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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 ----- [Signature]	Basking Ridge, New Jersey ----- [City, State]	November 13, 2012 ----- [Date]
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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 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 INC	COM	024835100	670	15,270	X
AMERICAN EQTY INVT LIFE 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 TECHNOLOGIES IN	COM	03820C105	294	7,100	X
ARENA PHARMACEUTICALS INC	COM	040047102	202	24,300	X
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	307	6,610	X
ASCENA RETAIL GROUP INC	COM	04351G101	791	36,892	X
ASHFORD HOSPITALITY TR 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 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 NEW	SP ADR 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 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 INC	CL A 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 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 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 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 AME	SPON ADR PFD	20441W203	823	21,500	X
COMPANIA DE MINAS 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 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 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 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 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 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 INC	COM	31660B101	444	27,990	X
FIRST FINL HLDGS INC	COM	320239106	170	13,097	X
FLEETCOR TECHNOLOGIES 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 MEXICANO S	SPON ADR UNITS	344419106	414	4,504	X
FOREST CITY ENTERPRISES INC	CL A	345550107	360	22,710	X
FORRESTER RESH INC	COM	346563109	206	7,167	X
FORUM ENERGY TECHNOLOGIES IN	COM	34984V100	213	8,770	X
FREEMPORT-MCMORAN COPPER & 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 INC	COM	36191U106	117	21,530	X
GENERAL CABLE CORP DEL 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
GENESEE & 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 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 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 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 INC	COM	45166R204	89	19,530	X
IMMUNOCELLULAR 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 GROUP IN	COM	45841N107	656	46,819	X

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INTERVAL LEISURE GROUP 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 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 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 INC	COM	55402X105	231	2,170	X
MA COM TECHNOLOGY 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 CO	COM	582839106	1,057	14,425	X
MEDICIS PHARMACEUTICAL 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 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 INC	COM	637071101	549	6,850	X
NATIONAL PENN BANCSHARES INC	COM	637138108	214	23,500	X
NATIONSTAR MTG HLDGS INC	COM	63861C109	534	16,080	X
NEUROCRINE BIOSCIENCES INC	COM	64125C109	205	25,630	X
NEWCASTLE INVT CORP	COM	65105M108	91	12,030	X
NEXSTAR BROADCASTING 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 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 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 PETRO	SP ADR NON VTG	71654V101	248	11,256	X
PETROLEO BRASILEIRO SA 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 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 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 CORP	COM	75382F106	100	18,040	X
RAYMOND JAMES FINANCIAL 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 NEW	COM	7591EP100	146	20,250	X
REINSURANCE GROUP AMER 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 INC	COM	80862K104	172	31,062	X
SELECT COMFORT CORP	COM	81616X103	221	7,025	X
SIGNATURE BK NEW YORK N Y	COM	82669G104	243	3,620	X
SILGAN HOLDINGS INC	COM	827048109	265	6,080	X
SINCLAIR BROADCAST GROUP INC	CL A	829226109	256	22,805	X
SIRONA DENTAL SYSTEMS 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 DE C	SPON ADR SER B	833635105	495	8,031	X
SOLAZYME INC	COM	83415T101	311	27,080	X
SOUTHWEST BANCORP INC OKLA	COM	844767103	115	10,612	X
SOVRAN SELF STORAGE INC	COM	84610H108	418	7,220	X
SPECTRUM PHARMACEUTICALS 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 & 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 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 CORP	COM	87264S106	391	8,940	X
TAIWAN SEMICONDUCTOR MFG 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 LTD	ADR	881624209	3,969	95,853	X
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	429	8,640	X
THERAVANCE INC	COM	88338T104	432	16,670	X
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	130	17,960	X
TOWN SPORTS INTL HLDGS INC	COM	89214A102	254	20,530	X
TRANSCRYPT PHARMACEUTICALS IN	COM	89354M106	57	10,765	X
TRIMAS CORP	COM NEW	896215209	353	14,650	X
TRIU 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 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 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 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 INC	COM	918866104	303	12,270	X
VALEANT PHARMACEUTICALS INTL	COM	91911K102	641	11,600	X
VALE S A	ADR REPSTG PFD	91912E204	363	20,885	X
VARIAN MED SYS INC	COM	92220P105	272	4,510	X
VERIZON COMMUNICATIONS 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 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		