

MOTOROLA INC
Form 11-K
June 29, 2007

SECURITIES AND EXCHANGE COMMISSION
100 F Street, N.E.
Washington, D.C. 20549
(202) 942-2940
FORM 11-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2006 or**
- TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _____ to _____.**

Commission file number: 1-7221

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
MOTOROLA 401(k) PLAN
 - B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
Motorola, Inc., 1303 E. Algonquin Road, Schaumburg, IL 60196
-

Financial Statements, Signatures and Exhibits

The following financial statements, signatures and exhibits are part of this report.

(a) Financial Statements

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**Report of Independent Registered Public
Accounting Firm**

Retirement Committee

Motorola, Inc. 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits of the Motorola, Inc. 401(k) Plan as of December 31, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Motorola, Inc. 401(k) Plan as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole.

The supplemental schedule H, Line 4(i), schedule of assets (held at end of year) as of December 31, 2006, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Tempe, Arizona

June 28, 2007

MOTOROLA, INC. 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2006 and 2005
(In thousands)

	2006	2005
Assets:		
Investments at fair value:		
U.S. Government and agencies securities	\$ 87,805	106,729
Corporate bonds and debentures	127,509	129,228
Motorola, Inc. common stock	598,379	783,994
Investments in common/collective trusts	3,177,498	2,596,238
Plan interest in master trusts	1,898,443	1,915,936
Participant loans	56,822	67,962
 Total investments	 5,946,456	 5,600,087
Receivables:		
Employer contributions	8,467	9,256
Employee contributions	5,193	5,003
Pending trade sales	3,108	498
Interest receivable	2,828	2,982
Dividends receivable	1,474	1,365
Asset transfer in transit		283
 Total receivables	 21,070	 19,387
 Total assets	 5,967,526	 5,619,474
Liabilities:		
Pending trade purchases		1,360
Other	538	572
 Total liabilities	 538	 1,932
 Net assets available for benefits	 \$ 5,966,988	 5,617,542

See accompanying notes to financial statements.

MOTOROLA, INC. 401(k) PLAN
Statements of Changes Net Assets Available for Benefits
Years ended December 31, 2006 and 2005
(In thousands)

	2006	2005
Investment income:		
Net appreciation in fair value of investments	\$ 336,664	362,553
Interest	24,553	19,228
Dividends	5,988	5,790
Plan interest in investment income in master trusts	214,550	115,118
 Total investment income	 581,755	 502,689
Contributions:		
Participants	251,660	238,793
Employer	83,620	79,679
Rollover	14,655	7,904
 Total contributions	 349,935	 326,376
Deductions from net assets attributed to:		
Benefits paid to participants	552,905	461,221
Administrative and other expenses	7,878	7,170
 Total deductions	 560,783	 468,391
 Net increase before transfers	 370,907	 360,674
Transfer in of assets relating to acquisitions		9,157
Transfer out of assets relating to dispositions	(21,461)	(1,003,617)
 Net (decrease) increase	 349,446	 (633,786)
Net assets available for benefits:		
Beginning of year	5,617,542	6,251,328
 End of year	 \$ 5,966,988	 5,617,542

See accompanying notes to financial statements.

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

(1) Description of Plan

The following description of the Motorola, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was formerly known as the Motorola, Inc. 401(k) Profit Sharing Plan, but was renamed effective January 1, 2005.

(a) General

The Plan is a defined contribution plan sponsored by Motorola, Inc. and certain subsidiaries (the Company) covering substantially all domestic employees. Employees become eligible to contribute to the Plan immediately upon employment. Participants are eligible to receive Company contributions to their account on the first of the month following their first (or a subsequent) employment anniversary, after they have completed an anniversary year in which they worked at least 1,000 hours.

Effective October 1, 2002, the Plan was amended to convert a portion of the Plan to a stock bonus plan and non-leveraged employee stock ownership plan (ESOP). The ESOP portion of the Plan is designed to invest primarily in shares of the Company's common stock. The ESOP portion of the Plan is participant directed, which satisfies diversification requirements. Each participant is entitled to exercise voting rights attributable to the shares allocated to their account and is notified by the Trustee prior to the time that such rights are to be exercised. Dividends paid on the Company's common stock are allocated to the participants account and reinvested in Company common stock or paid directly to participants at the election of the participant. Pass-through dividends amounted to \$67,000 and \$62,000 in 2006 and 2005, respectively.

(b) Contributions

Participants may elect to contribute up to 30% of their pre-tax compensation, up to the annual deferral limit set by the Internal Revenue Code (IRC). The annual deferral limits as set by the IRC were \$15,000 and \$14,000 in 2006 and 2005, respectively. The plan also allows for participants age 50 and older to contribute additional tax-deferred contributions. These catch-up contributions are subject to IRS limits of \$5,000 in 2006 and \$4,000 in 2005. Beginning in 2007 the IRS will adjust the dollar amount in increments of \$500.

The Company makes matching contributions to participants equal to \$0.50 for each dollar of participant deferrals up to 6% of pre-tax compensation, not to exceed 3% of pre-tax compensation for the period. If during the Plan year the total matching contribution made on behalf of a participant does not equal the maximum amount of matching contribution required, and the participant satisfies certain specified requirements, the Company shall within 30 days after the Plan year-end, make a lump sum contribution to the participant's account equal to the difference between the required matching contribution and the amount actually made.

Effective January 1, 2005, the Company froze its defined benefit pension plan (Pension Plan). As a result of freezing the Pension Plan, new employees of the Company will not be eligible to participate in the Pension Plan, and will be designated as non-pension eligible. Non-pension eligible participants will receive a matching contribution equal to \$1.00 for each dollar of participant deferrals up to 3%,

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

and \$0.50 for each dollar of participant deferrals between 3% and 5%. There is no change for pension-eligible participants.

(c) Participant Accounts

Each participant's account is credited with the participant's elective deferrals, and allocations of Company matching and profit sharing contributions, plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are fully vested in their elective deferrals and related earnings at all times. A participant will be 100% vested in employer contributions and earnings thereon after they have completed an anniversary year in which they worked at least 1,000 hours in a year. However, the participants become 100% vested in their account balances upon reaching normal retirement age, total and permanent disability, death, or Plan termination.

Participants who terminated employment prior to July 1, 2000, but chose to leave their account balances in the Plan are subject to forfeit the unvested portion of employer contributions upon the earlier of their withdrawal from the Plan, or the five year anniversary of their employment termination. Terminated employees who have left their account balances in the Plan and are rehired by the Plan Sponsor within five years are not subject to forfeiture of their unvested employer contributions. For the years ended December 31, 2006 and 2005, all forfeiture amounts of \$247,000 and \$83,000, respectively, were used to offset Company contributions.

The portion of employer contributions not vested upon termination of employment is forfeited and is used to offset Company contributions.

(e) Benefits

At the option of the participant, distributions from the Plan may be made in the form of: (a) a lump-sum distribution with the option of receiving shares of Motorola stock or cash, (b) annual distributions from the Plan (available only to retiring participants) or combinations thereof. Participants hired after January 1, 1996 may not elect the Annuity or Annual Distribution options. Partial distributions (with a minimum of \$5,000) are made available to participants, with no more than one distribution in any three-month period. Participants are not required to cash out their entire benefits at age 70 (although this requirement applies to beneficiaries). Additionally, in-service withdrawals are extended to participants who have attained age 59-1/2 for pretax, post-tax, and rollover contributions. Hardship withdrawal of rollover contributions is permitted. Participants who terminate employment with the Company for any reason, and have a vested account balance of \$1,000 or less will have their account balance distributed in the form of a lump-sum distribution.

Participants who have attained the age of 70-1/2 and who are an employee of the Company may withdraw all or any portion of his/her account subject to IRS minimum distribution requirements. A participant may not take more than one withdrawal in any six-month period, and the minimum withdrawal shall be \$200.

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

Participants who are an employee of the Company and who have made a rollover transfer into the Plan may withdraw all or any portion of his/her rollover transfer amounts at any time. A participant may not take more than one withdrawal in any six-month period, and the minimum withdrawal shall be \$200.

(f) Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 less their highest outstanding loan balance in the last 12 months or 50% of their vested account balance. Loan transactions are treated as a transfer to/from the investment fund to the Participant Loan Fund. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a reasonable interest rate commensurate with local prevailing rates as determined quarterly by the plan administrator. Interest rates are based on the prime rate (published in the Wall Street Journal) plus 0.5% unless the plan administrator determines the interest rate is not reasonable. Prior to July 16, 2003, interest rates included a 0.3% loan insurance fee. Loan interest rates ranged from 6.0% to 8.75% and 5.75% to 7.5% in 2006 and 2005, respectively. Principal and interest is paid ratably through payroll deductions. A \$50 processing fee is charged for loans.

(g) Plan Termination

Although the Company has not expressed any intent to do so, it may terminate the Plan at any time. It has the right under the Plan to discontinue contributions at any time and terminate the Plan subject to the provisions of ERISA.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting. Certain prior year balances have been reclassified to conform to the current year's presentation.

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Investment Valuation and Income Recognition

Investments in common stock, corporate debt instruments and government securities are stated at fair value as determined by quoted market prices in an active market. Investments in common/collection trust funds are stated at the established fair values of the underlying assets of the funds, which have been determined based on unit values of the funds. Unit values are determined by the bank sponsoring such funds by dividing the funds' net assets at fair value by its units outstanding at the valuation dates. The fair value of the Plan's interest in the master trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Loans to participants are valued at cost.

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

The resulting increase or decrease in investment values is recorded in net appreciation (depreciation) in fair value of investments in the statement of changes in net assets available for benefits.

The purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date.

(d) Administrative and Other Expenses

The expenses necessary to administer the Plan are paid out of Plan assets.

(e) Payment of Benefits

Benefits are recorded when paid.

(3) Plan Amendments

(a) Amendment 2005 1

The Company amended the Plan to comply with new legislation and regulations limiting automatic cash-out distributions, effective March 28, 2005. In the event a participant is terminated for any reason and the non-forfeitable amount credited to the participant's accounts as of the Valuation Date immediately preceding the date of distribution does not exceed \$1,000 (previously \$5,000) the amount will be distributed in a lump sum to the terminated employee.

(b) Amendment 2006 1

The Company amended the Plan to Comply with the Gulf Opportunity Zone Act of 2005 (GOZA), effective January 1, 2005. Eligible participants may take and repay Qualified Hurricane Distributions as defined in GOZA, and may take loans up to the limits and according to the terms set forth in GOZA.

(4) Party-in-Interest

Plan investments are managed by Northern Trust. Northern Trust is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Investments in Motorola, Inc. common stock represented approximately 10% and 14% of plan net assets at December 31, 2006 and 2005, respectively.

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

(5) Investments

At December 31, 2006, the fair value of individual investments which exceeded 5% of net assets available for benefits are as follows (in thousands):

MFB NTGI COLTV:	
Daily S&P 500 Equity Index Fund	\$ 1,160,459
Daily S&P Midcap 400 Equity Index Fund	583,772
Daily Russell 2000 Equity Index Fund	333,731
Daily EAFE Index Fund	632,292
 Motorola, Inc. common stock	 598,379
 MFO Motorola:	
Bond pool	722,940
Stock pool	1,175,503

At December 31, 2005, the fair value of individual investments which exceeded 5% of net assets available for benefits are as follows (in thousands):

MFB NTGI COLTV:	
Daily S&P 500 Equity Index Fund	\$ 1,037,967
Daily S&P Midcap 400 Equity Index Fund	554,413
Daily EAFE Index Fund	361,465
 Motorola, Inc. Common Stock	 783,994
 MFO Motorola:	
Bond Pool	748,593
Stock Pool	1,167,343

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

During 2006 and 2005, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows (in thousands):

For the year ended December 31, 2006:

U.S. Government and agencies securities	\$ 12
Corporate bonds and debentures	61
Motorola, Inc. common stock	(50,623)
Investments in common/collective trusts	387,214
Net appreciation in fair value of investments	\$ 336,664

For the year ended December 31, 2005:

U.S. Government and agencies securities	\$ (2,208)
Corporate bonds and debentures	(3,399)
Motorola, Inc. common stock	216,659
Investments in common/collective trusts	151,501
Net appreciation in fair value of investments	\$ 362,553

(6) Interest in Master Trusts

During 2000, a master trust arrangement was established whereby certain of the Plan's investments are held in two master trust accounts at Northern Trust. The master trust accounts also include the investment assets of the Motorola, Inc. Pension Plan. Investment income and administrative expenses of the master trust accounts are allocated to the Plan and the pension plan based on the relative market values of each plan's net assets on a daily basis.

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

The fair value of the investments for the master trusts and the Plan's interest in the master trusts at December 31, 2006 and 2005 is summarized as follows (in thousands):

	2006	2005
Bond pool investments:		
Investments at fair value:		
U.S. Government and agencies securities	\$ 736,569	893,673
Common stock	205	359
Corporate bonds and debentures	792,104	644,764
Investments in common/collective trusts	329,007	331,080
Short-term investments	27,733	27,786
Cash under securities lending agreements	302,643	352,460
U.S. Government securities under securities lending agreements	22,269	35,778
	2,210,530	2,285,900
Receivables:		
Pending trade sales and income receivable	16,672	17,661
Liabilities:		
Pending trade purchases and other liabilities	(107,900)	(210,275)
Corporate bonds and debentures under securities lending agreements	(96,347)	(75,426)
U.S. Government and agencies securities under securities lending agreements	(228,565)	(312,812)
Net bond pool investments in master trust	1,794,390	1,705,048
Percentage allocated to the Plan bond pool investments	40.289%	43.904%
Net Plan interest in master trust bond pool investments	722,940	748,593
Stock pool investments:		
Investments at fair value:		
Common and preferred stock	2,540,446	2,375,147
Investments in common/collective trusts	2,025,826	1,740,705
Short-term investments	26,692	5,753
Cash under securities lending agreements	212,959	252,056
U.S. Government securities under securities lending agreements	4,076	
	4,809,999	4,373,661
Receivables:		
Pending trade sales and income receivable	35,025	33,014
Liabilities:		
Pending trade purchases and other liabilities	(40,206)	(30,715)
Common stocks under securities lending agreements	(217,035)	(252,056)
Net stock pool investments in master trust	4,587,783	4,123,904
Percentage allocated to the Plan stock pool investments	25.622%	28.307%
Net Plan interest in master trust stock pool investments	1,175,503	1,167,343

Net Plan interest in master trusts	\$ 1,898,443	1,915,936
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(Continued)

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

The net investment gain of the master trust for the year ended December 31, 2006 and 2005 is summarized as follows (in thousands):

	2006	2005
Net investment gain:		
Bond pool investments:		
Net appreciation (depreciation) in fair value of investments:		
U.S. Government and agencies securities	\$ (436)	(8,221)
Corporate bonds and debentures	(1,781)	(17,400)
Corporate stock common	4,249	405
Corporate stock preferred	(1)	14
Investments in common/collective trusts	10,260	6,588
Short-term and other investments	(286)	(263)
	12,005	(18,877)
Interest and dividends	68,033	61,005
	80,038	42,128
Administrative expenses	(2,373)	(2,351)
	77,665	39,777
Weighted average percentage allocated to the Plan bond pool investments	40.289%	43.904%
Plan interest in master trust investment gain bond pool investments	31,290	17,464
Stock pool investments:		
Net appreciation (depreciation) in fair value of investments:		
Common and preferred stock	340,724	193,318
Investments in common/collective trusts	297,389	115,940
Investments in registered investment companies	(140)	
Short-term and other investments	(244)	(554)
	637,729	308,704
Interest and dividends	53,125	37,508
	690,854	346,212
Administrative expenses	(8,422)	(7,774)
	682,432	338,438
Weighted average percentage allocated to the Plan stock pool investments	26.854%	28.854%
Plan interest in master trust investment gain stock pool investments	183,260	97,654
Net plan interest in master trusts investment gain	\$ 214,550	115,118

The Master Trusts enter into securities lending transactions with broker/dealers for which fees are paid to the Master Trusts. The securities are required to be 100% collateralized by cash, U.S. Government securities, or irrevocable bank letters of credit. Fees earned on securities lending activity are included in interest income. Either party may terminate the lending agreement at anytime and the collateral shall be used for any failure to deliver borrowed securities.

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

Fair value of securities loaned by type of investment and corresponding collateral that pertain to the Master Trusts at December 31, 2006 were as follows (in thousands):

	Securities under lending agreements	Cash	Collateralized by Corporate and government bonds and notes
Bond pool investments	\$ 324,912	302,643	30,347
Stock pool investments	217,035	212,959	12,218
Total securities lending in Master Trusts	\$ 541,947	515,602	42,565

Fair value of securities loaned by type of investment and corresponding collateral that pertain to the Master Trusts at December 31, 2005 were as follows (in thousands):

	Securities under lending agreements	Cash	Collateralized by Corporate and government bonds and notes
Bond pool investments	\$ 388,238	352,460	45,129
Stock pool investments	252,056	262,171	867
Total securities lending in Master Trusts	\$ 640,294	614,631	45,996

(7) Federal Income Taxes

The Plan has received a favorable determination letter dated November 21, 2002 from the Internal Revenue Service regarding the Plan's Federal income tax status. The Plan qualifies under the provisions of Section 401(a) of the Internal Revenue Code (IRC) of 1986, as amended. The trust is exempt from Federal income taxes pursuant to the provisions of Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(8) Transfer of Assets Relating to Acquisitions and Dispositions

The following net assets were transferred into the Plan as a result of acquisitions or out of the plan as a divestiture during the Plan year ended December 31, 2006 (in thousands):

Effective date	Divestiture	Amount transferred out
August 25, 2006	Continental-Teves 401(k) Plan	\$ 21,461
Total transferred out		\$ 21,461

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

The following net assets were transferred into the Plan as a result of acquisitions or out of the plan as a divestiture during the Plan year ended December 31, 2005 (in thousands):

Effective date	Acquisition	Amount transferred in
January 5, 2005	Quantam Bridge	\$ 4,456
February 9, 2005	Crisnet	894
February 4, 2005	Mesh	3,128
June 8, 2005	Ucentric	679
Total transferred in		\$ 9,157

Effective date	Divestiture	Amount transferred out
January 14, 2005	Freescale	\$ 988,512
March 24, 2005	Freescale PS contribution	10,373
June 27, 2005	Freescale additional participants	4,732
Total transferred out		\$ 1,003,617

(9) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 (in thousands):

	Year ended December 31	
	2006	2005
Benefits paid to participants per the financial statements	\$ 552,905	461,221
Amounts allocated to deemed distributions	(1,927)	
Amounts allocated to withdrawing participants at December 31, 2006 and 2005, respectively	2,219	4,179
Amounts allocated to withdrawing participants at December 31, 2005 and 2004, respectively	(4,179)	(6,402)
Benefits paid to participants per the Form 5500	\$ 549,018	458,998

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 (in thousands):

	December 31	
	2006	2005
Net assets available for benefits per the financial statements	\$ 5,966,988	5,617,542
Amounts allocated to withdrawing participants at December 31, 2006 and 2005, respectively	(2,219)	(4,179)

\$ 5,964,769

5,613,363

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(Continued)

MOTOROLA, INC. 401(k) PLAN

Notes to Financial Statements

December 31, 2006 and 2005

The following is a reconciliation of other receivables per the financial statements to the Form 5500 (in thousands):

	December 31	
	2006	2005
Income and dividends receivable per the financial statements	\$ 4,302	4,347
Rollover receivable		8
Net pending trade sales	3,108	(862)
Asset transfer in transit		283
Other receivable per the Form 5500	\$ 7,410	3,776

(10) Legal Matters

In the ordinary course of business, Motorola is a defendant on behalf of the Plan in various lawsuits, including actions filed by former participants. The Plan Sponsor believes these legal proceedings will not have a material adverse effect on the Plan or the financial results of the Plan.

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MOTOROLA INC. 401(k) PLAN
 EIN: 36-1115800
 Plan Number: 001
 December 31, 2006

Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
	Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value
	<i>U.S. Government Securities</i>			
	United States USD			
	FEDERAL HOME LN BKS SER 00-0582 CLASS-H 4.75 DUE 10-25-201 CUSIP: 3133XDDP3		647,157.830	642,711.860
	FEDERAL HOME LN BKS SER 6T-9009 CL 1 3.84% DUE 11-25-20 CUSIP: 3133X9DY3		1,585,697.920	1,532,905.280
	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN POOL #A2-541 CUSIP: 31297DAL2		1,114,538.850	1,123,608.970
	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN POOL #A4-740 CUSIP: 3128K8GL4		2,445,607.760	2,360,542.190
	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN POOL #A5-296 CUSIP: 3128KFJN1		166,536.240	170,838.370
	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN POOL #G0-200 CUSIP: 3128LXGM6		954,558.210	972,417.040
	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN POOL #G1-221 CUSIP: 3128M1K40		945,514.730	944,785.740
	FHLB BD 3.73 01-04-2008/01-04-2006 CUSIP: 3133X9VZ0		550,000.000	542,050.850
	FHLB BD 4.5 09-26-2008/09-26-2006 CUSIP: 3133XDAE1		1,300,000.000	1,287,956.800
	FHLB CONS BD DTD 05/06/2004 3.44 11-06-2007/02-06-2 CUSIP: 3133X6FN1		1,000,000.000	985,265.000
	FHLB TRANCHE # TR 00643 4.4 07-28-2008/07-28-2 CUSIP: 3133XCJ46		750,000.000	742,355.250
	FHLB TRANCHE # TR 00716 4 03-10-2008/03-10-2 CUSIP: 3133XAT56		1,305,000.000	1,287,459.500
	FHLMC DTD 10/18/2005 4.5 04-18-2007/04-18-2 CUSIP: 3128X4QU8		1,000,000.000	997,714.000

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FHLMC GOLD C00632 7 07-01-2028 CUSIP: 31292GVZ6	43,102.270	44,348.190	44,477.750
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U.S. Government Securities

United States USD

FHLMC GOLD C00647 6.5 09-01-2028 CUSIP: 31292GWG7	73,800.420	75,287.980	75,716.060
FHLMC MULTICLASS PREASSIGN 00416 6 11-15-2027 CUSIP: 31396NTH9	871,353.900	878,603.830	879,051.440
FHLMC MULTICLASS PREASSIGN 00851 3.5 05-15-2011 CUSIP: 31394M5L0	835,122.920	845,561.950	827,711.200
FHLMC MULTICLASS SER 00H014 CL A3 2.351 08-15-2008 CUSIP: 31394TBG9	365,548.900	354,982.260	362,154.410
FHLMC MULTICLASS SER 2587 CL KJ 3 06-15-2023 REG CUSIP: 31393NAK5	368,511.920	362,638.770	365,686.540
FHLMC MULTICLASS SER 2596 CL J 5 01-15-2017 CUSIP: 31393NWN5	538,163.660	537,427.890	534,252.290
FHLMC MULTICLASS SER 2672 CL HA 4 09-15-2016 CUSIP: 31394HX30	719,580.120	693,720.210	695,910.250
FHLMC MULTICLASS SER 2706 CL EM 4.5 09-15-2020 CUSIP: 31394M5A4	775,000.000	759,500.000	758,063.930
FHLMC MULTICLASS SER 2802 CL NA 4 04-15-2020 CUSIP: 31394YNS9	671,660.630	682,155.340	667,298.870
FHLMC MULTICLASS SER 2841 CL PX 5.5 11-15-2027 CUSIP: 31395ETN7	516,341.790	517,209.080	516,699.100
FHLMC MULTICLASS SER 2841 CL YA 5.5 07-15-2027 CUSIP: 31395EUG0	358,943.860	359,392.550	359,105.380
FHLMC MULTICLASS SER 2938 CL WA 5 05-15-2026 CUSIP: 31395MXF1	842,555.760	838,013.870	837,788.580
FHLMC MULTICLASS SER 3211 CL KD 5.5 08-15-2028 CUSIP: 31397B6E6	785,821.360	786,404.580	786,281.850
FHLMC TRANCHE # TR 00043 4.15 12-07-2007/12-07-2 CUSIP: 3128X4BU4	1,500,000.000	1,478,955.000	1,483,798.500
FNMA POOL #555592 5.5% 07-01-2033 BEO CUSIP: 31385XF93	1,351,885.320	1,371,952.370	1,338,104.200
FNMA POOL #649654 7% DUE 07-01-2032 REG CUSIP: 31390LWP7	77,479.830	81,862.280	79,702.570

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Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)	
	Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value	
	FNMA POOL #681377 5% DUE 01-01-2018 REG CUSIP: 31391Y6N2		1,721,067.360	1,780,766.890	1,697,301.140
	FNMA POOL #794807 4.768% 10-01-2034 BEO CUSIP: 31405PAG5		537,626.450	536,702.420	537,459.250
	FNMA POOL #799811 4.252% 11-01-2034 BEO CUSIP: 31405UR84		826,372.360	818,108.660	822,495.850
	FNMA PREASSIGN 00367 4 07-25-2033 CUSIP: 31393DRG8		239,475.690	234,985.520	235,555.710
	FNMA PREASSIGN 00635 5% DUE 09-15-2008 REG CUSIP: 31359MX40		250,000.000	249,899.250	249,722.000
	FNMA PREASSIGN 00638 5.5 11-25-2031 CUSIP: 31394UH70		785,460.270	780,428.410	787,110.520
	FNMA REMIC SER 2002-57 CL-JD 6 01-25-2031 CUSIP: 31392D2F8		798,272.020	797,585.990	798,030.940
	FNMA REMIC SER 2005-38 CL DN 5 12-25-2017 CUSIP: 31394DTA8		592,941.820	591,621.610	586,653.670
	FNMA REMIC TR 2005-36 CL-BA 4.5 10-25-2026 CUSIP: 31394DNJ5		603,353.600	591,592.920	595,376.660
	GNMA POOL #780677 8% DUE 11-15-2017 REG CUSIP: 36225AXE5		162,198.470	170,777.260	170,552.990
	GNMA 2003-036 REMIC TR CL C 4.254 02-16-2031 CUSIP: 38373SN94		1,000,000.000	959,062.500	967,387.000
	GNMA 2006-006 REMIC PASSTHRU CL A 4.04500007629 10-1 CUSIP: 38373MSP6		308,853.580	302,676.510	302,162.880
	GNMA 2006-008 REMIC PASSTHRU CTF CL A 3.942 08-16-2025 CUSIP: 38373MTK6		827,085.780	802,273.220	806,722.930
	GNMA 2006-009 REMIC PASSTHRU CTF CL A 4.201 08-16-2026 CUSIP: 38373MTD2		1,034,475.580	1,003,441.320	1,009,604.720
	GNMA 2006-019 REMIC PASSTHRU CTF CL A 3.38700008392 06-1 CUSIP: 38373MTZ3		690,691.050	656,156.500	664,659.600
	UNITED STATES TREAS NTS DTD 00118 4.5% DUE 02-28-2011 REG CUSIP: 912828EX4		11,185,000.000	11,208,067.930	11,102,421.150
	UNITED STATES TREAS NTS DTD 00125 4.875% DUE 05-15-2009 REG CUSIP: 912828FE5		345,000.000	346,900.190	345,754.860

U.S. Government Securities

United States USD

UNITED STATES TREAS NTS DTD 00134 4.875% DUE 08-15-2009 REG CUSIP: 912828FP0	1,660,000.000	1,663,598.340	1,664,993.280
UNITED STATES TREAS NTS DTD 08/15/2002 3.25% DUE 08-15-20 CUSIP: 912828AH3	11,021,000.000	10,893,634.950	10,901,752.780
UNITED STATES TREAS NTS T-NT 3.375% DUE 02-15-2008 REG CUSIP: 912828DK3	685,000.000	666,799.870	673,039.220
US TREAS NTS DTD 00138 4.625 DUE 09-30-2008 REG CUSIP: 912828FT2	500,000.000	497,812.500	498,144.500
US TREAS NTS INFLATION INDEX 3.875 DUE 01-15-2009 REG CUSIP: 9128274Y5	1,800,000.000	2,291,072.220	2,276,993.430
US TREAS NTS 4.5 DUE 02-15-2009 REG CUSIP: 912828EV8	7,445,000.000	7,362,416.040	7,399,920.530
US TREAS NTS 4.625 DUE 11-15-2009 REG CUSIP: 912828FX3	12,455,000.000	12,507,005.270	12,416,078.130
US TSY 4.875 31MAY08 CUSIP: 912828FG0	1,170,000.000	1,163,601.560	1,169,451.270
UTD STATES TREAS NTS 3.75 NTS 15/05/2008USD1000 3.75 DUE 0 CUSIP: 912828DT4	5,000,000.000	4,913,085.940	4,923,440.000
Total United States USD		88,127,151.41	87,805,198.78
Total U.S. Government Securities		88,127,151.41	87,805,198.78

Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value	
<i>Corporate Debt Instruments Preferred</i>				
Canada USD				
CHEVRONTEXACO CAP CO CHEVRONTEXACO CORPORATION 3.5 DU CUSIP: 166760AA6	250,000.000	247,925.000	247,066.750	
Total Canada USD		247,925.00	247,066.75	
Netherlands USD				
DEUTSCHE TELEKOM INTL FIN B V NT 3.875 DUE 07-22-2008/07- CUSIP: 25156PAE3	500,000.000	492,600.000	489,364.000	
DEUTSCHE TELEKOM INTL FIN B V NT 5.375% DUE 03-23-2011 REG CUSIP: 25156PAG8	500,000.000	502,245.000	498,485.500	
Total Netherlands USD		994,845.00	987,849.50	
United Kingdom USD				
CMO GRANITE MASTER ISSUER PLC 2006-2 NT CL A1 DUE 04-20-20 CUSIP: 38741YBQ1	793,572.630	793,572.630	792,620.340	
DIAGEO CAP PLC GLOBAL NT 3.375% DUE 03-20-2008 BEO CUSIP: 25243YAF6	250,000.000	244,462.500	244,162.250	
VODAFONE GROUP PLC NEW VODAFONE GROUP PLC 1/30/2008 3.95 CUSIP: 92857WAC4	1,150,000.000	1,140,471.500	1,132,812.100	
Total United Kingdom USD		2,178,506.63	2,169,594.69	
United States USD				
AL PWR CO SR NT SER G 5.375 DUE 10-01-2008 BEO CUSIP: 010392DK1	855,000.000	895,706.550	854,937.590	
AL PWR CO SR NT SER X 3.125 DUE 05-01-2008 REG CUSIP: 010392EH7	250,000.000	242,607.500	242,903.250	
ALABAMA PWR CO BD 3.5% DUE 11-15-2007/11-16-2 CUSIP: 010392EN4	600,000.000	599,832.000	590,386.200	
<i>Corporate Debt Instruments Preferred</i>				
United States USD				

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ALCOA INC NT 2007 4.25 DUE 08-15-2007 BEO CUSIP: 013817AG6	500,000.000	500,892.500	495,394.000
AMERICAN GEN FIN CORP MEDIUM TERM SR NTS-BOOK ENTRY MTN CUSIP: 02635PSV6	1,040,000.000	1,037,140.000	1,028,428.960
AMERICREDIT AUTOMOBILE RECEIVABLES TR SER 2005-AX CL A-4 CUSIP: 03061NHX0	1,100,000.000	1,099,802.770	1,083,193.100
AMERICREDIT AUTOMOBILE RECEIVABLES TR SER 2005-DA CL A2 CUSIP: 03061NJQ3	167,058.910	166,693.470	167,026.170
AMERICREDIT AUTOMOBILE RECEIVABLES TR 20SER 2006-BG CL A CUSIP: 03062XAD8	1,000,000.000	999,756.100	1,001,229.000
AMERIQUEST MTG SECS INC 2004-FR1 AST BKDCTF CL A-5 4.455 D CUSIP: 03072SQN8	1,100,000.000	1,082,984.370	1,081,326.400
AMERITECH CAP FDG CORP 6.15 DUE 01-15-2008 REG CUSIP: 030955AL2	250,000.000	261,950.000	251,159.250
AMERN GEN FIN CORP MEDIUM TERM SR NTS TRANCHE # TR 00385 CUSIP: 02635PSA2	750,000.000	739,860.000	745,640.250
AMERN GEN FIN CORP MEDIUM TERM SR NTS TRANCHE # TR 00390 CUSIP: 02635PSF1	475,000.000	464,683.000	463,543.480
AT&T INC NT FLTG RATE VAR RT DUE 05-15-2008 CUSIP: 00206RAA0	1,000,000.000	1,000,409.000	1,000,531.000
AT&T WIRELESS SVCS INC NT 7.5% DUE 05-01-2007 BEO CUSIP: 00209AAH9	500,000.000	525,595.000	503,027.500
BAY VIEW 2005-3 OWNER TR 2005-3 CL A-4 5.01% DUE 06-25-20 CUSIP: 07262NAD9	700,000.000	691,468.750	695,867.200

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Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
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	BERKSHIRE HATHAWAY FIN CORP SR NT 3.375% DUE 10-15-2008 REG CUSIP: 084664AC5		1,000,000.000	968,245.000
	BOEING CAP CORP NT 4.75 DUE 08-25-2008/08-24-2 CUSIP: 097014AJ3		250,000.000	248,455.000
	CAP 1 BK MEDIUM TERM SR BK NTS BOOK ENTRY MTN 4.25 DUE CUSIP: 14040EHJ4		600,000.000	585,402.000
	CAP 1 BK MEDIUM TERM SR BK NTS BOOK ENTRY NT 5 DUE 06- CUSIP: 14040EHL9		250,000.000	247,180.000
	CAP 1 PRIME AUTO RECEIVABLES TR 2006-2 CL A-4 4.940000057 CUSIP: 14042CAD6		730,000.000	729,876.270
	CAPITAL ONE MULTI-ASSET EXECUTION TR SER2003-C4 CL C4 3.65 CUSIP: 14041NAW1		1,000,000.000	989,531.250
	CARMAX AUTO OWNER SER 2006-2 CL A-3 5.15 DUE 02 CUSIP: 14312DAC9		1,000,000.000	1,002,109.380
	CATERPILLAR FINL SVCS CORP CATERPILLAR FINL SERVICESCORP CUSIP: 14911RAF6		650,000.000	619,248.500
	CATERPILLAR FINL SVCS CORP MEDIUM TERM NTRANCHE # TR 0076 CUSIP: 14912LZ61		1,000,000.000	999,200.000
	CENTEX HOME EQUITY LN TR 200 SEN_FIX_CAP04/25/ 10-25-2035 CUSIP: 152314PF1		735,000.000	729,028.130
	CHEVRONTEXACO CAP CO CHEVRONTEXACO CP 3.375 DUE 02-15-20 CUSIP: 166760AB4		250,000.000	245,200.000
	CIT GROUP INC NEW SR NT 4.125% DUE 11-03-2009 CUSIP: 125581AM0		650,000.000	637,500.500
	CITIBANK CR CARD ISSUANCE TR SER 2004-A1CL A1 2.55% DUE 01 CUSIP: 17305ECA1		1,110,000.000	1,109,689.200
	CITIBANK CR CARD ISSUANCE TR 2006-A2 NT 4.84999990463% DUE CUSIP: 17305EDA0		860,000.000	859,759.200
	CITIGROUP INC 5.625 DUE 08-27-2012 BEO CUSIP: 172967BP5		1,000,000.000	1,054,620.000
	CMO BANC AMER COML MTG INC SER 2002-PB2 CL A-3 DUE 06-11-2 CUSIP: 05947UER5		840,000.040	869,957.810
			261,400.660	259,128.040

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CMO CHASE MTG FIN TR SER 2005-A1 CL 3A1 FLT RT DUE 12-25-2 CUSIP: 16162WPJ2			
CMO CITIGROUP MTG LN TR 2006-AR1 MTG BKDNT CL I-A1 DUE 10- CUSIP: 17307G2Z0	381,203.890	376,915.350	377,285.500
CMO COML MTG ACCEP CORP CML MTG PASS SER 1998-C2 CL A-3 CUSIP: 201728DL3	365,000.000	367,865.820	367,352.430
CMO COMMERCIAL MTG ASSET TR CMAT 99-C2 A1 7.285% DUE 11-1 CUSIP: 201730AV0	346,416.060	350,137.320	349,196.740

Corporate Debt Instruments Preferred

United States USD

CMO CR SUISSE 1ST BSTN MTG SECS CORP SER2002-5 CL 1A44 CUSIP: 22540VZD7	164,642.500	163,510.590	164,260.040
CMO CWALT INC 2004-35T2 MTG PASSTHRU CTFCL A-1 6% DUE 02-2 CUSIP: 12667FM51	267,976.290	267,641.320	267,908.220
CMO GE COML MTG CORP 2006-1 A-1 5.45839738846% DUE CUSIP: 36828QRU2	729,582.890	731,406.040	731,114.280
CMO HARBORVIEW MTG LN TR 2005-4 MTG PASSTHRU CTF CL 3- CUSIP: 41161PMX8	466,431.230	460,675.030	462,583.170
CMO INDYMAC INDA MTG LN TR SER 2006-AR3 CL 1A1 DUE 12-25-2 CUSIP: 45662FAA8	430,545.760	427,922.120	428,669.870
CMO MERRILL LYNCH MTG INVS INC ML SER 2006-A1 CL I-A1 DU CUSIP: 59020U5U5	108,915.840	108,252.150	109,828.880
CMO MORGAN STANLEY CAP I INC SER 2006-HQ8 CL A1 FLT CUSIP: 617451FF1	680,205.120	680,202.390	677,481.580
CMO POPULAR ABS INC 2005-3 CL AF-3 4.43699979782% DUE CUSIP: 73316PDM9	1,080,000.000	1,060,003.130	1,062,288.000
CMO RESDNTL ACCREDIT LNS INC MTG PASS TH2004-QS11 CL A-3 CUSIP: 76110HWW5	464,644.400	461,449.970	461,271.080
CMO RESDNTL FDG MTG SECS II INC 2005 HS1HOME LN NT CL A CUSIP: 76110VRU4	401,379.120	401,379.120	400,241.610
CMO STRUCTURED ADJ RATE MTG LN TR SER 2006-1 CL 5-A1 DUE CUSIP: 863579P85	306,223.220	303,783.930	304,143.050
CMO USAA AUTO OWNER TR 2006-2 CMO USAOT 5.31% DUE 03-15-20 CUSIP: 903277AB7	695,000.000	694,975.620	695,010.430
CMO WA MUT MTG PASS-THRU CTFS WMA CL 3-A-3 VAR RATE DUE CUSIP: 93935BAD2	990,000.000	990,000.000	993,218.490

Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
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	CMO WACHOVIA BK COML MTG TR 2006-C23 CL A-1 5.203% DUE 01- 92976BDP4	CUSIP: 92976BDP4	688,476.870	686,271.680
	CMO WAMU MTG PASS THRU CTFS SER 2006-AR16 CL 1-A1 CUSIP: 92925GAA1	92925GAA1	528,247.650	528,541.880
	CMO WAMU MTG PASS THRU CTFS SER 2006-AR18 CL 1-A1 CUSIP: 933637AA8	933637AA8	545,000.000	546,030.050
	CMO WAMU MTG PASS THRU CTFS SER 2006 AR8CL 1-A4 VAR RATE D CUSIP: 93362FAD5	93362FAD5	321,482.350	323,809.880
	CMO WAMU MTG PASS-THROUGH CTFS 2005-AR121-A8 VAR 4.84623% CUSIP: 92922F3N6	92922F3N6	1,156,896.710	1,143,675.690
	CMO WAMU MTG PASS-THRU CTFS 2003-S7 MTG PASSTHRU CTF CL A- CUSIP: 92922FBK3	92922FBK3	363,618.450	350,477.280
	CMO WELLS FARGO MTG BACKED SECS 2006-AR10 TR CL VA CUSIP: 94983YAK5	94983YAK5	440,270.700	440,697.320
	CMO WELLS FARGO MTG BACKED SECS 2003-1 TR SER 2003-1 CL-2 CUSIP: 94980HAU3	94980HAU3	420,241.940	418,845.480
	CMO WELLS FARGO MTG BACKED SECS 2006-AR8CL III-A-2 VAR 5.2 CUSIP: 94983VAP0	94983VAP0	700,000.000	698,450.200
	CMO WELLS FARGO MTG BKD SECS 2005-AR16 TR CL III-A-1 DUE CUSIP: 94981QAE8	94981QAE8	1,009,953.800	1,001,214.670
	CMO 1ST UN NATL BK COML MTG TR 2002-C1 MTG PASSTHRU CTF C CUSIP: 33736XFS3	33736XFS3	1,315,499.440	1,320,831.160
	CONSUMERS FDG LLC 2001-1 SECURITIZATION BD CL A-5 5.43% DU CUSIP: 210523AE6	210523AE6	1,250,000.000	1,265,967.500
	COUNTRYWIDE HOME LNS INC MEDIUM TERM NTS TR#00292 4.25 CUSIP: 22237LND0	22237LND0	1,250,000.000	1,236,683.750
	COUNTRYWIDE HOME LNS INC MEDIUM TERM NTS# TR 00309 2.87 CUSIP: 22237LNW8	22237LNW8	800,000.000	797,760.800
	COUNTRYWIDE HOME LNS INC MEDIUM TERM NTSTRANCHE # TR 00 CUSIP: 22237LPM8	22237LPM8	720,000.000	699,253.920
			389,681.990	392,345.860

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CR SUISSE 1ST BSTN MTG SECS CORP SER 97-C2 CL A3 6.55 P CUSIP: 22540AES3 CWABS INC 2005-1 ASSET BKD CTF CL AF-3 FLTG RATE 09-25-20 CUSIP: 126673WA6	1,313,780.940	1,301,464.250	1,303,542.650
CWHEQ HOME EQUITY LN TR SER 2006-S6 ASSET BACKED CTF C CUSIP: 126684AA7 DAIMLERCHRYSLER AUTO TR 2003-A A4 2.88% DUE 10-08-2009 BEO CUSIP: 23383VBZ2	1,369,363.680	1,369,363.680	1,369,428.040
	323,022.200	326,782.370	322,312.520

Corporate Debt Instruments Preferred

United States USD

DAIMLERCHRYSLER AUTO TR 2004-B ASSET BKDNT CL A-3 3.18% DU CUSIP: 23383VCN8	141,087.780	141,080.020	140,442.590
DAIMLERCHRYSLER AUTO TR 2006-A AST BKD CTF CL A-3 VAR RAT CUSIP: 23383VDJ6	850,000.000	849,906.760	847,803.600
DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKTRANCHE # CUSIP: 24422EPW3	525,000.000	517,692.000	518,876.930
DOW CHEM CO SR NT DTD 11/22/2002 5 DUE 11-15-2007 BEO CUSIP: 260543BU6	500,000.000	507,512.500	497,885.000
DU PONT E I DE NEMOURS & CO 6.75 DUE 09-01-2007 REG CUSIP: 263534BF5	250,000.000	265,295.000	252,002.500
FORD CR AUTO OWNER TR 2006 C NT CL A 3 5.15999984741 DUE CUSIP: 34528CAD7	775,000.000	774,851.670	774,966.680
FORD CR FLOORPLAN MASTER OWNER TR A SERIES 2006-3 CLAS CUSIP: 34528QAA2	750,000.000	750,000.000	750,644.250
G E EQUIP SMALL TICKET LLC SER 2005-2 CLA-3 10-22-2009 BEO CUSIP: 36159MAH7	750,000.000	751,201.170	746,844.750
GEN DYNAMICS CORP NT 3 DUE 05-15-2008/05-14-2 CUSIP: 369550AJ7	250,000.000	241,997.500	242,064.500
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00576 CUSIP: 36962GZZ0	250,000.000	250,880.000	247,725.750
GILLETTE CO GILLETTE CO 2.875 2.875 DUE 03-15-2008 BEO CUSIP: 375766AL6	250,000.000	241,542.500	242,474.250
GMACM HOME EQUITY LN TR 2004-HE5 NT CL A-3 3.97% DUE 09-2 CUSIP: 361856DV6	561,978.440	553,021.910	556,726.190
GMACM HOME EQUITY LN TR 2006-HE2 CL A-1 6.30999994278% DUE CUSIP: 38011AAA2	572,715.150	572,715.150	573,127.500
GOLDMAN SACHS GROUP INC SR NT 5 DUE 01-15- CUSIP: 38141GEF7	560,000.000	554,612.800	555,297.680

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(A)	(B)	(C)	(D)	(E)
	Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value
	GOLDMAN SACHS GROUP INC	SR NT DTD 01/13/2004 3.875% CUSIP: 38143UAA9	1,000,000.000	974,175.000
	GREEN TREE FINL CORP	1995-3 MFD HSG SR/SUB PASSTHRU CL CUSIP: 393505GH9	225,477.020	230,311.700
	GS AUTO LN TR SER	2004-1 CL A4 2.65% DUE05-16-2011 BEO CUSIP: 36292RAM3	445,865.070	441,426.480
	HARLEY-DAVIDSON MOTORCYCLE TR	SERIES 2003-1 CLASS-A2 2. CUSIP: 41283AAV1	305,207.610	301,089.440
	HARLEY-DAVIDSON MOTORCYCLE TR	2006-2 CL A-1 5.36 DUE 10-15 CUSIP: 41283BAA5	520,191.370	520,333.380
	HARTFORD FINL SVCS GROUP INC	SR NT DTD 08/29/2002 4.7 DUE CUSIP: 416515AG9	1,000,000.000	995,018.000
	HOME LN TR	2006-HI4 HOME LN BKD NT CL A-1 09-25-2036 REG CUSIP: 43718MAA2	614,871.910	614,898.960
	HONDA AUTO RCVBLS	2006-3 OWNER TR ABS NT CL A-4 5.11 CUSIP: 43812RAD0	980,000.000	977,109.980
	HONDA AUTO RECEIVABLES GRANTOR TR	SER 2005-1 CL A3 3.53% CUSIP: 43812VAC3	212,859.170	211,396.190
	HONDA AUTO RECEIVABLES	2003-4 OWNER TR AST BKD NT CL A-4 CUSIP: 43812HAD2	288,154.600	285,466.410
	HONDA AUTO RECEIVABLES	2005-2 OWNER TR SER 2005-2 CL A3 3 CUSIP: 43812YAC7	515,704.500	512,242.060
	HONDA AUTO RECEIVABLES	2005-5 TR NT CL A-3 4.61% DUE 08-1 CUSIP: 43812MAC3	430,000.000	427,695.630
	HOUSEHOLD FIN CORP	NT DTD 01/27/1994 6.45% DUE 02-01-20 CUSIP: 441812FF6	500,000.000	510,690.500
	HSBC AUTOMOTIVE TR USA	2006-3 ASSET BACKED NT CL A-2 5 CUSIP: 40431CAB4	735,000.000	735,584.330
	HSBC HOME EQTY LN TR USA	06-4 CLOSED-ENDASTBKD CTF A-1F 5. CUSIP: 40430VAA5	540,000.000	539,965.530
	HYUNDAI AUTO RECEIVABLES TR	2006-A NT A-3 5.13% DUE 06-1 CUSIP: 449182BR4	575,000.000	574,189.830
	HYUNDAI AUTO RECEIVABLES TR	2006-B 5.11%DUE 04-15-2011 CUSIP: 44920DAC0	945,000.000	944,390.480
	IMC HOME EQTY LN TR SER	1998-3 PASSTHRU CTF CL A-8 6.34 DU CUSIP: 449670EQ7	83,037.270	82,813.900

*Corporate Debt Instruments Preferred***United States USD**

INTL BUSINESS MACHS CORP MEDIUM MTN 3.8 DUE 02-01-2008 CUSIP: 45920QET7	1,000,000.000	999,610.000	984,250.000
LEHMAN BROTHERS HLDGS INC MEDIUM TERM NTS BOOK ENTRY MTN CUSIP: 52517PXT3	1,000,000.000	958,500.000	966,615.000
LONG BEACH ACCEP AUTO RECEIVABLES TR 2005-B CL A-3 4.40 CUSIP: 542391CD7	750,000.000	741,064.450	744,568.500
M & I MARSHALL & ILSLEY BK MILW WI MTN 3.95 DUE 08-14-200 CUSIP: 5525V0AM8	475,000.000	461,225.000	459,561.550
MARSHALL & ILSLEY CORP M AND I CORP NTS 4.375% DUE 08-01-2 CUSIP: 571834AE0	1,000,000.000	976,250.000	978,049.000
MBNA CR CARD MASTER NT TR 2006-A1 NT CL A 4.90000009537% D CUSIP: 55264TDP3	1,099,999.990	1,098,850.720	1,096,511.890
MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 0031 CUSIP: 59018YNZ0	250,000.000	249,467.500	247,133.000
MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 0035 CUSIP: 59018YQU8	750,000.000	726,922.500	733,835.250
MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 0048 CUSIP: 59018YWD9	500,000.000	500,000.000	496,149.000
MORGAN STANLEY & CO INC SR NT DTD 05/07/2003 4.25 DU CUSIP: 61744AAN0	660,000.000	647,559.000	637,826.640
NATIONAL CITY CORP 3.2% DUE 04-01-2008 BEO CUSIP: 635405AN3	1,000,000.000	961,380.000	971,755.000
NATL RURAL UTILS COOP FIN CORP COLL TR BD 3.875 DUE 02-15 CUSIP: 637432CY9	250,000.000	247,555.000	246,130.250
NAVISTAR FINL 2003-B OWNER TR ASSET BKD NT CL A-4 3.25% DU CUSIP: 63936XAD6	500,000.000	499,880.150	491,655.500
NEW CENTY HOME EQUITY LN TR SER 2005-A CL A2 08-25-2035 R CUSIP: 64352VLW9	216,372.620	214,377.930	214,533.670
NISSAN AUTO RECEIVABLES GRANTOR TR 4.19% DUE 07-15-2009 BEO CUSIP: 65475BAC8	530,000.000	529,956.750	524,917.300

Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
	Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value
	NISSAN AUTO RECEIVABLES 2006-A OWNER TR CL A-3 4.74 DUE 09 CUSIP: 654921AC9		400,000.000	397,737.200
	NISSAN AUTO RECEIVABLES 2006-B OWNER TR 2006-B A3 5.16% DU CUSIP: 65475CAC6		339,999.990	339,542.350
	OWNIT MTG LN TR SER 2006-1 CL AF-1 09-25-2029 REG CUSIP: 69121PCG6		581,990.630	578,897.930
	PG&E ENERGY RECOVERY FDG LLC SERIES 2005-1 CLASS-A2 3. CUSIP: 693401AB7		701,682.590	689,922.390
	PNC FDG CORP SUB NT 7.5 DUE 11-01-2009 BEO CUSIP: 693476AP8		725,000.000	765,627.550
	POPULAR ABS INC 2005-2 MTG PASSTHRU CTF AF-2 04-25-2035 RE CUSIP: 73316PCB4		1,100,000.000	1,088,956.000
	PRAXAIR INC NT 2.75 DUE 06-15-2008/06-14-2 CUSIP: 74005PAM6		500,000.000	482,743.000
	PVTPL ASSET BKD CTF CL A-3 144A 5.49% DUE 04-15-2011 BEO CUSIP: 262073AC3		700,000.000	702,129.400
	PVTPL CMO MORGAN STANLEY CAP I INC SER 1997-WF1 CL E 144A CUSIP: 61745MBA0		365,000.000	366,539.210
	PVTPL MONUMENTAL GLOBAL FDG II SR SECD NT 144A 3.85% DUE CUSIP: 615322AN4		400,000.000	392,584.400
	REGIONS FINL CORP NEW BD 4.5% DUE 08-08-2008 BEO CUSIP: 7591EPAA8		1,020,000.000	1,007,171.460
	RENAISSANCE HOME EQTY LN TR 2006-4 MTG PASS THRU CTF CL A CUSIP: 75970HAD2		360,000.000	360,000.000
	RESDNTL AST MTG PRODS INC 2004-RS4 MTG PAS CL A-I-3 4.003 CUSIP: 7609852V2		155,771.140	155,048.830
	RESDNTL AST SEC CORP MTG PA 4.704 A/BKD 25/10/2031 USD1000 CUSIP: 76110WSY3		1,041,120.900	1,032,633.680
	RESIDENTIAL ASSET MTG PRODS INC SER 2004-RS4 CL A-I-4 CUSIP: 7609852W0		1,105,000.000	1,094,536.760
	SBC COMMUNICATIONS INC SBC COMMUNICATIONS INC CUSIP: 78387GAD5		500,000.000	516,205.000
	SECURITIZED ASSET BACKED RECEIVABLES LLCTR SER 2006-CB1 CL CUSIP: 81375WHG4		423,190.300	421,149.680

*Corporate Debt Instruments Preferred***United States USD**

SIMON PPTY GROUP L P SIMON PPTY GROUP LP6.375 DUE 11-15-20 CUSIP: 828807AJ6	500,000.000	504,175.000	503,851.500
SLM CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 DUE 01-15-2009 CUSIP: 78442FBK3	1,000,000.000	972,191.100	977,794.000
SLM CORP MEDIUM TERM NTS TR 00013 3.625 DUE 03-17-2008 CUSIP: 78442FAN8	600,000.000	583,470.000	587,593.200
TARGET CORP TARGET NEW DEAL 3.375% DUE 03-01-2008/02-28-2 CUSIP: 87612EAL0	1,050,000.000	1,019,424.000	1,027,807.200
TEXTRON FINL CORP MEDIUM TERM NTS BOOK ETRANCHE # TR 0063 CUSIP: 88319QG98	550,000.000	539,374.000	542,279.650
TOYOTA AUTO RECEIVABLES 2003-B OWNER TR SER 2003-B CL A4 2 CUSIP: 89232YAD0	1,116,804.750	1,116,625.360	1,115,686.830
TRIAD AUTO RECEIVABLES TR 2006-A ASSET BKD NT CL A-3 4.77 CUSIP: 895787AW9	750,000.000	749,888.990	745,578.750
TRIAD AUTOMOBILE RECEIVABLES TR 2006-B A3 5.41 DUE 08-12- CUSIP: 89578VAC0	850,000.000	849,972.550	852,677.500
TRIAD AUTOMOBILE RECEIVABLES TRUST 2005-A CL A-4 4.22 CUSIP: 89578SAN3	1,000,000.000	980,742.190	982,518.000
U S BK NATL ASSN CIN OH MEDIUM TRANCHE #TR 00205 2.4 DUE CUSIP: 90331HJN4	1,200,000.000	1,202,388.000	1,192,585.200
UNITEDHEALTH GROUP INC SR NT 3.3% DUE 01-30-2008/12-03-2 CUSIP: 91324PAF9	500,000.000	486,730.000	489,052.000
USAA AUTO OWNER TR 2006-1 ASSET BACKED NT CL A-3 5.01% DU CUSIP: 903278CQ0	700,000.000	699,900.210	698,431.300
USAA AUTO OWNER TR 2006-4 AST BACKED NT CL A-4 4.98 DUE 10 CUSIP: 90327LAD2	550,000.000	549,833.300	548,289.500
VERIZON GLOBAL FDG CORP NT 4 DUE 01-15-2008 BEO CUSIP: 92344GAU0	250,000.000	247,287.500	246,654.750
WA MUT BK FA CHATSWORTH CAL GL TRANCHE #SR 00030 DUE 11-0 CUSIP: 93933VBF4	1,000,000.000	999,835.000	999,189.000
WA MUT INC NT 4 DUE 01-15-2009 REG CUSIP: 939322AL7	250,000.000	242,457.500	243,745.750

Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
	Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value
	WELLS FARGO & CO NT 3.5 DUE 04-04-2008 BEO CUSIP: 949746EX5	1,000,000.000	966,360.000	979,293.000
	WELLS FARGO FINL AUTO OWNER TR 2004-A CLA-4 2.67 % DUE 08-1 CUSIP: 949785AD1	1,416,353.360	1,416,187.780	1,397,430.880
	WELLS FARGO MTG BACKED SECS 2006-AR10 TRMTG PASSTHRU CTF CUSIP: 94983YAQ2	520,687.640	517,840.130	520,754.810
	WFS FINL 2004-4 OWNER TR CL C 3.21% DUE 05-17-2012 REG CUSIP: 92927TAF0	427,680.920	419,461.420	419,411.710
	WYETH 4.375% DUE 03-01-2008/02-28-2008 BEO CUSIP: 983024AB6	500,000.000	499,570.000	494,752.000
	Total United States USD		97,850,934.600	97,555,546.690
	Total Corporate Debt Instruments Preferred		101,272,211.230	100,960,057.630
	<i>Corporate Debt Instruments Other</i>			
	Mexico USD			
	PVTPL BANCO MERCANTILE DEL NORTE S A GRAND CAY 6.135 DU CUSIP: 05960AAB0	278,000.000	278,000.000	278,093.130
	Total Mexico USD		278,000.000	278,093.130
	United States USD			
	ALLIED CAP CORP NEW NT DTD 12/07/2006 6% DUE 04-01-2012 CUSIP: 01903QAB4	455,000.000	454,617.800	448,458.470
	AMVESCAP PLC SR NT 5.9% DUE 01-15-2007/01-14-2 CUSIP: 03235EAH3	1,000,000.000	1,043,910.000	1,000,094.000
	<i>Corporate Debt Instruments Other</i>			
	United States USD			
	AOL TIME WARNER INC AOL TIME WARNER INC.6.15% DUE 05-01-20 CUSIP: 00184AAE5	250,000.000	259,742.500	250,492.500

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CAP 1 FINL CORP NT 8.75 DUE 02-01-2007 BEO CUSIP: 14040HAF2	1,250,000.000	1,364,912.500	1,253,058.750
CAPITAL ONE AUTO FIN TR 2006-A NT CL A-35.33% DUE 11-15-20 CUSIP: 14041GCU8	1,000,000.000	995,273.440	1,001,028.000
CELULOSA ARAUCO Y CONSTITUCION S A NT 7.75% DUE 09-13-20 CUSIP: 151191AJ2	425,000.000	462,918.500	460,283.080
CHASE AUTO OWNER TR 2006-A ASSET BACKED NT CL A-2 5.37% DU CUSIP: 161445AA9	350,000.000	349,994.810	350,091.000
CMO ABFC 2006-OPT3 TR ASSET BKD CTF CL A-3A FLTG DUE 11-2 CUSIP: 00075VAC5	438,053.160	438,053.160	438,099.590
CMO BANC AMER FDG CORP SER 2005-E CL 4-A-1 DUE 03-20-20 CUSIP: 05946XXQ1	875,470.180	857,276.820	862,614.780
CMO BEAR STEARNS ARM TR 2006-1 MTG BKD NT CL A-1 DUE 02-2 CUSIP: 07387AGZ2	918,340.590	900,784.540	902,286.160
CMO FIRST HORIZON MTG PASS THRU TR 2006 FA5 CL A-3 6.25% D CUSIP: 32052TAC0	441,761.790	442,106.910	442,208.850
CMO GMACM MTG LN TR 2004-J1 CL A-15 5.25% DUE 04-25-20 CUSIP: 36185NU81	327,272.420	324,204.240	325,497.290
CMO GNMA 2006-066 REMIC PASSTHRU CTF CL A 4.087 DUE 11-30- CUSIP: 38373MWH9	708,920.350	687,652.740	689,465.450
CMO GNMA 2006-068 REMIC PASSTHRU CTF CL A 3.888 DUE 07-16- CUSIP: 38375JCF0	1,500,000.000	1,455,000.000	1,452,439.500
CMO GNMA 2006-67 REMIC PASSTHRU CTF CL A3.947 DUE 10-06-2 CUSIP: 38374N7X9	3,000,000.000	2,925,001.800	2,925,000.000
CMO J P MORGAN MTG TR 2004-S2 MTG PASSTHRU CTF CL 2- CUSIP: 466247JD6	511,952.070	509,151.160	507,876.930
COMCAST CABLE COMMUNICATIONS INC EXCHANGE NT 8.375% CUSIP: 20029PAF6	250,000.000	280,315.000	252,313.000
COMWLTH EDISON CO COMWLTH EDISON NT 3.7 DUE 02-01-2008/01- CUSIP: 202795HF0	275,000.000	269,758.500	269,559.680

Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C) Description of Investment	(D) Cost	(E) Current Value
		DAIMLERCHRYSLER AUTO TR 2006-B 2006-B AST BKD NT CL A-2 CUSIP: 23383WAB4	736,462.590	736,408.090
		DAIMLERCHRYSLER N AMER HLDG CORP GTD NT 06/04/2003 4.05 DU CUSIP: 233835AV9	250,000.000	244,659.250
		DAIMLERCHRYSLER N AMER HLDG CORP MED TRANCHE # TR 00040 CUSIP: 23383FBR5	525,000.000	525,747.080
		DEUTSCHE MTG&AST RECEIVING CO COML PSTRUCTF 1998-1 CL A-2 CUSIP: 251562AC8	689,105.500	693,662.550
		DOMINION RES INC DEL SR NT SER D 5.125% DUE 12-15-2009/12- CUSIP: 257469AH9	1,000,000.000	993,617.000
		GMAC COML MTG SEC INC SER 1998-C1 CL D 6.974 PASSTHRU CTF CUSIP: 361849DJ8	435,000.000	442,600.760
		GS AUTO LN TR 2005-1 NT CL A-2 4.32% DUE 05-15-2008 REG CUSIP: 36292RAT8 LB COML CONDUIT MTG TR SER 1998-C1 CL A-3 6.48 PASSTHRU CUSIP: 501773BB0	138,259.030	138,152.990
		MTG CAP FDG INC SER 1997-MC2 CL D 7.117 MTG PASS THRU CTF CUSIP: 61910DDF6	632,867.950	635,936.730
		NATL CY BK CLEV OH MEDIUM TERM BK NTS BOOK ENTRY MTN 3.3 CUSIP: 634902LC2	365,000.000	365,344.560
		POPULAR N AMER INC MEDIUM TERM NTS BOOK ENTRY 4.7 DUE 06-3 CUSIP: 73318EAL7	1,150,000.000	1,130,358.000
		POPULAR NORTH AMER INC MEDIUM TERM NTS BOOK ENTRY MTN 5.2 CUSIP: 73318EAN3	375,000.000	367,090.130
		PVTPL MTG CAP FDG INC SER 97-MC2 7.214 MTG PASSTHRU CTF D CUSIP: 61910DDH2	1,000,000.000	996,685.000
		SOUNDVIEW HOME LN TR SER 2006-A CL A 11-25-2035 BE CUSIP: 83612GAA8 SPRINT CAP CORP GTD NT DTD 05/06/1999 6.375% DUE 05-01-2 CUSIP:	750,000.000	752,176.500
			425,211.560	425,180.940
			1,000,000.000	1,020,022.000

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852060AF9 TELECOM ITALIA CAP GTD SR NT 6.2% DUE 07-18-2011 BEO CUSIP: 87927VAS7	700,000.000	716,520.000	710,340.400
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Corporate Debt Instruments Other

United States USD

UN PAC CORP UNP 5.75 DUE 10-15-2007/10-14-2 CUSIP: 907818CM8	250,000.000	258,815.000	250,135.750
US UNWIRED INC SECOND PRIORITY SR SECD NT 10% DUE 06-15-2 CUSIP: 90338RAG9	366,000.000	403,515.000	402,600.000
VIACOM INC SR NT 5.75% DUE 04-30-2011/10-18-2 CUSIP: 925524AZ3	600,000.000	603,558.000	600,306.600
WEYERHAEUSER CO NT 6.125% DUE 03-15-2007/09-15-2 CUSIP: 962166BM5	42,000.000	45,090.770	42,029.820
1ST MD BANCORP SUB NT DTD 07/01/1997 7.2 DUE 07-01-2007 REG CUSIP: 320806AG7	960,000.000	1,078,387.200	966,686.400

Total United States USD		26,639,344.180	26,270,607.580
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Total Corporate Debt Instruments Other		26,917,344.180	26,548,700.710
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Corporate Stock Common

United States USD

MOTOROLA INC COM CUSIP: 620076109	29,104,032.000	478,767,040.920	598,378,897.920
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Total United States USD		478,767,040.920	598,378,897.920
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Total Corporate Stock Common		478,767,040.920	598,378,897.920
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Schedule H, Line 4(i)

Schedule of Assets Held for Investment Purposes

(A)	(B)	(C)	(D)	(E)
Identity of Issuer, Borrower, Lessor or Similar Description	Description of Investment	Cost	Current Value	
<i>Participant Loans</i>				
United States USD				
&&&MOTOROLA LOAN ASSET	CUSIP: 000101469			56,822,384.030
Total United States USD				56,822,384.030
Total Participant Loans				56,822,384.030
<i>Value of Interest in Common/Collective Trusts</i>				
International Region USD				
MFB NTGI-QM COLTV DAILY EAFE INDEX FD LENDING	CUSIP: 658991450	1,545,304.840	450,712,944.300	632,292,381.380
Total International Region USD			450,712,944.300	632,292,381.380
United States USD				
COLTV SHORT TERM INVT FD	CUSIP: 195998AC3	20,778,426.540	20,778,426.540	20,778,426.540
COLTV STIF	CUSIP: 195997KU4	212,082,593.280	212,082,593.280	212,082,593.280
MFB NTGI-QM COLLECTIVE DAILY S&P MIDCAP 400 EQUITY INDEX F	CUSIP: 194992715	20,907,977.260	421,494,173.420	583,771,633.080
MFB NTGI-QM COLTV DAILY AGGREGATE BD INDEX FD-LNDG	CUSIP: 66585W103	689,719.210	218,465,983.320	234,383,140.820
MFB NTGI-QM COLTV DAILY RUSSELL 2000 EQTY INDEX FD-LEND	CUSIP: 658991377	361,542.110	255,177,117.350	333,730,844.730
<i>Value of Interest in Common/Collective Trusts</i>				
United States USD			302,055.480	808,735,073.570
				1,160,459,095.170

MFB NTGI-QM COLTV DAILY S&P 500
 EQTY INDEX
 FD-LENDING CUSIP: 658991294

Total United States USD 1,936,733,367.480 2,545,205,733.620

**Total Value of Interest in
 Common/Collective Trusts 2,387,446,311.780 3,177,498,115.000**

Value of Interest in Master Trusts

United States USD

MFO MOTOROLA BD POOL
 UNITS CUSIP: 62008A984 47,103,741.350 585,357,436.860 722,940,450.120

MFO MOTOROLA STK POOL UNITS
 CUSIP: 62008A992 98,933,343.790 886,590,164.650 1,175,503,038.380

Total United States USD 1,471,947,601.510 1,898,443,488.500

Total Value of Interest in Master Trusts 1,471,947,601.510 1,898,443,488.500

Total 4,554,477,661.030 5,946,456,842.570

* Party in-interest

See accompanying Report of Independent Registered Public Accounting Firm

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Retirement Benefits Committee of the Motorola 401(k) Plan has duly caused this Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

MOTOROLA 401(k) PLAN

Date: June 28, 2007

By: /s/ Ronald T. Miller

Ronald T. Miller
Corporate Vice President and Director of
Global Total Rewards, Motorola, Inc. and a
Senior Management Member of the
Retirement Benefits Committee of the
Motorola 401(k) Plan

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