

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

VERIZON COMMUNICATIONS INC

Form 13F-HR

February 10, 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: December 31, 2005

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: William J. Raver

Title: Chief Operating Officer

Phone: 203 965-3361

Signature, Place, and Date of Signing:

/S/ William J. Raver	Stamford, Connecticut	2/8/2006
-----	-----	-----
[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).)

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 1,013

Form 13F Information Table Value Total: 6,658,400

(thousands)

List of Other Included Managers:

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

Goldman Sachs Prime Brokerage

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
December 31, 2005

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
ACE LTD	ORD	G0070K103	2,678	50,112	X	
ACCENTURE LTD BERMUDA	CL A	G1150G111	367	12,700	X	
COOPER INDS LTD	CL A	G24182100	4,474	61,289	X	
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	4,352	107,813	X	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	3,040	54,200	X	
NABORS INDUSTRIES LTD	SHS	G6359F103	1,227	16,204	X	
NOBLE CORPORATION	SHS	G65422100	2,069	29,333	X	
OPENTV CORP	CL A	G67543101	2,147	958,300	X	
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	2,575	81,700	X	
TRANSOCEAN INC	ORD	G90078109	4,379	62,839	X	
WEATHERFORD INTERNATIONAL LT	COM	G95089101	1,245	34,400	X	
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,005	1,800	X	
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	462	12,500	X	
XL CAP LTD	CL A	G98255105	1,101	16,344	X	
ALCON INC	COM SHS	H01301102	1,140	8,800	X	
POWERDSINE LTD	SHS	M41415106	2,446	356,100	X	
RADVISION LTD	ORD	M81869105	3,448	207,900	X	
KERZNER INTERNATIONAL LTD	SHS	P6065Y107	1,513	22,000	X	
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	1,446	32,100	X	
SEASPAN CORP	SHS	Y75638109	1,517	76,800	X	

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

ACCO BRANDS CORP	COM	00081T108	645	26,338	X
A D C TELECOMMUNICATIONS	COM NEW	000886309	409	18,332	X
AFLAC INC	COM	001055102	9,384	202,154	X
AES CORP	COM	00130H105	4,696	296,654	X
AMB PROPERTY CORP	COM	00163T109	264	5,372	X
AMR CORP	COM	001765106	727	32,710	X
AT&T INC	COM	00206R102	40,154	1,639,595	X
ABBOTT LABS	COM	002824100	38,217	969,241	X
ABERCROMBIE & FITCH CO	CL A	002896207	4,244	65,105	X
ACTIVISION INC NEW	COM NEW	004930202	5,743	418,008	X
ADESA INC	COM	00686U104	386	15,812	X
ADOBE SYS INC	COM	00724F101	18,315	495,535	X
ADVANCE AUTO PARTS INC	COM	00751Y106	5,216	120,020	X
ADVISORY BRD CO	COM	00762W107	2,507	52,600	X
ADVANCED MEDICAL OPTICS INC	COM	00763M108	495	11,836	X
AEROPOSTALE	COM	007865108	939	35,700	X
ADVANCED MICRO DEVICES INC	COM	007903107	3,088	100,916	X
AETNA INC NEW	COM	00817Y108	15,054	159,628	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	4,328	73,137	X
AFFILIATED MANAGERS GROUP	COM	008252108	489	6,099	X
AFFYMETRIX INC	COM	00826T108	2,869	60,077	X
AGERE SYS INC	COM	00845V308	424	32,904	X
AGILENT TECHNOLOGIES INC	COM	00846U101	4,004	120,268	X
AIR PRODS & CHEMS INC	COM	009158106	6,022	101,741	X
AKAMAI TECHNOLOGIES INC	COM	00971T101	490	24,602	X
ALAMOSA HLDGS INC	COM	011589108	613	32,923	X
ALBERTO CULVER CO	COM	013068101	1,769	38,678	X
ALBERTSONS INC	COM	013104104	1,828	85,602	X
ALCOA INC	COM	013817101	9,356	316,399	X
ALLEGHANY CORP DEL	COM	017175100	3,143	11,068	X
ALLEGHENY ENERGY INC	COM	017361106	2,720	85,951	X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	943	26,145	X
ALLERGAN INC	COM	018490102	10,784	99,885	X
ALLETE INC	COM NEW	018522300	1,352	30,733	X

1

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
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1,078	30,281	X		
ALLIANT ENERGY CORP	COM	018802108	848	30,227	X		
ALLIANT TECHSYSTEMS INC	COM	018804104	593	7,785	X		
ALLIED CAP CORP NEW	COM	01903Q108	1,593	54,239	X		
ALLIED HEALTHCARE INTL INC	COM	01923A109	1,870	304,600	X		
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	366	41,836	X		
ALLSTATE CORP	COM	020002101	26,386	488,002	X		
ALLTEL CORP	COM	020039103	15,308	242,605	X		
ALTERA CORP	COM	021441100	1,928	104,033	X		
ALTRIA GROUP INC	COM	02209S103	89,036	1,191,599	X		
AMAZON COM INC	COM	023135106	6,778	143,744	X		
AMBAC FINL GROUP INC	COM	023139108	5,125	66,508	X		
AMERADA HESS CORP	COM	023551104	4,387	34,589	X		
AMEREN CORP	COM	023608102	1,781	34,766	X		
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	547	18,700	X		

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

AMERICAN CAPITAL STRATEGIES	COM	024937104	4,304	118,851	X
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1,272	55,344	X
AMERICAN ELEC PWR INC	COM	025537101	5,064	136,541	X
AMERICAN EXPRESS CO	COM	025816109	34,183	664,262	X
AMERICAN INTL GROUP INC	COM	026874107	77,514	1,136,063	X
AMERICAN MED SYS HLDGS INC	COM	02744M108	2,243	125,800	X
AMERICAN PWR CONVERSION CORP	COM	029066107	1,638	74,458	X
AMERICAN STD COS INC DEL	COM	029712106	5,226	130,818	X
AMERICAN TOWER CORP	CL A	029912201	5,845	215,688	X
AMERICREDIT CORP	COM	03060R101	406	15,823	X
AMERISOURCEBERGEN CORP	COM	03073E105	5,109	123,404	X
AMERIGROUP CORP	COM	03073T102	1,866	95,915	X
AMERITRADE HLDG CORP NEW	COM	03074K100	627	26,115	X
AMERIPRISE FINL INC	COM	03076C106	5,438	132,634	X
AMETEK INC NEW	COM	031100100	5,555	130,582	X
AMGEN INC	COM	031162100	50,716	643,116	X
AMPHENOL CORP NEW	CL A	032095101	4,849	109,561	X
AMSOUTH BANCORPORATION	COM	032165102	1,447	55,227	X
ANADARKO PETE CORP	COM	032511107	10,593	111,796	X
ANADIGICS INC	COM	032515108	605	100,900	X
ANADYS PHARMACEUTICALS INC	COM	03252Q408	1,058	120,200	X
ANALOG DEVICES INC	COM	032654105	6,771	188,754	X
ANDREW CORP	COM	034425108	632	58,866	X
ANHEUSER BUSCH COS INC	COM	035229103	12,384	288,280	X
ANNTAYLOR STORES CORP	COM	036115103	537	15,559	X
ANSYS INC	COM	03662Q105	265	6,200	X
AON CORP	COM	037389103	1,808	50,305	X
APACHE CORP	COM	037411105	4,670	68,150	X
APARTMENT INVT & MGMT CO	CL A	03748R101	570	15,059	X
APOLLO GROUP INC	CL A	037604105	6,086	100,655	X
APOLLO INVT CORP	COM	03761U106	497	27,700	X
APPLE COMPUTER INC	COM	037833100	33,214	462,016	X
APPLEBEES INTL INC	COM	037899101	1,251	55,381	X
APPLERA CORP	COM AP BIO GRP	038020103	803	30,224	X
APPLIED MICRO CIRCUITS CORP	COM	03822W109	72	28,003	X
APPLIED MATLS INC	COM	038222105	14,981	835,056	X
AQUA AMERICA INC	COM	03836W103	1,715	62,813	X
ARAMARK CORP	CL B	038521100	362	13,048	X
ARCH COAL INC	COM	039380100	532	6,687	X

2

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
ARCHER DANIELS MIDLAND CO	COM	039483102	5,279	214,075	X		
ARCHSTONE SMITH TR	COM	039583109	5,120	122,217	X		
ARROW ELECTRS INC	COM	042735100	635	19,820	X		
ASHLAND INC NEW	COM	044209104	630	10,885	X		
ASSOCIATED BANC CORP	COM	045487105	440	13,533	X		
ASSURANT INC	COM	04621X108	4,801	110,393	X		
ASTORIA FINL CORP	COM	046265104	419	14,259	X		
ATHEROS COMMUNICATIONS INC	COM	04743P108	139	10,700	X		
AUTODESK INC	COM	052769106	8,017	186,747	X		
AUTOLIV INC	COM	052800109	1,019	22,427	X		

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

AUTOMATIC DATA PROCESSING IN	COM	053015103	12,364	269,361	X
AUTONATION INC	COM	05329W102	1,546	71,135	X
AUTOZONE INC	COM	053332102	3,096	33,746	X
AVALONBAY CMNTYS INC	COM	053484101	1,603	17,960	X
AVAYA INC	COM	053499109	1,242	116,363	X
AVERY DENNISON CORP	COM	053611109	1,488	26,916	X
AVID TECHNOLOGY INC	COM	05367P100	781	14,261	X
AVNET INC	COM	053807103	1,369	57,170	X
AVON PRODS INC	COM	054303102	7,615	266,710	X
AZTAR CORP	COM	054802103	231	7,600	X
BB&T CORP	COM	054937107	3,594	85,744	X
BISYS GROUP INC	COM	055472104	194	13,813	X
BJS WHOLESALE CLUB INC	COM	05548J106	624	21,115	X
BJ SVCS CO	COM	055482103	3,644	99,378	X
BP PLC	SPONSORED ADR	055622104	6,698	104,300	X
BMC SOFTWARE INC	COM	055921100	1,380	67,345	X
BAKER HUGHES INC	COM	057224107	9,714	159,830	X
BALL CORP	COM	058498106	3,016	75,934	X
BANK OF AMERICA CORPORATION	COM	060505104	112,761	2,443,366	X
BANK HAWAII CORP	COM	062540109	2,668	51,762	X
BANK NEW YORK INC	COM	064057102	4,240	133,120	X
BARD C R INC	COM	067383109	10,921	165,668	X
BARNES & NOBLE INC	COM	067774109	2,364	55,405	X
BARNES GROUP INC	COM	067806109	274	8,300	X
BARR PHARMACEUTICALS INC	COM	068306109	1,499	24,069	X
BAUSCH & LOMB INC	COM	071707103	7,174	105,649	X
BAXTER INTL INC	COM	071813109	8,282	219,976	X
BEA SYS INC	COM	073325102	260	27,679	X
BEAR STEARNS COS INC	COM	073902108	20,539	177,783	X
BEAZER HOMES USA INC	COM	07556Q105	344	4,728	X
BECKMAN COULTER INC	COM	075811109	2,729	47,953	X
BECTON DICKINSON & CO	COM	075887109	15,669	260,808	X
BED BATH & BEYOND INC	COM	075896100	6,022	166,575	X
BELLSOUTH CORP	COM	079860102	22,225	820,108	X
BELO CORP	COM SER A	080555105	1,056	49,329	X
BEMIS INC	COM	081437105	1,271	45,618	X
BERKLEY W R CORP	COM	084423102	4,901	102,927	X
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	9,571	108	X
BEST BUY INC	COM	086516101	10,299	236,864	X
BIG LOTS INC	COM	089302103	128	10,680	X
BIOMET INC	COM	090613100	2,655	72,606	X
BIOGEN IDEC INC	COM	09062X103	3,269	72,204	X
BLACK & DECKER CORP	COM	091797100	9,433	108,474	X
BLACKROCK INC	CL A	09247X101	2,473	22,800	X

3

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
BLOCK H & R INC	COM	093671105	3,312	134,890	X	
BOEING CO	COM	097023105	34,110	485,624	X	
BORG WARNER INC	COM	099724106	4,071	67,146	X	
BOSTON BEER INC	CL A	100557107	270	10,800	X	
BOSTON PROPERTIES INC	COM	101121101	525	7,081	X	

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

BOSTON SCIENTIFIC CORP	COM	101137107	5,524	225,551	X
BOWATER INC	COM	102183100	378	12,300	X
BOYD GAMING CORP	COM	103304101	366	7,684	X
BRIGGS & STRATTON CORP	COM	109043109	303	7,800	X
BRINKER INTL INC	COM	109641100	624	16,153	X
BRINKS CO	COM	109696104	410	8,559	X
BRISTOL MYERS SQUIBB CO	COM	110122108	21,916	953,705	X
BROADCOM CORP	CL A	111320107	4,309	91,388	X
BROWN & BROWN INC	COM	115236101	3,064	100,319	X
BROWN FORMAN CORP	CL B	115637209	6,903	99,585	X
BRUNSWICK CORP	COM	117043109	1,187	29,199	X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	15,394	217,364	X
BURLINGTON RES INC	COM	122014103	18,953	219,868	X
CBL & ASSOC PPTYS INC	COM	124830100	2,684	67,934	X
CBRL GROUP INC	COM	12489V106	201	5,715	X
CB RICHARD ELLIS GROUP INC	CL A	12497T101	536	9,112	X
C D W CORP	COM	12512N105	910	15,807	X
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	4,221	113,982	X
CIGNA CORP	COM	125509109	12,394	110,958	X
CIT GROUP INC	COM	125581108	8,015	154,792	X
CMS ENERGY CORP	COM	125896100	502	34,611	X
CNF INC	COM	12612W104	535	9,580	X
CSX CORP	COM	126408103	3,559	70,098	X
CVS CORP	COM	126650100	17,039	644,911	X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,384	101,591	X
CABOT CORP	COM	127055101	231	6,443	X
CACI INTL INC	CL A	127190304	319	5,552	X
CADENCE DESIGN SYSTEM INC	COM	127387108	553	32,710	X
CAMPBELL SOUP CO	COM	134429109	3,694	124,089	X
CAPITAL ONE FINL CORP	COM	14040H105	10,521	121,770	X
CAPITALSOURCE INC	COM	14055X102	256	11,440	X
CARDINAL HEALTH INC	COM	14149Y108	12,922	187,952	X
CAREER EDUCATION CORP	COM	141665109	961	28,503	X
CAREMARK RX INC	COM	141705103	7,977	154,025	X
CARLISLE COS INC	COM	142339100	324	4,687	X
CARMAX INC	COM	143130102	526	19,004	X
CARNIVAL CORP	PAIRED CTF	143658300	4,690	87,708	X
CASUAL MALE RETAIL GRP INC	COM	148711104	2,322	378,800	X
CATERPILLAR INC DEL	COM	149123101	24,275	420,196	X
CCE SPINCO INC	COM	14985W109	208	15,880	X
CELGENE CORP	COM	151020104	3,588	55,378	X
CENDANT CORP	COM	151313103	12,018	696,694	X
CENTENE CORP DEL	COM	15135B101	2,968	112,900	X
CENTERPOINT ENERGY INC	COM	15189T107	848	66,015	X
CENTEX CORP	COM	152312104	5,260	73,573	X
CENTURYTEL INC	COM	156700106	1,935	58,368	X
CEPHALON INC	COM	156708109	684	10,564	X
CERIDIAN CORP NEW	COM	156779100	911	36,679	X
CERNER CORP	COM	156782104	495	5,443	X

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

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

CERTEGY INC	COM	156880106	419	10,319	X
CHAMPION ENTERPRISES INC	COM	158496109	163	12,000	X
CHARLES RIV LABS INTL INC	COM	159864107	5,235	123,549	X
CHECKFREE CORP NEW	COM	162813109	783	17,053	X
CHEESECAKE FACTORY INC	COM	163072101	532	14,217	X
CHEMTURA CORP	COM	163893100	317	24,964	X
CHESAPEAKE ENERGY CORP	COM	165167107	1,339	42,193	X
CHEVRON CORP NEW	COM	166764100	59,100	1,041,043	X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	11,441	31,134	X
CHICOS FAS INC	COM	168615102	4,092	93,157	X
CHOICE HOTELS INTL INC	COM	169905106	441	10,550	X
CHIRON CORP	COM	170040109	1,361	30,629	X
CHOICEPOINT INC	COM	170388102	1,292	29,026	X
CHORDIANT SOFTWARE INC	COM	170404107	2,560	977,100	X
CHRISTOPHER & BANKS CORP	COM	171046105	2,372	126,300	X
CHUBB CORP	COM	171232101	15,480	158,521	X
CHURCH & DWIGHT INC	COM	171340102	4,183	126,653	X
CIENA CORP	COM	171779101	162	54,673	X
CINCINNATI FINL CORP	COM	172062101	1,643	36,771	X
CINERGY CORP	COM	172474108	4,826	113,667	X
CIRCUIT CITY STORE INC	COM	172737108	4,565	202,067	X
CISCO SYS INC	COM	17275R102	64,767	3,783,109	X
CINTAS CORP	COM	172908105	2,232	54,278	X
CITIGROUP INC	COM	172967101	135,152	2,784,924	X
CITIZENS COMMUNICATIONS CO	COM	17453B101	649	53,062	X
CITRIX SYS INC	COM	177376100	1,484	51,650	X
CITY NATL CORP	COM	178566105	561	7,747	X
CLAIRES STORES INC	COM	179584107	831	28,455	X
CLARCOR INC	COM	179895107	1,340	45,100	X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	5,590	177,736	X
CLOROX CO DEL	COM	189054109	3,489	61,323	X
COACH INC	COM	189754104	12,235	366,991	X
COCA COLA CO	COM	191216100	44,246	1,097,645	X
COCA COLA ENTERPRISES INC	COM	191219104	1,918	100,076	X
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,859	116,554	X
COLGATE PALMOLIVE CO	COM	194162103	8,933	162,863	X
COLONIAL BANCGROUP INC	COM	195493309	236	9,927	X
COLUMBIA SPORTSWEAR CO	COM	198516106	250	5,242	X
COMCAST CORP NEW	CL A	20030N101	17,239	665,093	X
COMCAST CORP NEW	CL A SPL	20030N200	1,302	50,700	X
COMERICA INC	COM	200340107	5,976	105,277	X
COMMERCE BANCORP INC NJ	COM	200519106	2,465	71,638	X
COMMERCE BANCSHARES INC	COM	200525103	210	4,026	X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1,217	31,736	X
COMPASS BANCSHARES INC	COM	20449H109	945	19,593	X
COMPUTER ASSOC INTL INC	COM	204912109	4,740	168,131	X
COMPUTER SCIENCES CORP	COM	205363104	7,102	140,253	X
COMPUWARE CORP	COM	205638109	732	81,575	X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	2,677	100,668	X
CONAGRA FOODS INC	COM	205887102	1,905	93,934	X
CONOCOPHILLIPS	COM	20825C104	63,146	1,085,353	X
CONOR MEDSYSTEMS INC	COM	208264101	1,496	77,300	X
CONSECO INC	COM NEW	208464883	224	9,653	X
CONSOL ENERGY INC	COM	20854P109	1,373	21,067	X

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CONSOLIDATED EDISON INC	COM	209115104	3,410	73,596	X		
CONSTELLATION BRANDS INC	CL A	21036P108	9,937	378,858	X		
CONSTELLATION ENERGY GROUP I	COM	210371100	6,576	114,174	X		
CONVERGYS CORP	COM	212485106	352	22,210	X		
COOPER CAMERON CORP	COM	216640102	960	23,190	X		
COOPER COS INC	COM NEW	216648402	623	12,152	X		
COPART INC	COM	217204106	282	12,233	X		
CORN PRODS INTL INC	COM	219023108	1,703	71,300	X		
CORNING INC	COM	219350105	15,659	796,472	X		
CORPORATE EXECUTIVE BRD CO	COM	21988R102	1,868	20,825	X		
COSTCO WHSL CORP NEW	COM	22160K105	11,874	240,025	X		
COUNTRYWIDE FINANCIAL CORP	COM	222372104	15,205	444,720	X		
COVANCE INC	COM	222816100	4,057	83,568	X		
COVENTRY HEALTH CARE INC	COM	222862104	12,242	214,916	X		
CREE INC	COM	225447101	346	13,701	X		
CROWN CASTLE INTL CORP	COM	228227104	2,587	96,126	X		
CROWN HOLDINGS INC	COM	228368106	3,608	184,748	X		
CULLEN FROST BANKERS INC	COM	229899109	793	14,773	X		
CUMMINS INC	COM	231021106	4,346	48,438	X		
CURTISS WRIGHT CORP	COM	231561101	1,458	26,700	X		
CYTYC CORP	COM	232946103	885	31,344	X		
DPL INC	COM	233293109	2,156	82,884	X		
D R HORTON INC	COM	23331A109	2,369	66,297	X		
DST SYS INC DEL	COM	233326107	1,817	30,334	X		
DTE ENERGY CO	COM	233331107	3,827	88,599	X		
DADE BEHRING HLDGS INC	COM	23342J206	2,638	64,522	X		
DANA CORP	COM	235811106	409	56,897	X		
DANAHER CORP DEL	COM	235851102	8,218	147,330	X		
DARDEN RESTAURANTS INC	COM	237194105	3,927	101,000	X		
DAVITA INC	COM	23918K108	4,627	91,376	X		
DEALERTRACK HLDGS INC	COM	242309102	629	30,000	X		
DEAN FOODS CO NEW	COM	242370104	1,663	44,168	X		
DEERE & CO	COM	244199105	6,554	96,223	X		
DEL MONTE FOODS CO	COM	24522P103	133	12,738	X		
DELL INC	COM	24702R101	57,909	1,933,535	X		
DENBURY RES INC	COM NEW	247916208	471	20,662	X		
DENTSPLY INTL INC NEW	COM	249030107	2,005	37,335	X		
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	839	17,838	X		
DEVON ENERGY CORP NEW	COM	25179M103	14,105	225,543	X		
DEX MEDIA INC	COM	25212E100	742	27,388	X		
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	4,810	69,148	X		
DICKS SPORTING GOODS INC	COM	253393102	210	6,320	X		
DIEBOLD INC	COM	253651103	662	17,420	X		
DILLARDS INC	CL A	254067101	592	23,870	X		
DIRECTV GROUP INC	COM	25459L106	1,926	136,424	X		
DISCOVERY HOLDING CO	CL A COM	25468Y107	925	61,053	X		
DISNEY WALT CO	COM DISNEY	254687106	28,705	1,197,546	X		
DOLLAR GEN CORP	COM	256669102	2,746	143,992	X		
DOLLAR TREE STORES INC	COM	256747106	407	17,009	X		
DOMINION RES INC VA NEW	COM	25746U109	12,607	163,309	X		
DONALDSON INC	COM	257651109	3,002	94,396	X		
DONNELLEY R R & SONS CO	COM	257867101	2,791	81,599	X		
DORAL FINL CORP	COM	25811P100	111	10,425	X		
DOVER CORP	COM	260003108	2,022	49,946	X		

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

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
DOW CHEM CO	COM	260543103	20,693	472,227	X		
DOW JONES & CO INC	COM	260561105	587	16,546	X		
DU PONT E I DE NEMOURS & CO	COM	263534109	13,798	324,670	X		
DUKE ENERGY CORP	COM	264399106	12,530	456,463	X		
DUKE REALTY CORP	COM NEW	264411505	306	9,168	X		
DUN & BRADSTREET CORP DEL NE	COM	26483E100	1,312	19,601	X		
DYNEGY INC NEW	CL A	26816Q101	229	47,389	X		
E M C CORP MASS	COM	268648102	14,316	1,051,080	X		
ENSCO INTL INC	COM	26874Q100	1,030	23,217	X		
ENI S P A	SPONSORED ADR	26874R108	3,626	26,000	X		
EOG RES INC	COM	26875P101	15,445	210,507	X		
E TRADE FINANCIAL CORP	COM	269246104	1,291	61,891	X		
EAST WEST BANCORP INC	COM	27579R104	374	10,237	X		
EASTMAN CHEM CO	COM	277432100	1,433	27,772	X		
EASTMAN KODAK CO	COM	277461109	2,079	88,867	X		
EATON CORP	COM	278058102	4,999	74,506	X		
EATON VANCE CORP	COM NON VTG	278265103	975	35,650	X		
EBAY INC	COM	278642103	32,184	744,660	X		
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,152	42,396	X		
ECOLAB INC	COM	278865100	4,988	137,519	X		
EDISON INTL	COM	281020107	8,782	201,365	X		
EDUCATION MGMT CORP	COM	28139T101	453	13,532	X		
EDWARDS LIFESCIENCES CORP	COM	28176E108	451	10,834	X		
EDWARDS AG INC	COM	281760108	231	4,921	X		
EL PASO CORP	COM	28336L109	1,560	128,290	X		
ELECTRONIC ARTS INC	COM	285512109	10,365	198,142	X		
ELECTRONIC DATA SYS NEW	COM	285661104	5,333	221,837	X		
ELIZABETH ARDEN INC	COM	28660G106	2,082	103,800	X		
EMDEON CORP	COM	290849108	458	54,144	X		
EMERSON ELEC CO	COM	291011104	15,299	204,801	X		
ENCANA CORP	COM	292505104	2,321	51,400	X		
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	281	9,293	X		
ENERGEN CORP	COM	29265N108	1,256	34,583	X		
ENERGY EAST CORP	COM	29266M109	386	16,912	X		
ENERGIZER HLDGS INC	COM	29266R108	2,619	52,605	X		
ENGELHARD CORP	COM	292845104	716	23,747	X		
ENTERGY CORP NEW	COM	29364G103	12,542	182,691	X		
EQUIFAX INC	COM	294429105	4,058	106,729	X		
EQUINIX INC	COM NEW	29444U502	2,442	59,900	X		
EQUITABLE RES INC	COM	294549100	2,170	59,157	X		
EQUITY OFFICE PROPERTIES TRU	COM	294741103	2,785	91,815	X		
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,773	45,326	X		
EXELON CORP	COM	30161N101	15,881	298,859	X		
EXPEDIA INC DEL	COM	30212P105	604	25,219	X		
EXPEDITORS INTL WASH INC	COM	302130109	3,876	57,410	X		
EXPRESS SCRIPTS INC	COM	302182100	4,248	50,687	X		
EXXON MOBIL CORP	COM	30231G102	174,129	3,100,028	X		
FLIR SYS INC	COM	302445101	295	13,207	X		
FMC TECHNOLOGIES INC	COM	30249U101	905	21,095	X		
FPL GROUP INC	COM	302571104	7,980	192,015	X		
FSI INTL INC	COM	302633102	1,922	417,800	X		
FACTSET RESH SYS INC	COM	303075105	2,989	72,613	X		

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

FAIR ISAAC CORP	COM	303250104	2,623	59,380	X
FAMILY DLR STORES INC	COM	307000109	1,030	41,549	X

7

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
FASTENAL CO	COM	311900104	2,807	71,731	X
FEDERAL HOME LN MTG CORP	COM	313400301	22,190	339,564	X
FEDERAL NATL MTG ASSN	COM	313586109	15,354	314,575	X
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	2,514	41,445	X
FEDERATED DEPT STORES INC DE	COM	31410H101	12,697	191,427	X
FEDERATED INVS INC PA	CL B	314211103	851	22,988	X
FEDEX CORP	COM	31428X106	17,598	170,213	X
F5 NETWORKS INC	COM	315616102	391	6,836	X
FIDELITY NATL FINL INC	COM	316326107	693	18,834	X
FIFTH THIRD BANCORP	COM	316773100	3,320	88,018	X
FIRST AMERN CORP CALIF	COM	318522307	1,746	38,554	X
FIRST BANCORP P R	COM	318672102	411	33,100	X
FIRST DATA CORP	COM	319963104	16,165	375,833	X
FIRST HORIZON NATL CORP	COM	320517105	1,524	39,643	X
FIRST MARBLEHEAD CORP	COM	320771108	1,289	39,234	X
FIRST MIDWEST BANCORP DEL	COM	320867104	284	8,100	X
FISERV INC	COM	337738108	4,601	106,323	X
FIRSTENERGY CORP	COM	337932107	5,379	109,794	X
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	1,648	26,636	X
FLORIDA ROCK INDS INC	COM	341140101	2,175	44,342	X
FLUOR CORP NEW	COM	343412102	4,705	60,903	X
FOOT LOCKER INC	COM	344849104	808	34,246	X
FORD MTR CO DEL	COM PAR \$0.01	345370860	5,122	663,435	X
FOREST CITY ENTERPRISES INC	CL A	345550107	456	12,010	X
FOREST LABS INC	COM	345838106	4,896	120,342	X
FORTUNE BRANDS INC	COM	349631101	9,439	120,978	X
FOUNDRY NETWORKS INC	COM	35063R100	2,646	191,600	X
FRANKLIN RES INC	COM	354613101	10,645	113,228	X
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	3,667	68,167	X
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	4,487	178,280	X
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	136	13,725	X
FULTON FINL CORP PA	COM	360271100	179	10,148	X
GATX CORP	COM	361448103	1,003	27,800	X
GALLAGHER ARTHUR J & CO	COM	363576109	812	26,309	X
GANNETT INC	COM	364730101	6,115	100,957	X
GAP INC DEL	COM	364760108	3,930	222,806	X
GATEWAY INC	COM	367626108	65	25,932	X
GAYLORD ENTMT CO NEW	COM	367905106	253	5,800	X
GEN-PROBE INC NEW	COM	36866T103	859	17,603	X
GENCORP INC	COM	368682100	467	26,300	X
GENENTECH INC	COM NEW	368710406	17,367	187,746	X
GENERAL DYNAMICS CORP	COM	369550108	11,379	99,773	X
GENERAL ELECTRIC CO	COM	369604103	211,800	6,042,796	X
GENERAL GROWTH PPTYS INC	COM	370021107	8,138	173,181	X
GENERAL MLS INC	COM	370334104	4,574	92,746	X
GENERAL MTRS CORP	COM	370442105	4,659	239,928	X
GENTEX CORP	COM	371901109	569	29,197	X

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

GENUINE PARTS CO	COM	372460105	5,499	125,212	X
GENWORTH FINL INC	COM CL A	37247D106	5,485	158,616	X
GENZYME CORP	COM	372917104	5,092	71,940	X
GEORGIA PAC CORP	COM	373298108	4,787	99,721	X
GETTY IMAGES INC	COM	374276103	4,844	54,265	X
GILEAD SCIENCES INC	COM	375558103	11,181	212,687	X
GLOBAL PMTS INC	COM	37940X102	5,040	108,141	X

8

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
GOLDEN WEST FINL CORP DEL	COM	381317106	10,975	166,281	X		
GOLDMAN SACHS GROUP INC	COM	38141G104	33,164	259,680	X		
GOODRICH CORP	COM	382388106	2,728	66,370	X		
GOODYEAR TIRE & RUBR CO	COM	382550101	625	35,963	X		
GOOGLE INC	CL A	38259P508	22,865	55,116	X		
GRACO INC	COM	384109104	1,102	30,198	X		
GRAINGER W W INC	COM	384802104	3,841	54,027	X		
GRANT PRIDECO INC	COM	38821G101	3,996	90,565	X		
GREAT PLAINS ENERGY INC	COM	391164100	444	15,866	X		
GREIF INC	CL A	397624107	866	13,060	X		
GTECH HLDGS CORP	COM	400518106	764	24,067	X		
GUIDANT CORP	COM	401698105	10,054	155,277	X		
HCA INC	COM	404119109	8,371	165,762	X		
HCC INS HLDGS INC	COM	404132102	1,490	50,200	X		
HNI CORP	COM	404251100	3,714	67,617	X		
HRPT PPTYS TR	COM SH BEN INT	40426W101	139	13,408	X		
HALLIBURTON CO	COM	406216101	16,667	268,991	X		
HARLAND JOHN H CO	COM	412693103	425	11,300	X		
HARLEY DAVIDSON INC	COM	412822108	13,885	269,672	X		
HARMAN INTL INDS INC	COM	413086109	4,038	41,264	X		
HARRAHS ENTMT INC	COM	413619107	4,742	66,518	X		
HARRIS CORP DEL	COM	413875105	4,553	105,861	X		
HARSCO CORP	COM	415864107	491	7,269	X		
HARTE-HANKS INC	COM	416196103	1,401	53,097	X		
HARTFORD FINL SVCS GROUP INC	COM	416515104	15,246	177,511	X		
HASBRO INC	COM	418056107	539	26,733	X		
HEALTH CARE PPTY INVS INC	COM	421915109	219	8,584	X		
HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,838	83,717	X		
HEALTH NET INC	COM	42222G108	776	15,045	X		
HEARST-ARGYLE TELEVISION INC	COM	422317107	319	13,386	X		
HEINZ H J CO	COM	423074103	2,978	88,313	X		
HELMERICH & PAYNE INC	COM	423452101	492	7,943	X		
HENRY JACK & ASSOC INC	COM	426281101	884	46,300	X		
HERCULES INC	COM	427056106	129	11,409	X		
HERSHEY CO	COM	427866108	3,445	62,354	X		
HEWLETT PACKARD CO	COM	428236103	45,695	1,596,066	X		
HILLENBRAND INDS INC	COM	431573104	328	6,642	X		
HILTON HOTELS CORP	COM	432848109	3,081	127,777	X		
HOME DEPOT INC	COM	437076102	59,885	1,479,366	X		
HONEYWELL INTL INC	COM	438516106	12,699	340,904	X		
HORMEL FOODS CORP	COM	440452100	544	16,633	X		
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	661	16,482	X		

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

HOSPIRA INC	COM	441060100	3,100	72,453	X
HOST MARRIOTT CORP NEW	COM	44107P104	427	22,524	X
HOVNANIAN ENTERPRISES INC	CL A	442487203	303	6,105	X
HUBBELL INC	CL B	443510201	1,367	30,290	X
HUDSON CITY BANCORP	COM	443683107	2,748	226,750	X
HUMANA INC	COM	444859102	4,510	83,007	X
HUNT J B TRANS SVCS INC	COM	445658107	751	33,167	X
HUNTINGTON BANCSHARES INC	COM	446150104	861	36,234	X
HYPERION SOLUTIONS CORP	COM	44914M104	395	11,031	X
IAC INTERACTIVECORP	COM NEW	44919P300	714	25,219	X
IMS HEALTH INC	COM	449934108	1,607	64,475	X
ISTAR FINL INC	COM	45031U101	256	7,189	X

9

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
ITT EDUCATIONAL SERVICES INC	COM	45068B109	496	8,398	X		
ITT INDS INC IND	COM	450911102	13,361	129,943	X		
IDEX CORP	COM	45167R104	1,401	34,084	X		
IDEXX LABS INC	COM	45168D104	427	5,932	X		
IKON OFFICE SOLUTIONS INC	COM	451713101	104	10,000	X		
ILLINOIS TOOL WKS INC	COM	452308109	12,426	141,222	X		
IMCLONE SYS INC	COM	45245W109	640	18,694	X		
IMPERIAL TOBACCO GROUP PLC	SPONSORED ADR	453142101	1,022	16,900	X		
INAMED CORP	COM	453235103	1,357	15,477	X		
INDEPENDENCE CMNTY BK CORP	COM	453414104	245	6,164	X		
INDYMAC BANCORP INC	COM	456607100	307	7,873	X		
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	801	9,900	X		
INFRASOURCE SVCS INC	COM	45684P102	2,646	202,300	X		
INGRAM MICRO INC	CL A	457153104	728	36,510	X		
INPHONIC INC	COM	45772G105	1,606	184,775	X		
INTEL CORP	COM	458140100	100,099	4,010,390	X		
INTELLISYNC CORP	COM	458176104	2,160	418,675	X		
INTERNATIONAL BANCSHARES COR	COM	459044103	335	11,413	X		
INTERNATIONAL BUSINESS MACHS	COM	459200101	67,818	825,034	X		
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	838	25,024	X		
INTERNATIONAL GAME TECHNOLOG	COM	459902102	3,151	102,377	X		
INTL PAPER CO	COM	460146103	6,679	198,719	X		
INTERNATIONAL RECTIFIER CORP	COM	460254105	1,894	59,374	X		
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	2,241	46,795	X		
INTERSIL CORP	CL A	46069S109	458	18,423	X		
INTERPUBLIC GROUP COS INC	COM	460690100	1,070	110,907	X		
INTERWOVEN INC	COM NEW	46114T508	2,269	267,900	X		
INTUIT	COM	461202103	2,564	48,105	X		
INVITROGEN CORP	COM	46185R100	1,772	26,587	X		
INVESTORS FINL SERVICES CORP	COM	461915100	448	12,163	X		
IRON MTN INC	COM	462846106	960	22,729	X		
ISHARES TR	RUSSELL1000VAL	464287598	21,428	310,420	X		
ISHARES TR	RUSSELL1000GRW	464287614	5,397	105,800	X		
ISIS PHARMACEUTICALS INC	COM	464330109	2,615	499,000	X		
IVAX CORP	COM	465823102	2,625	83,784	X		
IVILLAGE INC	COM	46588H105	3,263	406,900	X		
JDS UNIPHASE CORP	COM	46612J101	843	357,205	X		

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

JP MORGAN CHASE & CO	COM	46625H100	49,088	1,236,782	X
JABIL CIRCUIT INC	COM	466313103	4,249	114,573	X
JACOBS ENGR GROUP INC DEL	COM	469814107	1,086	15,994	X
JANUS CAP GROUP INC	COM	47102X105	647	34,715	X
JEFFERSON PILOT CORP	COM	475070108	2,673	46,950	X
JETBLUE AWYS CORP	COM	477143101	504	32,795	X
JOHNSON & JOHNSON	COM	478160104	130,127	2,165,168	X
JOHNSON CTLS INC	COM	478366107	10,421	142,926	X
JONES APPAREL GROUP INC	COM	480074103	2,290	74,558	X
JOY GLOBAL INC	COM	481165108	876	21,911	X
JUNIPER NETWORKS INC	COM	48203R104	3,714	166,549	X
KLA-TENCOR CORP	COM	482480100	2,681	54,351	X
KB HOME	COM	48666K109	4,611	63,460	X
KELLOGG CO	COM	487836108	4,764	110,222	X
KERR MCGEE CORP	COM	492386107	3,237	35,627	X
KEYCORP NEW	COM	493267108	5,314	161,374	X
KEYSPAN CORP	COM	49337W100	981	27,480	X

10

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
KEYSTONE AUTOMOTIVE INDS INC	COM	49338N109	2,481	78,800	X		
KIMBERLY CLARK CORP	COM	494368103	15,119	253,462	X		
KIMCO REALTY CORP	COM	49446R109	5,976	186,290	X		
KINDER MORGAN INC KANS	COM	49455P101	6,268	68,170	X		
KINETIC CONCEPTS INC	COM NEW	49460W208	1,453	36,549	X		
KING PHARMACEUTICALS INC	COM	495582108	645	38,112	X		
KNIGHT RIDDER INC	COM	499040103	1,282	20,258	X		
KOHL'S CORP	COM	500255104	4,281	88,087	X		
KRAFT FOODS INC	CL A	50075N104	809	28,713	X		
KROGER CO	COM	501044101	4,267	226,014	X		
LSI LOGIC CORP	COM	502161102	628	78,453	X		
LTX CORP	COM	502392103	3,330	740,100	X		
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,752	37,020	X		
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1,991	36,970	X		
LAFARGE NORTH AMERICA INC	COM	505862102	928	16,874	X		
LAM RESEARCH CORP	COM	512807108	3,455	96,837	X		
LAMAR ADVERTISING CO	CL A	512815101	629	13,626	X		
LANDAUER INC	COM	51476K103	235	5,100	X		
LANDSTAR SYS INC	COM	515098101	454	10,868	X		
LAUDER ESTEE COS INC	CL A	518439104	1,798	53,695	X		
LAUREATE EDUCATION INC	COM	518613104	443	8,427	X		
LEAR CORP	COM	521865105	1,098	38,581	X		
LEE ENTERPRISES INC	COM	523768109	1,713	46,399	X		
LEGGETT & PLATT INC	COM	524660107	816	35,547	X		
LEGG MASON INC	COM	524901105	9,481	79,210	X		
LEHMAN BROS HLDGS INC	COM	524908100	26,349	205,580	X		
LENNAR CORP	CL A	526057104	1,902	31,165	X		
LEUCADIA NATL CORP	COM	527288104	1,098	23,136	X		
LEXMARK INTL NEW	CL A	529771107	3,300	73,607	X		
LIBERTY GLOBAL INC	COM SER A	530555101	3,102	137,885	X		
LIBERTY GLOBAL INC	COM SER C	530555309	1,783	84,083	X		
LIBERTY MEDIA CORP NEW	COM SER A	530718105	4,831	613,847	X		

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

LIBERTY PPTY TR	SH BEN INT	531172104	238	5,562	X
LIFEPOINT HOSPITALS INC	COM	53219L109	2,459	65,577	X
LILLY ELI & CO	COM	532457108	31,177	550,936	X
LIMITED BRANDS INC	COM	532716107	3,977	177,964	X
LINCARE HLDGS INC	COM	532791100	6,757	161,235	X
LINCOLN NATL CORP IND	COM	534187109	2,314	43,638	X
LINEAR TECHNOLOGY CORP	COM	535678106	7,772	215,482	X
LIZ CLAIBORNE INC	COM	539320101	1,790	49,982	X
LOCKHEED MARTIN CORP	COM	539830109	8,328	130,876	X
LOEWS CORP	COM	540424108	10,625	112,023	X
LONGS DRUG STORES CORP	COM	543162101	371	10,200	X
LOUISIANA PAC CORP	COM	546347105	717	26,098	X
LOWES COS INC	COM	548661107	27,950	419,298	X
LUBRIZOL CORP	COM	549271104	1,595	36,732	X
LUCENT TECHNOLOGIES INC	COM	549463107	3,880	1,458,576	X
LYONDELL CHEMICAL CO	COM	552078107	1,747	73,336	X
M & T BK CORP	COM	55261F104	5,426	49,760	X
MBIA INC	COM	55262C100	4,068	67,612	X
MBNA CORP	COM	55262L100	7,176	264,299	X
M D C HLDGS INC	COM	552676108	1,239	19,990	X
MDU RES GROUP INC	COM	552690109	1,341	40,967	X
MEMC ELECTR MATLS INC	COM	552715104	928	41,869	X

11

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
MGIC INVT CORP WIS	COM	552848103	1,569	23,835	X		
MGI PHARMA INC	COM	552880106	347	20,200	X		
MGM MIRAGE	COM	552953101	1,763	48,082	X		
MSC INDL DIRECT INC	CL A	553530106	767	19,061	X		
MACERICH CO	COM	554382101	398	5,932	X		
MANOR CARE INC NEW	COM	564055101	881	22,159	X		
MANPOWER INC	COM	56418H100	679	14,596	X		
MANULIFE FINL CORP	COM	56501R106	1,521	25,874	X		
MARATHON OIL CORP	COM	565849106	14,514	238,054	X		
MARINEMAX INC	COM	567908108	2,582	81,800	X		
MARKEL CORP	COM	570535104	361	1,139	X		
MARSH & MCLENNAN COS INC	COM	571748102	3,179	100,109	X		
MARSHALL & ILSLEY CORP	COM	571834100	3,522	81,835	X		
MARRIOTT INTL INC NEW	CL A	571903202	7,183	107,251	X		
MARTIN MARIETTA MATLS INC	COM	573284106	579	7,549	X		
MARVEL ENTERTAINMENT INC	COM	57383T103	199	12,166	X		
MASCO CORP	COM	574599106	6,090	201,736	X		
MASSEY ENERGY CORP	COM	576206106	548	14,476	X		
MATTEL INC	COM	577081102	1,158	73,203	X		
MAXIM INTEGRATED PRODS INC	COM	57772K101	5,456	150,543	X		
MCAFEЕ INC	COM	579064106	1,900	70,032	X		
MCCLATCHY CO	CL A	579489105	579	9,802	X		
MCCORMICK & CO INC	COM NON VTG	579780206	1,175	37,989	X		
MCDERMOTT INTL INC	COM	580037109	3,658	82,000	X		
MCDONALDS CORP	COM	580135101	25,515	756,664	X		
MCGRAW HILL COS INC	COM	580645109	9,766	189,148	X		
MCKESSON CORP	COM	58155Q103	4,613	89,411	X		

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

MEADWESTVACO CORP	COM	583334107	2,461	87,811	X
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	12,985	232,714	X
MEDIA GEN INC	CL A	584404107	2,930	57,800	X
MEDICAL PPTYS TRUST INC	COM	58463J304	1,867	190,900	X
MEDIMMUNE INC	COM	584699102	2,447	69,877	X
MEDTRONIC INC	COM	585055106	29,016	504,007	X
MELLON FINL CORP	COM	58551A108	2,430	70,936	X
MENS WEARHOUSE INC	COM	587118100	259	8,783	X
MERCANTILE BANKSHARES CORP	COM	587405101	287	5,080	X
MERCK & CO INC	COM	589331107	40,020	1,258,087	X
MERCURY INTERACTIVE CORP	COM	589405109	783	28,390	X
MEREDITH CORP	COM	589433101	748	14,291	X
MERRILL LYNCH & CO INC	COM	590188108	25,284	373,299	X
METLIFE INC	COM	59156R108	13,921	284,098	X
METTLER TOLEDO INTERNATIONAL	COM	592688105	366	6,624	X
MICHAELS STORES INC	COM	594087108	1,912	54,054	X
MICROSOFT CORP	COM	594918104	150,752	5,764,899	X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,481	46,062	X
MICRON TECHNOLOGY INC	COM	595112103	1,726	129,679	X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	368	37,905	X
MILLER HERMAN INC	COM	600544100	747	26,510	X
MILLIPORE CORP	COM	601073109	936	14,175	X
MILLS CORP	COM	601148109	1,510	36,009	X
MODINE MFG CO	COM	607828100	225	6,900	X
MOHAWK INDS INC	COM	608190104	2,719	31,257	X
MOLEX INC	COM	608554101	797	30,698	X
MOLSON COORS BREWING CO	CL B	60871R209	877	13,088	X

12

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
MONSANTO CO NEW	COM	61166W101	17,492	225,616	X		
MONSTER WORLDWIDE INC	COM	611742107	1,255	30,735	X		
MOODYS CORP	COM	615369105	10,547	171,718	X		
MORGAN STANLEY	COM NEW	617446448	25,070	441,836	X		
MOTOROLA INC	COM	620076109	34,061	1,507,799	X		
MURPHY OIL CORP	COM	626717102	7,170	132,799	X		
MYLAN LABS INC	COM	628530107	1,822	91,296	X		
NCR CORP NEW	COM	62886E108	4,260	125,528	X		
NII HLDGS INC	CL B NEW	62913F201	5,068	116,027	X		
NRG ENERGY INC	COM NEW	629377508	243	5,157	X		
NTL INC DEL	COM	62940M104	1,761	25,863	X		
NVR INC	COM	62944T105	684	974	X		
NALCO HOLDING COMPANY	COM	62985Q101	268	15,141	X		
NATIONAL CITY CORP	COM	635405103	9,433	280,983	X		
NATIONAL HEALTH INVS INC	COM	63633D104	305	11,730	X		
NATIONAL INSTRS CORP	COM	636518102	321	10,024	X		
NATIONAL OILWELL VARCO INC	COM	637071101	4,581	73,066	X		
NATIONAL SEMICONDUCTOR CORP	COM	637640103	3,592	138,274	X		
NATIONWIDE FINL SVCS INC	CL A	638612101	380	8,646	X		
NAVISTAR INTL CORP NEW	COM	63934E108	514	17,973	X		
NAVTEQ CORP	COM	63936L100	716	16,326	X		
NETWORK APPLIANCE INC	COM	64120L104	6,246	231,346	X		

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

NEW CENTURY FINANCIAL CORP M	COM	6435EV108	226	6,268	X
NEW YORK CMNTY BANCORP INC	COM	649445103	288	17,447	X
NEW YORK TIMES CO	CL A	650111107	617	23,344	X
NEWELL RUBBERMAID INC	COM	651229106	1,199	50,440	X
NEWFIELD EXPL CO	COM	651290108	948	18,937	X
NEWMONT MINING CORP	COM	651639106	9,021	168,924	X
NEWS CORP	CL A	65248E104	9,392	603,980	X
NEWS CORP	CL B	65248E203	412	24,800	X
NEXTEL PARTNERS INC	CL A	65333F107	1,564	55,969	X
NICE SYS LTD	SPONSORED ADR	653656108	2,447	50,800	X
NICOR INC	COM	654086107	591	15,041	X
NIKE INC	CL B	654106103	15,917	183,396	X
NISOURCE INC	COM	65473P105	923	44,225	X
NOKIA CORP	SPONSORED ADR	654902204	920	50,300	X
NOBLE ENERGY INC	COM	655044105	593	14,718	X
NORDSTROM INC	COM	655664100	4,308	115,189	X
NORFOLK SOUTHERN CORP	COM	655844108	7,238	161,452	X
NORTEL NETWORKS CORP NEW	COM	656568102	1,568	512,300	X
NORTH FORK BANCORPORATION NY	COM	659424105	2,419	88,415	X
NORTHERN TR CORP	COM	665859104	2,251	43,432	X
NORTHROP GRUMMAN CORP	COM	666807102	13,570	225,750	X
NOVATEL WIRELESS INC	COM NEW	66987M604	2,891	238,700	X
NOVELL INC	COM	670006105	530	60,022	X
NOVELLUS SYS INC	COM	670008101	679	28,136	X
NSTAR	COM	67019E107	1,387	48,318	X
NUCOR CORP	COM	670346105	5,579	83,623	X
NVIDIA CORP	COM	67066G104	1,886	51,584	X
OGE ENERGY CORP	COM	670837103	331	12,364	X
NUVEEN INVTS INC	CL A	67090F106	449	10,528	X
OSI PHARMACEUTICALS INC	COM	671040103	283	10,083	X
OCCIDENTAL PETE CORP DEL	COM	674599105	31,188	390,430	X
OFFICEMAX INC DEL	COM	67622P101	384	15,158	X

13

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
OFFICE DEPOT INC	COM	676220106	2,645	84,233	X		
OLD REP INTL CORP	COM	680223104	647	24,626	X		
OMNICARE INC	COM	681904108	1,687	29,490	X		
OMNICOM GROUP INC	COM	681919106	9,346	109,790	X		
OMNOVA SOLUTIONS INC	COM	682129101	1,655	344,700	X		
ONEOK INC NEW	COM	682680103	1,332	50,017	X		
ORACLE CORP	COM	68389X105	28,782	2,357,210	X		
O REILLY AUTOMOTIVE INC	COM	686091109	2,324	72,603	X		
OSHKOSH TRUCK CORP	COM	688239201	2,561	57,442	X		
OUTBACK STEAKHOUSE INC	COM	689899102	894	21,484	X		
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,839	36,496	X		
OWENS ILL INC	COM NEW	690768403	520	24,725	X		
PG&E CORP	COM	69331C108	7,279	196,107	X		
PHH CORP	COM NEW	693320202	261	9,315	X		
PMC-SIERRA INC	COM	69344F106	138	17,875	X		
PMI GROUP INC	COM	69344M101	845	20,576	X		
PNC FINL SVCS GROUP INC	COM	693475105	4,045	65,414	X		

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

PPG INDS INC	COM	693506107	3,626	62,626	X
PPL CORP	COM	69351T106	6,917	235,283	X
PACCAR INC	COM	693718108	5,972	86,270	X
PACTIV CORP	COM	695257105	748	33,989	X
PALL CORP	COM	696429307	2,286	85,095	X
PANERA BREAD CO	CL A	69840W108	323	4,915	X
PARAMETRIC TECHNOLOGY CORP	COM	699173100	162	26,524	X
PARKER HANNIFIN CORP	COM	701094104	1,904	28,871	X
PATTERSON COMPANIES INC	COM	703395103	1,566	46,881	X
PATTERSON UTI ENERGY INC	COM	703481101	1,765	53,577	X
PAYCHEX INC	COM	704326107	5,718	149,994	X
PEABODY ENERGY CORP	COM	704549104	4,328	52,509	X
PENN NATL GAMING INC	COM	707569109	406	12,333	X
PENNEY J C INC	COM	708160106	6,528	117,409	X
PENTAIR INC	COM	709631105	1,940	56,208	X
PEOPLES BK BRIDGEPORT CONN	COM	710198102	934	30,056	X
PEOPLES ENERGY CORP	COM	711030106	297	8,475	X
PEPCO HOLDINGS INC	COM	713291102	270	12,064	X
PEPSI BOTTLING GROUP INC	COM	713409100	2,046	71,527	X
PEPSIAMERICAS INC	COM	71343P200	2,827	121,549	X
PEPSICO INC	COM	713448108	54,373	920,322	X
PERKINELMER INC	COM	714046109	1,625	68,959	X
PETSMART INC	COM	716768106	671	26,165	X
PFIZER INC	COM	717081103	91,752	3,934,497	X
PHARMACEUTICAL PROD DEV INC	COM	717124101	1,927	31,099	X
PHELPS DODGE CORP	COM	717265102	6,436	44,734	X
PHILADELPHIA CONS HLDG CORP	COM	717528103	270	2,791	X
PILGRIMS PRIDE CORP	COM	721467108	2,409	72,661	X
PINNACLE WEST CAP CORP	COM	723484101	3,524	85,234	X
PIONEER NAT RES CO	COM	723787107	463	9,038	X
PITNEY BOWES INC	COM	724479100	3,931	93,052	X
PIXAR	COM	725811103	4,221	80,060	X
PLAINS EXPL& PRODTN CO	COM	726505100	560	14,085	X
PLANTRONICS INC NEW	COM	727493108	549	19,400	X
PLUM CREEK TIMBER CO INC	COM	729251108	1,046	29,006	X
POGO PRODUCING CO	COM	730448107	334	6,698	X
POLARIS INDS INC	COM	731068102	529	10,547	X

14

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
POLO RALPH LAUREN CORP	CL A	731572103	1,695	30,195	X
POPULAR INC	COM	733174106	990	46,821	X
POWER-ONE INC	COM	739308104	2,238	371,700	X
PRAXAIR INC	COM	74005P104	8,629	162,932	X
PRECISION CASTPARTS CORP	COM	740189105	11,487	221,706	X
PRESSTEK INC	COM	741113104	1,939	214,500	X
PRICE T ROWE GROUP INC	COM	74144T108	3,699	51,359	X
PRIDE INTL INC DEL	COM	74153Q102	618	20,095	X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	5,897	124,332	X
PROCTER & GAMBLE CO	COM	742718109	121,712	2,102,838	X
PROGRESS ENERGY INC	COM	743263105	1,800	40,980	X
PROGRESSIVE CORP OHIO	COM	743315103	9,438	80,817	X

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

PROLOGIS	SH BEN INT	743410102	1,906	40,792	X
PROTECTIVE LIFE CORP	COM	743674103	1,022	23,349	X
PROTEIN DESIGN LABS INC	COM	74369L103	583	20,528	X
PRUDENTIAL FINL INC	COM	744320102	18,356	250,794	X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,383	82,854	X
PUBLIC STORAGE INC	COM	74460D109	3,461	51,102	X
PULTE HOMES INC	COM	745867101	4,803	122,023	X
QLOGIC CORP	COM	747277101	1,349	41,494	X
QUALCOMM INC	COM	747525103	51,548	1,196,557	X
QUEST DIAGNOSTICS INC	COM	74834L100	6,206	120,548	X
QUESTAR CORP	COM	748356102	6,716	88,715	X
QUICKSILVER RESOURCES INC	COM	74837R104	430	10,237	X
QUIKSILVER INC	COM	74838C106	2,866	207,076	X
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,799	495,405	X
RC2 CORP	COM	749388104	2,209	62,200	X
R H DONNELLEY CORP	COM NEW	74955W307	296	4,805	X
RPM INTL INC	COM	749685103	388	22,309	X
RADIAN GROUP INC	COM	750236101	5,379	91,807	X
RADIOSHACK CORP	COM	750438103	833	39,626	X
RANGE RES CORP	COM	75281A109	4,960	188,290	X
RAYONIER INC	COM	754907103	990	24,848	X
RAYTHEON CO	COM NEW	755111507	5,281	131,535	X
REALTY INCOME CORP	COM	756109104	302	13,948	X
RED HAT INC	COM	756577102	962	35,281	X
REDDY ICE HLDGS INC	COM	75734R105	2,347	107,600	X
REEBOK INTL LTD	COM	758110100	1,425	24,471	X
REGENCY CTRS CORP	COM	758849103	256	4,337	X
REGIONS FINANCIAL CORP NEW	COM	7591EP100	5,316	155,631	X
RELIANT ENERGY INC	COM	75952B105	2,241	217,130	X
RENAL CARE GROUP INC	COM	759930100	2,700	57,081	X
RENT A CTR INC NEW	COM	76009N100	191	10,122	X
REPUBLIC SVCS INC	COM	760759100	2,154	57,370	X
RESMED INC	COM	761152107	487	12,711	X
RESPIRONICS INC	COM	761230101	1,929	52,033	X
REYNOLDS & REYNOLDS CO	CL A	761695105	1,260	44,889	X
REYNOLDS AMERICAN INC	COM	761713106	4,002	41,977	X
RITE AID CORP	COM	767754104	116	33,291	X
ROBERT HALF INTL INC	COM	770323103	1,913	50,486	X
ROCKWELL AUTOMATION INC	COM	773903109	5,235	88,487	X
ROCKWELL COLLINS INC	COM	774341101	5,452	117,333	X
ROHM & HAAS CO	COM	775371107	2,239	46,248	X
ROPER INDS INC NEW	COM	776696106	2,453	62,094	X

15

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
ROSS STORES INC	COM	778296103	1,335	46,200	X
ROWAN COS INC	COM	779382100	916	25,689	X
RYDER SYS INC	COM	783549108	529	12,901	X
RYLAND GROUP INC	COM	783764103	1,862	25,821	X
SCP POOL CORP	COM	784028102	356	9,556	X
SEI INVESTMENTS CO	COM	784117103	1,378	37,250	X
SL GREEN RLTY CORP	COM	78440X101	238	3,116	X

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

SLM CORP	COM	78442P106	12,583	228,413	X
SPX CORP	COM	784635104	778	17,006	X
SABRE HLDGS CORP	CL A	785905100	884	36,679	X
SAFECO CORP	COM	786429100	1,114	19,725	X
SAFENET INC	COM	78645R107	3,203	99,400	X
SAFEWAY INC	COM NEW	786514208	3,297	139,355	X
ST JOE CO	COM	790148100	2,785	41,434	X
ST JUDE MED INC	COM	790849103	14,966	298,129	X
ST PAUL TRAVELERS INC	COM	792860108	6,529	146,154	X
SALESFORCE COM INC	COM	79466L302	399	12,449	X
SANDISK CORP	COM	80004C101	5,390	85,803	X
SANMINA SCI CORP	COM	800907107	727	170,730	X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	879	19,500	X
SARA LEE CORP	COM	803111103	5,577	295,094	X
SCANA CORP NEW	COM	80589M102	2,302	58,453	X
SCHEIN HENRY INC	COM	806407102	1,366	31,295	X
SCHERING PLOUGH CORP	COM	806605101	15,642	750,209	X
SCHLUMBERGER LTD	COM	806857108	5,646	58,116	X
SCHWAB CHARLES CORP NEW	COM	808513105	5,878	400,689	X
SCIENTIFIC ATLANTA INC	COM	808655104	5,017	116,475	X
SCIENTIFIC GAMES CORP	CL A	80874P109	2,143	78,546	X
SCOTTISH PWR PLC	SPON ADR FINAL	81013T705	856	22,900	X
SCRIPPS E W CO OHIO	CL A	811054204	5,211	108,516	X
SEALED AIR CORP NEW	COM	81211K100	1,030	18,330	X
SEARS HLDGS CORP	COM	812350106	6,503	56,289	X
SECURE COMPUTING CORP	COM	813705100	2,679	218,500	X
SEMPRA ENERGY	COM	816851109	5,402	120,468	X
SEPRACOR INC	COM	817315104	1,980	38,376	X
SERVICE CORP INTL	COM	817565104	385	47,109	X
SERVICEMASTER CO	COM	81760N109	473	39,619	X
SHERWIN WILLIAMS CO	COM	824348106	9,181	202,134	X
SIEBEL SYS INC	COM	826170102	951	89,976	X
SIERRA HEALTH SVCS INC	COM	826322109	1,297	16,220	X
SIGMA ALDRICH CORP	COM	826552101	2,478	39,160	X
SILICON IMAGE INC	COM	82705T102	2,093	230,800	X
SIMON PPTY GROUP INC NEW	COM	828806109	8,180	106,745	X
SIRIUS SATELLITE RADIO INC	COM	82966U103	2,246	335,245	X
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	283	6,100	X
SMITH INTL INC	COM	832110100	2,749	74,067	X
SMITHFIELD FOODS INC	COM	832248108	983	32,126	X
SMURFIT-STONE CONTAINER CORP	COM	832727101	230	16,222	X
SNAP ON INC	COM	833034101	343	9,123	X
SOLETRON CORP	COM	834182107	709	193,764	X
SONIC CORP	COM	835451105	324	10,984	X
SONOCO PRODS CO	COM	835495102	201	6,841	X
SONUS NETWORKS INC	COM	835916107	1,651	443,700	X
SOUTHERN CO	COM	842587107	8,148	235,966	X

16

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
SOUTHERN COPPER CORP	COM	84265V105	389	5,809	X
SOUTHWEST AIRLS CO	COM	844741108	2,649	161,256	X

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

SOUTHWESTERN ENERGY CO	COM	845467109	1,091	30,353	X
SOVEREIGN BANCORP INC	COM	845905108	1,228	56,782	X
SPATIALIGHT INC	COM	847248101	825	237,700	X
SPRINT NEXTEL CORP	COM FON	852061100	28,701	1,228,654	X
STAAR SURGICAL CO	COM PAR \$0.01	852312305	1,458	184,600	X
STANCORP FINL GROUP INC	COM	852891100	908	18,174	X
STANLEY WKS	COM	854616109	3,943	82,078	X
STAPLES INC	COM	855030102	6,371	280,529	X
STARBUCKS CORP	COM	855244109	15,046	501,375	X
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	11,020	172,569	X
STATE STR CORP	COM	857477103	3,515	63,410	X
STATION CASINOS INC	COM	857689103	2,029	29,933	X
STERICYCLE INC	COM	858912108	579	9,839	X
STRYKER CORP	COM	863667101	5,722	128,797	X
STUDENT LN CORP	COM	863902102	3,457	16,524	X
SUN MICROSYSTEMS INC	COM	866810104	3,830	914,166	X
SUNOCO INC	COM	86764P109	16,925	215,930	X
SUNTRUST BKS INC	COM	867914103	20,866	286,772	X
SUPERVALU INC	COM	868536103	1,178	36,261	X
SWIFT TRANSN CO	COM	870756103	2,198	108,278	X
SYMANTEC CORP	COM	871503108	8,934	510,540	X
SYMBOL TECHNOLOGIES INC	COM	871508107	825	64,325	X
SYNPLICITY INC	COM	87160Y108	1,164	140,200	X
SYNOPSYS INC	COM	871607107	911	45,414	X
SYNOVUS FINL CORP	COM	87161C105	2,321	85,918	X
SYSCO CORP	COM	871829107	12,905	415,606	X
TCF FINL CORP	COM	872275102	870	32,038	X
TD BANKNORTH INC	COM	87235A101	298	10,275	X
TECO ENERGY INC	COM	872375100	1,322	76,932	X
TJX COS INC NEW	COM	872540109	4,920	211,807	X
TXU CORP	COM	873168108	15,435	307,538	X
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	206	11,627	X
TARGET CORP	COM	87612E106	35,656	648,649	X
TECH DATA CORP	COM	878237106	645	16,289	X
TECHNE CORP	COM	878377100	392	6,994	X
TEKTRONIX INC	COM	879131100	439	15,546	X
TELEPHONE & DATA SYS INC	COM	879433100	1,253	34,766	X
TELEPHONE & DATA SYS INC	SPL COM	879433860	910	26,300	X
TELEWEST GLOBAL INC	COM	87956T107	373	15,662	X
TELLABS INC	COM	879664100	770	70,681	X
TEMPLE INLAND INC	COM	879868107	1,694	37,772	X
TENET HEALTHCARE CORP	COM	88033G100	628	82,026	X
TERADYNE INC	COM	880770102	2,989	205,151	X
TESORO CORP	COM	881609101	546	8,871	X
TEXAS INSTRS INC	COM	882508104	29,636	924,110	X
TEXTRON INC	COM	883203101	6,832	88,745	X
THERMO ELECTRON CORP	COM	883556102	1,071	35,555	X
THERMOGENESIS CORP	COM NEW	883623209	1,703	352,500	X
THOMAS & BETTS CORP	COM	884315102	1,301	31,016	X
3M CO	COM	88579Y101	37,723	486,753	X
TIDEWATER INC	COM	886423102	289	6,492	X
TIFFANY & CO NEW	COM	886547108	1,125	29,378	X

17

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

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN	CALL DISCRETION
TIMBERLAND CO	CL A	887100105	1,216	37,368	X	
TIME WARNER INC	COM	887317105	42,300	2,425,452	X	
TIMKEN CO	COM	887389104	313	9,777	X	
TOLL BROTHERS INC	COM	889478103	668	19,298	X	
TORCHMARK CORP	COM	891027104	8,728	156,981	X	
TORO CO	COM	891092108	2,581	58,965	X	
TRIAD HOSPITALS INC	COM	89579K109	3,421	87,205	X	
TRIBUNE CO NEW	COM	896047107	1,854	61,256	X	
TRIMBLE NAVIGATION LTD	COM	896239100	341	9,604	X	
TRUE RELIGION APPAREL INC	COM	89784N104	2,629	170,700	X	
TYCO INTL LTD NEW	COM	902124106	20,632	714,885	X	
TYSON FOODS INC	CL A	902494103	2,366	138,346	X	
UGI CORP NEW	COM	902681105	2,194	106,528	X	
UST INC	COM	902911106	5,593	136,992	X	
US BANCORP DEL	COM NEW	902973304	19,024	636,468	X	
ULTRA PETROLEUM CORP	COM	903914109	692	12,400	X	
UNION PAC CORP	COM	907818108	8,618	107,039	X	
UNIONBANCAL CORP	COM	908906100	6,783	98,712	X	
UNISYS CORP	COM	909214108	317	54,441	X	
UNIT CORP	COM	909218109	444	8,073	X	
UNITED DOMINION REALTY TR IN	COM	910197102	364	15,531	X	
UNITED PARCEL SERVICE INC	CL B	911312106	30,383	404,292	X	
UNITED STATES CELLULAR CORP	COM	911684108	755	15,292	X	
UNITED STATES STL CORP NEW	COM	912909108	2,371	49,323	X	
UNITED TECHNOLOGIES CORP	COM	913017109	40,896	731,466	X	
UNITEDHEALTH GROUP INC	COM	91324P102	54,860	882,848	X	
UNITRIN INC	COM	913275103	263	5,842	X	
UNIVERSAL TRUCKLOAD SVCS INC	COM	91388P105	2,473	107,500	X	
UNIVERSAL HLTH SVCS INC	CL B	913903100	1,069	22,877	X	
UNIVISION COMMUNICATIONS INC	CL A	914906102	1,415	48,142	X	
UNUMPROVIDENT CORP	COM	91529Y106	1,471	64,665	X	
URBAN OUTFITTERS INC	COM	917047102	6,433	254,169	X	
VCA ANTECH INC	COM	918194101	524	18,583	X	
V F CORP	COM	918204108	3,581	64,711	X	
VALEANT PHARMACEUTICALS INTL	COM	91911X104	305	16,850	X	
VALERO ENERGY CORP NEW	COM	91913Y100	25,268	489,686	X	
VALSPAR CORP	COM	920355104	683	27,703	X	
VARIAN MED SYS INC	COM	92220P105	1,211	24,059	X	
VENTAS INC	COM	92276F100	799	24,946	X	
VENTIV HEALTH INC	COM	922793104	2,430	102,900	X	
VERISIGN INC	COM	92343E102	2,016	92,061	X	
VERIZON COMMUNICATIONS	COM	92343V104	47,152	1,565,474	X	
VIAD CORP	COM NEW	92552R406	446	15,200	X	
VIACOM INC	CL B	925524308	17,279	530,016	X	
VIROPHARMA INC	COM	928241108	2,271	122,750	X	
VISHAY INTERTECHNOLOGY INC	COM	928298108	227	16,477	X	
VISTEON CORP	COM	92839U107	76	12,067	X	
VORNADO RLTY TR	SH BEN INT	929042109	1,564	18,735	X	
VULCAN MATLS CO	COM	929160109	2,932	43,280	X	
WPS RESOURCES CORP	COM	92931B106	407	7,356	X	
WACHOVIA CORP 2ND NEW	COM	929903102	51,571	975,611	X	
WAL MART STORES INC	COM	931142103	79,670	1,702,344	X	
WALGREEN CO	COM	931422109	19,723	445,622	X	
WASHINGTON MUT INC	COM	939322103	23,924	549,975	X	

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

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
WASHINGTON POST CO	CL B	939640108	3,528	4,612	X		
WASTE MGMT INC DEL	COM	94106L109	6,204	204,418	X		
WATERS CORP	COM	941848103	2,450	64,820	X		
WATSON PHARMACEUTICALS INC	COM	942683103	1,286	39,567	X		
WATTS WATER TECHNOLOGIES INC	CL A	942749102	1,410	46,550	X		
WEIGHT WATCHERS INTL INC NEW	COM	948626106	4,183	84,621	X		
WEINGARTEN RLTY INVS	SH BEN INT	948741103	221	5,843	X		
WELLPOINT INC	COM	94973V107	20,523	257,207	X		
WELLS FARGO & CO NEW	COM	949746101	47,161	750,608	X		
WENDYS INTL INC	COM	950590109	3,307	59,849	X		
WEST CORP	COM	952355105	2,939	69,724	X		
WESTAR ENERGY INC	COM	95709T100	349	16,235	X		
WESTAMERICA BANCORPORATION	COM	957090103	202	3,800	X		
WESTCORP INC	COM	957907108	891	13,383	X		
WESTERN DIGITAL CORP	COM	958102105	721	38,765	X		
WESTERN GAS RES INC	COM	958259103	1,072	22,758	X		
WEYERHAEUSER CO	COM	962166104	4,685	70,614	X		
WHIRLPOOL CORP	COM	963320106	1,685	20,114	X		
WHITNEY HLDG CORP	COM	966612103	798	28,970	X		
WHOLE FOODS MKT INC	COM	966837106	6,191	79,992	X		
WILEY JOHN & SONS INC	CL A	968223206	1,009	25,857	X		
WILLIAMS COS INC DEL	COM	969457100	4,262	183,962	X		
WILLIAMS SONOMA INC	COM	969904101	924	21,408	X		
WILMINGTON TRUST CORP	COM	971807102	386	9,916	X		
WISCONSIN ENERGY CORP	COM	976657106	292	7,470	X		
WOLVERINE WORLD WIDE INC	COM	978097103	824	36,700	X		
WORLDSpace INC	CL A	981579105	1,724	118,800	X		
WRIGLEY WM JR CO	COM	982526105	6,589	99,105	X		
WYETH	COM	983024100	25,961	563,518	X		
WYNN RESORTS LTD	COM	983134107	762	13,895	X		
XM SATELLITE RADIO HLDGS INC	CL A	983759101	3,529	129,365	X		
XTO ENERGY INC	COM	98385X106	7,672	174,593	X		
XCEL ENERGY INC	COM	98389B100	1,194	64,669	X		
XILINX INC	COM	983919101	2,481	98,424	X		
XEROX CORP	COM	984121103	4,810	328,351	X		
YAHOO INC	COM	984332106	31,242	797,402	X		
YELLOW ROADWAY CORP	COM	985577105	352	7,898	X		
YUM BRANDS INC	COM	988498101	9,258	197,489	X		
ZEBRA TECHNOLOGIES CORP	CL A	989207105	1,164	27,157	X		
ZIMMER HLDGS INC	COM	98956P102	9,138	135,498	X		
ZIONS BANCORPORATION	COM	989701107	5,246	69,433	X		
GRAND TOTAL			6,658,400				