

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

VERIZON COMMUNICATIONS INC
Form 13F-HR
November 14, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

Check here if Amendment / /; Amendment Number-
This Amendment (Check only one.) / / is a restatement
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.
Address: 695 Main Street, 6th Floor
Stamford, Connecticut 06901

Form 13F File Number: 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: William J. Raver

Title: Chief Operating Officer

Phone: 203 965-3361

Signature, Place, and Date of Signing:

/S/ William J. Raver

[Signature]

Stamford, Connecticut

[City, State]

11/14/05

[Date]

Report Type (Check only one.):

- /X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report-)
- / / 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- / / 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: 980

 Form 13F Information Table Value Total: 8,060,280

 (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
 September 30, 2005

| ITEM 1: ----- NAME OF ISSUER | ITEM 2: ----- TITLE OF CLASS | ITEM 3: ----- CUSIP NUMBER | ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000) | ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT | ITEM 6: ----- INV. DISCRETION | | |
|------------------------------------|------------------------------------|-------------------------------------|---|--|-------------------------------------|---------------------------------|----------------------|
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHAR V OTH |
| ACE LTD | ORD | G0070K103 | 4,189 | 89,005 | X | | |
| ACCENTURE LTD BERMUDA | CL A | G1150G111 | 323 | 12,700 | X | | |
| COOPER INDS LTD | CL A | G24182100 | 5,178 | 74,896 | X | | |
| INGERSOLL-RAND COMPANY LTD | CL A | G4776G101 | 6,025 | 157,609 | X | | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 2,499 | 54,200 | X | | |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 2,811 | 39,135 | X | | |
| NOBLE CORPORATION | SHS | G65422100 | 3,370 | 49,228 | X | | |
| TRANSOCEAN INC | ORD | G90078109 | 6,785 | 110,666 | X | | |
| WEATHERFORD INTERNATIONAL LT | COM | G95089101 | 2,338 | 34,051 | X | | |
| WHITE MTNS INS GROUP LTD | COM | G9618E107 | 1,087 | 1,800 | X | | |
| WILLIS GROUP HOLDINGS LTD | SHS | G96655108 | 469 | 12,500 | X | | |
| XL CAP LTD | CL A | G98255105 | 2,292 | 33,684 | X | | |
| ALCON INC | COM SHS | H01301102 | 1,125 | 8,800 | X | | |
| KERZNER INTERNATIONAL LTD | SHS | P6065Y107 | 1,222 | 22,000 | X | | |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 1,387 | 32,100 | X | | |
| ACCO BRANDS CORP | COM | 00081T108 | 743 | 26,341 | X | | |

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| | | | | | |
|------------------------------|-----------------|-----------|--------|-----------|---|
| A D C TELECOMMUNICATIONS | COM NEW | 000886309 | 806 | 35,272 | X |
| AFLAC INC | COM | 001055102 | 12,471 | 275,291 | X |
| AES CORP | COM | 00130H105 | 6,435 | 391,677 | X |
| AMB PROPERTY CORP | COM | 00163T109 | 241 | 5,365 | X |
| AMR CORP | COM | 001765106 | 328 | 29,324 | X |
| AT&T CORP | COM NEW | 001957505 | 6,677 | 337,219 | X |
| ABBOTT LABS | COM | 002824100 | 50,701 | 1,195,780 | X |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 3,244 | 65,072 | X |
| ACTIVISION INC NEW | COM NEW | 004930202 | 2,928 | 143,155 | X |
| ADESA INC | COM | 00686U104 | 347 | 15,717 | X |
| ADOBE SYS INC | COM | 00724F101 | 16,056 | 537,898 | X |
| ADVANCE AUTO PARTS INC | COM | 00751Y106 | 4,641 | 119,987 | X |
| ADVANCED MEDICAL OPTICS INC | COM | 00763M108 | 448 | 11,811 | X |
| AEROPOSTALE | COM | 007865108 | 759 | 35,700 | X |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 3,991 | 158,359 | X |
| AETNA INC NEW | COM | 00817Y108 | 17,424 | 202,270 | X |
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 4,999 | 91,563 | X |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 441 | 6,089 | X |
| AFFYMETRIX INC | COM | 00826T108 | 2,749 | 59,461 | X |
| AGERE SYS INC | COM | 00845V308 | 342 | 32,835 | X |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 6,551 | 200,045 | X |
| AIR PRODS & CHEMS INC | COM | 009158106 | 7,385 | 133,936 | X |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 358 | 22,420 | X |
| ALAMOSA HLDGS INC | COM | 011589108 | 562 | 32,872 | X |
| ALBERTO CULVER CO | COM | 013068101 | 2,218 | 49,574 | X |
| ALBERTSONS INC | COM | 013104104 | 3,573 | 139,311 | X |
| ALCOA INC | COM | 013817101 | 10,826 | 443,342 | X |
| ALLEGHANY CORP DEL | COM | 017175100 | 3,393 | 11,087 | X |
| ALLEGHENY ENERGY INC | COM | 017361106 | 3,368 | 109,633 | X |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 1,186 | 38,283 | X |
| ALLERGAN INC | COM | 018490102 | 10,887 | 118,825 | X |
| ALLETE INC | COM NEW | 018522300 | 1,408 | 30,733 | X |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 1,184 | 30,249 | X |
| ALLIANT ENERGY CORP | COM | 018802108 | 880 | 30,194 | X |
| ALLIANT TECHSYSTEMS INC | COM | 018804104 | 581 | 7,789 | X |
| ALLIED CAP CORP NEW | COM | 01903Q108 | 1,548 | 54,077 | X |
| ALLIED WASTE INDS INC | COM PAR\$.01NEW | 019589308 | 620 | 73,365 | X |
| ALLSTATE CORP | COM | 020002101 | 32,300 | 584,198 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|----------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------|-------|
| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| | | | | | SHARED | AS DEF. | SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE | INSTR. | V OTH |
| ALLTEL CORP | COM | 020039103 | 19,337 | 296,988 | X | | |
| ALTERA CORP | COM | 021441100 | 3,042 | 159,189 | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 110,039 | 1,492,871 | X | | |
| AMAZON COM INC | COM | 023135106 | 5,204 | 114,884 | X | | |
| AMBAC FINL GROUP INC | COM | 023139108 | 5,920 | 82,153 | X | | |
| AMERADA HESS CORP | COM | 023551104 | 6,354 | 46,212 | X | | |
| AMEREN CORP | COM | 023608102 | 3,442 | 64,349 | X | | |

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|------------------------------|----------------|-----------|--------|-----------|---|
| AMERICA MOVIL S A DE C V | SPON ADR L SHS | 02364W105 | 492 | 18,700 | X |
| AMERICAN CAPITAL STRATEGIES | COM | 024937104 | 1,333 | 36,357 | X |
| AMERICAN EAGLE OUTFITTERS NE | COM | 02553E106 | 1,301 | 55,307 | X |
| AMERICAN ELEC PWR INC | COM | 025537101 | 7,688 | 193,648 | X |
| AMERICAN EXPRESS CO | COM | 025816109 | 48,534 | 844,957 | X |
| AMERICAN INTL GROUP INC | COM | 026874107 | 93,784 | 1,513,615 | X |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 2,571 | 99,252 | X |
| AMERICAN STD COS INC DEL | COM | 029712106 | 7,334 | 157,556 | X |
| AMERICAN TOWER CORP | CL A | 029912201 | 5,378 | 215,567 | X |
| AMERICREDIT CORP | COM | 03060R101 | 396 | 16,606 | X |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 5,934 | 76,764 | X |
| AMERITRADE HLDG CORP NEW | COM | 03074K100 | 556 | 25,910 | X |
| AMETEK INC NEW | COM | 031100100 | 5,610 | 130,556 | X |
| AMGEN INC | COM | 031162100 | 65,546 | 822,717 | X |
| AMPHENOL CORP NEW | CL A | 032095101 | 4,418 | 109,531 | X |
| AMSOUTH BANCORPORATION | COM | 032165102 | 2,687 | 106,355 | X |
| ANADARKO PETE CORP | COM | 032511107 | 13,990 | 146,115 | X |
| ANALOG DEVICES INC | COM | 032654105 | 9,044 | 243,502 | X |
| ANDREW CORP | COM | 034425108 | 919 | 82,439 | X |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 17,276 | 401,383 | X |
| ANN TAYLOR STORES CORP | COM | 036115103 | 414 | 15,592 | X |
| ANSYS INC | COM | 03662Q105 | 239 | 6,200 | X |
| AON CORP | COM | 037389103 | 3,094 | 96,454 | X |
| APACHE CORP | COM | 037411105 | 8,724 | 115,976 | X |
| APARTMENT INVT & MGMT CO | CL A | 03748R101 | 1,121 | 28,905 | X |
| APOLLO GROUP INC | CL A | 037604105 | 8,098 | 121,978 | X |
| APOLLO INVT CORP | COM | 03761U106 | 548 | 27,700 | X |
| APPLE COMPUTER INC | COM | 037833100 | 31,180 | 581,615 | X |
| APPLEBEES INTL INC | COM | 037899101 | 1,164 | 56,240 | X |
| APPLERA CORP | COM AP BIO GRP | 038020103 | 1,376 | 59,225 | X |
| APPLIED MICRO CIRCUITS CORP | COM | 03822W109 | 220 | 73,230 | X |
| APPLIED MATLS INC | COM | 038222105 | 18,186 | 1,072,291 | X |
| AQUA AMERICA INC | COM | 03836W103 | 1,790 | 47,086 | X |
| ARAMARK CORP | CL B | 038521100 | 348 | 13,020 | X |
| ARCH COAL INC | COM | 039380100 | 451 | 6,677 | X |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 7,605 | 308,393 | X |
| ARCHSTONE SMITH TR | COM | 039583109 | 6,067 | 152,170 | X |
| ARROW ELECTRS INC | COM | 042735100 | 620 | 19,776 | X |
| ASHLAND INC NEW | COM | 044209104 | 1,211 | 21,923 | X |
| ASSOCIATED BANC CORP | COM | 045487105 | 394 | 12,917 | X |
| ASSURANT INC | COM | 04621X108 | 4,221 | 110,895 | X |
| ASTORIA FINL CORP | COM | 046265104 | 376 | 14,248 | X |
| AUTODESK INC | COM | 052769106 | 10,205 | 219,744 | X |
| AUTOLIV INC | COM | 052800109 | 971 | 22,333 | X |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 15,249 | 354,295 | X |
| AUTONATION INC | COM | 05329W102 | 1,941 | 97,191 | X |
| AUTOZONE INC | COM | 053332102 | 3,486 | 41,873 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|----------------|----------------|--------------|-----------------------------------|----------------------------|-------------------|
| | | | | | INV. DISCRETION |
| | | | | | (A) (B) (C) |
| | | | | | SHARED |
| | | | | | AS DEF. SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE INSTR. V OTH |

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| | | | | | |
|-----------------------------|----------------|-----------|---------|-----------|---|
| AVALONBAY CMNTYS INC | COM | 053484101 | 1,540 | 17,967 | X |
| AVAYA INC | COM | 053499109 | 1,840 | 178,611 | X |
| AVERY DENNISON CORP | COM | 053611109 | 2,249 | 42,927 | X |
| AVID TECHNOLOGY INC | COM | 05367P100 | 589 | 14,232 | X |
| AVNET INC | COM | 053807103 | 1,397 | 57,145 | X |
| AVON PRODS INC | COM | 054303102 | 9,085 | 336,465 | X |
| AZTAR CORP | COM | 054802103 | 234 | 7,600 | X |
| BB&T CORP | COM | 054937107 | 6,473 | 165,752 | X |
| BISYS GROUP INC | COM | 055472104 | 184 | 13,727 | X |
| BJS WHOLESALE CLUB INC | COM | 05548J106 | 585 | 21,042 | X |
| BJ SVCS CO | COM | 055482103 | 5,266 | 146,313 | X |
| BP PLC | SPONSORED ADR | 055622104 | 7,390 | 104,300 | X |
| BMC SOFTWARE INC | COM | 055921100 | 2,093 | 99,217 | X |
| BAKER HUGHES INC | COM | 057224107 | 12,492 | 209,319 | X |
| BALL CORP | COM | 058498106 | 3,404 | 92,662 | X |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 127,473 | 3,027,860 | X |
| BANK HAWAII CORP | COM | 062540109 | 2,554 | 51,890 | X |
| BANK NEW YORK INC | COM | 064057102 | 7,267 | 247,086 | X |
| BARD C R INC | COM | 067383109 | 11,953 | 181,021 | X |
| BARNES & NOBLE INC | COM | 067774109 | 2,088 | 55,373 | X |
| BARNES GROUP INC | COM | 067806109 | 298 | 8,300 | X |
| BARR PHARMACEUTICALS INC | COM | 068306109 | 1,320 | 24,041 | X |
| BAUSCH & LOMB INC | COM | 071707103 | 9,154 | 113,457 | X |
| BAXTER INTL INC | COM | 071813109 | 12,380 | 310,511 | X |
| BEA SYS INC | COM | 073325102 | 245 | 27,306 | X |
| BEAR STEARNS COS INC | COM | 073902108 | 21,303 | 194,109 | X |
| BEAZER HOMES USA INC | COM | 07556Q105 | 274 | 4,675 | X |
| BECKMAN COULTER INC | COM | 075811109 | 2,587 | 47,931 | X |
| BECTON DICKINSON & CO | COM | 075887109 | 15,571 | 296,995 | X |
| BED BATH & BEYOND INC | COM | 075896100 | 8,420 | 209,546 | X |
| BELLSOUTH CORP | COM | 079860102 | 28,705 | 1,091,444 | X |
| BELO CORP | COM SER A | 080555105 | 1,126 | 49,256 | X |
| BEMIS INC | COM | 081437105 | 1,512 | 61,230 | X |
| BERKLEY W R CORP | COM | 084423102 | 4,204 | 106,493 | X |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 8,856 | 108 | X |
| BEST BUY INC | COM | 086516101 | 12,860 | 295,434 | X |
| BIG LOTS INC | COM | 089302103 | 299 | 27,234 | X |
| BIOMET INC | COM | 090613100 | 3,784 | 109,017 | X |
| BIOGEN IDEC INC | COM | 09062X103 | 4,787 | 121,261 | X |
| BLACK & DECKER CORP | COM | 091797100 | 9,880 | 120,362 | X |
| BLACKROCK INC | CL A | 09247X101 | 2,020 | 22,790 | X |
| BLDRS INDEX FDS TR | EMER MK 50 ADR | 09348R300 | 478 | 4,379 | X |
| BLOCK H & R INC | COM | 093671105 | 4,361 | 181,878 | X |
| BOEING CO | COM | 097023105 | 41,203 | 606,366 | X |
| BORG WARNER INC | COM | 099724106 | 3,789 | 67,102 | X |
| BOSTON BEER INC | CL A | 100557107 | 270 | 10,800 | X |
| BOSTON PROPERTIES INC | COM | 101121101 | 497 | 7,005 | X |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 7,282 | 311,579 | X |
| BOWATER INC | COM | 102183100 | 348 | 12,300 | X |
| BOYD GAMING CORP | COM | 103304101 | 331 | 7,671 | X |
| BRIGGS & STRATTON CORP | COM | 109043109 | 270 | 7,800 | X |
| BRINKER INTL INC | COM | 109641100 | 606 | 16,123 | X |
| BRINKS CO | COM | 109696104 | 351 | 8,554 | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 29,789 | 1,238,125 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------|------|
| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| | | | | | SOLE | SHARED | SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INSTR. | AS DEF. | OTHE |
| BROADCOM CORP | CL A | 111320107 | 6,190 | 131,928 | X | | |
| BROWN & BROWN INC | COM | 115236101 | 2,491 | 50,134 | X | | |
| BROWN FORMAN CORP | CL B | 115637209 | 6,644 | 111,583 | X | | |
| BRUNSWICK CORP | COM | 117043109 | 1,638 | 43,414 | X | | |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 16,248 | 271,714 | X | | |
| BURLINGTON RES INC | COM | 122014103 | 22,408 | 275,551 | X | | |
| CBL & ASSOC PPTYS INC | COM | 124830100 | 2,784 | 67,926 | X | | |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 447 | 9,092 | X | | |
| C D W CORP | COM | 12512N105 | 930 | 15,785 | X | | |
| C H ROBINSON WORLDWIDE INC | COM | 12541W100 | 3,653 | 56,958 | X | | |
| CIGNA CORP | COM | 125509109 | 15,311 | 129,909 | X | | |
| CIT GROUP INC | COM | 125581108 | 8,363 | 185,114 | X | | |
| CMS ENERGY CORP | COM | 125896100 | 1,092 | 66,366 | X | | |
| CNF INC | COM | 12612W104 | 502 | 9,559 | X | | |
| CSX CORP | COM | 126408103 | 4,726 | 101,671 | X | | |
| CVS CORP | COM | 126650100 | 22,139 | 763,156 | X | | |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 3,113 | 101,514 | X | | |
| CABOT CORP | COM | 127055101 | 211 | 6,405 | X | | |
| CACI INTL INC | CL A | 127190304 | 336 | 5,540 | X | | |
| CADENCE DESIGN SYSTEM INC | COM | 127387108 | 524 | 32,420 | X | | |
| CALPINE CORP | COM | 131347106 | 361 | 139,505 | X | | |
| CAMPBELL SOUP CO | COM | 134429109 | 4,488 | 150,852 | X | | |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 12,661 | 159,217 | X | | |
| CAPITALSOURCE INC | COM | 14055X102 | 214 | 9,802 | X | | |
| CARDINAL HEALTH INC | COM | 14149Y108 | 15,854 | 249,905 | X | | |
| CAREER EDUCATION CORP | COM | 141665109 | 1,012 | 28,468 | X | | |
| CAREMARK RX INC | COM | 141705103 | 10,957 | 219,452 | X | | |
| CARLISLE COS INC | COM | 142339100 | 298 | 4,686 | X | | |
| CARMAX INC | COM | 143130102 | 593 | 18,969 | X | | |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 7,529 | 150,646 | X | | |
| CATERPILLAR INC DEL | COM | 149123101 | 30,456 | 518,392 | X | | |
| CELGENE CORP | COM | 151020104 | 3,005 | 55,315 | X | | |
| CENDANT CORP | COM | 151313103 | 17,562 | 850,880 | X | | |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 1,651 | 111,051 | X | | |
| CENTEX CORP | COM | 152312104 | 5,961 | 92,298 | X | | |
| CENTURYTEL INC | COM | 156700106 | 2,771 | 79,228 | X | | |
| CEPHALON INC | COM | 156708109 | 489 | 10,541 | X | | |
| CERIDIAN CORP NEW | COM | 156779100 | 758 | 36,509 | X | | |
| CERNER CORP | COM | 156782104 | 472 | 5,432 | X | | |
| CERTEGY INC | COM | 156880106 | 412 | 10,297 | X | | |
| CHAMPION ENTERPRISES INC | COM | 158496109 | 177 | 12,000 | X | | |
| CHARLES RIV LABS INTL INC | COM | 159864107 | 5,385 | 123,463 | X | | |
| CHECKFREE CORP NEW | COM | 162813109 | 644 | 17,029 | X | | |
| CHEESECAKE FACTORY INC | COM | 163072101 | 443 | 14,187 | X | | |
| CHEMTURA CORP | COM | 163893100 | 312 | 25,100 | X | | |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 1,509 | 39,462 | X | | |
| CHEVRON CORP NEW | COM | 166764100 | 88,629 | 1,369,218 | X | | |
| CHICAGO MERCANTILE HLDGS INC | CL A | 167760107 | 10,498 | 31,124 | X | | |
| CHICOS FAS INC | COM | 168615102 | 3,426 | 93,088 | X | | |
| CHOICE HOTELS INTL INC | COM | 169905106 | 341 | 5,269 | X | | |
| CHIRON CORP | COM | 170040109 | 2,027 | 46,444 | X | | |

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|---------------------|-----|-----------|--------|---------|---|
| CHOICEPOINT INC | COM | 170388102 | 1,252 | 28,995 | X |
| CHUBB CORP | COM | 171232101 | 16,763 | 187,193 | X |
| CHURCH & DWIGHT INC | COM | 171340102 | 4,678 | 126,630 | X |

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| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------------------------|----------------------|
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHAR V OTH |
| CIENA CORP | COM | 171779101 | 367 | 138,957 | X | | |
| CINCINNATI FINL CORP | COM | 172062101 | 2,604 | 62,160 | X | | |
| CINERGY CORP | COM | 172474108 | 6,330 | 142,528 | X | | |
| CIRCUIT CITY STORE INC | COM | 172737108 | 1,266 | 73,772 | X | | |
| CISCO SYS INC | COM | 17275R102 | 84,896 | 4,736,992 | X | | |
| CINTAS CORP | COM | 172908105 | 3,053 | 74,382 | X | | |
| CITIGROUP INC | COM | 172967101 | 161,468 | 3,547,182 | X | | |
| CITIZENS COMMUNICATIONS CO | COM | 17453B101 | 1,487 | 109,717 | X | | |
| CITRIX SYS INC | COM | 177376100 | 1,907 | 75,845 | X | | |
| CITY NATL CORP | COM | 178566105 | 546 | 7,793 | X | | |
| CLAIRES STORES INC | COM | 179584107 | 682 | 28,254 | X | | |
| CLARCOR INC | COM | 179895107 | 1,295 | 45,100 | X | | |
| CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 8,453 | 257,020 | X | | |
| CLOROX CO DEL | COM | 189054109 | 4,639 | 83,529 | X | | |
| COACH INC | COM | 189754104 | 13,242 | 422,274 | X | | |
| COCA COLA CO | COM | 191216100 | 60,491 | 1,400,573 | X | | |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 2,803 | 143,743 | X | | |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 5,428 | 116,502 | X | | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 12,599 | 238,664 | X | | |
| COLONIAL BANCGROUP INC | COM | 195493309 | 222 | 9,911 | X | | |
| COLUMBIA SPORTSWEAR CO | COM | 198516106 | 241 | 5,187 | X | | |
| COMCAST CORP NEW | CL A | 20030N101 | 29,000 | 987,082 | X | | |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 1,459 | 50,700 | X | | |
| COMERICA INC | COM | 200340107 | 7,646 | 129,819 | X | | |
| COMMERCE BANCORP INC NJ | COM | 200519106 | 2,137 | 69,628 | X | | |
| COMMUNITY HEALTH SYS INC NEW | COM | 203668108 | 1,229 | 31,660 | X | | |
| COMPASS BANCSHARES INC | COM | 20449H109 | 1,723 | 37,585 | X | | |
| COMPUTER ASSOC INTL INC | COM | 204912109 | 6,616 | 237,894 | X | | |
| COMPUTER SCIENCES CORP | COM | 205363104 | 7,906 | 167,110 | X | | |
| COMPUWARE CORP | COM | 205638109 | 1,311 | 137,981 | X | | |
| COMVERSE TECHNOLOGY INC | COM PAR \$0.10 | 205862402 | 3,413 | 129,908 | X | | |
| CONAGRA FOODS INC | COM | 205887102 | 4,187 | 169,156 | X | | |
| CONOCOPHILLIPS | COM | 20825C104 | 90,056 | 1,288,166 | X | | |
| CONSECO INC | COM NEW | 208464883 | 208 | 9,835 | X | | |
| CONSOL ENERGY INC | COM | 20854P109 | 1,603 | 21,021 | X | | |
| CONSOLIDATED EDISON INC | COM | 209115104 | 5,296 | 109,075 | X | | |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 10,586 | 407,145 | X | | |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 8,622 | 139,974 | X | | |
| CONVERGYS CORP | COM | 212485106 | 612 | 42,578 | X | | |
| COOPER CAMERON CORP | COM | 216640102 | 855 | 11,567 | X | | |
| COOPER COS INC | COM NEW | 216648402 | 929 | 12,128 | X | | |
| COOPER TIRE & RUBR CO | COM | 216831107 | 224 | 14,648 | X | | |

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|----------------------------|-----|-----------|--------|---------|---|
| COPART INC | COM | 217204106 | 291 | 12,207 | X |
| CORN PRODS INTL INC | COM | 219023108 | 1,438 | 71,300 | X |
| CORNING INC | COM | 219350105 | 19,088 | 987,496 | X |
| CORPORATE EXECUTIVE BRD CO | COM | 21988R102 | 1,623 | 20,812 | X |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 13,375 | 310,392 | X |
| COUNTRYWIDE FINANCIAL CORP | COM | 222372104 | 17,511 | 530,950 | X |
| COVANCE INC | COM | 222816100 | 4,009 | 83,545 | X |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 13,662 | 158,820 | X |
| CREE INC | COM | 225447101 | 342 | 13,673 | X |
| CROWN CASTLE INTL CORP | COM | 228227104 | 2,366 | 96,049 | X |
| CROWN HOLDINGS INC | COM | 228368106 | 481 | 30,184 | X |
| CULLEN FROST BANKERS INC | COM | 229899109 | 729 | 14,783 | X |

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| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|-------------------------|----------------------|
| | | | | | (A) SOLE | (B) SHARED INSTR. | (C) SHAR V OTH |
| CUMMINS INC | COM | 231021106 | 4,855 | 55,178 | X | | |
| CURTISS WRIGHT CORP | COM | 231561101 | 1,648 | 26,700 | X | | |
| CYTYC CORP | COM | 232946103 | 841 | 31,309 | X | | |
| DPL INC | COM | 233293109 | 2,302 | 82,801 | X | | |
| D R HORTON INC | COM | 23331A109 | 3,835 | 105,881 | X | | |
| DST SYS INC DEL | COM | 233326107 | 1,767 | 32,220 | X | | |
| DTE ENERGY CO | COM | 233331107 | 5,247 | 114,414 | X | | |
| DADE BEHRING HLDGS INC | COM | 23342J206 | 2,364 | 64,492 | X | | |
| DANA CORP | COM | 235811106 | 740 | 78,623 | X | | |
| DANAHER CORP DEL | COM | 235851102 | 9,799 | 182,030 | X | | |
| DARDEN RESTAURANTS INC | COM | 237194105 | 3,670 | 120,845 | X | | |
| DAVITA INC | COM | 23918K108 | 4,208 | 91,342 | X | | |
| DEAN FOODS CO NEW | COM | 242370104 | 1,739 | 44,746 | X | | |
| DEERE & CO | COM | 244199105 | 8,037 | 131,329 | X | | |
| DEL MONTE FOODS CO | COM | 24522P103 | 134 | 12,507 | X | | |
| DELL INC | COM | 24702R101 | 78,207 | 2,286,762 | X | | |
| DELPHI CORP | COM | 247126105 | 454 | 164,523 | X | | |
| DENBURY RES INC | COM NEW | 247916208 | 520 | 10,309 | X | | |
| DELUXE CORP | COM | 248019101 | 243 | 6,043 | X | | |
| DENTSPLY INTL INC NEW | COM | 249030107 | 2,015 | 37,304 | X | | |
| DEVELOPERS DIVERSIFIED RLTY | COM | 251591103 | 830 | 17,774 | X | | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 20,190 | 294,137 | X | | |
| DEX MEDIA INC | COM | 25212E100 | 760 | 27,330 | X | | |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 4,234 | 69,125 | X | | |
| DIEBOLD INC | COM | 253651103 | 599 | 17,379 | X | | |
| DILLARDS INC | CL A | 254067101 | 701 | 33,582 | X | | |
| DIRECTV GROUP INC | COM | 25459L106 | 2,042 | 136,319 | X | | |
| DISCOVERY HOLDING CO | CL A COM | 25468Y107 | 879 | 60,883 | X | | |
| DISNEY WALT CO | COM DISNEY | 254687106 | 36,152 | 1,498,211 | X | | |
| DOLLAR GEN CORP | COM | 256669102 | 3,506 | 191,142 | X | | |
| DOLLAR TREE STORES INC | COM | 256747106 | 364 | 16,832 | X | | |
| DOMINION RES INC VA NEW | COM | 25746U109 | 18,284 | 212,265 | X | | |
| DONALDSON INC | COM | 257651109 | 2,881 | 94,367 | X | | |

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|------------------------------|---------------|-----------|--------|-----------|---|
| DONNELLEY R R & SONS CO | COM | 257867101 | 4,170 | 112,503 | X |
| DORAL FINL CORP | COM | 25811P100 | 136 | 10,425 | X |
| DOVER CORP | COM | 260003108 | 3,240 | 79,421 | X |
| DOW CHEM CO | COM | 260543103 | 25,529 | 612,638 | X |
| DOW JONES & CO INC | COM | 260561105 | 958 | 25,085 | X |
| DREAMWORKS ANIMATION SKG INC | CL A | 26153C103 | 203 | 7,335 | X |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 18,913 | 482,853 | X |
| DUKE ENERGY CORP | COM | 264399106 | 17,239 | 590,970 | X |
| DUKE REALTY CORP | COM NEW | 264411505 | 306 | 9,024 | X |
| DUN & BRADSTREET CORP DEL NE | COM | 26483E100 | 1,289 | 19,575 | X |
| DYNEGY INC NEW | CL A | 26816Q101 | 410 | 87,000 | X |
| E M C CORP MASS | COM | 268648102 | 18,233 | 1,409,027 | X |
| ENSCO INTL INC | COM | 26874Q100 | 1,081 | 23,200 | X |
| ENI S P A | SPONSORED ADR | 26874R108 | 3,851 | 26,000 | X |
| EOG RES INC | COM | 26875P101 | 18,373 | 245,298 | X |
| E TRADE FINANCIAL CORP | COM | 269246104 | 1,974 | 112,165 | X |
| EAST WEST BANCORP INC | COM | 27579R104 | 326 | 9,567 | X |
| EASTMAN CHEM CO | COM | 277432100 | 1,865 | 39,708 | X |
| EASTMAN KODAK CO | COM | 277461109 | 3,179 | 130,659 | X |
| EATON CORP | COM | 278058102 | 6,093 | 95,884 | X |
| EATON VANCE CORP | COM NON VTG | 278265103 | 884 | 35,599 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------|
| | | | | | INV. DISCRETION |
| | | | | | (A) (B) (C) |
| | | | | | SHARED |
| | | | | | AS DEF. SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE INSTR. V OTH |
| EBAY INC | COM | 278642103 | 37,215 | 903,279 | X |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 1,251 | 42,317 | X |
| ECOLAB INC | COM | 278865100 | 5,338 | 167,189 | X |
| EDISON INTL | COM | 281020107 | 11,761 | 248,747 | X |
| EDUCATION MGMT CORP | COM | 28139T101 | 435 | 13,503 | X |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 480 | 10,813 | X |
| EDWARDS AG INC | COM | 281760108 | 217 | 4,952 | X |
| EL PASO CORP | COM | 28336L109 | 3,116 | 224,193 | X |
| ELECTRONIC ARTS INC | COM | 285512109 | 13,801 | 242,593 | X |
| ELECTRONIC DATA SYS NEW | COM | 285661104 | 6,667 | 297,109 | X |
| EMERSON ELEC CO | COM | 291011104 | 19,043 | 265,223 | X |
| ENCANA CORP | COM | 292505104 | 2,997 | 51,400 | X |
| ENDO PHARMACEUTICALS HLDGS I | COM | 29264F205 | 247 | 9,273 | X |
| ENERGEN CORP | COM | 29265N108 | 1,492 | 34,482 | X |
| ENERGY EAST CORP | COM | 29266M109 | 418 | 16,613 | X |
| ENERGIZER HLDGS INC | COM | 29266R108 | 2,982 | 52,588 | X |
| ENGELHARD CORP | COM | 292845104 | 1,148 | 41,141 | X |
| ENTERGY CORP NEW | COM | 29364G103 | 15,825 | 212,925 | X |
| EQUIFAX INC | COM | 294429105 | 4,393 | 125,720 | X |
| EQUITABLE RES INC | COM | 294549100 | 2,310 | 59,149 | X |
| EQUITY OFFICE PROPERTIES TRU | COM | 294741103 | 4,965 | 151,794 | X |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L107 | 3,289 | 86,901 | X |
| EXELON CORP | COM | 30161N101 | 21,196 | 396,630 | X |
| EXPEDIA INC DEL | COM | 30212P105 | 498 | 25,134 | X |

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|------------------------------|----------------|-----------|---------|-----------|---|
| EXPEDITORS INTL WASH INC | COM | 302130109 | 3,258 | 57,382 | X |
| EXPRESS SCRIPTS INC | COM | 302182100 | 4,515 | 72,591 | X |
| EXXON MOBIL CORP | COM | 30231G102 | 255,714 | 4,024,455 | X |
| FLIR SYS INC | COM | 302445101 | 390 | 13,185 | X |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 887 | 21,069 | X |
| FPL GROUP INC | COM | 302571104 | 11,860 | 249,156 | X |
| FACTSET RESH SYS INC | COM | 303075105 | 522 | 14,813 | X |
| FAIR ISAAC CORP | COM | 303250104 | 2,658 | 59,338 | X |
| FAMILY DLR STORES INC | COM | 307000109 | 1,354 | 68,167 | X |
| FASTENAL CO | COM | 311900104 | 2,190 | 35,841 | X |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 24,850 | 440,142 | X |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 20,610 | 459,838 | X |
| FEDERAL REALTY INVT TR | SH BEN INT NEW | 313747206 | 2,524 | 41,421 | X |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 15,336 | 229,340 | X |
| FEDERATED INVS INC PA | CL B | 314211103 | 1,171 | 35,228 | X |
| FEDEX CORP | COM | 31428X106 | 18,672 | 214,297 | X |
| F5 NETWORKS INC | COM | 315616102 | 297 | 6,825 | X |
| FIDELITY NATL FINL INC | COM | 316326107 | 832 | 18,690 | X |
| FIFTH THIRD BANCORP | COM | 316773100 | 6,209 | 168,991 | X |
| FIRST AMERN CORP CALIF | COM | 318522307 | 1,758 | 38,498 | X |
| FIRST BANCORP P R | COM | 318672102 | 560 | 33,100 | X |
| FIRST DATA CORP | COM | 319963104 | 19,558 | 488,953 | X |
| FIRST HORIZON NATL CORP | COM | 320517105 | 2,103 | 57,849 | X |
| FIRST MARBLEHEAD CORP | COM | 320771108 | 997 | 39,234 | X |
| FIRST MIDWEST BANCORP DEL | COM | 320867104 | 302 | 8,100 | X |
| FISERV INC | COM | 337738108 | 6,150 | 134,065 | X |
| FIRSTENERGY CORP | COM | 337932107 | 8,220 | 157,715 | X |
| FISHER SCIENTIFIC INTL INC | COM NEW | 338032204 | 2,745 | 44,235 | X |
| FLORIDA ROCK INDS INC | COM | 341140101 | 2,841 | 44,328 | X |
| FLUOR CORP NEW | COM | 343412102 | 4,732 | 73,504 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|-------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------|--------|
| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| | | | | | SOLE | SHARED | SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INSTR. | AS DEF. | V OTHE |
| FOOT LOCKER INC | COM | 344849104 | 749 | 34,154 | X | | |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 9,196 | 932,700 | X | | |
| FOREST CITY ENTERPRISES INC | CL A | 345550107 | 457 | 11,985 | X | | |
| FOREST LABS INC | COM | 345838106 | 6,625 | 170,011 | X | | |
| FORTUNE BRANDS INC | COM | 349631101 | 11,565 | 142,197 | X | | |
| FRANKLIN RES INC | COM | 354613101 | 11,321 | 134,843 | X | | |
| FREEMPORT-MCMORAN COPPER & GO | CL B | 35671D857 | 4,536 | 93,360 | X | | |
| FREESCALE SEMICONDUCTOR INC | CL B | 35687M206 | 5,581 | 236,668 | X | | |
| FRIEDMAN BILLINGS RAMSEY GRO | CL A | 358434108 | 135 | 13,229 | X | | |
| GATX CORP | COM | 361448103 | 1,099 | 27,800 | X | | |
| GALLAGHER ARTHUR J & CO | COM | 363576109 | 756 | 26,227 | X | | |
| GANNETT INC | COM | 364730101 | 9,418 | 136,823 | X | | |
| GAP INC DEL | COM | 364760108 | 5,363 | 307,675 | X | | |
| GATEWAY INC | COM | 367626108 | 174 | 64,429 | X | | |
| GAYLORD ENTMT CO NEW | COM | 367905106 | 276 | 5,800 | X | | |

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|---------------------------|----------------|-----------|---------|-----------|---|
| GEN-PROBE INC NEW | COM | 36866T103 | 869 | 17,580 | X |
| GENCORP INC | COM | 368682100 | 490 | 26,300 | X |
| GENENTECH INC | COM NEW | 368710406 | 15,797 | 187,588 | X |
| GENERAL DYNAMICS CORP | COM | 369550108 | 15,417 | 128,959 | X |
| GENERAL ELEC CO | COM | 369604103 | 255,531 | 7,589,271 | X |
| GENERAL GROWTH PPTYS INC | COM | 370021107 | 7,775 | 173,046 | X |
| GENERAL MLS INC | COM | 370334104 | 7,086 | 147,012 | X |
| GENERAL MTRS CORP | COM | 370442105 | 9,866 | 322,328 | X |
| GENTEX CORP | COM | 371901109 | 507 | 29,137 | X |
| GENUINE PARTS CO | COM | 372460105 | 6,456 | 150,494 | X |
| GENWORTH FINL INC | COM CL A | 37247D106 | 3,978 | 123,378 | X |
| GENZYME CORP | COM | 372917104 | 7,820 | 109,159 | X |
| GEORGIA PAC CORP | COM | 373298108 | 4,687 | 137,606 | X |
| GETTY IMAGES INC | COM | 374276103 | 4,667 | 54,242 | X |
| GILEAD SCIENCES INC | COM | 375558103 | 13,598 | 278,886 | X |
| GILLETTE CO | COM | 375766102 | 34,267 | 588,781 | X |
| GLOBAL PMTS INC | COM | 37940X102 | 4,201 | 54,058 | X |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 12,085 | 203,491 | X |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 40,171 | 330,408 | X |
| GOODRICH CORP | COM | 382388106 | 3,720 | 83,897 | X |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 960 | 61,592 | X |
| GOOGLE INC | CL A | 38259P508 | 16,935 | 53,515 | X |
| GRACO INC | COM | 384109104 | 1,034 | 30,172 | X |
| GRAINGER W W INC | COM | 384802104 | 4,087 | 64,948 | X |
| GRANT PRIDECO INC | COM | 38821G101 | 3,680 | 90,517 | X |
| GREAT PLAINS ENERGY INC | COM | 391164100 | 474 | 15,864 | X |
| GREIF INC | CL A | 397624107 | 785 | 13,060 | X |
| GTECH HLDGS CORP | COM | 400518106 | 711 | 22,184 | X |
| GUIDANT CORP | COM | 401698105 | 13,995 | 203,145 | X |
| HCA INC | COM | 404119109 | 11,224 | 234,227 | X |
| HCC INS HLDGS INC | COM | 404132102 | 1,409 | 49,386 | X |
| HNI CORP | COM | 404251100 | 4,071 | 67,596 | X |
| HRPT PPTYS TR | COM SH BEN INT | 40426W101 | 146 | 11,790 | X |
| HALLIBURTON CO | COM | 406216101 | 23,474 | 342,583 | X |
| HARLAND JOHN H CO | COM | 412693103 | 502 | 11,300 | X |
| HARLEY DAVIDSON INC | COM | 412822108 | 14,999 | 309,647 | X |
| HARMAN INTL INDS INC | COM | 413086109 | 4,217 | 41,238 | X |
| HARRAHS ENTMT INC | COM | 413619107 | 6,077 | 93,223 | X |
| HARRIS CORP DEL | COM | 413875105 | 4,424 | 105,844 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-----------------------|-------------|
| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE | SHARED AS DEF. INSTR. | SHAR V OTHE |
| HARSCO CORP | COM | 415864107 | 473 | 7,212 | X | | |
| HARTE-HANKS INC | COM | 416196103 | 1,403 | 53,075 | X | | |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 17,051 | 220,952 | X | | |
| HASBRO INC | COM | 418056107 | 1,039 | 52,863 | X | | |
| HAWAIIAN ELEC INDUSTRIES | COM | 419870100 | 205 | 7,358 | X | | |
| HEALTH CARE PTY INVS INC | COM | 421915109 | 225 | 8,328 | X | | |

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|------------------------------|----------------|-----------|---------|-----------|---|
| HEALTH MGMT ASSOC INC NEW | CL A | 421933102 | 2,806 | 119,556 | X |
| HEALTH NET INC | COM | 42222G108 | 709 | 14,978 | X |
| HEARST-ARGYLE TELEVISION INC | COM | 422317107 | 344 | 13,403 | X |
| HEINZ H J CO | COM | 423074103 | 5,064 | 138,591 | X |
| HELMERICH & PAYNE INC | COM | 423452101 | 481 | 7,959 | X |
| HENRY JACK & ASSOC INC | COM | 426281101 | 898 | 46,300 | X |
| HERCULES INC | COM | 427056106 | 340 | 27,836 | X |
| HERSHEY CO | COM | 427866108 | 5,031 | 89,349 | X |
| HEWLETT PACKARD CO | COM | 428236103 | 58,769 | 2,012,628 | X |
| HIBERNIA CORP | CL A | 428656102 | 913 | 30,382 | X |
| HILLENBRAND INDS INC | COM | 431573104 | 310 | 6,591 | X |
| HILTON HOTELS CORP | COM | 432848109 | 3,913 | 175,315 | X |
| HOME DEPOT INC | COM | 437076102 | 68,369 | 1,792,571 | X |
| HONEYWELL INTL INC | COM | 438516106 | 17,491 | 466,421 | X |
| HORMEL FOODS CORP | COM | 440452100 | 546 | 16,558 | X |
| HOSPITALITY PPTYS TR | COM SH BEN INT | 44106M102 | 704 | 16,416 | X |
| HOSPIRA INC | COM | 441060100 | 3,914 | 95,532 | X |
| HOST MARRIOTT CORP NEW | COM | 44107P104 | 387 | 22,884 | X |
| HOVNIANIAN ENTERPRISES INC | CL A | 442487203 | 312 | 6,095 | X |
| HUBBELL INC | CL B | 443510201 | 1,420 | 30,258 | X |
| HUDSON CITY BANCORP | COM | 443683107 | 2,696 | 226,547 | X |
| HUMANA INC | COM | 444859102 | 5,102 | 106,567 | X |
| HUNT J B TRANS SVCS INC | COM | 445658107 | 630 | 33,131 | X |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 1,573 | 69,997 | X |
| HYPERION SOLUTIONS CORP | COM | 44914M104 | 357 | 7,335 | X |
| IAC INTERACTIVECORP | COM NEW | 44919P300 | 638 | 25,170 | X |
| IMS HEALTH INC | COM | 449934108 | 2,438 | 96,851 | X |
| ISTAR FINL INC | COM | 45031U101 | 276 | 6,819 | X |
| ITT EDUCATIONAL SERVICES INC | COM | 45068B109 | 414 | 8,385 | X |
| ITT INDS INC IND | COM | 450911102 | 16,299 | 143,475 | X |
| IDEX CORP | COM | 45167R104 | 1,448 | 34,041 | X |
| IDEXX LABS INC | COM | 45168D104 | 396 | 5,922 | X |
| IKON OFFICE SOLUTIONS INC | COM | 451713101 | 100 | 10,000 | X |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 14,158 | 171,967 | X |
| IMCLONE SYS INC | COM | 45245W109 | 587 | 18,668 | X |
| IMPERIAL TOBACCO GROUP PLC | SPONSORED ADR | 453142101 | 983 | 16,900 | X |
| INAMED CORP | COM | 453235103 | 1,171 | 15,467 | X |
| INDEPENDENCE CMNTY BK CORP | COM | 453414104 | 205 | 6,008 | X |
| INDYMAC BANCORP INC | COM | 456607100 | 312 | 7,886 | X |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 735 | 9,900 | X |
| INGRAM MICRO INC | CL A | 457153104 | 677 | 36,490 | X |
| INSTINET GROUP INC | COM | 457750107 | 58 | 11,770 | X |
| INTEL CORP | COM | 458140100 | 120,874 | 4,903,622 | X |
| INTERNATIONAL BANCSHARES COR | COM | 459044103 | 339 | 11,403 | X |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 84,945 | 1,058,906 | X |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 1,318 | 36,992 | X |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 4,116 | 152,431 | X |
| INTL PAPER CO | COM | 460146103 | 8,058 | 270,389 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|---------|---------|---------|---------|---------|------------------------------|
| | | | | | INV. DISCRETION |
| | | | | | (A) (B) (C) |
| | | | | | SHARED |
| | | | | | AS DEF. SHAR |
| | | | | | PENSION FAIR SHARES OR |
| | | | | | CUSIP MARKET VALUE PRINCIPAL |

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| NAME OF ISSUER | TITLE OF CLASS | NUMBER | (\$000) | AMOUNT | SOLE INSTR. V OTH |
|------------------------------|----------------|-----------|---------|-----------|-------------------|
| INTERNATIONAL RECTIFIER CORP | COM | 460254105 | 2,632 | 58,388 | X |
| INTERNATIONAL SPEEDWAY CORP | CL A | 460335201 | 2,454 | 46,772 | X |
| INTERSIL CORP | CL A | 46069S109 | 396 | 18,197 | X |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 2,002 | 172,003 | X |
| INTUIT | COM | 461202103 | 3,426 | 76,461 | X |
| INVITROGEN CORP | COM | 46185R100 | 2,004 | 26,642 | X |
| INVESTORS FINL SERVICES CORP | COM | 461915100 | 399 | 12,137 | X |
| IRON MTN INC | COM | 462846106 | 833 | 22,700 | X |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 25,138 | 365,160 | X |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 1,485 | 29,800 | X |
| ISHARES TR | RUSL 2000 GROW | 464287648 | 420 | 6,100 | X |
| IVAX CORP | COM | 465823102 | 2,206 | 83,706 | X |
| JDS UNIPHASE CORP | COM | 46612J101 | 1,271 | 572,461 | X |
| JPMORGAN & CHASE & CO | COM | 46625H100 | 59,342 | 1,748,945 | X |
| JABIL CIRCUIT INC | COM | 466313103 | 4,311 | 139,439 | X |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 1,080 | 16,019 | X |
| JANUS CAP GROUP INC | COM | 47102X105 | 979 | 67,744 | X |
| JEFFERSON PILOT CORP | COM | 475070108 | 3,411 | 66,651 | X |
| JETBLUE AWYS CORP | COM | 477143101 | 384 | 21,831 | X |
| JOHNSON & JOHNSON | COM | 478160104 | 164,422 | 2,598,325 | X |
| JOHNSON CTLS INC | COM | 478366107 | 10,603 | 170,871 | X |
| JONES APPAREL GROUP INC | COM | 480074103 | 2,665 | 93,519 | X |
| JOY GLOBAL INC | COM | 481165108 | 736 | 14,583 | X |
| JUNIPER NETWORKS INC | COM | 48203R104 | 3,959 | 166,326 | X |
| KLA-TENCOR CORP | COM | 482480100 | 4,053 | 83,112 | X |
| KB HOME | COM | 48666K109 | 5,466 | 74,676 | X |
| KELLOGG CO | COM | 487836108 | 6,805 | 147,529 | X |
| KERR MCGEE CORP | COM | 492386107 | 5,086 | 52,375 | X |
| KEYCORP NEW | COM | 493267108 | 7,131 | 221,121 | X |
| KEYSPAN CORP | COM | 49337W100 | 1,942 | 52,810 | X |
| KIMBERLY CLARK CORP | COM | 494368103 | 19,269 | 323,692 | X |
| KIMCO REALTY CORP | COM | 49446R109 | 5,858 | 186,447 | X |
| KINDER MORGAN INC KANS | COM | 49455P101 | 7,809 | 81,207 | X |
| KINETIC CONCEPTS INC | COM NEW | 49460W208 | 2,075 | 36,535 | X |
| KING PHARMACEUTICALS INC | COM | 495582108 | 1,125 | 73,159 | X |
| KNIGHT RIDDER INC | COM | 499040103 | 1,782 | 30,366 | X |
| KOHL'S CORP | COM | 500255104 | 6,940 | 138,300 | X |
| KRAFT FOODS INC | CL A | 50075N104 | 875 | 28,601 | X |
| KROGER CO | COM | 501044101 | 6,824 | 331,432 | X |
| LSI LOGIC CORP | COM | 502161102 | 1,332 | 135,258 | X |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 4,281 | 54,142 | X |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 2,769 | 56,849 | X |
| LAFARGE NORTH AMERICA INC | COM | 505862102 | 1,141 | 16,874 | X |
| LAM RESEARCH CORP | COM | 512807108 | 2,949 | 96,784 | X |
| LAMAR ADVERTISING CO | CL A | 512815101 | 616 | 13,577 | X |
| LANDAUER INC | COM | 51476K103 | 250 | 5,100 | X |
| LANDSTAR SYS INC | COM | 515098101 | 434 | 10,846 | X |
| LAUDER ESTEE COS INC | CL A | 518439104 | 1,868 | 53,642 | X |
| LAUREATE EDUCATION INC | COM | 518613104 | 416 | 8,485 | X |
| LEAR CORP | COM | 521865105 | 1,309 | 38,538 | X |
| LEE ENTERPRISES INC | COM | 523768109 | 1,970 | 46,374 | X |
| LEGGETT & PLATT INC | COM | 524660107 | 1,279 | 63,293 | X |
| LEGG MASON INC | COM | 524901105 | 8,523 | 77,701 | X |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 28,607 | 245,594 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|----------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------------------------|------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION | | |
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHARED V OTH |
| LENNAR CORP | CL A | 526057104 | 1,089 | 18,225 | X | | |
| LEUCADIA NATL CORP | COM | 527288104 | 1,021 | 23,693 | X | | |
| LEXMARK INTL NEW | CL A | 529771107 | 5,651 | 92,567 | X | | |
| LIBERTY GLOBAL INC | COM SER A | 530555101 | 3,733 | 137,811 | X | | |
| LIBERTY GLOBAL INC | COM SER C | 530555309 | 2,165 | 84,083 | X | | |
| LIBERTY MEDIA CORP NEW | COM SER A | 530718105 | 4,932 | 612,683 | X | | |
| LIBERTY PPTY TR | SH BEN INT | 531172104 | 233 | 5,468 | X | | |
| LIFEPOINT HOSPITALS INC | COM | 53219L109 | 549 | 12,555 | X | | |
| LILLY ELI & CO | COM | 532457108 | 38,309 | 715,781 | X | | |
| LIMITED BRANDS INC | COM | 532716107 | 4,676 | 228,880 | X | | |
| LINCARE HLDGS INC | COM | 532791100 | 6,617 | 161,204 | X | | |
| LINCOLN NATL CORP IND | COM | 534187109 | 3,574 | 68,712 | X | | |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 9,787 | 260,350 | X | | |
| LIZ CLAIBORNE INC | COM | 539320101 | 2,579 | 65,589 | X | | |
| LOCKHEED MARTIN CORP | COM | 539830109 | 11,255 | 184,394 | X | | |
| LOEWS CORP | COM | 540424108 | 12,173 | 131,732 | X | | |
| LONGS DRUG STORES CORP | COM | 543162101 | 437 | 10,200 | X | | |
| LOUISIANA PAC CORP | COM | 546347105 | 1,186 | 42,820 | X | | |
| LOWES COS INC | COM | 548661107 | 34,300 | 532,613 | X | | |
| LUBRIZOL CORP | COM | 549271104 | 1,586 | 36,599 | X | | |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 6,844 | 2,105,726 | X | | |
| LYONDELL CHEMICAL CO | COM | 552078107 | 2,097 | 73,268 | X | | |
| M & T BK CORP | COM | 55261F104 | 6,511 | 61,597 | X | | |
| MBIA INC | COM | 55262C100 | 5,276 | 87,030 | X | | |
| MBNA CORP | COM | 55262L100 | 11,025 | 447,444 | X | | |
| M D C HLDGS INC | COM | 552676108 | 1,575 | 19,964 | X | | |
| MDU RES GROUP INC | COM | 552690109 | 1,453 | 40,770 | X | | |
| MEMC ELECTR MATLS INC | COM | 552715104 | 953 | 41,816 | X | | |
| MGIC INVT CORP WIS | COM | 552848103 | 2,407 | 37,492 | X | | |
| MGI PHARMA INC | COM | 552880106 | 469 | 20,200 | X | | |
| MGM MIRAGE | COM | 552953101 | 2,103 | 48,045 | X | | |
| MSC INDL DIRECT INC | CL A | 553530106 | 632 | 19,048 | X | | |
| MACERICH CO | COM | 554382101 | 383 | 5,897 | X | | |
| MACROMEDIA INC | COM | 556100105 | 557 | 13,700 | X | | |
| MANOR CARE INC NEW | COM | 564055101 | 1,346 | 35,047 | X | | |
| MANPOWER INC | COM | 56418H100 | 646 | 14,542 | X | | |
| MANULIFE FINL CORP | COM | 56501R106 | 1,380 | 25,874 | X | | |
| MARATHON OIL CORP | COM | 565849106 | 20,078 | 291,284 | X | | |
| MARKEL CORP | COM | 570535104 | 376 | 1,139 | X | | |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 5,382 | 177,088 | X | | |
| MARSHALL & ILSLEY CORP | COM | 571834100 | 4,864 | 111,788 | X | | |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 8,504 | 134,992 | X | | |
| MARTIN MARIETTA MATLS INC | COM | 573284106 | 595 | 7,581 | X | | |
| MASCO CORP | COM | 574599106 | 8,131 | 265,022 | X | | |
| MASSEY ENERGY CORP | COM | 576206106 | 738 | 14,447 | X | | |
| MATTEL INC | COM | 577081102 | 2,200 | 131,877 | X | | |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 8,459 | 198,327 | X | | |
| MAYTAG CORP | COM | 578592107 | 355 | 19,443 | X | | |
| MCAFEE INC | COM | 579064106 | 2,198 | 69,970 | X | | |
| MCCLATCHY CO | CL A | 579489105 | 641 | 9,831 | X | | |

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| | | | | | |
|---------------------|-------------|-----------|--------|---------|---|
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 1,876 | 57,491 | X |
| MCDONALDS CORP | COM | 580135101 | 31,399 | 937,565 | X |
| MCGRAW HILL COS INC | COM | 580645109 | 11,695 | 243,437 | X |
| MCKESSON CORP | COM | 58155Q103 | 6,373 | 134,311 | X |

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| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|-------------------------|-------------------------------|
| | | | | | (A) SOLE | (B) SHARED INSTR. | (C) AS DEF. SHAR V OTHE |
| MEADWESTVACO CORP | COM | 583334107 | 3,171 | 114,819 | X | | |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 15,170 | 276,675 | X | | |
| MEDIA GEN INC | CL A | 584404107 | 3,353 | 57,800 | X | | |
| MEDIMMUNE INC | COM | 584699102 | 3,558 | 105,749 | X | | |
| MEDTRONIC INC | COM | 585055106 | 36,490 | 680,523 | X | | |
| MELLON FINL CORP | COM | 58551A108 | 4,214 | 131,803 | X | | |
| MENS WEARHOUSE INC | COM | 587118100 | 234 | 8,769 | X | | |
| MERCANTILE BANKSHARES CORP | COM | 587405101 | 268 | 4,977 | X | | |
| MERCK & CO INC | COM | 589331107 | 42,942 | 1,578,171 | X | | |
| MERCURY INTERACTIVE CORP | COM | 589405109 | 1,624 | 40,998 | X | | |
| MEREDITH CORP | COM | 589433101 | 1,018 | 20,400 | X | | |
| MERRILL LYNCH & CO INC | COM | 590188108 | 31,211 | 508,732 | X | | |
| METLIFE INC | COM | 59156R108 | 19,644 | 394,222 | X | | |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 336 | 6,594 | X | | |
| MICHAELS STORES INC | COM | 594087108 | 1,785 | 54,002 | X | | |
| MICROSOFT CORP | COM | 594918104 | 182,989 | 7,111,895 | X | | |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 1,385 | 45,982 | X | | |
| MICRON TECHNOLOGY INC | COM | 595112103 | 2,918 | 219,413 | X | | |
| MILLENNIUM PHARMACEUTICALS I | COM | 599902103 | 351 | 37,654 | X | | |
| MILLER HERMAN INC | COM | 600544100 | 802 | 26,483 | X | | |
| MILLIPORE CORP | COM | 601073109 | 1,358 | 21,600 | X | | |
| MILLS CORP | COM | 601148109 | 1,982 | 35,987 | X | | |
| MODINE MFG CO | COM | 607828100 | 253 | 6,900 | X | | |
| MOHAWK INDS INC | COM | 608190104 | 2,505 | 31,212 | X | | |
| MOLEX INC | COM | 608554101 | 1,385 | 51,900 | X | | |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 1,374 | 21,464 | X | | |
| MONSANTO CO NEW | COM | 61166W101 | 16,612 | 264,741 | X | | |
| MONSTER WORLDWIDE INC | COM | 611742107 | 1,484 | 48,332 | X | | |
| MOODYS CORP | COM | 615369105 | 10,675 | 208,988 | X | | |
| MORGAN STANLEY | COM NEW | 617446448 | 32,395 | 600,575 | X | | |
| MOTOROLA INC | COM | 620076109 | 41,117 | 1,865,405 | X | | |
| MURPHY OIL CORP | COM | 626717102 | 7,810 | 156,598 | X | | |
| MYLAN LABS INC | COM | 628530107 | 2,370 | 123,070 | X | | |
| NCR CORP NEW | COM | 62886E108 | 4,874 | 152,748 | X | | |
| NII HLDGS INC | CL B NEW | 62913F201 | 4,898 | 57,994 | X | | |
| NRG ENERGY INC | COM NEW | 629377508 | 243 | 5,700 | X | | |
| NTL INC DEL | COM | 62940M104 | 1,750 | 26,199 | X | | |
| NVR INC | COM | 62944T105 | 862 | 974 | X | | |
| NALCO HOLDING COMPANY | COM | 62985Q101 | 255 | 15,113 | X | | |
| NATIONAL CITY CORP | COM | 635405103 | 12,215 | 365,279 | X | | |
| NATIONAL HEALTH INVS INC | COM | 63633D104 | 324 | 11,730 | X | | |

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| | | | | | |
|------------------------------|------|-----------|-------|---------|---|
| NATIONAL INSTRS CORP | COM | 636518102 | 246 | 10,003 | X |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 6,539 | 99,375 | X |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 4,935 | 188,150 | X |
| NATIONWIDE FINL SVCS INC | CL A | 638612101 | 344 | 8,592 | X |
| NAVISTAR INTL CORP NEW | COM | 63934E108 | 874 | 26,943 | X |
| NAVTEQ CORP | COM | 63936L100 | 814 | 16,295 | X |
| NEIMAN MARCUS GROUP INC | CL A | 640204202 | 2,210 | 22,115 | X |
| NETWORK APPLIANCE INC | COM | 64120L104 | 6,755 | 284,552 | X |
| NEW CENTURY FINANCIAL CORP M | COM | 6435EV108 | 223 | 6,136 | X |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 277 | 16,900 | X |
| NEW YORK TIMES CO | CL A | 650111107 | 1,322 | 44,433 | X |
| NEWELL RUBBERMAID INC | COM | 651229106 | 2,050 | 90,510 | X |
| NEWFIELD EXPL CO | COM | 651290108 | 926 | 18,867 | X |

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| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------------------------|----------------------|
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHAR V OTH |
| NEWMONT MINING CORP | COM | 651639106 | 11,027 | 233,775 | X | | |
| NEWS CORP | CL A | 65248E104 | 15,000 | 962,181 | X | | |
| NEWS CORP | CL B | 65248E203 | 409 | 24,800 | X | | |
| NEXTEL PARTNERS INC | CL A | 65333F107 | 1,403 | 55,911 | X | | |
| NICOR INC | COM | 654086107 | 905 | 21,529 | X | | |
| NIKE INC | CL B | 654106103 | 17,255 | 211,248 | X | | |
| NISOURCE INC | COM | 65473P105 | 2,032 | 83,782 | X | | |
| NOKIA CORP | SPONSORED ADR | 654902204 | 851 | 50,300 | X | | |
| NOBLE ENERGY INC | COM | 655044105 | 689 | 14,696 | X | | |
| NORDSTROM INC | COM | 655664100 | 5,067 | 147,652 | X | | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 8,928 | 220,120 | X | | |
| NORTEL NETWORKS CORP NEW | COM | 656568102 | 1,670 | 512,300 | X | | |
| NORTH FORK BANCORPORATION NY | COM | 659424105 | 4,029 | 157,984 | X | | |
| NORTHERN TR CORP | COM | 665859104 | 3,559 | 70,407 | X | | |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 15,100 | 277,838 | X | | |
| NOVELL INC | COM | 670006105 | 861 | 115,528 | X | | |
| NOVELLUS SYS INC | COM | 670008101 | 1,222 | 48,744 | X | | |
| NSTAR | COM | 67019E107 | 1,396 | 48,258 | X | | |
| NUCOR CORP | COM | 670346105 | 6,275 | 106,372 | X | | |
| NVIDIA CORP | COM | 67066G104 | 2,601 | 75,873 | X | | |
| OGE ENERGY CORP | COM | 670837103 | 345 | 12,289 | X | | |
| NUVEEN INVTS INC | CL A | 67090F106 | 414 | 10,516 | X | | |
| OSI PHARMACEUTICALS INC | COM | 671040103 | 272 | 9,311 | X | | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 38,309 | 448,428 | X | | |
| OFFICEMAX INC DEL | COM | 67622P101 | 806 | 25,448 | X | | |
| OFFICE DEPOT INC | COM | 676220106 | 3,887 | 130,886 | X | | |
| OLD REP INTL CORP | COM | 680223104 | 650 | 24,362 | X | | |
| OMNICARE INC | COM | 681904108 | 1,653 | 29,405 | X | | |
| OMNICOM GROUP INC | COM | 681919106 | 11,414 | 136,479 | X | | |
| ONEOK INC NEW | COM | 682680103 | 1,700 | 49,980 | X | | |
| ORACLE CORP | COM | 68389X105 | 36,045 | 2,907,294 | X | | |
| O REILLY AUTOMOTIVE INC | COM | 686091109 | 2,045 | 72,569 | X | | |

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|------------------------------|---------|-----------|-------|---------|---|
| OSHKOSH TRUCK CORP | COM | 688239201 | 2,478 | 57,414 | X |
| OUTBACK STEAKHOUSE INC | COM | 689899102 | 783 | 21,388 | X |
| OVERSEAS SHIPHOLDING GROUP I | COM | 690368105 | 2,131 | 36,526 | X |
| OWENS ILL INC | COM NEW | 690768403 | 508 | 24,638 | X |
| PG&E CORP | COM | 69331C108 | 9,941 | 253,283 | X |
| PHH CORP | COM NEW | 693320202 | 256 | 9,315 | X |
| PMC-SIERRA INC | COM | 69344F106 | 391 | 44,358 | X |
| PMI GROUP INC | COM | 69344M101 | 811 | 20,342 | X |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 6,244 | 107,616 | X |
| PPG INDS INC | COM | 693506107 | 5,186 | 87,609 | X |
| PPL CORP | COM | 69351T106 | 9,385 | 290,291 | X |
| PACCAR INC | COM | 693718108 | 7,560 | 111,362 | X |
| PACIFICARE HEALTH SYS DEL | COM | 695112102 | 1,200 | 15,036 | X |
| PACTIV CORP | COM | 695257105 | 987 | 56,349 | X |
| PALL CORP | COM | 696429307 | 2,835 | 103,080 | X |
| PANERA BREAD CO | CL A | 69840W108 | 251 | 4,905 | X |
| PARAMETRIC TECHNOLOGY CORP | COM | 699173100 | 462 | 66,247 | X |
| PARKER HANNIFIN CORP | COM | 701094104 | 2,972 | 46,217 | X |
| PATTERSON COMPANIES INC | COM | 703395103 | 1,356 | 33,867 | X |
| PATTERSON UTI ENERGY INC | COM | 703481101 | 1,931 | 53,512 | X |
| PAYCHEX INC | COM | 704326107 | 7,363 | 198,520 | X |
| PEABODY ENERGY CORP | COM | 704549104 | 4,425 | 52,459 | X |

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| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------------------------|-----------------------|
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHAR V OTHE |
| PENN NATL GAMING INC | COM | 707569109 | 383 | 12,307 | X | | |
| PENNEY J C INC | COM | 708160106 | 7,480 | 157,742 | X | | |
| PENTAIR INC | COM | 709631105 | 2,050 | 56,171 | X | | |
| PEOPLES BK BRIDGEPORT CONN | COM | 710198102 | 870 | 30,035 | X | | |
| PEOPLES ENERGY CORP | COM | 711030106 | 555 | 14,081 | X | | |
| PEPCO HOLDINGS INC | COM | 713291102 | 275 | 11,835 | X | | |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 2,622 | 91,829 | X | | |
| PEPSIAMERICAS INC | COM | 71343P200 | 2,763 | 121,558 | X | | |
| PEPSICO INC | COM | 713448108 | 66,040 | 1,164,514 | X | | |
| PERKINELMER INC | COM | 714046109 | 1,788 | 87,753 | X | | |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 944 | 13,200 | X | | |
| PETSMART INC | COM | 716768106 | 569 | 26,110 | X | | |
| PFIZER INC | COM | 717081103 | 124,997 | 5,005,891 | X | | |
| PHARMACEUTICAL PROD DEV INC | COM | 717124101 | 1,787 | 31,076 | X | | |
| PHELPS DODGE CORP | COM | 717265102 | 7,594 | 58,449 | X | | |
| PHILADELPHIA CONS HLDG CORP | COM | 717528103 | 232 | 2,736 | X | | |
| PILGRIMS PRIDE CORP | COM | 721467108 | 2,645 | 72,654 | X | | |
| PINNACLE WEST CAP CORP | COM | 723484101 | 4,387 | 99,525 | X | | |
| PIONEER NAT RES CO | COM | 723787107 | 552 | 10,059 | X | | |
| PITNEY BOWES INC | COM | 724479100 | 5,282 | 126,553 | X | | |
| PIXAR | COM | 725811103 | 3,563 | 80,040 | X | | |
| PLAINS EXPL& PRODTN CO | COM | 726505100 | 602 | 14,063 | X | | |
| PLANTRONICS INC NEW | COM | 727493108 | 598 | 19,400 | X | | |

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|------------------------------|------------|-----------|---------|-----------|---|
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 2,106 | 55,562 | X |
| POGO PRODUCING CO | COM | 730448107 | 396 | 6,721 | X |
| POLARIS INDS INC | COM | 731068102 | 522 | 10,534 | X |
| POLO RALPH LAUREN CORP | CL A | 731572103 | 1,519 | 30,204 | X |
| POPULAR INC | COM | 733174106 | 1,121 | 46,267 | X |
| PRAXAIR INC | COM | 74005P104 | 10,070 | 210,091 | X |
| PRECISION CASTPARTS CORP | COM | 740189105 | 11,767 | 221,608 | X |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 4,582 | 70,170 | X |
| PRIDE INTL INC DEL | COM | 74153Q102 | 576 | 20,212 | X |
| PRINCIPAL FINANCIAL GROUP IN | COM | 74251V102 | 7,816 | 164,992 | X |
| PROCTER & GAMBLE CO | COM | 742718109 | 119,723 | 2,013,504 | X |
| PROGRESS ENERGY INC | COM | 743263105 | 3,465 | 77,431 | X |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 11,470 | 109,481 | X |
| PROLOGIS | SH BEN INT | 743410102 | 3,311 | 74,716 | X |
| PROTECTIVE LIFE CORP | COM | 743674103 | 960 | 23,314 | X |
| PROTEIN DESIGN LABS INC | COM | 74369L103 | 540 | 19,268 | X |
| PROVIDIAN FINL CORP | COM | 74406A102 | 3,233 | 182,859 | X |
| PRUDENTIAL FINL INC | COM | 744320102 | 22,036 | 326,169 | X |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 7,499 | 116,513 | X |
| PUBLIC STORAGE INC | COM | 74460D109 | 4,227 | 63,087 | X |
| PULTE HOMES INC | COM | 745867101 | 6,576 | 153,210 | X |
| QLOGIC CORP | COM | 747277101 | 1,975 | 57,747 | X |
| QUALCOMM INC | COM | 747525103 | 64,114 | 1,432,718 | X |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 7,322 | 144,870 | X |
| QUESTAR CORP | COM | 748356102 | 7,814 | 88,671 | X |
| QUICKSILVER RESOURCES INC | COM | 74837R104 | 488 | 10,216 | X |
| QUIKSILVER INC | COM | 74838C106 | 310 | 21,440 | X |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 2,953 | 720,215 | X |
| R H DONNELLEY CORP | COM NEW | 74955W307 | 304 | 4,805 | X |
| RPM INTL INC | COM | 749685103 | 410 | 22,306 | X |
| RADIAN GROUP INC | COM | 750236101 | 4,866 | 91,630 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
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| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| | | | | | SHARES OR | SHARED | SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | PENSION FAIR | SHARES OR | SOLE | INSTR. | V OTH |
| | | | | | MARKET VALUE | AS DEF. | OTHER |
| | | | | | (\$000) | AMOUNT | |
| RADIOSHACK CORP | COM | 750438103 | 1,562 | 62,972 | X | | |
| RANGE RES CORP | COM | 75281A109 | 606 | 15,697 | X | | |
| RAYONIER INC | COM | 754907103 | 952 | 16,527 | X | | |
| RAYTHEON CO | COM NEW | 755111507 | 7,514 | 197,641 | X | | |
| REALTY INCOME CORP | COM | 756109104 | 321 | 13,425 | X | | |
| RED HAT INC | COM | 756577102 | 746 | 35,213 | X | | |
| REEBOK INTL LTD | COM | 758110100 | 1,814 | 32,071 | X | | |
| REGENCY CTRS CORP | COM | 758849103 | 233 | 4,063 | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 6,931 | 222,722 | X | | |
| RELIANT ENERGY INC | COM | 75952B105 | 470 | 30,415 | X | | |
| RENAL CARE GROUP INC | COM | 759930100 | 2,700 | 57,055 | X | | |
| RENT A CTR INC NEW | COM | 76009N100 | 204 | 10,573 | X | | |
| REPUBLIC SVCS INC | COM | 760759100 | 2,021 | 57,281 | X | | |
| RESMED INC | COM | 761152107 | 505 | 6,342 | X | | |

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|-------------------------|----------------|-----------|--------|-----------|---|
| RESPIRONICS INC | COM | 761230101 | 2,194 | 52,005 | X |
| REYNOLDS & REYNOLDS CO | CL A | 761695105 | 1,233 | 44,977 | X |
| REYNOLDS AMERICAN INC | COM | 761713106 | 4,516 | 54,393 | X |
| RITE AID CORP | COM | 767754104 | 129 | 33,365 | X |
| ROBERT HALF INTL INC | COM | 770323103 | 2,670 | 75,016 | X |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 6,090 | 115,130 | X |
| ROCKWELL COLLINS INC | COM | 774341101 | 6,928 | 143,372 | X |
| ROHM & HAAS CO | COM | 775371107 | 2,777 | 67,520 | X |
| ROPER INDS INC NEW | COM | 776696106 | 2,435 | 61,979 | X |
| ROSS STORES INC | COM | 778296103 | 1,094 | 46,143 | X |
| ROWAN COS INC | COM | 779382100 | 1,472 | 41,467 | X |
| RYDER SYS INC | COM | 783549108 | 762 | 22,256 | X |
| RYLAND GROUP INC | COM | 783764103 | 1,766 | 25,810 | X |
| SBC COMMUNICATIONS INC | COM | 78387G103 | 46,972 | 1,959,635 | X |
| SCP POOL CORP | COM | 784028102 | 333 | 9,536 | X |
| SEI INVESTMENTS CO | COM | 784117103 | 1,399 | 37,227 | X |
| SL GREEN RLTY CORP | COM | 78440X101 | 210 | 3,082 | X |
| SLM CORP | COM | 78442P106 | 15,513 | 289,209 | X |
| SPX CORP | COM | 784635104 | 808 | 17,594 | X |
| SABRE HLDGS CORP | CL A | 785905100 | 1,130 | 55,718 | X |
| SAFECO CORP | COM | 786429100 | 2,041 | 38,231 | X |
| SAFEWAY INC | COM NEW | 786514208 | 5,238 | 204,613 | X |
| ST JOE CO | COM | 790148100 | 2,586 | 41,405 | X |
| ST JUDE MED INC | COM | 790849103 | 16,427 | 351,010 | X |
| ST PAUL TRAVELERS INC | COM | 792860108 | 10,886 | 242,613 | X |
| SAKS INC | COM | 79377W108 | 186 | 10,036 | X |
| SALESFORCE COM INC | COM | 79466L302 | 287 | 12,423 | X |
| SANDISK CORP | COM | 80004C101 | 4,136 | 85,732 | X |
| SANMINA SCI CORP | COM | 800907107 | 1,060 | 247,064 | X |
| SAP AKTIENGESELLSCHAFT | SPONSORED ADR | 803054204 | 845 | 19,500 | X |
| SARA LEE CORP | COM | 803111103 | 7,799 | 411,572 | X |
| SCANA CORP NEW | COM | 80589M102 | 2,465 | 58,355 | X |
| SCHEIN HENRY INC | COM | 806407102 | 1,333 | 31,266 | X |
| SCHERING PLOUGH CORP | COM | 806605101 | 20,314 | 965,037 | X |
| SCHLUMBERGER LTD | COM | 806857108 | 12,142 | 143,899 | X |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 7,976 | 552,746 | X |
| SCIENTIFIC ATLANTA INC | COM | 808655104 | 5,206 | 138,780 | X |
| SCIENTIFIC GAMES CORP | CL A | 80874P109 | 339 | 10,923 | X |
| SCOTTISH PWR PLC | SPON ADR FINAL | 81013T705 | 921 | 22,900 | X |
| SCRIPPS E W CO OHIO | CL A | 811054204 | 5,023 | 100,511 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|-----------------------|----------------|--------------|-----------------------------------|----------------------------|---------------------|
| | | | | | INV. DISCRETION |
| | | | | | (A) (B) (C) |
| | | | | | SHARED |
| | | | | | AS DEF. SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE INSTR. V OTHER |
| SEALED AIR CORP NEW | COM | 81211K100 | 1,450 | 30,542 | X |
| SEARS HLDGS CORP | COM | 812350106 | 8,883 | 71,391 | X |
| SELECT SECTOR SPDR TR | SBI MATERIALS | 81369Y100 | 2,063 | 75,100 | X |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 1,083 | 37,600 | X |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 917 | 39,400 | X |

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|------------------------------|----------------|-----------|--------|-----------|---|
| SELECT SECTOR SPDR TR | SBI CONS DISCR | 81369Y407 | 5,153 | 158,600 | X |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 4,844 | 164,100 | X |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 2,802 | 83,400 | X |
| SEMPRA ENERGY | COM | 816851109 | 7,414 | 157,542 | X |
| SEPRACOR INC | COM | 817315104 | 2,262 | 38,341 | X |
| SERVICE CORP INTL | COM | 817565104 | 392 | 47,318 | X |
| SERVICEMASTER CO | COM | 81760N109 | 536 | 39,605 | X |
| 7-ELEVEN INC | COM NEW | 817826209 | 857 | 24,061 | X |
| SHERWIN WILLIAMS CO | COM | 824348106 | 9,644 | 218,841 | X |
| SIEBEL SYS INC | COM | 826170102 | 1,705 | 165,078 | X |
| SIERRA HEALTH SVCS INC | COM | 826322109 | 1,122 | 16,285 | X |
| SIGMA ALDRICH CORP | COM | 826552101 | 3,137 | 48,969 | X |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 9,864 | 133,084 | X |
| SIMON PPTY GROUP INC NEW | PFD CONV I 6% | 828806802 | 268 | 4,254 | X |
| SIRIUS SATELLITE RADIO INC | COM | 82966U103 | 2,190 | 334,795 | X |
| SMITH & NEPHEW PLC | SPDN ADR NEW | 83175M205 | 259 | 6,100 | X |
| SMITH INTL INC | COM | 832110100 | 2,465 | 73,995 | X |
| SMITHFIELD FOODS INC | COM | 832248108 | 954 | 32,147 | X |
| SMURFIT-STONE CONTAINER CORP | COM | 832727101 | 167 | 16,134 | X |
| SNAP ON INC | COM | 833034101 | 632 | 17,487 | X |
| SOLECTRON CORP | COM | 834182107 | 1,370 | 350,346 | X |
| SONIC CORP | COM | 835451105 | 300 | 10,962 | X |
| SOUTHERN CO | COM | 842587107 | 12,346 | 345,256 | X |
| SOUTHERN PERU COPPER CORP | COM | 843611104 | 325 | 5,809 | X |
| SOUTHWEST AIRLS CO | COM | 844741108 | 3,883 | 261,466 | X |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 972 | 13,249 | X |
| SOVEREIGN BANCORP INC | COM | 845905108 | 2,417 | 109,684 | X |
| SPRINT NEXTEL CORP | COM FON | 852061100 | 39,354 | 1,654,938 | X |
| STANCORP FINL GROUP INC | COM | 852891100 | 764 | 9,076 | X |
| STANDARD PAC CORP NEW | COM | 85375C101 | 220 | 5,297 | X |
| STANLEY WKS | COM | 854616109 | 4,319 | 92,533 | X |
| STAPLES INC | COM | 855030102 | 8,269 | 387,875 | X |
| STARBUCKS CORP | COM | 855244109 | 15,363 | 306,639 | X |
| STARWOOD HOTELS&RESORTS WRLD | PAIRED CTF | 85590A203 | 11,669 | 204,104 | X |
| STATE STR CORP | COM | 857477103 | 5,473 | 111,869 | X |
| STATION CASINOS INC | COM | 857689103 | 1,985 | 29,912 | X |
| STERICYCLE INC | COM | 858912108 | 562 | 9,826 | X |
| STRYKER CORP | COM | 863667101 | 8,778 | 177,582 | X |
| STUDENT LN CORP | COM | 863902102 | 3,914 | 16,524 | X |
| SUN MICROSYSTEMS INC | COM | 866810104 | 5,539 | 1,410,712 | X |
| SUNOCO INC | COM | 86764P109 | 18,444 | 235,857 | X |
| SUNTRUST BKS INC | COM | 867914103 | 23,589 | 339,658 | X |
| SUPERVALU INC | COM | 868536103 | 1,745 | 56,079 | X |
| SYMANTEC CORP | COM | 871503108 | 15,876 | 700,627 | X |
| SYMBOL TECHNOLOGIES INC | COM | 871508107 | 962 | 99,335 | X |
| SYNOPSYS INC | COM | 871607107 | 858 | 45,422 | X |
| SYNOVUS FINL CORP | COM | 87161C105 | 3,638 | 131,251 | X |
| SYSCO CORP | COM | 871829107 | 15,999 | 510,008 | X |
| TCF FINL CORP | COM | 872275102 | 851 | 31,829 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|---------|---------|---------|---------|---------|-------------------------------|
| | | | | | INV. DISCRETION |
| | | | | | (A) (B) (C) |
| | | | | | PENSION FAIR SHARES OR SHARED |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE (\$000) | PRINCIPAL AMOUNT | AS DEF. SHAR SOLE INSTR. V OTH |
|-------------------------------|----------------|--------------|----------------------|------------------|--------------------------------|
| TD BANKNORTH INC | COM | 87235A101 | 306 | 10,142 | X |
| TECO ENERGY INC | COM | 872375100 | 1,931 | 107,179 | X |
| TJX COS INC NEW | COM | 872540109 | 5,737 | 280,114 | X |
| TXU CORP | COM | 873168108 | 21,286 | 188,575 | X |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 256 | 11,594 | X |
| TARGET CORP | COM | 87612E106 | 40,402 | 778,010 | X |
| TECH DATA CORP | COM | 878237106 | 599 | 16,312 | X |
| TECHNE CORP | COM | 878377100 | 398 | 6,983 | X |
| TEKTRONIX INC | COM | 879131100 | 719 | 28,507 | X |
| TELECOM HLDERS TR | DEPOSITRY RCPT | 87927P200 | 2,396 | 88,900 | X |
| TELEPHONE & DATA SYS INC | COM | 879433100 | 1,366 | 35,032 | X |
| TELEPHONE & DATA SYS INC | SPL COM | 879433860 | 988 | 26,300 | X |
| TELEWEST GLOBAL INC | COM | 87956T107 | 382 | 16,630 | X |
| TELLABS INC | COM | 879664100 | 1,428 | 135,773 | X |
| TEMPLE INLAND INC | COM | 879868107 | 2,217 | 54,271 | X |
| TENET HEALTHCARE CORP | COM | 88033G100 | 1,688 | 150,329 | X |
| TERADYNE INC | COM | 880770102 | 1,250 | 75,770 | X |
| TESORO CORP | COM | 881609101 | 596 | 8,859 | X |
| TEXAS INSTRS INC | COM | 882508104 | 39,353 | 1,160,863 | X |
| TEXTRON INC | COM | 883203101 | 7,768 | 108,312 | X |
| THERMO ELECTRON CORP | COM | 883556102 | 1,822 | 58,954 | X |
| THOMAS & BETTS CORP | COM | 884315102 | 1,072 | 31,150 | X |
| 3M CO | COM | 88579Y101 | 43,920 | 598,693 | X |
| TIDEWATER INC | COM | 886423102 | 312 | 6,416 | X |
| TIFFANY & CO NEW | COM | 886547108 | 1,990 | 50,041 | X |
| TIMBERLAND CO | CL A | 887100105 | 1,262 | 37,347 | X |
| TIME WARNER INC | COM | 887317105 | 56,344 | 3,111,227 | X |
| TIMKEN CO | COM | 887389104 | 286 | 9,642 | X |
| TOLL BROTHERS INC | COM | 889478103 | 861 | 19,270 | X |
| TORCHMARK CORP | COM | 891027104 | 9,099 | 172,240 | X |
| TORO CO | COM | 891092108 | 2,167 | 58,952 | X |
| TRIAD HOSPITALS INC | COM | 89579K109 | 3,943 | 87,109 | X |
| TRIBUNE CO NEW | COM | 896047107 | 3,392 | 100,090 | X |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 323 | 9,583 | X |
| TYCO INTL LTD NEW | COM | 902124106 | 28,165 | 1,011,313 | X |
| TYSON FOODS INC | CL A | 902494103 | 3,155 | 174,791 | X |
| UGI CORP NEW | COM | 902681105 | 2,998 | 106,503 | X |
| UST INC | COM | 902911106 | 6,736 | 160,911 | X |
| US BANCORP DEL | COM NEW | 902973304 | 25,364 | 903,274 | X |
| ULTRA PETROLEUM CORP | COM | 903914109 | 705 | 12,400 | X |
| UNION PAC CORP | COM | 907818108 | 10,426 | 145,417 | X |
| UNIONBANCAL CORP | COM | 908906100 | 6,881 | 98,690 | X |
| UNISYS CORP | COM | 909214108 | 691 | 104,044 | X |
| UNIT CORP | COM | 909218109 | 443 | 8,012 | X |
| UNITED DOMINION REALTY TR IN | COM | 910197102 | 367 | 15,488 | X |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 39,136 | 566,121 | X |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 818 | 15,304 | X |
| UNITED STATES STL CORP NEW | COM | 912909108 | 2,796 | 66,030 | X |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 45,685 | 881,269 | X |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 58,232 | 1,036,153 | X |
| UNITRIN INC | COM | 913275103 | 275 | 5,800 | X |
| UNIVERSAL HLTH SVCS INC | CL B | 913903100 | 1,108 | 23,261 | X |
| UNIVISION COMMUNICATIONS INC | CL A | 914906102 | 2,178 | 82,079 | X |
| UNUMPROVIDENT CORP | COM | 91529Y106 | 2,211 | 107,863 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------|--------|
| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| | | | | | SOLE | SHARED | SHAR |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INSTR. | AS DEF. | V OTHE |
| URBAN OUTFITTERS INC | COM | 917047102 | 7,472 | 254,141 | X | | |
| VCA ANTECH INC | COM | 918194101 | 474 | 18,555 | X | | |
| V F CORP | COM | 918204108 | 4,503 | 77,670 | X | | |
| VALEANT PHARMACEUTICALS INTL | COM | 91911X104 | 338 | 16,819 | X | | |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 32,677 | 289,023 | X | | |
| VALSPAR CORP | COM | 920355104 | 615 | 27,494 | X | | |
| VARIAN MED SYS INC | COM | 92220P105 | 949 | 24,008 | X | | |
| VENTAS INC | COM | 92276F100 | 802 | 24,911 | X | | |
| VERISIGN INC | COM | 92343E102 | 1,965 | 91,971 | X | | |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 64,429 | 1,970,909 | X | | |
| VIAD CORP | COM NEW | 92552R406 | 416 | 15,200 | X | | |
| VIACOM INC | CL B | 925524308 | 25,242 | 764,686 | X | | |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 196 | 16,435 | X | | |
| VISTEON CORP | COM | 92839U107 | 301 | 30,769 | X | | |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 3,105 | 35,842 | X | | |
| VULCAN MATLS CO | COM | 929160109 | 4,320 | 58,209 | X | | |
| WPS RESOURCES CORP | COM | 92931B106 | 414 | 7,164 | X | | |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 57,452 | 1,207,234 | X | | |
| WAL MART STORES INC | COM | 931142103 | 90,539 | 2,066,147 | X | | |
| WALGREEN CO | COM | 931422109 | 25,874 | 595,481 | X | | |
| WASHINGTON MUT INC | COM | 939322103 | 24,522 | 625,238 | X | | |
| WASHINGTON POST CO | CL B | 939640108 | 3,701 | 4,612 | X | | |
| WASTE MGMT INC DEL | COM | 94106L109 | 8,211 | 287,007 | X | | |
| WATERS CORP | COM | 941848103 | 3,457 | 83,100 | X | | |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 2,013 | 54,990 | X | | |
| WATTS WATER TECHNOLOGIES INC | CL A | 942749102 | 1,343 | 46,550 | X | | |
| WEBMD CORP | COM | 94769M105 | 599 | 54,024 | X | | |
| WEIGHT WATCHERS INTL INC NEW | COM | 948626106 | 4,364 | 84,609 | X | | |
| WEINGARTEN RLTY INVS | SH BEN INT | 948741103 | 225 | 5,947 | X | | |
| WELLCHOICE INC | COM | 949475107 | 398 | 5,241 | X | | |
| WELLPOINT INC | COM | 94973V107 | 30,015 | 395,878 | X | | |
| WELLS FARGO & CO NEW | COM | 949746101 | 58,431 | 997,621 | X | | |
| WENDYS INTL INC | COM | 950590109 | 3,456 | 76,556 | X | | |
| WEST CORP | COM | 952355105 | 2,607 | 69,713 | X | | |
| WESTAR ENERGY INC | COM | 95709T100 | 399 | 16,544 | X | | |
| WESTCORP INC | COM | 957907108 | 785 | 13,322 | X | | |
| WESTERN DIGITAL CORP | COM | 958102105 | 500 | 38,684 | X | | |
| WESTERN GAS RES INC | COM | 958259103 | 1,164 | 22,723 | X | | |
| WEYERHAEUSER CO | COM | 962166104 | 7,319 | 106,455 | X | | |
| WHIRLPOOL CORP | COM | 963320106 | 2,257 | 29,785 | X | | |
| WHITNEY HLDG CORP | COM | 966612103 | 782 | 28,922 | X | | |
| WHOLE FOODS MKT INC | COM | 966837106 | 5,373 | 39,966 | X | | |
| WILEY JOHN & SONS INC | CL A | 968223206 | 1,078 | 25,835 | X | | |
| WILLIAMS COS INC DEL | COM | 969457100 | 6,691 | 267,118 | X | | |
| WILLIAMS SONOMA INC | COM | 969904101 | 820 | 21,378 | X | | |
| WILMINGTON TRUST CORP | COM | 971807102 | 359 | 9,859 | X | | |
| WISCONSIN ENERGY CORP | COM | 976657106 | 299 | 7,498 | X | | |
| WOLVERINE WORLD WIDE INC | COM | 978097103 | 773 | 36,700 | X | | |
| WRIGLEY WM JR CO | COM | 982526105 | 9,006 | 125,290 | X | | |

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|------------------------------|------|-----------|--------|---------|---|
| WYETH | COM | 983024100 | 35,099 | 758,577 | X |
| WYNN RESORTS LTD | COM | 983134107 | 626 | 13,872 | X |
| XM SATELLITE RADIO HLDGS INC | CL A | 983759101 | 4,643 | 129,284 | X |
| XTO ENERGY INC | COM | 98385X106 | 10,287 | 226,977 | X |
| XCEL ENERGY INC | COM | 98389B100 | 2,424 | 123,586 | X |

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| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | |
|-------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|-----------------------|------------|
| | | | | | INV. DISCRETION | | |
| | | | | | (A) | (B) | (C) |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | SOLE | SHARED AS DEF. INSTR. | SHAR V OTH |
| XILINX INC | COM | 983919101 | 4,214 | 151,299 | X | | |
| XEROX CORP | COM | 984121103 | 6,386 | 467,854 | X | | |
| YAHOO INC | COM | 984332106 | 33,138 | 979,246 | X | | |
| YELLOW ROADWAY CORP | COM | 985577105 | 323 | 7,792 | X | | |
| YUM BRANDS INC | COM | 988498101 | 11,583 | 239,279 | X | | |
| ZEBRA TECHNOLOGIES CORP | CL A | 989207105 | 1,060 | 27,129 | X | | |
| ZIMMER HLDGS INC | COM | 98956P102 | 12,116 | 175,869 | X | | |
| ZIONS BANCORPORATION | COM | 989701107 | 5,713 | 80,224 | X | | |
| TOTAL | | | 8,060,280 | | | | |

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