

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

VERIZON COMMUNICATIONS INC  
Form 13F-HR  
February 17, 2009

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

Form 13F

Form 13F COVER PAGE

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

Check here if Amendment ; Amendment Number \_\_\_\_\_

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-04063

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

Person Signing this Report on Behalf of Reporting manager:

Name: David L. Beik  
Title: Chief Operating Officer  
Phone: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik                      Basking Ridge, New Jersey      2/13/2009  
-----                                      [City, State]                      [Date]  
[Signature]

Report Type (Check only one.):

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

Form 13F SUMMARY PAGE

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Report summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 774  
 Form 13F Information Table Value Total: 2,368,170  
 (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-DEC-08

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4: | ITEM 5:   | ITEM 6:         |                |
|------------------------------|----------------|--------------|---------|-----------|-----------------|----------------|
|                              |                |              |         |           | INV. DISCRETION |                |
|                              |                |              | PENSION | SHARES    | (B)             |                |
|                              |                |              | FAIR    | OR        | SHARED (C)      |                |
|                              |                |              | MARKET  | MA        | MA              |                |
|                              |                |              | VALUE   | PRINCIPAL | (A)             | AS DEF. SHARED |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | (\$000) | AMOUNT    | SOLE INSTR. V   | OTHER IN       |
| AMDOCS LTD                   | ORD            | G02602103    | 290     | 15,838    |                 |                |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109    | 254     | 8,735     |                 |                |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111    | 3,481   | 106,158   |                 |                |
| BUNGE LIMITED                | COM            | G16962105    | 200     | 3,864     |                 |                |
| COOPER INDS LTD              | CL A           | G24182100    | 1,847   | 63,181    |                 |                |
| COVIDIEN LTD                 | COM            | G2552X108    | 853     | 23,536    |                 |                |
| ENDURANCE SPECIALTY HLDGS LT | SHS            | G30397106    | 524     | 17,171    |                 |                |
| FOSTER WHEELER LTD           | SHS NEW        | G36535139    | 625     | 26,744    |                 |                |
| FRONTLINE LTD                | SHS            | G3682E127    | 212     | 7,166     |                 |                |
| GARMIN LTD                   | ORD            | G37260109    | 341     | 17,812    |                 |                |
| HERBALIFE LTD                | COM USD SHS    | G4412G101    | 207     | 9,556     |                 |                |
| INGERSOLL-RAND COMPANY LTD   | CL A           | G4776G101    | 920     | 53,036    |                 |                |
| INVESCO LTD                  | SHS            | G491BT108    | 259     | 17,903    |                 |                |
| LAZARD LTD                   | SHS A          | G54050102    | 330     | 11,099    |                 |                |
| MARVELL TECHNOLOGY GROUP LTD | ORD            | G5876H105    | 733     | 109,881   |                 |                |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103    | 273     | 22,793    |                 |                |
| NOBLE CORPORATION            | SHS            | G65422100    | 2,107   | 95,394    |                 |                |
| PARTNERRE LTD                | COM            | G6852T105    | 1,056   | 14,814    |                 |                |
| RENAISSANCERE HOLDINGS LTD   | COM            | G7496G103    | 1,122   | 21,752    |                 |                |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104    | 188     | 42,457    |                 |                |
| UTI WORLDWIDE INC            | ORD            | G87210103    | 194     | 13,510    |                 |                |
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208    | 1,923   | 89,040    |                 |                |
| TYCO ELECTRONICS LTD         | COM NEW        | G9144P105    | 1,056   | 65,125    |                 |                |
| WARNER CHILCOTT LIMITED      | COM CL A       | G9435N108    | 196     | 13,497    |                 |                |
| WEATHERFORD INTERNATIONAL LT | COM            | G95089101    | 1,698   | 156,901   |                 |                |
| XL CAP LTD                   | CL A           | G98255105    | 39      | 10,498    |                 |                |
| ACE LTD                      | SHS            | H0023R105    | 1,766   | 33,377    |                 |                |
| UBS AG                       | SHS NEW        | H89231338    | 465     | 32,544    |                 |                |

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|                              |      |           |        |           |
|------------------------------|------|-----------|--------|-----------|
| AFLAC INC                    | COM  | 001055102 | 5,800  | 126,521   |
| AGCO CORP                    | COM  | 001084102 | 372    | 15,763    |
| AES CORP                     | COM  | 00130H105 | 1,484  | 180,137   |
| AK STL HLDG CORP             | COM  | 001547108 | 190    | 20,373    |
| AMR CORP                     | COM  | 001765106 | 317    | 29,715    |
| AT&T INC                     | COM  | 00206R102 | 37,021 | 1,298,972 |
| ABBOTT LABS                  | COM  | 002824100 | 28,251 | 529,352   |
| ABERCROMBIE & FITCH CO       | CL A | 002896207 | 338    | 14,633    |
| ACTIVISION BLIZZARD INC      | COM  | 00507V109 | 945    | 109,430   |
| ADOBE SYS INC                | COM  | 00724F101 | 5,538  | 260,146   |
| ADVANCE AUTO PARTS INC       | COM  | 00751Y106 | 471    | 13,988    |
| AECOM TECHNOLOGY CORP DELAWA | COM  | 00766T100 | 418    | 13,612    |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:           | ITEM 7:            |              |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------|--------------------|--------------|
| 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         |              |
|                              |                |              |                                   |                            |                   | (C) AS DEF. SHARED | (D) OTHER IN |
| ADVANCED MICRO DEVICES INC   | COM            | 007903107    | 249                               | 115,353                    |                   |                    |              |
| AETNA INC NEW                | COM            | 00817Y108    | 5,105                             | 179,129                    |                   |                    |              |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100    | 565                               | 12,286                     |                   |                    |              |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108    | 251                               | 5,991                      |                   |                    |              |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101    | 836                               | 53,509                     |                   |                    |              |
| AGILYSYS INC                 | COM            | 00847J105    | 133                               | 30,995                     |                   |                    |              |
| AIR PRODS & CHEMS INC        | COM            | 009158106    | 3,704                             | 73,691                     |                   |                    |              |
| AIRGAS INC                   | COM            | 009363102    | 473                               | 12,137                     |                   |                    |              |
| AKAMAI TECHNOLOGIES INC      | COM            | 00971T101    | 445                               | 29,516                     |                   |                    |              |
| ALBEMARLE CORP               | COM            | 012653101    | 818                               | 36,666                     |                   |                    |              |
| ALBERTO CULVER CO NEW        | COM            | 013078100    | 1,069                             | 43,599                     |                   |                    |              |
| ALCOA INC                    | COM            | 013817101    | 2,933                             | 260,454                    |                   |                    |              |
| ALLEGHANY CORP DEL           | COM            | 017175100    | 435                               | 1,543                      |                   |                    |              |
| ALLEGHENY ENERGY INC         | COM            | 017361106    | 2,364                             | 69,817                     |                   |                    |              |
| ALLEGHENY TECHNOLOGIES INC   | COM            | 01741R102    | 822                               | 32,217                     |                   |                    |              |
| ALLERGAN INC                 | COM            | 018490102    | 3,603                             | 89,354                     |                   |                    |              |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108    | 459                               | 9,855                      |                   |                    |              |
| ALLIANT TECHSYSTEMS INC      | COM            | 018804104    | 230                               | 2,684                      |                   |                    |              |
| ALLSTATE CORP                | COM            | 020002101    | 3,679                             | 112,293                    |                   |                    |              |
| ALPHA NATURAL RESOURCES INC  | COM            | 02076X102    | 185                               | 11,399                     |                   |                    |              |
| ALTERA CORP                  | COM            | 021441100    | 1,616                             | 96,721                     |                   |                    |              |
| ALTRIA GROUP INC             | COM            | 02209S103    | 8,814                             | 585,271                    |                   |                    |              |
| AMAZON COM INC               | COM            | 023135106    | 6,240                             | 121,686                    |                   |                    |              |
| AMBAC FINL GROUP INC         | COM            | 023139108    | 52                                | 40,293                     |                   |                    |              |
| AMEREN CORP                  | COM            | 023608102    | 221                               | 6,649                      |                   |                    |              |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS | 02364W105    | 232                               | 7,473                      |                   |                    |              |
| AMERICAN EAGLE OUTFITTERS NE | COM            | 02553E106    | 260                               | 27,731                     |                   |                    |              |
| AMERICAN ELEC PWR INC        | COM            | 025537101    | 3,934                             | 118,209                    |                   |                    |              |
| AMERICAN EXPRESS CO          | COM            | 025816109    | 6,293                             | 339,230                    |                   |                    |              |
| AMERICAN INTL GROUP INC      | COM            | 026874107    | 834                               | 531,261                    |                   |                    |              |
| AMERICAN TOWER CORP          | CL A           | 029912201    | 3,295                             | 112,377                    |                   |                    |              |
| AMERISOURCEBERGEN CORP       | COM            | 03073E105    | 3,276                             | 91,880                     |                   |                    |              |
| AMETEK INC NEW               | COM            | 031100100    | 2,162                             | 71,550                     |                   |                    |              |
| AMGEN INC                    | COM            | 031162100    | 15,935                            | 275,938                    |                   |                    |              |

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|                            |      |           |       |         |
|----------------------------|------|-----------|-------|---------|
| AMPHENOL CORP NEW          | CL A | 032095101 | 616   | 25,705  |
| AMYLIN PHARMACEUTICALS INC | COM  | 032346108 | 218   | 20,067  |
| ANADARKO PETE CORP         | COM  | 032511107 | 6,056 | 157,105 |
| ANALOG DEVICES INC         | COM  | 032654105 | 1,485 | 78,070  |
| ANNALY CAP MGMT INC        | COM  | 035710409 | 271   | 17,074  |
| ANN TAYLOR STORES CORP     | COM  | 036115103 | 117   | 20,217  |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:                                       | ITEM 5:                             | ITEM 6:              |  |
|------------------------------|----------------|--------------|---|-------------------------------------|----------------------|--|
|                              |                |              | INV. DISCRETION                               |                                     |                      |  |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION<br>FAIR<br>MARKET<br>VALUE<br>(\$000) | SHARES<br>OR<br>PRINCIPAL<br>AMOUNT | INV. DISCRETION      |  |
|                              |                |              |   |                                     | (A)<br>SOLE INSTR. V | (B)<br>AS DEF. SHARED<br>(C)<br>OTHER IN |
| ANSYS INC                    | COM            | 03662Q105    | 346   | 12,409                              |                      |  |
| AON CORP                     | COM            | 037389103    | 950   | 20,801                              |                      |  |
| APACHE CORP                  | COM            | 037411105    | 6,976   | 93,601                              |                      |  |
| APARTMENT INVT & MGMT CO     | CL A           | 03748R101    | 298   | 25,837                              |                      |  |
| APOLLO GROUP INC             | CL A           | 037604105    | 1,432   | 18,687                              |                      |  |
| APPLE INC                    | COM            | 037833100    | 24,598  | 288,199                             |                      |  |
| APPLIED MATLS INC            | COM            | 038222105    | 3,766   | 371,817                             |                      |  |
| APTARGROUP INC               | COM            | 038336103    | 882   | 25,040                              |                      |  |
| ARCH COAL INC                | COM            | 039380100    | 349   | 21,432                              |                      |  |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102    | 5,542   | 192,220                             |                      |  |
| ARROW ELECTRS INC            | COM            | 042735100    | 1,002   | 53,199                              |                      |  |
| ASSURANT INC                 | COM            | 04621X108    | 3,392   | 113,050                             |                      |  |
| ATMEL CORP                   | COM            | 049513104    | 292   | 93,242                              |                      |  |
| ATWOOD OCEANICS INC          | COM            | 050095108    | 161   | 10,551                              |                      |  |
| AUTODESK INC                 | COM            | 052769106    | 1,268   | 64,528                              |                      |  |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103    | 5,590   | 142,083                             |                      |  |
| AUTOZONE INC                 | COM            | 053332102    | 2,668   | 19,128                              |                      |  |
| AVALONBAY CMNTYS INC         | COM            | 053484101    | 5,082   | 83,888                              |                      |  |
| AVERY DENNISON CORP          | COM            | 053611109    | 618   | 18,877                              |                      |  |
| AVNET INC                    | COM            | 053807103    | 1,376   | 75,552                              |                      |  |
| AVON PRODS INC               | COM            | 054303102    | 1,504   | 62,593                              |                      |  |
| BB&T CORP                    | COM            | 054937107    | 476   | 17,346                              |                      |  |
| BOK FINL CORP                | COM NEW        | 05561Q201    | 617   | 15,278                              |                      |  |
| BP PLC                       | SPONSORED ADR  | 055622104    | 560   | 11,987                              |                      |  |
| BMC SOFTWARE INC             | COM            | 055921100    | 2,112   | 78,494                              |                      |  |
| BAKER HUGHES INC             | COM            | 057224107    | 2,712   | 84,558                              |                      |  |
| BALL CORP                    | COM            | 058498106    | 1,078   | 25,929                              |                      |  |
| BANK OF AMERICA CORPORATION  | COM            | 060505104    | 15,378  | 1,092,161                           |                      |  |
| BANK OF NEW YORK MELLON CORP | COM            | 064058100    | 7,523   | 265,545                             |                      |  |
| BARD C R INC                 | COM            | 067383109    | 1,917   | 22,749                              |                      |  |
| BAXTER INTL INC              | COM            | 071813109    | 10,823  | 201,951                             |                      |  |
| BE AEROSPACE INC             | COM            | 073302101    | 106   | 13,724                              |                      |  |
| BECKMAN COULTER INC          | COM            | 075811109    | 344   | 7,832                               |                      |  |
| BECTON DICKINSON & CO        | COM            | 075887109    | 7,039   | 102,922                             |                      |  |
| BED BATH & BEYOND INC        | COM            | 075896100    | 1,612   | 63,422                              |                      |  |
| BERKLEY W R CORP             | COM            | 084423102    | 1,137   | 36,682                              |                      |  |
| BEST BUY INC                 | COM            | 086516101    | 3,853   | 137,056                             |                      |  |
| BIG LOTS INC                 | COM            | 089302103    | 173   | 11,943                              |                      |  |
| BIOMARIN PHARMACEUTICAL INC  | COM            | 09061G101    | 257   | 14,434                              |                      |  |
| BIOGEN IDEC INC              | COM            | 09062X103    | 4,088   | 85,829                              |                      |  |

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| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4: | ITEM 5:   | ITEM 6:         |                |
|------------------------------|----------------|--------------|---------|-----------|-----------------|----------------|
|                              |                |              |         |           | INV. DISCRETION |                |
|                              |                |              | PENSION |           |                 |                |
|                              |                |              | FAIR    | SHARES    | (B)             |                |
|                              |                |              | MARKET  | OR        | SHARED          | (C) MA         |
|                              |                |              | VALUE   | PRINCIPAL | (A)             | AS DEF. SHARED |
|                              |                |              | (\$000) | AMOUNT    | SOLE INSTR. V   | OTHER IN       |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER |         |           |                 |                |
| BLACK & DECKER CORP          | COM            | 091797100    | 739     | 17,680    |                 |                |
| BLACKROCK INC                | COM            | 09247X101    | 1,563   | 11,654    |                 |                |
| BLOCK H & R INC              | COM            | 093671105    | 1,084   | 47,714    |                 |                |
| BOEING CO                    | COM            | 097023105    | 9,472   | 221,977   |                 |                |
| BORGWARNER INC               | COM            | 099724106    | 533     | 24,478    |                 |                |
| BOSTON PROPERTIES INC        | COM            | 101121101    | 2,115   | 38,450    |                 |                |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107    | 454     | 58,616    |                 |                |
| BRINKER INTL INC             | COM            | 109641100    | 320     | 30,367    |                 |                |
| BRINKS CO                    | COM            | 109696104    | 505     | 18,780    |                 |                |
| BRINKS HOME SEC HLDGS INC    | COM            | 109699108    | 412     | 18,795    |                 |                |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108    | 11,342  | 487,823   |                 |                |
| BROADCOM CORP                | CL A           | 111320107    | 3,087   | 181,934   |                 |                |
| BROADRIDGE FINL SOLUTIONS IN | COM            | 11133T103    | 501     | 39,924    |                 |                |
| BROCADE COMMUNICATIONS SYS I | COM NEW        | 111621306    | 51      | 18,040    |                 |                |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH | 112585104    | 751     | 49,166    |                 |                |
| BROWN FORMAN CORP            | CL B           | 115637209    | 626     | 12,152    |                 |                |
| BUCYRUS INTL INC NEW         | COM            | 118759109    | 215     | 11,600    |                 |                |
| BURGER KING HLDGS INC        | COM            | 121208201    | 281     | 11,772    |                 |                |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104    | 8,242   | 108,867   |                 |                |
| CBS CORP NEW                 | CL B           | 124857202    | 1,485   | 181,368   |                 |                |
| CB RICHARD ELLIS GROUP INC   | CL A           | 12497T101    | 73      | 16,937    |                 |                |
| CF INDS HLDGS INC            | COM            | 125269100    | 415     | 8,441     |                 |                |
| C H ROBINSON WORLDWIDE INC   | COM NEW        | 12541W209    | 5,479   | 99,573    |                 |                |
| CIGNA CORP                   | COM            | 125509109    | 1,153   | 68,443    |                 |                |
| CIT GROUP INC                | COM            | 125581108    | 129     | 28,324    |                 |                |
| CME GROUP INC                | COM            | 12572Q105    | 3,963   | 19,044    |                 |                |
| CMS ENERGY CORP              | COM            | 125896100    | 699     | 69,112    |                 |                |
| CSX CORP                     | COM            | 126408103    | 4,846   | 149,250   |                 |                |
| CTS CORP                     | COM            | 126501105    | 85      | 15,498    |                 |                |
| CVS CAREMARK CORPORATION     | COM            | 126650100    | 14,052  | 488,953   |                 |                |
| CA INC                       | COM            | 12673P105    | 614     | 33,160    |                 |                |
| CABLEVISION SYS CORP         | CL A NY CABLVS | 12686C109    | 1,101   | 65,360    |                 |                |
| CABOT OIL & GAS CORP         | COM            | 127097103    | 225     | 8,651     |                 |                |
| CADENCE DESIGN SYSTEM INC    | COM            | 127387108    | 314     | 85,676    |                 |                |
| CALPINE CORP                 | COM NEW        | 131347304    | 486     | 66,713    |                 |                |
| CAMERON INTERNATIONAL CORP   | COM            | 13342B105    | 2,052   | 100,117   |                 |                |
| CAMPBELL SOUP CO             | COM            | 134429109    | 681     | 22,692    |                 |                |
| CAPITAL ONE FINL CORP        | COM            | 14040H105    | 2,164   | 67,857    |                 |                |
| CARDINAL HEALTH INC          | COM            | 14149Y108    | 1,448   | 41,996    |                 |                |
| CARMAX INC                   | COM            | 143130102    | 253     | 32,075    |                 |                |

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|------------------------------|----------------|--------------|---------------------------|---------------------|-----------------|----------------------|
|                              |                |              |                           |                     | INV. DISCRETION |                      |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PENSION                   | SHARES              | -----           |                      |
|                              |                |              | FAIR MARKET VALUE (\$000) | OR PRINCIPAL AMOUNT | (A) SOLE        | (B) AS DEF. INSTR. V |
| CARNIVAL CORP                | PAIRED CTF     | 143658300    | 586                       | 24,093              |                 |                      |
| CATERPILLAR INC DEL          | COM            | 149123101    | 8,658                     | 193,821             |                 |                      |
| CELANESE CORP DEL            | COM SER A      | 150870103    | 813                       | 65,399              |                 |                      |
| CELGENE CORP                 | COM            | 151020104    | 7,354                     | 133,030             |                 |                      |
| CENTERPOINT ENERGY INC       | COM            | 15189T107    | 922                       | 73,094              |                 |                      |
| CENTEX CORP                  | COM            | 152312104    | 115                       | 10,769              |                 |                      |
| CENTURYTEL INC               | COM            | 156700106    | 2,066                     | 75,597              |                 |                      |
| CEPHALON INC                 | COM            | 156708109    | 765                       | 9,931               |                 |                      |
| CERNER CORP                  | COM            | 156782104    | 381                       | 9,900               |                 |                      |
| CHEMTURA CORP                | COM            | 163893100    | 14                        | 10,069              |                 |                      |
| CHESAPEAKE ENERGY CORP       | COM            | 165167107    | 750                       | 46,368              |                 |                      |
| CHEVRON CORP NEW             | COM            | 166764100    | 39,805                    | 538,128             |                 |                      |
| CHIPOTLE MEXICAN GRILL INC   | CL A           | 169656105    | 300                       | 4,833               |                 |                      |
| CHUBB CORP                   | COM            | 171232101    | 7,298                     | 143,096             |                 |                      |
| CHURCH & DWIGHT INC          | COM            | 171340102    | 1,377                     | 24,529              |                 |                      |
| CIENA CORP                   | COM NEW        | 171779309    | 85                        | 12,729              |                 |                      |
| CISCO SYS INC                | COM            | 17275R102    | 33,322                    | 2,044,302           |                 |                      |
| CITADEL BROADCASTING CORP    | COM            | 17285T106    | 3                         | 18,136              |                 |                      |
| CITIGROUP INC                | COM            | 172967101    | 8,463                     | 1,261,228           |                 |                      |
| CITRIX SYS INC               | COM            | 177376100    | 634                       | 26,915              |                 |                      |
| CLARCOR INC                  | COM            | 179895107    | 848                       | 25,571              |                 |                      |
| CLIFFS NATURAL RESOURCES INC | COM            | 18683K101    | 455                       | 17,786              |                 |                      |
| CLOROX CO DEL                | COM            | 189054109    | 517                       | 9,299               |                 |                      |
| COACH INC                    | COM            | 189754104    | 3,485                     | 167,780             |                 |                      |
| COCA COLA CO                 | COM            | 191216100    | 29,934                    | 661,239             |                 |                      |
| COCA COLA ENTERPRISES INC    | COM            | 191219104    | 121                       | 10,093              |                 |                      |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A           | 192446102    | 1,880                     | 104,121             |                 |                      |
| COLGATE PALMOLIVE CO         | COM            | 194162103    | 11,297                    | 164,826             |                 |                      |
| COMCAST CORP NEW             | CL A           | 20030N101    | 9,972                     | 590,746             |                 |                      |
| COMMERCIAL METALS CO         | COM            | 201723103    | 493                       | 41,575              |                 |                      |
| COMMSCOPE INC                | COM            | 203372107    | 159                       | 10,247              |                 |                      |
| COMPUTER SCIENCES CORP       | COM            | 205363104    | 1,657                     | 47,155              |                 |                      |
| COMPUWARE CORP               | COM            | 205638109    | 168                       | 24,843              |                 |                      |
| CONAGRA FOODS INC            | COM            | 205887102    | 237                       | 14,377              |                 |                      |
| CONOCOPHILLIPS               | COM            | 20825C104    | 23,378                    | 451,321             |                 |                      |
| CONSOL ENERGY INC            | COM            | 20854P109    | 1,510                     | 52,827              |                 |                      |
| CONSOLIDATED EDISON INC      | COM            | 209115104    | 652                       | 16,752              |                 |                      |
| CONSTELLATION BRANDS INC     | CL A           | 21036P108    | 426                       | 26,999              |                 |                      |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100    | 1,799                     | 71,713              |                 |                      |
| CONVERGYS CORP               | COM            | 212485106    | 349                       | 54,412              |                 |                      |

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

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| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | VALUE (\$000) | PRINCIPAL AMOUNT | (A) AS DEF. SOLE INSTR. V | SHARED OTHER |
|------------------------------|----------------|--------------|---------------|------------------|---------------------------|--------------|
| COPART INC                   | COM            | 217204106    | 252           | 9,267            |                           |              |
| CORN PRODS INTL INC          | COM            | 219023108    | 1,753         | 60,753           |                           |              |
| CORNING INC                  | COM            | 219350105    | 4,978         | 522,405          |                           |              |
| CORPORATE EXECUTIVE BRD CO   | COM            | 21988R102    | 201           | 9,131            |                           |              |
| CORRECTIONS CORP AMER NEW    | COM NEW        | 22025Y407    | 273           | 16,696           |                           |              |
| COSTCO WHSL CORP NEW         | COM            | 22160K105    | 9,458         | 180,160          |                           |              |
| COVANCE INC                  | COM            | 222816100    | 2,428         | 52,744           |                           |              |
| COVANTA HLDG CORP            | COM            | 22282E102    | 426           | 19,410           |                           |              |
| COVENTRY HEALTH CARE INC     | COM            | 222862104    | 218           | 14,622           |                           |              |
| CRANE CO                     | COM            | 224399105    | 592           | 34,319           |                           |              |
| CROWN CASTLE INTL CORP       | COM            | 228227104    | 2,514         | 143,032          |                           |              |
| CROWN HOLDINGS INC           | COM            | 228368106    | 452           | 23,527           |                           |              |
| CUMMINS INC                  | COM            | 231021106    | 1,799         | 67,289           |                           |              |
| CURTISS WRIGHT CORP          | COM            | 231561101    | 1,069         | 32,003           |                           |              |
| CYPRESS SEMICONDUCTOR CORP   | COM            | 232806109    | 99            | 22,108           |                           |              |
| DPL INC                      | COM            | 233293109    | 548           | 24,004           |                           |              |
| D R HORTON INC               | COM            | 23331A109    | 332           | 46,902           |                           |              |
| DST SYS INC DEL              | COM            | 233326107    | 588           | 15,474           |                           |              |
| DTE ENERGY CO                | COM            | 233331107    | 621           | 17,410           |                           |              |
| DANAHER CORP DEL             | COM            | 235851102    | 4,236         | 74,821           |                           |              |
| DARDEN RESTAURANTS INC       | COM            | 237194105    | 2,398         | 85,092           |                           |              |
| DAVITA INC                   | COM            | 23918K108    | 790           | 15,945           |                           |              |
| DEAN FOODS CO NEW            | COM            | 242370104    | 297           | 16,547           |                           |              |
| DEERE & CO                   | COM            | 244199105    | 5,438         | 141,910          |                           |              |
| DELL INC                     | COM            | 24702R101    | 6,589         | 643,484          |                           |              |
| DELTA AIR LINES INC DEL      | COM NEW        | 247361702    | 434           | 37,893           |                           |              |
| DENBURY RES INC              | COM NEW        | 247916208    | 394           | 36,051           |                           |              |
| DENTSPLY INTL INC NEW        | COM            | 249030107    | 617           | 21,834           |                           |              |
| DEVELOPERS DIVERSIFIED RLTY  | COM            | 251591103    | 103           | 21,015           |                           |              |
| DEVON ENERGY CORP NEW        | COM            | 25179M103    | 11,298        | 171,938          |                           |              |
| DEVRY INC DEL                | COM            | 251893103    | 1,193         | 20,772           |                           |              |
| DIAGEO P L C                 | SPON ADR NEW   | 25243Q205    | 319           | 5,621            |                           |              |
| DIAMOND OFFSHORE DRILLING IN | COM            | 25271C102    | 1,209         | 20,509           |                           |              |
| DICKS SPORTING GOODS INC     | COM            | 253393102    | 244           | 17,292           |                           |              |
| DIEBOLD INC                  | COM            | 253651103    | 339           | 12,065           |                           |              |
| DIGITAL RLTY TR INC          | COM            | 253868103    | 263           | 8,002            |                           |              |
| DIRECTV GROUP INC            | COM            | 25459L106    | 3,902         | 170,312          |                           |              |
| DISNEY WALT CO               | COM DISNEY     | 254687106    | 13,274        | 585,011          |                           |              |
| DISH NETWORK CORP            | CL A           | 25470M109    | 332           | 29,908           |                           |              |
| DISCOVER FINL SVCS           | COM            | 254709108    | 514           | 53,949           |                           |              |

| ITEM 1:                | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:                                   | ITEM 7: |
|------------------------|----------------|--------------|-----------------------------------|----------------------------|---|---------|
| NAME OF ISSUER         | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION (B) AS DEF. SOLE INSTR. V | (C) MA  |
| DOLBY LABORATORIES INC | COM            | 25659T107    | 242                               | 7,391                      |   |         |
| DOLLAR TREE INC        | COM            | 256746108    | 551                               | 13,211                     |   |         |

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|                              |             |           |        |         |
|------------------------------|-------------|-----------|--------|---------|
| DOMINION RES INC VA NEW      | COM         | 25746U109 | 7,325  | 204,370 |
| DOMTAR CORP                  | COM         | 257559104 | 26     | 15,669  |
| DONALDSON INC                | COM         | 257651109 | 2,191  | 65,126  |
| DONNELLEY R R & SONS CO      | COM         | 257867101 | 422    | 31,043  |
| DOVER CORP                   | COM         | 260003108 | 881    | 26,758  |
| DOW CHEM CO                  | COM         | 260543103 | 3,542  | 234,758 |
| DREAMWORKS ANIMATION SKG INC | CL A        | 26153C103 | 297    | 11,744  |
| DRESSER-RAND GROUP INC       | COM         | 261608103 | 223    | 12,951  |
| DU PONT E I DE NEMOURS & CO  | COM         | 263534109 | 5,661  | 223,754 |
| DUKE ENERGY CORP NEW         | COM         | 26441C105 | 5,800  | 386,388 |
| DUN & BRADSTREET CORP DEL NE | COM         | 26483E100 | 4,015  | 52,011  |
| DYNEGY INC DEL               | CL A        | 26817G102 | 47     | 23,653  |
| E M C CORP MASS              | COM         | 268648102 | 3,308  | 315,904 |
| ENSCO INTL INC               | COM         | 26874Q100 | 2,001  | 70,492  |
| EOG RES INC                  | COM         | 26875P101 | 3,903  | 58,616  |
| E TRADE FINANCIAL CORP       | COM         | 269246104 | 25     | 21,711  |
| EASTMAN CHEM CO              | COM         | 277432100 | 273    | 8,605   |
| EATON CORP                   | COM         | 278058102 | 2,253  | 45,323  |
| EATON VANCE CORP             | COM NON VTG | 278265103 | 315    | 15,012  |
| EBAY INC                     | COM         | 278642103 | 5,831  | 417,684 |
| ECOLAB INC                   | COM         | 278865100 | 1,862  | 52,970  |
| EDISON INTL                  | COM         | 281020107 | 848    | 26,399  |
| EDWARDS LIFESCIENCES CORP    | COM         | 28176E108 | 442    | 8,045   |
| EL PASO CORP                 | COM         | 28336L109 | 351    | 44,794  |
| ELECTRONIC ARTS INC          | COM         | 285512109 | 997    | 62,173  |
| EMBARQ CORP                  | COM         | 29078E105 | 770    | 21,407  |
| EMERSON ELEC CO              | COM         | 291011104 | 10,476 | 286,147 |
| ENDO PHARMACEUTICALS HLDGS I | COM         | 29264F205 | 1,981  | 76,540  |
| ENERGEN CORP                 | COM         | 29265N108 | 622    | 21,219  |
| ENERGY CONVERSION DEVICES IN | COM         | 292659109 | 293    | 11,623  |
| ENERGIZER HLDGS INC          | COM         | 29266R108 | 1,620  | 29,928  |
| ENTERGY CORP NEW             | COM         | 29364G103 | 9,017  | 108,471 |
| EQUIFAX INC                  | COM         | 294429105 | 1,458  | 54,983  |
| EQUINIX INC                  | COM NEW     | 29444U502 | 255    | 4,787   |
| EQUITABLE RES INC            | COM         | 294549100 | 644    | 19,184  |
| EQUITY RESIDENTIAL           | SH BEN INT  | 29476L107 | 256    | 8,575   |
| EXELON CORP                  | COM         | 30161N101 | 9,125  | 164,093 |
| EXPEDIA INC DEL              | COM         | 30212P105 | 474    | 57,585  |

| ITEM 1:                  | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:                  | ITEM 7:            |              |
|--------------------------|----------------|--------------|-----------------------------------|----------------------------|--------------------------|--------------------|--------------|
| NAME OF ISSUER           | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION          |                    |              |
|                          |                |              |                                   |                            | (A) SHARED SOLE INSTR. V | (B) AS DEF. SHARED | (C) OTHER IN |
| EXPEDITORS INTL WASH INC | COM            | 302130109    | 3,187                             | 95,801                     |                          |                    |              |
| EXPRESS SCRIPTS INC      | COM            | 302182100    | 5,669                             | 103,110                    |                          |                    |              |
| EXXON MOBIL CORP         | COM            | 30231G102    | 106,410                           | 1,332,959                  |                          |                    |              |
| FLIR SYS INC             | COM            | 302445101    | 618                               | 20,128                     |                          |                    |              |
| FMC TECHNOLOGIES INC     | COM            | 30249U101    | 1,488                             | 62,454                     |                          |                    |              |
| F M C CORP               | COM NEW        | 302491303    | 255                               | 5,690                      |                          |                    |              |
| FPL GROUP INC            | COM            | 302571104    | 1,236                             | 24,563                     |                          |                    |              |
| FTI CONSULTING INC       | COM            | 302941109    | 328                               | 7,350                      |                          |                    |              |



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|                               |                |           |       |         |
|-------------------------------|----------------|-----------|-------|---------|
| FACTSET RESH SYS INC          | COM            | 303075105 | 275   | 6,212   |
| FAMILY DLR STORES INC         | COM            | 307000109 | 795   | 30,502  |
| FASTENAL CO                   | COM            | 311900104 | 877   | 25,176  |
| FEDERAL HOME LN MTG CORP      | COM            | 313400301 | 215   | 295,239 |
| FEDERAL NATL MTG ASSN         | COM            | 313586109 | 220   | 289,231 |
| FEDERAL REALTY INVT TR        | SH BEN INT NEW | 313747206 | 238   | 3,836   |
| FEDERATED INVS INC PA         | CL B           | 314211103 | 217   | 12,803  |
| FEDEX CORP                    | COM            | 31428X106 | 6,053 | 94,363  |
| F5 NETWORKS INC               | COM            | 315616102 | 274   | 12,008  |
| FIDELITY NATL INFORMATION SV  | COM            | 31620M106 | 184   | 11,292  |
| FIDELITY NATIONAL FINANCIAL   | CL A           | 31620R105 | 533   | 30,016  |
| FIFTH THIRD BANCORP           | COM            | 316773100 | 516   | 62,441  |
| FIRST SOLAR INC               | COM            | 336433107 | 1,193 | 8,650   |
| FISERV INC                    | COM            | 337738108 | 1,518 | 41,734  |
| FIRSTENERGY CORP              | COM            | 337932107 | 4,843 | 99,693  |
| FLUOR CORP NEW                | COM            | 343412102 | 2,032 | 45,285  |
| FLOWSERVE CORP                | COM            | 34354P105 | 824   | 16,001  |
| FORD MTR CO DEL               | COM PAR \$0.01 | 345370860 | 735   | 321,078 |
| FOREST CITY ENTERPRISES INC   | CL A           | 345550107 | 73    | 10,831  |
| FOREST LABS INC               | COM            | 345838106 | 2,131 | 83,674  |
| FORTUNE BRANDS INC            | COM            | 349631101 | 393   | 9,530   |
| FOUNDATION COAL HLDGS INC     | COM            | 35039W100 | 221   | 15,742  |
| FRANKLIN RES INC              | COM            | 354613101 | 5,665 | 88,825  |
| FREEMPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 2,766 | 113,173 |
| FRONTIER COMMUNICATIONS CORP  | COM            | 35906A108 | 162   | 18,594  |
| FRONTIER OIL CORP             | COM            | 35914P105 | 687   | 54,426  |
| GATX CORP                     | COM            | 361448103 | 809   | 26,132  |
| GAMESTOP CORP NEW             | CL A           | 36467W109 | 822   | 37,936  |
| GANNETT INC                   | COM            | 364730101 | 361   | 45,081  |
| GAP INC DEL                   | COM            | 364760108 | 1,809 | 135,126 |
| GARDNER DENVER INC            | COM            | 365558105 | 310   | 13,274  |
| GEN-PROBE INC NEW             | COM            | 36866T103 | 339   | 7,913   |

| ITEM 1:                  | ITEM 2:        | ITEM 3:      | ITEM 4:       | ITEM 5:   | ITEM 6:         | ITEM 7:  |
|--------------------------|----------------|--------------|---------------|-----------|-----------------|----------|
|                          |                |              |               |           | INV. DISCRETION |          |
|                          |                |              | PENSION       | SHARES    | (B)             |          |
|                          |                |              | FAIR          | OR        | SHARED          |          |
|                          |                |              | MARKET        | PRINCIPAL | (A)             | (C) MA   |
| NAME OF ISSUER           | TITLE OF CLASS | CUSIP NUMBER | VALUE (\$000) | AMOUNT    | SOLE INSTR. V   | OTHER IN |
| GENENTECH INC            | COM NEW        | 368710406    | 13,879        | 167,404   |                 |          |
| GENERAL DYNAMICS CORP    | COM            | 369550108    | 7,863         | 136,537   |                 |          |
| GENERAL ELECTRIC CO      | COM            | 369604103    | 33,767        | 2,084,354 |                 |          |
| GENERAL GROWTH PPTYS INC | COM            | 370021107    | 27            | 20,956    |                 |          |
| GENERAL MLS INC          | COM            | 370334104    | 9,978         | 164,242   |                 |          |
| GENERAL MTRS CORP        | COM            | 370442105    | 248           | 77,493    |                 |          |
| GENTEX CORP              | COM            | 371901109    | 185           | 20,925    |                 |          |
| GENUINE PARTS CO         | COM            | 372460105    | 871           | 23,018    |                 |          |
| GENWORTH FINL INC        | COM CL A       | 37247D106    | 302           | 106,651   |                 |          |
| GENZYME CORP             | COM            | 372917104    | 2,829         | 42,621    |                 |          |
| GILEAD SCIENCES INC      | COM            | 375558103    | 18,543        | 362,586   |                 |          |
| GLOBAL INDS LTD          | COM            | 379336100    | 42            | 12,143    |                 |          |
| GLOBAL PMTS INC          | COM            | 37940X102    | 5,467         | 166,734   |                 |          |
| GOLDMAN SACHS GROUP INC  | COM            | 38141G104    | 10,536        | 124,848   |                 |          |

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|                              |                |           |        |         |
|------------------------------|----------------|-----------|--------|---------|
| GOODRICH CORP                | COM            | 382388106 | 1,253  | 33,845  |
| GOODYEAR TIRE & RUBR CO      | COM            | 382550101 | 434    | 72,679  |
| GOOGLE INC                   | CL A           | 38259P508 | 23,686 | 76,990  |
| GRACO INC                    | COM            | 384109104 | 395    | 16,625  |
| GRAINGER W W INC             | COM            | 384802104 | 2,141  | 27,161  |
| GRUPO TELEVISA SA DE CV      | SP ADR REP ORD | 40049J206 | 695    | 46,493  |
| HCP INC                      | COM            | 40414L109 | 316    | 11,389  |
| HSN INC                      | COM            | 404303109 | 122    | 16,835  |
| HALLIBURTON CO               | COM            | 406216101 | 4,751  | 261,338 |
| HANESBRANDS INC              | COM            | 410345102 | 176    | 13,792  |
| HANOVER INS GROUP INC        | COM            | 410867105 | 397    | 9,242   |
| HANSEN NAT CORP              | COM            | 411310105 | 357    | 10,643  |
| HARLEY DAVIDSON INC          | COM            | 412822108 | 2,203  | 129,826 |
| HARRIS CORP DEL              | COM            | 413875105 | 882    | 23,171  |
| HARSCO CORP                  | COM            | 415864107 | 342    | 12,344  |
| HARTFORD FINL SVCS GROUP INC | COM            | 416515104 | 1,468  | 89,415  |
| HASBRO INC                   | COM            | 418056107 | 1,863  | 63,884  |
| HEALTH MGMT ASSOC INC NEW    | CL A           | 421933102 | 47     | 26,364  |
| HEINZ H J CO                 | COM            | 423074103 | 5,461  | 145,227 |
| HERSHEY CO                   | COM            | 427866108 | 565    | 16,250  |
| HERTZ GLOBAL HOLDINGS INC    | COM            | 42805T105 | 62     | 12,253  |
| HESS CORP                    | COM            | 42809H107 | 2,566  | 47,835  |
| HEWITT ASSOCS INC            | COM            | 42822Q100 | 405    | 14,268  |
| HEWLETT PACKARD CO           | COM            | 428236103 | 31,729 | 874,314 |
| HOLOGIC INC                  | COM            | 436440101 | 298    | 22,816  |
| HOME DEPOT INC               | COM            | 437076102 | 7,987  | 346,968 |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4: | ITEM 5:   | ITEM 6:            | ITEM 7:  |
|------------------------------|----------------|--------------|---------|-----------|--------------------|----------|
|                              |                |              |         |           | INV. DISCRETION    |          |
|                              |                |              | PENSION |           |                    |          |
|                              |                |              | FAIR    | SHARES    | (B)                |          |
|                              |                |              | MARKET  | OR        | SHARED             | (C) MA   |
|                              |                |              | VALUE   | PRINCIPAL | (A) AS DEF. SHARED | OTHER IN |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | (\$000) | AMOUNT    | SOLE INSTR. V      |          |
| HONEYWELL INTL INC           | COM            | 438516106    | 7,737   | 235,671   |                    |          |
| HOSPIRA INC                  | COM            | 441060100    | 206     | 7,690     |                    |          |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104    | 301     | 39,811    |                    |          |
| HUDSON CITY BANCORP          | COM            | 443683107    | 595     | 37,303    |                    |          |
| HUMANA INC                   | COM            | 444859102    | 1,318   | 35,364    |                    |          |
| HUNT J B TRANS SVCS INC      | COM            | 445658107    | 314     | 11,946    |                    |          |
| HUNTINGTON BANCSHARES INC    | COM            | 446150104    | 89      | 11,637    |                    |          |
| IAC INTERACTIVECORP          | COM PAR \$.001 | 44919P508    | 659     | 41,883    |                    |          |
| IMS HEALTH INC               | COM            | 449934108    | 156     | 10,287    |                    |          |
| ITT EDUCATIONAL SERVICES INC | COM            | 45068B109    | 540     | 5,690     |                    |          |
| ITT CORP NEW                 | COM            | 450911102    | 2,573   | 55,957    |                    |          |
| IDEX CORP                    | COM            | 45167R104    | 389     | 16,129    |                    |          |
| IDEXX LABS INC               | COM            | 45168D104    | 1,082   | 29,987    |                    |          |
| IHS INC                      | CL A           | 451734107    | 237     | 6,339     |                    |          |
| ILLINOIS TOOL WKS INC        | COM            | 452308109    | 3,305   | 94,288    |                    |          |
| ILLUMINA INC                 | COM            | 452327109    | 469     | 17,985    |                    |          |
| INGRAM MICRO INC             | CL A           | 457153104    | 412     | 30,780    |                    |          |
| INTEGRATED DEVICE TECHNOLOGY | COM            | 458118106    | 254     | 45,304    |                    |          |
| INTEL CORP                   | COM            | 458140100    | 27,010  | 1,842,422 |                    |          |
| INTERCONTINENTALEXCHANGE INC | COM            | 45865V100    | 1,068   | 12,950    |                    |          |

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|                              |                 |           |        |         |
|------------------------------|-----------------|-----------|--------|---------|
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 37,909 | 450,437 |
| INTERNATIONAL FLAVORS&FRAGRA | COM             | 459506101 | 441    | 14,854  |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 867    | 72,905  |
| INTL PAPER CO                | COM             | 460146103 | 1,247  | 105,719 |
| INTERNATIONAL RECTIFIER CORP | COM             | 460254105 | 265    | 19,616  |
| INTERNATIONAL SPEEDWAY CORP  | CL A            | 460335201 | 513    | 17,846  |
| INTERSIL CORP                | CL A            | 46069S109 | 292    | 31,740  |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 243    | 61,309  |
| INTERVAL LEISURE GROUP INC   | COM             | 46113M108 | 90     | 16,769  |
| INTUITIVE SURGICAL INC       | COM NEW         | 46120E602 | 782    | 6,160   |
| INTUIT                       | COM             | 461202103 | 1,396  | 58,694  |
| INVESTMENT TECHNOLOGY GRP NE | COM             | 46145F105 | 1,016  | 44,723  |
| IRON MTN INC                 | COM             | 462846106 | 1,223  | 49,461  |
| ISHARES TR                   | RUSSELL1000VAL  | 464287598 | 8,433  | 170,300 |
| ISHARES TR                   | RUSSELL1000GRW  | 464287614 | 7,545  | 203,587 |
| ISHARES TR                   | RUSSELL 1000    | 464287622 | 17,853 | 365,317 |
| ITRON INC                    | COM             | 465741106 | 319    | 5,001   |
| JDS UNIPHASE CORP            | COM PAR \$0.001 | 46612J507 | 71     | 19,490  |
| JPMORGAN & CHASE & CO        | COM             | 46625H100 | 24,711 | 783,733 |
| JABIL CIRCUIT INC            | COM             | 466313103 | 398    | 58,913  |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:   | ITEM 5: | ITEM 6:           |              |
|------------------------------|----------------|--------------|-----------|---------|-------------------|--------------|
|                              |                |              |           |         | INV. DISCRETION   |              |
|                              |                |              | PENSION   |         | -----             |              |
|                              |                |              | FAIR      |         | (B)               |              |
|                              |                |              | MARKET    |         | SHARED (C) MA     |              |
|                              |                |              | VALUE     |         | SHARED            |              |
|                              |                |              | (\$000)   |         | AS DEF. SHARED    |              |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | PRINCIPAL | SHARES  | (A) SOLE INSTR. V | (C) OTHER IN |
|                              |                |              | AMOUNT    | OR      |                   |              |
| JACOBS ENGR GROUP INC DEL    | COM            | 469814107    | 3,141     | 65,300  |                   |              |
| JANUS CAP GROUP INC          | COM            | 47102X105    | 353       | 43,902  |                   |              |
| JOHN BEAN TECHNOLOGIES CORP  | COM            | 477839104    | 111       | 13,532  |                   |              |
| JOHNSON & JOHNSON            | COM            | 478160104    | 43,486    | 726,829 |                   |              |
| JOHNSON CTLS INC             | COM            | 478366107    | 3,014     | 165,946 |                   |              |
| JONES APPAREL GROUP INC      | COM            | 480074103    | 138       | 23,510  |                   |              |
| JOY GLOBAL INC               | COM            | 481165108    | 520       | 22,712  |                   |              |
| JUNIPER NETWORKS INC         | COM            | 48203R104    | 1,505     | 85,940  |                   |              |
| KBR INC                      | COM            | 48242W106    | 322       | 21,206  |                   |              |
| KLA-TENCOR CORP              | COM            | 482480100    | 516       | 23,683  |                   |              |
| KANSAS CITY SOUTHERN         | COM NEW        | 485170302    | 218       | 11,423  |                   |              |
| KELLOGG CO                   | COM            | 487836108    | 1,623     | 37,006  |                   |              |
| KENNAMETAL INC               | COM            | 489170100    | 575       | 25,919  |                   |              |
| KEYCORP NEW                  | COM            | 493267108    | 133       | 15,608  |                   |              |
| KIMBERLY CLARK CORP          | COM            | 494368103    | 1,976     | 37,470  |                   |              |
| KIMCO REALTY CORP            | COM            | 49446R109    | 3,151     | 172,374 |                   |              |
| KING PHARMACEUTICALS INC     | COM            | 495582108    | 1,888     | 177,803 |                   |              |
| KIRBY CORP                   | COM            | 497266106    | 318       | 11,623  |                   |              |
| KOHL'S CORP                  | COM            | 500255104    | 2,764     | 76,367  |                   |              |
| KRAFT FOODS INC              | CL A           | 50075N104    | 9,435     | 351,393 |                   |              |
| KROGER CO                    | COM            | 501044101    | 1,849     | 70,013  |                   |              |
| LKQ CORP                     | COM            | 501889208    | 231       | 19,846  |                   |              |
| LSI CORPORATION              | COM            | 502161102    | 572       | 174,011 |                   |              |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104    | 2,037     | 27,613  |                   |              |
| LABORATORY CORP AMER HLDGS   | COM NEW        | 50540R409    | 5,244     | 81,414  |                   |              |
| LAM RESEARCH CORP            | COM            | 512807108    | 1,023     | 48,096  |                   |              |

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|                            |               |           |       |         |
|----------------------------|---------------|-----------|-------|---------|
| LAMAR ADVERTISING CO       | CL A          | 512815101 | 141   | 11,240  |
| LANDSTAR SYS INC           | COM           | 515098101 | 297   | 7,722   |
| LAS VEGAS SANDS CORP       | COM           | 517834107 | 241   | 40,611  |
| LAUDER ESTEE COS INC       | CL A          | 518439104 | 445   | 14,379  |
| LEGG MASON INC             | COM           | 524901105 | 923   | 42,142  |
| LENNAR CORP                | CL A          | 526057104 | 99    | 11,427  |
| LENNOX INTL INC            | COM           | 526107107 | 221   | 6,840   |
| LEVEL 3 COMMUNICATIONS INC | COM           | 52729N100 | 201   | 287,858 |
| LEXMARK INTL NEW           | CL A          | 529771107 | 864   | 32,129  |
| LIBERTY GLOBAL INC         | COM SER A     | 530555101 | 1,460 | 91,734  |
| LIBERTY MEDIA CORP NEW     | INT COM SER A | 53071M104 | 60    | 19,107  |
| LIBERTY MEDIA CORP NEW     | CAP COM SER A | 53071M302 | 88    | 18,745  |
| LIBERTY MEDIA CORP NEW     | ENT COM SER A | 53071M500 | 2,391 | 136,800 |
| LIFE TECHNOLOGIES CORP     | COM           | 53217V109 | 1,042 | 44,692  |

| NAME OF ISSUER             | TITLE OF CLASS | CUSIP NUMBER | PENSION<br>FAIR<br>MARKET<br>VALUE<br>(\$000) | SHARES<br>OR<br>PRINCIPAL<br>AMOUNT | INV. DISCRETION    |                            |                           |
|----------------------------|----------------|--------------|---|-------------------------------------|--------------------|----------------------------|---------------------------|
|                            |                |              |   |                                     | (A)<br>SOLE INSTR. | (B)<br>SHARED<br>AS DEF. V | (C)<br>SHARED<br>OTHER IN |
| LILLY ELI & CO             | COM            | 532457108    | 6,898   | 171,282                             |                    |                            |                           |
| LIMITED BRANDS INC         | COM            | 532716107    | 518   | 51,599                              |                    |                            |                           |
| LINCARE HLDGS INC          | COM            | 532791100    | 1,104   | 40,984                              |                    |                            |                           |
| LINCOLN ELEC HLDGS INC     | COM            | 533900106    | 1,152   | 22,619                              |                    |                            |                           |
| LINEAR TECHNOLOGY CORP     | COM            | 535678106    | 720   | 32,536                              |                    |                            |                           |
| LIZ CLAIBORNE INC          | COM            | 539320101    | 101   | 38,867                              |                    |                            |                           |
| LOCKHEED MARTIN CORP       | COM            | 539830109    | 8,254   | 98,173                              |                    |                            |                           |
| LOEWS CORP                 | COM            | 540424108    | 6,584   | 233,070                             |                    |                            |                           |
| LORILLARD INC              | COM            | 544147101    | 4,374   | 77,629                              |                    |                            |                           |
| LOWES COS INC              | COM            | 548661107    | 7,421   | 344,851                             |                    |                            |                           |
| LUBRIZOL CORP              | COM            | 549271104    | 256   | 7,027                               |                    |                            |                           |
| M & T BK CORP              | COM            | 55261F104    | 742   | 12,919                              |                    |                            |                           |
| MBIA INC                   | COM            | 55262C100    | 317   | 77,914                              |                    |                            |                           |
| M D C HLDGS INC            | COM            | 552676108    | 362   | 11,957                              |                    |                            |                           |
| MDU RES GROUP INC          | COM            | 552690109    | 416   | 19,293                              |                    |                            |                           |
| MEMC ELECTR MATLS INC      | COM            | 552715104    | 477   | 33,395                              |                    |                            |                           |
| MGIC INVT CORP WIS         | COM            | 552848103    | 156   | 44,787                              |                    |                            |                           |
| MGM MIRAGE                 | COM            | 552953101    | 239   | 17,340                              |                    |                            |                           |
| MSC INDL DIRECT INC        | CL A           | 553530106    | 240   | 6,511                               |                    |                            |                           |
| MACERICH CO                | COM            | 554382101    | 199   | 10,940                              |                    |                            |                           |
| MACK CALI RLTY CORP        | COM            | 554489104    | 620   | 25,314                              |                    |                            |                           |
| MACYS INC                  | COM            | 55616P104    | 1,121   | 108,285                             |                    |                            |                           |
| MANITOWOC INC              | COM            | 563571108    | 545   | 62,938                              |                    |                            |                           |
| MANPOWER INC               | COM            | 56418H100    | 1,387   | 40,808                              |                    |                            |                           |
| MARATHON OIL CORP          | COM            | 565849106    | 5,518   | 201,683                             |                    |                            |                           |
| MARINER ENERGY INC         | COM            | 56845T305    | 104   | 10,160                              |                    |                            |                           |
| MARSH & MCLENNAN COS INC   | COM            | 571748102    | 870   | 35,857                              |                    |                            |                           |
| MARSHALL & ILSLEY CORP NEW | COM            | 571837103    | 812   | 59,523                              |                    |                            |                           |
| MARRIOTT INTL INC NEW      | CL A           | 571903202    | 2,193   | 112,765                             |                    |                            |                           |
| MARTIN MARIETTA MATLS INC  | COM            | 573284106    | 554   | 5,702                               |                    |                            |                           |
| MASCO CORP                 | COM            | 574599106    | 386   | 34,722                              |                    |                            |                           |
| MASSEY ENERGY CORP         | COM            | 576206106    | 183   | 13,267                              |                    |                            |                           |

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|                     |             |           |        |         |
|---------------------|-------------|-----------|--------|---------|
| MASTERCARD INC      | CL A        | 57636Q104 | 2,467  | 17,258  |
| MATTEL INC          | COM         | 577081102 | 1,903  | 118,921 |
| MCAFEE INC          | COM         | 579064106 | 807    | 23,349  |
| MCCLATCHY CO        | CL A        | 579489105 | 9      | 11,623  |
| MCCORMICK & CO INC  | COM NON VTG | 579780206 | 833    | 26,147  |
| MCDERMOTT INTL INC  | COM         | 580037109 | 804    | 81,379  |
| MCDONALDS CORP      | COM         | 580135101 | 25,849 | 415,648 |
| MCGRAW HILL COS INC | COM         | 580645109 | 1,530  | 65,993  |

| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:       | ITEM 5:          | ITEM 6:           |                 |
|------------------------------|----------------|--------------|---------------|------------------|-------------------|-----------------|
|                              |                |              | PENSION       | INV. DISCRETION  |                   |                 |
|                              |                |              | FAIR          | SHARES           | (B)               |                 |
|                              |                |              | MARKET        | OR               | SHARED            | (C) MA          |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | VALUE (\$000) | PRINCIPAL AMOUNT | (A) SOLE INSTR. V | SHARED OTHER IN |
| MCKESSON CORP                | COM            | 58155Q103    | 4,009         | 103,517          |                   |                 |
| MEADWESTVACO CORP            | COM            | 583334107    | 960           | 85,813           |                   |                 |
| MEDCO HEALTH SOLUTIONS INC   | COM            | 58405U102    | 8,751         | 208,805          |                   |                 |
| MEDTRONIC INC                | COM            | 585055106    | 13,198        | 420,038          |                   |                 |
| MENTOR GRAPHICS CORP         | COM            | 587200106    | 240           | 46,493           |                   |                 |
| MERCK & CO INC               | COM            | 589331107    | 16,477        | 541,995          |                   |                 |
| MERRILL LYNCH & CO INC       | COM            | 590188108    | 2,089         | 179,463          |                   |                 |
| METAVANTE TECHNOLOGIES INC   | COM            | 591407101    | 457           | 28,388           |                   |                 |
| METLIFE INC                  | COM            | 59156R108    | 6,424         | 184,271          |                   |                 |
| METROPCS COMMUNICATIONS INC  | COM            | 591708102    | 537           | 36,138           |                   |                 |
| METTLER TOLEDO INTERNATIONAL | COM            | 592688105    | 506           | 7,508            |                   |                 |
| MICROSOFT CORP               | COM            | 594918104    | 51,061        | 2,626,601        |                   |                 |
| MICROCHIP TECHNOLOGY INC     | COM            | 595017104    | 530           | 27,140           |                   |                 |
| MICRON TECHNOLOGY INC        | COM            | 595112103    | 309           | 116,914          |                   |                 |
| MILLIPORE CORP               | COM            | 601073109    | 416           | 8,076            |                   |                 |
| MIRANT CORP NEW              | COM            | 60467R100    | 810           | 42,950           |                   |                 |
| MOHAWK INDS INC              | COM            | 608190104    | 432           | 10,048           |                   |                 |
| MOLEX INC                    | COM            | 608554101    | 351           | 24,201           |                   |                 |
| MOLSON COORS BREWING CO      | CL B           | 60871R209    | 1,344         | 27,479           |                   |                 |
| MONSANTO CO NEW              | COM            | 61166W101    | 15,728        | 223,565          |                   |                 |
| MONSTER WORLDWIDE INC        | COM            | 611742107    | 363           | 29,990           |                   |                 |
| MOODYS CORP                  | COM            | 615369105    | 1,143         | 56,886           |                   |                 |
| MORGAN STANLEY               | COM NEW        | 617446448    | 4,395         | 273,987          |                   |                 |
| MOSAIC CO                    | COM            | 61945A107    | 842           | 24,322           |                   |                 |
| MOTOROLA INC                 | COM            | 620076109    | 2,175         | 490,908          |                   |                 |
| MURPHY OIL CORP              | COM            | 626717102    | 1,235         | 27,858           |                   |                 |
| MYLAN INC                    | COM            | 628530107    | 772           | 78,069           |                   |                 |
| NCR CORP NEW                 | COM            | 62886E108    | 1,024         | 72,439           |                   |                 |
| NII HLDGS INC                | CL B NEW       | 62913F201    | 1,123         | 61,780           |                   |                 |
| NRG ENERGY INC               | COM NEW        | 629377508    | 413           | 17,708           |                   |                 |
| NVR INC                      | COM            | 62944T105    | 253           | 554              |                   |                 |
| NYSE EURONEXT                | COM            | 629491101    | 1,543         | 56,354           |                   |                 |
| NALCO HOLDING COMPANY        | COM            | 62985Q101    | 225           | 19,523           |                   |                 |
| NASDAQ OMX GROUP INC         | COM            | 631103108    | 1,081         | 43,734           |                   |                 |
| NATIONAL CITY CORP           | COM            | 635405103    | 399           | 220,677          |                   |                 |
| NATIONAL HEALTH INVS INC     | COM            | 63633D104    | 234           | 8,517            |                   |                 |
| NATIONAL INSTRS CORP         | COM            | 636518102    | 202           | 8,306            |                   |                 |
| NATIONAL OILWELL VARCO INC   | COM            | 637071101    | 2,804         | 114,715          |                   |                 |

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|                             |      |           |       |        |
|-----------------------------|------|-----------|-------|--------|
| NATIONAL SEMICONDUCTOR CORP | COM  | 637640103 | 936   | 92,987 |
| NATIONWIDE FINL SVCS INC    | CL A | 638612101 | 3,046 | 58,346 |

| ITEM 1:                      | ITEM 2:        | ITEM 3:   | ITEM 4: | ITEM 5:   | ITEM 6:         | ITEM 7:        |
|------------------------------|----------------|-----------|---------|-----------|-----------------|----------------|
|                              |                |           |         |           | INV. DISCRETION |                |
|                              |                |           | PENSION | SHARES    | (B)             |                |
|                              |                |           | FAIR    | OR        | SHARED (C)      |                |
|                              |                |           | MARKET  | PRINCIPAL | (A)             | AS DEF. SHARED |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE   | AMOUNT    | SOLE INSTR. V   | OTHER IN       |
| -----                        |                |           |         |           |                 |                |
| NETAPP INC                   | COM            | 64110D104 | 1,616   | 115,688   |                 |                |
| NEUSTAR INC                  | CL A           | 64126X201 | 217     | 11,363    |                 |                |
| NEW YORK CMNTY BANCORP INC   | COM            | 649445103 | 130     | 10,883    |                 |                |
| NEWELL RUBBERMAID INC        | COM            | 651229106 | 328     | 33,557    |                 |                |
| NEWMONT MINING CORP          | COM            | 651639106 | 4,955   | 121,748   |                 |                |
| NEWS CORP                    | CL A           | 65248E104 | 5,888   | 647,705   |                 |                |
| NIKE INC                     | CL B           | 654106103 | 9,493   | 186,144   |                 |                |
| NISOURCE INC                 | COM            | 65473P105 | 266     | 24,221    |                 |                |
| NOKIA CORP                   | SPONSORED ADR  | 654902204 | 646     | 41,384    |                 |                |
| NOBLE ENERGY INC             | COM            | 655044105 | 331     | 6,731     |                 |                |
| NORDSTROM INC                | COM            | 655664100 | 890     | 66,888    |                 |                |
| NORFOLK SOUTHERN CORP        | COM            | 655844108 | 5,000   | 106,277   |                 |                |
| NORTHEAST UTILS              | COM            | 664397106 | 1,050   | 43,658    |                 |                |
| NORTHERN TR CORP             | COM            | 665859104 | 6,430   | 123,332   |                 |                |
| NORTHROP GRUMMAN CORP        | COM            | 666807102 | 3,431   | 76,169    |                 |                |
| NOVELL INC                   | COM            | 670006105 | 114     | 29,362    |                 |                |
| NSTAR                        | COM            | 67019E107 | 689     | 18,872    |                 |                |
| NUANCE COMMUNICATIONS INC    | COM            | 67020Y100 | 295     | 28,518    |                 |                |
| NUCOR CORP                   | COM            | 670346105 | 4,660   | 100,859   |                 |                |
| NVIDIA CORP                  | COM            | 67066G104 | 1,994   | 247,109   |                 |                |
| NV ENERGY INC                | COM            | 67073Y106 | 335     | 33,918    |                 |                |
| OGE ENERGY CORP              | COM            | 670837103 | 575     | 22,285    |                 |                |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105 | 22,596  | 376,656   |                 |                |
| OCEANEERING INTL INC         | COM            | 675232102 | 260     | 8,923     |                 |                |
| OFFICE DEPOT INC             | COM            | 676220106 | 119     | 39,923    |                 |                |
| OMNICOM GROUP INC            | COM            | 681919106 | 4,891   | 181,678   |                 |                |
| ON SEMICONDUCTOR CORP        | COM            | 682189105 | 203     | 59,716    |                 |                |
| ORACLE CORP                  | COM            | 68389X105 | 24,079  | 1,358,098 |                 |                |
| O REILLY AUTOMOTIVE INC      | COM            | 686091109 | 367     | 11,950    |                 |                |
| OVERSEAS SHIPHOLDING GROUP I | COM            | 690368105 | 725     | 17,218    |                 |                |
| OWENS ILL INC                | COM NEW        | 690768403 | 294     | 10,762    |                 |                |
| PG&E CORP                    | COM            | 69331C108 | 5,202   | 134,394   |                 |                |
| PMI GROUP INC                | COM            | 69344M101 | 38      | 19,390    |                 |                |
| PNC FINL SVCS GROUP INC      | COM            | 693475105 | 3,928   | 80,159    |                 |                |
| PPG INDS INC                 | COM            | 693506107 | 1,213   | 28,592    |                 |                |
| PPL CORP                     | COM            | 69351T106 | 5,995   | 195,355   |                 |                |
| PACCAR INC                   | COM            | 693718108 | 2,730   | 95,455    |                 |                |
| PACKAGING CORP AMER          | COM            | 695156109 | 172     | 12,809    |                 |                |
| PALL CORP                    | COM            | 696429307 | 511     | 17,968    |                 |                |
| PANERA BREAD CO              | CL A           | 69840W108 | 204     | 3,896     |                 |                |

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| ITEM 1:                      | ITEM 2:        | ITEM 3:      | ITEM 4:       | ITEM 5:          | ITEM 6:           |                     |
|------------------------------|----------------|--------------|---------------|------------------|-------------------|---------------------|
|                              |                |              |               |                  | INV. DISCRETION   |                     |
|                              |                |              | PENSION       |                  | -----             |                     |
|                              |                |              | FAIR          | SHARES           | (B)               |                     |
|                              |                |              | MARKET        | OR               | SHARED            | (C) MA              |
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | VALUE (\$000) | PRINCIPAL AMOUNT | (A) SOLE INSTR. V | (C) SHARED OTHER IN |
| -----                        |                |              |               |                  |                   |                     |
| PARKER HANNIFIN CORP         | COM            | 701094104    | 2,084         | 48,986           |                   |                     |
| PATRIOT COAL CORP            | COM            | 70336T104    | 94            | 15,091           |                   |                     |
| PATTERSON COMPANIES INC      | COM            | 703395103    | 334           | 17,797           |                   |                     |
| PATTERSON UTI ENERGY INC     | COM            | 703481101    | 183           | 15,875           |                   |                     |
| PAYCHEX INC                  | COM            | 704326107    | 2,988         | 113,685          |                   |                     |
| PEABODY ENERGY CORP          | COM            | 704549104    | 1,735         | 76,243           |                   |                     |
| PENN NATL GAMING INC         | COM            | 707569109    | 212           | 9,909            |                   |                     |
| PENNEY J C INC               | COM            | 708160106    | 1,015         | 51,531           |                   |                     |
| PENTAIR INC                  | COM            | 709631105    | 294           | 12,408           |                   |                     |
| PEOPLES UNITED FINANCIAL INC | COM            | 712704105    | 196           | 10,966           |                   |                     |
| PEPSI BOTTLING GROUP INC     | COM            | 713409100    | 1,696         | 75,361           |                   |                     |
| PEPSIAMERICAS INC            | COM            | 71343P200    | 826           | 40,588           |                   |                     |
| PEPSICO INC                  | COM            | 713448108    | 28,454        | 519,523          |                   |                     |
| PERRIGO CO                   | COM            | 714290103    | 369           | 11,418           |                   |                     |
| PETROHAWK ENERGY CORP        | COM            | 716495106    | 595           | 38,064           |                   |                     |
| PETSMART INC                 | COM            | 716768106    | 345           | 18,683           |                   |                     |
| PFIZER INC                   | COM            | 717081103    | 28,816        | 1,627,079        |                   |                     |
| PHARMACEUTICAL PROD DEV INC  | COM            | 717124101    | 454           | 15,659           |                   |                     |
| PHILIP MORRIS INTL INC       | COM            | 718172109    | 31,427        | 722,297          |                   |                     |
| PINNACLE WEST CAP CORP       | COM            | 723484101    | 601           | 18,694           |                   |                     |
| PIONEER NAT RES CO           | COM            | 723787107    | 657           | 40,578           |                   |                     |
| PITNEY BOWES INC             | COM            | 724479100    | 718           | 28,175           |                   |                     |
| PLAINS EXPL& PRODTN CO       | COM            | 726505100    | 341           | 14,676           |                   |                     |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108    | 411           | 11,830           |                   |                     |
| POLO RALPH LAUREN CORP       | CL A           | 731572103    | 373           | 8,221            |                   |                     |
| PRAXAIR INC                  | COM            | 74005P104    | 5,948         | 100,201          |                   |                     |
| PRECISION CASTPARTS CORP     | COM            | 740189105    | 4,376         | 73,566           |                   |                     |
| PRICE T ROWE GROUP INC       | COM            | 74144T108    | 1,349         | 38,069           |                   |                     |
| PRICELINE COM INC            | COM NEW        | 741503403    | 803           | 10,902           |                   |                     |
| PRIDE INTL INC DEL           | COM            | 74153Q102    | 309           | 19,325           |                   |                     |
| PRINCIPAL FINANCIAL GROUP IN | COM            | 74251V102    | 623           | 27,599           |                   |                     |
| PROCTER & GAMBLE CO          | COM            | 742718109    | 48,011        | 776,622          |                   |                     |
| PROGRESS ENERGY INC          | COM            | 743263105    | 707           | 17,742           |                   |                     |
| PROGRESSIVE CORP OHIO        | COM            | 743315103    | 1,925         | 129,951          |                   |                     |
| PROLOGIS                     | SH BEN INT     | 743410102    | 480           | 34,531           |                   |                     |
| PRUDENTIAL FINL INC          | COM            | 744320102    | 2,461         | 81,339           |                   |                     |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106    | 5,141         | 176,246          |                   |                     |
| PUBLIC STORAGE               | COM            | 74460D109    | 3,636         | 45,737           |                   |                     |
| PULTE HOMES INC              | COM            | 745867101    | 914           | 83,629           |                   |                     |
| QLOGIC CORP                  | COM            | 747277101    | 240           | 17,827           |                   |                     |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6:         |  |
|---------|---------|---------|---------|---------|-----------------|--|
|         |         |         |         |         | INV. DISCRETION |  |
|         |         |         | PENSION |         | -----           |  |

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| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | FAIR                 | SHARES              | (B)              | (C)          | MA |
|------------------------------|----------------|--------------|----------------------|---------------------|------------------|--------------|----|
|                              |                |              | MARKET VALUE (\$000) | OR PRINCIPAL AMOUNT | SHARED AS DEF. V | SHARED OTHER | IN |
| QUALCOMM INC                 | COM            | 747525103    | 19,127               | 533,816             |                  |              |    |
| QUANTA SVCS INC              | COM            | 74762E102    | 460                  | 23,225              |                  |              |    |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100    | 1,036                | 19,950              |                  |              |    |
| QUEST RESOURCE CORP          | COM NEW        | 748349305    | 15                   | 33,087              |                  |              |    |
| QUESTAR CORP                 | COM            | 748356102    | 2,665                | 81,535              |                  |              |    |
| QUICKSILVER RESOURCES INC    | COM            | 74837R104    | 156                  | 27,963              |                  |              |    |
| QWEST COMMUNICATIONS INTL IN | COM            | 749121109    | 777                  | 213,576             |                  |              |    |
| RPM INTL INC                 | COM            | 749685103    | 271                  | 20,372              |                  |              |    |
| RADIAN GROUP INC             | COM            | 750236101    | 181                  | 49,111              |                  |              |    |
| RAMBUS INC DEL               | COM            | 750917106    | 243                  | 15,288              |                  |              |    |
| RANGE RES CORP               | COM            | 75281A109    | 784                  | 22,788              |                  |              |    |
| RAYTHEON CO                  | COM NEW        | 755111507    | 5,622                | 110,142             |                  |              |    |
| RED HAT INC                  | COM            | 756577102    | 830                  | 62,815              |                  |              |    |
| REGIONAL BK HOLDRS TR        | DEPOSITRY RCPT | 75902E100    | 5,392                | 71,300              |                  |              |    |
| REGIONS FINANCIAL CORP NEW   | COM            | 7591EP100    | 175                  | 22,047              |                  |              |    |
| RELIANT ENERGY INC           | COM            | 75952B105    | 63                   | 10,967              |                  |              |    |
| REPUBLIC SVCS INC            | COM            | 760759100    | 755                  | 30,439              |                  |              |    |
| RESMED INC                   | COM            | 761152107    | 425                  | 11,327              |                  |              |    |
| REYNOLDS AMERICAN INC        | COM            | 761713106    | 958                  | 23,766              |                  |              |    |
| RITE AID CORP                | COM            | 767754104    | 5                    | 16,784              |                  |              |    |
| ROBERT HALF INTL INC         | COM            | 770323103    | 745                  | 35,764              |                  |              |    |
| ROCKWELL AUTOMATION INC      | COM            | 773903109    | 1,876                | 58,181              |                  |              |    |
| ROCKWELL COLLINS INC         | COM            | 774341101    | 2,133                | 54,568              |                  |              |    |
| ROHM & HAAS CO               | COM            | 775371107    | 1,737                | 28,113              |                  |              |    |
| ROPER INDS INC NEW           | COM            | 776696106    | 1,922                | 44,271              |                  |              |    |
| ROSS STORES INC              | COM            | 778296103    | 1,314                | 44,201              |                  |              |    |
| RYDER SYS INC                | COM            | 783549108    | 571                  | 14,725              |                  |              |    |
| SBA COMMUNICATIONS CORP      | COM            | 78388J106    | 343                  | 20,996              |                  |              |    |
| SEI INVESTMENTS CO           | COM            | 784117103    | 1,833                | 116,667             |                  |              |    |
| SLM CORP                     | COM            | 78442P106    | 842                  | 94,618              |                  |              |    |
| SPX CORP                     | COM            | 784635104    | 706                  | 17,422              |                  |              |    |
| SAFEWAY INC                  | COM NEW        | 786514208    | 330                  | 13,894              |                  |              |    |
| ST JOE CO                    | COM            | 790148100    | 288                  | 11,835              |                  |              |    |
| ST JUDE MED INC              | COM            | 790849103    | 2,204                | 66,873              |                  |              |    |
| SALESFORCE COM INC           | COM            | 79466L302    | 877                  | 27,386              |                  |              |    |
| SANDISK CORP                 | COM            | 80004C101    | 340                  | 35,456              |                  |              |    |
| SANDRIDGE ENERGY INC         | COM            | 80007P307    | 98                   | 15,986              |                  |              |    |
| SARA LEE CORP                | COM            | 803111103    | 219                  | 22,412              |                  |              |    |
| SCHEIN HENRY INC             | COM            | 806407102    | 1,595                | 43,477              |                  |              |    |
| SCHERING PLOUGH CORP         | COM            | 806605101    | 7,167                | 420,830             |                  |              |    |

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | FAIR                 | SHARES              | (B)              | (C)          | MA |
|----------------|----------------|--------------|----------------------|---------------------|------------------|--------------|----|
|                |                |              | MARKET VALUE (\$000) | OR PRINCIPAL AMOUNT | SHARED AS DEF. V | SHARED OTHER | IN |
|                |                |              |                      |                     |                  |              |    |



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|                              |              |           |        |         |
|------------------------------|--------------|-----------|--------|---------|
| SCHLUMBERGER LTD             | COM          | 806857108 | 13,491 | 318,719 |
| SCHWAB CHARLES CORP NEW      | COM          | 808513105 | 4,172  | 257,982 |
| SEARS HLDGS CORP             | COM          | 812350106 | 889    | 22,882  |
| SELECT SECTOR SPDR TR        | SBI INT-FINL | 81369Y605 | 6,435  | 514,000 |
| SEMPRA ENERGY                | COM          | 816851109 | 810    | 18,999  |
| SEPRACOR INC                 | COM          | 817315104 | 174    | 15,805  |
| SHAW GROUP INC               | COM          | 820280105 | 249    | 12,143  |
| SHERWIN WILLIAMS CO          | COM          | 824348106 | 2,679  | 44,834  |
| SIGMA ALDRICH CORP           | COM          | 826552101 | 1,556  | 36,830  |
| SIMON PPTY GROUP INC NEW     | COM          | 828806109 | 4,136  | 77,844  |
| SIRIUS XM RADIO INC          | COM          | 82967N108 | 60     | 501,923 |
| SMITH INTL INC               | COM          | 832110100 | 1,592  | 69,556  |
| SNAP ON INC                  | COM          | 833034101 | 758    | 19,239  |
| SONOCO PRODS CO              | COM          | 835495102 | 287    | 12,401  |
| SOUTHERN CO                  | COM          | 842587107 | 3,749  | 101,325 |
| SOUTHERN COPPER CORP         | COM          | 84265V105 | 1,017  | 63,306  |
| SOUTHWEST AIRLS CO           | COM          | 844741108 | 526    | 61,001  |
| SOUTHWEST GAS CORP           | COM          | 844895102 | 893    | 35,420  |
| SOUTHWESTERN ENERGY CO       | COM          | 845467109 | 1,533  | 52,934  |
| SOVEREIGN BANCORP INC        | COM          | 845905108 | 60     | 20,113  |
| SPECTRA ENERGY CORP          | COM          | 847560109 | 2,971  | 188,747 |
| SPRINT NEXTEL CORP           | COM SER 1    | 852061100 | 1,115  | 609,102 |
| STANLEY WKS                  | COM          | 854616109 | 824    | 24,154  |
| STAPLES INC                  | COM          | 855030102 | 4,255  | 237,455 |
| STARBUCKS CORP               | COM          | 855244109 | 3,095  | 327,142 |
| STARWOOD HOTELS&RESORTS WRLD | COM          | 85590A401 | 1,267  | 70,776  |
| STATE STR CORP               | COM          | 857477103 | 2,467  | 62,738  |
| STEEL DYNAMICS INC           | COM          | 858119100 | 865    | 77,385  |
| STERICYCLE INC               | COM          | 858912108 | 895    | 17,188  |
| STRAYER ED INC               | COM          | 863236105 | 447    | 2,086   |
| STRYKER CORP                 | COM          | 863667101 | 4,282  | 107,177 |
| SUN MICROSYSTEMS INC         | COM NEW      | 866810203 | 373    | 97,649  |
| SUNOCO INC                   | COM          | 86764P109 | 508    | 11,679  |
| SUNPOWER CORP                | COM CL A     | 867652109 | 537    | 14,516  |
| SUNTRUST BKS INC             | COM          | 867914103 | 2,827  | 95,700  |
| SUPERIOR ENERGY SVCS INC     | COM          | 868157108 | 195    | 12,272  |
| SUPERVALU INC                | COM          | 868536103 | 855    | 58,538  |
| SYMANTEC CORP                | COM          | 871503108 | 2,356  | 174,288 |
| SYNOPSIS INC                 | COM          | 871607107 | 884    | 47,713  |
| SYSCO CORP                   | COM          | 871829107 | 2,026  | 88,314  |

| ITEM 1:                 | ITEM 2:        | ITEM 3:      | ITEM 4:                           | ITEM 5:                    | ITEM 6:         | ITEM 7:              |                     |
|-------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|----------------------|---------------------|
| NAME OF ISSUER          | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |                      |                     |
|                         |                |              |                                   |                            | (A) SOLE INSTR. | (B) SHARED AS DEF. V | (C) SHARED OTHER IN |
| TD AMERITRADE HLDG CORP | COM            | 87236Y108    | 1,722                             | 120,864                    |                 |                      |                     |
| TJX COS INC NEW         | COM            | 872540109    | 3,498                             | 170,060                    |                 |                      |                     |
| TARGET CORP             | COM            | 87612E106    | 8,930                             | 258,616                    |                 |                      |                     |
| TAUBMAN CTRS INC        | COM            | 876664103    | 269                               | 10,575                     |                 |                      |                     |
| TECH DATA CORP          | COM            | 878237106    | 426                               | 23,908                     |                 |                      |                     |
| TECHNE CORP             | COM            | 878377100    | 366                               | 5,672                      |                 |                      |                     |

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|                              |         |           |        |         |
|------------------------------|---------|-----------|--------|---------|
| TELEPHONE & DATA SYS INC     | COM     | 879433100 | 1,659  | 52,257  |
| TELEPHONE & DATA SYS INC     | SPL COM | 879433860 | 435    | 15,498  |
| TELLABS INC                  | COM     | 879664100 | 52     | 12,571  |
| TEMPLE INLAND INC            | COM     | 879868107 | 86     | 18,014  |
| TENET HEALTHCARE CORP        | COM     | 88033G100 | 53     | 46,072  |
| TERADATA CORP DEL            | COM     | 88076W103 | 383    | 25,820  |
| TERADYNE INC                 | COM     | 880770102 | 75     | 17,787  |
| TEREX CORP NEW               | COM     | 880779103 | 300    | 17,314  |
| TERRA INDS INC               | COM     | 880915103 | 307    | 18,402  |
| TETRA TECHNOLOGIES INC DEL   | COM     | 88162F105 | 53     | 10,940  |
| TEXAS INSTRS INC             | COM     | 882508104 | 7,805  | 502,909 |
| TEXTRON INC                  | COM     | 883203101 | 1,062  | 76,598  |
| THERMO FISHER SCIENTIFIC INC | COM     | 883556102 | 2,098  | 61,570  |
| THOMAS & BETTS CORP          | COM     | 884315102 | 1,413  | 58,828  |
| THOR INDS INC                | COM     | 885160101 | 235    | 17,829  |
| 3M CO                        | COM     | 88579Y101 | 13,505 | 234,700 |
| TICKETMASTER ENTMT INC       | COM     | 88633P302 | 108    | 16,814  |
| TIDEWATER INC                | COM     | 886423102 | 813    | 20,191  |
| TIFFANY & CO NEW             | COM     | 886547108 | 437    | 18,493  |
| TIM HORTONS INC              | COM     | 88706M103 | 781    | 27,092  |
| TIME WARNER INC              | COM     | 887317105 | 8,891  | 883,755 |
| TIME WARNER CABLE INC        | CL A    | 88732J108 | 296    | 13,823  |
| TIMKEN CO                    | COM     | 887389104 | 235    | 11,984  |
| TORONTO DOMINION BK ONT      | COM NEW | 891160509 | 465    | 12,969  |
| TOTAL SYS SVCS INC           | COM     | 891906109 | 335    | 23,961  |
| TRAVELERS COMPANIES INC      | COM     | 89417E109 | 9,695  | 214,487 |
| TRIMBLE NAVIGATION LTD       | COM     | 896239100 | 384    | 17,768  |
| TUPPERWARE BRANDS CORP       | COM     | 899896104 | 476    | 20,981  |
| TYSON FOODS INC              | CL A    | 902494103 | 116    | 13,275  |
| UST INC                      | COM     | 902911106 | 2,086  | 30,068  |
| US BANCORP DEL               | COM NEW | 902973304 | 14,581 | 583,024 |
| ULTRA PETROLEUM CORP         | COM     | 903914109 | 460    | 13,328  |
| UNION PAC CORP               | COM     | 907818108 | 9,098  | 190,330 |
| UNISYS CORP                  | COM     | 909214108 | 29     | 33,726  |

| ITEM 1:                     | ITEM 2:        | ITEM 3:      | ITEM 4:                                       | ITEM 5:                             | ITEM 6:              | ITEM 7:                                     |
|-----------------------------|----------------|--------------|---|-------------------------------------|----------------------|---|
| NAME OF ISSUER              | TITLE OF CLASS | CUSIP NUMBER | PENSION<br>FAIR<br>MARKET<br>VALUE<br>(\$000) | SHARES<br>OR<br>PRINCIPAL<br>AMOUNT | INV. DISCRETION      |   |
|                             |                |              |   |                                     | (A)<br>SOLE INSTR. V | (B)<br>SHARED<br>AS DEF. SHARED<br>OTHER IN |
| UNITED ONLINE INC           | COM            | 911268100    | 115   | 18,937                              |                      |   |
| UNITED PARCEL SERVICE INC   | CL B           | 911312106    | 10,713  | 194,218                             |                      |   |
| UNITED STATES CELLULAR CORP | COM            | 911684108    | 560   | 12,948                              |                      |   |
| UNITED STATES STL CORP NEW  | COM            | 912909108    | 870   | 23,383                              |                      |   |
| UNITED TECHNOLOGIES CORP    | COM            | 913017109    | 13,863  | 258,631                             |                      |   |
| UNITEDHEALTH GROUP INC      | COM            | 91324P102    | 7,473   | 280,945                             |                      |   |
| UNUM GROUP                  | COM            | 91529Y106    | 204   | 10,976                              |                      |   |
| URBAN OUTFITTERS INC        | COM            | 917047102    | 249   | 16,646                              |                      |   |
| VCA ANTECH INC              | COM            | 918194101    | 246   | 12,360                              |                      |   |
| V F CORP                    | COM            | 918204108    | 2,904   | 53,025                              |                      |   |
| VALERO ENERGY CORP NEW      | COM            | 91913Y100    | 1,116   | 51,592                              |                      |   |
| VARIAN MED SYS INC          | COM            | 92220P105    | 1,333   | 38,041                              |                      |   |

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|                              |            |           |        |         |
|------------------------------|------------|-----------|--------|---------|
| VARIAN SEMICONDUCTOR EQUIPMN | COM        | 922207105 | 197    | 10,858  |
| VENTAS INC                   | COM        | 92276F100 | 228    | 6,778   |
| VERISIGN INC                 | COM        | 92343E102 | 545    | 28,550  |
| VERIZON COMMUNICATIONS INC   | COM        | 92343V104 | 20,230 | 596,765 |
| VERTEX PHARMACEUTICALS INC   | COM        | 92532F100 | 673    | 22,137  |
| VIACOM INC NEW               | CL B       | 92553P201 | 1,489  | 78,108  |
| VISA INC                     | COM CL A   | 92826C839 | 4,922  | 93,833  |
| VORNADO RLTY TR              | SH BEN INT | 929042109 | 260    | 4,316   |
| VULCAN MATLS CO              | COM        | 929160109 | 2,211  | 31,778  |
| WACHOVIA CORP NEW            | COM        | 929903102 | 2,551  | 460,538 |
| WADDELL & REED FINL INC      | CL A       | 930059100 | 196    | 12,706  |
| WAL MART STORES INC          | COM        | 931142103 | 37,867 | 675,480 |
| WALGREEN CO                  | COM        | 931422109 | 4,560  | 184,827 |
| WALTER INDS INC              | COM        | 93317Q105 | 196    | 11,183  |
| WASHINGTON POST CO           | CL B       | 939640108 | 529    | 1,356   |
| WASTE MGMT INC DEL           | COM        | 94106L109 | 4,679  | 141,202 |
| WATERS CORP                  | COM        | 941848103 | 1,196  | 32,631  |
| WATSON PHARMACEUTICALS INC   | COM        | 942683103 | 246    | 9,243   |
| WATTS WATER TECHNOLOGIES INC | CL A       | 942749102 | 480    | 19,217  |
| WELLCARE HEALTH PLANS INC    | COM        | 94946T106 | 439    | 34,121  |
| WELLPOINT INC                | COM        | 94973V107 | 6,369  | 151,183 |
| WELLS FARGO & CO NEW         | COM        | 949746101 | 26,625 | 903,150 |
| WESTERN DIGITAL CORP         | COM        | 958102105 | 1,896  | 165,593 |
| WESTERN UN CO                | COM        | 959802109 | 2,014  | 140,464 |
| WEYERHAEUSER CO              | COM        | 962166104 | 1,152  | 37,621  |
| WHIRLPOOL CORP               | COM        | 963320106 | 376    | 9,103   |
| WHITING PETE CORP NEW        | COM        | 966387102 | 208    | 6,202   |
| WHOLE FOODS MKT INC          | COM        | 966837106 | 194    | 20,544  |

| ITEM 1:                | ITEM 2:        | ITEM 3:      | ITEM 4:       | ITEM 5:          | ITEM 6:            | ITEM 7:    |           |
|------------------------|----------------|--------------|---------------|------------------|--------------------|------------|-----------|
|                        |                |              |               |                  | INV. DISCRETION    |            |           |
|                        |                |              | PENSION       |                  |                    |            |           |
|                        |                |              | FAIR          |                  | SHARES             |            |           |
|                        |                |              | MARKET        |                  | OR                 |            |           |
|                        |                |              | VALUE         |                  | PRINCIPAL          |            |           |
|                        |                |              | (\$000)       |                  | AMOUNT             |            |           |
|                        |                |              |               |                  | SOLE INSTR. V      |            |           |
|                        |                |              |               |                  | OTHER              |            |           |
|                        |                |              |               |                  | MA                 |            |           |
| NAME OF ISSUER         | TITLE OF CLASS | CUSIP NUMBER | VALUE (\$000) | PRINCIPAL AMOUNT | (A) AS DEF. SHARED | (B) SHARED | (C) OTHER |
| WILEY JOHN & SONS INC  | CL A           | 968223206    | 517           | 14,543           |                    |            |           |
| WILLIAMS COS INC DEL   | COM            | 969457100    | 1,633         | 112,802          |                    |            |           |
| WINDSTREAM CORP        | COM            | 97381W104    | 504           | 54,810           |                    |            |           |
| WISCONSIN ENERGY CORP  | COM            | 976657106    | 880           | 20,955           |                    |            |           |
| WYETH                  | COM            | 983024100    | 8,524         | 227,245          |                    |            |           |
| WYNDHAM WORLDWIDE CORP | COM            | 98310W108    | 95            | 14,494           |                    |            |           |
| WYNN RESORTS LTD       | COM            | 983134107    | 1,046         | 24,761           |                    |            |           |
| XTO ENERGY INC         | COM            | 98385X106    | 4,835         | 137,096          |                    |            |           |
| XCEL ENERGY INC        | COM            | 98389B100    | 2,600         | 140,160          |                    |            |           |
| XILINX INC             | COM            | 983919101    | 1,697         | 95,217           |                    |            |           |
| XEROX CORP             | COM            | 984121103    | 1,351         | 169,457          |                    |            |           |
| YAHOO INC              | COM            | 984332106    | 5,757         | 471,901          |                    |            |           |
| YUM BRANDS INC         | COM            | 988498101    | 6,017         | 191,014          |                    |            |           |
| ZIMMER HLDGS INC       | COM            | 98956P102    | 2,161         | 53,474           |                    |            |           |
| GRAND TOTAL            |                |              | 2,368,170     |                  |                    |            |           |
|                        |                |              | =====         |                  |                    |            |           |