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INTEL CORP  
Form 13F-HR  
November 13, 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: September 30, 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:

Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95054-1549

Form 13F File Number: 28-04527

Person Signing this Report on Behalf of Reporting Manager:

Ravi Jacob, Vice President, Finance and Enterprise Services, and  
Treasurer (408) 765-1168

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ATTENTION--Intentional misstatements or omissions of facts  
constitute Federal Criminal Violations. See 18 U.S.C. 1001 and  
15 U.S.C. 78ff(a)  
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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.

Signature, Place and Date of Signing:

/S/Ravi Jacob Santa Clara, California November 9, 2006  
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Report Type (Check only one):

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

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## Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: -1-

Form 13F Information Table Entry Total: 401

Form 13F Information Table Value Total: \$409,270,000

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.

1. Intel Capital Corporation

## FORM 13F INFORMATION TABLE REPORTING MANAGER: INTEL CORPORATION

| ITEM 1:<br>NAME OF ISSUER    | ITEM 2:<br>TITLE OF<br>CLASS | ITEM 3:<br>CUSIP<br>NUMBER | ITEM 4:<br>FAIR<br>MARKET<br>VALUE<br>(000) | ITEM 5:<br>SHARES<br>OR<br>PRINCIPAL SH/<br>AMOUNT | ITEM 6:<br>INVESTMENT<br>PRN DISCRETION | ITEM<br>MANAG |
|------------------------------|------------------------------|----------------------------|---|--|---|---------------|
| 3M CO                        | COM                          | 88579Y101                  | 1,935                                       | 26,000   | SH                                      | SOLE          |
| ABBOTT LABS                  | COM                          | 002824100                  | 2,571                                       | 52,944   | SH                                      | SOLE          |
| ACE LTD                      | COM                          | G0070K103                  | 608   | 11,100   | SH                                      | SOLE          |
| ADOBE SYS INC                | COM                          | 00724F101                  | 775   | 20,700   | SH                                      | SOLE          |
| ADVANCED MICRO DEVICES INC   | COM                          | 007903107                  | 411   | 16,550   | SH                                      | SOLE          |
| AES CORP                     | COM                          | 00130H105                  | 460   | 22,550   | SH                                      | SOLE          |
| AETNA INC                    | COM                          | 00817Y108                  | 773   | 19,556   | SH                                      | SOLE          |
| AFFILIATED COMPUTER SVCS INC | COM                          | 008190100                  | 207   | 4,000  | SH                                      | SOLE          |
| AFLAC INC                    | COM                          | 001055102                  | 785   | 17,150   | SH                                      | SOLE          |
| AGILENT TECHNOLOGIES INC     | COM                          | 00846U101                  | 483   | 14,778   | SH                                      | SOLE          |
| AIR PRODS & CHEMS INC        | COM                          | 009158106                  | 511   | 7,700  | SH                                      | SOLE          |
| ALCOA INC                    | COM                          | 013817101                  | 843   | 30,052   | SH                                      | SOLE          |
| ALLEGHENY ENERGY INC         | COM                          | 017361106                  | 225   | 5,600  | SH                                      | SOLE          |
| ALLERGAN INC                 | COM                          | 018490102                  | 586   | 5,200  | SH                                      | SOLE          |
| ALLSTATE CORP                | COM                          | 020002101                  | 1,391                                       | 22,180   | SH                                      | SOLE          |
| ALLTEL CORP                  | COM                          | 020039103                  | 744   | 13,400   | SH                                      | SOLE          |
| ALTERA CORP                  | COM                          | 021441100                  | 228   | 12,400   | SH                                      | SOLE          |
| ALTRIA GROUP INC             | COM                          | 02209S103                  | 5,500                                       | 71,849   | SH                                      | SOLE          |
| AMAZON.COM INC               | COM                          | 023135106                  | 340   | 10,600   | SH                                      | SOLE          |
| AMBAC FINANCIAL GROUP INC    | COM                          | 023139108                  | 298   | 3,600  | SH                                      | SOLE          |
| AMEREN CORP                  | COM                          | 023608102                  | 370   | 7,000  | SH                                      | SOLE          |

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|                                |         |           |       |         |    |         |
|--------------------------------|---------|-----------|-------|---------|----|---------|
| AMERICAN ELEC PWR INC          | COM     | 025537101 | 494   | 13,582  | SH | SOLE    |
| AMERICAN EXPRESS CO            | COM     | 025816109 | 2,392 | 42,650  | SH | SOLE    |
| AMERICAN INTL GROUP INC        | COM     | 026874107 | 5,920 | 89,343  | SH | SOLE    |
| APPLE COMPUTER INC             | COM     | 037833100 | 2,256 | 29,300  | SH | SOLE    |
| APPLERA CORP                   | COM AP  | 038020103 | 209   | 6,300   | SH | SOLE    |
|                                | BIO GRP |           |       |         |    |         |
| APPLIED MATLS INC              | COM     | 038222105 | 968   | 54,600  | SH | SOLE    |
| APPLIED MICRO CIRCUITS CORP CD | COM     | 03822W109 | 29    | 10,100  | SH | SOLE    |
| ARCHER DANIELS MIDLAND CO      | COM     | 039483102 | 851   | 22,467  | SH | SOLE    |
| ARCHSTONE SMITH TR             | COM     | 039583109 | 397   | 7,300   | SH | SOLE    |
| AT & T INC                     | COM     | 00206R102 | 4,350 | 133,610 | SH | SOLE    |
| AUTODESK INC                   | COM     | 052769106 | 275   | 7,900   | SH | SOLE    |
|                                |         |           |       |         |    |         |
| AUTOMATIC DATA PROCESSING INC  | COM     | 053015103 | 947   | 20,002  | SH | SOLE    |
| AVAYA INC                      | COM     | 053499109 | 164   | 14,321  | SH | SOLE    |
| AVERY DENNISON CORP            | COM     | 053611109 | 229   | 3,800   | SH | SOLE    |
| AVOCENT CORP                   | COM     | 053893103 | 0     | 12      | SH | DEFINED |
| AVON PRODS INC                 | COM     | 054303102 | 476   | 15,528  | SH | SOLE    |
| BAKER HUGHES INC               | COM     | 057224107 | 802   | 11,760  | SH | SOLE    |
| BANK NEW YORK INC              | COM     | 064057102 | 936   | 26,540  | SH | SOLE    |
| BANK OF AMERICA CORP           | COM     | 060505104 | 8,568 | 159,938 | SH | SOLE    |
| BARD C R INC                   | COM     | 067383109 | 270   | 3,600   | SH | SOLE    |
| BAXTER INTL INC                | COM     | 071813109 | 1,016 | 22,340  | SH | SOLE    |
| BB&T CORP                      | COM     | 054937107 | 806   | 18,400  | SH | SOLE    |
| BEAR STEARNS COS INC           | COM     | 073902108 | 571   | 4,074   | SH | SOLE    |
| BECTON DICKINSON & CO          | COM     | 075887109 | 601   | 8,500   | SH | SOLE    |
| BED BATH & BEYOND INC          | COM     | 075896100 | 371   | 9,700   | SH | SOLE    |
| BELLSOUTH CORP                 | COM     | 079860102 | 2,645 | 61,882  | SH | SOLE    |
| BEST BUY INC                   | COM     | 086516101 | 753   | 14,050  | SH | SOLE    |
| BIOGEN IDEC INC                | COM     | 09062X103 | 531   | 11,875  | SH | SOLE    |
| BIOMET INC                     | COM     | 090613100 | 275   | 8,550   | SH | SOLE    |
| BJ SVCS CO                     | COM     | 055482103 | 337   | 11,200  | SH | SOLE    |
| BLACK & DECKER CORP            | COM     | 091797100 | 214   | 2,700   | SH | SOLE    |
| BLOCK H & R INC                | COM     | 093671105 | 246   | 11,300  | SH | SOLE    |
| BOEING CO                      | COM     | 097023105 | 2,170 | 27,515  | SH | SOLE    |
| BOSTON PPTYS INC               | COM     | 101121101 | 320   | 3,100   | SH | SOLE    |
| BOSTON SCIENTIFIC CORP         | COM     | 101137107 | 586   | 39,650  | SH | SOLE    |
| BRISTOL MYERS SQUIBB CO        | COM     | 110122108 | 1,681 | 67,446  | SH | SOLE    |
| BROADCOM CORP                  | COM     | 111320107 | 460   | 15,150  | SH | SOLE    |
| BROWN FORMAN CORP              | CL B    | 115637209 | 222   | 2,900   | SH | SOLE    |
| BURLINGTON NORTH SANTA FE CORP | COM     | 12189T104 | 945   | 12,867  | SH | SOLE    |
| CA INC                         | COM     | 12673P105 | 372   | 15,699  | SH | SOLE    |
| CAMPBELL SOUP CO               | COM     | 134429109 | 230   | 6,300   | SH | SOLE    |
| CAPITAL ONE FINL CORP          | COM     | 14040H105 | 818   | 10,400  | SH | SOLE    |
| CARDINAL HEALTH INC            | COM     | 14149Y108 | 957   | 14,550  | SH | SOLE    |
| CAREMARK RX INC                | COM     | 141705103 | 873   | 15,400  | SH | SOLE    |
| CARNIVAL CORP                  | PAIRED  | 143658300 | 701   | 14,900  | SH | SOLE    |
|                                | CTF     |           |       |         |    |         |
| CATERPILLAR INC                | COM     | 149123101 | 1,519 | 23,080  | SH | SOLE    |
| CBS CORP                       | CL B    | 124857202 | 750   | 26,613  | SH | SOLE    |
| CENTERPOINT ENERGY INC         | COM     | 15189T107 | 154   | 10,723  | SH | SOLE    |
| CENTEX CORP                    | COM     | 152312104 | 221   | 4,200   | SH | SOLE    |
|                                |         |           |       |         |    |         |
| CHESAPEAKE ENERGY CORP         | COM     | 165167107 | 374   | 12,900  | SH | SOLE    |
| CHEVRON CORPORATION            | COM     | 166764100 | 4,969 | 76,616  | SH | SOLE    |
| CHUBB CORP                     | COM     | 171232101 | 717   | 13,800  | SH | SOLE    |
| CIGNA CORP                     | COM     | 125509109 | 489   | 4,200   | SH | SOLE    |
| CINCINNATI FINL CORP           | COM     | 172062101 | 288   | 5,982   | SH | SOLE    |

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|                              |      |           |       |         |    |         |
|------------------------------|------|-----------|-------|---------|----|---------|
| CISCO SYS INC                | COM  | 17275R102 | 4,861 | 211,518 | SH | SOLE    |
| CIT GROUP INC                | COM  | 125581108 | 336   | 6,900   | SH | SOLE    |
| CITIGROUP INC                | COM  | 172967101 | 8,533 | 171,793 | SH | SOLE    |
| CITIZENS COMMUNICATIONS CO   | CL B | 17453B101 | 159   | 11,300  | SH | SOLE    |
| CITRIX SYS INC               | COM  | 177376100 | 221   | 6,100   | SH | SOLE    |
| CLEAR CHANNEL COMMUNICATIONS | COM  | 184502102 | 514   | 17,800  | SH | SOLE    |
| CLOROX CO                    | COM  | 189054109 | 328   | 5,200   | SH | SOLE    |
| COACH INC                    | COM  | 189754104 | 454   | 13,200  | SH | SOLE    |
| COCA COLA CO                 | COM  | 191216100 | 3,168 | 70,908  | SH | SOLE    |
| COCA COLA ENTERPRISES INC    | COM  | 191219104 | 217   | 10,400  | SH | SOLE    |
| COLGATE PALMOLIVE CO         | COM  | 194162103 | 1,099 | 17,700  | SH | SOLE    |
| COMCAST CORP                 | COM  | 20030N101 | 2,716 | 73,599  | SH | SOLE    |
| COMERICA INC                 | COM  | 200340107 | 319   | 5,600   | SH | SOLE    |
| COMPASS BANCSHARES INC       | COM  | 20449H109 | 245   | 4,300   | SH | SOLE    |
| COMPUTER SCIENCES CORP       | COM  | 205363104 | 314   | 6,400   | SH | SOLE    |
| COMPUWARE CORP               | COM  | 205638109 | 103   | 13,200  | SH | SOLE    |
| CONAGRA FOODS INC            | COM  | 205887102 | 438   | 17,900  | SH | SOLE    |
| CONOCOPHILLIPS               | COM  | 20825C104 | 3,382 | 56,819  | SH | SOLE    |
| CONSOLIDATED EDISON INC      | COM  | 209115104 | 393   | 8,500   | SH | SOLE    |
| CONSTELLATION ENGY GRP INC   | COM  | 210371100 | 361   | 6,100   | SH | SOLE    |
| COOPER INDUSTRIES LTD        | COM  | G24182100 | 273   | 3,200   | SH | SOLE    |
| CORNING INC                  | COM  | 219350105 | 1,300 | 53,250  | SH | SOLE    |
| COSTCO WHSL CORP             | COM  | 22160K105 | 810   | 16,300  | SH | SOLE    |
| COUNTRYWIDE FINANCIAL CORP   | COM  | 222372104 | 729   | 20,798  | SH | SOLE    |
| COVENTRY HEALTH CARE INC     | COM  | 222862104 | 283   | 5,500   | SH | SOLE    |
| CSX CORP                     | COM  | 126408103 | 499   | 15,200  | SH | SOLE    |
| CVS CORP                     | COM  | 126650100 | 903   | 28,100  | SH | SOLE    |
| D R HORTON INC               | COM  | 23331A109 | 225   | 9,400   | SH | SOLE    |
| DANAHER CORP                 | COM  | 235851102 | 563   | 8,200   | SH | SOLE    |
| DEERE & CO                   | COM  | 244199105 | 688   | 8,200   | SH | SOLE    |
| DELL INC                     | COM  | 24702R101 | 1,851 | 81,050  | SH | SOLE    |
| DEVON ENERGY CORP            | COM  | 25179M103 | 960   | 15,200  | SH | SOLE    |
|                              |      |           |       |         |    |         |
| DISNEY WALT CO               | COM  | 254687106 | 2,050 | 66,312  | SH | SOLE    |
| DOLLAR GEN CORP              | COM  | 256669102 | 149   | 10,918  | SH | SOLE    |
| DOMINION RES INC VA          | COM  | 25746U109 | 917   | 11,984  | SH | SOLE    |
| DONNELLEY R R & SONS CO      | COM  | 257867101 | 244   | 7,400   | SH | SOLE    |
| DOVER CORP                   | COM  | 260003108 | 332   | 7,000   | SH | SOLE    |
| DOW CHEM CO                  | COM  | 260543103 | 1,298 | 33,293  | SH | SOLE    |
| DTE ENERGY CO                | COM  | 233331107 | 253   | 6,100   | SH | SOLE    |
| DU PONT E I DE NEMOURS & CO  | COM  | 263534109 | 1,356 | 31,650  | SH | SOLE    |
| DUKE ENERGY CORP             | COM  | 26441C105 | 1,288 | 42,662  | SH | SOLE    |
| DYNEGY INC                   | COM  | 26816Q101 | 57    | 10,350  | SH | SOLE    |
| E TRADE FINANCIAL CORP       | COM  | 269246104 | 344   | 14,400  | SH | SOLE    |
| EASTMAN KODAK CO             | COM  | 277461109 | 221   | 9,850   | SH | SOLE    |
| EATON CORP                   | COM  | 278058102 | 351   | 5,100   | SH | SOLE    |
| EBAY INC                     | COM  | 278642103 | 1,126 | 39,700  | SH | SOLE    |
| ECOLAB INC                   | COM  | 278865100 | 270   | 6,300   | SH | SOLE    |
| EDISON INTL                  | COM  | 281020107 | 466   | 11,200  | SH | SOLE    |
| EL PASO CORP                 | COM  | 28336L109 | 310   | 22,714  | SH | SOLE    |
| ELECTRONIC ARTS              | COM  | 285512109 | 586   | 10,500  | SH | SOLE    |
| ELECTRONIC DATA SYS CORP     | COM  | 285661104 | 434   | 17,700  | SH | SOLE    |
| EMBARQ CORP                  | COM  | 29078E105 | 247   | 5,109   | SH | SOLE    |
| EMC CORP MASS                | COM  | 268648102 | 980   | 81,804  | SH | SOLE    |
| EMCORE CORP                  | COM  | 290846104 | 175   | 29,611  | SH | DEFINED |
|                              |      |           |       |         |    |         |
| EMERSON ELEC CO              | COM  | 291011104 | 1,187 | 14,150  | SH | SOLE    |
| ENTERGY CORP                 | COM  | 29364G103 | 563   | 7,200   | SH | SOLE    |
| EOG RES INC                  | COM  | 26875P101 | 546   | 8,400   | SH | SOLE    |
| EQUITY OFFICE PPTYS TR       | COM  | 294741103 | 509   | 12,800  | SH | SOLE    |

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|                               |        |               |        |         |    |      |
|-------------------------------|--------|---------------|--------|---------|----|------|
| EQUITY RESIDENTIAL            | SH     | BEN 29476L107 | 503    | 9,950   | SH | SOLE |
|                               | INT    |               |        |         |    |      |
| EXELON CORP                   | COM    | 30161N101     | 1,392  | 23,000  | SH | SOLE |
| EXPRESS SCRIPTS INC           | COM    | 302182100     | 377    | 5,000   | SH | SOLE |
| EXXON MOBIL CORP              | COM    | 30231G102     | 14,093 | 210,025 | SH | SOLE |
| FANNIE MAE                    | COM    | 313586109     | 1,865  | 33,350  | SH | SOLE |
| FEDERATED DEPT STORES INC     | COM    | 31410H101     | 810    | 18,738  | SH | SOLE |
| FEDEX CORP                    | COM    | 31428X106     | 1,141  | 10,500  | SH | SOLE |
| FIFTH THIRD BANCORP           | COM    | 316773100     | 727    | 19,092  | SH | SOLE |
| FIRST DATA CORP               | COM    | 319963104     | 1,110  | 26,429  | SH | SOLE |
| FIRSTENERGY CORP              | COM    | 337932107     | 637    | 11,400  | SH | SOLE |
| FISERV INC                    | COM    | 337738108     | 301    | 6,400   | SH | SOLE |
| FISHER SCIENTIFIC INTL INC    | COM    | 338032204     | 329    | 4,200   | SH | SOLE |
| FLUOR CORP                    | COM    | 343412102     | 231    | 3,000   | SH | SOLE |
| FORD MTR CO DEL               | COM    | PAR 345370860 | 519    | 64,215  | SH | SOLE |
|                               | \$0.01 |               |        |         |    |      |
| FOREST LABS INC               | COM    | 345838106     | 567    | 11,200  | SH | SOLE |
| FORTUNE BRANDS INC            | COM    | 349631101     | 382    | 5,086   | SH | SOLE |
| FPL GROUP INC                 | COM    | 302571104     | 626    | 13,900  | SH | SOLE |
| FRANKLIN RES INC              | COM    | 354613101     | 560    | 5,300   | SH | SOLE |
| FREDDIE MAC CORP              | COM    | 313400301     | 1,577  | 23,782  | SH | SOLE |
| FREPORT MCMORAN COPPER B      | COM    | 35671D857     | 339    | 6,361   | SH | SOLE |
| FREESCALE SEMICONDUCTOR INC   | CL B   | 35687M206     | 536    | 14,106  | SH | SOLE |
| GANNETT INC                   | COM    | 364730101     | 466    | 8,200   | SH | SOLE |
| GAP INC                       | COM    | 364760108     | 374    | 19,725  | SH | SOLE |
| GENERAL DYNAMICS CORP         | COM    | 369550108     | 989    | 13,800  | SH | SOLE |
| GENERAL ELEC CO               | COM    | 369604103     | 12,658 | 358,584 | SH | SOLE |
| GENERAL MLS INC               | COM    | 370334104     | 696    | 12,300  | SH | SOLE |
| GENERAL MTRS CORP             | COM    | 370442105     | 648    | 19,474  | SH | SOLE |
| GENUINE PARTS CO              | COM    | 372460105     | 257    | 5,950   | SH | SOLE |
| GENWORTH FINL INC             | COM    | 37247D106     | 455    | 13,000  | SH | SOLE |
| GENZYME CORP                  | COM    | 372917104     | 600    | 8,900   | SH | SOLE |
| GILEAD SCIENCES INC           | COM    | 375558103     | 1,093  | 15,900  | SH | SOLE |
| GOLDEN WEST FINL CORP         | COM    | 381317106     | 680    | 8,800   | SH | SOLE |
| GOLDMAN SACHS GROUP INC       | COM    | 38141G104     | 2,538  | 15,000  | SH | SOLE |
| GOOGLE INC                    | COM    | 38259P508     | 2,813  | 7,000   | SH | SOLE |
| HALLIBURTON CO                | COM    | 406216101     | 1,013  | 35,600  | SH | SOLE |
| HARLEY DAVIDSON INC           | COM    | 412822108     | 590    | 9,400   | SH | SOLE |
| HARRAHS ENTMT INC             | COM    | 413619107     | 419    | 6,300   | SH | SOLE |
| HARTFORD FINL SVCS GROUP INC  | COM    | 416515104     | 902    | 10,400  | SH | SOLE |
| HCA INC                       | COM    | 404119109     | 701    | 14,050  | SH | SOLE |
| HEINZ H J CO                  | COM    | 423074103     | 482    | 11,500  | SH | SOLE |
| HERSHEY COMPANY               | COM    | 427866108     | 331    | 6,200   | SH | SOLE |
| HESS CORP                     | COM    | 42809H107     | 348    | 8,400   | SH | SOLE |
| HEWLETT PACKARD CO            | COM    | 428236103     | 3,574  | 97,416  | SH | SOLE |
| HILTON HOTELS CORP            | COM    | 432848109     | 315    | 11,300  | SH | SOLE |
| HOME DEPOT INC                | COM    | 437076102     | 2,653  | 73,150  | SH | SOLE |
| HONEYWELL INTL INC            | COM    | 438516106     | 1,168  | 28,557  | SH | SOLE |
| HOSPIRA INC                   | COM    | 441060100     | 213    | 5,554   | SH | SOLE |
| HUMANA INC                    | COM    | 444859102     | 370    | 5,600   | SH | SOLE |
| HUNTINGTON BANCSHARES INC     | COM    | 446150104     | 205    | 8,546   | SH | SOLE |
| IBM CORP                      | COM    | 459200101     | 4,418  | 53,918  | SH | SOLE |
| ILLINOIS TOOL WKS INC         | COM    | 452308109     | 638    | 14,200  | SH | SOLE |
| INGERSOLL-RAND COMPANY LTD    | COM    | G4776G101     | 429    | 11,300  | SH | SOLE |
| INTERNATIONAL GAME TECHNOLOGY | COM    | 459902102     | 481    | 11,600  | SH | SOLE |
| INTERNATIONAL PAPER CO        | COM    | 460146103     | 586    | 16,916  | SH | SOLE |

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|                              |     |           |       |         |    |      |
|------------------------------|-----|-----------|-------|---------|----|------|
| INTERPUBLIC GROUP COS INC    | COM | 460690100 | 147   | 14,844  | SH | SOLE |
| INTUIT                       | COM | 461202103 | 391   | 12,200  | SH | SOLE |
| ITT CORP                     | COM | 450911102 | 328   | 6,400   | SH | SOLE |
| JC PENNEY CO INC             | COM | 708160106 | 549   | 8,028   | SH | SOLE |
| JDS UNIPHASE CORP            | COM | 46612J101 | 126   | 57,700  | SH | SOLE |
| JOHNSON & JOHNSON            | COM | 478160104 | 6,654 | 102,466 | SH | SOLE |
| JOHNSON CTLS INC             | COM | 478366107 | 481   | 6,700   | SH | SOLE |
| JPMORGAN CHASE & CO          | COM | 46625H100 | 5,637 | 120,044 | SH | SOLE |
| KELLOGG CO                   | COM | 487836108 | 430   | 8,680   | SH | SOLE |
| KEYCORP                      | COM | 493267108 | 524   | 13,984  | SH | SOLE |
| KEYSPAN CORP                 | COM | 49337W100 | 247   | 6,000   | SH | SOLE |
| KIMBERLY CLARK CORP          | COM | 494368103 | 1,039 | 15,900  | SH | SOLE |
| KIMCO RLTY CORP              | COM | 49446R109 | 313   | 7,300   | SH | SOLE |
| KINDER MORGAN INC KANS       | COM | 49455P101 | 377   | 3,600   | SH | SOLE |
| KLA TENCOR CORP              | COM | 482480100 | 307   | 6,900   | SH | SOLE |
| KOHL'S CORP                  | COM | 500255104 | 773   | 11,900  | SH | SOLE |
| KROGER CO                    | COM | 501044101 | 577   | 24,950  | SH | SOLE |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 329   | 4,200   | SH | SOLE |
| LABORATORY CORP AMER HLDGS   | COM | 50540R409 | 282   | 4,300   | SH | SOLE |
| LEGG MASON INC               | COM | 524901105 | 434   | 4,300   | SH | SOLE |
| LEHMAN BROS HLDGS INC        | COM | 524908100 | 1,374 | 18,600  | SH | SOLE |
| LENNAR CORP                  | COM | 526057104 | 213   | 4,700   | SH | SOLE |
| LEXMARK INTERNATIONAL INC    | COM | 529771107 | 213   | 3,700   | SH | SOLE |
| LILLY ELI & CO               | COM | 532457108 | 2,220 | 38,950  | SH | SOLE |
| LIMITED BRANDS INC           | COM | 532716107 | 318   | 12,006  | SH | SOLE |
| LINCOLN NATL CORP IND        | COM | 534187109 | 608   | 9,800   | SH | SOLE |
| LINEAR TECHNOLOGY CORP       | COM | 535678106 | 327   | 10,500  | SH | SOLE |
| LOCKHEED MARTIN CORP         | COM | 539830109 | 1,062 | 12,344  | SH | SOLE |
| LOEWS CORP                   | COM | 540424108 | 534   | 14,100  | SH | SOLE |
| LOWES COS INC                | COM | 548661107 | 1,510 | 53,800  | SH | SOLE |
| LSI LOGIC CORP               | COM | 502161102 | 111   | 13,500  | SH | SOLE |
| LUCENT TECHNOLOGIES INC      | COM | 549463107 | 360   | 153,911 | SH | SOLE |
| M & T BK CORP                | COM | 55261F104 | 324   | 2,700   | SH | SOLE |
| MARATHON OIL CORP            | COM | 565849106 | 974   | 12,672  | SH | SOLE |
| MARRIOTT INTL INC            | COM | 571903202 | 433   | 11,200  | SH | SOLE |
| MARSH & MCLENNAN COS INC     | COM | 571748102 | 531   | 18,858  | SH | SOLE |
| MARSHALL & ILSLEY CORP       | COM | 571834100 | 366   | 7,600   | SH | SOLE |
| MASCO CORP                   | COM | 574599106 | 392   | 14,300  | SH | SOLE |
| MATTEL INC                   | COM | 577081102 | 263   | 13,375  | SH | SOLE |
| MAXIM INTEGRATED PRODS INC   | COM | 57772K101 | 309   | 11,000  | SH | SOLE |
| MBIA INC                     | COM | 55262C100 | 283   | 4,600   | SH | SOLE |
| MCDONALDS CORP               | COM | 580135101 | 1,694 | 43,304  | SH | SOLE |
| MCGRAW HILL COS INC          | COM | 580645109 | 731   | 12,600  | SH | SOLE |
| MCKESSON CORP                | COM | 58155Q103 | 554   | 10,513  | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC   | COM | 58405U102 | 627   | 10,430  | SH | SOLE |
| MEDIMMUNE INC                | COM | 584699102 | 258   | 8,800   | SH | SOLE |
| MEDTRONIC INC                | COM | 585055106 | 1,930 | 41,562  | SH | SOLE |
| MELLON FINL CORP             | COM | 58551A108 | 557   | 14,250  | SH | SOLE |
| MERCK & CO INC               | COM | 589331107 | 3,156 | 75,316  | SH | SOLE |
| MERRILL LYNCH & CO INC       | COM | 590188108 | 2,473 | 31,618  | SH | SOLE |
| METLIFE INC                  | COM | 59156R108 | 1,479 | 26,100  | SH | SOLE |
| MICRON TECHNOLOGY INC        | COM | 595112103 | 404   | 23,200  | SH | SOLE |
| MICROSOFT CORP               | COM | 594918104 | 8,360 | 305,650 | SH | SOLE |
| MONSANTO CO                  | COM | 61166W101 | 868   | 18,466  | SH | SOLE |
| MOODYS CORP                  | COM | 615369105 | 549   | 8,400   | SH | SOLE |
| MORGAN STANLEY               | COM | 617446448 | 2,694 | 36,956  | SH | SOLE |
| MOTOROLA INC                 | COM | 620076109 | 2,152 | 86,098  | SH | SOLE |
| MURPHY OIL CORP              | COM | 626717102 | 271   | 5,700   | SH | SOLE |
| NABORS INDUSTRIES LTD SHS    | COM | G6359F103 | 324   | 10,900  | SH | SOLE |

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|                                |         |           |       |         |    |         |
|--------------------------------|---------|-----------|-------|---------|----|---------|
| NATIONAL CITY CORP             | COM     | 635405103 | 688   | 18,800  | SH | SOLE    |
| NATIONAL OILWELL VARCO INC     | COM     | 637071101 | 351   | 6,000   | SH | SOLE    |
| NATIONAL SEMICONDUCTOR         | COM     | 637640103 | 273   | 11,600  | SH | SOLE    |
| NCR CORP                       | COM     | 62886E108 | 249   | 6,300   | SH | SOLE    |
| NETWORK APPLIANCE INC          | COM     | 64120L104 | 477   | 12,900  | SH | SOLE    |
| NEWELL RUBBERMAID INC          | COM     | 651229106 | 267   | 9,424   | SH | SOLE    |
| NEWMONT MINING CORP HOLDING CO | COM     | 651639106 | 657   | 15,362  | SH | SOLE    |
| NEWS CORPORATION               | COM     | 65248E104 | 1,623 | 82,600  | SH | SOLE    |
| NIKE INC                       | COM     | 654106103 | 570   | 6,500   | SH | SOLE    |
| NIKE INC                       | COM     | 654106103 | 570   | 6,500   | SH | SOLE    |
| NISOURCE INC                   | COM     | 65473P105 | 204   | 9,400   | SH | SOLE    |
| NOBLE CORP                     | COM     | G65422100 | 302   | 4,700   | SH | SOLE    |
| NORDSTROM INC WASH             | COM     | 655664100 | 317   | 7,500   | SH | SOLE    |
| NORFOLK SOUTHN CORP            | COM     | 655844108 | 623   | 14,150  | SH | SOLE    |
| NORTH FORK BANCORPORATION NY   | COM     | 659424105 | 470   | 16,425  | SH | SOLE    |
| NORTHERN TR CORP               | COM     | 665859104 | 374   | 6,400   | SH | SOLE    |
| NORTHROP GRUMMAN CORP          | COM     | 666807102 | 821   | 12,058  | SH | SOLE    |
| NOVELL INC                     | COM     | 670006105 | 82    | 13,394  | SH | SOLE    |
| NUCOR CORP                     | COM     | 670346105 | 534   | 10,800  | SH | SOLE    |
| NVIDIA CORP                    | COM     | 67066G104 | 349   | 11,800  | SH | SOLE    |
| OCCIDENTAL PETE CORP           | COM     | 674599105 | 1,424 | 29,600  | SH | SOLE    |
| OFFICE DEPOT INC               | COM     | 676220106 | 405   | 10,200  | SH | SOLE    |
| OMNICOM GROUP INC              | USD0.15 | 681919106 | 580   | 6,200   | SH | SOLE    |
|                                | COM     |           |       |         |    |         |
| ORACLE CORPORATION             | COM     | 68389X105 | 2,301 | 129,734 | SH | SOLE    |
| PACCAR INC                     | COM     | 693718108 | 502   | 8,812   | SH | SOLE    |
| PARKER HANNIFIN CORP           | COM     | 701094104 | 323   | 4,150   | SH | SOLE    |
| PAYCHEX INC                    | COM     | 704326107 | 423   | 11,475  | SH | SOLE    |
| PEPSICO INC                    | COM     | 713448108 | 3,720 | 57,000  | SH | SOLE    |
| PFIZER INC                     | COM     | 717081103 | 7,177 | 253,064 | SH | SOLE    |
| PG&E CORP                      | COM     | 69331C108 | 495   | 11,896  | SH | SOLE    |
| PHELPS DODGE CORP              | COM     | 717265102 | 592   | 6,986   | SH | SOLE    |
| PITNEY BOWES INC               | COM     | 724479100 | 346   | 7,800   | SH | SOLE    |
| PLUM CREEK TIMBER CO INC       | COM     | 729251108 | 216   | 6,350   | SH | SOLE    |
| PMC-SIERRA INC                 | COM     | 69344F106 | 869   | 146,364 | SH | DEFINED |
| PNC FINANCIAL SERVICES GROUP   | COM     | 693475105 | 732   | 10,100  | SH | SOLE    |
| PPG INDS INC                   | COM     | 693506107 | 380   | 5,670   | SH | SOLE    |
| PPL CORP                       | COM     | 69351T106 | 431   | 13,100  | SH | SOLE    |
| PRAXAIR INC                    | COM     | 74005P104 | 660   | 11,162  | SH | SOLE    |
| PRICE T ROWE GROUP INC         | COM     | 74144T108 | 431   | 9,000   | SH | SOLE    |
| PRINCIPAL FINANCIAL GROUP INC  | COM     | 74251V102 | 521   | 9,600   | SH | SOLE    |
| PROCTER & GAMBLE CO            | COM     | 742718109 | 7,017 | 113,206 | SH | SOLE    |
| PROGRESS ENERGY INC            | COM     | 743263105 | 395   | 8,700   | SH | SOLE    |
| PROGRESSIVE CORP OHIO          | COM     | 743315103 | 667   | 27,200  | SH | SOLE    |
| PROLOGIS INT                   | COM     | 743410102 | 479   | 8,400   | SH | SOLE    |
| PRUDENTIAL FINL INC            | COM     | 744320102 | 1,298 | 17,025  | SH | SOLE    |
| PUBLIC STORAGE INC             | COM     | 74460D109 | 241   | 2,800   | SH | SOLE    |
| PUBLIC SVC ENTERPRISE GROUP    | COM     | 744573106 | 526   | 8,594   | SH | SOLE    |
| PULTE HOMES INC                | COM     | 745867101 | 236   | 7,400   | SH | SOLE    |
| QUALCOMM INC                   | COM     | 747525103 | 2,072 | 57,000  | SH | SOLE    |
| QUEST DIAGNOSTICS INC          | COM     | 74834L100 | 342   | 5,600   | SH | SOLE    |
| QWEST COMMUNICATIONS INTL INC  | COM     | 749121109 | 466   | 53,398  | SH | SOLE    |
| RAYTHEON CO                    | COM     | 755111507 | 739   | 15,400  | SH | SOLE    |
| REGIONS FINL CORP              | COM     | 7591EP100 | 579   | 15,748  | SH | SOLE    |
| REYNOLDS AMERN INC             | COM     | 761713106 | 359   | 5,800   | SH | SOLE    |
| ROBERT HALF INTL INC           | COM     | 770323103 | 200   | 5,900   | SH | SOLE    |

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|                              |         |           |       |         |    |      |
|------------------------------|---------|-----------|-------|---------|----|------|
| ROCKWELL AUTOMATION INC      | COM     | 773903109 | 354   | 6,100   | SH | SOLE |
| ROCKWELL COLLINS INC         | COM     | 774341101 | 324   | 5,900   | SH | SOLE |
| ROHM & HAAS CO               | COM     | 775371107 | 236   | 4,992   | SH | SOLE |
| SAFECO CORP                  | COM     | 786429100 | 248   | 4,200   | SH | SOLE |
| SAFEWAY INC                  | COM     | 786514208 | 470   | 15,500  | SH | SOLE |
| SANDISK CORP                 | COM     | 80004C101 | 337   | 6,300   | SH | SOLE |
| SANMINA-SCI CORP             | COM     | 800907107 | 69    | 18,350  | SH | SOLE |
| SARA LEE CORP                | COM     | 803111103 | 420   | 26,150  | SH | SOLE |
| SCHERING PLOUGH CORP         | COM     | 806605101 | 1,125 | 50,950  | SH | SOLE |
| SCHLUMBERGER LTD             | COM     | 806857108 | 2,525 | 40,700  | SH | SOLE |
| SCHWAB CHARLES CORP          | COM     | 808513105 | 636   | 35,500  | SH | SOLE |
| SEARS HLDGS CORP             | COM     | 812350106 | 541   | 3,419   | SH | SOLE |
| SEMPRA ENERGY                | COM     | 816851109 | 445   | 8,860   | SH | SOLE |
| SHERWIN WILLIAMS CO          | COM     | 824348106 | 212   | 3,800   | SH | SOLE |
| SIMON PPTY GROUP INC         | COM     | 828806109 | 571   | 6,300   | SH | SOLE |
| SLM CORP                     | COM     | 78442P106 | 749   | 14,400  | SH | SOLE |
| SOLECTRON CORP               | COM     | 834182107 | 103   | 31,500  | SH | SOLE |
| SOUTHERN CO                  | COM     | 842587107 | 880   | 25,550  | SH | SOLE |
| SOUTHWEST AIRLS CO           | COM     | 844741108 | 406   | 24,375  | SH | SOLE |
| SOVEREIGN BANCORP INC        | COM     | 845905108 | 278   | 12,915  | SH | SOLE |
| SPRINT NEXTEL CORP           | COM FON | 852061100 | 1,752 | 102,184 | SH | SOLE |
| ST JUDE MED INC              | COM     | 790849103 | 446   | 12,624  | SH | SOLE |
| ST PAUL COMPANIES INC        | COM     | 792860108 | 1,123 | 23,940  | SH | SOLE |
| STAPLES INC                  | COM     | 855030102 | 610   | 25,075  | SH | SOLE |
| STARBUCKS CORP               | COM     | 855244109 | 896   | 26,300  | SH | SOLE |
| STARWOOD HOTELS & RESORTS    | COM     | 85590A401 | 423   | 7,400   | SH | SOLE |
| STATE STREET CORP            | COM     | 857477103 | 718   | 11,500  | SH | SOLE |
| STRYKER CORP                 | COM     | 863667101 | 501   | 10,100  | SH | SOLE |
|                              |         |           |       |         |    |      |
| SUN MICROSYSTEMS INC         | COM     | 866810104 | 590   | 119,114 | SH | SOLE |
| SUNOCO INC                   | COM     | 86764P109 | 286   | 4,600   | SH | SOLE |
| SUNTRUST BKS INC             | COM     | 867914103 | 989   | 12,800  | SH | SOLE |
| SUPERVALU INC                | COM     | 868536103 | 208   | 7,011   | SH | SOLE |
| SYMANTEC CORP                | COM     | 871503108 | 764   | 35,881  | SH | SOLE |
| SYNOVUS FINL CORP            | COM     | 87161C105 | 316   | 10,750  | SH | SOLE |
| SYSCO CORP                   | COM     | 871829107 | 712   | 21,300  | SH | SOLE |
| TARGET CORP                  | COM     | 87612E106 | 1,671 | 30,250  | SH | SOLE |
| TELLABS INC                  | COM     | 879664100 | 170   | 15,500  | SH | SOLE |
| TENET HEALTHCARE CORP        | COM     | 88033G100 | 132   | 16,174  | SH | SOLE |
| TEXAS INSTRS INC             | COM     | 882508104 | 1,832 | 55,100  | SH | SOLE |
| TEXTRON INC                  | COM     | 883203101 | 403   | 4,600   | SH | SOLE |
| THERMO ELECTRON CORP         | COM     | 883556102 | 220   | 5,600   | SH | SOLE |
| TIME WARNER INC              | COM     | 887317105 | 2,827 | 155,095 | SH | SOLE |
| TJX COS INC                  | COM     | 872540109 | 446   | 15,900  | SH | SOLE |
| TORCHMARK CORP               | COM     | 891027104 | 227   | 3,600   | SH | SOLE |
| TRANSOCEAN INC               | COM     | G90078109 | 820   | 11,204  | SH | SOLE |
| TRIBUNE CO                   | COM     | 896047107 | 295   | 9,026   | SH | SOLE |
| TXU CORP                     | COM     | 873168108 | 994   | 15,904  | SH | SOLE |
| TYCO INTL LTD                | COM     | 902124106 | 1,942 | 69,380  | SH | SOLE |
| UNION PAC CORP               | COM     | 907818108 | 801   | 9,100   | SH | SOLE |
| UNISYS CORP                  | COM     | 909214108 | 67    | 11,800  | SH | SOLE |
| UNITED HEALTH GROUP INC      | COM     | 91324P102 | 2,298 | 46,704  | SH | SOLE |
| UNITED PARCEL SVC INC        | CL B    | 911312106 | 2,701 | 37,550  | SH | SOLE |
| UNITED STATES STEEL CORP     | COM     | 912909108 | 213   | 3,700   | SH | SOLE |
| UNITED TECHNOLOGIES CORP     | COM     | 913017109 | 2,217 | 35,000  | SH | SOLE |
| UNIVISION COMMUNICATIONS INC | COM     | 914906102 | 264   | 7,700   | SH | SOLE |
| UNUMPROVIDENT CORP           | COM     | 91529Y106 | 199   | 10,285  | SH | SOLE |
| US BANCORP                   | COM     | 902973304 | 2,061 | 62,047  | SH | SOLE |
| UST INC                      | COM     | 902911106 | 311   | 5,674   | SH | SOLE |
| V F CORP                     | COM     | 918204108 | 219   | 3,000   | SH | SOLE |

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|                               |      |           |       |         |    |      |
|-------------------------------|------|-----------|-------|---------|----|------|
| VALERO ENERGY CORP            | COM  | 91913Y100 | 1,101 | 21,400  | SH | SOLE |
| VERIZON COMMUNICATIONS        | COM  | 92343V104 | 3,743 | 100,798 | SH | SOLE |
| VIACOM INC                    | CL B | 92553P201 | 989   | 26,613  | SH | SOLE |
| VORNADO RLTY TR               | COM  | 929042109 | 447   | 4,100   | SH | SOLE |
| VULCAN MATLS CO               | COM  | 929160109 | 274   | 3,500   | SH | SOLE |
| WACHOVIA CORP                 | COM  | 929903102 | 3,114 | 55,813  | SH | SOLE |
|                               |      |           |       |         |    |      |
| WAL MART STORES INC           | COM  | 931142103 | 4,244 | 86,052  | SH | SOLE |
| WALGREEN CO                   | COM  | 931422109 | 1,547 | 34,850  | SH | SOLE |
| WASHINGTON MUTUAL INC         | COM  | 939322103 | 1,482 | 34,097  | SH | SOLE |
| WASTE MGMT INC                | COM  | 94106L109 | 699   | 19,063  | SH | SOLE |
| WEATHERFORD INTERNATIONAL LTD | COM  | G95089101 | 501   | 12,000  | SH | SOLE |
| WELLPOINT INC                 | COM  | 94973V107 | 1,749 | 22,700  | SH | SOLE |
| WELLS FARGO & CO              | COM  | 949746101 | 4,173 | 115,348 | SH | SOLE |
| WENDYS INTL INC               | COM  | 950590109 | 261   | 3,900   | SH | SOLE |
| WEYERHAEUSER CO               | COM  | 962166104 | 518   | 8,417   | SH | SOLE |
| WHIRLPOOL CORP                | COM  | 963320106 | 226   | 2,687   | SH | SOLE |
| WHOLE FOODS MKT INC           | COM  | 966837106 | 285   | 4,800   | SH | SOLE |
| WILLIAMS COS INC              | COM  | 969457100 | 489   | 20,500  | SH | SOLE |
| WINDSTREAM CORP               | COM  | 97381W104 | 183   | 13,854  | SH | SOLE |
| WRIGLEY WM JR CO              | COM  | 982526105 | 350   | 7,600   | SH | SOLE |
| WYETH                         | COM  | 983024100 | 2,350 | 46,226  | SH | SOLE |
| XCEL ENERGY INC               | COM  | 98389B100 | 288   | 13,935  | SH | SOLE |
| XEROX CORP                    | COM  | 984121103 | 499   | 32,100  | SH | SOLE |
| XILINX INC                    | COM  | 983919101 | 261   | 11,900  | SH | SOLE |
| XL CAP LTD                    | COM  | G98255105 | 412   | 6,000   | SH | SOLE |
| XTO ENERGY INC                | COM  | 98385X106 | 525   | 12,466  | SH | SOLE |
| YAHOO INC                     | COM  | 984332106 | 1,097 | 43,400  | SH | SOLE |
| YUM BRANDS INC                | COM  | 988498101 | 494   | 9,484   | SH | SOLE |
| ZIMMER HLDGS INC              | COM  | 98956P102 | 573   | 8,489   | SH | SOLE |
| ZIONS BANCORP                 | COM  | 989701107 | 287   | 3,600   | SH | SOLE |
|                               |      |           |       |         |    |      |
| # Securities                  |      | 401       |       |         |    |      |
| Total FMV (\$000s)            |      | \$409,270 |       |         |    |      |

\*\*Reflects shares held in the Intel 64 Fund LLC, with Manager 1's and Manager 2's indirect pro rata interest reported separately. All fund investors participating in this investment (including Manager 1, Manager 2 and the Reporting Person) share investment discretion and voting authority over the combined shares shown as Shared-Other. Manager 1 and Manager 2 have informed the Reporting Person that they are required to file Forms 13F for fund holdings. The remaining fund investors have informed the reporting person that they are not separately required to file reports on Form 13F.