

ALLIED CAPITAL CORP
Form 8-K
January 23, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 20, 2006

Allied Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland

0-22832

52-1081052

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1919 Pennsylvania Avenue, N.W.,
Washington, District of Columbia

20006

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

202 331-1112

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition.

On January 23, 2006, Allied Capital Corporation issued a press release announcing that it had declared a dividend for the first quarter of 2006. The text of the press release is included as an exhibit to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits

Exhibit No. Description

99.1 Press release dated January 23, 2006.

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SIGNATURES

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

Allied Capital Corporation

January 20, 2006

By: *Penni F. Roll*

Name: Penni F. Roll

Title: Chief Financial Officer

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Exhibit Index

Exhibit No.	Description
99.1	Press release dated January 23, 2006.

4 4,296 SH SOLE 4,296 BOSTON SCIENTIFIC CORP COM 101137107 577 49,647 SH SOLE 49,647 BRISTOL MYERS SQUIBB CO COM 110122108 1,933 72,882 SH SOLE 72,882 BROADCOM CORP COM 111320107 456 17,450 SH SOLE 17,450 BROWN FORMAN CORP CL B 115637209 231 3,121 SH SOLE 3,121 BURLINGTON NORTH SANTA FE COM 12189T104 902 10,842 SH SOLE 10,842 C H ROBINSON WORLDWIDE INC COM NEW 12541W209 337 6,229 SH SOLE 6,229 CA INC COM 12673P105 362 14,526 SH SOLE 14,526 CAMPBELL SOUP CO COM 134429109 290 8,110 SH SOLE 8,110 CAPITAL ONE FINL CORP COM 14040H105 689 14,574 SH SOLE 14,574 CARDINAL HEALTH INC COM 14149Y108 760 13,156 SH SOLE 13,156 CARNIVAL CORP PAIRED CTF 143658300 723 16,248 SH SOLE 16,248 CATERPILLAR INC COM 149123101 1,711 23,580 SH SOLE 23,580 CBS CORP CL B 124857202 687 25,219 SH SOLE 25,219 CELGENE CORP COM 151020104 661 14,313 SH SOLE 14,313 CENTERPOINT ENERGY INC COM 15189T107 204 11,923 SH SOLE 11,923 CHESAPEAKE ENERGY CORP COM 165167107 655 16,700 SH SOLE 16,700 CHEVRON CORPORATION COM 166764100 7,273 77,933 SH SOLE 77,933 CHUBB CORP COM 171232101 775 14,194 SH SOLE 14,194 CIGNA CORP COM 125509109 548 10,208 SH SOLE 10,208 CINCINNATI FINL CORP COM 172062101 245 6,207 SH SOLE 6,207 CISCO SYS INC COM 17275R102 6,045 223,319 SH SOLE 223,319 CITIGROUP INC COM 172967101 5,418 184,031 SH SOLE 184,031 CITIZENS COMMUNICATIONS CO CL B 17453B101 154 12,100 SH SOLE 12,100 CITRIX SYS INC COM 177376100 266 6,987 SH SOLE 6,987 CLEAR CHANNEL COMMS COM 184502102 638 18,470 SH SOLE 18,470 CLEARWIRE CORP CL A 185385309 45,700 3,333,333 SH DEFINED 1 3,333,333 CLEARWIRE CORP CL A 185385309 321,192 23,427,601 SH DEFINED 2 23,427,601 CLOROX CO COM 189054109 325 4,994 SH SOLE 4,994 CME GROUP INC COM 12572Q105 1,315 1,917 SH SOLE 1,917 COACH INC COM 189754104 412 13,465 SH SOLE 13,465 COCA COLA CO COM 191216100 4,499 73,307 SH SOLE 73,307 COCA COLA ENTERPRISES INC COM 191219104 271 10,400 SH SOLE 10,400 COGNIZANT TECH SOLUTIONS CL A 192446102 371 10,938 SH SOLE 10,938 COLGATE PALMOLIVE CO COM 194162103 1,473 18,900 SH SOLE 18,900 COMCAST CORP CL A 20030N101 2,071 113,398 SH SOLE 113,398 COMERICA INC COM 200340107 244 5,600 SH SOLE 5,600 COMMERCE BANCORP INC N J COM 200519106 271 7,100 SH SOLE 7,100 COMPUTER SCIENCES CORP COM 205363104 311 6,279 SH SOLE 6,279 COMPUWARE CORP COM 205638109 94 10,600 SH SOLE 10,600 CONAGRA FOODS INC COM 205887102 426 17,900 SH SOLE 17,900 CONOCOPHILLIPS COM 20825C104 5,185 58,725 SH SOLE 58,725 CONSOL ENERGY INC COM 20854P109 471 6,580 SH SOLE 6,580 CONSOLIDATED EDISON INC COM 209115104 478 9,779 SH SOLE 9,779 CONSTELLATION ENGY GRP INC COM 210371100 668 6,514 SH SOLE 6,514 COOPER INDUSTRIES LTD CL A G24182100 351 6,629 SH SOLE 6,629 CORNING INC COM 219350105 1,398 58,269 SH SOLE 58,269 COSTCO WHSL CORP COM 22160K105 1,103 15,805 SH SOLE 15,805 COUNTRYWIDE FINANCIAL CORP COM 222372104 190 21,298 SH SOLE 21,298 COVENTRY HEALTH CARE INC COM 222862104 334 5,641 SH SOLE 5,641 COVIDIEN LIMITED COM G2552X108 817 18,443 SH SOLE 18,443 CSX CORP COM 126408103 675 15,344 SH SOLE 15,344 CUMMINS INC COM 231021106 478 3,755 SH SOLE 3,755 CVS CAREMARK CORP COM 126650100 2,164 54,446 SH SOLE 54,446 D R HORTON INC COM 23331A109 136 10,362 SH SOLE 10,362 DANAHER CORP COM 235851102 825 9,398 SH SOLE 9,398 DEERE & CO COM 244199105 1,538 16,516 SH SOLE 16,516 DELL INC COM 24702R101 2,022 82,482 SH SOLE 82,482 DEVON ENERGY CORP COM 25179M103 1,476 16,596 SH SOLE 16,596 DIRECTTV GROUP INC COM 25459L106 611 26,413 SH SOLE 26,413 DISCOVER FINL SVCS COM 254709108 267 17,723 SH SOLE 17,723 DISNEY WALT CO COM 254687106 2,261 70,048 SH SOLE 70,048 DOMINION RES INC VA COM 25746U109 1,020 21,506 SH SOLE 21,506 DONNELLEY R R & SONS CO COM 257867101 303 8,016 SH SOLE 8,016 DOVER CORP COM 260003108 340 7,383 SH SOLE 7,383 DOW CHEM CO COM 260543103 1,375 34,893 SH SOLE 34,893 DTE ENERGY CO COM 233331107 268 6,100 SH SOLE 6,100 DU PONT E I DE NEMOURS & COCOM 263534109

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1,462 33,150 SH SOLE 33,150 DUKE ENERGY CORP COM 26441C105 938 46,481 SH SOLE 46,481 DYNEGY INC CL A 26817G102 131 18,385 SH SOLE 18,385 E TRADE FINANCIAL CORP COM 269246104 55 15,400 SH SOLE 15,400 EASTMAN KODAK CO COM 277461109 227 10,358 SH SOLE 10,358 EATON CORP COM 278058102 510 5,258 SH SOLE 5,258 EBAY INC COM 278642103 1,383 41,675 SH SOLE 41,675 ECOLAB INC COM 278865100 323 6,300 SH SOLE 6,300 EDISON INTL COM 281020107 651 12,200 SH SOLE 12,200 EL PASO CORP COM 28336L109 442 25,614 SH SOLE 25,614 ELECTRONIC ARTS COM 285512109 685 11,725 SH SOLE 11,725 ELECTRONIC DATA SYS CORP COM 285661104 392 18,900 SH SOLE 18,900 EMBARQ CORP COM 29078E105 273 5,506 SH SOLE 5,506 EMC CORP MASS COM 268648102 1,430 77,191 SH SOLE 77,191 EMCORE CORP COM 290846104 453 29,611 SH DEFINED 1 29,611 EMERSON ELEC CO COM 291011104 1,648 29,084 SH SOLE 29,084 ENSCO INTL INC COM 26874Q100 318 5,341 SH SOLE 5,341 ENTERGY CORP COM 29364G103 844 7,062 SH SOLE 7,062 Entropic Communications COM 29384R105 7,168 984,636 SH DEFINED 1 984,636 EOG RES INC COM 26875P101 789 8,835 SH SOLE 8,835 EQUITY RESIDENTIAL SH BEN INT 29476L107 365 10,002 SH SOLE 10,002 EXELON CORP COM 30161N101 1,986 24,331 SH SOLE 24,331 EXPEDIA INC COM 30212P105 237 7,505 SH SOLE 7,505 EXPEDITORS INTL WASH INC COM 302130109 357 8,000 SH SOLE 8,000 EXPRESS SCRIPTS INC COM 302182100 679 9,306 SH SOLE 9,306 EXXON MOBIL CORP COM 30231G102 18,847 201,164 SH SOLE 201,164 FANNIE MAE COM 313586109 1,445 36,132 SH SOLE 36,132 FEDEX CORP COM 31428X106 994 11,143 SH SOLE 11,143 FIDELITY NATL INFO SVCS COM 31620M106 254 6,100 SH SOLE 6,100 FIFTH THIRD BANCORP COM 316773100 498 19,833 SH SOLE 19,833 FIRSTENERGY CORP COM 337932107 796 11,001 SH SOLE 11,001 FISERV INC COM 337738108 334 6,022 SH SOLE 6,022 FLUOR CORP COM 343412102 464 3,187 SH SOLE 3,187 FORD MTR CO PAR \$0.01 345370860 523 77,774 SH SOLE 77,774 FOREST LABS INC CL A 345838106 416 11,410 SH SOLE 11,410 FORTUNE BRANDS INC COM 349631101 400 5,528 SH SOLE 5,528 FPL GROUP INC COM 302571104 1,029 15,182 SH SOLE 15,182 FRANKLIN RES INC COM 354613101 670 5,858 SH SOLE 5,858 FREDDIE MAC CORP COM 313400301 833 24,463 SH SOLE 24,463 FREEPORT MCMORAN COPPER/GOLCOM 35671D857 1,463 14,277 SH SOLE 14,277 GAMESTOP CORP CL A 36467W109 373 6,000 SH SOLE 6,000 GANNETT INC COM 364730101 328 8,405 SH SOLE 8,405 GAP INC COM 364760108 369 17,361 SH SOLE 17,361 GENERAL DYNAMICS CORP COM 369550108 1,303 14,642 SH SOLE 14,642 GENERAL ELEC CO COM 369604103 13,801 372,283 SH SOLE 372,283 GENERAL GROWTH PPTYS INC COM 370021107 365 8,863 SH SOLE 8,863 GENERAL MLS INC COM 370334104 708 12,416 SH SOLE 12,416 GENERAL MTRS CORP COM 370442105 521 20,922 SH SOLE 20,922 GENUINE PARTS CO COM 372460105 284 6,133 SH SOLE 6,133 GENWORTH FINL INC COM 37247D106 407 16,000 SH SOLE 16,000 GENZYME CORP COM 372917104 746 10,017 SH SOLE 10,017 GILEAD SCIENCES INC COM 375558103 1,584 34,432 SH SOLE 34,432 GOLDMAN SACHS GROUP INC COM 38141G104 3,148 14,640 SH SOLE 14,640 GOODRICH CORP COM 382388106 319 4,520 SH SOLE 4,520 GOODYEAR TIRE & RUBR CO COM 382550101 243 8,615 SH SOLE 8,615 GOOGLE INC COM 38259P508 5,764 8,336 SH SOLE 8,336 GRAINGER W W INC COM 384802104 228 2,600 SH SOLE 2,600 HALLIBURTON CO COM 406216101 1,237 32,626 SH SOLE 32,626 HARLEY DAVIDSON INC COM 412822108 423 9,066 SH SOLE 9,066 HARRAHS ENTMT INC COM 413619107 600 6,757 SH SOLE 6,757 HARTFORD FINL SVCS GROUP INCOM 416515104 1,000 11,465 SH SOLE 11,465 HEINZ H J CO COM 423074103 537 11,500 SH SOLE 11,500 HERSHEY COMPANY COM 427866108 244 6,200 SH SOLE 6,200 HESS CORP COM 42809H107 1,007 9,984 SH SOLE 9,984 HEWLETT PACKARD CO COM 428236103 4,798 95,042 SH SOLE 95,042 HOME DEPOT INC COM 437076102 1,669 61,940 SH SOLE 61,940 HONEYWELL INTL INC COM 438516106 1,694 27,509 SH SOLE 27,509 HOSPIRA INC COM 441060100 237 5,554 SH SOLE 5,554 HOST HOTELS & RESORTS INC COM 44107P104 330 19,349 SH SOLE 19,349 HUDSON CITY BANCORP INC COM 443683107 288 19,194 SH SOLE 19,194 HUMANA INC COM 444859102 458 6,083 SH SOLE 6,083 HUNTINGTON BANCSHARES INC COM 446150104 202 13,706 SH SOLE 13,706 IBM CORP COM 459200101 5,470 50,597 SH SOLE 50,597 ILLINOIS TOOL WKS INC COM 452308109 811 15,141 SH SOLE 15,141 INGERSOLL-RAND COMPANY LTD COM G4776G101 457 9,845 SH SOLE 9,845 Intellon Corporation COM 45816W504 2,519 334,124 SH DEFINED 1 334,124 Intellon Corporation COM 45816W504 172 22,870 SH DEFINED 2 22,870 INTERCONTINENTAL EXCH INC COM 45865V100 481 2,501 SH SOLE 2,501 INTERNATIONAL GAME TECH COM 459902102 510 11,600 SH SOLE 11,600 INTERNATIONAL PAPER CO COM 460146103 518 16,005 SH SOLE 16,005 INTERPUBLIC GROUP COS INC

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COM 460690100 141 17,344 SH SOLE 17,344 INTUIT COM 461202103 386 12,200 SH SOLE 12,200 ITT CORP
COM 450911102 432 6,535 SH SOLE 6,535 JACOBS ENGR GROUP INC COM 469814107 430 4,500 SH SOLE
4,500 JC PENNEY CO INC COM 708160106 353 8,028 SH SOLE 8,028 JOHNSON & JOHNSON COM
478160104 7,034 105,462 SH SOLE 105,462 JOHNSON CTLS INC COM 478366107 791 21,938 SH SOLE 21,938
JPMORGAN CHASE & CO COM 46625H100 5,396 123,624 SH SOLE 123,624 JUNIPER NETWORKS INC COM
48203R104 633 19,054 SH SOLE 19,054 KELLOGG CO COM 487836108 502 9,575 SH SOLE 9,575 KEYCORP
COM 493267108 340 14,484 SH SOLE 14,484 KIMBERLY CLARK CORP COM 494368103 1,065 15,360 SH
SOLE 15,360 KIMCO RLTY CORP COM 49446R109 331 9,103 SH SOLE 9,103 KLA TENCOR CORP COM
482480100 332 6,900 SH SOLE 6,900 KOHLS CORP COM 500255104 525 11,469 SH SOLE 11,469 KRAFT
FOODS INC CL A 50075N104 1,857 56,903 SH SOLE 56,903 KROGER CO COM 501044101 669 25,034 SH
SOLE 25,034 L-3 COMMUNICATIONS HLDGS COM 502424104 482 4,549 SH SOLE 4,549 LABORATORY
CORP AMER HLDGS COM 50540R409 325 4,300 SH SOLE 4,300 LEGG MASON INC COM 524901105 351
4,792 SH SOLE 4,792 LEHMAN BROS HLDGS INC COM 524908100 1,286 19,656 SH SOLE 19,656 LEUCADIA
NATL CORP COM 527288104 303 6,442 SH SOLE 6,442 LILLY ELI & CO COM 532457108 1,928 36,114 SH
SOLE 36,114 LIMITED BRANDS INC COM 532716107 218 11,507 SH SOLE 11,507 LINCOLN NATL CORP
IND COM 534187109 571 9,800 SH SOLE 9,800 LINEAR TECHNOLOGY CORP COM 535678106 255 8,012 SH
SOLE 8,012 LOCKHEED MARTIN CORP COM 539830109 1,319 12,531 SH SOLE 12,531 LOEWS CORP COM
540424108 808 16,045 SH SOLE 16,045 LOWES COS INC COM 548661107 1,218 53,862 SH SOLE 53,862 LSI
CORP COM 502161102 137 25,843 SH SOLE 25,843 M & T BK CORP COM 55261F104 220 2,700 SH SOLE
2,700 MACYS INC COM 55616P104 418 16,146 SH SOLE 16,146 MANITOWOC INC COM 563571108 244 5,000
SH SOLE 5,000 MARATHON OIL CORP COM 565849106 1,587 26,081 SH SOLE 26,081 MARRIOTT INTL INC
CL A 571903202 394 11,533 SH SOLE 11,533 MARSH & MCLENNAN COS INC COM 571748102 505 19,061 SH
SOLE 19,061 MARSHALL & ILSLEY CORP COM 571837103 255 9,618 SH SOLE 9,618 MASCO CORP COM
574599106 297 13,750 SH SOLE 13,750 MATTEL INC COM 577081102 258 13,575 SH SOLE 13,575
MCDONALDS CORP COM 580135101 2,563 43,511 SH SOLE 43,511 MCGRAW HILL COS INC COM
580645109 536 12,231 SH SOLE 12,231 MCKESSON CORP COM 58155Q103 700 10,683 SH SOLE 10,683
MEADWESTVACO CORP COM 583334107 207 6,620 SH SOLE 6,620 MEDCO HEALTH SOLUTIONS INC
COM 58405U102 991 9,772 SH SOLE 9,772 MEDTRONIC INC COM 585055106 2,083 41,430 SH SOLE 41,430
MEMC ELECTRONICS MATERIALS COM 552715104 763 8,623 SH SOLE 8,623 MERCK & CO INC COM
589331107 4,651 80,045 SH SOLE 80,045 MERRILL LYNCH & CO INC COM 590188108 1,697 31,606 SH SOLE
31,606 METLIFE INC COM 59156R108 1,683 27,310 SH SOLE 27,310 MICROCHIP TECHNOLOGY INC COM
595017104 247 7,847 SH SOLE 7,847 MICRON TECHNOLOGY INC COM 595112103 204 28,200 SH SOLE
28,200 MICROSOFT CORP COM 594918104 10,537 295,990 SH SOLE 295,990 MOLSON COORS BREWING
CO CL B 60871R209 254 4,920 SH SOLE 4,920 MONSANTO CO COM 61166W101 2,255 20,186 SH SOLE
20,186 MOODYS CORP COM 615369105 285 7,995 SH SOLE 7,995 MORGAN STANLEY COM 617446448
2,071 38,986 SH SOLE 38,986 MOTOROLA INC COM 620076109 1,348 84,034 SH SOLE 84,034 MURPHY OIL
CORP COM 626717102 577 6,800 SH SOLE 6,800 MYLAN INC COM 628530107 153 10,900 SH SOLE 10,900
NABORS INDUSTRIES LTD COM G6359F103 288 10,500 SH SOLE 10,500 NATIONAL CITY CORP COM
635405103 384 23,355 SH SOLE 23,355 NATIONAL OILWELL VARCO INC COM 637071101 981 13,356 SH
SOLE 13,356 NETWORK APPLIANCE INC COM 64120L104 322 12,900 SH SOLE 12,900 NEWELL
RUBBERMAID INC COM 651229106 270 10,424 SH SOLE 10,424 NEWMONT MINING CORP HOLDINGCOM
651639106 820 16,796 SH SOLE 16,796 NEWS CORPORATION CL A 65248E104 1,743 85,048 SH SOLE 85,048
NIKE INC CL B 654106103 896 13,953 SH SOLE 13,953 NOBLE CORP COM G65422100 548 9,690 SH SOLE
9,690 NOBLE ENERGY INC COM 655044105 517 6,500 SH SOLE 6,500 NORDSTROM INC WASH COM
655664100 262 7,139 SH SOLE 7,139 NORFOLK SOUTHN CORP COM 655844108 714 14,150 SH SOLE 14,150
NORTHERN TR CORP COM 665859104 529 6,911 SH SOLE 6,911 NORTHROP GRUMMAN CORP COM
666807102 975 12,403 SH SOLE 12,403 NOVELL INC COM 670006105 90 13,094 SH SOLE 13,094 NUCOR
CORP COM 670346105 615 10,390 SH SOLE 10,390 NVIDIA CORP COM 67066G104 691 20,307 SH SOLE
20,307 NYSE EURONEXT COM 629491101 878 10,000 SH SOLE 10,000 OCCIDENTAL PETE CORP COM
674599105 2,347 30,481 SH SOLE 30,481 OMNICOM GROUP INC COM 681919106 563 11,848 SH SOLE 11,848
ORACLE CORPORATION COM 68389X105 3,276 145,087 SH SOLE 145,087 PACCAR INC COM 693718108

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733 13,458 SH SOLE 13,458 PARKER HANNIFIN CORP COM 701094104 469 6,225 SH SOLE 6,225 PAYCHEX INC COM 704326107 441 12,175 SH SOLE 12,175 PEABODY ENERGY CORP COM 704549104 591 9,582 SH SOLE 9,582 PEPCO HLDGS INC COM 713291102 220 7,500 SH SOLE 7,500 PEPSI BOTTLING GROUP INC COM 713409100 200 5,057 SH SOLE 5,057 PEPSICO INC COM 713448108 4,502 59,313 SH SOLE 59,313 PFIZER INC COM 717081103 5,717 251,498 SH SOLE 251,498 PG&E CORP COM 69331C108 571 13,253 SH SOLE 13,253 PITNEY BOWES INC COM 724479100 302 7,935 SH SOLE 7,935 PLUM CREEK TIMBER CO INC COM 729251108 292 6,350 SH SOLE 6,350 PNC FINANCIAL SERVICES GROU COM 693475105 843 12,843 SH SOLE 12,843 PPG INDS INC COM 693506107 416 5,921 SH SOLE 5,921 PPL CORP COM 69351T106 719 13,800 SH SOLE 13,800 PRAXAIR INC COM 74005P104 1,024 11,544 SH SOLE 11,544 PRECISION CASTPARTS CORP COM 740189105 690 4,975 SH SOLE 4,975 PRICE T ROWE GROUP INC COM 74144T108 578 9,500 SH SOLE 9,500 PRINCIPAL FINANCIAL GROUP COM 74251V102 661 9,600 SH SOLE 9,600 PROCTER & GAMBLE CO COM 742718109 8,379 114,127 SH SOLE 114,127 PROGRESS ENERGY INC COM 743263105 472 9,744 SH SOLE 9,744 PROGRESSIVE CORP OHIO COM 743315103 491 25,633 SH SOLE 25,633 PROLOGIS INT COM 743410102 615 9,700 SH SOLE 9,700 PRUDENTIAL FINL INC COM 744320102 1,541 16,565 SH SOLE 16,565 PUBLIC STORAGE COM 74460D109 330 4,500 SH SOLE 4,500 PUBLIC SVC ENTERPRISE GROUP COM 744573106 902 9,177 SH SOLE 9,177 QUALCOMM INC COM 747525103 2,378 60,423 SH SOLE 60,423 QUEST DIAGNOSTICS INC COM 74834L100 296 5,600 SH SOLE 5,600 QUESTAR CORP COM 748356102 337 6,230 SH SOLE 6,230 QWEST COMMUNICATIONS INTL COM 749121109 404 57,660 SH SOLE 57,660 RANGE RES CORP COM 75281A109 282 5,500 SH SOLE 5,500 RAYTHEON CO COM 755111507 958 15,783 SH SOLE 15,783 REGIONS FINL CORP COM 7591EP100 601 25,405 SH SOLE 25,405 REYNOLDS AMERN INC COM 761713106 407 6,175 SH SOLE 6,175 ROCKWELL AUTOMATION INC COM 773903109 380 5,506 SH SOLE 5,506 ROCKWELL COLLINS INC COM 774341101 433 6,015 SH SOLE 6,015 ROHM & HAAS CO COM 775371107 238 4,492 SH SOLE 4,492 SAFEWAY INC COM 786514208 559 16,347 SH SOLE 16,347 SANDISK CORP COM 80004C101 272 8,200 SH SOLE 8,200 SARA LEE CORP COM 803111103 428 26,650 SH SOLE 26,650 SCHERING PLOUGH CORP COM 806605101 1,584 59,444 SH SOLE 59,444 SCHLUMBERGER LTD COM 806857108 4,330 44,021 SH SOLE 44,021 SCHWAB CHARLES CORP COM 808513105 887 34,705 SH SOLE 34,705 SEARS HLDGS CORP COM 812350106 279 2,732 SH SOLE 2,732 SEMBRA ENERGY COM 816851109 590 9,529 SH SOLE 9,529 SHERWIN WILLIAMS CO COM 824348106 227 3,919 SH SOLE 3,919 SIGMA ALDRICH CORP COM 826552101 259 4,739 SH SOLE 4,739 SIMON PPTY GROUP INC COM 828806109 700 8,062 SH SOLE 8,062 SLM CORP COM 78442P106 310 15,391 SH SOLE 15,391 SMITH INTL INC COM 832110100 534 7,237 SH SOLE 7,237 SOUTHERN CO COM 842587107 1,077 27,799 SH SOLE 27,799 SOUTHWEST AIRLS CO COM 844741108 329 26,971 SH SOLE 26,971 SOVEREIGN BANCORP INC COM 845905108 153 13,415 SH SOLE 13,415 SPECTRA ENERGY CORP COM 847560109 602 23,313 SH SOLE 23,313 SPRINT NEXTEL CORP COM SER 1 852061100 1,375 104,734 SH SOLE 104,734 ST JUDE MED INC COM 790849103 520 12,803 SH SOLE 12,803 STAPLES INC COM 855030102 604 26,175 SH SOLE 26,175 STARBUCKS CORP COM 855244109 551 26,900 SH SOLE 26,900 STARWOOD HOTELS & RESORTS COM 85590A401 333 7,573 SH SOLE 7,573 STATE STREET CORP COM 857477103 1,142 14,058 SH SOLE 14,058 STRYKER CORP COM 863667101 640 8,563 SH SOLE 8,563 SUN MICROSYSTEMS INC COM 866810203 551 30,417 SH SOLE 30,417 SUNOCO INC COM 86764P109 315 4,344 SH SOLE 4,344 SUNTRUST BKS INC COM 867914103 818 13,097 SH SOLE 13,097 SUPERVALU INC COM 868536103 284 7,582 SH SOLE 7,582 SYMANTEC CORP COM 871503108 516 31,960 SH SOLE 31,960 SYNOVUS FINL CORP COM 87161C105 295 12,250 SH SOLE 12,250 SYSCO CORP COM 871829107 705 22,600 SH SOLE 22,600 TARGET CORP COM 87612E106 1,528 30,554 SH SOLE 30,554 TELLABS INC COM 879664100 105 16,000 SH SOLE 16,000 TENET HEALTHCARE CORP COM 88033G100 88 17,374 SH SOLE 17,374 TEREX CORP COM 880779103 241 3,678 SH SOLE 3,678 TESORO CORP COM 881609101 236 4,938 SH SOLE 4,938 TEXAS INSTRS INC COM 882508104 1,723 51,600 SH SOLE 51,600 TEXTRON INC COM 883203101 643 9,012 SH SOLE 9,012 THERMO FISHER SCIENTIFIC COM 883556102 888 15,395 SH SOLE 15,395 TIFFANY & CO COM 886547108 226 4,900 SH SOLE 4,900 TIME WARNER INC COM 887317105 2,197 133,090 SH SOLE 133,090 TJX COS INC COM 872540109 457 15,900 SH SOLE 15,900 TORCHMARK CORP COM 891027104 209 3,454 SH SOLE 3,454 TRANE INC COM 892893108 306 6,550 SH SOLE 6,550 TRANSOCEAN INC COM G90073100 1,690 11,803 SH SOLE 11,803 TRAVELERS COS INC COM 89417E109 1,275 23,694 SH SOLE

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23,694 TYCO ELECTRONICS LTD COM G9144P105 685 18,444 SH SOLE 18,444 TYCO INT'L LTD
BERMUDA COM G9143X208 731 18,442 SH SOLE 18,442 UNION PAC CORP COM 907818108 1,208 9,614 SH
SOLE 9,614 UNISYS CORP COM 909214108 61 12,900 SH SOLE 12,900 UNITED PARCEL SVC INC CL B
911312106 2,750 38,887 SH SOLE 38,887 UNITED STATES STEEL CORP COM 912909108 516 4,266 SH SOLE
4,266 UNITED TECHNOLOGIES CORP COM 913017109 2,778 36,293 SH SOLE 36,293 UNITEDHEALTH
GROUP INC COM 91324P102 2,783 47,815 SH SOLE 47,815 UNUM GROUP COM 91529Y106 322 13,521 SH
SOLE 13,521 US BANCORP COM 902973304 2,025 63,807 SH SOLE 63,807 UST INC COM 902911106 311
5,674 SH SOLE 5,674 V F CORP COM 918204108 220 3,207 SH SOLE 3,207 VALERO ENERGY CORP COM
91913Y100 1,435 20,487 SH SOLE 20,487 VARIAN MED SYS INC COM 92220P105 238 4,562 SH SOLE 4,562
VERISIGN INC COM 92343E102 312 8,300 SH SOLE 8,300 VERIZON COMMUNICATIONS COM 92343V104
4,642 106,252 SH SOLE 106,252 VIACOM INC CL B 92553P201 1,063 24,213 SH SOLE 24,213 VMWARE INC
CL A COM 9.29E+08 807,405 9,500,000 SH DEFINED 2 9,500,000 VORNADO RLTY TR COM 929042109 425
4,828 SH SOLE 4,828 VULCAN MATLS CO COM 929160109 316 4,000 SH SOLE 4,000 WACHOVIA CORP
COM 929903102 2,764 72,679 SH SOLE 72,679 WAL MART STORES INC COM 931142103 4,141 87,125 SH
SOLE 87,125 WALGREEN CO COM 931422109 1,388 36,450 SH SOLE 36,450 WASHINGTON MUTUAL INC
COM 939322103 437 32,105 SH SOLE 32,105 WASTE MGMT INC COM 94106L109 612 18,735 SH SOLE 18,735
WATERS CORP COM 941848103 285 3,600 SH SOLE 3,600 WEATHERFORD INT'L LTD COM G95089101 869
12,662 SH SOLE 12,662 WELLPOINT INC COM 94973V107 1,824 20,792 SH SOLE 20,792 WELLS FARGO &
CO COM 949746101 3,747 124,129 SH SOLE 124,129 WESTERN UN CO COM 959802109 673 27,729 SH SOLE
27,729 WEYERHAEUSER CO COM 962166104 574 7,790 SH SOLE 7,790 WHIRLPOOL CORP COM 963320106
230 2,815 SH SOLE 2,815 WHOLE FOODS MKT INC COM 966837106 205 5,016 SH SOLE 5,016 WILLIAMS
COS INC COM 969457100 775 21,662 SH SOLE 21,662 WINDSTREAM CORP COM 97381W104 231 17,754 SH
SOLE 17,754 WRIGLEY WM JR CO COM 982526105 459 7,840 SH SOLE 7,840 WYETH COM 983024100 2,189
49,528 SH SOLE 49,528 XCEL ENERGY INC COM 98389B100 353 15,653 SH SOLE 15,653 XEROX CORP
COM 984121103 550 34,000 SH SOLE 34,000 XILINX INC COM 983919101 234 10,679 SH SOLE 10,679 XL
CAP LTD CL A G98255105 327 6,500 SH SOLE 6,500 XTO ENERGY INC COM 98385X106 920 17,905 SH
SOLE 17,905 YAHOO INC COM 984332106 1,143 49,119 SH SOLE 49,119 YUM BRANDS INC COM 988498101
718 18,765 SH SOLE 18,765 ZIMMER HLDGS INC COM 98956P102 562 8,489 SH SOLE 8,489