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SUN LIFE FINANCIAL INC  
Form 13F-HR  
November 14, 2006

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:

Name: Sun Life Financial Inc.  
Address: 150 King Street West  
Toronto, Ontario, Canada, M5H 1J9

Form 13F File Number: 28-05799

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: J.M.A. Anderson  
Title: Executive Vice-President and Chief Investment Officer  
Phone: 1-416-979-6217

Signature, Place, and Date of Signing:

|                     |               |          |
|---------------------|---------------|----------|
| /s/ J.M.A. Anderson | Toronto, ON   | 11/14/06 |
| -----               | -----         | -----    |
| [Signature]         | [City, State] | [Date]   |

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number Name  
28-06597 Mclean Budden

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28-04968 MFS

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 213

Form 13F Information Table Value Total: US\$1,649,513  
(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.]

No. Form 13F File Number Name

|     |          |   |                                      |
|-----|----------|---|--------------------------------------|
| ___ | 28-_____ | 1 | Sun Capital Advisers LLC.            |
| ___ | 28-_____ | 2 | Sun Life Assurance Company od Canada |

[Repeat as necessary.]

FORM 13F INFORMATION TABLE - SEPTEMBER 30, 2006

| COLUMN 1<br>NAME OF ISSUER   | COLUMN 2<br>TITLE<br>OF CLASS | COLUMN 3<br>CUSIP | COLUMN 4<br>VALUE<br>(X\$1000) | COLUMN 5<br>SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION | COLUMN 6<br>O |
|------------------------------|-------------------------------|-------------------|--------------------------------|--------------------------------|---------------------|--------------------------|---------------|
| ABBOTT LABS                  | COM                           | 002824100         | 3,878                          | 79,862                         | SH                  | SHARED                   |               |
| ABBOTT LABS                  | COM                           | 002824100         | 1,567                          | 32,264                         | SH                  | SHARED                   |               |
| ALBERTO CULVER CO            | COM                           | 013068101         | 3,869                          | 76,473                         | SH                  | SHARED                   |               |
| ALBERTO CULVER CO            | COM                           | 013068101         | 1,573                          | 31,086                         | SH                  | SHARED                   |               |
| ALEXANDRIA REAL ESTATE EQ IN | COM                           | 015271109         | 4,948                          | 52,746                         | SH                  | SHARED                   |               |
| ALEXANDRIA REAL ESTATE EQ IN | COM                           | 015271109         | 667                            | 7,110                          | SH                  | SHARED                   |               |
| ALLSTATE CORP                | COM                           | 020002101         | 4,088                          | 65,172                         | SH                  | SHARED                   |               |
| ALLSTATE CORP                | COM                           | 020002101         | 1,664                          | 26,519                         | SH                  | SHARED                   |               |
| ALTRIA GROUP INC             | COM                           | 02209S103         | 4,759                          | 62,166                         | SH                  | SHARED                   |               |
| ALTRIA GROUP INC             | COM                           | 02209S103         | 1,941                          | 25,354                         | SH                  | SHARED                   |               |
| AMERICAN EXPRESS CO          | COM                           | 025816109         | 5,392                          | 96,148                         | SH                  | SHARED                   |               |
| AMERICAN EXPRESS CO          | COM                           | 025816109         | 2,224                          | 39,652                         | SH                  | SHARED                   |               |
| ANHEUSER BUSCH COS INC       | COM                           | 035229103         | 4,048                          | 85,197                         | SH                  | SHARED                   |               |
| ANHEUSER BUSCH COS INC       | COM                           | 035229103         | 1,651                          | 34,744                         | SH                  | SHARED                   |               |
| APPLE COMPUTER INC           | COM                           | 037833100         | 4,526                          | 58,788                         | SH                  | SHARED                   |               |
| APPLE COMPUTER INC           | COM                           | 037833100         | 1,847                          | 23,997                         | SH                  | SHARED                   |               |
| ARCHSTONE SMITH TR           | COM                           | 039583109         | 5,535                          | 101,670                        | SH                  | SHARED                   |               |
| ARCHSTONE SMITH TR           | COM                           | 039583109         | 757                            | 13,900                         | SH                  | SHARED                   |               |
| AVALONBAY CMNTYS INC         | COM                           | 053484101         | 3,980                          | 33,053                         | SH                  | SHARED                   |               |
| AVALONBAY CMNTYS INC         | COM                           | 053484101         | 541                            | 4,496                          | SH                  | SHARED                   |               |
| BANK OF AMERICA CORPORATION  | COM                           | 060505104         | 8,331                          | 155,525                        | SH                  | SHARED                   |               |
| BANK OF AMERICA CORPORATION  | COM                           | 060505104         | 3,374                          | 62,984                         | SH                  | SHARED                   |               |
| BAXTER INTL INC              | COM                           | 071813109         | 4,179                          | 91,928                         | SH                  | SHARED                   |               |

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|                              |            |           |        |         |    |        |
|------------------------------|------------|-----------|--------|---------|----|--------|
| BAXTER INTL INC              | COM        | 071813109 | 1,708  | 37,576  | SH | SHARED |
| BIOGEN IDEC INC              | COM        | 09062X103 | 3,458  | 77,386  | SH | SHARED |
| BIOGEN IDEC INC              | COM        | 09062X103 | 1,414  | 31,649  | SH | SHARED |
| BOEING CO                    | COM        | 097023105 | 3,857  | 48,911  | SH | SHARED |
| BOEING CO                    | COM        | 097023105 | 1,576  | 19,989  | SH | SHARED |
| BOSTON SCIENTIFIC CORP       | COM        | 101137107 | 3,137  | 212,106 | SH | SHARED |
| BOSTON SCIENTIFIC CORP       | COM        | 101137107 | 1,280  | 86,578  | SH | SHARED |
| BOSTON SCIENTIFIC CORP       | COM        | 101137107 | 9,631  | 651,200 | SH | SHARED |
| BRE PROPERTIES INC           | CL A       | 05564E106 | 6,665  | 111,588 | SH | SHARED |
| BRE PROPERTIES INC           | CL A       | 05564E106 | 896    | 14,998  | SH | SHARED |
| CAPITALSOURCE INC            | COM        | 14055X102 | 10,413 | 403,285 | SH | SHARED |
| CAPITALSOURCE INC            | COM        | 14055X102 | 2,420  | 93,720  | SH | SHARED |
| CHEVRON CORP NEW             | COM        | 166764100 | 8,269  | 127,487 | SH | SHARED |
| CHEVRON CORP NEW             | COM        | 166764100 | 3,385  | 52,196  | SH | SHARED |
| CISCO SYS INC                | COM        | 17275R102 | 4,738  | 206,179 | SH | SHARED |
| CISCO SYS INC                | COM        | 17275R102 | 1,934  | 84,165  | SH | SHARED |
| CITIGROUP INC                | COM        | 172967101 | 8,194  | 164,966 | SH | SHARED |
| CITIGROUP INC                | COM        | 172967101 | 3,352  | 67,480  | SH | SHARED |
| COCA COLA CO                 | COM        | 191216100 | 3,486  | 78,022  | SH | SHARED |
| COCA COLA CO                 | COM        | 191216100 | 1,423  | 31,843  | SH | SHARED |
| COMCAST CORP NEW             | CL A       | 20030N101 | 4,529  | 122,732 | SH | SHARED |
| COMCAST CORP NEW             | CL A       | 20030N101 | 1,853  | 50,222  | SH | SHARED |
| CONOCOPHILLIPS               | COM        | 20825C104 | 3,547  | 59,580  | SH | SHARED |
| CONOCOPHILLIPS               | COM        | 20825C104 | 1,452  | 24,392  | SH | SHARED |
| DEVELOPERS DIVERSIFIED RLTY  | COM        | 251591103 | 4,984  | 89,382  | SH | SHARED |
| DEVELOPERS DIVERSIFIED RLTY  | COM        | 251591103 | 672    | 12,047  | SH | SHARED |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 3,073  | 99,430  | SH | SHARED |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 1,280  | 41,406  | SH | SHARED |
| DOMINION RES INC VA NEW      | COM        | 25746U109 | 3,381  | 44,199  | SH | SHARED |
| DOMINION RES INC VA NEW      | COM        | 25746U109 | 1,379  | 18,025  | SH | SHARED |
| DOW CHEM CO                  | COM        | 260543103 | 3,116  | 79,939  | SH | SHARED |
| DOW CHEM CO                  | COM        | 260543103 | 1,271  | 32,617  | SH | SHARED |
| DU PONT E I DE NEMOURS & CO  | COM        | 263534109 | 3,761  | 87,799  | SH | SHARED |
| DU PONT E I DE NEMOURS & CO  | COM        | 263534109 | 1,535  | 35,837  | SH | SHARED |
| EASTGROUP PPTY INC           | COM        | 277276101 | 4,037  | 80,975  | SH | SHARED |
| EASTGROUP PPTY INC           | COM        | 277276101 | 544    | 10,901  | SH | SHARED |
| EASTMAN KODAK CO             | COM        | 277461109 | 2,845  | 127,010 | SH | SHARED |
| EASTMAN KODAK CO             | COM        | 277461109 | 1,161  | 51,835  | SH | SHARED |
| EMERSON ELEC CO              | COM        | 291011104 | 3,502  | 41,764  | SH | SHARED |
| EMERSON ELEC CO              | COM        | 291011104 | 1,432  | 17,077  | SH | SHARED |
| EQUITY OFFICE PROPERTIES TRU | COM        | 294741103 | 5,573  | 140,167 | SH | SHARED |
| EQUITY OFFICE PROPERTIES TRU | COM        | 294741103 | 753    | 18,949  | SH | SHARED |
| EQUITY RESIDENTIAL           | SH BEN INT | 29476L107 | 3,911  | 77,330  | SH | SHARED |
| EQUITY RESIDENTIAL           | SH BEN INT | 29476L107 | 527    | 10,425  | SH | SHARED |
| EXELON CORP                  | COM        | 30161N101 | 3,667  | 60,566  | SH | SHARED |
| EXELON CORP                  | COM        | 30161N101 | 1,494  | 24,679  | SH | SHARED |
| EXXON MOBIL CORP             | COM        | 30231G102 | 13,726 | 204,564 | SH | SHARED |
| EXXON MOBIL CORP             | COM        | 30231G102 | 5,586  | 83,249  | SH | SHARED |
| FEDERAL HOME LN MTG CORP     | COM        | 313400301 | 3,939  | 59,388  | SH | SHARED |
| FEDERAL HOME LN MTG CORP     | COM        | 313400301 | 1,608  | 24,237  | SH | SHARED |
| FEDERATED DEPT STORES INC DE | COM        | 31410H101 | 4,173  | 96,578  | SH | SHARED |
| FEDERATED DEPT STORES INC DE | COM        | 31410H101 | 1,703  | 39,416  | SH | SHARED |
| FINISAR                      | COM        | 31787A101 | 3,463  | 953,863 | SH | SHARED |
| FINISAR                      | COM        | 31787A101 | 1,413  | 389,333 | SH | SHARED |
| GENERAL ELECTRIC CO          | COM        | 369604103 | 16,170 | 458,064 | SH | SHARED |
| GENERAL ELECTRIC CO          | COM        | 369604103 | 6,611  | 187,277 | SH | SHARED |
| GENERAL GROWTH PPTYS INC     | COM        | 370021107 | 2,551  | 53,540  | SH | SHARED |
| GENERAL GROWTH PPTYS INC     | COM        | 370021107 | 344    | 7,215   | SH | SHARED |
| GOLDMAN SACHS GROUP INC      | COM        | 38141G104 | 5,152  | 30,454  | SH | SHARED |

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|                              |                |           |         |           |    |        |
|------------------------------|----------------|-----------|---------|-----------|----|--------|
| GOLDMAN SACHS GROUP INC      | COM            | 38141G104 | 2,100   | 12,411    | SH | SHARED |
| GOOGLE INC                   | CL A           | 38259P508 | 3,572   | 8,887     | SH | SHARED |
| GOOGLE INC                   | CL A           | 38259P508 | 1,458   | 3,627     | SH | SHARED |
| HCA INC                      | COM            | 404119109 | 3,905   | 78,273    | SH | SHARED |
| HCA INC                      | COM            | 404119109 | 1,597   | 32,006    | SH | SHARED |
| HEWLETT PACKARD CO           | COM            | 428236103 | 5,003   | 136,360   | SH | SHARED |
| HEWLETT PACKARD CO           | COM            | 428236103 | 2,042   | 55,662    | SH | SHARED |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 4,855   | 130,483   | SH | SHARED |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 654     | 17,580    | SH | SHARED |
| HILTON HOTELS CORP           | COM            | 432848109 | 2,683   | 96,333    | SH | SHARED |
| HILTON HOTELS CORP           | COM            | 432848109 | 363     | 13,051    | SH | SHARED |
| HONEYWELL INTL INC           | COM            | 438516106 | 3,420   | 83,629    | SH | SHARED |
| HONEYWELL INTL INC           | COM            | 438516106 | 1,398   | 34,188    | SH | SHARED |
| HOST MARRIOTT CORP NEW       | COM            | 44107P104 | 3,954   | 172,435   | SH | SHARED |
| HOST MARRIOTT CORP NEW       | COM            | 44107P104 | 530     | 23,100    | SH | SHARED |
| INTEL CORP                   | COM            | 458140100 | 3,896   | 189,411   | SH | SHARED |
| INTEL CORP                   | COM            | 458140100 | 1,590   | 77,309    | SH | SHARED |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 4,247   | 51,828    | SH | SHARED |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 1,734   | 21,156    | SH | SHARED |
| INTL PAPER CO                | COM            | 460146103 | 3,533   | 102,034   | SH | SHARED |
| INTL PAPER CO                | COM            | 460146103 | 1,442   | 41,633    | SH | SHARED |
| ISHARES                      | MSCI PAC J IDX | 464286665 | 1,276   | 11,500    | SH | SHARED |
| ISHARES                      | MSCI UTD KINGD | 464286699 | 2,868   | 131,000   | SH | SHARED |
| ISHARES                      | MSCI FRANCE    | 464286707 | 3,568   | 113,200   | SH | SHARED |
| ISHARES                      | MSCI GERMANY   | 464286806 | 758     | 31,500    | SH | SHARED |
| ISHARES                      | MSCI MEXICO    | 464286822 | 1,573   | 36,400    | SH | SHARED |
| ISHARES                      | MSCI JAPAN     | 464286848 | 8,490   | 627,000   | SH | SHARED |
| ISHARES TR                   | MSCI EAFE IDX  | 464287465 | 29,054  | 428,838   | SH | SHARED |
| ISHARES TR                   | MSCI EAFE IDX  | 464287465 | 194,078 | 2,864,623 | SH | SHARED |
| ISTAR FINL INC               | COM            | 45031U101 | 4,373   | 104,862   | SH | SHARED |
| ISTAR FINL INC               | COM            | 45031U101 | 592     | 14,195    | SH | SHARED |
| JDS UNIPHASE CORP            | COM            | 46612J101 | 1,960   | 895,183   | SH | SHARED |
| JDS UNIPHASE CORP            | COM            | 46612J101 | 801     | 365,974   | SH | SHARED |
| JOHNSON & JOHNSON            | COM            | 478160104 | 5,910   | 91,014    | SH | SHARED |
| JOHNSON & JOHNSON            | COM            | 478160104 | 2,412   | 37,149    | SH | SHARED |
| JP MORGAN CHASE & CO         | COM            | 46625H100 | 8,302   | 176,787   | SH | SHARED |
| JP MORGAN CHASE & CO         | COM            | 46625H100 | 3,387   | 72,115    | SH | SHARED |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 3,964   | 60,642    | SH | SHARED |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 1,616   | 24,729    | SH | SHARED |
| KIMCO REALTY CORP            | COM            | 49446R109 | 5,592   | 130,439   | SH | SHARED |
| KIMCO REALTY CORP            | COM            | 49446R109 | 749     | 17,464    | SH | SHARED |
| LEAPFROG ENTERPRISES INC     | CL A           | 52186N106 | 2,682   | 338,258   | SH | SHARED |
| LEAPFROG ENTERPRISES INC     | CL A           | 52186N106 | 1,095   | 138,139   | SH | SHARED |
| LEXINGTON CORP PPTYS TR      | COM            | 529043101 | 3,446   | 162,705   | SH | SHARED |
| LEXINGTON CORP PPTYS TR      | COM            | 529043101 | 466     | 21,997    | SH | SHARED |
| LILLY ELI & CO               | COM            | 532457108 | 3,783   | 66,376    | SH | SHARED |
| LILLY ELI & CO               | COM            | 532457108 | 1,544   | 27,094    | SH | SHARED |
| LOWES COS INC                | COM            | 548661107 | 3,068   | 109,331   | SH | SHARED |
| LOWES COS INC                | COM            | 548661107 | 1,252   | 44,620    | SH | SHARED |
| MACERICH CO                  | COM            | 554382101 | 5,541   | 72,560    | SH | SHARED |
| MACERICH CO                  | COM            | 554382101 | 747     | 9,780     | SH | SHARED |
| MASSEY ENERGY CORP           | COM            | 576206106 | 7,047   | 336,515   | SH | SHARED |
| MASSEY ENERGY CORP           | COM            | 576206106 | 2,876   | 137,359   | SH | SHARED |
| MEDICAL PPTYS TRUST INC      | COM            | 58463J304 | 6,233   | 465,481   | SH | SHARED |
| MEDICAL PPTYS TRUST INC      | COM            | 58463J304 | 783     | 58,499    | SH | SHARED |
| MERCK & CO INC               | COM            | 589331107 | 4,238   | 101,139   | SH | SHARED |
| MERCK & CO INC               | COM            | 589331107 | 1,730   | 41,284    | SH | SHARED |
| MERRILL LYNCH & CO INC       | COM            | 590188108 | 4,446   | 56,843    | SH | SHARED |
| MERRILL LYNCH & CO INC       | COM            | 590188108 | 1,788   | 22,862    | SH | SHARED |

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|                             |            |           |         |           |    |        |
|-----------------------------|------------|-----------|---------|-----------|----|--------|
| METLIFE INC                 | COM        | 59156R108 | 3,795   | 66,960    | SH | SHARED |
| METLIFE INC                 | COM        | 59156R108 | 1,549   | 27,328    | SH | SHARED |
| MICROSOFT CORP              | COM        | 594918104 | 7,326   | 267,853   | SH | SHARED |
| MICROSOFT CORP              | COM        | 594918104 | 2,990   | 109,327   | SH | SHARED |
| MRV COMMUNICATIONS INC      | COM        | 553477100 | 7,098   | 2,571,725 | SH | SHARED |
| MRV COMMUNICATIONS INC      | COM        | 553477100 | 2,894   | 1,048,702 | SH | SHARED |
| MRV COMMUNICATIONS INC.     | COM        | 553477100 | 11,748  | 4,256,503 | SH | SHARED |
| NASDAQ 100                  | COM        | 631100104 | 15,022  | 368,000   | SH | SHARED |
| NAUTILUS INC                | COM        | 63910B102 | 2,962   | 215,444   | SH | SHARED |
| NAUTILUS INC                | COM        | 63910B102 | 1,209   | 87,923    | SH | SHARED |
| NEW YORK CMNTY BANCORP INC  | COM        | 649445103 | 8,253   | 503,854   | SH | SHARED |
| NEW YORK CMNTY BANCORP INC  | COM        | 649445103 | 2,051   | 125,225   | SH | SHARED |
| ORACLE CORP                 | COM        | 68389X105 | 5,030   | 283,560   | SH | SHARED |
| ORACLE CORP                 | COM        | 68389X105 | 2,054   | 115,785   | SH | SHARED |
| PENNSYLVANIA RL ESTATE INVT | SH BEN INT | 709102107 | 3,908   | 91,799    | SH | SHARED |
| PENNSYLVANIA RL ESTATE INVT | SH BEN INT | 709102107 | 524     | 12,314    | SH | SHARED |
| PEPSICO INC                 | COM        | 713448108 | 3,919   | 60,054    | SH | SHARED |
| PEPSICO INC                 | COM        | 713448108 | 1,603   | 24,556    | SH | SHARED |
| PROLOGIS                    | SH BEN INT | 743410102 | 4,857   | 85,121    | SH | SHARED |
| PROLOGIS                    | SH BEN INT | 743410102 | 664     | 11,645    | SH | SHARED |
| PRUDENTIAL FINL INC         | COM        | 744320102 | 6,768   | 88,755    | SH | SHARED |
| PRUDENTIAL FINL INC         | COM        | 744320102 | 2,749   | 36,051    | SH | SHARED |
| PUBLIC STORAGE INC          | COM        | 74460D109 | 3,705   | 43,084    | SH | SHARED |
| PUBLIC STORAGE INC          | COM        | 74460D109 | 502     | 5,841     | SH | SHARED |
| RAYTHEON CO                 | COM NEW    | 755111507 | 3,873   | 80,666    | SH | SHARED |
| RAYTHEON CO                 | COM NEW    | 755111507 | 1,574   | 32,795    | SH | SHARED |
| RECKSON ASSOCS RLTY CORP    | COM        | 75621K106 | 1,337   | 31,244    | SH | SHARED |
| RECKSON ASSOCS RLTY CORP    | COM        | 75621K106 | 185     | 4,313     | SH | SHARED |
| REDBACK NETWORKS INC        | COM NEW    | 757209507 | 5,174   | 372,781   | SH | SHARED |
| REDBACK NETWORKS INC        | COM NEW    | 757209507 | 2,112   | 152,165   | SH | SHARED |
| REGENCY CTRS CORP           | COM        | 758849103 | 4,179   | 60,782    | SH | SHARED |
| REGENCY CTRS CORP           | COM        | 758849103 | 571     | 8,309     | SH | SHARED |
| SCHERING PLOUGH CORP        | COM        | 806605101 | 4,186   | 189,502   | SH | SHARED |
| SCHERING PLOUGH CORP        | COM        | 806605101 | 1,707   | 77,286    | SH | SHARED |
| SIMON PPTY GROUP INC NEW    | COM        | 828806109 | 6,280   | 69,296    | SH | SHARED |
| SIMON PPTY GROUP INC NEW    | COM        | 828806109 | 848     | 9,358     | SH | SHARED |
| SL GREEN RLTY CORP          | COM        | 78440X101 | 5,598   | 50,120    | SH | SHARED |
| SL GREEN RLTY CORP          | COM        | 78440X101 | 759     | 6,797     | SH | SHARED |
| SPDR TRUST                  | COM        | 78462F103 | 647,286 | 4,845,679 | SH | SHARED |
| SYMANTEC CORP               | COM        | 871503108 | 4,798   | 225,475   | SH | SHARED |
| SYMANTEC CORP               | COM        | 871503108 | 1,962   | 92,193    | SH | SHARED |
| TENET HEALTHCARE CORP       | COM        | 88033G100 | 4,498   | 552,530   | SH | SHARED |
| TENET HEALTHCARE CORP       | COM        | 88033G100 | 1,836   | 225,536   | SH | SHARED |
| TEXAS INSTRS INC            | COM        | 882508104 | 3,746   | 112,665   | SH | SHARED |
| TEXAS INSTRS INC            | COM        | 882508104 | 1,532   | 46,076    | SH | SHARED |
| TIME WARNER INC             | COM        | 887317105 | 4,242   | 232,682   | SH | SHARED |
| TIME WARNER INC             | COM        | 887317105 | 1,738   | 95,351    | SH | SHARED |
| TYCO INTL LTD NEW           | COM        | 902124106 | 3,849   | 137,501   | SH | SHARED |
| TYCO INTL LTD NEW           | COM        | 902124106 | 1,573   | 56,197    | SH | SHARED |
| UNITED PARCEL SERVICE INC   | CL B       | 911312106 | 3,433   | 47,727    | SH | SHARED |
| UNITED PARCEL SERVICE INC   | CL B       | 911312106 | 1,403   | 19,504    | SH | SHARED |
| UNITED TECHNOLOGIES CORP    | COM        | 913017109 | 3,877   | 61,194    | SH | SHARED |
| UNITED TECHNOLOGIES CORP    | COM        | 913017109 | 1,584   | 25,008    | SH | SHARED |
| UNUMPROVIDENT CORP.         | COM        | 91529Y106 | 74,652  | 3,850,000 | SH | SHARED |
| VERIZON COMMUNICATIONS      | COM        | 92343V104 | 12,417  | 334,415   | SH | SHARED |
| VERIZON COMMUNICATIONS      | COM        | 92343V104 | 5,072   | 136,609   | SH | SHARED |
| VIACOM INC NEW              | CL B       | 92553P201 | 3,388   | 91,126    | SH | SHARED |
| VIACOM INC NEW              | CL B       | 92553P201 | 1,383   | 37,191    | SH | SHARED |
| VORNADO RLTY TR             | SH BEN INT | 929042109 | 6,540   | 60,000    | SH | SHARED |

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|                       |            |           |           |            |        |
|-----------------------|------------|-----------|-----------|------------|--------|
| VORNADO RLTY TR       | SH BEN INT | 929042109 | 883       | 8,099 SH   | SHARED |
| WACHOVIA CORP 2ND NEW | COM        | 929903102 | 5,405     | 96,859 SH  | SHARED |
| WACHOVIA CORP 2ND NEW | COM        | 929903102 | 2,222     | 39,816 SH  | SHARED |
| WAL MART STORES INC   | COM        | 931142103 | 3,703     | 75,073 SH  | SHARED |
| WAL MART STORES INC   | COM        | 931142103 | 1,510     | 30,621 SH  | SHARED |
| WALGREEN CO           | COM        | 931422109 | 3,543     | 79,820 SH  | SHARED |
| WALGREEN CO           | COM        | 931422109 | 1,446     | 32,577 SH  | SHARED |
| WELLPOINT INC         | COM        | 94973V107 | 3,682     | 47,786 SH  | SHARED |
|                       |            |           |           |            |        |
| WELLPOINT INC         | COM        | 94973V107 | 1,503     | 19,505 SH  | SHARED |
| WELLS FARGO & CO NEW  | COM        | 949746101 | 8,060     | 222,784 SH | SHARED |
| WELLS FARGO & CO NEW  | COM        | 949746101 | 3,276     | 90,542 SH  | SHARED |
| WYETH                 | COM        | 983024100 | 3,942     | 77,547 SH  | SHARED |
| WYETH                 | COM        | 983024100 | 1,609     | 31,654 SH  | SHARED |
|                       |            |           | 1,649,513 |            |        |