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VERIZON COMMUNICATIONS INC
Form 13F-HR
August 12, 2010

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, 2010

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: 028-04063

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	August 10, 2010
-----	-----	-----
[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: 591

Form 13F Information Table Value Total: 1,438,762.00

(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.

Goldman Sachs Prime Brokerage

Verizon Investment Management Corp.
FORM 13F-SOLE INSTR V. NONE AUTHORITY
30-Jun-10

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
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3,164	81,861		
COOPER INDUSTRIES PLC	SHS	G24140108	1,766	40,138		
COVIDIEN PLC	SHS	G2554F105	2,956	73,581		
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	593	15,790		
HERBALIFE LTD	COM USD SHS	G4412G101	1,660	36,044		
INGERSOLL-RAND PLC	SHS	G47791101	791	22,931		
LAZARD LTD	SHS A	G54050102	204	7,621		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,434	90,987		
NABORS INDUSTRIES LTD	SHS	G6359F103	260	14,729		
SEAGATE TECHNOLOGY	SHS	G7945J104	344	26,386		
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	383	16,749		
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,132	3,492		
ACE LTD	SHS	H0023R105	1,485	28,847		

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ALCON INC	COM SHS	H01301102	771	5,201
WEATHERFORD				
INTERNATIONAL LT	REG	H27013103	294	22,355
TYCO INTERNATIONAL LTD	SHS	H89128104	985	27,969
CORE LABORATORIES N V	COM	N22717107	247	1,675
AFLAC INC	COM	001055102	4,300	100,772
AES CORP	COM	00130H105	148	16,025
AT&T INC	COM	00206R102	13,025	538,460
ABBOTT LABS	COM	002824100	12,760	272,757
ABERCROMBIE & FITCH CO	CL A	002896207	208	6,775
ACTIVISION BLIZZARD INC	COM	00507V109	380	36,186
ACTUANT CORP	CL A NEW	00508X203	279	14,840
ADOBE SYS INC	COM	00724F101	3,024	114,425
ADVANCE AUTO PARTS INC	COM	00751Y106	330	6,586
AEROPOSTALE	COM	007865108	991	34,605
ADVANCED MICRO DEVICES				
INC	COM	007903107	126	17,248
AETNA INC NEW	COM	00817Y108	1,381	52,347
AFFILIATED MANAGERS				
GROUP	COM	008252108	203	3,339
AGILENT TECHNOLOGIES INC	COM	00846U101	1,269	44,637
AIR PRODS & CHEMS INC	COM	009158106	2,447	37,750
AIRGAS INC	COM	009363102	762	12,257
AKAMAI TECHNOLOGIES INC	COM	00971T101	524	12,904
ALBEMARLE CORP	COM	012653101	510	12,855
ALBERTO CULVER CO NEW	COM	013078100	482	17,798
ALCOA INC	COM	013817101	1,002	99,573
ALEXION PHARMACEUTICALS				
INC	COM	015351109	344	6,718
ALLEGHENY TECHNOLOGIES				
INC	COM	01741R102	1,180	26,695
ALLERGAN INC	COM	018490102	4,720	81,014
ALLIANCE DATA SYSTEMS				
CORP	COM	018581108	238	4,001
ALLSTATE CORP	COM	020002101	1,456	50,664
ALPHA NATURAL RESOURCES				
INC	COM	02076X102	456	13,451
ALTERA CORP	COM	021441100	561	22,613
ALTRIA GROUP INC	COM	02209S103	4,449	222,003
AMAZON COM INC	COM	023135106	7,188	65,791
AMERICAN EAGLE				
OUTFITTERS NE	COM	02553E106	349	29,739
AMERICAN ELEC PWR INC	COM	025537101	1,217	37,670
AMERICAN EXPRESS CO	COM	025816109	9,949	250,611
AMERICAN INTL GROUP INC	COM NEW	026874784	276	8,004
AMERICAN TOWER CORP	CL A	029912201	1,346	30,245
AMERISOURCEBERGEN CORP	COM	03073E105	2,983	93,943
AMETEK INC NEW	COM	031100100	1,357	33,804
AMGEN INC	COM	031162100	6,454	122,702
AMPHENOL CORP NEW	CL A	032095101	511	13,012
AMYLIN PHARMACEUTICALS				
INC	COM	032346108	202	10,769
ANADARKO PETE CORP	COM	032511107	1,155	32,014
ANALOG DEVICES INC	COM	032654105	1,800	64,611
ANNALY CAP MGMT INC	COM	035710409	1,263	73,646
ANSYS INC	COM	03662Q105	275	6,785
AON CORP	COM	037389103	1,193	32,141
APACHE CORP	COM	037411105	3,200	38,005
APOLLO GROUP INC	CL A	037604105	1,298	30,562
APPLE INC	COM	037833100	43,790	174,094
APPLIED MATLS INC	COM	038222105	2,404	199,983
AQUA AMERICA INC	COM	03836W103	185	10,475

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ARCHER DANIELS MIDLAND CO	COM	039483102	1,776	68,788
ASHLAND INC NEW	COM	044209104	1,206	25,979
ATEL CORP	COM	049513104	148	30,899
AUTODESK INC	COM	052769106	610	25,042
AUTOLIV INC	COM	052800109	487	10,174
AUTOMATIC DATA PROCESSING IN	COM	053015103	3,538	87,873
AUTOZONE INC	COM	053332102	1,679	8,690
AVALONBAY CMNTYS INC	COM	053484101	758	8,118
AVON PRODS INC	COM	054303102	2,197	82,895
BB&T CORP	COM	054937107	2,004	76,157
BMC SOFTWARE INC	COM	055921100	991	28,612
BAKER HUGHES INC	COM	057224107	1,081	26,010
BALDOR ELEC CO	COM	057741100	252	6,983
BALL CORP	COM	058498106	771	14,589
BANK OF AMERICA CORPORATION	COM	060505104	10,661	741,870
BANK HAWAII CORP	COM	062540109	1,660	34,328
BANK OF NEW YORK MELLON CORP	COM	064058100	3,651	147,865
BARD C R INC	COM	067383109	1,355	17,475
BAXTER INTL INC	COM	071813109	4,689	115,389
BECKMAN COULTER INC	COM	075811109	995	16,504
BECTON DICKINSON & CO	COM	075887109	3,438	50,843
BED BATH & BEYOND INC	COM	075896100	1,375	37,076
BEMIS INC	COM	081437105	453	16,793
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	12,432	156,000
BEST BUY INC	COM	086516101	2,947	87,031
BIOGEN IDEC INC	COM	09062X103	2,070	43,631
BLACKROCK INC	COM	09247X101	1,039	7,246
BLOCK H & R INC	COM	093671105	160	10,205
BOEING CO	COM	097023105	8,523	135,818
BORGWARNER INC	COM	099724106	490	13,133
BOSTON PROPERTIES INC	COM	101121101	1,384	19,403
BOSTON SCIENTIFIC CORP	COM	101137107	580	99,966
BRISTOL MYERS SQUIBB CO	COM	110122108	3,907	156,661
BROADCOM CORP	CL A	111320107	4,572	138,664
BROOKFIELD PPTYS CORP	COM	112900105	548	39,000
BROWN FORMAN CORP	CL B	115637209	343	5,990
BUCYRUS INTL INC NEW	COM	118759109	267	5,636
CBS CORP NEW	CL B	124857202	845	65,344
CB RICHARD ELLIS GROUP INC	CL A	12497T101	477	35,084
CF INDS HLDGS INC	COM	125269100	616	9,713
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,291	41,164
CIGNA CORP	COM	125509109	868	27,933
CIT GROUP INC	COM NEW	125581801	576	17,000
CME GROUP INC	COM	12572Q105	2,259	8,025
CMS ENERGY CORP	COM	125896100	286	19,500
CSX CORP	COM	126408103	2,035	41,013
CVS CAREMARK CORPORATION	COM	126650100	5,247	178,941
CA INC	COM	12673P105	437	23,741
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	502	20,911
CADENCE DESIGN SYSTEM INC	COM	127387108	117	20,276
CALPINE CORP	COM NEW	131347304	356	27,973
CAMERON INTERNATIONAL CORP	COM	13342B105	1,816	55,836
CAMPBELL SOUP CO	COM	134429109	652	18,205

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CAPITAL ONE FINL CORP	COM	14040H105	2,297	56,989
CARDINAL HEALTH INC	COM	14149Y108	812	24,172
CARMAX INC	COM	143130102	334	16,767
CARNIVAL CORP	PAIRED CTF	143658300	371	12,252
CARPENTER TECHNOLOGY CORP	COM	144285103	605	18,424
CATERPILLAR INC DEL	COM	149123101	7,110	118,359
CELANESE CORP DEL	COM SER A	150870103	675	27,078
CELGENE CORP	COM	151020104	5,449	107,219
CENTURYLINK INC	COM	156700106	1,015	30,476
CEPHALON INC	COM	156708109	227	4,000
CERNER CORP	COM	156782104	2,298	30,276
CHESAPEAKE ENERGY CORP	COM	165167107	1,687	80,502
CHEVRON CORP NEW	COM	166764100	13,629	200,845
CHICOS FAS INC	COM	168615102	347	35,090
CHIPOTLE MEXICAN GRILL INC	COM	169656105	323	2,359
CHURCH & DWIGHT INC	COM	171340102	874	13,939
CIMAREX ENERGY CO	COM	171798101	880	12,290
CISCO SYS INC	COM	17275R102	22,930	1,076,032
CITIGROUP INC	COM	172967101	4,539	1,207,276
CITRIX SYS INC	COM	177376100	588	13,924
CLARCOR INC	COM	179895107	233	6,547
CLEARWIRE CORP NEW	CL A	18538Q105	141	19,397
CLIFFS NATURAL RESOURCES INC	COM	18683K101	903	19,153
CLOROX CO DEL	COM	189054109	1,262	20,303
COACH INC	COM	189754104	2,637	72,151
COCA COLA CO	COM	191216100	19,336	385,790
COCA COLA ENTERPRISES INC	COM	191219104	718	27,749
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,053	60,978
COLGATE PALMOLIVE CO	COM	194162103	7,425	94,279
COMCAST CORP NEW	CL A	20030N101	4,424	254,704
CONCHO RES INC	COM	20605P101	380	6,863
CONOCOPHILLIPS	COM	20825C104	9,676	197,113
CONSOL ENERGY INC	COM	20854P109	1,242	36,786
CONSOLIDATED EDISON INC	COM	209115104	1,498	34,751
CONSTELLATION ENERGY GROUP I	COM	210371100	232	7,200
CONTINENTAL AIRLS INC	CL B	210795308	230	10,470
CORN PRODS INTL INC	COM	219023108	1,242	40,974
CORNING INC	COM	219350105	2,535	156,972
COSTCO WHSL CORP NEW	COM	22160K105	5,138	93,705
COVANCE INC	COM	222816100	249	4,852
CRANE CO	COM	224399105	314	10,402
CREE INC	COM	225447101	484	8,057
CROWN CASTLE INTL CORP	COM	228227104	1,539	41,318
CROWN HOLDINGS INC	COM	228368106	304	12,159
CULLEN FROST BANKERS INC	COM	229899109	664	12,911
CUMMINS INC	COM	231021106	3,099	47,577
CYPRESS SEMICONDUCTOR CORP	COM	232806109	123	12,299
CYTEC INDS INC	COM	232820100	332	8,301
DPL INC	COM	233293109	418	17,505
DTE ENERGY CO	COM	233331107	1,575	34,522
DANAHER CORP DEL	COM	235851102	4,233	114,026
DARDEN RESTAURANTS INC	COM	237194105	1,125	28,970
DAVITA INC	COM	23918K108	486	7,789
DEERE & CO	COM	244199105	5,178	92,997
DEL MONTE FOODS CO	COM	24522P103	1,001	69,552

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DELL INC	COM	24702R101	3,713	307,865
DELTA AIR LINES INC DEL	COM NEW	247361702	696	59,211
DENDREON CORP	COM	24823Q107	328	10,137
DENTSPLY INTL INC NEW	COM	249030107	328	10,976
DEVON ENERGY CORP NEW	COM	25179M103	3,587	58,880
DEVRY INC DEL	COM	251893103	251	4,776
DIAMOND OFFSHORE				
DRILLING IN	COM	25271C102	426	6,845
DIEBOLD INC	COM	253651103	332	12,187
DIGITAL RLTY TR INC	COM	253868103	320	5,545
DISNEY WALT CO	COM DISNEY	254687106	7,105	225,570
DISCOVERY COMMUNICATNS				
NEW	COM SER A	25470F104	912	25,553
DISH NETWORK CORP	CL A	25470M109	497	27,395
DIRECTV	COM CL A	25490A101	4,852	143,043
DOLBY LABORATORIES INC	COM	25659T107	1,309	20,879
DOLLAR TREE INC	COM	256746108	964	23,154
DOMINION RES INC VA NEW	COM	25746U109	2,708	69,892
DONALDSON INC	COM	257651109	1,482	34,760
DOVER CORP	COM	260003108	1,367	32,704
DOW CHEM CO	COM	260543103	3,048	128,512
DR PEPPER SNAPPLE GROUP				
INC	COM	26138E109	1,795	48,020
DREAMWORKS ANIMATION SKG				
INC	CL A	26153C103	311	10,904
DRESSER-RAND GROUP INC	COM	261608103	337	10,690
DU PONT E I DE NEMOURS &				
CO	COM	263534109	4,538	131,189
DUKE ENERGY CORP NEW	COM	26441C105	2,199	137,452
DUN & BRADSTREET CORP				
DEL NE	COM	26483E100	393	5,855
E M C CORP MASS	COM	268648102	6,318	345,254
EOG RES INC	COM	26875P101	6,627	67,369
EQT CORP	COM	26884L109	873	24,167
EXCO RESOURCES INC	COM	269279402	161	11,018
EASTMAN CHEM CO	COM	277432100	819	15,346
EATON CORP	COM	278058102	214	3,276
EATON VANCE CORP	COM NON VTG	278265103	482	17,469
EBAY INC	COM	278642103	4,172	212,753
ECOLAB INC	COM	278865100	1,771	39,428
EDISON INTL	COM	281020107	720	22,696
EDWARDS LIFESCIENCES				
CORP	COM	28176E108	476	8,497
EL PASO CORP	COM	28336L109	436	39,252
ELECTRONIC ARTS INC	COM	285512109	1,217	84,514
EMERGENCY MEDICAL SVCS				
CORP	CL A	29100P102	212	4,326
EMERSON ELEC CO	COM	291011104	6,130	140,300
ENERGIZER HLDGS INC	COM	29266R108	211	4,200
ENSCO PLC	SPONSORED ADR	29358Q109	257	6,541
ENTERGY CORP NEW	COM	29364G103	2,415	33,714
EQUIFAX INC	COM	294429105	307	10,948
EQUINIX INC	COM NEW	29444U502	276	3,394
EXELON CORP	COM	30161N101	1,844	48,552
EXPEDIA INC DEL	COM	30212P105	253	13,460
EXPEDITORS INTL WASH INC	COM	302130109	1,333	38,624
EXPRESS SCRIPTS INC	COM	302182100	7,208	153,287
EXXON MOBIL CORP	COM	30231G102	53,281	933,612
FLIR SYS INC	COM	302445101	334	11,497
FMC TECHNOLOGIES INC	COM	30249U101	1,066	20,237
F M C CORP	COM NEW	302491303	214	3,732
FACTSET RESH SYS INC	COM	303075105	234	3,497

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FAMILY DLR STORES INC	COM	307000109	2,214	58,743
FASTENAL CO	COM	311900104	766	15,270
FEDERATED INVS INC PA	CL B	314211103	613	29,613
FEDEX CORP	COM	31428X106	4,311	61,487
F5 NETWORKS INC	COM	315616102	412	6,007
FIDELITY NATL INFORMATION SV	COM	31620M106	405	15,101
FIFTH THIRD BANCORP	COM	316773100	1,338	108,842
FIRST HORIZON NATL CORP	COM	320517105	145	12,660
FIRST SOLAR INC	COM	336433107	856	7,518
FISERV INC	COM	337738108	1,139	24,948
FIRSTENERGY CORP	COM	337932107	461	13,094
FLUOR CORP NEW	COM	343412102	1,125	26,459
FLOWSERVE CORP	COM	34354P105	1,411	16,636
FORD MTR CO DEL	COM PAR \$0.01	345370860	6,057	600,900
FOREST LABS INC	COM	345838106	958	34,940
FRANKLIN RES INC	COM	354613101	3,549	41,174
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	4,513	76,317
FRONTIER COMMUNICATIONS CORP	COM	35906A108	87	12,251
GAMESTOP CORP NEW	CL A	36467W109	750	39,941
GAP INC DEL	COM	364760108	2,359	121,242
GENERAL DYNAMICS CORP	COM	369550108	3,709	63,335
GENERAL ELECTRIC CO	COM	369604103	16,772	1,163,077
GENERAL GROWTH PPTYS INC	COM	370021107	304	22,963
GENERAL MLS INC	COM	370334104	5,193	146,209
GENTEX CORP	COM	371901109	188	10,454
GENZYME CORP	COM	372917104	1,367	26,928
GILEAD SCIENCES INC	COM	375558103	6,212	181,228
GLOBAL PMTS INC	COM	37940X102	838	22,932
GOLDMAN SACHS GROUP INC	COM	38141G104	6,835	52,065
GOODRICH CORP	COM	382388106	1,301	19,638
GOODYEAR TIRE & RUBR CO	COM	382550101	297	29,850
GOOGLE INC	CL A	38259P508	20,406	45,861
GRAINGER W W INC	COM	384802104	461	4,638
GREAT PLAINS ENERGY INC	COM	391164100	655	38,505
GREEN MTN COFFEE ROASTERS IN	COM	393122106	213	8,283
GREIF INC	CL A	397624107	593	10,674
GUESS INC	COM	401617105	232	7,438
HCP INC	COM	40414L109	2,057	63,781
HALLIBURTON CO	COM	406216101	4,482	182,564
HANOVER INS GROUP INC	COM	410867105	475	10,926
HANSEN NAT CORP	COM	411310105	683	17,463
HARLEY DAVIDSON INC	COM	412822108	1,101	49,543
HARRIS CORP DEL	COM	413875105	405	9,733
HARTFORD FINL SVCS GROUP INC	COM	416515104	545	24,616
HASBRO INC	COM	418056107	1,717	41,772
HEALTH MGMT ASSOC INC NEW	CL A	421933102	146	18,791
HEINZ H J CO	COM	423074103	2,342	54,195
HERSHEY CO	COM	427866108	1,303	27,182
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	117	12,387
HESS CORP	COM	42809H107	1,332	26,458
HEWITT ASSOCS INC	COM	42822Q100	1,063	30,858
HEWLETT PACKARD CO	COM	428236103	20,256	468,019
HOLOGIC INC	COM	436440101	316	22,720
HOME DEPOT INC	COM	437076102	9,134	325,411
HONEYWELL INTL INC	COM	438516106	5,279	135,260

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HOSPIRA INC	COM	441060100	715	12,437
HUMAN GENOME SCIENCES INC	COM	444903108	613	27,049
HUNT J B TRANS SVCS INC	COM	445658107	223	6,832
ITT EDUCATIONAL SERVICES INC	COM	45068B109	339	4,088
ITT CORP NEW	COM	450911102	1,160	25,815
IDEX CORP	COM	45167R104	363	12,699
IDEXX LABS INC	COM	45168D104	867	14,238
IHS INC	CL A	451734107	213	3,638
ILLINOIS TOOL WKS INC	COM	452308109	3,448	83,533
ILLUMINA INC	COM	452327109	397	9,131
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	303	61,304
INTEL CORP	COM	458140100	18,274	939,519
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,094	18,524
INTERNATIONAL BUSINESS MACHS	COM	459200101	29,364	237,801
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,373	32,362
INTERNATIONAL GAME TECHNOLOG	COM	459902102	689	43,909
INTL PAPER CO	COM	460146103	1,871	82,696
INTERPUBLIC GROUP COS INC	COM	460690100	262	36,686
INTUITIVE SURGICAL INC	COM NEW	46120E602	927	2,936
INTUIT	COM	461202103	1,166	33,531
IRON MTN INC	COM	462846106	308	13,698
ISHARES TR INDEX	RUSSELL1000VAL	464287598	6,341	116,965
ISHARES TR INDEX	RUSSELL1000GRW	464287614	1,587	34,631
ISHARES TR INDEX	RUSSELL 1000	464287622	6,693	117,137
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	159	16,173
JPMORGAN CHASE & CO	COM	46625H100	13,659	373,098
JACOBS ENGR GROUP INC DEL	COM	469814107	654	17,949
JOHNSON & JOHNSON	COM	478160104	18,224	308,571
JOHNSON CTLS INC	COM	478366107	3,154	117,376
JONES LANG LASALLE INC	COM	48020Q107	207	3,150
JOY GLOBAL INC	COM	481165108	1,495	29,846
JUNIPER NETWORKS INC	COM	48203R104	900	39,441
KBR INC	COM	48242W106	980	48,199
KELLOGG CO	COM	487836108	869	17,280
KIMBERLY CLARK CORP	COM	494368103	3,690	60,869
KIMCO REALTY CORP	COM	49446R109	518	38,538
KOHL'S CORP	COM	500255104	1,883	39,636
KRAFT FOODS INC	CL A	50075N104	3,463	123,663
KROGER CO	COM	501044101	1,213	61,580
LKQ CORP	COM	501889208	206	10,701
LSI CORPORATION	COM	502161102	373	81,034
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	482	6,809
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	589	7,821
LAM RESEARCH CORP	COM	512807108	361	9,490
LAS VEGAS SANDS CORP	COM	517834107	1,291	58,311
LAUDER ESTEE COS INC	CL A	518439104	461	8,268
LENDER PROCESSING SVCS INC	COM	52602E102	223	7,117
LEUCADIA NATL CORP	COM	527288104	739	37,866
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	147	134,560

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LIFE TECHNOLOGIES CORP	COM	53217V109	1,816	38,431
LILLY ELI & CO	COM	532457108	4,144	123,693
LIMITED BRANDS INC	COM	532716107	1,049	47,528
LINCARE HLDGS INC	COM	532791100	242	7,452
LINCOLN NATL CORP IND	COM	534187109	755	31,076
LINEAR TECHNOLOGY CORP	COM	535678106	468	16,827
LOCKHEED MARTIN CORP	COM	539830109	4,860	65,240
LOEWS CORP	COM	540424108	2,308	69,293
LOWES COS INC	COM	548661107	4,847	237,347
LUBRIZOL CORP	COM	549271104	1,143	14,233
M & T BK CORP	COM	55261F104	2,306	27,141
MDU RES GROUP INC	COM	552690109	681	37,790
MSCI INC	CL A	55354G100	226	8,262
MACYS INC	COM	55616P104	1,002	56,002
MAGNA INTL INC	CL A	559222401	403	6,110
MANPOWER INC	COM	56418H100	1,346	31,182
MARATHON OIL CORP	COM	565849106	4,180	134,457
MARSH & MCLENNAN COS INC	COM	571748102	843	37,403
MARRIOTT INTL INC NEW	CL A	571903202	1,228	41,010
MARTIN MARIETTA MATLS INC	COM	573284106	289	3,407
MASSEY ENERGY CORP	COM	576206106	466	17,027
MASTERCARD INC	CL A	57636Q104	3,404	17,059
MATTEL INC	COM	577081102	2,822	133,359
MAXIM INTEGRATED PRODS INC	COM	57772K101	635	37,943
MCAFEE INC	COM	579064106	359	11,694
MCDERMOTT INTL INC	COM	580037109	1,032	47,665
MCDONALDS CORP	COM	580135101	13,477	204,600
MCGRAW HILL COS INC	COM	580645109	2,448	86,983
MCKESSON CORP	COM	58155Q103	2,274	33,853
MEADWESTVACO CORP	COM	583334107	387	17,424
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4,142	75,198
MEDNAX INC	COM	58502B106	296	5,331
MEDTRONIC INC	COM	585055106	8,049	221,920
MERCK & CO INC NEW	COM	58933Y105	10,441	298,569
METLIFE INC	COM	59156R108	2,696	71,396
METTLER TOLEDO INTERNATIONAL	COM	592688105	282	2,524
MICROSOFT CORP	COM	594918104	29,324	1,274,396
MICROCHIP TECHNOLOGY INC	COM	595017104	383	13,821
MILLIPORE CORP	COM	601073109	450	4,216
MONSANTO CO NEW	COM	61166W101	4,824	104,365
MONSTER WORLDWIDE INC	COM	611742107	756	64,869
MOODYS CORP	COM	615369105	795	39,903
MORGAN STANLEY	COM NEW	617446448	3,561	153,433
MOSAIC CO	COM	61945A107	1,103	28,304
MOTOROLA INC	COM	620076109	1,557	238,871
MURPHY OIL CORP	COM	626717102	724	14,620
MYLAN INC	COM	628530107	332	19,488
NCR CORP NEW	COM	62886E108	762	62,882
NII HLDGS INC	CL B NEW	62913F201	620	19,069
NVR INC	COM	62944T105	2,043	3,119
NYSE EURONEXT	COM	629491101	872	31,560
NALCO HOLDING COMPANY	COM	62985Q101	358	17,490
NATIONAL OILWELL VARCO INC	COM	637071101	988	29,884
NATIONAL SEMICONDUCTOR CORP	COM	637640103	532	39,522
NATIONWIDE HEALTH PPTYS INC	COM	638620104	463	12,933

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NAVISTAR INTL CORP NEW	COM	63934E108	1,283	26,087
NETAPP INC	COM	64110D104	3,722	99,746
NETFLIX INC	COM	64110L106	325	2,993
NEWMONT MINING CORP	COM	651639106	5,239	84,864
NEWS CORP	CL A	65248E104	3,238	270,712
NEXTERA ENERGY INC	COM	65339F101	1,375	28,204
NIKE INC	CL B	654106103	4,909	72,667
NISOURCE INC	COM	65473P105	272	18,768
NOBLE ENERGY INC	COM	655044105	1,652	27,386
NORDSTROM INC	COM	655664100	603	18,743
NORFOLK SOUTHERN CORP	COM	655844108	1,885	35,536
NORTHERN TR CORP	COM	665859104	1,932	41,371
NORTHROP GRUMMAN CORP	COM	666807102	713	13,094
NOVELLUS SYS INC	COM	670008101	783	30,890
NSTAR	COM	67019E107	860	24,576
NUANCE COMMUNICATIONS INC	COM	67020Y100	255	17,046
NUCOR CORP	COM	670346105	2,082	54,377
NVIDIA CORP	COM	67066G104	981	96,083
OGE ENERGY CORP	COM	670837103	457	12,500
OCCIDENTAL PETE CORP DEL	COM	674599105	8,914	115,542
OCEANEERING INTL INC	COM	675232102	1,093	24,338
OMNICOM GROUP INC	COM	681919106	3,465	101,017
ON SEMICONDUCTOR CORP	COM	682189105	206	32,223
ONEOK INC NEW	COM	682680103	1,088	25,157
ORACLE CORP	COM	68389X105	14,204	661,887
O REILLY AUTOMOTIVE INC	COM	686091109	492	10,350
OSHKOSH CORP	COM	688239201	210	6,733
OWENS ILL INC	COM NEW	690768403	251	9,496
OXFORD INDS INC	COM	691497309	393	18,768
PG&E CORP	COM	69331C108	1,625	39,543
PMC-SIERRA INC	COM	69344F106	217	28,842
PNC FINL SVCS GROUP INC	COM	693475105	2,076	36,752
PPG INDS INC	COM	693506107	1,366	22,606
PPL CORP	COM	69351T106	701	28,104
PACCAR INC	COM	693718108	2,410	60,456
PACTIV CORP	COM	695257105	595	21,369
PALL CORP	COM	696429307	301	8,765
PARKER HANNIFIN CORP	COM	701094104	1,420	25,607
PATTERSON COMPANIES INC	COM	703395103	219	7,665
PAYCHEX INC	COM	704326107	2,072	79,793
PEABODY ENERGY CORP	COM	704549104	998	25,502
PENNEY J C INC	COM	708160106	311	14,481
PEPCO HOLDINGS INC	COM	713291102	260	16,585
PEPSICO INC	COM	713448108	14,948	245,256
PERRIGO CO	COM	714290103	358	6,057
PETROHAWK ENERGY CORP	COM	716495106	580	34,184
PETSMART INC	COM	716768106	268	8,873
PFIZER INC	COM	717081103	10,402	729,441
PHARMACEUTICAL PROD DEV INC	COM	717124101	201	7,910
PHILIP MORRIS INTL INC	COM	718172109	16,571	361,500
PINNACLE WEST CAP CORP	COM	723484101	382	10,500
PIONEER NAT RES CO	COM	723787107	357	6,000
PITNEY BOWES INC	COM	724479100	245	11,136
POLO RALPH LAUREN CORP	CL A	731572103	306	4,190
PRAXAIR INC	COM	74005P104	4,042	53,197
PRECISION CASTPARTS CORP	COM	740189105	5,271	51,218
PRICE T ROWE GROUP INC	COM	74144T108	1,782	40,148
PRICELINE COM INC	COM NEW	741503403	1,206	6,833
PRINCIPAL FINL GROUP INC	COM	74251V102	973	41,500
PROCTER & GAMBLE CO	COM	742718109	16,787	279,877

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PROGRESS ENERGY INC	COM	743263105	685	17,475
PROGRESSIVE CORP OHIO	COM	743315103	1,788	95,539
PROTECTIVE LIFE CORP	COM	743674103	396	18,500
PRUDENTIAL FINL INC	COM	744320102	3,646	67,949
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	841	26,831
PUBLIC STORAGE	COM	74460D109	5,869	66,761
QUALCOMM INC	COM	747525103	10,637	323,890
QUEST DIAGNOSTICS INC	COM	74834L100	481	9,669
QUESTAR CORP	COM	748356102	806	17,713
QWEST COMMUNICATIONS INTL IN	COM	749121109	242	46,003
RANGE RES CORP	COM	75281A109	769	19,150
RAYONIER INC	COM	754907103	450	10,225
RAYTHEON CO	COM NEW	755111507	1,007	20,801
RED HAT INC	COM	756577102	699	24,146
REGENERON PHARMACEUTICALS	COM	75886F107	211	9,465
RELIANCE STEEL & ALUMINUM CO	COM	759509102	742	20,537
REPUBLIC SVCS INC	COM	760759100	1,526	51,337
RESMED INC	COM	761152107	346	5,685
ROBERT HALF INTL INC	COM	770323103	265	11,243
ROCKWELL AUTOMATION INC	COM	773903109	1,477	30,096
ROCKWELL COLLINS INC	COM	774341101	2,122	39,933
ROPER INDS INC NEW	COM	776696106	877	15,665
ROSS STORES INC	COM	778296103	489	9,175
ROVI CORP	COM	779376102	616	16,250
SBA COMMUNICATIONS CORP	COM	78388J106	518	15,241
SAIC INC	COM	78390X101	1,098	65,611
SEI INVESTMENTS CO	COM	784117103	537	26,387
SLM CORP	COM	78442P106	1,301	125,235
SXC HEALTH SOLUTIONS CORP	COM	78505P100	388	5,294
ST JUDE MED INC	COM	790849103	1,786	49,495
SALESFORCE COM INC	COM	79466L302	4,306	50,172
SALLY BEAUTY HLDGS INC	COM	79546E104	186	22,696
SANDISK CORP	COM	80004C101	1,188	28,238
SARA LEE CORP	COM	803111103	1,077	76,383
SCHEIN HENRY INC	COM	806407102	1,195	21,772
SCHLUMBERGER LTD	COM	806857108	12,007	216,975
SCHWAB CHARLES CORP NEW	COM	808513105	2,477	174,682
SCOTTS MIRACLE GRO CO	CL A	810186106	608	13,698
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	271	6,718
SEALED AIR CORP NEW	COM	81211K100	319	16,182
SEARS HLDGS CORP	COM	812350106	1,353	20,925
SEMPRA ENERGY	COM	816851109	1,261	26,957
SHERWIN WILLIAMS CO	COM	824348106	653	9,433
SIGMA ALDRICH CORP	COM	826552101	1,007	20,212
SILICON LABORATORIES INC	COM	826919102	370	9,123
SIMON PPTY GROUP INC NEW	COM	828806109	4,641	57,477
SIRIUS XM RADIO INC	COM	82967N108	277	291,298
SKYWORKS SOLUTIONS INC	COM	83088M102	223	13,258
SONOCO PRODS CO	COM	835495102	371	12,158
SOUTHERN CO	COM	842587107	2,708	81,370
SOUTHERN COPPER CORP	COM	84265V105	1,090	41,069
SOUTHWEST AIRLS CO	COM	844741108	344	30,920
SOUTHWESTERN ENERGY CO	COM	845467109	2,359	61,059
SPECTRA ENERGY CORP	COM	847560109	2,079	103,570
SPRINT NEXTEL CORP	COM SER 1	852061100	1,158	273,136
STANLEY BLACK & DECKER				

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INC	COM	854502101	353	6,983
STAPLES INC	COM	855030102	1,946	102,130
STARBUCKS CORP	COM	855244109	5,089	209,419
STARWOOD HOTELS&RESORTS				
WRLD	COM	85590A401	1,626	39,236
STATE STR CORP	COM	857477103	1,464	43,296
STEEL DYNAMICS INC	COM	858119100	194	14,746
STERICYCLE INC	COM	858912108	416	6,350
STRAYER ED INC	COM	863236105	217	1,043
STRYKER CORP	COM	863667101	1,829	36,541
SUNTRUST BKS INC	COM	867914103	816	35,000
SYBASE INC	COM	871130100	1,835	28,379
SYMANTEC CORP	COM	871503108	2,084	150,174
SYSCO CORP	COM	871829107	1,267	44,342
TCF FINL CORP	COM	872275102	241	14,500
TD AMERITRADE HLDG CORP	COM	87236Y108	861	56,269
TECO ENERGY INC	COM	872375100	362	24,005
TJX COS INC NEW	COM	872540109	4,341	103,474
TW TELECOM INC	COM	87311L104	190	11,376
TARGET CORP	COM	87612E106	7,462	151,752
TECH DATA CORP	COM	878237106	389	10,911
TELEPHONE & DATA SYS INC	COM	879433100	467	15,381
TELLABS INC	COM	879664100	332	51,934
TENET HEALTHCARE CORP	COM	88033G100	114	26,265
TERADATA CORP DEL	COM	88076W103	594	19,494
TERADYNE INC	COM	880770102	132	13,521
TEXAS INSTRS INC	COM	882508104	6,778	291,133
TEXTRON INC	COM	883203101	475	28,019
THERMO FISHER SCIENTIFIC				
INC	COM	883556102	2,148	43,799
THOMAS & BETTS CORP	COM	884315102	648	18,685
THOMSON REUTERS CORP	COM	884903105	325	9,075
THORATEC CORP	COM NEW	885175307	397	9,295
3M CO	COM	88579Y101	11,146	141,101
TIFFANY & CO NEW	COM	886547108	359	9,476
TIME WARNER INC	COM NEW	887317303	3,928	135,861
TIME WARNER CABLE INC	COM	88732J207	682	13,094
TORCHMARK CORP	COM	891027104	454	9,166
TORO CO	COM	891092108	526	10,706
TRAVELERS COMPANIES INC	COM	89417E109	5,049	102,509
TRIMBLE NAVIGATION LTD	COM	896239100	255	9,091
TUPPERWARE BRANDS CORP	COM	899896104	485	12,160
US BANCORP DEL	COM NEW	902973304	4,435	198,436
URS CORP NEW	COM	903236107	829	21,078
ULTRA PETROLEUM CORP	COM	903914109	947	21,408
UNION PAC CORP	COM	907818108	3,504	50,409
UNITED PARCEL SERVICE				
INC	CL B	911312106	7,929	139,377
UNITED STATES CELLULAR				
CORP	COM	911684108	407	9,900
UNITED STATES STL CORP				
NEW	COM	912909108	684	17,752
UNITED TECHNOLOGIES CORP	COM	913017109	9,719	149,723
UNITEDHEALTH GROUP INC	COM	91324P102	4,551	160,239
UNUM GROUP	COM	91529Y106	1,380	63,599
URBAN OUTFITTERS INC	COM	917047102	314	9,144
VALEANT PHARMACEUTICALS				
INTL	COM	91911X104	794	15,180
VALERO ENERGY CORP NEW	COM	91913Y100	1,190	66,165
VALSPAR CORP	COM	920355104	324	10,748
VARIAN MED SYS INC	COM	92220P105	1,268	24,262
VERISIGN INC	COM	92343E102	364	13,692

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VERIZON COMMUNICATIONS				
INC	COM	92343V104	37,464	1,337,028
VERISK ANALYTICS INC	CL A	92345Y106	232	7,753
VERTEX PHARMACEUTICALS				
INC	COM	92532F100	841	25,557
VIACOM INC NEW	CL B	92553P201	1,716	54,695
VIRGIN MEDIA INC	COM	92769L101	364	21,823
VISA INC	COM CL A	92826C839	6,016	85,036
VMWARE INC	CL A COM	928563402	345	5,508
VORNADO RLTY TR	SH BEN INT	929042109	845	11,588
VULCAN MATLS CO	COM	929160109	344	7,856
WADDELL & REED FINL INC	CL A	930059100	629	28,758
WAL MART STORES INC	COM	931142103	16,632	345,989
WALGREEN CO	COM	931422109	5,052	189,214
WASTE MGMT INC DEL	COM	94106L109	1,221	39,010
WATERS CORP	COM	941848103	953	14,729
WELLPOINT INC	COM	94973V107	3,812	77,899
WELLS FARGO & CO NEW	COM	949746101	11,430	446,487
WESCO INTL INC	COM	95082P105	322	9,565
WESTAR ENERGY INC	COM	95709T100	490	22,657
WESTERN DIGITAL CORP	COM	958102105	1,415	46,902
WESTERN UN CO	COM	959802109	1,818	121,954
WEYERHAEUSER CO	COM	962166104	277	7,856
WHIRLPOOL CORP	COM	963320106	519	5,907
WHOLE FOODS MKT INC	COM	966837106	378	10,491
WILLIAMS COS INC DEL	COM	969457100	330	18,045
WINDSTREAM CORP	COM	97381W104	159	15,072
WISCONSIN ENERGY CORP	COM	976657106	422	8,308
WYNN RESORTS LTD	COM	983134107	2,556	33,511
XCEL ENERGY INC	COM	98389B100	603	29,243
XILINX INC	COM	983919101	524	20,737
XEROX CORP	COM	984121103	519	64,566
YAHOO INC	COM	984332106	2,278	164,602
YUM BRANDS INC	COM	988498101	3,805	97,454
ZIMMER HLDGS INC	COM	98956P102	1,236	22,867
GRAND TOTAL			1,438,762	