

QUALCOMM INC/DE  
Form 13F-HR  
February 14, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for Calendar Year or Quarter Ended: DECEMBER 31, 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: QUALCOMM INCORPORATED  
Address: 5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121

Form 13F File Number: ##-#####

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 the reporting manager:

Name: RICHARD F. GRANNIS  
Title SENIOR VICE PRESIDENT AND CORPORATE TREASURER  
Telephone: 858-658-4817

Signature, Place, and Date of Signing:

|                        |               |           |
|------------------------|---------------|-----------|
| /s/ RICHARD F. GRANNIS | San Diego, CA | 2/14/2013 |
| -----                  | -----         | -----     |
| [Signature]            | [City, State] | [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: 3  
 Form 13F Information Table Entry Total: 219  
 Form 13F Information Table Value Total: 2,106,869 (thousands)

List of Other Included Managers:

Provide a numbered list of the names(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report. [If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

NO. NAME

- 1 State Street Corporation  
 2 Flaherty & Crumrine Incorporated  
 3 Invesco Ltd.

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FORM 13F INFORMATION TABLE AS OF 12/31/2012

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(X\$1000) | SHRS OR<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVESTMENT<br>DISCRETION |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|
| A123 SYS INC                 | COM            | 03739T108 | 97                 | 5,351,864          | SH         |              | SOLE                     |
| ABBOTT LABS                  | COM            | 002824100 | 6,707              | 102,400            | SH         |              | DEFINED                  |
| ADOBE SYS INC                | COM            | 00724F101 | 5,271              | 139,900            | SH         |              | DEFINED                  |
| ADVANCE AUTO PARTS INC       | COM            | 00751Y106 | 5,701              | 78,800             | SH         |              | DEFINED                  |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 10,946             | 84,100             | SH         |              | DEFINED                  |
| AIRGAS INC                   | COM            | 009363102 | 5,313              | 58,200             | SH         |              | DEFINED                  |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 268                | 800                | SH         |              | DEFINED                  |
| ALLERGAN INC                 | COM            | 018490102 | 2,394              | 26,100             | SH         |              | DEFINED                  |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108 | 9,684              | 66,900             | SH         |              | DEFINED                  |
| ALTRIA GROUP INC             | COM            | 02209S103 | 10,457             | 332,600            | SH         |              | DEFINED                  |
| AMAZON COM INC               | COM            | 023135106 | 14,516             | 57,800             | SH         |              | DEFINED                  |
| AMERICAN CAPITAL AGENCY CORP | COM            | 02503X105 | 5,823              | 201,500            | SH         |              | DEFINED                  |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 3,568              | 83,600             | SH         |              | DEFINED                  |
| AMERICAN INTL GROUP INC      | COM NEW        | 026874784 | 2,503              | 70,900             | SH         |              | DEFINED                  |
| AMERICAN WTR WKS CO INC NEW  | COM            | 030420103 | 6,635              | 178,700            | SH         |              | DEFINED                  |
| AMERISOURCEBERGEN CORP       | COM            | 03073E105 | 1,637              | 37,900             | SH         |              | DEFINED                  |
| AMGEN INC                    | COM            | 031162100 | 7,370              | 85,500             | SH         |              | DEFINED                  |
| ANNALY CAP MGMT INC          | COM            | 035710409 | 4,893              | 348,500            | SH         |              | DEFINED                  |
| APPLE INC                    | COM            | 037833100 | 24,306             | 45,600             | SH         |              | DEFINED                  |
| AQUA AMERICA INC             | COM            | 03836W103 | 6,800              | 267,500            | SH         |              | DEFINED                  |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 14,707             | 334,100            | SH         |              | DEFINED                  |
| AT&T INC                     | COM            | 00206R102 | 11,023             | 327,000            | SH         |              | DEFINED                  |
| AUTOZONE INC                 | COM            | 053332102 | 10,704             | 30,200             | SH         |              | DEFINED                  |
| B/E AEROSPACE INC            | COM            | 073302101 | 2,677              | 54,200             | SH         |              | DEFINED                  |
| BARCLAYS BANK PLC            | ADR PFD SR 5   | 06739H362 | 21,891             | 860,850            | SH         |              | DEFINED                  |
| BARCLAYS BANK PLC            | ADS7.75%PFD S4 | 06739H511 | 388                | 15,400             | SH         |              | DEFINED                  |

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|                              |                |           |        |         |    |         |
|------------------------------|----------------|-----------|--------|---------|----|---------|
| BARCLAYS BANK PLC            | SP ADR 7.1%PF3 | 06739H776 | 6,265  | 250,000 | SH | DEFINED |
| BAXTER INTL INC              | COM            | 071813109 | 14,652 | 219,800 | SH | DEFINED |
| BECTON DICKINSON & CO        | COM            | 075887109 | 4,214  | 53,900  | SH | DEFINED |
| BED BATH & BEYOND INC        | COM            | 075896100 | 9,102  | 162,800 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC DEL   | CL B NEW       | 084670702 | 22,030 | 245,600 | SH | DEFINED |
| BIOPEN IDEC INC              | COM            | 09062X103 | 5,559  | 37,900  | SH | DEFINED |
| BMC SOFTWARE INC             | COM            | 055921100 | 5,346  | 134,800 | SH | DEFINED |
| BORGWARNER INC               | COM            | 099724106 | 3,466  | 48,400  | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 5,423  | 166,400 | SH | DEFINED |
| CALPINE CORP                 | COM NEW        | 131347304 | 283    | 15,600  | SH | DEFINED |
| CAMERON INTERNATIONAL CORP   | COM            | 13342B105 | 6,741  | 119,400 | SH | DEFINED |
| CAMPBELL SOUP CO             | COM            | 134429109 | 4,965  | 142,300 | SH | DEFINED |
| CAPITOL FED FINL INC         | COM            | 14057J101 | 2,297  | 196,489 | SH | DEFINED |
| CAREFUSION CORP              | COM            | 14170T101 | 2,149  | 75,200  | SH | DEFINED |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 7,571  | 205,900 | SH | DEFINED |
| CBOE HLDGS INC               | COM            | 12503M108 | 563    | 19,100  | SH | DEFINED |
| CELGENE CORP                 | COM            | 151020104 | 2,692  | 34,200  | SH | DEFINED |
| CENTURYLINK INC              | COM            | 156700106 | 4,392  | 112,279 | SH | DEFINED |
| CERNER CORP                  | COM            | 156782104 | 4,907  | 63,200  | SH | DEFINED |
| CHEVRON CORP NEW             | COM            | 166764100 | 5,591  | 51,700  | SH | DEFINED |
| CHIMERA INVT CORP            | COM            | 16934Q109 | 2,265  | 868,000 | SH | DEFINED |
| CHIPOTLE MEXICAN GRILL INC   | COM            | 169656105 | 7,437  | 25,000  | SH | DEFINED |
| CHUBB CORP                   | COM            | 171232101 | 5,393  | 71,600  | SH | DEFINED |
| CIT GROUP INC                | COM NEW        | 125581801 | 3,643  | 94,301  | SH | DEFINED |
| CITRIX SYS INC               | COM            | 177376100 | 3,301  | 50,200  | SH | DEFINED |
| CLOROX CO DEL                | COM            | 189054109 | 9,189  | 125,500 | SH | DEFINED |
| COBALT INTL ENERGY INC       | COM            | 19075F106 | 631    | 25,700  | SH | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A           | 192446102 | 4,413  | 59,600  | SH | DEFINED |
| CONAGRA FOODS INC            | COM            | 205887102 | 3,865  | 131,000 | SH | DEFINED |
| CONCHO RES INC               | COM            | 20605P101 | 5,543  | 68,800  | SH | DEFINED |
| CONOCOPHILLIPS               | COM            | 20825C104 | 9,510  | 164,000 | SH | DEFINED |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 7,759  | 139,700 | SH | DEFINED |
| CONTINENTAL RESOURCES INC    | COM            | 212015101 | 4,380  | 59,600  | SH | DEFINED |
| COPART INC                   | COM            | 217204106 | 3,357  | 113,800 | SH | DEFINED |
| COVANCE INC                  | COM            | 222816100 | 2,461  | 42,600  | SH | DEFINED |
| BARD C R INC                 | COM            | 067383109 | 4,760  | 48,700  | SH | DEFINED |
| CREE INC                     | COM            | 225447101 | 581    | 17,100  | SH | DEFINED |
| CROWN CASTLE INTL CORP       | COM            | 228227104 | 9,273  | 128,500 | SH | DEFINED |
| CROWN HOLDINGS INC           | COM            | 228368106 | 9,368  | 254,500 | SH | DEFINED |
| DAVITA HEALTHCARE PARTNERS I | COM            | 23918K108 | 6,400  | 57,900  | SH | DEFINED |
| DIGITAL RLTY TR INC          | COM            | 253868103 | 2,132  | 31,400  | SH | DEFINED |
| DIRECTV                      | COM            | 25490A309 | 14,511 | 289,300 | SH | DEFINED |
| DISCOVERY COMMUNICATNS NEW   | COM SER A      | 25470F104 | 6,272  | 98,800  | SH | DEFINED |
| DISCOVERY COMMUNICATNS NEW   | COM SER C      | 25470F302 | 5,060  | 86,500  | SH | DEFINED |
| DOLLAR GEN CORP NEW          | COM            | 256677105 | 2,103  | 47,700  | SH | DEFINED |
| DOLLAR TREE INC              | COM            | 256746108 | 6,863  | 169,200 | SH | DEFINED |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 5,543  | 107,000 | SH | DEFINED |
| DRESSER-RAND GROUP INC       | COM            | 261608103 | 2,897  | 51,600  | SH | DEFINED |
| DUKE ENERGY CORP NEW         | COM NEW        | 26441C204 | 11,227 | 175,978 | SH | DEFINED |
| DUN & BRADSTREET CORP DEL NE | COM            | 26483E100 | 3,107  | 39,500  | SH | DEFINED |
| EBAY INC                     | COM            | 278642103 | 12,061 | 236,400 | SH | DEFINED |
| EDISON INTL                  | COM            | 281020107 | 1,387  | 30,700  | SH | DEFINED |
| EDWARDS LIFESCIENCES CORP    | COM            | 28176E108 | 5,203  | 57,700  | SH | DEFINED |
| LILLY ELI & CO               | COM            | 532457108 | 6,999  | 141,900 | SH | DEFINED |
| E M C CORP MASS              | COM            | 268648102 | 19,415 | 767,400 | SH | DEFINED |
| EMERSON ELEC CO              | COM            | 291011104 | 8,876  | 167,600 | SH | DEFINED |

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|                              |                |           |        |           |    |         |
|------------------------------|----------------|-----------|--------|-----------|----|---------|
| ENDO HEALTH SOLUTIONS INC    | COM            | 29264F205 | 5,254  | 200,000   | SH | DEFINED |
| ENGILITY HLDGS INC           | COM            | 29285W104 | 234    | 12,133    | SH | DEFINED |
| ENTERGY CORP NEW             | COM            | 29364G103 | 4,558  | 71,500    | SH | DEFINED |
| EQUINIX INC                  | COM NEW        | 29444U502 | 2,722  | 13,200    | SH | DEFINED |
| EXELON CORP                  | COM            | 30161N101 | 2,813  | 94,600    | SH | DEFINED |
| EXPRESS SCRIPTS HLDG CO      | COM            | 30219G108 | 9,621  | 178,164   | SH | DEFINED |
| EXXON MOBIL CORP             | COM            | 30231G102 | 5,444  | 62,900    | SH | DEFINED |
| F5 NETWORKS INC              | COM            | 315616102 | 2,128  | 21,900    | SH | DEFINED |
| FAMILY DLR STORES INC        | COM            | 307000109 | 6,417  | 101,200   | SH | DEFINED |
| FIDELITY NATL INFORMATION SV | COM            | 31620M106 | 1,372  | 39,400    | SH | DEFINED |
| FISERV INC                   | COM            | 337738108 | 17,355 | 219,600   | SH | DEFINED |
| FLOWERS FOODS INC            | COM            | 343498101 | 1,082  | 46,500    | SH | DEFINED |
| FMC TECHNOLOGIES INC         | COM            | 30249U101 | 4,960  | 115,800   | SH | DEFINED |
| FOREST LABS INC              | COM            | 345838106 | 5,146  | 145,700   | SH | DEFINED |
| FRONTIER COMMUNICATIONS CORP | COM            | 35906A108 | 2,018  | 471,500   | SH | DEFINED |
| GENERAL MLS INC              | COM            | 370334104 | 4,802  | 118,800   | SH | DEFINED |
| GILEAD SCIENCES INC          | COM            | 375558103 | 4,348  | 118,400   | SH | DEFINED |
| GLOBALSTAR INC               | COM            | 378973408 | 1,267  | 4,154,400 | SH | SOLE    |
| GOOGLE INC                   | CL A           | 38259P508 | 21,849 | 30,800    | SH | DEFINED |
| GREEN MTN COFFEE ROASTERS IN | COM            | 393122106 | 1,415  | 34,200    | SH | DEFINED |
| HEALTH CARE REIT INC         | COM            | 42217K106 | 3,610  | 58,900    | SH | DEFINED |
| SCHEIN HENRY INC             | COM            | 806407102 | 7,330  | 91,100    | SH | DEFINED |
| HERSHEY CO                   | COM            | 427866108 | 8,999  | 124,600   | SH | DEFINED |
| HEINZ H J CO                 | COM            | 423074103 | 5,053  | 87,600    | SH | DEFINED |
| HONEYWELL INTL INC           | COM            | 438516106 | 7,331  | 115,500   | SH | DEFINED |
| HUDSON CITY BANCORP          | COM            | 443683107 | 2,754  | 338,800   | SH | DEFINED |
| IDEXX LABS INC               | COM            | 45168D104 | 2,320  | 25,000    | SH | DEFINED |
| IHS INC                      | CL A           | 451734107 | 4,176  | 43,500    | SH | DEFINED |
| INTERCONTINENTALEXCHANGE INC | COM            | 45865V100 | 6,166  | 49,800    | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 3,276  | 17,100    | SH | DEFINED |
| INTUITIVE SURGICAL INC       | COM NEW        | 46120E602 | 6,473  | 13,200    | SH | DEFINED |
| INVENSENSE INC               | COM            | 46123D205 | 41,557 | 3,740,528 | SH | SOLE    |
| ISHARES TR                   | S&P MC 400 GRW | 464287606 | 80,087 | 700,000   | SH | SOLE    |
| JOHNSON & JOHNSON            | COM            | 478160104 | 12,204 | 174,100   | SH | DEFINED |
| KELLOGG CO                   | COM            | 487836108 | 9,053  | 162,100   | SH | DEFINED |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 5,792  | 68,600    | SH | DEFINED |
| KINDER MORGAN MANAGEMENT LLC | SHS            | 49455U100 | 6,603  | 87,497    | SH | DEFINED |
| KIRBY CORP                   | COM            | 497266106 | 4,035  | 65,200    | SH | DEFINED |
| KRAFT FOODS GROUP INC        | COM ADDED      | 50076Q106 | 1,945  | 42,766    | SH | DEFINED |
| KROGER CO                    | COM            | 501044101 | 5,199  | 199,800   | SH | DEFINED |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104 | 5,578  | 72,800    | SH | DEFINED |
| LABORATORY CORP AMER HLDGS   | COM NEW        | 50540R409 | 5,743  | 66,300    | SH | DEFINED |
| LIBERTY MEDIA CORPORATION    | LIB CAP COM A  | 530322106 | 6,605  | 56,932    | SH | DEFINED |
| LKQ CORP                     | COM            | 501889208 | 5,646  | 267,600   | SH | DEFINED |
| LORILLARD INC                | COM            | 544147101 | 4,643  | 119,400   | SH | DEFINED |
| LULULEMON ATHLETICA INC      | COM            | 550021109 | 2,089  | 27,400    | SH | DEFINED |
| MARKEL CORP                  | COM            | 570535104 | 10,662 | 24,600    | SH | DEFINED |
| MCCORMICK & CO INC           | COM NON VTG    | 579780206 | 4,974  | 78,300    | SH | DEFINED |
| MCDONALDS CORP               | COM            | 580135101 | 5,054  | 57,300    | SH | DEFINED |
| MEDTRONIC INC                | COM            | 585055106 | 11,531 | 281,100   | SH | DEFINED |
| MERCK & CO INC NEW           | COM            | 58933Y105 | 6,047  | 147,700   | SH | DEFINED |
| MERCURY GENL CORP NEW        | COM            | 589400100 | 1,389  | 35,000    | SH | DEFINED |
| METTLER TOLEDO INTERNATIONAL | COM            | 592688105 | 7,732  | 40,000    | SH | DEFINED |
| MICROSOFT CORP               | COM            | 594918104 | 9,031  | 338,100   | SH | DEFINED |
| MOLSON COORS BREWING CO      | CL B           | 60871R209 | 4,489  | 104,900   | SH | DEFINED |
| MONDELEZ INTL INC            | CL A           | 609207105 | 3,266  | 128,300   | SH | DEFINED |
| MONSTER BEVERAGE CORP        | COM            | 611740101 | 9,561  | 180,800   | SH | DEFINED |
| NAVISTAR INTL CORP NEW       | COM            | 63934E108 | 46     | 2,100     | SH | DEFINED |
| NEW YORK CMNTY BANCORP INC   | COM            | 649445103 | 1,106  | 85,500    | SH | DEFINED |

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|                              |                  |           |         |           |    |         |
|------------------------------|------------------|-----------|---------|-----------|----|---------|
| NEWMONT MINING CORP          | COM              | 651639106 | 3,172   | 68,300    | SH | DEFINED |
| NEXTERA ENERGY INC           | COM              | 65339F101 | 5,092   | 73,600    | SH | DEFINED |
| NIELSEN HOLDINGS N V         | COM              | N63218106 | 297     | 9,700     | SH | DEFINED |
| NORTHEAST UTILS              | COM              | 664397106 | 1,877   | 48,019    | SH | DEFINED |
| NQ MOBILE INC                | ADR REPSTG CL A  | 64118U108 | 1,644   | 272,266   | SH | SOLE    |
| NVR INC                      | COM              | 62944T105 | 5,520   | 6,000     | SH | DEFINED |
| ONYX PHARMACEUTICALS INC     | COM              | 683399109 | 498     | 6,600     | SH | DEFINED |
| O REILLY AUTOMOTIVE INC NEW  | COM              | 67103H107 | 8,057   | 90,100    | SH | DEFINED |
| PG&E CORP                    | COM              | 69331C108 | 5,473   | 136,200   | SH | DEFINED |
| PANERA BREAD CO              | CL A             | 69840W108 | 4,479   | 28,200    | SH | DEFINED |
| PARTNERRE LTD                | COM              | G6852T105 | 2,374   | 29,500    | SH | DEFINED |
| PATTERSON COMPANIES INC      | COM              | 703395103 | 4,522   | 132,100   | SH | DEFINED |
| PEOPLES UNITED FINANCIAL INC | COM              | 712704105 | 3,690   | 305,200   | SH | DEFINED |
| PEPCO HOLDINGS INC           | COM              | 713291102 | 1,114   | 56,800    | SH | DEFINED |
| PEPSICO INC                  | COM              | 713448108 | 4,968   | 72,600    | SH | DEFINED |
| PFIZER INC                   | COM              | 717081103 | 12,878  | 513,474   | SH | DEFINED |
| PHILIP MORRIS INTL INC       | COM              | 718172109 | 10,614  | 126,900   | SH | DEFINED |
| POST HLDGS INC               | COM              | 737446104 | 707     | 20,650    | SH | DEFINED |
| PPL CORP                     | COM              | 69351T106 | 5,508   | 192,400   | SH | DEFINED |
| PRICELINE COM INC            | COM NEW          | 741503403 | 7,827   | 12,600    | SH | DEFINED |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 4,807   | 70,800    | SH | DEFINED |
| QUANTA SVCS INC              | COM              | 74762E102 | 1,386   | 50,800    | SH | DEFINED |
| QUEST DIAGNOSTICS INC        | COM              | 74834L100 | 1,806   | 31,000    | SH | DEFINED |
| RALCORP HLDGS INC NEW        | COM              | 751028101 | 6,132   | 68,400    | SH | DEFINED |
| RAYTHEON CO                  | COM NEW          | 755111507 | 11,328  | 196,800   | SH | DEFINED |
| REALTY INCOME CORP           | COM              | 756109104 | 6,430   | 159,900   | SH | DEFINED |
| REGENERON PHARMACEUTICALS    | COM              | 75886F107 | 565     | 3,300     | SH | DEFINED |
| REYNOLDS AMERICAN INC        | COM              | 761713106 | 8,087   | 195,200   | SH | DEFINED |
| ROSS STORES INC              | COM              | 778296103 | 5,982   | 110,600   | SH | DEFINED |
| SALESFORCE COM INC           | COM              | 79466L302 | 4,572   | 27,200    | SH | DEFINED |
| SALLY BEAUTY HLDGS INC       | COM              | 79546E104 | 4,375   | 185,600   | SH | DEFINED |
| SANDISK CORP                 | COM              | 80004C101 | 2,047   | 47,000    | SH | DEFINED |
| SBA COMMUNICATIONS CORP      | COM              | 78388J106 | 312     | 4,400     | SH | DEFINED |
| SCANA CORP NEW               | COM              | 80589M102 | 5,180   | 113,500   | SH | DEFINED |
| SEMPRA ENERGY                | COM              | 816851109 | 3,065   | 43,200    | SH | DEFINED |
| SOUTHERN CO                  | COM              | 842587107 | 8,352   | 195,100   | SH | DEFINED |
| SOUTHWESTERN ENERGY CO       | COM              | 845467109 | 1,711   | 51,200    | SH | DEFINED |
| STERICYCLE INC               | COM              | 858912108 | 8,758   | 93,900    | SH | DEFINED |
| SUPERMEDIA INC               | COM              | 868447103 | 28      | 8,048     | SH | DEFINED |
| SYSCO CORP                   | COM              | 871829107 | 5,154   | 162,800   | SH | DEFINED |
| TARGET CORP                  | COM              | 87612E106 | 6,840   | 115,600   | SH | DEFINED |
| TERADATA CORP DEL            | COM              | 88076W103 | 2,705   | 43,700    | SH | DEFINED |
| TEREX CORP NEW               | COM              | 880779103 | 2,001   | 71,200    | SH | DEFINED |
| TJX COS INC NEW              | COM              | 872540109 | 7,072   | 166,600   | SH | DEFINED |
| TRAVELERS COMPANIES INC      | COM              | 89417E109 | 13,294  | 185,100   | SH | DEFINED |
| TRIMBLE NAVIGATION LTD       | COM              | 896239100 | 2,786   | 46,600    | SH | DEFINED |
| TRW AUTOMOTIVE HLDGS CORP    | COM              | 87264S106 | 3,340   | 62,300    | SH | DEFINED |
| UNDER ARMOUR INC             | CL A             | 904311107 | 1,310   | 27,000    | SH | DEFINED |
| UNITED CONTL HLDGS INC       | COM              | 910047109 | 648     | 27,700    | SH | DEFINED |
| UNITEDHEALTH GROUP INC       | COM              | 91324P102 | 9,449   | 174,200   | SH | DEFINED |
| UNITED STATES CELLULAR CORP  | COM              | 911684108 | 233     | 6,600     | SH | DEFINED |
| VALIDUS HOLDINGS LTD         | COM SHS          | G9319H102 | 3,337   | 96,500    | SH | DEFINED |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 206,313 | 4,633,127 | SH | SOLE    |
| VANGUARD INDEX FDS           | GROWTH ETF       | 922908736 | 226,748 | 3,185,558 | SH | SOLE    |
| VANGUARD INDEX FDS           | MCAP GR IDXVIP   | 922908538 | 68,580  | 1,000,000 | SH | SOLE    |
| VANGUARD INDEX FDS           | SML CP GRW ETF   | 922908595 | 106,836 | 1,200,000 | SH | SOLE    |
| VANGUARD INDEX FDS           | VALUE ETF        | 922908744 | 187,040 | 3,180,944 | SH | SOLE    |
| VERISIGN INC                 | COM              | 92343E102 | 221     | 5,700     | SH | DEFINED |
| VERISK ANALYTICS INC         | CL A             | 92345Y106 | 4,106   | 80,500    | SH | DEFINED |

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|                              |                |           |        |         |    |         |
|------------------------------|----------------|-----------|--------|---------|----|---------|
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 11,397 | 263,400 | SH | DEFINED |
| VMWARE INC                   | CL A COM       | 928563402 | 2,372  | 25,200  | SH | DEFINED |
| WABCO HLDGS INC              | COM            | 92927K102 | 1,767  | 27,100  | SH | DEFINED |
| WALGREEN CO                  | COM            | 931422109 | 11,344 | 306,500 | SH | DEFINED |
| WAL-MART STORES INC          | COM            | 931142103 | 11,640 | 170,600 | SH | DEFINED |
| WASTE MGMT INC DEL           | COM            | 94106L109 | 3,455  | 102,400 | SH | DEFINED |
| WATERS CORP                  | COM            | 941848103 | 3,101  | 35,600  | SH | DEFINED |
| WATSON PHARMACEUTICALS INC   | COM            | 942683103 | 2,520  | 29,300  | SH | DEFINED |
| WEATHERFORD INTERNATIONAL LT | REG SHS        | H27013103 | 633    | 56,600  | SH | DEFINED |
| WELLPOINT INC                | COM            | 94973V107 | 10,478 | 172,000 | SH | DEFINED |
| WELLS FARGO & CO NEW         | COM            | 949746101 | 12,059 | 352,800 | SH | DEFINED |
| WELLS FARGO & CO NEW         | PERP PFD CNV A | 949746804 | 9,188  | 7,500   | SH | DEFINED |
| WHITE MTNS INS GROUP LTD     | COM            | G9618E107 | 2,627  | 5,100   | SH | DEFINED |
|                              |                |           |        |         |    |         |
| WHITING PETE CORP NEW        | COM            | 966387102 | 2,515  | 58,000  | SH | DEFINED |
| WINDSTREAM CORP              | COM            | 97381W104 | 3,940  | 475,900 | SH | DEFINED |
| WISCONSIN ENERGY CORP        | COM            | 976657106 | 6,217  | 168,700 | SH | DEFINED |
| BERKLEY W R CORP             | COM            | 084423102 | 5,653  | 149,800 | SH | DEFINED |
| XCEL ENERGY INC              | COM            | 98389B100 | 5,078  | 190,100 | SH | DEFINED |
| ZEBRA TECHNOLOGIES CORP      | CL A           | 989207105 | 2,006  | 51,070  | SH | DEFINED |