



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

Report summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 748  
 Form 13F Information Table Value Total: 5,620,671  
 (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-07

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
|                              |                |              |                                   |                            | (A) SOLE        |
| ACE LTD                      | ORD            | G0070K103    | 1,141                             | 20,000                     | x               |
| COOPER INDS LTD              | CL A           | G24182100    | 864                               | 19,200                     | x               |
| ENDURANCE SPECIALTY HLDGS LT | SHS            | G30397106    | 715                               | 20,000                     | x               |
| MARVELL TECHNOLOGY GROUP LTD | ORD            | G5876H105    | 841                               | 50,000                     | x               |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103    | 356                               | 12,000                     | x               |
| RENAISSANCERE HOLDINGS LTD   | COM            | G7496G103    | 1,504                             | 30,000                     | x               |
| TRANSOCEAN INC               | ORD            | G90078109    | 1,324                             | 16,200                     | x               |
| UBS AG                       | SHS NEW        | H89231338    | 2,377                             | 40,000                     | x               |
| CNH GLOBAL N V               | SHS NEW        | N20935206    | 373                               | 10,000                     | x               |
| A D C TELECOMMUNICATIONS     | COM NEW        | 000886309    | 319                               | 19,050                     | x               |
| AFLAC INC                    | COM            | 001055102    | 5,417                             | 115,119                    | x               |
| AGCO CORP                    | COM            | 001084102    | 351                               | 9,504                      | x               |
| AGL RES INC                  | COM            | 001204106    | 334                               | 7,807                      | x               |
| AES CORP                     | COM            | 00130H105    | 5,646                             | 262,379                    | x               |
| AMB PROPERTY CORP            | COM            | 00163T109    | 518                               | 8,816                      | x               |
| AMR CORP                     | COM            | 001765106    | 2,264                             | 74,368                     | x               |
| AT&T INC                     | COM            | 00206R102    | 97,336                            | 2,468,576                  | x               |
| ABBOTT LABS                  | COM            | 002824100    | 35,244                            | 631,616                    | x               |
| ABERCROMBIE & FITCH CO       | CL A           | 002896207    | 1,136                             | 15,015                     | x               |
| ACTIVISION INC NEW           | COM NEW        | 004930202    | 894                               | 47,207                     | x               |
| ACXIOM CORP                  | COM            | 005125109    | 432                               | 20,212                     | x               |
| ADESA INC                    | COM            | 00686U104    | 249                               | 9,002                      | x               |
| ADOBE SYS INC                | COM            | 00724F101    | 18,169                            | 435,705                    | x               |
| ADVANCE AUTO PARTS INC       | COM            | 00751Y106    | 710                               | 18,423                     | x               |
| ADVANCED MEDICAL OPTICS INC  | COM            | 00763M108    | 377                               | 10,127                     | x               |
| ADVANCED MICRO DEVICES INC   | COM            | 007903107    | 2,699                             | 206,651                    | x               |
| AETNA INC NEW                | COM            | 00817Y108    | 6,123                             | 139,829                    | x               |

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|                              |      |           |        |         |   |
|------------------------------|------|-----------|--------|---------|---|
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 1,216  | 20,649  | x |
| AFFILIATED MANAGERS GROUP    | COM  | 008252108 | 579    | 5,346   | x |
| AGERE SYS INC                | COM  | 00845V308 | 1,851  | 81,851  | x |
| AGILENT TECHNOLOGIES INC     | COM  | 00846U101 | 2,450  | 72,721  | x |
| AGILYSYS INC                 | COM  | 00847J105 | 899    | 40,000  | x |
| AIR PRODS & CHEMS INC        | COM  | 009158106 | 5,696  | 77,008  | x |
| AIRGAS INC                   | COM  | 009363102 | 1,253  | 29,739  | x |
| AKAMAI TECHNOLOGIES INC      | COM  | 00971T101 | 2,565  | 51,377  | x |
| ALBEMARLE CORP               | COM  | 012653101 | 325    | 7,870   | x |
| ALBERTO CULVER CO NEW        | COM  | 013078100 | 205    | 8,975   | x |
| ALCOA INC                    | COM  | 013817101 | 10,561 | 311,529 | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:<br>NAME OF ISSUER    | ITEM 2:<br>TITLE OF CLASS | ITEM 3:<br>CUSIP<br>NUMBER | ITEM 4:<br>PENSION FAIR<br>MARKET<br>VALUE (\$000) | ITEM 5:<br>SHARES OR<br>PRINCIPAL<br>AMOUNT | ITEM 6:<br>INV. DISCRETION |                 |                        |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|-----------------|------------------------|
|                              |                           |                            |  |   | (A)<br>SOLE                | (B)<br>INSTR. V | (C)<br>SHARED<br>OTHER |
| ALEXANDER & BALDWIN INC      | COM                       | 014482103                  | 224  | 4,432                                       | x                          |                 |                        |
| ALLEGHENY ENERGY INC         | COM                       | 017361106                  | 6,382  | 129,883                                     | x                          |                 |                        |
| ALLEGHENY TECHNOLOGIES INC   | COM                       | 01741R102                  | 3,704  | 34,716                                      | x                          |                 |                        |
| ALLERGAN INC                 | COM                       | 018490102                  | 5,110  | 46,114                                      | x                          |                 |                        |
| ALLIANCE DATA SYSTEMS CORP   | COM                       | 018581108                  | 854  | 13,863                                      | x                          |                 |                        |
| ALLIANT ENERGY CORP          | COM                       | 018802108                  | 528  | 11,775                                      | x                          |                 |                        |
| AMERICAN EXPRESS CO          | COM                       | 025816109                  | 23,672   | 419,717                                     | x                          |                 |                        |
| AMERICAN FINL GROUP INC OHIO | COM                       | 025932104                  | 291  | 8,545                                       | x                          |                 |                        |
| AMERICAN INTL GROUP INC      | COM                       | 026874107                  | 59,215   | 880,914                                     | x                          |                 |                        |
| AMERICAN STD COS INC DEL     | COM                       | 029712106                  | 1,612  | 30,409                                      | x                          |                 |                        |
| AMERICAN TOWER CORP          | CL A                      | 029912201                  | 6,490  | 166,626                                     | x                          |                 |                        |
| AMERICREDIT CORP             | COM                       | 03060R101                  | 309  | 13,519                                      | x                          |                 |                        |
| AMERISOURCEBERGEN CORP       | COM                       | 03073E105                  | 9,989  | 189,371                                     | x                          |                 |                        |
| AMERIPRISE FINL INC          | COM                       | 03076C106                  | 1,230  | 21,520                                      | x                          |                 |                        |
| AMETEK INC NEW               | COM                       | 031100100                  | 3,331  | 96,450                                      | x                          |                 |                        |
| AMGEN INC                    | COM                       | 031162100                  | 32,762   | 586,301                                     | x                          |                 |                        |
| AMPCO-PITTSBURGH CORP        | COM                       | 032037103                  | 231  | 8,000                                       | x                          |                 |                        |
| AMPHENOL CORP NEW            | CL A                      | 032095101                  | 987  | 15,293                                      | x                          |                 |                        |
| AMYLIN PHARMACEUTICALS INC   | COM                       | 032346108                  | 718  | 19,210                                      | x                          |                 |                        |
| ANADARKO PETE CORP           | COM                       | 032511107                  | 10,697   | 248,887                                     | x                          |                 |                        |
| ANALOG DEVICES INC           | COM                       | 032654105                  | 2,014  | 58,382                                      | x                          |                 |                        |
| ANHEUSER BUSCH COS INC       | COM                       | 035229103                  | 13,236   | 262,300                                     | x                          |                 |                        |
| ANNALY CAP MGMT INC          | COM                       | 035710409                  | 309  | 19,987                                      | x                          |                 |                        |
| ANN TAYLOR STORES CORP       | COM                       | 036115103                  | 1,256  | 32,389                                      | x                          |                 |                        |
| AON CORP                     | COM                       | 037389103                  | 1,212  | 31,923                                      | x                          |                 |                        |
| APACHE CORP                  | COM                       | 037411105                  | 9,099  | 128,694                                     | x                          |                 |                        |
| APARTMENT INVT & MGMT CO     | CL A                      | 03748R101                  | 1,715  | 29,736                                      | x                          |                 |                        |
| APOLLO GROUP INC             | CL A                      | 037604105                  | 1,045  | 23,801                                      | x                          |                 |                        |
| APPLE INC                    | COM                       | 037833100                  | 36,252   | 390,187                                     | x                          |                 |                        |
| APPLERA CORP                 | COM AP BIO GRP            | 038020103                  | 3,224  | 109,044                                     | x                          |                 |                        |
| APPLIED MATLS INC            | COM                       | 038222105                  | 6,514  | 355,561                                     | x                          |                 |                        |
| AQUA AMERICA INC             | COM                       | 03836W103                  | 415  | 18,465                                      | x                          |                 |                        |

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|                           |     |           |        |         |   |
|---------------------------|-----|-----------|--------|---------|---|
| ARCH COAL INC             | COM | 039380100 | 749    | 24,411  | x |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 18,719 | 510,063 | x |
| ARCHSTONE SMITH TR        | COM | 039583109 | 7,404  | 136,412 | x |
| ARMOR HOLDINGS INC        | COM | 042260109 | 2,222  | 33,002  | x |
| ARROW ELECTRS INC         | COM | 042735100 | 506    | 13,399  | x |
| ASHLAND INC NEW           | COM | 044209104 | 374    | 5,705   | x |

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|------------------------------|---------------------------|----------------------------|--|---|----------------------------|-----------------|--|
|                              |                           |                            |  |   | (A)<br>SOLE                | (B)<br>INSTR. V | (C)<br>SHARED<br>AS DEF. SHARED<br>OTHER |
| ASSOCIATED BANC CORP         | COM                       | 045487105                  | 445  | 13,248                                      | x                          |                 |  |
| ASSURANT INC                 | COM                       | 04621X108                  | 11,821   | 220,422                                     | x                          |                 |  |
| ASTORIA FINL CORP            | COM                       | 046265104                  | 243  | 9,146                                       | x                          |                 |  |
| ATMEL CORP                   | COM                       | 049513104                  | 518  | 102,965                                     | x                          |                 |  |
| ATMOS ENERGY CORP            | COM                       | 049560105                  | 273  | 8,740                                       | x                          |                 |  |
| AUTODESK INC                 | COM                       | 052769106                  | 6,258  | 166,432                                     | x                          |                 |  |
| AUTOLIV INC                  | COM                       | 052800109                  | 475  | 8,309                                       | x                          |                 |  |
| AUTOMATIC DATA PROCESSING IN | COM                       | 053015103                  | 12,482   | 257,892                                     | x                          |                 |  |
| AUTONATION INC               | COM                       | 05329W102                  | 335  | 15,763                                      | x                          |                 |  |
| AUTOZONE INC                 | COM                       | 053332102                  | 3,029  | 23,639                                      | x                          |                 |  |
| AVALONBAY CMNTYS INC         | COM                       | 053484101                  | 22,020   | 169,381                                     | x                          |                 |  |
| AVAYA INC                    | COM                       | 053499109                  | 1,167  | 98,806                                      | x                          |                 |  |
| BANK HAWAII CORP             | COM                       | 062540109                  | 393  | 7,416                                       | x                          |                 |  |
| BANK NEW YORK INC            | COM                       | 064057102                  | 11,782   | 290,557                                     | x                          |                 |  |
| BARD C R INC                 | COM                       | 067383109                  | 4,832  | 60,778                                      | x                          |                 |  |
| BARNES & NOBLE INC           | COM                       | 067774109                  | 239  | 6,053                                       | x                          |                 |  |
| BARR PHARMACEUTICALS INC     | COM                       | 068306109                  | 840  | 18,124                                      | x                          |                 |  |
| BAUSCH & LOMB INC            | COM                       | 071707103                  | 306  | 5,988                                       | x                          |                 |  |
| BAXTER INTL INC              | COM                       | 071813109                  | 8,784  | 166,779                                     | x                          |                 |  |
| BEA SYS INC                  | COM                       | 073325102                  | 771  | 66,499                                      | x                          |                 |  |
| BEAR STEARNS COS INC         | COM                       | 073902108                  | 8,582  | 57,082                                      | x                          |                 |  |
| BECKMAN COULTER INC          | COM                       | 075811109                  | 665  | 10,408                                      | x                          |                 |  |
| BECTON DICKINSON & CO        | COM                       | 075887109                  | 16,494   | 214,519                                     | x                          |                 |  |
| BED BATH & BEYOND INC        | COM                       | 075896100                  | 4,518  | 112,479                                     | x                          |                 |  |
| BEMIS INC                    | COM                       | 081437105                  | 751  | 22,503                                      | x                          |                 |  |
| BERKLEY W R CORP             | COM                       | 084423102                  | 3,869  | 116,814                                     | x                          |                 |  |
| BERKSHIRE HATHAWAY INC DEL   | CL B                      | 084670207                  | 644  | 177   | x                          |                 |  |
| BEST BUY INC                 | COM                       | 086516101                  | 11,201   | 229,898                                     | x                          |                 |  |
| BIOMET INC                   | COM                       | 090613100                  | 1,785  | 42,006                                      | x                          |                 |  |
| BIOGEN IDEC INC              | COM                       | 09062X103                  | 7,165  | 161,453                                     | x                          |                 |  |
| BLACK & DECKER CORP          | COM                       | 091797100                  | 3,344  | 40,974                                      | x                          |                 |  |
| BLACKROCK INC                | COM                       | 09247X101                  | 5,296  | 33,883                                      | x                          |                 |  |
| BLOCK H & R INC              | COM                       | 093671105                  | 1,180  | 56,062                                      | x                          |                 |  |
| BOEING CO                    | COM                       | 097023105                  | 29,829   | 335,493                                     | x                          |                 |  |
| BORG WARNER INC              | COM                       | 099724106                  | 900  | 11,937                                      | x                          |                 |  |
| BOSTON PROPERTIES INC        | COM                       | 101121101                  | 4,865  | 41,436                                      | x                          |                 |  |
| BOSTON SCIENTIFIC CORP       | COM                       | 101137107                  | 3,063  | 210,664                                     | x                          |                 |  |

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BOYD GAMING CORP COM 103304101 355 7,458 x

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|------------------------------|---------------------------|----------------------------|--|---|----------------------------|-----------------|--|
|                              |                           |                            |  |   | (A)<br>SOLE                | (B)<br>INSTR. V | (C)<br>SHARED<br>AS DEF. SHARED<br>OTHER |
| BRANDYWINE RLTY TR           | SH BEN INT NEW            | 105368203                  | 304  | 9,105                                       | x                          |                 |  |
| BRINKER INTL INC             | COM                       | 109641100                  | 1,364  | 41,716                                      | x                          |                 |  |
| BRINKS CO                    | COM                       | 109696104                  | 1,046  | 16,483                                      | x                          |                 |  |
| BRISTOL MYERS SQUIBB CO      | COM                       | 110122108                  | 17,009   | 612,701                                     | x                          |                 |  |
| BROADCOM CORP                | CL A                      | 111320107                  | 6,922  | 215,827                                     | x                          |                 |  |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH            | 112585104                  | 2,211  | 42,300                                      | x                          |                 |  |
| BROWN & BROWN INC            | COM                       | 115236101                  | 519  | 19,175                                      | x                          |                 |  |
| BROWN FORMAN CORP            | CL B                      | 115637209                  | 690  | 10,522                                      | x                          |                 |  |
| BRUNSWICK CORP               | COM                       | 117043109                  | 342  | 10,730                                      | x                          |                 |  |
| BURLINGTON NORTHN SANTA FE C | COM                       | 12189T104                  | 10,556   | 131,250                                     | x                          |                 |  |
| CBL & ASSOC PPTYS INC        | COM                       | 124830100                  | 289  | 6,444                                       | x                          |                 |  |
| CBS CORP NEW                 | CL B                      | 124857202                  | 8,165  | 266,905                                     | x                          |                 |  |
| CB RICHARD ELLIS GROUP INC   | CL A                      | 12497T101                  | 1,080  | 31,586                                      | x                          |                 |  |
| C D W CORP                   | COM                       | 12512N105                  | 616  | 10,030                                      | x                          |                 |  |
| C H ROBINSON WORLDWIDE INC   | COM NEW                   | 12541W209                  | 5,653  | 117,652                                     | x                          |                 |  |
| CIGNA CORP                   | COM                       | 125509109                  | 2,893  | 20,276                                      | x                          |                 |  |
| CIT GROUP INC                | COM                       | 125581108                  | 2,380  | 44,970                                      | x                          |                 |  |
| CMS ENERGY CORP              | COM                       | 125896100                  | 1,818  | 102,155                                     | x                          |                 |  |
| CAREER EDUCATION CORP        | COM                       | 141665109                  | 508  | 16,671                                      | x                          |                 |  |
| CARLISLE COS INC             | COM                       | 142339100                  | 428  | 9,970                                       | x                          |                 |  |
| CARMAX INC                   | COM                       | 143130102                  | 882  | 35,944                                      | x                          |                 |  |
| CARPENTER TECHNOLOGY CORP    | COM                       | 144285103                  | 510  | 4,222                                       | x                          |                 |  |
| CATERPILLAR INC DEL          | COM                       | 149123101                  | 16,108   | 240,310                                     | x                          |                 |  |
| CBOT HLDGS INC               | CL A                      | 14984K106                  | 1,637  | 9,017                                       | x                          |                 |  |
| CELANESE CORP DEL            | COM SER A                 | 150870103                  | 1,017  | 32,991                                      | x                          |                 |  |
| CELGENE CORP                 | COM                       | 151020104                  | 5,434  | 103,579                                     | x                          |                 |  |
| CENTERPOINT ENERGY INC       | COM                       | 15189T107                  | 1,457  | 81,194                                      | x                          |                 |  |
| CENTEX CORP                  | COM                       | 152312104                  | 1,381  | 33,054                                      | x                          |                 |  |
| CENTURYTEL INC               | COM                       | 156700106                  | 5,271  | 116,636                                     | x                          |                 |  |
| CEPHALON INC                 | COM                       | 156708109                  | 738  | 10,368                                      | x                          |                 |  |
| CERIDIAN CORP NEW            | COM                       | 156779100                  | 793  | 22,757                                      | x                          |                 |  |
| CERNER CORP                  | COM                       | 156782104                  | 598  | 10,982                                      | x                          |                 |  |
| CHARLES RIV LABS INTL INC    | COM                       | 159864107                  | 383  | 8,288                                       | x                          |                 |  |
| CHECKFREE CORP NEW           | COM                       | 162813109                  | 2,378  | 64,118                                      | x                          |                 |  |
| CHEESECAKE FACTORY INC       | COM                       | 163072101                  | 360  | 13,501                                      | x                          |                 |  |
| CHEMTURA CORP                | COM                       | 163893100                  | 263  | 24,072                                      | x                          |                 |  |
| CHENIERE ENERGY INC          | COM NEW                   | 16411R208                  | 292  | 9,359                                       | x                          |                 |  |
| CHESAPEAKE ENERGY CORP       | COM                       | 165167107                  | 1,284  | 41,572                                      | x                          |                 |  |

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|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|----------|--------|
|                              |                |              |                                   |                            | INV. DISCRETION |          |        |
|                              |                |              |                                   |                            | (A)             | (B)      | (C)    |
|                              |                |              |                                   |                            | SOLE            | SHARED   | SHARED |
|                              |                |              |                                   |                            | AS DEF.         | INSTR. V | OTHER  |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT |                 |          |        |
| CHEVRON CORP NEW             | COM            | 166764100    | 65,237                            | 882,055                    | x               |          |        |
| CHICAGO MERCANTILE HLDGS INC | CL A           | 167760107    | 10,071                            | 18,915                     | x               |          |        |
| CHICOS FAS INC               | COM            | 168615102    | 747                               | 30,578                     | x               |          |        |
| CHOICE HOTELS INTL INC       | COM            | 169905106    | 203                               | 5,733                      | x               |          |        |
| CHOICEPOINT INC              | COM            | 170388102    | 510                               | 13,617                     | x               |          |        |
| CHUBB CORP                   | COM            | 171232101    | 12,223                            | 236,566                    | x               |          |        |
| CHURCH & DWIGHT INC          | COM            | 171340102    | 2,821                             | 56,035                     | x               |          |        |
| CIENA CORP                   | COM NEW        | 171779309    | 269                               | 9,637                      | x               |          |        |
| CIMAREX ENERGY CO            | COM            | 171798101    | 306                               | 8,275                      | x               |          |        |
| CINCINNATI FINL CORP         | COM            | 172062101    | 662                               | 15,606                     | x               |          |        |
| CIRCUIT CITY STORE INC       | COM            | 172737108    | 1,005                             | 54,227                     | x               |          |        |
| CISCO SYS INC                | COM            | 17275R102    | 71,596                            | 2,804,401                  | x               |          |        |
| CINTAS CORP                  | COM            | 172908105    | 821                               | 22,737                     | x               |          |        |
| CITIGROUP INC                | COM            | 172967101    | 108,406                           | 2,111,524                  | x               |          |        |
| CITIZENS COMMUNICATIONS CO   | COM            | 17453B101    | 646                               | 43,228                     | x               |          |        |
| CITRIX SYS INC               | COM            | 177376100    | 996                               | 31,094                     | x               |          |        |
| CITY NATL CORP               | COM            | 178566105    | 307                               | 4,177                      | x               |          |        |
| CLAIRES STORES INC           | COM            | 179584107    | 2,482                             | 77,286                     | x               |          |        |
| CLARCOR INC                  | COM            | 179895107    | 1,049                             | 33,000                     | x               |          |        |
| CLEAR CHANNEL COMMUNICATIONS | COM            | 184502102    | 4,675                             | 133,417                    | x               |          |        |
| CLOROX CO DEL                | COM            | 189054109    | 2,332                             | 36,613                     | x               |          |        |
| COACH INC                    | COM            | 189754104    | 9,645                             | 192,714                    | x               |          |        |
| COCA COLA CO                 | COM            | 191216100    | 44,845                            | 934,281                    | x               |          |        |
| COCA COLA ENTERPRISES INC    | COM            | 191219104    | 620                               | 30,595                     | x               |          |        |
| CONAGRA FOODS INC            | COM            | 205887102    | 1,296                             | 52,030                     | x               |          |        |
| CON-WAY INC                  | COM            | 205944101    | 408                               | 8,187                      | x               |          |        |
| CONOCOPHILLIPS               | COM            | 20825C104    | 52,921                            | 774,263                    | x               |          |        |
| CONSECO INC                  | COM NEW        | 208464883    | 263                               | 15,178                     | x               |          |        |
| CONSOL ENERGY INC            | COM            | 20854P109    | 2,398                             | 61,272                     | x               |          |        |
| CONSOLIDATED EDISON INC      | COM            | 209115104    | 3,100                             | 60,722                     | x               |          |        |
| CONSTELLATION BRANDS INC     | CL A           | 21036P108    | 5,028                             | 237,410                    | x               |          |        |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100    | 7,350                             | 84,531                     | x               |          |        |
| CONTINENTAL AIRLS INC        | CL B           | 210795308    | 545                               | 14,972                     | x               |          |        |
| CONVERGYS CORP               | COM            | 212485106    | 2,797                             | 110,082                    | x               |          |        |
| COOPER COS INC               | COM NEW        | 216648402    | 293                               | 6,036                      | x               |          |        |
| COPART INC                   | COM            | 217204106    | 338                               | 12,083                     | x               |          |        |
| CORN PRODS INTL INC          | COM            | 219023108    | 1,688                             | 47,428                     | x               |          |        |
| CORNING INC                  | COM            | 219350105    | 16,279                            | 715,885                    | x               |          |        |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

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| ITEM 1:                    | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |              |                  |
|----------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|--------------|------------------|
| 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 |
| CORPORATE EXECUTIVE BRD CO | COM            | 21988R102    | 2,152                             | 28,333                     | x               |              |                  |
| CORRECTIONS CORP AMER NEW  | COM NEW        | 22025Y407    | 466                               | 8,824                      | x               |              |                  |
| COSTCO WHSL CORP NEW       | COM            | 22160K105    | 11,239                            | 208,741                    | x               |              |                  |
| COUNTRYWIDE FINANCIAL CORP | COM            | 222372104    | 5,075                             | 150,871                    | x               |              |                  |
| COVANCE INC                | COM            | 222816100    | 3,156                             | 53,191                     | x               |              |                  |
| COVANTA HLDG CORP          | COM            | 22282E102    | 432                               | 19,463                     | x               |              |                  |
| COVENTRY HEALTH CARE INC   | COM            | 222862104    | 6,076                             | 108,398                    | x               |              |                  |
| CRANE CO                   | COM            | 224399105    | 1,872                             | 46,309                     | x               |              |                  |
| CREE INC                   | COM            | 225447101    | 203                               | 12,330                     | x               |              |                  |
| CROWN CASTLE INTL CORP     | COM            | 228227104    | 9,061                             | 282,015                    | x               |              |                  |
| CROWN HOLDINGS INC         | COM            | 228368106    | 700                               | 28,636                     | x               |              |                  |
| CULLEN FROST BANKERS INC   | COM            | 229899109    | 392                               | 7,487                      | x               |              |                  |
| CUMMINS INC                | COM            | 231021106    | 2,921                             | 20,185                     | x               |              |                  |
| CURTISS WRIGHT CORP        | COM            | 231561101    | 3,519                             | 91,300                     | x               |              |                  |
| CYPRESS SEMICONDUCTOR CORP | COM            | 232806109    | 423                               | 22,789                     | x               |              |                  |
| CYTEC INDS INC             | COM            | 232820100    | 232                               | 4,132                      | x               |              |                  |
| CYTYC CORP                 | COM            | 232946103    | 668                               | 19,518                     | x               |              |                  |
| DPL INC                    | COM            | 233293109    | 1,177                             | 37,869                     | x               |              |                  |
| DRS TECHNOLOGIES INC       | COM            | 23330X100    | 252                               | 4,837                      | x               |              |                  |
| D R HORTON INC             | COM            | 23331A109    | 1,830                             | 83,187                     | x               |              |                  |
| DST SYS INC DEL            | COM            | 233326107    | 2,163                             | 28,768                     | x               |              |                  |
| DTE ENERGY CO              | COM            | 233331107    | 4,575                             | 95,509                     | x               |              |                  |
| DADE BEHRING HLDGS INC     | COM            | 23342J206    | 2,406                             | 54,878                     | x               |              |                  |
| DANAHER CORP DEL           | COM            | 235851102    | 6,490                             | 90,836                     | x               |              |                  |
| DARDEN RESTAURANTS INC     | COM            | 237194105    | 7,048                             | 171,101                    | x               |              |                  |
| DAVITA INC                 | COM            | 23918K108    | 4,254                             | 79,784                     | x               |              |                  |
| DEAN FOODS CO NEW          | COM            | 242370104    | 637                               | 13,626                     | x               |              |                  |
| DEERE & CO                 | COM            | 244199105    | 7,333                             | 67,500                     | x               |              |                  |
| DEL MONTE FOODS CO         | COM            | 24522P103    | 230                               | 20,005                     | x               |              |                  |
| DELL INC                   | COM            | 24702R101    | 20,699                            | 891,819                    | x               |              |                  |
| DOLLAR TREE STORES INC     | COM            | 256747106    | 435                               | 11,365                     | x               |              |                  |
| DOMINION RES INC VA NEW    | COM            | 25746U109    | 11,613                            | 130,817                    | x               |              |                  |
| DOMTAR CORP                | COM            | 257559104    | 821                               | 88,223                     | x               |              |                  |
| DONALDSON INC              | COM            | 257651109    | 3,380                             | 93,619                     | x               |              |                  |
| DONNELLEY R R & SONS CO    | COM            | 257867101    | 1,689                             | 46,149                     | x               |              |                  |
| DOUGLAS EMMETT INC         | COM            | 25960P109    | 207                               | 8,090                      | x               |              |                  |
| DOVER CORP                 | COM            | 260003108    | 3,089                             | 63,295                     | x               |              |                  |
| DOW CHEM CO                | COM            | 260543103    | 16,296                            | 355,345                    | x               |              |                  |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6:         |     |     |
|---------|---------|---------|---------|---------|-----------------|-----|-----|
|         |         |         |         |         | INV. DISCRETION |     |     |
|         |         |         |         |         | (A)             | (B) | (C) |

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| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE | SHARED           |              |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|------|------------------|--------------|
|                              |                |              |                                   |                            |      | AS DEF. INSTR. V | SHARED OTHER |
| DOW JONES & CO INC           | COM            | 260561105    | 348                               | 10,103                     | x    |                  |              |
| DU PONT E I DE NEMOURS & CO  | COM            | 263534109    | 19,255                            | 389,537                    | x    |                  |              |
| DUKE ENERGY CORP NEW         | COM            | 26441C105    | 12,371                            | 609,734                    | x    |                  |              |
| DUKE REALTY CORP             | COM NEW        | 264411505    | 587                               | 13,513                     | x    |                  |              |
| DUN & BRADSTREET CORP DEL NE | COM            | 26483E100    | 5,693                             | 62,423                     | x    |                  |              |
| DUQUESNE LT HLDGS INC        | COM            | 266233105    | 1,781                             | 90,000                     | x    |                  |              |
| DYNEGY INC NEW               | CL A           | 26816Q101    | 462                               | 49,901                     | x    |                  |              |
| E M C CORP MASS              | COM            | 268648102    | 6,458                             | 466,270                    | x    |                  |              |
| ENSCO INTL INC               | COM            | 26874Q100    | 4,447                             | 81,750                     | x    |                  |              |
| EOG RES INC                  | COM            | 26875P101    | 7,563                             | 106,019                    | x    |                  |              |
| E TRADE FINANCIAL CORP       | COM            | 269246104    | 1,496                             | 70,508                     | x    |                  |              |
| EAGLE MATERIALS INC          | COM            | 26969P108    | 383                               | 8,590                      | x    |                  |              |
| EAST WEST BANCORP INC        | COM            | 27579R104    | 883                               | 24,023                     | x    |                  |              |
| EASTMAN CHEM CO              | COM            | 277432100    | 2,387                             | 37,690                     | x    |                  |              |
| EASTMAN KODAK CO             | COM            | 277461109    | 649                               | 28,776                     | x    |                  |              |
| EATON CORP                   | COM            | 278058102    | 4,725                             | 56,547                     | x    |                  |              |
| EATON VANCE CORP             | COM NON VTG    | 278265103    | 704                               | 19,747                     | x    |                  |              |
| EBAY INC                     | COM            | 278642103    | 17,768                            | 535,997                    | x    |                  |              |
| ECHOSTAR COMMUNICATIONS NEW  | CL A           | 278762109    | 1,526                             | 35,127                     | x    |                  |              |
| ECOLAB INC                   | COM            | 278865100    | 2,614                             | 60,786                     | x    |                  |              |
| EDISON INTL                  | COM            | 281020107    | 5,632                             | 114,640                    | x    |                  |              |
| EDWARDS LIFESCIENCES CORP    | COM            | 28176E108    | 510                               | 10,063                     | x    |                  |              |
| EDWARDS AG INC               | COM            | 281760108    | 531                               | 7,670                      | x    |                  |              |
| EL PASO CORP                 | COM            | 28336L109    | 2,146                             | 148,302                    | x    |                  |              |
| ELECTRONIC ARTS INC          | COM            | 285512109    | 3,619                             | 71,860                     | x    |                  |              |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104    | 4,358                             | 157,450                    | x    |                  |              |
| EMBARQ CORP                  | COM            | 29078E105    | 2,751                             | 48,822                     | x    |                  |              |
| EMDEON CORP                  | COM            | 290849108    | 423                               | 27,962                     | x    |                  |              |
| EMERSON ELEC CO              | COM            | 291011104    | 14,256                            | 330,849                    | x    |                  |              |
| ENDO PHARMACEUTICALS HLDGS I | COM            | 29264F205    | 5,078                             | 172,715                    | x    |                  |              |
| ENERGEN CORP                 | COM            | 29265N108    | 2,914                             | 57,260                     | x    |                  |              |
| ENERGY CONVERSION DEVICES IN | COM            | 292659109    | 524                               | 15,000                     | x    |                  |              |
| ENERGY EAST CORP             | COM            | 29266M109    | 360                               | 14,794                     | x    |                  |              |
| ENERGIZER HLDGS INC          | COM            | 29266R108    | 2,738                             | 32,088                     | x    |                  |              |
| ENTERGY CORP NEW             | COM            | 29364G103    | 18,301                            | 174,431                    | x    |                  |              |
| EQUIFAX INC                  | COM            | 294429105    | 2,478                             | 67,997                     | x    |                  |              |
| FAIR ISAAC CORP              | COM            | 303250104    | 351                               | 9,080                      | x    |                  |              |
| FAIRCHILD SEMICONDUCTOR INTL | COM            | 303726103    | 277                               | 16,589                     | x    |                  |              |

VERIZON INVESTMENT MANAGEMENT CORP.  
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ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE | INV. DISCRETION         |              |
|----------------|----------------|--------------|-----------------------------------|----------------------------|------|-------------------------|--------------|
|                |                |              |                                   |                            |      | (A)                     | (B) (C)      |
|                |                |              |                                   |                            |      | SHARED AS DEF. INSTR. V | SHARED OTHER |
| -----          |                |              |                                   |                            |      |                         |              |



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|                               |                |           |        |         |   |
|-------------------------------|----------------|-----------|--------|---------|---|
| FAMILY DLR STORES INC         | COM            | 307000109 | 1,582  | 53,422  | x |
| FASTENAL CO                   | COM            | 311900104 | 752    | 21,454  | x |
| FEDERAL HOME LN MTG CORP      | COM            | 313400301 | 21,890 | 367,968 | x |
| FEDERAL NATL MTG ASSN         | COM            | 313586109 | 15,320 | 280,694 | x |
| FEDERAL REALTY INVT TR        | SH BEN INT NEW | 313747206 | 658    | 7,263   | x |
| FEDERATED DEPT STORES INC DE  | COM            | 31410H101 | 7,764  | 172,337 | x |
| FEDERATED INVS INC PA         | CL B           | 314211103 | 574    | 15,631  | x |
| FEDEX CORP                    | COM            | 31428X106 | 15,694 | 146,086 | x |
| F5 NETWORKS INC               | COM            | 315616102 | 462    | 6,922   | x |
| FIDELITY NATL INFORMATION SV  | COM            | 31620M106 | 926    | 20,380  | x |
| FIDELITY NATIONAL FINANCIAL   | CL A           | 31620R105 | 1,236  | 51,470  | x |
| FIFTH THIRD BANCORP           | COM            | 316773100 | 4,172  | 107,835 | x |
| FIRST AMERN CORP CALIF        | COM            | 318522307 | 436    | 8,588   | x |
| FIRST DATA CORP               | COM            | 319963104 | 3,515  | 130,687 | x |
| FIRST HORIZON NATL CORP       | COM            | 320517105 | 513    | 12,345  | x |
| FIRST MARBLEHEAD CORP         | COM            | 320771108 | 845    | 18,827  | x |
| FISERV INC                    | COM            | 337738108 | 2,546  | 47,992  | x |
| FIRSTENERGY CORP              | COM            | 337932107 | 11,356 | 171,443 | x |
| FLORIDA ROCK INDS INC         | COM            | 341140101 | 551    | 8,184   | x |
| FLUOR CORP NEW                | COM            | 343412102 | 1,341  | 14,946  | x |
| FLOWERVE CORP                 | COM            | 34354P105 | 1,714  | 29,964  | x |
| FOOT LOCKER INC               | COM            | 344849104 | 771    | 32,721  | x |
| FORD MTR CO DEL               | COM PAR \$0.01 | 345370860 | 3,699  | 468,793 | x |
| FOREST CITY ENTERPRISES INC   | CL A           | 345550107 | 2,781  | 42,022  | x |
| FOREST LABS INC               | COM            | 345838106 | 8,536  | 165,932 | x |
| FORTUNE BRANDS INC            | COM            | 349631101 | 1,910  | 24,236  | x |
| FOUNDATION COAL HLDGS INC     | COM            | 35039W100 | 920    | 26,778  | x |
| FRANKLIN RES INC              | COM            | 354613101 | 14,561 | 120,512 | x |
| FREEMPORT-MCMORAN COPPER & GO | CL B           | 35671D857 | 9,371  | 141,574 | x |
| FRONTIER OIL CORP             | COM            | 35914P105 | 2,632  | 80,641  | x |
| FULTON FINL CORP PA           | COM            | 360271100 | 253    | 17,389  | x |
| GATX CORP                     | COM            | 361448103 | 295    | 6,176   | x |
| GALLAGHER ARTHUR J & CO       | COM            | 363576109 | 333    | 11,754  | x |
| GALLAHER GROUP PLC            | SPONSORED ADR  | 363595109 | 1,339  | 15,000  | x |
| GAMESTOP CORP NEW             | CL A           | 36467W109 | 730    | 22,416  | x |
| GANNETT INC                   | COM            | 364730101 | 5,056  | 89,825  | x |
| GAP INC DEL                   | COM            | 364760108 | 2,162  | 125,647 | x |
| GARDNER DENVER INC            | COM            | 365558105 | 1,918  | 55,037  | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
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| ITEM 1:<br>NAME OF ISSUER | ITEM 2:<br>TITLE OF CLASS | ITEM 3:<br>CUSIP<br>NUMBER | ITEM 4:<br>PENSION FAIR<br>MARKET<br>VALUE (\$000) | ITEM 5:<br>SHARES OR<br>PRINCIPAL<br>AMOUNT | ITEM 6:<br>INV. DISCRETION |                 |  |
|---------------------------|---------------------------|----------------------------|--|---|----------------------------|-----------------|--|
|                           |                           |                            |  |   | (A)<br>SOLE                | (B)<br>INSTR. V | (C)<br>SHARED<br>AS DEF. SHARED<br>OTHER |
| GEN-PROBE INC NEW         | COM                       | 36866T103                  | 415  | 8,806                                       | x                          |                 |  |
| GENENTECH INC             | COM NEW                   | 368710406                  | 32,822   | 399,678                                     | x                          |                 |  |
| GENERAL DYNAMICS CORP     | COM                       | 369550108                  | 15,887   | 207,941                                     | x                          |                 |  |
| GENERAL ELECTRIC CO       | COM                       | 369604103                  | 131,859  | 3,729,033                                   | x                          |                 |  |
| GOOGLE INC                | CL A                      | 38259P508                  | 51,061   | 111,447                                     | x                          |                 |  |

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|                              |                |           |        |         |   |
|------------------------------|----------------|-----------|--------|---------|---|
| GRACO INC                    | COM            | 384109104 | 1,538  | 39,280  | x |
| GRAINGER W W INC             | COM            | 384802104 | 1,684  | 21,797  | x |
| GRANT PRIDECO INC            | COM            | 38821G101 | 2,111  | 42,350  | x |
| GREAT PLAINS ENERGY INC      | COM            | 391164100 | 258    | 7,962   | x |
| GRUPO TELEVISIA SA DE CV     | SP ADR REP ORD | 40049J206 | 1,788  | 60,000  | x |
| HCC INS HLDGS INC            | COM            | 404132102 | 474    | 15,390  | x |
| HNI CORP                     | COM            | 404251100 | 381    | 8,299   | x |
| HRPT PPTYS TR                | COM SH BEN INT | 40426W101 | 259    | 21,024  | x |
| HALLIBURTON CO               | COM            | 406216101 | 10,913 | 343,834 | x |
| HANESBRANDS INC              | COM            | 410345102 | 383    | 13,044  | x |
| HANOVER INS GROUP INC        | COM            | 410867105 | 294    | 6,385   | x |
| HANSEN NAT CORP              | COM            | 411310105 | 394    | 10,413  | x |
| HARLEY DAVIDSON INC          | COM            | 412822108 | 8,816  | 150,060 | x |
| HARMAN INTL INDS INC         | COM            | 413086109 | 1,097  | 11,421  | x |
| HARRAHS ENTMT INC            | COM            | 413619107 | 3,735  | 44,225  | x |
| HARRIS CORP DEL              | COM            | 413875105 | 1,805  | 35,420  | x |
| HARSCO CORP                  | COM            | 415864107 | 642    | 14,322  | x |
| HARTE-HANKS INC              | COM            | 416196103 | 263    | 9,547   | x |
| HARTFORD FINL SVCS GROUP INC | COM            | 416515104 | 18,673 | 195,364 | x |
| HASBRO INC                   | COM            | 418056107 | 1,666  | 58,212  | x |
| HAWAIIAN ELEC INDUSTRIES     | COM            | 419870100 | 211    | 8,127   | x |
| HEALTH CARE PPTY INVS INC    | COM            | 421915109 | 716    | 19,869  | x |
| HEALTH MGMT ASSOC INC NEW    | CL A           | 421933102 | 310    | 28,484  | x |
| HEALTH CARE REIT INC         | COM            | 42217K106 | 314    | 7,142   | x |
| HEALTH NET INC               | COM            | 42222G108 | 1,025  | 19,044  | x |
| HEINZ H J CO                 | COM            | 423074103 | 8,325  | 176,682 | x |
| HELIX ENERGY SOLUTIONS GRP I | COM            | 42330P107 | 580    | 15,541  | x |
| HELMERICH & PAYNE INC        | COM            | 423452101 | 544    | 17,940  | x |
| HERCULES INC                 | COM            | 427056106 | 279    | 14,300  | x |
| HERSHEY CO                   | COM            | 427866108 | 4,297  | 78,610  | x |
| HERTZ GLOBAL HOLDINGS INC    | COM            | 42805T105 | 311    | 13,124  | x |
| HESS CORP                    | COM            | 42809H107 | 3,680  | 66,341  | x |
| HEWITT ASSOCS INC            | COM            | 42822Q100 | 346    | 11,838  | x |

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|---------------------------|---------------------------|----------------------------|--|---|----------------------------|-----------------|--|
|                           |                           |                            |  |   | (A)<br>SOLE                | (B)<br>INSTR. V | (C)<br>SHARED<br>AS DEF. SHARED<br>OTHER |
| HEWLETT PACKARD CO        | COM                       | 428236103                  | 52,163   | 1,299,516                                   | x                          |                 |  |
| HILLENBRAND INDS INC      | COM                       | 431573104                  | 473  | 7,973                                       | x                          |                 |  |
| HILTON HOTELS CORP        | COM                       | 432848109                  | 5,784  | 160,857                                     | x                          |                 |  |
| HOLLY CORP                | COM PAR \$0.01            | 435758305                  | 486  | 8,199                                       | x                          |                 |  |
| HOME DEPOT INC            | COM                       | 437076102                  | 27,562   | 750,179                                     | x                          |                 |  |
| HONEYWELL INTL INC        | COM                       | 438516106                  | 11,165   | 242,395                                     | x                          |                 |  |
| HORMEL FOODS CORP         | COM                       | 440452100                  | 3,250  | 87,391                                      | x                          |                 |  |
| HOSPITALITY PPTYS TR      | COM SH BEN INT            | 44106M102                  | 436  | 9,325                                       | x                          |                 |  |
| HOSPIRA INC               | COM                       | 441060100                  | 1,091  | 26,666                                      | x                          |                 |  |
| HOST HOTELS & RESORTS INC | COM                       | 44107P104                  | 2,153  | 81,846                                      | x                          |                 |  |

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|                              |                 |           |        |           |   |
|------------------------------|-----------------|-----------|--------|-----------|---|
| ILLINOIS TOOL WKS INC        | COM             | 452308109 | 9,455  | 183,227   | x |
| IMCLONE SYS INC              | COM             | 45245W109 | 484    | 11,864    | x |
| INDYMAC BANCORP INC          | COM             | 456607100 | 1,224  | 38,184    | x |
| INGRAM MICRO INC             | CL A            | 457153104 | 271    | 14,052    | x |
| INTEGRATED DEVICE TECHNOLOGY | COM             | 458118106 | 1,020  | 66,179    | x |
| INTEL CORP                   | COM             | 458140100 | 47,194 | 2,467,001 | x |
| INTEGRYS ENERGY GROUP INC    | COM             | 45822P105 | 415    | 7,484     | x |
| INTERCONTINENTALEXCHANGE INC | COM             | 45865V100 | 1,413  | 11,563    | x |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 63,127 | 669,713   | x |
| INTERNATIONAL FLAVORS&FRAGRA | COM             | 459506101 | 635    | 13,451    | x |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 5,996  | 148,485   | x |
| INTL PAPER CO                | COM             | 460146103 | 5,317  | 146,062   | x |
| INTERNATIONAL RECTIFIER CORP | COM             | 460254105 | 2,099  | 54,942    | x |
| INTERNATIONAL SPEEDWAY CORP  | CL A            | 460335201 | 1,304  | 25,231    | x |
| INTERSIL CORP                | CL A            | 46069S109 | 492    | 18,557    | x |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 917    | 74,469    | x |
| INTUITIVE SURGICAL INC       | COM NEW         | 46120E602 | 759    | 6,241     | x |
| INTUIT                       | COM             | 461202103 | 2,037  | 74,443    | x |
| INVESTMENT TECHNOLOGY GRP NE | COM             | 46145F105 | 2,250  | 57,388    | x |
| INVITROGEN CORP              | COM             | 46185R100 | 385    | 6,042     | x |
| INVESTORS FINL SERVICES CORP | COM             | 461915100 | 653    | 11,225    | x |
| IRON MTN INC                 | COM             | 462846106 | 1,551  | 59,348    | x |
| ISHARES TR                   | RUSSELL1000VAL  | 464287598 | 10,489 | 126,160   | x |
| ISHARES TR                   | RUSSELL1000GRW  | 464287614 | 9,405  | 169,000   | x |
| ISHARES TR                   | RUSSELL 1000    | 464287622 | 23,445 | 302,833   | x |
| JDS UNIPHASE CORP            | COM PAR \$0.001 | 46612J507 | 530    | 34,830    | x |
| JP MORGAN CHASE & CO         | COM             | 46625H100 | 56,754 | 1,173,085 | x |
| JABIL CIRCUIT INC            | COM             | 466313103 | 1,309  | 61,148    | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:                   | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:   |
|---------------------------|----------------|--------------|-----------------------------------|----------------------------|---|
| NAME OF ISSUER            | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION (A) SOLE INSTR. V (B) SHARED AS DEF. (C) SHARED OTHER |
| JACOBS ENGR GROUP INC DEL | COM            | 469814107    | 3,984                             | 85,408                     | x   |
| JANUS CAP GROUP INC       | COM            | 47102X105    | 562                               | 26,900                     | x   |
| JARDEN CORP               | COM            | 471109108    | 269                               | 7,027                      | x   |
| JEFFERIES GROUP INC NEW   | COM            | 472319102    | 344                               | 11,874                     | x   |
| JOHNSON & JOHNSON         | COM            | 478160104    | 78,119                            | 1,296,360                  | x   |
| JOHNSON CTLS INC          | COM            | 478366107    | 11,756                            | 124,241                    | x   |
| JONES APPAREL GROUP INC   | COM            | 480074103    | 1,662                             | 54,077                     | x   |
| JONES LANG LASALLE INC    | COM            | 48020Q107    | 637                               | 6,109                      | x   |
| JOY GLOBAL INC            | COM            | 481165108    | 905                               | 21,101                     | x   |
| JUNIPER NETWORKS INC      | COM            | 48203R104    | 1,538                             | 78,144                     | x   |
| KLA-TENCOR CORP           | COM            | 482480100    | 1,654                             | 31,023                     | x   |
| KANSAS CITY SOUTHERN      | COM NEW        | 485170302    | 337                               | 9,463                      | x   |
| KB HOME                   | COM            | 48666K109    | 684                               | 16,023                     | x   |
| KELLOGG CO                | COM            | 487836108    | 4,393                             | 85,418                     | x   |
| KENNAMETAL INC            | COM            | 489170100    | 1,303                             | 19,266                     | x   |

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|                            |               |           |        |         |   |
|----------------------------|---------------|-----------|--------|---------|---|
| KEYCORP NEW                | COM           | 493267108 | 1,517  | 40,493  | x |
| LAIDLAW INTL INC           | COM           | 50730R102 | 637    | 18,424  | x |
| LAM RESEARCH CORP          | COM           | 512807108 | 4,450  | 94,007  | x |
| LAMAR ADVERTISING CO       | CL A          | 512815101 | 890    | 14,136  | x |
| LANDSTAR SYS INC           | COM           | 515098101 | 461    | 10,066  | x |
| LAS VEGAS SANDS CORP       | COM           | 517834107 | 5,821  | 67,210  | x |
| LAUDER ESTEE COS INC       | CL A          | 518439104 | 1,037  | 21,226  | x |
| LAUREATE EDUCATION INC     | COM           | 518613104 | 411    | 6,963   | x |
| LEAP WIRELESS INTL INC     | COM NEW       | 521863308 | 3,152  | 47,772  | x |
| LEGGETT & PLATT INC        | COM           | 524660107 | 575    | 25,349  | x |
| LEGG MASON INC             | COM           | 524901105 | 8,980  | 95,322  | x |
| LEHMAN BROS HLDGS INC      | COM           | 524908100 | 13,209 | 188,511 | x |
| LENNAR CORP                | CL A          | 526057104 | 740    | 17,539  | x |
| LENNOX INTL INC            | COM           | 526107107 | 204    | 5,707   | x |
| LEUCADIA NATL CORP         | COM           | 527288104 | 481    | 16,351  | x |
| LEVEL 3 COMMUNICATIONS INC | COM           | 52729N100 | 1,833  | 300,480 | x |
| LEXMARK INTL NEW           | CL A          | 529771107 | 5,319  | 90,981  | x |
| LIBERTY GLOBAL INC         | COM SER A     | 530555101 | 3,013  | 91,505  | x |
| LIBERTY MEDIA HLDG CORP    | INT COM SER A | 53071M104 | 2,417  | 101,453 | x |
| LIBERTY MEDIA HLDG CORP    | CAP COM SER A | 53071M302 | 3,735  | 33,772  | x |
| LIBERTY PPTY TR            | SH BEN INT    | 531172104 | 435    | 8,937   | x |
| LIFEPOINT HOSPITALS INC    | COM           | 53219L109 | 275    | 7,187   | x |
| LILLY ELI & CO             | COM           | 532457108 | 10,792 | 200,922 | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:                | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |
|------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER         | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
|                        |                |              |                                   |                            | (A) SOLE        |
| LIMITED BRANDS INC     | COM            | 532716107    | 2,271                             | 87,136                     | x               |
| LINCARE HLDGS INC      | COM            | 532791100    | 2,064                             | 56,323                     | x               |
| LINCOLN ELEC HLDGS INC | COM            | 533900106    | 2,588                             | 43,444                     | x               |
| LINCOLN NATL CORP IND  | COM            | 534187109    | 1,910                             | 28,169                     | x               |
| LINEAR TECHNOLOGY CORP | COM            | 535678106    | 1,637                             | 51,832                     | x               |
| LIZ CLAIBORNE INC      | COM            | 539320101    | 4,507                             | 105,170                    | x               |
| LOCKHEED MARTIN CORP   | COM            | 539830109    | 10,431                            | 107,516                    | x               |
| LOEWS CORP             | COM            | 540424108    | 14,511                            | 319,409                    | x               |
| LOEWS CORP             | CAROLNA GP STK | 540424207    | 12,918                            | 170,845                    | x               |
| LOUISIANA PAC CORP     | COM            | 546347105    | 213                               | 10,639                     | x               |
| LOWES COS INC          | COM            | 548661107    | 27,191                            | 863,471                    | x               |
| LUBRIZOL CORP          | COM            | 549271104    | 678                               | 13,150                     | x               |
| LYONDELL CHEMICAL CO   | COM            | 552078107    | 1,011                             | 33,728                     | x               |
| M & T BK CORP          | COM            | 55261F104    | 4,936                             | 42,618                     | x               |
| MBIA INC               | COM            | 55262C100    | 10,020                            | 152,997                    | x               |
| M D C HLDGS INC        | COM            | 552676108    | 1,179                             | 24,533                     | x               |
| MDU RES GROUP INC      | COM            | 552690109    | 1,018                             | 35,428                     | x               |
| MEMC ELECTR MATLS INC  | COM            | 552715104    | 1,518                             | 25,052                     | x               |
| MGIC INVT CORP WIS     | COM            | 552848103    | 3,595                             | 61,016                     | x               |
| MGM MIRAGE             | COM            | 552953101    | 2,497                             | 35,924                     | x               |

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|                            |             |           |        |         |   |
|----------------------------|-------------|-----------|--------|---------|---|
| MSC INDL DIRECT INC        | CL A        | 553530106 | 301    | 6,454   | x |
| MACERICH CO                | COM         | 554382101 | 1,132  | 12,255  | x |
| MAXIM INTEGRATED PRODS INC | COM         | 57772K101 | 1,609  | 54,744  | x |
| MCAFFEE INC                | COM         | 579064106 | 767    | 26,383  | x |
| MCCLATCHY CO               | CL A        | 579489105 | 659    | 20,836  | x |
| MCCORMICK & CO INC         | COM NON VTG | 579780206 | 5,032  | 130,644 | x |
| MCDONALDS CORP             | COM         | 580135101 | 21,127 | 468,968 | x |
| MCGRAW HILL COS INC        | COM         | 580645109 | 9,123  | 145,079 | x |
| MCKESSON CORP              | COM         | 58155Q103 | 4,123  | 70,438  | x |
| MEADWESTVACO CORP          | COM         | 583334107 | 4,168  | 135,148 | x |
| MEDCO HEALTH SOLUTIONS INC | COM         | 58405U102 | 3,141  | 43,305  | x |
| MEDIMMUNE INC              | COM         | 584699102 | 1,545  | 42,464  | x |
| MEDTRONIC INC              | COM         | 585055106 | 25,072 | 511,045 | x |
| MELLON FINL CORP           | COM         | 58551A108 | 8,221  | 190,563 | x |
| MENTOR GRAPHICS CORP       | COM         | 587200106 | 980    | 60,000  | x |
| MERCK & CO INC             | COM         | 589331107 | 43,313 | 980,592 | x |
| MEREDITH CORP              | COM         | 589433101 | 304    | 5,301   | x |
| MERRILL LYNCH & CO INC     | COM         | 590188108 | 28,646 | 350,759 | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:                      | ITEM 2:        | ITEM 3:   | ITEM 4: | ITEM 5:   | ITEM 6:      | INV. DISCRETION |                |   |       |
|------------------------------|----------------|-----------|---------|-----------|--------------|-----------------|----------------|---|-------|
|                              |                |           |         |           | (A)          | (B)             | (C)            |   |       |
|                              |                |           |         |           | PENSION FAIR | SHARES OR       | SHARED         |   |       |
|                              |                |           |         |           | MARKET       | PRINCIPAL       | AS DEF. SHARED |   |       |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | MARKET  | FAIR      | AMOUNT       | SOLE            | INSTR.         | V | OTHER |
| -----                        |                |           |         |           |              |                 |                |   |       |
| METLIFE INC                  | COM            | 59156R108 | 16,751  | 265,261   | x            |                 |                |   |       |
| METTLER TOLEDO INTERNATIONAL | COM            | 592688105 | 585     | 6,530     | x            |                 |                |   |       |
| MICROSOFT CORP               | COM            | 594918104 | 112,317 | 4,030,030 | x            |                 |                |   |       |
| MICROCHIP TECHNOLOGY INC     | COM            | 595017104 | 1,300   | 36,596    | x            |                 |                |   |       |
| MICRON TECHNOLOGY INC        | COM            | 595112103 | 3,092   | 255,964   | x            |                 |                |   |       |
| MILLENNIUM PHARMACEUTICALS I | COM            | 599902103 | 494     | 43,481    | x            |                 |                |   |       |
| MILLIPORE CORP               | COM            | 601073109 | 658     | 9,076     | x            |                 |                |   |       |
| MIRANT CORP NEW              | COM            | 60467R100 | 1,038   | 25,645    | x            |                 |                |   |       |
| MOHAWK INDS INC              | COM            | 608190104 | 2,507   | 30,551    | x            |                 |                |   |       |
| MOLEX INC                    | COM            | 608554101 | 1,225   | 43,445    | x            |                 |                |   |       |
| MOLSON COORS BREWING CO      | CL B           | 60871R209 | 463     | 4,892     | x            |                 |                |   |       |
| MONEYGRAM INTL INC           | COM            | 60935Y109 | 401     | 14,463    | x            |                 |                |   |       |
| MONSANTO CO NEW              | COM            | 61166W101 | 17,993  | 327,378   | x            |                 |                |   |       |
| MONSTER WORLDWIDE INC        | COM            | 611742107 | 1,762   | 37,203    | x            |                 |                |   |       |
| MOODYS CORP                  | COM            | 615369105 | 8,158   | 131,451   | x            |                 |                |   |       |
| MORGAN STANLEY               | COM NEW        | 617446448 | 32,695  | 415,127   | x            |                 |                |   |       |
| MOSAIC CO                    | COM            | 61945A107 | 394     | 14,765    | x            |                 |                |   |       |
| MOTOROLA INC                 | COM            | 620076109 | 18,171  | 1,028,359 | x            |                 |                |   |       |
| MURPHY OIL CORP              | COM            | 626717102 | 998     | 18,697    | x            |                 |                |   |       |
| MYLAN LABS INC               | COM            | 628530107 | 3,496   | 165,387   | x            |                 |                |   |       |
| NCR CORP NEW                 | COM            | 62886E108 | 3,579   | 74,928    | x            |                 |                |   |       |
| NII HLDGS INC                | CL B NEW       | 62913F201 | 6,738   | 90,840    | x            |                 |                |   |       |
| NRG ENERGY INC               | COM NEW        | 629377508 | 1,105   | 15,333    | x            |                 |                |   |       |
| NVR INC                      | COM            | 62944T105 | 858     | 1,290     | x            |                 |                |   |       |
| NYSE GROUP INC               | COM            | 62949W103 | 4,800   | 51,203    | x            |                 |                |   |       |

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|                         |               |           |        |         |   |
|-------------------------|---------------|-----------|--------|---------|---|
| NALCO HOLDING COMPANY   | COM           | 62985Q101 | 433    | 18,124  | x |
| NASDAQ STOCK MARKET INC | COM           | 631103108 | 1,651  | 56,133  | x |
| NATIONAL CITY CORP      | COM           | 635405103 | 11,460 | 307,662 | x |
| NEWS CORP               | CL A          | 65248E104 | 21,355 | 923,657 | x |
| NIKE INC                | CL B          | 654106103 | 15,348 | 144,434 | x |
| NISOURCE INC            | COM           | 65473P105 | 1,156  | 47,316  | x |
| NOKIA CORP              | SPONSORED ADR | 654902204 | 1,375  | 60,000  | x |
| NOBLE ENERGY INC        | COM           | 655044105 | 1,059  | 17,747  | x |
| NORDSTROM INC           | COM           | 655664100 | 6,421  | 121,283 | x |
| NORFOLK SOUTHERN CORP   | COM           | 655844108 | 8,083  | 159,752 | x |
| NORTHEAST UTILS         | COM           | 664397106 | 2,143  | 65,384  | x |
| NORTHERN TR CORP        | COM           | 665859104 | 11,208 | 186,368 | x |
| NORTHROP GRUMMAN CORP   | COM           | 666807102 | 17,123 | 230,708 | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
|                              |                |              |                                   |                            | (A) SOLE        |
| NOVELL INC                   | COM            | 670006105    | 245                               | 33,963                     | x               |
| NOVELLUS SYS INC             | COM            | 670008101    | 522                               | 16,301                     | x               |
| NSTAR                        | COM            | 67019E107    | 1,078                             | 30,700                     | x               |
| NUCOR CORP                   | COM            | 670346105    | 10,370                            | 159,216                    | x               |
| NVIDIA CORP                  | COM            | 67066G104    | 5,761                             | 200,176                    | x               |
| NUTRI SYS INC NEW            | COM            | 67069D108    | 287                               | 5,479                      | x               |
| OGE ENERGY CORP              | COM            | 670837103    | 2,087                             | 53,794                     | x               |
| NUVEEN INVTS INC             | CL A           | 67090F106    | 2,532                             | 53,522                     | x               |
| OSI RESTAURANT PARTNERS INC  | COM            | 67104A101    | 360                               | 9,116                      | x               |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105    | 28,886                            | 585,809                    | x               |
| OCEANEERING INTL INC         | COM            | 675232102    | 387                               | 9,177                      | x               |
| OFFICEMAX INC DEL            | COM            | 67622P101    | 376                               | 7,126                      | x               |
| OFFICE DEPOT INC             | COM            | 676220106    | 4,878                             | 138,814                    | x               |
| OLD REP INTL CORP            | COM            | 680223104    | 509                               | 23,027                     | x               |
| OMNICARE INC                 | COM            | 681904108    | 647                               | 16,272                     | x               |
| OMNICOM GROUP INC            | COM            | 681919106    | 15,431                            | 150,723                    | x               |
| OMNOVA SOLUTIONS INC         | COM            | 682129101    | 55                                | 10,000                     | x               |
| ONEOK INC NEW                | COM            | 682680103    | 497                               | 11,041                     | x               |
| ORACLE CORP                  | COM            | 68389X105    | 31,989                            | 1,764,444                  | x               |
| O REILLY AUTOMOTIVE INC      | COM            | 686091109    | 1,715                             | 51,824                     | x               |
| OSHKOSH TRUCK CORP           | COM            | 688239201    | 666                               | 12,568                     | x               |
| OVERSEAS SHIPHOLDING GROUP I | COM            | 690368105    | 932                               | 14,890                     | x               |
| OWENS ILL INC                | COM NEW        | 690768403    | 675                               | 26,178                     | x               |
| PDL BIOPHARMA INC            | COM            | 69329Y104    | 424                               | 19,540                     | x               |
| PG&E CORP                    | COM            | 69331C108    | 9,045                             | 187,379                    | x               |
| PMC-SIERRA INC               | COM            | 69344F106    | 247                               | 35,247                     | x               |
| PMI GROUP INC                | COM            | 69344M101    | 2,654                             | 58,690                     | x               |
| PNC FINL SVCS GROUP INC      | COM            | 693475105    | 7,904                             | 109,817                    | x               |
| PPG INDS INC                 | COM            | 693506107    | 3,064                             | 43,577                     | x               |
| PPL CORP                     | COM            | 69351T106    | 8,324                             | 203,519                    | x               |

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|                     |     |           |        |           |   |
|---------------------|-----|-----------|--------|-----------|---|
| PACCAR INC          | COM | 693718108 | 5,831  | 79,441    | x |
| PACKAGING CORP AMER | COM | 695156109 | 338    | 13,857    | x |
| PACTIV CORP         | COM | 695257105 | 1,040  | 30,815    | x |
| PALL CORP           | COM | 696429307 | 535    | 14,092    | x |
| PEPSICO INC         | COM | 713448108 | 48,375 | 761,091   | x |
| PERKINELMER INC     | COM | 714046109 | 419    | 17,311    | x |
| PETSMART INC        | COM | 716768106 | 788    | 23,910    | x |
| PFIZER INC          | COM | 717081103 | 73,862 | 2,924,065 | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
|                              |                |              |                                   |                            | (A) SOLE        |
| PHARMACEUTICAL PROD DEV INC  | COM            | 717124101    | 581                               | 17,242                     | x               |
| PHILADELPHIA CONS HLDG CORP  | COM            | 717528103    | 383                               | 8,715                      | x               |
| PINNACLE WEST CAP CORP       | COM            | 723484101    | 3,833                             | 79,438                     | x               |
| PIONEER NAT RES CO           | COM            | 723787107    | 2,254                             | 52,284                     | x               |
| PITNEY BOWES INC             | COM            | 724479100    | 2,334                             | 51,428                     | x               |
| PLAINS EXPL& PRODTN CO       | COM            | 726505100    | 606                               | 13,435                     | x               |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108    | 728                               | 18,467                     | x               |
| POGO PRODUCING CO            | COM            | 730448107    | 279                               | 5,807                      | x               |
| POLO RALPH LAUREN CORP       | CL A           | 731572103    | 919                               | 10,425                     | x               |
| POOL CORPORATION             | COM            | 73278L105    | 324                               | 9,038                      | x               |
| POPULAR INC                  | COM            | 733174106    | 462                               | 27,886                     | x               |
| PRAXAIR INC                  | COM            | 74005P104    | 8,787                             | 139,558                    | x               |
| PRECISION CASTPARTS CORP     | COM            | 740189105    | 19,829                            | 190,568                    | x               |
| PRICE T ROWE GROUP INC       | COM            | 74144T108    | 2,139                             | 45,335                     | x               |
| PRIDE INTL INC DEL           | COM            | 74153Q102    | 768                               | 25,507                     | x               |
| PRINCIPAL FINANCIAL GROUP IN | COM            | 74251V102    | 4,733                             | 79,056                     | x               |
| PROCTER & GAMBLE CO          | COM            | 742718109    | 86,191                            | 1,364,647                  | x               |
| PROGRESS ENERGY INC          | COM            | 743263105    | 1,894                             | 37,542                     | x               |
| PROGRESSIVE CORP OHIO        | COM            | 743315103    | 5,090                             | 233,291                    | x               |
| PROLOGIS                     | SH BEN INT     | 743410102    | 2,567                             | 39,542                     | x               |
| PROTECTIVE LIFE CORP         | COM            | 743674103    | 308                               | 7,001                      | x               |
| PRUDENTIAL FINL INC          | COM            | 744320102    | 13,652                            | 151,253                    | x               |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106    | 5,754                             | 69,292                     | x               |
| PUBLIC STORAGE INC           | COM            | 74460D109    | 4,538                             | 47,932                     | x               |
| PUGET ENERGY INC NEW         | COM            | 745310102    | 299                               | 11,624                     | x               |
| PULTE HOMES INC              | COM            | 745867101    | 3,796                             | 143,452                    | x               |
| QLOGIC CORP                  | COM            | 747277101    | 468                               | 27,543                     | x               |
| QUALCOMM INC                 | COM            | 747525103    | 30,640                            | 718,233                    | x               |
| QUANTA SVCS INC              | COM            | 74762E102    | 364                               | 14,415                     | x               |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100    | 1,348                             | 27,029                     | x               |
| QUEST RESOURCE CORP          | COM NEW        | 748349305    | 392                               | 42,700                     | x               |
| QUESTAR CORP                 | COM            | 748356102    | 6,255                             | 70,112                     | x               |
| QUICKSILVER RESOURCES INC    | COM            | 74837R104    | 1,160                             | 29,178                     | x               |
| QWEST COMMUNICATIONS INTL IN | COM            | 749121109    | 4,300                             | 478,332                    | x               |
| R H DONNELLEY CORP           | COM NEW        | 74955W307    | 466                               | 6,577                      | x               |

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|                  |     |           |       |         |   |
|------------------|-----|-----------|-------|---------|---|
| RPM INTL INC     | COM | 749685103 | 759   | 32,877  | x |
| RADIAN GROUP INC | COM | 750236101 | 6,523 | 118,855 | x |
| RADIOSHACK CORP  | COM | 750438103 | 563   | 20,847  | x |

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-MAR-07

| ITEM 1:                 | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         |
|-------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER          | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
|                         |                |              |                                   |                            | (A) SOLE INSTR. |
| RAMBUS INC DEL          | COM            | 750917106    | 306                               | 14,399                     | x               |
| RANGE RES CORP          | COM            | 75281A109    | 786                               | 23,541                     | x               |
| RITE AID CORP           | COM            | 767754104    | 306                               | 52,983                     | x               |
| ROBERT HALF INTL INC    | COM            | 770323103    | 1,657                             | 44,760                     | x               |
| ROCKWELL AUTOMATION INC | COM            | 773903109    | 4,852                             | 81,038                     | x               |
| ROCKWELL COLLINS INC    | COM            | 774341101    | 4,632                             | 69,206                     | x               |
| ROHM & HAAS CO          | COM            | 775371107    | 3,418                             | 66,095                     | x               |
| ROPER INDS INC NEW      | COM            | 776696106    | 3,530                             | 64,325                     | x               |
| ROSS STORES INC         | COM            | 778296103    | 1,937                             | 56,296                     | x               |
| ROWAN COS INC           | COM            | 779382100    | 593                               | 18,271                     | x               |
| RYDER SYS INC           | COM            | 783549108    | 647                               | 13,111                     | x               |
| RYLAND GROUP INC        | COM            | 783764103    | 226                               | 5,346                      | x               |
| SBA COMMUNICATIONS CORP | COM            | 78388J106    | 520                               | 17,586                     | x               |
| SEI INVESTMENTS CO      | COM            | 784117103    | 5,994                             | 99,527                     | x               |
| SL GREEN RLTY CORP      | COM            | 78440X101    | 1,189                             | 8,669                      | x               |
| SLM CORP                | COM            | 78442P106    | 3,891                             | 95,138                     | x               |
| SPX CORP                | COM            | 784635104    | 1,228                             | 17,488                     | x               |
| SABRE HLDGS CORP        | CL A           | 785905100    | 2,237                             | 68,298                     | x               |
| SAFECO CORP             | COM            | 786429100    | 701                               | 10,549                     | x               |
| SAFeway INC             | COM NEW        | 786514208    | 1,652                             | 45,092                     | x               |
| ST JOE CO               | COM            | 790148100    | 666                               | 12,731                     | x               |
| ST JUDE MED INC         | COM            | 790849103    | 5,695                             | 151,418                    | x               |
| ST MARY LD & EXPL CO    | COM            | 792228108    | 358                               | 9,756                      | x               |
| SAKS INC                | COM            | 79377W108    | 284                               | 13,637                     | x               |
| SALESFORCE COM INC      | COM            | 79466L302    | 617                               | 14,416                     | x               |
| SANDISK CORP            | COM            | 80004C101    | 3,003                             | 68,570                     | x               |
| SANMINA SCI CORP        | COM            | 800907107    | 248                               | 68,411                     | x               |
| SARA LEE CORP           | COM            | 803111103    | 1,766                             | 104,350                    | x               |
| SCANA CORP NEW          | COM            | 80589M102    | 499                               | 11,569                     | x               |
| SCHEIN HENRY INC        | COM            | 806407102    | 3,039                             | 55,076                     | x               |
| SCHERING PLOUGH CORP    | COM            | 806605101    | 9,128                             | 357,825                    | x               |
| SCHLUMBERGER LTD        | COM            | 806857108    | 2,971                             | 43,000                     | x               |
| SCHWAB CHARLES CORP NEW | COM            | 808513105    | 7,011                             | 383,332                    | x               |
| SCIENTIFIC GAMES CORP   | CL A           | 80874P109    | 371                               | 11,296                     | x               |
| SCOTTS MIRACLE GRO CO   | CL A           | 810186106    | 866                               | 19,668                     | x               |
| SCRIPPS E W CO OHIO     | CL A           | 811054204    | 640                               | 14,313                     | x               |
| SEACOR HOLDINGS INC     | COM            | 811904101    | 223                               | 2,265                      | x               |
| SEALED AIR CORP NEW     | COM            | 81211K100    | 666                               | 21,087                     | x               |



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|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|----------|--------|
|                              |                |              |                                   |                            | INV. DISCRETION |          |        |
|                              |                |              |                                   |                            | (A)             | (B)      | (C)    |
|                              |                |              |                                   |                            | SHARES OR       | SHARED   | SHARED |
|                              |                |              |                                   |                            | PRINCIPAL       | AS DEF.  | SHARED |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE            | INSTR. V | OTHER  |
| SEARS HLDGS CORP             | COM            | 812350106    | 9,268                             | 51,445                     | x               |          |        |
| SEMPRA ENERGY                | COM            | 816851109    | 4,146                             | 67,955                     | x               |          |        |
| SENSIENT TECHNOLOGIES CORP   | COM            | 81725T100    | 258                               | 10,000                     | x               |          |        |
| SEPRACOR INC                 | COM            | 817315104    | 866                               | 18,564                     | x               |          |        |
| SERVICE CORP INTL            | COM            | 817565104    | 351                               | 29,629                     | x               |          |        |
| SERVICEMASTER CO             | COM            | 81760N109    | 543                               | 35,316                     | x               |          |        |
| SHAW GROUP INC               | COM            | 820280105    | 251                               | 8,042                      | x               |          |        |
| SHERWIN WILLIAMS CO          | COM            | 824348106    | 5,492                             | 83,160                     | x               |          |        |
| SOUTHERN CO                  | COM            | 842587107    | 3,421                             | 93,339                     | x               |          |        |
| SOUTHERN COPPER CORP         | COM            | 84265V105    | 1,054                             | 14,712                     | x               |          |        |
| SOUTHERN UN CO NEW           | COM            | 844030106    | 325                               | 10,679                     | x               |          |        |
| SOUTHWEST AIRLS CO           | COM            | 844741108    | 3,043                             | 207,031                    | x               |          |        |
| SOUTHWEST GAS CORP           | COM            | 844895102    | 1,777                             | 45,710                     | x               |          |        |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109    | 1,173                             | 28,618                     | x               |          |        |
| SOVEREIGN BANCORP INC        | COM            | 845905108    | 2,768                             | 108,804                    | x               |          |        |
| SPECTRA ENERGY CORP          | COM            | 847560109    | 8,009                             | 304,868                    | x               |          |        |
| SPIRIT AEROSYSTEMS HLDGS INC | COM CL A       | 848574109    | 296                               | 9,285                      | x               |          |        |
| SPRINT NEXTEL CORP           | COM FON        | 852061100    | 18,517                            | 976,637                    | x               |          |        |
| STANCORP FINL GROUP INC      | COM            | 852891100    | 269                               | 5,480                      | x               |          |        |
| STANLEY WKS                  | COM            | 854616109    | 1,835                             | 33,153                     | x               |          |        |
| STAPLES INC                  | COM            | 855030102    | 5,757                             | 222,794                    | x               |          |        |
| STARBUCKS CORP               | COM            | 855244109    | 13,523                            | 431,216                    | x               |          |        |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401    | 5,326                             | 82,125                     | x               |          |        |
| STATE STR CORP               | COM            | 857477103    | 6,459                             | 99,758                     | x               |          |        |
| STATION CASINOS INC          | COM            | 857689103    | 710                               | 8,197                      | x               |          |        |
| STEEL DYNAMICS INC           | COM            | 858119100    | 2,074                             | 48,002                     | x               |          |        |
| STEELCASE INC                | CL A           | 858155203    | 238                               | 11,967                     | x               |          |        |
| STERICYCLE INC               | COM            | 858912108    | 3,835                             | 47,055                     | x               |          |        |
| STRYKER CORP                 | COM            | 863667101    | 12,110                            | 182,596                    | x               |          |        |
| SUN MICROSYSTEMS INC         | COM            | 866810104    | 4,489                             | 746,867                    | x               |          |        |
| SUNOCO INC                   | COM            | 86764P109    | 1,176                             | 16,693                     | x               |          |        |
| SUNTRUST BKS INC             | COM            | 867914103    | 14,651                            | 176,428                    | x               |          |        |
| SUPERIOR ENERGY SVCS INC     | COM            | 868157108    | 495                               | 14,368                     | x               |          |        |
| SUPERVALU INC                | COM            | 868536103    | 4,052                             | 103,706                    | x               |          |        |
| SWIFT TRANSN CO              | COM            | 870756103    | 688                               | 22,089                     | x               |          |        |
| SYMANTEC CORP                | COM            | 871503108    | 5,282                             | 305,317                    | x               |          |        |
| SYNOPTSYS INC                | COM            | 871607107    | 1,189                             | 45,322                     | x               |          |        |
| SYNOVUS FINL CORP            | COM            | 87161C105    | 1,151                             | 35,606                     | x               |          |        |

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|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
|                              |                |              |                                   |                            | (A) SOLE        |
| SYSCO CORP                   | COM            | 871829107    | 6,532                             | 193,087                    | x               |
| TCF FINL CORP                | COM            | 872275102    | 441                               | 16,748                     | x               |
| TD BANKNORTH INC             | COM            | 87235A101    | 325                               | 10,097                     | x               |
| TD AMERITRADE HLDG CORP      | COM            | 87236Y108    | 2,428                             | 163,190                    | x               |
| TECO ENERGY INC              | COM            | 872375100    | 360                               | 20,914                     | x               |
| TJX COS INC NEW              | COM            | 872540109    | 5,815                             | 215,679                    | x               |
| TXU CORP                     | COM            | 873168108    | 15,799                            | 246,468                    | x               |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR  | 874039100    | 943                               | 87,700                     | x               |
| TARGET CORP                  | COM            | 87612E106    | 31,006                            | 523,225                    | x               |
| TAUBMAN CTRS INC             | COM            | 876664103    | 423                               | 7,290                      | x               |
| TECHNE CORP                  | COM            | 878377100    | 384                               | 6,721                      | x               |
| TEKTRONIX INC                | COM            | 879131100    | 355                               | 12,591                     | x               |
| TELEFLEX INC                 | COM            | 879369106    | 275                               | 4,033                      | x               |
| TELEPHONE & DATA SYS INC     | COM            | 879433100    | 3,259                             | 54,658                     | x               |
| 3M CO                        | COM            | 88579Y101    | 25,275                            | 330,701                    | x               |
| TIDEWATER INC                | COM            | 886423102    | 498                               | 8,509                      | x               |
| TIFFANY & CO NEW             | COM            | 886547108    | 879                               | 19,325                     | x               |
| TIM HORTONS INC              | COM            | 88706M103    | 994                               | 32,670                     | x               |
| TIME WARNER INC              | COM            | 887317105    | 27,838                            | 1,411,679                  | x               |
| TIMKEN CO                    | COM            | 887389104    | 433                               | 14,293                     | x               |
| TITANIUM METALS CORP         | COM NEW        | 888339207    | 507                               | 14,122                     | x               |
| TODCO                        | COM            | 88889T107    | 397                               | 9,854                      | x               |
| TOLL BROTHERS INC            | COM            | 889478103    | 403                               | 14,707                     | x               |
| TORCHMARK CORP               | COM            | 891027104    | 5,146                             | 78,454                     | x               |
| TORO CO                      | COM            | 891092108    | 373                               | 7,278                      | x               |
| TOTAL SYS SVCS INC           | COM            | 891906109    | 204                               | 6,404                      | x               |
| TRACTOR SUPPLY CO            | COM            | 892356106    | 316                               | 6,134                      | x               |
| TRANSATLANTIC HLDGS INC      | COM            | 893521104    | 219                               | 3,366                      | x               |
| TRAVELERS COMPANIES INC      | COM            | 89417E109    | 15,259                            | 294,752                    | x               |
| TRIAD HOSPITALS INC          | COM            | 89579K109    | 512                               | 9,790                      | x               |
| TRIBUNE CO NEW               | COM            | 896047107    | 586                               | 18,249                     | x               |
| TRIMBLE NAVIGATION LTD       | COM            | 896239100    | 526                               | 19,592                     | x               |
| TRINITY INDS INC             | COM            | 896522109    | 551                               | 13,153                     | x               |
| TYSON FOODS INC              | CL A           | 902494103    | 432                               | 22,253                     | x               |
| UAL CORP                     | COM NEW        | 902549807    | 423                               | 11,093                     | x               |
| UDR INC                      | COM            | 902653104    | 702                               | 22,923                     | x               |
| UGI CORP NEW                 | COM            | 902681105    | 282                               | 10,550                     | x               |
| UST INC                      | COM            | 902911106    | 5,073                             | 87,497                     | x               |

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| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |            |       |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|------------|-------|
|                              |                |              |                                   |                            | SOLE            | (A) INSTR. | (B) V |
| US BANCORP DEL               | COM NEW        | 902973304    | 29,251                            | 836,451                    | x               |            |       |
| URS CORP NEW                 | COM            | 903236107    | 227                               | 5,327                      | x               |            |       |
| U S G CORP                   | COM NEW        | 903293405    | 474                               | 10,155                     | x               |            |       |
| U S AIRWAYS GROUP INC        | COM            | 90341W108    | 472                               | 10,382                     | x               |            |       |
| ULTRA PETROLEUM CORP         | COM            | 903914109    | 914                               | 17,200                     | x               |            |       |
| UNION PAC CORP               | COM            | 907818108    | 8,794                             | 86,594                     | x               |            |       |
| UNIONBANCAL CORP             | COM            | 908906100    | 340                               | 5,361                      | x               |            |       |
| UNISYS CORP                  | COM            | 909214108    | 290                               | 34,364                     | x               |            |       |
| UNIT CORP                    | COM            | 909218109    | 399                               | 7,896                      | x               |            |       |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106    | 15,771                            | 224,984                    | x               |            |       |
| UNITED STATES CELLULAR CORP  | COM            | 911684108    | 1,265                             | 17,219                     | x               |            |       |
| UNITED STATES STL CORP NEW   | COM            | 912909108    | 1,818                             | 18,329                     | x               |            |       |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109    | 37,187                            | 572,102                    | x               |            |       |
| UNITEDHEALTH GROUP INC       | COM            | 91324P102    | 30,455                            | 574,941                    | x               |            |       |
| UNITRIN INC                  | COM            | 913275103    | 224                               | 4,755                      | x               |            |       |
| UNIVERSAL HLTH SVCS INC      | CL B           | 913903100    | 305                               | 5,322                      | x               |            |       |
| UNUM GROUP                   | COM            | 91529Y106    | 790                               | 34,313                     | x               |            |       |
| URBAN OUTFITTERS INC         | COM            | 917047102    | 519                               | 19,592                     | x               |            |       |
| VCA ANTECH INC               | COM            | 918194101    | 515                               | 14,183                     | x               |            |       |
| V F CORP                     | COM            | 918204108    | 6,791                             | 82,198                     | x               |            |       |
| VORNADO RLTY TR              | SH BEN INT     | 929042109    | 1,564                             | 13,105                     | x               |            |       |
| VULCAN MATLS CO              | COM            | 929160109    | 6,828                             | 58,619                     | x               |            |       |
| WACHOVIA CORP 2ND NEW        | COM            | 929903102    | 37,155                            | 674,931                    | x               |            |       |
| WAL MART STORES INC          | COM            | 931142103    | 43,266                            | 921,525                    | x               |            |       |
| WALGREEN CO                  | COM            | 931422109    | 14,425                            | 314,337                    | x               |            |       |
| WALTER INDS INC              | COM            | 93317Q105    | 216                               | 8,723                      | x               |            |       |
| WARNER MUSIC GROUP CORP      | COM            | 934550104    | 217                               | 12,741                     | x               |            |       |
| WASHINGTON FED INC           | COM            | 938824109    | 205                               | 8,738                      | x               |            |       |
| WASHINGTON GROUP INTL INC    | COM NEW        | 938862208    | 280                               | 4,213                      | x               |            |       |
| WASHINGTON MUT INC           | COM            | 939322103    | 17,499                            | 433,349                    | x               |            |       |
| WASHINGTON POST CO           | CL B           | 939640108    | 1,622                             | 2,124                      | x               |            |       |
| WASTE MGMT INC DEL           | COM            | 94106L109    | 6,945                             | 201,827                    | x               |            |       |
| WATERS CORP                  | COM            | 941848103    | 1,993                             | 34,369                     | x               |            |       |
| WATSON PHARMACEUTICALS INC   | COM            | 942683103    | 270                               | 10,220                     | x               |            |       |
| WATTS WATER TECHNOLOGIES INC | CL A           | 942749102    | 943                               | 24,800                     | x               |            |       |
| WEBSTER FINL CORP CONN       | COM            | 947890109    | 278                               | 5,789                      | x               |            |       |
| WEIGHT WATCHERS INTL INC NEW | COM            | 948626106    | 364                               | 7,901                      | x               |            |       |
| WEINGARTEN RLTY INVS         | SH BEN INT     | 948741103    | 1,400                             | 29,443                     | x               |            |       |

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|----------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|------------|-------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |            |       |
|                |                |              |                                   |                            | SOLE            | (A) INSTR. | (B) V |

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|                              |      |           |        |           |   |
|------------------------------|------|-----------|--------|-----------|---|
| WELLCARE HEALTH PLANS INC    | COM  | 94946T106 | 5,164  | 60,578    | x |
| WELLPOINT INC                | COM  | 94973V107 | 19,751 | 243,537   | x |
| WELLS FARGO & CO NEW         | COM  | 949746101 | 38,672 | 1,123,194 | x |
| WENDYS INTL INC              | COM  | 950590109 | 471    | 15,038    | x |
| WESCO INTL INC               | COM  | 95082P105 | 518    | 8,258     | x |
| WESTERN DIGITAL CORP         | COM  | 958102105 | 2,945  | 175,175   | x |
| WESTERN UN CO                | COM  | 959802109 | 4,625  | 210,687   | x |
| WEYERHAEUSER CO              | COM  | 962166104 | 4,673  | 62,529    | x |
| WHIRLPOOL CORP               | COM  | 963320106 | 1,359  | 16,004    | x |
| WHITNEY HLDG CORP            | COM  | 966612103 | 201    | 6,581     | x |
| WHOLE FOODS MKT INC          | COM  | 966837106 | 1,073  | 23,914    | x |
| WILEY JOHN & SONS INC        | CL A | 968223206 | 285    | 7,552     | x |
| WILLIAMS COS INC DEL         | COM  | 969457100 | 5,437  | 191,023   | x |
| WILLIAMS SONOMA INC          | COM  | 969904101 | 582    | 16,416    | x |
| WILMINGTON TRUST CORP        | COM  | 971807102 | 288    | 6,833     | x |
| WINDSTREAM CORP              | COM  | 97381W104 | 873    | 59,441    | x |
| WISCONSIN ENERGY CORP        | COM  | 976657106 | 3,456  | 71,219    | x |
| WRIGLEY WM JR CO             | COM  | 982526105 | 6,625  | 130,076   | x |
| WYETH                        | COM  | 983024100 | 23,656 | 472,837   | x |
| WYNDHAM WORLDWIDE CORP       | COM  | 98310W108 | 2,015  | 59,002    | x |
| WYNN RESORTS LTD             | COM  | 983134107 | 2,172  | 22,896    | x |
| XM SATELLITE RADIO HLDGS INC | CL A | 983759101 | 674    | 52,185    | x |
| XTO ENERGY INC               | COM  | 98385X106 | 7,353  | 134,160   | x |
| XCEL ENERGY INC              | COM  | 98389B100 | 4,706  | 190,621   | x |
| XILINX INC                   | COM  | 983919101 | 3,310  | 128,641   | x |
| XEROX CORP                   | COM  | 984121103 | 4,336  | 256,702   | x |