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and all holdings are reported by other reporting manager(s).)

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

List of Other Managers Reporting for this Manager:  
 [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
28- -----	-----
[Repeat as necessary.]	

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
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Form 13F Information Table Entry Total:	167
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Form 13F Information Table Value Total:	187,821.00
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	(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-Jun-12

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	CO	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	O MA
3M CO	COM	88579Y101	1,287	14,359			
ABBOTT LABS	COM	002824100	2,214	34,334			
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	891	14,821			
ADOBE SYS INC	COM	00724F101	212	6,544			
ADVANCED MICRO DEVICES INC	COM	007903107	83	14,464			
AGILENT TECHNOLOGIES INC	COM	00846U101	314	8,002			
ALEXION PHARMACEUTICALS							

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INC	COM	015351109	439	4,422
ALLERGAN INC	COM	018490102	647	6,986
ALTERA CORP	COM	021441100	251	7,427
ALTRIA GROUP INC	COM	02209S103	1,256	36,347
AMAZON COM INC	COM	023135106	1,901	8,327
AMERICAN EXPRESS CO	COM	025816109	863	14,820
AMERICAN TOWER CORP NEW	COM	03027X100	635	9,083
AMERISOURCEBERGEN CORP	COM	03073E105	229	5,823
AMGEN INC	COM	031162100	1,305	17,902
AMPHENOL CORP NEW	CL A	032095101	205	3,729
APPLE INC	COM	037833100	12,570	21,524
AUTOMATIC DATA PROCESSING IN	COM	053015103	627	11,258
AUTOZONE INC	COM	053332102	322	876
BARD C R INC	COM	067383109	208	1,932
BAXTER INTL INC	COM	071813109	616	11,597
BECTON DICKINSON & CO	COM	075887109	325	4,349
BED BATH & BEYOND INC	COM	075896100	331	5,351
BIOGEN IDEC INC	COM	09062X103	796	5,514
BLACKROCK INC	COM	09247X101	266	1,568
BOEING CO	COM	097023105	1,157	15,570
BRISTOL MYERS SQUIBB CO	COM	110122108	1,269	35,303
BROADCOM CORP	CL A	111320107	265	7,864
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	579	17,500
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	219	3,743
CATERPILLAR INC DEL	COM	149123101	1,275	15,020
CELGENE CORP	COM	151020104	651	10,140
CERNER CORP	COM	156782104	276	3,335
CHIPOTLE MEXICAN GRILL INC	COM	169656105	277	730
CITRIX SYS INC	COM	177376100	360	4,286
COACH INC	COM	189754104	387	6,615
COCA COLA CO	COM	191216100	3,496	44,710
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	421	7,009
COLGATE PALMOLIVE CO	COM	194162103	1,049	10,074
COMCAST CORP NEW	CL A	20030N101	941	29,423
CONCHO RES INC	COM	20605P101	204	2,394
COSTCO WHSL CORP NEW	COM	22160K105	947	9,973
CROWN CASTLE INTL CORP	COM	228227104	396	6,745
CSX CORP	COM	126408103	362	16,194
CUMMINS INC	COM	231021106	429	4,424
CVS CAREMARK CORPORATION	COM	126650100	278	5,959
DANAHER CORP DEL	COM	235851102	237	4,557
DAVITA INC	COM	23918K108	213	2,164
DEERE & CO	COM	244199105	740	9,155
DELTA AIR LINES INC DEL	COM NEW	247361702	137	12,497
DIRECTV	COM CL A	25490A101	736	15,077
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	317	5,869
DISNEY WALT CO	COM DISNEY	254687106	734	15,140
DOLLAR GEN CORP NEW	COM	256677105	231	4,252
DOLLAR TREE INC	COM	256746108	287	5,339
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	213	4,876
DU PONT E I DE NEMOURS & CO	COM	263534109	1,091	21,569
E M C CORP MASS	COM	268648102	1,239	48,332
EBAY INC	COM	278642103	1,120	26,661
ECOLAB INC	COM	278865100	410	5,986

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EDWARDS LIFESCIENCES CORP	COM	28176E108	273	2,638
EMERSON ELEC CO	COM	291011104	662	14,202
EOG RES INC	COM	26875P101	559	6,206
EXPRESS SCRIPTS HLDG CO	COM	30219G108	1,035	18,541
FACEBOOK INC	CL A	30303M102	301	9,696
FASTENAL CO	COM	311900104	275	6,815
FMC TECHNOLOGIES INC	COM	30249U101	216	5,504
GENERAL MLS INC	COM	370334104	450	11,667
GENUINE PARTS CO	COM	372460105	216	3,589
GILEAD SCIENCES INC	COM	375558103	894	17,432
GOODRICH CORP	COM	382388106	368	2,898
GOOGLE INC	CL A	38259P508	3,457	5,959
GRAINGER W W INC	COM	384802104	257	1,345
HARLEY DAVIDSON INC	COM	412822108	244	5,329
HEINZ H J CO	COM	423074103	249	4,587
HERSHEY CO	COM	427866108	249	3,454
HOME DEPOT INC	COM	437076102	1,867	35,233
HONEYWELL INTL INC	COM	438516106	1,002	17,936
ILLINOIS TOOL WKS INC	COM	452308109	489	9,253
INGERSOLL-RAND PLC	SHS	G47791101	238	5,639
INTEL CORP	COM	458140100	2,293	86,044
INTERCONTINENTALEXCHANGE INC	COM	45865V100	228	1,675
INTERNATIONAL BUSINESS MACHS	COM	459200101	4,907	25,091
INTUIT	COM	461202103	401	6,760
INTUITIVE SURGICAL INC	COM NEW	46120E602	506	914
JOHNSON & JOHNSON	COM	478160104	961	14,224
KELLOGG CO	COM	487836108	259	5,256
KIMBERLY CLARK CORP	COM	494368103	676	8,069
KINDER MORGAN INC DEL	COM	49456B101	1,172	36,367
KINDER MORGAN INC DEL	*W EXP 05/25/2	49456B119	106	49,025
KROGER CO	COM	501044101	299	12,912
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	206	2,228
LAS VEGAS SANDS CORP	COM	517834107	398	9,147
LAUDER ESTEE COS INC	CL A	518439104	287	5,297
LIBERTY GLOBAL INC	COM SER A	530555101	300	6,038
LILLY ELI & CO	COM	532457108	368	8,585
LIMITED BRANDS INC	COM	532716107	236	5,556
LOCKHEED MARTIN CORP	COM	539830109	466	5,347
LORILLARD INC	COM	544147101	396	3,004
LSI CORPORATION	COM	502161102	83	13,096
MARRIOTT INTL INC NEW	CL A	571903202	211	5,395
MARSH & MCLENNAN COS INC	COM	571748102	321	9,959
MASTERCARD INC	CL A	57636Q104	1,074	2,496
MCDONALDS CORP	COM	580135101	2,071	23,392
MCGRAW HILL COS INC	COM	580645109	290	6,438
MCKESSON CORP	COM	58155Q103	508	5,418
MEAD JOHNSON NUTRITION CO	COM	582839106	378	4,693
MICROSOFT CORP	COM	594918104	5,300	173,264
MONSANTO CO NEW	COM	61166W101	1,016	12,279
MONSTER BEVERAGE CORP	COM	611740101	236	3,318
MOTOROLA SOLUTIONS INC	COM NEW	620076307	323	6,723
NEWS CORP	CL A	65248E104	370	16,586
NIKE INC	CL B	654106103	731	8,325
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	243	2,902
OMNICOM GROUP INC	COM	681919106	305	6,275
ONEOK INC NEW	COM	682680103	202	4,784

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ORACLE CORP	COM	68389X105	2,612	87,951
PAYCHEX INC	COM	704326107	218	6,953
PEPSICO INC	COM	713448108	2,544	36,000
PERRIGO CO	COM	714290103	254	2,150
PHILIP MORRIS INTL INC	COM	718172109	3,148	36,079
PIONEER NAT RES CO	COM	723787107	209	2,365
PPG INDS INC	COM	693506107	372	3,505
PRAXAIR INC	COM	74005P104	748	6,875
PRECISION CASTPARTS CORP	COM	740189105	550	3,345
PRICE T ROWE GROUP INC	COM	74144T108	370	5,872
PRICELINE COM INC	COM NEW	741503403	762	1,146
PROCTER & GAMBLE CO	COM	742718109	282	4,604
PUBLIC STORAGE	COM	74460D109	474	3,284
QUALCOMM INC	COM	747525103	2,197	39,460
RANGE RES CORP	COM	75281A109	231	3,733
RED HAT INC	COM	756577102	251	4,439
REGENERON PHARMACEUTICALS	COM	75886F107	203	1,778
ROCKWELL AUTOMATION INC	COM	773903109	217	3,285
ROPER INDS INC NEW	COM	776696106	221	2,243
ROSS STORES INC	COM	778296103	326	5,215
SALESFORCE COM INC	COM	79466L302	441	3,193
SCHLUMBERGER LTD	COM	806857108	1,992	30,696
SHERWIN WILLIAMS CO	COM	824348106	265	1,999
SIGMA ALDRICH CORP	COM	826552101	206	2,783
SIMON PPTY GROUP INC NEW	COM	828806109	914	5,869
SIRIUS XM RADIO INC	COM	82967N108	162	87,495
ST JUDE MED INC	COM	790849103	222	5,570
STARBUCKS CORP	COM	855244109	931	17,460
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	241	4,550
STRYKER CORP	COM	863667101	289	5,247
SYSCO CORP	COM	871829107	212	7,106
TERADATA CORP DEL	COM	88076W103	280	3,883
TEXAS INSTRS INC	COM	882508104	508	17,701
TIME WARNER CABLE INC	COM	88732J207	591	7,193
TJX COS INC NEW	COM	872540109	732	17,056
TRAVELERS COMPANIES INC	COM	89417E109	248	3,887
UNION PAC CORP	COM	907818108	1,308	10,962
UNITED PARCEL SERVICE INC	CL B	911312106	1,313	16,675
UNITED TECHNOLOGIES CORP	COM	913017109	1,584	20,978
V F CORP	COM	918204108	269	2,018
VERIZON COMMUNICATIONS INC	COM	92343V104	59,130	1,330,548
VERTEX PHARMACEUTICALS INC	COM	92532F100	272	4,858
VIACOM INC NEW	CL B	92553P201	571	12,150
VISA INC	COM CL A	92826C839	1,487	12,029
WAL-MART STORES INC	COM	931142103	2,140	30,696
WATSON PHARMACEUTICALS INC	COM	942683103	217	2,933
WESTERN UN CO	COM	959802109	238	14,109
WHOLE FOODS MKT INC	COM	966837106	403	4,225
WILLIAMS COS INC DEL	COM	969457100	415	14,402
XILINX INC	COM	983919101	204	6,075
YUM BRANDS INC	COM	988498101	683	10,601
TOTAL			187,821	