

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

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

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

Form 13F

Form 13F COVER PAGE

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

Check here if Amendment ; Amendment Number-

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-04063

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

Person Signing this Report on Behalf of Reporting manager:

Name: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

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

Report Type (Check only one.):

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

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

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

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Form 13F SUMMARY PAGE

Report summary:

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

List of Other Included Managers:

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

GOLDMAN SACHS PRIME BROKERAGE

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

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

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

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

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

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

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AVON PRODS INC COM 054303102 2,607 65,941

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

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

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					PENSION FAIR	SHARES OR	

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

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CONSOLIDATED EDISON INC	COM	209115104	1,090	27,448		
CONSTELLATION BRANDS INC	CL A	21036P108	2,156	122,027		
CONSTELLATION ENERGY GROUP I	COM	210371100	7,466	84,580		

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

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

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

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

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

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

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

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

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

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

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

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

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

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			CUSIP		

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	INV. DISCRETION		
						(A)	(B)	(C)
						SHARED		
						AS DEF.	SHARED	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION MARKET VALUE (\$000)	FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	INSTR. V	OTHER

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XEROX CORP	COM	984121103	3,120	208,391
YAHOO INC	COM	984332106	15,411	532,711
YUM BRANDS INC	COM	988498101	7,329	196,961
ZEBRA TECHNOLOGIES CORP	CL A	989207105	366	10,984
ZIMMER HLDGS INC	COM	98956P102	6,063	77,874
ZIONS BANCORPORATION	COM	989701107	252	5,541

GRAND TOTAL			4,114,964	
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