

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

VERIZON COMMUNICATIONS INC
Form 13F-HR
May 11, 2006

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2006

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: 28-04063

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 Stamford, Connecticut 5/9/2006

[Signature]

[City, State]

[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,

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

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

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 999

Form 13F Information Table Value Total: 6,793,603

(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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

Goldman Sachs Prime Brokerage

[Repeat as necessary.]

FORM 13F INFORMATION TABLE

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
March 31, 2006

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ACE LTD	ORD	G0070K103	2,606	50,106			X
ACCENTURE LTD BERMUDA	CL A	G1150G111	382	12,700			X
COOPER INDS LTD	CL A	G24182100	5,327	61,304			X
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	4,492	107,489			X
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,932	54,200			X
NABORS INDUSTRIES LTD	SHS	G6359F103	1,160	16,208			X
NOBLE CORPORATION	SHS	G65422100	2,381	29,353			X
OPENTV CORP	CL A	G67543101	246	83,700			X

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

ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	200	5,100	X
TRANSOCEAN INC	ORD	G90078109	5,014	62,447	X
WEATHERFORD INTERNATIONAL					
LT	COM	G95089101	1,579	34,504	X
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,070	1,800	X
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	428	12,500	X
XL CAP LTD	CL A	G98255105	1,048	16,346	X
ALCON INC	COM SHS	H01301102	917	8,800	X
POWERDSINE LTD	SHS	M41415106	558	80,800	X
RADVISION LTD	ORD	M81869105	230	12,900	X
KERZNER INTERNATIONAL LTD	SHS	P6065Y107	1,712	22,000	X
ROYAL CARIBBEAN CRUISES					
LTD	COM	V7780T103	1,349	32,100	X
SEASpan CORP	SHS	Y75638109	311	14,700	X
ACCO BRANDS CORP	COM	00081T108	586	26,402	X
A D C TELECOMMUNICATIONS	COM NEW	000886309	472	18,458	X
AFLAC INC	COM	001055102	9,140	202,537	X
AES CORP	COM	00130H105	5,080	297,746	X
AMB PROPERTY CORP	COM	00163T109	296	5,445	X
AMR CORP	COM	001765106	891	32,939	X
AT&T INC	COM	00206R102	44,351	1,640,186	X
ABBOTT LABS	COM	002824100	41,193	969,926	X
ABERCROMBIE & FITCH CO	CL A	002896207	3,802	65,207	X
ACTIVISION INC NEW	COM NEW	004930202	2,831	205,316	X
ADESA INC	COM	00686U104	424	15,875	X
ADOBE SYS INC	COM	00724F101	17,341	496,154	X
ADVANCE AUTO PARTS INC	COM	00751Y106	5,004	120,163	X
ADVANCED MEDICAL OPTICS					
INC	COM	00763M108	556	11,916	X
AEROPOSTALE	COM	007865108	1,077	35,700	X
ADVANCED MICRO DEVICES					
INC	COM	007903107	3,829	115,463	X
AETNA INC NEW	COM	00817Y108	15,699	319,468	X
AFFILIATED COMPUTER					
SERVICES	CL A	008190100	4,334	72,645	X
AFFILIATED MANAGERS GROUP	COM	008252108	656	6,152	X
AFFYMETRIX INC	COM	00826T108	1,981	60,166	X
AGERE SYS INC	COM	00845V308	498	33,135	X
AGILENT TECHNOLOGIES INC	COM	00846U101	4,213	112,210	X
AIR PRODS & CHEMS INC	COM	009158106	6,853	102,000	X
AKAMAI TECHNOLOGIES INC	COM	00971T101	815	24,769	X
ALBERTO CULVER CO	COM	013068101	1,714	38,757	X
ALBERTSONS INC	COM	013104104	2,205	85,879	X
ALCOA INC	COM	013817101	9,694	317,202	X
ALLEGHANY CORP DEL	COM	017175100	3,270	11,297	X
ALLEGHENY ENERGY INC	COM	017361106	2,914	86,099	X
ALLEGHENY TECHNOLOGIES					
INC	COM	01741R102	1,615	26,400	X
ALLERGAN INC	COM	018490102	11,395	105,023	X
ALLETE INC	COM NEW	018522300	1,432	30,733	X
ALLIANCE DATA SYSTEMS					
CORP	COM	018581108	1,421	30,380	X
ALLIANT ENERGY CORP	COM	018802108	954	30,319	X

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ALLIANT TECHSYSTEMS INC	COM	018804104	605	7,844			X
ALLIED CAP CORP NEW	COM	01903Q108	1,663	54,355			X
ALLIED HEALTHCARE INTL INC	COM	01923A109	178	36,600			X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	515	42,115			X
ALLSTATE CORP	COM	020002101	25,438	488,158			X
ALLTEL CORP	COM	020039103	15,762	243,430			X
ALTERA CORP	COM	021441100	2,151	104,203			X
ALTRIA GROUP INC	COM	02209S103	84,609	1,194,031			X
AMAZON COM INC	COM	023135106	5,271	144,287			X
AMBAC FINL GROUP INC	COM	023139108	5,305	66,647			X
AMERADA HESS CORP	COM	023551104	4,933	34,642			X
AMEREN CORP	COM	023608102	1,741	34,950			X
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	641	18,700			X
AMERICAN CAPITAL STRATEGIES	COM	024937104	1,512	42,997			X
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1,657	55,501			X
AMERICAN ELEC PWR INC	COM	025537101	4,655	136,829			X
AMERICAN EXPRESS CO	COM	025816109	34,960	665,278			X
AMERICAN INTL GROUP INC	COM	026874107	75,220	1,138,142			X
AMERICAN PWR CONVERSION CORP	COM	029066107	1,726	74,670			X
AMERICAN STD COS INC DEL	COM	029712106	5,599	130,625			X
AMERICAN TOWER CORP	CL A	029912201	6,555	216,198			X
AMERICREDIT CORP	COM	03060R101	454	14,762			X
AMERISOURCEBERGEN CORP	COM	03073E105	5,969	123,656			X
AMERIGROUP CORP	COM	03073T102	311	14,785			X
AMERIPRISE FINL INC	COM	03076C106	6,008	133,340			X
AMETEK INC NEW	COM	031100100	5,875	130,677			X
AMGEN INC	COM	031162100	46,454	638,540			X
AMPHENOL CORP NEW	CL A	032095101	5,723	109,675			X
AMSOUTH BANCORPORATION	COM	032165102	1,494	55,213			X
ANADARKO PETE CORP	COM	032511107	11,246	111,336			X
ANALOG DEVICES INC	COM	032654105	7,243	189,154			X
ANDREW CORP	COM	034425108	721	58,722			X
ANHEUSER BUSCH COS INC	COM	035229103	12,366	289,119			X
ANN TAYLOR STORES CORP	COM	036115103	575	15,638			X
ANSYS INC	COM	03662Q105	336	6,200			X
AON CORP	COM	037389103	2,105	50,720			X
APACHE CORP	COM	037411105	4,486	68,484			X
APARTMENT INVT & MGMT CO	CL A	03748R101	714	15,218			X
APOLLO GROUP INC	CL A	037604105	5,270	100,370			X
APOLLO INVT CORP	COM	03761U106	493	27,700			X
APPLE COMPUTER INC	COM	037833100	29,096	463,896			X
APPLEBEES INTL INC	COM	037899101	1,362	55,491			X
APPLERA CORP	COM AP BIO GRP	038020103	788	29,021			X
APPLIED MICRO CIRCUITS CORP	COM	03822W109	112	27,581			X
APPLIED MATLS INC	COM	038222105	14,600	833,815			X
AQUA AMERICA INC	COM	03836W103	1,751	62,925			X
ARAMARK CORP	CL B	038521100	388	13,144			X
ARCH COAL INC	COM	039380100	513	6,752			X
ARCHER DANIELS MIDLAND CO	COM	039483102	7,222	214,623			X
ARCHSTONE SMITH TR	COM	039583109	5,974	122,499			X
ARROW ELECTRS INC	COM	042735100	642	19,904			X
ASHLAND INC NEW	COM	044209104	773	10,877			X
ASSOCIATED BANC CORP	COM	045487105	463	13,638			X

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

ASSURANT INC	COM	04621X108	5,441	110,471		X
--------------	-----	-----------	-------	---------	--	---

2

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ASTORIA FINL CORP	COM	046265104	444	14,340			X
AUTODESK INC	COM	052769106	7,205	187,039			X
AUTOLIV INC	COM	052800109	1,236	21,850			X
AUTOMATIC DATA PROCESSING IN	COM	053015103	12,351	270,379			X
AUTONATION INC	COM	05329W102	1,536	71,271			X
AUTOZONE INC	COM	053332102	3,372	33,821			X
AVALONBAY CMNTYS INC	COM	053484101	1,966	18,018			X
AVAYA INC	COM	053499109	1,319	116,736			X
AVERY DENNISON CORP	COM	053611109	1,490	25,480			X
AVID TECHNOLOGY INC	COM	05367P100	622	14,313			X
AVNET INC	COM	053807103	1,455	57,312			X
AVON PRODS INC	COM	054303102	8,309	266,573			X
AZTAR CORP	COM	054802103	319	7,600			X
BB&T CORP	COM	054937107	3,352	85,515			X
BISYS GROUP INC	COM	055472104	188	13,950			X
BJS WHOLESALE CLUB INC	COM	05548J106	667	21,161			X
BJ SVCS CO	COM	055482103	3,459	99,959			X
BP PLC	SPONSORED ADR	055622104	7,190	104,300			X
BMC SOFTWARE INC	COM	055921100	1,456	67,236			X
BAKER HUGHES INC	COM	057224107	10,964	160,299			X
BALL CORP	COM	058498106	3,333	76,042			X
BANK OF AMERICA CORPORATION	COM	060505104	117,460	2,579,268			X
BANK HAWAII CORP	COM	062540109	2,762	51,817			X
BANK NEW YORK INC	COM	064057102	4,823	133,810			X
BARD C R INC	COM	067383109	11,237	165,719			X
BARNES & NOBLE INC	COM	067774109	2,550	55,142			X
BARNES GROUP INC	COM	067806109	336	8,300			X
BARR PHARMACEUTICALS INC	COM	068306109	2,149	34,118			X
BAUSCH & LOMB INC	COM	071707103	6,734	105,717			X
BAXTER INTL INC	COM	071813109	8,658	223,097			X
BEA SYS INC	COM	073325102	404	30,761			X
BEAR STEARNS COS INC	COM	073902108	24,799	178,799			X
BEAZER HOMES USA INC	COM	07556Q105	313	4,770			X
BECKMAN COULTER INC	COM	075811109	2,622	48,046			X
BECTON DICKINSON & CO	COM	075887109	16,053	260,682			X
BED BATH & BEYOND INC	COM	075896100	6,352	165,405			X
BELLSOUTH CORP	COM	079860102	28,367	818,667			X
BELO CORP	COM SER A	080555105	982	49,409			X
BEMIS INC	COM	081437105	1,443	45,708			X
BERKLEY W R CORP	COM	084423102	5,982	103,025			X
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	9,758	108			X
BEST BUY INC	COM	086516101	13,266	237,183			X
BIG LOTS INC	COM	089302103	149	10,678			X
BIOMET INC	COM	090613100	2,585	72,779			X
BIOGEN IDEC INC	COM	09062X103	3,437	72,973			X

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

BLACK & DECKER CORP	COM	091797100	9,425	108,470	X
BLACKROCK INC	CL A	09247X101	3,196	22,830	X
BLOCK H & R INC	COM	093671105	2,929	135,309	X
BOEING CO	COM	097023105	37,876	486,027	X
BORG WARNER INC	COM	099724106	4,035	67,207	X
BOSTON BEER INC	CL A	100557107	281	10,800	X
BOSTON PROPERTIES INC	COM	101121101	1,452	15,566	X
BOSTON SCIENTIFIC CORP	COM	101137107	5,222	226,530	X
BOWATER INC	COM	102183100	364	12,300	X

3

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL INVESTMENT DISCRETION
BOYD GAMING CORP	COM	103304101	387	7,750	X
BRIGGS & STRATTON CORP	COM	109043109	276	7,800	X
BRINKER INTL INC	COM	109641100	688	16,278	X
BRINKS CO	COM	109696104	439	8,643	X
BRISTOL MYERS SQUIBB CO	COM	110122108	23,523	955,833	X
BROADCOM CORP	CL A	111320107	5,966	138,235	X
BROWN & BROWN INC	COM	115236101	3,335	100,457	X
BROWN FORMAN CORP	CL B	115637209	7,672	99,674	X
BRUNSWICK CORP	COM	117043109	1,134	29,184	X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	18,133	217,600	X
BURLINGTON RES INC	COM	122014103	16,978	184,725	X
CBL & ASSOC PPTYS INC	COM	124830100	2,885	67,967	X
CBS CORP NEW	CL B	124857202	6,369	265,611	X
CBRL GROUP INC	COM	12489V106	254	5,785	X
CB RICHARD ELLIS GROUP INC	CL A	12497T101	740	9,174	X
C D W CORP	COM	12512N105	936	15,900	X
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,606	114,201	X
CIGNA CORP	COM	125509109	14,364	109,969	X
CIT GROUP INC	COM	125581108	8,292	154,933	X
CMS ENERGY CORP	COM	125896100	451	34,833	X
CNF INC	COM	12612W104	482	9,655	X
CSX CORP	COM	126408103	4,214	70,468	X
CVS CORP	COM	126650100	19,303	646,242	X
CA INC	COM	12673P105	4,573	168,056	X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,719	101,844	X
CABOT CORP	COM	127055101	221	6,503	X
CACI INTL INC	CL A	127190304	368	5,594	X
CADENCE DESIGN SYSTEM INC	COM	127387108	610	32,991	X
CAMDEN PPTY TR	SH BEN INT	133131102	239	3,312	X
CAMPBELL SOUP CO	COM	134429109	4,023	124,162	X
CAPITAL ONE FINL CORP	COM	14040H105	9,837	122,174	X
CAPITALSOURCE INC	COM	14055X102	322	12,940	X
CARDINAL HEALTH INC	COM	14149Y108	13,997	187,824	X
CAREER EDUCATION CORP	COM	141665109	1,080	28,633	X
CAREMARK RX INC	COM	141705103	7,597	154,480	X
CARLISLE COS INC	COM	142339100	388	4,739	X
CARMAX INC	COM	143130102	625	19,136	X

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

CARNIVAL CORP	PAIRED CTF	143658300	4,159	87,788	X
CASUAL MALE RETAIL GRP INC	COM	148711104	683	70,100	X
CATERPILLAR INC DEL	COM	149123101	30,173	420,178	X
CELGENE CORP	COM	151020104	4,917	111,186	X
CENDANT CORP	COM	151313103	12,076	696,022	X
CENTENE CORP DEL	COM	15135B101	201	6,900	X
CENTERPOINT ENERGY INC	COM	15189T107	790	66,245	X
CENTEX CORP	COM	152312104	4,539	73,224	X
CENTURYTEL INC	COM	156700106	2,288	58,499	X
CEPHALON INC	COM	156708109	641	10,636	X
CERIDIAN CORP NEW	COM	156779100	938	36,845	X
CERNER CORP	COM	156782104	520	10,961	X
CHAMPION ENTERPRISES INC	COM	158496109	180	12,000	X
CHARLES RIV LABS INTL INC	COM	159864107	6,060	123,629	X
CHECKFREE CORP NEW	COM	162813109	866	17,150	X
CHEESECAKE FACTORY INC	COM	163072101	536	14,321	X
CHEMTURA CORP	COM	163893100	297	25,187	X

4

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL INVESTMENT DISCRETION
CHESAPEAKE ENERGY CORP	COM	165167107	2,533	80,635	X
CHEVRON CORP NEW	COM	166764100	60,346	1,040,990	X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	13,953	31,179	X
CHICOS FAS INC	COM	168615102	3,795	93,386	X
CHOICE HOTELS INTL INC	COM	169905106	485	10,597	X
CHIRON CORP	COM	170040109	1,410	30,771	X
CHOICEPOINT INC	COM	170388102	1,305	29,153	X
CHORDIANT SOFTWARE INC	COM	170404107	371	106,200	X
CHUBB CORP	COM	171232101	15,142	158,660	X
CHURCH & DWIGHT INC	COM	171340102	4,679	126,743	X
CIENA CORP	COM	171779101	287	55,074	X
CINCINNATI FINL CORP	COM	172062101	1,550	36,852	X
CINERGY CORP	COM	172474108	5,174	113,951	X
CIRCUIT CITY STORE INC	COM	172737108	1,357	55,446	X
CISCO SYS INC	COM	17275R102	82,175	3,792,132	X
CINTAS CORP	COM	172908105	2,321	54,453	X
CITIGROUP INC	COM	172967101	131,418	2,782,513	X
CITIZENS COMMUNICATIONS CO	COM	17453B101	702	52,895	X
CITRIX SYS INC	COM	177376100	1,973	52,063	X
CITY NATL CORP	COM	178566105	597	7,774	X
CLAIRES STORES INC	COM	179584107	1,038	28,576	X
CLARCOR INC	COM	179895107	1,606	45,100	X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	5,107	176,030	X
CLOROX CO DEL	COM	189054109	3,674	61,379	X
COACH INC	COM	189754104	12,718	367,773	X
COCA COLA CO	COM	191216100	46,014	1,098,976	X
COCA COLA ENTERPRISES INC	COM	191219104	2,041	100,333	X
COGNIZANT TECHNOLOGY					

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

SOLUTIO	CL A	192446102	6,944	116,722		X
COLGATE PALMOLIVE CO	COM	194162103	9,319	163,205		X
COLONIAL BANCGROUP INC	COM	195493309	251	10,051		X
COLUMBIA SPORTSWEAR CO	COM	198516106	281	5,267		X
COMCAST CORP NEW	CL A	20030N101	17,371	664,039		X
COMCAST CORP NEW	CL A SPL	20030N200	1,324	50,700		X
COMERICA INC	COM	200340107	6,097	105,171		X
COMMERCE BANCORP INC NJ	COM	200519106	2,634	71,867		X
COMMERCE BANCSHARES INC	COM	200525103	211	4,079		X
COMMUNITY HEALTH SYS INC						
NEW	COM	203668108	1,200	33,186		X
COMPASS BANCSHARES INC	COM	20449H109	992	19,600		X
COMPUTER SCIENCES CORP	COM	205363104	7,806	140,529		X
COMPUWARE CORP	COM	205638109	638	81,526		X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	2,374	100,910		X
CONAGRA FOODS INC	COM	205887102	2,025	94,355		X
CONOCOPHILLIPS	COM	20825C104	70,157	1,110,965		X
CONSECO INC	COM NEW	208464883	242	9,765		X
CONSOL ENERGY INC	COM	20854P109	1,569	21,160		X
CONSOLIDATED EDISON INC	COM	209115104	3,211	73,820		X
CONSTELLATION BRANDS INC	CL A	21036P108	9,496	379,068		X
CONSTELLATION ENERGY						
GROUP I	COM	210371100	6,253	114,299		X
CONVERGYS CORP	COM	212485106	406	22,296		X
COOPER CAMERON CORP	COM	216640102	1,070	24,264		X
COOPER COS INC	COM NEW	216648402	660	12,217		X
COPART INC	COM	217204106	338	12,325		X
CORN PRODS INTL INC	COM	219023108	2,108	71,300		X
CORNING INC	COM	219350105	21,549	800,485		X

5

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CORPORATE EXECUTIVE BRD							
CO	COM	21988R102	2,107	20,880			X
COSTCO WHSL CORP NEW	COM	22160K105	13,029	240,574			X
COUNTRYWIDE FINANCIAL							
CORP	COM	222372104	16,358	445,729			X
COVANCE INC	COM	222816100	4,915	83,652			X
COVENTRY HEALTH CARE INC	COM	222862104	11,601	214,921			X
CREE INC	COM	225447101	453	13,802			X
CROWN CASTLE INTL CORP	COM	228227104	2,732	96,367			X
CROWN HOLDINGS INC	COM	228368106	3,281	184,961			X
CULLEN FROST BANKERS INC	COM	229899109	807	15,023			X
CUMMINS INC	COM	231021106	5,093	48,462			X
CURTISS WRIGHT CORP	COM	231561101	1,768	26,700			X
CYTEC INDS INC	COM	232820100	210	3,502			X
CYTYC CORP	COM	232946103	888	31,495			X
DPL INC	COM	233293109	2,241	82,983			X
D R HORTON INC	COM	23331A109	2,211	66,555			X
DST SYS INC DEL	COM	233326107	1,763	30,429			X
DTE ENERGY CO	COM	233331107	3,557	88,734			X
DADE BEHRING HLDGS INC	COM	23342J206	2,308	64,627			X

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

DANAHER CORP DEL	COM	235851102	9,382	147,631		X
DARDEN RESTAURANTS INC	COM	237194105	4,154	101,253		X
DAVITA INC	COM	23918K108	5,509	91,503		X
DEAN FOODS CO NEW	COM	242370104	2,212	56,977		X
DEERE & CO	COM	244199105	7,591	96,031		X
DEL MONTE FOODS CO	COM	24522P103	153	12,876		X
DELL INC	COM	24702R101	57,636	1,936,679		X
DENBURY RES INC	COM NEW	247916208	659	20,813		X
DENTSPLY INTL INC NEW	COM	249030107	2,177	37,441		X
DEVELOPERS DIVERSIFIED						
RLTY	COM	251591103	981	17,925		X
DEVON ENERGY CORP NEW	COM	25179M103	13,802	225,639		X
DIAMOND OFFSHORE DRILLING						
IN	COM	25271C102	6,195	69,220		X
DICKS SPORTING GOODS INC	COM	253393102	253	6,375		X
DIEBOLD INC	COM	253651103	720	17,524		X
DILLARDS INC	CL A	254067101	617	23,699		X
DIRECTV GROUP INC	COM	25459L106	2,252	137,317		X
DISCOVERY HOLDING CO	CL A COM	25468Y107	920	61,322		X
DISNEY WALT CO	COM DISNEY	254687106	33,150	1,188,590		X
DOLLAR GEN CORP	COM	256669102	2,552	144,409		X
DOLLAR TREE STORES INC	COM	256747106	474	17,143		X
DOMINION RES INC VA NEW	COM	25746U109	11,292	163,587		X
DONALDSON INC	COM	257651109	3,193	94,495		X
DONNELLEY R R & SONS CO	COM	257867101	2,671	81,632		X
DORAL FINL CORP	COM	25811P100	120	10,425		X
DOVER CORP	COM	260003108	2,439	50,237		X
DOW CHEM CO	COM	260543103	19,230	473,641		X
DOW JONES & CO INC	COM	260561105	653	16,615		X
DU PONT E I DE NEMOURS &						
CO	COM	263534109	13,740	325,512		X
DUKE ENERGY CORP	COM	264399106	13,346	457,838		X
DUKE REALTY CORP	COM NEW	264411505	331	8,723		X
DUN & BRADSTREET CORP DEL						
NE	COM	26483E100	1,510	19,694		X
DYNEGY INC NEW	CL A	26816Q101	228	47,602		X
E M C CORP MASS	COM	268648102	14,350	1,052,841		X
ENSCO INTL INC	COM	26874Q100	1,203	23,387		X
ENI S P A	SPONSORED ADR	26874R108	3,704	65,000		X
EOG RES INC	COM	26875P101	15,185	210,902		X

6

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
E TRADE FINANCIAL CORP	COM	269246104	1,783	66,104			X
EAGLE MATERIALS INC	COM	26969P108	277	4,347			X
EAST WEST BANCORP INC	COM	27579R104	398	10,318			X
EASTMAN CHEM CO	COM	277432100	1,425	27,847			X
EASTMAN KODAK CO	COM	277461109	2,534	89,083			X
EATON CORP	COM	278058102	5,453	74,727			X
EATON VANCE CORP	COM NON VTG	278265103	981	35,825			X
EBAY INC	COM	278642103	29,135	747,044			X
ECHOSTAR COMMUNICATIONS							

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

NEW	CL A	278762109	1,275	42,694	X
ECOLAB INC	COM	278865100	5,255	137,569	X
EDISON INTL	COM	281020107	8,302	201,597	X
EDUCATION MGMT CORP	COM	28139T101	567	13,621	X
EDWARDS LIFESCIENCES					
CORP	COM	28176E108	475	10,920	X
EDWARDS AG INC	COM	281760108	248	4,972	X
EL PASO CORP	COM	28336L109	1,552	128,760	X
ELECTRONIC ARTS INC	COM	285512109	10,880	198,837	X
ELECTRONIC DATA SYS NEW	COM	285661104	5,947	221,638	X
EMDEON CORP	COM	290849108	589	54,552	X
EMERSON ELEC CO	COM	291011104	17,174	205,352	X
ENCANA CORP	COM	292505104	2,402	51,400	X
ENDO PHARMACEUTICALS					
HLDGS I	COM	29264F205	307	9,356	X
ENERGEN CORP	COM	29265N108	1,212	34,641	X
ENERGY EAST CORP	COM	29266M109	414	17,035	X
ENERGIZER HLDGS INC	COM	29266R108	2,740	51,699	X
ENGELHARD CORP	COM	292845104	958	24,192	X
ENTERGY CORP NEW	COM	29364G103	12,608	182,888	X
EQUIFAX INC	COM	294429105	3,979	106,846	X
EQUINIX INC	COM NEW	29444U502	238	3,700	X
EQUITABLE RES INC	COM	294549100	2,166	59,324	X
EQUITY OFFICE					
PROPERTIES TRU	COM	294741103	3,035	90,382	X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2,141	45,752	X
EXELON CORP	COM	30161N101	15,836	299,358	X
EXPEDIA INC DEL	COM	30212P105	515	25,406	X
EXPEDITORS INTL WASH					
INC	COM	302130109	4,972	57,552	X
EXPRESS SCRIPTS INC	COM	302182100	4,475	50,909	X
EXXON MOBIL CORP	COM	30231G102	188,298	3,093,959	X
FLIR SYS INC	COM	302445101	378	13,289	X
FMC TECHNOLOGIES INC	COM	30249U101	1,085	21,189	X
FPL GROUP INC	COM	302571104	7,752	193,120	X
FSI INTL INC	COM	302633102	244	46,300	X
FACTSET RESH SYS INC	COM	303075105	817	18,413	X
FAIR ISAAC CORP	COM	303250104	2,356	59,465	X
FAMILY DLR STORES INC	COM	307000109	1,110	41,734	X
FASTENAL CO	COM	311900104	3,404	71,896	X
FEDERAL HOME LN MTG					
CORP	COM	313400301	20,745	340,083	X
FEDERAL NATL MTG ASSN	COM	313586109	16,207	315,305	X
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	3,121	41,504	X
FEDERATED DEPT STORES					
INC DE	COM	31410H101	14,050	192,464	X
FEDERATED INVS INC PA	CL B	314211103	901	23,062	X
FEDEX CORP	COM	31428X106	19,275	170,662	X
F5 NETWORKS INC	COM	315616102	526	7,252	X
FIDELITY NATL					
INFORMATION SV	COM	31620M106	1,302	32,107	X
FIDELITY NATL FINL INC	COM	316326107	673	18,954	X
FIFTH THIRD BANCORP	COM	316773100	3,482	88,471	X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
-----	-----	-----	-----	-----	-----

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
FIRST AMERN CORP CALIF	COM	318522307	1,513	38,625			X
FIRST BANCORP P R	COM	318672102	409	33,100			X
FIRST DATA CORP	COM	319963104	17,656	377,113			X
FIRST HORIZON NATL CORP	COM	320517105	1,655	39,740			X
FIRST MARBLEHEAD CORP	COM	320771108	1,699	39,281			X
FIRST MIDWEST BANCORP DEL	COM	320867104	296	8,100			X
FISERV INC	COM	337738108	4,534	106,562			X
FIRSTENERGY CORP	COM	337932107	5,381	110,035			X
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	1,825	26,824			X
FLORIDA ROCK INDS INC	COM	341140101	2,497	44,414			X
FLUOR CORP NEW	COM	343412102	5,234	61,005			X
FOOT LOCKER INC	COM	344849104	821	34,393			X
FORD MTR CO DEL	COM PAR \$0.01	345370860	5,296	665,383			X
FOREST CITY ENTERPRISES INC	CL A	345550107	571	12,101			X
FOREST LABS INC	COM	345838106	5,132	114,998			X
FORTUNE BRANDS INC	COM	349631101	9,770	121,177			X
FOUNDRY NETWORKS INC	COM	35063R100	214	11,800			X
FRANKLIN RES INC	COM	354613101	10,727	113,822			X
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	4,088	68,393			X
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	4,960	178,611			X
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	130	13,836			X
FULTON FINL CORP PA	COM	360271100	184	10,690			X
GATX CORP	COM	361448103	1,148	27,800			X
GALLAGHER ARTHUR J & CO	COM	363576109	735	26,430			X
GANNETT INC	COM	364730101	6,050	100,970			X
GAP INC DEL	COM	364760108	4,176	223,560			X
GATEWAY INC	COM	367626108	57	25,867			X
GAYLORD ENTMT CO NEW	COM	367905106	263	5,800			X
GEN-PROBE INC NEW	COM	36866T103	974	17,662			X
GENCORP INC	COM	368682100	540	26,300			X
GENENTECH INC	COM NEW	368710406	15,917	188,346			X
GENERAL DYNAMICS CORP	COM	369550108	12,772	199,624			X
GENERAL ELECTRIC CO	COM	369604103	210,128	6,041,645			X
GENERAL GROWTH PPTYS INC	COM	370021107	8,473	173,372			X
GENERAL MLS INC	COM	370334104	4,716	93,049			X
GENERAL MTRS CORP	COM	370442105	5,110	240,268			X
GENTEX CORP	COM	371901109	513	29,409			X
GENUINE PARTS CO	COM	372460105	5,492	125,292			X
GENWORTH FINL INC	COM CL A	37247D106	5,274	157,764			X
GENZYME CORP	COM	372917104	4,867	72,406			X
GETTY IMAGES INC	COM	374276103	4,068	54,321			X
GILEAD SCIENCES INC	COM	375558103	13,294	213,665			X
GLOBAL PMTS INC	COM	37940X102	5,737	108,221			X
GOLDEN WEST FINL CORP DEL	COM	381317106	11,315	166,646			X
GOLDMAN SACHS GROUP INC	COM	38141G104	40,591	258,609			X
GOODRICH CORP	COM	382388106	2,903	66,564			X
GOODYEAR TIRE & RUBR CO	COM	382550101	524	36,165			X
GOOGLE INC	CL A	38259P508	28,965	74,269			X
GRACO INC	COM	384109104	1,376	30,292			X
GRAINGER W W INC	COM	384802104	4,079	54,140			X
GRANT PRIDECO INC	COM	38821G101	3,886	90,720			X

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

GREAT PLAINS ENERGY INC	COM	391164100	448	15,926	X
GREIF INC	CL A	397624107	894	13,060	X
GTECH HLDGS CORP	COM	400518106	825	24,232	X

8

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
GUIDANT CORP	COM	401698105	12,205	156,350			X
HCA INC	COM	404119109	7,547	164,820			X
HCC INS HLDGS INC	COM	404132102	1,751	50,322			X
HNI CORP	COM	404251100	3,994	67,696			X
HRPT PPTYS TR	COM SH BEN INT	40426W101	159	13,586			X
HALLIBURTON CO	COM	406216101	19,706	269,868			X
HANOVER INS GROUP INC	COM	410867105	204	3,897			X
HARLAND JOHN H CO	COM	412693103	444	11,300			X
HARLEY DAVIDSON INC	COM	412822108	13,999	269,834			X
HARMAN INTL INDS INC	COM	413086109	5,278	47,498			X
HARRAHS ENMTT INC	COM	413619107	5,202	66,732			X
HARRIS CORP DEL	COM	413875105	5,014	106,027			X
HARSCO CORP	COM	415864107	606	7,335			X
HARTE-HANKS INC	COM	416196103	1,454	53,177			X
HARTFORD FINL SVCS GROUP INC	COM	416515104	14,332	177,926			X
HASBRO INC	COM	418056107	566	26,814			X
HEALTH CARE PPTY INVS INC	COM	421915109	247	8,701			X
HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,799	83,413			X
HEALTH NET INC	COM	42222G108	771	15,180			X
HEARST-ARGYLE TELEVISION INC	COM	422317107	313	13,411			X
HEINZ H J CO	COM	423074103	3,364	88,711			X
HELMERICH & PAYNE INC	COM	423452101	560	8,015			X
HENRY JACK & ASSOC INC	COM	426281101	1,059	46,300			X
HERCULES INC	COM	427056106	158	11,419			X
HERSHEY CO	COM	427866108	3,259	62,392			X
HEWLETT PACKARD CO	COM	428236103	52,470	1,594,821			X
HILLENBRAND INDS INC	COM	431573104	369	6,710			X
HILTON HOTELS CORP	COM	432848109	3,269	128,408			X
HOME DEPOT INC	COM	437076102	62,694	1,482,123			X
HONEYWELL INTL INC	COM	438516106	14,559	340,407			X
HORMEL FOODS CORP	COM	440452100	564	16,692			X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	723	16,551			X
HOSPIRA INC	COM	441060100	2,865	72,594			X
HOST MARRIOTT CORP NEW	COM	44107P104	488	22,793			X
HOVNANIAN ENTERPRISES INC	CL A	442487203	271	6,159			X
HUBBELL INC	CL B	443510201	1,556	30,347			X
HUDSON CITY BANCORP	COM	443683107	3,024	227,526			X
HUMANA INC	COM	444859102	4,382	83,237			X
HUNT J B TRANS SVCS INC	COM	445658107	718	33,333			X
HUNTINGTON BANCSHARES INC	COM	446150104	964	39,969			X
HYPERION SOLUTIONS CORP	COM	44914M104	362	11,116			X
IAC INTERACTIVECORP	COM NEW	44919P300	749	25,407			X
IMS HEALTH INC	COM	449934108	1,461	56,703			X
ISTAR FINL INC	COM	45031U101	279	7,283			X

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

ITT EDUCATIONAL SERVICES						
INC	COM	45068B109	542	8,460		X
ITT INDS INC IND	COM	450911102	14,624	260,121		X
IDEX CORP	COM	45167R104	1,782	34,157		X
IDEXX LABS INC	COM	45168D104	517	5,985		X
IKON OFFICE SOLUTIONS INC	COM	451713101	143	10,000		X
ILLINOIS TOOL WKS INC	COM	452308109	13,635	141,570		X
IMCLONE SYS INC	COM	45245W109	639	18,778		X
IMPERIAL TOBACCO GROUP						
PLC	SPONSORED ADR	453142101	1,012	16,900		X
INDEPENDENCE CMNTY BK						
CORP	COM	453414104	260	6,227		X
INDYMAC BANCORP INC	COM	456607100	325	7,952		X

9

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	771	9,900			X
INFRASTRUCTURE SVCS INC	COM	45684P102	404	23,500			X
INGRAM MICRO INC	CL A	457153104	733	36,659			X
INPHONIC INC	COM	45772G105	80	11,475			X
INTEL CORP	COM	458140100	77,930	4,004,603			X
INTERNATIONAL BANCSHARES							
COR	COM	459044103	329	11,446			X
INTERNATIONAL BUSINESS							
MACHS	COM	459200101	68,105	825,821			X
INTERNATIONAL FLAVORS&							
FRAGRA	COM	459506101	857	24,969			X
INTERNATIONAL GAME							
TECHNOLOG	COM	459902102	3,622	102,833			X
INTL PAPER CO	COM	460146103	6,889	199,287			X
INTERNATIONAL RECTIFIER							
CORP	COM	460254105	2,463	59,459			X
INTERNATIONAL SPEEDWAY							
CORP	CL A	460335201	2,384	46,834			X
INTERSIL CORP	CL A	46069S109	537	18,572			X
INTERPUBLIC GROUP COS INC	COM	460690100	1,070	111,964			X
INTERWOVEN INC	COM NEW	46114T508	154	17,100			X
INTUIT	COM	461202103	2,569	48,304			X
INVITROGEN CORP	COM	46185R100	1,869	26,654			X
INVESTORS FINL SERVICES							
CORP	COM	461915100	574	12,244			X
IRON MTN INC	COM	462846106	932	22,885			X
ISHARES TR	RUSSELL1000VAL	464287598	37,496	512,870			X
ISHARES TR	RUSSELL1000GRW	464287614	11,199	212,335			X
ISIS PHARMACEUTICALS INC	COM	464330109	704	78,100			X
IVILLAGE INC	COM	46588H105	280	33,300			X
JDS UNIPHASE CORP	COM	46612J101	1,506	361,046			X
JP MORGAN CHASE & CO	COM	46625H100	51,557	1,238,170			X
JABIL CIRCUIT INC	COM	466313103	4,922	114,836			X
JACOBS ENGR GROUP INC DEL	COM	469814107	1,394	16,075			X
JANUS CAP GROUP INC	COM	47102X105	806	34,796			X
JEFFERSON PILOT CORP	COM	475070108	1,930	34,495			X

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

JETBLUE AWYS CORP	COM	477143101	376	35,082		X
JOHNSON & JOHNSON	COM	478160104	128,453	2,169,077		X
JOHNSON CTLS INC	COM	478366107	10,874	143,206		X
JONES APPAREL GROUP INC	COM	480074103	2,631	74,394		X
JOY GLOBAL INC	COM	481165108	1,319	22,071		X
JUNIPER NETWORKS INC	COM	48203R104	3,196	167,170		X
KLA-TENCOR CORP	COM	482480100	2,650	54,795		X
KB HOME	COM	48666K109	4,121	63,419		X
KELLOGG CO	COM	487836108	4,844	109,999		X
KERR MCGEE CORP	COM	492386107	3,409	35,707		X
KEYCORP NEW	COM	493267108	5,941	161,437		X
KEYSPAN CORP	COM	49337W100	1,129	27,629		X
KEYSTONE AUTOMOTIVE INDS INC	COM	49338N109	236	5,600		X
KIMBERLY CLARK CORP	COM	494368103	14,643	253,347		X
KIMCO REALTY CORP	COM	49446R109	8,342	205,266		X
KINDER MORGAN INC KANS	COM	49455P101	6,446	70,075		X
KINETIC CONCEPTS INC	COM NEW	49460W208	1,507	36,613		X
KING PHARMACEUTICALS INC	COM	495582108	661	38,314		X
KNIGHT RIDDER INC	COM	499040103	1,269	20,082		X
KOHL'S CORP	COM	500255104	4,690	88,478		X
KRAFT FOODS INC	CL A	50075N104	876	28,900		X
KROGER CO	COM	501044101	4,614	226,629		X
LSI LOGIC CORP	COM	502161102	911	78,814		X
LTX CORP	COM	502392103	250	46,300		X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3,197	37,264		X

10

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,130	36,420			X
LAFARGE NORTH AMERICA INC	COM	505862102	1,420	16,901			X
LAM RESEARCH CORP	COM	512807108	4,171	97,008			X
LAMAR ADVERTISING CO	CL A	512815101	723	13,741			X
LANDAUER INC	COM	51476K103	256	5,100			X
LANDSTAR SYS INC	COM	515098101	483	10,953			X
LAS VEGAS SANDS CORP	COM	517834107	247	4,356			X
LAUDER ESTEE COS INC	CL A	518439104	2,365	63,599			X
LAUREATE EDUCATION INC	COM	518613104	454	8,508			X
LEAR CORP	COM	521865105	685	38,633			X
LEE ENTERPRISES INC	COM	523768109	1,546	46,433			X
LEGGETT & PLATT INC	COM	524660107	867	35,574			X
LEGG MASON INC	COM	524901105	10,171	81,155			X
LEHMAN BROS HLDGS INC	COM	524908100	29,778	206,030			X
LENNAR CORP	CL A	526057104	1,888	31,271			X
LEUCADIA NATL CORP	COM	527288104	1,384	23,206			X
LEXMARK INTL NEW	CL A	529771107	3,314	73,023			X
LIBERTY GLOBAL INC	COM SER A	530555101	2,832	138,335			X
LIBERTY GLOBAL INC	COM SER C	530555309	1,661	84,083			X
LIBERTY MEDIA CORP NEW	COM SER A	530718105	5,062	616,531			X
LIBERTY PPTY TR	SH BEN INT	531172104	266	5,632			X

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

LIFEPOINT HOSPITALS INC	COM	53219L109	496	15,955		X
LILLY ELI & CO	COM	532457108	30,500	551,538		X
LIMITED BRANDS INC	COM	532716107	4,364	178,400		X
LINCARE HLDGS INC	COM	532791100	6,287	161,363		X
LINCOLN NATL CORP IND	COM	534187109	2,965	54,312		X
LINEAR TECHNOLOGY CORP	COM	535678106	7,576	215,960		X
LIVE NATION INC	COM	538034109	317	15,958		X
LIZ CLAIBORNE INC	COM	539320101	2,046	49,915		X
LOCKHEED MARTIN CORP	COM	539830109	9,872	131,405		X
LOEWS CORP	COM	540424108	11,349	112,143		X
LOEWS CORP	CAROLNA GP STK	540424207	208	4,391		X
LONGS DRUG STORES CORP	COM	543162101	472	10,200		X
LOUISIANA PAC CORP	COM	546347105	713	26,200		X
LOWES COS INC	COM	548661107	27,083	420,286		X
LUBRIZOL CORP	COM	549271104	1,576	36,787		X
LUCENT TECHNOLOGIES INC	COM	549463107	4,466	1,464,206		X
LYONDELL CHEMICAL CO	COM	552078107	1,462	73,481		X
M & T BK CORP	COM	55261F104	5,681	49,768		X
MBIA INC	COM	55262C100	4,072	67,713		X
M D C HLDGS INC	COM	552676108	1,289	20,037		X
MDU RES GROUP INC	COM	552690109	1,373	41,061		X
MEMC ELECTR MATLS INC	COM	552715104	1,552	42,040		X
MGIC INVT CORP WIS	COM	552848103	1,572	23,600		X
MGI PHARMA INC	COM	552880106	354	20,200		X
MGM MIRAGE	COM	552953101	2,079	48,242		X
MSC INDL DIRECT INC	CL A	553530106	1,034	19,133		X
MACERICH CO	COM	554382101	520	7,028		X
MANOR CARE INC NEW	COM	564055101	987	22,254		X
MANPOWER INC	COM	56418H100	839	14,679		X
MANULIFE FINL CORP	COM	56501R106	1,624	25,874		X
MARATHON OIL CORP	COM	565849106	18,156	238,365		X
MARKEL CORP	COM	570535104	391	1,157		X
MARSH & MCLENNAN COS INC	COM	571748102	2,957	100,720		X

11

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
MARSHALL & ILSLEY CORP	COM	571834100	3,577	82,072			X
MARRIOTT INTL INC NEW	CL A	571903202	7,357	107,249			X
MARTIN MARIETTA MATLS INC	COM	573284106	816	7,625			X
MARVEL ENTERTAINMENT INC	COM	57383T103	247	12,258			X
MASCO CORP	COM	574599106	6,548	201,546			X
MASSEY ENERGY CORP	COM	576206106	559	15,498			X
MATTEL INC	COM	577081102	1,308	72,129			X
MAXIM INTEGRATED PRODS INC	COM	57772K101	5,583	150,283			X
MCAFEE INC	COM	579064106	1,709	70,242			X
MCCLATCHY CO	CL A	579489105	480	9,822			X
MCCORMICK & CO INC	COM NON VTG	579780206	1,288	38,034			X
MCDERMOTT INTL INC	COM	580037109	278	5,100			X
MCDONALDS CORP	COM	580135101	26,026	757,439			X
MCGRAW HILL COS INC	COM	580645109	10,884	188,894			X
MCKESSON CORP	COM	58155Q103	4,668	89,542			X

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

MEADWESTVACO CORP	COM	583334107	2,402	87,955		X
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	13,318	232,751		X
MEDIA GEN INC	CL A	584404107	2,695	57,800		X
MEDICAL PPTYS TRUST INC	COM	58463J304	690	63,900		X
MEDIMMUNE INC	COM	584699102	2,600	71,072		X
MEDTRONIC INC	COM	585055106	25,644	505,303		X
MELLON FINL CORP	COM	58551A108	2,525	70,917		X
MENS WEARHOUSE INC	COM	587118100	318	8,858		X
MERCANTILE BANKSHARES CORP	COM	587405101	297	7,713		X
MERCK & CO INC	COM	589331107	44,392	1,260,052		X
MEREDITH CORP	COM	589433101	801	14,354		X
MERRILL LYNCH & CO INC	COM	590188108	29,452	373,943		X
METLIFE INC	COM	59156R108	13,760	284,470		X
METTLER TOLEDO INTERNATIONAL	COM	592688105	403	6,686		X
MICHAELS STORES INC	COM	594087108	2,038	54,223		X
MICROSOFT CORP	COM	594918104	156,503	5,751,656		X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,682	46,325		X
MICRON TECHNOLOGY INC	COM	595112103	1,919	130,336		X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	386	38,228		X
MILLER HERMAN INC	COM	600544100	862	26,605		X
MILLIPORE CORP	COM	601073109	1,041	14,243		X
MILLS CORP	COM	601148109	1,010	36,088		X
MODINE MFG CO	COM	607828100	204	6,900		X
MOHAWK INDS INC	COM	608190104	2,527	31,302		X
MOLEX INC	COM	608554101	1,021	30,754		X
MOLSON COORS BREWING CO	CL B	60871R209	907	13,220		X
MONSANTO CO NEW	COM	61166W101	19,153	226,000		X
MONSTER WORLDWIDE INC	COM	611742107	1,554	31,177		X
MOODYS CORP	COM	615369105	12,261	171,581		X
MORGAN STANLEY	COM NEW	617446448	27,787	442,335		X
MOTOROLA INC	COM	620076109	34,628	1,511,497		X
MURPHY OIL CORP	COM	626717102	6,626	133,008		X
MYLAN LABS INC	COM	628530107	2,141	91,491		X
NCR CORP NEW	COM	62886E108	5,246	125,540		X
NII HLDGS INC	CL B NEW	62913F201	6,852	116,191		X
NRG ENERGY INC	COM NEW	629377508	400	8,847		X
NTL INC NEW	COM	62941W101	2,019	69,369		X
NVR INC	COM	62944T105	636	861		X
NALCO HOLDING COMPANY	COM	62985Q101	270	15,250		X

12

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
NATIONAL CITY CORP	COM	635405103	9,809	281,059			X
NATIONAL HEALTH INVS INC	COM	63633D104	298	11,730			X
NATIONAL INSTRS CORP	COM	636518102	330	10,102			X
NATIONAL OILWELL VARCO INC	COM	637071101	4,699	73,278			X
NATIONAL SEMICONDUCTOR							

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

CORP	COM	637640103	3,846	138,135	X
NATIONWIDE FINL SVCS INC	CL A	638612101	374	8,696	X
NAVISTAR INTL CORP NEW	COM	63934E108	498	18,065	X
NAVTEQ CORP	COM	63936L100	833	16,442	X
NETWORK APPLIANCE INC	COM	64120L104	8,359	231,998	X
NEW CENTURY FINANCIAL CORP M	COM	6435EV108	291	6,327	X
NEW YORK CMNTY BANCORP INC	COM	649445103	309	17,653	X
NEW YORK TIMES CO	CL A	650111107	594	23,473	X
NEWELL RUBBERMAID INC	COM	651229106	1,274	50,579	X
NEWFIELD EXPL CO	COM	651290108	799	19,073	X
NEWMONT MINING CORP	COM	651639106	8,781	169,224	X
NEWS CORP	CL A	65248E104	10,018	603,151	X
NEWS CORP	CL B	65248E203	435	24,800	X
NEXTEL PARTNERS INC	CL A	65333F107	1,590	56,157	X
NICOR INC	COM	654086107	595	15,041	X
NIKE INC	CL B	654106103	15,620	183,554	X
NISOURCE INC	COM	65473P105	899	44,445	X
NOKIA CORP	SPONSORED ADR	654902204	1,042	50,300	X
NOBLE ENERGY INC	COM	655044105	653	14,875	X
NORDSTROM INC	COM	655664100	4,524	115,461	X
NORFOLK SOUTHERN CORP	COM	655844108	8,777	162,336	X
NORTEL NETWORKS CORP NEW	COM	656568102	1,563	512,300	X
NORTH FORK BANCORPORATION NY	COM	659424105	2,559	88,776	X
NORTHERN TR CORP	COM	665859104	2,290	43,628	X
NORTHROP GRUMMAN CORP	COM	666807102	15,405	225,587	X
NOVATEL WIRELESS INC	COM NEW	66987M604	132	14,700	X
NOVELL INC	COM	670006105	468	60,996	X
NOVELLUS SYS INC	COM	670008101	679	28,274	X
NSTAR	COM	67019E107	1,385	48,407	X
NUCOR CORP	COM	670346105	8,773	83,721	X
NVIDIA CORP	COM	67066G104	2,966	51,799	X
OGE ENERGY CORP	COM	670837103	361	12,440	X
NUVEEN INVTS INC	CL A	67090F106	511	10,604	X
OSI PHARMACEUTICALS INC	COM	671040103	326	10,156	X
OCCIDENTAL PETE CORP DEL	COM	674599105	36,586	394,889	X
OFFICEMAX INC DEL	COM	67622P101	459	15,205	X
OFFICE DEPOT INC	COM	676220106	3,051	81,930	X
OLD REP INTL CORP	COM	680223104	676	30,964	X
OMNICARE INC	COM	681904108	1,711	31,108	X
OMNICOM GROUP INC	COM	681919106	9,147	109,878	X
OMNOVA SOLUTIONS INC	COM	682129101	564	92,100	X
ONEOK INC NEW	COM	682680103	1,647	51,075	X
ORACLE CORP	COM	68389X105	32,680	2,387,166	X
O REILLY AUTOMOTIVE INC	COM	686091109	2,659	72,740	X
OSHKOSH TRUCK CORP	COM	688239201	3,581	57,530	X
OUTBACK STEAKHOUSE INC	COM	689899102	949	21,570	X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,750	36,521	X
OWENS ILL INC	COM NEW	690768403	431	24,839	X
PDL BIOPHARMA INC	COM	69329Y104	678	20,678	X
PG&E CORP	COM	69331C108	7,585	194,995	X

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PHH CORP	COM NEW	693320202	249	9,315			X
PMC-SIERRA INC	COM	69344F106	223	18,110			X
PMI GROUP INC	COM	69344M101	934	20,347			X
PNC FINL SVCS GROUP INC	COM	693475105	4,417	65,622			X
PPG INDS INC	COM	693506107	3,965	62,593			X
PPL CORP	COM	69351T106	6,926	235,573			X
PACCAR INC	COM	693718108	6,096	86,488			X
PACTIV CORP	COM	695257105	837	34,109			X
PALL CORP	COM	696429307	2,658	85,236			X
PANERA BREAD CO	CL A	69840W108	373	4,959			X
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	177	10,810			X
PAREXEL INTL CORP	COM	699462107	238	9,000			X
PARKER HANNIFIN CORP	COM	701094104	2,336	28,978			X
PATTERSON COMPANIES INC	COM	703395103	1,657	47,083			X
PATTERSON UTI ENERGY INC	COM	703481101	1,719	53,795			X
PAYCHEX INC	COM	704326107	6,268	150,465			X
PEABODY ENERGY CORP	COM	704549104	5,311	105,353			X
PENN NATL GAMING INC	COM	707569109	524	12,426			X
PENNEY J C INC	COM	708160106	7,105	117,605			X
PENTAIR INC	COM	709631105	2,296	56,333			X
PEOPLES BK BRIDGEPORT CONN	COM	710198102	987	30,141			X
PEOPLES ENERGY CORP	COM	711030106	303	8,494			X
PEPCO HOLDINGS INC	COM	713291102	278	12,210			X
PEPSI BOTTLING GROUP INC	COM	713409100	2,172	71,484			X
PEPSIAMERICAS INC	COM	71343P200	2,973	121,604			X
PEPSICO INC	COM	713448108	53,296	922,237			X
PERKINELMER INC	COM	714046109	1,622	69,101			X
PETSMART INC	COM	716768106	741	26,342			X
PFIZER INC	COM	717081103	98,156	3,938,849			X
PHARMACEUTICAL PROD DEV INC	COM	717124101	2,157	62,330			X
PHELPS DODGE CORP	COM	717265102	7,224	89,703			X
PHILADELPHIA CONS HLDG CORP	COM	717528103	288	8,439			X
PILGRIMS PRIDE CORP	COM	721467108	1,575	72,675			X
PINNACLE WEST CAP CORP	COM	723484101	3,336	85,330			X
PIONEER NAT RES CO	COM	723787107	404	9,129			X
PITNEY BOWES INC	COM	724479100	4,001	93,196			X
PIXAR	COM	725811103	5,140	80,137			X
PLAINS EXPL& PRODTN CO	COM	726505100	549	14,196			X
PLANTRONICS INC NEW	COM	727493108	687	19,400			X
PLUM CREEK TIMBER CO INC	COM	729251108	1,077	29,175			X
POGO PRODUCING CO	COM	730448107	339	6,740			X
POLARIS INDS INC	COM	731068102	579	10,614			X
POLO RALPH LAUREN CORP	CL A	731572103	1,834	30,259			X
POPULAR INC	COM	733174106	976	47,035			X
POWER-ONE INC	COM	739308104	178	24,700			X
PRAXAIR INC	COM	74005P104	9,010	163,366			X
PRECISION CASTPARTS CORP	COM	740189105	13,177	221,834			X
PRESSTEK INC	COM	741113104	389	32,700			X
PRICE T ROWE GROUP INC	COM	74144T108	4,040	51,655			X
PRIDE INTL INC DEL	COM	74153Q102	631	20,253			X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	6,075	124,490			X
PROCTER & GAMBLE CO	COM	742718109	119,269	2,069,559			X

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

PROGRESS ENERGY INC	COM	743263105	1,813	41,222	X
PROGRESSIVE CORP OHIO	COM	743315103	8,446	81,011	X

14

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL INVESTMENT DISCRETION
PROLOGIS	SH BEN INT	743410102	2,193	40,985	X
PROTECTIVE LIFE CORP	COM	743674103	1,164	23,405	X
PRUDENTIAL FINL INC	COM	744320102	18,973	250,272	X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,317	83,028	X
PUBLIC STORAGE INC	COM	74460D109	4,159	51,204	X
PULTE HOMES INC	COM	745867101	4,692	122,128	X
QLOGIC CORP	COM	747277101	1,611	83,231	X
QUALCOMM INC	COM	747525103	60,721	1,199,775	X
QUEST DIAGNOSTICS INC	COM	74834L100	6,180	120,468	X
QUESTAR CORP	COM	748356102	6,220	88,789	X
QUICKSILVER RESOURCES INC	COM	74837R104	398	10,307	X
QUIKSILVER INC	COM	74838C106	459	33,143	X
QWEST COMMUNICATIONS INTL IN	COM	749121109	3,381	497,276	X
R H DONNELLEY CORP	COM NEW	74955W307	671	11,517	X
RPM INTL INC	COM	749685103	402	22,403	X
RADIAN GROUP INC	COM	750236101	5,535	91,872	X
RADIOSHACK CORP	COM	750438103	765	39,791	X
RANGE RES CORP	COM	75281A109	930	34,051	X
RAYONIER INC	COM	754907103	1,136	24,917	X
RAYTHEON CO	COM NEW	755111507	6,045	131,878	X
REALTY INCOME CORP	COM	756109104	340	14,024	X
RECKSON ASSOCS RLTY CORP	COM	75621K106	242	5,279	X
RED HAT INC	COM	756577102	993	35,507	X
REDDY ICE HLDGS INC	COM	75734R105	673	30,300	X
REGENCY CTRS CORP	COM	758849103	295	4,393	X
REGIONS FINANCIAL CORP NEW	COM	7591EP100	5,480	155,828	X
RELIANT ENERGY INC	COM	75952B105	447	42,255	X
RENAL CARE GROUP INC	COM	759930100	2,744	57,174	X
RENT A CTR INC NEW	COM	76009N100	261	10,208	X
REPUBLIC SVCS INC	COM	760759100	2,443	57,464	X
RESMED INC	COM	761152107	563	12,796	X
RESPIRONICS INC	COM	761230101	2,028	52,129	X
REYNOLDS & REYNOLDS CO	CL A	761695105	1,277	44,954	X
REYNOLDS AMERICAN INC	COM	761713106	4,436	42,043	X
RITE AID CORP	COM	767754104	135	33,683	X
ROBERT HALF INTL INC	COM	770323103	1,962	50,814	X
ROCKWELL AUTOMATION INC	COM	773903109	6,367	88,540	X
ROCKWELL COLLINS INC	COM	774341101	6,622	117,513	X
ROHM & HAAS CO	COM	775371107	2,267	46,380	X
ROPER INDS INC NEW	COM	776696106	3,025	62,206	X
ROSS STORES INC	COM	778296103	1,354	46,382	X
ROWAN COS INC	COM	779382100	1,135	25,809	X
RYDER SYS INC	COM	783549108	550	12,277	X
RYLAND GROUP INC	COM	783764103	1,797	25,892	X

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

SCP POOL CORP	COM	784028102	452	9,632	X
SEI INVESTMENTS CO	COM	784117103	1,514	37,345	X
SL GREEN RLTY CORP	COM	78440X101	320	3,155	X
SLM CORP	COM	78442P106	11,891	228,936	X
SPX CORP	COM	784635104	911	17,060	X
SRA INTL INC	CL A	78464R105	202	5,367	X
SABRE HLDGS CORP	CL A	785905100	867	36,839	X
SAFECO CORP	COM	786429100	993	19,787	X
SAFEWAY INC	COM NEW	786514208	3,510	139,729	X
ST JOE CO	COM	790148100	2,609	41,526	X

15

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ST JUDE MED INC	COM	790849103	12,242	298,584			X
ST PAUL TRAVELERS INC	COM	792860108	6,143	146,990			X
SAKS INC	COM	79377W108	195	10,100			X
SALESFORCE COM INC	COM	79466L302	455	12,532			X
SANDISK CORP	COM	80004C101	4,947	86,001			X
SANMINA SCI CORP	COM	800907107	705	171,878			X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	1,059	19,500			X
SARA LEE CORP	COM	803111103	5,291	295,902			X
SCANA CORP NEW	COM	80589M102	2,297	58,545			X
SCHEIN HENRY INC	COM	806407102	1,503	31,408			X
SCHERING PLOUGH CORP	COM	806605101	14,285	752,240			X
SCHLUMBERGER LTD	COM	806857108	7,375	58,272			X
SCHWAB CHARLES CORP NEW	COM	808513105	6,919	402,051			X
SCIENTIFIC GAMES CORP	CL A	80874P109	535	15,231			X
SCOTTISH PWR PLC	SPON ADR FINAL	81013T705	923	22,900			X
SCRIPPS E W CO OHIO	CL A	811054204	4,856	108,622			X
SEALED AIR CORP NEW	COM	81211K100	1,065	18,409			X
SEARS HLDGS CORP	COM	812350106	7,433	56,380			X
SECURE COMPUTING CORP	COM	813705100	156	13,500			X
SEMPRA ENERGY	COM	816851109	5,611	120,777			X
SEPRACOR INC	COM	817315104	1,880	38,508			X
SERVICE CORP INTL	COM	817565104	369	47,340			X
SERVICEMASTER CO	COM	81760N109	524	39,953			X
SHERWIN WILLIAMS CO	COM	824348106	9,995	202,159			X
SHURGARD STORAGE CTRS INC	COM	82567D104	201	3,016			X
SIERRA HEALTH SVCS INC	COM	826322109	1,323	32,512			X
SIGMA ALDRICH CORP	COM	826552101	2,578	39,188			X
SILICON IMAGE INC	COM	82705T102	149	14,500			X
SIMON PPTY GROUP INC NEW	COM	828806109	8,967	106,577			X
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	204	2,940			X
SIRIUS SATELLITE RADIO INC	COM	82966U103	1,708	336,958			X
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	272	6,100			X
SMITH INTL INC	COM	832110100	2,896	74,334			X
SMITHFIELD FOODS INC	COM	832248108	944	32,182			X
SMURFIT-STONE CONTAINER CORP	COM	832727101	223	16,410			X
SNAP ON INC	COM	833034101	351	9,207			X
SOLETRON CORP	COM	834182107	779	194,743			X

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

SONIC CORP	COM	835451105	389	11,071		X
SONOCO PRODS CO	COM	835495102	235	6,924		X
SONUS NETWORKS INC	COM	835916107	150	27,400		X
SOUTHERN CO	COM	842587107	7,752	236,556		X
SOUTHERN COPPER CORP	COM	84265V105	495	5,856		X
SOUTHWEST AIRLS CO	COM	844741108	2,933	163,038		X
SOUTHWESTERN ENERGY CO	COM	845467109	984	30,567		X
SOVEREIGN BANCORP INC	COM	845905108	1,250	57,052		X
SPATIALIGHT INC	COM	847248101	52	14,700		X
SPRINT NEXTEL CORP	COM FON	852061100	31,841	1,232,242		X
STAAR SURGICAL CO	COM PAR \$0.01	852312305	102	11,400		X
STANCORP FINL GROUP INC	COM	852891100	986	18,226		X
STANLEY WKS	COM	854616109	4,161	82,145		X
STAPLES INC	COM	855030102	7,176	281,210		X
STARBUCKS CORP	COM	855244109	18,886	501,892		X
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	11,681	172,463		X
STATE STR CORP	COM	857477103	3,879	64,189		X

16

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
STATION CASINOS INC	COM	857689103	2,382	30,012			X
STERICYCLE INC	COM	858912108	670	9,908			X
STRYKER CORP	COM	863667101	5,730	129,218			X
STUDENT LN CORP	COM	863902102	3,852	16,534			X
SUN MICROSYSTEMS INC	COM	866810104	4,731	922,163			X
SUNOCO INC	COM	86764P109	16,740	215,801			X
SUNTRUST BKS INC	COM	867914103	20,949	287,923			X
SUPERVALU INC	COM	868536103	1,121	36,365			X
SWIFT TRANSN CO	COM	870756103	251	11,537			X
SYMANTEC CORP	COM	871503108	8,291	492,635			X
SYMBOL TECHNOLOGIES INC	COM	871508107	686	64,809			X
SYNPLICITY INC	COM	87160Y108	83	12,900			X
SYNOPSYS INC	COM	871607107	1,018	45,541			X
SYNOVUS FINL CORP	COM	87161C105	2,341	86,415			X
SYSCO CORP	COM	871829107	13,343	416,321			X
TCF FINL CORP	COM	872275102	829	32,212			X
TD BANKNORTH INC	COM	87235A101	435	14,835			X
TD AMERITRADE HLDG CORP	COM	87236Y108	825	39,517			X
TECO ENERGY INC	COM	872375100	1,243	77,119			X
TJX COS INC NEW	COM	872540109	5,272	212,418			X
TXU CORP	COM	873168108	13,709	306,268			X
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	219	11,719			X
TARGET CORP	COM	87612E106	33,795	649,776			X
TECH DATA CORP	COM	878237106	604	16,357			X
TECHNE CORP	COM	878377100	424	7,056			X
TEKTRONIX INC	COM	879131100	552	15,466			X
TELEPHONE & DATA SYS INC	COM	879433100	1,377	34,908			X
TELEPHONE & DATA SYS INC	SPL COM	879433860	993	26,300			X
TELLABS INC	COM	879664100	1,132	71,196			X
TEMPLE INLAND INC	COM	879868107	1,680	37,721			X

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

TENET HEALTHCARE CORP	COM	88033G100	609	82,493		X
TERADYNE INC	COM	880770102	887	57,185		X
TEREX CORP NEW	COM	880779103	253	3,193		X
TESORO CORP	COM	881609101	611	8,938		X
TEXAS INSTRS INC	COM	882508104	30,021	924,568		X
TEXTRON INC	COM	883203101	8,298	88,850		X
THERMO ELECTRON CORP	COM	883556102	1,324	35,704		X
THERMOGENESIS CORP	COM NEW	883623209	149	36,700		X
THOMAS & BETTS CORP	COM	884315102	1,597	31,091		X
3M CO	COM	88579Y101	36,882	487,273		X
TIDEWATER INC	COM	886423102	362	6,561		X
TIFFANY & CO NEW	COM	886547108	1,108	29,518		X
TIMBERLAND CO	CL A	887100105	1,282	37,443		X
TIME WARNER INC	COM	887317105	40,536	2,414,321		X
TIMKEN CO	COM	887389104	319	9,873		X
TOLL BROTHERS INC	COM	889478103	673	19,439		X
TORCHMARK CORP	COM	891027104	8,967	157,045		X
TORO CO	COM	891092108	2,819	59,032		X
TRIAD HOSPITALS INC	COM	89579K109	3,657	87,287		X
TRIBUNE CO NEW	COM	896047107	1,685	61,433		X
TRIMBLE NAVIGATION LTD	COM	896239100	436	9,679		X
TRUE RELIGION APPAREL INC	COM	89784N104	196	10,600		X
TYCO INTL LTD NEW	COM	902124106	19,221	715,067		X
TYSON FOODS INC	CL A	902494103	1,904	138,549		X

17

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
UGI CORP NEW	COM	902681105	2,246	106,615			X
UST INC	COM	902911106	5,706	137,172			X
US BANCORP DEL	COM NEW	902973304	19,410	636,409			X
U S G CORP	COM NEW	903293405	225	2,374			X
ULTRA PETROLEUM CORP	COM	903914109	773	12,400			X
UNION PAC CORP	COM	907818108	10,010	107,229			X
UNIONBANCAL CORP	COM	908906100	6,929	98,766			X
UNISYS CORP	COM	909214108	377	54,762			X
UNIT CORP	COM	909218109	454	8,145			X
UNITED DOMINION REALTY TR IN	COM	910197102	447	15,670			X
UNITED PARCEL SERVICE INC	CL B	911312106	32,069	403,997			X
UNITED STATES CELLULAR CORP	COM	911684108	911	15,345			X
UNITED STATES STL CORP NEW	COM	912909108	2,972	48,977			X
UNITED TECHNOLOGIES CORP	COM	913017109	42,461	732,468			X
UNITEDHEALTH GROUP INC	COM	91324P102	49,374	883,880			X
UNITRIN INC	COM	913275103	274	5,898			X
UNIVERSAL TRUCKLOAD SVCS INC	COM	91388P105	366	14,600			X
UNIVERSAL HLTH SVCS INC	CL B	913903100	1,165	22,938			X
UNIVISION COMMUNICATIONS INC	CL A	914906102	1,667	48,355			X
UNUMPROVIDENT CORP	COM	91529Y106	1,330	64,942			X

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

URBAN OUTFITTERS INC	COM	917047102	6,241	254,312		X
VCA ANTECH INC	COM	918194101	532	18,691		X
V F CORP	COM	918204108	3,681	64,699		X
VALEANT PHARMACEUTICALS						
INTL	COM	91911X104	269	16,969		X
VALERO ENERGY CORP NEW	COM	91913Y100	29,329	490,612		X
VALSPAR CORP	COM	920355104	774	27,787		X
VARIAN MED SYS INC	COM	92220P105	1,360	24,223		X
VENTAS INC	COM	92276F100	832	25,086		X
VENTIV HEALTH INC	COM	922793104	213	6,400		X
VERISIGN INC	COM	92343E102	2,687	112,005		X
VERIZON COMMUNICATIONS	COM	92343V104	53,320	1,565,474		X
VIAD CORP	COM NEW	92552R406	521	15,200		X
VIACOM INC NEW	CL B	92553P201	10,306	265,618		X
VISHAY INTERTECHNOLOGY						
INC	COM	928298108	237	16,636		X
VORNADO RLTY TR	SH BEN INT	929042109	1,812	18,874		X
VULCAN MATLS CO	COM	929160109	3,749	43,262		X
WPS RESOURCES CORP	COM	92931B106	364	7,392		X
WACHOVIA CORP 2ND NEW	COM	929903102	56,179	1,002,304		X
WAL MART STORES INC	COM	931142103	80,571	1,705,564		X
WALGREEN CO	COM	931422109	19,276	446,926		X
WASHINGTON GROUP INTL INC	COM NEW	938862208	220	3,838		X
WASHINGTON MUT INC	COM	939322103	23,491	551,175		X
WASHINGTON POST CO	CL B	939640108	3,606	4,642		X
WASTE MGMT INC DEL	COM	94106L109	7,236	204,982		X
WATERS CORP	COM	941848103	2,778	64,390		X
WATSON PHARMACEUTICALS						
INC	COM	942683103	1,140	39,659		X
WATTS WATER TECHNOLOGIES						
INC	CL A	942749102	1,692	46,550		X
WEIGHT WATCHERS INTL INC						
NEW	COM	948626106	4,353	84,682		X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	241	5,906		X
WELLPOINT INC	COM	94973V107	20,285	261,977		X
WELLS FARGO & CO NEW	COM	949746101	48,051	752,321		X
WENDYS INTL INC	COM	950590109	3,711	59,795		X
WEST CORP	COM	952355105	3,115	69,756		X
WESTAR ENERGY INC	COM	95709T100	339	16,311		X

18

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
WESTERN DIGITAL CORP	COM	958102105	758	39,033			X
WESTERN GAS RES INC	COM	958259103	1,102	22,845			X
WEYERHAEUSER CO	COM	962166104	5,128	70,794			X
WHIRLPOOL CORP	COM	963320106	1,931	21,114			X
WHITNEY HLDG CORP	COM	966612103	1,029	29,023			X
WHOLE FOODS MKT INC	COM	966837106	6,276	94,458			X
WILEY JOHN & SONS INC	CL A	968223206	981	25,921			X
WILLIAMS COS INC DEL	COM	969457100	3,991	186,585			X
WILLIAMS SONOMA INC	COM	969904101	914	21,562			X
WILMINGTON TRUST CORP	COM	971807102	432	9,971			X

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

WISCONSIN ENERGY CORP	COM	976657106	303	7,567	X
WOLVERINE WORLD WIDE INC	COM	978097103	812	36,700	X
WORLDSPACE INC	CL A	981579105	260	34,400	X
WRIGLEY WM JR CO	COM	982526105	6,346	99,149	X
WYETH	COM	983024100	27,415	565,033	X
WYNN RESORTS LTD	COM	983134107	1,072	13,950	X
XM SATELLITE RADIO HLDGS INC	CL A	983759101	2,887	129,632	X
XTO ENERGY INC	COM	98385X106	7,627	175,046	X
XCEL ENERGY INC	COM	98389B100	1,181	65,050	X
XILINX INC	COM	983919101	2,508	98,513	X
XEROX CORP	COM	984121103	4,961	326,350	X
YRC WORLDWIDE INC	COM	984249102	302	7,939	X
YAHOO INC	COM	984332106	25,771	798,867	X
YUM BRANDS INC	COM	988498101	9,634	197,174	X
ZEBRA TECHNOLOGIES CORP	CL A	989207105	1,219	27,254	X
ZIMMER HLDGS INC	COM	98956P102	9,180	135,804	X
ZIONS BANCORPORATION	COM	989701107	5,750	69,503	X
GRAND TOTAL				6,793,603	