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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
May 11, 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: March 31, 2009

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:

-----  
[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).)

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Form 13F SUMMARY PAGE

Report summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 753  
 Form 13F Information Table Value Total: 2,139,036  
 (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  
 31-MAR-09

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(B)
					SHARED (C)
					AS DEF. SHARED
					SOLE INSTR. V OTHER
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) AS DEF. SHARED (C) OTHER
AMDOCS LTD	ORD	G02602103	294	15,884	
ACCENTURE LTD BERMUDA	CL A	G1150G111	2,921	106,264	
BUNGE LIMITED	COM	G16962105	221	3,903	
COOPER INDS LTD	CL A	G24182100	1,635	63,227	
COVIDIEN LTD	COM	G2552X108	788	23,713	
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	427	17,107	
GARMIN LTD	ORD	G37260109	375	17,673	
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	733	53,131	
INVESCO LTD	SHS	G491BT108	250	18,028	
LAZARD LTD	SHS A	G54050102	326	11,096	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,007	109,967	
NABORS INDUSTRIES LTD	SHS	G6359F103	229	22,888	
PARTNERRE LTD	COM	G6852T105	920	14,827	
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,076	21,768	
SEAGATE TECHNOLOGY	SHS	G7945J104	256	42,569	
UTI WORLDWIDE INC	ORD	G87210103	161	13,505	
TYCO ELECTRONICS LTD	COM NEW	G9144P105	721	65,294	
WARNER CHILCOTT LIMITED	COM CL A	G9435N108	142	13,494	
XL CAP LTD	CL A	G98255105	58	10,628	
ACE LTD	SHS	H0023R105	1,348	33,377	
WEATHERFORD INTERNATIONAL LT	REG	H27013103	634	57,276	
TRANSOCEAN LTD	REG SHS	H8817H100	2,989	50,797	
UBS AG	SHS NEW	H89231338	307	32,544	
AFLAC INC	COM	001055102	2,451	126,607	
AGCO CORP	COM	001084102	310	15,802	

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AES CORP	COM	00130H105	1,047	180,250
AK STL HLDG CORP	COM	001547108	145	20,398
AMR CORP	COM	001765106	95	29,795
AT&T INC	COM	00206R102	32,787	1,301,066
ABBOTT LABS	COM	002824100	25,263	529,632
ABERCROMBIE & FITCH CO	CL A	002896207	349	14,661
ACTIVISION BLIZZARD INC	COM	00507V109	1,146	109,540
ADOBE SYS INC	COM	00724F101	5,567	260,242
ADVANCE AUTO PARTS INC	COM	00751Y106	575	14,007
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	356	13,645
ADVANCED MICRO DEVICES INC	COM	007903107	353	115,582
AETNA INC NEW	COM	00817Y108	4,361	179,243
AFFILIATED COMPUTER SERVICES	CL A	008190100	589	12,302
AFFILIATED MANAGERS GROUP	COM	008252108	250	5,990
AGILENT TECHNOLOGIES INC	COM	00846U101	824	53,580
AGILYSYS INC	COM	00847J105	133	30,995
AIR PRODS & CHEMS INC	COM	009158106	4,147	73,730
AIRGAS INC	COM	009363102	411	12,163
AKAMAI TECHNOLOGIES INC	COM	00971T101	573	29,548
ALBEMARLE CORP	COM	012653101	799	36,695
ALBERTO CULVER CO NEW	COM	013078100	987	43,639
ALCOA INC	COM	013817101	1,913	260,637
ALLEGHANY CORP DEL	COM	017175100	426	1,575
ALLEGHENY ENERGY INC	COM	017361106	1,618	69,850
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	707	32,236
ALLERGAN INC	COM	018490102	4,270	89,410
ALLIANCE DATA SYSTEMS CORP	COM	018581108	365	9,878
ALLSTATE CORP	COM	020002101	2,154	112,482
ALPHA NATURAL RESOURCES INC	COM	02076X102	203	11,427
ALTERA CORP	COM	021441100	1,698	96,777
ALTRIA GROUP INC	COM	02209S103	9,383	585,728
AMAZON COM INC	COM	023135106	8,941	121,744
AMBAC FINL GROUP INC	COM	023139108	31	40,293
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	202	7,473
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	340	27,769
AMERICAN ELEC PWR INC	COM	025537101	2,989	118,348
AMERICAN EXPRESS CO	COM	025816109	4,627	339,442
AMERICAN INTL GROUP INC	COM	026874107	532	532,284
AMERICAN TOWER CORP	CL A	029912201	3,422	112,450
AMERISOURCEBERGEN CORP	COM	03073E105	3,000	91,842
AMETEK INC NEW	COM	031100100	2,238	71,583
AMGEN INC	COM	031162100	13,683	276,320
AMPHENOL CORP NEW	CL A	032095101	733	25,736
AMYLIN PHARMACEUTICALS INC	COM	032346108	236	20,101
ANADARKO PETE CORP	COM	032511107	6,116	157,268
ANALOG DEVICES INC	COM	032654105	1,505	78,122
ANNALY CAP MGMT INC	COM	035710409	239	17,264
ANNTAYLOR STORES CORP	COM	036115103	105	20,244
ANSYS INC	COM	03662Q105	312	12,435
AON CORP	COM	037389103	853	20,900
APACHE CORP	COM	037411105	6,006	93,718
APARTMENT INVT & MGMT CO	CL A	03748R101	161	29,434
APOLLO GROUP INC	CL A	037604105	1,466	18,711
APPLE INC	COM	037833100	30,312	288,360
APPLIED MATLS INC	COM	038222105	4,000	372,063
APTARGROUP INC	COM	038336103	780	25,055

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					(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE INSTR. V	SHARED AS DEF. SHARED OTHER
ARCH COAL INC	COM	039380100	287	21,464		
ARCHER DANIELS MIDLAND CO	COM	039483102	5,346	192,447		
ARROW ELECTRS INC	COM	042735100	1,015	53,233		
ASSURANT INC	COM	04621X108	2,463	113,089		
ATMEL CORP	COM	049513104	339	93,347		
ATWOOD OCEANICS INC	COM	050095108	175	10,575		
AUTODESK INC	COM	052769106	1,085	64,567		
AUTOMATIC DATA PROCESSING IN	COM	053015103	4,999	142,177		
AUTOZONE INC	COM	053332102	3,110	19,127		
AVALONBAY CMNTYS INC	COM	053484101	4,073	86,546		
AVERY DENNISON CORP	COM	053611109	422	18,891		
AVNET INC	COM	053807103	1,324	75,586		
AVON PRODS INC	COM	054303102	1,205	62,666		
BB&T CORP	COM	054937107	297	17,536		
BOK FINL CORP	COM NEW	05561Q201	527	15,284		
BP PLC	SPONSORED ADR	055622104	481	11,987		
BMC SOFTWARE INC	COM	055921100	2,591	78,530		
BAKER HUGHES INC	COM	057224107	2,416	84,613		
BALL CORP	COM	058498106	1,127	25,974		
BANK OF AMERICA CORPORATION	COM	060505104	8,516	1,248,676		
BANK OF NEW YORK MELLON CORP	COM	064058100	7,513	265,946		
BARD C R INC	COM	067383109	1,816	22,782		
BAXTER INTL INC	COM	071813109	10,350	202,066		
BE AEROSPACE INC	COM	073302101	119	13,770		
BECKMAN COULTER INC	COM	075811109	401	7,855		
BECTON DICKINSON & CO	COM	075887109	6,923	102,967		
BED BATH & BEYOND INC	COM	075896100	1,571	63,458		
BERKLEY W R CORP	COM	084423102	828	36,732		
BEST BUY INC	COM	086516101	5,205	137,109		
BIG LOTS INC	COM	089302103	249	11,969		
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	179	14,462		
BIOGEN IDEC INC	COM	09062X103	4,502	85,883		
BLACK & DECKER CORP	COM	091797100	559	17,720		
BLACKROCK INC	COM	09247X101	1,515	11,654		
BLOCK H & R INC	COM	093671105	869	47,773		
BOEING CO	COM	097023105	7,903	222,116		
BORGWARNER INC	COM	099724106	497	24,502		
BOSTON PROPERTIES INC	COM	101121101	1,348	38,494		
BOSTON SCIENTIFIC CORP	COM	101137107	470	59,119		
BRINKER INTL INC	COM	109641100	458	30,363		
BRINKS CO	COM	109696104	497	18,779		
BRINKS HOME SEC HLDGS INC	COM	109699108	425	18,793		
BRISTOL MYERS SQUIBB CO	COM	110122108	10,701	488,207		
BROADCOM CORP	CL A	111320107	3,637	182,033		
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	743	39,948		
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	63	18,185		
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	678	49,166		
BROWN FORMAN CORP	CL B	115637209	473	12,191		
BUCYRUS INTL INC NEW	COM	118759109	176	11,624		
BURGER KING HLDGS INC	COM	121208201	271	11,801		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	6,551	108,918		
CBS CORP NEW	CL B	124857202	697	181,471		
CB RICHARD ELLIS GROUP INC	CL A	12497T101	74	18,257		

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CF INDS HLDGS INC	COM	125269100	602	8,462
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	4,543	99,603
CIGNA CORP	COM	125509109	1,205	68,532
CIT GROUP INC	COM	125581108	84	29,606
CME GROUP INC	COM	12572Q105	4,699	19,072
CMS ENERGY CORP	COM	125896100	820	69,219
CSX CORP	COM	126408103	3,860	149,325
CTS CORP	COM	126501105	56	15,498
CVS CAREMARK CORPORATION	COM	126650100	13,452	489,326
CA INC	COM	12673P105	586	33,271
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	847	65,439
CABOT OIL & GAS CORP	COM	127097103	205	8,699
CADENCE DESIGN SYSTEM INC	COM	127387108	360	85,732
CALPINE CORP	COM NEW	131347304	455	66,764
CAMERON INTERNATIONAL CORP	COM	13342B105	2,196	100,155
CAMPBELL SOUP CO	COM	134429109	614	22,444
CAPITAL ONE FINL CORP	COM	14040H105	832	67,993
CARDINAL HEALTH INC	COM	14149Y108	1,325	42,075
CARMAX INC	COM	143130102	399	32,106
CARNIVAL CORP	PAIRED CTF	143658300	523	24,228
CATERPILLAR INC DEL	COM	149123101	5,422	193,930
CELANESE CORP DEL	COM SER A	150870103	875	65,439
CELGENE CORP	COM	151020104	5,930	133,567
CENTERPOINT ENERGY INC	COM	15189T107	763	73,172
CENTEX CORP	COM	152312104	81	10,818
CENTURYTEL INC	COM	156700106	2,122	75,461
CEPHALON INC	COM	156708109	678	9,954
CERNER CORP	COM	156782104	435	9,898

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			PENSION FAIR	SHARES OR	SHARED
		CUSIP	MARKET	PRINCIPAL	(A) AS DEF. SHARED
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR. V OTHER
CHEMTURA CORP	COM	163893100	0	10,169	
CHESAPEAKE ENERGY CORP	COM	165167107	797	46,737	
CHEVRON CORP NEW	COM	166764100	36,233	538,857	
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	321	4,832	
CHUBB CORP	COM	171232101	6,061	143,223	
CHURCH & DWIGHT INC	COM	171340102	1,286	24,622	
CIENA CORP	COM NEW	171779309	99	12,748	
CISCO SYS INC	COM	17275R102	34,301	2,045,377	
CITIGROUP INC	COM	172967101	3,195	1,263,023	
CITRIX SYS INC	COM	177376100	610	26,948	
CLARCOR INC	COM	179895107	644	25,571	
CLIFFS NATURAL RESOURCES INC	COM	18683K101	323	17,806	
CLOROX CO DEL	COM	189054109	481	9,339	
COACH INC	COM	189754104	2,803	167,841	
COCA COLA CO	COM	191216100	29,085	661,776	
COCA COLA ENTERPRISES INC	COM	191219104	135	10,203	
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,166	104,174	
COLGATE PALMOLIVE CO	COM	194162103	9,727	164,917	
COMCAST CORP NEW	CL A	20030N101	8,069	591,592	

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COMMERCIAL METALS CO	COM	201723103	480	41,593
COMMSCOPE INC	COM	203372107	116	10,244
COMPUTER SCIENCES CORP	COM	205363104	1,739	47,204
COMPUWARE CORP	COM	205638109	162	24,523
CONAGRA FOODS INC	COM	205887102	245	14,533
CONOCOPHILLIPS	COM	20825C104	17,695	451,861
CONSOL ENERGY INC	COM	20854P109	1,334	52,861
CONSOLIDATED EDISON INC	COM	209115104	667	16,852
CONSTELLATION BRANDS INC	CL A	21036P108	322	27,066
CONSTELLATION ENERGY GROUP I	COM	210371100	1,483	71,765
CONVERGYS CORP	COM	212485106	440	54,451
COPART INC	COM	217204106	275	9,265
CORN PRODS INTL INC	COM	219023108	1,289	60,800
CORNING INC	COM	219350105	6,936	522,694
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	214	16,725
COSTCO WHSL CORP NEW	COM	22160K105	8,349	180,239
COVANCE INC	COM	222816100	1,880	52,764
COVANTA HLDG CORP	COM	22282E102	254	19,442
COVENTRY HEALTH CARE INC	COM	222862104	190	14,672
CRANE CO	COM	224399105	580	34,354
CROWN CASTLE INTL CORP	COM	228227104	2,921	143,124
CROWN HOLDINGS INC	COM	228368106	536	23,560
CUMMINS INC	COM	231021106	1,713	67,323
CURTISS WRIGHT CORP	COM	231561101	898	32,003
CYPRESS SEMICONDUCTOR CORP	COM	232806109	150	22,134
DPL INC	COM	233293109	542	24,041
D R HORTON INC	COM	23331A109	456	47,012
DST SYS INC DEL	COM	233326107	533	15,406
DTE ENERGY CO	COM	233331107	484	17,468
DANAHER CORP DEL	COM	235851102	4,060	74,879
DARDEN RESTAURANTS INC	COM	237194105	2,916	85,112
DAVITA INC	COM	23918K108	702	15,970
DEAN FOODS CO NEW	COM	242370104	300	16,577
DEERE & CO	COM	244199105	4,667	141,987
DELL INC	COM	24702R101	6,103	643,814
DELTA AIR LINES INC DEL	COM NEW	247361702	214	38,091
DENBURY RES INC	COM NEW	247916208	536	36,092
DENTSPLY INTL INC NEW	COM	249030107	587	21,859
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	45	21,189
DEVON ENERGY CORP NEW	COM	25179M103	7,691	172,094
DEVRY INC DEL	COM	251893103	1,002	20,792
DIAGEO P L C	SPON ADR NEW	25243Q205	252	5,621
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,291	20,531
DICKS SPORTING GOODS INC	COM	253393102	247	17,314
DIEBOLD INC	COM	253651103	258	12,068
DIGITAL RLTY TR INC	COM	253868103	267	8,047
DIRECTV GROUP INC	COM	25459L106	3,861	169,408
DISNEY WALT CO	COM DISNEY	254687106	10,635	585,646
DISH NETWORK CORP	CL A	25470M109	333	29,952
DISCOVER FINL SVCS	COM	254709108	342	54,129
DOLBY LABORATORIES INC	COM	25659T107	252	7,389
DOLLAR TREE INC	COM	256746108	588	13,208
DOMINION RES INC VA NEW	COM	25746U109	6,340	204,570
DOMTAR CORP	COM	257559104	15	15,972
DONALDSON INC	COM	257651109	1,749	65,147
DONNELLEY R R & SONS CO	COM	257867101	228	31,130
DOVER CORP	COM	260003108	707	26,797
DOW CHEM CO	COM	260543103	1,982	235,087
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	255	11,769
DRESSER-RAND GROUP INC	COM	261608103	287	12,973
DU PONT E I DE NEMOURS & CO	COM	263534109	5,003	224,070
DUKE ENERGY CORP NEW	COM	26441C105	5,539	386,833

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NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR. V
					(C)
					SHARED
					OTHER
DUN & BRADSTREET CORP DEL NE	COM	26483E100	4,005	52,015	
DYNEGY INC DEL	CL A	26817G102	34	23,828	
E M C CORP MASS	COM	268648102	3,607	316,388	
ENSCO INTL INC	COM	26874Q100	1,862	70,528	
EOG RES INC	COM	26875P101	3,213	58,681	
EQT CORP	COM	26884L109	602	19,207	
E TRADE FINANCIAL CORP	COM	269246104	28	22,240	
EASTMAN CHEM CO	COM	277432100	232	8,649	
EATON CORP	COM	278058102	1,672	45,367	
EATON VANCE CORP	COM NON VTG	278265103	343	15,008	
EBAY INC	COM	278642103	5,249	417,886	
ECOLAB INC	COM	278865100	1,841	53,001	
EDISON INTL	COM	281020107	764	26,516	
EDWARDS LIFESCIENCES CORP	COM	28176E108	488	8,043	
EL PASO CORP	COM	28336L109	281	45,034	
ELECTRONIC ARTS INC	COM	285512109	1,132	62,230	
EMBARQ CORP	COM	29078E105	812	21,445	
EMERSON ELEC CO	COM	291011104	8,182	286,289	
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1,354	76,563	
ENERGEN CORP	COM	29265N108	619	21,259	
ENERGY CONVERSION DEVICES IN	COM	292659109	154	11,623	
ENERGIZER HLDGS INC	COM	29266R108	1,487	29,926	
ENTERGY CORP NEW	COM	29364G103	7,389	108,523	
EQUIFAX INC	COM	294429105	1,345	55,024	
EQUINIX INC	COM NEW	29444U502	269	4,786	
EXELON CORP	COM	30161N101	7,456	164,268	
EXPEDIA INC DEL	COM	30212P105	523	57,648	
EXPEDITORS INTL WASH INC	COM	302130109	2,711	95,838	
EXPRESS SCRIPTS INC	COM	302182100	4,762	103,148	
EXXON MOBIL CORP	COM	30231G102	89,829	1,319,072	
FLIR SYS INC	COM	302445101	413	20,152	
FMC TECHNOLOGIES INC	COM	30249U101	1,960	62,476	
F M C CORP	COM NEW	302491303	247	5,730	
FPL GROUP INC	COM	302571104	1,253	24,705	
FTI CONSULTING INC	COM	302941109	364	7,348	
FACTSET RESH SYS INC	COM	303075105	310	6,210	
FAIRPOINT COMMUNICATIONS INC	COM	305560104	12	15,013	
FAMILY DLR STORES INC	COM	307000109	1,019	30,550	
FASTENAL CO	COM	311900104	810	25,203	
FEDERAL HOME LN MTG CORP	COM	313400301	225	295,498	
FEDERAL NATL MTG ASSN	COM	313586109	203	289,622	
FEDERATED INVS INC PA	CL B	314211103	285	12,800	
FEDEX CORP	COM	31428X106	4,203	94,471	
F5 NETWORKS INC	COM	315616102	252	12,034	
FIDELITY NATL INFORMATION SV	COM	31620M106	207	11,353	
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	587	30,097	
FIFTH THIRD BANCORP	COM	316773100	183	62,621	

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FIRST SOLAR INC	COM	336433107	1,148	8,648
FISERV INC	COM	337738108	1,523	41,763
FIRSTENERGY CORP	COM	337932107	3,852	99,801
FLUOR CORP NEW	COM	343412102	1,566	45,317
FLOWSERVE CORP	COM	34354P105	898	16,009
FORD MTR CO DEL	COM PAR \$0.01	345370860	858	326,392
FOREST CITY ENTERPRISES INC	CL A	345550107	39	10,828
FOREST LABS INC	COM	345838106	1,840	83,778
FORTUNE BRANDS INC	COM	349631101	235	9,581
FOUNDATION COAL HLDGS INC	COM	35039W100	226	15,740
FRANKLIN RES INC	COM	354613101	4,788	88,874
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4,330	113,631
FRONTIER COMMUNICATIONS CORP	COM	35906A108	134	18,683
FRONTIER OIL CORP	COM	35914P105	696	54,447
GATX CORP	COM	361448103	529	26,142
GAMESTOP CORP NEW	CL A	36467W109	1,064	37,964
GANNETT INC	COM	364730101	99	45,207
GAP INC DEL	COM	364760108	1,757	135,256
GARDNER DENVER INC	COM	365558105	289	13,289
GEN-PROBE INC NEW	COM	36866T103	361	7,911
GENENTECH INC	COM NEW	368710406	15,911	167,489
GENERAL DYNAMICS CORP	COM	369550108	5,684	136,675
GENERAL ELECTRIC CO	COM	369604103	21,118	2,088,817
GENERAL GROWTH PPTYS INC	COM	370021107	15	21,537
GENERAL MLS INC	COM	370334104	8,198	164,357
GENERAL MTRS CORP	COM	370442105	153	78,848
GENTEX CORP	COM	371901109	209	20,954
GENUINE PARTS CO	COM	372460105	689	23,077
GENWORTH FINL INC	COM CL A	37247D106	203	106,850
GENZYME CORP	COM	372917104	2,534	42,670
GILEAD SCIENCES INC	COM	375558103	16,803	362,757
GLOBAL INDS LTD	COM	379336100	47	12,157
GLOBAL PMTS INC	COM	37940X102	5,571	166,760
GOLDMAN SACHS GROUP INC	COM	38141G104	13,382	126,226

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) AS DEF. SOLE INSTR. V OTHER
GOODRICH CORP	COM	382388106	1,283	33,868	
GOODYEAR TIRE & RUBR CO	COM	382550101	455	72,738	
GOOGLE INC	CL A	38259P508	26,812	77,033	
GRACO INC	COM	384109104	284	16,623	
GRAINGER W W INC	COM	384802104	1,908	27,184	
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	634	46,493	
HCP INC	COM	40414L109	205	11,471	
HSN INC	COM	404303109	86	16,817	
HALLIBURTON CO	COM	406216101	4,045	261,493	
HANESBRANDS INC	COM	410345102	132	13,789	
HANOVER INS GROUP INC	COM	410867105	267	9,255	
HANSEN NAT CORP	COM	411310105	384	10,665	
HARLEY DAVIDSON INC	COM	412822108	1,739	129,875	



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HARRIS CORP DEL	COM	413875105	671	23,195
HARSCO CORP	COM	415864107	274	12,368
HARTFORD FINL SVCS GROUP INC	COM	416515104	703	89,527
HASBRO INC	COM	418056107	1,602	63,915
HEALTH MGMT ASSOC INC NEW	CL A	421933102	68	26,397
HEINZ H J CO	COM	423074103	4,804	145,307
HERSHEY CO	COM	427866108	566	16,300
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	49	12,364
HESS CORP	COM	42809H107	2,595	47,887
HEWITT ASSOCS INC	COM	42822Q100	426	14,303
HEWLETT PACKARD CO	COM	428236103	28,045	874,764
HOLOGIC INC	COM	436440101	300	22,890
HOME DEPOT INC	COM	437076102	8,188	347,553
HONEYWELL INTL INC	COM	438516106	6,569	235,801
HOSPIRA INC	COM	441060100	239	7,743
HOST HOTELS & RESORTS INC	COM	44107P104	157	40,001
HUDSON CITY BANCORP	COM	443683107	438	37,447
HUMANA INC	COM	444859102	924	35,415
HUNT J B TRANS SVCS INC	COM	445658107	289	11,970
HUNTINGTON BANCSHARES INC	COM	446150104	20	11,792
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	639	41,927
IMS HEALTH INC	COM	449934108	129	10,343
ITT EDUCATIONAL SERVICES INC	COM	45068B109	691	5,689
ITT CORP NEW	COM	450911102	2,154	56,001
IDEX CORP	COM	45167R104	353	16,153
IDEXX LABS INC	COM	45168D104	1,037	29,985
IHS INC	CL A	451734107	261	6,337
ILLINOIS TOOL WKS INC	COM	452308109	2,914	94,444
ILLUMINA INC	COM	452327109	671	18,007
INGRAM MICRO INC	CL A	457153104	390	30,835
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	206	45,351
INTEL CORP	COM	458140100	27,709	1,843,594
INTERCONTINENTALEXCHANGE INC	COM	45865V100	966	12,971
INTERNATIONAL BUSINESS MACHS	COM	459200101	43,667	450,687
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	453	14,881
INTERNATIONAL GAME TECHNOLOG	COM	459902102	673	72,957
INTL PAPER CO	COM	460146103	745	105,882
INTERNATIONAL RECTIFIER CORP	COM	460254105	266	19,660
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	394	17,854
INTERSIL CORP	CL A	46069S109	365	31,768
INTERPUBLIC GROUP COS INC	COM	460690100	253	61,398
INTERVAL LEISURE GROUP INC	COM	46113M108	89	16,794
INTUITIVE SURGICAL INC	COM NEW	46120E602	587	6,159
INTUIT	COM	461202103	1,586	58,752
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1,141	44,722
IRON MTN INC	COM	462846106	1,097	49,492
ISHARES TR	RUSSELL1000VAL	464287598	7,112	174,519
ISHARES TR	RUSSELL1000GRW	464287614	7,193	205,041
ISHARES TR	RUSSELL 1000	464287622	15,344	354,782
ITRON INC	COM	465741106	237	5,000
JDS UNIPHASE CORP	COM PAR \$.001	46612J507	63	19,518
JPMORGAN CHASE & CO	COM	46625H100	20,873	785,272
JABIL CIRCUIT INC	COM	466313103	328	58,962
JACOBS ENGR GROUP INC DEL	COM	469814107	2,525	65,321
JANUS CAP GROUP INC	COM	47102X105	292	43,940
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	142	13,531
JOHNSON & JOHNSON	COM	478160104	38,277	727,694
JOHNSON CTLS INC	COM	478366107	1,994	166,134
JONES APPAREL GROUP INC	COM	480074103	99	23,536
JOY GLOBAL INC	COM	481165108	484	22,746
JUNIPER NETWORKS INC	COM	48203R104	1,295	86,040
KBR INC	COM	48242W106	294	21,254

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KLA-TENCOR CORP	COM	482480100	474	23,720
KANSAS CITY SOUTHERN	COM NEW	485170302	146	11,456
KELLOGG CO	COM	487836108	1,358	37,069
KENNAMETAL INC	COM	489170100	421	25,961
KEYCORP NEW	COM	493267108	124	15,771
KIMBERLY CLARK CORP	COM	494368103	1,733	37,588

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					(C)
					SHARED
					(V)
					OTHER
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	
KIMCO REALTY CORP	COM	49446R109	1,315	172,616	
KING PHARMACEUTICALS INC	COM	495582108	1,258	177,897	
KIRBY CORP	COM	497266106	310	11,621	
KOHL'S CORP	COM	500255104	3,235	76,443	
KRAFT FOODS INC	CL A	50075N104	7,844	351,909	
KROGER CO	COM	501044101	1,490	70,197	
LKQ CORP	COM	501889208	284	19,883	
LSI CORPORATION	COM	502161102	529	174,145	
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,874	27,644	
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	4,763	81,435	
LAM RESEARCH CORP	COM	512807108	1,096	48,124	
LAMAR ADVERTISING CO	CL A	512815101	110	11,261	
LANDSTAR SYS INC	COM	515098101	258	7,720	
LAS VEGAS SANDS CORP	COM	517834107	126	41,856	
LAUDER ESTEE COS INC	CL A	518439104	354	14,375	
LEGG MASON INC	COM	524901105	671	42,178	
LENNAR CORP	CL A	526057104	86	11,483	
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	265	288,130	
LEXMARK INTL NEW	CL A	529771107	537	31,856	
LIBERTY GLOBAL INC	COM SER A	530555101	1,322	90,770	
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	56	19,295	
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	128	18,301	
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	2,732	136,941	
LIFE TECHNOLOGIES CORP	COM	53217V109	1,454	44,779	
LILLY ELI & CO	COM	532457108	5,734	171,614	
LIMITED BRANDS INC	COM	532716107	446	51,290	
LINCARE HLDGS INC	COM	532791100	894	41,009	
LINCOLN ELEC HLDGS INC	COM	533900106	717	22,621	
LINEAR TECHNOLOGY CORP	COM	535678106	749	32,574	
LIZ CLAIBORNE INC	COM	539320101	96	38,924	
LOCKHEED MARTIN CORP	COM	539830109	6,781	98,233	
LOEWS CORP	COM	540424108	5,153	233,184	
LORILLARD INC	COM	544147101	4,796	77,675	
LOWES COS INC	COM	548661107	6,303	345,350	
LUBRIZOL CORP	COM	549271104	240	7,070	
M & T BK CORP	COM	55261F104	586	12,960	
MBIA INC	COM	55262C100	357	78,038	
M D C HLDGS INC	COM	552676108	373	11,971	
MDU RES GROUP INC	COM	552690109	312	19,353	
MEMC ELECTR MATLS INC	COM	552715104	551	33,439	
MGIC INVT CORP WIS	COM	552848103	64	44,817	

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MGM MIRAGE	COM	552953101	41	17,407
MSC INDL DIRECT INC	CL A	553530106	202	6,509
MACERICH CO	COM	554382101	69	10,963
MACK CALI RLTY CORP	COM	554489104	502	25,329
MACYS INC	COM	55616P104	965	108,423
MANITOWOC INC	COM	563571108	206	62,967
MANPOWER INC	COM	56418H100	1,288	40,857
MARATHON OIL CORP	COM	565849106	5,309	201,936
MARINER ENERGY INC	COM	56845T305	79	10,161
MARSH & MCLENNAN COS INC	COM	571748102	730	36,040
MARSHALL & ILSLEY CORP NEW	COM	571837103	336	59,608
MARRIOTT INTL INC NEW	CL A	571903202	1,846	112,818
MARTIN MARIETTA MATLS INC	COM	573284106	452	5,701
MASCO CORP	COM	574599106	243	34,831
MASSEY ENERGY CORP	COM	576206106	136	13,392
MASTERCARD INC	CL A	57636Q104	2,894	17,281
MATTEL INC	COM	577081102	1,372	119,035
MCAFEE INC	COM	579064106	783	23,384
MCCLATCHY CO	CL A	579489105	6	11,623
MCCORMICK & CO INC	COM NON VTG	579780206	775	26,201
MCDERMOTT INTL INC	COM	580037109	1,090	81,424
MCDONALDS CORP	COM	580135101	22,694	415,875
MCGRAW HILL COS INC	COM	580645109	1,511	66,078
MCKESSON CORP	COM	58155Q103	3,630	103,589
MEADWESTVACO CORP	COM	583334107	1,030	85,865
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	8,636	208,897
MEDTRONIC INC	COM	585055106	12,385	420,242
MENTOR GRAPHICS CORP	COM	587200106	206	46,493
MERCK & CO INC	COM	589331107	14,516	542,644
METAVANTE TECHNOLOGIES INC	COM	591407101	567	28,415
METLIFE INC	COM	59156R108	4,246	186,486
METROPICS COMMUNICATIONS INC	COM	591708102	618	36,183
METTLER TOLEDO INTERNATIONAL	COM	592688105	385	7,507
MICROSOFT CORP	COM	594918104	48,278	2,628,063
MICROCHIP TECHNOLOGY INC	COM	595017104	576	27,175
MICRON TECHNOLOGY INC	COM	595112103	476	117,194
MILLIPORE CORP	COM	601073109	465	8,096
MIRANT CORP NEW	COM	60467R100	482	42,298
MOHAWK INDS INC	COM	608190104	300	10,059
MOLEX INC	COM	608554101	333	24,240

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MOLSON COORS BREWING CO	CL B	60871R209	943	27,520	
MONSANTO CO NEW	COM	61166W101	18,587	223,667	
MONSTER WORLDWIDE INC	COM	611742107	245	30,029	
MOODYS CORP	COM	615369105	1,305	56,956	
MORGAN STANLEY	COM NEW	617446448	6,190	271,833	
MOSAIC CO	COM	61945A107	1,022	24,351	
MOTOROLA INC	COM	620076109	2,080	491,690	

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MURPHY OIL CORP	COM	626717102	1,249	27,892
MYLAN INC	COM	628530107	1,048	78,181
NCR CORP NEW	COM	62886E108	575	72,271
NII HLDGS INC	CL B NEW	62913F201	927	61,811
NRG ENERGY INC	COM NEW	629377508	313	17,783
NVR INC	COM	62944T105	237	555
NYSE EURONEXT	COM	629491101	1,010	56,419
NALCO HOLDING COMPANY	COM	62985Q101	256	19,553
NASDAQ OMX GROUP INC	COM	631103108	857	43,779
NATIONAL HEALTH INVS INC	COM	63633D104	229	8,517
NATIONAL OILWELL VARCO INC	COM	637071101	3,296	114,791
NATIONAL SEMICONDUCTOR CORP	COM	637640103	955	93,021
NETAPP INC	COM	64110D104	1,718	115,748
NEUSTAR INC	CL A	64126X201	191	11,390
NEW YORK CMNTY BANCORP INC	COM	649445103	123	10,991
NEWELL RUBBERMAID INC	COM	651229106	215	33,656
NEWMONT MINING CORP	COM	651639106	5,670	126,677
NEWS CORP	CL A	65248E104	4,292	648,364
NIKE INC	CL B	654106103	8,731	186,207
NISOURCE INC	COM	65473P105	238	24,308
NOKIA CORP	SPONSORED ADR	654902204	483	41,384
NOBLE ENERGY INC	COM	655044105	366	6,790
NORDSTROM INC	COM	655664100	1,121	66,919
NORFOLK SOUTHERN CORP	COM	655844108	3,591	106,392
NORTHEAST UTILS	COM	664397106	944	43,733
NORTHERN TR CORP	COM	665859104	7,380	123,377
NORTHROP GRUMMAN CORP	COM	666807102	3,328	76,270
NOVELL INC	COM	670006105	126	29,490
NSTAR	COM	67019E107	603	18,918
NUANCE COMMUNICATIONS INC	COM	67020Y100	312	28,767
NUCOR CORP	COM	670346105	3,854	100,959
NVIDIA CORP	COM	67066G104	2,437	247,211
NV ENERGY INC	COM	67073Y106	319	33,987
OGE ENERGY CORP	COM	670837103	532	22,326
OCCIDENTAL PETE CORP DEL	COM	674599105	20,969	376,803
OCEANEERING INTL INC	COM	675232102	329	8,921
OFFICE DEPOT INC	COM	676220106	52	39,980
OMNICOM GROUP INC	COM	681919106	4,253	181,743
ON SEMICONDUCTOR CORP	COM	682189105	233	59,803
ORACLE CORP	COM	68389X105	24,554	1,358,806
O REILLY AUTOMOTIVE INC	COM	686091109	419	11,965
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	390	17,225
OWENS ILL INC	COM NEW	690768403	156	10,818
PG&E CORP	COM	69331C108	5,141	134,521
PMI GROUP INC	COM	69344M101	12	19,390
PNC FINL SVCS GROUP INC	COM	693475105	2,606	88,962
PPG INDS INC	COM	693506107	1,057	28,646
PPL CORP	COM	69351T106	5,611	195,422
PACCAR INC	COM	693718108	2,461	95,519
PACKAGING CORP AMER	COM	695156109	167	12,816
PALL CORP	COM	696429307	368	18,003
PANERA BREAD CO	CL A	69840W108	218	3,895
PARKER HANNIFIN CORP	COM	701094104	1,666	49,016
PATRIOT COAL CORP	COM	70336T104	56	15,117
PATTERSON COMPANIES INC	COM	703395103	336	17,818
PATTERSON UTI ENERGY INC	COM	703481101	143	15,910
PAYCHEX INC	COM	704326107	2,920	113,743
PEABODY ENERGY CORP	COM	704549104	1,910	76,296
PENN NATL GAMING INC	COM	707569109	236	9,780
PENNEY J C INC	COM	708160106	1,036	51,611
PENTAIR INC	COM	709631105	270	12,453
PEOPLES UNITED FINANCIAL INC	COM	712704105	199	11,089

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PEPSI BOTTLING GROUP INC	COM	713409100	1,669	75,402
PEPSIAMERICAS INC	COM	71343P200	700	40,601
PEPSICO INC	COM	713448108	26,761	519,828
PERRIGO CO	COM	714290103	284	11,445
PETROHAWK ENERGY CORP	COM	716495106	733	38,111
PETSMART INC	COM	716768106	392	18,711
PFIZER INC	COM	717081103	22,193	1,629,455
PHARMACEUTICAL PROD DEV INC	COM	717124101	372	15,690
PHILIP MORRIS INTL INC	COM	718172109	25,713	722,679
PINNACLE WEST CAP CORP	COM	723484101	497	18,703
PIONEER NAT RES CO	COM	723787107	669	40,617
PITNEY BOWES INC	COM	724479100	659	28,212

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PLAINS EXPL& PRODTN CO	COM	726505100	253	14,701		
PLUM CREEK TIMBER CO INC	COM	729251108	345	11,884		
POLO RALPH LAUREN CORP	CL A	731572103	347	8,219		
PRAXAIR INC	COM	74005P104	6,746	100,258		
PRECISION CASTPARTS CORP	COM	740189105	4,408	73,593		
PRICE T ROWE GROUP INC	COM	74144T108	1,100	38,114		
PRICELINE COM INC	COM NEW	741503403	863	10,957		
PRIDE INTL INC DEL	COM	74153Q102	348	19,368		
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	226	27,685		
PROCTER & GAMBLE CO	COM	742718109	36,565	776,501		
PROGRESS ENERGY INC	COM	743263105	647	17,838		
PROGRESSIVE CORP OHIO	COM	743315103	1,750	130,182		
PROLOGIS	SH BEN INT	743410102	225	34,607		
PRUDENTIAL FINL INC	COM	744320102	1,550	81,479		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,197	176,337		
PUBLIC STORAGE	COM	74460D109	2,529	45,782		
PULTE HOMES INC	COM	745867101	915	83,728		
QLOGIC CORP	COM	747277101	197	17,742		
QUALCOMM INC	COM	747525103	20,782	534,112		
QUANTA SVCS INC	COM	74762E102	511	23,842		
QUEST DIAGNOSTICS INC	COM	74834L100	949	19,987		
QUEST RESOURCE CORP	COM NEW	748349305	10	33,087		
QUESTAR CORP	COM	748356102	2,401	81,585		
QUICKSILVER RESOURCES INC	COM	74837R104	156	28,100		
QWEST COMMUNICATIONS INTL IN	COM	749121109	732	213,988		
RPM INTL INC	COM	749685103	260	20,419		
RADIAN GROUP INC	COM	750236101	89	49,096		
RAMBUS INC DEL	COM	750917106	145	15,318		
RANGE RES CORP	COM	75281A109	939	22,814		
RAYTHEON CO	COM NEW	755111507	4,294	110,267		
RED HAT INC	COM	756577102	1,121	62,851		
REGIONAL BK HOLDRS TR	DEPOSITRY RCPT	75902E100	3,543	71,300		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	95	22,274		
RELIANT ENERGY INC	COM	75952B105	35	11,094		
REPUBLIC SVCS INC	COM	760759100	524	30,528		

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RESMED INC	COM	761152107	401	11,352
REYNOLDS AMERICAN INC	COM	761713106	854	23,836
RITE AID CORP	COM	767754104	6	17,450
ROBERT HALF INTL INC	COM	770323103	638	35,790
ROCKWELL AUTOMATION INC	COM	773903109	1,271	58,207
ROCKWELL COLLINS INC	COM	774341101	1,782	54,595
ROHM & HAAS CO	COM	775371107	2,219	28,145
ROPER INDS INC NEW	COM	776696106	1,880	44,298
ROSS STORES INC	COM	778296103	1,587	44,223
RYDER SYS INC	COM	783549108	418	14,758
SBA COMMUNICATIONS CORP	COM	78388J106	494	21,188
SAIC INC	COM	78390X101	195	10,421
SEI INVESTMENTS CO	COM	784117103	1,425	116,703
SLM CORP	COM	78442P106	469	94,721
SPX CORP	COM	784635104	819	17,420
SAFeway INC	COM NEW	786514208	284	14,050
ST JOE CO	COM	790148100	199	11,872
ST JUDE MED INC	COM	790849103	2,432	66,935
SALESFORCE COM INC	COM	79466L302	897	27,417
SANDISK CORP	COM	80004C101	449	35,520
SANDRIDGE ENERGY INC	COM	80007P307	105	16,006
SARA LEE CORP	COM	803111103	183	22,663
SCHEIN HENRY INC	COM	806407102	1,740	43,509
SCHERING PLOUGH CORP	COM	806605101	9,918	421,131
SCHLUMBERGER LTD	COM	806857108	12,955	318,935
SCHWAB CHARLES CORP NEW	COM	808513105	4,001	258,150
SEARS HLDGS CORP	COM	812350106	1,042	22,798
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4,528	514,000
SEMPRA ENERGY	COM	816851109	883	19,090
SEPRACOR INC	COM	817315104	232	15,827
SHAW GROUP INC	COM	820280105	334	12,171
SHERWIN WILLIAMS CO	COM	824348106	2,332	44,866
SIGMA ALDRICH CORP	COM	826552101	1,392	36,835
SIMON PPTY GROUP INC NEW	COM	828806109	2,762	79,725
SIRIUS XM RADIO INC	COM	82967N108	180	513,844
SMITH INTL INC	COM	832110100	1,495	69,595
SNAP ON INC	COM	833034101	483	19,255
SONOCO PRODS CO	COM	835495102	261	12,445
SOUTHERN CO	COM	842587107	3,111	101,593
SOUTHERN COPPER CORP	COM	84265V105	1,103	63,346
SOUTHWEST AIRLS CO	COM	844741108	388	61,230
SOUTHWEST GAS CORP	COM	844895102	746	35,420
SOUTHWESTERN ENERGY CO	COM	845467109	1,574	52,998
SPECTRA ENERGY CORP	COM	847560109	2,672	188,979
SPRINT NEXTEL CORP	COM SER 1	852061100	2,178	610,075
STANLEY WKS	COM	854616109	705	24,200

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(B)
			PENSION FAIR	SHARES OR	SHARED
		CUSIP	MARKET	PRINCIPAL	(A)
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR. V
					(C)
					AS DEF. SHARED
					OTHER
STAPLES INC	COM	855030102	4,303	237,609	

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STARBUCKS CORP	COM	855244109	3,636	327,275
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	899	70,809
STATE STR CORP	COM	857477103	1,935	62,871
STEEL DYNAMICS INC	COM	858119100	682	77,433
STERICYCLE INC	COM	858912108	822	17,214
STRAYER ED INC	COM	863236105	375	2,085
STRYKER CORP	COM	863667101	3,650	107,234
SUN MICROSYSTEMS INC	COM NEW	866810203	707	96,536
SUNOCO INC	COM	86764P109	310	11,718
SUNPOWER CORP	COM CL A	867652109	345	14,513
SUNTRUST BKS INC	COM	867914103	1,125	95,819
SUPERIOR ENERGY SVCS INC	COM	868157108	159	12,304
SUPERVALU INC	COM	868536103	837	58,597
SYMANTEC CORP	COM	871503108	2,608	174,574
SYNOPSIS INC	COM	871607107	990	47,762
SYSCO CORP	COM	871829107	2,016	88,422
TD AMERITRADE HLDG CORP	COM	87236Y108	1,670	120,909
TJX COS INC NEW	COM	872540109	4,362	170,136
TARGET CORP	COM	87612E106	8,899	258,779
TAUBMAN CTRS INC	COM	876664103	180	10,573
TECH DATA CORP	COM	878237106	520	23,859
TECHNE CORP	COM	878377100	310	5,671
TELEPHONE & DATA SYS INC	COM	879433100	1,386	52,273
TELEPHONE & DATA SYS INC	SPL COM	879433860	367	15,498
TELLABS INC	COM	879664100	58	12,714
TEMPLE INLAND INC	COM	879868107	97	18,038
TENET HEALTHCARE CORP	COM	88033G100	54	46,155
TERADATA CORP DEL	COM	88076W103	420	25,868
TERADYNE INC	COM	880770102	78	17,853
TEREX CORP NEW	COM	880779103	159	17,159
TERRA INDS INC	COM	880915103	518	18,424
TETRA TECHNOLOGIES INC DEL	COM	88162F105	36	10,975
TEXAS INSTRS INC	COM	882508104	8,307	503,151
TEXTRON INC	COM	883203101	440	76,647
THERMO FISHER SCIENTIFIC INC	COM	883556102	2,201	61,693
THOMAS & BETTS CORP	COM	884315102	1,471	58,812
THOR INDS INC	COM	885160101	279	17,837
3M CO	COM	88579Y101	11,676	234,829
TICKETMASTER ENTMT INC	COM	88633P302	62	16,826
TIDEWATER INC	COM	886423102	750	20,205
TIFFANY & CO NEW	COM	886547108	399	18,523
TIM HORTONS INC	COM	88706M103	688	27,124
TIME WARNER CABLE INC	COM	88732J207	1,951	78,663
TIMKEN CO	COM	887389104	168	12,019
TORONTO DOMINION BK ONT	COM NEW	891160509	448	12,969
TOTAL SYS SVCS INC	COM	891906109	331	23,990
TRAVELERS COMPANIES INC	COM	89417E109	8,725	214,699
TRIMBLE NAVIGATION LTD	COM	896239100	272	17,801
TUPPERWARE BRANDS CORP	COM	899896104	356	20,981
TYSON FOODS INC	CL A	902494103	125	13,365
US BANCORP DEL	COM NEW	902973304	8,527	583,625
ULTRA PETROLEUM CORP	COM	903914109	478	13,328
UNION PAC CORP	COM	907818108	7,828	190,425
UNISYS CORP	COM	909214108	18	33,888
UNITED ONLINE INC	COM	911268100	84	18,937
UNITED PARCEL SERVICE INC	CL B	911312106	9,565	194,341
UNITED STATES CELLULAR CORP	COM	911684108	432	12,949
UNITED STATES STL CORP NEW	COM	912909108	495	23,408
UNITED TECHNOLOGIES CORP	COM	913017109	11,127	258,879
UNITEDHEALTH GROUP INC	COM	91324P102	5,888	281,299
UNUM GROUP	COM	91529Y106	139	11,104
URBAN OUTFITTERS INC	COM	917047102	273	16,680

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VCA ANTECH INC	COM	918194101	279	12,384
V F CORP	COM	918204108	3,031	53,067
VALERO ENERGY CORP NEW	COM	91913Y100	927	51,781
VARIAN MED SYS INC	COM	92220P105	1,159	38,064
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	236	10,879
VERISIGN INC	COM	92343E102	539	28,588
VERIZON COMMUNICATIONS INC	COM	92343V104	40,378	1,337,028
VERTEX PHARMACEUTICALS INC	COM	92532F100	637	22,164
VIACOM INC NEW	CL B	92553P201	1,359	78,219
VISA INC	COM CL A	92826C839	5,222	93,915
VULCAN MATLS CO	COM	929160109	1,409	31,816
WADDELL & REED FINL INC	CL A	930059100	230	12,703
WAL MART STORES INC	COM	931142103	35,218	675,962
WALGREEN CO	COM	931422109	4,803	185,012
WALTER INDS INC	COM	93317Q105	256	11,206
WASHINGTON POST CO	CL B	939640108	485	1,357
WASTE MGMT INC DEL	COM	94106L109	3,619	141,349
WATERS CORP	COM	941848103	1,206	32,649

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(B)
					SHARED (C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) SHARED AS DEF. V OTHER
WATSON PHARMACEUTICALS INC	COM	942683103	289	9,284	
WATTS WATER TECHNOLOGIES INC	CL A	942749102	376	19,217	
WELLCARE HEALTH PLANS INC	COM	94946T106	384	34,119	
WELLPOINT INC	COM	94973V107	5,736	151,067	
WELLS FARGO & CO NEW	COM	949746101	14,198	997,023	
WESTERN DIGITAL CORP	COM	958102105	3,203	165,635	
WESTERN UN CO	COM	959802109	1,767	140,595	
WEYERHAEUSER CO	COM	962166104	1,039	37,690	
WHIRLPOOL CORP	COM	963320106	271	9,152	
WHOLE FOODS MKT INC	COM	966837106	346	20,588	
WILEY JOHN & SONS INC	CL A	968223206	433	14,542	
WILLIAMS COS INC DEL	COM	969457100	1,285	112,914	
WINDSTREAM CORP	COM	97381W104	443	54,922	
WISCONSIN ENERGY CORP	COM	976657106	865	21,013	
WYETH	COM	983024100	9,801	227,712	
WYNDHAM WORLDWIDE CORP	COM	98310W108	61	14,569	
WYNN RESORTS LTD	COM	983134107	494	24,759	
XTO ENERGY INC	COM	98385X106	4,203	137,279	
XCEL ENERGY INC	COM	98389B100	2,614	140,304	
XILINX INC	COM	983919101	1,825	95,267	
XEROX CORP	COM	984121103	772	169,780	
YAHOO INC	COM	984332106	6,048	472,150	
YUM BRANDS INC	COM	988498101	5,251	191,098	
ZIMMER HLDGS INC	COM	98956P102	1,954	53,529	
GRAND TOTAL			2,139,036		