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VERIZON COMMUNICATIONS INC
Form 13F-HR
November 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: September 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 November 9, 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.)

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// 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

// 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 525

Form 13F Information Table Value Total: 1,021,993.00
(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
30-Sep-10

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED AS	SHARED AS	SHARED AS
					SOLE	INSTR. V	OTHE
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (\$000)	PENSION SHARES OR PRINCIPAL AMOUNT	DEF.	SHAR	OTHE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2,134	50,224			
COOPER INDUSTRIES PLC	SHS	G24140108	1,196	24,436			
COVIDIEN PLC	SHS	G2554F105	1,820	45,290			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	362	9,096			
HERBALIFE LTD	COM USD SHS	G4412G101	1,508	24,983			
INGERSOLL-RAND PLC	SHS	G47791101	479	13,412			

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MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,048	59,825
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	186	15,799
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	233	10,362
WHITE MTNS INS GROUP LTD	COM	G9618E107	603	1,955
ACE LTD	SHS	H0023R105	1,057	18,152
ALCON INC	COM SHS	H01301102	523	3,138
WEATHERFORD INTERNATIONAL LT	REG	H27013103	229	13,365
GARMIN LTD	SHS	H2906T109	319	10,512
TYCO INTERNATIONAL LTD	SHS	H89128104	576	15,684
AFLAC INC	COM	001055102	3,334	64,471
AES CORP	COM	00130H105	135	11,917
AT&T INC	COM	00206R102	9,637	336,944
ABBOTT LABS	COM	002824100	9,038	173,013
ACTIVISION BLIZZARD INC	COM	00507V109	244	22,523
ADOBE SYS INC	COM	00724F101	1,922	73,489
ADVANCE AUTO PARTS INC	COM	00751Y106	229	3,900
AEROPOSTALE	COM	007865108	524	22,551
ADVANCED MICRO DEVICES INC	COM	007903107	73	10,313
AETNA INC NEW	COM	00817Y108	1,042	32,953
AGILENT TECHNOLOGIES INC	COM	00846U101	914	27,395
AIR PRODS & CHEMS INC	COM	009158106	2,020	24,391
AIRGAS INC	COM	009363102	516	7,592
AKAMAI TECHNOLOGIES INC	COM	00971T101	388	7,727
ALBEMARLE CORP	COM	012653101	372	7,937
ALBERTO CULVER CO NEW	COM	013078100	459	12,190
ALCOA INC	COM	013817101	765	63,198
ALEXION PHARMACEUTICALS INC	COM	015351109	259	4,023
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	814	17,534
ALLERGAN INC	COM	018490102	3,542	53,236
ALLSTATE CORP	COM	020002101	1,041	32,990
ALPHA NATURAL RESOURCES INC	COM	02076X102	382	9,284
ALTERA CORP	COM	021441100	408	13,540
ALTRIA GROUP INC	COM	02209S103	3,397	141,417
AMAZON COM INC	COM	023135106	6,637	42,256
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	271	18,148
AMERICAN ELEC PWR INC	COM	025537101	826	22,811
AMERICAN EXPRESS CO	COM	025816109	6,666	158,607
AMERICAN TOWER CORP	CL A	029912201	931	18,153
AMERISOURCEBERGEN CORP	COM	03073E105	1,863	60,773
AMETEK INC NEW	COM	031100100	1,077	22,544
AMGEN INC	COM	031162100	4,306	78,136
AMPHENOL CORP NEW	CL A	032095101	380	7,754
ANADARKO PETE CORP	COM	032511107	1,144	20,052
ANALOG DEVICES INC	COM	032654105	1,296	41,288
ANNALY CAP MGMT INC	COM	035710409	823	46,783
AON CORP	COM	037389103	794	20,307
APACHE CORP	COM	037411105	2,333	23,868
APOLLO GROUP INC	CL A	037604105	975	18,995
APPLE INC	COM	037833100	31,605	111,385
APPLIED MATLS INC	COM	038222105	1,437	123,049
ARCHER DANIELS MIDLAND CO	COM	039483102	1,422	44,544
ASHLAND INC NEW	COM	044209104	782	16,036
ATMEL CORP	COM	049513104	147	18,502
AUTODESK INC	COM	052769106	470	14,690
AUTOLIV INC	COM	052800109	473	7,238
AUTOMATIC DATA PROCESSING IN	COM	053015103	2,376	56,541
AUTOZONE INC	COM	053332102	1,259	5,498
AVALONBAY CMNTYS INC	COM	053484101	472	4,545
AVON PRODS INC	COM	054303102	1,688	52,574
BB&T CORP	COM	054937107	1,123	46,636
BMC SOFTWARE INC	COM	055921100	782	19,323
BABCOCK & WILCOX CO NEW	COM	05615F102	338	15,900

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BAKER HUGHES INC	COM	057224107	725	17,010
BALL CORP	COM	058498106	553	9,405
BANK OF AMERICA CORPORATION	COM	060505104	6,143	468,827
BANK HAWAII CORP	COM	062540109	984	21,908
BANK OF NEW YORK MELLON CORP	COM	064058100	2,406	92,093
BARD C R INC	COM	067383109	882	10,834
BAXTER INTL INC	COM	071813109	3,544	74,284
BECKMAN COULTER INC	COM	075811109	563	11,549
BECTON DICKINSON & CO	COM	075887109	2,407	32,485
BED BATH & BEYOND INC	COM	075896100	1,035	23,850
BEMIS INC	COM	081437105	348	10,974
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	8,093	97,887
BEST BUY INC	COM	086516101	2,315	56,710
BIOGEN IDEC INC	COM	09062X103	1,555	27,703
BLACKROCK INC	COM	09247X101	757	4,446
BOEING CO	COM	097023105	5,739	86,242
BORGWARNER INC	COM	099724106	454	8,633
BOSTON PROPERTIES INC	COM	101121101	980	11,789
BOSTON SCIENTIFIC CORP	COM	101137107	352	57,460
BRISTOL MYERS SQUIBB CO	COM	110122108	2,646	97,611
BROADCOM CORP	CL A	111320107	3,180	89,856
BROOKFIELD PPTYS CORP	COM	112900105	375	24,055
BROWN FORMAN CORP	CL B	115637209	219	3,557
BUCYRUS INTL INC NEW	COM	118759109	234	3,375
CBS CORP NEW	CL B	124857202	643	40,513
CB RICHARD ELLIS GROUP INC	CL A	12497T101	392	21,437
CF INDS HLDGS INC	COM	125269100	573	6,003
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,836	26,254
CIGNA CORP	COM	125509109	560	15,641
CIT GROUP INC	COM NEW	125581801	434	10,628
CME GROUP INC	COM	12572Q105	1,300	4,992
CMS ENERGY CORP	COM	125896100	262	14,523
CSX CORP	COM	126408103	1,424	25,738
CVS CAREMARK CORPORATION	COM	126650100	3,565	113,270
CA INC	COM	12673P105	300	14,216
CABLEVISION SYS CORP	CL A NY CABLV	12686C109	355	13,557
CADENCE DESIGN SYSTEM INC	COM	127387108	93	12,141
CALPINE CORP	COM NEW	131347304	226	18,128
CAMERON INTERNATIONAL CORP	COM	13342B105	1,561	36,340
CAMPBELL SOUP CO	COM	134429109	401	11,215
CAPITAL ONE FINL CORP	COM	14040H105	1,408	35,607
CARDINAL HEALTH INC	COM	14149Y108	460	13,910
CARMAX INC	COM	143130102	281	10,075
CARNIVAL CORP	PAIRED CTF	143658300	281	7,361
CARPENTER TECHNOLOGY CORP	COM	144285103	384	11,397
CATERPILLAR INC DEL	COM	149123101	5,954	75,670
CELANESE CORP DEL	COM SER A	150870103	565	17,594
CELGENE CORP	COM	151020104	4,049	70,282
CENTURYLINK INC	COM	156700106	776	19,674
CERNER CORP	COM	156782104	1,790	21,312
CHESAPEAKE ENERGY CORP	COM	165167107	1,142	50,436
CHEVRON CORP NEW	COM	166764100	10,174	125,525
CHICOS FAS INC	COM	168615102	254	24,160
CHIPOTLE MEXICAN GRILL INC	COM	169656105	249	1,449
CHURCH & DWIGHT INC	COM	171340102	558	8,594
CIMAREX ENERGY CO	COM	171798101	498	7,522
CISCO SYS INC	COM	17275R102	15,052	687,313
CITIGROUP INC	COM	172967101	2,842	726,839
CITRIX SYS INC	COM	177376100	569	8,338
CLEARWIRE CORP NEW	CL A	18538Q105	91	11,278
CLIFFS NATURAL RESOURCES INC	COM	18683K101	750	11,738
CLOROX CO DEL	COM	189054109	835	12,511

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COACH INC	COM	189754104	2,000	46,551
COCA COLA CO	COM	191216100	14,452	246,966
COCA COLA ENTERPRISES INC	COM	191219104	499	16,083
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,600	40,331
COLGATE PALMOLIVE CO	COM	194162103	4,581	59,608
COMCAST CORP NEW	CL A	20030N101	2,894	160,093
CONCHO RES INC	COM	20605P101	275	4,152
CONOCOPHILLIPS	COM	20825C104	7,087	123,405
CONSOL ENERGY INC	COM	20854P109	856	23,158
CONSOLIDATED EDISON INC	COM	209115104	1,018	21,121
CORN PRODS INTL INC	COM	219023108	996	26,547
CORNING INC	COM	219350105	1,805	98,719
COSTCO WHSL CORP NEW	COM	22160K105	3,866	59,950
CRANE CO	COM	224399105	294	7,746
CREE INC	COM	225447101	262	4,825
CROWN CASTLE INTL CORP	COM	228227104	1,164	26,359
CROWN HOLDINGS INC	COM	228368106	209	7,277
CULLEN FROST BANKERS INC	COM	229899109	409	7,599
CUMMINS INC	COM	231021106	2,777	30,659
CYTEC INDS INC	COM	232820100	299	5,295
DPL INC	COM	233293109	341	13,034
DTE ENERGY CO	COM	233331107	1,036	22,565
DANAHER CORP DEL	COM	235851102	2,943	72,476
DARDEN RESTAURANTS INC	COM	237194105	794	18,570
DAVITA INC	COM	23918K108	324	4,696
DEERE & CO	COM	244199105	4,110	58,896
DEL MONTE FOODS CO	COM	24522P103	605	46,154
DELL INC	COM	24702R101	2,543	196,089
DELTA AIR LINES INC DEL	COM NEW	247361702	413	35,441
DENDREON CORP	COM	24823Q107	250	6,071
DENTSPLY INTL INC NEW	COM	249030107	210	6,572
DEVON ENERGY CORP NEW	COM	25179M103	2,396	37,014
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	291	4,293
DIEBOLD INC	COM	253651103	239	7,700
DIGITAL RLTY TR INC	COM	253868103	207	3,351
DISNEY WALT CO	COM DISNEY	254687106	4,725	142,763
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	681	15,634
DISH NETWORK CORP	CL A	25470M109	348	18,112
DIRECTV	COM CL A	25490A101	3,766	90,453
DOLBY LABORATORIES INC	COM	25659T107	802	14,111
DOLLAR TREE INC	COM	256746108	698	14,306
DOMINION RES INC VA NEW	COM	25746U109	1,906	43,663
DONALDSON INC	COM	257651109	1,066	22,626
DOVER CORP	COM	260003108	1,097	21,008
DOW CHEM CO	COM	260543103	2,221	80,865
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1,099	30,949
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	214	6,708
DRESSER-RAND GROUP INC	COM	261608103	244	6,616
DU PONT E I DE NEMOURS & CO	COM	263534109	3,793	85,004
DUKE ENERGY CORP NEW	COM	26441C105	1,576	88,980
DUN & BRADSTREET CORP DEL NE	COM	26483E100	264	3,557
E M C CORP MASS	COM	268648102	4,500	221,558
EOG RES INC	COM	26875P101	3,975	42,754
EQT CORP	COM	26884L109	564	15,650
EASTMAN CHEM CO	COM	277432100	740	10,002
EATON VANCE CORP	COM NON VTG	278265103	311	10,709
EBAY INC	COM	278642103	3,301	135,276
ECOLAB INC	COM	278865100	1,285	25,316
EDISON INTL	COM	281020107	437	12,708
EDWARDS LIFESCIENCES CORP	COM	28176E108	338	5,041
EL PASO CORP	COM	28336L109	345	27,855
ELECTRONIC ARTS INC	COM	285512109	879	53,423

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EMERSON ELEC CO	COM	291011104	4,737	89,957
ENERGIZER HLDGS INC	COM	29266R108	210	3,128
ENERGY CORP NEW	COM	29364G103	1,631	21,318
EQUIFAX INC	COM	294429105	216	6,920
EQUINIX INC	COM NEW	29444U502	208	2,033
EXELON CORP	COM	30161N101	1,299	30,513
EXPEDIA INC DEL	COM	30212P105	247	8,759
EXPEDITORS INTL WASH INC	COM	302130109	1,169	25,290
EXPRESS SCRIPTS INC	COM	302182100	4,889	100,400
EXXON MOBIL CORP	COM	30231G102	36,781	595,254
FMC TECHNOLOGIES INC	COM	30249U101	894	13,097
FAMILY DLR STORES INC	COM	307000109	1,629	36,899
FASTENAL CO	COM	311900104	496	9,323
FEDERATED INVS INC PA	CL B	314211103	450	19,761
FEDEX CORP	COM	31428X106	3,268	38,228
F5 NETWORKS INC	COM	315616102	373	3,597
FIDELITY NATL INFORMATION SV	COM	31620M106	229	8,455
FIFTH THIRD BANCORP	COM	316773100	828	68,801
FIRST SOLAR INC	COM	336433107	680	4,614
FISERV INC	COM	337738108	864	16,057
FIRSTENERGY CORP	COM	337932107	283	7,332
FLUOR CORP NEW	COM	343412102	842	16,999
FLOWERVE CORP	COM	34354P105	1,228	11,224
FORD MTR CO DEL	COM PAR \$0.01	345370860	4,694	383,513
FOREST LABS INC	COM	345838106	720	23,280
FRANKLIN RES INC	COM	354613101	2,760	25,817
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4,289	50,228
FRONTIER COMMUNICATIONS CORP	COM	35906A108	461	56,478
GAMESTOP CORP NEW	CL A	36467W109	548	27,804
GAP INC DEL	COM	364760108	1,445	77,539
GENERAL DYNAMICS CORP	COM	369550108	2,551	40,619
GENERAL ELECTRIC CO	COM	369604103	11,995	738,148
GENERAL GROWTH PPTYS INC	COM	370021107	233	14,922
GENERAL MLS INC	COM	370334104	3,354	91,793
GENZYME CORP	COM	372917104	1,138	16,080
GILEAD SCIENCES INC	COM	375558103	4,167	117,004
GLOBAL PMTS INC	COM	37940X102	613	14,302
GOLDMAN SACHS GROUP INC	COM	38141G104	4,792	33,146
GOODRICH CORP	COM	382388106	984	13,340
GOODYEAR TIRE & RUBR CO	COM	382550101	196	18,247
GOOGLE INC	CL A	38259P508	15,411	29,310
GRAINGER W W INC	COM	384802104	336	2,825
GREAT PLAINS ENERGY INC	COM	391164100	458	24,241
GREIF INC	CL A	397624107	406	6,901
HCP INC	COM	40414L109	1,448	40,241
HALLIBURTON CO	COM	406216101	3,922	118,610
HANOVER INS GROUP INC	COM	410867105	287	6,109
HANSEN NAT CORP	COM	411310105	508	10,900
HARLEY DAVIDSON INC	COM	412822108	903	31,763
HARRIS CORP DEL	COM	413875105	260	5,867
HARTFORD FINL SVCS GROUP INC	COM	416515104	318	13,863
HASBRO INC	COM	418056107	1,138	25,557
HEALTH MGMT ASSOC INC NEW	CL A	421933102	86	11,218
HEINZ H J CO	COM	423074103	1,594	33,645
HERSHEY CO	COM	427866108	859	18,054
HESS CORP	COM	42809H107	974	16,478
HEWITT ASSOCS INC	COM	42822Q100	971	19,251
HEWLETT PACKARD CO	COM	428236103	12,576	298,938
HOLOGIC INC	COM	436440101	209	13,082
HOME DEPOT INC	COM	437076102	6,577	207,610
HONEYWELL INTL INC	COM	438516106	3,761	85,594
HOSPIRA INC	COM	441060100	424	7,430

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HUMAN GENOME SCIENCES INC	COM	444903108	495	16,630
ITT CORP NEW	COM	450911102	730	15,593
IDEX CORP	COM	45167R104	288	8,111
IDEXX LABS INC	COM	45168D104	547	8,855
ILLINOIS TOOL WKS INC	COM	452308109	2,524	53,685
ILLUMINA INC	COM	452327109	269	5,467
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	227	38,740
INTEL CORP	COM	458140100	11,457	596,735
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,251	11,949
INTERNATIONAL BUSINESS MACHS	COM	459200101	20,382	151,946
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,023	21,093
INTERNATIONAL GAME TECHNOLOG	COM	459902102	390	26,989
INTL PAPER CO	COM	460146103	1,144	52,616
INTERPUBLIC GROUP COS INC	COM	460690100	220	21,921
INTUITIVE SURGICAL INC	COM NEW	46120E602	499	1,759
INTUIT	COM	461202103	960	21,903
ISHARES TR	RUSSELL1000VA	464287598	4,448	75,398
ISHARES TR	RUSSELL 1000	464287622	5,231	82,837
JPMORGAN CHASE & CO	COM	46625H100	8,960	235,405
JACOBS ENGR GROUP INC DEL	COM	469814107	448	11,586
JOHNSON & JOHNSON	COM	478160104	12,097	195,237
JOHNSON CTLS INC	COM	478366107	2,280	74,741
JOY GLOBAL INC	COM	481165108	1,330	18,914
JUNIPER NETWORKS INC	COM	48203R104	717	23,630
KBR INC	COM	48242W106	758	30,765
KELLOGG CO	COM	487836108	522	10,342
KIMBERLY CLARK CORP	COM	494368103	2,576	39,604
KIMCO REALTY CORP	COM	49446R109	344	21,839
KOHL'S CORP	COM	500255104	1,291	24,502
KRAFT FOODS INC	CL A	50075N104	2,337	75,732
KROGER CO	COM	501044101	904	41,730
LSI CORPORATION	COM	502161102	251	55,165
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	276	3,813
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	371	4,725
LAM RESEARCH CORP	COM	512807108	238	5,683
LAS VEGAS SANDS CORP	COM	517834107	1,393	39,970
LAUDER ESTEE COS INC	CL A	518439104	312	4,932
LEUCADIA NATL CORP	COM	527288104	555	23,512
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	78	83,452
LIFE TECHNOLOGIES CORP	COM	53217V109	1,190	25,490
LILLY ELI & CO	COM	532457108	2,868	78,502
LIMITED BRANDS INC	COM	532716107	868	32,427
LINCOLN NATL CORP IND	COM	534187109	486	20,321
LINEAR TECHNOLOGY CORP	COM	535678106	310	10,075
LOCKHEED MARTIN CORP	COM	539830109	2,946	41,334
LOEWS CORP	COM	540424108	1,668	44,017
LOWES COS INC	COM	548661107	3,353	150,416
LUBRIZOL CORP	COM	549271104	993	9,366
M & T BK CORP	COM	55261F104	1,357	16,583
MDU RES GROUP INC	COM	552690109	450	22,546
MACYS INC	COM	55616P104	831	35,985
MAGNA INTL INC	COM	559222401	281	3,421
MANPOWER INC	COM	56418H100	1,075	20,588
MARATHON OIL CORP	COM	565849106	2,815	85,032
MARSH & MCLENNAN COS INC	COM	571748102	540	22,374
MARRIOTT INTL INC NEW	CL A	571903202	906	25,293
MASSEY ENERGY COMPANY	COM	576206106	296	9,531
MASTERCARD INC	CL A	57636Q104	2,477	11,057
MATTEL INC	COM	577081102	2,023	86,224
MAXIM INTEGRATED PRODS INC	COM	57772K101	410	22,125
MCAFEЕ INC	COM	579064106	329	6,953
MCDERMOTT INTL INC	COM	580037109	451	30,519

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MCDONALDS CORP	COM	580135101	9,716	130,405
MCGRAW HILL COS INC	COM	580645109	1,874	56,681
MCKESSON CORP	COM	58155Q103	1,260	20,393
MEADWESTVACO CORP	COM	583334107	268	10,976
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2,415	46,383
MEDTRONIC INC	COM	585055106	4,777	142,250
MERCK & CO INC NEW	COM	58933Y105	6,969	189,324
METLIFE INC	COM	59156R108	1,689	43,920
MICROSOFT CORP	COM	594918104	19,895	812,352
MICROCHIP TECHNOLOGY INC	COM	595017104	260	8,276
MONSANTO CO NEW	COM	61166W101	3,170	66,129
MONSTER WORLDWIDE INC	COM	611742107	547	42,173
MOODYS CORP	COM	615369105	643	25,727
MORGAN STANLEY	COM NEW	617446448	2,356	95,471
MOSAIC CO	COM	61945A107	1,061	18,049
MOTOROLA INC	COM	620076109	1,267	148,542
MURPHY OIL CORP	COM	626717102	570	9,212
MYLAN INC	COM	628530107	219	11,669
NCR CORP NEW	COM	62886E108	536	39,298
NII HLDGS INC	CL B NEW	62913F201	516	12,557
NVR INC	COM	62944T105	1,372	2,119
NYSE EURONEXT	COM	629491101	521	18,250
NALCO HOLDING COMPANY	COM	62985Q101	271	10,769
NATIONAL OILWELL VARCO INC	COM	637071101	848	19,063
NATIONAL SEMICONDUCTOR CORP	COM	637640103	312	24,412
NATIONWIDE HEALTH PPTYS INC	COM	638620104	316	8,173
NAVISTAR INTL CORP NEW	COM	63934E108	744	17,040
NETAPP INC	COM	64110D104	3,206	64,395
NETFLIX INC	COM	64110L106	291	1,793
NEWMONT MINING CORP	COM	651639106	3,402	54,156
NEWS CORP	CL A	65248E104	2,267	173,592
NEXTERA ENERGY INC	COM	65339F101	949	17,456
NIKE INC	CL B	654106103	3,611	45,055
NISOURCE INC	COM	65473P105	183	10,509
NOBLE ENERGY INC	COM	655044105	1,235	16,444
NORDSTROM INC	COM	655664100	426	11,443
NORFOLK SOUTHERN CORP	COM	655844108	1,336	22,450
NORTHERN TR CORP	COM	665859104	1,314	27,246
NORTHROP GRUMMAN CORP	COM	666807102	445	7,332
NOVELLUS SYS INC	COM	670008101	587	22,074
NSTAR	COM	67019E107	609	15,479
NUANCE COMMUNICATIONS INC	COM	67020Y100	160	10,207
NUCOR CORP	COM	670346105	1,312	34,353
NVIDIA CORP	COM	67066G104	681	58,264
OGE ENERGY CORP	COM	670837103	371	9,310
OCCIDENTAL PETE CORP DEL	COM	674599105	5,698	72,774
OCEANEERING INTL INC	COM	675232102	854	15,849
OMNICOM GROUP INC	COM	681919106	2,583	65,434
ON SEMICONDUCTOR CORP	COM	682189105	139	19,294
ONEOK INC NEW	COM	682680103	739	16,397
ORACLE CORP	COM	68389X105	11,360	423,080
O REILLY AUTOMOTIVE INC	COM	686091109	330	6,198
OXFORD INDS INC	COM	691497309	250	10,509
PG&E CORP	COM	69331C108	1,138	25,063
PMC-SIERRA INC	COM	69344F106	119	16,186
PNC FINL SVCS GROUP INC	COM	693475105	1,128	21,725
PPG INDS INC	COM	693506107	1,065	14,624
PPL CORP	COM	69351T106	469	17,232
PACCAR INC	COM	693718108	1,796	37,302
PACTIV CORP	COM	695257105	431	13,064
PALL CORP	COM	696429307	220	5,285
PARKER HANNIFIN CORP	COM	701094104	1,129	16,119

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PAYCHEX INC	COM	704326107	1,403	51,038
PEABODY ENERGY CORP	COM	704549104	813	16,589
PENNEY J C INC	COM	708160106	226	8,327
PEPSICO INC	COM	713448108	10,358	155,897
PERRIGO CO	COM	714290103	233	3,628
PETROHAWK ENERGY CORP	COM	716495106	340	21,092
PFIZER INC	COM	717081103	7,877	458,753
PHILIP MORRIS INTL INC	COM	718172109	13,049	232,928
PINNACLE WEST CAP CORP	COM	723484101	323	7,820
PIONEER NAT RES CO	COM	723787107	291	4,469
POLO RALPH LAUREN CORP	CL A	731572103	226	2,517
PRAXAIR INC	COM	74005P104	3,064	33,949
PRECISION CASTPARTS CORP	COM	740189105	4,234	33,249
PRICE T ROWE GROUP INC	COM	74144T108	1,238	24,729
PRICELINE COM INC	COM NEW	741503403	1,463	4,201
PRINCIPAL FINL GROUP INC	COM	74251V102	720	27,765
PROCTER & GAMBLE CO	COM	742718109	10,540	175,752
PROGRESS ENERGY INC	COM	743263105	492	11,079
PROGRESSIVE CORP OHIO	COM	743315103	1,285	61,555
PROTECTIVE LIFE CORP	COM	743674103	300	13,779
PRUDENTIAL FINL INC	COM	744320102	2,377	43,870
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	549	16,595
PUBLIC STORAGE	COM	74460D109	4,147	42,731
QEP RES INC	COM	74733V100	327	10,846
QUALCOMM INC	COM	747525103	9,397	208,210
QUEST DIAGNOSTICS INC	COM	74834L100	293	5,808
QUESTAR CORP	COM	748356102	198	11,305
QWEST COMMUNICATIONS INTL IN	COM	749121109	162	25,758
RANGE RES CORP	COM	75281A109	478	12,549
RAYONIER INC	COM	754907103	333	6,642
RAYTHEON CO	COM NEW	755111507	532	11,647
RED HAT INC	COM	756577102	653	15,935
RELIANCE STEEL & ALUMINUM CO	COM	759509102	544	13,089
REPUBLIC SVCS INC	COM	760759100	1,013	33,236
RESMED INC	COM	761152107	281	8,558
ROCKWELL AUTOMATION INC	COM	773903109	1,256	20,340
ROCKWELL COLLINS INC	COM	774341101	1,534	26,335
ROPER INDS INC NEW	COM	776696106	630	9,666
ROSS STORES INC	COM	778296103	300	5,494
ROVI CORP	COM	779376102	554	10,986
SBA COMMUNICATIONS CORP	COM	78388J106	376	9,342
SAIC INC	COM	78390X101	651	40,740
SEI INVESTMENTS CO	COM	784117103	332	16,305
SLM CORP	COM	78442P106	921	79,714
SXC HEALTH SOLUTIONS CORP	COM	78505P100	239	6,540
ST JUDE MED INC	COM	790849103	1,201	30,517
SALESFORCE COM INC	COM	79466L302	3,625	32,421
SALLY BEAUTY HLDGS INC	COM	79546E104	142	12,708
SANDISK CORP	COM	80004C101	679	18,515
SARA LEE CORP	COM	803111103	593	44,181
SCHEIN HENRY INC	COM	806407102	834	14,243
SCHLUMBERGER LTD	COM	806857108	8,517	138,243
SCHWAB CHARLES CORP NEW	COM	808513105	1,555	111,843
SCOTTS MIRACLE GRO CO	CL A	810186106	455	8,800
SEALED AIR CORP NEW	COM	81211K100	239	10,632
SEARS HLDGS CORP	COM	812350106	959	13,297
SEMPRA ENERGY	COM	816851109	900	16,720
SHERWIN WILLIAMS CO	COM	824348106	440	5,851
SIGMA ALDRICH CORP	COM	826552101	754	12,495
SIMON PPTY GROUP INC NEW	COM	828806109	3,321	35,814
SIRIUS XM RADIO INC	COM	82967N108	209	174,417
SONOCO PRODS CO	COM	835495102	259	7,732

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SOUTHERN CO	COM	842587107	1,882	50,535
SOUTHERN COPPER CORP	COM	84265V105	916	26,094
SOUTHWEST AIRLS CO	COM	844741108	287	21,963
SOUTHWESTERN ENERGY CO	COM	845467109	1,284	38,384
SPECTRA ENERGY CORP	COM	847560109	1,447	64,149
SPRINT NEXTEL CORP	COM SER 1	852061100	801	173,011
STANLEY BLACK & DECKER INC	COM	854502101	240	3,910
STAPLES INC	COM	855030102	1,312	62,731
STARBUCKS CORP	COM	855244109	3,486	136,448
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,319	25,107
STATE STR CORP	COM	857477103	1,024	27,201
STERICYCLE INC	COM	858912108	264	3,803
STRYKER CORP	COM	863667101	1,115	22,281
SUNTRUST BKS INC	COM	867914103	673	26,068
SYMANTEC CORP	COM	871503108	1,461	96,563
SYSCO CORP	COM	871829107	758	26,595
TCF FINL CORP	COM	872275102	175	10,800
TD AMERITRADE HLDG CORP	COM	87236Y108	565	34,983
TECO ENERGY INC	COM	872375100	233	13,441
TJX COS INC NEW	COM	872540109	2,987	66,922
TARGET CORP	COM	87612E106	5,169	96,734
TECH DATA CORP	COM	878237106	246	6,109
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	284	20,200
TELEPHONE & DATA SYS INC	COM	879433100	358	10,923
TELLABS INC	COM	879664100	257	34,533
TENET HEALTHCARE CORP	COM	88033G100	74	15,727
TERADATA CORP DEL	COM	88076W103	459	11,912
TEXAS INSTRS INC	COM	882508104	5,062	186,530
TEXTRON INC	COM	883203101	331	16,096
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,373	28,684
THOMAS & BETTS CORP	COM	884315102	501	12,225
THOMSON REUTERS CORP	COM	884903105	205	5,467
THORATEC CORP	COM NEW	885175307	212	5,733
3M CO	COM	88579Y101	7,780	89,728
TIFFANY & CO NEW	COM	886547108	265	5,633
TIME WARNER INC	COM NEW	887317303	2,598	84,759
TIME WARNER CABLE INC	COM	88732J207	396	7,332
TORCHMARK CORP	COM	891027104	273	5,132
TORO CO	COM	891092108	375	6,669
TRAVELERS COMPANIES INC	COM	89417E109	3,425	65,742
TUPPERWARE BRANDS CORP	COM	899896104	319	6,972
US BANCORP DEL	COM NEW	902973304	2,710	125,364
URS CORP NEW	COM	903236107	520	13,688
ULTRA PETROLEUM CORP	COM	903914109	551	13,114
UNION PAC CORP	COM	907818108	2,679	32,749
UNITED PARCEL SERVICE INC	CL B	911312106	5,949	89,202
UNITED STATES CELLULAR CORP	COM	911684108	339	7,374
UNITED STATES STL CORP NEW	COM	912909108	497	11,344
UNITED TECHNOLOGIES CORP	COM	913017109	6,848	96,143
UNITEDHEALTH GROUP INC	COM	91324P102	3,640	103,685
UNUM GROUP	COM	91529Y106	897	40,510
VALERO ENERGY CORP NEW	COM	91913Y100	731	41,744
VALSPAR CORP	COM	920355104	253	7,929
VARIAN MED SYS INC	COM	92220P105	1,011	16,710
VERISIGN INC	COM	92343E102	260	8,198
VERIZON COMMUNICATIONS INC	COM	92343V104	43,363	1,330,548
VERTEX PHARMACEUTICALS INC	COM	92532F100	582	16,822
VIACOM INC NEW	CL B	92553P201	1,185	32,731
VIRGIN MEDIA INC	COM	92769L101	282	12,219
VISA INC	COM CL A	92826C839	4,082	54,971
VMWARE INC	CL A COM	928563402	282	3,318
VORNADO RLTY TR	SH BEN INT	929042109	728	8,511

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WADDELL & REED FINL INC	CL A	930059100	520	19,000
WAL MART STORES INC	COM	931142103	11,888	222,122
WALGREEN CO	COM	931422109	4,121	123,026
WASTE MGMT INC DEL	COM	94106L109	906	25,350
WATERS CORP	COM	941848103	641	9,054
WELLPOINT INC	COM	94973V107	2,847	50,269
WELLS FARGO & CO NEW	COM	949746101	7,019	279,491
WESCO INTL INC	COM	95082P105	237	6,033
WESTAR ENERGY INC	COM	95709T100	352	14,535
WESTERN DIGITAL CORP	COM	958102105	874	30,769
WESTERN UN CO	COM	959802109	1,383	78,259
WEYERHAEUSER CO	COM	962166104	169	10,748
WHIRLPOOL CORP	COM	963320106	324	4,005
WHOLE FOODS MKT INC	COM	966837106	233	6,282
WILLIAMS COS INC DEL	COM	969457100	207	10,839
WISCONSIN ENERGY CORP	COM	976657106	269	4,652
WYNN RESORTS LTD	COM	983134107	1,919	22,120
XCEL ENERGY INC	COM	98389B100	376	16,374
XILINX INC	COM	983919101	331	12,416
XEROX CORP	COM	984121103	391	37,793
YAHOO INC	COM	984332106	1,455	102,657
YUM BRANDS INC	COM	988498101	2,886	62,650
ZIMMER HLDGS INC	COM	98956P102	723	13,823
TOTAL			1,021,993	