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BB&T CORP
Form 13F-HR
January 15, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2008

Check here if Amendment Amendment Number:
This Amendment is a restatement
 adds new holding entries

Institutional Investment Manager Filing this Report:

Name: BRANCH BANKING & TRUST COMPANY
Address: 223 WEST NASH STREET
WILSON, NC 27894

13F File Number: 28-03501

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: PATRICIA P BALENTINE
Title: SENIOR VICE PRESIDENT
Phone: (919) 716-9296
Signature, Place, and Date of Signing:

1 WILSON, NC 12/31/2008

Report Type (Check only one)
 13F HOLDINGS REPORT
 13F NOTICE
 13F COMBINATION REPORT

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 510
Form 13F Information Table Value Total: \$ 1,417,404

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List of Other Included Managers:

NONE

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1000)	SHARES/ PRN AMOUNT	SH/ PRN	PUT/ CALL	INVSTMT DISCRTN	OT MA
ABB LTD SPONS ADR	FOR	000375204	132	8811	SH		SOLE	
ABB LTD SPONS ADR	FOR	000375204	20	1320	SH		OTHER	
AFLAC INC	COM	001055102	1853	40415	SH		SOLE	
AFLAC INC	COM	001055102	42	920	SH		OTHER	
AT&T INC	COM	00206R102	8645	303322	SH		SOLE	
							SOLE	
AT&T INC	COM	00206R102	1378	48344	SH		OTHER	
ABBOTT	COM	002824100	11952	223948	SH		SOLE	
							SOLE	
ABBOTT	COM	002824100	2752	51564	SH		OTHER	
							OTHER	
ACTIVISION BLIZZARD INC	COM	00507V109	87	10042	SH		SOLE	
							SOLE	
ADOBE SYSTEM INC	COM	00724F101	291	13665	SH		SOLE	
							SOLE	
AEGON NV	FOR	007924103	148	24392	SH		SOLE	
							SOLE	
AETNA INC	COM	00817Y108	473	16594	SH		SOLE	
							SOLE	
AFFILIATED COMPUTER SVCS	COM	008190100	211	4598	SH		SOLE	
							SOLE	
AFFINITY	COM	00826F108	0	23150	SH		SOLE	
AIR	COM	009158106	3118	62030	SH		SOLE	
							SOLE	
AIR	COM	009158106	278	5528	SH		OTHER	
							OTHER	
ALCOA INC COMMON	COM	013817101	466	41402	SH		SOLE	
							SOLE	
ALCOA INC COMMON	COM	013817101	3	250	SH		DEFINED	
ALCOA INC COMMON	COM	013817101	10	860	SH		OTHER	
							OTHER	
ALCATEL-LUCENT	FOR	013904305	117	54588	SH		SOLE	
							SOLE	
ALCATEL-LUCENT	FOR	013904305	0	19	SH		OTHER	
ALLERGAN INC	COM	018490102	241	5980	SH		SOLE	
							SOLE	
ALLSTATE CORP	COM	020002101	617	18849	SH		SOLE	
							SOLE	
ALLSTATE CORP	COM	020002101	12	352	SH		OTHER	
ALTRIA GROUP INC	COM	02209S103	2237	148518	SH		SOLE	
							SOLE	
ALTRIA GROUP INC	COM	02209S103	806	53505	SH		OTHER	
							OTHER	
ALUMINA LTD SPONS ADR	FOR	022205108	52	12260	SH		OTHER	
AMEREN CORPORATION	COM	023608102	115	3465	SH		SOLE	
AMEREN CORPORATION	COM	023608102	216	6493	SH		OTHER	
							OTHER	
AMERICAN ELECTRIC POWER	COM	025537101	397	11928	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	108	3250	SH		DEFINED	
AMERICAN ELECTRIC POWER	COM	025537101	215	6458	SH		OTHER	
							OTHER	

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AMERICAN EXPRESS COMPANY COMMON	COM	025816109	1341	72286	SH	SOLE
						SOLE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	18	11325	SH	SOLE
						SOLE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	0	275	SH	OTHER
AMERICAN TOWER CORP	COM	029912201	288	9810	SH	SOLE
						SOLE
AMERISOURCEBERGEN CORP.	COM	03073E105	351	9830	SH	SOLE
						SOLE
AMGEN INC	COM	031162100	12300	212993	SH	SOLE
						SOLE
AMGEN INC	COM	031162100	339	5865	SH	OTHER
ANADARKO	COM	032511107	10557	273840	SH	SOLE
						SOLE
ANADARKO	COM	032511107	2704	70147	SH	OTHER
						OTHER
ANGLOGOLD ASHANTI LIMITED	FOR	035128206	357	12886	SH	SOLE
						SOLE
ANSYS INC	COM	03662Q105	217	7787	SH	SOLE
						SOLE
ANTHRACITE CAPITAL INC	COM	037023108	42	19000	SH	SOLE
AON	COM	037389103	622	13606	SH	SOLE
						SOLE
AON	COM	037389103	876	19183	SH	OTHER
						OTHER
APACHE	COM	037411105	2442	32760	SH	SOLE
						SOLE
APACHE	COM	037411105	1924	25813	SH	OTHER
						OTHER
APOLLO GROUP INC COMMON	COM	037604105	673	8788	SH	SOLE
						SOLE
APPLE COMPUTER CORPORATION	COM	037833100	1341	15712	SH	SOLE
						SOLE
APPLE COMPUTER CORPORATION	COM	037833100	122	1426	SH	OTHER
APPLIED MATERIALS	COM	038222105	4295	423972	SH	SOLE
						SOLE
ARCHER	COM	039483102	10610	368016	SH	SOLE
						SOLE
ARCHER	COM	039483102	410	14238	SH	OTHER
						OTHER
ASHLAND INC	COM	044209104	553	52654	SH	SOLE
ASSOCIATED BANC CORP	COM	045487105	185	8816	SH	SOLE
ASSOCIATED BANC CORP	COM	045487105	21	1000	SH	OTHER
AUTOMATIC DATA PROCESSING COMMON	COM	053015103	5043	128188	SH	SOLE
						SOLE
AUTOMATIC DATA PROCESSING COMMON	COM	053015103	539	13713	SH	OTHER
						OTHER
AUTOZONE	COM	053332102	257	1840	SH	OTHER
						OTHER
AVERY DENNISON CORP.	COM	053611109	699	21371	SH	SOLE
						SOLE
AVERY DENNISON CORP.	COM	053611109	6984	213375	SH	OTHER
						OTHER
AVON PRODUCTS	COM	054303102	378	15741	SH	SOLE
						SOLE
AXCELIS TECHNOLOGIES	COM	054540109	53	104600	SH	SOLE
BB&T	COM	054937107	91933	3347898	SH	SOLE
						SOLE
BB&T	COM	054937107	22342	813605	SH	OTHER
						OTHER
BP P.L.C.	FOR	055622104	9480	202825	SH	SOLE
						SOLE

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BP P.L.C.	FOR	055622104	2098	44897	SH	OTHER
						OTHER
BAKER HUGHES INC	COM	057224107	1372	42776	SH	SOLE
						SOLE
BANK OF AMERICA CORP	COM	060505104	12406	881087	SH	SOLE
						SOLE
BANK OF AMERICA CORP	COM	060505104	1471	104509	SH	OTHER
						OTHER
BANK OF NEW YORK MELLON	COM	064058100	3054	107796	SH	SOLE
						SOLE
C R BARD	COM	067383109	359	4257	SH	SOLE
						SOLE
BARRICK GOLD CORP	FOR	067901108	337	9158	SH	SOLE
						SOLE
BASSETT FURNITURE	COM	070203104	108	32231	SH	SOLE
BAXTER	COM	071813109	1882	35126	SH	SOLE
						SOLE
BAXTER	COM	071813109	1376	25677	SH	OTHER
						OTHER
BECTON DICKINSON & CO.	COM	075887109	1537	22472	SH	SOLE
						SOLE
BERKSHIRE HATHAWAY INC DEL	COM	084670108	193	2	SH	SOLE
						SOLE
BERKSHIRE HATHAWAY INC DEL	COM	084670108	290	3	SH	OTHER
BERKSHIRE HATHAWAY INC DEL	COM	084670207	7591	2362	SH	SOLE
						SOLE
BERKSHIRE HATHAWAY INC DEL	COM	084670207	1180	367	SH	OTHER
						OTHER
BEST BUY INC.	COM	086516101	669	23791	SH	SOLE
						SOLE
BHP BILLITON LIMITED	FOR	088606108	310	7236	SH	SOLE
						SOLE
THE BOEING COMPANY CAPITAL	COM	097023105	1066	24990	SH	SOLE
						SOLE
THE BOEING COMPANY CAPITAL	COM	097023105	603	14138	SH	OTHER
BOSTON SCIENTIFIC	COM	101137107	117	15067	SH	SOLE
						SOLE
BRISTOL MYERS SQUIBB CO. COMMON	COM	110122108	7301	314006	SH	SOLE
						SOLE
BRISTOL MYERS SQUIBB CO. COMMON	COM	110122108	432	18561	SH	OTHER
						OTHER
BURLINGTON	COM	12189T104	2982	39385	SH	SOLE
						SOLE
CBS CORPORATION	COM	124857202	77	9429	SH	SOLE
CBS CORPORATION	COM	124857202	21	2583	SH	DEFINED
CTC	COM	12502E107	37	67818	SH	OTHER
C.H ROBINSON WORLDWIDE INC	COM	12541W209	1872	34016	SH	OTHER
CSX	COM	126408103	2369	72970	SH	SOLE
						SOLE
CVS CAREMARK CORP	COM	126650100	9257	322092	SH	SOLE
						SOLE
CVS CAREMARK CORP	COM	126650100	346	12052	SH	OTHER
						OTHER
CA INC	COM	12673P105	320	17295	SH	SOLE
						SOLE
CAMPBELL	FOR	134422609	0	10000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	478	15932	SH	SOLE
						SOLE
CANADIAN	FOR	136385101	213	5331	SH	SOLE
						SOLE
CAPITAL ONE	COM	14040H105	497	15600	SH	SOLE
CARDINAL HEALTH INC	COM	14149Y108	2186	63406	SH	SOLE

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CATERPILLAR TRACTOR COMPANY	COM	149123101	1506	33720	SH	SOLE
						SOLE
						SOLE
CELGENE CORP	COM	151020104	1056	19096	SH	SOLE
						SOLE
CEMEX SA	FOR	151290889	92	10041	SH	SOLE
						SOLE
CEPHALON	COM	156708109	293	3802	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	190	11742	SH	SOLE
						SOLE
CHEVRON CORP	COM	166764100	22162	299609	SH	SOLE
						SOLE
CHEVRON CORP	COM	166764100	4080	55153	SH	OTHER
						OTHER
CHICO'S FAS INC	COM	168615102	24	5752	SH	SOLE
CHICO'S FAS INC	COM	168615102	85	20400	SH	OTHER
CHOICE HOTELS INTERNATIONAL INC	COM	169905106	939	31250	SH	SOLE
CHUBB	COM	171232101	1104	21639	SH	SOLE
						SOLE
CHURCH & DWIGHT CO., INC	COM	171340102	231	4121	SH	SOLE
CISCO	COM	17275R102	18187	1115736	SH	SOLE
						SOLE
CISCO	COM	17275R102	1304	80006	SH	OTHER
						OTHER
CINTAS CORPORATION	COM	172908105	285	12281	SH	SOLE
CITIGROUP INC COMMON	COM	172967101	1707	254433	SH	SOLE
						SOLE
CITIGROUP CAPITAL	PRE	17310L201	170	12100	SH	SOLE
CITY HOLDING	COM	177835105	3360	96614	SH	SOLE
						SOLE
CLOROX	COM	189054109	6280	113031	SH	SOLE
						SOLE
CLOROX	COM	189054109	162	2915	SH	OTHER
						OTHER
COCA COLA COMPANY COMMON	COM	191216100	16908	373501	SH	SOLE
						SOLE
COLGATE PALMOLIVE COMPANY	COM	194162103	4962	72392	SH	SOLE
						SOLE
COMCAST CORP	COM	20030N101	4490	265982	SH	SOLE
						SOLE
COMCAST CORP	COM	20030N101	3880	229874	SH	OTHER
						OTHER
COMCAST CORP	COM	20030N200	566	35067	SH	OTHER
						OTHER
COMPUTER	COM	205363104	401	11410	SH	SOLE
						SOLE
CONOCOPHILLIPS	COM	20825C104	19960	385331	SH	SOLE
						SOLE
CONOCOPHILLIPS	COM	20825C104	2719	52484	SH	OTHER
						OTHER
CONSOLIDATED EDISON INC COMMON	COM	209115104	46	1190	SH	SOLE
CONSOLIDATED EDISON INC COMMON	COM	209115104	1945	49970	SH	OTHER
						OTHER
CONSOLIDATED HEALTH CARE	COM	20935C200	0	10000	SH	SOLE
CONSTELLATION ENERGY GROUP	COM	210371100	767	30582	SH	SOLE
						SOLE
CONSTELLATION ENERGY GROUP	COM	210371100	139	5525	SH	OTHER
COPYTELE INC	COM	217721109	11	26000	SH	SOLE
CORNING INC	COM	219350105	3861	405159	SH	SOLE
						SOLE
COSTCO WHOLESALE CORP	COM	22160K105	1016	19354	SH	SOLE
						SOLE

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CRYOLIFE INC	COM	228903100	1293	133113	SH	SOLE
DPL INCORPORATED	COM	233293109	219	9605	SH	SOLE
						SOLE
DAI NIPPON PRTG LTD	FOR	233806306	108	10025	SH	SOLE
DANAHER CORP	COM	235851102	1114	19676	SH	SOLE
						SOLE
DARA BIOSCIENCES INC	COM	23703P106	274	548700	SH	SOLE
DEERE &	COM	244199105	1056	27553	SH	SOLE
						SOLE
DELL INC	COM	24702R101	4453	434902	SH	SOLE
						SOLE
DEVON ENERGY	COM	25179M103	1212	18441	SH	SOLE
						SOLE
DEVON ENERGY	COM	25179M103	1083	16480	SH	OTHER
						OTHER
DIAGEO	FOR	25243Q205	348	6125	SH	SOLE
						SOLE
THE DIRECTV GROUP INC	COM	25459L106	244	10629	SH	SOLE
						SOLE
THE WALT DISNEY COMPANY COMMON	COM	254687106	5140	226528	SH	SOLE
						SOLE
THE WALT DISNEY COMPANY COMMON	COM	254687106	8606	379288	SH	OTHER
						OTHER
DOMINION	COM	25746U109	4140	115513	SH	SOLE
						SOLE
DOMINION	COM	25746U109	1245	34747	SH	OTHER
						OTHER
DOVER	COM	260003108	276	8370	SH	SOLE
						SOLE
DOW	COM	260543103	2321	153842	SH	SOLE
						SOLE
DOW	COM	260543103	554	36689	SH	OTHER
						OTHER
DRDGOLD LIMITED	FOR	26152H301	111	20000	SH	OTHER
E. I. DUPONT DE NEMOURS COMPANY	COM	263534109	6253	247154	SH	SOLE
						SOLE
E. I. DUPONT DE NEMOURS COMPANY	COM	263534109	5674	224284	SH	OTHER
						OTHER
DUKE ENERGY CORPORATION	COM	26441C105	6294	419348	SH	SOLE
						SOLE
DUKE ENERGY CORPORATION	COM	26441C105	4672	311264	SH	OTHER
						OTHER
EMC CORPORATION	COM	268648102	1659	158471	SH	SOLE
						SOLE
EOG RESOURCES INC	COM	26875P101	501	7522	SH	SOLE
						SOLE
EARTHLINK INC	COM	270321102	138	20480	SH	SOLE
EATON CORP	COM	278058102	262	5267	SH	SOLE
						SOLE
EATON CORP	COM	278058102	94	1885	SH	OTHER
EBAY INC COMMON	COM	278642103	6072	434940	SH	SOLE
						SOLE
ECOLAB INC	COM	278865100	685	19485	SH	SOLE
						SOLE
EDISON INTL	COM	281020107	3298	102673	SH	SOLE
						SOLE
ELAN CORP INC	FOR	284131208	102	17000	SH	SOLE
EMERSON	COM	291011104	15085	412054	SH	SOLE
						SOLE
EMERSON	COM	291011104	77	2100	SH	OTHER
ENERGIZER HOLDINGS INC	COM	29266R108	215	3980	SH	SOLE
						SOLE

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ENERPLUS RESOURCES FUND	FOR	29274D604	196	10000	SH	SOLE
						SOLE
ENTERGY CORP	COM	29364G103	285	3431	SH	SOLE
						SOLE
EQUITY RESIDENTIAL	COM	29476L107	476	15960	SH	SOLE
						SOLE
ERICSSON LM TELEPHONE CO ADR	FOR	294821608	182	23317	SH	SOLE
						SOLE
EXELON	COM	30161N101	2456	44172	SH	SOLE
						SOLE
EXIDE TECHNOLOGIES	COM	302051206	82	15550	SH	SOLE
EXPEDITORS INTL WASH INC	COM	302130109	253	7597	SH	SOLE
						SOLE
EXPRESS SCRIPTS	COM	302182100	443	8053	SH	SOLE
						SOLE
EXXON MOBIL CORPORATION COMMON	COM	30231G102	53559	670911	SH	SOLE
						SOLE
EXXON MOBIL CORPORATION COMMON	COM	30231G102	21197	265530	SH	OTHER
						OTHER
FMC	COM	302491303	237	5300	SH	SOLE
						SOLE
FMC TECHNOLOGIES INC	COM	30249U101	225	9434	SH	SOLE
						SOLE
FPL GROUP	COM	302571104	5144	102197	SH	SOLE
						SOLE
FAMILY DOLLAR STORES	COM	307000109	448	17192	SH	SOLE
						SOLE
FASTENAL CO	COM	311900104	274	7857	SH	SOLE
						SOLE
FEDEX	COM	31428X106	984	15346	SH	OTHER
						OTHER
FIFTH THIRD BANCORP COMMON	COM	316773100	567	68591	SH	OTHER
						OTHER
FIRESWIRL TECHNOLOGIES INC	COM	31831N109	3	75000	SH	OTHER
FIRST CITIZENS BANCORPORATION OF	COM	319460101	265	750	SH	SOLE
FIRST CITIZENS BANCSHARES INC	COM	31946M103	549	3594	SH	SOLE
						SOLE
FIRST HORIZON NATIONAL CORP	COM	320517105	171	16167	SH	SOLE
						SOLE
FIRST INDUSTRIAL REALTY TRUST	COM	32054K103	121	15969	SH	SOLE
						SOLE
FIRST NATL BANCSHARES INC	COM	32111B104	91	44269	SH	SOLE
FISERV	COM	337738108	557	15310	SH	SOLE
						SOLE
FIRST ENERGY CORP	COM	337932107	722	14861	SH	SOLE
						SOLE
FLEETWOOD ENTERPRISES, INC	COM	339099103	3	29500	SH	SOLE
FLUOR CORP (NEW)	COM	343412102	393	8755	SH	SOLE
						SOLE
FLOWERS FOOD INC WI	COM	343498101	13059	536067	SH	SOLE
						SOLE
FORD	COM	345370860	40	17393	SH	SOLE
						SOLE
FORTUNE BRANDS INC	COM	349631101	1401	33939	SH	SOLE
						SOLE
FOSTERS GROUP LIMITED	FOR	350258307	58	10419	SH	SOLE
FRANKLIN RESOURCES INC	COM	354613101	233	3646	SH	SOLE
						SOLE
FRANKLIN STREET PROPERTIES CORP	COM	35471R106	3516	203954	SH	SOLE
FUJIFILM HOLDINGS CORPORATION	FOR	35958N107	207	9313	SH	SOLE
GANNETT	COM	364730101	115	14436	SH	SOLE
						SOLE

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THE GAP INC COMMON	COM	364760108	195	14582	SH	SOLE
GENENTECH, INC COMMON	COM	368710406	1487	17931	SH	SOLE
GENERAL DYNAMICS	COM	369550108	1564	27150	SH	SOLE
GENERAL ELECTRIC COMPANY COMMON	COM	369604103	36858	2275181	SH	SOLE
GENERAL MILLS INC	COM	370334104	2026	33342	SH	SOLE
GENUINE PARTS COMPANY	COM	372460105	847	22372	SH	SOLE
GENZYME	COM	372917104	750	11299	SH	SOLE
GEORGIA	PRE	373334465	204	8000	SH	SOLE
GILEAD SCIENCES, INC.	COM	375558103	1232	24091	SH	SOLE
GLAXOSMITHKLINE PLC	FOR	37733W105	1150	30851	SH	SOLE
GLOBAL INDUSTRIES LTD	COM	379336100	53	15200	SH	SOLE
GOLD FIELDS LTD	FOR	38059T106	622	62650	SH	SOLE
GOLDMAN SACHS GROUP	COM	38141G104	2413	28589	SH	SOLE
GOOGLE INC	COM	38259P508	3539	11502	SH	OTHER
GRAINGER W.W. INC	COM	384802104	228	2895	SH	OTHER
HCP, INC	COM	40414L109	841	30300	SH	SOLE
HSBC	FOR	404280406	690	14179	SH	OTHER
HSW INTERNATIONAL INC	COM	40431N104	4	10000	SH	OTHER
HALLIBURTON COMPANY	COM	406216101	279	15370	SH	OTHER
HANCOCK HOLDING COMPANY	COM	410120109	324	7132	SH	OTHER
HARLEY-DAVIDSON INC.	COM	412822108	303	17862	SH	OTHER
HARRIS CORPORATION	COM	413875105	203	5324	SH	SOLE
HARTFORD FINL SVCS GROUP INC	COM	416515104	2054	125111	SH	SOLE
HASBRO INC	COM	418056107	339	11614	SH	SOLE
HBOS PLC	FOR	42205M106	14	14364	SH	SOLE
HEALTH CARE REIT INC	COM	42217K106	575	13630	SH	SOLE
H. J. HEINZ COMPANY COMMON	COM	423074103	1213	32253	SH	SOLE
HENRY COUNTY PLYWOOD	COM	426650107	0	10683	SH	SOLE
HERSHEY	COM	427866108	1004	28910	SH	SOLE
HESS CORPORATION	COM	42809H107	234	4358	SH	SOLE
HEWLETT PACKARD COMPANY COMMON	COM	428236103	7257	199970	SH	SOLE
HIGH POINT BANK CORPORATION	COM	429706104	323	2573	SH	SOLE
HOME DEPOT INC COMMON	COM	437076102	11878	515969	SH	SOLE
HONEYWELL	COM	438516106	3298	100467	SH	SOLE
HOOKER FURNITURE CORPORATION	COM	439038100	3643	475540	SH	SOLE
HOOKER FURNITURE CORPORATION	COM	439038100	574	74946	SH	OTHER

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HOST MARRIOTT	COM	44107P104	76	10100	SH	OTHER
						SOLE
HUDSON CITY BANCORP INC	COM	443683107	282	17675	SH	SOLE
						SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	522	68169	SH	SOLE
						SOLE
ITT INDUSTRIES INC	COM	450911102	6256	136032	SH	SOLE
						SOLE
ILLINOIS TOOL WORKS	COM	452308109	1867	53280	SH	SOLE
						SOLE
IMPERIAL OIL	FOR	453038408	263	7813	SH	SOLE
INDEPENDENCE BANCSHARES INC SC	COM	45338E107	100	10000	SH	SOLE
ING GROEP N.V.	FOR	456837103	8073	727328	SH	SOLE
						SOLE
INNOTRAC CORPORATION	COM	45767M109	67	40000	SH	SOLE
INTEL COMMON	COM	458140100	22401	1528028	SH	SOLE
						SOLE
INTERNATIONAL BUSINESS MACHINES	COM	459200101	16397	194831	SH	SOLE
						SOLE
INTERNATIONAL PAPER COMPANY	COM	460146103	819	69390	SH	SOLE
						SOLE
INTERPUBLIC GROUP	COM	460690100	152	38273	SH	SOLE
						SOLE
J P MORGAN CHASE & CO COMMON	COM	46625H100	16077	509879	SH	SOLE
						SOLE
JOHNSON & JOHNSON COMMON	COM	478160104	34077	569558	SH	SOLE
						SOLE
JOHNSON & JOHNSON COMMON	COM	478160104	11747	196347	SH	OTHER
						OTHER
JOHNSON CONTROLS	COM	478366107	1012	55743	SH	SOLE
						SOLE
KT CORP-SP ADR	FOR	48268K101	234	15980	SH	SOLE
KB HOME	COM	48666K109	796	58431	SH	SOLE
						SOLE
KELLOGG	COM	487836108	1195	27241	SH	SOLE
						SOLE
KEYCORP	COM	493267108	95	11114	SH	SOLE
						SOLE
KIMBERLY-CLARK CORP. COMMON	COM	494368103	2864	54305	SH	SOLE
						SOLE
KINDER MORGAN	COM	494550106	1147	25068	SH	SOLE
KIRIN BREWERY COMPANY LIMITED	FOR	497350306	192	14770	SH	SOLE
KOHL'S CORP COMMON	COM	500255104	2827	78104	SH	SOLE
						SOLE
KOREA ELECTRIC POWER CORP	FOR	500631106	123	10604	SH	SOLE
KRAFT FOODS	COM	50075N104	20425	760702	SH	SOLE
						SOLE
KROGER	COM	501044101	750	28412	SH	SOLE
						SOLE
L 3 COMMUNICATIONS HOLDINGS INC	COM	502424104	652	8841	SH	SOLE
						SOLE
LA Z BOY INC	COM	505336107	311	143533	SH	SOLE
LEGGETT & PLATT INC	COM	524660107	268	17658	SH	SOLE
						SOLE
LEXMARK INTERNATIONAL, INC	COM	529771107	508	18899	SH	SOLE
						SOLE
LIBERTY GLOBAL INC	COM	530555309	232	15266	SH	SOLE
LIBERTY MEDIA	COM	53071M104	53	16970	SH	SOLE
						SOLE
LIBERTY MEDIA	COM	53071M500	243	13885	SH	SOLE
						SOLE

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ELI LILLY & COMPANY COMMON	COM	532457108	9461	234949	SH	SOLE
						SOLE
LINCOLN NATIONAL	COM	534187109	7155	379777	SH	SOLE
						SOLE
LIQUOR GROUP WHOLESALE INC	COM	53634E102	16	109220	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	1299	15455	SH	SOLE
						SOLE
LOUISIANA	COM	546347105	30	19355	SH	SOLE
						SOLE
LOWE'S COMPANIES INC COMMON	COM	548661107	5050	234661	SH	SOLE
						SOLE
MDU RESOURCES GROUP, INC.	COM	552690109	248	11474	SH	SOLE
MGM	COM	552953101	200	14519	SH	SOLE
						SOLE
MANTECH INTERNATIONAL CORP.	COM	564563104	261	4820	SH	SOLE
MARATHON OIL	COM	565849106	7016	256428	SH	SOLE
						SOLE
MARSH & MCLENNAN COMPANIES INC	COM	571748102	269	11095	SH	SOLE
						SOLE
MARSHALL & ILSLEY CORP	COM	571837103	147	10809	SH	SOLE
						SOLE
MARRIOTT INTERNATIONAL INC	COM	571903202	1208	62109	SH	SOLE
						SOLE
MASCO	COM	574599106	305	27364	SH	SOLE
						SOLE
MASTERCARD INC	COM	57636Q104	250	1749	SH	SOLE
						SOLE
MATTEL INC	COM	577081102	611	38169	SH	SOLE
						SOLE
MBT FINANCIAL CORP	COM	578877102	82	27136	SH	SOLE
MCAFFEE INC	COM	579064106	353	10223	SH	SOLE
						SOLE
MCCORMICK	COM	579780206	226	7104	SH	SOLE
						SOLE
MCDONALDS CORP. COMMON	COM	580135101	8060	129600	SH	SOLE
						SOLE
MCGRAW HILL COMPANIES INC	COM	580645109	661	28496	SH	SOLE
						SOLE
MEADWESTVACO CORP	COM	583334107	234	20894	SH	SOLE
						SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2460	58693	SH	SOLE
						SOLE
MEDIVATION INC	COM	58501N101	430	29502	SH	SOLE
MEDTRONIC INC COMMON	COM	585055106	15449	491698	SH	SOLE
						SOLE
MERCK & CO INC COMMON	COM	589331107	16916	556449	SH	SOLE
						SOLE
MERRILL LYNCH & COMPANY INC	COM	590188108	739	63490	SH	SOLE
						SOLE
METLIFE INC	COM	59156R108	1059	30372	SH	SOLE
						SOLE
METLIFE INC	CON	59156R702	196	19000	SH	SOLE
MICROSOFT	COM	594918104	24764	1273848	SH	SOLE
						SOLE
MICROSOFT	COM	594918104	4343	223425	SH	OTHER
						OTHER
MICROCHIP TECHNOLOGY INC	COM	595017104	1163	59567	SH	SOLE
						SOLE
MILLIPORE CORPORATION	COM	601073109	220	4275	SH	SOLE
						SOLE
MITSUBISHI UJF FINANCIAL	FOR	606822104	74	11839	SH	OTHER
						OTHER

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MOLSON COORS	COM	60871R209	315	6430	SH	OTHER
						OTHER
MONSANTO CO	COM	61166W101	1876	26660	SH	SOLE
						SOLE
MONSANTO CO	COM	61166W101	7840	111436	SH	OTHER
						OTHER
MORGAN	COM	617446448	473	29483	SH	SOLE
						SOLE
MOTOROLA	COM	620076109	248	55941	SH	SOLE
						SOLE
MURPHY OIL	COM	626717102	2257	50897	SH	SOLE
						SOLE
MYLAN LABORATORIES	COM	628530107	2468	249589	SH	SOLE
						SOLE
NATIONAL BANKSHARES INC/ VA	COM	634865109	419	21528	SH	SOLE
NATIONAL-OILWELL INC	COM	637071101	376	15382	SH	SOLE
						SOLE
NATIONAL SEMICONDUCTOR	COM	637640103	195	19381	SH	SOLE
						SOLE
NATURAL RESOURCE PARTNERS LP	COM	63900P103	313	17914	SH	SOLE
						SOLE
NESTLE	FOR	641069406	1502	38440	SH	SOLE
						SOLE
NEWELL RUBBERMAID INC	COM	651229106	1443	147518	SH	SOLE
						SOLE
NEWMONT MINING	COM	651639106	532	13084	SH	SOLE
						SOLE
NEWS CORP	COM	65248E104	363	39973	SH	SOLE
NICOR INC	COM	654086107	273	7851	SH	SOLE
						SOLE
NIKE INC	COM	654106103	3833	75152	SH	SOLE
						SOLE
NIPPON TELEG & TEL CORP	FOR	654624105	373	13710	SH	SOLE
						SOLE
NISOURCE INC	COM	65473P105	649	59161	SH	SOLE
						SOLE
NOKIA CORP	FOR	654902204	1290	82706	SH	SOLE
						SOLE
NOMURA HOLDINGS INC.	FOR	65535H208	1576	188718	SH	SOLE
						SOLE
NORFOLK SOUTHERN CORPORATION	COM	655844108	4348	92406	SH	SOLE
						SOLE
NORTH STATE BANCORP	COM	662585108	145	20667	SH	SOLE
NORTHERN TRUST GROUP	COM	665859104	1771	33959	SH	SOLE
						SOLE
NORTHROP GRUMMAN CORP	COM	666807102	438	9719	SH	SOLE
						SOLE
NOVARTIS A G	FOR	66987V109	1016	20426	SH	SOLE
						SOLE
NUCOR CORPORATION	COM	670346105	1702	36838	SH	SOLE
						SOLE
OCCIDENTAL PETROLEUM CO. COMMON	COM	674599105	1186	19775	SH	SOLE
						SOLE
OFFICE DEPOT INC	COM	676220106	387	130014	SH	SOLE
						SOLE
OLD REPUBLIC INTERNATIONAL CORP.	COM	680223104	159	13345	SH	SOLE
						SOLE
OPEN TEXT CORP	FOR	683715106	215	7140	SH	SOLE
ORACLE SYS CORP	COM	68389X105	15304	863151	SH	SOLE
						SOLE
PG&E CORP	COM	69331C108	295	7616	SH	SOLE
						SOLE

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PNC	COM	693475105	3453	70471	SH	SOLE
						SOLE
PPG INDUSTRIES	COM	693506107	1042	24552	SH	SOLE
						SOLE
PALL CORPORATION	COM	696429307	3960	139297	SH	SOLE
						SOLE
PARKER HANNIFIN CORP	COM	701094104	649	15264	SH	SOLE
						SOLE
PAYCHEX INC	COM	704326107	310	11812	SH	SOLE
						SOLE
PEABODY ENERGY CORPORATION	COM	704549104	524	23048	SH	SOLE
						SOLE
PENN VIRGINIA CORP	COM	707882106	358	13780	SH	SOLE
						SOLE
PEPCO HOLDINGS, INC.	COM	713291102	466	26215	SH	SOLE
						SOLE
PEPSICO INC COMMON	COM	713448108	22830	416826	SH	SOLE
						SOLE
PERMA-FIX ENVIRONMENTAL SVCS	COM	714157104	13	10000	SH	SOLE
PETROLEO	FOR	71654V408	256	10463	SH	SOLE
						SOLE
PFIZER INC	COM	717081103	20708	1169254	SH	SOLE
						SOLE
PFIZER INC	COM	717081103	1128	63707	SH	OTHER
						OTHER
PHARMANETICS INC COM	COM	71713J107	0	24900	SH	SOLE
PHILLIP MORRIS INTL, INC.	COM	718172109	11877	272979	SH	SOLE
						SOLE
PIEDMONT NATURAL GAS COMPANY	COM	720186105	1413	44621	SH	SOLE
						SOLE
PIER 1 IMPORTS INCORPORATED	COM	720279108	5	12350	SH	SOLE
PITNEY BOWES	COM	724479100	597	23440	SH	SOLE
						SOLE
PLUM CREEK TIMBER CO	COM	729251108	437	12589	SH	SOLE
						SOLE
POTASH CORP	FOR	73755L107	249	3397	SH	SOLE
						SOLE
PRAXAIR INC	COM	74005P104	1328	22371	SH	SOLE
						SOLE
T ROWE PRICE GROUP INC	COM	74144T108	1050	29641	SH	SOLE
						SOLE
PROCTER AND GAMBLE COMMON	COM	742718109	41445	670416	SH	SOLE
						SOLE
PROGRESS ENERGY INC	COM	743263105	5651	141811	SH	SOLE
						SOLE
PROGRESSIVE CORP	COM	743315103	2408	162599	SH	SOLE
						SOLE
PROMISE CO LTD	FOR	74344G104	150	12063	SH	SOLE
PUBLIC SERVICE ENTERPRISE GROUP	COM	744573106	477	16366	SH	SOLE
						SOLE
QLOGIC CORP	COM	747277101	1319	98133	SH	SOLE
						SOLE
QUALCOMM	COM	747525103	13227	369143	SH	SOLE
						SOLE
RADIOSHACK CORPORATION	COM	750438103	169	14118	SH	SOLE
						SOLE
RAYONIER INC	COM	754907103	1664	53080	SH	SOLE
						SOLE
RAYTHEON	COM	755111507	1150	22540	SH	SOLE
						SOLE
REGIONS FINANCIAL CORP	COM	7591EP100	393	49395	SH	SOLE
						SOLE

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REGIONS FINANCIAL CORP	COM	7591EP100	30	3732	SH	OTHER
						OTHER
ROBERTS REALTY INVESTORS INC	COM	769900101	25	32244	SH	SOLE
ROPER INDS INC	COM	776696106	786	18116	SH	SOLE
						SOLE
ROYAL BK CDA MONTREAL QUE	FOR	780087102	1857	62603	SH	SOLE
						SOLE
ROYAL BK CDA MONTREAL QUE	FOR	780087102	154	5196	SH	OTHER
ROYAL DUTCH SHELL PLC	FOR	780259107	246	4778	SH	SOLE
						SOLE
ROYAL DUTCH SHELL PLC	FOR	780259206	2678	50592	SH	SOLE
						SOLE
RUDDICK CORPORATION	COM	781258108	719	26016	SH	SOLE
						SOLE
SAIC INC	COM	78390X101	325	16695	SH	SOLE
SCBT FINANCIAL CORP	COM	78401V102	217	6304	SH	SOLE
SLM	COM	78442P106	576	64743	SH	SOLE
						SOLE
S & P 500 DEPOSITORY RECEIPT	EQU	78462F103	7703	85365	SH	SOLE
						SOLE
S & P 500 DEPOSITORY RECEIPT	EQU	78462F103	88	974	SH	OTHER
ST JUDE MEDICAL INC	COM	790849103	511	15489	SH	SOLE
						SOLE
SANOFI	FOR	80105N105	413	12832	SH	SOLE
						SOLE
SARA LEE	COM	803111103	620	63376	SH	SOLE
						SOLE
SCANA CORP NEW	COM	80589M102	14	400	SH	SOLE
SCANA CORP NEW	COM	80589M102	2127	59757	SH	OTHER
SCHERING-PLOUGH CORP. COMMON	COM	806605101	2081	122198	SH	OTHER
						OTHER
SCHERING-PLOUGH CONV PREFERRED	CON	806605705	435	2500	SH	OTHER
						OTHER
SCHLUMBERGER LTD	COM	806857108	8495	200680	SH	OTHER
						OTHER
SCHWAB CHARLES CORP	COM	808513105	308	19051	SH	OTHER
						OTHER
SEGA SAMMY HOLDINGS INC	FOR	815794102	91	32050	SH	SOLE
SEKISUI HOUSE LTD	FOR	816078307	133	15471	SH	SOLE
SELECT COMFORT CORP	COM	81616X103	3	12915	SH	SOLE
SEMPRA ENERGY	COM	816851109	294	6888	SH	SOLE
						SOLE
SHERWIN-WILLIAMS COMPANY COMMON	COM	824348106	1049	17562	SH	SOLE
						SOLE
SIEMENS AG SPONSORED ADR	FOR	826197501	392	5174	SH	SOLE
						SOLE
SIGMA ALDRICH CORP.	COM	826552101	869	20569	SH	SOLE
						SOLE
SIRIUS XM RADIO INC	COM	82967N108	2	19437	SH	SOLE
						SOLE
SMITH INTL INC	COM	832110100	3248	141909	SH	SOLE
						SOLE
SMITH INTL INC	COM	832110100	489	21361	SH	OTHER
						OTHER
SONOCO	COM	835495102	1451	62653	SH	SOLE
						SOLE
SOUTHERN COMPANY	COM	842587107	4614	124709	SH	SOLE
						SOLE
SOUTHERN COMMUNITY FINANCIAL	COM	842632101	244	69561	SH	SOLE
SOUTHWESTERN ENERGY CO	COM	845467109	314	10832	SH	SOLE
SPECTRA ENERGY CORP	COM	847560109	2319	147313	SH	SOLE
						SOLE

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SPRINT	COM	852061100	86	47075	SH	SOLE
						SOLE
STAPLES INC	COM	855030102	4766	265987	SH	SOLE
						SOLE
STARBUCKS CORPORATIONS	COM	855244109	293	30938	SH	SOLE
						SOLE
STATE STREET CORP	COM	857477103	366	9302	SH	SOLE
						SOLE
STERICYCLE INC	COM	858912108	375	7208	SH	SOLE
						SOLE
ADR STORA ENSO OYJ	FOR	86210M106	251	32730	SH	SOLE
						SOLE
STRYKER CORP	COM	863667101	1356	33945	SH	SOLE
						SOLE
THE SUMITO TRUST AND BANKING CO	FOR	865625206	91	15950	SH	SOLE
SUMITOMO MITSUI	FOR	86562M100	67	16185	SH	SOLE
						SOLE
SUNCOR ENERGY INC	FOR	867229106	215	11037	SH	OTHER
						OTHER
SUNOCO INC	COM	86764P109	230	5282	SH	OTHER
SUNTRUST	COM	867914103	3141	106325	SH	OTHER
						OTHER
SUPERVALU INC COMMON	COM	868536103	187	12840	SH	OTHER
						OTHER
SWISSCOM SPONSORED ADS	FOR	871013108	235	7358	SH	OTHER
SYMANTEC CORP	COM	871503108	440	32518	SH	OTHER
						OTHER
SYNOVUS FINANCIAL	COM	87161C105	419	50451	SH	OTHER
						OTHER
SYSCO	COM	871829107	8708	379605	SH	OTHER
						OTHER
TD AMERITRADE HOLDING CORP	COM	87236Y108	167	11693	SH	SOLE
						SOLE
TJX COMPANIES	COM	872540109	458	22242	SH	SOLE
						SOLE
TAIWAN SEMICONDUCTOR	FOR	874039100	164	20733	SH	SOLE
						SOLE
TARGET CORP	COM	87612E106	13006	376659	SH	SOLE
						SOLE
CALVIN B TAYLOR BANKSHARES INC	COM	876838103	1521	42252	SH	SOLE
TELECOM ITALIA SPA	FOR	87927Y201	209	18470	SH	SOLE
TELEFONICA	FOR	879382208	222	3300	SH	SOLE
						SOLE
TEMPUR-PEDIC INTERNATIONAL INC	COM	88023U101	81	11424	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD ADR	FOR	881624209	1069	25109	SH	SOLE
						SOLE
TEXAS	COM	882508104	1876	120859	SH	SOLE
						SOLE
TEXTRON INC	COM	883203101	217	15617	SH	SOLE
						SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	238	6995	SH	SOLE
						SOLE
3M	COM	88579Y101	7761	134876	SH	SOLE
						SOLE
TIFFANY AND COMPANY	COM	886547108	3365	142408	SH	SOLE
						SOLE
TIME WARNER INC	COM	887317105	1991	197865	SH	SOLE
						SOLE
TOMKINS PLC	FOR	890030208	87	11920	SH	SOLE
TOPPAN PRINTING CO LTD	FOR	890747207	240	6360	SH	SOLE
TOTAL S A SPONSORED	FOR	89151E109	258	4662	SH	SOLE
						SOLE

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TOTAL SYSTEM SERVICES, INC.	COM	891906109	575	41038	SH	SOLE
						SOLE
THE TRAVELERS COMPANIES INC	COM	89417E109	16211	358657	SH	SOLE
						SOLE
UMB FINANCIAL CORP	COM	902788108	416	8468	SH	SOLE
UST	COM	902911106	513	7399	SH	SOLE
US BANCORP COMMON	COM	902973304	6758	270228	SH	SOLE
						SOLE
USG	COM	903293405	126	15645	SH	SOLE
						SOLE
UNIFI INC	COM	904677101	100	35500	SH	SOLE
UNION PACIFIC CORP. COMMON	COM	907818108	2623	54869	SH	SOLE
						SOLE
UNITED BANKSHARE, INC.	COM	909907107	14340	431680	SH	SOLE
						SOLE
UNITED MICROELECTRONICS ADR	FOR	910873405	24	12110	SH	SOLE
						SOLE
UNITED PARCEL	COM	911312106	1035	18756	SH	SOLE
						SOLE
UNITED	COM	913017109	9240	172383	SH	SOLE
						SOLE
UNITED HEALTH GROUP INC COMMON	COM	91324P102	1476	55492	SH	SOLE
						SOLE
URSTADT BIDDLE	COM	917286205	335	21000	SH	SOLE
USINTERNETWORKING INC	COM	917311805	0	15085	SH	SOLE
V F CORP COMMON	COM	918204108	215	3930	SH	SOLE
						SOLE
VALERO ENERGY CORP	COM	91913Y100	1928	89115	SH	SOLE
						SOLE
VIRGINIA MIRROR CO	CLO	921994158	3101	51691	SH	SOLE
VERISIGN INC	COM	92343E102	433	22670	SH	SOLE
						SOLE
VERIZON COMMUNICATIONS	COM	92343V104	23094	681237	SH	SOLE
						SOLE
VIACOM INC	COM	92553P201	214	11241	SH	SOLE
						SOLE
VODAFONE GROUP PLC	FOR	92857W209	1044	51076	SH	SOLE
						SOLE
VORNADO REALTY LP	COM	929042109	208	3444	SH	SOLE
						SOLE
VOYAGER LEARNING CO	COM	92908U103	25	16850	SH	SOLE
VULCAN MATERIALS	COM	929160109	964	13855	SH	SOLE
						SOLE
WGL HOLDINGS INC	COM	92924F106	616	18842	SH	SOLE
WACHOVIA	COM	929903102	1697	306370	SH	SOLE
						SOLE
WACHOVIA	PRE	929903201	0	157641	SH	SOLE
						SOLE
WADDELL & REED FINANCIAL INC	COM	930059100	178	11491	SH	SOLE
WAL - MART STORES COMMON	COM	931142103	12795	228244	SH	SOLE
						SOLE
WALGREENS COMMON	COM	931422109	1617	65537	SH	SOLE
						SOLE
WASHINGTON REAL ESTATE INVT	COM	939653101	239	8445	SH	SOLE
WASTE	COM	94106L109	1080	32586	SH	SOLE
						SOLE
WEINGARTEN REALTY INVESTORS	COM	948741103	1050	50745	SH	SOLE
						SOLE
WELLPOINT INC	COM	94973V107	7357	174628	SH	SOLE
						SOLE
WELLS FARGO & CO COMMON	COM	949746101	21862	741581	SH	SOLE
						SOLE

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WESBANCO INC	COM	950810101	331	12167	SH	SOLE
						SOLE
WESTERN UNION COMPANY	COM	959802109	350	24415	SH	SOLE
						SOLE
WEYERHAEUSER COMPANY COMMON	COM	962166104	869	28379	SH	SOLE
						SOLE
WILLIAMS	COM	969457100	266	18368	SH	SOLE
						SOLE
WYETH COMMON	COM	983024100	9952	265307	SH	SOLE
						SOLE
XTO ENERGY INC	COM	98385X106	657	18621	SH	SOLE
						SOLE
XCEL ENERGY	COM	98389B100	384	20682	SH	SOLE
						SOLE
YAHOO INC	COM	984332106	1194	97876	SH	SOLE
						SOLE
YUM BRANDS INC. COMMON	COM	988498101	1348	42806	SH	SOLE
						SOLE
ZIMMER HOLDINGS INC	COM	98956P102	1408	34824	SH	SOLE
						SOLE
FARMERS & MERCHANTS BANK	COM	DAJ10N101	0	55000	SH	SOLE
FIRST HORIZON	COM	DCA517101	0	89012	SH	SOLE
ACCENTURE LTD, CLASS A	COM	G1150G111	494	15062	SH	SOLE
						SOLE
COVIDIEN LTD	FOR	G2552X108	313	8647	SH	SOLE
						SOLE
ENDURANCE SPECIALTY HOLDINGS LTD	FOR	G30397106	208	6820	SH	SOLE
INGERSOLL RAND COMPANY LIMITED	FOR	G4776G101	987	56876	SH	SOLE
						SOLE
NABORS INDUSTRIES LTD.	FOR	G6359F103	154	12858	SH	SOLE
						SOLE
TYCO INTERNATIONAL LTD	FOR	G9143X208	309	14296	SH	SOLE
						SOLE
WEATHERFORD INTL LTD	FOR	G95089101	120	11130	SH	SOLE
						SOLE
WILLIS GROUP HOLDINGS LTD	FOR	G96655108	372	14937	SH	SOLE
						SOLE
ACE LTD	FOR	H0023R105	238	4500	SH	SOLE
						SOLE
TRANSOCEAN LTD	FOR	H8817H100	3350	70907	SH	SOLE
						SOLE