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VERIZON COMMUNICATIONS INC
Form 13F-HR
August 14, 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: June 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: 028-04063

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

Person Signing this Report on Behalf of Reporting manager:

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

Signature, Place, and Date of Signing:

/s/ David L. Beik	Basking Ridge, New Jersey	8/6/2007
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

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

Form 13F SUMMARY PAGE

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Report summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 941
 Form 13F Information Table Value Total: 5,456,360
 (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

MELLON TRUST
 FORM 13F- SOLE INSTR V. NONE AUTHORITY
 30-JUN-07

NYXG123056
 13F-COMBINED

PAGE: 1
 BASE: USD
 HB13F

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
ACE LTD	ORD	G0070K103	2,380	38,072	
AMDOCS LTD	ORD	G02602103	1,204	30,231	
AXIS CAPITAL HOLDINGS	SHS	G0692U109	308	7,580	
ACCENTURE LTD BERMUDA	CL A	G1150G111	3,893	90,766	
BUNGE LIMITED	COM	G16962105	503	5,952	
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	478	4,901	
COOPER INDS LTD	CL A	G24182100	1,960	34,330	
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	917	22,893	
EVEREST RE GROUP LTD	COM	G3223R108	338	3,115	
FOSTER WHEELER LTD	SHS NEW	G36535139	1,152	10,767	
FRONTLINE LTD	SHS	G3682E127	340	7,414	
GARMIN LTD	ORD	G37260109	1,306	17,661	
GLOBALSANTAFE CORP	SHS	G3930E101	2,519	34,859	
HERBALIFE LTD	COM USD SHS	G4412G101	307	7,744	
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	921	16,807	
LAZARD LTD	SHS A	G54050102	355	7,883	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,225	122,213	
NABORS INDUSTRIES LTD	SHS	G6359F103	1,722	51,586	
NOBLE CORPORATION	SHS	G65422100	1,998	20,493	
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	333	6,245	
PARTNERRE LTD	COM	G6852T105	318	4,107	
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	2,081	33,562	
SEAGATE TECHNOLOGY	SHS	G7945J104	1,048	48,151	
UTI WORLDWIDE INC	ORD	G87210103	405	15,131	
TRANSOCEAN INC	ORD	G90078109	6,386	60,261	
WARNER CHILCOTT LIMITED	COM CL A	G9435N108	251	13,869	
WEATHERFORD INTERNATIONAL LT	COM	G95089101	2,849	51,577	
WHITE MTNS INS GROUP LTD	COM	G9618E107	272	449	
XL CAP LTD	CL A	G98255105	963	11,420	
UBS AG	SHS NEW	H89231338	2,400	40,000	

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CNH GLOBAL N V	SHS NEW	N20935206	511	10,000
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	282	6,567
AFLAC INC	COM	001055102	5,168	100,537
AGCO CORP	COM	001084102	465	10,709

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
AES CORP	COM	00130H105	5,516	252,080	
AK STL HLDG CORP	COM	001547108	636	17,022	
AMB PROPERTY CORP	COM	00163T109	261	4,912	
AMR CORP	COM	001765106	1,957	74,288	
AT&T INC	COM	00206R102	88,932	2,142,932	
ABBOTT LABS	COM	002824100	33,631	628,036	
ABERCROMBIE & FITCH CO	CL A	002896207	979	13,420	
ACTIVISION INC NEW	COM NEW	004930202	809	43,321	
ACXIOM CORP	COM	005125109	442	16,694	
ADOBE SYS INC	COM	00724F101	17,000	423,412	
ADVANCE AUTO PARTS INC	COM	00751Y106	660	16,278	
ADVANCED MEDICAL OPTICS INC	COM	00763M108	320	9,166	
ADVANCED MICRO DEVICES INC	COM	007903107	2,339	163,553	
AETNA INC NEW	COM	00817Y108	6,787	137,397	
AFFILIATED COMPUTER SERVICES	CL A	008190100	968	17,068	
AFFILIATED MANAGERS GROUP	COM	008252108	586	4,555	
AGILENT TECHNOLOGIES INC	COM	00846U101	2,373	61,723	
AGILYSYS INC	COM	00847J105	900	40,000	
AIR PRODS & CHEMS INC	COM	009158106	5,943	73,949	
AIRGAS INC	COM	009363102	1,437	30,003	
AKAMAI TECHNOLOGIES INC	COM	00971T101	2,443	50,218	
ALBEMARLE CORP	COM	012653101	470	12,204	
ALCOA INC	COM	013817101	9,843	242,867	
ALLEGHENY ENERGY INC	COM	017361106	6,588	127,338	
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,484	33,220	
ALLERGAN INC	COM	018490102	5,064	87,849	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	930	12,034	
ALLIANT ENERGY CORP	COM	018802108	218	5,608	
ALLIANT TECHSYSTEMS INC	COM	018804104	1,724	17,388	
ALLIED CAP CORP NEW	COM	01903Q108	232	7,508	
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	250	18,603	
ALLSTATE CORP	COM	020002101	6,763	109,944	
ALLTEL CORP	COM	020039103	3,111	46,049	
ALTERA CORP	COM	021441100	2,751	124,293	
ALTRIA GROUP INC	COM	02209S103	56,078	799,519	
AMAZON COM INC	COM	023135106	14,061	205,546	
AMBAC FINL GROUP INC	COM	023139108	17,152	196,725	
AMEREN CORP	COM	023608102	500	10,206	
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	2,106	34,000	
AMERICAN CAPITAL STRATEGIES	COM	024937104	339	7,964	
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	729	28,399	
AMERICAN ELEC PWR INC	COM	025537101	8,948	198,659	
AMERICAN EXPRESS CO	COM	025816109	24,065	393,349	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	
				(A) SOLE	(B)
AMERICAN INTL GROUP INC	COM	026874107	53,689	766,656	
AMERICAN STD COS INC DEL	COM	029712106	1,628	27,600	
AMERICAN TOWER CORP	CL A	029912201	6,674	158,894	
AMERISOURCEBERGEN CORP	COM	03073E105	9,201	185,987	
AMERIPRISE FINL INC	COM	03076C106	737	11,597	
AMETEK INC NEW	COM	031100100	3,755	94,620	
AMGEN INC	COM	031162100	29,197	528,078	
AMPCO-PITTSBURGH CORP	COM	032037103	321	8,000	
AMPHENOL CORP NEW	CL A	032095101	1,143	32,059	
AMYLIN PHARMACEUTICALS INC	COM	032346108	828	20,115	
ANADARKO PETE CORP	COM	032511107	11,741	225,823	
ANALOG DEVICES INC	COM	032654105	1,883	50,016	
ANHEUSER BUSCH COS INC	COM	035229103	12,365	237,053	
ANNALY CAP MGMT INC	COM	035710409	187	12,960	
ANNTAYLOR STORES CORP	COM	036115103	1,047	29,566	
AON CORP	COM	037389103	617	14,475	
APACHE CORP	COM	037411105	9,132	111,926	
APARTMENT INVT & MGMT CO	CL A	03748R101	1,277	25,334	
APOLLO GROUP INC	CL A	037604105	1,292	22,112	
APPLE INC	COM	037833100	46,041	377,259	
APPLERA CORP	COM AP BIO GRP	038020103	2,826	92,529	
APPLIED MATLS INC	COM	038222105	6,583	331,316	
AQUANTIVE INC	COM	03839G105	690	10,810	
ARCH COAL INC	COM	039380100	759	21,807	
ARCHER DANIELS MIDLAND CO	COM	039483102	15,773	476,679	
ARCHSTONE SMITH TR	COM	039583109	7,447	125,989	
ARMOR HOLDINGS INC	COM	042260109	3,010	34,648	
ARROW ELECTRS INC	COM	042735100	508	13,209	
ASSOCIATED BANC CORP	COM	045487105	206	6,287	
ASSURANT INC	COM	04621X108	12,577	213,466	
ATMEL CORP	COM	049513104	468	84,099	
AUTODESK INC	COM	052769106	7,640	162,283	
AUTOLIV INC	COM	052800109	501	8,808	
AUTOMATIC DATA PROCESSING IN	COM	053015103	11,831	244,095	
AUTOZONE INC	COM	053332102	3,018	22,091	
AVALONBAY CMNTYS INC	COM	053484101	19,666	165,426	
AVAYA INC	COM	053499109	1,419	84,249	
AVERY DENNISON CORP	COM	053611109	2,306	34,681	
AVIS BUDGET GROUP	COM	053774105	250	8,783	
AVNET INC	COM	053807103	5,013	126,459	
AVON PRODS INC	COM	054303102	2,336	63,559	
BB&T CORP	COM	054937107	1,105	27,163	
BJ SVCS CO	COM	055482103	1,276	44,854	

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	
				(A) SOLE	(B)
BOK FINL CORP	COM NEW	05561Q201	2,703	50,597	

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BP PLC	SPONSORED ADR	055622104	1,443	20,000
BMC SOFTWARE INC	COM	055921100	2,444	80,666
BAKER HUGHES INC	COM	057224107	9,505	112,983
BALL CORP	COM	058498106	3,207	60,311
BANK OF AMERICA CORPORATION	COM	060505104	77,807	1,591,477
BANK HAWAII CORP	COM	062540109	216	4,174
BANK NEW YORK INC	COM	064057102	10,293	248,394
BARD C R INC	COM	067383109	4,869	58,926
BARE ESCENTUALS INC	COM	067511105	203	5,944
BARR PHARMACEUTICALS INC	COM	068306109	843	16,782
BAUSCH & LOMB INC	COM	071707103	271	3,903
BAXTER INTL INC	COM	071813109	8,711	154,623
BE AEROSPACE INC	COM	073302101	582	14,097
BEA SYS INC	COM	073325102	821	59,941
BEAR STEARNS COS INC	COM	073902108	7,122	50,868
BECKMAN COULTER INC	COM	075811109	535	8,264
BECTON DICKINSON & CO	COM	075887109	15,627	209,761
BED BATH & BEYOND INC	COM	075896100	3,839	106,675
BEMIS INC	COM	081437105	569	17,157
BERKLEY W R CORP	COM	084423102	3,503	107,653
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	638	177
BEST BUY INC	COM	086516101	10,362	222,037
BIG LOTS INC	COM	089302103	507	17,227
BIOMET INC	COM	090613100	1,717	37,551
BIOGEN IDEC INC	COM	09062X103	7,417	138,640
BLACK & DECKER CORP	COM	091797100	3,226	36,535
BLACKROCK INC	COM	09247X101	5,859	37,418
BLOCK H & R INC	COM	093671105	1,154	49,379
BOEING CO	COM	097023105	30,714	319,401
BORG WARNER INC	COM	099724106	862	10,017
BOSTON PROPERTIES INC	COM	101121101	3,580	35,051
BOSTON SCIENTIFIC CORP	COM	101137107	1,007	65,662
BOYD GAMING CORP	COM	103304101	423	8,602
BRINKER INTL INC	COM	109641100	1,093	37,353
BRINKS CO	COM	109696104	970	15,667
BRISTOL MYERS SQUIBB CO	COM	110122108	20,613	653,136
BROADCOM CORP	CL A	111320107	6,135	209,739
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1,169	61,162
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,532	63,450
BROWN & BROWN INC	COM	115236101	430	17,111
BROWN FORMAN CORP	CL B	115637209	695	9,514
BURGER KING HLDGS INC	COM	121208201	256	9,715

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
BURLINGTON NORTHN SANTA FE C	COM	12189T104	10,332	121,350	
CBS CORP NEW	CL B	124857202	7,703	231,172	
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,090	29,859	
C D W CORP	COM	12512N105	759	8,938	
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,981	113,877	
CIGNA CORP	COM	125509109	3,865	74,007	
CIT GROUP INC	COM	125581108	1,889	34,455	
CMS ENERGY CORP	COM	125896100	1,566	91,068	
CSX CORP	COM	126408103	6,343	140,696	

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CTC MEDIA INC	COM	12642X106	216	7,948
CTS CORP	COM	126501105	253	20,000
CVS CAREMARK CORPORATION	COM	126650100	25,309	694,351
CA INC	COM	12673P105	1,213	46,965
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,946	81,410
CABOT CORP	COM	127055101	380	7,978
CABOT OIL & GAS CORP	COM	127097103	546	14,817
CADENCE DESIGN SYSTEM INC	COM	127387108	2,672	121,681
CAMERON INTERNATIONAL CORP	COM	13342B105	3,884	54,342
CAMPBELL SOUP CO	COM	134429109	3,494	90,035
CAPITAL ONE FINL CORP	COM	14040H105	10,941	139,488
CAPITALSOURCE INC	COM	14055X102	342	13,894
CARDINAL HEALTH INC	COM	14149Y108	4,155	58,817
CAREER EDUCATION CORP	COM	141665109	491	14,528
CARLISLE COS INC	COM	142339100	224	4,809
CARMAX INC	COM	143130102	843	33,060
CARNIVAL CORP	PAIRED CTF	143658300	1,970	40,389
CARPENTER TECHNOLOGY CORP	COM	144285103	364	2,797
CATERPILLAR INC DEL	COM	149123101	17,533	223,923
CBOT HLDGS INC	CL A	14984K106	1,669	8,080
CELANESE CORP DEL	COM SER A	150870103	1,478	38,105
CELGENE CORP	COM	151020104	5,623	98,090
CENTERPOINT ENERGY INC	COM	15189T107	1,723	99,052
CENTEX CORP	COM	152312104	945	23,557
CENTURYTEL INC	COM	156700106	5,415	110,399
CEPHALON INC	COM	156708109	814	10,123
CERIDIAN CORP NEW	COM	156779100	717	20,494
CERNER CORP	COM	156782104	558	10,055
CHAPARRAL STL CO DEL	COM	159423102	515	7,159
CHARLES RIV LABS INTL INC	COM	159864107	294	5,695
CHECKFREE CORP NEW	COM	162813109	2,427	60,385
CHEESECAKE FACTORY INC	COM	163072101	270	11,004
CHEMTURA CORP	COM	163893100	150	13,466
CHENIERE ENERGY INC	COM NEW	16411R208	300	7,735

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
CHESAPEAKE ENERGY CORP	COM	165167107	1,749	50,545	
CHEVRON CORP NEW	COM	166764100	64,524	765,955	
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	9,797	18,334	
CHICOS FAS INC	COM	168615102	655	26,912	
CHOICE HOTELS INTL INC	COM	169905106	226	5,713	
CHOICEPOINT INC	COM	170388102	494	11,628	
CHUBB CORP	COM	171232101	11,629	214,792	
CHURCH & DWIGHT INC	COM	171340102	2,649	54,664	
CIENA CORP	COM NEW	171779309	471	13,049	
CINCINNATI FINL CORP	COM	172062101	367	8,464	
CIRCUIT CITY STORE INC	COM	172737108	619	41,053	
CISCO SYS INC	COM	17275R102	74,935	2,690,654	
CITADEL BROADCASTING CORP	COM	17285T106	283	43,842	
CINTAS CORP	COM	172908105	685	17,382	
CITIGROUP INC	COM	172967101	95,264	1,857,354	
CITIZENS COMMUNICATIONS CO	COM	17453B101	353	23,125	
CITRIX SYS INC	COM	177376100	930	27,613	

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CLARCOR INC	COM	179895107	1,235	33,000
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,481	118,477
CLEVELAND CLIFFS INC	COM	185896107	487	6,273
CLOROX CO DEL	COM	189054109	2,698	43,448
COACH INC	COM	189754104	8,708	183,750
COCA COLA CO	COM	191216100	47,436	906,831
COCA COLA ENTERPRISES INC	COM	191219104	369	15,363
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,399	71,982
COLDWATER CREEK INC	COM	193068103	219	9,439
COLGATE PALMOLIVE CO	COM	194162103	13,980	215,578
COMCAST CORP NEW	CL A	20030N101	24,132	858,173
COMERICA INC	COM	200340107	457	7,688
COMMERCE BANCORP INC NJ	COM	200519106	2,927	79,126
COMMERCIAL METALS CO	COM	201723103	2,583	76,477
COMMSCOPE INC	COM	203372107	546	9,363
COMMUNITY HEALTH SYS INC NEW	COM	203668108	225	5,573
COMPASS BANCSHARES INC	COM	20449H109	5,966	86,493
COMPUTER SCIENCES CORP	COM	205363104	9,673	163,539
COMPUWARE CORP	COM	205638109	476	40,152
CONAGRA FOODS INC	COM	205887102	660	24,556
CON-WAY INC	COM	205944101	298	5,939
CONOCOPHILLIPS	COM	20825C104	54,124	689,474
CONSOL ENERGY INC	COM	20854P109	2,667	57,844
CONSOLIDATED EDISON INC	COM	209115104	2,231	49,436
CONSTELLATION BRANDS INC	CL A	21036P108	5,450	224,450
CONSTELLATION ENERGY GROUP I	COM	210371100	7,705	88,386

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	
				(A) SOLE	(B)
CONTINENTAL AIRLS INC	CL B	210795308	503	14,852	
CONVERGYS CORP	COM	212485106	2,479	102,249	
COOPER COS INC	COM NEW	216648402	216	4,050	
COPART INC	COM	217204106	305	9,980	
CORN PRODS INTL INC	COM	219023108	1,985	43,669	
CORNING INC	COM	219350105	17,642	690,495	
CORPORATE EXECUTIVE BRD CO	COM	21988R102	1,767	27,218	
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	593	9,390	
COSTCO WHSL CORP NEW	COM	22160K105	11,286	192,858	
COUNTRYWIDE FINANCIAL CORP	COM	222372104	4,335	119,254	
COVANCE INC	COM	222816100	3,751	54,718	
COVANTA HLDG CORP	COM	22282E102	453	18,366	
COVENTRY HEALTH CARE INC	COM	222862104	5,987	103,852	
CRANE CO	COM	224399105	1,978	43,511	
CROCS INC	COM	227046109	526	12,222	
CROWN CASTLE INTL CORP	COM	228227104	10,131	279,326	
CROWN HOLDINGS INC	COM	228368106	624	25,002	
CUMMINS INC	COM	231021106	4,022	39,744	
CURTISS WRIGHT CORP	COM	231561101	4,255	91,300	
CYPRESS SEMICONDUCTOR CORP	COM	232806109	538	23,118	
CYTYC CORP	COM	232946103	760	17,619	
DPL INC	COM	233293109	1,046	36,894	
D R HORTON INC	COM	23331A109	1,106	55,485	
DST SYS INC DEL	COM	233326107	2,175	27,459	
DTE ENERGY CO	COM	233331107	4,165	86,379	

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DADE BEHRING HLDGS INC	COM	23342J206	2,792	52,562
DANAHER CORP DEL	COM	235851102	6,635	87,887
DARDEN RESTAURANTS INC	COM	237194105	7,365	167,419
DAVITA INC	COM	23918K108	4,216	78,252
DEAN FOODS CO NEW	COM	242370104	233	7,298
DEERE & CO	COM	244199105	6,822	56,500
DELL INC	COM	24702R101	24,135	845,351
DELTA AIR LINES INC DEL	COM NEW	247361702	723	36,698
DENBURY RES INC	COM NEW	247916208	694	18,516
DENTSPLY INTL INC NEW	COM	249030107	889	23,228
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	4,014	76,160
DEVON ENERGY CORP NEW	COM	25179M103	17,955	229,337
DIAGEO P L C	SPON ADR NEW	25243Q205	1,666	20,000
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	5,833	57,430
DICKS SPORTING GOODS INC	COM	253393102	1,814	31,180
DIEBOLD INC	COM	253651103	525	10,061
DILLARDS INC	CL A	254067101	1,229	34,217
DIRECTV GROUP INC	COM	25459L106	2,664	115,272

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
DISCOVERY HOLDING CO	CL A COM	25468Y107	686	29,846	
DISNEY WALT CO	COM DISNEY	254687106	25,903	758,727	
DOLBY LABORATORIES INC	COM	25659T107	214	6,033	
DOLLAR GEN CORP	COM	256669102	3,019	137,720	
DOLLAR TREE STORES INC	COM	256747106	649	14,910	
DOMINION RES INC VA NEW	COM	25746U109	9,776	113,271	
DOMTAR CORP	COM	257559104	494	44,304	
DONALDSON INC	COM	257651109	3,311	93,126	
DONNELLEY R R & SONS CO	COM	257867101	1,538	35,351	
DOVER CORP	COM	260003108	2,399	46,897	
DOW CHEM CO	COM	260543103	13,531	305,994	
DOW JONES & CO INC	COM	260561105	524	9,122	
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	250	8,672	
DRESSER-RAND GROUP INC	COM	261608103	518	13,124	
DU PONT E I DE NEMOURS & CO	COM	263534109	15,555	305,952	
DUKE ENERGY CORP NEW	COM	26441C105	10,028	547,990	
DUKE REALTY CORP	COM NEW	264411505	611	17,120	
DUN & BRADSTREET CORP DEL NE	COM	26483E100	6,259	60,783	
DYNEGY INC DEL	CL A	26817G102	307	32,515	
E M C CORP MASS	COM	268648102	7,783	429,974	
ENSCO INTL INC	COM	26874Q100	4,708	77,169	
EOG RES INC	COM	26875P101	6,287	86,059	
E TRADE FINANCIAL CORP	COM	269246104	832	37,673	
EAGLE MATERIALS INC	COM	26969P108	359	7,326	
EAST WEST BANCORP INC	COM	27579R104	661	17,010	
EASTMAN CHEM CO	COM	277432100	2,165	33,648	
EASTMAN KODAK CO	COM	277461109	395	14,183	
EATON CORP	COM	278058102	4,698	50,514	
EATON VANCE CORP	COM NON VTG	278265103	745	16,870	
EBAY INC	COM	278642103	16,404	509,760	
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,381	31,834	
ECOLAB INC	COM	278865100	2,422	56,725	
EDISON INTL	COM	281020107	5,503	98,062	

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EDWARDS LIFESCIENCES CORP	COM	28176E108	435	8,812
EDWARDS AG INC	COM	281760108	894	10,571
EL PASO CORP	COM	28336L109	1,158	67,221
ELECTRONIC ARTS INC	COM	285512109	3,200	67,628
ELECTRONIC DATA SYS NEW	COM	285661104	3,901	140,666
EMBARQ CORP	COM	29078E105	2,620	41,347
EMERSON ELEC CO	COM	291011104	14,133	301,979
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	5,835	170,455
ENERGEN CORP	COM	29265N108	2,936	53,437
ENERGY CONVERSION DEVICES IN	COM	292659109	462	15,000

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
ENERGY EAST CORP	COM	29266M109	203	7,791	
ENERGIZER HLDGS INC	COM	29266R108	2,996	30,082	
ENTERGY CORP NEW	COM	29364G103	17,533	163,325	
EQUIFAX INC	COM	294429105	3,076	69,243	
EQUITABLE RES INC	COM	294549100	772	15,571	
EQUITY RESIDENTIAL	SH BEN INT	29476L107	654	14,334	
ESSEX PPTY TR INC	COM	297178105	275	2,365	
EXELON CORP	COM	30161N101	13,559	186,763	
EXPEDIA INC DEL	COM	30212P105	1,909	65,168	
EXPEDITORS INTL WASH INC	COM	302130109	4,299	104,091	
EXPRESS SCRIPTS INC	COM	302182100	9,279	185,534	
EXXON MOBIL CORP	COM	30231G102	174,393	2,079,083	
FMC TECHNOLOGIES INC	COM	30249U101	2,609	32,929	
FPL GROUP INC	COM	302571104	1,988	35,036	
FTD GROUP INC	COM	30267U108	1,101	59,800	
FACTSET RESH SYS INC	COM	303075105	449	6,565	
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	220	11,382	
FAMILY DLR STORES INC	COM	307000109	1,891	55,095	
FASTENAL CO	COM	311900104	810	19,340	
FEDERAL HOME LN MTG CORP	COM	313400301	20,242	333,472	
FEDERAL NATL MTG ASSN	COM	313586109	15,122	231,470	
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	449	5,810	
FEDERATED INVS INC PA	CL B	314211103	511	13,323	
FEDEX CORP	COM	31428X106	15,084	135,932	
F5 NETWORKS INC	COM	315616102	514	6,383	
FIDELITY NATL INFORMATION SV	COM	31620M106	1,428	26,311	
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	970	40,927	
FIFTH THIRD BANCORP	COM	316773100	3,465	87,118	
FIRST AMERN CORP CALIF	COM	318522307	236	4,764	
FIRST DATA CORP	COM	319963104	1,619	49,542	
FIRST HORIZON NATL CORP	COM	320517105	242	6,199	
FIRST MARBLEHEAD CORP	COM	320771108	786	20,354	
FIRST SOLAR INC	COM	336433107	458	5,124	
FISERV INC	COM	337738108	2,483	43,718	
FIRSTENERGY CORP	COM	337932107	9,931	153,428	
FLORIDA ROCK INDS INC	COM	341140101	493	7,311	
FLUOR CORP NEW	COM	343412102	1,502	13,484	
FLOWSERVE CORP	COM	34354P105	2,279	31,827	
FOOT LOCKER INC	COM	344849104	513	23,555	
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,554	377,260	
FOREST CITY ENTERPRISES INC	CL A	345550107	2,522	41,026	

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FOREST LABS INC	COM	345838106	7,269	159,235
FORTUNE BRANDS INC	COM	349631101	1,115	13,531

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
FOUNDATION COAL HLDGS INC	COM	35039W100	1,053	25,913	
FRANKLIN RES INC	COM	354613101	15,465	116,745	
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	12,687	153,193	
FRONTIER OIL CORP	COM	35914P105	3,334	76,175	
GATX CORP	COM	361448103	226	4,582	
GAMESTOP CORP NEW	CL A	36467W109	941	24,070	
GANNETT INC	COM	364730101	4,262	77,569	
GAP INC DEL	COM	364760108	1,615	84,561	
GARDNER DENVER INC	COM	365558105	2,072	48,707	
GEN-PROBE INC NEW	COM	36866T103	485	8,019	
GENENTECH INC	COM NEW	368710406	29,597	391,179	
GENERAL CABLE CORP DEL NEW	COM	369300108	606	7,994	
GENERAL DYNAMICS CORP	COM	369550108	15,119	193,288	
GENERAL ELECTRIC CO	COM	369604103	113,172	2,956,417	
GENERAL GROWTH PPTYS INC	COM	370021107	1,220	23,046	
GENERAL MLS INC	COM	370334104	14,806	253,446	
GENERAL MTRS CORP	COM	370442105	3,922	103,763	
GENTEX CORP	COM	371901109	430	21,822	
GENUINE PARTS CO	COM	372460105	1,557	31,400	
GENWORTH FINL INC	COM CL A	37247D106	6,293	182,939	
GENZYME CORP	COM	372917104	7,269	112,876	
GETTY IMAGES INC	COM	374276103	237	4,966	
GILEAD SCIENCES INC	COM	375558103	20,424	526,392	
GLOBAL INDS LTD	COM	379336100	378	14,076	
GLOBAL PMTS INC	COM	37940X102	8,023	202,341	
GOLDMAN SACHS GROUP INC	COM	38141G104	45,013	207,674	
GOODRICH CORP	COM	382388106	2,331	39,140	
GOODYEAR TIRE & RUBR CO	COM	382550101	3,235	93,067	
GOOGLE INC	CL A	38259P508	57,948	110,862	
GRACO INC	COM	384109104	1,521	37,771	
GRAINGER W W INC	COM	384802104	1,921	20,650	
GRANT PRIDECO INC	COM	38821G101	2,126	39,488	
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,657	60,000	
GUESS INC	COM	401617105	399	8,311	
HCC INS HLDGS INC	COM	404132102	352	10,541	
HLTH CORPORATION	COM	40422Y101	369	26,325	
HNI CORP	COM	404251100	300	7,328	
HRPT PPTYS TR	COM SH BEN INT	40426W101	109	10,448	
HALLIBURTON CO	COM	406216101	10,604	307,367	
HANESBRANDS INC	COM	410345102	398	14,743	
HANSEN NAT CORP	COM	411310105	448	10,425	
HARLEY DAVIDSON INC	COM	412822108	8,559	143,580	
HARMAN INTL INDS INC	COM	413086109	1,164	9,962	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	
				(A) SOLE	(B)
HARRAHS ENTMT INC	COM	413619107	3,104	36,407	
HARRIS CORP DEL	COM	413875105	1,802	33,033	
HARSCO CORP	COM	415864107	669	12,868	
HARTFORD FINL SVCS GROUP INC	COM	416515104	17,792	180,611	
HASBRO INC	COM	418056107	1,750	55,722	
HEALTH CARE PPTY INVS INC	COM	421915109	294	10,156	
HEALTH MGMT ASSOC INC NEW	CL A	421933102	136	11,945	
HEALTH CARE REIT INC	COM	42217K106	202	5,012	
HEALTH NET INC	COM	42222G108	906	17,165	
HEINZ H J CO	COM	423074103	7,797	164,260	
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	481	12,052	
HERCULES INC	COM	427056106	281	14,300	
HERSHEY CO	COM	427866108	3,575	70,627	
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	995	37,466	
HESS CORP	COM	42809H107	3,289	55,786	
HEWITT ASSOCS INC	COM	42822Q100	347	10,839	
HEWLETT PACKARD CO	COM	428236103	58,374	1,308,255	
HILLENBRAND INDS INC	COM	431573104	269	4,133	
HILTON HOTELS CORP	COM	432848109	5,181	154,797	
HOLLY CORP	COM PAR \$0.01	435758305	513	6,911	
HOME DEPOT INC	COM	437076102	24,218	615,454	
HONEYWELL INTL INC	COM	438516106	13,541	240,594	
HORMEL FOODS CORP	COM	440452100	3,124	83,644	
HOSPIRA INC	COM	441060100	935	23,950	
HOST HOTELS & RESORTS INC	COM	44107P104	1,289	55,736	
HUBBELL INC	CL B	443510201	272	5,010	
HUDSON CITY BANCORP	COM	443683107	602	49,289	
HUMANA INC	COM	444859102	5,098	83,694	
HUNT J B TRANS SVCS INC	COM	445658107	437	14,896	
HUNTINGTON BANCSHARES INC	COM	446150104	264	11,630	
IAC INTERACTIVECORP	COM NEW	44919P300	3,801	109,824	
IMS HEALTH INC	COM	449934108	894	27,831	
ISTAR FINL INC	COM	45031U101	280	6,318	
ITT EDUCATIONAL SERVICES INC	COM	45068B109	731	6,227	
ITT CORP NEW	COM	450911102	4,357	63,813	
IDEARC INC	COM	451663108	256	7,239	
IDEX CORP	COM	45167R104	732	19,005	
IDEXX LABS INC	COM	45168D104	448	4,737	
ILLINOIS TOOL WKS INC	COM	452308109	8,713	160,794	
IMCLONE SYS INC	COM	45245W109	324	9,153	
INDYMAC BANCORP INC	COM	456607100	981	33,628	
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	865	56,638	
INTEL CORP	COM	458140100	56,084	2,362,406	

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				(A) SOLE	(B)
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,591	10,758	
INTERNATIONAL BUSINESS MACHS	COM	459200101	64,272	610,660	
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	589	11,289	

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INTERNATIONAL GAME TECHNOLOG	COM	459902102	5,615	141,434
INTL PAPER CO	COM	460146103	4,763	121,973
INTERNATIONAL RECTIFIER CORP	COM	460254105	1,873	50,273
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	1,234	23,414
INTERSIL CORP	CL A	46069S109	451	14,321
INTERPUBLIC GROUP COS INC	COM	460690100	605	53,091
INTUITIVE SURGICAL INC	COM NEW	46120E602	795	5,729
INTUIT	COM	461202103	2,000	66,491
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	2,460	56,777
INVITROGEN CORP	COM	46185R100	304	4,125
INVESTORS FINL SERVICES CORP	COM	461915100	633	10,269
IRON MTN INC	COM	462846106	1,491	57,068
ISHARES TR	RUSSELL1000VAL	464287598	22,977	264,900
ISHARES TR	RUSSELL1000GRW	464287614	13,766	232,500
ISHARES TR	RUSSELL 1000	464287622	38,126	466,950
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	293	21,837
JP MORGAN CHASE & CO	COM	46625H100	48,131	993,410
JABIL CIRCUIT INC	COM	466313103	1,126	51,009
JACOBS ENGR GROUP INC DEL	COM	469814107	4,810	83,633
JANUS CAP GROUP INC	COM	47102X105	669	24,029
JARDEN CORP	COM	471109108	291	6,765
JOHNSON & JOHNSON	COM	478160104	65,936	1,070,040
JOHNSON CTLS INC	COM	478366107	14,221	122,838
JONES APPAREL GROUP INC	COM	480074103	1,361	48,168
JONES LANG LASALLE INC	COM	48020Q107	639	5,626
JOY GLOBAL INC	COM	481165108	969	16,608
JUNIPER NETWORKS INC	COM	48203R104	1,762	69,988
KBR INC	COM	48242W106	218	8,321
KLA-TENCOR CORP	COM	482480100	1,610	29,302
KANSAS CITY SOUTHERN	COM NEW	485170302	322	8,570
KB HOME	COM	48666K109	346	8,796
KELLOGG CO	COM	487836108	3,931	75,912
KENNAMETAL INC	COM	489170100	1,603	19,547
KEYCORP NEW	COM	493267108	664	19,340
KEYSPAN CORP	COM	49337W100	364	8,665
KILROY RLTY CORP	COM	49427F108	354	5,000
KIMBERLY CLARK CORP	COM	494368103	6,255	93,518
KIMCO REALTY CORP	COM	49446R109	11,310	297,085
KINETIC CONCEPTS INC	COM NEW	49460W208	371	7,145
KING PHARMACEUTICALS INC	COM	495582108	4,849	237,012

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
KIRBY CORP	COM	497266106	313	8,151	
KOHL'S CORP	COM	500255104	3,488	49,103	
KRAFT FOODS INC	CL A	50075N104	16,726	474,502	
KROGER CO	COM	501044101	2,864	101,814	
LSI CORPORATION	COM	502161102	2,248	299,308	
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,025	10,526	
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	16,277	207,982	
LAIDLAW INTL INC	COM	50730R102	488	14,113	
LAM RESEARCH CORP	COM	512807108	4,660	90,653	
LAMAR ADVERTISING CO	CL A	512815101	794	12,645	
LANDSTAR SYS INC	COM	515098101	410	8,496	

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LAS VEGAS SANDS CORP	COM	517834107	4,541	59,451
LAUDER ESTEE COS INC	CL A	518439104	760	16,710
LAUREATE EDUCATION INC	COM	518613104	394	6,389
LEAP WIRELESS INTL INC	COM NEW	521863308	4,174	49,398
LEGG MASON INC	COM	524901105	8,817	89,623
LEHMAN BROS HLDGS INC	COM	524908100	11,644	156,257
LENNAR CORP	CL A	526057104	245	6,691
LEUCADIA NATL CORP	COM	527288104	285	8,083
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,895	323,936
LEXMARK INTL NEW	CL A	529771107	4,235	85,892
LIBERTY GLOBAL INC	COM SER A	530555101	3,294	80,275
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	1,620	72,567
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	3,067	26,061
LILLY ELI & CO	COM	532457108	8,343	149,307
LIMITED BRANDS INC	COM	532716107	2,269	82,672
LINCARE HLDGS INC	COM	532791100	2,105	52,820
LINCOLN ELEC HLDGS INC	COM	533900106	3,070	41,348
LINCOLN NATL CORP IND	COM	534187109	947	13,349
LINEAR TECHNOLOGY CORP	COM	535678106	1,404	38,813
LIZ CLAIBORNE INC	COM	539320101	3,752	100,589
LOCKHEED MARTIN CORP	COM	539830109	9,303	98,834
LOEWS CORP	COM	540424108	15,114	296,471
LOEWS CORP	CAROLNA GP STK	540424207	13,407	173,509
LOWES COS INC	COM	548661107	25,437	828,839
LUBRIZOL CORP	COM	549271104	748	11,590
LYONDELL CHEMICAL CO	COM	552078107	869	23,408
M & T BK CORP	COM	55261F104	4,103	38,383
MBIA INC	COM	55262C100	9,081	145,948
M D C HLDGS INC	COM	552676108	1,050	21,722
MDU RES GROUP INC	COM	552690109	739	26,364
MEMC ELECTR MATLS INC	COM	552715104	2,097	34,311
MGIC INVT CORP WIS	COM	552848103	3,229	56,795

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
MGM MIRAGE	COM	552953101	2,770	33,586	
MSC INDL DIRECT INC	CL A	553530106	387	7,043	
MACERICH CO	COM	554382101	903	10,960	
MACK CALI RLTY CORP	COM	554489104	1,450	33,348	
MACYS INC	COM	55616P104	5,435	136,638	
MANITOWOC INC	COM	563571108	766	9,535	
MANOR CARE INC NEW	COM	564055101	731	11,189	
MANPOWER INC	COM	56418H100	7,760	84,125	
MARATHON OIL CORP	COM	565849106	20,675	344,817	
MARKEL CORP	COM	570535104	238	491	
MARSH & MCLENNAN COS INC	COM	571748102	846	27,382	
MARSHALL & ILSLEY CORP	COM	571834100	6,824	143,274	
MARRIOTT INTL INC NEW	CL A	571903202	8,438	195,132	
MARTIN MARIETTA MATLS INC	COM	573284106	1,056	6,517	
MASCO CORP	COM	574599106	1,734	60,890	
MASSEY ENERGY CORP	COM	576206106	330	12,401	
MASTERCARD INC	CL A	57636Q104	2,022	12,188	
MATTEL INC	COM	577081102	4,030	159,349	
MAXIM INTEGRATED PRODS INC	COM	57772K101	1,638	49,036	

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MCAFEE INC	COM	579064106	859	24,393
MCCLATCHY CO	CL A	579489105	436	17,228
MCCORMICK & CO INC	COM NON VTG	579780206	4,788	125,418
MCDERMOTT INTL INC	COM	580037109	1,414	17,015
MCDONALDS CORP	COM	580135101	21,850	430,462
MCGRAW HILL COS INC	COM	580645109	9,291	136,478
MCKESSON CORP	COM	58155Q103	4,058	68,044
MEADWESTVACO CORP	COM	583334107	4,454	126,093
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3,341	42,836
MEDTRONIC INC	COM	585055106	24,929	480,697
MELLON FINL CORP	COM	58551A108	8,105	184,203
MENTOR GRAPHICS CORP	COM	587200106	790	60,000
MERCK & CO INC	COM	589331107	50,165	1,007,325
MEREDITH CORP	COM	589433101	453	7,354
MERRILL LYNCH & CO INC	COM	590188108	26,076	311,989
METLIFE INC	COM	59156R108	15,614	242,152
METROPCS COMMUNICATIONS INC	COM	591708102	291	8,799
METTLER TOLEDO INTERNATIONAL	COM	592688105	552	5,776
MICROSOFT CORP	COM	594918104	111,106	3,770,133
MICROCHIP TECHNOLOGY INC	COM	595017104	1,237	33,388
MICRON TECHNOLOGY INC	COM	595112103	2,792	222,835
MILLENNIUM PHARMACEUTICALS I	COM	599902103	361	34,197
MILLIPORE CORP	COM	601073109	620	8,254
MIRANT CORP NEW	COM	60467R100	1,313	30,776

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE	(B)
MOHAWK INDS INC	COM	608190104	2,773	27,514		
MOLEX INC	COM	608554101	1,048	34,910		
MOLSON COORS BREWING CO	CL B	60871R209	250	2,700		
MONEYGRAM INTL INC	COM	60935Y109	357	12,759		
MONSANTO CO NEW	COM	61166W101	21,493	318,222		
MONSTER WORLDWIDE INC	COM	611742107	1,452	35,329		
MOODYS CORP	COM	615369105	7,754	124,665		
MORGAN STANLEY	COM NEW	617446448	30,044	358,182		
MOSAIC CO	COM	61945A107	566	14,504		
MOTOROLA INC	COM	620076109	13,419	758,108		
MURPHY OIL CORP	COM	626717102	551	9,275		
MYLAN LABS INC	COM	628530107	3,047	167,522		
NBTY INC	COM	628782104	365	8,456		
NCR CORP NEW	COM	62886E108	3,425	65,198		
NII HLDGS INC	CL B NEW	62913F201	7,341	90,916		
NRG ENERGY INC	COM NEW	629377508	1,337	32,157		
NVR INC	COM	62944T105	629	925		
NYMEX HOLDINGS INC	COM	62948N104	1,769	14,080		
NYSE EURONEXT	COM	629491101	5,179	70,353		
NALCO HOLDING COMPANY	COM	62985Q101	606	22,074		
NASDAQ STOCK MARKET INC	COM	631103108	1,631	54,897		
NATIONAL CITY CORP	COM	635405103	9,054	271,734		
NATIONAL INSTRS CORP	COM	636518102	286	8,788		
NATIONAL OILWELL VARCO INC	COM	637071101	5,176	49,659		
NATIONAL SEMICONDUCTOR CORP	COM	637640103	4,041	142,937		
NATIONWIDE FINL SVCS INC	CL A	638612101	3,832	60,609		
NAVTEQ CORP	COM	63936L100	632	14,938		

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NETWORK APPLIANCE INC	COM	64120L104	5,369	183,939
NEUSTAR INC	CL A	64126X201	336	11,597
NEW YORK CMNTY BANCORP INC	COM	649445103	263	15,451
NEW YORK TIMES CO	CL A	650111107	274	10,787
NEWELL RUBBERMAID INC	COM	651229106	3,175	107,889
NEWFIELD EXPL CO	COM	651290108	292	6,408
NEWMONT MINING CORP	COM	651639106	4,833	123,744
NEWS CORP	CL A	65248E104	18,056	851,315
NIKE INC	CL B	654106103	16,175	277,495
NISOURCE INC	COM	65473P105	694	33,511
NOKIA CORP	SPONSORED ADR	654902204	1,687	60,000
NOBLE ENERGY INC	COM	655044105	682	10,937
NORDSTROM INC	COM	655664100	6,155	120,401
NORFOLK SOUTHERN CORP	COM	655844108	7,459	141,883
NORTHEAST UTILS	COM	664397106	1,634	57,620
NORTHERN TR CORP	COM	665859104	11,569	180,093

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR	(A) SOLE (B)
				PRINCIPAL AMOUNT	
NORTHROP GRUMMAN CORP	COM	666807102	16,646	213,766	
NORTHWEST AIRLS CORP	COM	667280408	689	31,057	
NOVELL INC	COM	670006105	168	21,585	
NOVELLUS SYS INC	COM	670008101	419	14,752	
NSTAR	COM	67019E107	820	25,265	
NUCOR CORP	COM	670346105	8,792	149,907	
NVIDIA CORP	COM	67066G104	8,076	195,493	
NUTRI SYS INC NEW	COM	67069D108	367	5,253	
OGE ENERGY CORP	COM	670837103	1,804	49,223	
NUVEEN INVTS INC	CL A	67090F106	3,241	52,148	
OCCIDENTAL PETE CORP DEL	COM	674599105	31,319	541,106	
OCEANEERING INTL INC	COM	675232102	439	8,338	
OFFICEMAX INC DEL	COM	67622P101	287	7,297	
OFFICE DEPOT INC	COM	676220106	3,991	131,719	
OLD REP INTL CORP	COM	680223104	243	11,408	
OMNICARE INC	COM	681904108	271	7,515	
OMNICOM GROUP INC	COM	681919106	15,547	293,783	
OMNOVA SOLUTIONS INC	COM	682129101	61	10,000	
ONEOK INC NEW	COM	682680103	276	5,474	
ORACLE CORP	COM	68389X105	33,025	1,675,566	
O REILLY AUTOMOTIVE INC	COM	686091109	1,826	49,951	
OSHKOSH TRUCK CORP	COM	688239201	713	11,325	
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,102	13,538	
OWENS ILL INC	COM NEW	690768403	793	22,656	
PDL BIOPHARMA INC	COM	69329Y104	415	17,830	
PG&E CORP	COM	69331C108	7,698	169,929	
PMI GROUP INC	COM	69344M101	2,425	54,283	
PNC FINL SVCS GROUP INC	COM	693475105	6,586	92,004	
PPG INDS INC	COM	693506107	2,557	33,594	
PPL CORP	COM	69351T106	10,025	214,258	
PACCAR INC	COM	693718108	7,136	81,985	
PACKAGING CORP AMER	COM	695156109	358	14,144	
PACTIV CORP	COM	695257105	894	28,037	
PALL CORP	COM	696429307	814	17,700	
PARKER HANNIFIN CORP	COM	701094104	1,930	19,710	

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PATTERSON COMPANIES INC	COM	703395103	793	21,275
PATTERSON UTI ENERGY INC	COM	703481101	202	7,726
PAYCHEX INC	COM	704326107	5,237	133,861
PEABODY ENERGY CORP	COM	704549104	3,895	80,516
PEDIATRIX MED GROUP	COM	705324101	409	7,416
PENN NATL GAMING INC	COM	707569109	675	11,228
PENNEY J C INC	COM	708160106	7,385	102,026
PENTAIR INC	COM	709631105	521	13,520

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
PEOPLES UNITED FINANCIAL INC	COM	712704105	466	26,267	
PEPCO HOLDINGS INC	COM	713291102	268	9,518	
PEPSI BOTTLING GROUP INC	COM	713409100	4,719	140,108	
PEPSIAMERICAS INC	COM	71343P200	1,299	52,908	
PEPSICO INC	COM	713448108	47,216	728,078	
PERKINELMER INC	COM	714046109	235	9,019	
PETSMART INC	COM	716768106	675	20,792	
PFIZER INC	COM	717081103	64,845	2,535,992	
PHARMACEUTICAL PROD DEV INC	COM	717124101	606	15,827	
PHILADELPHIA CONS HLDG CORP	COM	717528103	306	7,315	
PHILLIPS VAN HEUSEN CORP	COM	718592108	518	8,560	
PINNACLE WEST CAP CORP	COM	723484101	2,967	74,442	
PIONEER NAT RES CO	COM	723787107	2,245	46,086	
PITNEY BOWES INC	COM	724479100	2,315	49,444	
PLUM CREEK TIMBER CO INC	COM	729251108	423	10,143	
POLO RALPH LAUREN CORP	CL A	731572103	919	9,363	
POOL CORPORATION	COM	73278L105	294	7,539	
POPULAR INC	COM	733174106	221	13,772	
PRAXAIR INC	COM	74005P104	9,584	133,132	
PRECISION CASTPARTS CORP	COM	740189105	22,881	188,539	
PRICE T ROWE GROUP INC	COM	74144T108	2,108	40,616	
PRIDE INTL INC DEL	COM	74153Q102	783	20,910	
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	3,775	64,755	
PROCTER & GAMBLE CO	COM	742718109	77,860	1,272,438	
PROGRESS ENERGY INC	COM	743263105	1,136	24,912	
PROGRESSIVE CORP OHIO	COM	743315103	4,219	176,295	
PROLOGIS	SH BEN INT	743410102	2,897	50,913	
PRUDENTIAL FINL INC	COM	744320102	12,776	131,397	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,969	56,603	
PUBLIC STORAGE	COM	74460D109	2,884	37,548	
PULTE HOMES INC	COM	745867101	2,985	132,944	
QLOGIC CORP	COM	747277101	363	21,805	
QUALCOMM INC	COM	747525103	29,807	686,965	
QUANTA SVCS INC	COM	74762E102	539	17,581	
QUEST DIAGNOSTICS INC	COM	74834L100	1,173	22,713	
QUEST RESOURCE CORP	COM NEW	748349305	499	42,700	
QUESTAR CORP	COM	748356102	6,712	127,010	
QUICKSILVER RESOURCES INC	COM	74837R104	1,166	26,161	
QWEST COMMUNICATIONS INTL IN	COM	749121109	3,873	399,312	
R H DONNELLEY CORP	COM NEW	74955W307	265	3,501	
RPM INTL INC	COM	749685103	872	37,732	
RADIAN GROUP INC	COM	750236101	6,186	114,556	
RADIOSHACK CORP	COM	750438103	548	16,542	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE	(B)
RAMBUS INC DEL	COM	750917106	242	13,435		
RANGE RES CORP	COM	75281A109	847	22,634		
RAYONIER INC	COM	754907103	1,503	33,305		
RAYTHEON CO	COM NEW	755111507	8,839	164,012		
RED HAT INC	COM	756577102	1,661	74,539		
REGAL ENTMT GROUP	CL A	758766109	229	10,425		
REGENCY CTRS CORP	COM	758849103	242	3,426		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,150	34,741		
RELIANCE STEEL & ALUMINUM CO	COM	759509102	221	3,929		
RELIANT ENERGY INC	COM	75952B105	454	16,842		
REPUBLIC SVCS INC	COM	760759100	1,642	53,599		
RESMED INC	COM	761152107	491	11,902		
RESPIRONICS INC	COM	761230101	480	11,261		
REYNOLDS AMERICAN INC	COM	761713106	5,441	83,450		
RITE AID CORP	COM	767754104	146	22,923		
ROBERT HALF INTL INC	COM	770323103	1,517	41,572		
ROCKWELL AUTOMATION INC	COM	773903109	5,321	76,622		
ROCKWELL COLLINS INC	COM	774341101	4,633	65,589		
ROHM & HAAS CO	COM	775371107	3,519	64,353		
ROPER INDS INC NEW	COM	776696106	3,597	62,999		
ROSS STORES INC	COM	778296103	1,634	53,044		
ROWAN COS INC	COM	779382100	559	13,640		
RYDER SYS INC	COM	783549108	539	10,015		
SBA COMMUNICATIONS CORP	COM	78388J106	528	15,719		
SEI INVESTMENTS CO	COM	784117103	5,732	197,393		
SL GREEN RLTY CORP	COM	78440X101	363	2,929		
SLM CORP	COM	78442P106	5,062	87,910		
SPX CORP	COM	784635104	1,256	14,306		
SAFECO CORP	COM	786429100	326	5,234		
SAFEWAY INC	COM NEW	786514208	741	21,770		
ST JOE CO	COM	790148100	527	11,370		
ST JUDE MED INC	COM	790849103	5,872	141,533		
SAKS INC	COM	79377W108	416	19,494		
SALESFORCE COM INC	COM	79466L302	622	14,518		
SANDISK CORP	COM	80004C101	2,706	55,296		
SANMINA SCI CORP	COM	800907107	120	38,311		
SARA LEE CORP	COM	803111103	1,323	76,020		
SCANA CORP NEW	COM	80589M102	220	5,751		
SCHEIN HENRY INC	COM	806407102	2,863	53,584		
SCHERING PLOUGH CORP	COM	806605101	10,129	332,742		
SCHLUMBERGER LTD	COM	806857108	18,960	223,214		
SCHWAB CHARLES CORP NEW	COM	808513105	7,385	359,910		
SCIENTIFIC GAMES CORP	CL A	80874P109	347	9,919		

CUSIP FAIR MARKET SHARES OR PRINCIPAL

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NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (000)	AMOUNT	(A) SOLE (B)
SCOTTS MIRACLE GRO CO	CL A	810186106	665	15,495	
SCRIPPS E W CO OHIO	CL A	811054204	203	4,440	
SEALED AIR CORP NEW	COM	81211K100	319	10,274	
SEARS HLDGS CORP	COM	812350106	7,946	46,878	
SEMPRA ENERGY	COM	816851109	3,258	55,006	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	254	10,000	
SEPRACOR INC	COM	817315104	668	16,274	
SERVICE CORP INTL	COM	817565104	185	14,492	
SERVICEMASTER CO	COM	81760N109	599	38,772	
SHAW GROUP INC	COM	820280105	539	11,638	
SHERWIN WILLIAMS CO	COM	824348106	5,582	83,981	
SIERRA HEALTH SVCS INC	COM	826322109	353	8,480	
SIERRA PAC RES NEW	COM	826428104	689	39,255	
SIGMA ALDRICH CORP	COM	826552101	2,833	66,383	
SILICON LABORATORIES INC	COM	826919102	290	8,374	
SIMON PPTY GROUP INC NEW	COM	828806109	7,302	78,479	
SIRIUS SATELLITE RADIO INC	COM	82966U103	675	223,581	
SMITH INTL INC	COM	832110100	3,140	53,555	
SMURFIT-STONE CONTAINER CORP	COM	832727101	167	12,573	
SOLETRON CORP	COM	834182107	268	72,788	
SONOCO PRODS CO	COM	835495102	746	17,430	
SOUTHERN CO	COM	842587107	1,922	56,063	
SOUTHERN COPPER CORP	COM	84265V105	2,226	23,612	
SOUTHWEST AIRLS CO	COM	844741108	2,226	149,284	
SOUTHWEST GAS CORP	COM	844895102	1,545	45,710	
SOUTHWESTERN ENERGY CO	COM	845467109	1,156	25,971	
SOVEREIGN BANCORP INC	COM	845905108	1,916	90,637	
SPECTRA ENERGY CORP	COM	847560109	7,116	274,098	
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	341	9,456	
SPRINT NEXTEL CORP	COM FON	852061100	16,076	776,258	
STANLEY WKS	COM	854616109	1,693	27,884	
STAPLES INC	COM	855030102	4,933	207,865	
STARBUCKS CORP	COM	855244109	10,849	413,472	
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	5,399	80,492	
STATE STR CORP	COM	857477103	6,023	88,058	
STATION CASINOS INC	COM	857689103	420	4,838	
STEEL DYNAMICS INC	COM	858119100	1,958	46,728	
STEELCASE INC	CL A	858155203	200	10,795	
STERICYCLE INC	COM	858912108	4,109	92,416	
STRYKER CORP	COM	863667101	11,225	177,913	
SUN MICROSYSTEMS INC	COM	866810104	3,394	645,338	
SUNOCO INC	COM	86764P109	1,480	18,570	
SUNPOWER CORP	COM CL A	867652109	216	3,426	

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
SUNTRUST BKS INC	COM	867914103	13,511	157,581	
SUPERIOR ENERGY SVCS INC	COM	868157108	493	12,340	
SUPERVALU INC	COM	868536103	4,334	93,562	
SYMANTEC CORP	COM	871503108	4,859	240,563	
SYNOPSIS INC	COM	871607107	1,378	52,132	

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SYNOVUS FINL CORP	COM	87161C105	752	24,501
SYSCO CORP	COM	871829107	6,004	181,992
TD AMERITRADE HLDG CORP	COM	87236Y108	2,959	147,970
TECO ENERGY INC	COM	872375100	178	10,334
TJX COS INC NEW	COM	872540109	5,693	207,023
TXU CORP	COM	873168108	15,210	226,007
TARGET CORP	COM	87612E106	32,168	505,787
TAUBMAN CTRS INC	COM	876664103	283	5,708
TECHNE CORP	COM	878377100	345	6,032
TELEPHONE & DATA SYS INC	COM	879433100	3,092	49,420
TELEPHONE & DATA SYS INC	SPL COM	879433860	1,151	20,000
TELLABS INC	COM	879664100	232	21,582
TEMPLE INLAND INC	COM	879868107	2,099	34,116
TENET HEALTHCARE CORP	COM	88033G100	399	61,253
TERADYNE INC	COM	880770102	339	19,280
TEREX CORP NEW	COM	880779103	3,111	38,265
TESORO CORP	COM	881609101	1,194	20,893
TETRA TECHNOLOGIES INC DEL	COM	88162F105	313	11,103
TEXAS INSTRS INC	COM	882508104	26,259	697,828
TEXTRON INC	COM	883203101	9,629	87,452
THERMO FISHER SCIENTIFIC INC	COM	883556102	4,760	92,028
THOMAS & BETTS CORP	COM	884315102	4,141	71,395
THOR INDS INC	COM	885160101	1,127	24,970
3M CO	COM	88579Y101	26,675	307,351
TIDEWATER INC	COM	886423102	468	6,605
TIFFANY & CO NEW	COM	886547108	1,106	20,843
TIM HORTONS INC	COM	88706M103	890	28,956
TIME WARNER INC	COM	887317105	25,982	1,234,882
TIME WARNER CABLE INC	CL A	88732J108	648	16,541
TIMKEN CO	COM	887389104	364	10,078
TITANIUM METALS CORP	COM NEW	888339207	333	10,427
TODCO	COM	88889T107	417	8,834
TORCHMARK CORP	COM	891027104	4,898	73,108
TORO CO	COM	891092108	363	6,163
TRACTOR SUPPLY CO	COM	892356106	275	5,280
TRAVELERS COMPANIES INC	COM	89417E109	13,789	257,735
TRIAD HOSPITALS INC	COM	89579K109	262	4,869
TRIBUNE CO NEW	COM	896047107	268	9,106

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE (B)
TRIMBLE NAVIGATION LTD	COM	896239100	588	18,265	
TRINITY INDS INC	COM	896522109	489	11,230	
TYCO INTL LTD NEW	COM	902124106	3,302	97,733	
TYSON FOODS INC	CL A	902494103	300	13,024	
UAL CORP	COM NEW	902549807	520	12,800	
UDR INC	COM	902653104	546	20,776	
UST INC	COM	902911106	4,407	82,057	
US BANCORP DEL	COM NEW	902973304	24,506	743,718	
ULTRA PETROLEUM CORP	COM	903914109	950	17,200	
UNION PAC CORP	COM	907818108	9,376	81,425	
UNISYS CORP	COM	909214108	157	17,143	
UNIT CORP	COM	909218109	380	6,048	
UNITED PARCEL SERVICE INC	CL B	911312106	15,890	217,669	

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UNITED STATES CELLULAR CORP	COM	911684108	1,488	16,422
UNITED STATES STL CORP NEW	COM	912909108	1,287	11,832
UNITED TECHNOLOGIES CORP	COM	913017109	36,704	517,475
UNITEDHEALTH GROUP INC	COM	91324P102	28,122	549,906
UNIVERSAL HLTH SVCS INC	CL B	913903100	218	3,540
UNUM GROUP	COM	91529Y106	441	16,900
URBAN OUTFITTERS INC	COM	917047102	416	17,315
VCA ANTECH INC	COM	918194101	484	12,852
V F CORP	COM	918204108	7,125	77,803
VALERO ENERGY CORP NEW	COM	91913Y100	16,393	221,944
VALLEY NATL BANCORP	COM	919794107	1,975	87,833
VARIAN MED SYS INC	COM	92220P105	829	19,492
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	551	13,761
VENTAS INC	COM	92276F100	739	20,376
VERIFONE HLDGS INC	COM	92342Y109	2,274	64,502
VERISIGN INC	COM	92343E102	1,178	37,140
VERIZON COMMUNICATIONS	COM	92343V104	38,600	937,575
VERTEX PHARMACEUTICALS INC	COM	92532F100	572	20,029
VIACOM INC NEW	CL B	92553P201	3,878	93,151
VIRGIN MEDIA INC	COM	92769L101	352	14,451
VISHAY INTERTECHNOLOGY INC	COM	928298108	195	12,353
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	555	16,500
VORNADO RLTY TR	SH BEN INT	929042109	723	6,581
VULCAN MATLS CO	COM	929160109	6,537	57,071
WACHOVIA CORP NEW	COM	929903102	29,178	569,326
WAL MART STORES INC	COM	931142103	38,682	804,040
WALGREEN CO	COM	931422109	12,819	294,418
WASHINGTON GROUP INTL INC	COM NEW	938862208	337	4,213
WASHINGTON MUT INC	COM	939322103	16,229	380,602
WASHINGTON POST CO	CL B	939640108	1,388	1,789

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE	(B)
WASTE MGMT INC DEL	COM	94106L109	6,583	168,585		
WATERS CORP	COM	941848103	1,907	32,128		
WATSON PHARMACEUTICALS INC	COM	942683103	365	11,227		
WATTS WATER TECHNOLOGIES INC	CL A	942749102	929	24,800		
WEIGHT WATCHERS INTL INC NEW	COM	948626106	275	5,415		
WEINGARTEN RLTY INVS	SH BEN INT	948741103	1,305	31,763		
WELLCARE HEALTH PLANS INC	COM	94946T106	5,550	61,324		
WELLPOINT INC	COM	94973V107	17,397	217,927		
WELLS FARGO & CO NEW	COM	949746101	32,227	916,314		
WENDYS INTL INC	COM	950590109	490	13,341		
WESCO INTL INC	COM	95082P105	422	6,973		
WESTERN DIGITAL CORP	COM	958102105	3,005	155,291		
WESTERN UN CO	COM	959802109	4,032	193,584		
WEYERHAEUSER CO	COM	962166104	3,918	49,644		
WHIRLPOOL CORP	COM	963320106	2,051	18,446		
WHOLE FOODS MKT INC	COM	966837106	828	21,616		
WILEY JOHN & SONS INC	CL A	968223206	375	7,763		
WILLIAMS COS INC DEL	COM	969457100	5,722	180,958		
WILLIAMS SONOMA INC	COM	969904101	439	13,913		
WINDSTREAM CORP	COM	97381W104	972	65,821		
WISCONSIN ENERGY CORP	COM	976657106	2,887	65,265		

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WRIGLEY WM JR CO	COM	982526105	6,840	123,661
WYETH	COM	983024100	24,061	419,625
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,718	47,385
WYNN RESORTS LTD	COM	983134107	1,997	22,280
XM SATELLITE RADIO HLDGS INC	CL A	983759101	514	43,667
XTO ENERGY INC	COM	98385X106	7,712	128,327
XCEL ENERGY INC	COM	98389B100	3,483	170,159
XILINX INC	COM	983919101	3,093	115,550
XEROX CORP	COM	984121103	3,811	206,210
YAHOO INC	COM	984332106	17,212	634,440
YUM BRANDS INC	COM	988498101	4,351	132,983
ZEBRA TECHNOLOGIES CORP	CL A	989207105	409	10,562
ZIMMER HLDGS INC	COM	98956P102	6,894	81,206
ZIONS BANCORPORATION	COM	989701107	410	5,329
GRAND TOTAL			----- 5,456,360 =====	