700
Sun Communities Inc.	811,447	50,172
* Texas Capital Bancshares Inc.	805,036	50,105
CBL & Associates Properties Inc.	3,080,214	49,899
Endurance Specialty Holdings Ltd.	753,343	49,495
Chimera Investment Corp.	3,601,249	49,373
White Mountains Insurance Group Ltd.	74,416	48,738
Hudson Pacific Properties Inc.	1,704,829	48,366
MFA Financial Inc.	6,490,307	47,963
Piedmont Office Realty Trust Inc. Class A	2,699,953	47,492
* Santander Consumer USA Holdings Inc.	1,847,681	47,245
IBERIABANK Corp.	688,249	46,959
ProAssurance Corp.	1,004,716	46,428
Medical Properties Trust Inc.	3,537,370	46,375
DiamondRock Hospitality Co.	3,588,762	45,972
Hancock Holding Co.	1,437,959	45,885
Wintrust Financial Corp.	859,242	45,866
Susquehanna Bancshares Inc.	3,222,013	45,495
FNB Corp.	3,152,430	45,143
* Western Alliance Bancorp	1,333,151	45,007
Janus Capital Group Inc.	2,625,661	44,951
United Bankshares Inc.	1,114,904	44,853
TCF Financial Corp.	2,687,190	44,634
MB Financial Inc.	1,292,550	44,515
GEO Group Inc.	1,300,538	44,426
Colony Capital Inc. Class A	1,930,157	43,718
WP GLIMCHER Inc.	3,214,766	43,496
Fulton Financial Corp.	3,323,026	43,399
^ WisdomTree Investments Inc.	1,967,227	43,210
Cathay General Bancorp	1,320,796	42,860
Blackstone Mortgage Trust Inc. Class A	1,536,345	42,741
Primerica Inc.	928,300	42,414
Corporate Office Properties Trust	1,789,707	42,130
Ryman Hospitality Properties Inc.	793,147	42,124
AmTrust Financial Services Inc.	640,172	41,938
UMB Financial Corp.	733,206	41,807
Kennedy-Wilson Holdings Inc.	1,698,344	41,762
Valley National Bancorp	4,031,776	41,568
Brandywine Realty Trust	3,105,572	41,242
Xenia Hotels & Resorts Inc.	1,894,876	41,195
Washington Federal Inc.	1,743,407	40,709
First Industrial Realty Trust Inc.	2,173,033	40,701
Interactive Brokers Group Inc.	973,457	40,457
Healthcare Realty Trust Inc.	1,715,453	39,901
Symetra Financial Corp.	1,644,775	39,754
BancorpSouth Inc.	1,542,689	39,740
^ Financial Engines Inc.	915,920	38,908
* Blackhawk Network Holdings Inc.	936,098	38,567
* Liberty TripAdvisor Holdings Inc. Class A	1,187,433	38,259
^ First Financial Bankshares Inc.	1,104,125	38,247
Glacier Bancorp Inc.	1,281,989	37,716
Cousins Properties Inc.	3,604,947	37,419
Home BancShares Inc.	1,018,832	37,249
Urban Edge Properties	1,764,698	36,688
* Credit Acceptance Corp.	146,846	36,151
Kite Realty Group Trust	1,459,281	35,709
RLI Corp.	692,898	35,608
Erie Indemnity Co. Class A	421,600	34,601
First Citizens BancShares Inc. Class A	131,078	34,479
EverBank Financial Corp.	1,750,876	34,405
Acadia Realty Trust	1,179,754	34,343
National Health Investors Inc.	548,772	34,189
Pinnacle Financial Partners Inc.	626,472	34,061
DuPont Fabros Technology Inc.	1,154,331	33,995

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	Shares	Market Value (\$000)
American Equity Investment Life Holding Co.	1,258,982	33,967
* Hilltop Holdings Inc.	1,393,690	33,574
Chambers Street Properties	4,217,412	33,528
Columbia Banking System Inc.	991,181	32,253
Evercore Partners Inc. Class A	594,707	32,090
CyrusOne Inc.	1,087,976	32,041
Alexander & Baldwin Inc.	810,763	31,944
South State Corp.	419,483	31,877
Chesapeake Lodging Trust	1,033,140	31,490
* SLM Corp.	3,153,259	31,123
Washington REIT	1,192,353	30,942
Invesco Mortgage Capital Inc.	2,155,266	30,863
American Assets Trust Inc.	784,532	30,762
Old National Bancorp	2,124,958	30,727
CVB Financial Corp.	1,725,910	30,393
Artisan Partners Asset Management Inc. Class A	648,706	30,139
EastGroup Properties Inc.	530,562	29,834
Trustmark Corp.	1,191,360	29,760
Sabra Health Care REIT Inc.	1,155,896	29,753
Education Realty Trust Inc.	932,301	29,237
Equity One Inc.	1,240,549	28,954
New York REIT Inc.	2,880,621	28,662
Capitol Federal Financial Inc.	2,329,137	28,043
Kemper Corp.	725,942	27,985
Argo Group International Holdings Ltd.	500,132	27,857
National Penn Bancshares Inc.	2,460,735	27,757
Community Bank System Inc.	732,559	27,669
Associated Estates Realty Corp.	963,387	27,582
International Bancshares Corp.	1,024,625	27,532
Hatteras Financial Corp.	1,680,826	27,397
^ Lexington Realty Trust	3,229,072	27,383
Mercury General Corp.	484,928	26,986
* Enstar Group Ltd.	173,933	26,951
Selective Insurance Group Inc.	957,344	26,854
HFF Inc. Class A	640,433	26,725
BOK Financial Corp.	374,134	26,032
Mack-Cali Realty Corp.	1,411,279	26,010
Horace Mann Educators Corp.	713,365	25,952
First Midwest Bancorp Inc.	1,367,268	25,937
LegacyTexas Financial Group Inc.	856,385	25,863
Monogram Residential Trust Inc.	2,857,182	25,772
BGC Partners Inc. Class A	2,940,710	25,731
Parkway Properties Inc.	1,460,721	25,475
LTC Properties Inc.	612,211	25,468
Montpelier Re Holdings Ltd.	642,834	25,392
Retail Opportunity Investments Corp.	1,614,828	25,224
Potlatch Corp.	707,202	24,978
TFS Financial Corp.	1,468,879	24,707
Pennsylvania REIT	1,150,843	24,559
Select Income REIT	1,184,578	24,450
* Essent Group Ltd.	893,391	24,434
PS Business Parks Inc.	338,432	24,418
* FNFV Group	1,552,923	23,884
Westamerica Bancorporation	471,293	23,871
STAG Industrial Inc.	1,188,358	23,767
Sterling Bancorp	1,613,100	23,713
* BofI Holding Inc.	223,716	23,649
* Liberty Broadband Corp. Class A	462,676	23,583
Ramco-Gershenson Properties Trust	1,441,589	23,527
NRG Yield Inc.	1,047,919	22,939
Redwood Trust Inc.	1,460,311	22,927
PennyMac Mortgage Investment Trust	1,288,516	22,459
* HRG Group Inc.	1,719,126	22,349
FelCor Lodging Trust Inc.	2,242,930	22,160

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	Shares	Market Value (\$000)
Government Properties Income Trust	1,188,150	22,040
CYS Investments Inc.	2,833,466	21,903
* Eagle Bancorp Inc.	497,087	21,852
Gramercy Property Trust Inc.	932,440	21,791
Independent Bank Corp.	456,759	21,417
Hersha Hospitality Trust Class A	825,274	21,160
* First Cash Financial Services Inc.	462,529	21,087
WesBanco Inc.	615,593	20,942
* FCB Financial Holdings Inc. Class A	653,783	20,790
* iStar Financial Inc.	1,541,249	20,529
Simmons First National Corp. Class A	438,164	20,454
CoreSite Realty Corp.	445,084	20,225
BBCN Bancorp Inc.	1,361,850	20,142
Virtus Investment Partners Inc.	151,544	20,042
NBT Bancorp Inc.	760,316	19,897
New Senior Investment Group Inc.	1,487,764	19,891
Empire State Realty Trust Inc.	1,162,084	19,825
Astoria Financial Corp.	1,431,526	19,741
QTS Realty Trust Inc. Class A	540,749	19,710
Renasant Corp.	598,716	19,518
*^ LendingClub Corp.	1,323,183	19,517
Greenhill & Co. Inc.	469,784	19,416
Northwest Bancshares Inc.	1,514,458	19,415
* St. Joe Co.	1,246,393	19,356
Chemical Financial Corp.	583,883	19,303
Physicians Realty Trust	1,253,969	19,261
United Community Banks Inc.	920,198	19,205
Park National Corp.	215,510	18,829
Provident Financial Services Inc.	987,045	18,744
Summit Hotel Properties Inc.	1,437,400	18,701
Boston Private Financial Holdings Inc.	1,394,480	18,700
Capstead Mortgage Corp.	1,667,360	18,508
Franklin Street Properties Corp.	1,633,618	18,476
* Encore Capital Group Inc.	430,388	18,395
First Financial Bancorp	1,012,167	18,158
*^ Ocwen Financial Corp.	1,771,209	18,066
STORE Capital Corp.	897,821	18,046
Rexford Industrial Realty Inc.	1,229,848	17,931
ARMOUR Residential REIT Inc.	6,299,636	17,702
Union Bankshares Corp.	756,831	17,589
Chatham Lodging Trust	662,860	17,546
* HealthEquity Inc.	539,192	17,281
First Merchants Corp.	680,565	16,810
Banner Corp.	349,073	16,731
Nelnet Inc. Class A	384,571	16,656
Apollo Commercial Real Estate Finance Inc.	993,698	16,326
Altisource Residential Corp.	962,148	16,212
Wilshire Bancorp Inc.	1,276,478	16,122
Great Western Bancorp Inc.	662,347	15,969
Heartland Financial USA Inc.	429,010	15,968
* Navigators Group Inc.	205,638	15,949
First Commonwealth Financial Corp.	1,660,161	15,921
Tompkins Financial Corp.	293,689	15,777
* Greenlight Capital Re Ltd. Class A	537,893	15,690
Talmer Bancorp Inc. Class A	924,599	15,487
* Beneficial Bancorp Inc.	1,233,744	15,409
Starwood Waypoint Residential Trust	647,963	15,396
AMERISAFE Inc.	325,810	15,333
Excel Trust Inc.	971,216	15,316
* Green Dot Corp. Class A	795,882	15,217
* MBIA Inc.	2,531,537	15,215
S&T Bancorp Inc.	511,102	15,124
Terreno Realty Corp.	757,236	14,918
Alexander's Inc.	36,291	14,879

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	Shares	Market Value (\$000)
National Bank Holdings Corp. Class A	714,297	14,879
* KCG Holdings Inc. Class A	1,195,809	14,744
Investors Real Estate Trust	2,064,513	14,741
Infinity Property & Casualty Corp.	193,111	14,646
*^ Walter Investment Management Corp.	635,985	14,545
Inland Real Estate Corp.	1,543,585	14,541
Berkshire Hills Bancorp Inc.	507,373	14,450
Investment Technology Group Inc.	581,600	14,424
Stewart Information Services Corp.	361,485	14,387
Maiden Holdings Ltd.	902,936	14,248
American Capital Mortgage Investment Corp.	883,931	14,134
National General Holdings Corp.	674,609	14,052
Safety Insurance Group Inc.	242,923	14,019
City Holding Co.	284,614	14,017
Hanmi Financial Corp.	560,242	13,916
Ashford Hospitality Trust Inc.	1,644,892	13,916
Lakeland Financial Corp.	319,641	13,863
* Capital Bank Financial Corp.	471,736	13,713
ServisFirst Bancshares Inc.	364,928	13,710
Brookline Bancorp Inc.	1,210,183	13,663
^ New York Mortgage Trust Inc.	1,801,290	13,474
Kearny Financial Corp.	1,204,284	13,440
NRG Yield Inc. Class A	602,919	13,258
Cash America International Inc.	503,561	13,188
Northfield Bancorp Inc.	865,447	13,025
State Bank Financial Corp.	597,411	12,964
* Marcus & Millichap Inc.	276,959	12,779
Universal Insurance Holdings Inc.	527,060	12,755
Cardinal Financial Corp.	570,564	12,433
InfraREIT Inc.	431,329	12,233
* Meridian Bancorp Inc.	910,989	12,216
* Walker & Dunlop Inc.	453,436	12,125
* Piper Jaffray Cos.	276,583	12,070
Employers Holdings Inc.	526,553	11,995
Central Pacific Financial Corp.	502,159	11,926
Southside Bancshares Inc.	407,257	11,904
* Customers Bancorp Inc.	437,200	11,756
Sandy Spring Bancorp Inc.	419,330	11,733
Ameris Bancorp	460,598	11,649
United Financial Bancorp Inc.	862,936	11,606
Towne Bank	710,295	11,571
*^ Xoom Corp.	548,602	11,551
Universal Health Realty Income Trust	246,177	11,437
WSFS Financial Corp.	413,148	11,300
*^ Nationstar Mortgage Holdings Inc.	672,307	11,295
TrustCo Bank Corp. NY	1,595,688	11,218
Cohen & Steers Inc.	326,681	11,133
Oritani Financial Corp.	692,426	11,113
GAMCO Investors Inc.	159,192	10,938
Anworth Mortgage Asset Corp.	2,213,554	10,913
Hannon Armstrong Sustainable Infrastructure Capital Inc.	541,511	10,857
^ Western Asset Mortgage Capital Corp.	733,635	10,836
1st Source Corp.	316,970	10,815
Diamond Hill Investment Group Inc.	54,069	10,795
FBL Financial Group Inc. Class A	185,357	10,699
United Fire Group Inc.	321,720	10,540
Saul Centers Inc.	212,861	10,471
First Potomac Realty Trust	1,016,079	10,466
CenterState Banks Inc.	771,611	10,424
* Cowen Group Inc. Class A	1,618,532	10,359
* American Residential Properties Inc.	556,618	10,297
BNC Bancorp	529,483	10,235
RAIT Financial Trust	1,672,014	10,216
First Interstate BancSystem Inc. Class A	367,426	10,192

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	Shares	Market Value (\$000)
Flushing Financial Corp.	483,689	10,162
Silver Bay Realty Trust Corp.	622,026	10,133
ConnectOne Bancorp Inc.	469,930	10,118
Rouse Properties Inc.	618,659	10,115
MainSource Financial Group Inc.	457,063	10,033
Community Trust Bancorp Inc.	281,699	9,823
Urstadt Biddle Properties Inc. Class A	522,908	9,768
* Heritage Insurance Holdings Inc.	421,872	9,699
First Financial Corp.	270,398	9,669
^ United Development Funding IV	546,537	9,553
* Square 1 Financial Inc. Class A	348,606	9,534
* Bridge Capital Holdings	319,876	9,532
* First BanCorp	1,952,925	9,413
* Ambac Financial Group Inc.	564,694	9,397
* LendingTree Inc.	119,527	9,396
Moelis & Co. Class A	320,704	9,207
Monmouth Real Estate Investment Corp.	930,323	9,043
Ladder Capital Corp.	518,364	8,994
* First NBC Bank Holding Co.	247,857	8,923
Washington Trust Bancorp Inc.	224,627	8,868
Winthrop Realty Trust	582,457	8,824
Dime Community Bancshares Inc.	519,929	8,808
National Western Life Insurance Co. Class A	36,579	8,760
* Enova International Inc.	468,830	8,758
* HomeStreet Inc.	380,015	8,672
Resource Capital Corp.	2,225,840	8,614
Cedar Realty Trust Inc.	1,335,636	8,548
TriCo Bancshares	352,845	8,486
* Tejon Ranch Co.	330,059	8,486
Agree Realty Corp.	290,383	8,470
Heritage Financial Corp.	470,502	8,408
OFG Bancorp	783,644	8,361
AG Mortgage Investment Trust Inc.	482,053	8,330
* INTL. FCSStone Inc.	248,471	8,259
Apollo Residential Mortgage Inc.	560,981	8,241
* NMI Holdings Inc. Class A	1,019,255	8,174
* Yadkin Financial Corp.	388,080	8,130
BancFirst Corp.	123,931	8,111
Arlington Asset Investment Corp. Class A	413,395	8,086
CatchMark Timber Trust Inc. Class A	698,864	8,086
Stock Yards Bancorp Inc.	208,147	7,866
* CU Bancorp	349,219	7,739
CareTrust REIT Inc.	609,700	7,725
CoBiz Financial Inc.	588,746	7,695
* Forestar Group Inc.	583,496	7,679
Westwood Holdings Group Inc.	128,165	7,635
^ CorEnergy Infrastructure Trust Inc.	1,207,122	7,629
First Busey Corp.	1,141,714	7,501
Getty Realty Corp.	455,951	7,459
Bank Mutual Corp.	965,348	7,404
* Altisource Portfolio Solutions SA	239,974	7,389
Independent Bank Group Inc.	171,012	7,336
Meadowbrook Insurance Group Inc.	852,581	7,332
RE/MAX Holdings Inc.	205,595	7,301
*^ World Acceptance Corp.	117,751	7,243
* Virtu Financial Inc. Class A	304,057	7,139
State National Cos. Inc.	650,765	7,048
* Anchor BanCorp Wisconsin Inc.	181,446	6,891
* Safeguard Scientifics Inc.	353,585	6,881
Peapack Gladstone Financial Corp.	309,321	6,873
HCI Group Inc.	153,852	6,802
Dynex Capital Inc.	890,813	6,788
Hudson Valley Holding Corp.	238,751	6,735
Campus Crest Communities Inc.	1,210,310	6,705

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	Shares	Market Value (\$000)
Great Southern Bancorp Inc.	159,096	6,704
* Flagstar Bancorp Inc.	358,569	6,626
Banc of California Inc.	474,889	6,530
* Ezc corp Inc. Class A	866,206	6,436
First Connecticut Bancorp Inc.	402,998	6,396
Peoples Bancorp Inc.	271,944	6,347
GAIN Capital Holdings Inc.	663,820	6,346
Armada Hoffler Properties Inc.	625,383	6,248
Southwest Bancorp Inc.	329,938	6,140
* Seacoast Banking Corp. of Florida	388,444	6,137
* PICO Holdings Inc.	414,379	6,100
James River Group Holdings Ltd.	233,059	6,029
Waterstone Financial Inc.	455,572	6,014
* Ladenburg Thalmann Financial Services Inc.	1,712,630	5,994
Stonegate Bank	200,981	5,963
Whitestone REIT	454,416	5,917
Lakeland Bancorp Inc.	496,875	5,908
Bryn Mawr Bank Corp.	194,812	5,876
West Bancorporation Inc.	295,741	5,868
Enterprise Financial Services Corp.	257,381	5,861
Ashford Hospitality Prime Inc.	387,472	5,820
* PennyMac Financial Services Inc. Class A	319,648	5,792
* Bancorp Inc.	623,605	5,787
Preferred Apartment Communities Inc. Class A	571,338	5,685
Prudential Bancorp Inc.	392,037	5,685
^ NexPoint Residential Trust Inc.	422,612	5,676
One Liberty Properties Inc.	265,789	5,656
* C1 Financial Inc.	291,238	5,644
OneBeacon Insurance Group Ltd. Class A	388,427	5,636
EMC Insurance Group Inc.	221,397	5,550
Financial Institutions Inc.	221,597	5,504
Preferred Bank	181,363	5,450
* HomeTrust Bancshares Inc.	324,281	5,435
United Community Financial Corp.	1,013,343	5,421
Federated National Holding Co.	222,595	5,387
Fidelity & Guaranty Life	226,195	5,345
Independent Bank Corp.	392,292	5,319
State Auto Financial Corp.	218,275	5,228
* ^ RCS Capital Corp. Class A	681,967	5,224
Meta Financial Group Inc.	120,767	5,183
* Blue Hills Bancorp Inc.	369,216	5,169
Newcastle Investment Corp.	1,159,643	5,126
Arrow Financial Corp.	187,247	5,061
Ares Commercial Real Estate Corp.	443,775	5,055
German American Bancorp Inc.	170,859	5,032
Gladstone Commercial Corp.	303,410	5,024
Consolidated-Tomoka Land Co.	87,122	5,022
First Defiance Financial Corp.	133,155	4,997
National Storage Affiliates Trust	400,240	4,963
* MoneyGram International Inc.	537,471	4,939
^ Peoples Financial Services Corp.	121,669	4,819
Mercantile Bank Corp.	223,978	4,795
Metro Bancorp Inc.	183,447	4,795
* TriState Capital Holdings Inc.	369,544	4,778
Resource America Inc. Class A	563,455	4,739
United Insurance Holdings Corp.	304,051	4,725
First of Long Island Corp.	168,678	4,676
First Bancorp	279,699	4,665
Charter Financial Corp.	371,930	4,616
Fidelity Southern Corp.	263,380	4,593
Westfield Financial Inc.	625,179	4,570
Univest Corp. of Pennsylvania	224,075	4,562
Tiptree Financial Inc. Class A	622,227	4,511
First Community Bancshares Inc.	245,292	4,469

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	Shares	Market Value (\$000)
Easterly Government Properties Inc.	280,435	4,465
*^ Citizens Inc. Class A	585,716	4,369
Trade Street Residential Inc.	649,633	4,327
Park Sterling Corp.	600,468	4,323
* Pacific Premier Bancorp Inc.	248,353	4,212
Bridge Bancorp Inc.	157,073	4,192
* NewStar Financial Inc.	380,250	4,183
Camden National Corp.	107,679	4,167
Cherry Hill Mortgage Investment Corp.	255,132	4,138
Suffolk Bancorp	160,926	4,129
QCR Holdings Inc.	187,752	4,085
Opus Bank	112,842	4,083
Independence Realty Trust Inc.	539,206	4,060
Bank of Marin Bancorp	79,664	4,053
Calamos Asset Management Inc. Class A	330,422	4,048
Arbor Realty Trust Inc.	590,362	3,991
^ Orchid Island Capital Inc.	349,356	3,916
Heritage Financial Group Inc.	129,498	3,908
Oppenheimer Holdings Inc. Class A	147,342	3,872
Bluerock Residential Growth REIT Inc. Class A	303,137	3,838
NewBridge Bancorp	428,990	3,831
* Franklin Financial Network Inc.	166,949	3,830
* eHealth Inc.	301,356	3,824
* First Northwest Bancorp	301,846	3,764
OceanFirst Financial Corp.	201,519	3,758
Federal Agricultural Mortgage Corp.	129,190	3,754
Guaranty Bancorp	223,224	3,685
Republic Bancorp Inc. Class A	141,050	3,625
Baldwin & Lyons Inc.	156,996	3,614
Silvercrest Asset Management Group Inc. Class A	255,262	3,589
* Regional Management Corp.	200,718	3,585
Heritage Oaks Bancorp	451,347	3,552
ZAIS Financial Corp.	217,959	3,524
CNB Financial Corp.	189,417	3,485
^ Owens Realty Mortgage Inc.	231,509	3,477
Ellington Residential Mortgage REIT	243,501	3,477
Clifton Bancorp Inc.	243,540	3,407
* Global Indemnity plc	121,107	3,401
National Interstate Corp.	122,886	3,357
Citizens & Northern Corp.	161,906	3,327
City Office REIT Inc.	267,545	3,318
Heritage Commerce Corp.	343,871	3,305
* Nicholas Financial Inc.	255,164	3,246
ESSA Bancorp Inc.	252,258	3,244
Pacific Continental Corp.	237,114	3,208
Territorial Bancorp Inc.	128,669	3,122
* Farmers Capital Bank Corp.	109,052	3,100
Investar Holding Corp.	203,221	3,089
* Sun Bancorp Inc.	160,401	3,088
* Jernigan Capital Inc.	151,774	3,084
*^ On Deck Capital Inc.	263,827	3,055
MidWestOne Financial Group Inc.	91,437	3,010
UMH Properties Inc.	301,741	2,957
BankFinancial Corp.	249,742	2,942
* FRP Holdings Inc.	90,221	2,926
Donegal Group Inc. Class A	191,748	2,920
* FBR & Co.	125,966	2,915
JAVELIN Mortgage Investment Corp.	399,714	2,846
Ames National Corp.	112,988	2,836
* Cascade Bancorp	545,291	2,825
Sierra Bancorp	162,405	2,811
* Altisource Asset Management Corp.	19,333	2,790
* Atlas Financial Holdings Inc.	137,757	2,732
Kansas City Life Insurance Co.	59,723	2,730

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	Shares	Market Value (\$000)
* Old Second Bancorp Inc.	412,781	2,724
Horizon Bancorp	108,982	2,720
* Stonegate Mortgage Corp.	267,994	2,699
* JG Wentworth Co. Class A	291,315	2,680
* BSB Bancorp Inc.	120,857	2,672
National Bankshares Inc.	91,093	2,665
* Imperial Holdings Inc.	459,330	2,660
* Connecture Inc.	250,520	2,646
Pzena Investment Management Inc. Class A	238,484	2,635
Marlin Business Services Corp.	155,534	2,625
* Jason Industries Inc.	381,213	2,596
Reis Inc.	116,004	2,573
First Bancorp Inc.	131,912	2,564
Bar Harbor Bankshares	71,964	2,550
Penns Woods Bancorp Inc.	57,450	2,533
Macatawa Bank Corp.	476,968	2,528
* Entegra Financial Corp.	143,422	2,517
Provident Financial Holdings Inc.	148,682	2,489
First Financial Northwest Inc.	199,551	2,486
Manning & Napier Inc.	248,354	2,476
* Southern First Bancshares Inc.	137,887	2,468
American National Bankshares Inc.	103,500	2,464
* CommunityOne Bancorp	219,784	2,367
First Business Financial Services Inc.	50,333	2,360
Capital City Bank Group Inc.	153,843	2,349
* Hemisphere Media Group Inc. Class A	193,265	2,300
Fox Chase Bancorp Inc.	133,131	2,253
Merchants Bancshares Inc.	68,100	2,252
Home Bancorp Inc.	86,917	2,194
* BRT Realty Trust	310,752	2,185
LCNB Corp.	133,563	2,164
* First Security Group Inc.	881,994	2,161
Northrim BanCorp Inc.	83,917	2,151
* AV Homes Inc.	149,431	2,147
* Consumer Portfolio Services Inc.	340,560	2,129
* Hallmark Financial Services Inc.	181,402	2,064
Fifth Street Asset Management Inc.	199,952	2,056
* Green Bancorp Inc.	133,333	2,048
* Hampton Roads Bankshares Inc.	974,850	2,028
C&F Financial Corp.	54,312	2,012
* Triumph Bancorp Inc.	152,772	2,009
Enterprise Bancorp Inc.	85,660	2,008
* Pacific Mercantile Bancorp	264,123	2,005
*^ Impac Mortgage Holdings Inc.	102,873	1,969
* Performant Financial Corp.	607,474	1,968
Blue Capital Reinsurance Holdings Ltd.	107,626	1,934
^ County Bancorp Inc.	100,841	1,916
MidSouth Bancorp Inc.	123,974	1,892
Medley Management Inc. Class A	159,760	1,892
Central Valley Community Bancorp	158,873	1,879
Sotherly Hotels Inc.	263,834	1,865
Alliance Bancorp Inc. of Pennsylvania	81,643	1,861
*^ Republic First Bancorp Inc.	534,080	1,853
MutualFirst Financial Inc.	79,243	1,841
Hingham Institution for Savings	15,958	1,837
Farmers National Banc Corp.	220,639	1,820
Orrstown Financial Services Inc.	112,299	1,817
Farmland Partners Inc.	151,421	1,802
Century Bancorp Inc. Class A	44,025	1,790
* Phoenix Cos. Inc.	96,901	1,767
SI Financial Group Inc.	147,248	1,714
Cape Bancorp Inc.	178,568	1,689
Old Line Bancshares Inc.	105,897	1,683
Access National Corp.	85,934	1,671

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	Shares	Market Value (\$000)
Pulaski Financial Corp.	128,630	1,662
* Ashford Inc.	18,705	1,632
Five Oaks Investment Corp.	195,239	1,630
* Hamilton Bancorp Inc.	105,571	1,530
* Malvern Bancorp Inc.	103,041	1,529
Middleburg Financial Corp.	83,787	1,508
Investors Title Co.	20,745	1,471
Ameriana Bancorp	68,169	1,451
Monarch Financial Holdings Inc.	115,274	1,447
First Internet Bancorp	58,851	1,442
* First Foundation Inc.	71,291	1,408
Independence Holding Co.	103,421	1,364
* Asta Funding Inc.	158,546	1,329
Premier Financial Bancorp Inc.	85,497	1,321
Riverview Bancorp Inc.	299,785	1,283
Gladstone Land Corp.	122,522	1,267
* ASB Bancorp Inc.	58,307	1,263
Chemung Financial Corp.	47,586	1,260
* Veritex Holdings Inc.	83,578	1,248
^ FXCM Inc. Class A	838,293	1,216
Chicopee Bancorp Inc.	72,612	1,214
* Westbury Bancorp Inc.	69,724	1,208
Palmetto Bancshares Inc.	60,800	1,202
* UCP Inc.	156,732	1,188
* First Acceptance Corp.	371,196	1,188
Cheviot Financial Corp.	78,989	1,161
HopFed Bancorp Inc.	95,055	1,125
Federal Agricultural Mortgage Corp. Class A	38,986	1,092
LNB Bancorp Inc.	58,711	1,086
Urstadt Biddle Properties Inc.	63,312	1,083
* Maui Land & Pineapple Co. Inc.	183,834	1,044
* MBT Financial Corp.	181,717	1,043
Northeast Bancorp	99,071	986
Great Ajax Corp.	69,131	980
* Naugatuck Valley Financial Corp.	91,875	976
* Black Knight Financial Services Inc. Class A	31,360	968
* American River Bankshares	102,892	959
FS Bancorp Inc.	42,202	910
AmeriServ Financial Inc.	260,540	868
*^ Ohr Pharmaceutical Inc.	325,450	817
* Bear State Financial Inc.	85,986	803
* Coastway Bancorp Inc.	69,446	783
* Security National Financial Corp. Class A	113,312	763
* Atlantic Coast Financial Corp.	171,014	761
Eastern Virginia Bankshares Inc.	117,274	740
Timberland Bancorp Inc.	73,350	735
* 1347 Property Insurance Holdings Inc.	86,788	707
* First Marblehead Corp.	120,617	695
Baylake Corp.	52,942	670
* Bankwell Financial Group Inc.	37,266	664
US Global Investors Inc. Class A	231,835	645
Guaranty Federal Bancshares Inc.	43,358	638
*^ 22nd Century Group Inc.	669,515	629
First Bancshares Inc.	37,181	619
*^ Health Insurance Innovations Inc. Class A	119,568	594
* First United Corp.	66,348	575
* Polonia Bancorp Inc.	41,525	536
* First Bank	82,347	494
Bank of South Carolina Corp.	28,084	465
River Valley Bancorp	18,324	429
*^ Intersections Inc.	137,800	423
United Bancorp Inc.	46,010	413
Kingstone Cos. Inc.	53,830	409
California First National Bancorp	28,965	391

Vanguard® Total Stock Market Index Fund
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	Shares	Market Value (\$000)
Community West Bancshares	59,145	390
CIFC Corp.	47,737	379
* Atlanticus Holdings Corp.	105,954	374
* Royal Bancshares of Pennsylvania Inc.	180,190	360
Hennessy Advisors Inc.	18,956	357
SB Financial Group Inc.	33,052	350
Salisbury Bancorp Inc.	10,906	340
United Community Bancorp	22,954	317
CB Financial Services Inc.	15,463	308
Manhattan Bridge Capital Inc.	64,440	283
* National Commerce Corp.	10,752	277
* HMN Financial Inc.	22,731	268
Eagle Bancorp Montana Inc.	24,838	268
IF Bancorp Inc.	13,547	224
Landmark Bancorp Inc.	9,150	222
Madison County Financial Inc.	10,488	220
First Savings Financial Group Inc.	7,388	220
Citizens Community Bancorp Inc.	22,640	207
* Civista Bancshares Inc.	19,039	206
* Transcontinental Realty Investors Inc.	16,524	186
Summit State Bank	13,701	180
Wheeler REIT Inc.	87,300	177
Institutional Financial Markets Inc.	124,173	174
* WaferGen Bio-systems Inc.	54,360	171
Parke Bancorp Inc.	12,512	161
* Carolina Bank Holdings Inc.	13,013	158
QC Holdings Inc.	83,632	156
WVS Financial Corp.	11,313	134
* InterGroup Corp.	5,945	116
* Jacksonville Bancorp Inc.	7,410	97
Northeast Community Bancorp Inc.	12,716	95
First Capital Bancorp Inc.	21,437	92
* Income Opportunity Realty Investors Inc.	12,550	92
* Vestin Realty Mortgage II Inc.	23,180	90
* Southcoast Financial Corp.	10,597	88
Athens Bancshares Corp.	2,613	74
* Sunshine Bancorp Inc.	4,500	67
* Citizens First Corp.	3,499	44
Atlantic American Corp.	11,780	43
* RMG Networks Holding Corp.	47,392	40
Pathfinder Bancorp Inc.	3,000	35
First Federal of Northern Michigan Bancorp Inc.	4,800	31
* Internet Patents Corp.	8,626	26
* CVSL Inc.	19,700	24
United Bancshares Inc.	1,400	22
* Cordia Bancorp Inc.	5,680	22
Southwest Georgia Financial Corp.	1,200	17
* American Realty Investors Inc.	3,525	17
* Tejon Ranch Co. Warrants Exp. 08/31/2016	33,339	16
Home Federal Bancorp Inc.	780	16
* Melrose Bancorp Inc.	1,100	15
Ocean Shore Holding Co.	1,000	15
Two River Bancorp	1,600	15
HMG/Courtland Properties Inc.	945	12
* Unico American Corp.	1,100	12
First West Virginia Bancorp Inc.	290	6
* Avenue Financial Holdings Inc.	500	6
* JW Mays Inc.	100	5
Sussex Bancorp	50	1
Unity Bancorp Inc.	50	1
		76,320,866
Health Care (14.2%)		
Johnson & Johnson	49,191,334	4,794,187
Pfizer Inc.	109,481,204	3,670,905

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	Shares	Market Value (\$000)
Gilead Sciences Inc.	26,086,302	3,054,184
Merck & Co. Inc.	50,224,643	2,859,289
* Allergan plc	6,970,013	2,115,120
Amgen Inc.	13,480,867	2,069,583
UnitedHealth Group Inc.	16,875,844	2,058,853
Bristol-Myers Squibb Co.	29,570,950	1,967,651
AbbVie Inc.	29,002,502	1,948,678
Medtronic plc	25,248,192	1,870,891
* Biogen Inc.	4,175,036	1,686,464
* Celgene Corp.	14,106,703	1,632,639
Eli Lilly & Co.	17,708,900	1,478,516
Abbott Laboratories	26,637,982	1,307,392
* Express Scripts Holding Co.	12,921,185	1,149,210
Thermo Fisher Scientific Inc.	7,029,407	912,136
Aetna Inc.	6,213,069	791,918
Anthem Inc.	4,703,642	772,056
* Alexion Pharmaceuticals Inc.	4,219,133	762,693
Cigna Corp.	4,573,010	740,828
* Regeneron Pharmaceuticals Inc.	1,347,251	687,273
Baxter International Inc.	9,625,903	673,139
* Illumina Inc.	2,556,092	558,148
Stryker Corp.	5,689,906	543,784
* Vertex Pharmaceuticals Inc.	4,342,224	536,178
Becton Dickinson and Co.	3,687,312	522,308
Humana Inc.	2,653,120	507,489
* HCA Holdings Inc.	5,568,985	505,218
* Mylan NV	7,396,301	501,913
Perrigo Co. plc	2,478,998	458,193
* Boston Scientific Corp.	23,803,891	421,329
* BioMarin Pharmaceutical Inc.	2,847,078	389,423
Zoetis Inc.	7,963,971	384,023
St. Jude Medical Inc.	4,980,217	363,904
Zimmer Biomet Holdings Inc.	2,997,864	327,457
* Intuitive Surgical Inc.	657,527	318,572
* Incyte Corp.	2,865,564	298,620
* Endo International plc	3,586,132	285,635
* Edwards Lifesciences Corp.	1,907,068	271,624
* Hospira Inc.	3,050,432	270,604
* DaVita HealthCare Partners Inc.	3,174,279	252,260
* Mallinckrodt plc	2,085,468	245,501
Universal Health Services Inc. Class B	1,614,318	229,395
CR Bard Inc.	1,316,823	224,782
* Laboratory Corp. of America Holdings	1,759,688	213,309
* Henry Schein Inc.	1,485,837	211,167
Quest Diagnostics Inc.	2,533,848	183,755
* Jazz Pharmaceuticals plc	1,037,870	182,738
* Waters Corp.	1,396,534	179,287
* Alkermes plc	2,674,428	172,073
* Medivation Inc.	1,402,567	160,173
* Hologic Inc.	4,186,972	159,356
* Centene Corp.	1,886,542	151,678
Cooper Cos. Inc.	851,340	151,513
* Varian Medical Systems Inc.	1,765,254	148,864
* Alnylam Pharmaceuticals Inc.	1,204,835	144,424
ResMed Inc.	2,511,733	141,586
* United Therapeutics Corp.	782,155	136,056
* Envision Healthcare Holdings Inc.	3,238,598	127,860
DENTSPLY International Inc.	2,475,456	127,610
* MEDNAX Inc.	1,711,288	126,824
* Isis Pharmaceuticals Inc.	2,138,070	123,046
* Community Health Systems Inc.	1,951,648	122,895
* Brookdale Senior Living Inc.	3,228,668	112,035
* DexCom Inc.	1,344,333	107,520
* IDEXX Laboratories Inc.	1,667,592	106,959

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	Shares	Market Value (\$000)
* Sirona Dental Systems Inc.	1,020,447	102,473
* Tenet Healthcare Corp.	1,728,230	100,030
Teleflex Inc.	728,212	98,636
* Bluebird Bio Inc.	571,451	96,215
* Quintiles Transnational Holdings Inc.	1,284,404	93,261
* Receptos Inc.	450,817	85,678
* Health Net Inc.	1,296,058	83,103
* Team Health Holdings Inc.	1,259,373	82,275
* Horizon Pharma plc	2,337,931	81,220
* Seattle Genetics Inc.	1,668,089	80,736
* Acadia Healthcare Co. Inc.	1,016,625	79,632
* Cepheid	1,280,569	78,307
* Alere Inc.	1,468,601	77,469
* Align Technology Inc.	1,200,233	75,267
Patterson Cos. Inc.	1,538,260	74,836
West Pharmaceutical Services Inc.	1,248,082	72,489
* Neurocrine Biosciences Inc.	1,509,852	72,111
HealthSouth Corp.	1,545,215	71,173
* Dyax Corp.	2,626,422	69,600
* LifePoint Health Inc.	790,246	68,712
* Intercept Pharmaceuticals Inc.	280,743	67,766
STERIS Corp.	1,040,716	67,064
*^ OPKO Health Inc.	4,098,010	65,896
* WellCare Health Plans Inc.	773,114	65,583
Bio-Techne Corp.	650,366	64,042
* Akorn Inc.	1,424,722	62,203
* PAREXEL International Corp.	962,814	61,919
* Amsurg Corp.	842,781	58,953
* ACADIA Pharmaceuticals Inc.	1,401,067	58,677
* Charles River Laboratories International Inc.	821,305	57,771
* Puma Biotechnology Inc.	489,832	57,188
Hill-Rom Holdings Inc.	1,007,762	54,752
*^ Agios Pharmaceuticals Inc.	492,613	54,749
* Impax Laboratories Inc.	1,189,947	54,642
* Bio-Rad Laboratories Inc. Class A	357,458	53,837
* Molina Healthcare Inc.	731,283	51,409
* Novavax Inc.	4,421,475	49,255
* Anacor Pharmaceuticals Inc.	631,085	48,865
* Catalent Inc.	1,648,498	48,350
* Ultragenyx Pharmaceutical Inc.	467,987	47,917
*^ Exact Sciences Corp.	1,569,204	46,668
*^ Myriad Genetics Inc.	1,283,059	43,611
* Clovis Oncology Inc.	495,544	43,548
* Celldex Therapeutics Inc.	1,706,120	43,028
* Pacira Pharmaceuticals Inc.	607,147	42,937
* ABIOMED Inc.	650,947	42,787
* Thoratec Corp.	959,691	42,773
* Prestige Brands Holdings Inc.	917,016	42,403
* Bruker Corp.	2,035,475	41,544
* Halozyme Therapeutics Inc.	1,827,848	41,273
* NuVasive Inc.	841,268	39,859
Healthcare Services Group Inc.	1,194,270	39,471
Owens & Minor Inc.	1,127,505	38,335
* AMAG Pharmaceuticals Inc.	552,246	38,138
*^ Intrexon Corp.	780,702	38,098
* Haemonetics Corp.	910,786	37,670
* Portola Pharmaceuticals Inc. Class A	810,838	36,934
* Magellan Health Inc.	488,515	34,230
* Integra LifeSciences Holdings Corp.	506,463	34,120
* Halyard Health Inc.	817,436	33,106
* Medicines Co.	1,145,338	32,768
* Masimo Corp.	825,496	31,980
Cantel Medical Corp.	595,466	31,959
* Globus Medical Inc.	1,244,467	31,945

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	Shares	Market Value (\$000)
* Ligand Pharmaceuticals Inc.	314,955	31,779
* Chimerix Inc.	677,741	31,312
* Insulet Corp.	991,283	30,715
Select Medical Holdings Corp.	1,858,752	30,112
Kindred Healthcare Inc.	1,471,504	29,857
* Neogen Corp.	629,076	29,843
*^ Kite Pharma Inc.	484,456	29,537
* Nektar Therapeutics	2,314,241	28,951
* Cyberonics Inc.	481,708	28,642
*^ MannKind Corp.	4,820,979	27,431
* KYTHERA Biopharmaceuticals Inc.	358,834	27,024
* TESARO Inc.	452,755	26,617
* Ironwood Pharmaceuticals Inc. Class A	2,203,123	26,570
* HMS Holdings Corp.	1,541,810	26,473
* Amicus Therapeutics Inc.	1,853,095	26,221
*^ ZIOPHARM Oncology Inc.	2,162,698	25,952
CONMED Corp.	442,215	25,768
* Theravance Inc.	1,424,831	25,747
* Air Methods Corp.	621,086	25,676
* Alder Biopharmaceuticals Inc.	473,215	25,066
* Radius Health Inc.	364,638	24,686
* Acorda Therapeutics Inc.	732,919	24,428
* Lannett Co. Inc.	408,499	24,281
* Momenta Pharmaceuticals Inc.	1,061,552	24,214
*^ ARIAD Pharmaceuticals Inc.	2,918,058	24,132
* Tetrphase Pharmaceuticals Inc.	508,624	24,129
* ICU Medical Inc.	248,969	23,816
* Wright Medical Group Inc.	901,426	23,671
* Natus Medical Inc.	546,598	23,263
* Insmid Inc.	946,895	23,123
* PTC Therapeutics Inc.	472,337	22,734
* Repligen Corp.	549,186	22,665
* Omnicell Inc.	596,331	22,488
* Depomed Inc.	1,035,439	22,221
*^ Raptor Pharmaceutical Corp.	1,392,427	21,986
* VWR Corp.	813,552	21,746
* ImmunoGen Inc.	1,505,693	21,652
*^ Juno Therapeutics Inc.	404,063	21,549
* Esperion Therapeutics Inc.	262,531	21,465
* Ophthotech Corp.	403,623	21,013
* HeartWare International Inc.	285,106	20,724
*^ Merrimack Pharmaceuticals Inc.	1,674,590	20,706
Ensign Group Inc.	399,169	20,382
*^ MiMedx Group Inc.	1,742,392	20,194
* Sarepta Therapeutics Inc.	652,550	19,857
* Arena Pharmaceuticals Inc.	4,256,767	19,751
Abaxis Inc.	381,298	19,629
* FibroGen Inc.	832,671	19,568
* Cempira Inc.	553,734	19,026
* Amedisys Inc.	478,055	18,993
* PDL BioPharma Inc.	2,896,267	18,623
* PharMerica Corp.	549,356	18,294
*^ Array BioPharma Inc.	2,525,998	18,212
* Sage Therapeutics Inc.	248,850	18,166
* Bio-Reference Laboratories Inc.	438,718	18,097
* BioCryst Pharmaceuticals Inc.	1,204,829	17,988
* Zeltiq Aesthetics Inc.	610,236	17,984
* Retrophin Inc.	539,833	17,895
*^ Keryx Biopharmaceuticals Inc.	1,782,846	17,793
*^ Insys Therapeutics Inc.	493,186	17,715
* Emergent BioSolutions Inc.	527,917	17,395
* Endologix Inc.	1,119,626	17,175
Analogic Corp.	217,206	17,138
* Spectranetics Corp.	738,870	17,001

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	Shares	Market Value (\$000)
* IPC Healthcare Inc.	304,012	16,839
* Tornier NV	651,077	16,270
* Relypsa Inc.	481,617	15,937
* Achillion Pharmaceuticals Inc.	1,787,229	15,835
* LDR Holding Corp.	364,591	15,769
* Merit Medical Systems Inc.	730,745	15,740
* TherapeuticsMD Inc.	1,955,687	15,372
*^ NewLink Genetics Corp.	345,203	15,282
* Nevro Corp.	283,096	15,216
*^ Heron Therapeutics Inc.	487,141	15,179
* HealthStream Inc.	483,963	14,722
* PRA Health Sciences Inc.	398,855	14,490
* Surgical Care Affiliates Inc.	372,995	14,316
* Dynavax Technologies Corp.	605,224	14,177
* Affymetrix Inc.	1,295,654	14,149
* NxStage Medical Inc.	989,202	14,131
* Hanger Inc.	598,929	14,039
* MacroGenics Inc.	369,723	14,038
* Cynosure Inc. Class A	363,706	14,032
*^ Exelixis Inc.	3,704,340	13,928
*^ ZS Pharma Inc.	265,482	13,909
* Cardiovascular Systems Inc.	505,204	13,363
* Adeptus Health Inc. Class A	140,239	13,321
* Amphastar Pharmaceuticals Inc.	743,709	13,074
Meridian Bioscience Inc.	700,937	13,065
* Inogen Inc.	292,803	13,059
* Sangamo BioSciences Inc.	1,164,492	12,914
*^ Synergy Pharmaceuticals Inc.	1,546,807	12,838
*^ Rockwell Medical Inc.	788,562	12,712
* Fluidigm Corp.	499,608	12,091
* Capital Senior Living Corp.	489,461	11,992
* Quidel Corp.	520,616	11,948
* Eagle Pharmaceuticals Inc.	147,634	11,938
*^ Geron Corp.	2,774,301	11,874
* Luminex Corp.	685,064	11,824
*^ OvaScience Inc.	405,663	11,736
* Orthofix International NV	354,011	11,725
* INC Research Holdings Inc. Class A	290,095	11,639
Atrion Corp.	29,008	11,380
*^ Accelerate Diagnostics Inc.	438,168	11,309
Invacare Corp.	521,736	11,285
*^ Omeros Corp.	625,121	11,246
* Supernus Pharmaceuticals Inc.	640,536	10,876
US Physical Therapy Inc.	198,423	10,866
* Agenus Inc.	1,243,252	10,729
* Triple-S Management Corp. Class B	416,437	10,686
* Acceleron Pharma Inc.	336,844	10,658
* Atara Biotherapeutics Inc.	201,334	10,622
* Zafgen Inc.	303,640	10,515
* Xencor Inc.	477,316	10,487
* AtriCure Inc.	423,004	10,423
* Universal American Corp.	985,290	9,971
* Karyopharm Therapeutics Inc.	365,321	9,940
*^ Northwest Biotherapeutics Inc.	990,484	9,836
* Sagent Pharmaceuticals Inc.	402,242	9,779
* Coherus Biosciences Inc.	335,121	9,685
* Vascular Solutions Inc.	278,538	9,671
*^ Orexigen Therapeutics Inc.	1,950,821	9,657
* ANI Pharmaceuticals Inc.	155,029	9,620
*^ Advaxis Inc.	471,038	9,576
*^ Epizyme Inc.	396,933	9,526
* Infinity Pharmaceuticals Inc.	857,885	9,394
* Progenics Pharmaceuticals Inc.	1,241,009	9,258
*^ Inovio Pharmaceuticals Inc.	1,118,108	9,124

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	Shares	Market Value (\$000)
* Intersect ENT Inc.	316,477	9,061
* National HealthCare Corp.	136,649	8,881
* Aegerion Pharmaceuticals Inc.	467,664	8,872
*^ Vanda Pharmaceuticals Inc.	697,127	8,847
*^ Accuray Inc.	1,306,202	8,804
*^ TG Therapeutics Inc.	529,637	8,787
* LHC Group Inc.	228,964	8,758
*^ Albany Molecular Research Inc.	423,436	8,562
*^ Corcept Therapeutics Inc.	1,408,912	8,468
*^ Cerus Corp.	1,612,584	8,369
*^ Spectrum Pharmaceuticals Inc.	1,211,425	8,286
* Anika Therapeutics Inc.	250,309	8,268
*^ Spark Therapeutics Inc.	136,189	8,208
*^ InVivo Therapeutics Holdings Corp.	504,454	8,147
* Revance Therapeutics Inc.	253,087	8,094
* Aratana Therapeutics Inc.	524,955	7,937
* K2M Group Holdings Inc.	322,923	7,757
*^ Foundation Medicine Inc.	226,696	7,671
* AngioDynamics Inc.	459,969	7,543
* Genomic Health Inc.	257,468	7,155
*^ XOMA Corp.	1,836,058	7,124
* Five Prime Therapeutics Inc.	279,416	6,941
*^ Arrowhead Research Corp.	961,187	6,872
* SciClone Pharmaceuticals Inc.	694,155	6,817
* CorVel Corp.	211,601	6,775
* Oncothyreon Inc.	1,802,303	6,741
* Paratek Pharmaceuticals Inc.	260,630	6,716
* Healthways Inc.	543,445	6,510
*^ AAC Holdings Inc.	148,378	6,463
*^ Vital Therapies Inc.	305,802	6,452
* BioDelivery Sciences International Inc.	810,597	6,452
*^ Idera Pharmaceuticals Inc.	1,731,485	6,424
* Flexion Therapeutics Inc.	292,027	6,392
* Curis Inc.	1,917,952	6,348
* STAAR Surgical Co.	654,148	6,319
* Sucampo Pharmaceuticals Inc. Class A	383,361	6,299
* Sorrento Therapeutics Inc.	355,100	6,257
* Lion Biotechnologies Inc.	676,625	6,205
*^ Sequenom Inc.	2,037,179	6,193
* XenoPort Inc.	1,007,627	6,177
* GenMark Diagnostics Inc.	678,886	6,151
* La Jolla Pharmaceutical Co.	242,827	5,952
*^ Immunomedics Inc.	1,463,770	5,943
* Ignyta Inc.	391,853	5,913
* RTI Surgical Inc.	909,072	5,873
*^ Lexicon Pharmaceuticals Inc.	721,020	5,804
*^ Pacific Biosciences of California Inc.	1,003,162	5,778
* SurModics Inc.	243,117	5,694
*^ Theravance Biopharma Inc.	435,264	5,667
*^ Mirati Therapeutics Inc.	179,214	5,640
* Almost Family Inc.	141,259	5,638
* Osiris Therapeutics Inc.	288,347	5,611
* Pfenex Inc.	287,277	5,573
* Nobilis Health Corp.	795,319	5,408
* Aerie Pharmaceuticals Inc.	305,593	5,394
*^ Regulus Therapeutics Inc.	491,482	5,387
* Assembly Biosciences Inc.	275,674	5,309
* Civitas Solutions Inc.	245,598	5,239
* OraSure Technologies Inc.	957,901	5,163
* CryoLife Inc.	457,226	5,158
* POZEN Inc.	497,055	5,125
* Avalanche Biotechnologies Inc.	313,858	5,097
* Otonomy Inc.	220,601	5,072
* Rigel Pharmaceuticals Inc.	1,565,724	5,026

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	Shares	Market Value (\$000)
* Antares Pharma Inc.	2,413,842	5,021
* Catalyst Pharmaceuticals Inc.	1,194,920	4,935
*^ Organovo Holdings Inc.	1,263,745	4,764
*^ Galena Biopharma Inc.	2,768,565	4,707
* Enanta Pharmaceuticals Inc.	104,349	4,695
*^ CTI BioPharma Corp.	2,379,264	4,640
* Ocular Therapeutix Inc.	217,991	4,584
* NeoGenomics Inc.	832,720	4,505
* Anthera Pharmaceuticals Inc.	521,563	4,496
*^ IGI Laboratories Inc.	698,272	4,399
* Threshold Pharmaceuticals Inc.	1,081,368	4,369
* BioTelemetry Inc.	452,839	4,270
* Versartis Inc.	278,566	4,240
*^ OncoMed Pharmaceuticals Inc.	186,062	4,186
*^ BioScrip Inc.	1,136,638	4,126
*^ Zogenix Inc.	2,424,538	4,073
*^ Unilife Corp.	1,872,147	4,025
* Sientra Inc.	158,768	4,006
*^ Peregrine Pharmaceuticals Inc.	3,041,533	3,984
* Cutera Inc.	256,696	3,974
*^ Tobira Therapeutics Inc.	225,399	3,888
* RadNet Inc.	579,039	3,874
*^ Trovogene Inc.	380,933	3,866
* Dermira Inc.	219,093	3,845
* Durect Corp.	1,608,636	3,845
*^ VIVUS Inc.	1,605,168	3,788
*^ Navidea Biopharmaceuticals Inc.	2,347,470	3,779
* Verastem Inc.	500,837	3,776
*^ ChemoCentryx Inc.	458,740	3,775
* Cytokinetics Inc.	548,302	3,685
* Concert Pharmaceuticals Inc.	246,975	3,677
* Immune Design Corp.	176,984	3,655
* Blueprint Medicines Corp.	137,397	3,640
*^ Synta Pharmaceuticals Corp.	1,618,854	3,610
*^ Ocata Therapeutics Inc.	683,340	3,601
*^ Synthetic Biologics Inc.	1,241,312	3,538
* T2 Biosystems Inc.	216,926	3,521
* BioSpecifics Technologies Corp.	65,405	3,375
*^ XBiotech Inc.	182,116	3,293
*^ Bellicum Pharmaceuticals Inc.	154,493	3,286
* Exactech Inc.	156,674	3,264
* Five Star Quality Care Inc.	663,749	3,186
* Adamas Pharmaceuticals Inc.	120,659	3,164
* Sunesis Pharmaceuticals Inc.	1,047,302	3,152
* Dicerna Pharmaceuticals Inc.	218,946	3,054
* Genoea Biosciences Inc.	221,291	3,038
* Akebia Therapeutics Inc.	294,965	3,035
* Stemline Therapeutics Inc.	257,682	3,033
*^ CytRx Corp.	812,843	3,024
* Tandem Diabetes Care Inc.	277,551	3,009
Utah Medical Products Inc.	49,349	2,943
*^ Endocyte Inc.	562,765	2,921
*^ Repros Therapeutics Inc.	408,054	2,918
*^ Tenax Therapeutics Inc.	761,068	2,808
*^ Asterias Biotherapeutics Inc.	607,232	2,793
* Pernix Therapeutics Holdings Inc.	467,230	2,766
* Proteon Therapeutics Inc.	153,362	2,739
* Loxo Oncology Inc.	151,877	2,738
*^ Neuralstem Inc.	1,393,824	2,704
* Addus HomeCare Corp.	96,665	2,693
* Harvard Bioscience Inc.	468,415	2,670
LeMaitre Vascular Inc.	220,830	2,663
* Heska Corp.	88,955	2,641
* Alliance HealthCare Services Inc.	140,174	2,620

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	Shares	Market Value (\$000)
* NanoString Technologies Inc.	166,957	2,574
* Trevena Inc.	406,601	2,545
* Derma Sciences Inc.	352,478	2,524
* Genesis Healthcare Inc.	349,275	2,305
* aTyr Pharma Inc.	123,067	2,279
* Tonix Pharmaceuticals Holding Corp.	252,865	2,268
*^ BioTime Inc.	607,437	2,205
* Enzo Biochem Inc.	707,691	2,144
* Applied Genetic Technologies Corp.	139,488	2,140
*^ AcelRx Pharmaceuticals Inc.	499,644	2,118
* Invitae Corp.	140,958	2,097
* Vitae Pharmaceuticals Inc.	143,858	2,072
*^ Fibrocell Science Inc.	392,939	2,071
*^ Flex Pharma Inc.	119,152	2,049
* Targacept Inc.	725,082	2,023
*^ CytoSorbents Corp.	328,449	2,017
* Fate Therapeutics Inc.	307,538	1,990
*^ Ampio Pharmaceuticals Inc.	839,379	1,989
* Medgenics Inc.	321,967	1,974
*^ Tokai Pharmaceuticals Inc.	145,408	1,934
*^ Alimera Sciences Inc.	408,232	1,882
* Synergetics USA Inc.	388,058	1,824
*^ Fortress Biotech Inc.	526,032	1,767
* Alliqua BioMedical Inc.	331,173	1,745
*^ Rexahn Pharmaceuticals Inc.	2,845,469	1,729
* Entellus Medical Inc.	66,731	1,726
* Kindred Biosciences Inc.	248,222	1,693
* Cara Therapeutics Inc.	139,078	1,690
Psychomedics Corp.	113,707	1,686
*^ pSivida Corp.	447,226	1,686
Digirad Corp.	384,321	1,668
* ContraFect Corp.	316,601	1,662
* ContraVir Pharmaceuticals Inc.	317,548	1,613
* Provectus Biopharmaceuticals Inc. Class A	2,961,256	1,599
* AVEO Pharmaceuticals Inc.	882,183	1,535
* ArQule Inc.	938,858	1,502
* PharmAthene Inc.	827,001	1,489
*^ CorMedix Inc.	377,729	1,466
*^ Athersys Inc.	1,200,348	1,452
* Cancer Genetics Inc.	123,076	1,447
* Symmetry Surgical Inc.	165,119	1,440
* Alphatec Holdings Inc.	1,010,364	1,394
* EPIRUS Biopharmaceuticals Inc.	243,455	1,390
*^ Actinium Pharmaceuticals Inc.	523,475	1,387
*^ Caladrius Biosciences Inc.	740,756	1,385
*^ IsoRay Inc.	924,245	1,368
* Vericel Corp.	375,058	1,339
* SCYNEXIS Inc.	152,100	1,337
* Carbylan Therapeutics Inc.	186,906	1,336
*^ Bio-Path Holdings Inc.	1,158,861	1,333
*^ NanoViricides Inc.	765,867	1,325
* Ardelyx Inc.	81,749	1,306
*^ Hansen Medical Inc.	1,421,051	1,300
*^ Egalet Corp.	88,862	1,282
* Juniper Pharmaceuticals Inc.	137,471	1,258
*^ Biolase Inc.	683,875	1,190
* Cumberland Pharmaceuticals Inc.	162,395	1,161
* Wright Medical Group Inc. CVR	288,011	1,155
*^ Apricus Biosciences Inc.	671,418	1,148
*^ Mast Therapeutics Inc.	2,339,086	1,146
* Veracyte Inc.	101,153	1,127
* Pain Therapeutics Inc.	648,731	1,122
* Corium International Inc.	81,050	1,110
*^2 Baxalta Inc.	34,400	1,099

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	Shares	Market Value (\$000)
*^ Conatus Pharmaceuticals Inc.	210,165	1,082
* Fonar Corp.	100,691	1,065
* KemPharm Inc.	57,943	1,064
* Cidara Therapeutics Inc.	75,332	1,056
AdCare Health Systems Inc.	298,748	1,034
*^ Calithera Biosciences Inc.	144,120	1,029
*^ BIND Therapeutics Inc.	183,435	1,025
*^ MediciNova Inc.	257,612	1,018
*^ Corbus Pharmaceuticals Holdings Inc.	329,813	1,016
*^ Discovery Laboratories Inc.	1,479,137	1,006
*^ Ocera Therapeutics Inc.	264,414	1,005
* GlycoMimetics Inc.	122,530	974
* InfuSystems Holdings Inc.	303,633	969
*^ StemCells Inc.	1,769,454	956
*^ Galectin Therapeutics Inc.	345,606	944
*^ TearLab Corp.	457,458	924
* Vical Inc.	1,299,653	910
*^ Sunshine Heart Inc.	258,495	892
* Dipexium Pharmaceuticals Inc.	69,982	890
* IRIDEX Corp.	107,001	883
* Brainstorm Cell Therapeutics Inc.	244,224	882
* Achaogen Inc.	144,172	869
* MEI Pharma Inc.	482,002	824
* Collegium Pharmaceutical Inc.	45,859	818
*^ CEL-SCI Corp.	1,206,726	796
* Aldeyra Therapeutics Inc.	101,870	791
* Argos Therapeutics Inc.	115,185	789
*^ Abeona Therapeutics Inc.	155,045	785
*^ Cytori Therapeutics Inc.	1,382,437	770
* AxoGen Inc.	242,639	762
* Cymabay Therapeutics Inc.	276,247	743
* Adamis Pharmaceuticals Corp.	175,999	739
*^ PhotoMedex Inc.	542,154	737
* HTG Molecular Diagnostics Inc.	65,650	732
* ImmunoCellular Therapeutics Ltd.	1,547,621	730
*^ Avinger Inc.	55,368	715
Enzon Pharmaceuticals Inc.	591,551	710
* OncoGenex Pharmaceuticals Inc.	292,632	682
* Cardica Inc.	1,355,279	676
* Retractable Technologies Inc.	175,484	667
*^ iBio Inc.	683,611	649
* Celator Pharmaceuticals Inc.	289,716	649
* Bovie Medical Corp.	229,929	642
*^ GTx Inc.	424,504	624
*^ EnteroMedics Inc.	999,148	619
* Imprimis Pharmaceuticals Inc.	75,879	617
* Celsion Corp.	262,411	617
* Chembio Diagnostics Inc.	123,989	609
* Recro Pharma Inc.	46,489	601
*^ Hemispherx Biopharma Inc.	2,858,987	585
* Catabasis Pharmaceuticals Inc.	46,926	573
* Aradigm Corp.	76,576	565
*^ Biocept Inc.	215,365	549
* TriVascular Technologies Inc.	101,441	543
* Glaukos Corp.	18,700	542
*^ Heat Biologics Inc.	88,564	531
* Cerulean Pharma Inc.	115,279	530
* Misonix Inc.	55,037	523
* CAS Medical Systems Inc.	400,050	512
* Palatin Technologies Inc.	562,490	501
*^ OXiGENE Inc.	343,666	481
* Cogentix Medical Inc.	289,122	468
Span-America Medical Systems Inc.	25,343	467
*^ Alexza Pharmaceuticals Inc.	425,033	463

Vanguard® Total Stock Market Index Fund
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	Shares	Market Value (\$000)
* Bellerophon Therapeutics Inc.	57,174	453
* Onconova Therapeutics Inc.	191,299	453
Daxor Corp.	66,868	452
* Seres Therapeutics Inc.	10,687	444
*^ Vermillion Inc.	214,146	443
* Neothetics Inc.	49,114	442
* CASI Pharmaceuticals Inc.	241,336	432
*^ NephroGenex Inc.	64,091	426
Diversicare Healthcare Services Inc.	32,613	421
* CareDx Inc.	62,009	403
*^ Stereotaxis Inc.	261,780	377
* Cesca Therapeutics Inc.	438,429	373
* iRadimed Corp.	16,000	372
* Cyclacel Pharmaceuticals Inc.	465,134	372
*^ ARCA biopharma Inc.	320,424	368
* Bidel Inc.	341,986	352
*^ Oculus Innovative Sciences Inc.	246,641	351
*^ Acura Pharmaceuticals Inc.	338,201	334
*^ Atossa Genetics Inc.	295,017	333
*^ NovaBay Pharmaceuticals Inc.	525,932	326
* Nivalis Therapeutics Inc.	21,344	323
*^ Joint Corp.	30,909	315
* Opexa Therapeutics Inc.	704,716	314
* Oragenics Inc.	227,875	312
*^ Celladon Corp.	243,153	306
*^ TetraLogic Pharmaceuticals Corp.	126,006	295
*^ Echo Therapeutics Inc.	170,831	287
* Nanosphere Inc.	82,523	267
*^ Akers Biosciences Inc.	60,354	263
* CoLucid Pharmaceuticals Inc.	29,314	261
* MGC Diagnostics Corp.	46,575	244
*^ Venaxis Inc.	540,580	242
* Marinus Pharmaceuticals Inc.	20,000	232
* Eleven Biotherapeutics Inc.	79,313	224
* EndoChoice Holdings Inc.	13,648	223
*^ Presbia plc	26,900	221
* Harvard Apparatus Regenerative Technology Inc.	149,545	214
*^ Agile Therapeutics Inc.	24,376	209
* Evoke Pharma Inc.	39,971	209
* CombiMatrix Corp.	129,015	208
*^ BG Medicine Inc.	372,965	205
* Amedica Corp.	358,385	205
* ERBA Diagnostics Inc.	92,345	202
* KaloBios Pharmaceuticals Inc.	388,777	187
* Hooper Holmes Inc.	943,091	180
*^ Cleveland BioLabs Inc.	40,540	176
* Delcath Systems Inc.	177,889	171
*^ Response Genetics Inc.	474,266	155
*^ Signal Genetics Inc.	70,186	154
* Escalon Medical Corp.	105,245	145
* Inotek Pharmaceuticals Corp.	29,200	143
* Allied Healthcare Products Inc.	87,500	133
* Minerva Neurosciences Inc.	22,832	132
* Bioanalytical Systems Inc.	65,847	132
* Viking Therapeutics Inc.	18,275	130
* Tracon Pharmaceuticals Inc.	10,502	119
*^ Capnia Inc.	37,500	105
* ADMA Biologics Inc.	10,370	96
* RXi Pharmaceuticals Corp.	183,736	90
* Arrhythmia Research Technology Inc.	12,440	78
* ProPhase Labs Inc.	56,433	76
* GenVec Inc.	34,869	71
* Perseon Corp.	34,668	66
* Capricor Therapeutics Inc.	12,200	62

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	Shares	Market Value (\$000)
* ImmuCell Corp.	5,733	46
* USMD Holdings Inc.	5,047	43
* OpGen Inc.	9,423	35
* Roka Bioscience Inc.	13,614	35
* Pulmatrix Inc.	3,109	30
*^ Immune Pharmaceuticals Inc.	11,140	21
Birner Dental Management Services Inc.	1,710	21
* Sophiris Bio Inc.	26,479	21
* Transgenomic Inc.	10,300	17
*^ BioLife Solutions Inc.	7,586	15
* Electromed Inc.	7,600	14
* Histogenics Corp.	2,000	13
* Semler Scientific Inc.	3,107	10
VBI Vaccines Inc.	2,500	7
* GlobelImmune Inc.	2,318	6
* Collectar Biosciences Inc.	1,700	5
* Zosano Pharma Corp.	100	1
		57,523,546

Industrials (12.3%)

General Electric Co.	178,678,987	4,747,501
3M Co.	11,240,047	1,734,339
United Technologies Corp.	15,060,931	1,670,709
Boeing Co.	11,054,902	1,533,536
Union Pacific Corp.	15,566,001	1,484,530
Honeywell International Inc.	13,157,189	1,341,639
United Parcel Service Inc. Class B	12,472,815	1,208,740
Accenture plc Class A	11,112,078	1,075,427
Danaher Corp.	10,635,587	910,300
Caterpillar Inc.	10,730,448	910,157
Lockheed Martin Corp.	4,752,773	883,540
FedEx Corp.	4,763,924	811,773
General Dynamics Corp.	4,983,382	706,095
Automatic Data Processing Inc.	8,386,036	672,812
Emerson Electric Co.	11,937,063	661,671
CSX Corp.	17,528,602	572,309
Eaton Corp. plc	8,283,793	559,073
Northrop Grumman Corp.	3,454,313	547,958
Deere & Co.	5,626,228	546,025
Raytheon Co.	5,426,077	519,167
Illinois Tool Works Inc.	5,608,804	514,832
Norfolk Southern Corp.	5,440,151	475,252
Precision Castparts Corp.	2,342,837	468,263
TE Connectivity Ltd.	7,188,290	462,207
Cummins Inc.	3,170,626	415,954
* LinkedIn Corp. Class A	1,954,489	403,856
PACCAR Inc.	6,265,373	399,793
Sherwin-Williams Co.	1,429,751	393,210
Waste Management Inc.	8,099,814	375,426
* Fiserv Inc.	4,265,085	353,277
Amphenol Corp. Class A	5,482,788	317,837
Ingersoll-Rand plc	4,651,055	313,574
Fidelity National Information Services Inc.	4,997,802	308,864
* Alliance Data Systems Corp.	1,054,406	307,823
Roper Technologies Inc.	1,770,837	305,399
Rockwell Automation Inc.	2,390,696	297,976
Tyco International plc	7,413,053	285,254
Parker-Hannifin Corp.	2,386,963	277,675
Paychex Inc.	5,751,790	269,644
WW Grainger Inc.	1,085,581	256,903
AMETEK Inc.	4,280,515	234,487
Pall Corp.	1,881,403	234,141
Agilent Technologies Inc.	5,919,197	228,363
Pentair plc	3,234,672	222,384
Rockwell Collins Inc.	2,332,553	215,411

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	Shares	Market Value (\$000)
* FleetCor Technologies Inc.	1,372,801	214,239
Xerox Corp.	19,715,480	209,773
Dover Corp.	2,875,635	201,812
* Stericycle Inc.	1,505,177	201,558
Fastenal Co.	4,691,211	197,875
* TransDigm Group Inc.	875,375	196,670
Vulcan Materials Co.	2,333,093	195,816
Textron Inc.	4,384,031	195,659
* Verisk Analytics Inc. Class A	2,674,296	194,582
Sealed Air Corp.	3,686,901	189,433
Kansas City Southern	1,947,536	177,615
Republic Services Inc. Class A	4,385,518	171,781
* Mettler-Toledo International Inc.	501,241	171,154
Ball Corp.	2,435,009	170,816
Masco Corp.	6,160,878	164,311
Martin Marietta Materials Inc.	1,138,416	161,097
CH Robinson Worldwide Inc.	2,573,375	160,553
* Sensata Technologies Holding NV	2,979,372	157,132
Towers Watson & Co. Class A	1,229,136	154,625
Wabtec Corp.	1,612,993	152,008
L-3 Communications Holdings Inc.	1,317,174	149,341
* United Rentals Inc.	1,703,728	149,281
Expeditors International of Washington Inc.	3,219,130	148,418
Rock-Tenn Co. Class A	2,332,689	140,428
Cintas Corp.	1,650,609	139,625
MeadWestvaco Corp.	2,954,860	139,440
Fluor Corp.	2,612,849	138,507
Acuity Brands Inc.	763,209	137,362
* Spirit AeroSystems Holdings Inc. Class A	2,479,459	136,643
JB Hunt Transport Services Inc.	1,652,808	135,679
* Crown Holdings Inc.	2,458,881	130,099
Fortune Brands Home & Security Inc.	2,787,756	127,735
Robert Half International Inc.	2,264,862	125,700
Flowserve Corp.	2,378,247	125,238
ManpowerGroup Inc.	1,386,134	123,893
Total System Services Inc.	2,935,731	122,625
Global Payments Inc.	1,181,236	122,199
Xylem Inc.	3,211,682	119,057
Carlisle Cos. Inc.	1,145,835	114,721
* Flextronics International Ltd.	10,138,196	114,663
IDEX Corp.	1,392,493	109,422
* CoStar Group Inc.	540,998	108,881
Packaging Corp. of America	1,738,213	108,621
* Quanta Services Inc.	3,747,515	108,003
* Trimble Navigation Ltd.	4,586,179	107,592
Valspar Corp.	1,314,425	107,546
Macquarie Infrastructure Corp.	1,285,949	106,258
Broadridge Financial Solutions Inc.	2,120,464	106,044
PerkinElmer Inc.	1,988,720	104,686
* HD Supply Holdings Inc.	2,938,557	103,378
* Zebra Technologies Corp.	923,274	102,530
ADT Corp.	3,045,134	102,225
B/E Aerospace Inc.	1,853,683	101,767
Waste Connections Inc.	2,158,185	101,694
Allegion plc	1,679,804	101,023
Avnet Inc.	2,402,291	98,758
Hubbell Inc. Class B	902,372	97,709
* Vantiv Inc. Class A	2,555,451	97,593
AO Smith Corp.	1,338,885	96,373
Huntington Ingalls Industries Inc.	851,150	95,831
* Arrow Electronics Inc.	1,691,181	94,368
Jack Henry & Associates Inc.	1,437,050	92,977
* Keysight Technologies Inc.	2,969,493	92,618
* Jacobs Engineering Group Inc.	2,278,574	92,556

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	Shares	Market Value (\$000)
* AECOM	2,674,897	88,486
^ Chicago Bridge & Iron Co. NV	1,766,147	88,378
Allison Transmission Holdings Inc.	3,018,283	88,315
Donaldson Co. Inc.	2,433,885	87,133
Hexcel Corp.	1,683,508	83,738
* Old Dominion Freight Line Inc.	1,203,322	82,554
Ryder System Inc.	929,142	81,179
Owens Corning	1,962,554	80,955
Graphic Packaging Holding Co.	5,744,732	80,024
Bemis Co. Inc.	1,756,867	79,077
AGCO Corp.	1,374,345	78,035
* WEX Inc.	679,806	77,477
FLIR Systems Inc.	2,493,786	76,858
Nordson Corp.	985,609	76,769
Orbital ATK Inc.	1,044,191	76,602
Sonoco Products Co.	1,785,899	76,544
MAXIMUS Inc.	1,152,029	75,723
Lennox International Inc.	703,085	75,715
Lincoln Electric Holdings Inc.	1,238,057	75,385
Graco Inc.	1,043,904	74,148
Trinity Industries Inc.	2,737,954	72,364
* Kirby Corp.	943,463	72,326
AptarGroup Inc.	1,123,534	71,648
MDU Resources Group Inc.	3,655,411	71,390
* Genesee & Wyoming Inc. Class A	932,191	71,014
* Colfax Corp.	1,530,109	70,615
Cognex Corp.	1,449,928	69,742
* Berry Plastics Group Inc.	2,080,559	67,410
ITT Corp.	1,598,083	66,864
* Owens-Illinois Inc.	2,878,882	66,042
Toro Co.	957,616	64,907
RR Donnelley & Sons Co.	3,719,024	64,823
Jabil Circuit Inc.	3,041,234	64,748
* CoreLogic Inc.	1,608,383	63,837
Eagle Materials Inc.	834,221	63,676
National Instruments Corp.	2,116,292	62,346
Joy Global Inc.	1,712,987	62,010
Babcock & Wilcox Co.	1,882,331	61,740
* Genpact Ltd.	2,882,671	61,487
World Fuel Services Corp.	1,277,596	61,261
FEI Co.	737,847	61,190
* Teledyne Technologies Inc.	576,215	60,796
Belden Inc.	748,075	60,766
MSC Industrial Direct Co. Inc. Class A	862,479	60,175
Oshkosh Corp.	1,395,554	59,144
Triumph Group Inc.	891,543	58,833
Air Lease Corp. Class A	1,705,561	57,819
* XPO Logistics Inc.	1,270,894	57,419
Woodward Inc.	1,039,069	57,138
Regal Beloit Corp.	775,577	56,299
EnerSys	793,948	55,807
Watsco Inc.	448,835	55,539
CLARCOR Inc.	889,461	55,360
Curtiss-Wright Corp.	759,673	55,031
* Euronet Worldwide Inc.	878,878	54,227
Deluxe Corp.	870,421	53,966
*^ Ambarella Inc.	524,330	53,843
* WESCO International Inc.	779,346	53,494
Landstar System Inc.	792,704	53,008
CEB Inc.	594,341	51,743
* IPG Photonics Corp.	598,159	50,948
Timken Co.	1,385,543	50,669
EMCOR Group Inc.	1,055,674	50,430
KBR Inc.	2,559,898	49,867

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	Shares	Market Value (\$000)
* Generac Holdings Inc.	1,232,681	48,999
* Clean Harbors Inc.	900,991	48,419
Crane Co.	822,768	48,321
* Esterline Technologies Corp.	503,009	47,957
Kennametal Inc.	1,394,752	47,589
SPX Corp.	654,265	47,362
* USG Corp.	1,695,047	47,105
* Moog Inc. Class A	662,210	46,805
Booz Allen Hamilton Holding Corp. Class A	1,835,297	46,323
Valmont Industries Inc.	387,969	46,118
Manitowoc Co. Inc.	2,278,013	44,649
Covanta Holding Corp.	2,066,025	43,779
* Advisory Board Co.	783,380	42,827
* Louisiana-Pacific Corp.	2,484,138	42,305
Terex Corp.	1,793,213	41,692
Silgan Holdings Inc.	788,003	41,575
* KLX Inc.	937,621	41,377
GATX Corp.	777,235	41,310
Convergys Corp.	1,598,819	40,754
Con-way Inc.	1,007,426	38,655
* Universal Display Corp.	743,897	38,482
HEICO Corp. Class A	751,351	38,146
Littelfuse Inc.	399,038	37,865
* Cimpres NV	438,784	36,928
* Armstrong World Industries Inc.	669,827	35,688
* DigitalGlobe Inc.	1,278,529	35,530
Mueller Industries Inc.	1,015,637	35,263
* Masonite International Corp.	500,111	35,063
* Swift Transportation Co.	1,508,401	34,195
* Rexnord Corp.	1,426,539	34,109
Barnes Group Inc.	867,043	33,806
* On Assignment Inc.	833,270	32,731
Heartland Payment Systems Inc.	602,558	32,568
Mobile Mini Inc.	774,425	32,557
* Anixter International Inc.	492,302	32,073
Matson Inc.	761,436	32,011
* TASER International Inc.	949,115	31,615
Korn/Ferry International	900,397	31,307
ABM Industries Inc.	940,060	30,900
* Imperva Inc.	451,733	30,582
UniFirst Corp.	271,398	30,356
* FTI Consulting Inc.	732,391	30,204
* Trex Co. Inc.	602,768	29,795
* Sanmina Corp.	1,468,236	29,600
* Cardtronics Inc.	783,975	29,046
*^ NeuStar Inc. Class A	975,690	28,500
Knight Transportation Inc.	1,063,306	28,433
* Huron Consulting Group Inc.	405,629	28,431
* RBC Bearings Inc.	395,332	28,369
Forward Air Corp.	539,882	28,214
Tetra Tech Inc.	1,099,548	28,192
* Coherent Inc.	440,260	27,948
* Proto Labs Inc.	413,873	27,928
Vishay Intertechnology Inc.	2,373,902	27,727
MSA Safety Inc.	563,945	27,357
*^ Knowles Corp.	1,495,566	27,070
Essendant Inc.	685,826	26,919
* WageWorks Inc.	657,807	26,608
* Plexus Corp.	601,252	26,383
* ExamWorks Group Inc.	670,943	26,234
* AMN Healthcare Services Inc.	826,720	26,116
Applied Industrial Technologies Inc.	656,541	26,032
Apogee Enterprises Inc.	486,731	25,622
* Boise Cascade Co.	697,512	25,585

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	Shares	Market Value (\$000)
Simpson Manufacturing Co. Inc.	745,693	25,354
Brink's Co.	849,427	24,999
Outerwall Inc.	327,766	24,946
* Hub Group Inc. Class A	615,584	24,833
Watts Water Technologies Inc. Class A	477,523	24,760
* PHH Corp.	950,518	24,742
EnPro Industries Inc.	425,618	24,354
Aircastle Ltd.	1,071,777	24,297
Mueller Water Products Inc. Class A	2,658,448	24,192
* Greatbatch Inc.	448,024	24,157
* Atlas Air Worldwide Holdings Inc.	438,115	24,079
* LifeLock Inc.	1,452,175	23,816
EVERTEC Inc.	1,119,115	23,770
Heartland Express Inc.	1,167,419	23,617
* OSI Systems Inc.	333,031	23,575
Actuant Corp. Class A	1,019,940	23,550
Harsco Corp.	1,424,309	23,501
* Headwaters Inc.	1,288,126	23,470
Franklin Electric Co. Inc.	723,585	23,393
G&K Services Inc. Class A	333,800	23,079
* Meritor Inc.	1,737,224	22,792
* TriMas Corp.	767,395	22,715
AZZ Inc.	437,513	22,663
Granite Construction Inc.	632,330	22,454
* TrueBlue Inc.	741,895	22,183
* Astronics Corp.	305,296	21,642
* Rogers Corp.	326,031	21,564
* MasTec Inc.	1,081,319	21,486
* Itron Inc.	616,976	21,249
Tennant Co.	323,716	21,152
Otter Tail Corp.	788,147	20,965
Kaman Corp.	497,338	20,858
* Benchmark Electronics Inc.	957,140	20,846
Albany International Corp.	520,907	20,732
* Aerojet Rocketdyne Holdings Inc.	972,289	20,039
Brady Corp. Class A	806,188	19,945
^ Greenbrier Cos. Inc.	425,165	19,919
Werner Enterprises Inc.	757,509	19,885
Exponent Inc.	441,930	19,790
* Veeco Instruments Inc.	686,438	19,728
Sturm Ruger & Co. Inc.	338,791	19,464
AAR Corp.	606,050	19,315
* ExlService Holdings Inc.	558,096	19,299
* Navistar International Corp.	851,626	19,272
* TriNet Group Inc.	745,823	18,907
* II-VI Inc.	981,674	18,632
TAL International Group Inc.	588,569	18,599
MTS Systems Corp.	268,905	18,541
Insperity Inc.	363,900	18,523
John Bean Technologies Corp.	481,398	18,096
Standex International Corp.	226,036	18,067
^ Lindsay Corp.	203,608	17,899
Universal Forest Products Inc.	342,978	17,845
US Ecology Inc.	365,678	17,816
TimkenSteel Corp.	657,789	17,754
Methode Electronics Inc.	642,581	17,639
Advanced Drainage Systems Inc.	596,321	17,490
* Saia Inc.	438,724	17,237
Cubic Corp.	362,244	17,236
ESCO Technologies Inc.	458,335	17,146
* Sykes Enterprises Inc.	698,234	16,932
CIRCOR International Inc.	310,455	16,929
* M/A-COM Technology Solutions Holdings Inc.	430,710	16,475
* Nortek Inc.	197,932	16,454

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	Shares	Market Value (\$000)
General Cable Corp.	816,691	16,113
Federal Signal Corp.	1,071,683	15,979
Greif Inc. Class A	443,255	15,891
*^ Smith & Wesson Holding Corp.	946,582	15,704
* UTi Worldwide Inc.	1,571,001	15,694
AAON Inc.	694,285	15,635
Sun Hydraulics Corp.	405,567	15,456
* Wesco Aircraft Holdings Inc.	1,011,662	15,327
* Wabash National Corp.	1,209,344	15,165
Badger Meter Inc.	238,044	15,113
* RPX Corp.	893,868	15,106
* Tutor Perini Corp.	693,962	14,976
Encore Wire Corp.	332,368	14,721
Comfort Systems USA Inc.	635,161	14,577
Quanex Building Products Corp.	668,214	14,320
* Team Inc.	355,685	14,316
* FARO Technologies Inc.	304,451	14,218
Multi-Color Corp.	221,939	14,177
* Rofin-Sinar Technologies Inc.	506,909	13,991
Raven Industries Inc.	682,174	13,869
Astec Industries Inc.	328,223	13,726
McGrath RentCorp	442,195	13,456
* Echo Global Logistics Inc.	408,450	13,340
ArcBest Corp.	414,972	13,196
* Roadrunner Transportation Systems Inc.	509,160	13,136
* Thermon Group Holdings Inc.	545,499	13,130
* Navigant Consulting Inc.	881,448	13,107
Primoris Services Corp.	643,414	12,740
* Aegion Corp. Class A	672,496	12,737
* Summit Materials Inc. Class A	498,414	12,710
ManTech International Corp. Class A	437,240	12,680
Materion Corp.	358,754	12,646
* Newport Corp.	665,926	12,626
* Inovalon Holdings Inc. Class A	449,425	12,539
* Paylocity Holding Corp.	344,162	12,338
* American Woodmark Corp.	222,937	12,228
Altra Industrial Motion Corp.	448,660	12,195
Griffon Corp.	756,094	12,037
* Air Transport Services Group Inc.	1,124,504	11,796
* ICF International Inc.	335,143	11,683
* PGT Inc.	801,588	11,631
* MYR Group Inc.	371,279	11,495
* Builders FirstSource Inc.	895,051	11,492
AVX Corp.	850,838	11,452
* Continental Building Products Inc.	535,726	11,352
H&E Equipment Services Inc.	560,801	11,199
NN Inc.	435,752	11,120
Myers Industries Inc.	582,406	11,066
Kforce Inc.	477,263	10,915
Textainer Group Holdings Ltd.	416,051	10,821
CTS Corp.	558,910	10,770
* Fabrinet	573,958	10,750
HEICO Corp.	183,907	10,722
*^ Rentrak Corp.	152,919	10,674
Cass Information Systems Inc.	186,902	10,508
Resources Connection Inc.	651,003	10,475
* GrafTech International Ltd.	2,069,242	10,263
* Gibraltar Industries Inc.	501,059	10,207
* TTM Technologies Inc.	1,019,994	10,190
Hyster-Yale Materials Handling Inc.	146,599	10,156
* Monster Worldwide Inc.	1,530,290	10,008
* US Concrete Inc.	262,142	9,933
Celadon Group Inc.	463,960	9,595
* Aerovironment Inc.	361,726	9,434

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	Shares	Market Value (\$000)
Marten Transport Ltd.	426,631	9,258
Viad Corp.	340,079	9,220
TeleTech Holdings Inc.	336,172	9,104
Alamo Group Inc.	163,256	8,920
Quad/Graphics Inc.	481,421	8,911
Kadant Inc.	188,546	8,899
* Global Cash Access Holdings Inc.	1,149,609	8,898
Gorman-Rupp Co.	315,560	8,861
* Lydall Inc.	287,286	8,492
* DXP Enterprises Inc.	180,012	8,371
Columbus McKinnon Corp.	331,588	8,290
American Railcar Industries Inc.	169,298	8,235
Douglas Dynamics Inc.	378,881	8,138
* Kimball Electronics Inc.	557,228	8,130
Ennis Inc.	436,851	8,121
* Installed Building Products Inc.	322,161	7,886
* NCI Building Systems Inc.	523,177	7,884
Kelly Services Inc. Class A	507,357	7,788
* GP Strategies Corp.	233,269	7,754
Schnitzer Steel Industries Inc.	442,990	7,739
Heidrick & Struggles International Inc.	296,583	7,735
* Patrick Industries Inc.	201,157	7,654
* CBIZ Inc.	788,112	7,597
* Engility Holdings Inc.	301,367	7,582
Argan Inc.	187,197	7,550
Park-Ohio Holdings Corp.	154,400	7,482
Acacia Research Corp.	848,459	7,441
Daktronics Inc.	618,583	7,336
* GSI Group Inc.	486,532	7,313
Checkpoint Systems Inc.	715,192	7,281
* Quality Distribution Inc.	462,535	7,151
* Era Group Inc.	340,079	6,965
* YRC Worldwide Inc.	525,338	6,819
Park Electrochemical Corp.	351,447	6,734
Global Brass & Copper Holdings Inc.	387,534	6,592
* DHI Group Inc.	740,462	6,583
* Landec Corp.	439,138	6,337
* CAI International Inc.	300,803	6,194
* Cross Country Healthcare Inc.	484,149	6,139
American Science & Engineering Inc.	140,124	6,139
* Bazaarvoice Inc.	1,035,458	6,099
LB Foster Co. Class A	176,198	6,098
* Great Lakes Dredge & Dock Corp.	1,018,786	6,072
* Lionbridge Technologies Inc.	978,439	6,037
Landauer Inc.	168,878	6,019
NVE Corp.	75,206	5,896
Powell Industries Inc.	164,271	5,777
* ServiceSource International Inc.	1,036,504	5,670
* PowerSecure International Inc.	381,734	5,634
* Mistras Group Inc.	294,541	5,590
Insteel Industries Inc.	297,269	5,559
* Heritage-Crystal Clean Inc.	377,365	5,547
Black Box Corp.	265,951	5,319
* Furmanite Corp.	643,065	5,222
* Kratos Defense & Security Solutions Inc.	819,552	5,163
* Yodlee Inc.	356,201	5,144
* ARC Document Solutions Inc.	672,458	5,117
* Covenant Transportation Group Inc. Class A	191,830	4,807
* Stock Building Supply Holdings Inc.	242,893	4,749
* Power Solutions International Inc.	87,093	4,705
* Ducommun Inc.	182,482	4,684
Barrett Business Services Inc.	126,822	4,606
CECO Environmental Corp.	406,544	4,606
Eagle Bulk Shipping Inc.	649,789	4,529

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	Shares	Market Value (\$000)
* CRA International Inc.	160,733	4,480
FreightCar America Inc.	214,411	4,477
Mesa Laboratories Inc.	49,780	4,425
* InnerWorkings Inc.	661,185	4,410
NACCO Industries Inc. Class A	71,825	4,364
Ply Gem Holdings Inc.	365,798	4,313
* EnerNOC Inc.	438,329	4,252
* Sparten Corp.	142,983	3,906
VSE Corp.	72,692	3,890
* AEP Industries Inc.	68,682	3,791
* Franklin Covey Co.	185,605	3,766
* PAM Transportation Services Inc.	61,693	3,581
Graham Corp.	174,711	3,580
Hurco Cos. Inc.	103,360	3,578
* Radiant Logistics Inc.	486,669	3,558
* Orion Marine Group Inc.	490,153	3,539
* Multi-Fineline Electronix Inc.	158,920	3,474
Universal Truckload Services Inc.	155,803	3,421
* Northwest Pipe Co.	167,280	3,407
LSI Industries Inc.	364,005	3,400
* Patriot National Inc.	212,461	3,399
* Casella Waste Systems Inc. Class A	592,290	3,323
Electro Rent Corp.	304,296	3,305
* Hill International Inc.	616,720	3,244
* Vicor Corp.	264,884	3,229
* Xerium Technologies Inc.	176,654	3,215
* USA Truck Inc.	150,780	3,201
Bel Fuse Inc. Class B	151,555	3,110
Miller Industries Inc.	152,575	3,044
*^ Maxwell Technologies Inc.	508,989	3,039
*^ Layne Christensen Co.	338,951	3,034
Twin Disc Inc.	161,862	3,017
* Commercial Vehicle Group Inc.	417,626	3,011
CDI Corp.	227,000	2,951
* Volt Information Sciences Inc.	302,133	2,934
Hardinge Inc.	288,250	2,839
* Vishay Precision Group Inc.	187,891	2,830
Universal Technical Institute Inc.	321,805	2,768
Houston Wire & Cable Co.	269,360	2,672
Dynamic Materials Corp.	238,569	2,624
* UFP Technologies Inc.	119,800	2,506
* TRC Cos. Inc.	240,662	2,443
*^ Capstone Turbine Corp.	5,841,342	2,399
* Accuride Corp.	620,313	2,388
* Intevac Inc.	405,839	2,374
*^ MicroVision Inc.	788,205	2,365
*^ AM Castle & Co.	371,519	2,292
Global Power Equipment Group Inc.	287,839	2,234
* Ameresco Inc. Class A	288,977	2,211
* NV5 Holdings Inc.	90,895	2,205
Richardson Electronics Ltd.	271,503	2,194
Electro Scientific Industries Inc.	412,108	2,172
*^ Control4 Corp.	244,009	2,169
* PFSweb Inc.	156,382	2,167
Allied Motion Technologies Inc.	95,612	2,147
ModusLink Global Solutions Inc.	627,988	2,135
Spartan Motors Inc.	460,380	2,109
*^ Blue Bird Corp.	161,939	2,104
* SL Industries Inc.	53,878	2,080
*^ Cenveo Inc.	980,168	2,078
* Kemet Corp.	718,687	2,070
* PRGX Global Inc.	470,499	2,065
* Sharps Compliance Corp.	293,931	2,043
Supreme Industries Inc. Class A	233,997	2,005

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	Shares	Market Value (\$000)
Information Services Group Inc.	419,236	2,004
* Magnetek Inc.	57,976	1,995
* Milacron Holdings Corp.	99,153	1,951
* Willis Lease Finance Corp.	105,689	1,941
*^ Nuvera Environmental Solutions Inc.	304,361	1,908
* PMFG Inc.	296,342	1,905
*^ Manitex International Inc.	248,071	1,895
* Neff Corp. Class A	185,510	1,872
Crawford & Co. Class B	219,434	1,850
* Lawson Products Inc.	78,107	1,834
* CUI Global Inc.	361,057	1,827
United States Lime & Minerals Inc.	31,038	1,804
* Perceptron Inc.	168,972	1,784
Eastern Co.	95,000	1,759
*^ ExOne Co.	153,900	1,708
* LMI Aerospace Inc.	170,345	1,705
* Planar Systems Inc.	390,734	1,704
Omega Flex Inc.	44,518	1,677
Crawford & Co. Class A	217,594	1,656
*^ Energy Recovery Inc.	597,282	1,637
* Higher One Holdings Inc.	545,425	1,631
* Willdan Group Inc.	139,617	1,561
National Research Corp. Class A	109,276	1,553
*^ Research Frontiers Inc.	287,013	1,533
* Hudson Technologies Inc.	435,701	1,521
* Adept Technology Inc.	203,172	1,463
* Aspen Aerogels Inc.	216,000	1,430
*^ Energous Corp.	176,351	1,358
* API Technologies Corp.	524,668	1,317
* Planet Payment Inc.	543,961	1,316
*^ Synthesis Energy Systems Inc.	918,247	1,313
* Rand Logistics Inc.	377,273	1,222
* CPI Aerostructures Inc.	120,673	1,208
* Sterling Construction Co. Inc.	295,987	1,184
* CyberOptics Corp.	116,386	1,177
* General Finance Corp.	220,467	1,151
* Orion Energy Systems Inc.	453,341	1,138
* Mattersight Corp.	192,094	1,133
*^ American Superconductor Corp.	216,686	1,133
*^ Rubicon Technology Inc.	456,333	1,109
* Hudson Global Inc.	479,777	1,099
* StarTek Inc.	181,371	1,070
* TransUnion	42,492	1,067
* Napco Security Technologies Inc.	179,526	1,029
* Frequency Electronics Inc.	88,389	997
*^ ClearSign Combustion Corp.	175,508	949
* Broadwind Energy Inc.	220,680	936
* Key Technology Inc.	67,325	889
MOCON Inc.	55,414	884
*^ Revolution Lighting Technologies Inc.	731,617	849
* Patriot Transportation Holding Inc.	34,273	845
Hubbell Inc. Class A	7,600	819
* Arotech Corp.	334,820	807
Espey Manufacturing & Electronics Corp.	30,766	800
* Innovative Solutions & Support Inc.	238,921	788
* Ballantyne Strong Inc.	163,571	767
* Gencor Industries Inc.	78,153	756
* Evolent Health Inc. Class A	38,220	745
* Iteris Inc.	417,153	738
*^ Vertex Energy Inc.	300,962	713
International Shipholding Corp.	110,522	705
Lincoln Educational Services Corp.	330,578	668
* Versar Inc.	164,937	650
Air Industries Group	63,766	647

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	Shares	Market Value (\$000)
National Research Corp. Class B	18,770	634
*^ Odyssey Marine Exploration Inc.	1,346,953	633
* Transcat Inc.	64,149	606
* BlueLinx Holdings Inc.	597,002	573
* Press Ganey Holdings Inc.	19,852	569
* Tecumseh Products Co.	226,847	560
* Perma-Fix Environmental Services	144,397	550
* eMagin Corp.	208,184	550
* Ultralife Corp.	130,401	546
* Fuel Tech Inc.	249,091	545
*^ Breeze-Eastern Corp.	46,956	540
* Erickson Inc.	123,800	537
* Goldfield Corp.	317,141	526
* Astrotech Corp.	192,745	522
* MFRI Inc.	85,003	514
* Integrated Electrical Services Inc.	70,864	503
*^ UQM Technologies Inc.	574,458	494
RF Industries Ltd.	116,048	493
* Active Power Inc.	244,883	492
* Wireless Telecom Group Inc.	205,351	446
*^ Turtle Beach Corp.	191,477	437
* Echelon Corp.	494,283	395
SIFCO Industries Inc.	25,338	378
* American Electric Technologies Inc.	72,950	372
* IEC Electronics Corp.	78,991	355
*^ Metalico Inc.	674,835	344
* ENGGlobal Corp.	236,848	320
Chicago Rivet & Machine Co.	11,046	315
*^ Image Sensing Systems Inc.	88,473	307
AMCON Distributing Co.	3,767	304
* SigmaTron International Inc.	30,172	275
*^ Marathon Patent Group Inc.	93,652	272
* Air T Inc.	12,302	258
* Asure Software Inc.	38,646	234
*^ Lightbridge Corp.	203,945	228
* MINDBODY Inc. Class A	16,017	222
* Sevcon Inc.	21,782	221
Bel Fuse Inc. Class A	10,580	219
* Essex Rental Corp.	267,252	218
EnviroStar Inc.	47,800	214
* AMREP Corp.	41,386	211
Sypris Solutions Inc.	141,883	206
* LightPath Technologies Inc. Class A	114,699	202
* Industrial Services of America Inc.	48,993	197
* Onvia Inc.	44,738	191
* Pioneer Power Solutions Inc.	26,639	190
* Document Security Systems Inc.	712,106	189
*^ Spherix Inc.	391,700	188
* Swisher Hygiene Inc.	175,315	184
*^ NXT-ID Inc.	58,739	140
* CTPartners Executive Search Inc.	100,659	137
Ecology and Environment Inc.	12,880	134
* Luna Innovations Inc.	127,530	131
* American DG Energy Inc.	324,240	130
* Taylor Devices Inc.	10,315	129
*^ Quest Resource Holding Corp.	119,450	129
* Appliance Recycling Centers of America Inc.	68,719	126
* DLH Holdings Corp.	47,352	124
* Cartesian Inc.	33,694	114
* Continental Materials Corp.	7,139	110
* Coast Distribution System Inc.	28,187	105
* ZBB Energy Corp.	98,394	87
* Overseas Shipholding Group Inc. Class B	23,948	84
* Nortech Systems Inc.	17,942	78

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	Shares	Market Value (\$000)
* Professional Diversity Network Inc.	36,596	76
* Applied DNA Sciences Inc.	21,032	65
* Micronet Enertec Technologies Inc.	19,850	61
WSI Industries Inc.	6,300	40
Vicon Industries Inc.	29,860	40
* IntriCon Corp.	5,317	39
Art's-Way Manufacturing Co. Inc.	7,669	36
* Sutron Corp.	4,053	34
Servotronics Inc.	4,914	32
* AeroCentury Corp.	3,772	32
* Command Security Corp.	9,727	20
* Tel-Instrument Electronics Corp.	1,900	9
* Energy Focus Inc.	1,000	9
* Tecogen Inc.	1,646	7
* Electro-Sensors Inc.	1,300	5
* Liquid Holdings Group Inc.	8,200	2
* JetPay Corp.	400	1
* LGL GROUP INC Warrants Exp. 06/08/2018	3,000	—
		49,542,224

Oil & Gas (7.1%)

Exxon Mobil Corp.	74,216,580	6,174,819
Chevron Corp.	33,311,762	3,213,586
Schlumberger Ltd.	22,616,954	1,949,355
ConocoPhillips	21,832,958	1,340,762
Kinder Morgan Inc.	30,576,042	1,173,814
Occidental Petroleum Corp.	13,639,745	1,060,763
EOG Resources Inc.	9,728,107	851,696
Phillips 66	9,615,286	774,607
Anadarko Petroleum Corp.	9,005,595	702,977
Williams Cos. Inc.	11,962,539	686,530
Halliburton Co.	14,282,108	615,130
Valero Energy Corp.	9,053,459	566,747
Marathon Petroleum Corp.	9,673,187	506,004
Baker Hughes Inc.	7,684,789	474,151
Devon Energy Corp.	6,899,867	410,473
Apache Corp.	6,737,021	388,255
Spectra Energy Corp.	11,861,576	386,687
Pioneer Natural Resources Co.	2,655,171	368,246
National Oilwell Varco Inc.	6,972,511	336,633
Marathon Oil Corp.	11,912,155	316,149
Hess Corp.	4,430,880	296,337
Noble Energy Inc.	6,878,603	293,579
* Cheniere Energy Inc.	3,989,284	276,298
* Concho Resources Inc.	2,136,176	243,225
Cabot Oil & Gas Corp.	7,357,507	232,056
EQT Corp.	2,705,272	220,047
Tesoro Corp.	2,244,611	189,468
Cimarex Energy Co.	1,688,123	186,217
* Cameron International Corp.	3,405,264	178,334
* FMC Technologies Inc.	4,084,640	169,472
* Southwestern Energy Co.	6,780,039	154,110
* Weatherford International plc	12,260,997	150,442
HollyFrontier Corp.	3,450,887	147,318
Range Resources Corp.	2,832,151	139,852
Helmerich & Payne Inc.	1,799,301	126,707
Murphy Oil Corp.	2,967,837	123,373
* Whiting Petroleum Corp.	3,609,985	121,295
^ Chesapeake Energy Corp.	10,559,092	117,945
* Dresser-Rand Group Inc.	1,356,991	115,588
* Newfield Exploration Co.	2,912,185	105,188
OGE Energy Corp.	3,507,018	100,196
^ Transocean Ltd.	6,064,706	97,763
Energen Corp.	1,398,489	95,517
Ensco plc Class A	4,125,392	91,872

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	Shares	Market Value (\$000)
Core Laboratories NV	764,862	87,225
* Diamondback Energy Inc.	1,114,329	83,998
Oceaneering International Inc.	1,767,742	82,359
Nabors Industries Ltd.	5,690,628	82,116
Targa Resources Corp.	907,761	80,990
* Gulfport Energy Corp.	1,886,494	75,931
* Continental Resources Inc.	1,638,351	69,450
^ Noble Corp. plc	4,316,825	66,436
SemGroup Corp. Class A	790,733	62,847
* First Solar Inc.	1,325,950	62,293
* Cobalt International Energy Inc.	6,213,209	60,330
QEP Resources Inc.	3,155,699	58,412
Western Refining Inc.	1,302,716	56,824
Superior Energy Services Inc.	2,663,674	56,044
SM Energy Co.	1,190,738	54,917
* Dril-Quip Inc.	681,944	51,316
Rowan Cos. plc Class A	2,190,099	46,233
Patterson-UTI Energy Inc.	2,435,394	45,822
* Carrizo Oil & Gas Inc.	894,522	44,046
* WPX Energy Inc.	3,583,350	44,004
PBF Energy Inc. Class A	1,518,861	43,166
* Antero Resources Corp.	1,215,986	41,757
Denbury Resources Inc.	6,210,241	39,497
* PDC Energy Inc.	728,098	39,055
*^ Oasis Petroleum Inc.	2,391,184	37,900
Exterran Holdings Inc.	1,148,313	37,492
*^ NOW Inc.	1,804,364	35,925
Delek US Holdings Inc.	943,523	34,741
* Oil States International Inc.	927,632	34,536
California Resources Corp.	5,442,449	32,872
*^ Ultra Petroleum Corp.	2,563,968	32,101
* Matador Resources Co.	1,277,428	31,936
* Rosetta Resources Inc.	1,372,801	31,767
Bristow Group Inc.	581,268	30,982
* Memorial Resource Development Corp.	1,547,222	29,351
^ Diamond Offshore Drilling Inc.	1,121,051	28,934
Atwood Oceanics Inc.	1,074,693	28,415
* Rice Energy Inc.	1,323,443	27,567
*^ Laredo Petroleum Inc.	2,131,132	26,810
* MRC Global Inc.	1,701,253	26,267
*^ SunPower Corp. Class A	923,966	26,250
Pattern Energy Group Inc. Class A	912,295	25,891
* Parsley Energy Inc. Class A	1,404,407	24,465
* Unit Corp.	883,779	23,968
* RSP Permian Inc.	839,217	23,590
* McDermott International Inc.	4,176,502	22,303
* Forum Energy Technologies Inc.	1,068,871	21,677
* SEACOR Holdings Inc.	301,059	21,357
* Helix Energy Solutions Group Inc.	1,664,479	21,022
^ Tidewater Inc.	861,685	19,586
* Chart Industries Inc.	535,235	19,135
* Synergy Resources Corp.	1,667,940	19,065
RPC Inc.	1,317,649	18,223
Green Plains Inc.	562,148	15,487
^ CARBO Ceramics Inc.	346,776	14,436
* Bonanza Creek Energy Inc.	694,661	12,678
* Stone Energy Corp.	939,178	11,824
* Hornbeck Offshore Services Inc.	575,203	11,809
CVR Energy Inc.	312,222	11,752
Alon USA Energy Inc.	608,570	11,502
* Flotek Industries Inc.	905,659	11,348
* Newpark Resources Inc.	1,394,395	11,336
* C&J Energy Services Ltd.	774,820	10,228
* TETRA Technologies Inc.	1,426,526	9,101

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	Shares	Market Value (\$000)
*^ Sanchez Energy Corp.	925,988	9,075
* Callon Petroleum Co.	1,083,332	9,013
*^ EP Energy Corp. Class A	670,060	8,530
* Matrix Service Co.	443,176	8,101
*^ Halcon Resources Corp.	6,741,170	7,820
* REX American Resources Corp.	122,176	7,775
*^ Triangle Petroleum Corp.	1,514,442	7,603
*^ SandRidge Energy Inc.	8,235,350	7,222
* Pioneer Energy Services Corp.	1,138,463	7,218
* Bill Barrett Corp.	838,313	7,201
*^ Plug Power Inc.	2,909,352	7,128
* Clayton Williams Energy Inc.	107,278	7,054
* Parker Drilling Co.	2,061,546	6,844
*^ Northern Oil and Gas Inc.	1,008,457	6,827
Tesco Corp.	616,709	6,722
* Renewable Energy Group Inc.	551,301	6,373
*^ Magnum Hunter Resources Corp.	3,363,021	6,289
* PHI Inc.	195,037	5,855
Civeo Corp.	1,906,079	5,852
* Par Petroleum Corp.	299,437	5,605
*^ Penn Virginia Corp.	1,260,560	5,521
Panhandle Oil and Gas Inc. Class A	258,414	5,347
* Basic Energy Services Inc.	707,513	5,342
* Abraxas Petroleum Corp.	1,773,940	5,233
* Ring Energy Inc.	456,180	5,105
* Geospace Technologies Corp.	218,714	5,041
*^ Rex Energy Corp.	876,863	4,902
* Gulfmark Offshore Inc.	416,054	4,826
* Natural Gas Services Group Inc.	204,356	4,663
* Jones Energy Inc. Class A	510,685	4,622
*^ Approach Resources Inc.	647,024	4,432
* Key Energy Services Inc.	2,331,109	4,196
* Energy XXI Ltd.	1,576,336	4,146
*^ FuelCell Energy Inc.	4,173,152	4,077
* Trecora Resources	269,419	4,068
*^ Pacific Ethanol Inc.	385,204	3,975
* Gastar Exploration Inc.	1,247,134	3,854
* Seventy Seven Energy Inc.	876,869	3,762
*^ Eclipse Resources Corp.	673,856	3,544
*^ Solazyme Inc.	1,111,745	3,491
* Contango Oil & Gas Co.	282,542	3,467
Gulf Island Fabrication Inc.	294,520	3,290
* W&T Offshore Inc.	595,719	3,265
*^ Enphase Energy Inc.	426,927	3,249
* EXCO Resources Inc.	2,718,453	3,208
* Comstock Resources Inc.	794,653	2,646
Evolution Petroleum Corp.	361,379	2,381
* Independence Contract Drilling Inc.	265,900	2,359
* ION Geophysical Corp.	2,174,093	2,326
* Green Brick Partners Inc.	205,928	2,255
* VAALCO Energy Inc.	1,042,041	2,230
*^ Isramco Inc.	14,962	2,065
* PetroQuest Energy Inc.	991,768	1,964
Dawson Geophysical Co.	378,690	1,780
* Paragon Offshore plc	1,584,959	1,728
*^ Goodrich Petroleum Corp.	887,364	1,650
*^ Swift Energy Co.	777,788	1,579
* Dakota Plains Holdings Inc.	1,276,479	1,519
Adams Resources & Energy Inc.	32,683	1,458
* Harvest Natural Resources Inc.	708,487	1,240
*^ Resolute Energy Corp.	1,243,803	1,202
* Willbros Group Inc.	924,955	1,184
* Ideal Power Inc.	119,901	1,006
* Aemetis Inc.	269,539	970

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	Shares	Market Value (\$000)
*^ Amyris Inc.	471,488	919
* Mitcham Industries Inc.	217,080	910
*^ Zion Oil & Gas Inc.	425,949	814
*^ FX Energy Inc.	858,886	756
*^ Gevo Inc.	216,070	707
*^ Glori Energy Inc.	472,092	675
*^ Hercules Offshore Inc.	2,757,784	645
*^ Warren Resources Inc.	1,371,765	631
*^ Vantage Drilling Co.	3,193,159	604
*^ Midstates Petroleum Co. Inc.	616,599	573
* Enservco Corp.	363,771	546
*^ MagneGas Corp.	348,822	419
* Forbes Energy Services Ltd.	233,570	322
*^ Torchlight Energy Resources Inc.	143,668	322
*^ Emerald Oil Inc.	74,480	317
* Magellan Petroleum Corp.	667,740	280
* Superior Drilling Products Inc.	97,596	269
* PrimeEnergy Corp.	4,540	258
* Royale Energy Inc.	207,408	239
*^ Miller Energy Resources Inc.	615,385	225
* SAEExploration Holdings Inc.	65,685	221
* US Energy Corp. Wyoming	410,538	217
*^ GreenHunter Resources Inc.	290,400	200
*^ PEDEVCO Corp.	382,260	172
*^ Ascent Solar Technologies Inc.	281,927	155
* Yuma Energy Inc.	215,013	110
* STR Holdings Inc.	77,627	92
*^ Real Goods Solar Inc. Class A	34,392	77
* Lilis Energy Inc.	72,233	69
* PHI Inc.	1,763	64
*^ PostRock Energy Corp.	21,958	60
* Blue Earth Inc.	54,068	59
*^ ZaZa Energy Corp.	62,085	49
* Tengasco Inc.	177,040	47
* FieldPoint Petroleum Corp.	26,809	30
* Amec Foster Wheeler plc ADR	803	10
* Eco-Stim Energy Solutions Inc.	500	3
* EnerJex Resources Inc.	1,400	2
* Barnwell Industries Inc.	300	1
		28,926,624
Other (0.0%)³		
* Leap Wireless International Inc CVR	872,848	2,200
* Furiex Pharmaceuticals Inc. CVR	119,591	1,168
* Adolor Corp. Rights Exp. 07/01/2019	592,629	308
* Chelsea Therapeutics International Ltd. CVR Exp. 12/31/2016	1,157,305	127
* Ambit Biosciences Corp. CVR Rights	201,330	121
* NuPathe Inc. CVR	158,681	95
* Omthera Pharmaceuticals Inc. CVR	121,311	73
*^ Cubist Pharmaceuticals, Inc. CVR	511,822	67
* Forest Laboratories Inc. Contingent Value Rights Exp. 04/14/2018	216,285	—
* Gerber Scientific Inc. CVR	388,581	—
*^ Magnum Hunter Resources Corp. Warrants Exp. 04/15/2016	224,250	—
* Allen Organ Co. Escrow Shares	11,462	—
* Trubion Pharmaceuticals Inc. CVR	104	—
		4,159
Technology (15.6%)		
Apple Inc.	102,240,800	12,823,552
Microsoft Corp.	129,253,726	5,706,552
* Facebook Inc. Class A	37,875,005	3,248,350
* Google Inc. Class A	5,116,534	2,763,133
* Google Inc. Class C	5,150,768	2,681,026
International Business Machines Corp.	15,758,177	2,563,225
Intel Corp.	84,143,939	2,559,238
Cisco Systems Inc.	90,320,695	2,480,206

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	Shares	Market Value (\$000)
Oracle Corp.	58,221,837	2,346,340
QUALCOMM Inc.	28,968,842	1,814,319
Hewlett-Packard Co.	32,325,813	970,098
Texas Instruments Inc.	18,551,143	955,569
EMC Corp.	34,707,792	915,939
* Salesforce.com inc	11,061,424	770,207
* Adobe Systems Inc.	8,401,456	680,602
* Cognizant Technology Solutions Corp. Class A	10,800,299	659,790
Avago Technologies Ltd. Class A	4,550,036	604,836
* Yahoo! Inc.	15,023,666	590,280
Broadcom Corp. Class A	9,727,731	500,881
Intuit Inc.	4,642,025	467,777
Corning Inc.	22,474,707	443,426
Applied Materials Inc.	21,752,797	418,089
* Cerner Corp.	5,462,328	377,228
* Micron Technology Inc.	19,191,274	361,564
* Twitter Inc.	9,880,006	357,854
Analog Devices Inc.	5,565,063	357,194
Skyworks Solutions Inc.	3,395,262	353,447
Western Digital Corp.	3,875,433	303,911
Symantec Corp.	12,044,026	280,024
Altera Corp.	5,334,460	273,124
Seagate Technology plc	5,435,072	258,166
* Red Hat Inc.	3,243,405	246,272
* Palo Alto Networks Inc.	1,328,007	232,003
Lam Research Corp.	2,815,259	229,021
* Catamaran Corp.	3,671,718	224,269
SanDisk Corp.	3,718,826	216,510
* Qorvo Inc.	2,650,756	212,776
* Akamai Technologies Inc.	2,977,935	207,919
Xilinx Inc.	4,609,114	203,538
* Autodesk Inc.	4,009,497	200,776
* Citrix Systems Inc.	2,819,370	197,807
Motorola Solutions Inc.	3,425,339	196,409
* ServiceNow Inc.	2,608,220	193,817
Linear Technology Corp.	4,205,920	186,028
NVIDIA Corp.	9,112,593	183,254
Juniper Networks Inc.	6,753,595	175,391
NetApp Inc.	5,499,677	173,570
Maxim Integrated Products Inc.	4,987,805	172,453
Harris Corp.	2,185,042	168,052
Computer Sciences Corp.	2,483,127	162,992
KLA-Tencor Corp.	2,865,256	161,056
CA Inc.	5,451,608	159,678
Microchip Technology Inc.	3,364,485	159,561
* SunEdison Inc.	5,282,558	158,001
* F5 Networks Inc.	1,274,879	153,432
CDK Global Inc.	2,833,334	152,943
* Splunk Inc.	2,125,975	148,010
* ANSYS Inc.	1,616,203	147,462
* Workday Inc. Class A	1,904,265	145,467
* Synopsys Inc.	2,753,226	139,451
* VMware Inc. Class A	1,468,000	125,866
* VeriSign Inc.	2,012,359	124,203
* Gartner Inc.	1,445,565	124,001
IAC/InterActiveCorp	1,368,227	108,993
* FireEye Inc.	2,216,206	108,395
* Fortinet Inc.	2,561,682	105,874
* Tableau Software Inc. Class A	886,865	102,256
* Cadence Design Systems Inc.	5,114,003	100,541
Marvell Technology Group Ltd.	7,439,831	98,094
* Teradata Corp.	2,598,686	96,151
* Informatica Corp.	1,916,032	92,870
* ON Semiconductor Corp.	7,677,391	89,749

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	Shares	Market Value (\$000)
Brocade Communications Systems Inc.	7,547,447	89,664
SS&C Technologies Holdings Inc.	1,432,310	89,519
Garmin Ltd.	2,027,639	89,074
* NCR Corp.	2,814,497	84,716
* PTC Inc.	2,048,370	84,024
* Rackspace Hosting Inc.	2,162,765	80,433
* Nuance Communications Inc.	4,583,970	80,265
* athenahealth Inc.	695,575	79,699
* Manhattan Associates Inc.	1,312,320	78,280
CDW Corp.	2,260,925	77,505
DST Systems Inc.	614,129	77,368
* Freescale Semiconductor Ltd.	1,935,574	77,365
* Ultimate Software Group Inc.	470,120	77,260
Pitney Bowes Inc.	3,538,515	73,636
Teradyne Inc.	3,808,027	73,457
* Tyler Technologies Inc.	559,796	72,426
* Aspen Technology Inc.	1,538,399	70,074
* ARRIS Group Inc.	2,288,188	70,019
Atmel Corp.	6,979,158	68,780
Cypress Semiconductor Corp.	5,688,060	66,892
* CommScope Holding Co. Inc.	2,177,730	66,443
* Guidewire Software Inc.	1,221,428	64,650
* VeriFone Systems Inc.	1,893,714	64,311
* Ingram Micro Inc.	2,569,224	64,308
* Verint Systems Inc.	1,057,735	64,252
* Cavium Inc.	919,538	63,273
* IMS Health Holdings Inc.	2,063,912	63,259
* Dealertrack Technologies Inc.	941,811	59,136
* Microsemi Corp.	1,677,573	58,631
* Qlik Technologies Inc.	1,668,719	58,338
* Integrated Device Technology Inc.	2,604,054	56,508
* Synaptics Inc.	645,178	55,960
* NetSuite Inc.	608,512	55,831
j2 Global Inc.	799,399	54,311
Mentor Graphics Corp.	2,022,849	53,464
Solera Holdings Inc.	1,196,170	53,301
* EPAM Systems Inc.	746,355	53,163
Leidos Holdings Inc.	1,305,982	52,722
* SolarWinds Inc.	1,134,547	52,337
* Medidata Solutions Inc.	951,188	51,669
*^ Cree Inc.	1,976,047	51,436
Fair Isaac Corp.	560,922	50,920
* ACI Worldwide Inc.	2,021,491	49,668
*^ Arista Networks Inc.	595,779	48,699
Lexmark International Inc. Class A	1,088,248	48,101
* JDS Uniphase Corp.	4,092,145	47,387
* Infinera Corp.	2,255,797	47,327
* Ciena Corp.	1,986,417	47,038
Blackbaud Inc.	816,070	46,475
* ViaSat Inc.	758,436	45,703
* Allscripts Healthcare Solutions Inc.	3,286,114	44,954
* Proofpoint Inc.	690,477	43,963
* Demandware Inc.	611,663	43,477
Plantronics Inc.	752,754	42,388
Advent Software Inc.	878,306	38,830
* Tech Data Corp.	670,363	38,586
* EchoStar Corp. Class A	784,461	38,188
SYNNEX Corp.	520,629	38,105
* Cirrus Logic Inc.	1,109,307	37,750
InterDigital Inc.	652,808	37,138
Science Applications International Corp.	701,619	37,081
MKS Instruments Inc.	964,977	36,611
*^ 3D Systems Corp.	1,857,772	36,264
* Electronics For Imaging Inc.	831,520	36,179

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	Shares	Market Value (\$000)
* Fairchild Semiconductor International Inc. Class A	2,072,435	36,019
* Silicon Laboratories Inc.	666,681	36,007
* Entegris Inc.	2,468,808	35,971
Diebold Inc.	1,021,864	35,765
* Ellie Mae Inc.	506,306	35,335
* Dycom Industries Inc.	590,970	34,779
Tessera Technologies Inc.	902,732	34,286
* CACI International Inc. Class A	419,241	33,912
* Veeva Systems Inc. Class A	1,177,549	33,007
* Finisar Corp.	1,829,922	32,701
Monolithic Power Systems Inc.	641,444	32,528
* Rambus Inc.	2,166,069	31,386
* IGATE Corp.	645,881	30,802
* CommVault Systems Inc.	717,610	30,434
* Cornerstone OnDemand Inc.	849,255	29,554
*^ NetScout Systems Inc.	792,830	29,073
Intersil Corp. Class A	2,302,951	28,810
* Synchronoss Technologies Inc.	605,717	27,699
* MicroStrategy Inc. Class A	162,743	27,679
* Fleetmatics Group plc	589,334	27,599
* Polycom Inc.	2,402,591	27,486
* OmniVision Technologies Inc.	1,027,217	26,908
* Rovi Corp.	1,659,931	26,476
West Corp.	876,948	26,396
*^ Advanced Micro Devices Inc.	10,899,133	26,158
* LogMeIn Inc.	405,259	26,135
* Envestnet Inc.	638,941	25,832
* PMC-Sierra Inc.	2,988,979	25,586
* Syntel Inc.	523,454	24,854
* Premier Inc. Class A	645,668	24,832
Cogent Communications Holdings Inc.	732,609	24,791
* Virtusa Corp.	478,010	24,570
* Progress Software Corp.	874,682	24,054
* Semtech Corp.	1,182,647	23,476
* MedAssets Inc.	1,049,920	23,161
* Infoblox Inc.	878,291	23,020
Power Integrations Inc.	491,352	22,199
* QLogic Corp.	1,556,819	22,091
* Nimble Storage Inc.	781,944	21,941
*^ Endurance International Group Holdings Inc.	1,054,134	21,778
* Insight Enterprises Inc.	717,631	21,464
* Web.com Group Inc.	884,677	21,427
*^ Zendesk Inc.	959,153	21,303
* Cray Inc.	692,081	20,423
* Super Micro Computer Inc.	664,044	19,642
* Bottomline Technologies de Inc.	703,729	19,571
* ScanSource Inc.	510,889	19,444
*^ Gogo Inc.	903,766	19,368
*^ InvenSense Inc.	1,280,824	19,340
NIC Inc.	1,054,003	19,267
* SPS Commerce Inc.	290,924	19,143
* Cabot Microelectronics Corp.	405,922	19,123
* Advanced Energy Industries Inc.	683,993	18,803
* Shutterstock Inc.	319,294	18,723
* NETGEAR Inc.	618,852	18,578
CSG Systems International Inc.	579,150	18,336
^ Ubiquiti Networks Inc.	566,964	18,095
* Qualys Inc.	447,770	18,068
* BroadSoft Inc.	512,749	17,726
* Marketo Inc.	631,186	17,711
* Unisys Corp.	880,560	17,602
^ Ebix Inc.	539,148	17,582
* RealPage Inc.	906,353	17,284
Quality Systems Inc.	1,027,940	17,033

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	Shares	Market Value (\$000)
* RingCentral Inc. Class A	905,392	16,741
Monotype Imaging Holdings Inc.	686,567	16,553
* Kulicke & Soffa Industries Inc.	1,374,639	16,097
* Diodes Inc.	661,708	15,954
*^ VASCO Data Security International Inc.	523,703	15,811
ADTRAN Inc.	952,310	15,475
* Paycom Software Inc.	447,578	15,285
* Gigamon Inc.	453,286	14,954
* Ixia	1,197,449	14,896
* Ruckus Wireless Inc.	1,429,335	14,779
* Inphi Corp.	645,188	14,749
* Barracuda Networks Inc.	363,433	14,399
Pegasystems Inc.	614,335	14,062
* Callidus Software Inc.	900,617	14,032
* Loral Space & Communications Inc.	216,036	13,636
* HubSpot Inc.	270,691	13,421
* Interactive Intelligence Group Inc.	299,152	13,303
Brooks Automation Inc.	1,156,767	13,245
* SunEdison Semiconductor Ltd.	738,294	12,750
* Lattice Semiconductor Corp.	2,110,572	12,431
* 2U Inc.	386,125	12,429
Integrated Silicon Solution Inc.	553,791	12,261
* Amkor Technology Inc.	1,898,323	11,352
Micrel Inc.	813,998	11,315
* Perficient Inc.	571,627	10,998
* Harmonic Inc.	1,599,675	10,926
* GoDaddy Inc. Class A	383,538	10,812
* Intra-Cellular Therapies Inc.	337,656	10,788
* Photonics Inc.	1,117,888	10,631
* Blucora Inc.	652,356	10,536
* CalAmp Corp.	572,729	10,458
* Intralinks Holdings Inc.	870,585	10,369
* MaxLinear Inc.	854,408	10,338
Inteliquent Inc.	560,986	10,322
Computer Programs & Systems Inc.	189,099	10,102
* Cvent Inc.	365,553	9,424
* FormFactor Inc.	1,000,890	9,208
* Actua Corp.	644,192	9,186
* PROS Holdings Inc.	433,946	9,161
* RigNet Inc.	299,214	9,147
* Applied Micro Circuits Corp.	1,351,457	9,122
* Q2 Holdings Inc.	317,423	8,967
* Ultratech Inc.	479,096	8,892
*^ Textura Corp.	317,165	8,827
* LivePerson Inc.	878,470	8,618
* Mercury Systems Inc.	584,371	8,555
Epiq Systems Inc.	504,621	8,518
* Exar Corp.	839,777	8,213
* Internap Corp.	887,315	8,208
* ePlus Inc.	106,426	8,158
Comtech Telecommunications Corp.	275,755	8,011
* Premiere Global Services Inc.	771,461	7,938
* Tangoe Inc.	629,218	7,916
* ShoreTel Inc.	1,137,209	7,710
* Rally Software Development Corp.	386,437	7,516
Forrester Research Inc.	206,322	7,432
*^ Benefitfocus Inc.	167,713	7,354
PC Connection Inc.	291,594	7,214
* CEVA Inc.	366,543	7,122
* PDF Solutions Inc.	444,782	7,117
* Comverse Inc.	353,186	7,092
* Xcerra Corp.	936,675	7,091
* Sigma Designs Inc.	591,539	7,057
*^ Box Inc.	374,718	6,985

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	Shares	Market Value (\$000)
* SciQuest Inc.	464,915	6,885
* IXYS Corp.	445,327	6,813
* Rudolph Technologies Inc.	558,224	6,704
* Nanometrics Inc.	407,597	6,570
* Quantum Corp.	3,904,543	6,560
* Dot Hill Systems Corp.	1,031,082	6,310
* Immersion Corp.	482,837	6,118
* Merge Healthcare Inc.	1,216,989	5,842
* Sonus Networks Inc.	832,833	5,763
* Axcelis Technologies Inc.	1,861,674	5,511
* Calix Inc.	719,352	5,474
*^ Digimarc Corp.	120,382	5,434
* Cohu Inc.	398,115	5,267
* Zix Corp.	1,006,691	5,205
* A10 Networks Inc.	791,080	5,095
* Hackett Group Inc.	376,940	5,062
* Silver Spring Networks Inc.	392,364	4,869
*^ KEYW Holding Corp.	512,410	4,776
* Pericom Semiconductor Corp.	357,372	4,699
*^ OPOWER Inc.	406,859	4,683
* Vectrus Inc.	185,703	4,618
* Alliance Fiber Optic Products Inc.	244,011	4,526
* MobileIron Inc.	761,763	4,502
* ChannelAdvisor Corp.	375,418	4,486
* NeoPhotonics Corp.	482,557	4,406
*^ Castlight Health Inc. Class B	524,483	4,269
* Extreme Networks Inc.	1,566,566	4,214
* Mattson Technology Inc.	1,243,226	4,165
* Boingo Wireless Inc.	503,741	4,161
* United Online Inc.	263,385	4,127
* Vocera Communications Inc.	355,464	4,070
* Silicon Graphics International Corp.	610,070	3,947
* Ciber Inc.	1,138,523	3,928
* Seachange International Inc.	554,590	3,888
* Applied Optoelectronics Inc.	221,006	3,837
* Jive Software Inc.	718,314	3,771
* Brightcove Inc.	545,638	3,743
* Varonis Systems Inc.	165,737	3,661
* DSP Group Inc.	352,294	3,639
* Digi International Inc.	380,442	3,633
* Telenav Inc.	446,632	3,595
*^ Oclaro Inc.	1,536,326	3,472
* Limelight Networks Inc.	872,710	3,438
* QAD Inc. Class A	128,645	3,400
*^ New Relic Inc.	96,618	3,400
* Carbonite Inc.	287,769	3,399
*^ Rocket Fuel Inc.	410,397	3,365
* American Software Inc. Class A	349,984	3,325
*^ VirnetX Holding Corp.	782,768	3,288
*^ Violin Memory Inc.	1,327,544	3,252
* KVH Industries Inc.	238,592	3,209
* Kopin Corp.	901,452	3,110
* Imprivata Inc.	189,405	3,099
* Model N Inc.	258,359	3,077
* Pendrell Corp.	2,228,562	3,053
* Datalink Corp.	337,974	3,021
* VOXX International Corp. Class A	356,358	2,951
* TeleCommunication Systems Inc. Class A	875,672	2,898
*^ Clearfield Inc.	175,905	2,799
* Ultra Clean Holdings Inc.	435,721	2,715
* EMCORE Corp.	449,964	2,709
* Alpha & Omega Semiconductor Ltd.	307,662	2,689
* Agilysys Inc.	292,386	2,684
*^ Workiva Inc.	188,773	2,611

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	Shares	Market Value (\$000)
PC-Tel Inc.	357,424	2,566
* Cascade Microtech Inc.	167,008	2,543
*^ Pixelworks Inc.	421,123	2,476
* Marin Software Inc.	364,803	2,459
* Rosetta Stone Inc.	306,547	2,446
*^ TransEnterix Inc.	800,067	2,400
* Covisint Corp.	707,709	2,314
* Imation Corp.	565,276	2,295
* Guidance Software Inc.	258,965	2,193
*^ Hortonworks Inc.	86,194	2,182
* Exa Corp.	191,587	2,136
* MRV Communications Inc.	171,205	2,089
*^ Park City Group Inc.	167,676	2,077
* Amtech Systems Inc.	199,131	2,069
*^ Mitek Systems Inc.	514,640	1,950
*^ Millennial Media Inc.	1,145,884	1,856
Computer Task Group Inc.	229,673	1,773
*^ WidePoint Corp.	1,051,573	1,756
* Audience Inc.	355,241	1,737
* Key Tronic Corp.	157,560	1,713
TESSCO Technologies Inc.	85,591	1,696
* Systemax Inc.	193,430	1,671
* Radisys Corp.	646,154	1,654
Evolving Systems Inc.	182,615	1,636
Preformed Line Products Co.	43,037	1,623
* Cyan Inc.	305,977	1,603
*^ QuickLogic Corp.	999,202	1,589
* BSQUARE Corp.	230,653	1,564
* MoSys Inc.	820,891	1,560
*^ Neonode Inc.	528,445	1,559
* GSI Technology Inc.	297,241	1,549
* Support.com Inc.	1,053,784	1,486
* Novatel Wireless Inc.	453,032	1,472
Concurrent Computer Corp.	233,786	1,449
* Numerex Corp. Class A	169,515	1,448
* USA Technologies Inc.	508,145	1,372
* AXT Inc.	527,724	1,330
Aware Inc.	322,917	1,301
* Qumu Corp.	152,829	1,259
TransAct Technologies Inc.	187,361	1,252
* Aviat Networks Inc.	980,603	1,236
* ID Systems Inc.	199,990	1,220
*^ Rightside Group Ltd.	179,340	1,214
NCL Inc. Class A	115,589	1,194
* Unwired Planet Inc.	1,896,706	1,176
* Edgewater Technology Inc.	156,976	1,146
* eGain Corp.	227,199	1,138
* Tremor Video Inc.	381,479	1,110
ClearOne Inc.	84,413	1,089
* Five9 Inc.	203,602	1,065
*^ Aerohive Networks Inc.	152,425	1,064
* Datawatch Corp.	150,385	1,050
* Amber Road Inc.	147,172	1,033
* Apigee Corp.	103,166	1,024
* Identiv Inc.	172,117	1,014
* Inuvo Inc.	323,417	990
* ANADIGICS Inc.	1,348,405	984
*^ MeetMe Inc.	568,043	966
* Zhong Technologies Inc.	414,475	928
* iPass Inc.	869,631	913
* LRAD Corp.	448,300	892
* PAR Technology Corp.	170,416	837
* Alarm.com Holdings Inc.	53,500	823
*^ CVD Equipment Corp.	72,268	807

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	Shares	Market Value (\$000)
* Innodata Inc.	306,490	806
*^ Cinedigm Corp. Class A	1,115,699	786
* Hutchinson Technology Inc.	459,595	786
Communications Systems Inc.	74,329	781
*^ Vringo Inc.	1,391,600	773
* FalconStor Software Inc.	476,855	758
*^ InterCloud Systems Inc.	273,988	729
* NetSol Technologies Inc.	137,765	709
* Westell Technologies Inc. Class A	696,943	690
* GigOptix Inc.	400,102	680
* Icad Inc.	209,738	680
* Intermolecular Inc.	324,109	638
* RELM Wireless Corp.	126,563	624
*^ ARC Group Worldwide Inc.	109,790	582
* Streamline Health Solutions Inc.	203,637	570
* Smith Micro Software Inc.	492,957	567
*^ ParkerVision Inc.	1,494,998	561
* Upland Software Inc.	56,857	524
* Meru Networks Inc.	320,028	518
GlobalSCAPE Inc.	145,417	478
Astro-Med Inc.	33,167	475
RCM Technologies Inc.	80,270	454
* Netlist Inc.	768,374	427
* GSE Systems Inc.	274,729	426
*^ Wave Systems Corp. Class A	677,772	394
* Xplore Technologies Corp.	65,650	381
*^ Infasonics Corp.	140,874	375
* ARI Network Services Inc.	117,414	367
QAD Inc. Class B	16,778	362
* inTEST Corp.	75,035	327
* Synacor Inc.	201,945	325
*^ Crossroads Systems Inc.	193,362	296
Simulations Plus Inc.	44,295	278
*^ Resonant Inc.	90,940	271
* Data I/O Corp.	78,543	269
* Appfolio Inc.	18,700	264
* Selectica Inc.	49,569	260
*^ Sysorex Global Holdings Corp.	157,516	244
*^ Solar3D Inc.	65,759	237
* Lantronix Inc.	138,633	229
* BroadVision Inc.	38,059	229
*^ Superconductor Technologies Inc.	215,029	226
* Ikanos Communications Inc.	107,844	222
* Aehr Test Systems	93,715	214
* Intellicheck Mobilisa Inc.	141,245	195
SMTP Inc.	29,445	172
* Acorn Energy Inc.	317,827	140
* Mastech Holdings Inc.	15,394	137
* Sonic Foundry Inc.	17,228	116
* Majesco	19,589	103
*^ xG Technology Inc.	343,852	96
Optical Cable Corp.	27,126	93
* ADDvantage Technologies Group Inc.	29,519	69
CSP Inc.	9,402	65
* Trio Tech International	20,120	62
* Qualstar Corp.	34,975	41
* Daegis Inc.	62,544	38
* Authentidate Holding Corp.	101,287	19
* Glowpoint Inc.	12,965	11
* Fusion Telecommunications International Inc.	250	1
* TigerLogic Corp.	1,500	1
		62,901,521
Telecommunications (2.0%)		
Verizon Communications Inc.	72,561,096	3,382,073

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	Shares	Market Value (\$000)
AT&T Inc.	92,003,255	3,267,956
CenturyLink Inc.	10,017,030	294,300
* Level 3 Communications Inc.	5,054,198	266,205
* SBA Communications Corp. Class A	2,291,581	263,463
* T-Mobile US Inc.	5,032,059	195,093
Frontier Communications Corp.	20,397,774	100,969
*^ Sprint Corp.	13,961,955	63,667
Telephone & Data Systems Inc.	1,611,386	47,375
* Zayo Group Holdings Inc.	1,114,852	28,674
Consolidated Communications Holdings Inc.	849,355	17,845
* Vonage Holdings Corp.	3,182,996	15,629
*^ Globalstar Inc.	7,047,900	14,871
* Cincinnati Bell Inc.	3,682,064	14,065
Shenandoah Telecommunications Co.	396,858	13,584
* 8x8 Inc.	1,511,741	13,545
EarthLink Holdings Corp.	1,805,131	13,520
*^ Iridium Communications Inc.	1,390,193	12,637
* GTT Communications Inc.	510,913	12,195
Atlantic Tele-Network Inc.	174,429	12,050
Windstream Holdings Inc.	1,777,891	11,343
* inContact Inc.	1,020,080	10,068
* Pacific DataVision Inc.	236,218	9,952
* United States Cellular Corp.	232,307	8,751
* FairPoint Communications Inc.	407,510	7,425
* ORBCOMM Inc.	1,039,291	7,015
* General Communication Inc. Class A	404,067	6,873
Spok Holdings Inc.	361,260	6,084
*^ Straight Path Communications Inc. Class B	175,611	5,758
IDT Corp. Class B	316,639	5,725
Lumos Networks Corp.	366,597	5,422
* Hawaiian Telcom Holdco Inc.	162,907	4,252
*^ Intelsat SA	405,249	4,020
* HC2 Holdings Inc.	414,340	3,708
* Alaska Communications Systems Group Inc.	826,767	1,984
*^ Towerstream Corp.	1,074,829	1,924
* NTELOS Holdings Corp.	310,065	1,432
* Alteva Inc.	91,123	654
*^ Elephant Talk Communications Corp.	1,050,107	410
* Otelco Inc. Class A	2,454	11
		8,152,527

Utilities (2.8%)

Duke Energy Corp.	12,515,470	883,842
NextEra Energy Inc.	7,840,880	768,641
Dominion Resources Inc.	10,411,205	696,197
Southern Co.	15,959,190	668,690
Exelon Corp.	15,266,016	479,658
American Electric Power Co. Inc.	8,613,747	456,270
PG&E Corp.	8,482,065	416,469
Sempra Energy	4,156,378	411,232
Public Service Enterprise Group Inc.	8,985,842	352,964
PPL Corp.	11,801,604	347,793
Edison International	5,780,544	321,283
Consolidated Edison Inc.	5,167,989	299,123
Xcel Energy Inc.	8,866,349	285,319
NiSource Inc.	5,618,030	256,126
Eversource Energy	5,599,581	254,277
WEC Energy Group Inc.	5,597,698	251,728
FirstEnergy Corp.	7,511,805	244,509
DTE Energy Co.	3,147,822	234,953
Entergy Corp.	3,182,717	224,382
Ameren Corp.	4,252,422	160,231
AES Corp.	12,067,071	160,009
CMS Energy Corp.	4,911,092	156,369
American Water Works Co. Inc.	3,159,419	153,643

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	Shares	Market Value (\$000)
ONEOK Inc.	3,672,860	145,005
CenterPoint Energy Inc.	7,300,318	138,925
NRG Energy Inc.	5,960,586	136,378
* Calpine Corp.	6,682,562	120,219
Pepco Holdings Inc.	4,458,519	120,112
Alliant Energy Corp.	2,011,099	116,081
SCANA Corp.	2,256,189	114,276
Pinnacle West Capital Corp.	1,930,407	109,821
UGI Corp.	3,079,168	106,077
AGL Resources Inc.	2,098,763	97,718
Atmos Energy Corp.	1,765,846	90,553
ITC Holdings Corp.	2,729,419	87,833
National Fuel Gas Co.	1,408,737	82,961
Westar Energy Inc. Class A	2,390,325	81,797
Aqua America Inc.	3,152,525	77,205
TECO Energy Inc.	4,183,046	73,873
Great Plains Energy Inc.	2,676,067	64,654
Questar Corp.	3,068,809	64,169
* Dynegy Inc.	2,166,525	63,371
Hawaiian Electric Industries Inc.	2,007,560	59,685
Cleco Corp.	1,081,520	58,240
Vectren Corp.	1,483,388	57,081
IDACORP Inc.	883,149	49,580
WGL Holdings Inc.	899,327	48,824
Piedmont Natural Gas Co. Inc.	1,376,445	48,602
New Jersey Resources Corp.	1,751,894	48,265
UIL Holdings Corp.	999,609	45,802
Portland General Electric Co.	1,360,183	45,104
TerraForm Power Inc. Class A	1,184,887	45,002
Southwest Gas Corp.	823,720	43,830
ALLETE Inc.	922,844	42,811
NorthWestern Corp.	856,872	41,772
ONE Gas Inc.	962,420	40,961
Black Hills Corp.	869,120	37,937
Laclede Group Inc.	706,566	36,784
PNM Resources Inc.	1,402,837	34,510
Avista Corp.	1,065,627	32,661
South Jersey Industries Inc.	1,203,038	29,751
El Paso Electric Co.	769,357	26,666
American States Water Co.	681,997	25,500
* Talen Energy Corp.	1,466,481	25,165
Ormat Technologies Inc.	662,835	24,976
MGE Energy Inc.	628,525	24,343
Northwest Natural Gas Co.	494,441	20,856
Empire District Electric Co.	871,993	19,009
California Water Service Group	820,756	18,754
Chesapeake Utilities Corp.	312,725	16,840
Unitil Corp.	320,789	10,592
SJW Corp.	295,204	9,060
Atlantic Power Corp.	2,208,448	6,802
Connecticut Water Service Inc.	176,144	6,017
York Water Co.	280,678	5,855
Middlesex Water Co.	244,947	5,526
*^ Vivint Solar Inc.	410,971	5,002
Delta Natural Gas Co. Inc.	191,073	3,841
Genie Energy Ltd. Class B	263,311	2,757
Gas Natural Inc.	234,253	2,413
*^ Cadiz Inc.	260,740	2,266
Artesian Resources Corp. Class A	106,284	2,242
* Pure Cycle Corp.	237,440	1,235
Spark Energy Inc. Class A	51,482	811

Vanguard® Total Stock Market Index Fund
Schedule of Investments
June 30, 2015

				Shares	Market Value (\$000)
* US Geothermal Inc.				1,375,116	729
					11,489,195
Total Common Stocks (Cost \$272,992,553)					400,773,181
				Coupon	
Temporary Cash Investments (0.9%)¹					
Money Market Fund (0.9%)					
^{4,5}	Vanguard Market Liquidity Fund	0.137%		3,417,616,000	3,417,616
				Maturity Date	Face Amount (\$000)
U.S. Government and Agency Obligations (0.0%)					
^{6,7,8}	Federal Home Loan Bank Discount Notes	0.083%	7/22/15	30,000	29,999
^{6,7,8}	Federal Home Loan Bank Discount Notes	0.088%-0.133%	7/31/15	67,800	67,796
^{6,8}	Federal Home Loan Bank Discount Notes	0.150%	11/13/15	20,000	19,988
					117,783
Total Temporary Cash Investments (Cost \$3,535,396)					3,535,399
Total Investments (100.1%) (Cost \$276,527,949)					404,308,580
Other Assets and Liabilities—Net (-0.1%)⁵					(436,689)
Net Assets (100%)					403,871,891

* Non-income-producing security.

^ Includes partial security positions on loan to broker-dealers. The total value of securities on loan is \$1,387,626,000.

1 The fund invests a portion of its cash reserves in equity markets through the use of index futures contracts and swap contracts. After giving effect to futures and swap investments, the fund's effective common stock and temporary cash investment positions represent 100.0% and 0.1%, respectively, of net assets.

2 Security will be issued after June 30, 2015, pursuant to a spin-off. Security was purchased by the fund on a when-issued basis because the issuer will be part of the benchmark index.

3 "Other" represents securities that are not classified by the fund's benchmark index.

4 Affiliated money market fund available only to Vanguard funds and certain trusts and accounts managed by Vanguard. Rate shown is the 7-day yield.

5 Includes \$1,475,115,000 of collateral received for securities on loan.

6 Securities with a value of \$94,792,000 have been segregated as initial margin for open futures contracts.

7 Securities with a value of \$1,335,000 have been segregated as collateral for open swap contracts. After June 30, the fund posted additional collateral of \$702,000 in connection with open swap contracts as of June 30, 2015.

8 The issuer operates under a congressional charter; its securities are generally neither guaranteed by the U.S. Treasury nor backed by the full faith and credit of the U.S. government.

ADR—American Depositary Receipt.

REIT—Real Estate Investment Trust.

Item 7: Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not Applicable.

Item 8: Portfolio Managers of Closed-End Management Investment Companies.

Not Applicable.

Item 9: Purchase of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

Not Applicable.

Item 10: Submission of Matters to a Vote of Security Holders.

Not Applicable.

Item 11: Controls and Procedures.

(a) Disclosure Controls and Procedures. The Principal Executive and Financial Officers concluded that the Registrant's Disclosure Controls and Procedures are effective based on their evaluation of the Disclosure Controls and Procedures as of a date within 90 days of the filing date of this report.

(b) Internal Control Over Financial Reporting. There were no significant changes in Registrant's Internal Control Over Financial Reporting or in other factors that could significantly affect this control subsequent to the date of the evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Item 12: Exhibits.

(a) Certifications.

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VANGUARD INDEX FUNDS

By: /s/ F. WILLIAM MCNABB III*
 F. WILLIAM MCNABB III
 CHIEF EXECUTIVE OFFICER

Date: August 18, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

VANGUARD INDEX FUNDS

By: /s/ F. WILLIAM MCNABB III*
 F. WILLIAM MCNABB III
 CHIEF EXECUTIVE OFFICER

Date: August 18, 2015

VANGUARD INDEX FUNDS

By: /s/ THOMAS J. HIGGINS*
 THOMAS J. HIGGINS
 CHIEF FINANCIAL OFFICER

Date: August 18, 2015

* By: /s/ Heidi Stam

Heidi Stam, pursuant to a Power of Attorney filed on April 22, 2014 see file Number 2-17620, Incorporated by Reference.

CERTIFICATIONS

I, F. William McNabb III, certify that:

1. I have reviewed this report on Form N-CSR of Vanguard Index Funds;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 18, 2015

/s/ F. William McNabb III

F. William McNabb III
Chief Executive Officer

CERTIFICATIONS

I, Thomas J. Higgins, certify that:

1. I have reviewed this report on Form N-CSR of Vanguard Index Funds;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 18, 2015

/s/ Thomas J Higgins

Thomas J. Higgins
Chief Financial Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Name of Issuer: **Vanguard Index Funds**

In connection with the Report on Form N-CSR of the above-named issuer that is accompanied by this certification, the undersigned hereby certifies, to his knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: August 18, 2015

/s/ F. William McNabb III

F. William McNabb III
Chief Executive Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Name of Issuer: **Vanguard Index Funds**

In connection with the Report on Form N-CSR of the above-named issuer that is accompanied by this certification, the undersigned hereby certifies, to his knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: August 18, 2015

/s/ Thomas J Higgins

Thomas J. Higgins
Chief Financial Officer