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SUN LIFE FINANCIAL INC  
Form 13F-HR  
November 12, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

Check here if Amendment ; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sun Life Financial Inc.  
Address: 150 King street West  
Toronto, Ontario, Canada, M5H 1J9

Form 13F File Number: 28-05799\_\_\_\_\_

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: J.M.A. Anderson  
Title: Executive Vice-President and Chief Investment Officer  
Phone: 416-979-6217

Signature, Place, and Date of Signing:

|   |   |                                      |
|---|---|--------------------------------------|
| /s/ J.M.A. Anderson<br>-----<br>[Signature] | Toronto, Ontario,<br>-----<br>[City, State] | November 12, 2008<br>-----<br>[Date] |
|---|---|--------------------------------------|

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number      Name

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28-06597  
 28-04968

McLean Budden  
 MFS

Report Summary:

Number of Other Included Managers: 2  
 Form 13F Information Table Entry Total: 218  
 Form 13F Information Table Value Total: US\$1,758,715  
 (Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

|                          |  |
|--------------------------|--|
| No. Form 13F File Number | Name                                   |
| 028-12046                | 1 Sun Capital Advisers LLC.            |
| 028-12047                | 2 Sun Life Assurance Company of Canada |

[Repeat as necessary.]

Form 13F INFORMATION TABLE - September 30, 2008

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6  |
|------------------------------|----------------|-----------|--------------------|--------------------|---|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL<br>INVESTMENT<br>DISCRETION |
| 3M Corporation               | COM            | 88579Y101 | 3,082              | 44,293 SH          | SHARED  |
| 3M Corporation               | COM            | 88579Y101 | 1,154              | 16,577 SH          | SHARED  |
| Abbott Laboratories          | COM            | 002824100 | 3,489              | 65,874 SH          | SHARED  |
| Abbott Laboratories          | COM            | 002824100 | 1,288              | 24,310 SH          | SHARED  |
| Acme Packet Inc              | COM            | 004764106 | 11,914             | 1,847,683 SH       | SHARED  |
| Acme Packet Inc              | COM            | 004764106 | 1,936              | 249,429 SH         | SHARED  |
| AERCAP HOLDINGS NV           | SHS            | N00985106 | 2,191              | 173,518 SH         | SHARED  |
| AERCAP HOLDINGS NV           | SHS            | N00985106 | 823                | 65,176 SH          | SHARED  |
| Alexandria Real Estate Equit | COM            | 015271109 | 12,772             | 131,214 SH         | SHARED  |
| Alexandria Real Estate Equit | COM            | 015271109 | 657                | 6,745 SH           | SHARED  |
| Allstate Corp                | COM            | 020002101 | 2,971              | 65,172 SH          | SHARED  |
| Allstate Corp                | COM            | 020002101 | 1,107              | 24,275 SH          | SHARED  |
| Altria Group Inc             | COM            | 02209S103 | 1,278              | 62,166 SH          | SHARED  |
| Altria Group Inc             | COM            | 02209S103 | 477                | 23,209 SH          | SHARED  |
| American Express Co          | COM            | 025816109 | 3,622              | 96,148 SH          | SHARED  |
| American Express Co          | COM            | 025816109 | 1,367              | 36,294 SH          | SHARED  |
| Amgen Inc                    | COM            | 031162100 | 3,259              | 69,102 SH          | SHARED  |
| Amgen Inc                    | COM            | 031162100 | 1,217              | 25,808 SH          | SHARED  |
| Analog Devices Inc           | COM            | 032654105 | 3,561              | 112,096 SH         | SHARED  |
| Analog Devices Inc           | COM            | 032654105 | 1,330              | 41,867 SH          | SHARED  |
| Anthem Inc NT                | COM            | 94973V107 | 2,277              | 47,786 SH          | SHARED  |
| Anthem Inc NT                | COM            | 94973V107 | 851                | 17,853 SH          | SHARED  |
| AT&T Inc                     | COM            | 00206R102 | 6,847              | 203,223 SH         | SHARED  |
| AT&T Inc                     | COM            | 00206R102 | 2,560              | 75,986 SH          | SHARED  |
| AvalonBay Communities Inc    | COM            | 053484101 | 9,063              | 101,649 SH         | SHARED  |

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|                               |            |           |        |           |    |        |
|-------------------------------|------------|-----------|--------|-----------|----|--------|
| AvalonBay Communities Inc     | COM        | 053484101 | 380    | 4,265     | SH | SHARED |
| Bank of America Corp          | COM        | 060505104 | 5,999  | 251,338   | SH | SHARED |
| Bank of America Corp          | COM        | 060505104 | 2,232  | 93,514    | SH | SHARED |
| Best Buy Company Inc          | COM        | 086516101 | 3,523  | 88,961    | SH | SHARED |
| Best Buy Company Inc          | COM        | 086516101 | 1,316  | 33,228    | SH | SHARED |
| Boeing Company                | COM        | 097023105 | 3,214  | 48,911    | SH | SHARED |
| Boeing Company                | COM        | 097023105 | 1,202  | 18,297    | SH | SHARED |
| Bookham Inc                   | COM        | 09856E105 | 7,557  | 6,007,740 | SH | SHARED |
| Bookham Inc                   | COM        | 09856E105 | 1,054  | 623,846   | SH | SHARED |
| Boston Scientific Corp        | COM        | 101137107 | 18,256 | 1,488,352 | SH | SHARED |
| Boston Scientific Corp        | COM        | 101137107 | 2,709  | 220,396   | SH | SHARED |
| BRE Properties Inc            | CL A       | 05564E106 | 3,012  | 69,587    | SH | SHARED |
| BRE Properties Inc            | CL A       | 05564E106 | 423    | 9,765     | SH | SHARED |
| Bristol-Myers Squibb          | COM        | 110122108 | 2,844  | 138,544   | SH | SHARED |
| Bristol-Myers Squibb          | COM        | 110122108 | 1,064  | 51,847    | SH | SHARED |
| BROADCOM CORP-CL A            | CL A       | 111320107 | 3,200  | 117,269   | SH | SHARED |
| BROADCOM CORP-CL A            | CL A       | 111320107 | 1,199  | 43,949    | SH | SHARED |
| Brocade Communications Sys    | COM        | 111621306 | 8,447  | 1,025,093 | SH | SHARED |
| Brocade Communications Sys    | COM        | 111621306 | 3,278  | 397,763   | SH | SHARED |
| Chevron Corporation           | COM        | 166764100 | 16,565 | 167,102   | SH | SHARED |
| Chevron Corporation           | COM        | 166764100 | 6,226  | 62,803    | SH | SHARED |
| Ciena Corp                    | COM        | 171779309 | 4,566  | 197,066   | SH | SHARED |
| Ciena Corp                    | COM        | 171779309 | 1,771  | 76,414    | SH | SHARED |
| Citizens Communications       | COM        | 17453B101 | 3,884  | 342,505   | SH | SHARED |
| Citizens Communications       | COM        | 17453B101 | 1,506  | 132,812   | SH | SHARED |
| Coca-Cola Company             | COM        | 191216100 | 4,056  | 78,022    | SH | SHARED |
| Coca-Cola Company             | COM        | 191216100 | 1,515  | 29,148    | SH | SHARED |
| Concurrent Computer Corp      | COM        | 206710204 | 1,664  | 2,447,158 | SH | SHARED |
| Concurrent Computer Corp      | COM        | 206710204 | 657    | 965,688   | SH | SHARED |
| ConocoPhillips                | COM        | 20825C104 | 5,624  | 59,580    | SH | SHARED |
| ConocoPhillips                | COM        | 20825C104 | 2,108  | 22,328    | SH | SHARED |
| Cosi Inc                      | COM        | 22122P101 | 1,994  | 800,817   | SH | SHARED |
| Cosi Inc                      | COM        | 22122P101 | 772    | 309,909   | SH | SHARED |
| CVS Caremark Corporation      | COM        | 126650100 | 5,131  | 129,674   | SH | SHARED |
| CVS Caremark Corporation      | COM        | 126650100 | 1,917  | 48,440    | SH | SHARED |
| Developers Diversified Realty | COM        | 251591103 | 1,059  | 30,514    | SH | SHARED |
| Developers Diversified Realty | COM        | 251591103 | 233    | 6,724     | SH | SHARED |
| Dominion Resources Inc        | COM        | 25746U109 | 4,198  | 88,398    | SH | SHARED |
| Dominion Resources Inc        | COM        | 25746U109 | 1,567  | 32,998    | SH | SHARED |
| DOMTAR CORP                   | COM        | 257559104 | 2,746  | 503,941   | SH | SHARED |
| DOMTAR CORP                   | COM        | 257559104 | 1,066  | 195,647   | SH | SHARED |
| Douglas Emmett Inc-w/i        | COM        | 25960P109 | 743    | 33,822    | SH | SHARED |
| Douglas Emmett Inc-w/i        | COM        | 25960P109 | 106    | 4,803     | SH | SHARED |
| Dow Chemical Company          | COM        | 260543103 | 3,200  | 91,664    | SH | SHARED |
| Dow Chemical Company          | COM        | 260543103 | 2,605  | 67,104    | SH | SHARED |
| Dupont (EI) Nemours and Co    | COM        | 263534109 | 3,766  | 87,799    | SH | SHARED |
| Eastgroup Properties          | COM        | 277276101 | 5,891  | 137,309   | SH | SHARED |
| Eastgroup Properties          | COM        | 277276101 | 444    | 10,341    | SH | SHARED |
| Eastman Kodak Co              | COM        | 277461109 | 12,842 | 864,723   | SH | SHARED |
| Eastman Kodak Co              | COM        | 277461109 | 2,575  | 178,445   | SH | SHARED |
| Eli Lilly & Co                | COM        | 532457108 | 3,064  | 66,376    | SH | SHARED |
| Eli Lilly & Co                | COM        | 532457108 | 1,145  | 24,799    | SH | SHARED |
| EMC Corporation               | COM        | 268648102 | 4,186  | 350,000   | SH | SHARED |
| Equitable Resources Inc       | COM        | 294549100 | 4,021  | 58,227    | SH | SHARED |
| Equitable Resources Inc       | COM        | 294549100 | 1,510  | 21,872    | SH | SHARED |
| Equity Residential Properties | SH BEN INT | 29476L107 | 8,913  | 232,887   | SH | SHARED |

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|                               |                |           |         |           |    |        |
|-------------------------------|----------------|-----------|---------|-----------|----|--------|
| Equity Residential Properties | SH BEN INT     | 29476L107 | 378     | 9,889     | SH | SHARED |
| Exelon Corporation            | COM            | 30161N101 | 5,449   | 60,566    | SH | SHARED |
| Exelon Corporation            | COM            | 30161N101 | 2,032   | 22,591    | SH | SHARED |
| Exxon Mobil Corp              | COM            | 30231G102 | 18,028  | 204,564   | SH | SHARED |
| Exxon Mobil Corp              | COM            | 30231G102 | 6,715   | 76,194    | SH | SHARED |
| Fedex Corp                    | COM            | 31428X106 | 2,445   | 31,037    | SH | SHARED |
| Fedex Corp                    | COM            | 31428X106 | 914     | 11,595    | SH | SHARED |
| FINISAR Corporation           | COM            | 31787A101 | 1,299   | 1,299,487 | SH | SHARED |
| General Electric Company      | COM            | 369604103 | 8,088   | 303,037   | SH | SHARED |
| General Electric Company      | COM            | 369604103 | 3,024   | 113,314   | SH | SHARED |
| General Growth Properties     | COM            | 370021107 | 11,137  | 317,915   | SH | SHARED |
| General Growth Properties     | COM            | 370021107 | 561     | 16,001    | SH | SHARED |
| Genworth Financial Inc.       | COM            | 37247D106 | 19,684  | 2,286,200 | SH | SHARED |
| Goldman Sachs Group Inc       | COM            | 38141G104 | 5,326   | 30,454    | SH | SHARED |
| Goldman Sachs Group Inc       | COM            | 38141G104 | 1,987   | 11,363    | SH | SHARED |
| HCP Inc                       | COM            | 40414L109 | 896     | 28,178    | SH | SHARED |
| HCP Inc                       | COM            | 40414L109 | 133     | 4,167     | SH | SHARED |
| Highwoods Properties Inc      | COM            | 431284108 | 9,064   | 288,493   | SH | SHARED |
| Highwoods Properties Inc      | COM            | 431284108 | 524     | 16,680    | SH | SHARED |
| Honeywell International Inc   | COM            | 438516106 | 4,205   | 83,629    | SH | SHARED |
| Honeywell International Inc   | COM            | 438516106 | 1,573   | 31,293    | SH | SHARED |
| Host Hotels and Resorts Inc   | COM            | 44107P104 | 7,351   | 538,527   | SH | SHARED |
| Host Hotels and Resorts Inc   | COM            | 44107P104 | 374     | 27,366    | SH | SHARED |
| International Paper Co        | COM            | 460146103 | 2,886   | 123,846   | SH | SHARED |
| International Paper Co        | COM            | 460146103 | 1,085   | 46,564    | SH | SHARED |
| Ishares                       | MSCI UTD KINGD | 464286699 | 14,695  | 737,884   | SH | SHARED |
| Ishares                       | MSCI FRANCE    | 464286707 | 3,135   | 117,200   | SH | SHARED |
| Ishares                       | MSCI GERMANY   | 464286806 | 601     | 25,300    | SH | SHARED |
| Ishares                       | MSCI MEXICO    | 464286822 | 1,232   | 26,400    | SH | SHARED |
| Ishares                       | MSCI JAPAN     | 464286848 | 7,331   | 687,706   | SH | SHARED |
| IShares MSCI EAFE             | IDX            | 464287465 | 29,448  | 428,838   | SH | SHARED |
| Ishares Tr                    | COM            | 464287465 | 177,752 | 3,157,225 | SH | SHARED |
| Johnson & Johnson             | COM            | 478160104 | 5,856   | 91,014    | SH | SHARED |
| Johnson & Johnson             | COM            | 478160104 | 2,188   | 34,004    | SH | SHARED |
| JP Morgan Chase               | COM            | 46625H100 | 6,066   | 176,787   | SH | SHARED |
| JP Morgan Chase               | COM            | 46625H100 | 2,265   | 66,004    | SH | SHARED |
| Kimberly-Clark Corp           | COM            | 494368103 | 3,625   | 60,642    | SH | SHARED |
| Kimberly-Clark Corp           | COM            | 494368103 | 1,353   | 22,636    | SH | SHARED |
| Kimco Realty Corp             | COM            | 49446R109 | 13,362  | 387,088   | SH | SHARED |
| Kimco Realty Corp             | COM            | 49446R109 | 553     | 16,023    | SH | SHARED |
| Lexington Realty Trust        | COM            | 529043101 | 9,231   | 677,285   | SH | SHARED |
| Lexington Realty Trust        | COM            | 529043101 | 476     | 34,904    | SH | SHARED |
| Lincoln National Corp         | COM            | 534187109 | 2,607   | 57,528    | SH | SHARED |
| Lincoln National Corp         | COM            | 534187109 | 977     | 21,547    | SH | SHARED |
| Lowe's Companies              | COM            | 548661107 | 2,676   | 128,963   | SH | SHARED |
| Lowe's Companies              | COM            | 548661107 | 999     | 48,165    | SH | SHARED |
| Macerich Company              | COM            | 554382101 | 11,513  | 185,313   | SH | SHARED |
| Macerich Company              | COM            | 554382101 | 576     | 9,278     | SH | SHARED |
| Macy's Inc                    | COM            | 55616P104 | 4,259   | 219,306   | SH | SHARED |
| Macy's Inc                    | COM            | 55616P104 | 1,592   | 82,002    | SH | SHARED |
| Marvell Technology Group      | COM            | G5876H105 | 19,907  | 1,553,794 | SH | SHARED |
| Marvell Technology Group      | COM            | G5876H105 | 4,324   | 244,825   | SH | SHARED |
| Massey Energy Co              | COM            | 576206106 | 8,134   | 86,762    | SH | SHARED |
| Massey Energy Co              | COM            | 576206106 | 3,113   | 33,206    | SH | SHARED |
| Mattel Inc                    | COM            | 577081102 | 3,350   | 195,682   | SH | SHARED |
| Mattel Inc                    | COM            | 577081102 | 1,255   | 73,329    | SH | SHARED |

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|                                |            |           |         |           |    |        |
|--------------------------------|------------|-----------|---------|-----------|----|--------|
| Medical Properties Trust Inc   | COM        | 58463J304 | 14,285  | 1,411,535 | SH | SHARED |
| Medical Properties Trust Inc   | COM        | 58463J304 | 697     | 68,851    | SH | SHARED |
| Merck & Co Inc                 | COM        | 589331107 | 8,070   | 236,139   | SH | SHARED |
| Merck & Co Inc                 | COM        | 589331107 | 1,424   | 37,788    | SH | SHARED |
| Merge Healthcare Inc           | COM        | 589499102 | 1,193   | 1,028,171 | SH | SHARED |
| Merge Healthcare Inc           | COM        | 589499102 | 484     | 417,494   | SH | SHARED |
| Merrill Lynch & Co Inc         | COM        | 590188108 | 1,802   | 56,843    | SH | SHARED |
| Merrill Lynch & Co Inc         | COM        | 590188108 | 664     | 20,928    | SH | SHARED |
| Motorola Inc                   | COM        | 620076109 | 3,478   | 473,792   | SH | SHARED |
| Motorola Inc                   | COM        | 620076109 | 1,320   | 179,882   | SH | SHARED |
| Mrv Communications Inc         | COM        | 553477100 | 9,732   | 8,314,337 | SH | SHARED |
| Mrv Communications Inc         | COM        | 553477100 | 1,402   | 1,178,210 | SH | SHARED |
| Nationwide Health Pptys Inc    | COM        | 638620104 | 1,190   | 37,783    | SH | SHARED |
| Nationwide Health Pptys Inc    | COM        | 638620104 | 262     | 8,310     | SH | SHARED |
| OPNEXT INC                     | COM        | 68375V105 | 11,083  | 2,328,250 | SH | SHARED |
| OPNEXT INC                     | COM        | 68375V105 | 2,296   | 426,754   | SH | SHARED |
| Penn Real Estate Investment Tr | SH BEN INT | 709102107 | 8,388   | 362,469   | SH | SHARED |
| Penn Real Estate Investment Tr | SH BEN INT | 709102107 | 350     | 15,110    | SH | SHARED |
| Pepsico Inc                    | COM        | 713448108 | 3,819   | 60,054    | SH | SHARED |
| Pepsico Inc                    | COM        | 713448108 | 1,429   | 22,478    | SH | SHARED |
| Pfizer Inc                     | COM        | 717081103 | 3,604   | 206,277   | SH | SHARED |
| Pfizer Inc                     | COM        | 717081103 | 1,344   | 76,955    | SH | SHARED |
| PHILIP MORRIS INTERNAT-W/I     | COM        | 718172109 | 3,070   | 62,166    | SH | SHARED |
| PHILIP MORRIS INTERNAT-W/I     | COM        | 718172109 | 1,146   | 23,209    | SH | SHARED |
| Plum Creek Timber Co Common    | COM        | 729251108 | 11,767  | 275,517   | SH | SHARED |
| Plum Creek Timber Co Common    | COM        | 729251108 | 595     | 13,938    | SH | SHARED |
| Powershares QQQ Nasdaq 100     | COM        | 73935A104 | 16,896  | 432,000   | SH | SHARED |
| Principal Financial Group      | COM        | 74251V102 | 2,795   | 66,592    | SH | SHARED |
| Principal Financial Group      | COM        | 74251V102 | 1,056   | 25,169    | SH | SHARED |
| Procter & Gamble Co            | COM        | 742718109 | 5,520   | 90,770    | SH | SHARED |
| Procter & Gamble Co            | COM        | 742718109 | 2,062   | 33,908    | SH | SHARED |
| Prologis                       | SH BEN INT | 743410102 | 16,420  | 302,125   | SH | SHARED |
| Prologis                       | SH BEN INT | 743410102 | 691     | 12,709    | SH | SHARED |
| Public Storage                 | COM        | 74460D109 | 3,132   | 38,768    | SH | SHARED |
| Public Storage                 | COM        | 74460D109 | 448     | 5,540     | SH | SHARED |
| Rackable Systems Inc           | COM        | 750077109 | 20,899  | 1,811,623 | SH | SHARED |
| Rackable Systems Inc           | COM        | 750077109 | 4,528   | 337,932   | SH | SHARED |
| Regency Centers Corp           | COM        | 758849103 | 6,430   | 108,760   | SH | SHARED |
| Regency Centers Corp           | COM        | 758849103 | 394     | 6,664     | SH | SHARED |
| Schering-Plough Corp           | COM        | 806605101 | 5,710   | 289,998   | SH | SHARED |
| Schering-Plough Corp           | COM        | 806605101 | 2,219   | 112,703   | SH | SHARED |
| Simon Property Group Inc       | COM        | 828806109 | 20,941  | 232,961   | SH | SHARED |
| Simon Property Group Inc       | COM        | 828806109 | 1,025   | 11,403    | SH | SHARED |
| SL Green Realty Corp           | COM        | 78440X101 | 12,518  | 151,327   | SH | SHARED |
| SL Green Realty Corp           | COM        | 78440X101 | 954     | 11,528    | SH | SHARED |
| SPDR Trust                     | SER 1      | 78462F103 | 679,030 | 5,838,515 | SH | SHARED |
| SPDR Trust                     | SER 1      | 78462F103 | 2,603   | 20,336    | SH | SHARED |
| Sprint Nextel Corp             | COM        | 852061100 | 4,578   | 481,935   | SH | SHARED |
| Sprint Nextel Corp             | COM        | 852061100 | 749     | 78,813    | SH | SHARED |
| Telabs Inc                     | COM        | 879664100 | 4,620   | 993,462   | SH | SHARED |
| Telabs Inc                     | COM        | 879664100 | 1,793   | 385,489   | SH | SHARED |
| Tenet Healthcare Corp          | COM        | 88033G100 | 8,115   | 1,459,585 | SH | SHARED |
| Tenet Healthcare Corp          | COM        | 88033G100 | 632     | 113,699   | SH | SHARED |
| TERRESTAR CORP                 | COM        | 881451108 | 3,257   | 818,355   | SH | SHARED |
| TERRESTAR CORP                 | COM        | 881451108 | 1,233   | 309,827   | SH | SHARED |

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|                          |            |           |           |            |    |        |
|--------------------------|------------|-----------|-----------|------------|----|--------|
| Time Warner Inc          | COM        | 887317105 | 3,444     | 232,682    | SH | SHARED |
| Time Warner Inc          | COM        | 887317105 | 1,292     | 87,270     | SH | SHARED |
| United Technologies Corp | COM        | 913017109 | 3,776     | 61,194     | SH | SHARED |
| United Technologies Corp | COM        | 913017109 | 1,412     | 22,891     | SH | SHARED |
| Unitedhealth Group Inc   | COM        | 91324P102 | 2,131     | 81,167     | SH | SHARED |
| Unitedhealth Group Inc   | COM        | 91324P102 | 797       | 30,375     | SH | SHARED |
| Ventas Inc               | COM        | 92276F100 | 7,607     | 178,690    | SH | SHARED |
| Ventas Inc               | COM        | 92276F100 | 424       | 9,954      | SH | SHARED |
| Verso Paper Corp         | COM        | 92531L108 | 920       | 353,958    | SH | SHARED |
| Viacom Inc-class B       | CL B       | 92553P201 | 3,027     | 99,121     | SH | SHARED |
| Viacom Inc-class B       | CL B       | 92553P201 | 1,131     | 37,027     | SH | SHARED |
| Vicor Corp               | COM        | 925815102 | 8,530     | 918,039    | SH | SHARED |
| Vicor Corp               | COM        | 925815102 | 1,315     | 131,731    | SH | SHARED |
| Vornado Realty Trust     | SH BEN INT | 929042109 | 14,705    | 167,104    | SH | SHARED |
| Vornado Realty Trust     | SH BEN INT | 929042109 | 616       | 7,003      | SH | SHARED |
| Wachovia Corp            | COM        | 929903102 | 2,763     | 177,931    | SH | SHARED |
| Wachovia Corp            | COM        | 929903102 | 1,037     | 66,801     | SH | SHARED |
| Wal-Mart Stores Inc      | COM        | 931142103 | 4,219     | 75,073     | SH | SHARED |
| Wal-Mart Stores Inc      | COM        | 931142103 | 1,575     | 28,028     | SH | SHARED |
| Wells Fargo & Co         | COM        | 949746101 | 5,291     | 222,784    | SH | SHARED |
| Wells Fargo & Co         | COM        | 949746101 | 1,968     | 82,868     | SH | SHARED |
| Weyerhaeuser Co          | COM        | 962166104 | 12,279    | 240,098    | SH | SHARED |
| Weyerhaeuser Co          | COM        | 962166104 | 619       | 12,102     | SH | SHARED |
| Williams Cos Inc         | COM        | 969457100 | 8,845     | 374,000    | SH | SHARED |
| Wyeth                    | COM        | 983024100 | 3,934     | 82,033     | SH | SHARED |
| Wyeth                    | COM        | 983024100 | 1,469     | 30,639     | SH | SHARED |
| Grand Total              |            |           | 1,758,715 | 74,723,866 | SH |        |
|                          |            | U.S.      | 784,124   | 43,058,743 |    |        |
|                          |            | Canada    | 974,591   | 31,665,123 |    |        |
|                          |            |           | 1,758,715 | 74,723,866 |    |        |