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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
May 14, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2008

Check here if Amendment ; Amendment Number-

This Amendment (Check only one.)  is a restatement  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.  
Address: 1 Verizon Way, Building 7, 1st Floor South  
Basking Ridge, New Jersey 07920

Form 13F File Number: 028-04063

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

Person Signing this Report on Behalf of Reporting manager:

Name: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

|                   |                           |           |
|-------------------|---------------------------|-----------|
| /s/ David L. Beik | Basking Ridge, New Jersey | 5/13/2008 |
| -----             | -----                     | -----     |
| [Signature]       | [City, State]             | [Date]    |

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report-)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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Form 13F SUMMARY PAGE

Report summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 880  
 Form 13F Information Table Value Total: 4,114,964  
 (thousands)

List of Other Included Managers:

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

GOLDMAN SACHS PRIME BROKERAGE

VERIZON INVESTMENT MANAGEMENT CORP.  
 FORM 13F-SOLE INSTR V. NONE AUTHORITY  
 31-Mar-08

| ITEM 1:<br>-----             | ITEM 2:<br>-----        | ITEM 3:<br>----- | ITEM 4:<br>-----                        | ITEM 5:<br>-----                 | ITEM 6:<br>-----         |                            |                 |
|------------------------------|-------------------------|------------------|---|----------------------------------|--------------------------|----------------------------|-----------------|
|                              |                         |                  |   |                                  | (A)                      | (B)                        | (C)             |
| NAME OF ISSUER<br>-----      | TITLE OF CLASS<br>----- | CUSIP<br>NUMBER  | PENSION FAIR<br>MARKET<br>VALUE (\$000) | SHARES OR<br>PRINCIPAL<br>AMOUNT | INV. DISCRETION<br>----- |                            |                 |
|                              |                         |                  |   |                                  | SOLE                     | SHARED<br>AS DEF. INSTR. V | SHARED<br>OTHER |
| ACE LTD                      | ORD                     | G0070K103        | 2,870                                   | 52,134                           |                          |                            |                 |
| AMDOCS LTD                   | ORD                     | G02602103        | 891                                     | 31,420                           |                          |                            |                 |
| AXIS CAPITAL HOLDINGS        | SHS                     | G0692U109        | 269                                     | 7,912                            |                          |                            |                 |
| ACCENTURE LTD BERMUDA        | CL A                    | G1150G111        | 3,316                                   | 94,277                           |                          |                            |                 |
| BUNGE LIMITED                | COM                     | G16962105        | 536                                     | 6,166                            |                          |                            |                 |
| CENTRAL EUROPEAN MEDIA ENTRP | CL A NEW                | G20045202        | 435                                     | 5,109                            |                          |                            |                 |
| COOPER INDS LTD              | CL A                    | G24182100        | 2,792                                   | 69,528                           |                          |                            |                 |
| COVIDIEN LTD                 | COM                     | G2552X108        | 1,124                                   | 25,409                           |                          |                            |                 |
| ENDURANCE SPECIALTY HLDGS LT | SHS                     | G30397106        | 671                                     | 18,339                           |                          |                            |                 |
| EVEREST RE GROUP LTD         | COM                     | G3223R108        | 291                                     | 3,254                            |                          |                            |                 |
| FOSTER WHEELER LTD           | SHS NEW                 | G36535139        | 1,266                                   | 22,353                           |                          |                            |                 |
| FRONTLINE LTD                | SHS                     | G3682E127        | 354                                     | 7,691                            |                          |                            |                 |
| GARMIN LTD                   | ORD                     | G37260109        | 990                                     | 18,337                           |                          |                            |                 |
| HERBALIFE LTD                | COM USD SHS             | G4412G101        | 362                                     | 7,627                            |                          |                            |                 |
| INGERSOLL-RAND COMPANY LTD   | CL A                    | G4776G101        | 2,574                                   | 57,745                           |                          |                            |                 |
| INVESCO LTD                  | SHS                     | G491BT108        | 1,397                                   | 57,332                           |                          |                            |                 |
| LAZARD LTD                   | SHS A                   | G54050102        | 314                                     | 8,214                            |                          |                            |                 |
| MARVELL TECHNOLOGY GROUP LTD | ORD                     | G5876H105        | 1,238                                   | 113,766                          |                          |                            |                 |
| MF GLOBAL LTD                | SHS                     | G60642108        | 106                                     | 10,708                           |                          |                            |                 |
| NABORS INDUSTRIES LTD        | SHS                     | G6359F103        | 1,702                                   | 50,390                           |                          |                            |                 |
| NOBLE CORPORATION            | SHS                     | G65422100        | 5,463                                   | 109,987                          |                          |                            |                 |
| ORIENT-EXPRESS HOTELS LTD    | CL A                    | G67743107        | 281                                     | 6,513                            |                          |                            |                 |
| PARTNERRE LTD                | COM                     | G6852T105        | 328                                     | 4,297                            |                          |                            |                 |

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|                              |          |           |        |         |
|------------------------------|----------|-----------|--------|---------|
| RENAISSANCERE HOLDINGS LTD   | COM      | G7496G103 | 1,386  | 26,705  |
| SEAGATE TECHNOLOGY           | SHS      | G7945J104 | 1,048  | 50,049  |
| UTI WORLDWIDE INC            | ORD      | G87210103 | 317    | 15,770  |
| TRANSOCEAN INC NEW           | SHS      | G90073100 | 14,052 | 103,934 |
| TYCO INTL LTD BERMUDA        | SHS      | G9143X208 | 5,137  | 116,613 |
| TYCO ELECTRONICS LTD         | COM NEW  | G9144P105 | 872    | 25,420  |
| WARNER CHILCOTT LIMITED      | COM CL A | G9435N108 | 262    | 14,541  |
| WEATHERFORD INTERNATIONAL LT | COM      | G95089101 | 5,631  | 77,702  |
| WHITE MTNS INS GROUP LTD     | COM      | G9618E107 | 227    | 472     |
| XL CAP LTD                   | CL A     | G98255105 | 817    | 27,636  |
| UBS AG                       | SHS NEW  | H89231338 | 893    | 30,995  |
| CNH GLOBAL N V               | SHS NEW  | N20935206 | 403    | 7,748   |
| ROYAL CARIBBEAN CRUISES LTD  | COM      | V7780T103 | 258    | 7,837   |
| AFLAC INC                    | COM      | 001055102 | 8,443  | 129,985 |
| AGCO CORP                    | COM      | 001084102 | 666    | 11,119  |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION         |              |     |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|-----|
|                              |                |              |                                   |                            | (A)                     | (B)          | (C) |
|                              |                |              |                                   |                            | SHARED AS DEF. INSTR. V | SHARED OTHER |     |
| AES CORP                     | COM            | 00130H105    | 3,137                             | 188,154                    |                         |              |     |
| AK STL HLDG CORP             | COM            | 001547108    | 961                               | 17,659                     |                         |              |     |
| AMB PROPERTY CORP            | COM            | 00163T109    | 278                               | 5,105                      |                         |              |     |
| AMR CORP                     | COM            | 001765106    | 546                               | 60,570                     |                         |              |     |
| AT&T INC                     | COM            | 00206R102    | 68,172                            | 1,779,946                  |                         |              |     |
| ABBOTT LABS                  | COM            | 002824100    | 30,098                            | 545,757                    |                         |              |     |
| ABERCROMBIE & FITCH CO       | CL A           | 002896207    | 1,686                             | 23,055                     |                         |              |     |
| ACTIVISION INC NEW           | COM NEW        | 004930202    | 1,228                             | 44,947                     |                         |              |     |
| ACXIOM CORP                  | COM            | 005125109    | 184                               | 15,533                     |                         |              |     |
| ADOBE SYS INC                | COM            | 00724F101    | 11,706                            | 328,907                    |                         |              |     |
| ADVANCE AUTO PARTS INC       | COM            | 00751Y106    | 545                               | 16,002                     |                         |              |     |
| ADVANCED MICRO DEVICES INC   | COM            | 007903107    | 854                               | 144,992                    |                         |              |     |
| AETNA INC NEW                | COM            | 00817Y108    | 7,888                             | 187,418                    |                         |              |     |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100    | 777                               | 15,505                     |                         |              |     |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108    | 430                               | 4,737                      |                         |              |     |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101    | 1,757                             | 58,914                     |                         |              |     |
| AGILYSYS INC                 | COM            | 00847J105    | 360                               | 30,995                     |                         |              |     |
| AIR PRODS & CHEMS INC        | COM            | 009158106    | 6,541                             | 71,099                     |                         |              |     |
| AIRGAS INC                   | COM            | 009363102    | 1,280                             | 28,161                     |                         |              |     |
| AKAMAI TECHNOLOGIES INC      | COM            | 00971T101    | 1,368                             | 48,564                     |                         |              |     |
| ALBEMARLE CORP               | COM            | 012653101    | 2,117                             | 57,963                     |                         |              |     |
| ALBERTO CULVER CO NEW        | COM            | 013078100    | 531                               | 19,376                     |                         |              |     |
| ALCOA INC                    | COM            | 013817101    | 8,673                             | 240,523                    |                         |              |     |
| ALLEGHANY CORP DEL           | COM            | 017175100    | 4,006                             | 11,731                     |                         |              |     |
| ALLEGHENY ENERGY INC         | COM            | 017361106    | 3,526                             | 69,822                     |                         |              |     |
| ALLEGHENY TECHNOLOGIES INC   | COM            | 01741R102    | 2,397                             | 33,593                     |                         |              |     |
| ALLERGAN INC                 | COM            | 018490102    | 4,743                             | 84,115                     |                         |              |     |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108    | 594                               | 12,497                     |                         |              |     |
| ALLIANT ENERGY CORP          | COM            | 018802108    | 204                               | 5,839                      |                         |              |     |
| ALLIANT TECHSYSTEMS INC      | COM            | 018804104    | 493                               | 4,759                      |                         |              |     |

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|                         |                 |           |        |         |
|-------------------------|-----------------|-----------|--------|---------|
| ALLIED WASTE INDS INC   | COM PAR\$.01NEW | 019589308 | 209    | 19,343  |
| ALLSTATE CORP           | COM             | 020002101 | 5,294  | 110,152 |
| ALTERA CORP             | COM             | 021441100 | 2,054  | 111,435 |
| ALTRIA GROUP INC        | COM             | 02209S103 | 14,829 | 667,984 |
| AMAZON COM INC          | COM             | 023135106 | 12,736 | 178,630 |
| AMBAC FINL GROUP INC    | COM             | 023139108 | 810    | 140,877 |
| AMEREN CORP             | COM             | 023608102 | 468    | 10,623  |
| AMERICA MOVIL SAB DE CV | SPON ADR L SHS  | 02364W105 | 1,444  | 22,666  |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION         |              |     |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|-----|
|                              |                |              |                                   |                            | (A)                     | (B)          | (C) |
|                              |                |              |                                   |                            | SHARED AS DEF. INSTR. V | SHARED OTHER |     |
| AMERICAN CAPITAL STRATEGIES  | COM            | 024937104    | 330                               | 9,668                      |                         |              |     |
| AMERICAN EAGLE OUTFITTERS NE | COM            | 02553E106    | 662                               | 37,797                     |                         |              |     |
| AMERICAN ELEC PWR INC        | COM            | 025537101    | 6,305                             | 151,443                    |                         |              |     |
| AMERICAN EXPRESS CO          | COM            | 025816109    | 16,337                            | 373,676                    |                         |              |     |
| AMERICAN INTL GROUP INC      | COM            | 026874107    | 28,109                            | 649,921                    |                         |              |     |
| AMERICAN TOWER CORP          | CL A           | 029912201    | 5,630                             | 143,593                    |                         |              |     |
| AMERISOURCEBERGEN CORP       | COM            | 03073E105    | 6,302                             | 153,775                    |                         |              |     |
| AMERIPRISE FINL INC          | COM            | 03076C106    | 626                               | 12,079                     |                         |              |     |
| AMETEK INC NEW               | COM            | 031100100    | 3,504                             | 79,803                     |                         |              |     |
| AMGEN INC                    | COM            | 031162100    | 18,873                            | 451,734                    |                         |              |     |
| AMPCO-PITTSBURGH CORP        | COM            | 032037103    | 266                               | 6,199                      |                         |              |     |
| AMPHENOL CORP NEW            | CL A           | 032095101    | 1,058                             | 28,391                     |                         |              |     |
| AMYLIN PHARMACEUTICALS INC   | COM            | 032346108    | 611                               | 20,909                     |                         |              |     |
| ANADARKO PETE CORP           | COM            | 032511107    | 12,375                            | 196,336                    |                         |              |     |
| ANALOG DEVICES INC           | COM            | 032654105    | 2,143                             | 72,608                     |                         |              |     |
| ANHEUSER BUSCH COS INC       | COM            | 035229103    | 10,549                            | 222,325                    |                         |              |     |
| ANNALY CAP MGMT INC          | COM            | 035710409    | 351                               | 22,925                     |                         |              |     |
| ANNTAYLOR STORES CORP        | COM            | 036115103    | 586                               | 24,226                     |                         |              |     |
| AON CORP                     | COM            | 037389103    | 605                               | 15,055                     |                         |              |     |
| APACHE CORP                  | COM            | 037411105    | 12,030                            | 99,568                     |                         |              |     |
| APARTMENT INVT & MGMT CO     | CL A           | 03748R101    | 780                               | 21,775                     |                         |              |     |
| APOLLO GROUP INC             | CL A           | 037604105    | 991                               | 22,939                     |                         |              |     |
| APPLE INC                    | COM            | 037833100    | 45,167                            | 314,752                    |                         |              |     |
| APPLERA CORP                 | COM AP BIO GRP | 038020103    | 2,425                             | 73,806                     |                         |              |     |
| APPLIED MATLS INC            | COM            | 038222105    | 7,195                             | 368,791                    |                         |              |     |
| ARCH COAL INC                | COM            | 039380100    | 984                               | 22,625                     |                         |              |     |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102    | 15,459                            | 375,594                    |                         |              |     |
| ARROW ELECTRS INC            | COM            | 042735100    | 1,671                             | 49,666                     |                         |              |     |
| ASSURANT INC                 | COM            | 04621X108    | 6,598                             | 108,409                    |                         |              |     |
| ATMEL CORP                   | COM            | 049513104    | 242                               | 69,589                     |                         |              |     |
| AUTODESK INC                 | COM            | 052769106    | 2,506                             | 79,606                     |                         |              |     |
| AUTOLIV INC                  | COM            | 052800109    | 426                               | 8,478                      |                         |              |     |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103    | 9,283                             | 219,001                    |                         |              |     |
| AUTOZONE INC                 | COM            | 053332102    | 2,306                             | 20,259                     |                         |              |     |
| AVALONBAY CMNTYS INC         | COM            | 053484101    | 11,239                            | 116,444                    |                         |              |     |
| AVERY DENNISON CORP          | COM            | 053611109    | 1,456                             | 29,567                     |                         |              |     |
| AVNET INC                    | COM            | 053807103    | 3,402                             | 103,927                    |                         |              |     |

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AVON PRODS INC COM 054303102 2,607 65,941

| ITEM 1:                      |                | ITEM 2:   |        | ITEM 3:                      |                           | ITEM 4:                    |                     | ITEM 5: |        | ITEM 6:         |        |       |
|------------------------------|----------------|-----------|--------|------------------------------|---------------------------|----------------------------|---------------------|---------|--------|-----------------|--------|-------|
|                              |                |           |        |                              |                           |                            |                     |         |        | INV. DISCRETION |        |       |
|                              |                |           |        |                              |                           |                            |                     |         |        | (A)             | (B)    | (C)   |
|                              |                |           |        |                              |                           |                            |                     |         |        | SHARED          |        |       |
|                              |                |           |        |                              |                           |                            |                     |         |        | AS DEF.         | SHARED | OTHER |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | NUMBER | PENSION MARKET VALUE (\$000) | FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | OR PRINCIPAL AMOUNT | SOLE    | INSTR. | V               | OTHER  |       |
| BB&T CORP                    | COM            | 054937107 |        | 905                          |                           | 28,239                     |                     |         |        |                 |        |       |
| BJ SVCS CO                   | COM            | 055482103 |        | 1,327                        |                           | 46,528                     |                     |         |        |                 |        |       |
| BOK FINL CORP                | COM NEW        | 05561Q201 |        | 1,872                        |                           | 35,838                     |                     |         |        |                 |        |       |
| BP PLC                       | SPONSORED ADR  | 055622104 |        | 940                          |                           | 15,498                     |                     |         |        |                 |        |       |
| BMC SOFTWARE INC             | COM            | 055921100 |        | 2,294                        |                           | 70,551                     |                     |         |        |                 |        |       |
| BAKER HUGHES INC             | COM            | 057224107 |        | 7,292                        |                           | 106,447                    |                     |         |        |                 |        |       |
| BALL CORP                    | COM            | 058498106 |        | 2,432                        |                           | 52,936                     |                     |         |        |                 |        |       |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 |        | 49,958                       |                           | 1,317,796                  |                     |         |        |                 |        |       |
| BANK HAWAII CORP             | COM            | 062540109 |        | 214                          |                           | 4,318                      |                     |         |        |                 |        |       |
| BANK OF NEW YORK MELLON CORP | COM            | 064058100 |        | 14,227                       |                           | 340,920                    |                     |         |        |                 |        |       |
| BARD C R INC                 | COM            | 067383109 |        | 5,304                        |                           | 55,026                     |                     |         |        |                 |        |       |
| BARR PHARMACEUTICALS INC     | COM            | 068306109 |        | 841                          |                           | 17,417                     |                     |         |        |                 |        |       |
| BAXTER INTL INC              | COM            | 071813109 |        | 10,536                       |                           | 182,224                    |                     |         |        |                 |        |       |
| BE AEROSPACE INC             | COM            | 073302101 |        | 511                          |                           | 14,630                     |                     |         |        |                 |        |       |
| BEA SYS INC                  | COM            | 073325102 |        | 1,191                        |                           | 62,168                     |                     |         |        |                 |        |       |
| BEAR STEARNS COS INC         | COM            | 073902108 |        | 223                          |                           | 21,238                     |                     |         |        |                 |        |       |
| BECKMAN COULTER INC          | COM            | 075811109 |        | 553                          |                           | 8,573                      |                     |         |        |                 |        |       |
| BECTON DICKINSON & CO        | COM            | 075887109 |        | 15,335                       |                           | 178,628                    |                     |         |        |                 |        |       |
| BED BATH & BEYOND INC        | COM            | 075896100 |        | 2,005                        |                           | 67,963                     |                     |         |        |                 |        |       |
| BERKLEY W R CORP             | COM            | 084423102 |        | 2,400                        |                           | 86,676                     |                     |         |        |                 |        |       |
| BERKSHIRE HATHAWAY INC DEL   | CL B           | 084670207 |        | 613                          |                           | 137                        |                     |         |        |                 |        |       |
| BEST BUY INC                 | COM            | 086516101 |        | 6,738                        |                           | 162,522                    |                     |         |        |                 |        |       |
| BIG LOTS INC                 | COM            | 089302103 |        | 320                          |                           | 14,338                     |                     |         |        |                 |        |       |
| BIOGEN IDEC INC              | COM            | 09062X103 |        | 6,772                        |                           | 109,775                    |                     |         |        |                 |        |       |
| BLACK & DECKER CORP          | COM            | 091797100 |        | 2,757                        |                           | 41,705                     |                     |         |        |                 |        |       |
| BLACKROCK INC                | COM            | 09247X101 |        | 3,526                        |                           | 17,271                     |                     |         |        |                 |        |       |
| BLOCK H & R INC              | COM            | 093671105 |        | 1,064                        |                           | 51,255                     |                     |         |        |                 |        |       |
| BOEING CO                    | COM            | 097023105 |        | 21,736                       |                           | 292,269                    |                     |         |        |                 |        |       |
| BORGWARNER INC               | COM            | 099724106 |        | 762                          |                           | 17,707                     |                     |         |        |                 |        |       |
| BOSTON PROPERTIES INC        | COM            | 101121101 |        | 2,623                        |                           | 28,491                     |                     |         |        |                 |        |       |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107 |        | 879                          |                           | 68,318                     |                     |         |        |                 |        |       |
| BRINKER INTL INC             | COM            | 109641100 |        | 597                          |                           | 32,182                     |                     |         |        |                 |        |       |
| BRINKS CO                    | COM            | 109696104 |        | 1,022                        |                           | 15,215                     |                     |         |        |                 |        |       |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 |        | 12,452                       |                           | 584,624                    |                     |         |        |                 |        |       |
| BROADCOM CORP                | CL A           | 111320107 |        | 3,629                        |                           | 188,348                    |                     |         |        |                 |        |       |
| BROADRIDGE FINL SOLUTIONS IN | COM            | 11133T103 |        | 641                          |                           | 36,404                     |                     |         |        |                 |        |       |
| BROCADE COMMUNICATIONS SYS I | COM NEW        | 111621306 |        | 436                          |                           | 59,754                     |                     |         |        |                 |        |       |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH | 112585104 |        | 1,319                        |                           | 49,166                     |                     |         |        |                 |        |       |

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|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|-----|
|                              |                |              |                                   |                            | INV. DISCRETION         |              |     |
|                              |                |              |                                   |                            | (A)                     | (B)          | (C) |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. INSTR. V | SHARED OTHER |     |
| BROWN & BROWN INC            | COM            | 115236101    | 309                               | 17,786                     |                         |              |     |
| BROWN FORMAN CORP            | CL B           | 115637209    | 654                               | 9,874                      |                         |              |     |
| BURGER KING HLDGS INC        | COM            | 121208201    | 279                               | 10,076                     |                         |              |     |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104    | 11,621                            | 126,011                    |                         |              |     |
| CBS CORP NEW                 | CL B           | 124857202    | 4,418                             | 200,077                    |                         |              |     |
| CB RICHARD ELLIS GROUP INC   | CL A           | 12497T101    | 799                               | 36,922                     |                         |              |     |
| C H ROBINSON WORLDWIDE INC   | COM NEW        | 12541W209    | 5,440                             | 99,994                     |                         |              |     |
| CIGNA CORP                   | COM            | 125509109    | 2,794                             | 68,863                     |                         |              |     |
| CIT GROUP INC                | COM            | 125581108    | 346                               | 29,201                     |                         |              |     |
| CME GROUP INC                | COM            | 12572Q105    | 9,921                             | 21,150                     |                         |              |     |
| CMS ENERGY CORP              | COM            | 125896100    | 996                               | 73,543                     |                         |              |     |
| CSX CORP                     | COM            | 126408103    | 8,060                             | 143,749                    |                         |              |     |
| CTC MEDIA INC                | COM            | 12642X106    | 229                               | 8,249                      |                         |              |     |
| CTS CORP                     | COM            | 126501105    | 166                               | 15,498                     |                         |              |     |
| CVS CAREMARK CORPORATION     | COM            | 126650100    | 26,440                            | 652,677                    |                         |              |     |
| CA INC                       | COM            | 12673P105    | 1,097                             | 48,734                     |                         |              |     |
| CABLEVISION SYS CORP         | CL A NY CABLVS | 12686C109    | 2,406                             | 112,296                    |                         |              |     |
| CABOT CORP                   | COM            | 127055101    | 244                               | 8,710                      |                         |              |     |
| CABOT OIL & GAS CORP         | COM            | 127097103    | 786                               | 15,458                     |                         |              |     |
| CADENCE DESIGN SYSTEM INC    | COM            | 127387108    | 1,068                             | 100,021                    |                         |              |     |
| CAMERON INTERNATIONAL CORP   | COM            | 13342B105    | 4,302                             | 103,310                    |                         |              |     |
| CAMPBELL SOUP CO             | COM            | 134429109    | 2,859                             | 84,210                     |                         |              |     |
| CAPITAL ONE FINL CORP        | COM            | 14040H105    | 3,877                             | 78,759                     |                         |              |     |
| CAPITALSOURCE INC            | COM            | 14055X102    | 156                               | 16,174                     |                         |              |     |
| CARDINAL HEALTH INC          | COM            | 14149Y108    | 3,036                             | 57,816                     |                         |              |     |
| CAREER EDUCATION CORP        | COM            | 141665109    | 192                               | 15,076                     |                         |              |     |
| CARLISLE COS INC             | COM            | 142339100    | 532                               | 15,896                     |                         |              |     |
| CARMAX INC                   | COM            | 143130102    | 666                               | 34,297                     |                         |              |     |
| CARNIVAL CORP                | PAIRED CTF     | 143658300    | 1,697                             | 41,923                     |                         |              |     |
| CARPENTER TECHNOLOGY CORP    | COM            | 144285103    | 305                               | 5,455                      |                         |              |     |
| CATERPILLAR INC DEL          | COM            | 149123101    | 16,173                            | 206,573                    |                         |              |     |
| CELANESE CORP DEL            | COM SER A      | 150870103    | 2,625                             | 67,211                     |                         |              |     |
| CELGENE CORP                 | COM            | 151020104    | 7,393                             | 120,629                    |                         |              |     |
| CENTERPOINT ENERGY INC       | COM            | 15189T107    | 1,278                             | 89,542                     |                         |              |     |
| CENTEX CORP                  | COM            | 152312104    | 546                               | 22,537                     |                         |              |     |
| CENTURYTEL INC               | COM            | 156700106    | 3,161                             | 95,097                     |                         |              |     |
| CEPHALON INC                 | COM            | 156708109    | 677                               | 10,507                     |                         |              |     |
| CERNER CORP                  | COM            | 156782104    | 390                               | 10,461                     |                         |              |     |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6:         |           |     |
|---------|---------|---------|---------|---------|-----------------|-----------|-----|
|         |         |         |         |         | INV. DISCRETION |           |     |
|         |         |         |         |         | (A)             | (B)       | (C) |
|         |         |         |         |         | SHARED          |           |     |
|         |         |         |         |         | PENSION FAIR    | SHARES OR |     |

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| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE (\$000) | PRINCIPAL AMOUNT | AS DEF. INSTR. V | SHARED OTHER |
|------------------------------|----------------|--------------|----------------------|------------------|------------------|--------------|
| CHARLES RIV LABS INTL INC    | COM            | 159864107    | 349                  | 5,920            |                  |              |
| CHEESECAKE FACTORY INC       | COM            | 163072101    | 249                  | 11,445           |                  |              |
| CHEMTURA CORP                | COM            | 163893100    | 103                  | 14,082           |                  |              |
| CHESAPEAKE ENERGY CORP       | COM            | 165167107    | 2,580                | 55,906           |                  |              |
| CHEVRON CORP NEW             | COM            | 166764100    | 57,324               | 671,557          |                  |              |
| CHICOS FAS INC               | COM            | 168615102    | 199                  | 27,939           |                  |              |
| CHOICEPOINT INC              | COM            | 170388102    | 513                  | 10,786           |                  |              |
| CHUBB CORP                   | COM            | 171232101    | 9,354                | 189,053          |                  |              |
| CHURCH & DWIGHT INC          | COM            | 171340102    | 1,128                | 20,794           |                  |              |
| CIENA CORP                   | COM NEW        | 171779309    | 418                  | 13,561           |                  |              |
| CIMAREX ENERGY CO            | COM            | 171798101    | 236                  | 4,309            |                  |              |
| CINCINNATI FINL CORP         | COM            | 172062101    | 335                  | 8,812            |                  |              |
| CIRCUIT CITY STORE INC       | COM            | 172737108    | 144                  | 36,189           |                  |              |
| CISCO SYS INC                | COM            | 17275R102    | 56,826               | 2,358,918        |                  |              |
| CITADEL BROADCASTING CORP    | COM            | 17285T106    | 50                   | 29,851           |                  |              |
| CINTAS CORP                  | COM            | 172908105    | 515                  | 18,028           |                  |              |
| CITIGROUP INC                | COM            | 172967101    | 33,210               | 1,550,441        |                  |              |
| CITIZENS COMMUNICATIONS CO   | COM            | 17453B101    | 252                  | 24,000           |                  |              |
| CITRIX SYS INC               | COM            | 177376100    | 883                  | 30,097           |                  |              |
| CLARCOR INC                  | COM            | 179895107    | 909                  | 25,571           |                  |              |
| CLEAR CHANNEL COMMUNICATIONS | COM            | 184502102    | 3,204                | 109,636          |                  |              |
| CLEVELAND CLIFFS INC         | COM            | 185896107    | 780                  | 6,507            |                  |              |
| CLOROX CO DEL                | COM            | 189054109    | 1,176                | 20,771           |                  |              |
| COACH INC                    | COM            | 189754104    | 5,233                | 173,551          |                  |              |
| COCA COLA CO                 | COM            | 191216100    | 51,300               | 842,774          |                  |              |
| COCA COLA ENTERPRISES INC    | COM            | 191219104    | 386                  | 15,969           |                  |              |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A           | 192446102    | 3,899                | 135,228          |                  |              |
| COLGATE PALMOLIVE CO         | COM            | 194162103    | 15,385               | 197,472          |                  |              |
| COMCAST CORP NEW             | CL A           | 20030N101    | 14,035               | 725,682          |                  |              |
| COMERICA INC                 | COM            | 200340107    | 280                  | 7,985            |                  |              |
| COMMERCIAL METALS CO         | COM            | 201723103    | 2,055                | 68,585           |                  |              |
| COMMSCOPE INC                | COM            | 203372107    | 345                  | 9,916            |                  |              |
| COMPUTER SCIENCES CORP       | COM            | 205363104    | 5,487                | 134,524          |                  |              |
| COMPUWARE CORP               | COM            | 205638109    | 279                  | 37,999           |                  |              |
| CONAGRA FOODS INC            | COM            | 205887102    | 611                  | 25,529           |                  |              |
| CON-WAY INC                  | COM            | 205944101    | 304                  | 6,140            |                  |              |
| CONOCOPHILLIPS               | COM            | 20825C104    | 46,809               | 614,217          |                  |              |
| CONSOL ENERGY INC            | COM            | 20854P109    | 3,858                | 55,763           |                  |              |

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

INV. DISCRETION

(A) (B) (C)

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. INSTR. V | SHARED OTHER |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|
| CONSOLIDATED EDISON INC      | COM            | 209115104    | 1,090                             | 27,448                     |                         |              |
| CONSTELLATION BRANDS INC     | CL A           | 21036P108    | 2,156                             | 122,027                    |                         |              |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100    | 7,466                             | 84,580                     |                         |              |

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|                             |              |           |        |         |
|-----------------------------|--------------|-----------|--------|---------|
| CONTINENTAL AIRLS INC       | CL B         | 210795308 | 296    | 15,394  |
| CONVERGYS CORP              | COM          | 212485106 | 1,357  | 90,115  |
| COPART INC                  | COM          | 217204106 | 401    | 10,354  |
| CORN PRODS INTL INC         | COM          | 219023108 | 1,293  | 34,813  |
| CORNING INC                 | COM          | 219350105 | 15,142 | 629,876 |
| CORPORATE EXECUTIVE BRD CO  | COM          | 21988R102 | 1,008  | 24,909  |
| CORRECTIONS CORP AMER NEW   | COM NEW      | 22025Y407 | 536    | 19,485  |
| COSTCO WHSL CORP NEW        | COM          | 22160K105 | 11,127 | 171,264 |
| COUNTRYWIDE FINANCIAL CORP  | COM          | 222372104 | 381    | 69,192  |
| COVANCE INC                 | COM          | 222816100 | 3,512  | 42,334  |
| COVANTA HLDG CORP           | COM          | 22282E102 | 584    | 21,239  |
| COVENTRY HEALTH CARE INC    | COM          | 222862104 | 2,142  | 53,094  |
| CRANE CO                    | COM          | 224399105 | 1,521  | 37,702  |
| CROCS INC                   | COM          | 227046109 | 222    | 12,691  |
| CROWN CASTLE INTL CORP      | COM          | 228227104 | 7,308  | 211,883 |
| CROWN HOLDINGS INC          | COM          | 228368106 | 653    | 25,953  |
| CUMMINS INC                 | COM          | 231021106 | 3,165  | 67,591  |
| CURTISS WRIGHT CORP         | COM          | 231561101 | 1,327  | 32,003  |
| CYPRESS SEMICONDUCTOR CORP  | COM          | 232806109 | 596    | 25,246  |
| DPL INC                     | COM          | 233293109 | 814    | 31,745  |
| D R HORTON INC              | COM          | 23331A109 | 835    | 53,003  |
| DST SYS INC DEL             | COM          | 233326107 | 1,401  | 21,305  |
| DTE ENERGY CO               | COM          | 233331107 | 1,441  | 37,045  |
| DANAHER CORP DEL            | COM          | 235851102 | 6,115  | 80,424  |
| DARDEN RESTAURANTS INC      | COM          | 237194105 | 4,767  | 146,464 |
| DAVITA INC                  | COM          | 23918K108 | 1,385  | 29,004  |
| DEERE & CO                  | COM          | 244199105 | 8,348  | 103,785 |
| DEL MONTE FOODS CO          | COM          | 24522P103 | 99     | 10,362  |
| DELL INC                    | COM          | 24702R101 | 15,583 | 782,283 |
| DELTA AIR LINES INC DEL     | COM NEW      | 247361702 | 477    | 55,484  |
| DENBURY RES INC             | COM NEW      | 247916208 | 1,101  | 38,560  |
| DENTSPLY INTL INC NEW       | COM          | 249030107 | 930    | 24,086  |
| DEVELOPERS DIVERSIFIED RLTY | COM          | 251591103 | 1,972  | 47,078  |
| DEVON ENERGY CORP NEW       | COM          | 25179M103 | 22,260 | 213,364 |
| DIAGEO P L C                | SPON ADR NEW | 25243Q205 | 1,260  | 15,498  |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |              |                                 |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|--------------|---------------------------------|
|                              |                |              |                                   |                            | (A) SOLE        | (B) INSTR. V | (C) SHARED AS DEF. SHARED OTHER |
| DIAMOND OFFSHORE DRILLING IN | COM            | 25271C102    | 2,325                             | 19,978                     |                 |              |                                 |
| DICKS SPORTING GOODS INC     | COM            | 253393102    | 955                               | 35,674                     |                 |              |                                 |
| DIEBOLD INC                  | COM            | 253651103    | 392                               | 10,450                     |                 |              |                                 |
| DILLARDS INC                 | CL A           | 254067101    | 343                               | 19,924                     |                 |              |                                 |
| DIRECTV GROUP INC            | COM            | 25459L106    | 5,003                             | 201,802                    |                 |              |                                 |
| DISCOVERY HOLDING CO         | CL A COM       | 25468Y107    | 658                               | 31,015                     |                 |              |                                 |
| DISNEY WALT CO               | COM DISNEY     | 254687106    | 21,781                            | 694,112                    |                 |              |                                 |
| DISH NETWORK CORP            | CL A           | 25470M109    | 948                               | 33,014                     |                 |              |                                 |
| DISCOVER FINL SVCS           | COM            | 254709108    | 1,083                             | 66,129                     |                 |              |                                 |
| DOLBY LABORATORIES INC       | COM            | 25659T107    | 228                               | 6,276                      |                 |              |                                 |



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|                              |             |           |        |         |
|------------------------------|-------------|-----------|--------|---------|
| DOLLAR TREE INC              | COM         | 256746108 | 402    | 14,584  |
| DOMINION RES INC VA NEW      | COM         | 25746U109 | 9,026  | 221,016 |
| DOMTAR CORP                  | COM         | 257559104 | 628    | 91,936  |
| DONALDSON INC                | COM         | 257651109 | 2,759  | 68,506  |
| DONNELLEY R R & SONS CO      | COM         | 257867101 | 1,391  | 45,887  |
| DOVER CORP                   | COM         | 260003108 | 733    | 17,546  |
| DOW CHEM CO                  | COM         | 260543103 | 10,397 | 282,131 |
| DREAMWORKS ANIMATION SKG INC | CL A        | 26153C103 | 232    | 9,013   |
| DRESSER-RAND GROUP INC       | COM         | 261608103 | 419    | 13,641  |
| DU PONT E I DE NEMOURS & CO  | COM         | 263534109 | 13,212 | 282,552 |
| DUKE ENERGY CORP NEW         | COM         | 26441C105 | 7,932  | 444,376 |
| DUKE REALTY CORP             | COM NEW     | 264411505 | 431    | 18,886  |
| DUN & BRADSTREET CORP DEL NE | COM         | 26483E100 | 4,419  | 54,302  |
| DYNEGY INC DEL               | CL A        | 26817G102 | 247    | 31,259  |
| E M C CORP MASS              | COM         | 268648102 | 5,986  | 417,404 |
| ENSCO INTL INC               | COM         | 26874Q100 | 4,278  | 68,315  |
| EOG RES INC                  | COM         | 26875P101 | 5,022  | 41,849  |
| E TRADE FINANCIAL CORP       | COM         | 269246104 | 162    | 42,062  |
| EAGLE MATERIALS INC          | COM         | 26969P108 | 250    | 7,031   |
| EASTMAN CHEM CO              | COM         | 277432100 | 1,851  | 29,643  |
| EASTMAN KODAK CO             | COM         | 277461109 | 261    | 14,756  |
| EATON CORP                   | COM         | 278058102 | 3,690  | 46,317  |
| EATON VANCE CORP             | COM NON VTG | 278265103 | 500    | 16,391  |
| EBAY INC                     | COM         | 278642103 | 14,028 | 470,109 |
| ECOLAB INC                   | COM         | 278865100 | 2,372  | 54,615  |
| EDISON INTL                  | COM         | 281020107 | 2,143  | 43,713  |
| EDWARDS LIFESCIENCES CORP    | COM         | 28176E108 | 407    | 9,141   |
| EL PASO CORP                 | COM         | 28336L109 | 839    | 50,404  |

| ITEM 1:<br>-----<br>NAME OF ISSUER | ITEM 2:<br>-----<br>TITLE OF CLASS | ITEM 3:<br>-----<br>CUSIP<br>NUMBER | ITEM 4:<br>-----<br>PENSION FAIR<br>MARKET<br>VALUE (\$000) | ITEM 5:<br>-----<br>SHARES OR<br>PRINCIPAL<br>AMOUNT | ITEM 6:<br>-----<br>INV. DISCRETION |  |                                 |
|------------------------------------|------------------------------------|-------------------------------------|---|--|-------------------------------------|--|---------------------------------|
|                                    |                                    |                                     |   |  | (A)<br>-----<br>SOLE                | (B)<br>-----<br>SHARED<br>AS DEF. INSTR. V | (C)<br>-----<br>SHARED<br>OTHER |
| ELECTRONIC ARTS INC                | COM                                | 285512109                           | 3,241   | 64,926   |                                     |  |                                 |
| ELECTRONIC DATA SYS NEW            | COM                                | 285661104                           | 2,207   | 132,555  |                                     |  |                                 |
| EMBARQ CORP                        | COM                                | 29078E105                           | 1,594   | 39,745   |                                     |  |                                 |
| EMERSON ELEC CO                    | COM                                | 291011104                           | 15,067  | 292,795  |                                     |  |                                 |
| ENDO PHARMACEUTICALS HLDGS I       | COM                                | 29264F205                           | 3,165   | 132,225  |                                     |  |                                 |
| ENERGEN CORP                       | COM                                | 29265N108                           | 2,914   | 46,776   |                                     |  |                                 |
| ENERGY CONVERSION DEVICES IN       | COM                                | 292659109                           | 348   | 11,623   |                                     |  |                                 |
| ENERGIZER HLDGS INC                | COM                                | 29266R108                           | 2,602   | 28,755   |                                     |  |                                 |
| ENTERGY CORP NEW                   | COM                                | 29364G103                           | 12,986  | 119,055  |                                     |  |                                 |
| EQUIFAX INC                        | COM                                | 294429105                           | 2,268   | 65,779   |                                     |  |                                 |
| EQUITABLE RES INC                  | COM                                | 294549100                           | 954   | 16,195   |                                     |  |                                 |
| EQUITY RESIDENTIAL                 | SH BEN INT                         | 29476L107                           | 577   | 13,896   |                                     |  |                                 |
| ESSEX PPTY TR INC                  | COM                                | 297178105                           | 280   | 2,459  |                                     |  |                                 |
| EXELON CORP                        | COM                                | 30161N101                           | 12,886  | 158,559  |                                     |  |                                 |
| EXPEDIA INC DEL                    | COM                                | 30212P105                           | 1,220   | 55,744   |                                     |  |                                 |
| EXPEDITORS INTL WASH INC           | COM                                | 302130109                           | 4,247   | 93,993   |                                     |  |                                 |
| EXPRESS SCRIPTS INC                | COM                                | 302182100                           | 9,720   | 151,124  |                                     |  |                                 |

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|                              |                |           |         |           |
|------------------------------|----------------|-----------|---------|-----------|
| EXXON MOBIL CORP             | COM            | 30231G102 | 147,067 | 1,738,791 |
| FMC TECHNOLOGIES INC         | COM            | 30249U101 | 3,517   | 61,818    |
| F M C CORP                   | COM NEW        | 302491303 | 218     | 3,926     |
| FPL GROUP INC                | COM            | 302571104 | 2,037   | 32,468    |
| FTD GROUP INC                | COM            | 30267U108 | 622     | 46,337    |
| FACTSET RESH SYS INC         | COM            | 303075105 | 368     | 6,836     |
| FAIRCHILD SEMICONDUCTOR INTL | COM            | 303726103 | 141     | 11,812    |
| FAMILY DLR STORES INC        | COM            | 307000109 | 918     | 47,073    |
| FASTENAL CO                  | COM            | 311900104 | 921     | 20,062    |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 7,123   | 281,325   |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 7,905   | 300,347   |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 500     | 6,414     |
| FEDERATED INVS INC PA        | CL B           | 314211103 | 542     | 13,841    |
| FEDEX CORP                   | COM            | 31428X106 | 12,243  | 132,112   |
| F5 NETWORKS INC              | COM            | 315616102 | 241     | 13,270    |
| FIDELITY NATL INFORMATION SV | COM            | 31620M106 | 1,044   | 27,373    |
| FIDELITY NATIONAL FINANCIAL  | CL A           | 31620R105 | 634     | 34,601    |
| FIFTH THIRD BANCORP          | COM            | 316773100 | 1,563   | 74,691    |
| FIRST MARBLEHEAD CORP        | COM            | 320771108 | 140     | 18,771    |
| FIRST SOLAR INC              | COM            | 336433107 | 1,309   | 5,665     |
| FISERV INC                   | COM            | 337738108 | 2,568   | 53,402    |

| ITEM 1:                       | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |                         |              |
|-------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-------------------------|--------------|
|                               |                |              |                                   |                            | (A)             | (B)                     | (C)          |
| NAME OF ISSUER                | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |                         |              |
|                               |                |              |                                   |                            | SOLE            | SHARED AS DEF. INSTR. V | SHARED OTHER |
| FIRSTENERGY CORP              | COM            | 337932107    | 8,365                             | 121,902                    |                 |                         |              |
| FLUOR CORP NEW                | COM            | 343412102    | 2,705                             | 19,166                     |                 |                         |              |
| FLOWERVE CORP                 | COM            | 34354P105    | 2,544                             | 24,373                     |                 |                         |              |
| FOOT LOCKER INC               | COM            | 344849104    | 196                               | 16,618                     |                 |                         |              |
| FORD MTR CO DEL               | COM PAR \$0.01 | 345370860    | 2,037                             | 356,095                    |                 |                         |              |
| FOREST CITY ENTERPRISES INC   | CL A           | 345550107    | 421                               | 11,441                     |                 |                         |              |
| FOREST LABS INC               | COM            | 345838106    | 4,871                             | 121,737                    |                 |                         |              |
| FOREST OIL CORP               | COM PAR \$0.01 | 346091705    | 200                               | 4,088                      |                 |                         |              |
| FORESTAR REAL ESTATE GROUP I  | COM            | 346233109    | 227                               | 9,122                      |                 |                         |              |
| FORTUNE BRANDS INC            | COM            | 349631101    | 867                               | 12,481                     |                 |                         |              |
| FOUNDATION COAL HLDGS INC     | COM            | 35039W100    | 821                               | 16,313                     |                 |                         |              |
| FRANKLIN RES INC              | COM            | 354613101    | 9,702                             | 100,034                    |                 |                         |              |
| FREEMPORT-MCMORAN COPPER & GO | COM            | 35671D857    | 15,290                            | 158,911                    |                 |                         |              |
| FRONTIER OIL CORP             | COM            | 35914P105    | 1,772                             | 64,987                     |                 |                         |              |
| GATX CORP                     | COM            | 361448103    | 661                               | 16,920                     |                 |                         |              |
| GAMESTOP CORP NEW             | CL A           | 36467W109    | 1,291                             | 24,973                     |                 |                         |              |
| GANNETT INC                   | COM            | 364730101    | 1,989                             | 68,477                     |                 |                         |              |
| GAP INC DEL                   | COM            | 364760108    | 1,396                             | 70,920                     |                 |                         |              |
| GARDNER DENVER INC            | COM            | 365558105    | 532                               | 14,341                     |                 |                         |              |
| GEN-PROBE INC NEW             | COM            | 36866T103    | 401                               | 8,327                      |                 |                         |              |
| GENENTECH INC                 | COM NEW        | 368710406    | 26,111                            | 321,641                    |                 |                         |              |
| GENERAL CABLE CORP DEL NEW    | COM            | 369300108    | 490                               | 8,294                      |                 |                         |              |
| GENERAL DYNAMICS CORP         | COM            | 369550108    | 12,521                            | 150,190                    |                 |                         |              |
| GENERAL ELECTRIC CO           | COM            | 369604103    | 107,220                           | 2,897,052                  |                 |                         |              |

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|                          |          |           |        |         |
|--------------------------|----------|-----------|--------|---------|
| GENERAL GROWTH PPTYS INC | COM      | 370021107 | 913    | 23,932  |
| GENERAL MLS INC          | COM      | 370334104 | 10,765 | 179,773 |
| GENERAL MTRS CORP        | COM      | 370442105 | 1,827  | 95,900  |
| GENTEX CORP              | COM      | 371901109 | 389    | 22,681  |
| GENUINE PARTS CO         | COM      | 372460105 | 1,068  | 26,551  |
| GENWORTH FINL INC        | COM CL A | 37247D106 | 3,572  | 157,784 |
| GENZYME CORP             | COM      | 372917104 | 4,324  | 58,003  |
| GILEAD SCIENCES INC      | COM      | 375558103 | 21,270 | 412,765 |
| GLOBAL INDS LTD          | COM      | 379336100 | 235    | 14,636  |
| GLOBAL PMTS INC          | COM      | 37940X102 | 7,504  | 181,423 |
| GOLDMAN SACHS GROUP INC  | COM      | 38141G104 | 30,471 | 184,237 |
| GOODRICH CORP            | COM      | 382388106 | 2,032  | 35,339  |
| GOODYEAR TIRE & RUBR CO  | COM      | 382550101 | 2,201  | 85,315  |
| GOOGLE INC               | CL A     | 38259P508 | 43,544 | 98,859  |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION         |              |     |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|-----|
|                              |                |              |                                   |                            | (A)                     | (B)          | (C) |
|                              |                |              |                                   |                            | SHARED AS DEF. INSTR. V | SHARED OTHER |     |
| GRACO INC                    | COM            | 384109104    | 643                               | 17,733                     |                         |              |     |
| GRAINGER W W INC             | COM            | 384802104    | 1,376                             | 18,009                     |                         |              |     |
| GRANT PRIDECO INC            | COM            | 38821G101    | 1,437                             | 29,193                     |                         |              |     |
| GRUPO TELEVISIA SA DE CV     | SP ADR REP ORD | 40049J206    | 1,127                             | 46,493                     |                         |              |     |
| GUESS INC                    | COM            | 401617105    | 349                               | 8,628                      |                         |              |     |
| HCC INS HLDGS INC            | COM            | 404132102    | 248                               | 10,936                     |                         |              |     |
| HCP INC                      | COM            | 40414L109    | 373                               | 11,028                     |                         |              |     |
| HLTH CORPORATION             | COM            | 40422Y101    | 275                               | 28,833                     |                         |              |     |
| HRPT PPTYS TR                | COM SH BEN INT | 40426W101    | 78                                | 11,562                     |                         |              |     |
| HALLIBURTON CO               | COM            | 406216101    | 11,322                            | 287,861                    |                         |              |     |
| HANESBRANDS INC              | COM            | 410345102    | 446                               | 15,278                     |                         |              |     |
| HANSEN NAT CORP              | COM            | 411310105    | 382                               | 10,822                     |                         |              |     |
| HARLEY DAVIDSON INC          | COM            | 412822108    | 4,738                             | 126,343                    |                         |              |     |
| HARMAN INTL INDS INC         | COM            | 413086109    | 418                               | 9,594                      |                         |              |     |
| HARRIS CORP DEL              | COM            | 413875105    | 1,746                             | 35,972                     |                         |              |     |
| HARSCO CORP                  | COM            | 415864107    | 740                               | 13,356                     |                         |              |     |
| HARTFORD FINL SVCS GROUP INC | COM            | 416515104    | 11,588                            | 152,942                    |                         |              |     |
| HASBRO INC                   | COM            | 418056107    | 1,337                             | 47,918                     |                         |              |     |
| HEALTH MGMT ASSOC INC NEW    | CL A           | 421933102    | 66                                | 12,415                     |                         |              |     |
| HEALTH CARE REIT INC         | COM            | 42217K106    | 248                               | 5,493                      |                         |              |     |
| HEALTH NET INC               | COM            | 42222G108    | 548                               | 17,791                     |                         |              |     |
| HEINZ H J CO                 | COM            | 423074103    | 6,970                             | 148,397                    |                         |              |     |
| HELIX ENERGY SOLUTIONS GRP I | COM            | 42330P107    | 395                               | 12,545                     |                         |              |     |
| HELMERICH & PAYNE INC        | COM            | 423452101    | 248                               | 5,298                      |                         |              |     |
| HERCULES INC                 | COM            | 427056106    | 203                               | 11,080                     |                         |              |     |
| HERSHEY CO                   | COM            | 427866108    | 2,157                             | 57,251                     |                         |              |     |
| HERTZ GLOBAL HOLDINGS INC    | COM            | 42805T105    | 469                               | 38,889                     |                         |              |     |
| HESS CORP                    | COM            | 42809H107    | 1,255                             | 14,237                     |                         |              |     |
| HEWITT ASSOCS INC            | COM            | 42822Q100    | 420                               | 10,566                     |                         |              |     |
| HEWLETT PACKARD CO           | COM            | 428236103    | 52,854                            | 1,157,557                  |                         |              |     |
| HILLENBRAND INDS INC         | COM            | 431573104    | 203                               | 4,250                      |                         |              |     |

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|                           |                |           |        |         |
|---------------------------|----------------|-----------|--------|---------|
| HOLLY CORP                | COM PAR \$0.01 | 435758305 | 311    | 7,168   |
| HOME DEPOT INC            | COM            | 437076102 | 14,993 | 536,053 |
| HONEYWELL INTL INC        | COM            | 438516106 | 13,087 | 231,957 |
| HOSPIRA INC               | COM            | 441060100 | 1,062  | 24,836  |
| HOST HOTELS & RESORTS INC | COM            | 44107P104 | 796    | 49,996  |
| HUBBELL INC               | CL B           | 443510201 | 227    | 5,196   |
| HUDSON CITY BANCORP       | COM            | 443683107 | 906    | 51,230  |

| ITEM 1:                      | ITEM 2:         | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6: |                         |              |
|------------------------------|-----------------|--------------|-----------------------------------|----------------------------|---------|-------------------------|--------------|
|                              |                 |              |                                   |                            | INV.    | DISCRETION              |              |
| NAME OF ISSUER               | TITLE OF CLASS  | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | (A)     | (B)                     | (C)          |
|                              |                 |              |                                   |                            | SOLE    | SHARED AS DEF. INSTR. V | SHARED OTHER |
| HUMANA INC                   | COM             | 444859102    | 3,267                             | 72,820                     |         |                         |              |
| HUNT J B TRANS SVCS INC      | COM             | 445658107    | 436                               | 13,879                     |         |                         |              |
| HUNTINGTON BANCSHARES INC    | COM             | 446150104    | 201                               | 18,719                     |         |                         |              |
| IAC INTERACTIVECORP          | COM NEW         | 44919P300    | 1,821                             | 87,724                     |         |                         |              |
| IMS HEALTH INC               | COM             | 449934108    | 568                               | 27,049                     |         |                         |              |
| ITT EDUCATIONAL SERVICES INC | COM             | 45068B109    | 297                               | 6,461                      |         |                         |              |
| ITT CORP NEW                 | COM             | 450911102    | 2,443                             | 47,157                     |         |                         |              |
| IDEX CORP                    | COM             | 45167R104    | 552                               | 17,999                     |         |                         |              |
| IDEXX LABS INC               | COM             | 45168D104    | 484                               | 9,831                      |         |                         |              |
| ILLINOIS TOOL WKS INC        | COM             | 452308109    | 6,927                             | 143,617                    |         |                         |              |
| IMCLONE SYS INC              | COM             | 45245W109    | 403                               | 9,500                      |         |                         |              |
| INDYMAC BANCORP INC          | COM             | 456607100    | 136                               | 27,411                     |         |                         |              |
| INTEGRATED DEVICE TECHNOLOGY | COM             | 458118106    | 421                               | 47,119                     |         |                         |              |
| INTEL CORP                   | COM             | 458140100    | 46,043                            | 2,173,912                  |         |                         |              |
| INTERCONTINENTALEXCHANGE INC | COM             | 45865V100    | 1,551                             | 11,884                     |         |                         |              |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101    | 62,065                            | 539,037                    |         |                         |              |
| INTERNATIONAL FLAVORS&FRAGRA | COM             | 459506101    | 682                               | 15,474                     |         |                         |              |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102    | 4,761                             | 118,414                    |         |                         |              |
| INTL PAPER CO                | COM             | 460146103    | 3,113                             | 114,448                    |         |                         |              |
| INTERNATIONAL RECTIFIER CORP | COM             | 460254105    | 452                               | 21,014                     |         |                         |              |
| INTERNATIONAL SPEEDWAY CORP  | CL A            | 460335201    | 766                               | 18,601                     |         |                         |              |
| INTERSIL CORP                | CL A            | 46069S109    | 1,193                             | 46,476                     |         |                         |              |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100    | 465                               | 55,237                     |         |                         |              |
| INTUITIVE SURGICAL INC       | COM NEW         | 46120E602    | 1,928                             | 5,944                      |         |                         |              |
| INTUIT                       | COM             | 461202103    | 1,757                             | 65,042                     |         |                         |              |
| INVESTMENT TECHNOLOGY GRP NE | COM             | 46145F105    | 2,115                             | 45,793                     |         |                         |              |
| INVITROGEN CORP              | COM             | 46185R100    | 366                               | 4,281                      |         |                         |              |
| IRON MTN INC                 | COM             | 462846106    | 1,358                             | 51,373                     |         |                         |              |
| ISHARES TR                   | RUSSELL1000VAL  | 464287598    | 250                               | 3,410                      |         |                         |              |
| ISHARES TR                   | RUSSELL1000GRW  | 464287614    | 914                               | 16,790                     |         |                         |              |
| ISHARES TR                   | RUSSELL 1000    | 464287622    | 2,378                             | 33,040                     |         |                         |              |
| JDS UNIPHASE CORP            | COM PAR \$0.001 | 46612J507    | 305                               | 22,743                     |         |                         |              |
| JP MORGAN CHASE & CO         | COM             | 46625H100    | 38,062                            | 886,202                    |         |                         |              |
| JABIL CIRCUIT INC            | COM             | 466313103    | 426                               | 45,078                     |         |                         |              |
| JACOBS ENGR GROUP INC DEL    | COM             | 469814107    | 6,142                             | 83,462                     |         |                         |              |
| JANUS CAP GROUP INC          | COM             | 47102X105    | 1,199                             | 51,524                     |         |                         |              |
| JOHNSON & JOHNSON            | COM             | 478160104    | 58,759                            | 905,803                    |         |                         |              |
| JOHNSON CTLS INC             | COM             | 478366107    | 9,605                             | 284,166                    |         |                         |              |

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| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |          |       |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|----------|-------|
|                              |                |              |                                   |                            | INV. DISCRETION |          |       |
|                              |                |              |                                   |                            | (A)             | (B)      | (C)   |
|                              |                |              |                                   |                            | SHARED          |          |       |
|                              |                |              |                                   |                            | AS DEF. SHARED  |          |       |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE            | INSTR. V | OTHER |
| JONES APPAREL GROUP INC      | COM            | 480074103    | 337                               | 25,140                     |                 |          |       |
| JONES LANG LASALLE INC       | COM            | 48020Q107    | 389                               | 5,033                      |                 |          |       |
| JOY GLOBAL INC               | COM            | 481165108    | 1,123                             | 17,228                     |                 |          |       |
| JUNIPER NETWORKS INC         | COM            | 48203R104    | 1,649                             | 65,953                     |                 |          |       |
| KBR INC                      | COM            | 48242W106    | 240                               | 8,656                      |                 |          |       |
| KLA-TENCOR CORP              | COM            | 482480100    | 1,059                             | 28,535                     |                 |          |       |
| KANSAS CITY SOUTHERN         | COM NEW        | 485170302    | 358                               | 8,927                      |                 |          |       |
| KELLOGG CO                   | COM            | 487836108    | 1,980                             | 37,669                     |                 |          |       |
| KENNAMETAL INC               | COM            | 489170100    | 1,066                             | 36,215                     |                 |          |       |
| KEYCORP NEW                  | COM            | 493267108    | 447                               | 20,353                     |                 |          |       |
| KILROY RLTY CORP             | COM            | 49427F108    | 255                               | 5,189                      |                 |          |       |
| KIMBERLY CLARK CORP          | COM            | 494368103    | 3,792                             | 58,746                     |                 |          |       |
| KIMCO REALTY CORP            | COM            | 49446R109    | 9,017                             | 230,196                    |                 |          |       |
| KINETIC CONCEPTS INC         | COM NEW        | 49460W208    | 343                               | 7,411                      |                 |          |       |
| KING PHARMACEUTICALS INC     | COM            | 495582108    | 1,625                             | 186,830                    |                 |          |       |
| KIRBY CORP                   | COM            | 497266106    | 482                               | 8,455                      |                 |          |       |
| KOHL'S CORP                  | COM            | 500255104    | 2,962                             | 69,068                     |                 |          |       |
| KRAFT FOODS INC              | CL A           | 50075N104    | 12,472                            | 402,189                    |                 |          |       |
| KROGER CO                    | COM            | 501044101    | 2,434                             | 95,843                     |                 |          |       |
| LSI CORPORATION              | COM            | 502161102    | 894                               | 180,696                    |                 |          |       |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104    | 2,800                             | 25,607                     |                 |          |       |
| LABORATORY CORP AMER HLDGS   | COM NEW        | 50540R409    | 10,766                            | 146,122                    |                 |          |       |
| LAM RESEARCH CORP            | COM            | 512807108    | 3,008                             | 78,706                     |                 |          |       |
| LAMAR ADVERTISING CO         | CL A           | 512815101    | 472                               | 13,146                     |                 |          |       |
| LANDSTAR SYS INC             | COM            | 515098101    | 460                               | 8,819                      |                 |          |       |
| LAS VEGAS SANDS CORP         | COM            | 517834107    | 3,946                             | 53,585                     |                 |          |       |
| LAUDER ESTEE COS INC         | CL A           | 518439104    | 795                               | 17,340                     |                 |          |       |
| LEAP WIRELESS INTL INC       | COM NEW        | 521863308    | 1,682                             | 36,091                     |                 |          |       |
| LEGG MASON INC               | COM            | 524901105    | 4,172                             | 74,525                     |                 |          |       |
| LEHMAN BROS HLDGS INC        | COM            | 524908100    | 5,101                             | 135,521                    |                 |          |       |
| LEUCADIA NATL CORP           | COM            | 527288104    | 380                               | 8,406                      |                 |          |       |
| LEVEL 3 COMMUNICATIONS INC   | COM            | 52729N100    | 696                               | 328,370                    |                 |          |       |
| LEXMARK INTL NEW             | CL A           | 529771107    | 2,334                             | 75,993                     |                 |          |       |
| LIBERTY GLOBAL INC           | COM SER A      | 530555101    | 3,774                             | 110,748                    |                 |          |       |
| LIBERTY MEDIA CORP NEW       | INT COM SER A  | 53071M104    | 1,134                             | 70,258                     |                 |          |       |
| LIBERTY MEDIA CORP NEW       | CAP COM SER A  | 53071M302    | 340                               | 21,608                     |                 |          |       |
| LIBERTY MEDIA CORP NEW       | ENT COM SER A  | 53071M500    | 1,985                             | 87,686                     |                 |          |       |
| LILLY ELI & CO               | COM            | 532457108    | 7,316                             | 141,804                    |                 |          |       |

ITEM 1: ITEM 2: ITEM 3: ITEM 4: ITEM 5: ITEM 6:

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| NAME OF ISSUER             | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |                         |              |
|----------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-------------------------|--------------|
|                            |                |              |                                   |                            | (A)             | (B)                     | (C)          |
|                            |                |              |                                   |                            | SOLE            | SHARED AS DEF. INSTR. V | SHARED OTHER |
| LIMITED BRANDS INC         | COM            | 532716107    | 1,246                             | 72,883                     |                 |                         |              |
| LINCARE HLDGS INC          | COM            | 532791100    | 1,202                             | 42,764                     |                 |                         |              |
| LINCOLN ELEC HLDGS INC     | COM            | 533900106    | 1,500                             | 23,260                     |                 |                         |              |
| LINCOLN NATL CORP IND      | COM            | 534187109    | 722                               | 13,881                     |                 |                         |              |
| LINEAR TECHNOLOGY CORP     | COM            | 535678106    | 1,080                             | 35,194                     |                 |                         |              |
| LIZ CLAIBORNE INC          | COM            | 539320101    | 1,343                             | 74,016                     |                 |                         |              |
| LOCKHEED MARTIN CORP       | COM            | 539830109    | 9,465                             | 95,315                     |                 |                         |              |
| LOEWS CORP                 | COM            | 540424108    | 10,002                            | 248,695                    |                 |                         |              |
| LOEWS CORP                 | CAROLNA GP STK | 540424207    | 8,648                             | 119,205                    |                 |                         |              |
| LOWES COS INC              | COM            | 548661107    | 12,758                            | 556,135                    |                 |                         |              |
| LUBRIZOL CORP              | COM            | 549271104    | 576                               | 10,384                     |                 |                         |              |
| M & T BK CORP              | COM            | 55261F104    | 2,375                             | 29,507                     |                 |                         |              |
| MBIA INC                   | COM            | 55262C100    | 1,151                             | 94,171                     |                 |                         |              |
| M D C HLDGS INC            | COM            | 552676108    | 555                               | 12,680                     |                 |                         |              |
| MDU RES GROUP INC          | COM            | 552690109    | 560                               | 22,829                     |                 |                         |              |
| MEMC ELECTR MATLS INC      | COM            | 552715104    | 2,523                             | 35,588                     |                 |                         |              |
| MGIC INVT CORP WIS         | COM            | 552848103    | 495                               | 46,969                     |                 |                         |              |
| MGM MIRAGE                 | COM            | 552953101    | 1,103                             | 18,763                     |                 |                         |              |
| MSC INDL DIRECT INC        | CL A           | 553530106    | 309                               | 7,305                      |                 |                         |              |
| MACERICH CO                | COM            | 554382101    | 800                               | 11,378                     |                 |                         |              |
| MACK CALI RLTY CORP        | COM            | 554489104    | 954                               | 26,722                     |                 |                         |              |
| MACYS INC                  | COM            | 55616P104    | 2,702                             | 117,178                    |                 |                         |              |
| MANITOWOC INC              | COM            | 563571108    | 3,811                             | 93,417                     |                 |                         |              |
| MANPOWER INC               | COM            | 56418H100    | 4,246                             | 75,467                     |                 |                         |              |
| MARATHON OIL CORP          | COM            | 565849106    | 12,822                            | 281,184                    |                 |                         |              |
| MARKEL CORP                | COM            | 570535104    | 224                               | 510                        |                 |                         |              |
| MARSH & MCLENNAN COS INC   | COM            | 571748102    | 650                               | 26,678                     |                 |                         |              |
| MARSHALL & ILSLEY CORP NEW | COM            | 571837103    | 1,900                             | 81,909                     |                 |                         |              |
| MARRIOTT INTL INC NEW      | CL A           | 571903202    | 5,840                             | 169,964                    |                 |                         |              |
| MARTIN MARIETTA MATLS INC  | COM            | 573284106    | 717                               | 6,758                      |                 |                         |              |
| MASCO CORP                 | COM            | 574599106    | 891                               | 44,947                     |                 |                         |              |
| MASSEY ENERGY CORP         | COM            | 576206106    | 470                               | 12,866                     |                 |                         |              |
| MASTERCARD INC             | CL A           | 57636Q104    | 2,819                             | 12,643                     |                 |                         |              |
| MATTEL INC                 | COM            | 577081102    | 2,822                             | 141,813                    |                 |                         |              |
| MCAFEE INC                 | COM            | 579064106    | 1,287                             | 38,894                     |                 |                         |              |
| MCCLATCHY CO               | CL A           | 579489105    | 149                               | 13,963                     |                 |                         |              |
| MCCORMICK & CO INC         | COM NON VTG    | 579780206    | 4,294                             | 116,161                    |                 |                         |              |
| MCDERMOTT INTL INC         | COM            | 580037109    | 4,317                             | 78,756                     |                 |                         |              |

| ITEM 1:         | ITEM 2: | ITEM 3: | ITEM 4:             | ITEM 5:             | ITEM 6:               |
|-----------------|---------|---------|---------------------|---------------------|-----------------------|
| INV. DISCRETION |         |         |                     |                     |                       |
| (A)             | (B)     | (C)     |                     |                     |                       |
|                 |         |         | PENSION FAIR MARKET | SHARES OR PRINCIPAL | SHARED AS DEF. SHARED |
|                 |         |         | CUSIP               |                     |                       |

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| NAME OF ISSUER               | TITLE OF CLASS | NUMBER    | VALUE(\$000) | AMOUNT    | SOLE INSTR. V | OTHER |
|------------------------------|----------------|-----------|--------------|-----------|---------------|-------|
| MCDONALDS CORP               | COM            | 580135101 | 22,383       | 401,343   |               |       |
| MCGRAW HILL COS INC          | COM            | 580645109 | 4,629        | 125,285   |               |       |
| MCKESSON CORP                | COM            | 58155Q103 | 3,884        | 74,161    |               |       |
| MEADWESTVACO CORP            | COM            | 583334107 | 2,949        | 108,322   |               |       |
| MEDCO HEALTH SOLUTIONS INC   | COM            | 58405U102 | 7,562        | 172,689   |               |       |
| MEDTRONIC INC                | COM            | 585055106 | 20,863       | 431,329   |               |       |
| MENTOR GRAPHICS CORP         | COM            | 587200106 | 411          | 46,493    |               |       |
| MERCK & CO INC               | COM            | 589331107 | 32,098       | 845,795   |               |       |
| MEREDITH CORP                | COM            | 589433101 | 292          | 7,636     |               |       |
| MERRILL LYNCH & CO INC       | COM            | 590188108 | 11,926       | 292,727   |               |       |
| METAVANTE TECHNOLOGIES INC   | COM            | 591407101 | 546          | 27,314    |               |       |
| METLIFE INC                  | COM            | 59156R108 | 12,647       | 209,875   |               |       |
| METROPCS COMMUNICATIONS INC  | COM            | 591708102 | 174          | 10,234    |               |       |
| METTLER TOLEDO INTERNATIONAL | COM            | 592688105 | 1,631        | 16,790    |               |       |
| MICROSOFT CORP               | COM            | 594918104 | 95,085       | 3,350,424 |               |       |
| MICROCHIP TECHNOLOGY INC     | COM            | 595017104 | 980          | 29,932    |               |       |
| MICRON TECHNOLOGY INC        | COM            | 595112103 | 1,196        | 200,343   |               |       |
| MILLENNIUM PHARMACEUTICALS I | COM            | 599902103 | 549          | 35,508    |               |       |
| MILLIPORE CORP               | COM            | 601073109 | 577          | 8,567     |               |       |
| MIRANT CORP NEW              | COM            | 60467R100 | 1,160        | 31,886    |               |       |
| MOHAWK INDS INC              | COM            | 608190104 | 796          | 11,113    |               |       |
| MOLEX INC                    | COM            | 608554101 | 718          | 30,981    |               |       |
| MOLSON COORS BREWING CO      | CL B           | 60871R209 | 1,424        | 27,083    |               |       |
| MONEYGRAM INTL INC           | COM            | 60935Y109 | 25           | 13,369    |               |       |
| MONSANTO CO NEW              | COM            | 61166W101 | 32,410       | 290,673   |               |       |
| MONSTER WORLDWIDE INC        | COM            | 611742107 | 785          | 32,428    |               |       |
| MOODYS CORP                  | COM            | 615369105 | 3,453        | 99,129    |               |       |
| MORGAN STANLEY               | COM NEW        | 617446448 | 14,584       | 319,129   |               |       |
| MOSAIC CO                    | COM            | 61945A107 | 1,545        | 15,060    |               |       |
| MOTOROLA INC                 | COM            | 620076109 | 4,681        | 503,333   |               |       |
| MURPHY OIL CORP              | COM            | 626717102 | 793          | 9,652     |               |       |
| MYLAN INC                    | COM            | 628530107 | 1,276        | 109,966   |               |       |
| NBTY INC                     | COM            | 628782104 | 851          | 28,419    |               |       |
| NCR CORP NEW                 | COM            | 62886E108 | 1,308        | 57,307    |               |       |
| NII HLDGS INC                | CL B NEW       | 62913F201 | 2,303        | 72,472    |               |       |
| NRG ENERGY INC               | COM NEW        | 629377508 | 1,300        | 33,348    |               |       |
| NVR INC                      | COM            | 62944T105 | 484          | 810       |               |       |
| NYMEX HOLDINGS INC           | COM            | 62948N104 | 1,325        | 14,622    |               |       |

| ITEM 1:               | ITEM 2:        | ITEM 3:      | ITEM 4:                          | ITEM 5:                    | ITEM 6:          |              |
|-----------------------|----------------|--------------|----------------------------------|----------------------------|------------------|--------------|
|                       |                |              |                                  |                            | INV. DISCRETION  |              |
|                       |                |              |                                  |                            | (A) (B) (C)      |              |
| NAME OF ISSUER        | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE(\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. V | SHARED OTHER |
| NYSE EURONEXT         | COM            | 629491101    | 4,251                            | 68,883                     |                  |              |
| NALCO HOLDING COMPANY | COM            | 62985Q101    | 484                              | 22,899                     |                  |              |
| NASDAQ OMX GROUP INC  | COM            | 631103108    | 1,934                            | 50,030                     |                  |              |
| NATIONAL CITY CORP    | COM            | 635405103    | 2,363                            | 237,496                    |                  |              |

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|                             |               |           |        |         |
|-----------------------------|---------------|-----------|--------|---------|
| NATIONAL FUEL GAS CO N J    | COM           | 636180101 | 202    | 4,287   |
| NATIONAL HEALTH INVS INC    | COM           | 63633D104 | 633    | 20,269  |
| NATIONAL INSTRS CORP        | COM           | 636518102 | 239    | 9,136   |
| NATIONAL OILWELL VARCO INC  | COM           | 637071101 | 5,644  | 96,677  |
| NATIONAL SEMICONDUCTOR CORP | COM           | 637640103 | 1,532  | 83,637  |
| NATIONWIDE FINL SVCS INC    | CL A          | 638612101 | 3,008  | 63,618  |
| NAVTEQ CORP                 | COM           | 63936L100 | 1,055  | 15,512  |
| NEUSTAR INC                 | CL A          | 64126X201 | 320    | 12,070  |
| NEW YORK CMNTY BANCORP INC  | COM           | 649445103 | 300    | 16,487  |
| NEW YORK TIMES CO           | CL A          | 650111107 | 211    | 11,202  |
| NEWELL RUBBERMAID INC       | COM           | 651229106 | 1,393  | 60,896  |
| NEWFIELD EXPL CO            | COM           | 651290108 | 355    | 6,711   |
| NEWMONT MINING CORP         | COM           | 651639106 | 4,254  | 93,910  |
| NEWS CORP                   | CL A          | 65248E104 | 14,845 | 791,761 |
| NIKE INC                    | CL B          | 654106103 | 14,797 | 217,610 |
| NISOURCE INC                | COM           | 65473P105 | 509    | 29,514  |
| NOKIA CORP                  | SPONSORED ADR | 654902204 | 1,964  | 61,715  |
| NOBLE ENERGY INC            | COM           | 655044105 | 836    | 11,481  |
| NORDSTROM INC               | COM           | 655664100 | 3,337  | 102,348 |
| NORFOLK SOUTHERN CORP       | COM           | 655844108 | 6,653  | 122,472 |
| NORTHEAST UTILS             | COM           | 664397106 | 1,145  | 46,659  |
| NORTHERN TR CORP            | COM           | 665859104 | 8,997  | 135,349 |
| NORTHROP GRUMMAN CORP       | COM           | 666807102 | 14,031 | 180,323 |
| NORTHWEST AIRLS CORP        | COM           | 667280408 | 289    | 32,192  |
| NOVELL INC                  | COM           | 670006105 | 142    | 22,529  |
| NOVELLUS SYS INC            | COM           | 670008101 | 296    | 14,058  |
| NSTAR                       | COM           | 67019E107 | 639    | 20,983  |
| NUCOR CORP                  | COM           | 670346105 | 9,025  | 133,227 |
| NVIDIA CORP                 | COM           | 67066G104 | 5,258  | 265,693 |
| OGE ENERGY CORP             | COM           | 670837103 | 751    | 24,078  |
| OCCIDENTAL PETE CORP DEL    | COM           | 674599105 | 33,974 | 464,317 |
| OCEANEERING INTL INC        | COM           | 675232102 | 546    | 8,661   |
| OFFICE DEPOT INC            | COM           | 676220106 | 1,140  | 103,151 |
| OLD REP INTL CORP           | COM           | 680223104 | 153    | 11,863  |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |              |                                 |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|--------------|---------------------------------|
|                              |                |              |                                   |                            | (A) SOLE        | (B) INSTR. V | (C) SHARED AS DEF. SHARED OTHER |
| OMNICOM GROUP INC            | COM            | 681919106    | 9,917                             | 224,476                    |                 |              |                                 |
| ONEOK INC NEW                | COM            | 682680103    | 238                               | 5,336                      |                 |              |                                 |
| ORACLE CORP                  | COM            | 68389X105    | 30,030                            | 1,535,299                  |                 |              |                                 |
| O REILLY AUTOMOTIVE INC      | COM            | 686091109    | 788                               | 27,634                     |                 |              |                                 |
| OSHKOSH CORP                 | COM            | 688239201    | 427                               | 11,765                     |                 |              |                                 |
| OVERSEAS SHIPHOLDING GROUP I | COM            | 690368105    | 1,242                             | 17,739                     |                 |              |                                 |
| OWENS ILL INC                | COM NEW        | 690768403    | 1,326                             | 23,504                     |                 |              |                                 |
| PDL BIOPHARMA INC            | COM            | 69329Y104    | 196                               | 18,532                     |                 |              |                                 |
| PG&E CORP                    | COM            | 69331C108    | 5,194                             | 141,068                    |                 |              |                                 |
| PMI GROUP INC                | COM            | 69344M101    | 293                               | 50,301                     |                 |              |                                 |
| PNC FINL SVCS GROUP INC      | COM            | 693475105    | 5,705                             | 87,014                     |                 |              |                                 |



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|                              |     |           |        |           |
|------------------------------|-----|-----------|--------|-----------|
| PPG INDS INC                 | COM | 693506107 | 3,192  | 52,756    |
| PPL CORP                     | COM | 69351T106 | 7,148  | 155,667   |
| PACCAR INC                   | COM | 693718108 | 5,081  | 112,905   |
| PACKAGING CORP AMER          | COM | 695156109 | 646    | 28,924    |
| PACTIV CORP                  | COM | 695257105 | 698    | 26,648    |
| PALL CORP                    | COM | 696429307 | 644    | 18,368    |
| PARKER HANNIFIN CORP         | COM | 701094104 | 1,744  | 25,177    |
| PATRIOT COAL CORP            | COM | 70336T104 | 366    | 7,786     |
| PATTERSON COMPANIES INC      | COM | 703395103 | 801    | 22,078    |
| PATTERSON UTI ENERGY INC     | COM | 703481101 | 210    | 8,037     |
| PAYCHEX INC                  | COM | 704326107 | 4,542  | 132,580   |
| PEABODY ENERGY CORP          | COM | 704549104 | 3,971  | 77,866    |
| PEDIATRIX MED GROUP          | COM | 705324101 | 519    | 7,696     |
| PENN NATL GAMING INC         | COM | 707569109 | 510    | 11,661    |
| PENNEY J C INC               | COM | 708160106 | 3,605  | 95,604    |
| PENTAIR INC                  | COM | 709631105 | 416    | 13,051    |
| PEOPLES UNITED FINANCIAL INC | COM | 712704105 | 509    | 29,433    |
| PEPCO HOLDINGS INC           | COM | 713291102 | 245    | 9,904     |
| PEPSI BOTTLING GROUP INC     | COM | 713409100 | 3,622  | 106,817   |
| PEPSIAMERICAS INC            | COM | 71343P200 | 1,066  | 41,773    |
| PEPSICO INC                  | COM | 713448108 | 46,553 | 644,777   |
| PERKINELMER INC              | COM | 714046109 | 227    | 9,373     |
| PETSMART INC                 | COM | 716768106 | 417    | 20,412    |
| PFIZER INC                   | COM | 717081103 | 41,239 | 1,970,315 |
| PHARMACEUTICAL PROD DEV INC  | COM | 717124101 | 688    | 16,421    |
| PHARMERICA CORP              | COM | 71714F104 | 177    | 10,665    |
| PHILADELPHIA CONS HLDG CORP  | COM | 717528103 | 245    | 7,598     |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION |              |                                 |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|---------------------------------|
|                              |                |              |                                   |                            | (A) SOLE                | (B) INSTR. V | (C) SHARED AS DEF. SHARED OTHER |
| PHILLIPS VAN HEUSEN CORP     | COM            | 718592108    | 337                               | 8,884                      |                         |              |                                 |
| PINNACLE WEST CAP CORP       | COM            | 723484101    | 724                               | 20,638                     |                         |              |                                 |
| PIONEER NAT RES CO           | COM            | 723787107    | 1,836                             | 37,369                     |                         |              |                                 |
| PITNEY BOWES INC             | COM            | 724479100    | 1,070                             | 30,542                     |                         |              |                                 |
| PLAINS EXPL& PRODTN CO       | COM            | 726505100    | 305                               | 5,747                      |                         |              |                                 |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108    | 428                               | 10,516                     |                         |              |                                 |
| POLO RALPH LAUREN CORP       | CL A           | 731572103    | 566                               | 9,713                      |                         |              |                                 |
| POPULAR INC                  | COM            | 733174106    | 167                               | 14,322                     |                         |              |                                 |
| PRAXAIR INC                  | COM            | 74005P104    | 9,841                             | 116,839                    |                         |              |                                 |
| PRECISION CASTPARTS CORP     | COM            | 740189105    | 12,767                            | 125,067                    |                         |              |                                 |
| PRICE T ROWE GROUP INC       | COM            | 74144T108    | 2,108                             | 42,159                     |                         |              |                                 |
| PRIDE INTL INC DEL           | COM            | 74153Q102    | 759                               | 21,708                     |                         |              |                                 |
| PRINCIPAL FINANCIAL GROUP IN | COM            | 74251V102    | 3,425                             | 61,472                     |                         |              |                                 |
| PROCTER & GAMBLE CO          | COM            | 742718109    | 67,319                            | 960,741                    |                         |              |                                 |
| PROGRESS ENERGY INC          | COM            | 743263105    | 946                               | 22,675                     |                         |              |                                 |
| PROGRESSIVE CORP OHIO        | COM            | 743315103    | 2,318                             | 144,265                    |                         |              |                                 |
| PROLOGIS                     | SH BEN INT     | 743410102    | 2,946                             | 50,049                     |                         |              |                                 |
| PRUDENTIAL FINL INC          | COM            | 744320102    | 9,798                             | 125,215                    |                         |              |                                 |

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|                              |         |           |        |         |
|------------------------------|---------|-----------|--------|---------|
| PUBLIC SVC ENTERPRISE GROUP  | COM     | 744573106 | 3,640  | 90,576  |
| PUBLIC STORAGE               | COM     | 74460D109 | 2,747  | 31,002  |
| PULTE HOMES INC              | COM     | 745867101 | 1,348  | 92,627  |
| QLOGIC CORP                  | COM     | 747277101 | 310    | 20,194  |
| QUALCOMM INC                 | COM     | 747525103 | 23,722 | 578,577 |
| QUANTA SVCS INC              | COM     | 74762E102 | 605    | 26,095  |
| QUEST DIAGNOSTICS INC        | COM     | 74834L100 | 1,067  | 23,560  |
| QUEST RESOURCE CORP          | COM NEW | 748349305 | 216    | 33,087  |
| QUESTAR CORP                 | COM     | 748356102 | 4,938  | 87,302  |
| QUICKSILVER RESOURCES INC    | COM     | 74837R104 | 1,795  | 49,136  |
| QWEST COMMUNICATIONS INTL IN | COM     | 749121109 | 1,660  | 366,504 |
| RPM INTL INC                 | COM     | 749685103 | 705    | 33,650  |
| RADIAN GROUP INC             | COM     | 750236101 | 507    | 77,165  |
| RADIOSHACK CORP              | COM     | 750438103 | 279    | 17,155  |
| RAMBUS INC DEL               | COM     | 750917106 | 325    | 13,950  |
| RANGE RES CORP               | COM     | 75281A109 | 1,494  | 23,550  |
| RAYONIER INC                 | COM     | 754907103 | 1,355  | 31,202  |
| RAYTHEON CO                  | COM NEW | 755111507 | 9,534  | 147,569 |
| RED HAT INC                  | COM     | 756577102 | 1,205  | 65,541  |
| REGAL ENTMT GROUP            | CL A    | 758766109 | 208    | 10,793  |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |                         |              |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-------------------------|--------------|
|                              |                |              |                                   |                            | (A)             | (B)                     | (C)          |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |                         |              |
|                              |                |              |                                   |                            | SOLE            | SHARED AS DEF. INSTR. V | SHARED OTHER |
| REGENCY CTRS CORP            | COM            | 758849103    | 231                               | 3,560                      |                 |                         |              |
| REGIONS FINANCIAL CORP NEW   | COM            | 7591EP100    | 714                               | 36,137                     |                 |                         |              |
| RELIANCE STEEL & ALUMINUM CO | COM            | 759509102    | 245                               | 4,087                      |                 |                         |              |
| RELIANT ENERGY INC           | COM            | 75952B105    | 415                               | 17,529                     |                 |                         |              |
| REPUBLIC SVCS INC            | COM            | 760759100    | 823                               | 28,132                     |                 |                         |              |
| RESMED INC                   | COM            | 761152107    | 521                               | 12,355                     |                 |                         |              |
| RESPIRONICS INC              | COM            | 761230101    | 771                               | 11,683                     |                 |                         |              |
| REYNOLDS AMERICAN INC        | COM            | 761713106    | 2,065                             | 34,988                     |                 |                         |              |
| RITE AID CORP                | COM            | 767754104    | 103                               | 34,940                     |                 |                         |              |
| ROBERT HALF INTL INC         | COM            | 770323103    | 981                               | 38,110                     |                 |                         |              |
| ROCKWELL AUTOMATION INC      | COM            | 773903109    | 3,865                             | 67,310                     |                 |                         |              |
| ROCKWELL COLLINS INC         | COM            | 774341101    | 3,288                             | 57,535                     |                 |                         |              |
| ROHM & HAAS CO               | COM            | 775371107    | 3,016                             | 55,778                     |                 |                         |              |
| ROPER INDS INC NEW           | COM            | 776696106    | 3,374                             | 56,758                     |                 |                         |              |
| ROSS STORES INC              | COM            | 778296103    | 1,399                             | 46,685                     |                 |                         |              |
| ROWAN COS INC                | COM            | 779382100    | 583                               | 14,150                     |                 |                         |              |
| RYDER SYS INC                | COM            | 783549108    | 1,024                             | 16,809                     |                 |                         |              |
| SBA COMMUNICATIONS CORP      | COM            | 78388J106    | 570                               | 19,100                     |                 |                         |              |
| SEI INVESTMENTS CO           | COM            | 784117103    | 2,903                             | 117,582                    |                 |                         |              |
| SL GREEN RLTY CORP           | COM            | 78440X101    | 249                               | 3,052                      |                 |                         |              |
| SLM CORP                     | COM            | 78442P106    | 1,650                             | 107,466                    |                 |                         |              |
| SPX CORP                     | COM            | 784635104    | 2,010                             | 19,162                     |                 |                         |              |
| SAFECO CORP                  | COM            | 786429100    | 203                               | 4,620                      |                 |                         |              |
| SAFEWAY INC                  | COM NEW        | 786514208    | 664                               | 22,620                     |                 |                         |              |
| ST JOE CO                    | COM            | 790148100    | 506                               | 11,795                     |                 |                         |              |

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|                         |      |           |        |         |
|-------------------------|------|-----------|--------|---------|
| ST JUDE MED INC         | COM  | 790849103 | 5,793  | 134,119 |
| SAKS INC                | COM  | 79377W108 | 252    | 20,224  |
| SALESFORCE COM INC      | COM  | 79466L302 | 872    | 15,072  |
| SANDISK CORP            | COM  | 80004C101 | 1,118  | 49,517  |
| SANMINA SCI CORP        | COM  | 800907107 | 65     | 40,157  |
| SARA LEE CORP           | COM  | 803111103 | 1,103  | 78,902  |
| SCANA CORP NEW          | COM  | 80589M102 | 219    | 5,981   |
| SCHEIN HENRY INC        | COM  | 806407102 | 2,588  | 45,089  |
| SCHERING PLOUGH CORP    | COM  | 806605101 | 6,036  | 418,884 |
| SCHLUMBERGER LTD        | COM  | 806857108 | 27,922 | 320,941 |
| SCHWAB CHARLES CORP NEW | COM  | 808513105 | 4,980  | 264,468 |
| SCIENTIFIC GAMES CORP   | CL A | 80874P109 | 218    | 10,313  |
| SCOTTS MIRACLE GRO CO   | CL A | 810186106 | 456    | 14,078  |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |              |                  |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|--------------|------------------|
|                              |                |              |                                   |                            | (A) SOLE        | (B) INSTR. V | (C) SHARED OTHER |
| SEALED AIR CORP NEW          | COM            | 81211K100    | 270                               | 10,692                     |                 |              |                  |
| SEARS HLDGS CORP             | COM            | 812350106    | 3,414                             | 33,437                     |                 |              |                  |
| SEMPRA ENERGY                | COM            | 816851109    | 3,546                             | 66,561                     |                 |              |                  |
| SENSIENT TECHNOLOGIES CORP   | COM            | 81725T100    | 228                               | 7,748                      |                 |              |                  |
| SEPRACOR INC                 | COM            | 817315104    | 330                               | 16,884                     |                 |              |                  |
| SERVICE CORP INTL            | COM            | 817565104    | 145                               | 14,298                     |                 |              |                  |
| SHAW GROUP INC               | COM            | 820280105    | 569                               | 12,069                     |                 |              |                  |
| SHERWIN WILLIAMS CO          | COM            | 824348106    | 3,817                             | 74,791                     |                 |              |                  |
| SIERRA PAC RES NEW           | COM            | 826428104    | 441                               | 34,932                     |                 |              |                  |
| SIGMA ALDRICH CORP           | COM            | 826552101    | 3,113                             | 52,194                     |                 |              |                  |
| SILICON LABORATORIES INC     | COM            | 826919102    | 274                               | 8,700                      |                 |              |                  |
| SIMON PTY GROUP INC NEW      | COM            | 828806109    | 6,328                             | 68,112                     |                 |              |                  |
| SIRIUS SATELLITE RADIO INC   | COM            | 82966U103    | 664                               | 232,188                    |                 |              |                  |
| SMITH INTL INC               | COM            | 832110100    | 4,363                             | 67,926                     |                 |              |                  |
| SMURFIT-STONE CONTAINER CORP | COM            | 832727101    | 101                               | 13,097                     |                 |              |                  |
| SONOCO PRODS CO              | COM            | 835495102    | 514                               | 17,948                     |                 |              |                  |
| SOUTHERN CO                  | COM            | 842587107    | 1,897                             | 53,271                     |                 |              |                  |
| SOUTHERN COPPER CORP         | COM            | 84265V105    | 2,273                             | 21,889                     |                 |              |                  |
| SOUTHWEST AIRLS CO           | COM            | 844741108    | 1,141                             | 92,001                     |                 |              |                  |
| SOUTHWEST GAS CORP           | COM            | 844895102    | 990                               | 35,420                     |                 |              |                  |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109    | 1,818                             | 53,968                     |                 |              |                  |
| SOVEREIGN BANCORP INC        | COM            | 845905108    | 339                               | 36,374                     |                 |              |                  |
| SPECTRA ENERGY CORP          | COM            | 847560109    | 4,392                             | 193,066                    |                 |              |                  |
| SPIRIT AEROSYSTEMS HLDGS INC | COM CL A       | 848574109    | 218                               | 9,826                      |                 |              |                  |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100    | 4,504                             | 673,211                    |                 |              |                  |
| STANLEY WKS                  | COM            | 854616109    | 1,267                             | 26,602                     |                 |              |                  |
| STAPLES INC                  | COM            | 855030102    | 4,374                             | 197,845                    |                 |              |                  |
| STARBUCKS CORP               | COM            | 855244109    | 5,914                             | 337,943                    |                 |              |                  |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401    | 3,734                             | 72,163                     |                 |              |                  |
| STATE STR CORP               | COM            | 857477103    | 6,563                             | 83,071                     |                 |              |                  |
| STEEL DYNAMICS INC           | COM            | 858119100    | 2,763                             | 83,616                     |                 |              |                  |
| STEELCASE INC                | CL A           | 858155203    | 154                               | 13,887                     |                 |              |                  |

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|                      |          |           |        |         |
|----------------------|----------|-----------|--------|---------|
| STERICYCLE INC       | COM      | 858912108 | 1,802  | 34,982  |
| STRYKER CORP         | COM      | 863667101 | 10,244 | 157,486 |
| SUN MICROSYSTEMS INC | COM NEW  | 866810203 | 2,251  | 144,928 |
| SUNOCO INC           | COM      | 86764P109 | 1,010  | 19,252  |
| SUNPOWER CORP        | COM CL A | 867652109 | 464    | 6,231   |
| SUNTRUST BKS INC     | COM      | 867914103 | 7,463  | 135,345 |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:                 |              |     |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|-----|
|                              |                |              |                                   |                            | INV. DISCRETION         |              |     |
|                              |                |              |                                   |                            | (A)                     | (B)          | (C) |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. INSTR. V | SHARED OTHER |     |
| SUPERIOR ENERGY SVCS INC     | COM            | 868157108    | 507                               | 12,807                     |                         |              |     |
| SUPERVALU INC                | COM            | 868536103    | 2,190                             | 73,042                     |                         |              |     |
| SYMANTEC CORP                | COM            | 871503108    | 3,738                             | 224,881                    |                         |              |     |
| SYNOPSYS INC                 | COM            | 871607107    | 1,050                             | 46,234                     |                         |              |     |
| SYNOVUS FINL CORP            | COM            | 87161C105    | 281                               | 25,363                     |                         |              |     |
| SYSCO CORP                   | COM            | 871829107    | 2,845                             | 98,020                     |                         |              |     |
| TD AMERITRADE HLDG CORP      | COM            | 87236Y108    | 2,058                             | 124,658                    |                         |              |     |
| TECO ENERGY INC              | COM            | 872375100    | 171                               | 10,712                     |                         |              |     |
| TJX COS INC NEW              | COM            | 872540109    | 6,146                             | 185,854                    |                         |              |     |
| TARGET CORP                  | COM            | 87612E106    | 23,009                            | 454,008                    |                         |              |     |
| TAUBMAN CTRS INC             | COM            | 876664103    | 309                               | 5,925                      |                         |              |     |
| TECHNE CORP                  | COM            | 878377100    | 421                               | 6,257                      |                         |              |     |
| TELEPHONE & DATA SYS INC     | COM            | 879433100    | 2,891                             | 73,615                     |                         |              |     |
| TELEPHONE & DATA SYS INC     | SPL COM        | 879433860    | 578                               | 15,498                     |                         |              |     |
| TELLABS INC                  | COM            | 879664100    | 122                               | 22,467                     |                         |              |     |
| TEMPLE INLAND INC            | COM            | 879868107    | 347                               | 27,299                     |                         |              |     |
| TENET HEALTHCARE CORP        | COM            | 88033G100    | 360                               | 63,597                     |                         |              |     |
| TERADATA CORP DEL            | COM            | 88076W103    | 1,265                             | 57,360                     |                         |              |     |
| TERADYNE INC                 | COM            | 880770102    | 227                               | 18,303                     |                         |              |     |
| TEREX CORP NEW               | COM            | 880779103    | 2,172                             | 34,745                     |                         |              |     |
| TESORO CORP                  | COM            | 881609101    | 650                               | 21,663                     |                         |              |     |
| TETRA TECHNOLOGIES INC DEL   | COM            | 88162F105    | 183                               | 11,565                     |                         |              |     |
| TEXAS INSTRS INC             | COM            | 882508104    | 18,392                            | 650,585                    |                         |              |     |
| TEXTRON INC                  | COM            | 883203101    | 7,971                             | 143,834                    |                         |              |     |
| THERMO FISHER SCIENTIFIC INC | COM            | 883556102    | 5,631                             | 99,064                     |                         |              |     |
| THOMAS & BETTS CORP          | COM            | 884315102    | 2,771                             | 76,197                     |                         |              |     |
| THOR INDS INC                | COM            | 885160101    | 615                               | 20,663                     |                         |              |     |
| 3M CO                        | COM            | 88579Y101    | 19,768                            | 249,753                    |                         |              |     |
| TIDEWATER INC                | COM            | 886423102    | 1,280                             | 23,222                     |                         |              |     |
| TIFFANY & CO NEW             | COM            | 886547108    | 843                               | 20,138                     |                         |              |     |
| TIM HORTONS INC              | COM            | 88706M103    | 1,023                             | 30,052                     |                         |              |     |
| TIME WARNER INC              | COM            | 887317105    | 14,773                            | 1,053,741                  |                         |              |     |
| TIME WARNER CABLE INC        | CL A           | 88732J108    | 430                               | 17,207                     |                         |              |     |
| TIMKEN CO                    | COM            | 887389104    | 269                               | 9,050                      |                         |              |     |
| TITANIUM METALS CORP         | COM NEW        | 888339207    | 163                               | 10,832                     |                         |              |     |
| TORCHMARK CORP               | COM            | 891027104    | 1,998                             | 33,232                     |                         |              |     |
| TORO CO                      | COM            | 891092108    | 251                               | 6,054                      |                         |              |     |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509    | 1,421                             | 23,168                     |                         |              |     |

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| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:                 |              |     |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|--------------|-----|
|                              |                |              |                                   |                            | INV. DISCRETION         |              |     |
|                              |                |              |                                   |                            | (A)                     | (B)          | (C) |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. INSTR. V | SHARED OTHER |     |
| TOTAL SYS SVCS INC           | COM            | 891906109    | 742                               | 31,367                     |                         |              |     |
| TRACTOR SUPPLY CO            | COM            | 892356106    | 217                               | 5,484                      |                         |              |     |
| TRANE INC                    | COM            | 892893108    | 2,416                             | 52,643                     |                         |              |     |
| TRAVELERS COMPANIES INC      | COM            | 89417E109    | 10,747                            | 224,598                    |                         |              |     |
| TRIMBLE NAVIGATION LTD       | COM            | 896239100    | 542                               | 18,970                     |                         |              |     |
| TRINITY INDS INC             | COM            | 896522109    | 311                               | 11,655                     |                         |              |     |
| TUPPERWARE BRANDS CORP       | COM            | 899896104    | 860                               | 22,234                     |                         |              |     |
| TYSON FOODS INC              | CL A           | 902494103    | 216                               | 13,556                     |                         |              |     |
| UAL CORP                     | COM NEW        | 902549807    | 288                               | 13,378                     |                         |              |     |
| UDR INC                      | COM            | 902653104    | 529                               | 21,556                     |                         |              |     |
| UST INC                      | COM            | 902911106    | 3,969                             | 72,796                     |                         |              |     |
| US BANCORP DEL               | COM NEW        | 902973304    | 21,118                            | 652,606                    |                         |              |     |
| ULTRA PETROLEUM CORP         | COM            | 903914109    | 1,033                             | 13,328                     |                         |              |     |
| UNION PAC CORP               | COM            | 907818108    | 12,157                            | 96,964                     |                         |              |     |
| UNISYS CORP                  | COM            | 909214108    | 79                                | 17,928                     |                         |              |     |
| UNIT CORP                    | COM            | 909218109    | 357                               | 6,309                      |                         |              |     |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106    | 14,945                            | 204,666                    |                         |              |     |
| UNITED STATES CELLULAR CORP  | COM            | 911684108    | 721                               | 13,104                     |                         |              |     |
| UNITED STATES STL CORP NEW   | COM            | 912909108    | 1,359                             | 10,714                     |                         |              |     |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109    | 29,640                            | 430,692                    |                         |              |     |
| UNITEDHEALTH GROUP INC       | COM            | 91324P102    | 15,485                            | 450,678                    |                         |              |     |
| UNIVERSAL HLTH SVCS INC      | CL B           | 913903100    | 379                               | 7,060                      |                         |              |     |
| UNUM GROUP                   | COM            | 91529Y106    | 407                               | 18,486                     |                         |              |     |
| URBAN OUTFITTERS INC         | COM            | 917047102    | 563                               | 17,971                     |                         |              |     |
| VCA ANTECH INC               | COM            | 918194101    | 365                               | 13,341                     |                         |              |     |
| V F CORP                     | COM            | 918204108    | 4,777                             | 61,625                     |                         |              |     |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100    | 7,906                             | 160,977                    |                         |              |     |
| VALLEY NATL BANCORP          | COM            | 919794107    | 1,280                             | 66,631                     |                         |              |     |
| VARIAN MED SYS INC           | COM            | 92220P105    | 947                               | 20,217                     |                         |              |     |
| VARIAN SEMICONDUCTOR EQUIPMN | COM            | 922207105    | 351                               | 12,463                     |                         |              |     |
| VENTAS INC                   | COM            | 92276F100    | 950                               | 21,153                     |                         |              |     |
| VERISIGN INC                 | COM            | 92343E102    | 1,165                             | 35,056                     |                         |              |     |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104    | 28,953                            | 794,314                    |                         |              |     |
| VERTEX PHARMACEUTICALS INC   | COM            | 92532F100    | 531                               | 22,227                     |                         |              |     |
| VIACOM INC NEW               | CL B           | 92553P201    | 3,827                             | 96,597                     |                         |              |     |
| VIRGIN MEDIA INC             | COM            | 92769L101    | 212                               | 15,057                     |                         |              |     |
| VISHAY INTERTECHNOLOGY INC   | COM            | 928298108    | 117                               | 12,877                     |                         |              |     |
| VMWARE INC                   | CL A COM       | 928563402    | 227                               | 5,310                      |                         |              |     |

ITEM 1:

ITEM 2:

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| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |                         |              |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-------------------------|--------------|
|                              |                |              |                                   |                            | (A)             | (B)                     | (C)          |
|                              |                |              |                                   |                            | SOLE            | SHARED AS DEF. INSTR. V | SHARED OTHER |
| VODAFONE GROUP PLC NEW       | SPONS ADR NEW  | 92857W209    | 377                               | 12,786                     |                 |                         |              |
| VORNADO RLTY TR              | SH BEN INT     | 929042109    | 590                               | 6,845                      |                 |                         |              |
| VULCAN MATLS CO              | COM            | 929160109    | 3,371                             | 50,766                     |                 |                         |              |
| WABCO HLDGS INC              | COM            | 92927K102    | 436                               | 9,556                      |                 |                         |              |
| WACHOVIA CORP NEW            | COM            | 929903102    | 13,786                            | 510,591                    |                 |                         |              |
| WAL MART STORES INC          | COM            | 931142103    | 38,905                            | 738,510                    |                 |                         |              |
| WALGREEN CO                  | COM            | 931422109    | 10,934                            | 287,053                    |                 |                         |              |
| WASHINGTON MUT INC           | COM            | 939322103    | 3,424                             | 332,424                    |                 |                         |              |
| WASHINGTON POST CO           | CL B           | 939640108    | 968                               | 1,463                      |                 |                         |              |
| WASTE MGMT INC DEL           | COM            | 94106L109    | 6,372                             | 189,870                    |                 |                         |              |
| WATERS CORP                  | COM            | 941848103    | 2,015                             | 36,168                     |                 |                         |              |
| WATSON PHARMACEUTICALS INC   | COM            | 942683103    | 341                               | 11,644                     |                 |                         |              |
| WATTS WATER TECHNOLOGIES INC | CL A           | 942749102    | 539                               | 19,217                     |                 |                         |              |
| WEIGHT WATCHERS INTL INC NEW | COM            | 948626106    | 261                               | 5,626                      |                 |                         |              |
| WEINGARTEN RLTY INVS         | SH BEN INT     | 948741103    | 858                               | 24,925                     |                 |                         |              |
| WELLCARE HEALTH PLANS INC    | COM            | 94946T106    | 2,033                             | 52,207                     |                 |                         |              |
| WELLPOINT INC                | COM            | 94973V107    | 8,459                             | 191,673                    |                 |                         |              |
| WELLS FARGO & CO NEW         | COM            | 949746101    | 28,279                            | 971,796                    |                 |                         |              |
| WENDYS INTL INC              | COM            | 950590109    | 319                               | 13,852                     |                 |                         |              |
| WESCO INTL INC               | COM            | 95082P105    | 264                               | 7,232                      |                 |                         |              |
| WESTERN DIGITAL CORP         | COM            | 958102105    | 4,951                             | 183,112                    |                 |                         |              |
| WESTERN UN CO                | COM            | 959802109    | 2,507                             | 117,846                    |                 |                         |              |
| WEYERHAEUSER CO              | COM            | 962166104    | 3,472                             | 53,383                     |                 |                         |              |
| WHIRLPOOL CORP               | COM            | 963320106    | 1,462                             | 16,844                     |                 |                         |              |
| WHOLE FOODS MKT INC          | COM            | 966837106    | 739                               | 22,417                     |                 |                         |              |
| WILEY JOHN & SONS INC        | CL A           | 968223206    | 321                               | 8,088                      |                 |                         |              |
| WILLIAMS COS INC DEL         | COM            | 969457100    | 4,594                             | 139,286                    |                 |                         |              |
| WILLIAMS SONOMA INC          | COM            | 969904101    | 350                               | 14,429                     |                 |                         |              |
| WINDSTREAM CORP              | COM            | 97381W104    | 770                               | 64,441                     |                 |                         |              |
| WISCONSIN ENERGY CORP        | COM            | 976657106    | 2,614                             | 59,415                     |                 |                         |              |
| WRIGLEY WM JR CO             | COM            | 982526105    | 6,578                             | 104,678                    |                 |                         |              |
| WYETH                        | COM            | 983024100    | 16,306                            | 390,474                    |                 |                         |              |
| WYNDHAM WORLDWIDE CORP       | COM            | 98310W108    | 640                               | 30,930                     |                 |                         |              |
| WYNN RESORTS LTD             | COM            | 983134107    | 2,183                             | 21,691                     |                 |                         |              |
| XM SATELLITE RADIO HLDGS INC | CL A           | 983759101    | 527                               | 45,376                     |                 |                         |              |
| XTO ENERGY INC               | COM            | 98385X106    | 11,718                            | 189,434                    |                 |                         |              |
| XCEL ENERGY INC              | COM            | 98389B100    | 3,002                             | 150,470                    |                 |                         |              |
| XILINX INC                   | COM            | 983919101    | 2,410                             | 101,464                    |                 |                         |              |

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|----------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-------------------------|--------------|--|
|                |                |              |                                   |                            | (A)             | (B)                     | (C)          |  |
|                |                |              |                                   |                            | SOLE            | SHARED AS DEF. INSTR. V | SHARED OTHER |  |
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|-------------------------|------|-----------|-----------|---------|
| XEROX CORP              | COM  | 984121103 | 3,120     | 208,391 |
| YAHOO INC               | COM  | 984332106 | 15,411    | 532,711 |
| YUM BRANDS INC          | COM  | 988498101 | 7,329     | 196,961 |
| ZEBRA TECHNOLOGIES CORP | CL A | 989207105 | 366       | 10,984  |
| ZIMMER HLDGS INC        | COM  | 98956P102 | 6,063     | 77,874  |
| ZIONS BANCORPORATION    | COM  | 989701107 | 252       | 5,541   |
|                         |      |           | -----     |         |
| GRAND TOTAL             |      |           | 4,114,964 |         |
|                         |      |           | =====     |         |