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CHUBB CORP  
Form 13F-HR  
August 11, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009

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: The Chubb Corporation  
Address: 15 Mountain View Road  
P. O. Box 1615  
Warren, NJ 07061-1615

Form 13F File Number: 28-327

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: John J. Kennedy  
Title: Senior Vice President and Chief Accounting Officer  
Phone: 908-903-2281

Signature, Place, and Date of Signing:

|                     |                    |                 |
|---------------------|--------------------|-----------------|
| /s/ John J. Kennedy | Warren, New Jersey | August 11, 2009 |
| -----               | -----              | -----           |
| [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: None

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## FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
 Form 13F Information Table Entry Total: 239  
 Form 13F Information Table Value Total: \$974,365  
 (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.

| No. | Form 13F File Number | Name                      |
|-----|----------------------|---------------------------|
| 01  | 28 - 2490            | Federal Insurance Company |
| 02  | 28 - 2804            | Pacific Indemnity Company |

NAME OF REPORTING MANAGER THE CHUBB CORPORATION PERIOD ENDING JUNE 30, 2009

PAGE 1 FORM 13F FILE NUMBER: 28 - 327

| NAME OF ISSUER          | CLASS | CUSIP       | FAIR MARKET VALUE (000) | INVESTMENT DISCRETION |      |        |        |       |
|-------------------------|-------|-------------|-------------------------|-----------------------|------|--------|--------|-------|
|                         |       |             |                         | SHARES                | SOLE | SHARED | OTHERS | MANAG |
| AMDOCS LTD              | COM   | G02602-10-3 | 6,062                   | 282,600               |      | X      |        | 1     |
| AMDOCS LTD              | COM   | G02602-10-3 | 3,059                   | 142,620               |      | X      |        | 2     |
| COVIDIEN PLC            | COM   | G2554F-10-5 | 3,081                   | 82,288                |      | X      |        |       |
| COVIDIEN PLC            | COM   | G2554F-10-5 | 10,398                  | 277,712               |      | X      |        | 1     |
| COVIDIEN PLC            | COM   | G2554F-10-5 | 1,310                   | 35,000                |      | X      |        | 2     |
| SEAGATE TECHNOLOGY      | COM   | G7945J-10-4 | 4,236                   | 405,000               |      | X      |        | 1     |
| SEAGATE TECHNOLOGY      | COM   | G7945J-10-4 | 3,138                   | 300,000               |      | X      |        | 2     |
| XL CAPITAL LTD CLASS A  | COM   | G98255-10-5 | --                      | 33                    |      | X      |        |       |
| XL CAPITAL LTD CLASS A  | COM   | G98255-10-5 | 1,489                   | 129,967               |      | X      |        | 1     |
| XL CAPITAL LTD CLASS A  | COM   | G98255-10-5 | 573                     | 50,000                |      | X      |        | 2     |
| FLEXTRONICS INTL LTD    | COM   | Y2573F-10-2 | 3,348                   | 806,724               |      | X      |        | 1     |
| FLEXTRONICS INTL LTD    | COM   | Y2573F-10-2 | 2,462                   | 593,276               |      | X      |        | 2     |
| AT&T INC                | COM   | 00206R-10-2 | 1,490                   | 60,000                |      | X      |        | 1     |
| AT&T INC                | COM   | 00206R-10-2 | 1,987                   | 80,000                |      | X      |        | 2     |
| ALCOA INC               | COM   | 013817-10-1 | 3,616                   | 350,000               |      | X      |        | 1     |
| ALCOA INC               | COM   | 013817-10-1 | 1,033                   | 100,000               |      | X      |        | 2     |
| ALPHATEC HOLDINGS       | COM   | 02081G-10-2 | 9,959                   | 2,999,834             |      | X      |        | 1     |
| AMEREN CORPORATION      | COM   | 023608-10-2 | 4,644                   | 186,600               |      | X      |        | 1     |
| AMEREN CORPORATION      | COM   | 023608-10-2 | 2,325                   | 93,400                |      | X      |        | 2     |
| AMGEN INC               | COM   | 031162-10-0 | 2,647                   | 50,000                |      | X      |        |       |
| AMGEN INC               | COM   | 031162-10-0 | 7,941                   | 150,000               |      | X      |        | 1     |
| AMGEN INC               | COM   | 031162-10-0 | 5,294                   | 100,000               |      | X      |        | 2     |
| ANADARKO PETROLEUM CORP | COM   | 032511-10-7 | 11,347                  | 250,000               |      | X      |        | 1     |
| ARCHER DANIELS          | COM   | 039483-10-2 | 4,016                   | 150,007               |      | X      |        | 1     |
| ARCHER DANIELS          | COM   | 039483-10-2 | 3,346                   | 124,993               |      | X      |        | 2     |
| ATMOS ENERGY CORP       | COM   | 049560-10-5 | 1,753                   | 70,000                |      | X      |        | 1     |

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|                              |     |             |        |         |   |   |
|------------------------------|-----|-------------|--------|---------|---|---|
| ATMOS ENERGY CORP            | COM | 049560-10-5 | 13,772 | 550,000 | X | 2 |
| AVERY DENNISON CORP          | COM | 053611-10-9 | 3,662  | 142,591 | X |   |
| AVERY DENNISON CORP          | COM | 053611-10-9 | 4,741  | 184,600 | X | 1 |
| AVERY DENNISON CORP          | COM | 053611-10-9 | 329    | 12,819  | X | 2 |
| BP PLC-SPONS ADR             | COM | 055622-10-4 | 5,245  | 110,000 | X | 1 |
| BP PLC-SPONS ADR             | COM | 055622-10-4 | 4,291  | 90,000  | X | 2 |
| BANK OF AMERICA              | COM | 060505-10-4 | 264    | 20,000  | X |   |
| BANK OF AMERICA              | COM | 060505-10-4 | 5,377  | 407,356 | X | 1 |
| BANK OF AMERICA              | COM | 060505-10-4 | 1,908  | 144,545 | X | 2 |
| BAXTER INTERNATIONAL INC     | COM | 071813-10-9 | 11,651 | 220,000 | X | 1 |
| BAXTER INTERNATIONAL INC     | COM | 071813-10-9 | 2,648  | 50,000  | X | 2 |
| BOSTON SCIENTIFIC CORP       | COM | 101137-10-7 | 8,720  | 860,000 | X | 1 |
| BOSTON SCIENTIFIC CORP       | COM | 101137-10-7 | 2,434  | 240,000 | X | 2 |
| BRISTOL MYERS SQUIBB         | COM | 110122-10-8 | 3,859  | 190,000 | X | 1 |
| BRISTOL MYERS SQUIBB         | COM | 110122-10-8 | 6,093  | 300,000 | X | 2 |
| BROADRIDGE FINANCIAL SOLUTIO | COM | 11133T-10-3 | 9,948  | 600,000 | X | 1 |
| BROADRIDGE FINANCIAL SOLUTIO | COM | 11133T-10-3 | 2,487  | 150,000 | X | 2 |
| CBS CORP-CL B                | COM | 124857-20-2 | 2,200  | 317,900 | X | 1 |
| CBS CORP-CL B                | COM | 124857-20-2 | 430    | 62,100  | X | 2 |

NAME OF REPORTING MANAGER THE CHUBB CORPORATION PERIOD ENDING JUNE 30, 2009

PAGE 2 FORM 13F FILE NUMBER: 28 - 327

| NAME OF ISSUER               | CLASS | CUSIP       | FAIR<br>MARKET<br>VALUE<br>(000) | INVESTMENT DISCRETION |      |        |        |       |
|------------------------------|-------|-------------|----------------------------------|-----------------------|------|--------|--------|-------|
|                              |       |             |                                  | SHARES                | SOLE | SHARED | OTHERS | MANAG |
| CELESTICA INC                | COM   | 15101Q-10-8 | 6,820                            | 1,000,000             |      | X      |        | 1     |
| CELESTICA INC                | COM   | 15101Q-10-8 | 682                              | 100,000               |      | X      |        | 2     |
| CISCO SYSTEMS INC            | COM   | 17275R-10-2 | 4,215                            | 226,000               |      | X      |        | 1     |
| CISCO SYSTEMS INC            | COM   | 17275R-10-2 | 5,110                            | 274,000               |      | X      |        | 2     |
| CITIGROUP INC                | COM   | 172967-10-1 | 18                               | 6,000                 |      | X      |        |       |
| CITIGROUP INC                | COM   | 172967-10-1 | 665                              | 224,000               |      | X      |        | 1     |
| CITIGROUP INC                | COM   | 172967-10-1 | 564                              | 190,000               |      | X      |        | 2     |
| COCA COLA ENTERPRISES        | COM   | 191219-10-4 | 6,558                            | 393,847               |      | X      |        | 1     |
| COCA COLA ENTERPRISES        | COM   | 191219-10-4 | 5,097                            | 306,153               |      | X      |        | 2     |
| COLGATE PALMOLIVE            | COM   | 194162-10-3 | 8,489                            | 120,000               |      | X      |        | 1     |
| COMCAST CORP-CL A            | COM   | 20030N-10-1 | 7,953                            | 550,000               |      | X      |        | 1     |
| COMCAST CORP-CL A            | COM   | 20030N-10-1 | 2,892                            | 200,000               |      | X      |        | 2     |
| COMMUNITY HEALTH SYSTEMS INC | COM   | 203668-10-8 | 8,837                            | 350,000               |      | X      |        | 1     |
| COMMUNITY HEALTH SYSTEMS INC | COM   | 203668-10-8 | 5,050                            | 200,000               |      | X      |        | 2     |
| CONOCOPHILLIPS               | COM   | 20825C-10-4 | 7,991                            | 190,000               |      | X      |        | 1     |
| CONSOLIDATED EDISON INC      | COM   | 209115-10-4 | 1,871                            | 50,000                |      | X      |        |       |
| CONSOLIDATED EDISON INC      | COM   | 209115-10-4 | 6,118                            | 163,500               |      | X      |        | 1     |
| CONSOLIDATED EDISON INC      | COM   | 209115-10-4 | 3,742                            | 100,000               |      | X      |        | 2     |
| CONSTELLATION BRANDS INC-A   | COM   | 21036P-10-8 | 5,960                            | 470,000               |      | X      |        | 1     |
| CONSTELLATION BRANDS INC-A   | COM   | 21036P-10-8 | 1,964                            | 154,900               |      | X      |        | 2     |
| CORNING INC                  | COM   | 219350-10-5 | 4,818                            | 300,000               |      | X      |        | 1     |
| CORNING INC                  | COM   | 219350-10-5 | 3,212                            | 200,000               |      | X      |        | 2     |
| COVENTRY HEALTH CARE INC     | COM   | 222862-10-4 | 151                              | 8,059                 |      | X      |        |       |
| COVENTRY HEALTH CARE INC     | COM   | 222862-10-4 | 3,714                            | 198,509               |      | X      |        | 1     |
| COVENTRY HEALTH CARE INC     | COM   | 222862-10-4 | 1,561                            | 83,432                |      | X      |        | 2     |
| DTE ENERGY COMPANY           | COM   | 233331-10-7 | 4,800                            | 150,000               |      | X      |        |       |
| DTE ENERGY COMPANY           | COM   | 233331-10-7 | 3,200                            | 100,000               |      | X      |        | 1     |

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|                          |     |             |       |         |   |   |
|--------------------------|-----|-------------|-------|---------|---|---|
| DTE ENERGY COMPANY       | COM | 233331-10-7 | 3,190 | 99,700  | X | 2 |
| DEAN FOODS CO            | COM | 242370-10-4 | 962   | 50,156  | X |   |
| DEAN FOODS CO            | COM | 242370-10-4 | 8,123 | 423,278 | X | 1 |
| DEAN FOODS CO            | COM | 242370-10-4 | 6,267 | 326,566 | X | 2 |
| DELL INC                 | COM | 24702R-10-1 | 7,551 | 550,000 | X | 1 |
| DELL INC                 | COM | 24702R-10-1 | 2,060 | 150,000 | X | 2 |
| DELTA AIRLINES INC DEL   | COM | 247361-70-2 | 1,545 | 266,830 | X |   |
| DELTA AIRLINES INC DEL   | COM | 247361-70-2 | 1,936 | 334,470 | X | 1 |
| DOW CHEMICAL CO          | COM | 260543-10-3 | 5,810 | 360,000 | X | 1 |
| EBAY INC                 | COM | 278642-10-3 | 3,426 | 200,000 | X |   |
| EBAY INC                 | COM | 278642-10-3 | 3,426 | 200,000 | X | 2 |
| EL PASO CORP             | COM | 28336L-10-9 | 4,615 | 500,000 | X | 1 |
| ERICSSON (LM) TEL-SP ADR | COM | 294821-60-8 | 5,242 | 536,000 | X | 1 |
| ERICSSON (LM) TEL-SP ADR | COM | 294821-60-8 | 5,516 | 564,000 | X | 2 |
| FAMILY DOLLAR STORES     | COM | 307000-10-9 | 96    | 3,400   | X |   |
| FAMILY DOLLAR STORES     | COM | 307000-10-9 | 9,353 | 330,500 | X | 1 |
| FAMILY DOLLAR STORES     | COM | 307000-10-9 | 2,462 | 87,000  | X | 2 |
| FOREST LABORATORIES INC  | COM | 345838-10-6 | 2,511 | 100,000 | X |   |

NAME OF REPORTING MANAGER THE CHUBB CORPORATION PERIOD ENDING JUNE 30, 2009

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| NAME OF ISSUER               | CLASS | CUSIP       | FAIR<br>MARKET<br>VALUE<br>(000) | INVESTMENT DISCRETION |      |        |        |       |
|------------------------------|-------|-------------|----------------------------------|-----------------------|------|--------|--------|-------|
|                              |       |             |                                  | SHARES                | SOLE | SHARED | OTHERS | MANAG |
| FOREST LABORATORIES INC      | COM   | 345838-10-6 | 5,022                            | 200,000               |      | X      |        | 1     |
| FOREST LABORATORIES INC      | COM   | 345838-10-6 | 5,022                            | 200,000               |      | X      |        | 2     |
| GENERAL ELECTRIC             | COM   | 369604-10-3 | 2,813                            | 240,000               |      | X      |        | 1     |
| GENERAL ELECTRIC             | COM   | 369604-10-3 | 2,227                            | 190,000               |      | X      |        | 2     |
| GENERAL MILLS INC            | COM   | 370334-10-4 | 2,801                            | 50,000                |      | X      |        | 1     |
| GENERAL MILLS INC            | COM   | 370334-10-4 | 6,722                            | 120,000               |      | X      |        | 2     |
| GENWORTH FINANCIAL INC-CL A  | COM   | 37247D-10-6 | 1,398                            | 200,000               |      | X      |        | 1     |
| GENWORTH FINANCIAL INC-CL A  | COM   | 37247D-10-6 | 559                              | 80,000                |      | X      |        | 2     |
| GLAXOSMITHKLINE PLC-ADR      | COM   | 37733W-10-5 | 6,396                            | 181,000               |      | X      |        | 1     |
| GOOGLE INC-CL A              | COM   | 38259P-50-8 | 12,648                           | 30,000                |      | X      |        | 1     |
| GREAT PLAINS ENERGY INC      | COM   | 391164-10-0 | 3,664                            | 235,600               |      | X      |        | 1     |
| GREAT PLAINS ENERGY INC      | COM   | 391164-10-0 | 2,667                            | 171,500               |      | X      |        | 2     |
| HARTFORD FINANCIAL SERVICES  | COM   | 416515-10-4 | 475                              | 40,000                |      | X      |        |       |
| HARTFORD FINANCIAL SERVICES  | COM   | 416515-10-4 | 712                              | 60,000                |      | X      |        | 1     |
| HEALTHCARE SERVICES GROUP    | COM   | 421906-10-8 | 227                              | 12,693                |      | X      |        | 1     |
| HEALTH MGMT ASSOC            | COM   | 421933-10-2 | 2,964                            | 600,000               |      | X      |        | 1     |
| HEALTH MGMT ASSOC            | COM   | 421933-10-2 | 3,458                            | 700,000               |      | X      |        | 2     |
| HJ HEINZ CO                  | COM   | 423074-10-3 | 7,140                            | 200,000               |      | X      |        | 1     |
| HESS CORP                    | COM   | 42809H-10-7 | 6,735                            | 125,300               |      | X      |        | 1     |
| INTEL CORP                   | COM   | 458140-10-0 | 4,138                            | 250,000               |      | X      |        |       |
| INTEL CORP                   | COM   | 458140-10-0 | 5,793                            | 350,000               |      | X      |        | 1     |
| INTEL CORP                   | COM   | 458140-10-0 | 1,655                            | 100,000               |      | X      |        | 2     |
| INTERNATIONAL BUSINESS MACHI | COM   | 459200-10-1 | 14,619                           | 140,000               |      | X      |        | 1     |
| INTERNATIONAL PAPER CO       | COM   | 460146-10-3 | 4,842                            | 320,000               |      | X      |        | 1     |
| INTERNATIONAL PAPER CO       | COM   | 460146-10-3 | 2,723                            | 180,000               |      | X      |        | 2     |
| INTERPUBLIC GROUP OF COS INC | COM   | 460690-10-0 | 1,010                            | 200,000               |      | X      |        |       |
| INTERPUBLIC GROUP OF COS INC | COM   | 460690-10-0 | 5,136                            | 1,017,000             |      | X      |        | 1     |
| INTERPUBLIC GROUP OF COS INC | COM   | 460690-10-0 | 419                              | 83,000                |      | X      |        | 2     |

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|                              |     |             |       |         |   |   |
|------------------------------|-----|-------------|-------|---------|---|---|
| JP MORGAN CHASE & CO         | COM | 46625H-10-0 | 1,583 | 46,400  | X |   |
| JP MORGAN CHASE & CO         | COM | 46625H-10-0 | 9,332 | 273,600 | X | 1 |
| JP MORGAN CHASE & CO         | COM | 46625H-10-0 | 1,364 | 40,000  | X | 2 |
| JABIL CIRCUIT INC            | COM | 466313-10-3 | 1,590 | 214,286 | X |   |
| JABIL CIRCUIT INC            | COM | 466313-10-3 | 5,317 | 716,600 | X | 1 |
| JABIL CIRCUIT INC            | COM | 466313-10-3 | 1,997 | 269,114 | X | 2 |
| KRAFT FOODS INC-A            | COM | 50075N-10-4 | 9,323 | 367,898 | X | 1 |
| KRAFT FOODS INC-A            | COM | 50075N-10-4 | 3,496 | 137,962 | X | 2 |
| KROGER CO.                   | COM | 501044-10-1 | 8,820 | 400,000 | X |   |
| KROGER CO.                   | COM | 501044-10-1 | 4,410 | 200,000 | X | 1 |
| LABORATORY CRP OF AMER HLDGS | COM | 50540R-40-9 | 5,515 | 81,350  | X | 1 |
| LEXMARK INTL GROUP INC       | COM | 529771-10-7 | 829   | 52,294  | X | 1 |
| LIFE POINT HOSPITALS         | COM | 53219L-10-9 | 6,626 | 252,400 | X | 1 |
| LIFE POINT HOSPITALS         | COM | 53219L-10-9 | 3,875 | 147,600 | X | 2 |
| LIZ CLAIBORNE INC            | COM | 539320-10-1 | 1,037 | 360,000 | X | 1 |
| LIZ CLAIBORNE INC            | COM | 539320-10-1 | 173   | 60,000  | X | 2 |
| MANULIFE FINANCIAL SERVICE   | COM | 56501R-10-6 | 1,991 | 114,734 | X |   |

NAME OF REPORTING MANAGER THE CHUBB CORPORATION PERIOD ENDING JUNE 30, 2009

PAGE 4 FORM 13F FILE NUMBER: 28 - 327

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|------------------------------|-------|-------------|----------------------------------|-----------------------|------|--------|--------|-------|
|                              |       |             |                                  | SHARES                | SOLE | SHARED | OTHERS | MANAG |
| MARATHON OIL CORP            | COM   | 565849-10-6 | 9,057                            | 300,600               |      | X      |        | 2     |
| MCDONALDS CORP               | COM   | 580135-10-1 | 10,170                           | 176,900               |      | X      |        | 1     |
| MCDONALDS CORP               | COM   | 580135-10-1 | 1,328                            | 23,100                |      | X      |        | 2     |
| MEDTRONIC INC                | COM   | 585055-10-6 | 6,106                            | 175,000               |      | X      |        |       |
| MEDTRONIC INC                | COM   | 585055-10-6 | 6,106                            | 175,000               |      | X      |        | 2     |
| MICROSOFT CORP               | COM   | 594918-10-4 | 951                              | 40,000                |      | X      |        |       |
| MICROSOFT CORP               | COM   | 594918-10-4 | 8,082                            | 340,000               |      | X      |        | 1     |
| MICROSOFT CORP               | COM   | 594918-10-4 | 5,229                            | 220,000               |      | X      |        | 2     |
| MORGAN STANLEY DEAN WITTER   | COM   | 617446-44-8 | 5,987                            | 210,000               |      | X      |        | 1     |
| MOTOROLA INC                 | COM   | 620076-10-9 | 3,845                            | 580,000               |      | X      |        | 1     |
| MOTOROLA INC                 | COM   | 620076-10-9 | 796                              | 120,000               |      | X      |        | 2     |
| NEWELL RUBBERMAID INC        | COM   | 651229-10-6 | 4,689                            | 450,400               |      | X      |        | 1     |
| NEWELL RUBBERMAID INC        | COM   | 651229-10-6 | 2,598                            | 249,600               |      | X      |        | 2     |
| NEWTEK BUSINESS SERVICES INC | COM   | 652526-10-4 | 1                                | 2,000                 |      | X      |        |       |
| NEWTEK BUSINESS SERVICES INC | COM   | 652526-10-4 | 31                               | 64,500                |      | X      |        | 1     |
| NISOURCE INC                 | COM   | 65473P-10-5 | 3,907                            | 335,100               |      | X      |        | 1     |
| NISOURCE INC                 | COM   | 65473P-10-5 | 2,506                            | 214,900               |      | X      |        | 2     |
| NORTHROP GRUMMAN CORP        | COM   | 666807-10-2 | 6,852                            | 150,000               |      | X      |        | 1     |
| OGE ENERGY CORP              | COM   | 670837-10-3 | 74                               | 2,600                 |      | X      |        |       |
| OGE ENERGY CORP              | COM   | 670837-10-3 | 736                              | 26,000                |      | X      |        | 1     |
| OFFICE DEPOT INC             | COM   | 676220-10-6 | 684                              | 150,000               |      | X      |        |       |
| OFFICE DEPOT INC             | COM   | 676220-10-6 | 2,281                            | 500,224               |      | X      |        | 1     |
| OFFICE DEPOT INC             | COM   | 676220-10-6 | 683                              | 149,776               |      | X      |        | 2     |
| OMNICARE INC                 | COM   | 681904-10-8 | 9,274                            | 360,000               |      | X      |        | 1     |
| OMNICARE INC                 | COM   | 681904-10-8 | 6,182                            | 240,000               |      | X      |        | 2     |
| ORACLE CORP                  | COM   | 68389X-10-5 | 1,071                            | 50,000                |      | X      |        |       |
| ORACLE CORP                  | COM   | 68389X-10-5 | 3,427                            | 160,000               |      | X      |        | 1     |
| ORACLE CORP                  | COM   | 68389X-10-5 | 1,714                            | 80,000                |      | X      |        | 2     |
| OWENS ILLINOIS               | COM   | 690768-40-3 | 2,728                            | 97,400                |      | X      |        |       |

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|                          |     |             |       |         |   |  |  |  |   |
|--------------------------|-----|-------------|-------|---------|---|--|--|--|---|
| OWENS ILLINOIS           | COM | 690768-40-3 | 8,806 | 314,400 | X |  |  |  | 2 |
| PNC FINANCIAL            | COM | 693475-10-5 | 181   | 4,653   | X |  |  |  | 1 |
| PNC FINANCIAL            | COM | 693475-10-5 | 129   | 3,332   | X |  |  |  | 2 |
| PEPCO HOLDINGS INC       | COM | 713291-10-2 | 1,344 | 100,000 | X |  |  |  |   |
| PEPCO HOLDINGS INC       | COM | 713291-10-2 | 4,403 | 327,600 | X |  |  |  | 1 |
| PEPCO HOLDINGS INC       | COM | 713291-10-2 | 3,906 | 290,600 | X |  |  |  | 2 |
| PEPSI BOTTLING GROUP INC | COM | 713409-10-0 | 420   | 12,416  | X |  |  |  | 2 |
| PFIZER INC               | COM | 717081-10-3 | 7,395 | 493,000 | X |  |  |  | 1 |
| PFIZER INC               | COM | 717081-10-3 | 3,855 | 257,000 | X |  |  |  | 2 |
| PINNACLE WEST CAPITAL    | COM | 723484-10-1 | 1,508 | 50,000  | X |  |  |  |   |
| PINNACLE WEST CAPITAL    | COM | 723484-10-1 | 7,839 | 260,000 | X |  |  |  | 1 |
| PINNACLE WEST CAPITAL    | COM | 723484-10-1 | 2,111 | 70,000  | X |  |  |  | 2 |
| PRIDE INTERNATIONAL INC  | COM | 74153Q-10-2 | 4,761 | 190,000 | X |  |  |  | 1 |
| PRIDE INTERNATIONAL INC  | COM | 74153Q-10-2 | 4,761 | 190,000 | X |  |  |  | 2 |
| PROGRESS ENERGY INC      | COM | 743263-10-5 | 757   | 20,000  | X |  |  |  |   |
| PROGRESS ENERGY INC      | COM | 743263-10-5 | 6,136 | 162,200 | X |  |  |  | 1 |

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| NAME OF ISSUER             | CLASS | CUSIP       | FAIR<br>MARKET<br>VALUE<br>(000) | INVESTMENT DISCRETION |      |        |        |       |   |
|----------------------------|-------|-------------|----------------------------------|-----------------------|------|--------|--------|-------|---|
|                            |       |             |                                  | SHARES                | SOLE | SHARED | OTHERS | MANAG |   |
| PROGRESS ENERGY INC        | COM   | 743263-10-5 | 4,933                            | 130,400               |      | X      |        |       | 2 |
| QUEST DIAGNOSTICS INC      | COM   | 74834L-10-0 | 20,879                           | 370,000               |      | X      |        |       | 1 |
| RALCORP HLDGS INC          | COM   | 751028-10-1 | 1,292                            | 21,206                |      | X      |        |       | 1 |
| RALCORP HLDGS INC          | COM   | 751028-10-1 | 484                              | 7,952                 |      | X      |        |       | 2 |
| ROWAN COMPANIES INC        | COM   | 779382-10-0 | 4,830                            | 250,000               |      | X      |        |       | 1 |
| ROYAL DUTCH SHELL PLC      | COM   | 780259-20-6 | 5,019                            | 100,000               |      | X      |        |       |   |
| ROYAL DUTCH SHELL PLC      | COM   | 780259-20-6 | 5,019                            | 100,000               |      | X      |        |       | 1 |
| SAFeway INC                | COM   | 786514-20-8 | 4,074                            | 200,000               |      | X      |        |       |   |
| SAFeway INC                | COM   | 786514-20-8 | 2,444                            | 120,000               |      | X      |        |       | 1 |
| SAFeway INC                | COM   | 786514-20-8 | 4,685                            | 230,000               |      | X      |        |       | 2 |
| ST JUDE MEDICAL            | COM   | 790849-10-3 | 2,055                            | 50,000                |      | X      |        |       |   |
| ST JUDE MEDICAL            | COM   | 790849-10-3 | 14,385                           | 350,000               |      | X      |        |       | 1 |
| SANMINA CORP               | COM   | 800907-10-7 | 1,226                            | 2,800,000             |      | X      |        |       | 1 |
| SANMINA CORP               | COM   | 800907-10-7 | 88                               | 200,000               |      | X      |        |       | 2 |
| SANOFI-AVENTIS-ADR         | COM   | 80105N-10-5 | 8,847                            | 300,000               |      | X      |        |       | 1 |
| SMITHFIELD FOODS INC       | COM   | 832248-10-8 | 5,063                            | 362,400               |      | X      |        |       | 1 |
| SMITHFIELD FOODS INC       | COM   | 832248-10-8 | 1,224                            | 87,600                |      | X      |        |       | 2 |
| SPECTRA ENERGY CORP        | COM   | 847560-10-9 | 1,716                            | 101,400               |      | X      |        |       |   |
| SPECTRA ENERGY CORP        | COM   | 847560-10-9 | 1,651                            | 97,578                |      | X      |        |       | 1 |
| SPECTRA ENERGY CORP        | COM   | 847560-10-9 | 2,044                            | 120,822               |      | X      |        |       | 2 |
| SPRINT NEXTEL CORP         | COM   | 852061-10-0 | 577                              | 120,000               |      | X      |        |       |   |
| SPRINT NEXTEL CORP         | COM   | 852061-10-0 | 2,165                            | 450,000               |      | X      |        |       | 1 |
| SPRINT NEXTEL CORP         | COM   | 852061-10-0 | 289                              | 60,000                |      | X      |        |       | 2 |
| STAGE STORES               | COM   | 85254C-30-5 | 196                              | 17,642                |      | X      |        |       |   |
| STAR GAS PARTNERS LP       | COM   | 85512C-10-5 | 126                              | 35,300                |      | X      |        |       | 1 |
| SYMANTEC CORP              | COM   | 871503-10-8 | 7,011                            | 450,000               |      | X      |        |       | 1 |
| SYMANTEC CORP              | COM   | 871503-10-8 | 4,674                            | 300,000               |      | X      |        |       | 2 |
| TEVA PHARMACEUTICAL-SP ADR | COM   | 881624-20-9 | 14,802                           | 300,000               |      | X      |        |       | 1 |
| TEVA PHARMACEUTICAL-SP ADR | COM   | 881624-20-9 | 4,934                            | 100,000               |      | X      |        |       | 2 |
| TIME WARNER                | COM   | 887317-30-3 | 420                              | 16,666                |      | X      |        |       |   |

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|                        |     |             |        |         |   |  |  |  |   |
|------------------------|-----|-------------|--------|---------|---|--|--|--|---|
| TIME WARNER            | COM | 887317-30-3 | 2,519  | 100,000 | X |  |  |  | 1 |
| TIME WARNER            | COM | 887317-30-3 | 4,618  | 183,332 | X |  |  |  | 2 |
| TIME WARNER CABLE      | COM | 88732J-20-7 | 132    | 4,183   | X |  |  |  |   |
| TIME WARNER CABLE      | COM | 88732J-20-7 | 795    | 25,100  | X |  |  |  | 1 |
| TIME WARNER CABLE      | COM | 88732J-20-7 | 1,457  | 46,019  | X |  |  |  | 2 |
| TOTAL SA-SPON ADR      | COM | 89151E-10-9 | 10,846 | 200,000 | X |  |  |  | 1 |
| TRAVELERS COS INC      | COM | 89417E-10-9 | 726    | 17,678  | X |  |  |  |   |
| TRAVELERS COS INC      | COM | 89417E-10-9 | 4,534  | 110,481 | X |  |  |  | 1 |
| TRAVELERS COS INC      | COM | 89417E-10-9 | 4,590  | 111,841 | X |  |  |  | 2 |
| TYSON FOODS INC-CL A   | COM | 902494-10-3 | 1,443  | 114,450 | X |  |  |  |   |
| TYSON FOODS INC-CL A   | COM | 902494-10-3 | 7,410  | 587,600 | X |  |  |  | 1 |
| TYSON FOODS INC-CL A   | COM | 902494-10-3 | 3,757  | 297,950 | X |  |  |  | 2 |
| UNITEDHEALTH GROUP     | COM | 91324P-10-2 | 8,743  | 350,000 | X |  |  |  | 1 |
| VERIZON COMMUNICATIONS | COM | 92343V-10-4 | 768    | 25,000  | X |  |  |  |   |
| VERIZON COMMUNICATIONS | COM | 92343V-10-4 | 5,748  | 187,043 | X |  |  |  | 1 |

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| NAME OF ISSUER         | CLASS | CUSIP       | FAIR<br>MARKET<br>VALUE<br>(000) | INVESTMENT DISCRETION |      |        |                  |       |   |
|------------------------|-------|-------------|----------------------------------|-----------------------|------|--------|------------------|-------|---|
|                        |       |             |                                  | SHARES                | SOLE | SHARED | SHARED<br>OTHERS | MANAG |   |
| VERIZON COMMUNICATIONS | COM   | 92343V-10-4 | 7,836                            | 255,000               |      |        | X                |       | 2 |
| VIACOM INC CL B        | COM   | 92553P-20-1 | 2,270                            | 100,000               |      |        | X                |       |   |
| VIACOM INC CL B        | COM   | 92553P-20-1 | 7,945                            | 350,000               |      |        | X                |       | 1 |
| WAL-MART               | COM   | 931142-10-3 | 14,532                           | 300,000               |      |        | X                |       | 1 |
| WALGREEN COMPANY       | COM   | 931422-10-9 | 6,209                            | 211,200               |      |        | X                |       | 1 |
| WALGREEN COMPANY       | COM   | 931422-10-9 | 11,431                           | 388,800               |      |        | X                |       | 2 |
| WELLS FARGO & COMPANY  | COM   | 949746-10-1 | 628                              | 25,884                |      |        | X                |       | 1 |
| WELLS FARGO & COMPANY  | COM   | 949746-10-1 | 338                              | 13,937                |      |        | X                |       | 2 |
| WILLIAMS COMPANIES     | COM   | 969457-10-0 | 5,463                            | 350,000               |      |        | X                |       | 1 |
| WYETH US               | COM   | 983024-10-0 | 908                              | 20,000                |      |        | X                |       |   |
| WYETH US               | COM   | 983024-10-0 | 3,858                            | 85,000                |      |        | X                |       | 1 |
| WYETH US               | COM   | 983024-10-0 | 2,950                            | 65,000                |      |        | X                |       | 2 |
| WYNDHAM WORLDWIDE CORP | COM   | 98310W-10-8 | 606                              | 50,000                |      |        | X                |       | 1 |
| WYNDHAM WORLDWIDE CORP | COM   | 98310W-10-8 | 727                              | 60,000                |      |        | X                |       | 2 |
|                        |       |             | 974,365                          |                       |      |        |                  |       |   |
|                        |       |             | =====                            |                       |      |        |                  |       |   |