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VERIZON COMMUNICATIONS INC
Form 13F-HR
August 09, 2006

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2006

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: 695 Main Street, 6th Floor

 Stamford, Connecticut 06901

Form 13F File Number: 28-04063

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: 203 965-3361

Signature, Place, and Date of Signing:

 /S/ David L. Beik Stamford, Connecticut 8/8/2006

 [Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 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).)

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// 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).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 1,029

Form 13F Information Table Value Total: 6,549,912

(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

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
June 30, 2006

| 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) | SHARED (B) | AS DEF. SHAR V OTHE (C) |
| ACE LTD | ORD | G0070K103 | 1,007 | 19,900 | X | | |
| COOPER INDS LTD | CL A | G24182100 | 4,367 | 47,000 | X | | |
| INGERSOLL-RAND COMPANY LTD | CL A | G4776G101 | 3,286 | 76,800 | X | | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 2,403 | 54,200 | X | | |
| NOBLE CORPORATION | SHS | G65422100 | 1,228 | 16,500 | X | | |
| TRANSOCEAN INC | ORD | G90078109 | 2,562 | 31,900 | X | | |
| WHITE MTNS INS GROUP LTD | COM | G9618E107 | 877 | 1,800 | X | | |
| ALCON INC | COM SHS | H01301102 | 729 | 7,400 | X | | |
| KERZNER INTERNATIONAL LTD | SHS | P6065Y107 | 1,744 | 22,000 | X | | |
| ROYAL CARIBBEAN CRUISES | | | | | | | |

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| | | | | | |
|---------------------------------|-----------------|-----------|--------|-----------|---|
| LTD | COM | V7780T103 | 1,228 | 32,100 | X |
| A D C TELECOMMUNICATIONS | COM NEW | 000886309 | 492 | 29,161 | X |
| AFLAC INC | COM | 001055102 | 9,556 | 206,166 | X |
| AGCO CORP | COM | 001084102 | 378 | 14,344 | X |
| AGL RES INC | COM | 001204106 | 450 | 11,806 | X |
| AES CORP | COM | 00130H105 | 5,151 | 279,193 | X |
| AMB PROPERTY CORP | COM | 00163T109 | 673 | 13,322 | X |
| AMR CORP | COM | 001765106 | 1,260 | 49,553 | X |
| AT&T INC | COM | 00206R102 | 44,942 | 1,611,419 | X |
| AVX CORP NEW | COM | 002444107 | 161 | 10,184 | X |
| ABBOTT LABS | COM | 002824100 | 40,544 | 929,706 | X |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 4,012 | 72,379 | X |
| ACTIVISION INC NEW | COM NEW | 004930202 | 2,500 | 219,723 | X |
| ACXIOM CORP | COM | 005125109 | 567 | 22,660 | X |
| ADESA INC | COM | 00686U104 | 527 | 23,712 | X |
| ADOBE SYS INC | COM | 00724F101 | 14,799 | 487,442 | X |
| ADVANCE AUTO PARTS INC | COM | 00751Y106 | 3,718 | 128,651 | X |
| ADVANCED MEDICAL OPTICS INC | COM | 00763M108 | 908 | 17,918 | X |
| AEROPOSTALE | COM | 007865108 | 1,031 | 35,700 | X |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 3,418 | 139,971 | X |
| AETNA INC NEW | COM | 00817Y108 | 11,603 | 290,580 | X |
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 3,453 | 66,911 | X |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 710 | 8,170 | X |
| AFFYMETRIX INC | COM | 00826T108 | 878 | 34,300 | X |
| AGERE SYS INC | COM | 00845V308 | 650 | 44,210 | X |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 3,554 | 112,597 | X |
| AIR PRODS & CHEMS INC | COM | 009158106 | 6,411 | 100,292 | X |
| AIRGAS INC | COM | 009363102 | 640 | 17,194 | X |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 1,458 | 40,288 | X |
| ALBEMARLE CORP | COM | 012653101 | 285 | 5,957 | X |
| ALBERTO CULVER CO | COM | 013068101 | 1,853 | 38,025 | X |
| ALCOA INC | COM | 013817101 | 11,275 | 348,434 | X |
| ALEXANDER & BALDWIN INC | COM | 014482103 | 297 | 6,708 | X |
| ALLEGHANY CORP DEL | COM | 017175100 | 3,174 | 11,486 | X |
| ALLEGHENY ENERGY INC | COM | 017361106 | 3,815 | 102,910 | X |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 1,854 | 26,777 | X |
| ALLERGAN INC | COM | 018490102 | 11,028 | 102,816 | X |
| ALLETE INC | COM NEW | 018522300 | 1,455 | 30,733 | X |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 2,035 | 34,598 | X |
| ALLIANT ENERGY CORP | COM | 018802108 | 942 | 27,473 | X |
| ALLIANT TECHSYSTEMS INC | COM | 018804104 | 687 | 8,998 | X |
| ALLIED CAP CORP NEW | COM | 01903Q108 | 1,924 | 66,890 | X |
| ALLIED WASTE INDS INC | COM PAR\$.01NEW | 019589308 | 447 | 39,349 | X |
| ALLSTATE CORP | COM | 020002101 | 26,312 | 480,755 | X |
| ALLTEL CORP | COM | 020039103 | 15,078 | 236,223 | X |

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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

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE (\$000) | PRINCIPAL AMOUNT | AS DEF. SHAR SOLE INSTR. V OTH |
|------------------------------|----------------|--------------|----------------------|------------------|-----------------------------------|
| ALTERA CORP | COM | 021441100 | 1,687 | 96,148 | X |
| ALTRIA GROUP INC | COM | 02209S103 | 87,024 | 1,185,135 | X |
| AMAZON COM INC | COM | 023135106 | 5,449 | 140,879 | X |
| AMBAC FINL GROUP INC | COM | 023139108 | 5,183 | 63,908 | X |
| AMEREN CORP | COM | 023608102 | 1,728 | 34,223 | X |
| AMERICA MOVIL S A DE C V | SPON ADR L SHS | 02364W105 | 622 | 18,700 | X |
| AMERICAN CAPITAL STRATEGIES | COM | 024937104 | 1,688 | 50,404 | X |
| AMERICAN EAGLE OUTFITTERS NE | COM | 02553E106 | 2,159 | 63,435 | X |
| AMERICAN ELEC PWR INC | COM | 025537101 | 4,617 | 134,791 | X |
| AMERICAN EXPRESS CO | COM | 025816109 | 33,572 | 630,819 | X |
| AMERICAN FINL GROUP INC OHIO | COM | 025932104 | 370 | 8,620 | X |
| AMERICAN INTL GROUP INC | COM | 026874107 | 60,883 | 1,031,044 | X |
| AMERICAN NATL INS CO | COM | 028591105 | 278 | 2,144 | X |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 1,192 | 61,174 | X |
| AMERICAN STD COS INC DEL | COM | 029712106 | 5,270 | 121,788 | X |
| AMERICAN TOWER CORP | CL A | 029912201 | 7,954 | 255,594 | X |
| AMERICREDIT CORP | COM | 03060R101 | 647 | 23,176 | X |
| AMERUS GROUP CO | COM | 03072M108 | 343 | 5,861 | X |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 5,320 | 126,915 | X |
| AMERIPRISE FINL INC | COM | 03076C106 | 4,572 | 102,348 | X |
| AMETEK INC NEW | COM | 031100100 | 6,460 | 136,346 | X |
| AMGEN INC | COM | 031162100 | 39,776 | 609,775 | X |
| AMPHENOL CORP NEW | CL A | 032095101 | 6,540 | 116,875 | X |
| AMSOUTH BANCORPORATION | COM | 032165102 | 1,389 | 52,513 | X |
| AMYLIN PHARMACEUTICALS INC | COM | 032346108 | 1,379 | 27,929 | X |
| ANADARKO PETE CORP | COM | 032511107 | 10,418 | 218,461 | X |
| ANALOG DEVICES INC | COM | 032654105 | 5,648 | 175,737 | X |
| ANDREW CORP | COM | 034425108 | 251 | 28,382 | X |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 12,789 | 280,531 | X |
| ANNALY MTG MGMT INC | COM | 035710409 | 316 | 24,642 | X |
| ANNTAYLOR STORES CORP | COM | 036115103 | 1,092 | 25,177 | X |
| AON CORP | COM | 037389103 | 1,682 | 48,305 | X |
| APACHE CORP | COM | 037411105 | 4,528 | 66,347 | X |
| APARTMENT INVT & MGMT CO | CL A | 03748R101 | 640 | 14,721 | X |
| APOLLO GROUP INC | CL A | 037604105 | 5,028 | 97,312 | X |
| APPLE COMPUTER INC | COM | 037833100 | 26,060 | 455,038 | X |
| APPLEBEES INTL INC | COM | 037899101 | 336 | 17,500 | X |
| APPLERA CORP | COM AP BIO GRP | 038020103 | 1,438 | 44,442 | X |
| APPLIED MATLS INC | COM | 038222105 | 12,817 | 787,257 | X |
| AQUA AMERICA INC | COM | 03836W103 | 1,851 | 81,239 | X |
| ARAMARK CORP | CL B | 038521100 | 1,023 | 30,905 | X |
| ARCH COAL INC | COM | 039380100 | 1,585 | 37,414 | X |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 8,667 | 209,948 | X |
| ARCHSTONE SMITH TR | COM | 039583109 | 6,165 | 121,190 | X |
| ARMOR HOLDINGS INC | COM | 042260109 | 249 | 4,536 | X |
| ARROW ELECTRS INC | COM | 042735100 | 1,050 | 32,596 | X |
| ASHLAND INC NEW | COM | 044209104 | 645 | 9,664 | X |
| ASSOCIATED BANC CORP | COM | 045487105 | 783 | 24,848 | X |
| ASSURANT INC | COM | 04621X108 | 5,949 | 122,907 | X |
| ASTORIA FINL CORP | COM | 046265104 | 664 | 21,803 | X |
| ATMEL CORP | COM | 049513104 | 361 | 65,091 | X |
| ATMOS ENERGY CORP | COM | 049560105 | 343 | 12,294 | X |
| AUTODESK INC | COM | 052769106 | 6,338 | 183,935 | X |
| AUTOLIV INC | COM | 052800109 | 1,548 | 27,357 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|---------------------------------|----------------|-----------------|---|----------------------------------|-----------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
| | | | | | (A) SOLE |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 11,771 | 259,569 | X |
| AUTONATION INC | COM | 05329W102 | 1,428 | 66,610 | X |
| AUTOZONE INC | COM | 053332102 | 2,872 | 32,563 | X |
| AVALONBAY CMNTYS INC | COM | 053484101 | 2,716 | 24,555 | X |
| AVAYA INC | COM | 053499109 | 920 | 80,578 | X |
| AVERY DENNISON CORP | COM | 053611109 | 1,462 | 25,185 | X |
| AVID TECHNOLOGY INC | COM | 05367P100 | 233 | 7,000 | X |
| AVNET INC | COM | 053807103 | 1,185 | 59,213 | X |
| AVON PRODS INC | COM | 054303102 | 7,916 | 255,361 | X |
| BB&T CORP | COM | 054937107 | 3,443 | 82,796 | X |
| BJS WHOLESALE CLUB INC | COM | 05548J106 | 764 | 26,955 | X |
| BJ SVCS CO | COM | 055482103 | 3,500 | 93,933 | X |
| BOK FINL CORP | COM NEW | 05561Q201 | 229 | 4,608 | X |
| BP PLC | SPONSORED ADR | 055622104 | 7,260 | 104,300 | X |
| BRE PROPERTIES INC | CL A | 05564E106 | 427 | 7,767 | X |
| BMC SOFTWARE INC | COM | 055921100 | 1,841 | 77,044 | X |
| BAKER HUGHES INC | COM | 057224107 | 12,681 | 154,931 | X |
| BALL CORP | COM | 058498106 | 3,155 | 85,168 | X |
| BANCORPSOUTH INC | COM | 059692103 | 327 | 12,015 | X |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 121,855 | 2,533,374 | X |
| BANK HAWAII CORP | COM | 062540109 | 2,927 | 59,013 | X |
| BANK NEW YORK INC | COM | 064057102 | 4,242 | 131,725 | X |
| BARD C R INC | COM | 067383109 | 11,995 | 163,738 | X |
| BARNES & NOBLE INC | COM | 067774109 | 2,178 | 59,680 | X |
| BARR PHARMACEUTICALS INC | COM | 068306109 | 1,578 | 33,080 | X |
| BAUSCH & LOMB INC | COM | 071707103 | 4,937 | 100,675 | X |
| BAXTER INTL INC | COM | 071813109 | 8,067 | 219,442 | X |
| BEA SYS INC | COM | 073325102 | 1,330 | 101,631 | X |
| BEAR STEARNS COS INC | COM | 073902108 | 24,960 | 178,181 | X |
| BEAZER HOMES USA INC | COM | 07556Q105 | 383 | 8,342 | X |
| BECKMAN COULTER INC | COM | 075811109 | 2,749 | 49,489 | X |
| BECTON DICKINSON & CO | COM | 075887109 | 15,633 | 255,735 | X |
| BED BATH & BEYOND INC | COM | 075896100 | 5,274 | 158,995 | X |
| BELLSOUTH CORP | COM | 079860102 | 29,155 | 805,391 | X |
| BELO CORP | COM SER A | 080555105 | 488 | 31,300 | X |
| BEMIS INC | COM | 081437105 | 1,371 | 44,790 | X |
| BERKLEY W R CORP | COM | 084423102 | 5,954 | 174,461 | X |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 9,899 | 108 | X |
| BEST BUY INC | COM | 086516101 | 12,313 | 224,528 | X |
| BIOMET INC | COM | 090613100 | 2,123 | 67,842 | X |
| BIOGEN IDEC INC | COM | 09062X103 | 3,277 | 70,744 | X |
| BLACK & DECKER CORP | COM | 091797100 | 9,286 | 109,944 | X |
| BLACKROCK INC | CL A | 09247X101 | 3,391 | 24,365 | X |
| BLOCK H & R INC | COM | 093671105 | 3,096 | 129,763 | X |

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|-------------------------|----------------|-----------|--------|---------|---|
| BOEING CO | COM | 097023105 | 37,737 | 460,709 | X |
| BORG WARNER INC | COM | 099724106 | 4,598 | 70,634 | X |
| BOSTON PROPERTIES INC | COM | 101121101 | 1,562 | 17,282 | X |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 8,084 | 480,021 | X |
| BOYD GAMING CORP | COM | 103304101 | 460 | 11,390 | X |
| BRANDYWINE RLTY TR | SH BEN INT NEW | 105368203 | 442 | 13,754 | X |
| BRINKER INTL INC | COM | 109641100 | 805 | 22,167 | X |
| BRINKS CO | COM | 109696104 | 645 | 11,432 | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 24,522 | 948,242 | X |
| BROADCOM CORP | CL A | 111320107 | 4,244 | 139,924 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|--|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR SOLE INSTR. V OTHE |
| BROWN & BROWN INC | COM | 115236101 | 3,205 | 109,696 | X |
| BROWN FORMAN CORP | CL B | 115637209 | 7,015 | 98,185 | X |
| BRUNSWICK CORP | COM | 117043109 | 722 | 21,700 | X |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 20,108 | 253,731 | X |
| CBL & ASSOC PPTYS INC | COM | 124830100 | 2,913 | 74,818 | X |
| CBS CORP NEW | CL B | 124857202 | 6,326 | 233,860 | X |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 1,201 | 48,224 | X |
| C D W CORP | COM | 12512N105 | 866 | 15,852 | X |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 6,810 | 127,764 | X |
| CIGNA CORP | COM | 125509109 | 10,730 | 108,919 | X |
| CIT GROUP INC | COM | 125581108 | 8,025 | 153,474 | X |
| CMS ENERGY CORP | COM | 125896100 | 434 | 33,521 | X |
| CNX GAS CORP | COM | 12618H309 | 219 | 7,285 | X |
| CSX CORP | COM | 126408103 | 5,731 | 81,367 | X |
| CVS CORP | COM | 126650100 | 19,212 | 625,782 | X |
| CA INC | COM | 12673P105 | 2,711 | 131,936 | X |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 2,238 | 104,358 | X |
| CABOT CORP | COM | 127055101 | 495 | 14,354 | X |
| CABOT OIL & GAS CORP | COM | 127097103 | 363 | 7,418 | X |
| CADENCE DESIGN SYSTEM INC | COM | 127387108 | 1,179 | 68,838 | X |
| CAMDEN PPTY TR | SH BEN INT | 133131102 | 649 | 8,828 | X |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 1,709 | 35,771 | X |
| CAMPBELL SOUP CO | COM | 134429109 | 4,798 | 129,280 | X |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 9,918 | 116,068 | X |
| CAPITALSOURCE INC | COM | 14055X102 | 489 | 20,832 | X |
| CARDINAL HEALTH INC | COM | 14149Y108 | 12,649 | 196,630 | X |
| CAREER EDUCATION CORP | COM | 141665109 | 846 | 28,304 | X |
| CAREMARK RX INC | COM | 141705103 | 7,314 | 146,659 | X |
| CARLISLE COS INC | COM | 142339100 | 598 | 7,540 | X |
| CARMAX INC | COM | 143130102 | 975 | 27,483 | X |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 1,966 | 47,100 | X |
| CARPENTER TECHNOLOGY CORP | COM | 144285103 | 749 | 6,483 | X |
| CARRAMERICA RLTY CORP | COM | 144418100 | 398 | 8,943 | X |

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|---------------------------------|-----------|-----------|--------|-----------|---|
| CATERPILLAR INC DEL | COM | 149123101 | 30,290 | 406,690 | X |
| CBOT HLDGS INC | CL A | 14984K106 | 1,650 | 13,799 | X |
| CELANESE CORP DEL | COM SER A | 150870103 | 326 | 15,967 | X |
| CELGENE CORP | COM | 151020104 | 6,670 | 140,628 | X |
| CENDANT CORP | COM | 151313103 | 11,202 | 687,644 | X |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 805 | 64,381 | X |
| CENTEX CORP | COM | 152312104 | 3,522 | 70,019 | X |
| CENTURYTEL INC | COM | 156700106 | 2,054 | 55,300 | X |
| CEPHALON INC | COM | 156708109 | 953 | 15,863 | X |
| CERIDIAN CORP NEW | COM | 156779100 | 898 | 36,728 | X |
| CERNER CORP | COM | 156782104 | 623 | 16,793 | X |
| CHARLES RIV LABS INTL INC | COM | 159864107 | 4,721 | 128,290 | X |
| CHECKFREE CORP NEW | COM | 162813109 | 1,243 | 25,082 | X |
| CHEESECAKE FACTORY INC | COM | 163072101 | 556 | 20,644 | X |
| CHEMTURA CORP | COM | 163893100 | 340 | 36,444 | X |
| CHENIERE ENERGY INC | COM NEW | 16411R208 | 558 | 14,314 | X |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 1,710 | 56,525 | X |
| CHEVRON CORP NEW | COM | 166764100 | 63,386 | 1,021,360 | X |
| CHICAGO MERCANTILE HLDGS INC | CL A | 167760107 | 16,672 | 33,944 | X |
| CHICOS FAS INC | COM | 168615102 | 2,889 | 107,070 | X |
| CHOICE HOTELS INTL INC | COM | 169905106 | 834 | 13,764 | X |

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| 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) INSTR. | (C) SHARED AS DEF. SHAR V OTHE |
| CHOICEPOINT INC | COM | 170388102 | 938 | 22,450 | X | | |
| CHUBB CORP | COM | 171232101 | 15,845 | 317,531 | X | | |
| CHURCH & DWIGHT INC | COM | 171340102 | 4,807 | 131,988 | X | | |
| CIENA CORP | COM | 171779101 | 497 | 103,336 | X | | |
| CIMAREX ENERGY CO | COM | 171798101 | 538 | 12,514 | X | | |
| CINCINNATI FINL CORP | COM | 172062101 | 1,544 | 32,834 | X | | |
| CIRCUIT CITY STORE INC | COM | 172737108 | 1,523 | 55,948 | X | | |
| CISCO SYS INC | COM | 17275R102 | 70,215 | 3,595,251 | X | | |
| CINTAS CORP | COM | 172908105 | 2,083 | 52,392 | X | | |
| CITIGROUP INC | COM | 172967101 | 131,720 | 2,729,950 | X | | |
| CITIZENS COMMUNICATIONS CO | COM | 17453B101 | 833 | 63,849 | X | | |
| CITRIX SYS INC | COM | 177376100 | 2,063 | 51,451 | X | | |
| CITY NATL CORP | COM | 178566105 | 743 | 11,409 | X | | |
| CLAIRES STORES INC | COM | 179584107 | 705 | 27,634 | X | | |
| CLARCOR INC | COM | 179895107 | 1,311 | 44,000 | X | | |
| CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 4,551 | 147,055 | X | | |
| CLOROX CO DEL | COM | 189054109 | 3,670 | 60,193 | X | | |
| COACH INC | COM | 189754104 | 10,838 | 362,490 | X | | |
| COCA COLA CO | COM | 191216100 | 46,199 | 1,073,907 | X | | |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 1,981 | 97,229 | X | | |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 8,662 | 128,568 | X | | |
| COLDWATER CREEK INC | COM | 193068103 | 418 | 15,618 | X | | |

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|---------------------------------|----------------|-----------|--------|-----------|---|
| COLGATE PALMOLIVE CO | COM | 194162103 | 9,843 | 164,323 | X |
| COLONIAL BANCGROUP INC | COM | 195493309 | 601 | 23,422 | X |
| COLONIAL PPTYS TR | COM SH BEN INT | 195872106 | 341 | 6,911 | X |
| COMCAST CORP NEW | CL A | 20030N101 | 20,323 | 620,744 | X |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 1,639 | 50,000 | X |
| COMERICA INC | COM | 200340107 | 5,383 | 103,548 | X |
| COMMERCE BANCORP INC NJ | COM | 200519106 | 3,226 | 90,446 | X |
| COMMERCE BANCSHARES INC | COM | 200525103 | 506 | 10,104 | X |
| COMMERCIAL METALS CO | COM | 201723103 | 467 | 18,182 | X |
| COMMUNITY HEALTH SYS INC NEW | COM | 203668108 | 1,432 | 38,955 | X |
| COMPASS BANCSHARES INC | COM | 20449H109 | 1,087 | 19,554 | X |
| COMPUTER SCIENCES CORP | COM | 205363104 | 6,751 | 139,016 | X |
| COMPUWARE CORP | COM | 205638109 | 388 | 57,980 | X |
| COMVERSE TECHNOLOGY INC | COM PAR \$0.10 | 205862402 | 1,904 | 96,309 | X |
| CONAGRA FOODS INC | COM | 205887102 | 2,010 | 90,924 | X |
| CON-WAY INC | COM | 205944101 | 783 | 13,508 | X |
| CONOCOPHILLIPS | COM | 20825C104 | 80,711 | 1,231,661 | X |
| CONSECO INC | COM NEW | 208464883 | 529 | 22,906 | X |
| CONSOL ENERGY INC | COM | 20854P109 | 2,956 | 63,272 | X |
| CONSOLIDATED EDISON INC | COM | 209115104 | 3,212 | 72,274 | X |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 9,414 | 376,557 | X |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 6,307 | 115,690 | X |
| CONTINENTAL AIRLS INC | CL B | 210795308 | 683 | 22,908 | X |
| CONVERGYS CORP | COM | 212485106 | 430 | 22,066 | X |
| COOPER COS INC | COM NEW | 216648402 | 638 | 14,402 | X |
| COPART INC | COM | 217204106 | 454 | 18,503 | X |
| CORN PRODS INTL INC | COM | 219023108 | 2,115 | 69,125 | X |
| CORNING INC | COM | 219350105 | 18,925 | 782,349 | X |
| CORPORATE EXECUTIVE BRD CO | COM | 21988R102 | 2,379 | 23,740 | X |
| CORRECTIONS CORP AMER NEW | COM NEW | 22025Y407 | 475 | 8,971 | X |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 14,293 | 250,187 | X |
| COUNTRYWIDE FINANCIAL CORP | COM | 222372104 | 16,654 | 437,335 | X |

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| 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. (A) | DISCRETION (B) | SHARED AS DEF. SHAR V OTH (C) |
| COVANCE INC | COM | 222816100 | 5,181 | 84,628 | X | | |
| COVANTA HLDG CORP | COM | 22282E102 | 526 | 29,818 | X | | |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 11,663 | 212,279 | X | | |
| CRANE CO | COM | 224399105 | 335 | 8,042 | X | | |
| CREE INC | COM | 225447101 | 449 | 18,880 | X | | |
| CROWN CASTLE INTL CORP | COM | 228227104 | 4,103 | 118,785 | X | | |
| CROWN HOLDINGS INC | COM | 228368106 | 681 | 43,742 | X | | |
| CULLEN FROST BANKERS INC | COM | 229899109 | 1,250 | 21,812 | X | | |
| CUMMINS INC | COM | 231021106 | 6,012 | 49,174 | X | | |
| CURTISS WRIGHT CORP | COM | 231561101 | 1,544 | 50,000 | X | | |
| CYPRESS SEMICONDUCTOR | | | | | | | |

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| | | | | | |
|--------------------------|------------|-----------|--------|-----------|---|
| CORP | COM | 232806109 | 507 | 34,866 | X |
| CYTEC INDS INC | COM | 232820100 | 335 | 6,240 | X |
| CYTYC CORP | COM | 232946103 | 758 | 29,874 | X |
| DPL INC | COM | 233293109 | 2,562 | 95,615 | X |
| DRS TECHNOLOGIES INC | COM | 23330X100 | 357 | 7,333 | X |
| D R HORTON INC | COM | 23331A109 | 1,570 | 65,926 | X |
| DST SYS INC DEL | COM | 233326107 | 1,287 | 21,628 | X |
| DTE ENERGY CO | COM | 233331107 | 3,574 | 87,721 | X |
| DADE BEHRING HLDGS INC | COM | 23342J206 | 2,963 | 71,157 | X |
| DANAHER CORP DEL | COM | 235851102 | 9,105 | 141,558 | X |
| DARDEN RESTAURANTS INC | COM | 237194105 | 3,898 | 98,933 | X |
| DAVITA INC | COM | 23918K108 | 4,978 | 100,171 | X |
| DEAN FOODS CO NEW | COM | 242370104 | 2,075 | 55,786 | X |
| DEERE & CO | COM | 244199105 | 7,543 | 90,342 | X |
| DEL MONTE FOODS CO | COM | 24522P103 | 340 | 30,235 | X |
| DELL INC | COM | 24702R101 | 45,693 | 1,868,078 | X |
| DENBURY RES INC | COM NEW | 247916208 | 984 | 31,066 | X |
| DENTSPLY INTL INC NEW | COM | 249030107 | 2,588 | 42,705 | X |
| DEVELOPERS DIVERSIFIED | | | | | |
| RLTY | COM | 251591103 | 1,700 | 32,586 | X |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 13,423 | 222,197 | X |
| DIAMOND OFFSHORE | | | | | |
| DRILLING IN | COM | 25271C102 | 6,201 | 73,879 | X |
| DICKS SPORTING GOODS INC | COM | 253393102 | 377 | 9,532 | X |
| DIEBOLD INC | COM | 253651103 | 655 | 16,122 | X |
| DILLARDS INC | CL A | 254067101 | 741 | 23,278 | X |
| DIRECTV GROUP INC | COM | 25459L106 | 3,725 | 225,764 | X |
| DISCOVERY HOLDING CO | CL A COM | 25468Y107 | 1,196 | 81,725 | X |
| DISNEY WALT CO | COM DISNEY | 254687106 | 42,282 | 1,409,394 | X |
| DOLBY LABORATORIES INC | COM | 25659T107 | 213 | 9,125 | X |
| DOLLAR GEN CORP | COM | 256669102 | 1,880 | 134,474 | X |
| DOLLAR TREE STORES INC | COM | 256747106 | 488 | 18,411 | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 12,088 | 161,624 | X |
| DONALDSON INC | COM | 257651109 | 3,125 | 92,254 | X |
| DONNELLEY R R & SONS CO | COM | 257867101 | 2,568 | 80,370 | X |
| DOVER CORP | COM | 260003108 | 2,605 | 52,703 | X |
| DOW CHEM CO | COM | 260543103 | 14,005 | 358,817 | X |
| DOW JONES & CO INC | COM | 260561105 | 590 | 16,852 | X |
| DREAMWORKS ANIMATION SKG | | | | | |
| INC | CL A | 26153C103 | 205 | 8,933 | X |
| DU PONT E I DE NEMOURS & | | | | | |
| CO | COM | 263534109 | 15,898 | 382,159 | X |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 18,385 | 625,976 | X |
| DUKE REALTY CORP | COM NEW | 264411505 | 718 | 20,433 | X |
| DUN & BRADSTREET CORP | | | | | |
| DEL NE | COM | 26483E100 | 1,317 | 18,899 | X |
| DYNEGY INC NEW | CL A | 26816Q101 | 312 | 57,109 | X |
| E M C CORP MASS | COM | 268648102 | 10,199 | 929,703 | X |
| ENSCO INTL INC | COM | 26874Q100 | 1,881 | 40,864 | X |

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

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| NAME OF ISSUER | TITLE OF CLASS | NUMBER | (\$000) | AMOUNT | SOLE INSTR. V OTH |
|---------------------------------|----------------|-----------|---------|-----------|-------------------|
| ENI S P A | SPONSORED ADR | 26874R108 | 3,819 | 65,000 | X |
| EOG RES INC | COM | 26875P101 | 13,385 | 193,033 | X |
| E TRADE FINANCIAL CORP | COM | 269246104 | 2,458 | 107,715 | X |
| EAGLE MATERIALS INC | COM | 26969P108 | 625 | 13,165 | X |
| EAST WEST BANCORP INC | COM | 27579R104 | 581 | 15,331 | X |
| EASTMAN CHEM CO | COM | 277432100 | 1,478 | 27,368 | X |
| EASTMAN KODAK CO | COM | 277461109 | 2,071 | 87,098 | X |
| EATON CORP | COM | 278058102 | 5,184 | 68,750 | X |
| EATON VANCE CORP | COM NON VTG | 278265103 | 844 | 33,834 | X |
| EBAY INC | COM | 278642103 | 21,864 | 746,479 | X |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 1,655 | 53,715 | X |
| ECOLAB INC | COM | 278865100 | 5,436 | 133,960 | X |
| EDISON INTL | COM | 281020107 | 7,771 | 199,264 | X |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 699 | 15,383 | X |
| EDWARDS AG INC | COM | 281760108 | 641 | 11,595 | X |
| EL PASO CORP | COM | 28336L109 | 2,892 | 192,818 | X |
| ELECTRONIC ARTS INC | COM | 285512109 | 8,317 | 193,239 | X |
| ELECTRONIC DATA SYS NEW | COM | 285661104 | 5,681 | 236,125 | X |
| EMBARQ CORP | COM | 29078E105 | 2,393 | 58,380 | X |
| EMDEON CORP | COM | 290849108 | 889 | 71,613 | X |
| EMERSON ELEC CO | COM | 291011104 | 16,999 | 202,829 | X |
| ENCANA CORP | COM | 292505104 | 2,706 | 51,400 | X |
| ENDO PHARMACEUTICALS HLDGS I | COM | 29264F205 | 1,144 | 34,698 | X |
| ENERGEN CORP | COM | 29265N108 | 1,576 | 41,032 | X |
| ENERGY EAST CORP | COM | 29266M109 | 714 | 29,855 | X |
| ENERGIZER HLDGS INC | COM | 29266R108 | 3,273 | 55,885 | X |
| ENTERGY CORP NEW | COM | 29364G103 | 12,824 | 181,257 | X |
| EQUIFAX INC | COM | 294429105 | 3,672 | 106,920 | X |
| EQUITABLE RES INC | COM | 294549100 | 2,281 | 68,093 | X |
| EQUITY OFFICE PROPERTIES TRU | COM | 294741103 | 3,037 | 83,179 | X |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L107 | 1,974 | 44,131 | X |
| ERIE INDY CO | CL A | 29530P102 | 423 | 8,136 | X |
| ESSEX PPTY TR INC | COM | 297178105 | 513 | 4,598 | X |
| EXELON CORP | COM | 30161N101 | 20,282 | 356,892 | X |
| EXPEDIA INC DEL | COM | 30212P105 | 584 | 38,979 | X |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 7,377 | 131,711 | X |
| EXPRESS SCRIPTS INC | COM | 302182100 | 3,338 | 46,534 | X |
| EXXON MOBIL CORP | COM | 30231G102 | 187,964 | 3,063,791 | X |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 1,373 | 20,359 | X |
| F M C CORP | COM NEW | 302491303 | 382 | 5,931 | X |
| FPL GROUP INC | COM | 302571104 | 7,917 | 191,324 | X |
| FACTSET RESH SYS INC | COM | 303075105 | 1,215 | 25,685 | X |
| FAIR ISAAC CORP | COM | 303250104 | 2,326 | 64,051 | X |
| FAIRCHILD SEMICONDUCTOR INTL | COM | 303726103 | 459 | 25,264 | X |
| FAMILY DLR STORES INC | COM | 307000109 | 870 | 35,607 | X |
| FASTENAL CO | COM | 311900104 | 3,295 | 81,778 | X |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 21,310 | 373,796 | X |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 14,847 | 308,666 | X |
| FEDERAL REALTY INVT TR | SH BEN INT NEW | 313747206 | 3,274 | 46,769 | X |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 14,168 | 387,096 | X |
| FEDERATED INVS INC PA | CL B | 314211103 | 773 | 24,524 | X |
| FEDEX CORP | COM | 31428X106 | 18,701 | 160,030 | X |
| F5 NETWORKS INC | COM | 315616102 | 566 | 10,587 | X |
| FIDELITY NATL INFORMATION SV | COM | 31620M106 | 589 | 16,640 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|-------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
| | | | | | (A) SOLE |
| FIDELITY NATL FINL INC | COM | 316326107 | 1,361 | 34,942 | X |
| FIFTH THIRD BANCORP | COM | 316773100 | 2,744 | 74,266 | X |
| FIRST AMERN CORP CALIF | COM | 318522307 | 1,948 | 46,075 | X |
| FIRST DATA CORP | COM | 319963104 | 16,313 | 362,185 | X |
| FIRST HORIZON NATL CORP | COM | 320517105 | 1,551 | 38,582 | X |
| FIRST MARBLEHEAD CORP | COM | 320771108 | 2,214 | 38,879 | X |
| FISERV INC | COM | 337738108 | 4,538 | 100,047 | X |
| FIRSTENERGY CORP | COM | 337932107 | 5,849 | 107,890 | X |
| FISHER SCIENTIFIC INTL INC | COM NEW | 338032204 | 1,960 | 26,837 | X |
| FLORIDA ROCK INDS INC | COM | 341140101 | 2,401 | 48,332 | X |
| FLUOR CORP NEW | COM | 343412102 | 5,564 | 59,875 | X |
| FLOWSERVE CORP | COM | 34354P105 | 540 | 9,494 | X |
| FOOT LOCKER INC | COM | 344849104 | 687 | 28,071 | X |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 4,503 | 649,845 | X |
| FOREST CITY ENTERPRISES INC | CL A | 345550107 | 920 | 18,426 | X |
| FOREST LABS INC | COM | 345838106 | 4,243 | 109,665 | X |
| FOREST OIL CORP | COM PAR \$0.01 | 346091705 | 276 | 8,327 | X |
| FORTUNE BRANDS INC | COM | 349631101 | 7,708 | 108,542 | X |
| FOUNDATION COAL HLDGS INC | COM | 35039W100 | 558 | 11,894 | X |
| FRANKLIN RES INC | COM | 354613101 | 9,932 | 114,412 | X |
| FREEMPORT-MCMORAN COPPER & GO | CL B | 35671D857 | 3,201 | 57,777 | X |
| FREESCALE SEMICONDUCTOR INC | CL B | 35687M206 | 5,592 | 190,205 | X |
| FRONTIER OIL CORP | COM | 35914P105 | 771 | 23,800 | X |
| FULTON FINL CORP PA | COM | 360271100 | 419 | 26,292 | X |
| GATX CORP | COM | 361448103 | 1,343 | 31,604 | X |
| GALLAGHER ARTHUR J & CO | COM | 363576109 | 738 | 29,124 | X |
| GAMESTOP CORP NEW | CL A | 36467W109 | 719 | 17,112 | X |
| GANNETT INC | COM | 364730101 | 5,518 | 98,660 | X |
| GAP INC DEL | COM | 364760108 | 3,027 | 173,949 | X |
| GARDNER DENVER INC | COM | 365558105 | 526 | 13,665 | X |
| GEN-PROBE INC NEW | COM | 36866T103 | 1,181 | 21,879 | X |
| GENENTECH INC | COM NEW | 368710406 | 18,422 | 225,213 | X |
| GENERAL DYNAMICS CORP | COM | 369550108 | 12,918 | 197,344 | X |
| GENERAL ELECTRIC CO | COM | 369604103 | 182,975 | 5,551,422 | X |
| GENERAL GROWTH PPTYS INC | COM | 370021107 | 8,433 | 187,144 | X |
| GENERAL MLS INC | COM | 370334104 | 5,017 | 97,119 | X |
| GENERAL MTRS CORP | COM | 370442105 | 6,826 | 229,128 | X |
| GENTEX CORP | COM | 371901109 | 540 | 38,565 | X |
| GENUINE PARTS CO | COM | 372460105 | 5,168 | 124,043 | X |
| GENWORTH FINL INC | COM CL A | 37247D106 | 6,198 | 177,886 | X |
| GENZYME CORP | COM | 372917104 | 4,255 | 69,702 | X |
| GETTY IMAGES INC | COM | 374276103 | 3,744 | 58,953 | X |
| GILEAD SCIENCES INC | COM | 375558103 | 12,205 | 206,297 | X |

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|---------------------------|------|-----------|--------|---------|---|
| GLOBAL INDS LTD | COM | 379336100 | 385 | 23,059 | X |
| GLOBAL PMTS INC | COM | 37940X102 | 5,525 | 113,808 | X |
| GLOBAL SIGNAL INC | COM | 37944Q103 | 206 | 4,454 | X |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 12,604 | 169,870 | X |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 41,411 | 275,286 | X |
| GOODRICH CORP | COM | 382388106 | 2,312 | 57,382 | X |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 521 | 46,930 | X |
| GOOGLE INC | CL A | 38259P508 | 45,222 | 107,843 | X |
| GRACO INC | COM | 384109104 | 1,630 | 35,458 | X |
| GRAINGER W W INC | COM | 384802104 | 4,356 | 57,909 | X |
| GRANT PRIDECO INC | COM | 38821G101 | 4,567 | 102,065 | X |

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| 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) INSTR. | (C) SHARED AS DEF. SHAR V OTHE |
| GREAT PLAINS ENERGY INC | COM | 391164100 | 388 | 13,924 | X | | |
| GREIF INC | CL A | 397624107 | 979 | 13,060 | X | | |
| GTECH HLDGS CORP | COM | 400518106 | 1,157 | 33,254 | X | | |
| HCA INC | COM | 404119109 | 6,332 | 146,741 | X | | |
| HCC INS HLDGS INC | COM | 404132102 | 1,772 | 60,194 | X | | |
| HNI CORP | COM | 404251100 | 3,226 | 71,128 | X | | |
| HRPT PPTYS TR | COM SH BEN INT | 40426W101 | 368 | 31,807 | X | | |
| HALLIBURTON CO | COM | 406216101 | 20,372 | 274,521 | X | | |
| HANOVER INS GROUP INC | COM | 410867105 | 460 | 9,696 | X | | |
| HANSEN NAT CORP | COM | 411310105 | 758 | 3,982 | X | | |
| HARLEY DAVIDSON INC | COM | 412822108 | 14,393 | 262,224 | X | | |
| HARMAN INTL INDS INC | COM | 413086109 | 3,617 | 42,374 | X | | |
| HARRAHS ENTMT INC | COM | 413619107 | 4,779 | 67,145 | X | | |
| HARRIS CORP DEL | COM | 413875105 | 4,944 | 119,114 | X | | |
| HARSCO CORP | COM | 415864107 | 878 | 11,261 | X | | |
| HARTE-HANKS INC | COM | 416196103 | 1,472 | 57,398 | X | | |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 14,909 | 176,227 | X | | |
| HASBRO INC | COM | 418056107 | 473 | 26,100 | X | | |
| HAWAIIAN ELEC INDUSTRIES | COM | 419870100 | 385 | 13,797 | X | | |
| HEALTH CARE PPTY INVS INC | COM | 421915109 | 554 | 20,716 | X | | |
| HEALTH MGMT ASSOC INC NEW | CL A | 421933102 | 1,220 | 61,914 | X | | |
| HEALTH CARE REIT INC | COM | 42217K106 | 329 | 9,407 | X | | |
| HEALTH NET INC | COM | 42222G108 | 1,316 | 29,132 | X | | |
| HEARST-ARGYLE TELEVISION INC | COM | 422317107 | 342 | 15,519 | X | | |
| HEINZ H J CO | COM | 423074103 | 3,466 | 84,083 | X | | |
| HELIX ENERGY SOLUTIONS GRP I | COM | 42330P107 | 826 | 20,464 | X | | |
| HELMERICH & PAYNE INC | COM | 423452101 | 869 | 14,420 | X | | |
| HENRY JACK & ASSOC INC | COM | 426281101 | 910 | 46,300 | X | | |
| HERSHEY CO | COM | 427866108 | 3,280 | 59,559 | X | | |
| HESS CORP | COM | 42809H107 | 5,440 | 102,930 | X | | |
| HEWLETT PACKARD CO | COM | 428236103 | 55,519 | 1,752,486 | X | | |
| HILLENBRAND INDS INC | COM | 431573104 | 588 | 12,130 | X | | |
| HILTON HOTELS CORP | COM | 432848109 | 3,616 | 127,879 | X | | |

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| | | | | | |
|---------------------------------|----------------|-----------|--------|-----------|---|
| HOLLY CORP | COM PAR \$0.01 | 435758305 | 604 | 12,526 | X |
| HOME DEPOT INC | COM | 437076102 | 50,910 | 1,422,470 | X |
| HONEYWELL INTL INC | COM | 438516106 | 15,068 | 373,887 | X |
| HORMEL FOODS CORP | COM | 440452100 | 415 | 11,171 | X |
| HOSPITALITY PPTYS TR | COM SH BEN INT | 44106M102 | 1,002 | 22,813 | X |
| HOSPIRA INC | COM | 441060100 | 3,395 | 79,065 | X |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 3,351 | 153,240 | X |
| HUBBELL INC | CL B | 443510201 | 1,761 | 36,961 | X |
| HUDSON CITY BANCORP | COM | 443683107 | 3,167 | 237,569 | X |
| HUMANA INC | COM | 444859102 | 4,618 | 85,993 | X |
| HUNT J B TRANS SVCS INC | COM | 445658107 | 872 | 34,993 | X |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 877 | 37,195 | X |
| HUNTSMAN CORP | COM | 447011107 | 357 | 20,632 | X |
| IAC INTERACTIVECORP | COM NEW | 44919P300 | 999 | 37,722 | X |
| IMS HEALTH INC | COM | 449934108 | 1,274 | 47,439 | X |
| ISTAR FINL INC | COM | 45031U101 | 648 | 17,170 | X |
| ITT EDUCATIONAL SERVICES INC | COM | 45068B109 | 751 | 11,412 | X |
| ITT INDS INC IND | COM | 450911102 | 12,494 | 252,403 | X |
| IDEX CORP | COM | 45167R104 | 1,884 | 39,921 | X |
| IDEXX LABS INC | COM | 45168D104 | 619 | 8,238 | X |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 13,625 | 286,840 | X |

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| 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) INSTR. | (C) SHARED AS DEF. SHAR V OTHE |
| IMCLONE SYS INC | COM | 45245W109 | 704 | 18,214 | X | | |
| IMPERIAL TOBACCO GROUP PLC | SPONSORED ADR | 453142101 | 1,043 | 16,900 | X | | |
| INDYMAC BANCORP INC | COM | 456607100 | 526 | 11,477 | X | | |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 756 | 9,900 | X | | |
| INGRAM MICRO INC | CL A | 457153104 | 385 | 21,221 | X | | |
| INTEGRATED DEVICE TECHNOLOGY | COM | 458118106 | 567 | 40,003 | X | | |
| INTEL CORP | COM | 458140100 | 72,980 | 3,841,070 | X | | |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 309 | 5,333 | X | | |
| INTERNATIONAL BANCSHARES COR | COM | 459044103 | 224 | 8,143 | X | | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 61,586 | 801,690 | X | | |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 734 | 20,823 | X | | |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 3,632 | 95,742 | X | | |
| INTL PAPER CO | COM | 460146103 | 6,340 | 196,286 | X | | |
| INTERNATIONAL RECTIFIER CORP | COM | 460254105 | 2,480 | 63,461 | X | | |
| INTERNATIONAL SPEEDWAY CORP | CL A | 460335201 | 2,293 | 49,442 | X | | |

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|---------------------------------|----------------|-----------|---------|-----------|---|
| INTERSIL CORP | CL A | 46069S109 | 656 | 28,205 | X |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 954 | 114,292 | X |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 1,098 | 9,552 | X |
| INTUIT | COM | 461202103 | 2,938 | 48,537 | X |
| INVESTMENT TECHNOLOGY GRP NE | COM | 46145F105 | 577 | 11,349 | X |
| INVITROGEN CORP | COM | 46185R100 | 2,033 | 30,773 | X |
| INVESTORS FINL SERVICES CORP | COM | 461915100 | 771 | 17,170 | X |
| IRON MTN INC | COM | 462846106 | 1,221 | 32,671 | X |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 457 | 6,250 | X |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 294 | 5,820 | X |
| JDS UNIPHASE CORP | COM | 46612J101 | 1,100 | 434,983 | X |
| JLG INDS INC | COM | 466210101 | 624 | 27,739 | X |
| JP MORGAN CHASE & CO | COM | 46625H100 | 50,833 | 1,210,320 | X |
| JABIL CIRCUIT INC | COM | 466313103 | 2,975 | 116,210 | X |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 1,766 | 22,175 | X |
| JANUS CAP GROUP INC | COM | 47102X105 | 782 | 43,716 | X |
| JARDEN CORP | COM | 471109108 | 303 | 9,944 | X |
| JEFFERIES GROUP INC NEW | COM | 472319102 | 532 | 17,956 | X |
| JOHNSON & JOHNSON | COM | 478160104 | 124,704 | 2,081,181 | X |
| JOHNSON CTLS INC | COM | 478366107 | 12,324 | 149,886 | X |
| JONES APPAREL GROUP INC | COM | 480074103 | 2,320 | 72,981 | X |
| JONES LANG LASALLE INC | COM | 48020Q107 | 818 | 9,340 | X |
| JOY GLOBAL INC | COM | 481165108 | 1,683 | 32,301 | X |
| JUNIPER NETWORKS INC | COM | 48203R104 | 3,258 | 203,750 | X |
| KLA-TENCOR CORP | COM | 482480100 | 1,968 | 47,345 | X |
| KANSAS CITY SOUTHERN | COM NEW | 485170302 | 399 | 14,400 | X |
| KB HOME | COM | 48666K109 | 2,743 | 59,831 | X |
| KELLOGG CO | COM | 487836108 | 5,208 | 107,540 | X |
| KENNAMETAL INC | COM | 489170100 | 373 | 5,995 | X |
| KERR MCGEE CORP | COM | 492386107 | 4,798 | 69,190 | X |
| KEYCORP NEW | COM | 493267108 | 5,649 | 158,323 | X |
| KEYSPAN CORP | COM | 49337W100 | 1,071 | 26,512 | X |
| KILROY RLTY CORP | COM | 49427F108 | 605 | 8,370 | X |
| KIMBERLY CLARK CORP | COM | 494368103 | 15,573 | 252,402 | X |
| KIMCO REALTY CORP | COM | 49446R109 | 7,505 | 205,676 | X |
| KINDER MORGAN INC KANS | COM | 49455P101 | 6,953 | 69,608 | X |
| KINETIC CONCEPTS INC | COM NEW | 49460W208 | 1,733 | 39,242 | X |
| KING PHARMACEUTICALS INC | COM | 495582108 | 624 | 36,697 | X |
| KIRBY CORP | COM | 497266106 | 545 | 13,787 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|---------------------------------|----------------|-----------------|---|----------------------------------|--|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION |
| | | | | | (A) SHARED AS DEF. SHAR SOLE INSTR. V OTH |
| KOHL'S CORP | COM | 500255104 | 5,332 | 90,186 | X |
| KRAFT FOODS INC | CL A | 50075N104 | 988 | 31,960 | X |
| KROGER CO | COM | 501044101 | 5,049 | 230,984 | X |
| LSI LOGIC CORP | COM | 502161102 | 819 | 91,502 | X |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 2,217 | 29,402 | X |

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|-------------------------------|----------------|-----------|--------|-----------|---|
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 2,026 | 32,563 | X |
| LAIDLAW INTL INC | COM | 50730R102 | 373 | 14,814 | X |
| LAM RESEARCH CORP | COM | 512807108 | 4,353 | 93,179 | X |
| LAMAR ADVERTISING CO | CL A | 512815101 | 1,163 | 21,595 | X |
| LANDSTAR SYS INC | COM | 515098101 | 728 | 15,408 | X |
| LAS VEGAS SANDS CORP | COM | 517834107 | 2,820 | 36,221 | X |
| LAUDER ESTEE COS INC | CL A | 518439104 | 2,374 | 61,390 | X |
| LAUREATE EDUCATION INC | COM | 518613104 | 454 | 10,639 | X |
| LEAP WIRELESS INTL INC | COM NEW | 521863308 | 404 | 8,510 | X |
| LEAR CORP | COM | 521865105 | 464 | 20,900 | X |
| LEE ENTERPRISES INC | COM | 523768109 | 964 | 35,766 | X |
| LEGGETT & PLATT INC | COM | 524660107 | 964 | 38,597 | X |
| LEGG MASON INC | COM | 524901105 | 8,352 | 83,919 | X |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 26,975 | 414,048 | X |
| LENNAR CORP | CL A | 526057104 | 1,210 | 27,266 | X |
| LENNOX INTL INC | COM | 526107107 | 242 | 9,144 | X |
| LEUCADIA NATL CORP | COM | 527288104 | 1,498 | 51,336 | X |
| LEVEL 3 COMMUNICATIONS INC | COM | 52729N100 | 1,165 | 262,384 | X |
| LEXMARK INTL NEW | CL A | 529771107 | 3,706 | 66,382 | X |
| LIBERTY GLOBAL INC | COM SER A | 530555101 | 3,685 | 171,376 | X |
| LIBERTY GLOBAL INC | COM SER C | 530555309 | 1,276 | 62,047 | X |
| LIBERTY MEDIA HLDG CORP | INT COM SER A | 53071M104 | 4,193 | 242,944 | X |
| LIBERTY MEDIA HLDG CORP | CAP COM SER A | 53071M302 | 3,078 | 36,748 | X |
| LIBERTY PPTY TR | SH BEN INT | 531172104 | 598 | 13,527 | X |
| LIFEPOINT HOSPITALS INC | COM | 53219L109 | 434 | 13,522 | X |
| LILLY ELI & CO | COM | 532457108 | 27,828 | 503,487 | X |
| LIMITED BRANDS INC | COM | 532716107 | 4,061 | 158,693 | X |
| LINCARE HLDGS INC | COM | 532791100 | 6,413 | 169,474 | X |
| LINCOLN ELEC HLDGS INC | COM | 533900106 | 694 | 11,080 | X |
| LINCOLN NATL CORP IND | COM | 534187109 | 3,324 | 58,891 | X |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 7,049 | 210,491 | X |
| LIZ CLAIRBORNE INC | COM | 539320101 | 1,729 | 46,660 | X |
| LOCKHEED MARTIN CORP | COM | 539830109 | 8,379 | 116,801 | X |
| LOEWS CORP | COM | 540424108 | 11,930 | 336,537 | X |
| LOEWS CORP | CAROLNA GP STK | 540424207 | 726 | 14,131 | X |
| LOUISIANA PAC CORP | COM | 546347105 | 552 | 25,187 | X |
| LOWES COS INC | COM | 548661107 | 24,721 | 407,470 | X |
| LUBRIZOL CORP | COM | 549271104 | 1,018 | 25,538 | X |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 4,116 | 1,700,934 | X |
| LYONDELL CHEMICAL CO | COM | 552078107 | 1,672 | 73,800 | X |
| M & T BK CORP | COM | 55261F104 | 5,769 | 48,920 | X |
| MBIA INC | COM | 55262C100 | 3,853 | 65,815 | X |
| M D C HLDGS INC | COM | 552676108 | 1,168 | 22,483 | X |
| MDU RES GROUP INC | COM | 552690109 | 1,885 | 51,499 | X |
| MEMC ELECTR MATLS INC | COM | 552715104 | 1,358 | 36,216 | X |
| MGIC INVT CORP WIS | COM | 552848103 | 1,467 | 22,575 | X |
| MGM MIRAGE | COM | 552953101 | 1,907 | 46,746 | X |
| MSC INDL DIRECT INC | CL A | 553530106 | 578 | 12,156 | X |
| MACERICH CO | COM | 554382101 | 1,315 | 18,734 | X |

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ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

INV. DISCRETION
(A) (B) (C)

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. INSTR. V OTH |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------------------|
| MACK CALI RLTY CORP | COM | 554489104 | 433 | 9,434 | X |
| MANITOWOC INC | COM | 563571108 | 712 | 15,989 | X |
| MANOR CARE INC NEW | COM | 564055101 | 969 | 20,648 | X |
| MANPOWER INC | COM | 56418H100 | 1,777 | 27,513 | X |
| MANULIFE FINL CORP | COM | 56501R106 | 1,644 | 51,748 | X |
| MARATHON OIL CORP | COM | 565849106 | 19,610 | 235,414 | X |
| MARKEL CORP | COM | 570535104 | 575 | 1,657 | X |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 2,512 | 93,403 | X |
| MARSHALL & ILSLEY CORP | COM | 571834100 | 3,931 | 85,941 | X |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 7,956 | 208,709 | X |
| MARTIN MARIETTA MATLS INC | COM | 573284106 | 1,087 | 11,925 | X |
| MASCO CORP | COM | 574599106 | 5,339 | 180,120 | X |
| MASSEY ENERGY CORP | COM | 576206106 | 771 | 21,430 | X |
| MASTERCARD INC | COM | 57636Q104 | 770 | 16,050 | X |
| MATTEL INC | COM | 577081102 | 1,034 | 62,617 | X |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 4,374 | 136,213 | X |
| MCAFFEE INC | COM | 579064106 | 1,917 | 78,993 | X |
| MCCLATCHY CO | CL A | 579489105 | 881 | 21,954 | X |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 1,259 | 37,516 | X |
| MCDONALDS CORP | COM | 580135101 | 25,077 | 746,336 | X |
| MCGRAW HILL COS INC | COM | 580645109 | 9,004 | 179,256 | X |
| MCKESSON CORP | COM | 58155Q103 | 4,579 | 96,857 | X |
| MEADWESTVACO CORP | COM | 583334107 | 2,416 | 86,520 | X |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 12,892 | 225,070 | X |
| MEDIA GEN INC | CL A | 584404107 | 1,914 | 45,700 | X |
| MEDIMMUNE INC | COM | 584699102 | 1,806 | 66,652 | X |
| MEDTRONIC INC | COM | 585055106 | 22,778 | 485,465 | X |
| MELLON FINL CORP | COM | 58551A108 | 3,590 | 104,273 | X |
| MERCANTILE BANKSHARES CORP | COM | 587405101 | 666 | 18,681 | X |
| MERCK & CO INC | COM | 589331107 | 45,755 | 1,255,981 | X |
| MERCURY GENL CORP NEW | COM | 589400100 | 226 | 4,017 | X |
| MEREDITH CORP | COM | 589433101 | 416 | 8,407 | X |
| MERRILL LYNCH & CO INC | COM | 590188108 | 26,758 | 384,676 | X |
| METLIFE INC | COM | 59156R108 | 13,136 | 256,519 | X |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 645 | 10,653 | X |
| MICHAELS STORES INC | COM | 594087108 | 2,626 | 63,680 | X |
| MICROSOFT CORP | COM | 594918104 | 129,027 | 5,537,649 | X |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 1,878 | 55,973 | X |
| MICRON TECHNOLOGY INC | COM | 595112103 | 2,198 | 145,980 | X |
| MILLENNIUM PHARMACEUTICALS I | COM | 599902103 | 661 | 66,326 | X |
| MILLIPORE CORP | COM | 601073109 | 887 | 14,079 | X |
| MILLS CORP | COM | 601148109 | 690 | 25,800 | X |
| MIRANT CORP NEW | COM | 60467R100 | 1,217 | 45,398 | X |
| MOHAWK INDS INC | COM | 608190104 | 2,477 | 35,208 | X |
| MOLEX INC | COM | 608554101 | 1,205 | 35,895 | X |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 828 | 12,191 | X |
| MONEYGRAM INTL INC | COM | 60935Y109 | 751 | 22,122 | X |
| MONSANTO CO NEW | COM | 61166W101 | 19,272 | 228,909 | X |
| MONSTER WORLDWIDE INC | COM | 611742107 | 1,396 | 32,714 | X |
| MOODYS CORP | COM | 615369105 | 9,038 | 165,959 | X |
| MORGAN STANLEY | COM NEW | 617446448 | 27,375 | 433,084 | X |
| MOSAIC CO | COM | 61945A107 | 311 | 19,888 | X |

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|-----------------|-----|-----------|--------|-----------|---|
| MOTOROLA INC | COM | 620076109 | 29,676 | 1,472,771 | X |
| MURPHY OIL CORP | COM | 626717102 | 6,455 | 115,559 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|---|----------------|--------------|-----------------------------------|----------------------------|--|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR SOLE INSTR. V OTHE |
| MYLAN LABS INC | COM | 628530107 | 2,088 | 104,380 | X |
| NCR CORP NEW | COM | 62886E108 | 4,495 | 122,675 | X |
| NII HLDGS INC | CL B NEW | 62913F201 | 7,297 | 129,429 | X |
| NRG ENERGY INC | COM NEW | 629377508 | 1,216 | 25,238 | X |
| NTL INC DEL | COM | 62941W101 | 2,290 | 91,956 | X |
| NVR INC | COM | 62944T105 | 593 | 1,208 | X |
| NYSE GROUP INC | COM | 62949W103 | 2,210 | 32,272 | X |
| NALCO HOLDING COMPANY | COM | 62985Q101 | 489 | 27,716 | X |
| NASDAQ STOCK MARKET INC | COM | 631103108 | 739 | 24,708 | X |
| NATIONAL CITY CORP | COM | 635405103 | 10,119 | 279,619 | X |
| NATIONAL FUEL GAS CO N J | COM | 636180101 | 448 | 12,740 | X |
| NATIONAL INSTRS CORP | COM | 636518102 | 402 | 14,671 | X |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 4,957 | 78,282 | X |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 3,113 | 130,522 | X |
| NATIONWIDE FINL SVCS INC | CL A | 638612101 | 546 | 12,394 | X |
| NAVTEQ CORP | COM | 63936L100 | 1,085 | 24,282 | X |
| NETWORK APPLIANCE INC | COM | 64120L104 | 8,031 | 227,509 | X |
| NEUSTAR INC | CL A | 64126X201 | 550 | 16,305 | X |
| NEW CENTURY FINANCIAL CORP M | COM | 6435EV108 | 327 | 7,153 | X |
| NEW PLAN EXCEL RLTY TR INC | COM | 648053106 | 391 | 15,842 | X |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 745 | 45,133 | X |
| NEW YORK TIMES CO | CL A | 650111107 | 504 | 20,520 | X |
| NEWELL RUBBERMAID INC | COM | 651229106 | 1,594 | 61,724 | X |
| NEWFIELD EXPL CO | COM | 651290108 | 953 | 19,475 | X |
| NEWMONT MINING CORP | COM | 651639106 | 10,993 | 207,691 | X |
| NEWS CORP | CL A | 65248E104 | 12,189 | 635,520 | X |
| NICOR INC | COM | 654086107 | 452 | 10,900 | X |
| NIKE INC | CL B | 654106103 | 14,722 | 181,747 | X |
| NISOURCE INC | COM | 65473P105 | 930 | 42,580 | X |
| NOKIA CORP | SPONSORED ADR | 654902204 | 1,011 | 49,900 | X |
| NOBLE ENERGY INC | COM | 655044105 | 1,256 | 26,798 | X |
| NORDSTROM INC | COM | 655664100 | 4,248 | 116,375 | X |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 9,514 | 178,772 | X |
| NORTEL NETWORKS CORP NEW NORTH FORK | COM | 656568102 | 1,148 | 512,300 | X |
| NORTEL NETWORKS CORP NEW NORTH FORK BANCORPORATION NY | COM | 659424105 | 2,528 | 83,799 | X |
| NORTHEAST UTILS | COM | 664397106 | 482 | 23,296 | X |
| NORTHERN TR CORP | COM | 665859104 | 3,097 | 56,006 | X |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 14,372 | 224,359 | X |
| NOVELL INC | COM | 670006105 | 341 | 51,471 | X |

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|--------------------------------|------|-----------|--------|---------|---|
| NOVELLUS SYS INC | COM | 670008101 | 613 | 24,819 | X |
| NSTAR | COM | 67019E107 | 1,649 | 57,660 | X |
| NUCOR CORP | COM | 670346105 | 8,942 | 164,829 | X |
| NVIDIA CORP | COM | 67066G104 | 2,152 | 101,067 | X |
| NUTRI SYS INC NEW | COM | 67069D108 | 521 | 8,386 | X |
| OGE ENERGY CORP | COM | 670837103 | 712 | 20,324 | X |
| NUVEEN INVTS INC | CL A | 67090F106 | 889 | 20,642 | X |
| OSI RESTAURANT PARTNERS INC | COM | 67104A101 | 560 | 16,191 | X |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 40,214 | 392,138 | X |
| OCEANEERING INTL INC | COM | 675232102 | 643 | 14,034 | X |
| OFFICEMAX INC DEL | COM | 67622P101 | 602 | 14,775 | X |
| OFFICE DEPOT INC | COM | 676220106 | 4,191 | 110,290 | X |
| OLD REP INTL CORP | COM | 680223104 | 1,092 | 51,100 | X |
| OMNICARE INC | COM | 681904108 | 2,072 | 43,693 | X |
| OMNICOM GROUP INC | COM | 681919106 | 9,265 | 103,994 | X |

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| 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) INSTR. | (C) SHAR V OTH |
| ONEOK INC NEW | COM | 682680103 | 2,087 | 61,298 | X | | |
| ORACLE CORP | COM | 68389X105 | 34,097 | 2,353,130 | X | | |
| O REILLY AUTOMOTIVE INC | COM | 686091109 | 2,618 | 83,946 | X | | |
| OSHKOSH TRUCK CORP | COM | 688239201 | 3,013 | 63,414 | X | | |
| OVERSEAS SHIPHOLDING GROUP I | COM | 690368105 | 2,314 | 39,120 | X | | |
| OWENS ILL INC | COM NEW | 690768403 | 671 | 40,018 | X | | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 550 | 29,889 | X | | |
| PG&E CORP | COM | 69331C108 | 7,561 | 192,490 | X | | |
| PMC-SIERRA INC | COM | 69344F106 | 513 | 54,614 | X | | |
| PMI GROUP INC | COM | 69344M101 | 1,255 | 28,142 | X | | |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 4,535 | 64,623 | X | | |
| PPG INDS INC | COM | 693506107 | 4,187 | 63,443 | X | | |
| PPL CORP | COM | 69351T106 | 7,525 | 232,969 | X | | |
| PACCAR INC | COM | 693718108 | 6,379 | 77,429 | X | | |
| PACKAGING CORP AMER | COM | 695156109 | 467 | 21,223 | X | | |
| PACTIV CORP | COM | 695257105 | 1,138 | 45,980 | X | | |
| PALL CORP | COM | 696429307 | 2,396 | 85,580 | X | | |
| PAN PACIFIC RETAIL PPTYS INC | COM | 69806L104 | 493 | 7,102 | X | | |
| PANAMSAT HLDG CORP | COM | 69831Y105 | 259 | 10,381 | X | | |
| PANERA BREAD CO | CL A | 69840W108 | 527 | 7,836 | X | | |
| PARKER HANNIFIN CORP | COM | 701094104 | 2,148 | 27,681 | X | | |
| PATTERSON COMPANIES INC | COM | 703395103 | 1,576 | 45,129 | X | | |
| PATTERSON UTI ENERGY INC | COM | 703481101 | 1,687 | 59,590 | X | | |
| PAYCHEX INC | COM | 704326107 | 5,688 | 145,914 | X | | |
| PEABODY ENERGY CORP | COM | 704549104 | 7,059 | 126,620 | X | | |
| PEDIATRIX MED GROUP | COM | 705324101 | 574 | 12,667 | X | | |
| PENN NATL GAMING INC | COM | 707569109 | 732 | 18,883 | X | | |
| PENNEY J C INC | COM | 708160106 | 9,138 | 135,352 | X | | |
| PENTAIR INC | COM | 709631105 | 2,023 | 59,177 | X | | |

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|--------------------------------|------|-----------|--------|-----------|---|
| PEOPLES BK BRIDGEPORT CONN | COM | 710198102 | 1,135 | 34,545 | X |
| PEPCO HOLDINGS INC | COM | 713291102 | 680 | 28,842 | X |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 2,390 | 74,348 | X |
| PEPSIAMERICAS INC | COM | 71343P200 | 2,800 | 126,655 | X |
| PEPSICO INC | COM | 713448108 | 53,536 | 891,675 | X |
| PERKINELMER INC | COM | 714046109 | 1,396 | 66,771 | X |
| PETSMART INC | COM | 716768106 | 936 | 36,575 | X |
| PFIZER INC | COM | 717081103 | 91,042 | 3,879,099 | X |
| PHARMACEUTICAL PROD DEV INC | COM | 717124101 | 2,495 | 71,041 | X |
| PHELPS DODGE CORP | COM | 717265102 | 6,286 | 76,504 | X |
| PHILADELPHIA CONS HLDG CORP | COM | 717528103 | 405 | 13,339 | X |
| PILGRIMS PRIDE CORP | COM | 721467108 | 1,850 | 71,700 | X |
| PINNACLE WEST CAP CORP | COM | 723484101 | 3,380 | 84,693 | X |
| PIONEER NAT RES CO | COM | 723787107 | 907 | 19,538 | X |
| PITNEY BOWES INC | COM | 724479100 | 3,743 | 90,628 | X |
| PLAINS EXPL& PRODTN CO | COM | 726505100 | 833 | 20,541 | X |
| PLANTRONICS INC NEW | COM | 727493108 | 431 | 19,400 | X |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 992 | 27,936 | X |
| POGO PRODUCING CO | COM | 730448107 | 437 | 9,469 | X |
| POLO RALPH LAUREN CORP | CL A | 731572103 | 2,254 | 41,054 | X |
| POOL CORPORATION | COM | 73278L105 | 603 | 13,821 | X |
| POPULAR INC | COM | 733174106 | 1,370 | 71,337 | X |
| PRAXAIR INC | COM | 74005P104 | 8,803 | 163,015 | X |
| PRECISION CASTPARTS CORP | COM | 740189105 | 14,540 | 243,308 | X |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 3,786 | 100,138 | X |

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| 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) | DISCRETION (B) | SHARED (C) |
| | | | | | SOLE INSTR. | AS DEF. SHAR | V OTHER |
| PRIDE INTL INC DEL PRINCIPAL FINANCIAL GROUP IN | COM | 74153Q102 | 1,215 | 38,918 | X | | |
| PROCTER & GAMBLE CO | COM | 74251V102 | 6,860 | 123,270 | X | | |
| PROGRESS ENERGY INC | COM | 742718109 | 97,167 | 1,747,612 | X | | |
| PROGRESSIVE CORP OHIO | COM | 743263105 | 1,708 | 39,840 | X | | |
| PROLOGIS | SH BEN INT | 743315103 | 6,547 | 254,650 | X | | |
| PROLOGIS | SH BEN INT | 743410102 | 1,930 | 37,031 | X | | |
| PROTECTIVE LIFE CORP | COM | 743674103 | 1,376 | 29,506 | X | | |
| PRUDENTIAL FINL INC | COM | 743674103 | 1,376 | 29,506 | X | | |
| PRUDENTIAL FINL INC | COM | 744320102 | 19,297 | 248,350 | X | | |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 5,431 | 82,136 | X | | |
| PUBLIC STORAGE INC | COM | 74460D109 | 3,568 | 47,008 | X | | |
| PUGET ENERGY INC NEW | COM | 745310102 | 377 | 17,548 | X | | |
| PULTE HOMES INC | COM | 745867101 | 3,801 | 132,029 | X | | |
| QLOGIC CORP | COM | 747277101 | 1,267 | 73,476 | X | | |
| QUALCOMM INC | COM | 747525103 | 47,366 | 1,182,081 | X | | |
| QUANTA SVCS INC | COM | 74762E102 | 380 | 21,943 | X | | |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 7,019 | 117,147 | X | | |
| QUESTAR CORP | COM | 748356102 | 8,223 | 102,167 | X | | |

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| | | | | | |
|---------------------------|---------|-----------|-------|---------|---|
| QUICKSILVER RESOURCES INC | COM | 74837R104 | 600 | 16,296 | X |
| QWEST COMMUNICATIONS | | | | | |
| INTL IN | COM | 749121109 | 3,992 | 493,491 | X |
| R H DONNELLEY CORP | COM NEW | 74955W307 | 418 | 7,723 | X |
| RPM INTL INC | COM | 749685103 | 589 | 32,749 | X |
| RADIAN GROUP INC | COM | 750236101 | 6,102 | 98,772 | X |
| RADIOSHACK CORP | COM | 750438103 | 481 | 34,356 | X |
| RAMBUS INC DEL | COM | 750917106 | 501 | 21,981 | X |
| RANGE RES CORP | COM | 75281A109 | 978 | 35,966 | X |
| RAYMOND JAMES FINANCIAL | | | | | |
| INC | COM | 754730109 | 415 | 13,702 | X |
| RAYONIER INC | COM | 754907103 | 1,228 | 32,386 | X |
| RAYTHEON CO | COM NEW | 755111507 | 6,245 | 140,108 | X |
| RECKSON ASSOCS RLTY CORP | COM | 75621K106 | 522 | 12,611 | X |
| RED HAT INC | COM | 756577102 | 1,198 | 51,180 | X |
| REGAL ENTMT GROUP | CL A | 758766109 | 335 | 16,466 | X |
| REGENCY CTRS CORP | COM | 758849103 | 645 | 10,377 | X |
| REGIONS FINANCIAL CORP | | | | | |
| NEW | COM | 7591EP100 | 5,043 | 152,261 | X |
| REINSURANCE GROUP AMER | | | | | |
| INC | COM | 759351109 | 231 | 4,697 | X |
| RELIANCE STEEL & | | | | | |
| ALUMINUM CO | COM | 759509102 | 413 | 4,983 | X |
| RELIANT ENERGY INC | COM | 75952B105 | 692 | 57,725 | X |
| REPUBLIC SVCS INC | COM | 760759100 | 2,739 | 67,897 | X |
| RESMED INC | COM | 761152107 | 922 | 19,631 | X |
| RESPIRONICS INC | COM | 761230101 | 1,748 | 51,075 | X |
| REYNOLDS & REYNOLDS CO | CL A | 761695105 | 1,683 | 54,876 | X |
| REYNOLDS AMERICAN INC | COM | 761713106 | 4,788 | 41,523 | X |
| RITE AID CORP | COM | 767754104 | 340 | 80,108 | X |
| ROBERT HALF INTL INC | COM | 770323103 | 1,785 | 42,496 | X |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 6,096 | 84,661 | X |
| ROCKWELL COLLINS INC | COM | 774341101 | 6,332 | 113,333 | X |
| ROHM & HAAS CO | COM | 775371107 | 2,411 | 48,099 | X |
| ROPER INDS INC NEW | COM | 776696106 | 3,303 | 70,663 | X |
| ROSS STORES INC | COM | 778296103 | 1,051 | 37,482 | X |
| ROWAN COS INC | COM | 779382100 | 1,030 | 28,938 | X |
| RYDER SYS INC | COM | 783549108 | 540 | 9,245 | X |
| RYLAND GROUP INC | COM | 783764103 | 1,181 | 27,111 | X |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 704 | 26,914 | X |
| SEI INVESTMENTS CO | COM | 784117103 | 2,058 | 42,108 | X |
| SL GREEN RLTY CORP | COM | 78440X101 | 1,234 | 11,276 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|------------------|----------------|--------------|-----------------------------------|----------------------------|--|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR SOLE INSTR. V OTHE |
| SLM CORP | COM | 78442P106 | 11,654 | 220,219 | X |
| SPX CORP | COM | 784635104 | 1,223 | 21,866 | X |
| SABRE HLDGS CORP | CL A | 785905100 | 795 | 36,136 | X |
| SAFECO CORP | COM | 786429100 | 1,019 | 18,075 | X |
| SAFeway INC | COM NEW | 786514208 | 3,558 | 136,848 | X |

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| | | | | | |
|---------------------------------|----------------|-----------|--------|---------|---|
| ST JOE CO | COM | 790148100 | 2,190 | 47,049 | X |
| ST JUDE MED INC | COM | 790849103 | 9,469 | 292,065 | X |
| ST MARY LD & EXPL CO | COM | 792228108 | 601 | 14,925 | X |
| ST PAUL TRAVELERS INC | COM | 792860108 | 6,407 | 143,714 | X |
| SAKS INC | COM | 79377W108 | 333 | 20,601 | X |
| SALESFORCE COM INC | COM | 79466L302 | 587 | 22,025 | X |
| SANDISK CORP | COM | 80004C101 | 5,558 | 109,023 | X |
| SANMINA SCI CORP | COM | 800907107 | 741 | 161,036 | X |
| SAP AKTIENGESELLSCHAFT | SPONSORED ADR | 803054204 | 1,024 | 19,500 | X |
| SARA LEE CORP | COM | 803111103 | 4,768 | 297,647 | X |
| SCANA CORP NEW | COM | 80589M102 | 2,650 | 68,694 | X |
| SCHEIN HENRY INC | COM | 806407102 | 1,802 | 38,558 | X |
| SCHERING PLOUGH CORP | COM | 806605101 | 13,885 | 729,654 | X |
| SCHLUMBERGER LTD | COM | 806857108 | 326 | 5,000 | X |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 6,157 | 385,280 | X |
| SCIENTIFIC GAMES CORP | CL A | 80874P109 | 615 | 17,269 | X |
| SCOTTISH PWR PLC | SP ADR FNL NEW | 81013T804 | 784 | 18,174 | X |
| SCOTTS MIRACLE GRO CO | CL A | 810186106 | 463 | 10,942 | X |
| SCRIPPS E W CO OHIO | CL A | 811054204 | 4,643 | 107,616 | X |
| SEACOR HOLDINGS INC | COM | 811904101 | 281 | 3,425 | X |
| SEALED AIR CORP NEW | COM | 81211K100 | 934 | 17,932 | X |
| SEARS HLDGS CORP | COM | 812350106 | 7,457 | 48,014 | X |
| SEMPRA ENERGY | COM | 816851109 | 5,427 | 119,320 | X |
| SEPRACOR INC | COM | 817315104 | 2,351 | 41,141 | X |
| SERVICE CORP INTL | COM | 817565104 | 586 | 71,975 | X |
| SERVICEMASTER CO | COM | 81760N109 | 554 | 53,619 | X |
| SHAW GROUP INC | COM | 820280105 | 339 | 12,178 | X |
| SHERWIN WILLIAMS CO | COM | 824348106 | 9,266 | 195,159 | X |
| SHURGARD STORAGE CTRS INC | COM | 82567D104 | 771 | 12,331 | X |
| SIERRA HEALTH SVCS INC | COM | 826322109 | 1,756 | 39,007 | X |
| SIERRA PAC RES NEW | COM | 826428104 | 427 | 30,479 | X |
| SIGMA ALDRICH CORP | COM | 826552101 | 2,979 | 41,006 | X |
| SILICON LABORATORIES INC | COM | 826919102 | 460 | 13,079 | X |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 9,765 | 117,731 | X |
| SIMON PPTY GROUP INC NEW | PFD CONV I 6% | 828806802 | 201 | 2,940 | X |
| SIRIUS SATELLITE RADIO INC | COM | 82966U103 | 2,190 | 461,004 | X |
| SKY FINL GROUP INC | COM | 83080P103 | 360 | 15,257 | X |
| SMITH INTL INC | COM | 832110100 | 3,880 | 87,258 | X |
| SMITHFIELD FOODS INC | COM | 832248108 | 1,046 | 36,272 | X |
| SMUCKER J M CO | COM NEW | 832696405 | 414 | 9,253 | X |
| SMURFIT-STONE CONTAINER CORP | COM | 832727101 | 423 | 38,629 | X |
| SNAP ON INC | COM | 833034101 | 388 | 9,598 | X |
| SOLETRON CORP | COM | 834182107 | 614 | 179,527 | X |
| SONOCO PRODS CO | COM | 835495102 | 475 | 15,011 | X |
| SOUTH FINL GROUP INC | COM | 837841105 | 300 | 11,361 | X |
| SOUTHERN CO | COM | 842587107 | 7,415 | 231,345 | X |
| SOUTHERN UN CO NEW | COM | 844030106 | 409 | 15,102 | X |
| SOUTHWEST AIRLS CO | COM | 844741108 | 2,823 | 172,458 | X |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 1,360 | 43,634 | X |

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ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

INV. DISCRETION
(A) (B) (C)

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SHARED AS DEF. INSTR. V OTH |
|---------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------------------|
| SOVEREIGN BANCORP INC | COM | 845905108 | 957 | 47,099 | X |
| SPRINT NEXTEL CORP | COM FON | 852061100 | 24,628 | 1,232,002 | X |
| STANCORP FINL GROUP INC | COM | 852891100 | 1,164 | 22,868 | X |
| STANDARD PAC CORP NEW | COM | 85375C101 | 330 | 12,830 | X |
| STANLEY WKS | COM | 854616109 | 3,878 | 82,121 | X |
| STAPLES INC | COM | 855030102 | 6,529 | 268,145 | X |
| STARBUCKS CORP | COM | 855244109 | 18,415 | 487,698 | X |
| STARWOOD HOTELS&RESORTS WRLD | COM | 85590A401 | 10,572 | 175,201 | X |
| STATE STR CORP | COM | 857477103 | 4,911 | 84,535 | X |
| STATION CASINOS INC | COM | 857689103 | 2,090 | 30,706 | X |
| STEEL DYNAMICS INC | COM | 858119100 | 485 | 7,383 | X |
| STEELCASE INC | CL A | 858155203 | 301 | 18,306 | X |
| STERICYCLE INC | COM | 858912108 | 869 | 13,354 | X |
| STRYKER CORP | COM | 863667101 | 5,316 | 126,232 | X |
| STUDENT LN CORP | COM | 863902102 | 3,314 | 16,405 | X |
| SUN MICROSYSTEMS INC | COM | 866810104 | 2,908 | 700,763 | X |
| SUNOCO INC | COM | 86764P109 | 14,481 | 208,990 | X |
| SUNTRUST BKS INC | COM | 867914103 | 21,723 | 284,853 | X |
| SUPERIOR ENERGY SVCS INC | COM | 868157108 | 706 | 20,822 | X |
| SUPERVALU INC | COM | 868536103 | 1,559 | 50,778 | X |
| SWIFT TRANSN CO | COM | 870756103 | 342 | 10,782 | X |
| SYMANTEC CORP | COM | 871503108 | 6,947 | 447,071 | X |
| SYMBOL TECHNOLOGIES INC | COM | 871508107 | 667 | 61,813 | X |
| SYNOPSYS INC | COM | 871607107 | 1,061 | 56,551 | X |
| SYNOVUS FINL CORP | COM | 87161C105 | 1,452 | 54,231 | X |
| SYSCO CORP | COM | 871829107 | 12,336 | 403,681 | X |
| TCF FINL CORP | COM | 872275102 | 989 | 37,382 | X |
| TD BANKNORTH INC | COM | 87235A101 | 606 | 20,592 | X |
| TD AMERITRADE HLDG CORP | COM | 87236Y108 | 1,204 | 81,298 | X |
| TECO ENERGY INC | COM | 872375100 | 1,133 | 75,840 | X |
| TJX COS INC NEW | COM | 872540109 | 4,588 | 200,687 | X |
| TXU CORP | COM | 873168108 | 17,596 | 294,301 | X |
| TARGET CORP | COM | 87612E106 | 30,881 | 631,901 | X |
| TAUBMAN CTRS INC | COM | 876664103 | 454 | 11,089 | X |
| TECH DATA CORP | COM | 878237106 | 322 | 8,418 | X |
| TECHNE CORP | COM | 878377100 | 524 | 10,285 | X |
| TEKTRONIX INC | COM | 879131100 | 565 | 19,195 | X |
| TELEFLEX INC | COM | 879369106 | 330 | 6,102 | X |
| TELEPHONE & DATA SYS INC | COM | 879433100 | 2,038 | 49,223 | X |
| TELEPHONE & DATA SYS INC | SPL COM | 879433860 | 1,023 | 26,300 | X |
| TELLABS INC | COM | 879664100 | 902 | 67,799 | X |
| TEMPLE INLAND INC | COM | 879868107 | 1,578 | 36,816 | X |
| TENET HEALTHCARE CORP | COM | 88033G100 | 744 | 106,571 | X |
| TERADYNE INC | COM | 880770102 | 652 | 46,784 | X |
| TEREX CORP NEW | COM | 880779103 | 1,006 | 10,191 | X |
| TESORO CORP | COM | 881609101 | 771 | 10,371 | X |
| TETRA TECHNOLOGIES INC DEL | COM | 88162F105 | 566 | 18,670 | X |
| TEXAS INSTRS INC | COM | 882508104 | 26,528 | 875,799 | X |
| TEXTRON INC | COM | 883203101 | 9,081 | 98,512 | X |
| THERMO ELECTRON CORP | COM | 883556102 | 1,205 | 33,243 | X |
| THOMAS & BETTS CORP | COM | 884315102 | 2,066 | 40,272 | X |
| THOR INDS INC | COM | 885160101 | 450 | 9,292 | X |
| THORNBURG MTG INC | COM | 885218107 | 472 | 16,940 | X |
| 3M CO | COM | 88579Y101 | 38,130 | 472,077 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|---------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------------------------|------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION | | |
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHAR V OTHER |
| TIDEWATER INC | COM | 886423102 | 636 | 12,934 | X | | |
| TIFFANY & CO NEW | COM | 886547108 | 1,027 | 31,113 | X | | |
| TIM HORTONS INC | COM | 88706M103 | 225 | 8,727 | X | | |
| TIMBERLAND CO | CL A | 887100105 | 726 | 27,800 | X | | |
| TIME WARNER INC | COM | 887317105 | 40,374 | 2,333,748 | X | | |
| TIMKEN CO | COM | 887389104 | 450 | 13,439 | X | | |
| TITANIUM METALS CORP | COM NEW | 888339207 | 667 | 19,411 | X | | |
| TODCO | CL A | 88889T107 | 660 | 16,161 | X | | |
| TOLL BROTHERS INC | COM | 889478103 | 571 | 22,333 | X | | |
| TORCHMARK CORP | COM | 891027104 | 9,417 | 155,091 | X | | |
| TORO CO | COM | 891092108 | 2,723 | 58,309 | X | | |
| TOTAL S A | SPONSORED ADR | 89151E109 | 812 | 12,400 | X | | |
| TRACTOR SUPPLY CO | COM | 892356106 | 520 | 9,403 | X | | |
| TRANSATLANTIC HLDGS INC | COM | 893521104 | 286 | 5,123 | X | | |
| TRIAD HOSPITALS INC | COM | 89579K109 | 3,676 | 92,872 | X | | |
| TRIBUNE CO NEW | COM | 896047107 | 1,799 | 55,472 | X | | |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 637 | 14,259 | X | | |
| TRINITY INDS INC | COM | 896522109 | 813 | 20,132 | X | | |
| TRIZEC PROPERTIES INC | COM | 89687P107 | 426 | 14,883 | X | | |
| TYCO INTL LTD NEW | COM | 902124106 | 14,006 | 509,300 | X | | |
| TYSON FOODS INC | CL A | 902494103 | 1,976 | 132,957 | X | | |
| UAL CORP | COM NEW | 902549807 | 464 | 14,958 | X | | |
| UGI CORP NEW | COM | 902681105 | 2,853 | 115,882 | X | | |
| UST INC | COM | 902911106 | 6,104 | 135,075 | X | | |
| US BANCORP DEL | COM NEW | 902973304 | 19,111 | 618,884 | X | | |
| URS CORP NEW | COM | 903236107 | 339 | 8,082 | X | | |
| U S G CORP | COM NEW | 903293405 | 563 | 7,721 | X | | |
| U S AIRWAYS GROUP INC | COM | 90341W108 | 802 | 15,865 | X | | |
| ULTRA PETROLEUM CORP | COM | 903914109 | 735 | 12,400 | X | | |
| UNION PAC CORP | COM | 907818108 | 11,110 | 119,517 | X | | |
| UNIONBANCAL CORP | COM | 908906100 | 6,667 | 103,215 | X | | |
| UNISYS CORP | COM | 909214108 | 332 | 52,841 | X | | |
| UNIT CORP | COM | 909218109 | 687 | 12,077 | X | | |
| UNITED DOMINION REALTY | | | | | | | |
| TR IN | COM | 910197102 | 981 | 35,007 | X | | |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 29,407 | 357,184 | X | | |
| UNITED RENTALS INC | COM | 911363109 | 313 | 9,781 | X | | |
| UNITED STATES CELLULAR | | | | | | | |
| CORP | COM | 911684108 | 1,035 | 17,087 | X | | |
| UNITED STATES STL CORP | | | | | | | |
| NEW | COM | 912909108 | 3,358 | 47,884 | X | | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 44,658 | 704,167 | X | | |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 38,314 | 855,612 | X | | |
| UNITRIN INC | COM | 913275103 | 313 | 7,172 | X | | |
| UNIVERSAL HLTH SVCS INC | CL B | 913903100 | 1,220 | 24,279 | X | | |
| UNIVISION COMMUNICATIONS | | | | | | | |
| INC | CL A | 914906102 | 1,633 | 48,756 | X | | |
| UNUMPROVIDENT CORP | COM | 91529Y106 | 1,143 | 63,053 | X | | |
| URBAN OUTFITTERS INC | COM | 917047102 | 4,628 | 264,613 | X | | |

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| | | | | | |
|------------------------|-----|-----------|--------|---------|---|
| VCA ANTECH INC | COM | 918194101 | 808 | 25,311 | X |
| V F CORP | COM | 918204108 | 4,354 | 64,105 | X |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 32,407 | 487,180 | X |
| VALLEY NATL BANCORP | COM | 919794107 | 433 | 16,861 | X |
| VALSPAR CORP | COM | 920355104 | 966 | 36,571 | X |
| VARIAN MED SYS INC | COM | 92220P105 | 1,625 | 34,320 | X |
| VECTREN CORP | COM | 92240G101 | 314 | 11,524 | X |
| VENTAS INC | COM | 92276F100 | 764 | 22,540 | X |
| VERIFONE HLDGS INC | COM | 92342Y109 | 309 | 10,139 | X |

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| 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. | (C) SHAR V OTH |
| VERISIGN INC | COM | 92343E102 | 2,462 | 106,265 | X | | |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 46,273 | 1,381,701 | X | | |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 1,059 | 28,848 | X | | |
| VIACOM INC NEW | CL B | 92553P201 | 10,668 | 297,665 | X | | |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 462 | 29,377 | X | | |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 1,805 | 18,500 | X | | |
| VULCAN MATLS CO | COM | 929160109 | 3,545 | 45,451 | X | | |
| WPS RESOURCES CORP | COM | 92931B106 | 561 | 11,307 | X | | |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 53,498 | 989,231 | X | | |
| WAL MART STORES INC | COM | 931142103 | 79,428 | 1,648,906 | X | | |
| WALGREEN CO | COM | 931422109 | 19,212 | 428,466 | X | | |
| WALTER INDS INC | COM | 93317Q105 | 653 | 11,335 | X | | |
| WARNER MUSIC GROUP CORP | COM | 934550104 | 572 | 19,409 | X | | |
| WASHINGTON FED INC | COM | 938824109 | 307 | 13,224 | X | | |
| WASHINGTON GROUP INTL INC | COM NEW | 938862208 | 214 | 4,010 | X | | |
| WASHINGTON MUT INC | COM | 939322103 | 24,603 | 539,772 | X | | |
| WASHINGTON POST CO | CL B | 939640108 | 3,406 | 4,367 | X | | |
| WASTE MGMT INC DEL | COM | 94106L109 | 8,386 | 233,738 | X | | |
| WATERS CORP | COM | 941848103 | 2,717 | 61,192 | X | | |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 904 | 38,850 | X | | |
| WATTS WATER TECHNOLOGIES INC | CL A | 942749102 | 1,005 | 29,950 | X | | |
| WEBSTER FINL CORP CONN | COM | 947890109 | 379 | 7,992 | X | | |
| WEIGHT WATCHERS INTL INC NEW | COM | 948626106 | 3,262 | 79,783 | X | | |
| WEINGARTEN RLTY INVS | SH BEN INT | 948741103 | 578 | 15,092 | X | | |
| WELLCARE HEALTH PLANS INC | COM | 94946T106 | 418 | 8,529 | X | | |
| WELLPOINT INC | COM | 94973V107 | 18,078 | 248,431 | X | | |
| WELLS FARGO & CO NEW | COM | 949746101 | 50,174 | 747,975 | X | | |
| WENDYS INTL INC | COM | 950590109 | 3,352 | 57,501 | X | | |
| WESCO INTL INC | COM | 95082P105 | 870 | 12,612 | X | | |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------------------------|--------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION | | |
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHARED V OTHER |
| WEST CORP | COM | 952355105 | 3,537 | 73,816 | X | | |
| WESTAR ENERGY INC | COM | 95709T100 | 225 | 10,700 | X | | |
| WESTERN DIGITAL CORP | COM | 958102105 | 1,140 | 57,544 | X | | |
| WESTERN GAS RES INC | COM | 958259103 | 1,761 | 29,427 | X | | |
| WEYERHAEUSER CO | COM | 962166104 | 4,332 | 69,596 | X | | |
| WHIRLPOOL CORP | COM | 963320106 | 1,733 | 20,972 | X | | |
| WHITNEY HLDG CORP | COM | 966612103 | 869 | 24,560 | X | | |
| WHOLE FOODS MKT INC | COM | 966837106 | 5,925 | 91,659 | X | | |
| WILEY JOHN & SONS INC | CL A | 968223206 | 961 | 28,941 | X | | |
| WILLIAMS COS INC DEL | COM | 969457100 | 4,516 | 193,331 | X | | |
| WILLIAMS SONOMA INC | COM | 969904101 | 855 | 25,108 | X | | |
| WILMINGTON TRUST CORP | COM | 971807102 | 651 | 15,424 | X | | |
| WISCONSIN ENERGY CORP | COM | 976657106 | 714 | 17,706 | X | | |
| WOLVERINE WORLD WIDE INC | COM | 978097103 | 856 | 36,700 | X | | |
| WRIGLEY WM JR CO | COM | 982526105 | 5,068 | 111,729 | X | | |
| WYETH | COM | 983024100 | 25,189 | 567,188 | X | | |
| WYNN RESORTS LTD | COM | 983134107 | 1,321 | 18,019 | X | | |
| XM SATELLITE RADIO HLDGS INC | CL A | 983759101 | 2,308 | 157,548 | X | | |
| XTO ENERGY INC | COM | 98385X106 | 7,517 | 169,803 | X | | |
| XCEL ENERGY INC | COM | 98389B100 | 1,199 | 62,530 | X | | |
| XILINX INC | COM | 983919101 | 2,081 | 91,889 | X | | |
| XEROX CORP | COM | 984121103 | 4,400 | 316,316 | X | | |
| YRC WORLDWIDE INC | COM | 984249102 | 543 | 12,906 | X | | |
| YAHOO INC | COM | 984332106 | 27,264 | 826,194 | X | | |
| YUM BRANDS INC | COM | 988498101 | 8,856 | 176,164 | X | | |
| ZEBRA TECHNOLOGIES CORP | CL A | 989207105 | 713 | 20,873 | X | | |
| ZIMMER HLDGS INC | COM | 98956P102 | 7,490 | 132,046 | X | | |
| ZIONS BANCORPORATION | COM | 989701107 | 5,385 | 69,092 | X | | |
| GRAND TOTAL | | | 6,549,912 | | | | |