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VERIZON COMMUNICATIONS INC
Form 13F-HR
November 13, 2007

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2007

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: 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: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik Basking Ridge, New Jersey 11/9/2007

[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: 912

 Form 13F Information Table Value Total: 5,414,529

 (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.

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

No.	Form 13F File Number	Name
28-		Goldman Sachs Prime Brokerage

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION
ACE LTD	ORD	G0070K103	3,494	57,693	
AMDOCS LTD	ORD	G02602103	1,138	30,597	
AXIS CAPITAL HOLDINGS	SHS	G0692U109	299	7,682	
ACCENTURE LTD BERMUDA	CL A	G1150G111	3,698	91,864	
BUNGE LIMITED	COM	G16962105	648	6,032	
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	455	4,960	
COOPER INDS LTD	CL A	G24182100	3,955	77,422	
COVIDIEN LTD	COM	G2552X108	1,028	24,763	
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	953	22,933	
EVEREST RE GROUP LTD	COM	G3223R108	348	3,156	
FOSTER WHEELER LTD	SHS NEW	G36535139	1,431	10,898	
FRONTLINE LTD	SHS	G3682E127	362	7,504	
GARMIN LTD	ORD	G37260109	2,134	17,875	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
AIRGAS INC	COM	009363102	1,509	29,221			
AKAMAI TECHNOLOGIES INC	COM	00971T101	1,452	50,523			
ALBEMARLE CORP	COM	012653101	2,756	62,351			
ALBERTO CULVER CO NEW	COM	013078100	505	20,361			
ALCOA INC	COM	013817101	10,823	276,656			
ALLEGHANY CORP DEL	COM	017175100	5,052	12,444			
ALLEGHENY ENERGY INC	COM	017361106	4,162	79,645			
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,948	35,909			
ALLERGAN INC	COM	018490102	5,614	87,073			
ALLIANCE DATA SYSTEMS CORP	COM	018581108	943	12,179			
ALLIANT ENERGY CORP	COM	018802108	218	5,683			
ALLIANT TECHSYSTEMS INC	COM	018804104	507	4,643			
ALLIED CAP CORP NEW	COM	01903Q108	224	7,608			
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	240	18,846			
ALLSTATE CORP	COM	020002101	7,484	130,869			
ALLTEL CORP	COM	020039103	3,225	46,277			
ALTERA CORP	COM	021441100	3,009	124,949			
ALTRIA GROUP INC	COM	02209S103	50,775	730,262			
AMAZON COM INC	COM	023135106	19,199	206,110			
AMBAC FINL GROUP INC	COM	023139108	10,094	160,453			
AMEREN CORP	COM	023608102	543	10,344			
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1,792	28,000			
AMERICAN CAPITAL STRATEGIES	COM	024937104	401	9,390			
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1,001	38,053			
AMERICAN ELEC PWR INC	COM	025537101	7,830	169,924			
AMERICAN EXPRESS CO	COM	025816109	24,097	405,885			
AMERICAN INTL GROUP INC	COM	026874107	49,365	729,714			
AMERICAN STD COS INC DEL	COM	029712106	1,950	54,734			

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
AMERICAN TOWER CORP	CL A	029912201	6,952	159,667			
AMERISOURCEBERGEN CORP	COM	03073E105	8,526	188,097			
AMERIPRISE FINL INC	COM	03076C106	742	11,754			
AMETEK INC NEW	COM	031100100	3,951	91,417			
AMGEN INC	COM	031162100	29,061	513,726			
AMPCO-PITTSBURGH CORP	COM	032037103	315	8,000			
AMPHENOL CORP NEW	CL A	032095101	1,101	27,689			
AMYLIN PHARMACEUTICALS INC	COM	032346108	1,018	20,358			
ANADARKO PETE CORP	COM	032511107	12,155	226,132			
ANALOG DEVICES INC	COM	032654105	2,809	77,692			
ANHEUSER BUSCH COS INC	COM	035229103	12,090	241,857			
ANNALY CAP MGMT INC	COM	035710409	252	15,808			
ANNTAYLOR STORES CORP	COM	036115103	920	29,063			
AON CORP	COM	037389103	657	14,671			
APACHE CORP	COM	037411105	10,100	112,146			
APARTMENT INVT & MGMT CO	CL A	03748R101	1,146	25,397			
APOLLO GROUP INC	CL A	037604105	1,346	22,379			

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APPLE INC	COM	037833100	52,619	342,859
APPLERA CORP	COM AP BIO GRP	038020103	3,211	92,691
APPLIED MATLS INC	COM	038222105	8,220	397,122
ARCH COAL INC	COM	039380100	745	22,071
ARCHER DANIELS MIDLAND CO	COM	039483102	14,691	444,113
ARCHSTONE SMITH TR	COM	039583109	7,526	125,138
ARROW ELECTRS INC	COM	042735100	2,227	52,364
ASSURANT INC	COM	04621X108	6,851	128,047
ATMEL CORP	COM	049513104	436	84,425
AUTODESK INC	COM	052769106	4,433	88,709
AUTOLIV INC	COM	052800109	532	8,911

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
AUTOMATIC DATA PROCESSING IN	COM	053015103	11,258	245,118		
AUTOZONE INC	COM	053332102	2,576	22,177		
AVALONBAY CMNTYS INC	COM	053484101	16,077	136,180		
AVAYA INC	COM	053499109	1,207	71,187		
AVERY DENNISON CORP	COM	053611109	1,988	34,857		
AVIS BUDGET GROUP	COM	053774105	204	8,895		
AVNET INC	COM	053807103	4,672	117,213		
AVON PRODS INC	COM	054303102	2,414	64,325		
BB&T CORP	COM	054937107	1,112	27,531		
BJ SVCS CO	COM	055482103	1,205	45,396		
BOK FINL CORP	COM NEW	05561Q201	1,990	38,708		
BP PLC	SPONSORED ADR	055622104	1,387	20,000		
BMC SOFTWARE INC	COM	055921100	2,531	81,037		
BAKER HUGHES INC	COM	057224107	10,264	113,574		
BALL CORP	COM	058498106	3,128	58,201		
BANK OF AMERICA CORPORATION	COM	060505104	74,753	1,487,032		
BANK HAWAII CORP	COM	062540109	223	4,222		
BANK OF NEW YORK MELLON CORP	COM	064058100	16,271	368,614		
BARD C R INC	COM	067383109	5,214	59,117		
BARR PHARMACEUTICALS INC	COM	068306109	967	16,984		
BAUSCH & LOMB INC	COM	071707103	253	3,946		
BAXTER INTL INC	COM	071813109	11,040	196,158		
BE AEROSPACE INC	COM	073302101	593	14,268		
BEA SYS INC	COM	073325102	841	60,666		
BEAR STEARNS COS INC	COM	073902108	2,941	23,947		
BECKMAN COULTER INC	COM	075811109	617	8,363		
BECTON DICKINSON & CO	COM	075887109	16,862	205,514		
BED BATH & BEYOND INC	COM	075896100	2,572	75,388		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION

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BERKLEY W R CORP	COM	084423102	2,774	93,620
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	700	177
BEST BUY INC	COM	086516101	8,792	191,050
BIG LOTS INC	COM	089302103	494	16,540
BIOGEN IDEC INC	COM	09062X103	8,964	135,148
BLACK & DECKER CORP	COM	091797100	3,856	46,285
BLACKROCK INC	COM	09247X101	3,468	19,999
BLOCK H & R INC	COM	093671105	1,058	49,976
BOEING CO	COM	097023105	33,687	320,858
BORG WARNER INC	COM	099724106	921	10,063
BOSTON PROPERTIES INC	COM	101121101	3,649	35,120
BOSTON SCIENTIFIC CORP	COM	101137107	928	66,548
BOYD GAMING CORP	COM	103304101	373	8,706
BRINKER INTL INC	COM	109641100	995	36,273
BRINKS CO	COM	109696104	880	15,748
BRISTOL MYERS SQUIBB CO	COM	110122108	18,029	625,567
BROADCOM CORP	CL A	111320107	7,674	210,606
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	748	39,449
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	531	62,013
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,443	63,450
BROWN & BROWN INC	COM	115236101	455	17,318
BROWN FORMAN CORP	CL B	115637209	721	9,626
BURGER KING HLDGS INC	COM	121208201	251	9,832
BURLINGTON NORTHN SANTA FE C	COM	12189T104	11,200	137,982
CBS CORP NEW	CL B	124857202	7,295	231,600
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,026	36,861
C D W CORP	COM	12512N105	789	9,046
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	6,199	114,191

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
CIGNA CORP	COM	125509109	3,972	74,539		
CIT GROUP INC	COM	125581108	1,390	34,583		
CME GROUP INC	COM	12572Q105	13,783	23,466		
CMS ENERGY CORP	COM	125896100	1,534	91,217		
CSX CORP	COM	126408103	7,015	164,177		
CTS CORP	COM	126501105	258	20,000		
CVS CAREMARK CORPORATION	COM	126650100	29,418	742,320		
CA INC	COM	12673P105	1,223	47,544		
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	4,582	131,143		
CABOT CORP	COM	127055101	302	8,490		
CABOT OIL & GAS CORP	COM	127097103	527	14,996		
CADENCE DESIGN SYSTEM INC	COM	127387108	2,706	121,958		
CAMERON INTERNATIONAL CORP	COM	13342B105	5,219	56,545		
CAMPBELL SOUP CO	COM	134429109	3,343	90,345		
CAPITAL ONE FINL CORP	COM	14040H105	6,279	94,526		
CAPITALSOURCE INC	COM	14055X102	284	14,057		
CARDINAL HEALTH INC	COM	14149Y108	3,528	56,414		
CAREER EDUCATION CORP	COM	141665109	412	14,704		
CARLISLE COS INC	COM	142339100	811	16,684		
CARMAX INC	COM	143130102	680	33,460		
CARNIVAL CORP	PAIRED CTF	143658300	1,981	40,896		

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CARPENTER TECHNOLOGY CORP	COM	144285103	368	2,830
CATERPILLAR INC DEL	COM	149123101	17,655	225,107
CELANESE CORP DEL	COM SER A	150870103	2,801	71,856
CELGENE CORP	COM	151020104	9,012	126,383
CENTERPOINT ENERGY INC	COM	15189T107	1,597	99,645
CENTEX CORP	COM	152312104	628	23,636
CENTURYTEL INC	COM	156700106	5,106	110,473

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
CEPHALON INC	COM	156708109	749	10,246		
CERIDIAN CORP NEW	COM	156779100	721	20,741		
CERNER CORP	COM	156782104	609	10,176		
CHARLES RIV LABS INTL INC	COM	159864107	323	5,760		
CHECKFREE CORP NEW	COM	162813109	2,816	60,509		
CHEESECAKE FACTORY INC	COM	163072101	261	11,137		
CHEMTURA CORP	COM	163893100	121	13,645		
CHENIERE ENERGY INC	COM NEW	16411R208	258	6,577		
CHESAPEAKE ENERGY CORP	COM	165167107	1,804	51,170		
CHEVRON CORP NEW	COM	166764100	71,262	761,506		
CHICOS FAS INC	COM	168615102	383	27,238		
CHOICE HOTELS INTL INC	COM	169905106	218	5,782		
CHOICEPOINT INC	COM	170388102	446	11,769		
CHUBB CORP	COM	171232101	11,536	215,060		
CHURCH & DWIGHT INC	COM	171340102	1,025	21,781		
CIENA CORP	COM NEW	171779309	503	13,207		
CINCINNATI FINL CORP	COM	172062101	372	8,578		
CIRCUIT CITY STORE INC	COM	172737108	326	41,256		
CISCO SYS INC	COM	17275R102	86,053	2,597,425		
CITADEL BROADCASTING CORP	COM	17285T106	146	35,152		
CINTAS CORP	COM	172908105	653	17,590		
CITIGROUP INC	COM	172967101	81,520	1,746,739		
CITIZENS COMMUNICATIONS CO	COM	17453B101	335	23,424		
CITRIX SYS INC	COM	177376100	1,127	27,947		
CLARCOR INC	COM	179895107	1,129	33,000		
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,453	118,933		
CLEVELAND CLIFFS INC	COM	185896107	559	6,349		
CLOROX CO DEL	COM	189054109	1,235	20,254		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
COACH INC	COM	189754104	9,380	198,437		
COCA COLA CO	COM	191216100	53,605	932,754		
COCA COLA ENTERPRISES INC	COM	191219104	377	15,572		

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COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,765	72,247
COLGATE PALMOLIVE CO	COM	194162103	15,239	213,672
COMCAST CORP NEW	CL A	20030N101	19,031	787,053
COMERICA INC	COM	200340107	400	7,792
COMMERCE BANCORP INC NJ	COM	200519106	2,545	65,618
COMMERCIAL METALS CO	COM	201723103	2,383	75,277
COMMSCOPE INC	COM	203372107	476	9,476
COMPUTER SCIENCES CORP	COM	205363104	9,148	163,655
COMPUWARE CORP	COM	205638109	326	40,633
CONAGRA FOODS INC	COM	205887102	650	24,887
CON-WAY INC	COM	205944101	276	6,010
CONOCOPHILLIPS	COM	20825C104	62,433	711,322
CONSOL ENERGY INC	COM	20854P109	2,711	58,181
CONSOLIDATED EDISON INC	COM	209115104	1,371	29,617
CONSTELLATION BRANDS INC	CL A	21036P108	3,210	132,578
CONSTELLATION ENERGY GROUP I	COM	210371100	7,782	90,705
CONTINENTAL AIRLS INC	CL B	210795308	496	15,031
CONVERGYS CORP	COM	212485106	1,736	100,021
COOPER COS INC	COM NEW	216648402	215	4,097
COPART INC	COM	217204106	347	10,101
CORN PRODS INTL INC	COM	219023108	2,005	43,719
CORNING INC	COM	219350105	16,921	686,435
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,026	27,287
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	497	19,008
COSTCO WHSL CORP NEW	COM	22160K105	11,876	193,518

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
COUNTRYWIDE FINANCIAL CORP	COM	222372104	1,514	79,649		
COVANCE INC	COM	222816100	3,571	45,836		
COVANTA HLDG CORP	COM	22282E102	514	20,989		
COVENTRY HEALTH CARE INC	COM	222862104	3,479	55,928		
CRANE CO	COM	224399105	2,261	47,137		
CROCS INC	COM	227046109	832	12,371		
CROWN CASTLE INTL CORP	COM	228227104	10,291	253,298		
CROWN HOLDINGS INC	COM	228368106	576	25,305		
CUMMINS INC	COM	231021106	4,673	36,537		
CURTISS WRIGHT CORP	COM	231561101	1,962	41,300		
CYPRESS SEMICONDUCTOR CORP	COM	232806109	683	23,398		
CYTYC CORP	COM	232946103	850	17,833		
DPL INC	COM	233293109	973	37,034		
D R HORTON INC	COM	23331A109	713	55,694		
DST SYS INC DEL	COM	233326107	1,936	22,559		
DTE ENERGY CO	COM	233331107	2,010	41,497		
DADE BEHRING HLDGS INC	COM	23342J206	4,025	52,715		
DANAHER CORP DEL	COM	235851102	7,141	86,342		
DARDEN RESTAURANTS INC	COM	237194105	7,019	167,680		
DAVITA INC	COM	23918K108	1,896	30,016		
DEERE & CO	COM	244199105	8,602	57,957		
DEL MONTE FOODS CO	COM	24522P103	106	10,088		
DELL INC	COM	24702R101	23,448	849,554		
DELTA AIR LINES INC DEL	COM NEW	247361702	850	47,352		
DENBURY RES INC	COM NEW	247916208	837	18,740		

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DENTSPLY INTL INC NEW	COM	249030107	979	23,509
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	2,818	50,443
DEVON ENERGY CORP NEW	COM	25179M103	20,345	244,533

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
DIAGEO P L C	SPON ADR NEW	25243Q205	1,755	20,000			
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	2,321	20,485			
DICKS SPORTING GOODS INC	COM	253393102	1,276	19,004			
DIEBOLD INC	COM	253651103	462	10,182			
DILLARDS INC	CL A	254067101	469	21,468			
DIRECTV GROUP INC	COM	25459L106	5,236	215,666			
DISCOVERY HOLDING CO	CL A COM	25468Y107	872	30,217			
DISNEY WALT CO	COM DISNEY	254687106	26,421	768,277			
DISCOVER FINL SVCS	COM	254709108	1,595	76,696			
DOLBY LABORATORIES INC	COM	25659T107	213	6,106			
DOLLAR TREE STORES INC	COM	256747106	612	15,090			
DOMINION RES INC VA NEW	COM	25746U109	10,499	124,549			
DOMTAR CORP	COM	257559104	775	94,491			
DONALDSON INC	COM	257651109	3,237	77,522			
DONNELLEY R R & SONS CO	COM	257867101	1,773	48,497			
DOVER CORP	COM	260003108	872	17,112			
DOW CHEM CO	COM	260543103	13,697	318,098			
DOW JONES & CO INC	COM	260561105	551	9,233			
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	293	8,777			
DRESSER-RAND GROUP INC	COM	261608103	567	13,282			
DU PONT E I DE NEMOURS & CO	COM	263534109	15,693	316,651			
DUKE ENERGY CORP NEW	COM	26441C105	9,529	509,829			
DUKE REALTY CORP	COM NEW	264411505	586	17,324			
DUN & BRADSTREET CORP DEL NE	COM	26483E100	6,005	60,893			
DYNEGY INC DEL	CL A	26817G102	303	32,805			
E M C CORP MASS	COM	268648102	9,024	433,856			
ENSCO INTL INC	COM	26874Q100	4,344	77,430			
EOG RES INC	COM	26875P101	3,473	48,021			

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
E TRADE FINANCIAL CORP	COM	269246104	498	38,148			
EAGLE MATERIALS INC	COM	26969P108	265	7,415			
EAST WEST BANCORP INC	COM	27579R104	343	9,542			
EASTMAN CHEM CO	COM	277432100	2,211	33,133			
EASTMAN KODAK CO	COM	277461109	385	14,374			
EATON CORP	COM	278058102	5,252	53,032			
EATON VANCE CORP	COM NON VTG	278265103	682	17,075			

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EBAY INC	COM	278642103	20,324	520,874
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,508	32,219
ECOLAB INC	COM	278865100	2,693	57,048
EDISON INTL	COM	281020107	2,677	48,279
EDWARDS LIFSCIENCES CORP	COM	28176E108	440	8,918
EDWARDS AG INC	COM	281760108	896	10,697
EL PASO CORP	COM	28336L109	868	51,147
ELECTRONIC ARTS INC	COM	285512109	3,819	68,203
ELECTRONIC DATA SYS NEW	COM	285661104	3,175	145,355
EMBARQ CORP	COM	29078E105	2,439	43,868
EMERSON ELEC CO	COM	291011104	17,168	322,591
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	4,735	152,702
ENERGEN CORP	COM	29265N108	3,055	53,484
ENERGY CONVERSION DEVICES IN	COM	292659109	341	15,000
ENERGY EAST CORP	COM	29266M109	214	7,896
ENERGIZER HLDGS INC	COM	29266R108	3,566	32,166
ENTERGY CORP NEW	COM	29364G103	14,863	137,256
EQUIFAX INC	COM	294429105	2,765	72,532
EQUITABLE RES INC	COM	294549100	817	15,757
EQUITY RESIDENTIAL	SH BEN INT	29476L107	615	14,527
ERIE INDTY CO	CL A	29530P102	209	3,415

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ESSEX PPTY TR INC	COM	297178105	281	2,392		
EXELON CORP	COM	30161N101	12,922	171,470		
EXPEDIA INC DEL	COM	30212P105	2,193	68,803		
EXPEDITORS INTL WASH INC	COM	302130109	4,942	104,485		
EXPRESS SCRIPTS INC	COM	302182100	10,273	184,039		
EXXON MOBIL CORP	COM	30231G102	180,776	1,953,065		
FMC TECHNOLOGIES INC	COM	30249U101	3,811	66,099		
FPL GROUP INC	COM	302571104	2,149	35,306		
FTD GROUP INC	COM	30267U108	890	59,800		
FACTSET RESH SYS INC	COM	303075105	456	6,645		
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	215	11,525		
FAMILY DLR STORES INC	COM	307000109	1,471	55,374		
FASTENAL CO	COM	311900104	889	19,574		
FEDERAL HOME LN MTG CORP	COM	313400301	19,145	324,429		
FEDERAL NATL MTG ASSN	COM	313586109	20,439	336,118		
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	521	5,877		
FEDERATED INVS INC PA	CL B	314211103	535	13,485		
FEDEX CORP	COM	31428X106	15,452	147,515		
F5 NETWORKS INC	COM	315616102	481	12,921		
FIDELITY NATL INFORMATION SV	COM	31620M106	1,181	26,626		
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	718	41,075		
FIFTH THIRD BANCORP	COM	316773100	2,964	87,485		
FIRST MARBLEHEAD CORP	COM	320771108	776	20,468		
FIRST SOLAR INC	COM	336433107	651	5,525		
FISERV INC	COM	337738108	2,888	56,779		
FIRSTENERGY CORP	COM	337932107	8,566	135,231		
FLORIDA ROCK INDS INC	COM	341140101	462	7,400		
FLUOR CORP NEW	COM	343412102	2,797	19,426		

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
FLOWSERVE CORP	COM	34354P105	2,089	27,425		
FOOT LOCKER INC	COM	344849104	263	17,148		
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,303	389,025		
FOREST CITY ENTERPRISES INC	CL A	345550107	616	11,160		
FOREST LABS INC	COM	345838106	4,878	130,826		
FORTUNE BRANDS INC	COM	349631101	1,111	13,632		
FOUNDATION COAL HLDGS INC	COM	35039W100	674	17,197		
FRANKLIN RES INC	COM	354613101	14,829	116,302		
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	18,476	176,150		
FRONTIER OIL CORP	COM	35914P105	3,177	76,305		
GATX CORP	COM	361448103	775	18,135		
GALLAGHER ARTHUR J & CO	COM	363576109	201	6,953		
GAMESTOP CORP NEW	CL A	36467W109	1,373	24,361		
GANNETT INC	COM	364730101	3,397	77,725		
GAP INC DEL	COM	364760108	1,567	84,960		
GARDNER DENVER INC	COM	365558105	688	17,633		
GEN-PROBE INC NEW	COM	36866T103	540	8,116		
GENENTECH INC	COM NEW	368710406	29,573	379,041		
GENERAL CABLE CORP DEL NEW	COM	369300108	543	8,091		
GENERAL DYNAMICS CORP	COM	369550108	14,032	166,124		
GENERAL ELECTRIC CO	COM	369604103	133,669	3,228,721		
GENERAL GROWTH PPTYS INC	COM	370021107	1,251	23,332		
GENERAL MLS INC	COM	370334104	12,490	215,309		
GENERAL MTRS CORP	COM	370442105	3,833	104,454		
GENTEX CORP	COM	371901109	474	22,086		
GENUINE PARTS CO	COM	372460105	1,576	31,513		
GENWORTH FINL INC	COM CL A	37247D106	5,575	181,428		
GENZYME CORP	COM	372917104	3,647	58,864		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
GILEAD SCIENCES INC	COM	375558103	19,214	470,120		
GLOBAL INDS LTD	COM	379336100	367	14,247		
GLOBAL PMTS INC	COM	37940X102	9,236	208,861		
GOLDMAN SACHS GROUP INC	COM	38141G104	45,560	210,207		
GOODRICH CORP	COM	382388106	2,686	39,371		
GOODYEAR TIRE & RUBR CO	COM	382550101	2,842	93,455		
GOOGLE INC	CL A	38259P508	63,129	111,286		
GRACO INC	COM	384109104	794	20,295		
GRAINGER W W INC	COM	384802104	1,894	20,765		
GRANT PRIDECO INC	COM	38821G101	1,621	29,724		
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,450	60,000		

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GUESS INC	COM	401617105	412	8,411
HCC INS HLDGS INC	COM	404132102	306	10,675
HCP INC	COM	40414L109	341	10,294
HLTH CORPORATION	COM	40422Y101	398	28,075
HNI CORP	COM	404251100	267	7,417
HRPT PPTYS TR	COM SH BEN INT	40426W101	105	10,589
HALLIBURTON CO	COM	406216101	11,868	309,059
HANESBRANDS INC	COM	410345102	419	14,922
HANSEN NAT CORP	COM	411310105	598	10,551
HARLEY DAVIDSON INC	COM	412822108	6,657	144,056
HARMAN INTL INDS INC	COM	413086109	872	10,083
HARRAHS ENTMT INC	COM	413619107	3,187	36,658
HARRIS CORP DEL	COM	413875105	2,120	36,681
HARSCO CORP	COM	415864107	772	13,023
HARTFORD FINL SVCS GROUP INC	COM	416515104	16,735	180,822
HASBRO INC	COM	418056107	1,627	58,362
HEALTH MGMT ASSOC INC NEW	CL A	421933102	84	12,106

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
HEALTH CARE REIT INC	COM	42217K106	225	5,079		
HEALTH NET INC	COM	42222G108	939	17,372		
HEINZ H J CO	COM	423074103	8,229	178,128		
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	518	12,196		
HERCULES INC	COM	427056106	301	14,300		
HERSHEY CO	COM	427866108	2,825	60,871		
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	862	37,928		
HESS CORP	COM	42809H107	923	13,871		
HEWITT ASSOCS INC	COM	42822Q100	384	10,966		
HEWLETT PACKARD CO	COM	428236103	63,637	1,278,106		
HILLENBRAND INDS INC	COM	431573104	230	4,179		
HILTON HOTELS CORP	COM	432848109	4,929	106,019		
HOLLY CORP	COM PAR \$0.01	435758305	418	6,994		
HOME DEPOT INC	COM	437076102	20,271	624,867		
HONEYWELL INTL INC	COM	438516106	14,881	250,223		
HOSPIRA INC	COM	441060100	1,005	24,239		
HOST HOTELS & RESORTS INC	COM	44107P104	1,259	56,084		
HUBBELL INC	CL B	443510201	289	5,067		
HUDSON CITY BANCORP	COM	443683107	768	49,909		
HUMANA INC	COM	444859102	5,560	79,565		
HUNT J B TRANS SVCS INC	COM	445658107	396	15,076		
HUNTINGTON BANCSHARES INC	COM	446150104	310	18,254		
IAC INTERACTIVECORP	COM NEW	44919P300	3,262	109,953		
IMS HEALTH INC	COM	449934108	863	28,166		
ISTAR FINL INC	COM	45031U101	218	6,404		
ITT EDUCATIONAL SERVICES INC	COM	45068B109	767	6,302		
ITT CORP NEW	COM	450911102	3,693	54,361		
IDEARC INC	COM	451663108	231	7,337		

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
IDEX CORP	COM	45167R104	697	19,155		
IDEXX LABS INC	COM	45168D104	525	4,793		
ILLINOIS TOOL WKS INC	COM	452308109	9,308	156,063		
IMCLONE SYS INC	COM	45245W109	383	9,264		
INDYMAC BANCORP INC	COM	456607100	795	33,677		
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	880	56,848		
INTEL CORP	COM	458140100	61,427	2,375,353		
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,775	11,687		
INTERNATIONAL BUSINESS MACHS	COM	459200101	70,351	597,203		
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	881	16,674		
INTERNATIONAL GAME TECHNOLOG	COM	459902102	5,630	130,629		
INTL PAPER CO	COM	460146103	4,604	128,363		
INTERNATIONAL RECTIFIER CORP	COM	460254105	836	25,331		
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	1,075	23,432		
INTERSIL CORP	CL A	46069S109	1,663	49,739		
INTERPUBLIC GROUP COS INC	COM	460690100	558	53,745		
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,334	5,799		
INTUIT	COM	461202103	2,034	67,114		
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	2,444	56,860		
INVITROGEN CORP	COM	46185R100	341	4,173		
IRON MTN INC	COM	462846106	1,749	57,395		
ISHARES TR	RUSSELL1000VAL	464287598	3,438	40,000		
ISHARES TR	RUSSELL1000GRW	464287614	5,102	82,650		
ISHARES TR	RUSSELL 1000	464287622	51,087	615,950		
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	331	22,108		
JP MORGAN CHASE & CO	COM	46625H100	45,357	989,886		
JABIL CIRCUIT INC	COM	466313103	1,171	51,269		
JACOBS ENGR GROUP INC DEL	COM	469814107	7,025	92,954		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
JANUS CAP GROUP INC	COM	47102X105	1,570	55,506		
JARDEN CORP	COM	471109108	220	7,115		
JOHNSON & JOHNSON	COM	478160104	66,838	1,017,316		
JOHNSON CTLS INC	COM	478366107	12,603	106,707		
JONES APPAREL GROUP INC	COM	480074103	681	32,241		
JONES LANG LASALLE INC	COM	48020Q107	585	5,694		
JOY GLOBAL INC	COM	481165108	855	16,809		
JUNIPER NETWORKS INC	COM	48203R104	2,355	64,316		
KBR INC	COM	48242W106	327	8,433		
KLA-TENCOR CORP	COM	482480100	1,654	29,655		
KANSAS CITY SOUTHERN	COM NEW	485170302	279	8,671		
KB HOME	COM	48666K109	222	8,847		
KELLOGG CO	COM	487836108	2,110	37,678		
KENNAMETAL INC	COM	489170100	1,646	19,597		
KEYCORP NEW	COM	493267108	634	19,601		

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KILROY RLTY CORP	COM	49427F108	307	5,060
KIMBERLY CLARK CORP	COM	494368103	4,153	59,113
KIMCO REALTY CORP	COM	49446R109	11,534	255,128
KINETIC CONCEPTS INC	COM NEW	49460W208	407	7,231
KING PHARMACEUTICALS INC	COM	495582108	2,780	237,175
KIRBY CORP	COM	497266106	364	8,249
KOHL'S CORP	COM	500255104	4,010	69,947
KRAFT FOODS INC	CL A	50075N104	15,799	457,808
KROGER CO	COM	501044101	2,932	102,821
LSI CORPORATION	COM	502161102	1,537	207,202
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,713	26,560
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	13,330	170,400
LAM RESEARCH CORP	COM	512807108	4,746	89,119

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
LAMAR ADVERTISING CO	CL A	512815101	627	12,798		
LANDSTAR SYS INC	COM	515098101	361	8,598		
LAS VEGAS SANDS CORP	COM	517834107	7,958	59,644		
LAUDER ESTEE COS INC	CL A	518439104	718	16,912		
LEAP WIRELESS INTL INC	COM NEW	521863308	3,124	38,392		
LEGG MASON INC	COM	524901105	7,601	90,175		
LEHMAN BROS HLDGS INC	COM	524908100	9,489	153,712		
LEUCADIA NATL CORP	COM	527288104	395	8,192		
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,545	332,166		
LEXMARK INTL NEW	CL A	529771107	3,572	86,009		
LIBERTY GLOBAL INC	COM SER A	530555101	5,011	122,162		
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	1,411	73,463		
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	3,264	26,146		
LILLY ELI & CO	COM	532457108	8,570	150,543		
LIMITED BRANDS INC	COM	532716107	1,907	83,322		
LINCARE HLDGS INC	COM	532791100	1,942	52,975		
LINCOLN ELEC HLDGS INC	COM	533900106	1,957	25,210		
LINCOLN NATL CORP IND	COM	534187109	892	13,529		
LINEAR TECHNOLOGY CORP	COM	535678106	1,202	34,356		
LIZ CLAIBORNE INC	COM	539320101	2,968	86,468		
LOCKHEED MARTIN CORP	COM	539830109	11,336	104,485		
LOEWS CORP	COM	540424108	14,348	296,761		
LOEWS CORP	CAROLNA GP STK	540424207	11,432	139,030		
LOWES COS INC	COM	548661107	17,564	626,855		
LUBRIZOL CORP	COM	549271104	758	11,649		
LYONDELL CHEMICAL CO	COM	552078107	1,092	23,562		
M & T BK CORP	COM	55261F104	3,251	31,428		
MBIA INC	COM	55262C100	6,724	110,135		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
			VALUE	SHRS OR	SH/ PUT/ CALL	INVESTMENT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION
M D C HLDGS INC	COM	552676108	554	13,540	
MDU RES GROUP INC	COM	552690109	737	26,485	
MEMC ELECTCR MATLS INC	COM	552715104	2,044	34,726	
MGIC INVT CORP WIS	COM	552848103	1,902	58,870	
MGM MIRAGE	COM	552953101	1,637	18,305	
MSC INDL DIRECT INC	CL A	553530106	361	7,128	
MACERICH CO	COM	554382101	972	11,093	
MACK CALI RLTY CORP	COM	554489104	1,372	33,393	
MACYS INC	COM	55616P104	4,419	136,734	
MANITOWOC INC	COM	563571108	4,463	100,782	
MANOR CARE INC NEW	COM	564055101	729	11,324	
MANPOWER INC	COM	56418H100	5,424	84,282	
MARATHON OIL CORP	COM	565849106	18,215	319,444	
MARKEL CORP	COM	570535104	238	491	
MARSH & MCLENNAN COS INC	COM	571748102	708	27,751	
MARSHALL & ILSLEY CORP	COM	571834100	4,173	95,347	
MARRIOTT INTL INC NEW	CL A	571903202	8,509	195,742	
MARTIN MARIETTA MATLS INC	COM	573284106	881	6,596	
MASCO CORP	COM	574599106	1,186	51,168	
MASSEY ENERGY CORP	COM	576206106	274	12,551	
MASTERCARD INC	CL A	57636Q104	1,825	12,335	
MATTEL INC	COM	577081102	3,749	159,820	
MAXIM INTEGRATED PRODS INC	COM	57772K101	1,441	49,630	
MCAFAEE INC	COM	579064106	1,390	39,858	
MCCLATCHY CO	CL A	579489105	345	17,251	
MCCORMICK & CO INC	COM NON VTG	579780206	4,518	125,600	
MCDERMOTT INTL INC	COM	580037109	4,484	82,922	
MCDONALDS CORP	COM	580135101	24,378	447,550	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION
MCGRAW HILL COS INC	COM	580645109	6,980	137,114	
MCKESSON CORP	COM	58155Q103	4,696	79,882	
MEADWESTVACO CORP	COM	583334107	3,683	124,716	
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	8,438	93,354	
MEDTRONIC INC	COM	585055106	27,010	478,822	
MENTOR GRAPHICS CORP	COM	587200106	906	60,000	
MERCK & CO INC	COM	589331107	48,276	933,948	
MEREDITH CORP	COM	589433101	426	7,443	
MERRILL LYNCH & CO INC	COM	590188108	22,486	315,463	
METLIFE INC	COM	59156R108	16,907	242,467	
METROPCS COMMUNICATIONS INC	COM	591708102	276	10,105	
METTLER TOLEDO INTERNATIONAL	COM	592688105	1,870	18,336	
MICROSOFT CORP	COM	594918104	109,729	3,724,676	
MICROCHIP TECHNOLOGY INC	COM	595017104	1,227	33,792	
MICRON TECHNOLOGY INC	COM	595112103	2,482	223,631	
MILLENNIUM PHARMACEUTICALS I	COM	599902103	351	34,621	
MILLIPORE CORP	COM	601073109	633	8,354	
MIRANT CORP NEW	COM	60467R100	1,267	31,154	
MOHAWK INDS INC	COM	608190104	1,093	13,442	

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MOLEX INC	COM	608554101	945	35,086
MOLSON COORS BREWING CO	CL B	60871R209	1,445	14,498
MONEYGRAM INTL INC	COM	60935Y109	292	12,914
MONSANTO CO NEW	COM	61166W101	28,334	330,468
MONSTER WORLDWIDE INC	COM	611742107	1,211	35,563
MOODYS CORP	COM	615369105	5,775	114,575
MORGAN STANLEY	COM NEW	617446448	22,425	355,956
MOSAIC CO	COM	61945A107	786	14,685
MOTOROLA INC	COM	620076109	10,530	568,250

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
MURPHY OIL CORP	COM	626717102	657	9,400		
MYLAN LABS INC	COM	628530107	1,891	118,483		
NBTY INC	COM	628782104	1,238	30,489		
NCR CORP NEW	COM	62886E108	3,090	62,056		
NII HLDGS INC	CL B NEW	62913F201	6,618	80,558		
NRG ENERGY INC	COM NEW	629377508	1,376	32,542		
NVR INC	COM	62944T105	435	925		
NYMEX HOLDINGS INC	COM	62948N104	1,855	14,251		
NYSE EURONEXT	COM	629491101	5,941	75,041		
NALCO HOLDING COMPANY	COM	62985Q101	662	22,340		
NASDAQ STOCK MARKET INC	COM	631103108	2,075	55,075		
NATIONAL CITY CORP	COM	635405103	6,605	263,258		
NATIONAL HEALTH INVS INC	COM	63633D104	679	21,970		
NATIONAL INSTRS CORP	COM	636518102	305	8,894		
NATIONAL OILWELL VARCO INC	COM	637071101	7,223	49,987		
NATIONAL SEMICONDUCTOR CORP	COM	637640103	2,571	94,802		
NATIONWIDE FINL SVCS INC	CL A	638612101	3,695	68,656		
NAVTEQ CORP	COM	63936L100	1,179	15,119		
NETWORK APPLIANCE INC	COM	64120L104	4,968	184,625		
NEUSTAR INC	CL A	64126X201	402	11,737		
NEW YORK CMNTY BANCORP INC	COM	649445103	298	15,659		
NEW YORK TIMES CO	CL A	650111107	216	10,926		
NEWELL RUBBERMAID INC	COM	651229106	1,955	67,826		
NEWFIELD EXPL CO	COM	651290108	313	6,494		
NEWMONT MINING CORP	COM	651639106	4,685	104,737		
NEWS CORP	CL A	65248E104	19,239	874,916		
NIKE INC	CL B	654106103	14,314	244,014		
NISOURCE INC	COM	65473P105	645	33,693		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
NOKIA CORP	SPONSORED ADR	654902204	2,902	76,500		

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NOBLE ENERGY INC	COM	655044105	776	11,080
NORDSTROM INC	COM	655664100	5,668	120,878
NORFOLK SOUTHERN CORP	COM	655844108	7,033	135,491
NORTHEAST UTILS	COM	664397106	1,649	57,723
NORTHERN TR CORP	COM	665859104	9,971	150,455
NORTHROP GRUMMAN CORP	COM	666807102	16,694	214,022
NORTHWEST AIRLS CORP	COM	667280408	560	31,439
NOVELL INC	COM	670006105	167	21,867
NOVELLUS SYS INC	COM	670008101	407	14,927
NSTAR	COM	67019E107	882	25,336
NUCOR CORP	COM	670346105	9,094	152,918
NVIDIA CORP	COM	67066G104	11,079	305,722
NUTRI SYS INC NEW	COM	67069D108	249	5,316
OGE ENERGY CORP	COM	670837103	979	29,585
NUVEEN INVTS INC	CL A	67090F106	1,201	19,395
OCCIDENTAL PETE CORP DEL	COM	674599105	34,710	541,661
OCEANEERING INTL INC	COM	675232102	640	8,438
OFFICEMAX INC DEL	COM	67622P101	253	7,382
OFFICE DEPOT INC	COM	676220106	2,332	113,108
OLD REP INTL CORP	COM	680223104	217	11,562
OMNICARE INC	COM	681904108	252	7,614
OMNICOM GROUP INC	COM	681919106	12,327	256,335
OMNOVA SOLUTIONS INC	COM	682129101	58	10,000
ONEOK INC NEW	COM	682680103	246	5,191
ORACLE CORP	COM	68389X105	36,535	1,687,538
O REILLY AUTOMOTIVE INC	COM	686091109	945	28,292
OSHKOSH TRUCK CORP	COM	688239201	710	11,461

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL INVESTMENT DISCRETION
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,472	19,155	
OWENS ILL INC	COM NEW	690768403	950	22,929	
PDL BIOPHARMA INC	COM	69329Y104	390	18,046	
PG&E CORP	COM	69331C108	8,134	170,162	
PMI GROUP INC	COM	69344M101	1,777	54,341	
PNC FINL SVCS GROUP INC	COM	693475105	6,281	92,234	
PPG INDS INC	COM	693506107	4,284	56,702	
PPL CORP	COM	69351T106	7,864	169,856	
PACCAR INC	COM	693718108	7,028	82,444	
PACKAGING CORP AMER	COM	695156109	880	30,266	
PACTIV CORP	COM	695257105	764	26,658	
PALL CORP	COM	696429307	697	17,913	
PARKER HANNIFIN CORP	COM	701094104	2,213	19,787	
PATTERSON COMPANIES INC	COM	703395103	831	21,532	
PAYCHEX INC	COM	704326107	5,988	146,048	
PEABODY ENERGY CORP	COM	704549104	3,878	81,007	
PEDIATRIX MED GROUP	COM	705324101	491	7,506	
PENN NATL GAMING INC	COM	707569109	671	11,364	
PENNEY J C INC	COM	708160106	6,506	102,673	
PENTAIR INC	COM	709631105	451	13,586	
PEOPLES UNITED FINANCIAL INC	COM	712704105	459	26,589	
PEPCO HOLDINGS INC	COM	713291102	261	9,648	
PEPSI BOTTLING GROUP INC	COM	713409100	4,735	127,393	

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PEPSIAMERICAS INC	COM	71343P200	1,717	52,938
PEPSICO INC	COM	713448108	51,801	707,091
PERKINELMER INC	COM	714046109	267	9,134
PETSMART INC	COM	716768106	671	21,044
PFIZER INC	COM	717081103	54,500	2,230,867

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
PHARMACEUTICAL PROD DEV INC	COM	717124101	568	16,018		
PHARMERICA CORP	COM	71714F104	200	13,424		
PHILADELPHIA CONS HLDG CORP	COM	717528103	306	7,402		
PHILLIPS VAN HEUSEN CORP	COM	718592108	455	8,663		
PINNACLE WEST CAP CORP	COM	723484101	988	25,009		
PIONEER NAT RES CO	COM	723787107	2,077	46,168		
PITNEY BOWES INC	COM	724479100	1,353	29,797		
PLUM CREEK TIMBER CO INC	COM	729251108	460	10,276		
POLO RALPH LAUREN CORP	CL A	731572103	737	9,476		
POPULAR INC	COM	733174106	171	13,958		
PRAXAIR INC	COM	74005P104	10,614	126,722		
PRECISION CASTPARTS CORP	COM	740189105	21,249	143,593		
PRICE T ROWE GROUP INC	COM	74144T108	2,289	41,107		
PRIDE INTL INC DEL	COM	74153Q102	773	21,160		
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,098	64,952		
PROCTER & GAMBLE CO	COM	742718109	75,405	1,072,012		
PROGRESS ENERGY INC	COM	743263105	1,175	25,084		
PROGRESSIVE CORP OHIO	COM	743315103	3,431	176,785		
PROLOGIS	SH BEN INT	743410102	3,359	50,624		
PRUDENTIAL FINL INC	COM	744320102	12,865	131,838		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,195	47,672		
PUBLIC STORAGE	COM	74460D109	2,961	37,642		
PULTE HOMES INC	COM	745867101	1,450	106,574		
QLOGIC CORP	COM	747277101	297	22,068		
QUALCOMM INC	COM	747525103	27,133	642,048		
QUANTA SVCS INC	COM	74762E102	673	25,457		
QUEST DIAGNOSTICS INC	COM	74834L100	1,328	22,987		
QUEST RESOURCE CORP	COM NEW	748349305	412	42,700		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
QUESTAR CORP	COM	748356102	5,017	95,514		
QUICKSILVER RESOURCES INC	COM	74837R104	1,235	26,254		
QWEST COMMUNICATIONS INTL IN	COM	749121109	3,556	388,233		
RPM INTL INC	COM	749685103	908	37,933		
RADIAN GROUP INC	COM	750236101	2,088	89,710		

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RADIOSHACK CORP	COM	750438103	346	16,739
RAMBUS INC DEL	COM	750917106	260	13,595
RANGE RES CORP	COM	75281A109	931	22,907
RAYONIER INC	COM	754907103	1,602	33,357
RAYTHEON CO	*W EXP 06/16/2	755111119	221	7,956
RAYTHEON CO	COM NEW	755111507	10,503	164,578
RED HAT INC	COM	756577102	1,488	74,897
REGAL ENTMT GROUP	CL A	758766109	232	10,550
REGENCY CTRS CORP	COM	758849103	266	3,472
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,038	35,210
RELIANCE STEEL & ALUMINUM CO	COM	759509102	225	3,973
RELIANT ENERGY INC	COM	75952B105	437	17,069
REPUBLIC SVCS INC	COM	760759100	961	29,383
RESMED INC	COM	761152107	516	12,047
RESPIRONICS INC	COM	761230101	547	11,397
REYNOLDS AMERICAN INC	COM	761713106	2,554	40,163
RITE AID CORP	COM	767754104	157	34,011
ROBERT HALF INTL INC	COM	770323103	1,249	41,845
ROCKWELL AUTOMATION INC	COM	773903109	5,300	76,244
ROCKWELL COLLINS INC	COM	774341101	4,813	65,898
ROHM & HAAS CO	COM	775371107	3,456	62,082
ROPER INDS INC NEW	COM	776696106	4,019	61,362
ROSS STORES INC	COM	778296103	1,367	53,301

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ROWAN COS INC	COM	779382100	505	13,802		
RYDER SYS INC	COM	783549108	885	18,056		
SBA COMMUNICATIONS CORP	COM	78388J106	671	19,009		
SEI INVESTMENTS CO	COM	784117103	3,782	138,642		
SL GREEN RLTG CORP	COM	78440X101	347	2,969		
SLM CORP	COM	78442P106	4,798	96,590		
SPX CORP	COM	784635104	1,975	21,335		
SAFECO CORP	COM	786429100	325	5,305		
SAFEWAY INC	COM NEW	786514208	731	22,065		
ST JOE CO	COM	790148100	387	11,508		
ST JUDE MED INC	COM	790849103	6,265	142,158		
SAKS INC	COM	79377W108	338	19,727		
SALESFORCE COM INC	COM	79466L302	754	14,693		
SANDISK CORP	COM	80004C101	3,064	55,609		
SANMINA SCI CORP	COM	800907107	82	38,803		
SARA LEE CORP	COM	803111103	1,285	76,964		
SCANA CORP NEW	COM	80589M102	226	5,829		
SCHEIN HENRY INC	COM	806407102	3,270	53,748		
SCHERING PLOUGH CORP	COM	806605101	13,458	425,497		
SCHLUMBERGER LTD	COM	806857108	35,111	334,394		
SCHWAB CHARLES CORP NEW	COM	808513105	6,380	295,353		
SCIENTIFIC GAMES CORP	CL A	80874P109	377	10,039		
SCOTTS MIRACLE GRO CO	CL A	810186106	637	14,908		
SEALED AIR CORP NEW	COM	81211K100	266	10,408		
SEARS HLDGS CORP	COM	812350106	4,923	38,702		
SEMPRA ENERGY	COM	816851109	4,108	70,681		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	289	10,000		

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SEPRACOR INC COM 817315104 453 16,472

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
SERVICE CORP INTL	COM	817565104	189	14,689		
SHAW GROUP INC	COM	820280105	684	11,778		
SHERWIN WILLIAMS CO	COM	824348106	5,532	84,186		
SIERRA HEALTH SVCS INC	COM	826322109	362	8,583		
SIERRA PAC RES NEW	COM	826428104	620	39,440		
SIGMA ALDRICH CORP	COM	826552101	2,794	57,317		
SILICON LABORATORIES INC	COM	826919102	354	8,475		
SIMON PPTY GROUP INC NEW	COM	828806109	7,177	71,771		
SIRIUS SATELLITE RADIO INC	COM	829660103	790	226,286		
SMITH INTL INC	COM	832110100	5,094	71,345		
SMURFIT-STONE CONTAINER CORP	COM	832727101	149	12,742		
SOLECTRON CORP	COM	834182107	287	73,712		
SONOCO PRODS CO	COM	835495102	570	18,897		
SOUTHERN CO	COM	842587107	2,052	56,564		
SOUTHERN COPPER CORP	COM	84265V105	2,923	23,608		
SOUTHWEST AIRLS CO	COM	844741108	1,554	104,998		
SOUTHWEST GAS CORP	COM	844895102	1,293	45,710		
SOUTHWESTERN ENERGY CO	COM	845467109	1,100	26,285		
SOVEREIGN BANCORP INC	COM	845905108	631	37,023		
SPECTRA ENERGY CORP	COM	847560109	5,467	223,329		
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	373	9,570		
SPRINT NEXTEL CORP	COM FON	852061100	14,334	754,412		
STANLEY WKS	COM	854616109	1,599	28,482		
STAPLES INC	COM	855030102	4,404	204,918		
STARBUCKS CORP	COM	855244109	9,892	377,562		
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	4,914	80,889		
STATE STR CORP	COM	857477103	5,795	85,023		
STATION CASINOS INC	COM	857689103	428	4,895		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
STEEL DYNAMICS INC	COM	858119100	2,178	46,629		
STEELCASE INC	CL A	858155203	249	13,823		
STERICYCLE INC	COM	858912108	2,119	37,078		
STRYKER CORP	COM	863667101	12,272	178,475		
SUN MICROSYSTEMS INC	COM	866810104	3,646	648,793		
SUNOCO INC	COM	86764P109	1,330	18,796		
SUNPOWER CORP	COM CL A	867652109	529	6,392		
SUNTRUST BKS INC	COM	867914103	11,677	154,319		
SUPERIOR ENERGY SVCS INC	COM	868157108	443	12,488		

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SUPERVALU INC	COM	868536103	3,043	77,997
SYMANTEC CORP	COM	871503108	4,828	249,115
SYNOPSIS INC	COM	871607107	1,419	52,399
SYNOVUS FINL CORP	COM	87161C105	696	24,809
SYSCO CORP	COM	871829107	3,404	95,635
TD AMERITRADE HLDG CORP	COM	87236Y108	2,704	148,430
TECO ENERGY INC	COM	872375100	172	10,474
TJX COS INC NEW	COM	872540109	6,043	207,864
TXU CORP	COM	873168108	14,996	219,011
TARGET CORP	COM	87612E106	32,508	511,369
TAUBMAN CTRS INC	COM	876664103	316	5,774
TECHNE CORP	COM	878377100	385	6,105
TELEPHONE & DATA SYS INC	COM	879433100	5,679	85,073
TELEPHONE & DATA SYS INC	SPL COM	879433860	1,240	20,000
TELLABS INC	COM	879664100	208	21,874
TEMPLE INLAND INC	COM	879868107	1,653	31,407
TENET HEALTHCARE CORP	COM	88033G100	208	62,002
TERADYNE INC	COM	880770102	269	19,519
TEREX CORP NEW	COM	880779103	3,423	38,456

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
TESORO CORP	COM	881609101	973	21,145		
TETRA TECHNOLOGIES INC DEL	COM	88162F105	238	11,237		
TEXAS INSTRS INC	COM	882508104	26,377	720,881		
TEXTRON INC	COM	883203101	9,802	157,565		
THERMO FISHER SCIENTIFIC INC	COM	883556102	5,920	102,557		
THOMAS & BETTS CORP	COM	884315102	5,190	88,503		
THOR INDS INC	COM	885160101	1,126	25,030		
3M CO	COM	88579Y101	26,017	278,020		
TIDEWATER INC	COM	886423102	1,565	24,903		
TIFFANY & CO NEW	COM	886547108	1,104	21,094		
TIM HORTONS INC	COM	88706M103	1,021	29,307		
TIME WARNER INC	COM	887317105	21,610	1,177,033		
TIME WARNER CABLE INC	CL A	88732J108	549	16,747		
TIMKEN CO	COM	887389104	377	10,142		
TITANIUM METALS CORP	COM NEW	888339207	354	10,554		
TORCHMARK CORP	COM	891027104	2,212	35,492		
TORO CO	COM	891092108	367	6,237		
TRACTOR SUPPLY CO	COM	892356106	246	5,344		
TRAVELERS COMPANIES INC	COM	89417E109	12,997	258,177		
TRIBUNE CO NEW	COM	896047107	250	9,162		
TRIMBLE NAVIGATION LTD	COM	896239100	725	18,486		
TRINITY INDS INC	COM	896522109	427	11,365		
TUPPERWARE BRANDS CORP	COM	899896104	759	24,100		
TYSON FOODS INC	CL A	902494103	236	13,201		
UAL CORP	COM NEW	902549807	603	12,950		
UDR INC	COM	902653104	511	21,028		
UST INC	COM	902911106	4,170	84,077		
US BANCORP DEL	COM NEW	902973304	23,528	723,275		

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
URS CORP NEW	COM	903236107	226	3,999		
ULTRA PETROLEUM CORP	COM	903914109	1,067	17,200		
UNION PAC CORP	COM	907818108	12,194	107,850		
UNISYS CORP	COM	909214108	115	17,375		
UNIT CORP	COM	909218109	296	6,119		
UNITED PARCEL SERVICE INC	CL B	911312106	16,440	218,911		
UNITED STATES CELLULAR CORP	COM	911684108	1,613	16,422		
UNITED STATES STL CORP NEW	COM	912909108	1,262	11,911		
UNITED TECHNOLOGIES CORP	COM	913017109	39,359	489,056		
UNITEDHEALTH GROUP INC	COM	91324P102	24,282	501,386		
UNIVERSAL HLTH SVCS INC	CL B	913903100	395	7,250		
UNUM GROUP	COM	91529Y106	441	18,027		
URBAN OUTFITTERS INC	COM	917047102	382	17,525		
VCA ANTECH INC	COM	918194101	543	13,007		
V F CORP	COM	918204108	5,722	70,862		
VALERO ENERGY CORP NEW	COM	91913Y100	13,290	197,823		
VALLEY NATL BANCORP	COM	919794107	1,587	71,533		
VARIAN MED SYS INC	COM	92220P105	826	19,727		
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	651	12,167		
VENTAS INC	COM	92276F100	854	20,623		
VERIFONE HLDGS INC	COM	92342Y109	426	9,617		
VERISIGN INC	COM	92343E102	1,268	37,589		
VERIZON COMMUNICATIONS	COM	92343V104	39,722	897,066		
VERTEX PHARMACEUTICALS INC	COM	92532F100	779	20,271		
VIACOM INC NEW	CL B	92553P201	3,674	94,278		
VIRGIN MEDIA INC	COM	92769L101	355	14,646		
VISHAY INTERTECHNOLOGY INC	COM	928298108	163	12,513		
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	599	16,500		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
VORNADO RLTY TR	SH BEN INT	929042109	729	6,669		
VULCAN MATLS CO	COM	929160109	4,997	56,047		
WABCO HLDGS INC	COM	92927K102	435	9,312		
WACHOVIA CORP NEW	COM	929903102	28,616	570,601		
WAL MART STORES INC	COM	931142103	35,279	808,220		
WALGREEN CO	COM	931422109	14,438	305,623		
WASHINGTON GROUP INTL INC	COM NEW	938862208	370	4,213		
WASHINGTON MUT INC	COM	939322103	13,256	375,409		
WASHINGTON POST CO	CL B	939640108	1,436	1,789		
WASTE MGMT INC DEL	COM	94106L109	7,849	207,973		
WATERS CORP	COM	941848103	2,551	38,115		
WATSON PHARMACEUTICALS INC	COM	942683103	368	11,358		
WATTS WATER TECHNOLOGIES INC	CL A	942749102	761	24,800		

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WEIGHT WATCHERS INTL INC NEW	COM	948626106	315	5,480
WEINGARTEN RLTY INVS	SH BEN INT	948741103	1,082	26,105
WELLCARE HEALTH PLANS INC	COM	94946T106	6,474	61,401
WELLPOINT INC	COM	94973V107	17,028	215,764
WELLS FARGO & CO NEW	COM	949746101	39,030	1,095,741
WENDYS INTL INC	COM	950590109	471	13,503
WESCO INTL INC	COM	95082P105	303	7,057
WESTERN DIGITAL CORP	COM	958102105	5,461	215,697
WESTERN UN CO	COM	959802109	2,411	114,954
WEYERHAEUSER CO	COM	962166104	4,316	59,697
WHIRLPOOL CORP	COM	963320106	1,654	18,561
WHOLE FOODS MKT INC	COM	966837106	1,071	21,878
WILEY JOHN & SONS INC	CL A	968223206	353	7,856
WILLIAMS COS INC DEL	COM	969457100	4,855	142,529
WILLIAMS SONOMA INC	COM	969904101	459	14,082

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL INVESTMENT DISCRETION
WINDSTREAM CORP	COM	97381W104	938	66,451		
WISCONSIN ENERGY CORP	COM	976657106	2,942	65,343		
WRIGLEY WM JR CO	COM	982526105	7,969	124,066		
WYETH	COM	983024100	18,944	425,239		
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,060	32,352		
WYNN RESORTS LTD	COM	983134107	3,622	22,988		
XM SATELLITE RADIO HLDGS INC	CL A	983759101	626	44,195		
XTO ENERGY INC	COM	98385X106	9,895	160,008		
XCEL ENERGY INC	COM	98389B100	3,671	170,431		
XILINX INC	COM	983919101	3,035	116,100		
XEROX CORP	COM	984121103	3,826	220,634		
YAHOO INC	COM	984332106	15,963	594,677		
YUM BRANDS INC	COM	988498101	7,573	223,864		
ZEBRA TECHNOLOGIES CORP	CL A	989207105	390	10,690		
ZIMMER HLDGS INC	COM	98956P102	6,612	81,643		
ZIONS BANCORPORATION	COM	989701107	371	5,401		
GRAND TOTAL			5,414,529			