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VERIZON COMMUNICATIONS INC
Form 13F-HR
May 11, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2012

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: Verizon Investment Management Corp.

Address: 1 Verizon Way, Building 7, 1st Floor South

Basking Ridge, New Jersey 07920

Form 13F File Number: 28-04063

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: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik Basking Ridge, New Jersey May 8, 2012

[Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 405

Form 13F Information Table Value Total: 681,507.00

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

GOLDMAN SACHS PRIME BROKERAGE

Verizon Investment Management Corp.
FORM 13F-SOLE INSTR V. NONE AUTHORITY
31-Mar-12

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | CO | |
|--------------------------|----------------|-----------|--------------------|--------------------|----------------------|--------------------------|---------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | O MA |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 1,191 | 18,460 | | | |
| COVIDIEN PLC | SHS | G2554F113 | 414 | 7,569 | | | |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 1,198 | 17,409 | | | |
| INGERSOLL-RAND PLC | SHS | G47791101 | 748 | 18,078 | | | |
| MAIDEN HOLDINGS LTD | SHS | G5753U112 | 351 | 39,000 | | | |
| WHITE MTNS INS GROUP LTD | COM | G9618E107 | 1,003 | 2,000 | | | |
| CNH GLOBAL N V | SHS NEW | N20935206 | 393 | 9,900 | | | |
| AVAGO TECHNOLOGIES LTD | SHS | Y0486S104 | 213 | 5,470 | | | |
| AFLAC INC | COM | 001055102 | 584 | 12,700 | | | |
| AOL INC | COM | 00184X105 | 431 | 22,700 | | | |

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|---------------------------------|----------------|-----------|--------|---------|
| AT&T INC | COM | 00206R102 | 5,559 | 178,000 |
| ABBOTT LABS | COM | 002824100 | 5,745 | 93,729 |
| ADOBE SYS INC | COM | 00724F101 | 968 | 28,223 |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 141 | 17,574 |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 443 | 9,950 |
| AIR PRODS & CHEMS INC | COM | 009158106 | 1,300 | 14,158 |
| ALBEMARLE CORP | COM | 012653101 | 519 | 8,122 |
| ALCOA INC | COM | 013817101 | 521 | 52,000 |
| ALEXION PHARMACEUTICALS INC | COM | 015351109 | 488 | 5,256 |
| ALLEGHANY CORP DEL | COM | 017175100 | 494 | 1,500 |
| ALLERGAN INC | COM | 018490102 | 3,294 | 34,514 |
| ALLSTATE CORP | COM | 020002101 | 444 | 13,500 |
| ALTERA CORP | COM | 021441100 | 964 | 24,213 |
| ALTRIA GROUP INC | COM | 02209S103 | 3,663 | 118,650 |
| AMAZON COM INC | COM | 023135106 | 4,858 | 23,991 |
| AMERICAN ELEC PWR INC | COM | 025537101 | 386 | 10,000 |
| AMERICAN EXPRESS CO | COM | 025816109 | 3,337 | 57,674 |
| AMERICAN TOWER CORP NEW | COM | 03027X100 | 715 | 11,340 |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 769 | 19,386 |
| AMETEK INC NEW | COM | 031100100 | 1,009 | 20,798 |
| AMGEN INC | COM | 031162100 | 2,991 | 44,000 |
| AMPHENOL CORP NEW | CL A | 032095101 | 283 | 4,739 |
| ANADARKO PETE CORP | COM | 032511107 | 1,697 | 21,662 |
| ANALOG DEVICES INC | COM | 032654105 | 580 | 14,367 |
| AON CORP | COM | 037389103 | 334 | 6,800 |
| APACHE CORP | COM | 037411105 | 2,215 | 22,057 |
| APPLE INC | COM | 037833100 | 33,779 | 56,340 |
| APPLIED MATLS INC | COM | 038222105 | 3,350 | 269,175 |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 558 | 17,626 |
| ARROW ELECTRS INC | COM | 042735100 | 586 | 13,966 |
| ASHLAND INC NEW | COM | 044209104 | 264 | 4,325 |
| ATMEL CORP | COM | 049513104 | 121 | 12,243 |
| AUTODESK INC | COM | 052769106 | 278 | 6,570 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 1,975 | 35,787 |
| AUTOZONE INC | COM | 053332102 | 1,756 | 4,723 |
| AVON PRODS INC | COM | 054303102 | 395 | 20,400 |
| BB&T CORP | COM | 054937107 | 1,475 | 47,000 |
| BMC SOFTWARE INC | COM | 055921100 | 891 | 22,196 |
| BAIDU INC | SPON ADR REP A | 056752108 | 1,093 | 7,500 |
| BAKER HUGHES INC | COM | 057224107 | 648 | 15,446 |
| BALL CORP | COM | 058498106 | 556 | 12,963 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 1,675 | 175,000 |
| BANK HAWAII CORP | COM | 062540109 | 377 | 7,800 |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 656 | 27,200 |
| BARD C R INC | COM | 067383109 | 242 | 2,449 |
| BAXTER INTL INC | COM | 071813109 | 1,702 | 28,477 |
| BECTON DICKINSON & CO | COM | 075887109 | 967 | 12,454 |
| BED BATH & BEYOND INC | COM | 075896100 | 797 | 12,123 |
| BERKLEY W R CORP | COM | 084423102 | 433 | 12,000 |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 4,139 | 51,000 |
| BEST BUY INC | COM | 086516101 | 403 | 17,000 |
| BIOGEN IDEC INC | COM | 09062X103 | 871 | 6,909 |
| BLACKROCK INC | COM | 09247X101 | 1,580 | 7,712 |
| BOEING CO | COM | 097023105 | 3,214 | 43,223 |
| BORGWARNER INC | COM | 099724106 | 981 | 11,631 |

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|---------------------------------|----------------|-----------|-------|---------|
| BOSTON PROPERTIES INC | COM | 101121101 | 1,619 | 15,418 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 2,109 | 62,500 |
| BROADCOM CORP | CL A | 111320107 | 1,251 | 31,828 |
| BROOKFIELD ASSET MGMT INC | CL A LTD VT SH | 112585104 | 552 | 17,500 |
| BROWN FORMAN CORP | CL B | 115637209 | 208 | 2,500 |
| CBS CORP NEW | CL B | 124857202 | 1,508 | 44,464 |
| CF INDS HLDGS INC | COM | 125269100 | 1,198 | 6,561 |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 899 | 13,734 |
| CME GROUP INC | COM | 12572Q105 | 2,025 | 7,000 |
| CMS ENERGY CORP | COM | 125896100 | 330 | 15,000 |
| CSX CORP | COM | 126408103 | 1,137 | 52,830 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 3,091 | 69,000 |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 205 | 13,938 |
| CALPINE CORP | COM NEW | 131347304 | 250 | 14,500 |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 904 | 17,111 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 1,533 | 27,500 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 1,121 | 26,012 |
| CAREFUSION CORP | COM | 14170T101 | 817 | 31,500 |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 1,219 | 38,000 |
| CATERPILLAR INC DEL | COM | 149123101 | 4,073 | 38,233 |
| CELANESE CORP DEL | COM SER A | 150870103 | 784 | 16,967 |
| CELGENE CORP | COM | 151020104 | 3,996 | 51,546 |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 483 | 24,500 |
| CENTURYLINK INC | COM | 156700106 | 673 | 17,400 |
| CERNER CORP | COM | 156782104 | 2,747 | 36,064 |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 514 | 22,200 |
| CHEVRON CORP NEW | COM | 166764100 | 7,320 | 68,276 |
| CHIPOTLE MEXICAN GRILL INC | COM | 169656105 | 372 | 890 |
| CHUBB CORP | COM | 171232101 | 691 | 10,000 |
| CISCO SYS INC | COM | 17275R102 | 2,644 | 125,000 |
| CITIGROUP INC | COM NEW | 172967424 | 2,193 | 60,000 |
| CITRIX SYS INC | COM | 177376100 | 1,134 | 14,375 |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 490 | 7,075 |
| COACH INC | COM | 189754104 | 1,537 | 19,895 |
| COCA COLA CO | COM | 191216100 | 9,361 | 126,486 |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 1,824 | 23,699 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 1,233 | 12,608 |
| COMCAST CORP NEW | CL A | 20030N101 | 3,192 | 106,380 |
| CONCHO RES INC | COM | 20605P101 | 302 | 2,956 |
| CONOCOPHILLIPS | COM | 20825C104 | 3,610 | 47,500 |
| CONSOL ENERGY INC | COM | 20854P109 | 1,172 | 34,380 |
| CONSOLIDATED EDISON INC | COM | 209115104 | 818 | 14,000 |
| CORN PRODS INTL INC | COM | 219023108 | 1,918 | 33,263 |
| CORNING INC | COM | 219350105 | 760 | 54,000 |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 3,549 | 39,091 |
| CROWN CASTLE INTL CORP | COM | 228227104 | 971 | 18,204 |
| CROWN HOLDINGS INC | COM | 228368106 | 625 | 16,958 |
| CULLEN FROST BANKERS INC | COM | 229899109 | 727 | 12,500 |
| CUMMINS INC | COM | 231021106 | 1,298 | 10,811 |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 374 | 23,911 |
| DTE ENERGY CO | COM | 233331107 | 743 | 13,500 |
| DANAHER CORP DEL | COM | 235851102 | 2,279 | 40,702 |
| DARDEN RESTAURANTS INC | COM | 237194105 | 572 | 11,172 |
| DAVITA INC | COM | 23918K108 | 246 | 2,730 |
| DECKERS OUTDOOR CORP | COM | 243537107 | 480 | 7,606 |

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|---------------------------------|----------------|-----------|--------|---------|
| DEERE & CO | COM | 244199105 | 1,749 | 21,623 |
| DELL INC | COM | 24702R101 | 1,593 | 95,988 |
| DELTA AIR LINES INC DEL | COM NEW | 247361702 | 144 | 14,534 |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 960 | 13,500 |
| DIGITAL RLTY TR INC | COM | 253868103 | 213 | 2,876 |
| DISNEY WALT CO | COM DISNEY | 254687106 | 2,714 | 62,000 |
| DISCOVERY COMMUNICATNS NEW | COM SER A | 25470F104 | 382 | 7,556 |
| DISH NETWORK CORP | CL A | 25470M109 | 800 | 24,297 |
| DISCOVER FINL SVCS | COM | 254709108 | 1,368 | 41,044 |
| DIRECTV | COM CL A | 25490A101 | 2,604 | 52,774 |
| DOLLAR TREE INC | COM | 256746108 | 330 | 3,496 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 1,408 | 27,500 |
| DONALDSON INC | COM | 257651109 | 870 | 24,363 |
| DOVER CORP | COM | 260003108 | 954 | 15,150 |
| DOW CHEM CO | COM | 260543103 | 1,334 | 38,500 |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 1,557 | 38,729 |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 2,886 | 54,553 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 1,366 | 65,000 |
| E M C CORP MASS | COM | 268648102 | 3,775 | 126,329 |
| EOG RES INC | COM | 26875P101 | 2,153 | 19,375 |
| EQT CORP | COM | 26884L109 | 229 | 4,750 |
| EASTMAN CHEM CO | COM | 277432100 | 396 | 7,664 |
| EATON CORP | COM | 278058102 | 757 | 15,197 |
| EBAY INC | COM | 278642103 | 2,140 | 57,992 |
| ECOLAB INC | COM | 278865100 | 830 | 13,444 |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 238 | 3,279 |
| EL PASO CORP | COM | 28336L109 | 2,384 | 80,689 |
| EL PASO ELEC CO | COM NEW | 283677854 | 292 | 9,000 |
| ELECTRONIC ARTS INC | COM | 285512109 | 404 | 24,505 |
| EMERSON ELEC CO | COM | 291011104 | 2,687 | 51,491 |
| ENERGIZER HLDGS INC | COM | 29266R108 | 371 | 5,000 |
| EQUINIX INC | COM NEW | 29444U502 | 211 | 1,339 |
| EXELON CORP | COM | 30161N101 | 630 | 16,055 |
| EXPEDIA INC DEL | COM NEW | 30212P303 | 230 | 6,876 |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 980 | 21,072 |
| EXPRESS SCRIPTS INC | COM | 302182100 | 2,221 | 40,993 |
| EXXON MOBIL CORP | COM | 30231G102 | 22,285 | 256,943 |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 1,239 | 24,571 |
| F M C CORP | COM NEW | 302491303 | 217 | 2,051 |
| FAMILY DLR STORES INC | COM | 307000109 | 221 | 3,497 |
| FASTENAL CO | COM | 311900104 | 456 | 8,431 |
| FEDEX CORP | COM | 31428X106 | 526 | 5,724 |
| F5 NETWORKS INC | COM | 315616102 | 313 | 2,319 |
| FIDELITY NATIONAL FINANCIAL | CL A | 31620R105 | 388 | 21,500 |
| FISERV INC | COM | 337738108 | 776 | 11,189 |
| FIRSTENERGY CORP | COM | 337932107 | 456 | 10,000 |
| FLUOR CORP NEW | COM | 343412102 | 689 | 11,483 |
| FLOWERVE CORP | COM | 34354P105 | 618 | 5,346 |
| FOOT LOCKER INC | COM | 344849104 | 543 | 17,500 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 1,468 | 117,664 |
| FOREST LABS INC | COM | 345838106 | 458 | 13,200 |
| FRANKLIN RES INC | COM | 354613101 | 1,816 | 14,642 |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 2,381 | 62,585 |
| GENERAL DYNAMICS CORP | COM | 369550108 | 697 | 9,500 |
| GENERAL ELECTRIC CO | COM | 369604103 | 6,804 | 339,000 |
| GENERAL MLS INC | COM | 370334104 | 1,431 | 36,263 |

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|---------------------------------|--------------|-----------|--------|---------|
| GENERAL MTRS CO | COM | 37045V100 | 408 | 15,900 |
| GILEAD SCIENCES INC | COM | 375558103 | 2,565 | 52,503 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 1,455 | 11,700 |
| GOODRICH CORP | COM | 382388106 | 997 | 7,947 |
| GOOGLE INC | CL A | 38259P508 | 10,386 | 16,196 |
| GRAFTECH INTL LTD | COM | 384313102 | 273 | 22,894 |
| GRAINGER W W INC | COM | 384802104 | 350 | 1,628 |
| GREAT PLAINS ENERGY INC | COM | 391164100 | 367 | 18,100 |
| GUESS INC | COM | 401617105 | 308 | 9,853 |
| HCP INC | COM | 40414L109 | 521 | 13,200 |
| HALLIBURTON CO | COM | 406216101 | 2,362 | 71,162 |
| HARLEY DAVIDSON INC | COM | 412822108 | 1,171 | 23,855 |
| HEINZ H J CO | COM | 423074103 | 850 | 15,874 |
| HEWLETT PACKARD CO | COM | 428236103 | 1,463 | 61,400 |
| HOME DEPOT INC | COM | 437076102 | 4,832 | 96,052 |
| HONEYWELL INTL INC | COM | 438516106 | 3,175 | 52,002 |
| HUMANA INC | COM | 444859102 | 925 | 10,000 |
| ITT EDUCATIONAL SERVICES INC | COM | 45068B109 | 381 | 5,762 |
| IDEX CORP | COM | 45167R104 | 490 | 11,623 |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 1,937 | 33,911 |
| INTEL CORP | COM | 458140100 | 3,346 | 119,000 |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 360 | 6,800 |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 1,663 | 12,102 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 15,885 | 76,130 |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 533 | 9,098 |
| INTL PAPER CO | COM | 460146103 | 412 | 11,750 |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 2,830 | 5,223 |
| INTUIT | COM | 461202103 | 1,423 | 23,651 |
| ISHARES TR | RUSSELL 1000 | 464287622 | 3,878 | 49,744 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 5,564 | 121,000 |
| JOHNSON & JOHNSON | COM | 478160104 | 7,387 | 111,988 |
| JOHNSON CTLS INC | COM | 478366107 | 790 | 24,308 |
| JOY GLOBAL INC | COM | 481165108 | 477 | 6,496 |
| JUNIPER NETWORKS INC | COM | 48203R104 | 349 | 15,241 |
| KBR INC | COM | 48242W106 | 632 | 17,782 |
| KLA-TENCOR CORP | COM | 482480100 | 202 | 3,711 |
| KELLOGG CO | COM | 487836108 | 353 | 6,577 |
| KIMBERLY CLARK CORP | COM | 494368103 | 1,798 | 24,340 |
| KOHL'S CORP | COM | 500255104 | 1,197 | 23,930 |
| KRAFT FOODS INC | CL A | 50075N104 | 2,262 | 59,500 |
| KROGER CO | COM | 501044101 | 1,624 | 67,040 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 262 | 2,865 |
| LAM RESEARCH CORP | COM | 512807108 | 502 | 11,259 |
| LAS VEGAS SANDS CORP | COM | 517834107 | 1,509 | 26,213 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 400 | 6,452 |
| LEUCADIA NATL CORP | COM | 527288104 | 496 | 19,000 |
| LIBERTY GLOBAL INC | COM SER A | 530555101 | 397 | 7,925 |
| LIFE TECHNOLOGIES CORP | COM | 53217V109 | 1,242 | 25,445 |
| LILLY ELI & CO | COM | 532457108 | 2,242 | 55,674 |
| LIMITED BRANDS INC | COM | 532716107 | 1,077 | 22,447 |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 219 | 6,511 |
| LOCKHEED MARTIN CORP | COM | 539830109 | 594 | 6,615 |
| LOEWS CORP | COM | 540424108 | 1,495 | 37,500 |
| LOWES COS INC | COM | 548661107 | 1,255 | 40,000 |
| M & T BK CORP | COM | 55261F104 | 1,043 | 12,000 |
| MACYS INC | COM | 55616P104 | 457 | 11,510 |

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|---------------------------------|----------|-----------|--------|---------|
| MANPOWERGROUP INC | COM | 56418H100 | 237 | 5,000 |
| MARATHON OIL CORP | COM | 565849106 | 2,167 | 68,362 |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 590 | 18,000 |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 281 | 7,416 |
| MASCO CORP | COM | 574599106 | 137 | 10,238 |
| MASTERCARD INC | CL A | 57636Q104 | 3,392 | 8,067 |
| MATTEL INC | COM | 577081102 | 1,578 | 46,884 |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 241 | 8,445 |
| MCDERMOTT INTL INC | COM | 580037109 | 162 | 12,668 |
| MCDONALDS CORP | COM | 580135101 | 6,589 | 67,166 |
| MCGRAW HILL COS INC | COM | 580645109 | 826 | 17,042 |
| MCKESSON CORP | COM | 58155Q103 | 2,169 | 24,709 |
| MEAD JOHNSON NUTRITION CO | COM | 582839106 | 913 | 11,069 |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 804 | 11,431 |
| MEDTRONIC INC | COM | 585055106 | 1,936 | 49,406 |
| MERCK & CO INC NEW | COM | 58933Y105 | 3,272 | 85,200 |
| METLIFE INC | COM | 59156R108 | 355 | 9,500 |
| METROPICS COMMUNICATIONS INC | COM | 591708102 | 266 | 29,439 |
| MICROSOFT CORP | COM | 594918104 | 14,230 | 441,173 |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 203 | 5,446 |
| MOHAWK INDS INC | COM | 608190104 | 499 | 7,500 |
| MONSANTO CO NEW | COM | 61166W101 | 2,841 | 35,624 |
| MONSTER BEVERAGE CORP | COM | 611740101 | 250 | 4,034 |
| MONSTER WORLDWIDE INC | COM | 611742107 | 113 | 11,624 |
| MOODYS CORP | COM | 615369105 | 240 | 5,699 |
| MORGAN STANLEY | COM NEW | 617446448 | 377 | 19,200 |
| MOSAIC CO NEW | COM | 61945C103 | 712 | 12,878 |
| MYLAN INC | COM | 628530107 | 267 | 11,366 |
| NII HLDGS INC | CL B NEW | 62913F201 | 239 | 13,058 |
| NVR INC | COM | 62944T105 | 581 | 800 |
| NASDAQ OMX GROUP INC | COM | 631103108 | 775 | 29,931 |
| NATIONAL FUEL GAS CO N J | COM | 636180101 | 281 | 5,845 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 954 | 12,000 |
| NETAPP INC | COM | 64110D104 | 945 | 21,118 |
| NETFLIX INC | COM | 64110L106 | 757 | 6,583 |
| NEWMONT MINING CORP | COM | 651639106 | 882 | 17,200 |
| NEWS CORP | CL A | 65248E104 | 1,801 | 91,400 |
| NIKE INC | CL B | 654106103 | 1,649 | 15,208 |
| NOBLE ENERGY INC | COM | 655044105 | 686 | 7,014 |
| NORDSTROM INC | COM | 655664100 | 245 | 4,404 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 941 | 14,300 |
| NOVELLUS SYS INC | COM | 670008101 | 1,572 | 31,500 |
| NSTAR | COM | 67019E107 | 681 | 14,000 |
| NUCOR CORP | COM | 670346105 | 301 | 7,000 |
| NVIDIA CORP | COM | 67066G104 | 264 | 17,163 |
| OGE ENERGY CORP | COM | 670837103 | 535 | 10,000 |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 335 | 3,669 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 3,980 | 41,794 |
| OCEANEERING INTL INC | COM | 675232102 | 1,116 | 20,703 |
| OMNICOM GROUP INC | COM | 681919106 | 1,253 | 24,738 |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 115 | 12,715 |
| ONEOK INC NEW | COM | 682680103 | 672 | 8,230 |
| ORACLE CORP | COM | 68389X105 | 7,165 | 245,718 |
| PG&E CORP | COM | 69331C108 | 369 | 8,500 |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 1,902 | 29,500 |
| PNM RES INC | COM | 69349H107 | 275 | 15,000 |

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|---------------------------------|-----------|-----------|--------|---------|
| PPG INDS INC | COM | 693506107 | 1,295 | 13,522 |
| PACCAR INC | COM | 693718108 | 873 | 18,649 |
| PARKER HANNIFIN CORP | COM | 701094104 | 996 | 11,782 |
| PAYCHEX INC | COM | 704326107 | 474 | 15,300 |
| PEABODY ENERGY CORP | COM | 704549104 | 224 | 7,741 |
| PENNEY J C INC | COM | 708160106 | 443 | 12,500 |
| PEPSICO INC | COM | 713448108 | 6,648 | 100,193 |
| PERRIGO CO | COM | 714290103 | 245 | 2,373 |
| PFIZER INC | COM | 717081103 | 5,435 | 240,000 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 10,059 | 113,517 |
| PINNACLE WEST CAP CORP | COM | 723484101 | 431 | 9,000 |
| PIONEER NAT RES CO | COM | 723787107 | 302 | 2,707 |
| PRAXAIR INC | COM | 74005P104 | 1,740 | 15,174 |
| PRECISION CASTPARTS CORP | COM | 740189105 | 3,735 | 21,602 |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 485 | 7,427 |
| PRICELINE COM INC | COM NEW | 741503403 | 2,525 | 3,519 |
| PRINCIPAL FINL GROUP INC | COM | 74251V102 | 390 | 13,200 |
| PROCTER & GAMBLE CO | COM | 742718109 | 6,744 | 100,347 |
| PROGRESS ENERGY INC | COM | 743263105 | 526 | 9,900 |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 547 | 23,600 |
| PRUDENTIAL FINL INC | COM | 744320102 | 1,382 | 21,800 |
| PUBLIC STORAGE | COM | 74460D109 | 2,733 | 19,782 |
| QEP RES INC | COM | 74733V100 | 365 | 11,967 |
| QUALCOMM INC | COM | 747525103 | 8,353 | 122,735 |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 253 | 4,130 |
| RALPH LAUREN CORP | CL A | 751212101 | 313 | 1,795 |
| RANGE RES CORP | COM | 75281A109 | 1,569 | 26,995 |
| RAYONIER INC | COM | 754907103 | 649 | 14,730 |
| RAYTHEON CO | COM NEW | 755111507 | 924 | 17,500 |
| RED HAT INC | COM | 756577102 | 331 | 5,519 |
| REGENERON PHARMACEUTICALS | COM | 75886F107 | 243 | 2,084 |
| RELIANCE STEEL & ALUMINUM CO | COM | 759509102 | 216 | 3,824 |
| REPUBLIC SVCS INC | COM | 760759100 | 322 | 10,542 |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1,285 | 16,126 |
| ROCKWELL COLLINS INC | COM | 774341101 | 862 | 14,983 |
| ROPER INDS INC NEW | COM | 776696106 | 272 | 2,742 |
| ROSS STORES INC | COM | 778296103 | 390 | 6,720 |
| SLM CORP | COM | 78442P106 | 827 | 52,500 |
| ST JUDE MED INC | COM | 790849103 | 417 | 9,402 |
| SALESFORCE COM INC | COM | 79466L302 | 1,519 | 9,828 |
| SANDISK CORP | COM | 80004C101 | 1,413 | 28,500 |
| SANDRIDGE ENERGY INC | COM | 80007P307 | 92 | 11,723 |
| SARA LEE CORP | COM | 803111103 | 299 | 13,885 |
| SCHEIN HENRY INC | COM | 806407102 | 363 | 4,795 |
| SCHLUMBERGER LTD | COM | 806857108 | 5,860 | 83,797 |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 702 | 48,870 |
| SEMPRA ENERGY | COM | 816851109 | 288 | 4,800 |
| SHERWIN WILLIAMS CO | COM | 824348106 | 279 | 2,566 |
| SIGMA ALDRICH CORP | COM | 826552101 | 912 | 12,483 |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 2,747 | 18,853 |
| SIRIUS XM RADIO INC | COM | 82967N108 | 261 | 112,834 |
| SOTHEBYS | COM | 835898107 | 393 | 10,000 |
| SOUTHERN CO | COM | 842587107 | 1,415 | 31,500 |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 400 | 13,083 |
| SPECTRA ENERGY CORP | COM | 847560109 | 773 | 24,500 |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 426 | 149,500 |
| STARBUCKS CORP | COM | 855244109 | 3,294 | 58,932 |
| STARWOOD HOTELS&RESORTS WRLD | COM | 85590A401 | 1,020 | 18,078 |
| STATE STR CORP | COM | 857477103 | 1,229 | 27,000 |

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|---------------------------------|------------|-----------|--------|-----------|
| STERICYCLE INC | COM | 858912108 | 205 | 2,455 |
| STRYKER CORP | COM | 863667101 | 497 | 8,964 |
| SUNTRUST BKS INC | COM | 867914103 | 906 | 37,500 |
| SYMANTEC CORP | COM | 871503108 | 860 | 46,002 |
| SYSCO CORP | COM | 871829107 | 498 | 16,683 |
| TJX COS INC NEW | COM | 872540109 | 2,040 | 51,383 |
| TARGET CORP | COM | 87612E106 | 1,809 | 31,044 |
| TECH DATA CORP | COM | 878237106 | 461 | 8,500 |
| TERADATA CORP DEL | COM | 88076W103 | 942 | 13,826 |
| TERADYNE INC | COM | 880770102 | 659 | 39,000 |
| TESORO CORP | COM | 881609101 | 510 | 19,000 |
| TEXAS INSTRS INC | COM | 882508104 | 1,888 | 56,182 |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 1,325 | 23,500 |
| THOMAS & BETTS CORP | COM | 884315102 | 637 | 8,863 |
| 3M CO | COM | 88579Y101 | 3,956 | 44,340 |
| TIFFANY & CO NEW | COM | 886547108 | 252 | 3,652 |
| TIME WARNER INC | COM NEW | 887317303 | 1,321 | 35,000 |
| TIME WARNER CABLE INC | COM | 88732J207 | 1,078 | 13,224 |
| TOLL BROTHERS INC | COM | 889478103 | 348 | 14,500 |
| TORCHMARK CORP | COM | 891027104 | 1,264 | 25,350 |
| TOWERS WATSON & CO | CL A | 891894107 | 848 | 12,838 |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 1,184 | 20,000 |
| TRIPADVISOR INC | COM | 896945201 | 245 | 6,876 |
| US BANCORP DEL | COM NEW | 902973304 | 2,123 | 67,000 |
| URS CORP NEW | COM | 903236107 | 234 | 5,500 |
| UNION PAC CORP | COM | 907818108 | 2,180 | 20,286 |
| UNITED CONTL HLDGS INC | COM | 910047109 | 410 | 19,074 |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 2,624 | 32,507 |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 332 | 8,100 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 4,857 | 58,556 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 3,672 | 62,300 |
| UNUM GROUP | COM | 91529Y106 | 759 | 31,000 |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 354 | 13,733 |
| VARIAN MED SYS INC | COM | 92220P105 | 1,534 | 22,251 |
| VENTAS INC | COM | 92276F100 | 251 | 4,400 |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 50,867 | 1,330,548 |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 214 | 5,213 |
| VIACOM INC NEW | CL B | 92553P201 | 1,770 | 37,288 |
| VIRGIN MEDIA INC | COM | 92769L101 | 462 | 18,477 |
| VISA INC | COM CL A | 92826C839 | 2,222 | 18,829 |
| VMWARE INC | CL A COM | 928563402 | 1,845 | 16,423 |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 529 | 6,279 |
| WAL MART STORES INC | COM | 931142103 | 5,083 | 83,059 |
| WALGREEN CO | COM | 931422109 | 2,736 | 81,709 |
| WASTE CONNECTIONS INC | COM | 941053100 | 499 | 15,345 |
| WASTE MGMT INC DEL | COM | 94106L109 | 489 | 14,000 |
| WATERS CORP | COM | 941848103 | 243 | 2,620 |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 229 | 3,410 |
| WELLPOINT INC | COM | 94973V107 | 1,070 | 14,500 |
| WELLS FARGO & CO NEW | COM | 949746101 | 4,945 | 144,845 |
| WESTERN DIGITAL CORP | COM | 958102105 | 363 | 8,759 |
| WESTERN UN CO | COM | 959802109 | 823 | 46,777 |
| WHOLE FOODS MKT INC | COM | 966837106 | 368 | 4,421 |
| WISCONSIN ENERGY CORP | COM | 976657106 | 440 | 12,500 |
| WYNN RESORTS LTD | COM | 983134107 | 903 | 7,232 |
| XILINX INC | COM | 983919101 | 277 | 7,595 |

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| YAHOO INC | COM | 984332106 | 257 | 16,900 |
| YUM BRANDS INC | COM | 988498101 | 2,385 | 33,511 |

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|-------|--|--|---------|--|
| TOTAL | | | 681,507 | |
|-------|--|--|---------|--|