

SECURITIES AND EXCHANGE COMMISSION

FORM N-CSRS

Certified semi-annual shareholder report of registered management investment companies filed on Form N-CSR

Filing Date: **2008-08-29** | Period of Report: **2008-06-30**
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FILER

USAA MUTUAL FUNDS TRUST

CIK: **908695** | IRS No.: **000000000** | State of Incorpor.: **DE** | Fiscal Year End: **0331**
Type: **N-CSRS** | Act: **40** | File No.: **811-07852** | Film No.: **081048828**

Mailing Address	Business Address
9800 FREDERICKSBURG ROAD A-3-W SAN ANTONIO TX 78288-0227	9800 FREDERICKSBURG ROAD A-3-W SAN ANTONIO TX 78288-0227 210-498-8696

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

FORM N-CSR/S

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES

Investment Company Act file number: 811-7852

Exact name of registrant as specified in charter: USAA MUTUAL FUNDS TRUST

Address of principal executive offices and zip code: 9800 FREDERICKSBURG ROAD
SAN ANTONIO, TX 78288

Name and address of agent for service: MARK S. HOWARD
USAA MUTUAL FUNDS TRUST
9800 FREDERICKSBURG ROAD
SAN ANTONIO, TX 78288

Registrant's telephone number, including area code: (210) 498-0226

Date of fiscal year end: DECEMBER 31,

Date of reporting period: JUNE 30, 2008

ITEM 1. SEMIANNUAL REPORT TO STOCKHOLDERS.
USAA EXTENDED MARKET INDEX FUND - SEMIANNUAL REPORT FOR PERIOD ENDED
JUNE 30, 2008

[LOGO OF USAA]
USAA (R)

USAA EXTENDED MARKET
INDEX Fund

[GRAPHIC OF USAA EXTENDED MARKET INDEX FUND]

S e m i a n n u a l R e p o r t

JUNE 30, 2008

IRA DISTRIBUTION WITHHOLDING DISCLOSURE

We generally must withhold federal income tax at a rate of 10% of the taxable portion of your distribution and, if you live in a state that requires state income tax withholding, at your state's set rate. However, you may elect not to have withholding apply or to have income tax withheld at a higher rate. If you wish to make such an election, please call USAA Investment Management Company at (800) 531-USAA (8722).

If you must pay estimated taxes, you may be subject to estimated tax penalties if your estimated tax payments are not sufficient and sufficient tax is not withheld from your distribution.

For more specific information, please consult your tax adviser.

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THIS REPORT IS FOR THE INFORMATION OF THE SHAREHOLDERS AND OTHERS WHO HAVE RECEIVED A COPY OF THE CURRENTLY EFFECTIVE PROSPECTUS OF THE FUND, MANAGED BY USAA INVESTMENT MANAGEMENT COMPANY. IT MAY BE USED AS SALES LITERATURE ONLY WHEN PRECEDED OR ACCOMPANIED BY A CURRENT PROSPECTUS, WHICH PROVIDES FURTHER DETAILS ABOUT THE FUND.

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M E S S A G E

from the PRESIDENT

"

WEALTH GENERALLY IS CREATED OVER A LIFETIME
OF HARD WORK, DILIGENT SAVING AND INVESTING,
WHICH INCLUDES ADDING TO INVESTMENTS WHEN
PRICES ARE LOW.

"

[PHOTO OF CHRISTOPHER W. CLAUS]

July 2008

No doubt about it. It's a tough time to be an investor. But is it as hazardous as the media would have us believe? Is it time to stop investing in stocks? In my opinion, the answer is no. What's more, I think that most people will look back at this period and say that, despite the economic challenges, there were some great buying opportunities.

All the same, the experience has been unpleasant. With the major stock indexes down by more than 20% at the time of this writing, investors officially are in a bear market. The downturn in the housing markets, a liquidity crunch, tighter credit requirements, the rapid increase in oil, commodity, and food prices - all have had an impact on the equity markets. While the U.S. economy may not be in a recession officially, it certainly feels like one.

I believe the day of reckoning has finally arrived for the consumer. For years, Americans put thousands of dollars on credit cards and saved little. But recent events have forced many of them to change their habits. As banks tighten their lending and credit standards, people are managing their debt more carefully and even may start saving more. Soaring oil prices have Americans driving less, switching to hybrid vehicles, joining car pools, and making greater use of public transportation.

These societal shifts could turn out to be permanent. Although the adjustment may be painful at first, I believe the country will benefit in the long run. This nation of innovators is already looking for ways to develop alternative fuels and design new modes of transportation, efforts which may bring attractive investment opportunities.

. . . C O N T I N U E D

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The current downturn also offers opportunities. Wealth generally is created over a lifetime of hard work, diligent saving and investing, which includes adding to investments when prices are low. If you are a long-term investor, know your risk tolerance, and have a suitable asset allocation strategy, consider taking advantage of current low share prices. Under the circumstances, investing a set amount each month - or dollar-cost averaging - could be a prudent approach.

Index investing remains a sensible equity strategy for long-term investors who are willing to let their money work for them over multiple market cycles. While index investors experience downturns similar to the index, they will also participate in any rebound. Diversification and low expenses are two other benefits of an index fund.

This downturn may be difficult, but longer term investors may be well-positioned to wait it out. Patience, as always, is essential. We believe that we have one of the finest teams of index fund managers in the business, and you can rest assured that they will continue to work hard on your behalf. If you are concerned or want to revisit your investment plan, our investment representatives stand ready to help you - at no charge.

Thank you once again for your business and the opportunity to serve your investment needs.

Sincerely,

/S/ CHRISTOPHER W. CLAUS

Christopher W. Claus
President and Vice Chairman of the Board
USAA Mutual Funds Trust

SYSTEMATIC INVESTMENT PLANS DO NOT ASSURE A PROFIT OR PROTECT AGAINST LOSS IN DECLINING MARKETS. DOLLAR-COST AVERAGING INVOLVES CONTINUOUS INVESTMENT IN SECURITIES REGARDLESS OF FLUCTUATING PRICE LEVELS OF SUCH SECURITIES. INVESTORS SHOULD CONSIDER THEIR FINANCIAL ABILITY TO CONTINUE PURCHASES THROUGH PERIODS OF LOW PRICE LEVELS.

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M A N A G E R ' S

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COMMENTARY on the Fund

PERFORMANCE

For the six-month period ended June 30, 2008, the USAA Extended Market Index Fund met its objective of closely tracking the return of its benchmark, the Dow Jones Wilshire 4500 Completion Index (Full Cap). For the semiannual period ended June 30, 2008, the index returned -8.45%, while the USAA Extended Market Index Fund returned -8.51%.

PERFORMANCE ANALYSIS

U.S. equity markets finished in negative territory for the first six months of 2008. Shares of growth companies significantly outperformed their value counterparts across all market capitalizations.

The predominant issues in financial headlines throughout most of 2007 - problems with subprime mortgages and the resulting credit crunch - intensified during the first quarter of 2008. Later in the reporting period, fears that record-high oil and gasoline prices and the threat of inflation would bring on a recession also weighed heavily on the U.S. equity market.

Aggressive Federal Reserve Board (Fed) action has been unable to relieve credit market strains significantly: The U.S. economy is in or near a recession; the dollar is slumping; the equity market recently hit new cyclical lows; and a major Wall Street firm has failed. Crisis environments create opportunities, and the panic flight to safety has led to pockets of good value in the equity markets. The economy is weak, but the picture is not universally gloomy. Companies so far have avoided wholesale layoffs; consequently, employment and real incomes are still above year-ago levels. That could change if an ongoing credit squeeze eventually forces companies to be more aggressive about cutting costs. A marked weakening in the labor market would pull the rug out from consumer spending and trigger a new wave of mortgage delinquencies.

. . . C O N T I N U E D

Although the economy remains weak, with consumer confidence as measured by the University of Michigan Consumer Sentiment Survey reaching the lowest point since May 1980, it has so far avoided a recession. The Fed reacted to market and economic weakness by cutting the target federal funds rate in four increments totaling 225 basis points, from 4.25% to 2.00% between January 22, 2008, and April 30, 2008. Following its June 25 meeting at which it left the rate unchanged, the Federal Open Market Committee noted that "[t]he substantial easing of monetary policy to date, combined with ongoing measures to foster market liquidity, should help to promote moderate growth over time. Although downside risks to growth remain, they appear to have diminished somewhat, and the upside risks to inflation and inflation expectations have increased."

The most recent data from the U.S. Department of Labor's Bureau of Labor Statistics indicated that the U.S. unemployment rate was 5.5% in June 2008, unchanged from the rate in May. However, non-farm payroll employment fell by 62,000 during the month, with total employment declining by 155,000.

Recent economic data have fueled inflation concerns. According to the labor department, the Consumer Price Index (CPI) rose at a seasonally adjusted rate of 0.6% in May 2008, followed by a 1.1% increase in June. Over the same period, the index for energy increased 4.4%, with another steep increase of 6.6% in June. The overall CPI advanced at an unadjusted rate of 4.2% over the preceding 12-month period.

The U.S. gross domestic product (GDP) grew at an annualized rate of 1.0% in the first quarter of 2008, according to the Bureau of Economic Analysis of the Department of Commerce. This outpaced the 0.6% rise in the GDP during the fourth quarter of 2007. The uptick in the GDP growth rate for the first quarter

. . . C O N T I N U E D

COMMENTARY on the Fund

resulted primarily from an increase in inventory investment, while a deceleration in personal consumption expenditures had a negative impact.

We will continue monitoring economic conditions and how they affect financial markets as we seek to track the performance of the index closely.

INFORMATION IS AS OF JUNE 30, 2008. THE FUND IS ACTIVELY MANAGED, AND ITS CHARACTERISTICS WILL VARY. THIS MATERIAL IS NOT INTENDED TO BE RELIED UPON AS A FORECAST, RESEARCH, OR INVESTMENT ADVICE, AND IS NOT A RECOMMENDATION, OFFER, OR SOLICITATION TO BUY OR SELL ANY SECURITIES OR TO ADOPT ANY INVESTMENT STRATEGY. THE OPINIONS EXPRESSED ARE AS OF JUNE 30, 2008, AND MAY CHANGE AS SUBSEQUENT CONDITIONS VARY. THE INFORMATION AND OPINIONS CONTAINED IN THIS MATERIAL ARE DERIVED FROM PROPRIETARY AND NON-PROPRIETARY SOURCES DEEMED BY BLACKROCK TO BE RELIABLE, ARE NOT NECESSARILY ALL-INCLUSIVE AND ARE NOT GUARANTEED AS TO ACCURACY. PAST PERFORMANCE IS NO GUARANTEE OF FUTURE RESULTS. THERE IS NO GUARANTEE THAT ANY FORECASTS MADE WILL COME TO PASS. ANY INVESTMENTS NAMED WITHIN THIS MATERIAL MAY NOT NECESSARILY BE HELD IN ANY ACCOUNTS MANAGED BY BLACKROCK. RELIANCE UPON INFORMATION IN THIS MATERIAL IS AT THE SOLE DISCRETION OF THE READER.

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F U N D

RECOGNITION

USAA EXTENDED MARKET INDEX FUND

LIPPER LEADER (OVERALL)

The Fund is listed as a Lipper Leader for Expense of 279 funds within the Lipper Mid-Cap Core Funds category for the overall period ended June 30, 2008. The Fund received a Lipper Leader rating for Expense among 279 and 223 funds for the three- and five-year periods, respectively. Lipper ratings for Expense reflect funds' expense minimization relative to peers with similar load structures as of June 30, 2008.

RATINGS ARE SUBJECT TO CHANGE EVERY MONTH AND ARE BASED ON AN EQUAL-WEIGHTED AVERAGE OF PERCENTILE RANKS FOR THE EXPENSE METRICS OVER THREE-, FIVE-, AND 10-YEAR PERIODS (IF APPLICABLE). THE HIGHEST 20% OF FUNDS IN EACH PEER GROUP ARE NAMED LIPPER LEADERS, THE NEXT 20% RECEIVE A SCORE OF 4, THE MIDDLE 20% ARE SCORED 3, THE NEXT 20% ARE SCORED 2, AND THE LOWEST 20% ARE SCORED 1.* LIPPER RATINGS ARE NOT INTENDED TO PREDICT FUTURE RESULTS, AND LIPPER DOES NOT GUARANTEE THE ACCURACY OF THIS INFORMATION. MORE INFORMATION IS AVAILABLE AT WWW.LIPPERLEADERS.COM. LIPPER LEADER COPYRIGHT 2008, REUTERS, ALL RIGHTS RESERVED.

*EFFECTIVE NOVEMBER 7, 2007, THE LIPPER LEADERS RATING SYSTEM CHANGED THE NUMERIC ORGANIZATION OF ITS LIPPER LEADER CLASSIFICATIONS. WHILE THE FORMULAS AND UNDERLYING METHODOLOGY REMAIN THE SAME, THE HIGHEST 20% NOW ARE RATED 5, OR LIPPER LEADERS, AND THE LOWEST 20% ARE RATED 1 FOR EACH MEASURE. PREVIOUSLY, A RATING OF 5 WAS CONSIDERED THE LOWEST RATING AND 1 WAS CONSIDERED THE HIGHEST, OR A LIPPER LEADER.

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I N V E S T M E N T

OVERVIEW

USAA EXTENDED MARKET INDEX FUND (Ticker Symbol: USMIX)

OBJECTIVE

Seeks to match, before fees and expenses, the performance of the U.S. stocks not included in the S&P 500 Index as represented by the Dow Jones Wilshire 4500 Completion Index (Full Cap).

TYPES OF INVESTMENTS

Invests all of the Fund's investable assets in the Master Extended Market Index Series of the Quantitative Master Series LLC (Extended Market Portfolio or the Series), which is a separate fund advised by BlackRock Advisors, LLC, with a substantially similar investment objective; normally at least 80% of the Extended Market Portfolio's assets will be invested in stocks of companies or other financial instruments that are included in or correlated with securities in the Dow Jones Wilshire 4500 Completion Index (Full Cap).

<TABLE>
<CAPTION>

	6/30/08	12/31/07
<S>	<C>	<C>
Net Assets	\$291.2 Million	\$310.2 Million
Net Asset Value Per Share	\$12.04	\$13.16

<TABLE>
<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS AS OF 6/30/08

<S>	<C>	<C>	<C>
12/31/07 TO 6/30/08*	1 YEAR	5 YEARS	SINCE INCEPTION ON 10/27/00
-8.51%	-12.18%	11.83%	4.80%

<CAPTION>

EXPENSE RATIO**

<S>	<C>
Before Reimbursement	0.79%
After Reimbursement	0.50%

*TOTAL RETURNS FOR PERIODS OF LESS THAN ONE YEAR ARE NOT ANNUALIZED. THIS SIX-MONTH RETURN IS CUMULATIVE.

THE PERFORMANCE DATA QUOTED REPRESENTS PAST PERFORMANCE AND IS NO GUARANTEE OF FUTURE RESULTS. CURRENT PERFORMANCE MAY BE HIGHER OR LOWER THAN THE PERFORMANCE DATA QUOTED. THE RETURN AND PRINCIPAL VALUE OF AN INVESTMENT WILL FLUCTUATE, SO THAT AN INVESTOR'S SHARES, WHEN REDEEMED, MAY BE WORTH MORE OR LESS THAN THEIR ORIGINAL COST. FOR PERFORMANCE DATA CURRENT TO THE MOST RECENT MONTH-END, VISIT USAA.COM.

** THE BEFORE REIMBURSEMENT EXPENSE RATIO REPRESENTS THE TOTAL ANNUAL OPERATING EXPENSES, BEFORE REDUCTIONS OF ANY EXPENSES PAID INDIRECTLY AND INCLUDING EXPENSES OF THE EXTENDED MARKET PORTFOLIO, AS REPORTED IN THE FUND'S PROSPECTUS DATED MAY 1, 2008, AND IS CALCULATED AS A PERCENTAGE OF AVERAGE NET ASSETS. THE AFTER REIMBURSEMENT EXPENSE RATIO, WHICH INCLUDES EXPENSES OF THE EXTENDED MARKET PORTFOLIO, REPRESENTS TOTAL ANNUAL OPERATING EXPENSES, BEFORE REDUCTIONS OF ANY EXPENSES PAID INDIRECTLY, AFTER REIMBURSEMENT FROM USAA INVESTMENT MANAGEMENT COMPANY (IMCO) AS REPORTED IN THE FUND'S PROSPECTUS DATED MAY 1, 2008. IMCO HAS VOLUNTARILY AGREED TO LIMIT THE FUND'S TOTAL ANNUAL OPERATING EXPENSES TO 0.50%, BEFORE REDUCTIONS OF ANY EXPENSES PAID INDIRECTLY AND TO REIMBURSE THE FUND FOR EXPENSES IN EXCESS OF THIS AMOUNT. IMCO CAN MODIFY OR TERMINATE THIS ARRANGEMENT AT ANY TIME. THESE EXPENSE RATIOS MAY DIFFER FROM THE EXPENSE RATIOS DISCLOSED IN THE FINANCIAL HIGHLIGHTS.

TOTAL RETURN MEASURES THE PRICE CHANGE IN A SHARE ASSUMING THE REINVESTMENT OF ALL NET INVESTMENT INCOME AND REALIZED CAPITAL GAIN DISTRIBUTIONS. THE TOTAL RETURNS QUOTED DO NOT REFLECT ADJUSTMENTS MADE TO THE ENCLOSED FINANCIAL STATEMENTS IN ACCORDANCE WITH U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES OR THE DEDUCTION OF TAXES THAT A SHAREHOLDER WOULD PAY ON FUND DISTRIBUTIONS OR THE REDEMPTION OF FUND SHARES.

. . . C O N T I N U E D

CUMULATIVE PERFORMANCE COMPARISON

[CHART OF CUMULATIVE PERFORMANCE COMPARISON]

<TABLE>
<CAPTION>

	DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP)	USAA EXTENDED MARKET INDEX FUND
<S>	<C>	<C>
10/31/00	\$10,000.00	\$10,000.00
11/30/00	8,295.46	8,500.00
12/31/00	8,831.17	9,000.00
01/31/01	9,301.95	9,375.00
02/28/01	8,165.58	8,336.54
03/31/01	7,418.83	7,653.85
04/30/01	8,214.29	8,413.46
05/31/01	8,409.09	8,596.15
06/30/01	8,474.03	8,634.62
07/31/01	8,068.18	8,269.23
08/31/01	7,678.57	7,884.62
09/30/01	6,688.31	6,884.62
10/31/01	7,045.46	7,230.77
11/30/01	7,597.40	7,788.46
12/31/01	8,003.25	8,187.68
01/31/02	7,857.14	8,040.60
02/28/02	7,629.87	7,815.07
03/31/02	8,149.35	8,344.57
04/30/02	8,068.18	8,246.52
05/31/02	7,889.61	8,050.41
06/30/02	7,353.90	7,501.29
07/31/02	6,639.61	6,765.87
08/31/02	6,672.08	6,805.09
09/30/02	6,217.53	6,344.23
10/31/02	6,428.57	6,559.95
11/30/02	6,866.88	7,001.21
12/31/02	6,574.68	6,697.70
01/31/03	6,428.57	6,549.95
02/28/03	6,266.23	6,392.36
03/31/03	6,363.64	6,490.85
04/30/03	6,899.35	7,032.58
05/31/03	7,548.70	7,712.20
06/30/03	7,727.27	7,879.64
07/31/03	8,084.42	8,234.23
08/31/03	8,425.33	8,578.96
09/30/03	8,327.92	8,460.77
10/31/03	8,961.04	9,110.84
11/30/03	9,269.48	9,416.17

12/31/03	9,464.29	9,607.34
01/31/04	9,805.20	9,933.86
02/29/04	9,967.53	10,111.95
03/31/04	10,016.24	10,161.42
04/30/04	9,610.39	9,735.97
05/31/04	9,756.50	9,884.38
06/30/04	10,016.24	10,151.53
07/31/04	9,448.05	9,587.56
08/31/04	9,464.29	9,587.56
09/30/04	9,837.66	9,963.54
10/31/04	10,064.94	10,171.32
11/30/04	10,746.75	10,863.92
12/31/04	11,217.53	11,328.97
01/31/05	10,844.16	10,946.30
02/28/05	11,038.96	11,147.71
03/31/05	10,844.16	10,966.44
04/30/05	10,487.01	10,593.85
05/31/05	11,103.90	11,218.20
06/30/05	11,461.04	11,570.66
07/31/05	12,094.16	12,195.01
08/31/05	11,948.05	12,054.03
09/30/05	12,029.22	12,124.52
10/31/05	11,769.48	11,862.69
11/30/05	12,321.43	12,436.69
12/31/05	12,368.74	12,474.81
01/31/06	13,149.35	13,258.35
02/28/06	13,019.48	13,144.94
03/31/06	13,522.73	13,639.81
04/30/06	13,571.43	13,691.36
05/31/06	13,035.72	13,114.01
06/30/06	13,051.95	13,134.63
07/31/06	12,678.57	12,763.48
08/31/06	12,970.78	13,031.54
09/30/06	13,116.88	13,175.87
10/31/06	13,766.24	13,825.39
11/30/06	14,285.72	14,330.57
12/31/06	14,350.65	14,384.92
01/31/07	14,837.66	14,860.46
02/28/07	14,756.50	14,774.00
03/31/07	14,918.83	14,925.30
04/30/07	15,259.74	15,260.34
05/31/07	15,892.86	15,897.99
06/30/07	15,698.05	15,692.64
07/31/07	15,048.70	15,011.76
08/31/07	15,178.57	15,152.26
09/30/07	15,665.59	15,627.80
10/31/07	16,185.07	16,124.95
11/30/07	15,243.51	15,184.68
12/31/07	15,178.57	15,062.59
01/31/08	14,188.31	14,078.26
02/29/08	13,928.57	13,792.12
03/31/08	13,652.60	13,517.42
04/30/08	14,383.12	14,261.39
05/31/08	15,048.70	14,902.35
06/30/08	13,896.11	13,780.67

</TABLE>

[END CHART]

DATA FROM 10/31/00* THROUGH 6/30/08.

SEE NEXT PAGE FOR BENCHMARK DEFINITION.

*THE PERFORMANCE OF THE DOW JONES WILSHIRE 4500 COMPLETION INDEX IS CALCULATED FROM THE END OF THE MONTH, OCTOBER 31, 2000, WHILE THE DATE THE FUND INITIALLY INVESTED IN SECURITIES REPRESENTED BY THE INDEX IS OCTOBER 27, 2000. THERE MAY BE A SLIGHT VARIATION OF THE PERFORMANCE NUMBERS BECAUSE OF THIS DIFFERENCE.

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OVERVIEW

The graph on page 9 illustrates how a \$10,000 hypothetical investment in the USAA Extended Market Index Fund closely tracks the Dow Jones Wilshire 4500 Completion Index (Full Cap), which is a market-capitalization-weighted index of approximately 4,700 U.S. equity securities. It includes all the stocks in the Dow Jones Wilshire 5000 Composite Index (Full Cap) except for stocks included in the S&P 500 Index.

DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP) IS A SERVICE MARK OF DOW JONES & COMPANY, INC. AND WILSHIRE ASSOCIATES INCORPORATED. NEITHER DOW JONES NOR WILSHIRE HAS ANY RELATIONSHIP TO THE FUND OTHER THAN THE LICENSING AND SUBLICENSING OF THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP) AND ITS SERVICE MARKS FOR USE IN CONNECTION WITH THE FUND. o DOW JONES AND WILSHIRE DO NOT SPONSOR, ENDORSE, SELL, OR PROMOTE THE FUND; RECOMMEND THAT ANY PERSON INVEST IN THE FUND OR ANY OTHER SECURITIES; HAVE ANY RESPONSIBILITY OR LIABILITY FOR OR MAKE ANY DECISIONS ABOUT THE TIMING, AMOUNT, OR PRICING OF THE FUND; HAVE ANY RESPONSIBILITY OR LIABILITY FOR THE ADMINISTRATION, MANAGEMENT, OR MARKETING OF THE FUND; CONSIDER THE NEEDS OF THE FUND OR THE OWNERS OF THE FUND IN DETERMINING, COMPOSING, OR CALCULATING THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP), OR HAVE ANY OBLIGATION TO DO SO.

NEITHER DOW JONES NOR WILSHIRE WILL HAVE ANY LIABILITY IN CONNECTION WITH THE FUND. SPECIFICALLY, NEITHER DOW JONES NOR WILSHIRE MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AND DOW JONES AND WILSHIRE DISCLAIM ANY WARRANTY ABOUT: THE RESULTS TO BE OBTAINED BY THE FUND, THE OWNER OF THE FUND, OR ANY OTHER PERSON IN CONNECTION WITH THE USE OF THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP) AND THE DATA INCLUDED IN THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP); THE ACCURACY OR COMPLETENESS OF THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP) AND ANY RELATED DATA; THE MERCHANTABILITY AND THE FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP) AND/OR ITS RELATED DATA; NEITHER DOW JONES NOR WILSHIRE WILL HAVE ANY LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS IN THE DOW JONES WILSHIRE 4500 COMPLETION INDEX (FULL CAP) OR RELATED DATA; UNDER NO CIRCUMSTANCES WILL DOW JONES OR WILSHIRE BE LIABLE FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL, OR CONSEQUENTIAL DAMAGES OR LOSSES, EVEN IF DOW JONES OR WILSHIRE KNOWS THAT THEY MIGHT OCCUR. o THE LICENSING AGREEMENT BETWEEN BLACKROCK ADVISORS, LLC (OR ITS PREDECESSOR), DOW JONES, AND WILSHIRE, AND THE SUBLICENSING AGREEMENT BETWEEN THE FUND AND BLACKROCK ADVISORS, LLC (OR ITS PREDECESSOR), ARE SOLELY FOR THE BENEFIT OF THE PARTIES TO THESE AGREEMENTS AND NOT FOR THE BENEFIT OF THE OWNERS OF THE USAA EXTENDED MARKET INDEX FUND OR ANY OTHER THIRD PARTIES.

P O R T F O L I O

HIGHLIGHTS

<TABLE>
<CAPTION>

TOP 10 HOLDINGS AS OF 6/30/08
(% of Net Assets)

<S>	<C>
Berkshire Hathaway, Inc. Class A	4.0%
Visa, Inc. Class A	1.2%
Genentech, Inc.	1.1%
Accenture Ltd. Class A	0.8%
Mosaic Co.	0.7%
Mastercard, Inc. Class A	0.6%
Ultra Petroleum Corp.	0.5%
Bunge Ltd.	0.4%
Liberty Media Corp. - Entertainment Class A	0.4%
McDermott International, Inc.	0.4%

</TABLE>

<TABLE>
<CAPTION>

TOP 10 INDUSTRIES AS OF 6/30/08
(% of Net Assets)

<S>	<C>
Miscellaneous Finance	10.3%
Business Services	10.0%
Drugs & Medicine	8.9%
Electronics	7.6%
Energy & Raw Materials	6.4%
Domestic Oils	6.0%
Producer Goods	5.1%
Energy & Utilities	5.0%
Real Property	4.9%
Insurance	3.4%

</TABLE>

YOU WILL FIND A COMPLETE LIST OF SECURITIES THAT THE MASTER EXTENDED MARKET INDEX SERIES (THE SERIES) OWNS ON PAGES 32-77.

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. . . C O N T I N U E D

HIGHLIGHTS

ASSET ALLOCATION*
6/30/2008

[PIE CHART OF ASSET ALLOCATION]

<TABLE>

<S>	<C>
Miscellaneous Finance	10.3%
Business Services	10.0%
Drugs & Medicine	8.9%
Electronics	7.6%
Energy & Raw Materials	6.4%
Domestic Oils	6.0%
Producer Goods	5.1%
Energy & Utilities	5.0%
Real Property	4.9%
Insurance	3.4%
Banks	3.1%
Chemicals	2.5%
Retail	2.3%
Food & Agriculture	2.2%
Construction	2.0%
Media	2.0%
Telephone	2.0%
Other**	25.5%

</TABLE>

*PERCENTAGES ARE OF THE NET ASSETS OF THE SERIES, NOT OF THE NET ASSETS OF THE FUND.

**INDUSTRIES WITH LESS THAN 2.0% OF THE SERIES' NET ASSETS AND SHORT-TERM SECURITIES.

13

S T A T E M E N T

of ASSETS and LIABILITIES

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<S>	<C>
ASSETS	
Investment in Master Extended Market Index Series, at fair value	\$291,186,172
Receivable for capital shares sold	526,068
Receivable due from USAA Investment Management Company (Note 4B)	70,028
Total assets	291,782,268
LIABILITIES	
Payable for purchase in Master Extended Market Index Series	59,137
Payable for capital shares redeemed	466,931
Accrued transfer agency fees	14,519
Other accrued expenses and payables	58,963
Total liabilities	599,550
Net assets applicable to capital shares outstanding	\$291,182,718
NET ASSETS CONSIST OF:	
Paid-in capital	\$281,393,526
Accumulated undistributed net investment income	1,297,130
Accumulated net realized gain from investments and futures transactions	8,153,930
Net unrealized appreciation on investments and futures contracts	338,132
Net assets applicable to capital shares outstanding	\$291,182,718

Capital shares outstanding	24,193,140
Net asset value, redemption price, and offering price per share	\$ 12.04

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS AND ACCOMPANYING FINANCIAL STATEMENTS OF THE MASTER EXTENDED MARKET INDEX SERIES (THE SERIES) ATTACHED.

14

S T A T E M E N T

of OPERATIONS

USAA EXTENDED MARKET INDEX FUND
SIX-MONTH PERIOD ENDED JUNE 30, 2008 (UNAUDITED)

<TABLE>

<S>

<C>

INVESTMENT INCOME

Allocated from Master Extended Market Index Series:

Dividends (net of \$1,476 foreign withholding tax)	\$ 1,660,800
Interest from affiliates	117,151
Securities lending - net	297,220

Total income	2,075,171
Expenses	(141,729)

Net allocated investment income	1,933,442
---------------------------------	-----------

FUND EXPENSES

Administration and servicing fees	551,748
Transfer agent's fees	437,412
Custody and accounting fees	1,747
Shareholder reporting fees	18,399
Postage	26,371
Trustees' fees	5,470
Registration fees	17,843
Professional fees	30,831
Other	4,973

Total Fund expenses before reimbursement	1,094,794
Expenses paid indirectly	(352)
Expenses reimbursed	(510,253)

Total Fund expenses after reimbursement	584,189
---	---------

NET INVESTMENT INCOME

1,349,253

NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS AND FUTURES CONTRACTS ALLOCATED FROM MASTER EXTENDED MARKET INDEX SERIES

Net realized gain from investment transactions	8,291,463
Net realized gain from futures transactions	249,052
Net change in unrealized appreciation/depreciation on investments and futures contracts	(36,925,509)

Net allocated realized and unrealized loss on investments and futures contracts	(28,384,994)
---	--------------

Decrease in net assets from operations	\$ (27,035,741)
--	-----------------

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS AND ACCOMPANYING FINANCIAL STATEMENTS OF THE SERIES ATTACHED.

15

S T A T E M E N T S

of Changes in NET ASSETS

USAA EXTENDED MARKET INDEX FUND
SIX-MONTH PERIOD ENDED JUNE 30, 2008 (UNAUDITED)
AND YEAR ENDED DECEMBER 31, 2007

<TABLE>

<CAPTION>

6/30/2008 12/31/2007

	<C>	<C>
<S>		
FROM OPERATIONS		
Net investment income	\$ 1,349,253	\$ 2,747,358
Net realized gain from investment transactions	8,291,463	13,632,382
Net realized gain from futures transactions	249,052	177,572
Net change in unrealized depreciation on investments and futures contracts	(36,925,509)	(4,947,353)
Net increase (decrease) in net assets from operations	(27,035,741)	11,609,959
DISTRIBUTIONS TO SHAREHOLDERS		
Net investment income	-	(2,855,233)
Net realized gains	-	(14,738,933)
Distributions to shareholders	-	(17,594,166)
FROM CAPITAL SHARE TRANSACTIONS		
Proceeds from shares sold	42,035,726	110,533,129
Reinvested dividends	(60)	17,294,989
Cost of shares redeemed	(33,985,266)	(64,527,917)
Net increase in net assets from capital share transactions	8,050,400	63,300,201
Capital contribution from USAA Transfer Agency Company	-	8,480
Net increase (decrease) in net assets	(18,985,341)	57,324,474
NET ASSETS		
Beginning of period	310,168,059	252,843,585
End of period	\$291,182,718	\$310,168,059
Accumulated undistributed (overdistribution of) net investment income		
End of period	\$ 1,297,130	\$ (52,123)
CHANGE IN SHARES OUTSTANDING		
Shares sold	3,421,205	7,876,638
Shares issued for reinvested dividends	(4)	1,291,103
Shares redeemed	(2,790,141)	(4,598,442)
Increase in shares outstanding	631,060	4,569,299

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS AND ACCOMPANYING FINANCIAL STATEMENTS OF THE SERIES ATTACHED.

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F I N A N C I A L

HIGHLIGHTS

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

Contained below are selected ratios and supplemental data for the periods indicated for the USAA Extended Market Index Fund.

<S>	SIX-MONTH PERIOD ENDED JUNE 30,					
	2008	2007	2006	2005	2004	2003
Net asset value at beginning of period	\$ 13.16	\$ 13.31	\$ 12.10	\$ 11.25	\$ 9.71	\$ 6.80
Income (loss) from investment operations:						
Net investment income	.06	.12	.14	.08	.06	.06 (d)
Net realized and unrealized gain (loss) on investments and futures transactions	(1.18)	.51	1.71	1.06	1.68	2.89 (d)
Total from investment						

operations	(1.12)	.63	1.85	1.14	1.74	2.95 (d)
Less distributions:						
From net investment income	-	(.12)	(.14)	(.08)	(.14)	(.04)
From realized capital gains	-	(.66)	(.50)	(.21)	(.06)	-
Total distributions	-	(.78)	(.64)	(.29)	(.20)	(.04)
Net asset value at end of period	\$ 12.04	\$ 13.16	\$ 13.31	\$ 12.10	\$ 11.25	\$ 9.71
Total return (%)*	(8.51)	4.71 (c)	15.31	10.11	17.92	43.44
Net assets at end of period (000)	\$291,183	\$310,168	\$252,844	\$174,199	\$121,169	\$71,423
Ratios to average net assets:**						
Expenses, including expenses of the Master Extended Market Index Series (%)	.50 (a), (b)	.50 (b), (c)	.50 (b)	.50 (b)	.50 (b)	.50
Expenses before reimbursements, including expenses of the Master Extended Market Index Series (%)	.85 (a), (b)	.79 (b)	.82 (b)	.76 (b)	.80 (b)	.96
Net investment income (%)	.93 (a)	.92	1.23	.84	.70	.74
Portfolio turnover (%)***	21	33	24	18	23	15

</TABLE>

* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return.

** For the six-month period ended June 30, 2008, average net assets were \$291,980,249.

*** Represents the portfolio turnover of the Master Extended Market Index Series.

(a) Annualized. The ratio is not necessarily indicative of 12 months of operations.

(b) Reflects operating expenses of the Fund before reductions of any expenses paid indirectly. The Fund's expenses paid indirectly decreased the expense ratios by less than 0.01%.

(c) For the year ended December 31, 2007, SAS voluntarily reimbursed the Fund for a portion of the transfer agency fees incurred. The reimbursement had no effect on the Fund's total return or ratio of expenses to average net assets.

(d) Calculated using average shares.

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS AND ACCOMPANYING FINANCIAL STATEMENTS OF THE SERIES ATTACHED.

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NOTES

to FINANCIAL Statements

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USAA MUTUAL FUNDS TRUST (the Trust), registered under the Investment Company Act of 1940 (the 1940 Act), as amended, is an open-end management investment company incorporated under the laws of Maryland consisting of 45 separate funds. The information presented in this semiannual report pertains only to the USAA Extended Market Index Fund (the Fund), which is classified as diversified under the 1940 Act. The Fund's primary investment objective is to match, before fees and expenses, the performance of the U.S. stocks not included in the S&P 500 Index as represented by the Dow Jones Wilshire 4500 Completion Index (Full Cap). The Dow Jones Wilshire 4500 Completion Index (Full Cap) measures the performance of all small- and mid-cap stocks included in the Dow Jones Wilshire 5000 Composite Index (Full Cap) less the stocks in the S&P 500 Index.

USAA Investment Management Company (the Manager), an affiliate of the Fund, attempts to achieve this objective by investing all of the Fund's investable assets in the Master Extended Market Index Series of the Quantitative Master Series LLC (the Series), which is a separate open-end investment management company advised by BlackRock Advisors, LLC (BlackRock), with a substantially similar investment objective. At

June 30, 2008, the Fund's investment was 95.35% of the Series.

The financial statements of the Series, including the Schedule of Investments, are contained elsewhere in this report and should be read in conjunction with the Fund's financial statements.

- A. VALUATION OF INVESTMENTS - The Fund records its investment in the Series at fair value, which reflects its proportionate interest in the net assets of the Series. Valuation of the securities held by the Series is discussed in Note 1A of the Series' financial statements included elsewhere in this report.
- B. INVESTMENT INCOME AND EXPENSES - The Fund records daily its pro rata share of the Series' income, expenses, and realized and

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N O T E S

to FINANCIAL Statements
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

unrealized gains and losses. In addition, the Fund accrues its own expenses.

- C. FEDERAL TAXES - The Fund's policy is to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its income to its shareholders. Therefore, no federal income tax provision is required.
- D. EXPENSES PAID INDIRECTLY - Through arrangements with banks utilized by the Fund for cash management purposes, realized credits, if any, generated from cash balances in the Fund's bank accounts are used to reduce the Fund's expenses. For the six-month period ended June 30, 2008, these bank credits reduced the Fund's expenses by \$352.
- E. INDEMNIFICATIONS - Under the Trust's organizational documents, its officers and trustees are indemnified against certain liabilities arising out of the performance of their duties to the Trust. In addition, in the normal course of business the Trust enters into contracts that contain a variety of representations and warranties that provide general indemnifications. The Trust's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust that have not yet occurred. However, the Trust expects the risk of loss to be remote.
- F. USE OF ESTIMATES - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that may affect the reported amounts in the financial statements.

(2) LINE OF CREDIT

The Fund participates in a joint, short-term, revolving, committed loan agreement of \$300 million with USAA Capital Corporation (CAPCO), an affiliate of the Manager. The purpose of the agreement is to meet

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N O T E S

to FINANCIAL Statements
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

temporary or emergency cash needs, including redemption requests that might otherwise require the untimely disposition of securities. Subject to availability, the Fund may borrow from CAPCO an amount up to 5% of the Fund's total assets at a rate per annum equal to the rate at which CAPCO obtains funding in the capital markets, with no markup.

The USAA funds that are party to the loan agreement are assessed facility fees by CAPCO based on the funds' assessed proportionate share

of CAPCO's operating expenses related to obtaining and maintaining CAPCO's funding programs in total (in no event to exceed 0.07% annually of the \$300 million loan agreement). The facility fees are allocated among the funds based on their respective average net assets for the period.

For the six-month period ended June 30, 2008, the Fund paid CAPCO facility fees of \$102, which represents 0.7% of the total fees paid to CAPCO by the USAA funds. The Fund had no borrowings under this agreement during the six-month period ended June 30, 2008.

(3) DISTRIBUTIONS

The tax basis of distributions and accumulated undistributed net investment income will be determined based upon the Fund's tax year-end of December 31, 2008, in accordance with applicable tax law.

Distributions of net investment income and the Fund's pro rata share of the Series' realized gains from security transactions not offset by capital losses are made annually in the succeeding fiscal year or as otherwise required to avoid the payment of federal taxes.

Effective January 1, 2007, the Fund adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). FIN 48 provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. FIN 48 requires the evaluation of tax positions taken or expected to be taken in the course of preparing

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NOTES

to FINANCIAL Statements
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

the Fund's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense in the current year. As of June 30, 2008, the Manager has reviewed all open tax years and concluded that the adoption of FIN 48 resulted in no impact to the Fund's net assets or results of operations. On an ongoing basis, the Manager will monitor its tax positions under FIN 48 to determine if adjustments to this conclusion are necessary.

(4) TRANSACTIONS WITH MANAGER

A. ADMINISTRATION AND SERVICING FEES - The Manager provides administration and shareholder servicing functions for the Fund. For such services, the Manager receives a fee accrued daily and paid monthly at an annualized rate of 0.38% of the Fund's average net assets for the fiscal year. For the six-month period ended June 30, 2008, the Fund incurred administration and servicing fees, paid or payable to the Manager, of \$551,748.

In addition to the services provided under its Administration and Servicing Agreement with the Fund, the Manager also provides certain legal and tax services for the benefit of the Fund. The Trust's Board of Trustees has approved the reimbursement of a portion of these expenses incurred by the Manager. For the six-month period ended June 30, 2008, the Fund reimbursed the Manager \$2,123 for these legal and tax services.

Out of the administration and servicing fees received from the Fund, the Manager pays BlackRock up to 0.10% for subadministration services provided on the Manager's behalf. For the six-month period ended June 30, 2008, the Manager incurred subadministration fees, paid or payable to BlackRock, of \$20,679.

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NOTES

to FINANCIAL Statements

(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

- B. EXPENSE LIMITATION - The Manager has voluntarily agreed to limit the annual expenses of the Fund to 0.50% of the Fund's annual average net assets, before reductions of any expenses paid indirectly, and will reimburse the Fund for all expenses in excess of that amount. This agreement may be modified or terminated at any time. For the six-month period ended June 30, 2008, the Fund incurred reimbursable expenses of \$510,253, of which \$70,028 was receivable from the Manager.
- C. TRANSFER AGENT'S FEES - USAA Transfer Agency Company, d/b/a USAA Shareholder Account Services (SAS), an affiliate of the Manager, provides transfer agency services to the Fund based on an annual charge of \$26 per shareholder account, plus out-of-pocket expenses. The Fund also pays SAS fees that are related to the administration and servicing of accounts that are traded on an omnibus basis. For the six-month period ended June 30, 2008, the Fund incurred transfer agent's fees, paid or payable to SAS, of \$437,412.
- D. UNDERWRITING AGREEMENT - The Manager provides exclusive underwriting and distribution of the Fund's shares on a continuing best-efforts basis. The Manager receives no commissions or fees for this service.
- E. MANAGEMENT AGREEMENT - The Manager serves as investment adviser to the Fund and is responsible for monitoring the services provided to the Series by BlackRock. While the Fund maintains its investment in the Series, the Manager receives no fee from the Fund for the monitoring service performed on its behalf.

(5) TRANSACTIONS WITH AFFILIATES

Certain trustees and officers of the Fund are also directors, officers, and/or employees of the Manager. None of the affiliated trustees or Fund officers received any compensation from the Fund.

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N O T E S

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to FINANCIAL Statements
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

(6) NEW ACCOUNTING PRONOUNCEMENTS

- A. SFAS NO. 159, "THE FAIR VALUE OPTION FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES" (SFAS 159) - In February 2007, FASB issued SFAS 159. In summary, SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Manager has evaluated SFAS 159 and has determined that there are no eligible instruments for which the Fund intends to avail itself of the fair value option.
- B. SFAS NO. 161, "DISCLOSURES ABOUT DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES - AN AMENDMENT OF FASB STATEMENT NO. 133" (SFAS 161) - In March 2008, FASB issued SFAS 161. In summary, SFAS 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Manager is in the process of evaluating the impact of SFAS 161 on the Fund's financial statement disclosures.

E X P E N S E

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EXAMPLE (unaudited)

USAA EXTENDED MARKET INDEX FUND
 JUNE 30, 2008

EXAMPLE

As a shareholder of the Fund, you incur two types of costs: direct costs, such as wire fees, redemption fees, and low balance fees; and indirect costs, including administration fees, transfer agency fees, expenses allocated to the Fund by the Master Extended Market Index Series, and other Fund operating expenses. This example is intended to help you understand your indirect costs, also referred to as "ongoing costs" (in dollars), of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire six-month period of January 1, 2008, through June 30, 2008.

ACTUAL EXPENSES

The first line of the table on the next page provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested at the beginning of the period, to estimate the expenses that you paid over the period. 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 in the first line under the heading "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

HYPOTHETICAL EXAMPLE FOR COMPARISON PURPOSES

The second line of the table provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may

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E X P E N S E

=====

EXAMPLE (unaudited)
 (continued)

USAA EXTENDED MARKET INDEX FUND
 JUNE 30, 2008

use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any direct costs, such as wire fees, redemption fees, or low balance fees. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these direct costs were included, your costs would have been higher.

<TABLE>
 <CAPTION>

	BEGINNING ACCOUNT VALUE JANUARY 1, 2008	ENDING ACCOUNT VALUE JUNE 30, 2008	EXPENSES PAID DURING PERIOD* JANUARY 1, 2008 - JUNE 30, 2008 -
<S>	<C>	<C>	<C>
Actual	\$1,000.00	\$ 914.90	\$2.38
Hypothetical (5% return before expenses)	1,000.00	1,022.38	2.51

*Expenses are equal to the Fund's annualized expense ratio of 0.50%, which includes expenses of the Master Extended Market Index Series, and is net of any reimbursements and expenses paid indirectly, multiplied by the average account value over the period, multiplied by 182 days/366 days (to reflect the one-half-year period). The Fund's ending account value on the first line in the table is based on its actual total return of (8.51)% for the six-month period of January 1, 2008, through June 30, 2008.

A D V I S O R Y

AGREEMENT

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

At a meeting of the Board of Trustees ("the Board") held on April 9, 2008, the Board, including the Trustees who are not "interested persons" of the Trust (the "Independent Trustees"), approved the continuance of the Management Agreement between the Trust and the Manager with respect to the Fund.

In advance of the meeting, the Trustees received and considered a variety of information relating to the Management Agreement and the Manager and were given the opportunity to ask questions and request additional information from management. The information provided to the Board included, among other things: (a) a separate report prepared by an independent third party, which provided a statistical analysis comparing the Fund's investment performance, expenses, and fees to comparable investment companies; (b) information concerning the services rendered to the Fund, as well as information regarding the Manager's revenues and costs of providing services to the Fund and compensation paid to affiliates of the Manager; and (c) information about the Manager's operations and personnel. Prior to voting, the Independent Trustees reviewed the proposed continuance of the Management Agreement with management and with experienced independent counsel and received materials from such counsel discussing the legal standards for their consideration of the proposed continuation of the Management Agreement with respect to the Fund. The Independent Trustees also reviewed the proposed continuation of the Management Agreement with respect to the Fund in private sessions with their counsel at which no representatives of management were present.

At each regularly scheduled meeting of the Board and its committees, the Board receives and reviews, among other things, information concerning the Fund's performance and services provided by the Manager. At the meeting at which renewal of the Management Agreement is considered, particular focus is given to information concerning Fund performance, comparability of fees and total expenses, and profitability. However, the Board noted that the evaluation process

A D V I S O R Y

AGREEMENT
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

with respect to the Manager is an ongoing one. In this regard, the Board's and its committees' consideration of the Management Agreement included certain information previously received at such meetings.

After full consideration of a variety of factors, the Board, including the Independent Trustees, voted to approve the Management Agreement. In approving the Management Agreement, the Trustees did not identify any single factor as controlling, and each Trustee attributed different weights to various factors. Throughout their deliberations, the Independent Trustees were represented and assisted by independent counsel.

The Trustees took into account the fact that the Fund operates in a master-feeder structure through which the Fund invests all of its investable assets in the Extended Market Index Series (the "Master Fund"), a separate registered investment company advised by BlackRock Advisors, LLC (the "Adviser").

NATURE, EXTENT, AND QUALITY OF SERVICES. In considering the nature, extent, and quality of the services provided by the Manager under the Management Agreement, the Board reviewed information provided by the Manager relating to its operations and personnel. The Board also took into account its familiarity with the Manager's management through Board meetings, discussions, and reports during the preceding year. The Board considered the services provided to the Fund by the Manager under the Management Agreement, as well as other services provided by the Manager and its affiliates under other agreements, and the personnel who provide these services. The Board noted that the Manager receives no investment advisory fee for serving as the investment adviser to the Fund so long as the Fund is operated in a master-feeder structure. In addition to the investment advisory services provided to the Fund, the Manager and its affiliates provide administrative services, stockholder services, oversight of fund accounting, marketing services, assistance in meeting legal and regulatory requirements, and other

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A D V I S O R Y

AGREEMENT
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

services necessary for the operation of the Fund and the Trust. The Board considered the level and depth of knowledge of the Manager, including the professional experience and qualifications of senior personnel, as well as current staffing levels. The Board discussed the Manager's effectiveness in monitoring the performance of the Adviser to the Master Fund. The Manager's role in coordinating the activities of the Fund's other service providers was also considered. The Board considered the Manager's financial condition and that it had the financial wherewithal to continue to provide the same scope and high quality of services under the Management Agreement. In reviewing the Management Agreement, the Board focused on the experience, resources, and strengths of the Manager and its affiliates in managing investment companies, including the Fund.

The Board also reviewed the compliance and administrative services provided to the Fund by the Manager, including oversight of the Master Fund's operations and of the Fund's day-to-day operations and oversight of Fund accounting. The Manager and its affiliates provide compliance and administrative services to the Fund. The Trustees, guided also by information obtained from their experiences as directors/trustees of the Fund and other investment companies managed by the Manager, also focused on the quality of the Manager's compliance and administrative staff.

EXPENSES AND PERFORMANCE. In connection with its consideration of the Management Agreement, the Board evaluated the Fund's advisory fees and total expense ratio as compared to other open-end investment companies deemed to be comparable to the Fund as determined by the independent third party in its report. The Fund's expenses were compared to a group of investment companies chosen by the independent third party to be comparable to the Fund based upon certain factors, including fund type, comparability of investment objectives and classifications, sales load type (in this case, investment companies with no sales loads

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A D V I S O R Y

AGREEMENT
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

or with front-end loads), asset size, and expense components (the "expense group"). Among other data, the Board noted that the Fund's management fee rate - which reflects the advisory fee paid by the Master Fund to the Adviser as well as administrative services provided to the Fund by the Manager and its affiliates and the effects of any reimbursements - was below the median of its expense group and its expense universe. The data indicated that the Fund's total expenses, after reimbursements, were below the median of its expense group and its expense universe. The Board noted that the Manager does not receive an advisory fee from the Fund for the services that it provides under

the Management Agreement. The Trustees took into account that the management fee and total expenses reflected both the expenses of the Fund as well as those of the Master Fund and that the Master Fund's advisory fee was below the median of the Fund's expense group. The Trustees also took into account the Manager's current undertakings to maintain expense limitations for the Fund. The Board also took into account the various services provided to the Fund by the Manager and its affiliates. The Trustees also noted the high level of correlation between the Fund and its corresponding index and the relatively low tracking error between the two, and noted that it reviews such information on a quarterly basis. The Trustees also noted management's discussion of the peer group of the Fund.

In considering the Fund's performance, the Board noted that it reviews at its regularly scheduled meetings detailed information about the Fund's and the Master Fund's performance results. The Trustees also reviewed various comparative data provided to them in connection with their consideration of the renewal of the Management Agreement, including, among other information, a comparison of the Fund's average annual total return with its Lipper index and with that of other mutual funds deemed to be in its peer group by the independent third party in its report (the "performance universe"). The Fund's performance universe consisted of the Fund and all retail and institutional open-end investment companies with the same classification/objective as the Fund regardless

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A D V I S O R Y

AGREEMENT
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

of asset size or primary channel of distribution. This comparison indicated that the Fund's performance was below the average of its performance universe and its Lipper index for the one-year period ended December 31, 2007, and exceeded the average of its performance universe and its Lipper index for the three- and five-year periods ended December 31, 2007. The Board also noted that the Fund's percentile performance ranking was in the bottom 50% of its performance universe for the one-year period ended December 31, 2007, and was in the top 50% of its performance universe for the three- and five-year periods ended December 31, 2007. The Board took into account management's discussion of the Fund's performance, including the Fund's high level of correlation between the Fund's performance and its corresponding index.

COMPENSATION AND PROFITABILITY. The Board noted that the Manager does not receive an advisory fee from the Fund under the Management Agreement. The information considered by the Board included operating profit margin information for the Manager's business as a whole. The Board also received and considered profitability information related to the revenues from the Fund. This consideration included a broad review of the methodology used in the allocation of certain costs to the Fund. The Trustees reviewed the profitability of the Manager's relationship with the Fund before tax expenses. In considering the profitability data with respect to the Fund, the Trustees noted that the Manager reimbursed the Fund for expenses. In reviewing the overall profitability of the Fund to the Manager, the Board also considered the fact that affiliates provide shareholder servicing and administrative services to the Fund for which they receive compensation. The Board also considered the possible direct and indirect benefits to the Manager from its relationship with the Trust, including that the Manager may derive reputational and other benefits from its association with the Fund.

ECONOMIES OF SCALE. With respect to the consideration of any economies of scale to be realized by the Fund, the Board took into account that the Manager does not receive any advisory fees under the Management

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A D V I S O R Y

AGREEMENT
(continued)

USAA EXTENDED MARKET INDEX FUND
JUNE 30, 2008 (UNAUDITED)

Agreement and that the management fee reflects the advisory fee paid at the Master Fund level to the Master Fund's Adviser. The Board determined that the current fee structure was reasonable. The Board also considered the effects of the Fund's growth and size on the Fund's performance and fees, noting that if the Fund's assets increase over time, the Fund may realize other economies of scale if assets increase proportionally more than some expenses.

CONCLUSIONS. The Board reached the following conclusions regarding the Fund's Management Agreement with the Manager, among others: (a) the Manager has demonstrated that it possesses the capability and resources to perform the duties required of it under the Management Agreement; (b) the Manager maintains an appropriate compliance program; (c) the performance of the Fund is reasonable in relation to the performance of funds with similar investment objectives and to relevant indices; (d) the Fund's advisory expenses are reasonable in relation to those of similar funds and to the services to be provided by the Manager; and (e) the Manager's level of profitability, if any, from its relationship with the Fund is reasonable. Based on its conclusions, the Board determined that continuation of the Management Agreement would be in the interests of the Fund and its shareholders.

Semiannual report of the
 MASTER EXTENDED MARKET INDEX SERIES
 in which the USAA EXTENDED MARKET INDEX FUND
 invests

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SCHEDULE

 of INVESTMENTS

MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES

HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
COMMON STOCKS		
AEROSPACE - 0.9%		
2,400	AeroVironment, Inc. (a)	\$ 65,232
200	Aerosonic Corp. (a)	616
2,400	Argon ST, Inc. (a)	59,520
1,000	Astronics Corp. (a)	13,910
5,100	Crane Co.	196,503
1,600	Cubic Corp.	35,648
3,433	DRS Technologies, Inc.	270,246
2,700	ESCO Technologies, Inc. (a)	126,684
2,200	EnPro Industries, Inc. (a)	82,148
3,000	Esterline Technologies Corp. (a)	147,780
12,500	Garmin Ltd. (b)	535,500
4,100	GenCorp, Inc. (a)	29,356
1,792	Heico Corp. Class A	47,631
2,700	KVH Industries, Inc. (a)	22,491
2,300	Kaman Corp. Class A	52,348
18,200	SAIC, Inc. (a)	378,742
5,900	SatCon Technology Corp. (a)	16,756
50	Spacehab, Inc. (a)	29
10,200	Spirit Aerosystems Holdings, Inc. Class A (a)	195,636
2,700	Teledyne Technologies, Inc. (a)	131,733
11,434	Trimble Navigation Ltd. (a)	408,194
3,800	Veeco Instruments, Inc. (a)	61,104

		2,877,807

AIR TRANSPORT - 0.4%		
2,500	AAR Corp. (a)	33,825
25,100	AMR Corp. (a), (c)	128,512
12,300	AirTran Holdings, Inc. (a), (b)	25,092
5,600	Aircastle Ltd. (b)	47,096
3,700	Alaska Air Group, Inc. (a)	56,758
2,300	Allegiant Travel Co. (a)	42,757
1,500	Atlas Air Worldwide Holdings, Inc. (a)	74,190
1,200	Aviation General, Inc. (a)	-
9,970	Continental Airlines, Inc. Class B (a)	100,797
25,400	Delta Air Lines, Inc. (a)	144,780
1,600	ExpressJet Holdings, Inc. (a)	880

700	Great Lakes Aviation Ltd.(a)	1,449
5,602	Hawaiian Holdings, Inc.(a)	38,934
18,175	JetBlue Airways Corp.(a),(b)	67,793
1,600	LMI Aerospace, Inc.(a)	28,112
1,400	MAIR Holdings, Inc.(a)	5,670
2,000	Mesa Air Group, Inc.(a)	1,020
20,300	Northwest Airlines Corp.(a)	135,198
1,900	PHL, Inc.(a)	76,323
3,100	Pinnacle Airlines Corp.(a)	9,796
1,900	Republic Airways Holdings, Inc.(a)	16,454
4,500	SkyWest, Inc.	56,925
2,500	TransDigm Group, Inc.(a)	83,975
12,930	UAL Corp.(b)	67,495
9,559	US Airways Group, Inc.(a)	23,898
200	Vanguard Airlines, Inc.(a)	-

1,267,729

APPAREL - 0.9%

6,425	Aeropostale, Inc.(a)	201,295
3,400	Ashworth, Inc.(a)	11,866
3,150	bebe Stores, Inc.	30,272
2,700	Brown Shoe Co., Inc.	36,585
1,550	The Buckle, Inc.	70,882
2,300	Cache, Inc.(a)	24,610
3,900	Carter's, Inc.(a)	53,898
1,400	Cherokee, Inc.	28,210
1,600	Citi Trends, Inc.(a)	36,256
1,500	Columbia Sportswear Co.	55,125
8,600	Crocs, Inc.(a),(b)	68,886
1,300	Deckers Outdoor Corp.(a)	180,960
900	Dixie Group, Inc.(a)	5,922
900	Escalade, Inc.	4,869
600	Finlay Enterprises, Inc.(a)	258
5,017	Fossil, Inc.(a)	145,844
1,200	G-III Apparel Group, Ltd.(a)	14,808
3,100	GSI Commerce, Inc.(a)	42,253
5,800	Guess?, Inc.	217,210
2,100	Hartmarx Corp.(a)	4,557
3,700	Heelys, Inc.(a)	15,022
5,981	Iconix Brand Group, Inc.(a)	72,250

</TABLE>

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		
HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
5,200	J. Crew Group, Inc.(a)	\$ 171,652
2,300	Joe's Jeans, Inc.(a)	2,553
1,956	Jos. A. Bank Clothiers, Inc.(a),(b)	52,323
3,200	K-Swiss, Inc. Class A	47,040
2,200	Kenneth Cole Productions, Inc. Class A	27,940
500	Lacrosse Footwear, Inc.	7,315
1,600	Maidenform Brands, Inc.(a)	21,600
1,200	Mothers Work, Inc.(a)	12,084
2,600	New York & Co.(a)	23,738
1,600	Oxford Industries, Inc.	30,640
2,000	Perry Ellis International, Inc.(a)	42,440
5,000	Phillips-Van Heusen Corp.	183,100
1,000	Phoenix Footwear Group, Inc.(a)	1,530
12,500	Quiksilver, Inc.(a)	122,750
1,000	Rocky Brands, Inc.(a)	4,830
2,700	Skechers U.S.A., Inc. Class A(a)	53,352
2,400	Stage Stores, Inc.	28,008
2,500	Steven Madden Ltd.(a)	45,950
1,500	Superior Uniform Group, Inc.	12,990
200	Tandy Brands Accessories, Inc.	1,102
3,200	Timberland Co. Class A(a)	52,320
2,200	True Religion Apparel, Inc.(a),(b)	58,630

4,000	Under Armour, Inc. Class A(a),(b)	102,560
3,200	Unifi, Inc.(a)	8,064
2,200	Volcom, Inc.(a)	52,646
4,400	The Warnaco Group, Inc.(a)	193,908
300	Weyco Group, Inc.	7,959
3,800	Wolverine World Wide, Inc.	101,346
300	Xerium Technologies, Inc.	1,188

		2,793,396

BANKS - 3.1%

200	Ameriana Bancorp	1,692
1,200	American Bancorp of New Jersey	12,348
400	American National Bankshares, Inc.	7,276
2,200	AmericanWest Bancorp	4,994
720	Ameris Bancorp	6,264
700	Ames National Corp.	11,606
470	Arrow Financial Corp.	8,521
11,559	Associated Banc-Corp.	222,973
631	BCSB Bancorp, Inc.(a)	6,751
1,000	Bancfirst Corp.	42,800
1,300	Bancorp of New Jersey, Inc.(a)	20,150
2,500	The Bancorp, Inc.(a)	19,050
8,000	BancorpSouth, Inc.	139,920
5,900	Bank Mutual Corp.	59,236
781	Bank of Granite Corp.	5,553
4,700	Bank of Hawaii Corp.	224,660
12,400	BankAtlantic Bancorp, Inc. Class A	21,824
1,000	BankFinancial Corp.	13,010
200	Bar Harbor Bankshares	5,560
3,700	Beneficial Mutual Bancorp, Inc.(a)	40,959
300	Berkshire Bancorp, Inc.	3,996
4,700	Boston Private Financial Holdings, Inc.	26,649
1,200	Bridge Bancorp, Inc.	25,320
4,899	Brookline Bancorp, Inc.	46,785
500	Bryn Mawr Bank Corp.	8,750
2,600	CFS Bancorp, Inc.	30,654
700	Camden National Corp.	16,296
1,100	Capital Bank Corp.	9,724
625	Capital City Bank Group, Inc.(b)	13,600
420	Capitol Bancorp Ltd.	3,767
2,140	Capitol Federal Financial	80,485
4,800	Cardinal Financial Corp.	30,048
210	Carrollton Bancorp	2,468
2,975	Cascade Bancorp(b)	22,818
2,988	Center Bancorp, Inc.	26,145
900	Center Financial Corp.	7,623
1,300	Century Bancorp, Inc. Class A	23,075
2,713	Chemical Financial Corp.	55,345
612	Citizens & Northern Corp.	10,104
8,985	Citizens Banking Corp.	25,338
2,428	Citizens South Banking Corp.	18,331
1,800	City Holding Co.	73,386
3,900	City National Corp.	164,073
2,050	CityBank	17,630
980	Clifton Savings Bancorp, Inc.	9,545
1,250	CoBiz Financial, Inc.	8,225
20,546	The Colonial BancGroup, Inc.(b)	90,813
500	Colony Bankcorp, Inc.	5,550

</TABLE>

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
2,030	Columbia Banking System, Inc.	\$ 39,240
100	Comm Bancorp, Inc.	4,400
5,695	Commerce Bancshares, Inc.	225,864
2,100	Community Bancorp(a)	10,521
3,300	Community Bank System, Inc.	68,046
1,580	Community Trust Bancorp, Inc.	41,491

5,800	Corus Bankshares, Inc.(b)	24,128
5,340	Cullen/Frost Bankers, Inc.	266,199
677	Doral Financial Corp.(a)	9,167
2,500	ESSA Bancorp, Inc.	31,300
7,190	East-West Bancorp, Inc.	50,761
2,100	Encore Bancshares, Inc.(a)	32,865
1,400	EuroBancshares, Inc.(a)	5,026
8,989	F.N.B. Corp.	105,897
300	FNB United Corp.	2,310
300	Farmers Capital Bank Corp.	5,286
2,000	Financial Institutions, Inc.	32,120
8,600	First BanCorp., Puerto Rico	54,524
600	First Bancorp, North Carolina	7,584
2,850	First Busey Corp.(b)	37,677
3,400	First Cash Financial Services, Inc.(a)	50,966
1,000	First Citizens Banc Corp	11,320
590	First Citizens BancShares, Inc. Class A	82,299
7,300	First Commonwealth Financial Corp.	68,109
1,200	First Community Bancshares, Inc.	33,840
1,200	First Federal Bancshares of Arkansas, Inc.	10,380
4,710	First Financial Bancorp	43,332
1,866	First Financial Bankshares, Inc.	85,481
358	First Financial Service Corp.	6,465
600	First M&F Corp.	7,530
2,115	First Merchants Corp.	38,387
5,075	First Midwest Bancorp, Inc.	94,649
10,789	First Niagara Financial Group, Inc.	138,747
600	First Regional Bancorp(a)	3,366
600	First South Bancorp, Inc.	7,728
3,300	First State Bancorp.	18,150
400	The First of Long Island Corp.	7,840
7,300	FirstMerit Corp.	119,063
1,800	Fox Chase Bancorp, Inc.(a)	18,468
4,300	Franklin Bank Corp.(a),(b)	2,623
5,400	Frontier Financial Corp.(b)	46,008
17,711	Fulton Financial Corp.	177,996
661	German American Bancorp, Inc.	7,674
600	Great Southern Bancorp, Inc.	4,872
467	Greater Community Bancorp	7,528
1,800	Greene County Bancshares, Inc.	25,236
2,600	Guaranty Bancorp(a)	9,360
2,833	Guaranty Financial Group, Inc.(a)	15,213
2,900	Hancock Holding Co.	113,941
5,856	Hanmi Financial Corp.	30,510
1,698	Harleysville National Corp.	18,950
250	Hawthorn Bancshares, Inc.	6,318
1,900	Heritage Commerce Corp.	18,810
200	Home Bancshares, Inc.	4,496
625	Horizon Financial Corp.	3,900
300	Imperial Capital Bancorp, Inc.	1,719
1,900	Independent Bank Corp./MA	45,296
1,200	Indiana Community Bancorp	19,680
2,200	Integra Bank Corp.	17,226
2,175	Internet Capital Group, Inc.(a)	16,813
2,100	Intervest Bancshares Corp.	10,752
6,000	Irwin Financial Corp.	16,140
2,500	Jefferson Bancshares, Inc.	22,950
2,300	Kearny Financial Corp.	25,300
2,500	Lakeland Bancorp, Inc.	30,450
1,700	Lakeland Financial Corp.	32,436
1,900	Legacy Bancorp, Inc./MA	21,907
250	MASSBANK Corp.	9,895
787	Macatawa Bank Corp.	6,296
2,301	MainSource Financial Group, Inc.	35,666
1,300	Malvern Federal Bancorp, Inc.(a)	14,079
2,170	Mercantile Bank Corp.	15,581
350	Merchants Bancshares, Inc.	7,858
8,100	Metavante Technologies, Inc.(a)	183,222
1,000	Midwest Banc Holdings, Inc.	4,870
3,460	NBT Bancorp, Inc.	71,311
3,100	Nara Bancorp, Inc.	33,263
8,227	National Penn Bancshares, Inc.	109,255
8,200	NewAlliance Bancshares, Inc.	102,336

</TABLE>

SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES

<TABLE>
<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
2,004	Newbridge Bancorp	\$ 13,828
2,200	North Valley Bancorp	14,322
300	Northern States Financial Corp.	5,250
700	Northfield Bancorp, Inc.(a)	7,525
157	Norwood Financial Corp.	4,553
2,000	OceanFirst Financial Corp.	36,100
875	Ohio Valley Banc Corp.	21,875
6,932	Old National Bancorp	98,850
1,686	Old Second Bancorp, Inc.	19,591
2,794	Oriental Financial Group	39,842
1,660	PFF Bancorp, Inc.	1,793
1,000	Pamrapo Bancorp, Inc.	15,480
830	Park National Corp.(b)	44,737
300	Parkvale Financial Corp.	6,999
563	Peapack-Gladstone Financial Corp.	12,369
800	Penns Woods Bancorp, Inc.	24,104
400	Pennsylvania Commerce Bancorp, Inc.(a)	9,620
16,917	People's United Financial, Inc.	263,905
363	Peoples Bancorp of North Carolina, Inc.	3,953
595	Peoples Bancorp, Inc.	11,293
1,200	Peoples Financial Corp.	24,480
880	Pinnacle Financial Partners, Inc.(a)	17,679
25,939	Popular, Inc.(b)	170,938
2,000	Porter Bancorp, Inc.	30,020
1,850	Preferred Bank	9,583
3,200	PrivateBancorp, Inc.(b)	97,216
4,600	Prosperity Bancshares, Inc.	122,958
4,056	Provident Bankshares Corp.	25,877
4,803	Provident New York Bancorp	53,121
2,700	Prudential Bancorp, Inc. of Pennsylvania	31,023
1,348	Republic Bancorp, Inc. Class A	33,161
3,146	Republic First Bancorp, Inc.(a)	22,840
1,300	Rockville Financial, Inc.	16,328
785	Royal Bancshares of Pennsylvania Class A	7,387
2,600	S&T Bancorp, Inc.	75,556
6,000	S1 Corp.(a)	45,420
100	SCBT Financial Corp.	2,856
3,175	SVB Financial Group(a)	152,749
210	SY Bancorp, Inc.	4,486
2,050	Sandy Spring Bancorp, Inc.	33,989
188	Savannah Bancorp, Inc.	2,444
3,370	Seacoast Banking Corp. of Florida(b)	26,151
450	Shore Bancshares, Inc.	8,424
3,100	Signature Bank(a)	79,856
1,500	Simmons First National Corp. Class A	41,955
8,655	The South Financial Group, Inc.(b)	33,928
1,652	Southside Bancshares, Inc.	30,463
2,500	Southwest Bancorp, Inc.	28,750
132	Southwest Georgia Financial Corp.	2,330
725	State Bancorp, Inc.	9,063
925	StellarOne Corp.	13,505
2,605	Sterling Bancorp	31,130
8,025	Sterling Bancshares, Inc.	72,947
1,200	Suffolk Bancorp	35,256
500	Summit Financial Group, Inc.(b)	6,250
1,309	Sun Bancorp, Inc.(a)	13,286
250	Superior Bancorp(a)	2,123
8,900	Susquehanna Bancshares, Inc.	121,841
26,300	Synovus Financial Corp.(b)	229,599
11,990	TCF Financial Corp.	144,240
10,000	TFS Financial Corp.	115,900
400	Temecual Valley Bancorp, Inc.	2,396
3,300	Texas Capital Bancshares, Inc.(a)	52,800
632	Tompkins Trustco, Inc.	23,510
600	Towne Bank	9,036
900	Trico Bancshares	9,855
8,260	TrustCo Bank Corp. NY(b)	61,289
5,300	Trustmark Corp.	93,545
12,850	UCBH Holdings, Inc.(b)	28,913
3,120	UMB Financial Corp.	159,962
6,536	Umpqua Holdings Corp.(b)	79,282
750	Union Bankshares Corp.	11,168
5,300	UnionBanCal Corp.	214,226
336	United Bancorp, Inc.	3,108
4,500	United Bankshares, Inc.	103,275

SCHEDULE

of INVESTMENTS
 (continued)

MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
1,600	United Western Bancorp, Inc.	\$ 20,096
100	Univest Corp. of Pennsylvania	1,986
12,742	Valley National Bancorp(b)	200,941
2,625	Vineyard National Bancorp(b)	9,923
3,080	Virginia Commerce Bancorp(a)	15,985
900	WSFS Financial Corp.	40,140
800	Washington Trust Bancorp, Inc.	15,760
2,789	WesBanco, Inc.	47,831
2,200	West Coast Bancorp	19,074
2,800	Westamerica Bancorp.	147,252
1,300	Western Alliance Bancorp(a), (b)	10,088
6,725	Whitney Holding Corp.	123,068
6,600	Wilmington Trust Corp.	174,504
2,300	Wilshire Bancorp, Inc.	19,711
2,650	Wintrust Financial Corp.	63,203

		9,431,096

BUSINESS MACHINES - 1.1%		
32,590	3Com Corp.(a)	69,091
2,200	3D Systems Corp.(a), (b)	20,900
3,700	ActivIdentity Corp.(a)	10,101
15,800	Adaptec, Inc.(a)	50,560
1,900	American Railcar Industries, Inc.	31,882
4,300	American Software Class A	24,252
1,400	Analogic Corp.	88,298
2,800	Arbitron, Inc.	133,000
3,500	Avocent Corp.(a)	65,100
1,300	Black Box Corp.	35,347
5,300	Borland Software Corp.(a)	7,208
600	California First National Bancorp	5,760
1,750	Charles & Colvard Ltd.(a), (b)	1,960
700	Communication Intelligence Corp.(a)	141
3,900	Concurrent Computer Corp.(a)	2,652
9,200	Convera Corp.(a)	13,064
2,475	Cray, Inc.(a)	11,484
5,500	Diebold, Inc.	195,690
900	Digi International, Inc.(a)	7,065
3,600	Digital Lightwave, Inc.(a)	288
4,100	Emageon, Inc.(a)	8,815
4,551	Fair Isaac Corp.	94,524
4,500	Flow International Corp.(a)	35,100
12,400	Foundry Networks, Inc.(a)	146,568
2,400	Hanger Orthopedic Group, Inc.(a)	39,576
3,100	Hypercom Corp.(a)	13,640
7,200	IKON Office Solutions, Inc.	81,216
3,600	Immersion Corp.(a)	24,516
16,770	Integrated Device Technology, Inc.(a)	166,694
2,200	InterVoice, Inc.(a)	12,540
1,700	iRobot Corp.(a), (b)	23,358
6,000	LTX Corp.(a)	13,200
2,100	Lantronix, Inc.(a)	1,386
3,200	MIPS Technologies, Inc.(a)	12,000
8,200	Micros Systems, Inc.(a)	250,018
6,200	Napster, Inc.(a)	8,804
7,500	Network Engines, Inc.(a)	8,775
3,800	Omnnicell, Inc.(a)	50,084
1,000	PAR Technology Corp.(a)	7,470
9,826	Palm, Inc.(b)	52,962
3,585	Premiere Global Services, Inc.(a)	52,269
3,600	Rackable Systems, Inc.(a)	48,240
1,600	Rimage Corp.(a)	19,824
9,543	Salesforce.com, Inc.(a)	651,119
2,700	ScanSource, Inc.(a)	72,252

2,900	Sigma Designs, Inc. (a), (b)	40,281
3,315	Soapstone Networks, Inc. (a)	12,696
445	SumTotal Systems, Inc. (a)	2,083
7,555	Sybase, Inc. (a)	222,268
5,200	Tech Data Corp. (a)	176,228
940	Transact Technologies, Inc. (a)	7,783
6,800	VeriFone Holdings, Inc. (a), (b)	81,260
3,100	White Electronic Designs Corp. (a)	14,229

3,225,621

BUSINESS SERVICES - 10.0%

1,000	4Kids Entertainment, Inc. (a)	7,410
3,100	ABM Industries, Inc. (c)	68,975
3,300	ACI Worldwide, Inc. (a)	58,047
3,400	AMICAS, Inc. (a)	9,656
2,420	AMN Healthcare Services, Inc. (a)	40,946
11,100	Aastrom Biosciences, Inc. (a), (b)	4,107

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES

HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
58,700	Accenture Ltd. Class A	\$ 2,390,264
3,700	Actuate Corp. (a)	14,467
40	Adept Technology, Inc. (a)	390
1,800	Administaff, Inc.	50,202
2,000	Advent Software, Inc. (a)	72,160
1,900	The Advisory Board Co. (a)	74,727
6,960	Affymetrix, Inc. (a)	71,618
3,400	Alfacell Corp. (a), (b)	1,496
7,500	Alliance Data Systems Corp. (a)	424,125
1,000	The Allied Defense Group, Inc. (a)	5,580
3,100	Allied Healthcare International, Inc. (a)	6,169
2,900	Alnylam Pharmaceuticals, Inc. (a), (b)	77,517
1,800	Ambassadors International, Inc. (a), (b)	7,884
2,360	American Ecology Corp.	69,690
48	American Independence Corp. (a)	307
1,500	American Public Education, Inc. (a)	58,560
2,300	American Reprographics Co. (a)	38,295
3,900	American Superconductor Corp. (a), (b)	139,815
200	Analysts International Corp. (a)	274
700	Angelica Corp.	14,889
2,100	Ansoft Corp. (a)	76,440
7,000	Ansys, Inc. (a)	329,840
4,700	Arbinet-Thexchange, Inc.	18,283
200	ArcSight, Inc. (a)	1,760
8,554	Ariba, Inc. (a)	125,829
7,271	Art Technology Group, Inc. (a)	23,267
2,300	athenahealth, Inc. (a), (b)	70,748
2,000	Authentidate Holding Corp. (a)	780
1,150	BSQUARE Corp. (a)	5,555
1,700	Bankrate, Inc. (a), (b)	66,419
102	Baran Group Ltd.	1,479
600	Barrett Business Services, Inc.	7,098
14,000	BearingPoint, Inc. (a)	11,340
4,748	Blackbaud, Inc.	101,607
2,900	Blackboard, Inc. (a)	110,867
3,940	Blue Coat Systems, Inc. (a)	55,593
400	Bottomline Technologies, Inc. (a)	3,892
2,100	Bowne & Co., Inc.	26,775
4,000	The Brink's Co.	261,680
37,657	Brocade Communications Systems, Inc. (a)	310,294
4,200	Brookdale Senior Living, Inc.	85,512
3,100	CACI International, Inc. Class A (a)	141,887
7,245	CBIZ, Inc. (a)	57,598
1,200	CDI Corp.	30,528
1,400	COMSYS IT Partners, Inc. (a)	12,768
1,400	CRA International, Inc. (a)	50,610
3,965	CSG Systems International, Inc. (a)	43,694

1,900	Callidus Software Inc.(a)	9,500
46	Callwave, Inc.(a)	120
1,600	Capella Education Co.(a)	95,440
8,668	Career Education Corp.(a)	126,639
3,500	Casella Waste Systems, Inc.(a)	42,665
1,000	Catapult Communications Corp.(a)	7,120
2,800	Cbeyond Communications, Inc.(a)	44,856
5,750	Cell Genesys, Inc.(a),(b)	14,950
6,200	Cerner Corp.(a)	280,116
2,500	Chemed Corp.	91,525
850	Chindex International Inc.(a)	12,470
5,733	ChoicePoint, Inc.(a)	276,331
1,720	Chordiant Software, Inc.(a)	8,600
3,800	Ciber, Inc.(a)	23,598
1	Cicero, Inc.(a)	-
2,000	Clean Harbors, Inc.(a)	142,120
4,000	Clear Channel Outdoor Holdings, Inc. Class A(a)	71,320
7,200	Clearwire Corp. Class A(a)	93,312
2,100	CoStar Group, Inc.(a)	93,345
4,600	Cogent Communications Group, Inc.(a)	61,640
4,200	Cogent, Inc.(a)	47,754
1,700	Collectors Universe, Inc.	13,787
2,100	ComScore, Inc.(a)	45,822
3,600	CommVault Systems, Inc.(a)	59,904
800	Computer Programs & Systems, Inc.	13,864
4,400	Concur Technologies, Inc.(a)	146,212
2,400	Constant Contact, Inc.(a)	45,240
6,350	Copart, Inc.(a)	271,907
8,235	Corinthian Colleges, Inc.(a)	95,608

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
2,000	Cornell Cos., Inc.(a)	\$ 48,220
3,400	Corporate Executive Board Co.	142,970
337	Courier Corp.	6,767
281	Credit Acceptance Corp.(a)	7,182
3,600	Cross Country Healthcare, Inc.(a)	51,876
8,400	CuraGen Corp.(a)	8,064
6,850	CyberSource Corp.(a)	114,601
1,840	DG FastChannel, Inc.(a)	31,740
4,200	DST Systems, Inc.(a)	231,210
5,300	DeVry, Inc.	284,186
1,800	Delrek, Inc.(a)	13,644
100	Deltathree, Inc. Class A(a)	13
3,500	Deluxe Corp.	62,370
3,000	DemandTec, Inc.(a)	22,530
3,100	Dice Holdings, Inc.(a)	25,606
3,600	Digimarc Corp.(a)	50,976
3,600	Digital River, Inc.(a)	138,888
26,734	Discovery Holding Co.(a)	587,079
3,200	DivX, Inc.(a)	23,488
1,800	Dollar Financial Corp.(a)	27,198
4,100	Dot Hill Systems Corp.(a)	10,373
2,700	Double-Take Software, Inc.(a)	37,098
5,000	Dun & Bradstreet Corp.	438,200
8,000	Dyax Corp.(a)	24,800
500	ENGlobal Corp.(a)	7,120
2,700	EPIQ Systems, Inc.(a)	38,340
1	EVCI Career Colleges Holding Corp.(a)	-
11,300	EarthLink, Inc.(a)	97,745
3,800	Echelon Corp.(a),(b)	41,420
5,100	Eclipsys Corp.(a)	93,636
600	Ediets.Com, Inc.(a),(b)	2,406
20	Egain Communications Corp.(a)	14
200	Electro Rent Corp.	2,508
40	eLoyalty Corp.(a)	198
3,400	EnergySolutions, Inc.	75,990
6,030	Enliven Marketing Technologies Corp.(a)	5,065

2,300	Ennis, Inc.	35,995
4,200	Entrust, Inc.(a)	12,348
4,500	Epicor Software Corp.(a)	31,095
4,575	eResearch Technology, Inc.(a)	79,788
4,845	Euronet Worldwide, Inc.(a)	81,881
2	Evolve Software, Inc.(a)	-
3,200	Evolving Systems, Inc.(a)	7,232
9,700	Exelixis, Inc.(a)	48,500
2,300	ExlService Holdings, Inc.(a)	32,269
1,700	Exponent, Inc.(a)	53,397
7,800	F5 Networks, Inc.(a)	221,676
2,500	FTD Group, Inc.	33,325
4,950	FTI Consulting, Inc.(a)	338,877
4,450	Factset Research Systems, Inc.	250,802
5,800	FalconStor Software, Inc.(a)	41,064
1,300	First Advantage Corp. Class A(a)	20,605
308	Five Star Quality Care, Inc.(a)	1,457
1,300	Forrester Research, Inc.(a)	40,144
3,300	Franklin Covey Co.(a)	28,644
2,000	Fuel Tech, Inc.(a),(b)	35,240
1,800	G&K Services, Inc. Class A	54,828
3,400	GP Strategies Corp.(a)	34,170
1,103	GSE Systems, Inc.(a)	9,828
1,700	GTSI Corp.(a)	12,869
2,460	Gaiam, Inc.(a)	33,235
5,800	Genpact Ltd.(a)	86,536
3,200	Gentiva Health Services, Inc.(a)	60,960
5,200	The Geo Group, Inc.(a)	117,000
2,700	Gevity HR, Inc.	14,526
100	Gliatech, Inc.(a)	-
4,400	Global Cash Access, Inc.(a)	30,184
6,820	Global Payments, Inc.	317,812
3,600	Greenfield Online, Inc.(a)	53,712
3,000	Guidance Software, Inc.(a)	28,650
3,900	Gulfport Energy Corp.(a)	64,233
15,492	HLTH Corp.(a)	175,369
2,600	The Hackett Group, Inc.(a)	14,924
7,200	Hansen Natural Corp.(a),(b)	207,504
3,900	Harris Interactive, Inc.(a)	7,839
3,300	Harris Stratex Networks, Inc. Class A(a)	31,317
4,300	Harte-Hanks, Inc.	49,235
1,900	Heidrick & Struggles International, Inc.	52,516

</TABLE>

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
8,920	Hewitt Associates, Inc. Class A(a)	\$ 341,904
1,900	HireRight, Inc.(a)	32,490
1,800	Hudson Highland Group, Inc.(a)	18,846
2,000	Huron Consulting Group, Inc.(a)	90,680
2,600	i2 Technologies, Inc.(a)	32,318
2,800	I-many, Inc.(a)	2,800
1,800	ICF International, Inc.(a)	29,916
800	ICT Group, Inc.(a)	6,560
4,500	IHS, Inc. Class A(a)	313,200
3,710	ITT Educational Services, Inc.(a)	306,557
4,700	Idenix Pharmaceuticals, Inc.(a)	34,169
6,200	iGate Corp.(a)	50,406
1,800	Imergent, Inc.(b)	21,312
3,900	InFocus Corp.(a)	5,850
1,000	Infinity Pharmaceuticals, Inc.(a)	7,840
3,200	infoGROUP, Inc.	14,048
2,340	InfoSpace, Inc.	19,492
9,000	Informatica Corp.(a)	135,360
4,600	Innerworkings, Inc.(a),(b)	55,016
1,193	Innovative Solutions & Support, Inc.(a),(b)	7,695
83	InsWeb Corp.(a)	769
1,300	Insteel Industries, Inc.	23,803
366	Insure.com, Inc.(a)	1,193

1,340	Integral Systems, Inc.	51,858
3,600	Interactive Data Corp.	90,468
2,100	Interactive Intelligence, Inc.(a)	24,444
4,200	Intermec, Inc.(a)	88,536
2,510	Internap Network Services Corp.(a)	11,747
1,000	Intersections, Inc.(a)	10,930
4,800	Interwoven, Inc.(a)	57,648
2,200	Intevac, Inc.(a)	24,816
3,480	inVentiv Health, Inc.(a)	96,709
8,600	Invitrogen Corp.(a)	337,636
3,600	Ipass, Inc.(a)	7,452
16,775	Iron Mountain, Inc.(a)	445,376
2,300	JDA Software Group, Inc.(a)	41,630
7,800	Jack Henry & Associates, Inc.	168,792
1,900	Jupitermedia Corp.(a)	2,660
3,800	Kelly Services, Inc. Class A	73,454
1,800	Kenexa Corp.(a)	33,912
1,500	Keryx Biopharmaceuticals, Inc.(a)	728
3,000	Keynote Systems, Inc.(a)	38,640
3,970	Kforce, Inc.(a)	33,705
5,881	Kinder Morgan Management LLC(a)	316,692
1,700	Kintera, Inc.(a)	1,887
3,300	Knology, Inc.(a)	36,267
3,000	Korn/Ferry International(a)	47,190
4,400	Kratos Defense & Security Solutions, Inc.(a)	8,624
5,551	L-1 Identity Solutions, Inc.(a)	73,939
3,500	LECG Corp.(a)	30,590
6,407	Lamar Advertising Co. Class A(a),(b)	230,844
12,900	Lawson Software, Inc.(a)	93,783
2,000	Layne Christensen Co.(a)	87,580
2,000	Learning Tree International, Inc.(a)	34,200
1,500	Lincoln Educational Services Corp.(a)	17,445
2,700	Lionbridge Technologies, Inc.(a)	6,966
5,600	LivePerson, Inc.(a)	15,736
3,000	LoJack Corp.(a)	23,880
500	Local.com Corp.(a)	1,860
1,342	LookSmart, Ltd.(a)	5,395
3,900	Luminex Corp.(a)	80,145
2,000	MAXIMUS, Inc.	69,640
4,400	MIVA, Inc.(a)	4,664
6,300	MPS Group, Inc.(a)	66,969
1,900	MSC.Software Corp.(a)	20,862
1,400	MWI Veterinary Supply, Inc.(a)	46,354
4,600	Macquarie Infrastructure Co. LLC	116,334
7,999	Macrovision Solutions Corp.(a)	119,665
4,440	Magma Design Automation, Inc.(a)	26,951
3,900	Management Network Group, Inc.(a)	5,616
2,700	Manhattan Associates, Inc.(a)	64,071
7,616	Manpower, Inc.	443,556
1,995	Mantech International Corp. Class A(a)	95,999
3,200	Marchex, Inc. Class B(b)	39,424
1,200	MarketAxess Holdings, Inc.(a)	9,072
2,800	Marlin Business Services, Inc.(a)	19,404
4,900	Maxygen, Inc.(a)	16,611

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
15,377	McAfee, Inc.(a)	\$ 523,279
512	Mechanical Technology, Inc.(a)	640
1,800	Medical Staffing Network Holdings, Inc.(a)	6,948
6,800	Mentor Graphics Corp.(a)	107,440
3,500	Merge Healthcare, Inc.	4,060
925	Metro One Telecommunications, Inc.(a)	509
400	Michael Baker Corp.(a)	8,752
990	MicroStrategy, Inc. Class A(a)	64,103
7,600	Microvision, Inc.(a),(b)	20,900
5,966	Mindspeed Technologies, Inc.(a)	5,133
1,100	Monotype Imaging Holdings, Inc.(a)	13,398

1,800	Morningstar, Inc. (a)	129,654
9,200	NAVTEQ Corp. (a)	708,400
15,974	NCR Corp. (a)	402,545
3,200	NIC, Inc.	21,856
2,800	NMS Communications Corp. (a)	3,108
1,900	NMT Medical, Inc. (a)	8,873
800	NVE Corp. (a), (b)	25,272
5,800	National Instruments Corp.	164,546
240	Natural Health Trends Corp. (a)	242
2,400	Nautilus, Inc.	12,192
313	NaviSite, Inc. (a)	1,189
4,800	Navigant Consulting, Inc. (a)	93,888
4,620	NetFlix, Inc. (a), (b)	120,443
1,600	NetScout Systems, Inc. (a)	17,088
20	NetSol Technologies, Inc. (a)	52
800	NetSuite, Inc. (a)	16,376
7,600	NeuStar, Inc. Class A(a)	163,856
200	New Century Equity Holdings Corp. (a)	34
5,400	New Frontier Media, Inc.	21,114
2,231	New Motion, Inc.	9,281
4,100	NexCen Brands, Inc. (a)	2,296
2,700	Nighthawk Radiology Holdings, Inc. (a)	19,116
1,900	Nutri/System, Inc. (b)	26,866
1,800	ORBCOMM, Inc. (a)	10,260
3,200	Odyssey Marine Exploration, Inc. (a)	12,704
6,076	Omniture, Inc. (a)	112,831
2,500	On Assignment, Inc. (a)	20,050
16,300	On2 Technologies, Inc. (a), (b)	9,943
1,900	Online Resources Corp. (a)	15,865
60	Onvia, Inc. (a)	311
13,000	OpenTV Corp. (a)	17,030
6,061	Openwave Systems, Inc. (a)	9,031
1,200	Opnet Technologies, Inc. (a)	10,800
4,400	Orbital Sciences Corp. (a)	103,664
1,745	Orchid Cellmark, Inc. (a)	4,537
800	Overland Storage, Inc. (a)	936
2,100	PC Mall, Inc. (a)	28,476
1,200	PC-Tel, Inc.	11,508
900	PDI, Inc. (a)	7,839
4,500	PHH Corp. (a)	69,075
4,591	PLATO Learning, Inc. (a)	12,166
570	PRG-Schultz International, Inc. (a)	5,364
700	PROS Holdings, Inc. (a)	7,861
2,900	Pacific Ethanol, Inc. (a), (b)	5,220
11,200	Parametric Technology Corp. (a)	186,704
500	Pegasystems, Inc.	6,730
1,600	People Support, Inc. (a)	13,600
3,200	Perficient, Inc. (a)	30,912
7,500	Perot Systems Corp. Class A(a)	112,575
26	Pfsweb, Inc. (a)	118
2,150	PharmaNet Development Group, Inc. (a)	33,906
3,500	Phase Forward, Inc. (a)	62,895
3,200	Phoenix Technologies Ltd. (a)	35,200
8,429	Polycom, Inc. (a)	205,330
2,300	Pomeroy IT Solutions, Inc. (a)	10,580
933	Poniard Pharmaceuticals, Inc. (a)	3,956
930	Pre-Paid Legal Services, Inc. (a)	37,777
10	Prescient Applied Intelligence, Inc. (a)	-
3,433	Priceline.com, Inc. (a)	396,374
3,200	Primus Guaranty Ltd. (a), (b)	9,312
1,600	The Princeton Review, Inc. (a)	10,816
3,400	Progress Software Corp. (a)	86,938
1,175	Protection One, Inc. (a), (b)	9,870
1,600	The Providence Service Corp. (a)	33,776
1,700	QAD, Inc.	11,509

</TABLE>

SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>		
<CAPTION>		
SHARES		
HELD	INDUSTRY/ISSUE	VALUE

<S>	<C>	<C>

2,600	Quality Systems, Inc.	\$ 76,128
7,300	Quest Software, Inc.(a)	108,113
1,000	Quixote Corp.	8,230
5,222	R.H. Donnelley Corp.(a)	15,666
3,375	RPC, Inc.	56,700
2,500	Radiant Systems, Inc.(a)	26,825
9,000	RealNetworks, Inc.(a)	59,400
17,300	Red Hat, Inc.(a)	357,937
1,700	Renaissance Learning, Inc.	19,057
15,400	Republic Services, Inc. Class A	457,380
4,700	Resources Connection, Inc.	95,645
2,000	RightNow Technologies, Inc.(a)	27,340
5,500	Riverbed Technology, Inc.(a)	75,460
1,500	Rural Cellular Corp. Class A(a)	66,765
4,100	Rural/Metro Corp.(a)	8,118
3,833	SAVVIS, Inc.(a)	49,446
4,800	SM&A(a)	22,896
1,400	SPAR Group, Inc.(a)	1,036
2,009	SPSS, Inc.(a)	73,067
4,300	SRA International, Inc. Class A(a)	96,578
217	SXC Health Solutions Corp.(a)	2,966
2,400	SYKES Enterprises, Inc.(a)	45,264
2,000	SYNNEX Corp.(a)	50,180
1,229	Saba Software, Inc.(a)	3,945
30	Salon Media Group, Inc.(a)	42
9,600	Sapient Corp.(a)	61,632
100	Scientific Learning Corp.(a)	385
1,900	SeaChange International, Inc.(a)	13,604
3,200	Secure Computing Corp.(a)	13,248
5,700	Selectica, Inc.(a)	7,695
2,200	Senomyx, Inc.(a)	10,846
4,666	Sequenom, Inc.(a)	74,469
122,325	Sirius Satellite Radio, Inc.(a),(b)	234,864
1,800	Sirona Dental Systems, Inc.(a)	46,656
2,200	Smith Micro Software, Inc.(a)	12,540
5,600	Solera Holdings, Inc.(a)	154,896
6,500	Sonic Foundry, Inc.(a)	3,965
3,700	SonicWALL, Inc.(a)	23,865
1,800	Sourcefire, Inc.(a)	13,914
3,600	Sourceforge, Inc.(a)	5,760
2,300	Spartech Corp.	21,689
3,600	Spherion Corp.(a)	16,632
500	Standard Parking Corp.(a)	9,100
1,800	The Standard Register Co.	16,974
2,000	Stanley, Inc.(a)	67,040
800	Startek, Inc.(a)	7,520
8,200	Stericycle, Inc.(a)	423,940
2,440	Stratasys, Inc.(a)	45,042
5,000	Strategic Diagnostics, Inc.(a)	18,200
1,400	Strayer Education, Inc.	292,698
1,900	SuccessFactors, Inc.(a)	20,805
3,000	SupportSoft, Inc.(a)	9,750
3,100	Switch and Data Facilities Co., Inc.(a)	52,669
20,300	Sycamore Networks, Inc.(a)	65,366
2,400	Symyx Technologies Inc.(a)	16,752
2,400	Synchronoss Technologies, Inc.(a)	21,672
13,605	Synopsys, Inc.(a)	325,296
1,300	Syntel, Inc.	43,836
1,300	Sypris Solutions, Inc.	5,460
19,100	TIBCO Software, Inc.(a)	146,115
2,700	TNS, Inc.(a)	64,692
800	TRC Cos., Inc.(a)	3,216
2,600	Taleo Corp. Class A(a)	50,934
1,100	TechTarget, Inc.(a)	11,616
2,300	TechTeam Global, Inc.(a)	24,587
15	Technology Solutions Co.(a)	70
200	TeleCommunication Systems, Inc. Class A(a)	926
4,000	TeleTech Holdings, Inc.(a)	79,840
5,925	Tetra Tech, Inc.(a)	134,024
7,550	Tetra Technologies, Inc.(a)	179,011
2,300	TheStreet.com, Inc.	14,973
2,000	Thomas Group, Inc.	4,400
4,200	TradeStation Group, Inc.(a)	42,630
4,400	The TriZetto Group, Inc.(a)	94,072
3,400	Trident Microsystems, Inc.(a)	12,410
3,200	TrueBlue, Inc.(a)	42,272
8,777	Tumbleweed Communications Corp.(a)	22,996
7,293	URS Corp.(a)	306,087
2,600	Ultimate Software Group, Inc.(a)	92,638

</TABLE>

SCHEDULE

of INVESTMENTS
(continued)MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
10,700	Unigene Laboratories, Inc. (a)	\$ 18,404
7,053	United Online, Inc.	70,742
1,700	Universal Electronics, Inc. (a)	35,530
2,655	Universal Technical Institute, Inc. (a)	33,081
3,300	VASCO Data Security International, Inc. (a)	34,749
3,800	VMware, Inc. (a), (b)	204,668
800	VSE Corp.	22,000
9,155	ValueClick, Inc. (a)	138,698
3,300	Veraz Networks, Inc. (a)	5,610
4,700	Verenium Corp. (a), (b)	9,071
1,450	Viad Corp.	37,396
3,630	Vignette Corp. (a)	43,560
2,900	Virtusa Corp. (a)	29,377
4,200	VistaPrint Ltd. (a), (b)	112,392
2,300	Vital Images, Inc. (a)	28,612
1,600	Volt Information Sciences, Inc. (a)	19,056
6,625	Waste Connections, Inc. (a)	211,536
4,240	Watson Wyatt Worldwide, Inc.	224,254
666	Wave Systems Corp. Class A(a)	659
900	WebMD Health Corp. Class A(a), (b)	25,110
4,700	Websense, Inc. (a)	79,148
3,523	Website Pros, Inc. (a)	29,347
3,650	Weight Watchers International, Inc.	129,977
500	Westaff, Inc. (a)	565
7,600	Wind River Systems, Inc. (a)	82,764
200	WorldGate Communications, Inc. (a)	35
5,200	Zix Corp. (a), (b)	14,456

		30,481,233

CHEMICALS - 2.5%

1,200	AEP Industries, Inc. (a)	20,844
1,700	AMCOL International Corp.	48,382
1,425	Aceto Corp.	10,887
6,700	Airgas, Inc.	391,213
8,800	Albemarle Corp.	351,208
1,400	Anika Therapeutics, Inc. (a)	12,026
1,700	Arch Chemicals, Inc.	56,355
600	Balchem Corp.	13,878
1,900	Bio-Rad Laboratories, Inc. Class A(a)	153,691
3,900	Brady Corp.	134,667
4,400	Cabot Corp.	106,964
4,300	Calgon Carbon Corp. (a), (b)	66,478
14,900	Celanese Corp. Series A	680,334
19,600	Chemtura Corp.	114,464
4,600	Cytec Industries, Inc.	250,976
12,136	Entegris, Inc. (a)	79,491
4,500	Ferro Corp.	84,420
1,500	GenTek Inc. (a)	40,335
6,400	Georgia Gulf Corp. (b)	18,560
3,900	H.B. Fuller Co.	87,516
300	Hawkins, Inc.	4,488
9,600	Huntsman Corp.	109,440
1,200	Innophos Holdings, Inc.	38,340
1,750	KMG Chemicals, Inc.	18,078
2,200	Koppers Holdings, Inc.	92,114
482	Kronos Worldwide, Inc.	7,418
1,800	LSB Industries, Inc. (a)	35,640
3,800	Landec Corp. (a)	24,586
6,615	Lubrizol Corp.	306,473
450	Mace Security International, Inc. (a)	716
1,600	Matrixx Initiatives, Inc. (a)	26,656
14,300	The Mosaic Co. (a)	2,069,210
12,600	Nalco Holding Co.	266,490
1,220	NewMarket Corp.	80,801
3,100	OM Group, Inc. (a)	101,649
6,492	Olin Corp.	169,961
2,400	Omnova Solutions, Inc. (a)	6,672
2,000	OxiGene, Inc. (a)	2,500
5,500	PolyOne Corp. (a)	38,335

2,000	Polypore International, Inc. (a)	50,660
1,100	Quaker Chemical Corp.	29,326
10,800	RPM International, Inc.	222,480
22,200	Rentech, Inc. (a)	42,180
1,900	Repligen Corp. (a)	8,968
3,500	Rockwood Holdings, Inc. (a)	121,800
1,900	Rogers Corp. (a)	71,421
5,050	Rollins, Inc.	74,841
2,800	SRS Labs Inc. (a)	18,060

</TABLE>

SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		
HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
2,400	Schawk, Inc.	\$ 28,776
3,300	Schulman A, Inc.	75,999
3,500	Sensient Technologies Corp.	98,560
6,700	Solutia, Inc. (a)	85,894
400	Stepan Co.	18,248
1,300	TOR Minerals International, Inc. (a)	2,249
700	Terra Nitrogen Co. LP (b)	90,888
1,600	Tredegar Corp.	23,520
1,800	Trex Co., Inc. (a), (b)	21,114
5,900	Tronox, Inc. Class A	18,644
9,100	Valspar Corp.	172,081
4,900	W.R. Grace & Co. (a)	115,101
1,900	WD-40 Co.	55,575
2,100	Westlake Chemical Corp.	31,206
1,600	Zep, Inc.	23,808
2,800	Zoltek Cos., Inc. (a), (b)	67,900

		7,691,555

CONSTRUCTION - 2.0%

7,100	Aecom Technology Corp. (a)	230,963
13,400	American Defense Systems, Inc. (a)	14,338
1,000	American Woodmark Corp. (b)	21,130
600	Ameron International Corp.	71,988
3,100	Apogee Enterprises, Inc.	50,096
1,800	Armstrong World Industries, Inc.	52,596
4,800	Beacon Roofing Supply, Inc. (a)	50,928
4,664	Beazer Homes USA, Inc. (a)	25,978
2,000	BlueLinx Holdings, Inc.	7,080
1,876	Brookfield Homes Corp. (b)	23,037
7,300	Bucyrus International, Inc.	533,046
1,900	Builders FirstSource, Inc. (a), (b)	10,089
2,180	Building Material Holding Corp. (b)	3,859
310	Cavco Industries, Inc. (a)	10,146
2,675	Ceradyne, Inc. (a)	91,753
3,800	Comstock Homebuilding Cos., Inc. Class A (a)	1,368
3,033	Dycom Industries, Inc. (a)	44,039
5,600	EMCOR Group, Inc. (a)	159,768
4,620	Eagle Materials, Inc.	117,025
3,150	Granite Construction, Inc.	99,320
6,000	Great Lakes Dredge & Dock Corp.	36,660
1,600	Hill International, Inc. (a)	26,304
6,300	Hovnanian Enterprises, Inc. Class A (a), (b)	34,524
1,400	Huttig Building Products, Inc. (a)	2,534
2,000	Insituform Technologies, Inc. Class A (a)	30,460
1,800	Interline Brands, Inc. (a)	28,674
15,200	KBR, Inc.	530,632
700	L.S. Starrett Co. Class A	16,548
2,950	LSI Industries, Inc.	23,954
2,000	M/I Homes, Inc. (b)	31,460
3,516	MDC Holdings, Inc.	137,335
3,900	Martin Marietta Materials, Inc. (b)	404,001
3,700	Mastec, Inc. (a)	39,442
3,000	Meritage Homes Corp. (a), (b)	45,510
2,200	NCI Building Systems, Inc. (a)	80,806
460	NVR, Inc. (a)	230,037

600	Orion Marine Group, Inc.(a)	8,478
8,800	Owens Corning, Inc.(a)	200,200
500	PGT, Inc.(a)	1,720
3,700	Palm Harbor Homes, Inc.(a),(b)	20,461
100	Patriot Transportation Holding, Inc.(a)	8,000
500	Performance Technologies, Inc.(a)	2,530
2,600	Perini Corp.(a)	85,930
2,350	Quanex Building Products Corp.	34,921
16,335	Quanta Services, Inc.(a)	543,465
4,000	Quest Resource Corp.(a)	45,640
4,200	Ryland Group, Inc.	91,602
10,200	SBA Communications Corp. Class A(a)	367,302
2,800	Simpson Manufacturing Co., Inc.(b)	66,472
1,000	Skyline Corp.	23,500
8,500	Standard-Pacific Corp.(b)	28,730
300	Sterling Construction Co., Inc.(a)	5,958
2,500	Texas Industries, Inc.	140,325
12,300	Toll Brothers, Inc.(a)	230,379
5,600	U.S. Concrete, Inc.(a)	26,656
500	UMH Properties, Inc.	4,375
6,600	USG Corp.(a),(b)	195,162

</TABLE>

S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>
<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
6,200	WCI Communities, Inc.(a),(b)	\$ 8,990
4,300	WESCO International, Inc.(a)	172,172
5,100	Walter Industries, Inc.	554,727
5,300	Westell Technologies, Inc. Class A(a)	7,155
1,380	Woodbridge Holdings Corp.(a)	1,601

		6,193,879

CONSUMER - DURABLES - 0.5%

1,700	American Technology Corp.(a)	2,941
7,440	Avis Budget Group, Inc.(a)	62,272
800	Bassett Furniture Industries, Inc.	9,440
8,300	Champion Enterprises, Inc.(a)	48,555
2,500	CompX International, Inc.	14,500
800	Conn's, Inc.(a),(b)	12,856
1,000	Design Within Reach, Inc.(a)	3,480
1,700	Emerson Radio Corp.(a)	2,210
3,100	Ethan Allen Interiors, Inc.(a)	76,260
200	Flexsteel Industries, Inc.	2,250
4,800	Furniture Brands International, Inc.	64,128
2,220	Griffon Corp.(a)	19,447
1,600	Haverty Furniture Cos., Inc.	16,064
2,800	Helen of Troy Ltd.(a)	45,136
13,200	Hertz Global Holdings, Inc.(a)	126,720
1,700	Hooker Furniture Corp.	29,444
4,700	Interface, Inc. Class A	58,891
2,800	Kimball International, Inc. Class B	23,184
200	Koss Corp.	3,124
3,100	La-Z-Boy, Inc.(b)	23,715
2,700	Lifetime Brands, Inc.	22,005
500	Mac-Gray Corp.(a)	5,870
4,764	Mohawk Industries, Inc.(a),(b)	305,372
400	National Presto Industries, Inc.	25,672
4,900	RSC Holdings, Inc.(a)	45,374
1,700	Rockford Corp.(a)	1,581
6,100	Sealy Corp.(b)	35,014
5,250	Select Comfort Corp.(a)	8,610
2,400	Stanley Furniture Co., Inc.	25,920
1,600	Sturm Ruger & Co., Inc.(a)	11,296
4,800	Tempur-Pedic International, Inc.(b)	37,488
3,890	Toro Co.	129,420
7,700	United Rentals, Inc.(a)	150,997
642	Virco Manufacturing Corp.	3,056

CONTAINERS - 0.6%		
14,600	Crown Holdings, Inc.(a)	379,454
8,800	Graphic Packaging Holding Co.(a)	17,776
3,000	Greif, Inc.	192,090
3,400	Mobile Mini, Inc.(a)	68,000
15,700	Owens-Illinois, Inc.(a)	654,533
3,000	Silgan Holdings, Inc.	152,220
8,400	Sonoco Products Co.	259,980
8,900	Temple-Inland, Inc.	100,303
1,900	Textainer Group Holdings Ltd.	37,107
3,900	Trimas Corp.(a)	23,361

		1,884,824

DOMESTIC OIL - 6.0%		
7,700	Abraxas Petroleum Corp.(a)	41,657
1,500	Alon USA Energy, Inc.	17,940
7,400	American Oil & Gas, Inc.(a)	29,008
400	Approach Resources, Inc.(a)	10,716
3,800	Arena Resources, Inc.(a)	200,716
2,899	Atlas America, Inc.	130,622
3,400	Atlas Energy Resources LLC	129,710
1,100	Atlas Pipeline Holdings LP	36,850
6,000	BPZ Resources, Inc.(a),(b)	176,400
1,900	Basic Energy Services, Inc.(a)	59,850
3,200	Bill Barrett Corp.(a)	190,112
2,000	Bois d'Arc Energy, Inc.(a)	48,620
1,300	Bolt Technology Corp.(a)	29,341
4,400	BreitBurn Energy Partners LP(b)	95,172
2,800	CNX Gas Corp.(a)	117,712
1,000	Callon Petroleum Co.(a)	27,360
5,200	Cano Petroleum, Inc.(a)	41,288
2,800	Carrizo Oil & Gas, Inc.(a)	190,652
1,100	Clayton Williams Energy, Inc.(a)	120,945
3,200	Clean Energy Fuels Corp.(a)	36,768

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES	INDUSTRY/ISSUE	VALUE
HELD		
<S>	<C>	<C>
4,500	Comstock Resources, Inc.(a)	\$ 379,935
5,000	Concho Resources, Inc.(a)	186,500
3,100	Continental Resources, Inc.(a)	214,892
3,200	Crosstex Energy LP	91,776
6,435	Delta Petroleum Corp.(a)	164,157
6,400	Diamond Offshore Drilling, Inc.	890,496
1,600	Dorchester Minerals LP	50,880
7,600	Dresser-Rand Group, Inc.(a)	297,160
300	Duncan Energy Partners LP	5,412
200	EV Energy Partner LP	5,854
8,400	EXCO Resources, Inc.(a)	310,044
5,600	Edge Petroleum Corp.(a)	30,184
1,618	Enbridge Energy Management LLC(a)	82,761
6,100	Enbridge Energy Partners LP	306,891
4,800	Encore Acquisition Co.(a)	360,912
2,700	Encore Energy Partners LP	75,735
20,900	Endeavour International Corp.(a)	45,353
2,326	Energy Partners Ltd.(a)	34,704
12,600	Energy Transfer Equity LP	365,274
5,400	FX Energy, Inc.(a)	28,458
10,000	Frontier Oil Corp.	239,100
1,300	GMX Resources Inc.(a),(b)	96,330
5,700	Gasco Energy, Inc.(a)	23,655
100	GeoResources, Inc.(a)	1,842
1,500	Geokinetics, Inc.(a)	27,165
9,030	Global Industries Ltd.(a)	161,908
1,630	Gulf Island Fabrication, Inc.	79,756
1,600	Gulfmark Offshore, Inc.(a)	93,088

4,000	Harvest Natural Resources, Inc.(a)	44,240
7,384	Helix Energy Solutions Group, Inc.(a)	307,470
8,900	Hercules Offshore, Inc.(a)	338,378
1,800	Hiland Holdings GP LP	48,492
600	Hiland Partners LP	29,862
4,700	Holly Corp.	173,524
1,200	Inergy Holdings LP	43,092
12,700	Key Energy Services, Inc.(a)	246,634
1,000	Legacy Reserves LP(b)	24,810
9,900	Linn Energy LLC	246,015
5,700	Magellan Midstream Partners LP	202,863
6,899	Mariner Energy, Inc.(a)	255,056
4,582	MarkWest Energy Partners LP	163,577
2,000	Matrix Service Co.(a)	46,120
5,100	McMoran Exploration Co.(a), (b)	140,352
5,100	Meridian Resource Corp.(a)	15,045
12,498	Newfield Exploration Co.(a)	815,495
1,900	Northern Oil And Gas, Inc.(a)	25,232
3,600	NuStar Energy L.P.	170,604
700	OYO Geospace Corp.(a)	41,258
14,710	Patterson-UTI Energy, Inc.	530,148
21,301	PetroHawk Energy Corp.(a)	986,449
4,400	Petroquest Energy, Inc.(a)	118,360
10,775	Pioneer Natural Resources Co.	843,467
700	Pioneer Southwest Energy Partners LP(a)	15,645
9,619	Plains Exploration & Production Co.(a)	701,898
15,400	Pride International, Inc.(a)	728,266
10,460	Quicksilver Resources, Inc.(a)	404,174
8,000	Ram Energy Resources, Inc.(a)	50,320
5,300	Rosetta Resources, Inc.(a)	151,050
6,100	St. Mary Land & Exploration Co.	394,304
2,279	Stone Energy Corp.(a)	150,209
2,500	Suburban Propane Partners LP	95,575
1,700	Sunoco Logistics Partners LP	79,730
7,726	Superior Energy Services, Inc.(a)	426,012
2,300	Superior Well Services, Inc.(a)	72,933
9,000	Syntroleum Corp.(a)	15,570
6,700	TEPPCO Partners LP	222,373
4,200	Teekay Corp.	189,756
1,400	Teekay Offshore Partners LP	27,650
1,900	Transmontaigne Partners LP	51,338
4,500	Tri-Valley Corp.(a), (b)	33,435
14,500	Ultra Petroleum Corp.(a)	1,423,900
1,300	Union Drilling, Inc.(a)	28,184
6,500	Vaalco Energy, Inc.(a)	55,055
2,700	W&T Offshore, Inc.	157,977
4,200	Warren Resources, Inc.(a)	61,656
2,000	Western Gas Partners LP(a)	33,700
3,000	Western Refining, Inc.(b)	35,520
4,200	Whiting Petroleum Corp.(a)	445,536
1,100	Williams Pipeline Partners LP	18,986

		18,308,956

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES			VALUE
HELD	INDUSTRY/ISSUE		

<S>	<C>		<C>
DRUGS & MEDICINE - 8.9%			
1,800	AMAG Pharmaceuticals, Inc.(a)	\$	61,380
5,500	AMERIGROUP Corp.(a)		114,400
2,552	APP Pharmaceuticals, Inc.(a)		42,669
2,900	ARYx Therapeutics, Inc.(a)		22,852
900	ATS Medical, Inc.(a)		1,917
7,050	AVANIR Pharmaceuticals Class A(a)		7,050
3,100	AVI BioPharma, Inc.(a)		3,472
2,300	Abaxis, Inc.(a)		55,499
3,200	Abiomed, Inc.(a)		56,800
613	The Abraxis Bioscience, Inc.(a)		38,900

4,500	Acadia Pharmaceuticals, Inc. (a)	16,605
1,600	Accelrys, Inc. (a)	7,728
4,800	Accuray, Inc. (a)	34,992
3,300	Acorda Therapeutics, Inc. (a)	108,339
2,200	Acura Pharmaceuticals, Inc. (a)	17,424
7,200	Adolor Corp. (a)	39,456
4,435	Advanced Medical Optics, Inc. (a)	83,111
1,700	Affymax, Inc. (a)	27,047
1,300	Air Methods Corp. (a)	32,500
2,200	Air Transport Services Group, Inc. (a)	2,200
2,000	Albany Molecular Research, Inc. (a)	26,540
3,800	Alexion Pharmaceuticals, Inc. (a)	275,500
3,600	Alexza Pharmaceuticals, Inc. (a)	14,184
4,900	Align Technology, Inc. (a)	51,401
10,300	Alkermes, Inc. (a)	127,308
2	Allegro Biodiesel Corp. (a)	-
3,300	Alliance Imaging, Inc. (a)	28,611
6,800	Allos Therapeutics, Inc. (a)	46,988
5,945	Allscripts Healthcare Solutions, Inc. (a)	73,777
1,000	Almost Family, Inc. (a)	26,600
4,600	Alpharma, Inc. Class A (a)	103,638
500	Altus Pharmaceuticals, Inc. (a)	2,225
2,667	Amedisys, Inc. (a)	134,470
800	America Service Group, Inc. (a)	7,320
7,500	American Medical Systems Holdings, Inc. (a)	112,125
2,200	Amicus Therapeutics, Inc. (a), (b)	23,496
2,400	Amsurg Corp. (a)	58,440
13,700	Amylin Pharmaceuticals, Inc. (a), (b)	347,843
1,700	Anadys Pharmaceuticals, Inc. (a)	3,825
400	Anesiva, Inc. (a)	1,180
2,590	AngioDynamics, Inc. (a)	35,275
3,100	Animal Health International, Inc. (a)	19,313
9,300	Antigenics, Inc. (a), (b)	17,949
5,400	Applera Corp. - Celera Genomics Group (a)	61,344
3,100	Apria Healthcare Group, Inc. (a)	60,109
1,900	Arcadia Resources, Inc. (a)	1,064
2,000	Ardea Biosciences, Inc. (a)	25,640
8,240	Arena Pharmaceuticals, Inc. (a)	42,765
8,800	Ariad Pharmaceuticals, Inc. (a)	21,120
2,430	Arqule, Inc. (a)	7,897
4,300	Array Biopharma, Inc. (a)	20,210
2,700	ArthroCare Corp. (a), (b)	110,187
1,100	Aspect Medical Systems, Inc. (a)	6,919
700	AspenBio Pharma, Inc. (a)	4,459
4,800	Assisted Living Concepts, Inc. (a)	26,400
8,400	Atherogenics, Inc. (a), (b)	4,927
3,900	Auxilium Pharmaceuticals, Inc. (a)	131,118
1,766	Avant Immunotherapeutics, Inc. (a)	25,713
1,000	Avigen, Inc. (a)	2,890
1,700	Barrier Therapeutics, Inc. (a)	6,834
6,000	Beckman Coulter, Inc.	405,180
900	Bentley Pharmaceuticals, Inc. (a)	14,535
1,700	Bio-Reference Labs, Inc. (a)	37,927
1,700	BioCryst Pharmaceuticals, Inc. (a)	4,760
1,000	BioForm Medical, Inc. (a)	4,040
9,800	BioMarin Pharmaceuticals, Inc. (a)	284,004
400	BioMimetic Therapeutics, Inc. (a)	4,768
900	BioSphere Medical, Inc. (a)	3,105
600	Biodel, Inc. (a)	7,800
2,400	Biolase Technology, Inc. (a)	8,208
3,363	Biopure Corp. Class A (a)	1,614
2,596	Bioscript, Inc. (a)	6,724
2,050	CONMED Corp. (a)	54,428
4,300	CV Therapeutics, Inc. (a)	35,389
900	Cadence Pharmaceuticals, Inc. (a)	5,481
16,300	Calypte Biomedical Corp. (a)	913
2,100	Cambrex Corp. (a)	12,327
1,200	Caraco Pharmaceutical Laboratories Ltd. (a)	15,840

</TABLE>

S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>
<CAPTION>
SHARES

HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
3,210	Cardiac Science Corp.(a)	\$ 26,322
2,700	Cardica, Inc.(a)	22,842
500	CardioNet, Inc.(a)	13,315
414	Cardiodynamics International Corp.(a)	571
1,476	Cardiotech International, Inc.(a)	1,033
3,950	Cell Therapeutics, Inc.(a),(b)	1,896
3,100	Centene Corp.(a)	52,049
6,400	Cephalon, Inc.(a)	426,816
1,400	Cerus Corp.(a)	5,726
6,492	Charles River Laboratories International, Inc.(a)	414,969
100	Chelsea Therapeutics International, Inc.(a)	488
10,700	Clarient, Inc.(a)	21,400
687	Clinical Data, Inc.(a)	9,803
7,400	Columbia Laboratories, Inc.(a),(b)	24,420
9,200	Community Health Systems, Inc.(a)	303,416
3,300	Conceptus, Inc.(a)	61,017
4,643	The Cooper Cos., Inc.	172,487
1,500	Corvel Corp.(a)	50,805
1,900	Cougar Biotechnology, Inc.(a)	45,277
6,100	Covance, Inc.(a)	524,722
2,000	CryoLife, Inc.(a)	22,880
5,900	Cubist Pharmaceuticals, Inc.(a)	105,374
3,300	Curis, Inc.(a)	4,851
900	Cutera, Inc.(a)	8,127
2,500	Cyberonics, Inc.(a),(b)	54,250
1,600	Cynosure, Inc. Class A(a)	31,712
4,200	Cypress Bioscience, Inc.(a)	29,946
10,200	CytRx Corp.(a),(b)	6,642
1,700	Cytokinetics, Inc.(a)	6,307
9,700	DaVita, Inc.(a)	515,361
1,400	Datascope Corp.	65,800
900	Daxor Corp.(a)	14,400
9,930	Dendreon Corp.(a),(b)	44,189
13,200	Dentsply International, Inc.	485,760
7,300	Depomed, Inc.(a)	23,433
3,900	DexCom, Inc.(a)	23,556
1,300	Dialysis Corp. of America(a)	9,451
10,100	Discovery Laboratories, Inc.(a),(b)	16,665
7,200	Durect Corp.(a)	26,424
1,300	Dusa Pharmaceuticals, Inc.(a)	2,613
4	Dynacq Healthcare, Inc.(a)	26
4,700	Dynavax Technologies Corp.(a)	6,862
7,566	EPIX Pharmaceuticals, Inc.(a)	13,089
5,300	Edwards Lifesciences Corp.(a)	328,812
1,200	Emergency Medical Services Corp.(a)	27,156
600	Emergent Biosolutions, Inc.(a)	5,958
2,100	Emeritus Corp.(a)	30,702
4,800	Emisphere Technologies, Inc.(a)	12,864
10,400	Endo Pharmaceuticals Holdings, Inc.(a)	251,576
6,200	Endologix, Inc.(a)	14,322
4,300	Entremed, Inc.(a)	2,365
1,773	Enzo Biochem, Inc.(a)	19,893
5,900	Enzon Pharmaceuticals, Inc.(a)	42,008
673	EpiCept Corp.(a)	160
725	Escalon Medical Corp.(a)	2,088
7,183	ev3, Inc.(a)	68,095
1,600	Exact Sciences Corp.(a)	2,880
700	Exactech, Inc.(a)	17,997
2,900	FGX International Holdings Ltd.(a)	23,316
692	Fonar Corp.(a)	1,515
3,000	GTx, Inc.(a)	43,050
5,200	Gen-Probe, Inc.(a)	246,896
900	GenVec, Inc.(a)	1,296
566	Genaera Corp.(a)	1,024
1,060	Genelabs Technologies, Inc.(a)	636
45,340	Genentech, Inc.(a)	3,441,306
2,100	Genitope Corp.(a)	93
2,600	Genomic Health, Inc.(a),(b)	49,790
700	Genoptix, Inc.(a)	22,085
1,300	Genta, Inc.(a)	494
3,800	Geron Corp.(a),(b)	13,110
2,300	Greatbatch, Inc.(a)	39,790
2,500	HMS Holdings Corp.(a)	53,675
2,600	Haemonetics Corp.(a)	144,196
7,300	Halozyne Therapeutics, Inc.(a)	39,274
1,800	Hansen Medical, Inc.(a),(b)	30,096
5,100	Health Grades Inc.(a)	22,899
23,880	Health Management Associates, Inc. Class A(a)	155,459

</TABLE>

SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES

HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
10,380	Health Net, Inc.(a)	\$ 249,743
3,800	HealthExtras, Inc.(a)	114,532
6,500	HealthSouth Corp.(a)	108,095
4,300	HealthSpring, Inc.(a)	72,584
1,900	HealthTronics, Inc.(a)	6,213
3,077	Healthcare Services Group, Inc.	46,801
3,600	Healthways, Inc.(a)	106,560
500	Helicos BioSciences Corp.(a)	2,350
1,300	Hemispherx Biopharma, Inc.(a)	1,092
8,600	Henry Schein, Inc.(a)	443,502
6,500	Herbalife Ltd.	251,875
1,075	Hi-Tech Pharmacal Co., Inc.(a)	10,750
6,045	Hill-Rom Holdings, Inc.	163,094
2,300	Hollis-Eden Pharmaceuticals, Inc.(a)	3,519
23,936	Hologic, Inc.(a)	521,805
4,600	Hooper Holmes, Inc.(a)	4,692
13,800	Human Genome Sciences, Inc.(a)	71,898
2,900	Hydron Technologies, Inc.(a)	145
2,700	I-Flow Corp.(a)	27,405
1,600	ICU Medical, Inc.(a)	36,608
2,600	II-VI, Inc.(a)	90,792
200	IPC The Hospitalist Co., Inc.(a)	3,764
400	Idera Pharmaceuticals, Inc.(a)	5,844
5,400	Idexx Laboratories, Inc.(a)	263,196
6,321	ImClone Systems, Inc.(a)	255,748
7,037	Immucor, Inc.(a)	182,118
4,000	Immunicon Corp.(a)	276
2,900	ImmunoGen, Inc.(a)	8,874
8,300	Immunomedics, Inc.(a)	17,679
8,400	Incyte Corp.(a)	63,924
10,100	Indevus Pharmaceuticals, Inc.(a)	15,857
4,200	Insmed, Inc.(a)	1,638
6,400	Inspire Pharmaceuticals, Inc.(a)	27,392
2,300	Insulet Corp.(a)	36,179
2,400	Integra LifeSciences Holdings Corp.(a)	106,752
3,800	InterMune, Inc.(a),(b)	49,856
2,600	Introgen Therapeutics, Inc.(a),(b)	4,030
3,500	Invacare Corp.	71,540
6,575	Inverness Medical Innovations, Inc.(a)	218,093
8,900	Isis Pharmaceuticals, Inc.(a)	121,307
5,300	Ista Pharmaceuticals, Inc.(a)	10,706
6,200	Javelin Pharmaceuticals, Inc.(a)	14,384
700	Jazz Pharmaceuticals, Inc.(a)	5,187
2,900	K-V Pharmaceutical Co. Class A(a)	56,057
1,600	Kendle International, Inc.(a)	58,128
1,700	Kensley Nash Corp.(a)	54,485
3,190	Kindred Healthcare, Inc.(a)	91,744
5,215	Kinetic Concepts, Inc.(a)	208,131
2,450	LCA-Vision, Inc.(b)	11,687
2,300	LHC Group, Inc.(a)	53,475
5,540	La Jolla Pharmaceutical Co.(a)	12,077
1,210	Lakeland Industries, Inc.(a)	15,343
700	Landauer, Inc.	39,368
300	Langer, Inc.(a)	387
800	Lectec Corp.(a)	1,840
3,000	Lexicon Genetics, Inc.(a)	4,800
5,345	LifePoint Hospitals, Inc.(a)	151,264
8,200	Ligand Pharmaceuticals, Inc. Class B(a)	21,320
7,100	Lincare Holdings, Inc.(a)	201,640
300	MAP Pharmaceuticals, Inc.(a)	3,099
1,600	MEDTOX Scientific, Inc.(a)	22,208
3,879	Magellan Health Services, Inc.(a)	143,639
11,300	MannKind Corp.(a),(b)	33,900
3,100	Mannatech, Inc.(b)	16,864
3,400	Martek Biosciences Corp.(a)	114,614
4,400	Masimo Corp.(a)	151,140
3,100	MedAssets, Inc.(a)	52,855

1,500	MedCath Corp. (a)	26,970
9,500	Medarex, Inc. (a)	62,795
900	Medical Action Industries, Inc. (a)	9,333
5,370	Medicines Co. (a)	106,433
5,600	Medicis Pharmaceutical Corp. Class A	116,368
2,100	Medifast, Inc. (a)	11,046
2,830	Medis Technologies Ltd. (a), (b)	9,537
3,000	Medivation, Inc. (a), (b)	35,490
100	Memory Pharmaceuticals Corp. (a)	39
3,500	Mentor Corp. (b)	97,370
2,925	Meridian Bioscience, Inc.	78,741
2,768	Merit Medical Systems, Inc. (a)	40,690
2,500	Metabolix, Inc. (a)	24,500

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
300	Metropolitan Health Networks, Inc. (a)	\$ 543
533	Micromet, Inc. (a)	1,407
2,100	Micrus Endovascular Corp. (a)	29,442
8,000	MiddleBrook Pharmaceuticals, Inc. (a)	27,040
2,100	Mine Safety Appliances Co.	83,979
400	Molecular Insight Pharmaceuticals, Inc. (a)	2,204
2,000	Molina Healthcare, Inc. (a)	48,680
2,700	Momenta Pharmaceuticals, Inc. (a)	33,210
13,060	Monogram Biosciences, Inc. (a)	14,366
4,400	Myriad Genetics, Inc. (a)	200,288
4,600	NBTY, Inc. (a)	147,476
3,440	NPS Pharmaceuticals, Inc. (a)	15,308
3,500	Nabi Biopharmaceuticals (a)	13,790
200	Nanosphere, Inc. (a)	1,572
150	National Dentex Corp. (a)	1,896
400	National Healthcare Corp.	18,332
2,900	Natus Medical, Inc. (a)	60,726
8,600	Nektar Therapeutics (a)	28,810
4,486	Neopharm, Inc. (a)	2,378
1,900	Neose Technologies, Inc. (a)	570
5,345	Neurocrine Biosciences, Inc. (a)	22,396
2,600	Neurogen Corp. (a)	2,678
1,700	Neurometrix, Inc. (a), (b)	2,380
3,400	Nile Therapeutics, Inc. (a)	17,408
3,000	Northfield Laboratories, Inc. (a), (b)	2,130
19,600	Nova Biosource Fuels, Inc. (a), (b)	13,132
4,000	Novacea, Inc. (a)	10,440
3,500	Novavax, Inc. (a)	8,715
3,000	Noven Pharmaceuticals, Inc. (a)	32,070
3,600	NuVasive, Inc. (a)	160,776
1,400	Nutraceutical International Corp. (a)	16,800
10,221	Nuvelo, Inc. (a)	5,724
5,300	NxStage Medical, Inc. (a)	20,352
1,600	OMRIX Biopharmaceuticals, Inc. (a)	25,184
5,767	OSI Pharmaceuticals, Inc. (a)	238,292
2,700	Obagi Medical Products, Inc. (a)	23,085
3,850	Odyssey HealthCare, Inc. (a)	37,499
10,500	Omnicare, Inc.	275,310
5,600	Onyx Pharmaceuticals, Inc. (a)	199,360
8,100	Opko Health, Inc. (a), (b)	12,312
4,775	OraSure Technologies, Inc. (a)	17,859
380	Ore Pharmaceuticals, Inc. (a)	502
1,200	Orexigen Therapeutics, Inc. (a)	9,468
1,700	Orthofix International NV (a)	49,215
4,100	Orthologic Corp. (a)	4,100
5,920	Orthovita, Inc. (a)	12,136
550	Oscient Pharmaceuticals Corp. (a)	781
1,300	Osiris Therapeutics, Inc. (a), (b)	16,705
3,300	Osteotech, Inc. (a)	18,777
4,100	Owens & Minor, Inc.	187,329
11,400	PDL BioPharma, Inc.	121,068
4,700	PSS World Medical, Inc. (a)	76,610

4,500	Pain Therapeutics, Inc.(a)	35,550
11,006	Panacos Pharmaceuticals, Inc.(a)	4,953
2,800	Par Pharmaceutical Cos., Inc.(a)	45,444
5,800	Parexel International Corp.(a)	152,598
4,800	Pediatrix Medical Group, Inc.(a)	236,304
4,600	Penwest Pharmaceuticals Co.(a)	12,420
20,800	Peregrine Pharmaceuticals, Inc.(a),(b)	8,738
7,500	Perrigo Co.	238,275
3,100	PetMed Express, Inc.(a)	37,975
3,423	PharMerica Corp.(a)	77,326
9,200	Pharmaceutical Product Development, Inc.	394,680
4,000	Pharmacopeia Drug Discovery, Inc.(a)	15,320
2,290	Pharmacyclics, Inc.(a)	4,053
2,200	Pharmasset, Inc.(a)	41,536
1,140	Pharmos Corp.(a)	433
2,900	Power Medical Interventions, Inc.(a)	16,095
3,300	Pozen, Inc.(a),(b)	35,904
2,500	Prestige Brands Holdings, Inc.(a)	26,650
3,200	Progenics Pharmaceuticals, Inc.(a)	50,784
800	ProxyMed, Inc.(a)	288
125	Psychemedics Corp.	2,050
5,032	Psychiatric Solutions, Inc.(a)	190,411
7,600	Questcor Pharmaceuticals, Inc.(a)	35,264
1,900	Quidel Corp.(a)	31,388
2,000	RTI Biologics, Inc.(a)	17,500
507	RXi Pharmaceuticals Corp.(a)	4,056

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES

HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
800	RadNet, Inc.(a)	\$ 4,960
6,000	Regeneron Pharmaceuticals, Inc.(a)	86,640
2,100	RehabCare Group, Inc.(a)	33,663
1,600	Reliv International, Inc.	8,752
1,300	Repros Therapeutics, Inc.(a)	12,311
1,200	Res-Care, Inc.(a)	21,336
7,500	ResMed, Inc.(a)	268,050
1,300	Retractable Technologies, Inc.(a)	1,924
5,000	Rexahn Pharmaceuticals, Inc.(a)	16,200
3,665	Rigel Pharmaceuticals, Inc.(a)	83,049
2,200	Rochester Medical Corp.(a)	22,924
5,703	Salix Pharmaceuticals Ltd.(a)	40,092
4,100	Sangamo Biosciences, Inc.(a),(b)	40,795
2,700	Santarus, Inc.(a)	5,427
5,484	Savient Pharmaceuticals, Inc.(a)	138,745
5,700	Sciclone Pharmaceuticals, Inc.(a)	8,721
3,750	Sciele Pharma, Inc.	72,563
6,700	Seattle Genetics, Inc.(a)	56,682
10,355	Sepracor, Inc.(a)	206,272
2,700	Skilled Healthcare Group, Inc. Class A(a)	36,234
3,000	Somaxon Pharmaceuticals, Inc.(a)	14,310
3,500	Sonic Innovations, Inc.(a)	11,690
2,000	SonoSite, Inc.(a)	56,020
1,900	Sparta Surgical Corp.(a)	-
3,800	Spectranetic Corp.(a)	37,468
16	Spectrum Pharmaceuticals, Inc.(a)	22
2,400	Staar Surgical Co.(a)	7,440
10,100	Star Scientific, Inc.(a)	12,120
5,400	StemCells, Inc.(a)	6,588
2,600	Stereotaxis, Inc.(a),(b)	13,936
6,000	Steris Corp.	172,560
900	Sucampo Pharmaceuticals, Inc. Class A(a)	9,657
3,100	Sun Healthcare Group, Inc.(a)	41,509
3,200	Sunrise Senior Living, Inc.(a)	71,936
3,130	SuperGen, Inc.(a)	6,417
1,400	SurModics, Inc.(a),(b)	62,776
1,200	Symmetry Medical, Inc.(a)	19,464
900	Synovis Life Technologies, Inc.(a)	16,947
900	Synta Pharmaceuticals Corp.(a)	5,490

8,500	SyntheMed, Inc.(a)	2,975
50	Synvista Therapeutics, Inc.(a)	94
850	Targeted Genetics Corp.(a)	493
3,300	Techne Corp.(a)	255,387
8,430	Telik, Inc.(a),(b)	10,200
4,000	Tercica, Inc.(a)	35,320
1,900	Theragenics Corp.(a)	6,897
4,500	Theravance, Inc.(a)	53,415
5,000	Third Wave Technologies, Inc.(a)	55,800
4,000	Thoratec Corp.(a)	69,560
7,300	Threshold Pharmaceuticals, Inc.(a)	2,628
2,800	Titan Pharmaceuticals, Inc.(a)	3,864
4,700	Tomotherapy, Inc.(a)	41,971
375	TorreyPines Therapeutics, Inc.(a)	465
400	Transl, Inc.(a)	6,028
900	Transgenomic, Inc.(a)	693
2,900	Trimeris, Inc.	13,688
1,100	Triple-S Management Corp.(a)	17,985
400	Trubion Pharmaceuticals, Inc.(a)	1,784
1,600	US Physical Therapy, Inc.(a)	26,256
1,400	USANA Health Sciences, Inc.(a)	37,618
400	Uluru, Inc.(a)	340
2,300	United Therapeutics Corp.(a)	224,825
2,700	Universal Display Corp.(a),(b)	33,264
4,600	Universal Health Services, Inc. Class B	290,812
1,700	Urologix, Inc.(a)	3,111
1,100	Utah Medical Products, Inc.	31,449
8,040	VCA Antech, Inc.(a)	223,351
7,400	Valeant Pharmaceuticals International(a)	126,614
3,000	Vanda Pharmaceuticals, Inc.(a)	9,870
170	Vermillion, Inc.(a)	379
13,362	Vertex Pharmaceuticals, Inc.(a)	447,226
9	Via Pharmaceuticals, Inc.(a)	18
1,000	Vical, Inc.(a)	3,370
330	Vion Pharmaceuticals, Inc.(a)	383
4,900	ViroPharma, Inc.(a)	54,194
1,600	Virtual Radiologic Corp.(a)	21,200
900	Vital Signs, Inc.	51,102
6,800	Vivus, Inc.(a)	45,424
1,660	Vnus Medical Technologies, Inc.(a)	33,217

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
3,200	Volcano Corp.(a)	\$ 39,040
8,500	Warner Chilcott Ltd.(a)	144,075
2,500	West Pharmaceutical Services, Inc.	108,200
3,100	Wright Medical Group, Inc.(a)	88,071
14,200	XOMA Ltd.(a)	23,998
900	XTENT, Inc.(a)	2,259
2,300	Xenoport, Inc.(a)	89,769
2,700	Zila, Inc.(a)	810
2,210	Zoll Medical Corp.(a)	74,411
6,300	ZymoGenetics, Inc.(a),(b)	53,046

		27,277,976

ELECTRONICS - 7.6%

7,300	8x8, Inc.(a),(b)	8,322
100	ACE*COMM Corp.(a)	30
3,100	APAC Customer Services, Inc.(a)	4,960
3,400	ATMI, Inc.(a)	94,928
5,300	AVX Corp.	59,943
1,200	AXT, Inc.(a)	5,028
1,300	AZZ Inc.(a)	51,870
2,900	Actel Corp.(a)	48,865
4,200	Acuity Brands, Inc.	201,936
5,400	Acxiom Corp.	62,046
3,700	Advanced Analogic Technologies, Inc.(a)	15,281

5,000	Advanced Battery Technologies, Inc. (a), (b)	28,850
2,500	Advanced Energy Industries, Inc. (a)	34,250
3,300	Agilysys, Inc.	37,422
2,000	Airvana, Inc. (a)	10,720
1,400	Alliance Fiber Optic Products, Inc. (a)	1,932
3,162	Alliant Techsystems, Inc. (a)	321,512
8,500	Altair Nanotechnologies, Inc. (a), (b)	14,450
3,600	Altra Holdings, Inc. (a)	60,516
1,350	American Physicians Capital, Inc.	65,394
1,000	American Science & Engineering, Inc.	51,530
10,410	Amkor Technology, Inc. (a)	108,368
15,810	Ampenol Corp. Class A	709,552
100	Amtech Systems, Inc. (a)	1,074
6,500	Anadigics, Inc. (a)	64,025
1,100	Anaren, Inc. (a)	11,627
3,100	Anixter International, Inc. (a)	184,419
7,075	Applied Micro Circuits Corp. (a)	60,562
12,398	Arris Group, Inc. (a)	104,763
11,900	Arrow Electronics, Inc. (a)	365,568
1,300	Ascent Solar Technologies, Inc. (a)	13,455
4,300	Asyst Technologies, Inc. (a)	15,351
5,900	Atheros Communications, Inc. (a)	177,000
35,400	Atmel Corp. (a)	123,192
2,200	Audiovox Corp. Class A(a)	21,604
3,100	AuthenTec, Inc. (a)	32,302
12,400	Avanex Corp. (a)	14,012
3,356	Avid Technology, Inc. (a)	57,018
14,264	Avnet, Inc. (a)	389,122
900	Aware, Inc. (a)	2,718
7,500	Axcelis Technologies, Inc. (a)	36,600
1,200	Axsys Technologies, Inc. (a)	62,448
900	Badger Meter, Inc.	45,477
600	Bel Fuse, Inc.	14,826
4,500	Belden, Inc.	152,460
2,135	Bell Microproducts, Inc. (a)	5,166
4,984	Benchmark Electronics, Inc. (a)	81,438
3,200	BigBand Networks, Inc. (a)	15,136
15,300	Bookham, Inc. (a)	25,857
6,782	Brooks Automation, Inc. (a)	56,087
5,100	Bruker BioSciences Corp. (a)	65,535
2,800	C&D Technologies, Inc. (a), (b)	23,688
3,170	CMGI, Inc. (a)	33,602
4,000	CTS Corp.	40,200
2,500	Cabot Microelectronics Corp. (a)	82,875
24,900	Cadence Design Systems, Inc. (a)	251,490
1,300	CalAmp Corp. (a)	2,665
4,000	California Micro Devices CP(a)	12,440
2,385	Caliper Life Sciences, Inc. (a)	6,177
2,800	Candela Corp. (a)	6,524
5,300	Captaris, Inc. (a)	21,465
600	Cardtronics, Inc. (a)	5,322
3,000	Cavium Networks, Inc. (a)	63,000
5,700	Cepheid, Inc. (a)	160,284
1,103	Ceva, Inc. (a)	8,791
700	Champion Industries, Inc.	3,241

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
4,200	Checkpoint Systems, Inc. (a)	\$ 87,696
8,700	Cirrus Logic, Inc. (a)	48,372
1,400	Coherent, Inc. (a)	41,846
1,300	Cohu, Inc.	19,084
6,716	CommScope, Inc. (a)	354,403
2,500	Comtech Telecommunications Corp. (a)	122,500
2,755	Conexant Systems, Inc. (a)	12,397
2,700	Cox Radio, Inc. Class A(a)	31,860
7,400	Credence Systems Corp. (a)	9,620
7,900	Cree, Inc. (a), (b)	180,199

3,205	Cymer, Inc.(a)	86,150
14,300	Cypress Semiconductor Corp.(a)	353,925
3,627	DDi Corp.(a)	21,798
4,000	DSP Group, Inc.(a)	28,000
2,200	DTS, Inc.(a)	68,904
2,900	Daktronics, Inc.	58,493
3,800	Data Domain, Inc.(a)	88,654
100	Dataram Corp.	261
4,200	DealerTrack Holdings, Inc.(a)	59,262
3,350	Diodes, Inc.(a)	92,594
1,900	Dionex Corp.(a)	126,103
4,500	Dolby Laboratories, Inc. Class A(a)	181,350
1,600	Ducommun, Inc.(a)	36,736
1,400	Dynamics Research Corp.(a)	14,700
3,700	EF Johnson Technologies, Inc.(a)	6,475
1,200	EMS Technologies, Inc.(a)	26,208
4,000	ESS Technology, Inc.(a)	6,520
300	Eagle Test Systems, Inc.(a)	3,360
3,400	Electro Scientific Industries, Inc.(a)	48,178
1,700	Electroglas, Inc.(a)	3,179
5,600	Electronics for Imaging, Inc.(a)	81,760
20	eMagin Corp.(a)	16
6,800	Emcore Corp.(a),(b)	42,568
1,400	Empire Resources, Inc.	5,334
6,000	Emulex Corp.(a)	69,900
1,000	EndWare Corp.(a)	6,350
4,000	Ener1, Inc.(a)	29,680
4,400	EnerSys(a)	150,612
5,400	Energizer Holdings, Inc.(a)	394,686
3,900	Energy Conversion Devices, Inc.(a),(b)	287,196
4,700	Entertainment Distribution Co., Inc.(a)	2,303
9,200	Entorian Technologies, Inc.(a)	7,084
2,000	Entropic Communications, Inc.(a)	9,500
6,100	Exar Corp.(a)	45,994
1,800	Excel Technology, Inc.(a)	40,176
6,887	Exide Technologies(a)	115,426
3,800	FEI Co.(a)	86,564
5,300	FSI International, Inc.(a)	7,102
9,400	Fairchild Semiconductor International, Inc.(a)	110,262
1,700	Faro Technologies, Inc.(a)	42,789
4,400	First Solar, Inc.(a)	1,200,408
12,500	Flir Systems, Inc.(a)	507,125
2,400	Flotek Industries, Inc.(a),(b)	49,488
5,000	Formfactor, Inc.(a)	92,150
7,200	FuelCell Energy, Inc.(a),(b)	51,120
2,400	GTC Biotherapeutics, Inc.(a)	960
4,700	General Cable Corp.(a)	285,995
2,700	Genesis Energy LP	49,815
4,100	Getty Images, Inc.(a)	139,113
4,200	Glu Mobile, Inc.(a)	20,286
9,600	Harmonic, Inc.(a)	91,296
12,790	Harris Corp.	645,767
1,520	Harvard Bioscience, Inc.(a)	7,068
2,600	Hearst-Argyle Television, Inc.	49,920
975	Herley Industries, Inc.(a)	12,948
447	Hifn, Inc.(a)	2,061
1,700	Hittite Microwave Corp.(a)	60,554
2,900	Hoku Scientific, Inc.(a),(b)	14,558
2,500	Houston Wire & Cable Co.(b)	49,750
800	Hungarian Telephone & Cable Corp.(a)	14,592
2,995	Hutchinson Technology, Inc.(a)	40,253
3,700	IPG Photonics Corp.(a)	69,597
2,400	IRIS International, Inc.(a)	37,560
2,400	IXYS Corp.(a)	28,656
394	IdentiPHI, Inc.(a)	122
1,700	iGO, Inc.(a)	2,142
5,800	Ikanos Communications, Inc.(a)	19,546
5,546	Illumina, Inc.(a)	483,112
6,900	Infinera Corp.(a),(b)	60,858

</TABLE>

S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>
<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
3,600	Infasonics Corp.(a)	\$ 2,700
3,935	Innovex, Inc.(a)	2,244
1,800	Integrated Electrical Services, Inc.(a)	30,960
2,170	Integrated Silicon Solutions, Inc.(a)	12,065
4,700	InterDigital, Inc.(a)	114,304
7,000	International Rectifier Corp.(a)	134,400
11,915	Intersil Corp. Class A	289,773
7,500	Isilon Systems, Inc.(a)	33,300
3,400	Itron, Inc.(a)	334,390
2,600	Ixia(a)	18,070
1,200	Keithley Instruments, Inc.	11,400
2,800	Kemet Corp.(a)	9,072
4,200	Kopin Corp.(a)	12,054
6,800	Kulicke & Soffa Industries, Inc.(a)	49,572
100	LCC International, Inc. Class A(a)	96
11,900	Lam Research Corp.(a)	430,185
12,770	Lattice Semiconductor Corp.(a)	39,970
900	LeCroy Corp.(a)	8,028
6,100	Leadis Technology, Inc.(a)	9,760
100	Lightpath Technologies, Inc. Class A(a)	150
7,600	Limelight Networks, Inc.(a)	29,032
2,370	Littelfuse, Inc.(a)	74,774
4,153	MKS Instruments, Inc.(a)	90,951
7,287	MRV Communications, Inc.(a)	8,672
1,900	MTS Systems Corp.	68,172
44,600	Marvell Technology Group Ltd.(a),(d)	787,636
5,200	Mattson Technology, Inc.(a)	24,752
3,300	Maxwell Technologies, Inc.(a),(b)	35,046
100	Measurement Specialties, Inc.(a)	1,759
1,400	Mercury Computer Systems, Inc.(a)	10,542
4,300	Methode Electronics, Inc.	44,935
3,500	Mettler Toledo International, Inc.(a)	332,010
7,217	Microsemi Corp.(a)	181,724
2,000	Microtune, Inc.(a)	6,920
1,855	MoSys, Inc.(a)	9,108
3,300	Monolithic Power Systems, Inc.(a)	71,346
1,100	Multi-Fineline Electronix, Inc.(a)	30,437
3,800	NETGEAR, Inc.(a)	52,668
2,900	NU Horizons Electronics Corp.(a)	14,094
4,225	Nanogen, Inc.(a),(b)	1,606
2,000	Nanometrics, Inc.(a)	11,640
3,000	Nanophase Technologies Corp.(a)	6,930
3,700	Napco Security Systems, Inc.(a)	16,761
320	Neomagic Corp.(a)	102
4,500	NetList, Inc.(a)	7,650
2,200	Netlogic Microsystems, Inc.(a)	73,040
4,700	Newport Corp.(a)	53,533
17,235	Nuance Communications, Inc.(a)	270,072
35,940	ON Semiconductor Corp.(a)	329,570
2,200	OSI Systems, Inc.(a)	47,124
3,600	Omni Energy Services Corp.(a)	23,076
5,800	Omnivision Technologies, Inc.(a)	70,122
3,400	OpNext, Inc.(a)	18,292
1,600	Oplink Communications, Inc.(a)	15,360
300	PDF Solutions, Inc.(a)	1,785
1,500	PLX Technology, Inc.(a)	11,445
21,700	PMC-Sierra, Inc.(a)	166,005
1,500	Palomar Medical Technologies, Inc.(a)	14,970
1,150	Park Electrochemical Corp.	27,957
800	ParkerVision, Inc.(a),(b)	7,944
3,200	Pericom Semiconductor Corp.(a)	47,488
2,300	Photon Dynamics, Inc.(a)	34,684
1,100	Pixelworks, Inc.(a)	1,936
900	Planar Systems, Inc.(a)	2,340
3,300	Plantronics, Inc.	73,656
4,300	Plexus Corp.(a)	119,024
1,100	Powell Industries, Inc.(a)	55,451
2,100	Power Integrations, Inc.(a)	66,381
8,800	Power-One, Inc.(a),(b)	16,632
13,600	Powerwave Technologies, Inc.(a)	57,800
400	Preformed Line Products Co.	16,124
8,800	Quantum Corp.(a)	11,880
200	QuickLogic Corp.(a)	334
26,086	RF Micro Devices, Inc.(a)	75,649
2,800	Radisys Corp.(a)	25,368
200	Radyne Corp.(a)	2,286
10,500	Rambus, Inc.(a)	200,235
1,900	Raven Industries, Inc.	62,282
800	Richardson Electronics Ltd.	4,744
3,100	Rofin-Sinar Technologies, Inc.(a)	93,620

SCHEDULE

of INVESTMENTS
 (continued)

MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
2,928	Rudolph Technologies, Inc.(a)	\$ 22,546
800	SCM Microsystems, Inc.(a)	2,400
4,100	STEC, Inc.(a)	42,107
1,200	Sagemark Cos. Ltd.(a)	30
38,800	Sanmina-SCI Corp.(a)	49,664
45,932	Seagate Technology	878,679
1,100	Semitool, Inc.(a)	8,261
6,200	Semtech Corp.(a)	87,234
1,700	Shoretel, Inc.(a)	7,514
6,700	SiRF Technology Holdings, Inc.(a),(b)	28,944
154	Sielox, Inc.(a)	25
1,200	Sigmatron International, Inc.(a)	6,960
100	Silicon Graphics, Inc.(a)	543
7,900	Silicon Image, Inc.(a)	57,275
4,800	Silicon Laboratories, Inc.(a)	173,232
6,000	Silicon Storage Technology, Inc.(a)	16,620
16,300	Skyworks Solutions, Inc.(a)	160,881
2,900	Smart Modular Technologies WWH, Inc.(a)	11,107
9,900	Spansion LLC Class A(a)	22,275
3,900	Spectrum Brands, Inc.(a),(b)	9,945
1,800	Standard Microsystems Corp.(a)	48,870
3,300	Starent Networks Corp.(a)	41,514
3,700	SunPower Corp. Class A(a),(b)	266,326
4,300	Super Micro Computer, Inc.(a)	31,734
432	Superconductor Technologies, Inc.(a)	963
1,900	Superior Essex, Inc.(a)	84,797
2,000	Supertex, Inc.(a)	46,680
3,476	Symmetricom, Inc.(a)	13,348
2,300	Synaptics, Inc.(a)	86,779
6,900	Syntax-Brilliant Corp.(a),(b)	3,588
4,600	TTM Technologies, Inc.(a)	60,766
6,930	Taser International, Inc.(a),(b)	34,373
2,400	Technitrol, Inc.	40,776
300	Techwell, Inc.(a)	3,696
841	Tegal Corp.(a)	3,465
6,000	Tekelec(a)	88,260
3,300	Telkonet, Inc.(a),(b)	1,852
75	Terabeam, Inc.(a)	42
5,000	Tessera Technologies, Inc.(a)	81,850
4,900	Thinkorswim Group, Inc.(a)	34,545
5,765	Thomas & Betts Corp.(a)	218,205
800	Tollgrade Communications, Inc.(a)	3,592
21,100	TransSwitch Corp.(a)	19,412
560	Transmeta Corp.(a)	7,734
14,345	TriQuint Semiconductor, Inc.(a)	86,931
3,700	Ultra Clean Holdings, Inc.(a)	29,452
2,200	Ultralife Batteries, Inc.(a)	23,518
2,200	Ultratech, Inc.(a)	34,144
100	Unica Corp.(a)	804
600	Unitil Corp.	16,266
10,500	Valence Technology, Inc.(a),(b)	46,305
7,450	Varian Semiconductor Equipment Associates, Inc.(a)	259,409
2,850	Varian, Inc.(a)	145,521
2,300	Viasat, Inc.(a)	46,483
4,400	Vicor Corp.	43,912
2,300	Virage Logic Corp.(a)	16,468
12,961	Vishay Intertechnology, Inc.(a)	114,964
1,700	Vocus, Inc.(a)	54,689
3,000	Volterra Semiconductor Corp.(a)	51,780
20,000	Western Digital Corp.(a)	690,600
500	Williams Controls, Inc.(a)	6,335
5,317	Zebra Technologies Corp. Class A(a)	173,547
7,424	Zhone Technologies, Inc.(a)	5,642
5,461	Zoran Corp.(a)	63,894

ENERGY & RAW MATERIALS - 6.4%		
1,000	APCO Argentina, Inc.	28,950
800	Adams Resources & Energy, Inc.	27,120
2,000	Alliance Resource Partners LP	111,360
6,900	Alpha Natural Resources, Inc.(a)	719,601
3,300	Amerigas Partners LP	105,105
13,000	Arch Coal, Inc.	975,390
3,600	Atlas Pipeline Partners LP	140,616
2,700	Atwood Oceanics, Inc.(a)	335,718
600	Barnwell Industries, Inc.	7,860
4,000	Berry Petroleum Co. Class A	235,520
3,800	Boardwalk Pipeline Partners LP	89,262
4,500	Brigham Exploration Co.(a)	71,235
2,300	Bristow Group, Inc.(a)	113,827

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
3,500	Bronco Drilling Co., Inc.(a)	\$ 64,330
2,500	Buckeye GP Holdings LP	56,525
4,100	Buckeye Partners LP	175,357
2,350	CARBO Ceramics, Inc.	137,123
1,700	CREDO Petroleum Corp.(a)	23,307
5,454	CVR Energy, Inc.(a)	104,990
4,075	Cal Dive International, Inc.(a)	58,232
33,100	Calpine Corp.(a)	746,736
2,300	Calumet Specialty Products Partners LP	33,028
7,316	Cimarex Energy Co.	509,706
3,200	Compass Minerals International, Inc.	257,792
3,600	Crosstex Energy, Inc.(b)	124,776
800	Dawson Geophysical Co.(a)	47,568
22,100	Denbury Resources, Inc.(a)	806,650
1,800	Double Eagle Pete & Mining Co.(a)	32,814
3,200	Dril-Quip, Inc.(a)	201,600
7,800	Dune Energy, Inc.(a)	8,034
3,600	Enterprise GP Holdings LP	108,288
27,505	Enterprise Products Partners LP	812,498
6,263	Exterran Holdings, Inc.(a)	447,742
400	Exterran Partners LP	12,428
11,600	FMC Technologies, Inc.(a)	892,388
4,300	Ferrellgas Partners LP	84,624
7,600	Forest Oil Corp.(a)	566,200
4,500	Foundation Coal Holdings, Inc.	398,610
1,300	Furmanite Corp.(a)	10,374
7,600	GeoPetro Resources Co.(a)	30,476
2,600	Goodrich Petroleum Corp.(a)	215,592
14,200	Grey Wolf, Inc.(a)	128,226
1,300	Haynes International, Inc.(a)	74,815
4,600	Headwaters, Inc.(a)	54,142
8,500	Helmerich & Payne, Inc.	612,170
1,500	Holly Energy Partners LP	58,500
3,300	ICO Inc.(a)	19,866
8,600	ION Geophysical Corp.(a)	150,070
3,400	Inergy LP	88,468
2,500	James River Coal Co.(a)	146,725
6,000	John D. Oil & Gas Co.(a)	3,420
9,800	Joy Global, Inc.	743,134
16,100	Kinder Morgan Energy Partners LP	897,253
5,400	Kirby Corp.(a)	259,200
700	Lime Energy Co.(a)	4,550
1,500	Lufkin Industries, Inc.	124,920
1,300	MAXXAM, Inc.(a)	32,994
21,700	McDermott International, Inc.(a)	1,343,013
900	NL Industries, Inc.	8,577
2,700	National Coal Corp.(a)	23,949
1,400	Natural Gas Services Group(a)	42,672

3,200	Natural Resource Partners LP	131,840
6,100	Newpark Resources, Inc.(a)	47,946
3,100	NuStar GP Holdings,LLC	67,177
4,900	Oil States International, Inc.(a)	310,856
2,000	Orion Energy Systems, Inc.(a)	20,000
4,300	Parallel Petroleum Corp.(a)	86,559
11,600	Parker Drilling Co.(a)	116,116
2,600	Patriot Coal Corp.(a)	398,554
4,100	Penn Virginia Corp.	309,222
2,000	Penn Virginia GP Holdings LP	65,600
2,500	Penn Virginia Resource Partners LP	67,700
1,580	Petroleum Development Corp.(a)	105,054
5,200	Pioneer Drilling Co.(a)	97,812
9,841	Plains All American Pipeline LP	443,928
9,512	Quantum Fuel Systems Technologies Worldwide, Inc.(a),(b)	29,298
2,600	Quest Energy Partners LP	42,432
100	RGC Resources, Inc.	2,800
2,000	Rex Energy Corp.(a)	52,800
2,277	SEACOR Holdings, Inc.(a)	203,814
8,100	SandRidge Energy, Inc.(a)	523,098
3,100	Swift Energy Co.(a)	204,786
1,700	TC PipeLines LP	59,908
4,200	TXCO Resources, Inc.(a)	49,392
5,055	Tidewater, Inc.	328,727
8,000	USEC, Inc.(a),(b)	48,640
4,700	Unit Corp.(a)	389,959
4,100	Uranium Resources, Inc.(a)	15,129
2,600	W-H Energy Services, Inc.(a)	248,924
1,700	Westmoreland Coal Co.(a)	35,887
4,700	Williams Partners LP	154,395
2,900	World Fuel Services Corp.	63,626

		19,467,995

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
ENERGY & UTILITIES - 5.0%		
7,400	AGL Resources, Inc.(c)	\$ 255,892
1,100	ATG, Inc.(a)	-
3,500	Active Power, Inc.(a)	4,095
2,600	Akeena Solar, Inc.(a),(b)	14,534
2,700	Allethe, Inc.	113,400
10,500	Alliant Energy Corp.	359,730
1,350	American States Water Co.	47,169
5,800	American Water Works Co., Inc.(a)	128,644
13,017	Aqua America, Inc.(b)	207,881
27,010	Aquila, Inc.(a)	101,827
225	Artesian Resources Corp. Class A	4,137
7,600	Atmos Energy Corp.	209,532
200	Atrion Corp.	19,164
6,500	Aventine Renewable Energy Holdings, Inc.(a),(b)	28,600
5,500	Avista Corp.	118,030
3,600	Basin Water, Inc.(a),(b)	16,848
7,730	Beacon Power Corp.(a),(b)	16,233
4,600	BioFuel Energy Corp.(a)	11,730
3,800	Black Hills Corp.	121,828
1,600	CH Energy Group, Inc.	56,912
2,200	Cadiz, Inc.(a)	35,464
2,100	California Water Service Group	68,817
1,500	Central Vermont Public Service Corp.	29,055
1,500	Cheniere Energy Partners LP	13,635
1,300	Chesapeake Utilities Corp.	33,436
6,100	Cleco Corp.	142,313
1,900	Comverge, Inc.(a),(b)	26,562
600	Connecticut Water Service, Inc.	13,440
1,200	Contango Oil & Gas Co.(a)	111,504
3,800	Copano Energy LLC Common Units	128,250

1,400	DCP Midstream Partners LP	40,950
10,835	DPL, Inc.	285,827
100	Delta Natural Gas Co., Inc.	2,612
4,000	Eagle Rock Energy Partners LP	65,440
4,800	El Paso Electric Co. (a)	95,040
2,600	El Paso Pipeline Partners LP	53,690
3,700	The Empire District Electric Co.	68,598
1,400	EnerNOC, Inc. (a), (b)	25,130
6,200	Energen Corp.	483,786
13,600	Energy East Corp.	336,192
7,600	Energy Transfer Partners LP	330,372
300	Energy West, Inc.	3,237
450	EnergySouth, Inc.	22,077
12,280	Equitable Resources, Inc.	848,057
4,700	Evergreen Energy, Inc. (a), (b)	8,178
199	Florida Public Utilities Co.	2,368
100	GeoMet, Inc. (a)	948
1,000	Global Partners LP	15,830
7,000	Great Plains Energy, Inc.	176,960
300	GreenHunter Energy, Inc. (a)	4,098
8,120	Hawaiian Electric Industries, Inc.	200,808
4,400	IDACORP, Inc.	127,116
2,200	The Laclede Group, Inc.	88,814
14,825	MDU Resources Group, Inc.	516,800
2,300	MGE Energy, Inc.	75,026
2,300	Magellan Midstream Holdings LP	51,750
766	Middlesex Water Co.	12,708
20,400	Mirant Corp. (a)	798,660
1,700	Mitcham Industries, Inc. (a)	29,036
22,460	NRG Energy, Inc. (a)	963,534
10,200	NSTAR	344,964
6,350	National Fuel Gas Co.	377,698
4,260	New Jersey Resources Corp.	139,089
4,100	NorthWestern Corp.	104,222
15,000	Northeast Utilities Inc.	382,950
2,700	Northwest Natural Gas Co.	124,902
7,700	OGE Energy Corp.	244,167
5,000	ONEOK Partners LP	279,500
9,090	Oneok, Inc.	443,865
1,800	Ormat Technologies, Inc.	88,524
2,800	Otter Tail Corp.	108,724
7,000	PNM Resources, Inc.	83,720
177	Pennichuck Corp.	4,098
7,000	Piedmont Natural Gas Co. (b)	183,120
2,600	Pike Electric Corp. (a)	43,186
6,400	Portland General Electric Co.	144,128
9,800	Puget Energy, Inc.	235,102
2,800	Regency Energy Partners LP	67,872
34,100	Reliant Energy, Inc. (a)	725,307
396	Renegy Holdings, Inc. (a)	1,445
10,000	SCANA Corp.	370,000
600	SJW Corp.	15,840

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES	INDUSTRY/ISSUE	VALUE
HELD		
<S>	<C>	<C>
600	SMF Energy Corp. (a)	\$ 324
2,900	SemGroup Energy Partners LP	73,486
22,500	Sierra Pacific Resources	285,975
2,800	South Jersey Industries, Inc.	104,608
10,554	Southern Union Co.	285,169
3,200	Southwest Gas Corp.	95,136
3,671	Southwest Water Co.	36,783
1,700	Spectra Energy Partners LP (b)	39,185
1,100	Star Gas Partners LP (a)	3,069
4,400	Targa Resources Partners LP	101,420
8,600	Transmeridian Exploration, Inc. (a), (b)	5,418
9,260	UGI Corp.	265,855
1,833	UIL Holdings Corp.	53,909

3,600	Unisource Energy Corp.	111,636
7,400	Vectren Corp.	230,954
2,100	Venoco, Inc.(a)	48,741
10,457	VeraSun Energy Corp.(a),(b)	43,187
4,800	WGL Holdings, Inc.	166,752
10,125	Westar Energy, Inc.	217,789
11,080	Wisconsin Energy Corp.	501,038

		15,355,161

FOOD & AGRICULTURE - 2.2%

400	Alico, Inc.	13,864
2,000	The Andersons, Inc.	81,420
3,765	Applied Energetics, Inc.(a),(b)	5,986
5,200	B&G Foods, Inc. Class A	48,568
500	Bridgford Foods Corp.(a)	3,025
11,500	Bunge Ltd.(b)	1,238,435
9,100	Burger King Holdings, Inc.	243,789
5,300	CF Industries Holdings, Inc.	809,840
200	Cagle's, Inc. Class A(a)	1,100
1,700	Cal-Maine Foods, Inc.(b)	56,083
4,702	Chiquita Brands International, Inc.(a)	71,329
400	Coca-Cola Bottling Co. Consolidated	14,792
300	Consolidated-Tomoka Land Co.	12,618
6,200	Corn Products International, Inc.	304,482
1,200	Cuisine Solutions, Inc.(a)	2,580
500	Dairy Mart Convenience Stores, Inc.(a)	-
8,200	Darling International, Inc.(a)	135,464
15,500	Del Monte Foods Co.	110,050
300	Diamond Foods, Inc.	6,912
25,100	Dr.Pepper Snapple Group, Inc.(a)	526,598
299	Eden Bioscience Corp.(a)	449
700	Farmer Bros. Co.	14,805
100	Fisher Communications, Inc.(a)	3,444
8,018	Flowers Foods, Inc.	227,230
4,700	Fresh Del Monte Produce, Inc.(a)	110,779
1,100	Gehl Co.(a)	16,269
600	Golden Enterprises, Inc.	1,188
2,300	Green Mountain Coffee Roasters, Inc.(a)	86,411
1,000	Griffin Land & Nurseries, Inc.	30,700
3,939	Hain Celestial Group, Inc.(a)	92,488
6,986	Hormel Foods Corp.	241,785
1,712	Imperial Sugar Co. New Shares	26,587
2,300	Ingles Markets, Inc. Class A	53,659
2,200	J&J Snack Foods Corp.	60,302
4,519	The J.M. Smucker Co.	183,652
700	John B. Sanfilippo & Son, Inc.(a)	6,083
4,200	Jones Soda Co.(a),(b)	13,524
2,200	Lance, Inc.	41,294
2,200	Lifeway Foods, Inc.(a)	26,158
2,900	MGP Ingredients, Inc.	16,820
400	Maui Land & Pineapple Co., Inc.(a)	11,780
700	Monterey Gourmet Foods, Inc.(a)	1,414
1,220	Nash Finch Co.	41,809
1,312	Neogen Corp.(a)	30,032
5,900	NitroMed, Inc.(a)	5,900
2,200	The Pantry, Inc.(a)	23,452
2,200	Peet's Coffee & Tea, Inc.(a)	43,604
6,227	PepsiAmericas, Inc.	123,170
5,200	Pilgrim's Pride Corp.	67,548
2,632	Ralcorp Holdings, Inc.(a)	130,126
1,495	Rocky Mountain Chocolate Factory, Inc.	14,397
2,150	Sanderson Farms, Inc.	74,218
4,200	Schiff Nutrition International, Inc.	23,520
4,500	The Scotts Miracle-Gro Co.	79,065
40	Seaboard Corp.	62,040
200	Seneca Foods Corp.(a)	4,170

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES

HELD

INDUSTRY/ISSUE

VALUE

<S>	<C>	<C>
3,500	Smart Balance, Inc.(a)	\$ 25,235
12,088	Smithfield Foods, Inc.(a)	240,309
114	SoftBrands, Inc.(a)	116
2,500	Spartan Stores, Inc.	57,500
1,900	Susser Holdings Corp.(a)	18,392
400	Tasty Baking Co.	2,180
600	Tejon Ranch Co.(a)	21,636
8,600	Terra Industries, Inc.	424,410
2,151	Tootsie Roll Industries, Inc.(b)	54,055
1,812	TreeHouse Foods, Inc.(a)	43,959
4,100	United Natural Foods, Inc.(a)	79,868
800	Willamette Valley Vineyards, Inc.(a)	4,088
4,700	Winn-Dixie Stores, Inc.(a)	75,294
125	Zanett, Inc.(a)	166
800	Zapata Corp.(a)	5,592

		6,729,607

GOLD - 0.1%		
5,800	Allied Nevada Gold Corp.(a)	34,162
1,200	Aurora Oil & Gas Corp.(a)	516
4,700	NGAS Resources, Inc.(a)	43,616
3,335	Royal Gold, Inc.	104,586
9,100	US Gold Corp.(a)	21,112

		203,992

INSURANCE - 3.4%		
1,300	21st Century Holding Co.	10,621
30,400	AMBAC Financial Group, Inc.	40,736
2,600	Affirmative Insurance Holdings, Inc.	17,680
554	Alleghany Corp.(a)	183,956
4,400	Allied World Assurance Holdings Ltd.	174,328
3,200	AmCOMP, Inc.(a)	31,104
4,300	AmTrust Financial Services, Inc.	54,180
6,100	American Equity Investment Life Holding Co.	49,715
7,250	American Financial Group, Inc.	193,937
1,600	American National Insurance Co.	156,832
700	American Physicians Service Group, Inc.	15,323
2,800	Amerisafe, Inc.(a)	44,632
5,305	Arch Capital Group Ltd.(a)	351,827
2,239	Argo Group International Holdings Ltd.(a)	75,141
7,500	Arthur J. Gallagher & Co.	180,750
7,500	Aspen Insurance Holdings Ltd.	177,525
6,100	Assured Guaranty Ltd.	109,739
700	Atlantic American Corp.(a)	1,274
13,500	Axis Capital Holdings Ltd.	402,435
950	Baldwin & Lyons, Inc. Class B	16,606
9,800	Brown & Brown, Inc.	170,422
3,029	CNA Financial Corp.	76,179
1,900	CNA Surety Corp.(a)	24,016
4,800	CastlePoint Holdings, Ltd.	43,632
15,500	Conseco, Inc.(a)	153,760
3,200	Crawford & Co. Class B(a)	25,568
200	Darwin Professional Underwriters, Inc.(a)	6,160
4,450	Delphi Financial Group, Inc. Class A	102,973
400	Donegal Group, Inc. Class A	6,348
1,700	EMC Insurance Group, Inc.	40,936
1,900	Eastern Insurance Holdings, Inc.	29,640
2,200	eHealth, Inc.(a)	38,852
3,700	Employers Holdings, Inc.	76,590
5,300	Endurance Specialty Holdings Ltd.	163,187
500	Enstar Group Ltd.(a)	43,750
3,200	Erie Indemnity Co. Class A	147,680
5,500	Everest Re Group Ltd.	438,405
1,700	FBL Financial Group, Inc. Class A	33,796
1,200	FPIC Insurance Group, Inc.(a)	54,384
20,764	Fidelity National Title Group, Inc. Class A	261,626
7,835	First American Corp.	206,844
2,500	First Mercury Financial Corp.(a)	44,100
400	First United Corp.	7,268
4,500	Flagstone Reinsurance Holdings Ltd.	53,055
3,800	Greenlight Capital Re Ltd.(a)	86,868
11,150	HCC Insurance Holdings, Inc.	235,711
4,200	The Hanover Insurance Group, Inc.	178,500
1,400	Harleysville Group, Inc.	47,362

</TABLE>

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(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD		INDUSTRY/ISSUE	VALUE
<S>	<C>		<C>
2,900		Hilb Rogal & Hobbs Co.	\$ 126,034
4,300		Horace Mann Educators Corp.	60,286
5,500		IPC Holdings, Ltd.	146,025
720		Independence Holding Co.	7,034
1,800		Infinity Property & Casualty Corp.	74,736
6,000		Isolagen, Inc.(a)	1,980
1,000		Kansas City Life Insurance Co.	41,700
1,500		LandAmerica Financial Group, Inc.	33,285
1,225		Life Partners Holdings, Inc.(b)	24,476
897		Markel Corp.(a)	329,199
5,300		Max Capital Group Ltd.	113,049
3,900		Meadowbrook Insurance Group, Inc.	20,670
1,600		Mercer Insurance Group, Inc.	27,840
2,500		Mercury General Corp.	116,800
6,900		Montpelier Re Holdings Ltd.	101,775
600		NYMAGIC, Inc.	11,496
3,200		National Atlantic Holdings Corp.(a)	19,360
600		National Interstate Corp.	11,028
5,200		Nationwide Financial Services, Inc. Class A	249,652
1,700		Navigators Group, Inc.(a)	91,885
2,600		Odyssey Re Holdings Corp.	92,300
19,412		Old Republic International Corp.	229,838
2,400		OneBeacon Insurance Group Ltd.	42,168
4,695		PMA Capital Corp. Class A(a)	43,241
2,400		The PMI Group, Inc.	4,680
5,400		PartnerRe Ltd.	373,302
250		Penn Treaty American Corp.(a)	1,210
5,200		Philadelphia Consolidated Holding Co.(a)	176,644
7,300		The Phoenix Cos., Inc.	55,553
2,000		Pico Holdings, Inc.(a)	86,900
5,000		Platinum Underwriters Holdings Ltd.	163,050
3,400		Presidential Life Corp.	52,428
3,000		ProAssurance Corp.(a)	144,330
5,800		Protective Life Corp.	220,690
2,000		RLI Corp.	98,940
4,544		Radian Group, Inc.(b)	6,589
2,900		Reinsurance Group of America, Inc.	126,208
5,700		RenaissanceRe Holdings Ltd.	254,619
400		SCPPIE Holdings, Inc.(a)	11,196
1,800		Safety Insurance Group, Inc.	64,170
2,900		SeaBright Insurance Holdings, Inc.(a)	41,992
4,800		Security Capital Assurance Ltd.	1,392
3,900		Selective Insurance Group, Inc.	73,164
4,000		Stancorp Financial Group, Inc.	187,840
1,425		State Auto Financial Corp.	34,100
2,200		Stewart Information Services Corp.	42,548
2,500		Tower Group, Inc.	52,975
2,631		Transatlantic Holdings, Inc.	148,573
2,900		Triad Guaranty, Inc.(a),(b)	3,016
300		Unico American Corp.(a)	2,610
3,900		United America Indemnity, Ltd.(a)	52,143
2,000		United Fire & Casualty Co.	53,860
4,500		Unitrin, Inc.	124,065
5,400		Universal American Financial Corp.(a)	55,188
400		Universal Insurance Holdings, Inc.	1,416
3,300		Validus Holdings Ltd.	70,125
12,990		W.R. Berkley Corp.	313,838
4,100		WellCare Health Plans, Inc.(a)	148,215
2,850		Zenith National Insurance Corp.	100,206

			10,449,585

		INTERNATIONAL OIL - 0.0%	
3,100		ATP Oil & Gas Corp.(a)	122,357
4,700		Sulphco, Inc.(a),(b)	10,669

			133,026

		LIQUOR - 0.1%	
1,500		Boston Beer Co., Inc. Class A(a)	61,020
2,912		Central European Distribution Corp.(a)	215,925

2,760	National Beverage Corp.	20,065
100	Pyramid Breweries, Inc.(a)	271

		297,281

MEDIA - 2.0%		
3,100	ACCO Brands Corp.(a)	34,813
1,296	AH Belo Corp.	7,387
1,000	Acme Communications, Inc.(a)	1,380

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES

HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
2,250	America's Car Mart, Inc.(a)	\$ 40,320
4,100	Beasley Broadcasting Group, Inc. Class A	18,737
6,480	Belo Corp. Class A	47,369
19,100	Blockbuster, Inc. Class A(a),(b)	47,750
50	CTN Media Group, Inc.(a)	-
21,900	Cablevision Systems Corp. Class A(a)	494,940
2,500	Carmike Cinemas, Inc.	14,675
29,000	Charter Communications, Inc. Class A(a),(b)	30,450
3,700	Cinemark Holdings, Inc.	48,322
19,200	Citadel Broadcasting Corp.(a),(b)	23,424
2,300	Coleman Cable, Inc.(a)	23,736
1,300	Consolidated Graphics, Inc.(a)	64,051
1,500	Crown Media Holdings, Inc. Class A(a)	7,110
6,165	Cumulus Media, Inc. Class A(a)	24,290
20,765	DISH Network Corp.(a)	607,999
2,500	Document Security Systems, Inc.(a),(b)	12,150
2,500	Dolan Media Co.(a)	45,500
5,700	DreamWorks Animation SKG, Inc. Class A(a)	169,917
4,173	EchoStar Holding Corp.(a)	130,281
6,400	Emmis Communications Corp. Class A(a)	16,128
3,000	Entercom Communications Corp.	21,060
6,500	Entravision Communications Corp. Class A(a)	26,130
6,080	Gartner, Inc. Class A(a)	125,978
5,400	GateHouse Media, Inc.(b)	13,284
2,920	Gaylord Entertainment Co.(a)	69,963
1,900	Global Traffic Network, Inc.(a)	16,986
2,200	Gray Television, Inc.	6,314
80	iBEAM Broadcasting Corp.(a)	-
8,900	Idearc, Inc.	20,915
1,300	Internet Brands, Inc. Class A(a)	8,619
20	Intraware, Inc.(a)	85
4,100	John Wiley & Sons, Inc. Class A	184,623
4,500	Journal Communications, Inc. Class A	21,690
2,200	The Knot, Inc.(a)	21,516
2,400	Lee Enterprises, Inc.(b)	9,576
28,441	Liberty Global, Inc.(a)	893,901
3,922	Liberty Global, Inc. Series C(a)	119,072
49,628	Liberty Media Corp. - Entertainment Class A(a)	1,202,486
3,200	Lin TV Corp. Class A(a)	19,072
5,500	Live Nation, Inc.(a)	58,190
1,400	Loral Space & Communications Ltd.(a)	24,668
3,600	Martha Stewart Living Omnimedia, Inc. Class A(a)	26,640
6,000	McClatchy Co. Class A(b)	40,680
3,000	Media General, Inc. Class A	35,850
7,100	Mediacom Communications Corp. Class A(a)	37,914
4,700	National CineMedia, Inc.	50,102
5,600	Navarre Corp.(a)	9,184
1,400	Network Equipment Technologies, Inc.(a)	4,970
4,500	Nexstar Broadcasting Group, Inc. Class A(a)	18,405
10,600	Palatin Technologies, Inc.(a)	2,013
2,100	Playboy Enterprises, Inc. Class B(a)	10,374
3,905	Primedia, Inc.	18,197
2,000	Radio One, Inc. Class D(a)	2,580
7,800	Regal Entertainment Group Series A	119,184
2,900	Regent Communications, Inc.(a)	2,599
1,500	Rewards Network, Inc.(a)	5,955

1,425	Saga Communications, Inc. Class A(a)	7,139
1,600	Salem Communications Corp. Class A	3,152
2,710	Scholastic Corp.(a)	77,669
8,200	Scripps Networks Interactive Class A(a)	25,174
8,700	Sinclair Broadcast Group, Inc. Class A	66,120
8,630	Source Interlink Cos., Inc.(a),(b)	19,072
5,100	Spanish Broadcasting System, Inc. Class A(a)	5,814
7,165	TiVo, Inc.(a)	44,208
15,300	Time Warner Cable, Inc.(a)	405,144

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		
HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
320	Triple Crown Media, Inc.(a)	\$ 150
600	United Capital Corp.(a)	11,520
3,700	Valassis Communications, Inc.(a)	46,324
2,800	ValueVision Media, Inc. Class A(a)	9,996
2,100	WPT Enterprises, Inc.(a)	2,163
3,600	Westwood One, Inc.(a)	4,464
6,900	WorldSpace, Inc. Class A(a),(b)	12,903
27,875	XM Satellite Radio Holdings, Inc. Class A(a)	218,540
2,400	Young Broadcasting, Inc. Class A(a)	336

		6,119,392

MISCELLANEOUS - 0.6%

1,300	Alliance Holdings GP LP	38,753
100	Calavo Growers, Inc.	1,225
1,900	Ceco Environmental Corp.(a)	11,191
2,700	Coinstar, Inc.(a)	88,317
5,000	Complete Production Services, Inc.(a)	182,100
1,600	Delek US Holdings, Inc.	14,736
2,600	DynCorp. International, Inc.(a)	39,390
65	FLO Corp.(a)	16
6,400	Force Protection, Inc.(a),(b)	21,184
1,300	Gerber Scientific, Inc.(a)	14,794
650	Graham Corp.	48,172
400	HSW International, Inc.(a)	1,160
10,800	International Coal Group, Inc.(a),(b)	140,940
13,207	Liberty Media Holding Corp. - Capital(a)	190,181
57,636	Liberty Media Holding Corp. - Interactive(a)	850,707
500	Northstar Neuroscience, Inc.(a)	795
2,700	Penson Worldwide, Inc.(a)	32,265
2,900	Smith & Wesson Holding Corp.(a)	15,109
1,800	Teekay LNG Partners LP	47,394

		1,738,429

MISCELLANEOUS FINANCE - 10.3%

1,210	1st Source Corp.	19,481
2,100	Acacia Research - Acacia Technologies(a)	9,408
4,200	Advance America, Cash Advance Centers, Inc.	21,336
4,950	Advanta Corp. Class B	31,135
3,900	Affiliated Managers Group, Inc.(a)	351,234
1,400	Agree Realty Corp.	30,870
2,800	AllianceBernstein Holding LP	153,104
3,120	Amcore Financial, Inc.	17,659
8,850	AmeriCredit Corp.(a),(b)	76,287
3,976	American Campus Communities, Inc.	110,685
1,200	Ampal-American Israel Corp. Class A(a)	5,412
2,600	Anchor Bancorp Wisconsin, Inc.	18,226
6,800	Ashford Hospitality Trust, Inc.	31,416
2,100	Asset Acceptance Capital Corp.	25,662
1,600	Asta Funding, Inc.	14,496
8,550	Astoria Financial Corp.	171,684
74	Atlantic Coast Federal Corp.	547
3,200	BGC Partners, Inc.(a)	24,160
2,301	BOK Financial Corp.	122,988
2,200	BP Prudhoe Bay Royalty Trust	227,392

1,100	Bancorp Rhode Island, Inc.	31,427
2,300	Bank of the Ozarks, Inc.	34,178
5,535	BankUnited Financial Corp.Class A(b)	5,313
2,100	Banner Corp.	18,606
101	Berkshire Hathaway, Inc. Class A(a), (b)	12,195,750
1,400	Berkshire Hills Bancorp, Inc.	33,110
1,900	BlackRock, Inc.(e)	336,300
14,400	Blackstone Group LP(b)	262,224
2,400	Broadpoint Securities Group, Inc.(a)	4,800
11,600	Broadridge Financial Solutions LLC	244,180
1,500	Brookfield Infrastructure Partners LP	29,400
7,275	CVB Financial Corp.	68,676
1,700	Calamos Asset Management, Inc. Class A	28,951
500	Camco Financial Corp.	5,065
4,600	CapLease, Inc.	34,454
540	Capital Corp. of the West	2,052
2,100	Capital Trust, Inc.(b)	40,341

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
16,441	CapitalSource, Inc.(b)	\$ 182,166
515	Cascade Financial Corp.	3,353
3,000	Cash America International, Inc.	93,000
5,322	Cathay General Bancorp(b)	57,850
3,600	Centerline Holding Co.	6,012
3,476	Central Pacific Financial Corp.	37,054
3,100	Cenveo, Inc.(a)	30,287
500	Charter Financial Corp.	11,125
1,600	Citizens First Bancorp, Inc.	9,600
2,890	Citizens, Inc.(a), (b)	17,716
400	Clayton Holdings, Inc.(a)	2,388
1,800	Cohen & Steers, Inc.	46,746
4,900	CompuCredit Corp.(a), (b)	29,400
12,000	Corrections Corp. of America(a)	329,640
11,180	Covanta Holding Corp.(a)	298,394
2,400	Cowen Group, Inc.(a)	18,528
956	Cross Timbers Royalty Trust	57,532
3,540	Deerfield Capital Corp.(b)	2,797
300	Diamond Hill Investments Group(a)	25,050
3,700	Dime Community Bancshares, Inc.	61,087
2,000	Downey Financial Corp.(b)	5,540
1,200	Duff & Phelps Corp.(a)	19,872
629	ESB Financial Corp.	6,120
300	Eastern Virginia Bankshares, Inc.	4,800
10,200	Eaton Vance Corp.	405,552
1,600	Encore Capital Group, Inc.(a)	14,128
3,000	Epoch Holding Corp.	27,360
700	Evercore Partners, Inc. Class A	6,650
8,160	Extra Space Storage, Inc.	125,338
4,100	Ezcorp, Inc.(a)	52,275
3,400	FBR Capital Markets Corp.(a)	17,102
2,450	FCStone Group, Inc.(a)	68,429
900	The FINOVA Group, Inc.(a)	23
100	Federal Agricultural Mortgage Corp. Class B	2,478
1,900	Financial Federal Corp.	41,724
500	First Defiance Financial Corp.	8,005
800	First Financial Corp.	24,488
1,400	First Financial Holdings, Inc.	24,052
4,400	First Financial Northwest, Inc.	43,692
6,200	The First Marblehead Corp.	15,934
615	First Place Financial Corp.	5,781
1,900	FirstFed Financial Corp.(a), (b)	15,276
3,600	Flagstar Bancorp, Inc.(b)	10,836
2,950	Flushing Financial Corp.	55,903
4,100	Fortress Investment Group LLC(b)	50,512
6,600	Franklin Street Properties Corp.	83,424
9,710	Friedman Billings Ramsey Group, Inc. Class A	14,565
300	Frontline Capital Group(a)	-

700	GAMCO Investors, Inc. Class A	34,734
6,400	GFI Group, Inc.	57,664
20,600	GLG Partners, Inc.(b)	160,680
5,656	Glacier Bancorp, Inc.(b)	90,439
2,839	Gramercy Capital Corp.	32,904
900	Greenhill & Co., Inc.	48,474
900	HMN Financial, Inc.	13,905
2,000	Heartland Payment Systems, Inc.(b)	47,200
420	Heritage Financial Corp.	6,657
4,100	Hersha Hospitality Trust	30,955
4,000	Hugoton Royalty Trust	148,000
1,300	IBERIABANK Corp.	57,811
4,900	ITC Holdings Corp.	250,439
242	Independence Federal Savings Bank(a)	1,392
2,524	Independent Bank Corp./MI	10,096
13,400	IndyMac Bancorp, Inc.(b)	8,308
800	InnSuites Hospitality Trust	880
4,100	Interactive Brokers Group, Inc. Class A(a)	131,733
1,000	International Assets Holding Corp., Inc.(a)	30,060
6,141	International Bancshares Corp.	131,233
36,800	Invesco Ltd.(d)	882,464
4,500	Investment Technology Group, Inc.(a)	150,570
4,100	JMP Group, Inc.	27,101
2,900	Jackson Hewitt Tax Service, Inc.	35,438
11,100	Jefferies Group, Inc. New Shares(b)	186,702
2,200	KBW, Inc.(a)	45,276
12,200	KKR Financial Holdings LLC	128,100
9,500	Knight Capital Group, Inc. Class A(a)	170,810
3,600	LaBranche & Co., Inc.(a)	25,488

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
5,581	Ladenburg Thalmann Financial Services, Inc.(a), (b)	\$ 8,427
4,400	Lazard Ltd. Class A	150,260
1,000	Lincoln Bancorp	11,100
1,000	Lipid Sciences, Inc.(a)	420
3,650	MB Financial, Inc.	82,016
3,390	MDRNA, Inc.(a)	4,136
8,700	MF Global Ltd.(a)	54,897
4,700	MSCI, Inc.(a)	170,563
200	Malan Realty Investors, Inc.(a), (f)	-
6,806	MasterCard, Inc. Class A	1,807,129
300	Maxus Realty Trust, Inc.	3,003
1,200	McGrath RentCorp	29,508
3,300	Medallion Financial Corp.	31,086
7,100	Medical Properties Trust, Inc.	71,852
900	Merriman Curhan Ford Group, Inc.(a)	1,134
500	MicroFinancial, Inc.	1,855
115	Mid Penn Bancorp, Inc.	2,898
2,100	MoneyGram International, Inc.(b)	1,894
2,462	Monmouth Real Estate Investment Corp. Class A	15,757
300	MutualFirst Financial, Inc.	2,943
400	NASB Financial, Inc.	7,112
14,600	The NASDAQ Stock Market, Inc.(a)	387,630
3,600	National Financial Partners Corp.(b)	71,352
120	National Security Group, Inc.	1,772
356	National Western Life Insurance Co. Class A	77,786
3,100	Nelnet, Inc. Class A	34,813
32,341	New York Community Bancorp, Inc.	576,963
2,900	NewStar Financial, Inc.(a)	17,139
80	North American Scientific, Inc.(a)	82
2,000	Northwest Bancorp, Inc.	43,640
8,200	Nymex Holdings, Inc.	692,736
3,700	Och-Ziff Capital Management Group LLC(b)	70,337
4,700	Ocwen Financial Corp.(a)	21,855
700	One Liberty Properties, Inc.	11,417
5,700	optionsXpress Holdings, Inc.	127,338
1,400	Oritani Financial Corp.(a)	22,400

612	PAB Bankshares, Inc.	5,025
2,125	PMC Commercial Trust	17,000
321	PVF Capital Corp.	2,330
2,961	PacWest Bancorp	44,060
5,010	Pacific Capital Bancorp	69,038
2,045	Piper Jaffray Cos. (a)	59,980
1,200	Portfolio Recovery Associates, Inc. (a), (b)	45,000
500	Provident Financial Holdings, Inc.	4,720
4,689	Provident Financial Services, Inc.	65,693
870	Pzena Investment Management, Inc. Class A(b)	11,101
8,450	Raymond James Financial, Inc.	222,996
2,000	Reis, Inc. (a)	10,980
2,475	Reasant Corp.	36,457
1,000	Resource America, Inc. Class A	9,320
1,600	Riskmetrics Group, Inc. (a)	31,424
200	Riverview Bancorp, Inc.	1,480
300	Roberts Realty Investors, Inc. (a)	1,650
800	Roma Financial Corp.	10,480
2,800	Rome Bancorp, Inc.	31,080
13,220	SEI Investments Co.	310,934
2,265	SWS Group, Inc.	37,622
4,200	Sanders Morris Harris Group, Inc.	28,476
703	Santander BanCorp	7,459
384	Security Bank Corp.	2,250
3,300	Siebert Financial Corp.	10,032
3,600	Specialty Underwriters' Alliance, Inc. (a)	19,332
4,843	Sterling Financial Corp.	20,050
1,800	Stifel Financial Corp. (a)	61,902
420	Student Loan Corp.	41,194
300	Supertel Hospitality, Inc.	1,488
23,780	TD Ameritrade Holding Corp. (a)	430,180
100	TF Financial Corp.	2,150
4,679	Tarragon Corp. (a), (b)	8,188
2,800	Thomas Weisel Partners Group, Inc. (a)	15,316
1,100	TierOne Corp.	5,049
1,600	U.S. Global Investors, Inc. (b)	26,800
5,200	United Community Banks, Inc. (b)	44,356
1,000	United PanAm Financial Corp. (a)	2,250

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SCHEDULE

of INVESTMENTS
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MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
100	Value Line, Inc.	\$ 3,325
3,000	ViewPoint Financial Group	44,160
43,600	Visa, Inc. Class A	3,545,116
10,252	W Holding Co., Inc. (b)	8,714
2,200	W.P. Carey & Co. LLC	63,162
3,500	W.P. Stewart & Co. Ltd. (b)	5,320
200	WVS Financial Corp.	3,180
7,200	Waddell & Reed Financial, Inc. Class A	252,072
8,561	Washington Federal, Inc.	154,954
600	Wauwatosa Holdings, Inc. (a)	6,372
151	Wayne Savings Bancshares, Inc.	1,385
5,373	Webster Financial Corp.	99,938
145	Wesco Financial Corp.	55,390
840	West Bancorp., Inc.	7,308
4,300	Westfield Financial, Inc.	38,915
772	White Mountains Insurance Group, Inc.	331,188
200	Willis Lease Finance Corp. (a)	2,136
1,467	Willow Grove Bancorp, Inc.	11,956
8,856	Winthrop Realty Trust, Inc.	31,882
1,700	World Acceptance Corp. (a)	57,239
2,700	Wright Express Corp. (a)	66,960

		31,413,870

MOTOR VEHICLES - 1.0%		
2,200	A.O. Smith Corp.	72,226
2,505	ATC Technology Corp. (a)	58,316

700	Accuride Corp.(a)	2,975
5,000	American Axle & Manufacturing Holdings, Inc.	39,950
2,700	Amerigon Inc.(a)	19,143
1,300	Arctic Cat, Inc.	10,205
7,100	ArvinMeritor, Inc.	88,608
11,000	BorgWarner, Inc.	488,180
2,600	CSK Auto Corp.(a)	27,248
1,200	Cascade Corp.	50,784
1,100	Coachmen Industries, Inc.	2,332
400	Commercial Vehicle Group, Inc.(a)	3,740
5,100	Dana Holding Corp.(a)	27,285
6,200	Donaldson Co., Inc.	276,768
1,300	Dorman Products, Inc.(a)	10,478
2,600	Federal-Mogul Corp. Class A(a)	41,938
3,690	Fleetwood Enterprises, Inc.(a),(b)	9,668
2,100	FortuNet, Inc.(a),(b)	13,146
1,250	Fuel Systems Solutions, Inc.(a)	48,125
13,890	Gentex Corp.	200,572
2,600	Group 1 Automotive, Inc.	51,662
3,200	H&E Equipment Services, Inc.(a)	38,464
7,100	Hayes Lemmerz International, Inc.(a)	20,164
13,600	LKQ Corp.(a)	245,752
6,345	Lear Corp.(a)	89,972
1,000	Lithia Motors, Inc. Class A	4,920
1,300	MarineMax, Inc.(a)	9,321
2,200	Midas, Inc.(a)	29,700
1,900	Modine Manufacturing Co.	23,503
3,900	Monaco Coach Corp.	11,856
1,125	Monro Muffler, Inc.	17,426
2,120	Myers Industries, Inc.	17,278
850	Noble International Ltd.	3,800
6,200	Oshkosh Corp.	128,278
4,200	Penske Auto Group, Inc.	61,908
2,900	Polaris Industries, Inc.(b)	117,102
447	Proliance International, Inc.(a)	425
3,850	Rush Enterprises, Inc. Class A(a)	46,239
1,800	Sonic Automotive, Inc.	23,202
2,275	Spartan Motors, Inc.	16,994
1,300	Standard Motor Products, Inc.	10,608
1,300	Stoneridge, Inc.(a)	22,178
3,210	Superior Industries International, Inc.	54,185
5,300	TRW Automotive Holdings Corp.(a)	97,891
3,685	Thor Industries, Inc.(b)	78,343
2,700	Titan International, Inc.	96,174
4,600	U.S. Auto Parts Network, Inc.(a)	16,652
7,700	Visteon Corp.(a)	20,251
5,900	WABCO Holdings, Inc.	274,114
3,100	Winnebago Industries, Inc.(b)	31,589

		3,151,638

NON-DURABLES - 1.7%

2,100	AFC Enterprises, Inc.(a)	16,779
27,444	Activision, Inc.(a),(c)	935,017

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		
HELD	INDUSTRY/ISSUE	VALUE

<S>	<C>	<C>
3,900	American Greetings Corp. Class A	\$ 48,126
1,100	BJ's Restaurants, Inc.(a)	10,703
615	Benihana, Inc.(a)	3,850
2,630	Benihana, Inc. Class A(a)	16,674
1,600	Blue Nile, Inc.(a),(b)	68,032
3,100	Bob Evans Farms, Inc.	88,660
210	Bowl America, Inc. Class A	2,929
9,800	Brinker International, Inc.	185,220
2,600	Buca, Inc.(a)	1,011
1,800	Buffalo Wild Wings, Inc.(a)	44,694
2,315	CBRL Group, Inc.	56,741

2,650	CEC Entertainment, Inc.(a)	74,227
3,300	CKE Restaurants, Inc.	41,151
4,100	Cabela's, Inc. Class A(a),(b)	45,141
3,000	California Pizza Kitchen, Inc.(a)	33,570
2,400	Centillium Communications, Inc.(a)	1,560
5,100	Century Casinos, Inc.(a)	16,728
6,417	The Cheesecake Factory, Inc.(a)	102,094
7,400	Cheniere Energy, Inc.(a),(b)	32,338
3,200	Chipotle Mexican Grill, Inc. Class A(a),(b)	264,384
400	Churchill Downs, Inc.	13,948
5,500	Cosi, Inc.(a)	13,805
10,600	Denny's Corp.(a)	30,104
1,700	DineEquity, Inc.(b)	63,512
4,800	Domino's Pizza, Inc.(a)	55,200
3,300	Dover Motorsports, Inc.	16,797
2,200	Drew Industries, Inc.(a)	35,090
1,100	Einstein Noah Restaurant Group, Inc.(a)	12,177
2,500	Famous Dave's of America, Inc.(a)	19,250
1,100	Forward Industries, Inc.(a)	2,926
1,400	Gaming Partners International Corp.(a)	5,432
3,418	Hibbett Sports, Inc.(a)	72,120
4,300	Hollywood Media Corp.(a)	10,535
3,200	International Speedway Corp. Class A	124,896
3,900	Isle of Capri Casinos, Inc.(a)	18,681
6,100	Jack in the Box, Inc.(a)	136,701
3,013	Jakks Pacific, Inc.(a)	65,834
300	Kreisler Manufacturing Corp.(a)	3,675
3,700	Krispy Kreme Doughnuts, Inc.(a),(b)	18,463
2,800	Lancaster Colony Corp.	84,784
1,200	Landry's Restaurants, Inc.(b)	21,564
300	Lazare Kaplan International, Inc.(a)	2,670
2,500	Leapfrog Enterprises, Inc.(a)	20,800
800	Lenox Group, Inc.(a)	208
3,000	LodgeNet Interactive Corp.(a)	14,730
1,700	Luby's, Inc.(a)	10,370
1,500	Majesco Entertainment Co.(a)	1,260
4,900	Marvel Entertainment, Inc.(a)	157,486
1,100	McCormick & Schmick's Seafood Restaurants, Inc.(a)	10,604
9,200	Midway Games, Inc.(a),(b)	20,240
2,600	Movado Group, Inc.	51,480
1,705	O'Charleys, Inc.	17,152
700	Oil-Dri Corp. of America	12,565
2,595	P.F. Chang's China Bistro, Inc.(a),(b)	57,972
3,100	Panera Bread Co. Class A(a),(b)	143,406
3,100	Papa John's International, Inc.(a)	82,429
90	Peco II, Inc.(a)	303
6,600	Penn National Gaming, Inc.(a)	212,190
1,670	RC2 Corp.(a)	30,995
1,900	Red Robin Gourmet Burgers, Inc.(a)	52,706
3,100	Regis Corp.	81,685
1,600	Ruby Tuesday, Inc.	8,640
1,300	Russ Berrie & Co., Inc.(a)	10,361
21,600	Service Corp. International	212,976
400	Servotronics, Inc.	5,992
2,400	Shutterfly, Inc.(a)	29,304
6,437	Sonic Corp.(a)	95,268
6,500	Sotheby's Holdings, Inc. Class A(b)	171,405
900	The Steak n Shake Co.(a)	5,697
1,510	Steinway Musical Instruments, Inc.(a)	39,864
10,200	Stewart Enterprises, Inc. Class A	73,440
6,850	THQ, Inc.(a)	138,781
6,200	Take-Two Interactive Software, Inc.(a)	158,534
2,400	Trans World Entertainment Corp.(a)	6,816
5,100	Triarc Cos.	32,283

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
6,000	Trump Entertainment Resorts, Inc.(a),(b)	\$ 11,460

5,955	Tupperware Corp.	203,780
2,600	VCG Holding Corp. (a), (b)	9,750
6,200	Warner Music Group Corp.	44,268
2,000	World Wrestling Entertainment, Inc.	30,940
3,090	Youbet.com, Inc. (a)	3,832

		5,189,765

NON-FERROUS METALS - 1.0%		
1,000	A.M. Castle & Co.	28,610
7,600	Advanced Environmental Recycling Technologies, Inc. Class A (a)	4,180
1,792	Atna Resources Ltd. (a)	1,283
1,600	Brush Engineered Materials, Inc. (a)	39,072
3,100	Century Aluminum Co. (a)	206,119
55,400	Coeur d'Alene Mines Corp. (a), (b)	160,660
10,900	Commercial Metals Co.	410,930
2,627	Encore Wire Corp.	55,666
5,900	General Moly, Inc. (a)	46,433
12,600	Hecla Mining Co. (a)	116,676
3,700	Horsehead Holding Corp. (a)	44,992
3,000	Intrepid Potash, Inc. (a)	197,340
1,700	Kaiser Aluminum Corp.	91,001
2,900	Metalico, Inc. (a), (b)	50,808
1,900	Minerals Technologies, Inc.	120,821
3,100	Mueller Industries, Inc.	99,820
2,400	RTI International Metals, Inc. (a)	85,488
6,124	Reliance Steel & Aluminum Co.	472,099
5,400	Solitario Exploration & Royalty Corp. (a)	26,568
7,200	Southern Copper Corp.	767,736
4,584	Stillwater Mining Co. (a)	54,229
6,000	Timberline Resources Corp. (a)	17,940

		3,098,471

OPTICAL PHOTO & EQUIPMENT - 0.1%		
1,200	CPI Corp.	22,476
1,100	Cyberoptics Corp. (a)	10,791
3,300	Imation Corp.	75,636
12,030	Ingram Micro, Inc. Class A (a)	213,533
2,095	LaserCard Corp. (a)	9,993
200	Meade Instruments Corp. (a)	180
1,900	Photronics, Inc. (a)	13,376
100	StockerYale, Inc. (a)	56
1,000	Zygo Corp. (a)	9,830

		355,871

PAPER & FOREST PRODUCTS - 0.5%		
3,664	AbitibiBowater, Inc. (b)	34,185
2,500	Boise, Inc. (a)	9,625
2,800	Buckeye Technologies, Inc. (a)	23,688
804	CSS Industries, Inc.	19,473
5,900	Caraustar Industries, Inc. (a)	17,169
1,200	Chesapeake Corp. (a)	2,820
1,400	Deltic Timber Corp.	74,914
44,500	Domtar Corp. (a)	242,525
480	Kadant, Inc. (a)	10,848
5,200	Kapstone Paper and Packaging Corp. (a)	34,684
10,400	Louisiana-Pacific Corp.	88,296
1,000	Lydall, Inc. (a)	12,550
1,400	Neenah Paper, Inc.	23,394
2,300	P.H. Glatfelter Co.	31,073
10,200	Packaging Corp. of America	219,402
3,759	Potlatch Corp.	169,606
6,671	Rayonier, Inc.	283,251
3,900	Rock-Tenn Co. Class A	116,961
25,880	Smurfit-Stone Container Corp. (a)	105,332
1,400	Universal Forest Products, Inc.	41,944
2,900	Verso Paper Corp. (a)	24,534
3,700	Wausau Paper Corp.	28,527

		1,614,801

PRODUCER GOODS - 5.1%		
8,723	AGCO Corp. (a)	457,172
750	Aaon, Inc.	14,445
4,500	Actuant Corp. Class A	141,075
8,400	Akorn, Inc. (a)	27,804
700	Alamo Group, Inc.	14,413
2,200	Albany International Corp. Class A	63,800

</TABLE>

SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
115	Allied Motion Technologies, Inc. (a)	\$ 644
2,000	Allis-Chalmers Energy, Inc. (a)	35,600
3,400	American International Industries, Inc. (a)	12,376
1,200	American Vanguard Corp.	14,760
9,300	Ametek, Inc.	439,146
2,700	Applied Industrial Technologies, Inc.	65,259
6,100	AptarGroup, Inc.	255,895
14	Arotech Corp. (a)	28
1,500	Astec Industries, Inc. (a)	48,210
8,900	BE Aerospace, Inc. (a)	207,281
3,300	Baldor Electric Co.	115,434
3,800	Barnes Group, Inc.	87,742
1,600	Blount International, Inc. (a)	18,576
2,700	Blyth, Inc.	32,481
5,300	Briggs & Stratton Corp.	67,204
1,800	CIRCOR International, Inc.	88,182
1,100	Cantel Medical Corp. (a)	11,132
16,000	Capstone Turbine Corp. (a), (b)	67,040
200	Catalyst Semiconductor, Inc. (a)	868
2,900	Chart Industries, Inc. (a)	141,056
1,100	Cherokee International Corp. (a)	1,947
100	Chicago Rivet & Machine Co.	2,050
4,200	Clarcor, Inc.	147,420
4,085	Cognex Corp.	94,159
1,900	Colfax Corp. (a)	47,671
2,000	Columbus McKinnon Corp. (a)	48,160
1,900	Comfort Systems USA, Inc.	25,536
360	Concord Camera Corp. (a)	1,289
1,900	Cryo-Cell International, Inc. (a)	1,273
600	Culp, Inc. (a)	4,212
4,500	Curtiss-Wright Corp.	201,330
300	DEI Holdings, Inc. (a)	510
100	DXP Enterprises, Inc. (a)	4,164
2,000	Diamond Management & Technology Consultants, Inc.	10,420
5,500	Distributed Energy Systems Corp. (a)	275
1,100	Dynamic Materials Corp.	36,245
300	The Eastern Co.	4,560
11,200	Evergreen Solar, Inc. (a), (b)	108,528
7,100	FMC Corp.	549,824
1,600	The Fairchild Corp. (a)	3,376
12,490	Fastenal Co.	539,068
2,500	Federal Signal Corp.	30,000
4,500	Flanders Corp. (a)	27,225
5,500	Flowserve Corp.	751,850
13,680	Foster Wheeler Ltd. (a)	1,000,692
2,400	Franklin Electric Co., Inc. (b)	93,072
5,300	Gardner Denver, Inc. (a)	301,040
1,970	The Gorman-Rupp Co.	78,485
5,887	Graco, Inc.	224,118
9,300	GrafTech International Ltd. (a)	249,519
700	HI Shear Technology Corp.	8,855
3,000	HNI Corp. (b)	52,980
1,900	Hardinge, Inc.	25,023
7,400	Harsco Corp.	402,634
4,490	Herman Miller, Inc.	111,756
9,500	Hexcel Corp. (a)	183,350
4,200	Hubbell, Inc. Class B	167,454
800	Hurco Companies, Inc. (a)	24,712
6,925	IDEX Corp.	255,117
100	Ibis Technology Corp. (a)	11
400	Inplay Technologies, Inc. (a)	136
500	IntriCon Corp. (a)	4,200
7,175	Jarden Corp. (a)	130,872
2,800	Kaydon Corp.	143,948
6,400	Kennametal, Inc.	208,320
2,800	Knoll, Inc.	34,020
1,200	L.B. Foster Co. Class A(a)	39,840

1,100	LaBarge, Inc. (a)	14,300
1,700	Ladish Co., Inc. (a)	35,003
534	Lawson Products, Inc.	13,233
5,500	Lennox International, Inc.	159,280
1,082	Libbey, Inc.	8,050
3,395	Lincoln Electric Holdings, Inc.	267,187
1,100	Lindsay Manufacturing Co. (b)	93,467
2,900	Liquidity Services, Inc. (a)	33,437
1,400	MFRI, Inc. (a)	21,140
4,200	MSC Industrial Direct Co. Class A	185,262
1,700	Magnetek, Inc. (a)	7,191
900	Material Sciences Corp. (a)	7,290
2,300	Matthews International Corp. Class A	104,098
2,700	Merix Corp. (a)	6,210

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
5,660	Micrel, Inc.	\$ 51,789
1,800	Middleby Corp. (a)	79,038
900	Modtech Holdings, Inc. (a)	94
3,025	Moog, Inc. Class A(a)	112,651
8,000	Mueller Water Products, Inc. Series B	68,320
400	NACCO Industries, Inc. Class A	29,740
1,900	NATCO Group, Inc. Class A(a)	103,607
3,600	NN, Inc.	50,184
2,900	Nordson Corp.	211,381
5,500	Oceaneering International, Inc. (a)	423,775
1,700	Park-Ohio Holdings Corp. (a)	25,092
100	Peerless Manufacturing Co. (a)	4,687
8,550	Pentair, Inc.	299,421
12,107	Plug Power, Inc. (a)	28,451
3,140	Presstek, Inc. (a)	15,574
2,300	RBC Bearings, Inc. (a)	76,636
1,000	Reddy Ice Holdings, Inc.	13,680
2,905	Regal-Beloit Corp.	122,736
2,900	Research Frontiers, Inc. (a), (b)	17,342
700	Riviera Holdings Corp. (a)	7,105
2,800	Robbins & Myers, Inc.	139,636
1,124	Ronson Corp. (a)	1,360
8,500	Roper Industries, Inc.	559,980
1,770	SI International, Inc. (a)	37,064
5,048	SPX Corp.	664,973
7,000	Safeguard Scientifics, Inc. (a)	8,680
1,100	Sauer-Danfoss, Inc.	34,265
7,400	The Shaw Group, Inc. (a)	457,246
1,800	Somanetics Corp. (a)	38,160
1,800	Sonic Solutions, Inc. (a)	10,728
1,000	Spectrum Control, Inc. (a)	8,200
700	Standex International Corp.	14,518
6,400	Steelcase, Inc. Class A	64,192
900	Strattec Security Corp.	31,275
1,650	Sun Hydraulics, Inc.	53,246
1,300	T-3 Energy Services, Inc. (a)	103,311
1,900	Team, Inc. (a)	65,208
1,500	Technology Research Corp.	3,885
1,700	Tecumseh Products Co. Class A(a)	55,726
3,100	Teleflex, Inc.	172,329
1,500	Tennant Co.	45,105
4,800	Tenneco, Inc. (a)	64,944
8,000	ThermoGenesis Corp. (a)	10,240
6,400	Timken Co.	210,816
7,800	Trinity Industries, Inc.	270,582
1,800	Triumph Group, Inc.	84,780
1,900	TurboChef Technologies, Inc. (a)	9,082
1,600	Twin Disc, Inc.	33,488
2,400	Tyler Technologies, Inc. (a)	32,568
1,240	Valhi, Inc.	33,790
1,900	Valmont Industries, Inc.	198,151

2,600	Watsco, Inc.(b)	108,680
3,200	Watts Water Technologies, Inc. Class A	79,680
5,800	Woodward Governor Co.	206,828
1,100	X-Rite, Inc.(a)	2,816

15,420,852

RAILROADS & SHIPPING - 0.8%

3,900	Alexander & Baldwin, Inc.	177,645
4,500	American Commercial Lines, Inc.(a)	49,185
700	Capital Product Partners LP	13,888
4,600	Diamondhead Casino Corp.(a)	8,050
4,500	Double Hull Tankers, Inc.	45,135
4,800	Eagle Bulk Shipping, Inc.	141,936
3,300	Excel Maritime Carriers Ltd.	129,525
1,500	Freightcar America, Inc.	53,250
3,200	GATX Corp.	141,856
3,200	Genco Shipping & Trading Ltd.(b)	208,640
2,800	General Maritime Corp.	72,744
2,950	Genesee & Wyoming, Inc. Class A(a)	100,359
1,900	Greenbrier Cos., Inc.	38,570
3,200	Horizon Lines, Inc. Class A(b)	31,840
2,400	Hornbeck Offshore Services, Inc.(a)	135,624
300	International Shipholding Corp.(a)	7,032
700	K-Sea Transportation Partners LP	22,309
6,600	Kansas City Southern(a)	290,334
1,700	Martin Midstream Partners LP	55,981
2,700	OSG America LP	36,855
1,500	OceanFreight, Inc.	34,755
2,400	Overseas Shipholding Group, Inc.	190,848
1,000	Saia, Inc.(a)	10,920

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		
HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
4,000	Ship Finance International Ltd.(b)	\$ 118,120
1,600	TBS International Ltd.(a)	63,920
1,400	Trico Marine Services, Inc.(a),(b)	50,988
2,100	U.S. Shipping Partners LP	3,990
4,700	Westinghouse Air Brake Technologies Corp.	228,514

		2,462,813

REAL PROPERTY - 4.9%

9,300	AMB Property Corp.	468,534
500	AMREP Corp.	23,795
3,300	Acadia Realty Trust	76,395
1,795	Alesco Financial, Inc.(b)	3,590
300	Alexander's, Inc.(a)	93,180
3,000	Alexandria Real Estate Equities, Inc.	292,020
1,500	American Capital Agency Corp.	24,960
400	American Land Lease, Inc.	7,600
500	American Mortgage Acceptance Co.	315
500	American Realty Investors, Inc.(a)	4,740
50,700	Annaly Capital Management, Inc.	786,357
5,900	Anthracite Capital, Inc.(e)	41,536
6,300	Anworth Mortgage Asset Corp.	41,013
2,800	Arbor Realty Trust, Inc.	25,116
100	Associated Estates Realty Corp.	1,071
700	Avatar Holdings, Inc.(a)	21,203
4,935	BRE Properties	213,587
2,000	BRT Realty Trust	24,000
3,200	Big 5 Sporting Goods Corp.	24,224
7,200	BioMed Realty Trust, Inc.	176,616
6,814	Brandywine Realty Trust	107,389
20,600	Brookfield Properties Corp.	366,474
5,300	CBL & Associates Properties, Inc.	121,052
2,300	CBRE Realty Finance, Inc.	7,912
3,200	California Coastal Communities, Inc.(a)	12,224

5,057	Camden Property Trust	223,823
5,400	Capstead Mortgage Corp.	58,590
3,700	Care Investment Trust, Inc.	34,891
5,400	Cedar Shopping Centers, Inc.	63,288
1,700	Chimera Investment Corp.	15,317
3,200	Colonial Properties Trust	64,064
4,800	Corporate Office Properties Trust	164,784
4,400	Cousins Properties, Inc.	101,640
3,300	Crystal River Capital, Inc.	12,078
17,500	DCT Industrial Trust, Inc.	144,900
6,800	DiamondRock Hospitality Co.	74,052
6,000	Digital Realty Trust, Inc.	245,460
10,900	Douglas Emmett, Inc.	239,473
13,975	Duke Realty Corp.	313,739
3,800	Dupont Fabros Technology, Inc.	70,832
2,600	Eastgroup Properties, Inc.	111,540
4,000	Education Realty Trust, Inc.	46,600
3,100	Entertainment Properties Trust	153,264
1,800	Equity Lifestyle Properties, Inc.	79,200
3,655	Equity One, Inc.	75,110
2,600	Essex Property Trust, Inc.	276,900
5,640	Federal Realty Investment Trust	389,160
6,700	FelCor Lodging Trust, Inc.	70,350
1,327	First Acceptance Corp.(a)	4,246
4,600	First Industrial Realty Trust, Inc.	126,362
1,200	First Potomac Realty Trust	18,288
6,800	Forest City Enterprises, Inc. Class A	219,096
2,833	Forestar Real Estate Group, Inc.(a)	53,969
1,900	Getty Realty Corp.	27,379
2,100	Gladstone Commercial Corp.	36,393
4,900	Glimcher Realty Trust	54,782
4,922	Grubb & Ellis Co.	18,950
18,000	HRPT Properties Trust	121,860
1,100	Hatteras Financial Corp.	25,289
8,552	Health Care REIT, Inc.	380,564
5,200	Healthcare Realty Trust, Inc.	123,604
5,550	Highwoods Properties, Inc.	174,381
6,280	Hilltop Holdings, Inc.(a)	64,747
3,200	Home Properties, Inc.	153,792
9,105	Hospitality Properties Trust	222,708
1,600	Housevalues, Inc.(a)	4,400
5,500	IMPAC Mortgage Holdings, Inc.(b)	4,125
600	Icahn Enterprises LP	42,204
6,400	Inland Real Estate Corp.	92,288
6,500	Investors Real Estate Trust	62,010
11,200	iStar Financial, Inc.	147,952

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
500	JER Investors Trust, Inc.(b)	\$ 3,150
3,100	Jones Lang LaSalle, Inc.	186,589
3,400	Kilroy Realty Corp.	159,902
1,700	Kite Realty Group Trust	21,250
1,000	LTC Properties, Inc.	25,560
4,400	LTC-Amerivest Liquidating Trust(a),(f)	-
4,200	LaSalle Hotel Properties	105,546
6,120	Lexington Corporate Properties Trust	83,416
8,960	Liberty Property Trust	297,024
4,100	LoopNet, Inc.(a),(b)	46,330
7,570	Luminent Mortgage Capital, Inc.(b)	1,136
19,800	MFA Mortgage Investments, Inc.	129,096
7,100	The Macerich Co.	441,123
6,400	Mack-Cali Realty Corp.	218,688
4,500	Maguire Properties, Inc.	54,765
3,400	Meruelo Maddux Properties, Inc.(a)	7,412
2,700	Mid-America Apartment Communities, Inc.	137,808
1,100	Mission West Properties, Inc.	12,056
10,424	Move, Inc.(a)	24,288

1,600	National Health Investors, Inc.	45,616
7,391	National Retail Properties, Inc.	154,472
9,200	Nationwide Health Properties, Inc.	289,708
3,300	New York Mortgage Trust, Inc.	19,206
5,605	Newcastle Investment Corp.(b)	39,291
6,400	NorthStar Realty Finance Corp.	53,248
5,100	Omega Healthcare Investors, Inc.	84,915
3,500	Origen Financial, Inc.	5,215
900	Orleans Homebuilders, Inc.(b)	3,294
2,000	PS Business Parks, Inc.	103,200
1,800	Parkway Properties, Inc.	60,714
4,099	Pennsylvania Real Estate Investment Trust	94,851
300	Pope Resources, Ltd. LP	9,690
3,400	Post Properties, Inc.	101,150
6,300	RAIT Investment Trust(b)	46,746
1,600	Ramco-Gershenson Properties Trust	32,864
1,300	Reading International, Inc. Class A(a)	10,075
9,700	Realty Income Corp.(b)	220,772
3,200	Redwood Trust, Inc.(b)	72,928
6,300	Regency Centers Corp.	372,456
5,782	SL Green Realty Corp.	478,287
1,300	Saul Centers, Inc.	61,087
11,200	Senior Housing Properties Trust	218,736
1,400	Sovran Self Storage, Inc.	58,184
8,100	The St. Joe Co.	277,992
2,300	Stonemor Partners LP	39,376
4,600	Strategic Hotel Capital, Inc.	43,102
200	Stratus Properties, Inc.(a)	3,478
2,600	Sun Communities, Inc.	47,398
6,100	Sunstone Hotel Investors, Inc.	101,260
3,200	Tanger Factory Outlet Centers, Inc.	114,976
4,600	Taubman Centers, Inc.	223,790
1,100	Thomas Properties Group, Inc.	10,824
100	Thornburg Mortgage, Inc.	20
3,500	Toreador Resources Corp.(a)	29,855
100	Transcontinental Realty Investors, Inc.(a)	1,476
5,000	U-Store-It Trust	59,750
12,365	UDR, Inc.	276,729
1,300	Universal Health Realty Income Trust	39,000
1,300	Urstadt Biddle Properties, Inc.	19,825
900	Urstadt Biddle Properties, Inc. Class A	13,194
12,800	Ventas, Inc.	544,896
5,000	Washington Real Estate Investment Trust	150,250
7,575	Weingarten Realty Investors	229,674
1,049	ZipRealty, Inc.(a)	4,227

		14,996,283

RETAIL - 2.3%

4,470	1-800-FLOWERS.COM, Inc. Class A(a)	28,832
5,866	99 Cents Only Stores(a)	38,716
3,100	A.C. Moore Arts & Crafts, Inc.(a)	21,855
3,475	Aaron Rents, Inc.	77,596
9,100	Advance Auto Parts, Inc.	353,353

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		
HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
3,200	Allion Healthcare, Inc.(a)	\$ 18,240
1,300	Alloy, Inc.(a)	9,399
2,700	American Apparel, Inc.(a)	17,955
14,765	American Eagle Outfitters, Inc.	201,246
6,075	AnnTaylor Stores Corp.(a)	145,557
200	Arden Group, Inc. Class A	25,348
1,400	Asbury Automotive Group, Inc.	17,990
5,800	BJ's Wholesale Club, Inc.(a)	224,460
3,500	Barnes & Noble, Inc.	86,940
700	Bidz.com, Inc.(a),(b)	6,062
1,100	Bluegreen Corp.(a)	6,655

2,600	The Bon-Ton Stores, Inc. (b)	13,572
1,200	Books-A-Million, Inc.	9,192
6,200	Borders Group, Inc.	37,200
5,556	Brightpoint, Inc. (a)	40,559
1,300	Build-A-Bear Workshop, Inc. (a)	9,451
16,600	Carmax, Inc. (a), (b)	235,554
5,200	Casey's General Stores, Inc.	120,484
3,100	Casual Male Retail Group, Inc. (a)	9,455
2,750	The Cato Corp. Class A	39,160
2,400	Central Garden & Pet Co. Class A(a)	9,840
2,800	Charlotte Russe Holding, Inc. (a)	49,728
10,655	Charming Shoppes, Inc. (a)	48,906
13,200	Chico's FAS, Inc. (a)	70,884
2,405	The Children's Place Retail Stores, Inc. (a)	86,821
2,238	Christopher & Banks Corp.	15,218
15,180	Circuit City Stores, Inc.	43,870
7,670	Coldwater Creek, Inc. (a)	40,498
6,300	Collective Brands, Inc. (a)	73,269
4,700	Cost Plus, Inc. (a), (b)	11,750
1,700	DSW, Inc. Class A(a), (b)	20,026
5,199	dELIA*s, Inc. (a)	10,450
8,605	Dollar Tree, Inc. (a)	281,297
5,906	Dress Barn, Inc. (a)	79,022
3,400	drugstore.com, Inc. (a)	6,460
600	Eddie Bauer Holdings, Inc. (a)	2,490
4,248	The Finish Line, Inc. Class A(a)	36,956
200	Flanigan's Enterprises, Inc. (a)	1,250
12,500	Foot Locker, Inc.	155,625
2,850	Fred's, Inc.	32,034
1,400	Gander Mountain Co. (a), (b)	5,166
2,400	Genesco, Inc. (a)	74,088
3,420	The Great Atlantic & Pacific Tea Co., Inc. (a)	78,044
3,000	Gymboree Corp. (a)	120,210
2,700	HFF, Inc. Class A(a)	15,363
9,300	Hanesbrands, Inc. (a)	252,402
1,000	hhgregg, Inc. (a)	10,000
5,045	Hillenbrand, Inc.	107,963
3,250	Hot Topic, Inc. (a)	17,583
4,000	Insight Enterprises, Inc. (a)	46,920
3,800	Jamba, Inc. (a), (b)	7,030
2,665	Jo-Ann Stores, Inc. (a)	61,375
1,100	Kirkland's, Inc. (a)	2,475
3,200	Longs Drug Stores Corp.	134,752
700	Lumber Liquidators, Inc. (a)	9,100
3,700	Men's Wearhouse, Inc.	60,273
9,610	O'Reilly Automotive, Inc. (a)	214,784
8,200	OfficeMax, Inc.	113,980
1,300	Overstock.com, Inc. (a), (b)	33,735
3,000	PC Connection, Inc. (a)	27,930
7,125	Pacific Sunwear of California, Inc. (a)	60,776
3,700	The Pep Boys - Manny, Moe & Jack	32,264
4,900	Pet DRx Corp. (a)	16,954
12,300	PetSmart, Inc.	245,385
8,500	Pier 1 Imports, Inc. (a)	29,240
2,450	PriceSmart, Inc.	48,461
6,500	Rent-A-Center, Inc. (a)	133,705
2,200	Retail Ventures, Inc. (a)	10,120
57,600	Rite Aid Corp. (a), (b)	91,584
12,700	Ross Stores, Inc.	451,104
3,100	Ruddick Corp.	106,361
3,400	Ruth's Hospitality Group, Inc. (a)	17,612
12,200	Saks, Inc. (a)	133,956
8,470	Sally Beauty Co., Inc. (a)	54,716
2,000	School Specialty, Inc. (a)	59,460
2,800	Sharper Image Corp. (a), (b)	78
1,800	Shoe Carnival, Inc. (a)	21,222
2,150	Stamps.com, Inc. (a)	26,832
6,200	Stein Mart, Inc.	27,962
1,200	Systemax, Inc.	21,180

</TABLE>

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>
<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
3,500	The Talbots, Inc.	\$ 40,565
3,800	Texas Roadhouse, Inc. Class A(a)	34,086
1,400	Titan Machinery, Inc.(a)	43,848
3,400	Tractor Supply Co.(a)	98,736
3,100	Tuesday Morning Corp.(a)	12,741
2,700	Tween Brands, Inc.(a)	44,442
4,157	Ultra Salon Cosmetics & Fragrance, Inc.(a)	46,725
1,700	Unifirst Corp.	75,922
2,500	United Stationers, Inc.(a)	92,375
11,300	Urban Outfitters, Inc.(a)	352,447
1,200	Weis Markets, Inc.	38,964
1,600	West Marine, Inc.(a)	6,560
7,175	The Wet Seal, Inc. Class A(a)	34,225
7,300	Williams-Sonoma, Inc.(b)	144,832
2,700	Wilson's The Leather Experts, Inc.(a)	216
600	Winmark Corp.(a)	10,356
4,500	Zale Corp.(a),(b)	85,005
2,600	Zumiez, Inc.(a),(b)	43,108

		7,058,523

SOAPS & COSMETICS - 0.3%		
8,870	Alberto-Culver Co.	233,014
6,500	Bare Escentuals, Inc.(a),(b)	121,745
1,800	Chattem, Inc.(a)	117,090
5,700	Church & Dwight Co., Inc.	321,195
3,300	Elizabeth Arden, Inc.(a)	50,094
2,650	Inter Parfums, Inc.	39,750
4,300	Nu Skin Enterprises, Inc. Class A	64,156
1,100	Parlux Fragrances, Inc.(a)	5,500
1,000	Physicians Formula Holdings, Inc.(a)	9,350
29,898	Revlon, Inc. Class A(a)	25,413
600	Steiner Leisure Ltd.(a)	17,010

		1,004,317

STEEL - 0.9%		
1,000	Ampco-Pittsburgh Corp.	44,480
4,600	Carpenter Technology Corp.	200,790
8,200	Cleveland-Cliffs, Inc.	977,358
1,400	Cold Metal Products, Inc.(a)	-
1,700	Esmark, Inc.(a)	32,504
600	Friedman Industries, Inc.	4,800
3,600	Gibraltar Industries, Inc.	57,492
1,300	Northwest Pipe Co.(a)	72,540
1,205	Olympic Steel, Inc.	91,484
500	Omega Flex, Inc.	7,600
2,150	Schnitzer Steel Industries, Inc. Class A	246,390
400	Shiloh Industries, Inc.	3,756
18,060	Steel Dynamics, Inc.	705,604
1,300	Synalloy Corp.	20,046
700	Universal Stainless & Alloy Products, Inc.(a)	25,928
6,300	Worthington Industries, Inc.	129,150

		2,619,922

TELEPHONE - 2.0%		
11,400	ADC Telecommunications, Inc.(a),(c)	168,378
75	ATSI Communications, Inc.(a)	14
5,400	Acme Packet, Inc.(a)	41,904
6,280	Adtran, Inc.	149,715
7,800	Airspan Networks, Inc.(a)	5,848
4,900	Alaska Communications Systems Group, Inc.	58,506
2,600	Applied Signal Technology, Inc.	35,516
5,000	Aruba Networks, Inc.(a)	26,150
500	Atlantic Tele-Network, Inc.	13,755
8,000	Autobytel, Inc.(a)	11,360
9,000	Centennial Communications Corp.(a)	62,910
16,100	Cincinnati Bell, Inc.(a)	64,078
3,484	Consolidated Communications Holdings, Inc.	51,877
22,790	Crown Castle International Corp.(a)	882,657
999	D&E Communications, Inc.	8,881
4,705	Digital Angel Corp.(a)	3,576
2,000	Ditech Networks, Inc.(a)	4,300
3,115	Equinix, Inc.(a)	277,920
13,000	Extreme Networks, Inc.(a)	36,920
9,600	FairPoint Communications, Inc.(b)	69,216

SCHEDULE

of INVESTMENTS
 (continued)

MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
1	Fibernet Telecom Group, Inc. (a)	\$ 8
18,700	Finisar Corp. (a)	22,253
4,500	Fusion Telecommunications International, Inc. (a)	1,305
3,400	General Communication, Inc. Class A(a)	23,358
2,000	GeoEye, Inc. (a)	35,420
2,595	Global Crossing Ltd. (a)	46,554
5,600	Globalstar, Inc. (a)	15,848
1,400	Globecomm Systems Inc. (a)	11,564
6	GoAmerica, Inc. (a)	44
800	HickoryTech Corp.	6,616
900	Hughes Communications, Inc. (a)	44,181
11,700	ICO Global Communications Holdings Ltd. (a)	38,142
1,600	ID Systems, Inc. (a)	10,304
4,600	IDT Corp. Class B	7,820
2,400	Ibasis, Inc.	7,872
2,800	Iowa Telecommunications Services, Inc.	49,308
1,900	iPCS, Inc. (a)	56,297
4,500	j2 Global Communications, Inc. (a)	103,500
5,100	Leap Wireless International, Inc. (a)	220,167
145,688	Level 3 Communications, Inc. (a), (b)	429,780
18,000	MetroPCS Communications, Inc. (a)	318,780
300	NET2000 Communications, Inc. (a)	-
15,900	NII Holdings, Inc. (a)	755,091
3,000	NTELOS Holdings Corp.	76,110
1,400	Neutral Tandem, Inc. (a)	24,500
4,100	Nextwave Wireless, Inc. (a), (b)	16,564
3,586	Novatel Wireless, Inc. (a)	39,912
400	Occam Networks, Inc. (a)	1,596
247	Optical Cable Corp. (a)	1,692
900	Optium Corp. (a)	6,552
9,700	PAETEC Holding Corp. (a)	61,595
29,100	Primus Telecommunications GP(a)	9,894
4,500	RCN Corp.	48,510
900	Shenandoah Telecom Co.	11,718
22,000	Sonus Networks, Inc. (a), (b)	75,240
800	SureWest Communications	6,744
2,900	Syniverse Holdings, Inc. (a)	46,980
14,400	TW Telecom, Inc. (a)	230,832
6,300	Telephone & Data Systems, Inc.	297,801
2,900	Telephone & Data Systems, Inc. (Special Shares)	127,890
200	Telular Corp. (a)	764
5,100	TerreStar Corp. (a)	20,298
2,700	Terremark Worldwide, Inc. (a)	14,742
1,600	U.S. Cellular Corp. (a)	90,480
3,600	USA Mobility, Inc.	27,180
10,500	UTStarcom, Inc. (a), (b)	57,435
29,055	Virgin Media, Inc.	395,439
5,800	Virgin Mobile USA, Inc. (a)	15,950
11,300	Vonage Holdings Corp. (a), (b)	18,758
1,500	Warwick Valley Telephone Co.	15,840
		5,946,569
TIRES & RUBBER GOODS - 0.1%		
200	American Biltrite, Inc. (a)	900
6,000	Carlisle Cos., Inc.	174,000
6,400	Cooper Tire & Rubber Co.	50,176
1,000	SRI/Surgical Express, Inc. (a)	3,250
400	Synergetics USA, Inc. (a)	1,056
		229,382
TOBACCO - 0.1%		
6,500	Alliance One International, Inc. (a)	33,215

2,000	M&F Worldwide Corp. (a)	78,620
900	Schweitzer-Mauduit International, Inc.	15,165
2,745	Universal Corp.	124,129
4,297	Vector Group Ltd. (b)	69,311

		320,440

TRAVEL & RECREATION - 1.2%		
100	Aldila, Inc.	573
4,038	All-American SportPark, Inc. (a)	686
2,500	Ambassadors Group, Inc.	37,300
800	Amerco, Inc. (a)	38,144
100	American Classic Voyages Co. (a)	-
2,500	Ameristar Casinos, Inc.	34,550

</TABLE>

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES HELD	INDUSTRY/ISSUE	VALUE
<S>	<C>	<C>
4,200	Bally Technologies, Inc.	\$ 141,960
6,200	Boyd Gaming Corp. (b)	77,872
9,600	Brunswick Corp.	101,760
6,000	CKX, Inc. (a)	52,500
6,800	Callaway Golf Co.	80,444
3,500	Cedar Fair, LP	65,765
3,400	Choice Hotels International, Inc.	90,100
8,700	Dick's Sporting Goods, Inc. (a)	154,338
2,100	Dollar Thrifty Automotive Group, Inc. (a)	19,845
3,316	Dover Downs Gaming & Entertainment, Inc.	21,289
3,300	Elixir Gaming Technologies, Inc. (a)	3,960
5,300	Empire Resorts, Inc. (a), (b)	15,529
1,000	Full House Resorts, Inc. (a)	2,090
1,800	Great Wolf Resorts, Inc. (a)	7,866
3,800	Interstate Hotels & Resorts, Inc. (a)	9,842
10,300	Las Vegas Sands Corp. (a), (b)	488,632
3,300	Life Time Fitness, Inc. (a), (b)	97,515
1,100	Lodgian, Inc. (a)	8,613
9,410	MGM Mirage (a)	318,905
2,100	MTR Gaming Group, Inc. (a)	10,017
1,500	Marcus Corp.	22,425
700	Marine Products Corp.	4,620
1,600	Monarch Casino & Resort, Inc. (a)	18,880
3,800	Morgans Hotel Group Co. (a)	39,140
1,900	Multimedia Games, Inc. (a), (b)	8,398
4,800	Orbitz Worldwide, Inc. (a)	24,048
4,000	Orient Express Hotels Ltd. Class A	173,760
4,300	Pinnacle Entertainment, Inc. (a)	45,107
4,650	Pool Corp. (b)	82,584
3,700	Premier Exhibitions, Inc. (a)	16,798
2,300	President Casinos, Inc. (a)	276
6,700	Progressive Gaming International Corp. (a)	8,375
500	Red Lion Hotels Corp. (a)	3,985
900	Rick's Cabaret International, Inc. (a)	15,111
13,200	Royal Caribbean Cruises Ltd.	296,604
7,300	Scientific Games Corp. Class A (a)	216,226
4,243	Shuffle Master, Inc. (a)	20,960
6,600	Silverleaf Resorts, Inc. (a)	14,124
11,700	Six Flags, Inc. (a), (b)	13,455
200	Sonesta International Hotels Corp. Class A	5,016
1,500	Speedway Motorsports, Inc.	30,570
2,300	Sport Supply Group, Inc.	23,621
700	Town Sports International Holdings, Inc. (a)	6,538
2,260	TravelCenters of America LLC (a)	5,130
1,100	Travelzoo, Inc. (a)	9,427
3,400	Vail Resorts, Inc. (a)	145,622
4,600	WMS Industries, Inc. (a)	136,942
6,100	Wynn Resorts Ltd.	496,235

		3,764,072

TRUCKING & FREIGHT - 0.7%		
2,500	Arkansas Best Corp.	91,600
1,488	BancTrust Financial Group, Inc.	9,806
1,725	Celadon Group, Inc. (a)	17,233
4,400	Con-way, Inc.	207,944
2,700	Covenant Transport Group Class A(a)	9,045
3,000	Forward Air Corp.	103,800
1,900	Frozen Food Express Industries, Inc.	12,825
3,000	HUB Group, Inc. Class A(a)	102,390
7,108	Heartland Express, Inc.	105,980
10,400	Hythiam, Inc. (a), (b)	25,168
10,600	J.B. Hunt Transport Services, Inc.	352,768
4,900	Knight Transportation, Inc. (b)	89,670
5,300	Landstar System, Inc.	292,666
1,237	Marten Transport Ltd. (a)	19,755
3,162	Old Dominion Freight Line, Inc. (a)	94,923
400	P.A.M. Transportation Services, Inc. (a)	4,260
3,900	Pacer International, Inc.	83,889
1,500	Quality Distribution, Inc. (a)	3,630
1,400	TAL International Group, Inc.	31,836
700	USA Truck, Inc. (a)	8,421
7,400	UTI Worldwide, Inc.	147,630
900	Universal Truckload Services, Inc. (a)	19,818
1,800	Wabash National Corp.	13,608

</TABLE>

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SCHEDULE

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>

<CAPTION>

SHARES		VALUE
HELD	INDUSTRY/ISSUE	
<S>	<C>	<C>
5,200	Werner Enterprises, Inc.	\$ 96,616
5,729	YRC Worldwide, Inc. (a), (b)	85,190

		2,030,471

	TOTAL COMMON STOCKS - 97.3%	297,130,706

PREFERRED STOCK		
DRUGS & MEDICINE - 0.0%		
193	Inverness Medical Innovations, Inc. Series B, 3%(g)	45,741

	TOTAL PREFERRED STOCK - 0.0%	45,741

RIGHTS		
MISCELLANEOUS FINANCE - 0.0%		
2,833	Guaranty Financial Group, Inc. (h)	368

	TOTAL RIGHTS- 0.0%	368

WARRANTS (i)		
BUSINESS MACHINES - 0.0%		
2	Lantronix, Inc. (expires 2/09/11)	-

MOTOR VEHICLES - 0.0%		
249	Federal-Mogul Corp. Class A (expires 12/27/14)	349

	TOTAL WARRANTS - 0.0%	349

OTHER INTERESTS (j)		
DRUGS & MEDICINE - 0.0%		
700	Tripos, Inc. Liquidating Trust (a), (f)	-

ENERGY & UTILITIES - 0.0%		
600	PetroCorp Inc. (Escrow Shares) (a), (f)	-

TOTAL OTHER INTERESTS - 0.0%	-
TOTAL LONG-TERM INVESTMENTS (Cost - \$261,101,872) - 97.3%	297,177,164

<CAPTION>
BENEFICIAL
INTEREST

<S>	<C>	<C>
	SHORT-TERM SECURITIES	
\$ 7,046	BlackRock Liquidity Series, LLC Cash Sweep Series, 2.56%(e),(k)	7,045,542
29,286	BlackRock Liquidity Series, LLC Money Market Series, 2.70%(e),(k),(l)	29,285,620
	TOTAL SHORT-TERM SECURITIES (Cost - \$36,331,162) - 11.9%	36,331,162
TOTAL INVESTMENTS		
	(Cost - \$297,433,034*) - 109.2%	333,508,326
	LIABILITIES IN EXCESS OF OTHER ASSETS - (9.2%)	(28,114,613)
	NET ASSETS - 100.0%	\$305,393,713

</TABLE>

* The cost and unrealized appreciation (depreciation) of investments as of June 30, 2008, as computed for federal income tax purposes, were as follows:

<TABLE>	
<S>	<C>
Aggregate cost	\$298,414,675
Gross unrealized appreciation	\$ 77,863,833
Gross unrealized depreciation	(42,770,182)
Net unrealized appreciation	\$ 35,093,651

</TABLE>

- (a) Non-income-producing security.
- (b) Security, or a portion of security, is on loan.
- (c) All or a portion of security has been pledged as collateral in connection with open financial futures contracts.
- (d) Depository receipts.
- (e) Investments in companies considered to be an affiliate of the Series, for purposes of Section 2(a)(3) of the Investment Company Act of 1940, were as follows:

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S C H E D U L E

of INVESTMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

<TABLE>
<CAPTION>

AFFILIATE	PURCHASE COST	SALE COST	REALIZED GAIN (LOSS)	INTEREST/DIVIDEND INCOME
<S>	<C>	<C>	<C>	<C>
Anthracite Capital, Inc.	\$ 13,439	\$ 5,153	\$ (2,250)	\$ 3,209
BlackRock, Inc.	\$174,925	\$ 1,017,748	\$444,397	\$ 13,650
BlackRock Liquidity Series, LLC Cash Sweep Series	\$ -	\$ 2,232,404*	\$ -	\$120,029
BlackRock Liquidity Series, LLC Money Market Series	\$ -	\$16,298,276*	\$ -	\$310,707

</TABLE>

- * Represents net sales cost.
- (f) Security is fair valued.

- (g) Convertible security.
- (h) The right may be exercised until 7/21/08.
- (i) Warrants entitle the Series to purchase a predetermined number of shares of common stock and are non-income-producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date.
- (j) "Other interests" represent beneficial interest in liquidation trusts and other reorganization entities and are non-income-producing.
- (k) Represents the current yield as of report date.
- (l) Security was purchased with the cash proceeds from securities loans.
 - o For Series compliance purposes, the Series' industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Series management. This definition may not apply for purposes of this report, which may combine industry sub-classifications for reporting ease.
 - o Financial futures contracts purchased as of June 30, 2008, were as follows:

<TABLE>
<CAPTION>

NUMBER OF CONTRACTS	ISSUE	EXPIRATION DATE	FACE VALUE	UNREALIZED DEPRECIATION
<S>	<C>	<C>	<C>	<C>
28	Russell 2000 Index	September 2008	\$2,003,644	\$ (66,884)
71	S&P 400 Midcap Index	September 2008	6,102,223	(271,703)

TOTAL				\$ (338,587)
				=====

</TABLE>

- o Effective January 1, 2008, the Series adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("FAS 157"). FAS 157 clarifies the definition of fair value, establishes a framework for measuring fair values and requires additional disclosures about the use of fair value measurements. Various inputs are used in determining the fair value of investments, which are as follows:
 - o Level 1 - price quotations in active markets/exchanges for identical securities
 - o Level 2 - other observable inputs (including, but not limited to: quoted prices for similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks, and default rates) or other market-corroborated inputs)
 - o Level 3 - unobservable inputs based on the best information available in the circumstance, to the extent observable inputs are not available (including the Series' own assumption used in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. For information about the Series' policy regarding valuation of investments and other significant accounting policies, please refer to Note 1 of the Notes to Financial Statements.

The following table summarizes the inputs used as of June 30, 2008, in determining the fair valuation of the Series' investments:

<TABLE>
<CAPTION>

VALUATION INPUTS	INVESTMENTS IN SECURITIES	OTHER FINANCIAL INSTRUMENTS*
<S>	<C>	<C>
Level 1	\$297,172,375	\$ (338,587)
Level 2	36,335,951	-
Level 3	-	-

Total	\$333,508,326	\$ (338,587)
		=====

</TABLE>

* Other financial instruments are futures.

SEE NOTES TO FINANCIAL STATEMENTS.

S C H E D U L E

of INVESTMENTS
(continued)

<TABLE>
 <CAPTION>
 INDUSTRY
 REPRESENTATION % OF NET ASSETS (1)

<S>	<C>
Miscellaneous Finance	10%
Business Services	10
Drugs & Medicine	9
Electronics	8
Energy & Raw Materials	6
Domestic Oil	6
Producer Goods	5
Energy & Utilities	5
Real Property	5
Insurance	3
Banks	3
Chemicals	2
Retail	2
Food & Agriculture	2
Construction	2
Media	2
Telephone	2
Non-Durables	2
Travel & Recreation	1
Business Machines	1
Motor Vehicles	1
Non-Ferrous Metals	1
Aerospace	1
Apparel	1
Steel	1
Railroads & Shipping	1
Trucking & Freight	1
Containers	1
Miscellaneous	1
Paper & Forest Products	1
Consumer - Durables	1
Other(2)	12

</TABLE>

(1) Total may not equal 100%.

(2) Includes portfolio holdings in short-term investments.

For Series compliance purposes, the Series' industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Series management. This definition may not apply for purposes of this report, which may combine industry sub-classifications for reporting ease.

SEE NOTES TO FINANCIAL STATEMENTS.

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S T A T E M E N T

of ASSETS and LIABILITIES

MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

<TABLE>
 <S> <C>

ASSETS:	
Investments at value - unaffiliated (including securities loaned of \$27,807,440) (cost - \$260,918,828)	\$296,799,328
Investments at value - affiliated (cost - \$36,514,206)	36,708,998
Investments sold receivable	1,386,597
Contributions receivable from the Investors	59,137
Dividends receivable	242,913
Securities lending income receivable	44,773
Prepaid expenses	9,908
Other assets	13,604

Total assets	335,265,258

LIABILITIES:	
Collateral on securities loaned at value	29,285,620
Bank overdraft	394,413
Investments purchased payable	144,431

Margin variation payable	28,520
Investment advisory fees payable	6,295
Other liabilities payable	4,244
Other affiliates payable	2,434
Officer's and Directors' fees payable	58
Other accrued expenses payable	5,530

Total liabilities	29,871,545

Net assets	\$305,393,713
	=====
NET ASSETS CONSIST OF:	
Investors' capital	\$269,657,008
Net unrealized appreciation/depreciation	35,736,705

Net assets	\$305,393,713
	=====

</TABLE>

SEE NOTES TO FINANCIAL STATEMENTS.

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S T A T E M E N T

of OPERATIONS

MASTER EXTENDED MARKET INDEX SERIES
SIX-MONTH PERIOD ENDED JUNE 30, 2008 (UNAUDITED)

<TABLE>

<S>	<C>	<C>
INVESTMENT INCOME		
Dividends (net of \$1,551 foreign withholding tax and including \$16,859 from affiliates)		\$ 1,732,213
Interest from affiliates		120,029
Securities lending		310,707

Total income		2,162,949

EXPENSES		
Custodian	\$ 50,324	
Accounting services	34,679	
Professional	28,748	
Investment advisory	15,193	
Officer and Directors	9,145	
Printing	6,392	
Miscellaneous	3,888	

Total expenses		148,369
Less fees paid indirectly		(82)

Total expenses after fees paid indirectly		148,287

Net investment income		2,014,662

REALIZED & UNREALIZED GAIN (LOSS)		
Net realized gain from:		
Investments (including \$442,147 from affiliates)	8,695,360	
Futures	263,003	8,958,363

Net change in unrealized appreciation/depreciation on:		
Investments	(37,669,134)	
Futures	(374,222)	(38,043,356)
	-----	-----
Total realized and unrealized loss		(29,084,993)

Net decrease in net assets resulting from operations		\$(27,070,331)
		=====

</TABLE>

SEE NOTES TO FINANCIAL STATEMENTS.

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S T A T E M E N T S

of Changes in NET ASSETS

MASTER EXTENDED MARKET INDEX SERIES
SIX-MONTH PERIOD ENDED JUNE 30, 2008 (UNAUDITED),
AND YEAR ENDED DECEMBER 31, 2007

<TABLE>		
<CAPTION>		
INCREASE (DECREASE) IN NET ASSETS:	6/30/2008	12/31/2007
<S>	<C>	<C>
OPERATIONS:		
Net investment income	\$ 2,014,662	\$ 4,968,923
Net realized gain	8,958,363	17,639,615
Net change in unrealized appreciation/depreciation	(38,043,356)	(4,537,443)
Net increase (decrease) in net assets resulting from operations	(27,070,331)	18,071,095
CAPITAL TRANSACTIONS:		
Proceeds from contributions	57,168,459	120,701,475
Fair value of withdrawals	(41,463,941)	(146,355,748)
Net increase (decrease) in net assets derived from capital transactions	15,704,518	(25,654,273)
NET ASSETS:		
Total decrease in net assets	(11,365,813)	(7,583,178)
Beginning of period	316,759,526	324,342,704
End of period	\$305,393,713	\$ 316,759,526

</TABLE>

SEE NOTES TO FINANCIAL STATEMENTS.

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F I N A N C I A L

HIGHLIGHTS

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

The following ratios have been derived from information provided in the financial statements.

<TABLE>						
<CAPTION>						
	SIX-MONTHS ENDED JUNE 30,		YEAR ENDED DECEMBER 31,			
	2008	2007	2006	2005	2004	2003
<S>	<C>	<C>	<C>	<C>	<C>	<C>
TOTAL INVESTMENT RETURN:						
Total investment return	(8.38%) (1)	5.22%	15.92%	10.58%	18.43%	44.11%
RATIOS TO AVERAGE NET ASSETS:						
Total expenses after fees paid indirectly	0.10% (2)	0.08%	0.08%	0.07%	0.09%	0.12%
Total expenses	0.10% (2)	0.08%	0.08%	0.07%	0.09%	0.13%
Net investment income	1.32% (2)	1.33%	1.66%	1.25%	1.08%	1.09%
SUPPLEMENTAL DATA:						
Net assets, end of period (000)	\$305,394	\$316,760	\$324,343	\$252,955	\$217,991	\$172,482
Portfolio turnover	21%	33%	24%	18%	23%	15%

</TABLE>

- (1) Aggregate total investment return.
(2) Annualized.

SEE NOTES TO FINANCIAL STATEMENTS.

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to FINANCIAL Statements

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

(1) SIGNIFICANT ACCOUNTING POLICIES

Master Extended Market Index Series (the "Series"), a diversified management investment company, is part of Quantitative Master Series LLC (the "Master LLC"). The Master LLC is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), and is organized as a Delaware limited liability company. The Master LLC's Limited Liability Company Agreement permits the Directors to issue non-transferable interests, subject to certain limitations. The Series' financial statements are prepared in conformity with accounting principles generally accepted in the United States of America, which may require the use of management accruals and estimates. Actual results may differ from these estimates.

The following is a summary of significant accounting policies followed by the Series:

- A. VALUATION OF INVESTMENTS - Equity investments traded on a recognized securities exchange or the NASDAQ Global Market System are valued at the last reported sale price that day or the NASDAQ official closing price, if applicable. Equity investments traded on a recognized exchange for which there were no sales on that day are valued at the last available bid price. Financial futures contracts traded on exchanges are valued at their last sale price. Short-term securities are valued at amortized cost. Investments in open-end investment companies are valued at net asset value each business day.

In the event that application of these methods of valuation results in a price for an investment which is deemed not to be representative of the market value of such investment, the investment will be valued by a method approved by the Board of Directors (the "Board") as reflecting fair value ("Fair Value Assets"). When determining the price for Fair Value Assets, the investment advisor and/or sub-advisor seeks to determine

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to FINANCIAL Statements
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

the price that the Series might reasonably expect to receive from the current sale of that asset in an arm's-length transaction. Fair value determinations shall be based upon all available factors that the investment advisor and/or sub-advisor deems relevant. The pricing of all Fair Value Assets is subsequently reported to the Board or a committee thereof.

- B. DERIVATIVE FINANCIAL INSTRUMENTS - The Series may engage in various portfolio investment strategies to increase the return of the Series and to hedge, or protect, its exposure to interest rate movements and movements in the securities markets. Losses may arise if the value of the contract decreases due to an unfavorable change in the price of the underlying security, or if the counterparty does not perform under the contract.
1. FINANCIAL FUTURES CONTRACTS - The Series may purchase or sell financial or index futures contracts and options on such futures contracts. Futures contracts are contracts for delayed delivery of securities at a specific future date and at a specific price or yield. Upon entering into a contract, the Series deposits and maintains as collateral such initial margin as required by the exchange on which the transaction is effected. Pursuant to the contract, the Series agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in value of the contract. Such receipts or payments are known as margin variation and are recognized by the Series as unrealized gains or losses.
- C. PREFERRED STOCK - The Series may invest in preferred stocks. Preferred stock has a preference over common stock in liquidation (and generally in receiving dividends as well) but is subordinated to the liabilities of the issuer in all respects. As a general rule, the market value of preferred stock with a fixed dividend rate and no conversion element varies inversely with interest rates and perceived credit risk, while the market price of convertible preferred stock generally also reflects some element of conversion

N O T E S

 to FINANCIAL Statements
 (continued)

MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

value. Because preferred stock is junior to debt securities and other obligations of the issuer, deterioration in the credit quality of the issuer will cause greater changes in the value of a preferred stock than in a more senior debt security with similar stated yield characteristics. Unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Preferred stock also may be subject to optional or mandatory redemption provisions.

- D. SEGREGATION - In cases in which the 1940 Act and the interpretive positions of the Securities and Exchange Commission ("SEC") require that the Series segregate assets in connection with certain investments (e.g., futures contracts), the Series will, consistent with certain interpretive letters issued by the SEC, designate on its books and records cash or other liquid debt securities having a market value at least equal to the amount that would otherwise be required to be physically segregated.
- E. INVESTMENT TRANSACTIONS AND INVESTMENT INCOME - Investment transactions are recorded on the dates the transactions are entered into (the trade dates). Realized gains and losses on security transactions are determined on the identified cost basis. Dividend income is recorded on the ex-dividend dates. Interest income is recognized on the accrual basis. The Series amortizes all premiums and discounts on debt securities.
- F. INCOME TAXES - The Series is classified as a partnership for federal income tax purposes. As such, each investor in the Series is treated as owner of its proportionate share of the net assets, income, expenses and realized and unrealized gains and losses of the Series. Therefore, no federal income tax provision is required. Under applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates. It is intended that the Series' assets will be managed so an investor in the Series can satisfy the requirements of Subchapter M of the Internal Revenue Code.

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 to FINANCIAL Statements
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MASTER EXTENDED MARKET INDEX SERIES
 JUNE 30, 2008 (UNAUDITED)

The Series files U.S. federal and various state and local tax returns. No income tax returns are currently under examination. The statute of limitations on the Series' U.S. federal tax returns remains open for the years ended December 31, 2004, through December 31, 2006. The statutes of limitations on the Series' state and local tax returns may remain open for an additional year depending upon the jurisdiction.

- G. RECENT ACCOUNTING PRONOUNCEMENT - In March 2008, Statement of Financial Accounting Standards No. 161, "Disclosures about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133" ("FAS 161") was issued and is effective for fiscal years beginning after November 15, 2008. FAS 161 is intended to improve financial reporting for derivative instruments by requiring enhanced disclosure that enables investors to understand how and why an entity uses derivatives, how derivatives are accounted for, and how derivative instruments affect an entity's results of operations and financial position. The impact on the Series' financial statement disclosures, if any, is currently being assessed.
- H. SECURITIES LENDING - The Series may lend securities to financial institutions that provide cash or securities issued or guaranteed by the U.S. government as collateral, which will be maintained at all times in an amount equal to at least 100% of the current

market value of the loaned securities. The market value of the loaned securities is determined at the close of business of the Series and any additional required collateral is delivered to the Series on the next business day. The Series typically receives the income on the loaned securities, but does not receive the income on the collateral. Where the Series receives cash collateral, it may invest such collateral and retain the amount earned on such investment, net of any amount rebated to the borrower. The Series may receive a flat fee for its loans.

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to FINANCIAL Statements
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

Loans of securities are terminable at any time and the borrower, after notice, is required to return borrowed securities within the standard time period for settlement of securities transactions. The Series may pay reasonable lending agent, administrative and custodial fees in connection with its loans. In the event that the borrower defaults on its obligation to return borrowed securities because of insolvency or for any other reason, the Series could experience delays and costs in gaining access to the collateral. The Series also could suffer a loss where the value of the collateral falls below the market value of the borrowed securities, in the event of borrower default or in the event of losses on investments made with cash collateral.

- I. BANK OVERDRAFT - The Series recorded a bank overdraft, which resulted from a failed trade that settled the next day.
- J. OTHER - Expenses directly related to the Series are charged to that Series. Other operating expenses shared by several funds are pro-rated among those funds on the basis of relative net assets or other appropriate methods.

(2) INVESTMENT ADVISORY AGREEMENT AND OTHER TRANSACTIONS WITH AFFILIATES

The Master LLC, on behalf of the Series, has entered into an Investment Advisory Agreement with BlackRock Advisors, LLC (the "Advisor"), an indirect, wholly owned subsidiary of BlackRock, Inc., to provide investment advisory and administration services. Merrill Lynch & Co., Inc. ("Merrill Lynch") and The PNC Financial Services Group, Inc. are principal owners of BlackRock, Inc.

The Advisor is responsible for the management of the Series' portfolio and provides the necessary personnel, facilities, equipment and certain other services necessary to the operations of the Series. For such

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to FINANCIAL Statements
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

services, the Series pays the Advisor a monthly fee at an annual rate of 0.01% of the average daily value of the Series' net assets.

The Advisor has entered into a separate sub-advisory agreement with BlackRock Investment Management, LLC ("BIM"), an affiliate of the Advisor, under which the Advisor pays BIM, for services it provides, a monthly fee that is a percentage of the investment advisory fee paid by the Series to the Advisor.

For the six months ended June 30, 2008, the Series reimbursed the Advisor \$2,216 for certain accounting services, which is included in accounting services in the Statement of Operations.

Pursuant to the terms of the custody agreement, custodian fees may be reduced by amounts calculated on uninvested cash balances ("custody credits"), which are on the Statement of Operations as fees paid indirectly.

The Master LLC, on behalf of the Series, has received an exemptive order from the SEC permitting the Series to lend its portfolio securities to Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), a wholly owned subsidiary of Merrill Lynch, or its affiliates. As of June 30, 2008, the Series lent securities with a value of \$1,007,154 to MLPF&S, or its affiliates. Pursuant to that order, the Master LLC has retained BIM as the securities lending agent for a fee based on a share of the returns on investment of cash collateral. BIM may, on behalf of the Series, invest cash collateral received by the Series for such loans, among other things, in a private investment company managed by the Advisor or in registered money market funds advised by the Advisor or its affiliates. For the six months ended June 30, 2008, BIM received \$76,211 in securities lending agent fees.

In addition, MLPF&S received \$1,975 in commissions on the execution of portfolio security transactions for the Series for the six months ended June 30, 2008.

Certain officers and/or directors of the Master LLC are officers and/or directors of BlackRock, Inc. or its affiliates.

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to FINANCIAL Statements
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

(3) INVESTMENTS

Purchases and sales of investments, excluding short-term securities, for the six months ended June 30, 2008, were \$74,708,052 and \$63,452,345, respectively.

(4) SHORT-TERM BORROWINGS

The Master LLC, on behalf of the Series, along with certain other funds managed by the Advisor and its affiliates, is a party to a \$500,000,000 credit agreement with a group of lenders. The Series may borrow under the credit agreement to fund shareholder redemptions and for other lawful purposes other than for leverage. The Series may borrow up to the maximum amount allowable under the Series' current prospectus and statement of additional information, subject to various other legal, regulatory or contractual limits. On November 21, 2007, the credit agreement was renewed for one year under substantially the same terms. The Series pays a commitment fee of 0.06% per annum based on the Series' pro rata share of the unused portion of the credit agreement. Amounts borrowed under the credit agreement bear interest at a rate equal to, at each fund's election, the federal funds rate plus 0.35% or a base rate as defined in the credit agreement. The Series did not borrow under the credit agreement during the six months ended June 30, 2008.

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AGREEMENTS

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

DISCLOSURE OF INVESTMENT ADVISORY AGREEMENT AND SUBADVISORY AGREEMENT APPROVAL

The Board of Directors (the "Board," the members of which are referred to as "Directors") of Quantitative Master Series LLC (the "Master LLC") met in person in April and June 2008 to consider the approval of the investment advisory agreement between the Master LLC and BlackRock Advisors, LLC (the "Adviser") with respect to Master Extended Market Index Series (the "Portfolio") (the "Advisory Agreement"). The Board also considered the approval of the subadvisory agreement with respect to the Portfolio between the Adviser and BlackRock Investment Management, LLC (the "Subadviser") (the "Subadvisory Agreement"). The Adviser and the Subadviser are referred to herein as "BlackRock." The

ACTIVITIES AND COMPOSITION OF THE BOARD

The Board consists of thirteen individuals, eleven of whom are not "interested persons" as defined in the Investment Company Act of 1940, as amended (the "1940 Act") (the "Independent Directors"). The Directors are responsible for the oversight of the operations of the Portfolio and perform the various duties imposed on the directors of investment companies by the 1940 Act. The Independent Directors have retained independent legal counsel to assist them in connection with their duties. The Co-Chairs of the Board are both Independent Directors. The Board established four standing committees: an Audit Committee, a Governance and Nominating Committee, a Compliance Committee and a Performance Oversight Committee, each of which is composed of, and chaired by Independent Directors.

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AGREEMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

THE AGREEMENTS

Upon the consummation of the combination of BlackRock's investment management business with Merrill Lynch & Co., Inc.'s investment management business, including Merrill Lynch Investment Managers, L.P. and certain affiliates (the "Transaction"), the Master LLC entered into an Advisory Agreement with the Adviser with respect to the Portfolio with an initial two-year term and the Adviser entered into a Subadvisory Agreement with respect to the Portfolio with the Subadviser with an initial two-year term. Consistent with the 1940 Act, prior to the expiration of each Agreement's initial two-year term, the Board is required to consider the continuation of the Agreements on an annual basis. In connection with this process, the Board assessed, among other things, the nature, scope and quality of the services provided to the Portfolio by the personnel of BlackRock and its affiliates, including investment management, administrative services, shareholder services, oversight of fund accounting and custody, marketing services and assistance in meeting legal and regulatory requirements. The Board also received and assessed information regarding the services provided to the Portfolio by certain unaffiliated service providers.

Throughout the year, the Board, acting directly and through its committees, considers at each of its meetings factors that are relevant to its annual consideration of the renewal of the Portfolio's Agreements, including the services and support provided to the Portfolio and its shareholders. Among the matters the Board considered were: (a) investment performance for one, three and five years, as applicable, against peer funds, as well as senior management's and portfolio managers' analysis of the reasons for underperformance, if applicable; (b) fees, including advisory, administration, if applicable, and other fees paid to BlackRock and its affiliates by the Portfolio, such as transfer agency fees and fees for marketing and distribution; (c) the Portfolio's operating expenses; (d) the resources devoted to and compliance reports relating to the Portfolio's investment objective, policies and restrictions, (e) the Master LLC's compliance with their Codes of Ethics and

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AGREEMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

compliance policies and procedures; (f) the nature, cost and character of non-investment management services provided by BlackRock and its affiliates; (g) BlackRock's and other service providers' internal controls; (h) BlackRock's implementation of the proxy voting guidelines approved by the Board; (i) the use of brokerage commissions and spread

and execution quality; (j) valuation and liquidity procedures; and (k) periodic overview of BlackRock's business, including BlackRock's response to the increasing scale of its business.

BOARD CONSIDERATIONS IN APPROVING THE AGREEMENTS

THE APPROVAL PROCESS. Prior to the April 16, 2008 Board meetings at which approval of the Agreements was to be considered, the Board requested and received materials specifically relating to the Agreements. The Board is engaged in an ongoing process with BlackRock to continuously review the nature and scope of the information provided to better assist its deliberations. These materials included

(a) information independently compiled and prepared by Lipper, Inc. ("Lipper") on the Portfolio's fees and expenses as compared with a peer group of funds as determined by Lipper ("Peers"); (b) information compiled by the Adviser regarding the investment performance of the Portfolio as compared with its benchmark index; (c) information on the profitability of the Agreements to BlackRock and certain affiliates, including their other relationships with the Portfolio, and a discussion of fall-out benefits; (d) a general analysis provided by BlackRock concerning investment advisory fees charged to other clients, such as institutional and closed-end funds under similar investment mandates, as well as the performance of such other clients; (e) a report on economies of scale; and (f) sales and redemption data regarding the Portfolio's shares. At the April 16, 2008 meeting, the Board requested and subsequently received from BlackRock (i) comprehensive analysis of total expenses on a fund-by-fund basis; (ii) further analysis of investment performance; (iii) further data regarding the Portfolio's profitability, the Portfolio's size and the Portfolio's fee levels; and (iv) additional information on sales and redemptions.

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AGREEMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

The Board also considered other matters it deemed important to the approval process, such as payments made to BlackRock or its affiliates relating to the distribution of the Portfolio's shares, services related to the valuation and pricing of portfolio holdings of the Portfolio, allocation of Portfolio's brokerage fees (including the benefits of "soft dollars"), and direct and indirect benefits to BlackRock and its affiliates from their relationship with the Master LLC. The Board did not identify any particular information as controlling, and each Director may have attributed different weights to the various items considered.

At an in-person meeting held on April 16, 2008, the Board discussed and considered the materials provided. As a result of the discussions that occurred during the April 16, 2008 meeting, the Board requested and BlackRock provided the additional information, as detailed above, in advance of the June 3-4, 2008 Board meetings. At an in-person meeting held on June 3-4, 2008, the Board, including the Independent Directors, unanimously approved the continuation of (a) the Advisory Agreement between the Adviser and the Master LLC with respect to the Portfolio for a one-year term ending June 30, 2009 and (b) the Subadvisory Agreement between the Adviser and the Subadviser with respect to the Portfolio for a one-year term ending June 30, 2009. The Board considered all factors it believed relevant with respect to the Portfolio, including, among other factors: (i) the nature, extent and quality of the services provided by BlackRock; (ii) the investment performance of the Portfolio and BlackRock portfolio management; (iii) the advisory fee and the cost of the services and profits to be realized by BlackRock and certain affiliates from the relationship with the Portfolio; and (iv) economies of scale.

A. NATURE, EXTENT, AND QUALITY OF SERVICES. The Board, including the Independent Directors, reviewed the nature, extent and quality of services provided by BlackRock, including the investment advisory services and the resulting performance of the Portfolio. The Board compared the Portfolio's performance to the performance of the Wilshire 4500 (Full Cap) Index, its benchmark index. The Board

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AGREEMENTS
(continued)MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

met with BlackRock's senior management personnel responsible for investment operations, including the senior investment officers. The Board also reviewed the materials provided by the Portfolio's portfolio management team discussing the Portfolio performance and the Portfolio's investment objective, strategies and outlook.

The Board considered, among other factors, the size and experience of BlackRock's investment personnel generally, and of the Portfolio's portfolio management team; BlackRock's portfolio trading capabilities; BlackRock's use of technology; BlackRock's commitment to compliance; and BlackRock's approach to training and retaining portfolio managers and other research, advisory and management personnel. The Board also reviewed BlackRock's compensation structure with respect to the portfolio management teams of the Portfolio and BlackRock's ability to attract and retain high-quality talent.

In addition to advisory services, the Board considered the quality of the administrative and non-investment advisory services provided to the Portfolio. BlackRock and its affiliates provide the Portfolio with certain administrative, transfer agency, shareholder and other services (in addition to any such services provided to the Portfolio by third parties) and officers and other personnel as are necessary for the operations of the Portfolio. In addition to investment advisory services, BlackRock and its affiliates provide the Portfolio with other services, including (a) preparing disclosure documents, such as the prospectus, the statement of additional information and shareholder reports; (b) assisting with daily accounting and pricing; (c) overseeing and coordinating the activities of other service providers; (d) organizing Board meetings and preparing the materials for such Board meetings; (e) providing legal and compliance support; and (f) performing other administrative functions necessary for the operation of the Portfolio, such as tax reporting and fulfilling regulatory filing requirements. The Board reviewed the structure and duties of BlackRock's fund administration, accounting, legal and compliance departments.

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AGREEMENTS
(continued)MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

B. THE INVESTMENT PERFORMANCE OF THE PORTFOLIO AND BLACKROCK. The Board, including the Independent Directors, also reviewed and considered the performance history of the Portfolio. In preparation for the April 16, 2008 meeting, the Board was provided with information compiled by the Adviser comparing the Portfolio's performance for the one-, three- and five-year periods with its benchmark index. The Board regularly reviews the performance of the Portfolio throughout the year. The Board attaches more importance to performance over relatively long periods of time, typically three to five years.

The Board noted that the Portfolio's investment performance in the three- and five-year periods reported was better than the investment performance of the Wilshire 4500 (Full Cap) Index, its benchmark index.

C. CONSIDERATION OF THE ADVISORY FEES AND THE COST OF THE SERVICES AND PROFITS TO BE REALIZED BY BLACKROCK AND ITS AFFILIATES FROM THE RELATIONSHIP WITH THE PORTFOLIO. The Board, including the Independent Directors, reviewed the Portfolio's contractual advisory fee rates compared with the other funds in its Lipper category. It also compared the Portfolio's total expenses to those of other comparable funds. The Board considered the services provided and the fees charged by BlackRock to other types of clients with similar investment mandates, including separately managed institutional accounts.

The Board received and reviewed statements relating to BlackRock's financial condition and profitability with respect to the services it provided to the Portfolio. The Board was also provided with a profitability analysis that detailed the revenues earned and the expenses incurred by BlackRock and certain affiliates that provide

services to the Portfolio. The Board reviewed BlackRock's profitability with respect to the Portfolio and each fund the Board currently oversees for the year ended December 31, 2007 compared to aggregated profitability data provided for the year ended December 31, 2005.

In addition, the Board considered the cost of the services provided to the Portfolio by BlackRock, and BlackRock's and its affiliates' profits

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(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

relating to the management and distribution of the Portfolio and the other funds advised by BlackRock and its affiliates. As part of its analysis, the Board reviewed BlackRock's methodology in allocating its costs to the management of the Portfolio and concluded that there was a reasonable basis for the allocation. The Board also considered whether BlackRock has the financial resources necessary to attract and retain high quality investment management personnel to perform its obligations under the Agreements and to continue to provide the high quality of services that are expected by the Board. The Board noted that the Portfolio paid contractual advisory fees, prior to any expense reimbursements, lower than or equal to the median of its Peers.

D. ECONOMIES OF SCALE. The Board, including the Independent Directors, considered the extent to which economies of scale might be realized as the assets of the Portfolio increase and whether there should be changes in the advisory fee rate or structure in order to enable the Portfolio to participate in these economies of scale. The Board, including the Independent Directors, considered whether the shareholders would benefit from economies of scale and whether there was potential for future realization of economies with respect to the Portfolio. The Board considered that the funds in the BlackRock fund complex share common resources and, as a result, an increase in the overall size of the complex could permit each fund to incur lower expenses than it would otherwise as a stand-alone entity. The Board also considered the anticipated efficiencies in the processes of BlackRock's overall operations as it continues to add personnel and commit capital to expand the scale of operations. The Board found, based on its review of comparable funds, that the Portfolio's management fee is appropriate in light of the scale of the Portfolio.

E. OTHER FACTORS. The Board also took into account other ancillary or "fall-out" benefits that BlackRock may derive from its relationship with the Portfolio, both tangible and intangible, such as BlackRock's ability

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A D V I S O R Y

AGREEMENTS
(continued)

MASTER EXTENDED MARKET INDEX SERIES
JUNE 30, 2008 (UNAUDITED)

to leverage its investment professionals who manage other portfolios, an increase in BlackRock's profile in the investment advisory community, and the engagement of BlackRock's affiliates as service providers to the Portfolio, including for administrative, transfer agency and distribution services. The Board also noted that BlackRock may use third party research, obtained by soft dollars generated by transactions in the Portfolio, to assist itself in managing all or a number of its other client accounts.

In connection with its consideration of the Agreements, the Board also received information regarding BlackRock's brokerage and soft dollar practices. The Board received reports from BlackRock which included information on brokerage commissions and trade execution throughout the year.

CONCLUSION. The Board approved the continuation of (a) the Advisory Agreement between the Adviser and the Master LLC with respect to the Portfolio for a one-year term ending June 30, 2009; and (b) the Subadvisory Agreement between the Adviser and Subadviser with respect to

the Portfolio for a one-year term ending June 30, 2009. Based upon its evaluation of all these factors in their totality, the Board, including the Independent Directors, was satisfied that the terms of the Agreements were fair and reasonable and in the best interest of the Portfolio and the Portfolio's shareholders. In arriving at a decision to approve the Agreements, the Board did not identify any single factor or group of factors as all-important or controlling, but considered all factors together. The Independent Directors were also assisted by the advice of independent legal counsel in making this determination. The contractual fee arrangements for the Portfolio reflect the results of several years of review by the Directors and predecessor Directors, and discussions between the Directors (and predecessor Directors) and BlackRock (and predecessor advisers). Certain aspects of the arrangements may be the subject of more attention in some years than in others, and the Directors' conclusions may be based in part on their consideration of these arrangements in prior years.

TRUSTEES Christopher W. Claus
Barbara B. Dreeben
Robert L. Mason, Ph.D.
Barbara B. Ostdiek, Ph.D.
Michael F. Reimherr
Richard A. Zucker

ADMINISTRATOR, INVESTMENT ADVISER, UNDERWRITER, AND DISTRIBUTOR USAA Investment Management Company
P.O. Box 659453
San Antonio, Texas 78265-9825

TRANSFER AGENT USAA Shareholder Account Services
9800 Fredericksburg Road
San Antonio, Texas 78288

CUSTODIAN JP Morgan Chase Bank
3 Chase Metrotech
Brooklyn, New York 11245

ACCOUNTING AGENT State Street Bank and Trust Company
500 College Road East
Princeton, New Jersey 08540

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Ernst & Young LLP
100 West Houston St., Suite 1800
San Antonio, Texas 78205

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COPIES OF THE MANAGER'S PROXY VOTING POLICIES AND PROCEDURES, APPROVED BY THE TRUST'S BOARD OF TRUSTEES FOR USE IN VOTING PROXIES ON BEHALF OF THE FUND, ARE AVAILABLE WITHOUT CHARGE (I) BY CALLING (800) 531-USAA (8722); (II) AT USAA.COM; AND (III) ON THE SEC'S WEB SITE AT [HTTP:// WWW.SEC.GOV](http://www.sec.gov). INFORMATION REGARDING HOW THE FUND VOTED PROXIES RELATING TO PORTFOLIO SECURITIES DURING THE MOST RECENT 12-MONTH PERIOD ENDED JUNE 30 IS AVAILABLE AT NO CHARGE (I) AT USAA.COM; AND (II) ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

THE FUND FILES ITS COMPLETE SCHEDULE OF PORTFOLIO HOLDINGS WITH THE SEC FOR THE FIRST AND THIRD QUARTERS OF EACH FISCAL YEAR ON FORM N-Q. THESE FORMS N-Q ARE AVAILABLE (I) BY CALLING (800) 531-USAA (8722); (II) AT USAA.COM; AND (III) ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). THESE FORMS N-Q ALSO MAY BE REVIEWED AND COPIED AT THE SEC'S PUBLIC REFERENCE ROOM IN WASHINGTON, D.C. INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM MAY BE OBTAINED BY CALLING (800) 732-0330.

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ITEM 2. CODE OF ETHICS.

NOT APPLICABLE. This item must be disclosed only in annual reports.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

NOT APPLICABLE. This item must be disclosed only in annual reports.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

NOT APPLICABLE. This item must be disclosed only in annual reports.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not Applicable.

ITEM 6. SCHEDULE OF INVESTMENTS.

Filed as part of the report to shareholders.

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. PURCHASES 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.

The Corporate Governance Committee selects and nominates candidates for membership on the Board as independent directors. Currently, there is no procedure for shareholders to recommend candidates to serve on the Board.

ITEM 11. CONTROLS AND PROCEDURES

The principal executive officer and principal financial officer of USAA Mutual Funds Trust (Trust) have concluded that the Trust's disclosure controls and procedures are sufficient to ensure that information required to be disclosed by the Trust in this Form N-CSR/S was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, based upon such officers' evaluation of these controls and procedures as of a date within 90 days of the filing date of the report.

There were no significant changes or corrective actions with regard to significant deficiencies or material weaknesses in the Trust's internal controls or in other factors that could significantly affect the Trust's internal controls subsequent to the date of their evaluation. The only change to the procedures was to document the annual disclosure controls and procedures established for the new section of the shareholder reports detailing the factors considered by the Funds' Board in approving the Funds' advisory agreements.

ITEM 12. EXHIBITS.

- (a) (1). NOT APPLICABLE. This item must be disclosed only in annual reports.
- (a) (2). Certification pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) is filed and attached hereto as Exhibit 99.CERT.
- (a) (3). Not Applicable.
- (b). Certification pursuant to Rule 30a-2(b) under the Investment Company Act of 1940 (17 CFR 270.30a-2(b)) is filed and attached hereto as Exhibit 99.906CERT.

SIGNATURES

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.

Registrant: USAA MUTUAL FUNDS TRUST, Period Ended June 30, 2008

By:* MARK S. HOWARD

Signature and Title: Mark S. Howard, Secretary

Date: AUGUST 22, 2008

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.

By:* CHRISTOPHER W. CLAUS

Signature and Title: Christopher W. Claus, President

Date: AUGUST 26, 2008

By:* ROBERTO GALINDO, JR.

Signature and Title: Roberto Galindo, Jr., Treasurer

Date: AUGUST 25, 2008

*Print the name and title of each signing officer under his or her signature.

CERTIFICATIONS

I, CHRISTOPHER W. CLAUS, certify that:

1. I have reviewed the reports on Form N-CSR/S for the period ending June 30, 2008 for the following funds of USAA MUTUAL FUNDS TRUST:

S&P 500 Index Fund, Reward Shares
S&P 500 Index Fund, Member Shares
Total Return Strategy Fund
Extended Market Index Fund
Nasdaq-100 Index Fund

2. Based on my knowledge, these reports do 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 these reports;

3. Based on my knowledge, the financial statements, and other financial information included in these reports, 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 these reports;

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 these reports are 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 these reports 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 these reports any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal half-year (the Registrant's second fiscal half-year in the case of an annual 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 26, 2008

/S/ CHRISTOPHER W. CLAUS

Christopher W. Claus
President

I, ROBERTO GALINDO, JR., certify that:

1. I have reviewed the reports on Form N-CSR/S for the period ending June 30, 2008 for the following funds of USAA MUTUAL FUNDS TRUST:

S&P 500 Index Fund, Reward Shares
S&P 500 Index Fund, Member Shares
Total Return Strategy Fund
Extended Market Index Fund
Nasdaq-100 Index Fund

2. Based on my knowledge, these reports do 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 these reports;

3. Based on my knowledge, the financial statements, and other financial information included in these reports, 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 these reports;

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 these reports are 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 these reports 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 such evaluation; and
 - (d) disclosed in these reports any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal half-year (the Registrant's second fiscal half-year in the case of an annual 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 25, 2008

/S/ ROBERTO GALINDO, JR.

Roberto Galindo, Jr.
Treasurer

ITEM 12 (B). EXHIBITS.

SECTION 906 CERTIFICATION

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: USAA MUTUAL FUNDS TRUST

S&P 500 Index Fund, Reward Shares
S&P 500 Index Fund, Member Shares
Total Return Strategy Fund
Extended Market Index Fund
Nasdaq-100 Index Fund

In connection with the Semiannual Reports on Form N-CSR/S (Reports) of the above-named issuer for the Funds listed above for the period ended June 30, 2008, the undersigned hereby certifies, that:

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

Date: AUGUST 26, 2008

/S/ CHRISTOPHER W. CLAU

Christopher W. Claus
President

SECTION 906 CERTIFICATION

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:

USAA MUTUAL FUNDS TRUST

S&P 500 Index Fund, Reward Shares
S&P 500 Index Fund, Member Shares
Total Return Strategy Fund
Extended Market Index Fund
Nasdaq-100 Index Fund

In connection with the Semiannual Reports on Form N-CSR/S (Reports) of the above-named issuer for the Funds listed above for the period ended June 30, 2008, the undersigned hereby certifies, that:

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

Date: AUGUST 25, 2008

/S/ ROBERTO GALINDO, JR.

Roberto Galindo, Jr.
Treasurer