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VERIZON COMMUNICATIONS INC
Form 13F-HR
February 17, 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: December 31, 2008

Check here if Amendment ; Amendment Number _____

This Amendment (Check only one.) is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.
Address: 1 Verizon Way, Building 7, 1st Floor South
Basking Ridge, New Jersey 07920

Form 13F File Number: 028-04063

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

Person Signing this Report on Behalf of Reporting manager:

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

Signature, Place, and Date of Signing:

/s/ David L. Beik Basking Ridge, New Jersey 2/13/2009
----- [City, State] [Date]
[Signature]

Report Type (Check only one.):

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

Form 13F SUMMARY PAGE

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Report summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 774
 Form 13F Information Table Value Total: 2,368,170
 (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-DEC-08

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	
					INV. DISCRETION	
			PENSION	SHARES	(B)	
			FAIR	OR	SHARED (C)	
			MARKET	MAJOR	AS DEF. SHARED	
			VALUE	PRINCIPAL	(A)	MA
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	(\$000)	AMOUNT	SOLE INSTR. V	OTHER IN
AMDOCS LTD	ORD	G02602103	290	15,838		
AXIS CAPITAL HOLDINGS	SHS	G0692U109	254	8,735		
ACCENTURE LTD BERMUDA	CL A	G1150G111	3,481	106,158		
BUNGE LIMITED	COM	G16962105	200	3,864		
COOPER INDS LTD	CL A	G24182100	1,847	63,181		
COVIDIEN LTD	COM	G2552X108	853	23,536		
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	524	17,171		
FOSTER WHEELER LTD	SHS NEW	G36535139	625	26,744		
FRONTLINE LTD	SHS	G3682E127	212	7,166		
GARMIN LTD	ORD	G37260109	341	17,812		
HERBALIFE LTD	COM USD SHS	G4412G101	207	9,556		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	920	53,036		
INVESCO LTD	SHS	G491BT108	259	17,903		
LAZARD LTD	SHS A	G54050102	330	11,099		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	733	109,881		
NABORS INDUSTRIES LTD	SHS	G6359F103	273	22,793		
NOBLE CORPORATION	SHS	G65422100	2,107	95,394		
PARTNERRE LTD	COM	G6852T105	1,056	14,814		
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,122	21,752		
SEAGATE TECHNOLOGY	SHS	G7945J104	188	42,457		
UTI WORLDWIDE INC	ORD	G87210103	194	13,510		
TYCO INTL LTD BERMUDA	SHS	G9143X208	1,923	89,040		
TYCO ELECTRONICS LTD	COM NEW	G9144P105	1,056	65,125		
WARNER CHILCOTT LIMITED	COM CL A	G9435N108	196	13,497		
WEATHERFORD INTERNATIONAL LT	COM	G95089101	1,698	156,901		
XL CAP LTD	CL A	G98255105	39	10,498		
ACE LTD	SHS	H0023R105	1,766	33,377		
UBS AG	SHS NEW	H89231338	465	32,544		

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AFLAC INC	COM	001055102	5,800	126,521
AGCO CORP	COM	001084102	372	15,763
AES CORP	COM	00130H105	1,484	180,137
AK STL HLDG CORP	COM	001547108	190	20,373
AMR CORP	COM	001765106	317	29,715
AT&T INC	COM	00206R102	37,021	1,298,972
ABBOTT LABS	COM	002824100	28,251	529,352
ABERCROMBIE & FITCH CO	CL A	002896207	338	14,633
ACTIVISION BLIZZARD INC	COM	00507V109	945	109,430
ADOBE SYS INC	COM	00724F101	5,538	260,146
ADVANCE AUTO PARTS INC	COM	00751Y106	471	13,988
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	418	13,612

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 INSTR.	(B) SHARED AS DEF. V	(C) SHARED OTHER IN
ADVANCED MICRO DEVICES INC	COM	007903107	249	115,353			
AETNA INC NEW	COM	00817Y108	5,105	179,129			
AFFILIATED COMPUTER SERVICES	CL A	008190100	565	12,286			
AFFILIATED MANAGERS GROUP	COM	008252108	251	5,991			
AGILENT TECHNOLOGIES INC	COM	00846U101	836	53,509			
AGILYSYS INC	COM	00847J105	133	30,995			
AIR PRODS & CHEMS INC	COM	009158106	3,704	73,691			
AIRGAS INC	COM	009363102	473	12,137			
AKAMAI TECHNOLOGIES INC	COM	00971T101	445	29,516			
ALBEMARLE CORP	COM	012653101	818	36,666			
ALBERTO CULVER CO NEW	COM	013078100	1,069	43,599			
ALCOA INC	COM	013817101	2,933	260,454			
ALLEGHANY CORP DEL	COM	017175100	435	1,543			
ALLEGHENY ENERGY INC	COM	017361106	2,364	69,817			
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	822	32,217			
ALLERGAN INC	COM	018490102	3,603	89,354			
ALLIANCE DATA SYSTEMS CORP	COM	018581108	459	9,855			
ALLIANT TECHSYSTEMS INC	COM	018804104	230	2,684			
ALLSTATE CORP	COM	020002101	3,679	112,293			
ALPHA NATURAL RESOURCES INC	COM	02076X102	185	11,399			
ALTERA CORP	COM	021441100	1,616	96,721			
ALTRIA GROUP INC	COM	02209S103	8,814	585,271			
AMAZON COM INC	COM	023135106	6,240	121,686			
AMBAC FINL GROUP INC	COM	023139108	52	40,293			
AMEREN CORP	COM	023608102	221	6,649			
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	232	7,473			
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	260	27,731			
AMERICAN ELEC PWR INC	COM	025537101	3,934	118,209			
AMERICAN EXPRESS CO	COM	025816109	6,293	339,230			
AMERICAN INTL GROUP INC	COM	026874107	834	531,261			
AMERICAN TOWER CORP	CL A	029912201	3,295	112,377			
AMERISOURCEBERGEN CORP	COM	03073E105	3,276	91,880			
AMETEK INC NEW	COM	031100100	2,162	71,550			
AMGEN INC	COM	031162100	15,935	275,938			

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AMPHENOL CORP NEW	CL A	032095101	616	25,705
AMYLIN PHARMACEUTICALS INC	COM	032346108	218	20,067
ANADARKO PETE CORP	COM	032511107	6,056	157,105
ANALOG DEVICES INC	COM	032654105	1,485	78,070
ANNALY CAP MGMT INC	COM	035710409	271	17,074
ANN TAYLOR STORES CORP	COM	036115103	117	20,217

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	
			INV. DISCRETION			
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION	
					(A) SOLE INSTR. V	(B) AS DEF. SHARED (C) MA OTHER IN
ANSYS INC	COM	03662Q105	346	12,409		
AON CORP	COM	037389103	950	20,801		
APACHE CORP	COM	037411105	6,976	93,601		
APARTMENT INVT & MGMT CO	CL A	03748R101	298	25,837		
APOLLO GROUP INC	CL A	037604105	1,432	18,687		
APPLE INC	COM	037833100	24,598	288,199		
APPLIED MATLS INC	COM	038222105	3,766	371,817		
APTARGROUP INC	COM	038336103	882	25,040		
ARCH COAL INC	COM	039380100	349	21,432		
ARCHER DANIELS MIDLAND CO	COM	039483102	5,542	192,220		
ARROW ELECTRS INC	COM	042735100	1,002	53,199		
ASSURANT INC	COM	04621X108	3,392	113,050		
ATMEL CORP	COM	049513104	292	93,242		
ATWOOD OCEANICS INC	COM	050095108	161	10,551		
AUTODESK INC	COM	052769106	1,268	64,528		
AUTOMATIC DATA PROCESSING IN	COM	053015103	5,590	142,083		
AUTOZONE INC	COM	053332102	2,668	19,128		
AVALONBAY CMNTYS INC	COM	053484101	5,082	83,888		
AVERY DENNISON CORP	COM	053611109	618	18,877		
AVNET INC	COM	053807103	1,376	75,552		
AVON PRODS INC	COM	054303102	1,504	62,593		
BB&T CORP	COM	054937107	476	17,346		
BOK FINL CORP	COM NEW	05561Q201	617	15,278		
BP PLC	SPONSORED ADR	055622104	560	11,987		
BMC SOFTWARE INC	COM	055921100	2,112	78,494		
BAKER HUGHES INC	COM	057224107	2,712	84,558		
BALL CORP	COM	058498106	1,078	25,929		
BANK OF AMERICA CORPORATION	COM	060505104	15,378	1,092,161		
BANK OF NEW YORK MELLON CORP	COM	064058100	7,523	265,545		
BARD C R INC	COM	067383109	1,917	22,749		
BAXTER INTL INC	COM	071813109	10,823	201,951		
BE AEROSPACE INC	COM	073302101	106	13,724		
BECKMAN COULTER INC	COM	075811109	344	7,832		
BECTON DICKINSON & CO	COM	075887109	7,039	102,922		
BED BATH & BEYOND INC	COM	075896100	1,612	63,422		
BERKLEY W R CORP	COM	084423102	1,137	36,682		
BEST BUY INC	COM	086516101	3,853	137,056		
BIG LOTS INC	COM	089302103	173	11,943		
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	257	14,434		
BIOGEN IDEC INC	COM	09062X103	4,088	85,829		

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					INV. DISCRETION	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION	SHARES	(B)	
			FAIR MARKET VALUE (\$000)	OR PRINCIPAL AMOUNT	SHARED (A) AS DEF. SOLE INSTR. V	(C) SHARED OTHER I
BLACK & DECKER CORP	COM	091797100	739	17,680		
BLACKROCK INC	COM	09247X101	1,563	11,654		
BLOCK H & R INC	COM	093671105	1,084	47,714		
BOEING CO	COM	097023105	9,472	221,977		
BORGWARNER INC	COM	099724106	533	24,478		
BOSTON PROPERTIES INC	COM	101121101	2,115	38,450		
BOSTON SCIENTIFIC CORP	COM	101137107	454	58,616		
BRINKER INTL INC	COM	109641100	320	30,367		
BRINKS CO	COM	109696104	505	18,780		
BRINKS HOME SEC HLDGS INC	COM	109699108	412	18,795		
BRISTOL MYERS SQUIBB CO	COM	110122108	11,342	487,823		
BROADCOM CORP	CL A	111320107	3,087	181,934		
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	501	39,924		
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	51	18,040		
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	751	49,166		
BROWN FORMAN CORP	CL B	115637209	626	12,152		
BUCYRUS INTL INC NEW	COM	118759109	215	11,600		
BURGER KING HLDGS INC	COM	121208201	281	11,772		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	8,242	108,867		
CBS CORP NEW	CL B	124857202	1,485	181,368		
CB RICHARD ELLIS GROUP INC	CL A	12497T101	73	16,937		
CF INDS HLDGS INC	COM	125269100	415	8,441		
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,479	99,573		
CIGNA CORP	COM	125509109	1,153	68,443		
CIT GROUP INC	COM	125581108	129	28,324		
CME GROUP INC	COM	12572Q105	3,963	19,044		
CMS ENERGY CORP	COM	125896100	699	69,112		
CSX CORP	COM	126408103	4,846	149,250		
CTS CORP	COM	126501105	85	15,498		
CVS CAREMARK CORPORATION	COM	126650100	14,052	488,953		
CA INC	COM	12673P105	614	33,160		
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,101	65,360		
CABOT OIL & GAS CORP	COM	127097103	225	8,651		
CADENCE DESIGN SYSTEM INC	COM	127387108	314	85,676		
CALPINE CORP	COM NEW	131347304	486	66,713		
CAMERON INTERNATIONAL CORP	COM	13342B105	2,052	100,117		
CAMPBELL SOUP CO	COM	134429109	681	22,692		
CAPITAL ONE FINL CORP	COM	14040H105	2,164	67,857		
CARDINAL HEALTH INC	COM	14149Y108	1,448	41,996		
CARMAX INC	COM	143130102	253	32,075		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION	SHARES	-----	
			FAIR MARKET VALUE (\$000)	OR PRINCIPAL AMOUNT	(A) SOLE	(B) AS DEF. INSTR. V
CARNIVAL CORP	PAIRED CTF	143658300	586	24,093		
CATERPILLAR INC DEL	COM	149123101	8,658	193,821		
CELANESE CORP DEL	COM SER A	150870103	813	65,399		
CELGENE CORP	COM	151020104	7,354	133,030		
CENTERPOINT ENERGY INC	COM	15189T107	922	73,094		
CENTEX CORP	COM	152312104	115	10,769		
CENTURYTEL INC	COM	156700106	2,066	75,597		
CEPHALON INC	COM	156708109	765	9,931		
CERNER CORP	COM	156782104	381	9,900		
CHEMTURA CORP	COM	163893100	14	10,069		
CHESAPEAKE ENERGY CORP	COM	165167107	750	46,368		
CHEVRON CORP NEW	COM	166764100	39,805	538,128		
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	300	4,833		
CHUBB CORP	COM	171232101	7,298	143,096		
CHURCH & DWIGHT INC	COM	171340102	1,377	24,529		
CIENA CORP	COM NEW	171779309	85	12,729		
CISCO SYS INC	COM	17275R102	33,322	2,044,302		
CITADEL BROADCASTING CORP	COM	17285T106	3	18,136		
CITIGROUP INC	COM	172967101	8,463	1,261,228		
CITRIX SYS INC	COM	177376100	634	26,915		
CLARCOR INC	COM	179895107	848	25,571		
CLIFFS NATURAL RESOURCES INC	COM	18683K101	455	17,786		
CLOROX CO DEL	COM	189054109	517	9,299		
COACH INC	COM	189754104	3,485	167,780		
COCA COLA CO	COM	191216100	29,934	661,239		
COCA COLA ENTERPRISES INC	COM	191219104	121	10,093		
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,880	104,121		
COLGATE PALMOLIVE CO	COM	194162103	11,297	164,826		
COMCAST CORP NEW	CL A	20030N101	9,972	590,746		
COMMERCIAL METALS CO	COM	201723103	493	41,575		
COMMSCOPE INC	COM	203372107	159	10,247		
COMPUTER SCIENCES CORP	COM	205363104	1,657	47,155		
COMPUWARE CORP	COM	205638109	168	24,843		
CONAGRA FOODS INC	COM	205887102	237	14,377		
CONOCOPHILLIPS	COM	20825C104	23,378	451,321		
CONSOL ENERGY INC	COM	20854P109	1,510	52,827		
CONSOLIDATED EDISON INC	COM	209115104	652	16,752		
CONSTELLATION BRANDS INC	CL A	21036P108	426	26,999		
CONSTELLATION ENERGY GROUP I	COM	210371100	1,799	71,713		
CONVERGYS CORP	COM	212485106	349	54,412		

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			PENSION	SHARES	-----	
			FAIR MARKET	OR	(B) SHARED	(C) MA

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (\$000)	PRINCIPAL AMOUNT	(A) AS DEF. SOLE INSTR. V	SHARED OTHER
COPART INC	COM	217204106	252	9,267		
CORN PRODS INTL INC	COM	219023108	1,753	60,753		
CORNING INC	COM	219350105	4,978	522,405		
CORPORATE EXECUTIVE BRD CO	COM	21988R102	201	9,131		
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	273	16,696		
COSTCO WHSL CORP NEW	COM	22160K105	9,458	180,160		
COVANCE INC	COM	222816100	2,428	52,744		
COVANTA HLDG CORP	COM	22282E102	426	19,410		
COVENTRY HEALTH CARE INC	COM	222862104	218	14,622		
CRANE CO	COM	224399105	592	34,319		
CROWN CASTLE INTL CORP	COM	228227104	2,514	143,032		
CROWN HOLDINGS INC	COM	228368106	452	23,527		
CUMMINS INC	COM	231021106	1,799	67,289		
CURTISS WRIGHT CORP	COM	231561101	1,069	32,003		
CYPRESS SEMICONDUCTOR CORP	COM	232806109	99	22,108		
DPL INC	COM	233293109	548	24,004		
D R HORTON INC	COM	23331A109	332	46,902		
DST SYS INC DEL	COM	233326107	588	15,474		
DTE ENERGY CO	COM	233331107	621	17,410		
DANAHER CORP DEL	COM	235851102	4,236	74,821		
DARDEN RESTAURANTS INC	COM	237194105	2,398	85,092		
DAVITA INC	COM	23918K108	790	15,945		
DEAN FOODS CO NEW	COM	242370104	297	16,547		
DEERE & CO	COM	244199105	5,438	141,910		
DELL INC	COM	24702R101	6,589	643,484		
DELTA AIR LINES INC DEL	COM NEW	247361702	434	37,893		
DENBURY RES INC	COM NEW	247916208	394	36,051		
DENTSPLY INTL INC NEW	COM	249030107	617	21,834		
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	103	21,015		
DEVON ENERGY CORP NEW	COM	25179M103	11,298	171,938		
DEVRY INC DEL	COM	251893103	1,193	20,772		
DIAGEO P L C	SPON ADR NEW	25243Q205	319	5,621		
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,209	20,509		
DICKS SPORTING GOODS INC	COM	253393102	244	17,292		
DIEBOLD INC	COM	253651103	339	12,065		
DIGITAL RLTY TR INC	COM	253868103	263	8,002		
DIRECTV GROUP INC	COM	25459L106	3,902	170,312		
DISNEY WALT CO	COM DISNEY	254687106	13,274	585,011		
DISH NETWORK CORP	CL A	25470M109	332	29,908		
DISCOVER FINL SVCS	COM	254709108	514	53,949		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (B) AS DEF. SOLE INSTR. V	(C) MA
DOLBY LABORATORIES INC	COM	25659T107	242	7,391		
DOLLAR TREE INC	COM	256746108	551	13,211		

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DOMINION RES INC VA NEW	COM	25746U109	7,325	204,370
DOMTAR CORP	COM	257559104	26	15,669
DONALDSON INC	COM	257651109	2,191	65,126
DONNELLEY R R & SONS CO	COM	257867101	422	31,043
DOVER CORP	COM	260003108	881	26,758
DOW CHEM CO	COM	260543103	3,542	234,758
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	297	11,744
DRESSER-RAND GROUP INC	COM	261608103	223	12,951
DU PONT E I DE NEMOURS & CO	COM	263534109	5,661	223,754
DUKE ENERGY CORP NEW	COM	26441C105	5,800	386,388
DUN & BRADSTREET CORP DEL NE	COM	26483E100	4,015	52,011
DYNEGY INC DEL	CL A	26817G102	47	23,653
E M C CORP MASS	COM	268648102	3,308	315,904
ENSCO INTL INC	COM	26874Q100	2,001	70,492
EOG RES INC	COM	26875P101	3,903	58,616
E TRADE FINANCIAL CORP	COM	269246104	25	21,711
EASTMAN CHEM CO	COM	277432100	273	8,605
EATON CORP	COM	278058102	2,253	45,323
EATON VANCE CORP	COM NON VTG	278265103	315	15,012
EBAY INC	COM	278642103	5,831	417,684
ECOLAB INC	COM	278865100	1,862	52,970
EDISON INTL	COM	281020107	848	26,399
EDWARDS LIFESCIENCES CORP	COM	28176E108	442	8,045
EL PASO CORP	COM	28336L109	351	44,794
ELECTRONIC ARTS INC	COM	285512109	997	62,173
EMBARQ CORP	COM	29078E105	770	21,407
EMERSON ELEC CO	COM	291011104	10,476	286,147
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1,981	76,540
ENERGEN CORP	COM	29265N108	622	21,219
ENERGY CONVERSION DEVICES IN	COM	292659109	293	11,623
ENERGIZER HLDGS INC	COM	29266R108	1,620	29,928
ENTERGY CORP NEW	COM	29364G103	9,017	108,471
EQUIFAX INC	COM	294429105	1,458	54,983
EQUINIX INC	COM NEW	29444U502	255	4,787
EQUITABLE RES INC	COM	294549100	644	19,184
EQUITY RESIDENTIAL	SH BEN INT	29476L107	256	8,575
EXELON CORP	COM	30161N101	9,125	164,093
EXPEDIA INC DEL	COM	30212P105	474	57,585

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					(A) SHARED SOLE INSTR. V	(B) AS DEF. SHARED	(C) OTHER IN
EXPEDITORS INTL WASH INC	COM	302130109	3,187	95,801			
EXPRESS SCRIPTS INC	COM	302182100	5,669	103,110			
EXXON MOBIL CORP	COM	30231G102	106,410	1,332,959			
FLIR SYS INC	COM	302445101	618	20,128			
FMC TECHNOLOGIES INC	COM	30249U101	1,488	62,454			
F M C CORP	COM NEW	302491303	255	5,690			
FPL GROUP INC	COM	302571104	1,236	24,563			
FTI CONSULTING INC	COM	302941109	328	7,350			

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FACTSET RESH SYS INC	COM	303075105	275	6,212
FAMILY DLR STORES INC	COM	307000109	795	30,502
FASTENAL CO	COM	311900104	877	25,176
FEDERAL HOME LN MTG CORP	COM	313400301	215	295,239
FEDERAL NATL MTG ASSN	COM	313586109	220	289,231
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	238	3,836
FEDERATED INVS INC PA	CL B	314211103	217	12,803
FEDEX CORP	COM	31428X106	6,053	94,363
F5 NETWORKS INC	COM	315616102	274	12,008
FIDELITY NATL INFORMATION SV	COM	31620M106	184	11,292
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	533	30,016
FIFTH THIRD BANCORP	COM	316773100	516	62,441
FIRST SOLAR INC	COM	336433107	1,193	8,650
FISERV INC	COM	337738108	1,518	41,734
FIRSTENERGY CORP	COM	337932107	4,843	99,693
FLUOR CORP NEW	COM	343412102	2,032	45,285
FLOWSERVE CORP	COM	34354P105	824	16,001
FORD MTR CO DEL	COM PAR \$0.01	345370860	735	321,078
FOREST CITY ENTERPRISES INC	CL A	345550107	73	10,831
FOREST LABS INC	COM	345838106	2,131	83,674
FORTUNE BRANDS INC	COM	349631101	393	9,530
FOUNDATION COAL HLDGS INC	COM	35039W100	221	15,742
FRANKLIN RES INC	COM	354613101	5,665	88,825
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2,766	113,173
FRONTIER COMMUNICATIONS CORP	COM	35906A108	162	18,594
FRONTIER OIL CORP	COM	35914P105	687	54,426
GATX CORP	COM	361448103	809	26,132
GAMESTOP CORP NEW	CL A	36467W109	822	37,936
GANNETT INC	COM	364730101	361	45,081
GAP INC DEL	COM	364760108	1,809	135,126
GARDNER DENVER INC	COM	365558105	310	13,274
GEN-PROBE INC NEW	COM	36866T103	339	7,913

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION	
					(A) SOLE INSTR. V	(B) AS DEF. SHARED (C) OTHER IN
GENENTECH INC	COM NEW	368710406	13,879	167,404		
GENERAL DYNAMICS CORP	COM	369550108	7,863	136,537		
GENERAL ELECTRIC CO	COM	369604103	33,767	2,084,354		
GENERAL GROWTH PPTYS INC	COM	370021107	27	20,956		
GENERAL MLS INC	COM	370334104	9,978	164,242		
GENERAL MTRS CORP	COM	370442105	248	77,493		
GENTEX CORP	COM	371901109	185	20,925		
GENUINE PARTS CO	COM	372460105	871	23,018		
GENWORTH FINL INC	COM CL A	37247D106	302	106,651		
GENZYME CORP	COM	372917104	2,829	42,621		
GILEAD SCIENCES INC	COM	375558103	18,543	362,586		
GLOBAL INDS LTD	COM	379336100	42	12,143		
GLOBAL PMTS INC	COM	37940X102	5,467	166,734		
GOLDMAN SACHS GROUP INC	COM	38141G104	10,536	124,848		

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GOODRICH CORP	COM	382388106	1,253	33,845
GOODYEAR TIRE & RUBR CO	COM	382550101	434	72,679
GOOGLE INC	CL A	38259P508	23,686	76,990
GRACO INC	COM	384109104	395	16,625
GRAINGER W W INC	COM	384802104	2,141	27,161
GRUPO TELEVISA SA DE CV	SP ADR REP ORD	40049J206	695	46,493
HCP INC	COM	40414L109	316	11,389
HSN INC	COM	404303109	122	16,835
HALLIBURTON CO	COM	406216101	4,751	261,338
HANESBRANDS INC	COM	410345102	176	13,792
HANOVER INS GROUP INC	COM	410867105	397	9,242
HANSEN NAT CORP	COM	411310105	357	10,643
HARLEY DAVIDSON INC	COM	412822108	2,203	129,826
HARRIS CORP DEL	COM	413875105	882	23,171
HARSCO CORP	COM	415864107	342	12,344
HARTFORD FINL SVCS GROUP INC	COM	416515104	1,468	89,415
HASBRO INC	COM	418056107	1,863	63,884
HEALTH MGMT ASSOC INC NEW	CL A	421933102	47	26,364
HEINZ H J CO	COM	423074103	5,461	145,227
HERSHEY CO	COM	427866108	565	16,250
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	62	12,253
HESS CORP	COM	42809H107	2,566	47,835
HEWITT ASSOCS INC	COM	42822Q100	405	14,268
HEWLETT PACKARD CO	COM	428236103	31,729	874,314
HOLOGIC INC	COM	436440101	298	22,816
HOME DEPOT INC	COM	437076102	7,987	346,968

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					INV. DISCRETION	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT		
					(A) SOLE INSTR. V	(B) AS DEF. SHARED OTHER
HONEYWELL INTL INC	COM	438516106	7,737	235,671		
HOSPIRA INC	COM	441060100	206	7,690		
HOST HOTELS & RESORTS INC	COM	44107P104	301	39,811		
HUDSON CITY BANCORP	COM	443683107	595	37,303		
HUMANA INC	COM	444859102	1,318	35,364		
HUNT J B TRANS SVCS INC	COM	445658107	314	11,946		
HUNTINGTON BANCSHARES INC	COM	446150104	89	11,637		
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	659	41,883		
IMS HEALTH INC	COM	449934108	156	10,287		
ITT EDUCATIONAL SERVICES INC	COM	45068B109	540	5,690		
ITT CORP NEW	COM	450911102	2,573	55,957		
IDEX CORP	COM	45167R104	389	16,129		
IDEXX LABS INC	COM	45168D104	1,082	29,987		
IHS INC	CL A	451734107	237	6,339		
ILLINOIS TOOL WKS INC	COM	452308109	3,305	94,288		
ILLUMINA INC	COM	452327109	469	17,985		
INGRAM MICRO INC	CL A	457153104	412	30,780		
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	254	45,304		
INTEL CORP	COM	458140100	27,010	1,842,422		
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,068	12,950		

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INTERNATIONAL BUSINESS MACHS	COM	459200101	37,909	450,437
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	441	14,854
INTERNATIONAL GAME TECHNOLOG	COM	459902102	867	72,905
INTL PAPER CO	COM	460146103	1,247	105,719
INTERNATIONAL RECTIFIER CORP	COM	460254105	265	19,616
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	513	17,846
INTERSIL CORP	CL A	46069S109	292	31,740
INTERPUBLIC GROUP COS INC	COM	460690100	243	61,309
INTERVAL LEISURE GROUP INC	COM	46113M108	90	16,769
INTUITIVE SURGICAL INC	COM NEW	46120E602	782	6,160
INTUIT	COM	461202103	1,396	58,694
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1,016	44,723
IRON MTN INC	COM	462846106	1,223	49,461
ISHARES TR	RUSSELL1000VAL	464287598	8,433	170,300
ISHARES TR	RUSSELL1000GRW	464287614	7,545	203,587
ISHARES TR	RUSSELL 1000	464287622	17,853	365,317
ITRON INC	COM	465741106	319	5,001
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	71	19,490
JPMORGAN & CHASE & CO	COM	46625H100	24,711	783,733
JABIL CIRCUIT INC	COM	466313103	398	58,913

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					INV. DISCRETION	
			PENSION		-----	
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			MARKET		SHARED (C) MA	
			VALUE		SHARED	
			(\$000)		AS DEF. SHARED	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PRINCIPAL AMOUNT	OR	(A) SOLE INSTR. V	(C) OTHER IN

JACOBS ENGR GROUP INC DEL	COM	469814107	3,141	65,300		
JANUS CAP GROUP INC	COM	47102X105	353	43,902		
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	111	13,532		
JOHNSON & JOHNSON	COM	478160104	43,486	726,829		
JOHNSON CTLS INC	COM	478366107	3,014	165,946		
JONES APPAREL GROUP INC	COM	480074103	138	23,510		
JOY GLOBAL INC	COM	481165108	520	22,712		
JUNIPER NETWORKS INC	COM	48203R104	1,505	85,940		
KBR INC	COM	48242W106	322	21,206		
KLA-TENCOR CORP	COM	482480100	516	23,683		
KANSAS CITY SOUTHERN	COM NEW	485170302	218	11,423		
KELLOGG CO	COM	487836108	1,623	37,006		
KENNAMETAL INC	COM	489170100	575	25,919		
KEYCORP NEW	COM	493267108	133	15,608		
KIMBERLY CLARK CORP	COM	494368103	1,976	37,470		
KIMCO REALTY CORP	COM	49446R109	3,151	172,374		
KING PHARMACEUTICALS INC	COM	495582108	1,888	177,803		
KIRBY CORP	COM	497266106	318	11,623		
KOHL'S CORP	COM	500255104	2,764	76,367		
KRAFT FOODS INC	CL A	50075N104	9,435	351,393		
KROGER CO	COM	501044101	1,849	70,013		
LKQ CORP	COM	501889208	231	19,846		
LSI CORPORATION	COM	502161102	572	174,011		
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,037	27,613		
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	5,244	81,414		
LAM RESEARCH CORP	COM	512807108	1,023	48,096		

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LAMAR ADVERTISING CO	CL A	512815101	141	11,240
LANDSTAR SYS INC	COM	515098101	297	7,722
LAS VEGAS SANDS CORP	COM	517834107	241	40,611
LAUDER ESTEE COS INC	CL A	518439104	445	14,379
LEGG MASON INC	COM	524901105	923	42,142
LENNAR CORP	CL A	526057104	99	11,427
LENNOX INTL INC	COM	526107107	221	6,840
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	201	287,858
LEXMARK INTL NEW	CL A	529771107	864	32,129
LIBERTY GLOBAL INC	COM SER A	530555101	1,460	91,734
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	60	19,107
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	88	18,745
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	2,391	136,800
LIFE TECHNOLOGIES CORP	COM	53217V109	1,042	44,692

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LILLY ELI & CO	COM	532457108	6,898	171,282			
LIMITED BRANDS INC	COM	532716107	518	51,599			
LINCARE HLDGS INC	COM	532791100	1,104	40,984			
LINCOLN ELEC HLDGS INC	COM	533900106	1,152	22,619			
LINEAR TECHNOLOGY CORP	COM	535678106	720	32,536			
LIZ CLAIBORNE INC	COM	539320101	101	38,867			
LOCKHEED MARTIN CORP	COM	539830109	8,254	98,173			
LOEWS CORP	COM	540424108	6,584	233,070			
LORILLARD INC	COM	544147101	4,374	77,629			
LOWES COS INC	COM	548661107	7,421	344,851			
LUBRIZOL CORP	COM	549271104	256	7,027			
M & T BK CORP	COM	55261F104	742	12,919			
MBIA INC	COM	55262C100	317	77,914			
M D C HLDGS INC	COM	552676108	362	11,957			
MDU RES GROUP INC	COM	552690109	416	19,293			
MEMC ELECTR MATLS INC	COM	552715104	477	33,395			
MGIC INVT CORP WIS	COM	552848103	156	44,787			
MGM MIRAGE	COM	552953101	239	17,340			
MSC INDL DIRECT INC	CL A	553530106	240	6,511			
MACERICH CO	COM	554382101	199	10,940			
MACK CALI RLTY CORP	COM	554489104	620	25,314			
MACYS INC	COM	55616P104	1,121	108,285			
MANITOWOC INC	COM	563571108	545	62,938			
MANPOWER INC	COM	56418H100	1,387	40,808			
MARATHON OIL CORP	COM	565849106	5,518	201,683			
MARINER ENERGY INC	COM	56845T305	104	10,160			
MARSH & MCLENNAN COS INC	COM	571748102	870	35,857			
MARSHALL & ILSLEY CORP NEW	COM	571837103	812	59,523			
MARRIOTT INTL INC NEW	CL A	571903202	2,193	112,765			
MARTIN MARIETTA MATLS INC	COM	573284106	554	5,702			
MASCO CORP	COM	574599106	386	34,722			
MASSEY ENERGY CORP	COM	576206106	183	13,267			

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MASTERCARD INC	CL A	57636Q104	2,467	17,258
MATTEL INC	COM	577081102	1,903	118,921
MCAFEE INC	COM	579064106	807	23,349
MCCLATCHY CO	CL A	579489105	9	11,623
MCCORMICK & CO INC	COM NON VTG	579780206	833	26,147
MCDERMOTT INTL INC	COM	580037109	804	81,379
MCDONALDS CORP	COM	580135101	25,849	415,648
MCGRAW HILL COS INC	COM	580645109	1,530	65,993

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			FAIR	SHARES	(B)	
			MARKET	OR	SHARED	(C) MA
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (\$000)	PRINCIPAL AMOUNT	(A) SOLE INSTR. V	SHARED OTHER IN
MCKESSON CORP	COM	58155Q103	4,009	103,517		
MEADWESTVACO CORP	COM	583334107	960	85,813		
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	8,751	208,805		
MEDTRONIC INC	COM	585055106	13,198	420,038		
MENTOR GRAPHICS CORP	COM	587200106	240	46,493		
MERCK & CO INC	COM	589331107	16,477	541,995		
MERRILL LYNCH & CO INC	COM	590188108	2,089	179,463		
METAVANTE TECHNOLOGIES INC	COM	591407101	457	28,388		
METLIFE INC	COM	59156R108	6,424	184,271		
METROPCS COMMUNICATIONS INC	COM	591708102	537	36,138		
METTLER TOLEDO INTERNATIONAL	COM	592688105	506	7,508		
MICROSOFT CORP	COM	594918104	51,061	2,626,601		
MICROCHIP TECHNOLOGY INC	COM	595017104	530	27,140		
MICRON TECHNOLOGY INC	COM	595112103	309	116,914		
MILLIPORE CORP	COM	601073109	416	8,076		
MIRANT CORP NEW	COM	60467R100	810	42,950		
MOHAWK INDS INC	COM	608190104	432	10,048		
MOLEX INC	COM	608554101	351	24,201		
MOLSON COORS BREWING CO	CL B	60871R209	1,344	27,479		
MONSANTO CO NEW	COM	61166W101	15,728	223,565		
MONSTER WORLDWIDE INC	COM	611742107	363	29,990		
MOODYS CORP	COM	615369105	1,143	56,886		
MORGAN STANLEY	COM NEW	617446448	4,395	273,987		
MOSAIC CO	COM	61945A107	842	24,322		
MOTOROLA INC	COM	620076109	2,175	490,908		
MURPHY OIL CORP	COM	626717102	1,235	27,858		
MYLAN INC	COM	628530107	772	78,069		
NCR CORP NEW	COM	62886E108	1,024	72,439		
NII HLDGS INC	CL B NEW	62913F201	1,123	61,780		
NRG ENERGY INC	COM NEW	629377508	413	17,708		
NVR INC	COM	62944T105	253	554		
NYSE EURONEXT	COM	629491101	1,543	56,354		
NALCO HOLDING COMPANY	COM	62985Q101	225	19,523		
NASDAQ OMX GROUP INC	COM	631103108	1,081	43,734		
NATIONAL CITY CORP	COM	635405103	399	220,677		
NATIONAL HEALTH INVS INC	COM	63633D104	234	8,517		
NATIONAL INSTRS CORP	COM	636518102	202	8,306		
NATIONAL OILWELL VARCO INC	COM	637071101	2,804	114,715		

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NATIONAL SEMICONDUCTOR CORP	COM	637640103	936	92,987
NATIONWIDE FINL SVCS INC	CL A	638612101	3,046	58,346

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE	PRINCIPAL	(A)	AS DEF. SHARED
			(\$000)	AMOUNT	SOLE INSTR. V	OTHER IN

NETAPP INC	COM	64110D104	1,616	115,688		
NEUSTAR INC	CL A	64126X201	217	11,363		
NEW YORK CMNTY BANCORP INC	COM	649445103	130	10,883		
NEWELL RUBBERMAID INC	COM	651229106	328	33,557		
NEWMONT MINING CORP	COM	651639106	4,955	121,748		
NEWS CORP	CL A	65248E104	5,888	647,705		
NIKE INC	CL B	654106103	9,493	186,144		
NISOURCE INC	COM	65473P105	266	24,221		
NOKIA CORP	SPONSORED ADR	654902204	646	41,384		
NOBLE ENERGY INC	COM	655044105	331	6,731		
NORDSTROM INC	COM	655664100	890	66,888		
NORFOLK SOUTHERN CORP	COM	655844108	5,000	106,277		
NORTHEAST UTILS	COM	664397106	1,050	43,658		
NORTHERN TR CORP	COM	665859104	6,430	123,332		
NORTHROP GRUMMAN CORP	COM	666807102	3,431	76,169		
NOVELL INC	COM	670006105	114	29,362		
NSTAR	COM	67019E107	689	18,872		
NUANCE COMMUNICATIONS INC	COM	67020Y100	295	28,518		
NUCOR CORP	COM	670346105	4,660	100,859		
NVIDIA CORP	COM	67066G104	1,994	247,109		
NV ENERGY INC	COM	67073Y106	335	33,918		
OGE ENERGY CORP	COM	670837103	575	22,285		
OCCIDENTAL PETE CORP DEL	COM	674599105	22,596	376,656		
OCEANEERING INTL INC	COM	675232102	260	8,923		
OFFICE DEPOT INC	COM	676220106	119	39,923		
OMNICOM GROUP INC	COM	681919106	4,891	181,678		
ON SEMICONDUCTOR CORP	COM	682189105	203	59,716		
ORACLE CORP	COM	68389X105	24,079	1,358,098		
O REILLY AUTOMOTIVE INC	COM	686091109	367	11,950		
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	725	17,218		
OWENS ILL INC	COM NEW	690768403	294	10,762		
PG&E CORP	COM	69331C108	5,202	134,394		
PMI GROUP INC	COM	69344M101	38	19,390		
PNC FINL SVCS GROUP INC	COM	693475105	3,928	80,159		
PPG INDS INC	COM	693506107	1,213	28,592		
PPL CORP	COM	69351T106	5,995	195,355		
PACCAR INC	COM	693718108	2,730	95,455		
PACKAGING CORP AMER	COM	695156109	172	12,809		
PALL CORP	COM	696429307	511	17,968		
PANERA BREAD CO	CL A	69840W108	204	3,896		

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PARKER HANNIFIN CORP	COM	701094104	2,084	48,986		
PATRIOT COAL CORP	COM	70336T104	94	15,091		
PATTERSON COMPANIES INC	COM	703395103	334	17,797		
PATTERSON UTI ENERGY INC	COM	703481101	183	15,875		
PAYCHEX INC	COM	704326107	2,988	113,685		
PEABODY ENERGY CORP	COM	704549104	1,735	76,243		
PENN NATL GAMING INC	COM	707569109	212	9,909		
PENNEY J C INC	COM	708160106	1,015	51,531		
PENTAIR INC	COM	709631105	294	12,408		
PEOPLES UNITED FINANCIAL INC	COM	712704105	196	10,966		
PEPSI BOTTLING GROUP INC	COM	713409100	1,696	75,361		
PEPSIAMERICAS INC	COM	71343P200	826	40,588		
PEPSICO INC	COM	713448108	28,454	519,523		
PERRIGO CO	COM	714290103	369	11,418		
PETROHAWK ENERGY CORP	COM	716495106	595	38,064		
PETSMART INC	COM	716768106	345	18,683		
PFIZER INC	COM	717081103	28,816	1,627,079		
PHARMACEUTICAL PROD DEV INC	COM	717124101	454	15,659		
PHILIP MORRIS INTL INC	COM	718172109	31,427	722,297		
PINNACLE WEST CAP CORP	COM	723484101	601	18,694		
PIONEER NAT RES CO	COM	723787107	657	40,578		
PITNEY BOWES INC	COM	724479100	718	28,175		
PLAINS EXPL& PRODTN CO	COM	726505100	341	14,676		
PLUM CREEK TIMBER CO INC	COM	729251108	411	11,830		
POLO RALPH LAUREN CORP	CL A	731572103	373	8,221		
PRAXAIR INC	COM	74005P104	5,948	100,201		
PRECISION CASTPARTS CORP	COM	740189105	4,376	73,566		
PRICE T ROWE GROUP INC	COM	74144T108	1,349	38,069		
PRICELINE COM INC	COM NEW	741503403	803	10,902		
PRIDE INTL INC DEL	COM	74153Q102	309	19,325		
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	623	27,599		
PROCTER & GAMBLE CO	COM	742718109	48,011	776,622		
PROGRESS ENERGY INC	COM	743263105	707	17,742		
PROGRESSIVE CORP OHIO	COM	743315103	1,925	129,951		
PROLOGIS	SH BEN INT	743410102	480	34,531		
PRUDENTIAL FINL INC	COM	744320102	2,461	81,339		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,141	176,246		
PUBLIC STORAGE	COM	74460D109	3,636	45,737		
PULTE HOMES INC	COM	745867101	914	83,629		
QLOGIC CORP	COM	747277101	240	17,827		

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	
					INV. DISCRETION	
			PENSION		-----	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR	SHARES	(B)	(C)
			MARKET VALUE (\$000)	OR PRINCIPAL AMOUNT	SHARED AS DEF. INSTR. V	SHARED OTHER
QUALCOMM INC	COM	747525103	19,127	533,816		
QUANTA SVCS INC	COM	74762E102	460	23,225		
QUEST DIAGNOSTICS INC	COM	74834L100	1,036	19,950		
QUEST RESOURCE CORP	COM NEW	748349305	15	33,087		
QUESTAR CORP	COM	748356102	2,665	81,535		
QUICKSILVER RESOURCES INC	COM	74837R104	156	27,963		
QWEST COMMUNICATIONS INTL IN	COM	749121109	777	213,576		
RPM INTL INC	COM	749685103	271	20,372		
RADIAN GROUP INC	COM	750236101	181	49,111		
RAMBUS INC DEL	COM	750917106	243	15,288		
RANGE RES CORP	COM	75281A109	784	22,788		
RAYTHEON CO	COM NEW	755111507	5,622	110,142		
RED HAT INC	COM	756577102	830	62,815		
REGIONAL BK HOLDRS TR	DEPOSITRY RCPT	75902E100	5,392	71,300		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	175	22,047		
RELIANT ENERGY INC	COM	75952B105	63	10,967		
REPUBLIC SVCS INC	COM	760759100	755	30,439		
RESMED INC	COM	761152107	425	11,327		
REYNOLDS AMERICAN INC	COM	761713106	958	23,766		
RITE AID CORP	COM	767754104	5	16,784		
ROBERT HALF INTL INC	COM	770323103	745	35,764		
ROCKWELL AUTOMATION INC	COM	773903109	1,876	58,181		
ROCKWELL COLLINS INC	COM	774341101	2,133	54,568		
ROHM & HAAS CO	COM	775371107	1,737	28,113		
ROPER INDS INC NEW	COM	776696106	1,922	44,271		
ROSS STORES INC	COM	778296103	1,314	44,201		
RYDER SYS INC	COM	783549108	571	14,725		
SBA COMMUNICATIONS CORP	COM	78388J106	343	20,996		
SEI INVESTMENTS CO	COM	784117103	1,833	116,667		
SLM CORP	COM	78442P106	842	94,618		
SPX CORP	COM	784635104	706	17,422		
SAFEWAY INC	COM NEW	786514208	330	13,894		
ST JOE CO	COM	790148100	288	11,835		
ST JUDE MED INC	COM	790849103	2,204	66,873		
SALESFORCE COM INC	COM	79466L302	877	27,386		
SANDISK CORP	COM	80004C101	340	35,456		
SANDRIDGE ENERGY INC	COM	80007P307	98	15,986		
SARA LEE CORP	COM	803111103	219	22,412		
SCHEIN HENRY INC	COM	806407102	1,595	43,477		
SCHERING PLOUGH CORP	COM	806605101	7,167	420,830		

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR	SHARES	(B)	(C)
			MARKET VALUE (\$000)	OR PRINCIPAL AMOUNT	SHARED AS DEF. INSTR. V	SHARED OTHER

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SCHLUMBERGER LTD	COM	806857108	13,491	318,719
SCHWAB CHARLES CORP NEW	COM	808513105	4,172	257,982
SEARS HLDGS CORP	COM	812350106	889	22,882
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	6,435	514,000
SEMPRA ENERGY	COM	816851109	810	18,999
SEPRACOR INC	COM	817315104	174	15,805
SHAW GROUP INC	COM	820280105	249	12,143
SHERWIN WILLIAMS CO	COM	824348106	2,679	44,834
SIGMA ALDRICH CORP	COM	826552101	1,556	36,830
SIMON PPTY GROUP INC NEW	COM	828806109	4,136	77,844
SIRIUS XM RADIO INC	COM	82967N108	60	501,923
SMITH INTL INC	COM	832110100	1,592	69,556
SNAP ON INC	COM	833034101	758	19,239
SONOCO PRODS CO	COM	835495102	287	12,401
SOUTHERN CO	COM	842587107	3,749	101,325
SOUTHERN COPPER CORP	COM	84265V105	1,017	63,306
SOUTHWEST AIRLS CO	COM	844741108	526	61,001
SOUTHWEST GAS CORP	COM	844895102	893	35,420
SOUTHWESTERN ENERGY CO	COM	845467109	1,533	52,934
SOVEREIGN BANCORP INC	COM	845905108	60	20,113
SPECTRA ENERGY CORP	COM	847560109	2,971	188,747
SPRINT NEXTEL CORP	COM SER 1	852061100	1,115	609,102
STANLEY WKS	COM	854616109	824	24,154
STAPLES INC	COM	855030102	4,255	237,455
STARBUCKS CORP	COM	855244109	3,095	327,142
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,267	70,776
STATE STR CORP	COM	857477103	2,467	62,738
STEEL DYNAMICS INC	COM	858119100	865	77,385
STERICYCLE INC	COM	858912108	895	17,188
STRAYER ED INC	COM	863236105	447	2,086
STRYKER CORP	COM	863667101	4,282	107,177
SUN MICROSYSTEMS INC	COM NEW	866810203	373	97,649
SUNOCO INC	COM	86764P109	508	11,679
SUNPOWER CORP	COM CL A	867652109	537	14,516
SUNTRUST BKS INC	COM	867914103	2,827	95,700
SUPERIOR ENERGY SVCS INC	COM	868157108	195	12,272
SUPERVALU INC	COM	868536103	855	58,538
SYMANTEC CORP	COM	871503108	2,356	174,288
SYNOPSIS INC	COM	871607107	884	47,713
SYSCO CORP	COM	871829107	2,026	88,314

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:
			PENSION		INV. DISCRETION	
			FAIR	SHARES	(B)	
			MARKET	OR	SHARED	(C) MA
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE	PRINCIPAL	(A)	(C) MA
		NUMBER	(\$000)	AMOUNT	SOLE INSTR. V	OTHER IN
TD AMERITRADE HLDG CORP	COM	87236Y108	1,722	120,864		
TJX COS INC NEW	COM	872540109	3,498	170,060		
TARGET CORP	COM	87612E106	8,930	258,616		
TAUBMAN CTRS INC	COM	876664103	269	10,575		
TECH DATA CORP	COM	878237106	426	23,908		
TECHNE CORP	COM	878377100	366	5,672		

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TELEPHONE & DATA SYS INC	COM	879433100	1,659	52,257
TELEPHONE & DATA SYS INC	SPL COM	879433860	435	15,498
TELLABS INC	COM	879664100	52	12,571
TEMPLE INLAND INC	COM	879868107	86	18,014
TENET HEALTHCARE CORP	COM	88033G100	53	46,072
TERADATA CORP DEL	COM	88076W103	383	25,820
TERADYNE INC	COM	880770102	75	17,787
TEREX CORP NEW	COM	880779103	300	17,314
TERRA INDS INC	COM	880915103	307	18,402
TETRA TECHNOLOGIES INC DEL	COM	88162F105	53	10,940
TEXAS INSTRS INC	COM	882508104	7,805	502,909
TEXTRON INC	COM	883203101	1,062	76,598
THERMO FISHER SCIENTIFIC INC	COM	883556102	2,098	61,570
THOMAS & BETTS CORP	COM	884315102	1,413	58,828
THOR INDS INC	COM	885160101	235	17,829
3M CO	COM	88579Y101	13,505	234,700
TICKETMASTER ENTMT INC	COM	88633P302	108	16,814
TIDEWATER INC	COM	886423102	813	20,191
TIFFANY & CO NEW	COM	886547108	437	18,493
TIM HORTONS INC	COM	88706M103	781	27,092
TIME WARNER INC	COM	887317105	8,891	883,755
TIME WARNER CABLE INC	CL A	88732J108	296	13,823
TIMKEN CO	COM	887389104	235	11,984
TORONTO DOMINION BK ONT	COM NEW	891160509	465	12,969
TOTAL SYS SVCS INC	COM	891906109	335	23,961
TRAVELERS COMPANIES INC	COM	89417E109	9,695	214,487
TRIMBLE NAVIGATION LTD	COM	896239100	384	17,768
TUPPERWARE BRANDS CORP	COM	899896104	476	20,981
TYSON FOODS INC	CL A	902494103	116	13,275
UST INC	COM	902911106	2,086	30,068
US BANCORP DEL	COM NEW	902973304	14,581	583,024
ULTRA PETROLEUM CORP	COM	903914109	460	13,328
UNION PAC CORP	COM	907818108	9,098	190,330
UNISYS CORP	COM	909214108	29	33,726

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION	
					(A) SOLE INSTR. V	(B) SHARED AS DEF. SHARED (C) MA
UNITED ONLINE INC	COM	911268100	115	18,937		
UNITED PARCEL SERVICE INC	CL B	911312106	10,713	194,218		
UNITED STATES CELLULAR CORP	COM	911684108	560	12,948		
UNITED STATES STL CORP NEW	COM	912909108	870	23,383		
UNITED TECHNOLOGIES CORP	COM	913017109	13,863	258,631		
UNITEDHEALTH GROUP INC	COM	91324P102	7,473	280,945		
UNUM GROUP	COM	91529Y106	204	10,976		
URBAN OUTFITTERS INC	COM	917047102	249	16,646		
VCA ANTECH INC	COM	918194101	246	12,360		
V F CORP	COM	918204108	2,904	53,025		
VALERO ENERGY CORP NEW	COM	91913Y100	1,116	51,592		
VARIAN MED SYS INC	COM	92220P105	1,333	38,041		

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VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	197	10,858
VENTAS INC	COM	92276F100	228	6,778
VERISIGN INC	COM	92343E102	545	28,550
VERIZON COMMUNICATIONS INC	COM	92343V104	20,230	596,765
VERTEX PHARMACEUTICALS INC	COM	92532F100	673	22,137
VIACOM INC NEW	CL B	92553P201	1,489	78,108
VISA INC	COM CL A	92826C839	4,922	93,833
VORNADO RLTY TR	SH BEN INT	929042109	260	4,316
VULCAN MATLS CO	COM	929160109	2,211	31,778
WACHOVIA CORP NEW	COM	929903102	2,551	460,538
WADDELL & REED FINL INC	CL A	930059100	196	12,706
WAL MART STORES INC	COM	931142103	37,867	675,480
WALGREEN CO	COM	931422109	4,560	184,827
WALTER INDS INC	COM	93317Q105	196	11,183
WASHINGTON POST CO	CL B	939640108	529	1,356
WASTE MGMT INC DEL	COM	94106L109	4,679	141,202
WATERS CORP	COM	941848103	1,196	32,631
WATSON PHARMACEUTICALS INC	COM	942683103	246	9,243
WATTS WATER TECHNOLOGIES INC	CL A	942749102	480	19,217
WELLCARE HEALTH PLANS INC	COM	94946T106	439	34,121
WELLPOINT INC	COM	94973V107	6,369	151,183
WELLS FARGO & CO NEW	COM	949746101	26,625	903,150
WESTERN DIGITAL CORP	COM	958102105	1,896	165,593
WESTERN UN CO	COM	959802109	2,014	140,464
WEYERHAEUSER CO	COM	962166104	1,152	37,621
WHIRLPOOL CORP	COM	963320106	376	9,103
WHITING PETE CORP NEW	COM	966387102	208	6,202
WHOLE FOODS MKT INC	COM	966837106	194	20,544

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			PENSION		INV. DISCRETION	
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			VALUE	PRINCIPAL	(A) AS DEF. SHARED	OTHER IN
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	(\$000)	AMOUNT	SOLE INSTR. V	
WILEY JOHN & SONS INC	CL A	968223206	517	14,543		
WILLIAMS COS INC DEL	COM	969457100	1,633	112,802		
WINDSTREAM CORP	COM	97381W104	504	54,810		
WISCONSIN ENERGY CORP	COM	976657106	880	20,955		
WYETH	COM	983024100	8,524	227,245		
WYNDHAM WORLDWIDE CORP	COM	98310W108	95	14,494		
WYNN RESORTS LTD	COM	983134107	1,046	24,761		
XTO ENERGY INC	COM	98385X106	4,835	137,096		
XCEL ENERGY INC	COM	98389B100	2,600	140,160		
XILINX INC	COM	983919101	1,697	95,217		
XEROX CORP	COM	984121103	1,351	169,457		
YAHOO INC	COM	984332106	5,757	471,901		
YUM BRANDS INC	COM	988498101	6,017	191,014		
ZIMMER HLDGS INC	COM	98956P102	2,161	53,474		
GRAND TOTAL			2,368,170			
			=====			