

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, 2007  
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: Payden & Rygel  
Address: 333 S. Grand Avenue  
Los Angeles, CA 90071

13F File Number: 28-04643

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 submission.

Person Signing this Report on Behalf of Reporting Manager:

Name: Edward S. Garlock  
Title: General Counsel  
Phone: 213-830-4255  
Signature, Place, and Date of Signing:  
Edward S. Garlock Los Angeles, CA 90071 February 1, 2008

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT.  
☐ 13F NOTICE.  
☐ 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

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FORM 13F SUMMARY PAGE  
Report Summary:  
Number of Other Included Managers: 0  
Form 13F Information Table Entry Total: 276  
Form 13F Information Table Value Total (\$ Thousands): \$761,764

List of Other Included Managers:

No.	13F File Number	Name
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<TABLE>

<CAPTION>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE(K)	SH/P AMT	S/P P/C	INV DSC MGRS	SOLE	SHARED	NONE
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AMR	COM	001765106	723	51,500	SH	SOLE	SOLE	51,500	
ABBOTT LABORATORIES	COM	002824100	1,612	28,700	SH	SOLE	SOLE	28,700	
ACACIA RESEARCH - ACACIA	COM	003881307	270	30,100	SH	SOLE	SOLE	30,100	
AFFILIATED MANAGERS	COM	008252108	35	300	SH	SOLE	SOLE	300	
AIR PRODUCTS & CHEMICALS	COM	009158106	1,292	13,100	SH	SOLE	SOLE	13,100	
ALCOA	COM	013817101	998	27,300	SH	SOLE	SOLE	27,300	
ALLEGHENY ENERGY	COM	017361106	14,567	229,000	SH	SOLE	SOLE	229,000	
ALLERGAN	COM	018490102	12,244	190,600	SH	SOLE	SOLE	190,600	
ALLSTATE	COM	020002101	1,081	20,700	SH	SOLE	SOLE	20,700	
AMAZON.COM	COM	023135106	324	3,500	SH	SOLE	SOLE	3,500	
AMEREN	COM	023608102	76	1,400	SH	SOLE	SOLE	1,400	
AMER CAP STRATEGIES	COM	024937104	850	25,800	SH	SOLE	SOLE	25,800	
AMER ELECTRIC POWER	COM	025537101	1,290	27,700	SH	SOLE	SOLE	27,700	
AMERICAN EXPRESS	COM	025816109	858	16,500	SH	SOLE	SOLE	16,500	
AMERICAN FINL GROUP	COM	025932104	4,257	147,400	SH	SOLE	SOLE	147,400	
AMER INT'L GROUP	COM	026874107	2,766	47,450	SH	SOLE	SOLE	47,450	
AMERICAN STATES WATER	COM	029899101	339	9,000	SH	SOLE	SOLE	9,000	
AMGEN	COM	031162100	1,382	29,750	SH	SOLE	SOLE	29,750	
AMPHENOL	COM	032095101	1,748	37,700	SH	SOLE	SOLE	37,700	
APACHE	COM	037411105	7,151	66,500	SH	SOLE	SOLE	66,500	
APOLLO GROUP	COM	037604105	168	2,400	SH	SOLE	SOLE	2,400	
APPLE	COM	037833100	18,540	93,600	SH	SOLE	SOLE	93,600	
APPLIED MATERIALS	COM	038222105	192	10,800	SH	SOLE	SOLE	10,800	
AUTODESK	COM	052769106	199	4,000	SH	SOLE	SOLE	4,000	
AVON PRODUCTS	COM	054303102	901	22,800	SH	SOLE	SOLE	22,800	
BP ADR	COM	055622104	34	459	SH	SOLE	SOLE	459	
BANK OF AMERICA	COM	060505104	4,782	115,900	SH	SOLE	SOLE	115,900	
BANK OF NY MELLON	COM	064058100	1,292	26,500	SH	SOLE	SOLE	26,500	
BAXTER INTL	COM	071813109	1,080	18,600	SH	SOLE	SOLE	18,600	
BED BATH & BEYOND	COM	075896100	188	6,400	SH	SOLE	SOLE	6,400	
BERKSHIRE HATHAWAY	COM	084670108	283	2	SH	SOLE	SOLE	2	
BEST BUY	COM	086516101	900	17,100	SH	SOLE	SOLE	17,100	
BLACK & DECKER	COM	091797100	871	12,500	SH	SOLE	SOLE	12,500	
BOEING	COM	097023105	1,373	15,700	SH	SOLE	SOLE	15,700	
BRISTOL-MYERS SQUIBB	COM	110122108	1,225	46,200	SH	SOLE	SOLE	46,200	
BROADCOM	COM	111320107	1,597	61,100	SH	SOLE	SOLE	61,100	
CVS/CAREMARK	COM	126650100	7,727	194,400	SH	SOLE	SOLE	194,400	
CARNIVAL	COM	143658300	2,465	55,400	SH	SOLE	SOLE	55,400	
CATERPILLAR	COM	149123101	1,052	14,500	SH	SOLE	SOLE	14,500	
CELGENE	COM	151020104	250	5,400	SH	SOLE	SOLE	5,400	
CHARLES RIVER LABS	COM	159864107	441	6,700	SH	SOLE	SOLE	6,700	
CHEVRON	COM	166764100	6,547	70,150	SH	SOLE	SOLE	70,150	
CINTAS	COM	172908105	2,192	65,200	SH	SOLE	SOLE	65,200	
CITIGROUP	COM	172967101	4,380	148,775	SH	SOLE	SOLE	148,775	
CITRIX SYSTEMS	COM	177376100	411	10,800	SH	SOLE	SOLE	10,800	
COCA-COLA	COM	191216100	17,441	284,200	SH	SOLE	SOLE	284,200	
COGNIZANT TECH SOLUTIONS	COM	192446102	166	4,900	SH	SOLE	SOLE	4,900	
COLGATE-PALMOLIVE	COM	194162103	39	500	SH	SOLE	SOLE	500	
CONSOL EDISON	COM	209115104	49	1,000	SH	SOLE	SOLE	1,000	
CONSTELLATION ENERGY	COM	210371100	72	700	SH	SOLE	SOLE	700	
CORNING	COM	219350105	7,986	332,900	SH	SOLE	SOLE	332,900	
COVANCE	COM	222816100	9,052	104,500	SH	SOLE	SOLE	104,500	
DTE ENERGY	COM	233331107	44	1,000	SH	SOLE	SOLE	1,000	
DANAHER	COM	235851102	4,317	49,200	SH	SOLE	SOLE	49,200	
DEERE & COMPANY	COM	244199105	12,413	133,300	SH	SOLE	SOLE	133,300	
DISNEY (WALT)	COM	254687106	433	13,400	SH	SOLE	SOLE	13,400	
DOW CHEMICAL	COM	260543103	1,987	50,400	SH	SOLE	SOLE	50,400	
EMC	COM	268648102	8,142	439,400	SH	SOLE	SOLE	439,400	
EATON	COM	278058102	1,600	16,500	SH	SOLE	SOLE	16,500	
EBAY	COM	278642103	1,377	41,500	SH	SOLE	SOLE	41,500	
EHOSTAR COMMUNICATIONS	COM	278762109	140	3,700	SH	SOLE	SOLE	3,700	
ECOLAB	COM	278865100	46	900	SH	SOLE	SOLE	900	
EDISON INTL	COM	281020107	64	1,200	SH	SOLE	SOLE	1,200	
ELECTRONIC ARTS	COM	285512109	292	5,000	SH	SOLE	SOLE	5,000	
EMERSON ELECTRIC	COM	291011104	1,122	19,800	SH	SOLE	SOLE	19,800	
EQUITABLE RESOURCES	COM	294549100	501	9,400	SH	SOLE	SOLE	9,400	
EXPEDITORS INTL WA	COM	302130109	188	4,200	SH	SOLE	SOLE	4,200	
EXPRESS SCRIPTS	COM	302182100	226	3,100	SH	SOLE	SOLE	3,100	
FPL GROUP	COM	302571104	95	1,400	SH	SOLE	SOLE	1,400	
FHLMC	COM	313400301	566	16,600	SH	SOLE	SOLE	16,600	
FNMA	COM	313586109	844	21,100	SH	SOLE	SOLE	21,100	
FISERV	COM	337738108	244	4,400	SH	SOLE	SOLE	4,400	
FIRSTENERGY	COM	337932107	1,288	17,800	SH	SOLE	SOLE	17,800	
FORD MOTOR	COM	345370860	1,023	152,000	SH	SOLE	SOLE	152,000	
GATX	COM	361448103	1,034	28,200	SH	SOLE	SOLE	28,200	
GENERAL ELECTRIC	COM	369604103	8,878	239,502	SH	SOLE	SOLE	239,502	
GENERAL MOTORS	COM	370442105	595	23,900	SH	SOLE	SOLE	23,900	
GENUINE PARTS	COM	372460105	2,579	55,700	SH	SOLE	SOLE	55,700	
GENZYME	COM	372917104	1,504	20,200	SH	SOLE	SOLE	20,200	
GILEAD SCIENCES	COM	375558103	9,276	201,600	SH	SOLE	SOLE	201,600	
GOODRICH	COM	382388106	4,159	58,900	SH	SOLE	SOLE	58,900	
HALLIBURTON	COM	406216101	1,179	31,100	SH	SOLE	SOLE	31,100	
HARSCO	COM	415864107	4,325	67,500	SH	SOLE	SOLE	67,500	
HARTFORD FIN'L SVCS	COM	416515104	1,447	16,600	SH	SOLE	SOLE	16,600	
HEWLETT-PACKARD	COM	428236103	14,811	293,400	SH	SOLE	SOLE	293,400	

HOME DEPOT	COM	437076102	902	33,500	SH	SOLE	SOLE	33,500
HONEYWELL INT'L	COM	438516106	2,537	41,200	SH	SOLE	SOLE	41,200
ITT	COM	450911102	53	800	SH	SOLE	SOLE	800
ILLINOIS TOOL WORKS	COM	452308109	21	400	SH	SOLE	SOLE	400
INTEL	COM	458140100	9,344	350,500	SH	SOLE	SOLE	350,500
INTL BUSINESS MACHINES	COM	459200101	11,405	105,500	SH	SOLE	SOLE	105,500
INT'L SPEEDWAY	COM	460335201	795	19,300	SH	SOLE	SOLE	19,300
INTUIT	COM	461202103	253	8,000	SH	SOLE	SOLE	8,000
ISHARES MSCI EMU	COM	464286608	276	2,312	SH	SOLE	SOLE	2,312
ISHARES MSCI PACIFIC EX JAPAN	COM	464286665	447	2,899	SH	SOLE	SOLE	2,899
ISHARES MSCI UNITED KINGDOM	COM	464286699	521	21,618	SH	SOLE	SOLE	21,618
ISHARES MSCI EMERGING MARKETS	COM	464287234	3,427	22,800	SH	SOLE	SOLE	22,800
ISHARES MSCI EAFE INDEX	COM	464287465	3,030	38,600	SH	SOLE	SOLE	38,600
ISHARES RUSSELL VAL	COM	464287598	20,889	260,300	SH	SOLE	SOLE	260,300
ISHARES RUSSELL 1000 GROWTH	COM	464287614	182	3,000	SH	SOLE	SOLE	3,000
ISHARES LEHMAN INT CREDIT BOND FUND	COM	464288638	1,210	11,980	SH	SOLE	SOLE	11,980
ISHARES LEHMAN 1-3 YEAR CREDIT	COM	464288646	307	3,040	SH	SOLE	SOLE	3,040
JACOBS ENGINEERING	COM	469814107	67	700	SH	SOLE	SOLE	700
JOHNSON & JOHNSON	COM	478160104	4,816	72,200	SH	SOLE	SOLE	72,200
JOHNSON CONTROLS	COM	478366107	544	15,100	SH	SOLE	SOLE	15,100
KLA-TENCOR	COM	482480100	270	5,600	SH	SOLE	SOLE	5,600
L-3 COMM TITAN	COM	502424104	9,927	93,700	SH	SOLE	SOLE	93,700
LAM RESEARCH	COM	512807108	1,427	33,000	SH	SOLE	SOLE	33,000
LIBERTY GLOBAL A	COM	530555101	125	3,200	SH	SOLE	SOLE	3,200
ELI LILLY	COM	532457108	1,436	26,900	SH	SOLE	SOLE	26,900
LINCOLN NAT'L	COM	534187109	1,141	19,600	SH	SOLE	SOLE	19,600
LINEAR TECHNOLOGY	COM	535678106	188	5,900	SH	SOLE	SOLE	5,900
LOCKHEED MARTIN	COM	539830109	1,179	11,200	SH	SOLE	SOLE	11,200
LOEWS	COM	540424108	1,107	22,000	SH	SOLE	SOLE	22,000
MGM MIRAGE	COM	552953101	4,957	59,000	SH	SOLE	SOLE	59,000
MARATHON OIL	COM	565849106	1,047	17,200	SH	SOLE	SOLE	17,200
MARRIOTT INT'L	COM	571903202	779	22,800	SH	SOLE	SOLE	22,800
MARTIN MARIETTA MTLs	COM	573284106	40	300	SH	SOLE	SOLE	300
MCDONALD'S	COM	580135101	11,540	195,900	SH	SOLE	SOLE	195,900
MEDTRONIC	COM	585055106	1,297	25,800	SH	SOLE	SOLE	25,800
MERCK & CO	COM	589331107	2,138	36,800	SH	SOLE	SOLE	36,800
MERRILL LYNCH	COM	590188108	832	15,500	SH	SOLE	SOLE	15,500
MICROSOFT	COM	594918104	25,700	721,900	SH	SOLE	SOLE	721,900
S&P 400 DEPOSITORY RECEIPTS	COM	595635103	62	400	SH	SOLE	SOLE	400
MIDDLEBY	COM	596278101	621	8,100	SH	SOLE	SOLE	8,100
MORGAN STANLEY	COM	617446448	1,041	19,600	SH	SOLE	SOLE	19,600
MOTOROLA	COM	620076109	597	37,200	SH	SOLE	SOLE	37,200
NEWMONT MINING	COM	651639106	996	20,400	SH	SOLE	SOLE	20,400
NIKE INC 'B'	COM	654106103	6,135	95,500	SH	SOLE	SOLE	95,500
NOKIA ADR	COM	654902204	576	15,000	SH	SOLE	SOLE	15,000
NORDSTROM	COM	655664100	915	24,900	SH	SOLE	SOLE	24,900
NORFOLK SOUTHERN	COM	655844108	968	19,200	SH	SOLE	SOLE	19,200
NORTHROP GRUMMAN	COM	666807102	857	10,900	SH	SOLE	SOLE	10,900
NOVELLUS SYSTEMS	COM	670008101	5,018	182,000	SH	SOLE	SOLE	182,000
NUCOR	COM	670346105	2,304	38,900	SH	SOLE	SOLE	38,900
OCCIDENTAL PETROLEUM	COM	674599105	3,103	40,300	SH	SOLE	SOLE	40,300
OIL SERVICE HOLDERS TRUST	COM	678002106	76	400	SH	SOLE	SOLE	400
OMNICOM GROUP	COM	681919106	2,448	51,500	SH	SOLE	SOLE	51,500
OWENS-ILLINOIS	COM	690768403	8,692	175,600	SH	SOLE	SOLE	175,600
PNC FIN'L SVCS GRP	COM	693475105	0	1	SH	SOLE	SOLE	1
PACCAR	COM	693718108	311	5,700	SH	SOLE	SOLE	5,700
PAYCHEX	COM	704326107	264	7,300	SH	SOLE	SOLE	7,300
PEPCO HOLDINGS	COM	713291102	1,821	62,100	SH	SOLE	SOLE	62,100
PEPSICO	COM	713448108	2,262	29,800	SH	SOLE	SOLE	29,800
PFIZER	COM	717081103	5,094	224,100	SH	SOLE	SOLE	224,100
PITNEY BOWES	COM	724479100	1,875	49,300	SH	SOLE	SOLE	49,300
PRECISION CASTPARTS	COM	740189105	111	800	SH	SOLE	SOLE	800
PROCTER & GAMBLE	COM	742718109	6,219	84,700	SH	SOLE	SOLE	84,700
PROGRESS ENERGY	COM	743263105	102	2,100	SH	SOLE	SOLE	2,100
PRUDENTIAL FIN'L	COM	744320102	7,015	75,400	SH	SOLE	SOLE	75,400
PUBLIC SVC ENTP	COM	744573106	88	900	SH	SOLE	SOLE	900
QUALCOMM	COM	747525103	2,263	57,500	SH	SOLE	SOLE	57,500
QUESTAR	COM	748356102	38	700	SH	SOLE	SOLE	700
RESEARCH IN MOTION	COM	760975102	1,395	12,300	SH	SOLE	SOLE	12,300
SATYAM COMPUTER ADR	COM	804098101	641	24,000	SH	SOLE	SOLE	24,000
SCHLUMBERGER	COM	806857108	6,138	62,400	SH	SOLE	SOLE	62,400
CHARLES SCHWAB	COM	808513105	1,968	77,033	SH	SOLE	SOLE	77,033
SEARS HOLDINGS	COM	812350106	204	2,000	SH	SOLE	SOLE	2,000
SEMPRA ENERGY	COM	816851109	1,597	25,800	SH	SOLE	SOLE	25,800
SOUTHERN COMPANY	COM	842587107	2,589	66,800	SH	SOLE	SOLE	66,800
SPECTRA ENERGY	COM	847560109	1,250	48,400	SH	SOLE	SOLE	48,400
SPRINT NEXTEL	COM	852061100	642	48,900	SH	SOLE	SOLE	48,900
STARBUCKS	COM	855244109	291	14,200	SH	SOLE	SOLE	14,200
STATE STREET	COM	857477103	974	12,000	SH	SOLE	SOLE	12,000
STERICYCLE	COM	858912108	10,894	183,400	SH	SOLE	SOLE	183,400
STRYKER	COM	863667101	6,643	88,900	SH	SOLE	SOLE	88,900
SUNPOWER	COM	867652109	3,521	27,000	SH	SOLE	SOLE	27,000
SYMANTEC	COM	871503108	239	14,800	SH	SOLE	SOLE	14,800
SYSCO	COM	871829107	1,189	38,100	SH	SOLE	SOLE	38,100
TELLABS	COM	879664100	835	127,700	SH	SOLE	SOLE	127,700
TGK-5-REG S GDR	COM	881459101	0	90	SH	SOLE	SOLE	90
TEVA PHARM ADR	COM	881624209	395	8,500	SH	SOLE	SOLE	8,500
THERMO FISHER SCIENT	COM	883556102	10,157	176,100	SH	SOLE	SOLE	176,100
TIFFANY & COMPANY	COM	886547108	829	18,000	SH	SOLE	SOLE	18,000
TIME WARNER	COM	887317105	3,442	208,500	SH	SOLE	SOLE	208,500
U.S. BANCORP	COM	902973304	1,290	40,644	SH	SOLE	SOLE	40,644

USG	COM	903293405	895	25,000	SH	SOLE	SOLE	25,000
UNITED PARCEL SVC	COM	911312106	1,443	20,400	SH	SOLE	SOLE	20,400
UNITED TECHNOLOGIES	COM	913017109	1,493	19,500	SH	SOLE	SOLE	19,500
VCA ANTECH	COM	918194101	6,581	148,800	SH	SOLE	SOLE	148,800
VANGUARD EMERGING MARKET ETF	COM	922042858	253	2,430	SH	SOLE	SOLE	2,430
VARIAN	COM	922206107	359	5,500	SH	SOLE	SOLE	5,500
VARIAN SEMICONDUCTOR	COM	922207105	537	14,500	SH	SOLE	SOLE	14,500
VANGUARD SMALL-CAP GROWTH ETF	COM	922908595	321	4,508	SH	SOLE	SOLE	4,508
VANGUARD SMALL-CAP VALUE ETF	COM	922908611	414	6,401	SH	SOLE	SOLE	6,401
VANGUARD GROWTH ETF	COM	922908736	530	8,222	SH	SOLE	SOLE	8,222
WACHOVIA	COM	929903102	2,689	70,700	SH	SOLE	SOLE	70,700
WAL-MART STORES	COM	931142103	1,978	41,620	SH	SOLE	SOLE	41,620
WALGREEN	COM	931422109	982	25,800	SH	SOLE	SOLE	25,800
WELLS FARGO	COM	949746101	2,572	85,200	SH	SOLE	SOLE	85,200
WRIGLEY (WM) JR	COM	982526105	580	9,900	SH	SOLE	SOLE	9,900
WYETH	COM	983024100	1,246	28,200	SH	SOLE	SOLE	28,200
WYNN RESORTS	COM	983134107	179	1,600	SH	SOLE	SOLE	1,600
XILINX	COM	983919101	219	10,000	SH	SOLE	SOLE	10,000
YAHOO	COM	984332106	854	36,700	SH	SOLE	SOLE	36,700
COVANTA HOLDING	COM	22282E102	2,785	100,700	SH	SOLE	SOLE	100,700
NEWS CLASS A	COM	65248E104	27	1,300	SH	SOLE	SOLE	1,300
TARGET	COM	87612E106	1,070	21,400	SH	SOLE	SOLE	21,400
NCR	COM	62886E108	23	900	SH	SOLE	SOLE	900
GRP AERO SURESTE ADR	COM	40051E202	263	4,300	SH	SOLE	SOLE	4,300
AES	COM	00130H105	53	2,500	SH	SOLE	SOLE	2,500
AT&T	COM	00206R102	6,808	163,800	SH	SOLE	SOLE	163,800
ADOBE SYSTEMS	COM	00724F101	461	10,800	SH	SOLE	SOLE	10,800
AETNA	COM	00817Y108	9,699	168,000	SH	SOLE	SOLE	168,000
ALLIED CAPITAL	COM	01903Q108	877	40,800	SH	SOLE	SOLE	40,800
ALTRIA GROUP	COM	02209S103	2,630	34,800	SH	SOLE	SOLE	34,800
AMERICA MOVIL ADR	COM	02364W105	7,858	128,000	SH	SOLE	SOLE	128,000
APOLLO INVESTMENT CORP	COM	03761U106	184	10,800	SH	SOLE	SOLE	10,800
ARCELOR MITTAL ADR	COM	03938L104	4,138	53,500	SH	SOLE	SOLE	53,500
BANCO BILBAO VIZ ADR	COM	05946K101	1,659	68,400	SH	SOLE	SOLE	68,400
BIOGEN IDEC	COM	09062X103	233	4,100	SH	SOLE	SOLE	4,100
CHICAGO MRCNTLE EXCH	COM	12572Q105	892	1,300	SH	SOLE	SOLE	1,300
CA	COM	12673P105	1,739	69,700	SH	SOLE	SOLE	69,700
CAMERON INTL	COM	13342B105	520	10,800	SH	SOLE	SOLE	10,800
CAPITAL ONE FINL	COM	14040H105	93	1,969	SH	SOLE	SOLE	1,969
CARDINAL HEALTH	COM	14149Y108	1,057	18,300	SH	SOLE	SOLE	18,300
CHINA MOBILE ADR	COM	16941M109	1,876	21,600	SH	SOLE	SOLE	21,600
CISCO SYSTEMS	COM	17275R102	12,850	474,700	SH	SOLE	SOLE	474,700
COMCAST 'A'	COM	20030N101	1,063	58,200	SH	SOLE	SOLE	58,200
CONOCOPHILLIPS	COM	20825C104	6,976	79,000	SH	SOLE	SOLE	79,000
COSTCO WHOLESALE	COM	22160K105	6,753	96,800	SH	SOLE	SOLE	96,800
COSTAR GROUP	COM	22160N109	52	1,100	SH	SOLE	SOLE	1,100
CYTORI THERAPEUTICS	COM	23283K105	277	45,800	SH	SOLE	SOLE	45,800
DELL	COM	24702R101	1,279	52,200	SH	SOLE	SOLE	52,200
DEVON ENERGY	COM	25179M103	1,334	15,000	SH	SOLE	SOLE	15,000
DOMINION RESOURCES	COM	25746U109	100	2,100	SH	SOLE	SOLE	2,100
DUKE ENERGY	COM	26441C105	1,517	75,200	SH	SOLE	SOLE	75,200
EOG RESOURCES	COM	26875P101	1,089	12,200	SH	SOLE	SOLE	12,200
ENERGEN	COM	29265N108	527	8,200	SH	SOLE	SOLE	8,200
ENTERGY	COM	29364G103	84	700	SH	SOLE	SOLE	700
EXELON	COM	30161N101	7,544	92,400	SH	SOLE	SOLE	92,400
EXPEDIA INC.	COM	30212P105	506	16,000	SH	SOLE	SOLE	16,000
EXXON MOBIL	COM	30231G102	12,700	135,556	SH	SOLE	SOLE	135,556
FEDEX	COM	31428X106	1,650	18,500	SH	SOLE	SOLE	18,500
FREEPORT-MCM COPPER & GOLD	COM	35671D857	779	7,600	SH	SOLE	SOLE	7,600
GAMESTOP	COM	36467W109	4,838	77,900	SH	SOLE	SOLE	77,900
GOLDMAN SACHS GROUP	COM	38141G104	1,591	7,400	SH	SOLE	SOLE	7,400
GOOGLE	COM	38259P508	17,840	25,800	SH	SOLE	SOLE	25,800
IAC/INTERACTIVE	COM	44919P300	148	5,500	SH	SOLE	SOLE	5,500
INTERCONTINENTALEXCH	COM	45865V100	4,370	22,700	SH	SOLE	SOLE	22,700
INTUITIVE SURGICAL	COM	46120E602	4,393	13,600	SH	SOLE	SOLE	13,600
INVITROGEN	COM	46185R100	28	300	SH	SOLE	SOLE	300
JDS UNIPHASE	COM	46612J507	827	62,200	SH	SOLE	SOLE	62,200
JPMORGAN CHASE & CO	COM	46625H100	4,981	114,117	SH	SOLE	SOLE	114,117
KRAFT FOODS	COM	50075N104	1,227	37,600	SH	SOLE	SOLE	37,600
LIBERTY MEDIA INTERA	COM	53071M104	174	9,100	SH	SOLE	SOLE	9,100
MACQUARIE INFRASTRUCTURE	COM	55608B105	438	10,800	SH	SOLE	SOLE	10,800
MASTERCARD	COM	57636Q104	6,671	31,000	SH	SOLE	SOLE	31,000
MEDCO HEALTH SOL	COM	58405U102	4,685	46,200	SH	SOLE	SOLE	46,200
METLIFE	COM	59156R108	2,329	37,800	SH	SOLE	SOLE	37,800
MONSANTO	COM	61166W101	14,240	127,500	SH	SOLE	SOLE	127,500
NII HOLDINGS	COM	62913F201	130	2,700	SH	SOLE	SOLE	2,700
NETWORK APPLIANCE	COM	64120L104	127	5,100	SH	SOLE	SOLE	5,100
NVIDIA	COM	67066G104	6,263	184,100	SH	SOLE	SOLE	184,100
VIMPEL COMMUNICATIONS ADR	COM	68370R109	6,178	148,500	SH	SOLE	SOLE	148,500
ORACLE	COM	68389X105	13,347	591,100	SH	SOLE	SOLE	591,100
PG&E	COM	69331C108	1,530	35,500	SH	SOLE	SOLE	35,500
PPL	COM	69351T106	63	1,200	SH	SOLE	SOLE	1,200
POTASH CORP SASKATCH	COM	73755L107	7,342	51,000	SH	SOLE	SOLE	51,000
PRAXAIR	COM	74005P104	7,416	83,600	SH	SOLE	SOLE	83,600
RELIANT ENERGY	COM	75952B105	31	1,200	SH	SOLE	SOLE	1,200
S&P DEPOSITARY RECEIPTS	COM	78462F103	8,202	56,100	SH	SOLE	SOLE	56,100
SPDR RUSSELL/NOMURA PRIME JAPA	COM	78463X830	224	4,463	SH	SOLE	SOLE	4,463
SPDR DJ WILSHIRE INTERNATIONAL	COM	78463X863	587	10,305	SH	SOLE	SOLE	10,305
SPDR CONSUMER STAP	COM	81369Y308	1,221	42,400	SH	SOLE	SOLE	42,400
TECHNOLOGY SELECT SECTOR SPDR FUND	COM	81369Y803	2,485	93,200	SH	SOLE	SOLE	93,200
TERADATA	COM	88076W103	25	900	SH	SOLE	SOLE	900

3M COMPANY	COM	88579Y101	1,147	13,600	SH	SOLE	SOLE	13,600
TIM HORTONS	COM	88706M103	6,337	171,600	SH	SOLE	SOLE	171,600
UNITEDHEALTH GROUP	COM	91324P102	1,717	29,500	SH	SOLE	SOLE	29,500
VERIZON COMMUNICATIONS	COM	92343V104	11,661	266,900	SH	SOLE	SOLE	266,900
VIACOM CL B (NEW)	COM	92553P201	1,511	34,400	SH	SOLE	SOLE	34,400
VIRGIN MEDIA	COM	92769L101	122	7,100	SH	SOLE	SOLE	7,100
WELLPOINT	COM	94973V107	1,184	13,500	SH	SOLE	SOLE	13,500
XTO ENERGY	COM	98385X106	8,291	161,425	SH	SOLE	SOLE	161,425
XCEL ENERGY	COM	98389B100	52	2,300	SH	SOLE	SOLE	2,300

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