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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
November 14, 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: September 30, 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: 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<br>-----<br>[Signature] | Basking Ridge, New Jersey<br>-----<br>[City, State] | November 13, 2012<br>-----<br>[Date] |
|---|---|--------------------------------------|

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report )
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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Form 13F SUMMARY PAGE

Report summary:

|   |             |
|---|-------------|
| Number of Other Included Managers:      | 1           |
| Form 13F Information Table Entry Total: | 446         |
| Form 13F Information Table Value Total: | 284,050.00  |
|   | (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.

Verizon Investment Management Corp.  
 FORM 13F-SOLE INSTR V. NONE AUTHORITY  
 30-Sep-12

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP NUMBER | FAIR MKT VALUE (000) | PRINCIPAL AMOUNT | INVESTMENT DISC |        | S O |
|------------------------------|----------------|--------------|----------------------|------------------|-----------------|--------|-----|
|                              |                |              |                      |                  | SOLE            | SHARED |     |
| AIRCASTLE LTD                | COM            | G0129K104    | 244                  | 21,569           | X               |        |     |
| ALKERMES PLC                 | SHS            | G01767105    | 220                  | 10,610           | X               |        |     |
| CREDICORP LTD                | COM            | G2519Y108    | 517                  | 4,130            | X               |        |     |
| ENSCO PLC                    | SHS CLASS A    | G3157S106    | 518                  | 9,500            | X               |        |     |
| GENPACT LIMITED              | SHS            | G3922B107    | 459                  | 27,500           | X               |        |     |
| HERBALIFE LTD                | COM USD SHS    | G4412G101    | 611                  | 12,900           | X               |        |     |
| INVESCO LTD                  | SHS            | G491BT108    | 592                  | 23,700           | X               |        |     |
| JAZZ PHARMACEUTICALS PLC     | SHS USD        | G50871105    | 659                  | 11,560           | X               |        |     |
| ROWAN COMPANIES PLC          | SHS CL A       | G7665A101    | 799                  | 23,670           | X               |        |     |
| SIGNET JEWELERS LIMITED      | SHS            | G81276100    | 670                  | 13,740           | X               |        |     |
| VANTAGE DRILLING COMPANY     | ORD SHS        | G93205113    | 43                   | 23,200           | X               |        |     |
| FOSTER WHEELER AG            | COM            | H27178104    | 435                  | 18,140           | X               |        |     |
| PACIFIC DRILLING SA LUXEMBOU | REG SHS        | L7257P106    | 285                  | 28,600           | X               |        |     |
| CHECK POINT SOFTWARE TECH LT | ORD            | M22465104    | 313                  | 6,500            | X               |        |     |
| CLICKSOFTWARE TECHNOLOGIES L | ORD            | M25082104    | 445                  | 57,800           | X               |        |     |
| MELLANOX TECHNOLOGIES LTD    | SHS            | M51363113    | 551                  | 5,430            | X               |        |     |
| LYONDELLBASELL INDUSTRIES N  | SHS - A -      | N53745100    | 1,059                | 20,500           | X               |        |     |
| NXP SEMICONDUCTORS N V       | COM            | N6596X109    | 618                  | 24,700           | X               |        |     |
| TRONOX LTD                   | SHS CL A       | Q9235V101    | 276                  | 12,200           | X               |        |     |
| AEP INDS INC                 | COM            | 001031103    | 204                  | 3,375            | X               |        |     |
| AZZ INC                      | COM            | 002474104    | 206                  | 5,430            | X               |        |     |

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|                                 |                   |           |       |        |   |
|---------------------------------|-------------------|-----------|-------|--------|---|
| ACCELRY'S INC                   | COM               | 00430U103 | 157   | 18,110 | X |
| ACI WORLDWIDE INC               | COM               | 004498101 | 318   | 7,530  | X |
| ACORDA THERAPEUTICS INC         | COM               | 00484M106 | 228   | 8,893  | X |
| ACTUATE CORP                    | COM               | 00508B102 | 89    | 12,618 | X |
| ADOBE SYS INC                   | COM               | 00724F101 | 744   | 22,940 | X |
| ADTRAN INC                      | COM               | 00738A106 | 238   | 13,780 | X |
| ADVANCE AUTO PARTS INC          | COM               | 00751Y106 | 1,063 | 15,530 | X |
| AEROPOSTALE                     | COM               | 007865108 | 146   | 10,760 | X |
| AGENUS INC                      | COM NEW           | 00847G705 | 58    | 12,588 | X |
| AIR METHODS CORP                | COM PAR \$ .06    | 009128307 | 295   | 2,470  | X |
| AIR TRANSPORT SERVICES<br>GRP I | COM               | 00922R105 | 74    | 16,780 | X |
| AKORN INC                       | COM               | 009728106 | 135   | 10,210 | X |
| ALASKA AIR GROUP INC            | COM               | 011659109 | 265   | 7,560  | X |
| ALIGN TECHNOLOGY INC            | COM               | 016255101 | 313   | 8,460  | X |
| ALTERA CORP                     | COM               | 021441100 | 298   | 8,750  | X |
| AMARIN CORP PLC                 | SPONS ADR NEW     | 023111206 | 385   | 30,600 | X |
| AMAZON COM INC                  | COM               | 023135106 | 572   | 2,250  | X |
| AMERICAN CAMPUS CMNTYS<br>INC   | COM               | 024835100 | 670   | 15,270 | X |
| AMERICAN EQTY INVT LIFE<br>HLD  | COM               | 025676206 | 575   | 49,430 | X |
| AMERICAN GREETINGS CORP         | CL A              | 026375105 | 173   | 10,300 | X |
| AMERISTAR CASINOS INC           | COM               | 03070Q101 | 428   | 24,062 | X |
| ANIXTER INTL INC                | COM               | 035290105 | 294   | 5,110  | X |
| ANN INC                         | COM               | 035623107 | 243   | 6,450  | X |
| APACHE CORP                     | COM               | 037411105 | 405   | 4,680  | X |
| APPLE INC                       | COM               | 037833100 | 5,637 | 8,450  | X |
| APPLIED INDL<br>TECHNOLOGIES IN | COM               | 03820C105 | 294   | 7,100  | X |
| ARENA PHARMACEUTICALS<br>INC    | COM               | 040047102 | 202   | 24,300 | X |
| ARMSTRONG WORLD INDS INC<br>NEW | COM               | 04247X102 | 307   | 6,610  | X |
| ASCENA RETAIL GROUP INC         | COM               | 04351G101 | 791   | 36,892 | X |
| ASHFORD HOSPITALITY TR<br>INC   | COM SHS           | 044103109 | 345   | 41,120 | X |
| ASHLAND INC NEW                 | COM               | 044209104 | 2,966 | 41,430 | X |
| ASPEN TECHNOLOGY INC            | COM               | 045327103 | 607   | 23,480 | X |
| ASSISTED LIVING CONCPT<br>NEV N | CL A NEW          | 04544X300 | 92    | 12,030 | X |
| ATHENAHEALTH INC                | COM               | 04685W103 | 372   | 4,049  | X |
| AVIS BUDGET GROUP               | COM               | 053774105 | 247   | 16,050 | X |
| B & G FOODS INC NEW             | COM               | 05508R106 | 265   | 8,750  | X |
| BOFI HLDG INC                   | COM               | 05566U108 | 216   | 8,291  | X |
| BANCO SANTANDER CHILE<br>NEW    | SP ADR<br>REP COM | 05965X109 | 264   | 3,600  | X |
| BANK NOVA SCOTIA HALIFAX        | COM               | 064149107 | 1,513 | 27,601 | X |
| BANKUNITED INC                  | COM               | 06652K103 | 243   | 9,880  | X |
| BAXTER INTL INC                 | COM               | 071813109 | 680   | 11,290 | X |
| BBCN BANCORP INC                | COM               | 073295107 | 128   | 10,140 | X |
| BELO CORP                       | COM SER A         | 080555105 | 79    | 10,150 | X |
| BERRY PETE CO                   | CL A              | 085789105 | 1,022 | 25,150 | X |
| BIOMARIN PHARMACEUTICAL<br>INC  | COM               | 09061G101 | 624   | 15,500 | X |
| BIOGEN IDEC INC                 | COM               | 09062X103 | 270   | 1,810  | X |
| BIOSCRIP INC                    | COM               | 09069N108 | 129   | 14,205 | X |
| BLACKROCK INC                   | COM               | 09247X101 | 408   | 2,290  | X |
| BLOUNT INTL INC NEW             | COM               | 095180105 | 373   | 28,370 | X |
| BLUCORA INC                     | COM               | 095229100 | 223   | 12,520 | X |
| BODY CENT CORP                  | COM               | 09689U102 | 192   | 18,327 | X |
| BRINKER INTL INC                | COM               | 109641100 | 220   | 6,246  | X |

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|                                 |                   |           |       |         |   |
|---------------------------------|-------------------|-----------|-------|---------|---|
| BROADCOM CORP                   | CL A              | 111320107 | 1,221 | 35,310  | X |
| BROOKFIELD ASSET MGMT<br>INC    | CL A<br>LTD VT SH | 112585104 | 604   | 17,500  | X |
| BRUNSWICK CORP                  | COM               | 117043109 | 241   | 10,650  | X |
| CBL & ASSOC PPTYS INC           | COM               | 124830100 | 275   | 12,890  | X |
| CBRE GROUP INC                  | CL A              | 12504L109 | 196   | 10,660  | X |
| CF INDS HLDGS INC               | COM               | 125269100 | 240   | 1,080   | X |
| CME GROUP INC                   | COM               | 12572Q105 | 427   | 7,450   | X |
| CSX CORP                        | COM               | 126408103 | 398   | 19,160  | X |
| CVS CAREMARK CORPORATION        | COM               | 126650100 | 2,420 | 49,970  | X |
| CABELAS INC                     | COM               | 126804301 | 343   | 6,267   | X |
| CAL MAINE FOODS INC             | COM NEW           | 128030202 | 220   | 4,900   | X |
| CALAMOS ASSET MGMT INC          | CL A              | 12811R104 | 188   | 16,144  | X |
| CALAMP CORP                     | COM               | 128126109 | 165   | 20,050  | X |
| CALLIDUS SOFTWARE INC           | COM               | 13123E500 | 210   | 42,560  | X |
| CAMECO CORP                     | COM               | 13321L108 | 1,172 | 60,260  | X |
| CAMERON INTERNATIONAL<br>CORP   | COM               | 13342B105 | 270   | 4,810   | X |
| CAPITAL ONE FINL CORP           | COM               | 14040H105 | 1,370 | 24,030  | X |
| CAPITALSOURCE INC               | COM               | 14055X102 | 328   | 43,304  | X |
| CARDTRONICS INC                 | COM               | 14161H108 | 378   | 12,700  | X |
| CARLISLE COS INC                | COM               | 142339100 | 757   | 14,580  | X |
| CARMIKE CINEMAS INC             | COM               | 143436400 | 135   | 11,973  | X |
| CASEYS GEN STORES INC           | COM               | 147528103 | 383   | 6,710   | X |
| CATAMARAN CORP                  | COM               | 148887102 | 229   | 2,333   | X |
| CATERPILLAR INC DEL             | COM               | 149123101 | 849   | 9,870   | X |
| CEMEX SAB DE CV                 | SPON ADR NEW      | 151290889 | 357   | 42,828  | X |
| CENTENE CORP DEL                | COM               | 15135B101 | 299   | 8,000   | X |
| CENTURYLINK INC                 | COM               | 156700106 | 675   | 16,713  | X |
| CERUS CORP                      | COM               | 157085101 | 139   | 41,013  | X |
| CHARLES RIV LABS INTL<br>INC    | COM               | 159864107 | 358   | 9,040   | X |
| CHEESECAKE FACTORY INC          | COM               | 163072101 | 272   | 7,600   | X |
| CHEMED CORP NEW                 | COM               | 16359R103 | 296   | 4,268   | X |
| CHEVRON CORP NEW                | COM               | 166764100 | 1,372 | 11,770  | X |
| CINEMARK HOLDINGS INC           | COM               | 17243V102 | 909   | 40,530  | X |
| CISCO SYS INC                   | COM               | 17275R102 | 592   | 31,000  | X |
| CIRRUS LOGIC INC                | COM               | 172755100 | 543   | 14,150  | X |
| CLEARWIRE CORP NEW              | CL A              | 18538Q105 | 27    | 19,980  | X |
| COACH INC                       | COM               | 189754104 | 361   | 6,440   | X |
| COGENT COMM GROUP INC           | COM NEW           | 19239V302 | 408   | 17,760  | X |
| COGNIZANT TECHNOLOGY<br>SOLUTIO | CL A              | 192446102 | 1,124 | 16,080  | X |
| COINSTAR INC                    | COM               | 19259P300 | 346   | 7,700   | X |
| COLFAX CORP                     | COM               | 194014106 | 1,249 | 34,070  | X |
| COMMVAULT SYSTEMS INC           | COM               | 204166102 | 449   | 7,650   | X |
| COMPANHIA DE BEBIDAS DAS<br>AME | SPON ADR PFD      | 20441W203 | 823   | 21,500  | X |
| COMPANIA DE MINAS<br>BUENAVENTU | SPONSORED ADR     | 204448104 | 365   | 9,370   | X |
| COMPUWARE CORP                  | COM               | 205638109 | 1,029 | 104,070 | X |
| COOPER TIRE & RUBR CO           | COM               | 216831107 | 518   | 27,000  | X |
| CORESITE RLTY CORP              | COM               | 21870Q105 | 434   | 16,100  | X |
| CRACKER BARREL OLD CTRY<br>STOR | COM               | 22410J106 | 309   | 4,600   | X |
| CROCS INC                       | COM               | 227046109 | 175   | 10,810  | X |
| CROSSTEX ENERGY INC             | COM               | 22765Y104 | 141   | 10,028  | X |
| CUBESMART                       | COM               | 229663109 | 442   | 34,310  | X |
| CUBIST PHARMACEUTICALS<br>INC   | COM               | 229678107 | 606   | 12,706  | X |
| CUMMINS INC                     | COM               | 231021106 | 787   | 8,530   | X |
| CURIS INC                       | COM               | 231269101 | 71    | 17,254  | X |

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|                                  |                   |           |       |         |   |
|----------------------------------|-------------------|-----------|-------|---------|---|
| CYBERONICS INC                   | COM               | 23251P102 | 268   | 5,120   | X |
| CYTEC INDS INC                   | COM               | 232820100 | 383   | 5,840   | X |
| DFC GLOBAL CORP                  | COM               | 23324T107 | 750   | 43,725  | X |
| DSW INC                          | CL A              | 23334L102 | 536   | 8,038   | X |
| DXP ENTERPRISES INC NEW          | COM NEW           | 233377407 | 1,416 | 29,632  | X |
| DANA HLDG CORP                   | COM               | 235825205 | 123   | 10,020  | X |
| DANAHER CORP DEL                 | COM               | 235851102 | 765   | 13,880  | X |
| DATALINK CORP                    | COM               | 237934104 | 224   | 27,088  | X |
| DELEK US HLDGS INC               | COM               | 246647101 | 335   | 13,140  | X |
| DENBURY RES INC                  | COM NEW           | 247916208 | 1,339 | 82,870  | X |
| DENDREON CORP                    | COM               | 24823Q107 | 51    | 10,520  | X |
| DENNYS CORP                      | COM               | 24869P104 | 488   | 100,740 | X |
| DEPOMED INC                      | COM               | 249908104 | 73    | 12,300  | X |
| DESTINATION MATERNITY<br>CORP    | COM               | 25065D100 | 292   | 15,600  | X |
| DILLARDS INC                     | CL A              | 254067101 | 238   | 3,290   | X |
| DINEEQUITY INC                   | COM               | 254423106 | 233   | 4,160   | X |
| DISH NETWORK CORP                | CL A              | 25470M109 | 341   | 11,130  | X |
| DOMINOS PIZZA INC                | COM               | 25754A201 | 281   | 7,460   | X |
| DOUGLAS EMMETT INC               | COM               | 25960P109 | 308   | 13,330  | X |
| DUSA PHARMACEUTICALS INC         | COM               | 266898105 | 111   | 16,386  | X |
| DYNAVAX TECHNOLOGIES<br>CORP     | COM               | 268158102 | 90    | 18,860  | X |
| EAGLE BANCORP INC MD             | COM               | 268948106 | 191   | 11,441  | X |
| E TRADE FINANCIAL CORP           | COM NEW           | 269246401 | 145   | 16,440  | X |
| EBAY INC                         | COM               | 278642103 | 677   | 14,000  | X |
| EBIX INC                         | COM NEW           | 278715206 | 484   | 20,490  | X |
| ECOLAB INC                       | COM               | 278865100 | 795   | 12,270  | X |
| EDISON INTL                      | COM               | 281020107 | 848   | 18,550  | X |
| EDUCATION RLTY TR INC            | COM               | 28140H104 | 195   | 17,920  | X |
| EMCOR GROUP INC                  | COM               | 29084Q100 | 533   | 18,660  | X |
| ENCORE CAP GROUP INC             | COM               | 292554102 | 434   | 15,370  | X |
| ENSIGN GROUP INC                 | COM               | 29358P101 | 205   | 6,690   | X |
| EQUITY LIFESTYLE PPTYS<br>INC    | COM               | 29472R108 | 360   | 5,290   | X |
| EXAR CORP                        | COM               | 300645108 | 120   | 15,040  | X |
| EXLSERVICE HOLDINGS INC          | COM               | 302081104 | 480   | 16,280  | X |
| EXPEDIA INC DEL                  | COM NEW           | 30212P303 | 235   | 4,065   | X |
| EXPRESS INC                      | COM               | 30219E103 | 479   | 32,320  | X |
| EXPRESS SCRIPTS HLDG CO          | COM               | 30219G108 | 614   | 9,810   | X |
| EZCORP INC                       | CL A NON VTG      | 302301106 | 681   | 29,720  | X |
| EXXON MOBIL CORP                 | COM               | 30231G102 | 593   | 6,480   | X |
| FXCM INC                         | COM CL A          | 302693106 | 355   | 37,160  | X |
| FAIR ISAAC CORP                  | COM               | 303250104 | 438   | 9,890   | X |
| FELCOR LODGING TR INC            | COM               | 31430F101 | 88    | 18,560  | X |
| FIESTA RESTAURANT GROUP<br>INC   | COM               | 31660B101 | 444   | 27,990  | X |
| FIRST FINL HLDGS INC             | COM               | 320239106 | 170   | 13,097  | X |
| FLEETCOR TECHNOLOGIES<br>INC     | COM               | 339041105 | 308   | 6,880   | X |
| FLOTEK INDS INC DEL              | COM               | 343389102 | 136   | 10,700  | X |
| FLOWERVE CORP                    | COM               | 34354P105 | 258   | 2,020   | X |
| FOMENTO ECONOMICO<br>MEXICANO S  | SPON<br>ADR UNITS | 344419106 | 414   | 4,504   | X |
| FOREST CITY ENTERPRISES<br>INC   | CL A              | 345550107 | 360   | 22,710  | X |
| FORRESTER RESH INC               | COM               | 346563109 | 206   | 7,167   | X |
| FORUM ENERGY<br>TECHNOLOGIES IN  | COM               | 34984V100 | 213   | 8,770   | X |
| FREEMPORT-MCMORAN COPPER<br>& GO | COM               | 35671D857 | 418   | 10,560  | X |
| FRONTIER COMMUNICATIONS          |                   |           |       |         |   |

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|                                 |               |           |       |         |   |
|---------------------------------|---------------|-----------|-------|---------|---|
| CORP                            | COM           | 35906A108 | 603   | 122,730 | X |
| FURMANITE CORPORATION           | COM           | 361086101 | 249   | 43,760  | X |
| GFI GROUP INC                   | COM           | 361652209 | 146   | 45,910  | X |
| GT ADVANCED TECHNOLOGIES<br>INC | COM           | 36191U106 | 117   | 21,530  | X |
| GENERAL CABLE CORP DEL<br>NEW   | COM           | 369300108 | 288   | 9,800   | X |
| GENERAL ELECTRIC CO             | COM           | 369604103 | 430   | 18,930  | X |
| GENERAL MTRS CO                 | COM           | 37045V100 | 397   | 17,470  | X |
| GENESEEE & WYO INC              | CL A          | 371559105 | 369   | 5,520   | X |
| GENOMIC HEALTH INC              | COM           | 37244C101 | 398   | 11,460  | X |
| GENTHERM INC                    | COM           | 37253A103 | 147   | 11,843  | X |
| GILEAD SCIENCES INC             | COM           | 375558103 | 2,138 | 32,240  | X |
| GILDAN ACTIVEWEAR INC           | COM           | 375916103 | 437   | 13,800  | X |
| GLADSTONE CAPITAL CORP          | COM           | 376535100 | 119   | 13,590  | X |
| GLATFELTER                      | COM           | 377316104 | 193   | 10,850  | X |
| GLOBAL CASH ACCESS HLDGS<br>INC | COM           | 378967103 | 303   | 37,590  | X |
| GLOBAL PMTS INC                 | COM           | 37940X102 | 467   | 11,170  | X |
| GOOGLE INC                      | CL A          | 38259P508 | 3,403 | 4,510   | X |
| GRIFOLS S A                     | SP ADR        |           |       |         |   |
|                                 | REP B N       | 398438408 | 420   | 18,400  | X |
| GRUPO TELEVISIA SA              | SPON ADR      |           |       |         |   |
|                                 | REP O         | 40049J206 | 362   | 15,385  | X |
| HDFC BANK LTD                   | ADR REPS 3    |           |       |         |   |
|                                 | SHS           | 40415F101 | 1,307 | 34,787  | X |
| HSBC HLDGS PLC                  | SPON ADR NEW  | 404280406 | 1,825 | 39,278  | X |
| HSN INC                         | COM           | 404303109 | 271   | 5,530   | X |
| HACKETT GROUP INC               | COM           | 404609109 | 90    | 21,630  | X |
| HAEMONETICS CORP                | COM           | 405024100 | 256   | 3,190   | X |
| HALCON RES CORP                 | COM NEW       | 40537Q209 | 109   | 14,910  | X |
| HALOZYME THERAPEUTICS<br>INC    | COM           | 40637H109 | 103   | 13,660  | X |
| HANGER INC                      | COM NEW       | 41043F208 | 770   | 26,980  | X |
| HARVARD BIOSCIENCE INC          | COM           | 416906105 | 174   | 41,080  | X |
| HEALTHSOUTH CORP                | COM NEW       | 421924309 | 700   | 29,085  | X |
| HEADWATERS INC                  | COM           | 42210P102 | 93    | 14,120  | X |
| HEARTLAND PMT SYS INC           | COM           | 42235N108 | 281   | 8,882   | X |
| HECKMANN CORP                   | COM           | 422680108 | 124   | 29,500  | X |
| HEICO CORP NEW                  | COM           | 422806109 | 212   | 5,468   | X |
| HEWLETT PACKARD CO              | COM           | 428236103 | 223   | 13,060  | X |
| HI-TECH PHARMACAL INC           | COM           | 42840B101 | 248   | 7,480   | X |
| HIBBETT SPORTS INC              | COM           | 428567101 | 407   | 6,850   | X |
| HOME DEPOT INC                  | COM           | 437076102 | 1,305 | 21,620  | X |
| HONEYWELL INTL INC              | COM           | 438516106 | 1,037 | 17,350  | X |
| HOSPIRA INC                     | COM           | 441060100 | 870   | 26,511  | X |
| HOT TOPIC INC                   | COM           | 441339108 | 201   | 23,050  | X |
| HUNTINGTON BANCSHARES<br>INC    | COM           | 446150104 | 576   | 83,490  | X |
| IDT CORP                        | CL B NEW      | 448947507 | 141   | 13,740  | X |
| ISTAR FINL INC                  | COM           | 45031U101 | 177   | 21,418  | X |
| IXIA                            | COM           | 45071R109 | 268   | 16,700  | X |
| ICON PUB LTD CO                 | SPONSORED ADR | 45103T107 | 478   | 19,600  | X |
| IDENIX PHARMACEUTICALS<br>INC   | COM           | 45166R204 | 89    | 19,530  | X |
| IMMUNOCELLULAR<br>THERAPEUTICS  | COM           | 452536105 | 37    | 13,280  | X |
| IMPAX LABORATORIES INC          | COM           | 45256B101 | 274   | 10,570  | X |
| INGREDION INC                   | COM           | 457187102 | 282   | 5,110   | X |
| INNERWORKINGS INC               | COM           | 45773Y105 | 191   | 14,700  | X |
| INTERACTIVE BROKERS<br>GROUP IN | COM           | 45841N107 | 656   | 46,819  | X |

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|                                 |               |           |       |         |   |
|---------------------------------|---------------|-----------|-------|---------|---|
| INTERVAL LEISURE GROUP<br>INC   | COM           | 46113M108 | 228   | 12,060  | X |
| INTRALINKS HLDGS INC            | COM           | 46118H104 | 125   | 19,110  | X |
| ION GEOPHYSICAL CORP            | COM           | 462044108 | 84    | 12,110  | X |
| ITAU UNIBANCO HLDG SA           | SPON ADR      |           |       |         |   |
|                                 | REP P         | 465562106 | 1,113 | 72,813  | X |
| JDA SOFTWARE GROUP INC          | COM           | 46612K108 | 755   | 23,760  | X |
| JPMORGAN CHASE & CO             | COM           | 46625H100 | 1,337 | 33,020  | X |
| JARDEN CORP                     | COM           | 471109108 | 1,093 | 20,690  | X |
| JONES LANG LASALLE INC          | COM           | 48020Q107 | 478   | 6,260   | X |
| JOS A BANK CLOTHIERS INC        | COM           | 480838101 | 376   | 7,755   | X |
| JUNIPER NETWORKS INC            | COM           | 48203R104 | 292   | 17,090  | X |
| KIT DIGITAL INC                 | COM NEW       | 482470200 | 374   | 124,712 | X |
| KKR FINANCIAL HLDGS LLC         | NOTE 7.500% 1 | 48248AAD0 | 732   | 490,000 | X |
| KKR FINANCIAL HLDGS LLC         | COM           | 48248A306 | 3,263 | 324,700 | X |
| KELLOGG CO                      | COM           | 487836108 | 345   | 6,670   | X |
| KEY TRONICS CORP                | COM           | 493144109 | 216   | 21,746  | X |
| KEYCORP NEW                     | COM           | 493267108 | 339   | 38,780  | X |
| KINDER MORGAN INC DEL           | *W EXP        |           |       |         |   |
|                                 | 05/25/2       | 49456B119 | 37    | 10,625  | X |
| KOPPERS HOLDINGS INC            | COM           | 50060P106 | 293   | 8,393   | X |
| KRAFT FOODS INC                 | CL A          | 50075N104 | 744   | 17,990  | X |
| LATTICE SEMICONDUCTOR<br>CORP   | COM           | 518415104 | 55    | 14,390  | X |
| LEAPFROG ENTERPRISES INC        | CL A          | 52186N106 | 202   | 22,407  | X |
| LIBBEY INC                      | COM           | 529898108 | 304   | 19,236  | X |
| LIONBRIDGE TECHNOLOGIES<br>INC  | COM           | 536252109 | 124   | 35,210  | X |
| LIVEPERSON INC                  | COM           | 538146101 | 304   | 16,760  | X |
| MDC PARTNERS INC                | CL A SUB VTG  | 552697104 | 147   | 11,908  | X |
| MTS SYS CORP                    | COM           | 553777103 | 272   | 5,074   | X |
| MWI VETERINARY SUPPLY<br>INC    | COM           | 55402X105 | 231   | 2,170   | X |
| MA COM TECHNOLOGY<br>SOLUTIONS  | COM           | 55405Y100 | 384   | 30,200  | X |
| MACERICH CO                     | COM           | 554382101 | 263   | 4,600   | X |
| MADDEN STEVEN LTD               | COM           | 556269108 | 363   | 8,310   | X |
| MANULIFE FINL CORP              | COM           | 56501R106 | 1,423 | 118,185 | X |
| MARATHON PETE CORP              | COM           | 56585A102 | 612   | 11,220  | X |
| MARKET VECTORS ETF TR           | GOLD MINER    |           |       |         |   |
|                                 | ETF           | 57060U100 | 362   | 6,742   | X |
| MAXYGEN INC                     | COM           | 577776107 | 111   | 41,899  | X |
| MAXIMUS INC                     | COM           | 577933104 | 890   | 14,910  | X |
| MCDONALDS CORP                  | COM           | 580135101 | 1,438 | 15,670  | X |
| MEAD JOHNSON NUTRITION<br>CO    | COM           | 582839106 | 1,057 | 14,425  | X |
| MEDICIS PHARMACEUTICAL<br>CORP  | CL A NEW      | 584690309 | 223   | 5,150   | X |
| MEDIVATION INC                  | COM           | 58501N101 | 1,185 | 21,030  | X |
| MEDNAX INC                      | COM           | 58502B106 | 928   | 12,460  | X |
| MEDTRONIC INC                   | COM           | 585055106 | 758   | 17,590  | X |
| MENTOR GRAPHICS CORP            | COM           | 587200106 | 652   | 42,133  | X |
| MERCK & CO INC NEW              | COM           | 58933Y105 | 665   | 14,750  | X |
| METLIFE INC                     | COM           | 59156R108 | 554   | 16,090  | X |
| METROPOLITAN HEALTH<br>NETWORKS | COM           | 592142103 | 155   | 16,610  | X |
| MICROSTRATEGY INC               | CL A NEW      | 594972408 | 265   | 1,980   | X |
| MICRON TECHNOLOGY INC           | NOTE 1.500% 8 | 595112AQ6 | 324   | 360,000 | X |
| MIDDLEBY CORP                   | COM           | 596278101 | 213   | 1,843   | X |
| MONOLITHIC PWR SYS INC          | COM           | 609839105 | 523   | 26,500  | X |
| MULTI COLOR CORP                | COM           | 625383104 | 793   | 34,219  | X |
| MULTIMEDIA GAMES HLDG CO        |               |           |       |         |   |

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|                                 |                   |           |       |         |   |
|---------------------------------|-------------------|-----------|-------|---------|---|
| INC                             | COM               | 625453105 | 185   | 11,730  | X |
| MYERS INDS INC                  | COM               | 628464109 | 311   | 19,882  | X |
| MYLAN INC                       | NOTE 3.750% 9     | 628530AJ6 | 653   | 341,000 | X |
| NCR CORP NEW                    | COM               | 62886E108 | 416   | 17,860  | X |
| NII HLDGS INC                   | CL B NEW          | 62913F201 | 132   | 16,800  | X |
| NASDAQ OMX GROUP INC            | COM               | 631103108 | 571   | 24,510  | X |
| NATIONAL CINEMEDIA INC          | COM               | 635309107 | 276   | 16,890  | X |
| NATIONAL OILWELL VARCO<br>INC   | COM               | 637071101 | 549   | 6,850   | X |
| NATIONAL PENN BANCSHARES<br>INC | COM               | 637138108 | 214   | 23,500  | X |
| NATIONSTAR MTG HLDGS INC        | COM               | 63861C109 | 534   | 16,080  | X |
| NEUROCRINE BIOSCIENCES<br>INC   | COM               | 64125C109 | 205   | 25,630  | X |
| NEWCASTLE INVT CORP             | COM               | 65105M108 | 91    | 12,030  | X |
| NEXSTAR BROADCASTING<br>GROUP I | CL A              | 65336K103 | 120   | 11,342  | X |
| NICE SYS LTD                    | SPONSORED ADR     | 653656108 | 1,633 | 49,157  | X |
| NIKE INC                        | CL B              | 654106103 | 659   | 6,940   | X |
| NORTHSTAR RLTY FIN CORP         | COM               | 66704R100 | 354   | 55,710  | X |
| OSI SYSTEMS INC                 | COM               | 671044105 | 218   | 2,800   | X |
| OYO GEOSPACE CORP               | COM               | 671074102 | 432   | 3,530   | X |
| OCCIDENTAL PETE CORP DEL        | COM               | 674599105 | 1,042 | 12,110  | X |
| OCWEN FINL CORP                 | COM NEW           | 675746309 | 384   | 14,010  | X |
| OLD DOMINION FGHT LINES<br>INC  | COM               | 679580100 | 271   | 8,985   | X |
| OMNICOM GROUP INC               | COM               | 681919106 | 544   | 10,550  | X |
| ONYX PHARMACEUTICALS INC        | COM               | 683399109 | 1,388 | 16,430  | X |
| OPKO HEALTH INC                 | COM               | 68375N103 | 52    | 12,510  | X |
| ORACLE CORP                     | COM               | 68389X105 | 1,730 | 54,990  | X |
| ORBITZ WORLDWIDE INC            | COM               | 68557K109 | 53    | 20,880  | X |
| OWENS & MINOR INC NEW           | COM               | 690732102 | 387   | 12,961  | X |
| PDL BIOPHARMA INC               | COM               | 69329Y104 | 452   | 58,740  | X |
| PNC FINL SVCS GROUP INC         | COM               | 693475105 | 485   | 7,680   | X |
| PPG INDS INC                    | COM               | 693506107 | 292   | 2,540   | X |
| PACER INTL INC TENN             | COM               | 69373H106 | 163   | 40,984  | X |
| PANTRY INC                      | COM               | 698657103 | 288   | 19,783  | X |
| PARAMETRIC TECHNOLOGY<br>CORP   | COM NEW           | 699173209 | 676   | 31,040  | X |
| PAREXEL INTL CORP               | COM               | 699462107 | 256   | 8,310   | X |
| PARKER HANNIFIN CORP            | COM               | 701094104 | 388   | 4,640   | X |
| PATTERSON COMPANIES INC         | COM               | 703395103 | 355   | 10,360  | X |
| PEPSICO INC                     | COM               | 713448108 | 1,369 | 19,350  | X |
| PETROLEO BRASILEIRO SA<br>PETRO | SP ADR<br>NON VTG | 71654V101 | 248   | 11,256  | X |
| PETROLEO BRASILEIRO SA<br>PETRO | SPONSORED ADR     | 71654V408 | 289   | 12,600  | X |
| PHARMACYCLICS INC               | COM               | 716933106 | 361   | 5,598   | X |
| PFIZER INC                      | COM               | 717081103 | 1,908 | 76,780  | X |
| PHILIP MORRIS INTL INC          | COM               | 718172109 | 1,793 | 19,930  | X |
| PHILLIPS 66                     | COM               | 718546104 | 523   | 11,280  | X |
| PHOTRONICS INC                  | COM               | 719405102 | 114   | 21,280  | X |
| PIER 1 IMPORTS INC              | COM               | 720279108 | 364   | 19,445  | X |
| PILGRIMS PRIDE CORP NEW         | COM               | 72147K108 | 132   | 25,740  | X |
| PLEXUS CORP                     | COM               | 729132100 | 266   | 8,780   | X |
| POLYCOM INC                     | COM               | 73172K104 | 149   | 15,140  | X |
| POOL CORPORATION                | COM               | 73278L105 | 234   | 5,620   | X |
| PORTFOLIO RECOVERY<br>ASSOCS IN | COM               | 73640Q105 | 253   | 2,420   | X |
| PRAXAIR INC                     | COM               | 74005P104 | 317   | 3,050   | X |
| PRECISION CASTPARTS CORP        | COM               | 740189105 | 590   | 3,610   | X |
| PRIMUS                          |                   |           |       |         |   |



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|                                 |                   |           |       |        |   |
|---------------------------------|-------------------|-----------|-------|--------|---|
| TELECOMMUNICATIONS GR           | COM               | 741929301 | 197   | 12,870 | X |
| PROCTER & GAMBLE CO             | COM               | 742718109 | 427   | 6,150  | X |
| PROGRESS SOFTWARE CORP          | COM               | 743312100 | 480   | 22,455 | X |
| QUALCOMM INC                    | COM               | 747525103 | 1,744 | 27,910 | X |
| QUESTCOR PHARMACEUTICALS<br>INC | COM               | 74835Y101 | 206   | 11,170 | X |
| QUINSTREET INC                  | COM               | 74874Q100 | 107   | 12,750 | X |
| RAIT FINANCIAL TRUST            | COM NEW           | 749227609 | 78    | 14,867 | X |
| RTI BIOLOGICS INC               | COM               | 74975N105 | 250   | 59,872 | X |
| RAPTOR PHARMACEUTICAL<br>CORP   | COM               | 75382F106 | 100   | 18,040 | X |
| RAYMOND JAMES FINANCIAL<br>INC  | COM               | 754730109 | 299   | 8,150  | X |
| REDWOOD TR INC                  | COM               | 758075402 | 366   | 25,320 | X |
| REGAL BELOIT CORP               | COM               | 758750103 | 884   | 12,540 | X |
| REGIONS FINANCIAL CORP<br>NEW   | COM               | 7591EP100 | 146   | 20,250 | X |
| REINSURANCE GROUP AMER<br>INC   | COM NEW           | 759351604 | 488   | 8,430  | X |
| REPUBLIC AWYS HLDGS INC         | COM               | 760276105 | 67    | 14,489 | X |
| RESPONSYS INC                   | COM               | 761248103 | 450   | 44,020 | X |
| REVLON INC                      | CL A NEW          | 761525609 | 218   | 14,096 | X |
| RICHARDSON ELECTRS LTD          | COM               | 763165107 | 188   | 15,864 | X |
| RIO TINTO PLC                   | SPONSORED ADR     | 767204100 | 229   | 4,900  | X |
| ROCK-TENN CO                    | CL A              | 772739207 | 1,005 | 13,920 | X |
| ROCKVILLE FINL INC NEW          | COM               | 774188106 | 127   | 10,360 | X |
| ROYAL GOLD INC                  | COM               | 780287108 | 297   | 2,980  | X |
| SBA COMMUNICATIONS CORP         | COM               | 78388J106 | 392   | 6,240  | X |
| SALLY BEAUTY HLDGS INC          | COM               | 79546E104 | 334   | 13,310 | X |
| SCANSOURCE INC                  | COM               | 806037107 | 234   | 7,313  | X |
| SCHLUMBERGER LTD                | COM               | 806857108 | 861   | 11,900 | X |
| SCHWAB CHARLES CORP NEW         | COM               | 808513105 | 456   | 35,670 | X |
| SCICLONE PHARMACEUTICALS<br>INC | COM               | 80862K104 | 172   | 31,062 | X |
| SELECT COMFORT CORP             | COM               | 81616X103 | 221   | 7,025  | X |
| SIGNATURE BK NEW YORK N<br>Y    | COM               | 82669G104 | 243   | 3,620  | X |
| SILGAN HOLDINGS INC             | COM               | 827048109 | 265   | 6,080  | X |
| SINCLAIR BROADCAST GROUP<br>INC | CL A              | 829226109 | 256   | 22,805 | X |
| SIRONA DENTAL SYSTEMS<br>INC    | COM               | 82966C103 | 564   | 9,900  | X |
| SIX FLAGS ENTMT CORP NEW        | COM               | 83001A102 | 211   | 3,588  | X |
| SNYDERS-LANCE INC               | COM               | 833551104 | 337   | 13,480 | X |
| SOCIEDAD QUIMICA MINERA<br>DE C | SPON ADR<br>SER B | 833635105 | 495   | 8,031  | X |
| SOLAZYME INC                    | COM               | 83415T101 | 311   | 27,080 | X |
| SOUTHWEST BANCORP INC<br>OKLA   | COM               | 844767103 | 115   | 10,612 | X |
| SOVRAN SELF STORAGE INC         | COM               | 84610H108 | 418   | 7,220  | X |
| SPECTRUM PHARMACEUTICALS<br>INC | COM               | 84763A108 | 579   | 49,490 | X |
| STAAR SURGICAL CO               | COM PAR \$0.01    | 852312305 | 140   | 18,557 | X |
| STERIS CORP                     | COM               | 859152100 | 287   | 8,100  | X |
| STEWART ENTERPRISES INC         | CL A              | 860370105 | 126   | 14,960 | X |
| STRATEGIC HOTELS &<br>RESORTS I | COM               | 86272T106 | 130   | 21,670 | X |
| STURM RUGER & CO INC            | COM               | 864159108 | 294   | 5,940  | X |
| SUNCOR ENERGY INC NEW           | COM               | 867224107 | 1,241 | 37,774 | X |
| SUSSER HLDGS CORP               | COM               | 869233106 | 238   | 6,570  | X |
| SYNOPSIS INC                    | COM               | 871607107 | 276   | 8,350  | X |
| SYNOVUS FINL CORP               | COM               | 87161C105 | 118   | 49,780 | X |

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|                                  |                   |           |        |           |   |
|----------------------------------|-------------------|-----------|--------|-----------|---|
| SYNTEL INC                       | COM               | 87162H103 | 220    | 3,530     | X |
| SYNTA PHARMACEUTICALS<br>CORP    | COM               | 87162T206 | 320    | 41,980    | X |
| TCF FINL CORP                    | COM               | 872275102 | 608    | 50,880    | X |
| TJX COS INC NEW                  | COM               | 872540109 | 1,108  | 24,740    | X |
| TRW AUTOMOTIVE HLDGS<br>CORP     | COM               | 87264S106 | 391    | 8,940     | X |
| TAIWAN SEMICONDUCTOR MFG<br>LTD  | SPONSORED ADR     | 874039100 | 1,577  | 99,679    | X |
| TAL INTL GROUP INC               | COM               | 874083108 | 366    | 10,770    | X |
| TASER INTL INC                   | COM               | 87651B104 | 80     | 13,200    | X |
| TECH DATA CORP                   | COM               | 878237106 | 252    | 5,570     | X |
| TELULAR CORP                     | COM NEW           | 87970T208 | 134    | 13,568    | X |
| TEMPUR PEDIC INTL INC            | COM               | 88023U101 | 346    | 11,590    | X |
| TENET HEALTHCARE CORP            | COM               | 88033G100 | 84     | 13,380    | X |
| TENNECO INC                      | COM               | 880349105 | 543    | 19,403    | X |
| TEVA PHARMACEUTICAL INDS<br>LTD  | ADR               | 881624209 | 3,969  | 95,853    | X |
| TEXAS CAPITAL BANCSHARES<br>INC  | COM               | 88224Q107 | 429    | 8,640     | X |
| THERAVANCE INC                   | COM               | 88338T104 | 432    | 16,670    | X |
| THRESHOLD PHARMACEUTICAL<br>INC  | COM NEW           | 885807206 | 130    | 17,960    | X |
| TOWN SPORTS INTL HLDGS<br>INC    | COM               | 89214A102 | 254    | 20,530    | X |
| TRANSCRYPT<br>PHARMACEUTICALS IN | COM               | 89354M106 | 57     | 10,765    | X |
| TRIMAS CORP                      | COM NEW           | 896215209 | 353    | 14,650    | X |
| TRIUSTR THERAPEUTICS INC         | COM               | 89685K100 | 93     | 15,910    | X |
| TUPPERWARE BRANDS CORP           | COM               | 899896104 | 696    | 12,980    | X |
| TYLER TECHNOLOGIES INC           | COM               | 902252105 | 309    | 7,026     | X |
| UNS ENERGY CORP                  | COM               | 903119105 | 296    | 7,060     | X |
| USANA HEALTH SCIENCES<br>INC     | COM               | 90328M107 | 277    | 5,960     | X |
| USA MOBILITY INC                 | COM               | 90341G103 | 132    | 11,152    | X |
| U S AIRWAYS GROUP INC            | COM               | 90341W108 | 223    | 21,300    | X |
| ULTIMATE SOFTWARE GROUP<br>INC   | COM               | 90385D107 | 270    | 2,640     | X |
| UNION PAC CORP                   | COM               | 907818108 | 608    | 5,120     | X |
| UNITED NAT FOODS INC             | COM               | 911163103 | 265    | 4,540     | X |
| UNITED PARCEL SERVICE<br>INC     | CL B              | 911312106 | 733    | 10,240    | X |
| UNITED TECHNOLOGIES CORP         | COM               | 913017109 | 1,529  | 19,530    | X |
| UNIVERSAL AMERN CORP NEW         | COM               | 91338E101 | 193    | 20,916    | X |
| UNIVERSAL CORP VA                | COM               | 913456109 | 200    | 3,930     | X |
| UNIVERSAL HLTH SVCS INC          | CL B              | 913903100 | 765    | 16,730    | X |
| V F CORP                         | COM               | 918204108 | 432    | 2,710     | X |
| VALASSIS COMMUNICATIONS<br>INC   | COM               | 918866104 | 303    | 12,270    | X |
| VALEANT PHARMACEUTICALS<br>INTL  | COM               | 91911K102 | 641    | 11,600    | X |
| VALE S A                         | ADR REPSTG<br>PFD | 91912E204 | 363    | 20,885    | X |
| VARIAN MED SYS INC               | COM               | 92220P105 | 272    | 4,510     | X |
| VERIZON COMMUNICATIONS<br>INC    | COM               | 92343V104 | 60,633 | 1,330,548 | X |
| VIACOM INC NEW                   | CL B              | 92553P201 | 1,169  | 21,810    | X |
| VISA INC                         | COM CL A          | 92826C839 | 482    | 3,590     | X |
| VIRTUSA CORP                     | COM               | 92827P102 | 295    | 16,610    | X |
| VOCUS INC                        | COM               | 92858J108 | 399    | 19,880    | X |
| WI-LAN INC                       | COM               | 928972108 | 69     | 12,303    | X |
| WAL-MART STORES INC              | COM               | 931142103 | 597    | 8,090     | X |

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|------------------------------|---------|-----------|---------|---------|---|
| WALTER INVT MGMT CORP        | COM     | 93317W102 | 309     | 8,350   | X |
| WARNACO GROUP INC            | COM NEW | 934390402 | 383     | 7,380   | X |
| WEB COM GROUP INC            | COM     | 94733A104 | 672     | 37,440  | X |
| WELLCARE HEALTH PLANS<br>INC | COM     | 94946T106 | 398     | 7,030   | X |
| WELLPOINT INC                | COM     | 94973V107 | 342     | 5,900   | X |
| WELLS FARGO & CO NEW         | COM     | 949746101 | 480     | 13,900  | X |
| WESCO INTL INC               | COM     | 95082P105 | 950     | 16,600  | X |
| WESTELL TECHNOLOGIES INC     | CL A    | 957541105 | 33      | 15,576  | X |
| WESTERN REFNG INC            | COM     | 959319104 | 314     | 12,010  | X |
| WHITING PETE CORP NEW        | COM     | 966387102 | 438     | 9,240   | X |
| WORLD ACCEP CORP DEL         | COM     | 981419104 | 384     | 5,700   | X |
| WORLD FUEL SVCS CORP         | COM     | 981475106 | 908     | 25,510  | X |
| WRIGHT EXPRESS CORP          | COM     | 98233Q105 | 342     | 4,900   | X |
| WYNDHAM WORLDWIDE CORP       | COM     | 98310W108 | 308     | 5,860   | X |
| XO GROUP INC                 | COM     | 983772104 | 205     | 24,535  | X |
| YM BIOSCIENCES INC           | COM     | 984238105 | 224     | 122,000 | X |
| ZIX CORP                     | COM     | 98974P100 | 70      | 24,530  | X |
| ZUMIEZ INC                   | COM     | 989817101 | 215     | 7,736   | X |
| Total                        |         |           | 284,050 |         |   |