

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

// 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: 521

 Form 13F Information Table Value Total: 980,703.00

 (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.

| No. | Form 13F File Number | Name |
|-----|----------------------|-------------------------------|
| 28- | | Goldman Sachs Prime Brokerage |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | C |
|---------------------------------|----------------|-----------|--------------------|--------------------|----------------------|--------------------------|
| 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 | 2,214 | 45,657 | | |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 1,210 | 20,762 | | |
| COVIDIEN PLC | SHS | G2554F105 | 1,862 | 40,771 | | |
| ENDURANCE SPECIALTY HLDGS LT | SHS | G30397106 | 311 | 6,748 | | |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 1,481 | 21,660 | | |
| INGERSOLL-RAND PLC | SHS | G47791101 | 474 | 10,057 | | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 1,007 | 54,303 | | |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 213 | 9,084 | | |

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| SEAGATE TECHNOLOGY PLC | SHS | G7945M107 | 235 | 15,657 |
| WARNER CHILCOTT PLC | | | | |
| IRELAND | SHS A | G94368100 | 206 | 9,127 |
| WHITE MTNS INS GROUP LTD | COM | G9618E107 | 468 | 1,395 |
| ACE LTD | SHS | H0023R105 | 923 | 14,827 |
| ALCON INC | COM SHS | H01301102 | 508 | 3,110 |
| WEATHERFORD | | | | |
| INTERNATIONAL LT | REG | H27013103 | 302 | 13,245 |
| GARMIN LTD | SHS | H2906T109 | 256 | 8,265 |
| TYCO INTERNATIONAL LTD | SHS | H89128104 | 503 | 12,128 |
| AFLAC INC | COM | 001055102 | 3,187 | 56,481 |
| AES CORP | COM | 00130H105 | 128 | 10,477 |
| AT&T INC | COM | 00206R102 | 7,760 | 264,126 |
| ABBOTT LABS | COM | 002824100 | 7,339 | 153,183 |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 222 | 3,856 |
| ACTIVISION BLIZZARD INC | COM | 00507V109 | 241 | 19,388 |
| ADOBE SYS INC | COM | 00724F101 | 1,995 | 64,829 |
| ADVANCE AUTO PARTS INC | COM | 00751Y106 | 256 | 3,865 |
| AEROPOSTALE | COM | 007865108 | 479 | 19,450 |
| ADVANCED MICRO DEVICES | | | | |
| INC | COM | 007903107 | 84 | 10,220 |
| AETNA INC NEW | COM | 00817Y108 | 792 | 25,947 |
| AFFILIATED MANAGERS | | | | |
| GROUP | COM | 008252108 | 201 | 2,024 |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 1,037 | 25,032 |
| AIR PRODS & CHEMS INC | COM | 009158106 | 1,991 | 21,895 |
| AIRGAS INC | COM | 009363102 | 427 | 6,839 |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 360 | 7,657 |
| ALBEMARLE CORP | COM | 012653101 | 401 | 7,181 |
| ALBERTO CULVER CO NEW | COM | 013078100 | 389 | 10,491 |
| ALCOA INC | COM | 013817101 | 799 | 51,902 |
| ALEXION PHARMACEUTICALS | | | | |
| INC | COM | 015351109 | 321 | 3,987 |
| ALLEGHENY TECHNOLOGIES | | | | |
| INC | COM | 01741R102 | 851 | 15,418 |
| ALLERGAN INC | COM | 018490102 | 3,218 | 46,868 |
| ALLSTATE CORP | COM | 020002101 | 849 | 26,626 |
| ALPHA NATURAL RESOURCES | | | | |
| INC | COM | 02076X102 | 482 | 8,035 |
| ALTERA CORP | COM | 021441100 | 477 | 13,418 |
| ALTRIA GROUP INC | COM | 02209S103 | 3,069 | 124,637 |
| AMAZON COM INC | COM | 023135106 | 6,801 | 37,781 |
| AMERICAN EAGLE | | | | |
| OUTFITTERS NE | COM | 02553E106 | 215 | 14,730 |
| AMERICAN ELEC PWR INC | COM | 025537101 | 627 | 17,427 |
| AMERICAN EXPRESS CO | COM | 025816109 | 5,897 | 137,406 |
| AMERICAN INTL GROUP INC | COM NEW | 026874784 | 202 | 3,500 |
| AMERICAN TOWER CORP | CL A | 029912201 | 929 | 17,990 |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1,775 | 52,026 |
| AMETEK INC NEW | COM | 031100100 | 1,165 | 29,685 |
| AMGEN INC | COM | 031162100 | 3,421 | 62,305 |
| AMPHENOL CORP NEW | CL A | 032095101 | 406 | 7,684 |
| ANADARKO PETE CORP | COM | 032511107 | 1,198 | 15,729 |
| ANALOG DEVICES INC | COM | 032654105 | 1,372 | 36,424 |
| ANNALY CAP MGMT INC | COM | 035710409 | 665 | 37,088 |
| ANSYS INC | COM | 03662Q105 | 210 | 4,026 |
| AON CORP | COM | 037389103 | 858 | 18,655 |
| APACHE CORP | COM | 037411105 | 2,237 | 18,760 |
| APOLLO GROUP INC | CL A | 037604105 | 649 | 16,442 |
| APPLE INC | COM | 037833100 | 32,025 | 99,284 |
| APPLIED MATLS INC | COM | 038222105 | 1,554 | 110,603 |
| ARCHER DANIELS MIDLAND | | | | |

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|---------------------------------|----------------|-----------|-------|---------|
| CO | COM | 039483102 | 1,077 | 35,810 |
| ASHLAND INC NEW | COM | 044209104 | 637 | 12,515 |
| ATEL CORP | COM | 049513104 | 226 | 18,336 |
| AUTODESK INC | COM | 052769106 | 510 | 13,338 |
| AUTOLIV INC | COM | 052800109 | 514 | 6,506 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 2,357 | 50,921 |
| AUTOZONE INC | COM | 053332102 | 1,268 | 4,652 |
| AVALONBAY CMNTYS INC | COM | 053484101 | 365 | 3,244 |
| AVON PRODS INC | COM | 054303102 | 1,351 | 46,498 |
| BB&T CORP | COM | 054937107 | 945 | 35,947 |
| BMC SOFTWARE INC | COM | 055921100 | 844 | 17,900 |
| BABCOCK & WILCOX CO NEW | COM | 05615F102 | 353 | 13,792 |
| BAKER HUGHES INC | COM | 057224107 | 864 | 15,115 |
| BALL CORP | COM | 058498106 | 537 | 7,891 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 4,939 | 370,232 |
| BANK HAWAII CORP | COM | 062540109 | 831 | 17,598 |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 2,172 | 71,929 |
| BARD C R INC | COM | 067383109 | 860 | 9,373 |
| BAXTER INTL INC | COM | 071813109 | 3,305 | 65,300 |
| BECKMAN COULTER INC | COM | 075811109 | 736 | 9,783 |
| BECTON DICKINSON & CO | COM | 075887109 | 2,413 | 28,548 |
| BED BATH & BEYOND INC | COM | 075896100 | 1,079 | 21,948 |
| BEMIS INC | COM | 081437105 | 290 | 8,880 |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 6,160 | 76,889 |
| BEST BUY INC | COM | 086516101 | 1,712 | 49,920 |
| BIOGEN IDEC INC | COM | 09062X103 | 1,488 | 22,186 |
| BLACKROCK INC | COM | 09247X101 | 852 | 4,472 |
| BOEING CO | COM | 097023105 | 4,929 | 75,533 |
| BORGWARNER INC | COM | 099724106 | 589 | 8,139 |
| BOSTON PROPERTIES INC | COM | 101121101 | 777 | 9,030 |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 320 | 42,268 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 2,019 | 76,261 |
| BROADCOM CORP | CL A | 111320107 | 3,415 | 78,406 |
| BROOKFIELD PPTYS CORP | COM | 112900105 | 327 | 18,647 |
| BROWN FORMAN CORP | CL B | 115637209 | 245 | 3,525 |
| BUCYRUS INTL INC NEW | COM | 118759109 | 299 | 3,345 |
| CBS CORP NEW | CL B | 124857202 | 617 | 32,384 |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 403 | 19,679 |
| CF INDS HLDGS INC | COM | 125269100 | 705 | 5,220 |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 1,832 | 22,840 |
| CIGNA CORP | COM | 125509109 | 409 | 11,164 |
| CIT GROUP INC | COM NEW | 125581801 | 392 | 8,325 |
| CME GROUP INC | COM | 12572Q105 | 1,254 | 3,896 |
| CMS ENERGY CORP | COM | 125896100 | 237 | 12,768 |
| CSX CORP | COM | 126408103 | 1,306 | 20,218 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 3,185 | 91,595 |
| CA INC | COM | 12673P105 | 344 | 14,088 |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 369 | 10,908 |
| CADENCE DESIGN SYSTEM INC | COM | 127387108 | 99 | 12,032 |
| CALPINE CORP | COM NEW | 131347304 | 219 | 16,395 |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 1,568 | 30,911 |
| CAMPBELL SOUP CO | COM | 134429109 | 347 | 9,980 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 1,186 | 27,878 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 440 | 11,481 |

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|---------------------------------|------------|-----------|--------|---------|
| CARMAX INC | COM | 143130102 | 318 | 9,984 |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 336 | 7,295 |
| CARPENTER TECHNOLOGY CORP | COM | 144285103 | 374 | 9,306 |
| CATERPILLAR INC DEL | COM | 149123101 | 6,323 | 67,515 |
| CELANESE CORP DEL | COM SER A | 150870103 | 656 | 15,932 |
| CELGENE CORP | COM | 151020104 | 3,690 | 62,387 |
| CENTURYLINK INC | COM | 156700106 | 729 | 15,795 |
| CERNER CORP | COM | 156782104 | 1,785 | 18,839 |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 1,025 | 39,572 |
| CHEVRON CORP NEW | COM | 166764100 | 9,074 | 99,444 |
| CHICOS FAS INC | COM | 168615102 | 266 | 22,135 |
| CHIPOTLE MEXICAN GRILL INC | COM | 169656105 | 305 | 1,436 |
| CHURCH & DWIGHT INC | COM | 171340102 | 510 | 7,382 |
| CIMAREX ENERGY CO | COM | 171798101 | 599 | 6,769 |
| CISCO SYS INC | COM | 17275R102 | 12,401 | 613,022 |
| CITIGROUP INC | COM | 172967101 | 2,614 | 552,661 |
| CITRIX SYS INC | COM | 177376100 | 565 | 8,263 |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 827 | 10,605 |
| CLOROX CO DEL | COM | 189054109 | 701 | 11,082 |
| COACH INC | COM | 189754104 | 2,266 | 40,961 |
| COCA COLA CO | COM | 191216100 | 14,157 | 215,249 |
| COCA COLA ENTERPRISES INC NE | COM | 19122T109 | 348 | 13,905 |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 2,658 | 36,263 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 4,170 | 51,879 |
| COMCAST CORP NEW | CL A | 20030N101 | 2,772 | 126,164 |
| CONCHO RES INC | COM | 20605P101 | 361 | 4,115 |
| CONOCOPHILLIPS | COM | 20825C104 | 7,022 | 103,115 |
| CONSOL ENERGY INC | COM | 20854P109 | 950 | 19,483 |
| CONSOLIDATED EDISON INC | COM | 209115104 | 802 | 16,184 |
| CORN PRODS INTL INC | COM | 219023108 | 982 | 21,350 |
| CORNING INC | COM | 219350105 | 1,547 | 80,057 |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 3,817 | 52,855 |
| CRANE CO | COM | 224399105 | 280 | 6,810 |
| CREE INC | COM | 225447101 | 315 | 4,782 |
| CROWN CASTLE INTL CORP | COM | 228227104 | 1,059 | 24,156 |
| CROWN HOLDINGS INC | COM | 228368106 | 241 | 7,212 |
| CULLEN FROST BANKERS INC | COM | 229899109 | 347 | 5,670 |
| CUMMINS INC | COM | 231021106 | 2,967 | 26,967 |
| CYTEC INDS INC | COM | 232820100 | 223 | 4,211 |
| DPL INC | COM | 233293109 | 295 | 11,459 |
| DTE ENERGY CO | COM | 233331107 | 828 | 18,262 |
| DANAHER CORP DEL | COM | 235851102 | 2,978 | 63,136 |
| DARDEN RESTAURANTS INC | COM | 237194105 | 765 | 16,468 |
| DAVITA INC | COM | 23918K108 | 306 | 4,410 |
| DEERE & CO | COM | 244199105 | 4,255 | 51,230 |
| DEL MONTE FOODS CO | COM | 24522P103 | 710 | 37,748 |
| DELL INC | COM | 24702R101 | 2,375 | 175,310 |
| DELTA AIR LINES INC DEL | COM NEW | 247361702 | 443 | 35,122 |
| DENDREON CORP | COM | 24823Q107 | 210 | 6,016 |
| DENTSPLY INTL INC NEW | COM | 249030107 | 223 | 6,513 |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 2,289 | 29,156 |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 245 | 3,664 |
| DIEBOLD INC | COM | 253651103 | 204 | 6,361 |
| DISNEY WALT CO | COM DISNEY | 254687106 | 4,237 | 112,966 |
| DISCOVERY COMMUNICATNS NEW | COM SER A | 25470F104 | 598 | 14,351 |

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|----------------------------------|----------------|-----------|--------|---------|
| DISH NETWORK CORP | CL A | 25470M109 | 290 | 14,775 |
| DIRECTV | COM CL A | 25490A101 | 3,124 | 78,235 |
| DOLBY LABORATORIES INC | COM | 25659T107 | 818 | 12,265 |
| DOLLAR TREE INC | COM | 256746108 | 707 | 12,611 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 1,460 | 34,182 |
| DONALDSON INC | COM | 257651109 | 1,118 | 19,177 |
| DOVER CORP | COM | 260003108 | 1,061 | 18,147 |
| DOW CHEM CO | COM | 260543103 | 2,175 | 63,710 |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 900 | 25,601 |
| DRESSER-RAND GROUP INC | COM | 261608103 | 254 | 5,973 |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 3,614 | 72,458 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 1,274 | 71,518 |
| DUN & BRADSTREET CORP DEL NE | COM | 26483E100 | 270 | 3,289 |
| E M C CORP MASS | COM | 268648102 | 4,581 | 200,053 |
| EOG RES INC | COM | 26875P101 | 3,362 | 36,775 |
| EQT CORP | COM | 26884L109 | 633 | 14,122 |
| EASTMAN CHEM CO | COM | 277432100 | 693 | 8,244 |
| EATON VANCE CORP | COM NON VTG | 278265103 | 291 | 9,628 |
| EBAY INC | COM | 278642103 | 3,133 | 112,593 |
| ECOLAB INC | COM | 278865100 | 1,153 | 22,862 |
| EDISON INTL | COM | 281020107 | 350 | 9,070 |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 404 | 4,996 |
| EL PASO CORP | COM | 28336L109 | 346 | 25,148 |
| ELECTRONIC ARTS INC | COM | 285512109 | 752 | 45,888 |
| EMERSON ELEC CO | COM | 291011104 | 4,594 | 80,358 |
| ENERGIZER HLDGS INC | COM | 29266R108 | 200 | 2,750 |
| ENTERGY CORP NEW | COM | 29364G103 | 1,193 | 16,842 |
| EXELON CORP | COM | 30161N101 | 999 | 23,996 |
| EXPEDIA INC DEL | COM | 30212P105 | 201 | 7,994 |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 1,248 | 22,860 |
| EXPRESS SCRIPTS INC | COM | 302182100 | 4,746 | 87,800 |
| EXXON MOBIL CORP | COM | 30231G102 | 38,511 | 526,681 |
| FLIR SYS INC | COM | 302445101 | 203 | 6,822 |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 1,055 | 11,863 |
| FAMILY DLR STORES INC | COM | 307000109 | 1,524 | 30,656 |
| FASTENAL CO | COM | 311900104 | 517 | 8,629 |
| FEDERATED INVS INC PA | CL B | 314211103 | 446 | 17,043 |
| FEDEX CORP | COM | 31428X106 | 2,984 | 32,084 |
| F5 NETWORKS INC | COM | 315616102 | 464 | 3,565 |
| FIFTH THIRD BANCORP | COM | 316773100 | 798 | 54,343 |
| FIRST SOLAR INC | COM | 336433107 | 545 | 4,189 |
| FISERV INC | COM | 337738108 | 825 | 14,083 |
| FLUOR CORP NEW | COM | 343412102 | 914 | 13,794 |
| FLOWERVE CORP | COM | 34354P105 | 1,175 | 9,854 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 5,764 | 343,302 |
| FOREST LABS INC | COM | 345838106 | 611 | 19,092 |
| FRANKLIN RES INC | COM | 354613101 | 2,439 | 21,927 |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 5,437 | 45,274 |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 466 | 47,903 |
| GAMESTOP CORP NEW | CL A | 36467W109 | 542 | 23,694 |
| GAP INC DEL | COM | 364760108 | 1,478 | 66,779 |
| GENERAL DYNAMICS CORP | COM | 369550108 | 2,326 | 32,773 |
| GENERAL ELECTRIC CO | COM | 369604103 | 11,215 | 613,197 |
| GENERAL GROWTH PPTYS INC NEW | COM | 370023103 | 306 | 19,767 |
| GENERAL MLS INC | COM | 370334104 | 2,740 | 76,984 |

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|---------------------------------|----------------|-----------|--------|---------|
| GENZYME CORP | COM | 372917104 | 1,022 | 14,352 |
| GILEAD SCIENCES INC | COM | 375558103 | 3,726 | 102,801 |
| GLOBAL PMTS INC | COM | 37940X102 | 566 | 12,254 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 4,426 | 26,319 |
| GOODRICH CORP | COM | 382388106 | 1,008 | 11,444 |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 199 | 16,754 |
| GOOGLE INC | CL A | 38259P508 | 15,533 | 26,151 |
| GRAINGER W W INC | COM | 384802104 | 387 | 2,800 |
| GREAT PLAINS ENERGY INC | COM | 391164100 | 370 | 19,088 |
| GREIF INC | CL A | 397624107 | 343 | 5,542 |
| GUESS INC | COM | 401617105 | 217 | 4,583 |
| HCP INC | COM | 40414L109 | 1,168 | 31,740 |
| HALLIBURTON CO | COM | 406216101 | 4,326 | 105,949 |
| HANOVER INS GROUP INC | COM | 410867105 | 204 | 4,360 |
| HANSEN NAT CORP | COM | 411310105 | 485 | 9,285 |
| HARLEY DAVIDSON INC | COM | 412822108 | 975 | 28,116 |
| HARRIS CORP DEL | COM | 413875105 | 263 | 5,814 |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 274 | 10,350 |
| HASBRO INC | COM | 418056107 | 1,010 | 21,406 |
| HEALTH MGMT ASSOC INC NEW | CL A | 421933102 | 106 | 11,117 |
| HEINZ H J CO | COM | 423074103 | 1,355 | 27,393 |
| HERSHEY CO | COM | 427866108 | 741 | 15,718 |
| HESS CORP | COM | 42809H107 | 985 | 12,870 |
| HEWLETT PACKARD CO | COM | 428236103 | 11,171 | 265,340 |
| HOME DEPOT INC | COM | 437076102 | 6,478 | 184,755 |
| HONEYWELL INTL INC | COM | 438516106 | 4,059 | 76,359 |
| HOSPIRA INC | COM | 441060100 | 410 | 7,363 |
| HUMAN GENOME SCIENCES INC | COM | 444903108 | 358 | 14,995 |
| ITT CORP NEW | COM | 450911102 | 630 | 12,092 |
| IDEX CORP | COM | 45167R104 | 283 | 7,239 |
| IDEXX LABS INC | COM | 45168D104 | 529 | 7,643 |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 2,562 | 47,976 |
| ILLUMINA INC | COM | 452327109 | 343 | 5,418 |
| INTEGRATED DEVICE TECHNOLOGY | COM | 458118106 | 209 | 31,392 |
| INTEL CORP | COM | 458140100 | 10,886 | 517,631 |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 1,247 | 10,467 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 19,919 | 135,724 |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 999 | 17,971 |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 430 | 24,285 |
| INTL PAPER CO | COM | 460146103 | 1,241 | 45,542 |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 231 | 21,724 |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 449 | 1,743 |
| INTUIT | COM | 461202103 | 1,019 | 20,665 |
| IRON MTN INC | COM | 462846106 | 203 | 8,105 |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 3,918 | 60,398 |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 3,476 | 60,703 |
| ISHARES TR | RUSSELL 1000 | 464287622 | 7,227 | 103,456 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 7,879 | 185,741 |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 468 | 10,205 |
| JOHNSON & JOHNSON | COM | 478160104 | 9,851 | 159,269 |
| JOHNSON CTLS INC | COM | 478366107 | 2,535 | 66,369 |
| JOY GLOBAL INC | COM | 481165108 | 1,403 | 16,178 |

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|---------------------------------|---------|-----------|--------|---------|
| JUNIPER NETWORKS INC | COM | 48203R104 | 865 | 23,417 |
| KBR INC | COM | 48242W106 | 754 | 24,735 |
| KELLOGG CO | COM | 487836108 | 507 | 9,931 |
| KIMBERLY CLARK CORP | COM | 494368103 | 2,232 | 35,407 |
| KIMCO RLTY CORP | COM | 49446R109 | 285 | 15,808 |
| KOHL'S CORP | COM | 500255104 | 1,179 | 21,699 |
| KRAFT FOODS INC | CL A | 50075N104 | 1,839 | 58,378 |
| KROGER CO | COM | 501044101 | 775 | 34,654 |
| LSI CORPORATION | COM | 502161102 | 279 | 46,497 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 387 | 4,407 |
| LAM RESEARCH CORP | COM | 512807108 | 292 | 5,632 |
| LAS VEGAS SANDS CORP | COM | 517834107 | 1,688 | 36,729 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 394 | 4,888 |
| LEUCADIA NATL CORP | COM | 527288104 | 540 | 18,492 |
| LEVEL 3 COMMUNICATIONS INC | COM | 52729N100 | 71 | 72,816 |
| LIFE TECHNOLOGIES CORP | COM | 53217V109 | 1,243 | 22,396 |
| LILLY ELI & CO | COM | 532457108 | 2,275 | 64,916 |
| LIMITED BRANDS INC | COM | 532716107 | 917 | 29,845 |
| LINCOLN NATL CORP IND | COM | 534187109 | 458 | 16,451 |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 345 | 9,984 |
| LOCKHEED MARTIN CORP | COM | 539830109 | 2,496 | 35,702 |
| LOEWS CORP | COM | 540424108 | 1,366 | 35,118 |
| LOWES COS INC | COM | 548661107 | 3,295 | 131,368 |
| LUBRIZOL CORP | COM | 549271104 | 891 | 8,333 |
| M & T BK CORP | COM | 55261F104 | 1,111 | 12,760 |
| MDU RES GROUP INC | COM | 552690109 | 345 | 17,016 |
| MACYS INC | COM | 55616P104 | 739 | 29,216 |
| MAGNA INTL INC | COM | 559222401 | 254 | 4,884 |
| MANPOWER INC | COM | 56418H100 | 1,058 | 16,860 |
| MARATHON OIL CORP | COM | 565849106 | 2,571 | 69,431 |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 606 | 22,173 |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 943 | 22,704 |
| MASSEY ENERGY COMPANY | COM | 576206106 | 365 | 6,803 |
| MASTERCARD INC | CL A | 57636Q104 | 2,233 | 9,963 |
| MATTEL INC | COM | 577081102 | 1,829 | 71,935 |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 462 | 19,555 |
| MCAFEE INC | COM | 579064106 | 319 | 6,890 |
| MCDERMOTT INTL INC | COM | 580037109 | 547 | 26,446 |
| MCDONALDS CORP | COM | 580135101 | 8,911 | 116,091 |
| MCGRAW HILL COS INC | COM | 580645109 | 1,768 | 48,552 |
| MCKESSON CORP | COM | 58155Q103 | 1,191 | 16,917 |
| MEADWESTVACO CORP | COM | 583334107 | 226 | 8,647 |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 2,493 | 40,689 |
| MEDNAX INC | COM | 58502B106 | 205 | 3,041 |
| MEDTRONIC INC | COM | 585055106 | 4,591 | 123,783 |
| MERCK & CO INC NEW | COM | 58933Y105 | 5,409 | 150,094 |
| METLIFE INC | COM | 59156R108 | 1,597 | 35,934 |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 225 | 1,486 |
| MICROSOFT CORP | COM | 594918104 | 19,698 | 705,765 |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 281 | 8,202 |
| MONSANTO CO NEW | COM | 61166W101 | 4,081 | 58,606 |
| MONSTER WORLDWIDE INC | COM | 611742107 | 827 | 34,983 |
| MOODYS CORP | COM | 615369105 | 610 | 22,974 |
| MORGAN STANLEY | COM NEW | 617446448 | 2,163 | 79,486 |
| MOSAIC CO | COM | 61945A107 | 1,234 | 16,160 |
| MOTOROLA INC | COM | 620076109 | 1,051 | 115,878 |
| MURPHY OIL CORP | COM | 626717102 | 571 | 7,653 |

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|--------------------------------|----------|-----------|--------|---------|
| MYLAN INC | COM | 628530107 | 345 | 16,325 |
| NCR CORP NEW | COM | 62886E108 | 509 | 33,136 |
| NII HLDGS INC | CL B NEW | 62913F201 | 519 | 11,627 |
| NVR INC | COM | 62944T105 | 1,249 | 1,807 |
| NYSE EURONEXT | COM | 629491101 | 422 | 14,068 |
| NALCO HOLDING COMPANY | COM | 62985Q101 | 313 | 9,786 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 1,019 | 15,159 |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 296 | 21,534 |
| NATIONWIDE HEALTH PPTYS INC | COM | 638620104 | 241 | 6,623 |
| NAVISTAR INTL CORP NEW | COM | 63934E108 | 849 | 14,656 |
| NETAPP INC | COM | 64110D104 | 3,077 | 55,981 |
| NETFLIX INC | COM | 64110L106 | 312 | 1,777 |
| NEWMONT MINING CORP | COM | 651639106 | 2,980 | 48,508 |
| NEWS CORP | CL A | 65248E104 | 2,097 | 144,055 |
| NEXTERA ENERGY INC | COM | 65339F101 | 705 | 13,568 |
| NIKE INC | CL B | 654106103 | 3,368 | 39,431 |
| NOBLE ENERGY INC | COM | 655044105 | 1,074 | 12,476 |
| NORDSTROM INC | COM | 655664100 | 451 | 10,631 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 1,113 | 17,724 |
| NORTHERN TR CORP | COM | 665859104 | 1,291 | 23,300 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 339 | 5,233 |
| NOVELLUS SYS INC | COM | 670008101 | 641 | 19,835 |
| NSTAR | COM | 67019E107 | 514 | 12,194 |
| NUANCE COMMUNICATIONS INC | COM | 67020Y100 | 184 | 10,115 |
| NUCOR CORP | COM | 670346105 | 1,258 | 28,699 |
| NVIDIA CORP | COM | 67066G104 | 787 | 51,073 |
| OGE ENERGY CORP | COM | 670837103 | 373 | 8,185 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 5,806 | 59,186 |
| OCEANEERING INTL INC | COM | 675232102 | 947 | 12,860 |
| OMNICOM GROUP INC | COM | 681919106 | 2,559 | 55,864 |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 189 | 19,120 |
| ONEOK INC NEW | COM | 682680103 | 735 | 13,243 |
| ORACLE CORP | COM | 68389X105 | 11,900 | 380,203 |
| PG&E CORP | COM | 69331C108 | 949 | 19,835 |
| PMC-SIERRA INC | COM | 69344F106 | 101 | 11,704 |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 988 | 16,270 |
| PPG INDS INC | COM | 693506107 | 1,011 | 12,020 |
| PPL CORP | COM | 69351T106 | 350 | 13,297 |
| PACCAR INC | COM | 693718108 | 1,903 | 33,186 |
| PALL CORP | COM | 696429307 | 260 | 5,237 |
| PARKER HANNIFIN CORP | COM | 701094104 | 1,138 | 13,183 |
| PAYCHEX INC | COM | 704326107 | 1,379 | 44,615 |
| PEABODY ENERGY CORP | COM | 704549104 | 856 | 13,380 |
| PENNEY J C INC | COM | 708160106 | 223 | 6,897 |
| PEPSICO INC | COM | 713448108 | 8,762 | 134,112 |
| PERRIGO CO | COM | 714290103 | 228 | 3,595 |
| PETROHAWK ENERGY CORP | COM | 716495106 | 344 | 18,835 |
| PETSMART INC | COM | 716768106 | 210 | 5,265 |
| PFIZER INC | COM | 717081103 | 6,328 | 361,369 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 11,994 | 204,927 |
| PINNACLE WEST CAP CORP | COM | 723484101 | 285 | 6,875 |
| PIONEER NAT RES CO | COM | 723787107 | 341 | 3,929 |
| POLO RALPH LAUREN CORP | CL A | 731572103 | 277 | 2,494 |
| PRAXAIR INC | COM | 74005P104 | 2,912 | 30,497 |
| PRECISION CASTPARTS CORP | COM | 740189105 | 3,982 | 28,604 |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1,429 | 22,143 |
| PRICELINE COM INC | COM NEW | 741503403 | 1,514 | 3,789 |
| PRINCIPAL FINL GROUP INC | COM | 74251V102 | 744 | 22,835 |

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|---------------------------------|-----------|-----------|--------|---------|
| PROCTER & GAMBLE CO | COM | 742718109 | 9,015 | 140,130 |
| PROGRESS ENERGY INC | COM | 743263105 | 381 | 8,770 |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 980 | 49,307 |
| PROTECTIVE LIFE CORP | COM | 743674103 | 323 | 12,114 |
| PRUDENTIAL FINL INC | COM | 744320102 | 2,066 | 35,194 |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 410 | 12,892 |
| PUBLIC STORAGE | COM | 74460D109 | 3,617 | 35,662 |
| QEP RES INC | COM | 74733V100 | 315 | 8,665 |
| QUALCOMM INC | COM | 747525103 | 9,179 | 185,471 |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 311 | 5,756 |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 140 | 18,385 |
| RANGE RES CORP | COM | 75281A109 | 532 | 11,836 |
| RAYONIER INC | COM | 754907103 | 297 | 5,663 |
| RAYTHEON CO | COM NEW | 755111507 | 385 | 8,313 |
| RED HAT INC | COM | 756577102 | 683 | 14,959 |
| RELIANCE STEEL & ALUMINUM CO | COM | 759509102 | 540 | 10,559 |
| REPUBLIC SVCS INC | COM | 760759100 | 832 | 27,859 |
| RESMED INC | COM | 761152107 | 259 | 7,470 |
| ROBERT HALF INTL INC | COM | 770323103 | 204 | 6,681 |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1,319 | 18,389 |
| ROCKWELL COLLINS INC | COM | 774341101 | 1,299 | 22,301 |
| ROPER INDS INC NEW | COM | 776696106 | 657 | 8,594 |
| ROSS STORES INC | COM | 778296103 | 344 | 5,445 |
| ROVI CORP | COM | 779376102 | 631 | 10,171 |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 349 | 8,520 |
| SAIC INC | COM | 78390X101 | 564 | 35,530 |
| SEI INVESTMENTS CO | COM | 784117103 | 343 | 14,426 |
| SLM CORP | COM | 78442P106 | 798 | 63,401 |
| SXC HEALTH SOLUTIONS CORP | COM | 78505P100 | 248 | 5,796 |
| ST JUDE MED INC | COM | 790849103 | 1,171 | 27,388 |
| SALESFORCE COM INC | COM | 79466L302 | 3,651 | 27,658 |
| SANDISK CORP | COM | 80004C101 | 869 | 17,432 |
| SARA LEE CORP | COM | 803111103 | 655 | 37,414 |
| SCHEIN HENRY INC | COM | 806407102 | 774 | 12,605 |
| SCHLUMBERGER LTD | COM | 806857108 | 10,316 | 123,546 |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1,719 | 100,440 |
| SCOTTS MIRACLE GRO CO | CL A | 810186106 | 387 | 7,627 |
| SCRIPPS NETWORKS INTERACT IN | CL A COM | 811065101 | 206 | 3,984 |
| SEALED AIR CORP NEW | COM | 81211K100 | 220 | 8,636 |
| SEARS HLDGS CORP | COM | 812350106 | 783 | 10,612 |
| SEMPRA ENERGY | COM | 816851109 | 683 | 13,018 |
| SHERWIN WILLIAMS CO | COM | 824348106 | 436 | 5,208 |
| SIGMA ALDRICH CORP | COM | 826552101 | 734 | 11,034 |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 3,006 | 30,218 |
| SIRIUS XM RADIO INC | COM | 82967N108 | 282 | 172,848 |
| SKYWORKS SOLUTIONS INC | COM | 83088M102 | 225 | 7,867 |
| SONOCO PRODS CO | COM | 835495102 | 207 | 6,135 |
| SOUTHERN CO | COM | 842587107 | 1,506 | 39,383 |
| SOUTHERN COPPER CORP | COM | 84265V105 | 1,105 | 22,675 |
| SOUTHWEST AIRLS CO | COM | 844741108 | 257 | 19,808 |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 1,280 | 34,208 |
| SPECTRA ENERGY CORP | COM | 847560109 | 1,247 | 49,890 |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 579 | 136,903 |
| STAPLES INC | COM | 855030102 | 1,292 | 56,751 |
| STARBUCKS CORP | COM | 855244109 | 3,834 | 119,313 |
| STARWOOD HOTELS&RESORTS WRLD | COM | 85590A401 | 1,345 | 22,130 |

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| STATE STR CORP | COM | 857477103 | 991 | 21,386 |
| STERICYCLE INC | COM | 858912108 | 296 | 3,661 |
| STRYKER CORP | COM | 863667101 | 1,106 | 20,604 |
| SUNTRUST BKS INC | COM | 867914103 | 676 | 22,919 |
| SYMANTEC CORP | COM | 871503108 | 1,318 | 78,727 |
| SYSCO CORP | COM | 871829107 | 775 | 26,356 |
| TD AMERITRADE HLDG CORP | COM | 87236Y108 | 574 | 30,238 |
| TJX COS INC NEW | COM | 872540109 | 2,597 | 58,511 |
| TARGET CORP | COM | 87612E106 | 5,131 | 85,324 |
| TELE NORTE LESTE PART S A | SPON ADR PFD | 879246106 | 297 | 20,200 |
| TELEPHONE & DATA SYS INC | COM | 879433100 | 341 | 9,336 |
| TELLABS INC | COM | 879664100 | 192 | 28,283 |
| TENET HEALTHCARE CORP | COM | 88033G100 | 104 | 15,585 |
| TERADATA CORP DEL | COM | 88076W103 | 453 | 11,008 |
| TEXAS INSTRS INC | COM | 882508104 | 5,084 | 156,426 |
| TEXTRON INC | COM | 883203101 | 313 | 13,241 |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 1,287 | 23,245 |
| THOMAS & BETTS CORP | COM | 884315102 | 485 | 10,035 |
| THOMSON REUTERS CORP | COM | 884903105 | 202 | 5,418 |
| 3M CO | COM | 88579Y101 | 6,858 | 79,467 |
| TIFFANY & CO NEW | COM | 886547108 | 348 | 5,582 |
| TIME WARNER INC | COM NEW | 887317303 | 2,219 | 68,968 |
| TIME WARNER CABLE INC | COM | 88732J207 | 346 | 5,233 |
| TORCHMARK CORP | COM | 891027104 | 219 | 3,663 |
| TORO CO | COM | 891092108 | 350 | 5,674 |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 2,957 | 53,070 |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 215 | 5,395 |
| TUPPERWARE BRANDS CORP | COM | 899896104 | 274 | 5,758 |
| US BANCORP DEL | COM NEW | 902973304 | 2,669 | 98,978 |
| URS CORP NEW | COM | 903236107 | 462 | 11,097 |
| ULTRA PETROLEUM CORP | COM | 903914109 | 566 | 11,854 |
| UNION PAC CORP | COM | 907818108 | 2,520 | 27,201 |
| UNITED CONTL HLDGS INC | COM | 910047109 | 284 | 11,908 |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 5,762 | 79,383 |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 324 | 6,483 |
| UNITED STATES STL CORP NEW | COM | 912909108 | 544 | 9,304 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 6,808 | 86,488 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 3,016 | 83,534 |
| UNUM GROUP | COM | 91529Y106 | 779 | 32,179 |
| VALEANT PHARMACEUTICALS INTL | COM | 91911K102 | 220 | 7,765 |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 761 | 32,924 |
| VALSPAR CORP | COM | 920355104 | 242 | 7,025 |
| VARIAN MED SYS INC | COM | 92220P105 | 1,061 | 15,310 |
| VERISIGN INC | COM | 92343E102 | 265 | 8,124 |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 47,607 | 1,330,548 |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 554 | 15,804 |
| VIACOM INC NEW | CL B | 92553P201 | 1,031 | 26,022 |
| VIRGIN MEDIA INC | COM | 92769L101 | 238 | 8,721 |
| VISA INC | COM CL A | 92826C839 | 3,465 | 49,227 |
| VMWARE INC | CL A COM | 928563402 | 292 | 3,288 |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 630 | 7,560 |
| WADDELL & REED FINL INC | CL A | 930059100 | 585 | 16,564 |
| WAL MART STORES INC | COM | 931142103 | 10,221 | 189,527 |
| WALGREEN CO | COM | 931422109 | 4,184 | 107,392 |

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| WALTER ENERGY INC | COM | 93317Q105 | 239 | 1,866 |
| WASTE MGMT INC DEL | COM | 94106L109 | 753 | 20,434 |
| WATERS CORP | COM | 941848103 | 628 | 8,087 |
| WELLPOINT INC | COM | 94973V107 | 2,301 | 40,461 |
| WELLS FARGO & CO NEW | COM | 949746101 | 6,791 | 219,139 |
| WESCO INTL INC | COM | 95082P105 | 264 | 5,004 |
| WESTAR ENERGY INC | COM | 95709T100 | 292 | 11,606 |
| WESTERN DIGITAL CORP | COM | 958102105 | 873 | 25,746 |
| WESTERN UN CO | COM | 959802109 | 1,303 | 70,156 |
| WHIRLPOOL CORP | COM | 963320106 | 327 | 3,677 |
| WHOLE FOODS MKT INC | COM | 966837106 | 315 | 6,225 |
| WILLIAMS COS INC DEL | COM | 969457100 | 266 | 10,741 |
| WYNN RESORTS LTD | COM | 983134107 | 1,978 | 19,049 |
| XCEL ENERGY INC | COM | 98389B100 | 275 | 11,687 |
| XILINX INC | COM | 983919101 | 354 | 12,202 |
| XEROX CORP | COM | 984121103 | 327 | 28,363 |
| YAHOO INC | COM | 984332106 | 1,446 | 86,944 |
| YUM BRANDS INC | COM | 988498101 | 2,725 | 55,556 |
| ZIMMER HLDGS INC | COM | 98956P102 | 576 | 10,729 |
| Total | | | 980,703 | |